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January 25, 2023

BY ELECTRONIC FILING

The Honorable Cynthia T. Brown
Chief, Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street S.W.
Washington, D.C. 20423

Re: Finance Docket No. 36500, *Canadian Pacific Ry. – Control – Kansas City Southern*

Dear Ms. Brown:

I am writing on behalf of Applicants regarding the Comment filed on January 24, 2023 by the U.S. Department of Justice (“DOJ”) regarding DOJ’s “absence from the Board’s September 2022 proceedings.”

Applicants have reviewed DOJ’s Comment and agree with DOJ’s bottom line: that the Board should pay “careful attention to protecting competition in this important industry” and “thoroughly examine the competition concerns raised by commenters.” DOJ Comment at 3, 5.

As Applicants’ extensive submissions in this proceeding demonstrate, we have taken very seriously all competition claims (most notably by certain Class 1 railroads), and have engaged thoroughly with those claims on factual record in this case. Applicants certainly did not mean to suggest that DOJ had ever affirmatively concluded that any particular competition claim lacked merit or expressed affirmative support for the Transaction. However, as the long-closed factual record developed in this case establishes, Applicants have demonstrated both that the effect of the Transaction will be *strongly procompetitive* and that, especially in light of the commitments Applicants have made to the Board and the public, the claims of commenters raising competitive concerns lack merit and do not warrant conditions beyond those Applicants have already accepted.

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Please contact me with any questions.

Respectfully submitted,



David L. Meyer

*Attorney for Canadian Pacific
Railway Limited*

cc: All Parties of Record