

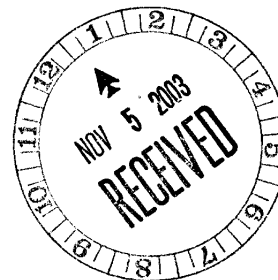
HARKINS CUNNINGHAM LLP

Attorneys at Law

209328

Paul A. Cunningham
202.973.7601
pac@harkinscunningham.com

Suite 600
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2615
Telephone 202.973.7600
Facsimile 202.973.7610



November 5, 2003

BY HAND

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
Office of the Secretary
1925 K Street, N.W.
Washington, DC 20423-0001

ENTERED
Office of Proceedings

NOV 05 2003

Part of
Public Record

**Re: Canadian National Railway Company *et al.* – Control – Duluth,
Missabe and Iron Range Railway Company, *et al.* (STB Finance
Docket No. 34424)**

Dear Mr. Williams:

Enclosed for filing under seal in this proceeding are an original and ten (10) copies of a Notice of Filing of Unredacted Version of Exhibit 2 of Railroad Control Application (designated as CN-3).

Also enclosed, for filing on the public record in this proceeding, are eleven (11) copies of CN-3, from which the text of the Attachment (Exhibit 2 of the Railroad Control Application) has been omitted.

Although the text of this Notice does not exceed 20 pages, also enclosed for the Board's convenience is a diskette containing the text of the Notice in WordPerfect 7/8/9/10 format, in accordance with 49 C.F.R. § 1104.3(b).

Very truly yours,

Paul A. Cunningham

Enclosures

PHILADELPHIA
2800 One Commerce Square
2005 Market Street
Philadelphia, PA 19103-7042
215.851.6700

NEW YORK
One Penn Plaza
25th Floor
New York, NY 10119-2532
212.329.1750

PUBLIC VERSION – TO BE FILED ON THE PUBLIC RECORD

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 34424



CANADIAN NATIONAL RAILWAY COMPANY
AND GRAND TRUNK CORPORATION
– CONTROL –

DULUTH, MISSABE AND IRON RANGE RAILWAY COMPANY,
BESSEMER AND LAKE ERIE RAILROAD COMPANY,
AND THE PITTSBURGH & CONNEAUT DOCK COMPANY

NOTICE OF FILING OF UNREDACTED VERSION
OF EXHIBIT 2 OF
RAILROAD CONTROL APPLICATION

ENTERED
Office of Proceedings

NOV 05 2003

Part of
Public Record

Sean Finn
CANADIAN NATIONAL RAILWAY
COMPANY
P.O. Box 8100
Montréal, PQ H3B 2M9
(514) 399-5430

Theodore K. Kalick
CANADIAN NATIONAL RAILWAY
COMPANY
Suite 500 North Building
601 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
(202) 347-7840

Paul A. Cunningham
Richard B. Herzog
Gerald P. Norton
James M. Guinivan
HARKINS CUNNINGHAM LLP
801 Pennsylvania Avenue, N.W., Suite 600
Washington, D.C. 20004-2664
(202) 973-7600

*Counsel for Canadian National Railway Company
and Grand Trunk Corporation*

November 5, 2003

PUBLIC VERSION – TO BE FILED ON THE PUBLIC RECORD

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 34424

CANADIAN NATIONAL RAILWAY COMPANY
AND GRAND TRUNK CORPORATION
– CONTROL –
DULUTH, MISSABE AND IRON RANGE RAILWAY COMPANY,
BESSEMER AND LAKE ERIE RAILROAD COMPANY,
AND THE PITTSBURGH & CONNEAUT DOCK COMPANY



NOTICE OF FILING OF UNREDACTED VERSION
OF EXHIBIT 2 OF
RAILROAD CONTROL APPLICATION

On November 5, 2003, Canadian National Railway Company (“CNR”) and Grand Trunk Corporation (“GTC”)¹ filed a Railroad Control Application in this proceeding (the “Application,” designated as CN-2), seeking authority under 49 U.S.C. §§ 11323-11325 and the Board’s Railroad Consolidation Procedures, 49 C.F.R. Part 1180, for CNR and GTC (together, “CN”) to acquire control of Duluth, Missabe and Iron Range Railway Company (“DMIR”), Bessemer and Lake Erie Railroad Company (“B&LE”), and The Pittsburgh & Conneaut Dock Company (“P&C Dock”).

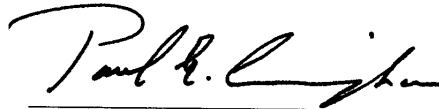
In accordance with 49 C.F.R. § 1180.6(a)(7)(ii), Exhibit 2 of the Application is a

¹CNR and GTC are referred to collectively as “CN” or as “Applicants.” These and the other principal abbreviations used in this document are listed in a Table of Abbreviations on page v-viii of CN’s Railroad Control Application (CN-2).

copy of the Stock Purchase Agreement (the "Agreement") dated as of October 19, 2003, between GTC and Great Lakes Transportation LLC. That copy, however, was redacted to exclude certain sensitive information.²

In accordance with the Protective Order issued by the Board in this proceeding,³ CN is submitting an unredacted version of the Agreement as an attachment to this document. In accordance with the Protective Order, a Highly Confidential version of this notification is being filed under seal, while a second version of this notification, from which the text of the Agreement is omitted, is being filed on the public record, in accordance with the Protective Order.

Respectfully submitted,



Sean Finn
CANADIAN NATIONAL RAILWAY
COMPANY
P.O. Box 8100
Montréal, PQ H3B 2M9
(514) 399-5430

Theodore K. Kalick
CANADIAN NATIONAL RAILWAY
COMPANY
Suite 500 North Building
601 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
(202) 347-7840

Paul A. Cunningham
Richard B. Herzog
Gerald P. Norton
James M. Guinivan
HARKINS CUNNINGHAM LLP
801 Pennsylvania Avenue, N.W., Suite 600
Washington, D.C. 20004-2664
(202) 973-7600

Counsel for Canadian National Railway Company and Grand Trunk Corporation

November 5, 2003

²Redactions were made to pages 12, 13, 19, 24, 33, 34, 36, 39, 40, 43, 44, 46, 48-53, 56, and 58, and to page 3 of Exhibit B. In addition, Exhibit C of the Agreement was redacted in its entirety.

³Decision No. 1 (STB served Oct. 29, 2003).

ATTACHMENT
EXHIBIT 2 TO
RAILROAD CONTROL APPLICATION (CN-2),
FILED NOVEMBER 5, 2003

[Filed under seal; redacted in its
entirety from public version of this notice]

CERTIFICATE OF SERVICE

I certify that I have, this 5th day of November, 2003, served the foregoing Notice of Filing of Unredacted Version of Exhibit 2 of Railroad Control Application (CN-3) by causing a copy to be sent by first-class mail, postage prepaid, or by a more expeditious method of delivery, to all known parties of record.

Salah K. Watson