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BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC 20423

FINANCE DOCKET NO. 33556



CANADIAN NATIONAL RAILWAY COMPANY, GRAND TRUNK CORPORATION,
AND GRAND TRUNK WESTERN RAILROAD INCORPORATED
- CONTROL -
ILLINOIS CENTRAL CORPORATION, ILLINOIS CENTRAL RAILROAD
COMPANY, CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY, AND
CEDAR RIVER RAILROAD COMPANY

REPLY OF ATOFINA PETROCHEMICALS, INC.
TO CANADIAN NATIONAL RAILWAY COMPANY
COMMENT ON NEW MATTER ON THE RECORD
IN THIS PROCEEDING

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November 13, 2002

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ATOFINA PETROCHEMICALS, INC. ("ATOFINA"), by its attorney, respectfully
herewith submits its reply to the "Comment" of the Canadian National Railway Company
("CN") on "new matter on the record in this proceeding," submitted by CN on November 5,
2002.¹

CN purports to comment on a letter placed in the public record from Senator John Breau
to Chairman Morgan dated October 17, 2002. As described in the CN "Comment," Senator
Breau provided the Board with his position on competitive rail service, asked the Board to give
ATOFINA's Petition For Reconsideration "every appropriate consideration," and asked the
Board for its guidance with regard to making decisions on pending cases "in the absence of a

¹ Reply of Canadian National Railway Company and Illinois Central Railroad Company to Motions to Strike and
Comment on New Matter on the Record in this Proceeding.

complete Board membership.” CN does not comment on the Senator’s position with regard to competitive rail service; nor does CN comment on the Senator’s request that the ATOFINA Petition For Reconsideration be given “every appropriate consideration . . .” Moreover, CN does not specifically address the Senator’s request for the Board’s guidance concerning its intentions with regard to making decisions on pending matters in the absence of full Board membership.

The thrust of the CN comment runs not to Senator Breaux’s letter, but rather to the Board’s processing of the ATOFINA Petition For Reconsideration. While CN asserts “it is concerned that the ATOFINA Petition be promptly resolved,”² CN offers no reason why expedition is required.

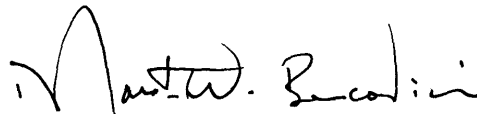
CN’s interjection into the Board’s internal case management is highly inappropriate. Senator Breaux, as the current Chairman of the Surface Transportation and Merchant Marine Subcommittee of the Commerce, Science and Transportation Committee, certainly has an overriding interest in how the Board conducts its affairs. With the Board below its statutorily authorized complement of members, with a new member having been nominated by the President and recommended by the Commerce, Science and Transportation Committee for confirmation by the full Senate, and with the President having announced his intent to appoint the new member as Chairman of the Board following confirmation, Senator Breaux’s inquiry, particularly in the context of the policy issue addressed by the Senator in his letter, is most appropriate. Moreover, with regard to the speculation by CN regarding the timing of Senate confirmation of Mr. Nober to be a member of the Board, undoubtedly Senator Breaux has a highly superior perspective than that of CN.

² CN Reply and Comment at p.4.

ATOFINA does not mean to convey it is not interested in a timely resolution regarding its Petition For Reconsideration. ATOFINA is so interested. The Petition For Reconsideration describes ATOFINA's due diligence in pursuit of this opportunity following the changes in circumstances leading to the request to the Board to reopen the CN/IC merger. For the present time, a railroad transportation service agreement is in place between ATOFINA and CN for the Carville facility, and that agreement has several years left to run. Accordingly, for planning purposes, the need for final STB resolution of the access issue raised by the Petition For Reconsideration is not as pressing as CN contends.

WHEREFORE, THE PREMISES CONSIDERED, ATOFINA Petrochemicals, Inc., respectfully urges the Surface Transportation Board to disregard the Comment of Canadian National Railway relating to the letter from Senator Breaux.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Martin W. Bercovici". The signature is fluid and cursive, with the first name "Martin" being more prominent.

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November 13, 2002

CERTIFICATE OF SERVICE

This is to certify that I have this 13th day of November, 2002, caused the foregoing Reply of ATOFINA Petrochemicals, Inc. To Canadian National Railway Company Comment On New Matter On The Record in Finance Docket No. 33556 to be served upon all known parties of record in this proceeding by first-class mail or a more expeditious method.

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