

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB FINANCE DOCKET NO. 36514

ENTERED
Office of Proceedings
June 23, 2021
Part of
Public Record

**CANADIAN NATIONAL RAILWAY COMPANY, GRAND TRUNK
CORPORATION, AND CN'S RAIL OPERATING SUBSIDIARIES – CONTROL
– KANSAS CITY SOUTHERN, THE KANSAS CITY SOUTHERN RAILWAY
COMPANY, GATEWAY EASTERN RAILWAY COMPANY, AND THE TEXAS
MEXICAN RAILWAY COMPANY**

**JOINT SUBMISSION OF UNION STATEMENTS SUPPORTING VOTING
TRUST**

Applicants Canadian National Railway Company (“CN”) and Kansas City Southern (“KCS”) respectfully submit the enclosed three letters from rail unions representing CN employees that ask the Board to approve CN’s and KCS’ proposed voting trust. The three letters are from the General Chairmen of GO-377, GO-433, and GO-987 of the International Association of Sheet Metal, Air, Rail and Transportation Workers, Transportation Division (“SMART-TD”). All three general chairmen write that their local unions “unequivocally support[] approval of Canadian National’s voting trust.”

In combination, GO-377, GO-433, and GO-987 represent over 1800 conductors on the CN system in the United States. GO-377 represents over 200 conductors on the Grand Trunk Western Railroad Company; GO-433 represents over 800 conductors employed on the Illinois Central Railroad Company and the Chicago-Central & Pacific Railroad Company; and GO-987

represents approximately 800 conductors on the Wisconsin Central Ltd. portion of CN's system.

Applicants note that the letter by General Chairman Flashberger of GO-987 was previously filed in this docket on June 16, 2021. Canadian Pacific then included the letter in its filing on Monday, June 21, and falsely claimed that it was a letter “express[ing] opposition to approval of Canadian National’s voting trust.”¹ Despite Canadian Pacific’s misrepresentation, Mr. Flashberger’s letter is crystal clear that GO-987 supports approval of the CN-KCS voting trust.

CN and KCS will continue to engage with industry stakeholders about the proposed CN-KCS combination and the tremendous public interest benefits it will bring by creating the premier railway for the 21st century with a single network across Canada, the United States, and Mexico.

¹ See CP-9, *CN-KCS*, STB Finance Docket No. 36514, at pdf page 152 (filed June 21, 2021).

Respectfully submitted,

Sean Finn
Olivier Chouc
CN
935 de La Gauchetière Street West,
16th Floor
Montreal, QC H3B 2M9
CANADA

Kathryn J. Gainey
CN
601 Pennsylvania Ave, NW
Suite 500, North Building
Washington, DC 20004
Kathryn.gainey@cn.ca

*Counsel for Canadian National Railway Company, Grand Trunk Corporation, and
CN's Rail Operating Subsidiaries*

Adam J. Godderz
Kansas City Southern
P.O. Box 219335
Kansas City, MO 64121-9335
(816) 983-1324
AGodderz@KCSouthern.com

/s/ Raymond A. Atkins

Raymond A. Atkins
Terence M. Hynes
Matthew J. Warren
Sidley Austin LLP
1501 K Street, N.W.
Washington, DC 20005
(202) 736-8000
ratkins@sidley.com

/s/ William A. Mullins

William A. Mullins
Crystal M. Zorbaugh
Baker & Miller PLLC
2401 Pennsylvania Avenue, Suite 300
Washington, DC 20037
(202) 663-7823
WMullins@bakerandmiller.com

*Counsel for Kansas City Southern, The Kansas City Southern Railway Company,
Gateway Eastern Railway Company, and the Texas Mexican Railway Company*

Dated: June 23, 2021

CERTIFICATE OF SERVICE

I hereby certify that on this 23rd day of June, 2021, a copy of the foregoing Joint Submission of Union Statements Supporting Voting Trust was served by email or first class mail on the service list to Finance Docket No. 36514.

/s/ Matthew J. Warren
Matthew J. Warren

269798327v.3



CN (GTW) General Committee GO 377
17 Grand Blvd Battle Creek, Michigan 49015
Office: 269-275-7460 Fax: 269-282-1081
Smarttdgco377@gmail.com
June 18, 2021

The Honorable Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, S.W.
Washington, DC 20423-0001

RE: FD 36514, Canadian National Railway Company, Grand Trunk Corporation, and CN's Rail Operating Subsidiaries-Control-Kansas City Southern, the Kansas City Southern Railway Company, Gateway Eastern Railway Company, and the Texas Mexican Railway Company

Dear Ms. Brown:

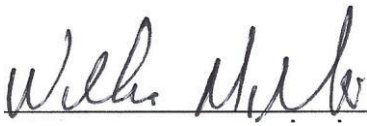
As the General Chairman of SMART Transportation Division GO-377, I am writing in support of the Canadian National Railway(CN) proposal to use a voting trust in connection with its acquisition of the Kansas City Southern (KCS). SMART Transportation Division General Committee of Adjustment GO-377 represents over two hundred(200) Trainmen employed on the Grand Trunk Western(GTW), which is a U.S. subsidiary of the Canadian National Railway(CN).

Central to Canadian National's bid for Kansas City Southern is the establishment of a voting trust that benefits Kansas City Southern shareholders. SMART Transportation Division GO-377 unequivocally supports approval of the Canadian National's voting trust. Canadian National proposes to use the same voting trust structure as Canadian Pacific Railway, which the Board approved with a modification. For the reasons the STB provided in making its decision, we believe Canadian National's voting trust should also receive approval. The approval of Canadian National's voting trust will allow Kansas City Southern shareholders to make a fully informed decision when placing their votes to

approve the transaction, and upon approval, to receive the full value of their shares while the STB considers Canadian National's case for a combined, end-to-end rail network.

The Kansas City Southern-Canadian National voting trust-as well as their request that the STB review their voting trust with a period for public comment-demonstrates clearly the stakeholder-focused approach to business that Canadian National has demonstrated during our relationship. We look forward to seeing Canadian National's commitment to fairness and efficiency reflected in the STB's review of the voting trust.

Sincerely,

A handwritten signature in cursive script, appearing to read "William Miller", written over a horizontal line.

William Miller
Smart/GTW General Chairman GO-377
(269) 275-7460 Office

International Association of Sheet Metal, Air, Rail and Transportation Workers

1901 Lindell Avenue
Nashville, TN 37203



P (615) 279-4003
F (731) 241-0021

Adren Crawford
General Chairman GO-433

June 12, 2021

The Honorable Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, S.W.
Washington, DC 20423-0001

Re: FD 36514, Canadian National Railway Company, Grand Trunk Corporation, and CN's Rail Operating Subsidiaries—Control—Kansas City Southern, the Kansas City Southern Railway Company, Gateway Eastern Railway Company, and the Texas Mexican Railway Company

Dear Ms. Brown:

As the General Chairman of SMART Transportation Division GO-433, I am writing in support of the Canadian National Railway (CN) proposal to use a voting trust in connection with its acquisition of Kansas City Southern (KCS). SMART Transportation Division General Committee of Adjustment GO-433 represents over eight hundred (800) Trainmen employed with two Canadian National U.S. subsidiaries - Chicago, Central and Pacific Railroad Company and Illinois Central Railroad Company.

Central to Canadian National's bid for Kansas City Southern is the establishment of a voting trust that benefits Kansas City Southern shareholders. SMART Transportation Division GO-433 unequivocally supports approval of Canadian National's voting trust. Canadian National proposes to use the same voting trust structure as Canadian Pacific Railway, which the Board approved with a modification. For the reasons the STB provided in making its decision, we believe Canadian National's voting trust should also receive approval. The approval of Canadian National's voting trust will allow Kansas City Southern shareholders to make a fully informed decision when placing their votes to approve the transaction, and upon approval, to receive the full value of their shares while the STB considers Canadian National's case for a combined, end-to-end rail network.

The Kansas City Southern-Canadian National voting trust—as well as their request that the STB review their voting trust with a period for public comment—demonstrates clearly the stakeholder-focused approach to business that Canadian National has demonstrated during our relationship. We look forward to seeing Canadian National's commitment to fairness and efficiency reflected in the STB's review of the voting trust.

Sincerely,

A handwritten signature in cursive script that reads "Adren Crawford".

Adren Crawford
General Chairman GO-433

cc: Parties of Record

KENNETH J. FLASHBERGER
General Chairman

EDWARD A. ANGLEMYER
Vice General Chairman

CHRISTOPHER J. TASSONE
Secretary



General Committee of Adjustment #987
1221 Delanglade Street
Kaukauna, Wisconsin 54130
Phone: (920) 759-9010
Fax: (920) 759-9014

302533

ENTERED
Office of Proceedings
June 16, 2021
Part of
Public Record

WISCONSIN CENTRAL LTD.
(Former DWP, DM&IR and EJ&E)

June 12, 2021

The Honorable Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, S.W.
Washington, DC 20423-0001

Sent Via Electronic Filing

Re: FD 36514, Canadian National Railway Company, Grand Trunk Corporation, and CN's Rail Operating Subsidiaries—Control—Kansas City Southern, the Kansas City Southern Railway Company, Gateway Eastern Railway Company, and the Texas Mexican Railway Company

Dear Ms. Brown:

I am the General Chairman of SMART Transportation Division General Committee of Adjustment 987 (SMART-TD GO-987). Our Committee represents approximately 800 employees working as Conductors on the Wisconsin Central Ltd./Canadian National Railway Company.

Central to Canadian National's bid for Kansas City Southern is the establishment of a voting trust that benefits Kansas City Southern shareholders. SMART-TD GO-987 unequivocally supports approval of Canadian National's voting trust. Canadian National proposes to use the same voting trust structure as Canadian Pacific Railway, which the Board approved with a modification. For the reasons the STB provided in making its decision, we believe Canadian National's voting trust should also receive approval. The approval of Canadian National's voting trust will allow Kansas City Southern shareholders to make a fully informed decision when placing their votes to approve the transaction, and upon approval, to receive the full value of their shares while the STB considers Canadian National's case for a combined, end-to-end rail network.

The Kansas City Southern-Canadian National voting trust—as well as their request that the STB review their voting trust with a period for public comment—demonstrates clearly the stakeholder-focused approach to business that Canadian National has demonstrated during our relationship. We look forward to seeing Canadian National's commitment to fairness and efficiency reflected in the STB's review of the voting trust.

Sincerely,



K. J. Flashberger
General Chairman GO-987

cc: Parties of Record