Illinois Department of Transportation
115 S. LaSalle St. / 11th Floor / Chicago, Illinois 60603

November 18, 2026

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Office of Chief Counsel
November 18, 2026
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VIA E-FILING

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

Re: Docket No. FD 36873, Union Pacific Corporation and Union Pacific Railroad Company—Control—Norfolk Southern Corporation and Norfolk Southern Railway Company

Dear Chief of Case Administration:

Attached for e-filing are the Comments and Requests for Conditions of the Illinois Department of Transportation (IDOT-1) in the above-referenced proceeding. The filing includes the Verified Statement of Elaine McKenzie, Ph.D., as Exhibit A and the Verified Statement of Walter R. Moore P.E., Vice President and Chief Engineer, as Exhibit B.

The filing is public and contains no confidential or highly confidential information. IDOT is serving all parties of record as shown in the attached certificate of service.

The Illinois Department of Transportation (IDOT) submits the attached Preliminary Consultation Response regarding the proposed Union Pacific–Norfolk Southern transaction in Finance Docket No. 36873. The response addresses OEA's August 19, 2026 Preliminary Consultation Letter and identifies Illinois-specific transportation and community interests, environmental issues, and information needs that should inform the scope and preparation of the Environmental Impact Statement (EIS) and eventual STB decision regarding the application.

Illinois occupies a unique position in the national rail network. Chicago is the nation's most significant rail gateway, and Illinois hosts an extraordinary concentration of freight, intercity passenger, and commuter rail operations. Changes to freight volumes, interchange activity, yard operations, train lengths, and operating patterns therefore have implications not only for Illinois, but for the fluidity and reliability of the state, regional, and national rail systems. IDOT is especially concerned about how the merger will affect those systems, given that no merger-related projects are proposed at the Chicago and East St. Louis Gateways. Because no modeling has been done on these effects, it is hard to judge the merger's full impact.

IDOT's proposed conditions are intended to ensure that the transaction preserves essential passenger and commuter rail service, protects Illinois communities, protects competition, maintains reliable freight service, provides sufficient capacity to accommodate anticipated

traffic, and establishes meaningful transparency, oversight and enforcement before and throughout implementation.

In developing these conditions, the project team reviewed the Board's major merger rules in 49 C.F.R. Part 1180, as revised in 2001, as well as the Board's decisions in this proceeding, including Decision Nos. 21 and 30. The team also reviewed the Applicants' Amended Application, Operating Plan, Service Assurance Plan, responses to Decision No. 21, supporting workpapers, and environmental materials.

The proposed conditions are also informed by lessons from prior major transactions, including the Board's 2023 CP-KCS decision and the conditions and oversight requirements imposed there; the CN/EJ&E transaction and its Chicago-area mitigation and reporting requirements; and the UP-SP and Conrail transactions of the 1990s and the significant service problems that followed those transactions.

Those precedents underscore an important principle: effective merger conditions should not simply respond to problems after they occur. They should establish measurable baselines, provide early warning of deteriorating conditions, require enforceable corrective action when defined thresholds are reached, and give the Board and affected public agencies sufficient information to intervene before localized problems spread across the network.

This is particularly important in Illinois. The Applicants project significant changes in freight activity on portions of the Illinois network, including additional freight trains on corridors shared with Metra and Amtrak (see Appendix B Petitions No 1. West Chicago and No.2 Joliet), while several Illinois facilities are projected to operate with limited capacity margins.

Competition remedies may also generate additional interchange and switching activity at Chicago and other Illinois gateways. These effects should be considered together rather than independently, because a remedy that improves access for one shipper should not inadvertently create congestion that adversely affects other freight movements, passenger operations, or surrounding communities.

For these reasons, IDOT respectfully requests that the Board impose conditions for the following:

Ten-Year Oversight and Common Reporting - IDOT requests a ten-year Board oversight period supported by transparent, consistent, and accessible reporting. This reporting and the data used to develop it must be preserved for at least 5 years beyond the end of the oversight period.

Illinois Capacity and Infrastructure - IDOT requests conditions ensuring that projected traffic growth does not precede the infrastructure necessary to accommodate it.

Intercity and Commuter Passenger Rail - Because Illinois freight operations share critical infrastructure with Amtrak and Metra, IDOT requests specific protections for essential passenger and commuter rail service.

Community and Public Safety Protections - Communities affected by blocked crossings and emergency-response delays cannot use Applicants' customer-focused Damages ADR Program, therefore IDOT requests a separate community process for the ten-year oversight period.

Competition and Gateway Protection - IDOT requests Illinois gateway reporting covering Chicago, the East St. Louis terminals, Decatur, Peoria, and other applicable Illinois interchange points. Applicants should report monthly preserving the reports and the data used to generate the reports for a period consistent with the entire Board oversight period.

Freight Service Reliability and Early Warning - IDOT requests that conditions establishing a more complete Illinois service-monitoring framework be required prior to the STB decision on the application.

Damages ADR and Customer-Service Problems - IDOT requests that protections associated with Applicants' Damages ADR Program extend beyond confidential individual disputes and provide an early-warning mechanism for broader network problems.

Location-Specific and Passenger Rail Conditions - IDOT requests six additional conditions (Conditions 23–28), supported by the Verified Statement of Walter R. Moore, P.E. (Exhibit B):

- West Chicago (Condition 23). Assess operating conflicts and crossing delays associated with an estimated 10–12 diverted freight trains per day at JB Tower, and require appropriate infrastructure mitigation.
- Joliet (Condition 24). Assess the impacts of diverted freight traffic on passenger operations, rail junctions, and public crossings, and require appropriate infrastructure mitigation.
- Decatur (Condition 25). Assess congestion and capacity constraints at Brush Yard and connecting NS routes, and require improvements to mitigate adverse impacts.
- Chicago Rail Corridor (Condition 26). Assess freight and passenger rail conflicts between CP 21st Street and CP 509, and require appropriate mitigation.
- Springfield (Condition 27). Assess operating conflicts along the 10th Street Corridor and connecting junctions, and develop a mitigation plan.
- Passenger Rail (Condition 28). Protect existing and planned passenger services through operating agreements, priority procedures, performance remedies, and coordination with passenger operators.

IDOT's requested conditions are not intended to prevent operational integration or eliminate the efficiencies Applicants contend the transaction will produce. Rather, they are intended to ensure that those efficiencies are achieved without transferring merger-related costs and risks to Illinois shippers, passenger operators, communities, or the broader rail network.

The Board's 2001 major merger rules place substantial emphasis on competition, service assurance, preservation of essential freight and passenger services, and effective oversight. The requested conditions translate those principles into measurable protections appropriate to Illinois and to the unique role its rail network plays nationally. IDOT therefore respectfully requests that the Board incorporate these conditions into any approval of the transaction and retain jurisdiction sufficient to monitor performance, require corrective action, and modify protections where

experience demonstrates that additional action is necessary. IDOT supports and also respectfully requests that the Board incorporate the conditions proposed by the Illinois Commerce Commission, City of Chicago, Cook County, Chicago Metropolitan Agency for Planning, and Metra Commuter Rail.

IDOT appreciates the Board's consideration of these comments and requests continued coordination with the Board and its OEA as review of the transaction proceeds.

Sincerely,



Jason Osborn
Director of the Office of Intermodal Project Implementation
Illinois Department of Transportation
115 S. LaSalle Street, 11th Floor
Chicago, IL 60603
Enclosure
cc: All parties of record

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 REQUESTS FOR CONDITIONS OF THE ILLINOIS DEPARTMENT OF TRANSPORTATION

Communications with respect to this filing should be addressed to:

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Dated: November 18, 2026

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COMMENTS AND REQUESTS FOR CONDITIONS OF THE ILLINOIS DEPARTMENT OF TRANSPORTATION

I. INTRODUCTION AND SUMMARY

The Illinois Department of Transportation (IDOT) submits these comments and requests for conditions under the procedural schedule adopted in Decision No. 30.

Illinois sits at the center of the national rail network. Chicago is the largest rail hub in North America, and the merged railroad would carry traffic through the Chicago terminal, the East St. Louis gateway, and downstate corridors that Amtrak and Metra trains share with Applicants' freight trains. IDOT asks the Board to approve the transaction only with conditions that protect that shared network, passenger and commuter service, and Illinois communities from the risks the merger creates.

Applicants describe extensive commitments, but most are internal to the railroad, run for a short period, or apply only to freight customers. The conditions in Section IV would make those commitments measurable in Illinois, extend them through the oversight period, and give the Board and public agencies the information they need to act before a service problem becomes a crisis. Despite the volume of details, the picture presented by UP-NS omits large amounts of information that, if presented, would identify many Adverse Effects that will appear post-merger and bring major Unintended Consequences to the State of Illinois, its municipalities, its businesses and residents. **The omission of this information is a materially significant concern to the State of Illinois.**

II. IDOT'S INTEREST IN THIS PROCEEDING

IDOT is responsible for planning and funding intercity passenger rail in Illinois. It funds Amtrak's state-supported services, including the Lincoln Service between Chicago and St. Louis,

which runs on UP's line south of Joliet, and with federal partners it invested $1.95 billion to upgrade that corridor for 110-mile-per-hour service. IDOT is also developing new service between Chicago and Rockford under an agreement with UP, and it works with Metra and the Northern Illinois Transit Authority (NITA) on capital planning for commuter service that shares track and junctions with Applicants' trains. These investments pay off only if host railroads keep capacity available and passenger trains on time, so IDOT has a direct stake in how the merged railroad uses Illinois lines and Chicago terminal facilities and all the impacts produced by the merger.

IDOT is also a key partner in the Chicago Region Environmental And Transportation Efficiency (CREATE) Program, which is a public-private partnership developed to complete 70 railroad infrastructure improvement projects in the Chicago region. Partners include: Chicago Department of Transportation, Cook County Department of Transportation and Highways, U.S. Department of Transportation, The Association of American Railroads, Metra, Amtrak, The Belt Railway Company of Chicago, BNSF Railway Company, CN, CPKC, CSX Transportation Inc., Indiana Harbor Belt Railroad Company, Norfolk Southern Railway Company and Union Pacific Railroad Company. Through this program, partners coordinate on infrastructure projects and operations in the region. It is evident that the applicants have not considered or consulted with the CREATE Program as part of their merger application. The merger would change train volumes on lines and junctions that the program was designed to relieve. These changes may have serious negative effects on the years of planning, design and construction already accomplished by the CREATE Program if the merger is allowed to proceed without correcting this omission. If this is allowed, it will also lead to wasting some of the effort and funding already expended.

The Illinois economy also relies on shippers who depend on reliable, competitive rail service to move goods to domestic and international markets making them directly vulnerable to service disruptions, reduced competition or increased congestion from the merger. Freight operations, including connecting and short line railroads also depend on predictable access to shared lines, yards, terminals and interchange points for reliable operations.

Most of all, IDOT seeks to prevent a repeat of the service crisis that followed the UP-SP merger, when congestion in a few terminals spread across the western network for more than a year. In Illinois, that kind of congestion would not stay inside rail yards. Trains held outside crowded yards block grade crossings, delay emergency response, and hold passenger trains behind freight, and those costs fall on travelers and communities that have no remedy under Applicants' proposed programs.

III. STANDARD OF REVIEW

The Board must only approve a major rail merger that is consistent with the public interest (49 U.S.C. 11324(c)), applying the major merger rules it adopted in 2001 (49 C.F.R. part 1180). This is the first transaction reviewed under those rules. They require applicants to show that a merger would enhance competition, not merely preserve it, and to protect essential freight, passenger, and commuter services. They also require a Service Assurance Plan and a period of oversight. The Board may impose conditions that address harms the transaction would cause, are operationally feasible, and produce net public benefits. Each condition IDOT requests addresses an effect of the transaction in Illinois, and most build on commitments Applicants have already made.

IV. CONCERNS AND REQUESTED CONDITIONS

If the Board approves the transaction, IDOT requests that it impose the conditions below. The Verified Statement of Elaine McKenzie, Ph.D., (Exhibit A) presents the analysis that supports them, and the Verified Statement of Walter R. Moore P.E. (Exhibit B) presents operating analysis for six Illinois locations where the merger would add trains to shared junctions and corridors.

A. Competition

Applicants address competitive harm at three levels: shipper facilities, gateways, and corridors. Their remedies include access for Illinois shippers that would lose a carrier, open gateway commitments, Committed Gateway Pricing at four gateways including Chicago and St. Louis, and a three-year Targeted Access Program. These remedies address freight shippers only. Several would add interchange and switching activity in the Chicago terminal, on tracks and junctions that Metra and Amtrak use, and Applicants have not analyzed those effects. A preliminary analysis and presentation of several of the areas of immediate concern are presented in Appendix B – Supplementary Petitions to STB, as examples of insufficient analysis and failure to voluntarily address the potential harm that the applicants' omissions will lead to.

The remedies are also shorter-lived and less transparent than the harms they address. Committed Gateway Pricing ends with oversight, the Targeted Access Program ends after three years, and gateway reporting does not identify the Illinois interchanges where interline routes could close (Exhibit A, Section IV).

The Board imposed and expanded the same open gateway commitment in CP-KCS. It also required the merged railroad to report monthly car counts at 14 gateways for seven years

and to preserve its traffic data (Decision No. 35 at 60-62, 76-83, 144-145). Condition 1 asks for the Illinois interchange data that would show whether the commitment works here.

IDOT requests the following conditions with respect to competition:

1. Illinois Gateway Reporting. Applicants would report monthly the cars interchanged with each connecting railroad at each Illinois interchange point, including Chicago, the East St. Louis terminals, Decatur, and Peoria, by traffic type and against a pre-merger baseline. The report would also show Illinois traffic moving under Committed Gateway Pricing and, for each Illinois terminal area, the number of Targeted Access Program requests, cures, and switching orders. This extends the gateway reporting Applicants have accepted to the interchanges that matter for Illinois and would show whether interline routes remain open in practice. Reporting would follow the common procedures in the Oversight section.

B. Service

Applicants' Service Assurance Plan benchmarks dwell and on-time origination at major yards and terminals, including Proviso, Gateway Yard, and Decatur, and activates a problem resolution team when terminal dwell exceeds 29 hours at a legacy UP yard or 36 hours at a legacy NS yard. The benchmarks are wide ranges shared by every yard on each legacy network, the only trigger is terminal dwell, and several Illinois facilities in Applicants' own Chicago contingency plan are not benchmarked. Customers harmed by service failures may seek damages through an optional arbitration program. However, that arbitration program lasts only three years, keeps its results confidential, and is open only to shippers. These measures would give the Board and the public little warning of an emerging problem. The 1997-98 service crisis began as congestion around Houston before it spread across the western network. IDOT's conditions would set facility-level triggers, extend reporting to the Illinois facilities and interchanges where

congestion would first appear, and keep the claims program and its reporting in place through the oversight period (Exhibit A, Section V).

Dwell benchmarks

IDOT requests the following conditions with respect to dwell benchmarks:

2. Facility-level early warning. Applicants would set a separate monthly baseline for each benchmarked Illinois yard and terminal. If monthly dwell at the facility is more than 15 percent above its baseline for the same month for two consecutive months, or more than 25 percent above it in any single month, or if on-time origination is more than 10 percentage points below its baseline for two consecutive months, Applicants would assess the cause, prepare a Service Action Plan, and report the results to the Board and affected agencies.

3. Reporting. Applicants would report actual monthly results against baseline for each benchmarked Illinois yard and terminal, including the facilities added below. The report would also show car dwell and transfer time at Illinois interchanges with other railroads and average train speed on principal Illinois line segments, so that congestion moving between facilities is visible. The report would also show stored cars, bad-order time, and run-through and bypass trains at Illinois facilities, which the dwell measure excludes. Reporting would follow the common procedures in the Oversight section.

4. Illinois coverage. Applicants would add the Illinois facilities named in their contingency plans, including Yard Center, Global 3, Global 4 and Ashland Avenue.

5. Effects beyond the yard. When an Illinois facility crosses the threshold in condition 2, Applicants would also report trains held outside the facility and any known effects on nearby passenger trains and public crossings.

Program resolution team

IDOT requests the following condition with respect to the problem resolution team:

6. Problem resolution team triggers. Applicants' problem resolution team would activate whenever an Illinois facility crosses the threshold in condition 2, a passenger service crosses the threshold in condition 12, or customer claims cross the threshold in condition 8, and not only when terminal dwell exceeds 29 or 36 hours. The team's reports to the Board's Office of Public Assistance, Governmental Affairs, and Compliance would be filed in this docket under the procedures in condition 19.

Damages ADR Program

IDOT requests the following conditions with respect to the Damages ADR Program:

7. Reporting on service claims. Applicants would report quarterly for the full oversight period on the 30-day notices customers file under the Damages ADR Program, the number cured during the notice period, arbitrations started, decisions, awards, and appeals to the Board. Each would be reported by type of service problem, using fixed categories such as car supply, switching, transit time, and interchange delay, and by the yard, terminal, or corridor involved, with Illinois totals. Reports would be aggregated so that no customer can be identified, and the program's confidentiality provisions would not prevent this reporting. Reporting would follow the common procedures in the Oversight section.

8. Early warning. If three or more customers file notices under the Damages ADR Program or requests under the Targeted Access Program involving the same yard, terminal, or corridor within 60 days, the problem resolution team would be activated. Applicants would identify the cause and the steps taken to correct it, and report the results in the next monthly Illinois report.

9. Duration. The program and its reporting would run through the end of the oversight period, as Applicants propose for their Rate ADR Program (rather than ending three years after approval).

C. Commuter and Passenger Rail

Applicants host Amtrak's Lincoln Service and Texas Eagle on UP's line between Joliet and St. Louis, and they share Chicago terminal tracks and junctions with Metra and Amtrak. Their passenger analysis compares maximum line capacity with projected trains, which the Board observed in Decision No. 21 does not explain how passenger trains will actually be affected. Applicants did not model passenger and freight trains together, studied only services projected to gain at least one freight train a day, and concluded that the merger would not harm passenger operations. The Lincoln Service averaged 70 percent on-time performance from July 2022 through December 2025. It has little room for added delay. The 2001 rules require Applicants to protect essential passenger and commuter services, and general confidence that capacity will be sufficient does not meet that standard. IDOT's conditions would require train-level analysis before changes, monthly reporting of passenger performance, a defined recovery process when performance falls, a cost share if it does not recover, and protection for planned passenger service. Exhibit B shows that Applicants would add freight trains at Chicago-area junctions that Amtrak and Metra trains cross or share, including West Chicago, Joliet, and the

NS corridor from CP 21st Street to CP 509, without stating train counts, lengths, or speeds at those junctions. (Exhibit A, Section VI; Exhibit B, Sections IV–VI and IX).

IDOT requests the following conditions with respect to commuter and passenger rail:

10. Train-level analysis before changes. Before adding merger-related freight trains to an Illinois line shared with Amtrak or Metra, beginning with the UP West line, or routing merger-related trains through a junction identified in Exhibit B, Applicants would share with the Board, IDOT, and the passenger operator a train-level analysis of how planned freight schedules interact with passenger schedules. For each affected segment and junction, the analysis would state the number of freight trains per day by railroad, their lengths, their speeds through connecting tracks and interlockings, and their planned schedules. It would use passenger train counts from the operators' current published schedules, and Applicants would rerun any simulation that relied on lower counts. Applicants would also describe the dispatching procedures they will use to give passenger and commuter trains priority on those segments. They would revisit any change that the analysis shows would worsen passenger performance.

11. Passenger performance reporting. Applicants would report monthly on each Illinois passenger service, showing on-time performance, host-responsible delay, and freight train counts and lengths on shared segments, along with passenger delay at Chicago terminal junctions where merger traffic or competition remedies add freight activity, against a pre-merger baseline, with peak-period results for Metra. Reporting would follow the common procedures in the Oversight section.

12. Passenger service recovery. For Amtrak and Metra service in Illinois, Applicants would follow a triggered process when UP/NS freight interference causes delays above 5 percentage points (Metra) or 10 percentage points (Amtrak) below the benchmark average Applicants report in the Service Assurance Plan for any two-month period:

    - Within 5 business days of a trigger, Applicants would activate the problem resolution team and notify the operator, IDOT, and the Board. Within 15 days, they would report the root causes of the delay. Within 30 days, they would deliver a written recovery plan that names specific actions and a date for returning to the benchmark.
    - If the recovery plan, or the Corridor Analysis Report under condition 21, finds that no feasible operating change or capacity project would return performance to the benchmark at a junction, Applicants would evaluate rerouting merger-related freight trains away from that junction and report the result to the Board, IDOT, and the operator. The independent monitor would review the evaluation (condition 22).
    - If delays continue another two months, the operator could place an observer alongside the dispatcher.
    - Unresolved disputes would escalate to senior officers and then to mediation.
    - If those steps fail, the process would extend three years with continued Board oversight.
    - IDOT would participate for state-supported service, and nothing would limit existing contractual or statutory rights.

13. Future passenger service. Applicants would honor their existing operating agreements with Amtrak and Metra, any applicable agreements with NICTD, and written agreements for future passenger access in place at approval, including the IDOT-UP Operating Agreement for Chicago-Rockford service, and would report annually on their status during oversight. Applicants would also cooperate with IDOT and its partner states on Illinois corridors in the Federal Railroad Administration's Corridor Identification and Development Program, and with NITA and Metra on planned increases in commuter service, including by providing the capacity and operating data needed to plan that service.

D. Communities and Safety

Merger traffic would bring more and longer trains to Illinois lines that cross local streets, and congestion at yards could hold trains outside those facilities, increasing the frequency and duration of blocked crossings and delaying emergency response. These impacts could be particularly significant in smaller communities with limited or no alternative routes. Excessive gate-down times could result in delays causing unreasonable impacts to local mobility. Applicants' Damages ADR Program offers no remedy to communities such as Joliet, because a town is not a customer under the program, and the escalation process in the Service Assurance Plan is open only to customers. IDOT's condition would give Illinois communities a liaison, a way to report problems, a complaint log tied to crossing reports, notice to emergency dispatch centers when trains will keep crossings blocked for more than 10 minutes, and escalation to a senior officer at West Chicago and Joliet, each diverted train using a 10 mph connection could block downtown crossings for 9 to 17 minutes (Exhibit A, Section VII; Exhibit B, Sections IV and V). These conditions would protect communities from experiencing repeated disruptions

caused by waiting trains that block crossings, restrict local mobility, and create safety concerns for motorists, pedestrians, bicyclists, and emergency responders.

IDOT requests the following condition with respect to communities and safety:

14. Community path. For ten years, Applicants would provide:
    - Illinois community liaisons for Joliet, West Chicago, Decatur, Springfield, and all other affected Illinois communities.
    - A published way to report issues.
    - A complaint log that feeds the crossing reports.
    - Monthly crossing reports for public crossings on Illinois line segments where Applicants project more trains, including the public crossings identified in Exhibit B, among them Washington Street in West Chicago and Henderson Avenue, Royce Avenue, Collins Street, Ohio Street, and Jackson Street in Joliet. For each crossing, the reports would show trains per day and average length, total minutes that the warning devices were active, and the number of activations lasting 10 minutes or more for any cause (including moving and stopped trains), against a pre-merger baseline. Applicants would report data collected from warning device records where possible. Reporting would follow the common procedures in the Oversight section.
    - Notice to emergency dispatch centers of crossings blocked by stopped trains for more than 10 minutes.
    - Escalation to a senior officer within 30 days.

E. Capacity

Applicants' capital plan includes merger-related projects on Illinois lines, mainly on the NS route between Kansas City and Lafayette, Indiana, including new double track at Decatur and several sidings. Applicants say they plan these projects where projected traffic would exceed a line's current capacity. Their own figures show that Gateway Yard in East St. Louis would need capacity of 2,149 cars a day, against 2,160 after a pre-merger project, leaving a margin of about half a percent. Proviso and Decatur would also operate above 90 percent of capacity. The plan includes no merger-related capacity projects in the Chicago terminal, although Applicants project 14 more freight trains a day on tracks shared with Metra and Amtrak. The Board traced the 1997-98 service crisis in large measure to infrastructure that could not absorb surges or disruptions. IDOT's conditions would tie added traffic to completed capacity, require contingency plans where margins are thin, and require a Chicago terminal assessment before added trains or switching on lines shared with passenger service. Exhibit B identifies five Illinois locations where Applicants' plans would add trains through low-speed connections, at-grade rail crossings, or converging single-track lines, with no mitigation or location-specific contingency plan proposed (Exhibit A, Section VIII; Exhibit B, Sections IV–VIII and X).

IDOT requests the following conditions with respect to capacity:

15. Illinois capacity projects. Applicants would complete each Illinois project in their capital plan on the stated schedule and report progress in the monthly Illinois report. A substitute project would need to provide equivalent capacity, with notice to the Board and IDOT.
16. Capacity before traffic. Applicants would not move added traffic onto an Illinois line segment, junction or yard that their own analysis shows above current capacity, or that the assessment in condition 18 shows cannot handle the added trains without blocking

passenger trains, other railroads, or public crossings, until the related project is in service, unless they first file a plan showing how operations would remain fluid.

17. Margin and contingency plans at Illinois facilities and junctions. For each Illinois yard or terminal projected above 90 percent of capacity, Applicants would report volume against capacity in the monthly Illinois report. Before integration, they would also file a contingency plan, including where traffic would move if the facility became congested. Before integration, Applicants would also file contingency plans under 49 C.F.R. 1180.10(i) for each location identified in Exhibit B. Each plan would state where trains would be held or rerouted when trains converge or a track is out of service, without blocking public crossings, passenger trains, or other railroads. The plans would be provided to IDOT, Metra, Amtrak, and the affected communities.

18. Chicago terminal assessment and Illinois junctions. Before adding trains or switching on Chicago terminal lines shared with Metra or Amtrak, including activity from competition remedies, or routing merger-related trains through the Illinois junctions identified in Exhibit B, Applicants would file a segment- and junction-level analysis prepared after consulting Metra, Amtrak, and IDOT. The analysis would cover at least:

    - West Chicago (JB Tower);
    - Joliet (Jackson Street, UD Tower, and CN Rock);
    - the NS corridor from CP 21st Street to CP 509 in Chicago, including CP 518 and CP 513 (74th Street);
    - Decatur (Wabic, Brush Yard, and CP Brush);
    - the Springfield 10th Street Corridor and its connections at Hazel Dell, Iles, and Starns; and

- the other Chicago-area junctions named in Exhibit B, Section IX (Elmhurst, Kedzie, and Chicago Ridge).

For each location, the analysis would state the operating data in condition 10, the expected delay to other railroads, passenger trains, and public crossings, the mitigation Applicants propose, and the public benefit Applicants claim for routing the traffic there.

F. Oversight

Applicants did not propose an oversight framework in their application. When the Board asked for one, they offered annual reports on the issues the rules list and a technical conference on reporting logistics but proposed no length for oversight. The teams they describe to manage integration are internal to the railroad and give public agencies no defined role. IDOT's conditions would set common procedures for the monthly Illinois reporting requested above, so that each metric is filed publicly in this docket, keeps a fixed definition and a pre-merger baseline, and continues for the full oversight period (Exhibit A, Section IX). An independent monitor would check reports against the Applicants' records. A cost share would apply where reporting shows that merger-related harm to passenger service or public crossings persists. IDOT requests the following conditions with respect to oversight:

19. Common reporting procedures. Monthly reporting under the competition, service, passenger, and community conditions above would follow one set of procedures:

    - Applicants would file a single monthly Illinois report covering all of those metrics within 30 days after the end of each month.

- Reports would be filed in this docket, with a public version and, where data are commercially sensitive, a confidential version under the protective order. Copies would go to IDOT, Metra, Amtrak, and other affected Illinois agencies.
- Each metric would keep a fixed definition and a common pre-merger baseline, ideally a period ending before the merger was announced in July 2025, so that later changes reflect the merger and not integration planning. Any change in a definition would be explained and applied to earlier months.
- Data would be provided in machine-readable spreadsheets with a data dictionary, along with a short narrative explaining significant changes.
- Reporting would continue monthly for the full oversight period. The Board would retain authority to add, change, or reduce reporting, and IDOT would participate in the post-approval technical conference Applicants propose for reporting logistics.

20. Oversight period. The Board would oversee the transaction for seven years after Applicants consummate it, as it did in CP-KCS, and could extend that period if merger-related problems remain unresolved. During oversight, the Board would retain jurisdiction to add, modify, or extend conditions if Illinois reporting shows that the merger's effects differ from what Applicants have projected.

21. Cost share for persistent merger-related harm. If reporting under these conditions shows that merger-related harm to passenger service or a public crossing persists, Applicants would correct it through operating changes or share the cost of capacity projects as follows:

- Triggers for passenger service. Where freight interference pushes passenger service below the threshold for a two-month period, Applicants would activate the problem resolution team within 5 business days and report root causes within 15 days of the trigger (condition 12).
- Where operations or dispatching changes can resolve the interference, Applicants would deliver a recovery plan within 30 days of the trigger. If the service remains below the threshold for a further two months, Applicants would file a Corridor Analysis Report within 90 days.
- If the root cause report finds that a lack of capacity is the cause of the delay, Applicants would file the Corridor Analysis Report within 90 days of that report.
- Triggers for public crossings. If Applicants' warning-device activation at public crossings, as reported under condition 14, averages 25 percent above the pre-merger baseline for six consecutive months, Applicants would file a Crossing Analysis Report within 90 days.
- Corridor Analysis Report and Crossing Analysis Report. Applicants would prepare planning-level analysis for either corridors or crossings with IDOT and the affected passenger operator or road authority. The analysis would cover: location and cause, operating changes, capacity projects needed, implementation plan, and cost share.
- Cost share. Applicants would pay for operating changes.
- Where the analysis shows that a project is needed only because of merger-related traffic, Applicants would bear its full cost.

- Where the analysis shows merger-related traffic contributes to the need for a project but is not the only cause, Applicants would pay a share of the full cost. This would include preliminary engineering, environmental review, design, right-of-way, utility relocation, and construction. The share would measure the merger's contribution against the pre-merger baseline:

- Passenger service: The average of merger-related freight trains on the affected segment as a share of all freight trains, and the increase in host-responsible delay as a share of total host-responsible delay.

- Public crossings: The average of the increase in vehicle delay as a share of total vehicle delay, and the increase in collision exposure (trains per day times vehicles per day) as a share of total exposure.

- Applicants' contribution would be due once public funds for the remaining cost are committed, following the method the Board used in CN/EJ&E (Decision No. 16, 2008). The Board would resolve disputes.

22. Independent monitor. Applicants would fund an independent monitor, selected by and reporting to the Board, from consummation through the end of the oversight period. This is consistent with the requirements for CN/EJ&E. The monitor would audit the Illinois reports against the Applicants' source data, including dispatching records and crossing warning-device records, verify whether thresholds have been crossed, and investigate persistent problems at the Board's direction. IDOT, the passenger operators, and affected communities could refer concerns to the monitor.

G. Location-Specific and Passenger Rail Conditions

Applicants state that their operating plan creates no addressable train conflicts or capacity issues in Illinois, and that any congestion will be handled through what they call Operational Excellence. The Verified Statement of Walter R. Moore, P.E. (Exhibit B) identifies five Illinois locations where the merger would add trains through low-speed connections, at-grade rail crossings, or converging single-track lines. Although Applicants have proposed capacity improvements on some Illinois routes, Exhibit B identifies gaps in the location-specific train operating data, assessment of adverse effects, proposed mitigation, and contingency planning under 49 C.F.R. § 1180.10(i) for these locations:

- West Chicago (JB Tower). An estimated 10–12 freight trains a day would be diverted between UP and CN through a single-track, 10 mph connection. Each train could block Washington Street, downtown West Chicago's main street, for an estimated 9–17 minutes. It could also prevent other rail movements at the interlocking, including Metra UP West Line trains, for an estimated 14–22 minutes (Exhibit B, Condition 23).
- Joliet. The same trains would reach UP's Joliet Subdivision at Jackson Street over CN's lines. Each could block five downtown crossings for an estimated 9–17 minutes and Metra's Rock Island District at UD Tower for 12–20 minutes. Trains could converge on Joliet from three directions, with insufficient nearby capacity to hold long freight trains without affecting other movements (Exhibit B, Condition 24).
- Decatur. Additional traffic on NS routes from East Hannibal and East St. Louis would converge with the Lafayette District at Brush Yard, which already handles extensive switching and interchange with CN and two short lines. Congestion could be particularly severe during grain harvest and when track is out of service (Exhibit B, Condition 25).

- Chicago, CP 21st Street to CP 509. Applicants project 4.82–11.96 more trains a day on an NS corridor that already carries about 48 freight trains a day, and shares tracks and junctions with Amtrak and Metra SouthWest Service trains (Exhibit B, Condition 26).
- Springfield. An added 4.55 trains a day on NS's Springfield-Hannibal District would affect operations through the connections to the new 10th Street Corridor and UP's Springfield Subdivision, used by the Lincoln Service and Texas Eagle. Additional operating conflicts could occur at both ends of the corridor (Exhibit B, Condition 27).

Condition 28 addresses the Chicago passenger rail network as a whole. It complements the service-level reporting and recovery process in Conditions 10 through 13.

IDOT requests the following conditions with respect to specific Illinois locations and the Chicago passenger rail network:

23. West Chicago: Operating impacts and mitigation at JB Tower. Before diverting freight trains between UP's Geneva Subdivision and CN's Leithton Subdivision through the JB Tower connection, Applicants would file a location analysis covering the JB Tower interlocking and the Washington Street crossing. The analysis would use Metra's published UP West Line schedule rather than the lower train counts in Applicants' data tables. It would also state where trains would be held when trains from both railroads reach the single-track connection at the same time. Applicants would construct the infrastructure and other improvements needed to mitigate the adverse effects the analysis identifies, or contribute their share of them under condition 21 (Exhibit B).
24. Joliet: Operating impacts and mitigation of diverted freight traffic. Before routing diverted freight trains over CN's lines to UP's Joliet Subdivision at Jackson Street,

Applicants would file a location analysis. It would cover the Jackson Street connection, UD Tower, CN Rock, and the crossings at Henderson Avenue, Royce Avenue, Collins Street, Ohio Street, and Jackson Street. It would also address: a) effects on Metra's Rock Island District and Heritage Corridor, Amtrak's Lincoln Service and Texas Eagle, and BNSF, CSXT, and Iowa Interstate trains; and b) where trains would be held when trains approach Joliet from the north, south, and east at the same time.

Applicants would construct the infrastructure and other improvements needed to mitigate the adverse effects the analysis identifies, or contribute their share of them under condition 21.

25. Decatur: Operating impacts and mitigation at Brush Yard and connecting NS routes. Before adding trains on the NS routes that converge at Decatur, Applicants would file a location analysis covering Brush Yard, Wabic, CP Brush, and the connecting single-track lines. This includes the 4.55 trains a day proposed on the Springfield-Hannibal and Lafayette Districts and the 1.07 trains a day proposed on the Brooklyn and Lafayette Districts and the 1.07 trains a day proposed on the Brooklyn and Lafayette Districts. The analysis would account for through trains that set out or pick up cars at Decatur; peaks during grain harvest season; track taken out of service for maintenance; and crossing delays caused by other railroads' trains waiting to cross NS at Wabic or to interchange at Brush Yard. Where the analysis shows adverse effects that Applicants' proposed Decatur projects would not address, Applicants would construct the improvements needed to mitigate them, or contribute their share of them under condition 21.

26. Chicago, CP 21st Street–CP 509: Operating impacts and mitigation. Before adding the projected additional freight traffic, ranging from 4.82 to 11.96 trains per day depending

on the segment, between CP 21st Street and CP 509, Applicants would file a location analysis. It would cover CP 21st Street, CP 518, CP 513 (74th Street), and CP 509, including the Calumet River lift bridge. It would also address effects on the 16 Amtrak Michigan and East Coast trains identified in Exhibit B, accounting for their respective routes through the corridor; Amtrak trains that reverse through CP 21st Street; the 30 weekday Metra SouthWest Service trains; and the BNSF, CSXT, and Indiana Harbor Belt trains that NS hosts. Applicants would construct the infrastructure and other improvements needed to mitigate the adverse effects the analysis identifies, or contribute their share of them under condition 21.

27. Springfield: Operating impacts and mitigation along the 10th Street Corridor. Before adding the 4.55 trains a day proposed on the NS Springfield-Hannibal District through Hazel Dell, Iles, and Starns, or additional UP trains through Springfield, Applicants would file a location analysis. It would cover the 10th Street Corridor and its connections, including conflicts at both ends of the corridor and at the crossing of UP's Springfield Subdivision used by the Lincoln Service and Texas Eagle. Applicants would also file a plan to correct or mitigate any adverse effects that arise after approval, including any infrastructure required, and would carry it out, or contribute their share of them under condition 21.

28. Intercity and commuter passenger rail protections. Before integration, Applicants would file the procedures they will use to give intercity and commuter trains priority on the Chicago-area lines they dispatch, including at the junctions named in Exhibit B (West Chicago, Elmhurst, Kedzie, CP 21st Street, CP 518, CP 513 (74th Street), CP 509, UD Tower, and Chicago Ridge). Where their trains use other railroads' lines, including CN's

former EJ&E line between West Chicago, Joliet, and Griffith, Indiana, Applicants would describe how they will coordinate with the dispatching railroad to protect passenger and commuter trains. Where the analyses under conditions 18 and 23 through 27 find no feasible infrastructure solution at one of those junctions, Applicants would evaluate rerouting merger-related freight trains away from it, as they would under condition 12 after integration. The independent monitor would review each evaluation (condition 22). Based on an evaluation under this condition or condition 12, the Board could require Applicants to reroute (Exhibit B).

V. CONCLUSION

For the reasons stated above and in the Verified Statement of Elaine McKenzie, Ph.D., and Walter R. Moore P.E. (Exhibits A and B), IDOT requests that the Board approve the transaction only if the 28 conditions set out in Section IV and listed in Appendix A are included and enforced. The conditions build on commitments Applicants have already made, apply them to the Illinois facilities, lines, and services the merger would affect, and keep them in place for the full oversight period. Together they would give the Board, IDOT, and Illinois passenger and commuter operators the information and tools to find and correct merger-related problems before they spread across the network, as they did after the UP-SP merger. IDOT also asks the Board to retain jurisdiction to modify or add conditions if Illinois reporting shows that the merger's effects differ from what Applicants have projected.

Respectfully submitted,



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Dated: November 18, 2026

VERIFICATION

I, Jason Osborn, verify under penalty of perjury that I have read the foregoing Verified Statement on behalf of the Illinois Department of Transportation, that I know its contents, and that the same are true and correct. Further, I certify that I am qualified and authorized to file this statement.

Executed on 11/18/2026.



Jason Osborn

APPENDIX A

LIST OF REQUESTED CONDITIONS

Table 1 Conditions requested by applicant document and materials

No.	Condition requested	Applicant document	Applicant materials
Competition			
1	Illinois gateway reporting	Amended Application, Decision 21 Response	Amended App. Vol. 1 at 1-23, 1-92, 1-347 to 1-350, 1-373 to 1-392, UP-80/NS-78 at Supp. 14-21, 189-195
Service			
2	Facility-level early warning	Service Assurance Plan	Amended App. Vol. 2 at 2-890 to 2-895, 2-1036 to 2-1037, 2-1103, 2-1106
3	Reporting of yard and terminal results	Service Assurance Plan	Amended App. Vol. 2 at 2-1040, 2-1090, 2-1104
4	Illinois coverage	Service Assurance Plan	Amended App. Vol. 2 at 2-890 to 2-895, 2-1119
5	Effects beyond the yard	Not addressed	—
6	Problem resolution team triggers	Service Assurance Plan	Amended App. Vol. 2 at 2-1036 to 2-1038
7	Reporting on service claims	Service Assurance Plan, Decision 21 Response	Amended App. Vol. 2 at 2-1042, 2-1139 to 2-1143, UP-80/NS-78 at Supp. 119-127
8	Early warning from service claims	Service Assurance Plan, Decision 21 Response	Amended App. Vol. 2 at 2-1036 to 2-1038, 2-1139 to 2-1143, UP-80/NS-78 at Supp. 189-195
9	Duration of the Damages ADR Program	Decision 21 Response	Amended App. Vol. 2 at 2-1139, UP-80/NS-78 at Supp. 9, 200
Commuter and Passenger Rail			
10	Train-level analysis before changes	Operating Plan, Decision 21 Response	Amended App. Vol. 2 at 2-757 to 2-780, UP-80/NS-78 at Supp. 164-181, 378-399
11	Passenger performance reporting	Service Assurance Plan	Amended App. Vol. 2 at 2-1066 to 2-1067, 2-1110 to 2-1115
12	Passenger service recovery	Service Assurance Plan	Amended App. Vol. 2 at 2-1066 to 2-1067, 2-1076
13	Future passenger service	Service Assurance Plan	Amended App. Vol. 2 at 2-1055 to 2-1056
Communities and Safety			

No.	Condition requested	Applicant document	Applicant materials
14	Community path	Not addressed	Amended App. Vol. 2 at 2-1139 (Damages ADR Program limited to customers)
Capacity			
15	Illinois capacity projects	Service Assurance Plan	Amended App. Vol. 2 at 2-895 to 2-932, Illinois projects at 2-903 to 2-907
16	Capacity before traffic	Operating Plan, Workpapers	Amended App. Vol. 2 at 2-895 to 2-932, Gehringer-Orr line and terminal capacity workpapers
17	Margin and contingency plans at Illinois facilities and junctions	Service Assurance Plan, Workpapers	Amended App. Vol. 2 at 2-882 to 2-889, 2-924, Gehringer-Orr terminal capacity workpapers
18	Chicago terminal assessment and Illinois junctions	Not addressed	— (no merger capacity projects in Chicago, Amended App. Vol. 2 at 2-895 to 2-932)
Oversight			
19	Common reporting procedures	Decision 21 Response	UP-80/NS-78 at Supp. 106-107, Amended App. Vol. 2 at 2-1040
20	Oversight period and continuing jurisdiction	Not addressed	UP-80/NS-78 at Supp. 106-107 (no length proposed)
21	Cost share for persistent merger-related harm	Not addressed	—
22	Independent monitor	Decision 21 Response	UP-80/NS-78 at Supp. 106-107
Location-Specific and Passenger Rail Conditions			
23	West Chicago: Operating impacts and mitigation at JB Tower	Operating Plan; Environmental Data	UP–NS Public Data Explorer, Segment 12224 (Exhibit B endnote i)
24	Joliet: Operating impacts and mitigation of diverted freight traffic	Operating Plan; Environmental Data	UP–NS Public Data Explorer, Segment 12224 (Exhibit B endnote ix)
25	Decatur: Operating impacts and mitigation at Brush Yard and connecting NS routes	Operating Plan; Environmental Data	Master Data Tables IR1–3, Second Errata, EI-34309 (Exhibit B endnotes xxiii–xxvii)
26	Chicago, CP 21st Street–CP 509: Operating impacts and mitigation	Operating Plan; Environmental Data	Master Data Tables IR1–3, Second Errata, EI-34309 (Exhibit B endnotes xxx–xxxi)

No.	Condition requested	Applicant document	Applicant materials
27	Springfield: Operating impacts and mitigation along the 10th Street Corridor	Operating Plan; Environmental Data	Master Data Tables IR1–3, Second Errata, EI-34309 (Exhibit B endnotes xxxix–xli)
28	Intercity and commuter passenger rail protections	Operating Plan; Service Assurance Plan; Decision 21 Response	Amended App. Vol. 2 at 2-757 to 2-780, 2-1055 to 2-1056, 2-1066 to 2-1067, 2-1076; UP-80/NS-78 at Supp. 164-181, 378-399

EXHIBIT A

VERIFIED STATEMENT OF ELAINE MCKENZIE

ON BEHALF OF THE ILLINOIS DEPARTMENT OF TRANSPORTATION

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I. INTRODUCTION

My name is Elaine McKenzie, PhD. I am an Associate Vice President of Freight and Economics at Cambridge Systematics 200 South Wacker Drive, Suite 2575, Chicago, Illinois 60606. I have worked as a consultant on public and private sector rail issues, plans, and studies for over 15 years. I am supported in this work by a team of experts with relevant experience to undertake the analysis described below. My qualifications are attached as Exhibit A-1.

The Illinois Department of Transportation (IDOT) asked Cambridge Systematics to (1) review the application and supplemental filings for effects on Illinois, (2) assess Applicants' proposed commitments, and (3) recommend conditions.

The remainder of this statement is organized as follows: Section II summarizes my findings. Section III describes the methodology, including the documents reviewed and the common framework applied to each topic. Sections IV through IX address competition, service, commuter and passenger rail, communities and safety, capacity, and oversight. For each, I describe the scope of the topic, what Applicants propose, and where their commitments fall short for Illinois, and I identify the conditions IDOT requests to address those gaps. Section X defines key terms used throughout.

II. SUMMARY OF FINDINGS

My principal findings are as follows.

1. Competition. Applicants' competition remedies address freight shippers only. Several would add interchange and switching activity in the Chicago terminal, on tracks and junctions shared with Metra and Amtrak, without any analysis of the effects. The remedies are also shorter-lived and less transparent than the harms they address, and

gateway reporting does not identify the Illinois interchanges where interline routes could close.

2. Service. The Service Assurance Plan's yard benchmarks are wide ranges shared across each legacy network, and its only trigger for action is terminal dwell. Several Illinois facilities in Applicants' own Chicago contingency plan are not benchmarked. The Damages ADR Program lasts three years, keeps its results confidential, and is open only to shippers.

3. Commuter and passenger rail. Applicants compared line capacity with projected train counts but did not model how freight and passenger trains would interact, which is the question the Board asked in Decision No. 21. The Lincoln Service averaged 70 percent on-time performance from July 2022 through December 2025 (WP tab 2), so it has little room for added delay.

4. Communities and safety. More and longer trains, and trains held outside congested yards, would block crossings and delay emergency response. Communities have no remedy under the Damages ADR Program and no defined path for raising problems with Applicants.

5. Capacity. Applicants' own figures show that Gateway Yard would operate with almost no margin, and the plan adds no capacity in the Chicago terminal even though Applicants project 14 more freight trains a day on track shared with Metra. The Board traced the 1997-98 service crisis in large measure to infrastructure that could not absorb surges or disruptions.

6. Oversight. Applicants proposed no length for oversight, and the integration teams they describe are internal to the railroad. Without a defined period and public reporting, the Board and public agencies would have little warning of a developing problem in Illinois.

III. METHODOLOGY

The project team reviewed several key sources in developing conditions:

- The Surface Transportation Board's major merger rules (49 C.F.R. Part 1180, as revised in 2001) and its decisions in this proceeding, including Decision No. 21 (served May 28, 2026) and Decision No. 30 (served August 18, 2026).

- The Amended Application filed on April 30, 2026 by Union Pacific Railroad Company and Norfolk Southern Railway Company (together, the Applicants), along with their responses to Decision No. 21 filed on July 7 and July 27, 2026.

- The Board's 2023 decision approving the Canadian Pacific-Kansas City Southern merger (CP-KCS), including its conditions and oversight requirements.

- The Board's 2008 decision approving Canadian National's acquisition of the Elgin, Joliet & Eastern Railway (CN/EJ&E), including its mitigation requirements for Chicago-area communities.

- The Union Pacific-Southern Pacific and Conrail transactions of the 1990s, and the Board's response to the service crisis that began in 1997 and the service problems that followed the Conrail transaction, commonly referred to as ‘the service crisis’.

The major merger rules that the Board adopted in 2001 (49 C.F.R. part 1180) govern this transaction and provide the framework for any conditions. These rules, in use for the first time in the current merger, address competition, essential freight, passenger and commuter services, service during integration, environmental effects and oversight. The team also reviewed the Board's decisions in this docket, including those that identified gaps in the application and set the current schedule.

The applicants' filings show their current commitments and reveal omissions. The team reviewed the Amended Application, particularly the Operating Plan and Service Assurance Plan, along with supplemental filings, workpapers and environmental submissions, such as the Blocked Crossings Plan. My workpapers are submitted with IDOT's comments as 'IDOT-1 McKenzie Workpapers.xlsx' and are cited in this statement as 'WP' with the tab number.

CP-KCS is the Board's most recent Class I merger decision and the best guide to what the Board has been willing to require in practice. The team reviewed the merger approved in 2023 and its conditions, as well as requests from Metra, Chicago-area communities and Amtrak. The decision offers useful models for oversight, reporting and commuter rail protections. However, that case was reviewed under the pre-2001 rules, so its conditions show what is possible and do not define what the current rules require.

CN/EJ&E was a much smaller transaction, but it is the closest local model. It involved many of the same Chicago-area communities and raised similar concerns about train traffic and crossing delays. The team reviewed the Board's approval decision and later oversight decisions, particularly the requirements for reporting crossing blockages and the use of third-party audits.

The 1990s rail mergers, including the mergers of UP-SP and Conrail's acquisition by CSX and Norfolk Southern, provide historical context for the service problems that can follow a merger. After the UP-SP merger, a rail service crisis spread across the western United States. The causes were disputed and the Board (at the time) attributed it to inadequate infrastructure around Houston rather than to its approval of the merger. However, when Conrail was acquired shortly after the UP-SP merger, that transaction was understood to have "resulted in severe problems that plagued applicants and their customers for a full year or more." The service problems that followed these transactions helped shape the 2001 rules, including stricter requirements on merger applicants along with a greater emphasis on service assurance and oversight.

Categories analyzed for competitive harm

Gateways:

- Chicago
- Illinois side of St. Louis

2-to-1 Facilities in Illinois

- Bloomington, IL (AgRail)
- Chicago (Midwest Salt)
- Chicago (US Glu-Lam)
- Hillsboro, IL (Hillsboro Energy)
- Monterey Mine/Carlinville, IL (Macoupin Energy)
- Mount Vernon, IL (Milano Metals/Railcar Services)

3-to-2 Facilities in Illinois

- Danville IL (Lebanon Chemical, Viscofan)
- Danville, IL (Bunge/Grain Craft, REG Danville, Quaker Oats)
- Federal, IL (Mighty River Recycling)
- Granite City/Madison IL (USS Granite City Works)
- Momence, IL (Edmund Allen Lumber)

IV. COMPETITION

Applicants address potential competitive harm at three levels: shipper facilities, gateways, and corridors. Each category was analyzed differently and receives a different type of remedy.

For shipper facilities, Applicants counted the Class I carriers able to reach each facility before and after the merger. Facilities that would go from two carriers to one, or from three to two, receive facility-specific remedies such as trackage rights, haulage, or reciprocal switching for another Class I carrier. Applicants also propose a Targeted Access Program, which offers temporary reciprocal switching to sole-served customers in terminal areas whose service falls below set thresholds during the three-year implementation period.

For gateways, Applicants did not count carriers. Their economist instead assessed whether the merged railroad could foreclose interline routes. Applicants adopt the open gateway conditions the Board imposed in CP-KCS and apply them to all existing gateways and recent interline routes, a blanket commitment that does not vary by location. They add monthly reporting at key gateways during oversight and a Committed Gateway Pricing program limited to Chicago, St. Louis, Memphis, and New Orleans.

For corridors, Applicants screened origin-destination pairs between Business Economic Areas, found no corridors that would go from two carriers to one, and found 15 that would go from three to two. Applicants propose no corridor-specific remedy, citing the small volume of affected traffic and pointing to the open gateway commitments to preserve interline routing options.

The Board's major merger rules call for more than preserving competition. Applicants must show that a merger enhances competition. The Board has indicated that it will weigh competitive enhancements heavily (49 CFR 1180.1, Decision No. 21). The same rules treat competitive harm

and harm to essential services together, directing the Board to preserve "essential freight, passenger, and commuter rail services" wherever feasible. Applicants' proposed remedies address only freight, and insufficiently address passenger and commuter rail services. They are aimed at shipper facilities, gateways, and connecting freight carriers. None considers how the remedies would affect the shared network on which Illinois passenger and commuter trains operate.

Several of the remedies would add freight moves in the Chicago terminal (Amended App. Vol. 1, UP-80/NS-78). Committed Gateway Pricing depends on traffic being interchanged at Chicago and three other gateways. The Targeted Access Program offers temporary reciprocal switching in terminal areas, and Chicago is the largest terminal area on the combined system. Each remedy may serve its intended shippers. Together, however, they add interchange and switching activity on terminal lines, junctions, and crossings that Metra and Amtrak also use. Applicants have not analyzed those effects. A remedy that improves competition in one market while adding congestion to the network all users share is not a net public benefit unless the added congestion is measured and managed.

The remedies are also shorter-lived and less transparent than the harms they address. Committed Gateway Pricing ends with oversight, and the Targeted Access Program ends after three years, while the open gateway commitment is permanent. Gateway reporting would cover "key gateways" that Applicants do not define. Targeted Access Program data would go only to the customer that requests it, and arbitration results would not be admissible in other proceedings. Public agencies would have no reliable way to see whether Illinois interchanges, including Chicago, the East St. Louis terminals, Decatur, and Peoria, remain operating as intended. Several

facility remedies also depend on the Board overriding existing haulage agreements with other carriers, and their feasibility has not been shown.

I recommend that the Board adopt Condition 1, which IDOT requests in Section IV.A of its comments, to address the concerns described above.

V. SERVICE

This section addresses freight rail service on Applicants' Illinois network, and how reliably cars and trains move through the yards, terminals, and line segments that Illinois shippers use. Chicago and the St. Louis area are the key gateways where much of the nation's rail traffic is interchanged between railroads. Congestion at an Illinois facility can spread well beyond the state, and service problems elsewhere can back up into Illinois. The section considers whether Applicants' benchmarks, monitoring, and response commitments would detect a service problem early, trigger a timely response, and give the Board, IDOT, and affected customers enough information to act. It draws on the Service Assurance Plan, including its yard and terminal benchmarks and contingency plans, the Damages ADR Program, and Applicants' response to Decision No. 21. The Targeted Access Program is discussed here because service performance triggers it. Rates and access to competing railroads are addressed in the Competition section, and effects on passenger trains and highway-rail crossings are addressed in their own sections. This section treats those effects as signs of a service problem that monitoring should catch.

Dwell benchmarks

The applicants benchmarked dwell and on-time origination at their principal classification yards and major intermodal terminals, using July 2022 through December 2025 data (2-890 to 2-895, 2-1036 to 2-1037, 2-1090, 2-1103 to 2-1106, 2-1119). In Illinois, this covers Proviso, Gateway

Yard, and Decatur, along with the Global 2, Global 4, 47th Street, Calumet, and Landers terminals.

Applicants expect dwell of 20 to 26 hours at legacy UP yards and 26 to 32 hours at legacy NS yards "under typical operating conditions," with on-time origination of 40 to 90 percent and 25 to 75 percent, respectively (WP tab 8). At intermodal terminals, they expect dwell of 5 to 9 hours for domestic traffic and 6 to 18 hours for international traffic, with on-time origination of 70 to 95 percent. They say they will report "actual monthly data during the monitoring period." Monthly dwell above 29 hours at a legacy UP yard or 36 hours at a legacy NS yard would activate a problem resolution team, although Applicants say this would not mean "that any special action is required."

These benchmarks would give the Board and the public limited warning of an emerging problem, which can provide insight into impacts that have been shown to affect the wider network. Specifically, the 1997-98 service crisis grew out of congestion around Houston before spreading across the West (Service Order No. 1518, 1997). The same range applies to every yard on each legacy network, and the ranges are wide. A legacy UP yard could fall from 90 percent to 40 percent on-time origination and still be within its expected range. There are no stated consequences for falling below the range, and on-time origination has no trigger. The plan does not define a monitoring period, explain where the monthly data is sent, or indicate whether it will be public. Some Chicago facilities in the Applicants' contingency plans, including Yard Center, Global 3, and Ashland Avenue, are not benchmarked. These measures also describe conditions inside a yard or terminal, not effects outside it. They would not directly show trains held outside a yard, delays to passenger trains, or longer crossing blockages in communities such as Joliet.

The cost of a service problem that is not identified and corrected early can be substantial. During the 1997-98 service crisis, Union Pacific reported large congestion costs and customer claims, and the Board later found that UP had incurred more than $1 billion in additional costs. Table 2 summarizes selected financial impacts reported during and after the crisis.

Table 2 Reported costs of the 1997-98 UP/SP service crisis

Measure	Amount ($ millions)	Detail	Citation
Congestion cost, Q3 1997 (after tax)	100	Lost business and higher operating costs.	UP 10-Q, Q3 1997
Congestion cost, full year 1997 (after tax)	450	Lost business, congestion costs and recovery costs.	UP 10-K, FY1997
Charge for customer claims, Q2 1998	250	Charge for resolution of customer claims.	UP 10-Q, Q2 1998
Accrued for customer claims, 1997-1998	456	$86 million in 1997 and $370 million in 1998.	UP 10-K405, FY1998
Additional costs to UP	1,000	Board: "over $1 billion in additional costs."	Houston/Gulf Coast Decision No. 11
Planned Houston/Gulf Coast investment	600	Over the next 3-5 years, as reported by USDA.	USDA, 'Agricultural Outlook' (Dec. 1998)

Note: Amounts are reported in historical dollars and reflect different reporting periods and accounting measures. Several amounts overlap and should not be added together. The $600 million represents planned infrastructure investment rather than an additional realized loss. Sources are listed in WP tab 7.

The circumstances of the UP/SP crisis differ from those of this transaction, and these figures do not predict the cost of any future disruption. They show why problems should be found at individual facilities, before congestion spreads across the network, and why defined thresholds should require timely corrective action. By comparison, Applicants' proposed Damages ADR Program caps each customer's total award at $2 million.

Damages ADR Program

Applicants propose an optional arbitration program for damages caused by merger-related service failures, which they call the Damages ADR Program (Amended App. Vol. 2 at 2-1042 to 2-1043, 2-1139 to 2-1143, Supp. 119-27). The Board's merger rules ask applicants to suggest a way to handle such claims and favor arbitration. The program is open to the shipper that pays the freight charges on non-exempt traffic moving under tariff rates. Contract traffic and exempt commodities are excluded, although Applicants assert that they would add exempt traffic if the Board reads its rules to require it. The program would run for three years after Board approval, matching Applicants' integration period. Judicial Arbitration and Mediation Services (JAMS), a private provider of arbitrators and mediators, would administer it, and customers could still bring service complaints directly to the Board.

A customer must first give Applicants 30 days' notice describing the service problem. If Applicants fix the problem during that period, they have no liability, even for losses the customer has already incurred. Otherwise, the customer must show three things: that its service deteriorated substantially, that merger implementation caused the deterioration, and that the deterioration caused it direct damages. Applicants do not define substantial deterioration or set a minimum duration. They argue that reasonable service varies with the commodity, the location, and each customer's needs. They also say the program would not use the service metrics that trigger the Targeted Access Program. The arbitrator would be someone both parties agree on or, failing that, a former federal judge appointed by JAMS. The arbitrator would decide the claim within 180 days, and the filings, rulings, and decision would all be confidential. Either party could appeal to the Board within 20 days, but only on narrow grounds.

Relief is limited to money. Awards are capped at $2 million, and a customer must bring all of its claims in a single arbitration, so the cap applies to the customer's total claim. Damages are limited to losses incurred in the year before the customer files to start arbitration. Only direct damages are recoverable, such as the cost of alternative transportation or added storage and handling, not lost profits. The arbitrator also cannot order Applicants to change their service. Each side pays its own costs and half of the arbitration fees. Applicants expect awards to be paid in cash but would offer credits if a customer preferred, and they expect that no customer will ever need the program.

In CP-KCS, the Board held the Applicants to their own service commitments, which they called a Service Promise, and declined requests for money damages or penalties for service failures (Decision No. 35). Conditions 2 through 9 take the same approach. They build on the Service Assurance Plan Applicants filed under the 2001 rules (which CP-KCS, decided under the earlier rules, did not require). Condition 9 seeks no new penalties. It extends the Damages ADR Program that the Applicants themselves proposed.

I recommend that the Board adopt Conditions 2 through 9, which IDOT requests in Section IV.B of its comments, to address the concerns described above.

VI. COMMUTER AND PASSENGER RAIL

This section addresses intercity and commuter passenger service on Applicants' Illinois lines, and on the Chicago terminal tracks, junctions, and crossings that passenger trains share with Applicants' freight trains. It focuses on how merger-related changes in freight train counts, train lengths, yard activity, terminal operations, and competition remedies could affect passenger on-time performance, the performance agreements that govern host railroads, and capacity for planned service. It draws on the passenger impact analysis in Applicants' Operating Plan, the

passenger provisions of the Service Assurance Plan, and Applicants' response to the Board's passenger questions in Decision No. 21. Passenger services on lines owned by other railroads are outside its scope except where merger traffic would affect terminal facilities they share with Applicants.

Applicants host Amtrak's Lincoln and Texas Eagle services on UP's route between Joliet and the St. Louis area, several Amtrak services on NS's line between Chicago and Elkhart, and Metra's UP North, Northwest, and West lines, along with part of its SouthWest Service on NS (2-757 to 2-780). They project no net change in freight trains on the Lincoln route, but 14 more trains per day between Proviso and Kedzie(WP tab 4b) and 5 more between Proviso and Elburn on Metra's UP West line. They conclude that the merger "will not result in any adverse impact to passenger operations" (2-1044).

In Decision No. 21, the Board observed that maximum line capacity "does not explain how passenger trains will actually be affected." Applicants responded by describing their scheduling and dispatching processes and by comparing monthly passenger delay with capacity utilization, finding no statistically significant relationship (Supp. 164-81, 378-99). They did not provide train-level modeling, saying that schedules cannot realistically be designed this early and that such modeling would take many months.

This analysis does not answer the Board's question. Passenger delay occurs when a particular passenger train and a freight train need the same track at the same time, which monthly averages cannot show. Commuter service is particularly at risk because their trains are concentrated in peak periods. The comparison may also understate the effect of added traffic, because congestion itself reduces the number of trains a line can move, so the busiest months may simply be the

most fluid ones. Train counts also do not capture longer trains. And a result that is not statistically significant is not the same as no effect: the study's own estimates point toward more delay at higher utilization, and it acknowledges that some services have relatively few comparable months. Delay rises with utilization in the study's raw data. For nine-services, projected post-merger utilization exceeds anything in the historical data and the study cannot speak to those levels (WP tab 5).

The study also covers only services projected to gain at least one freight train per day, and it tests only the most heavily used segment for each. As a result, the Lincoln is not studied, the Texas Eagle is tested in Texas, and Metra's UP West line is tested between Geneva and West Chicago rather than between Proviso and Kedzie, where Applicants project the largest increase. Applicants also point to contractual performance standards as protection for passenger trains, but they acknowledge that Metra has no such standards on UP's lines. Conditions 12 and 21 would give Metra a defined remedy that its agreements with UP do not. The Applicants do not analyze future service, including the Chicago-Rockford service under the IDOT-UP memorandum of agreement (2-1055 to 2-1056). And although their problem resolution team would include a passenger representative, only yard dwell would activate it (2-1076), so a problem affecting only passenger trains would not trigger it.

These gaps do not address the existing merger rules. The Board must ensure that essential passenger and commuter services are preserved wherever feasible, and applicants must describe "definitively" how they would fulfill existing performance agreements and establish protocols "to minimize any potential transaction-related negative impacts" (49 C.F.R. 1180.1(c)(2)(ii), 1180.10(b)). Service on these lines needs more than general confidence that capacity will be sufficient.

Condition 12 is modeled on the process the Board imposed for Metra in CP-KCS. In that case, the Board shortened the triggers the Applicants offered to 60-day periods, let Metra place an observer alongside the dispatcher if delays continued, and extended the process for three years with continued Board oversight if delays continued. It did so because of the “adverse impacts to the public that would arise if Metra trains were delayed for a calendar quarter or more” (Decision No. 35). The Board also imposed the Applicants’ settlement with Amtrak, denied Metra’s other requests, and declined to replace the Applicants’ projections with other parties’ modeling (Decision No. 35). Conditions 10 through 13 do neither. They address the freight trains this merger adds, and condition 10 asks Applicants to test their own schedules before those trains run.

I recommend that the Board adopt Conditions 10 through 13, which IDOT requests in Section IV.C of its comments, to address the concerns described above.

VII. COMMUNITIES AND SAFETY

Communities such as Joliet have no path under the Damages ADR Program. A town facing blocked crossings or delayed emergency response is not a "customer" under the program (2-1139).

The Board has addressed blocked crossings after a Chicago-area transaction before. In CN/EJ&E, it required CN to report each month every crossing blockage of 10 minutes or more, with its cause and duration (Decision No. 16 at 73). When the Board's independent contractor checked those reports against data from CN's own crossing equipment, it found 1,443 activations of 10 minutes or more in November and December 2009, against the 14 blockages CN had reported, because CN had counted only stopped trains. The Board then required CN to report every such activation, required added reporting at any crossing where blockages rose 25 percent,

ordered a second audit, and extended oversight by a year (Decision No. 26 at 5, 8, 15). Condition 14 builds in those lessons from the start. Its crossing reports would draw on warning-device records and count activations of 10 minutes or more for any cause. The concern is concrete here. Exhibit B finds that at West Chicago and Joliet, each diverted train using a 10 mph connection could block downtown crossings for 9 to 17 minutes.

In CP-KCS, the Board imposed the Applicants' voluntary mitigation for Chicago-area communities, added a community liaison for eight Chicago-area suburbs and DuPage County, and extended those commitments from five to seven years (Decision No. 35). It denied additional Chicago-area crossing mitigation as addressing pre-existing conditions. Condition 14 proposes the liaison and a ten-year period (only three years beyond the term the Board has already imposed). Its crossing reports and the cost share in Condition 21 reach only the effects of added merger trains.

I recommend that the Board adopt Condition 14, which IDOT requests in Section IV.D of its comments, and the crossings cost share in Condition 21, to address the concerns described above.

VIII. CAPACITY

The Applicants' capital plan includes merger-related projects to add main line, yard, and terminal capacity (2-895 to 2-932). In Illinois, the main line projects are on the NS route between Kansas City and Lafayette, Indiana. A mile of new double track at Decatur, together with a reconfigured junction at CP Brush, would create 23 miles of continuous double track. Applicants would also extend sidings at Vance, Griggsville, and Hannel; upgrade signals near Danville; and install positive train control between Wabash Junction and Bluffs. Each project would be completed by the end of the second or third year after approval. The only Illinois yard Applicants address is

Gateway Yard in East St. Louis. A project already underway there would raise its capacity to 2,160 cars a day, against projected post-merger demand of 2,149. The plan includes no merger-related projects in the Chicago terminal, and Applicants would fund the program from available cash flow.

Applicants say they plan main line projects where projected traffic would exceed a line's current capacity (2-747). Their own figures show that Gateway Yard would operate with almost no margin. It would need capacity of 2,149 cars a day, against 2,160 after a pre-merger project (2-924, WP tab 1). Proviso and Decatur would also operate above 90 percent of capacity, at 92 percent and just over 90 percent (WP tab 1). The projects may take up to three years, while traffic would begin shifting during integration. Applicants also project 14 more freight trains a day between Proviso and Kedzie, on track shared with Metra, but add no capacity in the Chicago terminal.

This plan is of particular concern to IDOT. The Board traced the 1997-98 service crisis in large part to infrastructure. It found that the emergency was caused "in large measure by a transportation infrastructure in and around Houston that is not adequately equipped to deal with natural surges in a growing economy, or with temporary reductions in railroad capacity caused by derailments, weather, and so forth" (Service Order No. 1518, 1998). A yard running at 99 percent of capacity has room for neither (WP tab 1). While the circumstances are not identical, as Southern Pacific's plant had deteriorated and Applicants' networks have not, the risk the Board identified in that review focused on margin and not the age of the plant. In its Houston oversight, the Board required UP to report each year on how it was carrying out its infrastructure plan for the region (UP/SP Decision No. 11, 1999).

In CP-KCS, the Board held the Applicants to the representations they made on record (Decision No. 35), as Conditions 15 and 16 would be here. It denied a request to bar added traffic on shared lines until new capacity was built, finding the lost public benefits would outweigh the avoided congestion. Our proposed condition 16 is narrow, and applies only where the Applicants' own analysis shows that a line, junction, or yard cannot take the added trains. The Applicants can proceed by filing an operating plan. Similarly, the Board ordered monthly reporting and left open the possibility of later action on infrastructure, as condition 17 would for Illinois facilities above 90 percent of capacity. The Board also declined to order an independent Houston-area capacity study but said it could order one if oversight reporting warranted it. Condition 18 asks Applicants to file their own Chicago analysis instead.

I recommend that the Board adopt Conditions 15 through 18, which IDOT requests in Section IV.E of its comments, to address the concerns described above.

IX. OVERSIGHT

Applicants did not propose an oversight framework in their Amended Application. They later explained that one "is not required under the Board's rules," and offered a framework only after the Board asked for one in Decision No. 21 (UP-80/NS-78 at Supp. 106). Their application refers to "the oversight period" mainly as the end date for Committed Gateway Pricing and for their gateway commitments, which include monthly reports on gateway interchange volumes (1-23, 1-92, 1-349 to 1-350). It does not propose a length for that period.

Absent other direction from the Board, Applicants would submit annual reports with narrative and supporting data on the issues listed in 49 C.F.R. Part 1180.1(g), along with updated information on the operations they benchmarked (Supp. 106-07). Their list of anticipated reporting on diversions and public benefits covers the following categories:

- Rail-to-rail and truck-to-rail diversions
- New train services and blocking plans
- Service improvements for former interline traffic
- Cost savings
- Technology and customer service integration
- Committed Gateway Pricing volumes

They also ask for a post-approval technical conference on reporting logistics similar to what was proposed in the CP-KCS merger. If the Board finds that public benefits have not materialized in a timely manner, Applicants say the Board could extend or alter Committed Gateway Pricing or trigger a Rate ADR Program (1-374, Supp. 9-10, Supp. 111). On service, Applicants promise to report "actual monthly data during the monitoring period," but they do not define that period or say who receives the data (2-1090).

The teams Applicants describe are internal to the railroad. A centralized Integration Management Office would work with IT leadership on IT integration (2-948), local and regional operating personnel and network planners would meet weekly during train and blocking plan changes (2-862), and a command center model would monitor customer service during early integration (2-968). The main service team is a special problem resolution team, which Applicants would activate during the integration period if the previous month's dwell at any principal classification yard exceeds 29 hours on legacy UP or 36 hours on legacy NS (1-341, 2-1036 to 2-1037). A regional vice president would lead it, with senior representatives from internal functions such as network planning, passenger operations, short line management, safety, and law (2-1038). The team would meet at least daily until dwell stays below the threshold for seven consecutive days,

or until it determines the problem is not merger-related (2-1038). It could direct resources, deploy "go teams," and recommend rolling back integration changes (2-1039 to 2-1040). Afterward it would prepare a report on the cause and lessons learned, and while its work continues Applicants would report weekly to the Board's OPAGAC office (2-1040 to 2-1041). Applicants do not describe a role on these teams for public agencies, and they do not mention the Service Council the Board envisions in Part 1180.1(h)(3).

A ten-year period is three years longer than the seven-year oversight period set in CP-KCS (Decision 35). The Board's current rules treat five years as a minimum. Earlier transactions show why a longer period is warranted. After the Conrail transaction, service problems lasted years after the five-year oversight. This transaction has the potential to have even greater impacts, given the combination of passenger rail and freight traffic in Illinois.

Reporting alone does not correct a problem. Two additional conditions will make it effective. The first is a proportional cost share. In CN/EJ&E, the Board required CN to pay 67 percent and 78.5 percent of the cost of two grade separations. Each share was the average of the transaction's share of vehicle delay and its share of collision exposure at the crossing. The Board did not require CN to pay for conditions that existed before the transaction (Decision No. 16 at 45-47). Condition 21 applies the same method to passenger delay and to public crossings. It would apply only after reporting showed persistent harm, only to the merger's share of the problem, and only once public funds for the rest were committed.

The second is an independent monitor. In CN/EJ&E, the Board required the applicants to retain a third-party contractor to assist the Board's environmental staff in monitoring compliance (Decision No. 16 at 84). The Board's independent third-party contractor later conducted the audit that found the underreporting of blocked crossings described in Section VII (Decision No. 26 at

3). Condition 22 would give the Board the same check on the Illinois reports and on the thresholds that activate Conditions 2, 12, and 21.

I recommend that the Board adopt Conditions 19 through 22, which IDOT requests in Section IV.F of its comments, to address the concerns described above.

KEY TERMS

Bottleneck A segment where only one railroad can serve a shipper, usually at origin or destination.

Combination rate

Also referred to as Rule 11 rates. The alternative to a joint rate: each railroad charges its own rate for its segment, and the shipper pays them separately. Shippers sometimes prefer this so they can negotiate the non-captive segment.

Division The share of a joint rate's revenue that each participating railroad receives.

Fluid A condition when cars and trains move as planned. The opposite of “fluid” is “gridlocked” or “congested.”

Fluid capacity

The volume a line or yard can handle regularly, with normal variation, without congestion.

Gateway An interchange point used to route through traffic between railroads, so that a shipment can move from one carrier's network to another's. Major gateways such as Chicago, St. Louis, and Kansas City link many carriers. While any interchange used for through routing can function as a gateway and all gateways are interchanges, ‘gateway’ refers to the routing and pricing role of the interchange.

Interchange The location where one railroad hands off cars to another, such as a yard or junction track. Also used as a verb.

Interline Route where two or more railroads each haul part of a shipment and hand it off at a gateway.

Joint rate A single rate for a movement over two or more railroads, agreed to by the participating carriers. The shipper pays one price, and the carriers split the revenue under an agreement called a division.

Move Movement of a car or shipment from origin to destination.

Reciprocal switching

An arrangement where a railroad that directly services a shipper's facility moves that shipper's cars a short distance (usually to a nearby yard or interchange track) and hands them to a different railroad. The other railroad then does the long-haul move.

Serving railroad

Also referred to as 'serving carrier.' The railroad that physically reaches the shipper's facility with the shipment.

Through route

An arrangement between two or more railroads to move traffic from an origin on one railroad to a destination on another, via one or more interchange points.

VERIFICATION

I, Elaine McKenzie, verify under penalty of perjury that I have read the foregoing Verified Statement on behalf of the Illinois Department of Transportation, that I know its contents, and that the same are true and correct. Further, I certify that I am qualified and authorized to file this statement.

Executed on 11/18/2026.

Elaine McKenzie

Elaine McKenzie

EXHIBIT A-1

STATEMENT OF QUALIFICATIONS OF ELAINE MCKENZIE

My name is Elaine McKenzie, PhD. I am an Associate Vice President of Freight and Economics at Cambridge Systematics 200 South Wacker Drive, Suite 2575, Chicago, Illinois 60606. I have worked as a consultant on public and private sector rail issues, plans, and studies for over 15 years. I have extensive experience working on planning and studies involving rail in Illinois including the Illinois DOT State and District Freight Plans, Chicago DOT Chicago Region Environmental and Transportation Efficiency (CREATE) and Rail Program Support, and Cook County Department of Transportation and Highways Freight Plan. Nationally I have led and supported rail planning studies in Minnesota, Indiana, Idaho, and South Dakota. I have a M.S. And Ph.D in Civil and Environmental Engineering from Northwestern University, and a Certificate of Management from the Kellogg School of Management, Northwestern University.

EXHIBIT B

VERIFIED STATEMENT OF WALTER R. MOORE P.E.

ON BEHALF OF THE ILLINOIS DEPARTMENT OF TRANSPORTATION

CONDITIONS FOR DATA AND ACTION REQUESTED BY THE STATE OF ILLINOIS AND THE ILLINOIS DEPARTMENT OF TRANSPORTATION in STB Docket No. FD 36873

Introduction

The CONFIDENTIAL and HIGHLY CONFIDENTIAL data provided by UP-NS through the Covington firm is a vast collection of data which purports to present how UP-NS will operate as a merged concern.

Unfortunately, despite the volumes of exacting workpapers and detailed spreadsheets presented, the picture presented by UP-NS omits large amounts of information that, if presented, would identify many Adverse Effects that will appear post-merger and bring major Unintended Consequences to the State of Illinois, its municipalities, its businesses and residents. The omission of this information is a significant concern to the State of Illinois.

During examination of the evidentiary materials presented by UP-NS, Illinois has identified some areas that can be accurately described as “hot spots” because of the nature of the existing and proposed rail traffic in those areas. A closer examination of the effects of the UP-NS’ suggested changes leads the State of Illinois to conclude that the UP-NS assertion that there are no addressable train conflicts or capacity issues at those hot spots or elsewhere within certain locations within the State of Illinois is not accurate.

The UP-NS position has been that any congestion issues that may surface will be addressed by what the UP-NS describes as Operational Excellence. However, 49 CFR 1180.10(i) specifically requires that UP-NS prepare contingency plans to address merger-related issues that may occur. Our search did not find any such plans or references to them.

The six Conditions presented herein to STB review the overall potential post-merger impact on passenger service and discuss five hot spot locations at which post-merger Adverse

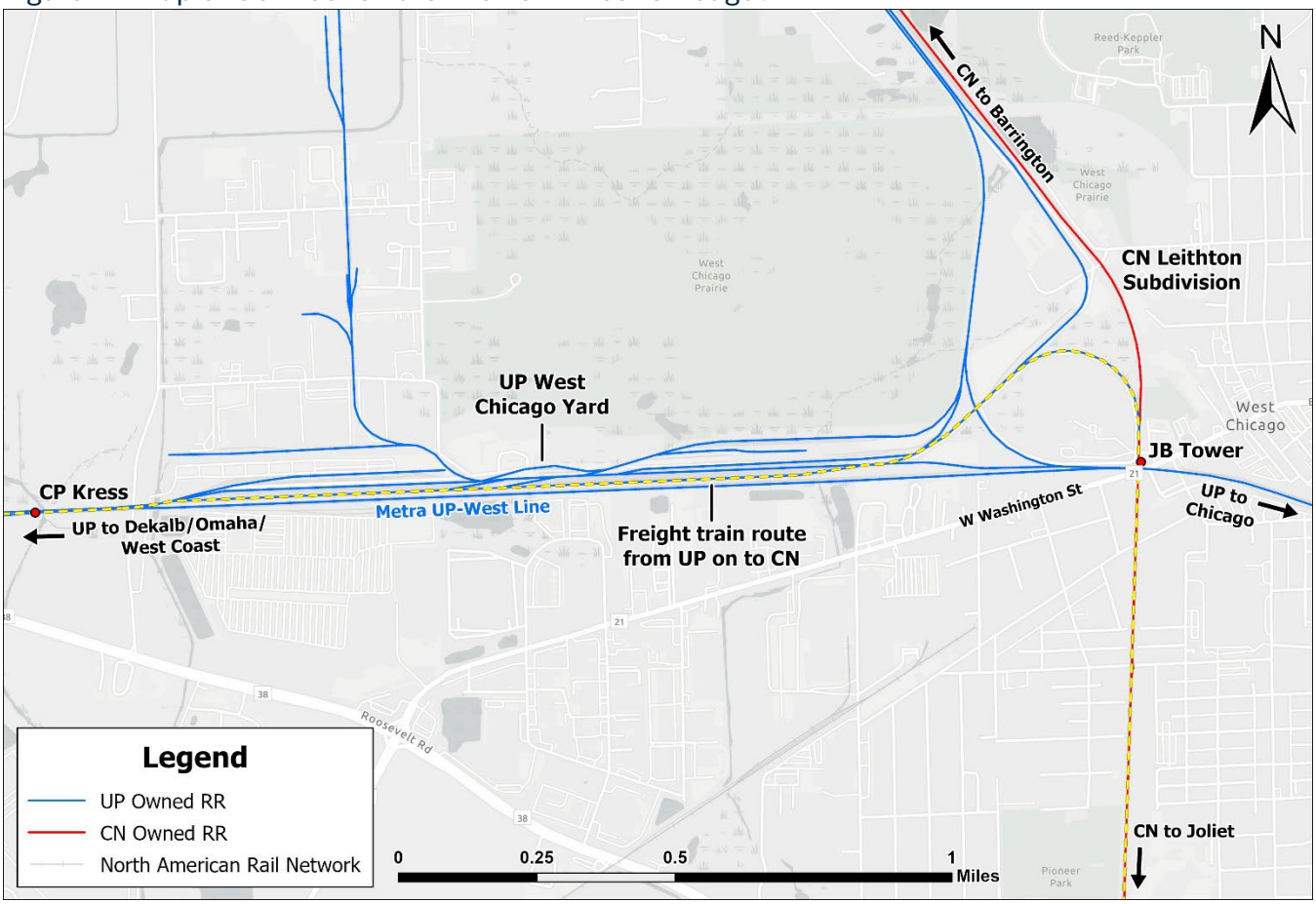
Effects on the State of Illinois and Unintended Consequences to the State, its municipalities, its businesses and residents are likely to occur. The presentation below is not intended to be an inventory of all potential hot spot locations. These are examples that illustrate the deficiency in the information and analysis that has been provided. A thorough analysis of combined UP and NS train operations is likely to reveal other locations in the State of Illinois that are of similar concern.

CONDITION 23 – West Chicago

Subject of Condition:

Petitioner requests that UP-NS identify the Train Operating Data (number of trains, train lengths, speeds), Adverse Consequences, Proposed Infrastructure and Other Improvements to mitigate the adverse consequences, and the Enhanced Public Benefit of UP-NS' announced intention to divert 10-12 daily freight trains between the UP's Geneva Subdivision and the Canadian National's (CN) Leithton Subdivision via the low-speed (10 mph) track connection at CN's JB Tower in West Chicago, a western DuPage County suburb of Chicago, Illinois.[i] (see Figure 1)

Figure.7.- .Map.of.Connection.at.JB.Tower.- .West.Chicago?IL



Petitioner also requests that STB recognize that the UP-NS Application does not consider the costs of the Adverse Consequences that the State and its municipalities will have to bear because of UP-NS's Application, and that the STB require the UP-NS to construct and maintain the additional infrastructure and other facilities required to mitigate the Adverse Consequences of its actions.

Supporting Documentation:

- Data available from the UP-NS Merger Interactive Map on the Surface Transportation Board website indicates that:
    - UP currently operates approximately 77 through freight trains daily on the Geneva Subdivision (east-west) through West Chicago.
    - Post-merger, the daily freight train count will be 79 through freight trains per day without growth and 84 trains per day with growth.[ii]
- Metra currently operates approximately 58 weekday commuter trains on the Geneva Subdivision (east-west) through West Chicago, 20 on Saturdays and 18 on Sundays/Holidays.[iii] The official Metra commuter train counts referenced here are higher than the numbers shown in the highly confidential data tables provided to Illinois by the applicant. Since the Metra train counts are understated in the UP-NS data tables, the UP-NS simulations and assertions that there will be no adverse effects to operations at West Chicago fail to present the correct situation, and must be revised, with adverse effects identified by UP-NS and presented to the petitioner.
- CN currently operates approximately 17 freight trains per day on the Leithton Subdivision (north-south) through West Chicago.[iv]
- The three main track UP Geneva Subdivision crosses the single track CN Leithton Subdivision at JB Tower in downtown West Chicago. JB Tower is located at Milepost 30.2 on the UP's Geneva Subdivision and at Milepost 28.9 on CN's Leithton Subdivision.[v]
- West Chicago's Washington Street (the town's main downtown east-west thoroughfare) crosses both railroads' tracks immediately adjacent to the crossing diamonds. It has an Average Annual Daily Traffic (AADT) of 9,950.[vi] Any train movement across the JB Tower diamonds on either railroad causes the Washington Street grade crossing traffic to be blocked. The potential time that the crossing could be blocked may range from 9 to 17 minutes depending on the length of the train and its speed.[vii]
- Each freight train using the low speed connection at JB Tower blocks all other freight train movements and all Metra commuter train movements for an estimated 14-22

minutes, depending on the length of the freight train, and assuming the freight train does not slow down or stop for any reason.[viii]

- Under normal operating conditions, trains from both railroads may converge on JB Tower's single track 10 mph UP-CN connection simultaneously. There are no available alternate tracks on either the UP or the CN near JB Tower to meet and hold opposing long freight trains that must use the connecting track without blocking public grade crossings, other freight trains and Metra commuter trains. The normal surges in freight train traffic may result in several freight trains arriving in West Chicago simultaneously with no capacity to be advanced. This situation is not addressed by UP-NS. There is no recognition in the plan of the adverse impacts that can be expected or how these incidents will be handled. 49 CFR 1180.10(i) requires contingency plans for major service disruptions. The elements of a major service disruption will all be present at West Chicago under normal daily operations and must be addressed.
- Search of the Confidential and Highly Confidential data provided by UP-NS through the Covington firm has not identified the Train Operating Data, the Adverse Consequences, the Proposed Infrastructure or Other Improvements needed to mitigate the adverse consequences, nor does it identify the Public Benefit of the UP-NS' announced proposed diversion of UP-NS freight trains to/from the CN at West Chicago, IL.

CONDITION 24 - Joliet

Subject of Condition:

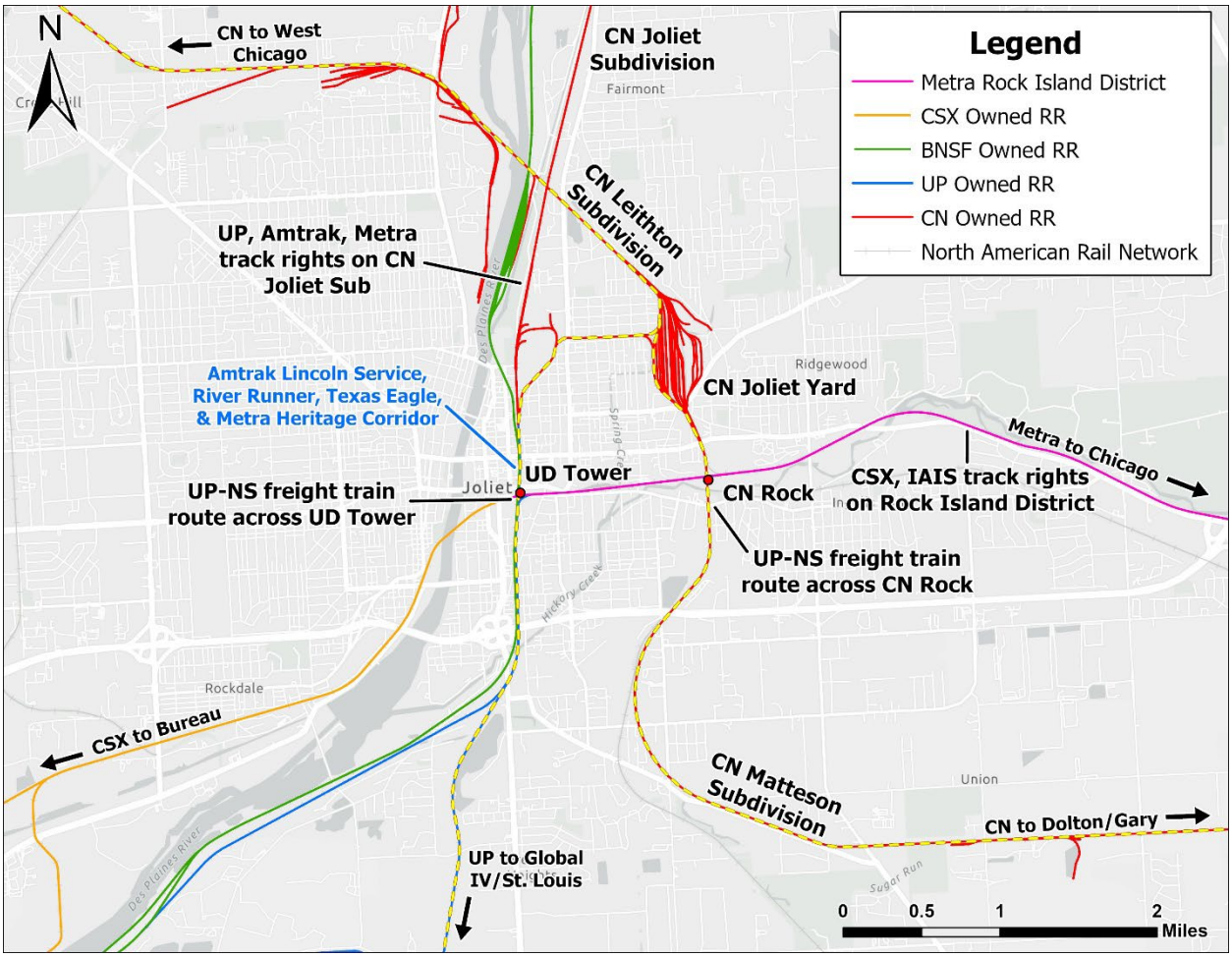
Petitioner requests that UP-NS identify the Train Operating Data (number of trains, train lengths, speeds), Adverse Consequences, Proposed Infrastructure or Other Improvements needed to mitigate the adverse consequences, and the Public Benefit of UP-NS' announced intention to divert 10-12 daily freight trains via Canadian National's (CN) Leithton Subdivision from West Chicago, Illinois connecting to CN's Matteson Subdivision and UP's Joliet Subdivision at Joliet, a southwest suburb of Chicago located in Will County, IL.[ix] (see Figure 2).

The additional trains will cross the Metra Rock Island District (RID) commuter line, the Metra Heritage Corridor commuter line, the Amtrak Chicago-St. Louis Lincoln Service/Texas Eagle Corridor, and main highways Collins Street (AADT - 11,100) and East Jackson Street (AADT - 11,650) in Joliet.[x]

Petitioner also requests that STB recognize that the UP-NS Application does not consider the costs of the Adverse Consequences that the State and its municipalities will have to

bear as a result of the UP-NS's Application, and that the STB require the UP-NS to construct and maintain the additional infrastructure and other facilities required to mitigate the Adverse Consequences of its actions.

Figure.8.- .Map.of.Joliet.showing.UP_NS.Diversion.Routes



Supporting Documentation:

- CN currently operates approximately 29 trains per day on its Leithton Subdivision between West Chicago and Joliet, Illinois, and approximately 21 trains per day on its Matteson Subdivision between Joliet and Gary, Indiana via Dolton, IL.[xi]
- Metra currently operates 45 weekday commuter trains on its Rock Island District between Chicago and Joliet, crossing the CN's Matteson Subdivision at CN Rock in East Joliet.[xii]
- Metra currently operates 6 commuter trains per weekday on its Heritage Corridor between Chicago to Jackson Street in Joliet via the CN Chicago Subdivision, then via

the UP's Joliet Subdivision from Jackson Street through the Joliet Union Station, then across the Metra RID crossing at UD Tower and the RID connecting track to reach the RID Joliet layover facility.[xiii]

- UP currently operates approximately 8 freight trains on its two-track main line between the CN connecting track at Jackson Street in Joliet and its Global IV intermodal facility in Elwood, IL south of Joliet on its Joliet Subdivision.[xiv]
- Amtrak operates 8 Lincoln Service and 2 Texas Eagle intercity passenger trains between Chicago and St. Louis, via the UP's Joliet Subdivision from Jackson Street in Joliet south through Elwood. These trains cross the Metra RID at UD Tower.[xv]
- CSXT currently operates 2 freight trains per day from Bureau to Blue Island, Illinois via the Metra RID trackage from UD Tower in Joliet to Blue Island.[xvi]
- Iowa Interstate Railroad (IAIS) currently operates 2-4 freight trains per day from Silvis in Western Illinois to Blue Island via CSXT between Bureau and Joliet, then via Metra's RID between Joliet and Blue Island, IL.[xvii]
- BNSF's double track Chillicothe Subdivision (between Chicago and Fort Madison, Iowa) crosses the Metra RID single track at UD Tower and parallels the UP Joliet Subdivision through downtown Joliet. BNSF operates between 48 freight trains per day on its route, most of which are high-priority intermodal trains.[xviii]
- Each additional UP freight train diverted via the CN's 10 mph "H Yard" connecting track to the UP connection at Jackson Street will block each roadway grade crossing at Henderson Avenue, Royce Avenue, Collins Street, Ohio Street and Jackson Street for 9-17 minutes, with multiple grade crossings blocked at the same time. [xix]
- Each additional UP freight train diverted via the CN's 10 mph "H Yard" connecting track to the UP connection at Jackson Street will block the Metra RID crossing at UD Tower for 12-20 minutes.[xx]
- Each additional UP freight train diverted via the CN's 10 mph "H Yard" connecting track to the UP connection at Jackson Street will occupy one or both tracks on the UP's Joliet Subdivision for approximately 24-32 minutes in its movement from Jackson Street to the Global IV intermodal facility at Elwood.[xxi]
- Each additional UP freight train diverted via the CN's East Joliet Yard and its Matteson Subdivision will cross the Metra RID double track commuter railroad at CN Rock and will block both RID main tracks for approximately 7-8 minutes.[xxii]
- Due to the primarily single track configuration of the CN route between West Chicago and Joliet, and east of Joliet, freight trains that need to operate to/from West Chicago through Joliet may approach Joliet simultaneously from three directions-north, south and east. There is no track capacity to hold long freight trains close to where these trains will converge. There is no capacity to handle the

surges in freight train traffic that can be expected to occur during normal operations, especially considering the considerable CN freight train traffic already operating over CN's Leithton and Matteson Subdivisions. Holding long trains on any of the converging lines will result in blocked rail and highway-rail grade crossings and delays to freight trains, Amtrak intercity passenger trains and Metra commuter trains.

- The UP-NS operating plan does not indicate any impacts will occur because of the announced diversion of 10-12 freight trains per day. It does not recognize that under normal circumstances, surges in train arrivals can occur, with no way to move the opposing trains through the Joliet bottleneck. The operating plan does not address what could go wrong, nor does it specify the actions to be taken should such events occur.
- 49CFR 1180.10(i) requires contingency plans for merger-related service disruptions. With the UP-NS' announced intention to divert 10-12 freight trains daily over CN between West Chicago and Joliet, all the elements of a major service disruption are present at Joliet, yet there is no recognition of this highly likely scenario, nor any plans to deal with the service disruption should it occur. These issues must be addressed.
- Search of the Confidential and Highly Confidential data provided by UP-NS through the Covington firm has not identified the Train Operating Data, the Adverse Consequences, the Proposed Infrastructure or Other Improvements needed to mitigate the adverse consequences, nor does it identify the Enhanced Public Benefit of the UP's announced diversion of freight trains through Joliet, Illinois.

CONDITION 25 – Decatur, IL

Subject of Condition:

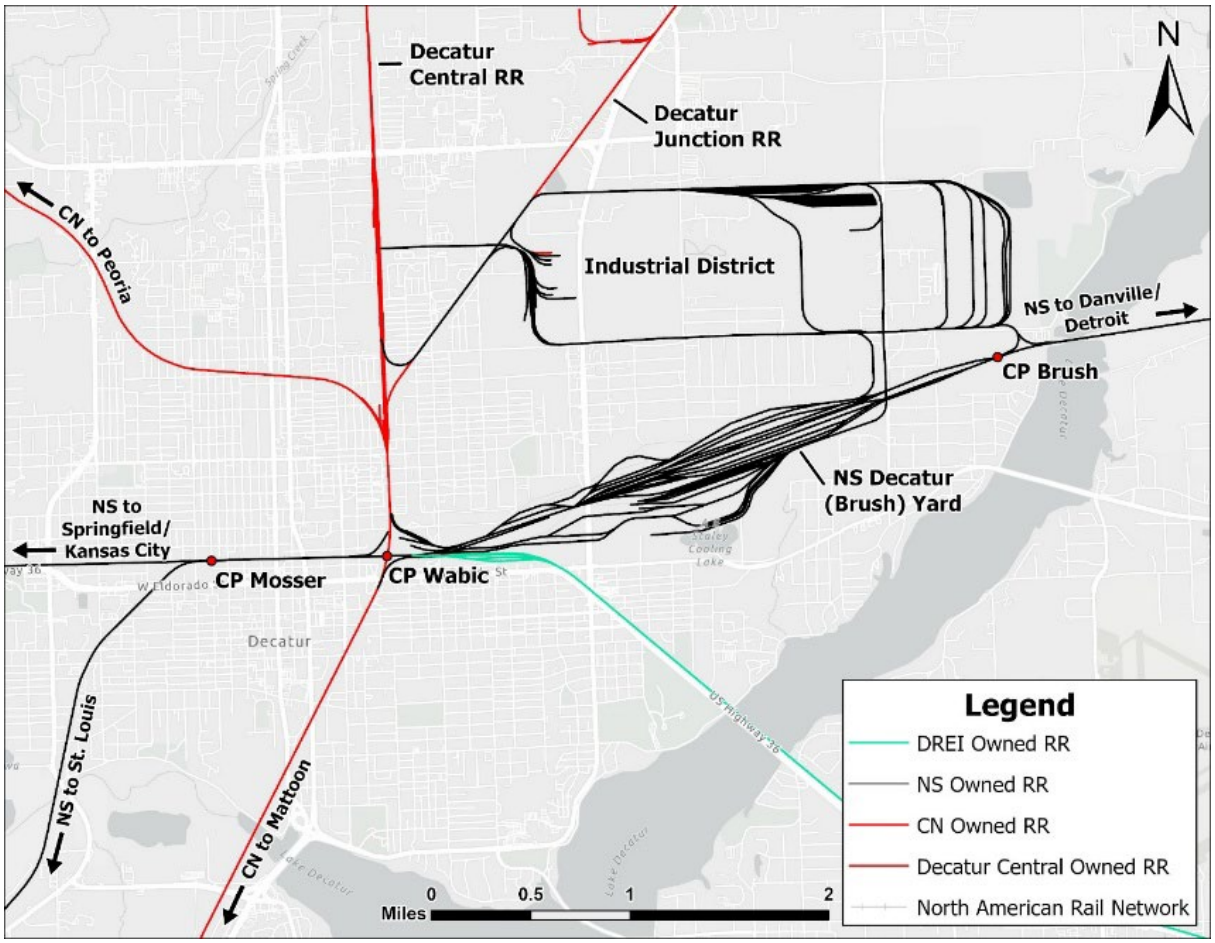
Petitioner requests that UP-NS identify the Train Operating Data (number of trains, train lengths, speeds), Adverse Consequences, Proposed Infrastructure or Other Improvements needed to mitigate the adverse consequences, and the Public Benefit of UP-NS' announced decision to operate 4.55 additional Trains Per Day (TPD) over the NS' Springfield-Hannibal District and Lafayette District route between East Hannibal, IL and Peru, Indiana through Springfield, Decatur, and Danville IL.[xxiii]

Petitioner requests that UP-NS identify the Train Operating Data (number of trains, train lengths, speeds), Adverse Consequences, Proposed Infrastructure or Other Improvements needed to mitigate the adverse consequences, and the Public Benefit of UP-NS' announced decision to operate 1.07 additional TPD over the NS' Brooklyn District and

Lafayette District between St. Louis, MO/East St. Louis, IL and Peru, IN via Decatur and Danville, IL.[xxiv]

The Springfield-Hannibal, Lafayette and Brooklyn Districts all converge at Decatur. Decatur is also a major agricultural center for the State of Illinois. (see Figure 3)

Figure.9.- .Map.of.Decatur?IL.showing.Railroad.Routes



Petitioner also requests that STB recognize that the UP-NS Application does not consider the costs of the Adverse Consequences that the State and its municipalities will have to bear as a result of the UP-NS's Application, and that the STB require the UP-NS to construct and maintain the additional infrastructure and other facilities required to mitigate the Adverse Consequences of its actions.

Supporting Documentation:

- NS currently operates 8.6 TPD between East Hannibal and Decatur, a number which varies with seasonal, automotive, and grain harvest traffic.[xxv]

- NS currently operates 12.6 TPD between East St. Louis and Decatur, a number which varies with automotive and grain harvest traffic. [xxvi]
- NS currently operates 22.05 TPD over the Lafayette District between Decatur, IL and Peru, IN via Bement and Danville. This number also varies with changes in levels of automotive, intermodal and grain traffic.[xxvii]
- All three of the NS rail lines listed above are primarily single track railroad with sidings.
- NS' Decatur Terminal, also known as Brush Yard, is the largest flat switching yard in North America. The 3.6-mile-long facility serves major agricultural and industrial customers, including Archer Daniels Midland (ADM), and performs extensive classification, switching, and local industry service.[xxviii]
- Canadian National (CN)'s route between Decatur and Mattoon crosses and connects with NS at a location designated as Wabic at the west end of NS' Decatur Terminal. CN operates yard engines at its Decatur Terminal that perform interchanges between NS and two short line railroads and provide industry switching. CN also operates local freight trains that operate to and from Peoria and Mattoon.
- The Decatur & Eastern Railroad (DREI) and the Decatur Central Railroad (DC) are two short line railroads that serve industries and interchange with the NS at Brush Yard in Decatur.
- The additional trains proposed to be operated to, through and from Decatur by UP-NS will increase the freight train congestion over NS' single track mainline routes from Kansas City and St. Louis, especially where they converge at Decatur and between Decatur and Danville. UP-NS has proposed capital investments in infrastructure between East Hannibal and Danville, particularly extended sidings, signal improvements, changes to CP Brush at the east end of Brush Yard in Decatur and a run-through track at Decatur Terminal. However, the volume of freight trains arriving, departing, and passing through Decatur, including those through trains which must stop to set out and/or pick up cars, will periodically exceed the railroad's capacity to handle them, especially during grain harvest season. Maintenance activities requiring tracks to be removed from service will further increase the congestion on the railroad. [xxix]
- No improvements have been proposed that would reduce or eliminate the additional delays that will be imposed on highway traffic at highway-rail grade crossings by the additional trains and longer trains, or by other railroads' trains that are stopped waiting to cross NS at Wabic or interchange with NS at Brush Yard in Decatur.

- Despite UP-NS' announced plans for capital improvements, as well as recent improvements in NS' Decatur Terminal, there is no recognition in the UP-NS operating plan on the actions to be taken in the event of a major service disruption. Decatur's major importance to the UP-NS network, and its expanded role in the diversion of rail traffic bypassing the Chicago Gateway, make the terminal a potential area for a service disruption. There is no indication in the plan documents that have been reviewed that NS has complied with the requirements of 49 CFR 1180.10(i) requiring contingency plans for merger-related service disruptions.
- Search of the Confidential and Highly Confidential data provided by UP-NS through the Covington firm has not identified the Train Operating Data, the Adverse Consequences, the Proposed Infrastructure or Other Improvements needed to mitigate the adverse consequences, nor does it identify the Enhanced Public Benefit of the UP's announced increase in freight train traffic to and from Decatur, IL.

CONDITION 26 – CP 21st Street to CP 509 in Chicago, IL

Subject of Condition:

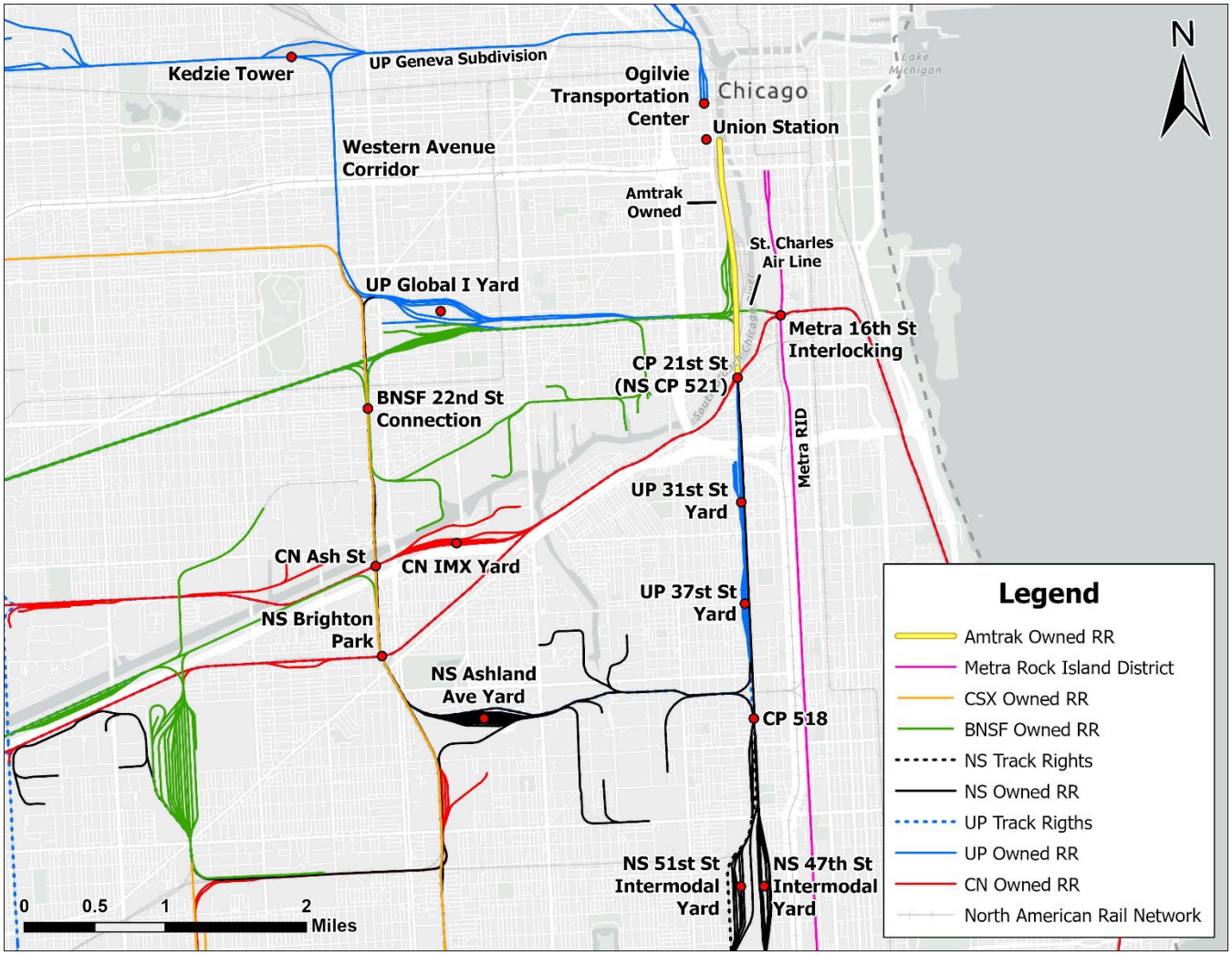
Petitioner requests that UP-NS identify the Train Operating Data (number of trains, train lengths, speeds), Adverse Consequences, Proposed Infrastructure or Other Improvements needed to mitigate the potential adverse consequences and to verify that operating an additional 4.82-11.96 Trains Per Day (TPD) over its tracks between CP 21st Street and CP 509 in Chicago (Cook County) Illinois will cause no negative impact to current and proposed operations in the area. The omission of the noted data makes it impossible to confirm the Enhanced Public Benefits claimed within the UP-NS Application to STB for the acquisition of NS by UP.[xxx]

Petitioner also requests that STB recognize that the UP-NS Application does not consider the costs of the Adverse Consequences that the State and its municipalities will have to bear as a result of the UP-NS's Application, and that the STB require the UP-NS to construct and maintain the additional infrastructure and other facilities required to mitigate the Adverse Consequences of its actions.

Supporting Documentation:

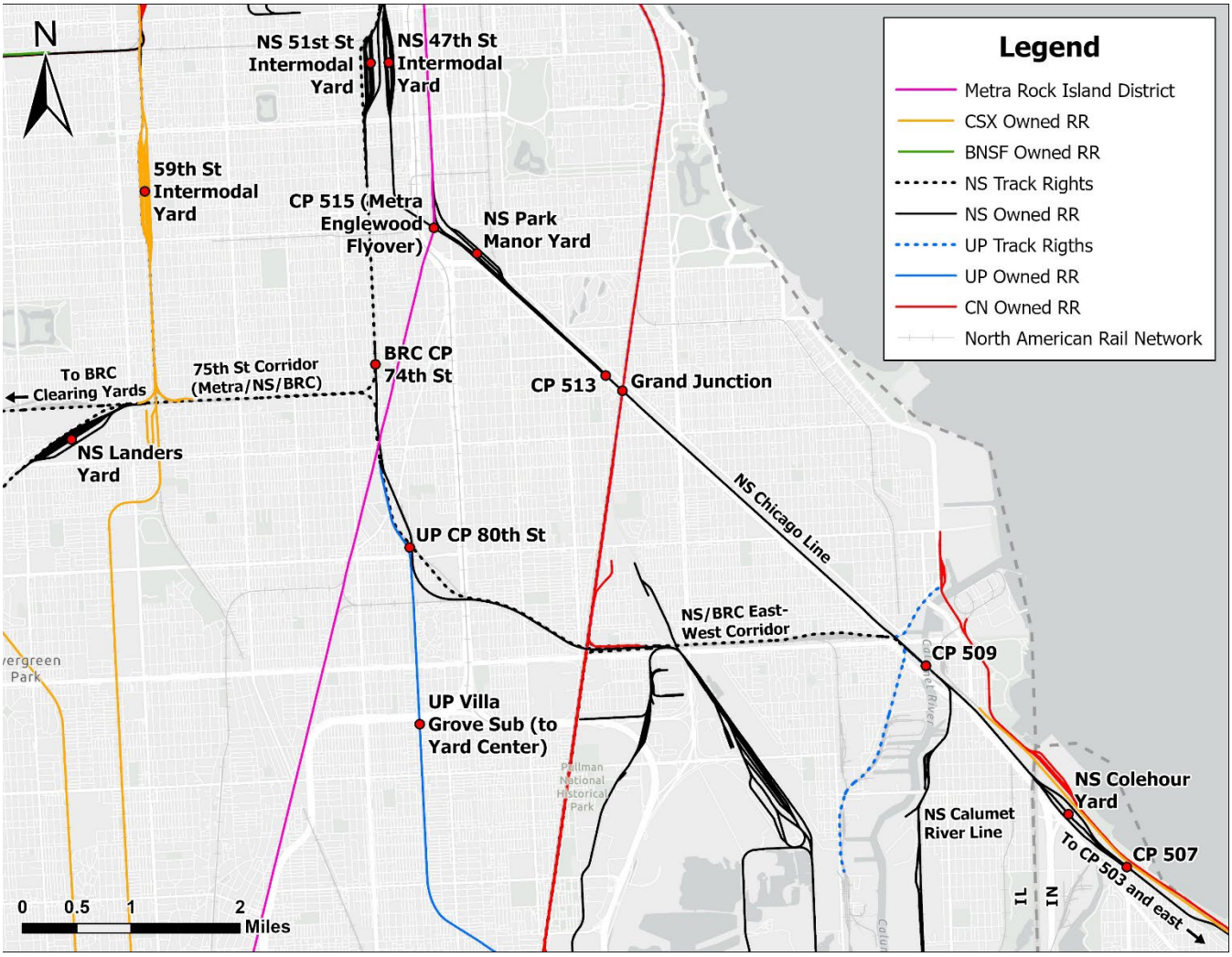
UP-NS currently operates or hosts approximately 47.92 TPD over its tracks between CP 21st Street, CP 518, CP 513 (74th Street) and CP 509 in Chicago, IL (See Figure 4 and Figure 5). In addition to NS trains, NS hosts trains of BNSF, CSXT and the Indiana Harbor Belt.[xxxi]

Figure.0.- .Map.of.NS.Corridor.from.CP.87st.Street.to.03th.Street.Intermodal.Yard



- At CP 21st Street, CN's routes from Iowa, Joliet, and Carbondale-New Orleans join and cross NS south of Chicago's Union Station. CN operates 4-6 freight trains per day, and Amtrak operates 2 Saluki, 2 Illini, and 2 City of New Orleans intercity passenger trains per day through CP 21st Street.[xxxii] [xxxiii] The Amtrak trains to and from CN's Chicago Subdivision travel through CP 21st Street and then make a reverse movement through CP 21st Street when arriving at or leaving from Chicago Union Station.
- Amtrak operates 10 intercity passenger trains per day to/from 3 routes in Michigan (2 Pere Marquette, 2 Blue Water & 6 Wolverine) and 6 intercity passenger trains (2 Lake Shore Limited, 2 Cardinal and 2 Floridian) to/from East Coast cities between CP 21st Street and points south in the Corridor. Out of the16 Amtrak trains per day 14 continue from CP 518 into Indiana.[xxxiv]

Figure.❶- .Map.of.NS.Corridor.from.0❸th.Street.Intermodal.Yard.to.CP.❶6❺(State.Line.).



- Amtrak operates 10 intercity passenger trains per day to/from St. Louis (8 Lincoln Service and 2 Texas Eagle) which operate over CN's Joliet Subdivision.[xxxv]
- Metra operates 30 SouthWest Service weekday commuter trains through CP 21st Street and then south in the Corridor.[xxxvi]
- At CP 513, approximately 35 freight trains per day cross the NS route to enter and depart from Park Manor Yard, along with the transfer of cars and equipment between the Yard, the 47th Street Intermodal facilities and other carriers.[xxxvii]
- At the west side of CP 509, freight trains from BRC, NS' Calumet Yard, and Landers Yard via the 75th/95th Street Corridor connect with and cross NS' Chicago Line which also carries 14 daily Amtrak Michigan and East Coast trains. [xxxviii]
- CP 509 also includes a two-track movable span bridge over the Calumet River near Lake Michigan.

- At the east end of CP509, industrial traffic to and from the NS Calumet River Line must use the southmost of the 2 main tracks across the lift bridge. This Control Point is a bottleneck area for railroad operations.
- The Illinois / Indiana State Line is located at MP CD509.2. It should be noted that several "Hot Spots" are located within the South of the Lake Corridor, just east of CP509 in the state of Indiana.
- The NS Chicago Line and the NS Western Avenue Corridor act as a funnel for the NS freight trains moving in and out of the Chicago area through the area south of Chicago Union Station and the heavily congested South of the Lake (Indiana/Michigan) territory. Adding more and longer freight trains to these two routes will only cause additional congestion and further slow intercity passenger, commuter, and freight train traffic in and out of Chicago.
- The freight train density and the high volume of Amtrak intercity passenger trains and Metra commuter trains using this UP-NS corridor will continue to create significant congestion which is vulnerable to service disruptions. Many variables can interact during normal daily train operations to cause service disruptions. The Amtrak intercity passenger and Metra commuter trains and many of the UP-NS freight trains using the Corridor are time-sensitive movements. The UP-NS operating documents reviewed contain no indication of any planned infrastructure improvements or other changes to accommodate the additional train traffic proposed for these Corridors.
- The Corridor between CP 21st Street and CP 509 is critically important to the UP-NS operation as well as the operation of the other railroads using the Corridor and the Chicago area in general. Yet no evidence of contingency plans for merger-related service disruptions was found during the review of the UP-NS operating plans. 49 CFR 1180.10(i) requires contingency plans for merger-related service disruptions. These issues must be addressed.
- Search of the Confidential and Highly Confidential data provided by UP-NS through the Covington firm has not identified the Train Operating Data, the Adverse Consequences, the Proposed Infrastructure or Other Improvements needed to mitigate the adverse consequences, nor does it identify the Enhanced Public Benefit of the UP's announced increase in freight train traffic through the NS Corridor between CP 21st Street and CP 509 in Chicago, IL .

CONDITION 27 – Springfield, IL

Subject of Condition:

Petitioner requests that UP-NS identify the Train Operating Data (number of trains, train lengths, speeds), Adverse Consequences, Proposed Infrastructure or Other Improvements

needed to mitigate the adverse consequences, and the Public Benefit of UP-NS's announced intention to divert an additional 4.55 Trains Per Day (TPD) over the NS' Springfield-Hannibal District specifically between Hazel Dell, Iles and eventually though Starns via the Springfield 10th Street Corridor. [xxxix]

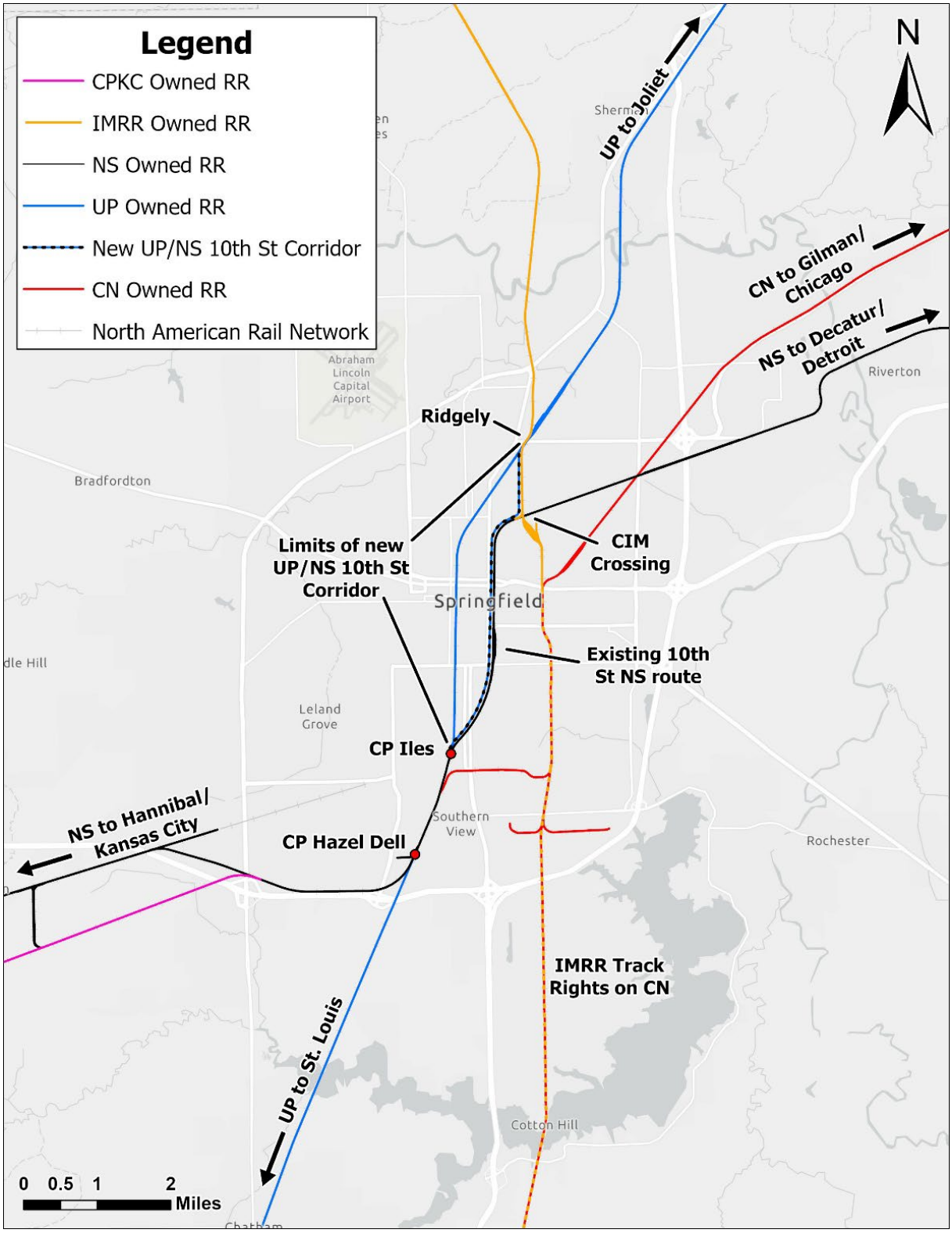
The additional freight trains will cross the Union Pacific's Springfield Subdivision between Hazel Dell and Iles conflicting with UP freight trains and Amtrak's Lincoln Service and Texas Eagle intercity passenger service between Chicago and St. Louis. These trains will also operate with other UP, NS, and Amtrak trains through the new 6-mile long joint UP-NS 10th Street Corridor in Springfield, which is currently under construction and expected to be completed in 2027, and which also hosts freight trains from Canadian National (CN) and Illinois Midland (IM). (see Figure 6).

Petitioner also requests that STB recognize that the UP-NS Application does not consider the costs of the potential post-acquisition "Adverse Consequences" that the State and its municipalities may have to bear because of the UP-NS's Application. Additionally, Petitioner requests that the STB require the UP-NS to present a plan to correct or mitigate any potential "Adverse Consequences" of its actions that may present themselves after the acquisition is approved. This may include construction and maintenance of any additional infrastructure and other facilities that may be required to mitigate the situation.

Supporting Documentation:

- NS currently operates 8.6 TPD between East Hannibal and Decatur via Springfield, with plans to increase this volume by 4.55 TPD. [xl]
- UP currently operates 17.82 TPD between Elwood and East St. Louis over its Springfield Subdivision. [xli]
- UP's announced diversion of trains via the CN to UP's Global IV intermodal terminal in Elwood, IL south of Joliet may increase the number of trains moving through Springfield, though UP-NS has not specified how many additional trains will use its Springfield Subdivision through Springfield.

Figure.❷- .Map.of.Springfield.showing.UP_NS.Diversion.Routes



- Amtrak currently operates 8 Lincoln Service and 2 Texas Eagle intercity passenger trains per day over UP's Springfield Subdivision between Chicago, Joliet and St. Louis. [xlii]
- When completed, the 10th Street Corridor will consist of parallel double track UP and NS routes through Springfield. However, trains entering and leaving this corridor will conflict with each other at both ends of the corridor.
- Despite the additional train traffic proposed by UP-NS on both routes, no additional infrastructure was identified for this area on either the existing north-south UP Springfield Subdivision or the existing east-west NS Hannibal-Springfield District.
- Additional freight trains will create more congestion in the Springfield 10th Street Corridor, making the Corridor a new railroad bottleneck and subject to merger-related service disruptions, especially those affecting Amtrak intercity passenger trains.
- The UP-NS operating documents reviewed did not include any recognition of or any contingency plans to address merger-related service disruptions or the risk of their occurrence in this area as required by 49 CFR 118010(i). Petitioner requests that STB direct UP-NS, as a condition of the merger, to address these issues.
- Search of the Confidential and Highly Confidential data provided by UP-NS through the Covington firm has not identified the Train Operating Data, the Adverse Consequences, the Proposed Infrastructure or Other Improvements needed to mitigate the adverse consequences, nor does it identify the Enhanced Public Benefit of the UP's announced increase in freight train traffic both east-west and north-south through the Springfield area and its new 10th Street Corridor.

CONDITION 28

Subject of Condition:

Petitioner requests STB's specific acknowledgement that Chicago is the central passenger rail hub of the United States with 19 Amtrak long distance and state-sponsored intercity passenger train routes, 13 Metra commuter train routes serving the Chicago area and two Northern Indiana Commuter Transportation District (NICTD) commuter train routes to/from Indiana, all terminating in four major Chicago passenger rail terminals. These networks are shown in the .pdf maps supplied by the railroads and attached at the end of this Condition. Most of these intercity passenger and commuter trains operate over the tracks of one or more freight railroads, including tracks owned and operated by both UP and NS. Many passengers transfer between intercity passenger rail and commuter train routes and trains, making the on-time performance of these trains even more critical.

Petitioner requests that STB require that UP-NS, as a condition of the merger, honor its contractual agreements with the passenger rail operators, specify how it will maintain access for passenger and commuter rail trains over the UP-NS system with its additional freight train volumes, and specify its formal procedures to prioritize the movement of passenger and commuter trains. Petitioner also requests that STB require UP-NS, as a condition of the merger, to proactively cooperate with the passenger rail carriers to achieve on-time operation of passenger and commuter trains over the routes of UP-NS and the routes UP-NS trains use.

Petitioner requests that, in the absence of regulatory procedures for failure to maintain on-time performance of passenger and commuter trains, STB specify the procedures available to passenger and commuter rail carriers to seek prompt and effective relief from UP-NS when on-time passenger or commuter train performance levels fall below base case levels due to changes in terminal and line of road operations brought about by the UP-NS combination. Petitioner requests that STB require UP-NS to address, mitigate and/or eliminate those changes in its operations which result in post-merger adverse effects of UP-NS trains operating to, from, and over other railroads, specifically including Canadian National's (CN) former Elgin, Joliet & Eastern Railroad between West Chicago and Joliet, Illinois and Griffith, Indiana.

The increases in freight traffic that UP-NS projects over many key passenger and commuter trains routes in the Chicago area will bring adverse effects post-merger, particularly at critical Chicago area rail junctions such as West Chicago, Elmhurst, Kedzie, CP 21st Street, CP 518, CP 74th Street, CP 509, Joliet UD Tower, and Chicago Ridge. UP-NS has not accurately identified or addressed these "hot spot" areas of serious rail congestion. UP-NS must be directed, as a condition of the merger, to address the actual situations its trains will cause, and identify specifically for each location, how UP-NS will avoid the adverse effects, including those which occur-post merger.

Petitioner also requests that STB direct UP-NS to comply with 49 CFR 1180.10(i) which requires that UP-NS develop and utilize specific contingency plans for merger-related disruptions, and to provide copies of those contingency plans to STB and the Chicago area stakeholders. UP-NS must be directed to provide OEA accurate train counts, train lengths, operating speeds, and freight train schedules, especially where freight trains will operate through low-speed connecting tracks and junctions. The complete picture of what will occur with the increased freight traffic proposed by UP-NS must be included in OEA's analysis of the adverse effects to the greater Chicago area and the State of Illinois.

Petitioner requests that STB require UP-NS to identify and satisfactorily address the post-merger adverse effects.

UP-NS must be directed to show what actions it will undertake to prevent delays to intercity passenger and commuter trains. It has not done so, stating that it sees no issues to address. The UP-NS approach leaves the passenger railroads with many post-merger adverse effects and unintended consequences affecting on time intercity passenger and commuter train operations that threaten the viability of the entire passenger network in the Chicago area. At several key junctions, the adverse effects which UP-NS has not identified may also lack viable infrastructure solutions, and STB may need to direct UP-NS to re-route some of its freight trains away from these Chicago area junctions to avoid the post-merger damage it will otherwise cause to the Chicago passenger and commuter network.

Petitioner further requests that the STB requires UP-NS, as a condition of the merger, to recognize that IDOT, in collaboration with other state DOTs and Amtrak, is participating in the Federal Railroad Administration's (FRA) Corridor Identification Program (CID) to develop additional intercity state-supported passenger rail corridors in Illinois. Petitioner requests that STB require UP-NS, as a condition of the merger, to cooperate with IDOT and its partners to enable the DOTs to enhance and expand the intercity passenger rail service for Illinois and neighboring states.

Petitioner also specifically requests that the STB, as a condition of the merger, requires UP-NS to recognize the Northern Illinois Transit Authority's (NITA) plans to increase commuter service on many of the Metra lines to meet increased demand from the public. UP-NS must be directed to demonstrate to the satisfaction of the STB, and the Chicago area railroad stakeholders, how it will cooperate with the NITA to achieve these service objectives to improve passenger mobility and reduce the effects on the environment.

Supporting Documentation:

Amtrak's operates 19 long distance and state-supported intercity passenger trains serving Chicago. (Figure 7 [xliii])

- Empire Builder (Chicago-Milwaukee-St. Paul/Minneapolis-Minot-Spokane-Portland/Seattle)
- Borealis (Chicago-Milwaukee-St. Paul)
- Hiawatha Service (Chicago-Milwaukee)

- California Zephyr (Chicago-Denver-Emeryville, CA)
- Southwest Chief (Chicago-Kansas City-Los Angeles)

- Texas Eagle (Chicago-St. Louis-San Antonio)
- Lake Shore Limited (Chicago-Boston-New York)
- Cardinal (Chicago-Cincinnati-Washington-New York)
- Floridian (Chicago-Pittsburgh-Washington-Tampa-Miami)
- Pere Marquette (Chicago-Grand Rapids)
- Blue Water (Chicago-Kalamazoo-Port Huron)
- Wolverine (Chicago-Kalamazoo-Ann Arbor-Detroit-Pontiac)
- Illinois Zephyr (Chicago-Galesburg-Quincy)
- Carl Sandburg (Chicago-Galesburg-Quincy)
- Lincoln Service (Chicago-Joliet-Springfield-St. Louis)
- Lincoln Service Missouri River Runner (Chicago-St. Louis-Kansas City, MO)
- Illini (Chicago-Champaign-Carbondale)
- Saluki (Chicago-Champaign-Carbondale)
- City of New Orleans (Chicago-Memphis-New Orleans)

Metra operates 13 Chicago area commuter routes. (Figure 8[xliv]).

- Metra UP North Line (Chicago-Waukegan-Kenosha)
- Metra Milwaukee District-North (Chicago-Deerfield-Libertyville-Fox Lake)
- Metra North Central Service (Chicago-Wheeling-Antioch)
- Metra UP Northwest Line (Chicago-Barrington-Crystal Lake-Harvard)
- Metra Milwaukee District-West (Chicago-Bensenville-Elgin)
- Metra UP West Line (Chicago-Elmhurst-Geneva-Elburn)
- Metra Burlington Line (Chicago-Naperville-Aurora)
- Metra Heritage Service (Chicago-Lemont-Joliet)
- Metra Southwest Service (Chicago-Orland Park-Manhattan)
- Metra Rock Island District (Chicago-Blue Island-Joliet)
- Metra Electric District (Chicago-Kensington-Blue Island)
- Metra Electric District (Chicago-54th Street-South Chicago)
- Metra Electric District (Chicago-Homewood-University Park)

Northern Indiana Commuter Transportation District's (NICTD) operates two Chicago area commuter rail routes. (Figure 9[xlv]).

- Lakeshore Corridor (Chicago-Hegewisch-Hammond-Gary-Michigan City-South Bend)
- Monon Corridor (Chicago-Hegewisch-Hammond-Munster-Dyer)

Search of the Confidential and Highly Confidential UP-NS data provided through the Covington firm, including the UP-NS operating plan, has not identified any comprehensive

consideration of the operation of Amtrak intercity passenger train operations or Metra commuter trains over the UP-NS network, or over the network of other railroads where UP-NS operates, which create congestion and delays to intercity passenger and commuter trains. However, the increased volume of UP-NS freight trains, including its plan to use slow speed connecting tracks and junctions, will create post-merger adverse effects that UP-NS has failed to identify. Therefore, Illinois protests the UP-NS presentation of data as incomplete, inaccurate and failing to identify the obvious adverse effects of its actions. UP-NS, as a condition of the merger, must be directed to provide accurate information, and remedies, as required by the STB's process.

Search of the data UP-NS has made available does not describe any actions and/or plans UP-NS has made to ensure the on-time operation of intercity passenger and commuter trains as it increases both the number and length of its freight trains, and their routings, throughout Illinois. Illinois requests that STB require UP-NS to provide to the Chicago area stakeholders the comprehensive analyses of the many post-merger issues UP-NS has to date, failed to accurately address.

Figure.❸- .Amtrak.Network

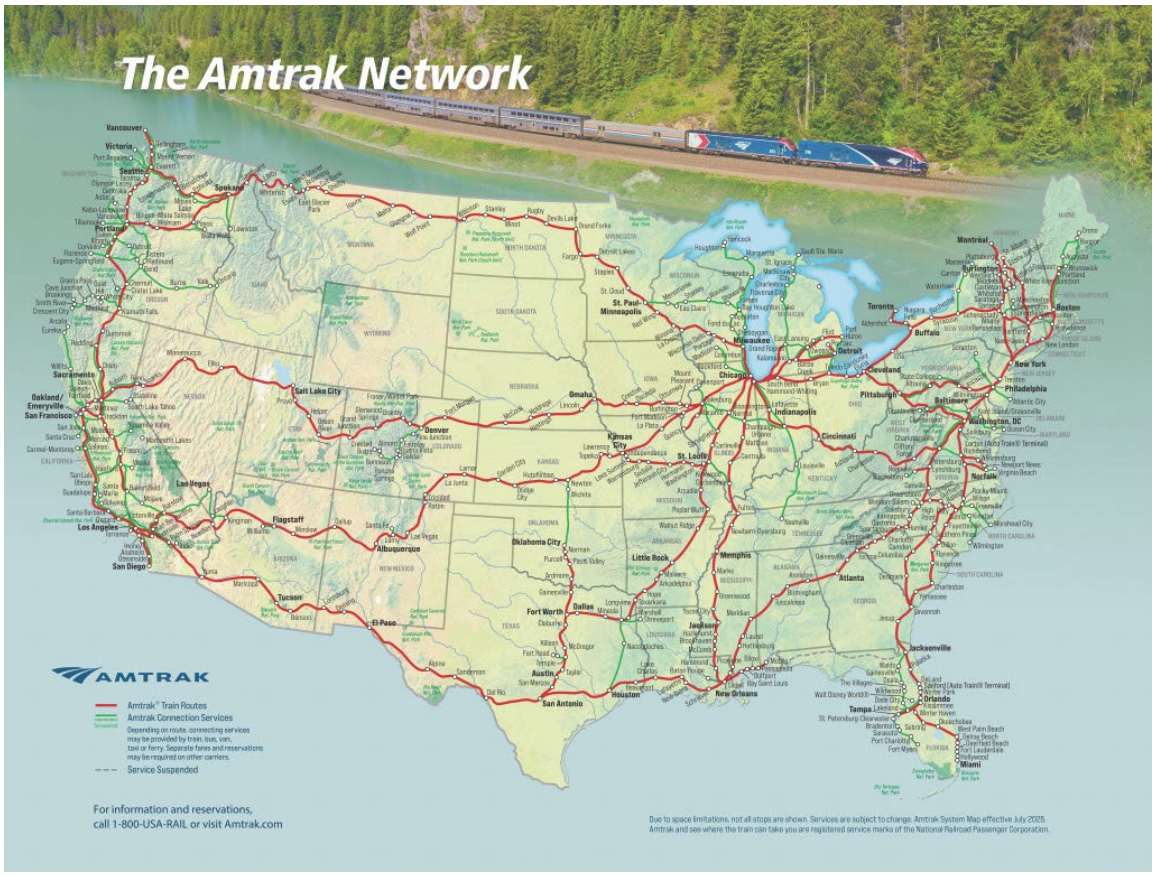


Figure.❹_.Metra.Network

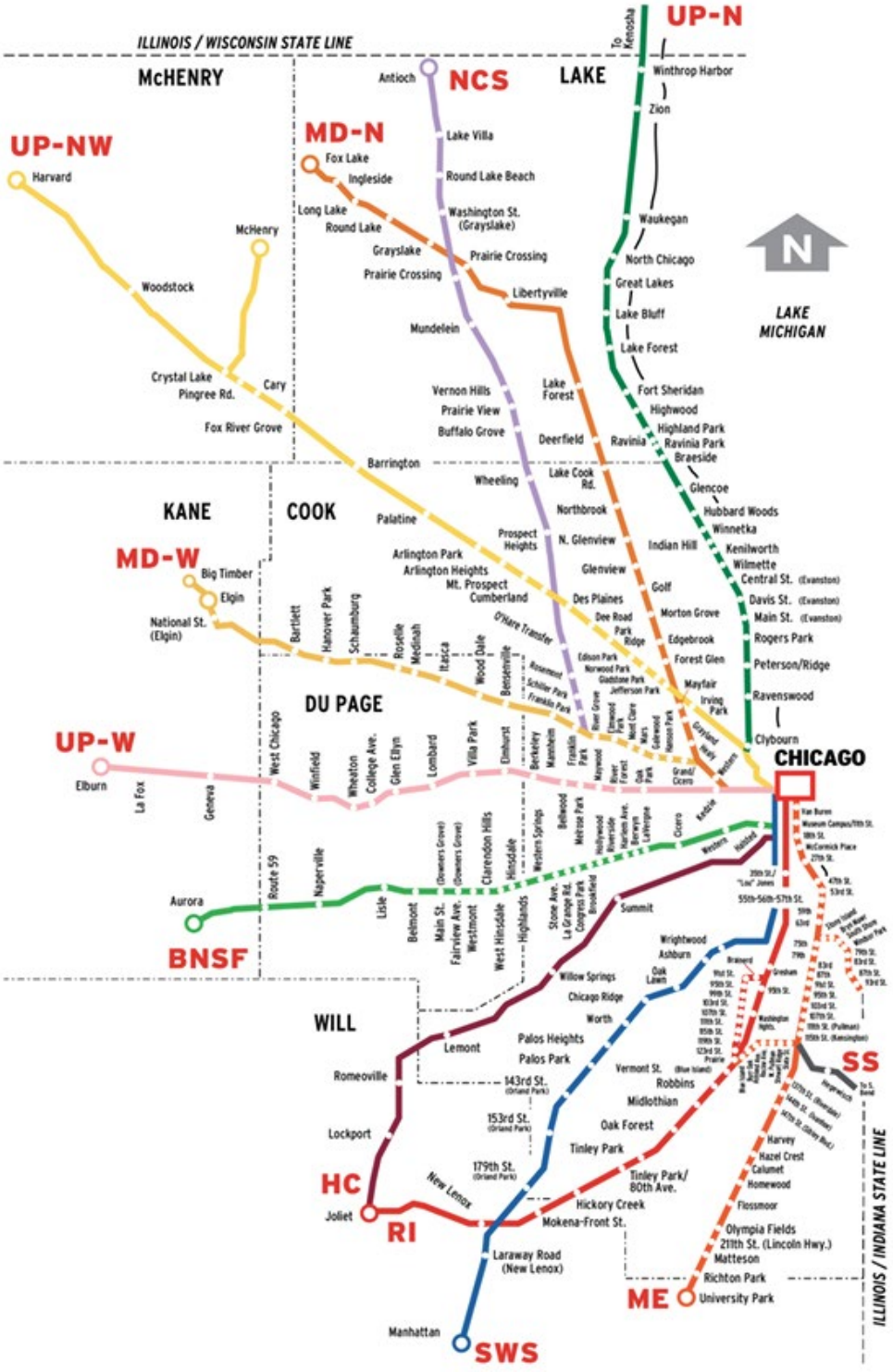
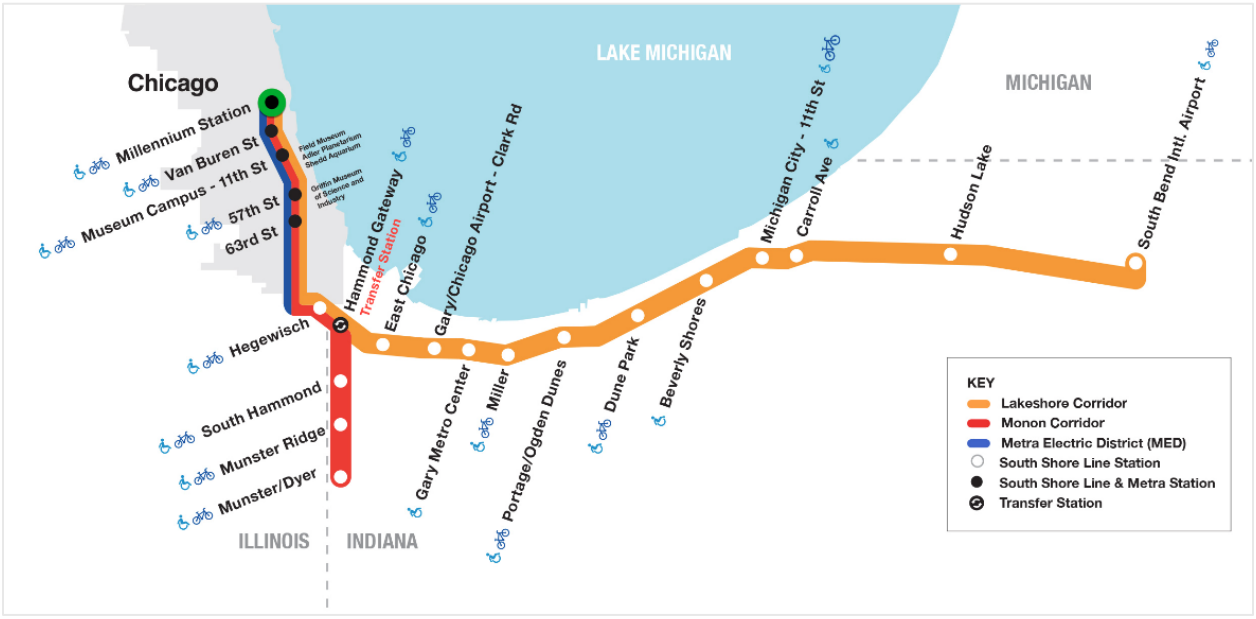


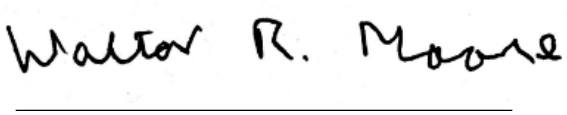
Figure.❺_.NICTD.Commuter.Network



VERIFICATION

I, Walter R. Moore P.E., verify under penalty of perjury that I have read the foregoing Verified Statement on behalf of Illinois Department of Transportation, that I know its contents, and that the same are true and correct. Further, I certify that I am qualified and authorized to file this statement.

Executed on November 16, 2026



Walter R. Moore P.E.

EXHIBIT B-1

STATEMENT OF QUALIFICATIONS OF WALTER R. MOORE P.E.

The Illinois Department of Transportation (IDOT) asked Quandel Consultants to (1) review the UP-NS merger application and supplemental filings for effects in Illinois, (2) assess Applicants' proposed commitments, and (3) recommend conditions.

Mr. Moore serves as Vice President and Chief Engineer at Quandel Consultants, Inc. He has worked closely with the FRA, FTA, freight railroads, state DOTs and transit agencies to plan and design transit, commuter, intercity passenger, and freight rail infrastructure. His experience includes planning, project management, design engineering and construction support for civil work, track, and systems for transit, passenger, and freight rail development throughout the United States and Southeast Asia. He has performed as program manager, project manager or project engineer on multiple passenger rail projects. He has expertise in bus, electric transit, commuter rail, intercity passenger rail, high-speed passenger rail, and freight rail technologies. He has authored multiple technical papers and reports on rail planning and engineering. He began his career working for Westinghouse Electric Corporation, a major electric traction substation supplier. In recent years, he has worked with engineering teams to understand customer needs and deliver high quality products.

Mr. Moore is a licensed professional engineer in IL (062.059503) and MI (6201059834).

Mr. Moore is a member of AREMA Committee 17 High Speed Rail Systems. He has served multiple years as Subcommittee C2 Track and Roadway Chair. He also served on the Railroad Safety Advisory Committee-representing APTA from 2014-2018. He graduated from Princeton University with a Bachelor of Science in Civil Engineering and from the University of Pittsburgh with an MBA.

Mr. Moore leads a team of railroad engineering and operations professionals with decades of experience in the Chicago region. His staff have supported or managed the region's commuter and freight railroad services and have extensive knowledge of the track configurations and train operations throughout the network. Mr. Moore's relevant project experience includes:

Association of American Railroads, Base Mapping for the CREATE Program Phase I Engineering, Chicago, IL: Served as project manager for the development of accurate engineering base mapping for the CREATE program. CREATE is modernizing freight and passenger rail infrastructure throughout the Chicago area. The program includes 67 defined projects in 120 miles of rail corridor, totaling in excess of $1.5 billion. The base mapping was provided using modern LIDAR and GPS surveying techniques.

Illinois DOT Clybourn Metra Station Modernization Feasibility Study: Quality Coordinator | Planning Activities | Project Cost Estimating. Quality Assurance Manager for a multi-consultant team evaluating alternatives to modernize the historic Clybourn Station on Metra's UP North and

Northwest Lines. The team performed RTC simulation, and prepared Concept Plans and Reports, including Concept Design Criteria, Existing Conditions, Screening and Evaluation Methodology, and Environmental Concerns.

Illinois DOT-Chicago to Quad Cities Passenger Rail Project: Program Manager for the restoration of intercity passenger rail service between Chicago and Moline, leading an engineering team to prepare Preliminary Engineering and NEPA documentation for track, grade crossings, structures, passenger station, and signals (including CTC and PTC). Developed Design Criteria and worked with multiple stakeholders including BNSF, IAIS, IDOT and FRA to advance a project that is supported by all.

Metra-Chicago-Union Station Cost Allocation: Project Manager to support Metra in negotiating a new Chicago Union Station (CUS) access agreement with Amtrak. Quandel's MOW cost analysis addressed track, signals, and platforms, located to the north and south of the Union Station concourse. Quandel's Dispatching Cost Analysis allocated costs among the dispatcher territories, including CUS North, CUS South, Amtrak 47th St Yard, Amtrak Michigan Service and Amtrak New Orleans Service. Quandel's work verified the legitimacy of Amtrak's cost data and train counts and enabled the parties to reach an agreement in principle by January 2021 on MOW, Dispatching, and Special or Test Train costs in an otherwise challenging dispute filed with the Surface Transportation Board.

Midwest Regional Rail Initiative Phase 7: Project engineer for the Midwest Regional Rail System (MWRRS), a planned $6 billion, 3,000-mile high-speed rail system connecting the cities of the Midwest with Chicago as the hub. Performed analyses of possible route alternatives for many of the corridors in the system. Developed train performance calculations. Performed quality control checks for updates to the system capital costs.

Illinois DOT-Chicago to St Louis High Speed Passenger Rail, IL: Sub-consultant project manager preparing design criteria, operations analyses and train performance calculations, curve design, and elements of the system safety program plan for new 110 mph passenger service on track shared with Union Pacific freight trains. Optimized the geometric design for shared track operations with high speed passenger at speeds up to 110 mph and freight at 60 mph.

City of Dearborn-Passenger Rail Intermodal Facility: Project Manager for a project to develop a new intercity passenger station in Dearborn for commuter and high-speed rail use, funded under a federal ARRA grant. Provided railroad coordination with Norfolk Southern and Amtrak and the final design of the track, crossovers, and fiber optic relocation. Developed comprehensive design criteria for the railroad elements and a concept for a movable platform edge to allow level boarding with the new PRIIA intercity passenger equipment and the infrequent passage of oversized freight loads.

Union Pacific Railroad Signal Design Services: Project manager of a design team to prepare final design specifications, drawings, cost estimates for grade crossing warning system improvements at sites throughout the western United States.

Ambassador Bridge Access Improvements, Canadian Pacific/Conrail Railway Bridge, Detroit, MI: Task manager for the preliminary and final design of track and temporary earth retaining systems to support the construction of a seven-track deck plate girder bridge over the new I-75 access road.

Michigan DOT-Dearborn to Ypsilanti Double Track Project: Project Manager for the final design of a 20-mile double track project between Dearborn and Ypsilanti to facilitate simultaneous Amtrak Class 6, 110 MPH intercity passenger service and Norfolk Southern freight operations serving the Ford automotive plant and freight yards in Wayne. The project included a new second track, maintenance access roadway, turnouts, crossovers, and roadway grade crossing improvements.

ENDNOTES

[i] Information provided by UP and NS in their merger application does not include an estimate of the number of trains anticipated to be diverted between the UP's Geneva Subdivision and the Canadian National's (CN) Leithton Subdivision via the low-speed (10 mph) track connection at CN's JB Tower in West Chicago. Reference to the diversion of 10-12 freight trains per day is based upon the anticipated increase in mGTMs on Segment 12224, between Washington Street in West Chicago and West Eola as reported on the *UP-NS Public Data Explorer* on the STB website. The existing mGTMs on this segment are divided by the number of trains per day estimated on the CN (see Endnote 4) to obtain an average mGTMs per train. The anticipated increase, including transaction growth, is then divided by the average per train resulting in the estimate of trains per day.

Surface Transportation Board, https://www.stb.gov, '*UP-NS Merger Resources*', Environmental Review Website, UP-NS Public Data Explorer, *Last updated on September 23, 2026, accessed November 4, 2026,* https://experience.arcgis.com/experience/d03f432c2dfd466894184a77d2cc2547/page/Main-Page#data_s=id%3AdataSource_3-19fdc864fad-layer-32%3A54

[ii] Ibid

[iii] Northeast Illinois Regional Commuter Railroad Corporation (Metra), "UP-W Schedule," Metra Commuter Rail Schedules, generated November 2, 2026, accessed November 4, 2026, https://schedules.metrarail.com/pdf/UP-W.pdf

[iv] Federal Railroad Administration, Office of Safety Analysis, "Grade Crossing Inventory Reports," accessed November 4, 2026, https://safetydata.fra.dot.gov/officeofsafety/publicsite/crossing/XingLocResults.aspx.

[v] Federal Railroad Administration, "FRA Rail Network," FRA Rail Mileposts, accessed November 4, 2026, https://experience.arcgis.com/experience/b6c12fd0a4774f38a303e3d034775854/page/Page?views=Map-Layer.

[vi] Illinois Department of Transportation, "Average Annual Daily Traffic – 2024," generated June 19, 2025, accessed November 4, 2026, https://gis-idot.opendata.arcgis.com/datasets/average-annual-daily-traffic-2024/explore?location=41.882448%2C-88.202562%2C16

[vii] The calculation of the potential time that a train could be blocking the Washington Street highway grade crossing is based on a theoretical train that could range from 8,000 feet to 15,000 feet operating at a continuous speed of 10 mph. This assumes that the train is operating at 10 mph from the time that the grade crossing gates and flashers are activated until the entire train crosses the grade crossing. This includes 25 seconds between the time the crossing warning devices are activated and the train enters the crossing.

[viii] The calculation of the potential time that a train could be blocking the other rail routes on the interlocking is based on a theoretical train that could range from 8,000 feet to 15,000 feet operating at a continuous speed of 10 mph. This assumes that the train is operating at 10 mph from the time that it enters the interlocking to the time the end of the train clears all three diamonds. This includes five minutes for the dispatcher to issue a proceed signal to the train after stopping traffic on all other rail routes.

[ix] Information provided by UP and NS in their merger application does not include an estimate of the number of trains anticipated to be diverted between the UP's Geneva Subdivision and the Canadian National's (CN) Leithton Subdivision via the low-speed (10 mph) track connection at CN's JB Tower in West Chicago. Reference to the diversion of 10-12 freight trains per day is based upon the anticipated increase in mGTMs on Segment 12224, between Washington Street in West Chicago and West Eola as reported on the *UP-NS Public Data Explorer* on the STB website. The existing mGTMs on this segment are divided by the number of trains per day estimated on the CN (see Endnote 3) to obtain an average mGTMs per train. The anticipated increase, including transaction growth, is then divided by the average per train resulting in the estimate of trains per day.

Surface Transportation Board, https://www.stb.gov, '*UP-NS Merger Resources*', Environmental Review Website, UP-NS Public Data Explorer, *Last updated on September 23, 2026, accessed November 4, 2026,* https://experience.arcgis.com/experience/d03f432c2dfd466894184a77d2cc2547/page/Main-Page#data_s=id%3AdataSource_3-19fdc864fad-layer-32%3A54

[x] Illinois Department of Transportation, "Average Annual Daily Traffic – 2024," generated June 19, 2025, accessed November 4, 2026, https://gis-idot.opendata.arcgis.com/datasets/average-annual-daily-traffic-2024/explore?location=41.882448%2C-88.202562%2C16

[xi] Federal Railroad Administration, Office of Safety Analysis, "Grade Crossing Inventory Reports," accessed November 4, 2026, https://safetydata.fra.dot.gov/officeofsafety/publicsite/crossing/XingLocResults.aspx.

[xii] Northeast Illinois Regional Commuter Railroad Corporation (Metra), "Rock Island Schedule," Metra Commuter Rail Schedules, generated November 2, 2026, accessed November 4, 2026, https://schedules.metrarail.com/pdf/RI.pdf

[xiii] Northeast Illinois Regional Commuter Railroad Corporation (Metra), "Heritage Corridor Schedule," Metra Commuter Rail Schedules, generated November 2, 2026, accessed November 4, 2026, https://schedules.metrarail.com/pdf/HC.pdf

[xiv] Federal Railroad Administration, Office of Safety Analysis, "Grade Crossing Inventory Reports," accessed November 4, 2026, https://safetydata.fra.dot.gov/officeofsafety/publicsite/crossing/XingLocResults.aspx.

[xv] National Railroad Passenger Corporation (Amtrak), "Schedules", accessed November 4, 2026, https://www.amtrak.com

[xvi] Federal Railroad Administration, Office of Safety Analysis, "Grade Crossing Inventory Reports," accessed November 4, 2026, https://safetydata.fra.dot.gov/officeofsafety/publicsite/crossing/XingLocResults.aspx.

[xvii] Ibid.

[xviii] Ibid.

[xix] The calculation of the potential time that a train could be blocking the Henderson Avenue, Royce Avenue, Collins Street, Ohio Street and Jackson Street highway grade crossings is based on a theoretical train that could range from 8,000 feet to 15,000 feet operating at a continuous speed of 10 mph. This assumes that the train is operating at 10 mph from the time that the grade crossing gates and flashers are activated until the entire train crosses the grade crossing. This includes 25 seconds between the time the crossing warning devices are activated and the train enters the crossing.

[xx] The calculation of the potential time that a train could be blocking the diamonds at UD Tower is based on a theoretical train that could range from 8,000 feet to 15,000 feet. This assumes that the train is operating at 10 mph from the time that the front of the train enters the diamond to the time the end of the train clears the turnout at Jackson St after which the train accelerates to 25 mph. The time it takes the train to accelerate from 10 mph to 45 mph will vary according to the locomotive consist powering the train. For the purposes of this estimate, the time the train is blocking the interlocking is reduced by 2 minutes to account for acceleration. The calculated time also includes five minutes for the dispatcher to issue a proceed signal to the train after stopping traffic on all other rail routes.

[xxi] The calculation of the potential time that a train travels from Jackson Street to Global 4 is based on a theoretical train that could range from 8,000 feet to 15,000 feet. This includes the time the train starts from Jackson Street and clears UD Tower as described above. It then assumes that the train is operating at 45 mph from the time that it clears the interlocking at UD Tower to the time the end of the train clears the turnout at the entrance to Global 4.

[xxii] The calculation of the potential time that a train could be blocking the Metra RID double track commuter railroad at CN Rock is based on a theoretical train that could range from 8,000 feet to 15,000 feet operating at a continuous speed of 25 mph. This assumes that the train is operating at

25 mph from the time that it enters the interlocking to the time the end of the train clears both diamonds. This includes five minutes for the dispatcher to issue a proceed signal to the train after stopping traffic on all other rail routes.

[xxiii] Surface Transportation Board (STB), Surface Transportation Board (STB), "Master Data Tables IR1-3 Second Errata," Master Data Table – Rail Line Segments, September 9, 2026, accessed November 5, 2026, https://dcms-external.s3.amazonaws.com/DCMS_External_PROD/1789073102494/EI-34309.pdf.

[xxiv] Ibid.

[xxv] Ibid.

[xxvi] Ibid.

[xxvii] Ibid.

[xxviii] Norfolk Southern Corporation, "Our Engineering Team in Action: 40 Hours in Decatur," September 12, 2023, accessed November 6, 2026, https://www.norfolksouthern.com/en/newsroom/story-archive/2023/our-engineering-team-in-action-40-hours-in-decatur.

[xxix] Surface Transportation Board, https://www.stb.gov, '*UP-NS Merger Resources*', Environmental Review Website, UP-NS Public Data Explorer, *Last updated on September 23, 2026, accessed November 4, 2026,* https://experience.arcgis.com/experience/d03f432c2dfd466894184a77d2cc2547/page/Main-Page#data_s=id%3AdataSource_3-19fdc864fad-layer-32%3A54

[xxx] Surface Transportation Board (STB), Surface Transportation Board (STB), "Master Data Tables IR1-3 Second Errata," Master Data Table – Rail Line Segments, September 9, 2026, accessed November 5, 2026, https://dcms-external.s3.amazonaws.com/DCMS_External_PROD/1789073102494/EI-34309.pdf.

[xxxi] Ibid.

[xxxii] Ibid.

[xxxiii] National Railroad Passenger Corporation (Amtrak), "Schedules", accessed November 4, 2026, https://www.amtrak.com

[xxxiv] Ibid.

[xxxv] Ibid.

[xxxvi] Northeast Illinois Regional Commuter Railroad Corporation (Metra), "Southwest Service Schedule," Metra Commuter Rail Schedules, generated November 2, 2026, accessed November 4, 2026, https://schedules.metrarail.com/pdf/SWS.pdf

[xxxvii] Surface Transportation Board (STB), Master Data Table – Rail Line Segments,

[xxxviii] Amtrak, Schedules

[xxxix] Surface Transportation Board (STB), "Master Data Tables IR1-3 Second Errata," Master Data Table – Rail Line Segments, September 9, 2026, accessed November 5, 2026, https://dcms-external.s3.amazonaws.com/DCMS_External_PROD/1789073102494/EI-34309.pdf.

[xl] Ibid

[xli] Ibid

[xlii] National Railroad Passenger Corporation (Amtrak), "Amtrak Schedules", accessed November 4, 2026, https://www.amtrak.com

[xliii] National Railroad Passenger Corporation (Amtrak), "Amtrak National Route Map," effective July 2025, accessed November 6, 2026, https://www.amtrak.com/train-routes.

[xliv] Northeast Illinois Regional Commuter Railroad Corporation (Metra), "Metra System Map," September 2024, accessed November 6, 2026, https://assets.metra.com/s3fs-public/2024-12/System_Map_Solid_09_2024 01.pdf?VersionId=CuhCbJc8hEipOC_JPmr1CIUrnZvnQ81m.

[xlv] Northern Indiana Commuter Transportation District (NICTD), "Stations & Maps," South Shore Line, accessed November 6, 2026, https://mysouthshoreline.com/plan-your-trip/stations-map/.