



**U.S. Department of
Transportation**
Office of the Secretary
of Transportation

General Counsel

**1200 New Jersey Avenue, S.E.
Washington, D.C. 20590**

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ENTERED
Office of Proceedings
February 28, 2022
Part of
Public Record

February 28, 2022

VIA ELECTRONIC FILING

Ms. Cynthia Brown
Chief, Section of Administration
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

**Re: Federal Railroad Administration's Review of Proposed Safety Integration Plan
Canadian Pacific Railway Limited, et al. – Control – Kansas City Southern et al.
Finance Docket No. 36500**

Dear Ms. Brown:

Please find enclosed for filing in the above-referenced proceeding a letter from the Federal Railroad Administration, an operating administration of the United States Department of Transportation, regarding the applicants' Safety Integration Plan.

Please feel free to contact me with any questions. Thank you for your assistance.

Respectfully,
/s/ Christopher S. Perry

CHRISTOPHER S. PERRY
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Enclosure

cc: Service List



U.S. Department
of Transportation

**Federal Railroad
Administration**

1200 New Jersey Avenue, SE
Washington, DC 20590

February 25, 2022

The Honorable Martin J. Oberman
Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

**Re: Federal Railroad Administration's Review of Proposed Safety Integration Plan
Canadian Pacific Railway Limited et al.—Control— Kansas City Southern et al.
Finance Docket No. 36500**

Dear Chairman Oberman:

The Federal Railroad Administration (FRA), an operating administration of the United States Department of Transportation (DOT), presents its findings and conclusions related to the proposed acquisition of Kansas City Southern and its affiliates (collectively, KCS) by Canadian Pacific Railway Limited and its affiliates (collectively, CP), as specified in the applicants' submissions to the Board. On December 28, 2021, CP submitted its Safety Integration Plan (SIP), which describes the process and timetable for merging its operations with KCS, as well as the safety implications of merging these operations. FRA staff had previously met periodically with the applicants and other affected parties to review earlier drafts of the SIP and related materials, to ask questions, and to recommend modifications. CP and KCS responded to FRA's safety concerns during this series of meetings, and the SIP submitted to the Board addresses the issues that FRA raised. FRA is therefore satisfied that the SIP provides a reasonable assurance of safety for the proposed transaction, consistent with governing regulations.

Should CP's acquisition of KCS be approved, FRA will monitor CP's implementation of the SIP during the operations integration period, consistent with the governing FRA regulations at 49 C.F.R. part 244 and the Board's regulations at 49 C.F.R. part 1106. In this regard, if the Board approves CP's acquisition of KCS, FRA will periodically review the implementation status and timeliness of the SIP through special field audits and safety reviews consistent with the governing SIP regulations and other applicable law. In addition, FRA will provide the Board with updates as appropriate during the acquisition implementation period.

FRA requests that, as a condition of any approval of the proposed merger and adoption of the SIP, the Board require the applicants to comply with all of their representations in the SIP. Under 49 C.F.R. 1106(b)(4), FRA will advise the Board when, in its view, the integration of the applicants' operations has been fully and safely completed.

Sincerely,

Amit Bose
Administrator

CERTIFICATE OF SERVICE

I hereby certify that on this 28th day of February, 2022, I filed the foregoing document electronically via the Board's e-filing system, and caused a copy to be served via electronic mail upon Parties of Record in this proceeding.

/s/ Christopher S. Perry

Christopher S. Perry
United States Department of Transportation