

EJ-16443



Law

Thomas J. Healey
Counsel - Regulatory

17641 S. Ashland Avenue
Homewood, IL 60430-1339

T - 708-332-4381
F - 708-332-4361
tom.healey@cn.ca

www.cn.ca

February 26, 2009

Via Overnight Mail

Mr. Leland Gardner
Director, Office of Transportation Analysis
Surface Transportation Board
395 E. Street, N.W.
Washington, D.C. 20424-0001

Re: Docket No. AB-303 (Sub-No. 30X), Wisconsin Central Ltd.
-Abandonment Exemption- in Manitowoc, Manitowoc County, Wisconsin

Dear Mr. Gardner:

On January 25, 2008, Wisconsin Central Ltd. ("WC") filed a Notice of Exemption for the above-referenced proposed abandonment. Since that time, WC has been working with the Wisconsin Historical Society to create a Memorandum of Agreement that will sufficiently document the two bridges that will be removed with this abandonment.

I am enclosing the final version of the Memorandum of Agreement. This Agreement has been executed by the Wisconsin Historical Society and WC. I would ask that you, as Director, Office of Transportation Analysis, execute this document and return the original to my office in the enclosed envelope.

Please call me if you have any questions or concerns on this matter. Thank you for your assistance with this matter.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Tom Healey'.

Thomas J. Healey
Attorney for Wisconsin Central Ltd.

Encls.

07-0458/MN

**MEMORANDUM OF AGREEMENT
BETWEEN WISCONSIN CENTRAL LTD. AND
THE WISCONSIN STATE HISTORIC PRESERVATION OFFICE,
REGARDING DECONSTRUCTION OF
THE SWING BRIDGE AND THE LIFT BRIDGE
IN MANITOWOC, WISCONSIN**

RECEIVED
FEB 19 2009
DIV HIST PRES

WHEREAS, the Wisconsin Central Ltd. ("WCL") has submitted a Verified Notice of Exemption to the Surface Transportation Board ("STB") for its approval to abandon 1.16 miles of railroad line in Manitowoc, WI starting at milepost 43.14 and ending at milepost 44.30. With that abandonment, WCL also intends to remove the two bridges that cross the Manitowoc River (the "Bridges"); and

WHEREAS, the Bridges are in generally fair to poor condition, pose potential safety concerns and, because the Bridges cross navigatable waterway, are required to be removed pursuant to the United States Coast Guard upon abandonment of the track; and

WHEREAS, the Wisconsin State Historic Preservation Office contends that the proposed abandonment will have an adverse effect upon the property and that the Bridges are eligible for listing on the National Register of Historic Places, pursuant to 36 C.F.R. Part 800, regulations implementing Section 106 of the National Historic Preservation Act of 1966, as amended (16 USC 470f); and

WHEREAS, WCL and the SHPO have consulted to identify the Area of Potential Effects (APE) and the scope of identification efforts and agree that the APE is limited to the Bridges and immediately adjacent lands, and

NOW, THEREFORE, the SHPO and WCL agree that upon execution of the MOA, WCL will perform pursuant to the following stipulations:

STIPULATIONS

- A. Prior to the removal of the Bridges, WCL will conduct Level II Historic American Buildings Survey/Historic American Engineering Records (HABS/HAER) photo documentation to accurately record the features of the Bridges.
 - 1. WCL will ensure that all HABS/HAER photo documentation will, at a minimum, meet the standards set forth in the Secretary of the Interior's Standards and Guidelines for Architectural and Engineering Documentation.
 - 2. WCL will submit the HABS/HAER photo documentation to the SHPO, which will consist of two (2) sets of archivally processed black and white photograph prints, and the original negatives.
 - 3. The SHPO will determine whether the HABS/HAER photo documentation meets the standards stipulated.

- B. Prior to the removal of the Bridges, WCL will conduct Level II and/or Level III Historic American Buildings Survey/Historic American Engineering Records (HABS/HAER) drawings, as directed by its approved consultant, to accurately record the features of the Bridges.
- C. WCL may not proceed with deconstruction of the bridges until all required permits and permissions to proceed are received.

ADDITIONAL PROVISIONS

I. Dispute Resolutions

Should any party to this MOA object to or be unable to complete the execution of any provision of this MOA, the parties hereto shall negotiate in good faith to agree upon a method and manner to proceed. If at any time either party believes that further negotiations will not be productive, the dispute shall be taken to the STB for resolution.

II. Review of Public Objections

At any time during the implementation of the measures stipulated in this MOA, should an objection to any such measure or its manner of implementation be raised by a member of the public, the parties shall consult as needed to resolve the objection.

III. Amendments

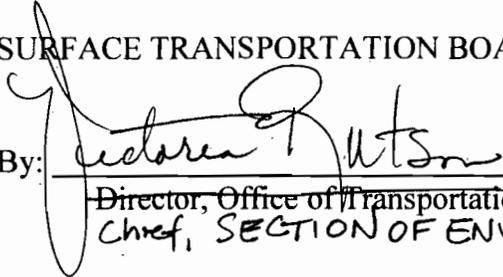
Any party to this MOA may propose that the MOA be amended, whereupon the parties to this MOA shall consider such an amendment. The MOA may only be amended by the written agreement of all parties.

IV. Termination

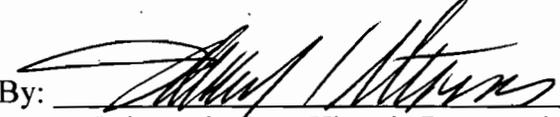
- A. Proof of completion of the documentation required in the Stipulations, accepted by the SHPO, will constitute termination of this MOA.
- B. If the terms of this MOA have not been implemented two years after execution, this MOA will be null and void. In such an event, WCL shall notify the SHPO of its expiration, and if appropriate, shall re-initiate review of the undertaking in accordance with 36 CFR 800.
- C. Any signatory party to this MOA may withdraw from it by providing thirty (30) days notice to the other parties, provided that the parties will consult during the period prior to withdrawal to seek agreement on amendments or other actions that would avoid withdrawal. In the event of termination, or withdrawal, WCL will comply with the federal regulation 36 CFR Part 800, Protection of Historic Properties.

Execution and implementation of this MOA is evidence that Wisconsin Central Ltd. has satisfied its responsibilities under Section 106 of the National Historic Preservation Act.

SURFACE TRANSPORTATION BOARD

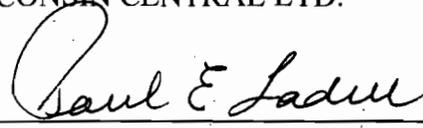
By:  Date: 3-5-2009
Director, Office of Transportation Analysis
Chief, SECTION OF ENVIRONMENTAL ANALYSIS

WISCONSIN STATE HISTORIC PRESERVATION OFFICER

By:  Date: 2/23/09
Wisconsin State Historic Preservation Officer

Concur:

WISCONSIN CENTRAL LTD.

By:  Date: 2/13/09