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SERVICE DATE – NOVEMBER 26, 2007

SURFACE TRANSPORTATION BOARD

DECISION

STB Finance Docket No. 35081

CANADIAN PACIFIC RAILWAY COMPANY, ET AL.—CONTROL—DAKOTA,
MINNESOTA & EASTERN RAILROAD CORP., ET AL.

AGENCY: Surface Transportation Board.

ACTION: Decision No. 3 in STB Finance Docket No. 35081; Notice of Proposed Procedural Schedule and Request for Comments.

SUMMARY: The Surface Transportation Board (Board) invites public comments on a proposed procedural schedule for this proceeding. On October 5, 2007, Canadian Pacific Railway Corporation (CPRC), Soo Line Holding Company, a Delaware Corporation and indirect subsidiary of CPRC (Soo Holding), Dakota, Minnesota & Eastern Railroad Corporation (DM&E), and Iowa, Chicago & Eastern Railroad Corporation, a wholly owned rail subsidiary of DM&E (IC&E) (collectively referred to as the “Applicants”) submitted a filing with the Board seeking approval under 49 U.S.C. 11321-26 of the acquisition of control of DM&E and IC&E by Soo Holding (and, indirectly, by CPRC). In Decision No. 2, served on November 2, 2007, and published in the Federal Register at 72 FR 63232-36 on November 8, 2007, the Board accepted the October 5 submission as a prefiling notification, thus allowing the Applicants to perfect their application, and provide any supplemental materials or information, on or after December 5, 2007.¹

DATES: Written comments on the Board’s proposed procedural schedule must be filed by December 10, 2007.

ADDRESSES: Any filing submitted in this proceeding must be submitted **either** via the Board’s e-filing format **or** in the traditional paper format as provided for in the Board’s rules. Any person using e-filing should attach a document and otherwise comply with the instructions found on the Board’s website at “www.stb.dot.gov” at the “E-FILING” link. Any person submitting a filing in the traditional paper format should send an original and 10 paper copies of the filing (and also an electronic version) to: Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001. In addition, one copy of each filing in this proceeding must be sent (and may be sent by e-mail only if service by e-mail is acceptable to the recipient) to each of the following: (1) Terence M. Hynes (representing CPRC), Sidley Austin LLP, 1501 K Street,

¹ In Decision No. 2, the Board found that the transaction contemplated by the Applicants is a significant transaction, as defined at 49 CFR 1180.2(b).

N.W., Washington, DC 20005; and (2) William C. Sippel (representing DM&E), Fletcher & Sippel, 29 North Wacker Drive, Suite 920, Chicago, IL 60606.

FOR FURTHER INFORMATION CONTACT: Julia M. Farr, (202) 245-0359. [Assistance for the hearing impaired is available through the Federal Information Relay Service (FIRS) at 1-800-877-8339.]

SUPPLEMENTARY INFORMATION: On November 13, 2007, Applicants filed a petition to establish a revised procedural schedule as directed by the Board in Decision No. 2. The Board now seeks public comments on a procedural schedule that is the same as the Applicants' proposed procedural schedule, except that the record would close with the filing of briefs on July 2, 2008, and that the Board's proposed procedural schedule would provide for a possible oral argument or public hearing to be held on a date in June 2008 to be determined by the Board. Applicants had proposed closing the record on June 16, 2008, with the filing of briefs, and to hold open the possibility of scheduling a public hearing or oral argument after that date. The Board's proposed procedural schedule would instead allow the full 180 days for development of the record, with any public hearing or oral argument scheduled before the record closes with the filing of briefs on July 2, 2008.

The proposed procedural schedule is as follows:

December 5, 2007	Application due.
January 4, 2008	Board notice of acceptance of application to be published in the <u>Federal Register</u> .
January 25, 2008	Notices of intent to participate in this proceeding due. Descriptions of anticipated responsive, including inconsistent, applications due. Petitions for waiver or clarification with respect to such applications due.
March 4, 2008	Comments, protests, requests for conditions, and any other evidence and argument in opposition to the Application, including filings from U.S. Department of Justice (DOJ) and U.S. Department of Transportation (DOT) due. Responsive, including inconsistent, applications due.
April 18, 2008	Responses to comments, protests, requests for conditions, other opposition, including DOJ and DOT filings, and responsive, including inconsistent, applications due. Rebuttal in support of the Application due.
May 19, 2008	Rebuttal in support of inconsistent and other responsive applications due.
TBD	A public hearing or oral argument may be held in June.
July 2, 2008	All briefs due.
September 30, 2008	Service date of final decision.
October 30, 2008	Effective date of final decision.

We invite all interested persons to submit written comments on the procedural schedule proposed. Comments must be filed by December 10, 2007. In addition, please be advised that these proposed dates are subject to change depending on the Board's environmental review process.

This action will not significantly affect either the quality of the human environment or the conservation of energy resources.

Decided: November 23, 2007.

By the Board, Chairman Nottingham, Vice Chairman Buttrey, and Commissioner Mulvey.

Vernon A. Williams
Secretary