



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

234919

ENTERED
Office of Proceedings
September 30, 2013
Part of the Public
Record

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,

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.

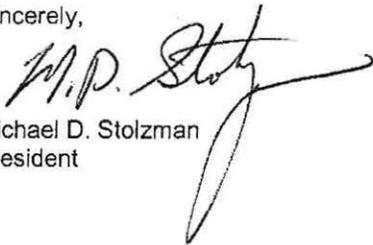
The JUOA will improve the competitive landscape for the CGB Facilities by upgrading the LIRC Line between the southern terminus of the LIRC Line and Indianapolis so that it can handle 286,000-lb. rail cars, as opposed to the 263,000-lb. limit that exists today. This competitive routing option would not 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 flourish extending to the right.

Michael D. Stolzman
President



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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

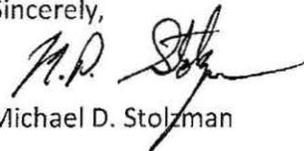
traffic that originates or terminates at former Conrail stations acquired by Norfolk Southern, so long as CSXT does not serve such stations directly or via reciprocal switch. The limitation applies to all shippers that move traffic over Indianapolis via LIRC. The JUOA does not address pre-existing conditions.

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)



**CONSOLIDATED
GRAIN AND BARGE CO.**

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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,

Attached is Consolidated Grain and Barge Company's Certificate of Service of our reply to the Joint Use Application filed by CSX Transportation, Inc. and the Louisville & Indiana Railroad Company.

This letter is being e-filed. Thank you for your assistance. Please do not hesitate to contact me if you have any questions or comments.

Sincerely,

Klint E. Beckendorf, Esq.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of Consolidated Grain and Barge Company's response letter in Docket No. FD-35523 was mailed via first class mail, postage pre-paid, on 30 September 2013, to the following parties:

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Crothersville, IN 4 7229-1523

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Scottsburg, IN 4 7170

Town Council of Sellersburg
316 E Utica St.
Sellersburg, IN 47172

City of Columbus
Police and Fire
140 East Town Street
Columbus, OH 43215

City of Hamilton, Fire Department
345 High Street
Hamilton, OH 45011

Schneck Medical Center
411 W. Tipton
Seymour, IN 47274

Austin Branch Library
26 Union Ave
Austin, IN 4 71 02

Bartholomew County Public Library
536 5111 Street
Columbus, IN 47201

Crothersville Library
120 W Main St.
Crothersville, IN 4 7229

Edinburgh Wright-Hageman Public Library
119 W. Main Cross St.
Edinburgh, IN 46124

Johnson County Public Library
401 State Street
Franklin, IN 46131

Greenwood Public Library
310 S. Meridian St.
Greenwood, IN 46142

White River Library
1664 Library Blvd
Greenwood, IN 46142

Henryville Public Library
214 W Main St.
Henryville, IN 47126

Indianapolis Public Library-Central Library
One Library Square
40 E. St. Clair St.
Indianapolis, IN 46204

Indianapolis Public Library-Southport Branch
2630 E. Stop 11 Road
Indianapolis, IN 46227

Indianapolis Public Library-Garfield Park Branch
2502 Shelby St.
Indianapolis, IN 46203

Jeffersonville Township Public Library
211 E. Court Ave.
Jeffersonville, IN 47130

Scott County Public Library
108 South Main Street
Scottsburg, IN 47170

Sellersburg Library
430 N. Indiana Ave
Sellersburg, IN 47172

Jackson County Public Library
303 W. 2nd St.
Seymour, IN 47274

Louisville Free Public Library- Main Library
301 York Street
Louisville, KY 40203

Louisville Free Public Library-Western Branch
604 S. 101 H. St.
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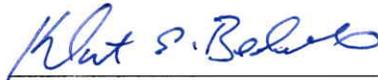
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