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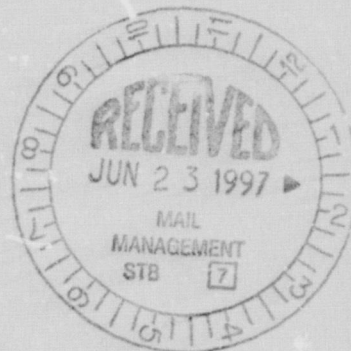
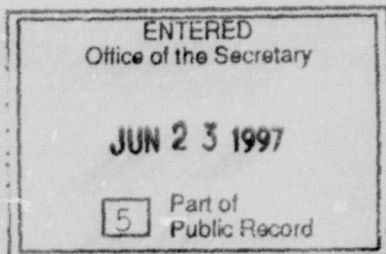


CERTIFICATE OF SERVICE

I, John V. Edwards, hereby certify that a copy of the foregoing document will be served on the parties required to be served by the applicable regulations, by first class U.S. mail, postage prepaid, or by other more expeditious means, on the date that the Control Application in Finance Docket No. 33388 is filed with the Surface Transportation Board.

  
John V. Edwards

Dated: June 8, 1997



BEFORE THE  
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388 (SUB-NO. 8)

CSX TRANSPORTATION, INC. - CONSTRUCTION AND OPERATION  
OF CONNECTION TRACK AT LITTLE FERRY, NEW JERSEY

VERIFIED NOTICE OF EXEMPTION

CSX Transportation, Inc. ("CSXT") files this Notice of Exemption pursuant to the Board's regulations at 49 C.F.R. § 1150.36(c). This Notice of Exemption is for construction and operation of connection tracks at Little Ferry, New Jersey. In accordance with the aforementioned regulations, CSXT makes the following responses.

1. Name and Address of the Railroad Proposing to  
Construct the Connection Tracks

The name and address of the railroad proposing to construct the connection tracks is:

CSX Transportation, Inc.  
500 Water Street  
Jacksonville, Florida 32202

**FILED**

JUN 23 1997

SURFACE  
TRANSPORTATION BOARD

2. Name of the Proposed Operator

The construction and operation of these connection tracks are related to, and contingent upon, the proposed control of Conrail<sup>1</sup> by CSX<sup>2</sup> and NS,<sup>3</sup> approval for which is being sought in Finance Docket No. 33388. If that approval is granted by the Board, CSXT would operate the line between Selkirk and North Bergen and would become the operator of the proposed connection.

3. Description of the Proposed Construction and Operation

CRC and the New York, Susquehanna and Western Railway ("NYS&W") have parallel main lines in the Little Ferry, New Jersey area. CSXT proposes to construct two connection tracks between the CRC and NYS&W main lines at Little Ferry. The first connection track will extend approximately 480 feet between approximately Milepost 5.75 on CRC's line between Selkirk and North Bergen to approximately Milepost 5.65 on NYS&W's line between Paterson and Croxton. The second connection will extend approximately 600 feet between approximately Milepost 4.04 on CRC's line to approximately Milepost 4.15 on NYS&W's line.

These two connections will be located at points north and south of CSXT's Little Ferry Intermodal facility and will allow traffic to efficiently enter and exit the Little Ferry terminal. Additionally, CSXT will be better able to coordinate traffic flows between Little Ferry and other North Jersey terminals in order to provide customers with the maximum number of service options and frequencies. It is anticipated that an average of five

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<sup>1</sup> Conrail, Inc. ("CRI") and Consolidated Rail Corporation ("CRC") are referred to collectively as "Conrail."

<sup>2</sup> CSX Corporation ("CSXC") and CSXT are referred to collectively as "CSX".

<sup>3</sup> Norfolk Southern Corporation ("NSC") and Norfolk Southern Railway Company ("NSRC") are referred to collectively as "NS."



trains per day will be operated over these connections. A map showing the proposed connection tracks is attached.

4. Use of Class Exemption

The class exemption authorized by the Board in Ex Parte No. 392 (Sub-No. 2) Class Exemption for the Construction of Connecting Track Under 49. U.S.C. 10901, 1 S.T.B. 75 (1996), and published at 49 C.F.R. 1150.36, is being used in this instance because the connection tracks at Little Ferry, New Jersey will be constructed within existing rail rights-of-way or on land owned by the connecting railroads.

5. Date the Construction is Proposed to Begin

CSXT proposes to begin construction on the connection tracks at Little Ferry, New Jersey only after the effective date of a Board decision approving the primary application and this related application in Finance Docket No. 33388.

6. Environmental Report

CSXT hereby certifies that it has complied with the Board's environmental rules at 49 C.F.R. Part 1105. In that regard, the environmental report covering the proposed construction and operation of the connection tracks at Little Ferry, New Jersey is contained in the Environmental Report being filed with the Board in Finance Docket No. 33388.

7. Prefiling Notice Requirements of 49 C.F.R. 1150.36(c)(1)

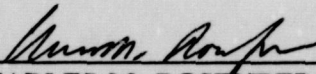
CSXT hereby certifies that it has complied with the prefiling notice requirements of 49 C.F.R. 1150.36(c)(1) by notifying the following parties in writing on May 27, 1997 of their intent to file this related application. The notification included a

statement addressing the requirements imposed on the Board by environmental regulations at  
49 C.F.R. Part 1105.

Mr. Frank Wilson, Commissioner  
New Jersey Department of Transportation  
1035 Parkway Avenue  
Trenton, New Jersey 08625

Mr. Robert C. Shinn  
Department of Environmental Protection  
401 East State Street  
CN-402  
Trenton, New Jersey 08625

Respectfully submitted,

  
\_\_\_\_\_  
CHARLES M. ROSENBERGER  
Senior Counsel  
CSX Transportation, Inc.  
500 Water Street - J150  
Jacksonville, Florida 32202

Dated: June 7, 1997



VERIFICATION

STATE OF FLORIDA     )  
                              )  
COUNTY OF DUVAL     )

Michael J. Ward, being duly sworn, states that he is Executive Vice President-Finance of CSX Transportation, Inc.; that he is authorized to verify and file with the Surface Transportation Board the foregoing Notice of Exemption in Finance Docket No. 33388 (Sub-No. 8) on behalf of CSX Transportation, Inc.; that he has carefully examined all of the statements in the Notice of Exemption; that he has knowledge of the facts and matters relied upon in the Notice of Exemption; and that all representations set forth therein are true and correct to the best of his knowledge, information and belief.

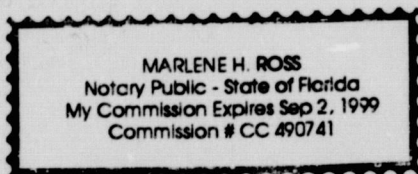
*Michael J. Ward*

\_\_\_\_\_  
Michael J. Ward

Subscribed and sworn to before me, a Notary Public, in and for the State and County above named this 4th day of June, 1997.

*Marlene H. Ross*  
\_\_\_\_\_  
Notary Public

My Commission Expires:



# NEW CONNECTION

No. 10 CROSSOVER  
LENGTH = 600'

TO CROXTON

NYS&W RR

NYS&W MP 4.15

ROADWAY

8000' +/-

LITTLE FERRY  
INTERMODAL TERMINAL  
SEA-LAND, INC.

NYS&W MP 5.65

# NEW CONNECTION

No. 10 CROSSOVER  
LENGTH = 480'

TO PATERSON

NYS&W RR

ROADWAY

CONRAIL RIVER LINE

TO NORTH BERGEN

CR MP 4.04

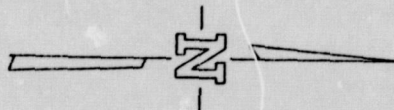
NYS&W RR  
TO NORTH BERGEN

RIDGEFIELD HEIGHTS  
AUTO TERMINAL  
CONRAIL

CONRAIL RIVER LINE

TO SELKIRK

CR MP 5.75



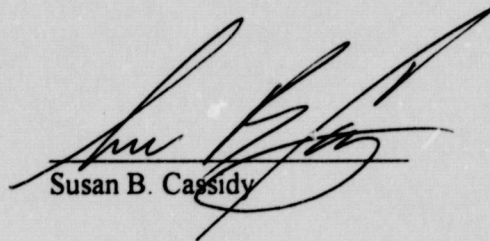
LITTLE FERRY, NJ

EXHIBIT A



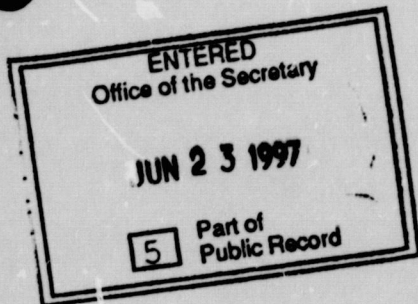
**CERTIFICATE OF SERVICE**

I, Susan B. Cassidy, hereby certify that a copy of the foregoing document will be served on the parties required to be served by the applicable regulations, by first class U.S. mail, postage prepaid, or by other more expeditious means, on the date that the Control Application in Finance Docket No. 33388 is filed with the Surface Transportation Board.

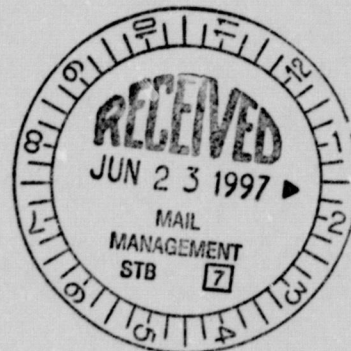
  
Susan B. Cassidy

Dated: \_\_\_\_\_

June 8, 1997



BEFORE THE  
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. 33388 (SUB-NO. 9)

CSX TRANSPORTATION, INC. AND THE BALTIMORE AND  
OHIO CHICAGO TERMINAL RAILROAD COMPANY -  
CONSTRUCTION OF CONNECTION TRACK AT  
75<sup>TH</sup> STREET SW, CHICAGO, ILLINOIS

**FILED**

JUN 23 1997

VERIFIED NOTICE OF EXEMPTION

SURFACE  
TRANSPORTATION BOARD

CSX Transportation, Inc. ("CSXT") and The Baltimore and Ohio Chicago Terminal Railroad Company ("B&OCT"), its wholly-owned subsidiary, file this Notice of Exemption pursuant to the Board's regulations at 49 C.F.R. § 1150.36(c). This Notice of Exemption is for construction of a connection track at 75<sup>th</sup> Street SW, Chicago, Illinois. In accordance with the aforementioned regulations, CSXT and B&OCT make the following responses.

1. Name and Address of the Railroads Proposing to  
Construct the Connection Track

The names and addresses of the railroads proposing to  
construct the connection track are:



CSX Transportation, Inc.  
500 Water Street  
Jacksonville, Florida 32202

The Baltimore and Ohio Chicago  
Terminal Railroad Company  
500 Water Street  
Jacksonville, Florida 32202

2. Name of the Proposed Operator

The construction and operation of this connection track is related to, and contingent upon, the proposed control of Conrail<sup>1</sup> by CSX<sup>2</sup> and NS,<sup>3</sup> approval for which is being sought in Finance Docket No. 33388. If that approval is granted by the Board, the operator of the new connection at 75<sup>th</sup> Street SW in Chicago will be the B&OCT.

3. Description of the Proposed Construction and Operation

B&OCT and The Belt Railway Company of Chicago ("BRC") cross each other in the vicinity of 75<sup>th</sup> Street SW in Chicago. CSXT and B&OCT propose to construct a connection track between B&OCT and BRC in the SW Quadrant. The connection will extend approximately 1,640 feet between approximately Milepost DC-22.43 on B&OCT's North-South line between Cleveland and Brighton Park, and approximately Milepost 12.95 on BRC's East-West line between Bedford Park Yard and South Chicago Yard.

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<sup>1</sup> Conrail, Inc. ("CRI") and Consolidated Rail Corporation ("CRC") are referred to collectively as "Conrail."

<sup>2</sup> CSX Corporation ("CSX") and CSXT are referred to collectively as "CSX".

<sup>3</sup> Norfolk Southern Corporation ("NSC") and Norfolk Southern Railway Company ("NSRC") are referred to collectively as "NS."

This connection will allow eastbound intermodal trains from Bedford Park, Illinois to proceed south towards Blue Island, Illinois. This connection will consequently help allow CSXT and B&OCT to operate its intermodal trains in and out of the congested Chicago Terminal area smoothly and with minimal delays. It is anticipated that an average of three trains per day will be operated over this connection. This connection track will cross two tracks of NSRC at grade. A map showing the proposed connection track is attached.

4. Use of Class Exemption

The class exemption authorized by the Board in Ex Parte No. 392 (Sub-No. 2) Class Exemption for the Construction of Connecting Track Under 49. U.S.C. 10901, 1 S.T.B. 75 (1996), and published at 49 C.F.R. 1150.36, is being used in this instance because the connection track at 75<sup>TH</sup> Street SW in Chicago, Illinois will be constructed within existing rail rights-of-way or on land owned by the connecting railroads.

5. Date the Construction is Proposed to Begin

CSXT and B&OCT propose to begin construction on the connection track at 75<sup>th</sup> Street SW in Chicago, Illinois only after the effective date of a Board decision approving the primary application and this related application in Finance Docket No. 33388.

6. Environmental Report

CSXT and B&OCT hereby certify that they have complied with the Board's environmental rules at 49 C.F.R. Part 1105. In that regard, the environmental report covering the proposed construction and operation of the connection



track at 75<sup>th</sup> Street SW in Chicago, Illinois is contained in the Environmental Report being filed with the Board in Finance Docket No. 33388.

7. Prefiling Notice Requirements of 49 C.F.R.  
150.36(c)(1)

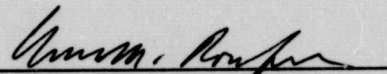
CSXT and B&OCT hereby certify that they have complied with the prefiling notice requirements of 49 C.F.R. 1150.36(c)(1) by notifying the following parties in writing on May 27, 1997 of their intent to file this related application. The notification included a statement addressing the requirements imposed on the Board by the environmental regulations at 49 C.F.R. Part 1105.

Mr. Tom Berkshire  
State Single Point of Contact  
Office of the Governor  
State of Illinois  
Springfield, Illinois 62706

Ms. Donna Caton, Chief Clerk  
Illinois Commerce Commission  
527 East Capitol Avenue  
Springfield, Illinois 62706

Mr. Kirk Brown  
Secretary of Transportation  
Illinois Department of Transportation  
2300 South Dirksen Parkway  
Springfield, Illinois 62764

Respectfully submitted,



**CHARLES M. ROSENBERGER**

Senior Counsel

CSX Transportation, Inc.

500 Water Street - J150

Jacksonville, Florida 32202

and

Dated: June 7, 1997

Senior Counsel

Baltimore and Ohio Chicago Terminal

Railroad Company

500 Water Street - J150

Jacksonville, Florida 32202

VERIFICATION

STATE OF FLORIDA     )  
                              )  
COUNTY OF DUVAL     )

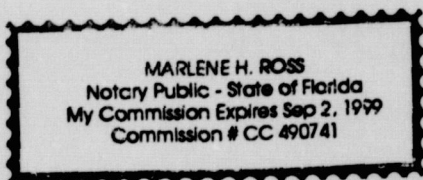
Michael J. Ward, being duly sworn, states that he is Executive Vice President of The Baltimore and Ohio Chicago Terminal Railroad Company; that he is authorized to verify and file with the Surface Transportation Board the foregoing Notice of Exemption in Finance Docket No. 33388 (Sub-No. 9) on behalf of The Baltimore and Ohio Chicago Terminal Railroad Company; that he has carefully examined all of the statements in the Notice of Exemption; that he has knowledge of the facts and matters relied upon in the Notice of Exemption; and that all representations set forth therein are true and correct to the best of his knowledge, information and belief.

Michael J. Ward  
Michael J. Ward

Subscribed and sworn to before me, a Notary Public, in and for the State and County above named this 4th day of June, 1997.

Marlene H. Ross  
Notary Public

My Commission Expires:





VERIFICATION

STATE OF FLORIDA     )  
                              )  
COUNTY OF DUVAL     )

Michael J. Ward, being duly sworn, states that he is Executive Vice President-Finance of CSX Transportation, Inc.; that he is authorized to verify and file with the Surface Transportation Board the foregoing Notice of Exemption in Finance Docket No. 33388 (Sub-No. 9) on behalf of CSX Transportation, Inc.; that he has carefully examined all of the statements in the Notice of Exemption; that he has knowledge of the facts and matters relied upon in the Notice of Exemption; and that all representations set forth therein are true and correct to the best of his knowledge, information and belief.

Michael J. Ward  
Michael J. Ward

Subscribed and sworn to before me, a Notary Public, in and for the State and County above named this 4<sup>TH</sup> day of June, 1997.

Marlene H. Ross  
Notary Public

My Commission Expires:

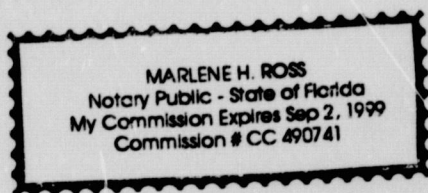




EXHIBIT A

100

TO BRIGHTON PARK

TO SOUTH CHICAGO YARD

TO BEDFORD PARK YARD

BRC

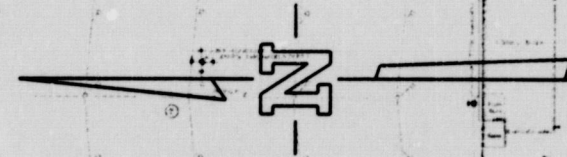
NS

BRC MP 12.95

B&OCT

NEW CONNECTION  
LENGTH = 1640'

CSX MP DC 22.45



75th. STREET  
CHICAGO, IL

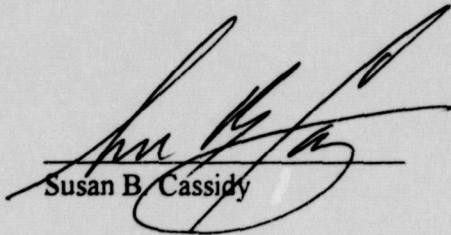
CHICAGO COOK COUNTY ILL.

CLEVELAND

**CSX**  
TRANSPORTATION

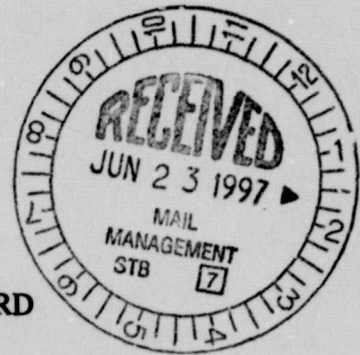
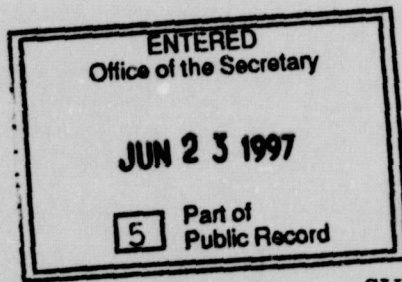
**CERTIFICATE OF SERVICE**

I, Susan B. Cassidy, hereby certify that a copy of the foregoing document will be served on the parties required to be served by the applicable regulations, by first class U.S. mail, postage prepaid, or by other more expeditious means, on the date that the Control Application in Finance Docket No. 33388 is filed with the Surface Transportation Board.

  
Susan B. Cassidy

Dated: June 8, 1997





BEFORE THE  
SURFACE TRANSPORTATION BOARD

**FILED**

JUN 23 1997

FINANCE DOCKET NO. 33388 (SUB-NO. 10)

SURFACE  
TRANSPORTATION BOARD

CSX TRANSPORTATION, INC. -  
CONSTRUCTION AND OPERATION OF  
CONNECTION TRACK AT EXERMONT, ILLINOIS

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PETITION FOR EXEMPTION

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Pursuant to 49 U.S.C. 10502 and 49 C.F.R. Part 1121, CSX Transportation, Inc. ("CSXT") hereby files this petition for exemption from the prior approval provisions of 49 U.S.C. 10901 to construct and operate a connection track in Exermont, Illinois.

In support of its petition, CSXT states the following.

DESCRIPTION OF THE PARTY

The name and address of the railroad proposing to construct and operate the connection track at Exermont, Illinois is:

CSX Transportation, Inc.  
500 Water Street  
Jacksonville, Florida 32202

## DESCRIPTION OF THE PROPOSED CONNECTION AND OPERATION

CSXT and Consolidated Rail Corporation ("CRC") have parallel main line tracks in the Exermont, Illinois area. CSXT proposes to construct a connection track in the NW Quadrant between CSXT's main line and CRC's main line. The connection will extend approximately 3,590 feet between approximately Milepost BC-327.9 on CSXT's main line between Cincinnati and East St. Louis, and approximately Milepost 231.4 on CRC's main line between Cleveland and East St. Louis. In order to construct this connection, it will be necessary to acquire approximately 5.3 acres of right-of-way. A map showing the proposed connection track is attached as Exhibit A.

The current CRC East-West route between St. Louis and East Coast points is approximately 250 miles shorter and up to 24 hours faster to operate over than CSXT's current route. Thus, CSXT's proposed operation of CRC's St. Louis route presents major opportunities to CSXT for more efficient and faster service for all traffic moving between St. Louis and points east of Cleveland/Pittsburgh. The proposed CSXT route also will provide opportunities for CSXT to build larger blocks and even solid run-through trains to and from points west and south of St. Louis. This will reduce handling and avoid terminal delay in St. Louis.

This connection at Exermont between CRC's line and CSXT's line will give CSXT the opportunity to "block-swap" trains coming from Louisville and Indianapolis destined to western carriers. It is anticipated that an average of 8.7 trains per day will be operated over this connection.



The construction and operation of this connection track at Exermont, Illinois is related to, and contingent upon, the proposed control of Conrail<sup>1</sup> by CSX<sup>2</sup> and NS,<sup>3</sup> approval for which is being sought in Finance Docket No. 33388. CSXT proposes to begin construction on the connection track at Exermont, Illinois only after the effective date of a Board decision approving the primary application and this related application in Finance Docket No. 33388.

### ARGUMENT

Under 49 U.S.C. 10901, a railroad may (1) construct an extension to any of its railroad lines; (2) construct an additional railroad line; or (3) provide transportation over an extended or additional railroad line, only if the Board issues a certificate authorizing such activity.

However, under 49 U.S.C. 10502, the Board shall exempt a rail transaction from regulation when it finds that (1) application of the pertinent statutory provisions is not necessary to carry out the rail transportation policy of 49 U.S.C. 10101; and (2) either the transaction is of limited scope, or regulation is not needed to protect shippers from the abuse of market power.

A. Granting The Exemption Would Be Consistent With The Rail Transportation Policy

CSXT believes that the proposed construction and operation of the connection track at Exermont, Illinois is appropriate for exemption from the formal procedures of 49

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<sup>1</sup> Conrail, Inc. ("CRI") and CRC are referred to collectively as "Conrail."

<sup>2</sup> CSX Corporation ("CSXC") and CSXT are referred to collectively as "CSX."

<sup>3</sup> Norfolk Southern Corporation ("NSC") and Norfolk Southern Railway Company ("NSRC") are referred to collectively as "NS."

U.S.C. 10901. Exemption of the construction and operation of this connection track is exactly the type of minor transaction Congress contemplated when it enacted Section 10502.

Requiring CSXT to comply with the formal filing requirements of Section 10901 is clearly not necessary to carry out the rail transportation policy of Section 10101, which represents Congress' most recent expression of rail transportation policy. As relevant here, the rail transportation policy of Section 10101 requires that in exercising its regulatory authority, the Board will minimize the need for Federal regulatory control over the rail transportation system, will promote a safe and efficient rail transportation system, will ensure the development and continuation of a sound rail transportation system with effective competition among rail carriers and with other modes, will reduce regulatory barriers to entry into and exit from the industry, will encourage honest and efficient management of railroads, and will promote a sound transportation system meeting the needs of the public and the national defense.

Exemption of the proposed construction and operation meets all of these elements of the rail transportation policy. First, by minimizing the regulatory expense and time inherent in a full application under the provisions of Section 10901, exemption will expedite regulatory decisions and reduce regulatory barriers to entry into the industry. Preparation and filing of an application under Section 10901 would not only be expensive, it would also be burdensome in view of the substantial amount of supporting documents required, and unnecessary considering the inconsequential size of the transaction.

Second, exemption will also foster efficient management and promote a safe and efficient rail system. As noted earlier, this connection is a vital link in CSXT's St. Louis



Gateway service area. It is anticipated that CSXT will be able to provide faster and more efficient service to all customers whose traffic passes through St. Louis if the primary application in Finance Docket No. 33388 is approved. The proposed connection at Exermont will allow CSXT to block-swap trains coming from Louisville and Indianapolis to St. Louis and destined to western railroads. Accordingly, the connection will make a substantial contribution in the improvement of CSXT's service in the St. Louis area.

Finally, the exemption will promote effective competition among rail carriers and with other modes, and help meet the needs of the shipping public. One of the essential features of the proposed transaction in Finance Docket No. 33388 is the operation by CSXT of CRC's St. Louis line. The proposed CSXT route, along with the construction of the connection track at Exermont, will create a more efficient operation for CSXT and thus make it more competitive for traffic to and from points east of Cleveland/Pittsburgh moving through St. Louis. By improving its operation in the St. Louis area, CSXT will be able to vigorously compete with other modes of transportation for intermodal and other traffic.

B. The Proposed Connection Is Of Limited Scope

The transaction involved in this proceeding is of limited scope. The proposed construction and operation of a connection track at Exermont involves only a 3,590 foot track connecting CSXT and CRC. The connection track will be constructed on existing rail rights of way except for a portion involving only 5.3 acres to be acquired.

C. Shippers Will Not Be Subject To An Abuse of Market Power

An application is not necessary to protect shippers from an abuse of market power. Indeed, it is extremely unlikely that the proposed connection would have any effect

on a shipper's market power. Indeed, as previously noted, the whole purpose of the connection track is to create additional alternatives and to improve service to all shippers and receivers whose rail traffic passes through St. Louis. The proposed connection will assist CSXT in providing competitive transportation service for all traffic moving between St. Louis and points east of Cleveland/Pittsburgh.

#### ENVIRONMENTAL REPORT

The environmental report covering the proposed construction and operation of the connection track at Exermont, Illinois is contained in the Environmental Report being filed with the Board in Finance Docket No. 33383. As information, the below listed parties were advised in writing on May 27, 1997 of CSXT's intent to file this related application.

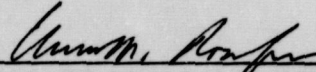
Mr. Tom Berkshire  
State Single Point of Contact  
Office of the Governor  
State of Illinois  
Springfield, Illinois 62706

Ms. Donna Caton, Chief Clerk  
Illinois Commerce Commission  
527 East Capitol Avenue  
Springfield, Illinois 62706

Mr. Kirk Brown  
Secretary of Transportation  
Illinois Department of Transportation  
2300 South Dirksen Parkway  
Springfield, Illinois 62764



Respectfully submitted,



CHARLES M. ROSENBERGER

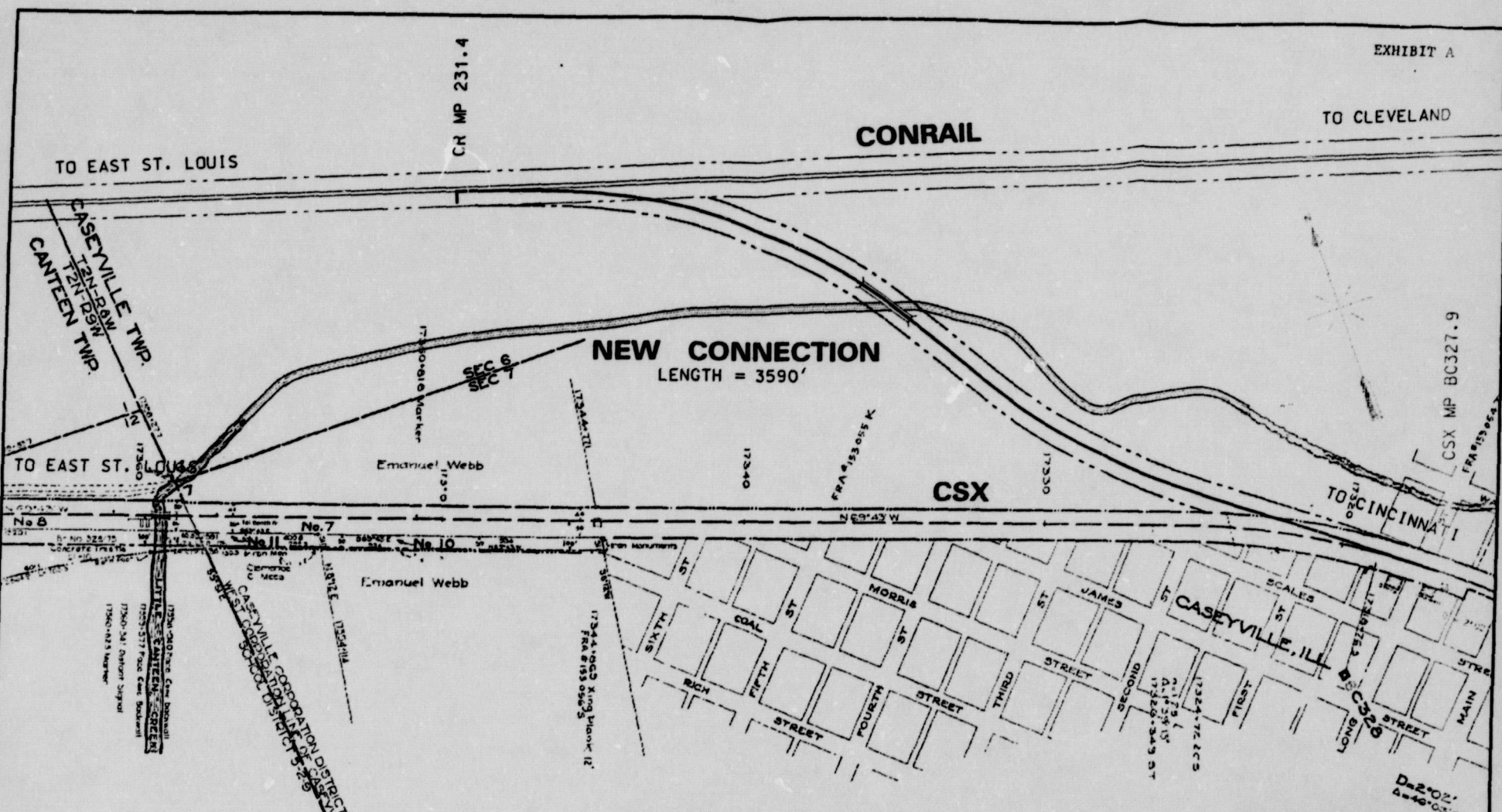
Senior Counsel

CSX Transportation, Inc.

500 Water Street - J150

Jacksonville, Florida 32202

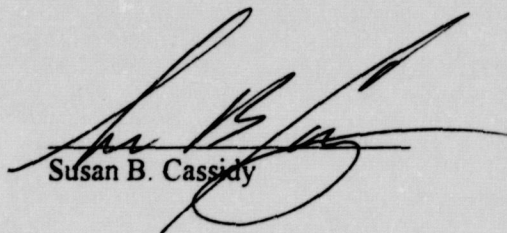
Dated: June 7, 1997



**CSX**  
TRANSPORTATION  
EXERMONT, IL

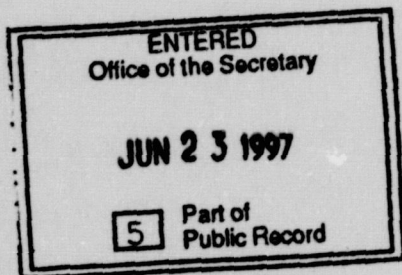
CERTIFICATE OF SERVICE

I, Susan B. Cassidy, hereby certify that a copy of the foregoing document will be served on the parties required to be served by the applicable regulations, by first class U.S. mail, postage prepaid, or by other more expeditious means, on the date that the Control Application in Finance Docket No. 33388 is filed with the Surface Transportation Board.

  
Susan B. Cassidy

Dated: June 8, 1997





BEFORE THE

SURFACE TRANSPORTATION BOARD

**FILED**

JUN 23 1997

FINANCE DOCKET NO. 33388 (SUB-NO. 11)

**SURFACE  
TRANSPORTATION BOARD**

**CSX TRANSPORTATION, INC. AND THE BALTIMORE  
AND OHIO CHICAGO TERMINAL RAILROAD COMPANY -  
CONSTRUCTION AND OPERATION OF CONNECTION  
TRACK AT LINCOLN AVENUE, CHICAGO, ILLINOIS**

VERIFIED NOTICE OF EXEMPTION

CSX Transportation, Inc. ("CSXT") and The Baltimore and Ohio Chicago Terminal Railroad Company ("B&OCT"), a wholly-owned subsidiary of CSXT, file this Notice of Exemption pursuant to the Board's regulations at 49 C.F.R. § 1150.36(c). This Notice of Exemption is for construction of a connection track at Lincoln Avenue in Chicago, Illinois. In accordance with the aforementioned regulations, CSXT and B&OCT make the following responses.

1. Name and Address of the Railroads Proposing to Construct the Connection Track

The names and addresses of the railroads proposing to construct the connection track are:

CSX Transportation, Inc.  
500 Water Street  
Jacksonville, Florida 32202

The Baltimore and Ohio Chicago  
Terminal Railroad Company  
500 Water Street  
Jacksonville, Florida 32202

2. Name of the Proposed Operator

The construction and operation of this connection track is related to, and contingent upon, the proposed control of Conrail<sup>1</sup> by CSX<sup>2</sup> and NS,<sup>3</sup> approval for which is being sought in Finance Docket No. 33388. If that approval is granted by the Board, the operator of the new connection at Lincoln Avenue in Chicago will be the B&OCT.

3. Description of the Proposed Construction and Operation

B&OCT and Indiana Harbor Belt Railroad Company ("IHB") have parallel main line tracks in the vicinity of Lincoln Avenue in Chicago, Illinois. CSXT and B&OCT propose to construct a connection track in the NE Quadrant between B&OCT's main line and IHB's main line. The connection will extend approximately 840 feet between

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<sup>1</sup> Conrail, Inc. ("CRI") and Consolidated Rail Corporation ("CRC") are referred to collectively as "Conrail."

<sup>2</sup> CSX Corporation ("CSXC") and CSXT are referred to collectively as "CSX."

<sup>3</sup> Norfolk Southern Corporation ("NSC") and Norfolk Southern Railway Company ("NSRC") are referred to collectively as "NS."



approximately Milepost DC-9.5 on B&OCT's main line between Cleveland and Barr Yard, and approximately Milepost 10.43 on IHB's main line between Gibson Yard and Blue Island Jct. A map showing the proposed connection track is attached as Exhibit A.

If the Board approves the primary application, one of CSXT's most important service lanes will be its Northeastern Gateway extending from Chicago to Albany, New York, with branches eastward to Boston and southward to Newark, New Jersey. This service lane combines CSXT's current main line route from Chicago to Greenwich, Ohio, and CRC's line between Greenwich and Albany.

The lines comprising this service lane currently contain some of the most heavily traveled track on the proposed CSXT combined system. It is anticipated that traffic on this corridor will be as high as 50 trains per day within the next three years.

The construction and operation of the connection track at Lincoln Avenue will greatly improve CSXT and B&OCT operations in the highly congested Chicago terminal area. This connection track will allow trains to be moved from the IHB to CSXT's Barr Yard in Chicago. It is anticipated that approximately ten trains per day will be operated over the connection at Lincoln Avenue in the first year. The number of trains should decrease to approximately two trains per day by the third year of operations.

4. Use of Class Exemption

The class exemption authorized by the Board in Ex Parte No. 392 (Sub-No. 2) Class Exemption for the Construction of Connecting Track Under 49. U.S.C. 10901, 1 S.T.B. 75 (1996), and published at 49 C.F.R. 1150.36, is being used in this instance because the connection track at Lincoln Avenue in Chicago will be constructed within existing rail

rights-of-way or on land owned by the connecting railroads.

5. Date the Construction is Proposed to Begin

CSXT and B&OCT propose to begin construction on the connection track at Lincoln Avenue in Chicago, Illinois only after the effective date of a Board decision approving the primary application and this related application in Finance Docket No. 33388.

6. Environmental Report

CSXT and B&OCT hereby certify that they have complied with the Board's environmental rules at 49 C.F.R. Part 1105. In that regard, the environmental report covering the proposed construction and operation of the connection track at Lincoln Avenue in Chicago, Illinois is contained in the Environmental Report being filed with the Board in Finance Docket No. 33388.

7. Prefiling Notice Requirements of 49 C.F.R.  
1150.36(c)(1)

CSXT and B&OCT hereby certify that they have complied with the prefiling notice requirements of 49 C.F.R. 1150.36(c)(1) by notifying the following parties in writing on May 27, 1997 of their intent to file this related application. The notification included a statement addressing the requirements imposed on the Board by the environmental regulations at 49 C.F.R. Part 1105.

Mr. Tom Berkshire  
State Single Point of Contact  
Office of the Governor  
State of Illinois  
Springfield, Illinois 62706

Ms. Donna Caton, Chief Clerk  
Illinois Commerce Commission

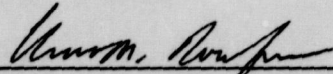


527 East Capitol Avenue  
Springfield, Illinois 62706

Mr. Kirk Brown  
Secretary of Transportation  
Illinois Department of Transportation  
2300 South Dirksen Parkway  
Springfield, Illinois 62764



Respectfully submitted,



**CHARLES M. ROSENBERGER**

Senior Counsel

CSX Transportation, Inc.

500 Water Street - J150

Jacksonville, Florida 32202

and

Dated: June 7, 1997

Senior Counsel

The Baltimore and Ohio Chicago Terminal

500 Water Street - J150

Jacksonville, Florida 32202

VERIFICATION

STATE OF FLORIDA     )  
                              )  
COUNTY OF DUVAL     )

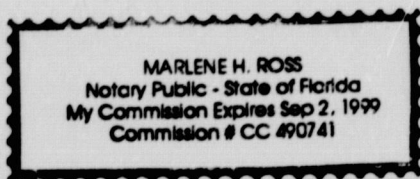
Michael J. Ward, being duly sworn, states that he is Executive Vice President-Finance of CSX Transportation, Inc.; that he is authorized to verify and file with the Surface Transportation Board the foregoing Notice of Exemption in Finance Docket No. 33388 (Sub-No. 11) on behalf of CSX Transportation, Inc.; that he has carefully examined all of the statements in the Notice of Exemption; that he has knowledge of the facts and matters relied upon in the Notice of Exemption; and that all representations set forth therein are true and correct to the best of his knowledge, information and belief.

Michael J. Ward  
Michael J. Ward

Subscribed and sworn to before  
me, a Notary Public, in and for  
the State and County above named  
this 4th day of June, 1997.

Marlene H. Ross  
Notary Public

My Commission Expires:



VERIFICATION

STATE OF FLORIDA     )  
                              )  
COUNTY OF DUVAL     )

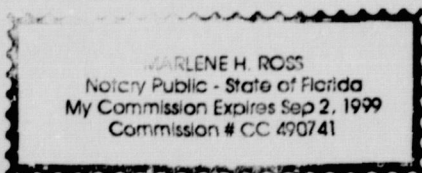
Michael J. Ward, being duly sworn, states that he is Executive Vice President of The Baltimore and Ohio Chicago Terminal Railroad Company; that he is authorized to verify and file with the Surface Transportation Board the foregoing Notice of Exemption in Finance Docket No. 33388 (Sub-No. 11) on behalf of The Baltimore and Ohio Chicago Terminal Railroad Company; that he has carefully examined all of the statements in the Notice of Exemption; that he has knowledge of the facts and matters relied upon in the Notice of Exemption; and that all representations set forth therein are true and correct to the best of his knowledge, information and belief.

Michael J. Ward  
Michael J. Ward

Subscribed and sworn to before me, a Notary Public, in and for the State and County above named this 4<sup>TH</sup> day of June, 1997.

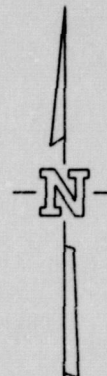
Marlene H. Ross  
Notary Public

My Commission Expires:





Dolton, IL



CSX MP DC 9.5

B&OCT  
TO BARR YARD  
& BLUE ISLAND JCT.

**B&OCT**

TO CLEVELAND →

← IHB TO  
BLUE ISLAND JCT.

**IHB**

→ TO GIBSON

IHB MP 10.43

**NEW CONNECTION**

No. 16 CROSSOVER  
LENGTH = 840'

**LINCOLN AVE.  
INTERLOCKING**

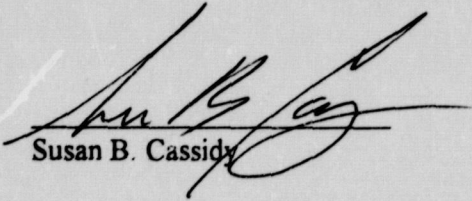
**CSX**  
TRANSPORTATION

EXHIBIT A

020

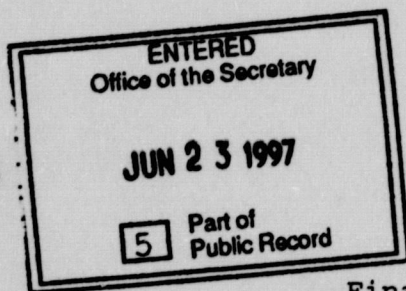
**CERTIFICATE OF SERVICE**

I, Susan B. Cassidy, hereby certify that a copy of the foregoing document will be served on the parties required to be served by the applicable regulations, by first class U.S. mail, postage prepaid, or by other more expeditious means, on the date that the Control Application in Finance Docket No. 33388 is filed with the Surface Transportation Board.

  
Susan B. Cassidy

Dated: June 8, 1997





BEFORE THE  
SURFACE TRANSPORTATION BOARD



Finance Docket No. 33388 (Sub-No. 12)

NORFOLK SOUTHERN RAILWAY COMPANY  
-- CONSTRUCTION AND OPERATION EXEMPTION --  
CONNECTING TRACK WITH CONSOLIDATED RAIL CORPORATION  
AT KANKAKEE, IL

**FILED**

JUN 23 1997

PETITION FOR EXEMPTION

**SURFACE  
TRANSPORTATION BOARD**

Norfolk Southern Railway Company ("NSRC"), hereby petitions the Board under 49 U.S.C. 10502 and 49 CFR 1121.1 and 49 CFR 1150.1(a) for an exemption from the requirements of 49 U.S.C. 10901 to construct and operate connecting track at Kankakee, IL between Illinois Central Railroad Company's ("ICR") Chicago, IL-Gibson City, IL north-south line, over which NSRC has trackage rights, and Consolidated Rail Corporation's ("CRC") Streator, IL and Schneider, IN east-west line. The requested construction and operation exemption authority is related to NSRC's and Norfolk Southern Corporation's ("NSC") primary application in Finance Docket No. 33388 to acquire control and operation, with CSX Corporation and CSX Transportation, Inc. ("CSXT"), of CRC and Conrail Inc. ("the Primary Application").

Waiver of Environmental Rules: Pre-Filing Notice. In Decision No. 7 concerning the Primary Application in Finance Docket No. 33388, served May 30, 1997, the Board granted the primary applicants, including NSRC and its subsidiaries, such as



Norfolk and Western Railway Company ("NW"), a waiver of the environmental rule in 49 CFR 1105.10(a) that requires six months advance written notice to the Board's Section of Environmental Analysis ("SEA") before filing a construction application under 49 U.S.C. 10901, if an Environmental Impact Statement ("EIS") is required or contemplated.

The environmental rule also requires an applicant to begin consultation with SEA six months before the filing of a construction application. (The Board said this is applicable to petitions, as well.) The Board stated that the 6-month waiting period is unnecessary because applicants have been engaged for some time in on-going consultations with SEA about the proposed Primary Application and related applications, petitions and notices and the potential associated environmental impacts.

Name and Address of Railroad Proposing to Construct and Operate the Track. Norfolk Southern Railway Company  
Three Commercial Place  
Norfolk, VA 23510-2191

Narrative Description of the Proposal. Petitioner proposes to construct and operate a new connection track between the ICR north-south line between Chicago, IL and Gibson City, IL, over which NSRC has trackage rights, and the CRC east-west line between Streator, IL and Schneider, IN. The track will be approximately 1,082 feet in length, occupy approximately 2.3 acres of land and will be in the southeast quadrant of the intersection of the two lines.

This connecting track will permit efficient movements from

CRC's Chicago mainline and the Chicago Terminal area to Kansas City, MO and St. Louis, MO.

It is projected that five trains per day would be operated over the proposed track.

Name and Address of Petitioner's Representative to Receive Correspondence Concerning This Matter.

James R. Paschall  
General Attorney  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510-2191  
(757) 629-2759

Common Carrier Status of Petitioner. Petitioner is a common carrier by railroad.

Operation. Petitioner will operate the rail line to be constructed.

Industry Affiliation. The track to be constructed is a short connecting track. Petitioner is not affiliated with any industry currently to be served directly by the track.

Incorporation of and Further Information Concerning Petitioner. Petitioner, Norfolk Southern Railway Company, was incorporated in the Commonwealth of Virginia for railroad purposes on June 18, 1894 as Southern Railway Company. The name Southern Railway Company was changed to Norfolk Southern Railway Company, effective December 31, 1990. Norfolk Southern Railway Company is a wholly-owned subsidiary of Norfolk Southern Corporation, a non-carrier holding company.

Officers, Directors, Shareholders, Affiliates. See Exhibit 11 (Volume 1) of the Primary Application.



Board Resolution. Norfolk Southern's Board gave authority to file the Primary Application. This carries with it authority to make the related applications. See Volume 1 of the Primary Application.

Description of Proposed Construction and Operation.

Location. Petitioner proposes to construct and operate a new connection track between the ICR north-south line between Chicago, IL and Gibson City, IL, over which NSRC has trackage rights, and the CRC east-west line between Streator, IL and Schneider, IN. The track will be approximately 1,082 feet in length, occupy approximately 2.3 acres of land and will be in the southeast quadrant of the intersection of the two lines.

This connecting track will permit efficient movements from CRC's Chicago mainline and the Chicago Terminal area to Kansas City, MO and St. Louis, MO.

Relevant Agreements. There are no relevant agreements concerning the proposed track constructions (other than those that pertain generally to the Primary Application).

Traffic. The track will connect a through route that carries all general commodities. Since new territory is not being opened, more specific traffic information would be difficult to compile and would not be relevant. Petitioner incorporates by reference the traffic studies and operating plan in the Primary Application (See Volume 2, Exhibits 12 and 13).

Purpose. The purpose of the proposed construction is to link the NSRC/CRC rail systems, to improve the efficiency and



quality of the rail service offered by the consolidated system, and to add or expand facilities to handle anticipated increased rail traffic.

Map. A map showing the location of the proposed track construction is attached as Exhibit "C." (Even though there are no Exhibits A and B, this Exhibit is labelled "C" to conform to the regulations at 49 CFR 1150.4(d).)

Proposed Start and Completion Dates of Construction. It is proposed that construction begin as soon as possible after a final decision on the Primary Application in Finance Docket No. 33388, if favorable. The decision is expected to be 350 days after the filing of this petition as a related application.

Area to Be Served. The track to be constructed is a connecting track that will improve the handling of through traffic in the vicinity of its construction (Kankakee, IL) and between the Chicago, IL terminal area and Kansas City, MO and St. Louis, MO in general, but will not add additional industries or territory to be served to the combined NSRC/NW/CRC system.

Nature and Type of Industries in Area. Because the track to be constructed is a connecting track that will expedite through traffic, a description of the nature and type of industries in the area of the construction is irrelevant. Petitioner incorporates by reference evidence concerning marketing plans submitted with the Primary Application.

No Crossing of Another Rail Line. No other rail line will be crossed by the track to be constructed.

Operational Data. It is projected that five trains per day would be operated over the proposed track. Because this is a connecting track, there are no other specific operational data. Petitioner incorporates by reference the operating plan in Exhibit 13 to the Primary Application (Volume 1).

Financing. The construction will be financed from income or the funds borrowed to complete the primary transaction. Petitioner incorporates by reference Exhibit 18 of the Primary Application (Volume 1) and the supporting information in the Primary Application regarding the nature and amount of any new securities or other financial arrangements to be made in connection with the primary and related transactions and the effect of any increase in total fixed charges (Volume 1).

Financial Information. Relevant financial information concerning NSRC/NW and the effect of the overall transaction is in the Primary Application. See Volume 1, Exhibits 16 and 17 for pro forma balance sheets and income statements and Volume 7, Exhibits 20 and 21 for current balance sheets and income statements. Petitioner incorporates these by reference, rather than repeating them.

Costs. The cost of the proposed connecting track construction is estimated to be about \$1,400,000.00.

Net Income. Operating economies and increases in traffic, revenue and earnings are in the Primary Application (Volume 1).

Environmental and Historic Reports. There is no separate environmental and energy exhibit "H" because this will be covered



by the Environmental Report in Exhibit 4, which is in Volume 6, Part 5 of the Primary Application.

Class Exemption Apparently Unavailable. This proposed construction requires acquisition of property. Therefore, even though this petition only concerns construction of a short connecting track, use of the class exemption at 49 CFR 1150.36 for this transaction appears not to be available.

Consultations on Environmental and Historic Reports. Consultations have been made or are being made in connection with required environmental and historic reports that are part of the Environmental Report in the Primary Application in Finance Docket No. 33388.

Compliance With the Board's Environmental Regulations. NSRC has complied or will comply with the Board's environmental regulations.

Draft Summary. A draft of the proposal to provide notice, in compliance with 49 CFR 1150.9 is attached. However, since this proceeding concerns a related application to Finance Docket No. 33388, the Board may wish to revise the summary or incorporate it into a general notice.

Legal Standards Met: Proper Subject for Exemption. Due to the length and routine nature of the construction, the environmental review that will take place, and the project's connection as an integral part of the transaction that is the subject of the Primary Application in Finance Docket No. 33388, NSRC requests that the Board find that prior review by the Board



is unnecessary and that the construction and operation of the track is the appropriate subject for an exemption from the prior approval requirements of the Board.

Under 49 U.S.C. 10502, the Board must exempt construction and operation from regulation if the Board finds that (1) application, in whole or in part, of a provision of the rail laws administered by the Board is not necessary to carry out the rail transportation policy of 49 U.S.C. 10101; and (2) either (a) the transaction or service is of limited scope or (b) regulation is not necessary to protect shippers from the abuse of market power.

Detailed scrutiny of this transaction under 49 U.S.C. 10901 is not necessary to carry out the rail transportation policy. The requested exemption will promote that policy by enabling NSRC/NW/CRC to compete more effectively and efficiently with other rail carriers, especially CSX/T/CRC. The proposed construction will increase competition [49 U.S.C. 10101a(1) and (4)], and thus will minimize the need for federal regulatory control over rates and services [49 U.S.C. 10101a(2)]. The proposed construction and operation will reduce the possibility of predatory pricing and avoid undue concentrations of market power [49 U.S.C. 10101a(13)]. Other aspects of the rail transportation policy will not be adversely affected.

Regulation of the proposed transaction is not necessary to protect shippers from the abuse of market power. The proposed track connection will increase, rather than reduce, rail competition and thus will tend to reduce market power and

increase the welfare of shippers.

The transaction is limited in scope because the length of the track to be constructed is short (approximately 1,082 feet) and although it may shorten routes or expedite service and provide additional connections between main line tracks, it will not extend the line into new territories or specific new industries.

Labor Protection. Applicants have addressed the need for labor protection in Volume 3 of the Primary Application.

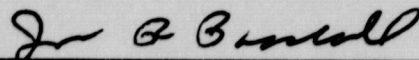
Request for Relief. NSRC requests that the Board find that prior review of the proposed construction and operation of this connecting track under 49 U.S.C. 10901 is not necessary to carry out the rail transportation policy of 49 U.S.C. 10101; that continued regulation is not necessary to protect shippers from an abuse of market power; that the construction of the connecting track will be of limited scope and that the construction and operation of the track is appropriate for an exemption from 49 U.S.C. 10901 under 49 U.S.C. 10502.

NSRC further requests that the Board publish notice in the *Federal Register*, within 30 days after this petition for exemption is received, that describes the project and invites comments; prepare an environmental assessment (or EIS, if necessary); conclude that the project will result in no serious adverse environmental consequences (or that such consequences can be mitigated); and, issue a final decision, as part of the decision on the Primary Application, allowing the construction



and operation of the track to proceed pursuant to exemption authority on the effective date of the authority granted in connection with the Primary Application (which is expected to be 350 days after the notice is filed and 320 days after the *Federal Register* notice).

Respectfully submitted,  
NORFOLK AND WESTERN RAILWAY COMPANY


  
\_\_\_\_\_  
James R. Paschall  
General Attorney  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510-2191  
(757) 629-2759

June 4, 1997



# VERIFICATION

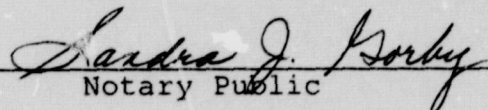
Jon L. Manetta, makes oath and says that he is Vice President-Transportation and Mechanical, Norfolk Southern Corporation, that he has examined all the statements in the foregoing verified notice of exemption in Finance Docket No. 33388 (Sub-No. 12); that he has knowledge of the facts and matters relied upon in the Notice of Exemption; and that all representations set forth therein are true to the best of his knowledge, information and belief.

  
Jon L. Manetta

COMMONWEALTH OF VIRGINIA

CITY OF NORFOLK

Subscribed and sworn to before me  
this 5<sup>th</sup> day of June, 1997.

  
Notary Public

My commission expires:

**MARCH 31, 1998**

**SURFACE TRANSPORTATION BOARD**

**Summary Notice of Petition for Exemption**

**STB FINANCE DOCKET NO. 33388 (Sub-No. 12)**

**NORFOLK SOUTHERN RAILWAY COMPANY  
-- CONSTRUCTION AND OPERATION EXEMPTION --  
CONNECTING TRACK WITH CONSOLIDATED RAIL CORPORATION  
AT KANKAKEE, IL**

Norfolk Southern Railway Company (NSRC), pursuant to the provisions of 49 U.S.C. 10502, 49 U.S.C. 10901(a), (b) and (c), 49 CFR 1121.1 and 49 CFR 1150.1(a) has petitioned the Board for an exemption from the prior review requirements of 49 U.S.C. 10901 for NSRC's construction and operation of a connecting track, approximately 1,082 feet in length, at Kankakee, IL between Illinois Central Railroad Company's (ICR's) Chicago, IL-Gibson City, IL north-south line, over which NSRC has trackage rights, and Consolidated Rail Corporation's (CRC's) Streator, IL and Schneider, IN east-west line. NSRC has filed a petition for exemption rather than a notice of exemption because some of the track will be constructed on land not currently owned by either railroad, which therefore must be acquired from one or more third parties.

The proposed connecting track construction is related to the primary application of NSRC and its parent company, Norfolk Southern Corporation (NSC), a non-carrier holding company (along with CSX Corporation and CSX Transportation, Inc.) in Finance Docket No. 33388 to control C&C and Conrail Inc. (Primary Page 1 of 2



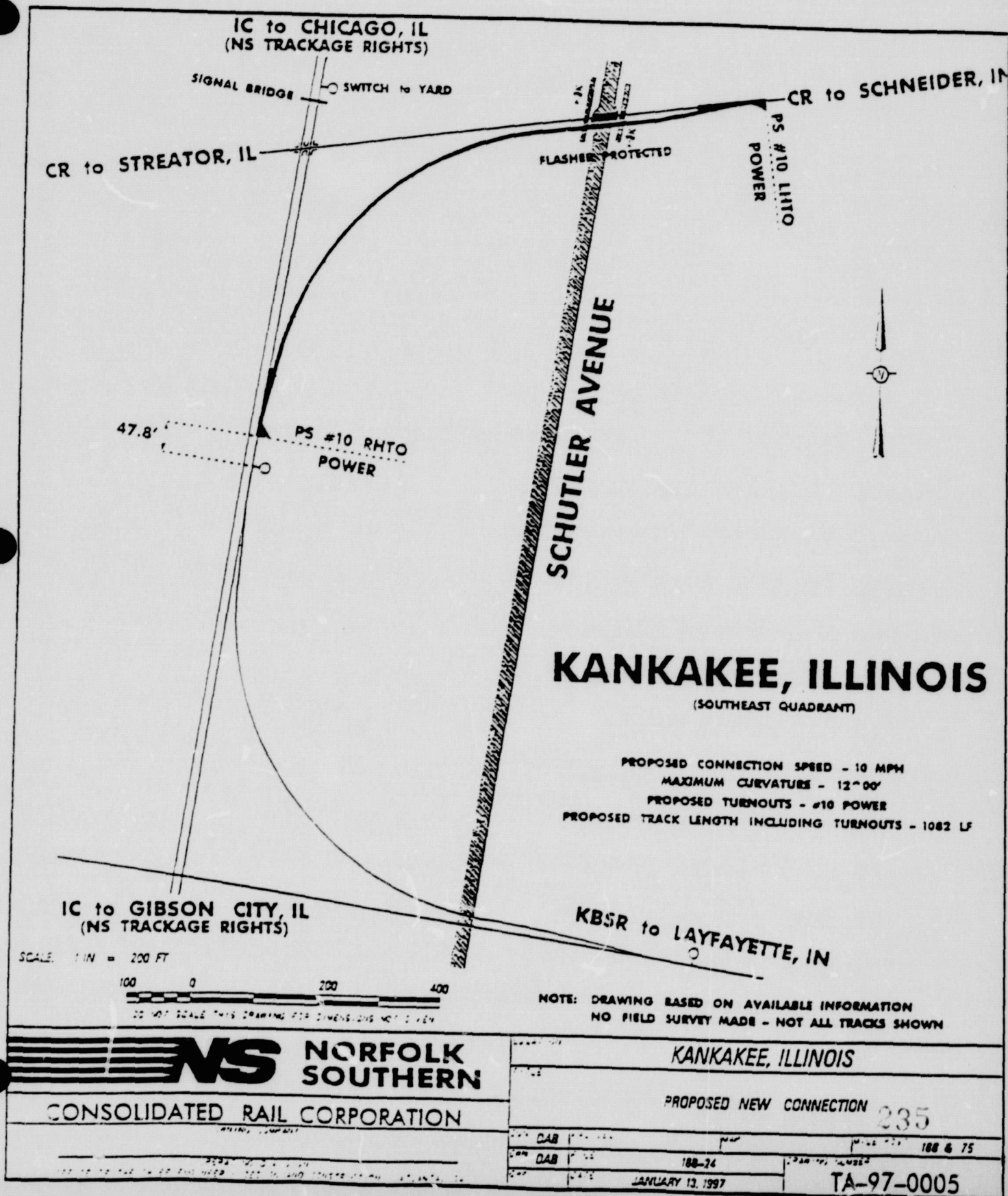
Application). The purpose of this connecting track is to link the NSRC/CRC rail systems, to improve the efficiency and quality of the rail service and to permit efficient movements from CRC's Chicago mainline and the Chicago Terminal area to Kansas City, MO and St. Louis, MO.

The effective date of the exemption will be the effective date of the Board's decision approving NSRC's/NSC's Primary Application, if it is approved, which is expected to be approximately 320 days after the publication of this notice.

Comments are invited concerning the proposed construction project. As a related application to the Primary Application in Finance Docket No. 33388, comments are due 90 days after the publication of this notice.

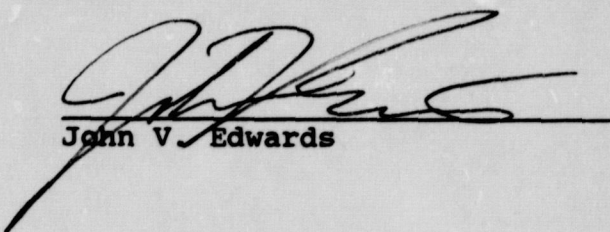
The name, address and telephone number of NSRC's representative who should receive correspondence concerning this matter is: James R. Paschall, General Attorney, Norfolk Southern Corporation, Three Commercial Place, Norfolk, VA 23510-2191.





CERTIFICATE OF SERVICE

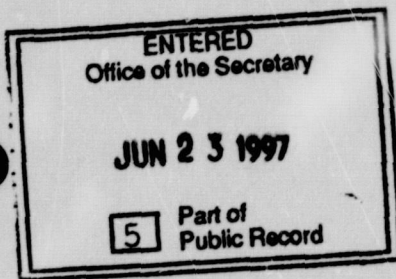
I, John V. Edwards, hereby certify that a copy of the foregoing document will be served on the parties required to be served by the applicable regulations, by first class U.S. mail, postage prepaid, or by other more expeditious means, on the date that the Control Application in Finance Docket No. 33388 is filed with the Surface Transportation Board.



John V. Edwards

Dated: June 8, 1997





BEFORE THE  
SURFACE TRANSPORTATION BOARD



Finance Docket No. 33388 (Sub-No. 13)

NORFOLK AND WESTERN RAILWAY COMPANY  
-- CONSTRUCTION AND OPERATION EXEMPTION --  
CONNECTING TRACK WITH ILLINOIS CENTRAL RAILROAD COMPANY  
AT TOLONO, IL

**FILED**

JUN 23 1997

VERIFIED NOTICE OF EXEMPTION

**SURFACE  
TRANSPORTATION BOARD**

Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC"), gives notice, pursuant to the class exemption at 49 CFR 1150.36, of NW's intent to construct and operate connecting track entirely on property owned by NW and Illinois Central Railroad Company ("ICR") at Tolono, IL. This construction and operation is related to NSRC's and Norfolk Southern Corporation's primary application ("the Primary Application") in Finance Docket No. 33388 to acquire control and operation, with CSX Corporation and CSX Transportation, Inc. ("CSXT"), of Consolidated Rail Corporation ("CRC") and Conrail Inc. The construction and operation is contingent upon Board approval of the Primary Application in Finance Docket No. 33388 and will not begin unless and until the Board issues a final decision approving that application.

Requested Waiver of Pre-Filing Notice. Under 49 CFR



1150.36(c)(1), the Board normally requires a 20-day pre-filing notice to various state agencies before a notice of exemption with respect to the construction of connections on existing railroad rights-of-way or property owned by connecting railroads may be filed with the Board. In a Petition for Waiver or Clarification of Railroad Consolidation Procedures, and Related Relief, dated May 2, 1997, the primary applicants in Finance Docket No. 33388, including NSRC and its wholly-owned subsidiaries such as NW, requested waiver of that requirement for track construction notices that are related to the Primary Application in Finance Docket No. 33388. The applicants also requested waiver of the requirement that the verified notices recite that the pre-filing notice requirements have been met.

The applicants stated that they would serve notice of the construction exemption requests on the appropriate parties on the date on which they file with the Board any Section 1150.36 verified notices of exemption that may accompany their Primary Application. By Decision No. 7 in Finance Docket No. 33388, served May 30, 1997, the Board granted these waiver requests.

Environmental and Historic Reports. The environmental and historic reports required by the connecting track construction exemption regulations at 49 CFR 1150.36 are being filed as an Environmental Report in connection with the Primary Application docket, Finance Docket No. 33388. Because of the nature and location of the project, it will have no effect on historic properties.

Also, pursuant to 49 CFR 1150.36(d), the primary applicants in Finance Docket No. 33388 have engaged a third-party consultant approved by SEA and acting under SEA's supervision to prepare an EA or EIS for SEA's final approval. Therefore, environmental and historic reports need not be submitted with this notice.

Consultations on Environmental and Historic Reports.

Consultations have been made or are being made in connection with required environmental and historic reports that are part of the Environmental Report in the Primary Application in Finance Docket No. 33388.

Name and Address of Railroad Proposing to Construct and Operate the Track. Norfolk and Western Railway Company  
Three Commercial Place  
Norfolk, VA 23510-2191

Description of and Reason For Proposed Construction and Operation; Map The track will be about 1,600 feet length, will occupy about 3.7 acres of land and will cost about \$1,555,000.00.

The purpose of the connecting track is to permit efficient movement of traffic between Effingham, IL and Lafayette, IN that will move as a result of the consolidation of NSRC and its subsidiaries, including NW, and part of CRC. Two trains per day are proposed to be operated over the proposed track.

A map showing the location of the proposed track construction is attached.

Class Exemption. The class exemption procedure at 49 CFR 1150.36 is being used for approval of the construction and operation of the subject track, except that the effective date



will be the effective date of the Board's action on the Primary Application, which is expected to be 350 days after filing.

This proposed construction does not require the acquisition of property. Therefore, use of the class exemption for this construction is appropriate.

Compliance With the Board's Environmental Regulations. NW has complied or will comply with the Board's environmental regulations.

Proposed Start Date of Construction. It is proposed that construction begin as soon as possible after a final decision on the Primary Application in Finance Docket No. 33388, if favorable. The decision is expected to be 350 days after the filing of this petition as a related application.

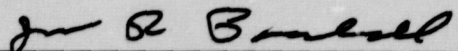
Certification. NW certifies compliance with the environmental rules at 49 CFR part 1105.

Request for Relief. NW requests that the Board publish notice in the *Federal Register* describing the project and inviting comments within 30 days; prepare an environmental assessment of the project and serve it on all parties and agencies; conclude that the project will result in no serious adverse environmental consequences (or that such consequences can be mitigated); and, issue a final decision, as part of the decision on the Primary Application in Finance Docket No. 33388, allowing the exemption to become effective under the class exemption on the effective date of the authority granted in connection with the Primary Application. (This decision is



expected to be 350 days after the notice is filed.)


Respectfully submitted,  
NORFOLK AND WESTERN RAILWAY COMPANY

  
James R. Paschall  
General Attorney  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510-2191  
(757) 629-2759

June 4, 1997

# VERIFICATION

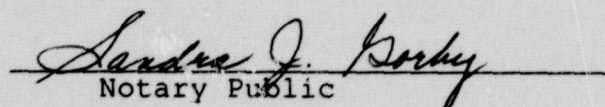
Jon L. Manetta, makes oath and says that he is Vice President-Transportation and Mechanical, Norfolk Southern Corporation, that he has examined all the statements in the foregoing verified notice of exemption in Finance Docket No. 33388 (Sub-No. 13); that he has knowledge of the facts and matters relied upon in the Notice of Exemption; and that all representations set forth therein are true to the best of his knowledge, information and belief.

  
Jon L. Manetta

COMMONWEALTH OF VIRGINIA

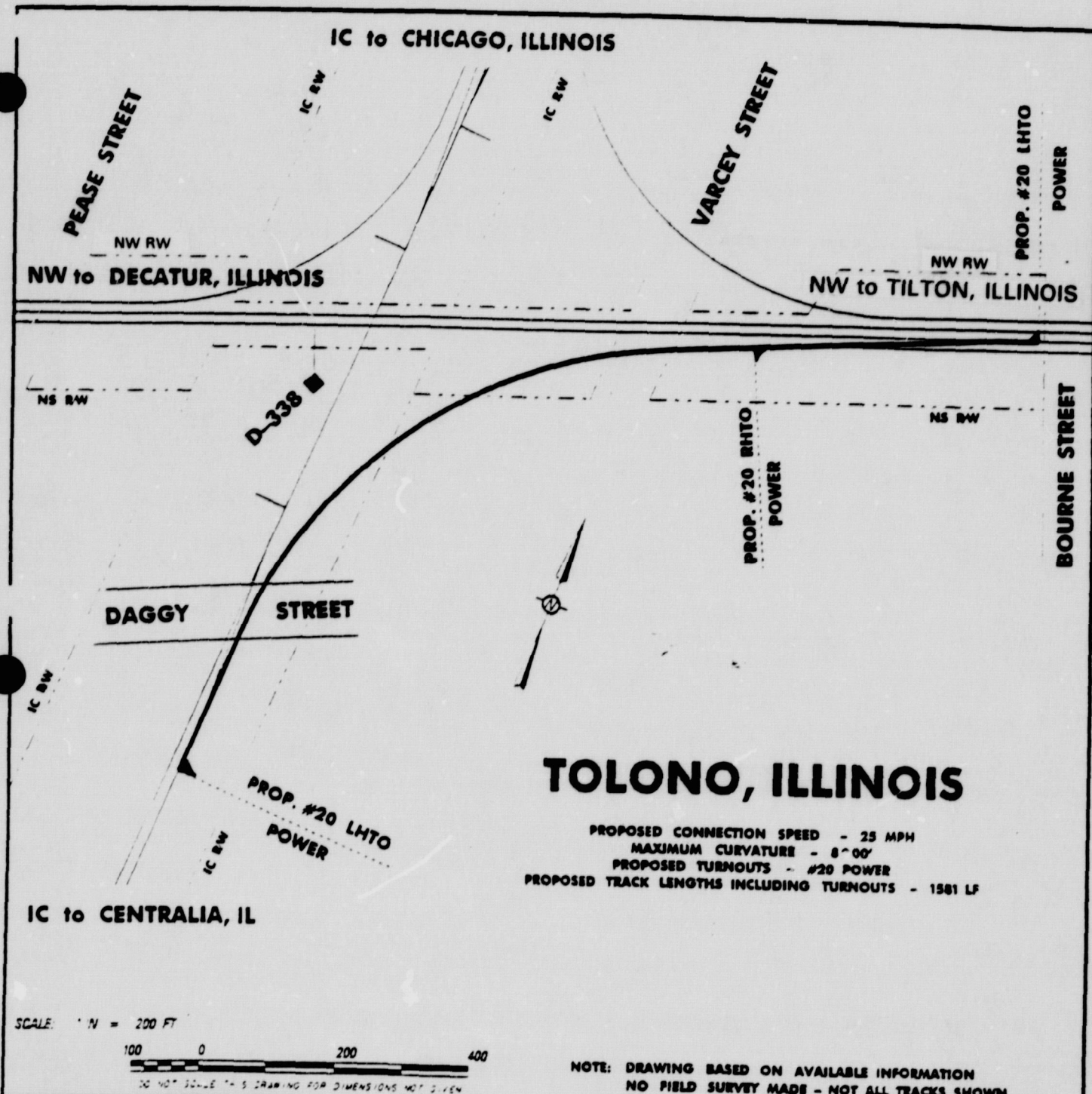
CITY OF NORFOLK

Subscribed and sworn to before me  
this 5<sup>th</sup> day of June, 1997.

  
Notary Public

My commission expires:

**MARCH 31, 1998**



**NORFOLK SOUTHERN**

NORFOLK AND WESTERN RAILWAY Co.

ILLINOIS DIVISION

TOLONO, ILLINOIS

PROPOSED NEW CONNECTION

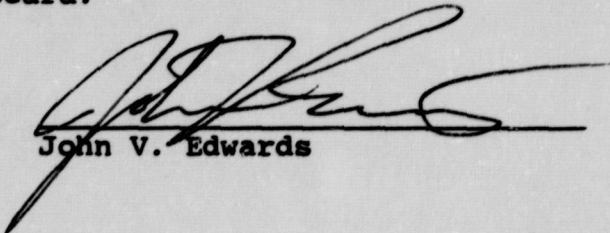
DATE	188-24	DATE	188-24
DATE	MAY 9, 1997	DATE	MAY 9, 1997
DATE		DATE	
DATE		DATE	

TA-97-0086



CERTIFICATE OF SERVICE

I, John V. Edwards, hereby certify that a copy of the foregoing document will be served on the parties required to be served by the applicable regulations, by first class U.S. mail, postage prepaid, or by other more expeditious means, on the date that the Control Application in Finance Docket No. 33388 is filed with the Surface Transportation Board.



John V. Edwards

Dated: June 8, 1997

STB

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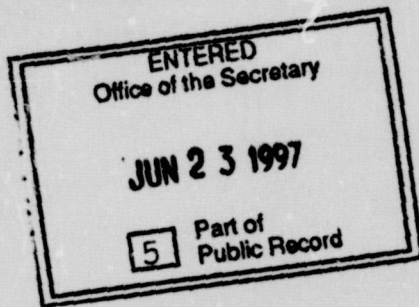
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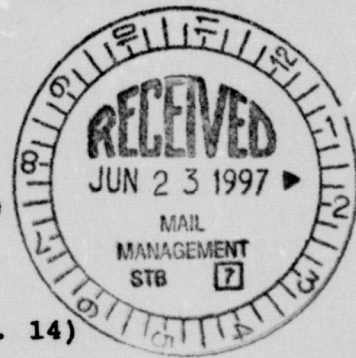
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BEFORE THE  
SURFACE TRANSPORTATION BOARD



Finance Docket No. 33388 (Sub-No. 14)

NORFOLK AND WESTERN RAILWAY COMPANY  
-- CONSTRUCTION AND OPERATION EXEMPTION --  
CONNECTING TRACK WITH CONSOLIDATED RAIL CORPORATION  
AT BUTLER, IN

**FILED**

JUN 23 1997

PETITION FOR EXEMPTION

SURFACE  
TRANSPORTATION BOARD

Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC"), hereby petitions the Board under 49 U.S.C. 10502 and 49 CFR 1121.1 and 49 CFR 1150.1(a) for an exemption from the requirements of 49 U.S.C. 10901 to construct and operate connecting track at Butler, IN. The track will connect NW's Detroit, MI-Fort Wayne, IN line and Consolidated Rail Corporation's ("CRC") Elkhart, IN-Toledo, OH line. The requested construction and operation exemption authority is related to NSRC's and Norfolk Southern Corporation's ("NSC") primary application in Finance Docket No. 33388 to acquire control and operation, with CSX Corporation and CSX Transportation, Inc. ("CSXT"), of CRC and Conrail Inc. ("CRI") ("the Primary Application").

Waiver of Environmental Rules: Pre-Filing Notice. In Decision No. 7 concerning the Primary Application in Finance Docket No. 33388, served May 30, 1997, the Board granted the



primary applicants, including NSRC and its subsidiaries, such as NW, a waiver of the environmental rule in 49 CFR 1105.10(a) that requires six months advance written notice to the Board's Section of Environmental Analysis ("SEA") before filing a construction application under 49 U.S.C. 10901, if an Environmental Impact Statement ("EIS") is required or contemplated.

The environmental rule also requires an applicant to begin consultation with SEA six months before the filing of a construction application. (The Board said this is applicable to petitions, as well.) The Board stated that the 6-month waiting period is unnecessary because applicants have been engaged for some time in on-going consultations with SEA about the proposed Primary Application and related applications, petitions and notices and the potential associated environmental impacts.

Name and Address of Railroad Proposing to Construct and Operate the Track. Norfolk and Western Railway Company  
Three Commercial Place  
Norfolk, VA 23510-2191

Narrative Description of the Proposal. Petitioner proposes to construct and operate a connecting track of approximately 1,750 feet in length at Butler, IN between the NW north-south line between Detroit, MI and Fort Wayne, IN, and the CRC east-west line between Elkhart, IN and Toledo, OH. This connecting track will create an efficient new route between Detroit, MI and Chicago, IL.

Name and Address of Petitioner's Representative to Receive  
Correspondence Concerning This Matter.

James R. Paschall  
General Attorney  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510-2191  
(757) 629-2759

Common Carrier Status of Petitioner. Petitioner is a common carrier by railroad.

Operation. Petitioner will operate the rail line to be constructed.

Industry Affiliation. The track to be constructed is a short connecting track. Petitioner is not affiliated with any industry currently to be served directly by the track.

Incorporation of and Further Information Concerning Petitioner. Petitioner, Norfolk and Western Railway Company, was incorporated in the Commonwealth of Virginia for railroad purposes by special act of the Virginia legislature, approved on January 15, 1896. Petitioner's parent company, Norfolk Southern Railway Company, was incorporated for railroad purposes in Virginia on June 18, 1894 as Southern Railway Company. The name Southern Railway Company was changed to Norfolk Southern Railway Company, effective December 31, 1990. Norfolk Southern Railway Company is a wholly-owned subsidiary of Norfolk Southern Corporation, a non-carrier holding company.

Officers, Directors, Shareholders, Affiliates. See Exhibit 11 (Volume 1) of the Primary Application.

Board Resolution. Norfolk Southern's Board gave authority



to file the Primary Application. This carries with it authority to make the related applications. See Volume 1 of the Primary Application.

Description of Proposed Construction and Operation.

Location. The track to be constructed is a proposed new connection at Butler, IN between the NW north-south line between Detroit, MI and Fort Wayne, IN, and the CRC east-west line between Elkhart, IN and Toledo, OH. The track will be approximately 1,750 feet in length, occupy approximately 3.9 acres of land and will be in the northwest quadrant of the intersection of the two lines.

This connecting track will create an efficient new route between Detroit, MI and Chicago, IL.

Relevant Agreements. There are no relevant agreements concerning the proposed track constructions (other than those that pertain generally to the Primary Application).

Traffic. The track will connect a through route that carries all general commodities. Since new territory is not being opened, more specific traffic information would be difficult to compile and would not be relevant. Petitioner incorporates by reference the traffic studies and operating plan in the Primary Application (See Volume 2, Exhibits 12 and 13).

Purpose. The purpose of the proposed construction is to link the NSRC/NW/CRC rail systems, to improve the efficiency and quality of the rail service offered by the consolidated system, and to add or expand facilities to handle anticipated increased



rail traffic.

Map. A map showing the location of the proposed track construction is attached as Exhibit "C." (Even though there are no Exhibits A and B, this Exhibit is labelled "C" to conform to the regulations at 49 CFR 1150.4(d).)

Proposed Start and Completion Dates of Construction. It is proposed that construction begin as soon as possible after a final decision on the Primary Application in Finance Locket No. 33388, if favorable. The decision is expected to be 350 days after the filing of this petition as a related application.

Area to Be Served. The track to be constructed is a connecting track that will improve the handling of through traffic in the vicinity of its construction (Butler, IN) and between Detroit, MI and Chicago, IL in general, but will not add additional industries or territory to be served to the combined NSRC/NW/CRC system.

Nature and Type of Industries in Area. Because the track to be constructed is a connecting track that will expedite through traffic, a description of the nature and type of industries in the area of the construction is irrelevant. Petitioner incorporates by reference evidence concerning marketing plans submitted with the Primary Application.

No Crossing of Another Rail Line. No other rail line will be crossed by the track to be constructed.

Operational Data. Four trains per day would be operated the proposed track. Because this is a connecting track, there

are no other specific operational data. Petitioner incorporates by reference the operating plan in Exhibit 13 to the Primary Application (Volume 1).

Financing. The construction will be financed from income or the funds borrowed to complete the primary transaction. Petitioner incorporates by reference Exhibit 18 of the Primary Application (Volume 1) and the supporting information in the Primary Application regarding the nature and amount of any new securities or other financial arrangements to be made in connection with the primary and related transactions and the effect of any increase in total fixed charges (Volume 1).

Financial Information. Relevant financial information concerning NSRC/NW and the effect of the overall transaction is in the Primary Application. See Volume 1, Exhibits 16 and 17 for pro forma balance sheets and income statements and Volume 7, Exhibits 20 and 21 for current balance sheets and income statements. Petitioner incorporates these by reference, rather than repeating them.

Costs. The cost of the proposed connecting track construction is estimated to be about \$1,460,000.00.

Net Income. Operating economies and increases in traffic, revenue and earnings are in the Primary Application (Volume 1).

Environmental and Historic Reports. There is no separate environmental and energy exhibit "H" because this will be covered by the Environmental Report in Exhibit 4, which is in Volume 6, Part 5 of the Primary Application.



Class Exemption Apparently Unavailable. This proposed construction requires acquisition of property. Therefore, even though this petition only concerns construction of a short connecting track, use of the class exemption at 49 CFR 1150.36 for this transaction appears not to be available.

Consultations on Environmental and Historic Reports. Consultations have been made or are being made in connection with required environmental and historic reports that are part of the Environmental Report in the Primary Application in Finance Docket No. 33388.

Compliance With the Board's Environmental Regulations. NW has complied or will comply with the Board's environmental regulations.

Draft Summary. A draft of the proposal to provide notice, in compliance with 49 CFR 1150.9 is attached. However, since this proceeding concerns a related application to Finance Docket No. 33388, the Board may wish to revise the summary or incorporate it into a general notice.

Legal Standards Met: Proper Subject for Exemption. Due to the length and routine nature of the construction, the environmental review that will take place, and the project's connection as an integral part of the transaction that is the subject of the Primary Application in Finance Docket No. 33388, NW requests that the Board find that prior review by the Board is unnecessary and that the construction and operation of the track is the appropriate subject for an exemption from the prior approval requirements of the Board.



Under 49 U.S.C. 10502, the Board must exempt construction and operation from regulation if the Board finds that (1) application, in whole or in part, of a provision of the rail laws administered by the Board is not necessary to carry out the rail transportation policy of 49 U.S.C. 10101; and (2) either (a) the transaction or service is of limited scope or (b) regulation is not necessary to protect shippers from the abuse of market power.

Detailed scrutiny of this transaction under 49 U.S.C. 10901 is not necessary to carry out the rail transportation policy. The requested exemption will promote that policy by enabling NSRC/NW/CRC to compete more effectively and efficiently with other rail carriers, especially CSXT/CRC. The proposed construction will increase competition [49 U.S.C. 10101a(1) and (4)], and thus will minimize the need for federal regulatory control over rates and services [49 U.S.C. 10101a(2)]. The proposed construction and operation will reduce the possibility of predatory pricing and avoid undue concentrations of market power [49 U.S.C. 10101a(13)]. Other aspects of the rail transportation policy will not be adversely affected.

Regulation of the proposed transaction is not necessary to protect shippers from the abuse of market power. The proposed track connection will increase, rather than reduce, rail competition and thus will tend to reduce market power and increase the welfare of shippers.

The transaction is limited in scope because the length of the track to be constructed is short (approximately 1,750 feet)

and although it may shorten routes and provide additional connections between main line tracks, it will not extend the line into new territories or specific new industries.

Labor Protection. Applicants have addressed the need for labor protection in Volume 3 of the Primary Application.

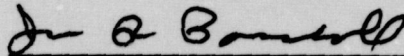
Request for Relief. NW requests that the Board find that prior review of the proposed construction and operation of this connecting track under 49 U.S.C. 10901 is not necessary to carry out the rail transportation policy of 49 U.S.C. 10101; that continued regulation is not necessary to protect shippers from an abuse of market power; that the construction of the connecting track will be of limited scope and that the construction and operation of the track is appropriate for an exemption from 49 U.S.C. 10901 under 49 U.S.C. 10502.

NW further requests that the Board publish notice in the *Federal Register*, within 30 days after this petition for exemption is received, that describes the project and invites comments; prepare an environmental assessment (or EIS, if necessary); conclude that the project will result in no serious adverse environmental consequences (or that such consequences can be mitigated); and, issue a final decision, as part of the decision on the Primary Application, allowing the construction and operation of the track to proceed pursuant to exemption authority on the effective date of the authority granted in connection with the Primary Application (which is expected to be 350 days after the notice is filed and 320 days after the *Federal*



Register notice).

Respectfully submitted,  
NORFOLK AND WESTERN RAILWAY COMPANY



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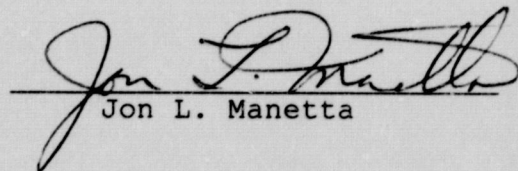
James R. Paschall  
General Attorney  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510-2191  
(757) 629-2759

June 4, 1997



**VERIFICATION**

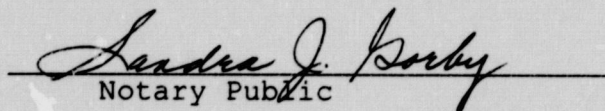
Jon L. Manetta, makes oath and says that he is Vice President-Transportation and Mechanical, Norfolk Southern Corporation, that he has examined all the statements in the foregoing verified notice of exemption in Finance Docket No. 33388 (Sub-No. 14); that he has knowledge of the facts and matters relied upon in the Notice of Exemption; and that all representations set forth therein are true to the best of his knowledge, information and belief.

  
Jon L. Manetta

COMMONWEALTH OF VIRGINIA

CITY OF NORFOLK

Subscribed and sworn to before me  
this 5<sup>th</sup> day of June, 1997.

  
Notary Public

My commission expires:

**MARCH 31, 1998**

**SURFACE TRANSPORTATION BOARD**

**Summary Notice of Petition for Exemption**

**STB FINANCE DOCKET NO. 33388 (Sub-No. 14)**

**NORFOLK AND WESTERN RAILWAY COMPANY  
-- CONSTRUCTION AND OPERATION EXEMPTION --  
CONNECTING TRACK WITH CONSOLIDATED RAIL CORPORATION  
AT BUTLER, IN**

Norfolk and Western Railway Company (NW), a wholly-owned subsidiary of Norfolk Southern Railway Company (NSRC), pursuant to the provisions of 49 U.S.C. 10502, 49 U.S.C. 10901(a), (b) and (c), 49 CFR 1121.1 and 49 CFR 1150.1(a) has petitioned the Board for an exemption from the prior review requirements of 49 U.S.C. 10901 for NW's construction and operation of a connecting track at Butler, IN, approximately 1,750 in length, between NW's Detroit, MI-Fort Wayne, IN north-south line that Consolidated Rail Corporation's (CRC's) Elkhart, IN and Toledo, OH east-west line. NW has filed a petition for exemption rather than a notice of exemption because some of the track will be constructed on land not currently owned by either railroad, and which therefore must be acquired from one or more third parties. This connecting track will create an efficient new route between Detroit, MI and Chicago, IL.

The proposed connecting track construction is related to the primary application of NSRC and its parent company, Norfolk Southern Corporation, a non-carrier holding company (along with CSX Corporation and CSX Transportation, Inc.), in Finance Docket

Page 1 of 2



No. 33388 to control CRC and Conrail Inc. (Primary Application).

The effective date of the exemption will be the effective date of the Board's decision approving NSRC's/NSC's Primary Application, if it is approved, which is expected to be 320 days after the publication of this notice.

Comments are invited concerning the proposed construction project. As a related application to the Primary Application in Finance Docket No. 33388, comments are due 90 days after the publication of this notice.

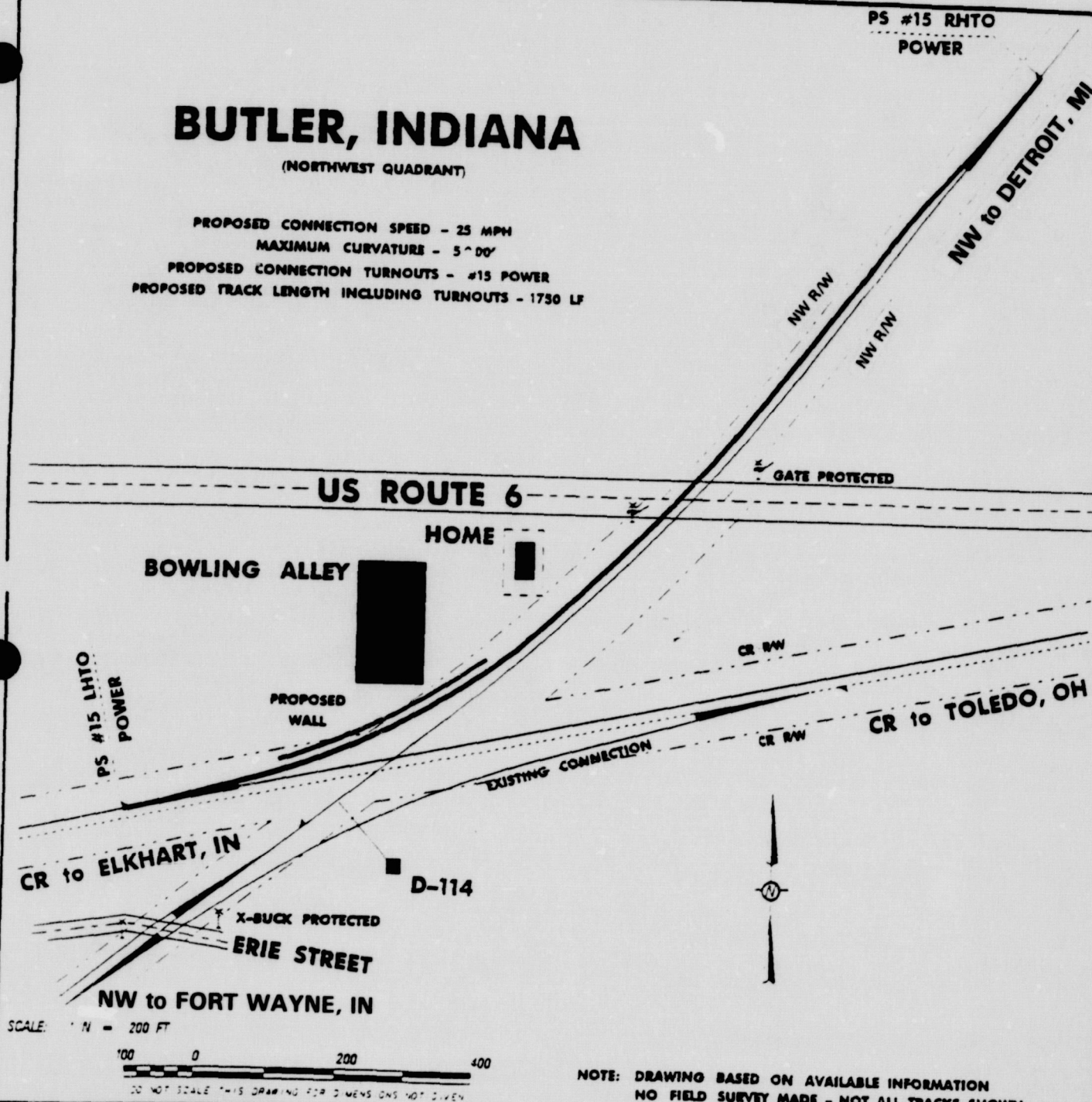
The name, address and telephone number of NSRC's representative who should receive correspondence concerning this matter is: James R. Paschall, General Attorney, Norfolk Southern Corporation, Three Commercial Place, Norfolk, VA 23510-2191.



# BUTLER, INDIANA

(NORTHWEST QUADRANT)

PROPOSED CONNECTION SPEED - 25 MPH  
MAXIMUM CURVATURE - 5°00'  
PROPOSED CONNECTION TURNOUTS - #15 POWER  
PROPOSED TRACK LENGTH INCLUDING TURNOUTS - 1730 LF



**NS** NORFOLK SOUTHERN

NORFOLK AND WESTERN RAILWAY Co.

LAKE DIVISION

BUTLER, INDIANA

PROPOSED NEW CONNECTION

DAB

DAB

'88-24

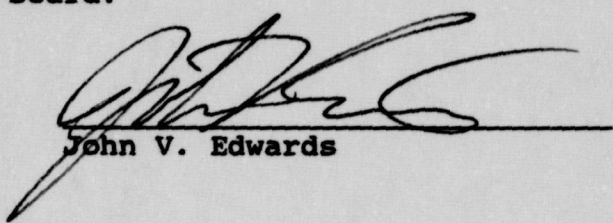
JANUARY 13 '997

D-114

TA-97-0012

CERTIFICATE OF SERVICE

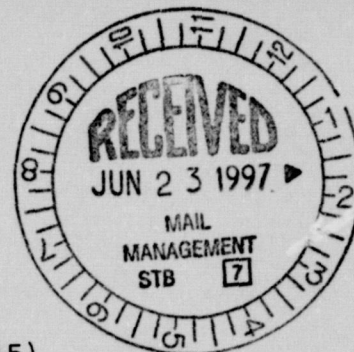
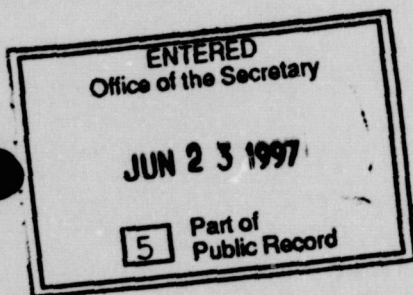
I, John V. Edwards, hereby certify that a copy of the foregoing document will be served on the parties required to be served by the applicable regulations, by first class U.S. mail, postage prepaid, or by other more expeditious means, on the date that the Control Application in Finance Docket No. 33388 is filed with the Surface Transportation Board.



John V. Edwards

Dated: June 8, 1997





BEFORE THE  
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388 (Sub-No. 15)

NORFOLK AND WESTERN RAILWAY COMPANY  
-- CONSTRUCTION AND OPERATION EXEMPTION --  
CONNECTING TRACK WITH CONSOLIDATED RAIL CORPORATION  
AT TOLLESTON, IN

**FILED**

JUN 23 1997

VERIFIED NOTICE OF EXEMPTION

**SURFACE  
TRANSPORTATION BOARD**

Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC"), gives notice, pursuant to the class exemption at 49 CFR 1150.36, of NW's intent to construct and operate connecting track entirely on property owned by NW and Consolidated Rail Corporation ("CRC") at Tolleston, IN. This construction and operation is related to NSRC's and Norfolk Southern Corporation's primary application ("the Primary Application") in Finance Docket No. 33388 to acquire control and operation, with CSX Corporation and CSX Transportation, Inc. ("CSXT"), of CRC and Conrail Inc. The construction and operation is contingent upon Board approval of the Primary Application in Finance Docket No. 33388 and will not begin unless and until the Board issues a final decision approving that application.

Requested Waiver of Pre-Filing Notice. Under 49 CFR 1150.36(c)(1), the Board normally requires a 20-day pre-filing



notice to various state agencies before a notice of exemption with respect to the construction of connections on existing railroad rights-of-way or property owned by connecting railroads may be filed with the Board. In a Petition for Waiver or Clarification of Railroad Consolidation Procedures, and Related Relief, dated May 2, 1997, the primary applicants in Finance Docket No. 33388, including NSRC and its wholly-owned subsidiaries such as NW, requested waiver of that requirement for track construction notices that are related to the Primary Application in Finance Docket No. 33388. The applicants also requested waiver of the requirement that the verified notices recite that the pre-filing notice requirements have been met.

The applicants stated that they would serve notice of the construction exemption requests on the appropriate parties on the date on which they file with the Board any Section 1150.36 verified notices of exemption that may accompany their Primary Application. By Decision No. 7 in Finance Docket No. 33388, served May 30, 1997, the Board granted those waiver requests.

Environmental and Historic Reports. The environmental and historic reports required by the connecting track construction exemption regulations at 49 CFR 1150.36 are being filed as an Environmental Report in connection with the Primary Application docket, Finance Docket No. 33388. Because of the nature and location of the project, it will have no effect on historic properties.

Also, pursuant to 49 CFR 1150.36(d), the primary applicants

in Finance Docket No. 33388 have engaged a third-party consultant approved by SEA and acting under SEA's supervision to prepare an EA or EIS for SEA's final approval. Therefore, environmental and historic reports need not be submitted with this notice. By Decision No. 7 in Finance Docket No. 33388, served May 30, 1997, the Board granted these waiver requests.

Consultations on Environmental and Historic Reports.

Consultations have been made or are being made in connection with required environmental and historic reports that are part of the Environmental Report in the Primary Application in Finance Docket No. 33388.

Name and Address of Railroad Proposing to Construct and Operate the Track. Norfolk and Western Railway Company  
Three Commercial Place  
Norfolk, VA 23510-2191

Description of and Reason For Proposed Construction and Operation; Map. The track will be about 930 feet length, will occupy about 2.0 acres of land and will cost about \$200,000.

The purpose of the connecting track is to permit NW to serve existing industry on its line in the Tolleston (Gary), IN area from the CRC line being acquired there. This will permit more efficient movement of traffic between the Gary, IN area, on the one hand, and Chicago, IL to the west and Ft. Wayne, IN to the east, on the other hand. Two trains per day are proposed to be operated over the proposed track.

A map showing the location of the proposed track construction is attached.



Class Exemption. The class exemption procedure at 49 CFR 1150.36 is being used for approval of the construction and operation of the subject track, except that the effective date will be the effective date of the Board's action on the Primary Application, which is expected to be 350 days after filing.

This proposed construction does not require the acquisition of property. Therefore, use of the class exemption for this construction is appropriate.

Compliance With the Board's Environmental Regulations. NW has complied or will comply with the Board's environmental regulations.

Proposed Start Date of Construction. It is proposed that construction begin as soon as possible after a final decision on the Primary Application in Finance Docket No. 33388, if favorable. The decision is expected to be 350 days after the filing of this petition as a related application.

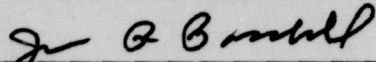
Certification. NW certifies compliance with the environmental rules at 49 CFR part 1105.

Request for Relief. NW requests that the Board publish notice in the *Federal Register* describing the project and inviting comments within 30 days; prepare an environmental assessment of the project and serve it on all parties and agencies; conclude that the project will result in no serious adverse environmental consequences (or that such consequences can be mitigated); and, issue a final decision, as part of the decision on the Primary Application in Finance Docket No. 33388,



allowing the exemption to become effective under the class exemption on the effective date of the authority granted in connection with the Primary Application. (This decision is expected to be 350 days after the notice is filed.)

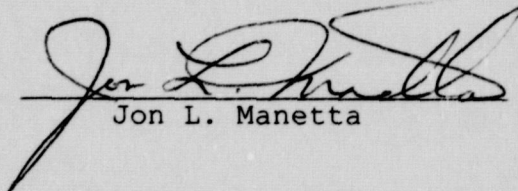
Respectfully submitted,  
NORFOLK AND WESTERN RAILWAY COMPANY

  
\_\_\_\_\_  
James R. Paschall  
General Attorney  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510-2191  
(757) 629-2759

June 4, 1997

**VERIFICATION**

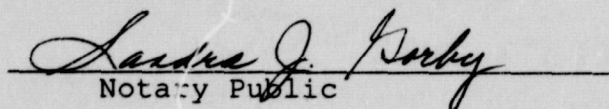
Jon L. Manetta, makes oath and says that he is Vice President-Transportation and Mechanical, Norfolk Southern Corporation, that he has examined all the statements in the foregoing verified notice of exemption in Finance Docket No. 33388 (Sub-No. 15); that he has knowledge of the facts and matters relied upon in the Notice of Exemption; and that all representations set forth therein are true to the best of his knowledge, information and belief.

  
Jon L. Manetta

COMMONWEALTH OF VIRGINIA

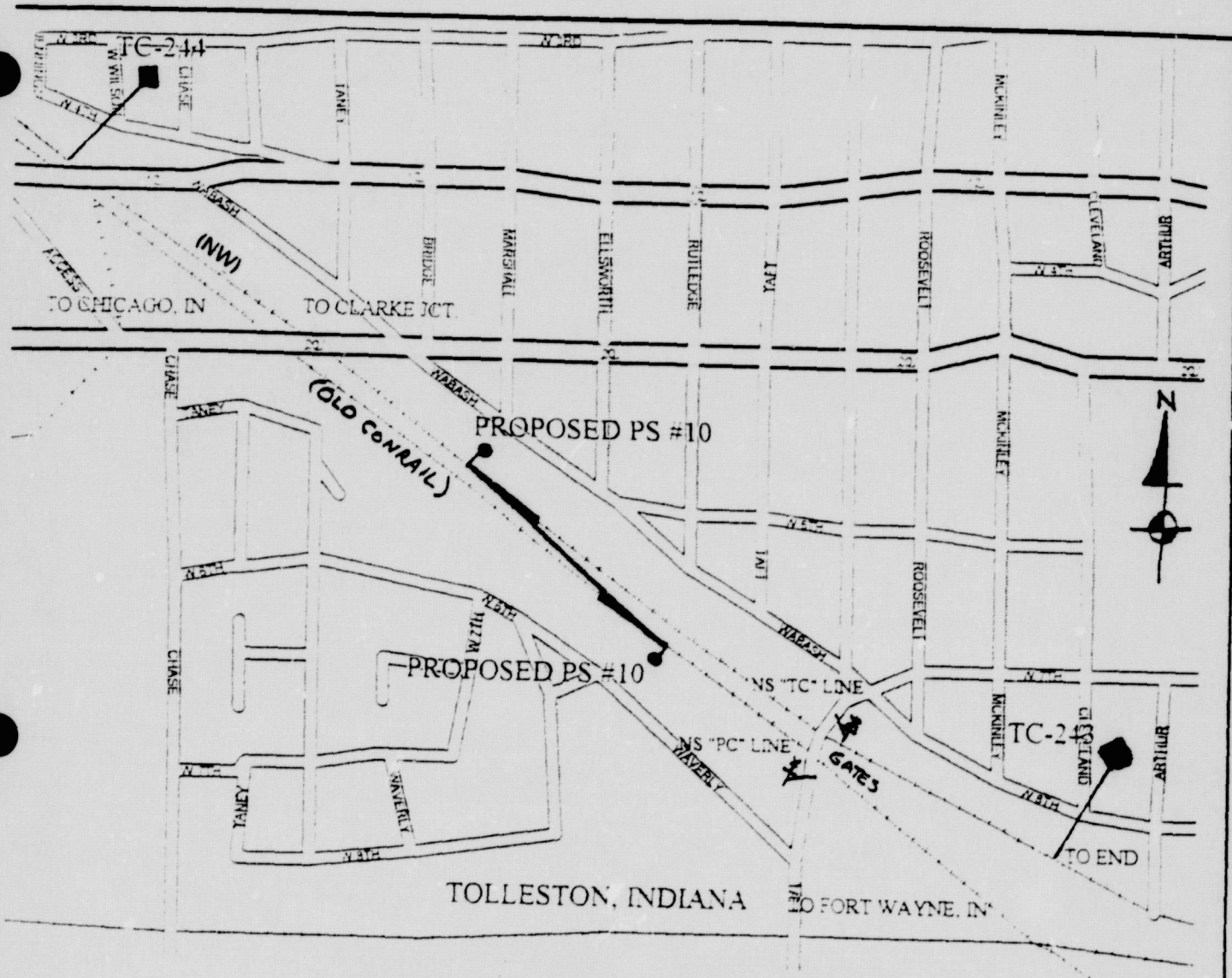
CITY OF NORFOLK

Subscribed and sworn to before me  
this 5<sup>th</sup> day of June, 1997.

  
Notary Public

My commission expires:

**MARCH 31, 1998**



## TOLLESTON, INDIANA

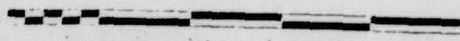
(WESTWARD from NW "PC" LINE to NW "TC" LINE)

PROPOSED CONNECTION SPEED - 10 MPH

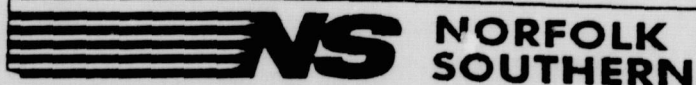
PROPOSED TURNOUTS - #10 HAND

PROPOSED TRACK LENGTH INCLUDING TURNOUTS - 930 LF

SCALE: NOT TO SCALE



NOTE: DRAWING BASED ON AVAILABLE INFORMATION  
NO FIELD SURVEY MADE - NOT ALL TRACKS SHOWN



**NORFOLK  
SOUTHERN**

**NORFOLK AND WESTERN RAILWAY Co.**

LAKE DIVISION

TOLLESTON (GARY), INDIANA

PROPOSED NEW CONNECTIONS

DAB

DAB

13-24

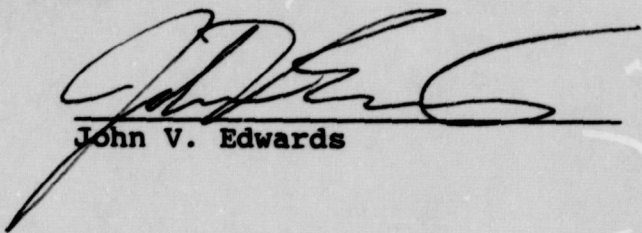
JANUARY 28, 1997

TA-97-0023



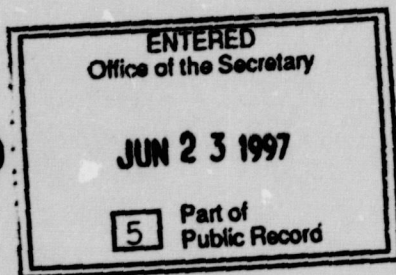
CERTIFICATE OF SERVICE

I, John V. Edwards, hereby certify that a copy of the foregoing document will be served on the parties required to be served by the applicable regulations, by first class U.S. mail, postage prepaid, or by other more expeditious means, on the date that the Control Application in Finance Docket No. 33388 is filed with the Surface Transportation Board.



John V. Edwards

Dated: June 8, 1997



BEFORE THE  
SURFACE TRANSPORTATION BOARD



Finance Docket No. 33388 (Sub-No. 16)

NORFOLK AND WESTERN RAILWAY COMPANY  
-- CONSTRUCTION AND OPERATION EXEMPTION --  
CONNECTING TRACK WITH CONSOLIDATED RAIL CORPORATION  
AT HAGERSTOWN, MD

**FILED**

JUN 23 1997

VERIFIED NOTICE OF EXEMPTION

**SURFACE  
TRANSPORTATION BOARD**

Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC"), gives notice, pursuant to the class exemption at 49 CFR 1150.36, of NW's intent to construct and operate connecting track entirely on property owned by NW and Consolidated Rail Corporation ("CRC") at Hagerstown, MD. This construction and operation is related to NSRC's and Norfolk Southern Corporation's primary application ("the Primary Application") in Finance Docket No. 33388 to acquire control and operation, with CSX Corporation and CSX Transportation, Inc. ("CSXT"), of CRC and Conrail Inc. The construction and operation is contingent upon Board approval of the Primary Application in Finance Docket No. 33388 and will not begin unless and until the Board issues a final decision approving that application.

Requested Waiver of Pre-Filing Notice. Under 49 CFR 1150.36(c)(1), the Board normally requires a 20-day pre-filing notice to various state agencies before a notice of exemption



with respect to the construction of connections on existing railroad rights-of-way or property owned by connecting railroads may be filed with the Board. In a Petition for Waiver or Clarification of Railroad Consolidation Procedures, and Related Relief, dated May 2, 1997, the primary applicants in Finance Docket No. 33388, including NSRC and its wholly-owned subsidiaries such as NW, requested waiver of that requirement for track construction notices that are related to the Primary Application in Finance Docket No. 33388. The applicants also requested waiver of the requirement that the verified notices recite that the pre-filing notice requirements have been met.

The applicants stated that they would serve notice of the construction exemption requests on the appropriate parties on the date on which they file with the Board any Section 1150.36 verified notices of exemption that may accompany their Primary Application. By Decision No. 7 in Finance Docket No. 33388, served May 30, 1997, the Board granted these waiver requests.

Environmental and Historic Reports. The environmental and historic reports required by the connecting track construction exemption regulations at 49 CFR 1150.36 are being filed as an Environmental Report in connection with the Primary Application docket, Finance Docket No. 33388. Because of the nature and location of the project, it will have no effect on historic properties.

Also, pursuant to 49 CFR 1150.36(d), the primary applicants in Finance Docket No. 33388 have engaged a third-party consultant



approved by SEA and acting under SEA's supervision to prepare an EA or EIS for 3EA's final approval. Therefore, environmental and historic reports need not be submitted with this notice.

Consultations on Environmental and Historic Reports.

Consultations have been made or are being made in connection with required environmental and historic reports that are part of the Environmental Report in the Primary Application in Finance Docket No. 33388.

Name and Address of Railroad Proposing to Construct and Operate the Track. Norfolk and Western Railway Company  
Three Commercial Place  
Norfolk, VA 23510-2191

Description of and Reason For Proposed Construction and Operation; Map. The track will be about 800 feet length, will occupy about 1.8 acres of land and will cost about \$1,035,000. It will be a double track connection.

The purpose of the connecting track is to permit efficient movements of traffic between Front Royal, VA and Harrisburg, PA via Hagerstown, MD over the consolidated NW/CRC line between those points. Nineteen trains per day are proposed to be operated over the proposed track.

A map showing the location of the proposed track construction is attached.

Class Exemption. The class exemption procedure at 49 CFR 1150.36 is being used for approval of the construction and operation of the subject track, except that the effective date will be the effective date of the Board's action on the Primary

Application, which is expected to be 350 days after filing.

This proposed construction does not require the acquisition of property. Therefore, use of the class exemption for this construction is appropriate.

Compliance With the Board's Environmental Regulations. NW has complied or will comply with the Board's environmental regulations.

Proposed Start Date of Construction. It is proposed that construction begin as soon as possible after a final decision on the Primary Application in Finance Docket No. 33388, if favorable. The decision is expected to be 350 days after the filing of this petition as a related application.

Certification. NW certifies compliance with the environmental rules at 49 CFR part 1105.

Request for Relief. NW requests that the Board publish notice in the *Federal Register* describing the project and inviting comments within 30 days; prepare an environmental assessment of the project and serve it on all parties and agencies; conclude that the project will result in no serious adverse environmental consequences (or that such consequences can be mitigated); and, issue a final decision, as part of the decision on the Primary Application in Finance Docket No. 33388, allowing the exemption to become effective under the class exemption on the effective date of the authority granted in connection with the Primary Application. (This decision is



expected to be 350 days after the notice is filed.)

Respectfully submitted,  
NORFOLK AND WESTERN RAILWAY COMPANY

*James R. Paschall*

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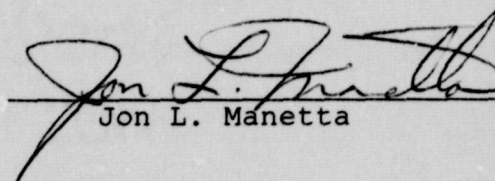
James R. Paschall  
General Attorney  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510-2191  
(757) 629-2759

June 4, 1997



**VERIFICATION**

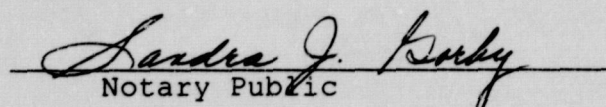
Jon L. Manetta, makes oath and says that he is Vice President-Transportation and Mechanical, Norfolk Southern Corporation, that he has examined all the statements in the foregoing verified notice of exemption in Finance Docket No. 33388 (Sub-No. 16); that he has knowledge of the facts and matters relied upon in the Notice of Exemption; and that all representations set forth therein are true to the best of his knowledge, information and belief.

  
Jon L. Manetta

COMMONWEALTH OF VIRGINIA

CITY OF NORFOLK

Subscribed and sworn to before me  
this 5<sup>th</sup> day of June, 1997.

  
Notary Public

My commission expires:

**MARCH 31, 1998**

CSX to YARD

END NW  
OWNERSHIP  
H-0.3

CR to WILLIAMSPORT, MD  
(ELIMINATE)

PS  
EXIST.

CR to HARRISBURG, PA

CR SIDING

CR MAIN TRACK

REMOVE EXISTING  
RAIL CROSSING



PROPOSED  
PS #10 LHTO

NW BRICK YARD TRACK  
NW SIDING  
NW MAIN TRACK

## HAGERSTOWN, MD

(CREATE DOUBLE TRACK CONNECTION)

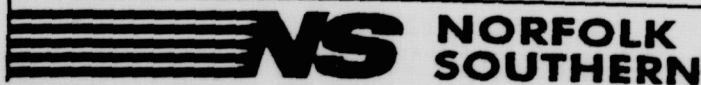
PROPOSED CONNECTION SPEED - YARD SPEED  
MAXIMUM CURVATURE - 8°30'  
PROPOSED LENGTH OF CONNECTION TRACKS - 800 LF

SCALE: NOT TO SCALE

NW to FRONT ROYAL, VA

DO NOT SCALE THIS DRAWING FOR DIMENSIONS NOT GIVEN

NOTE: DRAWING BASED ON NS DRAWING TC-89-0008 R-1  
NO FIELD SURVEY MADE - NOT ALL TRACKS SHOWN



**NORFOLK  
SOUTHERN**

**NORFOLK AND WESTERN RAILWAY Co.**

VIRGINIA DIVISION

HAGERSTOWN, MD

PROPOSED NEW CONNECTIONS

DAB	FILED	DATE	BY
DAB	FILED	88-24	H-3
DATE	JANUARY 13 1997		

TA-97-0014

CERTIFICATE OF SERVICE

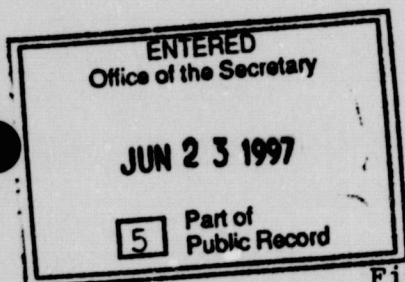
I, John V. Edwards, hereby certify that a copy of the foregoing document will be served on the parties required to be served by the applicable regulations, by first class U.S. mail, postage prepaid, or by other more expeditious means, on the date that the Control Application in Finance Docket No. 33388 is filed with the Surface Transportation Board.



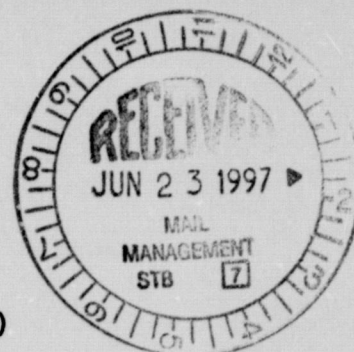
John V. Edwards

Dated: June 8, 1997





BEFORE THE  
SURFACE TRANSPORTATION BOARD



Finance Docket No. 33388 (Sub-No. 17)

**FILED**

JUN 23 1997

NORFOLK AND WESTERN RAILWAY COMPANY  
-- CONSTRUCTION AND OPERATION EXEMPTION --  
CONNECTING TRACK WITH CONSOLIDATED RAIL CORPORATION  
AT ECORSE JUNCTION (DETROIT), MI

VERIFIED NOTICE OF EXEMPTION

SURFACE  
TRANSPORTATION BOARD

Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC"), gives notice, pursuant to the class exemption at 49 CFR 1150.36, of NW's intent to construct and operate connecting track entirely on property owned by NW and Consolidated Rail Corporation ("CRC") at Ecorse Junction (Detroit), MI. This construction and operation is related to NSRC's and Norfolk Southern Corporation's primary application ("the Primary Application") in Finance Docket No. 33388 to acquire control and operation, with CSX Corporation and CSX Transportation, Inc. ("CSXT"), of CRC and Conrail Inc. The construction and operation is contingent upon Board approval of the Primary Application in Finance Docket No. 33388 and will not begin unless and until the Board issues a final decision approving that application.

Requested Waiver of Pre-Filing Notice. Under 49 CFR 1150.36(c)(1), the Board normally requires a 20-day pre-filing notice to various state agencies before a notice of exemption

with respect to the construction of connections on existing railroad rights-of-way or property owned by connecting railroads may be filed with the Board. In a Petition for Waiver or Clarification of Railroad Consolidation Procedures, and Related Relief, dated May 2, 1997, the primary applicants in Finance Docket No. 33388, including NSRC and its wholly-owned subsidiaries such as NW, requested waiver of that requirement for track construction notices that are related to the Primary Application in Finance Docket No. 33388. The applicants also requested waiver of the requirement that the verified notices recite that the pre-filing notice requirements have been met.

The applicants stated that they would serve notice of the construction exemption requests on the appropriate parties on the date on which they file with the Board any Section 1150.36 verified notices of exemption that may accompany their Primary Application. By Decision No. 7 in Finance Docket No. 33388, served May 30, 1997, the Board granted these waiver requests.

Environmental and Historic Reports. The environmental and historic reports required by the connecting track construction exemption regulations at 49 CFR 1150.36 are being filed as an Environmental Report in connection with the Primary Application docket, Finance Docket No. 33388. Because of the nature and location of the project, it will have no effect on historic properties.

Also, pursuant to 49 CFR 1150.36(d), the primary applicants in Finance Docket No. 33388 have engaged a third-party consultant



approved by SEA and acting under SEA's supervision to prepare an EA or EIS for SEA's final approval. Therefore, environmental and historic reports need not be submitted with this notice.

Consultations on Environmental and Historic Reports.

Consultations have been made or are being made in connection with required environmental and historic reports that are part of the Environmental Report in the Primary Application in Finance Docket No. 33388.

Name and Address of Railroad Proposing to Construct and Operate the Track. Norfolk and Western Railway Company  
Three Commercial Place  
Norfolk, VA 23510-2191

Description of and Reason For Proposed Construction and Operation; Map. The track will be about 400 feet length, will occupy about 1.0 acre of land and will cost about \$586,000.

The purpose of the connecting track is to permit efficient movements of traffic between River Rouge Yard and Oakwood Yard at Detroit, MI. Existing CRC track will be upgraded and lowered under Fort street and a crossover will be connected at that point. Six trains per day are proposed to be operated over the proposed track.

A map showing the location of the proposed track construction is attached.

Class Exemption. The class exemption procedure at 49 CFR 1150.36 is being used for approval of the construction and operation of the subject track, except that the effective date will be the effective date of the Board's action on the Primary



Application, which is expected to be 350 days after filing.

This proposed construction does not require the acquisition of property. Therefore, use of the class exemption for this construction is appropriate.

Compliance With the Board's Environmental Regulations. NW has complied or will comply with the Board's environmental regulations.

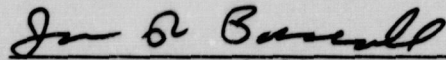
Proposed Start Date of Construction. It is proposed that construction begin as soon as possible after a final decision on the Primary Application in Finance Docket No. 33388, if favorable. The decision is expected to be 350 days after the filing of this petition as a related application.

Certification. NW certifies compliance with the environmental rules at 49 CFR part 1105.

Request for Relief. NW requests that the Board publish notice in the *Federal Register* describing the project and inviting comments within 30 days; prepare an environmental assessment of the project and serve it on all parties and agencies; conclude that the project will result in no serious adverse environmental consequences (or that such consequences can be mitigated); and, issue a final decision, as part of the decision on the Primary Application in Finance Docket No. 33388, allowing the exemption to become effective under the class exemption on the effective date of the authority granted in connection with the Primary Application. (This decision is

expected to be 350 days after the notice is filed.)

Respectfully submitted,  
NORFOLK AND WESTERN RAILWAY COMPANY

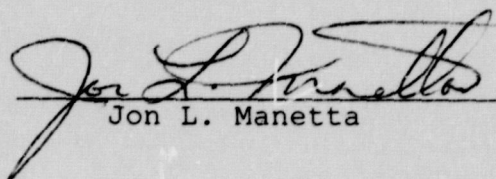


James R. Paschall  
General Attorney  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510-2191  
(757) 629-2759

June 4, 1997

# VERIFICATION

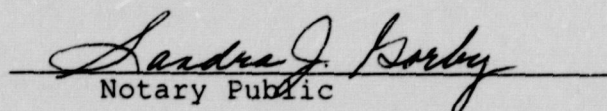
Jon L. Manetta, makes oath and says that he is Vice President-Transportation and Mechanical, Norfolk Southern Corporation, that he has examined all the statements in the foregoing verified notice of exemption in Finance Docket No. 33388 (Sub-No. 17); that he has knowledge of the facts and matters relied upon in the Notice of Exemption; and that all representations set forth therein are true to the best of his knowledge, information and belief.

  
Jon L. Manetta

COMMONWEALTH OF VIRGINIA

CITY OF NORFOLK

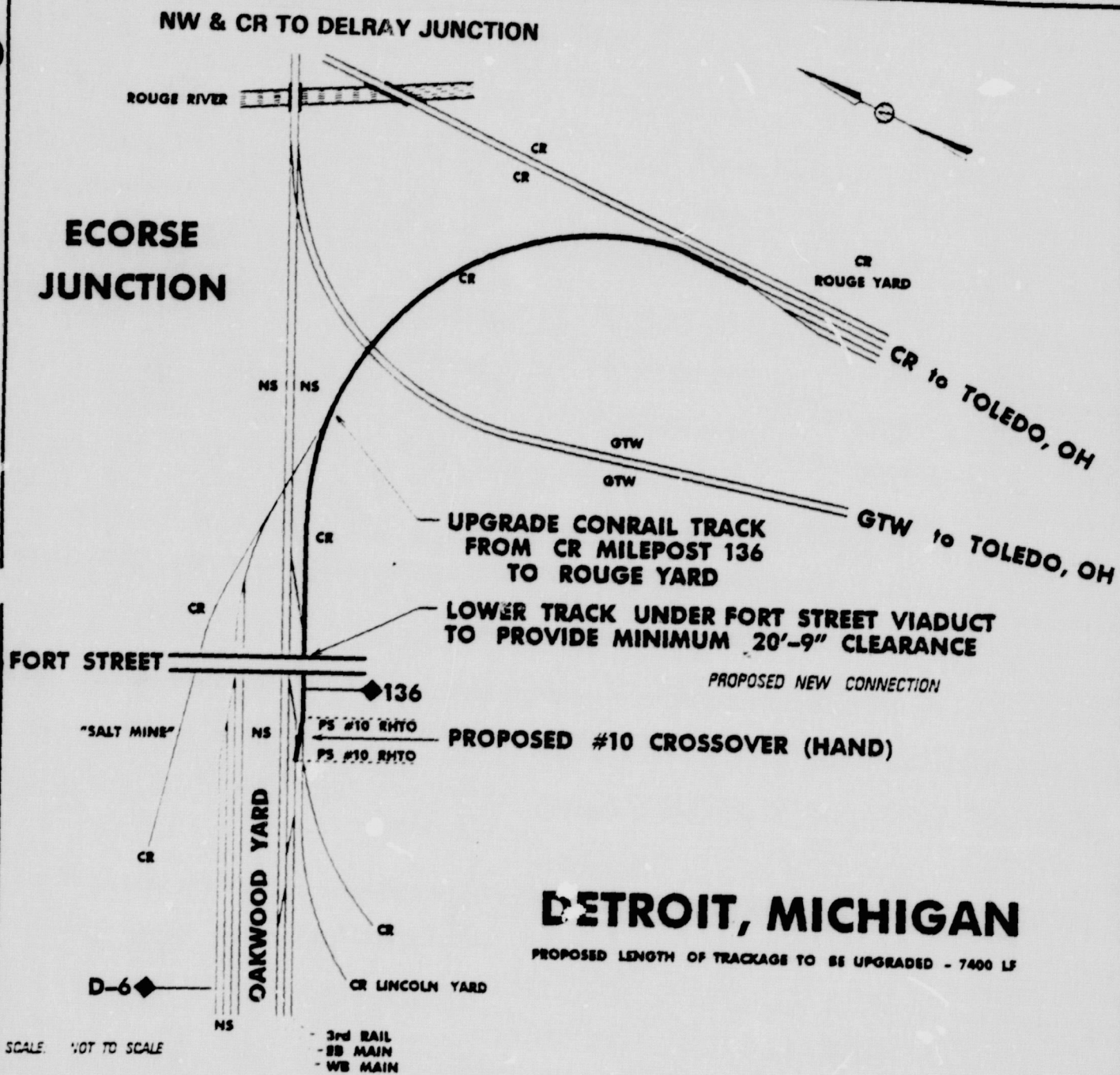
Subscribed and sworn to before me  
this 5<sup>th</sup> day of June, 1997.

  
Notary Public


My commission expires:

**MARCH 31, 1998**





NOTE: DRAWING BASED ON AVAILABLE INFORMATION  
NO FIELD SURVEY MADE - NOT ALL TRACKS SHOWN



**NORFOLK SOUTHERN**

**NORFOLK AND WESTERN RAILWAY Co.**

LAKE DIVISION

**DETROIT, MICHIGAN**


PROPOSED NEW CONNECTION

DAB 88-24 JANUARY 13 1997 TA-97-0013

TA-97-0013

CERTIFICATE OF SERVICE

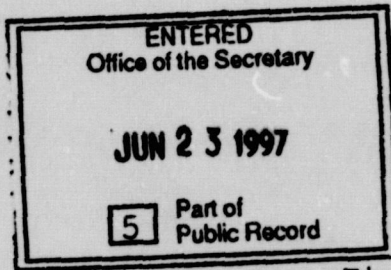
I, John V. Edwards, hereby certify that a copy of the foregoing document will be served on the parties required to be served by the applicable regulations, by first class U.S. mail, postage prepaid, or by other more expeditious means, on the date that the Control Application in Finance Docket No. 33388 is filed with the Surface Transportation Board.



John V. Edwards

Dated: June 8, 1997





BEFORE THE  
SURFACE TRANSPORTATION BOARD



Finance Docket No. 33388 (Sub-No. 18)

NORFOLK AND WESTERN RAILWAY COMPANY  
-- CONSTRUCTION AND OPERATION EXEMPTION --  
CONNECTING TRACK WITH CONSOLIDATED RAIL CORPORATION  
AT BLASDELL (BUFFALO), NY

**FILED**

JUN 23 1997

PETITION FOR EXEMPTION

**SURFACE  
TRANSPORTATION BOARD**

Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC"), hereby petitions the Board under 49 U.S.C. 10502 and 49 CFR 1121.1 and 49 CFR 1150.1(a) for an exemption from the requirements of 49 U.S.C. 10901 to construct and operate connecting track at Blasdell (Buffalo), NY. The track, together with another new connecting track at Gardenville Junction (Buffalo), NY on CRC that is the subject of Finance Docket No. 33388 (Sub-No. 19) and upgrading of the Transco Wye (also at Buffalo) will connect NW's Erie, PA-Buffalo, NY line and Consolidated Rail Corporation's ("CRC") Buffalo, NY-Binghamton, NY ("Southern Tier") line via CRC's Buffalo Line to Gardenville Junction and via CRC's Ebenezer Secondary Track to the Transco Wye connection to the Buffalo, NY-Binghamton, NY Line. The requested construction and operation exemption authority is related to NSRC's and Norfolk Southern Corporation's ("NSC") primary application in Finance Docket No. 33388 to acquire control and operation, with CSX Corporation and

CSX Transportation, Inc. ("CSXT"), of CRC and Conrail Inc. ("CRI") ("the Primary Application").

Waiver of Environmental Rule-- Pre-Filing Notice. In Decision No. 7 concerning the Primary Application in Finance Docket No. 33388, served May 30, 1997, the Board granted the primary applicants, including NSRC and its subsidiaries, such as NW, a waiver of the environmental rule in 49 CFR 1105.10(a) that requires six months advance written notice to the Board's Section of Environmental Analysis ("SEA") before filing a construction application under 49 U.S.C. 10901, if an Environmental Impact Statement ("EIS") is required or contemplated.

The environmental rule also requires an applicant to begin consultation with SEA six months before the filing of a construction application. (The Board said this is applicable to petitions, as well.) The Board stated that the 6-month waiting period is unnecessary because applicants have been engaged for some time in on-going consultations with SEA about the proposed Primary Application and related applications, petitions and notices and the potential associated environmental impacts.

Name and Address of Railroad Proposing to Construct and Operate the Track. Norfolk and Western Railway Company  
Three Commercial Place  
Norfolk, VA 23510-2191

Narrative Description of the Proposal. Petitioner proposes to construct and operate a connecting track of approximately 2,500 feet in length at Blasdel (Buffalo), NY. The track, together with another new connecting track at Gardenville



Junction (Buffalo), NY on CRC that is the subject of Finance Docket No. 33388 (Sub-No. 19) and upgrading of the Transco Wye (also at Buffalo) will connect NW's Erie, PA-Buffalo, NY line and Consolidated Rail Corporation's ("CRC") Buffalo, NY-Binghamton, NY ("Southern Tier") line via CRC's Buffalo Line to Gardenville Junction and via CRC's Ebenezer Secondary Track to the Transco Wye connection to the Buffalo, NY-Binghamton, NY Line. The Blasdell project and Gardenville Junction project are both needed to effect the connection.

This connecting track project will create an efficient new route between Cleveland, OH and Erie, PA, and Binghamton, NY via Buffalo, NY. It will permit through trains to bypass NW's Tifft Yard and CRC's Seneca Yard at Buffalo, NY.

Name and Address of Petitioner's Representative to Receive Correspondence Concerning This Matter.

James R. Paschall  
General Attorney  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510-2191  
(757) 629-2759

Common Carrier Status of Petitioner. Petitioner is a common carrier by railroad.

Operation. Petitioner will operate the rail line to be constructed.

Industry Affiliation. The track to be constructed is a short connecting track. Petitioner is not affiliated with any industry currently to be served directly by the track.

Incorporation of and Further Information Concerning

Petitioner. Petitioner, Norfolk and Western Railway Company, was incorporated in the Commonwealth of Virginia for railroad purposes by special act of the Virginia legislature, approved on January 15, 1896. Petitioner's parent company, Norfolk Southern Railway Company, was incorporated for railroad purposes in Virginia on June 18, 1894 as Southern Railway Company. The name Southern Railway Company was changed to Norfolk Southern Railway Company, effective December 31, 1990. Norfolk Southern Railway Company is a wholly-owned subsidiary of Norfolk Southern Corporation, a non-carrier holding company.

Officers, Directors, Shareholders, Affiliates. See Exhibit 11 (Volume 1) of the Primary Application.

Board Resolution. Norfolk Southern's Board gave authority to file the Primary Application. This carries with it authority to make the related applications. See Volume 1 of the Primary Application.

Description of Proposed Construction and Operation.  
Location. The track to be constructed is a proposed new connection of approximately 2,500 feet in length at Blasdell (Buffalo), NY and will occupy approximately 11.9 acres of land. The track, together with another new connecting track at Gardenville Junction (Buffalo), NY on CRC that is the subject of Finance Docket No. 33388 (Sub-No. 19) and upgrading of the Transco Wye (also at Buffalo) will connect NW's Erie, PA-Buffalo, NY line and Consolidated Rail Corporation's ("CRC") Buffalo, NY-Binghamton, NY ("Southern Tier") line via CRC's Buffalo Line to



concerning the proposed track constructions (other than those that pertain generally to the Primary Application).

Traffic. The track will connect a through route that carries all general commodities. Since new territory is not being opened, more specific traffic information would be difficult to compile and would not be relevant. Petitioner incorporates by reference the traffic studies and operating plan in the Primary Application (See Volume 2, Exhibits 12 and 13).

Purpose. The purpose of the proposed construction is to link the NSRC/NW/CRC rail systems, to provide an efficient, less route between Chicago, IL and Cincinnati, OH and on to Atlanta, Ga and points in the Southeast U.S., to improve the efficiency and quality of the rail service offered by the consolidated system, and to add or expand facilities to handle anticipated increased rail traffic.

Map. A map showing the location of the proposed track construction is attached as Exhibit "C." (Even though there are no Exhibits A and B, this Exhibit is labelled "C" to conform to the regulations at 49 CFR 1150.4(d).)

Proposed Start and Completion Dates of Construction. The proposed date the track construction will begin is as soon as possible after the Board approves the construction aspect of this petition. The proposed connecting track construction is related to the Primary Application in Finance Docket No. 33388. A final decision on that Primary Application and on the petition for authority to operate the track being constructed is expected to

proposed that construction begin as soon as possible after a final decision on the Primary Application in Finance Docket No. 33388, if favorable. The decision is expected to be 350 days after the filing of this petition as a related application.

Area to Be Served. The track to be constructed is a connecting track that will improve the handling of through traffic in the vicinity of its construction (Buffalo, NY) and between Cleveland, OH and Erie, PA, and Binghamton, NY in general, but will not add additional industries or territory to be served to the combined NSRC/NW/CRC system.

Nature and Type of Industries in Area. Because the track to be constructed is a connecting track that will expedite through traffic, a description of the nature and type of industries in the area of the construction is irrelevant. Petitioner incorporates by reference evidence concerning marketing plans submitted with the Primary Application.

No Crossing of Another Rail Line. No other rail line will be crossed by the track to be constructed.

Operational Data. Nine trains per day would be operated over the proposed track. Because this is a connecting track, there are no other specific operational data. Petitioner incorporates by reference the operating plan in Exhibit 13 to the Primary Application (Volume 1).

Financing. The construction will be financed from income or the funds borrowed to complete the primary transaction. Petitioner incorporates by reference Exhibit 18 of the Primary



Application (Volume 1) and the supporting information in the Primary Application regarding the nature and amount of any new securities or other financial arrangements to be made in connection with the primary and related transactions and the effect of any increase in total fixed charges (Volume 1).

Financial Information. Relevant financial information concerning NSRC/NW and the effect of the overall transaction is in the Primary Application. See Volume 1, Exhibits 16 and 17 for pro forma balance sheets and income statements and Volume 7, Exhibits 20 and 21 for current balance sheets and income statements. Petitioner incorporates these by reference, rather than repeating them.

Costs. The cost of the proposed connecting track construction and associated projects including the Gardenville Junction connection (See Finance Docket No. 33388, Sub-No. 19), rebuilding an existing bridge and constructing a new overpass at Lake Avenue is estimated to be about \$6,141,250.00.

Net Income. Operating economies and increases in traffic, revenue and earnings are in the Primary Application (Volume 1).

Environmental and Historic Reports. There is no separate environmental and energy exhibit "H" because this will be covered by the Environmental Report in Exhibit 4, which is in Volume 6, Part 5 of the Primary Application.

Class Exemption Apparently Unavailable. This proposed construction requires acquisition of property. Therefore, even though this petition only concerns construction of a short

connecting track, use of the class exemption at 49 CFR 1150.36 for this transaction appears not to be available.

Consultations on Environmental and Historic Reports.

Consultations have been made or are being made in connection with required environmental and historic reports that are part of the Environmental Report in the Primary Application in Finance Docket No. 33388.

Compliance With the Board's Environmental Regulations. NW has complied or will comply with the Board's environmental regulations.

Draft Summary. A draft of the proposal to provide notice, in compliance with 49 CFR 1150.9 is attached. However, since this proceeding concerns a related application to Finance Docket No. 33388, the Board may wish to revise the summary or incorporate it into a general notice.

Legal Standards Met: Proper Subject for Exemption. Due to the length and routine nature of the construction, the environmental review that will take place, and the project's connection as an integral part of the transaction that is the subject of the Primary Application in Finance Docket No. 33388, NW requests that the Board find that prior review by the Board is unnecessary and that the construction and operation of the track is the appropriate subject for an exemption from the prior approval requirements of the Board.

Under 49 U.S.C. 10502, the Board must exempt construction and operation from regulation if the Board finds that (1)



application, in whole or in part, of a provision of the rail laws administered by the Board is not necessary to carry out the rail transportation policy of 49 U.S.C. 10101; and (2) either (a) the transaction or service is of limited scope or (b) regulation is not necessary to protect shippers from the abuse of market power.

Detailed scrutiny of this transaction under 49 U.S.C. 10901 is not necessary to carry out the rail transportation policy. The requested exemption will promote that policy by enabling NSRC/NW/CRC to compete more effectively and efficiently with other rail carriers, especially CSXT/CRC. The proposed construction will increase competition [49 U.S.C. 10101a(1) and (4)], and thus will minimize the need for federal regulatory control over rates and services [49 U.S.C. 10101a(2)]. The proposed construction and operation will reduce the possibility of predatory pricing and avoid undue concentrations of market power [49 U.S.C. 10101a(13)]. Other aspects of the rail transportation policy will not be adversely affected.

Regulation of the proposed transaction is not necessary to protect shippers from the abuse of market power. The proposed track connection will increase, rather than reduce, rail competition and thus will tend to reduce market power and increase the welfare of shippers.

The transaction is limited in scope because the length of the track to be constructed is short (approximately 2,500 feet) and although it may shorten routes and provide additional connections between main line tracks, it will not extend the line

into new territories or specific new industries.

Labor Protection. Applicants have addressed the need for labor protection in Volume 3 of the Primary Application.

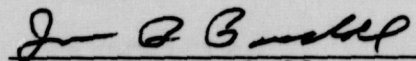
Request for Relief. NW requests that the Board find that prior review of the proposed construction and operation of this connecting track under 49 U.S.C. 10901 is not necessary to carry out the rail transportation policy of 49 U.S.C. 10101; that continued regulation is not necessary to protect shippers from an abuse of market power; that the construction of the connecting track will be of limited scope and that the construction and operation of the track is appropriate for an exemption from 49 U.S.C. 10901 under 49 U.S.C. 10502.

NW further requests that the Board publish notice in the *Federal Register*, within 30 days after this petition for exemption is received, that describes the project and invites comments; prepare an environmental assessment (or EIS, if necessary); conclude that the project will result in no serious adverse environmental consequences (or that such consequences can be mitigated); and, issue a final decision, as part of the decision on the Primary Application, allowing the construction and operation of the track to proceed pursuant to exemption authority on the effective date of the authority granted in connection with the Primary Application (which is expected to be



350 days after the notice is filed and 320 days after *Federal Register* notice).

Respectfully submitted,  
NORFOLK AND WESTERN RAILWAY COMPANY



---

James R. Paschall  
General Attorney  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510-2191  
(757) 629-2759

June 4, 1997

VERIFICATION

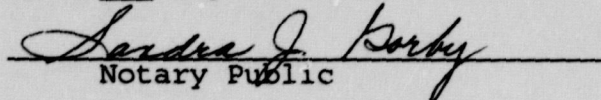
Jon L. Manetta, makes oath and says that he is Vice President, Transportation and Mechanical, Norfolk Southern Corporation, that he has examined all the statements in the foregoing verified notice of exemption in Finance Docket No. 33388 (Sub-No. 18); that he has knowledge of the facts and matters relied upon in the Notice of Exemption; and that all representations set forth therein are true to the best of his knowledge, information and belief.

  
Jon L. Manetta

COMMONWEALTH OF VIRGINIA

CITY OF NORFOLK

Subscribed and sworn to before me  
this 5<sup>th</sup> day of June, 1997.

  
Notary Public

My commission expires:

**MARCH 31, 1998**



**SURFACE TRANSPORTATION BOARD**

**Summary Notice of Petition for Exemption**

**STB FINANCE DOCKET NO. 33388 (Sub-No. 18)**

**NORFOLK AND WESTERN RAILWAY COMPANY  
-- CONSTRUCTION AND OPERATION EXEMPTION --  
CONNECTING TRACK WITH CONSOLIDATED RAIL CORPORATION  
AT BLASDELL (BUFFALO), NY**

Norfolk and Western Railway Company (NW), a wholly-owned subsidiary of Norfolk Southern Railway Company (NSRC), pursuant to the provisions of 49 U.S.C. 10502, 49 U.S.C. 10901(a), (b) and (c), 49 CFR 1121.1 and 49 CFR 1150.1(a) has petitioned the Board for an exemption from the prior review requirements of 49 U.S.C. 10901 for NW's construction and operation of a connecting track of approximately 2,500 feet in length at Blasdell (Buffalo), NY. The track, together with another new connecting track at Gardenville Junction (Buffalo), NY on CRC that is the subject of Finance Docket No. 33388 (Sub-No. 19) and upgrading of the Transco Wye (also at Buffalo) will connect NW's Erie, PA-Buffalo, NY line and Consolidated Rail Corporation's ("CRC") Buffalo, NY-Binghamton, NY ("Southern Tier") line via CRC's Buffalo Line to Gardenville Junction and via CRC's Ebenezer Secondary Track to the Transco Wye connection to the Buffalo, NY-Binghamton, NY Line. It will permit through trains to bypass NW's Tifft Yard and CRC's Seneca Yard at Buffalo, NY. NW has filed a petition for exemption rather than a notice of exemption because some of the track will be constructed on land not currently owned by either

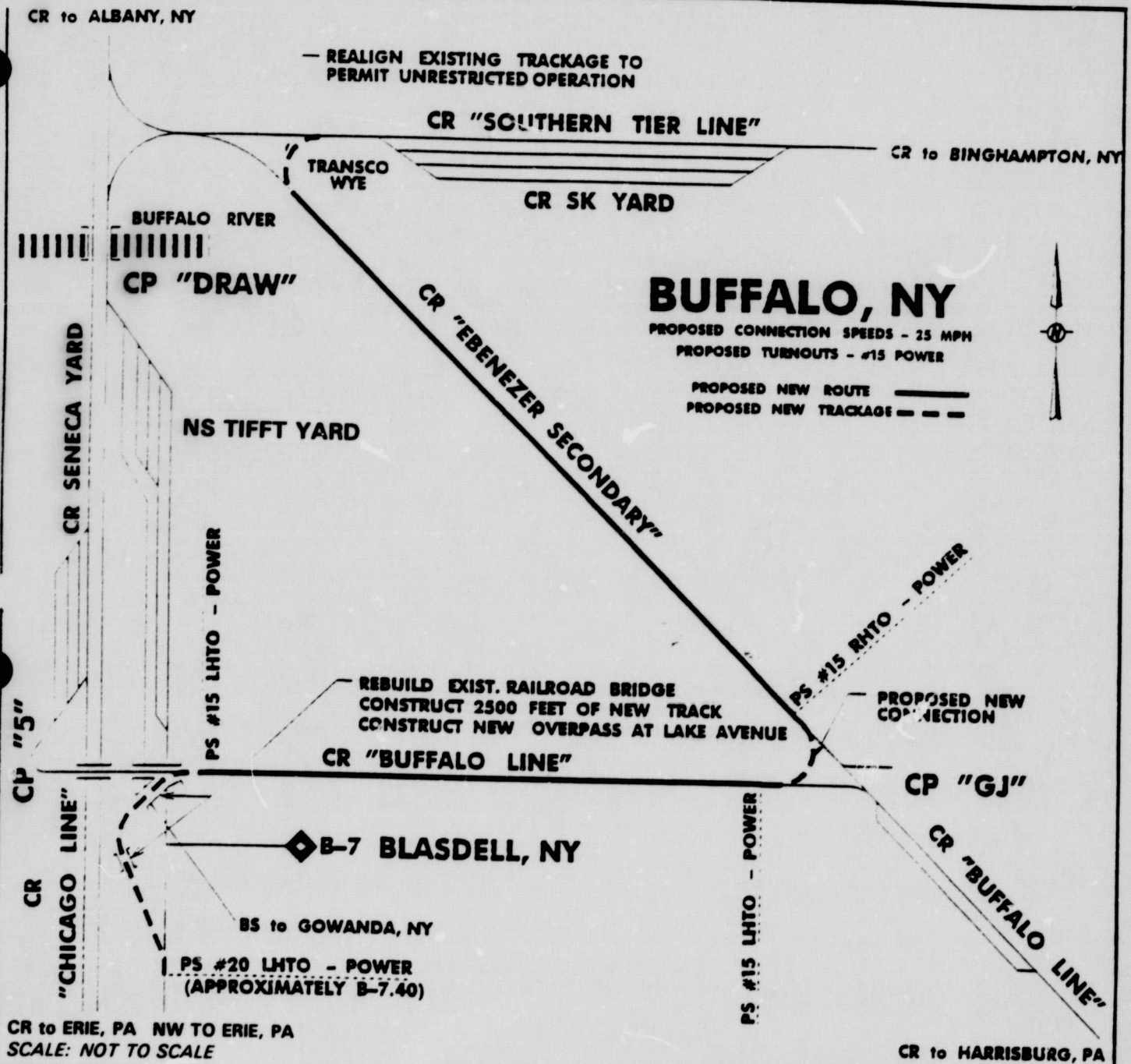
railroad, which therefore must be acquired from one or more third parties. This connecting track will create an efficient new route between Cleveland, OH and Erie, PA, and Binghamton, NY via Buffalo, NY.

The proposed connecting track construction is related to the primary application of NSRC and its parent company, Norfolk Southern Corporation (NSC), a non-carrier holding company, (along with CSX Corporation and CSX Transportation, Inc.) in Finance Docket No. 33388 to control CRC and Conrail Inc. (the Primary Application). The effective date of the exemption will be the effective date of the Board's decision approving NSRC/NSC's Primary Application, if it is approved, which is expected to be approximately 320 days after the publication of this notice.

Comments are invited concerning the proposed construction project. As a related application to the Primary Application in Finance Docket No. 33388, comments are due 90 days after the publication of this notice.

The name, address and telephone number of NSRC's representative who should receive correspondence concerning this matter is: James P. Paschall, General Attorney, Norfolk Southern Corporation, Three Commercial Place, Norfolk, VA 23510-2191.





DO NOT SCALE THIS DRAWING FOR DIMENSIONS NOT GIVEN

NOTE: DRAWING BASED ON AVAILABLE INFORMATION  
NO FIELD SURVEY MADE - NOT ALL TRACKS SHOWN



**NORFOLK SOUTHERN**

NORFOLK AND WESTERN RAILWAY Co.

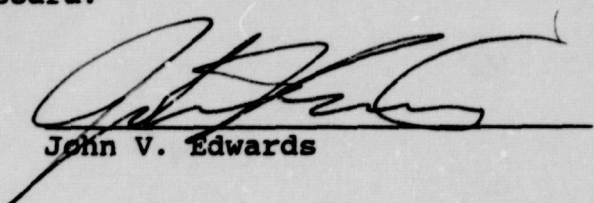
BUFFALO, NEW YORK

PROPOSED NEW CONNECTION

CAB	MAP	MILE POST	B-7
CAB	38-24	DATE	APRIL '4 '97
			TA-97-0077 R1

CERTIFICATE OF SERVICE

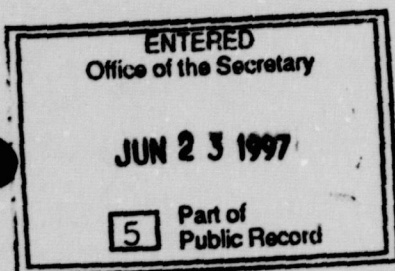
I, John V. Edwards, hereby certify that a copy of the foregoing document will be served on the parties required to be served by the applicable regulations, by first class U.S. mail, postage prepaid, or by other more expeditious means, on the date that the Control Application in Finance Docket No. 33388 is filed with the Surface Transportation Board.



John V. Edwards

Dated: June 8, 1997





BEFORE THE  
SURFACE TRANSPORTATION BOARD



Finance Docket No. 33388 (Sub-No. 19)

**FILED**  
NORFOLK AND WESTERN RAILWAY COMPANY  
-- CONSTRUCTION AND OPERATION EXEMPTION --  
CONNECTING TRACK WITH CONSOLIDATED RAIL CORPORATION  
AT GARDENVILLE JUNCTION (BUFFALO), NY

JUN 23 1997

VERIFIED NOTICE OF EXEMPTION

**SURFACE  
TRANSPORTATION BOARD**

Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC"), gives notice, pursuant to the class exemption at 49 CFR 1150.36, of NW's intent to construct and operate connecting track entirely on property now owned by Consolidated Rail Corporation ("CRC") at Gardenville Junction (Buffalo), NY. This construction and operation is related to NSRC's and Norfolk Southern Corporation's primary application ("the Primary Application") in Finance Docket No. 33388 to acquire control and operation, with CSX Corporation and CSX Transportation, Inc. ("CSXT"), of CRC and Conrail Inc. It is also related to the construction of connecting track at Blasdell (Buffalo), NY that is the subject of Finance Docket No. 33388 (Sub-No. 18). The two track connection constructions and upgrading of the Transco Wye (also at Buffalo) will connect NW's Erie, PA-Buffalo, NY line and Consolidated Rail Corporation's ("CRC") Buffalo, NY-Binghamton, NY ("Southern Tier") line via CRC's Buffalo Line to Gardenville Junction and via CRC's Ebenezer

Secondary Track to the Transco Wye connection to the Buffalo, NY-Binghamton, NY Line. This connection is needed to connect the CRC Buffalo Line with the CRC Ebenezer Secondary Track. Because the connection between the NW Line and the Southern Tier Line cannot be made without both constructions, out of caution, NW is giving this notice of exemption, even though the specific construction at Gardenville Junction alone might not be subject to the Board's jurisdiction. The construction and operation is contingent upon Board approval of the Primary Application in Finance Docket No. 33388 and will not begin unless and until the Board issues a final decision approving that application.

Requested Waiver of Pre-Filing Notice. Under 49 CFR 1150.36(c)(1), the Board normally requires a 20-day pre-filing notice to various state agencies before a notice of exemption with respect to the construction of connections on existing railroad rights-of-way or property owned by connecting railroads may be filed with the Board. In a Petition for Waiver or Clarification of Railroad Consolidation Procedures, and Related Relief, dated May 2, 1997, the primary applicants in Finance Docket No. 33388, including NSRC and its wholly-owned subsidiaries such as NW, requested waiver of that requirement for track construction notices that are related to the Primary Application in Finance Docket No. 33388. The applicants also requested waiver of the requirement that the verified notices recite that the pre-filing notice requirements have been met.

The applicants stated that they would serve notice of the



construction exemption requests on the appropriate parties on the date on which they file with the Board any Section 1150.36 verified notices of exemption that may accompany their Primary Application. By Decision No. 7 in Finance Docket No. 33388, served May 30, 1997, the Board granted those waiver requests.

Environmental and Historic Reports. The environmental and historic reports required by the connecting track construction exemption regulations at 49 CFR 1150.36 are being filed as an Environmental Report in connection with the Primary Application docket, Finance Docket No. 33388. Because of the nature and location of the project, it will have no effect on historic properties.

Also, pursuant to 49 CFR 1150.36(d), the primary applicants in Finance Docket No. 33388 have engaged a third-party consultant approved by SEA and acting under SEA's supervision to prepare an EA or EIS for SEA's final approval. Therefore, environmental and historic reports need not be submitted with this notice.

Consultations on Environmental and Historic Reports. Consultations have been made or are being made in connection with required environmental and historic reports that are part of the Environmental Report in the Primary Application in Finance Docket No. 33388.

Name and Address of Railroad Proposing to Construct and Operate the Track. Norfolk and Western Railway Company  
Three Commercial Place  
Norfolk, VA 23510-2191

Description of and Reason For Proposed Construction and

Operation; Map. The track will be about 1,700 feet length, will occupy about 3.9 acres of land and will cost about \$1,000,000.

The purpose of the connecting track is to permit efficient movements of traffic between Erie, PA and Binghamton, NY via Buffalo, NY. This connecting track construction is related to the construction of connecting track at Blasdell (Buffalo), NY that is the subject of Finance Docket No. 33388 (Sub-No. 18). The two track connection constructions and upgrading of the Transco Wye (also at Buffalo) will connect NW's Erie, PA-Buffalo, NY line and Consolidated Rail Corporation's ("CRC") Buffalo, NY-Binghamton, NY ("Southern Tier") line via CRC's Buffalo Line to Gardenville Junction and via CRC's Ebenezer Secondary Track to the Transco Wye connection to the Buffalo, NY-Binghamton, NY Line. This connection will be in the northwest quadrant and will connect the CRC Buffalo Line with the Ebenezer Secondary track. Because the connection between the NW Line and the Southern Tier Line cannot be made without both constructions, out of caution, NW is giving this notice of exemption, even though the specific construction at Gardenville Junction alone might not be subject to the Board's jurisdiction. Nine trains per day are proposed to be operated over the proposed track.

A map showing the location of the proposed track construction is attached.

Class Exemption. The class exemption procedure at 49 CFR 1150.36 is being used for approval of the construction and operation of the subject track, except that the effective date



will be the effective date of the Board's action on the Primary Application, which is expected to be 350 days after filing.

Because the connection at Buffalo, NY between the NW Line and the CRC Southern Tier Line cannot be made without both the construction at Blasdell, NY between NW and CRC and the construction at Gardenville Junction, NY wholly on CRC property, out of caution, NW is giving this notice of exemption as to the Gardenville Junction part of the project, even though the specific construction at Gardenville Junction alone might not be subject to the Board's jurisdiction.

This proposed construction does not require the acquisition of property. Therefore, use of the class exemption for this construction is appropriate.

Compliance With the Board's Environmental Regulations. NW has complied or will comply with the Board's environmental regulations.

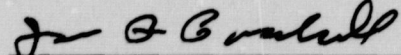
Proposed Start Date of Construction. It is proposed that construction begin as soon as possible after a final decision on the Primary Application in Finance Docket No. 33388, if favorable. The decision is expected 350 days after the filing of this petition as a related application.

Certification. NW certifies compliance with the environmental rules at 49 CFR part 1105.

Request for Relief. NW requests that the Board publish notice in the *Federal Register* describing the project and inviting comments within 30 days; prepare an environmental

assessment of the project and serve it on all parties and agencies; conclude that the project will result in no serious adverse environmental consequences (or that such consequences can be mitigated); and, issue a final decision, as part of the decision on the Primary Application in Finance Docket No. 33388, allowing the exemption to become effective under the class exemption on the effective date of the authority granted in connection with the Primary Application. (This decision and the effective date is expected to be 350 days after the notice is filed.)

Respectfully submitted,  
NORFOLK AND WESTERN RAILWAY COMPANY

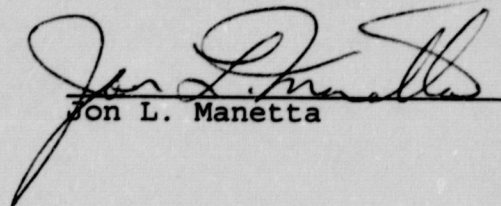
  
\_\_\_\_\_  
James R. Paschall  
General Attorney  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510-2191  
(757) 629-2759

June 4, 1997



VERIFICATION

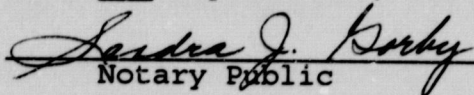
Jon L. Manetta, makes oath and says that he is Vice President, Transportation and Mechanical, Norfolk Southern Corporation, that he has examined all the statements in the foregoing verified notice of exemption in Finance Docket No. 33388 (Sub-No. 19); that he has knowledge of the facts and matters relied upon in the Notice of Exemption; and that all representations set forth therein are true to the best of his knowledge, information and belief.

  
Jon L. Manetta

COMMONWEALTH OF VIRGINIA

CITY OF NORFOLK

Subscribed and sworn to before me  
this 5<sup>th</sup> day of June, 1997.

  
Notary Public

My commission expires:

**MARCH 31, 1998**

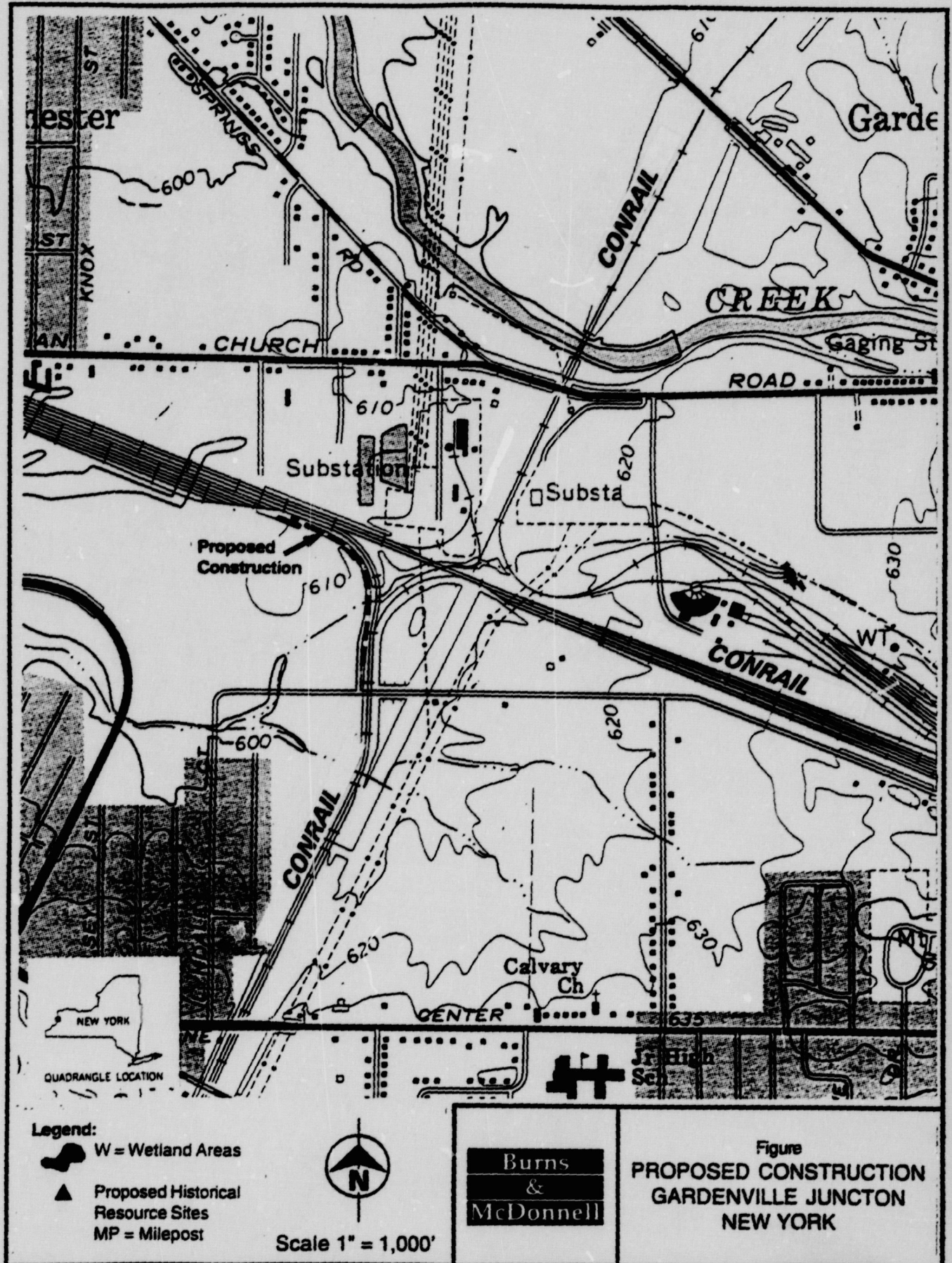
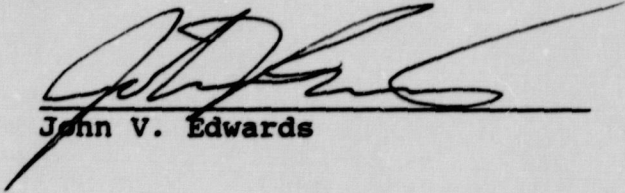


Figure  
**PROPOSED CONSTRUCTION  
GARDENVILLE JUNCTION  
NEW YORK**



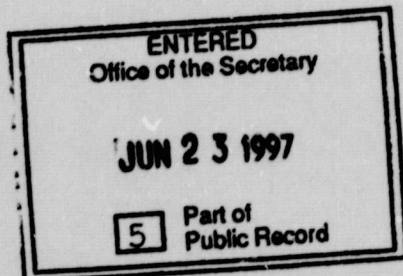
CERTIFICATE OF SERVICE

I, John V. Edwards, hereby certify that a copy of the foregoing document will be served on the parties required to be served by the applicable regulations, by first class U.S. mail, postage prepaid, or by other more expeditious means, on the date that the Control Application in Finance Docket No. 33388 is filed with the Surface Transportation Board.

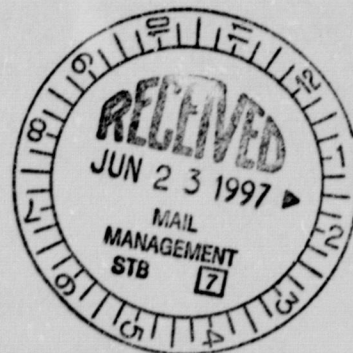


John V. Edwards

Dated: June 8, 1997



BEFORE THE  
SURFACE TRANSPORTATION BOARD



Finance Docket No. 33388 (Sub-No. 20)

NORFOLK AND WESTERN RAILWAY COMPANY  
-- CONSTRUCTION AND OPERATION EXEMPTION --  
CONNECTING TRACK WITH CONSOLIDATED RAIL CORPORATION  
AT COLUMBUS, OH

**FILED**

JUN 23 1997

VERIFIED NOTICE OF EXEMPTION

**SURFACE  
TRANSPORTATION BOARD**

Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC"), gives notice, pursuant to the class exemption at 49 CFR 1150.36, of NW's intent to construct and operate connecting track entirely on property owned by NW and Consolidated Rail Corporation ("CRC") at Columbus, OH. This construction and operation is related to NSRC's and Norfolk Southern Corporation's primary application ("the Primary Application") in Finance Docket No. 33388 to acquire control and operation, with CSX Corporation and CSX Transportation, Inc. ("CSXT"), of CRC and Conrail Inc. The construction and operation is contingent upon Board approval of the Primary Application in Finance Docket No. 33388 and will not begin unless and until the Board issues a final decision approving that application.

Requested Waiver of Pre-Filing Notice. Under 49 CFR 1150.36(c)(1), the Board normally requires a 20-day pre-filing notice to various state agencies before a notice of exemption



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with respect to the construction of connections on existing railroad rights-of-way or property owned by connecting railroads may be filed with the Board. In a Petition for Waiver or Clarification of Railroad Consolidation Procedures, and Related Relief, dated May 2, 1997, the primary applicants in Finance Docket No. 33388, including N3RC and its wholly-owned subsidiaries such as NW, requested waiver of that requirement for track construction notices that are related to the Primary Application in Finance Docket No. 33388. The applicants also requested waiver of the requirement that the verified notices recite that the pre-filing notice requirements have been met.

The applicants stated that they would serve notice of the construction exemption requests on the appropriate parties on the date on which they file with the Board any Section 1150.36 verified notices of exemption that may accompany their Primary Application. By Decision No. 7 in Finance Docket No. 33388, served May 30, 1997, the Board granted these waiver requests.

Environmental and Historic Reports. The environmental and historic reports required by the connecting track construction exemption regulations at 49 CFR 1150.36 are being filed as an Environmental Report in connection with the Primary Application docket, Finance Docket No. 33388. Because of the nature and location of the project, it will have no effect on historic properties.

Also, pursuant to 49 CFR 1150.36(d), the primary applicants in Finance Docket No. 33388 have engaged a third-party consultant



approved by SEA and acting under SEA's supervision to prepare an EA or EIS for SEA's final approval. Therefore, environmental and historic reports need not be submitted with this notice.

Consultations on Environmental and Historic Reports.

Consultations have been made or are being made in connection with required environmental and historic reports that are part of the Environmental Report in the Primary Application in Finance Docket No. 33388.

Name and Address of Railroad Proposing to Construct and Operate the Track. Norfolk and Western Railway Company  
Three Commercial Place  
Norfolk, VA 23510-2191

Description of and Reason For Proposed Construction and Operation; Map. The track will be about 1,423 feet length, will occupy about 3.2 acres of land and will cost about \$1,580,000.

The purpose of the connecting track is to permit efficient movements of traffic between Bellevue, OH and Buckeye Yard at Columbus, OH. Forty-one trains per day are proposed to be operated over the proposed track.

A map showing the location of the proposed track construction is attached.

Class Exemption. The class exemption procedure at 49 CFR 1150.36 is being used for approval of the construction and operation of the subject track, except that the effective date will be the effective date of the Board's action on the Primary Application, which is expected to be 350 days after filing.

Compliance With the Board's Environmental Regulations. NW

has complied or will comply with the Board's environmental regulations.

Proposed Start Date of Construction. The proposed date that construction will begin is as soon as possible after the Board approves the Primary Application in Finance Docket No. 33388, which is expected to be 350 days after the filing of this notice as a related application.

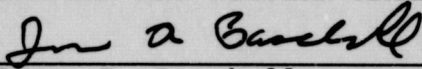
Certification. NW certifies compliance with the environmental rules at 49 CFR part 1105.

Request for Relief. NW requests that the Board publish notice in the *Federal Register* describing the project and inviting comments within 30 days; prepare an environmental assessment of the project and serve it on all parties and agencies; conclude that the project will result in no serious adverse environmental consequences (or that such consequences can be mitigated); and, issue a final decision, as part of the decision on the Primary Application in Finance Docket No. 33388, allowing the exemption to become effective under the class exemption on the effective date of the authority granted in connection with the Primary Application. (This decision and the effective date is expected to be 350 days after the notice



is filed.)


Respectfully submitted,  
NORFOLK AND WESTERN RAILWAY COMPANY

  
\_\_\_\_\_  
James R. Paschall  
General Attorney  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510-2191  
(757) 629-2759

June 4, 1997

**VERIFICATION**

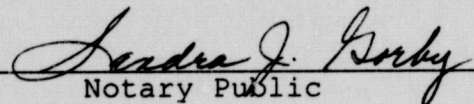
Jon L. Manetta, makes oath and says that he is Vice President-Transportation and Mechanical, Norfolk Southern Corporation, that he has examined all the statements in the foregoing verified notice of exemption in Finance Docket No. 33388 (Sub-No. 20); that he has knowledge of the facts and matters relied upon in the Notice of Exemption; and that all representations set forth therein are true to the best of his knowledge, information and belief.

  
Jon L. Manetta

COMMONWEALTH OF VIRGINIA

CITY OF NORFOLK

Subscribed and sworn to before me  
this 5<sup>th</sup> day of June, 1997.

  
Notary Public

My commission expires:

**MARCH 31, 1998**



PS #20 RHTO - POWER

STA. 224+13 (NS)

# COLUMBUS, OHIO

(CONNECTION & CROSSOVER)

PROPOSED CONNECTION SPEED - 40 MPH

PROPOSED TURNOUTS - #20 POWER

PROPOSED CONNECTION LENGTH INCLUDING TURNOUTS - 1423 LF

CR to GALION, OHIO

NW to BELLEVUE, OHIO

**WEBER ROAD**

232+05

PS #20 RHTO - POWER

STA. 230+55 (NS)

PS #20 RHTO - POWER

STA. 226+33 (NS)

STA. 211+01

S-4

STA. 209+91 (NS)

PS #20 RHTO - POWER

NW & CR to COLUMBUS, OHIO

SCALE: 1" = 100 FT

0 100 200 300 400

DO NOT SCALE THIS DRAWING FOR DIMENSIONS NOT GIVEN

NOTE: DRAWING BASED ON AVAILABLE INFORMATION  
NO FIELD SURVEY MADE - NOT ALL TRACKS SHOWN

**NS NORFOLK SOUTHERN**

NORFOLK AND WESTERN RAILWAY Co.

LAKE DIVISION

COLUMBUS, OHIO

PROPOSED NEW CONNECTION

DAB

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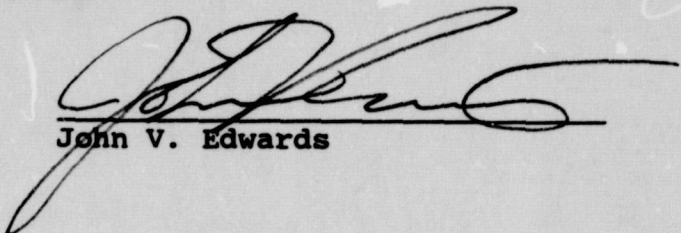
'88-24

JANUARY 13, 1997

TA-97-0010 A

CERTIFICATE OF SERVICE

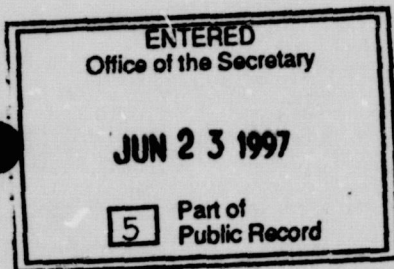
I, John V. Edwards, hereby certify that a copy of the foregoing document will be served on the parties required to be served by the applicable regulations, by first class U.S. mail, postage prepaid, or by other more expeditious means, on the date that the Control Application in Finance Docket No. 33388 is filed with the Surface Transportation Board.



John V. Edwards

Dated: June 8, 1997





BEFORE THE  
SURFACE TRANSPORTATION BOARD



Finance Docket No. 33388 (Sub-No. 21)

**FILED**

JUN 23 1997

**SURFACE  
TRANSPORTATION BOARD**

NORFOLK AND WESTERN RAILWAY COMPANY  
-- CONSTRUCTION AND OPERATION EXEMPTION --  
CONNECTING TRACK WITH CONSOLIDATED RAIL CORPORATION  
AT OAK HARBOR, OH

PETITION FOR EXEMPTION

Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC"), hereby petitions the Board under 49 U.S.C. 10502 and 49 CFR 1121.1 and 49 CFR 1150.1(a) for an exemption from the requirements of 49 U.S.C. 10901 to construct and operate connecting track at Oak Harbor, OH. The track will connect NW's Toledo, OH-Bellevue, OH line and Consolidated Rail Corporation's ("CRC") Toledo, OH-Cleveland, OH line. The requested construction and operation exemption authority is related to NSRC's and Norfolk Southern Corporation's ("NSC") primary application in Finance Docket No. 33388 to acquire control and operation, with CSX Corporation and CSX Transportation, Inc. ("CSXT"), of CRC and Conrail Inc. ("CRI") ("the Primary Application").

Waiver of Environmental Rules: Pre-Filing Notice. In Decision No. 7 concerning the Primary Application in Finance Docket No. 33388, served May 30, 1997, the Board granted the primary applicants, including NSRC and its subsidiaries, such as

NW, a waiver of the environmental rule in 49 CFR 1105.10(a) that requires six months advance written notice to the Board's Section of Environmental Analysis ("SEA") before filing a construction application under 49 U.S.C. 10901, if an Environmental Impact Statement ("EIS") is required or contemplated.

The environmental rule also requires an applicant to begin consultation with SEA six months before the filing of a construction application. (The Board said this is applicable to petitions, as well.) The Board stated that the 6-month waiting period is unnecessary because applicants have been engaged for some time in on-going consultations with SEA about the proposed Primary Application and related applications, petitions and notices and the potential associated environmental impacts.

Name and Address of Railroad Proposing to Construct and Operate the Track. Norfolk and Western Railway Company  
Three Commercial Place  
Norfolk, VA 23510-2191

Narrative Description of the Proposal. Petitioner proposes to construct and operate a connecting track of approximately 4,965 feet in length at Oak Harbor, OH. The track will connect NW's Toledo, OH-Bellevue, OH line and Consolidated Rail Corporation's ("CRC") Toledo, OH-Cleveland, OH line. This connecting track will create an efficient new route over CRC's line between Detroit, MI and Oak Harbor, OH and then over NW's line between Oak Harbor, OH and Bellevue, OH. It will create efficient access from the Detroit, MI and Toledo, OH areas to NW's Bellevue, OH yard.



Name and Address of Petitioner's Representative to Receive  
Correspondence Concerning This Matter.

James R. Paschall  
General Attorney  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510-2191  
(757) 629-2759

Common Carrier Status of Petitioner. Petitioner is a common carrier by railroad.

Operation. Petitioner will operate the rail line to be constructed.

Industry Affiliation. The track to be constructed is a short connecting track. Petitioner is not affiliated with any industry currently to be served directly by the track.

Incorporation of and Further Information Concerning  
Petitioner. Petitioner, Norfolk and Western Railway Company, was incorporated in the Commonwealth of Virginia for railroad purposes by special act of the Virginia legislature, approved on January 15, 1896. Petitioner's parent company, Norfolk Southern Railway Company, was incorporated for railroad purposes in Virginia on June 18, 1894 as Southern Railway Company. The name Southern Railway Company was changed to Norfolk Southern Railway Company, effective December 31, 1990. Norfolk Southern Railway Company is a wholly-owned subsidiary of Norfolk Southern Corporation, a non-carrier holding company.

Officers, Directors, Shareholders, Affiliates. See Exhibit 11 (Volume 1) of the Primary Application.

Board Resolution. Norfolk Southern's Board gave authority

to file the Primary Application. This carries with it authority to make the related applications. See Volume 1 of the Primary Application.

Description of Proposed Construction and Operation.

Location. The track to be constructed is a proposed new connection of approximately 4,965 feet in length at Oak Harbor, OH and will occupy approximately 11.5 acres of land. The track will connect NW's Toledo, OH-Bellevue, OH line and Consolidated Rail Corporation's ("CRC") Toledo, OH-Cleveland, OH line. This connecting track will create an efficient new route over CRC's line between Detroit, MI and Oak Harbor, OH and then over NW's line between Oak Harbor, OH and Bellevue, OH. It will create efficient access from the Detroit, MI and Toledo, OH areas to NW's Bellevue, OH yard. It will be in the northwest section of the intersection of the two lines.

This connecting track will create an efficient route between Detroit, MI and Bellevue, OH via Toledo, OH and Oak Harbor, OH.

Relevant Agreements. There are no relevant agreements concerning the proposed track constructions (other than those that pertain generally to the Primary Application).

Traffic. The track will connect a through route that carries all general commodities. Since new territory is not being opened, more specific traffic information would be difficult to compile and would not be relevant. Petitioner incorporates by reference the traffic studies and operating plan in the Primary Application (See Volume 2, Exhibits 12 and 13).



Purpose. The purpose the proposed construction is to link the NSRC/NW/CRC rail systems, to improve the efficiency and quality of the rail service offered by the consolidated system, and to add or expand facilities to handle anticipated increased rail traffic.

Map. A map showing the location of the proposed track construction is attached as Exhibit "C." (Even though there are no Exhibits A and B, this Exhibit is labelled "C" to conform to the regulations at 49 CFR 1150.4(d).)

Proposed Start and Completion Dates of Construction. It is proposed that construction begin as soon as possible after a final decision on the Primary Application in Finance Docket No. 33388, if favorable. The decision is expected to be 350 days after the filing of this petition as a related application.

Area to Be Served. The track to be constructed is a connecting track that will improve the handling of through traffic in the vicinity of its construction (Oak Harbor, OH) and between Detroit, MI and Toledo, OH, and Bellevue, OH, via Oak Harbor, OH in general, but will not add additional industries or territory to be served to the combined NSRC/NW/CRC system.

Nature and Type of Industries in Area. Because the track to be constructed is a connecting track that will expedite through traffic, a description of the nature and type of industries in the area of the construction is irrelevant. Petitioner incorporates by reference evidence concerning marketing plans submitted with the Primary Application.

No Crossing of Another Rail Line. No other rail line will be crossed by the track to be constructed.

Operational Data. Twenty-two trains per day would be operated over the proposed track. Because this is a connecting track, there are no other specific operational data. Petitioner incorporates by reference the operating plan in Exhibit 13 to the Primary Application (Volume 1).

Financing. The construction will be financed from income or the funds borrowed to complete the primary transaction. Petitioner incorporates by reference Exhibit 18 of the Primary Application (Volume 1) and the supporting information in the Primary Application regarding the nature and amount of any new securities or other financial arrangements to be made in connection with the primary and related transactions and the effect of any increase in total fixed charges (Volume 1).

Financial Information. Relevant financial information concerning NSRC/NW and the effect of the overall transaction is in the Primary Application. See Volume 1, Exhibits 16 and 17 for pro forma balance sheets and income statements and Volume 7, Exhibits 20 and 21 for current balance sheets and income statements. Petitioner incorporates these by reference, rather than repeating them.

Costs. The cost of the proposed connecting track construction is estimated to be about \$2,967,000.00.

Net Income. Operating economies and increases in traffic, revenue and earnings are in the Primary Application (Volume 1).



Environmental and Historic Reports. There is no separate environmental and energy exhibit "H" because this will be covered by the Environmental Report in Exhibit 4, which is in Volume 6, Part 5 of the Primary Application.

Class Exemption Apparently Unavailable. This proposed construction requires acquisition of property. Therefore, even though this petition only concerns construction of a short connecting track, use of the class exemption at 49 CFR 1150.36 for this transaction appears not to be available.

Consultations on Environmental and Historic Reports. Consultations have been made or are being made in connection with required environmental and historic reports that are part of the Environmental Report in the Primary Application in Finance Docket No. 33388.

Compliance With the Board's Environmental Regulations. NW has complied or will comply with the Board's environmental regulations.

Draft Summary. A draft of the proposal to provide notice, in compliance with 49 CFR 1150.9 is attached. However, since this proceeding concerns a related application to Finance Docket No. 33388, the Board may wish to revise the summary or incorporate it into a general notice.

Legal Standards Met: Proper Subject for Exemption. Due to the length and routine nature of the construction, the environmental review that will take place, and the project's connection as an integral part of the transaction that is the

subject of the Primary Application in Finance Docket No. 33388, NW requests that the Board find that prior review by the Board is unnecessary and that the construction and operation of the track is the appropriate subject for an exemption from the prior approval requirements of the Board.

Under 49 U.S.C. 10502, the Board must exempt construction and operation from regulation if the Board finds that (1) application, in whole or in part, of a provision of the rail laws administered by the Board is not necessary to carry out the rail transportation policy of 49 U.S.C. 10101; and (2) either (a) the transaction or service is of limited scope or (b) regulation is not necessary to protect shippers from the abuse of market power.

Detailed scrutiny of this transaction under 49 U.S.C. 10901 is not necessary to carry out the rail transportation policy. The requested exemption will promote that policy by enabling NSRC/NW/CRC to compete more effectively and efficiently with other rail carriers, especially CSXT/CRC. The proposed construction will increase competition [49 U.S.C. 10101a(1) and (4)], and thus will minimize the need for federal regulatory control over rates and services [49 U.S.C. 10101a(2)]. The proposed construction and operation will reduce the possibility of predatory pricing and avoid undue concentrations of market power [49 U.S.C. 10101a(13)]. Other aspects of the rail transportation policy will not be adversely affected.

Regulation of the proposed transaction is not necessary to protect shippers from the abuse of market power. The proposed



track connection will increase, rather than reduce, rail competition and thus will tend to reduce market power and increase the welfare of shippers.

The transaction is limited in scope because the length of the track to be constructed is short (approximately 4,965 feet) and although it may shorten routes and provide additional connections between main line tracks, it will not extend the line into new territories or specific new industries.

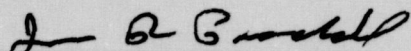
Labor Protection. Applicants have addressed the need for labor protection in Volume 3 of the Primary Application.

Request for Relief. NW requests that the Board find that prior review of the proposed construction and operation of this connecting track under 49 U.S.C. 10901 is not necessary to carry out the rail transportation policy of 49 U.S.C. 10101; that continued regulation is not necessary to protect shippers from an abuse of market power; that the construction of the connecting track will be of limited scope and that the construction and operation of the track is appropriate for an exemption from 49 U.S.C. 10901 under 49 U.S.C. 10502.

NW further requests that the Board publish notice in the *Federal Register*, within 30 days after this petition for exemption is received, that describes the project and invites comments; prepare an environmental assessment (or EIS, if necessary); conclude that the project will result in no serious adverse environmental consequences (or that such consequences can be mitigated); and, issue a final decision, as part of the

decision on the Primary Application, allowing the construction and operation of the track to proceed pursuant to exemption authority on the effective date of the authority granted in connection with the Primary Application (which is expected to be 350 days after the notice is filed and 320 days after the *Federal Register* notice).

Respectfully submitted,  
NORFOLK AND WESTERN RAILWAY COMPANY

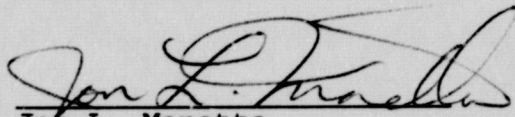
  
\_\_\_\_\_  
James R. Paschall  
General Attorney  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510-2191  
(757) 629-2759

June 5, 1997



VERIFICATION

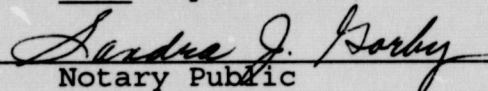
Jon L. Manetta, makes oath and says that he is Vice President, Transportation and Mechanical, Norfolk Southern Corporation, that he has examined all the statements in the foregoing verified notice of exemption in Finance Docket No. 33388 (Sub-No. 21); that he has knowledge of the facts and matters relied upon in the Notice of Exemption; and that all representations set forth therein are true to the best of his knowledge, information and belief.

  
Jon L. Manetta

COMMONWEALTH OF VIRGINIA

CITY OF NORFOLK

Subscribed and sworn to before me  
this 5<sup>th</sup> day of June, 1997.

  
Notary Public

My commission expires:

**MARCH 31, 1998**

**SURFACE TRANSPORTATION BOARD**

**Summary Notice of Petition for Exemption**

**STB FINANCE DOCKET NO. 33388 (Sub-No. 21)**

**NORFOLK AND WESTERN RAILWAY COMPANY  
-- CONSTRUCTION AND OPERATION EXEMPTION --  
CONNECTING TRACK WITH CONSOLIDATED RAIL CORPORATION  
AT OAK HARBOR, OH**

Norfolk and Western Railway Company (NW), a wholly-owned subsidiary of Norfolk Southern Railway Company (NSRC), pursuant to the provisions of 49 U.S.C. 10502, 49 U.S.C. 10901(a), (b) and (c), 49 CFR 1121.1 and 49 CFR 1150.1(a) has petitioned the Board for an exemption from the prior review requirements of 49 U.S.C. 10901 for NW's construction and operation of a connecting track of approximately 4,965 feet in length at Oak Harbor, OH. The track will connect NW's Toledo, OH-Bellevue, OH line and Consolidated Rail Corporation's ("CRC") Toledo, OH-Cleveland, OH line. It will create efficient access from the Detroit, MI and Toledo, OH areas to NW's Bellevue, OH yard. NW has filed a petition for exemption rather than a notice of exemption because some of the track will be constructed on land not currently owned by either railroad, which therefore must be acquired from one or more third parties. This connecting track will create an efficient new route over CRC's line between Detroit, MI and Oak Harbor, OH and then over NW's line between Oak Harbor, OH and Bellevue, OH.

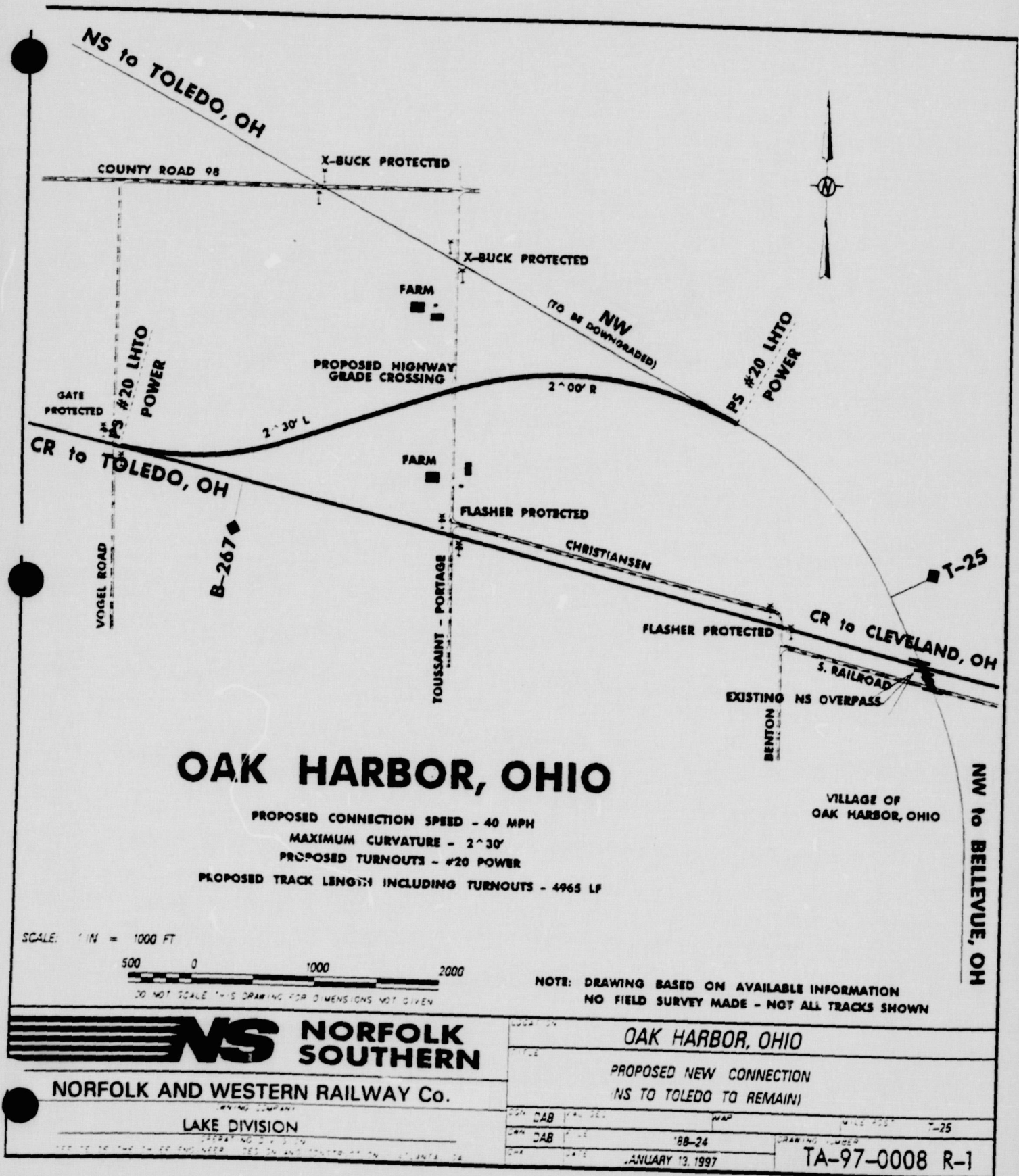
The proposed connecting track construction is related to the  
Page 1 of 2



primary application of NSRC and its parent company, Norfolk Southern Corporation (NSC), a non-carrier holding company, (along with CSX Corporation and CSX Transportation, Inc.) in Finance Docket No. 33388 to control CRC and Conrail Inc. (the Primary Application). The effective date of the exemption will be the effective date of the Board's decision approving NSRC's/NSC's Primary Application, if it is approved, which is expected to be 320 days after the publication of this notice.

Comments are invited concerning the proposed construction project. As a related application to the Primary Application in Finance Docket No. 33388, comments are due 90 days after the publication of this notice.

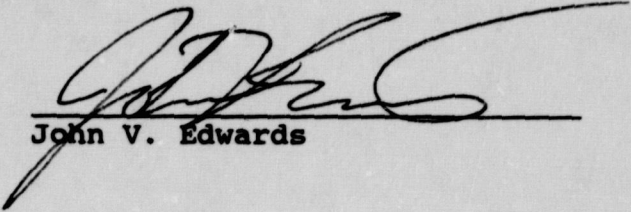
The name, address and telephone number of NSRC's representative who should receive correspondence concerning this matter is: James R. Paschall, General Attorney, Norfolk Southern Corporation, Three Commercial Place, Norfolk, VA 23510-2191.





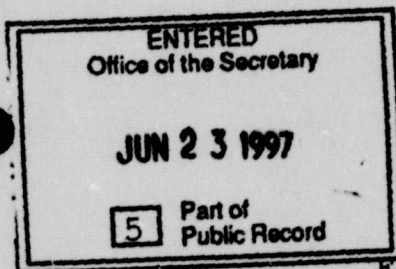
CERTIFICATE OF SERVICE

I, John V. Edwards, hereby certify that a copy of the foregoing document will be served on the parties required to be served by the applicable regulations, by first class U.S. mail, postage prepaid, or by other more expeditious means, on the date that the Control Application in Finance Docket No. 33388 is filed with the Surface Transportation Board.



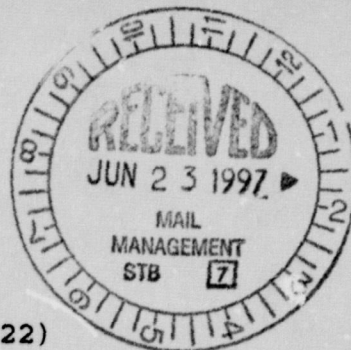
John V. Edwards

Dated: June 8, 1997



BEFORE THE

SURFACE TRANSPORTATION BOARD



Finance Docket No. 33388 (Sub-No. 22)

NORFOLK AND WESTERN RAILWAY COMPANY  
-- CONSTRUCTION AND OPERATION EXEMPTION --  
CONNECTING TRACK WITH CONSOLIDATED RAIL CORPORATION  
AT VERMILION, OH

**FILED**

JUN 23 1997

PETITION FOR EXEMPTION

**SURFACE  
TRANSPORTATION BOARD**

Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC"), hereby petitions the Board under 49 U.S.C. 10502 and 49 CFR 1121.1 and 49 CFR 1150.1(a) for an exemption from the requirements of 49 U.S.C. 10901 to construct and operate a connecting track (crossover) at Vermilion, OH. The track will connect NW's Cleveland, OH-Bellevue, OH line and Consolidated Rail Corporation's ("CRC") Toledo, OH-Cleveland, OH line via Vermilion, OH. It will allow for the efficient movement of traffic from Detroit, MI and Elkhart, IN to Cleveland, OH and Buffalo, NY. The requested construction and operation exemption authority is related to NSRC's and Norfolk Southern Corporation's ("NSC") primary application in Finance Docket No. 33388 to acquire control and operation, with CSX Corporation and CSX Transportation, Inc. ("CSXT"), of CRC and Conrail Inc. ("CRI") ("the Primary Application").

Waiver of Environmental Rules: Pre-Filing Notice. In



Decision No. 7 concerning the Primary Application in Finance Docket No. 33388, served May 30, 1997, the Board granted the primary applicants, including NSRC and its subsidiaries, such as NW, a waiver of the environmental rule in 49 CFR 1105.10(a) that requires six months advance written notice to the Board's Section of Environmental Analysis ("SEA") before filing a construction application under 49 U.S.C. 10901, if an Environmental Impact Statement ("EIS") is required or contemplated.

The environmental rule also requires an applicant to begin consultation with SEA six months before the filing of a construction application. (The Board said this is applicable to petitions, as well.) The Board stated that the 6-month waiting period is unnecessary because applicants have been engaged for some time in on-going consultations with SEA about the proposed Primary Application and related applications, petitions and notices and the potential associated environmental impacts.

Name and Address of Railroad Proposing to Construct and Operate the Track. Norfolk and Western Railway Company  
Three Commercial Place  
Norfolk, VA 23510-2191

Narrative Description of the Proposal. Petitioner proposes to construct and operate a connecting track consisting of a crossover approximately 5,398 feet in length at Vermilion, OH. The track will connect NW's Cleveland, OH-Bellevue, OH line and Consolidated Rail Corporation's ("CRC") Toledo, OH-Cleveland, OH via Vermilion, OH line. This connecting track will run between Detroit, MI and Elkhart, IN, on the one hand, and Cleveland, OH

and Buffalo, NY, on the other hand.

Name and Address of Petitioner's Representative to Receive  
Correspondence Concerning This Matter.

James R. Paschall  
General Attorney  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510-2191  
(757) 629-2759

Common Carrier Status of Petitioner. Petitioner is a common carrier by railroad.

Operation. Petitioner will operate the rail line to be constructed.

Industry Affiliation. The track to be constructed is a short connecting track. Petitioner is not affiliated with any industry currently to be served directly by the track.

Incorporation of and Further Information Concerning  
Petitioner. Petitioner, Norfolk and Western Railway Company, was incorporated in the Commonwealth of Virginia for railroad purposes by special act of the Virginia legislature, approved on January 15, 1896. Petitioner's parent company, Norfolk Southern Railway Company, was incorporated for railroad purposes in Virginia on June 18, 1894 as Southern Railway Company. The name Southern Railway Company was changed to Norfolk Southern Railway Company, effective December 31, 1990. Norfolk Southern Railway Company is a wholly-owned subsidiary of Norfolk Southern Corporation, a non-carrier holding company.

Officers, Directors, Shareholders, Affiliates. See Exhibit 11 (Volume 1) of the Primary Application.



Board Resolution. Norfolk Southern's Board gave authority to file the Primary Application. This carries with it authority to make the related applications. See Volume 1 of the Primary Application.

Description of Proposed Construction and Operation.

Location. The track to be constructed is a proposed new connection in the form of a crossover track approximately 5,398 feet in total length at Vermilion, OH and will occupy approximately 12.4 acres of land. The track will connect NW's Cleveland, OH-Bellevue, OH line and Consolidated Rail Corporation's ("CRC") Toledo, OH-Cleveland, OH line via Vermilion, OH. This connecting track will create an efficient new route over CRC's line between Toledo, OH and Cleveland, OH via Vermilion, OH and then over NW's line between Bellevue, OH and Cleveland, OH. It will create efficient access for main line traffic between Elkhart, IN and Detroit, MI, on the one hand, and Cleveland, OH and Buffalo, NY, on the other hand. The track to be constructed will be in the form of a crossover between the two parallel lines.

Relevant Agreements. There are no relevant agreements concerning the proposed track constructions (other than those that pertain generally to the Primary Application).

Traffic. The track will connect a through route that carries all general commodities. Since new territory is not being opened, more specific traffic information would be difficult to compile and would not be relevant. Petitioner

incorporates by reference the traffic studies and operating plan in the Primary Application (See Volume 2, Exhibits 12 and 13).

Purpose. The purpose the proposed construction is to link the NSRC/NW/CRC rail systems, to improve the efficiency and quality of the rail service offered by the consolidated system, and to add or expand facilities to handle anticipated increased rail traffic.

Map. A map showing the location of the proposed track construction is attached as Exhibit "C." (Even though there are no Exhibits A and B, this Exhibit is labelled "C" to conform to the regulations at 49 CFR 1150.4(d).)

Proposed Start and Completion Dates of Construction. It is proposed that construction begin as soon as possible after a final decision on the Primary Application in Finance Docket No. 33388, if favorable. The decision is expected to be 350 days after the filing of this petition as a related application.

Area to Be Served. The track to be constructed is a connecting track that will improve the handling of through traffic in the vicinity of its construction (Vermilion, OH) and between Cleveland, OH and western points such as St. Louis, MO and between Detroit, MI and Elkhart, IN, and Buffalo, NY, in general, but will not add additional industries or territory to be served to the combined NSRC/NW/CRC system.

Nature and Type of Industries in Area. Because the track to be constructed is a connecting track that will expedite through traffic, a description of the nature and type of industries in



the area of the construction is irrelevant. Petitioner incorporates by reference evidence concerning marketing plans submitted with the Primary Application.

No Crossing of Another Rail Line. No other rail line will be crossed by the track to be constructed.

Operational Data. Thirty-five trains per day would be operated over the proposed track. Because this is a connecting track, there are no other specific operational data. Petitioner incorporates by reference the operating plan in Exhibit 13 to the Primary Application (Volume 1).

Financing. The construction will be financed from income or the funds borrowed to complete the primary transaction. Petitioner incorporates by reference Exhibit 18 of the Primary Application (Volume 1) and the supporting information in the Primary Application regarding the nature and amount of any new securities or other financial arrangements to be made in connection with the primary and related transactions and the effect of any increase in total fixed charges (Volume 1).

Financial Information. Relevant financial information concerning NSRC/NW and the effect of the overall transaction is in the Primary Application. See Volume 1, Exhibits 16 and 17 for pro forma balance sheets and income statements and Volume 7, Exhibits 20 and 21 for current balance sheets and income statements. Petitioner incorporates these by reference, rather than repeating them.

Costs. The cost of the proposed connecting track

construction is estimated to be about \$5,587,000.00.

Net Income. Operating economies and increases in traffic, revenue and earnings are in the Primary Application (Volume 1).

Environmental and Historic Reports. There is no separate environmental and energy exhibit "H" because this will be covered by the Environmental Report in Exhibit 4, which is in Volume 6, Part 5 of the Primary Application.

Class Exemption Apparently Unavailable. This proposed construction requires acquisition of property. Therefore, even though this petition only concerns construction of a short connecting track, use of the class exemption at 49 CFR 1150.36 for this transaction appears not to be available.

Consultations on Environmental and Historic Reports. Consultations have been made or are being made in connection with required environmental and historic reports that are part of the Environmental Report in the Primary Application in Finance Docket No. 33388.

Compliance With the Board's Environmental Regulations. NW has complied or will comply with the Board's environmental regulations.

Draft Summary. A draft of the proposal to provide notice, in compliance with 49 CFR 1150.9 is attached. However, since this proceeding concerns a related application to Finance Docket No. 33388, the Board may wish to revise the summary or incorporate it into a general notice.

Legal Standards Met: Proper Subject for Exemption. Due to



the length and routine nature of the construction, the environmental review that will take place, and the project's connection as an integral part of the transaction that is the subject of the Primary Application in Finance Docket No. 33388, NW requests that the Board find that prior review by the Board is unnecessary and that the construction and operation of the track is the appropriate subject for an exemption from the prior approval requirements of the Board.

Under 49 U. S. C. 10502, the Board must exempt construction and operation from regulation if the Board finds that (1) application, in whole or in part, of a provision of the rail laws administered by the Board is not necessary to carry out the rail transportation policy of 49 U.S.C. 10101; and (2) either (a) the transaction or service is of limited scope or (b) regulation is not necessary to protect shippers from the abuse of market power.

Detailed scrutiny of this transaction under 49 U.S.C. 10901 is not necessary to carry out the rail transportation policy. The requested exemption will promote that policy by enabling NSRC/NW/CRC to compete more effectively and efficiently with other rail carriers, especially CSXT/CRC. The proposed construction will increase competition [49 U.S.C. 10101a(1) and (4)], and thus will minimize the need for federal regulatory control over rates and services [49 U.S.C. 10101a(2)]. The proposed construction and operation will reduce the possibility of predatory pricing and avoid undue concentrations of market power [49 U.S.C. 10101a(13)]. Other aspects of the rail

transportation policy will not be adversely affected.

Regulation of the proposed transaction is not necessary to protect shippers from the abuse of market power. The proposed track connection will increase, rather than reduce, rail competition and thus will tend to reduce market power and increase the welfare of shippers.

The transaction is limited in scope because the length of the track to be constructed is short (approximately 5,398 feet) and although it may shorten or upgrade routes and provide additional connections between main line tracks, it will not extend the line into new territories or specific new industries.

Labor Protection. Applicants have addressed the need for labor protection in Volume 3 of the Primary Application.

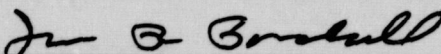
Request for Relief. NW requests that the Board find that prior review of the proposed construction and operation of this connecting track under 49 U.S.C. 10901 is not necessary to carry out the rail transportation policy of 49 U.S.C. 10101; that continued regulation is not necessary to protect shippers from an abuse of market power; that the construction of the connecting track will be of limited scope and that the construction and operation of the track is appropriate for an exemption from 49 U.S.C. 10901 under 49 U. S. C. 10502.

NW further requests that the Board publish notice in the *Federal Register*, within 30 days after this petition for exemption is received, that describes the project and invites comments; prepare an environmental assessment (or EIS, if



necessary); conclude that the project will result in no serious adverse environmental consequences (or that such consequences can be mitigated); and, issue a final decision, as part of the decision on the Primary Application, allowing the construction and operation of the track to proceed pursuant to exemption authority on the effective date of the authority granted in connection with the Primary Application (which is expected to be 350 days after the notice is filed and 320 days after the *Federal Register* notice).

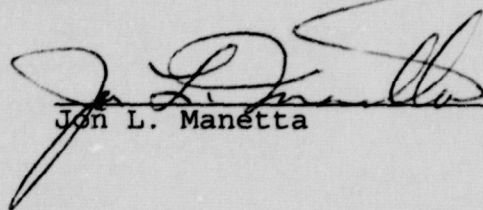
Respectfully submitted,  
NORFOLK AND WESTERN RAILWAY COMPANY

  
\_\_\_\_\_  
James R. Paschall  
General Attorney  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510-2191  
(757) 629-2759

June 5, 1997

VERIFICATION

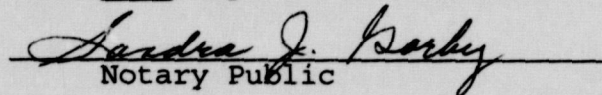
Jon L. Manetta, makes oath and says that he is Vice President, Transportation and Mechanical, Norfolk Southern Corporation, that he has examined all the statements in the foregoing verified notice of exemption in Finance Docket No. 33388 (Sub-No. 22); that he has knowledge of the facts and matters relied upon in the Notice of Exemption; and that all representations set forth therein are true to the best of his knowledge, information and belief.

  
Jon L. Manetta

COMMONWEALTH OF VIRGINIA

CITY OF NORFOLK

Subscribed and sworn to before me  
this 5<sup>th</sup> day of June, 1997.

  
Notary Public

My commission expires:

**MARCH 31, 1998**



**SURFACE TRANSPORTATION BOARD**

**Summary Notice of Petition for Exemption**

**STB FINANCE DOCKET NO. 33388 (Sub-No. 22)**

**NORFOLK AND WESTERN RAILWAY COMPANY  
-- CONSTRUCTION AND OPERATION EXEMPTION --  
CONNECTING TRACK WITH CONSOLIDATED RAIL CORPORATION  
AT VERMILION, OH**

Norfolk and Western Railway Company (NW), a wholly-owned subsidiary of Norfolk Southern Railway Company (NSRC), pursuant to the provisions of 49 U.S.C. 10502, 49 U.S.C. 10901(a), (b) and (c), 49 CFR 1121.1 and 49 CFR 1150.1(a) has petitioned the Board for an exemption from the prior review requirements of 49 U.S.C. 10901 for NW's construction and operation of a connecting track in the form of a crossover of approximately 5,398 feet in length at Vermilion, OH. The track will connect NW's Cleveland, OH-Bellevue, OH line and Consolidated Rail Corporation's ("CRC") Toledo, OH-Cleveland, OH line. NW has filed a petition for exemption rather than a notice of exemption because some of the track will be constructed on land not currently owned by either railroad, and which therefore must be acquired from one or more third parties. This connecting track will create an efficient new route over CRC's line between Cleveland, OH and Vermilion, OH and then over NW's line between Vermilion, OH and St. Louis, MO and between Detroit, MI and Buffalo, NY.

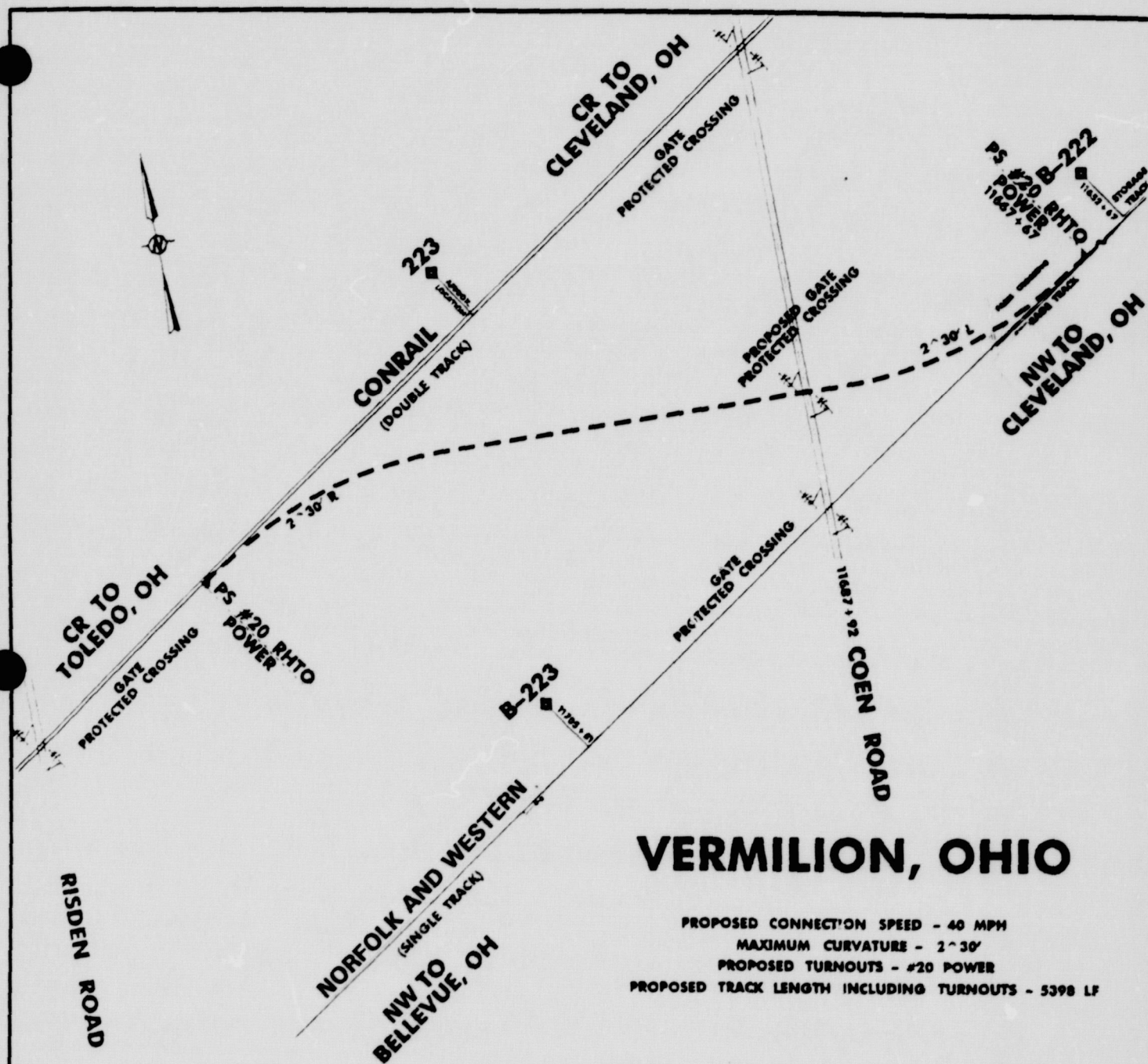
The proposed connecting track construction is related to the primary application of NSRC and its parent company, Norfolk Page  
1 of 2

Southern Corporation (NSC), a non-carrier holding company (along with CSX Corporation and CSX Transportation, Inc.) in Finance Docket No. 33388 to control CRC and Conrail Inc. (the Primary Application). The effective date of the exemption will be the effective date of the Board's decision approving NSRC's Primary Application, if it is approved, which is expected to be 320 days after the publication of this notice.

Comments are invited concerning the proposed construction project. As a related application to the Primary Application in Finance Docket No. 33388, comments are due 90 days after the publication of this notice.

The name, address and telephone number of NSRC's representative who should receive correspondence concerning this matter is: James R. Paschall, General Attorney, Norfolk Southern Corporation, Three Commercial Place, Norfolk, VA 23510-2191.

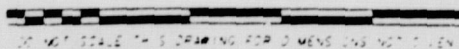




# VERMILION, OHIO

PROPOSED CONNECTION SPEED - 40 MPH  
MAXIMUM CURVATURE - 2° 30'  
PROPOSED TURNOUTS - #20 POWER  
PROPOSED TRACK LENGTH INCLUDING TURNOUTS - 5398 LF

SCALE: NOT TO SCALE



NOTE: DRAWING BASED ON AVAILABLE INFORMATION  
NO FIELD SURVEY MADE - NOT ALL TRACKS SHOWN



**NORFOLK SOUTHERN**

NORFOLK AND WESTERN RAILWAY Co.

LAKE DIVISION

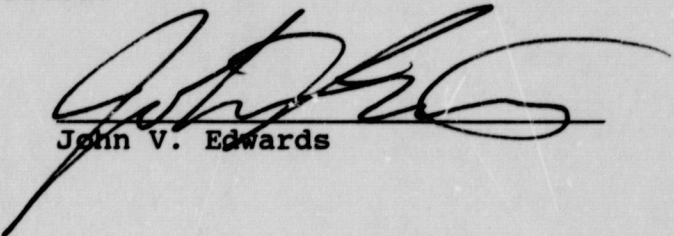
VERMILION, OHIO

PROPOSED NEW CONNECTION

DAB		188-24	B-223
DAB		JANUARY 13, 1957	TA-97-0007 R2

CERTIFICATE OF SERVICE

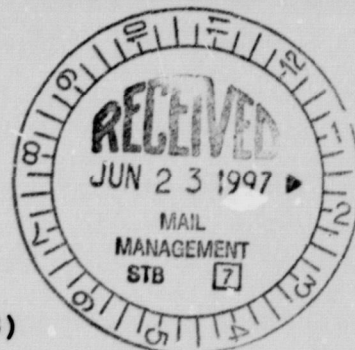
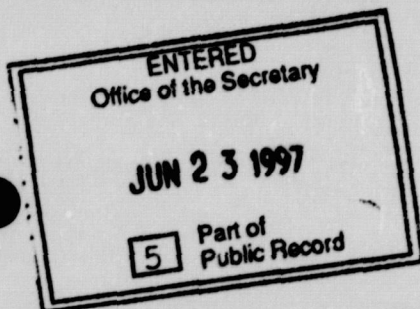
I, John V. Edwards, hereby certify that a copy of the foregoing document will be served on the parties required to be served by the applicable regulations, by first class U.S. mail, postage prepaid, or by other more expeditious means, on the date that the Control Application in Finance Docket No. 33388 is filed with the Surface Transportation Board.



John V. Edwards

Dated: June 8, 1997





BEFORE THE  
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388 (Sub-No. 23)

NORFOLK AND WESTERN RAILWAY COMPANY - JOINT RELOCATION PROJECT -  
OVER CSX TRANSPORTATION, INC.  
(CURRENT CONSOLIDATED RAIL CORPORATION)

**FILED**

JUN 23 1997

AT ERIE, PA

SURFACE  
TRANSPORTATION BOARD

VERIFIED NOTICE OF EXEMPTION  
UNDER 49 C.F.R. 1180.2(d)(5)

Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC"), hereby submits to the Surface Transportation Board ("Board"), pursuant to 49 U.S.C. 10502 and 49 C.F.R. Part 1180, a verified notice of exemption for a joint project involving relocation of NW's rail line running down 19th Street at Erie, PA to a parallel railroad right-of-way currently owned and operated by Consolidated Rail Corporation ("CRC") to be allocated to CSX Transportation, Inc. ("CSXT") in the transaction for which approval is sought in the Primary Application.

This project is related to NSRC's and its parent company's, Norfolk Southern Corporation's ("NSC"), primary application ("the Primary Application") in Finance Docket No. 33388 to acquire control and operation, with CSX Corporation ("CSXC") and CSXT, of CRC and Conrail Inc. ("CRI"). The project will not be implemented unless and until the parties' obtain Board approval of the Primary Application in Finance Docket No. 33388 and the line is allocated

by CRC to CSXT.

This joint project involving relocation of a line, which does not disrupt service to shippers, is exempt from the prior approval requirements of 49 U.S.C. 11323 (formerly 49 U.S.C. 11343) pursuant to 49 C.F.R. 1180.2(d)(5).

In accordance with the provisions of 49 C.F.R. 1180.4(g), NW hereby files this notice of exemption for the transaction and submits the following information in support of the notice:

**Description of Rail Carriers and the Transaction**  
**49 C.F.R. 1180.6(a)(1)(i-iii) and 1180.6(a)(5)**

This notice is filed on behalf of the following rail carriers:

Norfolk and Western Railway Company  
Three Commercial Place  
Norfolk, Virginia 23510-2191

Consolidated Rail Corporation  
2001 Market Street  
P. O. Box 41419  
Philadelphia, PA 19101-1419

CSX Transportation, Inc.  
500 Water Street  
Jacksonville, FL 32202

Counsel for Norfolk and Western Railway Company (NW) is:

James R. Paschall  
General Attorney  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, Virginia 23510-2191  
(804) 629-2759

Counsel for CSX Transportation, Inc. (CSXT) is:

Charles M. Rosenberger  
Counsel  
CSX Transportation, Inc.  
500 Water Street  
Jacksonville, FL 32202  
(904) 359-1250



Counsel for Consolidated Rail Corporation (CRC) is:

John J. Paylor  
Associate General Counsel  
Consolidated Rail Corporation  
2001 Market Street, 16A  
Philadelphia, PA 19101-1419  
(215) 209-5047

NW is a Class I railroad and a wholly-owned subsidiary of NSRC, which in turn is wholly-owned by NSC, a non-carrier holding company. CSXT is a Class I railroad and a wholly-owned subsidiary of CSXC, a non-carrier holding company. CRC is a Class I railroad and a wholly-owned subsidiary of CRI, a non-carrier holding company. The project will not be implemented until after the effective date of the authority requested in the Primary Application.

NSRC/NW, CSXT and CRC operate rail systems in the eastern United States, except New England. Exhibits 1, 2 and 11, in particular, in Volumes 1 and 7, and the Form 10-Ks in Volume 7 of the of the Primary Application have maps of the parties' rail systems and describe them in great detail. NW requests that the Board consider this information incorporated by reference.

The project will not result in a significant service change, except for improved transit times and efficiencies which will benefit customers, in view of the fact that NW currently operates over a parallel route.

Under this project, the NW line down the center of 19th Street in Erie, PA will be relocated to the CRC right-of-way to be acquired by CSXT for a distance of approximately 6.1 miles. The

relocated line would branch from the existing NW line just west of the Downing Avenue overpass and be constructed within existing CRC right-of-way in a westerly direction through Erie to a point west of Pittsburgh Avenue. The relocated line would turn south and rejoin the existing right of way. The approximate mileposts for the relocation are between B-85.10 near Downing Avenue and B-91.25 west of Pittsburgh Avenue.

**49 C.F.R. § 1180.6(a)(1)(ii)**  
**Proposed Time Schedule for**  
**Consummation of the Proposed Transaction**

This joint project concerning relocation of a rail line could be effective and implemented on seven days' notice under the Board's regulations. However, because the project is related to the Primary Application, it will not be implemented until the effective date of the Board's final decision approving the Primary Application.

**49 C.F.R. § 1180.6(a)(1)(iii)**  
**Purpose of the Transaction**

The purpose of the transaction is to permit NW to remove its main line from the middle of 19th Street in Erie, PA and relocate it to the existing parallel and adjacent CRC right-of-way to be allocated to CSXT. This will improve train movements and speed. It will also eliminate an active rail line from a city street which has considerable pedestrian and vehicular traffic.



**Exhibits**  
**49 C.F.R. § 1180.6(a)(6)**  
**Map of the Subject Rail Lines**

A map, showing the subject trackage over which NW and CRC operate is attached hereto as Exhibit 1.

**Exhibits**  
**49 C.F.R. § 1180.6(a)(7)(ii)**  
**Agreement**

Agreements pertaining to the Primary Application and related applications are in Volume 8 of the Primary Application. Therefore, there is no Exhibit 2 with this related application/notice.

**49 C.F.R. § 1180.6(a)(5)**  
**States in Which Property of the Applicant is Situated**

NSRC operates in the States of Alabama, Florida, Georgia, Illinois, Indiana, Louisiana, Kentucky, Maryland, Mississippi, Missouri, North Carolina, Ohio, South Carolina, Tennessee and Virginia.

NW operates in the States of Illinois, Indiana, Kentucky, Maryland, Michigan, Missouri, New York, North Carolina, Ohio, Pennsylvania, Virginia and West Virginia and the Province of Ontario.

CSXT operates in the States of Alabama, Delaware, Florida, Georgia, Illinois, Indiana, Louisiana, Kentucky, Maryland, Michigan, Mississippi, Missouri, New York, New Jersey, North Carolina, Ohio, South Carolina, Tennessee, Virginia and West

Virginia and the Province of Ontario.

CRC operates in the States of Connecticut, Delaware, Illinois, Indiana, Maryland, Massachusetts, Michigan, New Jersey, New York, Ohio, Pennsylvania, Virginia, and West Virginia, the District of Columbia and the Province of Quebec, Canada.

The trackage covered in this notice is in Pennsylvania.

**Basis for Exemption Under 49 C.F.R. 1180.2(d)(5)**

This joint project involving relocation of a line, which does not disrupt service to shippers, is exempt from the prior approval requirements of 49 U.S.C. 11323 (formerly 49 U.S.C. 11343) pursuant to 49 C.F.R. 1180.2(d)(5).

The Board, and its predecessor, the Interstate Commerce Commission, have found that exemption of such transactions satisfies the statutory requirements of 49 U.S.C. 10502, formerly 49 U.S.C. 10505.

**49 C.F.R. § 1180.4(g)(i)**  
**Labor Protective Conditions**

Applicants have addressed the need for labor protection in Volume 3 of the Primary Application.

**49 C.F.R. § 1180.4(g)(3)**  
**Environmental Documentation Certification**

NW has complied or will comply with such environmental documentation requirements from the Board's environmental regulations as are applicable to this transaction.



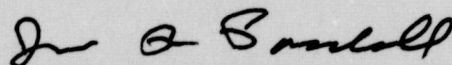
**49 C.F.R. § 1180.4(g)(2)(i)**  
**Caption Summary**

Pursuant to the requirements set forth at 49 C.F.R. § 1180.4(g)(2)(i), a caption summary of the joint project for relocation of a rail line is being filed simultaneously with this Notice of Exemption. However, in view of the fact that this notice is a related application to the Primary Application in Finance Docket No. 33388, the Board may wish to revise the notice or publish it as part of a more general notice.

**Conclusion and Request for Relief**

The joint project involving relocation of NW's rail line running down 19th Street at Erie, PA to a parallel railroad right-of-way currently owned and operated by Consolidated Rail Corporation ("CRC"), but to be acquired by CSX Transportation, Inc. ("CSXT") is the proper subject for a notice of exemption from the prior approval requirements of 49 U.S.C. 11323 (formerly 49 U.S.C. 11343) pursuant to 49 C.F.R. 1180.2(d)(5) and 49 U.S.C. 10502. NW requests that the Board publish the notice of exemption and make it effective with and on the effective date of the final decision on the Primary Application in Finance Docket No. 33388.

Respectfully submitted,



James R. Paschall  
General Attorney  
Norfolk and Western Railway Company  
Three Commercial Place  
Norfolk, Virginia 23510-2191  
(757) 629-2759

Dated: June 5, 1997

# VERIFICATION

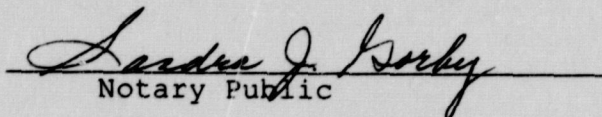
Jon L. Manetta, makes oath and says that he is Vice President-Transportation and Mechanical, Norfolk Southern Corporation, that he has examined all the statements in the foregoing verified notice of exemption in Finance Docket No. 33388 (Sub-No. 23); that he has knowledge of the facts and matters relied upon in the Notice of Exemption; and that all representations set forth therein are true to the best of his knowledge, information and belief.

  
Jon L. Manetta

COMMONWEALTH OF VIRGINIA

CITY OF NORFOLK

Subscribed and sworn to before me  
this 5<sup>th</sup> day of June, 1997.

  
Notary Public

My commission expires:

**MARCH 31, 1998**



SURFACE TRANSPORTATION BOARD

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FINANCE DOCKET NO. 33388 (Sub-No. 23)

NORFOLK AND WESTERN RAILWAY COMPANY - JOINT RELOCATION PROJECT -  
OVER CSX TRANSPORTATION, INC.  
(CURRENT CONSOLIDATED RAIL CORPORATION)

AT ERIE, PA

---

VERIFIED NOTICE OF EXEMPTION  
UNDER 49 C.F.R. 1180.2(d)(5)

---

Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC"), gave notice of exemption, pursuant to 49 U.S.C. 10502 and 49 C.F.R. Part 1180, for a joint project involving relocation of NW's rail line running down 19th Street at Erie, PA to a parallel railroad right-of-way currently owned and operated by Consolidated Rail Corporation ("CRC"), but to be acquired by CSX Transportation, Inc. ("CSXT").

This joint project involving relocation of a line, which does not disrupt service to shippers, is exempt from the prior approval requirements of 49 U.S.C. 11323 (formerly 49 U.S.C. 11343) pursuant to 49 C.F.R. 1180.2(d)(5).

This project is related to NSRC's and its parent company's, Norfolk Southern Corporation's ("NSC"), a non-carrier holding company's, primary application ("the Primary Application") in Finance Docket No. 33388 to acquire control and operation, with CSX Corporation ("CSXC") and CSXT, of CRC and Conrail Inc. ("CRI").

Page 1 of 2

The project will not be implemented unless and until the parties obtain Board approval of the Primary Application in Finance Docket No. 33388 and the line is transferred from CRC to CSXT. Because this Notice is a related application to the Primary Application, parties may comment on this related application within 120 days of the filing date. The effective date of the exemption is expected to be the effective date of the final decision on the Primary Application, if approved, which is expected to be 350 days after the filing date.

This Notice is filed under 49 C.F.R. 1180.2(d)(5). Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not stay the transaction.

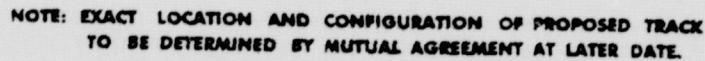
Dated: July \_\_\_\_, 1997

By the Board.

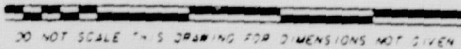
Vernon A. Williams, Secretary



PROPOSED NEW ROUTE - - -



NOTE: DRAWING BASED ON AVAILABLE INFORMATION  
NO FIELD SURVEY MADE - NOT ALL TRACKS SHOWN



**NORFOLK SOUTHERN**

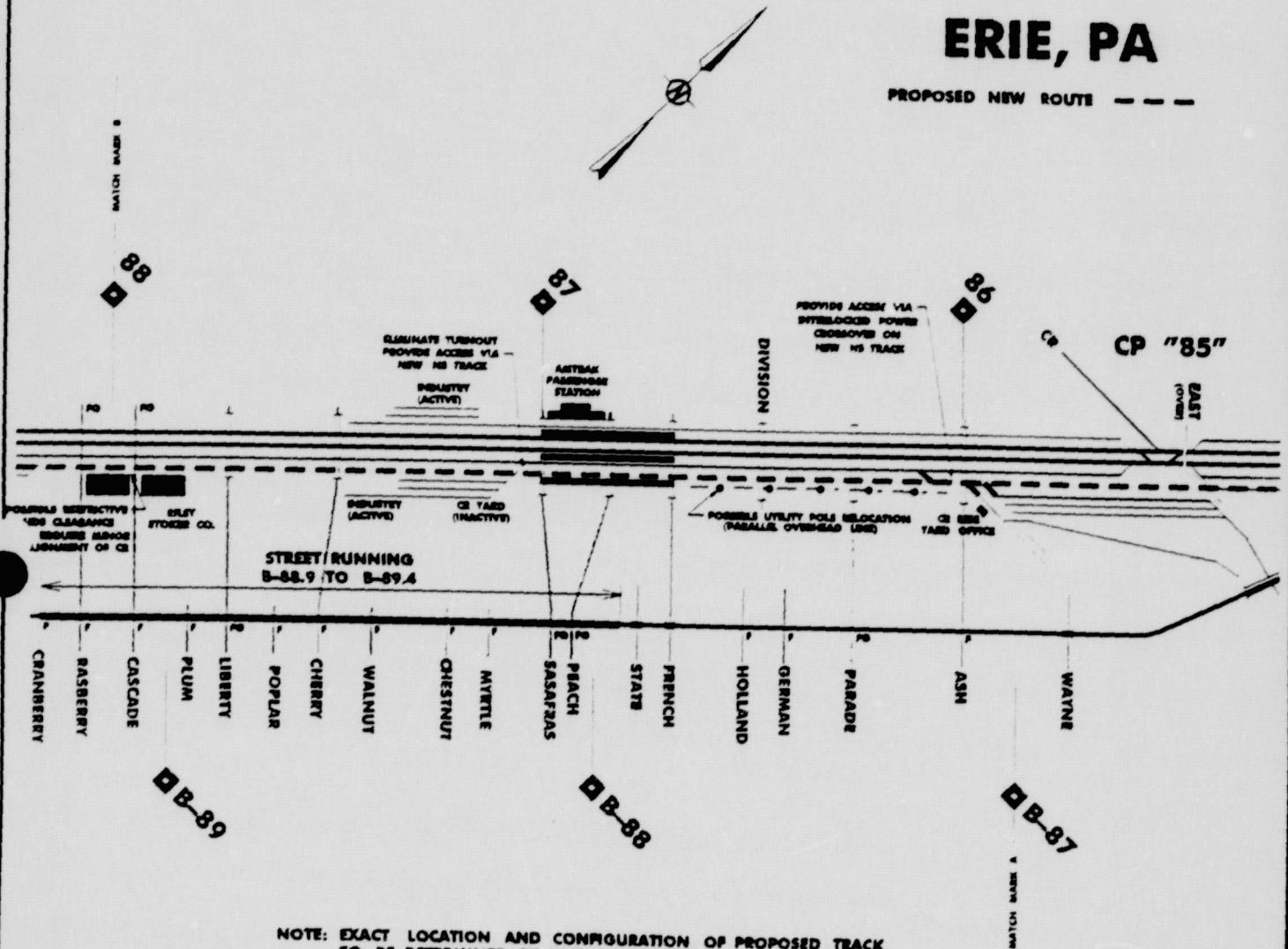
NORFOLK AND WESTERN RAILWAY CO.

DATE	DAB	FILE NO.	MAP	FILE NO.	8-85 TO 8-92
DATE	DAB	88-24			
DATE		MAY 6 1997			TA-97-0078

TA-97-0078

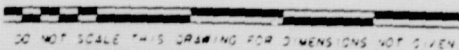
# ERIE, PA

PROPOSED NEW ROUTE - - -

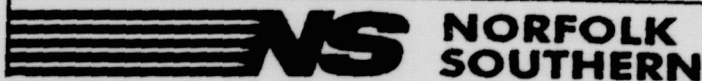


NOTE: EXACT LOCATION AND CONFIGURATION OF PROPOSED TRACK  
TO BE DETERMINED BY MUTUAL AGREEMENT AT LATER DATE.

SCALE: NOT TO SCALE



NOTE: DRAWING BASED ON AVAILABLE INFORMATION  
NO FIELD SURVEY MADE - NOT ALL TRACKS SHOWN



NORFOLK AND WESTERN RAILWAY CO.

OWNING COMPANY

OPERATING DIVISION

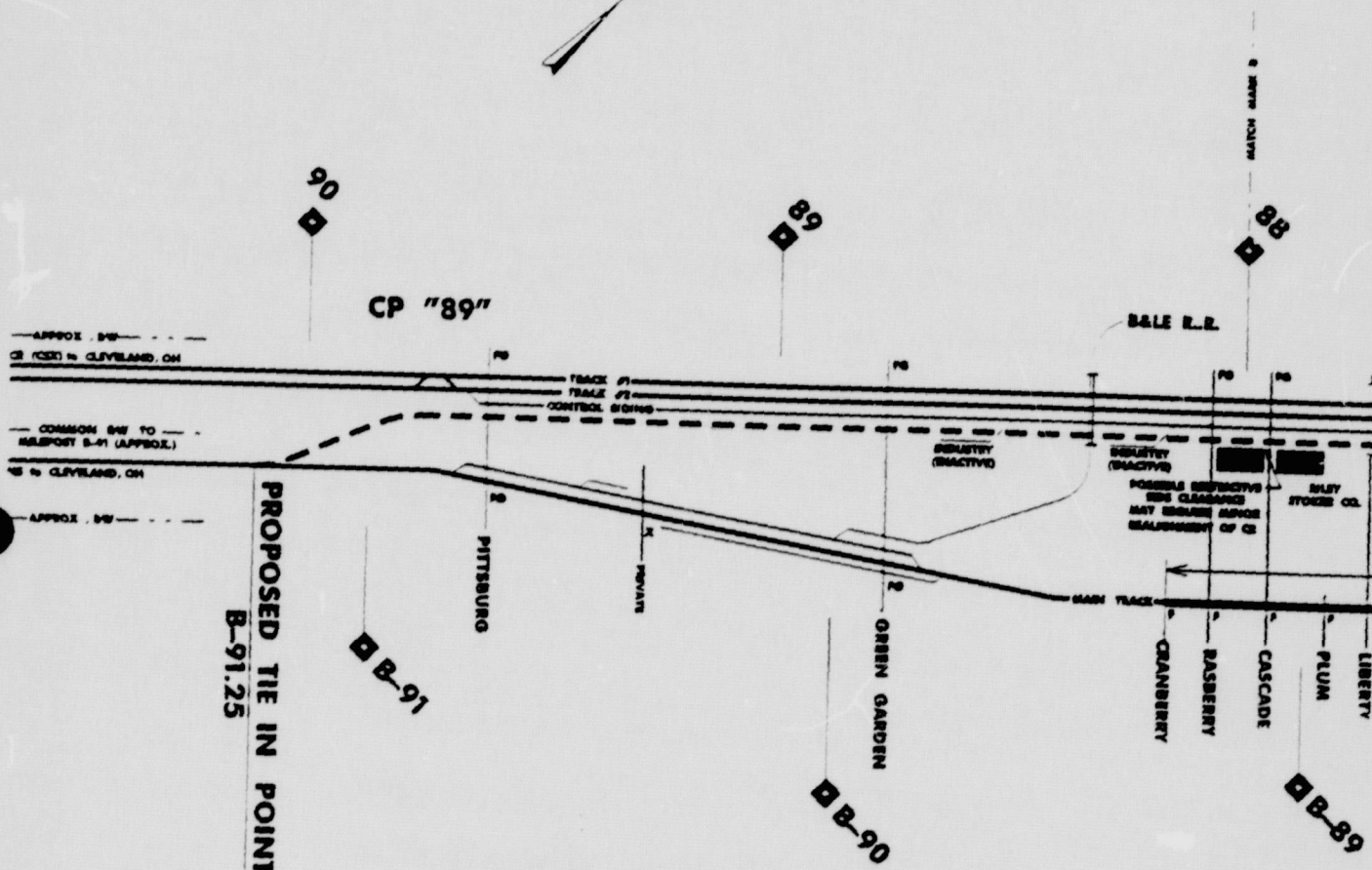
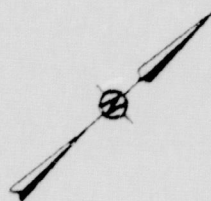
FOR THE PURPOSE OF THE PROPOSED PROJECT, THE FOLLOWING INFORMATION IS PROVIDED:

LOCATION		ERIE, PENNSYLVANIA	
TITLE		PROPOSED NEW ROUTE UTILIZING EXISTING CONRAIL (CSX) RIGHT OF WAY TO ELIMINATE STREET RUNNING	
CON	DAB	FILE NO.	8-85 TO 8-92
LEN	DAB	DATE	188-24
DATE	MAY 6, 1997		TA-97-0078

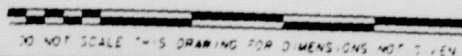


# ERIE, PA

PROPOSED NEW ROUTE - - -



SCALE: NOT TO SCALE



NOTE: DRAWING BASED ON AVAILABLE INFORMATION  
NO FIELD SURVEY MADE - NOT ALL TRACKS SHOWN

**NS NORFOLK SOUTHERN**

NORFOLK AND WESTERN RAILWAY CO.

LOCATION	ERIE, PENNSYLVANIA		
TITLE	PROPOSED NEW ROUTE UTILIZING EXISTING CONRAIL (CSX) RIGHT OF WAY TO ELIMINATE STREET RUNNING		
DESIGN	DAB	FILE NO.	188-24
DATE	MAY 5, 1997		DRAWING NUMBER TA-97-0078

CERTIFICATE OF SERVICE

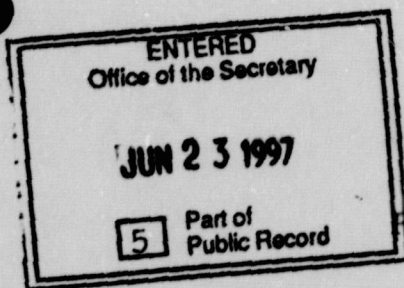
I, John V. Edwards, hereby certify that a copy of the foregoing document will be served on the parties required to be served by the applicable regulations, by first class U.S. mail, postage prepaid, or by other more expeditious means, on the date that the Control Application in Finance Docket No. 33388 is filed with the Surface Transportation Board.



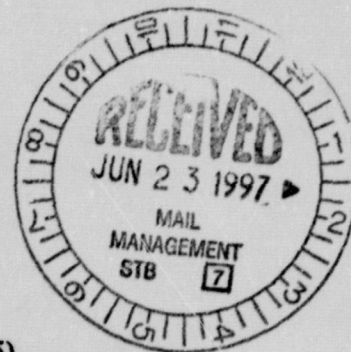
John V. Edwards

Dated: June 8, 1997





BEFORE THE  
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. 33388 (SUB-NO. 25)

NORFOLK AND WESTERN RAILWAY COMPANY -  
TRackage RIGHTS - CSX TRANSPORTATION, INC.

**FILED**

JUN 23 1997

NOTICE OF EXEMPTION

SURFACE  
TRANSPORTATION BOARD

Comes now CSX Transportation, Inc. ("CSXT") and Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC") (collectively "Applicants")<sup>1</sup> by and through their undersigned attorneys, and file this their notice of exemption pursuant to 49 C.F.R. Section 1180.2(d)(7) for NW to acquire trackage rights over trackage of CSXT between the connection of the parties at Erie Junction at Lima, Ohio at or near CSXT's Milepost BE-129.2, and Sidney, Ohio at or near CSXT's Milepost BE-96.5. The total distance of the trackage rights is approximately 32.7 miles.

In support of this notice of exemption, NSRC and CSXT hereby submit the following

<sup>1</sup> The definition of the term "Applicants" specified herein applies only to this Notice of Exemption.

information as required by 49 C.F.R. Section 1180.4(g)(1)(i):

A. The information required in 49 C.F.R. Section 1180.6(a)(1)(i-iii), (a)(5-6), and (a)(7)(ii) is as follows:

(a)(1) A description of the proposed transaction, including appropriate references to any supporting exhibits and statements contained in the application and discussing the following:

(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.

Under the proposed transaction, CSXT will grant overhead trackage rights to NW to operate its trains, locomotives, cars, and equipment with NW's own crews beginning at the connection of the parties at Erie Junction at Lima, Ohio at or near CSXT's Milepost BE-129.2, and Sidney, Ohio at or near CSXT's Milepost BE-96.5. In addition, CSXT will grant local trackage rights to NW to provide service to industries located at Sidney, Ohio, as listed on Exhibit A to the Trackage Rights Agreement between the parties. The total distance of the trackage rights is approximately 32.7 miles.

The names, business addresses, and telephone numbers of Applicants for this Notice of Exemption are:

Norfolk and Western Railway Company  
Three Commercial Place  
Norfolk, Virginia 23510-2191  
(757) 529-2838



CSX Transportation, Inc.  
500 Water Street  
Jacksonville, Florida 32202  
(904) 359-3100

The name of counsel to whom questions regarding the transaction can be addressed  
are:

James R. Paschall  
General Attorney  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, Virginia 23510-2191  
(757) 629-2759

Charles M. Rosenberger  
Senior Counsel  
CSX Transportation, Inc.  
500 Water Street, J-150  
Jacksonville, Florida 32202  
(904) 359-1250

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

The granting of these trackage rights is related to, and contingent upon, the proposed control of Conrail<sup>2</sup> by CSX<sup>3</sup> and NS,<sup>4</sup> approval for which is being sought in Finance Docket No. 33388. Accordingly, the trackage rights shall become effective only after the

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<sup>2</sup> Conrail, Inc. ("CRI") and Consolidated Rail Corporation ("CRC") are referred to collectively as "Conrail."

<sup>3</sup> CSX Corporation ("CSXC") and CSXT are referred to collectively as "CSX."

<sup>4</sup> Norfolk Southern Corporation ("NSC") and NSR are referred to collectively as "NS."

effective date of a Board decision approving the primary application and this related application in Finance Docket No. 33388.

- (a)(1)(iii) The purpose sought to be accomplished by the proposed transaction, e.g., operating economics, eliminating excess facilities, improving the financial viability of the applicants.

The sole purpose of the proposed trackage rights is to allow NW to serve the rail customers in Sidney, Ohio who currently are served by two railroads but would only be served by one railroad following the division of Conrail's assets and absent this trackage rights agreement.

- (a)(5) A list of the States in which any part of the property of each Applicant carrier is situated.

NW has property in the States of Illinois, Indiana, Kentucky, Maryland, Michigan, Missouri, New York, North Carolina, Ohio, Pennsylvania, Virginia and West Virginia and the Province of Ontario. (NSRC operates in the States of Alabama, Florida, Georgia, Illinois, Indiana, Louisiana, Kentucky, Maryland, Mississippi, Missouri, North Carolina, Ohio, South Carolina, Tennessee and Virginia.) CSXT has property in the States of Alabama, Delaware, Florida, Georgia, Illinois, Indiana, Kentucky, Louisiana, Maryland, Michigan, Mississippi, Missouri, New York, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee, Virginia, West Virginia, the Province of Ontario, Canada, and the District of Columbia.



**(a)(6) Map**

The required map is attached as Exhibit 1.

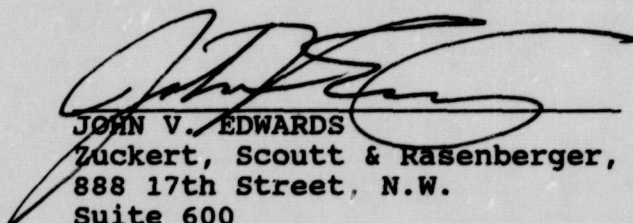
**(a)(7)(ii) Agreement**

A copy of the trackage rights agreement between CSXT and NSRC is included in Volume 8 of the Primary Application in Finance Docket No. 33388.

**Labor Protection.** The parties are agreeable to the imposition by this Board of appropriate conditions for protection of the interests of railroad employees affected by the transaction.


**Environmental Documentation.** Applications for trackage rights fall within a class of actions not requiring environmental documentation under 49 C.F.R. Part 1105; see 49 C.F.R. § 1105.6(c)(4).

Respectfully submitted,



JOHN V. EDWARDS  
Zuckert, Scoutt & Rasenberger, LLP  
888 17th Street, N.W.  
Suite 600  
Washington, D.C. 20006-3939  
(202) 298-8660

Counsel for  
Norfolk Southern Railway Company  
and Norfolk and Western Railway  
Company



CHARLES M. ROSENBERGER  
CSX Transportation, Inc.  
500 Water Street, J-150  
Jacksonville, Florida 32202  
(904) 359-1250

Counsel for  
CSX Transportation, Inc.

Dated: June 8, 1997



SURFACE TRANSPORTATION BOARD  
FINANCE DOCKET NO. 33388 (SUB-NO. 25)

NORFOLK AND WESTERN RAILWAY COMPANY - TRACKAGE  
RIGHTS - CSX TRANSPORTATION, INC.

NOTICE OF EXEMPTION

---

CSX Transportation, Inc. ("CSXT") has agreed to grant overhead and local trackage rights to Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC") between Lima, Ohio and Sidney, Ohio, including the right to provide service to industries located at Sidney, a total distance of approximately 32.7 miles in Allen, Auglaize, and Shelby Counties, Ohio. The trackage rights will take effect after the effective date of a Board decision approving the primary application in Finance Docket No. 33388.

This notice is filed pursuant to 49 C.F.R. 1180.2(d)(7). Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not stay the transaction.

Dated:

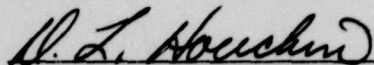
By the Board

Vernon A. Williams  
Secretary

## VERIFICATION

I, D.L. Houchin, declare under penalty of perjury that the foregoing is true and correct.

Further, I certify that I am qualified and authorized to file this Notice of Exemption. Executed  
this 8<sup>th</sup> day of June, 1997.



D.L. Houchin  
Assistant Vice President -  
Joint Facilities  
CSX Transportation, Inc.



VERIFICATION

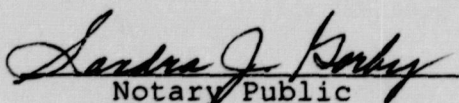
COMMONWEALTH OF VIRGINIA

CITY OF NORFOLK

J. W. McClellan, Vice President-Strategic Planning, Norfolk and Western Railway Company, being duly sworn, deposes and says that he has read the foregoing, knows the facts asserted therein, and that the same are true as stated.

  
J. W. McClellan

Sworn to and subscribed  
before me this 10<sup>th</sup> day  
of June, 1997

  
Notary Public

My commission expires:

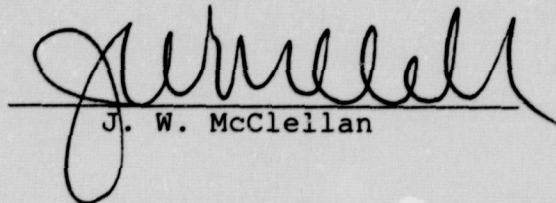
**MARCH 31, 1998**

VERIFICATION

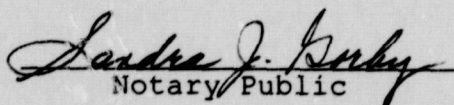
COMMONWEALTH OF VIRGINIA

CITY OF NORFOLK

J. W. McClellan, Vice President-Strategic Planning, Norfolk Southern Railway Company, being duly sworn, deposes and says that he has read the foregoing, knows the facts asserted therein, and that the same are true as stated.

  
J. W. McClellan

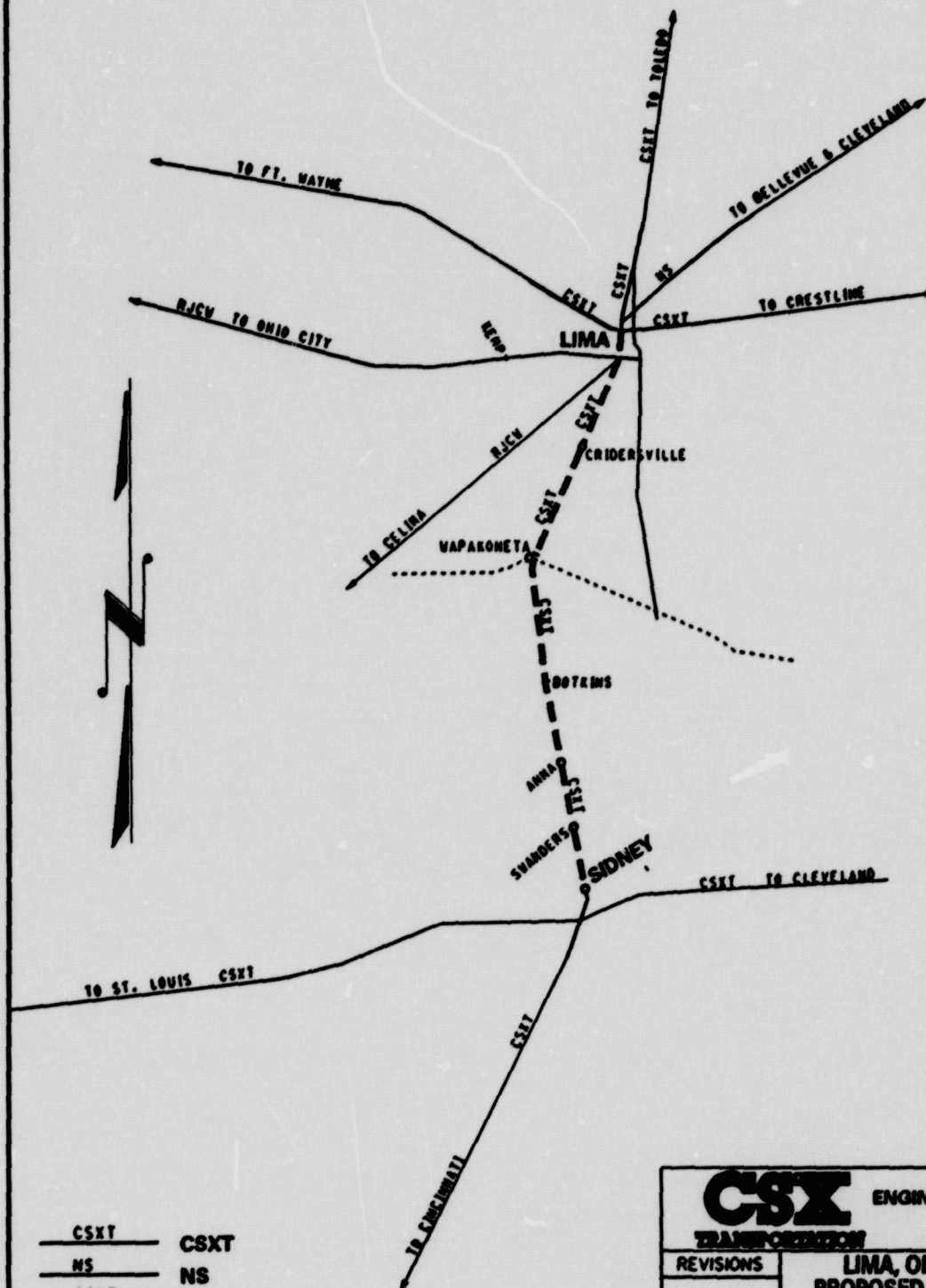
Sworn to and subscribed  
before me this 10<sup>th</sup> day  
of June, 1997

  
Notary Public

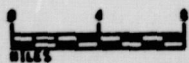
My commission expires:

**MARCH 31, 1998**





CSXT CSXT  
 NS NS  
 CSXT NS TR  
 TPV OTHER  
 ABANDONED

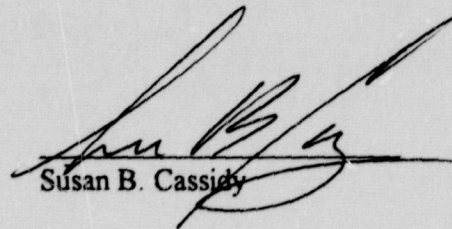


<b>CSX</b> TRANSPORTATION		ENGINEERING & MECHANICAL DEPARTMENT	
		LIMA, OH TO SIDNEY, OH PROPOSED TR, NS OVER CSXT WITH SWITCHING AT SIDNEY CUSTOMERS	
REVISIONS		DIVISION	SUBDIVISION
		SCALE: AS SHOWN	VAL. SEC.
		DATE: 5/17/97	DRAWING NO. OH08
		DRAWN: KEM / M.E.R.	SHEET 1 OF 1
CHECKED:			

CADD FILE: OH000000.DGN FILE:

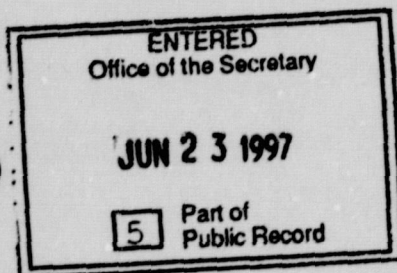
**CERTIFICATE OF SERVICE**

I, Susan B. Cassidy, hereby certify that a copy of the foregoing document will be served on the parties required to be served by the applicable regulations, by first class U.S. mail, postage prepaid, or by other more expeditious means, on the date that the Control Application in Finance Docket No. 33388 is filed with the Surface Transportation Board.

  
Susan B. Cassidy

Dated: June 8, 1997





BEFORE THE  
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388 (SUB-NO. 27)

**FILED**

JUN 23 1997

SURFACE  
TRANSPORTATION BOARD

NORFOLK AND WESTERN RAILWAY COMPANY  
-- TRACKAGE RIGHTS --  
CSX TRANSPORTATION, INC.

NOTICE OF EXEMPTION

Comes now Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC") and CSX Transportation, Inc. ("CSXT"), by and through their undersigned attorneys, and file this their notice of exemption pursuant to 49 C.F.R. Section 1180.2(d)(7), for NW to acquire trackage rights over trackage of CSXT between the connection of the parties at Columbus, Ohio (Parsons Yard) at or near CSXT's Milepost CJ 71.5 and Scioto, Ohio at or near CSXT's Milepost CK 2.5. The total distance of the trackage rights is approximately 5.0 miles.

This project is related to NSRC's and its parent company's, Norfolk Southern Corporation's ("NSC"), a non-carrier holding company's, primary application ("the Primary Application") in Finance Docket No. 33388 to acquire control and operation, with CSXT, and its parent company, CSX Corporation ("CSXC") a non-carrier holding company, of Consolidated Rail Corporation ("CRC") and Conrail Inc. ("CRI"). The project will not be implemented

unless and until the parties obtain Board approval of the Primary Application in Finance Docket No. 33388.

In support of this notice of exemption, NSRC and CSXT hereby submit the following information as required by 49 C.F.R. Section 1180.4(g)(1)(i):

A. The information required in 49 C.F.R. Section 1180.6(a)(1)(i-iii), (a)(5-6), and (a)(7)(ii) is as follows:

(a)(1) A description of the proposed transaction including appropriate references to any supporting exhibits and statements contained in the application and discussing the following:

(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.

Under the proposed transaction, CSXT will grant overhead trackage rights to NW to operate its trains, locomotives, cars, and equipment with NW's own crews beginning at the connection of the parties at Columbus, Ohio (Parsons Yard) at or near CSXT's Milepost CJ 71.5 and Scioto, Ohio at or near CSXT's Milepost CK 2.5. The total distance of the trackage rights is approximately 5.0 miles.

The name, business address, and telephone number of applicants is:

Norfolk and Western Railway Company  
Three Commercial Place  
Norfolk, Virginia 23510-2191  
(757) 629-2759