

235105

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November 21, 2013



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

Re: Finance Docket No. 35784, *CSX Transportation, Inc. – Corporate Family
Merger Exemption – Buffalo, Rochester and Pittsburgh Company*

Dear Ms. Brown:

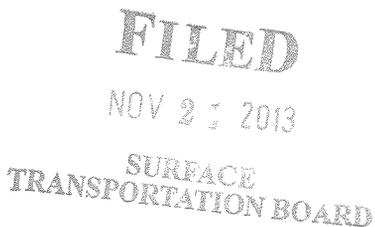
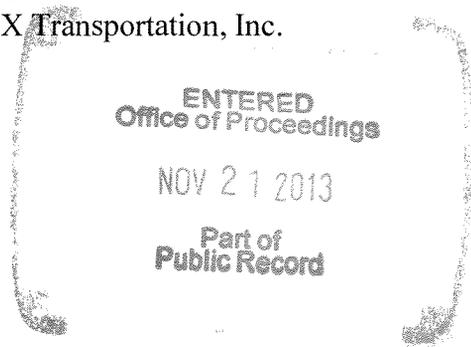
Enclosed are the original and 10 copies of the Notice of Exemption, a diskette containing a WORD and pdf version of the Notice, and a check in the amount of \$1,800 is to cover the filing fee.

Please time and date stamp the extra copy of the filing and return it in the enclosed envelop. Thank you for your assistance. If you have any questions, please contact me.

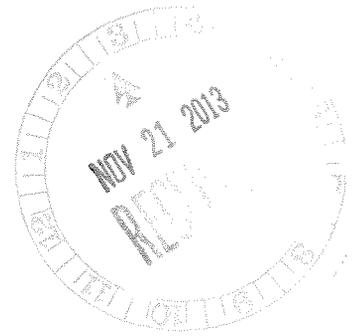
Sincerely yours,

Louis E. Gitomer
Attorney for CSX Transportation, Inc.

Enclosures



235105



BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD 35784

CSX TRANSPORTATION, INC.
—CORPORATE FAMILY MERGER EXEMPTION—
BUFFALO, ROCHESTER AND PITTSBURGH COMPANY

VERIFIED NOTICE OF EXEMPTION

FEE RECEIVED
NOV 21 2013
SURFACE
TRANSPORTATION BOARD

FILED
NOV 21 2013
SURFACE
TRANSPORTATION BOARD

Steven Armbrust, Esq.
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202
(904) 359-1229

Louis E. Gitomer, Esq.
Law Offices of Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
(410) 296-2250
Lou@lgrailaw.com

Attorneys for: CSX TRANSPORTATION,
INC.

Dated: November 21, 2013

ENTERED
Office of Proceedings
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Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD 35784

CSX TRANSPORTATION, INC.
—CORPORATE FAMILY MERGER EXEMPTION—
BUFFALO, ROCHESTER AND PITTSBURGH COMPANY

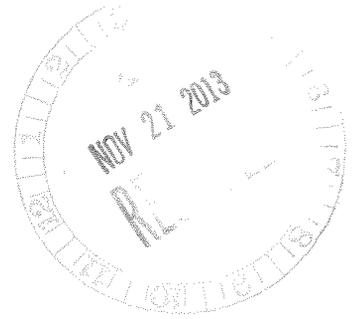
VERIFIED NOTICE OF EXEMPTION

CSX Transportation, Inc. (“CSXT”) and the Buffalo, Rochester and Pittsburgh Company (“BR&P”) pursuant to 49 C.F.R. §§ 1180.2(d)(3) and 1180.4(g), file this Verified Notice of Exemption from the prior approval requirements of 49 U.S.C. § 11323 with the Surface Transportation Board (the “Board”). This Verified Notice of Exemption is being filed to permit BR&P to merge into CSXT. CSXT is a Class I railroad and BR&P is a subsidiary of CSXT.

a. **1180.6(a)(1)(i)**. A brief summary of the proposed transaction, the name of applicants, their business address, telephone number, and the name of the counsel to whom questions regarding the transaction can be addressed.

CSXT directly controls and operates BR&P, and both are located at 500 Water Street, Jacksonville, FL 32202, (904) 359-3100.

CSXT owns 99.9% of the issued and outstanding shares of common stock of BR&P and 100% of the issued and outstanding shares of the preferred stock of BR&P. One share of common stock is outstanding in the name of Walston Hill Brown, who died in 1928 and whose beneficiaries, if any, have not been located. Pursuant to the Pennsylvania Abandoned and Unclaimed Property Act, CSXT will take such action and execute and deliver all such instruments and documents as may be required for the purpose of escheating the merger



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consideration payable with respect to the one share to the Pennsylvania Bureau of Unclaimed Property.

This is a transaction within a corporate family. BR&P will be merged with and into CSXT. Two corporations will be reduced to one. CSXT and its predecessors have operated the BR&P since 1931.¹ This transaction will not result in adverse changes in service levels, significant operational changes, or a change in the competitive balance with carriers outside the corporate family. The transaction will reduce corporate overhead and duplication by eliminating one corporation while retaining the same assets to serve customers. In addition, CSXT will obtain certain savings as a result of the transaction.

Counsel to whom questions concerning the transaction can be addressed are: Steven C. Armbrust, Esq., CSX Transportation, Inc., 500 Water Street, Jacksonville, FL 32202, (904) 359-1229, and Louis E. Gitomer, Esq., Law Offices of Louis E. Gitomer, 600 Baltimore Avenue, Suite 301, Towson, MD 21204, (410) 296-2250, Lou@lgraillaw.com.

b. **1180.6(a)(1)(ii).** The proposed time schedule for consummation of the proposed transaction.

CSXT intends to merge BR&P into itself on or after December 21, 2013.

c. **1180.6(a)(1)(iii).** The purpose sought to be accomplished by the proposed transaction, e.g., operating economies, eliminating excess facilities, improving service, or improving the financial viability of the applicants.

The merger of BR&P into CSXT is intended to simplify the corporate structure and reduce overhead costs.

d. **1180.6(a)(5).** A list of the State(s) in which any part of the property of each applicant carrier is situated.

¹ *Buffalo, R. & P. Ry. Co. Control*, 158 I.C.C. 779 (1930); and *Buffalo, R. & P. Ry. Co. Control*, 180 I.C.C. 14 (1931).

CSXT owns and operates about 21,000 miles of railroad in the States of Alabama, Connecticut, Delaware, Florida, Georgia, Illinois, Indiana, Kentucky, Louisiana, Massachusetts, Maryland, Michigan, Mississippi, Missouri, New Jersey, New York, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee, Virginia, and West Virginia, the District of Columbia, and the Provinces of Ontario and Québec.

BR&P owns and operates railroad lines in the States of New York and Pennsylvania.

e. **1180.6(a)(6). Map (Exhibit 1).** Submit a general or key map indicating clearly, in separate colors or otherwise, the line(s) of applicant carriers in their true relations to each other, short line connections, other rail lines in the territory, and the principal geographic points in the region traversed. If a geographically limited transaction is proposed, a map detailing the transaction should also be included. In addition to the map accompanying each application, 20 unbound copies of the map shall be filed with the Board.

See Exhibit 1 (following Exhibit 2 because it contains color maps).

f. **1180.6(a)(7)(ii). Agreement (Exhibit 2).** Submit a copy of any contract or other written instrument entered into, or proposed to be entered into, pertaining to the proposed transaction.

The Consent and Agreement and Plan of Merger necessary to effectuate the merger of BR&P into CSXT is in Exhibit 2.

g. **Labor Protection.**

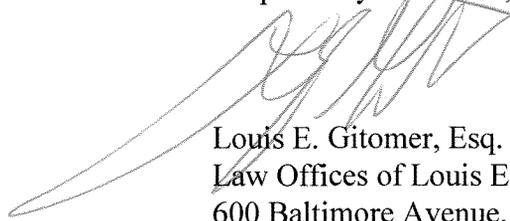
Under 49 U.S.C. § 11326(a), the level of labor protection to be imposed is *New York Dock Ry.—Control—Brooklyn Eastern Dist.*, 360 I.C.C. 60 (1979).

h. **Environmental and Historical documentation.**

CSXT operates BR&P. There will be no operational changes over BR&P as a result of the proposed merger. There will be no change in the volume of traffic operating over BR&P's lines as a result of the proposed merger. The proposed merger will not result in changes that would exceed any of the thresholds established in 49 C.F.R. §1105.7(e)(4) or (5) or a

construction or abandonment. As such, this transaction does not meet the thresholds for the preparation of an Environmental Assessment under 49 C.F.R. §1105.6(b)(4) and qualifies for classification under 49 C.F.R. §1105.6(c)(2) and thus neither an Environmental Assessment nor a Historic Report is required to be filed.

Respectfully submitted,



Steven Armbrust, Esq.
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202
(904) 359-1229

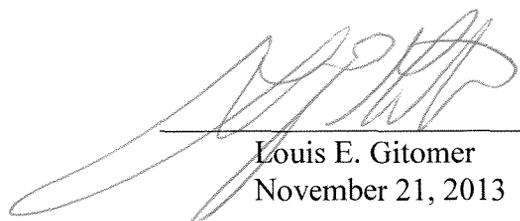
Louis E. Gitomer, Esq.
Law Offices of Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
(410) 296-2250
Lou@lgraillaw.com

Attorneys for: CSX TRANSPORTATION,
INC.

Dated: November 21, 2013

CERTIFICATE OF SERVICE

I hereby certify that I have caused the Verified Notice of Exemption in Docket No. FD 35784 *CSX Transportation, Inc.—Corporate Family Merger Exemption— Buffalo, Rochester and Pittsburgh Company* to be served by first class mail, postage pre-paid on the Secretary of the United States Department of Transportation, the Attorney General of the United States, the Federal Trade Commission and the Governors, Public Service Commissions, and Departments of Transportation of the States of New York and Pennsylvania.



Louis E. Gitomer
November 21, 2013

EXHIBIT 2-AGREEMENTS

CONSENT AND AGREEMENT TO DIRECTORS' ACTION WITHOUT MEETING

CSX TRANSPORTATION, INC.

Formed in Virginia

The undersigned, being all of the directors of CSX Transportation, Inc., a Virginia corporation (the "Corporation"), hereby consent and agree to the adoption of the following resolutions without a meeting of the Board of Directors:

MERGER OF SUBSIDIARY CORPORATION

WHEREAS, the Corporation owns 99.9% of the issued and outstanding shares of common stock and 100% of the issued and outstanding shares of preferred stock of the Buffalo, Rochester and Pittsburgh Company, a Pennsylvania corporation ("BR&P");

WHEREAS, subject to approval of the Surface Transportation Board (the "STB"), as applicable, it has been determined that the corporate existence of BR&P is no longer required and that it is in the best interests of the Corporation to merge BR&P with and into the Corporation whereby the Corporation shall be and continue to be in existence as the surviving corporation and the separate corporate existence of BR&P shall cease (the "Merger");

WHEREAS, on May 7, 2013, the fair market value of one share of common stock of BR&P was determined to be \$874.00;

WHEREAS, the corporate records of BR&P indicate that one share of common stock of BR&P is held in the name of Walston Hill Brown, who, research has determined, died in 1928, and whose beneficiaries, if any, have not been located.

Now, therefore, be it

RESOLVED, that the Merger is hereby authorized and approved.

RESOLVED FURTHER, a plan of merger setting forth certain terms and conditions of the Merger, in substantially the form attached hereto as Exhibit A (the "Plan of Merger"), is hereby adopted and approved and that the proper officers of the Corporation are hereby authorized to execute and deliver the Plan of Merger on behalf of the Corporation, provided that the Merger shall be conditioned on obtaining approval from the STB.

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and directed to take all such action and to execute and deliver all such

instruments and documents in the name and on behalf of the Corporation and to file with the STB such applications or notices as may be required for the purpose of obtaining STB approval, as applicable, and to incur such expenses as in their judgment shall be necessary or advisable to effect the Merger.

RESOLVED FURTHER, that pursuant to the Pennsylvania Abandoned and Unclaimed Property Act and subject to the approval of the Merger by the STB, as applicable, the proper officers and agents of the Company are hereby authorized and directed to take all such action and to execute and deliver all such instruments and documents as may be required for the purpose of escheating \$874.00, representing the merger consideration payable with respect to the one share of common stock of the Corporation held in the name of Walston Hill Brown, to the Pennsylvania Bureau of Unclaimed Property.

RESOLVED FURTHER, that subject to the approval of the Merger by the STB, as applicable, the proper officers of the Corporation are hereby authorized and directed to take all such action, including but not limited to, the filing of Articles of Merger with the State Corporation Commission of the Commonwealth of Virginia and the Commonwealth of Pennsylvania Department of State Corporation Bureau, and to execute and deliver all such instruments and documents in the name and on behalf of the Corporation and to incur such expenses as in their judgment shall be necessary or advisable to effect the Merger.

This consent shall be effective as of the date when the last director signs the consent, and may be executed in any number of counterparts, all of which together shall constitute one and the same document.

10/15/13

Date

Clarence W. Gooden

Clarence W. Gooden – Director

Date

Oscar Munoz – Director

Date

Michael J. Ward – Director

instruments and documents in the name and on behalf of the Corporation and to file with the STB such applications or notices as may be required for the purpose of obtaining STB approval, as applicable, and to incur such expenses as in their judgment shall be necessary or advisable to effect the Merger.

RESOLVED FURTHER, that pursuant to the Pennsylvania Abandoned and Unclaimed Property Act and subject to the approval of the Merger by the STB, as applicable, the proper officers and agents of the Company are hereby authorized and directed to take all such action and to execute and deliver all such instruments and documents as may be required for the purpose of escheating \$874.00, representing the merger consideration payable with respect to the one share of common stock of the Corporation held in the name of Walston Hill Brown, to the Pennsylvania Bureau of Unclaimed Property.

RESOLVED FURTHER, that subject to the approval of the Merger by the STB, as applicable, the proper officers of the Corporation are hereby authorized and directed to take all such action, including but not limited to, the filing of Articles of Merger with the State Corporation Commission of the Commonwealth of Virginia and the Commonwealth of Pennsylvania Department of State Corporation Bureau, and to execute and deliver all such instruments and documents in the name and on behalf of the Corporation and to incur such expenses as in their judgment shall be necessary or advisable to effect the Merger.

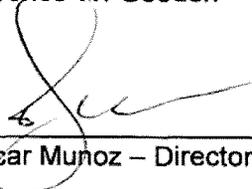
This consent shall be effective as of the date when the last director signs the consent, and may be executed in any number of counterparts, all of which together shall constitute one and the same document.

Date

10/14/13

Date

Clarence W. Gooden – Director



Oscar Munoz – Director

Date

Michael J. Ward – Director

instruments and documents in the name and on behalf of the Corporation and to file with the STB such applications or notices as may be required for the purpose of obtaining STB approval, as applicable, and to incur such expenses as in their judgment shall be necessary or advisable to effect the Merger.

RESOLVED FURTHER, that pursuant to the Pennsylvania Abandoned and Unclaimed Property Act and subject to the approval of the Merger by the STB, as applicable, the proper officers and agents of the Company are hereby authorized and directed to take all such action and to execute and deliver all such instruments and documents as may be required for the purpose of escheating \$874.00, representing the merger consideration payable with respect to the one share of common stock of the Corporation held in the name of Walston Hill Brown, to the Pennsylvania Bureau of Unclaimed Property.

RESOLVED FURTHER, that subject to the approval of the Merger by the STB, as applicable, the proper officers of the Corporation are hereby authorized and directed to take all such action, including but not limited to, the filing of Articles of Merger with the State Corporation Commission of the Commonwealth of Virginia and the Commonwealth of Pennsylvania Department of State Corporation Bureau, and to execute and deliver all such instruments and documents in the name and on behalf of the Corporation and to incur such expenses as in their judgment shall be necessary or advisable to effect the Merger.

This consent shall be effective as of the date when the last director signs the consent, and may be executed in any number of counterparts, all of which together shall constitute one and the same document.

Date

Clarence W. Gooden – Director

Date

Oscar Munoz – Director

10/16/2013

Date

Michael Ward

Michael J. Ward – Director

EXHIBIT "A"

Plan of Merger

PLAN OF MERGER
OF
BUFFALO, ROCHESTER AND PITTSBURGH RAILWAY COMPANY
WITH AND INTO
CSX TRANSPORTATION, INC.

THIS PLAN OF MERGER is made and entered into as of this ____ day of October, 2013 by and between the Buffalo, Rochester and Pittsburgh Railway Company, a Pennsylvania corporation (the "Subsidiary"), and CSX Transportation, Inc., a Virginia corporation (the "Corporation").

A. The Corporation owns 99.9% of the issued and outstanding shares of common stock of the Subsidiary and 100% of the issued and outstanding shares of preferred stock of the Subsidiary.

B. The Board of Directors of the Corporation and the Board of Directors of the Subsidiary have each approved the merger of the Subsidiary with and into the Corporation by a statutory merger upon the terms and conditions set forth herein.

NOW, THEREFORE, the Subsidiary and the Corporation agree as follows:

1. Merger. At the Effective Date (as defined in paragraph 3), the Subsidiary shall be merged with and into the Corporation in accordance with the provisions of 15 P.A.C.S., §1921, et. seq., and Title 13.1, Chapter 9, Article 12 of the Code of Virginia (the "Merger").

2. Surviving Corporation. The Corporation shall be and continue in existence as the surviving corporation and the separate corporate existence of the Subsidiary shall cease.

3. Effective Date. The effective date of the Merger shall be upon filing of the Articles of Merger with the State Corporation Commission of the Commonwealth of Virginia and with the Pennsylvania Department of State ("Effective Date").

4. Effect of Merger.

(a) Upon the Effective Date, the issued and outstanding shares of Common Stock of the Corporation shall remain outstanding after the Merger and shall not be affected in any way by the Merger.

(b) Upon the Effective Date, the Articles of Incorporation and Bylaws of the Corporation in effect at the Effective Date shall continue to be (until amended or repealed as provided by applicable law) the Articles of Incorporation and Bylaws of the Corporation.

(c) Upon the Effective Date, the issued and outstanding shares of common stock of the Subsidiary and the issued and outstanding shares of preferred stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof.

(d) Upon the Effective Date, the assets and liabilities of the Subsidiary shall be taken on the books of the Corporation at the amount at which they shall at the time be carried on the books of the Subsidiary, subject to such adjustments, if any, as may be necessary to conform to the accounting procedures of the Corporation.

(e) Upon the Effective Date, the Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, power, franchises and authority, both public and private, of the Subsidiary. All property of every description, including every interest therein and all obligations of or belongings of the Subsidiary, shall thereafter be taken and deemed to be transferred to and vested in the Corporation without further act or deed. The officers of the Corporation, on behalf of the Subsidiary, shall execute and deliver or cause to be executed and delivered after the Effective Date all such deeds and other instruments and shall take or cause to be taken such further action as the Corporation may deem necessary or desirable in order to confirm the transfer to and vesting in the Corporation of title to and possession of all such property, rights, privileges, immunities, franchises and authority. All rights of creditors of the Subsidiary shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Date, and the Corporation shall thereafter be liable for all the obligations of the Subsidiary.

IN WITNESS WHEREOF, the Subsidiary and the Corporation have caused this Plan of Merger to be executed as of the day and year first above written.

**BUFFALO, ROCHESTER AND PITTSBURGH
RAILWAY COMPANY,**
a Pennsylvania corporation

By: _____
David A. Boor
Vice President and Treasurer

CSX TRANSPORTATION, INC.,
a Virginia corporation

By: _____
Nathan D. Goldman
Vice President

CONSENT AND AGREEMENT TO DIRECTORS' ACTION WITHOUT MEETING

BUFFALO, ROCHESTER AND PITTSBURGH RAILWAY COMPANY

Incorporated in Pennsylvania

The undersigned, being all of the directors of the Buffalo, Rochester and Pittsburgh Railway Company, a Pennsylvania corporation (the "Company"), hereby consent and agree to the adoption of the following resolutions without a meeting of the Board of Directors:

MERGER WITH AND INTO CSX TRANSPORTATION, INC.

WHEREAS, CSX Transportation, Inc., a Virginia corporation ("CSXT"), owns 99.9% of the issued and outstanding shares of common stock of the Company and 100% of the issued and outstanding shares of preferred stock of the Company;

WHEREAS, subject to the approval of the Surface Transportation Board (the "STB"), as applicable, the Board of Directors of CSXT has approved the merger of the Company with and into CSXT whereby CSXT shall be and continue to be in existence as the surviving corporation and the separate corporate existence of the Company shall cease (the "Merger");

WHEREAS, pursuant to Chapter 15 Pa. C.S. Section 1924(b)(1)(ii), the Merger does not require the approval of the shareholders of the Company;

WHEREAS, on May 7, 2013, the fair market value of one share of common stock of the Company was determined to be \$874.00; and

WHEREAS, the corporate records of the Company indicate that one share of common stock of the Company is held in the name of Walston Hill Brown, who, research has determined, died in 1928, and whose beneficiaries, if any, have not been located.

Now, therefore, be it

RESOLVED, that the Merger is hereby authorized and approved.

RESOLVED FURTHER, that a plan of merger setting forth certain terms and conditions of the Merger, in substantially the form attached hereto as Exhibit A (the "Plan of Merger"), is hereby adopted and approved and the proper officers of the Company are hereby authorized to execute and deliver the Plan of Merger on behalf of the Company, provided that the Merger shall be conditioned on obtaining approval from the STB.

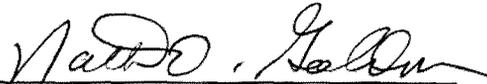
RESOLVED FURTHER, that the proper officers of the Company are hereby authorized and directed to take all such action and to execute and deliver all such instruments and documents in the name and on behalf of the Company and to file with the STB such applications or notices as may be required for the purpose of obtaining STB approval, as applicable, and to incur such expenses as in their judgment shall be necessary or advisable to effect the Merger.

RESOLVED FURTHER, that pursuant to the Pennsylvania Abandoned and Unclaimed Property Act and subject to the approval of the Merger by the STB, as applicable, the proper officers and agents of the Company are hereby authorized and directed to take all such action and to execute and deliver all such instruments and documents as may be required for the purpose of escheating \$874.00, representing the merger consideration payable with respect to the one share of common stock of the Corporation held in the name of Walston Hill Brown, to the Pennsylvania Bureau of Unclaimed Property.

RESOLVED FURTHER, that subject to the approval of the Merger by the STB, as applicable, the proper officers of the Company are hereby authorized and directed to take all such action, including but not limited to, the filing of Articles of Merger with the Pennsylvania Department of State Corporation and Articles of Merger with the Commonwealth of Virginia State Corporation Commission and to execute and deliver all such instruments and documents in the name and on behalf of the Company and to incur such expenses as in their judgment shall be necessary or advisable to effect the Merger.

This consent shall be effective as of the date when the last director signs the consent, and may be executed in any number of counterparts, all of which together shall constitute one and the same document.

10-28-13
Date


Nathan D. Goldman, Director

Date

Peter K. Mills, Director

Date

Peter J. Shudtz, Director

RESOLVED FURTHER, that the proper officers of the Company are hereby authorized and directed to take all such action and to execute and deliver all such instruments and documents in the name and on behalf of the Company and to file with the STB such applications or notices as may be required for the purpose of obtaining STB approval, as applicable, and to incur such expenses as in their judgment shall be necessary or advisable to effect the Merger.

RESOLVED FURTHER, that pursuant to the Pennsylvania Abandoned and Unclaimed Property Act and subject to the approval of the Merger by the STB, as applicable, the proper officers and agents of the Company are hereby authorized and directed to take all such action and to execute and deliver all such instruments and documents as may be required for the purpose of escheating \$874.00, representing the merger consideration payable with respect to the one share of common stock of the Corporation held in the name of Walston Hill Brown, to the Pennsylvania Bureau of Unclaimed Property.

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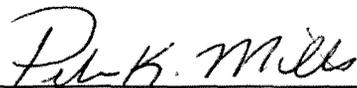
Date

10/23/13

Date

Date

Nathan D. Goldman, Director



Peter K. Mills, Director

Peter J. Shudtz, Director

RESOLVED FURTHER, that the proper officers of the Company are hereby authorized and directed to take all such action and to execute and deliver all such instruments and documents in the name and on behalf of the Company and to file with the STB such applications or notices as may be required for the purpose of obtaining STB approval, as applicable, and to incur such expenses as in their judgment shall be necessary or advisable to effect the Merger.

RESOLVED FURTHER, that pursuant to the Pennsylvania Abandoned and Unclaimed Property Act and subject to the approval of the Merger by the STB, as applicable, the proper officers and agents of the Company are hereby authorized and directed to take all such action and to execute and deliver all such instruments and documents as may be required for the purpose of escheating \$874.00, representing the merger consideration payable with respect to the one share of common stock of the Corporation held in the name of Walston Hill Brown, to the Pennsylvania Bureau of Unclaimed Property.

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Date

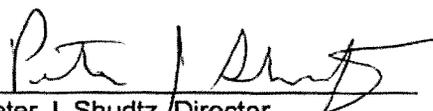
Nathan D. Goldman, Director

Date

Peter K. Mills, Director

10/16/2018

Date



Peter J. Shudtz, Director

EXHIBIT A
PLAN OF MERGER

PLAN OF MERGER
OF
BUFFALO, ROCHESTER AND PITTSBURGH RAILWAY COMPANY
WITH AND INTO
CSX TRANSPORTATION, INC.

THIS PLAN OF MERGER is made and entered into as of this ____ day of October, 2013 by and between the Buffalo, Rochester and Pittsburgh Railway Company, a Pennsylvania corporation (the "Subsidiary"), and CSX Transportation, Inc., a Virginia corporation (the "Corporation").

A. The Corporation owns 99.9% of the issued and outstanding shares of common stock of the Subsidiary and 100% of the issued and outstanding shares of preferred stock of the Subsidiary.

B. The Board of Directors of the Corporation and the Board of Directors of the Subsidiary have each approved the merger of the Subsidiary with and into the Corporation by a statutory merger upon the terms and conditions set forth herein.

NOW, THEREFORE, the Subsidiary and the Corporation agree as follows:

1. Merger. At the Effective Date (as defined in paragraph 3), the Subsidiary shall be merged with and into the Corporation in accordance with the provisions of 15 P.A.C.S., §1921, et. seq., and Title 13.1, Chapter 9, Article 12 of the Code of Virginia (the "Merger").

2. Surviving Corporation. The Corporation shall be and continue in existence as the surviving corporation and the separate corporate existence of the Subsidiary shall cease.

3. Effective Date. The effective date of the Merger shall be upon filing of the Articles of Merger with the State Corporation Commission of the Commonwealth of Virginia and with the Pennsylvania Department of State ("Effective Date").

4. Effect of Merger.

(a) Upon the Effective Date, the issued and outstanding shares of Common Stock of the Corporation shall remain outstanding after the Merger and shall not be affected in any way by the Merger.

(b) Upon the Effective Date, the Articles of Incorporation and Bylaws of the Corporation in effect at the Effective Date shall continue to be (until amended or repealed as provided by applicable law) the Articles of Incorporation and Bylaws of the Corporation.

(c) Upon the Effective Date, the issued and outstanding shares of common stock of the Subsidiary and the issued and outstanding shares of preferred stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof.

(d) Upon the Effective Date, the assets and liabilities of the Subsidiary shall be taken on the books of the Corporation at the amount at which they shall at the time be carried on the books of the Subsidiary, subject to such adjustments, if any, as may be necessary to conform to the accounting procedures of the Corporation.

(e) Upon the Effective Date, the Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, power, franchises and authority, both public and private, of the Subsidiary. All property of every description, including every interest therein and all obligations of or belongings of the Subsidiary, shall thereafter be taken and deemed to be transferred to and vested in the Corporation without further act or deed. The officers of the Corporation, on behalf of the Subsidiary, shall execute and deliver or cause to be executed and delivered after the Effective Date all such deeds and other instruments and shall take or cause to be taken such further action as the Corporation may deem necessary or desirable in order to confirm the transfer to and vesting in the Corporation of title to and possession of all such property, rights, privileges, immunities, franchises and authority. All rights of creditors of the Subsidiary shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Date, and the Corporation shall thereafter be liable for all the obligations of the Subsidiary.

IN WITNESS WHEREOF, the Subsidiary and the Corporation have caused this Plan of Merger to be executed as of the day and year first above written.

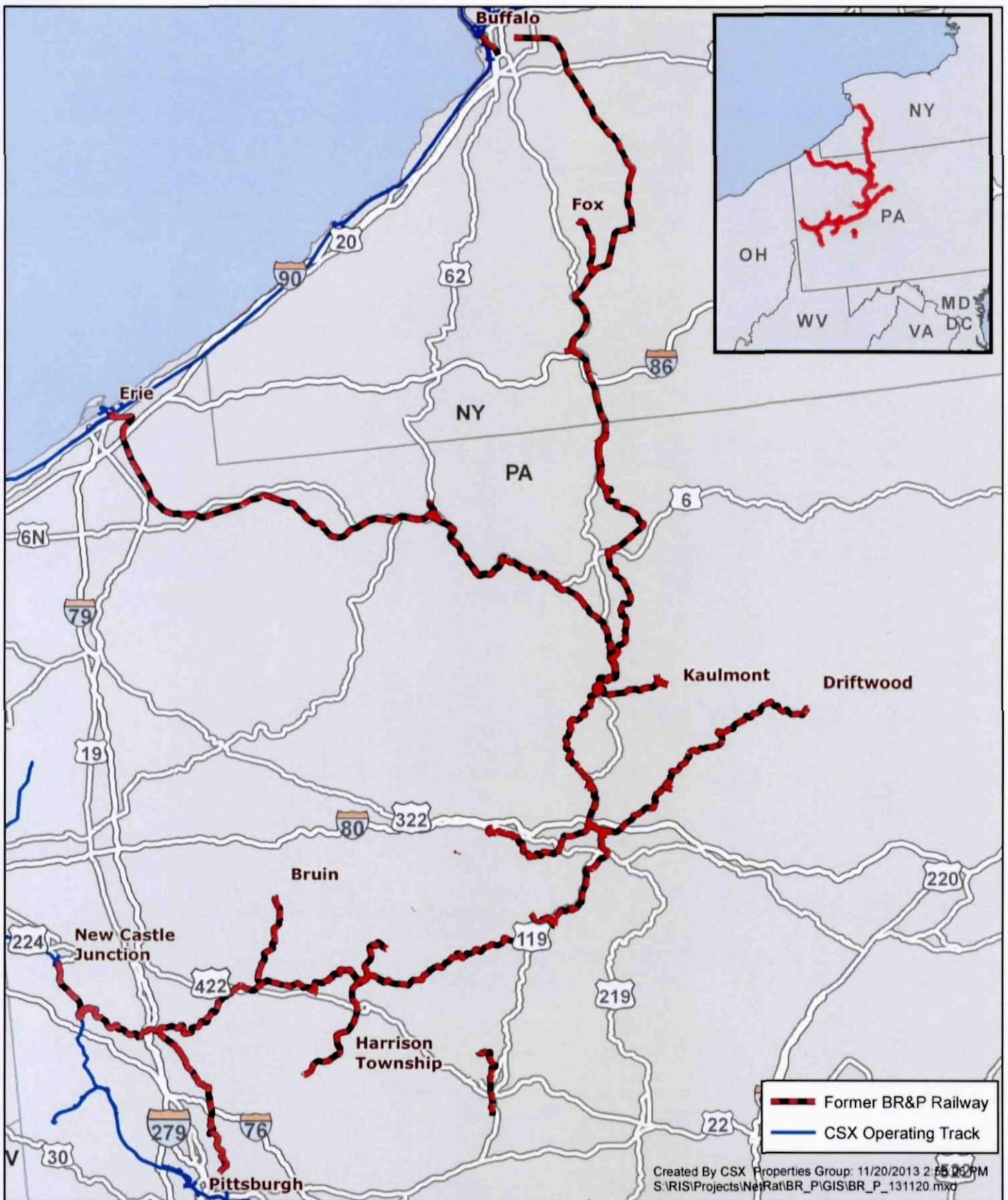
**BUFFALO, ROCHESTER AND PITTSBURGH
RAILWAY COMPANY,**
a Pennsylvania corporation

By: _____
David A. Boor
Vice President and Treasurer

CSX TRANSPORTATION, INC.,
a Virginia corporation

By: _____
Nathan D. Goldman
Vice President

EXHIBIT 1-MAPS



Date: 11/20/2013

CSX Transportation, Inc.
 -Corporate Family Merger Exemption-
 Buffalo, Rochester and Pittsburgh Company
 New York & Pennsylvania
 STB Docket No. FD 35784

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CSX SYSTEM MAP



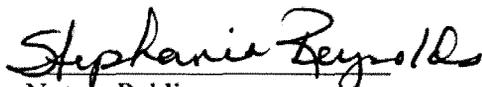
VERIFICATION

State of Florida)
)ss
County of Duval)

I, Christopher Maffett, being duly sworn, depose and state that I am Director-Network Planning of CSX Transportation, Inc., that I am authorized to make this verification, and that I have read the foregoing Notice of Exemption, and know the facts asserted therein are true and accurate to the best of my knowledge, information and belief.



Subscribed and sworn to before me this 19th day of November 2013.


Notary Public

My Commission expires: 9-11-2016

