

LEONARD, STREET AND DEINARD

PROFESSIONAL ASSOCIATION

206/186

September 10, 2002



Diane P. Gerth

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Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street NW
Washington DC 20423

**Re: Finance Docket No. 34004, Canadian Pacific Railway Company and
Napierville Junction Railway Company – Corporate Family Transaction – St.
Lawrence & Hudson Railway Company Limited**

Dear Mr. Williams:

Enclosed for filing in the above-captioned proceeding please find the original and ten (10) copies of the Verified Statement of Fred Green. A faxed copy of this document was filed with your office on September 6, 2002 along with the following documents. A diskette containing these documents is also enclosed.

1. Canadian Pacific Railway Company's Opposition to Petition to Reopen;
2. Verified Statement of Murray Ross; and
3. Verified Statement of Robin Mullaney.

Very truly yours,

LEONARD, STREET AND DEINARD
Professional Association

Diane P. Gerth
DPG:km

cc: Karen Cline

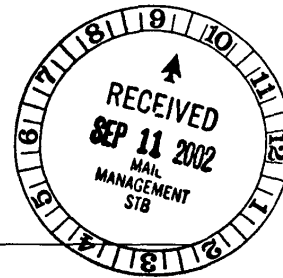
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SEP 11 2002

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206/186

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.



STB Finance Docket No. 34004

CANADIAN PACIFIC RAILWAY COMPANY AND NAPIERVILLE JUNCTION RAILWAY
COMPANY – CORPORATE FAMILY TRANSACTION – ST. LAWRENCE & HUDSON
RAILWAY COMPANY LIMITED

ENTERED
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VERIFIED STATEMENT OF FRED J. GREEN

SEP 11 2002

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Public Record

1. My name is Fred J. Green. I am Senior Vice President Marketing and Sales with Canadian Pacific Railway ("CPR"). In my role with CPR, I was involved with the determination in late 2000 to amalgamate the St. Lawrence & Hudson Railway Company Limited back into the corporate structure of its parent corporation, Canadian Pacific Railway Company.

2. The St. Lawrence & Hudson Railway was established in early 1996 as a separate legal entity that would own and control all of CPR's eastern Canada rail properties and control CPR's Delaware & Hudson properties. The transaction was designed to improve service and financial performance by focusing CPR's railroad operating units on the business opportunities specific to this geography.

3. In late 2000, it was determined that a more consistent organizational approach was necessary across the entire rail network. Thus, the corporate decision was made to reintegrate all railway activities and leadership under a single banner in order to achieve clarity, simplicity and cost efficiency. To that end, the corporate family structure was changed so that

the St. Lawrence & Hudson Railway Company Limited was reabsorbed into its parent corporation, the Canadian Pacific Railway Company.

4. As a result of this structural change, it was necessary to file with the Surface Transportation Board Notice of Exemption under 49 C.F.R. § 1180.2(d)(3) to absorb the St. Lawrence and Hudson and the assets it held back into its parent corporation. Although the vast majority of the eastern Canada rail network of St. L&H was outside of the United States and not subject to the jurisdiction of the Board, there were three border crossings belonging to St. L&H/CPR that had small sections of trackage within the United States. Because these properties are subject to Board jurisdiction, a filing under 49 C.F.R. § 1180.2(d)(3) was necessary. That filing was completed on January 31, 2001 in STB Finance Docket No. 34004. A copy of the filing is attached to this Verified Statement as Exhibit A and the Board's Notice of the filing is attached as Exhibit B. As was explained in the filings at that time, the reorganization was undertaken to change the corporate structure and foresaw no change in operations.

5. The determination to enact this change in corporate structure was one that was reached within my department. The reintegration was done to achieve a level of uniformity within the corporate structure, and there were no planned personnel changes other than the departure of the St. L&H leadership residing in Canada. There were no changes in service levels, operational changes or changes within the competitive balance with carriers outside the CPR corporate family either anticipated or envisioned by the corporate reintegration.

6. I understand that later in 2001 and into 2002, a reorganization of the border services functions was undertaken by CPR. The efficiencies that group was attempting to achieve by consolidating operations in Winnipeg, Manitoba were unrelated to the change in

corporate structure that was taking place for all of Canadian Pacific's properties in eastern Canada.

7. I, Fred J. Green, Canadian Pacific Railway Company, verify under penalty of perjury under the laws of the United States of America, that I have been authorized by Canadian Pacific Railway to verify and file with the Surface Transportation Board the foregoing statement; that I know the contents thereof and the facts asserted therein; that I declare that the foregoing is true and correct.

Dated: Sept 5/02



Fred J. Green.
Senior Vice President Marketing and Sales