

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

STATE OF ILLINOIS,
ILLINOIS DEPARTMENT OF TRANSPORTATION,
Petitioner,

v.

UNION PACIFIC RAILROAD COMPANY and
THE KANSAS CITY SOUTHERN RAILWAY
COMPANY,
Respondents,

Docket No. _____

Petition for an Order granting authority to construct
two grade separation structures carrying
Relocated Interstate Route 70 (FAP Route 999)
over and across the joint Union Pacific Railroad and
The Kansas City Southern Railway Company
Tracks at Railroad Mile Post 279.35 of UPRR's
Springfield Subdivision near the Village of
Brooklyn in St. Clair County, Illinois

PETITION FOR NEW HIGHWAY GRADE SEPARATION STRUCTURES

The State of Illinois, Illinois Department of Transportation ("Department") by and through its attorney, Lisa M. Madigan, Attorney General of the State of Illinois by Richard A. Redmond, Special Assistant Attorney General, hereby petitions the Illinois Commerce Commission ("Commission") for an order authorizing the construction of two grade separation structures carrying the eastbound and westbound traffic lanes, respectively, of relocated Interstate Route 70 (FAP Route 999) over and across property jointly owned by Union Pacific Railroad Company ("UPRR") and The Kansas City Southern Railway Company ("KCS") (hereinafter collectively referred to as "Companies") at approximately Railroad Milepost 279.35 of UPRR's Springfield Subdivision (the "Project Area"), near the Village of Brooklyn in St. Clair County, Illinois. In support of the Petition, the Department states as follows:

1. The Illinois Commerce Commission has jurisdiction over the parties and the subject matter herein pursuant to the Illinois Commercial Transportation Law (625 ILCS 5/18c-7401) and the Illinois Administrative Code (92 Ill. Adm. Code 1500 et seq).
2. The Companies jointly own and operate property and tracks in the Project Area. Pursuant to an agreement between the Companies, UPRR, individually, possesses management control, maintenance responsibilities and the authority to enter into the Grade Separation Construction and Maintenance Agreement, as further described below, on behalf of and for the mutual benefit of the Companies.
3. In the interest of public safety and convenience, the parties have agreed to the construction of a new Mississippi River Bridge to accommodate the relocated Interstate

Route 70 (FAP Route 999) over and across the Companies' property and tracks, and the construction of access road #3 adjacent to the Companies' property as delineated in the Grade Separation Construction and Maintenance Agreement by and between the Department, the Missouri Highways and Transportation Commission ("MHTC") and Union Pacific Railroad Company ("Agreement") marked as Exhibit 1, attached hereto and, by this reference, made a part hereof.

4. The Companies have no objection to the proposed plans as submitted by the Department as evidenced by its execution of the Agreement. Said Agreement provides for the construction of two grade separation structures carrying the eastbound and westbound traffic lanes (Structure Nos. 082-0379 EB and 082-0382 WB), respectively, of relocated Interstate Route 70 (FAP Route 999) over and across Companies' property and the construction of access road #3 adjacent to the Companies' property at approximately Railroad Milepost 279.35 of UPRR's Springfield Subdivision, near the Village of Brooklyn in St. Clair County, Illinois.
5. The parties acknowledge and agree that the Agreement attached as Exhibit 1 has not been executed by the Department as of the date of filing this Petition. The Department will supplement this Petition with a fully executed copy of the Agreement prior to the Commission's entry of the requested order. KCS's and UPRR's consent to this Petition is conditioned upon the Commission's receipt of the fully executed Agreement from the Department and the substitution of the fully executed Agreement in place of the attached, partially executed Agreement.

NOW, THEREFORE, PETITIONER, Illinois Department of Transportation, prays that the Illinois Commerce Commission order, without hearing, in accordance with its authority, the following:

1. That the Petitioner's Petition for an Order authorizing the construction of two grade separation structures carrying the eastbound and westbound traffic lanes, respectively, of relocated Interstate Route 70 (FAP Route 999) over and across Companies' property including parts of Lots 41, 47, 52 of the Division of the Vacant Ferry Lands at approximately Railroad Milepost 279.35 of UPRR's Springfield Subdivision, near the Village of Brooklyn in St. Clair County, Illinois, in accordance with the terms of the Agreement attached hereto and marked as Exhibit 1, be and the same hereby is authorized and ordered, without hearing.

Respectfully submitted,
ILLINOIS DEPARTMENT OF TRANSPORTATION

By: Lisa Madigan
Attorney General

By: Richard A. Redmond
Richard A. Redmond
Special Assistant Attorney General

Dated: 4/9/2010

Richard A. Redmond
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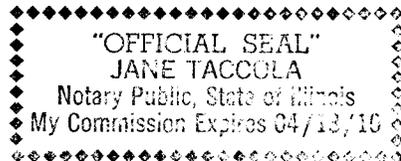
VERIFICATION

I, Richard A. Redmond, first being duly sworn, say that I have read the above petition and know what it says. The contents of the petition are true to the best of my knowledge.

Richard A. Redmond
Richard A. Redmond
Special Assistant Attorney General

Subscribed and sworn/affirmed to before me this 09 day of April, 2010.

Jane Taccola
Notary Public



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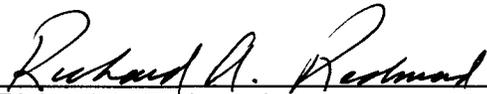
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NOTICE OF FILING

To: David Lazarides
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, IL 62701

Please take notice that I have this 9th day of April, 2010 filed the attached Petition in the above entitled matter with the Illinois Commerce Commission. A copy of the aforementioned Petition has been sent to all the parties of record via first class mail.


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CERTIFICATE OF SERVICE

I, Richard A. Redmond, an attorney, certify that I have served a true and correct copy of the foregoing Petition upon the parties to this proceeding on this 9th day of April, 2010 at their respective addresses set forth below:

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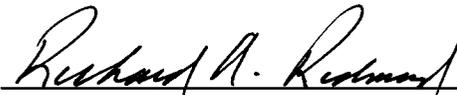
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