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November 6, 2003

By Hand Delivery

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

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Office of Proceedings

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Part of
Public Record



Re: Docket Nos. AB-279 (Sub-No. 3) *209349*
Canadian National Railway Company – Adverse Discontinuance –
Lines of Bangor and Aroostook Railroad Company and
Van Buren Bridge Company in Aroostook County, Maine

Docket No. AB-124 (Sub-No. 2) *209350*
Waterloo Railway Company – Adverse Abandonment –
Lines of Bangor and Aroostook Railroad Company and
Van Buren Bridge Company in Aroostook County, Maine

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceedings are an original and ten copies of the following items: 1) Canadian Pacific Railway Company's Petition for Leave to Intervene, and 2) Canadian Pacific Railway Company's Response in Opposition to Canadian National Railway Company's Motion to Compel Production of Documents by Montreal, Maine & Atlantic Railway, LLC and the Trustee of Bangor and Aroostook Railroad Company. Also enclosed is a floppy disk containing electronic versions of the above filings in Word Perfect Version 10.0.

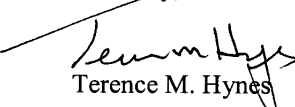
SIDLEY AUSTIN BROWN & WOOD LLP

WASHINGTON, D.C.

The Honorable Vernon Williams
November 6, 2003
Page 2

Please acknowledge receipt of these pleadings for filing by date-stamping the enclosed duplicate paper copies and returning them to our messenger. If you have any questions concerning this filing, please contact the undersigned. Thank you for your attention to this matter.

Sincerely,



Terence M. Hynes

TMH:aat
Enclosures

cc: Myles L. Tobin, Esq.
Michael L. Rosenthal, Esq.
Kevin M. Sheys, Esq.

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET No. AB-279 (SUB-NO. 3) → 209349

**CANADIAN NATIONAL RAILWAY COMPANY
— ADVERSE DISCONTINUANCE —
LINE OF MONTREAL, MAINE & ATLANTIC RAILWAY LTD.
IN AROOSTOOK COUNTY, MAINE**

DOCKET NO. AB-124 (SUB-NO. 2) 209350

**WATERLOO RAILWAY COMPANY
— ADVERSE ABANDONMENT —
LINE OF MONTREAL, MAINE & ATLANTIC RAILWAY LTD.
IN AROOSTOOK COUNTY, MAINE**

**CANADIAN PACIFIC RAILWAY COMPANY'S
PETITION FOR LEAVE TO INTERVENE**

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Counsel for Canadian Pacific Railway Company

DATED: November 6, 2003



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET No. AB-279 (SUB-NO. 3)

**CANADIAN NATIONAL RAILWAY COMPANY
— ADVERSE DISCONTINUANCE —
LINE OF MONTREAL, MAINE & ATLANTIC RAILWAY LTD.
IN AROOSTOOK COUNTY, MAINE**

DOCKET NO. AB-124 (SUB-NO. 2)

**WATERLOO RAILWAY COMPANY
— ADVERSE ABANDONMENT —
LINE OF MONTREAL, MAINE & ATLANTIC RAILWAY LTD.
IN AROOSTOOK COUNTY, MAINE**

**CANADIAN PACIFIC RAILWAY COMPANY'S
PETITION FOR LEAVE TO INTERVENE**

Pursuant to 49 CFR § 1112.4, Canadian Pacific Railway Company ("CPR") hereby petitions the Board for leave to intervene in the above-captioned proceedings, for the limited purpose of responding to the Motion to Compel Production of Documents filed therein by Canadian National Railway Company ("CN") on October 28, 2003 ("CN Motion").¹

CPR takes no position with respect to the merits of the adverse discontinuance application brought by the Trustee of the Bangor and Aroostook Railroad Company ("Trustee"), which is the subject of these proceedings. CPR seeks to intervene solely for the purpose of objecting to CN's overbroad, and unjustified, demand for production of literally all confidential commercial agreements in existence between CPR and Montreal, Maine & Atlantic Railway, LLC ("MM&A"). As CPR's response to the CN Motion (attached hereto) demonstrates, CN has failed to establish any legitimate need for it to obtain access to those agreements in order for it to

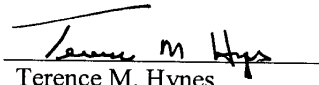
¹ See *Canadian National Railway Co. Motion to Compel Production of Documents by Montreal, Maine & Atlantic Railway, LLC and the Trustee of Bangor and Aroostook Railroad Co.*, filed Oct. 28, 2003.

respond to the Trustee's application, nor has it shown that the documents in question would be likely to affect the outcome of these proceedings. Moreover, disclosure of the details of CPR's commercial arrangements with MM&A to CN — CPR's primary rail competitor — would be harmful to CPR's (and MM&A's) commercial interests.

CPR therefore asks the Board to grant it leave to intervene in this matter for the limited purpose of filing its response to the CN Motion.

Respectfully submitted,

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Counsel for Canadian Pacific Railway Company

DATED: November 6, 2003

CERTIFICATE OF SERVICE

I hereby certify that, on this 6th day of November, 2003, I served the foregoing
Canadian Pacific Railway Company's Petition to Intervene by hand-delivery to:

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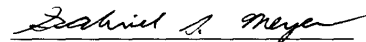
and by overnight delivery to:

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