

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MAINE

In re:

Bk. No. 13-10670

MONTREAL, MAINE & ATLANTIC
RAILWAY, LTD.,

Adversary Proceeding No. 14-1001

Debtor.

ROBERT J. KEACH, solely in his capacity
as the chapter 11 trustee for MONTREAL,
MAINE & ATLANTIC RAILWAY, LTD.,

Plaintiff

**Canadian Pacific Railway Company's
motion to dismiss and memorandum of
law in support of motion**

v.

WORLD FUEL SERVICES
CORPORATION, WORLD FUEL
SERVICES, INC., WESTERN
PETROLEUM COMPANY, WORLD
FUEL SERVICES, CANADA, INC.,
PETROLEUM TRANSPORT
SOLUTIONS, LLC, IRVING OIL
LIMITED, CANADIAN PACIFIC
RAILWAY COMPANY AND SMBC
RAIL SERVICES, LLC,

Defendants.

Canadian Pacific Railway Company (CP) moves this Court for an order dismissing the claims asserted against CP by Robert J. Keach's, the chapter 11 trustee for Montreal, Maine & Atlantic Railway, Ltd. (MMAR), second amended complaint. CP bases this motion on Rules 12(b)(2) and 12(b)(6) of the Federal Rules of Civil Procedure, which Rule 7012 of the Federal Rules of Bankruptcy Procedure makes applicable to this adversary proceeding. The following memorandum of law supports CP's motion.

Introduction

Robert J. Keach's, the chapter 11 trustee for Montreal, Maine & Atlantic Railway, Ltd. (MMAR), second amended complaint against Canadian Pacific Railway Company (CP) should be dismissed for lack of personal jurisdiction.

Factual background

The trustee pled two broad theories against all defendants.¹ First, according to the trustee, defendants should not have used DOT-111 tank cars because those tankers lack crashworthy robustness. *See, e.g.*, Second amended complaint ¶ 115(f). Despite this safety condemnation, the trustee acknowledges that such rolling stock is the “most common types of tank cars used to transport [] crude oil² throughout North America[.]” *Id.* ¶¶ 9, 43, 47. The World Fuel defendants loaded the DOT-111 cars in North Dakota.

Second, the trustee charges the defendants with misclassifying the crude oil lading. ¶ 74. The second amended complaint asserts that proper classification would have prompted MMAR to be more prudent and that such extra caution would have prevented the derailment. *See, e.g., id.* ¶¶ 10, 84. Specifically, the bill of lading should

¹ The district court noted during oral argument on CP's motion to withdraw the reference that the trustee pled these theories against “all defendants.” ECF Doc. No. 138 at 5 n.3. The trustee responded that “he did not intend to raise such broad claims against Canadian Pacific and [the Court should] construe the complaint in light of his narrowing clarification.” *Id.* The “Trustee clarified at oral argument that [] the *only claim* he intends to bring against Canadian Pacific” concerns an alleged violation of Canadian regulations that prohibit the transport of this crude oil because CP supposedly knew the lading had not been properly classified. *Id.* at 5, 10 (emphasis added). Those Canadian regulations could only apply within the Canadian borders.

² U.S. Hazardous Material Regulations formally designate this lading as “Petroleum Crude Oil,” but the more common reference is simply crude oil.

have classified the oil as “Packing Group I,” rather than “Packing Group III.” *Id.* ¶¶ 70-71. A Packing Group I classification denotes that the commodity flashes and boils at the lowest allowable Class 3 point. *Id.* ¶¶ 52-58. Like with the DOT-111 car loading, the World Fuel defendants classified the lading in North Dakota. Hence U.S. regulations, and not Canadian, cover the subject matter crude oil packaging and classification claims.

According to the second amended complaint, defendants owed duties to MMAR and to the public to take “measures to avoid or mitigate the dangers associated with the transportation of their crude oil cargo.” *Id.* ¶ 112. The trustee summarized those duties as follows:

(i) to not place the crude oil for shipment until the classification was correct; (ii) to not ship, or to stop the shipment of the crude oil until the classification was correct; (iii) to ensure that MMAR was informed of the highly dangerous nature of the Train’s cargo by, among, other things, ensuring that the crude oil shipment was properly identified, classified, and labeled as a highly flammable liquid with high danger; and (iv) to provide safe and appropriate packaging for the crude oil cargo, including providing properly designed and reinforced tank cars and/or other buffer rail cars that would have prevented the Derailment or reduced the damages resulting therefrom.

Id. ¶ 113.

The second amended complaint does not say which of the defendants owed which duties. Nonetheless, before the trustee’s recent oral argument concession (*see supra* n.1), he accused all defendants of (1) failing to properly investigate, analyze, and classify the crude oil, (2) failing to challenge the shipper’s crude oil classification, (3) failing to insist that the crude oil be shipped in other than DOT-111 tank cars, and (4) failing to hold the shipment until the lading was correctly classified. *Id.* ¶ 115.

No allegation specifically charges CP with having or breaching classification and packaging duties. No such allegation could be made because CP does not operate in the U.S. Affidavit of James Clements (Clements Aff.) ¶ 3. With few exceptions CP moves freight, employs train crews, and conducts business north of the border. *Id.* CP subsidiaries, doing business as Canadian Pacific or Canadian Pacific Railway, conduct U.S. operations, including movement of the train that ultimately derailed from North Dakota to the Canadian border. *Id.* ¶¶ 3, 8. Hence the second amended complaint's accusation about the "*party offering a hazardous material for shipment* within the United States and/or importation into Canada" failing to take appropriate precautions cannot be against CP. *Id.* ¶ 49. CP did nothing in the U.S. relative to the train in question.

The second amended complaint cites Canadian transportation of dangerous goods regulations obligating consignors to accurately classify shipments. *Id.* ¶ 50. The trustee says the consignors had a "duty to withhold the crude oil from shipment or transport until the shipment was properly classified." *Id.* ¶ 107. The World Fuel defendants consigned the crude oil for shipment to Irving. *Id.* ¶¶ 74, 107. And if Irving suspected a Packing Group classification error, as the consignee and the importer, the oil refiner, not CP, had a "duty to not place the goods for shipment, or to stop the shipment, until the classification was corrected." *Id.* ¶ 108.

The only alleged CP misfeasance involves another Canadian regulation: "[a] carrier who notices an error in classification or has reasonable grounds to suspect an error in classification while the dangerous goods are in transport must advise the consignor and must stop transporting the dangerous goods until the consignor verifies or corrects the

classification.” *Id.* ¶ 50. The trustee bases the “*only claim*” now asserted against CP on Canadian regulations that CP supposedly violated by continuing to transport dangerous goods (necessarily in Canada). ECF Doc. No. 138 at 5 & n.3.

The second amended complaint contends that CP should not have moved the train oil in Canada because CP “‘had reasonable grounds to suspect that the classification of the crude oil shipment was incorrect’ and therefore ‘had an affirmative duty to not carry the shipment or to stop the shipment until the classification was correct.’” *Id.* at 5 (quoting complaint allegations). In sum, the trustee “claims that the misclassified crude oil at issue was ‘forbidden for transport’ because the Carrier Classification Duty required Canadian Pacific to stop the shipment, as it had reasonable grounds to suspect the shipment was misclassified.” *Id.* at 10.

The claim against CP therefore entirely depends on Canadian law applicable to the transport of lading in Canada. Canadian regulations cannot reach across the border and govern U.S. activities. The Canadian regulation that CP supposedly violated first became enforceable when the train crossed the border and CP took control. Before the train entered Canada CP had no involvement; instead a U.S. subsidiary not bound by Canadian regulations controlled the train. *Clements Aff.* ¶¶ 3, 8. No contacts with the United States are implicated by the trustee’s clarified Canadian regulatory claim—in contrast with the second amended complaint broader allegations about actions or inactions in North Dakota and U.S. regulatory obligations, which involve other defendants.

Substantively, the second amended complaint asserts no facts about CP either “noticing” or “suspecting” a classification error. Instead, the trustee maintains “upon information and belief” that CP had “extensive dealings” with the World Fuel defendants and had “access” to material safety data sheets (MSDSs). *Id.* ¶ 109.

Count Two seeks a declaration that CP’s negligence disallows the bankruptcy proof of claim. *Id.* ¶ 133. But the second amended complaint pleads no other facts to support such a disallowance.

Argument

I. Personal jurisdiction

A. Legal standards

Fed. R. Civ. P. 12(b)(2) (which Fed. R. Bankr. P. 7012(b) makes applicable in bankruptcy proceedings) compels dismissal when a court lacks personal jurisdiction. A plaintiff must establish the requisite personal jurisdiction. *Rodriguez v. Fullerton Tires Corp.*, 115 F.3d 81, 83 (1st Cir. 1997). “[P]laintiffs may not rely on unsupported allegations in their pleadings, [and] are obliged to adduce evidence of specific facts.” *Auburn Mfg., Inc. v. Steiner Indus.*, 493 F. Supp. 2d 123, 126 (D. Me. 2007) (internal citation and quotation marks omitted). The trustee has not carried that burden.

The trustee’s “only claim” against CP involves a regulation that could only apply in Canada. ECF Doc. No. 138 at 5. Canadian oversight of dangerous goods transportation cannot have regulatory ramifications south of the Canadian border. *Stover v. O’Connell Associates, Inc.*, 84 F.3d 132, 136 (4th Cir. 1996) (“sovereign authority over persons, property, and activities extends only to [the sovereign’s] territorial limits”); *Blazevska v. Raytheon Aircraft Co.*, 522 F.3d 948, 952 (9th Cir. 2008) (“a law passed by Congress is generally assumed to apply only to regulate conduct occurring within the boundaries of the United States”). On top of that, the train that gives rise to this litigation derailed in Quebec. The trustee pleads no facts connecting CP to the U.S., and the jurisdictional discovery that Judge Kornreich allowed revealed no such contacts.

More importantly, the asserted claim involves no CP contacts with the United States because the trustee exclusively bases his recently clarified cause of action on activities in Canada, the only place Canadian transportation of dangerous goods regulations could govern and the place where CP, with very limited exceptions, runs trains. Because the Court wants for personal jurisdiction, CP, a Canadian corporation and operator, should be dismissed.

B. Due process requirements

When a federal question is at issue, personal jurisdiction emanates from the Due Process Clause of the Fifth Amendment. *Omni Capital Int'l v. Rudolf Wolff & Co.*, 484 U.S. 97, 104 (1987); *Republic of Panama v. BCCI Holdings (Luxemburg) S.A.*, 119 F.3d 935, 942 (11th Cir. 1997) (“It is well established that when . . . a federal statute provides the basis for jurisdiction, the constitutional limits of due process derive from the Fifth rather than the Fourteenth Amendment.”). Due process prohibits the exercise of personal jurisdiction unless the defendant has “certain minimum contacts . . . such that the maintenance of the suit does not offend ‘traditional notions of fair play and substantial justice.’” *Id.* (quoting *Int'l Shoe Co. v. Wash.*, 326 U.S. 310, 316 (1945)). “[T]he Fifth Amendment’s Due Process Clause limits a bankruptcy court’s exercise of personal jurisdiction over a defendant.” *In re Enron Corp.*, 316 B.R. 434, 444 (Bankr. S.D.N.Y. 2004).

Personal jurisdiction comes in two forms: general and specific. “Although a showing of minimum contacts is sufficient to establish specific jurisdiction, the standard for establishing general jurisdiction is considerably more stringent.” *Cossaboon v. Me.*

Med. Ctr., 600 F.3d 25, 32 (1st Cir. 2010). General, or “all-purpose” jurisdiction, permits a court to hear all claims against a defendant, even those based upon conduct that did not occur in that forum. *See Goodyear Dunlop Tires Operations, S.A. v. Brown*, 131 S. Ct. 2846, 2851 (2011).

When the defendant’s contacts “are so ‘continuous and systematic’ as to render [it] essentially at home” in the forum, a court has general jurisdiction. *Daimler AG v. Bauman*, 134 S. Ct. 746, 761 (2014) (quoting *Goodyear*, 131 S. Ct. at 2851). For a corporation, “the place of incorporation and the principal place of business are paradigm bases for general jurisdiction.” *Id.* (internal quotation marks omitted). Finding a corporation’s contacts to be “so substantial and of such a nature as to render it at home” in a forum other than the corporation’s state of incorporation and principal place of business would be an “exceptional case.” *Daimler*, 134 S. Ct. at 761, n.19.

In contrast to general jurisdiction, specific jurisdiction “may only be relied upon where the cause of action arises directly out of, or relates to, the defendant’s forum-based contacts.” *Cossaboon*, 600 F.3d at 31. Specific or conduct-linked jurisdiction “depends on an affiliatio[n] between the forum and the underlying controversy, principally, activity or an occurrence that takes place in the forum State and is therefore subject to the State’s regulation.” *Goodyear*, 131 S. Ct. at 2851 (internal quotation marks omitted).

For two important reasons, a Maine court could never acquire specific jurisdiction over CP. First, as the trustee concedes, the broader “all defendants” negligence claims, which involve contact with the United States, specifically North Dakota, are not leveled against CP. Second, the trustee’s “narrow[ed]” and now “only claim” against CP is

premised on Canadian law, is based upon rail transportation in Canada, and involves no United States activity or regulations. ECF Doc. No. 138 at 5. And most importantly, CP does minimal business in the U.S. and did nothing in the U.S. regarding the train that derailed. Accordingly, the trustee's clarified claim against CP could only implicate the general jurisdiction variant of personal jurisdiction.

C. Bankruptcy Rule 7004

In bankruptcy proceedings, service of process is governed by Fed. R. Bankr. P. 7004(b). That Rule permits service by mail anywhere in the United States. Fed. R. Bankr. P. 7004(b). Service of process consistent with Rule 7004(b) "is effective to establish personal jurisdiction over the person of any defendant with respect to a case under the Code or a civil proceeding arising under the Code, or arising in or related to a case under the Code." Fed. R. Bankr. P. 7004(f). The notion that Rule 7004 too broadly expands jurisdiction is belied by Rule 9030, which provides that the "rule shall not be construed to extend or limit the jurisdiction of the courts or the venue of any matters therein." Fed. R. Bankr. P. 9030.

When a plaintiff's claim stems from a federal statute, federal courts determine personal jurisdiction based on a defendant's contacts with the United States (as opposed to the forum state), so as to authorize nationwide service of process. *See, e.g., In re DBSI, Inc.*, 467 B.R. 309, 313 (Bankr. D. Del. 2012) ("Where the relevant forum is the United States as a whole, rather than a particular state, service of process on the defendant anywhere in the United States confers jurisdiction over the defendant without regard to the defendant's particular contacts with the state where the court is located or the burden

imposed on the defendant in litigating in that forum”); *Garg v. Winterthur*, 525 F.Supp. 2d 315, 318 (E.D.N.Y. 2007) (ERISA allows for nationwide service of process).

D. *Daimler AG v. Bauman*

“Prior to the Supreme Court’s decision in *Daimler*, an inquiry into whether general jurisdiction could be exercised over out-of-state corporate defendants hinged on the plaintiff’s ability to assert that the defendant’s in-state activities were adequately substantial.” *Federal Home Loan Bank of Boston v. Ally Financial, Inc.*, No. 11–10952–GAO, 2014 WL 4964506, at *2 (D. Mass. Sept. 30, 2014). “General jurisdiction could be found to exist where the defendant engaged in ‘continuous and systematic activity, unrelated to the suit, in the forum state.’” *Id.* (quoting *United States v. Swiss Am. Bank*, 274 F.3d 610, 618 (1st Cir. 2001)).

But in 2014, the Supreme Court recognized that due process limited a court’s power to exercise general, all purpose jurisdiction. *Daimler*, 134 S. Ct. 746 at 760–62. *Daimler* rejected the concept that a corporation could be amenable to general jurisdiction in any forum in which the corporation conducts continuous and systematic business, regardless of any connection between in forum activities and the subject matter of the action. *Id.* at 761.

The *Daimler* district court exercised general personal jurisdiction over a German company, Daimler, predicated on the California contacts of a subsidiary, Mercedes Benz USA. The subsidiary was incorporated in Delaware and had a principal place of business in New York. *Id.* at 751. The exercise of jurisdiction in California contravened the

Constitution because neither Daimler nor Mercedes Benz USA was incorporated in California or had a principal place of business in California. *Id.* at 762.

Daimler’s “slim contacts with the State hardly render[ed] it at home there.” *Id.* at 760. Instead, the Court clarified what had already been said:

Accordingly, the inquiry under *Goodyear* is not whether a foreign corporation’s in-forum contacts can be said to be in some sense “continuous and systematic,” it is whether that corporation’s “affiliations with the State are so ‘continuous and systematic’ as to render [it] essentially at home in the forum State.”

Id. at 761 (quoting *Goodyear*, 131 S. Ct., at 2851).

If Daimler’s scant in-state activities “sufficed to allow adjudication of [the] Argentina-rooted case in California, the same global reach would presumably be available in every other State in which [Mercedes Benz USA’s] sales [were] sizable.” *Id.* at 761. That result would prevent out-of-state-defendants from ““structur[ing] their primary conduct with some minimum assurance as to where that conduct will and will not render them liable to suit.”” *Id.* at 761 (quoting *Burger King Corp. v. Rudzewicz*, 471 U.S. 462, 472, 105 S. Ct. 2174 (1985)).

Daimler restricts this Court’s exercise of general jurisdiction to corporations that are “at home” in the forum. Only in “exceptional” cases would a corporation be considered at home in a forum other than the place of incorporation or the principal place of business. *Daimler*, 134 S. Ct. at 761 n.19. In most cases federal courts—including bankruptcy courts—cannot exercise general jurisdiction over foreign defendants. *R.M.R. Corp. v. Clare Bros., Ltd.* 133, B.R. 759, 764 (Bankr. D. Md. 1991). Instead, general personal jurisdiction in a forum depends upon a corporation being organized under the

laws of the state within the U.S., maintaining a principal place of business in the state within the U.S. or otherwise having operations that are “so substantial and of such nature as to render the corporation at home” in the U.S. *Daimler*, 134 S. Ct. at 760.

Maintenance of the suit cannot offend traditional notions of fair play and substantial justice. *Goodyear*, 131 S. Ct. at 2853. Relying on *Daimler*, the Second Circuit found that a Turkish company was not subject to New York general personal jurisdiction: the corporation was organized under the laws of Turkey; had operations, properties, and assets in Turkey; was not incorporated in New York; and had no principal place of business in New York. *Sonera Holding B.V. v. Cukurova Holding A.S.*, 750 F.3d 221, 224-26 (2d Cir. 2014). Hence, the Turkish company was not at home in New York.

When, as in bankruptcy cases, “the relevant [due process] inquiry [] is under the Fifth Amendment [as opposed the Fourteenth Amendment] ... the relevant contacts are Defendant’s contacts with the United States rather than with an individual state[,] [b]ut the inquiries are otherwise the same.” *Livnat v. Palestinian Auth.*, No. CV 14-668 (CKK), 2015 WL 558710, at *7 (D.D.C. Feb. 11, 2015). The Fifth Amendment and *Daimler* obligate the plaintiff “to present a *prima facie* case that defendants are ‘at home’ in the United States.” *Estate of Klieman v. Palestinian Auth.*, No. CV 04-1173 (PLF), 2015 WL 967624, *6 (D.D.C. Mar. 3, 2015) (post-*Daimler* reconsideration of lack of general personal jurisdiction dismissal); see also *In re Hellas Telecommunications (Luxembourg) II SCA*, 524 B.R. 488, 507 (Bankr. S.D.N.Y. 2015) (post-*Daimler* general personal jurisdiction arises only when “U.S. is [defendant’s] domicile, place of incorporation, or principal place of business.”)

E. CP is not “at home” in the United States

The trustee cannot demonstrate a *prima facie* case for the exercise of personal jurisdiction over CP. No pleaded or discovered facts render CP “at home” in the United States. The second amended complaint acknowledges that CP is a corporation organized and existing under the laws of Canada, with its principal place of business in Calgary, Canada, and with a place of business in Montreal, Quebec, Canada. ¶ 28; *see also* CP answers Nos. 1-2 to trustee’s jurisdictional interrogatories (Declaration of Paul J. Hemming, Ex. A). CP is the operating subsidiary of Canadian Pacific Railway Ltd., another Canadian corporation. Clements Aff. ¶ 2. CP runs a railroad in Canada.

The trustee never alleges facts that would support a finding of CP being “at-home” anywhere in the United States. *See Daimler*, 134 S. Ct. at 761. As CP’s answers to the trustee’s jurisdictional discovery demonstrate, like in *Daimler*, business in the U.S. is not conducted by the entity the trustee sued, Canadian Pacific Railway Company. Rather distinct CP subsidiaries operate railroads in the U.S. Hemming Decl., Ex. A (answers to interrogatories Nos. 4-8); Clements Aff. ¶ 3.

CP’s collective bargaining agreements do not govern employee relations in the U.S. Clements Aff. ¶ 5. With limited exceptions CP employees do not operate trains south of the border. *Id.* ¶ 4. CP owns no real property in the U.S. *Id.* ¶ 6. And CP’s rail operations are not subject to U.S. rail transportation regulation. *Id.* ¶ 5. All of those functions involve subsidiaries that merely do business as Canadian Pacific or Canadian Pacific Railway but are, in fact, separately incorporated U.S. entities that have not been named in these proceedings. *Id.* ¶ 3.

Besides not being incorporated or having a principal place of business in the U.S., CP's only connection (besides bringing trains 10 miles or less into the U.S. to safely turn over to U.S. crews) with the U.S. is the filing of a proof of claim in MMAR's bankruptcy for debts incurred in Canada. But that filing did not waive CP's objection to this Court's exercise of personal jurisdiction. CP "did not truly consent" to personal jurisdiction by filing a creditor claim because CP "had nowhere else to go if [it] wished to recover from [the] estate." *Stern v. Marshall*, --- U.S. --- 131 S. Ct. 2594, 2614 (2011) (citing *Granfinanciera, S.A. v. Nordberg*, 492 U.S. 33, 59, n. 14 (1989)).

Stern rejected the contention that a claimant consents to personal jurisdiction in the bankruptcy context:

Contrary to the claims of the dissent, [the claimant] did not have another forum in which to pursue his claim to recover from [the debtor's] prebankruptcy assets, rather than take his chances with whatever funds might remain after the Title 11 proceedings. Creditors who possess claims that do not satisfy the requirements for nondischargeability under 11 U.S.C. § 523 have no choice but to file their claims in bankruptcy proceedings if they want to pursue the claims at all. That is why, as we recognized in *Granfinanciera*, the notion of "consent" does not apply in bankruptcy proceedings as it might in other contexts.

131 S. Ct. at 2618, n.8.³

In the wake of *Daimler*, any argument that this Court may exercise general, all-purpose jurisdiction flies in the of face Fifth Amendment Due Process. The trustee has not pled or shown CP to be “at-home” in the United States. Thus CP’s motion to dismiss for want of personal jurisdiction should be granted.

F. The exercise of personal jurisdiction over CP would not be reasonable

Bankruptcy Rule 7004(f) grants the Court authority to exercise personal jurisdiction but only when such jurisdiction comports with due process requirements. *Peay v. BellSouth Med. Assistance Plan*, 205 F.3d 1206, 1211 (10th Cir. 2000).

The *Peay* court distinguished nationwide service of process from nationwide personal jurisdiction. *Id.* at 1212. The two doctrines are “distinct concepts that require separate inquiries.” *Id.* at 1209. *See In re Dewey & LeBoeuf LLP*, 552 B.R. 464, 473

³ This case is distinguishable from circumstances in which the filing of a proof of claim constituted jurisdictional consent. The *Langenkamp v. Culp* trustee sought to recover a preferential transfer against a proof of claim creditor. 498 U.S. 42 (1990). The Court explained “that by filing a claim against a bankruptcy estate the creditor triggers the process of ‘allowance and disallowance of claims,’ thereby subjecting himself to the bankruptcy court’s equitable power.” *Id.* at 44. “If the creditor is met, in turn, with a preference action from the trustee that action becomes part of the claims-allowance process which is triable only in equity. In other words, the creditor’s claim and the ensuing preference action by the trustee become integral to the restructuring of the debtor-creditor relationship through the bankruptcy court’s *equity jurisdiction*. As such, there is no Seventh Amendment right to a jury trial.” *Id.* at 44-45 (italics in original). This adversary proceeding asserts a negligence claim, not a preference action, against CP. The trustee attempts to augment the estate as opposed to recovering property that once belonged to the estate. Hence, just like in *Stern*, by filing a claim in bankruptcy CP has not consented to this Court’s exercise of personal jurisdiction over the adversary proceeding claim, which has nothing to do with the bankruptcy allowance/disallowance claim process.

(Bankr. S.D.N.Y. 2014) (In addition to determining whether the foreign defendant had the requisite minimum contacts, “[t]he court must also determine whether exercising personal jurisdiction over the foreign defendant would be ‘reasonable’ such that it would not offend ‘traditional notions of fair play and substantial justice.’”) (quoting *Asahi Metal Indus. Co., Ltd. v. Super. Ct. Cal., Solano Cnty.*, 480 U.S. 102, 113 (1987)).

Specifically, the *Peay* court held as follows:

[I]n a federal questions case *where jurisdiction is invoked based on nationwide service of process, the Fifth Amendment requires the plaintiff’s choice of forum to be fair and reasonable to the defendant.* In other words, the Fifth Amendment protects individual litigants against the burdens of litigation in an unduly inconvenient forum.

205 F.3d at 1212 (internal quotation marks omitted) (emphasis added). *See In re Madsen*, 517 B.R. 385, at *5 (B.A.P. 10th Cir. 2014) (“*Peay*’s reasoning interpreting ERISA’s nationwide service of process provision applies with equal force to Rule 7004’s nationwide service and jurisdictional provisions.”).

To establish that the exercise of personal jurisdiction does not contravene Fifth Amendment due process, “a defendant must first demonstrate that ‘his liberty interests actually have been infringed.’” *Id.* (quoting *Republic of Panama*, 119 F.3d at 946). The defendant has the burden of proving that plaintiff’s chosen forum will “make litigation so gravely difficult and inconvenient that” the defendant “is at a severe disadvantage in comparison to his opponent.” *Burger King Corp. v. Rudzewicz*, 471 U.S. 462, 478 (1985) (internal quotation marks omitted).

To make the requisite assessment, courts consider the following:

(1) the extent of the defendant's contacts with the place where the action was filed; (2) the inconvenience to the defendant of having to defend in a jurisdiction other than that of his residence or place of business, including (a) the nature and extent and interstate character of the defendant's business, (b) the defendant's access to counsel, and (c) the distance from the defendant to the place where the action was brought; (3) judicial economy; (4) the probable situs of the discovery proceedings and the extent to which the discovery proceedings will take place outside the state of the defendant's residence or place of business; and (5) the nature of the regulated activity in question and the extent of impact that the defendant's activities have beyond the borders of his state of residence or business.

Peay, 205 F.3d at 1212.

At least one court in this Circuit has adopted that reasoning. Applying *Peay*, the *Cole v. Cent. States Se. & Sw. Areas Health & Welfare Fund* court concluded that "a more fact specific inquiry is required concerning whether the exercise of jurisdiction by this court would be consistent with defendant's right to Due Process". No. 00-11573-MLW, 2002 WL 31319656, at *1 (D. Mass. Aug. 26, 2002). A fact specific inquiry demonstrates that this Court's exercise of personal jurisdiction would do violence to CP's due process rights.

CP has zero contacts with Maine and almost no contacts with the U.S. Jurisdictional discovery confirmed as follows:

CP does not currently provide transportation services or have any "business locations" in Maine. In 2003, Montreal, Maine & Atlantic Railway LTD (MM&A) acquired CP's remaining Maine operations and tracks. (CP answer to trustee interrogatory No. 3)⁴;

⁴ Hemming Decl., Ex. A.

Neither CP nor any CP parent or subsidiary conducts business or has business locations in Maine. (CP answer to trustee interrogatory No. 7); and

No entity provides CP or any CP parent or subsidiary goods or services in Maine. (CP answer to trustee interrogatory No. 12).

Most importantly, no CP conduct that supposedly gives rise to the trustee's claim occurred in the U.S. The trustee bases his newly narrowed and now "only" claim on compliance with Canadian transportation of dangerous goods regulations, which can only govern activities in Canada.

CP's only connection to Maine, is the filing of a bankruptcy proof of claim, which, as in *Stern*, was CP's only opportunity to recover debts owed by MMAR. CP's other connections with the U.S. are minimal cross border operations in New York and Michigan when CP crews move trains a few miles to meet up with the crews of U.S. subsidiaries crews. *Clements Aff.* ¶ 4.

The inconvenience of defending a negligence action in Maine cannot be gainsaid. Witnesses and data are located (i) in North Dakota, where the train originated, (ii) at CP's Calgary headquarters, or (iii) near Montreal, Quebec, where CP turned over custody and control of the train to MMAR. All three locations are distant from the courthouse in Portland, Maine. Accordingly the "situs of the discovery" factor clearly counsels against litigating any negligence action involving CP in Maine.

And even if the inquiry were to be based upon specific personal jurisdiction, the trustee does not accuse CP of doing anything wrong in the U.S. On the contrary, the "only claim" against CP challenges compliance with a regulation that governs rail

transportation north of the border. Canadian regulations do not purport to control rail operations in North Dakota or anywhere else in the U.S.

Similarly judicial economy does not support litigating in Maine. And, as the trustee recently touted, all other defendants have settled. Thus location of other parties is not a material concern. Litigation in Maine of a negligence claim against a singular Calgary based Canadian defendant for misdeeds supposedly committed in Canada makes no sense.

Finally, “the nature of the regulated activity” for the broader claims asserted against “all defendants” involves international commerce between the United States (specifically, North Dakota) and Canada. And the “only claim” left against CP depends exclusively upon the effect of Canadian law, applicable in Canada. No claim against CP implicates Maine law, or for that matter any U.S. law. Courts in Canada are best able to apply Canadian law, and CP would not be as inconvenienced in Canada as in the U.S. In sum, this Court does not have personal jurisdiction over CP.

II. Rule 12(b)(6) compels dismissal

A. Rule 12(b)(6) standards

The “proper way of handling a Rule 12(b)(6) motion to dismiss” is:

Step one: isolate and ignore statements in the complaint that simply offer legal labels and conclusions or merely rehash cause-of-action elements. Step two: take the complaint’s well-pled (i.e. non-conclusory, non-speculative) facts as true, drawing all reasonable inferences in the pleader’s favor, and see if they plausibly narrate a claim for relief.

Schatz v. Republican State Leadership Comm., 669 F.3d 50, 55 (1st Cir. 2012) (citations omitted).

A complaint must include “enough facts to state a claim to relief that is plausible on its face.” *Bell Atl. Corp. v. Twombly*, 550 U.S. 544, 570 (2007). “Plausible, of course, means something more than merely possible, and gauging a pleaded situation’s plausibility is a ‘context-specific’ job that [requires the reviewing court] ‘to draw on’ [its] ‘judicial experience and common sense.’” *Schatz*, 669 F.3d at 55 (quotations omitted). Although plausibility does not demand detail, a complaint must allege enough facts “to raise a right to relief above the speculative level[.]” *Bell Atl. Corp.*, 550 U.S. at 555. Hence, “[t]o provide the ‘grounds’ of [a plaintiff’s] ‘entitle[ment] to relief,’ requires more than labels and conclusions, and a formulaic recitation of the elements of a cause of action will not do.” *Id.* (citation omitted).

Thus a complaint “le[aving] open the possibility that a plaintiff might later establish some ‘set of ... facts’ to support recovery” cannot pass Rule 12 muster. *Id.* at 561 (citation omitted). Rather, the facts must be sufficient to “nudge[] the[] claims across the line from conceivable to plausible[.]” *Id.* at 570. “Threadbare recitals of a cause of action’s elements, supported by mere conclusory statements,” cannot survive. *See Ashcroft v. Iqbal*, 556 U.S. 662, 663 (2009) (citing *Twombly*, 550 U.S. at 555).

Allegations “based only upon ‘information and belief,’ stand on shaky ground in the face of the new pleading standards set forth in *Twombly* and *Iqbal*.” *Picard v. City of Woonsocket*, No. C.A. 09-318 S, 2010 WL 2134106, at *3 (D.R.I. May 27, 2010). The *Twombly/Iqbal* standard countenances “information and belief” assertions only when the

pleaded facts are “uniquely in the control of the defendant” or when the allegations are “based on factual information that makes the inference of culpability plausible.” *StockFood Am., Inc. v. Pearson Educ., Inc.*, No. 2:12-CV-124-JAW, 2012 WL 5986791, *5 (D. Me. Nov. 29, 2012).

B. The trustee’s “only claim” against CP

During the June 1, 2015 oral argument, the trustee acknowledged, for the first time, that the broad claims asserted in the second amended complaint were more appropriately directed at defendants other than CP. ECF Doc. No. 138 at 5. Presumably, the trustee recognized the fatal effect of federal preemption. In the order denying CP’s motion to withdraw the reference, the district court characterized the trustee’s claim against CP as being exclusively based upon compliance with Canadian hazardous material transportation regulations. *Id.* at 5, 9-11.

To make that claim, the trustee first relies on Canadian Transportation of Dangerous Goods Regulation (TDGR) § 2.2(6),⁵ which states: “[a] carrier who notices an error in classification or has reasonable grounds to suspect an error in classification while the dangerous goods are in transport must advise the consignor and must stop transporting the dangerous goods until the consignor verifies or corrects the classification.” *Id.* at 9; *see also* Second amended complaint ¶ 50. With limited exceptions, TDGR § 10.1(1) authorizes dangerous goods like crude oil regulated in the

⁵ All cited references to Canadian Transportation of Dangerous Goods Regulations are included in Exhibit B to the Declaration of Paul J. Hemming.

United States under 49 CFR to cross the border. The district court referred to this regulation as the “Adoption of U.S. Regulation Provision.” ECF Doc. No. 138 at 10.

The trustee, however, asserts that since CP allegedly “had reasonable grounds to suspect the shipment was misclassified” Canadian law required CP to stop the shipment upon entering Canada. TDGR § 2.2(6). The trustee bases this argument on TDGR § 10.1(2)(a) (which the district court called the “Forbidden Goods Exception”). That regulation specifies that general authority to transport goods across the border does not apply when “dangerous goods ... are *forbidden for transport* by these Regulations.” (Emphasis added.)

Combining TDGR §§ 2.2(6) and 10.1(2)(a), the trustee contends that because CP had “reasonable grounds to suspect the shipment was misclassified,” Canadian law required CP not to move the oil in Canada: the crude oil was “forbidden for transport” and therefore should have been “stop[ped].” ECF Doc. No. 138 at 10. Without choice of law briefing, the district court declined to decide that issue.

With the trustee clarification, two independent reasons to foreclose his “only claim” emerge. First, Canadian regulations confirm that “forbidden for transport” refers to the *type of good* being shipped, not whether transport should be stopped under TDGR § 2.2(6), as the trustee maintains. TDGR § 1.5.2(2) defines “forbidden” as those classes of dangerous goods in “column 8 or 9 of Schedule 1” that “a person must not offer for transport or transport.”

The Legend to Schedule 1, Column 9 defines “forbidden” as “mean[ing] that the dangerous goods must not be transported in any quantity[.]” Schedule 1, Column 9

forbids the transport of certain classes of goods “on board a passenger carrying road vehicle or a passenger carrying railway vehicle.” Defined classes of “forbidden” goods that cannot be transported on trains carrying both freight and passengers include items like “cartridges for weapons with bursting charge” (UN005) and “bombs with bursting charge” (UN0035). TDGR, Schedule 1.

Under TDGR § 10.1(2)(a), Canadian authorities would forbid the cross-border shipment of explosive device cargo when a train carries both that freight and passengers, regardless of compliance with 49 CFR. The regulations never forbid the movement of crude oil, without regard to whether the train exclusively carries freight or includes passengers. Therefore, what the district court called the “Adoption of U.S. Regulations Provision” (TDGR § 10.1(1)) controls, not TDGR 10.1(2)(a), and the trustee does not allege that CP violated any U.S. regulation.

Second, even if TDGR §§ 2.2(6) and 10.1(2)(a) required the transport of crude oil to be stopped at the border, the second amended complaint pleads no facts about CP “notic[ing] an error in classification” or having “reasonable grounds to suspect an error in classification.” Noticing or suspecting a misclassification is a prerequisite to a Canadian law violation. And *Twombly* and *Iqbal* require plausibility. In derogation of that pleading duty, the trustee resorts to “information and belief” allegations about “extensive dealings” with the World Fuel defendants and “access” to the MSDSs. Second amended complaint ¶ 109.

Neither assertion could establish that CP knew or should have known about Packing Group misfeasance. No pleaded facts support “extensive dealings” between CP

and the World Fuel defendants or suggest how CP could have come to suspect Packing Group errors or fraud. Dealings between CP and the World Fuel defendants would not be “uniquely” within CP’s “control.” *StockFood Am.*, 2012 WL 5986791, at *5. And the second amended complaint alleges no “factual information” about alleged dealings, let alone infers culpability. *Id.*

The same is true regarding CP’s supposed MSDS “access.” Not only is the second amended complaint devoid of facts regarding CP’s access, MSDS access does not equate with a reason to suspect Packing Group misclassification. CP would have to have scrutinized the MSDSs or, at least, have reason to look. Such circumstances cannot be derived from the pleadings, and the common carrier has no responsibility to independently review MSDSs before moving loaded cars. Rather the carrier “relies” upon the shipper to accurately classify lading. 49 C.F.R. § 171.2(f). In sum, vague pleadings adumbrating “extensive dealings” with the World Fuel defendants and “access” to the MSDSs cannot support a negligence action based on a violation of Canadian law.

Conclusion

According to the trustee, the “only claim” against CP involves the application of Canadian regulations concerning the transport of Bakken crude oil in Canada. That singular claim does not afford this Court with personal jurisdiction. CP is simply not “at home” in the U.S., and CP did nothing in Maine or the U.S. to give rise to this litigation. This Court should therefore dismiss the second amended complaint against CP for lack of personal jurisdiction.

Alternatively, if personal jurisdiction were to be found, no claims against CP could survive Rule 12(b)(6). The trustee’s “only claim” must be dismissed because the Canadian regulations do not designate crude oil as a “forbidden good.”

Accordingly, all claims asserted in second amended complaint against CP must be dismissed.

Dated: June 23, 2015

BRIGGS AND MORGAN, P.A

By: *s/ Timothy R. Thornton*

By: *s/ Paul J. Hemming*

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**ATTORNEYS FOR CANADIAN
PACIFIC RAILWAY COMPANY**

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MAINE

In re:

Bk. No. 13-10670

MONTREAL, MAINE & ATLANTIC

Adversary Proceeding No. 14-1001

RAILWAY, LTD.,

Debtor.

ROBERT J. KEACH, solely in his capacity
as the chapter 11 trustee for MONTREAL,
MAINE & ATLANTIC RAILWAY, LTD.,

Plaintiff

**Affidavit of
James Clements**

v.

WORLD FUEL SERVICES
CORPORATION, WORLD FUEL
SERVICES, INC., WESTERN
PETROLEUM COMPANY, WORLD
FUEL SERVICES, CANADA, INC.,
PETROLEUM TRANSPORT
SOLUTIONS, LLC, IRVING OIL
LIMITED, CANADIAN PACIFIC
RAILWAY COMPANY AND SMBC
RAIL SERVICES, LLC,

Defendants.

1. I am James Clements, V.P. of Strategic Planning and Transportation Services of Canadian Pacific Railway Company (CP). In that capacity I am knowledgeable about CP's corporate structure and operations.

2. CP is a Canadian Corporation with a principal place of business at 7550 Ogden Dale Rd. S.E. Calgary, Alberta Canada. CP is the railroad operating subsidiary of Canadian Pacific Railway Limited.

3. CP conducts almost no business in the United States relating to railroad operations. Instead CP subsidiaries operate railroads in the United States. Those subsidiaries are separate corporations with separate and distinct board of directors. Those subsidiaries just do business as “Canadian Pacific” or “Canadian Pacific Railway” but are not CP. Unlike CP, the rail operations conducted by the U.S. subsidiaries are regulated by agencies of the U.S. federal government – e.g. the Surface Transportation Board and the Federal Railroad Administration.

4. CP Canadian crews do not run trains in the U.S., except for limited operations allowed by the Federal Railroad Administration for the safe movement of trains across the border between Canada and the U.S. to where CP crews dismount and turn the train over to crews employed by a U.S. subsidiary. Generally the extent of those limited operations is restricted to 10 miles or less.

5. The collective-bargaining agreements for CP employees do not govern labor relations in the U.S. Further, Canadian CP employees do not enjoy U.S. Railroad Retirement Board benefits and are not subject to U.S. federal railroad regulations.

6. CP does not own right-of-way property in the U.S. Instead, U.S. subsidiaries hold title to that real estate.

7. Canadian dangerous good regulations do not cover U.S. subsidiary operations in the U.S. Instead, those regulations only govern rail transportation in Canada.

8. CP did not begin to operate the train that was interchanged with Montreal, Maine and Atlantic Railroad near Montreal and that ultimately derailed at Lac Mégantic until the train crossed the border.

Subscribed and sworn to before me
This 23 day of June, 2015.


James Clements


Notary Public

CASSANDRA P. QUACH
Barrister and Solicitor

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MAINE

In re:

Bk. No. 13-10670

MONTREAL, MAINE & ATLANTIC

Adversary Proceeding No. 14-1001

RAILWAY, LTD.,

Debtor.

ROBERT J. KEACH, solely in his capacity
as the chapter 11 trustee for MONTREAL,
MAINE & ATLANTIC RAILWAY, LTD.,

Plaintiff

**DECLARATION OF PAUL J.
HEMMING**

v.

WORLD FUEL SERVICES
CORPORATION, WORLD FUEL
SERVICES, INC., WESTERN
PETROLEUM COMPANY, WORLD
FUEL SERVICES, CANADA, INC.,
PETROLEUM TRANSPORT
SOLUTIONS, LLC, CANADIAN
PACIFIC RAILWAY COMPANY,
IRVING OIL LIMITED, and SMBC RAIL
SERVICES, LLC,

Defendants.

1. I am a shareholder with the law firm of Briggs and Morgan, P.A., and am one of the counsel for Canadian Pacific Railway Company ("CP"). I submit this Declaration in connection with CP's Motion to Dismiss the Trustee's Second Amended Complaint.

2. Attached as **Exhibit A** is a true and correct of CP's answers to the trustee's jurisdictional discovery requests.

3. Attached as **Exhibit B** is a true and correct copy of those Canadian Transportation of Dangerous Goods Regulations cited in CP's Motion to Dismiss.

I declare under the penalty of perjury that the forgoing is true and correct.

Executed on June 23, 2015

s/ Paul J. Hemming

PAUL J. HEMMING

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MAINE

In re:

MONTREAL, MAINE & ATLANTIC
RAILWAY, LTD.,

Debtor,

v.

ROBERT J. KEACH, solely in his capacity
as the chapter 11 trustee for MONTREAL,
MAINE & ATLANTIC RAILWAY, LTD.,

Plaintiff,

v.

WORLD FUEL SERVICES
CORPORATION, WORLD FUEL
SERVICES, INC., WESTERN
PETROLEUM COMPANY, WORLD
FUEL SERVICES, CANADA, INC.,
PETROLEUM TRANSPORT
SOLUTIONS, LLC, CANADIAN
PACIFIC RAILWAY COMPANY, and
IRVING OIL LIMITED,

Defendants.

Bk. No. 13-10670

Chapter 11

Adversary Proceeding No. 14-1001

**CANADIAN PACIFIC RAILWAY
COMPANY'S RESPONSES TO
PLAINTIFF ROBERT J. KEACH,
CHAPTER 11 TRUSTEE OF
MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.'S
INTERROGATORIES AND REQUEST
FOR PRODUCTION OF DOCUMENTS
RELATING TO JURISDICTIONAL
DISCOVERY**

**TO: Plaintiff Robert J. Keach, Chapter 11 Trustee of Montreal Maine & Atlantic
Railway, Ltd. and his attorneys Paul McDonald and Timothy J. McKeon,
Bernstein, Shur, Sawyer & Nelson, P.A., 100 Middle Street, P.O. Box 9729,
Portland, ME 04104-5029**

Canadian Pacific Railway Company (CP), responds to Robert J. Keach's Chapter
11 Trustee of Montreal Maine & Atlantic Railway, Ltd.'s Interrogatories and Request for

Production of Documents regarding jurisdictional discovery as restricted by the Court's Order as follows:

GENERAL OBJECTIONS

CP objects to the trustee's requests for information and documents that are not reasonably calculated to lead to the discovery of relevant information related personal jurisdiction and forum *non conveniens*. The Bankruptcy Court's December 23, 2014 Order limits the scope of discovery among the trustee, Irving, and CP to the "issues of personal jurisdiction and forum *non conveniens* only" and prohibits general discovery between these parties. *See* Docket No. 88.

CP further objects to the interrogatories exceeding 25, including subparts. *See* Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33. CP responds to the first 25 interrogatories that the rules allow, without leave of court; no other answers will be provided without a court order.

INTERROGATORIES

INTERROGATORY 1: Identify the country and province or state under whose laws you were formed.

RESPONSE: CP is incorporated federally under the Canada Business Corporation Act.

INTERROGATORY 2: Identify the address of your principal place of business.

RESPONSE: 7550 Ogden Dale Road S.E., Calgary, Alberta T2C 4X9 (Canada).

INTERROGATORY 3: Identify all business locations that you presently have, or ever have had, within Maine.

RESPONSE: Objection: overly broad in time and scope, unduly burdensome, and vague and ambiguous. Subject to these objections, CP does not currently provide railroad transportation services or have any “business locations” in Maine. In 2003, Montreal, Maine & Atlantic Railway LTD (MM&A) acquired CP’s remaining operational tracks in the state of Maine. As allowed by Fed. R. Civ. P. 33(d), *see* CP’s North American Rail Network Map (produced).

INTERROGATORY 4: To the extent not identified in response to any prior Interrogatory, identify all business locations that you presently have, or ever have had, within the United States.

RESPONSE: Objection: overly broad in time and scope, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court’s December 23, 2014 Order. Subject to these objections, CP subsidiaries provide railroad transportation services and have facilities in the following states: North Dakota, Kansas, Minnesota, Iowa, Missouri, Illinois, Wisconsin, Michigan, Pennsylvania, Vermont and New York; a CP subsidiary formerly provided railroad transportation services in South Dakota; *see* also North American Rail Network Map. Fed. R. Civ. P. 33(d).

INTERROGATORY 5: Identify all of your Affiliates and Subsidiaries, and set forth the country and province or state under whose laws each was formed.

RESPONSE: Objection: overly broad, irrelevant, and beyond the scope of the Bankruptcy Court’s December 23, 2014 Order. Subject to these objections, the following subsidiaries operate within the United States: Soo Line Railroad Company (incorporated in Minnesota); Delaware & Hudson Railway Company, Inc. (incorporated in Delaware); Dakota, Minnesota & Eastern Railroad Corp. (incorporated in Delaware). CP also has

three non-operational Leased Line Companies (Aroostook River Railroad Company, International Railway Company of Maine, and Houlton Branch Railroad Company) that were incorporated and are registered in Maine, but do not do business in Maine or elsewhere.

INTERROGATORY 6: For each of your Affiliates and Subsidiaries, identify the address of their principal place of business.

RESPONSE: Objection: overly broad, irrelevant, and beyond the scope of the Bankruptcy Court’s December 23, 2014 Order. Subject to these objections, the principal place of business of CP’s subsidiaries within the United States are as follows:

Affiliate / Subsidiary	Principal place of business
Soo Line Railroad Company	Minneapolis, MN
Delaware & Hudson Railway Company, Inc.	Clifton Park, New York
Dakota, Minnesota & Eastern Railroad Corp	Minneapolis, MN
Aroostook River Railroad Company	Calgary, AB (Canada)
International Railway Company of Maine	Calgary, AB (Canada)
Houlton Branch Railroad Company	Calgary, AB (Canada)

INTERROGATORY 7: For each of your Affiliates and Subsidiaries, identify all business locations that each presently has, or ever had, within Maine.

RESPONSE: Objection: overly broad in time and scope, unduly burdensome, and vague and ambiguous as to what is meant by “business locations.” Subject to these objections, neither CP nor any of its subsidiaries conducts business or have business locations in Maine.

INTERROGATORY 8: To the extent not identified in response to any prior Interrogatory, for each of your Affiliates and Subsidiaries, identify all business locations that each presently has, or ever had, within the United States.

RESPONSE: Objection: overly broad in time and scope, unduly burdensome, vague and ambiguous, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, CP subsidiaries provide railroad transportation services and have facilities in the following states: North Dakota, Kansas, Minnesota, Iowa, Missouri, Illinois, Wisconsin, Michigan, Pennsylvania, Vermont and New York; a CP subsidiary formerly provided railroad transportation services in South Dakota; see also North American Rail Network Map. Fed. R. Civ. P. 33(d).

INTERROGATORY 9: Do you presently conduct, or have you ever conducted, business within Maine? If so, identify and describe such business, including the dates on which you conducted such business.

RESPONSE: CP does not currently conduct business in Maine. Well over a decade ago, CP had tracks and provided railroad transportation services in Maine; the MM&A acquired the remainder of CP's operational tracks in 2003.

INTERROGATORY 10: Do you presently conduct, or have you ever conducted, business within the Montana and/or North Dakota regions of the Bakken Formation? If so, identify and describe such business, including the dates on which you conducted such business.

RESPONSE: Objection: overly broad in time and scope, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, a CP subsidiary provides railroad transportation services in North Dakota.

INTERROGATORY 11: To the extent not identified in response to any prior Interrogatory, do you presently conduct, or have you ever conducted, business within

United States? If so, identify and describe such business, including the dates on which you conducted such business.

RESPONSE: Objection: overly broad in time and scope, unduly burdensome, vague and ambiguous, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, CP subsidiaries provide railroad transportation services in the following states: North Dakota, Kansas, Minnesota, Iowa, Missouri, Illinois, Wisconsin, Michigan, Pennsylvania, Vermont and New York; a CP subsidiary formerly provided railroad transportation services in South Dakota; see also North American Rail Network Map. Fed. R. Civ. P. 33(d).

INTERROGATORY 12: Identify all agents and/or intermediaries that provide services for you and and/or on your behalf within Maine, and for each such person or entity, describe such services, including the dates on which they performed such services.

RESPONSE: None.

INTERROGATORY 13: Identify all agents and/or intermediaries that provide services for you and/or on your behalf within the Montana and/or North Dakota regions of the Bakken Formation, and for each such person or entity, describe such services, including the dates on which they performed such services.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, a CP subsidiary provides railroad transportation services in North Dakota.

INTERROGATORY 14: To the extent not identified in response to any prior Interrogatory, identify all agents and/or intermediaries that provide services for you and/or on your behalf within the United States, and for each such person or entity, describe such services, including the dates on which they performed such services.

RESPONSE: Objection: overly broad in time and scope, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, CP subsidiaries provide railroad transportation services in the

following states: North Dakota, Kansas, Minnesota, Iowa, Missouri, Illinois, Wisconsin, Michigan, Pennsylvania, Vermont and New York; a CP subsidiary formerly provided railroad transportation services in South Dakota; see also North American Rail Network Map. Fed. R. Civ. P. 33(d).

INTERROGATORY 15: Identify all agents and/or intermediaries that provide services for or on behalf of each of your Affiliates and Subsidiaries within Maine, and for each such person or entity, describe such services, including the dates on which they performed such services.

RESPONSE: None.

INTERROGATORY 16: Identify all agents and/or intermediaries that provide services for or on behalf of each of your Affiliates and Subsidiaries within the Montana and/or North Dakota regions of the Bakken Formation, and for each such person or entity, describe such services, including the dates on which they performed such services.

RESPONSE: Objection: beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to that objection, a CP subsidiary provides railroad transportation services in North Dakota.

INTERROGATORY 17: To the extent not identified in response to any prior Interrogatory, identify all agents and/or intermediaries that provide services for or on behalf of each of your Affiliates and Subsidiaries within the United States, and for each such person or entity, describe such services, including the dates on which they performed such services.

RESPONSE: Objection: overly broad in time and scope, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, CP subsidiaries provide railroad transportation services in the following states: North Dakota, Kansas, Minnesota, Iowa, Missouri, Illinois, Wisconsin, Michigan, Pennsylvania, Vermont and New York; a CP subsidiary formerly provided

railroad transportation services in South Dakota; see also North American Rail Network Map. Fed. R. Civ. P. 33(d).

INTERROGATORY 18: Since 2004, have you provided any rail services in the United States, including but not limited to the Montana and/or North Dakota regions of the Bakken Formation. If so, for each year, describe the nature of such services and state the number of separate services you provided (*e.g.*, the number of separate trains).

RESPONSE: Objection: overly broad in time and scope, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, for many years CP subsidiaries have provided railroad transportation services in the following states: North Dakota, Kansas, Minnesota, Iowa, Missouri, Illinois, Wisconsin, Michigan, Pennsylvania, Vermont and New York; a CP subsidiary formerly provided railroad transportation services in South Dakota; see also North American Rail Network Map. Fed. R. Civ. P. 33(d).

INTERROGATORY 19: Since 2004, have you owned, leased, or operated real property located within Maine? If so, identify the address of all such property and its purpose and/or use.

RESPONSE: Yes. CP maintains eight leases in Aroostook County, Maine. The records relating to these leases are available for inspection at the offices of Briggs and Morgan, P.A. Fed. R. Civ. P. 33(d).

INTERROGATORY 20: Since 2004, have you owned, leased, or operated real property located within the Montana and/or North Dakota regions of the Bakken Formation? If so, identify the address of all such property and its purpose and/or use.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these

objections, a CP subsidiary owns tracks and provides railroad transportation services in North Dakota.

INTERROGATORY 21: To the extent not identified in response to any prior Interrogatory, since 2004, have you owned, leased, or operated real property located within the United States. If so, identify the address of all such property and its purpose and/or use.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, CP subsidiaries have owned tracks, provided railroad transportation services, and have had facilities in the following states: North Dakota, South Dakota, Kansas, Minnesota, Iowa, Missouri, Illinois, Wisconsin, Michigan, Pennsylvania, Vermont, New York, and South Dakota; see also North American Rail Network Map. Fed. R. Civ. P. 33(d).

INTERROGATORY 22: Since 2004, have any of your Affiliates or Subsidiaries owned, leased, or operated, real property located within Maine? If so, identify the address of all such property and its purpose and/or use.

RESPONSE: No.

INTERROGATORY 23: Since 2004, have any of your Affiliates or Subsidiaries owned, leased, or operated, real property located within the Montana and/or North Dakota regions of the Bakken Formation? If so, identify the address of all such property and its purpose and/or use.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, a CP subsidiary owns tracks and provides railroad transportation services in North Dakota.

INTERROGATORY 24: To the extent not identified in response to any prior Interrogatory, since 2004, have any of your Affiliates or Subsidiaries owned, leased, or operated, real property located within the United States? If so, identify the address of all such property and its purpose and/or use.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, CP subsidiaries have owned tracks, provided railroad transportation services, and have had facilities in the following states: North Dakota, South Dakota, Kansas, Minnesota, Iowa, Missouri, Illinois, Wisconsin, Michigan, Pennsylvania, Vermont, New York, and South Dakota; see also North American Rail Network Map. Fed. R. Civ. P. 33(d).

INTERROGATORY 25: State your total gross revenues derived from operations within Maine for each year from 2004 through 2014.

RESPONSE: None.

INTERROGATORY 26: State your total gross revenues derived from operations within the Montana and/or North Dakota regions of the Bakken Formation for each year from 2004 through 2014.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 27: State your total gross revenues derived from operations within the United States for each year from 2004 through 2014.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 28: State the total gross revenues derived from operations of each of your Affiliates and Subsidiaries within Maine for each year from 2004 through 2014.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 29: State the total gross revenues derived from operations of each of your Affiliates and Subsidiaries within the Montana and/or North Dakota regions of the Bakken Formation for each year from 2004 through 2014.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 30: State the total gross revenues derived from operations of each of your Affiliates and Subsidiaries within the United States for each year from 2004 through 2014.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 31: Since 2004, have you paid any taxes to the United States Department of Treasury, Internal Revenue Service? If so, state the amount of taxes you paid, the payee, and the amount of each payment for each year.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 32: Since 2004, have you paid any taxes to the State of Maine or any municipality or county within Maine? If so, state the amount of taxes you paid, the payee, and the amount of each payment for each year.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 33: Since 2004, have any of your Affiliates or Subsidiaries paid any taxes to the United States Department of Treasury, Internal Revenue Service? If so, state the amount of taxes they paid, the payee, and the amount of each payment for each year.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 34: Since 2004, have any of your Affiliates or Subsidiaries paid any taxes to the State of Maine of any municipality or county within Maine? If so, state the amount of taxes they paid, the payee, and the amount of each payment for each year.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 35: For each year from 2004 to the present, state the total number of employees and/or contractors working within Maine for you, or on your behalf.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 36: For each year from 2004 to the present, state the total number of employees and/or contractors working within the Montana and/or North Dakota regions of the Bakken Formation for you, or on your behalf.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 37: To the extent not provided in response to any prior Interrogatory, for each year from 2004 to the present, state the total number of employees and/or contractors working within the United States for you, or on your behalf.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 38: For each year from 2004 to the present, state the total number of employees and/or contractors working within Maine for, or on your behalf of, each of your Affiliates or Subsidiaries.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 39: For each year from 2004 to the present, state the total number of employees and/or contractors working within the Montana and/or North

Dakota regions of the Bakken Formation for, or on your behalf of, each of your Affiliates or Subsidiaries.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 40: To the extent not provided in response to any prior Interrogatory, for each year from 2004 to the present, state the total number of employees and/or contractors working within the United States for, or on your behalf of, each of your Affiliates or Subsidiaries.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 41: For the period 2004 to the present, identify and describe all contracts or agreements that you entered into that (i) included as a party or third-party beneficiary any Maine resident or entity with a principal place of business in Maine; or (ii) were to be performed, in whole or in part, within Maine.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 42: For the period 2004 to the present, identify and describe all contracts or agreements that you entered into that were to be performed, in whole or in part, within the Montana and/or North Dakota regions of the Bakken Formation.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 43: To the extent not identified in response to any prior Interrogatory, for the period 2004 to the present, identify and describe all contracts or agreements that you entered into that (i) included as a party or third-party beneficiary any United States resident or entity with a principal place of business in the United States; or (ii) were to be performed, in whole or in part, in the United States.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 44: For the period 2004 to the present, identify and describe all contracts or agreements that any of your Affiliates or Subsidiaries entered into that (i) included as a party or third-party beneficiary any Maine resident or entity with a principal place of business in Maine; or (ii) were to be performed, in whole or in part, within Maine.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 45: For the period 2004 to the present, identify and describe all contracts or agreements that any of your Affiliates or Subsidiaries entered into that were to be performed, in whole or in part, within the Montana and/or North Dakota regions of the Bakken Formation.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 46: To the extent not identified in response to any prior Interrogatory, for the period 2004 to the present, identify and describe all contracts or agreements that any of your Affiliates or Subsidiaries entered into that (i) included as a party or third-party beneficiary any United States resident or entity with a principal place of business in the United States; or (ii) were to be performed, in whole or in part, in the United States.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 47: Identify by case caption all civil lawsuits filed in Maine from 2004 to the present and in which you or any of your Affiliates or Subsidiaries were named as a party.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 48: To the extent not identified in response to any prior Interrogatory, identify by case caption all civil lawsuits filed in the United States from 2004 to the present and in which you or any of your Affiliates or Subsidiaries were named as a party.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 49: Identify all accounts owned by or in the name of you or any of your Affiliates or Subsidiaries in a bank located within Maine.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 50: To the extent not identified in response to any prior Interrogatory, identify all bank accounts owned by or in the name of you or any of your Affiliates or Subsidiaries in a bank located in the United States.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 51: To the extent not identified in response to any prior Interrogatory, since 2004, did you or any of your Affiliates or Subsidiaries ever transport or cause to be transported crude oil from the Bakken Formation into the United States by rail? If so, identify the total number of individual trains employed for such purposes(s) with respect to each separate entity in each year.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 52: To the extent not identified in response to any prior Interrogatory, since 2004, did you or any of your Affiliates or Subsidiaries ever transport or cause to be transported crude oil from the Bakken Formation within the United States by rail? If so, identify the total number of individual trains employed for such purposes(s) with respect to each separate entity in each year.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 53: To the extent not identified in response to any prior Interrogatory, since 2004, did you or any of your Affiliates or Subsidiaries ever transport or cause to be transported crude oil from the Bakken Formation within the United States into Canada by rail? If so, identify the total number of individual trains employed for such purposes(s) with respect to each separate entity in each year.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 54: Identify all contracts or agreements between you and any other party that relate in any way to the Crude Oil or the Train, including their location, and all witnesses (including their address) who you believe have information concerning those contracts or agreements.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 55: Identify all contracts or agreements entered into between 2004 and the present between you and any other person or entity that relate in any way to the transportation of crude oil from the Bakken Formation, including their location, and all witnesses (including their address) who you believe have information concerning those contracts or agreements.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 56: Prior to the Derailment, did you perform or cause to be performed any testing, analysis, or investigation as to the structural integrity and/or the safety of any of the tank cars that comprised the Train? If so, explain in detail all such testing analysis, or investigation, identify the location of the documents relating thereto, and identify all witnesses (including their address) who have information concerning those issues.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 57: Were you aware, prior to the Derailment, whether any other party had performed any testing, analysis, or investigation as to the structural integrity and/or the safety of any of the tank cars that comprised the Train? If so, explain in detail all facts of which you were aware, identify the location of the documents relating thereto, and identify all witnesses (including their address) who you believe have information concerning those issues.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 58: Identify all parties that held title, at any time, to the Crude Oil and all witnesses (including their address) who you believe have information concerning those issues.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 59: Were you aware, prior to the Derailment, that crude oil extracted from the Bakken Formation is often explosive and can self-ignite at low ambient temperatures? If so, explain in detail all facts of which you were aware, identify the location of the documents relating thereto, and identify all witnesses (including their address) who you believe have information concerning those issues.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 60: Prior to the Derailment, did you perform or cause to be performed any testing or analysis of the flash point, boiling point, or chemical composition of any of the Crude Oil? If so, explain in detail all such testing, identify the location of the documents relating thereto, and identify all witnesses (including their address) who you believe have information concerning those issues.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 61: Were you aware, prior to the Derailment, whether any other party had performed any testing or analysis of the flash point, boiling point, or chemical composition of any of the Crude Oil? If so, explain in detail all facts of which you were aware, identify the location of the documents relating thereto, and identify all witnesses (including their address) who you believe have information concerning those issues.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 62: Prior to the Derailment, did you make or cause to be made any effort to identify the correct hazardous waste classification or packing group that pertained to any of the Crude Oil? If so, explain in detail all such efforts, identify the location of the documents relating thereto, and identify all witnesses (including their address) who you believe have information concerning those issues.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 63: Were you aware, prior to the Derailment, whether any other party had made any effort to identify the correct hazardous waste classification or packing group that pertained to any of the Crude Oil? If so, explain in detail all facts of which you were aware, identify the location of the documents relating thereto, and identify all witnesses (including their address) who you believe have information concerning those issues.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 64: Were you aware, prior to the Derailment, that technology and equipment existed that could stabilize crude oil extracted from shale formations so as to reduce the amount of volatile gasses and other compounds? If so, explain in detail all facts of which you were aware, identify the location of the documents relating thereto, and identify all witnesses (including their address) who you believe have information concerning those issues.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 65: Do you use technology and/or equipment to stabilize crude oil in any location where you do business? If so, explain in detail where and how such technology and/or equipment is used, identify the location of the documents relating thereto, and identify all witnesses (including their address) who you believe have information concerning those issues.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 66: Prior to the Derailment, did you make or cause to be made any effort to stabilize the Crude Oil so as to reduce the amount of volatile gasses and other compounds prior to the Derailment? If so, explain in detail all such efforts, identify the location of the documents relating thereto, and identify all witnesses (including their address) who you believe have information concerning those issues.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 67: Were you aware, prior to the Derailment, whether any other party had made any effort to stabilize the Crude Oil so as to reduce the amount of volatile gasses and other compounds? If so, explain in detail all facts of which you were aware, identify the location of the documents relating thereto, and identify all witnesses (including their address) who you believe have information concerning those issues.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 68: Are you a party to any agreement(s) that may in any way impose on you or any other person an obligation to provide indemnity from or contribution to damages incurred by any third-party, which arise out of or relate to the Derailment? If so, identify all such agreements, identify the location of the documents relating thereto, and identify all witnesses (including their address) who you believe have information concerning those issues.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 69: Have any persons or entities made any demands upon you to provide indemnification and/or contribution with respect to claims arising out of the Derailment, or put you on notice that such person or entity believes or contends that an obligation to so indemnify or contribute exists? If so, identify each such demand or notice in detail, including, without limitation, the person or entity making the demand or communicating the notice, identify the location of the documents relating thereto, and identify all witnesses (including their address) who you believe have information concerning those issues.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

INTERROGATORY 70: Have you made any demands upon any person or entity for indemnification and/or contribution with respect to claims arising out of the Derailment or put on notice any person or entity with respect to the possibility of any such obligations to indemnify or contribute? If so, identify each such demand or notice in detail, including, without limitation, each such person or entity that you contacted in such

respect, identify the location of the documents relating thereto, and identify all witnesses (including their address) who you believe have information concerning those issues.

RESPONSE: Objection. The interrogatories, including subparts, exceed 25. See Federal Rule of Bankruptcy Procedure 7033 and Federal Rule of Civil Procedure 33.

DOCUMENT REQUESTS

REQUEST NO. 1: All documents identified or relied upon, reviewed, or consulted in connection with formulating your objections or answers to the foregoing Interrogatories.

RESPONSE: See North American Rail Network Map and documents available for inspection at Briggs and Morgan, P.A.

REQUEST NO. 2: All contracts and/or agreements entered into between 2004 and the present by you or your Affiliates or Subsidiaries that refer or relate in any way to crude oil produced from the Bakken Formation which are governed by the laws of any state, territory, commonwealth, or district of the United States.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, CP subsidiaries provide railroad transportation services in the following states: North Dakota, Kansas, Minnesota, Iowa, Missouri, Illinois, Wisconsin, Michigan, Pennsylvania, Vermont and New York; a CP subsidiary formerly provided railroad transportation services in South Dakota. See North American Rail Network Map.

REQUEST NO. 3: All contracts and/or agreements entered into between 2004 and the present by you or your Affiliates or Subsidiaries which are governed by Maine law.

RESPONSE: Objection: overly broad in time and scope and unduly burdensome. Subject to these objections, and upon information and belief, none.

REQUEST NO. 4: All contracts and/or agreements entered into between 2004 and the present by you or your Affiliates or Subsidiaries and any party or third-party

beneficiary that is/was a United States resident or entity that had/has a principal place of business in the United States.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, CP subsidiaries provide railroad transportation services in the following states: North Dakota, Kansas, Minnesota, Iowa, Missouri, Illinois, Wisconsin, Michigan, Pennsylvania, Vermont and New York; a CP subsidiary formerly provided railroad transportation services in South Dakota. See North American Rail Network Map.

REQUEST NO. 5: All contracts and/or agreements entered into between 2004 and the present by you or your Affiliates or Subsidiaries that were to be performed, in whole or in part, within the United States.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, CP subsidiaries provide railroad transportation services in the following states: North Dakota, Kansas, Minnesota, Iowa, Missouri, Illinois, Wisconsin, Michigan, Pennsylvania, Vermont and New York; a CP subsidiary formerly provided railroad transportation service in South Dakota. See North American Rail Network Map.

REQUEST NO. 6: All contracts and/or agreements entered into between 2004 and the present by you or your Affiliates or Subsidiaries that refer or relate in any way to crude oil produced within the Bakken Formation.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, a CP subsidiary provides railroad transportation services in North Dakota. See North American Rail Network Map.

REQUEST NO. 7: All contracts and/or agreements between you or your Affiliates or Subsidiaries and the Debtor that were entered into between 2004 and the present.

RESPONSE: None.

REQUEST NO. 8: All contracts and/or agreements between you or your Affiliates or Subsidiaries and Irving that were entered into between 2004 and the present that refer or relate in any way to crude oil produced within the Bakken Formation.

RESPONSE: Objection: overly broad in scope, unduly burdensome, seeks confidential and proprietary information, irrelevant, and beyond the scope of the Bankruptcy Court's December 30, 2014 Order.

REQUEST NO. 9: All documents that refer or relate in any way to the Crude Oil, including all MSDS's, contracts, and insurance policies.

RESPONSE: Objection: overly broad in scope, unduly burdensome, seeks confidential and proprietary information, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order.

REQUEST NO. 10: All documents that refer or relate in any way to the Train, including all bills of lading and other transportation documents contracts, and insurance policies.

RESPONSE: Objection: overly broad in scope, unduly burdensome, seeks confidential and proprietary information, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order.

REQUEST NO. 11: All documents that refer or relate in any way to the Derailment, including all potentially applicable insurance policies.

RESPONSE: Objection: overly broad in scope, unduly burdensome, vague and ambiguous, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order.

REQUEST NO. 12: Documents sufficient to identify all bank accounts located in the United States that are owned by or in the name of you or any of your Affiliates or Subsidiaries.

RESPONSE: Objection: overly broad in scope, unduly burdensome, seeks confidential and proprietary information, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order.

REQUEST NO. 13: Documents sufficient to identify your operations within the Montana and/or North Dakota regions of the Bakken Formation for each year from 2004 through 2014.

RESPONSE: Objection: overly broad, unduly burdensome, vague and ambiguous, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, a CP subsidiary owns tracks and provides railroad transportation services in North Dakota. See North American Rail Network Map.

REQUEST NO. 14: Documents sufficient to identify the total gross revenues derived from your operations within the Montana and/or North Dakota regions of the Bakken Formation for each year from 2004 through 2014.

RESPONSE: Objection: overly broad, unduly burdensome, seeks confidential and proprietary information, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order.

REQUEST NO. 15: Documents sufficient to identify your operations within Maine for each year from 2004 through 2014.

RESPONSE: None.

REQUEST NO. 16: Documents sufficient to identify the total gross revenues derived from your operations within Maine for each year from 2004 through 2014.

RESPONSE: None.

REQUEST NO. 17: To the extent not produced in response to any prior Request, documents sufficient to identify your operations within the United States for each year from 2004 through 2014.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, CP subsidiaries provide railroad transportation services in the following states: North Dakota, Kansas, Minnesota, Iowa, Missouri, Illinois, Wisconsin, Michigan, Pennsylvania, Vermont and New York; a CP subsidiary formerly provided railroad transportation services in South Dakota. See North American Rail Network Map.

REQUEST NO. 18: To the extent not produced in response to any prior Request, documents sufficient to identify the total gross revenues derived from your operations within the United States for each year from 2004 through 2014.

RESPONSE: Objection: overly broad, unduly burdensome, seeks confidential and proprietary information, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order.

REQUEST NO. 19: Documents sufficient to identify the operations of each of your Affiliates and Subsidiaries within the Montana and/or North Dakota regions of the Bakken Formation for each year from 2004 through 2014.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, a CP subsidiary owns tracks and provides railroad transportation services in North Dakota. See North American Rail Network Map.

REQUEST NO. 20: Documents sufficient to identify the total gross revenues derived from operations of each of your Affiliates and Subsidiaries within the Montana and/or North Dakota regions of the Bakken Formation for each year from 2004 through 2014.

RESPONSE: Objection: overly broad, unduly burdensome, seeks confidential and proprietary information, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order.

REQUEST NO. 21: Documents sufficient to identify the operations of each of your Affiliates and Subsidiaries within Maine for each year from 2004 through 2014.

RESPONSE: None.

REQUEST NO. 22: Documents sufficient to identify the total gross revenues derived from operations of each of your Affiliates and Subsidiaries within Maine for each year from 2004 through 2014.

RESPONSE: None.

REQUEST NO. 23: To the extent not produced in response to any prior Request, documents sufficient to identify the operations each of your Affiliates and Subsidiaries within the United States for each year from 2004 through 2014.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, CP subsidiaries provide railroad transportation services in the following states: North Dakota, Kansas, Minnesota, Iowa, Missouri, Illinois, Wisconsin, Michigan, Pennsylvania, Vermont and New York; a CP subsidiary formerly provided railroad transportation services in South Dakota. See North American Rail Network Map.

REQUEST NO. 24: To the extent not produced in response to any prior Request, documents sufficient to identify the total gross revenues derived from operations of each of your Affiliates and Subsidiaries within the United States for each year from 2004 through 2014.

RESPONSE: Objection: overly broad, unduly burdensome, seeks confidential and proprietary information, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order.

REQUEST NO. 25: Documents sufficient to identify taxes paid by you to the United States Department of Treasury, Internal Revenue Service for each year from 2004 to the present.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, CP's subsidiaries (Soo Line Railroad Company, Dakota Minnesota & Eastern Railroad Company, and Delaware & Hudson Railway Company, Inc.) paid taxes to the United States Department of Treasury, Internal Revenue Service in each of these years. Before 2007, however, Dakota, Minnesota & Eastern Railroad Company was not a subsidiary of CP.

REQUEST NO. 26: Documents sufficient to identify taxes paid by you to the State of Maine or any municipality or county within Maine for each year from 2004 to the present.

RESPONSE: Objection: overly broad in time and scope and unduly burdensome. Subject to these objections, and upon information and belief, CP paid property taxes to the Cities of Caribou, Presque Isle, and Houlton. CP continues to investigate the existence of documents responsive to this request and will supplement as appropriate and necessary.

REQUEST NO. 27: Documents sufficient to identify taxes paid by each of your Affiliates and Subsidiaries to the United States Department of Treasury, Internal Revenue Service for each year from 2004 to the present.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, CP's subsidiaries (Soo Line Railroad Company, Dakota Minnesota & Eastern Railroad Company, and Delaware & Hudson Railway Company, Inc.) paid taxes to the

United States Department of Treasury, Internal Revenue Service in each of these years.
Before 2007, however, Minnesota & Eastern Railroad Company was not a subsidiary of
CP.

REQUEST NO. 28: Documents sufficient to identify taxes paid by each of your
Affiliates and Subsidiaries to the State of Maine or any municipality or county within
Maine for each year from 2004 to the present.

RESPONSE: None.

REQUEST NO. 29: Documents sufficient to identify the total number of
employees and/or contractors working within the Montana and/or North Dakota regions
of the Bakken Formation for you, or on your behalf, for each year from 2004 to the
present.

RESPONSE: Objection: overly broad in scope, unduly burdensome, irrelevant,
and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to
these objections, a CP subsidiary provides railroad transportation services and employs
workers in North Dakota.

REQUEST NO. 30: Documents sufficient to identify the total number of
employees and/or contractors working within Maine for you, or on your behalf, for each
year from 2004 to the present.

RESPONSE: None.

REQUEST NO. 31: To the extent not produced in response to any prior Request,
documents sufficient to identify the total number of employees and/or contractors
working within the United States for you, or on your behalf, for each year from 2004 to
the present.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and
beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these
objections, CP subsidiaries provide railroad transportation services and employ workers
in the following states: North Dakota, Kansas, Minnesota, Iowa, Missouri, Illinois,

Wisconsin, Michigan, Pennsylvania, Vermont and New York; a CP subsidiary formerly provided railroad transportation services in South Dakota.

REQUEST NO. 32: Documents sufficient to identify the total number of employees and/or contractors working within the Montana and/or North Dakota regions of the Bakken Formation for each of your Affiliates and Subsidiaries, or on their behalf, for each year from 2004 to the present.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, a CP subsidiary provides railroad transportation services and employs workers in North Dakota.

REQUEST NO. 33: Documents sufficient to identify the total number of employees and/or contractors working within Maine for each of your Affiliates and Subsidiaries, or on their behalf, for each year from 2004 to the present.

RESPONSE: None.

REQUEST NO. 34: To the extent not produced in response to any prior Request, documents sufficient to identify the total number of employees and/or contractors working within the United States for each of your Affiliates and Subsidiaries, or on their behalf, for each year from 2004 to the present.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, CP subsidiaries provide railroad transportation services and employ workers in the following states: North Dakota, Kansas, Minnesota, Iowa, Missouri, Illinois, Wisconsin, Michigan, Pennsylvania, Vermont and New York; a CP subsidiary formerly provided railroad transportation services and employed workers in South Dakota.

REQUEST NO. 35: All audited financial statements for you and each of your Affiliates and Subsidiaries for the years 2010, 2011, 2012, 2013, and 2014.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order.

REQUEST NO. 36: In the event you or your Affiliates or Subsidiaries do not have audited financial statements for any of the years 2010, 2011, 2012, 2013, and 2014, the unaudited, year-end financial statements for such years.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order.

REQUEST NO. 37: Reports, charts, graphs and/or other written documents sufficient to detail the corporate structure and relationship between you and any of your Affiliates or Subsidiaries for each of the years 2004 to the present.

RESPONSE: CP has a corporate structure chart, designated solely for internal use. Upon the entry of an agreed-upon confidentiality and protective order, CP will produce the structure chart.

REQUEST NO. 38: Documents sufficient to identify the purchase by you or any of your Affiliates or Subsidiaries of any equipment or services for use within the Montana and/or North Dakota regions for the Bakken Formation.

RESPONSE: Objection: overly broad, unduly burdensome, vague and ambiguous, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, a CP subsidiary provides railroad transportation services in North Dakota.

REQUEST NO. 39: Documents sufficient to identify the purchase by you or any of your Affiliates or Subsidiaries of any equipment or services from any corporation and/or business entity located within Maine from 2004 to the present.

RESPONSE: Objection: overly broad in time and scope, unduly burdensome, and vague and ambiguous. Subject to these objections, invoices relating to environmental clean-up services provided by a corporation or business entity located in

Maine are available for inspection at the offices of Briggs and Morgan, P.A. at a mutually agreeable time. Discovery continues.

REQUEST NO. 40: To the extent not produced in response to any prior Request, documents sufficient to identify the purchase by you or any of your Affiliates or Subsidiaries of any equipment or services from any corporation and/or business entity located within the United States from 2004 to the present.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, CP subsidiaries provide railroad transportation services in the following states: North Dakota, Kansas, Minnesota, Iowa, Missouri, Illinois, Wisconsin, Michigan, Pennsylvania, Vermont and New York; a CP subsidiary formerly provided railroad transportation services in South Dakota.

REQUEST NO. 41: Documents sufficient to identify any mortgages or loans related to real property owned and/or leased and/or operated by you or any of your Affiliates or Subsidiaries in Maine from 2004 to the present.

RESPONSE: None.

REQUEST NO. 42: Documents sufficient to identify any mortgages or loans related to real property owned and/or leased and/or operated by you or any of your Affiliates or Subsidiaries in the Montana and/or North Dakota regions of the Bakken Formation from 2004 to the present.

RESPONSE: Objection: overly broad, unduly burdensome, vague and ambiguous, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order.

REQUEST NO. 43: To the extent not produced in response to any prior Request, documents sufficient to identify any mortgages or loans related to real property owned and/or leased and/or operated by you or any of your Affiliates or Subsidiaries in the United States from 2004 to the present.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order.

REQUEST NO. 44: Documents sufficient to identify any deed(s) to real property owned by you or any of your Affiliates or Subsidiaries in Maine from 2004 to the present.

RESPONSE: CP continues to investigate the existence of the requested document(s) and will supplement as appropriate and necessary. *See also* records relating to the Maine leases that are available for inspection at the offices of Briggs and Morgan, P.A.

REQUEST NO. 45: Documents sufficient to identify any deed(s) to real property owned by you or any of your Affiliates or Subsidiaries in the Montana and/or North Dakota regions of the Bakken Formation from 2004 to the present.

RESPONSE: Objection: overly broad, unduly burdensome, vague and ambiguous, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, a CP subsidiary owns tracks and provides railroad transportation services in North Dakota.

REQUEST NO. 46: To the extent not produced in response to any prior Request, documents sufficient to identify any deed(s) to real property owned by you or any of your Affiliates or Subsidiaries in the United States from 2004 to the present.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, CP subsidiaries provide railroad transportation services and own tracks or facilities in the following states: North Dakota, Kansas, Minnesota, Iowa, Missouri, Illinois, Wisconsin, Michigan, Pennsylvania, Vermont and New York; a subsidiary of CP formerly provided railroad transportation services and owned tracks in South Dakota.

REQUEST NO. 47: Documents sufficient to identify any lease(s) of real or personal property by you or any of your Affiliates or Subsidiaries in Maine from 2004 to the present.

RESPONSE: Records relating to the Maine leases are available for inspection at the offices of Briggs and Morgan, P.A.

REQUEST NO. 48: Documents sufficient to identify any lease(s) of real or personal property by you or any of your Affiliates or Subsidiaries in the Montana and/or North Dakota regions of the Bakken Formation from 2004 to the present.

RESPONSE: Objection: overly broad, unduly burdensome, vague and ambiguous, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, a CP subsidiary provides railroad transportation services in North Dakota.

REQUEST NO. 49: To the extent not produced in response to any prior Request, documents sufficient to identify any lease(s) of real or personal property by you or any of your Affiliates or Subsidiaries in the United States from 2004 to the present.

RESPONSE: Objection: overly broad, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, CP subsidiaries provide railroad transportation services in the following states: North Dakota, Kansas, Minnesota, Iowa, Missouri, Illinois, Wisconsin, Michigan, Pennsylvania, Vermont and New York; a CP subsidiary formerly provided railroad transportation services in South Dakota.

REQUEST NO. 50: All advertisements pertaining to you or any of your Affiliates or Subsidiaries disseminated in Maine from 2004 to the present.

RESPONSE: None. Discovery continues.

REQUEST NO. 51: To the extent not produced in response to any prior Request, all advertisements pertaining to you or any of your Affiliates or Subsidiaries disseminated in the United States from 2004 to the present related to services and/or products offered

by you or any of your Affiliates or Subsidiaries from within the Montana and/or North Dakota regions of the Bakken Formation.

RESPONSE: Objection: overly broad, unduly burdensome, vague and ambiguous, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order. Subject to these objections, a CP subsidiary provides railroad transportation services in North Dakota.

REQUEST NO. 52: All bills, invoices, statements, and/or other documents evidencing payments by you or any of your Affiliates or Subsidiaries to any person or business entity located in Maine from 2004 to the present.

RESPONSE: Objection: overly broad in time and scope, unduly burdensome, seeks confidential information, and seeks documents protected from discovery by the attorney-client and work-product privileges. Subject to these objections, non-privileged and non-confidential documents evidencing payments to any person or business entity located in Maine from 2011 to present are available for inspection at the offices of Briggs and Morgan, P.A.

REQUEST NO. 53: To the extent not produced in response to any prior Request, all bills, invoices, statements, and/or other documents evidencing payments by you or any of your Affiliates or Subsidiaries to any person or business entity located in the United States from 2004 to the present.

RESPONSE: Objection: overly broad in time and scope, unduly burdensome, irrelevant, and beyond the scope of the Bankruptcy Court's December 23, 2014 Order.

REQUEST NO. 54: All Court filings related to all civil lawsuits filed by or against you or any of your Affiliates or Subsidiaries in Maine from 2004 to the present.

RESPONSE: Objection: overly broad in time and scope, unduly burdensome, and vague and ambiguous. Subject to these objections, the complaint and answer for the following civil lawsuits filed in Maine are available for inspection at the offices of Briggs

and Morgan, P.A.: Brenda Philpot, individually and as personal representative for the Estate of Roger Russell v. Canadian Pacific Railway (U.S. District Court District of Maine, 2013); and Wheeling & Lake Erie Railway Company v. Canadian Pacific Railway Limited (U.S. District Court District of Maine, 2014). Discovery continues.

REQUEST NO. 55: To the extent not produced in response to any prior Request, all Court filings related to all civil lawsuits filed by or against you or any of your Affiliates or Subsidiaries in the United States from 2004 to the present.

RESPONSE: Objection: overly broad in time and scope, unduly burdensome, vague and ambiguous, irrelevant, and beyond the scope of the Bankruptcy Court's December 30, 2014 Order.

As to factual responses:

Dated: March ___, 2015 _____

Subscribed and sworn to before me this
_____ day of March, 2015

Notary Public

Dated: March 16, 2015

BRIGGS AND MORGAN, P.A

By: *s/ Timothy R. Thornton*

Timothy R. Thornton

John R. McDonald

Paul J. Hemming

2200 IDS Center

80 South Eighth Street

Minneapolis, MN 55402

(612) 977-8400

General Provisions

Subsections 1.5.1(2) and 1.6(3) refer to a conflict between requirements. A conflict is not the same as a difference. There is a difference between two provisions if they are not exactly the same but both can be satisfied at the same time. There is a conflict between two provisions if it is impossible for both provisions to be satisfied at the same time.

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For example, if Provision A requires a tank wall to exceed 1 mm in thickness and Provision B requires the same tank wall to exceed 2 mm in thickness, there is a difference between the two provisions but there is no conflict because both provisions can be satisfied at the same time if the tank wall exceeds 2 mm in thickness.

However, if Provision A prohibits a tank wall from exceeding 1 mm in thickness and Provision B requires the same tank wall to exceed 2 mm in thickness, there is a conflict between the two provisions because it is impossible for the tank wall to be less than or equal to 1 mm in thickness while at the same time exceeding 2 mm in thickness.

1.5 Applicability of the Regulations

Unless otherwise stated in sections 1.15 to 1.48 of this Part or in Schedule 1 or 2, dangerous goods must be handled, offered for transport or transported in accordance with these Regulations.

SOR/2008-34

1.5.1 Schedule 2: Special Provisions

- (1) When there is a special provision in Schedule 2 for dangerous goods, that special provision applies.

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- (2) When there is a conflict between a special provision in Schedule 2 and other provisions in these Regulations, the special provision applies.

SOR/2008-34

1.5.2 Schedules 1 and 3: Forbidden Dangerous Goods

- (1) When the word "Forbidden" is shown for dangerous goods in column 3 of Schedule 1 or column 2 of Schedule 3, a person must not handle, offer for transport or transport the dangerous goods.

SOR/2014-306

- (2) When the word "Forbidden" is shown for dangerous goods in column 8 or 9 of Schedule 1, a person must not offer for transport or transport the dangerous goods by the means of transport set out in the heading of that column.

SOR/2008-34

1.6 Schedule 1: Quantity Limits in Columns 8 and 9

- (1) When there is a number shown in column 8 of Schedule 1, that number is a quantity limit per means of containment for the corresponding dangerous goods in column 2. A person must not load onto a passenger carrying ship, or transport on a road vehicle or a railway vehicle on board a passenger carrying ship, dangerous goods that exceed the quantity limit. Dangerous goods exceed the quantity limit if

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- (a) in the case of a solid, they have a mass that is greater than the number when that number is expressed in kilograms;
- (b) in the case of a liquid, they have a volume that is greater than the number when that number is expressed in litres;
- (c) in the case of a gas, including a gas in a liquefied form, they are contained in one or more means of containment the total capacity of which is greater than the number when that number is expressed in litres; and
- (d) in the case of an explosive
 - (i) not subject to special provision 85 or 86, they have a net explosives quantity that is greater than the number when that number is expressed in kilograms, or

CLASSIFICATION

Definitions

Definitions for the following terms, used in this Part, are provided in Part 1, Coming into Force, Repeal, Interpretation, General Provisions and Special Cases:

<i>accidental release</i>	<i>ICAO Technical Instructions</i>	<i>packing group</i>
<i>carrier</i>	<i>IMDG Code</i>	<i>primary class</i>
<i>Category A SOR/2008-34</i>	<i>import</i>	<i>public safety</i>
<i>Category B SOR/2008-34</i>	<i>infectious substance</i>	<i>railway vehicle</i>
<i>class</i>	<i>in transport</i>	<i>road vehicle</i>
<i>classification</i>	<i>LC₅₀</i>	<i>ship</i>
<i>compatibility group</i>	<i>LD₅₀ (dermal)</i>	<i>shipping name</i>
<i>consignor</i>	<i>LD₅₀ (oral)</i>	<i>solid</i>
<i>culture SOR/2008-34</i>	<i>liquid</i>	<i>subsidiary class</i>
<i>dangerous goods</i>	<i>lithium content SOR/2014-306</i>	<i>substance</i>
<i>dust</i>	<i>Manual of Tests and Criteria</i>	<i>technical name SOR/2014-152</i>
<i>fire point</i>	<i>means of containment</i>	<i>UN number</i>
<i>flash point</i>	<i>mist</i>	<i>UN Recommendations</i>
<i>gas</i>	<i>offer for transport</i>	<i>vapour</i>
		<i>watt hour or Wh SOR/2014-306</i>

2.1 Determining When Substances Are Dangerous Goods

A substance is dangerous goods when

- (a) it is listed by name in Schedule 1 and is in any form, state or concentration that meets the criteria in this Part for inclusion in at least one of the 9 classes of dangerous goods; or
- (b) it is not listed by name in Schedule 1 but meets the criteria in this Part for inclusion in at least one of the 9 classes of dangerous goods.

2.2 Responsibility for Classification

The consignor is responsible for determining the classification of dangerous goods. This activity is normally done by, or in consultation with, a person who understands the nature of the dangerous goods such as a manufacturer, a person who formulates, blends or otherwise prepares mixtures or solutions of goods or, in the case of infectious substances, a doctor, scientist, veterinarian, epidemiologist, genetic engineer, microbiologist, pathologist, nurse, coroner or laboratory technologist or technician.

- (1) Before allowing a carrier to take possession of dangerous goods for transport, the consignor must determine the classification of the dangerous goods in accordance with this Part.
- (2) When importing dangerous goods into Canada, the consignor must ensure that they have the correct classification before they are transported in Canada.

(3) A consignor must use the following classifications:

SOR/2014-306

- (a) for substances included in Class 1, Explosives, the classification determined in accordance with the “Explosives Act”; and
SOR/2014-306
- (b) for radioactive materials, the classification determined in accordance with the “Packaging and Transport of Nuclear Substances Regulations”.
SOR/2014-306
- (c) *Repealed SOR/2014-152*
- (d) *Repealed SOR/2014-152*

(3.1) For substances included in Class 6.2, Infectious Substances, a consignor may use a classification determined by the Public Health Agency of Canada or the Canadian Food Inspection Agency.

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- (4) A consignor may use the appropriate classification in the ICAO Technical Instructions, the IMDG Code or the UN Recommendations to transport dangerous goods within Canada by a road vehicle, a railway vehicle or a ship on a domestic voyage if these Regulations or the document from which the classification is taken does not forbid their transport.
- (5) If an error in classification is noticed or if there are reasonable grounds to suspect an error in classification, the consignor must not allow a carrier to take possession of the dangerous goods for transport until the classification has been verified or corrected.
- (6) A carrier who notices an error in classification or has reasonable grounds to suspect an error in classification while the dangerous goods are in transport must advise the consignor and must stop transporting the dangerous goods until the consignor verifies or corrects the classification. The consignor must immediately verify or correct the classification and ensure that the carrier is provided with the verified or corrected classification.

When reading sections 2.3 to 2.6, it is useful to remember that the word “classification” is defined in Part 1, Coming Into Force, Repeal, Interpretation, General Provisions and Special Cases, and means, as applicable, the shipping name, the primary class, the compatibility group, the subsidiary class, the UN number, the packing group and the infectious substance category.

SOR/2008-34

2.2.1 Proof of Classification *SOR/2014-152*

- (1) A consignor who allows a carrier to take possession of dangerous goods for transport or who imports dangerous goods into Canada must, during a five-year period that begins on the date that appears on the shipping document, make a proof of classification available to the Minister on reasonable notice given by the Minister.
- (2) For the purposes of this section, a proof of classification is
 - (a) a test report;
 - (b) a lab report; or
 - (c) a document that explains how the dangerous goods were classified.

Figures 10.5 and 20.2 of the Manual of Tests and Criteria are examples of test reports.

A safety data sheet (SDS) is an acceptable proof of classification if it is accompanied by an explanation, under the heading “Transportation Information”, that describes how the dangerous goods were classified.

- (3) A proof of classification must include the following information:
 - (a) the date on which the dangerous goods were classified;
 - (b) if applicable, the technical name of the dangerous goods;
 - (c) the classification of the dangerous goods; and
 - (d) if applicable, the classification method used under this Part or under Chapter 2 of the UN Recommendations.

SOR/2014-152

RAIL

Definitions

Definitions for the following terms, used in this Part, are provided in Part 1, Coming into Force, Repeal, Interpretation, General Provisions and Special Cases:

aircraft	dangerous goods safety mark	person
carrier	emergency response assistance plan or ERAP or ERP	railway vehicle
49 CFR	handling	ship
class	ICAO Technical Instructions	shipping document
classification	IMDG Code	shipping name
consignment	large means of containment	trainUN Recommendations
consignor	means of containment	
dangerous goods		

According to the definition of "import", when dangerous goods being imported are being transported to a place in Canada, the person who imports the dangerous goods is the consignor. If the dangerous goods are being transported through Canada, each person who transports them in Canada (that is, each carrier) is the consignor while in possession of the dangerous goods.

10.1 Transporting Dangerous Goods from the United States into or through Canada

Consignments of dangerous goods that originate in the United States are subject to expert inspection by U.S. inspectors. These consignments can be transported in Canada under the requirements of 49 CFR. However, consignments that originate in Canada are not permitted under these Regulations to be transported in Canada under 49 CFR only, because these consignments are not subject to expert inspection by U.S. inspectors.

- (1) Despite the requirements in Part 2, Classification, Part 3, Documentation and Part 4, Dangerous Goods Safety Marks, a person may handle or transport dangerous goods by railway vehicle from a place in the United States to a place in Canada or from a place in the United States through Canada to a place outside Canada in accordance with the classification, marking, labelling, placarding and documentation requirements of 49 CFR if
- (a) the information required on the shipping document is easy to identify, legible, in indelible print, in English or French and includes
- (i) when dangerous goods are transported to a place in Canada, the name and address of the place of business in Canada of the consignor,
The consignor in this case is the consignee in Canada.
- (ii) when dangerous goods are transported from a place in the United States through Canada to a place outside Canada, the name and the address of the place of business of each consignor, except that in this case the name and address may be shown on a separate document attached to the shipping document and is required only while that person is the consignor,
The consignor in this case is the carrier.
- (iii) the classification in Schedule 1 or in the UN Recommendations, for dangerous goods that have the letter "D" assigned to them in column I of the table to section 172.101 of 49 CFR, except for dangerous goods with the shipping name "Consumer commodity", and
SOR/2008-34
- (iv) in accordance with section 3.6 of Part 3, Documentation, the emergency response assistance plan reference number and the telephone number to call to activate the plan when an emergency response assistance plan is required under Part 7, Emergency Response Assistance Plan, for the dangerous goods shown on the shipping document;
SOR/2008-34
- (b) the person complies with the following sections in Part 3, Documentation:
- (i) section 3.2, Carrier Responsibilities,

- (ii) section 3.8, Location of a Shipping Document and Consist: Rail, and
- (iii) section 3.10, Location of a Shipping Document: Storage in the Course of Transportation, and
SOR/2008-34
- (c) on or after August 31, 2008, the labels and placards displayed for dangerous goods included in Class 2.3 or 6.1 are the labels and placards required in these Regulations for the dangerous goods. The labels or placards may be displayed before August 31, 2008.
SOR/2008-34

- (2) Subsection (1) does not apply to dangerous goods that
 - (a) are forbidden for transport by these Regulations;
 - (b) are not regulated by 49 CFR but are regulated by these Regulations;
 - (c) are transported under an exemption issued in accordance with Subpart B of Part 107 of 49 CFR; or
 - (d) are given dangerous goods safety mark or packaging exceptions in 49 CFR that are not permitted by these Regulations.*SOR/2008-34*

10.2 Transporting Dangerous Goods to or from an Aircraft, an Aerodrome or an Air Cargo Facility

- (1) Despite the requirements in Part 2, Classification, Part 3, Documentation, and Part 4, Dangerous Goods Safety Marks, if transport has been or is to be by aircraft, a person may handle or transport dangerous goods by railway vehicle to or from an aircraft, an aerodrome or an air cargo facility in accordance with the classification, marking, labelling and documentation requirements of the ICAO Technical Instructions, if
 - (a) the information required on the shipping document is easy to identify, legible, in indelible print, in English or French and includes, in accordance with section 3.6 of Part 3, Documentation, the emergency response assistance plan reference number and the telephone number to call to activate the plan when an emergency response assistance plan is required under Part 7, Emergency Response Assistance Plan, for the dangerous goods shown on the shipping document; and
 - (b) the person complies with the following provisions in Part 3, Documentation:
 - (i) section 3.2, Carrier Responsibilities,
 - (ii) paragraph 3.5(1)(f) and subsection 3.5(2), concerning a 24-hour number on a shipping document,
 - (iii) section 3.8, Location of a Shipping Document and Consist: Rail, and
 - (iv) section 3.10, Location of a Shipping Document: Storage in the Course of Transportation.*SOR/2002-306*
- (2) Subsection (1) does not apply if these Regulations forbid the transport of the dangerous goods or if the dangerous goods are not regulated by the ICAO Technical Instructions but are regulated by these Regulations.
- (3) When dangerous goods are transported to or from an aircraft, an aerodrome or an air cargo facility, by railway vehicle, the railway vehicle, or any means of containment visible from outside the railway vehicle must have placards displayed on it in accordance with Part 4, Dangerous Goods Safety Marks.
SOR/2008-34

10.3 Transporting Dangerous Goods to or from a Ship, a Port Facility or a Marine Terminal

- (1) Despite the requirements in Part 2, Classification, Part 3, Documentation, and Part 4, Dangerous Goods Safety Marks, if transport has been or is to be by ship, a person may handle an international consignment of dangerous goods or transport it by railway vehicle to or from a ship, a port facility or a marine terminal in accordance with the classification, marking, labelling, placarding and documentation requirements of the IMDG Code if
 - (a) the information required on the shipping document is easy to identify, legible, in indelible print, in English or French and includes, in accordance with section 3.6 of Part 3, Documentation, the emergency response assistance plan reference number and the telephone number to call to activate the plan when an emergency response assistance plan is required under Part 7, Emergency Response Assistance Plan, for the dangerous goods shown on the shipping document; and

SCHEDULE 1

CLASSES 1 TO 9

LEGEND

Col. 1 UN Number. This column gives the UN numbers for the shipping names of the dangerous goods. The shipping names are listed in alphabetical order in Schedule 3.

Col. 2 Shipping Name and Description. This column gives the shipping names for the dangerous goods. Each shipping name is written in upper case letters (capitals) and any descriptive text is written in lower case letters. The word “or” between shipping names indicates that there is more than one shipping name for the dangerous goods and that each shipping name is correct. Any one of the shipping names may be used, for example, to complete a shipping document.

See paragraph 1.3(2)(d) of Part 1 (Coming into Force, Repeal, Interpretation, General Provisions and Special Cases) for additional information about shipping names and how they may be written to complete, for example, a shipping document.
The abbreviation N.O.S. means “Not Otherwise Specified”.

Col. 3 Class. This column gives the primary class for the dangerous goods. Any subsidiary class is shown in parentheses under the primary class. There is no priority between or among subsidiary classes.

The word “Forbidden” in this column means that the dangerous goods must not be transported. Schedule 3 includes dangerous goods that are forbidden for transport but that do not have a UN number. *A person may apply for a Permit for Equivalent Level of Safety to transport these dangerous goods (see Part 14 (Permit for Equivalent Level of Safety))*

Col. 4 Packing Group/Category. This column gives the packing group or category for the dangerous goods.

All dangerous goods included in Class 1, Explosives, are assigned to packing group II. Dangerous goods included in Class 2, Gases, and Class 7, Radioactive Materials, do not have packing groups. Dangerous goods included in Class 6.2, Infectious Substances, are assigned to category A or B rather than to packing groups.

Col. 5 Special Provisions. This column gives the numbers of the special provisions that apply to the dangerous goods. The special provisions are set out in Schedule 2.

Col. 6 (a) Explosive Limit and Limited Quantity Index. This column gives the maximum quantity of dangerous goods that may be handled, offered for transport or transported either in accordance with section 1.17 of Part 1 (Coming into Force, Repeal, Interpretation, General Provisions and Special Cases) in the case of dangerous goods included in any of Classes 2 to 9, or in accordance with section 1.31 of Part 1 (Coming into Force, Repeal, Interpretation, General Provisions and Special Cases) in the case of dangerous goods included in Class 1, Explosives.

Section 1.17 applies to dangerous goods included in Classes 2 to 9. Section 1.17 may also apply to ammunition included in Class 1.4S and assigned to UN0012, UN0014 or UN0055.

Section 1.31 applies to dangerous goods included in Class 1.

Ammunition included in Class 1.4S and assigned to UN0012, UN0014 or UN0055 may be offered for transport with the Limited Quantity marking under special provision 125 of Schedule 2.

Col. 6 (b) Excepted Quantity Index. This column provides an alphanumeric code, set out in the table to subsection 1.17.1(2) of Part 1 (Coming into Force, Repeal, Interpretation, General Provisions and Special Cases), that indicates the maximum quantity of dangerous goods that may be handled, offered for transport or transported in accordance with section 1.17.1 of Part 1 (Coming into Force, Repeal, Interpretation, General Provisions and Special Cases) in the case of dangerous goods included in any of Classes 2 to 9.

Col. 7 ERAP Index. This column gives the ERAP (emergency response assistance plan) quantity limit above which an approved ERAP is required for the dangerous goods in accordance with section 7.1 of Part 7 (Emergency Response Assistance Plan).

The quantity limit is expressed in kilograms for solids, in litres for liquids, and, for gases, as the capacity in litres of the means of containment. For Class 1, Explosives, the quantity is expressed either in kilograms of net explosives quantity or, if the explosives are subject to special provision 85 or 86, number of articles.

For dangerous goods included in Class 3, Flammable Liquids, with the UN number UN1202, UN1203 or UN1863, see subsection 7.1(6) of Part 7 (Emergency Response Assistance Plan), which sets out ERAP requirements for those dangerous goods. For Class 6.2, Infectious Substances, see subsection 7.1(7) of Part 7 (Emergency Response Assistance Plan), which sets out the ERAP requirements for certain infectious substances.

The ERAP quantity limit applies to the row in this Schedule on which it appears. For example, UN1986 may require an ERAP for Packing Group I but not for Packing Group II or III.

If no index number is shown, an ERAP is not required unless the dangerous goods are subject to special provision 84 (*see subsection 7.1(7) of Part 7 (Emergency Response Assistance Plan)*).

In column 7 of the schedule, "SP" means "special provision".

Col. 8 Passenger Carrying Ship Index. This column gives the maximum quantity of dangerous goods that may be transported, per means of containment, on board a passenger carrying ship (*see section 1.6 of Part 1 (Coming into Force, Repeal, Interpretation, General Provisions and Special Cases)*). The quantity limit is expressed in kilograms for solids, in litres for liquids, and, for gases, as the capacity in litres of the means of containment. For Class 1, Explosives, the quantity is expressed either in kilograms of net explosives quantity or, if the explosives are subject to special provision 85 or 86, in number of articles. There may be special stowage requirements or restrictions for some of these dangerous goods, and the consignor should contact the marine carrier for more information.

The word "Forbidden" in this column means that the dangerous goods must not be transported in any quantity on board a passenger carrying ship. *A person may apply for a Permit for Equivalent Level of Safety to transport these dangerous goods (see Part 14 (Permit for Equivalent Level of Safety)).*

If no index number is shown, there is no quantity limit.

Col. 9 Passenger Carrying Road Vehicle or Passenger Carrying Railway Vehicle Index. This column gives the maximum quantity of dangerous goods that may be transported, per means of containment, on board a passenger carrying road vehicle or a passenger carrying railway vehicle (*see section 1.6 of Part 1, (Coming into Force, Repeal, Interpretation, General Provisions and Special Cases)*). The quantity limit is expressed in kilograms for solids, in litres for liquids, and, for gases, as the capacity in litres of the means of containment. For Class 1, Explosives, the quantity is expressed either in kilograms of net explosives quantity or, if the explosives are subject to special provision 85 or 86, in number of articles.

The word "Forbidden" in this column means that the dangerous goods must not be transported in any quantity on board a passenger carrying road vehicle or a passenger carrying railway vehicle. *A person may apply for a permit for Equivalent Level of Safety to transport these dangerous goods (see Part 14 (Permit for Equivalent Level of Safety)).*

If no index number is shown, there is no quantity limit.

HOW TO USE SCHEDULE 1

Important Principles

There are two important principles to follow:

1. The data in each row must be used exactly as it is presented to meet, for example, the requirements for completing a shipping document.
2. When one row has more than one sub-row in columns 4 to 9 (e.g., there is more than one packing group), the data used for that UN number must be taken entirely from the same row and the same sub-row.

This explanation describes how to use this Schedule. If a UN number is not known, one must refer to Schedule 3 to select the most appropriate UN number for the substance. In some cases, one UN number is used for several different products (generic entries or N.O.S.).

Four entries are used in the following three examples to illustrate four separate but similar ways of presenting data. The first example is described in detail. The entries are: UN1660, UN1664 and UN3446, and UN2024.

Example 1 : UN1660

Col. 1/Col. 2 UN1660 is the UN number (see column 1) for the shipping name NITRIC OXIDE, COMPRESSED (see column 2). Note that subparagraph 1.3(2)(d)(iii) of Part 1 (Coming into Force, Repeal, Interpretation, General Provisions and Special Cases) allows shipping names in English to be written in a different order from the order in Schedule 1, as long as the full shipping name is used and the word order is a commonly used one. For example, this substance may be referred to in English as either NITRIC OXIDE, COMPRESSED, or COMPRESSED NITRIC OXIDE.

Col. 3 The primary class is Class 2.3 and the two subsidiary classes are Class 5.1 and Class 8 (see column 3). Please note that no priority is to be assumed between or among subsidiary classes.

Col. 4 There is no packing group, which is true for all gases (see column 4).

Col. 5 There are two special provisions that apply (see column 5). They are Special Provisions 23 and 38, the text of which is in Schedule 2.

Col. 6 (a) NITRIC OXIDE, COMPRESSED, cannot be transported as a limited quantity because a "0" is set out for this substance in column 6 (a).

Col. 6 (b) NITRIC OXIDE, COMPRESSED, cannot be transported as an excepted quantity because the code "E0" is set out for this substance in column 6 (b).

Col. 7 NITRIC OXIDE, COMPRESSED, in a means of containment whose capacity exceeds 25 L requires an emergency response assistance plan because a "25" is set out for this substance in column 7.

Col.8/Col.9 NITRIC OXIDE, COMPRESSED, is forbidden for transport on a passenger carrying ship, a passenger carrying road vehicle or a passenger carrying railway vehicle, because the word "Forbidden" is set out for that substance in columns 8 and 9.

Col. 1	Col. 2	Col. 3	Col. 4	Col. 5	Col. 6		Col. 7	Col. 8	Col. 9
UN Number	Shipping Name and Description	Class	Packing Group/ Category	Special Provisions	6(a)	6(b)	ERAP Index	Passenger-Carrying Ship Index	Passenger-Carrying Road Vehicle or Passenger-Carrying Railway Vehicle Index
					Explosive Limit and Limited Quantity Index	Excepted Quantities			
UN1660	NITRIC OXIDE, COMPRESSED	2.3 (5.1) 8		23, 38	0	E0	25	Forbidden	Forbidden

Example 2 : UN1664 and UN3446

These dangerous goods can be transported under two different UN numbers: UN1664, NITROTOLUENES, LIQUID, for the liquid form of the substance and UN3446, NITROTOLUENES, SOLID, for the solid form of the substance. Once the correct UN number is chosen, i.e., the UN number for the liquid or the UN number for the solid, the information is read in the same fashion as Example 1, UN1660, NITRIC OXIDE, COMPRESSED.

Col. 1 UN Number	Col. 2 Shipping Name and Description	Col. 3 Class	Col. 4 Packing Group/ Category	Col. 5 Special Provisions	Col. 6		Col. 7 ERAP Index	Col. 8 Passenger- Carrying Ship Index	Col. 9 Passenger- Carrying Road Vehicle or Pas- senger- Carrying Railway Vehicle Index
					6(a) Explosive Limit and Limited Quantity Index	6(b) Excepted Quantities			
UN1664	NITROTOLUENES, LIQUID	6.1	II		0.1 L	E4			5 L
UN3446	NITROTOLUENES, SOLID	6.1	II		0.5 kg	E4			25 kg

Example 3 : UN2024

This UN number appears only once for the shipping name MERCURY COMPOUND, LIQUID, N.O.S., but the entry contains three different sets of data, one for each of the three packing groups. The abbreviation N.O.S. means "Not Otherwise Specified".

The UN number, shipping name and class are the same for each packing group. However, the remaining data are taken from the applicable packing group sub-row in columns 4 to 9, and are read in the same fashion as Example 1, UN1660, NITRIC OXIDE, COMPRESSED.

Note that all the data used to complete a shipping document, for example, must be from the same row (columns 1 to 3) and the same sub-row (columns 4 to 9).

Col. 1 UN Number	Col. 2 Shipping Name and Description	Col. 3 Class	Col. 4 Packing Group/ Category	Col. 5 Special Provisions	Col. 6		Col. 7 ERAP Index	Col. 8 Passenger- Carrying Ship Index	Col. 9 Passenger- Carrying Road Vehicle or Pas- senger- Carrying Railway Vehicle Index
					6(a) Explosive Limit and Limited Quantity Index	6(b) Excepted Quantities			
UN2024	MERCURY COMPOUND, LIQUID, N.O.S., excluding mercurous chloride and cinnabar	6.1	I	16	0	E5	1 000		1 L
			II	16	0.1 L	E4			5 L
			III	16	5 L	E1			60 L

Schedule 1

Classes 1 to 9

Col. 1 UN Number	Col. 2 Shipping Name and Description	Col. 3 Class	Col. 4 Packing Group/ Category	Col. 5 Special Provisions	Col. 6		Col. 7 ERAP Index	Col. 8 Passenger- Carrying Ship Index	Col. 9 Passenger- Carrying Road Vehicle or Passenger- Carrying Railway Vehicle Index
					6(a) Explosive Limit and Limited Quantity Index	6(b) Excepted Quantities			
UN0004	AMMONIUM PICRATE dry or wetted with less than 10% water, by mass	1.1D	II		5	E0	75	10	Forbidden
UN0005	CARTRIDGES FOR WEAPONS with bursting charge	1.1F	II		0	E0	75	Forbidden	Forbidden
UN0006	CARTRIDGES FOR WEAPONS with bursting charge	1.1E	II		0	E0	75	10	Forbidden
UN0007	CARTRIDGES FOR WEAPONS with bursting charge	1.2F	II		0	E0	75	Forbidden	Forbidden
UN0009	AMMUNITION, INCENDIARY with or without burster, expelling charge or propelling charge	1.2G	II		0	E0	75	10	Forbidden
UN0010	AMMUNITION, INCENDIARY with or without burster, expelling charge or propelling charge	1.3G	II		0	E0		10	Forbidden
UN0012	CARTRIDGES FOR WEAPONS, INERT PROJECTILE; or CARTRIDGES, SMALL ARMS	1.4S	II	125	25	E0			
UN0014	CARTRIDGES FOR WEAPONS, BLANK; or CARTRIDGES, SMALL ARMS, BLANK	1.4S	II	125	25	E0			
UN0015	AMMUNITION, SMOKE with or without burster, expelling charge or propelling charge	1.2G	II		0	E0	75		Forbidden
UN0016	AMMUNITION, SMOKE with or without burster, expelling charge or propelling charge	1.3G	II		0	E0			Forbidden
UN0018	AMMUNITION, TEAR-PRODUCING with burster, expelling charge or propelling charge	1.2G (6.1) (8)	II		0	E0	75		Forbidden
UN0019	AMMUNITION, TEAR-PRODUCING with burster, expelling charge or propelling charge	1.3G (6.1) (8)	II		10	E0	75		Forbidden
UN0020	AMMUNITION, TOXIC with burster, expelling charge or propelling charge	1.2K (6.1)	II	16	0	E0	75	Forbidden	Forbidden
UN0021	AMMUNITION, TOXIC with burster, expelling charge or propelling charge	1.3K (6.1)	II	16	0	E0	75	Forbidden	Forbidden
UN0027	BLACK POWDER granular or as a meal; or GUNPOWDER granular or as a meal	1.1D	II	76, 90	10	E0	75	10	Forbidden
UN0028	BLACK POWDER, COMPRESSED; BLACK POWDER, IN PELLETS; GUNPOWDER, COMPRESSED; or GUNPOWDER, IN PELLETS	1.1D	II	90	10	E0	75	10	Forbidden
UN0029	DETONATORS, NON-ELECTRIC for blasting	1.1B	II	86	0	E0	5 000	100	100
UN0030	DETONATORS, ELECTRIC for blasting	1.1B	II	86	0	E0	5 000	100	100

Consolidated Transportation of Dangerous Goods Regulations,
including Amendment SOR/2015-100

Codification du Règlement sur le transport des marchandises
dangereuses, y compris la modification DORS/2015-100

Col. 1 UN Number	Col. 2 Shipping Name and Description	Col. 3 Class	Col. 4 Packing Group/ Category	Col. 5 Special Provisions	Col. 6		Col. 7 ERAP Index	Col. 8 Passenger- Carrying Ship Index	Col. 9 Passenger- Carrying Road Vehicle or Passenger- Carrying Railway Vehicle Index
					6(a) Explosive Limit and Limited Quantity Index	6(b) Excepted Quantities			
UN0033	BOMBS with bursting charge	1.1F	II		0	E0	75	Forbidden	Forbidden
UN0034	BOMBS with bursting charge	1.1D	II		0	E0	75	10	Forbidden
UN0035	BOMBS with bursting charge	1.2D	II		0	E0	75	10	Forbidden
UN0037	BOMBS, PHOTO-FLASH	1.1F	II		0	E0	75	Forbidden	Forbidden
UN0038	BOMBS, PHOTO-FLASH	1.1D	II		0	E0	75	10	Forbidden
UN0039	BOMBS, PHOTO-FLASH	1.2G	II		0	E0	75	10	Forbidden
UN0042	BOOSTERS without detonator	1.1D	II		0	E0	75	10	Forbidden
UN0043	BURSTERS, explosive	1.1D	II		0	E0	75	10	Forbidden
UN0044	PRIMERS, CAP TYPE	1.4S	II	85	0	E0			
UN0048	CHARGES, DEMOLITION	1.1D	II		0	E0	75	10	Forbidden
UN0049	CARTRIDGES, FLASH	1.1G	II		0	E0	75	10	Forbidden
UN0050	CARTRIDGES, FLASH	1.3G	II		0	E0		10	Forbidden
UN0054	CARTRIDGES, SIGNAL	1.3G	II		25	E0		10	Forbidden
UN0055	CASES, CARTRIDGE, EMPTY, WITH PRIMER	1.4S	II	125	25	E0			
UN0056	CHARGES, DEPTH	1.1D	II		0	E0	75	10	Forbidden
UN0059	CHARGES, SHAPED without detonator	1.1D	II		25	E0	75	10	Forbidden
UN0060	CHARGES, SUPPLEMENTARY, EXPLOSIVE	1.1D	II		0	E0	75	10	Forbidden
UN0065	CORD, DETONATING, flexible	1.1D	II		25	E0	75	10	Forbidden
UN0066	CORD, IGNITER	1.4G	II	76	25	E0		10	20
UN0070	CUTTERS, CABLE, EXPLOSIVE	1.4S	II		25	E0			
UN0072	CYCLONITE, WETTED with not less than 15% water, by mass; CYCLOTTRIMETHYLENETRINITRAMINE, WETTED with not less than 15% water, by mass; HEXOGEN, WETTED with not less than 15% water, by mass; or RDX, WETTED with not less than 15% water, by mass	1.1D	II	79	0	E0	75	10	Forbidden
UN0073	DETONATORS FOR AMMUNITION	1.1B	II		0	E0	75	10	Forbidden
UN0074	DIAZODINITROPHENOL, WETTED with not less than 40% water, or mixture of alcohol and water, by mass	1.1A	II	79	0	E0	75	Forbidden	Forbidden
UN0075	DIETHYLENEGLYCOL DINITRATE, DESENSITIZED with not less than 25% non-volatile, water-insoluble phlegmatizer, by mass	1.1D	II	79	0	E0	75	10	Forbidden
UN0076	DINITROPHENOL, dry or wetted with less than 15% water, by mass	1.1D (6.1)	II		5	E0	75	10	Forbidden
UN0077	DINITROPHENOLATES, alkali metals, dry or wetted with less than 15% water, by mass	1.3C (6.1)	II		10	E0	75	10	Forbidden
UN0078	DINITRORESORCINOL, dry or wetted with less than 15% water, by mass	1.1D	II		5	E0	75	10	Forbidden

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MAINE

In re:

Bk. No. 13-10670

MONTREAL, MAINE & ATLANTIC

Adversary Proceeding No. 14-1001

RAILWAY, LTD.,

Debtor.

ROBERT J. KEACH, solely in his capacity
as the chapter 11 trustee for MONTREAL,
MAINE & ATLANTIC RAILWAY, LTD.,

Plaintiff

[PROPOSED] ORDER

v.

WORLD FUEL SERVICES
CORPORATION, WORLD FUEL
SERVICES, INC., WESTERN
PETROLEUM COMPANY, WORLD
FUEL SERVICES, CANADA, INC.,
PETROLEUM TRANSPORT
SOLUTIONS, LLC, IRVING OIL
LIMITED, CANADIAN PACIFIC
RAILWAY COMPANY, AND SMBC
RAIL SERVICES, LLC

Defendants.

Upon consideration of Canadian Pacific Railway Company's (CP) Rule 12(b)(2) and 12(b)(6) (which Fed. R. Bankr. P. 7012 makes applicable to this adversary proceeding) motion to dismiss, the Court GRANTS the motion for lack of personal jurisdiction and alternatively for failure to state a claim upon which relief can be granted.

Accordingly, all claims that the second amended complaint asserted against CP are dismissed with prejudice.

Dated: _____, 2015

Hon. Peter G. Cary
United States Bankruptcy Court Judge