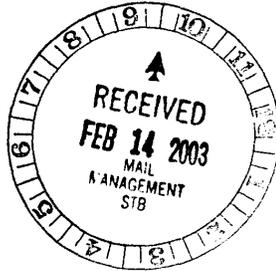


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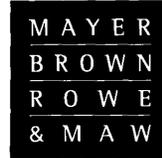


February 14, 2003

BY HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Re: Docket No. AB-167 (Sub. No. 1094)A
Chelsea Property Owners – Abandonment –
Portion of the Consolidated Rail Corporation's
West 30th Street Secondary Track in New York, NY



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Dear Secretary Williams:

On February 6, 2003, the Friends of the High Line (“FHL”) requested leave to file additional comments (“February 6 Comments”) in response to recent submissions made by the Metropolitan Transit Authority (“MTA”), the New York Convention Center Development Corporation (“NYCC”), and Chelsea Property Owners (“CPO”). If FHL’s request is granted, Consolidated Rail Corporation (“Conrail”) requests that, in fairness, the following brief comments from Conrail also be accepted.

There are three motions pending before the STB in this case: (1) CPO’s motion, filed August 14, 2002, for an order confirming that the parties’ proposed Settlement Agreement satisfies the surety condition in the ICC’s September 16, 1992 decision in this proceeding, (2) FHL’s petition, filed August 16, 2002, to reopen certain aspects of the 1992 decision, and (3) the City of New York’s request, filed December 17, 2002, for the issuance of a Certificate of Interim Trail Use (“CITU”). The issues raised by these motions have been fully briefed. At this point, accurate information concerning the contested regulatory picture is necessary for the parties to proceed rationally with further negotiations.

In its February 6 Comments, FHL claims that CPO’s motion is premature, because the proposed Settlement Agreement is not fully executed. February 6 Comments at 4. All CPO seeks, however, is confirmation that the form of that agreement, if and when executed, will satisfy the surety condition. The parties have spent years negotiating the form of agreement. FHL itself has previously challenged that form of agreement, claiming that even if the Settlement Agreement were fully executed, it would not provide adequate protection for Conrail against

MAYER, BROWN, ROWE & MAW

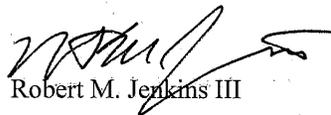
Honorable Vernon A. Williams
January 15, 2003
Page 2

environmental liability.¹ A decision by the Board that the agreement adequately protects Conrail against all types of liability, within the meaning of the ICC's September 16, 1992 order, would permit the parties to proceed with the numerous implementation steps contemplated by the proposed agreement without fear of having the sufficiency of the form of the agreement later challenged before the Board by FHL or another party.

Regarding FHL's pending petition to reopen, FHL protests in its February 6 Comments that it is not attempting to delay this proceeding (February 6 Comments at 1-2), but FHL nowhere suggests that the Board should proceed to decide FHL's petition. Instead, FHL asks the Board to encourage the parties to make efforts to resolve their differences through negotiation, which FHL suggests "may avoid the need for the Board to decide a number of the matters now before it." February 6 Comments at 6 n.9. Conrail has no objection to negotiation, but the parties have spent years in negotiation, and the pendency of FHL's unresolved petition makes it more difficult, not less, to reach resolution. Conrail takes no position on the merits of FHL's petition, but Conrail urges the Board to move forward expeditiously with a decision on that petition.

The present state of affairs regarding the Highline is supported by no one, but the answer is not inaction by the Board. That will only prolong the current limbo. The Board, in the public interest, should decide the issues the parties have brought to it, so that resolution may occur.

Sincerely yours,



Robert M. Jenkins III

Counsel for Consolidated Rail
Corporation

RMJ/bs

cc: All Parties

¹ See Friends of the High Line Inc.'s Opposition to Chelsea Property Owners' Motion for an Order Authorizing Abandonment of the High Line, filed September 6, 2002, at 6-8. Conrail, which is in the best position to know whether it has sufficiently protected itself against environmental liability, disagrees with FHL's position. See Reply of Consolidated Rail Corporation to The Friends of the High Line Inc.'s Petition to Reopen the 1992 Abandonment Decision, filed September 12, 2002, at 2 n.1.