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January 28, 2008

VIA HAND DELIVERY

Hon. Anne K. Quinlan, Acting Secretary
Surface Transportation Board
395 E Street SW
Washington DC 20423-0001

ENTERED
Office of Proceedings
JAN 28 2008
Part of
Public Record



**Re: Canadian National Railway Company and Grand Trunk
Corporation—Control—EJ&E West Company (STB Finance
Docket No. 35087)**

Dear Ms. Quinlan:

We represent the Village of Frankfort, Illinois ("Frankfort"). Enclosed for filing please find an original and ten copies of the following:

- 1 Village of Frankfort's Opposition to Application.
- 2 Protective order undertakings of:
 - a Jim Holland (Confidential materials only)
 - b Andrew Mielke (Confidential and Highly Confidential).
 - c John Fehrenbach (Confidential and Highly Confidential).
 - d Eric L. Hirschhorn (Confidential and Highly Confidential).

An extra copy of each document also is enclosed. Please receipt-stamp these copies and return them to our messenger.

WINSTON & STRAWN LLP

Hon. Anne K. Quinlan, Acting Secretary
January 28, 2008
Page 2

Sincerely,

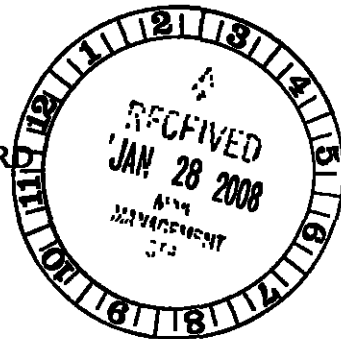


Eric L. Hirschhorn

Enclosures

cc. All parties of record

BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Docket No. 35087
(including all subdockets)

CANADIAN NATIONAL RAILWAY COMPANY
AND GRAND TRUNK CORPORATION
—CONTROL—
EJ&E WEST COMPANY

**VILLAGE OF FRANKFORT'S
OPPOSITION TO APPLICATION**

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Attorneys for the Village of Frankfort, Illinois

January 28, 2008

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 35087
(including all subdockets)

CANADIAN NATIONAL RAILWAY COMPANY
AND GRAND TRUNK CORPORATION
—CONTROL—
EJ&E WEST COMPANY

VILLAGE OF FRANKFORT'S
OPPOSITION TO APPLICATION

The Village of Frankfort, Illinois ("Frankfort") hereby opposes the application submitted in this proceeding by Canadian National Railway ("CN") and Grand Trunk Corporation (collectively, "Applicants") because the application is incomplete. Specifically, the application fails to address a criterion prescribed by the Interstate Commerce Act—the *net* effect of the proposed transaction on "meeting significant transportation needs"—because it ignores the effect of the proposed transaction on *non-rail* transportation.

The application accordingly should be denied with leave to resubmit. In the alternative, the Applicants should be required to submit the omitted data, with the deadline for filing comments and oppositions being extended until at least sixty days after the omitted data are made available to the parties to this proceeding.

Facts

In this proceeding, CN seeks to acquire the Elgin, Joliet & Eastern Railway ("EJ&E"). CN avers that the primary reason for the acquisition is to "provid[e] CN with a continuous rail route around Chicago, under CN's ownership, that would connect the five CN lines that presently radiate from the City. This would increase CN's operational flexibility for traffic moving from, to and across the Chicago terminal." Application (CN-2) at 22.

The transaction also would effect a massive increase in rail traffic through Frankfort and other areas along the EJ&E. *See id.* at 247 (as corrected Jan. 3, 2008). CN says that rail traffic through Frankfort will rise from six to twenty-eight trains a day, with a 560 percent increase in tonnage and a sixfold increase in daily hazmat carloads. *Id.* Frankfort fears that CN's figures may be substantially understated because they assume there will be no growth in rail traffic on the EJ&E despite the supposedly greater speed and efficiency resulting from the transaction.

The application only addresses existing CN and EJ&E rail traffic that is to be diverted onto the EJ&E. CN and EJ&E have refused Frankfort's requests for information regarding anticipated rail traffic beyond the diverted traffic, and for periods beyond the end of 2010, with CN stating only that "[a]pplicants have not made *definitive* projections or estimates for time period after those addressed in [the application]." Letter from Paul A. Cunningham to Eric L. Hirschhorn (Jan. 24, 2008), at 2 (emphasis added) (Exhibit 1 hereto). Frankfort has filed motions to compel CN and EJ&E to respond to Frankfort's discovery requests. *See Village Of Frankfort's Motion To Compel Discovery From Elgin, Joliet and Eastern Railway Company and EJ&E West Company* (FRKF-2) (filed Jan. 22, 2008); *Village of Frankfort's Motion to Compel Discovery from Applicants* (FRKF-3) (filed Jan. 25, 2008).

The EJ&E has six at-grade crossings as it passes through Frankfort.¹ Verified Statement of Jim Holland (“Holland V.S.”), ¶ 6. Two of those crossings already have a double track,² and the proposed extension of the existing second track will mean that at least three of Frankfort’s crossings will have double tracks.

Frankfort is one of the fifty fastest-growing suburbs in the United States *Id.* ¶ 5 & Exh.

1. The Northeastern Illinois Planning Commission (“NIPC”) estimates that Frankfort’s population will grow from 10,391 in 2000 to 55,797 in 2030—a 437 percent increase. *Id.* ¶ 5 & Exh. 2 (NIPC 2030 Forecasts of Population, Households and Employment by County and Municipality (Sept 27, 2006)). Even CN concedes that rail tonnage on the EJ&E will increase by 560 percent upon consummation of the transaction. Application (CN-2) at 247 (as corrected Jan. 3, 2008). That figure excludes traffic increases resulting from CN’s marketing of the quicker route around Chicago that is, after all, the principal purpose of the proposed transaction. *See id.* at 50-52 (Harrison V.S.).³

Frankfort’s six at-grade crossings of the EJ&E currently handle about 32,000 vehicles per day but this volume is expected to more than quadruple—to 142,000 vehicles per day—by 2021. Holland V.S. ¶ 8 & Exh. 3 (Village of Frankfort Transportation Master Plan). The average daily number of crossings at Wolf Road, for example, will increase from 7200 to about 54,000. *Id.* The count for the Harlem Avenue at-grade crossing will rise from 10,000 to more than 48,000. *Id.* Increases will occur at the other at-grade crossings, too. *Id.* Exh. 3.

¹ The crossing at Harlem Avenue is partly in Cook County because that thoroughfare is on the border between Will and Cook Counties. The EJ&E rail line crossing 116th Street is on the border between Frankfort and its neighbor to the north, the Village of Mokena, Illinois.

² These are Wolf Road and Center Road.

³ *Cf.* Application at 196 (Stuebner V.S.) (claiming that CN’s marketing and sales personnel could not identify any “quantifiable gains of entirely new business” due to the proposed transaction).

Frankfort has not yet completed its study of the empirical effects of the proposed transaction on non-rail transportation in Frankfort. Verified Statement of Andrew Mielke (“Mielke V.S.”), ¶ 12. The same likely is true as to the other governmental units along the route of the EJ&E. Moreover, in the absence of CN’s projections of rail traffic increases beyond its own diverted traffic and beyond 2010 (see above), Frankfort’s ability to conduct a proper study is significantly impaired.

Even at this early stage, though, Frankfort is certain that a number of significant adverse effects will occur. *Id.* ¶¶ 11-12. The considerable effects on non-rail transportation in Frankfort largely will result from increased blockage of the six at-grade crossings. *Id.* ¶ 12. The increased blockage will, of course, be due to increases in through rail traffic and in the frequency of trains stopped on the second track. *Id.* Frankfort has not yet quantified the effects on non-rail transportation in and around Frankfort but they unquestionably will include the following:

- Adverse effect on emergency vehicle response time.
- Increased vehicular traffic delays.
- The need to revise traffic circulation patterns to accommodate additional hours of delay due to blockages of the at-grade crossings.
- The need for traffic signal preemption to prevent backup of motor vehicle traffic on the tracks.
- Likely additional costs to Frankfort (as well as, potentially, Will County and the State of Illinois) to construct street improvements and maintain new quiet zone facilities such as grade separations/structures, traffic signal systems, and median projects.

- Adverse safety effects in terms of accidents involving vehicular and pedestrian traffic.
- Adverse effects on local land use, including on the non-rail transportation aspects of such land use.

Id. ¶ 12.

Other than to claim that the proposed transaction will not draw traffic from the trucking industry, *id.* at 196 (Stuebner V.S.), the Application offers no specifics about the effect the proposed transaction will have on transportation other than CN's rail transportation. Notably, the Application does not address the substantial adverse effects on truck, other motor vehicle, bicycle, and pedestrian traffic resulting from the massive increase in at-grade crossing blockages that will be experienced in Frankfort and other communities along the route of the EJ&E. These movements, which also constitute "transportation," are ignored by the Application

Discussion

The applicable provision of the Interstate Commerce Act provides that "the Board shall approve [the] application unless it finds that—

(1) as a result of the transaction, there is likely to be substantial lessening of competition, creation of a monopoly, or restraint of trade in freight surface transportation in any region of the United States; and

(2) the anticompetitive effects of the transaction outweigh *the public interest in meeting significant transportation needs*.

49 U.S.C. § 11324(d) (2000) (emphasis added).

The statutory definition of "transportation" "*includes*" rail transportation, 49 U.S.C. § 10102(9) (2000) (emphasis added), but is not *limited* to rail transportation. Non-rail transportation also must be taken into account. "[T]he term 'including' is not one of all-embracing definition, but connotes simply an illustrative application of the general principle."

Federal Land Bank of St. Paul v. Bismarck Lumber Co., 314 U.S. 95, 100 (1941) (citing, *inter alia*, *Phelps Dodge Corp v NLRB*, 313 U.S. 177, 189 (1941)); accord *United States v Vargas-Garnica*, 332 F.3d 471, 473-74 (7th Cir. 2003); *Richardson v Nat'l City Bank of Evansville*, 141 F.3d 1228, 1232 (7th Cir. 1998) (“‘Include’ is a word of illustration, not limitation”) . Indeed, “[i]n definitive provisions of statutes and other writings, “include” is frequently, if not generally used as a word of extension or enlargement rather than as one of limitation or enumeration.”” *FTC v. MTK Marketing, Inc.*, 149 F.3d 1036, 1040 (9th Cir. 1998) (quoting *In re Yochum*, 89 F.3d 661, 668 (9th Cir. 1996)); accord *United States v Canada*, 110 F.3d 260, 263 (5th Cir. 1997), *St. Paul Mercury Ins Co. v. Lexington Ins Co* , 78 F.3d 202, 206-07 (5th Cir. 1996). Section 10102 is, of course, a “definitive provision[]” of the Interstate Commerce Act’s rail part.

Moreover, the rail provisions of the Interstate Commerce Act begin by stating that “it is the policy of the United States Government—

* * *

(5) to foster sound economic conditions in transportation and to ensure effective competition and to ensure effective competition *and coordination* between rail carriers *and other modes*;

* * *

(8) to operate transportation facilities and equipment without detriment to the public health and safety; [and]

* * *

(14) to encourage and promote energy conservation.

49 U.S.C. § 10101 (2000) (emphasis added).

Coordination between rail and non-rail modes of transportation includes considerations of massively increased waiting time for motor vehicles near at-grade rail crossings *See id.* § 10101(5). Similarly, substantially increased waiting time for vehicles hardly is a prescription for

energy conservation, *see id.* § 10101(14), or, where emergency vehicles are involved, for public safety, *see id.* § 10101(8).

In opening this proceeding, the Board made a *preliminary* determination that the public interest in meeting significant transportation needs outweighs the anticompetitive effects of the transaction Decision No 2 (served Nov. 26, 2007), at 2; 72 Fed. Reg 67622 (Nov. 29, 2007). The Board stressed, though, that “this is not a final determination, and its finding may be rebutted by filings and evidence submitted into the record for this proceeding.” *Id.*

In measuring “the public interest in meeting significant transportation needs” for purposes of § 11324(d), the Board should take into account the substantial negative effects the proposed transaction will have on *non-rail* transportation in Frankfort and the other communities along the EJ&E.⁴ Moreover, the Applicants’ refusal to provide their projections about future rail traffic warrants an adverse inference, for “when a party has relevant evidence within his control which he fails to produce, that failure gives rise to an inference that the evidence is unfavorable to him.” *Int’l Union, United Automobile, Aerospace and Agricultural Implement Workers v. NLRB*, 459 F.2d 1329, 1336 (D.C. Cir. 1972) (J. Skelly Wright, J.) (“*UAW*”), *accord Baxter v Palmigiano*, 425 U.S. 308, 316-20 (1976); *Gumbs v. Int’l Harvester, Inc.* 718 F.2d 88, 96 (3rd Cir. 1983) (Becker, J.).⁵ The adverse inference here, of course, is that CN anticipates traffic volume substantially higher than the figures set forth in the application. *See* Application at 247.

The Applicants have a duty to give the Board—and the public—a full picture of the *net* effect the proposed transaction will have upon *non-rail* as well as rail transportation. Because the

⁴ Indeed, it is difficult to see how the Board can determine whether the transaction will be anticompetitive, *see* 49 U.S.C. § 11324(d) (2000) (establishing anticompetitiveness *vel non* as an approval criterion), without knowing the full extent and sources of the *projected* traffic over the EJ&E. CN’s insistence that there will not be any increases in traffic, Application at 196 (Stuebner V.S.), strains credulity

application ignores this important element of the statutory test, it is insufficient and should be rejected. Alternatively—and with an appropriate extension of the time for Frankfort and other parties to file opposing material—the Board should require the Applicants to supplement their application with this information.

Conclusion

For the reasons set forth above, the application should be denied, with leave to resubmit. Alternatively, the Board should require the Applicants to supplement the application with information about the effects of the proposed transaction on non-rail transportation, in Frankfort and elsewhere. To allow other parties to comment upon such information, the deadline to file in opposition to the application should be rescheduled to a date not less than sixty days following the filing and service of the supplemental information⁶

Respectfully submitted,



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Attorneys for the Village of Frankfort, Illinois

January 28, 2008

⁵ This rule may be, and often is, applied in administrative agency proceedings. See *UAW*, 459 F.2d at 1336 (noting NLRB's use of rule); *id.* at 1338-39 (stressing rule's "vital role in protecting the integrity of the administrative process in cases where a subpoena is ignored")

⁶ By focusing upon the issues discussed above, Frankfort does not intend to concede that the proposed transaction otherwise satisfies the criteria of the Interstate Commerce Act, the National Environmental Policy Act, the Federal Railroad Safety Act, or any other applicable law.

CERTIFICATE OF SERVICE

I hereby certify that on this 28th day of January 2008, a copy of the foregoing Opposition and accompanying verified statements (with exhibits) was served on all parties of record in this proceeding by first class mail, postage prepaid. A copy also was served by hand delivery upon counsel for Applicants.

A handwritten signature in black ink, appearing to read "Eric L. Hirschhorn", written over a horizontal line.

Eric L. Hirschhorn

EXHIBIT 1 TO OPPOSITION

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January 24, 2008

BY HAND

Eric L. Hirschhorn
Winston & Strawn LLP
1700 K Street, N.W.
Washington, DC 20006-3817
202 282.5700

**Re: Canadian National Railway and Grand Trunk Corporation – Control –
Elgin, Joliet & Eastern West Company (STB Finance Docket No. 35087)**

Dear Eric:

This is in response to your letter of January 17, 2008, seeking further responses to several of the discovery requests you served on behalf of the Village of Frankfort and to which Applicants served objections by hand on January 8.

Now that we have seen Frankfort's motion to compel responses by EJ&E, we stand even more firmly by our legal position that Frankfort is not entitled to any such discovery, directed to environmental issues to be considered in the EIS process. Nevertheless, in an attempt to accommodate, we offer the following responses to your inquiry.

Document Request No. 1:

All documents that identify, discuss, or include projections or estimates of rail traffic in the vicinity of Frankfort, for any time period subsequent to that specifically addressed by Attachment A-2 to Exhibit 15 to the Application, including but not limited to (a) the number, length, speed, timing, and frequency of trains, (b) gross tonnage, (c) net tonnage, (d) the amount of time trains will spend on sidings and lines at one or more grade crossings, and amount of time of stoppage of motor vehicle, bicycle, and pedestrian traffic at each grade crossing, and (e) the proportion of trains that will need to pull over onto a siding in or through the vicinity of Frankfort.

HARKINS CUNNINGHAM LLP

Attorneys at Law

Eric L. Hirschhorn
January 18, 2008
Page 2

Applicants' further response:

Aside from those projections presented in the Application, Applicants have not made definitive projections or estimates for time periods after those addressed in Attachment A.2 to Exhibit 15 to the Application concerning the factors identified, *i e* , "(a) the number, length, speed, timing, and frequency of trains, (b) gross tonnage, (c) net tonnage, (d) the amount of time trains will spend on sidings and lines at one or more grade crossings, and amount of time of stoppage of motor vehicle, bicycle, and pedestrian traffic at each grade crossing, and (e) the proportion of trains that will need to pull over onto a siding in or through the vicinity of Frankfort "

Document Request No. 14:

All documents that identify, discuss, or describe any staging areas, storage yards, security facilities, and other infrastructure and facilities anticipated or needed to support (a) the rail line and sidings that would be constructed, maintained or operated in or through the vicinity of Frankfort, at any time, and (b) the infrastructure and facilities needed to be modified, closed, or removed to support the rail line and sidings or the construction and operation thereof, in or through the vicinity of Frankfort, at any time

Applicants' further response:

Applicants do not contemplate that any staging areas, storage yards, security facilities, or other infrastructure and facilities would be needed to support the rail line and sidings that would be constructed, maintained or operated in or through the vicinity of Frankfort, or that infrastructure or facilities would need to be modified, closed, or removed to support such rail line and sidings or the construction and operation thereof. Nor do Applicants have any plan to construct such areas, yards, or facilities.

Document Request No. 17:

All documents that identify, discuss, or include any information, study, data, correspondence, or memorandum relating to potential measures taken or to be taken, implemented or to be implemented, promised by, requested of, agreed to by, or imposed upon, Applicants or any related entity to mitigate, or related to, potential or actual impacts of increased rail traffic in connection with the Application or the instant proceeding.

HARKINS CUNNINGHAM LLP

Attorneys at Law

Eric L. Hirschhorn
January 18, 2008
Page 3

Applicant's further response:

Applicants are still in the process of identifying the possible need for, and assessing, potential mitigation measures to be addressed with SEA in the EIS process.

Document Request No. 18:

All documents that identify, discuss, or include any projection or estimate of the costs of measures referred to in Request No. 17 above.

Applicants' further response:

See response to Document Request No. 17.

Interrogatory Nos. 1, 14, 17, 18:

These call for identification of Applicants' "most knowledgeable" employee or agent about the subjects addressed in the corresponding Document Request Nos. 1, 14, 17, 18. Applicants stand by their objections. The environmental issues are not properly addressed by having parties in the proceeding depose Applicants' employees or agents who may have information relevant to the environmental issues to be addressed in the EIS process. Such an approach is fundamentally at odds with the EIS process and the central role of SEA in identifying issues in obtaining information related thereto, as explained in Applicants' objections to Frankfort's discovery requests. CN has several teams working on this project, whose members have different perspectives. There is no good reason to require Applicants to assume the burden at this juncture of trying to assess "the most knowledgeable" person about some ten separate subjects, especially while dealing with other proper discovery and with SEA and the EIS process.

As we have discussed, CN would like to schedule meetings with Frankfort officials at which CN hopes the parties will be able outside the litigation context to address more specifically and productively the potential effects of the Transaction on Frankfort, and possible steps to mitigate those effects. We expect that in that process CN will be able to answer many, if not all, of Frankfort's questions about the Transaction.

Yours truly,



Paul A. Cunningham

VERIFIED STATEMENT OF JIM HOLLAND



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 35087

**CANADIAN NATIONAL RAILWAY COMPANY
AND GRAND TRUNK CORPORATION
—CONTROL—
EJ&E WEST COMPANY**

**VERIFIED STATEMENT OF
JIM HOLLAND**

Jim Holland states as follows:

1 I am the Mayor of the Village of Frankfort, Illinois ("Frankfort"). I make this statement in support of the opposition being filed by the Village of Frankfort, Illinois ("Frankfort") in this proceeding.

2. I was elected Mayor of Frankfort in April 2005, having previously served as a Trustee and member of the Frankfort Village Board from May 1999 until 2005. I also am a member of the Board of Directors of the Will County Governmental League and formerly served as president of a Frankfort homeowners association. I hold a Bachelor of Science Degree in Mathematics.

3. I have reviewed the application filed in this proceeding, with particular attention to its information regarding Frankfort, as well as other relevant information.

4. The application (as corrected on January 3, 2008) states on page 247 that the proposed transaction will increase the average number of trains passing through Frankfort from 6.4 to 28.3 per day—a jump of nearly 350 percent. In addition, the gross tonnage will rise by

560 percent—from 35,375 to 233,576. Finally, the number of hazmat cars per day will rise by more than 600 percent—from 49.0 to 360.8.

5. Frankfort is growing, too. Forbes Magazine has identified the village as one of the fifty fastest-growing suburbs in the United States (Exhibit 1 hereto, #36). The Northeastern Illinois Planning Commission (“NIPC”) estimates that Frankfort’s population will grow from 10,391 in 2000 to 55,797 in 2030—a 550 percent increase (Exhibit 2 hereto).

6. Frankfort has six at-grade crossings of the Elgin, Joliet & Eastern Railway (“EJ&E”)—at 116th Street, Wolf Road, Center Road, Sauk Trail, Pfeiffer Road, and Harlem Avenue. In addition, there is a grade separation where LaGrange Road, which also is U.S. Route 45, passes under the rail line.

7. All the at-grade crossings currently have two lanes but there are plans to widen Harlem Avenue, which is a designated truck route.

8. The six at-grade crossings currently handle approximately 32,000 vehicles per day but Frankfort’s Transportation Master Plan (“Frankfort Transportation Plan”) projects that by 2021, this volume will more than triple—to 142,000 (Exhibit 3 hereto (summarizing information from Figures 3 and 14 of Frankfort Transportation Plan, adopted Jan. 8, 2007)). The average daily number of vehicles using the Wolf Road crossing alone is expected to increase from 7200 to 46,600 during that period, and the Harlem Avenue count is expected to increase from 10,000 to 48,000.

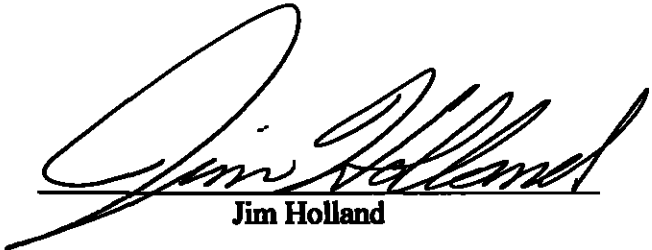
9. The application indicates that a second track is to be constructed from Frankfort westward to Joliet, Illinois. The application does not make clear whether the existing second track, which runs through part of the EJ&E’s Frankfort segment, will be extended eastward or only to the west.

10. The EJ&E line through Frankfort runs roughly in an east-west direction. Residential, commercial and institutional buildings (schools, fire stations, etc.) in Frankfort lie on both sides of the rail line.

14. Frankfort's consultants on this proceeding have advised me that the massive proposed increase in rail traffic, coupled with extension of the second track, will have significant effects on non-rail transportation in and around Frankfort. Those effects largely will be caused by increased blockage of the six at-grade crossings, due to the increase in through rail traffic and in the frequency of trains parked on the second track.

15. The application does not address the non-rail transportation aspects of the proposed transaction in any useful level of detail. Moreover, I have been advised that the documents in the Applicants' depository are similarly limited in their utility.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge. I further certify that I am qualified and authorized to file this verified statement.
Executed on January 24, 2008.


Jim Holland

**EXHIBIT 1 TO VERIFIED STATEMENT
OF
JIM HOLLAND**



Forbes
mag.com

Real Estate

America's Fastest-Growing Suburbs

Matt Woolsey, 07 16 07 6 00 PM ET

Los Angeles is sometimes called the "Sultan of Sprawl." But you wouldn't know it by looking at the country's fastest-growing suburbs. Not a single one falls in the L.A. metropolitan area.

Instead, Angelenos are packing their bags and heading 60 miles east to San Bernardino, where twelve of the country's 100 fastest-growing suburbs are located. Leading the pack? Beaumont. It has experienced 130% growth since 2000.

It's easy to understand why. Home prices in the Riverside-San Bernardino metropolitan area are 30% less expensive than in L.A. Add comparable household incomes to the mix, and the move from the basin to the valley makes sense.

In Pictures: America's Fastest-Growing Suburbs

Chart: America's Fastest-Growing Suburbs

Related Story: The Great American Migration

So much sense that San Bernardino's rate of net domestic migration has near quadrupled since 1990, while the Los Angeles metro posted negative net migration figures over that same period. Last year, it lost 72,000 more residents than it gained.

Our list was compiled using U.S. Census growth data from 2000 to 2006 and provided by Demographia, a St. Louis-based research firm. Since a city's metropolitan statistical area is defined by the counties it encompasses, Demographia excluded those outlying towns which were in suburban counties but didn't have significant economic and social ties to the big city. Suburbs included cities, townships and villages that had more than 10,000 people in 2000.

Behind The Numbers

The fastest-growing suburb in the country is Lincoln, Calif., just outside Sacramento. Its population jumped from 11,746 to 39,566, or an increase of 236%. The fastest-growing big suburb (with a population of 100,000 or more) is Gilbert, Ariz., outside Phoenix, which expanded from 112,766 people to 191,517.

While not cheap by national standards, the growth in Sacramento's outlying areas is strong because it's a less-expensive alternative to Los Angeles, San Francisco or San Diego. The Phoenix area saw the greatest positive domestic migration of any American metro last year, with 115,000 more people moving into town than leaving. Affordable housing and a growing economy draw a lot of people to the city.

But with sprawl comes both pros and cons.

[Related Stories](#)

In Texas, for example, geographic growth is almost completely unregulated. Not surprisingly, the Lone Star State has the lion's share of the country's top-growth suburbs, 20, 12 of which are in the Dallas-Forth Worth metro area.

Best Cities for Young Professionals

As a result, these areas have some of the most affordable homes in the nation, since there is plenty of supply to meet demand. But transportation expenses are often high. In Houston, such costs are the No. 1 household expense, according to the Brookings Institution.

Top First-Time Home Buyer Tips

Cities that engage in restrictive growth policies find themselves with different trade offs. In Boston's inner suburbs, including Chelsea and Cambridge, zoning and growth restrictions designed to prevent sprawl backfire because they force people to look farther outside the city for affordable housing. According to the same Brookings Institution study, metros with growth exclusion plans like Boston have the most expensive housing stock in the country since there is a limited supply of homes close to the city.

Related Stories
Best and Worst Home Improvements

This becomes particularly problematic in northeastern and Rust-Belt cities that are losing population. Places like Phoenix and Las Vegas are spreading out faster than Boston, but they are doing so more efficiently, meaning with a more concentrated population.

Million-Dollar Starter Homes

Last year, just over 16,000 more people left the Boston metro area than moved in, yet the suburbs continued to expand geographically. The result is a thinning of the area, which makes Boston more of a sprawl, if sprawl is defined as the density of population over a

geographic space.

Rounding out the top 10 fastest-growing suburbs after Lincoln were four Phoenix suburbs: Buckeye, Surprise, Goodyear and Avondale; Plainfield, outside of Chicago; Beaumont, outside San Bernardino, Calif.; Frisco and Wylie outside of Dallas, and Woodstock, outside of Atlanta.

In Pictures: America's Fastest-Growing Suburbs

Chart: America's Fastest-Growing Suburbs

Related Story: The Great American Migration

RANK	CITY	STATE	2000	2006	%
1	Lincoln	California	11,748	39,566	236.8%
2	Buckeye	Arizona	10,147	29,615	191.9%
3	Surprise	Arizona	32,342	85,914	165.6%
4	Goodyear	Arizona	19,495	47,359	142.9%
5	Plainfield	Illinois	13,666	31,968	133.9%
6	Beaumont	California	11,549	26,625	130.5%
7	Frisco	Texas	35,299	80,499	128.0%
8	Wylie	Texas	15,619	32,696	109.3%
9	Avondale	Arizona	37,261	75,403	102.4%
10	Woodstock	Georgia	10,697	21,482	100.8%
11	Cedar Park	Texas	26,926	52,058	93.3%
12	Brentwood	California	24,757	47,547	92.1%
13	McKinney	Texas	56,087	107,530	91.7%
14	Oswego	Illinois	13,814	26,252	90.0%
15	Castle Rock	Colorado	20,907	39,682	89.8%

16	Commerce	Colorado	21,437	38,887	81.4%
17	Murrieta	California	51,678	90,457	75.0%
18	Holly Springs	North Carolina	10,017	17,425	74.0%
19	Winter Garden	Florida	15,590	27,045	73.5%
20	Wake Forest	North Carolina	13,080	22,651	73.2%
21	Rockwall	Texas	18,610	32,224	73.2%
22	Sachse	Texas	10,257	17,597	71.6%
23	Pflugerville	Texas	17,451	29,747	70.5%
24	Gilbert	Arizona	112,766	191,517	69.8%
25	Homestead	Florida	31,950	53,767	68.3%
26	La Quinta	California	24,606	41,328	68.0%
27	Parker	Colorado	24,717	41,406	67.5%
28	North Las Vegas	Nevada	117,953	197,567	67.5%
29	Romeoville	Illinois	22,000	36,837	67.4%
30	Corinth	Texas	11,738	19,556	66.6%
31	Newnan	Georgia	16,451	27,097	64.7%
32	Parkland	Florida	14,209	23,329	64.2%
33	Allen	Texas	45,097	73,298	62.5%
34	Pearland	Texas	42,276	68,305	61.6%
35	Fishers	Indiana	38,921	61,840	58.9%
36	Frankfort	Illinois	10,670	16,928	58.7%
37	Elk Grove	California	81,707	129,184	58.1%
38	Coachella	California	22,881	36,145	58.0%
39	Shakopee	Minnesota	21,098	32,865	55.8%
40	Indio	California	49,618	76,896	55.0%
41	Lockport	Illinois	15,467	23,840	54.1%
42	Lake Elsinore	California	29,241	45,033	54.0%
43	Victorville	California	64,589	98,662	52.8%
44	Crest Hill	Illinois	13,840	20,516	50.4%
45	Adefanto	California	16,199	27,105	48.9%
46	Huntersville	North Carolina	26,086	38,796	48.7%
47	The Colony	Texas	27,073	40,206	48.5%
48	South Jordan	Utah	29,710	44,009	48.1%
49	Round Rock	Texas	62,572	92,382	47.7%
50	Saginaw	Texas	12,704	18,739	47.5%
51	Cornelius	North Carolina	13,690	20,449	47.2%
52	Raymore	Missouri	11,290	16,544	46.5%
53	San Jacinto	California	23,955	35,060	46.4%
54	Mansfield	Texas	28,424	41,564	46.2%
55	George	Texas	29,128	42,467	45.8%
56	Miramar	Florida	74,531	108,072	45.0%
57	Kennesaw	Georgia	21,362	30,936	44.8%

58	Burleson	Texas	21,887	31,660	44.7%
59	Draper	Utah	25,518	36,873	44.5%
60	O'Fallon	Missouri	50,351	72,477	43.9%
61	La Vergne	Tennessee	18,935	27,255	43.9%
62	Farmington	Minnesota	12,655	18,207	43.9%
63	Apex	North Carolina	21,042	30,208	43.6%
64	Douglasville	Georgia	20,148	28,870	43.3%
65	League	Texas	45,929	65,351	42.3%
66	Sherwood	Oregon	11,998	17,068	42.3%
67	Avon	Ohio	11,608	16,455	41.8%
68	Royal Palm Beach	Florida	21,838	30,851	41.3%
69	Perris	California	36,402	51,397	41.2%
70	Riverton	Utah	25,242	35,543	40.8%
71	Southaven	Mississippi	29,483	41,295	40.1%
72	Wellington	Florida	39,297	54,993	39.9%
73	Union	Georgia	11,728	16,407	39.9%
74	Brighton	Colorado	21,294	29,750	39.7%
75	Prior Lake	Minnesota	16,331	22,674	38.8%
76	Temecula	California	64,580	89,392	38.4%
77	Rosemount	Minnesota	14,826	20,468	38.1%
78	Missouri	Texas	53,372	73,679	38.0%
79	West Sacramento	California	32,035	44,162	37.9%
80	Sugar Hill	Georgia	11,753	16,170	37.6%
81	San Marcos	California	55,793	76,501	37.1%
82	Desert Hot Springs	California	16,648	22,824	37.1%
83	Mount Juliet	Tennessee	14,160	19,369	36.8%
84	Dublin	California	30,659	41,840	36.5%
85	Acworth	Georgia	13,801	18,790	36.1%
86	Noblesville	Indiana	29,489	40,115	36.0%
87	North Aurora	Illinois	10,987	14,930	35.9%
88	Camas	Washington	12,914	17,480	35.4%
89	Issaquah	Washington	13,586	18,373	35.2%
90	Rocklin	California	37,264	50,131	34.5%
91	Schertz	Texas	21,030	28,289	34.5%
92	Buffalo	Minnesota	10,308	13,853	34.4%
93	Palm Beach Gardens	Florida	36,397	48,914	34.4%
94	Henderson	Nevada	179,193	240,614	34.3%
95	Lake St. Louis	Missouri	10,209	13,708	34.3%
96	Terrell	Texas	13,799	18,506	34.1%
97	Chandler	Arizona	179,752	240,595	33.8%
98	Springboro	Ohio	12,694	16,963	33.6%
99	Independence	Kentucky	15,169	20,254	33.5%

100	Elk River	Minnesota	16,700	22,285	33.4%
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**EXHIBIT 2 TO VERIFIED STATEMENT
OF
JIM HOLLAND**

**Northeastern Illinois Planning Commission 2030 Forecasts
of Population, Households and Employment
by County and Municipality
September 27, 2006**

Municipality	Population		Households		Employment	
	2000	2030	2000	2030	2000	2030
Northeastern Illinois	8,092,145	10,050,860	2,907,201	3,636,108	4,297,686	5,535,238
<i>County</i>						
Cook	5,376,741	5,952,794	1,974,181	2,229,864	2,818,334	3,305,003
DuPage	904,161	1,003,702	325,601	362,523	649,989	830,394
Kane	404,119	718,464	133,901	244,247	206,107	352,208
Lake	644,463	841,860	216,327	290,886	352,582	463,509
McHenry	260,077	457,594	89,403	158,233	105,118	168,573
Will	502,584	1,076,446	167,788	350,355	165,556	415,549
<i>Municipality</i>						
Addison	35,914	38,561	11,649	12,876	33,415	42,024
Algonquin	23,276	41,333	7,706	13,275	5,392	16,359
Alsip	19,725	22,349	7,536	8,540	11,714	14,804
Antioch	8,788	30,594	3,235	9,921	4,098	7,228
Arlington Heights	76,031	82,441	30,763	33,415	58,259	61,594
Aurora (excl Kendall)	142,150	190,167	46,171	66,722	63,143	106,677
Bannockburn	1,429	1,479	250	270	6,900	7,406
Barrington	10,168	10,429	3,767	4,001	8,935	11,085
Barrington Hills	3,915	5,060	1,381	1,777	682	903
Bartlett*	36,706	45,573	12,179	16,056	3,520	7,467
Batavia	23,866	31,402	8,494	11,073	15,409	24,557
Beach Park	10,072	16,729	3,636	5,674	565	1,012
Bedford Park	574	620	211	209	27,033	29,285
Beecher*	2,033	20,029	830	6,393	183	6,282
Bellwood	20,535	21,329	6,440	6,904	6,613	6,743
Bensenville	20,703	19,048	6,885	7,582	28,903	31,862
Berkeley	5,245	5,126	1,877	1,905	2,287	2,299
Berwyn	54,016	63,433	19,702	19,904	7,915	8,459
Big Rock	N/A	859	N/A	324	0	156
Bloomington	21,675	28,818	8,219	10,244	14,432	19,345
Blue Island	23,463	25,511	8,247	9,057	10,233	11,832
Bolingbrook*	56,321	84,733	17,416	27,175	20,393	25,392
Braidwood	5,203	6,612	1,843	2,416	675	1,663
Bridgeview	15,335	14,865	5,631	5,667	13,362	14,524
Broadview*	8,264	8,315	3,194	3,249	9,846	10,035
Brookfield	19,085	19,893	7,536	7,536	3,542	3,569
Buffalo Grove	42,909	45,258	15,708	16,903	18,790	23,090
Bull Valley	726	2,435	268	797	90	515
Burbank	27,902	26,842	9,317	9,360	6,257	6,868
Burlington	452	14,994	171	4,239	54	1,428
Burnham	4,170	4,271	1,449	1,607	588	1,059
Burr Ridge	10,408	14,500	3,541	5,218	13,391	17,662
Calumet City	39,071	38,654	15,139	16,634	12,128	13,303
Calumet Park	8,516	8,760	2,991	3,248	1,722	2,853
Carol Stream	40,438	41,604	13,872	14,765	19,902	25,582
Carpentersville*	30,586	42,702	8,872	13,780	7,363	10,284
Cary	15,531	22,036	4,962	7,513	6,432	9,087

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	2000	2030	2000	2030	2000	2030
Channahon(Will Only)	7,235	22,231	2,249	6,832	2,384	6,531
Chicago*	2,896,016	3,260,897	1,061,928	1,221,163	<u>1,496,636</u>	1,743,276
Chicago Heights	32,776	36,282	10,703	12,769	14,636	18,504
Chicago Ridge	14,127	13,715	5,739	5,739	7,428	7,970
Cicero	85,616	76,857	23,115	23,267	18,845	19,056
Clarendon Hills	7,610	8,782	2,836	3,581	2,083	2,898
Coal City(Will Only)	0	2	0	1	0	0
Country Club Hills	16,169	19,139	5,297	6,416	1,995	3,366
Countryside	5,991	6,286	2,661	2,805	6,446	7,044
Crest Hill	13,329	22,047	4,478	7,100	2,891	5,346
Crestwood*	11,251	12,801	4,685	4,840	9,064	11,750
Crete*	<u>7,712</u>	38,985	<u>2,870</u>	13,037	2,733	13,005
Crystal Lake	38,000	44,363	13,070	15,573	25,549	37,161
Danien	22,860	23,717	8,735	9,269	8,701	11,035
Deerfield	18,420	20,391	6,420	7,615	23,935	30,764
Deer Park	3,102	3,846	989	1,311	172	2,780
Des Plaines	58,720	60,343	22,362	23,576	60,359	62,167
Diamond	10	49	4	19	5	29
Dixmoor	3,934	4,174	1,372	1,507	526	898
Dolton	25,614	24,433	8,512	9,067	5,536	6,607
Downers Grove	48,724	60,153	18,979	23,515	38,534	59,459
East Dundee	2,955	7,888	1,228	2,706	2,818	4,361
East Hazel Crest	1,607	1,698	590	628	1,826	2,329
Elburn	2,756	21,126	1,038	6,120	748	2,449
Elgin*	94,487	167,375	31,543	57,743	54,020	90,030
Elk Grove Village	34,727	36,948	13,278	14,030	61,121	97,974
Elmhurst*	42,762	43,752	15,627	16,114	41,429	41,572
Elmwood Park*	25,405	26,078	9,858	10,151	2,527	2,538
Elwood*	1,620	19,188	637	5,952	12	17,795
Evanston	74,239	80,224	29,651	30,796	42,680	42,681
Evergreen Park	20,821	19,742	7,471	7,609	8,566	9,475
Flossmoor	9,301	9,949	3,331	3,546	1,833	2,072
Ford Heights	3,456	6,441	984	1,830	2,252	3,226
Forest Park	15,688	15,736	7,632	8,252	15,586	17,084
Forest View	778	796	302	309	738	912
Fox Lake	9,178	12,589	4,046	5,459	1,432	2,469
Fox River Grove	4,862	5,542	1,677	2,045	991	1,286
Frankfort*	10,391	55,797	3,418	16,363	11,548	27,554
Franklin Park*	19,434	20,073	6,484	7,545	27,474	27,873
Geneva	19,515	25,480	6,718	8,985	13,862	18,287
Gilberts*	1,279	14,045	394	4,467	959	8,078
Glencoe	8,762	8,957	3,072	3,140	2,039	2,328
Glendale Heights	31,765	35,059	10,791	11,661	12,164	13,584
Glen Ellyn	26,999	32,291	10,207	12,303	9,527	10,609
Glenview	41,847	54,368	15,464	20,914	23,064	46,687
Glenwood	9,000	11,367	3,373	4,232	3,014	9,232
Godley (Will only)*	594	594	200	219	52	52
Golf	451	445	156	157	182	182

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	2000	2030	2000	2030	2000	2030
Grayslake	18,506	24,094	6,503	9,116	4,899	10,466
Green Oaks	3,572	4,786	1,079	1,615	1,579	3,841
Greenwood	244	3,289	84	1,243	39	1,197
Gurnee	28,834	35,791	10,629	13,713	19,825	30,569
Hainesville	2,129	4,118	701	1,456	365	1,230
Hampshire*	2,900	23,768	1,015	6,728	1,080	8,167
Hanover Park	38,278	37,705	11,105	11,618	7,921	10,866
Harvard*	7,996	20,646	2,610	6,972	2,528	4,803
Harvey	30,000	31,324	8,990	10,134	8,154	9,625
Harwood Heights	8,297	8,088	3,505	3,503	6,194	6,640
Hawthorn Woods	6,002	15,951	1,831	4,674	520	7,120
Hazel Crest	14,816	15,786	5,067	5,478	2,933	3,570
Hebron*	1,038	3,751	390	1,410	268	717
Hickory Hills	13,926	13,781	5,216	5,338	4,413	5,064
Highland Park*	<u>30,262</u>	33,246	<u>11,341</u>	12,027	14,682	14,733
Highwood*	<u>5,470</u>	5,076	<u>1,811</u>	2,087	1,036	1,169
Hillside	8,155	7,775	2,998	3,122	7,595	10,726
Hinsdale	17,349	22,000	5,977	7,211	13,304	13,396
Hodgkins	2,134	2,137	841	978	2,890	4,364
Hoffman Estates*	49,495	55,931	17,034	20,510	20,120	33,716
Holiday Hills	831	1,053	280	358	20	73
Homer Glen*	N/A	47,534	N/A	14,547	382	6,794
Hometown	4,467	4,435	1,895	1,937	389	443
Homewood	19,543	20,469	7,552	7,821	8,494	9,578
Huntley	5,730	44,435	2,324	16,076	2,183	9,876
Indian Creek	194	211	65	72	113	269
Indian Head Park	3,685	3,953	1,683	1,683	418	418
Inverness*	6,749	8,039	2,312	2,795	1,601	1,607
Island Lake*	8,153	15,074	2,837	5,507	503	2,187
Itasca	8,302	10,706	3,179	3,912	31,374	37,210
Johnsburg	5,391	23,024	1,760	7,691	1,340	6,780
Joliet(Will Only)*	105,597	140,824	35,971	48,086	43,188	80,808
Justice	12,193	14,726	4,402	5,967	1,797	2,711
Kenilworth	2,494	2,383	792	816	408	417
Kildeer	3,460	5,069	1,077	1,730	799	1,669
La Grange	15,608	17,848	5,624	6,967	6,021	6,628
La Grange Park	13,295	14,101	5,432	5,902	2,675	2,681
Lake Barrington	4,757	5,695	2,039	2,220	1,136	1,590
Lake Bluff*	6,056	7,805	2,118	2,317	3,926	4,973
Lake Forest*	20,059	22,573	6,687	7,783	19,599	22,720
Lake in the Hills	23,152	30,532	7,652	9,932	3,071	11,299
Lakemoor	2,788	23,055	1,014	7,378	662	4,203
Lake Villa	5,864	16,546	2,052	6,248	1,710	2,792
Lakewood	2,337	5,922	815	2,656	68	1,631
Lake Zurich	18,104	20,571	5,746	6,929	10,632	16,081
Lansing	28,332	31,428	11,416	12,652	13,107	15,373
Lemont	13,098	30,209	4,420	9,969	2,844	6,876
Libertyville*	20,742	21,569	7,298	7,644	14,266	20,494

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Lily Lake	825	1,543	252	504	0	90
Lincolnshire*	6,108	10,452	2,134	3,169	20,319	22,737
Lincolnwood*	12,359	13,332	4,482	4,715	13,098	14,063
Lindenhurst	12,539	19,843	4,235	6,568	567	2,348
Lisle	21,182	26,097	8,663	9,874	23,850	30,561
Lockport	15,191	36,224	5,599	11,964	3,901	8,946
Lombard	42,322	50,818	16,487	20,527	26,846	36,914
Long Grove	6,735	10,846	1,962	3,817	3,757	5,097
Lynwood	7,377	15,690	2,620	5,291	548	1,571
Lyons	10,255	11,038	4,032	4,042	3,228	3,465
McCook*	254	284	119	125	6,129	7,741
McCullom Lake*	1,038	1,651	382	604	35	64
McHenry	21,501	48,502	7,872	17,629	15,340	26,911
Manhattan*	3,330	44,367	1,144	16,193	1,018	9,024
Maple Park*	652	4,387	242	1,608	29	331
Marengo	6,355	18,213	2,387	5,985	5,642	7,927
Markham	12,620	14,322	3,842	4,582	4,419	5,612
Matteson	12,928	37,117	4,561	12,745	7,039	12,805
Maywood	26,987	25,689	7,937	8,111	6,648	6,576
Melrose Park	23,171	22,144	7,631	7,945	25,875	26,251
Merrionette Park	1,999	2,110	957	1,034	113	153
Mettawa	367	1,426	135	493	5,798	9,026
Midlothian	14,315	16,577	5,158	5,924	3,156	5,019
Minooka(Will Only)	1,388	5,372	447	1,672	27	75
Mokena	14,583	27,065	4,703	9,338	5,597	14,972
Monee*	2,924	30,771	1,204	9,271	103	5,364
Montgomery (Kane Only)	3,855	11,323	1,581	3,926	4,634	7,721
Morton Grove	22,451	28,113	8,199	11,128	14,714	14,787
Mount Prospect	56,265	58,049	21,585	22,835	18,397	21,005
Mundelein	30,935	34,126	9,858	12,206	13,537	18,670
Naperville	128,358	168,096	43,751	58,316	66,209	149,931
New Lenox*	17,771	90,652	5,853	28,327	5,270	25,967
Niles	30,068	32,881	12,002	12,329	27,370	27,819
Normdge	14,582	14,384	5,727	5,750	4,949	5,414
North Aurora	10,585	20,694	4,019	7,092	4,677	8,727
North Barrington	2,918	3,542	1,003	1,291	641	936
Northbrook	33,435	40,187	12,203	14,868	38,942	56,404
North Chicago	35,918	43,747	7,661	9,269	13,220	30,337
Northfield	5,389	5,420	2,155	2,223	7,669	9,005
Northlake	11,878	10,951	3,873	3,914	10,934	13,622
North Riverside	6,688	7,177	2,935	2,935	3,584	3,701
Oak Brook	8,702	9,613	3,124	3,396	58,745	66,738
Oakbrook Terrace	2,300	4,447	1,198	1,832	11,311	12,697
Oak Forest	28,051	33,040	9,785	11,665	9,330	11,164
Oak Lawn	55,245	59,522	22,220	22,220	17,293	17,518
Oak Park	52,524	54,280	23,079	23,103	14,420	14,423
Oakwood Hills	2,194	4,263	719	1,467	2	108
Old Mill Creek	251	5,237	98	1,399	275	1,355

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by County and Municipality
September 27, 2006**

Municipality	Population		Households		Employment	
	2000	2030	2000	2030	2000	2030
Olympia Fields	4,732	7,344	1,696	2,648	2,512	4,606
Orland Hills	6,779	7,474	2,153	2,381	493	949
Orland Park*	51,077	72,896	18,675	25,727	19,592	30,170
Palatine	65,479	72,365	25,518	28,782	23,773	24,741
Palos Heights	11,260	14,304	4,123	4,735	10,230	11,926
Palos Hills	17,665	18,110	7,320	7,340	5,222	5,366
Palos Park*	4,689	9,759	1,802	3,238	1,714	2,176
Park City	6,637	6,956	2,600	2,744	2,581	3,047
Park Forest	23,462	26,246	9,138	10,359	3,806	5,939
Park Ridge	37,775	36,820	14,219	14,763	20,676	22,227
Peotone	3,385	15,611	1,268	4,982	867	6,343
Phoenix	2,157	2,769	789	950	459	584
Pingree Grove*	124	14,147	50	5,539	106	6,073
Plainfield (Will Only)	13,038	65,744	4,315	19,682	5,073	17,672
Port Barrington	788	2,666	295	923	1	140
Posen	4,730	5,549	1,627	2,143	1,140	1,901
Prairie Grove	960	12,076	303	4,031	349	1,371
Prospect Heights	17,081	16,099	6,379	6,480	4,141	5,638
Richmond	1,091	15,059	415	4,335	640	3,529
Richton Park*	12,533	36,604	4,578	15,445	1,212	5,571
Ringwood	471	1,890	171	702	230	1,239
Riverdale	15,055	16,225	4,987	5,731	3,142	4,692
River Forest	11,635	11,630	4,092	4,099	5,306	5,648
River Grove*	10,668	10,923	4,404	4,446	5,304	5,374
Riverside	8,895	9,337	3,552	3,629	1,897	1,903
Riverwoods	3,843	3,981	1,261	1,261	2,296	5,316
Robbins	6,635	7,319	1,985	2,240	420	704
Rockdale	1,888	1,882	762	792	1,586	1,914
Rolling Meadows	24,604	26,351	8,923	10,286	23,206	28,214
Romeoville	21,153	43,883	6,764	14,292	10,597	25,286
Roselle	23,115	26,784	8,443	9,830	8,862	11,876
Rosemont	4,224	4,055	1,692	1,708	13,557	19,196
Round Lake	5,842	27,338	2,029	8,895	2,054	9,597
Round Lake Beach	25,859	29,900	7,349	10,169	3,396	5,359
Round Lake Heights	1,347	2,552	425	825	244	387
Round Lake Park	6,038	9,954	2,131	3,735	205	6,470
St. Charles	27,896	36,671	10,351	13,002	24,895	34,294
Sauk Village	10,411	18,209	3,331	6,629	3,133	14,925
Schaumburg	75,386	83,284	31,799	33,571	87,688	111,229
Schiller Park	11,850	11,579	4,244	4,607	8,848	10,111
Shorewood	7,686	38,398	2,565	11,281	4,114	11,444
Skokie*	63,348	65,523	23,223	23,411	39,454	43,581
Sleepy Hollow	3,553	4,090	1,185	1,368	329	574
South Barrington	3,760	4,657	1,147	1,513	1,502	4,219
South Chicago Heights	3,970	4,602	1,570	1,835	2,289	3,655
South Elgin	16,100	27,567	5,565	9,681	5,199	8,900
South Holland	22,147	23,353	7,663	8,405	14,426	17,671
Spring Grove	3,880	18,523	1,166	6,879	812	4,806

*Indicates municipality with changes to the 2000 base or 2030 forecast since the September 2003 Commission-endorsed forecast was issued. Underlined numbers are corrected 2000 base figures, while boldface numbers are new 2030 forecast figures.

**Northeastern Illinois Planning Commission 2030 Forecasts
of Population, Households and Employment
by County and Municipality
September 27, 2006**

Municipality	Population		Households		Employment	
	2000	2030	2000	2030	2000	2030
Steger	9,682	12,586	3,862	4,978	1,604	2,228
Stickney	6,148	6,230	2,253	2,377	830	844
Stone Park	5,127	4,353	1,265	1,268	1,430	1,438
Streamwood	36,407	41,852	12,095	13,695	7,164	9,090
Sugar Grove	3,909	62,742	1,272	20,529	571	22,441
Summit	10,637	9,541	3,356	3,465	5,189	5,197
Symerton	106	1,602	34	539	0	35
Third Lake	1,355	1,395	428	441	23	102
Thornton	2,582	2,466	1,008	1,030	1,895	2,670
Tinley Park	48,401	63,889	17,478	23,945	16,311	32,848
Tower Lakes	1,310	1,442	449	494	106	109
Trout Valley	599	667	197	237	263	278
Union*	576	3,373	204	1,310	<u>45</u>	1,595
University Park	6,662	34,571	2,253	11,459	6,170	13,845
Vernon Hills*	20,120	24,908	7,568	9,502	26,186	34,106
Villa Park*	22,075	23,210	7,810	8,291	12,279	15,281
Virgil*	266	4,653	86	1,949	0	85
Volo	180	13,686	52	4,591	5	2,861
Wadsworth*	3,083	7,053	1,036	2,464	286	1,950
Warrenville	13,363	15,007	4,931	5,537	5,162	12,567
Wauconda	9,448	25,653	3,611	8,883	8,196	13,105
Waukegan	87,901	92,714	27,787	31,516	37,146	44,702
Wayne	2,137	4,754	726	1,584	61	67
Westchester	16,824	18,511	7,015	7,327	9,066	9,557
West Chicago	23,469	41,632	6,379	12,090	11,508	36,308
West Dundee	5,428	11,364	2,059	3,945	4,744	7,473
Western Springs	12,493	11,831	4,318	4,428	2,384	2,718
Westmont	24,554	27,000	9,900	11,029	12,958	13,370
Wheaton	55,416	61,960	19,377	19,653	27,289	28,131
Wheeling*	34,496	41,816	13,280	17,180	29,801	33,042
Willowbrook	8,967	14,567	4,178	6,463	7,514	9,794
Willow Springs	5,027	9,913	1,948	4,394	1,143	1,988
Wilmette	27,651	28,263	10,039	10,817	9,533	9,537
Wilmington*	5,134	23,333	1,991	7,176	328	4,411
Winfield	8,718	15,242	2,975	4,847	4,666	6,658
Winnetka	12,419	11,491	4,162	4,233	3,794	3,997
Winthrop Harbor	6,670	13,306	2,370	4,661	433	743
Wonder Lake*	1,345	12,265	445	4,673	50	531
Wood Dale	13,535	13,869	5,117	5,245	24,897	29,273
Woodridge	30,934	42,889	11,382	15,915	9,329	23,501
Woodstock	20,151	30,522	7,273	10,832	14,945	21,568
Worth	11,047	11,136	4,383	4,445	2,435	2,917
Zion*	22,866	32,585	7,552	11,390	6,076	10,032

*Indicates municipality with changes to the 2000 base or 2030 forecast since the September 2003 Commission-endorsed forecast was issued. Underlined numbers are corrected 2000 base figures, while boldface numbers are new 2030 forecast figures.

**EXHIBIT 3 TO VERIFIED STATEMENT
OF
JIM HOLLAND**

Will County E. J. & E. Railway Crossing Survey **Village of Frankfort**

Location	Current ADT	Projected ADT	Accident Data	Sensitive Structures In Area
116th Avenue	2500	5000	0	Hickory Creek Middle School
Wolf Road	7200	53848	0	future Frankfort Fire Station
U. S. Route 45	10400	45759	0	grade separated. viaduct in need of replacement
Center Road	4200	5198	0	main entry into historic district
Sauk Trail	2500	9367	0	Chelsea Grammar School
Pfeiffer Road	5600	20471	0	Chelsea Grammar School
Harlem Avenue	10000	48164	0	Chelsea Grammar School

- Notes.
- 1) ADT's are taken from Village of Frankfort Transportation Master Plan dated December 2005
 - 2) Projected ADT's are based on future development to 2021
 - 3) Frankfort Police show no reported accidents at crossings for the past 3-years
 - 4) All locations are at-grade crossings, except U S. Route 45

VERIFIED STATEMENT OF ANDREW MIELKE

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 35087

**CANADIAN NATIONAL RAILWAY COMPANY
AND GRAND TRUNK CORPORATION
—CONTROL—
EJ&E WEST COMPANY**

**VERIFIED STATEMENT OF
ANDREW MIELKE**

Andrew Mielke states as follows:

- 1. I am a transportation planner at SRF Consulting Group, Inc , in Minneapolis, Minnesota. I make this statement in support of the opposition being filed by the Village of Frankfort, Illinois ("Frankfort") in this proceeding.**
- 2. I hold a B.S degree in Public Administration and Geography from the University of Wisconsin at La Crosse and a Masters of Urban and Regional Planning degree from the University of Minnesota. I have more than eight years of experience working on a variety of transportation planning projects for cities, counties and state Departments of Transportation. My work has included corridor studies and transportation plans, alternate route studies, train whistle quiet zone studies, and transportation research. I am a member of the American Institute of Certified Planners (AICP). AICP members are certified by the American Planning Association. A more complete description of my experience, including projects on which I have worked, is attached hereto as Exhibit 1.**

3 I have reviewed the application filed in this proceeding, with particular attention to its information regarding Frankfort, as well as other relevant information.

4 The application (as corrected on January 3, 2008) states on page 247 that the proposed transaction will increase the average number of trains passing through Frankfort from 6.4 to 28.3 per day—a jump of nearly 350 percent. In addition, the gross tonnage will rise by 560 percent—from 35,375 to 233,576. Finally, the number of hazmat cars per day will rise by more than 600 percent—from 49.0 to 360.8

5 Frankfort is growing, too. I have been advised that its population is expected to increased from 10,391 in 2000 to 55,797 in 2030

6 Frankfort has six at-grade crossings of the Elgin, Joliet & Eastern Railway (“EJ&E”)—at 116th Street, Wolf Road, Center Road, Sauk Trail, Pfeiffer Road, and Harlem Avenue. In addition, there is a grade separation where LaGrange Road, which also is U.S. Route 45, passes under the rail line.

7 All the at-grade crossings currently have two lanes but I have been advised that there are plans to widen Harlem Avenue, which is a designated truck route.

8 I have been advised that the six at-grade crossings currently handle approximately 32,000 vehicles per day but that by 2021, this volume will rise to 142,000. The average daily number of vehicles using the Wolf Road crossing alone is expected to increase from 7200 to approximately 54,000 during that period, and the Harlem Avenue count is expected to increase from 10,000 to about 48,000.

9 The application indicates that a second track is to be constructed from Frankfort westward to Joliet, Illinois. The application does not make clear whether the existing second

track through part of the EJ&E's Frankfort segment will be extended eastward or only to the west.

10. The EJ&E line through Frankfort runs roughly in an east-west direction. Residential, commercial and institutional buildings (schools, fire stations, etc.) in Frankfort lie on both sides of the rail line.

11 The massive proposed increase in rail traffic, coupled with extension of the second track, will have significant effects on Frankfort. This statement is limited to effects on non-rail transportation in and around Frankfort. I understand that the many environmental effects are being considered in a separate portion of this proceeding.

12 The effects of the proposed transaction on non-rail transportation in Frankfort largely will be caused by increased blockage of the six at-grade crossings. The increased blockage will, of course, be due to the increase in through rail traffic and in the frequency of trains stopped on the second track. We have not yet quantified the effects on non-rail transportation in and around Frankfort but they unquestionably will include the following:

- a Adverse effect on emergency vehicle response time.
- b. Increased vehicular traffic delays
- c. The need to revise traffic circulation patterns to accommodate additional hours of delay due to blockages of the at-grade crossings.
- d. The need for traffic signal preemption to prevent backup of motor vehicle traffic on the tracks.
- e. Likely additional costs to Frankfort (as well as, potentially, Will County and the State of Illinois) to construct street improvements and maintain new quiet

zone facilities such as grade separations/structures, traffic signal systems, and median projects

- f Adverse safety effects in terms of additional accidents involving vehicular and pedestrian traffic.
- g. Adverse effects on local land use, including on the non-rail transportation aspects of such land use.

13. The application does not address the non-rail transportation aspects of the proposed transaction in any useful level of detail. Moreover, I have been advised that the documents in the Applicants' depository are similarly limited in their utility.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge. I further certify that I am qualified and authorized to file this verified statement

Executed on January 25, 2008.


Andrew Mielke

**EXHIBIT 1 TO VERIFIED STATEMENT
OF
ANDREW MIELKE**

ANDREW J. MIELKE, AICP

Associate



AREAS OF EXPERTISE

- Alternate Route Studies/Traffic Incident Management
- Community Transportation Planning
- Train Whistle Quiet Zones
- Transportation and Transit Needs Analysis
- Transportation Research
- Transportation System and Travel Demand Management
- Parking Studies
- Transit Planning
- Corridor Studies
- Interchange Justification Reports

EDUCATION

Masters of Urban and Regional Planning,
University of Minnesota, 2000

B.S., Public Administration and Geography,
University of Wisconsin - La Crosse, 1998

REGISTRATION

American Institute of Certified Planners

PROFESSIONAL AFFILIATIONS

American Institute of Certified Planners
American Planning Association

Mr. Mielke has over eight years of experience working on a variety of transportation planning projects for cities, counties and state Departments of Transportation. His work focuses on corridor studies and transportation plans, alternate route studies, train whistle quiet zone studies and transportation research. Mr. Mielke's skills include technical analysis, quantitative and qualitative research, and report writing. In addition, Mr. Mielke is experienced in dealing with the public and using a variety of presentation techniques.

TRANSPORTATION PLAN & CORRIDOR STUDIES

- Eau Claire Transportation Plan Element of Comprehensive Plan, Eau Claire, WI
- Fargo-Moorhead Metropolitan Area Transportation Plan Update, Fargo, ND, and Moorhead, MN
- TH 10/24 Interregional Corridor Study, I-94 to Little Falls, MN
- TH 169 Interregional Corridor Study, I-494 to Junction of TH 60
- Chetek Interchange Justification Study, US Highway 53 and CH 1 D, Chetek, WI
- Origin Destination Study, Bloomington, MN

ALTERNATE ROUTE STUDIES

- Wisconsin Department of Transportation (WisDOT) District 1 Alternate Route Study
- WisDOT District 4 Alternate Route Study
- WisDOT Alternate Route Study, Wisconsin Dells Area, WI
- WisDOT Alternate Route Study, Janesville, WI to Rockford, IL

TRAIN WHISTLE QUIET ZONE PROJECTS

- Fargo-Moorhead Metropolitan Area, Fargo, ND, and Moorhead, MN
- St. Louis Park, MN
- Minnetonka, MN
- Wayzata, MN
- Staples, MN
- Little Falls, MN
- Northfield, MN
- Spencer, WI
- Ames, IA
- Galesburg, IL
- Garland, TX

TRANSPORTATION RESEARCH PROJECTS

- Mailbox and Newspaper Tube Support Policy Study, Minnesota Local Road Research Board
- Best Practices for Recycling Bituminous Roadways Study, Minnesota Local Road Research Board

PROTECTIVE ORDER UNDERTAKINGS OF:

- A. Jim Holland (Confidential Materials Only)
- B. Andrew Mielke (Confidential and Highly Confidential)
- C. John Fehrenbach (Confidential and Highly Confidential)
- D. Eric L. Hirschhorn (Confidential and Highly Confidential)

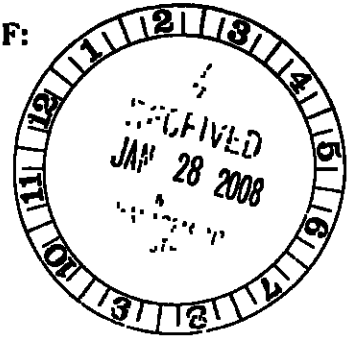


Exhibit A

UNDERTAKING – CONFIDENTIAL MATERIAL

I, Jim Holland, have read the Protective Order served on October 22, 2007, governing the production and use of Confidential Information and Confidential Documents concerning STB Finance Docket No. 35087, in the proceedings for regulatory authority for the creation of EJ&EW, and in related proceedings, understand the same, and agree to be bound by its terms. I agree not to use or permit the use of any Confidential Information or Confidential Documents obtained pursuant to that Protective Order, or to use or to permit the use of any methodologies or techniques disclosed or information learned as a result of receiving such data or information, for any purpose other than the preparation and presentation of evidence and argument in STB Finance Docket No. 35087, in the proceedings for regulatory authority for the creation of EJ&EW, and in related proceedings before the Surface Transportation Board, and/or any judicial review proceedings in connection with any of those proceedings. I further agree not to disclose any Confidential Information, Confidential Documents, methodologies, techniques, or data obtained pursuant to the Protective Order except to persons who are also bound by the terms of the Order and who have executed Undertakings in the form hereof, and that at the conclusion of this proceeding (including any proceeding on administrative review, judicial review, or remand), I will promptly destroy any documents containing or reflecting materials designated or stamped as "CONFIDENTIAL," other than file copies, kept by outside counsel, of pleadings and other documents filed with the Board.

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking and that Applicants or other parties producing Confidential Information or Confidential Documents shall be entitled to specific performance and injunctive and/or other equitable relief as a remedy for any such breach, and I further agree to waive any requirement for the securing or posting of any bond in connection with such remedy. Such remedy shall not be deemed to be the exclusive remedy for breach of this Undertaking but shall be in addition to all remedies available at law or equity.

Signed: Jim HollandAffiliation: Village of FrankfortDated: 1/22/2008

Exhibit A

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I, Andrew Mielke, have read the Protective Order served on October 22, 2007, governing the production and use of Confidential Information and Confidential Documents concerning STB Finance Docket No. 35087, in the proceedings for regulatory authority for the creation of EJ&EW, and in related proceedings, understand the same, and agree to be bound by its terms. I agree not to use or permit the use of any Confidential Information or Confidential Documents obtained pursuant to that Protective Order, or to use or to permit the use of any methodologies or techniques disclosed or information learned as a result of receiving such data or information, for any purpose other than the preparation and presentation of evidence and argument in STB Finance Docket No. 35087, in the proceedings for regulatory authority for the creation of EJ&EW, and in related proceedings before the Surface Transportation Board, and/or any judicial review proceedings in connection with any of those proceedings. I further agree not to disclose any Confidential Information, Confidential Documents, methodologies, techniques, or data obtained pursuant to the Protective Order except to persons who are also bound by the terms of the Order and who have executed Undertakings in the form hereof, and that at the conclusion of this proceeding (including any proceeding on administrative review, judicial review, or remand), I will promptly destroy any documents containing or reflecting materials designated or stamped as "CONFIDENTIAL," other than file copies, kept by outside counsel, of pleadings and other documents filed with the Board.

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Signed 

Affiliation SRF Consulting Group, Inc.

Dated. 1/22/08

Exhibit B**UNDERTAKING – HIGHLY CONFIDENTIAL MATERIAL**

I, Andrew Mielke, am outside [counsel][consultant] for Village of Frankfort, Ill., for whom I am acting in this proceeding. I have read the Protective Order served on October 22, 2007, governing the production and use of Confidential Information and Confidential Documents in STB Finance Docket No 35087, in the proceedings for regulatory authority for the creation of EJ&FW, and in related proceedings, understand the same, and agree to be bound by its terms. I agree not to use or to permit the use of any Confidential Information or Confidential Documents obtained pursuant to that Protective Order, or to use or to permit the use of any methodologies or techniques disclosed or information learned as a result of receiving such data or information, for any purpose other than the preparation and presentation of evidence and argument in STB Finance Docket No 35087, in the proceedings for regulatory authority for the creation of EJ&FW, and in related proceedings before the Surface Transportation Board, or any judicial review proceedings in connection with any of those proceedings. I further agree not to disclose any Confidential Information, Confidential Documents, methodologies, techniques, or data obtained pursuant to the Protective Order except to persons who are also bound by the terms of the Order and who have executed Undertakings in the form hereof

I also understand and agree, as a condition precedent to my receiving, reviewing, or using copies of any information or documents designated or stamped as "HIGHLY CONFIDENTIAL," that I will take all necessary steps to ensure that said information or documents be kept on a confidential basis by any outside counsel or outside consultants working with me, that under no circumstances will I permit access to said materials or information by employees of my client or its subsidiaries, affiliates, or owners, and that, at the conclusion of this proceeding (including any proceeding on administrative review, judicial review, or remand), I will promptly destroy any documents containing or reflecting information or documents designated or stamped as "HIGHLY CONFIDENTIAL," other than file copies kept by outside counsel of pleadings and other documents filed with the Board

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking and that Applicants or other parties producing Confidential Information or Confidential Documents shall be entitled to specific performance and injunctive and/or other equitable relief as a remedy for any such breach, and I further agree to waive any requirement for the securing or posting of any bond in connection with such remedy. Such remedy shall not be deemed to be the exclusive remedy for breach of this Undertaking but shall be in addition to all remedies available at law or equity

Signed: 
OUTSIDE [COUNSEL] [CONSULTANT]

Dated 1/22/08

Exhibit A**UNDERTAKING – CONFIDENTIAL MATERIAL**

I, JOHN FEHRENBACH, have read the Protective Order served on October 22, 2007, governing the production and use of Confidential Information and Confidential Documents concerning STB Finance Docket No. 35087, in the proceedings for regulatory authority for the creation of EJ&EW, and in related proceedings, understand the same, and agree to be bound by its terms. I agree not to use or permit the use of any Confidential Information or Confidential Documents obtained pursuant to that Protective Order, or to use or to permit the use of any methodologies or techniques disclosed or information learned as a result of receiving such data or information, for any purpose other than the preparation and presentation of evidence and argument in STB Finance Docket No. 35087, in the proceedings for regulatory authority for the creation of EJ&EW, and in related proceedings before the Surface Transportation Board, and/or any judicial review proceedings in connection with any of those proceedings. I further agree not to disclose any Confidential Information, Confidential Documents, methodologies, techniques, or data obtained pursuant to the Protective Order except to persons who are also bound by the terms of the Order and who have executed Undertakings in the form hereof, and that at the conclusion of this proceeding (including any proceeding on administrative review, judicial review, or remand), I will promptly destroy any documents containing or reflecting materials designated or stamped as "CONFIDENTIAL," other than file copies, kept by outside counsel, of pleadings and other documents filed with the Board.

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking and that Applicants or other parties producing Confidential Information or Confidential Documents shall be entitled to specific performance and injunctive and/or other equitable relief as a remedy for any such breach, and I further agree to waive any requirement for the securing or posting of any bond in connection with such remedy. Such remedy shall not be deemed to be the exclusive remedy for breach of this Undertaking but shall be in addition to all remedies available at law or equity.

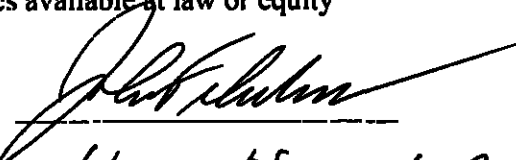
Signed. Affiliation: WINSTON & STRAWN LLPDated: 1/22/08

Exhibit B

UNDERTAKING – HIGHLY CONFIDENTIAL MATERIAL

I, JOHN FEHRENBACH, am outside [counsel]~~[consultant]~~ for VILLAGE OF FRANKFORD, IL, for whom I am acting in this proceeding. I have read the Protective Order served on October 22, 2007, governing the production and use of Confidential Information and Confidential Documents in STB Finance Docket No 35087, in the proceedings for regulatory authority for the creation of EJ&EW, and in related proceedings, understand the same, and agree to be bound by its terms. I agree not to use or to permit the use of any Confidential Information or Confidential Documents obtained pursuant to that Protective Order, or to use or to permit the use of any methodologies or techniques disclosed or information learned as a result of receiving such data or information, for any purpose other than the preparation and presentation of evidence and argument in STB Finance Docket No 35087, in the proceedings for regulatory authority for the creation of EJ&EW, and in related proceedings before the Surface Transportation Board, or any judicial review proceedings in connection with any of those proceedings. I further agree not to disclose any Confidential Information, Confidential Documents, methodologies, techniques, or data obtained pursuant to the Protective Order except to persons who are also bound by the terms of the Order and who have executed Undertakings in the form hereof.

I also understand and agree, as a condition precedent to my receiving, reviewing, or using copies of any information or documents designated or stamped as "HIGHLY CONFIDENTIAL," that I will take all necessary steps to ensure that said information or documents be kept on a confidential basis by any outside counsel or outside consultants working with me, that under no circumstances will I permit access to said materials or information by employees of my client or its subsidiaries, affiliates, or owners, and that, at the conclusion of this proceeding (including any proceeding on administrative review, judicial review, or remand), I will promptly destroy any documents containing or reflecting information or documents designated or stamped as "HIGHLY CONFIDENTIAL," other than file copies kept by outside counsel of pleadings and other documents filed with the Board.

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking and that Applicants or other parties producing Confidential Information or Confidential Documents shall be entitled to specific performance and injunctive and/or other equitable relief as a remedy for any such breach, and I further agree to waive any requirement for the securing or posting of any bond in connection with such remedy. Such remedy shall not be deemed to be the exclusive remedy for breach of this Undertaking but shall be in addition to all remedies available at law or equity.

Signed


OUTSIDE [COUNSEL] [CONSULTANT]

Dated.

1/22/08

Exhibit A

UNDERTAKING – CONFIDENTIAL MATERIAL

I, Eric L. NIRSCHNORN, have read the Protective Order served on October 22, 2007, governing the production and use of Confidential Information and Confidential Documents concerning STB Finance Docket No 35087, in the proceedings for regulatory authority for the creation of EJ&EW, and in related proceedings, understand the same, and agree to be bound by its terms. I agree not to use or permit the use of any Confidential Information or Confidential Documents obtained pursuant to that Protective Order, or to use or to permit the use of any methodologies or techniques disclosed or information learned as a result of receiving such data or information, for any purpose other than the preparation and presentation of evidence and argument in STB Finance Docket No 35087, in the proceedings for regulatory authority for the creation of EJ&EW, and in related proceedings before the Surface Transportation Board, and/or any judicial review proceedings in connection with any of those proceedings. I further agree not to disclose any Confidential Information, Confidential Documents, methodologies, techniques, or data obtained pursuant to the Protective Order except to persons who are also bound by the terms of the Order and who have executed Undertakings in the form hereof, and that at the conclusion of this proceeding (including any proceeding on administrative review, judicial review, or remand), I will promptly destroy any documents containing or reflecting materials designated or stamped as "CONFIDENTIAL," other than file copies, kept by outside counsel, of pleadings and other documents filed with the Board.

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking and that Applicants or other parties producing Confidential Information or Confidential Documents shall be entitled to specific performance and injunctive and/or other equitable relief as a remedy for any such breach, and I further agree to waive any requirement for the securing or posting of any bond in connection with such remedy. Such remedy shall not be deemed to be the exclusive remedy for breach of this Undertaking but shall be in addition to all remedies available at law or equity.

Signed:



Affiliation

Winston & Strawn LLP – for Village of Frankfort IL

Dated.

1/25/08

Exhibit B

UNDERTAKING - HIGHLY CONFIDENTIAL MATERIAL

I, Eric L. NIRSCHNOR, am outside [counsel] ~~[consultant]~~ for Village of Frankfort IL, for whom I am acting in this proceeding. I have read the Protective Order served on October 22, 2007, governing the production and use of Confidential Information and Confidential Documents in STB Finance Docket No. 35087, in the proceedings for regulatory authority for the creation of EJ&EW, and in related proceedings, understand the same, and agree to be bound by its terms. I agree not to use or to permit the use of any Confidential Information or Confidential Documents obtained pursuant to that Protective Order, or to use or to permit the use of any methodologies or techniques disclosed or information learned as a result of receiving such data or information, for any purpose other than the preparation and presentation of evidence and argument in STB Finance Docket No. 35087, in the proceedings for regulatory authority for the creation of EJ&EW, and in related proceedings before the Surface Transportation Board, or any judicial review proceedings in connection with any of those proceedings. I further agree not to disclose any Confidential Information, Confidential Documents, methodologies, techniques, or data obtained pursuant to the Protective Order except to persons who are also bound by the terms of the Order and who have executed Undertakings in the form hereof.

I also understand and agree, as a condition precedent to my receiving, reviewing, or using copies of any information or documents designated or stamped as "HIGHLY CONFIDENTIAL," that I will take all necessary steps to ensure that said information or documents be kept on a confidential basis by any outside counsel or outside consultants working with me, that under no circumstances will I permit access to said materials or information by employees of my client or its subsidiaries, affiliates, or owners, and that, at the conclusion of this proceeding (including any proceeding on administrative review, judicial review, or remand), I will promptly destroy any documents containing or reflecting information or documents designated or stamped as "HIGHLY CONFIDENTIAL," other than file copies kept by outside counsel of pleadings and other documents filed with the Board.

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking and that Applicants or other parties producing Confidential Information or Confidential Documents shall be entitled to specific performance and injunctive and/or other equitable relief as a remedy for any such breach, and I further agree to waive any requirement for the securing or posting of any bond in connection with such remedy. Such remedy shall not be deemed to be the exclusive remedy for breach of this Undertaking but shall be in addition to all remedies available at law or equity.

Signed 
OUTSIDE [COUNSEL] ~~[CONSULTANT]~~

Dated 1/25/08