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September 5, 2025

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VIA ELECTRONIC FILING

Chief of Case Administration
Office of Chief Counsel
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

ENTERED
Office of Chief Counsel
September 5, 2025
Part of
Public Record

Re: **Docket No. FD 36873**
Union Pacific Corporation and Union Pacific
Railroad Company – Control -- Norfolk Southern
Corporation and Norfolk Southern Railway Company

Dear Chief of Case Administration:

Grand Trunk Corporation, on behalf of itself and its U.S. rail operating subsidiaries¹ (collectively “CN”), hereby provides notice to the Surface Transportation Board of a substitution of counsel. Freshfields US LLP has unexpectedly withdrawn from representing CN in the above-captioned matter due to a conflict of interest that the firm’s clients, financial institutions retained by Applicant Union Pacific in connection with this proposed transaction, have declined to waive.

CN has since retained substitute lead counsel in this matter, a process that was complicated by conflicts given the numerous law firms that already represent various parties or related entities in the proposed transaction. That counsel, Simpson Thacher & Bartlett LLP, will enter a notice of appearance shortly on CN’s behalf. In addition to Sara Razi of Simpson Thacher (sara.razi@stblaw.com), please add my name to the service list.

CN will separately provide certification to the Board’s Office of Economics that any copies of confidential Carload Waybill Sample data held by Freshfields personnel have been destroyed, and that those individuals should be deleted as signatories to Waybill Agreement

¹ Bessemer and Lake Erie Railroad Company, Cedar River Railroad Company, Chicago, Central & Pacific Railroad Company, Grand Trunk Western Railroad Company, Illinois Central Railroad Company, Iowa Northern Railway Company, The Pittsburgh & Conneaut Dock Company and Wisconsin Central Ltd.

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WB25-46. Simpson Thacher will also seek access to be added to the confidential Carload Waybill Sample for this case.

I certify that a copy of this letter filing has been served by electronic mail on parties of record in this proceeding and the assigned administrative law judge, and by first class mail, postage prepaid, upon the Secretary of Transportation and the Attorney General of the United States.

Respectfully submitted,

/s/ *Thomas J. Litwiler*

Thomas J. Litwiler
Attorney for Grand Trunk Corporation
And Its U.S. Rail Operating Subsidiaries

TJL:tl

cc: Parties of Record
ALJ Jennifer J. Soulikias
U.S. Secretary of Transportation
Attorney General of the United States
Sara Razi, Simpson Thacher
Christine Wilson, Freshfields
Mary Lehner, Freshfields
Kathryn J. Gainey, CN
Christopher K. Diamond, CN