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CPR-3 DME-3

**BEFORE THE
SURFACE TRANSPORTATION BOARD**



Canadian Pacific Railway Company, *et al* – Control –
Dakota, Minnesota & Eastern Railroad Corp, *et al*

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) Finance Docket No. 35081
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**MOTION OF APPLICANTS
TO ESTABLISH A PROCEDURAL SCHEDULE**

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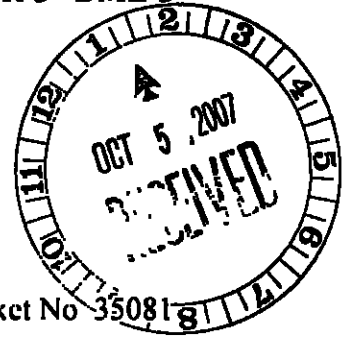
*Counsel for Canadian Pacific
Railway Company*

Dated October 5, 2007

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Canadian Pacific Railway Company, *et al* – Control –
Dakota, Minnesota & Eastern Railroad Corp., *et al*

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Canadian Pacific Railway Company (“CPRC”), Soo Line Holding Company, a Delaware corporation and indirect subsidiary of CPRC (“SOO Holding”), Dakota, Minnesota & Eastern Railroad Corporation (“DM&E”), and Iowa, Chicago & Eastern Railroad Corporation (“IC&E”) (collectively, CPRC, SOO Holding, DM&E and IC&E are referred to hereinafter as “Applicants”), hereby move for the issuance of an order establishing a procedural schedule in this proceeding

Applicants today have filed an application pursuant to 49 U.S.C. §§ 11323 *et seq* seeking the Board’s approval for the acquisition of control of DM&E and IC&E by SOO Holding (and, indirectly, by CPRC). For the reasons set forth in the Application, the proposed transaction is a “minor” transaction under the Board’s regulations at 49 C.F.R. § 1180.2(c). In cases involving a “minor” transaction, the Board is required to issue a final decision within 180 days from the filing date of the Application. 49 U.S.C. § 11325(d). Applicants request that the Board establish the following schedule to govern this proceeding

PROPOSED PROCEDURAL SCHEDULE

October 5, 2007	Application and Motion to Establish Procedural Schedule filed
November 5, 2007	Notice of acceptance of Application to be published in the <i>Federal Register</i>
November 26, 2007	Notices of intent to participate in this proceeding due
December 28, 2007	Comments, protests, requests for conditions, other opposition and evidence, and filings from the U S Department of Justice ("DOJ") and U S Department of Transportation ("DOT") due
January 28, 2008	Responses to comments, protests, requests for conditions, other opposition and evidence, and DOJ and DOT due Rebuttal in support of Application due
April 3, 2008	Service of final decision
May 6, 2008	Decision effective

The foregoing schedule will permit the Board to serve a final decision by the statutory deadline prescribed by Section 11325(d)(2), which is April 3, 2008. The proposed schedule includes the customary 30 days for the Board to decide whether to accept the Application. The schedule affords interested parties 84 days after the Application is filed to pursue discovery and to file comments and evidence. Finally, the proposed schedule would allow the Board 66 days after the filing of responsive evidence by Applicants on January 28, 2008 to hold a public hearing (if one is deemed necessary) and to serve a final decision.

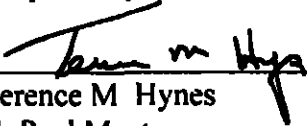
The proposed schedule provides sufficient time for comments and evidence to be filed and for the Board to meet its responsibilities in a timely fashion. Therefore, Applicants respectfully request that the Board adopt the proposed schedule.

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Dated October 5, 2007

Respectfully submitted,



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CERTIFICATE OF SERVICE

I hereby certify that I have caused the foregoing Motion of Applicants to Establish a Procedural Schedule to be served by first class mail, postage pre-paid, this 5th day of October 2007, on the persons listed in 49 C F R § 1180.4(c)(5) as follows

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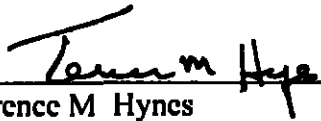
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The Governor, Public Service Commission and Department of Transportation of the States of Delaware, Idaho, Illinois, Indiana, Iowa, , Michigan, Minnesota, Missouri, Montana, Nebraska, New Jersey, New York, North Dakota, Pennsylvania, South Dakota, Virginia, Wisconsin, Wyoming


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