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February 18, 2003

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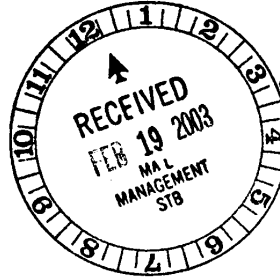
Diane P. Gerth

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VIA FEDERAL EXPRESS

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street NW
Washington DC 20423



***Re: Finance Docket No. 34004, Canadian Pacific Railway Company and
Napierville Junction Railway Company – Corporate Family Transaction – St.
Lawrence & Hudson Railway Company Limited***

Dear Mr. Williams:

Enclosed for filing in the above-captioned proceeding please find the original and ten (10) copies of Canadian Pacific Railway Company's Opposition to the Petition to Intervene of Transportation Communication Union International. I have also included an extra copy and a self-addressed stamped envelope. Please date stamp the extra copy and return it to me.

Very truly yours,

LEONARD, STREET AND DEINARD
Professional Association

A handwritten signature in cursive script, appearing to read 'Diane P. Gerth'.

Diane P. Gerth
DPG:km

ENTERED
Office of Proceedings

FEB 19 2003

Part of
Public Record

cc: Karen Cline
Christopher Tully
Robin Mullaney
Bill Tuttle
Murray Ross

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BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.

STB Finance Docket No. 34004

CANADIAN PACIFIC RAILWAY COMPANY AND NAPIERVILLE JUNCTION RAILWAY
COMPANY – CORPORATE FAMILY TRANSACTION – ST. LAWRENCE & HUDSON
RAILWAY COMPANY LIMITED

**CANADIAN PACIFIC RAILWAY COMPANY'S
OPPOSITION TO PETITION OF TRANSPORTATION COMMUNICATIONS
INTERNATIONAL UNION'S PETITION TO INTERVENE**

CANADIAN PACIFIC RAILWAY

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BEFORE THE
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COMPANY – CORPORATE FAMILY TRANSACTION – ST. LAWRENCE & HUDSON
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**CANADIAN PACIFIC RAILWAY COMPANY’S
OPPOSITION TO PETITION OF TRANSPORTATION COMMUNICATIONS
INTERNATIONAL UNION’S PETITION TO INTERVENE**

Canadian Pacific Railway Company (“CPR”) hereby files this opposition to the Petition to Intervene of the Transportation Communications International Union (“TCU”) in this matter. Because the Petition addresses the very issues that CPR contends are more properly brought before an arbitrator, not the Surface Transportation Board, TCU’s petition to intervene is unnecessary.

By its Petition, TCU seeks to intervene in order to influence a question that is more properly determined by an arbitrator: whether a demand for arbitration submitted by Petitioner Karen Cline is timely under the procedural requirements of New York Dock and the facts of her case. It has been the position of CPR all along in this case that Cline’s dispute with her employer is one that should have gone to arbitration some time ago. The timeliness of her late demand for arbitration – like all other procedural issues relating to her claim – is not for the STB to determine; it is for the arbitrator.

I. TCU Lacks Any Substantial Interest in this Matter

TCU does not have a substantial interest in the Board's response to CPR's argument regarding CPR's timeliness defense to Cline's request for arbitration. The issue in which TCU claims an interest is not before the Board, only the question of whether arbitration is appropriate. TCU cannot claim an interest in questions not properly before the Board.

Moreover, Petitioner TCU does not represent Petitioner Cline in this matter. Cline's own bargaining representative has chosen not to pursue any claims for New York Dock benefits on her behalf or on the behalf of any of her colleagues, instead negotiating an implementing agreement with the carrier. The details of that implementing agreement are set forth in CPR's initial opposition to Cline's Petition to Reopen this docket.

II. Procedural Determinations Such as Timeliness of an Arbitration Demand are Issues for the Arbitrator

TCU's intervention in this matter is not appropriate because the issue the Union seeks to address is one that must be addressed and ultimately decided by the arbitrator should he ever reach that issue. Because the Board cannot address the issue of the timeliness of Cline's demand for arbitration, TCU's intervention is unnecessary in this proceeding.

It must be kept in mind that New York Dock benefits *were imposed* in the underlying regulated transaction that formed the basis of this docket. Cline cannot be asking the Board to impose New York Dock protections on adversely affected employees; those protections were awarded as a matter of course in this intra-family corporate transaction. See, Canadian Pacific Railway Company and Napierville Junction Railway Company – Corporate Family Transaction – St. Lawrence & Hudson Railway Company, Ltd., Finance Docket No. 34004, filed January 31, 2001.

By her Petition, Cline is essentially asking the Board to delve into the specifics of her claim for benefits, determine the facts surrounding the termination of her railroad employment, find that her demand for New York Dock benefits was timely, and hold that she is entitled to such benefits. In doing so, Cline (and by extension, TCU) runs afoul of the requirements of the role of the arbitrator in New York Dock proceedings. It is the role of the arbitrator to determine procedural questions surrounding the arbitration, including challenges to the timeliness of the demand for arbitration. Moreover, under New York Dock procedures, it is the arbitrator who must determine whether a particular employee was affected by a transaction. See, e.g. Illinois Central Corporation and Illinois Central Railroad Company – Control – CCP Holdings, Inc., Chicago, Central & Pacific Railroad Company and Cedar River Railroad Company, STB Finance Docket No. 32858 (STB served June 2, 1998); Kansas City Southern Industries, Inc., KCS Transportation Company, and the Kansas City Southern Railway Company – Control – Gateway Western Railway Company and Gateway Eastern Railway Company, STB Finance Docket No. 33311 (STB served December 4, 1997). As is more fully set forth in CPR's earlier submissions, those are not matters for Board determination. TCU cannot insist upon intervention in a determination that the Board ought not make.

TCU's claim that CPR is seeking a Board interpretation of Article 1, Section 11 with which it disagrees is incorrect. CPR is asking the Board to deny Cline's Petition to Reopen the matter and to order that her claim for benefits go to arbitration. At that arbitration, CPR will raise a number of defenses, including its stated positions that Cline's demand for arbitration is untimely and that the termination of her railroad employment is unrelated to this regulated transaction. Arbitration is the proper forum for the resolution of the claims of Cline, not a petition before the Board.

Dated: February 18, 2003

Respectfully submitted,

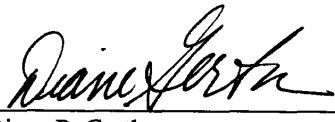


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CERTIFICATE OF SERVICE

I hereby certify that on February 18, 2003, I served Canadian Pacific Railway Company's Opposition to Petition of Transportation Communications International Union's Petition to Intervene relative to STB Finance Docket No. 34004 by U.S. Mail properly addressed and with postage prepaid upon Karen Cline, 15128 Gage Street, Taylor, Michigan, 48180 and Christopher Tully, Assistant General Counsel, Transportation Communications International Union, 3 Research Plaza, Rockville, Maryland, 20850.

Dated at Minneapolis, Minnesota this 18th day of February, 2003.



Diane P. Gerth