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Office of Proceedings
April 21, 2021
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April 19, 2021

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

Re: Finance Docket No. 36500 – Reply to Objections to KCS Waiver

My name is Jack Matasosky and my business address is 21476 Grenada Avenue, Lakeville, MN 55044. I am CEO for APPRO Development, Inc. In my role, I am responsible for the development of a 1700 acre industrial park. Reliable rail service has been, and currently is, an important component of infrastructure that serves our clients and tenants.

APPRO Development has previously submitted to the Board a letter supporting approval of the proposed CP-KCS combination, and I have attached a copy of that letter for the Board's convenience. As expressed in our previous letter, APPRO Development supports swift approval of the CP-KCS combination because of the significant benefits we, and more specifically, our clients, expect to realize from this transaction.

APPRO Development is aware that several parties have filed objections to the application of the pre-2001 merger rules to the CP-KCS transaction under the "waiver" issued in 2001 for transactions involving KCS. APPRO Development wishes to reply to those objections by urging the Board not to revoke the KCS waiver. The pre-2001 rules provide the Board and all interested parties all the tools that are needed to fully evaluate the proposed transaction.

We are fully cognizant of the Board's mandate to ensure that Class I mergers are in the public interest, and do not risk significant disruptions in the railway system. From our perspective, the unique nature of the CP-KCS transaction alleviates the concerns that motivated the new rules adopted in 2001. Reviewing the CP-KCS combination under the tried and true pre-2001 merger standards will prevent undue delay, while still allowing for a thorough public interest assessment by the Board.

As we have mentioned in our March 24th, 2021 letter, the end-to-end CP-KCS transaction will improve service options, with new single-line hauls and broader access to markets across North America. Our experience shows us that single-line rail service options are far superior to public and private fleets. The unique synergies of a CP-KCS combination promise significant public benefits to APPRO Development and its clients and similarly situated shippers, which we are eager to see realized as soon as possible, without delays and additional burdens that would result from applying the 2001 rules for the first time ever to this transaction.

Nothing about the CP-KCS transaction raises any kinds of concerns that would flow from the merger of the much larger Class I railroads. The issues should be simple – the transaction improves competitive

options and service – and any concerns any party has should be easy to address under the pre-2000 rules. The 2001 rules were designed for much more complex transactions that raised much more serious issues, and they should not be tested out in this case.

APPRO Development and our shipping partners are looking forward to a stronger CPKC network that will increase our access to diversified market opportunities. As such, we urge the Board to apply the KCS waiver provision it thoughtfully included in its 2001 Major Merger Rules. An elongated period of review will delay and potentially reduce the positive synergies this merger promises. The KCS waiver will allow the Board to conduct a thorough but efficient and fair review and allow for the benefits of the new CPKC network to come to fruition more quickly.

For these reasons, APPRO Development urges the Board to maintain the KCS waiver and reject calls to revoke it, and to proceed to review and approve the CP-KCS proposed combination as expeditiously as possible. We look forward to seeing CPKC as a stronger competitor in the industry.

Yours Sincerely,



Jack Matasosky
CEO

APPRO Development, Inc. / CERRON Commercial Properties

CC: All Parties of Record



SUPPORT LETTER

ATTENTION: Surface Transportation Board:

My name is Jack Matasosky and my business address is 21476 Grenada Avenue, Lakeville, MN 55044. I am owner of APPRO Development, Inc. and Cerron Commercial Properties. In my role, I am responsible for the development of commercial/industrial properties. I have been involved in industrial park developments in the Lakeville, Rosemount and the Minneapolis/St. Paul area for over 40 years. Rail, having been a key component for many of our clients. I have also been a member of the Lakeville Economic Development Commission for over 25 years. We greatly value the CP rail service to our Airlake Industrial Park.

We are very excited about the transaction because it will allow a combined CPKC to provide new, more efficient and reliable rail service options. I fully support the merger and look forward to the operational benefits that our clients will receive when this merger is complete.

Respectfully,

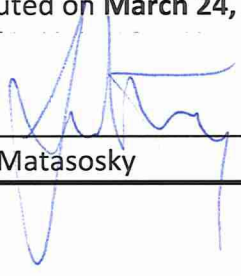
Jack Matasosky
CEO

APPRO Development, Inc / Cerron Commercial Properties

VERIFICATION

I, **Jack Matasosky**, declare [or certify, verify or state] under penalty of perjury ["under the laws of the United States," if executed outside of the United States] that the foregoing is true and correct. Further, I certify that I am qualified and authorized to submit this letter.

Executed on **March 24, 2021**



Jack Matasosky