313114

November 18, 2026

Surface Transportation Board
Office of Proceedings
395 E Street SW
Washington, DC 20423-0001

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Office of Chief Counsel
November 18, 2026
Part of
Public Record

Re: Docket No. FD 36873, Union Pacific Corporation and Union Pacific Railroad Company, Control, Norfolk Southern Corporation and Norfolk Southern Railway Company. Comments of Fayette County, Tennessee.

Dear Chairman and Members of the Board:

Fayette County submits these comments on the Revised Application. NS's Rossville intermodal terminal is in Fayette County. It opened in 2012 with the help of a $52.5 million federal grant, and the Operating Plan would take it from 503 lifts a day to zero. Other local governments in the Memphis region share these concerns. As the Board noted on May 28, 2026, Memphis is one of four gateways, with Chicago, St. Louis, and New Orleans, where Union Pacific and Norfolk Southern interchange freight today. We support efficient rail service and the goal of taking trucks off the highway.

In Memphis, the applicants' Operating Plan points the other way. Without accounting for the existing industrial and distribution patterns in our region, it takes NS's intermodal terminal east of the city to zero lifts and proposes to move that freight and handle it at UP's terminal in Marion, Arkansas. We appreciate the applicants' intention to reduce truck miles and convert truck freight to rail; it is a cornerstone of their proposal. In our region, though, effectively mothballing Rossville would have the opposite effect, turning short local drays into cross-river round trips. That would have harmful consequences for local roadway capacity and the environment. We are also concerned that the added dray costs for existing industries and businesses in our region, which may prove substantial, will make them and our region less competitive. That outcome, again, would run counter to the applicants' stated goal.

What the record shows

- **Rossville goes to zero.** The applicants' Operating Plan cuts NS's Rossville terminal from 503 lifts a day to none and adds the same 503 to Marion, which rises from 651 to 1,154 lifts a day (+77%). The applicants say they "have assumed Rossville would be consolidated into Marion" while "continuing to evaluate plans" for the two terminals, and that no merger-related investment is needed for the added work (Operating Plan, App. Vol. 2 at 591-592, 629). Rossville was built with the help of a $52.5 million federal TIGER grant toward its $112 million cost, opened in 2012, and was designed for 327,000 lifts a year.
- **Marion's trucks rise 57%.** The applicants' environmental data show UP's "Marion (Memphis)" terminal growing from a baseline of 612 trucks a day to 1,010 in Year 5. The merger alone adds 367 trucks a day, 57% above the 643 projected without it, enough to exceed the Board's environmental thresholds.
- **Longer trains through the city.** On NS's Memphis line, the applicants project the same 19.1 trains a day in Year 5 with or without the merger, but 92,301 more carloads a year (+23.6%)

and 27.4% more gross ton-miles. That is about 24% more carloads per train on average, which points to longer or heavier trains at crossings in Memphis, Germantown, and Collierville.

- **More freight across the river by rail.** UP's line across the Mississippi at Memphis gains 2.3 trains a day and 116,555 carloads a year (+40.7%), and the UP-NS connection in Memphis gains 1.59 trains a day and 124,406 carloads a year (+39.3%). The applicants still say train frequency through the Memphis complex will stay "similar" (App. Vol. 2 at 599).

The same freight would cross Memphis twice

NS's line runs 29 miles from Rossville through Collierville, Germantown, and Memphis to its UP connection near the river. Along the way it has 46 public at-grade crossings, including three pedestrian crossings near the University of Memphis, which together log about 360,000 vehicle crossings a day in the Federal Railroad Administration's inventory (counts mostly from 2006 and 2007). Under the Operating Plan, a container bound for a warehouse in Olive Branch or southeast Memphis would ride the train through those crossings and over the river to Marion, then come back by truck over the I-40 or I-55 bridge. Today, trucks from Rossville reach the same warehouses on US 72, SR 385, and I-269 without crossing the river.

Our estimates count gross truck trips and treat each truck as a round trip to the terminal; the assumptions are set out in the attached analysis:

- **Rossville's 503 daily lifts moved to Marion:** about 470 truck round trips a day across the river, or about 940 one-way bridge crossings and 172,000 round trips a year. The applicants' environmental data, at 367 added trucks a day, imply about 730 crossings.
- **Even with perfect load pairing:** if every truck hauled a container both ways, the 503 lifts would still mean about 500 bridge crossings a day.
- **Added cost for Rossville's customers:** about 4.3 million added truck-miles, $10 million in added trucking cost, and 7,200 metric tons of added carbon dioxide each year.

Measured as added truck trips on the bridges, each case is 10 to 19 times the Board's own trigger of 50 added vehicles a day for analyzing truck traffic. These trucks would land on the most fragile links in the region's freight network. About 26,500 trucks a day crossed the river here before the I-40 bridge closed in 2021, and that 83-day closure cost the trucking industry more than $120 million. The I-55 bridge opened in 1949 and does not meet Interstate standards. It is slated for replacement in a project of roughly $800 million, and construction there could constrain traffic for years.

Rossville's shippers would become less competitive

The applicants would be moving intermodal service away from the growing customer base around Rossville, forcing those shippers to accept much longer drays at much higher cost. That base is the region's largest and fastest growing. Through September 2026, DeSoto, Marshall, and Fayette counties absorbed 6.1 million square feet of industrial space, more than the 4.5 million net for the whole Memphis market, and held 97% of the space under construction. With the Southeast submarket, they hold 71% of the region's 298 million square feet (CBRE, Memphis Industrial Figures, Q3 2026). Marion has no customer base of that size next to it; neither CBRE nor Cushman & Wakefield even reports the Arkansas side of the river as its own industrial submarket.

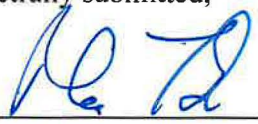
The Board's rules ask applicants to explain how a merger would enhance competition (49 CFR 1180.1(c)). In Memphis the Operating Plan would do the opposite, raising costs for the shippers that depend on Rossville and making them, and our region, less competitive.

What we ask the Board to do

1. Require the applicants to state whether they will consolidate Rossville into Marion, as their Operating Plan assumes, and to estimate the net change in truck traffic on the I-40 and I-55 bridges and the Memphis roads that feed them.
2. Require train counts, train lengths, and blocked-crossing estimates for the Rossville-to-Memphis portion of the NS line, rather than one average for the 151 miles from Sheffield, Alabama.
3. Direct the Office of Environmental Analysis to extend the Marion truck analysis across the river: the I-40 and I-55 bridges, the I-40/I-55 interchange in West Memphis, I-240, Lamar Avenue, and the routes to the warehouse districts in Shelby, DeSoto, and Marshall counties, including during I-55 bridge construction.
4. Direct the Office of Environmental Analysis to study delay, emergency response, and safety at all 46 public crossings using projected Year 5 train lengths, even though the 151-mile segment average falls below the Board's thresholds.
5. As a condition of approval, require the applicants to keep Rossville in service as a full intermodal terminal for the Memphis market for at least five years after consummation, with annual public reports of lifts at Rossville and Marion. If the Board allows the consolidation, require mitigation in proportion to the added cross-river trucks, including grade separations at the busiest crossings and bridge-approach improvements.
6. As a condition of approval, cap blocked-crossing times in Shelby County and share real-time train location data with emergency dispatch in Fayette County, Shelby County, Collierville, Germantown, and Memphis.
7. As a condition of approval, require the applicants to pay the full cost of the safety measures local governments need to establish 24-hour quiet zones, with no routine train horns, at every public crossing on the NS line from Rossville to Memphis. That covers engineering, gates, medians or four-quadrant gates, pedestrian treatments, and upkeep, with no charge for the railroads' own reviews. It also covers any measures needed to keep the six Memphis crossings already in quiet zones qualified as traffic grows. We estimate the construction cost at $5 million to $30 million.

We would welcome the chance to work with the applicants on a plan that lets a transcontinental railroad grow in the Memphis region without shifting its costs onto our streets and bridges.

Respectfully submitted,



Rhea "Skip" Taylor
Mayor, Fayette County, Tennessee

Attachment A: Technical analysis
cc: Office of Environmental Analysis, Docket No. FD 36873

ATTACHMENT A

Technical analysis

Comments of Fayette County, Tennessee, Docket No. FD 36873

Attachment A, part 1: What the application says about Memphis

The applicants' Operating Plan takes NS's Rossville terminal from 503 lifts a day to zero and moves all of that work to UP's Marion terminal, which climbs from 651 to 1,154 lifts a day.

Terminal	Railroad and location	Opened	Size	Lifts a day, Base Plan	Lifts a day, Optimized Plan	Trucks a day, environmental data
Marion (Memphis)	UP; Marion, Ark. (Crittenden County)	1998	600 acres	651	1,154 (+503)	612 baseline to 1,010 in Year 5 (+367 from the merger)
Rossville (Memphis)	NS; Rossville, Tenn. (Fayette County, next to Piperton)	2012	380 acres; 327,000 lifts a year design capacity	503	0	Not reported

Lifts: Operating Plan, Table 5, App. Vol. 2 at 591 (Dec. 19, 2025). Trucks: applicants' Errata 2 environmental data (Sept. 9, 2026).

- **Operating Plan.** UP and NS "plan to rebalance intermodal operations between NS's Rossville Yard and UP's Marion Intermodal Terminal, which has sufficient capacity to accommodate the additional activity" (¶220, App. Vol. 2 at 598). Footnote 62 adds that "Applicants have assumed Rossville would be consolidated into Marion" while "continuing to evaluate plans," and Table 5 puts Rossville at zero lifts. The Rossville local train would move to UP's Sargent Yard or NS's Sheffield yard (¶¶220, 235).
- **No new investment.** The applicants say no merger-related investment is needed for the added activity at Marion and the other terminals that grow (¶281, App. Vol. 2 at 629).
- **Public money in Rossville.** USDOT finalized $52.5 million in TIGER funds through TDOT to build the Rossville terminal (Progressive Railroading, Dec. 30, 2010); the finished terminal cost $112 million.
- **Interchange at Memphis ends.** The Board's acceptance decision notes that UP and NS interchange today at Chicago, St. Louis, Memphis, and New Orleans, and that the merger would eliminate those interchanges (STB decision, May 28, 2026). In 2023 they interchanged about 139 containers and 275 cars a day in Memphis, with daily transfer trains between Marion and Rossville (¶¶171-172, App. Vol. 2 at 573).
- **The applicants' national claims.** 2.1 million truckloads diverted and $3.5 billion a year in shipper savings, including 1.203 million trucks converted to intermodal rail (same decision). The companies expect to close in mid-2027 (UP-NS release, May 28, 2026).

Deadlines (STB decision, Aug. 18, 2026): environmental verified statements are due November 13, 2026; comments, protests, and requests for conditions are due November 18, 2026. Applicants respond

by Feb. 16, 2027, final briefs are due May 28, 2027, and the Board aims to decide within 90 days of the close of the record.

Attachment A, part 2: Trains through Memphis

On the applicants' own numbers, NS's Memphis line carries 23.6% more freight in Year 5 on the same 19.1 trains a day, so the trains get longer at 46 public crossings in Memphis, Germantown, and Collierville.

Segment in the applicants' table	Trains a day today	Trains a day, Year 5 without merger	Trains a day, Year 5 with merger	Carloads a year added by the merger	Gross ton-miles added by the merger	Over the Board's thresholds?
NS Memphis District West End, Sheffield, Ala. to Memphis (151 mi)	17.05	19.1	19.1	+92,301 (+23.6%)	+27.4%	No
UP-NS connection in Memphis (0.6 mi)	13.7	14.4	15.99	+124,406 (+39.3%)	+49.9%	No
UP Memphis Subdivision, Memphis to Briark, Ark., across the river (5.1 mi)	18.31	19.24	21.54	+116,555 (+40.7%)	+59.8%	Yes

Percentages compare Year 5 with the merger to Year 5 without it (applicants' Errata 2 segment data, Sept. 9, 2026).

- **Longer trains, not more trains.** Averaged over the 151-mile segment, carloads per train rise from about 56 to 69, or 24%. For illustration: a train that blocks a crossing for 3 minutes today would block it for about 3.7 minutes, which adds about 13.5 minutes of closure per crossing per day at 19.1 trains.
- **The review may miss it.** Because the NS line stays at 19.1 trains a day, it falls under the Board's thresholds, so longer trains at these crossings may get little environmental study. Only the river segment is flagged.
- **The data hide the Memphis stretch.** The NS line is reported as one 151-mile segment from Sheffield, Ala. The 29 rail miles from the Rossville terminal (milepost 522.6) to the UP connection in Memphis (milepost 551.7) are where any trains extended from Rossville to Marion would run.
- **With Rossville at zero,** trains that now end there would run those 29 miles through all 46 crossings and over the river to Marion, then back east the same way. At 503 lifts a day and about 200 containers per train, that is roughly 2.5 more train passes a day through every crossing, in line with the 1.59 to 2.3 added daily trains the applicants show on the UP-NS connection and the river crossing. The applicants still say train frequency through the Memphis complex will stay "similar" (Operating Plan ¶222).

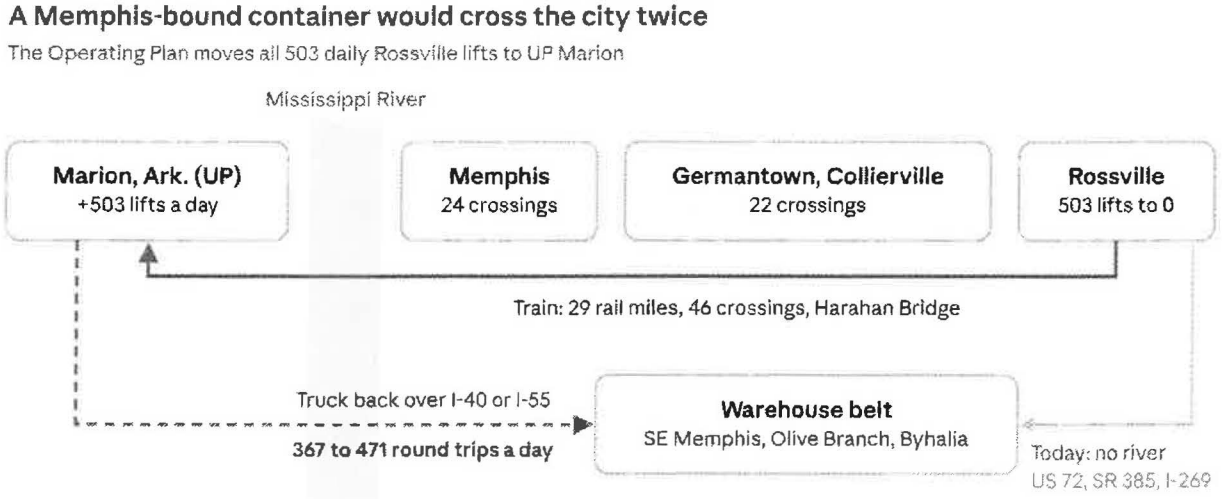
City	Public at-grade crossings	Combined daily vehicle crossings	Busiest crossings (vehicles a day)
Memphis	24, including 3 pedestrian crossings near the University of Memphis	166,053	White Station Rd 17,841; Goodlett St 17,294; Mendenhall Rd 17,214

City	Public at-grade crossings	Combined daily vehicle crossings	Busiest crossings (vehicles a day)
Germantown	9	111,186	Kirby Pkwy 25,900; Hacks Cross Rd 18,830; West St 18,456
Collierville	13	83,316	S. Byhalia Rd 30,030; Houston Levee Rd 19,611; Schilling Blvd E 6,825
Shelby County total	46	360,555	

Source: FRA Crossing Inventory, current, open public at-grade crossings on NS in Shelby County. Traffic counts are as reported to FRA, and many date to 2006 and 2007. The same records list school bus routes totaling about 360 bus crossings a day.

Attachment A, part 3: Trucks across the bridges

Moving Rossville's 503 daily lifts to Marion means about 470 truck round trips a day across the Mississippi, or about 940 one-way bridge crossings; the applicants' own environmental data imply about 730.

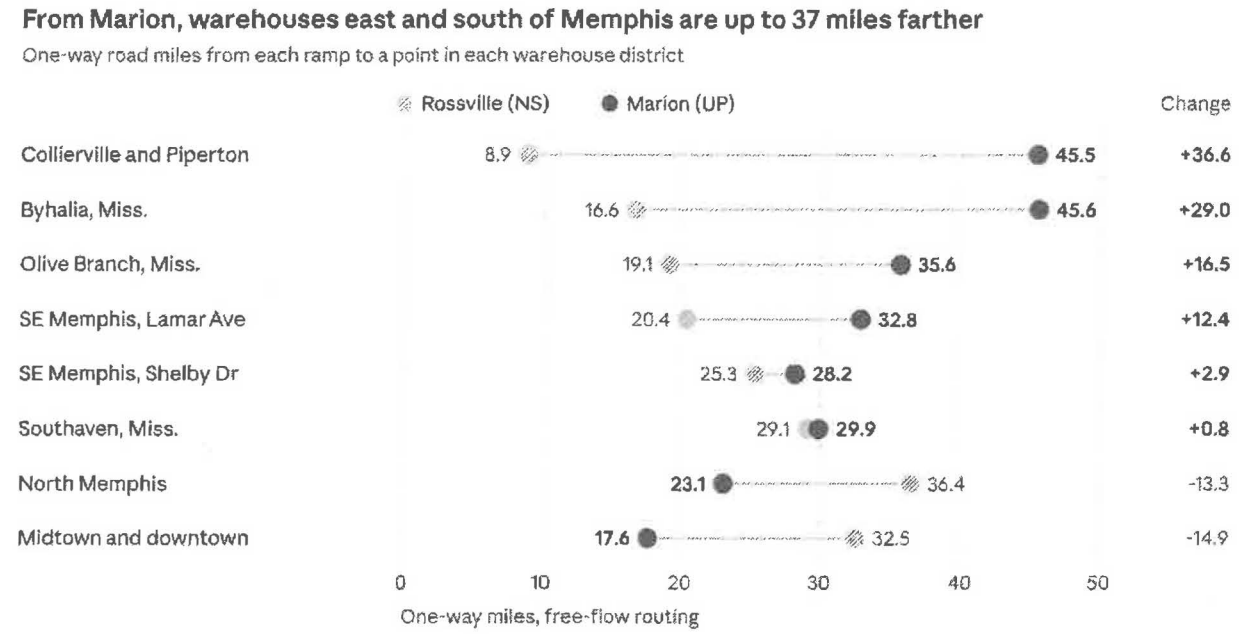


Schematic, not to scale · applicants' data and our estimates

Today a Rossville dray reaches the southeast warehouse belt without crossing the river; under the Operating Plan, the box would ride the train 29 miles west through 46 crossings to Marion, then return by truck over the I-40 or I-55 bridge.

Case	Added trucks a day at the Marion gate	Truck round trips across the river a day	One-way bridge crossings a day	Round trips a year	Share of the ~26,500 trucks that cross daily
Operating Plan: Rossville's 503 lifts a day moved to Marion	471	471	942	171,800	3.6%
Applicants' environmental data, Year 5	367	367	734	134,000	2.8%
Operating Plan, if every truck carries a load both ways (floor)	252	252	503	91,800	1.9%

Measured as added truck trips on the bridges, every case is 10 to 19 times the Board's trigger of 50 added vehicles a day on an affected road. The counts are gross: they do not subtract long-haul trucks the merger takes off the bridges elsewhere. The first row uses the applicants' own ratio of about 0.94 truck visits per lift. The 26,500 figure is the Arkansas Trucking Association's count of daily truck crossings before the 2021 closure (Trucking Info, June 25, 2021).



OSRM free-flow road routing, one point per district · computed Oct. 2026

Marion is closer only for central and north Memphis; for Collierville, Byhalia, and Olive Branch it adds 16.5 to 36.6 miles each way.

Added miles, cost, and emissions for Rossville's customers. Under our customer-mix assumption, a Marion dray adds about 24.8 miles and 38 minutes per round trip. At 471 round trips a day that is about 11,700 truck-miles and 300 truck-hours a day, or 4.3 million miles, $10 million, and 7,200 metric tons of CO2 a year. At the applicants' 367 trucks a day it is 3.3 million miles, $7.8 million, and 5,600 tons.

Bridge	Opened	Daily traffic	Trucks	Why it matters
I-55 Memphis-Arkansas Bridge	1949	about 45,000 (ARDOT, 2020)	37%	Oldest Interstate bridge in Tennessee and Arkansas; does not meet Interstate standards. Replacement (Kings' Crossing) runs roughly $800 million, with construction estimated to start in fiscal 2026.
I-40 Hernando de Soto Bridge	1973	35,000 to 45,000 (FreightWaves, 2021)	25% to 29%	Closed May 11 to Aug. 2, 2021 for a fractured tie girder. The closure cost trucking $2.4 million a day at first and more than $120 million in all, and pushed the I-55/I-40 interchange to No. 42 on ATRI's bottleneck list (The Trucker, Feb. 18, 2022).

Attachment A, part 4: Quiet zones at every crossing

Silencing routine horns at every public crossing on the NS line from Rossville to Memphis would take work at 35 road crossings and 3 pedestrian crossings, at roughly $5 million to $30 million. We ask that the applicants pay all of it.

How a quiet zone works. Federal rules require engineers to sound the horn for 15 to 20 seconds, at 96 to 110 decibels, before every public crossing (FRA fact sheet). Only a local government can establish a quiet zone. It must be at least half a mile long, and every public crossing in it needs flashing lights and gates.

A supplementary safety measure at every crossing qualifies a zone outright: four-quadrant gates, raised medians that keep drivers from going around the gates, a one-way street with gates, or closure. Zones that qualify on FRA's risk calculation instead are reviewed each year and can lose that status if risk rises (49 CFR Part 222, Appendix C). Wayside horns mounted at the crossing are an alternative, but they still sound.

Status today	Crossings	What a 24-hour quiet zone needs
In a 24-hour quiet zone since Oct. 2018: S. Cooper, Rozelle, Kyle, Southern, Goodlett, Oak Court (Memphis)	6	Nothing now. Five have standard gates only, so their status likely rests on FRA's risk calculation, which added trains would raise.
Four-quadrant gates in place: Kirby Pkwy (Germantown); Houston Levee, Shea, Schilling Blvd W. (Collierville)	4	Diagnostic review and notice to FRA
Standard gates, no full safety measure	27	Medians or four-quadrant gates
No gates listed in FRA's inventory: Moss, Beale, S. Greer (Memphis); West St. (Germantown); Progress, Chulahoma (Collierville)	6	Gates plus medians or four-quadrant gates, or closure
Pedestrian crossings near the University of Memphis	3	Treatment set by a diagnostic review
Fayette County, between the Rossville terminal and the county line: Wolfport Way, Mt. Zion Rd. (about 10 vehicles a day each)	2	Gates plus a safety measure, or closure

Source: FRA Crossing Inventory, current, open public at-grade NS crossings in Shelby County and west of the Rossville terminal in Fayette County. Gate data are as reported to FRA and should be checked in the field.

Work	Crossings	Low	High
Standard gates: add medians (low) or four-quadrant gates (high)	27	$2.7 million	$20.3 million
No gates: add gates, then medians or four-quadrant gates	8	$2.3 million	$9.2 million
Total construction	35	$5.0 million	$29.5 million
Upkeep of new equipment, a year	35	$140,000	$350,000

Unit costs: medians about $100,000 a crossing (Manteca Bulletin); four-quadrant gates about $750,000, NS's own estimate for quiet zone upgrades in Locust Grove, Ga. (Henry Reporter, Jan. 28, 2025); new lights and gates $185,000 to $400,000 and upkeep $4,000 to $10,000 a year (Union Pacific). The range leaves out the pedestrian crossings, engineering, and railroad review fees. Closures would cost less. Recent four-quadrant gate jobs have cost more: $4.1 million to $5.6 million for three crossings in Palo Alto, Calif. (Palo Alto Daily Post, Nov. 12, 2025).

Who should pay. Today the community pays for engineering, construction, and upkeep, and reimburses the railroad for its reviews (Union Pacific). Here the need comes from the merger, which adds freight and longer trains to this line. The Board has made applicants pay for crossing work before. In approving CN's purchase of the EJ&E, it required CN to pay 67% and 78.5% of two grade separations (STB, Dec. 24, 2008), and the D.C. Circuit upheld that order (Progressive Railroading,

March 2011). During the Board's CPKC review, CPKC offered to fund quiet zones in Chicago's western suburbs (Trains, Jan. 2023).

Attachment A, part 5: Assumptions, method, and sources

Applicant figures come from the December 2025 Operating Plan and the applicants' Errata 2 environmental data (Sept. 9, 2026); every estimate rests on the assumptions below, which can be tightened as better data arrive.

Input	Value used	Basis
Rossville work moved to Marion	503 lifts a day, about 184,000 a year	Operating Plan, Table 5
Trucks per lift	0.94	Applicants' original Marion figures, 612 trucks for 654 lifts a day, as compiled by the Stop the Rail Merger Coalition
What one "truck" means	One gate visit, in and out	Inferred from 0.94 trucks per lift; a customer on the Memphis side then means two river crossings per truck, or half that if every truck carries a load both ways
Share of the moved work serving customers east of the river	100%	Rossville serves the Memphis market (Operating Plan ¶143, App. Vol. 2 at 562)
Days a year	365	The applicants report average days
Containers per train	200	Assumption, used only for train-pass estimates
Customer mix for added miles	Collierville and Piperton 10%, Byhalia 15%, Olive Branch 20%, Lamar Ave corridor 15%, Shelby Dr and airport 20%, Southaven 10%, Midtown and downtown 5%, North Memphis 5%	Assumption, weighted to the southeast warehouse belt
Drive distance and time	Free-flow road routing, no congestion	OSRM from each terminal to one point in each district
Truck cost	$2.336 a mile	ATRI 2025 average
Fuel and CO2	6 miles a gallon; 10,180 g of CO2 a gallon	Mileage is an assumption; CO2 factor from EPA

Sources

- UP-NS Operating Plan (Exhibit 13), Joint Verified Statement of Eric Gehringer and John F. Orr, App. Vol. 2, Dec. 19, 2025.
- Surface Transportation Board: UP-NS environmental review documents; decision accepting the Revised Application, May 28, 2026; procedural schedule decision, Aug. 18, 2026; preliminary consultation letter and thresholds.
- Applicants' Errata 2 data on the Board's map service: intermodal facilities and rail segments.
- Trains: idling and rebalancing in gateway cities, Dec. 29, 2025; yard and terminal expansion projects, Dec. 31, 2025.
- UP-NS release on acceptance, May 28, 2026.
- Rossville and Marion terminals: NS, April 29, 2011; The Daily News, July 27, 2012; Progressive Railroading, Dec. 30, 2010; SAH Archipedia, Marion terminal.
- Crossings: FRA Crossing Inventory.

- Bridges: TDOT on Kings' Crossing, Aug. 20, 2025; Memphis-Arkansas Bridge; Hernando de Soto Bridge; FreightWaves, 2021; Trucking Info, June 25, 2021; The Trucker, Feb. 18, 2022.
- Quiet zones: 49 CFR Part 222, Appendix C; FRA Train Horn and Quiet Zone fact sheet; Union Pacific, Train Horn and Quiet Zones; costs from Henry Reporter, Jan. 28, 2025, Manteca Bulletin, and Palo Alto Daily Post, Nov. 12, 2025; precedent from STB, Dec. 24, 2008, Progressive Railroading, March 2011, and Trains, Jan. 2023.
- Industrial market and competition: CBRE, Memphis Industrial Figures, Q3 2026; Cushman & Wakefield, Memphis Industrial MarketBeat, Q3 2026; 49 CFR 1180.1.

CERTIFICATE OF SERVICE

I certify that on November 12, 2026, I served a copy of the foregoing comments of Fayette County, Tennessee, in Docket No. FD 36873, on the following by first-class mail or, where the recipient has agreed, by email:

- Secretary of Transportation, U.S. Department of Transportation, 1200 New Jersey Avenue SE, Washington, DC 20590
- Attorney General of the United States, c/o Assistant Attorney General, Antitrust Division, U.S. Department of Justice, Room 3109, Washington, DC 20530
- Michael L. Rosenthal, Covington & Burling LLP, One CityCenter, 850 Tenth Street NW, Washington, DC 20001 (counsel for Union Pacific)
- Raymond A. Atkins, Sidley Austin LLP, 1501 K Street NW, Washington, DC 20005 (counsel for Norfolk Southern)
- Hon. Jenifer Soulikias, Administrative Law Judge, Surface Transportation Board, alj.soulikias.inbox@stb.gov

Rhea "Skip" Taylor
Mayor, Fayette County, Tennessee