

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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ENTERED  
Office of Proceedings  
April 11, 2016  
Part of  
Public Record

FINANCE DOCKET NO. 36004

CANADIAN PACIFIC RAILWAY LIMITED

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**MOTION TO WITHDRAW  
PETITION FOR EXPEDITED DECLARATORY ORDER**

Petitioner, Canadian Pacific Railway Limited ("CPRL") hereby moves the Board for leave to withdraw its Petition for Expedited Declaratory Order filed in the above captioned docket on March 2, 2016 (the "Petition") and to discontinue this proceeding. The Petition sought a declaratory order as to the viability of a voting trust structure CPRL had suggested as part of an offer to combine with Norfolk Southern Railway Company ("NS"). CPRL sought the declaratory order to reduce regulatory uncertainty ahead of NS's May 12, 2016 annual meeting at which NS shareholders were to have had the opportunity to vote on a CPRL proposed resolution instructing the NS Board to negotiate with CPRL in good faith regarding a business combination (the "Shareholder Resolution"). On April 10, 2016, however, the CPRL Board of Directors voted unanimously to cease efforts to pursue discussions with NS regarding a business combination and to withdraw the proposed Shareholder Resolution. As a result, there is no longer a need for the Board to issue a declaration on the issues raised in the Petition. Accordingly, CPRL respectfully requests leave to withdraw the Petition and asks that the Board discontinue this proceeding.<sup>1</sup>

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<sup>1</sup> CPRL's rebuttal is currently due by April 13, 2016. In the unlikely event that the Board denies this motion, CPRL respectfully requests that it be granted an extension of five days from the date of the Board's decision in which to file its rebuttal.

Respectfully submitted,



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**CERTIFICATE OF SERVICE**

I hereby certify that a copy of the forgoing *Motion to Withdraw Petition for Expedited Declaratory Order* has been served this 11<sup>th</sup> day of April, 2016, via first-class mail upon the following parties of record:

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