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May 21, 2021

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

Re: Finance Docket No. 36514, *Canadian National Railway Company, et al.—Control—Kansas City Southern, et al.*

Dear Ms. Brown,

Canadian National Railway Company and its rail operating subsidiaries (collectively “CN”) submit this letter to inform the STB that Kansas City Southern (“KCS”) has terminated its prior merger agreement with Canadian Pacific Railway Company (“CP”) and has entered into a definitive merger agreement with CN. The CN-KCS merger agreement—which is identical in form to the merger agreement that CN submitted on May 18—contemplates the use of a voting trust pending the STB’s review of the CN-KCS merger.

While CN had indicated it would file a renewed motion for voting trust approval today, the motion will instead be filed next week so that CN can coordinate and incorporate KCS’s views about the public interest benefits of the voting trust. In addition, CN does not oppose CP’s suggestion in CP-6 that interested parties be given 10 days to file comments. Any longer period, however, would be inconsistent with 49 C.F.R. § 1180.4(b)(iv)’s specification

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that the comment period be “brief.” If any comments are filed, CN will reply within 5 days.¹

Sincerely,

/s/ Raymond Atkins

Raymond A. Atkins, Ph.D.

cc: Parties of Record in FD 36514

¹ CN therefore withdraws the schedule it requested in the Motion to Adopt Procedural Schedule for Renewed Motion for Approval of Voting Trust Agreement (CN-15, filed May 18, 2021), and CN instead requests that the STB adopt a schedule permitting 10 days for comments on the forthcoming voting trust motion and 5 days for reply.