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November 18, 2026

VIA E-FILING

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

Re: *Union Pacific Corporation and Union Pacific Railroad Company – Control – Norfolk Southern Corporation and Norfolk Southern Railway Company*, STB FD No. 36873

Dear Sir or Madam:

I have attached for e-filing a corrected copy of the Los Angeles County Metropolitan Transportation Authority's Comments and Requests for Conditions in the above-referenced proceeding, reflecting the addition of a missing signature.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Charles A. Spitulnik

Attachment

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BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 36873

UNION PACIFIC CORPORATION AND UNION PACIFIC RAILROAD COMPANY
—CONTROL—
NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN COMPANY

COMMENTS AND REQUESTS FOR CONDITIONS OF
LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHROITY

Respectfully Submitted,

LOS ANGELES COUNTY
METROPOLITAN TRANSPORTATION
AUTHORITY
By Counsel

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Date: November 18, 2026

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 36873

UNION PACIFIC CORPORATION AND UNION PACIFIC RAILROAD COMPANY
—CONTROL—
NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN COMPANY

COMMENTS AND REQUESTS FOR CONDITIONS OF
LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHROITY

Pursuant to the Surface Transportation Board ("STB" or "Board") Decision No. 30 in this docket and rules governing merger applications at 49 C.F.R. Part 1180, the Los Angeles County Metropolitan Transportation Authority ("LACMTA" or "Metro") submits the following comment and request for conditions.

INTRODUCTION

In order to approve a merger of two Class I carriers, this Board must make a determination that the proposed transaction is consistent with the public interest. 49 U.S.C. § 11324(c). That determination must account for the transaction's effect on the adequacy of transportation to the public, including essential passenger rail service of all kinds. *Id.* § 11324(b)(1); 49 C.F.R. § 1180.1(c)(2)(ii). The Application in this docket does not provide the evidence necessary to make that finding with respect to the passenger service provided by or on lines operated on or controlled by LACMTA in the Los Angeles Basin.

LACMTA was created pursuant to the California Public Utilities Code (specifically through Chapter 2, commencing with Section 130000, and related legislation enacting the merger of its predecessor agencies). On February 1, 1993, the California State Legislature merged the Southern California Rapid Transit District (SCRTD) and the Los Angeles County Transportation Commission (LACTC). LACMTA and its predecessor LACTC had acquired lines, properties and

facilities from both UP and one of its predecessor companies (the Southern Pacific Transportation Company), as well as the Atchison, Topeka and Santa Fe Railway Company (now part of BNSF Railway Company). LACMTA is governed by a 14-member board pursuant to provisions of Division 12 of the California Public Utilities Code (PUC § 130000 et seq.), which grants the agency powers over regional transportation planning, programming, funding, construction, and transit operations in Los Angeles County. It operates as a separate state and public agency distinct from Los Angeles County government itself, and executes its local policies and internal governance through the Los Angeles County Metropolitan Transportation Authority Administrative Code.

Union Pacific Corporation, Union Pacific Railroad Company (collectively, "UP")[1] and Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively, "NS") (together, "Applicants") seek approval of their merger Transaction.[1] LACMTA provides light rail and heavy rail transit and bus transit operations in Los Angeles County, and the rail facilities that it owns are used by Amtrak to provide intercity passenger rail service in the County and throughout Southern California. In addition, the tracks and facilities it owns are used by the Southern California Regional Rail Authority ("SCRRA" or "Metrolink") to provide commuter rail services in Los Angeles County and the other counties that are members of the SCRRA Joint Powers Authority.[2] Amtrak and SCRRA also use rail lines and facilities owned by UP in the provision of their commuter rail and intercity rail services. In addition, the State Rail Plan contemplates increased utilization of UP lines in the Los Angeles Basin for passenger service. The proposed

[1] The "Transaction" is the proposed merger between UP and NS as proposed in the Revised Application accepted in the Board's Decision No. 30 in Docket No. FD 36873, served August 18, 2026. Unless otherwise indicated, capitalized terms in these comments have the meaning as defined in Board Decision No. 30.

[2] The other member agencies of the SCRRA Joint Powers Authority are: Orange County Transportation Authority; Riverside County Transportation Commission; San Bernardino County Transportation Authority; and Ventura County Transportation Commission. *Member Agencies*, Metrolink, https://metrolinktrains.com/about/agency/member-agencies/ (last visited Nov. 18, 2026).

Transaction will add freight traffic to portions of that network, materially increase workloads at facilities that already interact with passenger operations, and consume capacity that LACMTA, SCRRA and Amtrak require not only to maintain existing service, but also to carry out planned service expansions and other improvements supported by substantial state and federal investment.

Applicants nevertheless assert that UP's network can accommodate the projected freight growth while maintaining current passenger-service levels.[3] But they have not supported that conclusion with a sufficiently detailed, independently reviewable analysis of how the additional traffic will operate without creating interference with current or planned operations in the County. Among other deficiencies, the Application and supporting documents have no indication that Applicants have conducted Rail Traffic Controller simulation modeling, meaningfully analyzed the operational effects of longer or heavier trains, or provided the detailed line, yard, and terminal information necessary to evaluate likely conflicts with passenger operations.

The risks of that analytical gap on LACMTA's, SCRRA's and Amtrak's current and projected operations are not merely theoretical. As explained below, the Application projects increased traffic across the LA Basin on lines and facilities currently used or shared, or projected for use, by LACMTA, SCRRA and Amtrak. Without further information, and based on what Applicants have provided in the Application, and work papers, the Board cannot find that the Transaction as proposed would be in the public interest.

[3] UP-39/NS-37, Application, at 2-777 to 2-778 (Operating Plan ¶ 353) ("UP's route has sufficient capacity to support the projected freight increase while maintaining the current passenger service levels."). DB's page and row cites are to the Application as corrected by UP-100/NS-99, Second Errata to Amended Application, filed September 4, 2026.

BACKGROUND

The Application provides train count data for both track segments and facilities[4] and projects changes in volumes, activity distribution, and areas of greatest operational change. The Application provides traffic volumes for the 2023 base year, and includes optimized operations reflecting combination of the two railroads for the 2023 base year, and a Growth Plan that projects traffic volumes by the end of the third year following implementation of combined operations following the merger.[5]

According to the Growth Plan, UP plans to add about six trains per day on the Sunset route from Colton to Yuma resulting in an approximately 20% increase in traffic volume.[6] The projection for the LA Subdivision that carries the Metrolink Riverside Line shows UP adding two trains per day, increasing the number of trains by 8% to 11%.[7] The Alameda Corridor and the ICTF lead also are projected to add one UP train per day.[8] The Applicants project that the Inland Empire Intermodal Terminal will increase its daily lifts from 209 to 1,072.[9]

Existing Network Overview

UP's principal routes in the LA Basin are comprised of the Alameda Corridor, LA Subdivision, Alhambra Subdivision, Yuma Subdivision, Mojave Subdivision, BNSF lines with

[4] Application, Electronic Appendix T (TRN_Revised_Application_spreadsheet.xlsx, Tab "T - UPNS Train Counts"), which reports daily UP/NS train counts by segment, both directions, excluding local trains; Application, Electronic Appendices Q and R (manifest yards and intermodal terminals whose workload rises by 20% or more).
[5] Application, at 2-619 (Operating Plan ¶ 15) (Base Plan, Optimized Plan and Growth Plan); *id.* at 2-626 (Operating Plan ¶ 31) (Growth Plan); *id.* at 2-457 (2023 traffic base).
[6] Electronic Appendix T, rows 670, 671, 672 and 1208 (Niland to Yuma, Niland to Beaumont, Colton to Beaumont, and Colton to Pepper: 5.85 to 5.86 more freight trains per day, increases of 19% to 20%); see also Application, at 2-762 (Operating Plan ¶ 316) (six more trains per day between West Colton and El Paso).
[7] Electronic Appendix T, rows 683, 684, 685, 1243 and 1833 (2.0 more freight trains per day between Los Angeles and Pomona, increases of 8% to 11%); Application, at 2-777 (Operating Plan ¶¶ 352 to 353).
[8] Electronic Appendix T, rows 1665, 1671 and 1672.
[9] Application, at 2-742 (Operating Plan, Table 8) (208.6 to 1,071.9 lifts per day, 414%); Application, Electronic Appendix R, row 6.

UP trackage rights, and the Coast Line.[10] Passenger services use several of these routes, with the Metrolink Riverside Line using the LA Subdivision, the Metrolink Antelope Valley and Ventura County Lines running partly on SCRRA lines over which UP holds trackage rights, the Amtrak *Sunset Limited* running on the Alhambra and Yuma Subdivisions, and the *Pacific Surfliner* running on UP lines between San Luis Obispo and Las Posas.[11] These rail lines have facilities that are used for both passengers and freight with some being major intermodal and carload yards and others being located at the San Pedro Bay ports. UP operates on tracks in the LA Basin that are owned by multiple different parties, including not only LACMTA and UP, but also BNSF, the other four SCRRA member agencies, the Ports of Los Angeles and Long Beach, and the Alameda Corridor Transportation Authority ("ACTA").

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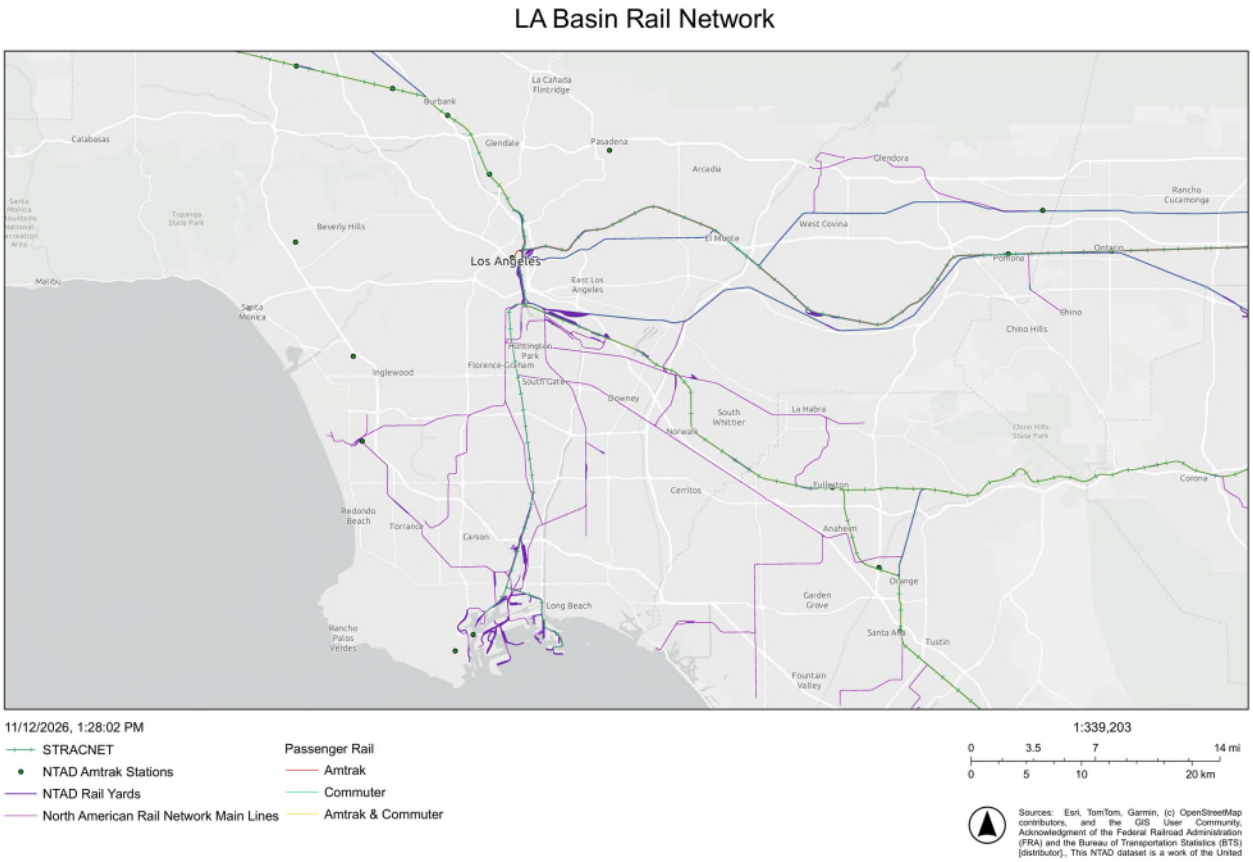
[10] Segment names from Electronic Appendix T (Los Angeles Sub, Alhambra Sub, Yuma Sub, Mojave Sub, Santa Barbara Sub, Alameda Corridor North and Middle). Appendix T lists every segment under UP and does not show ownership or trackage rights.

[11] Application, at 2-777 (Operating Plan ¶ 352) (Metrolink between Moorpark and North Montalvo and between West Riverside and Soto Street Junction); *id.* at 2-1050 (Service Assurance Plan ¶ 451 and n.211, citing the Metrolink "Saugus and Ventura Shared Use Agreement"); *id.* at 2-762 (Operating Plan ¶ 315) (Sunset Limited, hosted by UP to El Monte); *id.* at 2-761 (Operating Plan ¶ 313) (Pacific Surfliner, hosted by UP between San Luis Obispo and Las Posas); Electronic Appendix T, rows 670 to 672 and 686 to 688 (0.86 passenger trains per day).

Figure 1: Regional Rail Network Map (FRA)



Projected Facility Traffic Changes

UP operates 14 intermodal, automotive, and manifest facilities across the Los Angeles Basin[12], but the Application provides Growth Plan volume figures for only six of them.[13] The Los Angeles Transportation Center (LATC) intermodal terminal is projected to experience 71% growth in volume by the third year following the merger, from 492 to 839 lifts per day.[14] East Los Angeles is projected to grow 10%, from 1,065 to 1,174 lifts per day, or 85% of its capacity of 1,387 lifts

[12] Application, at 2-640 (Operating Plan ¶¶ 61 to 62) (West Colton yard; City of Industry, East Los Angeles, IEIT, ICTF and LATC intermodal facilities). DB identified the other facilities from the GIS map files in Applicants' workpapers.

[13] Application, at 2-742 (Operating Plan, Table 8) (IEIT and LATC); *id.* at 882 and 887 (Service Assurance Plan, Tables 4 and 8) (West Colton, East Los Angeles and ICTF); Application, Electronic Appendix Q, row 23 (Long Beach). The Application gives no Growth Plan volume for City of Industry or Mira Loma.

[14] Application, at 2-742 (Operating Plan, Table 8) (491.7 to 839.1 lifts per day, 71%); Application, Electronic Appendix R, row 15.

per day.[15] The Intermodal Container Transfer Facility (ICTF), located near the Ports of Los Angeles and Long Beach, stays about flat at 814 lifts per day, 49% of its capacity of 1,648 lifts per day.[16] The Long Beach terminal is forecasted to experience 38% increase by the third year, seeing an additional 51 cars per day.[17] UP's West Colton classification yard is projected to handle fewer cars, 1,047 per day against 1,086 in the Base Plan, or 79% of its capacity of 1,320 cars per day.[18] The largest change is projected for the Inland Empire Intermodal Terminal (IEIT) in West Colton, which will see an increase from 209 lifts per day in the base year to about 1,072 in the third year, a 414% increase.[19]

The Applicants envision a $58 million expansion of the IEIT facility to increase capacity to 500,000 lifts annually.[20] Beyond this project, the Application does not include any other capacity-related facility investments in Southern California.[21]

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[15] Application, at 2-887 (Service Assurance Plan, Table 8) (1,065 to 1,174 lifts per day); *id.* at 889 (Service Assurance Plan, Table 10) (capacity of 1,387 lifts per day).
[16] Application, at 2-887 (Service Assurance Plan, Table 8) (817 to 814 lifts per day); *id.* at 889 (Service Assurance Plan, Table 10) (capacity of 1,648 lifts per day).
[17] Application, Electronic Appendix Q, row 23 (listed as "Long Beach, CA": 132.4 to 183.1 cars per day, 38%).
[18] Application, at 2-882 (Service Assurance Plan, Table 4) (1,086 to 1,047 cars per day); *id.* at 885 (Service Assurance Plan, Table 6) (capacity of 1,320 cars per day).
[19] Application, at 2-742 (Operating Plan, Table 8) (208.6 to 1,071.9 lifts per day, 414%); Application, Electronic Appendix R, row 6.
[20] Application, at 2-917 (Service Assurance Plan ¶ 97) ($58.1 million; capacity of 500,000 lifts per year; completion by the end of Year 3); *id.* at 754 (Operating Plan, Table 10).
[21] Application, at 2-754 (Operating Plan, Table 10). IEIT is the only California facility among the planned yard and terminal projects; lift and ramp equipment is listed for "Various" locations.

Table 1: Facilities Forecasted Changes

Facility	Type	Station Code	Lifts per Day (Base)	Lifts per Day (Growth)	Change in Lift Count	Change in Lift Count (%)
Los Angeles Transportation Center (LATC)	Intermodal	CO470	492	839	347	71%
City of Industry	Intermodal	CO486	Not disclosed	Not disclosed	-	-
East LA	Intermodal	CX809	1,065	1,174	109	10%
Intermodal Container Transfer Facility (ICTF)	Intermodal	JP017	817	814	-3	-0.4%
Inland Empire Intermodal Terminal (IEIT)	Intermodal	SP761	209	1,072	863	414%
Mira Loma	Automotive	CX767	Not disclosed	Not disclosed	-	-
Long Beach	Manifest	CS720	132	183	51	38%
West Colton	Manifest	SP760	1,086	1,047	-39	-4%

Sources: Application, at 2-742 (Operating Plan, Table 8) and Electronic Appendix R, rows 6 and 15 (LATC and IEIT); Application, at 2-887 (Service Assurance Plan, Table 8) (East Los Angeles and ICTF); *id.* at 882 (Service Assurance Plan, Table 4) (West Colton, cars per day); Electronic Appendix Q, row 23 (Long Beach, listed as "Long Beach, CA," cars per day). Station codes: Electronic Appendices G and Q. Intermodal terminals in lifts per day. "Not disclosed": the public Application gives no Growth Plan volume for the facility.

Segment-Level Traffic Changes

In the base year, the 44 segments in Appendix A saw an average of 13.7 freight trains per day, whereas the Growth Plan is projected to average 14.7 freight trains per day (+1 train overall) traveling over LA Basin trackage by year 3 following the implementation of combined

operations.[22] The largest increase is along the Sunset route from Colton east to Yuma, which is forecast to gain approximately six additional trains per day, as listed in Table 2. Three segments along the Sunset route are forecasted to have a 20% increase in trains per day - Niland to Beaumont: 29.7 to 35.5; Niland to Yuma: 28.9 to 34.8; and Colton to Pepper: 29.4 to 35.3.[23] For shared segments with BNSF listed in Appendix A, train counts in these comments are for UP trains only and understate traffic on these corridors.[24]

Table 2: Largest Freight Growth Segments

Segment	Base Freight	Growth Freight	Increase (TPD)	Change (%)
Colton-Beaumont	30.7	36.5	+5.9	19%
Niland-Beaumont	29.7	35.5	+5.9	20%
Niland-Yuma	28.9	34.8	+5.9	20%
Colton-Pepper	29.4	35.3	+5.9	20%
North Pomona-West Colton	25.9	29.9	+4.1	16%
City of Industry-North Pomona	13.9	15.9	+2.0	14%

Source: Electronic Appendix T, rows 672, 671, 670, 1208, 686 and 687. Freight trains per day, both directions, excluding locals.

Segments forecast to have moderate growth include the LA Subdivision from Los Angeles to Pomona, which carries 7.1 passenger trains per day on the Metrolink Riverside Line, with an increase of two trains per day.[25] The Operating Plan states an additional two trains per day between Pomona and Soto Street Junction.[26] In the data provided, six segments are projected to have two

[22] Plain average of the 44 segments in Appendix A, not weighted by length, from Electronic Appendix T. Freight trains per day, excluding locals.
[23] Electronic Appendix T, rows 671, 670 and 1208.
[24] Electronic Appendix T counts UP/NS trains only; BNSF trains on shared lines are not included.
[25] Electronic Appendix T, rows 683, 684 and 685 (7.14 passenger trains per day).
[26] Application, at 2-777 (Operating Plan ¶ 353).

additional freight trains per day, and three segments are projected to have an additional single train per day.[27] The four largest increases in Table 2 are east of Colton, in San Bernardino, Riverside and Imperial counties and into Arizona; only City of Industry to North Pomona and the west end of North Pomona to West Colton lie in Los Angeles County.

Table 3: Group/Routes Growth

Group/Route	Base	Growth	Increase (TPD)	Change (%)
LA Subdivision	17.5	18.8	+1.3	7.1%
Alhambra Subdivision	13.2	14.0	+0.8	6.1%
Alameda Corridor	31.6	32.6	+1	3.2%
ICTF Lead	15.1	16.1	+1	6.6%
SCRRA lines (UP trackage rights)	2.5	2.1	-0.4	-14.3%

Source: Electronic Appendix T. Plain average of segment freight train counts, not weighted by length. LA Sub: rows 680 to 685, 1243 and 1833. Alhambra Sub: rows 686 to 688, 1018 and 1273. Alameda Corridor: rows 1665 and 1671. ICTF lead: row 1672. SCRRA lines where UP has trackage rights (Palmdale Junction to Burbank Junction, Canoga Park to Redondo Junction, Simi Valley to Chatsworth, Moorpark to Santa Susana): rows 750, 1367, 1307 and 908. Percent change from unrounded values.

The segment with the largest decline is the Yuma Junction to Mission Tower route that will lose two trains per day, dropping from ten to eight. Three segments are forecasted to lose about one train per day including Palmdale Junction to Burbank Junction that drops from two to one, Mojave to Palmdale Junction that drops from 10.7 to 9.9, and Bakersfield to Mojave that drops from 30.5 to 29.6.[28]

REQUESTED CONDITIONS

Based on the information provided in the Application and supporting work papers, LACMTA has been unable to verify Applicants' conclusion that UP has sufficient capacity to

[27] Electronic Appendix T, rows 683, 684, 685, 687, 1243 and 1833 (+2.0); rows 1665, 1671 and 1672 (+1.0).
[28] Electronic Appendix T, rows 1273, 750, 668 and 669.

handle the projected increase in freight traffic under the Growth Plan without impacting passenger service – both current and projected – in the LA Basin. In short, the Application does not demonstrate that is the case. Even if it did, however, an analysis limited to current passenger service levels does not adequately address the public interest considerations before the Board in this proceeding. Under 49 C.F.R. § 1180.1(b), "The Board's consideration of the merger or control of at least two Class I railroads is governed by the public interest criteria prescribed in 49 U.S.C. 11324 and the rail transportation policy set forth in 49 U.S.C. 10101." Section 11324 requires the Board to consider "the effect of the proposed transaction on the adequacy of transportation to the public." It is not reasonable for a transaction the size of the one proposed in this proceeding to be based on the assumption that passenger rail service – including light rail, commuter and intercity - will stay frozen in time. The Board should include reasonably foreseeable passenger service increases, such as those LACMTA has been planning, in its public interest analysis.

In reviewing a proposed merger of two Class I railroads, the Board is required by statute to determine whether the proposed merger is in the public interest. 49 U.S.C. § 11324(c). To determine whether such a merger is in the public interest, the Board is required by statute to consider "the effect of the proposed transaction on the adequacy of transportation to the public." *Id.* § 11324(b)(1). This requirement for a broader consideration of the public interest in assessing mergers between at least two Class I railroads sets the standard for the Board's considerations apart from transactions involving smaller Class II and Class III railroads, which focus public interest considerations more squarely on competition for shippers. *See Commuter Rail Div. of the Reg'l Transp. Auth. v. STB*, 608 F.3d 24, 33 (D.C. Cir. 2010).

To determine whether the Application is in the public interest, the Board must perform a balancing test that weighs potential benefits to applicants and the public against the potential harm

to the public. 49 C.F.R. § 1180.1(c). Potential harm to the public includes consideration of reduction of competition and harm to essential services. *Id*. § 1180.1(c)(2). The Board must ensure that essential passenger rail services are preserved wherever feasible. *Id*. § 1180.1(c)(2)(ii). An existing service is essential if there is a sufficient public need for the service and adequate alternative transportation is not available. *Id*.

When the Board updated its major consolidation procedures in 2001, it explained that the current rules "Substantially increase the burden on applicants to demonstrate that a proposed transaction would be in the public interest, by requiring them, among other things, to demonstrate that the transaction would enhance competition where necessary to offset negative effects of the merger, such as competitive harm or service disruptions." STB, *Major Rail Consolidation Procedures*, Final Rules, 66 Fed. Reg. 32582 (Jun. 15, 2001).[29]

As part of their application, applicants must submit full system impact analyses that demonstrate the impacts of the transaction on the provision of essential services, including passenger services. 49 C.F.R. § 1180.7(b). Further, railroads proposing major or significant transactions must prepare an operation plan that "[i]f commuter or other passenger services are operated over the lines of applicant carriers, detail[s] any impacts anticipated on such services, including delays which may be occasioned because a line is scheduled to handle increased traffic due to route consolidations." *Id*. § 1180.8(b)(2). Finally, if Amtrak or commuter services are operated over the lines of the applicant carriers, the applicants must provide a service assurance

[29] The 2001 rules no longer expressly require that each condition be shown to remedy a particular impact of the consolidation. Instead, they authorize conditions designed to mitigate or offset merger-related public-interest harms and expressly contemplate competition-enhancing conditions, subject to operational feasibility, net public benefits, and the requirement that conditions not undermine or defeat an otherwise beneficial transaction. *Compare* 49 C.F.R. 1180.1(d) (2026) *with* 49 C.F.R. 1180.1(d) (2000).

plan that "describe definitively how they would continue to facilitate these operations so as to fulfill existing performance agreements for those services." *Id*. 1180.10(b).

The Board is authorized by federal statute to impose conditions governing approval of railroad mergers and will condition the approval of Class I combinations to mitigate or offset harm to the public interest.. 49 U.S.C. § 11324(c); *Id*. 1180.1(d). The Board has "extraordinarily broad discretion in deciding whether to impose protective conditions in the context of railroad consolidations." *Commuter Rail Div. of the Reg'l Transp. Auth. v. STB,* 608 F.3d 24, 31 (2010); see also *Village of Barrington v. STB,* 892 F.3d 252, 269 (7th Cir. 2018). The Board's selection of conditions is afforded "great deference" by reviewing courts, which will deny a petition for review of the Board's decision as long as that decision is supported by Substantial evidence in the record and was reached by reasoned decision-making. *Village of Barrington*, 892 F.3d at 269. The principal harms for which conditions are appropriate include the loss of the ability to provide essential services. *Canadian Natl. Ry. Co. et al. – Control – Illinois Central Corp. et al.,* 4 S.T.B. 122, 141 (1999).

Requested Condition #1: Further Review and Analysis of Impacts on Current or Projected Passenger Rail Projects and the Regional Highway Network in the LA Basin:

LA Basin routes that warrant a capacity assessment include corridors and facilities with the largest relative changes in volume from their base to growth year. For example, segments such as Niland to Beaumont, Niland to Yuma, and Colton to Pepper are forecast to see a 20% increase under the Growth Scenario, resulting in six additional trains per day. Given the shared-use relationship between UP corridors and passenger rail systems and projects in Los Angeles County, LACMTA requests that the Board direct further review and analysis of impacts on current or projected Passenger Rail projects in the LA Basin.

For facilities in the LA Basin, the Inland Empire Intermodal Terminal (IEIT) in West Colton will see a 424% increase in daily container volumes. Likewise, the significantly increased volumes at UP's facilities in and around the San Pedro Bay ports (ICTF and Long Beach) call for further examination to understand whether this new volume would have moved by highway or will be diverted from BNSF. This additional freight volume could have significant impacts on the regional highway network and calls for further review. Furthermore, UP should provide historic and projected volume data for the intermodal facilities at City of Industry (intermodal) and Mira Loma (automotive) for which such data has not been provided.

Requested Condition #2: Capacity and Capital Commitments:

The Board should require UP to demonstrate conclusively that additional freight traffic subsequent to a merger on an affected route can be accommodated together with existing and reasonably planned services without material degradation of either service. If the required analysis identifies a capacity constraint, UP should implement appropriate operating changes and make an appropriate contribution toward the capital improvements needed to accommodate both the projected freight growth and planned service.

Requested Condition #3: Independent Capacity Review and Disclosure:

Before implementing material Transaction-related traffic growth on the corridor used by LACMTA, Metrolink and Amtrak in Los Angeles County, the Board should require UP to provide LACMTA the schedules, train-length and tonnage assumptions, terminal operating plans, dispatching assumptions, infrastructure data, and delay information needed for an independent capacity review. Where the review identifies a material risk or where the parties disagree about available capacity, UP should conduct, or cooperate with LACMTA in conducting, Rail Traffic

Controller (RTC) or equivalent simulation using current operating data and testing both existing service and planned passenger-service scenarios.

Requested Condition #4: Performance Monitoring and Reporting:

For ten years after approval of the Transaction, the Board should require UP to provide LACMTA and the Board with regular reports sufficient to identify Transaction-related effects on service in LA County. The reports should include on-time performance, delay minutes and causes, freight-train interference, terminal holds, blocked or occupied main tracks, slow orders, maintenance windows, dispatching conflicts, and compliance with agreed passenger operating windows.

Requested Condition #5: Continuing Oversight and Enforcement:

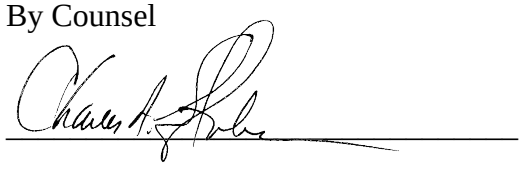
The Board should retain jurisdiction for ten years to enforce these conditions and address material, transaction-related degradation of LACMTA, Metrolink or Amtrak service. During that period, LACMTA should be permitted to petition for expedited relief upon a showing that merger-related traffic, terminal operations, dispatching practices, or noncompliance with an imposed condition has materially impaired existing or planned service.

CONCLUSION

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

Respectfully Submitted,

LOS ANGELES COUNTY
METROPOLITAN TRANSPORTATION
AUTHORITY
By Counsel



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Date: November 18, 2026

Appendix A – UP Southern California Segment Data

From	To	Miles	Owner / rights	Base freight (tpd)	Base passenger (tpd)	Base total excl. locals	Optimized freight (tpd)	Growth freight (tpd)	Growth passenger (tpd)	Growth total excl. locals	Growth – Base (tpd)	Change %
Redondo Jct	Cp Alameda	12.2	ACTA (UP + BNSF tenants)	31.7	0.0	31.7	31.7	32.7	0.0	32.7	+1.0	+3%
Cp Alameda	Dolores	1.4	ACTA	31.4	0.0	31.4	31.4	32.4	0.0	32.4	+1.0	+3%
Dolores	Ictf	0.5	UP	15.1	0.0	15.1	15.1	16.1	0.0	16.1	+1.0	+7%
Dolores	Thenard	4.3	UP (Dolores–Thenard)	16.4	0.0	16.4	16.4	16.4	0.0	16.4	0.0	0%
Thenard	Long Beach	1.5	PHL/ports (UP rights)	3.1	0.0	3.1	3.1	3.1	0.0	3.1	0.0	0%
Redondo Jct	Lynwood	6.5	UP	1.1	0.0	1.1	1.1	1.1	0.0	1.1	0.0	0%
Lynwood	Watts	0.1	UP	1.1	0.0	1.1	1.1	1.1	0.0	1.1	0.0	0%
Torrance	Watts	11.9	UP	0.7	0.0	0.7	0.7	0.7	0.0	0.7	0.0	0%
Pasadena Jct	Redondo Jct	0.0	UP (Redondo Jct)	18.2	7.1	25.3	19.2	20.2	7.1	27.3	+2.0	+11%
Los Angeles	Pasadena Jct	1.8	Metrolink/ UP (LA approach)	18.4	7.1	25.6	19.4	20.4	7.1	27.6	+2.0	+11%
Los Angeles	Bartolo	8.5	UP	23.8	7.1	30.9	24.8	25.8	7.1	32.9	+2.0	+8%
Bartolo	So City Of Industry	5.6	UP	23.8	7.1	30.9	24.8	25.8	7.1	32.9	+2.0	+8%
So City Of Industry	Pomona	14.7	UP	20.7	7.1	27.9	19.7	22.7	7.1	29.9	+2.0	+10%
Pomona	Mira Loma	13.5	UP	14.6	7.1	21.8	13.6	14.6	7.1	21.8	0.0	0%
Mira Loma	Pedley	3.0	UP	10.4	7.1	17.6	9.4	10.4	7.1	17.6	0.0	0%
Pedley	Riverside	9.2	UP (Metrolink rights)	10.4	5.8	16.3	9.4	10.4	5.8	16.3	0.0	0%
Yuma Jct	Mission Tower	2.0	UP	10.2	0.0	10.2	9.2	8.2	0.0	8.2	-2.0	-20%
Yuma Jct	City Of Industry	19.0	UP	7.0	0.9	7.9	7.0	7.0	0.9	7.9	-0.0	-0%

From	To	Miles	Owner / rights	Base freight (tpd)	Base passenger (tpd)	Base total excl. locals	Optimized freight (tpd)	Growth freight (tpd)	Growth passenger (tpd)	Growth total excl. locals	Growth – Base (tpd)	Change %
City Of Industry	North Pomona	12.8	UP	13.9	0.9	14.8	15.9	15.9	0.9	16.8	+2.0	+14%
North Pomona	West Colton	22.0	UP	25.9	0.9	26.7	27.9	29.9	0.9	30.8	+4.1	+16%
City Of Industry	So City Of Industry	0.1	UP	9.1	0.0	9.1	11.1	9.1	0.0	9.1	0.0	0%
Colton	Pepper	1.7	UP	29.4	0.9	30.3	31.4	35.3	0.9	36.1	+5.9	+20%
Colton	Beaumont	20.9	UP	30.7	0.9	31.5	31.7	36.5	0.9	37.4	+5.9	+19%
Niland	Beaumont	106.4	UP	29.7	0.9	30.5	30.7	35.5	0.9	36.4	+5.9	+20%
Niland	Yuma	58.5	UP	28.9	0.9	29.8	29.9	34.8	0.9	35.6	+5.9	+20%
Niland	El Centro	31.9	UP	1.4	0.0	1.4	1.4	1.4	0.0	1.4	0.0	0%
Keenbrook	West Colton	16.1	UP	10.5	0.0	10.5	10.5	11.2	0.0	11.2	+0.7	+7%
Silverwood	Keenbrook	12.4	UP	5.0	0.0	5.0	5.0	5.0	0.0	5.0	0.0	0%
Dike	Silverwood	14.8	UP	10.2	0.0	10.2	10.2	11.1	0.0	11.1	+0.9	+8%
Palmdale Junction	Silverwood	51.8	UP	8.7	0.0	8.7	8.7	8.9	0.0	8.9	+0.2	+2%
Mojave	Palmdale Junction	33.7	UP	10.7	0.0	10.7	10.7	9.9	0.0	9.9	-0.9	-7.94%
Bakersfield	Mojave	68.6	UP	30.5	0.0	30.5	30.5	29.6	0.0	29.6	-0.9	-2.79%
Searles	Mojave	48.9	UP	0.4	0.0	0.4	0.4	0.4	0.0	0.4	0.0	0%
Palmdale Junction	Burbank Jct	53.4	Metrolink (SCRRA) – UP trackage rights	2.0	0.0	2.0	2.0	1.0	0.0	1.0	-1.0	-50%
Riverside	Colton	6.7	BNSF – UP trackage rights	12.7	6.9	19.5	11.7	12.7	6.9	19.5	0.0	0%
Summit	Yermo	68.6	BNSF Cajon – UP trackage rights	46.6	0.0	46.6	46.6	47.3	0.0	47.3	+0.7	+2%
Devore	Colton	12.7	BNSF – UP trackage rights	3.0	1.5	4.5	3.0	3.0	1.5	4.5	0.0	0%
Creal	Barstow	72.1	BNSF – UP trackage rights	18.8	0.0	18.8	18.8	18.8	0.0	18.8	0.0	0%

From	To	Miles	Owner / rights	Base freight (tpd)	Base passenger (tpd)	Base total excl. locals	Optimized freight (tpd)	Growth freight (tpd)	Growth passenger (tpd)	Growth total excl. locals	Growth – Base (tpd)	Change %
Yermo	Las Vegas	168.6	UP	6.6	0.0	6.6	6.6	7.3	0.0	7.3	+0.7	+11%
Canoga Park	Redondo Jct	31.6	Metrolink (SCRRA) – UP rights	4.2	0.7	4.9	4.1	3.8	0.7	4.5	-0.4	-10%
Simi Valley	Chatsworth	5.3	Metrolink (SCRRA) – UP rights	1.8	0.0	1.8	1.8	1.8	0.0	1.8	0.0	0%
Moorpark	Santa Susana	10.5	Metrolink (SCRRA) – UP rights	2.0	0.0	2.0	2.0	2.0	0.0	2.0	0.0	0%
Santa Barbara	Moorpark	59.1	UP	2.0	14.1	16.1	2.0	2.0	14.1	16.1	0.0	0%
San Luis Obispo	Santa Barbara	105.7	UP	2.0	6.4	8.4	2.0	2.0	6.4	8.4	0.0	0%

Source: Electronic Appendix T (Excel rows 591 to 1833), daily trains, both directions, excluding locals. The Owner / rights column is DB's description; Appendix T lists every segment under UP.

VERIFICATION

I declare under penalty of perjury under the laws of the United States that the facts stated in the foregoing are true and correct. Further, I certify that I am qualified and authorized to file and verify the facts presented in this statement. Executed on November 18, 2026.

Ray Sosa Digitally signed by Ray Sosa
Date: 2026.11.18 10:37:48 -08'00'

Print name: Ray Sosa

Title: Chief Planning Officer, LACMTA

CERTIFICATE OF SERVICE

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

Dated: November 18, 2026

By: */s/ Charles Spitulnik*
Charles Spitulnik