

PUBLIC VERSION

244514

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

ENTERED
Office of Proceedings
October 12, 2017
Part of
Public Record

STB Docket No. AB-1258

**ALLOY PROPERTY COMPANY, LLC – ADVERSE ABANDONMENT –
CHICAGO TERMINAL RAILROAD IN CHICAGO, IL**

APPLICATION FOR ADVERSE ABANDONMENT

**FILED
October 12, 2017
SURFACE
TRANSPORTATION BOARD**

**FEE RECEIVED

October 12, 2017
SURFACE
TRANSPORTATION BOARD**

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Dated: October 11, 2017

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Pursuant to 49 U.S.C. § 10903(a) and 49 C.F.R. § 1152.22, Alloy Property Company, LLC (“Alloy”) applies for a determination that the public convenience and necessity require the adverse abandonment of the authority of the Chicago Terminal Railroad (“CTR”) to operate over portions of CTR’s lines in Chicago, Illinois beginning at the western right-of-way line of North Elston Avenue and proceeding east and south to Goose Island (the “Line”).¹

The “primary question” in an adverse abandonment case is whether “removal of [the Board’s] jurisdiction as a shield against state law is in the public interest.”² To decide this question, the Board weighs any need for rail transportation against the cited reasons for abandoning rail service and determines whether the public interest justifies continued Board jurisdiction to “shield” the railroad line from the ordinary operation of state property law.³

¹ A map of the Line is attached to this application as Exhibit 1. This application does not seek abandonment of any of CTR’s tracks and operations in Elk Grove Village, Illinois or in Bensonville, Illinois, and it does not seek abandonment of the portion of CTR’s North Avenue Line between Union Pacific’s North Avenue Yard and the western side of North Elston Avenue.

² *CSX Corp. & CSX Transp., Inc. – Adverse Abandonment Application – Canadian Nat’l Ry. Co., & Grand Trunk W. R.R. Inc.*, STB Docket No. AB-31 (Sub-No. 38), at 6 (STB served Feb. 1, 2002) (“*Grand Trunk*”); *see also Minn. Commercial Ry. Co. – Adverse Discontinuance – In Ramsey Cty., MN*, STB Docket No. AB-882, at 3 (STB served Jul. 16, 2008) (“*Minn. Commercial*”) (“we do not allow our jurisdiction to be used to shield a line from the legitimate processes of state law where no overriding Federal interest exists.”); *Modern Handcraft, Inc. – Abandonment in Jackson Cty., MO*, 363 I.C.C. 969, 972 (1981) (“We will not allow our jurisdiction to be used to shield a carrier from the legitimate processes of State law where there is no overriding Federal interest in interstate commerce.”).

³ *Paulsboro Ref. Co. LLC – Adverse Abandonment – in Gloucester Cty., N.J.*, STB Docket No. AB-1095 (Sub-No. 1) (STB served Dec. 2, 2014); *Grand Trunk* at 6 (“Where no overriding federal interest exists, we will not allow our jurisdiction to be used to shield a carrier from the legitimate processes of state law.”); *see also City of*

Rarely has the Board been presented with a case where the balance of interests is more lopsided. On one side of the balance, there is no need for rail transportation on the Line. No rail shipments have originated or terminated on the Line since January 2015. (The Line thus would qualify for a class exemption under 49 C.F.R. § 1152.50 if CTR requested one.) In recent years, any businesses on the Line that once could have used rail transportation have ceased operations, relocated to other areas of Chicago, or converted entirely to the use of non-rail transportation. Indeed, only one currently operating business on the Line has ever originated or terminated a rail car with CTR. That business no longer uses rail service, and CTR has not identified any reasonable prospects for future business on the Line. While CTR has made sweeping claims to the Board about alleged “present and potential users of rail service” on the Line,⁴ it has not identified a single business that has expressed the slightest interest in present or future rail shipments on the Line.

On the other side of the balance, the public interest strongly favors abandonment. Alloy initiated this proceeding because it is working to transform a critical piece of vacant, former industrial property into a major mixed-use development that will benefit residents, businesses, and visitors. Alloy’s planned “Lincoln Yards” development will create a vibrant new urban center on centrally located riverfront property that has been mentioned as a potential candidate for

Chicago, IL – Adverse Abandonment – Chicago Terminal R.R. in Chicago, IL, STB Docket No. AB-1036, at 3 (STB served Jun. 16, 2010) (“*City of Chicago*”).

⁴ See Reply of Chicago Terminal Railroad, *Alloy Property Co., LLC—Adverse Abandonment—Chicago Terminal R.R. in Chicago, IL*, STB Docket No. AB-1258, at 11 (Jun. 21, 2017) (“Reply to Petition for Waiver”).

Amazon's second headquarters.⁵ Whether or not Lincoln Yards is actually selected as Amazon's second headquarters, clearing away unnecessary jurisdictional obstacles to a significant project (which is expected to proceed in any case) will benefit the Chicago metropolitan area and thus promote the public interest.

Alloy's project would not be the only beneficiary of abandonment, however. The application is supported both by local landowners and the City of Chicago. Counsel for the City for Chicago has authorized Alloy to represent that the City supports Alloy's adverse abandonment application and that the City will be submitting further comments for the record setting forth its position. Abandonment of the Line is consistent with the City's land use planning. The Chicago Plan Commission recently adopted the North Branch Framework Plan ("Plan") for redevelopment of the North Branch Industrial Corridor area of Chicago ("Corridor"), which includes Goose Island.⁶ The Plan calls for changes to land use policy within the Corridor to attract innovation and technology-oriented businesses, while relaxing previous restrictions, fostering new mixed-use neighborhoods and incorporating accessible public open space.⁷ The continued existence of an unused

⁵ See Ryan Ori, *Chicago developer aims at Amazon with \$10B vision for former steel plant site*, Chicago Tribune (Sept. 13, 2017), attached as Ex. 5.

⁶ *North Branch Framework Plan and Design Guidelines*, City of Chicago (Jul. 12, 2017), available at https://www.cityofchicago.org/city/en/depts/dcd/supp_info/north-branch-industrial-corridor.html.

⁷ See City of Chicago, *North Branch Framework*, at 2 (May 2017) ("Framework Plan"), available at https://www.cityofchicago.org/content/dam/city/depts/dcd/supp_info/industrial/Draft_North_Branch_IC_Framework_Design_Guidelines.pdf.

freight rail line that is located either in critical public streets and sidewalks within the Corridor or across the heart of properties intended for mixed-use development is inconsistent with this Plan and the future development of the area.

Other property owners on the Line have submitted statements advocating for abandonment, which would foster the continued development of the area for mixed-use purposes that do not require freight rail service.⁸ Abandonment of the Line would clear the way for the City to begin to realize its vision for redeveloping the Corridor.

CTR's own recent conduct is further evidence of why it is in the public interest for the Board to remove the shield of its jurisdiction from this unnecessary rail line. Several months after Alloy indicated its intent to initiate this proceeding, CTR began to park rail cars on the Line, including in the public way and on sidewalks in front of businesses.⁹ CTR's actions led to an understandable outcry from the property owners whose businesses were affected by this aggressive action and an immediate response from the City, which demanded that CTR remove cars from the public way.¹⁰ CTR initially ignored the City's orders, and instead

⁸ See Verified Statement of Matthew Garrison; IAC Letter of Support.

⁹ CTR does not own any of the property underlying the Line; the Line consists entirely of easements for railroad purposes. Nearly all of the Line from Clifton Street southwards (including all of Goose Island) exists in public streets and sidewalks in and along North Cherry Avenue and North Branch Streets.

¹⁰ See Ryan Ori, *Goose Island landlords worry 'railroad trolls' will derail North Side development*, Chicago Tribune (Sept. 21, 2017), attached as Ex. 6; Alby Gallun, *A rail showdown on Goose Island*, Crain's Chicago Business at 2 (Sept. 21, 2017), attached as Ex. 7.

demanded extraordinary payments from property owners who ask CTR to remove those storage cars. As Matthew Garrison explains in his verified statement, CTR informed property owner R2 that it would only move the cars parked in front of R2's building if R2 wired CTR \$275,000 within one business day.¹¹ (CTR has admitted in the press that it made this demand.¹²)

Similar demands were made of another Goose Island tenant, IAC Goose Island LLC ("IAC").¹³ IAC explains that CTR recently began storing rail cars on "on-street tracks adjacent to the truck loading areas of the IAC Property. . . . The storage of the Railroad Cars is impeding trucks from accessing the IAC Property to and from the public streets and right of way."¹⁴ When IAC approached CTR to remove the rail cars, CTR demanded "a fee of \$250,000 per car to move them." *Id.*

Documents produced in discovery show that CTR's sudden decision to begin parking cars on the Line was not the result of some external, urgent need for storage. On the contrary, {

¹¹ See Verified Statement of Matthew Garrison at 3.

¹² See Ex. 6 (reporting CTR's assertion that the \$275,000 it demanded to move its rail cars was "a fair amount").

¹³ See IAC Letter of Support.

¹⁴ See *id.*

¹⁵ See *infra* at 19. CTR also moved two of its own gondola cars onto the Line in March 2017 and parked them on the property of Burgoyne, LLC (which, not coincidentally, was engaged in civil litigation with CTR.) These cars were removed and replaced with tank cars in August.

}

In the wake of public outcry over CTR's decision to begin parking rail cars on the Line, CTR was asked by the tank cars' owner to move the cars off the Line.¹⁷ But CTR has vowed to bring other cars onto the Line for "storage."¹⁸ CTR's attempt to gain leverage over the community by parking rail tank cars around downtown businesses and then demanding payoffs to move them is exactly the kind of abuse of the Board's jurisdiction that should not be shielded from the legitimate processes of state law.

Sections I and II of this Application contain the primary substantive elements of Alloy's case in chief. Section I explains that there is no current need for rail service and responds to the claims that CTR has made about "users" of the Line and the supposed potential to use the Line for transloading and storage. Section II summarizes the reasons why abandonment is in the public interest. Section III then

¹⁶ See Ex. 8 { }

¹⁷ See Alby Gallun, *Rail cars roll off Goose Island, but 'railroad troll' to bring them back*, Crain's Chicago Business (Oct. 3, 2017), <http://www.chicagobusiness.com/realestate/20171003/CRED03/171009952/railcars-roll-off-goose-island-but-iowa-pacific-to-bring-them-back>, attached as Exhibit 9.

¹⁸ See *id.*

sets forth the remaining elements of the abandonment application, in the order set forth in 49 C.F.R. § 1152.22.

I. THERE IS NO NEED FOR RAIL TRANSPORTATION SERVICE.

There is no longer a need for rail transportation service along the Line. No freight movements have originated on, terminated on, or otherwise traversed the Line east of Elston Avenue since January 2015, and no shippers that have been served by CTR in the past have a current need for rail service. Nor is there any reasonable prospect of future rail service needs along the Line. None of the “potential customers” that CTR has claimed are even located on the Line, and the assertions CTR has made about potential transloading opportunities on the Line are meritless.

Furthermore, CTR’s eleventh-hour claim that it needs the Line for “storage” does not withstand scrutiny. Because rail cars can be stored anywhere, storing rail cars on an otherwise unused line does not create grounds for continued Board jurisdiction. The unique circumstances of this case present no reason to believe that CTR has a legitimate need for storage on this particular line, and every reason to believe that it is abusing the Board’s jurisdiction by parking cars on the public way in an improper effort to obtain windfall payments from local businesses.

A. CTR Has No Active Customers on the Line.

CTR’s traffic records show that it has not originated or terminated traffic for any customer on the Line in over two years. According to CTR’s own traffic records, only { } carloads have moved over the Line since January 1, 2015, and none at all

since May 14, 2015.¹⁹ Of those { } carloads, { } originated from or were destined to the Big Bay Lumber facility that closed in 2015. { } was delivered to General Iron. Since that time, CTR has not originated or terminated traffic for any shippers on the Line. As CTR has admitted in other litigation, it “struggles for business as a result of customers having recently left Goose Island and also because of competition with truck and barge carriers, both of which uniquely serve the Goose Island area.”²⁰

While CTR has asserted that its lack of recent rail shipments on the Line was due to a vandalized swing bridge,²¹ its traffic records do not support that conclusion. Damage to the bridge in question was discovered on November 9, 2015.²² At that time CTR had not shipped a carload over the Line in nearly five months. And while the bridge was apparently opened sometime in May 2017, no carloads have originated or terminated on the Line since that time.

The absence of freight customers on the Line is not a new phenomenon. Since 2013, CTR has only originated or terminated traffic for three customers on the Line: Finkl Steel, Big Bay Lumber, and General Iron. Of these three former shippers, only one is still in business on the Line.

¹⁹ See Exhibit 10 {

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²⁰ Memorandum in Support of Plaintiff’s Motion for Preliminary Injunction at 9, *Chicago Terminal R.R. Co. v. Burgoyne, LLC*, No. 16-10606 (N.D. Ill. Nov. 15, 2016).

²¹ See Reply to Petition for Waiver at 8.

²² Exhibit 11 (11-10-15 Daily Report).

Finkl Steel has relocated from its former site on the Line to another industrial area of Chicago.²³ The Finkl Steel site was acquired by Alloy and is now vacant land. Alloy is planning to develop a new project that will be known as Lincoln Yards. As explained in the Verified Statement of Chang Lee, Alloy's proposed mixed-use development will not involve any reliance upon rail service, and indeed the continued presence of a rail line would be an impediment to the redevelopment of the site.²⁴

Big Bay Lumber ceased operations in 2015. The owners of the former Big Bay site are currently working with Hines Interests on a project to redevelop the site into commercial office space.²⁵

General Iron is still operating, but it no longer uses CTR's rail service.

General Iron {

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In discovery responses, CTR also claimed that Union Tank Car Company and South Chicago Packing are "present users of the line," but there is no evidence that

²³ See Framework Plan at 35 (noting that Finkl & Sons relocated from North Branch to the Burnside Industrial Corridor).

²⁴ See Verified Statement of Chang Lee.

²⁵ See, e.g., Ryan Ori, *Wooden office building planned on Goose Island*, Chicago Business (Feb. 6, 2017), <http://www.chicagobusiness.com/realestate/20170206/CRED03/170209926/wooden-office-building-planned-on-goose-island> (noting that Big Bay Lumber closed in 2015 and that a real estate developer is planning to build a wooden office building on the site), attached as Exhibit 12.

either entity is a “user” of the Line.²⁶ South Chicago Packing manufactures oils, shortening, and other products from animal and vegetable fats at a plant located at 945 W. 38th Street, approximately five miles south of the Line’s southern terminus.²⁷ It has no facilities on Goose Island, and CTR’s traffic records contain no indication that it ever originated or terminated carloads on CTR.²⁸ Moreover, South Chicago Packing’s plant is directly served by Norfolk Southern Railway, meaning that it would have no need for any hypothetical transloading operation. *See* Ex. 13 (photo of South Chicago Packing facility being served by rail).

Union Tank Car Company is a car leasing company that has no facility on the Line that originates or terminates traffic. Union Tank Car is not a “user” of the Line in any ordinary way, and appears to only be listed as a user because CTR began storing some Union Tank Car cars on the Line in August 2017. As discussed below, storing cars on a rail line cannot create a need for rail transportation on an otherwise unused line, because rail cars can be stored anywhere.²⁹ That is

²⁶ *See* Ex. 14 at 4-8 (CTR discovery responses identifying alleged “active users” of the Line). CTR also listed Sipi as an active user of its line, but as explained above the proposed abandonment would not affect CTR’s ability to serve Sipi. *See supra* at 1 n.1.

²⁷ *See* South Chicago Packing, <http://www.southchicagopacking.com/contact-questions-information/> (last visited Oct. 6, 2017) (listing address at 945 W. 38th Street, Chicago, IL 60609).

²⁸ *See* Ex. 10 {

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²⁹ *See infra* at 19. Indeed, Union Tank Car reportedly asked CTR to move its cars off the Line and to store them elsewhere. *See* Alby Gallun, *Rail cars roll off Goose Island, but ‘railroad troll’ to bring them back*, Crain’s Chicago Business (Oct. 3, 2017), attached as Exhibit 9.

particularly so in this case, where the rail car storage involves parking rail tank cars in the public way in defiance of City orders and the community's interests and where the storage arrangement was transparently engineered by CTR as a last-ditch effort to stave off abandonment.

B. CTR Has No Reasonable Prospects of Developing Additional Business on the Line.

Not only does CTR have no active customers on the Line, CTR has not identified any prospective customers who have a realistic need for freight rail service on the Line. In response to an interrogatory asking it to explain its assertion that there were “present and potential users of rail service” on the Line,³⁰ CTR provided a list of 25 “potential users of the Line.”³¹ It is well established that “the Board will not unquestioningly accept speculative claims of potential freight traffic.”³² But to describe CTR's claimed “potential freight traffic” as “speculative” is being generous. None of these “potential users” have any facilities on the Line or genuine potential for future need of rail service on the Line. These users have no prospect of originating or terminating future carloads on the Line—indeed, they have no connection to the Line whatsoever.

³⁰ See Reply to Petition for Waiver at 11.

³¹ See Ex. 14 at 4-8 (CTR interrogatory responses). CTR's list of “potential users” included 30 entities because it included five entities that it also claimed were “active users” of the Line: General Iron, Big Bay, Sipi, Union Tank Car, and South Chicago Packing. These “active users” were addressed above.

³² *Denver & Rio Grande Ry. Historical Found. – Adverse Abandonment – in Mineral Cty., CO*, STB Docket No. AB-1014, at 12 (STB served May 23, 2008) (“*Denver & Rio Grande*”).

These 25 “potential users” fall into three categories:

- 1) Rail shippers that have a facility in Chicago (but not one on the Line);
- 2) Rail shippers that appear to have no facilities in Chicago; and
- 3) Miscellaneous entities that are not rail shippers.

CTR’s first category of “potential users” at least have the virtue of being located in the City of Chicago. But the three “potential users” with facilities in Chicago are located nowhere near the Line, and it is a mystery why CTR claimed that they could be future users of the Line.

One of these three is Koval, Inc., a distillery with a single facility that is located at 5121 N. Ravenswood Ave., Chicago, IL 60640, approximately five miles north of the Line. Koval’s facility is located across the street from an elevated Union Pacific line that is used almost exclusively for commuter service, and it is highly doubtful that Koval ever uses that line for rail service.³³ In any event, Koval has no conceivable need for rail service on the Line at issue here.

The second “potential user” with facilities in the Chicago area is Solvay, Inc., a chemicals company with many nationwide facilities, one of which is at 1020 State Street in Chicago Heights, over 30 miles south of the Line. Satellite photos show that this facility is directly served by Union Pacific Railroad.³⁴ Again, there is no conceivable reason why Solvay would need rail service on the Line in question here.

³³ See Ex. 15 (satellite photo of Koval facility).

³⁴ See Ex. 16 (satellite photo of Solvay facility).

The third supposedly potential user with a facility in Chicago is ADM. ADM is a global food ingredient provider, with global facilities, including multiple Illinois terminals outside of Chicago. It does have a Chicago plant at 1300 W. Carroll Avenue, Chicago, IL 60607, which is directly served by Norfolk Southern Railway and not located on the Line.³⁵ Here, too, it is not clear how ADM possibly could be a “potential user” of the Line.

CTR’s second category of “potential users” are companies that likely use rail service, but that appear to have no facilities in Chicago. CTR has provided no explanation of how any of these companies might develop a need for rail service on the Line. These companies are:

- Bella Logistics (920 South Main Street, Boerne, TX 78006): Bella Logistics provides frac sand and barite, produced in Wisconsin, Texas, and New Mexico. The company manages its own private rail fleet, as well as its own transloading and storage facilities, mainly in Texas.³⁶ The company does not appear to have any facilities located near the Line.
- Chevron Energy Solutions (619 Enterprise Dr., Oak Brook, IL 60523): Chevron Energy Solutions provides renewable energy sources and energy efficient technologies, and it has multiple locations around the country that may use rail service. None of those locations are anywhere near the Line.
- Chippewa Sand Transport (14477 County Rd. S., Chippewa Falls, WI 54729): Chippewa Sand Transport ships sand, typically via trucks.³⁷ The company does not have any facilities near the Line.
- Fairmount Santrol (776 Centennial Dr., Ottawa, IL 61350): Fairmount Santrol provides sand and sand-based products, and operates two industrial

³⁵ See Ex. 17 (satellite photo of ADM facility).

³⁶ See Ex. 18 at 1-2.

³⁷ See *id.* at 3-4.

and recreational terminals in Illinois.³⁸ The company has no facilities located anywhere near the Line.

- Mitsui & Co. USA Inc. (200 E. Randolph St., Chicago, IL 60601): Mitsui & Co. is involved with, among other things, infrastructure projects and materials and transportation systems, including leasing railcars. The company does not have any facilities located near the Line.³⁹
- NRG Energy, Inc. (1201 Fannin Street, Houston, TX 77002): NRG is an energy company with multiple locations around the country that may use rail service. None of those locations are anywhere near the Line.
- Packaging Unlimited (1729 McCloskey Ave., Louisville, KY 40210): Packaging Unlimited manufactures and sells custom packaging containers and supplies. The company has 9 facilities in 5 cities throughout Kentucky and North Carolina, but no facilities near the Line.
- Preferred Sands (N33005 Helmers Rd., Blair, WI 54616): Preferred Sands delivers sand products. The company operates facilities in Nebraska, Arizona, and Wisconsin, and a terminal in Canada, and has no facilities near the Line.⁴⁰
- Red Hill Lava Products, Inc. (4000 US-285, Antonito, CO 81120; P.O. Box 925, Milan, IL 61264): Red Hill Lava Products supplies bulk lava rock products via the use of their own rail cars. The company is headquartered in Rock Island, Illinois, but the company's two "bagging locations"—one in Colorado and one in New Mexico—are nowhere near the Line.⁴¹
- Superior Silica Sands (140 West Pine St., New Auburn, WI 54757): Superior Silica Sands is a supplier of frac sand with plants in Wisconsin and Texas and transload terminals in Montana, Texas, Oklahoma, Ohio, and West Virginia.⁴² The company does not have any facilities located near the Line.
- Targray Technology Int'l, Inc. (18105 Transcanadienne, Kirkland, QC, Canada H9J 3Z4): Targray supplies energy materials, including lithium-ion batteries, biodiesel, and PV materials. The company has no facilities located near the Line.

³⁸ See *id.* at 5-6.

³⁹ See *id.* at 7-11.

⁴⁰ See *id.* at 12.

⁴¹ See *id.* at 13.

⁴² See *id.* at 14-15.

- Unimin Corp. (4000 Baker Rd., Ottawa, IL 61350): Unimin Corp. is a mineral producer headquartered in New Canaan, CT. The company has facilities throughout the US and Mexico, but none are located anywhere near the Line.⁴³

Lastly, CTR inexplicably listed a group of railroads, third party logistics providers, and rail equipment and leasing companies as “potential users” of the Line.⁴⁴ Because CTR provided no explanation of how any of these entities could ever act as shippers originating or terminating traffic anywhere (let alone on the Line), the Board can dismiss these alleged “potential users” out of hand.

C. Speculative Claims of Potential Transloading Cannot Create a Need for Rail Service.

CTR has also claimed that the Line could be used for “transloading.”⁴⁵ But there is no reasonable prospect of transloading on the Line, and even if there were, that prospect could not create grounds for continued rail service.

In the first place, it is not clear that the potential of transloading alone could ever be enough to warrant continued Board jurisdiction over an otherwise unused rail line. The very purpose of a transloading facility is to interchange goods from trucks to railcars and thus allow trucks to serve as the “first mile” and/or “last mile” of a delivery chain. Because all the customers that could use a transloading facility are ultimately served by truck, there is no compelling need to locate that transloading facility in any particular location or on any particular rail line.

⁴³ See *id.* at 16-18.

⁴⁴ The entities in this category are Navcor; Progress Rail; Union Pacific; Creative Rail Marketing Services; SMBC Rail Services; CIT Rail; Red Rail Solutions; CM&P Consultants; Trinity Industries; and Viper Rail Car Storage.

⁴⁵ See Reply to Petition for Waiver at 9.

Regardless, CTR has no realistic plans to develop transloading on the Line. In response to discovery requests asking CTR for any documents it had related to transloading on the Line, CTR was unable to produce any concrete plans for transloading at any particular site on the Line.⁴⁶

Even if CTR had an actual plan for a transloading facility, there is no public need to locate a transloading facility in this particular location. The Chicago area contains dozens of active transloading facilities that can transfer all sorts of commodities from railcars to trucks or vice versa. To take a few examples, Union Pacific operates five transloading facilities in Chicago, as well as transloading facilities in Chicago Heights, Argo, Melrose Park, Northlake, West Chicago, Aurora, and Joliet, Illinois.⁴⁷ International Transload Logistics, Inc., has three transloading facilities in the Chicago area that are served by multiple railroads.⁴⁸ Chicago South Shore has two transloading facilities: one that is a general transloading facility, including for steel and lumber, and one for dry bulk commodities, including food.⁴⁹ Neill Cartage has transloading facilities in the Chicago area served by UP and

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⁴⁷ See Ex. 20 at 1-2.

⁴⁸ See *id.* at 3-5.

⁴⁹ See *id.* at 6-9.

BNSF railroads.⁵⁰ Midway Transload provides a warehouse facility and transloading services minutes away from the UP, CSX, CN, CP, and BNSF railroads,⁵¹ and OmniTrax has a Chicago transloading facility near the Blue Island interchange.⁵²

Indeed, CTR itself serves multiple logistics providers that perform transloading services in the Elk Grove Industrial Park. The website of Iowa Pacific, the parent company of CTR, lists both Elk Grove Village, Illinois, and Bensenville, Illinois as transloading facility locations for CTR.⁵³ Elk Grove Village appears to have three separate transloading facilities served by CTR: Grand Worldwide Logistics, Corp.,⁵⁴ Cargo Pacific Logistics,⁵⁵ and Port to Port, Inc.⁵⁶

Thus, even if CTR had a concrete and workable plan for transloading on the Line (which it does not), there would be no compelling need to conduct that transloading on the Line rather than at the transloading facilities CTR serves at Elk Grove Village or at any of the dozens of other transloading facilities in Chicago.

Moreover, CTR's financial situation plainly would not allow it to make a serious investment in a transloading facility. CTR currently owes over \$3 million to the federal government for unpaid railroad retirement taxes. The Internal Revenue

⁵⁰ *See id.* at 10-11.

⁵¹ *See id.* at 12.

⁵² *See id.* at 13-16.

⁵³ *See, e.g., id.* at 17-18.

⁵⁴ *See id.* at 19-31.

⁵⁵ *See id.* at 32-33.

⁵⁶ *See id.* at 34-35.

Service has issued a Notice of Federal Tax Lien against CTR in the amount of \$3,301,442.29 for unpaid taxes for the years 2013, 2014, and 2015.⁵⁷ A resulting lien in favor of the United States has been recorded against property owned by CTR. CTR also has failed to make lease payments on its locomotives and has been served with notices of termination of the lease agreements and notices of intent to take possession of the leased locomotives.⁵⁸ CTR failed to pay rent on the locomotives beginning in September 2015 and continuing through at least July 5, 2017, resulting in a total past due amount of \$39,000 in rental payments.⁵⁹

In sum, CTR's speculative claims about transloading on the Line are unsupported and unrealistic, and they do not create a basis for continued Board jurisdiction over the unused Line.

D. Rail Car Storage Is Not a Viable Defense to Abandonment.

CTR also claims that it needs to maintain operations over the Line for rail car storage.⁶⁰ But the Board has never held that rail car storage alone can create a need for continued rail service. Indeed, it has approved adverse abandonments of lines that were used for rail car storage but not for serving customers. *See Minn. Commercial* at 1 (approving adverse abandonment on line “used for storing unused

⁵⁷ *See* Ex. 21 (Notice of Federal Tax Lien).

⁵⁸ *See* Ex. 22 (Letter from T. McFarland to M. Warren re: Chicago Terminal Railroad).

⁵⁹ *Id.* (attaching letter from T. McFarland to D. Michaud re: Locomotive Lease Agreement, Unit No. ILSX 900).

⁶⁰ *See* Ex. 23 (supplemental response to INT. 13).

rail cars”). That is not surprising. Because rail cars can be stored anywhere, there can be no compelling public need to store rail cars on any particular stretch of track.

There is plainly no compelling need to store railcars on an unused rail line near downtown Chicago. CTR itself has storage facilities in Elk Grove Village that it advertises to the public. The Board can take note of the fact that CTR is controlled by Iowa Pacific, which controls multiple other railroads that could provide storage space.⁶¹ Moreover, there are hundreds, if not thousands, of locations in the rail network that could store unused rail cars.⁶² There is no compelling need for rail storage on this particular Line in the middle of a densely populated urban area well advanced in its transition from heavy industrial uses to residential/retail/office/technology uses.

Furthermore, CTR’s conduct provides no reason to believe its claims that it needs to use the Line for storage. In the first place, there is no evidence that CTR used the Line for rail car storage before August 2017. {

}⁶³

Indeed, CTR’s website does not even list the Line as a potential rail car storage site.

⁶¹ See Ex. 24, Iowa Pacific, *Railcar Storage*, <https://www.iowapacific.com/services/railcar-storage/> (last visited Oct. 6, 2017) (listing six available rail car storage locations in the United States).

⁶² A simple Google search for rail car storage in Chicago lists numerous options in the first page of results, including CTRM Railcar Storage, JBC Rail Services, Viper Railcar Storage, OmniTRAX, The Indiana Rail Road Company, among others.

⁶³ As discussed above, CTR moved two of its own cars onto Burgoyne’s property earlier in 2017.

Instead, CTR storage is advertised only by the Union Pacific Interchange at Elk Grove Village, Illinois.⁶⁴

Furthermore, there is strong evidence that CTR only began storing cars on the Line in recent months in an attempt to obtain leverage over Alloy, the City, and the community. All of the cars that were recently stored on the Line were there pursuant to {

⁶⁴ See Ex. 24, Iowa Pacific, *Railcar Storage*, <https://www.iowapacific.com/services/railcar-storage/> (last visited Oct. 6, 2017).

⁶⁵ See Ex. 8.

⁶⁶ {

}

}

It is also clear that the purpose of the cars being stored on the Line is not so that CTR can realize the { } amounts of revenue it receives for railcar storage, but rather so that it can extract windfall payments in exchange for moving the cars. Several of these cars were parked on Alloy's property and on the property of Burgoyne, LLC, a local landowner that has been in litigation with CTR. Others were parked in the public way and around other Goose Island buildings.

CTR recently parked several cars near a building owned by R2 on Goose Island in a way that interfered with access to the building. *See* Verified Statement of Matthew Garrison. R2 contacted CTR to discuss movement of the railcars, and CTR informed R2 that it would only move the cars if R2 paid CTR \$275,000 by wire transfer within 24 hours. *Id.* In response to a press inquiry, CTR admitted to the demand, claiming that it was "a fair amount."⁶⁷ {

}

Other cars were parked in the public way outside IAC's facility, in a way that blocked access to truck loading areas.⁶⁸ (Far from furthering commercial

⁶⁷ *See* Ex. 7.

⁶⁸ *See* IAC Letter of Support.

transportation, therefore, CTR's actions have affirmatively impeded commercial transportation on Goose Island.) Here too, CTR initially demanded \$250,000 per car to move its cars.⁶⁹

In the wake of well-publicized objections to CTR's tactics from local businesses and the City, UTLX reportedly requested that CTR move the cars parked on the Line to another location.⁷⁰ CTR did so, but it nevertheless plans to move cars owned by other customers onto the Line "sometime in the next couple weeks." *Id.*

CTR cannot create Board jurisdiction by parking cars on a Line that is no longer used for rail service, and CTR's decision to begin parking rail cars on the public way until someone pays it to move them is a blatant abuse of the Board's jurisdiction. The Board should grant abandonment to put an end to CTR's efforts to abuse the Board's jurisdiction by demanding payoffs for moving cars that it has parked on the public way and around local businesses.

E. CTR's Other Properties Create No Reason to Maintain Board Jurisdiction on the Line.

Lastly, CTR has claimed that the Line should not be abandoned because it supposedly "generate[s] revenue to support CTR's nearby properties." *See* Ex. 27 (email from D. Michaud to M. Warren, Sept. 21, 2017). This is nonsense. As demonstrated above, the Line generates no freight revenue. And as demonstrated below, CTR did not begin storing cars on the Line until August 2017, and it did so

⁶⁹ *See* IAC Letter of Support.

⁷⁰ *See* Exhibit 9.

at {

} All evidence is that the storage of cars on the Line is a last-ditch gambit, not a long-term revenue stream. The idea that CTR ought to be allowed to defy local authorities by converting public roads and sidewalks into a rail car parking lot so that it can generate a maximum income stream of { }⁷¹ to “support” its other properties is ludicrous.

* * *

Given the absence of any current or future need for rail transportation on the Line, the Board should “not allow [its] jurisdiction to be used to shield a carrier from the legitimate processes of state law.” *Modern Handcraft, Inc.*, 363 I.C.C. at 972 (allowing abandonment of Line where records show de facto abandonment of the Line, current use of the line unrelated to the carrier’s obligation to perform rail service, and the carrier’s only objecting to abandonment “appears to be the price and terms of the sale of the right-of-way”); *see also Grand Trunk* at 6 (same) (citing, *Chelsea Property Owners – Aband. – Portion of the Consol. Rail Corp.*, 8 I.C.C.2d 773 (1992), *aff’d sub nom. Consolidated Rail Corp. v. ICC*, 29 F.3d 706 (D.C. Cir. 1994)). In a situation like CTR’s, the Board’s “removal of [its] jurisdiction as a shield against state law is in the public interest.” *Id.*

⁷¹ {

}

II. ABANDONMENT IS IN THE PUBLIC INTEREST.

The public interest strongly supports removal of the unused Line, in three ways. First, removal of the Line will enable the continued redevelopment of the Corridor, including the Goose Island area, and the achievement of the City of Chicago's planning goals for the area. Second, removal of the Line will benefit public safety by removing tracks that are mostly located in public streets and sidewalks. Third, removal of the Line will put an end to unacceptable tactics like parking rail cars outside buildings only to demand payoffs to move them.

A. Abandonment Will Help the City and Local Landowners Fulfill City Plans to Redevelop the North Branch Area of Chicago.

As mentioned above, the City of Chicago supports abandonment. Abandonment will serve the public interest by furthering the City's plans for the development of the North Branch Industrial Corridor. The Corridor has significantly changed in recent years, moving away from its heavy industrial roots through market forces. The Corridor has already seen significant changes in the last few decades. Manufacturing jobs have been "drastically" declining, while jobs in the information technology and management or business support services have grown.⁷² In fact, the Business Support Services sector has experienced a growth rate of 577% between 2002 and 2014 in the North Branch area, and the IT services and management sector has grown by 261% while the manufacturing sector has shrunk by 41% over the same period. *Id.* at 16. This change in jobs throughout the

⁷² Framework Plan at 15.

Corridor has corresponded to a decrease in manufacturing and industrial uses from 73 percent of the corridor area in 1990 to 20 percent in 2016. *Id.* at 15. “[O]ver the same period, the percentage occupied for commercial, transportation and utility uses more than quadrupled.” *Id.*

As a result, the City undertook a year-long intensive planning effort that resulted in the Plan. On May 18, 2017, the Chicago Plan Commission adopted the Plan, which includes strategies for the development of open space and increased transportation options in the area.⁷³ The Plan has identified three primary goals, which include:

- Maintain the corridor as an economic engine and vital job center;
- Provide better access for all transportation modes;
- Enhance the area’s unique natural and built environment.⁷⁴

The Plan embraces changes to land use policy within the Corridor to attract innovation and technology-oriented businesses (as opposed to new heavy industrial ones) while relaxing previous restrictions with the goals of fostering new mixed-use neighborhoods and publicly accessible open space—particularly at the northern and southern portions of the Corridor. The Plan ultimately envisions an elimination of the Line and its replacement with a transitway focused on passenger transit, bicycles and pedestrians in perhaps much of the same right-of-way. In the northern portion of the Line—including that portion crossing the Chicago River—the Plan

⁷³ See *North Branch Framework Plan and Design Guidelines*, City of Chicago (Jul. 12, 2017), https://www.cityofchicago.org/city/en/depts/dcd/supp_info/north-branch-industrial-corridor.html.

⁷⁴ *Id.*

similarly envisions as a prime option the conversion of the Line to an extension of the “606” pedestrian and bike trail.

Abandonment of the Line is a critical and necessary step for the City to achieve its vision for redeveloping this underutilized area of Chicago. The Board has acknowledged the benefits of abandoning rail in favor of mixed-use development projects similar to the Plan in prior cases. *See, e.g., MT Properties, Inc. – Adverse Abandonment – in Ramsey Cty., MN*, STB Docket No. AB-884, at 2, 4 (STB served Jul. 16, 2008) (noting that there would be public benefits resulting from the redevelopment of a former industrial property “into a mixed-use development that would include residential, office, and commercial activities.”); *see also Denver & Rio Grande* at 17 (discussing public development of parks and playgrounds, as well as economic development to improve city commercial offerings over the abandoned right of way).

Here, where the City supports abandonment and where maintaining a freight rail line through the Corridor plainly does not further the City’s redevelopment goals, abandonment is in the public interest.

B. Abandonment of the Line Would Enhance Public Safety.

Much of the CTR Line lies on public streets and sidewalks. For example, on the east side of the North Branch of the Chicago River, the Line operates through North Kingsbury Street, and on Goose Island, the Line operates through North Cherry Avenue and North North Branch Street. Until recently, a stop sign was installed in the middle of the Line, rendering inoperable nearly all of the Line’s

southern terminus (just under one-quarter mile).⁷⁵ It was not until CTR was faced with the *Burgoyne* litigation that it made any effort to have the sign removed.⁷⁶

The presence of a rail line in the middle of a city street poses public safety concerns for motorists and cyclists who seek to avoid traveling directly on top of the tracks. In the past, CTR has been called before the Illinois Commerce Commission to address the disrepair of certain grade crossings, which caused motorists to swerve into other traffic lanes to avoid driving over the tracks.⁷⁷

The Board has previously recognized the safety benefits of removing or paving-over tracks that run through or across city streets. *See, e.g., City of Chicago* at 6 (“The permanent removal or paving-over of the trackage on the Kingsbury and Lakewood Avenue segments also would substantially improve safety, including that of bicyclists.”); *Norfolk S. Ry. Co. – Adverse Abandonment – St. Joseph Cty., IN*, STB Docket No. AB-290 (Sub-No. 286), at 5 (STB served Apr. 17, 2012) (“Acquisition of the Lines would also allow the City to improve safety and to repave all of the streets and sidewalks over which the tracks cross, which would improve the roadways and

⁷⁵ *See* Ex. 28.

⁷⁶ *See* Ex. 29 (May 24, 2017 Letter from D. Michaud to J. Policicchio re: Illegally-placed “Stop Sign,” attaching Google Maps image captured in August 2016 illustrating the stop sign in the middle of the tracks).

⁷⁷ While it appears that the grade crossings have been largely repaired, CTR initially objected to funding to fix the grade crossing on North Avenue because of a lack of customers on the south end of the Line. *See Illinois Commerce Commission v. Iowa Pacific Holdings – Chicago Terminal Railway*, Ill. Comm. Comm’n No. T-16-0076, Administrative hearing Oct. 4, 2016, Tr. at 46. Attached as Appendix K to Petition for Waiver.

facilitate snow removal in the winter months.”). Public safety would thus benefit from the abandonment of this Line.

Recently, CTR has also caused safety concerns by storing rail cars on City streets. The City has informed CTR about its “public safety concerns about the stationary railroad cars located on on-street tracks in the vicinity of North Cherry Avenue and North North Branch Street.”⁷⁸ The City notes that it received complaints from building owners in the vicinity of the rail cars and the City verified that tank cars were being stored on public streets.⁷⁹ The City expressed concern that “[t]his situation obstructs and increases safety risks for vehicular, bicycle and pedestrian traffic.”⁸⁰

C. Abandonment of the Line Would Put an End to Abusive Tactics.

A final reason why abandonment is in the public interest is that it would put an end to tactics like parking rail cars outside of businesses and demanding astronomical sums to move them. The Board should not allow its jurisdiction to be invoked to justify such tactics, and it is in the public interest for the Board to put a stop to them by granting abandonment.

⁷⁸ See Ex. 30 (Sept. 12, 2017 Letter from Chicago Department of Transportation to Edwin Ellis Jr.).

⁷⁹ These complaints were reiterated in a recent Chicago Tribune article, noting that both International Airport Centers and R2, both Goose Island landlords, have complained to the city about the rail cars. See Ex. 6.

⁸⁰ Ex. 30; see also *Garrison V.S.* at 2-3 (describing traffic safety hazard from railcars parked on Line).

III. ADDITIONAL INFORMATION REQUIRED BY 49 CFR 1152.22

A. General (1152.22(a))

(1) Exact name of applicant.

The applicant is Alloy Property Company, LLC (“Alloy”).

(2) Whether applicant is a common carrier by railroad subject to 49 U.S.C. Subtitle IV, chapter 105.

Alloy is not a common carrier by railroad.

(3) Relief sought (Abandonment of line or discontinuance of service).

Alloy is seeking the adverse abandonment of the authority of CTR to operate over the remaining portions of the “C&E” and “Bloomington” lines in Chicago, Illinois beginning at the western side of North Elston Avenue and proceeding east and south to Goose Island, a distance of approximately 2.625 miles in Chicago, Cook County, Illinois to a terminus near the intersection of North Branch Street and Halsted Street in the “Goose Island” district of Chicago.

(4) Detailed map of the subject line on a sheet not larger than 8 X 10 1/2 inches, drawn to scale, and with the scale shown thereon. The Map must show, in clear relief, the exact location of the rail line to be abandoned or over which service is to be discontinued and its relation to other rail lines in the area, highways, water routes, and population centers.

A map showing the location of the railroad is included as Exhibit 1.

(5) Reference to inclusion of the rail line to be abandoned or over which service is to be discontinued on the carrier’s system diagram map or narrative, in compliance with §§ 1152.10 through 1152.13, and the date upon which such line was first listed on the system diagram map or included in the narrative in category 1 in accordance with § 1152.10(b)(1). A copy of the line description which accompanies the system diagram map shall also be submitted.

The Board granted waiver of all requirements in 49 C.F.R. §§ 1152.22(a)(5) in its August 16, 2017 Decision. *See Alloy Property Co., LLC – Adverse Abandonment –*

Chicago Terminal R.R. in Chicago, IL, STB Docket No. AB-1258, at 4 (STB served Aug. 16, 2017) (“Waiver Decision”).

(6) Detailed statement of reasons for filing application.

The detailed reasons for seeking adverse abandonment have been set forth in Sections I and II above. In short, Alloy intends to redevelop the vacant, former industrial property it purchased in the North Branch area of Chicago for nonindustrial uses. Currently, portions of Alloy’s property are traversed by CTR’s unused rail line, which significantly constrains Alloy’s ability to redevelop its vacant property in a manner consistent with the City’s planning policies and guidelines. As Alloy demonstrated above, there is no present or future need for rail service on the Line and abandonment of the Line is in the public interest. The Line has not been used for freight transportation for more than two years. CTR’s actions demonstrate that there is no current or future prospects of restoring consistent and ongoing service over the Line. And the Line is interfering with the City’s land use policies and with other uses of property in the area. In sum, abandonment of the Line is in the public interest and will contribute to the redevelopment of the North Branch area, consistent with the City’s plans.

(7) Name, title, and address of representative of applicant to whom correspondence should be sent.

Any correspondence, comments or protests relating to this Application should be sent to the following representatives of the Applicant:

Matthew J. Warren
Hanna M. Chouest
Sidley Austin LLP
1501 K St NW
Washington, DC 20005
(202) 736-8000

(8) List of all United States Postal Service ZIP Codes that the line proposed for abandonment traverses.

The affected railroad Line is situated in U.S. Postal Zip Codes 60614 and 60642.

B. Condition of Properties (1152.22(b))

The Board granted waiver of the § 1152.22(b) requirement to describe “[t]he present physical condition of the line including any operating restrictions and estimate of deferred maintenance and rehabilitation costs (*e.g.*, number of ties that need replacing, miles of rail that need replacing and/or new ballast, bridge repairs or replacement needed, and estimated labor expenses necessary to upgrade the line to minimum Federal Railroad Administration class 1 safety standards).” *See* Waiver Decision at 4.

C. Service Provided (1152.22(c))

The Board granted waiver of the § 1152.22(c) requirement to describe service being provided on the Line. *See* Waiver Decision at 4.

D. Revenue and Cost Data (1152.22(d))

The Board granted waiver of the § 1152.22(d) revenue and cost data reporting requirements. *See* Waiver Decision at 4.

E. Rural and Community Impact (1152.22(e))

(1) The name and population (identify source and date of figures) of each community in which a station on the line is located.

The Line is located in Chicago, Illinois, which had a population of 2,704,948 as of the July 1, 2016 census estimate.

(2) Identification of significant users, as defined in § 1152.2(1), by name, address, principal commodity, and by tonnage and carloads for each of the 2 calendar years immediately preceding the filing of the abandonment or discontinuance application, for that part of the current year for which information is available, and for the Base Year. In addition, the total tonnage and carloads for each commodity group originating and/or terminating on the line segment shall also be shown for the same time periods as those of the significant users.

There are no significant users of the Line.

(3) General description of the alternate sources of transportation service (rail, motor, water, air) available, and the highway network in the proximate area.

Truck service is readily available in the area. The Line is in close proximity to the U.S. Highway System, including routes I-90 and I-94. Barge transportation services are available via the North Branch of the Chicago River.

(4) Statement of whether the properties proposed to be abandoned are appropriate for use for other public purposes, including roads or highways, other forms of mass transportation, conservation, energy production or transmission, or recreation. If the applicant is aware of any restriction on the title of the property, including any reversionary interest, which would affect the transfer of title or the use of property for other than rail purposes, this shall be disclosed.

The right of way currently used by the Line potentially could be appropriate for other public purposes. The Chicago Plan Commission's North Branch Framework Plan envisions elimination of the Line and its replacement with a transitway focused on passenger transit, bicycles and pedestrians in perhaps much of the same right-of-way. In the northern portion of the Line—including that

portion crossing the Chicago River—the Plan similarly envisions as a prime option the conversion of the Line to an extension of the “606” pedestrian and bike trail.

F. Environmental Impact (1152.22(f))

The applicant shall submit information regarding the environmental impact of the proposed abandonment or discontinuance in compliance with §§1105.7 and 1105.8. If certain information required by the environmental regulations duplicates information required elsewhere in the application, the environmental information requirements may be met by a specific reference to the location of the information elsewhere in the application.

An Environmental and Historic Report was submitted to the Board on September 1, 2017 and is attached as Exhibit 4.

G. Passenger Service (1152.22(g))

If passenger service is provided on the line, the applicant shall state whether appropriate steps have been taken for discontinuance pursuant to the Rail Passenger Service Act. (45 U.S.C. 501 et seq.)

Passenger service is not provided over the Line.

H. Additional Information (1152.22(h))

The applicant shall submit additional information to support its application as the Board may require.

None at this time.

I. Draft Federal Register Notice (1152.22(i))

The applicant shall submit a draft notice of its application to be published by the Board. In addition to the regular number of copies that must be filed with the Board, the applicant must submit a copy of the draft notice as data contained on a computer diskette compatible with the Board’s current word processing capabilities. The Board will publish the notice in the Federal Register within 20 days of the application’s filing with the Board.

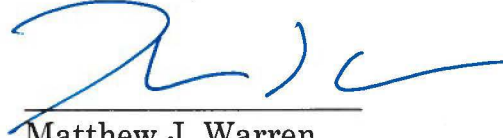
A draft Federal Register notice, modified pursuant to Alloy’s waiver request and the Board’s Waiver Decision is included as Exhibit 2.

J. Verification (1152.22(j))

The original application shall be executed and verified in the form set forth below by an officer of the carrier having knowledge of the facts and matters relied upon.

The required Verification is attached as Exhibit 3.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read 'Matthew J. Warren', is written over a horizontal line.

Matthew J. Warren
Hanna M. Chouest
Morgan Lindsay
Sidley Austin LLP
1501 K Street, NW
Washington, DC 20005

Counsel to Alloy Property
Company, LLC

Dated: October 11, 2017

CERTIFICATE OF SERVICE

I hereby certify that on October 11, 2017, I caused the foregoing Application for Adverse Abandonment to be served by first class mail or more expedient method upon the following:

John D. Heffner
Strasburger & Price LLP
1025 Connecticut Ave NW, Suite 717
Washington, DC 20036

David Michaud
Chicago Terminal Railroad
118 South Clinton St., Suite 400
Chicago, IL 60661

Charles Spitulnik
Alison Fultz
Kaplan Kirsch & Rockwell LLP
1001 Connecticut Ave NW, Suite 800
Washington, DC 20036

Governor Bruce Rauner
Office of the Governor
State of Illinois
207 State House
Springfield, IL 62706

Illinois Department of Transportation
2300 S. Dirksen Parkway
Springfield, IL 62764

Illinois Commerce Commission
527 East Capitol Avenue
Springfield, IL 62701


Alec Weingart

**AFFIDAVIT ATTESTING TO COMPLIANCE WITH NOTICE
REQUIREMENT**

I affirm that Alloy Property Company LLC ("Alloy") has complied with the notice requirement set forth in 49 C.F.R. § 1152.20 as required by 49 C.F.R. § 1152.20. On September 18, 2017, Alloy filed with the Board and served its Notice of Intent upon all entities as required by 49 C.F.R. § 1152.20(2).

The Board waived the Posting requirement in its August 16, 2017 Waiver Decision. *See Alloy Property Company, LLC – Adverse Abandonment – Chicago Terminal Railroad in Chicago, Ill.*, STB Docket No. AB 1258 at 3 (STB served Aug. 16, 2017).

The Notice of Intent was published in the print and electronic versions of the Chicago Tribune for three consecutive weeks, on September 21, 2017, September 28, 2017, and October 5, 2017. *See Exhibit 31.*



Hanna M. Chouest

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB Docket No. AB-1258

**ALLOY PROPERTY COMPANY, LLC – ADVERSE ABANDONMENT –
CHICAGO TERMINAL RAILROAD IN CHICAGO, IL**

VERIFIED STATEMENT OF CHANG LEE

1. My name is Chang Lee. I am a Principal at Sterling Bay, LLC (“Sterling Bay”). I am submitting this Verified Statement in support of Alloy Property Company, LLC’s (“Alloy’s”) Petition for Adverse Abandonment of the Chicago Terminal Railroad (“CTR”) Line in Chicago, IL. This statement will explain that there is no current or future need for rail service to the former Finkl Steel site and surrounding Alloy-owned properties in Chicago, IL, which are being redeveloped for uses that will not require rail service. Accordingly, the STB should grant Alloy’s application for adverse abandonment.
2. Alloy Property Company, LLC is a joint venture in which an affiliate of Sterling Bay, LLC is a member. Sterling Bay is a leader in identifying and creating urban development opportunities. Sterling Bay has over 30 years of experience in redeveloping urban spaces. Sterling Bay has created urban campus developments for major companies in the Chicago area and across the United States, including recent newly developed headquarters spaces for Google, McDonald’s, Uber, Hillshire Brands, and Gogo.

3. Alloy acquired the former Finkl Steel property in the Lincoln Park neighborhood of Chicago on November 30, 2016. The property, part of the North Branch Industrial Corridor of Chicago (“Corridor”), is now vacant land and does not utilize rail service.

4. Alloy plans to develop the property into a vibrant new urban development known as Lincoln Yards, a 70+-acre riverfront development that will connect office, retail, residential, and hospitality opportunities. Lincoln Yards will be located along the North Branch of the Chicago River, bounded generally by the Kennedy Expressway to the west; Webster Avenue to the North; Clybourn Avenue to the east and North Avenue to the south. The development will be connected to iconic Chicago neighborhoods via a reinvigorated riverfront, a new multi-modal transportation hub, a proposed 606 bike trail extension and abundant recreation space. The property has been mentioned as a potential location for Amazon’s second headquarters.

5. Alloy has been working with the City of Chicago to ensure that its plans for Lincoln Yards correspond to the City’s priorities for the redevelopment of the Corridor, which includes Goose Island. The Chicago Plan Commission recently adopted the North Branch Framework Plan, which calls for changes to land use policy within the Corridor to attract innovation and technology-oriented businesses, while relaxing previous restrictions, fostering new mixed-use neighborhoods and incorporating accessible public open space.

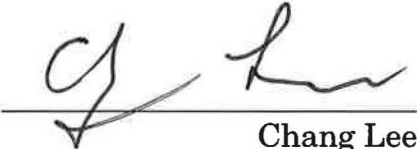
6. Alloy's plans for the redevelopment of Lincoln Yards do not include any need for freight rail service. In fact, the continued presence of the CTR rail line through the property would be an impediment to the redevelopment of the site.

7. The obstacles presented by the rail line were brought into focus by CTR's recent decision to begin parking rail tank cars on the unused rail line, including on Alloy's property. Any continued rail car storage on Alloy's property would obstruct Alloy's plan to redevelop its property in accordance with the City's planning vision for the Corridor.

VERIFICATION

I, Chang Lee, declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief. Further, I certify that I am qualified and authorized to file this statement.

Executed on October 6, 2017


Chang Lee

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. AB-1258

ALLOY PROPERTY COMPANY, LLC
-- ADVERSE ABANDONMENT --
CHICAGO TERMINAL RAILROAD IN CHICAGO, ILL.

**VERIFIED STATEMENT OF
MATTHEW G. GARRISON
ON BEHALF OF R2 COMPANIES, LLC**

My name is Matthew G. Garrison. I am the Managing Principal of R2 Companies, LLC ("R2"), a privately-held commercial real estate investment firm with properties in Chicago, Minneapolis and Milwaukee. The holdings of R2 and its affiliates include several properties in the Goose Island area of Chicago that are adjacent to long-unused street trackage of the Chicago Terminal Railroad Company ("CTM"). R2 supports the application of Alloy Property Company, LLC ("Alloy") seeking adverse abandonment of CTM's trackage.

CTM's track on Goose Island extends south down the middle of N. Cherry Avenue and is embedded in the street pavement. At W. Bliss Street, where N. Cherry Avenue merges into N. North Branch Street, the track crosses to the east side of N. North Branch Street and runs literally in the sidewalk and directly adjacent to R2's building at 909 W. Bliss Street for approximately a block. It then crosses back over N. North Branch Street to the west side of the street and travels in the sidewalk along another R2 property at 934 N. North Branch Street, ending just before the campus of Kendall College, a culinary arts, hospitality management, business and education school.

I understand that CTM acquired this trackage in 2007, and I believe CTM never operated trains on the segment adjacent to R2's properties. A stop sign was situated in the middle of the tracks at the corner of W. Bliss and N. North Branch Streets, and had remained undisturbed in that position for many years. See Exhibit A attached hereto. Further south, the trackage along the west side of N. North Branch Street is not completely intact and has served no purpose after a salt facility that formerly occupied 934 N. North Branch Street closed more than 15 years ago.

Despite what appears to be more than a decade of dormancy, earlier this year the stop sign was moved to the outside of the rails, and in August three railroad tank cars were parked on the sidewalk directly adjacent to R2's building at 909 W. Bliss Street. See Exhibit B attached hereto. Further north, an additional eight tank cars were parked down the middle of N. Cherry Avenue, splitting vehicular traffic on that street into the two curb lanes. Those cars remained stored at those locations until earlier this month, when they were removed by CTM at the apparent insistence of the cars' owner.

CTM claimed that the cars were empty and presented no hazard. They also stated to us that the cars "relate to rail operations" and that "[t]heir placement in the Goose Island area is to serve a rail customer." I am advised that CTM has no rail customers in the Goose Island area that would use tank cars, but CTM's apparent fabrication was starker than that: every one of the cars was placarded or stenciled with the notation "DO NOT LOAD." See Exhibit C hereto. These cars were not being held for loading by any rail customer. Now that they've been removed, CTM has publicly pledged that they will be replaced by others.

As should be obvious, hulking railroad cars parked on the sidewalk mere feet from our building obstruct access to our premises, jeopardize the safety of construction and other

workers renovating the building, and diminish the potential redevelopment opportunities for those properties and the surrounding area. Stored railroad cars down the center of nearby N. Cherry Avenue – the main access route to our properties from the north and west – interfere with the ability to reach our locations and are manifestly hazardous. What urban motorist, driving at night, anticipates a string of unlit, unmarked, dark-colored railroad cars sitting in the middle of the street?

Our complaints to CTM and request that the cars be removed were met with a demand for \$275,000, payable by wire transfer within one business day. We declined. But we believe CTM's motives are clear: not to serve non-existent railroad customers, but to extract whatever tribute is available from pressured adjacent property owners. That's inappropriate and abusive, and the STB's jurisdiction should not be available as a cloak to protect it.

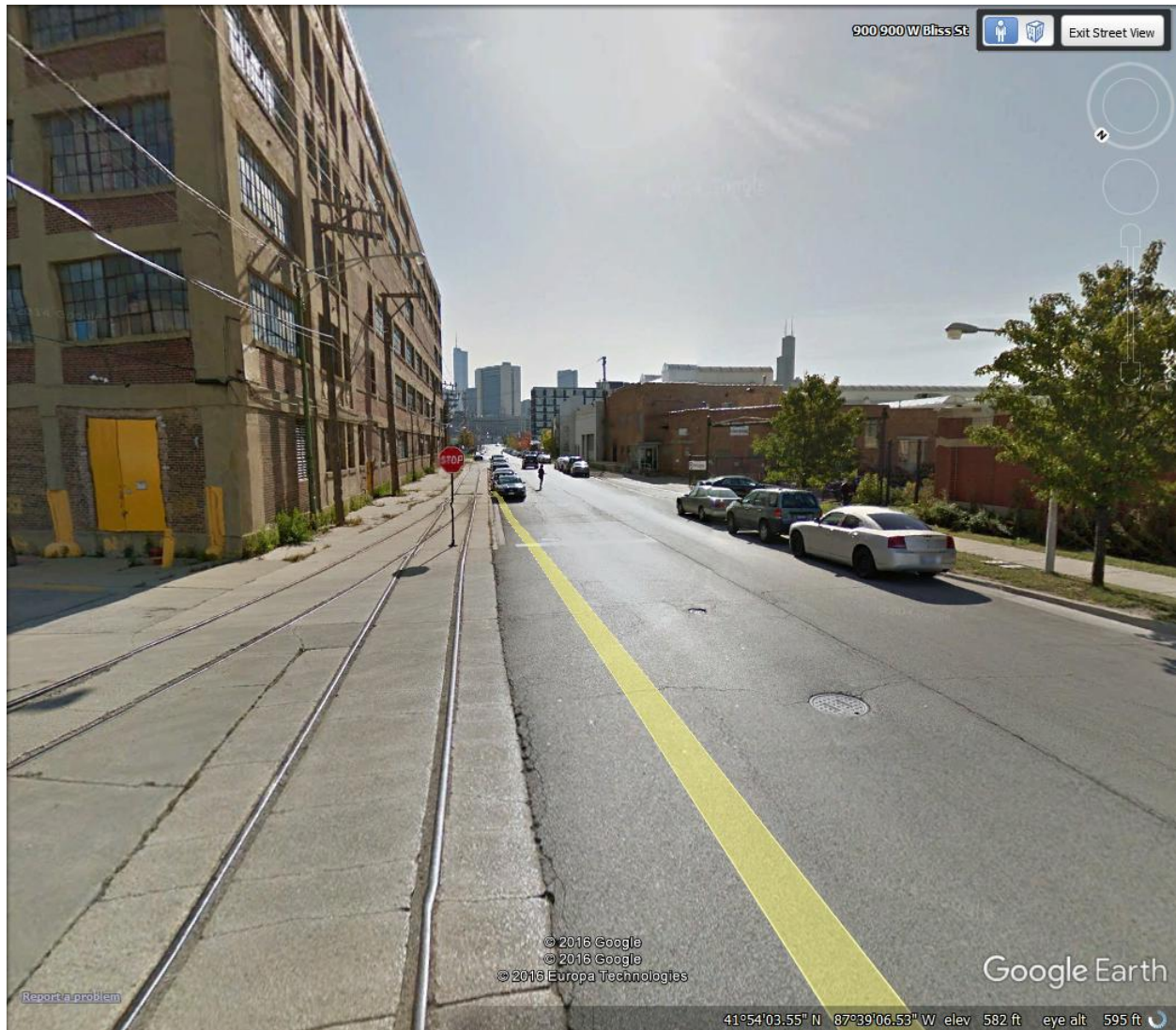
In addition to the properties described above, R2 owns other properties in the Goose Island area, including 1200 and 1315 N. North Branch Street. R2 has a vision plan for Goose Island that seeks to increase the value of this unique neighborhood through a process "driven by urbanization, thoughtful design, intelligent investing, and a little bit of common sense." See www.gooseisland2025.com/about-the-project/. The City of Chicago and other developers are similarly working to assure a promising and vibrant future for Goose Island.

None of R2's development plans for its properties on Goose Island involve freight rail transportation. For example, 909 W. Bliss is a former warehouse that R2 is developing into a proposed 250,000 square foot adaptive reuse, creative office building. 1200 N. North Branch is a renovation of an existing 53,000 square foot industrial building into a mixed-use development with creative office and retail space. Neither of these projects nor any of R2's other projects in the area envision land uses that would have a need for freight rail transportation. I want to be

clear: as the owner, in particular, of the two properties adjacent to the entire south end of CTM's track, R2 does not need, does not desire and never intends to utilize rail service.

R2 supports the adverse abandonment of CTM's track, and urges the STB to move quickly to recognize the compelling public interests at stake and grant Alloy's application.

**GARRISON V.S.
EXHIBIT A**



**NORTH NORTH BRANCH STREET
AT WEST BLISS STREET
LOOKING SOUTH
OCTOBER, 2014**



**NORTH NORTH BRANCH STREET
AT WEST BLISS STREET
LOOKING SOUTHEAST
AUGUST, 2017**

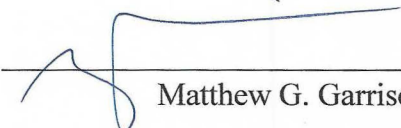


**ON NORTH NORTH BRANCH STREET
ADJACENT TO 909 WEST BLISS STREET
LOOKING NORTHEAST
SEPTEMBER, 2017**

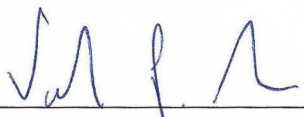
VERIFICATION

State of Illinois)
) ss:
County of Cook)

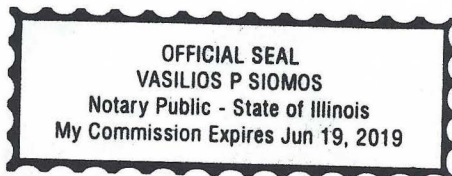
Matthew G. Garrison, being duly sworn, deposes and says that he is Managing Principal of R2 Companies, that he has read the foregoing statement and knows the facts asserted herein, and that the same are true as stated:


Matthew G. Garrison

SUBSCRIBED AND SWORN TO
before me this 10th day of
October, 2017.


Notary Public

My Commission expires: 6/19/19



LAW OFFICES
FIGLIULO & SILVERMAN
A PROFESSIONAL CORPORATION
TEN SOUTH LASALLE STREET
SUITE 3600
CHICAGO, ILLINOIS 60603

MARC S. PORTER
DIRECT LINE: 312-251-5272
E-MAIL: MPORTER@FSLEGAL.COM

TELEPHONE
(312) 251-4600

FACSIMILE
(312) 251-4610

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October 6, 2017

E-MAIL TO MATTHEW J. WARREN
mjwarren@sidley.com

Matthew J. Warren
Sidley Austin LLP
1501 K. Street, N.W.
Washington, D.C. 20005

Re: STB Docket No. AB-1258: Alloy Property Co., LLC
Adverse Abandonment-Chicago Terminal R.R. in Chicago, Illinois

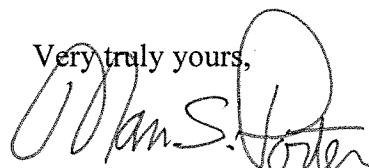
Dear Mr. Warren:

As a follow up to our recent phone conference, this letter shall confirm that we represent IAC Goose Island LLC ("IAC"), which is the master tenant of the property on Goose Island consisting of approximately 51,970 square feet commonly known as 1111 N. Cherry Ave., Chicago, Illinois ("IAC Property").

As attorneys for IAC, let this letter serve as our statement of support for the Application For Adverse Abandonment ("Application") of Alloy Property Company, LLC's, which we understand Alloy intends to file on or about October 11, 2017 with the Surface Transportation Board in case number STB Docket No. AB-1258. As we discussed, Chicago Terminal Railroad ("CTR") recently began improperly storing stationary railroad cars (collectively, the "Railroad Cars") located on on-street tracks adjacent to the truck loading areas of the IAC Property. The tracks have been abandoned for many years. The storage of the Railroad Cars is impeding trucks from accessing the IAC Property to and from the public streets and right of way. We believe that CTR's actions purposefully have interfered with commercial operations in an effort to shake down local businesses. In addition, we are concerned that the stored Railroad Cars needlessly have obstructed and increased the safety risks for vehicular and pedestrian traffic near the IAC Property. CTR has refused to remove the Railroad Cars, unless IAC and other impacted landowners pay them off, at one point demanding a fee of \$250,000 per car to move them.

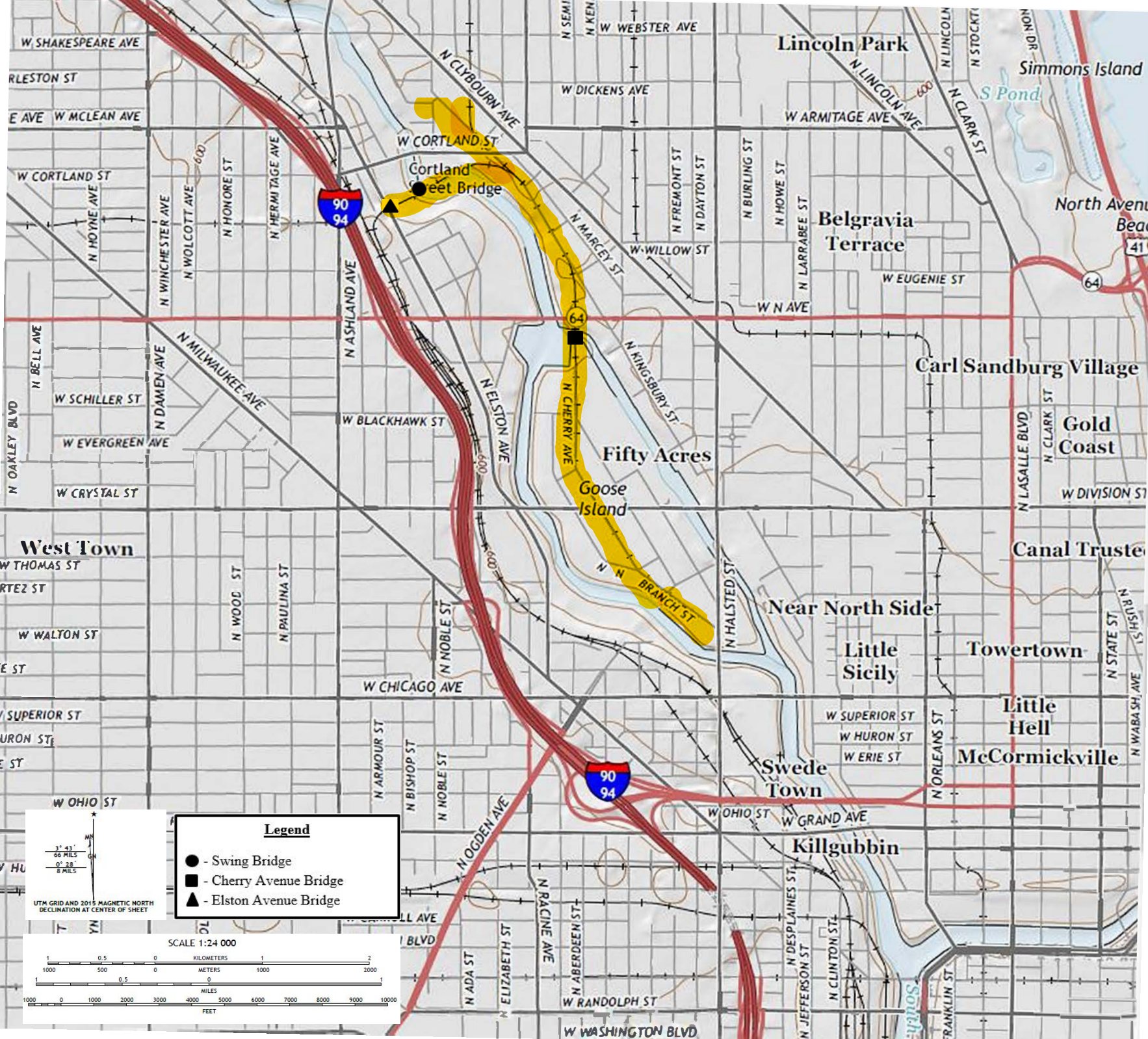
This letter of support may be included in your Application. Please let us know if you need any further information.

Very truly yours,



Marc S. Porter

EXHIBIT 1



Legend

- - Swing Bridge
- - Cherry Avenue Bridge
- ▲ - Elston Avenue Bridge

UTM GRID AND 2015 MAGNETIC NORTH DECLINATION AT CENTER OF SHEET

3° 43' 66" N
0° 28' 8" N

1 0.5 0 0.5 2
1000 500 0 500 1000 2000
KILOMETERS

1 0.5 0 0.5 2
1000 500 0 500 1000 2000
MILES

1000 0 1000 2000 3000 4000 5000 6000 7000 8000 9000 10000
FEET

SCALE 1:24 000

EXHIBIT 2
DRAFT FORM OF FEDERAL REGISTER NOTICE

DRAFT FEDERAL REGISTER NOTICE

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB Docket No. AB-1258

**ALLOY PROPERTY COMPANY, LLC – ADVERSE ABANDONMENT –
CHICAGO TERMINAL RAILROAD IN CHICAGO, IL**

Alloy Property Company, LLC (“Applicant”) gives notice that on August 31, 2017, it filed with the Surface Transportation Board (“the Board”), Washington, D.C. 20423, an application seeking adverse abandonment of the authority of Chicago Terminal Railroad (“CTR”) to operate over rail lines in Chicago, Cook County, Illinois, *i.e.*: the remaining portions of the “C&E” and “Bloomington” lines in Chicago, Illinois beginning at the western side of North Elston Avenue and proceeding east and south to Goose Island, a distance of approximately 2.625 miles in Chicago, Cook County, Illinois to a terminus near the intersection of Chicago Avenue and Halsted Street in the “Goose Island” district of Chicago (the “Line”). The affected railroad Line is situated in U.S. Postal Zip Codes 60614 and 60642. The Line does not have stations.

There is no documentation in the Applicant’s possession that indicates that the Line contains federally granted rights-of-way. Any such documentation relating to this abandonment in the Applicant’s possession will be made available promptly to those requesting it. The application can be viewed on the Board’s webpage,

www.stb.gov, or a copy can be secured from Applicant's counsel, whose name and address appear below. The Applicant's entire case for abandonment was filed with the application.

The interest of railroad employees will be protected by *Or. Short Line R.R. & Union Pac. R.R. Co.—Abandonment Portion Goshen Branch Between Firth and Ammon, in Bingham & Bonneville Ctys., ID*, 360 I.C.C. 91 (1979).

Any interested person may file with the Board its protest of, or written comments concerning, the proposed abandonment identifying it by the proceeding's docket number. These filings are due 45 days after the application is filed. All interested persons should be aware that following any abandonment of rail service and salvage of the line, the line may be suitable for other public use, including interim trail use. Any request for a public use condition under 49 U.S.C. § 10905 (§ 1152.28 of the Board's rules) and any request for a trail use condition under 16 U.S.C. § 1247(d) (§ 1152.29 of the Board's rules) must be filed within 45 days after the application is filed. Persons who may oppose the abandonment, but who do not wish to participate fully in the process by appearing at any oral hearings or by submitting verified statements of witnesses containing detailed evidence, should file comments. Persons interested only in seeking public use or trail use conditions should also file comments. Persons opposing the proposed abandonment that do wish to participate actively and fully in the process should file a protest.

In addition, a commenting party or protestant may provide: (i) Recommended provisions for protection of the interests of employees; (ii) A request for a public use

condition under 49 U.S.C. 10905; and (iii) A statement pertaining to prospective use of the right-of-way for interim trail use and rail banking under 16 U.S.C. § 1247(d) and § 1152.29.

Persons seeking information concerning the filing of protests should refer to § 1152.25.

Written comments and protests, including all requests for public use and trail use conditions, must indicate the proceeding designation STB No. AB-1258 and should be filed with the Secretary of the Board, at 395 E Street, S.W., Suite 100, Washington, D.C. 20423. Interested persons may file a written comment or protest with the Board to become a party to this abandonment proceeding. A copy of each written comment or protest shall be served upon the representative of the applicant Matthew J. Warren, Sidley Austin LLP, 1501 K St NW, Washington, D.C. 20005, phone: (202) 736-8000; fax: (202) 736-8711; email: mjwarren@sidley.com. The original and 10 copies of all comments or protests shall be filed with the Board with a certificate of service.

Except as otherwise set forth in 49 C.F.R. § 1152, each document filed with the Board must be served on all parties to the abandonment proceeding.

Persons seeking further information concerning abandonment procedures may contact the Surface Transportation Board or refer to the text of the abandonment regulations at 49 C.F.R. § 1152.1, *et seq.* Questions concerning environmental issues may be directed to the Board's Section of Environmental Analysis.

An environmental assessment (EA) (or environmental impact statement (EIS), if necessary) prepared by the Section of Environmental Analysis will be served upon all parties of record and upon any agencies or other persons who commented during its preparation. Any other persons who would like to obtain a copy of the EA (or EIS) may contact the Section of Environmental Analysis. EAs in these abandonment proceedings normally will be made available within 33 days of the filing of the application. The deadline for submission of comments on the EA will generally be within 30 days of its service. The comments received will be addressed in the Board's decision. A supplemental EA or EIS may be issued where appropriate.

EXHIBIT 3

EXHIBIT 3
VERIFICATION

State of TEXAS ss.
County of DALLAS

Laura P. Sims makes oath and says that she is the Vice President (title of affiant) of the Alloy Property Company, LLC applicant herein; that she has been authorized by the applicant to verify and file with the Surface Transportation Board the foregoing application in STB AB-1258; that she has carefully examined all of the statements in the application as well as the exhibits attached thereto and made a part thereof; that she has knowledge of the facts and matters relied upon in the application; and that all representations set forth therein are true and correct to the best of her knowledge, information and belief.



Subscribed and sworn to before me Jonnie L. Callahan, a notary public, in and for the State and County above named, this 10th day of October, 2017.



My commission expires: December 31, 2018



EXHIBIT 4

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB Docket No. AB-1258

**ALLOY PROPERTY COMPANY, LLC – ADVERSE ABANDONMENT –
CHICAGO TERMINAL RAILROAD IN CHICAGO, IL**

ENVIRONMENTAL AND HISTORIC REPORT

Pursuant to 49 C.F.R. §§ 1105.7 and 1105.8, Alloy Property Company, LLC (“Alloy”) hereby submits this Environmental and Historic Report. The Environmental and Historic Report contains the information required by 49 C.F.R. §§ 1105.7(e) and 1105.8(d), and it is organized to follow the language of those regulations.

I. Environmental Report

Alloy submits the following information required by § 1105.7(e):

(1) *Proposed action and alternatives.*

Describe the proposed action, including commodities transported, the planned disposition (if any) of any rail line and other structures that may be involved, and any possible changes in current operations or maintenance practices. Also describe any reasonable alternatives to the proposed action. Include a readable, detailed map and drawings clearly delineating the project.

Alloy proposes to file an application seeking adverse abandonment of the authority of the Chicago Terminal Railroad (“CTR”) to operate over the remaining portions of the “C&E” and “Bloomington” lines in Chicago, Illinois originating at Union Pacific’s North Avenue Yard and proceeding east and south to Goose Island,

a distance of approximately 2.875 miles in Chicago, Cook County, Illinois to a terminus near the intersection of Chicago Avenue and Halsted Street in the “Goose Island” district of Chicago (the “Line”).

Alloy’s abandonment application will show that abandonment of this unused Line is in the public interest because there is no current need for rail service. Since CTR’s acquisition of the Line, freight service on the Line has rapidly declined to the point where little to no freight has moved over the Line since at least September 2015. CTR has itself admitted that as of September 2016 no traffic had moved over the Line for more than one year.¹ And in fact there are indications that rail service is not possible given the state of disrepair of the Line. For example, vegetation growth around key structures, including a swing bridge that is necessary for access to the Line, suggests that the bridge may not have been capable of swinging into position to accommodate rail operations for some time (and thus that the Line had not been used during that time).² Photographic evidence shows that in August 2015 there was substantial vegetation growth obstructing the area in which the swing bridge would have to turn to allow for rail movement.³ CTR has represented in a legal filing that the bridge was damaged by vandalism and inoperable sometime

¹ See Email from D. Michaud to G. Bellas re: Burgoyne LLC dated September 9, 2016 (noting an “absence of a car load for over a year”), attached as Appendix D to Petition for Partial Waiver of Abandonment Regulations and For Exemption, *Alloy Property Co., LLC – Adverse Abandonment – Chicago Terminal R.R. in Chicago, IL*, STB Docket No. AB-1258 (filed June 1, 2017) (“Petition for Waiver”).

² See Report of Daniel Runyon (Feb. 14, 2017) (showing evidence of trees with five to six years growth in vicinity of swing bridge), attached to Petition for Waiver as Appendix E.

³ See Photos, attached as Appendix F to Petition for Waiver.

before November 9, 2015 and that it had not yet been repaired as of May 8, 2017.⁴

In the wake of recent litigation raising questions about CTR's nonuse of the Line,⁵ it appears that CTR has engaged in some maintenance efforts on the bridge, including trimming the vegetation, and the bridge was opened recently by a CTR maintenance crew. But it is not clear that the bridge has yet been fully restored to a state that could accommodate safe, ongoing regular operations.

There is little prospect of freight traffic being restored, since CTR's legacy freight customers on the Line have disappeared through company closures and property redevelopment. The land use in the area has changed from industrial to high-tech/research and development and office, and is slated to further accommodate retail/residential land uses, changes supported by the City of Chicago.⁶ These changes in land use minimize any possibility that freight rail service will be needed in the future.

⁴ See Defendants Emergency Petition for Temporary Restraining Order at ¶¶ 15-20, *Burgoyne, LLC v. Chicago Term. R.R. Co.*, No 2017 CH 06199 (Circuit Court of Cook County, Illinois) (filed May 8, 2017).

⁵ Specifically, the *Burgoyne* litigation described in the Petition for Waiver at page 8.

⁶ North Branch Framework, City of Chicago Department of Planning & Development, May 2017. See also Press Release, *Mayor Emanuel Announces Plan to Modernize Industrial Corridors* (Apr. 4, 2016), available at https://www.cityofchicago.org/city/en/depts/mayor/press_room/press_releases/2016/march/Mayor-Announces-Modernize-Industrial-Corridors.html. As a key step towards implementing the North Branch Framework Plan, the Chicago City Council passed in July 2017 comprehensive rezonings in the North Branch area that set the stage for the area's large-scale land use changes anticipated by the Plan. See City of Chicago Substitute Ordinance 2017-4840 (passed by the Chicago City Council on July 26, 2017, *Chicago City Council Journal of Proceedings*, July 26, 2017 at 53898, and enacted into law by signature of the Mayor on August 1, 2017).

Furthermore, CTR's actions suggest that it recognizes the unlikelihood of restoring rail service. For example, CTR has agreed to the removal of tracks on portions of the Line and has not objected to the erection of traffic signs in the middle of its tracks. A stop sign has been erected in the middle of the Line, rendering inoperable nearly all of the Line's southern terminus. And CTR has rejected funding to upgrade a grade crossing at North Avenue because of a lack of customers south of that crossing.⁷ These actions all point to a lack of current or future need for rail service on the Line.

Removal of the rail tracks would also improve public safety. Because the Line currently runs through city streets, it impedes traffic, increases public costs of maintaining the streets, and creates a greater risk of injury and property damage to motorists, bicyclists, and pedestrians. In a recent proceeding before the Illinois Commerce Commission, the City of Chicago testified that the tracks cause traffic safety concerns, in part due to motorists seeking to avoid driving over traffic lanes containing the unused rail tracks, resulting in motorists swerving into other lanes of traffic.⁸

The abandonment and removal of the rail line will also advance the redevelopment of properties in the area in accordance with the City's plans and would allow for the development of new publicly accessible open space at the bend

⁷ *Illinois Commerce Commission v. Iowa Pacific Holdings – Chicago Terminal Railway*, Ill. Comm. Comm'n No. T-16-0076, Administrative hearing Oct. 4, 2016, Tr. at 46. Attached to Petition for Waiver as Appendix L.

⁸ *Ill. Comm. Comm'n v. CTR*, Oct 4, 2016 hearing, Tr. at 14-15 (noting that "vehicles as they travel northbound, they will swerve into the center median area or turn area to avoid these northbound lanes").

in the Chicago River currently occupied by the Line's deteriorated river swing bridge. Abandonment of the Line would foster community revival and integration of riverfront access and recreational amenities with the mixed-use neighborhood.

(2) *Transportation system.*

Describe the effects of the proposed action on regional or local transportation systems and patterns. Estimate the amount of traffic (passenger or freight) that will be diverted to other transportation systems or modes as a result of the proposed action.

The proposed abandonment will have minimal impact on regional or local transportation systems and patterns, because little to no rail traffic is currently moving over the Line and there is minimal prospect of future rail traffic on the Line. Therefore, there is little to no traffic that would be diverted to other transportation systems or modes. The only effects of the proposed action on regional or local transportation systems or patterns will be to improve street traffic safety by removing unused rail tracks from city streets.

(3) *Land use.*

(3)(i) *Based on consultation with local and/or regional planning agencies and/or a review of the official planning documents prepared by such agencies, state whether the proposed action is consistent with existing land use plans. Describe any inconsistencies.*

The proposed abandonment will be consistent with existing land use plans. In May 2017 the City of Chicago concluded a year-long comprehensive review of land use policies in the area of the Line designed to promote economic growth in this and other areas where traditional industry is no longer the main focus by pursuing land

use policies that accommodate technology, commercial, residential, and retail development.⁹

Consistent with Mayor Emanuel’s goal, the Chicago Plan Commission adopted the North Branch Framework Plan (“Plan”) for the North Branch Industrial Corridor (“Corridor”) on May 18, 2017. The Plan reflects the shift within the Corridor from traditional manufacturing to high tech industry. The Plan also provides strategies for the development of open space and increased transportation options in the area. The original goals of the Plan have been threefold: (1) “Maintain the corridor as an economic engine and vital job center;” (2) “Provide better access for all transportation modes;” (3) “Enhance the area’s unique natural and built assets.”¹⁰ To achieve these goals, the Plan contains Key Recommendations. These include changes to land use policy within the Corridor which should result in the continued attraction of innovation and technology-oriented businesses while relaxing previous restrictions, fostering new mixed-use neighborhoods in the Corridor’s northern and southern sections; incorporating approximately 60 acres of publicly accessible open space, including new trails along the Chicago River; and

⁹ Press Release, *Mayor Emanuel Announces Plan to Modernize Industrial Corridors* (Apr. 4, 2016), *available at* https://www.cityofchicago.org/city/en/depts/mayor/press_room/press_releases_2016/march/Mayor-Announces-Modernize-Industrial-Corridors.html.

¹⁰ *North Branch Industrial Corridor –Framework Plan and Design Guidelines*, City of Chicago (July 12, 2017), *available at* https://www.cityofchicago.org/city/en/depts/dcd/supp_info/north-branch-industrial-corridor.html.

implementing over a dozen infrastructure projects, including the development of alternative travel routes for bicyclists and pedestrians.¹¹

On June 15, 2017, Alloy sent letters to the Chicago Department of Planning and Development and the Cook County Department of Planning and Development¹² requesting comments on whether the proposed abandonment is consistent with existing land use plans. As of the date of this Report, Alloy has received no response from these entities.

(3)(ii) *Based on consultation with the U.S. Soil Conservation Service, state the effect of the proposed action on any prime agricultural land.*

The proposed abandonment will have no effect on any prime agricultural land, because it entirely involves urban property and no prime farmland is in the vicinity. On June 15, 2017, Alloy sent a letter to the National Resources Conservation Service requesting comments on the effect of the proposed abandonment on any prime agricultural land.¹³ As of the date of this Report, Alloy has not received a response.

(3)(iii) *If the action affects land or water uses within a designated coastal zone, include the coastal zone information required by Sec. 1105.9.*

The Illinois Department of Natural Resources, Coastal Management Program confirmed that the proposed abandonment “will not affect any land or water use or

¹¹ North Branch Framework, City of Chicago Department of Planning & Development, May 2017 at 3.

¹² See Exhibit 3 (Letter from M. Warren to D. Reifman); Exhibit 4 (Letter from M. Warren to S. Campbell).

¹³ See Exhibit 5 (Letter from M. Warren to I. Dozier).

natural resource of the coastal zone” and thus that a “Federal Consistency Determination will not be required.”¹⁴

- (3)(iv) *If the proposed action is an abandonment, state whether or not the right-of-way is suitable for alternative public use under 49 U.S.C. 10906 and explain why.*

The right-of-way is not suitable for alternative public use, given that much of the railroad right-of-way is already located in existing public right of way on city streets and sidewalks.

(4) Energy.

- (4)(i) *Describe the effect of the proposed action on transportation of energy resources.*

The proposed abandonment will have no effect on the transportation of energy resources, because the Line carries little to no rail traffic.

- (4)(ii) *Describe the effect of the proposed action on recyclable commodities.*

The proposed abandonment will have no effect on the transportation of recyclable commodities, because the Line carries little to no rail traffic.

- (4)(iii) *State whether the proposed action will result in an increase or decrease in overall energy efficiency and explain why.*

The proposed abandonment will have no effect on overall energy efficiency. The Line carries little to no rail traffic, and therefore minimal traffic increases, decreases, or diversions will result from the proposed abandonment.

- (4)(iv) *If the proposed action will cause diversions from rail to motor carriage of more than: (A) 1,000 rail carloads a year; or (B) An average of 50 rail carloads per mile per year for any part of the affected line, quantify the resulting net change in energy consumption and show the data and methodology used to arrive at*

¹⁴ See Exhibit 6 (Letter from J. Casey to M. Warren).

the figure given. To minimize the production of repetitive data, the information on overall energy efficiency in Sec. 1105.7(e)(4)(iii) need not be supplied if the more detailed information in Sec. 1105.7(e)(4)(iv) is required.

No response is necessary, because the Line carries little to no rail traffic and minimal diversions from rail to motor carriage will occur as a result of the proposed abandonment.

(5) Air.

- (5)(i) *If the proposed action will result in either: (A) An increase in rail traffic of at least 100 percent (measured in gross ton miles annually) or an increase of at least eight trains a day on any segment of rail line affected by the proposal, or (B) An increase in rail yard activity of at least 100 percent (measured by carload activity), or (C) An average increase in truck traffic of more than 10 percent of the average daily traffic or 50 vehicles a day on any affected road segment, quantify the anticipated effect on air emissions. For a proposal under 49 U.S.C. 10901 (or 10505) to construct a new line or reinstitute service over a previously abandoned line, only the eight train a day provision in subsection (5)(i)(A) will apply.*

No response is necessary, because the Line carries little to no rail traffic. The proposed abandonment will cause no increase in rail traffic or rail yard activity, and at most an insignificant increase in truck traffic.

- (5)(ii) *If the proposed action affects a class I or nonattainment area under the Clean Air Act, and will result in either: (A) An increase in rail traffic of at least 50 percent (measured in gross ton miles annually) or an increase of at least three trains a day on any segment of rail line, (B) An increase in rail yard activity of at least 20 percent (measured by carload activity), or (C) An average increase in truck traffic of more than 10 percent of the average daily traffic or 50 vehicles a day on a given road segment, then state whether any expected increased emissions are within the parameters established by the State Implementation Plan. However, for a rail construction under 49 U.S.C. 10901 (or 49 U.S.C. 10505), or a case involving the reinstitution of service over a previously abandoned line, only the three train a day threshold in this item shall apply.*

No response is necessary, because the Line carries little to no rail traffic. The proposed abandonment will cause no increase in rail traffic or rail yard activity, and at most an insignificant increase in truck traffic.

- (5)(iii) *If transportation of ozone depleting materials (such as nitrogen oxide and freon) is contemplated, identify: the materials and quantity; the frequency of service; safety practices (including any speed restrictions); the applicant's safety record (to the extent available) on derailments, accidents and spills; contingency plans to deal with accidental spills; and the likelihood of an accidental release of ozone depleting materials in the event of a collision or derailment.*

No response is necessary, because the Line carries little to no rail traffic and no transportation of ozone depleting materials is contemplated.

(6) Noise.

If any of the thresholds identified in item (5)(i) of this section are surpassed, state whether the proposed action will cause: (i) An incremental increase in noise levels of three decibels Ldn or more; or (ii) An increase to a noise level of 65 decibels Ldn or greater. If so, identify sensitive receptors (e.g., schools, libraries, hospitals, residences, retirement communities, and nursing homes) in the project area, and quantify the noise increase for these receptors if the thresholds are surpassed.

No response is necessary, because the Line carries little to no rail traffic. The proposed abandonment will cause no increase in rail traffic or rail yard activity, and at most an insignificant increase in truck traffic.

(7) Safety.

- (7)(i) *Describe any effects of the proposed action on public health and safety (including vehicle delay time at railroad grade crossings).*

Currently, the Line runs through city streets, which impedes traffic, increases public costs of maintaining the streets, and creates risk of injury and

property damage to motorists, bicyclists, and pedestrians. The Line has created safety hazards for motorists who swerve into oncoming traffic to avoid driving in lanes containing the rail tracks.¹⁵ Removal of the tracks would improve public safety by removing the existing hazard in the roadway, thus making use of the roads safer for motorists, pedestrians, and bicyclists.

- (7)(ii) *If hazardous materials are expected to be transported, identify: the materials and quantity; the frequency of service; whether chemicals are being transported that, if mixed, could react to form more hazardous compounds; safety practices (including any speed restrictions); the applicant's safety record (to the extent available) on derailments, accidents and hazardous spills; the contingency plans to deal with accidental spills; and the likelihood of an accidental release of hazardous materials.*

No hazardous materials are expected to be transported as a result of the proposed abandonment.

- (7)(iii) *If there are any known hazardous waste sites or sites where there have been known hazardous materials spills on the right-of-way, identify the location of those sites and the types of hazardous materials involved.*

Alloy is aware of the existence of hazardous materials along the Line in the vicinity of the Swing Bridge (as hereinafter defined). Materials identified at this location include fuel oil, polynuclear aromatic hydrocarbons (PNAs), benzene, and total petroleum hydrocarbon (TPH) concentrations. Remediation of the property

¹⁵ *Ill. Comm. Comm'n v. CTR*, Oct 4, 2016 hearing, Tr. at 14-15 (noting that “vehicles as they travel northbound, they will swerve into the center median area or turn area to avoid these northbound lanes”); *see also* Order, *Ill. Comm. Comm'n v. Iowa Pac. Holdings – Chicago Terminal Ry.*, Docket No. T14-0075 (Dec. 9, 2015) at 1 (noting that “damaged rubber crossing surface panels [and] the settlement of the track [along North Avenue and Division Street imposed] subsequent impacts to motorists and their vehicles”).

would require removal of the rail tracks to access the soil below. Alloy is not aware of the existence of hazardous materials waste sites or spills in other areas of the right-of-way.

(8) *Biological resources.*

- (8)(i) *Based on consultation with the U.S. Fish and Wildlife Service, state whether the proposed action is likely to adversely affect endangered or threatened species or areas designated as a critical habitat, and if so, describe the effects.*

The proposed abandonment is not likely to adversely affect endangered or threatened species or areas designated as a critical habitat. On June 15, 2017, Alloy sent a letter to the U.S. Fish and Wildlife Service requesting comments on whether the proposed abandonment is likely to adversely affect endangered or threatened species or areas designated as a critical habitat.¹⁶ On August 3, 2017, the agency informed Alloy that it has “no concerns about impacts to Federally listed species in the proposed abandonment area or within the immediate vicinity.”¹⁷

- (8)(ii) *State whether wildlife sanctuaries or refuges, National or State parks or forests will be affected, and describe any effects.*

The proposed abandonment will not affect wildlife sanctuaries or refuges or any National or State parks. The area traversed by the Line does not contain any wildlife sanctuaries or refuges or any National or State parks. On June 15, 2017, Alloy sent a letter to the National Park Service requesting comments on whether the proposed abandonment is likely to affect wildlife sanctuaries or refuges or

¹⁶ See Exhibit 7 (Letter from M. Warren to T. Melius).

¹⁷ See Exhibit 14 (Email from S. Cirton to M. Warren).

National or State parks or forests.¹⁸ As of the date of this Report, Alloy has not received a response.

(9) Water.

(9)(i) Based on consultation with State water quality officials, state whether the proposed action is consistent with applicable Federal, State or local water quality standards. Describe any inconsistencies.

The proposed abandonment will be consistent with applicable Federal, State, and local water quality standards. Neither the Illinois Department of Natural Resources, Coastal Management Program nor the Illinois EPA identified any concerns with the proposed abandonment in response to Alloy's inquiries.¹⁹

(9)(ii) Based on consultation with the U.S. Army Corps of Engineers, state whether permits under section 404 of the Clean Water Act (33 U.S.C. 1344) are required for the proposed action and whether any designated wetlands or 100-year flood plains will be affected. Describe the effects.

Alloy believes that permits under section 404 of the Clean Water Act are not required for the proposed abandonment. The proposed abandonment will not affect any designated wetlands or 100-year flood plains. On June 15, 2017, Alloy sent a letter to the U.S. Army Corps of Engineers requesting any comments on whether the proposed abandonment would require permits under section 404 of the Clean Water Act or would affect any designated wetlands or 100-year flood plains.²⁰ As of the date of this Report, Alloy has not received a response.

¹⁸ See Exhibit 8 (Letter from M. Warren to C. Sholly).

¹⁹ See Exhibit 6 (Letter from J. Casey to M. Warren); Exhibit 9 (Letter from A. Messina to M. Warren).

²⁰ See Exhibit 10 (Letter from M. Warren to C. Drew).

- (9)(iii) *State whether permits under section 402 of the Clean Water Act (33 U.S.C. 1342) are required for the proposed action. (Applicants should contact the U.S. Environmental Protection Agency or the state environmental protection or equivalent agency if they are unsure whether such permits are required.)*

Alloy believes that permits under section 402 of the Clean Water Act are not required for the proposed abandonment. On June 15, 2017, Alloy sent a letter to the U.S. Environmental Protection Agency requesting comments on whether the proposed abandonment would require permits under section 402 of the Clean Water Act.²¹ As of the date of this Report, Alloy has not received a response. The Illinois Environmental Protection Agency has advised Alloy that the Agency has no objections to the proposed abandonment, but that “if one or more acres of land are disturbed during abandonment, a construction site activity stormwater NPDES permit will be required from the Division of Water Pollution Control.”²² Alloy agrees to obtain the required permit from the Division of Water Pollution Control if it is necessary.

(10) *Proposed Mitigation.*

Describe any actions that are proposed to mitigate adverse environmental impacts, indicating why the proposed mitigation is appropriate.

Mitigation is not necessary, because there are no adverse effects to mitigate.

(11) *Additional Information for Rail Constructions.*

Subsection (11) of § 1105.8(c) is not applicable to proposed abandonments.

* * * * *

²¹ See Exhibit 11 (Letter from M. Warren to R. Kaplan).

²² See Exhibit 9 (Letter from A. Messina to M. Warren).

In addition to the consultations identified above, Alloy consulted with the Federal and State bodies required pursuant to 49 C.F.R. § 1105.7(b). Alloy received certain additional information in response to those consultation efforts.

The National Oceanic & Atmospheric Administration (“NOAA”) informed Alloy that according to the National Geodetic Survey (“NGS”), approximately 3 geodetic survey marks may be located in the area of the right of way.²³ Alloy agrees to consult with NGS at least 90 days prior to the beginning of any salvage activities that will disturb or destroy any geodetic station marks.

II. Historic Report

Alloy submits the following information required by § 1105.8(d):

- (1) *A U.S.G.S. topographic map (or an alternate map drawn to scale and sufficiently detailed to show buildings and other structures in the vicinity of the proposed action) showing the location of the proposed action, and the locations and approximate dimensions of railroad structures that are 50 years old or older and are part of the proposed action;*

The required topographic map is attached to this Report as Exhibit 1.

- (2) *A written description of the right-of-way (including approximate widths, to the extent known), and the topography and urban and/or rural characteristics of the surrounding area;*

The remaining portions of the C&E and Bloomingdale lines originate at the Union Pacific Railroad’s North Avenue Yard and proceed east and south to Goose Island, a distance of approximately 2.875 miles in Chicago, Cook County, Illinois to a terminus near the intersection of Chicago Avenue and Halsted Street in the Goose Island district of Chicago. The right-of-way is situated in an urban area that has

²³ See Exhibit 12 (Response from NOAA).

experienced significant land use changes in recent years. The area was industrial in character, but is in the process of being redeveloped into high-tech/research and development, office and future retail/residential land use.

The right-of-way runs generally along the eastern bank of the North Branch of the Chicago River, through portions of private property and in public streets. Operations over private property are permitted by easement or trackage rights agreement, including easements permitting operations along the North Branch of the Chicago River, terminating at a swing bridge over the river. The portion of the right-of-way east of the Chicago River and through Goose Island runs predominantly through and along city streets.

The line includes three bridges, (1) the aforementioned swing bridge, which is a 118-year old swing bridge over the Chicago River (“Swing Bridge”); (2) the Cherry Avenue Bridge, which is owned by the City of Chicago; and (3) a highway bridge over Elston Avenue. The Swing Bridge provided access across the North Branch of the Chicago River, just south of W. Cortland Street, when it was operational. However, the Swing Bridge was damaged by vandalism and inoperable sometime before November 9, 2015 and had not yet been repaired as of May 8, 2017.²⁴ The bridge was opened recently by a CTR maintenance crew, but it is not clear that the bridge has yet been fully restored to a state that could accommodate safe, ongoing regular operations.

²⁴ See Defendants Emergency Petition for Temporary Restraining Order at ¶¶ 15-20, *Burgoyne, LLC v. Chicago Term. R.R. Co.*, No 2017 CH 06199 (Circuit Court of Cook County, Illinois) (filed May 8, 2017).

The Cherry Avenue Bridge crosses the North Branch of the Chicago River near W. North Avenue and N. Kingsbury Street to provide access to Goose Island. The Cherry Avenue Bridge is approximately 66 feet wide and 240 feet long. The Cherry Avenue Bridge was acquired by the City of Chicago from CTR in a transaction through which CTR retained an easement to provide rail service over the bridge. *See City of Chicago—Petition for Declaratory Order—Cherry Avenue Bridge*, STB Fin. Docket No. 35154 (Aug. 4, 2008). CTR is no longer serving shippers by running trains over the bridge. The City also installed a walkway for pedestrian and non-vehicle traffic. *See id.* at 4. Because the City owns the Cherry Avenue Bridge, abandonment of the Line would not affect the status of the bridge.

- (3) *Good quality photographs (actual photographic prints, not photocopies) of railroad structures on the property that are 50 years old or older and of the immediately surrounding area;*

Attached to this Report as Exhibit 2 are photographs of the Line and the immediate surrounding area. Exhibit 2 includes photographs of the three railroad structures on the Line: the Swing Bridge; the Cherry Avenue Bridge; and the highway bridge over Elston Avenue.

- (4) *The date(s) of construction of the structure(s), and the date(s) and extent of any major alterations, to the extent such information is known;*

Alloy does not possess independent information about the dates of construction of the railroad structures on the Line. However, Historic American Engineering Records are available for the Cherry Avenue Bridge and the Swing Bridge. According to these records, the Cherry Avenue Bridge was constructed in 1901-02. It was most recently modified in 2006 after the City's acquisition of the

bridge; this modification added a pedestrian walkway. The Swing Bridge was constructed in 1898-99.

- (5) *A brief narrative history of carrier operations in the area, and an explanation of what, if any, changes are contemplated as a result of the proposed action;*

The Line was owned and operated by the Chicago, Milwaukee, St. Paul and Pacific Railroad Company (“Milwaukee Road”). Following the Milwaukee Road’s bankruptcy, CMC Heartland Partners (“CMC”) became the corporate successor of the reorganized debtor Milwaukee Road in 1984. The Line was operated by Soo Line Railroad Company (“Soo”) pursuant to ICC Service Order No. 1500 (ICC served Jan. 17, 1986) and a trackage rights agreement between CMC and Soo. *See Soo Line R.R. Co. – Trackage Rights Exemption – CMC Heartland Partners*, STB Docket No. 32847 (served Mar. 11, 1997). CTR acquired the Line in 2006. *See Chicago Terminal R.R. – Acquisition and Operation Exemption – Soo Line R.R. Co. d/b/a Canadian Pac. Ry.*, STB Docket No. 34968 (served Dec. 22, 2006).

The proposed action would result in abandonment of the Line and no further rail service would be offered.

- (6) *A brief summary of documents in the carrier's possession, such as engineering drawings, that might be useful in documenting a structure that is found to be historic;*

Alloy does not have any documents in its possession related to the structures on the Line. Some documents are in the public record, including Historic American Engineering Records for the Cherry Avenue Bridge and the Swing Bridge.

- (7) *An opinion (based on readily available information in the railroad's possession) as to whether the site and/or structures meet the criteria for listing on the National Register of Historic Places (36 CFR 60.4),*

and whether there is a likelihood of archeological resources or any other previously unknown historic properties in the project area, and the basis for these opinions (including any consultations with the State Historic Preservation Office, local historical societies or universities);

For the following reasons, Alloy does not believe that any structure in the area of the Line meets the criteria for listing on the National Register of Historic Places. To Alloy's knowledge, none of the bridges on the Line are "associated with events that have made a significant contribution to the broad patterns of our history," nor are they "associated with the lives of persons significant in our past." 36 C.F.R. § 60.4. Neither the Swing Bridge nor any other structure "embod[ies] the distinctive characteristics of a type, period, or method of construction," represents "the work of a master or . . . possess high artistic values," or otherwise "represent[s] a significant and distinguishable entity." *Id.* Nor is any structure on the Line "likely to yield information important in prehistory or history." *Id.*

The Illinois Historic Preservation Agency ("IHPA") responded to Alloy's request for comment on the proposed abandonment on July 6, 2017.²⁵ The Agency stated that it has determined that the Swing Bridge is eligible for listing on the National Register of Historic Places on the grounds of its "long association for commerce and the movement of commodities in Chicago" and "its architectural and engineering attributes." Alloy will consult with IHPA about the basis for its determination and whether mitigation measures may be appropriate.

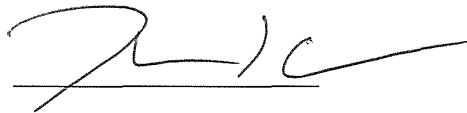
²⁵ See Exhibit 13 (Letter from R. Leibowitz to M. Warren)

Alloy does not believe that there is a likelihood of archeological resources or other previously unknown historic properties in the area of the Line. IHPA's response did not identify any such unknown resources or properties.²⁶

- (8) *A description (based on readily available information in the railroad's possession) of any known prior subsurface ground disturbance or fill, environmental conditions (naturally occurring or manmade) that might affect the archeological recovery of resources (such as swampy conditions or the presence of toxic wastes), and the surrounding terrain.*

Alloy has no knowledge of any prior subsurface ground disturbance or fill or environmental conditions that might affect the archaeological recovery of resources and the surrounding terrain.

Respectfully submitted,



Matthew J. Warren
Hanna M. Chouest
SIDLEY AUSTIN LLP
1501 K Street, NW
Washington, DC 20005
(202) 736-8000
(202) 736-8711 (fax)

Counsel to Alloy Property Company, LLC

Dated: September 1, 2017

²⁶ See *id.*

CERTIFICATE OF SERVICE

I hereby certify that on this 1st day of September 2017, I caused the foregoing Environmental and Historic Report to be served by First Class Mail or more expedient method on the following:

John D. Heffner
Strasburger & Price LLP
1025 Connecticut Ave., NW, Suite 717
Washington, DC 20036

David Michaud
Chicago Terminal Railroad
118 South Clinton St., Suite 400
Chicago, IL 60661

Charles Spitulnik
Kaplan Kirsch & Rockwell LLP
1001 Connecticut Ave., NW, Suite 800
Washington, DC 200036

Governor Bruce Rauner
Office of the Governor
State of Illinois
207 State House St.
Springfield, IL 62706

David J. Halpin, Cultural Resources
Manager
Illinois Historic Preservation Agency
1 Old State Capitol Plaza
Springfield, IL 62701

David L. Reifman, Commissioner
Department of Planning and
Development
City of Chicago
121 North LaSalle Street, 10th Floor
Chicago, IL 60602

Ivan Dozier, State Conservationist
National Resources Conservation
Service
USDA
2118 West Park Court
Champaign, IL 61821

Susan M. Campbell, Director
Department of Planning and
Development
Cook County
69 West Washington Street, Suite 2900
Chicago, IL 60602

Alec Messina, Director
Illinois Environmental Protection
Agency
P.O. Box 19276
Springfield, IL 62794-9276

James P. Casey
Federal Consistency Coordinator
Illinois Department of Natural
Resources
Coastal Management Program
160 N. LaSalle Street, Suite S-703
Chicago, IL 60601

Cam Sholly, Regional Director
National Park Service – Midwest
Region
601 Riverfront Drive
Omaha, NE 68102-4226

Juliana P. Blackwell, Director
National Geodetic Survey, NOAA
1315 East-West Highway
Silver Spring, MD 20910-3282

Col. Christopher T. Drew,
Commander and District Engineer
U.S. Army Corps of Engineers
Chicago District (CELRC-PA)
231 South LaSalle Street, Suite 1500
Chicago, IL 60604

Tom Melius, Midwest Regional Director
U.S. Fish and Wildlife Service – Region
3
5600 American Blvd. West, Suite 990
Bloomington, MN 55437

Robert Kaplan, Acting Regional
Administrator
Environmental Protection Agency –
Region 5
Metcalf Building
Office of Strategic Environmental
Analysis
77 West Jackson Boulevard
Chicago, IL 60604

A handwritten signature in black ink, appearing to read 'Hanna Chouest', with a long horizontal line extending to the right.

Hanna Chouest

Exhibit 4

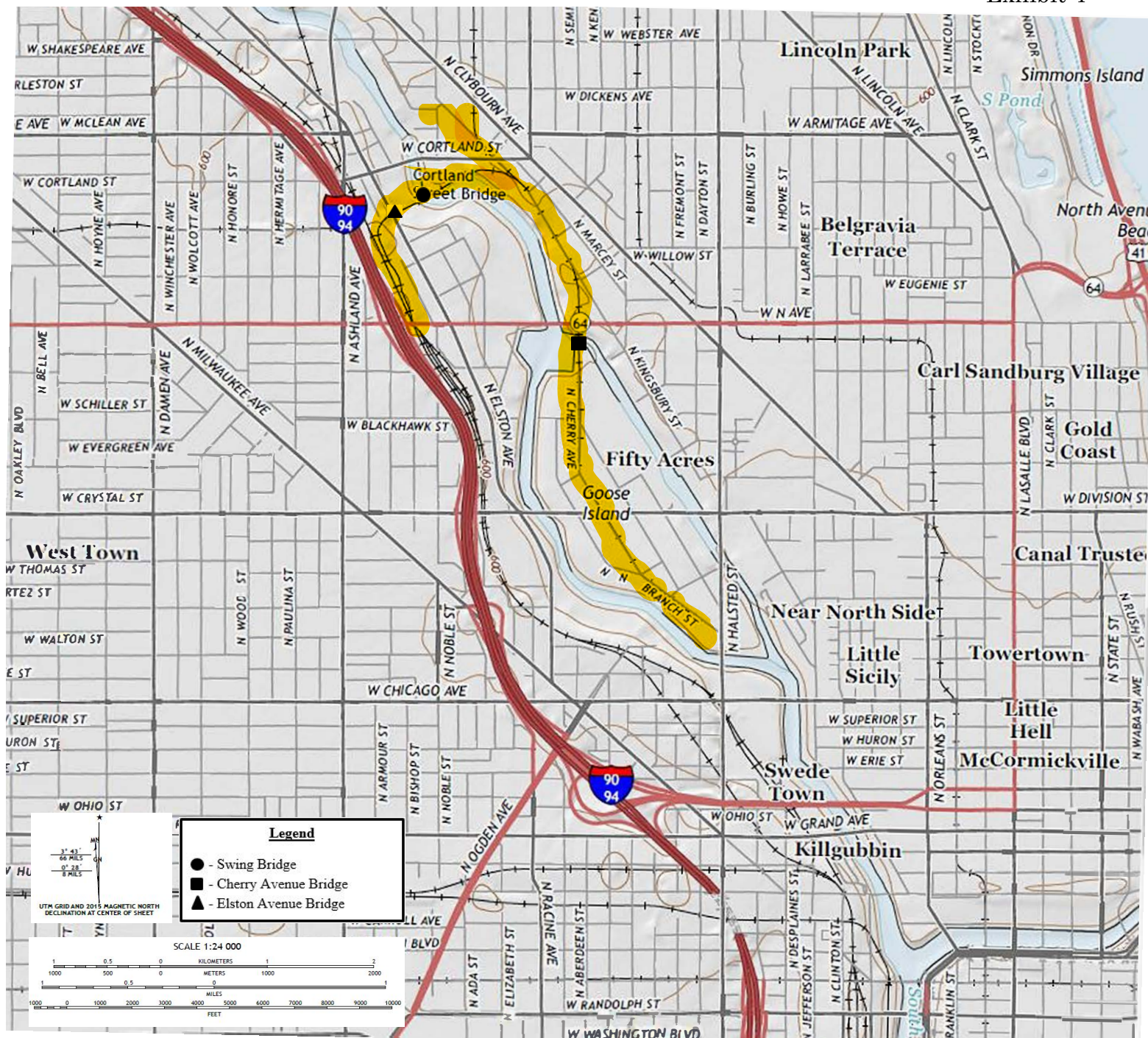


EXHIBIT 2





















CAUTION
ACTIVE RAIL
YIELD
TO
TRAINS















Exhibit 4







11/09/2015



11/09/2015



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FOUNDED 1866

June 15, 2017

David L. Reifman, Commissioner
Department of Planning and Development
City of Chicago
121 North LaSalle Street, 10th Floor
Chicago, IL 60602

Re: STB Docket No. AB-1258, *Alloy Property Company, LLC – Adverse
Abandonment – Chicago Terminal Railroad in Chicago, IL*

Dear Commissioner Reifman:

The purpose of this letter is to advise you that Alloy Property Company, LLC (“Alloy”) plans to file an application with the Surface Transportation Board (“STB”) seeking abandonment of the Chicago Terminal Railroad’s (“CTR”) authority to operate over the remaining portions of the “C&E” and “Bloomington” lines in Chicago, Illinois originating at Union Pacific’s North Avenue Yard and proceeding east and south to Goose Island, a distance of approximately 2.875 miles in Chicago, Cook County, Illinois to a terminus near the intersection of Chicago Avenue and Halsted Street in the “Goose Island” district of Chicago (the “Line”). A map of the Line is attached to this letter.

Alloy believes that the Line should be abandoned, because CTR is no longer providing rail service on the remaining portion of Line and prior rail customers have left the area as a result of company closures and property redevelopment.

Abandonment of rail operations on the Line requires STB approval, and the STB’s regulations require consultation with certain government entities regarding any potential environmental impacts of the proposed abandonment. Alloy does not believe that the proposed abandonment will result in any adverse impacts, but we would appreciate your comments about these issues. In particular, we request any comments you have on the following issue:



David L. Reifman, Commissioner
Department of Planning and Development
City of Chicago
Page 2

- Whether the proposed action is consistent with existing land use plans.

Alloy will provide a preliminary environmental report in the coming weeks that will outline the scope of the proposed project and that will include any comments received from your office. We can send this draft report either by mail or electronically; please contact me at 202-736-8996 or mjwarren@sidley.com if you would like to receive the report electronically.

Please send your reply to Matthew J. Warren, Sidley Austin LLP, 1501 K Street, NW, Washington, DC 20005, mjwarren@sidley.com or 202-736-8711 (fax).

Alloy appreciates your assistance in this matter. If you have any questions, please feel free to call or email me.

Sincerely,

A handwritten signature in blue ink, appearing to be "MJW", written over a horizontal line.

Matthew J. Warren
Counsel to Alloy Property Company, LLC

Attachment



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June 15, 2017

Susan M. Campbell, Director
Department of Planning and Development
Cook County
69 West Washington Street, Suite 2900
Chicago, IL 60602

Re: STB Docket No. AB-1258, *Alloy Property Company, LLC – Adverse Abandonment – Chicago Terminal Railroad in Chicago, IL*

Dear Director Campbell:

The purpose of this letter is to advise you that Alloy Property Company, LLC (“Alloy”) plans to file an application with the Surface Transportation Board (“STB”) seeking abandonment of the Chicago Terminal Railroad’s (“CTR”) authority to operate over the remaining portions of the “C&E” and “Bloomington” lines in Chicago, Illinois originating at Union Pacific’s North Avenue Yard and proceeding east and south to Goose Island, a distance of approximately 2.875 miles in Chicago, Cook County, Illinois to a terminus near the intersection of Chicago Avenue and Halsted Street in the “Goose Island” district of Chicago (the “Line”). A map of the Line is attached to this letter.

Alloy believes that the Line should be abandoned, because CTR is no longer providing rail service on the remaining portion of Line and prior rail customers have left the area as a result of company closures and property redevelopment.

Abandonment of rail operations on the Line requires STB approval, and the STB’s regulations require consultation with certain government entities regarding any potential environmental impacts of the proposed abandonment. Alloy does not believe that the proposed abandonment will result in any adverse impacts, but we would appreciate your comments about these issues. In particular, we request any comments you have on the following issue:



Susan M. Campbell, Director
Department of Planning and Development
Page 2

- Whether the proposed abandonment is consistent with existing land use plans.

Alloy will provide a preliminary environmental report in the coming weeks that will outline the scope of the proposed project and that will include any comments received from your office. We can send this draft report either by mail or electronically; please contact me at 202-736-8996 or mjwarren@sidley.com if you would like to receive the report electronically.

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Alloy appreciates your assistance in this matter. If you have any questions, please feel free to call or email me.

Sincerely,

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Matthew J. Warren
Counsel to Alloy Property Company, LLC

Attachment



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June 15, 2017

Ivan Dozier, State Conservationist
National Resources Conservation Service
USDA
2118 West Park Court
Champaign, IL 61821

Re: STB Docket No. AB-1258, *Alloy Property Company, LLC – Adverse
Abandonment – Chicago Terminal Railroad in Chicago, IL*

Dear Mr. Dozier:

The purpose of this letter is to advise you that Alloy Property Company, LLC (“Alloy”) plans to file an application with the Surface Transportation Board (“STB”) seeking abandonment of the Chicago Terminal Railroad’s (“CTR”) authority to operate over the remaining portions of the “C&E” and “Bloomington” lines in Chicago, Illinois originating at Union Pacific’s North Avenue Yard and proceeding east and south to Goose Island, a distance of approximately 2.875 miles in Chicago, Cook County, Illinois to a terminus near the intersection of Chicago Avenue and Halsted Street in the “Goose Island” district of Chicago (the “Line”). A map of the Line is attached to this letter.

Alloy believes that the Line should be abandoned, because CTR is no longer providing rail service on the remaining portion of Line and prior rail customers have left the area as a result of company closures and property redevelopment.

Abandonment of rail operations on the Line requires STB approval, and the STB’s regulations require consultation with certain government entities regarding any potential environmental impacts of the proposed abandonment. Alloy does not believe that the proposed abandonment will result in any adverse environmental impacts, but we would appreciate your comments about these issues. In particular, we request any comments you have on the following issue:

- The effect of the proposed abandonment on any prime agricultural land.



Ivan Dozier, State Conservationist
National Resources Conservation Service
Page 2

Alloy will provide a preliminary environmental report in the coming weeks that will outline the scope of the proposed project and that will include any comments received from your office. We can send this draft report either by mail or electronically; please contact me at 202-736-8996 or mjwarren@sidley.com if you would like to receive the report electronically.

Please send your reply to Matthew J. Warren, Sidley Austin LLP, 1501 K Street, NW, Washington, DC 20005, mjwarren@sidley.com or 202-736-8711 (fax).

Alloy appreciates your assistance in this matter. If you have any questions, please feel free to call or email me.

Sincerely,

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Matthew J. Warren
Counsel to Alloy Property Company, LLC

Attachment

Exhibit 6



Bruce Rauner, Governor • Wayne A. Rosenthal, IDNR Director
Diane Tecic, Coastal Management Program Director

160 N. LaSalle Street, Suite S-703 • Chicago, Illinois 60601
www.dnr.illinois.gov/cmp

June 24, 2017

Matthew J. Warren
Sidley Austin LLP
1501 K Street, NW
Washington, DC 20005

RE: IFC2017014; STB Docket No. AB-1258, Alloy Property Company, LLC – Adverse
Abandonment – Chicago Terminal Railroad in Chicago, IL

Dear Mr. Warren,

In response to the letter dated June 15, 2017 seeking comments on the above referenced rail line abandonment in Chicago, Illinois. Rail line abandonments are not listed in the Illinois Coastal Management Program Plan (ICMP) as an activity that will affect any land or water use or natural resource of the coastal zone. Therefore, an ICMP Federal Consistency Determination will not be required.

If you have any questions, feel free to contact me at (312) 793-5947 or
james.casey@illinois.gov.

Sincerely,

James P. Casey
Federal Consistency Coordinator



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FOUNDED 1866

June 15, 2017

Tom Melius, Midwest Regional Director
U.S. Fish and Wildlife Service – Region 3
5600 American Blvd. West, Suite 990
Bloomington, MN 55437

Re: STB Docket No. AB-1258, *Alloy Property Company, LLC – Adverse
Abandonment – Chicago Terminal Railroad in Chicago, IL*

Dear Director Melius:

The purpose of this letter is to advise you that Alloy Property Company, LLC (“Alloy”) plans to file an application with the Surface Transportation Board (“STB”) seeking abandonment of the Chicago Terminal Railroad’s (“CTR”) authority to operate over the remaining portions of the “C&E” and “Bloomingtondale” lines in Chicago, Illinois originating at Union Pacific’s North Avenue Yard and proceeding east and south to Goose Island, a distance of approximately 2.875 miles in Chicago, Cook County, Illinois to a terminus near the intersection of Chicago Avenue and Halsted Street in the “Goose Island” district of Chicago (the “Line”). A map of the Line is attached to this letter.

Alloy believes that the Line should be abandoned, because CTR is no longer providing rail service on the remaining portion of Line and prior rail customers have left the area as a result of company closures and property redevelopment.

Abandonment of rail operations on the Line requires STB approval, and the STB’s regulations require consultation with certain government entities regarding any potential environmental impacts of the proposed abandonment. Alloy does not believe that the proposed abandonment will result in any adverse environmental impacts, but we would appreciate your comments about these issues. In particular, we request any comments you have on the following issues:

- Whether the proposed abandonment is likely to adversely affect endangered or threatened species or areas designated as a critical habitat and, if so, please describe such effects;



Tom Melius, Midwest Regional Director
U.S. Fish and Wildlife Service – Region 3
Page 2

- Whether wildlife sanctuaries or refuges, National or State parks or forests will be affected and, if so, please describe such effects.

Alloy will provide a preliminary environmental report in the coming weeks that will outline the scope of the proposed project and that will include any comments received from your office. We can send this draft report either by mail or electronically; please contact me at 202-736-8996 or mjwarren@sidley.com if you would like to receive the report electronically.

Please send your reply to Matthew J. Warren, Sidley Austin LLP, 1501 K Street, NW, Washington, DC 20005, mjwarren@sidley.com or 202-736-8711 (fax).

Alloy appreciates your assistance in this matter. If you have any questions, please feel free to call or email me.

Sincerely,

A handwritten signature in blue ink, appearing to be "M. Warren", written over a horizontal line.

Matthew J. Warren
Counsel to Alloy Property Company, LLC

Attachment



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FOUNDED 1866

June 15, 2017

Cam Sholly, Regional Director
National Park Service – Midwest Region
601 Riverfront Drive
Omaha, NE 68102-4226

Re: STB Docket No. AB-1258, *Alloy Property Company, LLC – Adverse Abandonment – Chicago Terminal Railroad in Chicago, IL*

Dear Director Sholly:

The purpose of this letter is to advise you that Alloy Property Company, LLC (“Alloy”) plans to file an application with the Surface Transportation Board (“STB”) seeking abandonment of the Chicago Terminal Railroad’s (“CTR”) authority to operate over the remaining portions of the “C&E” and “Bloomington” lines in Chicago, Illinois originating at Union Pacific’s North Avenue Yard and proceeding east and south to Goose Island, a distance of approximately 2.875 miles in Chicago, Cook County, Illinois to a terminus near the intersection of Chicago Avenue and Halsted Street in the “Goose Island” district of Chicago (the “Line”). A map of the Line is attached to this letter.

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- Whether wildlife sanctuaries or refuges, National or State parks or forests will be affected, and what such effects might be.



Cam Sholly, Regional Director
National Park Service – Midwest Region

Page 2

Alloy will provide a preliminary environmental report in the coming weeks that will outline the scope of the proposed project and that will include any comments received from your office. We can send this draft report either by mail or electronically; please contact me at 202-736-8996 or mjwarren@sidley.com if you would like to receive the report electronically.

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Sincerely,

A handwritten signature in blue ink, appearing to be "MJW", written over a horizontal line.

Matthew J. Warren
Counsel to Alloy Property Company, LLC

Attachment



ILLINOIS ENVIRONMENTAL PROTECTION AGENCY

1021 NORTH GRAND AVENUE EAST, P.O. BOX 19276, SPRINGFIELD, ILLINOIS 62794-9276 • (217) 782-3397

BRUCE RAUNER, GOVERNOR

ALEC MESSINA, DIRECTOR

July 6, 2017

Matthew J. Warren
Sidley Austin LLP
1501 K Street, NW
Washington, DC 20005

RE: Alloy Property Company, LLC

Dear Mr. Warren:

The Agency has no objections to the proposed railway abandonment; however, if one or more acres of land are disturbed during abandonment, a construction site activity stormwater NPDES permit will be required from the Division of Water Pollution Control. Disturbance of soil is considered to be any clearing, grading or excavation activities.

Please be advised that any solid or hazardous waste must be properly disposed of or recycled.

Cordially,

A handwritten signature in cursive script that reads "Alec Messina".

Alec Messina
Director



SIDLEY AUSTIN LLP
1501 K STREET, N.W.
WASHINGTON, D.C. 20005
+1 202 736 8000
+1 202 736 8711 FAX

mjwarren@sidley.com
+1 202 736 8996

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FOUNDED 1866

June 15, 2017

Col. Christopher T. Drew, Commander and District Engineer
U.S. Army Corps of Engineers
Chicago District (CELRC-PA)
231 South LaSalle Street, Suite 1500
Chicago, IL 60604

Re: STB Docket No. AB-1258, *Alloy Property Company, LLC – Adverse
Abandonment – Chicago Terminal Railroad in Chicago, IL*

Dear Col. Drew:

The purpose of this letter is to advise you that Alloy Property Company, LLC (“Alloy”) plans to file an application with the Surface Transportation Board (“STB”) seeking abandonment of the Chicago Terminal Railroad’s (“CTR”) authority to operate over the remaining portions of the “C&E” and “Bloomington” lines in Chicago, Illinois originating at Union Pacific’s North Avenue Yard and proceeding east and south to Goose Island, a distance of approximately 2.875 miles in Chicago, Cook County, Illinois to a terminus near the intersection of Chicago Avenue and Halsted Street in the “Goose Island” district of Chicago (the “Line”). A map of the Line is attached to this letter.

Alloy believes that the Line should be abandoned, because CTR is no longer providing rail service on the remaining portion of Line and prior rail customers have left the area as a result of company closures and property redevelopment.

Abandonment of rail operations on the Line requires STB approval, and the STB’s regulations require consultation with certain government entities regarding any potential environmental impacts of the proposed abandonment. Alloy does not believe that the proposed abandonment will result in any adverse environmental impacts, but we would appreciate your comments about these issues. In particular, we request any comments you have on the following issues:

- Whether permits under section 404 of the Clean Water Act (33 U.S.C. § 1344) are required for the proposed abandonment;



Col. Christopher T. Drew, Commander and District Engineer
U.S. Army Corps of Engineers

Page 2

- Whether any designated wetlands or 100-year flood plains will be affected, and please describe any such effects.

Alloy will provide a preliminary environmental report in the coming weeks that will outline the scope of the proposed project and that will include any comments received from your office. We can send this draft report either by mail or electronically; please contact me at 202-736-8996 or mjwarren@sidley.com if you would like to receive the report electronically.

Please send your reply to Matthew J. Warren, Sidley Austin LLP, 1501 K Street, NW, Washington, DC 20005, mjwarren@sidley.com or 202-736-8711 (fax).

Alloy appreciates your assistance in this matter. If you have any questions, please feel free to call or email me.

Sincerely,

A handwritten signature in blue ink, appearing to be "MJW", written over a horizontal line.

Matthew J. Warren
Counsel to Alloy Property Company, LLC

Attachment



SIDLEY AUSTIN LLP
1501 K STREET, N.W.
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June 15, 2017

Robert Kaplan, Acting Regional Administrator
Environmental Protection Agency – Region 5
Metcalf Building
Office of Strategic Environmental Analysis
77 West Jackson Boulevard
Chicago, IL 60604

Re: STB Docket No. AB-1258, *Alloy Property Company, LLC – Adverse Abandonment – Chicago Terminal Railroad in Chicago, IL*

Dear Administrator Kaplan:

The purpose of this letter is to advise you that Alloy Property Company, LLC (“Alloy”) plans to file an application with the Surface Transportation Board (“STB”) seeking abandonment of the Chicago Terminal Railroad’s (“CTR”) authority to operate over the remaining portions of the “C&E” and “Bloomington” lines in Chicago, Illinois originating at Union Pacific’s North Avenue Yard and proceeding east and south to Goose Island, a distance of approximately 2.875 miles in Chicago, Cook County, Illinois to a terminus near the intersection of Chicago Avenue and Halsted Street in the “Goose Island” district of Chicago (the “Line”). A map of the Line is attached to this letter.

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Robert Kaplan, Acting Regional Administrator
Environmental Protection Agency – Region 5
Page 2

- Any potential adverse environmental effects of the proposed abandonment on the surrounding area;
- The location of any known hazardous materials spills on the right-of-way of the Line, and list the types of hazardous materials involved;
- Whether permits under section 402 of the Clean Water Act (33 U.S.C. §1342) are required for the proposed abandonment.

Alloy will provide a preliminary environmental report in the coming weeks that will outline the scope of the proposed project and that will include any comments received from your office. We can send this draft report either by mail or electronically; please contact me at 202-736-8996 or mjwarren@sidley.com if you would like to receive the report electronically.

Please send your reply to Matthew J. Warren, Sidley Austin LLP, 1501 K Street, NW, Washington, DC 20005, mjwarren@sidley.com or 202-736-8711 (fax).

Alloy appreciates your assistance in this matter. If you have any questions, please feel free to call or email me.

Sincerely,

A handwritten signature in blue ink, appearing to read "M. J. Warren", written over a horizontal line.

Matthew J. Warren
Counsel to Alloy Property Company, LLC

Attachment

From: Simon Monroe
To: [Warren, Matthew J.](#)
Cc: [SURFACE TRANSPORTATION BOARD](#); [Christine Gallagher](#); [Simon Monroe](#)
Subject: NGS Response, STB Docket AB-1258
Date: Monday, June 19, 2017 4:43:32 PM

> -----
> Thank you for sharing your railroad abandonment environmental report for
> CHICAGO, Cook County, ILLINOIS.
>
> Approximately 03 geodetic survey marks may be located in the area
> described. If marks will be disturbed by the abandonment, [THE RAILROAD]
 shall consult with the National Geodetic Survey (NGS) at least 90 days prior
 to beginning salvage activities that will disturb, or destroy any geodetic
 station marks. These marks are described on the attached file. Additional
 advice is provided at <http://geodesy.noaa.gov/marks/railroads/>
> -----
>
> |Dist|PID...|H V|Vert_Source|Approx.|Approx..|Stab|Designation>

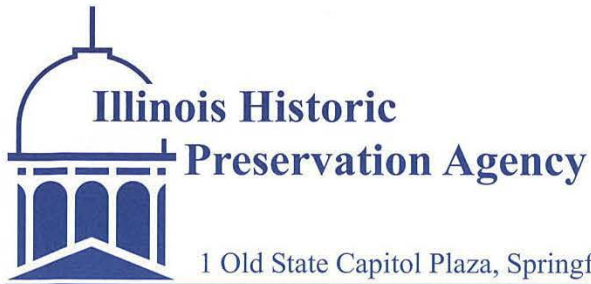
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|...|ME1898|1934|CGS...|.
1|88/ADJUSTED|N415448.....|W0873955.....|B...|G|C 18

|...|ME1958|1973|NGS...|.
1|88/ADJUSTED|N415439.1....|W0873952.9....|B...|G|C 274

|...|ME1904|UNK.|CNWRR|.
1|88/ADJUSTED|N415447.....|W0873954.....|B...|G|RV 4

>



FAX (217) 524-7525
www.illinoishistory.gov

Cook County

Chicago

Railway Abandonment, Chicago Terminal Railroad

From North Ave. Yard South of North Ave. and West of Elston Ave. going North then East and South to Halsted St.

STB-AB-1258

IHPA Log #025062017

July 6, 2017

Matthew Warren
Sidley Austin LLP
1501 K Street, NW
Washington, DC 20005

Dear Mr. Warren:

We have reviewed the information provided regarding the above referenced project. Our review is required by section 106 of the National Historic Preservation Act of 1966, as amended. We have determined that the swing bridge, constructed in 1899, is eligible for listing on the National Register of Historic Places. The bridge is eligible under Criterion A because of its long association for commerce and the movement of commodities in Chicago, and under Criterion C, for its architectural and engineering attributes.

The proposal to abandon this section of railroad will lead to the demolition of the bridge which constitutes an adverse effect as defined in 36 CFR 800.5.

At this time, you should begin consultation with this office to seek ways to avoid this adverse effect. Preservation in place is always our preference. You also should notify the Advisory Council on Historic Preservation of this finding to determine if they wish to join the consultation process.

If you have questions, please contact Cultural Resources Manager, David J. Halpin, at 217/785-4998 or at david.halpin@illinois.gov.

Sincerely,

Rachel Leibowitz, Ph.D.
Deputy State Historic
Preservation Officer

RL:djh

From: Cirton, Shawn
To: [Warren, Matthew J.](#)
Subject: STB Docket No. AB-1258, Alloy Property Company, LLC - Adverse Abandonment - Chicago Terminal Railroad in Chicago, IL
Date: Thursday, August 03, 2017 2:04:49 PM
Attachments: [Chicago Terminal Railroad Adverse Abandonment.pdf](#)

Mr. Warren,

This email is in response to your letter of July 17, 2017, to Mr. Tom Melius, Regional Director. After reviewing the information provided, we have no concerns about impacts to Federally listed species in the proposed abandonment area or within the immediate vicinity.

Sincerely,

Shawn Cirton
Fish and Wildlife Biologist
U.S. Fish and Wildlife Service
Chicago Illinois Field Office
230 South Dearborn Street, Suite 2938
Chicago, IL 60604
(312)216-4728

EXHIBIT 5

9/29/2017

Chicago developer aims at Amazon with \$10B vision for former steel plant site - Chicago Tribune

Chicago developer aims at Amazon with \$10B vision for former steel plant site

ADVERTISEMENT

Sterling Bay's massive development planned for the former A. Finkl & Sons steel plant site has a name, Lincoln Yards, and a \$10 billion plan to court Amazon's second headquarters to Chicago.



By **Ryan Ori**
Chicago Tribune

SEPTEMBER 13, 2017, 9:56 AM

Sterling Bay's massive development planned for the former A. Finkl & Sons steel plant site has a name, a high-powered planning team and one big target: Amazon's second headquarters.

About two years after it struck a deal to buy the North Side parcel along the Chicago River, the Chicago developer is disclosing new details, including the name: Lincoln Yards.

The mixed-use development could take up as much as 100 acres of land along Lincoln Park and Bucktown, cost as much as \$10 billion and take a decade to complete, said Sterling Bay managing principal Andy Gloor.

Sterling Bay is sharing its first detailed description of Lincoln Yards at an ideal time to be in possession of a sprawling, well-located development site. Seattle-based Amazon last week announced it will search North

9/29/2017

Chicago developer aims at Amazon with \$10B vision for former steel plant site - Chicago Tribune

America for a city where it can create a second headquarters for up to 50,000 new employees.

Mayor Rahm Emanuel is pushing for that city to be Chicago, and Gloor said Sterling Bay plans to court Amazon. A few prominent Chicago developers have sites that could potentially accomodate Amazon, but Sterling Bay is the first to publicly describe plans to land the deal.

"Chicago is a strong tech market," Gloor said. "Chicago as a city has a lot to offer someone like Amazon. If you're looking at Chicago and trying to build a second headquarters, 100 acres of riverside land between Lincoln Park and Bucktown feels like a good place to start.

"We think it's the best infill site in the U.S. today."

Lincoln Yards is expected to include a new Metra train station, an extension of The 606 elevated trail, a water taxi stop, office and residential towers, a riverside brewery, shops and restaurants. The project also could include other uses, including a school or a theater, Gloor said.

Sterling Bay plans to designate "a substantial amount of acreage" to open space, including The 606 extension, sports fields, parks and a wide riverwalk, Gloor said.

Gloor said the vacant parcel offers "a blank slate," providing a variety of options for laying out a huge office campus with other amenities such as retail, apartments and hotel rooms. "We hope to soon have a partner that we can draw this up with," Gloor said.

Competition will be intense among cities vying for Amazon, whose "HQ2" is expected to be one of the most coveted office deals in decades.

Sterling Bay has a track record of headquarters deals, including Oak Brook-based McDonald's future headquarters under construction in the Fulton Market district. In previous deals, Sterling Bay brought Google's Midwest headquarters to Fulton Market and the headquarters of food company Hillshire Brands and in-flight wireless provider Gogo to the West Loop. All of those deals were moves from Chicago's suburbs to downtown.

Sterling Bay's master planning team includes urban planning and architecture firm CBT, architecture firm Skidmore, Owings & Merrill; landscape architecture firm Michael Van Valkenburgh Associates and transportation consultant Nelson\Nygaard.

Plans for Lincoln Yards are being revealed not long after the city announced major zoning changes for a swath of land near the river that was long limited to manufacturing uses. In anticipation of the potential changes, Sterling Bay has invested hundreds of millions of dollars on properties in the area, including \$140 million for the 28-acre Finkl site and a pending \$104.7 million for a city-owned vehicle maintenance facility just across the river from the Finkl site.

Sterling Bay owns or has contracts to buy more than 70 acres now, and hopes to expand the total site to 90 or 100 acres through additional acquisitions, Gloor said. The company owns land as far as Webster Avenue to the

9/29/2017

Chicago developer aims at Amazon with \$10B vision for former steel plant site - Chicago Tribune

north, North Avenue to the south, the Kennedy Expressway to the west and Clybourn Avenue to the east.

Lincoln Yards could cost \$6 billion to \$10 billion to develop, Gloor said.

The developer still must gain city approval for a planned development of the site, following meetings with 2nd Ward Ald. Brian Hopkins and neighborhood groups.

One concern from neighbors is likely to be traffic. To address that, Gloor said Sterling Bay — working with the city and Metra — wants to create a sort of transportation hub based around a new Metra station, possibly at a property it owns on Besly Court just east of the expressway. The facility would include more than 2,000 parking spaces, a connection to The 606, a nearby water taxi station and shuttle buses to CTA trains, Gloor said.

"Everyone agrees that (the current Clybourn) Metra station is inadequate, and we're willing to provide parts of our site to improve it and connect it to The 606, water taxis and public transportation," Gloor said.

The 606 would be extended on a bridge going under the Kennedy but over Metra trains and the river. Working with the city, Sterling Bay wants to create a protected bike lane from Lincoln Yards directly to Lake Michigan, Gloor said.

Sterling Bay's exact design for the site is likely to depend on whether Amazon or another large corporation signs on as an anchor tenant.

Gloor declined to estimate the amount of space Sterling Bay is likely to build, or how high the buildings would be. But he said constructing taller buildings would allow Sterling Bay to set aside larger open spaces, particularly along the river.

"There's a huge focus on the river, really making it come to life, and creating a sense of community for the property," Gloor said.

rori@chicagotribune.com

Twitter @Ryan_Ori

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This article is related to: Amazon.com, The 606, Metra

EXHIBIT 6

10/10/2017

Goose Island landlords worry 'railroad trolls' will derail North Side development - Chicago Tribune

Goose Island landlords worry 'railroad trolls' will derail North Side development



Goose Island landlords are complaining about rail cars parked in the middle of streets, an issue that could hobble development in the neighborhood. Iowa Pacific Holdings, which owns the Chicago Terminal Railroad line, says it has federal operating rights to store the rail cars.



By **Ryan Ori**
Chicago Tribune

SEPTEMBER 21, 2017, 12:15 PM

Major zoning changes expected to spark a wave of residential, office and retail development near the Chicago River have bumped into an unexpected obstacle from the area's gritty past: rail cars.

Property owners in the North Side Industrial Corridor are unhappy about the arrival of rows of train tanker cars on more than century-old tracks that run through Goose Island and east into the Lincoln Park area.

The Chicago Department of Transportation and one of the city's biggest real estate developers, Sterling Bay, are trying to end rail car storage in the area.

10/10/2017

Goose Island landlords worry 'railroad trolls' will derail North Side development - Chicago Tribune

The issue has come to the forefront on the eve of planned redevelopments of several industrial parcels, including Sterling Bay's project with the stated goal of luring Amazon's second headquarters to as much as 100 riverfront acres. Tracks on Kingsbury Street run near that land, which includes the former A. Finkl & Sons steel site.

On Goose Island, tankers are parked within a few feet of buildings and businesses, and even in the middle of streets where the tracks run, said Matt Garrison, managing principal of Chicago developer R2.

Rail cars have been placed there by Chicago-based Iowa Pacific Holdings, whose businesses include rail car storage. Iowa Pacific owns the Chicago Terminal Railroad line.

The rail cars' arrival, closely following the City Council's recent approval of zoning changes to the 760-acre former North Branch Industrial Corridor, appears more than coincidental, Garrison said. The rail cars began accumulating over the past month or so, as long-anticipated development plans have been unveiled, he said.

"In my opinion, these guys are railroad trolls," Garrison said. "They want to get paid to move out of the way."

Iowa Pacific General Counsel David Michaud called the timing "coincidental," saying the company recently signed new rail car storage contracts after repairing a swing bridge that crosses the river near North Avenue. The cars are stored for customers that use the Chicago Terminal Railroad in Elk Grove Village and Bensenville, Michaud said.

"We are in the process of negotiating with another customer to bring more storage-in-transit cars to Goose Island," Michaud said. "There's a likelihood we'll bring more cars to the area because we're at capacity in Elk Grove Village."

Iowa Pacific said it would accept \$275,000 to stop parking rail cars near a Bliss Street building that R2 owns, Garrison said. Iowa Pacific wanted money wired within 24 hours, Garrison said.

Michaud said the offer was a fair amount based on the value of long-term business Iowa Pacific would give up by moving stored cars away from R2's property.

R2 owns about 500,000 square feet of buildings in the area as well as 10 acres of development land. It plans to convert the Bliss Street building, a former brick warehouse, into loft offices. While obstructing area development, the rail cars also are creating a safety hazard, confusing drivers by blocking the roadway, Garrison said.

The city is also taking issue with the rail cars.

In a Sept. 12 letter to Iowa Pacific's president, Edwin Ellis Jr., CDOT Commissioner Rebekah Scheinfeld demanded that rail cars parked in the vicinity of Cherry Avenue and North Branch Street be moved and said "CDOT continues to investigate the situation and reserves the right to pursue all legal remedies available to it."

10/10/2017

Goose Island landlords worry 'railroad trolls' will derail North Side development - Chicago Tribune

In the letter, provided by CDOT to the Tribune, Scheinfeld also said if the cars are not moved, the city may seek intervention by federal agencies.

More than a week later, the rail cars remain.

“We have federal operating rights, which we believe would be superior to any actions (CDOT) would be taking,” Michaud said. “Respectfully, they don’t have authority over our operations.”

At least one federal agency also is involved.

On June 1, a company controlled by Sterling Bay filed preliminary documents with the federal Surface Transportation Board seeking to end Iowa Pacific’s rights to use the Chicago Terminal Railroad, through a process called “adverse abandonment.”

Through its lawyers, Sterling Bay argues the 2.6-mile stretch of train tracks is in disrepair and no longer needed, since businesses that previously used rails have shut down or relocated. The developer also said there are beneficial uses for the rail line, such as recreational trails and other infrastructure improvements.

“There’s been no determination of abandonment, and it has not even been formally filed yet by Sterling Bay,” Michaud said. “We don’t agree that the abandonment filing will be successful.”

Sterling Bay’s redevelopment of the Finkl site, which it is calling Lincoln Yards, includes a plan to extend The 606 elevated trail east across the river and create other parks and recreational space.

“Freight rail activity, including rail car storage, is incompatible with the city of Chicago’s recently adopted North Branch Industrial Corridor Framework Plan and with Sterling Bay’s vision for Lincoln Yards,” Sterling Bay said in an emailed statement. “We have initiated the required steps for federal approval of the abandonment of freight service on rail lines operated by Chicago Terminal Railroad in the North Branch corridor area.”

International Airport Centers, another big Goose Island landlord whose tenants include an Amazon distribution center on Cherry Avenue, also has complained to the city about the rail cars.

“We believe it’s an inappropriate use,” said Larry Krasner, president and chief investment officer of International Airport Centers. “We’re following the guidance of CDOT and the courts.”

Krasner declined to comment on the rail cars’ impact on Amazon and other tenants.

Iowa Pacific owns freight and passenger rail lines in states including Oregon, New York and Mississippi, according to its website. Iowa Pacific provides services including rail car storage, logistics and locomotive and car leasing.

rori@chicagotribune

Twitter [@Ryan_Ori](https://twitter.com/Ryan_Ori)

EXHIBIT 7

September 21, 2017

A rail showdown on Goose Island

By ALBY GALLUN | J

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Photo by Manuel Martinez

Real estate developers may have won the war over the future of the North Branch of the Chicago River, but they're bracing for a new kind of a battle with a lone industrial holdout.

Their new adversary: Iowa Pacific Holdings, a little-known Chicago company that owns railroad tracks along the river and potentially, the power to delay a push to transform part of the industrial North Branch with

new office, residential and

retail projects. One developer, Sterling Bay, has already taken legal action against the company.

Iowa Pacific has drawn the ire of nearby property owners and city officials by moving a couple dozen empty tanker cars onto tracks on Goose Island. They're a nuisance and safety hazard, neighbors say.

Some property owners also contend that the maneuver is part of a broader scheme to shake them down. Iowa Pacific's message: Pay us what we ask, and we'll remove the cars and abandon the tracks.

Goose Island landlord Matt Garrison called the company a "railroad troll," comparing it to patent trolls, firms that obtain patents for the sole purpose of suing other companies for patent infringement.

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"I believe the company's M.O. is to store cars on the train tracks in an attempt to get payments from developers, property owners and the City of Chicago," said Garrison, managing principal at R2, a Chicago developer that owns a building right next to Iowa Pacific's tracks.

Iowa Pacific denies that's its true motivation, saying it's running out of tracks for its railcar storage business amid a nationwide glut of tanker cars.

"We want to be good neighbors, but we have to run our business just like everybody else has to run their business," said David Michaud, Iowa Pacific's general counsel.

Iowa Pacific is already defending itself against a push to take away some of its tracks in the area. A venture led by Chicago-based Sterling Bay recently filed a notice that it plans to seek the intervention of the federal Surface Transportation Board. It wants the board to require an Iowa Pacific unit to abandon tracks that run from Elston Avenue across the Chicago River, through the former Finkl steel site and then down through Goose Island.

Sterling Bay has a lot at stake because it owns the vacant 28-acre **Finkl property** and plans a major development called Lincoln Yards on it and neighboring parcels. A working rail line would disrupt its push to develop the tract, considered a potential site for Amazon's second headquarters.

The dispute adds an unexpected wrinkle to the city's plans for the North Branch, a 760-acre industrial corridor stretching from Kinzie Street to Fullerton Avenue. Over the objections of industrial companies in the area, the city recently relaxed zoning in parts of the corridor to allow for residential other commercial development there. The dispute also underscores why cities need to use zoning to keep industrial and other uses apart.

"Freight rail activity, including rail car storage, is incompatible with the City of Chicago's recently adopted North Branch Industrial Corridor Framework Plan and with Sterling Bay's vision for Lincoln Yards," Sterling Bay said in a statement. "We have initiated the required steps for federal approval of the abandonment of freight service on rail lines operated by (Iowa Pacific subsidiary) Chicago Terminal Railroad in the North Branch Corridor area."

Sterling Bay Managing Principal Andy Gloor declined to comment.

Iowa Pacific plans to oppose Sterling Bay's petition. Michaud said the firm has every right to continue to use the tracks for storing rail cars and denies that they are a danger or hazard.

Though the two sides could reach a financial settlement under which Iowa Pacific gives up the tracks, the case could also drag on for months or years,

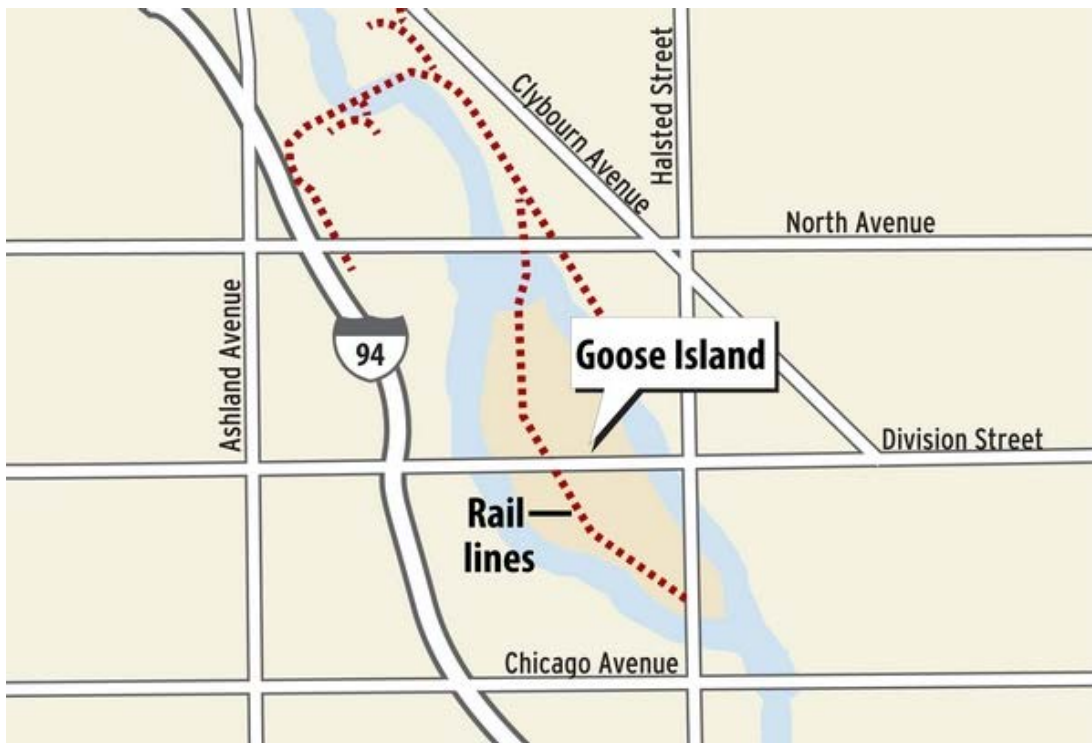


Photo by Iowa Pacific Holdings

frustrating Sterling Bay's push to develop its property.

The city's transportation commissioner, Rebekah Scheinfeld, also has gotten involved, writing a letter to Iowa Pacific President Edwin Ellis demanding that

the company remove the tanker cars.

"This situation obstructs and increases safety risks for vehicular, bicycle and pedestrian traffic," she wrote.

Garrison himself is weighing his options. He said he asked Iowa Pacific to remove the tanker cars outside his building at **909 W. Bliss St.** The company agreed, but only if he immediately paid \$275,000, ending that conversation.

Michaud said Iowa Pacific came up with that number by calculating the income it would lose by not using the tracks outside Garrison's building.

Goose Island is still largely industrial, and the city aims to maintain that while also encouraging office development there. Garrison is courting office tenants for a redevelopment of his Bliss Street



Photo by Manuel Martinez

building and another big office project he plans down the street.



Photo by Manuel Martinez

Iowa Pacific, which bought the North Side train tracks in 2006, stores more than 6,000 rail cars nationwide, including some on tracks in Elk Grove Village that are almost at capacity, Michaud said.

The company uses the Goose Island tracks for overflow and plans to move even more rail cars there in the future, he said.

"Chicago is a central hub of the entire railroad network, so

there's huge demand for car storage here," he said.

EXHIBIT 8

**CONFIDENTIAL
MATERIALS OMITTED**

EXHIBIT 9



CRAIN'S
CHICAGO BUSINESS.



u

October 03, 2017

Rail cars roll off Goose Island, but 'railroad troll' to bring them back

By ALBY GALLUN | J

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Goose Island's "railroad troll" has backed down—kind of—but only for a moment.

A Chicago company that owns railroad tracks running onto Goose Island **irked nearby property owners** last month after it rolled a couple dozen empty tank cars onto the tracks and left them there.

Neighbors complained the cars were a nuisance and safety danger.

Some accused the company, Iowa Pacific Holdings, of trying to shake them down for money in exchange for removing the cars. One even gave the company a derisive nickname: "railroad troll."

Iowa Pacific mollified its neighbors the other night when it rolled the rail cars off the tracks, but that doesn't mean the fight is over. David Michaud, Iowa Pacific's general counsel, said the firm plans to store more cars on Goose Island in the

coming weeks, a move that could rev up the conflict once again.

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The rail cars have become a source of controversy because Goose Island and its environs are so busy with car and truck traffic. In many places, the tanker cars sit on tracks right on the street. They are also a vestige of the area's industrial past and a potential obstacle blocking efforts **to redevelop** an important part of the North Branch of the Chicago River with new homes, office buildings and stores.

Rather than bowing to direct pressure from neighbors and the city, Iowa Pacific moved the cars only because the company that owns them, Union Tank Car Company, asked to have them transferred to another location, said David Michaud, Iowa Pacific's general counsel.

Union Tank, also known as UTLX, and other railcar owners pay a unit of Iowa Pacific to store idled cars, which Iowa Pacific does on train tracks it owns around the county. When railcar companies want cars moved from one point to another, they make a request by sending a "waybill" to Iowa Pacific, Michaud said.

Union Tank is "a very important customer of ours," he said. "We're just honoring the waybill."

He wouldn't say where the cars went, but Iowa Pacific also stores railcars on tracks in Bensenville and Elk Grove Village. The company plans to move more cars owned by other customers onto the Goose Island tracks "sometime in the next couple weeks," he said.

That would attract more scorn from neighbors.

"In my opinion, having train cars parked in the middle of the street and the middle of the sidewalk creates a dangerous situation for cars and pedestrians," Matt Garrison, managing principal at R2, a Chicago developer that owns a building right next to Iowa Pacific's tracks on Goose Island, said in a statement. "I assume UTLX realized their cars were causing this issue. I imagine any car owner would want to avoid that situation."

It's unclear why Union Tank wanted the cars moved. Garrison confirmed that R2 contacted the company to let it know that the cars were a safety hazard. A Union Tank spokeswoman did not respond to a request for comment.

Iowa Pacific has also drawn the ire of the city's transportation commissioner, Rebekah Scheinfeld, who last month wrote a letter to Iowa Pacific President Edwin Ellis demanding that the company remove the tanker cars. Michaud said the company's decision had nothing to do with the letter.

Iowa Pacific also is facing a legal battle with Sterling Bay, the Chicago-based developer that owns the former **Finkl steel site** north of Goose Island. Sterling Bay plans a major development on the property, which has been mentioned as possible site for Amazon's second headquarters.

But the Iowa Pacific tracks cross the Finkl site, complicating those plans. So Sterling Bay plans to ask a federal agency to order the company to abandon the tracks. Iowa Pacific plans to fight that move.

Representatives of Sterling Bay did not have an immediate comment.

"Storing rail cars in the public way on Goose Island is a public safety hazard and impedes traffic," said Chicago Department of Transportation spokesman Mike Claffey. "We are pleased to hear that rail cars have been removed. However, if new rail cars are stored on the public way, we will immediately pursue all potential legal remedies to get them removed."

Outside Chicago, Iowa Pacific is dealing with **a similar railcar dispute** in upstate New York. The company plans to

Rail cars roll off Goose Island, but Iowa Pacific to bring them back - News - Crain's Chicago Business

mothball a bunch of rail cars on tracks it owns in the Adirondacks, drawing criticism from environmentalists and government officials.

Michaud calls any environmental concerns "baseless." As the owner of the tracks in New York and Chicago, Iowa Pacific has a legal right to store rail cars on them, he said.

"We strive to be good neighbors to all the businesses that surround our railroads but at the end of the day, we have bills to pay, just like everybody else," he wrote in an email. "Storing rail cars is a common business practice among railroads, especially short line railroads, which ours are."

Government and Politics

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EXHIBIT 10

**CONFIDENTIAL
MATERIALS OMITTED**

EXHIBIT 11

**CONFIDENTIAL
MATERIALS OMITTED**

EXHIBIT 12

February 06, 2017

Wooden office building planned on Goose Island

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T3, a similar Hines project in Minneapolis.



Photo by CoStar Group

A real estate developer known for building glassy skyscrapers is eyeing a smaller, first-of-its kind project in Chicago: a wooden office building on Goose Island.

Hines Interests wants to build a timber structure on the site of Big Bay Lumber, a lumber yard on Division Street that closed in

2015, according to people familiar with Hines' plans.

Pending zoning approval, the project at 1017 W. Division St. is expected to be similar in size to a 220,000-square-foot office building that Houston-based Hines completed last year in Minneapolis.

That seven-story building, called T3, was the **tallest heavy-timber office building** constructed in the United States in the modern construction era, when most commercial buildings have been built with concrete and steel. Amazon recently **leased space in the building** in Minneapolis' North Loop for a technology development office.

T3 stands for timber, technology and transit. The Minneapolis building has a retro feel designed to emulate brick-and-timber loft buildings that have risen in popularity among office tenants, coupled with powerful internet connectivity and

proximity to a light rail line.

The Chicago project is expected to be a joint venture with the Ciral family, which shuttered Big Bay Lumber in 2015 after 97 years in business but still owns the property. Members of the family could not be reached for comment, and Hines Managing Director Brian Atkinson declined to comment.

"It's a really, really creative way of appealing to those office tenants who are looking for non-traditional, creative-type office space," said office tenant broker Kyle Kamin, a CBRE executive vice president who is not involved in the project. "It's a cool, creative design that feels more organic than glass and steel."

Hines is best-known in Chicago for large, years-long developments. Recent and ongoing projects include the 52-story **River Point** office tower and three-tower **Wolf Point** mixed-use development, both along the Chicago River downtown, and the **Children's Memorial Hospital redevelopment** in Lincoln Park.

The Goose Island project is being drawn up at a time when many expect the **North Side industrial island** to evolve to other uses.

Chicago-based R2 plans several office developments on the island. Bus company Greyhound—anticipating potential changes in zoning policy that could allow more, non-industrial uses in the area—recently put a nearly 8-acre maintenance facility at the southern tip of the island **up for sale** as a development site.

Relatively untested as an office destination, Goose Island is near other areas such as the Fulton Market District and River North that have emerged to the point where office rents are soaring.

"I think it's the next frontier for development as Fulton Market prices itself out of many opportunities," Kamin said.

It is unclear whether the Hines venture plans to build the Chicago structure on speculation, or without leases signed in advance, **as it did in Minneapolis**. T3 was built by connecting long spans of engineered wood, with each floor separated by a layer of concrete, according to its **website**.

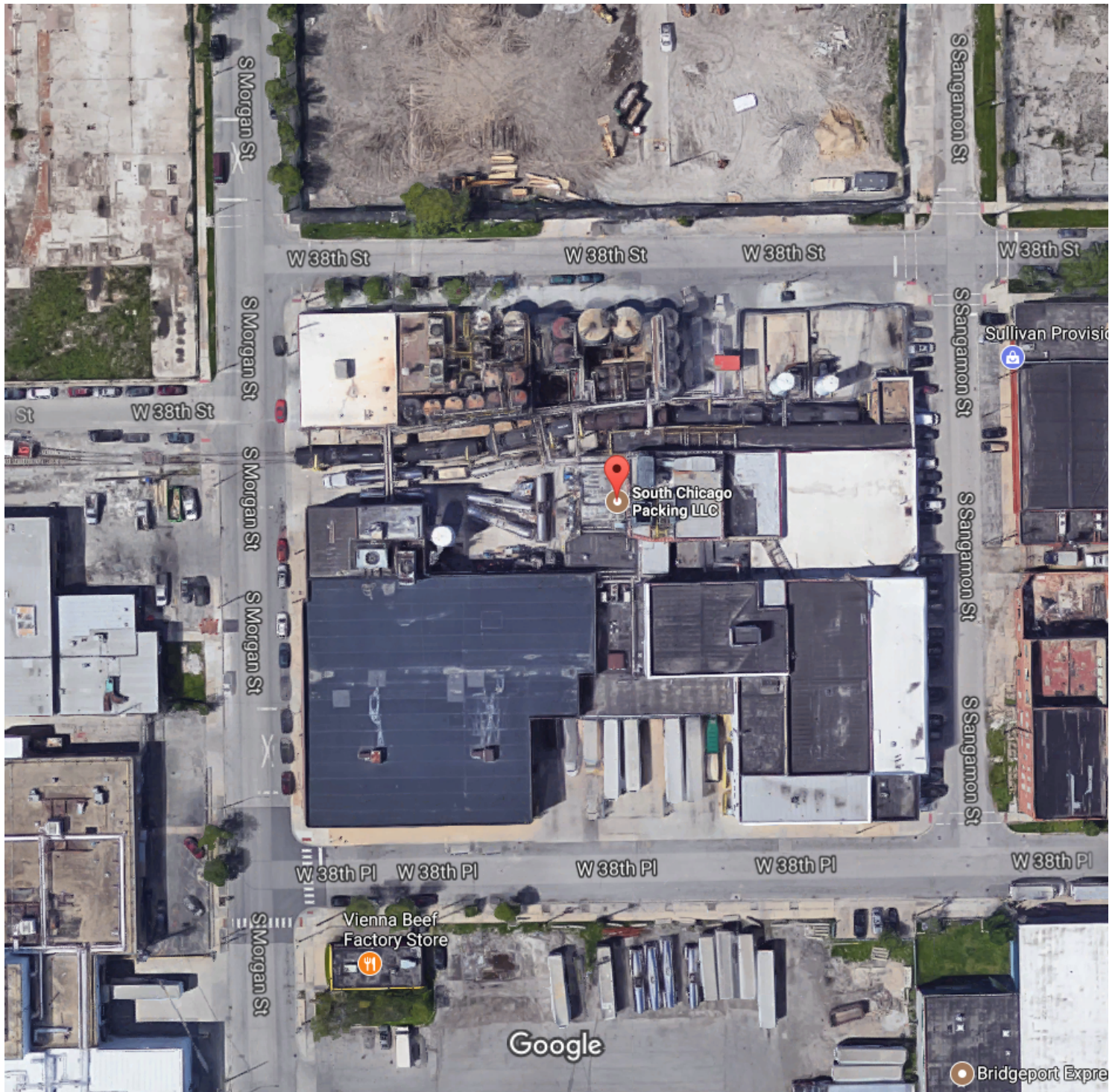
Interior columns of the building are constructed of glued, laminated beams. The exterior of the building includes steel cladding.

[Hines Interests L.P.](#)[Real Estate](#)[Commercial Real Estate](#)[More +](#)

EXHIBIT 13



South Chicago Packing LLC



Imagery ©2017 Google, Map data ©2017 Google United States 50 ft

EXHIBIT 14

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Alloy Property Company, LLC – Adverse Abandonment – Chicago Terminal Railroad in Chicago, IL	STB Docket No. AB-1258
--	------------------------

I. CTR’S ANSWERS TO ALLOY’S FIRST INTERROGATORIES

A. Interrogatories

Interrogatory 1. If your response to Request for Admission No. 1 was anything other than an unqualified admission, please explain in detail the basis for your response, provide all facts you relied on for your response, and identify all documents that support your response.

Answer: CTR answers that Rail traffic moved over the Line between January 1, 2017 and June 30, 2017. For this Answer, CTR has relied on a History Activity Report from Railcar Management Inc. for the period 1/1/13 to 8/3/17.

Interrogatory 2. If your response to Request for Admission No. 2 was anything other than an unqualified admission, please explain in detail the basis for your response, provide all facts you relied on for your response, and identify all documents that support your response.

Answer: CTR answers that Rail traffic moved over the Line in calendar year 2016. For this Answer, CTR has relied on a History Activity Report from Railcar Management Inc. for the period 1/1/13 to 8/3/17.

Interrogatory 3. If your response to Request for Admission No. 3 was anything other than an unqualified admission, please explain in detail the basis for your response, provide all facts you relied on for your response, and identify all documents that support your response.

Answer: CTR answers that Rail traffic moved over the Line in calendar year 2015. For this Answer, CTR has relied on a History Activity Report from Railcar Management Inc. for the period 1/1/13 to 8/3/17.

Interrogatory 4. If your response to Request for Admission No. 4 was anything other than an unqualified admission, please explain in detail the basis for your response, provide all facts you relied on for your response, and identify all documents that support your response.

Answer: CTR answers that Rail traffic moved over the line in calendar year 2014. For this Answer, CTR has relied on a History Activity Report from Railcar Management Inc. for the period 1/1/13 to 8/3/17.

Interrogatory 5. If your response to Request for Admission No. 5 was anything other than an unqualified admission, please explain in detail the basis for your response, provide all facts you relied on for your response, and identify all documents that support your response.

Answer: CTR answers that Rail traffic moved over the line in calendar year 2013. For this Answer, CTR has relied on a History Activity Report from Railcar Management Inc. for the period 1/1/13 to 8/3/17.

Interrogatory 6. If your response to Request for Admission No. 6 was anything other than an unqualified admission, please explain in detail the basis for your response, provide all facts you relied on for your response, and identify all documents that support your response.

Answer: CTR answers that CTR has received requests from previous, current, or potential customers for rail service, storage and/or transloading on the line between January 1, 2017 and June 30, 2017. For this Answer, CTR has relied on oral and written statements made by CTR's General Manager; IPH's Vice President of Marketing; Steve Gregory; and IPH's Vice President of Real Estate Development and Car Storage, Todd Cecil. These oral and written

statements pertain to rail opportunities with General Iron Industries, Big Bay Lumber and various existing and potential car storage customers.

Interrogatory 7. If your response to Request for Admission No. 7 was anything other than an unqualified admission, please explain in detail the basis for your response, provide all facts you relied on for your response, and identify all documents that support your response.

Answer: CTR answers that CTR received requests from previous, current, or potential customers for rail service, storage and/or transloading on the Line for calendar year 2016. For this Answer, CTR has relied on a History Activity Report from Railcar Management Inc. for the period 1/1/13 to 8/3/17, as well as statements made by CTR's General Manager and IPH's Vice President of Real Estate Development and Car Storage.

Interrogatory 8. If your response to Request for Admission No. 8 was anything other than an unqualified admission, please explain in detail the basis for your response, provide all facts you relied on for your response, and identify all documents that support your response.

Answer: CTR answers that CTR received requests from previous, current, or potential customers for rail service, storage and/or transloading on the Line for calendar year 2015. For this Answer, CTR has relied on a History Activity Report from Railcar Management Inc. for the period 1/1/13 to 8/3/17, as well as statements made by CTR's General Manager.

Interrogatory 9. If your response to Request for Admission No. 9 was anything other than an unqualified admission, please explain in detail the basis for your response, provide all facts you relied on for your response, and identify all documents that support your response.

Answer: CTR answers that CTR received requests from previous, current, or

potential customers for rail service, storage and/or transloading on the Line for calendar year 2014. For this Answer, CTR has relied on a History Activity Report from Railcar Management Inc. for the period 1/1/13 to 8/3/17, as well as statements made by CTR's General Manager.

Interrogatory 10. If your response to Request for Admission No. 10 was anything other than an unqualified admission, please explain in detail the basis for your response, provide all facts you relied on for your response, and identify all documents that support your response.

Answer: CTR answers that CTR received requests from previous, current, or potential customers for rail service, storage and/or transloading on the Line for calendar year 2013. For this Answer, CTR has relied on a History Activity Report from Railcar Management Inc. for the period 1/1/13 to 8/3/17, as well as statements made by CTR's General Manager.

Interrogatory 11. Identify all evidence supporting your assertions at pages 2 and 8 of the CTR Reply that CTR is "actively soliciting traffic from several potential customers" on the Line and "is currently in discussions with existing and potential customers to provide rail service." Your identification of such evidence should include:

- a. The identity of each claimed "potential customer";
- b. Description of all instances in which CTR has discussed rail traffic for the Line with those "potential customers";
- c. Description of all instances in which CTR has otherwise "solicit[ed] traffic" for the Line; and
- d. Identification of any Communications related to these asserted discussions and solicitations.

Answer: CTR objects to this Interrogatory on the grounds that requests to identify "all evidence," "all instances," and "any communications" that support CTR's assertion that it is actively soliciting traffic on the Line is overly broad, unduly burdensome, ambiguous, harassing,

and seeking information that is potentially subject to the attorney-client privilege. Subject to and without waiver of these objections, CTR answers as follows:

As to a)

Koval Inc.:

5121 N. Ravenswood Ave
Chicago, IL 60640

Big Bay Lumber Company, Inc.:

1017 W. Division St.
Chicago, IL 60642

Red Hill Lava Products, Inc.:

Colorado Facility: 4000 US-285
Antonito, CO 81120
Mailing Address: P.O. Box 925
Milan, IL 61264

Packaging Unlimited:

1729 McCloskey Ave
Louisville, KY 40210

Progressive Rail:

1600 Progress Drive
P.O. Box 1037
Albertville, AL 35950

General Iron Industries, Inc.:

1909 N. Clifton Ave
Chicago, IL 60614

Sipi Metals Corp.

1720 N. Elston Ave
Chicago, IL 60642

Union Pacific Railroad Co.:

4804 W Sunnyside Ave
Chicago, IL 60630

Creative Rail Marketing Services (CRMS):

1700 W. Irving Park Rd
Chicago, IL 60613

Union Tank Car Co.:
175 W. Jackson Blvd
Chicago, IL 60606

SMBC Rail Services:
300 S. Riverside Plaza
Suite 1925
Chicago, IL 60606

Chippewa Sand Transport:
14477 County Rd. S
Chippewa Falls, WI 54729

Bella Logistics:
920 South Main Street
Boerne, Texas 78006

CIT Rail
30 S. Wacker Dr. # 29
Chicago, IL 60606

NRG Energy, Inc.
1201 Fannin Street
Houston, TX 77002

Red Rail Solutions
2115 87th St.
Lubbock, TX 79423

Chevron Energy Solutions
619 Enterprise Dr.
Oak Brook, IL 60523

South Chicago Packing
945 W. 38th St.
Chicago, IL 60609

Targray Technology International, Inc.
18105 Transcanadienne, Kirkland
QC, H9J 3Z4, Canada

Fairmount Santrol
776 Centennial Dr.
Ottawa, IL, 61350

Unimin Corporation

4000 Baker Rd.
Ottawa, IL 61350

ADM

77 West Wacker Drive, Suite 4600
Chicago, Illinois 60601

CM&P Consultants

1900 S Highland Ave # 100
Lombard, Illinois 60148-4998

LB Foster Co.

125 Windsor Dr.
Oak Brook, IL 60523

Mitsui & Co. USA Inc.

200 E. Randolph St.
Chicago, IL 60601

Preferred Sands:

N33005 Helmers Rd
Blair, WI 54616

Solvay:

1020 State St.
Chicago Heights, IL 60411

Superior Silica Sands:

140 West Pine St.
New Auburn, WI 54757

Trinity Industries, Inc.

2525 Stemmons Freeway
Dallas, Texas 75207

Viper Rail Car Storage, Inc.;

794 Emerald Oaks Drive
Farmington, Utah 84025

As to b)

Discussions during North Branch works Infrastructure Task Force Meetings
Email communications
Phone communications
In-person communications

As to c)

Employees of CTR and its parent holding company, Iowa Pacific Holdings, LLC, have consistently solicited traffic on the Line through various methods since acquiring the Line in 2005. Without waiving any of the foregoing objections, CTR answers that it has regularly attended the North Branch Works public meetings to promote rail opportunities in the Goose Island area; that it has promoted the line through its contacts in the rail industry both in Chicago and outside Chicago; that CTR's marketing personnel offers assistance to customers in arranging competitive pricing and service; that CTR provides incentive and services to bring traffic to the Line, such as assistance in site location, track layouts, identifying suitable warehouse distribution space, etc. CTR solicits business via email, telephone, and in-person communications.

As to d)

CTR has email communications going back to 2013 that support its responses to Interrogatory 11. The email communications will be provided in CTR's production of documents in response to Alloy's First Request for the Production of Documents. One of IPH's owners died in 2014 (Jack Dapkus). Mr. Dapkus was in charge of marketing for CTR. His emails may not be recoverable but they would likely have had information responsive to Interrogatory 12.

Interrogatory 12. Identify all evidence supporting your assertion at page 4 of the CTR Reply that "CTR has been providing freight service to a [sic] several customers" on the Line before damage to the Swing Bridge was discovered by CTR in November 2015. Your identification of such evidence should include:

- a. Identification of each claimed "customer[]"; and
- b. Description of any rail service that CTR was providing to those customers (including commodities shipped and the annual volumes of any freight shipments to or from those entities).

Answer: CTR objects to this Interrogatory on the grounds that a request to identify "all evidence" that would support its assertion that it provided freight service to several customers on the Line before the Swing Bridge was vandalized is overly broad, unduly burdensome, and ambiguous, and impossible to answer, since annual volume of freight shipments depend on market factors beyond CTR's control or knowledge. Subject to and without waiver of these objections, CTR answers that the History Activity Report from Railcar

Management Inc. for the period 1/1/13 to 8/3/17, which is already being provided to Alloy, provides a list of several customers going back to 2013, which includes commodity data and other traffic details by year. Further answering, CTR received requests for shipments by rail from its customer General Iron Industries that it could not fulfill as a result of the bridge being vandalized.

Interrogatory 13. Identify all evidence supporting your assertion at page 6 of the CTR Reply that “the Line is an essential part of CTM’s operational needs,” including a description of each operational need that the Line serves.

Answer: CTR objects to this interrogatory on the grounds that a request to identify “all evidence” that supports its assertion that the Line is essential to CTR’s operational needs is overly broad, unduly burdensome, and ambiguous. Subject to and without waiver of these objections, CTR answers that the Line provides staging and headroom for CTR to serve its customers and to develop new business; siding track for CTR trains to disconnect with and reconnect with freight loads; opportunities for CTR to provide transloading services to customers in Chicago and outside of Chicago; opportunities for CTR to generate revenue from advertising; opportunities for CTR to generate revenue from storage-in-transit and “regular” storage; opportunities for CTR to provide seasonal passenger excursions.

Interrogatory 14. Identify all evidence supporting your assertions at pages 6, 8, and 9 of the CTR Reply that the Line is “being marketed to customers for rail service,” that “CTM has perpetually marketed The Line,” and that “CTR actively markets and is engaged with several shippers along and near the Line who benefit from rail service.” Your identification of such evidence should include:

- a. Identification of each entity that has been the subject of asserted marketing efforts related to the Line;

- b. Description of each asserted marketing effort; and
- c. Identification of any Communications related to these asserted marketing efforts.

Answer: CTR objects to this Interrogatory on the grounds that it is overly broad, unduly burdensome, ambiguous, harassing, and as seeking information that is potentially subject to attorney-client privilege. Subject to and without waiver of these objections, CTR answers:

As to a)

Navcor

Suite 980 - 700 West Georgia St.
Vancouver, BC, Canada. V7Y 1B6

Koval Inc.:

5121 N. Ravenswood Ave
Chicago, IL 60640

Big Bay Lumber Company, Inc.:

1017 W. Division St.
Chicago, IL 60642

Red Hill Lava Products, Inc.:

4000 US-285
Antonito, CO 81120
P.O. Box 925
Milan, IL 61264

Packaging Unlimited:

1729 McCloskey Ave
Louisville, KY 40210

Progressive Rail:

1600 Progress Drive
P.O. Box 1037
Albertville, AL 35950

General Iron Industries, Inc.:

1909 N. Clifton Ave
Chicago, IL 60614

Sipi Metals Corp.

1720 N. Elston Ave
Chicago, IL 60642

Union Pacific Railroad Co.:
4804 W Sunnyside Ave
Chicago, IL 60630
Creative Rail Marketing Services (CRMS):
1700 W. Irving Park Rd
Chicago, IL 60613

Union Tank Car Co.:
175 W. Jackson Blvd
Chicago, IL 60606

SMBC Rail Services:
300 S. Riverside Plaza
Suite 1925
Chicago, IL 60606

Chippewa Sand Transport:
14477 County Rd. S
Chippewa Falls, WI 54729

Bella Logistics:
920 South Main Street
Boerne, Texas 78006

CIT Rail
30 S. Wacker Dr. # 29
Chicago, IL 60606

NRG Energy, Inc.
1201 Fannin Street
Houston, TX 77002

Red Rail Solutions
2115 87th St.
Lubbock, TX 79423

Chevron Energy Solutions
619 Enterprise Dr.
Oak Brook, IL 60523

South Chicago Packing
945 W. 38th St.
Chicago, IL 60609

Targray Technology International, Inc.
18105 Transcanadienne, Kirkland

QC, H9J 3Z4, Canada

Fairmount Santrol
776 Centennial Dr.
Ottawa, IL, 61350

Unimin Corporation
4000 Baker Rd.
Ottawa, IL 61350

ADM
77 West Wacker Drive, Suite 4600
Chicago, Illinois 60601

CM&P Consultants
1900 S Highland Ave # 100
Lombard, Illinois 60148-4998

LB Foster Co.
125 Windsor Dr.
Oak Brook, IL 60523

Mitsui & Co. USA Inc.
200 E. Randolph St.
Chicago, IL 60601

Preferred Sands:
N33005 Helmers Rd
Blair, WI 54616

Solvay:
1020 State St.
Chicago Heights, IL 60411

Superior Silica Sands:
140 West Pine St.
New Auburn, WI 54757

Trinity Industries, Inc.
2525 Stemmons Freeway
Dallas, Texas 75207

Viper Rail Car Storage, Inc.;
794 Emerald Oaks Drive
Farmington, Utah 84025

As to b)

Employees of CTR and its parent holding company, Iowa Pacific Holdings, LLC, have consistently solicited traffic on the Line through various methods since acquiring the Line in 2005. Without waiving any of the foregoing objections, CTR answers that it has regularly attended the North Branch Works public meetings to promote rail opportunities in the Goose Island area; that CTR and IPH personnel have leveraged their contacts in the rail industry both in Chicago and outside Chicago to promote rail opportunities on the Line; that CTR's marketing team offers assistance to customers in arranging competitive pricing and services; that CTR assists customers in finding site locations, reviewing track layouts, and identifying suitable warehouse distribution space. CTR solicits business via email, telephone, and in-person communications.

As to c)

CTR has email communications going back to 2013 that support its responses to Interrogatory 11. The responsive email communications that CTR is in possession of will be provided.

Interrogatory 15. Identify all evidence supporting your assertion at page 9 of the CTR Reply that CTR "is actively engaged in discussions with various shippers for transloading opportunities." Your identification of such evidence should include:

- a. Identification of each of the "various shippers" with whom CTR claims to have discussed "transloading opportunities";
- b. Description of each of these claimed "transloading opportunities" (including the location, commodity, and projected volume); and
- c. Identification of any Communications related to these asserted discussions.

Answer: CTR objects to this Interrogatory on the grounds that it seeks information that is potentially subject to attorney-client privilege. Subject to and without waiver of this objection, CTR answers as follows:

General Iron Industries—Goose Island area; commodity: scrap and other metals; annual projected volume: unknown

Sipi Metals—Goose Island area; commodity: metals; annual projected volume: unknown

Big Bay Lumber—Goose Island area; commodity: wood products; annual projected volume: unknown

Red Hill Lava Products, Inc—Goose Island area; commodity: lava rock; annual projected volume: unknown

Koval Distillery—Goose Island area; commodity: alcohol; annual projected volume: unknown

Interrogatory 16. Identify all Communications between CTR and any entities regarding actual or potential rail shipments on the Line, including any and all offers made by CTR to move traffic for current or potential rail customers on the Line and any and all requests for service on the Line.

Answer: CTR objects to this Interrogatory on the grounds that it is overly broad, unduly burdensome, ambiguous, and harassing. CTR further objects that it is impossible to identify all “communications between CTR and any entities regarding actual or potential rail shipments on the line” since many of CTR’s communications that relate to actual or potential rail shipments on the Line are made orally. Subject to and without waiver of these objections, all written communications will be provided to Alloy pursuant to CTR’s Response to Alloy’s First Request for the Production of Documents

Interrogatory 17. Identify each of the “present and potential users of rail service” that you claim at page 11 of the CTR Reply should be classified as “significant users” of the Line. For each claimed “user,” state the following: (1) name; (2) business address; (3) whether you claim that the named entity is a “present” or a “potential” user of rail service; and (4) the basis for your claim that the entity is a “significant user” of the Line.

Answer: CTR answers:

Present users of the Line include:

Big Bay Lumber Company, Inc.:
1017 W. Division St.
Chicago, IL 60642

General Iron Industries, Inc.:
1909 N. Clifton Ave
Chicago, IL 60614

Sipi Metals Corp.
1720 N. Elston Ave
Chicago, IL 60642

General Iron Industries, Inc.:
1909 N. Clifton Ave
Chicago, IL 60614

Union Tank Car Co.:
175 W. Jackson Blvd
Chicago, IL 60606

South Chicago Packing
945 W. 38th St.
Chicago, IL 60609

Potential users of the line include:

Navcor
Suite 980 - 700 West Georgia St.
Vancouver, BC, Canada. V7Y 1B6

Koval Inc.:
5121 N. Ravenswood Ave
Chicago, IL 60640

Big Bay Lumber Company, Inc.:
1017 W. Division St.
Chicago, IL 60642

Red Hill Lava Products, Inc.:
4000 US-285
Antonito, CO 81120
P.O. Box 925
Milan, IL 61264

Packaging Unlimited:
1729 McCloskey Ave

Louisville, KY 40210

Progressive Rail:
1600 Progress Drive
P.O. Box 1037
Albertville, AL 35950

General Iron Industries, Inc.:
1909 N. Clifton Ave
Chicago, IL 60614

Sipi Metals Corp.
1720 N. Elston Ave
Chicago, IL 60642

Union Pacific Railroad Co.:
4804 W Sunnyside Ave
Chicago, IL 60630

Creative Rail Marketing Services (CRMS):
1700 W. Irving Park Rd
Chicago, IL 60613

Union Tank Car Co.:
175 W. Jackson Blvd
Chicago, IL 60606

SMBC Rail Services:
300 S. Riverside Plaza
Suite 1925
Chicago, IL 60606

Chippewa Sand Transport:
14477 County Rd. S
Chippewa Falls, WI 54729

Bella Logistics:
920 South Main Street
Boerne, Texas 78006

CIT Rail
30 S. Wacker Dr. # 29
Chicago, IL 60606

NRG Energy, Inc.
1201 Fannin Street
Houston, TX 77002

Red Rail Solutions
2115 87th St.
Lubbock, TX 79423

Chevron Energy Solutions
619 Enterprise Dr.
Oak Brook, IL 60523

South Chicago Packing
945 W. 38th St.
Chicago, IL 60609

Targray Technology International, Inc.
18105 Transcanadienne, Kirkland
QC, H9J 3Z4, Canada

Fairmount Santrol
776 Centennial Dr.
Ottawa, IL, 61350

Unimin Corporation
4000 Baker Rd.
Ottawa, IL 61350

ADM
77 West Wacker Drive, Suite 4600
Chicago, Illinois 60601

CM&P Consultants
1900 S Highland Ave # 100
Lombard, Illinois 60148-4998

LB Foster Co.
125 Windsor Dr.
Oak Brook, IL 60523

Mitsui & Co. USA Inc.
200 E. Randolph St.
Chicago, IL 60601

Preferred Sands:
N33005 Helmers Rd
Blair, WI 54616

Solvay:

1020 State St.
Chicago Heights, IL 60411

Superior Silica Sands:
140 West Pine St.
New Auburn, WI 54757

Trinity Industries, Inc.
2525 Stemmons Freeway
Dallas, Texas 75207

Viper Rail Car Storage, Inc.;
794 Emerald Oaks Drive
Farmington, Utah 84025

All of the above actual and potential users of the Line are significant because they would provide significant, regular freight services to this revived Line.

Respectfully submitted,

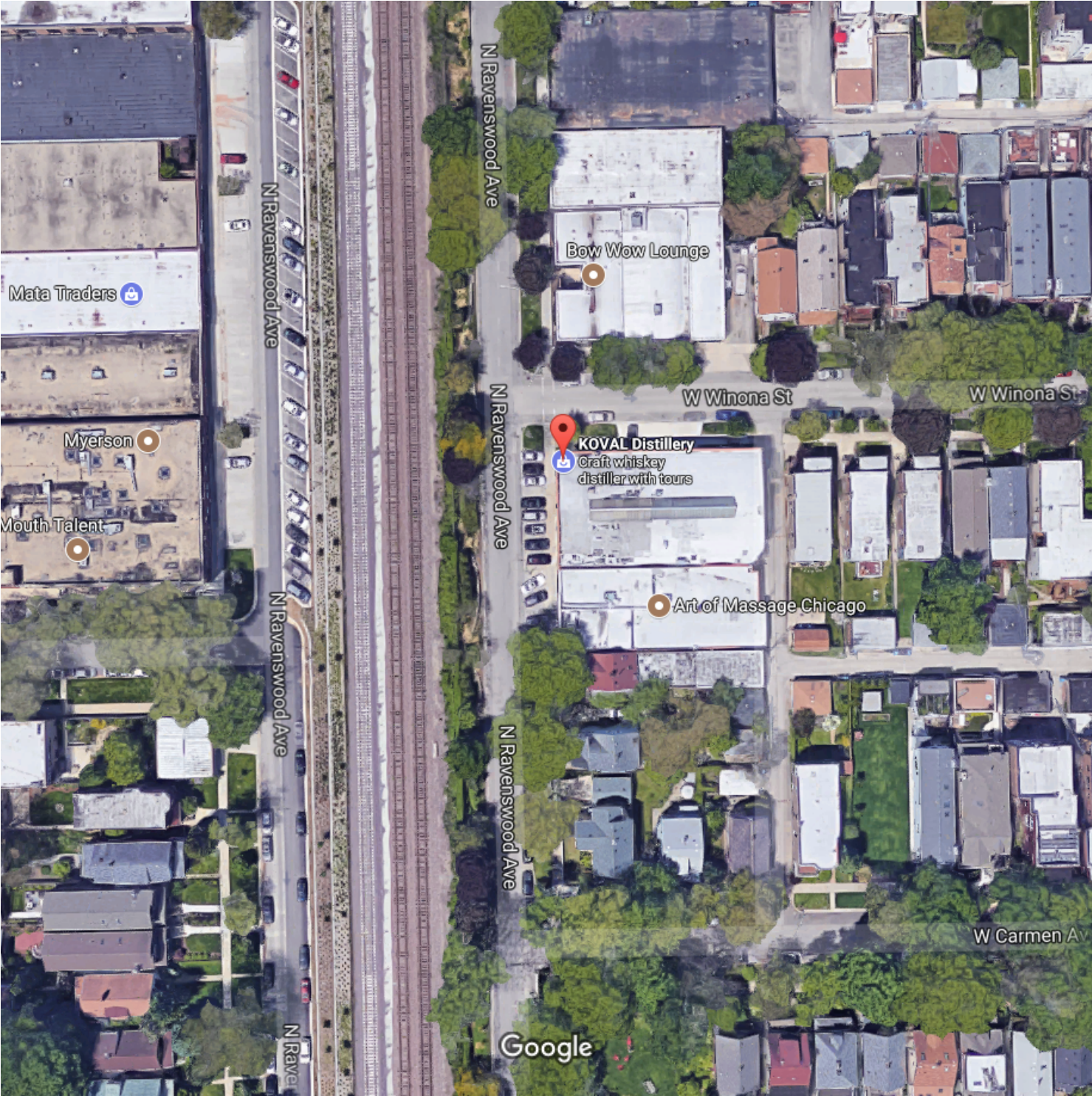
/s/ David Michaud
David Michaud
118 S. Clinton
Suite 400
Chicago, IL 60661
(312) 667-0377

Counsel to Chicago Terminal Railroad Company

Dated: August 8, 2017

EXHIBIT 15

Google Maps KOVAL Distillery



Imagery ©2017 Google, Map data ©2017 Google United States 50 ft

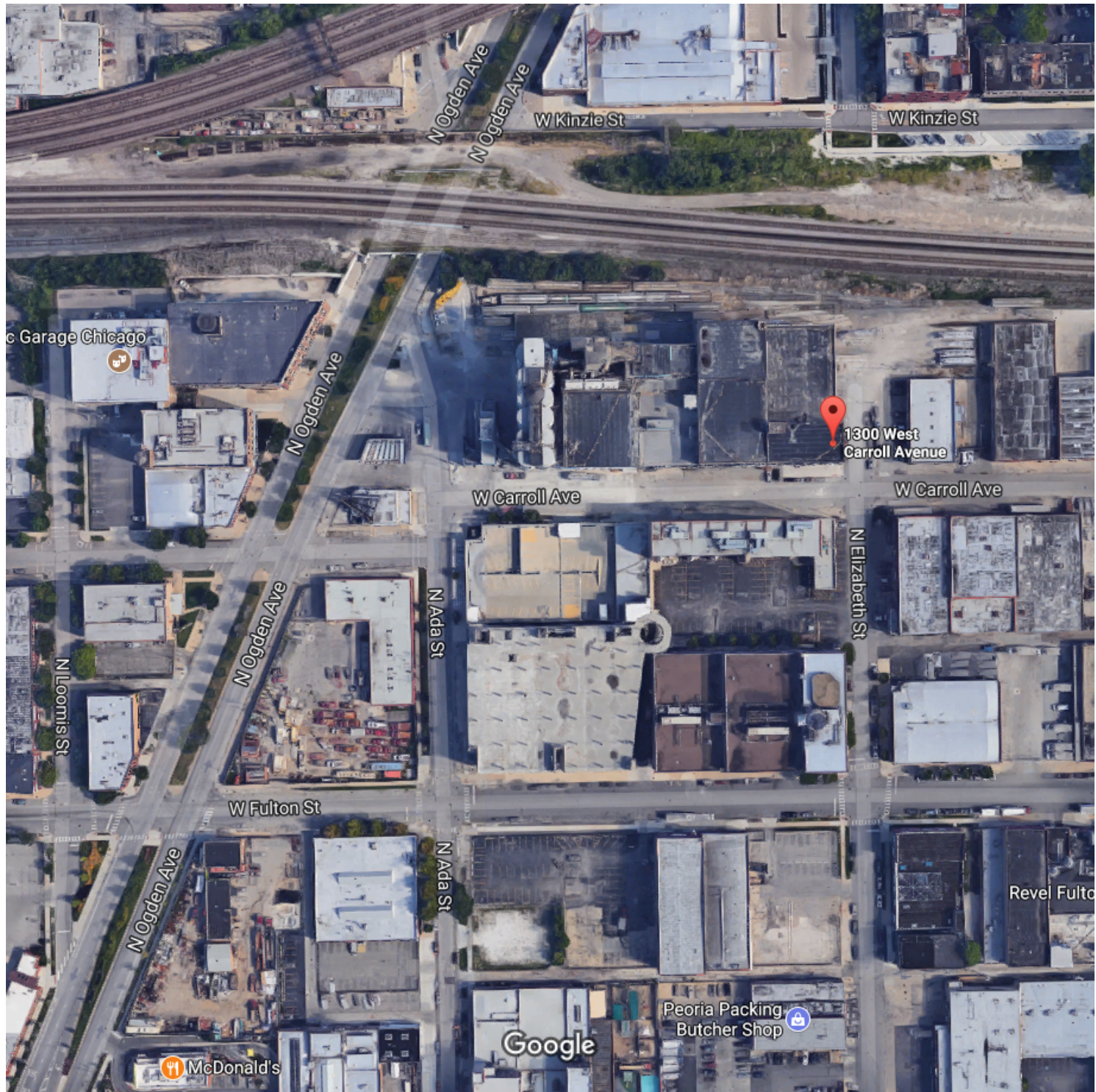
EXHIBIT 16

Google Maps Solvay



EXHIBIT 17

Google Maps 1300 W Carroll Ave



Imagery ©2017 Google, Map data ©2017 Google United States 100 ft

EXHIBIT 18

Bella

LOGISTICS LLC

[HOME](#)[ABOUT US](#)[SERVICES](#)[LAB REPORTS](#)[CONTACT](#)

About Bella Logistics LLC

The majority of Bella Logistics LLC is owned by Bella Sands Ltd, a subsidiary of Fireside Concepts, LLC, a Texas company founded in 2007. The founder of Bella Sands LTD realized the important role that logistics plays in the energy industry and made the decision to form a separate company to manage the logistics division of our services. Bella Logistics LLC was formed in 2013, and our headquarters is located in Boerne, Texas.

Bella Logistics specializes in providing high-quality frac sand and barite. Our frac sand is produced in Wisconsin and Texas, and our barite is produced in Mexico. We manage our own private rail fleet, as well as truck and transloading services in various locations throughout Texas and other regions of the United States. Our key areas of operations include Texas, New Mexico, Oklahoma, Louisiana, and other regions as required. Site visits to any of our operations are invited and can be arranged.

Our core leadership consists of professionals with strong skills in the area of finance, production, operations, logistics, and organizational management. We are versed in various languages, which also includes many years of various experience in foreign countries. We offer a high level of customer service. We are professional, courteous, thorough, and highly capable of delivering more than is expected.



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Website designed by [Penguin Suits Inc.](#)

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Office Locations

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MITSUI & CO. (U.S.A.), INC., New York Headquarters

ADDRESS	200 Park Avenue New York, NY 10166, U.S.A.
TEL	(1-212) 878-4000
FAX	(1-212) 878-4800
URL	http://www.mitsui.com/us/

MITSUI & CO. (U.S.A.), INC., Washington D.C. Office

ADDRESS	750 17th Street, NW, Suite 400, Washington D.C. 20006, U.S.A.
TEL	(1-202) 861-0660
FAX	(1-202) 861-0437

Mitsui & Co. (U.S.A.), Inc., Cleveland Office

ADDRESS	4125 Highlander Parkway, Suite 220, Richfield, OH 44286
TEL	(1-330)659-2920
FAX	(1-330)659-3196

MITSUI & CO. (U.S.A.), INC., Nashville Office

ADDRESS	555 Marriott Drive, Suite 450, Nashville, TN 37214, U.S.A.
TEL	(1-615) 885-5318
FAX	(1-615) 885-5321

Mitsui & Co. (U.S.A.), Inc., Chicago Office

ADDRESS	200 East Randolph Drive, Suite
----------------	--------------------------------

	5200, Chicago, Illinois 60601
TEL	(1-312)540-4036
FAX	(1-312)540-4026

MITSUI & CO. (U.S.A.), INC., Houston Office

ADDRESS	1300 Post Oak Blvd., Suite 1700 Houston, Texas 77056, U.S.A.
TEL	(1-713) 236-6100
FAX	(1-713) 236-6134

MITSUI & CO. (U.S.A.), INC., Los Angeles Office

ADDRESS	Two California Plaza 350 South Grand Avenue, Suite 3900 Los Angeles, CA 90071 U.S.A
TEL	(1-213) 896-1100
FAX	(1-213) 688-1138

MITSUI & CO. (U.S.A.), INC., Seattle Office

ADDRESS	1201 Third Avenue, Suite 1560 Seattle, Washington 98101, U.S.A.
TEL	(1-206) 223-5604
FAX	(1-206) 223-5651

Mitsui & Co. (U.S.A.), Inc., Silicon Valley Office

ADDRESS	535 Middlefield Road Suite 100 Menlo Park CA 94025
TEL	(1-650)234-5000
FAX	(1-650)234-5029

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54729

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We promote health and safety through a wellness program and safety incentives.

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FAIRMOUNT SANTROL

Oil & Gas - Proppant Solutions:
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Industrial & Recreation Inquiries:
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Driller Blaster - Maiden Rock, WI

Maiden Rock, WI

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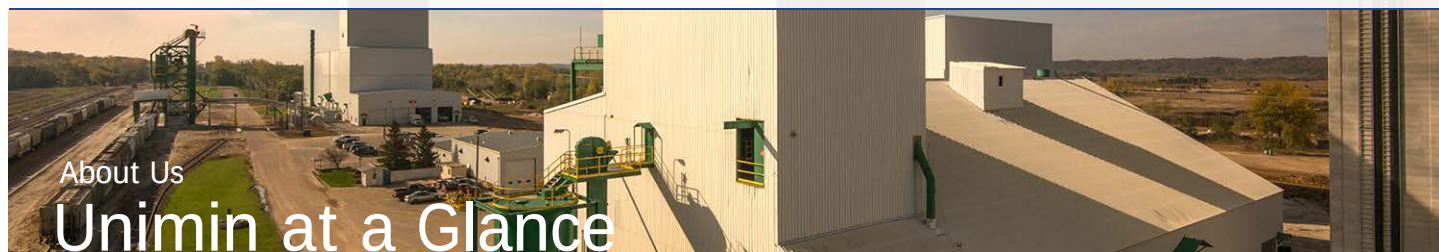
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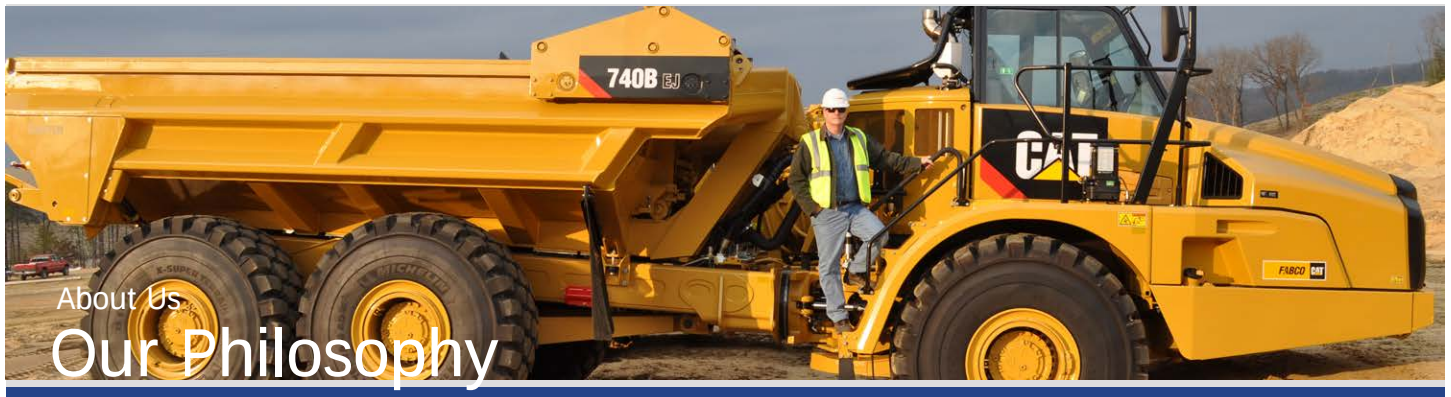
Unimin Corporation is an application-focused company drawing from a diversified product portfolio and the worldwide production capabilities of Sibelco, our privately held parent organization. We are the world's largest producer of low-iron nepheline syenite used in glass, ceramic, paint and plastics, and the largest producer of quartz proppants for oil and natural gas stimulation and recovery. We are also the world's leading producer of high purity quartz, a highly specialized product used in the fabrication of integrated circuits, solar photovoltaic cells and high intensity lighting.

Unimin processing plants are situated on the continent's best mineral deposits; each a multi-million dollar investment in chemical consistency, product uniformity and reliable supply. Regional offices, technical centers and analytical laboratories are organized to support production and commercial activities, and serve as customer resource centers.



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About Us Our Philosophy

Unimin is managed with a long term perspective. We invest for the future and manage for the next decade, with emphasis on growth, diversification and sustainable development. Our business model is built upon the strategic alignment of superior mineral deposits, advanced production technologies and skilled and innovative people to deliver performance and value to our customers.

Perhaps more than any other business, mining and mineral processing companies are defined by their corporate values and the policies and practices that govern daily operations. We're committed to the principles of sustainability and the responsible development of resources to fulfill today's needs without compromising the needs and requirements of future generations.

Responsible resource management, prudent water and energy utilization, and operational excellence are the cornerstones of our business strategy

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About Us

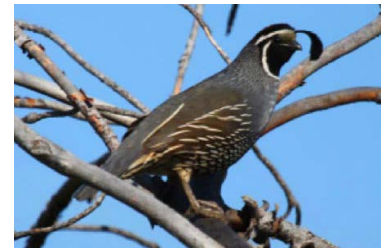
Our Safety and Health Culture

A safe and productive work environment is one of Unimin's core operating values, achieved through programs that encourage and reinforce best practices for the safety and health of our employees, contractors and visitors. Unimin is a recognized leader in the mining industry, with a long working relationship with the National Institute for Occupational Safety and Health (NIOSH) that reflects our commitment to workplace safety. We are a technical and best practices contributor to a number of governmental and industry committees.

The occupational safety and health of our employees is also the cornerstone of our sustainability and stakeholder value-creation programs. We're especially proud to have been recognized four times by the National Mining Association with its prestigious Sentinels of Safety award for outstanding safety performance in the mining industry.

Our objective is to be the safety and health leader of our industry

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OPERATIONS

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PLANTS

- ▶ CLINTON, WI
- ▶ NEW AUBURN, WI
- ▶ ARLAND, WI
- ▶ KOSSE, TX
- ▶ SAN ANTONIO, TX

U.S. TRANSLOAD TERMINAL

- ▶ BAINVILLE, MT
- ▶ BARNHART, TX
- ▶ ELMENDORF, TX
- ▶ ODESSA, TX
- ▶ SAN ANGELO, TX
- ▶ SHATTUCK, OK
- ▶ STEUBENVILLE, OH
- ▶ MORGANTOWN, WV

CANADA TRANSLOAD TERMINAL

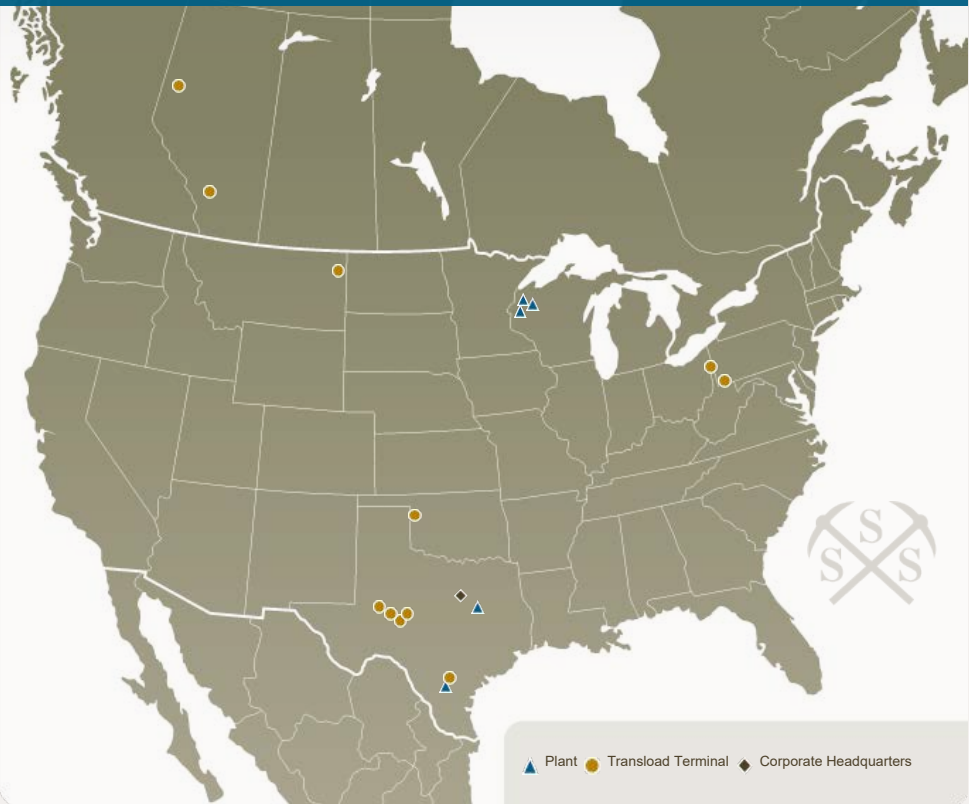
- ▶ ROCKY MOUNTAIN HOUSE, AB
- ▶ SEXSMITH, AB

CORPORATE HEADQUARTERS

- ▶ FORT WORTH, TX

COMING SOON

- ▶ BIG LAKE, TX



▲ Plant ● Transload Terminal ◆ Corporate Headquarters

COVERING ALL OF YOUR FRAC SAND NEEDS

Because of our centrally located mining and processing plants, Superior Silica Sands can efficiently and economically ship our sands throughout most parts of North America. Two of our Wisconsin operations are ideally located for systematic shipping of our high-quality frac sand proppants to customers throughout North America via rail, truck, or barge. Our processing plant in Kosse, Texas, has the capacity to supply over 600,000 tpy of frac sand proppants and is located in the heart of the Southwest drilling fields.

SSS' state-of-the-art, all-weather facility in Arland is a close replica of our Clinton, WI facility, with 10 Rotex screens for simultaneous production of all five grades of Superior quality Northern white sand. Similarly the Arland facility has 4 – 2,000 ton silos for 20/40, 30/50, 40/70 & 100M and a 500 ton silo for 16/30. One of the notable upgrades is the 400 tph rotary dryer which allows this facility the production capacity of 2.5MM TPY finished frac sand throughput, making it slightly larger than our Clinton facility. The second, more notable advantage of Arland is, unlike our other Wisconsin facilities, this plant is not located directly on a rail line, however is a truck to rail design which allows SSS the ability to utilize the Arland plant as a “swing plant” to subsidize our existing locations' tonnages to the preferred Class 1 Railroad, or as customers' orders dictate.

Additionally, our New Auburn plant is conveniently located directly on the Progressive Rail Short Line that connects to the Union Pacific Railroad; while the Clinton plant is located on a second Class I Railroad, the CN. This gives us full control of coordinating, loading and shipping rail cars to any destination in the U.S.

LET'S GET DOWN TO BUSINESS



The Clinton facility is an expanded model after our state-of-the-art facility in New Auburn, Wisconsin. This combined with our projected production of 2.4 MM tpy high-quality Northern/Ottawa sand opens up the market for international shipments and the ability to supply a higher national demand. All three Wisconsin plants are state-of-the-art industrial sand production operations.

The San Antonio, TX plant, located in the heart of the Eagle Ford shale, offers SSS a strategic edge on our competition with a capacity of 3.7MM tons per year of finished API spec'd 40/70 & 100M frac sand, and closer to basin freight savings with direct access to the Union Pacific Railroad. As with all Superior Silica Sands' facilities, the San Antonio plant is a best-in-class operation that produces the same, high quality, products our clients are accustomed to receiving.

[Company](#) : [Frac Sand Grades](#) : [Operations](#) : [Communities](#) : [Careers](#) : [Contact](#)



COMPANY	OIL & GAS PRODUCTS	INDUSTRIAL PRODUCTS	LOGISTICS	CONTACT
---------	--------------------	---------------------	-----------	---------

Moving in new directions

CONTACT INFORMATION

SAND SALES TEAM

CAREERS

EMPLOYMENT OPPORTUNITIES

Radnor Office

One Radnor Corporate Center
100 Matsonford Road Ste. 101
Radnor, PA 19087
610.834.1969
484.684.1296 fax
[driving directions](#)

Blair, Wisconsin Plant

N33005 Helmers Rd
Blair, WI 54616
608.989.9920
608.989.9922 fax
[driving directions](#)

Bloomer, Wisconsin Plant

4617 186th Ave
Bloomer, WI 54724
715.568.5609
715.568.5706 fax
[driving directions](#)

Genoa, Nebraska Plant

34495 State Highway 22
Genoa, NE 68640
402.993.7263
402.993.7070 fax
[driving directions](#)

Chetwynd Terminal

4590 Nicholson Road
Chetwynd, BC V0C 1J0
250.788.9881
[driving directions](#)

Sanders, Arizona Plant

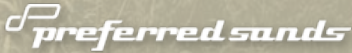
Clay Mine Road
6.5 miles east of Sanders, AZ
Sanders, AZ 86512
928.688.3900
[driving directions](#)

For general inquiries, please contact us at:
info@preferred.com
or call 610.834.1969

After Hours Support
Customer Service:
customerservice@preferred.com
or call 855.372.2435 (1-855-FRAC HELP)

Spot Sale Pick-Up Questions:
salesorders@preferred.com
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CORPORATE HEADQUARTERS

PHYSICAL ADDRESS: (800) 528-2765 OFFICE
8002 31ST STREET WEST (309) 756-2192 OFFICE
ROCK ISLAND, IL 61201 (309) 787-2734 FAX

MAILING ADDRESS: customerservice@rhlava.com
P. O. BOX 925
MILAN, IL 61264

BAGGING LOCATIONS

COLORADO FACILITY: NEW MEXICO
4000 STATE HWY 285 FACILITY:
ANTONITO, CO 81120 504 FOLSOM
1.5 miles South of the 17 & 285 Junction HIGHWAY
DES MOINES, NM
88418
5 miles North of 64 on Hwy
325

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EXHIBIT 20

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**CHICAGO
FREIGHT
INC.**



Hours & Directions

Cargo Pacific Logistics

800 Mark Street, Elk Grove Village, IL 60007

Ph 847-750-1230 Fx 847-750-1231

Hours of Operation

Monday – Friday 8:30 – 5:00 -- Last Dock Check In Is 4:30

Drivers arriving after 4:30 will not be served without prior approval

Docks are located on the east side of the building

Utilize First Available Position -Positions 1 thru 6- First come first served

Please call for appointment if delivering full load

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- 02 About Us
- 03 Services
- 04 Online Tracking
- 05 Trucking
- 06 Hours & Direction

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**CHICAGO
FREIGHT
INC.**



...pallet by pallet...

...load by load...

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- 73,000 sq. ft.
- 12 outside docks
- 4 inside docks
- 5 rail docks
- 1 drive-out door

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Cargo Pacific purchases local trucking company.

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L. Neill Cartage Company
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Chicago, Illinois

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Chicago Warehouses with Railroad Access

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First Name *

Last Name *

Company *

Phone *

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completely private) *

Neill Cartage and Warehouse offers customers the opportunity to reduce costs and increase efficiencies and flexibility within their supply chain through [rail served warehouses](#). Moving freight long distances via rail can be a very economical and efficient form of transportation, especially for heavier freight. Neill operates rail-served warehouse facilities in [Chicago, Illinois](#) with direct rail access from both Union Pacific Rail Road (UP) & Burlington Northern Santa Fe (BNSF). Freight from inbound railcars can be transloaded into containers for overseas shipping, or into trucks for domestic delivery. If you need to ship your freight via rail, but are not rail served at your own facility, we can consolidate truckload shipments at one of our facilities and then ship outbound via our rail-served warehouse.

Take advantage of the economic savings our network offers. Incorporating a warehouse into your supply chain can bring many benefits to your business.

- Reduce your shipping costs: Typically one rail car transports the same volume as 3 to 4 trucks.
- Reduce your delivery lead times: By forward positioning your inventory, your product is closer to the desired end market.
- Leverage a warehouse's operating experience: Select a warehouse that has years of experience in handling your product.
- Reduce your carbon footprint: By converting from truck to rail you are helping

the environment.

UP and BNSF Rail Yards

- The Berkeley Facility is located in the Union Pacific Proviso's Global II Rail Yard. Yard 04 Track 705
- The Hodgkins Facility is located in the Burlington Northern Santa Fe Willow Springs Yard. Track 1515

Type of Product *

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a

Chicago Transload

SERVING THE MIDWEST

Transfer between rail and truck, storage, inventory management and truck transport are just a few of the services offered by Chicago Transload. With customized rail service provided by Chicago Rail Link and access to all Class I railroads and, major U.S. highways, Chicago Transload can position your company's product in the major population centers of the Midwest.

Our material handling capabilities: Liquid and dry bulk commodities, building materials and metal products.

Chicago Transload Location Details Include:

- **Railroad Connections:** UP, BNSF, CSX, NS, CP, BRC (via CRL)
- **Market Proximity:** Chicago
- **Truck Routes & Highway Access:** I -90, I-94, I -55, I-57
- **Storage Options:** Customized indoor and outdoor storage solutions available



Click to view map

CONTACT

OLS Business Development:

Scott Eubank

Phone: 972-971-7783

Local Site Manager:

Rob Tkach

Phone: 303-398-4550

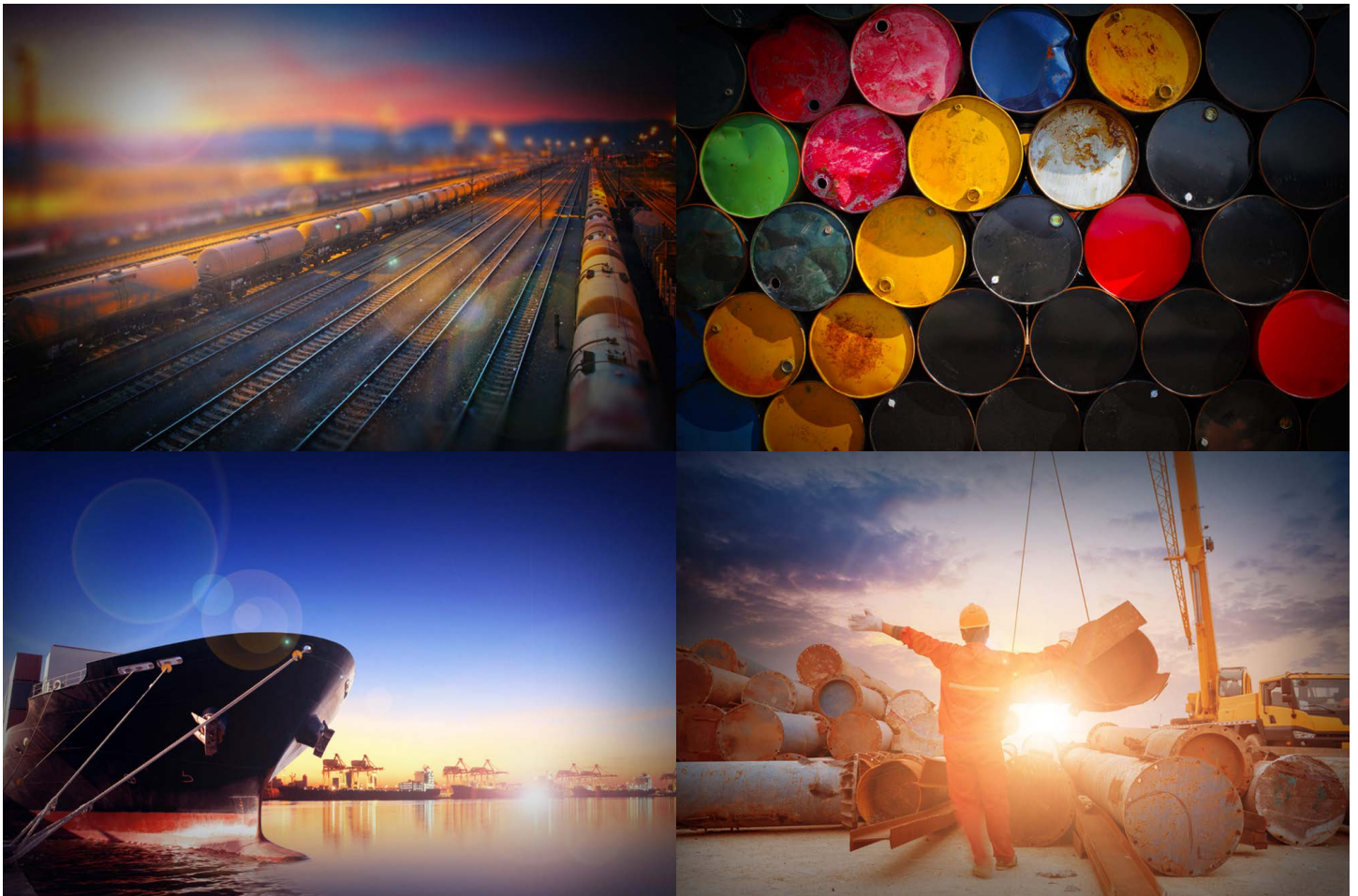
Office:

2728 East 104th Street

Chicago, Illinois 60617



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CASE STUDIES

PORT OF BROWNSVILLE

On the Southernmost tip of Texas, at the port of Brownsville, rails and road and ready workforce converge. Nearby 40,000 acres of Texas land stand ready for industrial development, while expanded drilling in Mexico's adjacent Burgos Basin shale formation waits on the proper energy expertise. ([Read more](#))

OLS MAKES SHIPPING EASY

OLS works with one of North America's leading manufacturers and distributors of steel tubing to optimize its transload and warehousing operation. OLS implemented a Rail Inventory Management System resulting in greater visibility and better management of product inventory and transportation cost. ([Read more](#))

TURN KEY TRANSLOAD

OmniTRAX Logistics Services works with a top 10 E&P company to develop and manage a turn-key transload solution that helps the customer quickly gain access to a new market. Within a short period of time OLS proposed a bundled solution and developed a frac sand rail-to-truck facility. ([Read more](#))

LINKS

omnitrax.com greatwesternindustrialpark.com
geotracindustrialhub.com broe.com

CONTACT US

252 Clayton Street, 4th Floor
Denver, Colorado 80206
720.722.7657
logistics@omnitrax.com



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Foodliner, Inc.

11861 S. Cottage Grove
Avenue
Chicago, IL

Phone Number: (773) 933-6073

Website: <http://www.foodliner.com/>

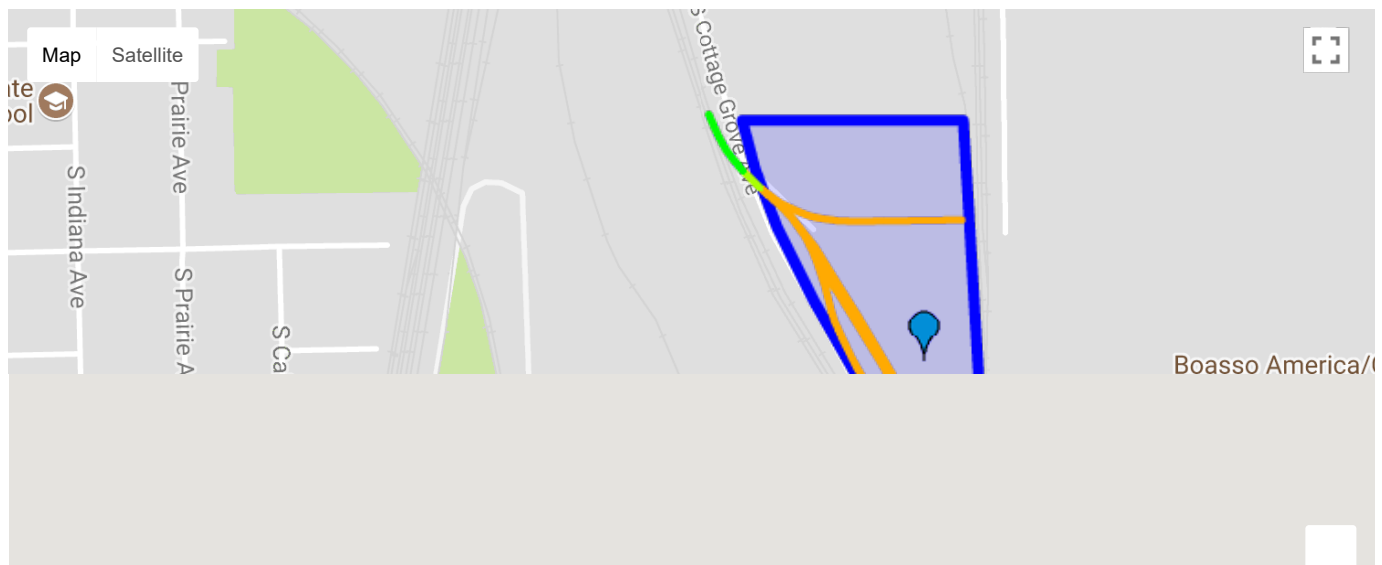
Capabilities:

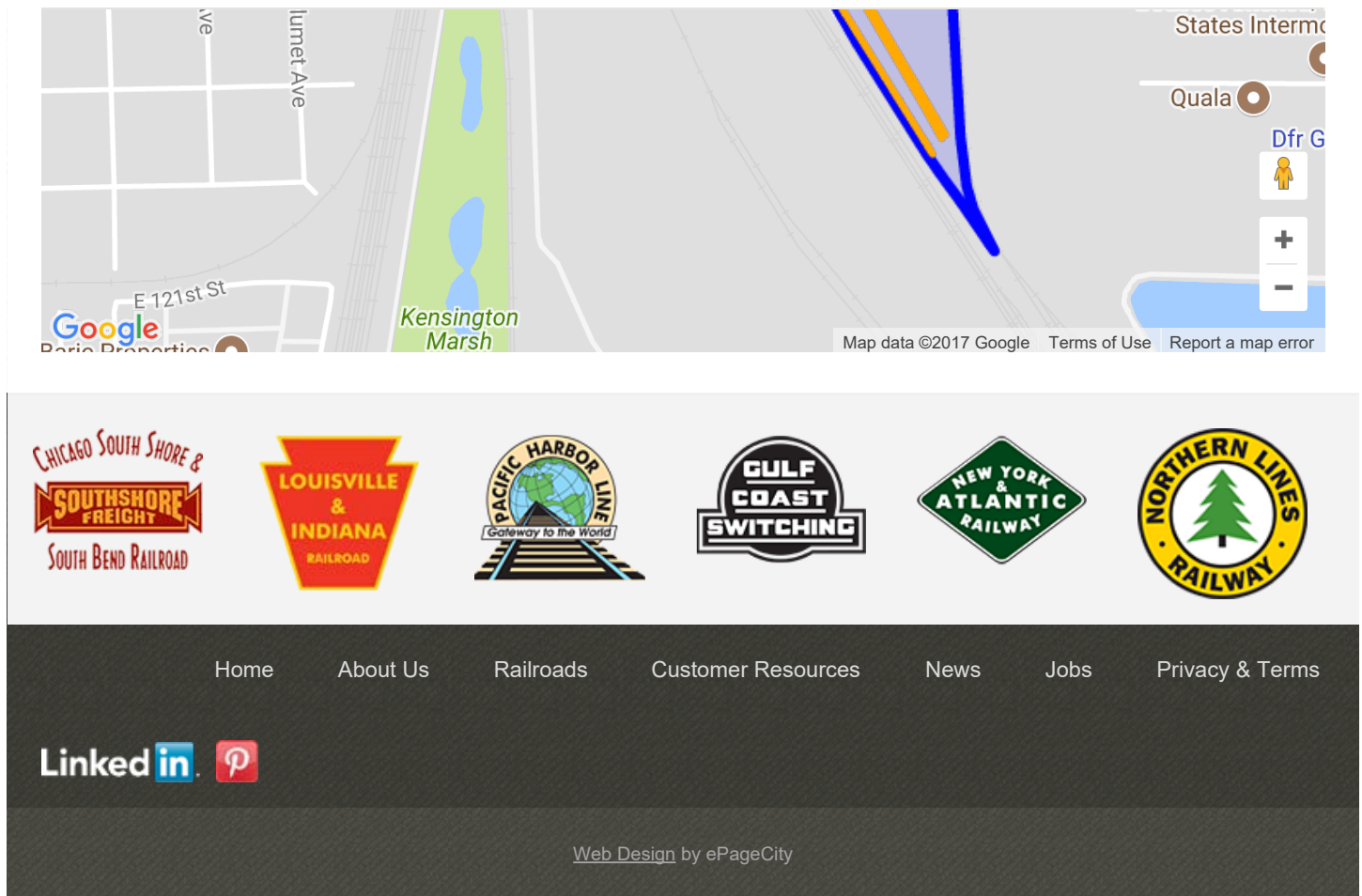
- ▶ Dry bulk and liquid rail to truck transfer
- ▶ 42 car capacity on 4 tracks
- ▶ Conveyor and vacuum unloading available
- ▶ Silo storage capacity of 1,000 tons on site
- ▶ Truck scale on premise
- ▶ Truck wash located 1.5 miles distant at another Foodliner facility

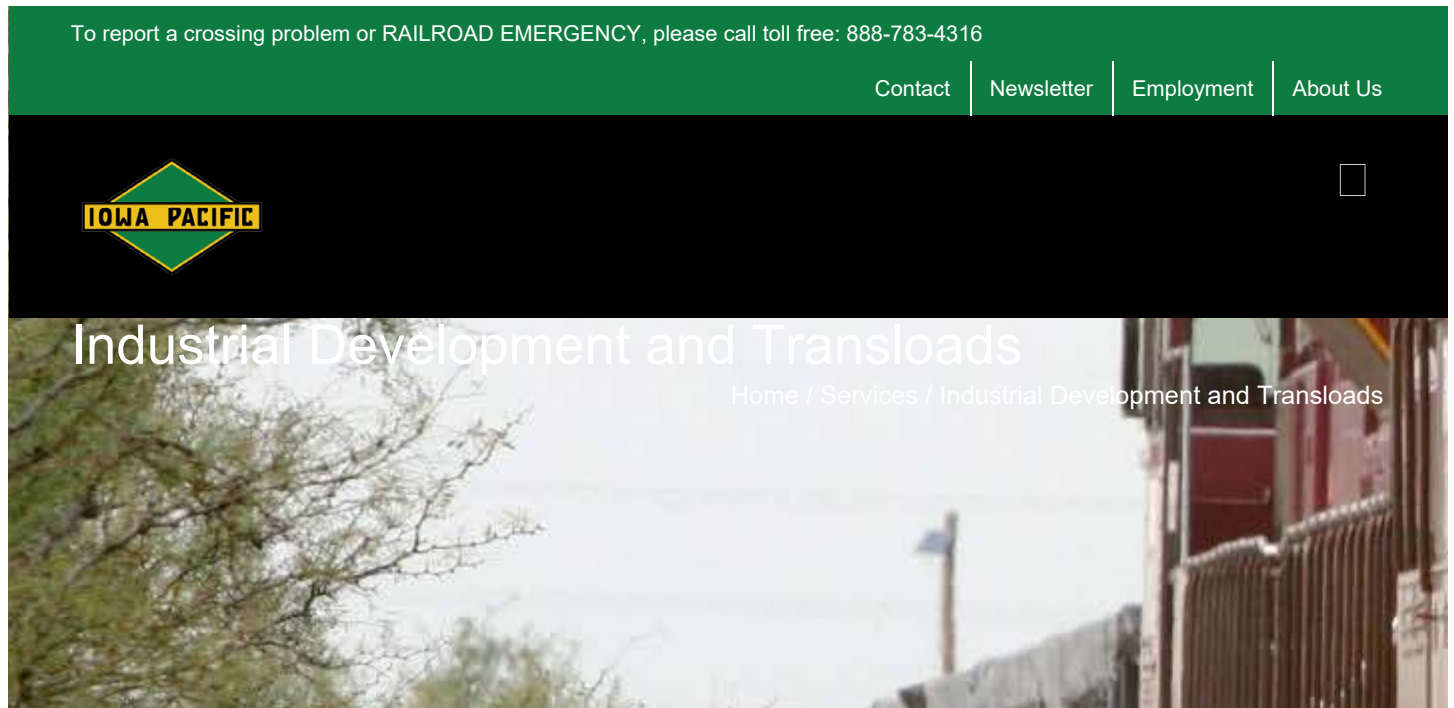


Commodities:

- ▶ Dry bulk commodities
- ▶ Food and non-food grade







Our seasoned industrial development and transload team provides rail project management services to industries seeking to establish rail service. It also assists in identifying suitable rail-served industrial sites along its rights of way.

With numerous Class 1 and regional connections, we can efficiently transport your shipments to or from anywhere in North America with dependable service.

AVAILABLE INDUSTRIAL SITES AND TRANSLOAD LOCATIONS

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 Union Pacific interchange at Elk Grove Village, IL *
 Canadian Pacific interchange at Bensenville, IL *
- **Grenada Railroad**
 Canadian National interchange at Memphis, TN *
- **Mass Coastal Railroad**
 CSX interchanges at Taunton and Middleboro, MA
- **Mount Hood Railroad**
 Union Pacific interchange at Hood River, OR
- **San Luis & Rio Grande Railroad**
 Union Pacific interchange at Walsenburg, CO
- **Santa Cruz & Monterey Bay Railway**
 Union Pacific interchange at Watsonville, CA

- **Saratoga & North Creek Railway**

Canadian Pacific interchange at Saratoga Springs, NY

*With access to connecting railroads via intermediate switching

Contact

Todd N. Cecil

Vice President – Real Estate Development

Phone: (210) 844-4621

Email: cecilt@iowapacific.com

Steve Gregory

Executive Vice President – Marketing

Phone: 303-903-9495

Email: gregorys@iowapacific.com



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INTERNATIONAL

TRANSLOAD LOGISTICS, INC.

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Manager: Denetra Johnson

Phone: 815-423-5990

joliet@itlchicago.com

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NS / CN / CP / CSX

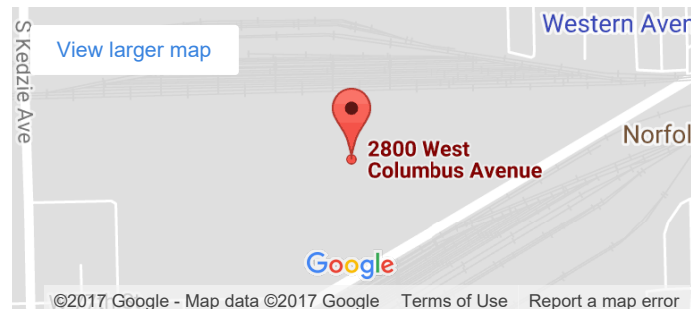
2800 W Columbus Ave.

Chicago, IL 60652

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Manager: Jennifer Slawson

Phone: 773-778-4318

landers@itlchicago.com

[ITL Wilmington](#)

BNSF LPC / UP / CN Joliet

615 East Kankakee River Dr.

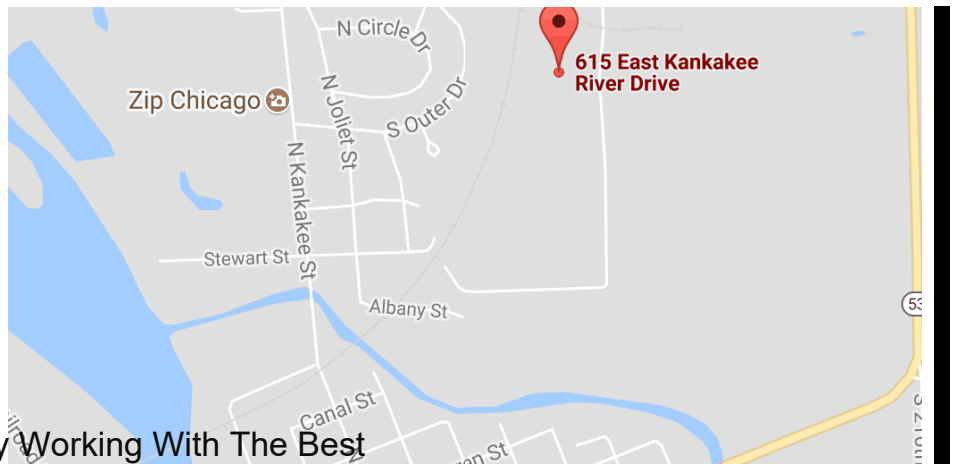
Wilmington, IL 60481

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Manager: Adam Darnell

Phone: 815-476-9650

wilmington@itlchicago.com



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Name *

Email Address *

Comments / Questions *

STRATEGICALLY LOCATED WAREHOUSES - NEAR MAJOR RAIL RAMPS

ITL Joliet (Previously Elwood)
BNSF LPC / UP / CN Joliet
3801 Centerpoint Way

ITL Chicago
NS / CN / CP / CSX
2800 W Columbus Ave.

ITL Wilmington
BNSF LPC / UP / CN Joliet
615 East Kankakee River Dr.

ITL Kansas City
BNSF Edgerton
18905 Kill Creek Rd.

Locations - ITL Chicago

Joliet, IL 60436

Chicago, IL 60652

Wilmington, IL 60481

Edgerton, KS 66106



CONNECT WITH US!



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**Welcome to Midway Transload Inc**

We service the Chicago land area and are centrally located minutes away from UP, CSX, CN, CP and the Bnsf Railroads. We are the official in house Transload contractor for the NS rail road and are located on the NS Property at 47th 63rd Landers and Calumet Yards. We provide a number of inter modal related services. Distressed Units , issues at local scales, full Transload , or partial recovery and storage at our warehouse. We are also set up for Domestic and International Transloads, Cross Docking, Stripping of Import Containers, Stuffing of Export Containers, Labeling, Warehousing, Packaging, short or long term storage, consolidation and distribution, Blocking and bracing for OTR and Rail Movement. Domestic and international destinations. And much more just give us a call

Always here when you need us !

AL 312-735-0575 AL@midwaytransload.com		Chris 312-907-2837 Chris@midwaytransload.com
---	--	--

Warehouse 1965 w Pershing Chicago IL 60609			Remit to PO Box 09718 Chicago IL 60609
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Overview of the Grand Advantage:

We are a public warehouse and distribution center providing a totally integrated transportation package of warehousing, handling, and trucking services from centrally located facilities in Chicago, IL [4], Northlake, IL, Elk Grove Village, IL, Gordonsville, TN, Port Newark, NJ [7], Bristol, PA., Charleston, SC, Denver, CO, Maple Heights, OH, La Porte, IN and Savannah, GA. We offer our services on a traditional warehouse or a cross-dock basis. Our fully automated inventory control system can perform bar coding, EDI, stock rotation and location functions.

Our modern, single story buildings totaling over 2,000,000 sq. feet are sprinkler, fire and burglar alarmed with 24-hour video surveillance as well as rail sidings on the Norfolk & Southern, CSX, and Union Pacific railroads. Material handling equipment includes forklifts, slip-sheet attachments, paper roll clamps and carton clamps. Grand Worldwide Logistics is a United States customs container freight station, which currently holds and maintains an AIB food grade storage rating of "Superior". There are Industrial Engineers on staff supervising all aspects of inventory control, handling, and distribution. The company is a family owned and operated business established in 1970.

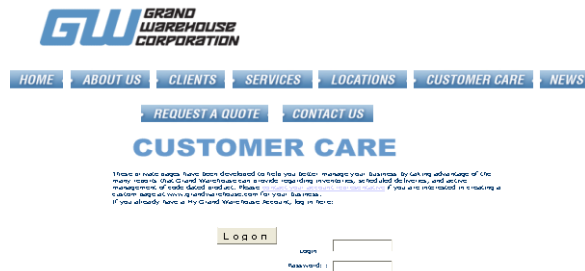
Below we have briefly summarized some of the following Grand Advantages.

- 1: Warehouse space – 1,000,000 square feet in the Chicago area, 85,000 square feet in Tennessee, 250,000 square feet in Ohio, 175,000 square feet in Charleston, SC, 100,000SF in Denver, CO, 250,000SF in Savannah, GA, 175,000SF in La Porte, IN, and 950,000 feet in NJ and Pennsylvania.**
- 2: Fully integrated WMS with centralized customer service, accounting, freight management, radio frequency bar coding, RFID, and EDI system interface.**
- 3: Full range of capital equipment including forklifts, roll clamps, racking, bar coding hardware, and other material handling equipment.**
- 4: 24 x 7 on-line security systems and digital archiving of inbound and outbound activity.**
- 5: Dedicated warehouse management, customer service, material handlers, and inventory specialists.**
- 6: IT integration interface with all major ERP and mainframe systems.**
- 7: Link to Grand on-line reporting system giving real time reporting to client 24 x 7.**



INFORMATION SYSTEMS

Our information platform was created by Abecas/Insight. It is an unparalleled Warehouse Management System providing for open access to data by our clients, real time information through RF bar coding, RFID systems, EDI, and all aspects of lot control. Our accuracy in managing inventory, tracking shipments, and capturing receipts in real time is a key component to increasing our client's performance with their customers and providing a seamless way for them to operate a "virtual warehouse". **A key attribute to the system is a web-based link directly into our inventory management system**



Among the information that can be accessed 24 X 7 from this on-line portal is:

OPEN TRANSACTIONS:

- Query receipts
- Query Shipments
- Query Adjustments

HISTORICAL:

- Query receipts
- Query Shipments
- Query Adjustments

INVENTORY ITEMS:

- Query receipts
- Query inventory on hand

REPORTS:

- Transaction Recap
- Open Receipts/Shipments
- Historical Receipts/Shipments
- Item Availability

Our system also provides active real time and historical review of inventory movement. We will use this to identify opportunities to help you reduce inventory on hand and improve the turnover of product. In addition, through on line visibility we can offer faster turnaround by allowing more frequent releases.



FACILITIES

We have 4 warehouse campuses in Chicago served by the Union Pacific and Norfolk Southern Rail Road. Our facility in Northlake, Illinois is the largest 3rd party rail-sided facility on the UP network and can accommodate up to 30 rail-cars a day. It is equipped with 68 dock doors to facilitate efficient loading and unloading of truck and/or container volume. Our Ohio Street facilities are open to reciprocal switching which offers us low cost flexibility in handling cars from any railroad. Our Dorchester and 98th Street facilities are on the NS and offer the ability to handle 16 to 32 cars a day on a double switch. Our Elk Grove Village Facility is on the UP and adjacent to O'Hare Airport served by a short line provider working in unison with the UP. The facilities in Port Elizabeth are directly within the port and can accommodate significant rail on the NS, UP, and CSX as well as container volume with no weight restrictions. We also have a facility in Port Charleston, SC which operates a heavy load program and is dual served with 14 rail spots by the NS and CSX. Our 100,000SF Denver, CO facility is direct UP served. Our 250,000SF facility in Maple Heights, OH conveniently serves the Cleveland and central Ohio area. Savannah, GA operations, opening in Feb of 2012, will provide an additional 200,000SF and 16 rail spots served by the NS and CSX. Within our network we handle over 2 million tons of paper, over 40,000,000 cases of beer and wine, and millions of metric tons of food grade products annually.

RAIL SERVICE

OVER 34,000 Rail Cars Are Spotted at Our Facilities Every Year

If you move by rail you know that failure to receive, unload, and release on time creates a highly costly scenario. It is a problem which compounds by overloading the local yard and building demurrage exponentially every day throughput is constrained.

We know that working with the railroads requires a specific expertise for which grand Warehouse is renowned. Our team of rail experts ensures that our customer's product is managed with extreme care and demurrage is controlled at all times.

UP, NS, and CSX Served

154 Rail Spots in our network of operations. - Some Facilities open to reciprocal switching

Chicago Central – Union Pacific Rail Service – Open to reciprocal switching - 5 rail spots

Chicago South - Norfolk Southern Rail Service – 20 rail spots

Chicago West - Union Pacific Rail Service - 36 rail spots

Pennsylvania - Norfolk Southern / CSX Rail Service– 12 rail spots

New Jersey - Port Elizabeth - Norfolk Southern / CSX Rail Service– 40 rail spots

Charleston, SC - Norfolk Southern / CSX Rail Service– 14 rail spots

Denver, CO – Union Pacific Rail Service – 10 rail spots

Savannah, GA – Norfolk Southern/CSX Rail Service -16 Rail Spots



CARTAGE

Grand Cartage Corporation operates cartage services from all of our warehouse campuses - Chicago, Philadelphia, Tennessee, South Carolina, Colorado, Ohio and in the Port Newark – Elizabeth Marine Terminal - as well as on a contract basis out of Florence, NJ. We also handle drayage of shipments arriving at the various rail-intermodal ramps in the Chicago area and containers into the Port of New York and Philadelphia. For shipments beyond the regions served with our own equipment, our brokerage division provides service throughout the continental United States as well as Canada by truck and rail intermodal.



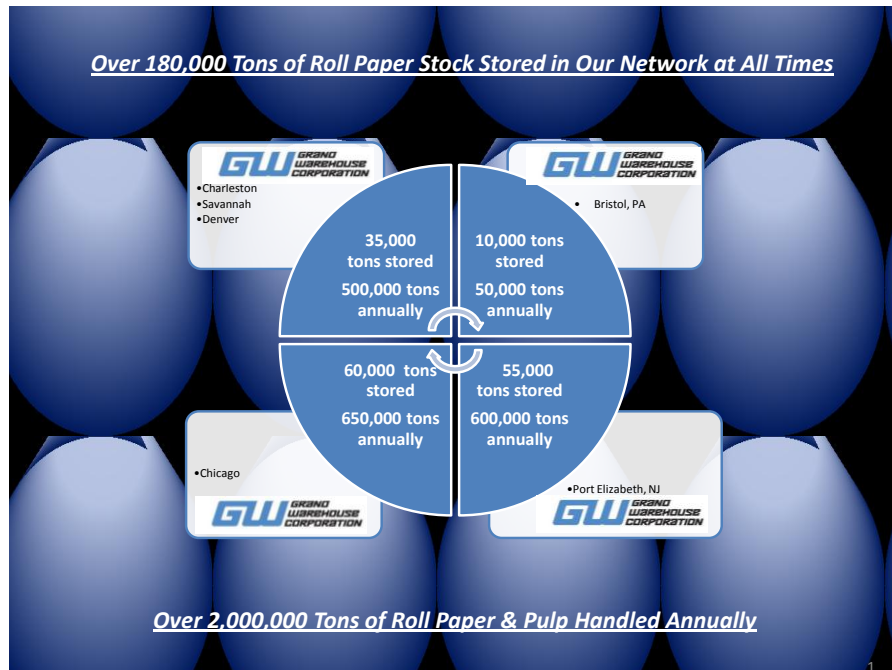
FOOD AND BEVERAGE EXPERIENCE

- Over 40 million cases of beer and wine moved annually
- Bulk food warehousing and distribution for the largest manufacturers and consumers of tomato paste, spices, oils, and food grade additives
- Maintaining an AIB audited rating of “SUPERIOR”





PAPER EXPERIENCE



Over 75 Years Experience Serving The World's Largest Paper Mills

- | | | |
|-------------------|-----------------------|-----------------|
| • Abitibi Bowater | • Graphic Packaging | • Rock Tenn |
| • Altiivity | • International Paper | • Sappi |
| • Blue Ridge | • Klabin | • Smurfit Stone |
| • Boise | • Kruger | • Solvay |
| • Carustar | • M-Real | • Soporcel |
| • Cascades | • Mead Westvaco | • Stora Enso |
| • Domtar | • New Page, | • White Birch |
| • Evergreen | • Norske Skog | • UPM |
| • Georgia Pacific | • PCA | • Verso |
| | | • Weyerhaeuser |



PROGRAM MANAGEMENT

Every program is overseen by a Program Manager with a minimum of 10 to 20 years experience in warehouse management.

SECURITY

All of our warehouses are equipped with 24-hour surveillance. Cameras record throughout every area inside and outside our facilities. This information is accessible on line and is captured on DVR giving us an archive of every action that takes place within our operations. In addition, every delivery received and outbound shipment is captured and archived with a digital picture of the condition of the inbound container and the outbound trailer before it is sealed. This helps isolate any claims and expedites the recovery of damages for our clients.

CYCLE COUNTING

We maintain active date reporting and cycle counting for all customers that require it. We do this every 15 days on average.

PICK & PACK

Grand provides pick and pack services for a wide range of products from grocery, industrial, and beauty supplies. We can provide consolidation services, repackaging and small parcel distribution. All of our warehouses are fully integrated with all major LTL and small package carrier systems.

COLLABORATIVE IMPLEMENTATION

Finally, our commitment is to provide flexible services that are customized to meet your specific requirements. We create Standard Operating Procedures based on these specific needs and train them throughout our organization. Once underway with this process, our cross-functional implementation team will collaborate with your organization and your clients to map the process, document procedures, and create the measurements that are most important to you.

TRANSLOADING

Grand offers fast and efficient transloading services from any mode of container [rail, container, truckload] to another. We can floor load, palletize, or slipsheet any load for transfer to another vehicle at any of our facilities. Block and bracing as well as full digital documentation of the load are used to ensure your load is handled and shipped with the utmost care. Grand's vast resource of docks throughout our network of facilities provides the fast turnaround required to keep loads moving.



HEAVY LOADING –CONTAINER SERVICES

One of the advantages to our location within the Port Newark – Elizabeth Marine Terminal and our facility in Port Charleston, SC is that we are able to use our heavy loading concept where we legally receive import containers loaded to the maximum weight allowed by the steamship lines rather than be restricted by the lower highway weight limits. Of particular appeal is the opportunity for shippers to increase the weight of a container without a rise in their ocean freight cost. We then either place the product in inventory or make cross-dock shipments by truck (at legal highway weight), railcar, or rail intermodal. Since we originated this program within the Port in 1990, it has become a significant part of our overall business. Our heavy loading concept is illustrated as follows:

Normal Import Containers (40 Foot Containers)

Maximum weight – 20 metric tons (44,000 lbs.)

An inbound shipment of 100 metric tons would require five containers

Heavy Loaded Import Containers (40 Foot Containers)

Maximum weight varies due to steamship line limitations – we usually receive 25 metric tons (55,000 lbs.) as a minimum, but it depends on product size and packaging

An inbound shipment of 100 metric tons would require only four containers

Overall Customer Savings

One out of every five normal weight containers would be eliminated using the heavy load concept

While the above illustration is for 40-foot containers, depending on the density and size of the product, 20-foot containers can also be heavy loaded. The reverse procedure of heavy loading applies to exports.



LOCATIONS

Corporate Office - 4350 West Ohio - Chicago, IL - 60624
Chicago - Central - Ohio Distribution Center - 125,000 sq. ft. - Union Pacific Rail Service [open to reciprocal switching]
Chicago South - Dorchester Distribution Center - 125,000 sq. ft. - Norfolk Southern Rail Service
Chicago South - 98th Street Distribution Center - Norfolk Southern Rail Service - 150,000 sq ft
Chicago South - 96th Street Distribution Center - Norfolk Southern Rail Service - 100,000 sq ft
Chicago West - Elk Grove Village, IL - Union Pacific Rail Service - Short Line - 285,000 sq ft
Chicago West - Northlake Distribution Center - 290,000 sq. ft. - Union Pacific Rail Service
Pennsylvania - Bristol Distribution Center - Norfolk Southern / CSX Rail Service 150,000 sq ft
New Jersey - Port Elizabeth Dist Center - Norfolk Southern/CSX Rail Service 850,000 sq ft
Tennessee – Gordonsville Distribution Center – 80,000 Sq. ft.
Charleston, SC – Norfolk Southern/CSX Rail Service - 125,000 Sq Ft.
Maple Heights, OH – 425,000 Sq. Ft.
Denver, CO – Union Pacific Rail Service – 100,000 Sq Ft
Savannah, GA - Norfolk Southern / CSX Rail Service - 250,000 sq ft
La Porte, IN – 175,000SF

Grand Worldwide manages the open capacity of an additional 750,000 SF of AIB Superior warehouse space on behalf of one of our key clients. This space is non-rail served and can be secured at very competitive rates.

FUTURE EXPANSION

Miami, FL
Norfolk, VA

HOURS OF OPERATION

Each facility in our network of operations aligns its hours of operation in accordance with our customer's needs. We will collaborate with you to support the most cost-effective and efficient process for managing the supply chain we would be asked to service.

GALLERY OF OPERATIONS











Phone: 847-364-4424 JoeCalabria@PortToPortInc.com

[Login](#)[Forgot Password?](#)[Home](#)[Services](#)[About Us](#)[Directions & Contacts](#)[Local News & Weather](#)[Gallery](#)

Warehouse & Distribution

Port to Port, Inc. manages and operates 280K of combined square footage of clean, heated and well organized warehouse space offering a variety of related services and is staffed by a group of people dedicated to providing our customers with only the highest levels of Quality Logistics Services.

Our 120K square foot Main Office and US Customs Bonded CFS Warehouse/Distribution Facility is located in the heart of Elk Grove Village, the Nations busiest Industrial Park, just minutes from Chicago's O'Hare Air Cargo Terminals.

We maintain a 10K square foot Trans-Load Facility and 1.5 acre Fenced, Secure Container, Storage and Staging yard conveniently located in Channahon IL approximately 5 miles from the BNSF Logistics Park Railroad Facility in Elwood IL. This location allows us to provide our customers with a safe and secure means to pull and hold containers to regulate delivery appointments and in preventing the accumulation of high Railroad Storage Fees.

We also manage a 150K square foot dedicated warehouse and distribution facility located just off the I-90 Route 31 exchange.

We are able to offer our customers with the following services:

- Long Term and Short Term Storage
- Cross Docking – Trans Loading
- Container / Trailer Unloading – Palletizing
- FDA Exam Assistance
- Pick and Pack Service
- Web Based Applications – CFS/Inventory Reporting
- Customer Will Call
- Rework / Product Sorting
- Machinery / Steel Handling

15,000 lbs Fork Lift Capacity
Digital Reporting
Secure Facility
24 hr Surveillance

Hours of Service
Monday - Friday

Warehouse
8am to 4:30pm *must be checked in by 4pm
Closed 12-12:30 for lunch
*Other times available upon request

Office
7am - 5:00pm

Contact:

Port to Port Inc.
1201 - 25 Morse Avenue
Elk Grove Village , IL 60007

Phone: 847-364-4424
Fax: 847-364-4426
JoeCalabria@PortToPortInc.com

8:00 AM - 4:30 PM

Connect With Us:



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Employment Opportunities:

We're always looking for hard working, dedicated individuals to add to the Port To Port family. Whether you're looking to work at the warehouse or on the road as a driver, feel free to fill out an application.

[Click Here to Learn More!](#)



Transload Facility Search

USA

State

Radius

Production Category

Aggregate

Dry Bulk

Equipment/Machinery

Car Type

Boxcar

Bulkhead Flat

Centerbeam Flat

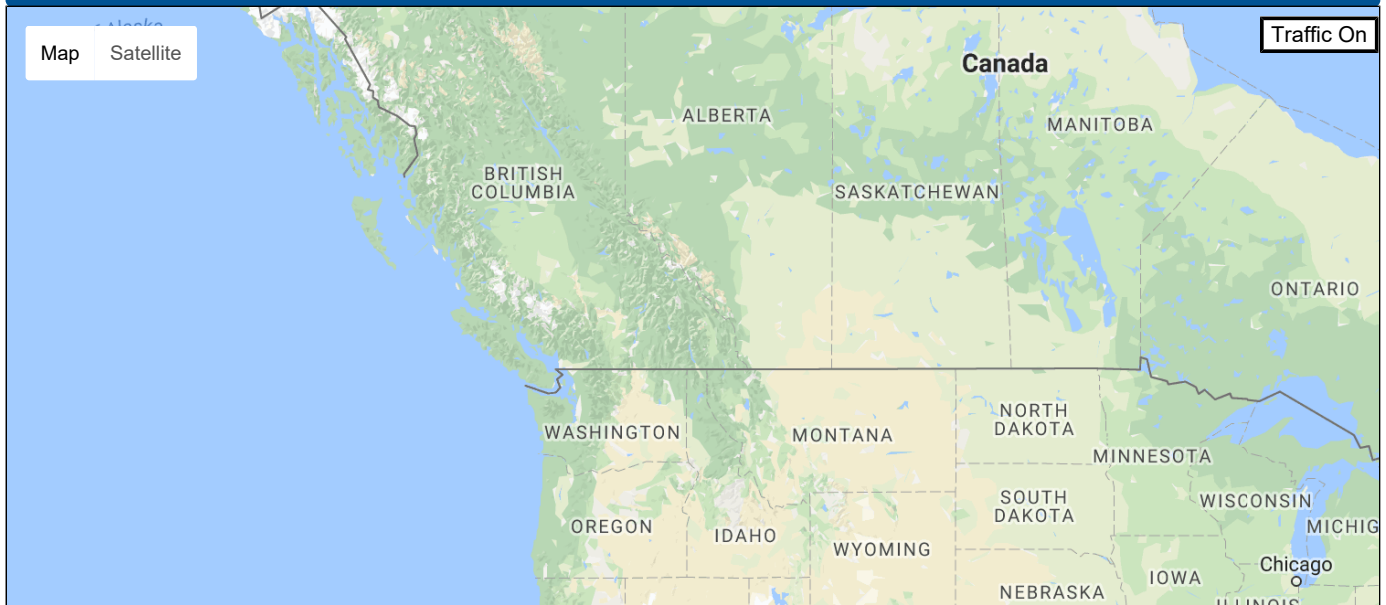
Reset

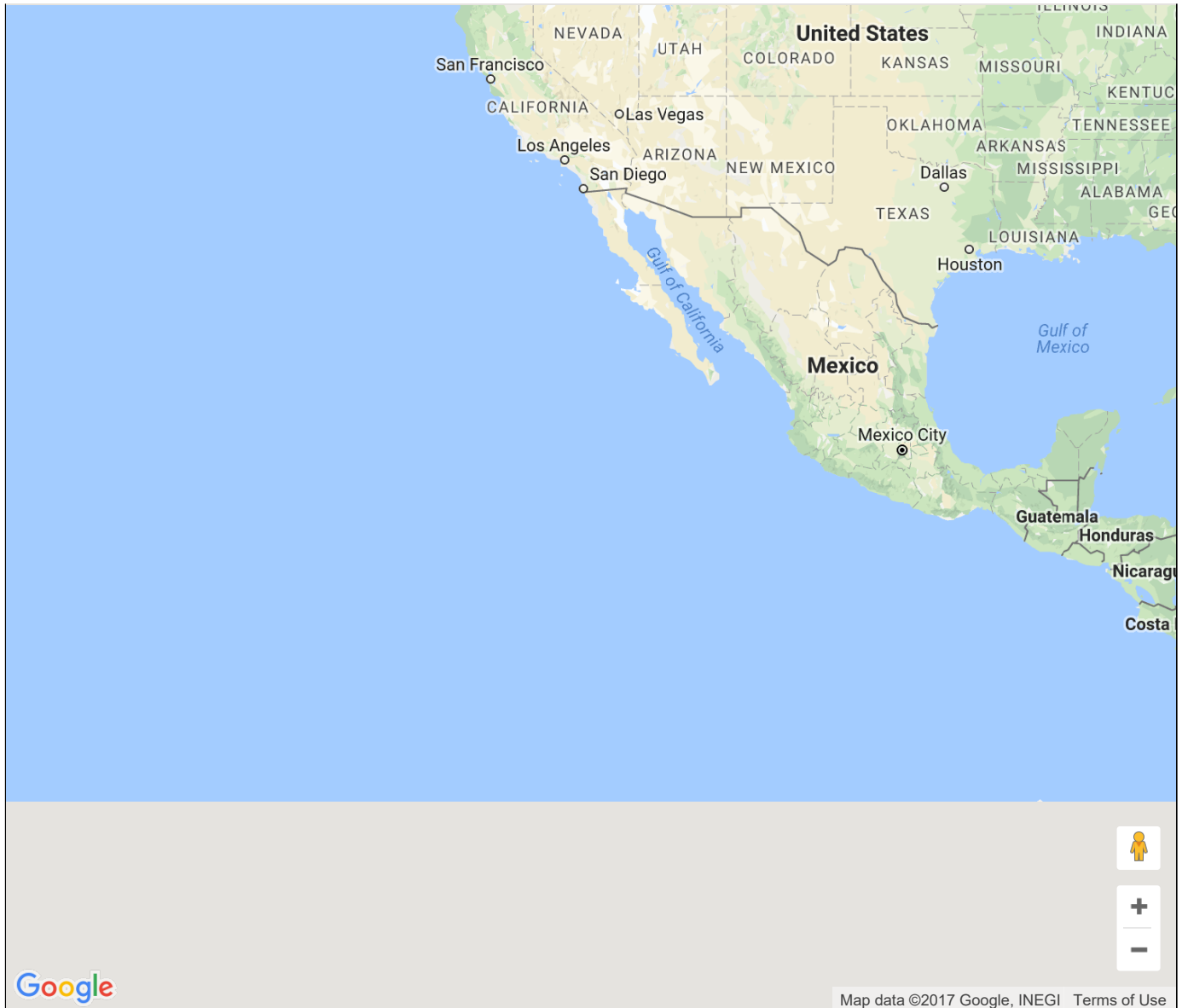
Map View

Map

Satellite

Traffic On

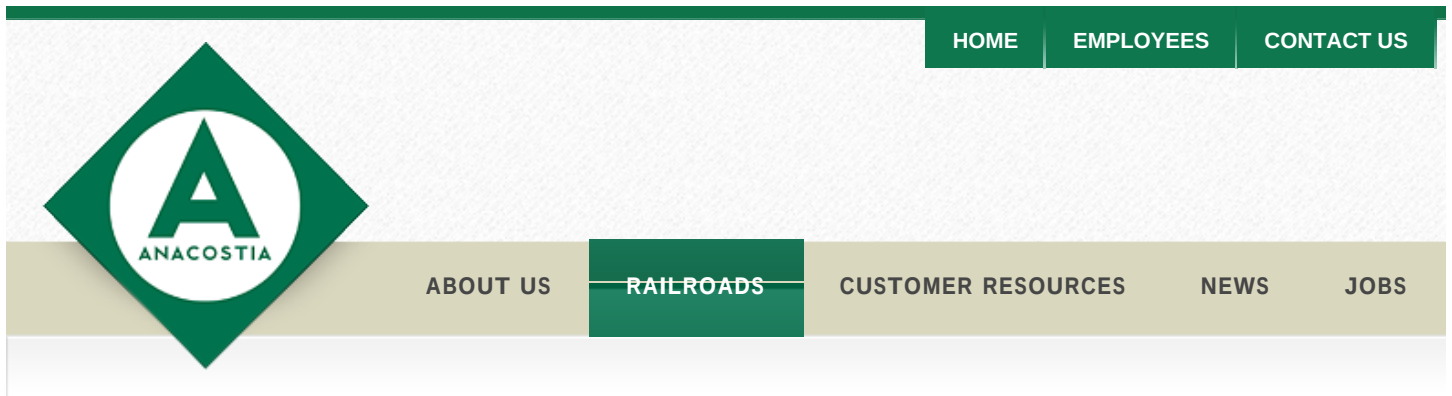




A Union Pacific Company

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Home › Railroads › Windy City Warehouse & Distribution

Windy City Warehouse & Distribution

12700 S. Butler Drive
Chicago, IL 60633

Phone Number: (773) 646-6606

Contact Info:

<http://www.windycitywarehouse.com/>

Capabilities:

Storage

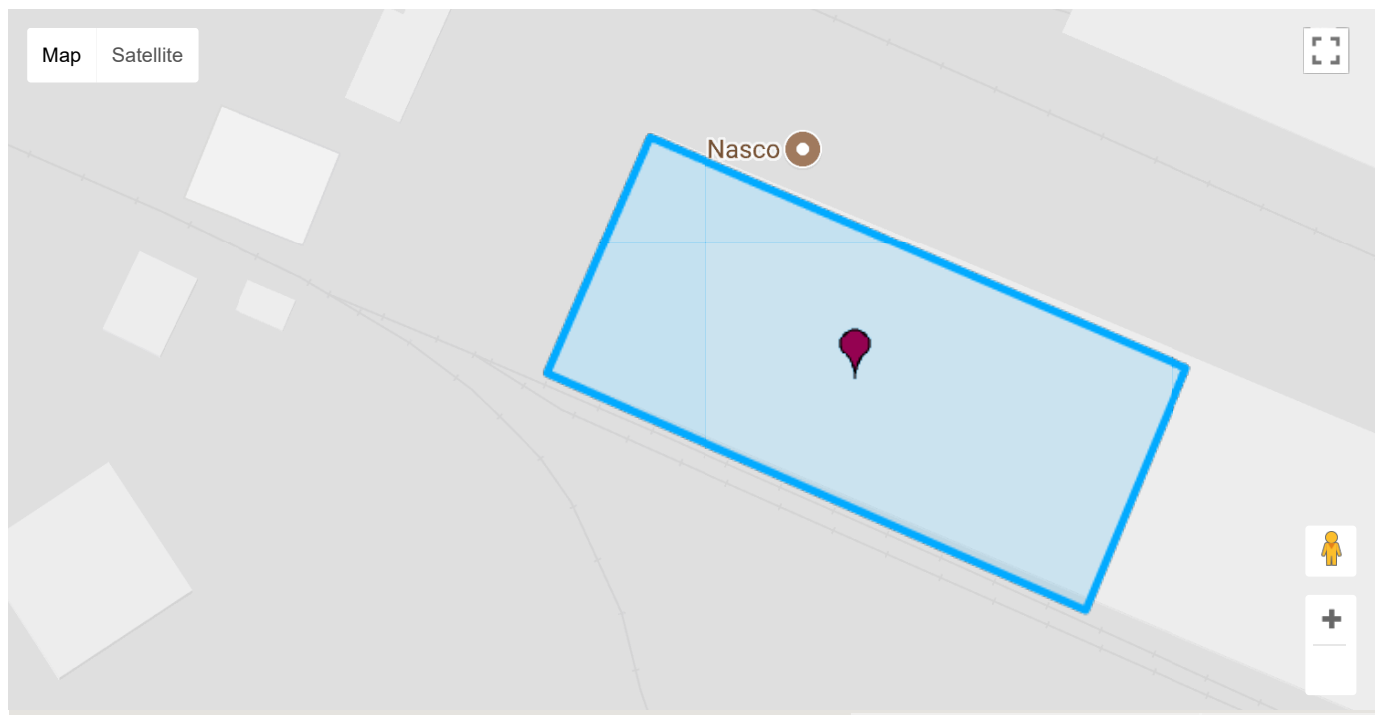
Transload Packaging

Commodities:

Steel

Lumber

General



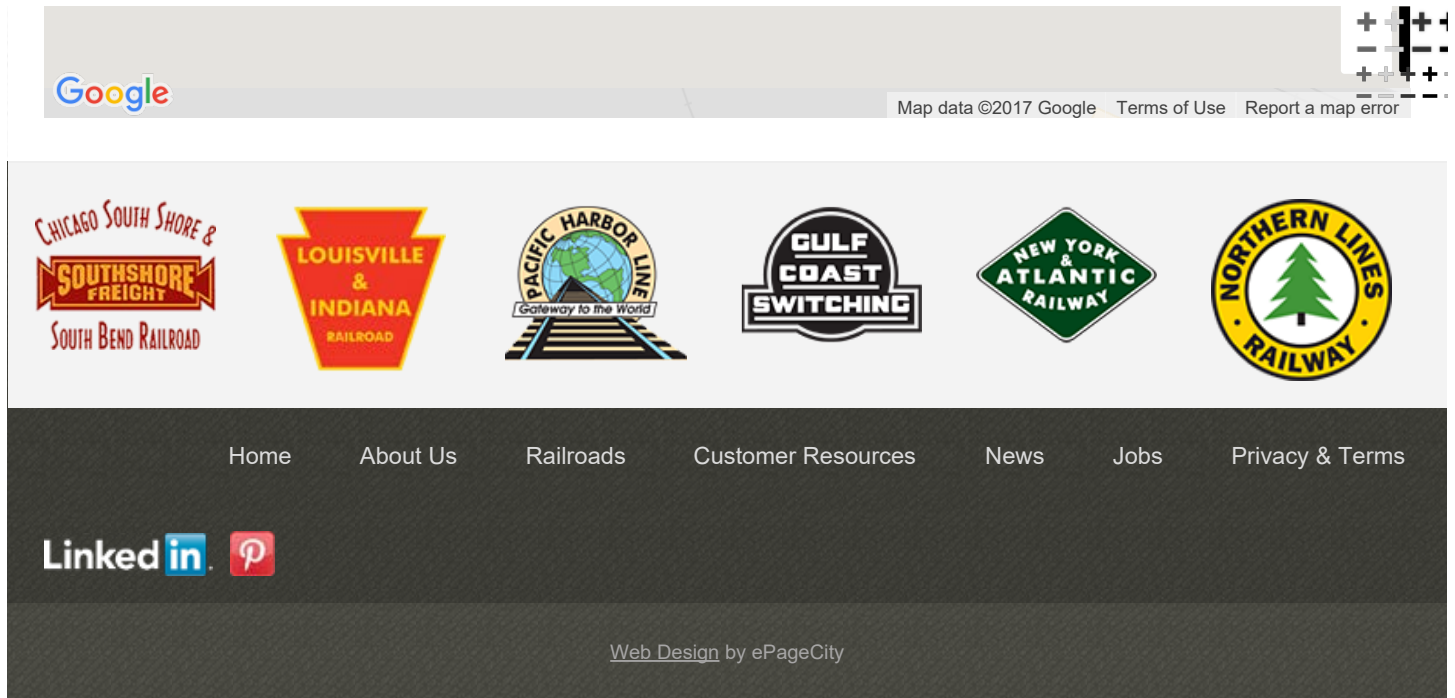


EXHIBIT 21

1709612055

KAREN A. YARBROUGH
COOK COUNTY RECORDER OF DEEDS
DATE: 04/06/2017 09:27 AM PG: 1 OF 1

IMPORTANT RELEASE INFORMATION: For each assessment listed below, unless notice of the lien is refiled by the date given in column (e), this notice shall, on the day following such date, operate as a certificate of release as defined in IRC 6325(a).

Place of Filing			
Recorder of Deeds			
Cook County	Total	\$	3301442.29
Chicago, IL 60602			

Title
REVENUE OFFICER
(708) 645-5041

Form **668(Y)(c)** (Rev. 2-2004)
CAT. NO 60025X

EXHIBIT 22

LAW OFFICE
THOMAS F. MCFARLAND, P.C.
208 SOUTH LA SALLE STREET - SUITE 1666
CHICAGO, ILLINOIS 60604-1228
TELEPHONE (312) 236-0204
mcfarland@aol.com

THOMAS F. MCFARLAND

July 7, 2017

By e-mail

Matthew J. Warren
Sidley Austin LLP
1501 K Street, NW
Washington, DC 20005
mjwarren@sidley.com

Hanna M. Chouest
Sidley Austin LLP
1501 K Street, NW
Washington, DC 20005
hchouest@sidley.com

Charles A. Spitulnik
Kaplan Kirsch & Rockwell, LLP
1001 Connecticut Avenue, NW, Suite 800
Washington, DC 20036
cspitulnik@kaplankirsch.com

Re: Chicago Terminal Railroad

Dear Mr. Warren, Ms. Chouest, and Mr. Spitulnik:

I represent Independent Locomotive Leasing (ILL) which leased locomotives to Chicago Terminal Railroad (CTR) for use at Goose Island in Chicago, IL, and at two other locations in the Chicago area.

CTR has defaulted under its Lease Agreements with ILL by failing to make timely rental payments. As a result, ILL has provided notices of termination of the Lease Agreements and notices of intent to take possession of the leased locomotives.

I am attaching a copy of such notice as to the locomotive leased for use at Goose Island. CTR has not yet responded to the notices.

I have been following Alloy Property Company's litigation with CTR. I represented the City of Chicago in a dispute with CTR several years ago. That dispute was settled prior to decision.

It is likely that repossession of the locomotive leased for use at Goose Island would disable CTR from providing rail service at Goose Island if CTR has any present or prospective customers there, which I strongly doubt.

THOMAS F. MCFARLAND

THOMAS F. MCFARLAND, P.C.
July 7, 2017
Page 2

You may make use of the attached notice as you wish.

Very truly yours,

A handwritten signature in dark ink that reads "Tom McFarland". The signature is written in a cursive, flowing style.

Thomas F. McFarland
*Attorney for Independent Locomotive
Leasing, LLC*

TMcF:mg:1765/ltrMIWHCCSI

cc: Mr. Frank Nesbit, ILL, *by e-mail to trnesbit@qwestoffice.net*
Richard Kates, Esq., *by e-mail to kateslaw64@gmail.com*

LAW OFFICE
THOMAS F. MCFARLAND, P.C.
208 SOUTH LASALLE STREET - SUITE 1666
CHICAGO, ILLINOIS 60604-1228
TELEPHONE (312) 236-0204
mcfarland@aol.com

THOMAS F. MCFARLAND

July 5, 2017

By certified mail, return receipt requested

David Michaud, Esq.
General Counsel
Chicago Terminal Railroad
118 South Clinton Street, Suite 400
Chicago, IL 60611

Re: Locomotive Lease Agreement, Unit No. ILSX 900

Dear Mr. Michaud:

Pursuant to a Locomotive Lease Agreement (Lease Agreement) made on November 1, 2013, Chicago Terminal Railroad (CTR) leased a locomotive identified as Unit No. ILSX 900 from Independent Locomotive Leasing, LLC (ILL) for a period of five years from the date of the Lease Agreement at rental of \$1,950 per month.

Beginning in September, 2015 and continuing to date, CTR has failed to pay rent as agreed. As a result a total of \$39,000 in rental payments are due and owing for more than 15 days from the date that such payments were due.

In accordance with Paragraph 13 of the Lease Agreement, this is to provide notice to CTR that in view of CTR's nonpayment of rent, ILL hereby terminates the Lease Agreement, and that ILL will take possession of Locomotive Unit No. ILSX 900.

In accordance with Paragraph 14 of the Lease Agreement, in view of termination of that Agreement as provided in Paragraph 13, CTR is required at its own expense to return Unit No. ILSX 900 to ILL at Bethel, Minnesota. Paragraph 14 also requires that upon return of that Unit, CTR shall pay to ILL the cost to fuel the unit to the same level of fuel as when the unit was delivered to CTR.

Termination of the Lease Agreement for nonpayment of rent and repossession of the Unit are wholly in accord with Minnesota law, which is applicable pursuant to Paragraph 18 of the Lease Agreement. Minnesota law is not federally preempted to permit a rail carrier to avoid payment of operating expenses under a valid contract. A rail carrier cannot invoke federal preemption to avoid obligations voluntarily undertaken in a contract. *Township of Woodridge v. Consolidated Rail Corp.*, 2000 WL 1771044 (STB Docket No. 42053, decision served December 1, 2001).

THOMAS F. McFARLAND

THOMAS F. McFARLAND, P.C.
July 5, 2017
Page 2

Attached to this letter is a listing of ILL's aged receivables for rental for the above locomotive and other amounts owed to ILL.

Please confirm that CTR will promptly return Unit No. ILSX 900 to ILL at Bethel, Minnesota, as lawfully required.

Very truly yours,



Thomas F. McFarland
*Attorney for Independent Locomotive
Leasing, LLC*

TMcF:kl:1765/ltrDM2

cc: Mr. Frank Nesbit, ILL, *by e-mail to trnesbit@qwestoffice.net*
Richard Kates, Esq., *by e-mail to kateslaw64@gmail.com*

INDEPENDENT LOCOMOTIVE LEASING, LLC

Aged Receivables

As of Jun 13, 2017

Filter Criteria includes: 1) IDs from 011 to 011; 2) Includes Drop Shipments. Report order is by ID. Report is printed in Detail Format.

Customer ID Customer Bill To Contact Telephone 1	Invoice/CM #	0-30	31-60	61-90	Over 90 days	Amount Due
011 PERMIAN BASIN - CHICA JOHN 847-290-8870	13-1819-22 ILSX 921			9-1-15	3,300.00	3,300.00
	13-1821-22 ILSX 900			9-1-15	1,950.00	1,950.00
	13-1820-22 ILSX 1396			9-1-15	2,550.00	2,550.00
	13-1822-22				2,790.00	2,790.00
	13-1822-23				2,790.00	2,790.00
	13-1820-23 ILSX 1396			10-1-15	2,550.00	2,550.00
	13-1821-23 ILSX 900			10-1-15	1,950.00	1,950.00
	13-1819-23 ILSX 921			10-1-15	3,300.00	3,300.00
	13-1819-24 ILSX 921			11-2-15	3,300.00	3,300.00
	13-1821-24 ILSX 900			11-2-15	1,950.00	1,950.00
	13-1820-24 ILSX 1396			11-2-15	2,550.00	2,550.00
	13-1822-24				2,790.00	2,790.00
	13-1822-27				3,960.00	3,960.00
	13-1820-27 ILSX 1396			2-1-16	2,550.00	2,550.00
	13-1821-27 ILSX 900			2-1-16	1,950.00	1,950.00
	13-1819-27 ILSX 921			2-1-16	3,300.00	3,300.00
	13-1819-28 ILSX 921			2-1-16	3,300.00	3,300.00
	13-1821-28 ILSX 900			3-1-16	1,950.00	1,950.00
	13-1820-28 ILSX 1396			3-1-16	2,550.00	2,550.00
	13-1822-28				5,580.00	5,580.00
	13-1822-28A				8,370.00	8,370.00
	13-1822-29				8,370.00	8,370.00
	13-1820-29 ILSX 1396			4-1-16	2,550.00	2,550.00
	13-1821-29 ILSX 900			4-1-16	1,950.00	1,950.00
	13-1819-29 ILSX 921			4-1-16	3,300.00	3,300.00
	13-1819-30 ILSX 921			5-2-16	3,300.00	3,300.00
	13-1821-30 ILSX 900			5-2-16	1,950.00	1,950.00
	13-1820-30 ILSX 1396			5-2-16	2,550.00	2,550.00
	13-1822-30				8,370.00	8,370.00
	13-1822-31				8,370.00	8,370.00
	13-1820-31 ILSX 1396			6-1-16	2,550.00	2,550.00
	13-1821-31 ILSX 900			6-1-16	1,950.00	1,950.00
	13-1819-31 ILSX 921			6-1-16	3,300.00	3,300.00
	13-1821-32 ILSX 900			7-1-16	1,950.00	1,950.00
	13-1820-32 ILSX 1396			7-1-16	2,550.00	2,550.00
	13-1819-32 ILSX 921			7-1-16	3,300.00	3,300.00
	13-1822-32				8,370.00	8,370.00
	13-1822-33				8,370.00	8,370.00
	13-1819-33 ILSX 921			8-1-16	3,300.00	3,300.00
	13-1820-33 ILSX 1396			8-1-16	2,550.00	2,550.00
	13-1821-33 ILSX 900			8-1-16	1,950.00	1,950.00
	13-1821-34 ILSX 900			9-1-16	1,950.00	1,950.00
	13-1820-34 ILSX 1396			9-1-16	2,550.00	2,550.00
	13-1819-34 ILSX 921			9-1-16	3,300.00	3,300.00
	13-1822-34				8,370.00	8,370.00
	13-1822-35				8,370.00	8,370.00
	13-1819-35 ILSX 921			10-3-16	3,300.00	3,300.00
	13-1820-35 ILSX 1396			10-3-16	2,550.00	2,550.00
	13-1821-35 ILSX 900			10-3-16	1,950.00	1,950.00
	13-1821-36 ILSX 900			11-1-16	1,950.00	1,950.00
	13-1820-36 ILSX 1396			11-1-16	2,550.00	2,550.00
	13-1819-36 ILSX 921			11-1-16	3,300.00	3,300.00
	13-1822-36				8,370.00	8,370.00
	13-1822-37				8,370.00	8,370.00
	13-1819-37 ILSX 921			12-1-16	3,300.00	3,300.00
	13-1820-37 ILSX 1396			12-1-16	2,550.00	2,550.00
	13-1821-37 ILSX 900			12-1-16	1,950.00	1,950.00
	13-1822-38				8,370.00	8,370.00
	13-1819-38 ILSX 921			1-3-17	3,300.00	3,300.00
	13-1820-38 ILSX 1396			1-3-17	2,550.00	2,550.00
	13-1821-38 ILSX 900			1-3-17	1,950.00	1,950.00

INDEPENDENT LOCOMOTIVE LEASING, LLC

Aged Receivables

As of Jun 13, 2017

Filter Criteria includes: 1) IDs from 011 to 011; 2) Includes Drop Shipments. Report order is by ID. Report is printed in Detail Format.

Customer ID Customer Bill To Contact Telephone 1	Invoice/CM #	0-30	31-60	61-90	Over 90 days	Amount Due
	13-1821-39 ILSX 900			2-1-17	1,950.00	1,950.00
	13-1820-39 ILSX 1396			2-1-17	2,550.00	2,550.00
	13-1819-39 ILSX 921			2-1-17	3,300.00	3,300.00
	13-1822-39				8,370.00	8,370.00
	13-1822-40				8,370.00	8,370.00
	13-1819-40 ILSX 921		3-1-17	3,300.00		3,300.00
	13-1820-40 ILSX 1396		3-1-17	2,550.00		2,550.00
	13-1821-40 ILSX 900		3-1-17	1,950.00		1,950.00
	13-1821-41 ILSX 900	4-3-17	1,950.00			1,950.00
	13-1820-41 ILSX 1396	4-3-17	2,550.00			2,550.00
	13-1819-41 ILSX 921	4-3-17	3,300.00			3,300.00
	13-1822-41		8,370.00			8,370.00
	13-1822-42	8,370.00				8,370.00
	13-1819-42 ILSX 921	3,300.00	5-1-17			3,300.00
	13-1820-42 ILSX 1396	2,550.00	5-1-17			2,550.00
	13-1821-42 ILSX 900	1,950.00	5-1-17			1,950.00
011 PERMIAN BASIN - CHIC		16,170.00	16,170.00	16,170.00	243,150.00	291,660.00
Report Total		16,170.00	16,170.00	16,170.00	243,150.00	291,660.00

June Leases: Add to total

13-1819-43 ILSX 921 \$ 3300⁰⁰
 13-1820-43 ILSX 1396 \$ 2550⁰⁰
 13-1821-43 ILSX 900 \$ 1950⁰⁰

\$ 156,000⁰⁰

EXHIBIT 23

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Alloy Property Company, LLC – Adverse Abandonment – Chicago Terminal Railroad in Chicago, IL	STB Docket No. AB-1258
--	------------------------

I. CTR’S SUPPLEMENTAL ANSWER TO ALLOY’S FIRST INTERROGATORIES

Interrogatory 13. Identify all evidence supporting your assertion at page 6 of the CTR Reply that “the Line is an essential part of CTM’s operational needs,” including a description of each operational need that the Line serves.

Supplemental Answer: CTR supplements (without replacing) its previous answer to this Interrogatory as follows: The Line provides overflow capacity for CTR’s equipment and storage cars that would otherwise be located at CTR’s two other properties in Bensenville and Elk Grove Village. CTR is contractually prohibited from storing rail cars at its Bensenville property; and its Elk Grove Village property is currently at or near capacity with respect to car storage capabilities. Furthermore, CTR is in active discussions with customers for storage deals, including storage-in-transit deals. Car storage revenue is essential for CTR to be able to sustain its operations at its two other properties. Accordingly, the Line is an essential part of CTR’s operational needs.

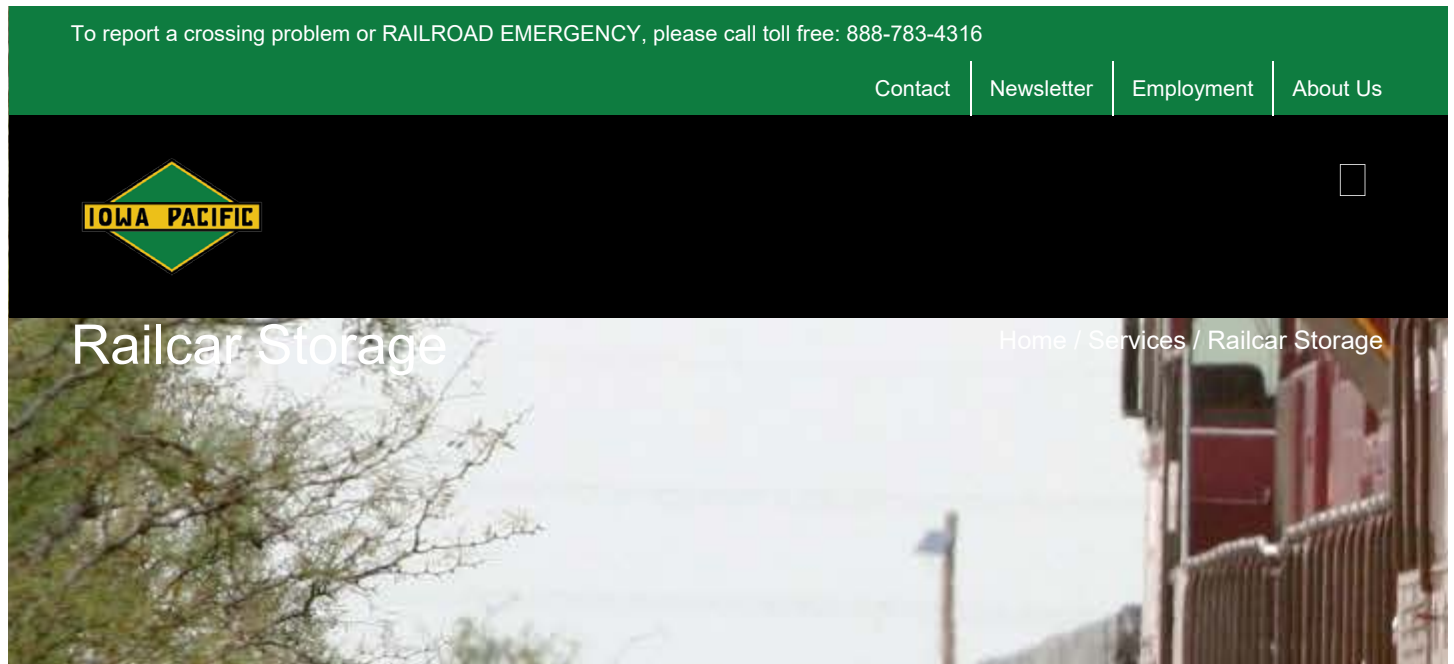
Respectfully submitted,

/s/ David Michaud
David Michaud
118 S. Clinton Suite 400
Chicago, IL 60661
(312) 667-0377

Counsel to Chicago Terminal Railroad Company

Dated: September 15, 2017

EXHIBIT 24



As noted below, railcar storage facilities are provided on or in the vicinity of all of our railroads. Availability is subject to demand and changes frequently. All storage arrangements are confirmed by written agreement covering both daily rates and switch charges.

Cars received by our railroads for storage without prior arrangement, or not covered by an agreement with us, including cars billed to Rio Grande Railcar Storage, are subject to tariff switching and storage charges.

For more information, please contact:

Todd Cecil
Vice President
(210) 844-4621
cecilt@iowapacific.com

Storage Locations

San Luis & Rio Grande Railroad – Map

- Union Pacific and BNSF interchange at Walsenburg, CO

Chicago Terminal Railroad- Some availability –Map

- Union Pacific Interchange at Elk Grove Village, Illinois

Mt. Hood Railroad – Map

- Union Pacific Interchange at Hood River, Oregon

Grenada Railway –Map

- Interchange with CN (and indirectly all Class 1 railroads at Southaven, MS (Memphis, TN) and with CN at Canton (near Jackson), MS

Saratoga & North Creek Railway – Map

- Canadian Pacific Railroad Interchange at Saratoga Springs, NY

Santa Cruz & Monterrey Bay Railway – Map

- Union Pacific Railroad Interchange at Watsonville, CA



EXHIBIT 25

**CONFIDENTIAL
MATERIALS OMITTED**

EXHIBIT 26

**CONFIDENTIAL
MATERIALS OMITTED**

EXHIBIT 27

Chouest, Hanna

From: David Michaud <MichaudD@IowaPacific.com>
Sent: Thursday, September 21, 2017 4:03 PM
To: Warren, Matthew J.; Chouest, Hanna
Cc: Heffner, John D.
Subject: supplemental customer list
Attachments: CTM customer list for EGV and Bensenville.xlsx

Matt and Hanna,

I am supplementing CTM's answer to Interrogatory 17 by providing the attached list of CTM customers. Interrogatory 17 states:

Identify each of the "present and potential users of rail service" that you claim at page 11 of the CTR Reply should be classified as "significant users" of the Line. For each claimed "user," state the following: (1) name; (2) business address; (3) whether you claim that the named entity is a "present" or a "potential" user of rail service; and (4) the basis for your claim that the entity is a "significant user" of the Line.

Requests (1) and (2) are evidenced in the excel sheet. As to (3): These customers are all present users of CTM's lines in Elk Grove Village and Bensenville; as to (4), these entities are significant users of the Line in that the freight services being provided to them would be in jeopardy without the Goose Island property, which provides CTM with space to store cars, equipment, and to otherwise generate revenue to support CTM's nearby properties. The three properties work in conjunction with each other.

Please consider the attached subject to the confidentiality order in place.

David Michaud
General Counsel & Vice President of Human Resources
Iowa Pacific Holdings, LLC
118. S. Clinton Street, Suite 400
Chicago, IL 60661
(312) 667-0377

Confidentiality Notice:

This message is being sent by or on behalf of an attorney. It is intended exclusively for the individual or entity to which it is addressed. This communication may contain information which is proprietary, privileged or confidential or otherwise legally exempt from disclosure. If you are not the named addressee, you are not authorized to read, print, retain, copy or disseminate this message or any part of it. If you have received this message in error, please notify the sender immediately by e-mail and delete all copies of the message.

EXHIBIT 28

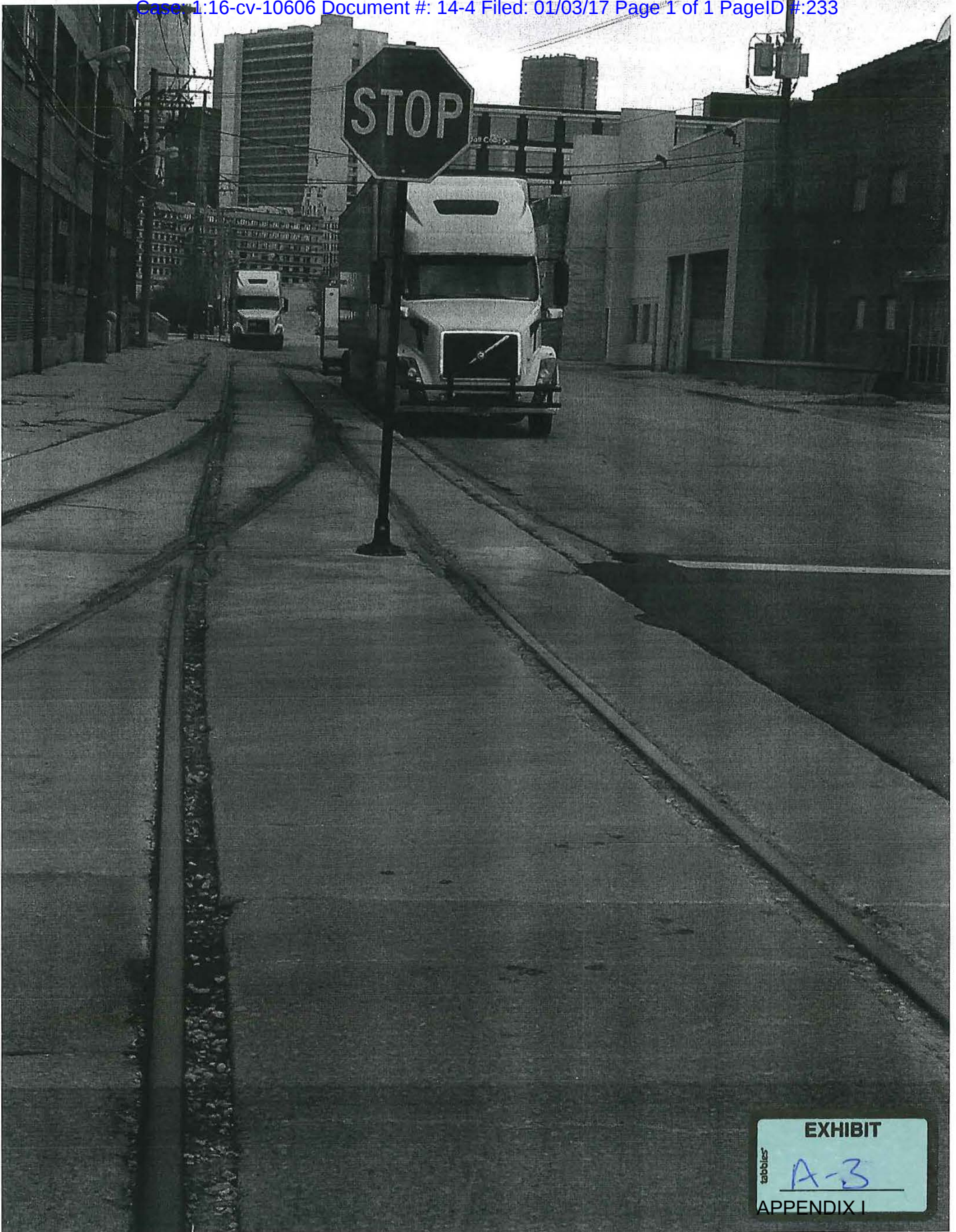


EXHIBIT
A-3
APPENDIX I

EXHIBIT 29



118 SOUTH CLINTON ST. SUITE 400 CHICAGO, IL 60661

May 24, 2017

City of Chicago
Jared Policicchio
Assistant Corporation Counsel
Aviation, Environmental, Regulatory, and Contracts Division
City of Chicago Department of Law

RE: Illegally-placed "Stop" Sign

Dear Mr. Policicchio,

This letter relates to the illegally-placed "Stop" sign in obstruction of the railroad tracks that Iowa Pacific Holdings, LLC ("IPH") purchased from Soo Line Railroad Company in 2005. The "Stop" sign is located on the corner of Bliss Street and Cherry Street on Goose Island.

IPH's wholly owned subsidiary, Chicago Terminal Railroad Company ("CTM") has federal Surface Transportation Board ("STB") authority to operate its railroad over the tracks that extend along North Branch Street, all the way to North Halsted Street. The "Stop" sign prohibits CTM from accessing approximately 1,350 feet of track. CTM and IPH never received notice of, let alone consented to the City of Chicago placing a "Stop" sign over the railroad tracks. Accordingly, CTM and IPH respectfully request that the "Stop" sign be moved to a location where it does not obstruct rail access.

Attached to this letter is a picture of the "Stop" sign.

Also attached is a true and correct copy of the Acquisition and Operation Exemption filed by IPH in 2006, which contains a map that depicts CTM's STB operating rights.

Please also advise if there is someone else at the City of Chicago who needs to be informed of this matter.

Thank you.

Sincerely,

David Michaud
General Counsel for Iowa Pacific Holdings, LLC

Google Maps 1062 N North Branch St



Image capture: Aug 2016 © 2017 Google

Chicago, Illinois

Street View - Aug 2016



ORIGINAL

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34968

CHICAGO TERMINAL RAILROAD
-- ACQUISITION AND OPERATION EXEMPTION --
SOO LINE RAILROAD COMPANY
D/B/A CANADIAN PACIFIC RAILWAY

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 U.S.C. 10901 and 49 CFR 1150.31

NOTICE OF OPERATION OF RAIL LINE

ENTERED
Office of Proceedings
NOV 22 2006
Part of
Public Record

NOV 22 2006
NOV 22 2006
NOV 22 2006
NOV 22 2006

Submitted By:

John D. Heffner
John D. Heffner, PLLC
1920 N Street, N.W.
Suite 800
Washington, D.C. 20036
(202) 263-4180

Counsel for Petitioner.

ORIGINAL

Dated: November 22, 2006

RECEIVED
NOV 22 2006
STB
RECEIVED

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34968

CHICAGO TERMINAL RAILROAD
-- ACQUISITION AND OPERATION EXEMPTION --
SOO LINE RAILROAD COMPANY
D/B/A CANADIAN PACIFIC RAILWAY

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 U.S.C. 10901 and 49 CFR 1150.31

NOTICE OF OPERATION OF RAIL LINE

INFORMATION REQUIRED BY 49 CFR 1150.33

Name and Address of Applicant 49 CFR 1150.33(a)

Chicago Terminal Railroad
C/o Iowa Pacific Holdings, LLC
118 South Clinton
Suite 300
Chicago, IL 60611

Applicant's Representative 49 CFR 1150.33(b)

John D. Heffner
John D. Heffner, PLLC
1920 N Street, N.W.
Suite 800
Washington, D.C. 20036
(202) 263-4180

Statement of Agreement(s) 49 CFR 1150.33(c)

Iowa Pacific Holdings LLC ("IPH") on behalf of its wholly-owned subsidiary Chicago Terminal Railroad ("CTR") has executed an agreement with the Soo Line Railroad Company d/b/a Canadian Pacific Railway ("Soo") for the purchase and operation of rail property known as the C&E Line located in the City of Chicago, Cook County, IL. The subject rail property totals approximately 4.5 miles in length and does not have any mileposts.

CTR plans to commence operations on or after December 21, 2006, more than 7 days after the filing of this notice.

Operator of the Property

49 CFR 1150.33(d)

In all cases anticipated by this Notice, and as described in the transaction summary provided below, CTR will hold itself out to provide common carrier rail freight service over the subject rail property.

Brief Summary of Transaction

49 CFR 1150.33(e)

This exemption involves the purchase and operation by CTR, a new class III short line railroad and non-carrier subsidiary established by IPH.¹ CTR will replace service presently being performed by Soo. Shippers will benefit insofar as CTR will market its service so as to be more responsive to the needs of local customers. Moreover,

¹ IPH will own CTR through its wholly owned subsidiary Permian Basin Railways, Inc. ("Permian"). IPH and Permian are filing a verified notice of exemption for continuance in control of CTR concurrently with this filing.

CTR's lower cost structure will enable it to provide service at lower rates than a class railroad can provide.

Certificate of Carrier Classification **49 CFR 1150.33(g)**

CTR certifies that, with this acquisition, its projected annual revenues will be less than \$5,000,000 annually. A certificate complying with the provisions of 49 CFR 1150.33(g) is attached as Exhibit B to this notice.

Labor Protection

Under 49 U.S.C. 10901 the imposition of labor protective conditions is discretionary. CTR requests that no conditions be imposed as there are no employees who will be adversely affected.

Caption Summary **49 CFR 1150.34**

A caption summary in the prescribed form is attached as Exhibit C to this Notice.

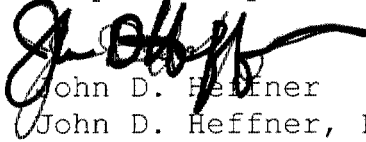
Environmental and Historic Preservation Data **49 CFR 1105**

Pursuant to 49 CFR 1105.6(c)(2), the proposed transaction is exempt from environmental review under 49 CFR 1105(c)(2)(i), because the actions proposed herein will not cause any operating changes that exceed the thresholds established in 1105.7(e)(4) or (5).

In addition, this transaction is exempt from historic review under 1105.8(b)(1). Under this section, a sale,

lease or transfer of a rail line is exempt if rail operations will continue. Further Board approval is required for the parties to abandon service, and there are no plans to dispose of or alter the properties subject to Board jurisdiction.

Respectfully submitted,



John D. Heffner

John D. Heffner, PLLC

1920 N Street, N.W.

Suite 800

Washington, D.C. 20036

(202) 263-4180

Counsel for Petitioner

Dated: November 22, 2006

EXHIBIT A

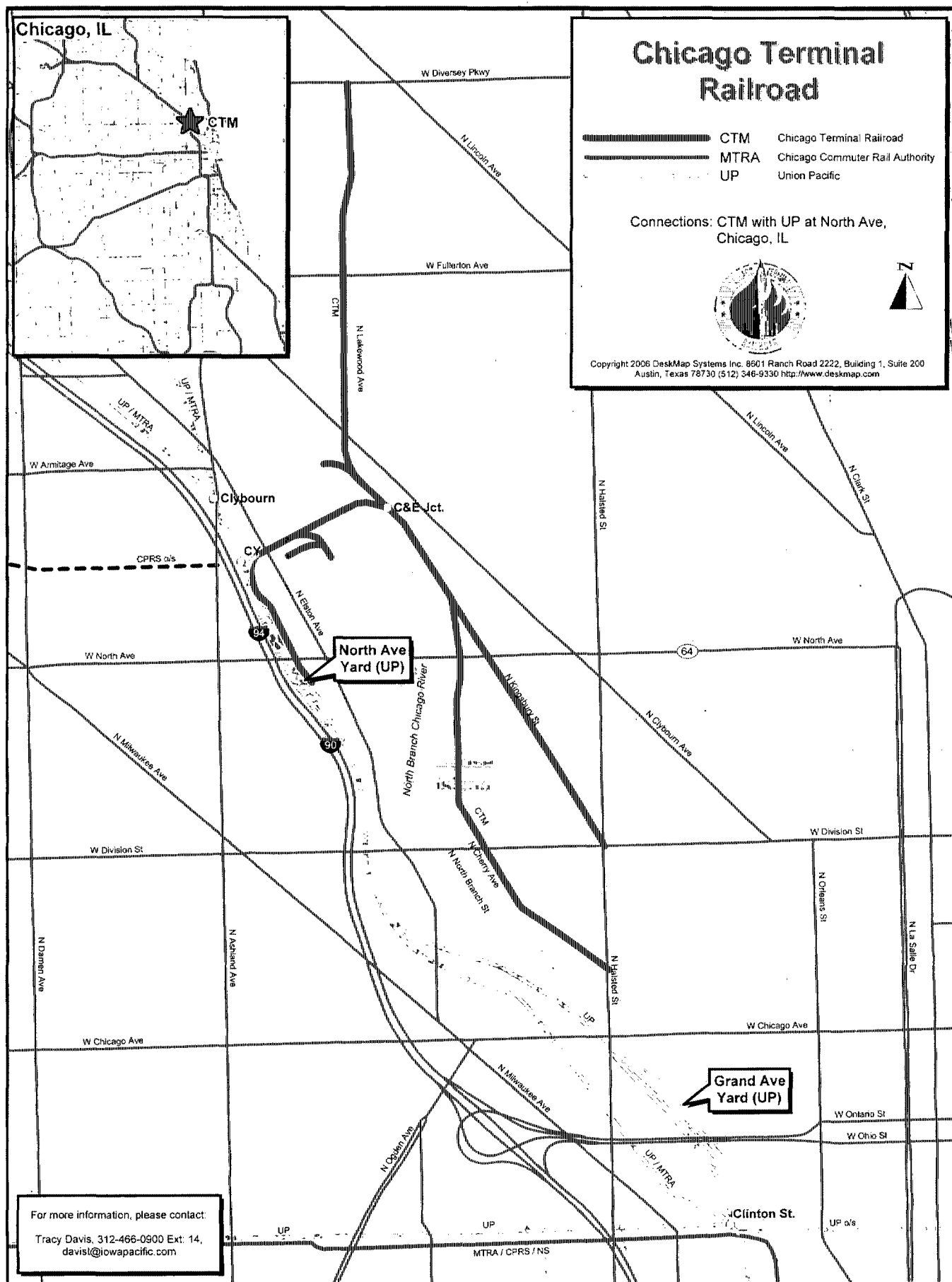
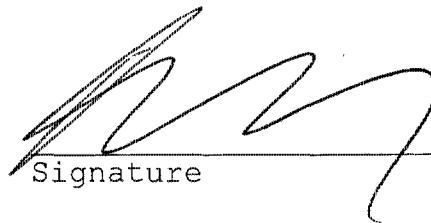


EXHIBIT B

CERTIFICATION

I, Edwin Ellis, an officer of the Chicago Terminal Railroad ("CTR") hereby certify under penalty of perjury that the projected annual railroad operating revenues of CTR, in the aggregate, will not exceed \$5,000,000, and that CTR will be a Class III rail carrier as set forth at 49 CFR 1201 (1-1) (a). Further, I certify that I am qualified and authorized to make this certification on behalf of CTR.



Signature

EXHIBIT C

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34968

CHICAGO TERMINAL RAILROAD
-- ACQUISITION AND OPERATION EXEMPTION --
SOO LINE RAILROAD COMPANY
D/B/A CANADIAN PACIFIC RAILWAY

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 U.S.C. 10901 and 49 CFR 1150.31

NOTICE OF ACQUISITION AND OPERATION OF RAIL LINE

The Chicago Terminal Railroad ("CTR"), a newly established non-carrier, has filed a Verified Notice of Exemption under 49 CFR 1150.31 to purchase and operate a line of railroad known as the C&E Line currently owned by the Soo Line Railroad Company d/b/a Canadian Pacific Railway ("Soo"). The subject rail property consists of approximately 4.5 miles of railroad located in Chicago, Cook County, IL. The line does not have any mileposts.

CTR plans to consummate this transaction on or after December 21, 2006, more than seven days after the filing of this exemption.

This notice is filed under 49 C.F.R. 1150.31. If the notice contains false or misleading information, the

A verified notice of exemption for continuance in control of CTR is being filed concurrently with this notice in Finance Docket No. 34967.

This notice is filed under 49 C.F.R. 1150.31. If the notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34968, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Branch, 1925 K Street, N.W., Washington, D.C. 20423-0001. In addition, a copy of each pleading must be served on:

John D. Heffner, Esq.
John D. Heffner, PLLC
1920 N Street, N.W.,
Suite 800
Washington, D.C., 20036
Telephone: (202) 263-4180

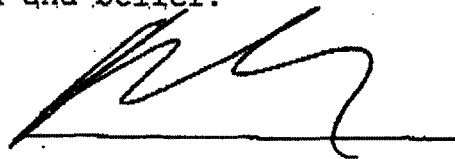
(seal)

Vernon A. Williams
Secretary

VERIFICATION

STATE OF)
) SS
 CITY OF)

Edwin Ellis, being duly sworn according to law, hereby deposes and states that (s)he is authorized to make the Verification, has read the foregoing document, and knows the facts asserted therein are true and accurate as stated, to the best of (her)his knowledge, information and belief.



Subscribed and sworn to before me, a Notary Public, in and for the City of Chicago in the State of Illinois, this 22nd day of November


 Notary Public

My Commission expires:



EXHIBIT 30



CHICAGO DEPARTMENT OF TRANSPORTATION

September 12, 2017

CITY OF CHICAGO

Edwin E. Ellis, Jr.
President
Iowa Pacific Holdings, LLC
118 South Clinton Street, Suite 400
Chicago, IL 60661

RE: Chicago Terminal Railroad Cars on City Public Ways

Dear Mr. Ellis:

The Chicago Department of Transportation ("CDOT") has public safety concerns about the stationary railroad cars located on on-street tracks in the vicinity of North Cherry Avenue and North North Branch Street. It is our understanding that this rail line is operated by Chicago Terminal Railroad ("CTR"), a subsidiary of Iowa Pacific Holdings, LLC ("Iowa Pacific"). In the past few days, CDOT and other City departments have received complaints from building owners in the vicinity of these stationary rail cars. On September 7, 2017, CDOT staff conducted a site visit and verified that tank cars are being stored on the public way at this location.

CDOT has concerns about such railroad car storage, on tracks fully located in the public way. This situation obstructs and increases safety risks for vehicular, bicycle and pedestrian traffic. CDOT continues to investigate the situation and reserves the right to pursue all legal remedies available to it.

The City granted the right to locate tracks and operate a rail line at this public way location through a June 12, 1872 City Council Ordinance, attached hereto as Exhibit A. The Ordinance makes clear that all rights and obligations apply to any successors of the original grantee, including in this case, CTR. The City hereby puts CTR and Iowa Pacific on notice that they are subject to indemnification requirements in the event of any incidents that occur at the location of the stored railroad cars.

Specifically, Section 4 of the Ordinance contains the following indemnity provision:

The permission and authority hereby granted are upon the further express condition that the Chicago and Pacific Railroad Company shall, and will forever indemnify, and save harmless, the city of Chicago, against and from any and all damages, judgments, decrees and costs and expenses of the same which it may suffer, or which may be recovered or obtained against said city for, or by reason of the granting of such privileges and authority, or for, or by reason of, or growing out or resulting from the passage of this ordinance, or any matter or thing connected therewith, or with the exercise by said company of the privileges hereby granted.

The City will fully exercise all indemnity rights under Section 4 when and if necessary.

In addition to its indemnity rights, CDOT reserves the right to pursue all legal remedies available to it. These may include but are not limited to rights under the Ordinance referenced above, enforcement of the Municipal Code of Chicago, enforcement of the Illinois Street Railroad Right of Way Act, 610 ILCS 115/1 *et seq.*, and other Illinois statutory provisions, and any other available actions at common law. If

the cars are not moved, the City may also seek intervention by state or federal agencies, including but not limited to the Illinois Commerce Commission, the Federal Railroad Administration, and the Surface Transportation Board. Given the public safety and traffic obstruction issues created by the current location of the cars, CDOT demands that CTR remove all railroad cars currently being stored on the public way.

Thank you for your prompt attention to this matter.

Sincerely,



Rebekah Scheinfeld, Commissioner
Chicago Department of Transportation

cc: David Michaud, General Counsel, Iowa Pacific

Luann Hamilton, Deputy Commissioner, CDOT

Mike Simon, Deputy Commissioner, CDOT

Jeff Shriver, Project Administrator, CDOT

Joe Alonzo, Coordinating Planner, CDOT

Diane Pezanoski, Deputy Corporation Counsel, Department of Law

Jared Policicchio, Assistant Corporation Counsel, Department of Law

EXHIBIT 31

LEGAL
NOTICES

**NOTICE OF INTENT
BEFORE THE
SURFACE TRANSPORTATION BOARD
STB DOCKET NO. AB-1258
ALLOY PROPERTY COMPANY, LLC -
ADVERSE ABANDONMENT - CHICAGO
TERMINAL RAILROAD IN CHICAGO, IL**

Alloy Property Company, LLC ("Applicant") gives notice that on or about October 11, 2017, it intends to file with the Surface Transportation Board ("the Board"), Washington, D.C. 20423, an application seeking adverse abandonment of the authority of the Chicago Terminal Railroad ("CTR") to operate over unused rail lines in Chicago, Cook County, Illinois, i.e.: the remaining portions of the "C&E" and "Bloomingdale" lines in Chicago, Illinois beginning at the western side of North Elston Avenue and proceeding east and south to Goose Island, a distance of approximately 2.625 miles in Chicago, Cook County, Illinois to a terminus near the intersection of Chicago Avenue and Halsted Street in the "Goose Island" district of Chicago (the "Line"). The affected railroad Line is situated in U.S. Postal Zip Codes 60614 and 60642. The Line does not have stations. The reasons for the proposed abandonment include (i) the alleged absence of current use of the Line; (ii) the alleged lack of any reasonably foreseeable future need for rail service on the Line; and (iii) the prospect for beneficial nonrail use of the property. In addition, there are significant safety concerns with the current condition of the property. There are no documents in Applicant's possession that indicate that the Line contains federally granted rights-of-way. Any such documentation that might come into Applicant's possession will be made available promptly to those requesting it. The interest of railroad employees will be protected by Oregon Short Line Railroad—Abandonment Portion Goshen Branch Between Firth and Ammon, in Bingham & Bonneville Counties, ID, 360 I.C.C. 91 (1979). The application, when filed, can be viewed following its filing on the Board's webpage, www.stb.gov, or a copy can be secured from Applicant's counsel, whose name and address appear below. The application will include Applicant's entire case for abandonment. Any interested person, after the application is filed on or about October 11, 2017, may file with the Board its protest of, or written comments concerning, the proposed abandonment identifying it by the proceeding's docket number. These filings are due 45 days from the date of filing the application. All interested persons should be aware that following any abandonment of rail service and salvage of the line, the line may be suitable for other public use, including interim trail use. Any request for a public use condition under 49 U.S.C. § 10905 (§ 1152.28 of the Board's rules) and any request for a trail use condition under 16 U.S.C. § 1247(d) (§ 1152.29 of the Board's rules) must also be filed within 45 days from the date of filing of the application. Persons who may oppose the abandonment, but who do not wish to participate fully in the process by appearing at any oral hearings or by submitting verified statements of witnesses containing detailed evidence, should file comments. Persons interested only in seeking public use or trail use conditions should also file comments. Persons opposing the proposed abandonment that do wish to participate actively and fully in the process should file a protest. Protests must contain that party's entire case in opposition including the following: (1) the protestant's name, address and business; (2) the protestant's interest in the proceeding, including their use of the Line or the public interest represented; (3) the protestant's reasons for protesting or commenting on the proposed abandonment, including their reliance on the involved service; and (4) any rebuttal of material submitted in the application. In addition, a commenting party or protestant may provide a statement of position and evidence regarding: (i) environmental impact; (ii) impact on rural and community development; (iii) recommended provisions for protection of the interests of employees; (iv) suitability of the properties for other public purposes pursuant to 49 U.S.C. § 10905; and (v) prospective use of the right-of-way for interim trail use and rail banking under 16 U.S.C. § 1247(d) and § 1152.29. Protests or comments need to be notarized or verified, and an unbound original and ten copies are required to be filed with the Secretary of the Board, at 395 E. St S.W., Suite 100, Washington D.C. 20423, together with a certificate of service attesting that copies of the comments or protests have been served on Applicant's counsel in this matter, Matthew J. Warren, Sidley Austin LLP, 1501 K St NW, Washington, D.C. 20005, phone: (202) 736-8000; fax: (202) 736-8711; email: mjwarren@sidley.com. Except as otherwise set forth in 49 C.F.R. § 1152, each document filed with the Board must be served on all parties to the abandonment proceeding. Protests and comments will be considered by the Board in determining what disposition to make of the application. A commenting party or protestant may participate in the proceeding as its interest may appear. If an oral hearing is desired, the requester must make a request for an oral hearing and provide reasons why an oral hearing is necessary. Oral hearing requests must be filed with the Board no later than 10 days after that application is filed. Those parties filing protests to the proposed abandonment should be prepared to participate actively either in an oral hearing or through the submission of their entire opposition case in the form of verified statements and arguments at the time they file a protest. Parties seeking information concerning the filing of protests should refer to 49 C.F.R. § 1152.25. Persons seeking further information concerning the abandonment procedures may contact the Surface Transportation Board or refer to the text of the abandonment regulations at 49 C.F.R. § 1152.1, et seq. An environmental assessment (EA) (or environmental impact statement (EIS), if necessary) prepared by the Section of Environmental Analysis will be served upon all parties of record and upon any agencies or other persons who commented during its preparation. Any other persons who would like to obtain a copy of the EA (or EIS) may contact the Section of Environmental Analysis. EAs in these abandonment proceedings normally will be made available within 33 days of the filing of the application. The deadline for submission of comments on the EA will generally be within 30 days of its service. The comments received will be addressed in the Board's decision. A supplemental EA or EIS may be issued where appropriate.

**NOTICE TO DISADVANTAGED
BUSINESSES**

Notice to Disadvantaged Businesses John Burns Construction, 17601 Southwest Highway, Orland Park, IL 60467 (708) 326-3406, is seeking disadvantaged businesses for the City of Elmhurst Water Reclamation Facility Sludge Storage Pad Modifications for subcontracting opportunities in the following areas: Paving of the existing storage area adjacent to the existing concrete sludge storage pad; adding drainage structures, concrete walls, concrete piers for future roof expansion and sand filters; connecting

LEGAL
NOTICES

NOTICE OF INTENT
BEFORE THE

SURFACE TRANSPORTATION BOARD
STB DOCKET NO. AB-1258
ALLOY PROPERTY COMPANY, LLC –
ADVERSE ABANDONMENT - CHICAGO
TERMINAL RAILROAD IN CHICAGO, IL

Alloy Property Company, LLC ("Applicant") gives notice that on or about October 11, 2017, it intends to file with the Surface Transportation Board ("the Board"), Washington, D.C. 20423, an application seeking adverse abandonment of the authority of the Chicago Terminal Railroad ("CTR") to operate over unused rail lines in Chicago, Cook County, Illinois, i.e., the remaining portions of the "C&E" and "Bloomingdale" lines in Chicago, Illinois beginning at the western side of North Elston Avenue and proceeding east and south to Goose Island, a distance of approximately 2.625 miles in Chicago, Cook County, Illinois to a terminus near the intersection of Chicago Avenue and Halsted Street in the "Goose Island" district of Chicago (the "Line"). The affected railroad line is situated in U.S. Postal Zip Codes 60614 and 60642. The Line does not have stations. The reasons for the proposed abandonment include: (i) the alleged absence of current use of the Line; (ii) the alleged lack of any reasonably foreseeable future need for rail service on the Line; and (iii) the prospect for beneficial nonrail use of the property. In addition, there are significant safety concerns with the current condition of the property.

There are no documents in Applicant's possession that indicate that the Line contains federally granted rights-of-way. Any such documentation that might come into Applicant's possession will be made available promptly to those requesting it.

The interest of railroad employees will be protected by Oregon Short Line Railroad—Abandonment Portion Goshen Branch Between Firth and Ammon, in Bingham & Bonneville Counties, ID, 360 I.C.C. 91 (1979). The application, when filed, can be viewed following its filing on the Board's webpage, www.stb.gov, or a copy can be secured from Applicant's counsel, whose name and address appear below. The application will include Applicant's entire case for abandonment. Any interested person, after the application is filed on or about October 11, 2017, may file with the Board its protest of, or written comments concerning, the proposed abandonment identifying it by the proceeding's docket number. These filings are due 45 days from the date of filing the application. All interested persons should be aware that following any abandonment of rail service and salvage of the line, the line may be suitable for other public use, including interim trail use. Any request for a public use condition under 49 U.S.C. § 10905 (§ 1152.28 of the Board's rules) and any request for a trail use condition under 16 U.S.C. § 1247(d) (§ 1152.29 of the Board's rules) must also be filed within 45 days from the date of filing of the application. Persons who may oppose the abandonment, but who do not wish to participate fully in the process by appearing at any oral hearings or by submitting verified statements of witnesses containing detailed evidence, should file comments. Persons interested only in seeking public use or trail use conditions should also file comments. Persons opposing the proposed abandonment that do wish to participate actively and fully in the process should file a protest. Protests must contain that party's entire case in opposition including the following: (1) the protestant's name, address and business; (2) the protestant's interest in the proceeding, including their use of the Line or the public interest represented; (3) the protestant's reasons for protesting or commenting on the proposed abandonment, including their reliance on the involved service; and (4) any rebuttal of material submitted in the application. In addition, a commenting party or protestant may provide a statement of position and evidence regarding: (i) environmental impact; (ii) impact on rural and community development; (iii) recommended provisions for protection of the interests of employees; (iv) suitability of the properties for other public purposes pursuant to 49 U.S.C. § 10905; and (v) prospective use of the right-of-way for interim trail use and rail banking under 16 U.S.C. § 1247(d) and § 1152.29. Protests or comments need to be notarized or verified, and an unbound original and ten copies are required to be filed with the Secretary of the Board, at 395 E. St. S.W., Suite 100, Washington D.C. 20423, together with a certificate of service attesting that copies of the comments or protests have been served on Applicant's counsel in this matter, Matthew J. Warren, Sidley Austin LLP, 1501 K St. NW, Washington, D.C. 20005, phone: (202) 736-8000; fax: (202) 736-8711; email: mjwarren@sidley.com. Except as otherwise set forth in 49 C.F.R. § 1152, each document filed with the Board must be served on all parties to the abandonment proceeding. Protests and comments will be considered by the Board in determining what disposition to make of the application. A commenting party or protestant may participate in the proceeding as its interest may appear.

If an oral hearing is desired, the requester must make a request for an oral hearing and provide reasons why an oral hearing is necessary. Oral hearing requests must be filed with the Board no later than 10 days after that application is filed.

Those parties filing protests to the proposed abandonment should be prepared to participate actively either in an oral hearing or through the submission of their entire opposition case in the form of verified statements and arguments at the time they file a protest. Parties seeking information concerning the filing of protests should refer to 49 C.F.R. § 1152.25.

Persons seeking further information concerning the abandonment procedures may contact the Surface Transportation Board or refer to the text of the abandonment regulations at 49 C.F.R. § 1152.1, et seq.

An environmental assessment (EA) (or environmental impact statement (EIS), if necessary) prepared by the Section of Environmental Analysis will be served upon all parties of record and upon any agencies or other persons who commented during its preparation. Any other persons who would like to obtain a copy of the EA (or EIS) may contact the Section of Environmental Analysis. EAs in these abandonment proceedings normally will be made available within 33 days of the filing of the application. The deadline for submission of comments on the EA will generally be within 30 days of its service. The comments received will be addressed in the Board's decision. A supplemental EA or EIS may be issued where appropriate.

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NOTICE TO SMALL (SBE),
DISADVANTAGED (DBE),
MINORITY (MBE), VETERAN
OWNED (VBE) AND WOMEN'S
(WBE) BUSINESSES ADVERTISEMENT

RIVER CITY CONSTRUCTION, L.L.C., 101 HOFFER LANE, EAST PEORIA, ILLINOIS, (309) 694-3120 (PHONE), (309) 694-1332 (FAX) IS SEEKING QUALIFIED SMALL, DISADVANTAGED, VETERAN- OWNED, MINORITY, AND WOMEN'S BUSINESSES FOR THE VILLAGE OF BEECHER, ILLINOIS - 2017 WASTEWATER TREATMENT PLANT IMPROVEMENTS FOR THE SUBCONTRACTING OPPORTUNITIES IN THE FOLLOWING AREAS: SITE WORK, EXCAVATION, PAVING, LANDSCAPE, DEMOLITION, UTILITIES, CONCRETE, MASONRY, METALS, CARPENTRY, ROOFING, OPENINGS, FINISHES, PAINTING, SPECIALTIES, PREFAB, FIBERGLASS, PLUMBING, HVAC, ELECTRICAL, COMMUNICATIONS, SECURITY, UTILITIES, PROCESS INTEGRATION, PROCESS HANDLING AND WATER/WASTEWATER EQUIPMENT. ALL INTERESTED AND QUALIFIED SMALL, DISADVANTAGED,

LEGAL
NOTICES

NOTICE OF INTENT
BEFORE THE
SURFACE TRANSPORTATION BOARD
STB DOCKET NO. AS-1258
ALLOY PROPERTY COMPANY, LLC –
ADVERSE ABANDONMENT – CHICAGO
TERMINAL RAILROAD IN CHICAGO, IL

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NOTICE TO DISADVANTAGED
BUSINESSES

Joseph J. Henderson & Son, Inc., 4288 Old Grand Ave., Gurnee, IL 60031, (847) 244-3222 is an Equal Employment Opportunity Employer seeking qualified disadvantaged businesses for Contract 16-270-3P, Covered Composting System at the Calumet Water Reclamation Plant project in Chicago, Illinois for the Metropolitan Water Reclamation District of Greater Chicago for subcontracting/supplying opportunities in the following areas (but not limited to): Concrete Reinforcement; Structural Steel Framing & Metal Fabrications; Protective Coating; Fire Extinguishers; Electrical Earthwork; Paving; Site Utilities; and Process Integration. All interested and qualified disadvantaged businesses should contact IN WRITING (certified letter and return receipt requested), Marc Gilman, to discuss the subcontracting opportunities. All qualifications must be completed prior to