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January 28, 2008

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BY HAND

The Honorable Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423-0001

Re: STB Finance Docket No. 35087
Canadian National Railway Co. and Grand Trunk
Corporation – Control – EJ&E West Company



Dear Secretary Quinlan.

Enclosed for filing in the above-referenced proceeding are an original and ten copies of the following: National Railroad Passenger Corporation's Comments in Opposition to Proposed Transaction. Also enclosed are three CD's, each containing a copy of the submission

If you have any questions or I can be of any assistance, please let me know.

Respectfully,

A handwritten signature in black ink, appearing to read "George W. Mayo, Jr.".

George W. Mayo, Jr.

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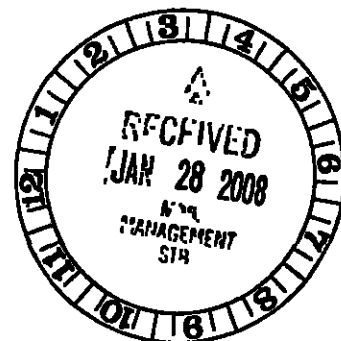
cc: All Parties of Record

Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO 35087

CANADIAN NATION RAILWAY COMPANY
AND GRAND TRUNK CORPORATION
- CONTROL -
EJ&E WEST COMPANY



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NATIONAL RAILROAD PASSENGER CORPORATION'S ^{Part of}
COMMENTS IN OPPOSITION TO PROPOSED TRANSACTION ^{Public Record}

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Dated: January 28, 2008

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35087

CANADIAN NATION RAILWAY COMPANY
AND GRAND TRUNK CORPORATION
- CONTROL -
EJ&E WEST COMPANY



**NATIONAL RAILROAD PASSENGER CORPORATION'S
COMMENTS IN OPPOSITION TO PROPOSED TRANSACTION**

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INTRODUCTION AND SUMMARY OF POSITION

National Railroad Passenger Corporation ("Amtrak") hereby submits its comments in opposition to the Application by Canadian National Railway Company ("CNR") and Grand Trunk Corporation ("GTC") (collectively, "CN") to acquire control of EJ&E West Company ("EJ&EW"). As explained in detail below, Amtrak opposes Board approval of the proposed transaction unless such approval is conditioned upon the requirement that CN preserve the Air Line Route at its current operating standards for continued use by Amtrak trains in accessing the Chicago Union Station, at no additional cost to Amtrak or the State of Illinois (which is funding a portion of the subject Amtrak service), until such time that an alternative routing using the Grand Crossing Route is completed and in operation.

I. THE PROPOSED TRANSACTION FUNDAMENTALLY THREATENS ESSENTIAL AMTRAK SERVICE

In its Application, CN appropriately acknowledges that the Board must weigh the impact of the proposed transaction upon Amtrak service, and in that regard asserts that the EJ&EW acquisition “will not affect passenger rail service operating on CN lines ” Application, p. 222 (Operating Plan). Yet the Application itself – in addressing CN’s plans for the St. Charles Air Line Route (the “Air Line Route”) – directly contradicts this assertion.

Currently, Amtrak operates six daily trains that utilize the Air Line Route in accessing Chicago Union Station:

- the *City of New Orleans*, which operates a daily round trip between Chicago and New Orleans; and
- the *Illini* and *Saluki*, funded primarily by the State of Illinois, which together provide two daily round trips between Chicago and Champaign/Carbondale, IL.

Certain operating changes proposed by CN, including CN’s clearly stated objective of pursuing abandonment of the Air Line Route, threaten continuation of this essential Amtrak service. See Verified Statement of Michael Franke (“Franke V.S.”).

CN plans to cease its own operations over 11 miles of the Air Line Route north of 94th Street, re-routing all of its freight traffic onto its newly acquired EJ&EW lines.¹ (See map

¹ As explained by CN:

[T]he availability of a continuous CN route around Chicago [as proposed in the Application] would . . . make it possible for CN to more quickly cease operations over the St. Charles Air Line – an elevated track that crosses the southern part of

depicting that portion of the Air Line Route over which CN plans to cease operations (Franke V.S., Ex. B)) After achieving this re-routing, CN has abandonment of the Air Line Route as one of its stated objectives. CN recognizes, however, that because Amtrak is dependent upon the Route, Amtrak's usage of the line would have a bearing upon the abandonment issue.²

CN suggests, and Amtrak agrees, that implementation of relevant parts of the CREATE plan would permit the elimination of the Air Line Route and at the same time improve Amtrak's service into Chicago.³ See Application, p. 222 (Operating Plan). Under the CREATE plan, Amtrak and CN trains that currently operate over the Air Line Route would use a new route ("the Grand Crossing Route") created by building a new connection from CN to a Norfolk

downtown Chicago – and which is jointly owned by CN, BNSF Railway Company ("BNSF"), and Union Pacific Railroad Company ("UP"), and over certain connecting CN lines that make up the Air Line route.

Application, p. 16; *see id.*, p. 210 (Operating Plan)(identifying as a "key element" of its operating plan "[r]e-routing of CN traffic off the St. Charles Air Line facility located near downtown Chicago between CN's Freeport and Chicago subdivisions"), and p. 216 (Operating Plan)(in phase 3, "CN trains no longer use St. Charles Air Line")

² In carefully chosen language, CN states:

Although CN expects to be able to cease operations over the Air Line and the portion of the Chicago Line immediately south of the Air Line by the end of the three-year implementation plan, it would not immediately be able to abandon those lines, as CN is only a partial owner of the Air Line, and because the Chicago Line is used by Amtrak for its trains to and from La Salle Street Station.

Application, p. 32 n.15; *cf., id.*, pp. 204 (Operating Plan), 219 (Operating Plan). CN errs in its reference to La Salle Street Station, however; Amtrak has never operated out of that station. *See* Franke V.S. at 4 n.1.

³ As described by CN, "[t]he Chicago Region Environmental and Transportation Efficiency Program ("CREATE") is a partnership between the State of Illinois, the City of Chicago, and the freight railroads operating in Chicago to increase the efficiency of the region's rail infrastructure and improve the quality of life of its residents " Application, p. 204 n.3 (Verified Statement of David L. Novak).

Southern Railway ("NS") rail line at Grand Crossing near 75th Street in Chicago Development of the Grand Crossing Route (depicted on the map at Franke V.S., Ex. B), would produce significant public benefits:

- approximately a 10 minute reduction in the running times of Amtrak trains;
- additional capacity on the NS line, which is used by 14 other Amtrak trains; and
- removal of *all* trains from the Air Line Route, which would allow the City of Chicago to proceed with redevelopment plans involving the route

See Franke V.S. at 12.

The Grand Crossing Route, however, is not funded, and regulatory approvals and construction will take years. Moreover, construction of the Grand Crossing Route is threatened by CN's decision to withdraw its funding commitment to CREATE, and by CN's new plan to acquire the EJ&EW and reroute its trains over EJ&EW's lines instead. *See* Franke V.S. at 3, 9, 11-12.

Unconditional STB approval of CN's Application to acquire the EJ&EW would make it much *less likely* that the Grand Crossing Route will ever be constructed, and would be the predicate for CN pursuing abandonment of the Air Line Route Alternatively, even if CN chose to delay its abandonment of the Route, it likely would seek in the interim to shift all of the costs of operating and maintaining the Air Line Route to the sole user, *i.e.*, Amtrak Either scenario could lead to discontinuance of the Amtrak trains that use the Air Line Route, the former because the Route would be lost to Amtrak with no viable alternative, and the latter because Amtrak (and Illinois) would be unable to afford to pay all the costs of retaining the Route. *See* Franke V.S. at 11, 17-18.

Discontinuance of *City of New Orleans*, *Illini*, and *Saluki* trains would have enormous adverse impacts:

- Over 400,000 passengers ride these trains each year, and ridership is increasing (up 70% on the Chicago-Carbondale route over the past year due to increased service). These passengers would be forced to travel by other modes (primarily automobile), increasing energy consumption, pollution, and highway accidents and congestion.
- Many Amtrak passengers without cars would not be able to travel at all. Most of the small cities and towns served by the affected trains have no airline service, and some do not even have bus service.
- Particularly hard hit would be students traveling between the Chicago area and downstate University of Illinois campuses in Champaign, Carbondale and Charleston
- Hundreds of persons – Amtrak employees and others – in Chicago, New Orleans, and many communities in between would lose their jobs.

See *Franke V.S.* at 7, 12.

These are impacts the Board should not countenance. If the proposed transaction is to be approved, the Board should use its conditioning authority to provide assurance that essential Amtrak service will not be adversely affected

II. ANY BOARD APPROVAL OF THE PROPOSED TRANSACTION SHOULD BE APPROPRIATELY CONDITIONED TO ASSURE AMTRAK SERVICE IS NOT ADVERSELY AFFECTED

The Board has broad authority to “impose conditions governing the transaction.”

49 U.S.C. § 11324(c).⁴ It should exercise that authority here, given the threat that the transaction

⁴ As pointed out by the Board in this proceeding:

The Board has broad authority to impose conditions in railroad control transactions under 49 U.S.C. 11324 (c). However, the Board’s power to impose conditions is not limitless: there must be a sufficient nexus between the condition imposed and the transaction before the agency, and the condition imposed must be reasonable. *See United States v*

poses to essential Amtrak service. Indeed, in connection with Class I railroad mergers, the Board's regulations prescribe that "[t]he Board must ensure that essential . . . passenger . . . rail services are preserved wherever feasible." 49 C.F.R. § 1180.1(c)(2)(ii) Here, in exercise of its conditioning authority discretion, the Board should be guided by this same objective.

Amtrak service will be preserved if Amtrak continues to have access to the Air Line Route, that Route is maintained to its current standards, and Amtrak is not required to incur costs disproportionate to the costs it is currently incurring in utilizing the Route. *See Franke V.S.* at 5-8, 9-12.

Amtrak service will also continue if Amtrak is given access to a viable alternative route for the Amtrak trains that currently use the Air Line Route. The only such viable alternative is the proposed Grand Crossing Route. Amtrak has studied other potential alternate routes, but they are all more circuitous, already crowded with commuter and/or freight trains, and would require Amtrak trains to operate over a gauntlet of rail lines dispatched by multiple railroads, ensuring frequent delays. Spending public money to upgrade these alternate routes would not produce improved Amtrak service: train schedules would be *longer*, and delays would be much more frequent and lengthy, than on the current route. *See Franke V.S.* at 8-9, 12-17.

In order to preserve Amtrak's current service, any Board approval of the proposed transaction should be conditioned on a requirement that CN preserve the Air Line Route at its current operating standards, at no additional cost to Amtrak (or the State of Illinois), until such

Chesapeake & O. Ry, 426 U.S. 500, 514-15 (1976); *Consolidated Rail Corp. v. ICC*, 29 F.3d 706, 714 (D.C. Cir. 1994).

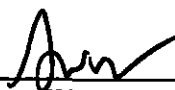
Decision at 6 n 2 (served Dec 21, 2007). The conditions sought by Amtrak here easily satisfy both the nexus and the reasonableness requirements.

time as the Grand Crossing Route is completed and in operation. Through this condition, the Board would encourage all relevant parties to focus on securing public and private funding for, and completing construction of, the Grand Crossing Route as soon as possible, with the ultimate objective that Amtrak's service can be preserved and *all* trains can be removed from the Air Line Route to facilitate redevelopment in downtown Chicago.

CONCLUSION

For the reasons set forth above, Amtrak requests that any Board approval of the proposed transaction be made subject to the conditions Amtrak has proposed.

Respectfully submitted,



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Dated: January 28, 2008

CERTIFICATE OF SERVICE

I hereby certify this 28th day of January, 2008, that I have caused the foregoing National Railroad Passenger Corporation's Comments in Opposition to Proposed Transaction to be served by first-class mail, postage pre-paid, on all of the following, other than Washington, DC counsel for Applicants, which was served by hand today:

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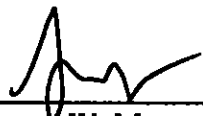
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George W. Mayo, Jr

**VERIFIED STATEMENT OF
MICHAEL W. FRANKE**

**VERIFIED STATEMENT OF
MICHAEL W. FRANKE**

My name is Michael W. Franke. I am employed by the National Railroad Passenger Corporation ("Amtrak") as Assistant Vice President, State and Commuter Partnerships – Central. My business address is 525 West Van Buren Street, Suite 200 Chicago, Illinois.

SUMMARY OF QUALIFICATIONS

I have been employed in the railroad industry for over 38 years. I spent the first 16 years of my career with the Norfolk and Western Railway, serving in a variety of operating and engineering/maintenance positions. From 1985 to 1990, I was General Manager Engineering, and subsequently Vice President Operations, of the Chicago South Shore and South Bend Railroad, a regional railroad operating commuter and freight service between Northwestern Indiana and Chicago. In 1990, I joined the Atchison, Topeka and Santa Fe Railway and served as Vice President Maintenance, Mechanical and Engineering. From 1993 to 1999, I was Vice President and Chief Engineer of the Santa Fe and its successor, BNSF. In 1999, I became Executive Vice President of Wisconsin Central Transportation Company, which is now part of the Canadian National Railway ("CN").

Since joining Amtrak in 2000, my primary focus has been the development of conventional and high speed corridor services and rail infrastructure planning in the Midwest. In my current position, my responsibilities include serving as Amtrak's representative on rail infrastructure and corridor development projects in the Midwest; conducting rail line capacity, infrastructure and operations planning studies on existing and proposed Midwestern routes; and negotiating Amtrak's contractual relationships with the

states that provide funding for the majority of the Amtrak's Midwestern short distance trains. I have been heavily involved in the "CREATE" project since 2001. CREATE, an acronym for the Chicago Region Environmental and Transportation Efficiency Program, is a partnership among Chicago's railroads, the City of Chicago, and the State of Illinois that has developed a comprehensive plan to address rail capacity and fluidity issues in the Chicago area through \$1.5 billion in public and private investments in rail infrastructure. I serve as Amtrak's non-voting representative on CREATE's Management Committee.

I am a member of the Board of Governors and Treasurer of the American Railway Engineering and Maintenance of Way Association ("AREMA"), the professional association for railway engineering and infrastructure maintenance. I have served on the Board of AREMA, and its predecessor the American Railway Engineering Association ("AREA"), for thirteen years, and also formerly served as President of AREA.

I received a B S in Civil Engineering from Washington University in St. Louis, and an M.S. in Railway Civil Engineering from the University of Illinois. I am a registered professional engineer in the states of Missouri and North Carolina.

My resume is appended to my statement as Exhibit A.

AMTRAK'S INTEREST IN THIS PROCEEDING

As described in its Application, CN intends to make sweeping changes in its Chicago-area rail operations if it receives approval to acquire the Elgin, Joliet & Eastern Railway West ("EJ&EW"). One of the most significant changes CN plans is the elimination of all freight operations on 11 miles of CN's St. Charles Air Line Route (the "Air Line Route"), which is also used by six daily Amtrak trains. CN intends to reroute its freight trains via the EJ&EW, and thereafter to pursue "formal abandonment" so that it can

sell the underlying property for commercial redevelopment. (CN Application, pp 32 n.15, 204 (Operating Plan), 219 (Operating Plan).)

CN's Application asserts that the EJ&EW acquisition "will not affect passenger rail service operating on CN lines." (Application, p 222 (Operating Plan)). Given that CN plans to pull up the track on an 11-mile rail line used by six Amtrak trains if the EJ&EW acquisition is approved, I cannot imagine how CN could make such a statement.

No viable alternate route is currently available for the Amtrak trains that use the Air Line Route. The route via Grand Crossing and NS ("the Grand Crossing Route") that CN's Application suggests Amtrak's trains could use (Application, p. 222 (Operating Plan)) would in fact be a beneficial alternative to the Air Line Route. However, it does not exist:

- There is no physical track connection between the grade-separated NS and CN lines at Grand Crossing. (CREATE has estimated that the cost of such a connection would be \$25 million.)
- In addition, NS's line from Grand Crossing to downtown Chicago would require capacity investments before it could accommodate six additional Amtrak trains reliably.

No funding is in place to construct any of these improvements. If and when funding becomes available, right-of-way acquisition, regulatory approvals, and actual construction are likely to require at least five years to complete. Moreover, unconditional approval of CN's acquisition of the EJ&EW would make it much *less* likely that the Grand Crossing Route will ever be constructed.

I address each of these issues in more detail below.

A. The Air Line Route

Since the 1850s, freight and passenger trains operating over the Illinois Central Railroad's main line between New Orleans and Chicago have accessed downtown Chicago over what is now the northernmost part of CN's Chicago Subdivision. This line (the "Chicago Subdivision") runs north for approximately 19 miles from CN's classification yard in Markham into downtown Chicago, entering Chicago from the south and running parallel to Lake Michigan into the downtown area.

At 18th Street, just north of McCormick Place, freight trains – and the Amtrak trains that have used this route since 1972 – make a sharp left onto another line known as the St. Charles Air Line (the "Air Line"). The Air Line, an elevated east-west line which is less than a mile long, runs parallel to 16th Street and passes over the southern approach tracks to Chicago Union Station. Amtrak's trains leave the Air Line at Union Avenue interlocking and access Union Station via a backup move.¹ CN and BNSF freight trains using the Air Line Route generally continue on to CN's Freeport Subdivision

The Chicago Subdivision and the Air Line are depicted in the map appended to my statement as Exhibit B. CN's Application refers to the route created by the combination of these two lines as the "Air Line Route"; I will use the same term in this statement

An important attribute of the Air Line Route is that it has no grade crossings. As described in an article recently published by the Illinois Central Railway Historical Society (appended as Exhibit C), this is a result of a grade separation project on the Chicago Subdivision that IC carried out in stages between 1892 and 1927. The completion of this

¹ CN's Application erroneously states that Amtrak uses the Air Line "for its trains to and from *La Salle Street* Station" (Application, p. 32 (emphasis added)). Amtrak has never operated trains to La Salle Street Station.

project gave IC something “[n]o other railroad in Chicago had”: a “grade crossing free [line] for 29 miles from Randolph Street” in downtown Chicago “clear to Richton”.² Likewise, the Air Line itself was “elevated for most of its 7/10 mile length in 1889 to eliminate grade crossings.”³

The lack of grade crossings and limited curvature permit passenger trains to operate at 65 mph over most of the Chicago Subdivision, providing Amtrak trains with a fast route in and out of downtown Chicago. Of even greater importance, the Air Line Route has adequate capacity to accommodate existing freight and passenger operations, unlike many other rail lines in the Chicago area.

B. Amtrak Trains on the Air Line Route

Six daily Amtrak trains currently operate over the Air Line Route.

The Illini and Saluki together provide two daily round trips between Chicago and Champaign/Carbondale. These trains are funded primarily by the state of Illinois, which has provided funding for Amtrak service on this route since 1973.

One of the principal reasons for Illinois’ longstanding financial support of Amtrak’s Chicago-Carbondale route is that it serves three of the state’s largest public universities the University of Illinois in Urbana-Champaign; Southern Illinois University in Carbondale; and Eastern Illinois University in Charleston (just east of Mattoon). A

² Paul Jaenicka, *Corporate Responsibility Chicago Style. The Story of the Illinois Central Track Elevation Project, The Green Diamond* 41 (Sept. 2007) (appended as Exhibit C). Richton is just south of Matteson, where CN plans to build a new connection so that its trains will be able to operate over the EJ&EW rather than via the Air Line Route.

³ Mike Schaefer, *The St. Charles Air Line or, How Amtrak “Flies” over to the ICG*, Passenger Train Journal 23 (Aug. 1985) (appended as Exhibit D).

large percentage of the students attending these “downstate” universities live in the Chicago area. The *Illini* and *Saluki* provide students traveling between school and home with a safe, all-weather, alternative to travel by automobile.

Amtrak’s Chicago-Carbondale trains also play an important role in the economies of the Illinois communities they serve. Air service is not a practical alternative for persons making the 129-mile trip between downtown Chicago and Champaign, and there is no scheduled airline service (and only limited bus service) to Carbondale and the other communities south of Champaign. Those driving to Chicago from the South frequently encounter traffic congestion (particularly on the Dan Ryan Expressway) and must contend with limited downtown parking. The availability of Amtrak service is very important to university faculty members and others who live and work in these communities and travel to Chicago for business purposes.

Ridership on the *Illini* and *Saluki* totaled 229,000 in Amtrak’s fiscal year 2007, a nearly 70 percent increase from the previous year. Most of the growth was attributable to increased service: the second daily round trip was added in October 2006 as a result of Illinois’ decision to double its funding for state-supported Amtrak service.

The City of New Orleans is a long distance train that operates a daily round trip between Chicago and its namesake city. It carried 180,000 passengers in FY2007. In addition to providing a third frequency on the Chicago-Champaign/Carbondale segment, this train serves many small cities and towns in Tennessee, Kentucky, Mississippi and Louisiana that do not have scheduled air service, and in some cases do not even have intercity bus service.

The operation of these six trains creates hundreds of jobs in communities along their routes. Many of these jobs are held by the Amtrak employees who operate the trains or support their operation. They include conductors, engineers, and on-board service and equipment maintenance employees based in Chicago, Carbondale, Memphis and New Orleans, as well as Amtrak station personnel employed at these locations and at the four other staffed stations on the route. Others whose employment is dependent upon these trains work for Amtrak suppliers in Chicago and New Orleans, and in the tourism/hospitality industry in Southern Illinois (which promotes travel by Amtrak to attract visitors from the Chicago area)

C. On-Time Performance on the Air Line Route

Amtrak train operations over the Air Line Route are very consistent and reliable.

Scheduled running time for southbound Chicago-Carbondale trains is 41 minutes over the 25 miles between Union Station and Homewood, the first stop south of Chicago. (Northbound trains have additional recovery time built into their schedules to permit recovery from delays incurred south of Homewood.) Amtrak's trains routinely and consistently operate within the scheduled 41 minutes running time. Delays due to other rail traffic are extremely rare on this segment, which has moderate freight traffic and no commuter train operations.

The 41 minutes includes time for a back-up move in and out of Union Station for Amtrak's trains to access or egress from the Air Line. This backup move is virtually seamless because it takes place on Amtrak-dispatched trackage south from Union Station and on a portion of the Air Line that has very little freight traffic (since most freight trains operating over the Air Line do not use the trackage on which the backup move

occurs). As a result, dispatchers are able to pre-line switches for the backup move before southbound trains depart from Union Station and when northbound trains enter the east end of the Air Line at CN's Clark Street Tower. Amtrak trains are almost never delayed waiting for switches to be lined and for dispatcher authorization to proceed.

D. CREATE's Grand Crossing Route

As noted above, construction of the Grand Crossing Route is among the Chicago area rail infrastructure improvements proposed as part of the CREATE project. This route was designed, with the support of both Amtrak and CN, to provide Amtrak and CN trains with an alternate route that would replace the Air Line Route. The Grand Crossing Route is comprised of two separate CREATE projects:

- construction of a new connection at Grand Crossing, near 75th Street in the southeast part of Chicago, where CN's Air Line Route crosses under NS's Chicago Line, and
- the "Central Corridor Project," which would include construction of additional capacity on the approximately five-mile segment of NS's Chicago Line between Grand Crossing and CP 518 to accommodate the additional Amtrak and CN trains, and of new connections that would allow CN trains rerouted onto the NS corridor at Grand Crossing to rejoin CN's lines

Construction of the Grand Crossing route would produce significant benefits for Amtrak's passengers, as I discuss in more detail below. It would also produce other public benefits:

- creation of a new route through Chicago for both Amtrak and CN freight trains that would be virtually grade crossing-free, like the Air Line Route it would replace;⁴ and
- the removal of *all* trains (freight and passenger) from the Air Line Route, which would allow the City of Chicago to proceed with its redevelopment plans for the underlying property.

However, the Grand Crossing Route is not funded. CN was to contribute \$63.4 million towards the construction of that route, but withdrew this (non-binding) financial commitment and has instead pursued acquisition of the EJ&EW.

E. Impact of the EJ&EW Acquisition on Amtrak

The EJ&EW line that CN seeks to acquire operates generally in a loop around the outer suburbs of Chicago, crossing virtually every rail line that enters the city. CN's objective – which it hopes to accomplish by 2010⁵ according to its Application – is to reroute over the EJ&EW all through CN freight traffic that currently moves through Chicago over the Air Line Route and other routings. (Application, pp 15-16, 21.)

According to the amended traffic density tables in CN's Application,⁶ the EJ&EW rerouting will result in the discontinuance of all freight train operations on the approximately 11 miles of the Air Line Route north of 94th Street (depicted by the dashed

⁴ The only grade crossing between Grand Crossing and Chicago Union Station on the Grand Crossing Route is at Lumber Street, a local street that crosses Amtrak-owned trackage just south of Union Station before dead ending at Amtrak's Chicago maintenance facility.

⁵ The current operating agreement that governs Amtrak's operations over former Illinois Central lines (including the Air Line Route) expires on January 31, 2010.

⁶ See CN Corrections and Clarifications to Railroad Control Application, Attachment A-1 (served Jan. 3, 2008).

red line on the map appended as Exhibit B). After this rerouting takes place, CN's plan is to "formally abandon" unspecified portions of the Air Line Route (Application, p. 219 (Operating Plan)) CN has already reached agreement to sell the Air Line itself, and most of the Chicago Subdivision north of 94th Street, to the City of Chicago for a price that CN has declined to disclose.⁷

The removal of through freight traffic from the Air Line Route will also have a major impact on the 9-mile segment of that route (depicted by a solid red line on the same map) south from 94th Street to Markham Yard. Freight traffic volume on this segment – currently an average of 8.4 CN trains a day plus additional BNSF trains operating via trackage rights – will decrease to a single daily round trip local.⁸ This makes it likely that this segment, currently maintained to FRA Class 4 standards, will be downgraded once through freight traffic is removed.

If CN follows through on these plans, Amtrak will become the sole user of 11 miles of the Air Line Route.⁹ CN will have a new route for its freight, but Amtrak's trains will have no viable alternative to remaining on the Air Line Route.

⁷ See Applicants' Responses and Objections to The Village of Barrington's First Discovery Requests, Response to Interrogatory No. 29 (served Jan 3, 2008) (appended as Exhibit E).

⁸ In addition to CN's trains, BNSF coal and merchandise trains operate over the Air Line Route. According to CN, none of these BNSF trains is included in either the base year or post-implementation traffic density figures in its Application. See Applicants' Response to The National Passenger Railroad Corporation's [sic] Interrogatories and Request for Production of Documents, Response to Interrogatory No. 1 (served January 15, 2008) (appended as Exhibit F). CN presumably plans for these trains to be shifted from the Air Line Route to the EJ&FW along with CN's trains.

⁹ The amended traffic density tables CN filed with the STB earlier this month indicate that CN also plans to discontinue all of its operations on approximately six miles of its Chicago-Joliet line between 16th Street in Chicago and Lemoyne, IL (used by Amtrak's

Unconditional approval of CN's plans to acquire the EJ&EW would produce one of two wholly undesirable outcomes:

- the Air Line Route would have to be retained indefinitely for the sole use of Amtrak, thwarting Chicago's redevelopment plans; or
- if CN seeks to shift all of the costs of operating and maintaining the Air Line Route to Amtrak, or insists that Amtrak buy the line if it is to be retained for rail use, the cost to Amtrak and the state of Illinois (the primary funding agency of four of the six trains) will be prohibitive. This would result in the discontinuance of all six trains, since there is no other viable route by which they could reach downtown Chicago (as I discuss in more detail below).

CN's Application indicates that CN has decided to acquire the EJ&EW, and to abandon the CREATE-endorsed plan to route its trains over the Grand Crossing Route, because "continued funding uncertainties . . . leave[] realization of [the Grand Crossing Route] in question." (Application, p. 204 (Operating Plan)) Needless to say, the "funding uncertainties" that have prompted CN to conclude that the Grand Crossing Route may not materialize as promptly as CN (and Amtrak) would like will not go away because of CN's decision to depart from the CREATE plan and route its trains over the EJ&EW instead. Indeed, CN's decisions to withdraw its \$63.4 million funding commitment to the Grand Crossing Route, and to pursue acquisition of the EJ&EW instead, make it much *less*

10 daily Chicago-St. Louis trains and 6 weekday Metra trains) and on an adjoining four mile segment of CN's Freeport Subdivision that comprises a portion of the preferred route (identified in a recent study Amtrak conducted at the request of the Illinois Department of Transportation) for reinstitution of Amtrak state-supported service between Chicago and Rockford/Dubuque. There is no indication in the Application of CN's plans for these lines if its acquisition of the EJ&EW is approved.

likely that the public investment required to develop the Grand Crossing Route will materialize.

Discontinuance of the *City of New Orleans*, *Illini*, and *Saluki* trains would have enormous adverse impacts. Amtrak employees (and others) would lose their jobs; twenty communities would lose all intercity passenger rail service; and over 400,000 passengers each year would either have to find an alternate way to travel (with adverse impacts on the environment and on Chicago-area traffic congestion) or would be unable to travel at all.

F. Construction of the Grand Crossing Route

Amtrak continues to support the creation of the Grand Crossing Route. As detailed below, it is the only viable alternative for the six daily Amtrak trains that use the Air Line Route, and its construction would produce significant benefits even if it is not used by CN's trains:

- a reduction of at least 10 minutes in the running times of the six Amtrak trains rerouted from the Air Line Route; and
- additional capacity on the NS line, which is already used by 14 Amtrak trains each day (five Chicago-Michigan corridor service round trips and two long distance round trips between Chicago and the east coast).

The total capital cost associated with shifting just Amtrak's trains from the Air Line Route to the Grand Crossing Route is not yet known. The connection at Grand Crossing was projected to cost \$25 million when the CREATE plan was developed, and "Central Corridor Project" capacity and other improvements on NS's Chicago Line from Grand Crossing towards downtown Chicago to accommodate both Amtrak and CN trains were projected to cost an additional \$100 million.

Even if CN's trains do not use the Grand Crossing Route, NS has indicated, and I agree, that some of the Central Corridor Project capacity improvements will be needed between Grand Crossing and CP 518 to accommodate six additional Amtrak trains. This five-mile segment is NS's primary route into Chicago from the East, and has significant freight traffic volume in addition to the current 14 daily Amtrak trains. Occupancy of main tracks by freight trains waiting to get into NS's 47th Street intermodal facility and Ashland Avenue yard often cause delays on this heavily-trafficked line segment. Determining the scope and cost of the improvements needed will require a joint study by Amtrak and NS and subsequent negotiations (since all of the railroads participating in CREATE would have to concur on the scope and cost of improvements to be included in the CREATE plan).

Another very important consideration not acknowledged in CN's Application is the time required to construct the Grand Crossing Route. Even if funding was secured today, environmental analysis, property acquisition, and regulatory approvals would all be required before construction could begin. Based on my experience with similar projects on heavily used rail lines in urban areas and on the amount of "preparatory" work yet remaining to be completed prior to commencement of actual construction, I would estimate that it would be approximately five years, including three work seasons, from the time funding became available until completion of the connection and other improvements.

G. Grand Crossing Is the Only Viable Alternative to the Air Line Route

Funding and construction of the proposed Grand Crossing Route is the only viable alternative to continued Amtrak operations over the Air Line Route.

Following CN's announcement of its plans to acquire the EJ&EW, the rail industry's Chicago Transportation Coordination Office ("CTCO") identified (without Amtrak's involvement) several possible alternatives to the Grand Crossing Route for Amtrak trains that use the Air Line Route. In an Illinois newspaper article about the EJ&EW acquisition, a CN official stated that Amtrak trains could use one of these alternate routes to access Chicago Union Station if the Air Line Route was abandoned.

On Amtrak's behalf, I have conducted a preliminary analysis of the three potential alternatives CTCO identified (which I refer to as "Options 1-3"). This involved both field inspections and discussions with the host freight carriers as to train volumes, operational challenges, etc.

My analysis was focused on three issues:

1. Safety: Any alternative route cannot degrade the safety of our operations when compared to the current operation over the Air Line Route
2. Trip times: Trip times that are longer than on the existing route would not be acceptable to our passengers, and would adversely impact both revenues and the willingness of the State of Illinois to continue to fund the Chicago-Carbondale trains.
3. Capacity and Operational Reliability: As evidenced by the need for the \$1.5 billion CREATE project, much of the rail infrastructure in the Chicago terminal area does not have sufficient capacity to accommodate even the current level of train operations reliably. Injecting six Amtrak trains onto a line that does not have enough capacity to accommodate them would produce

frequent and lengthy delays for Amtrak's trains, and would also cause additional delays for commuter and freight trains already using the route.

My analysis indicates that the performance of Amtrak trains over any of the Options would be worse – in terms of safety, trip times and reliability – than operation over either the Air Line Route or the Grand Crossing Route. I have briefly summarized below the principal reasons why none of the CTCO-suggested Options would be an acceptable alternative. More detailed discussion of each Option can be found in the Appendix to my verified statement.

1. Grade Crossings: As detailed in the Appendix, Options 2 and 3 would both require Amtrak's trains to operate over a multitude of public grade crossings – 11 additional crossings under Option 2, and 10 under Option 3 – most of which cross roads with large volumes of automobile and truck traffic. The current Air Line Route has no grade crossings, and the Grand Crossing Route would cross only a lightly trafficked local road leading into Amtrak's mechanical facility.
2. Trip Times: As indicated in Appendix, the "pure running time" between Chicago Union Station and Homewood under all three Options is longer than on the current Air Line Route, and *much* longer than via the Grand Crossing Route.¹⁰
3. Reliability and On-Time Performance: An even bigger problem with all three Options is the greatly increased propensity for frequent and lengthy delays

¹⁰ Pure running time is the time required between two points for a train operating continuously at maximum permitted speed with zero delays.

when compared to the very reliable operation on the Air Line Route. North of 80th Street in Chicago, all of the Options would use Metra's Southwest Corridor Line, and short adjoining line segments operated by the Belt Railway of Chicago and NS, over which Amtrak's *Cardinal/Hoosier State* currently combine for one daily round trip. The five miles of this route between 80th Street and CP 518 are one of the most delay prone segments on Amtrak's 21,000 mile route system. They include two of the biggest chokepoints on Chicago's rail network – 80th Street interlocking and CP 518 – and three “handoffs” between dispatchers of different railroads. During the past six months, over half of the Amtrak trains operating between 80th Street interlocking and Union Station were delayed, in many cases for extended periods, due to interference from other trains and signal delays. South of 80th Street, the three Options use different routings, each with its own issues, to connect with CN's Chicago Subdivision. The congestion and operational issues associated with all of the Options are described in detail in the Appendix.

I did not have the time or information required to develop detailed capital costs estimates for the three Options.¹¹ However, it is obvious that the scope and cost of the

¹¹ Reliably estimating capital costs associated with the construction of new tracks and connections requires detailed, location- and rail line-specific analyses of current operations, track capacity, and the various considerations (environmental impacts and mitigation requirements; topography, property ownership, etc.) associated with determining the feasibility and costs of constructing track and new track connections. Additional issues that have to be addressed include environmental conditions at the location of proposed new connections, determination of land ownership, capacity modeling of the routes, and developing formal preliminary engineering cost estimates for the new construction required.

capacity improvements required on each of these routes to accommodate additional Amtrak trains would be considerable. Representatives of three of the track owners – NS, METRA and UP – have already stated that portions of all three routes over their lines do not currently have sufficient capacity to accommodate six additional Amtrak trains reliably. Two Options – Options 2 and 3 – would each require the construction of costly new connections between grade separated routes, with Option 3 requiring two such connections.

None of the three Options is an attractive candidate for scarce public funding. All of them would require major public expenditures, comparable to or perhaps even exceeding the cost of the Grand Crossing Route, that would produce *longer* trip times and *less* reliable performance than even the *current* (Air Line) route for the six affected Amtrak trains. These six trains – and the *Cardinal/HoosierState* north of 80th Street – are the only Amtrak trains that would derive any benefit from these expenditures. By contrast, capacity investments on the Grand Crossing Route would benefit 14 existing Amtrak trains in addition to the trains currently operating over the Air Line Route, and would facilitate future expansion of corridor services via this route to Michigan, Ohio and Indiana under the Midwest Regional Rail Initiative plan endorsed by those three states.

CONCLUSION

CN asserts that approval of its Application to acquire the EJ&EW:

- would not harm Amtrak service; and
- would facilitate the elimination of the Air Line Route, furthering the City of Chicago's redevelopment goals.

As I explain above, unconditional approval of CN's Application would virtually ensure that at least one – and quite possibly both – of these very important objectives will *not* be achieved.

I urge the Board to make sure that this does not happen. If the Board approves the EJ&EW acquisition, it should condition its approval on a requirement that CN preserve the Air Line Route at its current level of utility, at no additional cost to Amtrak (or the State of Illinois), until such time as the Grand Crossing Route is completed. This condition would preserve Amtrak's service. It would also provide strong incentives for all of the relevant parties to work together to secure public and private funding for, and complete construction of, the Grand Crossing Route as soon as possible.

VERIFICATION

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

Executed on January 25, 2008



Michael W. Franke

EXHIBIT A

Michael W. Franke

CAREER EXPERIENCE

- 2000-Current** **NATIONAL RAILROAD PASSENGER CORPORATION (AMTRAK)**
Assistant Vice President, State & Commuter Partnerships
Senior Director-Corridor Planning
Senior Director, Planning & Business Development
Assistant Vice President, Off-Corridor Programs
Assistant Vice President & Program Director – Midwest Regional Rail Initiative
- 1999** **WISCONSIN CENTRAL TRANSPORTATION COMPANY**
Executive Vice President
- 1995-1999** **THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**
Vice President & Chief Engineer
- 1990-1995** **THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY (ATSF)**
Vice President Maintenance, Mechanical and Engineering Departments
(In addition to continuous responsibility for system Engineering/MW, at various times also headed up Procurement, Technical Research & Development, and Police Departments)
Vice President & Chief Engineer
- 1985-1990** **CHICAGO SOUTH SHORE & SOUTH BEND RAILROAD**
Regional Commuter and Freight Railroad
Vice President Operations
- 1969-1985** **NORFOLK & WESTERN RAILWAY COMPANY (NW)**
Various operating and engineering/maintenance positions of increasing responsibility, including system assignments *Operating responsibilities included Chief Operating Officer positions at a number of rail subsidiaries*

EDUCATION

- M S. Railway Civil Engineering, University of Illinois
- B S. Civil Engineering, Washington University, St Louis, MO

PROFESSIONAL REGISTRATION

- Registered Professional Engineer in Two States

AFFILIATIONS

- American Railway Engineering and MW Association (Formerly President, currently Member of the Board of Governors and Finance Committee, Treasurer)
- American Association of Railroad Superintendents
- American Society of Civil Engineers
- National Academy of Science, High Speed Rail IDEA Committee (Chairman)
- Western Railway Club, Currently Board Member and President 2006-2007
- Board Member, Krambles Scholarship Foundation

EXHIBIT B

Impact of CN/EJ&E Merger on Amtrak

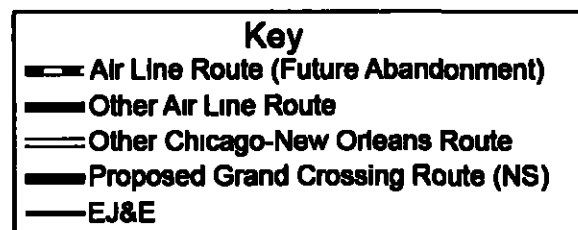
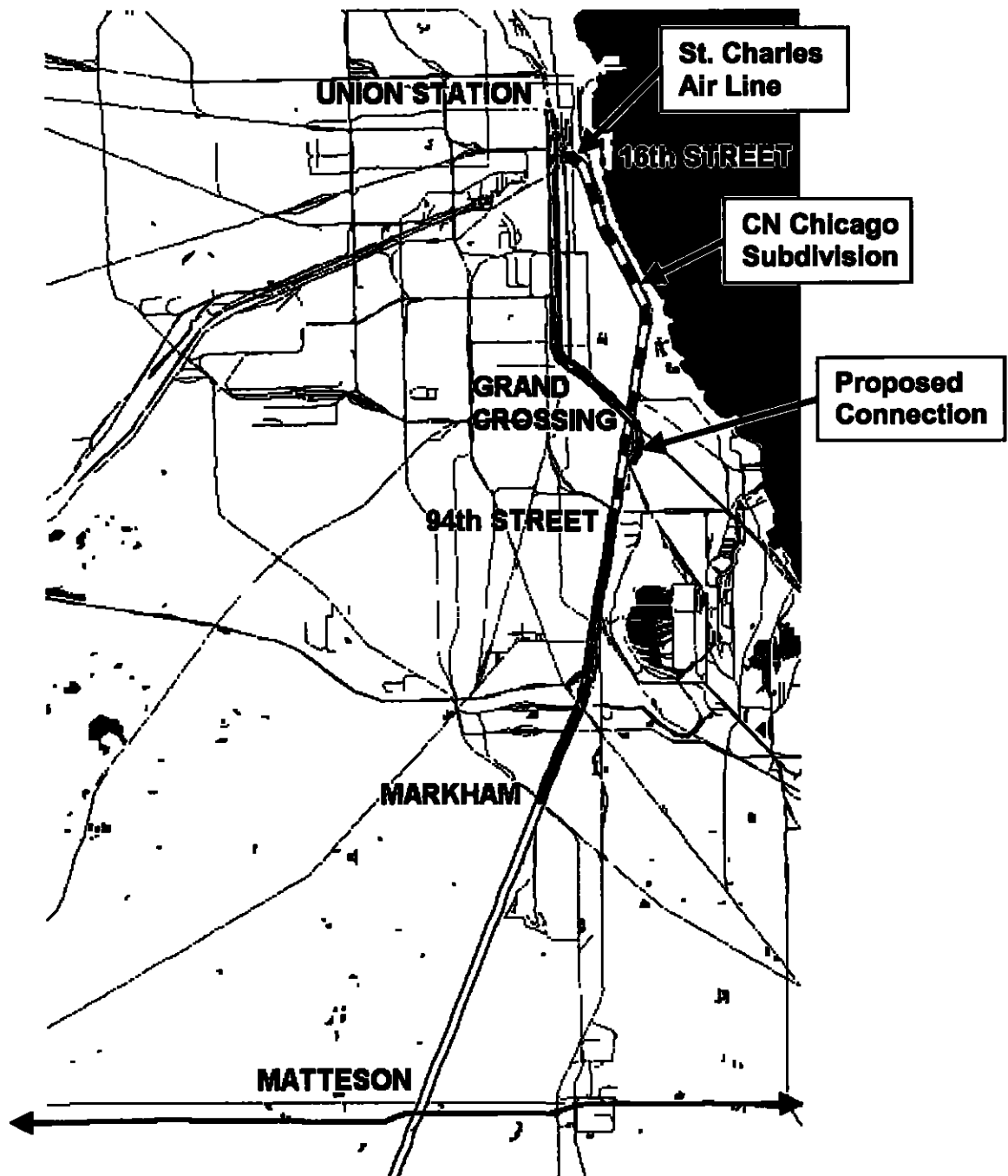


EXHIBIT C

Corporate Responsibility: Chicago Style

The Story of the Illinois Central Track Elevation Project

by Paul Jaenicke

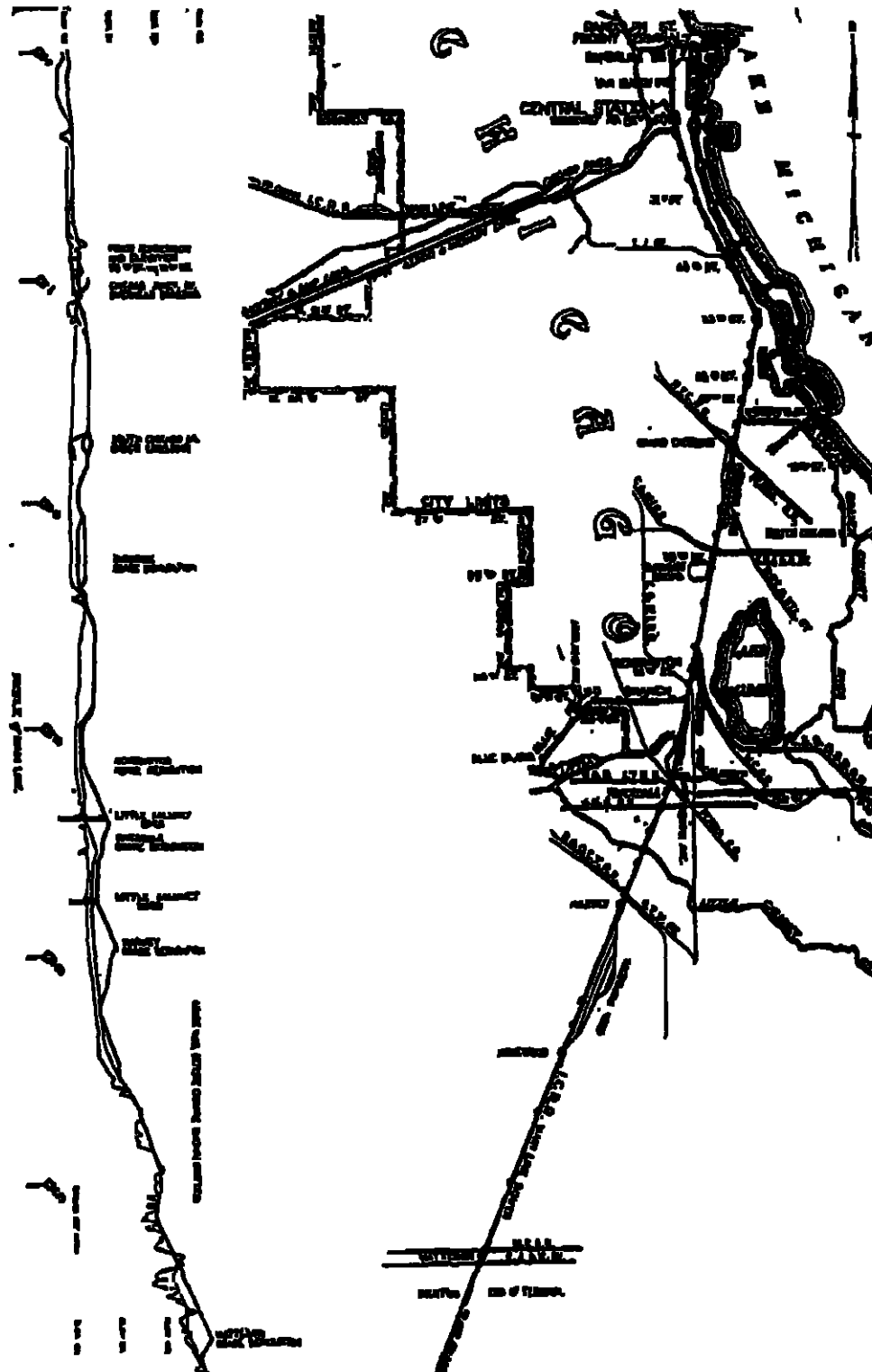
This article is intended to give the reader an understanding of the scope of the track elevation project that took place in Chicago during the early part of the 20th century. Details pertaining to the electrification of the Chicago Terminal (i.e. equipment, power requirements, etc.) have omitted due to the complexity involved in comprehensive covering of this subject. It is hoped that this article will give an appreciation of the engineering and technology accomplishments of this period and how the current operators of this stretch of railroad are still reaping benefits from this piece of work.

Driving today in Chicago suburbs one cannot help but notice the amount of congestion that revolves around the commuter railroad stations and crossings. Rush hour time can be very hectic for motorists trying to get from one side of town to the other. Over 114 years ago the Illinois Central saw this problem developing along its mainline in Chicago and set out to do something about this by starting an aggressive program to elevate its tracks, first in the city, and then in the suburbs. Back in the later part of the nineteenth century the City of Chicago was experiencing more congestion on its city streets due to the increase in population and also the amount of horse drawn vehicles that were traversing them. The amount of railroad crossings did not help the situation and numerous accidents and traffic gridlock was the result of this. The city began to take matters in its own hands by passing one ordinance after another that required railroads to elevate their tracks over city streets within the city limits of Chicago starting in 1890.

The story starts with the initial surveying of the IC mainline into the city. Groundbreaking took place south of the city limits on Dec 28, 1851. The first section was completed in May of 1852 between Kensington and the city limits which was about where 22nd St is now. The Michigan Central was instrumental in pushing the

construction of this line because of their desire to connect with the Illinois Central at Kensington and using this line to run their trains coming from the east. Surveying north of 22nd St. was a matter of controversy at this time because of the IC's desire to locate their right of way west of Chicago River and building a station where the current Union Station is. The Common Council of the City of Chicago did not want the tracks to be built in this area due to the joint trackage being built by the Rock Island and The Lake Shore and Michigan Southern which was also being located in this area. A right of way was granted along the lake shore in June of 1852. At this time Lake Michigan had reached up to the edge of Michigan Ave. and residents were in a constant battle with the city as to who was responsible in preventing erosion along the shoreline. Granting the IC this right of way along the lake shore was considered to be a win-win situation for all parties. This was considered an expensive option for the railroad but the only one that was being offered. The IC was obligated to build a trestle and breakwater between Randolph St. and 22nd St. . Building from this location to Hyde Park also required many trestles to be built due to the marshy conditions of the area.

Other provisions of the ordinance granting right of way privileges to the IC had stipulated that no buildings be



This map shows the extent of the Chicago Terminal Elevation Project along with a condensed profile on the left hand side. *Illinois Central Magazine*



Riverdale Tower, Circa 1915 This tower which controlled the IC, PRR, B&OCT crossing was no longer of use to the IC after elevation. However the structure continued to control the crossing of the PRR and B&OCT and be manned by an IC leverman. *Courtesy the Smoke Abatement and Electrification of Railway Terminals in Chicago, 1915*

erected between Randolph St and what is now 11th Pl. so that there would be no obstructions of the lake. Illinois Senator Stephen Douglas was also using his influence to have the IC build along the lake because he would then be able to sell some of his lakefront property located south of 22nd St. to the railroad. Originally a temporary station was located north of South Water St when the double track wooden trestle was completed in 1853. In 1856 the permanent Great Central Station was completed on land fill at the foot of Randolph St. Near the area of 14th St., Weldon car shops was located along with a roundhouse and yard tracks. Extensive marine equipment was located in this area in order to maintain the elaborate breakwater along the lake shore. After the Civil War disputes began between the city and the railroad that would go on for the next century concerning the usage of the lakefront property.

The first major development to effect the IC property along the lakefront was the Chicago Fire of 1871. The fire had completely gutted the inside of the station with just the walls remaining. It was partially rebuilt but never fully was restored to its original grandeur. But the most important development that came out of this was the filling in of fire debris and rubble between Michigan Ave and the IC trestle that was located in the lake. In 1872 Van Buren St. station was built on this fill and what was to become Grant Park was also in this area. In 1892 another round of extensive construction projects were started in anticipation of the crowds coming to the Columbian

Exposition being held south of the city in Jackson Park the following year. The new Central Station was built at 12th St. along with the elevation of tracks between 51st St. and 67th St. This elevation required 12 new bridges to be built in the area of the Exposition. The anticipation of more trains taking fair goers to the grounds along with pedestrians crossing the tracks made this project a necessity. Weldon Shops were moved in 1892 to Burnside near 95th St. because a bigger facility was needed to serve the needs of the railroad.

In 1895 the city was getting concerned about the Illinois Central's desire to fill in land east of the lake for more trackage. An ordinance was passed which gave the city the right to restrict the railroad to a confined right of way for the purpose of developing park land east of the railroad tracks and requiring the IC to depress its tracks along Grant Park complete with retaining walls on both sides of the right of way. The railroad was also prohibited from building any structures above the top of the retaining wall that would obstruct the view of the lake. Further stipulations had permitted the city to build bridges across the tracks so both sides of the park would be connected. In return the railroad was granted ownership of 55 acres of land between the Chicago River and 16th St and to backfill the area around South Water St.

Elevation continued to work its way south with the right of way being raised between 67th St and 79th St in 1907. An innovative process of using reinforced concrete was used in the construction of these bridges. A more complicated elevation was the Grand Crossing viaducts at 75th St. This was a joint cooperative effort between the Illinois Central, Lake Shore and Michigan Southern (NYC), and the Pittsburgh, Fort Wayne and Chicago (PRR) and was completed in 1911. Two levels of elevation were required to accommodate railroad grade separation along with a substantial lowering of the streets below the crossings. In 1915 the Nickel Plate bridge over the IC was completed at Grand Crossing. In 1916 the original bridges that were constructed between 51st and 67th St. in 1893 were considered to be not adequate to carry the heavier engines and steel passenger cars that were common after 1910. They were originally constructed as the through plate girder type with trough floors. The replacement bridges were built of steel and reinforced concrete with a total of 14 being reconstructed between 1916 and 1917. Tracks south of 95th to 115th St were elevated by 1915.

The most important agreement that would have the most impact on reaching the final solution pertaining to the lakefront question was the Ordinance of 1919. It was a three way agreement between the IC, City of Chicago and the South Park Commissioners. This had settled the riparian rights issues concerning the IC's claim to



75th St. Crossing after elevation in 1911. This was the most involved of the elevations where the IC had crossed the NYC, PRR and the NKP. The street below had to have its floor lowered in order to accommodate the double tier elevation. *Courtesy the Snake Abatement and Electrification of Railway Terminals in Chicago, 1915*

lakefront property. The city had used the property that was transferred to them by this agreement to build the Field Museum, Soldiers Field and other museum structures including Lake Shore Drive heading south from Grant Park to Jackson Park. The railroad was given the privilege in developing their air rights over the property north of Randolph St. This proved to be very lucrative much later for the railroad in the 1950's and 70's. Some of the highlights of this agreement as pertaining to the elevation were:

1. The railroad was required to lower the tracks between 27th and 44th streets, and to raise the tracks between 44th and 51st streets so the city and the South Park Commissioners could develop the park area between Grant Park and Jackson Park (55th St.) along the shoreline. This also included the building of retaining walls on the west side of the tracks between 29th and 51st streets, new signal system, filling in the submerged areas to widen the right of way, relocating, diverting, and lowering the city sewers, and protecting the huge 20 foot discharge outlet sewer that was under the tracks connecting to the Sanitary District's 39th St. pumping house. Maximum depression for lowering the tracks was reached at 39th St. The railroad was also forbidden to build any structures

that would obstruct the view of the lake between 29th St. and 51st St.

2. Agree to electrify entire suburban service within seven years after February 1920, entire freight service north of Roosevelt Rd. by 1930, entire freight service south of Roosevelt Rd. by 1935 and through passenger service by 1940. One note to add is that this was not a new idea, electrification was considered as early as 1891 to power trains that would be taking fair goers to the Columbian Exposition.

3. The construction of a new passenger terminal at Roosevelt Rd. which would be massive enough to allow all Chicago railroads offering passenger service to make use of it along with a new connection to be built at 18th St. to the west so that more rail roads could more easily have access to the new terminal. Electric suburban trains were to pass underneath the passenger tracks at the terminal in a new 4 track tunnel, with a connection to the station.

The Ordinance was designed to address the smoke abatement issue along with the consolidation of all Chicago passenger service into one station. The city was never pleased into having 4 major south side passenger

stations downtown and thought this would be a perfect solution to the problem. This was a plan that had good intentions but the idea of having all 16 railroads agree on using one passenger terminal was a bit unrealistic. As it turned out the station was never built but the electrification was carried through as far as suburban service is concerned, along with the freight service from 31st St. north to Monroe St. A transfer yard was built at 31st St. so steam powered freight trains from the south could transfer to electric power for the run north. Steam powered manifest trains going to Congress St. Yard were exempted from this change. One interesting note is that the electrified suburban tracks were jogged under the passenger main at 23rd St. to the east so that ample room would be available to start construction of the new passenger terminal on Roosevelt Rd. to the east of Central Station. The curve has existed to this very day.

After the ordinance was signed little time was wasted in starting the elevation project along the lakeshore. Dirt removed north of 44th St. was used to elevate the tracks between 47th and 51st Streets and widening the roadbed for more tracks that were planned. Submerged lands were filled in with this excess material along with soil pumped from the bottom of the lake between 21st and 29th streets, and from 16th to 25th street. The large interlocking plant located at 43rd St. to crossover traffic coming from the Union Stockyards on the Chicago Junction Railway

to the freight tracks on the east side of the mainline was eliminated in favor of a single track concrete structure which had spanned the suburban and passenger tracks to reach the freight main. A short double track tunnel was constructed at 67th St. so suburban trains coming from the South Chicago Branch did not have to cross the passenger and freight mains at grade. This required a new interlocking to be built at 67th St. to replace the old one at this location.

Tracks were arranged so that the suburban, passenger, and freight operations would not interfere with each other. This is how they were arranged:

Suburban tracks

Monroe to 11th Place-----3 tracks

11th Place to 51st Street—6 tracks

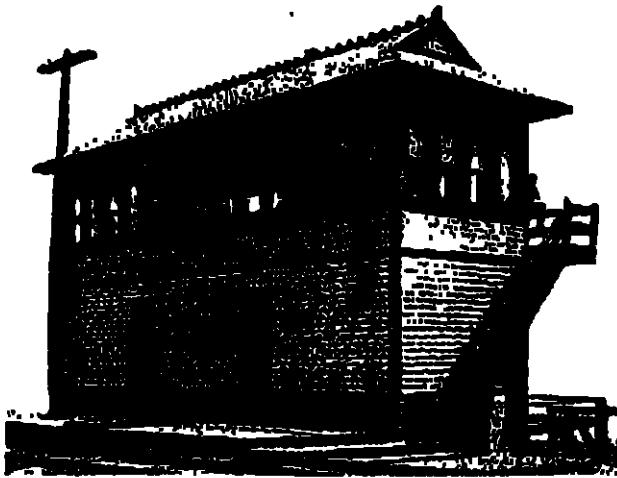
51st Street to 115th Street—4 tracks

115th Street to Richton—2 tracks

Both passenger and freight mains had their own double track between 23rd St. and Richton. Two freight mains existed between 11th Place and 23rd St. to handle trains coming out of the Congress St. Yard. Suburban tracks were specifically located on the west side of the mainline because this was the side where most of the residential housing was located on and would better serve commuters.

71st St Overpass, circa 1915. This was one of the first elevations to take place following the one done between 51st St and 67th St. Courtesy the Smoke Abatement and Electrification of Railway Terminals in Chicago, 1915



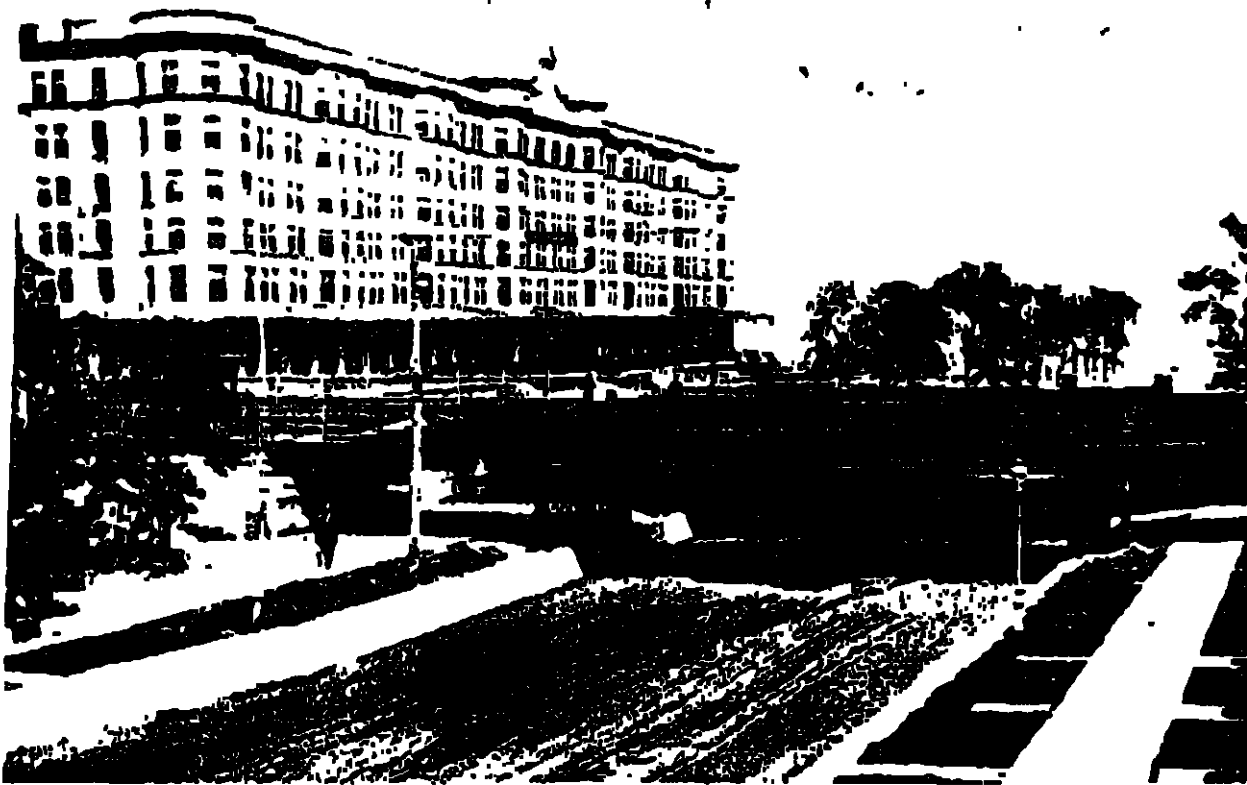


43rd St. Tower 1915: This was the tower that controlled the massive crossing of the Chicago Junction tracks with the IC mainline so trains from the stockyards could reach the freight main. It was torn down when the new flyover bridge was constructed and eliminated the need of having a tower to protect the crossing. *Courtesy the Smoke Abatement and Electrification of Railway Terminals in Chicago, 1915*

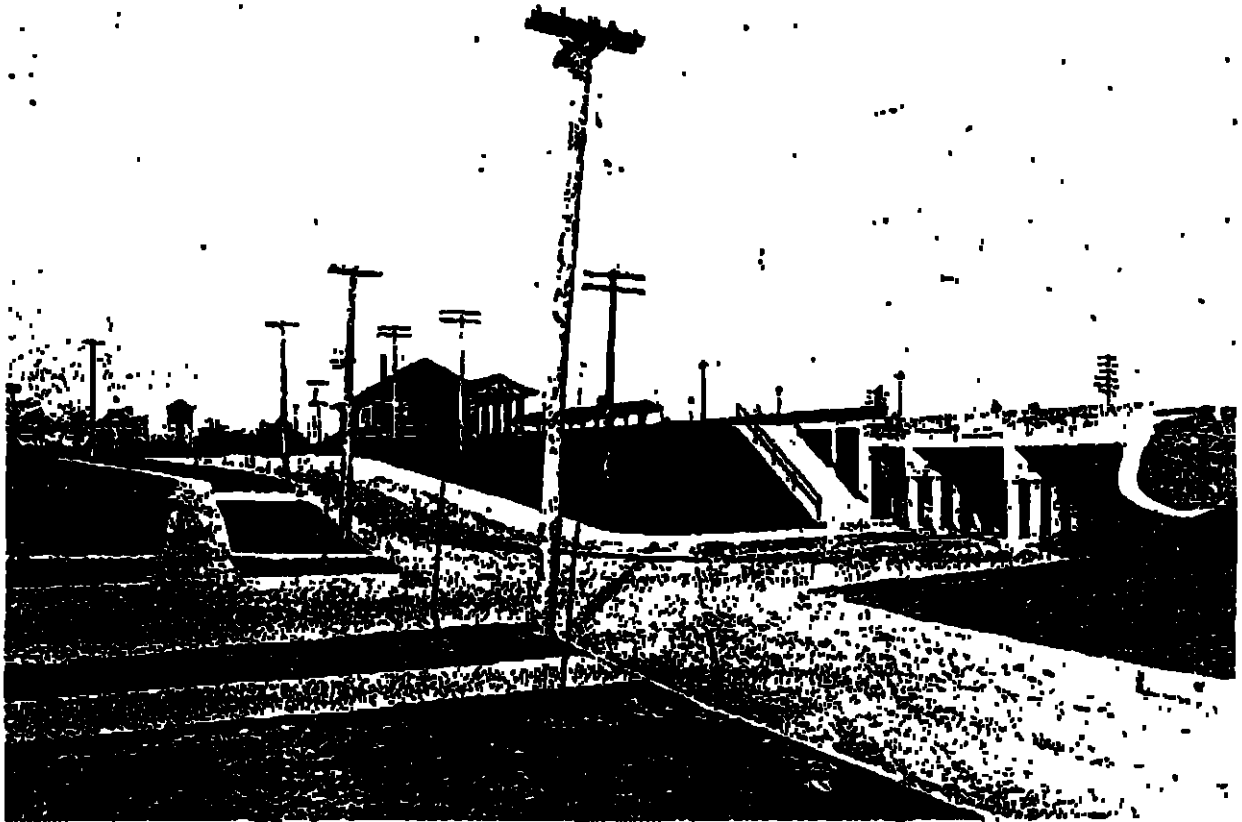
This was also the time when the new Markham Yard was being constructed 21 miles to the south as part of the terminal project

New interlocking towers were constructed at Randolph St, 51st St., 67th St., Kensington, (previously constructed in 1911), Homewood, and Richton. The tower at 51st St. was strictly used for the crossover of suburban trains and the freight connection with the Chicago Junction Railway. Grade separations to the south of 75th St. had eliminated interlocking plants at Burnside (BRC, CR&IP), Blue Island Junction (C&WI), Riverdale (B&OCT, PRR), Harvey (B&OCT, GTW) and two at Matteson (MC and EJ&E). Kensington interlocking was enlarged to handle improved connections with the CSS&SB, MC, and the Blue Island branch. Suburban service on the CSS&SB was not sufficient to warrant a special flyover arrangement at this junction.

The new Randolph St.--South Water St. Station was opened in October of 1931 after being constructed in stages since the abandonment of the old steam powered terminal in 1926. The current South Shore station stands where the temporary IC electric station was located until the permanent was completed to the west. A key feature



59th St. Viaduct: This was part of the original elevation that took place in 1893 to serve the grounds of the Columbian Exposition. It was later to be rebuilt as a concrete reinforced viaduct in 1916. *Courtesy Woodlawn Historical Society*



Flossmoor station 1913. Elevation came early to this station with construction taking place in 1911. The road in the foreground is Flossmoor Rd. *Illinois Central Magazine*

of this project was the Randolph St. viaduct which was built over the station and was to connect to the Outer Drive which later became known as Lake Shore Drive.

This project was part of the famous City Beautiful Plan of 1909 that architect Daniel Burnham had created for the development of the lakefront. The tracks leading into the station had to be depressed 17 feet in order to make sufficient room for the viaduct and station above. Subways were constructed across Michigan Ave. to give access to both Randolph and Van Buren Street stations. Much track elevation in the suburbs was long completed before the work in the city was finished. Viaduct work was done in Homewood and Flossmoor in 1911. The elevation at Matteson was completed in 1923 with the dual benefit of eliminating a 0.4% grade going toward Monee. Dirt was removed from Monee to create a cut and brought to Matteson to elevate the tracks.

Work continued in earnest from 1925 to 1926 to elevate the tracks in time for the construction of the electrification cantenary. Viaducts were built across the tracks at Monroeville, Jackson Van Buren, Congress, 7th, Harrison, 23rd, 31st, 35th, 39th, and 43rd streets, with tracks being lowered at these locations to make it easier to the

viaducts over the right of way. Track elevation between 82nd St. and 95th St (Burnside), the C&WI overpass at Kensington (1927), and the elevation between Riverdale and Harvey were the very last stretches of right of way to be constructed. The elevation material used at Riverdale and Harvey was sand that came from the Indiana Dunes area and was loaded in Haskell & Barker's side dump cars. Completion of the entire elevation project was done by 1927 with the exception of the Randolph St. station which was completed in 1931.

The entire mainline was grade crossing free for 29 miles from Randolph St. clear to Richton, with the Chicago terminal project costing an estimated 65 million dollars. No other railroad in the Chicago had accomplished such a task. The full electrification plan was never carried out due to the Great Depression in the 1930's along with the coming of diesel power trains. The elevation project paid for itself many times over by eliminating grade crossing accidents and expediting operations. This investment has continued to be a proven asset for both the current owners, Metra and Canadian National and is a tribute to the forward thinking management of the Illinois Central Railroad in the early part of the 20th century.



This is a detailed diagram of the track configuration of the Chicago Terminal showing how tracks were assigned. *Illinois Central Magazine*

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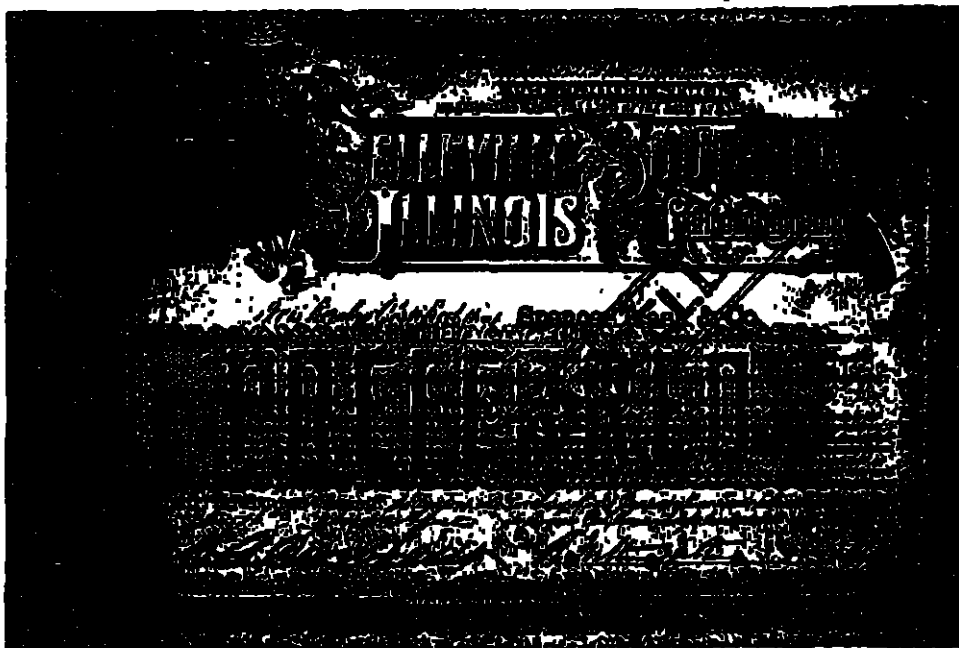
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Railway Review 3/6/26

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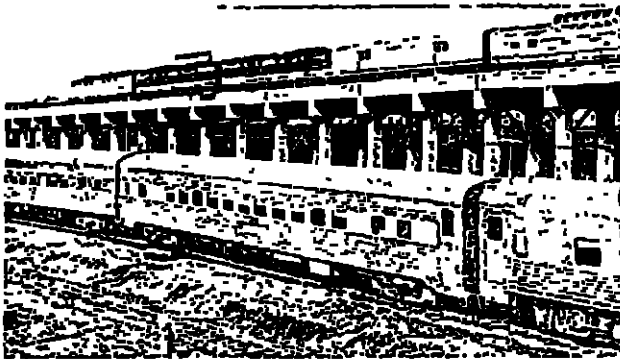
Pictures and illustrative materials submitted on CD by author



Surrendered stock certificates, July 6, 1897, for 100 shares of the Belleville & Southern Illinois Railroad, one of Illinois Central's many predecessor roads. The B&SI, acquired in 1895, became portion of the St. Louis Division *ICHS Archives*

EXHIBIT D

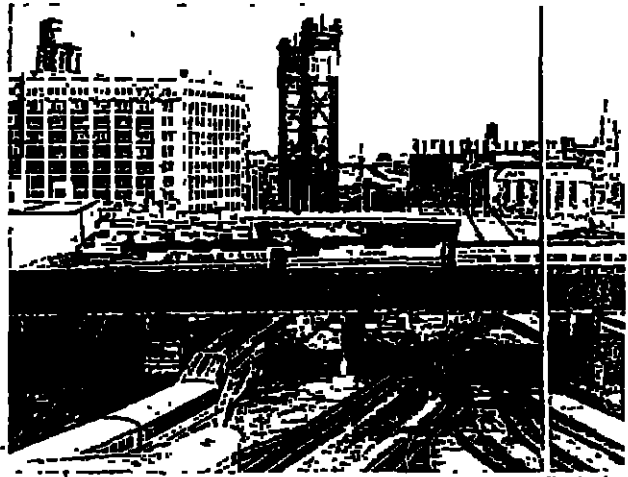
The St. Charles Air Line or, How Amtrak



(Above) Amtrak's *Panama Limited* from New Orleans descends the west end of the Air Line toward Union Interlocking as the *San Francisco Zephyr* gets wye'd off the BN main, Feb. 24, 1973

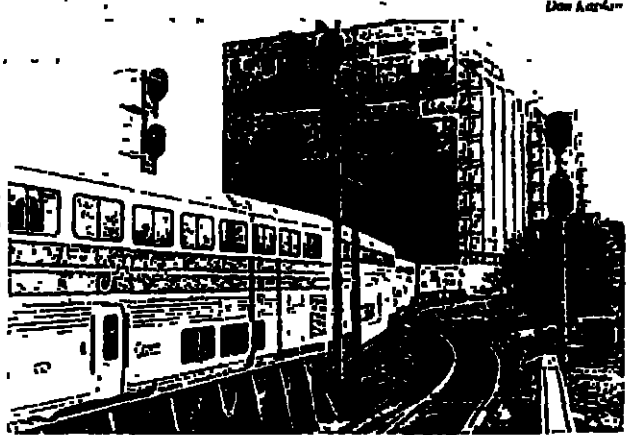


(Above right) Amtrak's outbound *George Washington* is about to nose onto the Air Line bascule bridge as it rolls along the St. Charles Air Line toward the IC main on April 7, 1973. The crossovers to the right connect the Air Line with B&OCT's adjacent leads to Grand Central.



(Right) In this June 1984 scene, Amtrak's *City of New Orleans* is at nearly the same position as the *George* is in the upper right photo. The Air Line passes above Amtrak's main locomotive shop facility, the view itself is from the tower atop the Amtrak car shops.

All photos, except on
pages John H. Kurl



(Above left and above) GE P30 No. 715 negotiates some of the tight reverse curves of the St. Charles Air Line at the Clark Street junction with the southbound Amtrak *Shawnee* in May 1979. The raised bascule bridge belongs to B&OCT and carries the now-defunct leads to Grand Central Station over the South Branch of the Chicago River.



(Left) The *George Washington* (going) meets the *James Whitcomb Riley* (coming) on Feb. 24, 1973, at the point at which the new connection off the east end of the Air Line joins the old IC main near 18th Street. Just beyond the tail of the inbound *Riley* the IC intercity passenger main jumps over the suburban lines.

"flies" over to the ICG

MIKE SCHAFER

Readers will note the St. Charles Air Line name has surfaced several times in the Chicago issues. Formed by Illinois Central (the principal owner), Burlington, Michigan Central and Chicago & North Western predecessor Chicago & Galena Union, the St. Charles Air Line Co. built trackage in the mid 1850's to connect G&CU's terminal facilities (in the vicinity of what is today the Amtrak maintenance base) with IC's lakefront lines and the original Chicago Union Depot on the lakefront, a short portion was also used by IC Western Line trains to connect to lakefront trackage.

In railroad terminology, the term "air line" usually denotes a direct line between two points, the "St. Charles" in the name is in reference to the Chicago suburb, which was on the proposed route of the Chicago, St. Charles & Mississippi Air Line Railroad, a line which was building west from the Chicago River and was absorbed by the G&CU. The St. Charles Air Line was to be a connection to the C&M.

The St. Charles became a strategic east-west freight connection, but its importance to passenger trains diminished as the arrangement of downtown passenger terminals evolved into the six major stations of more recent times. The Air Line was also part of the evolution, having been rebuilt and elevated for most of its 7 1/2-mile length in 1889 to eliminate grade crossings and to separate it from the PRR-C&G leads to the original Canal Street Union Depot. At the same time, the NYC CR&P main was raised at 16th and Clark so they would continue to cross the Air Line at grade, IC's Western Line main was also raised here, to join the Air Line at Clark Street, but CGW and Santa Fe tracks at this bottleneck were lowered to pass under the Air Line and the NYC-CR&P. The massive bascule bridge which today is a landmark of the Air Line was installed in the late 1920's when the Chicago River channel was relocated as part of a re-engineering of rail facilities on the south side of the business district. Prior to Amtrak, IC's Western Line trains including the Addison suburban runs discontinued in 1931, represented the principal passenger operations on the Air Line. Soo Line's Lake also used it from 1963 to 1965. Even so, these trains only used a portion of the Air Line, from Clark Street to the "short hill" ramp leading down into Contra Station (freights used a longer approach ramp known as the "long hill", both ramps—and the latter is still intact but out of service—were IC owned and not actually part of the Air Line).

In the late 1960's, IC de-emphasized its Congress Street freight facilities to further concentrate freight operations at its huge Markham Yard near Homewood. This change necessitated a modification to the Air Line—the construction of a south leg connection between the Air Line at Michigan Avenue and the IC Central Station leads at 18th Street. Once completed, the new trackage allowed Iowa line freights to proceed directly to Markham Yard. The future of intercity rail passenger service indeed appeared dim in the late 1960's, so planners of the new connection probably had no idea it would be of key importance to certain passenger operations after 1971.

With the discontinuance of IC's Chicago-St. Louis City Hawkways on May 1, 1971, and the same-day startup of Amtrak, the Air Line became devoid of all regular passenger service. Freight-only status was short-lived though. In March 1972 Central Station was closed and IC-operated Amtrak trains shifted to Union Station, which they reached by using the new connection and the portion of the Air Line between Michigan Avenue and Clark Street. From there the trains followed what had been the path used by IC Western Line trains as far as Bridgeport. From Bridgeport, Amtrak had to back the trains all the way to Union Station via GM&O-PRR—and vice versa for outbound moves. Eventually this cumbersome arrangement was alleviated when Burlington Northern finally agreed to permit Amtrak trains to cross its busy commuter-laden main at Union Interlocking from the north wye track of South Wye Junction to reach the west end of the St. Charles Air Line (most runs now simply use the Burlington main all the way out to Union). By using the entire Air Line from this point, Amtrak trains had quicker, more direct access to the ICG lakefront main, though back-up moves are still necessary to get trains properly pointed.

Though the Air Line solution of getting trains to the IC may not be ideal, a trip in or out of Chicago on Amtrak's City of New Orleans, Shawnee or Mini at least provides fans with a short but fascinating journey over a segment of track that features abrupt grade changes, tight curves, an impressive bascule bridge, a lofty trip above Amtrak's maintenance base and a fine view of the Chicago skyline.

CHICAGO
AND
MILWAUKEE
RAILROAD

C&E interurbans until 1953 used their own track to Laramie Avenue, thence to CTA to a small terminal against the Loop elevated at Wells; after 1953 construction of the Eisenhower Expressway forced the road to cut its terminal back to Forest Park where the passengers transferred to CTA trains operating downtown via a temporary routing.

CR&P

C&E strayed little from a straight-line shot into Chicago from downstate Illinois, connecting onto the very end of C&W's Dalton branch at Yard Center. From there it was 17 miles to Dearborn Station. For a time in the Amtrak era Amtrak's *Floridian* used this C&W-C&E routing as part of a detour around bad track in Indiana.

CR&P

C&NW: As with Milwaukee Road, all three of C&NW's principal mainlines into Chicago still host passenger trains, all VIA. The North Line serves some of Chicago's wealthiest suburbs and the West Line runs a close second in that category. Little known is that Clybourn is a transfer point between Northwest and North Line trains, with connections purposely scheduled to obviate having to go all the way to North Western Terminal to change trains.



John H. Korte

GM&O, IC (Western Line) and Santa Fe joined together at Bridgeport Interlocking to cross a defunct branch of the South Branch Chicago River and for the GM&O to in effect cross the IC and Santa Fe. On April 7, 1973, Amtrak's St. Louis-bound *Prairie State* follows the ex-GM&O path through the junction.

C&W was principally a passenger terminal road that provided an entrance to downtown for several roads (see C&W feature, page 26), most of which had a stake in C&W ownership. C&W owned Dearborn Station and after its closure C&W track was cut back to 21st Street and tied into the ex-PRR main so C&W could be accessed from Union Station. In the Amtrak era, C&W for a time still thus provided a way out of Chicago for runs destined for Louisville and Cincinnati, and the ex-Wabash commuter trains still use the C&W to reach Norfolk Southern track.

CR&P

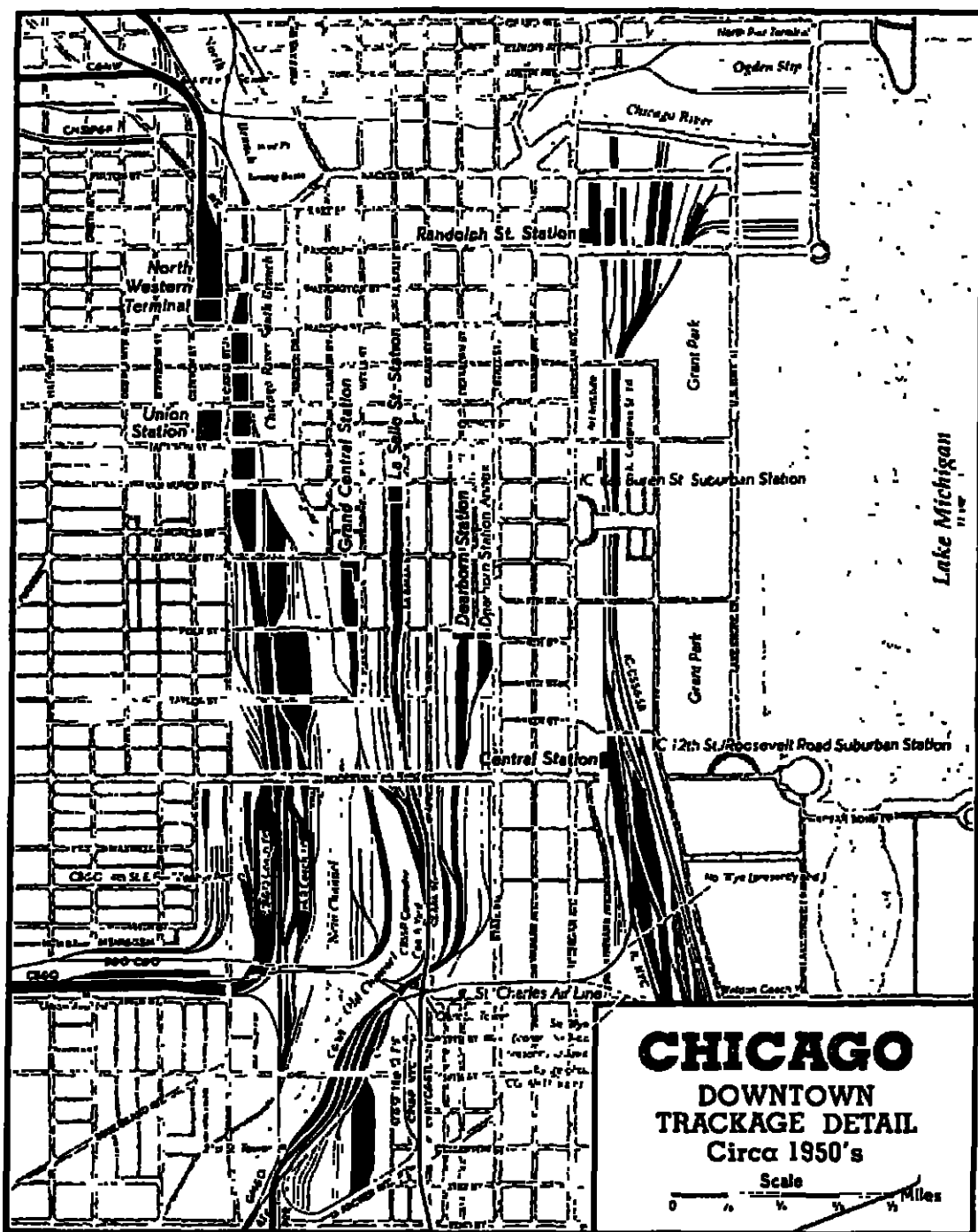
CB&Q: Burlington passenger trains had a high-speed, three-track raceway entry from Aurora where the Twin Cities and Omaha Kansas City lines joined, which today is still one of the most photogenic and busy routes serving Chicago. The route runs through several posh suburbs and in several towns the main literally splits the business district in half. Amtrak *Zephyrs* use the same routing today as did pre-Amtrak Burlington trains.

CR&P

CGW passenger trains used the B&OCT from Bellwood on in mingling with Soo's passenger trains from Forest Park east to Grand Central. CGW along with parallel C&E was one of the first major railroads in the city to drop passenger service (both in 1957).

CR&P

CM&ST&P: Milwaukee Road trains off the three different routes used Milwaukee track as far as Western Avenue where they crossed C&W's West Line and entered track owned by PRR dominated C&N Company to reach Union Station. Amtrak runs from Milwaukee use same routing today though track east from Western Avenue is now owned by Amtrak. The so-called North Line actually splits from the main to Milwaukee at Rondout and heads northwest to Fox Lake (and at one time Madison, Wis.).



CNS&M: In many ways, North Shore had the ideal arrangement for passengers destined for downtown Chicago. North Shore trains entered CTA track at Howard Street, penetrated the Loop business district on the 'L'—thereby offering patrons a number of station options, many convenient to 'stream road' terminals—terminating at Roosevelt Road (through their main stations) at Adams and Wabash.



RI&P: The Rock had a fairly direct entrance into Chicago, with an unremarked scenic, down-the-middle-of-the-street 'suburban branch' (more an alternate route than a branch, since it connects with the main line at both ends). Intercity trains used the main line, suburban trains use both routes.



CSS&SB: Since 1826 this road's electric m.u.s. have enjoyed a high-speed

entry to downtown via trackage rights over IC from Kensington/115th Street



Erie (Erie Lackawanna from 1960 on) owned no track in Illinois (but for C&WI, which Erie was part owner of), at South Hammond, Ind. Erie passenger trains went onto the C&WI for the 23.3 mile trip to Dearborn. In the Amtrak era, trains to Cincinnati for a time used a C&WI PI routing from 21st Street to Milledgeville, Ind., to reach C&O's line to Cincinnati, shortly after Conrail was born in 1976 the LL was abandoned between Hammond and Griffith.



GM&O's entry into metro Chicago was nearly as direct as Santa Fe, which GM&O more or less paralleled in from Juliet, but was hampered—and still is—by a manual interlocking at Brighton Park. At 21st Street the GM&O ended and trains entered PRR track to reach Union Station. Amtrak trains today in and from St. Louis follow exactly the same path as their red-and-maroon predecessors.

EXHIBIT E

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB Finance Docket No. 35087

CANADIAN NATIONAL RAILWAY CORPORATION
AND GRAND TRUNK CORPORATION
– CONTROL –
ELGIN, JOLIET & EASTERN WEST COMPANY

**APPLICANTS' RESPONSES AND OBJECTIONS TO
THE VILLAGE OF BARRINGTON'S
FIRST DISCOVERY REQUESTS**

Pursuant to the Surface Transportation Board's Discovery Rules, 49 C.F.R. §§ 1114.21 through 1114.31, and Decision No. 2, served in this proceeding on November 26, 2007, Applicants hereby make these combined responses and objections to the first sets of interrogatories and requests for production of documents served by the Village of Barrington ("the Village") on Friday, December 18, 2007, collectively referred to as the "Discovery Requests."

APPLICANTS' OBJECTIONS: BACKGROUND

The Village has served extraordinarily voluminous and burdensome Discovery Requests – a total of 101 numbered requests, with subparts and complex, burdensome definitions and instructions. These requests overlook the fact that the Village is not entitled to invoke the Board's discovery process to explore issues that the Board has ruled it will address, as requested by the Village, in the Board's environmental review process.

This is not a private civil action in federal district court or state court where the parties have broad latitude to pursue discovery under flexible, permissive standards and normally do not face inalterable statutory deadlines. Under the Board's longstanding

Response

Without waiving any objections, and subject to any specific objections and the General Responses and General Objections stated above, Applicants respond as follows:

CN has no such plans that would provide a basis for CN to alter its current expectations for traffic levels on the EJ&EW.

Interrogatory No. 27

Please describe any planned, current, anticipated, or foreseeable expansions or capital improvements of yard, repair, or similar facilities related to PPR and/or the Fairview Container Terminal.

Response

Without waiving any objections, and subject to any specific objections and the General Responses and General Objections stated above, Applicants respond as follows:

CN has no such plans that would provide a basis for CN to alter its current expectations for traffic levels on EJ&EW line.

Interrogatory No. 28

Please describe any planned, current, anticipated, or foreseeable relocations of any yard, repair, or similar facilities from the Chicago area to the EJ&E Line.

Response

Without waiving any objections, and subject to any specific objections and the General Responses and General Objections stated above, Applicants respond as follows:

CN has no such plans that would provide a basis for CN to alter its current expectations for traffic levels on the EJ&EW line.

Interrogatory No. 29

Please describe your past, present, and anticipated or possible future relationship, duties, and/or obligations with regard to CREATE, including but not limited to financial or

funding relationships or agreements, planning requirements or initiatives, and agreements or negotiations with railroads, shippers, and/or other public or governmental entities.

Response

Without waiving any objections, and subject to any specific objections and the General Responses and General Objections stated above, Applicants respond as follows:

On June 14, 2003, the Association of American Railroads, representing participating railroads including CN, entered into a Joint Statement of Understanding (JSOU) with the Illinois Department of Transportation (IDOT) and the Chicago Department of Transportation (CDOT) for Project CREATE (Chicago Region Environmental and Transportation Efficiency Program). A copy of the JSOU is being produced. The goal of the parties to the JSOU was to increase the efficiency of the region's rail infrastructure and improve the quality of life of its residents. More specifically, the goals of the parties to the JSOU in participating in CREATE are to reduce rail and highway congestion, improve passenger rail service, enhance public safety, promote economic development, create jobs, improve air quality, and reduce noise from idling or slow-moving trains.

Its founders originally estimated that CREATE would cost approximately \$1.53 billion, with the rail participants collectively to contribute \$232 million to pay for the estimated railroad benefits of the Project, and the remainder to be funded from federal, state, and local sources to pay for the Project's public benefits. *See JSOU at Art. II ¶ 6.* The JSOU provided that further agreements establishing the formal obligations of the parties would be required (*Id.* at Art. V), and necessary governance requirements and formal working groups to advance the Project, including in the Chicago Planning Group (CPG), were established.

A Memorandum of Understanding (MOU) among the participating railroads dated May 6, 2003, allocated the railroad contributions for CREATE. A copy of the MOU is being produced. CN, the only railroad participating in CREATE that would be required to relocate its operations through Chicago and to a new route to be constructed, known as the Central Corridor, was to contribute \$63.4 million of the rail contribution dedicated solely to the rail assets (rail, ties, ballast, and signals) to construct that route. The JSOU and MOU provided that railroads' financial contributions and their continuing participation were dependent upon full authorization and availability of the public funds required for the Project.

The JSOU recognized as a critical part of CREATE the City of Chicago's interest in the termination of CN's rail operations through the City along CN's current rail line over the St. Charles Airline (SCAL) and certain related connecting properties. CN's discontinuance of use of the SCAL would eventually allow for the City's acquisition and development of the properties. Accordingly, on June 14, 2003, CN and CDOT entered into an agreement indicating the parties' intent for CN to sell the SCAL and such properties to CDOT upon completion of the Central Corridor. A copy of the agreement, redacted to exclude the acquisition price is being produced. Other projects included in CREATE include the Beltway and Western Avenue Corridors.

Specifically, the Central Corridor properties include (1) CN's 50% interest in the 0.7-mile SCAL line itself in downtown Chicago, (2) CN's 7-mile wholly owned right of way extending south from the eastern end of the SCAL to just north of 72nd Street, and (3) CN's wholly-owned western approach to the SCAL from the NS/Amtrak diamonds at 21st Street to the SCAL. Underlying the agreement, of course, was the understanding

that any sale to CDOT would be subject to any abandonment or other regulatory authorization that may be required by law. The agreement also provided that the proceeds of any sale would include compensation for BNSF for conveyance of BNSF's 25% interest in the SCAL, and that the City would have a separate arrangement with UP regarding UP's 25% interest in the SCAL.

In 2005, in the SAFETEA-LU legislation, Congress authorized significantly less federal funding for CREATE than its proponents had sought. The lower funding provided would enable only a partial implementation of CREATE in the upcoming years, and, with continued funding uncertainties, leaves realization of the remainder of the Project in question, including construction of a new CN Central Corridor route through Chicago. Both the Final Feasibility Plan and Final Feasibility Screening, dated August 2005 are being produced.

The parties to CREATE nonetheless agreed in August 2006, to use the limited federal funds, along with certain railroad and state and local funds, to attempt to move forward with an abbreviated implementation of CREATE with project components principally along the Beltway and Western Avenue corridors. A copy of the Fourth Amendment to the MOU, embodying this agreement, is being produced. Because CN funds were committed solely to construction of the Central Corridor, and because these components would not benefit CN, the CREATE participants agreed that CN would not be a financial contributor for this limited CREATE implementation.

Should the STB approve CN's Application to acquire the major portion of EJ&E, and after building new connections and providing added capacity, CN will eventually be able to relocate to EJ&EW all of its operations through Chicago via the St. Charles

Respectfully submitted,

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January 3, 2008

EXHIBIT F

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB Finance Docket No 35087

CANADIAN NATIONAL RAILWAY CORPORATION
AND GRAND TRUNK CORPORATION
– CONTROL –
ELGIN, JOLIET & EASTERN WEST COMPANY

**APPLICANTS' RESPONSE TO THE NATIONAL PASSENGER RAILROAD
CORPORATION'S INTERROGATORIES AND REQUEST FOR PRODUCTION
OF DOCUMENTS**

Applicants respond to the interrogatories and request for production of documents of the National Passenger Railroad Corporation ("Amtrak"), as follows:

APPLICANTS' GENERAL RESPONSES

The following general responses are made with respect to all of the interrogatories and document requests.

1. Applicants are in good faith completing reasonable searches for information and/or documents responsive to some of the requests or parts thereof. Where documents are being produced CN will do so by placing copies in its depository, subject to these objections.

2. Where objections are made, Applicants are willing to discuss searching for and producing information or documents covered by a more limited interrogatory or request taking into account: (i) the stated objections; (ii) related matters such as the breadth of the requests, (iii) the availability of extensive information in the Application and Applicants' work papers; (iv) the competitive sensitivity of the information or documents requested; and (v) the substantial burdens of searching for, locating and

8 Applicants object to the Discovery Requests, insofar as they seek “any” or “all” information or documents “relating to” a subject, as being unreasonably broad and burdensome.

9. Applicants object to Instruction No. 2 insofar as it seeks responses covering the period from January 1, 2000 and thereafter Unless otherwise indicated, CN will respond with respect to the period from October 1, 2005, to the date of the filing of the Application, October 30, 2007.

10. Applicants object to Instruction No. 5 as being unduly burdensome in requiring identification of persons who provided information used in responses to interrogatories.

11 Applicants object insofar as the Discovery Requests seek the production of information subject to the attorney-client privilege, the work product doctrine and/or the joint or common interest privilege

APPLICANTS' SPECIFIC RESPONSES

INTERROGATORIES

Interrogatory No. 1

Describe in detail (including without limitation operating railroad, train number, frequency of operation, and points of entry upon and egress from the St. Charles Air Line Route) all freight trains currently operating on a regular or irregular basis over the St. Charles Air Line Route by railroads other than CN, and describe in detail how CN expects these trains to be routed through the Chicago area if freight operations on the Air Line Route are discontinued.

Response

Without waiving any objections, and subject to any specific objections and the General Responses and General Objections stated above, Applicants respond as follows

BNSF Railway Co. ("BNSF") operates one merchandise train (identified as MGALCN1-#, where "#" is a day of the month) every other day on the St. Charles Air Line route. This train enters the St. Charles Air Line at the western edge of the Bascule Bridge and operates eastward over the St. Charles Air Line and proceeds south over CN's Chicago Subdivision to Harvey, where it is interchanged with CN. The empties for this movement are not returned over the St. Charles Air Line.

In addition, BNSF operates 10 coal trains per month over the St. Charles Air Line route, following the same route to Harvey. CN returns the empty coal trains to BNSF over the same route, interchanging them with BNSF at BNSF's Western Yard. BNSF's coal train numbers vary based on the origin, destination, and day of the movement.

Any future routing of the BNSF trains now operating over the St. Charles Air Line route would be a matter for negotiation between CN and BNSF.

Interrogatory No. 2

Do the freight trains per day figures on pages 246 and 247 of the Application include.

- a. in the "base" figures, all non-CN freight trains described in response to Interrogatory No. 1; and
- b. in the "total" figures, all freight trains operated by railroads other than CN, EJ&E and Gary Railway (including without limitation the trains described in response to Interrogatory No. 1) that will operate over the CN or EJ&E segments listed following consummation of the EJ&E acquisition?

If the answer to a or b is other than an unqualified "yes", provide the number of additional freight trains ("base" and post-transaction) over each segment operated or to be operated by freight railroads other than CN, EJ&E or Gary Railway, and describe in detail why each of these trains was not included in the figures on pages 246 and 247 of the Application.

Response

Applicants object insofar as the request calls for "[a]ll documents . . . related to, constituting or evidencing" the specified ownership or operating rights.

No documents are being produced.

Respectfully submitted,



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January 15, 2008

**APPENDIX TO
VERIFIED STATEMENT OF
MICHAEL W. FRANKE**

APPENDIX

ASSESSMENT OF CTCO-SUGGESTED ALTERNATIVES

The rail industry's Chicago Transportation Coordination Office ("CTCO") has identified three potential alternatives ("Options 1-3") to the Grand Crossing Route that are shown on the appended map (A-1). The problems associated with each of these Options are discussed below. Also appended are the track diagrams and aerial photos referenced in the discussion, and the pure running time calculations for each of the three Options (as well as for the proposed Grand Crossing Route to which they are compared).

The pure running time calculations reflect only the time required between Homewood and Chicago Union Station on each of the routes by a train operating continuously at maximum permitted speed with zero delays. Pure running times do not include:

- the additional time required for stops while waiting for dispatchers to authorize backup moves, line switches, and clear routes to allow trains to proceed; or
- delays due to interference from other trains; rail traffic congestion at known chokepoints; and in connection with "handoffs" between dispatchers when trains must shift from one railroad to another.

There can be great variability in each of these factors from one route to another, depending upon the level of freight and commuter train congestion; track, interlocking and signal configurations; the number of handoffs between railroads along a route; and other route-specific characteristics.

As depicted in the attached map, while the three Options leave CN's Chicago Subdivision at different points and head north over different railroads, all of them converge at 80th Street interlocking and follow the same route from 80th Street to Chicago Union Station. The discussion in Option 1 below is therefore divided into south of 80th Street and north of 80th Street segments, and the segment between 80th Street and Chicago Union Station is discussed only under Option 1 to avoid repetition.

Option 1 (CN-BRC-Metra-NS-Amtrak)

Under Option 1, shown on the attached map in orange, northbound Amtrak trains would:

- switch from CN's main tracks to a CN "Thoroughfare" (running) track at Wildwood, and continue north for four miles;
- at 93rd Street, leave CN via a backup move (approximately 1.5 miles) into the Pullman Junction interlocking of the Belt Railway of Chicago ("BRC");
- operate over the BRC from Pullman Jct. to 74th Street interlocking; and

- north of 80th Street, follow the route currently used by Amtrak's *Cardinal/Hoosier State* ("the Cardinal Route") via Metra's Southwest Service Corridor Line, through the Norfolk Southern ("NS") controlled CP518 interlocking, back onto Metra's Southwest Service Corridor (or, alternatively, NS's parallel Chicago Line), and onto Amtrak-owned trackage at 21st Street interlocking into Chicago Union Station.

A. Wildwood-80th Street

As indicated in the appended running time calculations, Option 1 is the slowest route in terms of pure running time. From Homewood to Union Station, it is 9 minutes longer than today's scheduled time via the Air Line Route, and 19 minutes longer than projected pure running time via the Grand Crossing Route. A major reason for this is the very slow maximum speeds on the four miles of CN Thoroughfare track (20 mph) and on the slightly longer segment on the BRC (25 mph)

The backup move from CN to the BRC at 93rd Street begins with a hand thrown switch from CN's Thoroughfare track to the connecting track, and brings the train onto the BRC (backwards) in the middle of BRC's very busy Pullman Junction. Although the connecting track itself is less than a mile long, Amtrak trains making the backup move would have to back up all the way east to BRC Milepost 20 – a total distance of about 1.5 miles – to clear the home signal; stop; and wait for authorization from BRC's dispatcher to reverse direction and proceed forward.

The track layout at Pullman Junction, and the tracks (highlighted in red) that would be used by Amtrak trains making the backup up, are shown in the appended diagram (A-6). BRC has about 14 train movements daily through Pullman Junction interlocking that continue west along the its main line via the route Amtrak trains would use (at much slower speeds than the 25 mph maximum for a following Amtrak train).

Amtrak trains would also be competing for track space at the interlocking with approximately 35 freight train movements per day that operate to/from Pullman Junction on the route from/toward the direction of CP509 on the NS's Chicago-Cleveland line. Finally, NS performs several shoving moves each day in the Pullman Junction interlocking of long road trains moving in/out of its adjacent Calumet Yard. These NS trains back up, or pull forward, until the entire train is occupying one of the main tracks, at which point the train reverses direction. A freight train crossing over from one side of the tracks to the other, or making a shove move, can tie up an interlocking for 10-15 minutes in a terminal area where speeds are restricted.

The congestion created by these long freight trains moving slowly (if at all), and in some cases moving in both directions, makes Pullman Junction and the adjacent trackage a terrible place to consider subjecting six Amtrak trains a day to backup moves.

B 80th Street-Chicago Union Station

Under Option 1 (as well as Options 2 and 3), Amtrak trains would enter the Cardinal Route at the BRC's 80th Street interlocking and follow that route into Union Station. They would remain on the BRC until 74th Street interlocking, where they would diverge onto METRA's Southwest Corridor Line.

As shown in the appended diagram (A-7) that depicts the BRC line, the interlockings at both 80th and 74th Streets are convergence points for multiple routes, most of which have significant train volumes. Just south of 80th Street, the two track BRC line (Option 1 route) is joined on the west side by the two tracks of UP's Villa Grove Subdivision (Option 2 route), with trains operating over the four UP and BRC tracks consolidating onto the two BRC tracks before passing under the bridge that carries METRA's Rock Island District line over the BRC. The third track under the bridge – the so-called NS Stack Connection – is used by NS intermodal trains that operate over the BRC, and ties into the BRC no. 1 (east) main track just north of the bridge at 78th Street in the same area where BRC main track 3 diverges from track 2 on the west side. Just north of that point, the Cardinal Route leaves the BRC via the "NS Metra Connection Track" that diverges on the east side of the right-of-way and runs into the 74th Street interlocking.

The majority of the BRC and NS trains, as well as CP trackage rights trains operating over NS and UP trains moving between the Villa Grove Subdivision and Metra's Southwest Service Corridor, cross over at the interlocking. With 50 plus freight trains a day converging at the interlocking, and almost all of them switching tracks at slow speed (in many cases multiple times), the inevitable result is frequent backups while trains wait for the interlocking to clear. Today this is a major source of delay that causes inconsistent on-time performance for the *Cardinal/Hoosier State*.

At 74th Street, the 30 Metra commuter trains that operate over Metra's Southwest Service Corridor Line join the mix, with all trains funneling through a short single track segment at the interlocking. Here again, delays waiting for trains operating over different routes to clear the interlocking are a frequent occurrence.

Heading north from 74th Street, the Metra line runs west of the right-of-way of NS's two main-track Chicago Line. The next major point of conflict is the NS-controlled interlocking at CP 518 near 40th Street, which is depicted in an appended track diagram (A-8). Here, freight trains operating over NS's Chicago Line on the east side – approximately 18 daily doublestack and merchandise road trains every day, plus 3 ethanol trains and 3-5 coal trains in each direction per week – must cross over the Metra route to reach NS's Ashland Avenue Yard, which lies to the west. Also operating through CP 518 are:

- 3 yard-to-yard transfer trains in each direction daily;
- 3 BNSF freight trains operating to/from Amtrak at 21st Street,
- 4 UP trains in and out of UP's Canal Street Intermodal Yard that operate over Metra's Southwest Corridor; and

- an average of 3 to 6 NS switching moves per day that pull out of the north end of NS's 47th Street Yard onto the interlocking and then shove back onto another track.

Thus, the total number of freight train moves per day at CP 518 is in the mid-30's, with most of these trains either operating on or crossing over the Metra line. Added to the current volume are the 30 Metra and 2 Amtrak trains that operate via the Metra Southwest Service Corridor Line, and the 14 Amtrak trains that operate through the interlocking on NS's Chicago Line.

Adding 6 Amtrak trains to this line, which all three Options would do, would exacerbate the existing congestion problems at the three bottlenecks described above. Significant capital investments to increase capacity on this line segment are contemplated under the CREATE program, but none are currently funded to completion.

Option 2 (CN-UP-BRC-Metra-NS-Amtrak)

Under Option 2, shown on the attached map in green, northbound Amtrak trains would:

- switch from CN to UP's Villa Grove Subdivision via a newly constructed connection somewhere between 130th Street and 118th Street, and
- operate over UP to 80th Street interlocking; and
- follow the same route as Option 1 above, via BRC, METRA, and NS (through the CP 518 interlocking) from 80th Street to Chicago Union Station.

Option 2 adds 11 new public grade crossings to the routes of the six trains currently using the Air Line Route, which has no grade crossings. These additional grade crossings, many of which cross major thoroughfares, are:

<u>Street Name</u>	<u># Lanes</u>	<u>Warning Devices</u>	<u>Vehicular Traffic</u>
State	2	FLG	Heavy – BR
115 th	4	FLG	Heavy – BR
Wentworth	2	FLG	Heavy – BR
113 th	Pedestrian	FLSAG	None
111 th	2	FLG	Heavy – BR
109 th	1 way	FLG	R only
107 th	2	FLG	Heavy – BR
103 rd	2	FLG	Heavy – BR
101 st	2	FLG	R only
97 th	2	FLG	R only
95 th	4	FLG	Heavy – BR

Legend: BR = Business Route
R = Residential Route
P = Pedestrian Only
FL = Flashing Lights
FLG = Flashing Lights & Gates
FLSAG – Flashing Lights & Short Arm Gates

Potential locations between 130th and 118th Streets for construction of the new connection between the at-grade CN line and the elevated UP line are shown in the appended aerial maps (A-9 and A-10). A new connection track at either location would require construction of a railroad roadbed (embankment) through property owned by the Calumet Water Reclamation District to reach the elevation of the UP. Building the connection on the now-abandoned railroad right-of-way that crosses 130th Street would add yet another (12th) at-grade crossing or require a costly grade separation over this very busy four-lane street. In addition, the area just north of 130th Street abutting the Reclamation District is a posted wetland nature preserve.

Pure running time via Option 2 is comparable to today's operation on the Air Line Route, but longer than via the proposed Grand Crossing Route. However, this Option has the most handoffs (six in a stretch of approximately 15 miles) between dispatchers of different railroads. From the proposed new connection at 118th/130th Streets to Chicago Union Station, the route is identical to that used by Amtrak's *Cardinal* and *Hoosier State* trains today, incorporating both the bottleneck-laden segment north of 80th Street (described above) and a UP-owned segment south of 80th Street that has approximately 20-25 freight trains daily. The *Cardinal/Hoosier State* are frequently delayed on the UP segment today, and UP has indicated that it would seek construction of approximately six miles of additional main line track from the new connection northward to the 80th Street interlocking if this line was required to accommodate six additional Amtrak trains.

Option 3 (CN-BRC-Metra (Rock Island)-BRC-Metra (Southwest)-NS-Amtrak)

Under Option 3, shown on the attached map in blue, northbound Amtrak trains would:

- leave CN's Chicago Subdivision via an existing connection at Harvey;
- operate over CN's Elsdon Subdivision from Harvey to Blue Island;
- switch to Metra's Rock Island District at Blue Island via a new connection;
- operate from Blue Island to 80th Street on the Metra Rock Island line; and
- use a newly constructed connection to the BRC at 80th Street; and
- operate from 80th Street to Union Station over the BRC-Metra Southwest Corridor-NS(CP 518)-Amtrak route described under Option 1.

Option 3 would require the construction of two new, grade separated connection tracks: one at Blue Island and another in the vicinity of 80th Street. As in the case of Option 2, this routing option would add numerous (11) new public street/highway grade crossings to the route of the six trains currently using the crossing-free Air Line Route, as follows:

<u>Street Name</u>	<u># Lanes</u>	<u>Warning Devices</u>	<u>Vehicular Traffic</u>
Lumber	2	FL	Local only
Park Avenue	4	FLG	BR – Heavy
Broadway Avenue	4	FLG	R – Medium
Center Avenue	2	FLG	R – Light
Dells Avenue	2	FLG	R – Light
Ashland Avenue	2	FLG	R – Medium
147 th Street	4	FLG	BR – Heavy
Wood Street	4	FLG	BR – Heavy
Lincoln Avenue	1	FLG	BR – Plant crossing
Robey Avenue	2	FLG	R & BR – Medium
Western Avenue	4	FLG	BR - Heavy

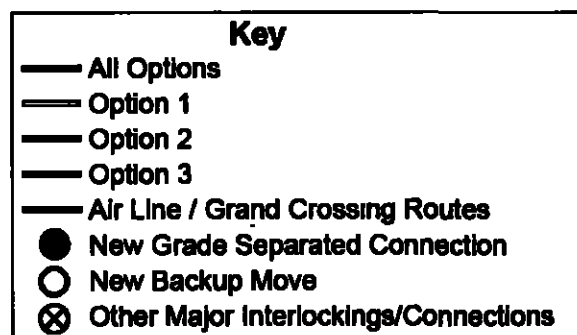
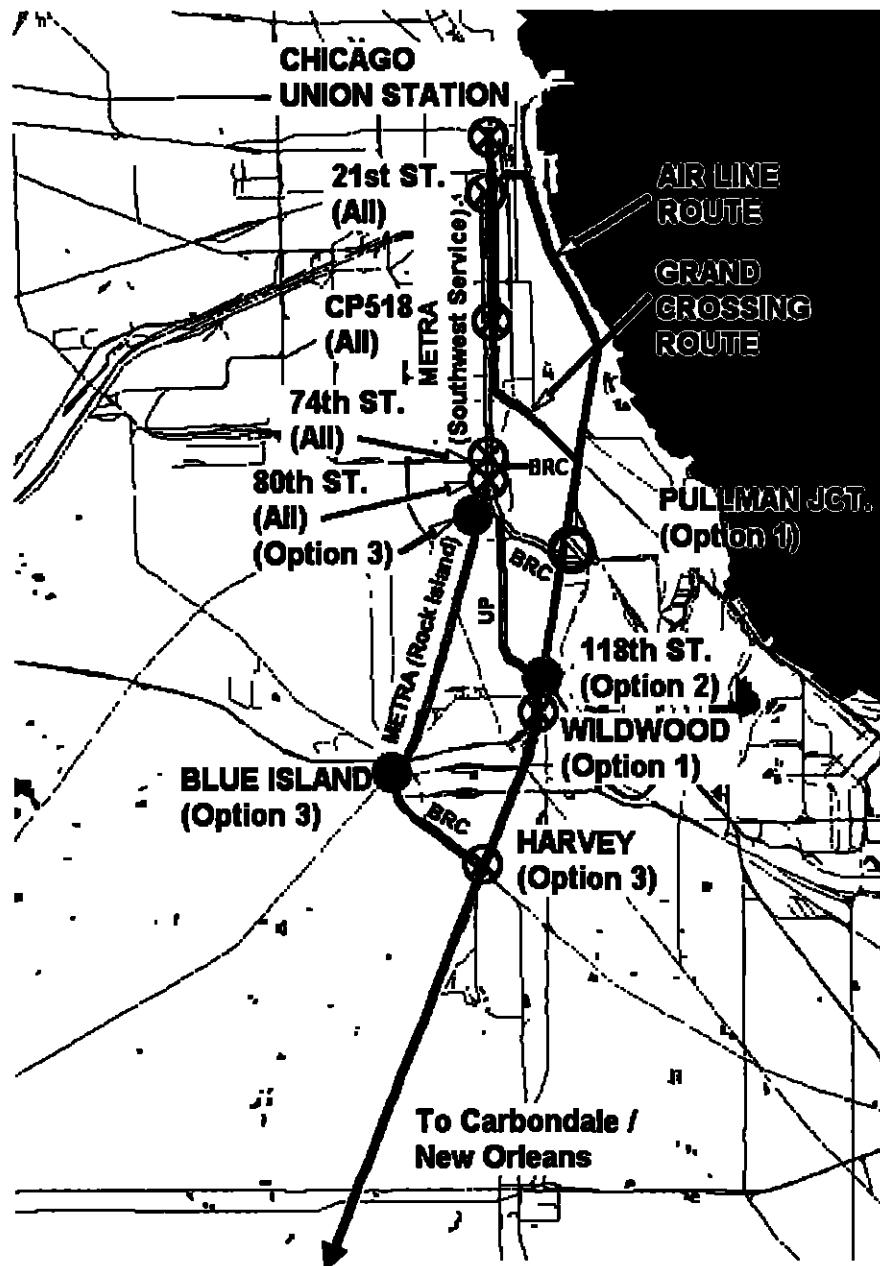
Legend: BR = Business Route
R = Residential Route
P = Pedestrian Only
FL = Flashing Lights
FLG = Flashing Lights & Gates
FLSAG – Flashing Lights & Short Arm Gates

Although the pure running time is only slightly longer than today's operation via the St. Charles Air Line, it is about 12 minutes longer than via the Grand Crossing option. Metra has indicated that it would oppose adding six Amtrak trains to its line between Blue Island and 80th Street. Between 80th Street and Union Station, this line would operate over the Cardinal Route described under Option 1 above

A major issue with Option 3 is the need to construct not one but two new connections between grade separated lines. As depicted in the appended track diagram and aerial map of Blue Island (A-11 and A-12), constructing a connection at that location would be a particularly significant undertaking, since the connecting track would have to pass over two different railroads (CSX and Indiana Harbor Belt) as it descended from the above-grade Metra Rock Island Line to the at-grade CN Elsdon Subdivision. A connection in the vicinity of 80th Street would intersect an additional rail line into the web of tracks that currently converge at that location.

A-1

CTCO Options



A-2

Pure Running Time Worksheet -- Proposed Reroutes. -- Homewood, IL to Chicago										
Union Station										
Option Name: Amtrak P-4, Grand Crossing alternative										
Route Description: Existing CN-IC route Homewood to CN MP 10.5; then via Grand Crossing conn. (to be built) to NS Chicago Line MP 514.5; then head-in to C.U.S.										
Train-length assumed: 0.1 mile				Acc-Dec table used: "1 & 3"						
Train Speed (Head-End):										
From:	To:	RR:	Miles:	@ MPH:	Sec.'s Per Mile:	Time (sec's):	Accel. from -- to	Seconds For Accel.:	Decel. from -- to	Seconds For Decel:
23 4 (HMW)	MP 10.5	CN-IC	12.9	65	55.4	715	0-65	38	65-30	7
10.5 IC to 514.5	NS	Conn	1.2	30	120	144				
514.5 - 515.5		NS	1.0	40	90	90	30-40	2	40-30	1
515.5-Union Station		NS-Atk	(Used 15 mins from actual runs)			840	(Used PRT from actual runs)			
Total Seconds.						1789		40		8
Total Seconds:		1837								
= Total Minutes PRT:		30.6								

A-3

Pure Running Time Worksheet -- Proposed Reroutes. -- Homewood, IL to Chicago Union Station										
Option Name: "Alternate 3-A" = CN "Option 1"										
Route Description: Existing CN-IC route Homewood to 93rd St., then a back-up move to the BRC, then via BRC to 81st St., then via existing route of the "Cardinal" to C.U.S.										
Train-length assumed: 0.1 mile		Acc-Dec table used: "1 & 3"								
Train Speed (Head-End):										
From:	To:	RR:	Miles:	@ MPH:	Sec.'s Per Mile:	Time (sec's):	Accel. from to	Seconds For Accel.:	Decel. from to	Seconds For Decel.:
23.4	15.6	IC	7.8	65	55.4	432	0-65	38	65-20	11
15.6	11.5	IC	4.1	20	180	738				
(Note: Entry above assumes train must cross over from IC Main-2 to Thoroughfare No. 4 at Wildwood (MP 15.5) a/c no x/o exists to no x/o exists to get to Thoroughfare-4 at Kensington. BRC Connection at 93rd St. can be accessed only from Thoroughfare-4, and no x/o exists at 93rd St. from the IC Mains (1 & 2) or from Thoroughfare-3. Backup move at 93rd St IC-BRC 1.3 20 180 234 (Note: Re: entry above: The IC-BRC connecting track connects to BRC's Pullman Jct. Interlocking. Pullman Jct 81st St BRC 3.4 50 72 245 20-50 10 50-20 5 (Note: Re: entry above: This sheet assumes the train will not attain a speed > 50 MPH a/c signal indications, etc. 81st St. C U S (Current r/c: Metra, NS, Atk PRT's from chks) 1260 2909 48 16 Total Seconds:										
Total Seconds:		2973								
= Total Minutes PRT		49.6								

A-4

Pure Running Time Worksheet -- Proposed Reroutes. -- Homewood, IL to Chicago

Union Station

Option Name: "Alternate 2" = CN "Option 2"

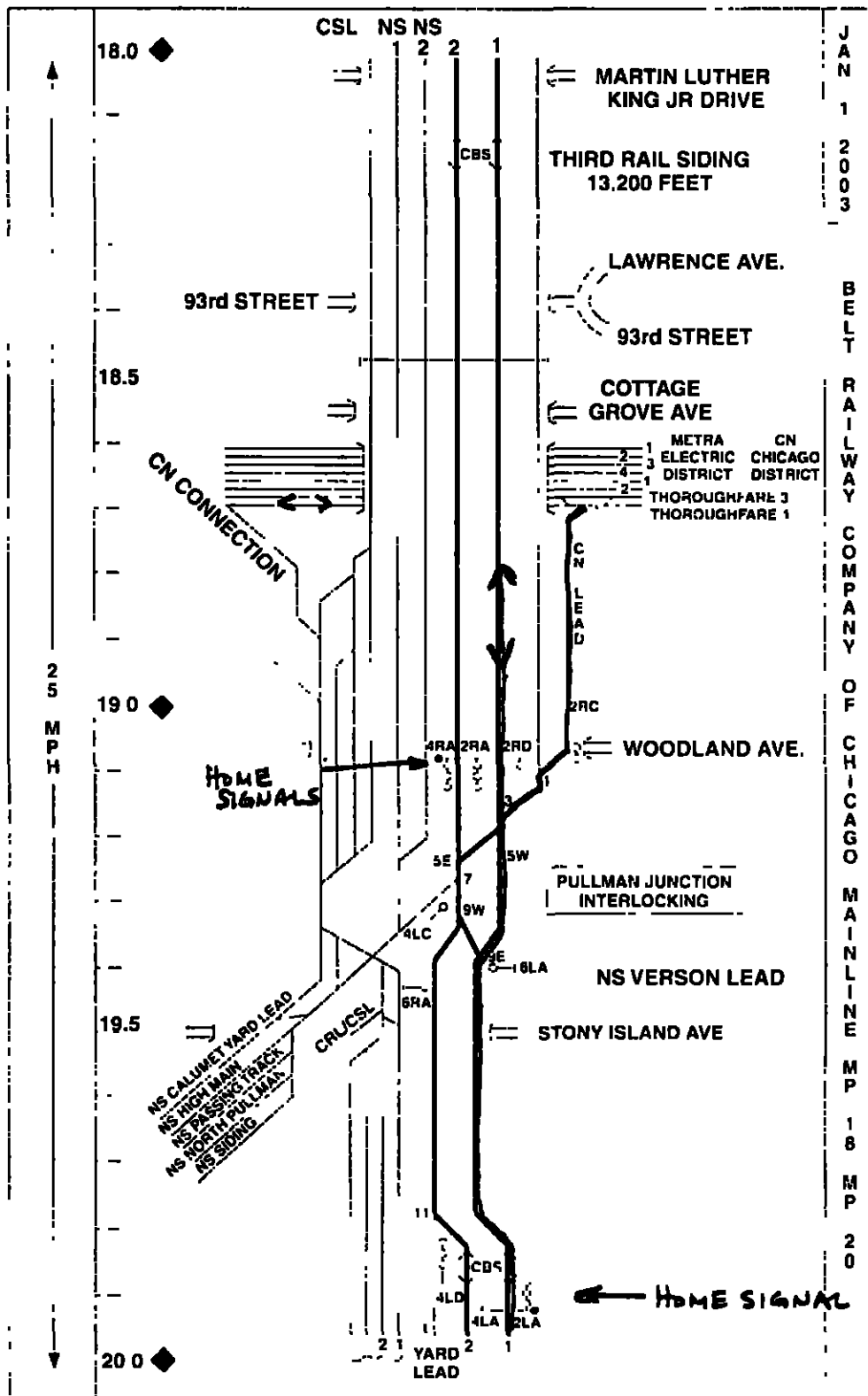
Route Description: Existing CN-IC route Homewood to 118th St., then via a new connection to the U.P. Villa Grove Subdivision (this connection does not exist), thence via current route of the "Cardinal" (UP to 81st St., NS Connector to 74th St., Metra SW District to CP-518, NS to 21st St., Amtrak to C.U.S.).

Train-length assumed: 0.1 mile

Acc-Dec table used: "1 & 3"

Train Speed (Head-End):										
From:	To:	RR:	Miles:	@ MPH:	Sec.'s Per Mile:	Time (sec's):	Accel. from -- to	Seconds For Accel.:	Decel. from -- to	Seconds For Decel:
23 4	15.6	IC	7.8	65	55.4	432	0-65	38	65-20	11
(Assume a 20-MPH powered connection would be built from IC to UP with the IC end beginning at Wildwood Int'g (IC MP 15.5) and looping around from IC Thoroughfare #4 up to a powered connection at about UP milepost 14.)										
IC-UP Connection	Conn	1.0	20	180	180	180	20-40	5		
UP-BRC-										
UP Connection to C U S		Me-NS-AM		(from schedule checks)			1800			
Total Seconds						2412		43		11
Total Seconds:		2466								
= Total Minutes PRT		41.1								

A-6



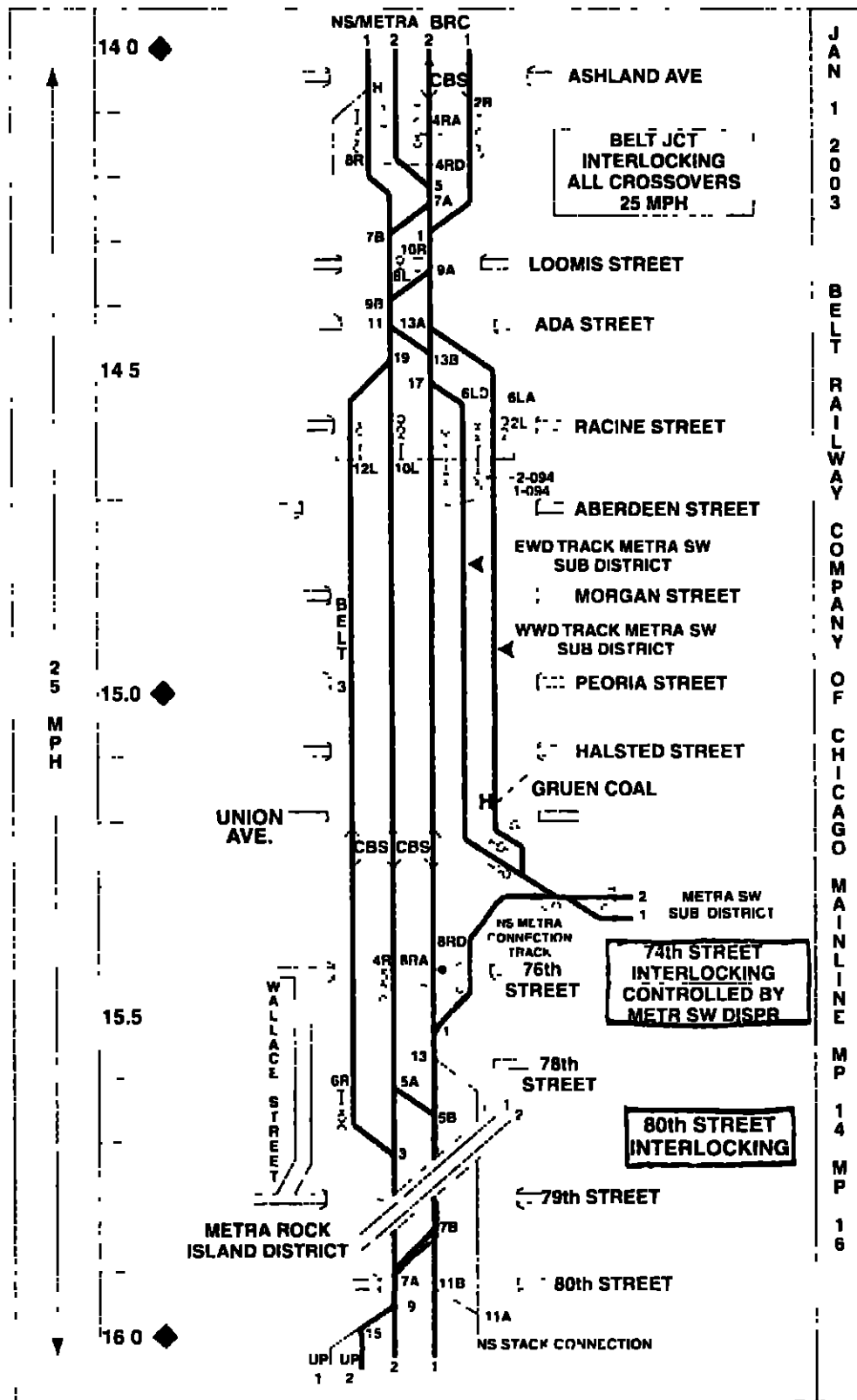
Effective 1/18/04

BRC-31

CN/BRC CONNECTION TRACK
TO BE USED FOR BACKUP
MOVE IN "OPTION 1"
NOTE LOCATION OF
HOME SIGNALS.

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A-7



— CURRENT ROUTE OF
"CARDINAL/HOOSIER STATE"

Effective 1/18/04

BRC-20

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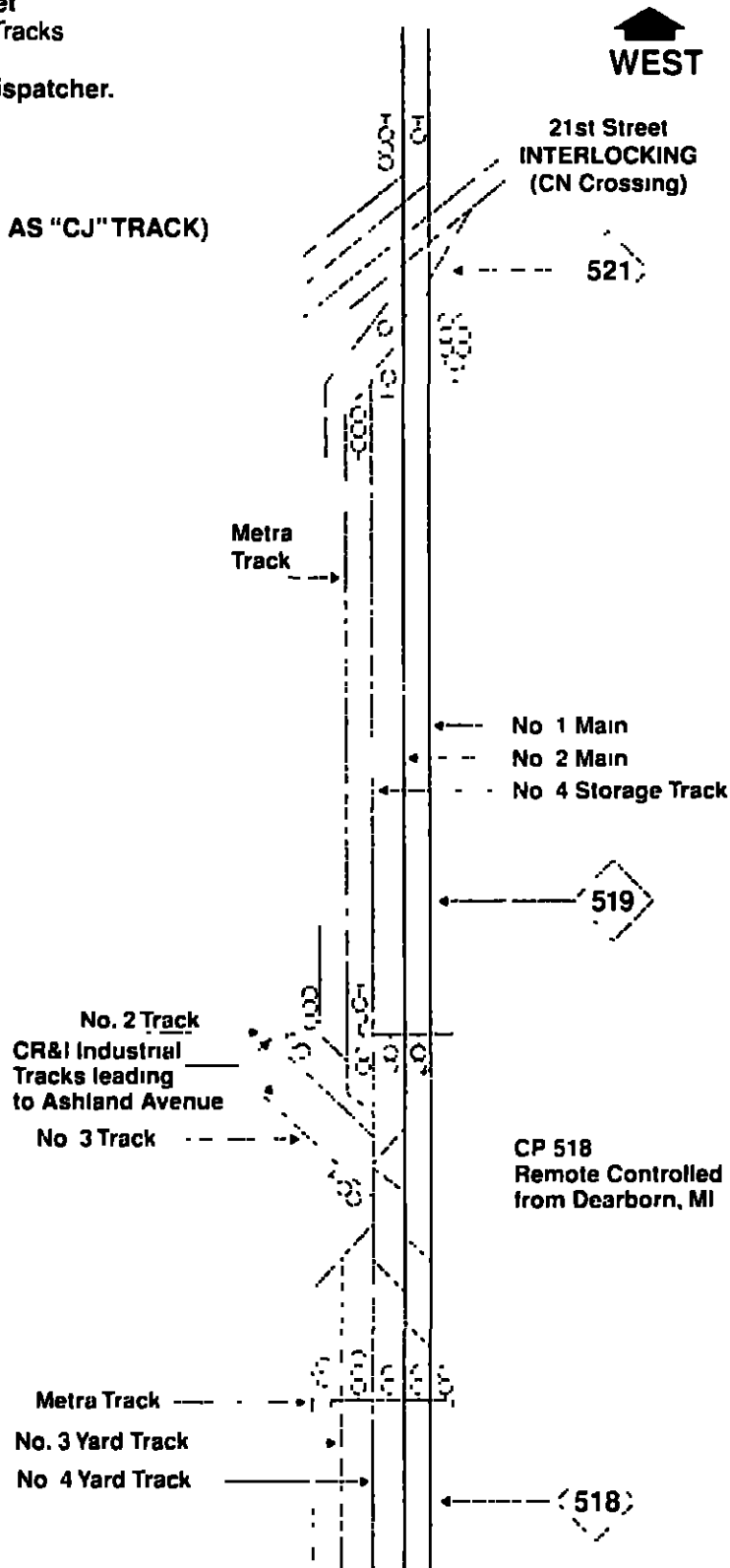
CHICAGO LINE – CP 518 TO 21st Street
 Rule 261 in effect No 1 and No 2 Main Tracks

CP 518 Controlled by Chicago West Dispatcher.

No. 3, No. 4, and No. 4 Storage
 Controlled by Yardmaster 55th Street

CR&I Industrial Tracks (ALSO KNOWN AS "CJ" TRACK)
 Controlled by Yardmaster Ashland Ave

SPEEDS BETWEEN	MPH			
	MAINS 1	2	3	4
MP 516 3 and 21street				
TV	40	40		
Freight	40	40		
21st Street over CN Crossing				
TV	10	10		
Freight	10	10		



Effective 1/18/04

NS 12

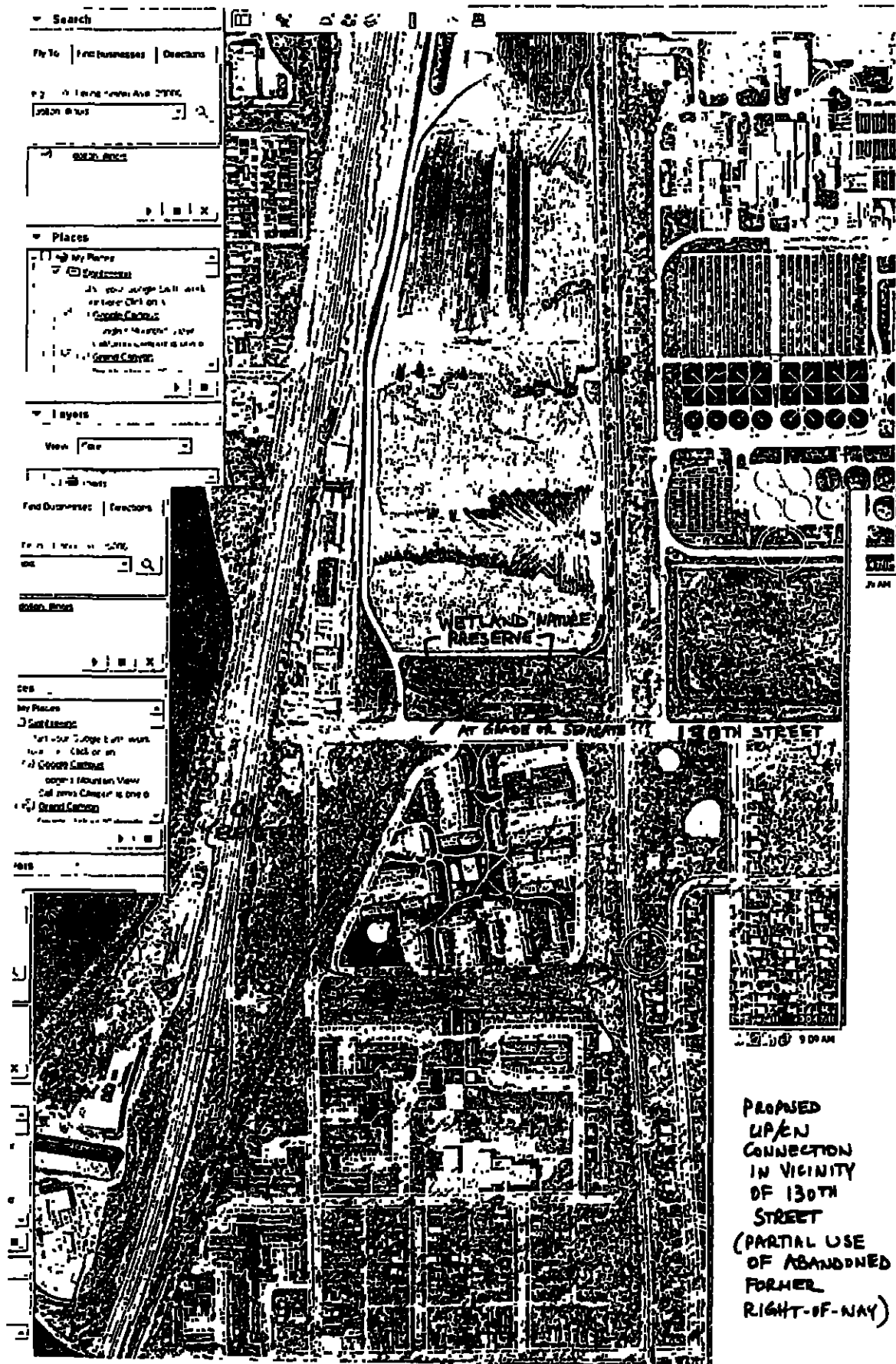
© 2003 CORA

"CP 518"
TRACK CONFIGURATION

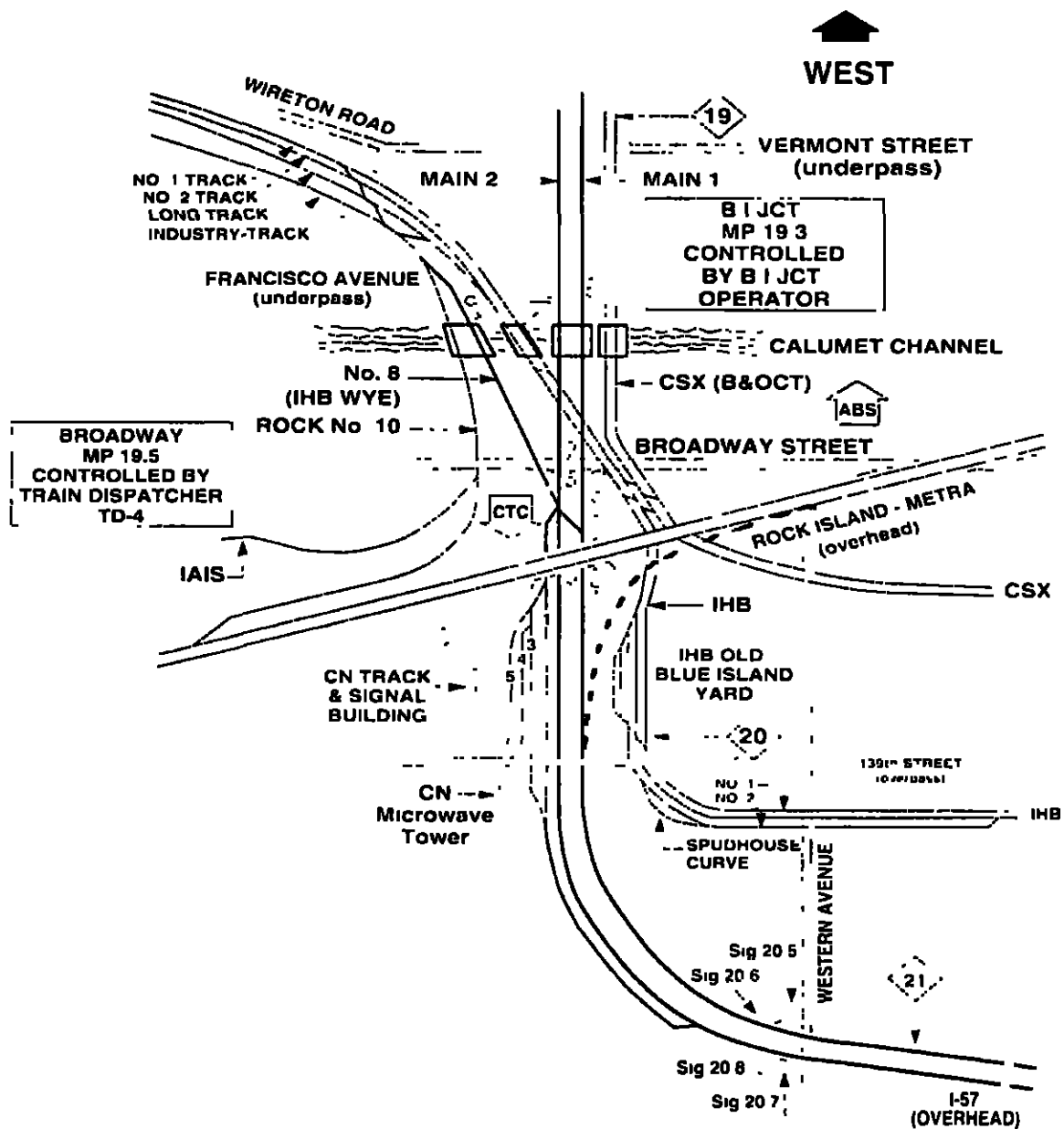


PROPOSED UP/CN CONNECTION
TRACK IN VICINITY OF
118TH ST (NOT DESIRABLE)

A-10



PROPOSED
UP/EV
CONNECTION
IN VICINITY
OF 130TH
STREET
(PARTIAL USE
OF ABANDONED
FORMER
RIGHT-OF-WAY)



--- PROP. NEW CONNECTION
AT BLUE ISLAND
"OPTION 3"

A-12



PROPOSED CONNECTION
AT BLUE ISLAND
CN TO METRA ROCK
ISLAND DISTRICT