

September 17, 2021

**VIA ELECTRONIC MAIL**

Danielle Gosselin  
Office of Environmental Analysis  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423-0001

Re: STB Docket No. 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. Gosselin:

I write on behalf of Canadian National Railway and its rail operating subsidiaries (collectively, "CN") regarding the proposed merger between CN and KCS. On September 16, 2021, CN informed the STB that the May 21, 2021 Agreement and Plan of Merger between CN and Kansas City Southern ("KCS") has been terminated by KCS. CN has withdrawn the Notice of Intent to File an Application that it submitted in this docket on April 20, 2021 (CN-1).

KCS has entered a new merger agreement with Canadian Pacific Railway Company ("CP") at a higher purchase price than the prior CP-KCS merger agreement, which KCS terminated on May 21, 2021. CP and KCS filed a notice of their intent to file an application for approval of this new proposed transaction. CN will participate actively in that proceeding to ensure that all regulatory rules are applied fairly and that any Board proceeding in connection with the CP-KCS combination ensures that it will be pro-competitive and in the public interest.

In light of CN's withdrawal of its notice of intent, CN does not object to OEA pausing all work that it had been performing in Docket No. 36514. CN thanks OEA for its diligent work in this proceeding and looks forward to working with your office in the future.

Best regards,



Peter Whitfield  
Partner  
Sidley Austin