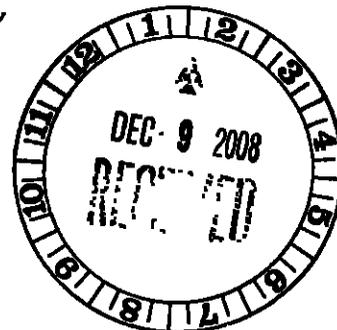


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BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO 35087

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



**NATIONAL RAILROAD PASSENGER CORPORATION'S
WITHDRAWAL OF OPPOSITION AND REQUEST FOR CONDITIONS**

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Dated December 9, 2008

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO 35087

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

**NATIONAL RAILROAD PASSENGER CORPORATION'S
WITHDRAWAL OF OPPOSITION AND REQUEST FOR CONDITIONS**

As explained in the Joint Request of Applicants and National Railroad Passenger Corporation for Conditions (the "Joint Request") being submitted contemporaneously herewith, Applicants Canadian National Railway Company and Grand Trunk Corporation (together, "Applicants") and National Railroad Passenger Corporation ("Amtrak") have arrived at an agreement which satisfies the concerns raised by Amtrak in this proceeding. Accordingly, Amtrak is hereby withdrawing its opposition to the proposed transaction and request for conditions filed January 28, 2008. Amtrak does, however, join Applicants in seeking the conditions set forth in the Joint Request.

Respectfully submitted,



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CERTIFICATE OF SERVICE

I hereby certify this 9th day of December, 2008, that I have caused the foregoing National Railroad Passenger Corporation's Withdrawal of Opposition and Request for Conditions to be served by first-class mail, postage pre-paid, on all of the following, other than Washington, DC counsel for Applicants, which was served by hand today.

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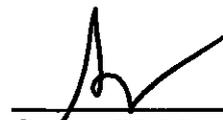
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