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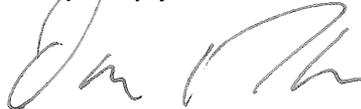
Ms. Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0012

**Re: *In re National Railroad Passenger Corporation: Section 213
Investigation of Substandard Performance on Canadian National
Railway Company Rail Lines (Docket No. NOR 42134)***

Dear Ms. Brown:

Enclosed for filing in the above-referenced docket please find (1) CN's Response to Amtrak's Proposed Procedural Framework and (2) CN's Motion for Leave to file that response.

Very truly yours,



David A. Hirsh

Counsel for Canadian National Railway Company,
Grand Trunk Western Railroad Company, and
Illinois Central Railroad Company

Enclosures

cc: David W. Ogden, Esquire
William Herrmann, Esquire

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. NOR 42134

NATIONAL RAILROAD PASSENGER CORPORATION –
SECTION 213 INVESTIGATION OF SUBSTANDARD
PERFORMANCE ON RAIL LINES OF CN

**CN'S MOTION FOR LEAVE TO FILE RESPONSE
TO AMTRAK'S PROPOSED
PROCEDURAL FRAMEWORK**

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CN believes that 49 C.F.R. § 1104.13(a) authorizes it to file a response to the Proposed Procedural Framework filed by Amtrak on November 26, 2012 (“Amtrak Framework”). In case there is any question about the application of that provision to such a reply, however, CN hereby submits this motion, pursuant to 49 C.F.R. § 1117.1, respectfully requesting leave from the Board for CN to file its response.

The Board’s consideration of CN’s response would be appropriate and fair. CN has had no opportunity to respond to Amtrak’s position advocating procedures, whereas Amtrak has had the opportunity to respond to CN’s procedural proposal and arguments. As the Board has noted, CN proposed a “detailed procedural framework” as part of CN’s March 9, 2012 Response to Amtrak’s January 19, 2012 Petition that commenced this proceeding. November 5 Order, slip op. at 1. As CN explained to Amtrak when the parties met and conferred, and as was explained again in the CN Framework filed on November 26, CN has, even with appropriate updating, adhered to the procedural proposal it made in March. Thus, when it filed its November 26 Framework, Amtrak had had over eight months to formulate responses to, and criticisms of, CN’s procedural proposal and supporting arguments.

In contrast, CN saw no written expression of Amtrak's position on procedural issues until the November 26 filing, and, when the parties met and conferred, Amtrak did not advise CN of the details of that position, much less advise CN of Amtrak's arguments in support. Accordingly, the attached Response would be CN's first opportunity to respond to those details and those arguments.

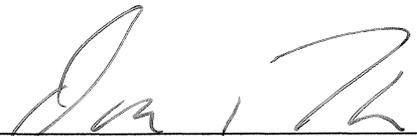
Permitting the attached Response would not only ensure fairness to CN, but would also enable the Board to establish a more complete record and consider fully the perspectives of both parties on novel and important issues. This is a first-of-its-kind proceeding, with no specific precedent or regulations to inform the Board's procedural approach, and the Board's procedural decision will have important effects both on this proceeding and as a precedent for future proceedings. The parties have widely divergent views on the appropriate procedure. And, as CN explains in the attached Response, Amtrak's proposed procedure would violate CN's due process rights, put the Board in an untenable position, impair the reliability and efficiency of the proceeding, and improperly bar public comment on broad issues of first impression and public importance.

Finally, granting this motion will not prejudice Amtrak. Amtrak had over eight months to consider and develop comments on CN's proposed framework. CN is submitting its comments on Amtrak's proposed framework after just 16 days.

CONCLUSION

For the foregoing reasons, CN respectfully requests that the Board permit the filing of the attached Response.

Respectfully submitted,



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December 12, 2012

CERTIFICATE OF SERVICE

I certify that I have this 12th day of December, 2012, served the foregoing Motion for Leave to File Response to Amtrak's Proposed Procedural Framework by sending a copy by first-class mail, or a more expeditious method of delivery, to each of the following:

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