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December 9, 2008

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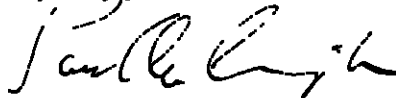
The Honorable Anne K. Quinlan, Esq
Acting Secretary
Surface Transportation Board
Office of the Secretary
395 E Street, S W.
Washington, DC 20423-0001

**Re: Canadian National Railway Company and Grand Trunk Corporation –
Control – EJ&E West Company (STB Finance Docket No. 35087)**

Dear Ms. Quinlan

Enclosed for filing in the above referenced docket please find the Joint Submission by Applicants and National Railroad Passenger Corporation of Notice of Settlement and Request for Conditions (designated as CN-50/NRPC-8).

Very truly yours,



Paul A. Cunningham

Counsel for Canadian National Railway Company
and Grand Trunk Corporation

Enclosure

cc: All parties of record

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 35087

CANADIAN NATIONAL RAILWAY COMPANY
AND GRAND TRUNK CORPORATION
- CONTROL -
EJ&E WEST COMPANY

JOINT REQUEST OF APPLICANTS AND NATIONAL RAILROAD
PASSENGER CORPORATION FOR CONDITIONS

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December 9, 2008

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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB Finance Docket No. 35087

**CANADIAN NATIONAL RAILWAY COMPANY
AND GRAND TRUNK CORPORATION
– CONTROL –
EJ&E WEST COMPANY**

**JOINT REQUEST OF APPLICANTS AND NATIONAL RAILROAD PASSENGER
CORPORATION FOR CONDITIONS**

Applicants Canadian National Railway Company and Grand Trunk Corporation (together “CN” or “Applicants”)¹ and National Railroad Passenger Corporation (“Amtrak”) hereby notify the Board that they have arrived at an agreement (the “Settlement Agreement”) to amend the operating agreement between Illinois Central Railroad Company (“IC,” a CN subsidiary) and Amtrak, dated February 1, 1995, as amended (the “1995 Agreement”), which governs Amtrak’s use of the St. Charles Air Line and other IC lines in and near Chicago. The Settlement Agreement memorializes the commitments made by CN regarding Amtrak use of those lines, and resolves the concerns Amtrak had raised in its Comments in Opposition to the Proposed Transaction (NRPC-7, filed January 28, 2008).

Pursuant to the Settlement Agreement, CN and Amtrak hereby request that the Board impose the following conditions on any approval of the Transaction proposed in this proceeding.

¹ Applicants incorporate by reference the short forms and abbreviations set forth in the Table of Abbreviations at CN-2 at 8-11.

(i) IC shall maintain the St. Charles Air Line Route and the Markham-to-Grand Crossing Route (as each is defined in the Settlement Agreement for purposes of the 1995 Agreement) for use by Amtrak at not less than the 1995 Agreement Section 4.2, "Maintenance of Rail Lines," conditions existing on April 28, 2008

(ii) Costs paid to IC by Amtrak for use of the St. Charles Air Line Route shall be capped at their April 28, 2008 levels, adjusted only for inflation pursuant to the formula in Appendix IV of the 1995 Agreement (as it may be amended)

(iii) Costs to be paid to IC by Amtrak for use of the Markham-to-Grand Crossing Route shall be determined on the same basis as costs for Amtrak's use of IC's lines between Markham and New Orleans.

(iv) Amtrak's rights and CN's obligations under these conditions regarding the St. Charles Air Line Route shall cease upon the earlier of (a) six (6) months after Amtrak begins to provide regularly scheduled passenger rail service either over the Grand Crossing Route or over another route that provides an alternative to the St. Charles Air Line Route for passenger rail service to or from Union Station in Chicago that is acceptable to Amtrak, or (b) such time as Amtrak ceases for a continuous period of one (1) year to use the St. Charles Air Line Route to provide scheduled passenger rail service at least three (3) days per week to and from Union Station in Chicago.

(v) Amtrak's rights and CN's obligations under these conditions regarding the Markham-to-Grand Crossing Route shall cease upon such time as Amtrak ceases for a continuous period of one (1) year to use the Markham-to-Grand Crossing Route to provide scheduled passenger rail service at least three (3) days per week to and from Union Station in Chicago.

CN and Amtrak request that these conditions be imposed in lieu of item VM 37 of CN's Voluntary Mitigation Proposal, as provided in the Final Environmental Impact Statement, served December 5, 2008.

CN and Amtrak further request that, if the Board adopts an oversight period, it retain jurisdiction to enforce these conditions as part of that oversight.

Respectfully submitted,

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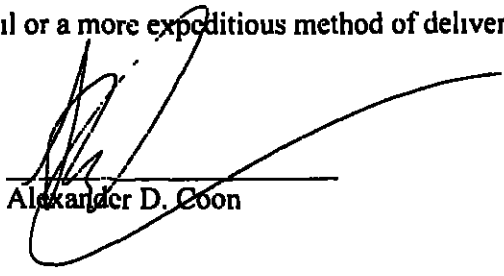
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*Counsel for Canadian National Railway
Company and Grand Trunk Corporation*

December 9, 2008

CERTIFICATE OF SERVICE

I certify that I have this 9th day of December, 2008, served copies of the foregoing Joint Submission by Applicants and National Railroad Passenger Corporation of Notice of Settlement and Request for Conditions (designated as CN-50/NRPC-8) upon all known parties of record in this proceeding by first-class mail or a more expeditious method of delivery.



Alexander D. Coon