

EXPEDITED CONSIDERATION REQUESTED**VIA ELECTRONIC FILING**

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May 5, 2020

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
U.S. Surface Transportation Board
395 E Street, SW
Washington, DC 20423

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Public Record

Re: *Soo Line Corporation—Control—Central Maine & Quebec Railway US Inc.*
Finance Docket No. 36368

Dear Ms. Brown:

Soo Line Corporation (“CP”) respectfully requests that the Board clarify that the final decision served on May 4, 2020 (Decision No. 3) in the above docket is effective on June 3, 2020, as stated in Decision No. 1.

Decision No. 1 established a procedural schedule by which the Board would serve a final decision by May 4, 2020 to be effective by June 3, 2020, or “30 days after it is served.” Decision No. 1, Appendix n.7 (served January 16, 2020). This 30-day period for a decision to become effective adheres to the Board’s long-standing practice. Consistent with the procedural schedule, the STB served a final decision on May 4, 2020, approving the transaction without condition, other than standard employee protective conditions. However, instead of the June 3, 2020 effective date provided for in the procedural schedule, Decision No. 3 states that the decision will be effective on June 18, 2020. Decision No. 3 provides no explanation for this apparent departure from both the original Board-established procedural schedule and Board practice.

CP has spent the last several months planning for integration of CMQR US into the CP family based on the assumption that the final decision would be effective no later than June 3, 2020. These plans include integration of operations, personnel, human resources, information systems, sales and marketing, accounting, and other systems. Delaying the effective date to June 18, 2020 would be disruptive to these integration plans. In particular, a mid-month transition would be more complicated and costly from an accounting and financial reporting perspective.

Additionally, it is in the public interest for the effective date to remain June 3, 2020. As the Board knows, until CP is able to exercise control of CMQR US, it must remain in an independent voting trust. While a voting trust is an important and necessary tool for facilitating rail transactions, it is not an ideal state of affairs for the railroad in trust, its employees, and its customers. Notably, the sooner CP assumes control of CMQR US, the sooner CP can begin making its planned investments in infrastructure, provide clear direction and certainty to employees, achieve operating efficiencies, and make any other changes needed to deliver the transaction's public benefits.

Accordingly, CP asks that the Board clarify that Decision No. 3 is effective June 3, 2020, as provided for in Decision No. 1. CP further requests that the Board expedite consideration of this request in order to help ensure a smooth transition in accordance with the current plan.

Respectfully Submitted,

/s/ David F. Rifkind

Counsel for Soo Line Corporation

cc: Parties of Record