



Surface Transportation Board
Washington, D.C. 20423-0001

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Office of Proceedings
July 1, 2021
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July 1, 2021

The Honorable John Hoeven
338 Russell Senate Office Bldg.
Washington, D.C. 20510

The Honorable Kevin Cramer
330 Hart Senate Office Bldg.
Washington, D.C. 20510

The Honorable Kelly Armstrong
1740 Longworth House Office Bldg.
Washington, DC 20515

Dear Senator Hoeven, Senator Cramer, and Representative Armstrong,

Thank you for your recent letter regarding Canadian Pacific Railway Limited, Canadian Pacific Railway Company, Soo Line Railroad Company, Central Maine & Quebec Railway US Inc., Dakota, Minnesota & Eastern Railroad Corporation, and Delaware & Hudson Railway Company, Inc.—Control—Kansas City Southern, the Kansas City Southern Railway Company, Gateway Eastern Railway Company, and the Texas Mexican Railway Company, Finance Docket No. 36500. I appreciate hearing your views concerning this matter.

As you may be aware, on April 23, 2021, the Board found that the proposed transaction would be subject to the waiver provision contained in the Board's revised rules for major mergers, issued in 2001, such that the pre-2001 rules would apply. On May 6, 2001, the Board issued a decision approving the parties' proposed voting trust agreement, subject to certain modifications. However, on May 21, 2021, Kansas City Southern notified the Board that it had terminated its merger agreement with Canadian Pacific Railway, that it had entered into a merger agreement with Canadian National Railway, and that it was withdrawing as a co-applicant in the FD 36500 proceeding. On May 27, 2021, CP filed a petition asking the Board to find that KCS has a continuing obligation to provide CP with the information CP needs to prepare a forthcoming application for control of KCS. Replies to CP's petition were due on June 16, 2021. Because this case is pending, I cannot comment further. However, please be assured that the Board will give full and fair consideration to all comments and submissions in this proceeding.

A copy of your letter has been placed in the public docket. If you or your staff have any questions, please contact Mr. Michael Higgins, Acting Director of the Board's Office of Public Assistance, Governmental Affairs, and Compliance, at 202-245-0238.

Sincerely,

A handwritten signature in black ink, reading "Martin J. Oberman". The script is fluid and cursive, with the first name "Martin" being more prominent and the last name "Oberman" following in a similar style.

Martin J. Oberman
Chairman