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October 21, 2013

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Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

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October 21, 2013
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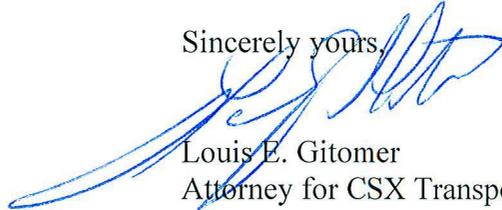
Re: Finance Docket No. 35523, *CSX Transportation, Inc. –Joint Use –*
Louisville & Indiana Railroad Company, Inc.

Dear Ms. Brown:

Enclosed for filing is the joint Response of CSX Transportation, Inc. and the
Louisville & Indiana Railroad Company, Inc.

The Applicants are efilng this letter. Thank you for your assistance. If you have
any questions, please contact me.

Sincerely yours,



Louis E. Gitomer
Attorney for CSX Transportation, Inc.

Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 35523

CSX TRANSPORTATION, INC.—JOINT USE—LOUISVILLE & INDIANA RAILROAD
COMPANY, INC.

RESPONSE

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Attorneys for: Louisville &
Indiana Railroad Company, Inc.

Attorneys for: CSX Transportation, Inc.

Dated: October 21, 2013

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 35523

CSX TRANSPORTATION, INC.—JOINT USE—LOUISVILLE & INDIANA RAILROAD
COMPANY, INC.

RESPONSE

CSX Transportation, Inc. (“CSXT”) and the Louisville & Indiana Railroad Company, Inc. (“L&I”) (collectively “Applicants”) respond to the comments filed in this proceeding and the decision of the Surface Transportation Board (the “Board”) served on August 1, 2013 accepting the application.¹ Applicants respectfully request that the Board grant the application for CSXT and L&I to jointly use the L&I’s line between Indianapolis, IN, and Louisville, KY (“Proposed Joint Use”), since the Proposed Joint Use will not result in a substantial lessening of competition, will not create a monopoly, and will not restrain trade in freight surface transportation in any region of the United States. If there were any anticompetitive effects of the Proposed Joint Use, which there are not, the public interest benefits far outweigh the anticompetitive effects.

BACKGROUND

On July 2, 2013, Applicants filed a minor application pursuant to 49 U.S.C. §11323(a)(6) and 49 C.F.R. Part 1180 (the “Application”) seeking approval from the Board for the joint use by

¹ Applicants are not submitting rebuttal since no opposition to the merits of the Proposed Joint Use have been filed with the Board or served on Applicants.

CSXT and L&I of L&I's 106.5-mile railroad line between its connection with CSXT in Indianapolis, IN, milepost 4.0±, and its connection with CSXT in Louisville, KY, milepost 110.5±, including designated sidings and turnouts (the "Line"). As part of the Proposed Joint Use, CSXT is also acquiring a perpetual non-exclusive freight railroad operating easement over the Line (the "Easement").

The Board accepted the Application in Decision No. 3, served on August 1, 2013, which adopted an expedited procedural schedule. Norfolk Southern Railway Company, Consolidated Grain and Barge Co., and the Port of Indiana filed notices of intent to participate by August 15, 2013. Neither CSXT nor L&I received any discovery requests.

A Draft Environmental Assessment (the "Draft EA") was served on August 30, 2013 and comments were filed on or before September 30, 2013.²

By September 30, 2013, the following parties submitted letters in support of the Application: Michael R. Pence, Governor of the State of Indiana; Steven L. Beshear, Governor of the Commonwealth of Kentucky; Todd Young, Congressman for Indiana's 9th District; the City of Indianapolis, IN; City of Louisville, KY; City of Jeffersonville, IN; City of Seymour, IN; City of Southport, IN; Town of Whiteland, IN; Columbus Indiana Economic Development Board; Jackson County Industrial Development Corporation; Johnson County Development Corporation; the Department of the Army, Camp Atterbury; A&R Transport, Inc.; Bridgewell Resources, LLC; Brown-Forman Distillery Company; Buzzi Unicem USA; Carter Lumber; Consolidated Grain and Barge Co.; the Dorel Juvenile Group; Essroc Cement Corp.; Ilpea

² Under the schedule adopted by the Board, a Final Environmental Assessment is scheduled to be served on November 6, 2013.

Industries, Inc.; Jeffboat LLC; Kokomo Grain; and Ports of Indiana. To ensure a complete record before the Board, Applicants have included a copy of each of these support letters in Exhibit A to this Response. No comments were filed in opposition to the Application.

Applicants would like to take this opportunity to respond to the Board's concerns regarding Section 4 of Attachment C to the Joint Use Operating Agreement.

CSXT is seeking to jointly use the Line with the L&I by acquiring the Easement. Applicants have entered a Transaction Agreement dated May 30, 2013 (the "Transaction Agreement") and upon closing, will enter an Easement Agreement (the "Easement Agreement") and a Joint Use Operating Agreement (the "Operating Agreement"), as well as other agreements (See Volume II of the Application).³ CSXT will acquire the Easement from L&I and jointly use the Line with L&I in connection with CSXT's funding to upgrade the Line.

The CSXT funded capital improvements to the Line will remove weight restrictions, increase track speed, add capacity to the Line, and increase fluidity that will enable Applicants to operate more efficiently in markets they already serve. Specifically, CSXT will fund the following improvements resulting in the "Upgrade" of the Line: upgrade of the track by installing continuously welded rail and necessary ties to improve the track from FRA Class 2 (up to 25 mph) to FRA Class 4 track (up to 60 mph), replace the Flatrock River Bridge, modernize the current dispatching system, and complete upgrades necessary to permit the handling of 286,000 pound gross weight on rail cars ("GWOR"). The Upgrade will cost between \$70 million and \$90 million, and must be completed within seven years of the closing of the Proposed Joint Use,

³ The Transaction Agreement, Easement Agreement, and Operating Agreement are collectively referred to as the "Agreements."

subject to certain exceptions provided in the Operating Agreement.⁴

L&I will continue to provide overhead service and exclusive local service on the Line. CSXT will continue to provide overhead service on the Line.

Once the Upgrade is complete, CSXT intends to operate between 13-15 trains per day over the Line. Currently, CSXT operates over the Line via trackage rights between Louisville, KY and Seymour, IN and then over its own line from Seymour, IN to Cincinnati, OH, specifically operating two trains a day, both in a northward direction between Louisville and Seymour. In addition, CSXT operates two trains per day between Indianapolis and Louisville.

As part of the Proposed Joint Use, CSXT-funded improvements of the Line will enable CSXT to operate more efficiently.⁵ Trains running on the L&I now travel between 20 and 25 mph but once the Upgrade is complete, trains will be able to run at speeds up to 60 miles per hour where signaling and track geometry permit. The Line handles the following traffic today: two trains per day between Indianapolis and Seymour, IN, four trains per day between Seymour and Jeffersonville Yard, IN, and seven trains per day between Jeffersonville Yard, IN and Louisville, KY. After the Upgrade is completed, CSXT will increase its use of the Line. CSXT plans to operate 15 trains per day between Indianapolis and Seymour, IN, and 13 trains per day between Seymour, IN and Louisville, KY.

ARGUMENT

The Board shall approve such an application unless it finds that—
(1) as a result of the transaction, there is likely to be substantial lessening of competition, creation of a monopoly, or restraint of trade in freight surface transportation in any region of the United States; and

⁴ Details of the Upgrade are provided in Attachment D, Upgrade of the L&I Line, to the Operating Agreement.

⁵ It is expected that all improvements to the Line will be made within the right-of-way.

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

49 U.S.C. §11324(d). Applicants contend that there are no anticompetitive effects arising from the Proposed Joint Use, and if there were, the public benefits outweigh the anticompetitive effects.

There are no anticompetitive effects from the Proposed Joint Use.

No shipper or other railroad has filed a comment claiming that the Proposed Joint Use is anticompetitive. No shipper that is served by two or more railroads today will be served by fewer railroads as a result of the Proposed Joint Use.

The Board has identified some provisions in the parties' agreements that may have anticompetitive effects. Under Section 4 of Attachment C to the Joint Use Operating Agreement, the fee L&I must pay CSXT for overhead movement of certain cars on the upgraded track between milepost 4.0 and milepost 98.3 could be an anticompetitive effect because it may create a disincentive for L&I to interchange with carriers other than CSXT. Furthermore, this provision would continue in perpetuity. In addition, the Transaction explicitly precludes L&I from granting operating rights to other Class I railroads without the permission of CSXT. Because the compensation arrangement only applies to 286,000 pounds GWOR and cars above a certain height – both of which are car types that L&I does not presently handle – the provisions do not appear to affect L&I's ability to continue its current operations and serve the shippers it serves today. In other transactions involving a significant capital investment by a railroad to improve lines that it does not own or fully control, the Board has permitted certain restrictions similarly aimed at protecting that investment. *See Kansas City S. Ry. and Meridian Speedway LLC—Exemption for Transactions Within a Corporate Family*, FD 34822 (STB served Feb. 16, 2006) (authorizing a transaction that involved a significant investment by Norfolk Southern Railway Company (NSR) in capital improvements to a line of the Kansas City Southern Railroad, but imposed certain restrictions on other railroads from operating over it); *see also Norfolk S. Ry., Pan Am Rys., et al.—Joint Control and Operating/Pooling Agreements—Pan Am S. LLC*, FD 35147 (STB served Mar. 10, 2009) (authorizing the control and ownership of Pan Am Southern and substantial investment by NSR in improvements to Pan Am Southern's lines and facilities).

Here, the Board finds the Transaction to be a “minor transaction” because it appears on the face of the application, as supplemented, that any anticompetitive effects of the Transaction would clearly be outweighed by the contribution to the public interest. The proposed upgrades to the Line would allow more efficient operations by both L&I and CSXT. L&I would receive an upgraded track, from FRA Class 2 (up to 25 mph) to FRA Class 4 track (up to 60 mph), a new bridge, and upgraded dispatching and signaling systems. Customers along the Line would receive faster service and be able to use heavier and taller cars.⁶

The Board appears concerned that: (1) a per unit-mile fee for overhead movements between milepost 4.0 and milepost 98.3 for cars weighing over 263,000 pounds GWOR or taller than 18’6” may have anticompetitive effects (the “Per Car Fee”),⁷ (2) L&I would also be charged for originating or terminating a certain number of subject cars at customers served by CSXT or accessible to CSXT by reciprocal switch within a calendar year, subject to some exclusions (the “Volume Fee”), and (3) L&I’s ability to grant operating rights to third party Class I railroads is precluded without prior written consent of CSXT (the “Use Consent”).

The Per Car Fee, Volume Fee, and Use Consent are not interchange commitments as the Board defines that term since they are not being imposed by the seller/lessor on the purchaser/lessee.⁸ CSXT is the purchaser in the Proposed Joint Use. Although the Per Car Fee and Volume Fee require L&I to pay fees to CSXT for certain traffic that L&I cannot handle today, L&I will not pay a fee to CSXT for use of the Upgrade for the same services it provides

⁶ *CSX Transportation, Inc.-Joint Use-Louisville & Indiana Railroad Company, Inc.*, Docket No. FD 35523, slip op. at 6 (served August 1, 2013). Applicants note that L&I will not “receive an upgraded track. . . .” Rather, CSXT will purchase an easement from L&I for overhead freight rail operations over L&I’s line, and for CSXT to fund and own the Upgrade. As more fully stated below, L&I will pay CSXT the Per Car Fee and Volume Fee when it uses the Line for traffic that the Line cannot handle without the Upgrade.

⁷ Currently, the only overhead traffic moving over the Line is CSXT traffic.

⁸ *Review of Rail Access and Competition Issues—Renewed Petition of the W. Coal Traffic League*, EP 575, slip op. at 1 (STB served Oct. 30, 2007) and *Information Required in Notices and Petitions Containing Interchange Commitments*, EP 714, slip op. at 2 (STB served November 1, 2012).

today. This structure assures CSXT that, after it funds the Upgrade at a level of \$70 to \$90 million, neither L&I nor anyone else will use the Upgrade as a free rider for uses of the Line that they do not and cannot make today. Indeed, the private infrastructure funding of the Upgrade proposed by CSXT as part of the Proposed Joint Use would not be made by L&I.

The Per Car Fee, Volume Fee, and Use Consent do not reduce competition under the Board's analyses, and they also pass the test under the Sherman Act. 15 U.S.C. §1.

Section 1 of the Sherman Act prohibits “[e]very contract, combination in the form of trust or otherwise, or conspiracy, in restraint of trade or commerce among the several States.” The courts have not taken this language literally but have recognized that Congress intended to prevent only unreasonable restraints. *See State Oil Co. v. Khan*, 522 U.S. 3, 10 (1997).

Generally, the courts apply a rule of reason analysis under which a restraint must be shown to be in fact unreasonable and anticompetitive. The courts only apply the *per se* rule when the constraint is “so plainly anticompetitive that no elaborate study of the industry is needed to establish their illegality.” *National Soc. of Professional Engineers v. United States*, 435 U.S. 679, 692 (1978) (“*National Soc. of Professional Engineers*”). The Per Car Fee and Volume Fee are not plainly anticompetitive and should be looked at under the rule of reason.

In an antitrust case under the rule of reason, the plaintiff must show that the restraint creates a substantial anticompetitive effect. Applicants do not believe that the Per Car Fee for overhead movements over 263,000 GWOR creates a substantial anticompetitive effect.⁹ Nevertheless, Applicants will show that pro-competitive effects created by the Per Car Fee offset any anticompetitive effects. Once this showing is made, the Board, like the Courts, should

balance the pro-competitive and anticompetitive effects of the restraint and if the restraint weighs more pro-competitive or the balance is even the courts have found the restraint is lawful under the rule of reason. *See Seagood Trading Corp. v. Jerrico, Inc.*, 924 F.2d 1555, 1571-73 (11th Cir. 1991).

In determining the “validity of restrictions imposed by a legitimate business collaboration, such as a business association or joint venture on nonventure activities” *Texaco Inc., v Fouad N. Dagher, et al.*, 547 U.S. 1, 8 (2006) (*Texaco*), the courts determine whether the nonventure restriction (here, the Per Car Fee) is a naked restraint¹⁰ on trade or “one that is ancillary to the legitimate and competitive purposes of the business association, and thus valid.” *Id.* To be ancillary, the restraint must be “subordinate and collateral to a separate, legitimate transaction.” *Rothery Storage & Van Co. v. Atlas Van Lines*, 792 F.2d 210, 224 (D.C. Cir. 1986). By subordinate and collateral the court meant that the restraint makes the main transaction more effective in accomplishing its purpose. *Id.*

Here, CSXT and L&I have entered into a legitimate business collaboration whereby L&I has granted CSXT a perpetual freight easement and CSXT has agreed to fund certain improvements that, within the cost-sharing arrangements relating to joint use of the Line (including the Per Car Fee) by CSXT and L&I, as set forth in the Operating Agreement, will both make CSXT more efficient and competitive within the markets it serves today and enhance

⁹ The following analysis also applies to the Volume Fee.

¹⁰ A per se or naked restraint is an agreement or practice that does not accompany a contract integration and has no purpose but restricting output and raising prices. *See Northern Wholesale Stationers, Inc. v. Pacific Stationery & Printing Co.*, 472 U.S. 284 (1985); *National Collegiate Athletic Association v. Board of Regents*, 469 U.S. 85 (1984); *United States v. Addyston Pipe & Steel Co.*, 85 F. 271 (6th Cir. 1898).

L&I's competitive position to serve its local markets. Without the Per Car Fee, if L&I moves cars weighing more than 263,000 GWOR in overhead service on the Line, it will be competing with CSXT and taking advantage of improvements to which it has not contributed. This would put L&I at a competitive advantage because it would be using facilities that it has not paid for while moving traffic that it would not be able to move but for the improved facilities.

If L&I is allowed to carry overhead traffic that it would not have been able to carry but for the Upgrade, without contributing to the cost of the Upgrade, it would in essence be getting a free ride over the Line for that traffic.¹¹ A free ride is “when one party to an arrangement reaps benefits for which another party pays...” *Rothery Storage & Van Co. v. Atlas Van Lines*, 792 F.2d 210, 113 (D.C. Cir. 1986). This is a problem because the party that provides the capital without receiving compensation has an incentive to provide less and this would make the common enterprise less effective. *See Id.* at 213 and *American Floral Services, Inc. v. Florists' Transworld Delivery Association and TeleFlora, Inc.*, 633 F. Supp. 201, 219-220 (N.D. Ill. 1986).

The Per Car Fee on overhead movements of cars weighing more than 263,000 GWOR provides the necessary, bargained for economic fairness to the Proposed Joint Use; L&I may more effectively improve the efficiency of its freight operations over the Line and CSXT may more effectively achieve efficient operations in its Midwestern Region.¹² These goals can be accomplished while at the same time protecting CSXT's capital investment in the Line and preventing L&I's free riding. If CSXT were unable to protect its capital investment in the Line,

¹¹ The “free ride” analysis also applies to the Use Consent.

¹² The Midwestern Region encompasses Ohio, Indiana, Illinois, and Kentucky.

there would be little incentive for CSXT to provide capital to the joint venture. Without CSXT's funding, the Upgrade would not occur and the pro-competitive effects of the Proposed Joint Use would not exist.

The essential question under the rule of reason analysis is whether the restraint is one that promotes competition or one that suppresses competition. *National Soc. of Professional Engineers*, at 691. The Per Car Fee clearly promotes competition in the existing market in that it promotes the efficiencies achieved by the Upgrade. Without the Upgrade, L&I would be unable to offer its customers service on trains weighing more than 263,000 pounds. But, CSXT would not fund the Upgrade if a competitor could use the investment without compensating CSXT. The anticompetitive effects of the Per Car Fee do not outweigh the pro-competitive benefits of the transaction.

Moreover, the Line is not the only route for traffic moving to and from locations north of Indianapolis from and to locations south of Louisville. To the east of the Line, the NS has a competitive route and to the west the BNSF Railway Company, Canadian National Railway, Kansas City Southern Railway Company, and Union Pacific Railroad Company have routes that compete with the Line for overhead traffic. Hence, the Per Car Fee, Volume Fee, and Use Consent do not reduce competition, they collectively work to protect CSXT's funding of the Upgrade from free riders.

Under the antitrust laws and the Board's own rules, the Per Car Fee, the Use Fee, and the Use Consent are not likely to result in a substantial lessening of competition, create a monopoly, or restraint of trade in freight surface transportation in any region of the United States.

The Proposed Joint Use will result in significant public benefits.

The public benefits of the Proposed Joint Use include the private funding of the Upgrade by CSXT. CSXT will increase its system wide efficiency by rerouting trains to the Line with a reduction of service time of about 130.5 hours per day resulting in annual savings of about \$11.8 million. L&I also will be able to operate at higher speeds and handle heavier cars over the Line. And, the Proposed Joint Use will not adversely affect any shipper transportation alternatives.

The Governors of Indiana and Kentucky support the Proposed Joint Use because the Upgrade to be privately funded by CSXT will enhance economic development in their states. In addition, numerous public entities support the Proposed Joint Use, including the cities of Indianapolis, IN, Louisville, KY, Jeffersonville, IN, Seymour, IN, Southport, IN, and Whiteland, IN, and the Columbus Indiana Economic Development Board, Jackson County Industrial Development Corporation, Johnson County Development Corporation, the Department of the Army, Camp Atterbury, because the Upgrade will enhance service and assist in economic development.

The following shippers also support the Proposed Joint Use: A&R Transport, Inc., Bridgewell Resources, LLC, Brown-Forman Distillery Company, Buzzi Unicem USA, Carter Lumber, Consolidated Grain and Barge Co. (“CGB”),¹³ the Dorel Juvenile Group, Essroc Cement Corp., Ilpea Industries, Inc., Jeffboat LLC, Kokomo Grain, and Ports of Indiana. They all contend that the Upgrade will lead to more efficient service, opportunities for them to expand their business, and more competition. The Proposed Joint Use will result in substantial public

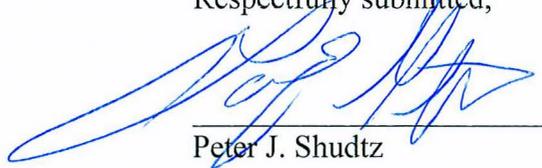
¹³ As can be seen in the correspondence between L&I and CGB, L&I did not commit to absorb all additional future charges, but only the Volume Fees.

benefits as demonstrated in the Application and as substantiated by the supporting letters. Hence, if there are any anticompetitive effects resulting from the Proposed Joint Use, which Applicants contend there are not, the public benefits demonstrated in the Application and substantiated by the supporting letters outweigh those anticompetitive effects.

CONCLUSION

CSXT and L&I respectfully request the Board to grant this Application subject to the conditions for the protection of employees in *Norfolk and Western Railway Co.—Trackage Rights—Burlington Northern, Inc., 354 I.C.C. 605, 610-15 (1978), as modified in Mendocino Coast Railway, Inc.—Lease & Operate—California Western Railroad, 360 I.C.C. 653, 664 (1980).*

Respectfully submitted,



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Attorneys for: Louisville &
Indiana Railroad Company, Inc.

Attorneys for: CSX Transportation, Inc.

Dated: October 21, 2013

EXHIBIT A – LETTERS OF SUPPORT



STATE OF INDIANA
OFFICE OF THE GOVERNOR
State House, Second Floor
Indianapolis, Indiana 46204

Michael R. Pence
Governor

234658

August 1, 2013

Daniel R. Elliott III
Chairman
Surface Transportation Board
395, E Street, SW
Washington, DC 20423

Re: Finance Docket No. 35523

Dear Chairman Elliott,

As Governor of Indiana, I am writing in support of the Joint Use Application filed by CSX Transportation, Inc. ("CSXT") and one of our corporate citizens, the Louisville & Indiana Railroad Company, Inc. ("L&I").

From the information I have been provided, CSXT proposes to invest significant private resources to transform the L&I's 106-mile main line between Indianapolis and Jeffersonville. The upgraded line will allow higher operating speeds and heavier cars, which will allow Hoosier businesses to move more grain, coal, and other goods to markets across the country and around the globe. In addition, the upgraded line will provide enhanced rail access for economic development efforts in southeastern Indiana, including, in particular, activities surrounding the Port of Indiana at Jeffersonville (the Clark Maritime Center).

I would also like to assure the STB that the relevant Indiana state agencies-- Department of Transportation, Department of Environmental Management, the Indiana State Historic Preservation Office and others--will be immediately responsive to any and all requests for information.

Thank you for the opportunity to present my support for the Application.

Sincerely,


Michael R. Pence
Governor of Indiana

ENTERED
Office of Proceedings
August 1, 2013
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Public Record



COMMONWEALTH OF KENTUCKY
OFFICE OF THE GOVERNOR

STEVEN L. BESHEAR
GOVERNOR

700 CAPITOL AVENUE
SUITE 100
FRANKFORT, KY 40601
(502) 564-2611
FAX: (502) 564-2517

September 19, 2013

Mr. Daniel R. Elliott III
Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

RE: Finance Docket No. 35523

Dear Chairman Elliott:

Please consider this letter in support of the Joint Use Application filed by CSX Transportation (CSXT) and the Louisville and Indiana Railroad Company, Inc.

As Governor of Kentucky, I have a keen interest in facilitating the efficient transportation of goods throughout our Commonwealth and our partners in surrounding states. From the information provided to my office by CSXT, it appears that the company anticipates significant growth in its industry over the next few years. In order to avoid service delays, cost increases, and congestion, CSXT plans to invest private funds to enhance its critical main line between Indianapolis and Louisville. These improvements will not only provide faster, more efficient transportation of goods among Midwest states, but will also offer reliable transportation service for the many Kentucky companies who depend on trains to deliver their products in a timely manner. This project will enhance our region's strength as a transportation and logistics hub.

Our state agencies are prepared to assist with any inquiries or requests for information. Thank you for your consideration.

Sincerely,

A handwritten signature in black ink, appearing to read "Steven L. Beshear".

Steven L. Beshear

cc: Ms. Cynthia T. Brown

TODD YOUNG

INDIANA'S 9TH DISTRICT

WASHINGTON, DC OFFICE

1721 LONGWORTH HOB

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PHONE: (202) 225-5315

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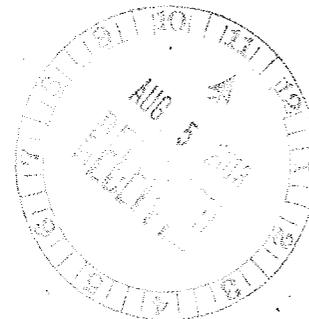
Congress of the United States
House of Representatives

Washington, DC 20515

July 25, 2013

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

234648
ENTERED
Office of Proceedings
August 8, 2013
Part of Public
Record



Re: Finance Docket No. 35523, CSX Transportation, Inc. --Joint Use --Louisville & Indiana Railroad Company, Inc.

Chief Brown:

I am writing to express my support for the CSX Transportation/Louisville & Indiana RR Co. proposal for improvement of the Indianapolis/Louisville main line. This project would provide substantial infrastructure improvements for the benefit of constituents, commerce and employment in Southern Central Indiana.

The FHA estimates that freight volume will be increasing in this region by 62% by 2040. Given the lower emissions and higher efficiency of rail versus trucking, and given the near-capacity of alternate corridors like that between Cincinnati and Louisville, this upgrade seems to make good economic and commercial sense.

I ask that this request be given full and fair consideration, within applicable laws and regulations, for the CSXT proposal to upgrade the Indianapolis/Louisville corridor. If I can provide you with any additional information, please contact my grants coordinator, Hal Turner at 812-336-3000. Thank you in advance for your assistance.

Sincerely,

Todd Young
Member of Congress

TY/ht



July 31, 2013

234659

Daniel R. Elliott III, Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

ENTERED
Office of Proceedings
August 1, 2013
Part of
Public Record

Re: Finance Docket No. 35523

Dear Chairman Elliott,

I am writing in strong support of the Joint Use Application filed by CSX Transportation, Inc. ("CSXT") and one of our corporate citizens, the Louisville & Indiana Railroad Company, Inc. ("L&I"). The proposed transaction between the two companies will create a once-in-a-generation opportunity for major and lasting investment in Indiana's rail infrastructure and will result in substantial economic development benefits.

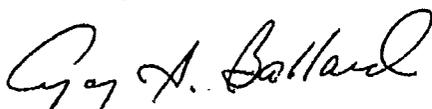
CSXT proposes to invest significant resources to transform the L&I's 106-mile main line between Indianapolis and Jeffersonville from a rail line with maximum operating speeds today of 25 m.p.h. to a line with operating speeds as high as 49 m.p.h. Over a period of seven years, the entire line will be upgraded to continuous-welded rail, roadbeds will be refreshed, passing sidings will be added as needed, and bridges will be upgraded.

These much needed improvements will enhance service to the over 70 rail-served customers in Indianapolis, virtually all of them served by CSXT. Some of Indianapolis' largest employers and contributors to our economic health are served by CSXT: Archer Daniels Milling, Cargill, Citizens Thermal Energy, Eli Lilly, General Electric, Hall & House Lumber, Heritage Environmental, Indianapolis Star, Interstate Warehousing, Merchandise Warehouse, Omnisource, and Rock Tenn.

In Indianapolis there are 867 resident railroad employees with average annual wages (excluding benefits) of \$65,000. The annual railroad payroll for these residents is \$54.6 million, a significant contributor to Indianapolis' tax base. This transaction will strengthen the existing railroad employment and tax base within the city as well as providing more opportunities for expansion of both.

Thank you for the opportunity to present my support for the Application. If you have any questions, please contact my Deputy Chief of Staff Amy Waggoner at Amy.Waggoner@indy.gov or 317.327.4173.

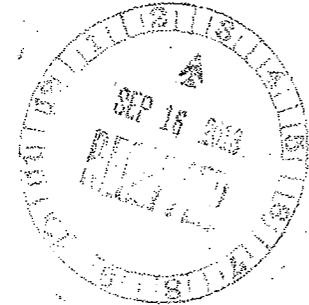
Sincerely,


Gregory A. Ballard
Mayor

Phone: 317.327.3601	Office of the Mayor
Fax: 317.327.3980	2501 City County Building
TDD: 317.327.5186	200 East Washington Street
	Indianapolis, Indiana 46204
	www.indy.gov



OFFICE OF THE MAYOR
LOUISVILLE, KENTUCKY



GREG FISCHER
MAYOR

September 11, 2013

234829

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

ENTERED
Office of Proceedings
September 16, 2013
Part of
Public Record

Re: Finance Docket No. 35523

Dear Ms. Brown:

As Mayor of the City of Louisville, I am writing you in support of the Joint Use Application recently filed by CSX Transportation, Inc. (CSXT) and the Louisville & Indiana Railroad Company, Inc. (L&I). The proposed transaction would allow for significant investment in a rail line that is vital in meeting the region's growing need for freight rail transportation.

As proposed, CSXT would invest significant private funds over a seven-year period to upgrade the L&I's 106-mile rail line between Louisville and Indianapolis. This would include upgrading the line to continuous-welded rail, and replacing or adding new bridges and other infrastructure.

The improved line would allow trains to operate at higher speeds and carry heavier rail cars and result in a more efficient movement of goods for Louisville businesses and their customers. More specifically, the upgraded line will provide CSX a significantly better route for trains serving its recently opened Louisville Intermodal Terminal.

I appreciate the opportunity to express my support for the Application, and respectfully ask that you give this important transportation project every consideration.

Sincerely,

Greg Fischer
Mayor

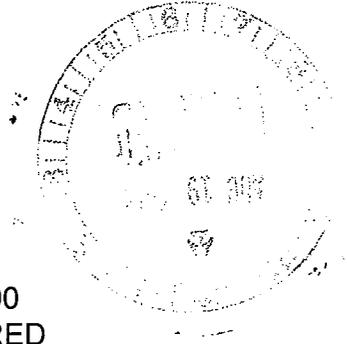
WWW.LOUISVILLEKY.GOV

Office Of The Mayor

Mayor Mike Moore

812-285-6400 office
812-285-6403 fax
www.cityofjeff.net

Jeffersonville City Hall
500 Quartermaster Court
Jeffersonville, Indiana 47130



Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, SW
Washington, D.C. 20423

234690
ENTERED
Office of Proceedings
August 19, 2013
Part of
Public Record

RE: Finance Docket No. 35523, CSX Transportation, Inc. – Joint Use – Louisville & Indiana Railroad Company, Inc.

On behalf of the City of Jeffersonville, I am writing to notify the Board of our intention to support the filing for rail line improvements as proposed by the LI and CSX railroads.

Our community has several industries that rely on rail service. We believe that this investment will support their needs, and allow them to source products efficiently.

We look forward to the industrial development benefits of an improved rail corridor that will allow us to compete for new prospects.

We understand that this investment will upgrade the integrity of the rail line and allow for faster and safer transit of trains through our community.

Sincerely,

Mike Moore, Mayor

CC: Louisville & Indiana Railroad



City of Seymour

City Hall 301-309 N. Chestnut Street • Seymour, Indiana 47274
Phone: (812) 522-4020 • Fax: (812) 523-6687

Mayor
CRAIG LUEDEMAN

Clerk-Treasurer
FRED D. LEWIS

City Council Members
JOHN J. REINHART

BRIAN D'ARCO

DANNY SLOAN

JAMES W. REBBER

DAVE EARLEY

LLOYD G. HUDSON

JENNIFER SIEFKER

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, SW
Washington, D.C. 20423

234644
ENTERED
Office of Proceedings
August 8, 2013
Part of Public
Record

RE: Finance Docket No. 35523, CSX Transportation, Inc. – Joint Use
– Louisville & Indiana Railroad Company, Inc.

On behalf of the City of Seymour, Indiana I am writing to notify the Board of our intention to support the filing for rail line improvements as proposed by the LI and CSX railroads.

Our community has several industries that rely on rail service. We believe that this investment will support their needs, and allow them to source products efficiently.

We look forward to the industrial development benefits of an improved rail corridor that will allow us to compete for new prospects.

We understand that this investment will upgrade the integrity of the rail line and allow for faster and safer transit of trains through our community.

Sincerely,

Craig Luedeman, Mayor
City of Seymour, Indiana

CC: Louisville & Indiana Railroad

234711



City of Southport
6901 Derbyshire Road
Southport, Indiana 46227

ENTERED
Office of Proceedings

AUG 26 2013

Part of
Public Record



Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, SW
Washington, D.C. 20423

RE: Finance Docket No. 35523, CSX Transportation, Inc. – Joint Use – Louisville & Indiana Railroad Company, Inc.

On behalf of the city of Southport, I am writing to notify the Board of our intention to support the filing for rail line improvements as proposed by the LI and CSX railroads.

Our community has several industries that rely on rail service. We believe that this investment will support their needs, and allow them to source products efficiently.

We look forward to the industrial development benefits of an improved rail corridor that will allow us to compete for new prospects.

We understand that this investment will upgrade the integrity of the rail line and allow for faster and safer transit of trains through our community.

Sincerely,

Mayor Jesse Vernon Testruth

CC: Louisville & Indiana Railroad

TOWN COUNCIL

ROBERT ZEHR
PRESIDENT

KENT BEESON
VICE PRESIDENT

ROGER FORD
MEMBER

CHRIS HADLEY
MEMBER

ED TICHENOR
MEMBER

TOWN OF WHITELAND
549 MAIN STREET
WHITELAND, INDIANA 46184

(317) 535-5531

FAX (317) 535-8724

WWW.TOWNOFWHITELAND.COM

234605

WHITELAND WATER WORKS

WHITELAND SEWER WORKS

WHITELAND STORM WATER UTILITY

MICHELLE R. RICHARDS
CLERK-TREASURER

DENNIS CAPOZZI
TOWN MANAGER

July 19, 2013

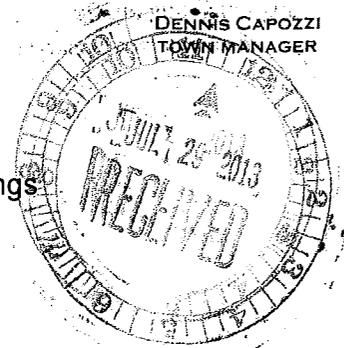
ENTERED

Office of Proceedings

July 30, 2013

Part of

Public Record



Ms. Cynthia Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Finance Docket No. 35523, CSX Transportation and Louisville & Indiana Railroad Company joint use

Dear Ms. Brown:

The Town of Whiteland would like to submit this letter of qualified support regarding this proposed joint use filing between CSX Transportation and the Louisville & Indiana.

We feel that the proposed joint use, and the associated improvements to the Louisville & Indiana line, would be an advantage for attracting rail-based businesses and industries to Whiteland. Based on our inquiries, the L&I currently seems to have a good customer service record, but the capacity of the line is below the modern industry standards—limiting the desire for many businesses to locate in municipalities along the line, including Whiteland. Therefore, the proposed upgrades to the line may greatly increase the number the businesses considering being served by the L&I in Whiteland. The Town is excited by this economic development opportunity that could have significant positive impacts for our residents and businesses.

However, we also recognize that with these proposed improvements are likely to create some adverse impacts, which should be addressed with the upgrade program.

First, we are concerned about the four grade crossings in Town. Currently, two are flashing light signals and two are simply crossbucks/stop signs. With the proposed increase in train speeds and frequency, and ideally an increase in vehicular traffic due to economic development, these current signals will no longer be adequate. In particular, the Tracy Road crossing should be upgraded from crossbucks to a gated signal because of visibility limitations and expected increase in road traffic.

Second, we are concerned about stopped trains blocking grade crossings. With the projected train lengths, one stopped train could close three, or possibly all four, crossings in town. So, the Town desires that any signaling or passing siding construction done as part of this proposal be engineered to minimize crossing blockages. Trains serving businesses are of course an exception from this concern. Also, if a train is stopped for mechanical or other reasons, and blocking crossings, we request that the county emergency dispatcher be notified so that emergency services are able to make the appropriate detours if necessary.

Third, noise and vibration are concerns as well, as the proposal would effectively return the railroad to levels of traffic not seen since the 1950s. Four subdivisions have been built next to the track in the past 50 years, and those adjacent properties and residents may be negatively affected by the increase in train size and frequency. It may not be possible to nullify these effects, but we do request these adjacent property owners be notified directly of the pending changes. The Town is willing to provide assistance with this effort.

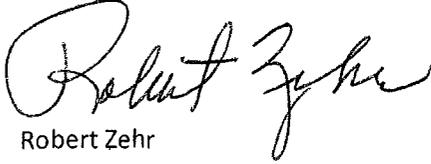
Again, the Town of Whiteland is supportive of this proposal to upgrade the line in order to accommodate larger and more frequent trains. With a few, relatively minor, qualifications, we feel that this proposal would be an

July 19, 2013

Page 2

overall benefit for the Town and its future. We look forward to working with both the Louisville & Indiana and CSX to accomplish this effort.

Sincerely,

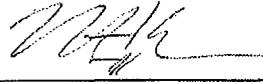
A handwritten signature in black ink, appearing to read "Robert Zehr". The signature is written in a cursive style with a large initial "R".

Robert Zehr
Town Council President
Town of Whiteland

cc: Dennis Capozzi, Town Manager
Town Department Heads
Mike Stolzman, President, Louisville & Indiana Railroad Company
Steve Watson, Representative, CSX Transportation

CERTIFICATE OF SERVICE

This is to certify that a copy of the foregoing Supplemental Filing was served upon the petitioner via its counsel by email and first class mail, postage prepaid, this 30th day of July, 2013.



Nathan Bilger



columbusindiana

ECONOMIC
DEVELOPMENT
BOARD

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, SW
Washington, D.C. 20423

July 24, 2013
234643
ENTERED
Office of Proceedings
August 8, 2013
Part of Public
Record

RE: Finance Docket No. 35523
CSX Transportation, Inc. – Joint Use – Louisville & Indiana Railroad Company, Inc.

I am writing to notify the Surface Transportation Board of our support for the filing for rail line improvements as proposed by the Louisville and Indiana (L&I) and CSX railroads.

The proposed investment will upgrade the integrity of the rail line that runs through Columbus and Bartholomew County, it will allow companies to source products and deliver finished goods efficiently, and it will allow for faster and safer transit of trains through our community.

Moreover, our community has a number of industries that rely on rail service, and according to *Indiana Economic Development Corporation* reports, up to 1/3 of all prospective company investment projects (i.e., those that would create new jobs and new capital investment in Indiana) have expressed a preference for rail service as being one of their primary decision points. The proposed enhancements, therefore, will support the needs of our existing employers, and it will also better position us for future economic growth.

For all of the reasons above, we strongly support the proposed rail line improvements as proposed by L&I and CSX, and we thank you for your support as well.

Sincerely,

Jason Hester, CEcD
Executive Director

E: jhester@columbusIN.org

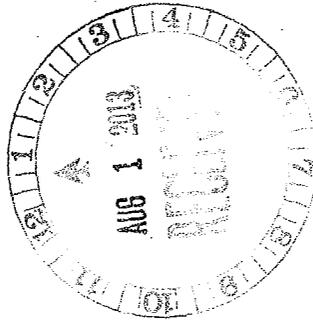
CC: Louisville & Indiana Railroad



234619
 Jackson County Industrial Development Corporation
 301 North Chestnut Street P.O. Box 783 Seymour, IN 47274
 Phone 812.522.4951 Fax 812.522.1235 www.jcidc.com
 Serving — Brownstown Crothersville Medora Seymour

July 23, 2013

Cynthia T. Brown
 Chief, Section of Administration
 Office of Proceedings
 Surface Transportation Board
 395 E. Street, SW
 Washington, D.C. 20423



ENTERED
 Office of Proceedings

AUG 1 2013

Part of
 Public Record

RE: Finance Docket No. 35523, CSX Transportation, Inc. – Joint Use – Louisville & Indiana Railroad Company, Inc.

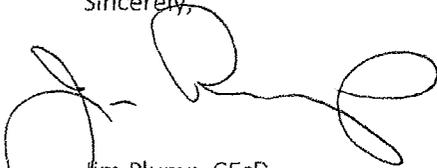
On behalf of the Board of Directors of Jackson County Industrial Development Corporation in Seymour, IN, I am writing to notify you of our support of the filing for rail line improvements as proposed by the LI and CSX railroads.

As the main economic development organization in our county, we are aware that several industries rely on rail service and we believe that this investment will not only support their needs, but allow them to source products efficiently. Additionally, we look forward to the industrial development benefits of an improved rail corridor that will allow us to compete for new prospects.

Our JCIDC Board voted unanimously at our June meeting to support this application as well as write a letter of support to you. In addition to the already-referenced benefits, we understand that this investment will upgrade the integrity of the rail line and allow for faster and safer transit of trains through our community.

Thank you.

Sincerely,



Jim Plump, CEcD
 Executive Director

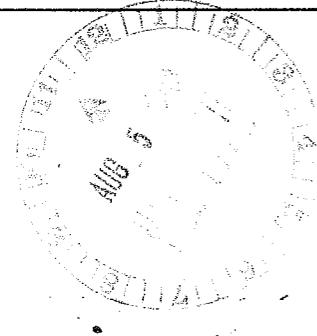
CC: Louisville & Indiana Railroad

Believe in it • Invest in it • Grow in it

July 26, 2013

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, SW
Washington, D.C. 20423

234646
ENTERED
Office of Proceedings
August 8, 2013
Part of Public
Record



RE: Finance Docket No. 35523, CSX Transportation, Inc. – Joint Use – Louisville & Indiana Railroad Company, Inc.

Dear Ms. Brown,

On behalf of Johnson County Development Corporation, I am writing to notify the Board of our intention to support the filing for rail line improvements as proposed by the LI and CSX railroads.

Our community has several industries that rely on rail service. We believe that this investment will support their needs, and allow them to source products efficiently.

We look forward to the industrial development benefits of an improved rail corridor that will allow us to compete for new prospects.

We understand that this investment will upgrade the integrity of the rail line and allow for faster and safer transit of trains through our community.

Sincerely,

A handwritten signature in black ink, appearing to read "Cheryl Morphew".

Cheryl Morphew,
President & CEO

CC: Louisville & Indiana Railroad



**DEPARTMENT OF THE ARMY
CAMP ATTERBURY – MUSCATATUCK
CENTER FOR COMPLEX OPERATIONS**
Building 4A, PO Box 5000
Edinburgh, Indiana 46124-5000

August 5, 2013

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, SW
Washington, D.C. 20423

RE: Finance Docket No. 35523, CSX Transportation, Inc. – Joint Use – Louisville & Indiana Railroad Company, Inc.

Dear Ms. Brown:

As Chief Operations Officer of the Atterbury-Muscatatuck training and testing complex of the Indiana Army National Guard, I am pleased to offer this statement for the cited joint use effort of the CSX and L&I railroad companies.

The Camp Atterbury-Muscatatuck complex is a US Army designated enduring Mobilization Center, in addition to serving as a major training support facility for Active and Reserve military organizations in the Midwest. In consideration of both, but especially our enduring mobilization mission, the Army has provided construction funding to help enhance our rail capabilities.

With completion of the current \$21m construction program, we should be able to effectively meet the national military transportation strategy. Our requirement is to move a BCT (Brigade Combat Team) in or out by rail in a 72 hour period. The desired timeframe of 72 hours is based on 24 hour operations using approximately 120 flatcars.

We have “partnered” successfully with the L&I for nearly 20 years, and see the proposed joint project as an important complement to our current construction efforts. Every improvement in the capacity and efficiency of the “main line” will further our ability to meet the requirements and goals of the national military transportation strategy.

In sum, we see the joint venture of the CSX and L&I railroads as an important contribution to the communities and the customers they serve. It is with this same sense of “community” that I offer this statement of support.

Sincerely,

A handwritten signature in black ink that reads "Jack E. Fowler".

JACK E. FOWLER
LTC, USA, (Ret)
Chief Operations Officer



Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, SW
Washington, D.C. 20423

RE: Finance Docket No. 35523, CSX Transportation, Inc.-Joint Use- Louisville & Indiana Railroad Company, Inc.

On behalf of A&R Logistics, I am writing in support of the Louisville and Indiana, CSX joint filing for infrastructure upgrades on the rail line between Louisville and Indianapolis.

We depend highly on the Rail Service for our business for competitive service which keeps our costs under control and helps us properly service our Customers.

With CSX and the Louisville Indiana Railroad being partners in this project not only do they benefit from being able to move cars at a higher speed but allows heavier cars with product to travel these lines. This will also make it safer for the several communities between Louisville and Indianapolis as the tracks will be updated and state of the art.

As Indiana grows in rail traffic this is a plus for the entire state. As the Port of Indiana in Jeffersonville continues to grow this will be a huge plus for the State of Indiana.

Sincerely,

Gary Parker
Fleet Manager
A&R Logistics



BRIDGEWELL
RESOURCES™

234668

ENTERED
Office of Proceedings
August 12, 2013
Part of
Public Record

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, SW
Washington, D.C. 20423

RE: Finance Docket No. 35523, CSX Transportation, Inc. – Joint Use – Louisville & Indiana Railroad Company, Inc.

Here at Bridgewell Resources, LLC, we employ 185 employees and thrive in the Indiana economy.

We count on efficient rail service to keep costs under control and to source our products from distant markets.

We are excited to announce our support of the project proposed by L&I/CSX now being reviewed by the STB.

Decades of limited capital input have kept the line open and the service intact, but we now stand to benefit from a strategic partnership to invest in a complete line upgrade for through use by CSX.

Improving train speeds and adding new rail will dramatically improve the safety and quality of the transportation service that we have come to rely upon here at Bridgewell Resources, LLC.

The investment by CSX and L&I will maintain our competitive edge for decades to come.

Sincerely,

Jay Wilson
Chief Financial Officer
Bridgewell Resources, LLC

CC: Louisville & Indiana Railroad



BROWN-FORMAN
DISTILLERY COMPANY

850 Dixie Highway
Louisville, KY 40210

234562

ENTERED
Office of Proceedings
July 23, 2013
Part of
Public Record

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, SW
Washington, D.C. 20423

RE: Finance Docket No. 35523, CSX Transportation, Inc. – Joint Use – Louisville & Indiana Railroad Company, Inc.

On behalf of Brown-Forman Inc., I am writing this letter in support of the Louisville and Indiana, CSX joint filing for infrastructure upgrades on the rail line between Indianapolis and Louisville.

Rail service is important to our business and we rely on competitive service. The cost savings for us is in the transportation fees. A general rule we use for calculating our liquid requirements is that one liquid Railcar container is equivalent to 3 liquid tank trucks.

For years, the condition of this rail line has limited the weight of rail shipments and has slowed transit times to the rail connections at interchange.

We believe this project will improve the capacity and service parameters that can be offered to us, thereby allowing us to remain competitive in the markets that we serve.

Indiana is growing and we foresee the need to add transportation improvements to our region.

Sincerely,

Babsra Stone
Operations/Environmental Specialist

CC: Louisville & Indiana Railroad

CERTIFICATE OF SERVICE

This is to certify that a copy of the foregoing Supplemental Filing was served upon the petitioner via its counsel by email and first class mail, postage prepaid, this 23rd day of July, 2013.

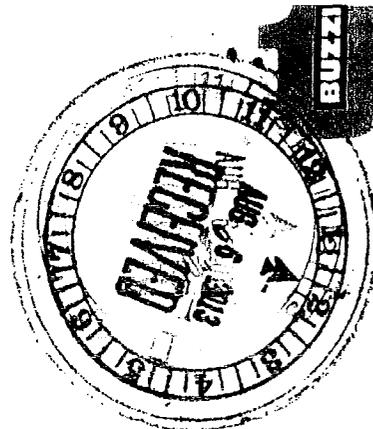


Babsra Stone

BUZZI UNICEM USA

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, SW
Washington, D.C. 20423

234647
ENTERED
Office of Proceedings
August 8, 2013
Part of Public
Record



RE: Finance Docket No. 35523, CSX Transportation, Inc. – Joint Use – Louisville & Indiana Railroad Company, Inc.

On behalf of Buzzi Unicem USA, I am writing this letter in support of the Louisville and Indiana, CSX joint filing for infrastructure upgrades on the rail line between Indianapolis and Louisville.

Rail service is important to our business and we rely on competitive service.

For years, the condition of this rail line has limited the weight of rail shipments and has slowed transit times to the rail connections at interchange.

We believe this project will improve the capacity and service parameters that can be offered to us, thereby allowing us to remain competitive in the markets that we serve.

Indiana is growing and we foresee the need to add transportation improvements to our region.

Sincerely,

A handwritten signature in cursive script that reads 'David Bernstein'.

David Bernstein
Manager of Logistics

CC: Louisville & Indiana Railroad



Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, SW
Washington, D.C. 20423

RE: Finance Docket No. 35523, CSX Transportation, Inc. – Joint Use – Louisville & Indiana Railroad Company, Inc.

Here at Carter Lumber, employ 130 employees and thrive in the Indiana economy.

We count on efficient rail service to keep costs under control and to source our products from distant markets.

We are excited to announce our support of the project proposed by L&I/CSX now being reviewed by the STB.

Decades of limited capital input have kept the line open and the service intact, but we now stand to benefit from a strategic partnership to invest in a complete line upgrade for through use by CSX.

Improving train speeds and adding new rail will dramatically improve the safety and quality of the transportation service that we have come to rely upon here at Carter Lumber.

The investment by CSX and L&I will maintain our competitive edge for decades to come.

Sincerely,
Shane Ashton
Operations Mgr. Indianapolis Market

CC: Louisville & Indiana Railroad



POST OFFICE BOX 249 / MANDEVILLE, LA 70470-0249 / (985) 867-3500

30 September 2013

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, SW
Washington, DC 20423

RE: Finance Docket No. 35523

Dear Ms. Brown,

Consolidated Grain and Barge Company ("CGB") submits the below comments in response to the Joint Use Application filed by CSX Transportation, Inc. ("CSXT") and the Louisville & Indiana Railroad Company ("LIRC") (the "Application"), identified as Finance Docket No. 35523.

CGB has carefully reviewed the Application and has concerns regarding: (1) continued joint service; and (2) the potential for a surcharge for 286,000 GWT traffic. In an effort to address those concerns, CGB attended a meeting with representatives from CSXT, LIRC, the Port of Indiana, and another similarly situated shipper on 25 July 2013 at the Port of Indiana's office in Jeffersonville, IN. The meeting and follow-up conferences resulted in the attached letters from LIRC to: (1) CGB on 20 September 2013 addressing CGB's concerns; and (2) The Port of Indiana on 15 August 2013 addressing the Port's concerns. The letter addressed to CGB states that: (1) CGB facilities will continue to be served by both LIRC and CSXT; and (2) LIRC will absorb additional charges and not pass those charges on to CGB or other similarly situated customers.

Based on those representations, CGB supports the upgrades to the rail infrastructure north of mile post 98.

Thank you for your time and consideration.

Sincerely,

A handwritten signature in black ink, appearing to read 'Charlie Threlkeld', written over a horizontal line.

Charlie Threlkeld
General Manager of Transportation
Consolidated Grain & Barge Company



GENERAL OFFICE
500 WILLINGER LANE
JEFFERSONVILLE, IN 47130
(812) 288-0940
FAX (812) 288-4977

September 20, 2013

Charlie Threlkeld
General Manager of Transportation
CGB Enterprises, Inc.
1127 Highway 190
East Service Road
Covington, LA 70433

Dear Mr. Threlkeld,

This letter is in response to your recent inquiry regarding the proposed Joint Use Operating Agreement ("JUOA") between Louisville & Indiana Railroad Company, Inc. ("LIRC") and CSX Transportation, Inc. ("CSXT"), which is the subject of an application before the Surface Transportation Board (the "STB") in Finance Docket No. 35523. In particular, you asked that we clarify whether, under the terms of the JUOA, (i) the CGB facilities located at 5130 Port Road in Jeffersonville and at 945 15th Street in Louisville (together, the "CGB Facilities") will continue to be served by both LIRC and CSXT, and (ii) LIRC will be required to pay fees to CSXT in connection with traffic moving to and from the CGB Facilities. As to the first issue, this is to confirm that the CGB Facilities will continue to be served by both LIRC and CSXT. As to the second issue, as discussed below, LIRC will not pay a fee to CSXT on traffic moving to or from the CGB Facilities except for certain traffic moving to or from the CGB Facilities over Indianapolis (or another interchange point other than Louisville or Jeffersonville) without the participation of CSXT (or a CSXT affiliate). However, to the extent such fees are incurred, LIRC has decided to absorb those charges and not pass them on to CGB or other similarly situated customers.

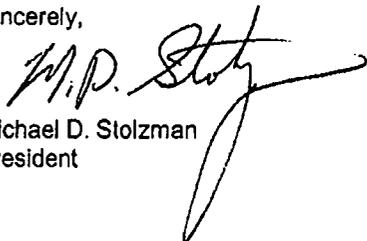
The JUOA will improve the competitive landscape for the CGB Facilities by upgrading the LIRC Line between the southern terminus of the LIRC Line and Indianapolis so that it can handle 286,000-lb. rail cars, as opposed to the 263,000-lb. limit that exists today. This competitive routing option would not be available to the CGB Facilities absent the proposed transaction because LIRC could never afford to make the magnitude of investment necessary to permit 286,000-lb cars. This investment includes the complete replacement of a bridge and replacement of over 100 miles of jointed rail with continuously welded rail. In addition, the upgrade of the LIRC Line will result in vastly improved transit times for traffic moving to and from the CGB Facilities over Indianapolis, as maximum operating speeds are increased from 25 mph to 60 mph. The improved transit times for service to and from the CGB Facilities will be a significant improvement to the competitiveness of rail service CGB receives at those locations.

In light of the fact that CSXT will be making an approximately \$70 million to \$90 million investment in the infrastructure on the LIRC Line, which will allow LIRC to handle traffic that it cannot handle today (*i.e.*, traffic moving in 286,000-lb. cars and traffic in cars exceeding 18'6" in height – "New Traffic") or in the future without the CSXT investment, LIRC has agreed to pay CSXT fees for certain New Traffic that does not involve CSXT. However, these fees will not adversely affect the existing competitive landscape for the CGB Facilities because the fees will not apply to any traffic that can move to or from the CGB Facilities today (*e.g.*, 286,000-lb. cars moving between the CGB Facilities and Louisville). These fees do not apply to existing traffic.

Under the JUOA, LIRC would potentially pay a fee to CSXT on one limited category of traffic originating or terminating at the CGB Facilities: New Traffic that moves, without CSXT (or a CSXT affiliate) participation, to or from a shipper or receiver that is served by CSXT (directly or by reciprocal switch), but excluding traffic that is interchanged by LIRC with a third party carrier at Louisville or Jeffersonville. For New Traffic that is originated or terminated at either of the CGB Facilities and is interchanged with a third party carrier, and which is moving to a station that CSXT can serve (directly or via reciprocal switch), LIRC will pay a flat fee to CSXT in any year the aggregate number of carloads of such traffic exceeds a certain number. As stated above, in any year in which LIRC pays this fee, LIRC has made a corporate decision to absorb this amount and will not surcharge any customers for traffic moving to or from the CGB Facilities.

I hope the foregoing answers your questions. Please feel free to call me if you want to discuss this matter further.

Sincerely,

A handwritten signature in black ink, appearing to read "M.D. Stolzman", with a long, sweeping horizontal stroke extending to the right.

Michael D. Stolzman
President



GENERAL OFFICE
500 WILLINGER LANE
JEFFERSONVILLE, IN 47130
(812) 288-0940
FAX (812) 288-4977

August 15, 2013

Scott Stewart, Director
Port of Indiana-Jeffersonville
1402 Port Road
Jeffersonville, IN 47130

Dear Mr. Stewart:

This is in response to your letter to Amanda Rice, dated August 5, 2013, in which you requested information regarding the proposed Joint Use Operating Agreement ("JUOA") between Louisville & Indiana Railroad Company, Inc. ("LIRC") and CSX Transportation, Inc. ("CSXT"), which is the subject of an application before the Surface Transportation Board (the "STB") in Finance Docket No. 35523. We are pleased to respond to your inquiries and ask that you contact the undersigned if you need any further clarification of the matters set forth in your letter.

The proposed transaction between LIRC and CSXT involves: (1) CSXT purchasing a perpetual easement over the main line of the LIRC for \$10 million; (2) the joint use of the L&I Line (as defined in the JUOA) by LIRC and CSXT; (3) CSXT paying to upgrade the LIRC main line within seven years of closing by replacing all of the rail with continuous welded rail and other improvements that will allow LIRC and CSXT to operate over the L&I Line at speeds up to 60 mph and to handle cars weighing up to 286,000 pounds gross weight over rail ("GWOR"); and (4) CSXT paying to modernize the dispatching system. CSXT will own the Upgrade and LIRC will operate over the Upgrade at no charge for the type of service it provides today.

LIRC and CSXT are responding to the questions you raised. LIRC and CSXT reserve all of their rights under the ICC Termination Act of 1995 and are not willing to make commitments to the Port of Indiana-Jeffersonville (the "Port") that the status quo will be retained for the indefinite future. That said, LIRC and CSXT believe that the proposed transaction will increase the level of service to the Port and will not reduce the level of competition that the Port enjoys today.

Following are the responses to your letter:

1. The Proposed Transaction will not lessen the competitive landscape related to multiple rail access to the Port of Indiana-Jeffersonville. Specifically, costs for other Class I rail carriers, such as Norfolk Southern, and our port's switching company, MG Rail or its successor companies, will not increase as a result of this agreement.

As stated above, the proposed transaction will not reduce the level of competition the Port enjoys today. Indeed, the proposed transaction will improve the Port's competitive position because rail service to and from the Port should become more efficient once the Upgrade is completed. The L&I Line will be able to handle heavier cars at faster speeds. A new dispatching system will also increase efficiency. LIRC and CSXT do not control the costs of third party railroads. In addition, no provision of the agreements between LIRC and CSXT increase the costs for other railroads. LIRC and CSXT believe that the proposed transaction, and especially the Upgrade, will lead to reduced operating costs for LIRC and CSXT over time.

The JUOA will improve the competitive landscape for the Port and its tenants by upgrading the L&I Line between the Port and Indianapolis so that it can handle 286,000-lb. rail cars, as opposed to the 263,000-lb. limit that exists today. This competitive routing option would not be available to Port customers absent the proposed transaction because LIRC could never afford to make the magnitude of investment necessary to permit 286,000-lb cars. This investment includes the complete replacement of a bridge and replacement of over 100 miles of jointed rail with continuously welded rail. In addition, the upgrade of the LIRC line will result in vastly improved transit times for traffic moving to and from the Port over Indianapolis, as maximum operating speeds are increased from a maximum of 25 mph to speeds up to 60 mph. The improved transit times for service to and from the Port will be a significant improvement to the competitiveness of rail service to that facility. This applies to both CSXT as well as LIRC service.

In light of the fact that CSXT will be making an approximately \$70 million to \$90 million investment in the infrastructure on the L&I Line, which will allow LIRC to handle traffic that it cannot handle today (*i.e.*, traffic moving in 286,000-lb. cars and traffic in cars exceeding 18'6" in height – "New Traffic") or in the future without the CSXT investment, LIRC has agreed to pay CSXT fees for certain New Traffic that does not involve CSXT. However, these fees will not adversely affect the existing competitive landscape for the Port because the fees will not apply to any traffic that can move to or from the Port today (*e.g.*, 286,000-lb. cars moving between Port and NS at Louisville). Similarly, these fees will not adversely affect the future competitive landscape as compared to the situation that would exist if the transaction did not go forward, because LIRC could never afford on its own to upgrade its main line to handle 286,000-lb. cars.

Under the JUOA, LIRC potentially would pay a fee to CSXT on one limited category of traffic originating or terminating at the Port: Traffic that moves, without CSXT (or CSXT Affiliate) participation, to or from a shipper or receiver that is served by CSXT (directly or via reciprocal

switch), but excluding traffic that is interchanged by LIRC with a third party carrier at Louisville or Jeffersonville. For traffic that is originated or terminated at the Port and is interchanged with a third party carrier at a location other than Louisville or Jeffersonville, and which is moving to a station that CSXT can serve (directly or via reciprocal switch), LIRC will pay a flat fee to CSXT in any year the aggregate number of carloads of such traffic exceeds a certain number. In any year in which LIRC pays this fee, LIRC has made a corporate decision to absorb this amount and will not surcharge any customers for traffic moving to or from the Port.

2. The port is and will continue to be jointly served by CSX and LIRC.

Under the JUOA, both CSXT and LIRC will have the same rights to serve the Port as those carriers have today.

3. The process to resolve any service issues that may develop will include but not be limited to..... (please outline).

Following implementation of the JUOA, LIRC will continue to have the same customer service processes in place that it has today. The Port and Port customers will continue to deal directly with LIRC customer service and operating personnel as they do today. The new dispatching system that is part of the Upgrade should alleviate service issues. However, to the extent there are short-term service issues, the JUOA creates a Management Committee of LIRC and CSXT officials whose responsibility includes the resolution of operating issues and the efficient operation over the L&I Line.

4. Operations dispatch will have joint oversight. The protocol for service includes.....

Operations dispatching has recently been enhanced and a new dispatching system will be installed as part of the Upgrade. LIRC has increased its dispatching coverage from 16 hours per day six days per week, to 24 hours seven days per week. The Port will benefit from this service enhancement. In the next twelve months LIRC expects to install a computer-aided dispatching system. This will also enhance dispatching efficiency. Finally, CSXT and LIRC have agreed to dispatching protocols that will ensure fair and efficient treatment of all trains. The Dispatching Protocols are attached.

5. Existing LIRC schedules will not be negatively impacted due to an increased CSX presence.

Existing and future LIRC train operations should be enhanced by the Upgrade. As noted, LIRC has already increased dispatching coverage to 24/7. This has permitted additional capacity and flexibility to handle both CSXT and LIRC trains. Furthermore, the Upgrade will at least double train speeds and will result in new passing siding infrastructure, as needed, that will provide new operating flexibility and accommodate the additional trains.

6. Points below mile marker 98 will not be subject to the CSX stipend for 286,000 GWOR cars. This includes all tenants at the port for traffic not originating above this mile point.

Under the JUOA, there is no per car fee assessed to 286,000-lb. GWOR cars originating and terminating at the port. As described in #1 above, to the extent that in any year LIRC handles more than a certain number of carloads of originating/terminating traffic (for port customers and non-port customers, which traffic moves without CSXT (or CSXT Affiliate) participation to/from a shipper or receiver that CSXT serves (directly or by reciprocal switch) LIRC will pay CSXT a flat fee. This provision excludes traffic moving between customers at the Port and other carriers at Jeffersonville or Louisville.

7. The LIRC will absorb the cost referenced above which will not in any way be passed along to shippers.

To the extent LIRC pays CSXT a fee on account of New Traffic originating/terminating in the Port, LIRC will absorb such fees and will not pass such fees along to shippers.

8. The Agreements do not ban the interchange of traffic between LIRC and a third party. LIRC will not pay for traffic interchanged with a third party if that traffic moves in cars with a 263,000 GWOR or less. LIRC will not pay for traffic if CSX or any affiliate of CSX is involved in the routing. Essentially, LIRC is merely required to pay for the use of the Upgrade for cars with a GWOR exceeding 263,000 pounds, traffic not handled today, and traffic that is not interchanged with CSX or handled in CSX trains. Could this be a competitive disadvantage for non-CSX connected traffic?

The JUOA does not ban interchange between LIRC and any railroad. Under the JUOA, (i) there are no fees payable by LIRC to CSXT on account of traffic moving in cars with a GWOR of 263,000 lbs. or less, (ii) there are no fees payable by LIRC to CSXT on account of traffic that includes CSXT or a CSXT Affiliate as an linehaul carrier, and (iii) there are no fees payable by LIRC to CSXT on 286,000-lb. GWOR traffic that LIRC can handle today (e.g., moves between the Port and Norfolk Southern at Louisville). For purposes of the CSXT Annual Charge (*i.e.*, the fee based on LIRC handling more than a certain number of originating/terminating cars that move without CSXT participation to/from shippers/receivers that CSXT can serve directly (or by reciprocal switch), which potentially applies to traffic originating/terminating in the port, CSXT affiliates are considered to be CSXT. The provisions of the JUOA will not be a competitive disadvantage for non-CSXT connected traffic that moves today.

9. LIRC/CSX will enable Steel Dynamics, Inc. (SDI) to connect with the LIRC via the Norfolk Southern at Hawthorne Yard.

The JUOA does not impose any restrictions on interchange between Norfolk Southern and LIRC at Hawthorne Yard. In 1999, in the context of the acquisition by CSXT and Norfolk Southern of Conrail, LIRC was the party that successfully negotiated to obtain the right to interchange certain traffic with Norfolk Southern in Hawthorne Yard. That interchange right is limited to

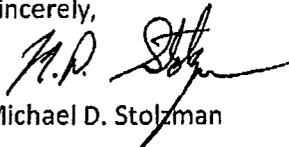
traffic that originates or terminates at former Conrail stations acquired by Norfolk Southern, so long as CSXT does not serve such stations directly or via reciprocal switch. The limitation applies to all shippers that move traffic over Indianapolis via LIRC. The JUOA does not address pre-existing conditions.

10. Finally, more a question than an assurance, is it possible for traffic coming from the north to the port or traffic originating at the port to move directly to its destination without crossing the river first?

Yes. Traffic moving south over LIRC to the Port, and traffic moving north from the Port over LIRC, will not cross the Ohio River.

LIRC appreciates this opportunity to respond to the issues raised in your letter. Please let us know if you need any clarifications or additional information. Your letter to Amanda Rice, dated August 5, 2013, and this response will be submitted to the STB in LIRC's and CSXT's response/rebuttal filing.

Sincerely,



Michael D. Stolzman

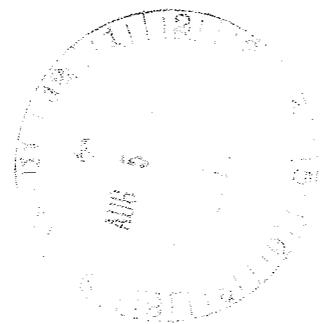
cc: Lawrence L. Ratcliffe (CSXT)



Briana Rosenfeld
Planner/Buyer
Dorel Juvenile Group
2525 State Street
Columbus, IN 47201

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, SW
Washington, D.C. 20423

234645
ENTERED
Office of Proceedings
August 8, 2013
Part of Public
Record



RE: Finance Docket No. 35523, CSX Transportation, Inc. – Joint Use – Louisville & Indiana Railroad Company, Inc.

On behalf of Dorel Juvenile Group, I am writing this letter in support of the Louisville and Indiana, CSX joint filing for infrastructure upgrades on the rail line between Indianapolis and Louisville.

Rail service is important to our business and we rely on competitive service.

For years, the condition of this rail line has limited the weight of rail shipments and has slowed transit times to the rail connections at interchange. I can think of one recent instance in particular where a car was delayed over a week because of the need to backtrack to Cincinnati and then to Louisville due to the weight limit between the Indianapolis and Louisville corridor.

We believe this project will improve the capacity and service parameters that can be offered to us, thereby allowing us to remain competitive in the markets that we serve.

Indiana is growing and we foresee the need to add transportation improvements to our region.

Sincerely,

A handwritten signature in cursive script that reads "Briana Rosenfeld".

Briana Rosenfeld

CC: Louisville & Indiana Railroad

Brian Costenbader
VP Logistics



Essroc
Italcementi Group

3162 Bath Pike
Nazareth, PA 18064

Ph: 610-837-4351
Fax: 610-837-2572

July 30, 2013

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, SW
Washington, D.C. 20423

234642
ENTERED
Office of Proceedings
August 8, 2013
Part of Public
Record



RE: Finance Docket No. 35523,
CSX Transportation, Inc. – Joint Use – Louisville & Indiana Railroad Company, Inc.

On behalf of Essroc Cement Corp., I am writing this letter in support of the Louisville and Indiana, CSX joint filing for infrastructure upgrades on the rail line between Indianapolis and Louisville.

Rail service is important to our business and we rely on competitive service.

For years, the condition of this rail line has limited the weight of rail shipments and has slowed transit times to the rail connections at interchange.

We believe this project will improve the capacity and service parameters that can be offered to us, thereby allowing us to remain competitive in the markets that we serve.

Indiana is growing and we foresee the need to add transportation improvements to our region.

Sincerely,

Brian Costenbader
VP Logistics

CC: Louisville & Indiana Railroad

Ilpea Industries, Inc.
C.

745 S. Gardner Street
PO Box 450
Scottsburg, IN 47170

(812) 752-2526 Telephone
(812) 752-3563 Facsimile

234602
ENTERED
Office of Proceedings
July 30, 2013
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Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, SW
Washington, D.C. 20423
Cynthia T. Brown

RE: Finance Docket No. 35523, CSX Transportation, Inc. – Joint Use- Louisville & Indiana Railroad Company, Inc.

On behalf of Ilpea Industries, Inc. I am writing this letter in support of the Louisville and Indiana, CSX joint filing for infrastructure upgrades on the rail line between Indianapolis and Louisville.

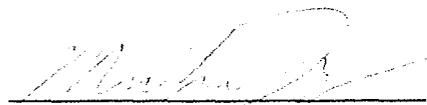
Rail Service is important to our business and we rely on competitive service.

For years, the condition of this rail line has limited the weight of rail shipments and has slowed transportation times to the rail connections at interchange.

We believe this project will improve the capacity and service parameters that can be offered to us, thereby allowing us to remain competitive in the markets that we serve.

Indiana is growing and we foresee the need to add transportation improvements to our region.

Sincerely,
Mike Frys



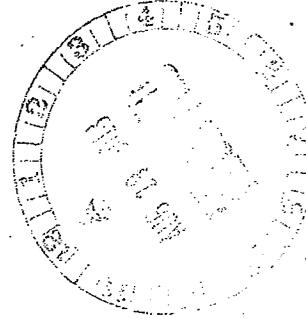
Corporate Purchasing Manager
Ilpea Industries, Inc.
CC: Louisville & Indiana Railroad



America's Largest Inland Shipyard

Jeffboat LLC

234691
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Office of Proceedings
August 19, 2013
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Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, SW
Washington, D.C. 20423

RE: Finance Docket No. 35523, CSX Transportation, Inc. – Joint Use – Louisville & Indiana Railroad Company, Inc.

On behalf of Jeffboat LLC, I am writing this letter in support of the Louisville and Indiana, CSX joint filing for infrastructure upgrades on the rail line between Indianapolis and Louisville.

Rail service is important to our business and we rely on competitive service.

For years, the condition of this rail line has limited the weight of rail shipments and has slowed transit times to the rail connections at interchange.

We believe this project will improve the service parameters that can be offered to us, thereby helping us to remain competitive in the markets that we serve.

Indiana is growing and we foresee the need to add transportation improvements to our region.

Sincerely,

Paul F. Brotzge
Controller
Jeffboat LLC

CC: Louisville & Indiana Railroad



1002 WEST MORGAN STREET • P.O. BOX 745 • KOKOMO, INDIANA 46903-0745
PHONE (765) 457-7536
www.kokomograin.com

July 18, 2013

Surface Transportation Board
395 E Street SW
Washington, D.C. 20432

Re: Docket No. FD 35523 – CSX Transportation, Inc.- Joint Use-Louisville & Indiana
Railroad Company, Inc.

Dear Sirs:

There have been recent news reports about the Louisville & Indiana Railroad plan to upgrade its railroad through our area (Johnson & Bartholomew counties) and the impact on central Indiana.

While a few county and community officials have concerns about safety hazards and traffic tie-ups, I'd like to offer the perspective of an Indiana business that depends on railroads.

To begin, the Louisville & Indiana is our lifeline. If the railroad wasn't here, we might see more than 20,000 additional truckloads running up and down local roads. Having a railroad reduces our transportation costs, enabling us to compete in more markets. Lower shipping rates mean better prices for farmers, end users, and reduced costs for consumers.

Kokomo Grain has long experience shipping by rail. Founded 63 years ago in 1950, our elevator at Kokomo was one of the first elevators in the U.S. to load unit trains: 50-to-100 freight cars loaded with the grain from one origin to one destination. Why is this important? The economies from volume shipping have allowed us to give farmers a better price for their grain. It's money in their pockets and local communities and real savings for millions of consumers who buy food, soft drinks and animal products.

We've grown from a country elevator with 12,000 bushels storage capacity to 40 million bushels. Kokomo Grain now has seven elevators in Indiana, including one at Edinburgh (served by the Louisville & Indiana Railroad,) and three in Tennessee. Since acquiring the elevator at Edinburgh, we have made investments increasing storage space from 100,000 bushels to over 9 million bushels.



Rail service is vital to our future. Right now, we are limited as to how much we can load into freight cars on the Louisville & Indiana because of track restrictions on their railroad. Upgrading the railroad will strengthen their track and bridges, allowing us to load 23,000 more pounds into freight cars—the same as major railroads elsewhere in the country. An improved rail line and better service means additional farm income along the rail corridor.

Economical, competitive rail service is essential for other businesses as well. Often it is a prerequisite for firms looking to build the factories that bring jobs to our region. Railroads haul raw materials at lower per-unit cost and move finished products further, using one-fourth the fuel, one-fourth the emissions, and reducing carbon footprints, versus trucks.

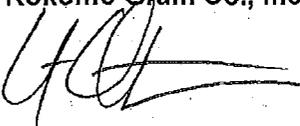
Louisville & Indiana's proposed partnership with CSX Transportation will not only help to assure that the Louisville & Indiana will continue to serve us and other businesses, but do so more efficiently and safer. New rail, crossties and fresh track ballast will stabilize roadbeds. New and upgraded bridges will be stronger. Highway grade crossings will be replaced. Although there will be more trains, they'll be quieter on welded rail, and take less time at crossings because they'll be moving quicker. The alternative is more big trucks on our highways.

Kokomo Grain and the people of Indiana need a strong railroad system. The Federal Highway Administration projects there will be a 62 percent growth in freight shipments by 2040—27 years from now. We want to participate in this growth and do so as efficiently as possible. Railroads pay their own way. Taxpayers pay for highways, waterways and airports. Railroads reduce highway congestion, lower emissions, and save fuel. Helping railroads improve themselves makes sense to us.

Upgrading the Louisville & Indiana Railroad is vital to our future and the future of our farmer customers and local communities, bringing with it many more benefits than problems.

Sincerely,

Kokomo Grain Co., Inc.



Scot Ortman

CEO



PORTS OF INDIANA

CENTRAL OFFICE
150 W MARKET ST., STE. 100
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September 20, 2013

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, SW
Washington, DC 20423

Post-it® Fax Note	7671	Date	9-30-13	# of pages	▶ 1
To	Peter Gilbertson		From	Steve Watson	
Co./Dept.	A+E		Co.	CSX	
Phone #			Phone #		
Fax #			Fax #		

Re: Finance Docket No. 35523

Dear Ms. Brown:

I am writing in support of the Joint Use Application filed by CSX Transportation, Inc. (CSXT) and the Louisville & Indiana Railroad Company (LIRC).

The Ports of Indiana (POI) has considered this proposal very carefully. The advantages of improved rail service between our port in Jeffersonville, Indiana and Indianapolis are clear; the POI welcomes the significant capital investment, the greater line speeds and the increased cargo capacity. Our close look at this proposal was motivated by our need for this transaction to maintain if not improve the level of service our port currently enjoys, as well as maintain the competitive landscape, including access to multiple Class I railroads. We appreciate both the personal and written assurances from LIRC and CSX that the transaction will not reduce the level of competition so important to the port's operations and the regional economy.

The Ports of Indiana is grateful for the opportunity to share its views on this important matter.

Sincerely,

Rich Cooper
Chief Executive Officer
Ports of Indiana

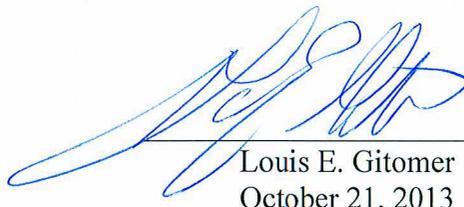
CERTIFICATE OF SERVICE

I hereby certify that I have caused the Response in Docket No. FD 35523, *CSX Transportation, Inc.—Joint Use—Louisville & Indiana Railroad Company, Inc.* to be served electronically on:

Robert A. Wimbish
Baker & Miller PLLC
2401 Pennsylvania Ave., N.W., Suite 300
Washington, DC 20037

Scott Stewart
Ports of Indiana-Jeffersonville
1402 Port Road
Jeffersonville, IN 47130

Jonathan H. Sandoz
Consolidated Grain and Barge Co.
1127 Highway 190, East Service Road
Covington, LA 70433



Louis E. Gitomer
October 21, 2013