



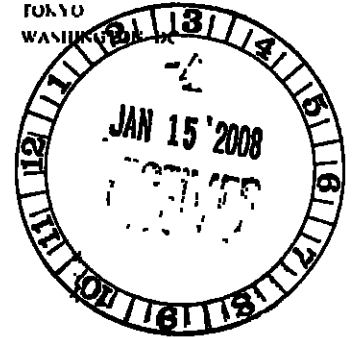
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January 15, 2008

The Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423

ENTERED
Office of Proceedings

JAN 16 2008

Part of
Public Record

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

Dear Secretary Quinlan

Enclosed for filing in the above-captioned proceeding are an original and 10 copies of the Applicants' Response to South Dakota Department of Transportation Petition for Partial Reconsideration or for Clarification of Decision Served December 27, 2007, and a disk containing the Response 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.

Sincerely,

Terence M. Hynes

TMH:aat
Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD



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

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RESPONSE TO SOUTH DAKOTA DEPARTMENT OF TRANSPORTATION
PETITION FOR PARTIAL RECONSIDERATION
OR FOR CLARIFICATION OF DECISION SERVED DECEMBER 27, 2007

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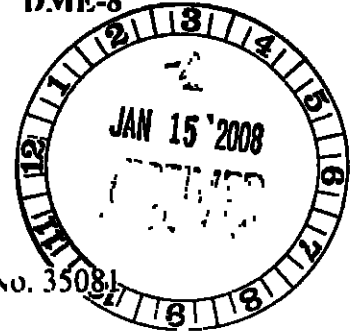
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Dated January 15, 2008

**BEFORE THE
SURFACE TRANSPORTATION BOARD**



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

) Finance Docket No. 35081
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**RESPONSE TO SOUTH DAKOTA DEPARTMENT OF TRANSPORTATION
PETITION FOR PARTIAL RECONSIDERATION
OR FOR CLARIFICATION OF DECISION SERVED DECEMBER 27, 2007**

Canadian Pacific Railway Company ("CPRC"), Soo Line Holding Company ("SOO Holding"), Dakota, Minnesota & Eastern Railroad Corporation ("DM&E") and Iowa, Chicago & Eastern Railroad Corporation ("IC&E") (collectively, "Applicants"), hereby respond to the "Petition for Partial Reconsideration or For Clarification of Decision Served December 27, 2007" filed in the above-captioned proceeding by the South Dakota Department of Transportation ("SDDOT") on January 8, 2008 (the "SDDOT Petition").

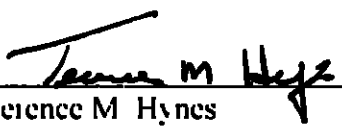
The SDDOT Petition seeks partial reconsideration of the Board's *December 27 Decision* on the grounds that the Decision "failed to provide an opportunity for public comment on the Safety Integration Plan (SIP) to be filed by Applicants on or before February 4, 2008." SDDOT Petition at 1. SDDOT requests that the Board "reconsider" or "clarify" the *December 27 Decision* to provide that interested parties may file comments regarding the SIP on or before March 4, 2008 (the date upon which responsive applications, requests for conditions, and any other evidence and argument with respect to the Application are due). SDDOT notes that comments regarding SIPs are customarily submitted as part of the environmental review conducted by the Board's Section of Environmental Analysis, but that in this case, the deadline for environmental comments is February 4, the same date by which Applicants must submit the SIP. See Petition at 3-4.

SIDDO's suggestion that interested parties be given an opportunity to comment on the SIP in connection with the filing of other evidence on March 4, 2008 is reasonable. Accordingly, Applicants do not object to clarification of the *December 27 Decision* to provide that interested parties may file comments regarding the SIP on or before March 4, 2008, provided that Applicants likewise have an opportunity to respond to such comments in connection with their reply comments to be filed on or before April 18, 2008.

Respectfully submitted,

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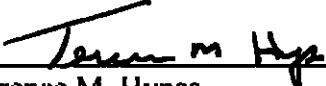
Dated: January 15, 2008

CERTIFICATE OF SERVICE

I hereby certify that I have caused the foregoing Response to Petition for Partial Reconsideration or For Clarification of Decision Served December 27, 2007, to be served by first class mail, postage prepaid, this 15th day of January 2008, on all parties of record and the following persons as specified in the Board's Decision dated December 27, 2007

Secretary of Transportation
1200 New Jersey Avenue, S.E.
Washington, D.C. 20590

Attorney General of the United States
c/o Assistant Attorney General
Antitrust Division
United States Department of Justice
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