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May 12, 2021

The Honorable Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, S.W.
Washington, DC 20423-0001

ENTERED
Office of Proceedings
May 12, 2021
Part of
Public Record

Re: FD 36514, Canadian National Railway Company, Grand Trunk Corporation, and CN's Rail Operating Subsidiaries—Control—Kansas City Southern, the Kansas City Southern Railway Company, Gateway Eastern Railway Company, and the Texas Mexican Railway Company

Dear Ms. Brown:

The Alabama State Port Authority (ASPA) is responsible for the development and operations of Alabama's seaport terminal facilities at the Port of Mobile. This port is one of the nation's larger seaports in total trade handling approximately 54 million tons annually with roughly 26 million tons of that total volume transiting through ASPA's public terminals. A significant portion of that volume is service by eight Class I and regional railroads carrying merchandise and containerized freight for shippers from across North America. The CN is our second largest railroad and the KCS is the seventh largest railroad by rail car volume handled by ASPA's switching and terminal railroad. The Port Authority's operations alone support over 150,000 jobs and generates over \$25.4 billion in economic value.

The ASPA supports the Surface Transportation Board's (STB) approval of CN's voting trust motion, and further requests the STB review CN's voting trust agreement simultaneously with CP's voting trust and provide for a brief public comment period. The ASPA thinks failure to approve CN's voting trust motion in contrast to CP's approved voting trust does not support a level playing field in KCS' evaluation of both bids. We think the KCS management and board are fully qualified to evaluate competing offers and render an informed decision for the benefit of their company and shareholders without the prospect of a lengthy regulatory approval process arising from an acquisition of KCS by either CN or CP.

The Canadian National / Illinois Central network has serviced the Port of Mobile since 1972 and the CN has consistently been a partner in ensuring safe and efficient freight and container intermodal service to shippers utilizing this port. The CN's voting trust motion and subsequent STB simultaneous review of both CN's and CP's trusts along with an allowed public comment period is a customer-focused approach to business. We look forward to the STB's review of the CN voting trust as well as the entire transaction.

Sincerely,

John C. Driscoll
Director and Chief Executive Officer

C: Parties of Record