

SURFACE TRANSPORTATION BOARD

DECISION

Docket No. FD 36004

CANADIAN PACIFIC RAILWAY LIMITED—PETITION FOR EXPEDITED
DECLARATORY ORDER

Decided: April 13, 2016

On March 2, 2016, Canadian Pacific Railway Limited (CPRL)¹ filed a petition requesting that the Board issue a declaratory order on two issues pertaining to CPRL’s pursuit of a possible merger with Norfolk Southern Railway Company (NSR): (1) whether “a structure in which CPRL holds its current rail carrier subsidiaries in an independent, irrevocable voting trust while it acquires control of [NSR] and seeks STB merger authority potentially could be used to avoid the exercise of unlawful premature common control”; and (2) whether “it would be potentially permissible for the chief executive officer of [CPRC] to terminate his position at [CPRC] entities in trust and then to take the comparable position at [NSR] pending merger approval.” (Pet. 2.) CPRL requested that the Board issue an expedited declaratory order by May 6, 2016. By decision served March 10, 2016, the Board directed that substantive replies to CPRL’s petition would be due by April 8, 2016, and CPRL’s rebuttal would be due by April 13, 2016.

On April 11, 2016, CPRL filed a motion to withdraw its petition, stating that its Board of Directors voted unanimously to cease efforts to pursue discussions with NSR regarding a business combination. The motion to withdraw will be granted.

It is ordered:

1. CPRL’s motion to withdraw its petition for declaratory order is granted.
2. This decision is effective on its service date.

By the Board, Rachel D. Campbell, Director, Office of Proceedings.

¹ CPRL is a noncarrier, publicly traded holding company that wholly owns, directly or indirectly, rail carriers in Canada and the United States that do business as “CP” or “Canadian Pacific.” “CP” or “Canadian Pacific” refers to the Canadian Pacific Railway Company (CPRC), the Canadian operating company and parent of the U.S. railroad operating subsidiaries Soo Line Railroad Company, Delaware and Hudson Railroad Company, and Dakota, Minnesota and Eastern Railroad Corporation.