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CITY OF CHICAGO

Before the Surface Transportation Board

Docket No. FD 36873

Union Pacific Corporation and Union Pacific Railroad Company – Control – Norfolk Southern Corporation and Norfolk Southern Railway Company

Comments and Request for Conditions of the City of Chicago

Chief of Case Administration
Office of Chief Counsel
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

November 18, 2026

Pursuant to 49 U.S.C. § 11325 and Decision No. 30 in the above-captioned proceeding, the City of Chicago ("Chicago" or the "City") hereby submits comments and requests for conditions on the proposed acquisition of control (the "Transaction") of Norfolk Southern Corporation and Norfolk Southern Company ("NS") by Union Pacific Corporation and Union Pacific Railroad Company ("UP"; collectively, the "Applicants"), as reflected in the Amended Railroad Control Application filed April 30, 2026, as supplemented July 7 and July 27, 2026 (collectively, the "Application").

INTRODUCTION

As the largest city in Illinois and the third-largest city in the U.S.,[1] Chicago is also a significant hub of national and international economic activity, and one of the most significant centers of rail transportation in the U.S., one of two locations where all North American Class I rail lines merge. Chicago accordingly has a substantial interest in understanding the potential effects of the proposed Transaction on the transportation system serving the City and surrounding communities.

The proposed Transaction will affect the City's interests through changes in freight rail traffic, train frequency and length, routing, operating patterns, dispatching, interchange activity, switching, terminal utilization, and use of existing rail infrastructure. These changes may directly and indirectly affect shared freight and passenger rail infrastructure, highway-rail grade crossings, freight terminals, air quality, noise and vibration, transportation safety and mobility, and

[1] Chicago's population is approximately 2,716,450. https://www.chicago.gov/city/en/about/facts.html.

communities located along affected rail corridors. Both for the purposes of (a) understanding and commenting on the potential effects of the Transaction and (b) accurately projecting the future growth of freight and passenger rail operations, the City offers the following comments and proposed conditions to guide this Board in its understanding of the impacts of the Transaction and request potential mitigation measures.

The Applicants must demonstrate that the Transaction will advance the public interest. The unprecedented size and scope of this private railroad merger, which is projected to profoundly change the country's transportation network in many respects, necessitates safeguarding the public interest. Both UP and NS conduct extensive operations in Chicago and surrounding communities, primarily the City's southern and western suburbs, and share track with Metra and Amtrak passenger rail operations. These operations include rail freight transportation on UP's Geneva and Rockwell Subdivisions, NS' Chicago Line, and over the lines of other carriers; major intermodal and manifest yards that handle interchange between trains, transloading to and from motor carrier, the assembly of trains, and termination and origination of service. The volume and intensity of existing UP and NS activities have impacts today on communities who experience blocked at-grade crossings, the effects of idling trains in yards, and air quality and congestion impacts where trucks enter and exit railyards. The application submitted to the STB indicates that the merged railroad will generate increased freight traffic that will exacerbate all of the conditions identified above. However, the application is generally lacking in the level of detail and specificity impacted parties and the STB require in order to assess the actual impacts of the merger. Despite repeated direction from the STB to provide detailed and precise analysis, the Application remains highly generalized. This Board must ensure the Applicants mitigate the effects of the Transaction on those affected by increased freight rail operations. The City proposes conditions that will support the goals of the Transaction to improve freight rail service while protecting the interests of Chicago's residents, businesses, and institutions. This Board's general authority over rail transportation[2] and broad mandate to protect the public interest[3] demands that any approval of the Transaction reflect that the Applicants have demonstrated to this Board that the merger will affirmatively advance that interest.

The City has commissioned its own technical analysis of the Application, including by:

- DB E.C.O., whose report summarizing the City's review, identification of shortcomings in the Application, and proposals to supplement the Application to provide the information necessary for a meaningful review is attached to this letter as **Appendix 1**.

- Cambridge Systematics, whose memorandum summarizing potential impacts of the Transaction on the Chicago Region Environmental and Transportation Efficiency ("CREATE") Program is attached to this letter as **Appendix 2**.

The largely privately-owned national rail network is an integral component of the multi-modal U.S. transportation ecosystem. UP and NS benefit from significant public investment in that

[2] 49 U.S.C. § 10101.
[3] 49 U.S.C. § 11324(c).

network. Just in the past year, grant funding from the Federal Railroad Administration ("FRA"),[4] Federal Transit Administration ("FTA"),[5] and Federal Highway Administration ("FHWA")[6] for improvements to the nation's rail infrastructure totaled approximately $16 billion. In addition, public entities including the State of Illinois, the City, and numerous counties and municipalities participate in the CREATE Program to improve the fluidity of rail transportation throughout the greater Chicago region through targeted infrastructure and operational improvements. As of December 2024, the CREATE Program had received $2.5 billion in funding commitments, including $1.04 billion from the federal government, almost $1 billion from state and local sources, and $534 million from participating railroads.[7] By contrast, UP's FY 2026 capital expenditures ("cap ex") program is reported at $3.5 billion[8] and NS' is $2.1 billion.[9] Given the significant public investments that directly benefit the Applicants in the Chicagoland area, the Transaction must reflect an ongoing commitment to partnership with public entities to ensure the health of the freight and passenger rail network in the region. Notably, the Application to date reflects no proposed capacity investments to address the anticipated impacts of the Transaction in the region CREATE addresses.

PROTECTING THE PUBLIC INTEREST

In reviewing a proposed merger of two Class I railroads, the Board is required by statute to determine whether the proposed merger is in the public interest.[10] To determine whether such a merger is in the public interest, the Board is required by statute to consider "the effect of the proposed transaction on the adequacy of transportation to the public."[11] This requirement for a broader consideration of the public interest in assessing mergers between at least two Class I railroads sets the standard for the Board's considerations apart from transactions involving smaller Class II and Class III railroads, which focus public interest considerations more squarely on competition for shippers.[12]

To determine whether the Application is in the public interest, the Board must perform a balancing test that weighs potential benefits to applicants and the public against the potential harm to the public, and must determine that the merger will serve the public interest only if the Applicants demonstrate "substantial and demonstrable gains in important public benefits—such as improved service and safety, enhanced competition, and greater economic efficiency—[that]outweigh any anticompetitive effects, potential service disruptions, or other merger-related harms".[13] Potential harm to the public includes consideration of reduction of competition and harm

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[4] https://railroads.dot.gov/elibrary/fy25-26-crisi-recipients-project-summaries; https://railroads.dot.gov/partnership-program.

[5] https://www.transit.dot.gov/sites/fta.dot.gov/files/2025-11/FY26-Annual-Report-on-Funding-Recommendations.pdf.

[6] https://highways.dot.gov/safety/hsip/xings/railway-highway-crossing-program-overview.

[7] https://create-program-wp-assets.s3.us-east-2.amazonaws.com/wp-content/uploads/20241210_Rail-and-CREATE-Program-Overview.pdf, at 3.

[8] https://investor.unionpacific.com/news-releases/news-release-details/union-pacific-reports-third-quarter-2026-results.

[9] https://fortune.com/company/norfolk-southern/earnings/q3-2026/.

[10] 49 U.S.C. § 11324(c).

[11] 49 U.S.C. § 11324(b)(1).

[12] *See Commuter Rail Div. of the Reg'l Transp. Auth. v. STB*, 608 F.3d 24, 33 (D.C. Cir. 2010).

[13] 49 C.F.R. § 1180.1(c).

to essential services.[14] The Board must ensure that essential passenger and commuter rail services are preserved wherever feasible.[15] In this connection, the City shares Metra's concern regarding protecting and preserving the existing levels of passenger and commuter rail service in the Chicago region, and the potential for such service to expand. Consequently, the City believes that Metra's comments in this regard should receive favorable consideration. An existing service is essential if there is a sufficient public need for the service and adequate alternative transportation is not available.[16]

When the Board updated its major consolidation procedures in 2001, it explained that the current rules "substantially increase the burden on applicants to demonstrate that a proposed transaction would be in the public interest, by requiring them, among other things, to demonstrate that the transaction would enhance competition where necessary to offset negative effects of the merger, such as competitive harm or service disruptions."[17]

The Board is authorized by statute to impose conditions governing approval of railroad mergers and will condition the approval of Class I combinations to mitigate or offset harm to the public interest.[18] The Board has "extraordinarily broad discretion in deciding whether to impose protective conditions in the context of railroad consolidations."[19] The Board's selection of conditions is afforded "great deference" by reviewing courts, which will deny a petition for review of the Board's decision as long as that decision is supported by substantial evidence in the record and was reached by reasoned decision-making.[20] The principal harms for which conditions are appropriate include the loss of the ability to provide essential services.[21]

Developments external to the four corners of the Application may have a bearing on this proceeding.

The City notes one developmentbeyond the technical merits of the Application on which the City reserves the right to provide further comment: (1) On November, 4, 2026, the Board issued a Decision in this proceeding noting that it had received allegations of threats of intimidation against actual or potential parties to the proceeding by UP CEO Jim Vena, warning that such conduct threatened the Board's confidence in the record if prospective commenters felt constrained from commenting, providing additional opportunities for parties to enter notices of intent to participate, soliciting evidence of threats, and issuing its own interrogatories to UP for information that would allow the Board to evaluate the extent of any intimidation efforts by UP. Given that UP

[14] 49 C.F.R. § 1180.1(c)(2).
[15] 49 CFR 1180.1(c)(2)(ii).
[16] 49 CFR 1180.1(c)(2)(ii).
[17] STB, *Major Rail Consolidation Procedures*, Final Rules, 66 Fed. Reg. 32582 (Jun. 15, 2001). The 2001 rules no longer expressly require that each condition be shown to remedy a particular impact of the consolidation. Instead, they authorize conditions designed to mitigate or offset merger-related public-interest harms and expressly contemplate competition-enhancing conditions, subject to operational feasibility, net public benefits, and the requirement that conditions not undermine or defeat an otherwise beneficial transaction. *Compare* 49 CFR 1180.1(d) (2026) *with* 49 CFR 1180.1(d) (2000).
[18] 49 U.S.C. § 11324(c); 49 CFR 1180.1(d).
[19] *Commuter Rail Div. of the Reg'l Transp. Auth. v. STB*, 391 U.S. App. D.C. 102, 109, 608 F.3d 24, 31 (2010); see also *Village of Barrington v. STB*, 892 F.3d 252, 269 (7th Cir. 2018).
[20] *Village of Barrington*, 892 F.3d at 269.
[21] *Canadian Natl. Ry. Co. et al. – Control – Illinois Central Corp. et al.*, 4 S.T.B. 122, 141 (1999).

and its CEO have yet to respond to these directives, the City anticipates it may have comments to this response.

REQUIRED SUPPLEMENTAL APPLICATION INFORMATION

As set forth at **Appendix 1**, pp. 30-31, the application and public appendices reviewed do not provide sufficient underlying calculations and data to independently verify the Applicants' conclusion that increased freight traffic can be accommodated without adversely affecting Chicago-area rail service levels, particularly Amtrak and Metra passenger operations. Although the Applicants identify capacity margins and operating efficiencies, several supporting workbooks cited in the Application's footnotes were not included in the public materials. The City requests that this Board require Applicants to supplement the Application and provide the following supporting materials, with their underlying inputs, formulas and assumptions:

Base Plan traffic calculations. The Applicants should explain how adjusted 2023 traffic and July 2025 operating plans were converted into daily Chicago volumes, including averaging periods, peak adjustments and train-loading assumptions. Provide *C-Base Plan.pdf* and *C-Traffic data processing.pdf* (App. Vol. 2, p. 622), and *C-Line Segment Tables vFinal.xlsx* and *HC-Yard Details T1 vFinal.xlsx* (p. 624).

Mainline capacity. The Applicants should provide the calculations supporting UP's Geneva Subdivision and NS's Chicago Line capacity margins, particularly the claimed 25 spare trains per day on the Geneva Subdivision. They should identify the segment limits, infrastructure, train characteristics and passenger assumptions used. The claim at App. Vol. 2, p. 710 does not identify its supporting workpaper.

Terminal capacity. The Applicants should provide assumptions underlying the capacity calculations, including whether these figures represent sustained throughput or theoretical maximum capacity and identify allowances for downtime and operating variability. Provide *NS Manifest IM Auto Terminal Capacity Calculations.xlsx*, *NS Terminal Volume Review.xlsx*, *UP Manifest-Intermodal-Automotive Terminal Capacity Inputs & Calculations.xlsx* and *UP Manifest-Intermodal-Automotive Terminal Volume-Capacity Summary.xlsx* (App. Vol. 2, p. 751), together with *Consolidated Terminal Data.xlsx* (pp. 707 and 742).

Train work and terminal access. The Applicants should provide the local train lengths, track assignments, crew-change and work durations, and holding arrangements assumed for Chicago operations. Include any existing junction and terminal-access calculations supporting the conclusion that Proviso/Global 2 and Kedzie movements can be accommodated without affecting Metra.

Metra SouthWest Service. The Applicants should reconcile the additional train-pair description with the statement that no trains are added to the Metra route, providing frequencies, segment assignments and operating windows. Clarify whether the capacity conclusion assumes CREATE P2 completion. (App. Vol. 2, pp. 709 and 779).

Passenger performance. The Applicants should provide the details underlying the passenger comparisons, including *PR-3 STB Supplemental.xlsx* (Second Response to Decision No. 21, Supp. p. 174). Provide available segment-level delay data and corresponding delay causes.

Interchange and switching reductions. The Applicants should provide the counts, routing assumptions and units supporting the claimed reductions of 130 daily rubber-tire interchanges and 210 cars per day requiring BRC switching. Provide *HC-NS-UP Interchange Summary by Gateway vFinal.xlsx* and *C-ALS_BRC_TRRA_IHB Comparison vFinal.xlsx* (App. Vol. 2, pp. 710–711), including any calculation of resulting capacity benefits.

Truck, drayage and emissions. The Applicants should disclose how customer drayage, empty repositioning and terminal transfers were treated in the claimed benefits. Provide *C-Operating Plan Metrics vFinal.xlsx*, *Synergies Transportation - Operating.xlsx* and the railroad emissions inventory workbook cited in the Graham Verified Statement (App. Vol. 1, pp. 646 and 649), including any Chicago-specific calculations.

Staffing. The Applicants should provide employment calculations by location and job category, identify the supporting workpapers, and reconcile staffing assumptions with workloads in *Consolidated Terminal Data.xlsx* (App. Vol. 2, pp. 707 and 742).

Impact of UP-CN agreements. Thus far, UP has not submitted any information on the proposed CN agreements to the STB. This information – particularly the operational changes - will be needed to assess the potential impacts on Chicago and the region.

DISCUSSION

The application submitted to the STB indicates that the merged railroad will generate increased freight traffic that will exacerbate all of the conditions identified above. However, the application is generally lacking in the level of detail and specificity impacted parties and the STB require in order to assess the actual impacts of the merger. Despite repeated direction from the STB to provide detailed and precise analysis, the Application remains highly generalized. **Appendix 1** at 1; **Appendix 2** at 2.

Mergers of this size inevitably involve consolidation of staff and the loss of jobs. The Application does not forthrightly reflect where it expects jobs to move to or be consolidated.

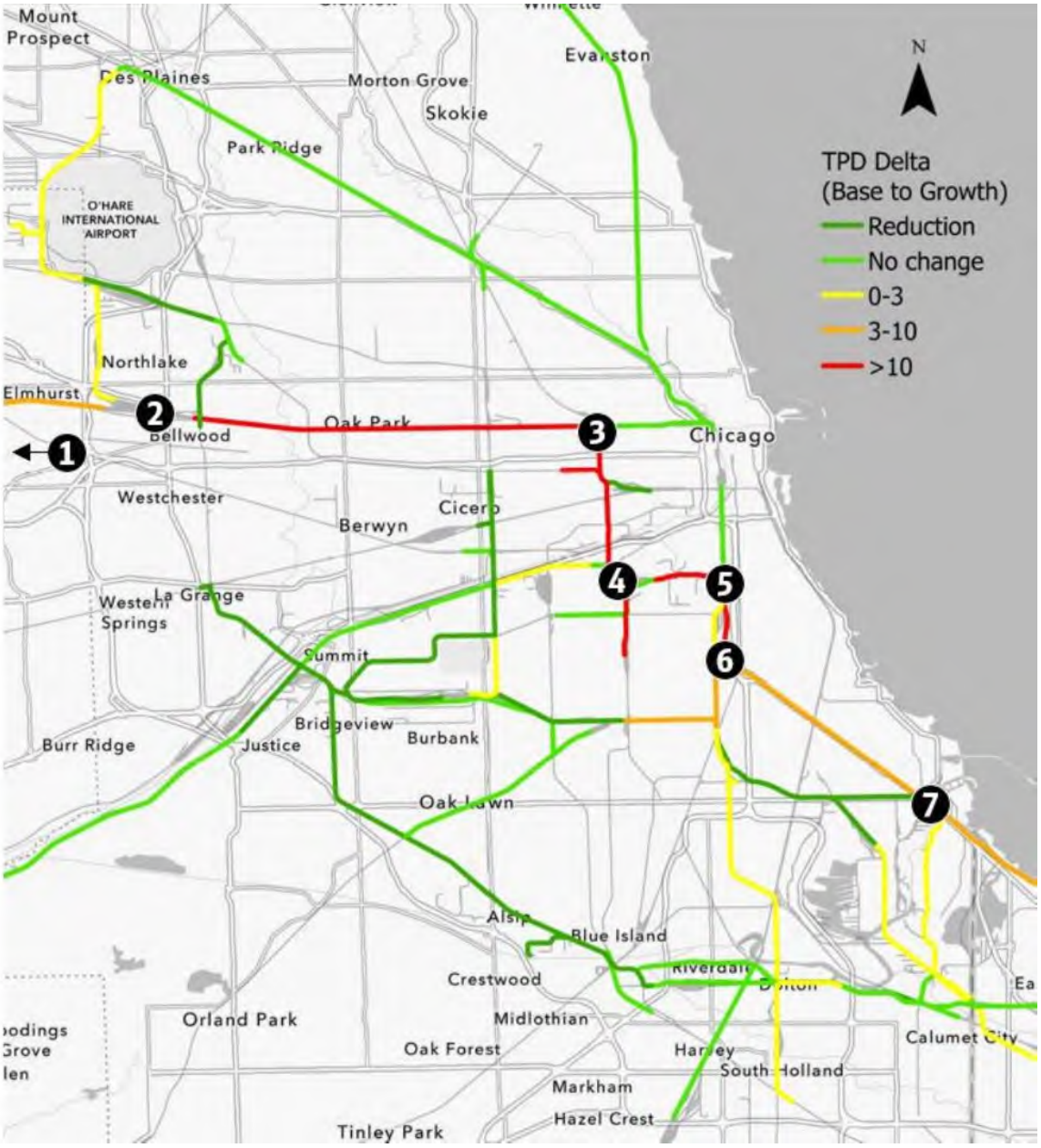
Chicago requests that the STB impose the conditions identified below to protect the vital public interests of the City in the event this Board approves the Transaction. We intend these conditions to be practical, enforceable, and commercially reasonable.

Chicago Area Rail Network Impacts

As discussed in detail at **Appendix 1**, at 3-9, the Application reflects projected significant increases in volume resulting from the Transaction in the Chicago region, but does not analyze the impacts of these increases on, for instance, interchange points, yard access points for trains and motor carriers, and at-grade crossings. Nor does the Application propose mitigating measures,

operational changes, or infrastructure improvements to illustrate how the Applicants intend to fulfill their obligation to protect and advance the public interest if the Transaction is approved.

The following illustration, Fig. 1.1.2 of **Appendix A**, depicts the anticipated increase in Applicants' operations, including along the already heavily-used UP Geneva Subdivision and NS Chicago Subdivision. Segments of this proposed main corridor are projected to see volume increases of between 12% and 120%, with most traffic anticipated to increase by over 79% (**Appendix 1**, Table 1.1.1). The corridor primarily encompasses the UP Geneva Subdivision (west of location 3) and the NS Chicago line (east of location 5). **Appendix 1** at 5. 58 Metra trains per day currently operate over this territory. **Appendix 1** at 6. Additionally, the corridor also spans the Rockwell, Blue Island, and CR&I Subdivisions between points 3, 4 and 5. Growth on these corridors is a direct result of the centralization of yard operations at UP's Global 2/Proviso and NS's 47th Street yards. **Appendix 1** at 5.



The anticipated increases in Applicants' operations will at a minimum have impacts on the areas described in more detail below and will affect train-to-train interactions, increase congestion on lines used by Amtrak and Metra, affect motor carrier traffic and congestion and associated air quality effects, and potentially exacerbate already serious concerns regarding at-grade crossings and other community concerns.

Freight Impacts

Intermodal Yards: Applicants propose to consolidate intermodal yard operations by relocating UP intermodal activity from Yard Center to NS 47th Street and moving NS 63rd Street (Park Manor) operations to UP Global 2. **Appendix 1** at 9. However, the Applicants propose no capital improvements to accommodate these expanded and relocated operations. Applicants do not indicate whether they will continue to use Yard Center and the 63rd Street Yard or whether those properties may be available for alternative transportation uses or redevelopment.

Applicants do not reflect what changes in employment will accompany the redistribution of service among these intermodal yards and do not analyze what interference may result with existing and future passenger rail service.

Manifest (mixed freight) Yards: Applicants propose to reduce activity building trains at the Belt Railway's Clearing Yard and UP's Proviso Yard to locations outside the Chicago terminal network. **Appendix 1** at 13. Applicants do not reflect what changes in employment will accompany the redistribution of service among these classification yards.

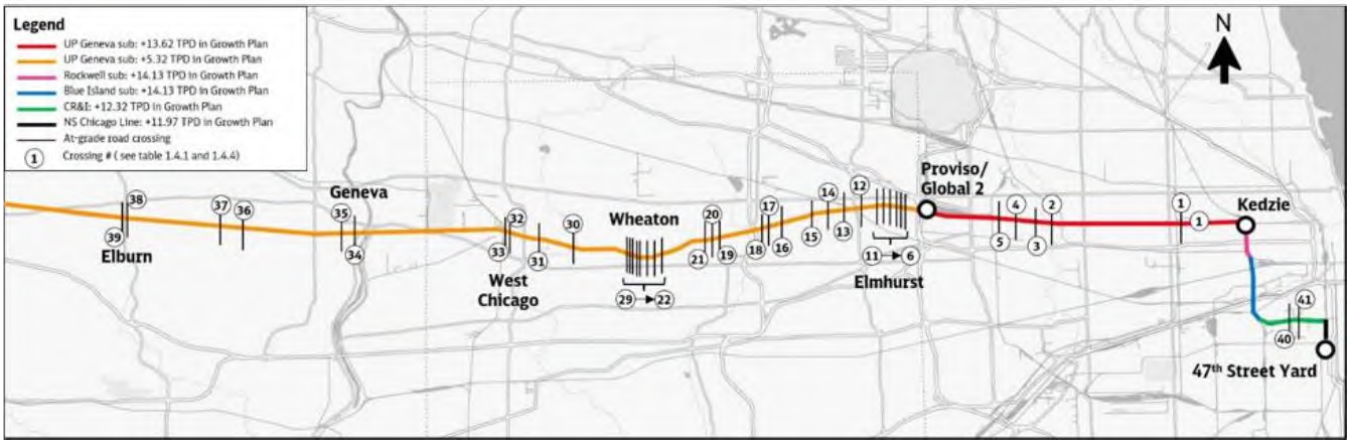
New intermodal and manifest services: Applicants' Operating Plan anticipates 9 new freight trains per day through the Chicago area, with the resulting impacts of additional complexity at yards, increased congestion that will affect passenger operations, likely increases in blocked at-grade crossings, and impacts to Metra operations near Proviso and Global 2. **Appendix 1** at 14.

Community Impacts

As the foregoing discussion illustrates, impacts to rail network fluidity play out in multiple dimensions. Blocked at-grade crossings may constitute an inconvenience, if that, for railroads, but impose significant public safety complications on surrounding communities.

At-grade crossings: The Applicants indicate that the primary growth corridor is the UP Geneva Subdivision, which runs east-west through Elburn, Geneva, West Chicago, Wheaton, Elmhurst, and into the City to NS's 47th Street Yard, affecting a total of 41 at-grade crossings. These crossings are already among the most-affected by freight rail traffic in the area and are slated to see increases of train trips up to 30% at some locations. **Appendix 1** at 15-18.

The following map shows where at-grade crossings are located along the east-west UP Geneva Subdivision and to the southeast from Kedzie to the NS 47th Street Yard. **Appendix 1**, Fig. 1.4.1.



Since 2000, 30 of the 39 (76.9%) of the at-grade crossings along the Geneva Subdivision in the area depicted above have seen grade crossing incidents. **Appendix 1** at Table 1.4.2. With one exception, the five at-grade crossings in the approximately 8.5 mile stretch between the crossing at Kilbourn Ave. in Chicago, near the 47th Street Yard, and 19th Avenue in Melrose Park, have seen between 6 and 8 incidents **each** since 2000. The three crossings in Maywood, at 1st Ave., 5th Ave., and 9th Ave., have experienced 8, 1, and 6 incidents respectively since 2000 and are located within 2 miles of the Global 2 and Proviso Yards. **Appendix 1** at 17; **Appendix 2** at 8. The 1st and 5th Ave. crossings were identified as long ago as 2019 as among the region's busiest.[22]

A number of these crossings are slated to receive improved monitoring technology under the ongoing CREATE and ICC Crossing Safer Improvement Programs. **Appendix 1** at 22-23. Monitoring blocked crossings may provide communities insight into where blockages are occurring, but does not solve the root problem of the incidence of blockages themselves. Aside from causing traffic congestion, blocked crossings impede access for first responders and emergency vehicles, which must then find their way around a blocked crossing through streets that are congested due to the blockage. Accordingly, increasing at-grade crossing safety is an imperative if this Board approves the Transaction.

As reflected on the following chart, the Transaction will likely impact a number of imminent or anticipated projects under the CREATE Program:

CREATE Project	**Location**	**Project Status**	**Merger change, (freight trains/day, = Year 5)**	**Main implication**
WA1 - Ogden Junction / Westside Gateway	UP Rockwell Sub, Kedzie to Ogden Junction	Fully funded	+14.12 (13.47 (no merger) to 27.59 (Year 5) = **+105%**	Becomes a core link of the merged UP–NS route; raises the cost-share question
GS12 - 1st Avenue & UP	Maywood, Geneva Sub (Proviso to Kedzie)	Phase I underway; seeking Phase II funding	+13.62 (68.48 to 82.10, =**+19.9%**)	Strongest case for railroad-funded mitigation

[22] Chicago Metropolitan Agency for Planning (CMAP) Memorandum re: Environmental Impacts of Merger, August 27, 2026, at 9.

CREATE Project	**Location**	**Project Status**	**Merger change, (freight trains/day, = Year 5)**	**Main implication**
GS8A - 5th Avenue & UP	Maywood, same segment as GS12	Phase I pending funding	+13.62 (same segment)	Same implications as GS12, to be treated as a pairing
GS3A - Morgan Street & NS	Chicago, Ashland Ave to CP 518	Phase I underway	+11.97 (38.64 to 50.61, =**+31%**)	Longer blockages backing onto Pershing Road
P5 - Brighton Park Flyover	Chicago, Western Ave Corridor at 35th–38th St	Phase I pending funding	+14.13 on Ogden Junction to Chicago IMX (8.66 to 22.79, =**+163%**); very likely passes P5	More freight crossing Metra Heritage Corridor and Amtrak
WA7 - Brighton Connection	Chicago, Western Ave Corridor, 21st St to 37th Pl	Phase I status conflicting; Phases II–III not started	+14.13 (same segment as P5)	Added track relieves the corridor's largest relative increase

Appendix 2, Table 2.

Applicants should be required to provide mitigation proposals to address changes to CREATE projects to address the impacts of the Transaction. Changed conditions resulting from Transaction-related traffic changes may affect the priority by which CREATE projects are sequenced.

Air quality: The Transaction is likely to produce impacts to air quality through increases in train idling in and at the entrances to yards, increases in truck traffic at yards, and increases in traffic congestion caused by blocked at-grade crossings. However, the lack of detail regarding changes in operations at specific locations makes it very difficult to analyze anticipated impacts. The Chicago Metropolitan Agency for Planning's (CMAP) conclusion that the Transaction will adversely impact air quality is based on a generalized analysis of projected rail traffic volume increases and the assumption that the Applicants will not upgrade their locomotive fleet to Tier 4 equipment in the short term.[23] The STB's environmental impact statement ("EIS") of the Transaction is pending as of the date of submission of this letter. The City intends to comment in the environmental docket for this matter as the STB releases further studies.

Hazardous materials: Communities have a right to know of hazardous conditions in their midst. Recognizing statutory and regulatory limitations on the public dissemination of information about hazardous materials shipments, the City requests that this Board require the Applicants to take steps to prevent the release of hazardous materials in heavily populated areas, including routing trains carrying hazardous materials via routes outside densely populated areas, and provide support to local first responders in the event of a release.

Viaducts: Applicants own numerous viaducts throughout the Chicago area that are in varying states of repair. To reduce hazards such as spalling concrete in densely-populated neighborhoods and on heavily-used thoroughfares, Applicants should be required to undertake a systematic program of prioritized repairs to viaducts.

[23] Chicago Metropolitan Agency for Planning (CMAP) Memorandum re: Environmental Impacts of Merger, August 27, 2026, at 1, 11-12.

Employment Impacts

Consolidation of operations as the result of the Transaction, along with the adoption of new technology to enable automation and remote-controlled movements will reduce workforce demands in the Chicago area. Although the Application generally identifies numbers of positions that will be eliminated or added as the result of the Transaction, it does not specify where the Applicants anticipate those changes to occur. The Application identifies 136 craft positions that will be eliminated in the first three years after the merger, which Applicants claim they will achieve through natural attrition and relocation. These are identified as 33 Mechanical Car positions, 40 Mechanical Locomotive positions, 62 Train Crew positions, and one Track Maintenance position. The Application also identifies 32 new train crew jobs to be created in the three years following the merger. **Appendix 1** at 24. Applicants identify 22 management positions as being eliminated in the Chicago area. **Appendix 1** at 25.

Passenger Rail Impacts

The Application proposes significant increases in the number and length of freight trains over already-congested territory used by Amtrak and Metra. Applicants do not analyze anticipated impacts on these vital passenger services or propose mitigation measures to address those impacts. Applicants do not identify how they propose to comply with the statutory mandate to provide dispatching preference to Amtrak,[24] or propose capital investments, or operating improvements to ensure that existing and expanded passenger rail service will co-exist without interruption or degradation on lines the Applicants own or share with passenger traffic in the Chicago area.

Impacts to Metra: Growth on the UP Geneva Subdivision resulting from yard consolidation at Proviso and Global II will directly impact Metra UP-West service, which currently operates 29 weekday trains, 10 Saturday trains and 9 Sunday trains in each direction. The Growth Plan identifies roughly 14 new freight trains operating between Proviso and Kedzie, and 5 additional freight trains between Proviso and Elburn. The increase in service will directly interact with the existing Metra service. **Appendix 1** at 25-26. Increased activity at the 47th Street Yard will impact Metra SouthWest service until projects scheduled as part of the CREATE program are complete and can accommodate relocation of Metra SouthWest service away from this area. **Appendix 1** at 26.

Impacts to Amtrak: The merger-related growth on railroad subdivisions hosting Amtrak services is concentrated on NS lines connecting Chicago with 47th Street. For Amtrak services operating toward Michigan, the Applicants' plan would add approximately 4 to 5 freight trains per day between Chicago and Porter, Indiana, affecting the routes used by the Wolverine, Pere Marquette, and Blue Water services. For Amtrak services operating east of Chicago, including the Lake Shore Limited and Floridian, the plan would add approximately 4 to 7 freight trains per day between Chicago and Toledo. **Appendix 1** at 27. Although the Application asserts that these routes retain sufficient capacity to accommodate existing passenger service, analysis of historical data reveals that Host Railroad Delay on these lines is already a frequent occurrence and capacity is already strained. **Appendix 1** at Table 2.3.1. Applicants do not indicate how they will rectify current operating conditions let alone address increases in freight frequencies and train length and

[24] 49 U.S.C. § 24308(c).

expansion of passenger service. Amtrak services already experiencing significant HRD are the Lake Shore Limited, Michigan/Blue Water, Pere Marquette, Wolverine, and Floridian. The Floridian is particularly concerning, with an on-time performance ("OTP") of just 33% in FY 2025 Q2, placing it in the bottom 3 lowest OTP route in the entire Amtrak system and well below the 55% average OTP across long distance services in FY 2025 Q2. The majority of delays are directly caused by freight train interference. **Appendix 1** at 28. Amtrak's benchmark for minimum OTP is 80% of passenger arrivals within 15 minutes of their scheduled time over two consecutive quarters.[25]

There are two key at-grade rail crossing locations where future traffic of the merged railroad will directly conflict with rights-of-way carrying passenger service. These are both crossings of the Canadian National (CN) Joliet Subdivision, carrying the Metra Heritage Corridor and Amtrak services (Texas Eagle and Lincoln services). Only one of the crossings, at CP Brighton, will see an increase in service as a result of the merger. This crossing at CP Brighton is of particular concern after review of the Applicants' materials because two mainlines intersect here. **Appendix 1** at 28-29.

The Application does not adequately address the effect of the merger on passenger rail operations in the heavily congested Chicago area. Any negative impact of the merger on existing passenger train performance should be mitigated by the merging railroads, and the Applicants should be required to accommodate foreseeable passenger service expansion.

Throughout, the Application consistently states that the Transaction will not adversely impact existing passenger rail service, but does not support this assertion with any specificity or address anticipated passenger service expansion. For instance, the Applicants assert broadly that "[t]he UP/NS merger will not result in any adverse impact to passenger operations,"[26] and, as a discrete example, a discussion of impacts to Metra's service declares that "UP's route has sufficient capacity to support the projected freight increase while maintaining the current passenger service levels."[27] This brief, generalized characterization is typical throughout the Application, and does not address foreseeable passenger rail expansion as reflected in individual state rail plans, other medium-range planning documents, or among projects that have been awarded federal grants for planning, development, or construction.

The analysis Krystof Zetenyi offered in his Verified Statement dated July 20, 2026, employs generalized retrospective regression models to evaluate the relationship between passenger train delays and freight capacity utilization. Dr. Zetenyi's methodology is designed to analyze economic behavior and trends in a variety of contexts and does not provide particular insights applicable to the rail industry. Furthermore, the analysis is observational rather than predictive; it does not take into account forward-looking operational changes such as the longer freight trains the Applicants propose or expanded passenger service.

More robust modeling would yield the finer-grained analysis that would allow the Board and industry participants to understand the implications of the Transaction in a dynamic future. As one recent example, RTC modeling became a particular focus in this Board's proceeding to resolve

[25] 49 CFR § 273.5.
[26] Application, Vol. 2, p. 1044.
[27] Application Vol. 2, p. 758.

issues relating to the re-establishment of Amtrak's Gulf Coast Service, now operating as the Mardi Gras, over NS' track. Neither NS, the host railroad, nor Amtrak, had performed modeling to evaluate the impact of re-established passenger service on the route, and the Board found this omission hindered its ability to build a record and render a well-supported decision. The Board noted that it "expects that evidence on the service's potential effects on freight transportation, such as an RTC study or other study or studies, will be part of the record in this proceeding, as well as any competing studies or other competing evidence, together with all the inputs, assumptions, and methodologies underlying any study results, including all relevant traffic projections." *Application of the Nat'l Passenger R.R. Corp. Under 49 U.S.C. § 24308(e)—CSX Transp., Inc. & Norfolk S. Ry. Co.*, FD 36496, slip op. at 7 (STB served Aug. 6, 2021) ("*Gulf Coast*"). Moreover, the Board noted that those studies should take into account "the line's present and future traffic volumes and engineering design and conditions" to account for "the specific service" proposed. *Id.*

Analysis of the quality the Board demanded in *Gulf Coast* for a sample of geographically-diverse passenger rail services would go a long way to establishing credibility in the Applicants' approach to protecting the vital public interest of intercity passenger rail. The Applicants have offered generalized, backward-looking analysis to support broad assertions that the Transaction will not impede existing passenger rail service, an approach that does not support this Board's efforts to understand the actual impacts of the Transaction on existing intercity passenger rail service, let alone foreseeable future impacts of the Transaction.

Chicago requests that this Board require the Applicants, as a supplement to the Application, to perform dynamic capacity simulation modeling (e.g., Rail Traffic Controller / RTC) for the complete network rather than annual average daily traffic counts to determine the effect of the merger on passenger rail operations. The modeling should evaluate:

- Temporal distribution of transaction-related freight movements relative to scheduled Amtrak and Metra service windows.

- Net additions to passenger train delay minutes, dispatching conflicts, and host railroad friction.

- Physical constraints at junctions, sidings, and terminal interlockings along the UP Geneva Subdivision and NS Chicago Subdivision corridors.

- Concrete, enforceable passenger mitigation commitments and capital protections before operational authorizations are granted.

PROPOSED CONDITIONS

In light of the foregoing discussion, the City requests that this Board impose the following conditions in the event it approves the Transaction:

Conditions to Address Chicago Area Rail Network and Freight Impacts

Requested Condition #1: Require the merged railroad to create a business unit dedicated to coordination with public entities on capital projects: The Board should require the Applicants to establish a dedicated, responsive business unit with expertise in publicly-sponsored transactions, projects, and coordination; familiarity with federal grant programs and principles; and the authority to move forward with design review, engineering coordination, construction administration, and daily operational troubleshooting with public entity partners. Coordination at key milestones, for instance a requirement to respond within 30 days to an inquiry about an emerging operational pattern or new capital project, should reside at the core of this unit's operating procedures. Examples of projects this group is likely to encounter on a regular basis include improvements to shared corridors, passenger station improvements, and highway-rail at-grade crossing improvements. On the continuum from project to operations, this group should also be the lead contact for operating issues that require resolution in real time. Finally, this business unit should be required to (a) maintain familiarity with all state rail plans, or other medium- to long-range plans, as such plans are created or updated and (b) reach out affirmatively to public entities such as the City to coordinate on capital plans.

Requested Condition #2: Establish Objective Project Coordination Criteria and Predictable Processes: The Board should require the Applicants to establish a project development protocol and comply with objective timelines for responding to and coordinating with project sponsors. Failure of the parties to achieve results through direct negotiation and collaboration within specified timeframes should trigger action by the Board to establish relevant parameters.

Requested Condition #3: Require Robust Modeling: The Board should, as it indicated in *Gulf Coast*, require Applicants, as part of the Application, to perform dynamic, predictive modeling of Applicants' proposed expanded operations in the Chicago area to gain a true understanding of the range of potential impacts of the Transaction on both freight and passenger operations, existing and projected. Having established a baseline during the pendency of the Application, this Board should require modeling for significant operational changes of the merged railroad or capital improvements above a certain threshold at least throughout the post-merger monitoring period.

Requested Condition #4: Continuing Oversight and Enforcement: The Board should retain jurisdiction for twenty years to enforce these conditions and promptly address material, Transaction-related degradation of at-grade crossing performance, yard-associated congestion, and passenger rail service. During that period, affected entities should be permitted to petition for expedited relief upon a showing that merger-related traffic, terminal operations, dispatching practices, or noncompliance with an imposed condition has materially impaired quality of life in surrounding communities, traffic congestion, or existing or planned passenger service.

Requested Condition #5: Ongoing Reporting: As a corollary to Requested Condition #4, the Board require Applicants to report to the City and associated stakeholders, such as CMAP, on the performance of freight operations against benchmarks that can be readily communicated to the public, such as the incidence of blocked at-grade crossings, crossing incidents, air quality trends, and achievement of passenger rail performance metrics such as OTP for both Amtrak and Metra.

Conditions to Address Community Impacts

Requested Condition #6: Establish a Program to Identify and Mitigate Impacts of Blocked At-Grade Crossings: The City requests that the Board require the Applicants, in conjunction with the City, to establish a program to reduce the incidence of blocked at-grade crossings, initially prioritized according to those crossings already identified as being most seriously affected (i.e., those in Maywood). The Applicants should be required to make necessary operational data accessible to affected public agencies and conduct localized grade-crossing delay analyses under 49 C.F.R. § 1105.7(e)(7)(i). The analysis should model gate-down times, vehicular queue spillback, and emergency response interference along critical state routes and local arterials. Applicants should be required to monitor the incidence of blocked at-grade crossings and adjust priorities in accordance with the severity of blockages. Applicants should be required to report not less frequently than quarterly on at-grade crossing blockages. In the short term the Applicants should be required to perform crossing-level delay modeling at 1st, 5th, and 9th Avenues using the projected longer trains.

Requested Condition #7: Establish a Program for Mitigating Impacts to CREATE Projects: The City requests that the Board require the Applicants to provide financial contributions to address changes that may be required to CREATE projects as the result of the Transaction, and to cooperate with CREATE partners on design or sequencing changes resulting from the Transaction..

Requested Condition #8: Establish a Program to Identify and Mitigate Noise, Vibration, Hazmant and Air Quality Impacts: The City requests that the Board require the Applicants, to establish a program to identify, analyze, and mitigate noise, vibration, hazmat, and air quality impacts in communities surrounding rail corridors used or owned by Applicants and Applicants' yards. For hazardous materials, the program should include (a) an operating plan to route shipments of hazardous materials along lines other than those in dense urban areas and (b) financial support for specialized training and equipment for local first responders to address incidents involving the shipment of hazardous materials by rail.

Requested Condition #9: Require UP to Enter into Good Faith Negotiations to Sell the Weber Spur to the City: To achieve community benefits at no cost to Applicants that will help to mitigate the effects of the Transaction, the City requests that the Board require UP to conclude negotiations for the City's acquisition of the former Weber Spur in Northwest Chicago. The City proposes to develop an approximately 2-mile long multi-use trail in the former railroad right-of-way. The City also requests that the Applicants enter into negotiations with the City for the City's acquisition of UP's Low Line and Global 1 Yard.

Requested Condition #10: Require UP to Establish a Program and Schedule for Replacing Viaducts: The City requests that the Board require Applicants to commit to and establish a program to replace aging viaducts belonging to UP or NS in the Chicago area. The program should prioritize replacement of the viaducts in worst condition first.

Conditions to Address Employment Impacts

Requested Condition #11: Require Reporting on Employment Impacts: The City requests that the Board require the Applicants to identify where positions affected by the Transaction are located, whether such positions are being created or eliminated, and to indicate what alternatives Applicants will offer employees whose positions will be eliminated, i.e., offers of relocation or retraining. If this Board approves the Transaction, the Applicants should also be required to publicly report quarterly on changes in staffing levels at specific locations across the merged enterprise for at least the duration of the post-merger monitoring period.

Conditions to Address Passenger Rail Impacts

Requested Condition #12: Require Timely Engagement with the City and Passenger Rail Providers on Project and Daily Operations Coordination: As an element of Requested Condition #1, the public projects business unit should include expertise and a dedicated staff to address passenger rail issues and affirmatively engage with the City, Metra, and Amtrak to communicate on a regular basis about operational matters and to provide early awareness of proposed major maintenance or capital improvement projects. The Board's Passenger Rail Advisory Committee ("PRAC") should actively convene coordination meetings and establish a working group to support ongoing coordination between the merged railroad, the City, and passenger rail operators, and to ensure that the railroad cannot preclude the execution of planned passenger rail improvements.

Requested Condition #13: Require Near-Term Improvements on the Chicago-Elkhart Segment: The City requests that this Board require the Applicants to undertake improvements immediately upon any approval of the Transaction to mitigate existing passenger train delays on the Chicago-Elkhart Segment and to accommodate the expansion of freight service on this line to enable all Amtrak services that use this segment to achieve the regulated minimum 80% OTP.

CONCLUSION

For the reasons outlined above, the City of Chicago respectfully requests that the Board only approve the Transaction if it imposes the requested conditions.

Respectfully Submitted,

City of Chicago

William Cheaks, Jr.
Commissioner, Department of Transportation

Angela Tovar
Chief Sustainability Officer
Commissioner, Department of Environment

CERTIFICATE OF SERVICE

I hereby certify that on the 18th day of November 2026, I caused the foregoing Comment and Request for Conditions by the City of Chicago to be served on all parties of record in this proceeding.

Dated: November 18, 2026

By: */s/ Allison I. Fultz*
Allison I. Fultz

cc: All Parties of Record (via email or first class mail)

CITY OF CHICAGO

Appendix 1
DB E.C.O. – Report: UP-NS Merger Operational Analysis

[Attached hereto]

UP/NS Merger

Operational Analysis

Prepared for the City of Chicago

Executive Summary

This memorandum reviews the proposed Union Pacific–Norfolk Southern merger's operational implications for the City of Chicago. It covers Chicago and its western and southern suburbs, focusing on UP's Geneva and Rockwell Subdivisions, its connections to NS's Chicago Line, and associated facilities. The review examines UP-NS' merger application, supporting verified statements, supplemental filings, and public electronic appendices, focusing on freight capacity, passenger operations, changes in the use of intermodal and carload terminals, and potential community impacts.

Key locations include UP's Geneva Subdivision (West Chicago–Proviso and Proviso–Kedzie segments) with projected increased freight, the connections through Ogden Junction, Ashland Avenue, and CP 518 as well as the intermodal terminals at Global 2, 47th Street, 63rd Street/Park Manor, and Yard Center (see figure 1.1.1). Impacted passenger rail services include Metra's UP-West, SouthWest, and Heritage Corridor services, as well as Amtrak's Lake Shore Limited, Michigan services, and Chicago-St. Louis services. The review also considers local drayage, road crossings, retained property uses, and contingency capacity.

The Applicants' materials suggest substantial growth in freight traffic on the UP Geneva and Rockwell Subdivisions and the NS Chicago Line. These routes already support high levels of freight and passenger activity, and the projected growth would increase the number of trains operating through constrained areas of the network. The Applicants' plans indicate increases in train lengths that may cause additional delays at entry/exit points to yard in the Chicago area. The Applicants identify capacity margins, operating efficiencies, and historical passenger-performance comparisons supporting their plan. However, the public materials provide insufficient detail to independently verify how the projected freight movements, terminal work, and passenger schedules would interact at critical Chicago junctions. The Applicants should provide the workpapers cited in the application's footnotes and the undisclosed calculations, data, and assumptions supporting these conclusions.

The proposed CN-UP agreements introduce an additional source of uncertainty when evaluating the potential impacts of the UP-NS merger in the Chicago area. The CN-UP transaction will impact freight routing, train volumes and terminal operations, specifically on the Elgin, Joliet & Eastern Railway (EJ&E). UP has yet to provide materials to STB that would allow us to determine how they would change future train volumes, operating patterns, or capacity utilization in the study area. The change in operations on the EJ&E may directly impact Metra's Rock Island line that uses the EJ&E East of Joliet. Any increase on the EJ&E may also impact Metra's UP-W line operating on the UP Geneva Subdivision that crosses the EJ&E at-grade. The interacting effects of the proposed UP-NS merger and the CN agreements cannot be evaluated at this time but should be noted as an area of additional concern.

Overall, additional freight movements and concentrated terminal activity could increase occupation of shared tracks and junctions when passenger trains need them. The resulting delay would depend on timing, track availability, and dispatching arrangements. Considerable uncertainty therefore remains

about whether the proposed growth can be accommodated while maintaining existing service levels. This is particularly concerning for passenger services already experiencing poor on-time performance, and where additional freight conflicts could further reduce reliability.

Introduction

This memorandum evaluates the proposed merger's potential impact on the Chicago area. The memorandum highlights freight volumes and operating changes, passenger rail impacts, terminal and yard operations, employment, and at-grade roadway and rail crossings.

The analysis focuses on areas where the Applicants' projected changes may create additional congestion, delay, or operational conflicts, and identifies where additional information or analysis is needed to fully evaluate the potential impacts. Key findings related to environmental impact and truck flow analysis may be found in supplemental documents provided by Cambridge Systematics (CS).

1 Impact of Merger on Volume, Operations, and Employment

The Applicants provide data for merger service changes and growth across three horizons: the Base Plan, the Optimized Plan, and the Growth Plan. Data in the supporting materials is only consistently provided for the Base and Growth Plans. The Base Plan serves as the benchmark pre-merger service plan. The Base Plan is based on UP and NS's July 2025 pre-merger operational designs and UP and NS's 2023 pre-merger traffic. The Optimized Plan considers a post-merger service plan with 2023 pre-merger traffic levels. The Optimized Plan allows the Applicants to test how a combined railroad would handle the same level of traffic as the Base Plan. There is no traffic growth in the Optimized Plan, but there are several changes in operations (routing, blocking, yard usage etc.) that reflect the capabilities of the combined railroad. The Growth Plan considers a post-merger service that includes operational changes and traffic growth the Applicants expect to attract through service improvements. Thus, the Growth Plan represents the full realization of operational changes and traffic growth from the merger. The analysis focuses on data and details from the Base and Growth Plans.

1.1 - Chicago Area Network Growth Summary

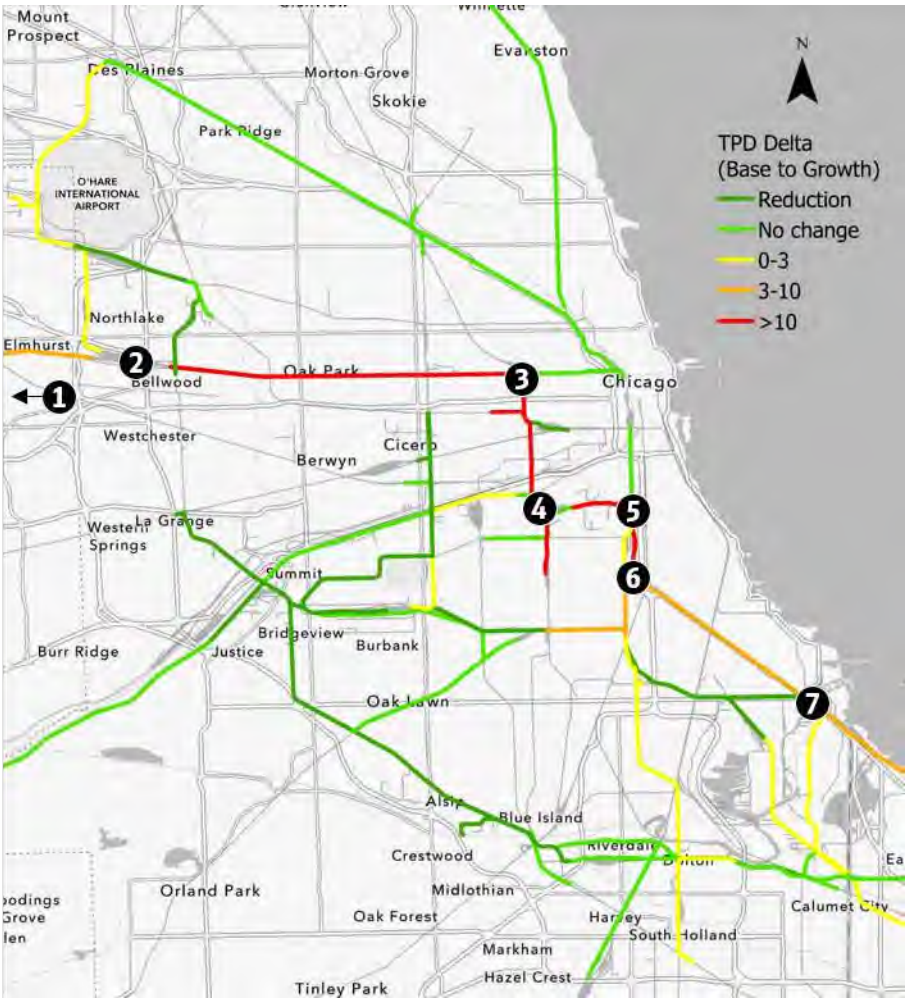
A central claim of the Applicants is that the combined system will improve rail operations by eliminating interchanges and condensing routes. In the Chicago area, this means reducing traffic on existing corridors to funnel trains between the new primary yards (Proviso, Global 2, and 47th Street) on the new main growth corridor (figure 1.1.1). The application places a particular focus on the Chicago terminal area, where work will be consolidated at a handful of intermodal and carload yards. This consolidation of yard activity in the region will result in a core route through the Chicago area for the merged railroads that is anticipated to handle virtually all of the projected traffic growth.[1]

[1] Eric Gehringer and John F. Orr, *Verified Statement of Eric Gehringer and John F. Orr* (Operating Plan), Second Errata public version, in *Union Pacific Corporation et al.—Control—Norfolk Southern Corporation et al.*, STB Docket No. FD 36873, Filing No. 312239, app. vol. 2, pp. 707–711. Public source. Union Pacific Corporation et al., *Second Errata ElectronicAppendices_PUB.xlsx*, in *Union Pacific Corporation et al.—Control—Norfolk Southern Corporation et al.*, STB Docket No. FD 36873, Filing No. 312239, sheet "T - UPNS Train Counts".

Figure 1.1.1 Chicago Terminal Main Growth Corridor



Figure 1.1.2 Change in Daily Train Volumes from Base to Growth Plan[2]



The numbers in Figure 1.1.2 correlate to key locations along the anticipated primary NS/UP corridor through the Chicago area:

1. West Chicago
2. Proviso
3. Kedzie
4. Ogden Junction
5. CP 518 (NS Chicago Line Pershing Road)
6. Chicago 47th Street Yard
7. CP 502 (NS Chicago Line, IHB)

Figures 1.1.1 and 1.1.2 highlight the concentration of growth on this new central corridor. The Base plan is based on three components: a MultiRail (freight simulation and planning software) representation of the combined UP and NS network, UP and NS July 2025 pre-merger operational designs (blocking plans and train plans), and UP and NS 2023 pre-merger traffic. The corridor primarily encompasses the UP Geneva Subdivision (west of location 3) and the NS Chicago line (east of location 5). The corridor also spans the Rockwell, Blue Island, and CR&I Subdivisions between points 3, 4 and 5. Growth on these corridors is a direct result of the centralization of yard operations at UP's Global 2/Proviso and NS's 47th

[2] Applicants, *Electronic Appendices* (Second Errata), sheet "V - Yard and Term Benchmarks,"

Street yards. The projected daily train count changes derived from Electronic Appendix T[3] are shown in Table 1.1.1. These are planning figures rather than observed current traffic counts, and they exclude local freight trains and switching moves. The exclusion of local and switching moves is not concerning as these moves are low priority, yielding to passenger and mainline freight movements. For passenger-service context, the Operating Plan also identifies 29 Metra UP-West weekday passenger trains in each direction, or 58 total[4].

Table 1.1.1 Segment-by-Segment Average Growth on Main Growth Corridor

Segment in Figure 1.1.2	Segment	Base freight trains/day	Growth freight trains/day	Change	% Change
1 - 2	West Chicago–Proviso	27.91	33.23	+5.32	+19%
2 - 3	Proviso–Kedzie	17.33	30.95	+13.62	+79%
3 - 4	Kedzie–Ogden Junction	11.82	25.95	+14.13	+120%
4 - 5	Ogden Junction – CP 518	14.00	26.32	+12.32	+88%
5 - 6	CP 518–Chicago 47th Street	14.34	26.31	+11.97	+83%
6 - 7	Chicago 47th Street–CP 502	39.21	44.01	+4.80	+12%

The table shows larger freight train volume increases concentrated between Proviso, Kedzie and the connecting routes toward NS. These daily totals establish the scale and location of the proposed changes, but do not show when the additional trains would operate or how they would interact with passenger services and terminal movements. The following sections examine the Applicants' capacity claims, the operating interactions that warrant closer review, and the supporting calculations and data needed to assess those claims.

A. UP Geneva Subdivision (Points 1 through 3 in Figure 1.1.2)

The Geneva Subdivision encompasses West Chicago to Proviso and Proviso to Kedzie. This section hosts Metra's UP West service, which Metra operates through trackage rights agreements. The Geneva Subdivision will see an increase of 13.62 trains per day between Proviso and Kedzie, and 5.32 additional trains per day between Proviso and Elburn, the terminus of Metra's UP-W Line service. The application states that the route has sufficient capacity to accommodate the additional trains[5]. In 2023 there were ~17 freight trains between Proviso and Kedzie, and ~28 between Proviso and West Chicago. It will become ~31 and ~33 in the Growth Plan. The freight traffic between Proviso and Kedzie will almost double from now.

[3] Applicants, *Electronic Appendices* (Second Errata), sheet "T - UPNS Train Counts".

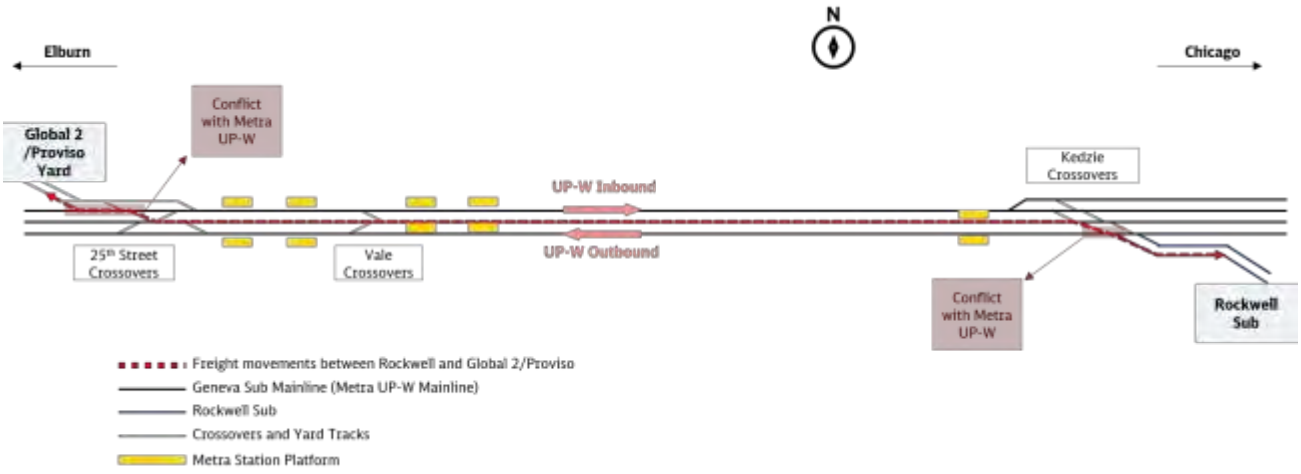
[4] Gehringer and Orr, *Operating Plan* (Second Errata), app. vol. 2, p. 776

[5] Gehringer and Orr, *Operating Plan* (Second Errata), app. vol. 2, p. 776–777.

The Operating Plan claims 25 trains per day of spare Geneva Subdivision capacity[6], but have not identified a reproducible derivation of the specific 25-trains/day slack-capacity estimate in the available public material. Their July supplement evaluates passenger performance against historical utilization, but its selected UP-West comparison segment is Geneva–West Chicago, with projected utilization of 80.8%.[7] That is not the Proviso–Kedzie segment receiving the 79% increase in freight volume, which is located further east. The documents provided do not by themselves establish that the mainline, terminal approaches and connecting junctions can accommodate the proposed increase in traffic without degrading Metra service.

The increase in train volumes will be especially concerning near Kedzie, where UP trains connect to the Rockwell Subdivision (Western Avenue corridor) and CR&I through Ashland Ave. Yard (the connection between Kedzie and CP 518). The entry/exit to the Geneva Subdivision at Kedzie is on the South side of the Geneva mainline. Global 2 and Proviso Yards are located on the North side of the Geneva mainline. Freight movements coming to/from Global 2/Proviso yard and exiting/entering at Kedzie will need to cross from the South to the North (or the reverse) of the Geneva mainline tracks t between Kedzie and Global 2/Proviso. This movement directly crosses the Metra operations in both directions, creating guaranteed conflicts between freight and Metra movements. There are 3 locations across the Geneva sub where these crossover moves are possible; Kedzie, Vale, and 25th Street. The crossover switches at Kedzie are located just West of the connection between the Geneva subdivision and the Rockwell subdivision. The crossover switches at Vale are located just West of River Forest Metra station. Crossover switches at 25th Street are located just East of UP Global 2/Proviso Yard. Figure 1.1.3 shows how the freight move between Rockwell sub and Global 2/Proviso Yard will create conflicts with Metra UP West service.

Figure 1.1.3 Global 2/Proviso to Rockwell Subdivision Freight Move Conflicts with Metra Service on Geneva Subdivision



The freight movement in Figure 1.1.3 is a typical movement; this does not represent all freight movements. The Geneva subdivision typically operates left-handed; thus the outbound Metra trains operate on the south main track, and the inbound trains operate on the north main train. Metra trains

[6] Gehringer and Orr, *Operating Plan* (Second Errata), app. vol. 2, p. 710.

[7] Union Pacific Corporation et al., *Applicants' Second Response to Decision No. 21*, UP-80/NS-78, public version, in *Union Pacific Corporation et al.—Control—Norfolk Southern Corporation et al.*, STB Docket No. FD 36873, Filing No. 311848 (July 27, 2026), Supp. p. 174

in both directions directly cross the path of the freight movement, either at the 25th Street, Vale, or Kedzie crossovers. Fourteen additional freight trains making these mainline crossover movement has the potential to severely delay passenger moves on the mainline. Current Chicago Protocol states that freight should yield to Metra during AM and PM peak periods. The Applicants do not mention how they will ensure they can maintain these protocols with additional traffic, without preventing backup on the Rockwell subdivision or at Global 2/Proviso Yard. No further detail is explicitly given as to how the route will accommodate the future capacity or handle these additional crossings.

B. Rockwell, Blue Island, and CR&I Subdivisions (Points 3 through 5 in Figure 1.1.2)

The Rockwell, Blue Island and CR&I subdivisions, connecting Kedzie to CP 518, is a particularly important growth segment in the merger plan. The corridor will funnel trains from the UP Geneva Subdivision to the NS Chicago Line (connecting Global 2, Proviso, and 47th Street yards). The segment contains the NS Ashland Yard.

The section contains an at-grade rail crossing with the CN Joliet subdivision just Northwest of Ashland Yard at CP Brighton. The at-grade crossings requires trains on either subdivision to hold and idle while trains on the other subdivision pass through. The Joliet subdivision carries the Metra Heritage corridor and Amtrak services (Texas Eagle and Lincoln services). The addition of approximately 14 daily trains to this corridor will have a direct impact on the passenger services crossing at CP Brighton. The impacts on this at-grade junction are discussed in greater detail in section 2.2.

This connecting corridor will play a crucial role in facilitating trains on/off the UP and NS mainlines. Currently, the section operates under track warrant control (TWC) with manual switches. CREATE program WA1[8], which will be under construction, will add centralized traffic control (CTC) and powered switches to upgrade the section to bi-directional operation and will increase train speeds from 10 to 25 mph under existing traffic volumes. These improvements will improve the fluidity of trains entering and exiting the UP mainline. However, the Applicants' plan makes no mention of the actual capacity of this section and how it will be able to handle the increased freight traffic and remove any concerns regarding freight trains delaying Metra UP West trains by Kedzie.

Any congestion on the Rockwell, Blue Island, and CR&I subdivisions from the merger poses a range of impacts to passenger operations, freight operations, and the surrounding community. Trains waiting to enter the UP Geneva subdivision may cause backup on the Rockwell subdivision, increasing idling and emissions for the surrounding community and potentially blocking the Joliet subdivision (carrying Amtrak and freight operations). The applicants provide no meaningful insight on preventing backups and idling on these subdivisions connecting key points in the Chicago terminal area.

C. NS Chicago Line (Points 5 through 7 in Figure 1.1.2)

The NS Chicago Line will see an additional 4 to 5 trains per day. The application again states that the corridor has sufficient capacity to accommodate the increase in service considering existing service levels. However, the Applicants' explanation is limited. Their July supplement uses historical utilization and

[8] CREATE Program, "Westside Gateway/Ogden Junction," project WA1.

passenger-delay comparisons. Table PR-1[9] projects 63.5% utilization for the selected Chicago–Elkhart segment. That is relevant evidence, but not a detailed assessment of the train mix, terminal work and passenger operations.

Metra Southwest service and select Amtrak services (e.g. Lake Shore Limited and Michigan services) interlines with operations between CP 518 and 75th Street. However, a planned CREATE program CREATE P2)[10] will re-direct Metra SouthWest Service (SWS) off of this route. The program is discussed in greater detail later in Section 2 of this memorandum.

Priority follow-up should obtain the capacity calculations by segment, train schedules by direction, passenger priority assumptions, maintenance windows, and the receiving and holding arrangements at Global 2, Proviso, and Kedzie. Future passenger-service scenarios should be tested separately because the appendix holds passenger counts unchanged in the segments above.

1.2 – Yard Operation Changes in the Chicago Terminal Area

A. Intermodal

The Applicants' Operating Plan would consolidate intermodal operations in the Chicago region by shifting intermodal operations among UP and NS facilities, including relocating UP intermodal activity from Yard Center to NS 47th Street and moving NS 63rd Street (Park Manor) operations to UP Global 2.[11]

Figure 1.2.1 Primary UP & NS Yards in the Chicago Area[12]

[9] Union Pacific Corporation et al., *Applicants' Second Response to Decision No. 21*, UP-80/NS-78, public version, in *Union Pacific Corporation et al.—Control—Norfolk Southern Corporation et al.*, STB Docket No. FD 36873, Filing No. 311848 (July 27, 2026), Supp. p. 174

[10] CREATE Program, "Rock Island Connection (75th Street Corridor Improvement Project)project P2

[11] Gehringer and Orr, *Operating Plan* (Second Errata), app. vol. 2, pp. 709–710.

[12] Gehringer and Orr, *Operating Plan* (Second Errata), app. vol. 2, p. 679, fig. 14, "Chicago Interchange Overview (UP and NS lines only)".



The centralization of intermodal operations in the Chicago area contributes to the increase in train volumes on the primary route shown in figure 1.1.1. Shifting operations will add additional trains on lines where both Metra and Amtrak operate. Table 1.2.1 summarizes the changes in lifts per day across the intermodal facilities in the Chicago area.

Table 1.2.1 Intermodal Terminal Activity Changes[13]

[13] Gehringer and Orr, *Operating Plan* (Second Errata), app. vol. 2, p. 707 and p. 742. John W. Turner, *Verified Statement of John W. Turner (Service Assurance Plan)*, Second Errata public version, in Union Pacific Corporation et al.—Control—Norfolk Southern Corporation et al., STB Docket No. FD 36873, Filing No. 312239, app. vol. 2, pp. 888–889.

Property Name	Base Plan Lifts/Day	OPT Plan Lifts/Day	Growth Plan Lifts/Day	Capacity (for growth cases)	Variance (base to growth)	% Variance
Global 2 (Chicago), IL	1,380.9	1,780.0	1,828.0	2,060	447	32%
47th St (Chicago), IL	1,269.1	1,464.0	1,645.6	1,912	377	30%
Global 4 (Chicago), IL	1,945	1,779	1,773		(172)	-9%
Calumet (Chicago), IL	928.0	833.0	827.0		(101)	-11%
Landers (Chicago), IL	876	844	823.0		(53)	-6%
Yard Center	376	0	0		(376)	-100%
63rd Street	707	0	0		(707)	-100%

Approximately 89% of Global 2's net Base-to-Growth lift increase occurs in the Optimized (OPT) Plan and approximately 52% at 47th Street. This calculation indicates that receiving-terminal readiness is an early consolidation issue. The Applicants should provide the native capacity calculations cited in the Operating Plan, including "NS Manifest IM Auto Terminal Capacity Calculations.xlsx" and "NS Terminal Volume Review.xlsx[14]," with formulas, inputs and project assumptions intact. The Applicants should identify whether each capacity represents sustained throughput or a theoretical maximum and disclose any allowance incorporated for peak demand or downtime.

Global 2 will see an increase in roughly 447 lifts per day while 47th street will see an increase in roughly 377 lifts per day. The application highlights that these yards will still not reach capacity. The consolidation of intermodal yard activities is predicted to remove 130 rubber tire moves per day between the existing facilities – previously necessary to interchange between the UP and NS facilities[15]. However, the Applicants do not consider the increments in truck movements near the terminals with increased terminal activities and truck interactions with additional train counts arriving at and departing from the terminals.

The Applicants should provide "HC-NS-UP Interchange Summary by Gateway vFinal.xlsx[16]," cited for the claimed elimination of approximately 130 rubber-tire interchanges per day. The Applicants should provide the underlying shipment counts, terminal pairs, time period and conversion assumptions, and clarify whether the estimate counts one-way transfers, truck trips or another unit. The Applicants should also disclose any customer-drayage or empty-repositioning data used in assessing this change, or state whether those movements were excluded. This information is needed to determine what the claimed reduction establishes about truck activity around the receiving terminals.

When Global 2 and 47th St. handle growth plan demand, their utilization will be at 88.7% and 86.1% respectively. These figures support further examination of peak demand and recovery capacity. With little spare capacity, delays in processing at the yard may easily impact mainline operations. Even at unchanged container throughput, longer pickup dwell due to truck congestion outside of the terminal increases storage demand even without more lifts. For illustration, Global 2 demand 15% above the projected daily average would reach approximately 2,102 lifts, exceeding the stated capacity. At 47th

[14] Gehringer and Orr, *Operating Plan* (Second Errata), App. Vol. 2, p. 707 and p. 742.

[15] Gehringer and Orr, *Operating Plan* (Second Errata), App. vol. 2, p. 710.

[16] Gehringer and Orr, *Operating Plan* (Second Errata), App. Vol. 2, p. 710.

Street, a 20% increase would reach approximately 1,975 lifts. These are sensitivity tests, not forecasts. Whether either condition produces congestion depends on arrival patterns, container storage, customer pickup times, equipment availability, and the duration of the peak.

There is also a distinction between terminal processing capacity and terminal access capacity. A facility may have sufficient lifting capability while its receiving tracks or leads cannot accept an arriving train. If that train must wait outside the terminal, on the Geneva Subdivision impacting Metra UP-West or the NS Chicago Line impacting Amtrak and Metra SWS, the constraint can affect the shared railroad even while daily lift totals remain below the stated capacity. The review should therefore connect terminal capacity calculations to the track and dispatching arrangements serving Global 2 and 47th Street.

The Operating Plan states that the Yard Center closure can be accommodated without capital improvements. However, the Service Assurance Plan[17] describes its capacity table as reflecting both merger-related and non-merger-related investments. That does not establish which specific improvements are included at 47th Street. Given the amount of land NS has acquired for the 47th Street Yard expansion, a detailed description of the specific improvements is vital for the City to understand the impacts on the community. The Applicants should identify the projects, commissioning dates, and operating assumptions underlying the 1,912-lift capacity. The Applicants should provide "NS Manifest IM Auto Terminal Capacity Calculations.xlsx" and "UP Manifest-Intermodal-Automotive Terminal Capacity Inputs & Calculations.xlsx," cited in the Operating Plan, and the "NS Terminal Volume Review.xlsx" and "UP Manifest-Intermodal-Automotive Terminal Volume-Capacity Summary.xlsx".[18] The production should include linked inputs, formulas and methodology supporting the Chicago terminal capacities. In particular, the Applicants should disclose the equipment, track, storage, dwell, operating-hour and peak allowances used to derive 47th Street's 1,912-lift and Global 2's 2,060-lift capacities, and identify which existing or planned improvements are embedded in those figures.

The historical performance data also warrant attention. Electronic Appendix V[19] reports 47th Street on-time originations ranging from 67.9% to 93.5% across the twelve months of 2025, with 67.9% reported for December. This variation is not proof of a capacity shortage, but it provides a specific basis for requesting the causes of late departures and testing whether the Growth Plan preserves recovery capability. Furthermore, terminal-arrival-to-van-ground measures the time until a container is ready for pickup; it does not measure how long the container remains afterward or how long a truck queues at the gate.

Closure of Yard Center and 63rd Street for planned intermodal activities may have a direct impact on the community, particularly for employment in the Chicago Area. Employment shifts from the merger optimization are discussed in section 1.5. The Service Assurance Plan[20] identifies continued local work at the yards with the possibility for retained intermodal overflow; however, the application fails to explicitly detail the future of these yards.

The City of Chicago along with Metra and Amtrak may leverage the effective closure of these yards to add passenger storage and maintenance capacity. However, the Applicants will need to clarify if they will continue to use the yards for excess capacity and/or car storage.

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[17] Turner, *Service Assurance Plan* (Second Errata), app. vol. 2, p. 888.

[18] Gehringer and Orr, *Operating Plan* (Second Errata), app. vol. 2, p. 751. Turner, Service Assurance Plan (Second Errata), app. vol. 2, pp. 888–889

[19] Applicants, *Electronic Appendices* (Second Errata), sheet "V - Yard and Term Benchmarks".

[20] Turner, *Service Assurance Plan* (Second Errata), app. vol. 2, pp. 1119–1121.

B. Manifest Yards

For manifest (mixed freight) operations, the Applicants propose to reduce block building activity within the Chicago area by shifting classification work currently performed at the Belt Railway's (BRC) Clearing Yard and Proviso to locations outside the Chicago terminal network. Manifest activity at Proviso Yard will drop from 1,079 cars per day to 908 cars per day in the Growth Plan. Specifically, block building would be shifted to facilities in Iowa, Wisconsin, Indiana, Pennsylvania, and New York where the Applicants indicate that the traffic can be classified without requiring additional switching within Chicago.[21]

As a result, the Operating Plan would reduce the volume of manifest switching performed on the BRC, with a total reduction of approximately 210 switching movements. This change would reduce the amount of yard activity and associated switching within the Chicago area by performing classification closer to the origin or destination of the traffic rather than routing movements through Chicago-area classification facilities.

The Applicants' plan states that the reduction in switching moves for BRC will alleviate capacity for the railway to switch for other railways.[22] However, it is likely that the drop in service for BRC could result in employment reductions; the Applicants fail to explicitly outline where supplemental service may be realized. Additionally, an open question remains whether BRC and IHB can supply contingency capacity as necessary after routine work declines. The Applicants should provide "C-ALS_BRC_TRRA_IHB Comparison vFinal.xlsx[23]," cited for the reduction of approximately 210 cars per day requiring intermediate BRC switching. The Applicants should disclose the traffic records, routing and classification assumptions used to derive that reduction, and any calculation translating fewer cars handled into additional BRC/IHB capacity. The disclosed car-count change alone does not establish how much switching or contingency capacity becomes available.

1.3 – New Intermodal and Manifest Services in Chicago Area

The application Operating Plan prescribes 9 new intermodal and manifest trains that will operate through the Chicago area. The new trains will come online across both the optimized and the growth horizons. The key elements of interest in reviewing these trains are the work events within the Chicago area. All 9 new trains have at least one new work event in the Chicago area. These trains not only increase the volume of traffic on routes within Chicago, they add complexity at yards through various work events. Table 1.3.1 outlines the key details for these new trains.

Table 1.3.1 New Intermodal and Manifest Trains in Operating Plan[24]

Train Symbol	Direction	Origination	Destination	Chicago Area Event Spot 1	Chicago Area Event Spot 2	Avg. Length (ft)	Max Length (ft)
MEKBO	Westbound	Elkhart	Boone	Global 2 (Crew)		6,737	8,117

[21] Turner, *Service Assurance Plan* (Second Errata), app. vol. 2, p. 882. Gehringer and Orr, Operating Plan (Second Errata), app. vol. 2, pp. 710–711.

[22] Applicants, *Second Response to Decision No. 21*, Supp. pp. 137–138.

[23] Gehringer and Orr, *Operating Plan* (Second Errata), App. Vol. 2, p. 711

[24] Gehringer and Orr, *Operating Plan* (Second Errata), app. vol. 2, pp. 830–831, pp. 834 and 842.

Train Symbol	Direction	Origination	Destination	Chicago Area Event Spot 1	Chicago Area Event Spot 2	Avg. Length (ft)	Max Length (ft)
MNPEK	Eastbound	North Platte	Elkhart	Proviso (Crew)		6,796	9,319
MNPCW	Eastbound	North Platte	Conway	Proviso (Work & Crew)		9,295	14,227
MALEK	Eastbound	Altoona	Elkhart	Proviso (Work & Crew)	Ashland (Work)	7,083	8,172
MCWAL	Westbound	Conway	Altoona	Proviso (Work, Crew, & Inspection)		5,989	9,626
ZLTCX	Eastbound	Lathrop, CA	Croxton, NJ	Global 2 (Crew)		10,083	11,004
ZCXLT	Westbound	Croxton, NJ	Lathrop, CA	Global 2 (Crew)	Colehour (Work/inspection)	7,307	11,561
ZG2MV	Eastbound	Global 2, Chicago, IL	Morrisville, PA	Global 2 (origin)	Ashland (Work)	9,855	10,511
ZG2NE	Eastbound	Global 2, Chicago, IL	Mechanicville, NY	Global 2 (origin)	Ashland (Work)	7,515	9,802

The additional merger-related trains would introduce new work events within the Chicago terminal network, with these movements utilizing the primary route identified in Figure 1.1.1. Work associated with these trains would be concentrated around Proviso and Global 2, including blocking, crew changes, and train inspections. Each of these activities would consume capacity at these locations by occupying tracks, interlockings, and portions of the mainline while the work is performed.

Crew changes are of particular concern because they may require trains to dwell on or immediately adjacent to the mainline while crews are exchanged, rather than being fully contained within a yard. The approximately 2.7-mile maximum MNPCW length makes clear-track length, switching method, and route clearance particularly important. Crew changes or work events should not automatically be assumed to block the mainline; the Applicants should show the actual track assignment, expected duration, and contingency location. Potential extended dwell periods could interfere with through movements and reduce the available capacity of the main funnel (figure 1.1.1). The impacts would be particularly significant for Metra operations, as any freight train dwelling on or near the mainline, near Proviso and Global 2, could directly constrain the movement of scheduled passenger trains.

As discussed previously, Global 2/Proviso will be near capacity with the anticipated growth. No explicit plan is mentioned for how these trains will queue and dwell at these yards to perform these work events. It is reasonable to assume that without explicit plans to accommodate the new services, an increase in passenger delay is possible. The Applicants should provide the underlying operating-plan workpapers for the Chicago work events listed in the train profiles, including the assumed local train lengths, assigned tracks, work and crew-change durations, and receiving or holding arrangements used in developing the plan.

1.4 At-Grade Road Crossings

The primary growth corridor highlighted in figure 1.1.1 contains both at-grade and grade separated road crossings. The at-grade crossings are of particular concern. At-grade crossings in Chicago have a tangible impact on the community, affecting economic activity through extensive roadway blockage. At-grade crossings of concern after review of the Operating Plan are located on the Geneva Subdivision and the connection between Kedzie and CP 518 (connecting UP Geneva Subdivision to NS Chicago Line). All at-grade crossings on the primary growth corridor are highlighted in figure 1.4.1.

Figure 1.4.1 At-grade Crossings on Primary Growth Corridor



A. Geneva Subdivision

At-grade crossings on the Geneva Subdivision from Kedzie to Elburn are summarized in table 1.4.1. These crossings will see growth from 5-14 trains per day depending on their location on the subdivision. The table also summarizes the Annual Average Daily Traffic (AADT) from Illinois Department of Transportation (IDOT)[25] and Illinois Commerce Commission (ICC)[26].

Table 1.4.1 Geneva Subdivision At-Grade Road Crossings with Projected Growth in Trains Per Day[27]

#	MP	Crossing	Municipality	DOT #	Increase in TPD (Growth Plan)	AADT IDOT	AADT ICC	ICC Year
1	5.22	Kilbourn Ave	Chicago	173957U	+13.62	6,600	6,600	2022
2	10.20	1st Ave	Maywood	173996K	+13.62	25,400	25,200	2023
3	10.57	5th Ave	Maywood	173998Y	+13.62	8,900	8,900	2022
4	10.76	9th Ave	Maywood	174001M	+13.62	9,300	9,300	2022
5	11.38	19th Ave	Melrose Park	174009S	+13.62	4,900	4,900	2022
6	15.16	Poplar Ave	Elmhurst	174020S	+5.32	3,350	3,350	2024
7	15.49	Haven Rd	Elmhurst	174021Y	+5.32	3,000	3,000	2024
8	15.75	York Rd	Elmhurst	174022F	+5.32	4,000	4,000	2024
9	15.79	Cottage Hill Ave	Elmhurst	174023M	+5.32	2,725	2,725	2024

[25] IDOT Average Annual Daily Traffic Count Map https://idot.maps.arcgis.com/apps/instant/basic/index.html?appid=d21511de2d04407e83dcd645027e00bb. Accessed October 2026.

[26] ICC Railroad Grade Crossing Map https://icc.illinois.gov/rail-safety/grade-crossing-map. Accessed October 2026.

[27] US DOT Crossing Inventory Listing https://data.transportation.gov/stories/s/Crossing-Inventory-Listing/ejv6-cpdh/. Accessed October 2026. Applicants, *Electronic Appendices* (Second Errata), sheet T.

10	15.90	Maple Ave/Prospect Ave	Elmhurst	174024U	+5.32	2,150	2,150	2024
11	16.13	Myrtle St	Elmhurst	174025B	+5.32	1,900	1,900	NA
12	16.66	West St	Elmhurst	174933J	+5.32	7,950	7,950	2024
13	17.20	Villa Ave	Villa Park	174935X	+5.32	6,800	6,800	2024
14	17.71	N. Ardmore Ave	Villa Park	174937L	+5.32	7,100	7,100	2024
15	18.21	N. Addison Rd	Villa Park	174938T	+5.32	9,050	9,050	2024
16	19.26	Grace St	Lombard	174939A	+5.32	8,650	9,450	2016
17	20.11	S Elizabeth St	Lombard	174944W	+5.32	2,850	2,850	2024
18	20.41	Finley Rd	Lombard	174945D	+5.32	4,750	4,750	2024
19	22.28	N. Park Blvd	Glen Ellyn	174948Y	+5.32	11,200	11,200	2024
20	22.50	N. Main St	Glen Ellyn	174950A	+5.32	6,050	6,050	2024
21	22.67	Prospect Ave	Glen Ellyn	174951G	+5.32	4,600	4,600	2024
22	23.78	College Ave/Hill Ave	Wheaton	174952N	+5.32	3,650	3,650	2024
23	23.99	President St	Wheaton	174953V	+5.32	11,300	11,300	2024
24	24.50	Washington St	Wheaton	174955J	+5.32	7,100	7,100	2024
25	24.69	Cross St	Wheaton	174956R	+5.32	2,750	2,750	2024
26	24.75	Main St	Wheaton	174957X	+5.32	11,200	11,200	2024
27	24.85	Hale St	Wheaton	174958E	+5.32	1,700	1,700	2024
28	24.92	Wheaton Ave	Wheaton	174923D	+5.32	2,100	2,100	2024
29	25.02	West St	Wheaton	174924K	+5.32	6,700	6,700	2024
30	26.82	Winfield Rd	Winfield	174964H	+5.32	12,600	10,700	2016
31	28.84	Sunset Ave	West Chicago	174965P	+5.32	1,050	1,050	2024
32	30.24	Wood St	West Chicago	174972A	+5.32	2,600	2,600	2024
33	30.28	Washington St	West Chicago	174973G	+5.32	9,950	9,950	2024
34	35.49	3rd St	Geneva	174991E	+5.32	2,900	2,900	2023
35	36.09	Western Ave	Geneva	174998C	+5.32	3,750	3,750	2023
36	39.40	Brundige Rd	La Fox	175003E	+5.32	225	225	2023
37	40.68	La Fox Rd	La Fox	175004L	+5.32	3,150	3,150	2023
38	43.88	S 1st St	Elburn	175008N	+5.32	825	825	2023
39	43.94	Main St	Elburn	175009V	+5.32	10,300	9,600	2023

The first five crossings in the table are of particular concern after review of the Applicants' filings. These crossings will see an additional ~14 trains per day under the growth plan. This is on top of an existing ~17 freight trains and ~29 weekday Metra trains in each direction. This is a serious concern for the surrounding communities. These crossings already have some of the highest AADT across the subdivision – with 1st Ave being the highest at 24,500. 14 additional trains will add substantial blockage time at these high-volume crossings.

Four of these crossings, 1st Ave., 5th Ave., 9th Ave, and 19th Ave., are located within 2 miles of Global 2 and Proviso Yards. As discussed in section 1.2, the additional capacity in and out of these yards has the potential to cause queuing and delay on the mainline near the entry to these yards. That spillage may directly block these crossings. The applicants make no mention of mitigations to these crossings or plans to ensure that yard staging and queuing will not block these crossings.

The remaining crossings west of Global 2/Proviso will see ~5 additional trains per day. This increase is less than those East of the yards, but still poses a concern for the communities around the crossings.

Additional blockage at these crossings impacts economic productivity and environmental conditions. More cars will idle at these crossings, directly impacting the air quality of the surrounding communities. Priority follow-up should request specific plans to mitigate extended blockage at these crossings and consider plans to grade separate the crossings near Global 2 and Proviso Yard.

Table 1.4.2 Geneva Subdivision At-Grade Road Crossings with incidents since 2000 (from FRA)[28]

#	Crossing Name	AADT IDOT	TPD Growth (Growth Plan)	Incidents Since 2000	Freight Incidents	Passenger Incidents	Fatal Incidents	Total Fatalities
1	Kilbourn Ave	6600	13.62	**7**	2	5	0	0
2	1st Ave	25400	13.62	**8**	6	2	1	1
3	5th Ave	8900	13.62	**1**	1	0	0	0
4	9th Ave	9300	13.62	**6**	1	5	1	1
5	19th Ave	4900	13.62	**7**	5	2	4	4
6	Poplar Ave	3350	5.32	**0**	0	0	0	0
7	Haven Rd	3000	5.32	**3**	1	2	1	1
8	York Rd	4000	5.32	**2**	1	1	1	1
9	Cottage Hill Ave	2725	5.32	**2**	1	1	1	1
10	Maple Ave/Prospect Ave	2150	5.32	**0**	0	0	0	0
11	Myrtle St	1900	5.32	**1**	0	1	0	0
12	West St	7950	5.32	**1**	0	1	0	0

[28] US DOT Crossing Inventory Listing https://data.transportation.gov/stories/s/Crossing-Inventory-Listing/ejv6-cpdh/. Accessed October 2026.

13	Villa Ave	6800	5.32	**2**	1	1	1	1
14	N. Ardmore Ave	7100	5.32	**0**	0	0	0	0
15	N. Addison Rd	9050	5.32	**0**	0	0	0	0
16	Grace St	8650	5.32	**4**	3	1	0	0
17	S Elizabeth St	2850	5.32	**2**	1	1	1	1
18	Finley Rd	4750	5.32	**2**	1	1	0	0
19	N. Park Blvd	11200	5.32	**0**	0	0	0	0
20	N. Main St	6050	5.32	**3**	0	3	0	0
21	Prospect Ave	4600	5.32	**1**	1	0	0	0
22	College Ave/Hill Ave	3650	5.32	**1**	1	0	0	0
23	President St	11300	5.32	**3**	3	0	0	0
24	Washington St	7100	5.32	**2**	1	1	2	2
25	Cross St	2750	5.32	**1**	1	0	1	1
26	Main St	11200	5.32	**2**	1	1	1	1
27	Hale St	1700	5.32	**0**	0	0	0	0
28	Wheaton Ave	2100	5.32	**1**	1	0	0	0
29	West St	6700	5.32	**2**	2	0	0	0
30	Winfield Rd	12600	5.32	**1**	1	0	0	0
31	Sunset Ave	1050	5.32	**2**	1	1	0	0
32	Wood St	2600	5.32	**1**	1	0	0	0
33	Washington St	9950	5.32	**1**	1	0	0	0
34	3rd St	2900	5.32	**2**	1	1	1	1
35	Western Ave	3750	5.32	**0**	0	0	0	0
36	Brundige Rd	225	5.32	**1**	1	0	0	0
37	La Fox Rd	3150	5.32	**0**	0	0	0	0
38	S 1st St	825	5.32	**1**	1	0	0	0
39	Main St	10300	5.32	**0**	0	0	0	0
			TOTAL:	**73**	**42**	**31**	**16**	**16**

The growth in freight volume across the Geneva corridor should further be considered in the context of safety at the at-grade crossings. Table 1.4.2 summarizes the incidents at each at-grade crossing on the Geneva Subdivision since 2000. It is important to note that this table only accounts for direct interactions between rail and road vehicles at the intersections, it does not account for incidents that may stem from the at-grade crossing (e.g., a car rear-ending another car while the crossing arms are down). There has been a total of 73 incidents across the identified crossings, with 16 fatalities. Some crossings, like Kilbourn and 1st Ave, represent 9-10% of all incidents. These crossings also have relatively

higher AADT, with 1st Ave having the highest AADT at 25,400. Both these crossings will also see an increase of 13.62 trains per day in the Growth Plan. This addition of trains per day at high volume crossing with a history of incidents poses a safety concern for the surrounding communities. The Applicants' make no mention of safety mitigations at these at-grade crossings.

Table 1.4.3 Geneva Subdivision At-Grade Road Crossing Improvement Projects[29]

#	MP	Crossing Name	CREATE Program	ICC Crossing Safety Improvement Projects (CSIP)
1	5.22	Kilbourn Ave		CSIP 22-26: Remote Monitors
2	**10.2**	**1st Ave**	**GS12: Grade Separation**	
3	10.57	5th Ave		
4	10.76	9th Ave		
5	11.38	19th Ave		
6	15.16	Poplar Ave		CSIP 22-27: Remote Monitors
7	15.49	Haven Rd		
8	**15.75**	**York Rd**		**CSIP 27-31: Pedestrian Rail Bridge**
9	15.79	Cottage Hill Ave		CSIP 22-26 : Remote Monitors
10	15.9	Maple Ave/Prospect Ave		CSIP 22-26 : Remote Monitors
11	16.13	Myrtle St		CSIP 22-26 : Remote Monitors
12	16.66	West St		CSIP 22-26: Remote Monitors
13	17.2	Villa Ave		CSIP 22-26: Remote Monitors
14	**17.71**	**N. Ardmore Ave**		**CSIP 27-31: Grade Separation**
15	18.21	N. Addison Rd		CSIP 22-26: Remote Monitors
16	19.26	Grace St		CSIP 22-26: Remote Monitors
17	20.11	S Elizabeth St		
18	20.41	Finley Rd		CSIP 22-26: Remote Monitors
19	22.28	N. Park Blvd		CSIP 22-26: Remote Monitors
20	22.5	N. Main St		CSIP 22-26: Remote Monitors
21	22.67	Prospect Ave		CSIP 22-26: Remote Monitors
22	23.78	College Ave/Hill Ave		CSIP 22-26: Remote Monitors
23	23.99	President St		CSIP 22-26: Remote Monitors
24	24.5	Washington St		CSIP 22-26: Remote Monitors
25	24.69	Cross St		CSIP 22-26: Remote Monitors

[29] ICC Railroad Grade Crossing Map https://icc.illinois.gov/rail-safety/grade-crossing-map. Accessed October 2026.

26	24.75	Main St	CSIP 22-26: Remote Monitors
27	24.85	Hale St	CSIP 22-26: Remote Monitors
28	24.92	Wheaton Ave	CSIP 22-26: Remote Monitors
29	25.02	West St	CSIP 22-26: Remote Monitors
30	26.82	Winfield Rd	CSIP 22-26: Remote Monitors
31	28.84	Sunset Ave	CSIP 22-26: Remote Monitors
32	30.24	Wood St	CSIP 22-26: Remote Monitors
33	30.28	Washington St	CSIP 22-26: Remote Monitors
34	35.49	3rd St	
35	36.09	Western Ave	
36	39.4	Brundige Rd	CSIP 22-26: Remote Monitors
37	40.68	La Fox Rd	CSIP 22-26: Remote Monitors
38	43.88	S 1st St	CSIP 22-26: Remote Monitors
39	43.94	Main St	

The CREATE programs and ICC Crossing Safter Improvement Programs (CSIP) may mitigate some concerns surrounding merger growth at these crossings. There is only one CREATE program (GS12)[30] on the Geneva Subdivision that aims to eliminate the at-grade crossing at 1st Ave. The project is still awaiting funding for preliminary design. Thus, it is safe to assume that project will not be completed by the time the Geneva Subdivision reaches growth plan levels of service. 1st Ave has the highest AADT (25,400) and the highest incident history (8 incidents with 1 fatality since 2000). The Applicants should make special consideration to progress GS12 to mitigate delay, safety, and community concerns at 1st Ave.

There are a handful of CSIP projects across the corridor. The majority are referenced from the FY 2022-2026 CSIP plan[31]. These all pertain to the addition remote monitors at crossings. Remote monitors improve safety at crossings by actively monitoring disruptions and malfunctions at the crossings, enabling preventative measures to be enacted. However, the status of these projects is unclear. The CSIP 2027-2031[32] plan calls for the addition of the grade separation at Ardmore Ave. in Villa Park and a pedestrian bridge at York Rd. in Elmhurst. There are no current plans to eliminate or improve the at-grade road crossings anywhere else along the corridor. Particular concern should be placed on crossings 1 through 5, where volume will grow by 13.62 trains per day, with roadway separation planned at only one of the crossings. The environmental assessment for the merger should specifically examine the impacts at these crossings and identify mitigations that must be implemented by the Applicants.

B. Kedzie to CP 518 (Rockwell Subdivision, Blue Island Subdivision, and CR&I)

At-grade crossings on from Kedzie to CP 518 (connecting the UP Geneva Subdivision and NS Chicago Line) are summarized in Table 1.4.2. These crossings will see growth of over 14 trains per day. The two crossings identified on this section are located on the Chicago River & Indiana (CR&I) industrial track

[30] CREATE Program, "1st Avenue & Union Pacific Grade Separation" (GS12).

[31] Illinois Commerce Commission, Crossing Safety Improvement Program FY 2022–2026, March 18, 2021

[32] Illinois Commerce Commission, Crossing Safety Improvement Program FY 2027–2031, March 19, 2026

East of NS Ashland Yard. There are no at-grade crossings on the Rockwell or Blue Island Subdivision on the growth corridor between Kedzie and CP 518.

Table 1.4.4 CR&I At-Grade Road Crossings with Projected Growth in Trains Per Day

#	MP	Crossing	Municipality	DOT #	Increase in TPD (Growth Plan)	AADT IDOT	AADT ICC	ICC Year
40	**1.05**	S. Racine Ave	Chicago	243205P	+14.13	2,450	2,450	2022
41	**0.64**	S. Morgan St	Chicago	243177N	+14.13	1,800	1,800	2022

The crossings between Kedzie and CP 518 are of particular concern because of their proximity to Ashland Yard and the increase in freight traffic proposed under the Growth Plan. The Applicants' plan would add ~14 trains per day across the identified crossings, on top of existing freight movements. This increase will add blockage time at these crossings and increase the potential for delays to motorists and pedestrians in the surrounding communities. The impacts are particularly important near Ashland Yard, where additional freight movements associated with yard operations may result in trains occupying the mainline or crossing locations for extended periods.

The Applicants do not identify specific mitigation measures for these crossings or provide an analysis demonstrating that increased yard activity and train volumes will not result in extended crossing blockages.

The additional blockage at these crossings will have direct impacts on the surrounding communities, including increased motorist delay and additional vehicle idling. These impacts are particularly important given that the Growth Plan increases freight traffic without identifying corresponding improvements to the grade crossings themselves. Priority follow-up should request specific estimates of crossing blockage time under the Growth Plan, including the expected duration and frequency of blockages associated with trains entering and departing Ashland Yard, as well as any proposed mitigation measures.

Table 1.4.4 CR&I At-Grade Road Crossings with Incidents (Per FRA)

#	Crossing Name	AADT (IDOT)	TPD Growth (Growth Plan)	Incidents Since 2000	Freight Incidents	Passenger Incidents	Fatal Incidents	Total Fatalities
40	S. Racine Ave	2450	14.13	7	7	0	0	0
41	S. Morgan St	1800	14.13	1	1	0	0	0

Both crossings on the CR&I have seen incidents since 2000, with 7 at S. Racine Ave and 1 at S. Morgan Ave. The crossings will see an additional 14.13 trains per day in the Growth Plan. The Applicants provide no stipulations for ensured safety at these crossings as volumes grow.

Table 1.4.5 CR&I At-Grade Road Crossing Improvement Projects

#	MP	Crossing Name	CREATE Program	ICC Crossing Safety Improvement Projects (CSIP)

40	1.05	S. Racine Ave	
41	0.64	S. Morgan St	GS3a: Grade Separation or Re-routing

There is one improvement program - CREATE program GS3a aiming to remove the grade crossing at S. Morgan Street or re-route motorists to alternative routes during blockages. This project would nullify or minimize the impact of the freight traffic growth at S. Morgan Street. However, this project has been functionally sidelined and has no clear path forward. The City should push for the completion of GS3a as a precursor to the merger.

1.5 Employment Changes

A. Craft Employees

Craft employment in the Chicago area will be directly affected by the Applicants' proposed operational shifts, yard consolidation, and increased use of automation. The planned consolidation of yard activity will reduce the amount of switching and classification work performed at Chicago-area facilities, while the implementation of UP's Remote Control Operations (RCO) and SwitchPro eNtry eXit (NX) technologies[33] at NS yards will further reduce the labor required to perform these activities. RCO allows employees to remotely control locomotives from the ground using wireless equipment, while SwitchPro NX integrates remote switching, yard infrastructure, and digital systems to streamline switching movements and car handling. Together, these changes will reduce the amount of manual yard work and the number of craft employees required to perform switching and classification activities. The resulting impacts on Chicago-area craft employment are summarized in Table 1.5.1

Table 1.5.1 Craft Employment Changes in Chicago Area[34]

	Positions Abolished			
	Year 1 after merger	**Year 2 after merger**	**Year 3 after merger**	**Total**
Mechanical Car	17	16	0	**33**
Clerical	0	0	0	**0**
Communications	0	0	0	**0**
Equipment Mechanical	0	0	0	**0**
Mechanical Locomotive	20	20	0	**40**
Signal Maintainers	0	0	0	**0**
Track Maintenance	1	0	0	**1**
Train Dispatching	0	0	0	**0**

[33] Gehringer and Orr, *Operating Plan* (Second Errata), app. vol. 2, p. 803.

[34] Applicants, *Electronic Appendices* (Second Errata), sheet "A - Employee Impact Ex. Craft ".

Positions Abolished				
Train Crew	27	32	3	**62**
Union Supervisors	0	0	0	**0**
Yard Controllers	0	0	0	**0**
Total	**65**	**68**	**3**	**136**

The Applicants' plan[35] identifies a total of 136 craft positions for elimination during the first three years following the merger, with the reductions concentrated among Mechanical Car, Mechanical Locomotive, and Train Crew positions. Specifically, the plan eliminates 33 Mechanical Car positions, 40 Mechanical Locomotive positions, 62 Train Crew positions, and one Track Maintenance position, for a total of 136 positions. The Applicants state that these reductions will be realized through employee attrition and relocation, consistent with their commitment to provide employment opportunities for current craft employees. They state that the combined craft workforce has an annual attrition rate of approximately 8.0 percent and that attrition and relocation will allow the Applicants to accommodate the anticipated increase in traffic during the three-year period following the merger. The applicant's document identifies only 32 craft jobs created in the Chicago area in the 3-year post merger. All 32 of these new jobs are train crew jobs.

The application does not identify specific relocation opportunities, locations, or positions for the employees associated with the 136 abolished positions. Nor does the application correlate the abolished positions with the 32 new positions. The 32 new train crew positions still leave a net loss of 30 train crew positions in the Chicago area, with no direct statement that the abolished positions will be transferred to the new positions. As a result, the Applicants' reliance on attrition and relocation does not eliminate the risk to Chicago-area craft employment. In the absence of identified relocation opportunities, the 136 positions represent a direct employment reduction identified in the operating plan, with the impacts concentrated in the Mechanical Car, Mechanical Locomotive, and Train Crew workforces.

B. Management Employees

The employment impacts for management employees are primarily associated with the consolidation of the Applicants' corporate organizations and the planned relocation of the combined headquarters to Nebraska. The proposed reductions are focused largely on eliminating redundant positions across UP and NS, with the greatest impacts concentrated among executive and analyst positions. Unlike the craft workforce, where operational changes and yard consolidation drive employment impacts, the management reductions are primarily attributable to the Applicants' ability to consolidate overlapping corporate functions following the merger.

Table 1.5.2 Management Employment Changes in Chicago Area[36]

Positions Abolished				
	Year 1 after merger	**Year 2 after merger**	**Year 3 after merger**	**Total**

[35] Maqui B. Parkerson, *Verified Statement of Maqui B. Parkerson*, Second Errata public version, in *Union Pacific Corporation et al.—Control—Norfolk Southern Corporation et al.*, STB Docket No. FD 36873, Filing No. 312239 (September 4, 2026), app. vol. 1, p. 541.

[36] Applicants, *Electronic Appendices* (Second Errata), sheet "B - Employee Impact Ex. Mgmt,".

Management	19	3	0	**22**
Total	**0**	**0**	**0**	**22**

The Applicants' plan would reduce 22 management positions in the Chicago area during the first three years following the merger. These reductions are primarily associated with the elimination of redundant management functions resulting from the combination of UP and NS. While the Applicants identify the positions expected to be eliminated, the application does not identify any new Chicago-area management positions that would offset these reductions. Additionally, the Applicants provide no specific information regarding relocation opportunities, alternative positions, or job protections for employees affected by these reductions. Accordingly, the identified 22-position reduction represents a direct reduction in Chicago-area management employment, with no corresponding management employment growth or identified relocation opportunities presented in the application.

2 Passenger Rail Impacts

2.1 Passenger Corridor Growth Review

The projected growth in the Chicago area will have a direct impact on Metra and Amtrak operations, with little consideration provided in the application documents for mitigations of delays from increased freight activity.

A. Merger Impacts on Metra

Growth on the UP Geneva Subdivision will directly impact Metra UP-West service, which currently operates 29 weekday trains, 10 Saturday trains and 9 Sunday trains in each direction[37]. The Growth Plan identifies roughly 14 new freight trains operating between Proviso and Kedzie, and 5 additional freight trains between Proviso and Elburn. The increase in service will directly interact with the existing Metra service. The additional freight service is a direct result of yard consolidation at Proviso (intermodal), 47th Street (manifest) and Global 2 (intermodal). The 14 additional services between Kedzie and Proviso will diverge from the Metra service at Kedzie. This exit/entry move from the Geneva Subdivision requires crossing the active Metra tracks. Adding 14 new moves that will tie up the crossover near Kedzie is likely to cause delays and the application makes no specific accommodation at this junction to mitigate it. The large increase on Proviso–Kedzie warrants a junction-level test that combines the proposed freight paths with the passenger timetable, terminal acceptance and crossover occupation. The published daily capacity claim does not alone resolve whether those paths fit the required operating windows.

The yard activity growth at Global 2 has the potential to further delay operations for the Metra UP-W Line service. Global 2 will increase by 447 lifts per day in the Growth Plan – nearing the maximum capacity of 2,060 lifts per day. The 32% increase in lifts per day comes with no specified investments or plans to accommodate growth. Global 2's forecast workload remains below claimed processing capacity. The unresolved question is whether peak arrivals, crew changes and receiving-track availability can be managed without holding trains outside the yard. It is likely that yard activities will back up and delay trains entering the yard from the Geneva Subdivision, impacting Metra UP West trains. The plan also calls for crew changes at Global 2 for intermodal and manifest trains that have no planned work at the yard. No specifications are made regarding the location of the crew changes. If these crew changes occur on or near the mainline, there is potential to further delay passenger operations on Geneva Subdivision. The Applicants should provide any underlying junction, track-occupancy and terminal-acceptance calculations used to support the conclusion that the Proviso–Global 2–Kedzie changes can

[37] Gehringer and Orr, *Operating Plan* (Second Errata), app. vol. 2, pp. 776–777.

be accommodated without affecting Metra. The Applicants should identify the freight and passenger schedules, crossover routes, crew-change assumptions and receiving-track limits represented in those calculations.

The intermodal shift to 47th Street will activate an additional pair of trains between 47th Street and 75th Street where the Metra SouthWest Service (SWS) operates. The Applicant states that this corridor has sufficient capacity to handle the additional moves. The Rock Island Connection (P2) CREATE program will re-route the SouthWest Service into La Salle Street Station, removing the interaction between NS freight traffic and the Metra SouthWest Service. As a result, the increase in freight service between 47th Street and 75th Street should not impact Metra service. However, the reviewed CREATE fact sheet describes P2 as distinct projects requiring construction funding within the larger EW2 project; its 2026 design target is not an in-service date. P2 should therefore be evaluated as a separate infrastructure scenario, with an explicit service-transfer date. The filings reviewed do not establish that Yard Center consolidation must await P2, or that P2 eliminates every SWS conflict. Thus, there is concern that P2 benefits will not be activated by the time growth is present between 47th and 75th. The Applicants should provide the train schedules, segment assignments and operating restrictions underlying the additional SWS-area train-pair description and the separate statement that no trains are added to the Metra route. Those materials should reconcile the 74th–59th Street description with the ZEGYC/ZYCEG extension over the 75th–47th Street easement, including frequency and permitted operating windows. The Applicants should disclose whether the supporting capacity conclusion assumes P2 completion or an SWS service transfer and, if so, provide the project date and routing assumption actually used.

The Operating Plan does not predict growth from the merger on any other UP or NS lines that host Metra service. The growth will not impact service on the Metra Rockford extension that is currently in development. Growth on certain UP/NS lines will impact Metra services at locations where subdivisions cross without grade separation – these impacts are further discussed in section 2.3.

B. Merger Impacts on Amtrak

The merger-related growth on railroad subdivisions hosting Amtrak services is concentrated on NS lines connecting Chicago with 47th Street. For Amtrak services operating toward Michigan, the Applicants' plan would add approximately 4 to 5 freight trains per day between Chicago and Porter, Indiana, affecting the routes used by the Wolverine, Pere Marquette, and Blue Water services. For Amtrak services operating east of Chicago, including the Lake Shore Limited and Floridian, the plan would add approximately 4 to 7 freight trains per day between Chicago and Toledo.[38]

The Applicants assert that the routes have sufficient capacity to maintain current passenger service. Their supplemental analysis projects 63.5 percent capacity[39] utilization on the Chicago-Elkhart, Indiana segment following the merger (this section is encompassed within the 4 to 7 additional trains per day growth factor). However, historical operating data demonstrates that this utilization level has been reached or exceeded frequently. Table 2.3.1 summarizes Host Railroad Delay (HRD) for these Amtrak services and highlights the capacity issues already plaguing the system.

Table 2.3.1 HRD Overall and for Months Above Growth Capacity Utilization

[38] Gehringer and Orr, *Operating Plan* (Second Errata), app. vol. 2, p. 764, pp. 769–770, p. 775.

[39] Applicants, *Second Response to Decision No. 21*, Supp. pp. 173–175, especially table PR-1 at p. 174.

Host Railroad	Passenger Service	Endpoint 1	Endpoint 2	Growth Capacity Utilization %	HRD Months Observed	Mean HRD	Months At/Above Growth Capacity Utilization	Mean HRD for Months At/Above Growth Capacity Utilization
NS	Michigan / Blue Water	Chicago IL	Elkhart IN	63.5%	59	2,452	31	1,851
NS	Capitol Limited	Chicago IL	Elkhart IN	63.5%	42	1,637	21	1,157
NS	Floridian	Chicago IL	Elkhart IN	63.5%	18	902	11	932
NS	Lake Shore Ltd	Chicago IL	Elkhart IN	63.5%	59	1,375	31	1,090
NS	Pere Marquette	Chicago IL	Elkhart IN	63.5%	59	2,452	31	1,851
NS	Wolverine	Chicago IL	Elkhart IN	63.5%	59	2,452	31	1,851

Their analysis projects 63.5 percent capacity utilization on the Chicago-Elkhart segment following the merger. However, historical operating data demonstrates that this utilization level has been reached or exceeded frequently. For the Lake Shore Limited, the analysis includes 59 months of historical data, with 31 months, or more than half of the observed period, at or above the 63.5 percent growth-capacity threshold. During the full 59-month period, the Lake Shore Limited experienced an average of 1,375 minutes of host-responsible delay per 10,000 train-miles. Other Chicago-Elkhart services show similarly significant historical delay, with the Michigan/Blue Water, Pere Marquette, and Wolverine each averaging 2,452 minutes of host-responsible delay per 10,000 train-miles. The Floridian experienced an average of 902 minutes of host-related delay in just 18 months of observation. The Floridian is particularly concerning, with an OTP of just 33% in FY 2025 Q2, placing it in the bottom 3 lowest OTP route in the entire Amtrak system and well below the 55% average OTP across long distance services in FY 2025 Q2[40]. The majority of delays are directly caused by freight train interference.[41] The Applicants have not demonstrated that the projected capacity margin will be sufficient to accommodate these additional trains without further degrading Amtrak service reliability. It is clear from their own analysis that capacity constraints already impact these services frequently. Given the existing levels of delay and poor OTP, even relatively modest increases in freight-related interference could have meaningful impacts on performance for these passenger trains. There are no plans in the merger documents to invest in any additional capacity or delay mitigations on this corridor. It is likely that this increase will further degrade these Amtrak services. The Applicants do not independently establish the accuracy of capacity inputs or test the proposed Operating Plan under current and future passenger schedules. Further analysis of segment-level freight interference and dispatching-delay data will help identify capacity constraints or inevitable service deterioration under merger impact.

[40] Federal Railroad Administration, *Quarterly Report on the Performance and Service Quality of Intercity Passenger Train Operations, Second Quarter of Fiscal Year 2025* (July 2025), pp. 9–12.

[41] Comments Of The Rail Passengers' Association And Response In Support Of The Joint Shipper Associations' Motion For Summary Denial. STB Docket No. FD 36873, Filing No. 312256 (September 9, 2026), Supp. p. 47-48.

2.2 At-Grade Rail Crossings Impacting Passenger Service

There are two key at-grade rail crossing locations where future NS/UP merger traffic will directly conflict with rights-of-way carrying passenger service. These are both crossings of the Canadian National (CN) Joliet Subdivision, carrying the Metra Heritage Corridor and Amtrak services (Texas Eagle and Lincoln services). Only one of the crossings, at CP Brighton, will see an increase in service as a result of the merger. This crossing at CP Brighton is of particular concern after review of the Applicants' materials.

A. CP Brighton Park

The at-grade rail crossing at CP Brighton intersects two mainlines, one of which carries Metra and Amtrak Passenger services. Figure 2.2.1 displays the crossing at CP Brighton.

Figure 2.2.1 CP Brighton at-grade Rail Crossing



Corridor A in the diagram (colored in red) will carry UP/NS merger traffic between the UP Geneva Subdivision and the NS Chicago Line via the UP Rockwell Subdivision (Western Avenue corridor). The route currently carries 55 (per CREATE program P5[42]) freight trains per day when considering NS, CSX and local service. Corridor B represents the Canadian National Joliet subdivision, hosting 6 daily Metra Heritage trains and 10 daily Amtrak trains (the Amtrak Texas Eagle, Lincoln Service, and Lincoln Service Missouri River Runner). The two routes intersect, at-grade, at location C. In the growth plan, 14.13 additional freight trains (Table 1.1.1) will operate on Corridor A, adding capacity to the route directly blocking the passenger trains on Corridor B.

The Applicants provide no host railroad delay impacts near CP Brighton or in Chicago for the Metra Heritage Corridor line or the Amtrak services, as these services are not operating on UP or NS right-of-way in Chicago. However, it is logical to assume that delay is present from this at-grade crossing,

[42] CREATE Program, Brighton Park Flyover (Project P5)

specifically from freight trains on Corridor A blocking travel on Corridor B. This delay will only grow with the addition of 14.13 trains in the growth plan. The Applicants provide Customer On-Time Performance (COTP) for the Amtrak services at a system wide level between 2022 and 2025 where UP hosts the services, shown in Table 2.2.1. Additionally, increased idling of trains at CP Brighton poses an environmental concern for the surrounding areas. This area already sees heavy idling and truck traffic from the surrounding highways. Adding any idling from freight trains will only bolster an existing environmental concern for the surrounding communities.

Table 2.2.1 COTP for Amtrak Texas Eagle and Amtrak Lincoln Services on UP hosted sections (July 2024-Dec 2025)[43]

Service	Average COTP	Minimum	Maximum
Texas Eagle	53.5%	28.0%	82.0%
Lincoln (Illinois)	70.0%	50.8%	84.0%
Lincoln/Missouri	53.7%	23.0%	79.0%

The three services already operate with poor on time performance, as shown in Table 2.2.1. While this data is not correlated to CP Brighton and the at-grade crossing, it is imperative that the Applicants provide stipulations to ensure that the increase in traffic on Corridor B will not worsen the COTP. The Applicants should provide any delay data available pertinent to CP Brighton to equip the City, Amtrak, and Metra with an understanding of the impact that additional trains on Corridor A will have on the services.

CREATE program P5[44] aims to create a flyover at CP Brighton. The flyover would completely remove the concerns at CP Brighton by grade separating the crossing. However, the project has not yet secured funding for preliminary design. It is safe to assume that the project will not be complete at the time the merged railroad reaches growth plan levels of service. Thus, the Applicants cannot rely on P5 to ameliorate the concern at this location.

3 Summary of Requested Documents

The application and public appendices reviewed do not provide sufficient underlying calculations and data to independently verify the Applicants' conclusion that increased freight traffic can be accommodated without adversely affecting Chicago-area service levels, particularly passenger operations. Although the Applicants identify capacity margins and operating efficiencies, several supporting workbooks cited in the application's footnotes were not included in the public materials. The Applicants should provide the following supporting materials, with their underlying inputs, formulas and assumptions.

Base Plan traffic calculations. The Applicants should explain how adjusted 2023 traffic and July 2025 operating plans were converted into daily Chicago volumes, including averaging periods, peak adjustments and train-loading assumptions. Provide *C-Base Plan.pdf* and *C-Traffic data processing.pdf* (App. Vol. 2, p. 622), and *C-Line Segment Tables vFinal.xlsx* and *HC-Yard Details T1 vFinal.xlsx* (p. 624).

Mainline capacity. The Applicants should provide the calculations supporting UP's Geneva Subdivision and NS's Chicago Line capacity margins, particularly the claimed 25 spare trains per day on the Geneva

[43] Applicants, *Electronic Appendices* (Second Errata), sheet "V – Passenger Benchmarks".

[44] CREATE Program, Brighton Park Flyover, project P5.

Subdivision. They should identify the segment limits, infrastructure, train characteristics and passenger assumptions used. The claim at App. Vol. 2, p. 710 does not identify its supporting workpaper.

Terminal capacity. The Applicants should provide assumptions underlying the capacity calculations, including whether these figures represent sustained throughput or theoretical maximum capacity and identify allowances for downtime and operating variability. Provide *NS Manifest IM Auto Terminal Capacity Calculations.xlsx*, *NS Terminal Volume Review.xlsx*, *UP Manifest-Intermodal-Automotive Terminal Capacity Inputs & Calculations.xlsx* and *UP Manifest-Intermodal-Automotive Terminal Volume-Capacity Summary.xlsx* (App. Vol. 2, p. 751), together with *Consolidated Terminal Data.xlsx* (pp. 707 and 742).

Train work and terminal access. The Applicants should provide the local train lengths, track assignments, crew-change and work durations, and holding arrangements assumed for Chicago operations. Include any existing junction and terminal-access calculations supporting the conclusion that Proviso/Global 2 and Kedzie movements can be accommodated without affecting Metra.

Metra Southwest Service. The Applicants should reconcile the additional train-pair description with the statement that no trains are added to the Metra route, providing frequencies, segment assignments and operating windows. Clarify whether the capacity conclusion assumes CREATE P2 completion. (App. Vol. 2, pp. 709 and 779).

Passenger performance. The Applicants should provide the details underlying the passenger comparisons, including *PR-3 STB Supplemental.xlsx* (Second Response to Decision No. 21, Supp. p. 174). Provide available segment-level delay data and corresponding delay causes.

Interchange and switching reductions. The Applicants should provide the counts, routing assumptions and units supporting the claimed reductions of 130 daily rubber-tire interchanges and 210 cars per day requiring BRC switching. Provide *HC-NS-UP Interchange Summary by Gateway vFinal.xlsx* and *C-ALS_BRC_TRRA_IHB Comparison vFinal.xlsx* (App. Vol. 2, pp. 710–711), including any calculation of resulting capacity benefits.

Truck, drayage and emissions. The Applicants should disclose how customer drayage, empty repositioning and terminal transfers were treated in the claimed benefits. Provide *C-Operating Plan Metrics vFinal.xlsx*, *Synergies Transportation - Operating.xlsx* and the railroad emissions inventory workbook cited in the Graham Verified Statement (App. Vol. 1, pp. 646 and 649), including any Chicago-specific calculations.

Staffing. The Applicants should provide employment calculations by location and job category, identify the supporting workpapers, and reconcile staffing assumptions with workloads in *Consolidated Terminal Data.xlsx* (App. Vol. 2, pp. 707 and 742).

Impact of UP-CN agreements. Thus far, UP has not submitted any information on the proposed CN agreements to the STB. This information – particularly the operational changes - will be needed to assess the potential impacts on Chicago and the region.

4 Summary of Findings

The proposed merger introduces additional freight movements and terminal activity at Chicago locations shared with passenger routes. Although the Applicants claimed benefits of fewer interchanges and reduced classification work, the public materials do not sufficiently demonstrate how the proposed operations would maintain service at these locations. The principal findings are as follows:

Traffic growth is concentrated on shared corridors. Freight traffic on the Geneva Subdivision increases by 14 trains per day between Kedzie and Ogden Junction and by 5 trains per day between 47th Street and CP 502. These increases could impact terminal access, crossover movements and junction occupancy. The growth is also based on the Base Plan derived from adjusted 2023 traffic and July 2025 operating plans that may not reflect day-to-day variations and season peaks. The conversion of those inputs into daily Chicago volumes requires further supporting detail.

Terminal capacity and access must be evaluated together. Global 2 and 47th Street would handle approximately 447 and 377 additional lifts per day, reaching 88.7% and 86.1% of stated capacity. These daily margins do not establish that receiving tracks, storage and equipment can accommodate batched arrivals, crew changes and other work without holding trains on shared routes.

Passenger-service impacts remain unresolved. Key concerns involve Metra UP-W and SouthWest Service, Amtrak services on the NS Chicago Line, and passenger movements crossing the freight route at Brighton Park. Historical performance comparisons provide relevant evidence but do not establish how the proposed freight operations would interact with passenger schedules, disruptions or future passenger service expansion.

Regional efficiencies do not establish local community outcomes. The projected reductions of approximately 130 daily rubber-tire interchanges and 210 cars per day requiring BRC switching do not demonstrate reduced truck activity around receiving terminals. Roadway-crossing delays, local drayage and environmental effects require further evaluation.

Employment changes and retained yard uses need clarification. The redistribution of work and reduction in Chicago-area positions should be reconciled with projected workloads. Continued local operations, storage and contingency uses at 63rd Street/Park Manor and Yard Center also remain to be clarified.

The UP-CN agreements will have a material impact on Chicago. With UP not having provided any analysis on the impacts of these agreements to the STB, a specific quantitative assessment was not possible. However, given the new routing option of the CN/EJE for moving traffic through the region, it will have a significant impact on operations, particularly on UP's Geneva Subdivision and Metra's Rock Island District Line.

The Applicants should provide supporting workpapers and location-specific operating assumptions needed to determine whether the proposed changes can be accommodated while maintaining Chicago-area service levels and addressing community impacts.

Appendix: Corridors in Figure 1.1.2 and associated traffic density

CORR_NAME	RR	REF_MILES	Base Daily Trains	Base Annual Cars	Base Gross Tons (k)	OPT Daily Trains	OPT Annual Cars	OPT Gross Tons (k)	Growth Daily Trains	Growth Annual Cars	Growth Gross Tons (k)	Delta TPD Base to Growth
12314-OTHER OGDEN JCT-CHICAGO IMX	UP	5.05	7.24	210906	22785.66	13.24	327627	33871.53	21.37	651895	70205.78	14.13
12702-OTHER AT003_UP - AT009_UP	UP	2.6	7.24	211958	22922.55	13.24	327677	33879.1	21.37	651946	70213.35	14.13
11985-OTHER KEDZIE-OGDEN JCT	UP	1.9	11.82	210914	22786.05	17.82	327636	33871.92	25.94	651903	70206.05	14.12
10235-GENEVA SUB	UP	12.63	64.18	417299	40440.44	69.56	504969	49268.62	77.8	828931	85936.06	13.62
12312-OTHER CHICAGO ASHLAND -CHICAGO ASHLAND	NS	0.01	14.76	428789	45021.33	18.76	461429	49258.5	27.67	788332	86424.77	12.91
12754-OTHER UW2_NS - CD518_NS	NS	1.69	14.35	521424	54073.92	17.35	549410	58156.75	26.32	847937	92432.45	11.97
12307-OTHER CD518_NS - CD517_NS	NS	1.6	29.2	521424	54073.89	32.2	549410	58156.71	41.16	847937	92432.42	11.96
10236-GENEVA SUB	UP	14.74	74.75	811380	76587.68	72.18	782632	71674.16	80.07	1027770	99162.44	5.32
10237-GENEVA SUB	UP	6.14	75.43	809378	78020.94	72.86	772109	72505.37	80.74	1030540	102211.2	5.31
10058-CHICAGO LINE	NS	14.11	53.2	858702	90699.41	48.95	822140	86171.88	58	1099845	119448.9	4.8
12755-OTHER CD517_NS - 066262_NS	NS	3.1	22.28	0	0	24.28	24821	3423.278	24.28	31333	4347.572	2
12756-OTHER 066262_NS - 09512_NS	NS	2.3	35.58	238425	24641.41	38.01	256364	27495.65	37.55	252896	27064.37	1.97
12367-OTHER DOLTON JCT-CHICAGO 59TH ST	UP	12.8	8.32	140980	11351.68	10.25	150727	13661.37	10.28	151185	14018.53	1.96
12757-OTHER 09512_NS - AT008_UP	NS	0.01	9.55	132068	18206.87	9.98	116949	16145.06	11.34	141089	19630.63	1.79
12358-OTHER CALUMET PARK_IL_-CALUMET	NS	0.1	24.48	674610	66029.86	23.2	620484	59806.01	25.59	601470	59141.36	1.11
12357-OTHER 065052_NS - 70568_NS	NS	0.79	11.16	443134	40129.79	10.66	408427	36688.7	11.57	342752	32105.34	0.41
12703-OTHER AT009_UP - ZA004_UP	UP	6.86	11	307053	28746.61	9.97	236073	23692.22	11.36	259108	26335.75	0.36
10001-CHICAGO DISTRICT	NS	137.37	12.77	275488	29247.46	11.4	253639	26674.21	13.03	270160	29257.42	0.26
10318-MILWAUKEE SUB	UP	4.6	10.26	324980	27024.19	10.26	315315	25976.5	10.4	362535	30787.02	0.14
10319-MILWAUKEE SUB	UP	7.49	5.39	333478	27717.23	5.39	323699	26663.72	5.53	370219	31418.45	0.14
12696-OTHER 00506_NS - 065052_NS	NS	1.04	0.75	8925	1058.169	0.04	1289	169.206	0.77	5985	642.101	0.02
123638-OTHER THORNTON JCT IL_-DOLTON JCT IL_UP	UP	3.13	16.5	338567	27557.72	16.51	333134	27861.06	16.51	331635	28421.25	0.01
11853-OTHER CALUMET LB SCANN-Node: 30867	NS	4.48	3.76	306363	25330.37	3.04	275894	22687.17	3.77	184808	15968.25	0.01
10234-GENEVA SUB	UP	3.2	46.92	2759	149.707	46.92	2755	149.456	46.92	2746	148.647	0
10246-KENOSHA SUB	UP	13.71	58.44	499	11.924	58.44	499	11.924	58.44	499	11.924	0
10324-HARVARD SUB	UP	14.8	60.46	224	8.148	60.46	224	8.148	60.46	226	8.424	0
11120-OTHER GREAT LAKES-INGALTON	UP	38.6	0.02	851	31.426	0.02	851	31.426	0.02	851	31.426	0
11355-OTHER Node: 20012-CLARKE JCT_IN_NS	NS	5.8	0	2774	237.445	0	2774	237.445	0	4204	394.938	0
11556-OTHER MAYFAIR IL_UP-CRAGIN IL_UP	UP	1.72	0	12	0.388	0	12	0.388	0	12	0.388	0

11963-OTHER BEDFORD PARK-CLEARING	UP	1.1	1.71	13983	1952.661	1.71	13932	1949.323	1.71	9785	1306.708	0
12037-OTHER CLYBOURN CHICAGO-CHICAGO LAKE ST	UP	3.2	109.45	611	19.814	109.45	611	19.798	109.45	610	19.748	0
12150-OTHER Node: 36587-CHICAGO ASHLAND	NS	3.01	0	7006	771.267	0	7351	805.452	0	6334	736.376	0
12291-OTHER HAWTHORNE IL_NS-069165	NS	0.65	0.09	3133	112.161	0.09	3133	112.161	0.09	3133	112.161	0
12293-OTHER CLEARING CHGO_IL-CLEARING	NS	0.1	3	142	7.127	3	142	7.109	3	138	6.763	0
12311-OTHER CP-518_IL_NS_CD5-Node: 30615	NS	3.07	14.86	0	0.036	14.86	0	0.036	14.86	0	0.036	0
12683-OTHER QP294_NS - QP293_NS	NS	0.8	0	40656	3508.66	0	40656	3508.66	0	26784	1743.277	0
12699-OTHER ZS036_UP - AT013_UP	UP	31.09	18.17	41191	5692.5	18.17	45375	6414.367	18.17	63179	9288.905	0
12700-OTHER AT013_UP - IG010_UP	UP	2.04	14.28	89912	7785.056	14.28	84931	7457.014	14.28	83145	7236.422	0
12701-OTHER IG010_UP - AT003_UP	UP	6.11	14.28	1052	136.895	14.28	50	7.575	14.28	50	7.575	0
13024-OTHER PROVO JCT-065363	UP	5	0.03	859	25.932	0.03	859	25.932	0.03	859	25.932	0
13025-OTHER DOLTON JCT IL_UP-BARR YARD IL_UP	UP	4.37	0.44	17247	1562.776	0.44	17730	1633.568	0.44	17362	1580.104	0
122909-OTHER ASHBURN IL_NS-CHICAGO RIDGE IL	NS	4.1	21.42	790	67.093	21.42	790	67.093	21.42	824	70.758	0
123635-OTHER CALUMET IL_UP-DOLTON JCT IL_UP	UP	3.36	0	22328	2466.871	0	43518	4115.572	0	35102	3036.981	0
123636-OTHER DOLTON JCT IL_UP-BLUE ISLAND IL_U	UP	4.42	5	175287	14166.11	5	166122	13325	5	164386	13524.73	0
124341-OTHER ASHBURN IL_NS-066503	NS	1.05	0	790	67.093	0	790	67.093	0	824	70.758	0
124343-OTHER LANDERS IL_NS-ASHBURN IL_NS	NS	1.4	21.42	0	0	21.42	0	0	21.42	0	0	0
126971-OTHER CALUMET PARK IL_-065336	NS	1.89	0	39331	2520.556	0	40136	2621.798	0	31175	1585.789	0
1236310-OTHER BLUE ISLAND IL_U-GTW TOWER IL_UP	UP	3.22	6	175299	14166.82	6	166134	13325.71	6	164397	13525.31	0
11453-OTHER GLOBAL 4-MILLSDALE	UP	8.81	1.86	34532	5028.888	1.86	50750	7574.64	1.86	29444	4396.767	0
12681-OTHER 25086_NS - 066092_NS	NS	5.25	1.04	30890	1925.427	1.04	31779	2004.432	1.04	28723	1750.652	0
12325-OTHER QP293_NS - 066092_NS	NS	1.28	7.43	106728	9685.423	7.43	97994	9010.186	7.41	93295	8532.963	-0.02
122951-OTHER BLUE ISLAND IL_N-066092	NS	0.8	8.4	93302	8343.954	8.4	84797	7675.923	8.38	82608	7401.878	-0.02
12695-OTHER 00503_NS - 00506_NS	NS	2.79	3.46	57156	5419.455	3.46	52122	5129.23	3.44	51663	5002.676	-0.02
12697-OTHER 065336-DOLTON IL_NS	NS	6.38	5.42	121109	10290.53	5.42	113959	9862.469	5.4	103588	8609.863	-0.02
12258-OTHER Node: 32057-Node: 31175	NS	2.4	7.78	123217	11839.98	7.78	122923	11817.69	7.75	122472	11761.32	-0.03
12034-OTHER CP-509_IL_NS_CD5-SOUTH CHICAGO_IL	NS	0.7	5.09	152474	13274.62	6.09	169080	15684.84	5.05	129771	10367.76	-0.04

12330-OTHER PULLMAN JUNCTION-SOUTH CHICAGO_IL	NS	1.2	5.09	135641	11348.45	6.09	152246	13758.67	5.05	126847	10212.13	-0.04
12743-OTHER 065312_NS - CPR11_NS	NS	1.58	7.79	122873	11863.59	7.79	122579	11841.21	7.75	122125	11784.6	-0.04
12310-OTHER Node: 32035-PULLMAN JUNCTION	NS	4.2	14.16	238425	24641.41	14.59	231543	24072.38	14.12	221563	22716.8	-0.04
12308-OTHER CHICAGO IL_NS-PULLMAN JUNCTION	NS	1.69	11.33	200741	23159.39	10.76	177251	20179.92	11.26	176120	20224.42	-0.07
12704-OTHER ZA004_UP - AT013_UP	UP	5	10.49	254885	21453.78	9.92	193632	17118.73	10.41	183344	15835.46	-0.08
11877-OTHER PROVO JCT-BROADVIEW	UP	3.34	16.97	606628	50959.41	16.4	531457	46187	16.87	536288	48405.28	-0.1
12372-OTHER MCCOOK BNSF IL_U-LA GRANGE IL_UP	UP	150.6	16.9	551259	46764.22	16.33	482525	42310.1	16.8	493560	45001.08	-0.1
122904-OTHER 066096-CLEARING CHGO IL	NS	2.9	8.56	119801	12516.11	8.56	119599	12432.4	8.42	111876	11467.81	-0.14
1236311-OTHER GTW TOWER IL_UP-BARR YARD IL_UP	UP	3.06	1.76	64423	7919.453	1.76	64906	7990.245	1.56	57243	6936.232	-0.2
12706-OTHER IR027_UP - IR015_UP	UP	10.16	7.76	239723	22086.27	7.76	231040	21315.96	7.56	221639	20461.54	-0.2
12742-OTHER 70593_NS - 065312_NS	NS	0.1	5.21	91017	10703.91	5.21	90945	10574.58	4.99	77404	8883.137	-0.22
12299-OTHER Node: 31896-Node: 32266	NS	1.29	10.08	216882	22672.53	10.08	216515	22520.84	9.83	202525	20773.14	-0.25
12751-OTHER 065312_NS - 066096_NS	NS	3.45	13.06	216252	22652.03	13.06	215885	22500.32	12.81	201891	20752.27	-0.25
124342-OTHER 066503-FOREST HILL IL_N	NS	0.82	10.09	217985	22783.83	10.09	217617	22632.14	9.84	203660	20888.1	-0.25
12705-OTHER AT013_UP - IR027_UP	UP	0.3	13.77	609893	52113.98	11.77	445630	41327.21	11.56	422047	38465.3	-2.21
12229-OTHER GLOBAL 1 IL_UP-OGDEN JCT IL_UP	UP	0.4	7.58	114762	11871.84	3.58	9	0.392	3.58	8	0.272	-4

CITY OF CHICAGO

Appendix 2
Cambridge Systematics – Memorandum: UP-NS Merger CREATE Impacts

[Attached hereto]

Memorandum

TO: Chicago Department of Transportation

FROM: Tory Kurlander

DATE: November 4, 2026

REVISED: November 17, 2026

RE: UP-NS Merger Impacts to the CREATE Program

Introduction

Northeastern Illinois has served as a nationally-significant freight hub for generations. Known as "the domestic rail hub," the Chicago Terminal is one of two locations where all North American Class I rail lines merge, handling 49 percent of the nation's intermodal rail containers and 29 percent of all rail car shipments.[1] With nearly 1,300 trains passing through the region daily (500 freight and 800 passenger / commuter), the impacts of the Union Pacific (UP) – Norfolk Southern (NS) merger will therefore have an outsized impact on the Chicago Terminal.

The merger is proposed as a largely end-to-end combination: UP's network is concentrated in the western U.S., while NS's network extends through the eastern U.S. Both have major routes and rail yards anchored in Chicago. The central issue is that Chicago is both a major freight-rail interchange and a national logistics hub. A merger could change how freight moves through the region, how much traffic passes through shared rail corridors, and which infrastructure investments become most important. The key uncertainty of the merger is whether the operational efficiencies of a single transcontinental UP-NS railroad outweigh the additional traffic and capacity demands that could arise on specific parts of the Chicago terminal network.

For the Chicago Region Environmental and Transportation Efficiency (CREATE) Program, a key question is whether the merger would reduce the need to interchange freight between railroads in Chicago, or concentrate more traffic on particular routes and create new capacity needs. The outcomes depend on the final operating plan, regulatory conditions, and how the merged railroad uses its existing network.

Application Presumptions

The application lists several presumptions, with two principal considerations that will impact the region and the CREATE Program. The following subsections explain those considerations in greater detail.

Increased Freight Traffic

UP and NS (the applicants) present materials that suggest substantial growth in freight traffic on the UP Geneva and Rockwell Subdivisions (sub) and the NS Chicago Line. The applicants' own estimates show trains rising 6% to 7% (5.3 more trains per day) on UP between Geneva and Northlake, and by 13.6 trains a day, or 20%, from Northlake to Chicago's West Side.

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[1] *Confidential Surface Transportation Board Waybill for Illinois, 2022.*

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This the main UP–NS handoff path through the City's West Side. A combined railroad could run trains straight through from the Geneva Sub, down the Rockwell Sub, and onto the Chicago Line, which helps explain why the largest projected increase is on the Northlake-to-West Side segment. These routes already support high levels of freight and passenger activity, and the projected growth would increase the number of trains operating through constrained areas of the network. A deeper analysis on how this impacts certain begins in ***Application Impacts to the CREATE Program***.

Limited Accommodations for Passenger Rail

Chicago's regional transportation agencies have noted that increased train traffic could slow Metra's UP West, Heritage Corridor and SouthWest Service lines, as well as Amtrak routes out of Chicago.[2] However, the applicants have put forth that rail network capacity would remain sufficient for both passenger and freight in the region, yet their current analysis does not evaluate every passenger route where UP and NS operate through another company's physical rail tracks.[2]

UP's central argument is that bypassing Chicago interchanges will reduce freight traffic on busy Chicago-area corridors shared with Amtrak and commuter services, but its own numbers for the Geneva Sub counter this argument. The rail line that Metra's UP-W shares is projected to gain about five freight trains a day between Geneva and Northlake and 13.6 trains daily from Northlake to Chicago's West Side, or 20%, so the "bypass" mostly means fewer stops at interchange yards, not fewer trains on the tracks commuters use. The run-through trains still have to cross the region, and the inner segment, where Metra service is densest, takes the biggest hit.

UP's reassurance that the merger brings minimal changes to train counts is opposite to its estimation that a merged railroad will divert 2.1 million truckloads to rail. If that growth is real, it must be accommodated somewhere—and the Geneva Sub is one of UP's main east-west routes into Chicago. UP recently completed an addition of a third track, in 2025, meaning it was built for today's traffic, not as a merger mitigation sized to absorb new trains. Because UP continues to own the tracks and manage dispatching, Metra has limited leverage if freight begins crowding its slots.

This impacts the CREATE Program through inconsistency and uncertainty. The Rail Passengers Association (RPA) found that freight traffic would rise on 42 pairings of "a passenger service and a route segment for which the two railroads had quantified expected changes." They discovered that for 31 of those 42 pairings, the applicants assert that existing capacity is sufficient despite most pairings seeing increases by two to ten freight trains a day.[3] Their analysis also looked into planned services, noting that of the 69 selected Federal Corridor ID Program projects, 43 could use UP or NS infrastructure. Of those, 22 share at least one segment of track where railroads expect increased freight traffic. The impacts to the Chicago region are outlined below in **Table 1**.

Table 1 – Regional Passenger Service Projected Impacts

Segment	Services (Amtrak & Metra)	Net Daily Freight Change	UP/NS Capacity Claim
Chicago–Porter, IN (NS)	Wolverine, Blue Water, Pere Marquette, Lake Shore, Floridian	+5 (4 operating, 1 growth)	"Sufficient"
Kedzie–Proviso (UP Geneva Sub)	Metra UP-W	+14	"Sufficient"
Proviso–Elburn (UP Geneva Sub)	Metra UP-W	+5	"Sufficient"

[2] *CMAP, https://cmap.illinois.gov/news-updates/chicago-carries-the-nations-freight-merger-must-carry-its-weight/*

[3] *Railway Supply. https://www.railway.supply/rail-passengers-association-seeks-up-ns-merger-denial-over-rail-capacity/*

Chicago–Kedzie (UP)	Metra UP-W	+2	"Sufficient"
Dolton–South Holland	Cardinal	+2	"Sufficient"
Wann–Joliet (UP)	Lincoln Service, Texas Eagle	0 (−1 operating, +1 growth)	"Sufficient"
Landers–Manhattan	Metra SouthWest Service	0	"Sufficient"
Markham	Metra	+1	"Sufficient"

Source: Rail Passengers Association Exhibits RPA-2, RPA-3

The largest single-segment increase in the RPA analysis is in Chicago, at Kedzie-Proviso with 14+ trains per day. Using those figures, Kedzie–Proviso gains 14 trains, but Chicago–Kedzie gains only two. Roughly 12 of the new trains are planned to join or leave the line between Kedzie and Proviso rather than running into downtown. That suggests the carriers are using connections within the Chicago terminal, which is CREATE's territory, but the application does not state which connections. It begets the questions of "where do those 12 trains go, and what junctions do they cross?"

The RPA exhibits do not list any intended capacity investment for this corridor, just "Sufficient," which may mean that UP is presumably relying on the third track finished in 2025. Outside of Chicago, the RPA exhibits note that public entities like public rail authorities and State DOTs (more often than not) fund the infrastructure improvements than the applicants themselves. That pattern matters for CREATE; it suggests the default model is public money absorbing merger-related capacity needs. In Chicago, the exhibit lists no capacity investment of any kind, so there is neither a railroad commitment nor an identified public funder. CREATE would be the foremost vehicle for those conversations, but using the Program here would mean public dollars subsidizing capacity the merged railroad needs for private gain. On the Geneva Sub, where the projected increase could affect rail fluidity and bring significant community impacts such as longer delays at grade crossings, slower Metra service, and worse air quality, an approach may be to seek a binding merger commitment or require the applicants to submit a mitigation plan.

Application Impacts to the CREATE Program

The application's presumptions could impact the fluidity and efficiency of the Chicago Terminal. This can be seen by analyzing operational impacts on projects within the CREATE Program portfolio. This subsection describes how the merger may affect six specific CREATE Program projects, each at various phases of funding and design. These six are listed at a high level in **Table 2**, along with additional data points.

Table 2 – CREATE Project - Impact Matrix

CREATE Project	**Location**	**Project Status**	**Merger change,** (freight trains/day, = Year 5)	**Main implication**
WA1 - Ogden Junction / Westside Gateway	UP Rockwell Sub, Kedzie to Ogden Junction	Fully funded	+14.12 (13.47 (no merger) to 27.59 (Year 5) = **+105%**	Becomes a core link of the merged UP–NS route; raises the cost-share question
GS12 - 1st Avenue & UP	Maywood, Geneva Sub (Proviso to Kedzie)	Phase I underway; seeking Phase II funding	+13.62 (68.48 to 82.10, =**+19.9%**)	Strongest case for railroad-funded mitigation
GS8A - 5th Avenue & UP	Maywood, same segment as GS12	Phase I pending funding	+13.62 (same segment)	Same implications as GS12, to be treated as a pairing

GS3A - Morgan Street & NS	Chicago, Ashland Ave to CP 518	Phase I underway	+11.97 (38.64 to 50.61, =**+31%**)	Longer blockages backing onto Pershing Road
P5 - Brighton Park Flyover	Chicago, Western Ave Corridor at 35th–38th St	Phase I pending funding	+14.13 on Ogden Junction to Chicago IMX (8.66 to 22.79, =**+163%**); very likely passes P5	More freight crossing Metra Heritage Corridor and Amtrak
WA7 - Brighton Connection	Chicago, Western Ave Corridor, 21st St to 37th Pl	Phase I status conflicting; Phases II–III not started	+14.13 (same segment as P5)	Added track relieves the corridor's largest relative increase

Sources: CREATE project pages: WA7 (fact sheet), WA1, GS12, GS8A (fact sheet), GS3A fact sheet, P5; UP–NS Updated Master Segment Tables, Errata 2 (EI-34309). Note: Percent growth was calculated by dividing the merger related change (Column Transaction Growth TPD) by the applicant's Year 5 no-merger freight count (Year 5 No Transaction TPD) on the same segment. This is to isolate and measure the merger's effect. This aligns with the STB's environmental review methodology and cite growth only caused by the merger. This does not fully capture the impact to residents as it only focused on merger impacts, not the total change from today's conditions to post-merger, which would include natural growth.

This analysis relies on three sources:

- **Rail line segment tables:** Updated Master Segment Tables, Errata 2 (September 9, 2026). These provide trains per day for each segment: Baseline, Year 5 without the merger, the merger-related change, and Year 5 with the merger. Freight counts include locals. Passenger trains are listed separately.
- **At-grade crossing list:** the updated Roadway & At-Grade Crossings table (G1) in the same filing. It supersedes the April 30 G1 response.
- **Project details:** CREATE project pages and fact sheets for scope, traffic and status, plus a memo to the CMAP board from August 2026.

Critically, the applicants' "Year 5" projections put roughly 12 to 14 added freight trains a day through all six project locations. Each one of these projects gains importance under the merger, and five of the six have no construction funding. Each project is enumerated in greater detail below.

CREATE WA1

- **Project Name**: Westside Gateway / Ogden Junction (WA1)
- **Funding Status**: Fully Funded

CREATE WA1 is the project most directly connected to the merger. Ogden Junction is the physical meeting point between UP and NS. The project will invest $170 million to improve a 1.9 mile-long segment of the UP Rockwell Subdivision between Fulton Street and 16th Street. It has two parts: rail operations and bridge (viaduct) work. The rail improvements run along the stretch from Kedzie to Ogden Junction that currently has no signals. Trains hand off between railroads by verbal arrangement between yardmasters and dispatchers, and must run at restricted speed, which often means slower than the 15 mph timetable limit. Trains also have to throw seven switches by hand,

and each one adds 15 to 30 minutes of delay, so most trains take up to an hour to get through the project area. [4]

The application's presumptions of heavier train traffic along this segment raise cause for concern. Primarily. UP's operating plan could change the volume and direction of traffic through this area. The important questions are whether the junction becomes more heavily used, whether movements can be consolidated, and whether any additional connections or capacity are needed. The merger does not, by itself, establish that the current project scope is insufficient. According to the railroads' own estimates, traffic would rise by 13.6 trains a day, about 20%, from Northlake to Chicago's West Side (presumably ending at Kedzie); and from Kedzie to Ogden Junction by ~14 trains (about 105% increase compared no-merger conditions) (**Table 3**).[5]

The application does not prescribe by which route, but the Rockwell Sub is UP's main freight connection off the Geneva Sub on the West Side, so much of that growth would plausibly pass through WA1. That makes the WA1 capacity upgrade more valuable after a merger, not less.

Table 3 – Segment Rail Traffic Growth (WA1)

Measure (Segment 11985)	Trains/day
Freight, baseline	12.82
Freight, Year 5 without merger	13.47
Merger-related change	+14.12
Freight, Year 5 with merger	27.79
Metra (listed separately)	59

Source: April 30 G1 response.

Since UP moved Global 1's intermodal traffic to the expanded Global 2 terminal in Northlake (and Global 2 is next to Proviso Yard), a UP intermodal train does not need to enter the Geneva Sub segment east of Proviso. Between Proviso and Kedzie, the Geneva Sub now carries mainly two kinds of traffic: Metra UP-West commuter trains, and UP freight heading to Kedzie to turn onto the Rockwell Sub. With Global 1 gone, the Rockwell Sub's main freight job is connecting to other railroads at Ogden Junction: NS toward CP 518, and CSX toward the south. So UP freight east of Proviso is mostly interchange traffic rather than trains ending at a city terminal.

The railroads project about +5.3 trains a day from Geneva to Northlake, but +13.6 from Northlake to the West Side (Kedzie). If every added train simply came from the west and kept going, the two numbers would match. Instead, about 8 more trains a day appear east of Northlake. Those trains most plausibly start or join at Proviso, from the yard, from Global 2, or from lines feeding into Proviso, and then head east. Since there is no longer a UP terminal for them to reach downtown, the likely destination is Kedzie, then the Rockwell Sub, then Ogden Junction and NS. Trains that are now handed to NS by other routes, or that sit waiting for an interchange, could run through to the NS Chicago Line as one railroad, to 47th St. Yard, increasing interchange traffic through Chicago. This makes WA1 more critical to operations, but potentially makes a weaker case for public spending.

Metra's interest grows. This corridor carries nearly 100 trains a day, 39 freight and 59 passenger. Metra estimates 4,812 passenger hours of delay a year at this location that the project would eliminate, because freight trains could get on and off the tracks shared with Metra faster. With more freight coming east on the Geneva Sub, how quickly trains clear Kedzie and turn onto the

[4] *CREATE Program, https://www.createprogram.org/projects/ogden-junction/*

[5] *UP–NS Updated Master Segment Tables, Errata 2 (EI-34309)*

Rockwell Sub matters more for UP-West reliability. Freight that cannot clear the Rockwell Sub backs up at Kedzie, where Metra UP-West trains run. So the roughly 4,812 annual passenger-hours of Metra delay WA1 was meant to eliminate is probably an undercount in a post-merger world.

Public funds are fixing an issue that UP uses as merger justification. WA1 is evidence that Chicago's interchange problems are already being improved upon cooperatively. Public funding is already set to remove the Chicago handoff delays and WA1's capacity improvements are exactly what makes more run-through trains workable. The Rockwell Sub's main utility is to move trains between UP's Geneva Sub and the NS and CSX lines at Ogden Junction. Therefore, WA1 is almost entirely an interchange project, and after a merger, the UP–NS part of that interchange would become run-through traffic within one railroad. Therefore, most of the corridor's remaining purpose would be to carry the traffic the merger creates.

WA1 was justified largely as a multi-railroad project: ending verbal handoffs between UP, CSX, and NS. After a merger, the UP–NS part of that becomes one company moving its own trains. CSX still benefits, but a larger share of WA1's value would go to a single private railroad. The project carries a $70 million federal INFRA grant and a Metra contribution, so it is fair to ask whether the merged railroad should fund more, and whether those benefits were already counted when the public funding was justified. WA1's added capacity is a benefit to the merged railroad, so the railroad, not the public, should fund mitigation elsewhere, such as GS12 at 1st Avenue in Maywood and the other crossings that would see heavier traffic.

The bridges along these corridors matter more too. Longer, more frequent trains put more load on structures that are more than a century old, and keeping that traffic elevated is better than detouring it onto routes with grade crossings. Mitigation to improve viaducts is critical.

Additionally, if the merger closes in 2027, WA1 construction activities could coincide with merger integration, creating additional construction and coordination complexities.

CREATE GS12

- **Project Name**: 1st Avenue & Union Pacific Grade Separation (GS12)
- **Funding Status**: Seeking design funding (Phase II)

CREATE GS12 is the CREATE project on the Geneva Sub most directly affected by the merger's traffic projections. It is also one of the furthest from being built and the design is yet to be finalized. The project would eliminate the at-grade crossing where 1st Avenue meets the UP tracks in Maywood, removing delay for more than 3,700 vehicles a day, saving almost 22,500 motorist hours a year, and would eliminate the risk of train-vehicle collisions.[6] It has been a regional priority for years. In 2019, CMAP listed the 1st and 5th Avenue crossings in Maywood together as priority grade crossings.[7]

GS12 is in the "high growth" segment, with the projected +13.6 trains a day (20% more than without the merger). The crossing (DOT 173996K, MP 10.20) is listed in the railroads' G1 table on segment 10235, Proviso to Kedzie, with data outlined below in **Table 4**.[8] This table shows that freight traffic grows 19.9% over the no-merger case. Including Metra's ~47 trains a day, the total trains at the crossing rise from 115 to 129, an increase of about 12%.[5]

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[6] *CREATE Program. https://www.createprogram.org/projects/1st-avenue-unionpacific-grade-separation/*

[7] *CMAP. Northeastern Illinois Priority Grade Crossings. https://cmap.illinois.gov/focus-areas/transportation/freight-and-rail/#h-grade-crossing-prioritization*

[8] *UP–NS Response to IR No. 3, G1 Roadway and At-Grade Crossings (EI-34229), April 30, 2026*

Table 4 – Segment Rail Traffic Growth (GS12)

Measure (Segment 10235)	Trains/day
Freight, baseline	67.43
Freight, Year 5 without merger	68.48
Merger-related change	+13.62
Freight, Year 5 with merger	82.10
Metra (listed separately)	46.86

Source: April 30 G1 response.

Crossings on segments that pass the STB's environmental thresholds will be analyzed in the Environmental Impact Statement (EIS). To best understand the impacts, the EIS should model gate-down time and vehicle delay at this crossing (DOT 173996K) specifically, using the higher volumes and longer train lengths.

CMAP has warned that more than 50 local crossings could see worse delays.[9] The agency has noted that the merger would bring longer trains, which lengthens each gate-down event. Importantly, Maywood is one of four communities CMAP has named as having frequently blocked crossings. More trains means more gate-down time at 1st Avenue, and freight trains block the crossing much longer than Metra trains do. 1st Avenue is a main north-south route to Loyola University Medical Center, south of the tracks. More frequent train crossings with longer trains will impede emergency access reliability.

Given this information, GS12 is a natural mitigation candidate. Unlike WA1, which is fully funded, GS12 has a real funding gap. A request could be made that asks the merged railroad contribute to Phase II design or construction as a condition of approval. CREATE grade separations are mostly publicly funded, with the railroad paying a share. If merger traffic drives much of the added delay, the argument for the railroad paying a larger share is stronger than usual.

However, routing caveats may still apply. If merged trains shift to the EJ&E bypass at West Chicago, or to the Belt Railway out of Proviso, fewer of the projected trains would pass through Maywood. The EIS crossing-level delay analysis would settle this, but at this time cannot be fully determined.

CREATE GS8A

- **Project Name**: 5th Avenue & Union Pacific Grade Separation (GS8A)
- **Funding Status**: Project initiation pending, seeking funding (Phase I)

GS8A sits about a quarter mile west of GS12, on the same rail segment. This means it faces the same +13.62 freight trains per day (see **Table 4**). It is also earlier in its project development timeline than GS12, not yet reaching Phase I. GS8A would grade-separate 5th Avenue north of St. Charles Road, next to the Maywood Metra station. Like GS12, CREATE lists 52 freight and 58 Metra trains a day. The project would cut delay for about 1,200 vehicles a day and save more than 7,200 motorist hours a year. North 5th Avenue (DOT 173998Y, MP 10.47) appears in the railroads' G1 table on segment 10235, alongside 1st Avenue and 9th Avenue in Maywood. The railroads' freight count for this segment (68.48 a day in Year 5 without the merger) is higher than

[9] *CMAP. https://cmap.legistar.com/View.ashx?M=F&ID=15815158&GUID=FF0213B9-9E72-496A-87BE-B2905B36E6C9*

CREATE's 52—that figure difference is likely due to base year and the inclusion of local trains, but cannot be confirmed at this time.

Importantly, CMAP's 2019 priority grade crossing list groups the 1st and 5th Avenue crossings as one Maywood location, recognizing the interconnected nature of these crossings and demonstrating that coordinated improvements would provide greater overall benefits than addressing either crossing independently. Furthermore, the crossings' proximity to Maywood's Metra station introduces a significant pedestrian and transit component. Pace bus passengers and Metra riders utilize these crossings, meaning extended gate-down times affect not only vehicular delay but also multimodal system reliability, pedestrian accessibility, and safety. Establishing a merger condition that provides funding for Phase I would enable GS8A to advance to a level of project readiness comparable to GS12, facilitating more coordinated improvements, aligned project development schedules, and improved construction coordination with the surrounding community and rail operations. Developing GS12 and GS8A in parallel would support more efficient project delivery, minimize construction-related impacts to both roadway and rail operations, and maximize the effectiveness of investments.

CREATE GS3A

- **Project Name**: Grade Crossing of Norfolk Southern at Morgan Street (GS3A)
- **Funding Status**: Seeking design funding (Phase II

GS3A is the only CREATE crossing project on the city portion of the merged route between Ogden Junction and 47th Street. GS3A addresses the NS crossing of Morgan Street near Pershing Road. Morgan Street (DOT 243177N) is in the applicants' G1 table on Segment 12754, Ashland Avenue to CP 518. This is the corridor that CREATE has already completed project WA3 Signalization – Ogden Junction to CP 518. Freight train movements can block the crossing, resulting in traffic congestion on Morgan Street and onto Pershing road, a major east-west arterial. CREATE reports that this crossing sees 24 freight trains per day. As shown below, the applicants project that it will see ~12 more (11.97) freight trains a day, a 31% increase from Year 5 projections without the merger (**Table 5**).[5]

Table 5 – Segment Rail Traffic Growth (GS3A)

Measure (Segment 12754)	Trains/day
Freight, baseline	34.49
Freight, Year 5 without merger	38.64
Merger-related change	+11.97
Freight, Year 5 with merger	50.61

Source: April 30 G1 response.

CREATE is currently evaluating two alternatives including a full grade separation, or roadway and traffic signal modifications that divert vehicles to alternative routes while the crossing is blocked. Given that the application purports a 31% increase in trains (plus longer trains), a lower-cost routing and signage option is less likely to ameliorate the issue—strengthening the case for a full grade separation while still in Phase I.

There are also two crossings on Racine Avenue, just west of GS3A. The two Racine crossings face the same increase, but do not have a designated CREATE project. This may be a gap that

an EIS can cover. Given the location of GS3A (and the Racine crossings), publicly available air quality modeling should apply here to better understand the impacts on localized pollution in an environmentally-burdened area of the city.

CREATE P5

- **Project Name:** Brighton Park Flyover
- **Funding Status:** Project initiation pending, seeking funding (Phase I)

P5, the Brighton Park Flyover, is very likely on the merged route when looking at milepost numbers.[10] Segment 12314 runs 3.1 miles from Ogden Junction to Chicago IMX on CSX's Blue Island Sub. The railroads' trackage-rights table documents that merged traffic uses UP rights on NS's CR&I line and UP/NS rights on the CSX Blue Island Sub.[5] Freight on the segment rises by 14.13 trains a day. Ogden Junction is at about 16th Street, and 3.1 miles south puts the segment's end near 39th to 41st Street. That range covers P5's 35th to 38th Street limits.

The segment immediately south of Ogden Junction nearly triples, from 8.66 to 22.79 freight trains a day. That would put about 14 more freight trains a day across the Metra Heritage Corridor and Amtrak's Lincoln Service and Texas Eagle routes.

P5 seeks to build a bridge carrying the two-track CN/Metra Heritage Corridor over, or under, the five CSX and NS tracks of the CREATE Western Avenue (WA) Corridor. The project area runs from 35th to 38th Street, between Rockwell and Leavitt. CREATE has named Brighton Park as one of the busiest rail crossings in the U.S. The rail-rail crossing (flyover) has been long planned, promised to reduce Metra and Amtrak delay and improving freight speeds from 30 to 45 mph. All three phases are listed as upcoming, pending funding. CMAP also has noted that this project may be negatively impacted by the merger.[9]

Every added freight move is a potential conflict with Metra and Amtrak trains. CMAP specifically named the Heritage Corridor as at risk, and noted that the passenger analysis does not cover routes where UP or NS run on other railroads' tracks, including the Heritage Corridor [2]—this crossing is exactly that case.

P5 also has no funding. Since the merged railroad's own trains create the potential added conflicts, P5 is a strong candidate for a Phase I funding condition or an operating condition like dispatching priority for passenger trains until it is built.

CREATE WA7

- **Project Name:** Brighton Park Connection
- **Funding Status:** Seeking design funding (Phase I)

WA7 is scoped to add new track and signals along the WA corridor. WA7 builds a connection from CN's Joliet Subdivision, near California and Archer Avenues, to the WA Corridor. It adds a track along the corridor up to the 22nd Street interlocking near 21st and Western, rehabilitates bridges over city streets and the Sanitary and Ship Canal, installs crossovers, and adds centralized traffic control over its length (21st Street to 37th Place).

Similar impacts as P5, WA7 will see a rise in freight traffic. The application estimates an increase of +14.13 trains per day (+163%), along Segment 12314, Ogden Junction to Chicago IMX. This segment runs about 3.1 miles south from 16th Street on CSX's Blue Island Sub. In a post-merger

[10] *P5 seems to be associated with Segment 12314. This is unconfirmed.*

world, WA7's added track and signal relieve the corridor segment where the merger's relative increase is largest—a benefit beyond it's original purpose. Since WA1 ends at 16th Street, WA7 begins at the 22nd Street interlocking, and WA7's south end at 37th Place falls inside P5's 35th–38th Street limits. Merged trains may pass through all three, so delay on one can constrain the others.

At present, WA7 has no construction funding. Like P5, since the railroads' own traffic drives the corridor's congestion, WA7 may be apt for a similar funding condition to advance it into design.

Caveats

Caveats within this analysis include:

1. Confirmation of segments to confirm P5 and WA7 track limits within Segment 12314.

2. Routing has been inferred. The Segment tables provided by the applicants show where trains are added, not their specific routes.

3. The UP-CN agreement giving trackage rights to UP on the EJ&E are not reflected. This will impact the analysis and recommendations in this memo.