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BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 36873

UNION PACIFIC CORPORATION AND UNION PACIFIC RAILROAD COMPANY
– CONTROL –
NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY

COMMENT AND REQUEST FOR CONDITIONS OF THE MICHIGAN DEPARTMENT OF TRANSPORTATION

INTRODUCTION

The Michigan Department of Transportation's (MDOT's) mission is to serve and connect people, communities, and the economy through transportation. MDOT supports economic stability and development throughout the state through its efforts to ensure a safe and reliable freight rail transportation network that supports Michigan companies producing manufactured goods and chemical, agricultural, mining, and forest products. MDOT's Office of Rail serves as the regulatory authority over all public at-grade crossings, administers grant programs for freight rail development, preservation and safety projects, and works closely with the freight railroads serving Michigan businesses and industries. The state supports three Amtrak routes that in part operate on host-railroad Norfolk Southern's (NS's) network between Chicago and Porter, Indiana. Michigan is also home to a federally designated high-speed rail corridor, for which MDOT and

Amtrak own and maintain the railroad right of way and over which NS operates freight service with trackage rights and interchanges to several NS properties.

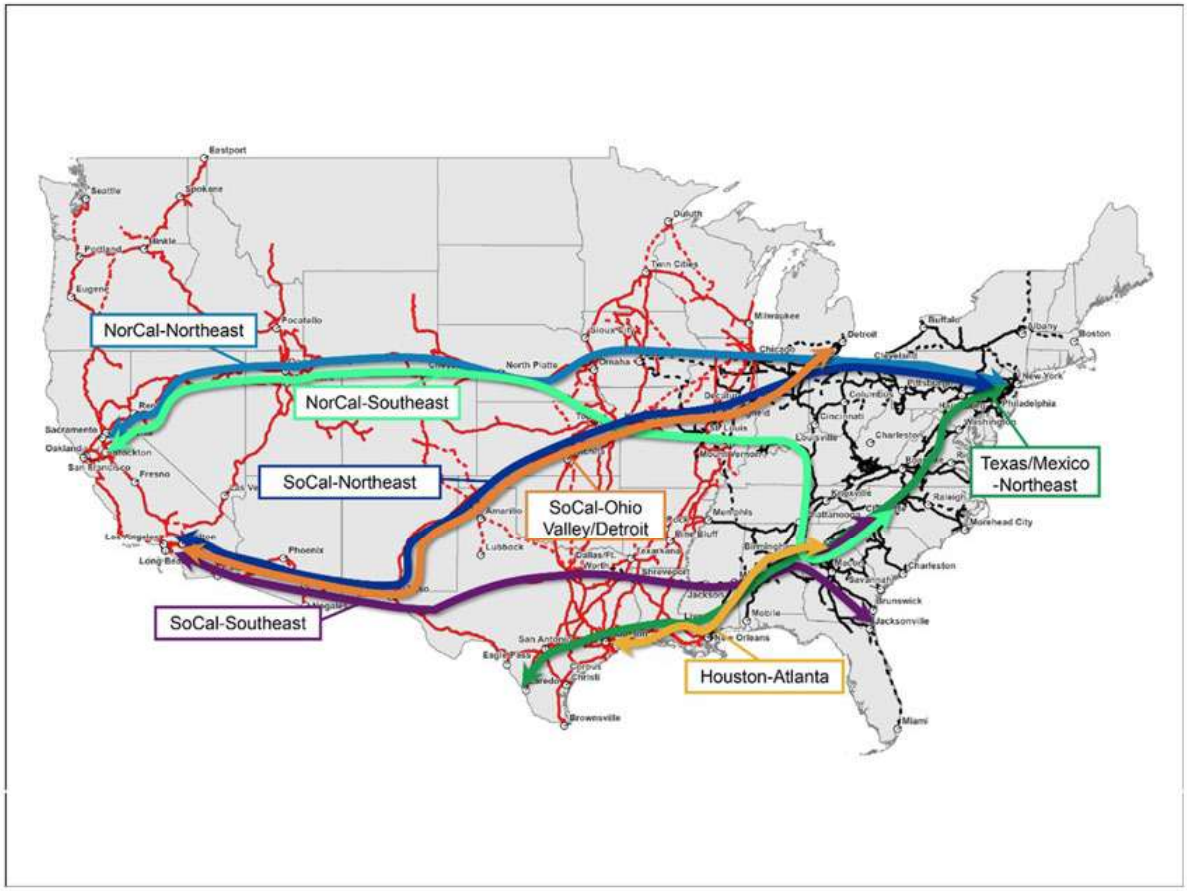
MDOT has a substantial interest in the proposed acquisition of Norfolk Southern Corporation by Union Pacific Corporation (Applicants) and is requesting that the STB thoroughly evaluate potential impacts the transaction would pose to rail service and public safety within Michigan and mitigate potential risks by imposing certain condition on the merger, should it be approved. NS is a major freight and passenger rail partner to MDOT, and the STB should consider the unique partnership MDOT and NS have developed. Therefore, it is imperative that the Applicants provide adequate detail and agree to certain conditions before the STB approves the merger.

COMMENTS

I. Greater Analysis Needed on NS Chicago Line Traffic

Trackage between Chicago Union Station and Porter, Indiana, is critical to the future of Michigan's and other states' passenger rail service and growth. Changes in freight patterns, such as the new intermodal single-line services proposed by the merger, will inevitably affect train routing, interchanges, and capacity on the line that carries all MDOT's current and future passenger rail service. See Figure 1 below.

Figure 1. New Intermodal Single-Line Service



Merger-related metrics, provided by the Applicants, present traffic growth between CP 518 and Porter, Indiana. See Table 1 below.[1]

[1] Before the Surface Transportation Board, Finance Docket No. 36873, *Union Pacific Corporation and Union Pacific Railroad Company – Control – Norfolk Southern Corporation and Norfolk Southern Railway Company*, UP–NS Environmental Impact Statement interactive GIS and Applicant-supplied merger-related segment metrics, submitted October 9, 2026, accessed November 4, 2026. https://experience.arcgis.com/experience/d03f432c2dfd466894184a77d2cc2547

Table 1. Merger-Related Metrics: NS Chicago Line – CP 518 to Porter

Segment Key	Start Milepost	Start Location	End Milepost	End Location
12307	518.50	CP 518	516.90	Chicago 47th Street (NS CD 517)
10058	516.90	Chicago 47th Street (NS CD 517)	502.80	CP 502
10059	502.80	CP 502	482.20	Porter , IN (NS CD 482)

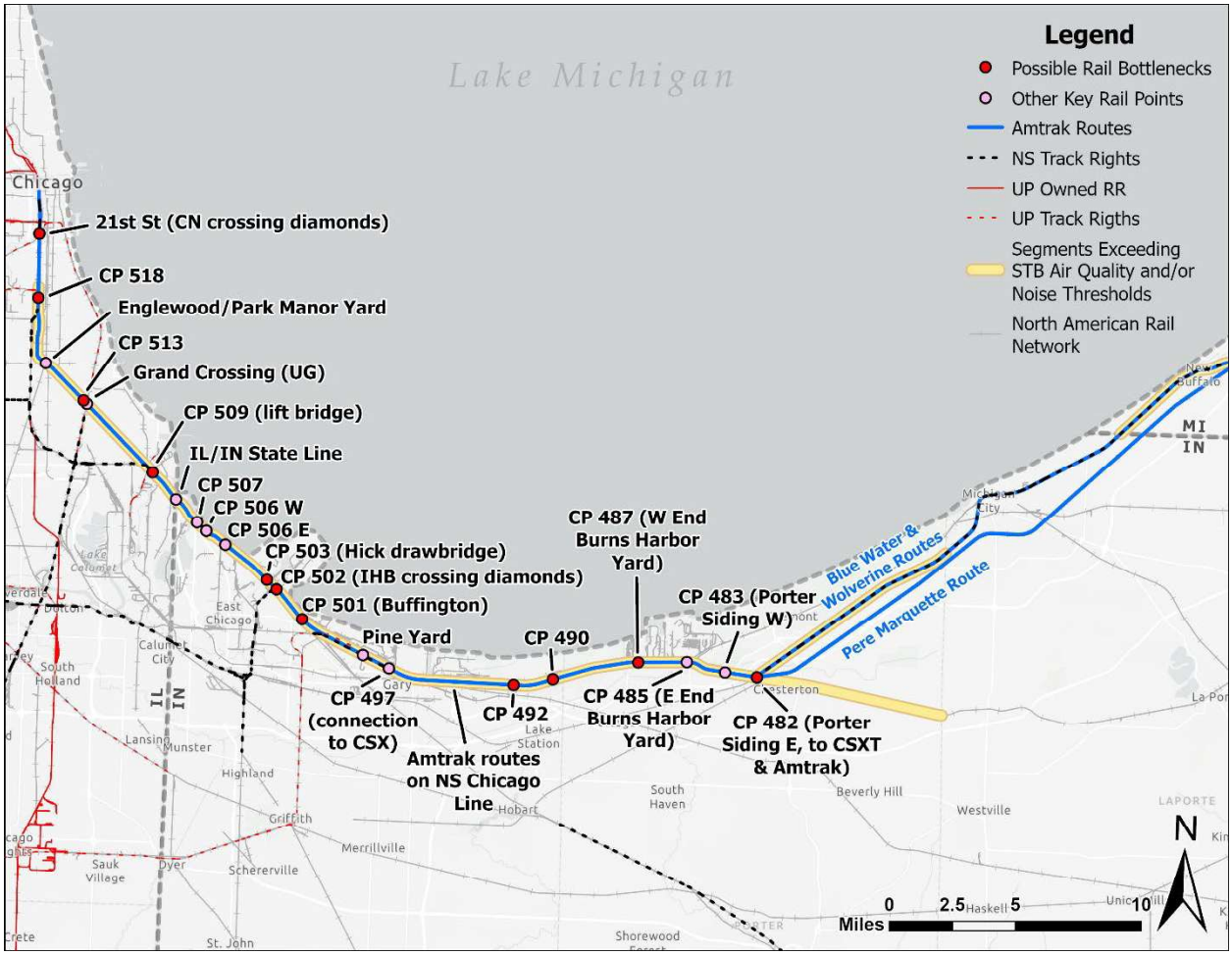
	12307		10058		10059	
	TPD	mGTMs	TPD	mGTMs	TPD	mGTMs
Baseline Annual	47.92	86.52	62.04	1,279.77	77.13	2,541.86
Baseline Organic Growth 5 years	3.98	10.42	5.78	154.10	7.60	306.07
Year 5 Annual without Transaction	51.90	96.94	67.82	1,433.87	84.73	2,847.93
Year 5 Annual with Transaction	63.86	158.31	72.64	1,839.52	89.13	3,423.49
Transaction Growth	11.96	61.37	4.82	405.66	4.40	575.56
Percent Transaction Growth	N/A	63.30%	N/A	28.30%	N/A	20.20%

Additionally, BNSF's September 9, 2026, filing describes an anticipated request for approximately 824 route miles of overhead trackage rights from Chicago to Bethlehem, Pennsylvania, including NS's Chicago Line.[2]

The customer on-time performance for Amtrak's Wolverine, Bluewater, and Pere Marquette services, measured by monthly average, rarely meets the standard defined in 49 CFR § 273.5. This substandard performance is in part due to insufficient capacity and multiple "bottlenecks" in the "South of the Lake" area. See Figure 2 below.

[2] Before the Surface Transportation Board, Finance Docket No. 36873, *Union Pacific Corporation and Union Pacific Railroad Company – Control – Norfolk Southern Corporation and Norfolk Southern Railway Company*, BNSF Railway Company, "Description of Responsive Applications," Filing No. 312262, September 9, 2026, p. 9, footnote 9.

Figure 2. NS Chicago Line Interlockings and "Bottlenecks"



However, the Applicants state that existing capacity can accommodate projected freight growth while maintaining current passenger service. Their July supplement compares historical capacity utilization and passenger delays and provides statistical analysis but does not address the current on time performance (OTP) issue. Furthermore, protecting public interest in this merger requires more than addressing today's OTP challenges; it requires ensuring that Michigan can successfully deliver its planned service expansion through programs such as the FRA's Corridor ID program. The analysis and conclusion provided by the Applicants does not establish sufficient basis for achieving current OTP goals and

does not consider the required capacity needed for frequency increases previously discussed with NS in ongoing Corridor ID studies.[3] [4]

Therefore, MDOT requests that:

1. The Applicants provide additional rail traffic analyses that substantiate the claim that current service levels for the Wolverine, Bluewater, and Pere Marquette Amtrak Services will not be affected and that customer OTP metrics can reliably be achieved post-merger; and

2. Approval be conditioned on the Applicants meeting or exceeding NS's current level of cooperation with MDOT and Midwest state partners in the service development planning for improved passenger service in the Chicago area, including the planned doubling of passenger rail service between Michigan and Chicago.

II. Impacts on MDOT-NS Operating and Project Agreements

A. Joint Operating Agreement on the Michigan Line

NS has retained a freight easement and provides freight services on the state-owned Michigan Line between Kalamazoo and Dearborn through a "Joint Operating Agreement (JOA)." STB filing data shows increased freight traffic will result in air quality and noise levels above the STB thresholds between Augusta, Michigan and the Baron Control Point (CP), where Class I railroads NS currently serves customers out of Hinman Yard. See Figure 3 below.

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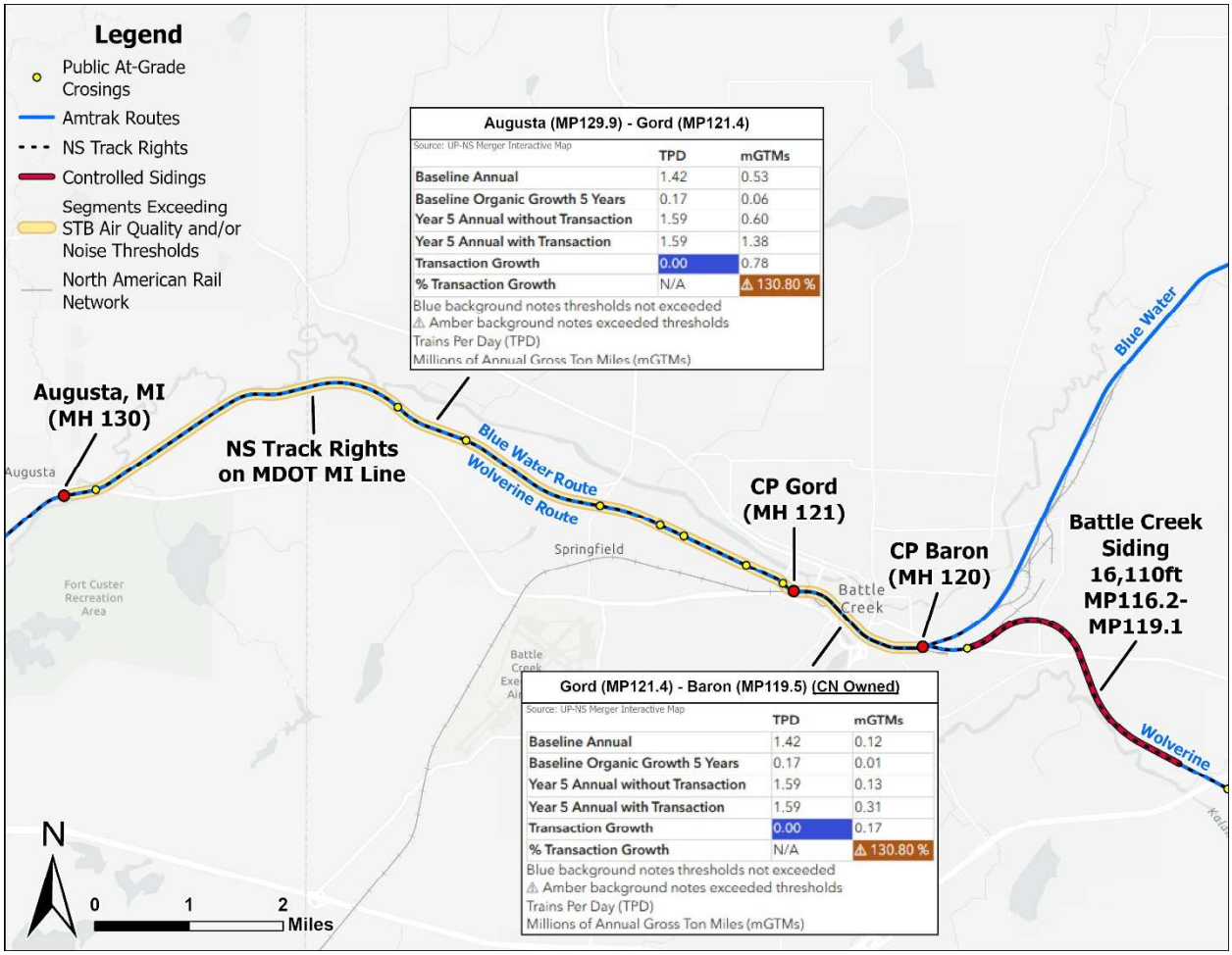
[3] Before the Surface Transportation Board, Finance Docket No. 36873, *Union Pacific Corporation and Union Pacific Railroad Company – Control – Norfolk Southern Corporation and Norfolk Southern Railway Company*, "Applicants' Second Response to Decision No. 21,", supplemental pp. 170–182, July 27, 2026 (UP-80/NS-78).

[4] Michigan Department of Transportation, *Michigan Passenger Rail Future*, accessed October 9, 2026. https://www.michigan.gov/mdot/travel/mobility/rail/michigan-passenger-rail-future

Figure 3. Freight Traffic between Augusta and Control Point Baron, MI



Therefore, MDOT requests that:

3. The Applicants provide additional information on the impacts to passenger rail capacity and performance from additional freight service anticipated from the merger at Wayne Yard, Jackson Yard, Hinman Yard, and Botsford Yard; and

4. The Applicants provide quantitative information on proposed traffic increases and interchange operations between Augusta and the Baron CP, and any infrastructure improvements needed to accommodate the traffic growth.

B. FRA CRISI Project for Detroit RECHARGED

MDOT is the grantee for the FRA-funded "Detroit RECHARGED" CRISI grant at Livernois Yard. NS is leading the engineering, procurement and

construction of the project, and MDOT, NS and the City of Detroit have worked to move the project through the preliminary engineering and environmental review process. Final design work is currently being developed, and it is anticipated that construction work on the project will commence in 2028, once FRA's approvals are completed for all pre-construction activities. This project will have a significant positive impact on the Livernois Yard facility, and on companies in Southeast Michigan and the surrounding neighborhoods. It is important that this project continue to receive support and funding through its completion.

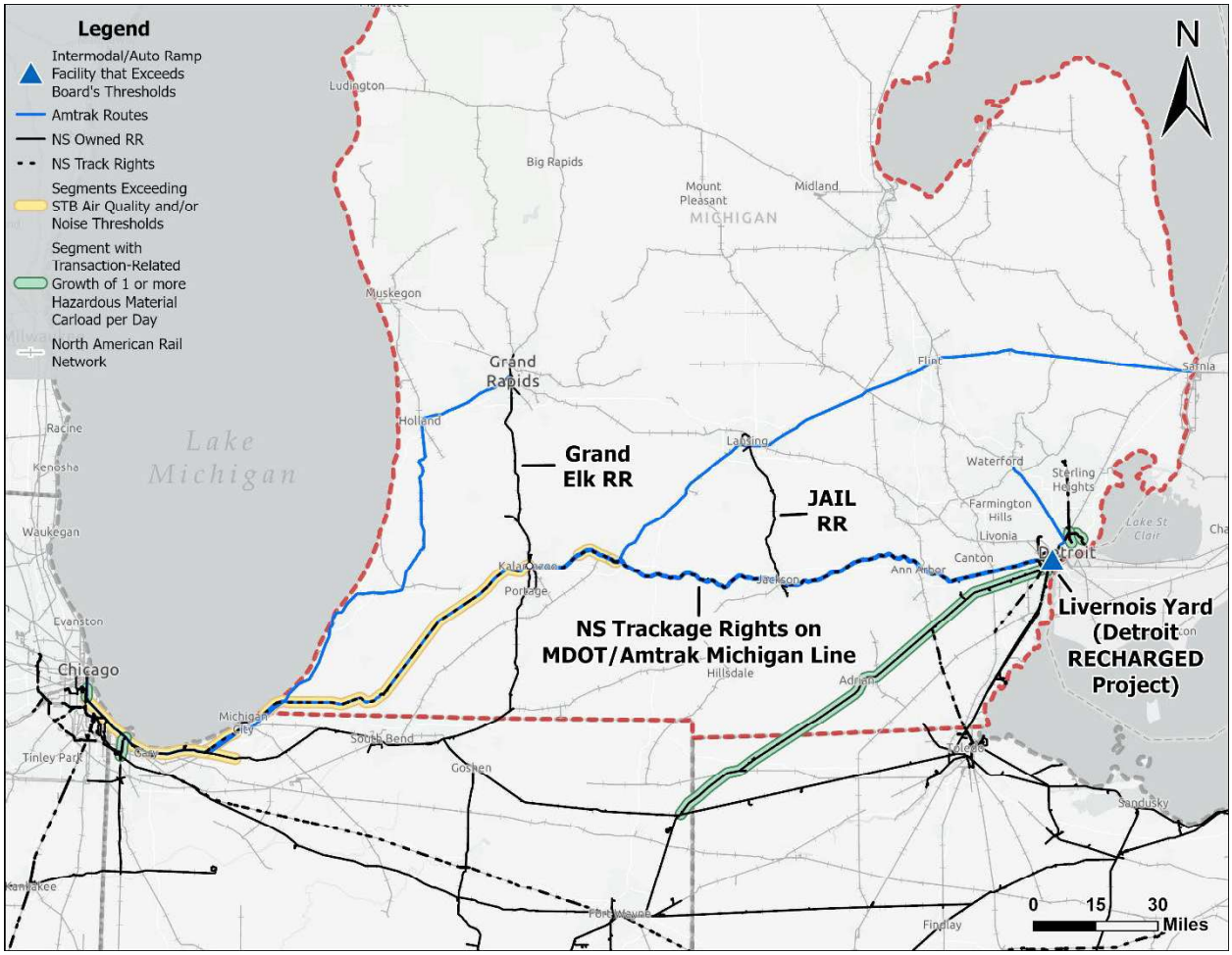
Therefore, MDOT requests that:

5. Approval be conditioned on the Applicants' commitment to completing the Detroit RECHARGED project.

III. Impacts on Local Traffic and Regional and Shortline Railroad Network

NS is one of four Class I railroads that serve Michigan and one of twenty-nine railroads that operate in the state. Due to the constraints of Michigan's geography, the regional and shortline railroads are particularly dependent on Class I railroads for access throughout North America and globally. Preserving the regional, shortline, and interchange railroads' connections with NS is critical. NS has operating/lease agreements with Jackson and Lansing Railroad (JAIL) and the Grand Elk Railroad (GDLK) and jointly owns Conrail in southeast Michigan with CSX, all of which interact with the freight service provided by NS on the MDOT/Amtrak Michigan Line. See Figure 4 below.

Figure 4. Norfolk Southern Railroad Connections



It is also critical to preserve service and industrial development efforts on the network that will not be part of the transcontinental corridor to ensure service for existing and future Michigan customers.

Therefore, MDOT requests that:

6. The Applicants provide specific information to address Michigan-related interchange impacts anticipated by the merger;

7. Approval be conditioned on existing Michigan-related trackage rights and lease agreements being upheld; and

8. The STB clarify the Conrail Shared Assets Operations ownership post-merger.

IV. Potential Effects of Longer Trains

The Applicants propose to increase the length of legacy Norfolk Southern trains by applying Union Pacific's operating practices, technology, and approach to asset utilization. The revised Operating Plan estimates that this change would reduce annual initial crew starts on the existing NS network by approximately 7.2 percent beyond the reductions associated with the Optimized Plan. The plan also anticipates increasing legacy NS train lengths without increasing the number of locomotives per train. Potential effects of longer trains include longer gate-down times causing traffic backups at crossings, more time to clear interlockings, constraints at sidings and receiving tracks, and conflicts with passenger train meets or overtakes. Although there is no regulatory authority over blocked crossings, MDOT oversees public safety at highway-railroad at-grade crossings throughout the state. The application states that blocked-crossing measures will be submitted through environmental review but does not quantify Michigan crossing effects.

Therefore, MDOT requests that:

9. The Applicants provide Michigan-specific baseline and projected train lengths by route and train type and the supporting operational analyses.

CONCLUSION

NS is a critical partner in MDOT's mission to ensure the safety and effectiveness of rail transportation in Michigan. The continued success of that mission depends on a thorough evaluation and understanding of the impacts of the proposed transaction. Consequently, MDOT respectfully requests that the STB complete a full evaluation of the proposed merger and require the Applicants to provide the information and agree to the conditions specified above before approving the merger.

Respectfully submitted,

E-SIGNED by Paul McDonald
on 2026-11-18 07:58:02 EST

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Dated: November 18, 2026

CERTIFICATE OF SERVICE

This is to certify that a copy of the foregoing Comment and Request for Conditions of the Michigan Department of Transportation has been electronically filed with the Surface Transportation Board and served on all parties of record in this proceeding by email or first-class mail this 18th day of November, 2026.

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