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BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 36873

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

COMMENTS

Summary

These comments are submitted by Ethan Charoenpitaks and other Chicagoland transit advocates who have asked not to be named. We focus on suburban and regional passenger operations in Chicagoland, a key meeting point of the UP and NS networks; other suburban and regional passenger networks affected by UP and NS likely have similar issues and similar potential remedies, but we are not sufficiently familiar with those networks to write informed comments regarding those at this time. We write in support of the comments filed by Metra, the Cook County Department of Transportation and Highways, the Commuter Rail Coalition, and the Rail Passengers Association, while also requesting several additional and more ambitious conditions that those commenters — particularly Metra, whose ongoing operating relationships with Applicants may constrain what it is prudent for Metra to request — have not requested.

Where passenger railway improvements require capital investment or infrastructure changes that could conflict with future freight operations, the balance of public interest favors preserving the ability to make those improvements: if the improvements are never made, nothing is lost; but if they are foreclosed by freight railroad obstruction and later found to be necessary, the harm may be permanent.

Passenger railway improvements can significantly improve mobility, access to jobs and opportunity for disadvantaged communities, the freedom of individuals, and economic growth.

The Board has stated that mergers of this scale must enhance competition, not merely avoid harming it. We submit that the most durable way to enhance competition, protect existing essential services, and permit the emergence of new essential services on the lines subject to this proceeding is to place those lines under the ownership and control of the passenger railways that depend on them. We acknowledge that the Board has historically been reluctant to require line divestitures and other strong conditions except where clearly remedial. We ask, however, that the Board receive and consider the strongest available argument for these conditions before making its decision — even if it ultimately declines to impose them — so that the full range of possibilities for protecting existing essential services and enabling future service improvements has been evaluated on the record.

Specifically, we request (in summary; please see our individual sections for details):

1. That Applicants be required to sell, or grant Metra the right of first refusal on, the UP-W east of Kedzie and California Avenue Yard, and to separate passenger and freight track on the UP-W west of Kedzie if RTC analysis demonstrates that combined operations cannot sustain existing or planned passenger service frequencies or that separation would be feasible and beneficial;
2. That Applicants be required to sell the UP-N and UP-NW lines to Metra (or, in the case of the Kenosha Sub north of Kenosha, to Metra or the MARK Rail Commission), or in the alternative, that through-freight trains be prohibited on those lines and that Metra be granted right of first refusal on Grand Avenue Yard;
3. That Applicants be required to grant Metra the right of first refusal on the Southwest Service line southwest of Landers Yard, to support OTP guarantees for SWS trains on the congested route into

Chicago Union Station, and to provide funding and prioritized support — not merely good-faith participation — for the 75th Street Corridor Improvement Project;

4. That Applicants be required to, where possible, abstain from building additional tracks north of the existing tracks on the NS Chicago Line between Bendix Road and South Bend Union Station, and to sell or preserve unused ROW north of that corridor for potential future use by NICTD or another public body for access to South Bend Union Station;
5. That Applicants be required, before selling, absorbing, or terminating the lease of any short line railway, to offer right of first refusal to the short line, other users, passenger railways, state DOTs, and local transportation agencies in that order; and
6. That Applicants be required to perform full RTC analysis — using actual weekday and peak schedules and including all capacity-consuming movements — before implementing any post-Transaction increase in freight service on lines shared with passenger railways, and that such analysis model not only existing passenger service frequencies but also the planned future frequencies directed by the Illinois General Assembly.

We reserve the right to comment further on the alleged intimidation described in the Board's November 4, 2026 decision and on any response to Senator Blumenthal's November 5 inquiry.

The need for passenger railroad control of railway lines

Passenger railways in the United States have poor service relative to the demand and the service that would be provided on these lines in other countries. There are many reasons for this, such as insular operating practices and cultures, the perception of mainline railway services as a premium service, underfunding, unnecessary or outdated regulations, poor capital project management, conflicts with heavy freight traffic, and conflicts with light freight traffic and freight railroad behaviors. Many of

these are both solvable by a passenger railway or the bodies that fund it, but the last requires cooperation from a freight railroad who is using the line less than the passenger railway operator.

As advocates, we wish to see passenger railways become modernized, and be able to support frequent, reliable, time-competitive, and efficient passenger services. In order to do so, improvements such as high platforms, overhead catenary electrification, grade separations, and modern signalling and train protection systems such as ETCS/ERTMS must be implemented. Additionally, overnight closures of railway lines to permit high-efficiency maintenance practices are often necessary; while this is often overlooked by North American advocates Metra has notably explicitly acknowledged the need for this in their Systemwide Network Plan[1]. High platforms significantly improve reliability, step-free accessibility, compliance with both the letter and the spirit of the Americans with Disabilities Act, and dwell times. Electrification significantly improves acceleration (and thus average speeds), reliability, emissions, and environmental impact. ETCS/ERTMS is the only modern signalling system (other than Shinkansen signalling) that is compatible with very high speeds; thus, it is being adopted on most new high-speed lines around the world. ETCS/ERTMS also is one of the foremost candidates for improving speeds into and out of passenger railway terminals, and is being studied by Deutsche Bahn for the implementation of automated services.

While high platforms and overhead electrification, the two most important improvements needed to improve speeds, reliability, and efficiency, are compatible with existing freight practices, Class I railroads often raise spurious objections, object to the necessary temporary closures and disruptions needed to install such infrastructure, or invoke highly speculative future freight uses to block already-funded passenger improvements. For example, UP filed a formal protest before the California Public Utilities Commission against Caltrain's application for variances necessary for 25 kV overhead catenary

[1]Metra, Systemwide Network Plan Draft Final Report, October 2026

electrification, raising objections based on vertical clearance for tall freight cars such as autoracks and double-stack containers that had never operated on the corridor — not to protect an existing service, but to preserve a hypothetical future freight option, at the expense of a funded, approved improvement to essential passenger service.[2] Metra representatives stated at a recent public meeting that lack of line ownership is among the reasons full electrification of Metra's UP lines is not currently under active consideration, despite the extremely low freight traffic on the UP-N and UP-NW.[3]

Other improvements, such as ETCS/ERTMS and cost-effective grade separations, would require changes to freight operating practices and involve capital costs that existing freight operators understandably oppose. Grade separations are made significantly more expensive by the need to accommodate freight trains at low grades: heavy freight is generally limited to approximately 1% grades on main lines, while passenger trains can handle approximately 3%, and bridge and trench structures designed for freight at that shallower grade can require roughly double the wall area, excavation volume, and fill of a passenger-only design.[4] This matters not only for cost but for safety: in 2024, there were 2,268 highway-rail grade crossing collisions in the United States, resulting in 259 fatalities and 779 injuries.[5] Grade separations on lines owned by passenger railways could be designed to passenger standards, achieving the same safety outcome at substantially lower cost. ETCS/ERTMS deployment on shared lines similarly faces significant institutional and financial barriers, as it would require all freight operators to equip their locomotives with compatible on-board units and obtain separate FRA certification — barriers that do not exist on lines operated by a passenger railway with limited local freight services.

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[2] Clem Tillier, "Electrification Blues", November 2009.

[3] 2026-11-16 Metra Systemwide Network Plan public meeting.

[4] Tillier, Clem. "Effect of Heavy Freight." Caltrain-HSR Blog, August 2009. Available here. See also Tillier, Clem. "The Exploding Cost of Grade Separations." Caltrain-HSR Blog, May 2021. Available here.

[5] Operation Lifesaver / Federal Railroad Administration. "Collisions & Casualties by Year." Available here.

Even in cases where freight railroads could have no possible objections, they often drag out processes to take longer. For example, construction of Peterson/Ridge station on the UP-N line, on a segment which hosts only passenger trains except at most 1 train per week to Tempel Steel on the Summerdale spur (and where increases in freight traffic are extremely unlikely), took approximately fifteen years from planning to opening in 2024, with delays at multiple stages attributable to UP's slow review of Metra's design submissions — including a 70–83 day review period for structural materials during active construction, and late-stage objections to a glycol heating system that required $540,000 in redesign costs.[6]

Finally, freight railroads often attempt to extract money and unreasonable concessions from passenger railways, or use ownership of railway lines as leverage against the passenger operators who depend on them. In FD 36844, the Board has seen extensive evidence of UP's conduct toward Metra. In FD 36496, the Board has seen CSX and NS provide cost estimates ranging from approximately $140 million to $2.3 billion — varying by hundreds of percent depending on the day — in response to Amtrak's attempts to restore Gulf Coast service, withholding basic operational information even from the FRA, requiring the Board to order production of data and ultimately to order mediation to reach any agreement at all.[7]

Even the prospect of future lack of cooperation by freight railroads can hinder passenger railway investment in railway lines; these improvements may appear speculative, technically incompatible with existing freight operations, or simply unfamiliar to traditional North American operating culture, making them difficult to pursue without direct line ownership.

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[6]Greenfield, Adam. "The 15-year struggle to build Metra's Peterson/Ridge station." Streetsblog Chicago, October 10, 2024.

[7]STB, Application of National Railroad Passenger Corporation Under 49 U.S.C. §24308(e), FD 36496 (Gulf Coast service restoration proceeding, 2021–2022).
T4America. "Rail Barons Return," February 2022. Available here.

Why should passenger railway ownership of railway lines tend to promote the Board's goals in this proceeding? We understand that first, the Board wishes that major railroad mergers ***enhance competition***. Passenger control of railway lines can enhance competition, both in the passenger and freight realm. In the passenger realm, passenger railways controlling railway lines can allow them to provide efficient services between city centers, competing with the private automobile and with intercity coaches. The increased capacity of a passenger railway-owned line can allow multiple operators to operate services of different types, such as intercity, regional, and suburban, which can compete for certain trips; this may not be possible when the freight railroad delays service improvements and infrastructure investments. In the freight realm, passenger railways can offer services compatible with efficient and reliable passenger operations, which may serve customers that a freight railroad also serves, possibly with different type/quality of service such as passenger-like/ Florida East Coast-like scheduled services, or the passenger railway may act as a neutral infrastructure operator for various other freight railroads including short lines to provide services on.

Second, the Board is required to consider ***the effect of the proposed transaction on the adequacy of transportation to the public***, 49 U.S.C. §11324(b)(1), and to give particular weight to the preservation of existing services that are essential and for which no adequate alternative transportation exists, 49 C.F.R. §1180.1(c)(2)(ii). Passenger railway ownership of railway lines furthers this goal as well: a passenger railway that controls its own right-of-way faces no risk that its host freight railroad will prioritize freight operations over passenger service, withhold approval for necessary capital projects, or extract concessions as a condition of continued operations. The essential services at issue in this proceeding — commuter rail on the UP-W and SWS in particular — have been repeatedly shown to be vulnerable to exactly these dynamics under the current ownership structure.

We understand that the Board is wary of requiring divestment of railway lines, especially in cases where doing so would not be remedial. Thus, we also provide other suggestions for conditions on the merger that, while not able to provide the full benefits of passenger railway ownership, do provide significant protections for existing and future passenger services.

Effects on the UP-W (UP Geneva Subdivision)

According to their Amended Application, "Applicants expect that the merger will add 14 trains per day to UP's line between Proviso and Kedzie on the UP-West line and add 5 trains per day between Proviso and Elburn. UP's route has sufficient capacity to support the projected freight increase"[8]. They do not provide any further justification other than a confidential workpaper; from other filings in this proceeding[9] we have the impression that the analyses in these workpapers and elsewhere are based on some sort of calculation of capacity in trains per day. The purpose of a passenger railroad is not to move trains per day; it is to move people who have appointments, meetings, work, school, connections to other trains or buses, and other commitments at the times specified in the timetable. Passenger railroads need to be able to schedule trains in a clockface manner, measuring frequency in trains per hour and in consistent headways.

Metra has invested substantial funds into significant improvements on the UP-W line. Through successive projects, the entire line from Ogilvie Transportation Center to Elburn is now triple-track; projects to achieve this include Metra's 2006 extension to Elburn, and the recent projects to triple-track Kress Road to Peck Road and Vale to 25th Avenue, totaling up to 14 miles of triple track, or 32% of the total route length, constructed by Metra in the 21st century alone. From the many filings in the recent UP-Metra disputes, most recently FD 36844, the Board is aware of the many other significant

[8] APP. VOL. 2, PAGE 777

[9] Especially, but not limited to, Rail Passenger Association's comments from 2026-07-09

improvements made by Metra to this line, and the unreasonable demands that UP has asked of Metra to continue to make use of these improvements.

Future increases in passenger service on this line are not speculative or an idea that we have come up with. The recently-passed SB 2111, reorganizing the Regional Transportation Authority into the Northern Illinois Transportation Authority, requires that Metra pilot "regional rail" on the Rock Island District (one of two lines that are controlled by Metra; Metra owns the Milwaukee District but its dispatching and off-peak timetable are controlled by CPKC)[10] and requires that "service standards shall include the transition of commuter rail in the metropolitan region to a regional rail service pattern or the retention of commuter rail with additional regional rail service"[11]. From Metra's interpretation and the advocacy efforts that have led ILGA to include this in SB 2111, it is apparent that ILGA intends for a significant increase in off-peak service frequency, along with improved coordination with other modes and fares that encourage non-commute trips. Moreover, this corridor has a history of much more frequent passenger service, with 3 trains per hour provided by the Chicago, Aurora, and Elgin Railroad[12] and approximately 0.5-1 train per hour provided by the Chicago & North Western Railway[13] in the 1940s (compared to the current 1 train per hour), which has led to land use and travel demand that was and still is supportive of all-day frequent service. Metra's Systemwide Network Plan envisions 4 passenger trains per hour operating on the line in the near future.

A-2 Interlocking and east

East of Kedzie (Rockwell Jct), UP operates no or very little freight traffic. Very near Kedzie is the A-2 Interlocking, which is one of the busiest interlockings and involves a diamond crossing between the quad-track UP-W line to Ogilvie and the triple-track Milwaukee District (owned by Metra,

[10] 70 ILCS 3615/3B.28
[11] 70 ILCS 3615/6.01(g)
[12] Chicago, Aurora, and Elgin Railway, Time Table No. 47, effective 1948-06-14
[13] C&NW Galena Division Suburban Service, effective 1943-10-31

dispatched by CPKC). East of there, the UP-W and the Milwaukee District run parallel on the same distance, without even a single track width's worth of space between their tracks, for approximately 1.2 mi. Any improvements to this key bottleneck will require significant work on both ROWs[14], and certain proposed more expedient solutions to avoid a flyover involve rerouting trains to different terminals, such as sending some Milwaukee District trains onto the current UP-W tracks into Ogilvie Transportation Center or sending some or all UP-W trains onto the current Milwaukee District tracks into Chicago Union Station. The track from Kedzie/Rockwell Jct to A-2, and from A-2 to Ogilvie Transportation Center, is essentially only useful for sending trains to the Metra-owned[15] terminal tracks in Ogilvie Transportation Center. The only use that Applicants have for this trackage is to extract rent or other concessions from Metra in exchange for allowing Metra to use these tracks, to engage in inefficient operations that would involve turning freight trains around inside a passenger terminal or blocking passenger main tracks near a terminal, or minimal volumes of freight to the currently vacant former factory of the Blommer Chocolate Company.

Near Kedzie is also the California Avenue Yard, a UP-owned yard that is critical to Metra's operations not only on the UP-W, but also on the UP-N and UP-NW lines. It is, to our knowledge, not used by UP for any freight operations.

Requests for relief

It is not clear whether the proposed merger will adversely affect the actual passenger operations that exist, nor what its effect on proposed improved passenger services will be. The UP-W's current 92.3% on-time performance (January-September 2026) exists in a delicate balance given the already heavy freight traffic on the line, which may be disrupted by Applicants' proposed 14 more trains per

[14] Metra Systemwide Network Plan, page 40
[15] Metra System Ownership and Trackage Rights, 2016

day. We request that the Board require that Applicants prepare a detailed analysis, such as but not limited to Rail Traffic Controller simulations, that would answer the following questions:

- Would the current configuration of tracks on UP-W allow 2-4 trains per hour of passenger trains, such as 4 evenly-spaced locals or the 2tph local and 2tph express proposed in the Metra SNP? How would reliability of passenger trains be affected?
- Would the current configuration allow the current 1tph of passenger trains, plus Applicants' proposed 14 more trains per day, at acceptable reliability?
- Would the current configuration allow 2-4tph of passenger trains, plus Applicants' proposed 14 more trains per day at acceptable reliability?
- If any of the above is false, what capital improvements do Applicants believe are necessary to operate 4tph of passenger service on the route?
- Does the current or projected freight volume require the use of 3 tracks, or can 1-2 tracks be reserved for passenger use with the remaining tracks reserved for freight use?
- Are there any aspects of UP's operations that would preclude the installation of high platforms (at standard Northeast loading gauge, or at a wider loading gauge) or overhead catenary?

Where we say 2-4tph, we would like to have an understanding both of whether 2 trains per hour is feasible and whether 4 trains per hour is feasible.

Depending on the results of this analysis, it may be desirable to fully separate passenger and freight traffic by splitting the existing three tracks into passenger and freight tracks. If this is done, it would be desirable for Metra to gain control of the passenger tracks and underlying land, such that it could make improvements such as improved signalling, electrification, and high platforms independently of Applicants' operations. Whether or not this will be a necessary remedial measure will

likely be advised by the results of this analysis. If this is not considered necessary by the Board, we request that the Board require Applicants to of course abide by any of the Board's decisions in the recent UP-Metra disputes and engage with Metra in good faith in its current services and future service improvements.

We also request that the Board require UP to sell the tracks and related interest (such as land and dispatching rights) on the UP-W east of Kedzie (Rockwell Jct) to Metra, including the California Avenue Yard, for reasons explained above.

We also support Metra's UP-W related requests, such as for on-time-performance conditions and for flyovers at or near West Chicago and Proviso yards. We go above the conditions Metra has requested in their comments, as we request that Applicants not only model the impacts that the merger would have on Metra's existing operations on UP-W, but also model whether the merger will have impacts on the ability of Metra to provide the future increased levels of service it envisions and has been tasked by the Illinois General Assembly to provide.

Effects on the UP-N/NW (UP Kenosha and Harvard Subdivision)

The UP-N and UP-NW lines have also operated since before the Civil War, providing passenger service to dense communities that have grown to depend on these lines and have oriented their land use around these lines. The current freight service is minimal (less than 3 trains per day, with long stretches seeing less than 1 train per day), and Applicants' Amended Application does not foresee increased freight traffic along these lines.

However, UP has continued to perform maintenance, signalling, and dispatching on these lines according to its standards. These practices might not be compatible with future modernized operations. Furthermore, throughout the recent UP-Metra disputes, UP has sought to require that Metra gain its approval and give additional concessions in order to increase service on the lines. Finally, the need to

obtain UP approval even for projects on track segments nearly solely used by passenger service has caused significant delays and cost overruns on projects such as Peterson/Ridge, as mentioned previously.

As with the UP-W, the Illinois General Assembly and Metra have active plans for increasing service on the UP-N and UP-NW. In addition, the MARK Rail Commission in Wisconsin is actively in the process of obtaining Corridor ID funds for the study of and future implementation of restored UP-N service to Milwaukee. Increased service on the UP-N in particular is consistent with the current demand, the lack of reasonable alternatives (as many of these communities are unusually far away from freeways compared to other suburbs in the region with railway access; Kenosha and Racine's centers are approximately 20-30 minutes from the nearest freeway), and the past service that has shaped these communities, with 1 tph provided by the C&NW[16], 2 tph provided by the Chicago, North Shore, and Milwaukee on the Shore Line Route directly adjacent to the UP-N tracks, and 3 tph provided by the CNS&M on its further inland route[17] for a total of 5 tph approximately along this route throughout the 1940s, compared to the 1 tph it has now.

Applicants propose to operate two more services over the UP Milwaukee Sub, which runs parallel to the UP Kenosha Sub (being UP's former CNW main lines between Chicago and Milwaukee), "Conway-Altoona Manifest (MCWAL)" and "Altoona-Elkhart Manifest (MALEK)". Although they do not show any intention of operating these services on the Kenosha Sub (UP-N) instead, the fact that the Milwaukee Sub is a partially single-track line and the proposed improvements for the MARK project on the Kenosha Sub between Kenosha and Milwaukee, which would include significant improvements in

[16] C&NW Milwaukee Division timetable effective 1943-06-13
[17] CNS&M timetable effective 1946-09-29

track condition and may include double tracking, might encourage Applicants to route through freight trains onto the Kenosha Sub.

The Grand Avenue Yard is a railyard near downtown Chicago that is currently unused except for occasional trains which operate for the sole purpose of not formally abandoning the railway bridge to the Merchandise Mart which is only accessible via the Yard. The Grand Avenue Yard will be a critical line in through-running services, as it is the only route that provides an access between the UP-N and UP-NW lines and the ground level, where a portal for a tunnel such as the popular concept of a Clinton-Roosevelt Connector Line[18] could be built. It would also provide an area for Metra to store and service UP-N/NW trains without having to cross the A-2 Interlocking (where it can access its existing yards at California Ave and Elburn, which are the only yards able to service the toilets on trains on the UP lines[19]); this would be especially important if Metra wishes to operate multiple-unit trains which may require new facilities to maintain or electric trains on the UP-N/NW which would require to either extend the electrification along the UP-W to California Ave Yard. However, there have been proposals to redevelop this yard and the surrounding industrial land, which is near gentrifying parts of the city. Applicants may want to sell this land to private developers, especially given the debts which would be caused by the proposed merger, which would cause serious difficulties in future improvements such as through-running or electrification.

Requests for relief

Of course, it would be ideal if Applicants were to sell the UP-N and UP-NW lines to Metra, and the Kenosha Sub between Kenosha and Milwaukee to Metra or the MARK Commission. However, we understand that the Board is wary of requiring divestments of lines where it might not be remedial. We do note that requiring divestment of these lines would tend to achieve the Board's goal of enhancing

[18] https://buildthetunnelchicago.org/

[19] 2026-11-16 Metra Systemwide Network Plan public meeting

competition, as it would bring the number of competing line owners between Chicago and Milwaukee to 3 from the current 2 and provide additional competition for services between Chicago and the Rock River Valley.

If the trackage is not sold to Metra, we request that Applicants not unreasonably oppose future service improvements, or the necessary additional trackage, easements, or other ROW improvements to implement such improved services.

We request that Applicants be required to avoid operating through trains (not servicing any customers along the line) on the Kenosha or Harvard Subdivision, as these could disrupt these lines' current status as passenger-primary routes with limited freight interference. We also request that Applicants either sell or grant right of first refusal for the Grand Avenue Yard to Metra.

Effects on the SWS

The Southwest Service operates along a former main line of the Wabash Railroad, but it has been cut back to the Chicago exurb of Manhattan, IL. It passes through dense urban and suburban areas along with new developments, and demand growth on the SWS has been strong. Southwest of NS Landers Yard, it is currently leased by Metra from NS, and the only services operated by NS are very occasional (at most 1 train per week) local freights to a customer or customers in Manhattan. Maintenance is currently performed by Metra on this section.

North of NS Landers Yard, there are some Metra-owned sections of track through the freight-congested route to Chicago Union Station, passing through the 75th Street Corridor, Belt Junction, and the former joint C&WI/C&EI/PRR/Wabash line, which are used together with tracks owned by multiple different freight railroads. The 75th Street Corridor Improvements Project (CIP) of the CREATE Program expects to create for Metra a dedicated, substantially grade-separated path through the 75th Street Corridor and Belt Junction onto the Rock Island District, which the SWS could use to access

downtown Chicago rather than using the former joint C&WI/C&EI/PRR/Wabash line. This project would not only benefit Metra, but also the many freight railroads in the area, as it will include many reconfigurations that would reduce conflicting moves through this busy junction. However, we are concerned that the merger of UP and NS may cause significant amounts of Applicants' attention to be dedicated to managing the merger, which may further delay the 75th Street CIP, and that changes in Applicant's traffic patterns through Chicago may cause Applicants' needs for separation to be different than anticipated by the planners of the 75th Street CIP.

Requests for relief

We of course would like for the SWS southwest of Landers Yard to be sold to Metra, but we understand that the Board is wary of requiring divestment where it is not remedial to the harms of the merger. We thus request that NS provide to Metra the right of first refusal on the SWS southwest of Landers Yard, as Metra is currently leasing the line. There may be conditions in the lease (which we do not have a copy of) that may obviate this need.

We support Metra's request for on-time performance guarantees for SWS trains on the route into Chicago Union Station. We understand that the 75th Street CIP, once complete, would provide SWS a grade-separated path that substantially reduces its dependence on this congested corridor and may make separate OTP guarantees unnecessary. For this reason, we also request that Applicants provide funding and prioritized support for the full 75th Street CIP, not merely good-faith participation, so that this long-term remedy is achieved as expeditiously as possible. If Applicants contend that OTP guarantees on the existing route are infeasible in the near term, we submit that this is itself a reason to treat the CIP funding obligation as urgent and binding rather than aspirational.

Effects on the South Shore Line

The South Shore Line, operated by NICTD (the Northwest Indiana Commuter Transportation District), is the main local passenger service in Northwest Indiana and between Northwest Indiana and some areas in Illinois to the Chicago city center.

Both Amtrak, the South Shore Line, and the city of South Bend have expressed interest in serving South Bend Union Station, rather than their current exurban stations near South Bend. To that end, in 2024, the South Bend Redevelopment Commission purchased the Union Station, and in August 2026, Amtrak received a $3.8 million grant from FRA to plan their service to South Bend Union Station.

Amtrak's services through South Bend, namely the *Floridian* and the *Lake Shore Limited*, use the congested NS Chicago Line, which is the busiest line in the NS system in terms of trains per day. Meanwhile, the South Shore Line's track travels closely parallel to the north of the NS Chicago Line until the current Amtrak station at Bendix Rd. Applicants propose to increase the traffic on this line by 4 trains per day under the Operating Plan and by 7 trains per day under the Growth Plan; this line is already very congested.

East of the terminus of the South Shore Line's track at Bendix Rd, the NS Chicago Line (former New York Central line) has currently unoccupied trackways to both the north and the south. In order to ease the congestion on this line, Applicants may wish to construct tracks in these unused trackways.

In the immediate vicinity of South Bend Union Station, CN has tracks crossing and later parallel to NS's tracks.

Finally, although the South Shore Line has engaged in many grade separations separating its track from freight operations, the NS SC&S Branch crosses the South Shore Line at a diamond crossing in Hegewisch, Chicago. However, this appears to be a low-volume industrial track.

Requests for relief

We request that the Board require Applicants to, where possible, prefer to build additional tracks south of the existing tracks rather than north, so as to preserve space for South Shore Line tracks (possibly shared with Amtrak) for access to South Bend Union Station. Ideally, the unused trackways and other necessary ROW north of the NS Chicago Line would be sold to NICTD or another suitable public body; we believe that this is likely one of the most reasonable divestitures to request for Chicagoland passenger service, being an approximately 1.7 mi long stretch of currently unused ROW connecting a publicly-owned passenger railroad to a publicly-owned main passenger station that has a chance of being used by Applicants to ease congestion on one of the most congested lines in Applicants' network.

We also request that the Board require Applicants to engage in good faith and not unreasonably interfere in any efforts by NICTD or Amtrak to double-track the South Shore Line's tracks parallel to the NS Chicago Sub or build new tracks and platforms to access South Bend Union Station.

We are unsure if the NS SC&S Branch will pose any issues in future. It may be necessary to impose conditions on the line if there is a reasonable chance of issues.

Retaining short line-owned and operated ROWs

Short line railways are generally considered by passenger railway operators to be easier to work with. Short line railways often have large networks of track along alignments that were formerly important lines of major railroads before the late-20th-century railroad mergers. The current condition of these lines is often poor, and the service provided is often not very dense. Thus, improved passenger operations would not use up too much of the necessary capacity, and they are more willing to endure temporary disruptions. They might also be willing to adopt modernized practices that Class Is do not, if they had enough funds. The poor condition of the current track and the original much better designs

mean that passenger railways wishing to use the track will often upgrade and maintain the track to high standards, significantly benefitting both the short line railway and their customers. Finally, to our knowledge short line railways are not known to engage in the kind of retaliation, surplus extraction, and extortion that Class Is are often accused of.

For these reasons, passenger railways may often wish to substantially upgrade railway lines currently owned by short line railways, and this may allow better service at lower cost and shorter construction timeline than upgrading a Class I-owned railway. However, this may be jeopardized by short line railways having financial issues and selling railway lines to Class Is, or by losing a lease. Short line railways often lease some poorly-utilized lines from Class Is, but Class I railroads may choose to terminate such leases and operate these lines themselves, as BNSF did in 2024, terminating Montana Rail Link's lease covering approximately 900 miles of track through Montana and Idaho.[20]. This may jeopardize the ability of passenger railways to use these lines for passenger services at the favorable conditions that they would have had under short line operation.

Thus, we request that the STB require that, whenever Applicants wish to acquire a short line railway, terminate the lease of a line leased to a short line railway or to a similar organization (such as a passenger railway, a state department of transportation, a local transportation agency, a railway and rail trail holding company, etc), or sell a line to another Class I railway, that they first offer to sell the line at a reasonable cost and under reasonable conditions to:

- The short line railway currently possessing the line
- Any other railways currently using the line
- Passenger railways currently using or intending to use the line
- State departments of transportation

[20]STB approved termination of the lease on March 8, 2023, effective January 1, 2024. Trains.com, March 8, 2023.

- Local transportation agencies

This condition tends to promote both of the Board's primary goals. As to competition: short line railways frequently provide the only practical rail service for small and medium shippers along their corridors; absorption by a Class I often results in rationalization, rate increases, or service withdrawal, reducing effective competition in those markets. By requiring a right-of-first-refusal chain before such absorption, the Board preserves the possibility of continued independent rail service under short line, public, or passenger railway ownership. As to adequacy of transportation: several corridors currently served by short line railways have significant potential for passenger service restoration or improvement; if those corridors are absorbed into a Class I system, that potential may be foreclosed indefinitely.

Finally, we request that the STB require that, in any city or town where multiple short-line or passenger railways near each other but cannot reach each other directly without the use of tracks owned by Applicants, that Applicants permit said railways, and any other operators who have obtained trackage rights or other permission to use said railways, to use Applicants track to interchange or operate direct services between each other, and to use Applicants ROW to construct additional tracks dedicated to interchange if Applicants dispatching or the density of existing traffic is burdensome. This should alleviate some of the potential harms to competition in regard to short line railways caused by the Applicants merger.

Developments external to the Application

As several other commenters have done, we reserve the right to provide further comment on alleged threats of intimidation and retaliation, which the Board requested further information on from UP in its decision dated 2026-11-04 and which response we had not yet received as of the time of the drafting of these comments. We would like to note that past instances of suspected retaliation by Class

I railroads against other railroads are not limited to freight railroads, but rather also extend to passenger operations, as in the case of BNSF's refusal to allow the Metropolitan Council's Blue Line Extension (Bottineau LRT) on its Monticello Subdivision, where local officials alleged that BNSF was retaliating for Hennepin County's 2015 purchase of a parcel in Crystal that BNSF had intended to use for a freight connection to Canadian Pacific's line.[21]. We also reserve the right, as several other commenters have done, to provide further comment on any response by UP employees to Sen. Richard Blumenthal's inquiry on 2026-11-05 regarding private donations for construction of the White House ballroom.

Sincerely,

/s/ Ethan Charoenpitaks
Ethan Charoenpitaks
Email: echaroenpitaks+fd36873@gmail.com

Dated: 2026-11-18

[21]Roper, Eric. "Is There a Way to get Bottineau LRT Back On Track?" Twin Cities Business, 2019. Available here.

CERTIFICATE OF SERVICE

I certify that I have caused the foregoing *Comments* to be served on the Secretary of Transportation, the Attorney General of the United States, Mr. Rosenthal (representing UP), Mr. Atkins (representing NS), and all parties of record in this proceeding.

Sincerely,

/s/ Ethan Charoenpitaks
Ethan Charoenpitaks
Email: echaroenpitaks+fd36873@gmail.com

Dated: 2026-11-18