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FOUNDED 1866

November 13, 2007

220678



The Honorable Vernon Williams
Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423

Re Finance Docket No 35081, *Canadian Pacific Railway Company, et al -- Control -- Dakota, Minnesota & Eastern Railroad Corp., et al*

Dear Secretary Williams

Enclosed for filing in the above-captioned proceeding are an original and 10 copies of the Motion of Applicants to Establish Revised Procedural Schedule, and a disk containing the Motion in Word format

Please acknowledge receipt of the enclosed document for filing by date-stamping the extra copies and returning them to our messenger. If you have any questions, please contact the undersigned counsel.

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Sincerely,

Terence M. Hyne

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Enclosures

**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
)
)

**MOTION OF APPLICANTS
TO ESTABLISH REVISED PROCEDURAL SCHEDULE**

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Dated November 13, 2007

PROPOSED PROCEDURAL SCHEDULE

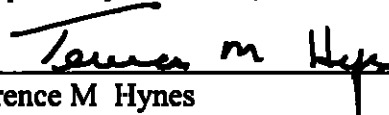
October 5, 2007	Prefiling Notification
November 13, 2007	Revised Motion to Establish Procedural Schedule filed
December 5, 2007	Application filed
January 4, 2008	Notice of acceptance of Application to be published in the <i>Federal Register</i>
January 25, 2008	Notices of intent to participate in this proceeding due. Descriptions of anticipated responsive (including inconsistent) applications due Petitions for waiver or clarification due with respect to such applications.
March 4, 2008	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 Responsive (including inconsistent) applications due.
April 18, 2008	Responses to comments, protests, requests for conditions, other opposition and evidence, DOJ and DOT, and responsive (including inconsistent) applications due Rebuttal in support of Application due
May 19, 2008	Rebuttal in support of responsive (including inconsistent) applications due
June 16, 2008	Briefs due, all parties
September 30, 2008	Service of final decision.
October 30, 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 September 30, 2008. The proposed schedule includes the customary 30 days from the date upon which Applicants perfect their Application (December 5, 2007) for the Board to decide whether to accept the Application. The schedule affords interested parties 90 days after the Application is perfected — and 151 days from the date upon which Applicants' October 5 submission became available to interested parties — to pursue discovery, to file comments and evidence, and to prepare responsive

applications Finally, the proposed schedule would allow the Board 106 days after the filing of briefs on June 16, 2008 to hold a public hearing or oral argument (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.

Respectfully submitted,



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Counsel for Canadian Pacific Railway Company

Dated: November 13, 2007

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 13th day of November 2007, on the persons listed in 49 C.F.R. § 1180.4(c)(5) as follows:

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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**

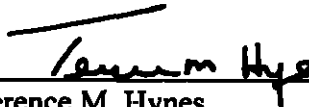
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