

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 35087

**CANADIAN NATIONAL RAILWAY COMPANY AND
GRAND TRUNK CORPORATION**

-CONTROL-

EJ&E WEST COMPANY

**WILL COUNTY'S REPLY IN SUPPORT
OF IHB'S PETITION FOR RECONSIDERATION**

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December 24, 2007

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The Indiana Harbor Belt Railroad Company ("IHB"), filed a petition for reconsideration of the Board's November 26, 2007 decision in which, among others, the Board concluded that the application of the Canadian National Railway Corporation ("CN") and Grand Trunk Corporation to acquire control of the EJ&E Railroad should be classified as a "minor transaction", with all the scheduling and procedural consequences that flow from that decision.¹ For the reasons that follow, Will County, Illinois ("Will County") supports IHB's petition and urges the Board to grant it.

ARGUMENT

I. THE PROPOSED TRANSACTION INVOLVES MATTERS OF REGIONAL AND NATIONAL TRANSPORTATION SIGNIFICANCE

Will County firmly believes that, upon reflection, the Board should find that the proposed control application involves matters of regional and transportation significance and that, in

¹ Although not so designated, Will County, Illinois will treat its notice of intent to participate (filed in this proceeding on December 10, 2007) and the first of its sequential filings, as WILL-1. Accordingly, the subject filing has been designated as WILL-2.

accordance with 49 U.S.C. §11325(c), more time should be devoted to evaluation of the impact of the transaction. The proposed transaction, if approved, involves the wholesale relocation of a significant amount of rail traffic that currently moves through Chicago. That traffic will be re-routed to Will County and other adjacent metropolitan counties. The IHB, which is probably one of the EJ&E's two most significant competitors, has raised fair questions in its Petition for Reconsideration about the possible anticompetitive impacts of the proposed transaction. IHB Petition at 6-7, 14-18. Amtrak has expressed concerns that the transaction would effectively eliminate a line that carries six daily Amtrak trains, including one that carries passenger traffic between Chicago and New Orleans. National Passenger Railroad's Notice of Intent to Participate at 2 (filed Dec. 3, 2007). The Chicago metropolitan area intercity commuter rail passenger service, known as Metra, is contemplating a significant expansion of its system to provide passenger service in a ring around the Chicago metropolitan region. That proposed ring route, known as the STAR project, contemplates use of the EJ&E trackage. These facts alone should cause the Board to find that the proposed control transactions involve issues of national or regional transportation significance.

Moreover, the EJ&E belt main tracks in Illinois have 133 at grade crossings with public highways, roads and streets. The EJ&E main track bisects Will County, and 40 of those public at grade crossings are on the EJ&E belt main track in Will County. According to Will County's preliminary analysis based on available CN materials, the train traffic on EJ&E lines west of the East Joliet Yard is projected to grow to at least 44 daily trains from the 28 current daily trains, and the traffic east of the East Joliet Yard is projected to grow from 6 daily trains to 28 daily trains. Not only does the proposed transaction raise significant environmental and safety concerns in Will County, it also threatens to disrupt the surface transportation system in Will County that currently serves its 600,000 plus citizens, an increase from 500,000 since the 2000

Census. The Chicago Metropolitan Agency for Planning anticipates the growth will continue and projects Will county's population will increase to over 1,000,000 by 2030. Such growth will only aggravate the potentially negative impacts on the overall regional transportation system.. These facts also should trigger a finding that this transaction involves issues of national or regional transportation significance.

II. THE APPLICANTS' LOCAL SERVICE PLAN DETAILS ARE BEST ADDRESSED IN THIS PROCEEDING

As the IHB correctly pointed out, the Applicants have not provided a meaningful local or regional operating plan. IHB Petition at 10-12, 15-16. There is no meaningful detail about how the Applicants intend to operate their system and trains on a regional or local basis; how, when and where new interchanges are going to occur; or how current and projected rail traffic will be switched and operated through existing interconnectors. Without that information, it is impossible for anyone to conduct an informed analysis of the impact of the proposed transaction on: (1) Metra's future regional commuter passenger services; (2) the public roadway surface transportation system in Will County; or (3) the environmental and safety impacts of the proposed transaction.

Some of the EJ&E main track in Will County is projected to see a growth in annual train traffic from 6.4 daily trains to 28.3 daily trains. Applicants' Operating Plan, Attachment A-2, Segment 7. That same line is projected to grow from annual freight of 35,375 tons to 226,994 tons, a 542 percent increase. *Id.* Other than a suggestion that CN engineers either examined the EJ&E lines or talked to EJ&E personnel, there is no detail in the Applicants' submission that would explain what the Applicants have done to ensure that the existing EJ&E system will hold

up to the enormously increased daily pounding resulting from a 542 percent increase in freight tonnage. See Application, Verified Statement of Daniel L. Novak at 201-02.²

The Applicants' statements concerning a local operating plan are equally troubling. With respect to a local operating service plan, the Applicants simply stated:

Local trains on the EJ&E reach EJ&E customers on a regular basis and connect customers on the EJ&E with the North American railroad network through the EJ&E's full array of interchange points. In the near term CN plans to continue this method of service for local trains on the EJ&EW system. Eventually, after gaining experience operating EJ&EW, CN would develop and put in place an integrated EJ&EW local service plan.

Based on the record before the Board, one cannot be sure whether the EJ&E tracks can handle the tremendous increase in traffic, based on the existing tracks. One also cannot tell how the switching operating required to service the EJ&E's existing shippers will be handled, because the Applicants opted not to develop a local service plan, and there is no detail as to how effectively or fast interconnecting traffic can be moved onto the existing EJ&E track. The net effect is that an objective observer would have no idea how effective the combined system will be, or what the resultant rail congestion will be in Will County or elsewhere. Unless the Board reverses its characterization of the proposed transaction as a minor transaction, the resultant truncated procedural schedule does not afford sufficient time to ferret out in discovery the operating details required to fairly assess these issues.

The details concerning the Applicants' regional and local operating plan are going to have to be addressed before the STB determines what action to take on the proposal and what conditions to impose. The plain fact is that, given the number of public at grade crossings involved, one cannot meaningfully assess the environmental and safety impacts associated with

² The Applicants do say they intend to spend \$100 million in capital improvements, but provide no detail concerning that proposed expenditure.

the proposed transaction without having some greater knowledge of the Applicants' current and projected operating, switching and interconnect plans. Those plans have to be known in order to establish the projected frequency and duration of the blockage of the at grade crossings, which in turn, will drive part of the evaluation of the environmental, safety and other human factor consequences of the transaction. Those same facts, however, are also needed to evaluate the impact on the IHB and other competitors, Metra and the Chicago regional surface transportation system. The public interest is best served if the facts and impact of the Applicants' projected regional and local operating plan are made available to and evaluated by all the parties to this proceeding, and not just by HDR, Inc., the Board's contractual environmental consultant, as part of the environmental review process.

Moreover, in all likelihood, it will take more than a year to complete an environmental impact statement relating to this project. Not only does the law support treating the proposed acquisition as a significant transaction; common sense suggests there is simply no good reason for a rush to judgment or to impose a limited procedural schedule for this phase of the review process.

III. THE RECORD DOES NOT SUPPORT ANY ASSUMPTION CONCERNING PUBLIC BENEFITS

Furthermore, as noted above, there is no detail in the materials that the Applicants have filed with the Board that explains how the Applicants plan to improve and maintain the EJ&E tracks to handle the substantial increase in traffic. The EJ&E has not been handling anywhere close to the projected volume of traffic, and there is nothing in the record to support an assumption that it is capable of handling the vastly increased volume of traffic over an extended time period. There also is no description of how the Applicants propose to switch existing EJ&E shipper traffic onto the main tracks without clogging the system. In short, there is no basis in the

record to assume that the transaction offers any public benefits because the bottleneck in traffic may simply be shifted from Chicago to Will and other adjacent metropolitan counties.

The Board's preliminary conclusion that the public benefits of the proposed transaction outweigh the anti-competitive effects may very well prove to be accurate. The existing record, however, does not have enough facts to support that assumption.

IV. THE BOARD'S PROCEDURAL SCHEDULE SHOULD ALLOW TIME FOR CONSIDERATION OF PROPOSED ENVIRONMENTAL CONDITIONS

The current procedural schedule contemplates that the parties will submit proposed conditions to the transaction on January 28, 2008. The unspoken premise is that the conditions required to mitigate the environmental consequences of the transaction will be addressed in the environmental process.

It is true that the notice published December 21, 2007 in the Federal Register contemplates that affected parties will have an opportunity to comment on the draft environmental impact statement. Practically speaking, that is when parties will suggest or address conditions required to mitigate the environmental consequences of the proposed transaction. However, after the Board's Section of Environmental Analysis prepares the final Environmental Impact Statement ("EIS"), there is no scheduled date for parties to request additional conditions before the Board considers issuance of a Record of Decision ("ROD").

The practical consequence is that the Board's Section on Environmental Analysis, and not the Board itself, is the final decision maker with respect to proposed environmental mitigation conditions. To remedy that situation, as the Board considers IHB's petition and any related schedule changes, Will County urges the Board to include time in the schedule for parties to submit additional comments on the EIS or proposed conditions for environmental mitigation approximately 30 days after the final EIS is issued, and in any event, at a date which will allow

the Board sufficient time to consider such comments and proposals prior to voting on whether to issue a ROD.

CONCLUSION

For all the reasons discussed above, Will County urges the Board to grant IHB's Petition for Reconsideration and establish a procedural schedule that will allow time for full vetting of all public interest considerations associated with this proposed transaction which involves issues of significant regional and national importance.

Respectfully submitted,
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Dated: **December 24, 2007**

CERTIFICATE OF SERVICE

The undersigned attorney hereby certifies that he has caused a true and correct copy of the foregoing document(s) to be served upon:

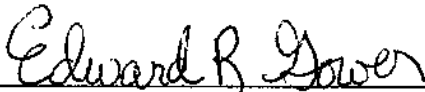
SECRETARY OF THE SURFACE TRANSPORTATION BOARD

Honorable Vernon A. Williams
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ALL PARTIES OF RECORD AS OF THIS DATE

SEE ATTACHED SERVICE LIST

via electronic delivery from the law office of Hinshaw & Culbertson LLP, 400 South Ninth Street, Suite 200, Springfield, Illinois, 62701, to the persons named on the Surface Transportation Board's service list as of this date, December 24, 2007.



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