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May 28, 2021

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VIA E-FILING

Cynthia T. Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington DC 20423-0001

ENTERED
Office of Proceedings
May 28, 2021
Part of
Public Record

Re: FD 36500
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

Dear Ms. Brown:

As counsel for Kansas City Southern, The Kansas City Southern Railway Company, Gateway Eastern Railway Company, And The Texas Mexican Railway Company (collectively, “KCS”), I am writing in response to the “Petition For Expedited Declaratory Relief” (“CP Petition”) filed by Canadian Pacific Applicants¹ this morning, which CP Petition has not yet been posted to the Board’s website. The CP Petition raises complex legal questions and claims for extraordinary relief that require sufficient time to analyze, especially with respect to a merger agreement that has been terminated.

Accordingly, pursuant to 49 C.F.R. §1104.13(a), and unless otherwise directed by the Board, KCS intends to respond on or within 20 days. Given that CP by its own admission has until September 22 to file its merger application (assuming the deadlines associated with CP’s

¹ Canadian Pacific Applicants are Canadian Pacific 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 and Hudson Railway Company, Inc. (collectively “Canadian Pacific” or “CP”).

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Ms. Cynthia T. Brown
May 28, 2021
Page 2

notice of intent to file a merger application remain valid) allowing KCS to respond in due course consistent with the Board's regulations does not prejudice CP.

Respectfully submitted,

/s/ William A. Mullins

William A. Mullins

cc: Parties of Record