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ZWERDLING, PAUL, KAHN & WOLLY, P.C.

1025 CONNECTICUT AVENUE, N.W.

SUITE 712

WASHINGTON, D.C. 20036-5420

(202) 857-5000

FAX: (202) 223-8417

ABRAHAM L. ZWERDLING (1914-1987)

ROBERT E. PAUL*#
WENDY L. KAHN*#
MICHAEL S. WOLLY*o

MARGO PAVE*#
PATRICIA C. HOWARD#

*DC #MD +VA ONY



July 21, 2004
BY HAND-DELIVERY

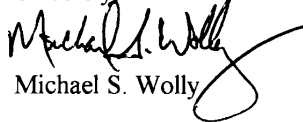
Surface Transportation Board
Office of the Secretary
Case Control Unit
1925 K Street, NW
Washington, DC 20423-0001

Re: CN/GTW Application for Control of DM&IR/B&LE/P&C Dock
(STB Finance Docket No. 34424)

Dear Mr. Williams:

Pursuant to the Board's Rules, please find enclosed for filing an original and 10 copies of Motion of NCFO For Order to Show Cause. We enclose an electronic copy of same on 3.5" disk in WordPerfect format. Thank you.

Sincerely,


Michael S. Wolly

Enclosures
cc w/ encl.: All counsel of record

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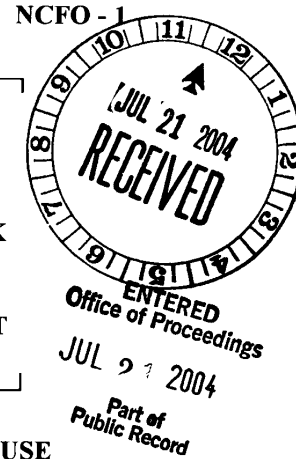
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BEFORE THE SURFACE TRANSPORTATION BOARD

In the Matter of:

STB Finance Docket No. 34424

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



MOTION OF NCFO FOR ORDER TO SHOW CAUSE

The National Conference of Firemen & Oilers - SEIU ("NCFO"), through its undersigned counsel, moves the Board for an order directing Canadian National Railway Company ("CN") to show cause why it should not be sanctioned for misrepresenting to the Board material facts regarding the impact of its proposed transaction on employees represented by NCFO. In support of this Motion, NCFO shows as follows:

1. In its Railroad Control Application (CN-2) and supporting Labor Impact Statement (CN-2, p. 181), CN identified by craft and number the employees of Duluth, Missabe and Iron Range Railway Company ("DMIR") at its Proctor, MN, facility near Duluth who would be affected by CN's acquisition of DMIR. It identified no members of NCFO who would be affected.

2. DMIR employed members of NCFO at its Proctor facility. Because CN's plan stated that the carriers intended to transfer most of the work at the Proctor facility to Homewood, IL, if the acquisition were to be approved by the Board, and to abolish jobs as a result, NCFO contacted CN to clarify whether any NCFO members would be affected. NCFO explained in its

Comments filed with the Board (IBEW, IAM, ATDA, NCFO - 3) that it had sought such clarification and asked that the Board not act on the Application until this ambiguity was resolved:

The Labor Impact Exhibit filed by the Applicants relates the effects on employees of their intention to transfer heavy locomotive repair work from the DMIR facility at Proctor, MN, to CN's Woodcrest, IL, facility. It addresses the impact on machinist, electricians, boilermakers, and sheet metal workers, and details how many jobs will be transferred and how many will be abolished. It does not however disclose how the carriers' plans will affect employees represented by the National Conference of Firemen & Oilers - SEIU at Proctor. The carriers should be required to provide this information promptly. Counsel for NCFO has raised this concern with counsel for the Applicants and anticipate that this issue will be clarified during this proceeding before the Board acts on the Application.

3. As explained by NCFO's counsel at the oral argument before the Board on March 3, 2004, the ambiguity was cleared up the day before (March 2) by Roger McDougall, Senior Director - People for CN: "Mr. McDougall telephoned me and informed me that the applicants expected the transaction to have no effect on any jobs held by employees represented by the [NCFO]." Transcript p. 53. CN representatives at the oral argument did not refute this statement or the representation made by Mr. McDougall.

4. NCFO counsel also informed the Board:

about a Disturbing conversation that was relayed to me yesterday by a union representative who was present at a meeting that representatives of CN convened with DMIR employees on the very day CN's application was filed with the Board. Those CN representatives told the DMIR employees at Proctor, Minnesota that CN does not like to pay New York Dock benefits because it makes bad business sense to do so. They said that they intended to force DMIR employees, who otherwise would be entitled to dismiss the allowances, to take jobs in other crafts so that no one from DMIR will ever receive New York Dock benefits.

Now, that would be inconsistent with the commitments CN has made to this Board. We trust that the earlier statements were an aberration and do not reflect any intent by CN to mislead the Board or otherwise not live up to its commitments. If that trust proves to be misguided, however, be assured that we will seek to have this proceeding re-opened so that the Board can take appropriate

action in response.

Transcript p. 54-55. Chairman Nober asked CN about this. His inquiry generated this response from CN's Senior US Regulatory Counsel Theodore Kalick:

It's really hard to comment to that. None of us here were at that meeting. It's not typically the kind of thing and, certainly, even DOT recognized that it runs counter to what we represented on application, and Mr. Wolly, I think, did as well. We certainly take his comment seriously, but we certainly have every intention, as we have always, to treat the employees as they're supposed to be.

Transcript p. 81.

5. The Board approved the Application in a decision issued April 9, 2004, to be effective May 9, 2004.

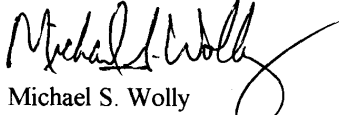
6. On May 28, 2004, officials of CN approached 6 of the 8 NCFO-represented workers at the Proctor facility, told them to clear their personal belongings out of their lockers and then escorted them off the property. When they asked the reason for this carrier action, the employees were told they were no longer needed. They were paid through June 4, 2004 and have been on furlough since that time.

7. CN and DMIR plainly knew while their Application was pending before the Board for approval that they intended to eliminate the jobs of NCFO-represented workers once approval was granted. Nevertheless, CN represented to NCFO counsel, and to the Board itself by its silence when NCFO counsel reported the information to the Board at oral argument, that no NCFO-represented workers would be affected by the transaction. Within 3 weeks of the date the Board's approval of the transaction became effective, six NCFO-represented workers were laid off and their jobs were abolished.

This startling coincidence of timing can lead to but one conclusion - that CN withheld

information from NCFO and the Board. This abused the processes of the Board and misrepresented to the Board the full extent of the impact its transaction would have on the employees. The Board should sanction CN for its inappropriate conduct.

Respectfully submitted,

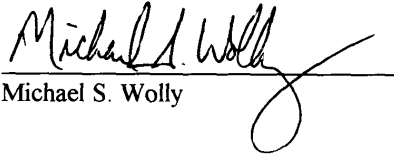


Michael S. Wolly
ZWERDLING, PAUL, KAHN & WOLLY
1025 Connecticut Avenue, NW Suite 712
Washington, D.C. 20036
(202) 857-5000

Attorney for NCFO

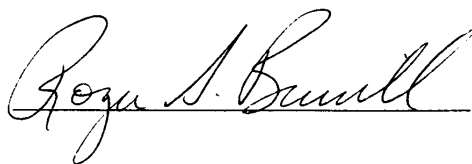
CERTIFICATE OF SERVICE

This is to certify that a copy of the attached Motion was served upon all known parties of record by first class mail, postage prepaid, this 21st day of July 2004.


Michael S. Wolly

VERIFICATION

I, Roger Burrill, am General Chairman of System Council No. 15 of the National Conference of Firemen & Oilers - SEIU. I am responsible for representing NCFO-represented employees of the Duluth, Missabe and Iron Range Railway Company. This is to verify under penalty of perjury that the facts set forth in the attached Motion for Order to Show Cause related to the abolishment of NCFO-represented workers' jobs are true and correct to the best of my personal knowledge.

A handwritten signature in cursive script, reading "Roger A. Burrill", written over a horizontal line.

Dated: July 15, 2004