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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. 36500, *Canadian Pacific Ry., et al. – Control – Kansas City Southern, et al.*

Dear Ms. Brown:

Pursuant to the Board's Decision No. 14 served yesterday, Applicants¹ respond to Metra's² Request for Extension of Time to File Comments ("METR-4") by stating that they do not oppose a modest extension (though Applicants suggest 15 days instead of 30) limited to Metra for the specific purpose of allowing Metra to further evaluate the effects of the proposed CP/KCS Transaction on Metra's operations.

Applicants firmly believe that their combination – coupled with other investments CP is making in the Chicago area that will improve the interface between Metra's commuter trains and CP's freight trains – will be good for Metra and good for Chicago. Applicants are disappointed that Metra has chosen to pursue its evaluation of the Transaction solely through formal discovery against Applicants rather than through cooperative dialogue. Applicants have been and remain

¹ Applicants are Canadian Railway Limited, Canadian Pacific Railway Company, and their U.S. rail carrier subsidiaries Soo Line Railroad Company, Central Maine & Quebec Railway US Inc., Dakota, Minnesota & Eastern Railroad Corporation, and Delaware & Hudson Railway Company, Inc. (collectively "CP" or "Canadian Pacific") and Kansas City Southern and its U.S. rail carrier subsidiaries The Kansas City Southern Railway Company, Gateway Eastern Railway Company, and The Texas Mexican Railway Company (collectively "KCS").

² Formally the Commuter Rail Division of the Regional Transportation Authority.

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eager to work with Metra to help it understand the Transaction's impacts so that they can reach their own conclusions. In this spirit, and in view of Applicants' desire to maintain a successful and constructive working relationship with Metra, which CP regards as vital transportation partner and stakeholder, Applicants do not oppose a 15-day extension of time for Metra to file its comments in this proceeding.

Applicants offer a few words on the discovery issues of which Metra complains, which relate to RTC modeling runs. Metra sought the RTC modeling that its counsel assumed Applicants had conducted in connection with the Application. Applicants explained to Metra's counsel that there was no such RTC modeling.³ When Metra expanded the temporal and territorial scope of its discovery requests, Applicants located certain documents related to past RTC modeling exercises that had been performed for the purpose of discrete projects that had nothing to do with the CP/KCS Transaction and involve lines over which Metra does not operate. Applicants do not believe that these RTC files shed any light on the issues Metra is seeking to evaluate in this proceeding, but Applicants nonetheless have produced those files in view of Metra's desire to examine them as part of its evaluation of the Transaction.⁴

In sum, Applicants believe that the discovery issues relating to RTC modeling raised by Metra do not warrant an extension, but Applicants do not object to Metra taking more time to evaluate the Transaction. Applicants hope that Metra will be open to constructive engagement on these issues during the period of any extension granted by the Board.

³ Though RTC modeling can be a useful tool in certain contexts, it was neither necessary nor useful in evaluating the capacity of the CPKC network – expanded through ongoing and Transaction-related capital improvements – to accommodate freight traffic growth without adverse passenger or other impacts. *See generally* Application Exhibit 13.

⁴ Late yesterday, Applicants received a Motion to Compel filed by Metra relating to file names for the RTC model files previously produced. The parties had not met and conferred prior to Metra's Motion, and a phone call would have sufficed. Within hours, Applicants supplied a set of files with original file names (rather than file names modified to include Bates numbers as part of the formal document production process), thereby resolving the issues raised in Metra's Motion.

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Respectfully submitted,

A handwritten signature in blue ink, appearing to read "David L. Meyer". The signature is fluid and cursive, with a large initial "D" and "M".

David L. Meyer

*Attorney for Canadian Pacific Railway
Limited*

cc: All Parties of Record
William A. Mullins, Esq.