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33388

6-23-97

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180274V5

7/9

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 is:

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

(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 CRC by CSXT and NSRC(/NW), approval for which is being sought in Finance Docket No. 33388. Accordingly, the trackage rights shall become effective only after the effective date of a Board decision approving the Primary Application and this related application in Finance Docket No. 33388.

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

The purpose of the proposed trackage rights is to allow NSRC to serve the rail patrons in the Columbus, OH area better, to have operating economies and more efficient routing of traffic to improve competition, and to make operation of the CRC

properties fit better into the NSRC/NW system after the acquisition of the CRC properties by NSRC/NW and CSXT.

- (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, New York, Ohio, Maryland, Michigan, Missouri, North Carolina, 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

All agreements that have been executed to date which relate to the operations over the affected lines appear in Volume 8 of the Primary Application.

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

Environmental Documentation. Applicants have complied with or will comply with the Board's environmental regulations.

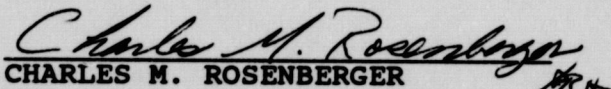
Respectfully submitted,



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. 27)

NORFOLK SOUTHERN RAILWAY COMPANY
-- TRACKAGE RIGHTS --
CSX TRANSPORTATION, INC.

NOTICE OF EXEMPTION

CSX Transportation, Inc. ("CSXT") has agreed to grant overhead trackage rights to Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC") between Columbus (Parsons Yard) and Scioto, Ohio, a total distance of approximately 6 miles in Franklin County, Ohio. The trackage rights will take effect after the effective date of a Board decision approving the primary application of CSXT and NSRC and their parent companies to acquire control and operation of Consolidated Rail Corporation and Conrail Inc. 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:

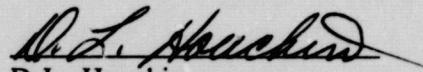
By the Board

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 8th day of June, 1997.



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

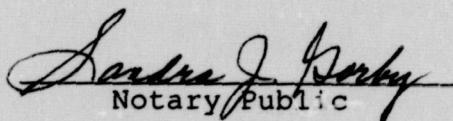
VERIFICATION

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 10th day
of June, 1997


Notary Public

My commission expires:

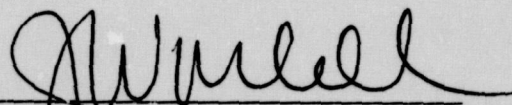
MARCH 31, 1998

VERIFICATION

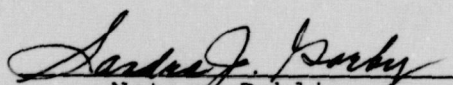
COMMONWEALTH OF VIRGINIA

CITY OF NORFOLK

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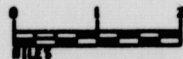
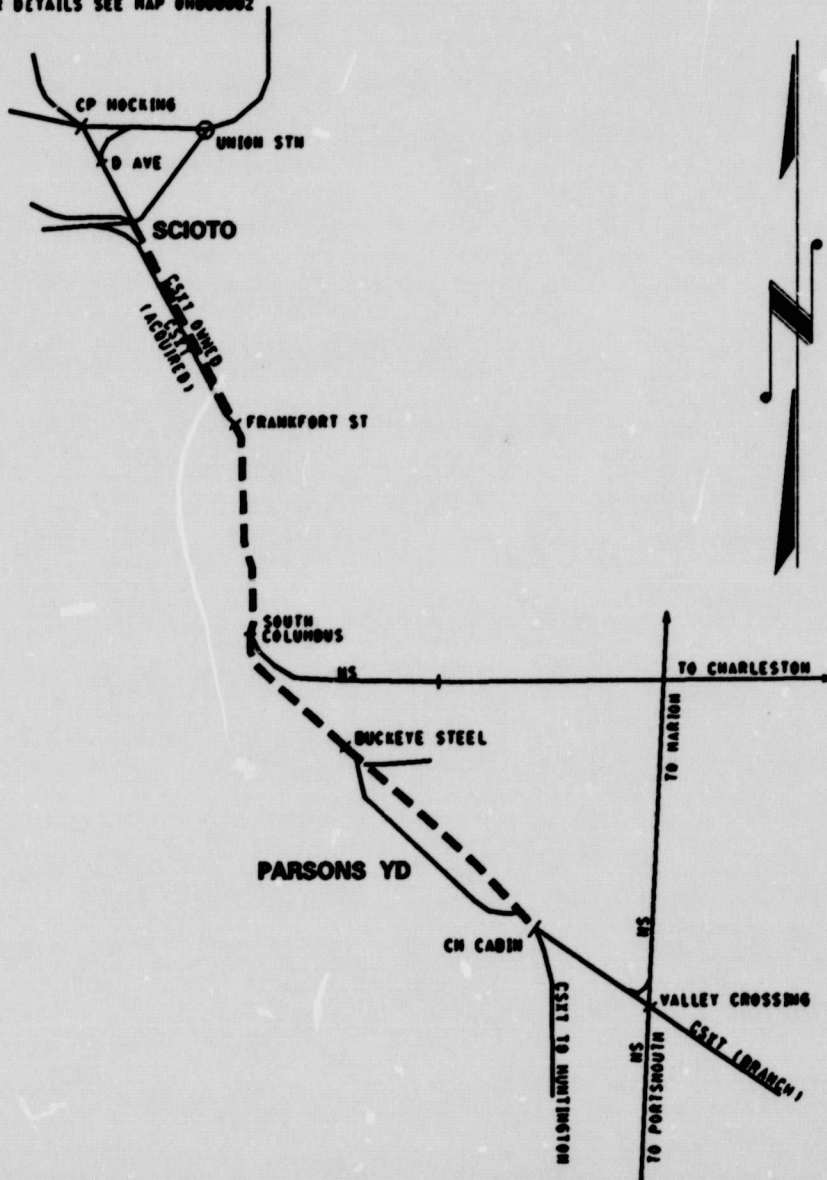

J. W. McClellan

Sworn to and subscribed
before me this 10th day
of June, 1997


Notary Public

My commission expires:
MARCH 31, 1998

FOR DETAILS SEE MAP OH000002



CSXT	CSXT
NS	NS
CSXT	NS TR
TPU	OTHER
-----	ABANDONED

CSX
TRANSPORTATION

 ENGINEERING & MECHANICAL
DEPARTMENT

 COLUMBUS, OHIO
SCIOTO TO PARSONS
PROPOSED TR, NS OVER CSXT

REVISIONS

DIVISION:

SUBDIVISION:

SCALE: AS SHOWN

VAL. SEC.

DATE: 5/17/97

DRAWN: KEN / H.E.R.

CHECKED:

DRAWING NO.

OH05

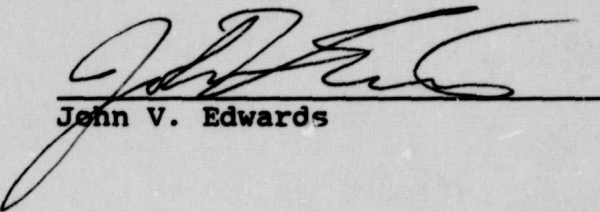
SHEET 1 OF 1

ADD FILE: oh000005.dgn

FILE:

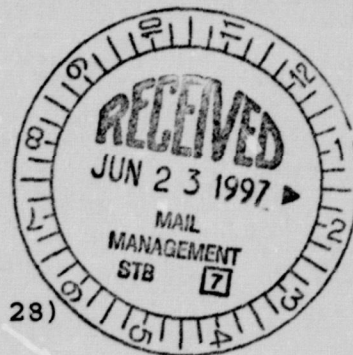
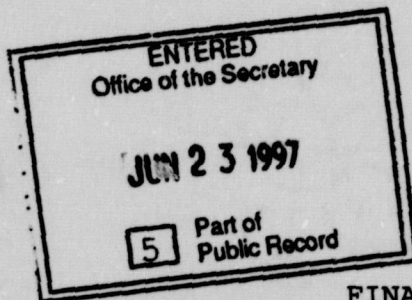
CERTIFICATE OF SERVICE

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. 35388 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. 28)

FILED

JUN 23 1997

**SURFACE
TRANSPORTATION BOARD**

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

NOTICE OF EXEMPTION

Comes now CSX Transportation, Inc. ("CSXT") and Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC"), 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 CSXT to acquire trackage rights over trackage of NW between the connection of the parties at Columbus, Ohio (Watkins Yard) at or near NW's Milepost N-696.7 and Bannan, Ohio at or near NW's Milepost N-698.72. The total distance of the trackage rights is approximately 2.02 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, NW will grant overhead trackage rights to CSXT to operate its trains, locomotives, cars, and equipment with CSXT's own crews beginning at the connection of the parties at Columbus, Ohio (Watkins Yard) at or near NSR's Milepost N-696.7 and Bannan, Ohio at or near NSR's Milepost N-698.72. The total distance of the trackage rights is approximately 2.02 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

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 is:

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

(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 CRC by CSXT and NSRC(/NW), approval for which is being sought in Finance Docket No. 33388. Accordingly, the trackage rights shall become effective only after the effective date of a Board decision approving the Primary Application and this related application in Finance Docket No. 33388.

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

The purpose of the proposed trackage rights is to allow CSXT to connect to the Watkins-Parsons transfer track, to serve the rail patrons in the Columbus, OH area better, to have operating economies and more efficient routing of traffic, to improve competition, and to make operation of the CRC properties fit better into the CSXT system after the acquisition of the CRC

properties by NSRC/NW and CSXT.

- (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, New York, Ohio, Maryland, Michigan, Missouri, North Carolina, 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.

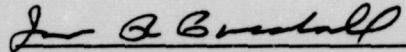
- (a) (7) (ii) Agreement

All agreements that have been executed to date which relate to the operations over the affected lines appear in Volume 8 of the Primary Application.

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

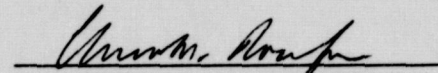
Environmental Documentation. Applicants have complied with or will comply with the Board's environmental regulations.

Respectfully submitted,



JAMES R. PASCHALL
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510-2191

Counsel for
Norfolk Southern Corporation



CHARLES M. ROSENBERGER
CSX Transportation, Inc.
500 Water Street, J-150
Jacksonville, Florida 32202

Counsel for
CSX Transportation, Inc.

Dated: June 8th, 1997

SURFACE TRANSPORTATION BOARD
FINANCE DOCKET NO. 33388 (SUB-NO. 28)

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

NOTICE OF EXEMPTION

Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC") has agreed to grant overhead trackage rights to CSX Transportation, Inc. ("CSXT") between Columbus (Watkins Yard) and Bannan, Ohio, a total distance of approximately 2.02 miles in Franklin County, Ohio. The trackage rights will take effect after the effective date of a Board decision approving the primary application of CSXT and NSRC and their parent companies to acquire control and operation of Consolidated Rail Corporation and Conrail Inc. 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:

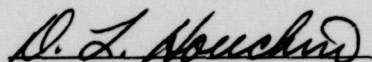
By the Board

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 8th day of June, 1997.



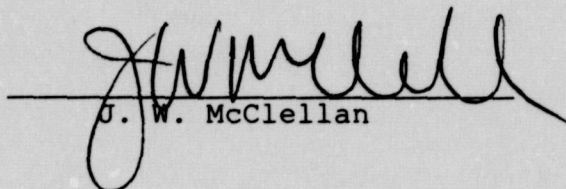
D.L. Houchin
Assistant Vice President -
Joint Facilities
CSX Transportation, Inc.

VERIFICATION

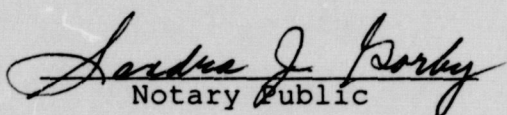
COMMONWEALTH OF VIRGINIA

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 10th day
of June, 1997


Notary Public

My commission expires:

MARCH 31, 1998

VERIFICATION

COMMONWEALTH OF VIRGINIA

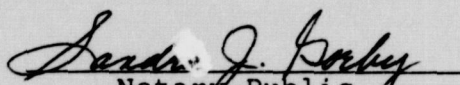
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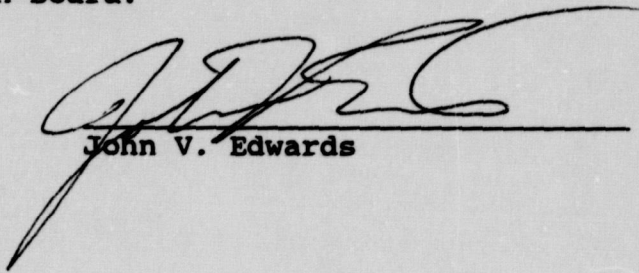
**CSXT Trackage Rights
over NSR
between
Bannon, Ohio and Watkins-Parsons Transfer Track
(South end of Watkins Yard)
(Columbus, Ohio)**



Drawing No. OH-007

CERTIFICATE OF SERVICE

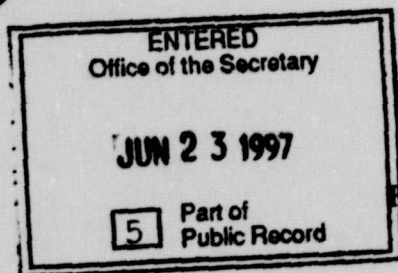
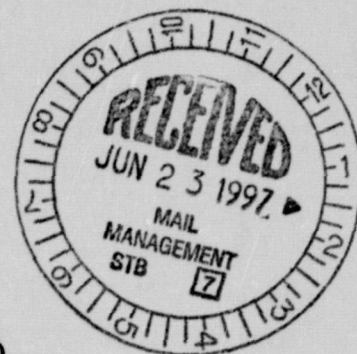
I, John V. Edwards, hereby certify that a copy of the foregoing document will be served on the parties required to be served by the applicable regulations, by first class U.S. mail, postage prepaid, or by other more expeditious means, on the date that the Control Application in Finance Docket No. 33388 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. 29)

NORFOLK AND WESTERN RAILWAY COMPANY -
TRUCKAGE 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")¹ 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 CSXT to acquire trackage rights over trackage of NW between the connection of the parties at Delray, Michigan at or near Milepost D4.4, and the connection of the parties at Ecorse Junction, Michigan at or near Milepost D5.8. The total distance of the trackage rights is approximately 1.4 miles.

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

¹ 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, NW will grant overhead trackage rights to CSXT to operate its trains, locomotives, cars, and equipment with CSXT's own crews beginning at the connection of the parties at Delray, Michigan at or near Milepost D4.4, and the connection of the parties at Ecorse Junction, Michigan at or near Milepost D5.8. The total distance of the trackage rights is approximately 1.4 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) 629-2838

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 Conrail² by CSX³ and NS,⁴ approval for which is being sought in Finance Docket No. 33388. Accordingly, the trackage rights shall become effective only after the effective date of a Board decision approving the primary application and this related application in Finance Docket No. 33388.

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

³ CSX Corporation ("CSXC") and CSXT are referred to collectively as "CSX."

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

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

The purpose of the proposed trackage rights is to provide a connection to CSXT between the Lincoln Yard Secondary Track and CSXT's trackage at Delray in the Detroit, Michigan area. The trackage rights will result in operating economies to CSXT and more efficient routing of traffic.

- (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.

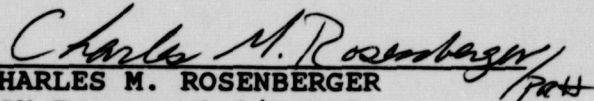
Environmental Documentation. Applications for trackage rights fall within a class of actions not requiring environmental documentation under 49 C.F.R. Part 1105; see 49 C.F.R. § 1105.6(c)(4).

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. 29)

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

NOTICE OF EXEMPTION

Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC") has agreed to grant overhead trackage rights to CSX Transportation, Inc. ("CSXT") between the connection of the parties at Erie Junction at Delray, Michigan at or near Milepost D4.4 and the connection of the parties at Ecorse Junction, Michigan at or near Milepost D5.6, a total distance of approximately 1.2 miles in Wayne County, Michigan. 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:

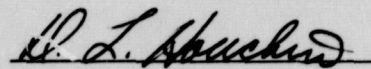
By the Board

Vernon A. Williams
Secretary

VERIFICATION

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



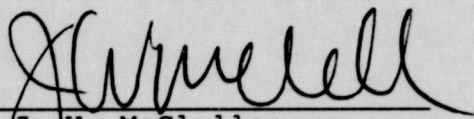
D.L. Houchin
Assistant Vice President -
Joint Facilities
CSX Transportation, Inc.

VERIFICATION

COMMONWEALTH OF VIRGINIA

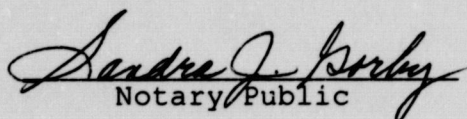
CITY OF NORFOLK

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J. W. McClellan

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My commission expires:

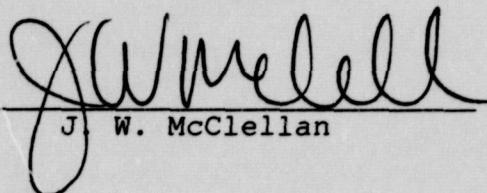
MARCH 31, 1998

VERIFICATION

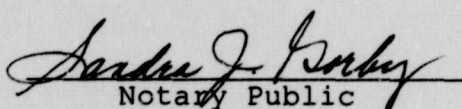
COMMONWEALTH OF VIRGINIA

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

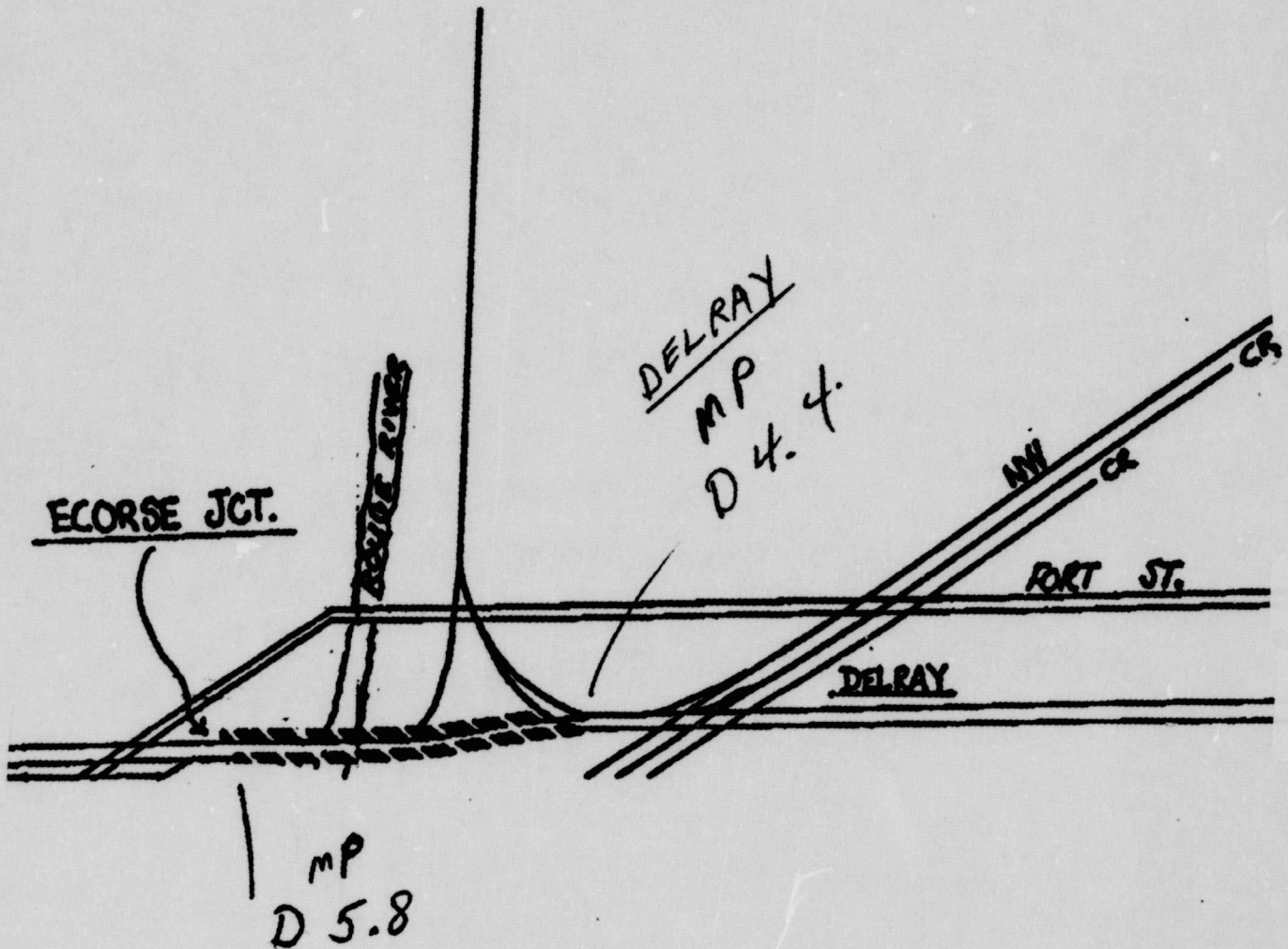
Sworn to and subscribed
before me this 10th day
of June, 1997


Notary Public

My commission expires:

MARCH 31, 1998

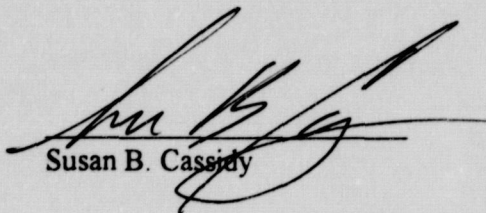
CSXT Trackage Rights
over NSR
between
Delray, Michigan
and
Ecorse Junction, Michigan



Drawing No. MI-001

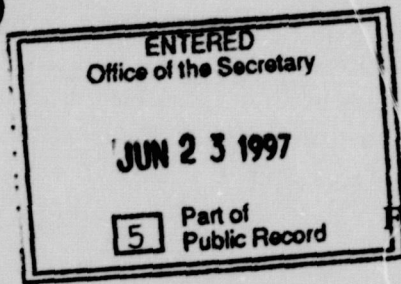
CERTIFICATE OF SERVICE

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, 1992

BEFORE THE
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. 33388 (SUB-NO. 30)

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

FILED

JUN 23 1997

SURFACE
TRANSPORTATION BOARD

NOTICE OF EXEMPTION

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")¹ by and through their undersigned attorneys, and file this their notice of exemption pursuant to 49 C.F.R. Section 1180.2(1)(7) for NW to acquire trackage rights over trackage of CSXT between the connection of two CSXT lines near Washington Street at or near Milepost 123.7, and the connection of two CSXT lines at Pine at or near Milepost 122.0, a distance of approximately 1.7 miles in Indianapolis, Marion County, Indiana.

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

¹ 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 two CSXT lines near Washington Street at or near Milepost 123.7, and the connection of two CSXT lines at Pine at or near Milepost 122.0, a distance of approximately 1.7 miles in Indianapolis, Marion County, Indiana.

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) 629-2838

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 Conrail² by CSX³ and NS,⁴ approval for which is being sought in Finance Docket No. 33388. Accordingly, the trackage rights shall become effective only after the effective date of a Board decision approving the primary application and this related application in Finance Docket No. 33388.

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

³ CSX Corporation ("CSXC") and CSXT are referred to collectively as "CSX."

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

- (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.

These trackage rights will provide NW with a second route through Indianapolis to Hawthorne Yard. CSXT has also granted NW trackage rights on its Indianapolis Union Belt Line from CP Woods to Hawthorne Yard. These two trackage rights will supplement each other and give NW two routes around and through Indianapolis from Crawfordsville.

- (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.

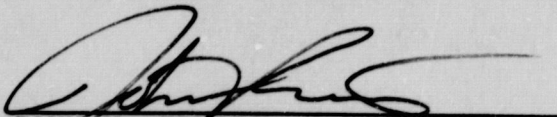
(a)(7)(ii) Agreement

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.

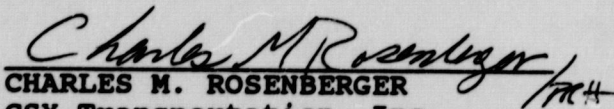
Environmental Documentation. Applications for trackage rights fall within a class of actions not requiring environmental documentation under 49 C.F.R. Part 1105; see 49 C.F.R. § 1105.6(c)(4).

Respectfully submitted,



JOHN V. EDWARDS
Zuckert, Scoutt & Rasenberger, LLP
988 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. 30)

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

NOTICE OF EXEMPTION

CSX Transportation, Inc. ("CSXT") has agreed to grant overhead trackage rights to Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC") between the connection of two CSXT lines near Washington Street at or near Milepost 123.7, and the connection of two CSXT lines at Pine at or near Milepost 122.0, a distance of approximately 1.7 miles in Indianapolis, Marion County, Indiana. 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:

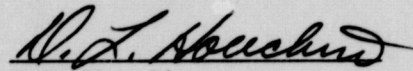
By th. Board

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 8th day of June, 1997.




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

VERIFICATION

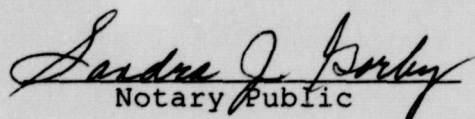
COMMONWEALTH OF VIRGINIA

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 10th day
of June, 1997


Notary Public

My commission expires:


MARCH 31, 1998

VERIFICATION

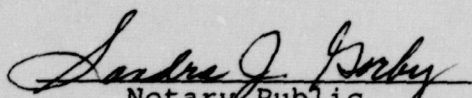
COMMONWEALTH OF VIRGINIA

CITY OF NORFOLK

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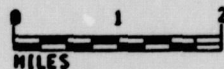
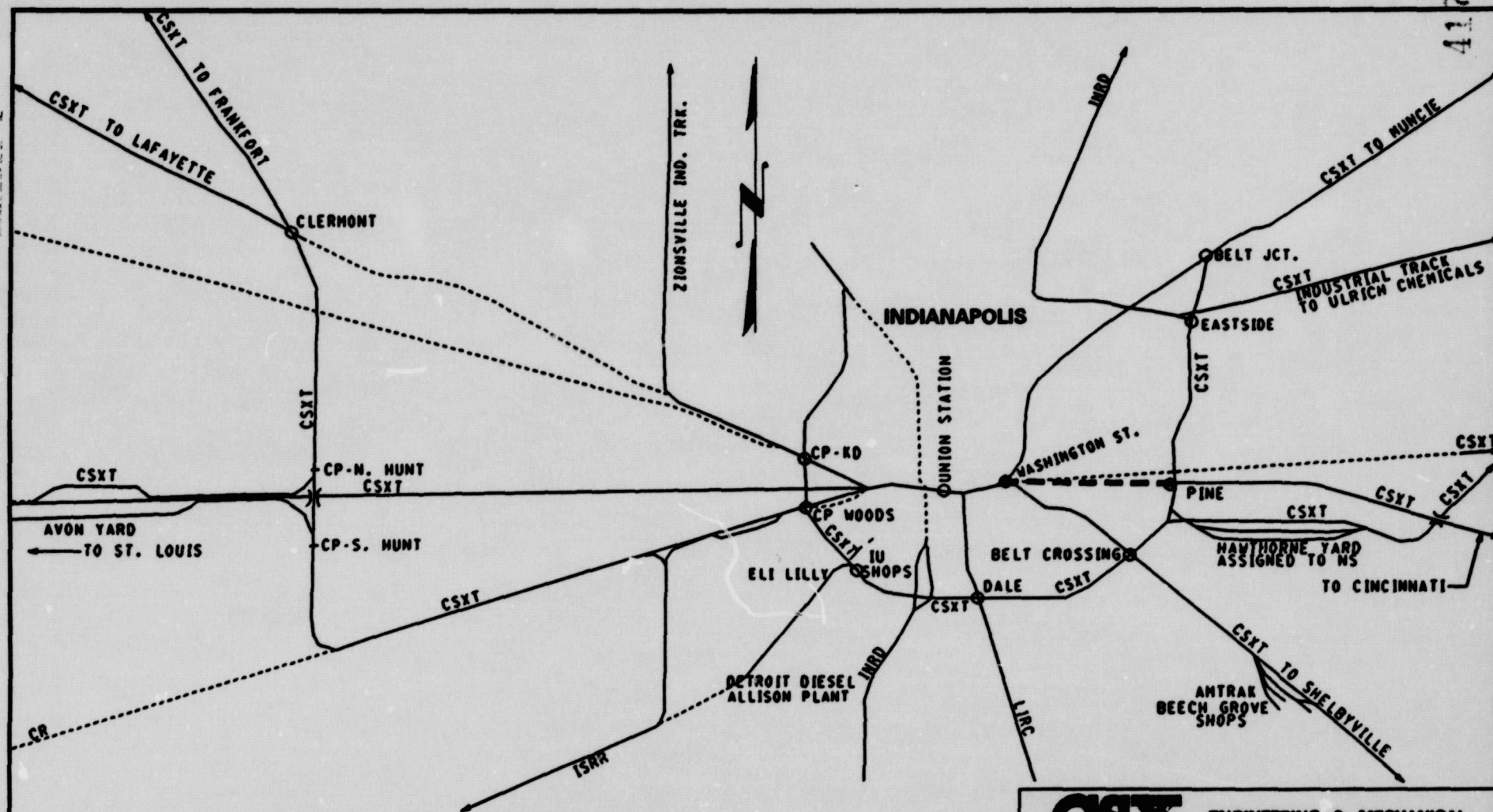

J. W. McClellan

Sworn to and subscribed
before me this 10th day
of June, 1997


Notary Public

My commission expires:

MARCH 31, 1998



CSXT	CSXT
NS	NS
CSXT	NS TR
TPW	OTHER
.....	ABANDONED

CSX
TRANSPORTATION

ENGINEERING & MECHANICAL
DEPARTMENT

REVISIONS

INDIANAPOLIS, IN
CP-WOODS TO HAWTHORNE YARD
PROPOSED TR, NS OVER CSXT

DIVISION: SUBDIVISION:

SCALE: AS SHOWN

DATE:

DRAWN:

CHECKED:

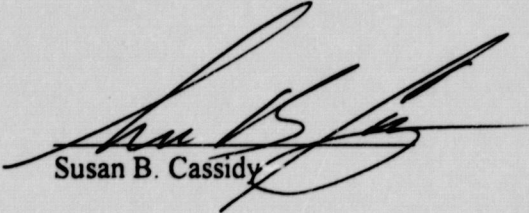
VAL. SEC.

DRAWING NO.
IN09C
SHEET 1 OF 1

CADD FILE: IN00009C1.DGN FILE:

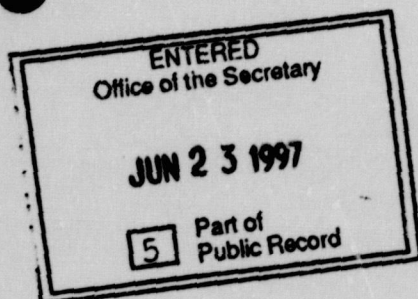
CERTIFICATE OF SERVICE

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. 32)

THE BALTIMORE AND OHIO CHICAGO TERMINAL
RAILROAD COMPANY - TRackage RIGHTS -
NORFOLK AND WESTERN RAILWAY COMPANY

FILED

JUN 23 1997

SURFACE
TRANSPORTATION BOARD

NOTICE OF EXEMPTION

Comes now The Baltimore and Ohio Chicago Terminal Railroad Company
("B&OCT"), a wholly owned subsidiary of CSX Transportation, Inc. ("CSXT"), and Norfolk
and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern
Railway Company ("NSRC") (collectively "Applicants")¹ 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 B&OCT between the connection of
B&OCT and the Indiana Harbor Belt Railroad Company ("IHB") at McCook, Illinois or near
Milepost 28.5, and the connection of IHB with Canadian Pacific Rail System ("CP") at

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

Franklin Park, Illinois at Milepost 39.3. The total distance of the trackage rights is approximately 9.8 miles.

In support of this notice of exemption, NW and B&OCT 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:

(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.

By Agreement dated October 3, 1896 and supplemented January 1, 1930 between B&OCT and IHB, B&OCT may grant to others, rights to use IHB's McCook Branch Trackage between McCook and Franklin Park, Illinois.

Under the proposed transaction, B&OCT 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 B&OCT and IHB at McCook, Illinois at or near Milepost 28.5, and the connection of IHB with CP Rail System at Franklin Park, Illinois at Milepost 39.3. The total distance of the trackage rights is approximately 9.8 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) 629-2838

The Baltimore and Ohio Chicago
Terminal Railroad Company
500 Water Street
Jacksonville, Florida 32202
(904) 359-3100

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

John V. Edwards
Zuckert, Scoutt & Rasenberger, LLP
888 17th Street, N.W.
Suite 600
Washington, D.C. 20006-3939
Counsel for Norfolk Southern Railway Company
and Norfolk and Western Railway Company

Charles M. Rosenberger
Senior Counsel for
CSX Transportation, Inc.
and The Baltimore and Ohio
Chicago Terminal Company
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 Conrail² by CSX³ and NS,⁴ approval for which is being sought in Finance Docket No. 33388. Accordingly, the trackage rights shall become effective only after the 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 purpose of the proposed trackage rights is to allow NW to operate over the IHB to connect with other railroads in the Chicago area. The trackage rights will result in operating economies to NW and more efficient routing of traffic.

- (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. B&OCT has property in the State of Illinois.

- (a)(6) Map

The required map is attached as Exhibit 1.

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

³ CSX Corporation ("CSXC") and CSXT are referred to collectively as "CSX."

⁴ Norfolk Southern Corporation ("NSC") and NSRC are referred to collectively as "NS."


(a)(7)(ii) Agreement

A copy of the trackage rights agreement between B&OCT 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

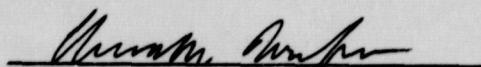
888 17th Street, N.W.

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

500 Water Street, J-150

Jacksonville, Florida 32202

(904) 359-1250

Counsel for
CSX Transportation, Inc. and
The Baltimore and Ohio Chicago
Terminal Railway Company

Dated: June 10, 1997

SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388 (SUB-NO. 32)

**THE BALTIMORE AND OHIO CHICAGO TERMINAL
RAILROAD COMPANY ("B&OCT") - TRACKAGE RIGHTS -
NORFOLK AND WESTERN RAILWAY COMPANY**

NOTICE OF EXEMPTION

The Baltimore and Ohio Chicago Terminal Railroad Company ("B&OCT"), a wholly-owned subsidiary of CSX Transportation, Inc. ("CSXT"), has agreed to grant overhead trackage rights to Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC") between the connection of B&OCT and the Indiana Harbor Belt Railroad Company ("IHB") at McCook, Illinois or near Milepost 28.5, and the connection of IHB with Canadian Pacific Rail System ("CP") at Franklin Park, Illinois at Milepost 39.3, a total distance of approximately 9.8 miles. 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.

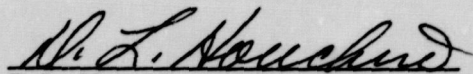
Dated:

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 10th day of June, 1997.



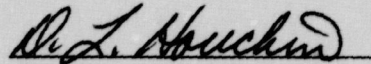
D.L. Houchin

The Baltimore and Ohio Chicago Terminal
Railroad Company

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 10th day of June, 1997.



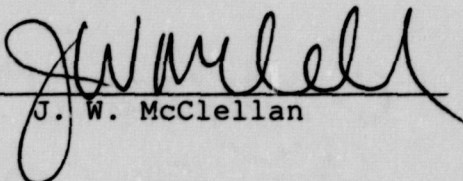
D.L. Houchin
Assistant Vice President -
Joint Facilities
CSX Transportation, Inc.

VERIFICATION

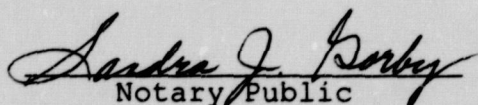
COMMONWEALTH OF VIRGINIA

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 10th day
of June, 1997


Notary Public

My commission expires:

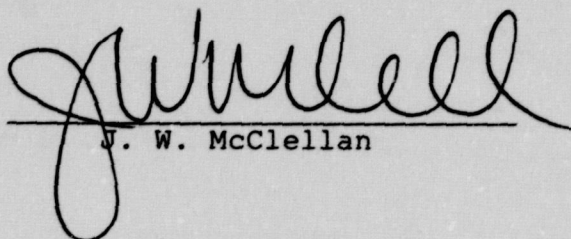
MARCH 31, 1998

VERIFICATION

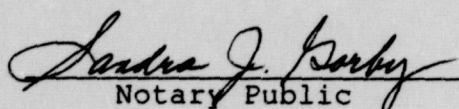
COMMONWEALTH OF VIRGINIA

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 10th day
of June, 1997


Notary Public

My commission expires:

MARCH 31, 1998

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 /JRO
Susan B. Cassidy

Dated: June 10, 1997

BEFORE THE
SURFACE TRANSPORTATION BOARD

FILED

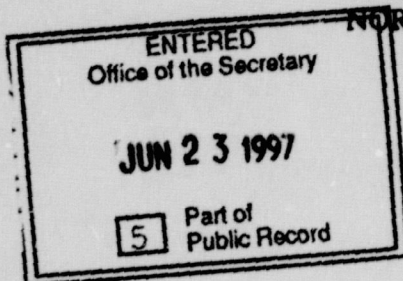
JUN 23 1997

SURFACE
TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388 (SUB-NO. 33)



THE BALTIMORE AND OHIO CHICAGO TERMINAL
RAILROAD COMPANY -- TRACKAGE RIGHTS --
NORFOLK AND WESTERN RAILWAY COMPANY



NOTICE OF EXEMPTION

Comes now The Baltimore and Ohio Chicago Terminal Railway Company ("B&OCT"), a wholly-owned subsidiary of CSX Transportation, Inc. ("CSXT"), and Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC") (collectively "Applicants")¹ 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 B&OCT's Barr Subdivision between the connection of the lines of B&OCT and the Chicago Line operated by NSRC at Pine Junction, Indiana (CP 497) and the connection of the lines with B&OCT's McCook Subdivision at Blue Island Junction, IL, at or near Milepost DC 14.9, a distance of approximately 14.9 miles, and the connection of B&OCT with Indiana Harbor Belt Railroad ("IHB") at McCook, IL at

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

or near Milepost 28.5, a distance of approximately 13.6 miles. The total trackage rights consists of approximately 28.5 miles.

In support of this notice of exemption, NW and B&OCT 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:
 - (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, NW will acquire trackage rights over trackage of B&OCT's Barr Subdivision between the connection of the lines of B&OCT and the Chicago Line operated by NSRC at Pine Junction, Indiana (CP 497) and the connection of the lines with B&OCT's McCook Subdivision at Blue Island Junction, IL, at or near Milepost DC 14.9, a distance of approximately 14.9 miles, and the connection of B&OCT with Indiana Harbor Belt Railroad ("IHB") at McCook, IL at or near Milepost 28.5, a distance of approximately 13.6 miles. The total trackage rights consists of approximately 28.5 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) 629-2838

The Baltimore and Ohio Chicago Terminal
Railroad Company
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 Conrail² by CSX³ and NS,⁴ approval for which is being sought in Finance Docket No. 33388. Accordingly, the trackage rights shall become effective only after the 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 purpose of the proposed trackage rights is to allow NW to operate over B&OCT's line to connect with other railroads in the Chicago area. The trackage rights will result in operating economies to NW and more efficient routing of traffic.

- (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,

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

³ CSX Corporation ("CSXC") and CSXT are referred to collectively as "CSX."

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

Ohio, South Carolina, Tennessee and Virginia.) B&OCT has property in the State of Illinois.

(a)(6) Map

The required map is attached as Exhibit 1.

(a)(7)(ii) Agreement

A copy of the trackage rights agreement between B&OCT 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.

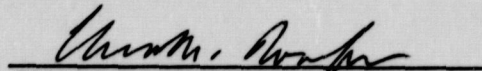
Environmental Documentation. Applications for trackage rights fall within a class of actions not requiring environmental documentation under 49 C.F.R. Part 1105; see 49 C.F.R. § 1105.6(c)(4).

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
500 Water Street, J-150
Jacksonville, Florida 32202
(904) 359-1250

Counsel for
CSX Transportation, Inc. and
The Baltimore and Ohio Chicago
Terminal Railway Company

Dated: June 10, 1997

STB

FD

33388

6-23-97

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180274V5

8/9

SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388 (SUB-NO. 33)

**THE BALTIMORE AND OHIO CHICAGO TERMINAL
RAILROAD COMPANY -- TRACKAGE RIGHTS --
NORFOLK AND WESTERN RAILWAY COMPANY**

NOTICE OF EXEMPTION

The Baltimore & Ohio Chicago Terminal Railroad Company ("B&OCT"), a wholly-owned subsidiary of CSXT Transportation, Inc. ("CSXT"), has agreed to grant overhead trackage rights to Norfolk & Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC") over trackage of B&OCT's Barr Subdivision between the connection of the lines of B&OCT and the Chicago Line operated by NSRC at Pine Junction, Indiana (CP 497) and the connection of the lines with B&OCT's McCook Subdivision at Blue Island Junction, IL, at or near Milepost DC 14.9, a distance of approximately 14.9 miles, and the connection of B&OCT with Indiana Harbor Belt Railroad ("IHB") at McCook, IL at or near Milepost 28.5, a distance of approximately 13.6 miles. The total trackage rights consists of approximately 28.5 miles. 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.

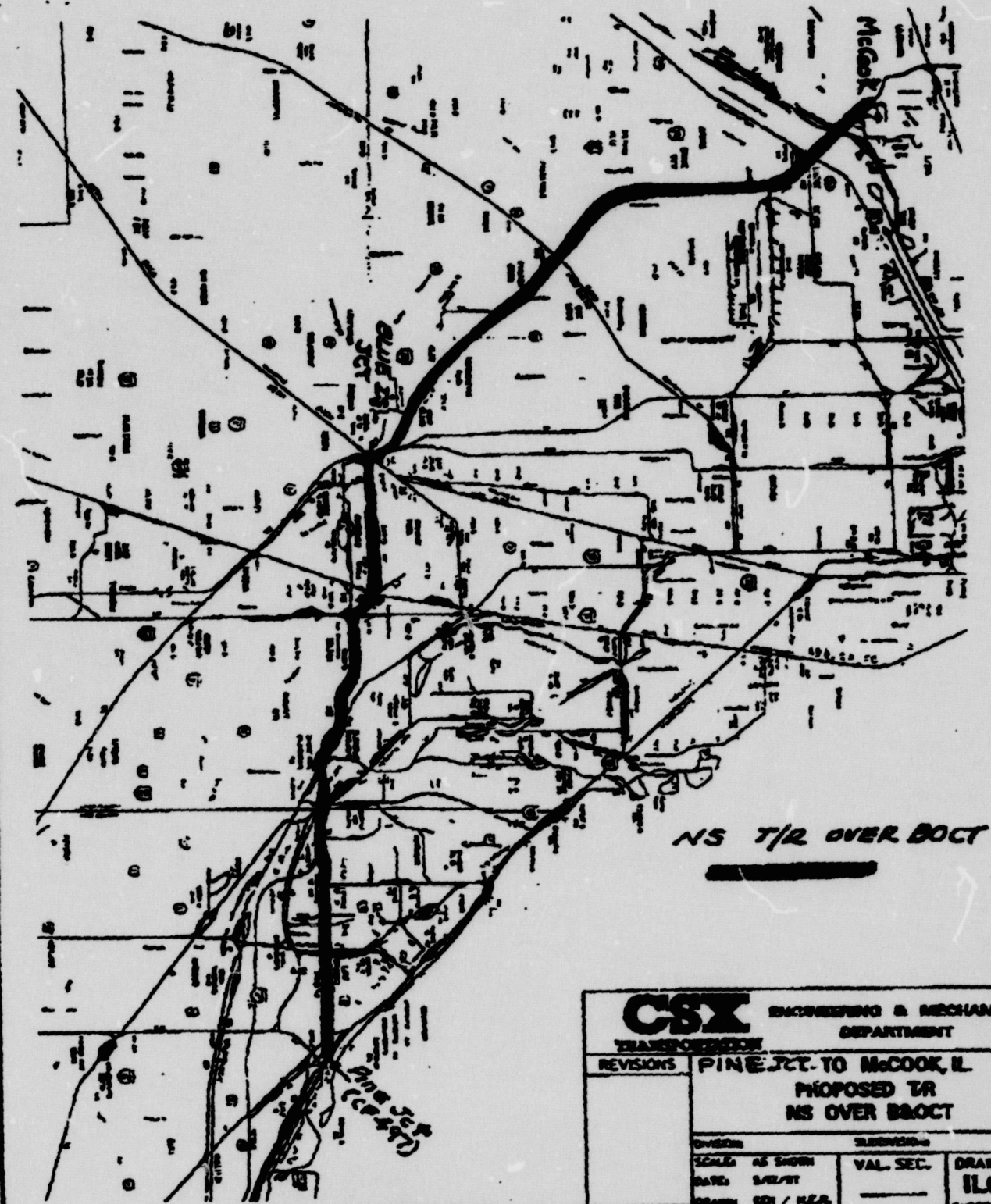
Dated:

By the Board

Vernon A. Williams
Secretary

2

EXHIBIT 1

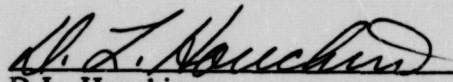


CSX		ENGINEERING & MECHANICAL DEPARTMENT	
TRANSFORMATION		PINE JCT. TO McCOOK, IL	
REVISIONS		PROPOSED TR NS OVER BROCT	
		DRAWING NO.	
		1102	
SCALE: AS SHOWN		VAL. SEC.	SHEET 1 OF 1
DATE: 5/11/97			
DRAWN: EDI / H.E.R.			
CHECKED:			

CADD FILE: 11000002.DGN FILE:

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 10 day of June, 1997.



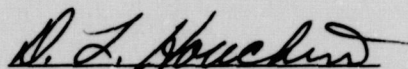
D.L. Houchin

The Baltimore and Ohio Chicago Terminal
Railroad Company

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 12 day of June, 1997.



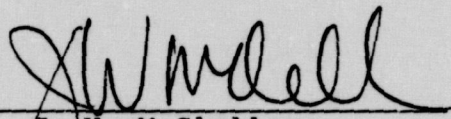
D.L. Houchin
Assistant Vice President -
Joint Facilities
CSX Transportation, Inc.

VERIFICATION

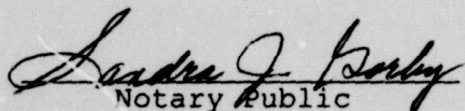
COMMONWEALTH OF VIRGINIA

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 10th day
of June, 1997


Notary Public

My commission expires:

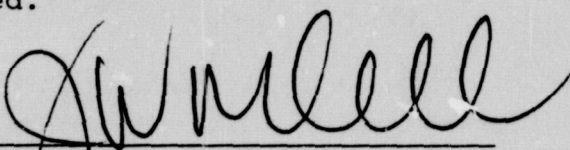
MARCH 31, 1998

VERIFICATION

COMMONWEALTH OF VIRGINIA

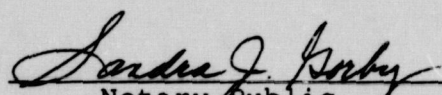
CITY OF NORFOLK

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 10th day
of June, 1997



Notary Public

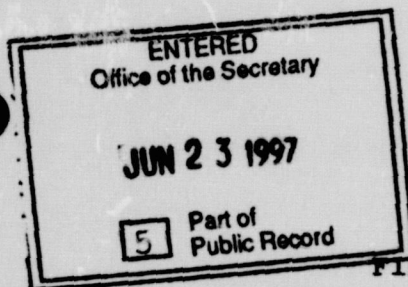
My commission expires:
MARCH 31, 1998

CERTIFICATE OF SERVICE

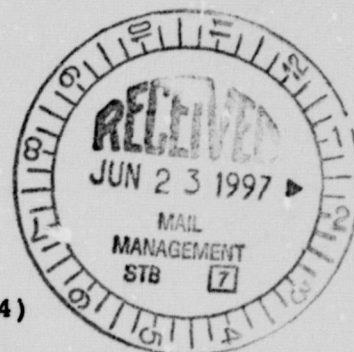
I, Susan B. Cassidy, hereby certify that a copy of the foregoing document will be served on the parties required to be served by the applicable regulations, by first class U.S. mail, postage prepaid, or by other more expeditious means, on the date that the Control Application in Finance Docket No. 33388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

Susan B. Cassidy / gsd
Susan B. Cassidy

Dated: June 10, 1997



BEFORE THE
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. 33388 (Sub-No. 24)

CONSOLIDATED RAIL CORPORATION
-- ACQUISITION OF LINE --

BETWEEN FORT WAYNE, IN AND TOLLESTON (GARY), IN,
IN ALLEN, WHITLEY, KOSCIUSKO, MARSHALL, STARKE, LA PORTE, PORTER
AND LAKE COUNTIES, INDIANA

FILED

JUN 23 1997

PETITION FOR EXEMPTION

**SURFACE
TRANSPORTATION BOARD**

Petitioners Consolidated Rail Corporation ("CRC"), a Class I rail carrier, and Norfolk and Western Railway Company ("NW"), a Class I rail carrier, which is a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC"), a class I rail carrier, pursuant to the provisions of 49 U.S.C. § 10502(a), hereby petition for exemption from 49 U.S.C. § 11323-11325, and from the Board's implementing regulations (49 C.F.R. Part 1180), for authority to consummate the transaction (line transfer) described below.

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, CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements - Conrail Inc. and Consolidated Rail

Corporation to acquire control and operation, with CSX Transportation, Inc. ("CSXT"), a Class I rail carrier, and its parent company, CSX Corporation ("CSXC"), 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. The transfer of the line to CRC will not be effected until immediately prior to the allocation of CRC's routes between CSX and NS, in which the line in question will be allocated to CSX. Thus the line in question will not be operate as part of CRC's own system.

It is the intent of the parties that the transfer of the subject line of railroad, which is between Milepost 319.2 at Tolleston (Gary), IN and Milepost 441.8 at Fort Wayne, IN (hereinafter referred to as the "Ft. Wayne Line"), from NW to CRC qualify as a like-kind exchange under section 1031 of the Internal Revenue Code of 1986, as amended, for CRC's transfer to NW of CF's line between Milepost 6.3 at Osborn, IL and Milepost 33.2 at Schneider, IN and Milepost 56.4 at Wheatfield, IN and Milepost 186.0 at Moronts, IL (hereinafter referred to as the "Streator Line"), as a Transaction Element of the Primary Application.

In support of their petition, petitioners state as follows:

I. IDENTITY OF PETITIONERS

A. TRANSFEREE and TRANSFEROR

In Decision No. 7, served May 30, 1997, in STB Finance

Docket No. 33388, CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements - Conrail Inc. and Consolidated Rail Corporation, the Board agreed that new CRC subsidiaries (identified as Sub A and Sub B) need not be considered formal applicants in the Primary Application. The transfer of the Ft. Wayne Line contemplated here may be to a subsidiary of CRC created to effectuate the Control Transaction and the Transaction Elements of the Primary Application, rather than to CRC. In line with the Board's decision, CRC is being identified as a petitioner and Transferee of the line, although a new CRC subsidiary (possibly to be identified as NYC LLC), may ultimately be the actual Transferee.

CRC, a Pennsylvania corporation, also is a Class I rail carrier. CRC is a wholly-owned subsidiary of CRI, a non-carrier holding company. CRC maintains and operates lines of railroad in 13 states in the northeastern and midwestern areas of the United States (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.

If the Primary Application is approved, CRC's properties are to be divided between and shared by NSRC/NW and CSXT. CSXT also is a Class I rail carrier, and is a wholly-owned subsidiary of CSXC, a non-carrier holding company. 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. It is expected that the Ft. Wayne Line will be transferred to CSXT pursuant to a Transaction Element of the Primary Application.

Transferor, NW, a Virginia corporation, is a Class I rail carrier. NW is a wholly-owned subsidiary of NSRC, which controls other carriers as well as NW. In turn, NSRC is a wholly-owned subsidiary of NSC, a non-railroad holding company. NW owns and operates lines of railroad in 13 states (Illinois, Indiana, Iowa, Kentucky, Maryland, Michigan, Missouri, New York, North Carolina, Ohio, Pennsylvania, Virginia and West Virginia) and in Canada. NSRC, with NW and other subsidiaries, operates a railroad system throughout the eastern United States, except parts of the northeastern and the New England States.

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 the parties and their systems in greater detail. CRC and NW request that the Board consider this information incorporated by reference.

B. PETITIONERS' REPRESENTATIVES

Counsel for Norfolk and Western Railway Company:

James R. Paschall
General Attorney
Norfolk Southern Corporation

3 Commercial Place
Norfolk, Virginia 23510-2191
(804) 629-2759

Counsel for Consolidated Rail Corporation:

John J. Paylor
Associate General Counsel
Consolidated Rail Corporation
2001 Market Street - 16A
Philadelphia, PA 19101-1416
(215) 209-5047

II. DESCRIPTION OF TRANSACTION

A. TRANSFER OF RAIL LINE

NW will transfer the subject line of railroad, which is between Milepost 319.2 at Tolleston (Gary), IN and Milepost 441.8 at Fort Wayne, IN (hereinafter referred to as the "Ft. Wayne Line"), from NW to CRC. This is intended to qualify as a like-kind exchange under section 1031 of the Internal Revenue Code of 1986, as amended, because the transfer will be in exchange for CRC's transfer to NW of CRC's line between Milepost 6.3 at Osborn, IL and Milepost 33.2 at Schneider, IN and Milepost 56.4 at Wheatfield, IN and Milepost 186.0 at Moronts, IL (hereinafter referred to as the "Streator Line"). The Streator Line exchange will be made, if approved by the Board, as a Transaction Element of the Primary Application.

The Board has decided, in Decision No. 7 in Finance Docket No. 33388, supra., that the transfer of the Ft. Wayne Line from NW to CRC should not be handled as a Transaction Element, but should be approved in a related application.

The Ft. Wayne Line will be transferred to CRC together

with all buildings, improvements and appurtenances thereto and fixed improvements and articles of personal property attached to or located thereon (except radio base stations, radio controllers and related facilities and rolling stock) and with NW's interests in any leases, easements, licenses, permits, agreements, sidetrack agreements, and privileges pertaining to the property or line.

The Ft. Wayne Line was recently acquired by NW from CRC in a series of transactions that were approved by the Board's predecessor agency, the Interstate Commerce Commission ("ICC"). The ICC's last decision on the matter, which describes the full transaction and refers to the prior decisions, was the Commission's approval of the exemption petition pertaining to transfer of the final segment of the line, served August 29, 1995, in Finance Docket No. 32736, Norfolk and Western Railway Company - Purchase and Operation Exemption - Consolidated Rail Corporation - Between Fort Wayne and Warsaw, IN.

B. AGREEMENT

Pursuant to an agreement, CRC will exchange the rail property known as the Streator Line for the Ft. Wayne Line, as more particularly described in Section II, Paragraph A of this petition (the previous paragraph) and shown on Exhibit 1. Ultimately, CRC, or a subsidiary, will transfer the Ft. Wayne Line to CSXT. The related agreement or agreements may be found in the Agreement Volume (Volume 8) of the Primary Application.

C. PROPOSED OPERATION

It is anticipated that CRC will transfer the line, most likely through a subsidiary created for that purpose, to CSXT, as a Transaction Element in the Primary Application. Therefore, the line will not remain in CRC's possession for operation but will become part of the CSXT system. After the transfer to CSXT, CSXT anticipates operating the line in the same manner that NW now operates it, as part of a through route for both overhead and local traffic. There will be a change in Class I rail carrier operators, but no significant change in the operation of the line.

D. OBJECTIVES

The objective of the transaction is to effect a like-kind exchange of a like rail line in the same general area for another like rail line in the same general area, and to provide for transfer of the Ft. Wayne Line to CSXT in connection with the transaction proposed in the Primary Application. Both lines will continue to be operated by competitive Class I rail carriers providing service in the area. As noted above, the Ft. Wayne Line was recently acquired by NW from CRC. Now, NSRC/NW and CSXT will be acquiring or sharing all the CRC properties in order to maintain competitive rail networks in the eastern and midwestern areas of the country.

In particular, NSRC/NW will be acquiring the Streator Line and other CRC track running east-west in the same vicinity, the northern parts of the States of Indiana and Illinois.

Therefore, the Ft. Wayne Line will not be necessary to the efficient operation of the NSRC/NW system after the requested approval of the Primary Application and transfer of CRC lines described therein. In order to give CSXT extra capacity and maintain competitive balance in the area, it is contemplated that CRC or a subsidiary ultimately will transfer the Ft. Wayne Line, which will no longer be necessary to the NSRC/NW system, to CSXT, which will then have greater use for it. Thus, the line actually will be operated by CSXT in the future.

E. EFFECT ON SHIPPERS

No shipper will suffer loss of service as a result of this transaction.

III. ARGUMENT

A. THE PROPOSED TRANSACTION MEETS THE STANDARDS FOR AN EXEMPTION UNDER 49 U.S.C. § 10502

Under 49 U.S.C. § 10502(a) (formerly § 10505), the Board is directed to exempt a transaction relating to a rail carrier when it finds that application of a provision of the Act (49 U.S.C. § 10101 et seq.): (1) is not necessary to carry out the transportation policy of § 10101; and (2) either (A) the transaction or service is of limited scope or (B) the application of such "provision ... is not needed to protect shippers from the abuse of market power."

Congress intended that the Board use the exemption authority under § 10502 to free appropriate transactions and

services from the administrative and financial costs associated with regulation. See House Conf. Report No. 96-1430, p. 105, U.S. Code Cong. & Adm. News, 96th Congress, 2d Session, p. 4137. This policy was reaffirmed by Congress in enacting the ICC Termination Act of 1995, P.O. 104-88, 109 Stat. 803, 808, wherein the Board was directed to exercise its exemption authority "to the maximum extent" consistent with the rail transportation policy.

The exemption authority conferred on the Board is not discretionary if the statutory criteria of § 10502 are met. The Board "shall exempt" when the statutory criteria are found. 49 U.S.C. § 10502(a). The Board, and its predecessor agency, the ICC, have liberally construed this provision and have exercised the jurisdiction granted in this provision to exempt persons, transactions or services in hundreds of instances. This exemption authority has been one of the major successes of the Staggers Act leading to railroad revitalization.

The Board may also take note that the Ft. Wayne Line was recently transferred between these same parties pursuant to the Board's approval of offers of financial assistance and an exemption culminating in the Board's decision in Finance Docket No. 32736, supra.

B. THE PROPOSED TRANSACTION FURTHERS THE NATIONAL TRANSPORTATION POLICY

The rail transportation policy set forth at 49 U.S.C. § 10101 directs the Board, inter alia, to utilize its

authority in a manner consistent with minimizing the need for federal regulatory control over the rail transportation system and to provide fair and expeditious regulatory decisions when regulation is necessary; to ensure the development and continuation of a sound rail transportation system with effective competition; to foster sound economic conditions in transportation; to reduce regulatory barriers to entry into and exit from the rail industry; to promote a safe and efficient transportation system by allowing carriers to earn adequate revenues; and to encourage honest and efficient management of railroads.

Exemption of the proposed transaction is consistent with the objectives of the national rail transportation policy. By minimizing regulatory expense and delay, an exemption will expedite the decision process and reduce regulatory barriers.

Exemption will also foster sound economic conditions, encourage efficient management of transportation resources, and insure the development and continuation of a sound rail transportation system.

The exemption sought herein will assure that the line at issue will continue to be operated by the Class I rail carrier that will have the most interest in maintaining and operating the line, contingent on approval of the Primary Application. Thus, the proposed transaction can have only a beneficial impact on interstate commerce and the existing transportation service in the Indiana area.

It should be noted that handling via exemption is how the recent transfer of the line was handled. Also, the ultimate purpose of the transfer is to be a small element in completing the plan in the Primary Application, to which the Board will be giving extensive overall scrutiny and the transfer will not occur unless the Primary Application is approved and implemented.

Thus, further prior scrutiny of this transaction by the Board other than through the exemption process is, under these circumstances, not necessary to carry out the rail transportation policies set forth in Section 10101 or any other provision of the Act.

C. THE PROPOSED TRANSACTION IS LIMITED IN SCOPE

This transaction involves the transfer of only a limited length of track and related facilities and agreements. Although the line is over 100 miles in length, its transfer is only a small part of the overall larger transaction described in the Primary Application. The transfer is being made to maintain competitive balance in the area and to insure that lines continue to be operated by the carrier with the greatest interest or need.

The Board's predecessor agency in administering the railroad regulatory laws, the former ICC, consistently found that transactions involving even relatively large rail properties are limited in scope under 49 U.S.C. § 10505, predecessor section number of § 10502. See e.g., Finance Docket No. 29869, Chicago, Madison & Northern Railway Company - Discontinuance Exemption - and Wisconsin Transportation Corporation d/b/a Central Wisconsin

Railway - Operation Exemption, served October 21, 1982

(substitution of operators of 138 miles of line); Finance Docket

No. 31526, Laurinburg & Southern Railroad Company--Lease

Exemption--Southern Railway Company--Lines Between Rural Hall and

North Wilkesboro, NC. and Between Mt. Airy and Brook Cove. NC,

decided November 1, 1989 (101.7 miles); Finance Docket No. 31514,

Indiana Hi-Rail Corporation--Lease Exemption--Norfolk and Western

Railway Company--Line Between Liberty Center, OH and Woodburn,

IN, decided October 13, 1989 (51 miles). See also STB Finance

Docket No. 32957, Norfolk and Western Railway Company -

Acquisition Exemption - Consolidated Rail Corporation, served

August 15, 1996 (49.8 miles of line and 37.18 miles of trackage

rights) for approval of an acquisition exemption for a large

property after the Board took over many of the functions of the

ICC.

Again, it should be remembered that this very line was transferred between the parties pursuant to an OFA and a petition for exemption.

D. APPLICATION OF SECTION 11323 IS NOT NECESSARY TO PROTECT SHIPPERS FROM ABUSE OF MARKET POWER

Because the transaction in question is of limited scope under § 10502(a), it is not necessary to further demonstrate that granting the proposed exemption would not expose shippers to an abuse of market power by CRC or CSXT. Even if the limited scope test were found not to be satisfied, however, the exemption sought herein would still be warranted by virtue of §

10502(a)(2)(B).

CRC's expected successor as owner and operator of the Ft. Wayne Line, CSXT, will maintain existing rail properties and operations and effect certain economies due to its ownership and maintenance of the line and incorporation into its system. Competitive NW operations in the area also will be continued and improved due to the line transfers contemplated in the Primary Application. No shipper will lose service. Shippers will merely experience a change in Class I rail carrier operators. There will be no loss of rail competition and no adverse change in the competitive balance which presently exists in the relevant regional transportation market. Indeed, the very purpose of the transaction is to maintain two strong competitors. Thus, the transaction will have no anti-competitive effects and accordingly meets the criteria for exemption.

Lastly, CRC and NW note that the parties seek an exemption from the requirements of Sections 11323-11325 and the Board's implementing regulations, including 49 C.F.R. Part 1180, only if the Primary Application is approved and the overall transaction can be implemented.

IV. LABOR PROTECTION

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

V. ENVIRONMENTAL AND HISTORIC REPORTS

Applicants have complied with the Board's environmental and

historic reporting regulations.

CONCLUSION and REQUEST FOR RELIEF

WHEREFORE, Consolidated Rail Corporation (CRC) and Norfolk and Western Railway Company (NW) respectfully request the Surface Transportation Board exempt from further regulation the acquisition and operation by CRC or by one of its subsidiaries (whether now in existence or not newly created), of NW's Ft. Wayne Line as part of a like-kind exchange for CRC's Streator Line, with the understanding that CRC's Streator Line will be transferred to NW as a Transaction Element of the Primary Application, as more particularly described above, and that the Ft. Wayne Line will ultimately be transferred to CSXT, also as a Transaction Element of the Primary Application.

Respectfully submitted,

CONSOLIDATED RAIL CORPORATION

By: John J. Paylor
John J. Paylor
Associate General Counsel

NORFOLK AND WESTERN
RAILWAY COMPANY

By: James R. Paschall
James R. Paschall
General Attorney

Dated: June 4, 1997

VERIFICATION

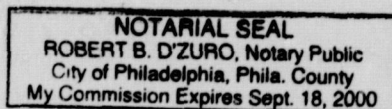
COMMONWEALTH OF PENNSYLVANIA))
) SS:
CITY OF PHILADELPHIA)

Timothy T. O'Toole, being duly sworn, deposes and says that he is Senior Vice-President of Consolidated Rail Corporation; that he is authorized to sign, verify, and file with the Surface Transportation Board the foregoing Petition for Exemption in Finance Docket No. 33388 (Sub-No. 24) on behalf of Consolidated Rail Corporation; that he has carefully examined all of the statements concerning Consolidated Rail Corporation contained in said Petition for Exemption; that he has knowledge of the matters concerning Consolidated Rail Corporation set forth therein; and that all such statements made and matters set forth therein are true and correct to the best of his knowledge, information, and belief.

1-01-1
Timothy T. O'Toole

Subscribed and sworn to before me,
a Notary Public in and for the Commonwealth
and City aforesaid, this 4th day of June, 1997.

Robert B. D'Zurro
Notary Public



VERIFICATION

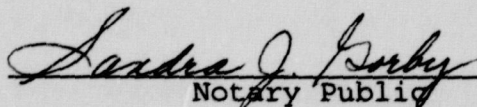
COMMONWEALTH OF VIRGINIA)
) SS:
CITY OF NORFOLK)

J. W. McClellan, being duly sworn, deposes and says that he is Vice President of Norfolk and Western Railway Company; that he is authorized to sign, verify, and file with the Surface Transportation Board the foregoing Petition for Exemption in Finance Docket No. 33388 (Sub-No. 24) on behalf of Norfolk and Western Railway Company; that he has carefully examined all of the statements concerning Norfolk and Western Railway Company contained in said Petition for Exemption; that he has knowledge of the matters concerning Norfolk and Western Railway Company set forth therein; and that all such statements made and matters set forth are true and correct to the best of his knowledge, information, and belief.


J. W. McClellan

COMMONWEALTH OF VIRGINIA)
) ss
CITY OF NORFOLK)

Subscribed and sworn to before me,
a Notary Public in and for the State
and City aforesaid, this 5th day
of June, 1997.



Notary Public

My Commission expires:

MARCH 31, 1998

A hand-drawn map showing a railway route. The route is marked with a thick black line and includes the following stations and points:

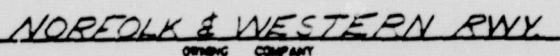
- CHICAGO**: Represented by a large black dot at the top left.
- TOLLESON**: A station on the route, with a label "MP 441.8" nearby.
- VALPARAISO**: A station further along the route.
- WARSAW**: A station further along the route.
- PORT WAYNE**: The final station on the route, with a label "MP 319.2" nearby.

The map also shows several intersecting lines and labels:

- CR**: Multiple labels indicating different railway lines or branches.
- NW**: Multiple labels indicating different railway lines or branches.
- TO DETROIT**: A label with an arrow pointing towards the top right.
- TO CLEVELAND**: A label with an arrow pointing towards the bottom right.
- INTERLOCKING**: A label near the Port Wayne station.
- MP 319.2**: A label near the Port Wayne station.
- MP 441.8**: A label near the Tolleston station.

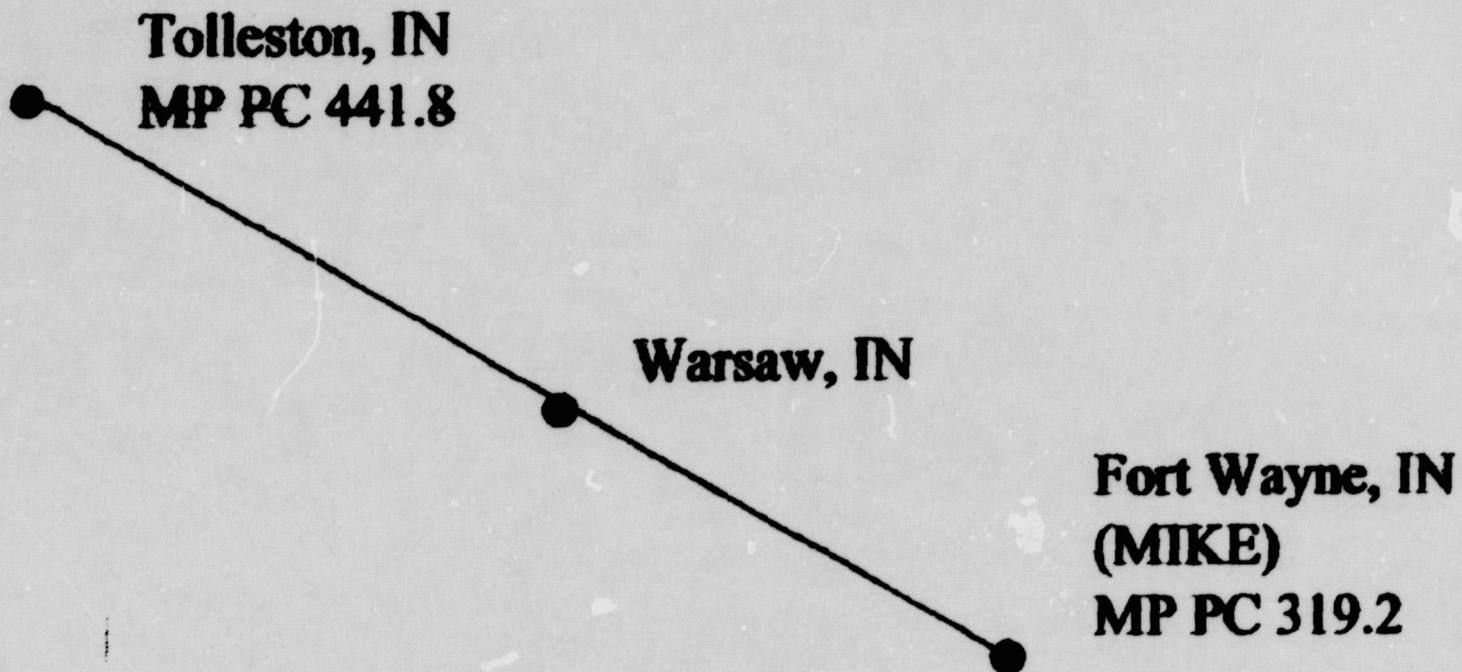
A north arrow is located in the upper left corner of the map.

DO NOT SCALE THIS DRAWING FOR DIMENSIONS NOT GIVEN



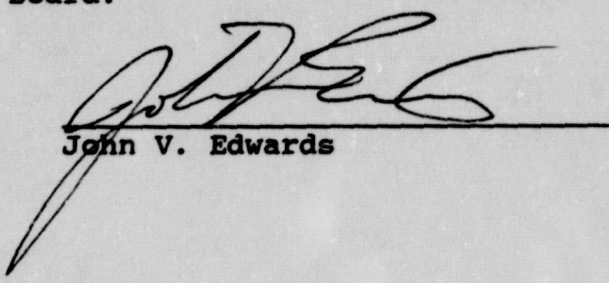
REV	BY	DATE	DESCRIPTION
LOCATION FT. WAYNE, INDIANA			
TITLE Line Transfer Norfolk and Western to Conrail 461			
DGN	VAL SEC	MAP	MILE POST 319.2
DWN <i>MAB</i>	FILE 107-1-5929	DRAWING NUMBER	
CHK	DATE 6-5-97	TA 24-0141	

PAGE 05



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.

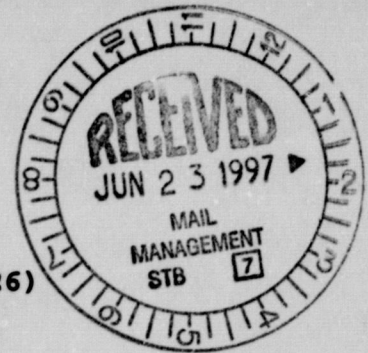


John V. Edwards

Dated: June 8, 1997

ENTERED
Office of the Secretary
JUN 23 1997
5 Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Docket No. 33388 (Sub-No. 26)

CSX CORPORATION AND CSX TRANSPORTATION, INC.
-- CONTROL--
THE LAKEFRONT DOCK AND RAILROAD TERMINAL COMPANY

FILED

JUN 23 1997

**SURFACE
TRANSPORTATION BOARD**

RAILROAD CONTROL APPLICATION

SECTION 1180.6

INTRODUCTION

CSX Corporation ("CSXC"), CSX Transportation, Inc. ("CSXT") and The Lakefront Dock and Railroad Terminal Company ("LD&RT") (collectively, "Applicants") hereby apply for Commission approval and authorization under 49 U.S.C. §§ 11323-26 for the acquisition and exercise of control of LD&RT by CSXC and CSXT, and the common control of LD&RT, CSXT and other rail carriers controlled by CSXT and/or CSXC (collectively, the "LD&RT control transactions").

SECTION 1180.6(a)(1)(i)

SUMMARY OF TRANSACTION

As described in the Primary Application, CSXC and CSXT propose to divide assets of Consolidated Rail Corporation ("CRC") and its affiliates with Norfolk Southern Corporation and Norfolk Southern Railway Company pursuant to the "Division." LD&RT is a

Class III railroad company in which CSXT and CRC each currently owns a 50 percent voting stock interest. In the Division, CRC's 50 percent interest in LD&RT will be allocated to CSXT. Upon consummation of the primary transaction following receipt of Board approval and authorization, CSXC and CSXT will control LD&RT, and CSXT and LD&RT will be under common control by CSXC.

The names, business addresses and telephone numbers of Applicants are:

CSX Corporation
One James Center
901 East Carey Street
Richmond, VA 23219
(804) 782-1400

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

Lakefront Dock and Railroad Terminal Company
500 Water Street
Jacksonville, FL 32202
(904) 359-3100

Counsel to whom questions regarding the LD&RT application may be addressed are listed on the signature page below.

SECTION 1180.6(a)(1)(ii)

PROPOSED TIME SCHEDULE

The control of LD&RT by CSXC and CSXT, and the common control of LD&RT, CSXT and other rail carriers controlled by CSXT and/or CSXC, will occur following the receipt of all required approvals and satisfaction or waiver of all conditions to closing set forth in the applicable transaction documents.

SECTION 1180.6(a)(1)(iii)

PURPOSE

The LD&RT control transactions are related to the primary transaction, the purpose of which is described in Section 1180.6(a)(1)(iii) in Volume 1 of this Application.

SECTION 1180.6(a)(1)(iv)

**NATURE AND AMOUNT OF ANY NEW
SECURITIES OR OTHER FINANCIAL ARRANGEMENTS**

No new securities will be issued, or other financial arrangements entered into, specifically in connection with the LD&RT control transactions. All new securities and financial arrangements that will be entered into in connection with the primary transaction are described in Section 1180.6(a)(1)(iv) in Volume 1 of this Application.

SECTION 1180.6(a)(2)

PUBLIC INTEREST JUSTIFICATIONS

The LD&RT control transactions will unquestionably serve the public interest. The substantial public benefits of the primary transaction are set forth in Section 1180.6(a)(2) in Volume 1 of this Application and further detailed in the verified statements describing competitive, operating and other benefits that are contained in Volumes 1, 2 and 3.

SECTION 1180.6(a)(2)(i)

EFFECTS ON COMPETITION

The LD&RT control transactions are part of a transaction that will offer the substantial competitive benefits described in Section 1180.6(a)(2)(i) in Volume 1 of this Application and the Exhibit 12 verified statements contained in Volume 2. Those efficiencies will permit CSXT to offer more competitive rail service, including service using the LD&RT facilities. Applicants do not anticipate that the LD&RT control transactions will have any effect on inter- or intramodal competition, nor will they cause any lessening of competition or create any monopoly or restraint of trade.

SECTION 1180.6(a)(2)(ii)

**FINANCIAL CONSIDERATION; OPERATING ECONOMIES;
INCREASE IN TRAFFIC, REVENUES AND EARNINGS**

Financial Consideration. There is no separately stated financial consideration for the LD&RT control transactions. The financial consideration for the primary transaction is described in Section 1180.6(a)(2)(ii) in Volume 1 of this Application.

Effects on Traffic, Revenues and Earnings. The LD&RT control transactions are not anticipated to affect traffic levels. Moreover, because all of the traffic moving over LD&RT in recent years has been handled exclusively by CSXT, they are not anticipated to affect revenues or earnings.

Economies to Be Effected in Operations. See Section 1180.6(a)(2)(i), supra.

SECTION 1180.6(a)(2)(iii)

EFFECT ON FIXED CHARGES

The LD&RT control transactions will not have any effect on fixed charges separate or distinct from the primary transaction. The effect on fixed charges of the primary transaction is set forth in Section 1180.6(a)(2)(iii) in Volume 1 of this Application.

SECTION 1180.6(a)(2)(iv)

EFFECT ON ADEQUACY OF TRANSPORTATION

The LD&RT control transactions will not affect the adequacy of transportation to the public. The effect of the primary transaction on the adequacy of transportation to the public is set forth in Section 1180.6(a)(2)(iv) in Volume 1 of this Application.

SECTION 1180.6(a)(2)(v)

EFFECT ON EMPLOYEES

LD&RT does not have any of its own employees. Operations on its property are conducted by CSXT employees and, to a limited extent, CRC employees. Applicants do not anticipate any effects on their rail carrier employees as a result of the LD&RT control transactions separate or distinct from the effects of the primary transaction, which are set forth in Volume 3 of this Application.

As of this date, no employee protection agreements have been reached.

SECTION 1180.6(a)(2)(vi)

EFFECT OF INCLUSION OF OTHER RAILROADS

The inclusion of other railroads in the LD&RT control transactions would not be in the public interest. The control of LD&RT by CSXC and CSXT -- which already owns 50% of LD&RT's voting stock and has contracts for 100% of the traffic handled over LD&RT -- will not result in the loss of traffic or revenue by any other carrier. No loss of essential services is threatened by the LD&RT control transactions, and any forcible inclusion of another railroad in them would be unwarranted. See also Volume 1, Section 1180.(6)(a)(2)(vi).

SECTION 1180.6(a)(3)

OTHER SUPPORTING STATEMENTS

The LD&RT control transactions are related to the primary transaction, in which certain CRC assets will be allocated to and operated by CSXT. Statements from shippers, public officials and other railroads supporting the primary transaction are provided in Volume 4 of this Application. Supporting statements from officers of CSXC and CSXT and from expert witnesses are provided in Volumes 1, 2 and 3 of the Application.

SECTION 1180.6(a)(4)

OPINIONS OF COUNSEL

The opinions of counsel for CSXC and CSXT that the LD&RT control transactions, as directly-related transactions that involve CSXC and CSXT, satisfy the requirements of law and will be legally authorized and valid if approved by the Board appear in Volume 1 of this Application, following the prayer for relief. Under 49 C.F.R. § 1180.6(a)(4) n.2, an opinion of counsel is not required from LD&RT, the party sought to be acquired.

SECTION 1180.6(a)(5)

LISTS OF STATES

The states in which the real property of each applicant carrier is situated and in which they conduct railroad operations are as follows:

<u>CSXT:</u>	Alabama	<u>LDRT:</u>	Ohio
	Delaware		
	District of Columbia		
	Florida		
	Georgia		
	Illinois		
	Indiana		
	Kentucky		
	Louisiana		
	Maryland		
	Michigan		
	Mississippi		
	Missouri		
	New York		
	North Carolina		
	Ohio		
	Pennsylvania		
	South Carolina		
	Tennessee		
	Virginia		
	West Virginia		

SECTION 1180.6(a)(6)

MAP -- EXHIBIT 1

The map required by Section 1180.6(a)(6) is provided in Exhibit 1 attached hereto. That map shows all of the lines of LD&RT and other carriers, including CSXT, in the area in which LD&RT is located. The relationship of the lines shown on that map to rail lines in other areas is shown on the maps provided in Volume 1 of this Application.

SECTION 1180.6(a)(7)(i)

NATURE AND TERMS OF PROPOSED TRANSACTION

A description of the nature and terms of the LD&RT control transactions is provided in Section 1180.6(a)(1)(i), "Summary of the Transaction," above. A description of the nature and terms of the primary transaction is provided in Volume 1 of this Application, and in the agreements provided in Exhibit 2 in Volume 8 of this Application.

SECTION 1180.6(a)(7)(ii)

AGREEMENTS -- EXHIBIT 2

The control of LD&RT by CSXC and CSXT will be effected pursuant to the agreements described in Section 1180.6(a)(7)(ii) in Volume 1 of this Application, copies of which are provided in Exhibit 2 in Volume 8 of this Application.

SECTION 1180.6(a)(7)(iii)

DESCRIPTION OF RESULTING COMPANY

Not applicable. No merger or corporate consolidation involving LD&RT is proposed.

SECTION 1180.6(a)(7)(iv)

COURT ORDER -- EXHIBIT 3

Not applicable. None of the Applicants is a trustee, receiver, assignee or personal representative of a real party in interest.

SECTION 1180.6(a)(7)(v)

PROPERTY INCLUDED IN PROPOSED TRANSACTION

The proposed transaction involves all of the property of LD&RT.

SECTION 1180.6(a)(7)(vi)

DESCRIPTION OF PRINCIPAL ROUTES

CSX Transportation, Inc.

CSXT operates approximately 18,504 route miles of railroad in 20 states east of the Mississippi River and in Ontario, Canada. Of that, approximately 1,607 miles are operated under trackage rights while the remaining mileage is either owned or operated under contract or lease. CSXT does not separate its railroad system on a basis of main line versus branch line.

CSXT has principal routes to, and serves, virtually every major metropolitan area east of the Mississippi River, from Chicago, St. Louis, Memphis and New Orleans on the West to Miami, Jacksonville, Charleston, Norfolk, Washington, D.C. and Philadelphia on the East. Other major metropolitan areas served by CSX include Atlanta, Nashville, Cincinnati, Detroit, Pittsburgh, Baltimore, Charlotte, Birmingham and Louisville. CSXT interchanges traffic with other railroads at virtually all of the aforementioned locations and at numerous other points on its railroad system.

The Lakefront Dock and Railroad Terminal Company

LD&RT provides facilities for the transfer of iron ore pellets from lake vessels (or ground storage of ore delivered by lake vessels) to rail cars for subsequent shipment. LD&RT operates approximately 17 miles of yard tracks at Oregon, Ohio. Its terminus is a dock on Lake Erie at Oregon, Ohio, and it has no route beyond that point. LD&RT connects with CSXT directly and with CRC via CRC trackage rights over CSXT. No interchange of traffic occurs.

SECTION 1180.6(a)(7)(vii)

GOVERNMENTAL FINANCIAL ASSISTANCE

No governmental financial assistance is involved.

SECTION 1180.6(a)(8)

ENVIRONMENTAL DATA -- EXHIBIT 4

Not applicable. Under 49 C.F.R. §§ 1105.6(c)(2) and 1105.8(b)(3), environmental documentation is not required for the LD&RT control transactions because they merely involve corporate ownership changes that will not result in significant changes in carrier operations. Moreover, because the Board's Section of Environmental Analysis is employing the services of a third-party contractor to prepare environmental documentation, by virtue of 49 C.F.R. § 1105.10(d), no environmental report is required. However, the Environmental Report provided in Volume 6 of this Application addresses the transaction as a whole.

SECTION 1180.6(b)(1)

FORM 10-Ks -- EXHIBIT 6

Not applicable. The LD&RT control transactions are not major transactions as defined by Section 1180.2(a).

SECTION 1180.6(b)(2)

FORM S-4 -- EXHIBIT 7

Not applicable. The LD&RT control transactions are not major transactions as defined by Section 1180.2(a).

SECTION 1180.6(b) (3)

CHANGE IN OWNERSHIP OR CONTROL -- EXHIBIT 8

Not applicable. The LD&RT control transactions are minor transactions under Section 1180.2. LD&RT is a Class III carrier, and control and operation of it by CSXT -- which already owns 50 percent of its stock and is responsible for all of the business that uses its facilities -- will not have regional or national transportation significance. Nor will the LD&RT control transactions have any anticompetitive effects that will not clearly be outweighed by their contribution to the public interest in meeting significant transportation needs, as demonstrated by the market impact analyses and verified statements provided in Volume 2 of this Application.

SECTION 1180.6(b) (4)

ANNUAL REPORTS -- EXHIBIT 9

Not applicable. The LD&RT control transactions are not major transactions as defined by Section 1180.2(a).

SECTION 1180.6(b) (5)

RELEVANT ISSUES -- EXHIBIT 10

Not applicable. The LD&RT control transactions are minor transactions under Section 1180.2. See Section 1180.6(b) (3), supra.

SECTION 1180.6(b)(6)

CORPORATE CHARTS -- EXHIBIT 11

Not applicable. The LD&RT control transactions are minor transactions under Section 1180.2. See Section 1180.6(b)(3), supra.

SECTION 1180.6(b)(6)(i)

STATEMENT OF COMMON OFFICERS AND DIRECTORS

Not applicable. The LD&RT control transactions are minor transactions under Section 1180.2. See Section 1180.6(b)(3), supra.

SECTION 1180.6(b)(6)(ii)

CARRIER STATUS LIST

Not applicable. The LD&RT control transactions are minor transactions under Section 1180.2. See Section 1180.6(b)(3), supra.

SECTION 1180.6(b)(7)

**INFORMATION ON
NON-CARRIER APPLICANTS**

Not applicable. The LD&RT control transactions are minor transactions under Section 1180.2. See Section 1180.6(b)(3), supra.

SECTION 1180.6(b)(8)

**STATEMENT OF DIRECT OR INDIRECT
INTERCORPORATE OR FINANCIAL RELATIONSHIPS**

Not applicable. The LD&RT control transactions are minor transactions under Section 1180.2. See Section 1180.6(b)(3), supra.

SECTION 1180.7

MARKET IMPACT ANALYSES -- EXHIBIT 12

Not applicable. The LD&RT control transactions are minor transactions under Section 1180.2. See Section 1180.6(b)(3), supra.

SECTION 1180.8(a)(1)-(4)

OPERATING PLAN -- EXHIBIT 13

Not applicable. The LD&RT control transactions are minor transactions under Section 1180.2. See Section 1180.6(b)(3), supra. The Operating Plan for the transaction as a whole is provided in Exhibit 13 in Volume 3 of this Application; LD&RT's operations are discussed in Section 4.1.3 of that Operating Plan.

SECTION 1180.8(a)(5)

DENSITY CHARTS -- EXHIBIT 14

Not applicable. The LD&RT control transactions are minor transactions under Section 1180.2. See Section 1180.6(b)(3), supra; see also Volume 3, Exhibit 14.

SECTION 1180.8(b) -- EXHIBIT 15

OPERATING PLAN (MINOR TRANSACTIONS)

Applicants do not presently anticipate any significant changes in patterns or types of service as a result of the LD&RT control transactions or involving LD&RT or its facilities. See also Volume 3, Exhibit 13, section 4.1.3.

SECTION 1180.9(a)

PRO FORMA BALANCE SHEETS -- EXHIBIT 16

Not applicable. The LD&RT control transactions are not major transactions as defined by Section 1180.2(a); see also Volume 1, Exhibit 16 (pro forma balance sheets for primary transaction).

SECTION 1180.9(b)

PRO FORMA INCOME STATEMENTS -- EXHIBIT 17

Not applicable. The LD&RT control transactions are not major transactions as defined by Section 1180.2(a); see also

Volume 1, Exhibit 17 (pro forma income statements for primary transaction).

SECTION 1180.9(c)

**SOURCES AND APPLICATIONS
OF FUNDS STATEMENT-- EXHIBIT 18**

Not applicable. The LD&RT control transactions are not major transactions as defined by Section 1180.2(a); see also Volume 1, Exhibit 18 (sources and uses of funds for primary transaction).

SECTION 1180.9(d)

PROPERTY ENCUMBRANCE -- EXHIBIT 19

Not applicable. The LD&RT control transactions are not major transactions as defined by Section 1180.2(a); see also Volume 1, Exhibit 19 (property encumbrances for primary transaction).

SECTION 1180.9(e) -- EXHIBITS 20 & 21


CURRENT BALANCE SHEETS AND CURRENT INCOME STATEMENTS

Not applicable. The LD&RT control transactions are not major transactions as defined by Section 1180.2(a); see also Volume 1, Exhibits 20 & 21 (balance sheets and income statements for primary transaction).

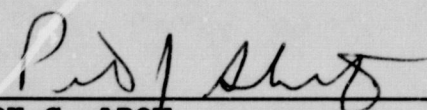
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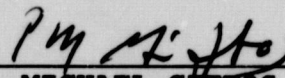
Wherefore, CSXC, CSXT and LD&RT pray that the Board issue an order pursuant to 49 U.S.C. §§ 11321-26 approving and authorizing the acquisition and exercise of control of LD&RT by CSXC and CSXT, and the common control by CSXC of LD&RT, CSXT and other carriers controlled by CSXT and/or CSXC.

Respectfully Submitted,


CHARLES M. ROSENBERGER *PRH*
500 Water Street
Jacksonville, FL 32202
(904) 359-3100

Counsel for The Lakefront Dock
and Railroad Terminal Company


MARK G. ARON
PETER J. SHUDTZ
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129
(804) 782-1400


P. MICHAEL GIFTOS
PAUL R. HITCHCOCK
CSX Transportation, Inc.
500 Water Street
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Counsel for CSX Corporation
and CSX Transportation, Inc.

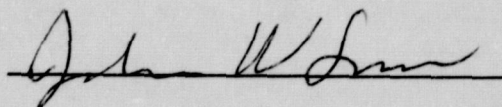
June 8, 1997

SECTION 1180.4(c)(2)(i)

SIGNATURES, OATHS, AND CERTIFICATIONS
OF APPLICANTS' EXECUTIVE OFFICERS

CSX CORPORATION AND CSX TRANSPORTATION, INC.

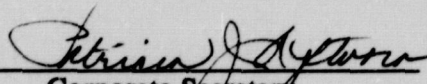
I, John W. Snow, declare under penalty of perjury that I am Chairman, President and Chief Executive Officer of CSX Corporation and Chairman of the Board of CSX Transportation, Inc., applicants herein; that I am one of the executive officers duly authorized to sign, to verify and to file this Application on behalf of the foregoing; that I have knowledge of the matters contained in this Application to the extent they relate to the foregoing; and that the statements made in this Application are true and correct to the best of my knowledge and belief.



John W. Snow

Executed on June 8, 1997

I, Patricia J. Aftoora, hereby certify that I am Corporate Secretary of CSX Transportation, Inc., applicant herein, and that John W. Snow, Chairman of the Board of CSX Transportation, Inc., is duly authorized to sign, to verify, and to file this Application on behalf of the foregoing.



Corporate Secretary

Dated this 8th day of June 1997 at Jacksonville.

I, Alan A. Rudnick, hereby certify that I am Corporate Secretary of CSX Corporation, applicant herein, and that John W. Snow, Chairman, President and Chief Executive Officer of CSX Corporation., is duly authorized to sign, to verify, and to file this Application on behalf of the foregoing.

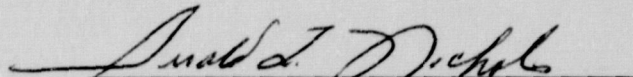
Alan A Rudnick
Corporate Secretary

Dated this 8 day of June 1997 at Richmond.

THE LAKEFRONT DOCK AND RAILROAD TERMINAL COMPANY

STATE OF FLORIDA)
)
CITY OF JACKSONVILLE)

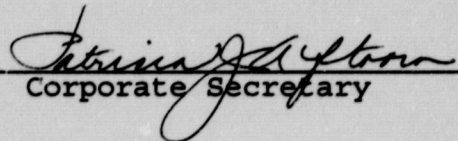
I, Gerald L. Nichols, declare under penalty of perjury that I am President of The Lakefront Dock and Railroad Terminal Company, an applicant herein; that I am one of the executive officers duly authorized to sign, to verify and to file this Application on behalf of the foregoing; that I have knowledge of the matters contained in this Application to the extent they relate to the foregoing; and that the statements made in this Application are true and correct to the best of my knowledge and belief.


Gerald L. Nichols

Executed on June 8, 1997

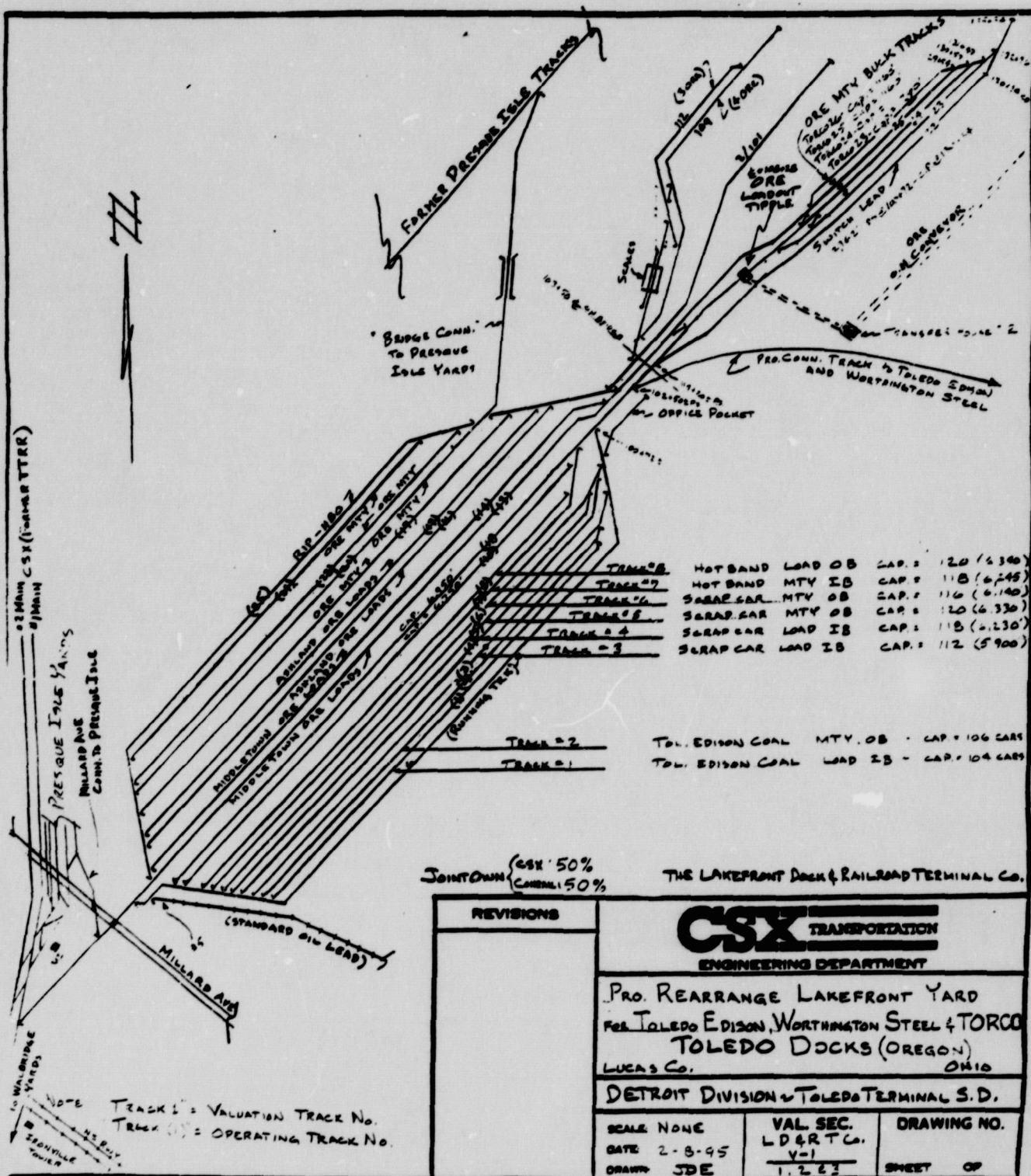
CERTIFICATE

I, Patricia J. Aftoora, hereby certify that I am
Corporate Secretary of The Lakefront Dock and Railroad Terminal
Company, an applicant herein, and that Gerald L. Nichols,
President of The Lakefront Dock and Railroad Terminal Company, is
duly authorized to sign, to verify, and to file this Application
on behalf of the foregoing.



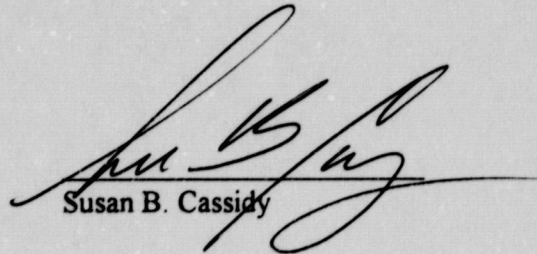
Corporate Secretary

Dated this 8 day of June, 1997, at Jacksonville, Florida.

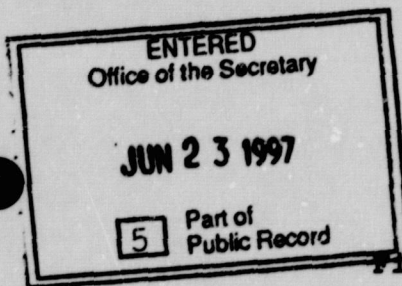


CERTIFICATE OF SERVICE

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.

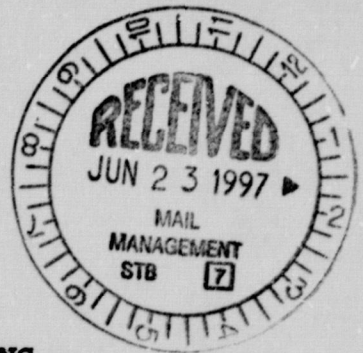

Susan B. Cassidy

Dated: June 8, 1997



BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388 (Sub-No. 31)



FILED

JUN 23 1997

SURFACE
TRANSPORTATION BOARD

CSX CORPORATION AND CSX TRANSPORTATION, INC.

-- CONTROL --

ALBANY PORT RAILROAD CORPORATION

PETITION FOR EXEMPTION

Pursuant to 49 U.S.C. § 10502, Petitioners CSX Corporation ("CSXC") and CSX Transportation, Inc. ("CSXT") hereby seek exemption from regulation under 49 U.S.C. §§ 11323-25, to the extent those provisions may apply, for the acquisition of control of Albany Port Railroad Corporation ("APR"), which is related to the Transaction described in the Primary Application. As set forth below, the 50 percent interest in APR being allocated to CSXT will not permit Petitioners to control APR under applicable precedent. However, to the extent the Board finds that an acquisition of control of APR would result, control of APR by CSXC and CSXT and the common control of APR, CSXT and other rail carriers controlled by CSXT and/or CSXC will further the national rail transportation policy set forth at 49 U.S.C. § 10101, is limited in scope and will not subject shippers to any abuse of market power. Exemption should accordingly be granted if Sections 11323-25 are found to apply.

BACKGROUND

As described in the Primary Application, Petitioners propose to allocate assets of Consolidated Rail Corporation ("CRC") pursuant to the "Division." CRC currently owns a 50 percent stock interest in APR, which will be allocated to CSXT in the Division. The remaining 50 percent interest is held by D&H Corporation ("D&H"), an affiliate of Canadian Pacific Limited.

APR serves docks and terminal facilities at the Port of Albany, New York. It leases approximately 16.5 miles of track from the Albany Port District Commission. APR switches rail cars between shippers located at the Port of Albany and CRC and D&H. It also provides haulage services for CRC and D&H.

APR's business address is c/o Port of Albany, Albany, New York 12202. A map showing APR's lines and their relation to the CRC and D&H lines at Albany is attached as Appendix A.

APR is owned equally by CRC and D&H, each of which has two representatives on a four-member Board of Directors. Neither owner alone can control that Board or APR's operations. APR operates in the interest of both of its owners.

Petitioners do not anticipate that the proposed control of CRC and allocation of CRC's interest to CSXT will affect APR's operations. D&H will continue to participate in APR's management, and D&H's ability to obtain service from APR on a neutral and impartial basis will not be impaired.

ARGUMENT

Under the facts presented, applicable precedent indicates that CRC's 50 percent interest in APR does not constitute control within the meaning of the Interstate Commerce Act.^{1/} If so, the acquisition of CRC's interest by Petitioners would not require Board authorization.^{2/}

However, to the extent the Board concludes that control of APR exists through the 50 percent interest that will be allocated to CSXT, it is clear that an exemption from regulation should be granted. Under Section 10502, the Board must grant an exemption if an otherwise applicable provision of the statute:

(1) is not necessary to carry out the transportation policy of section 10101 of [Title 49]; and (2) either -- (A) the transaction or service is of limited scope; or (B) the application in whole or in part of the provision is not needed to protect shippers from the abuse of market power.

49 U.S.C. § 10502(a). The indirect ownership of CRC's interest in APR and its allocation to CSXT pursuant to the Division meet all of the statutory tests.^{3/}

^{1/} See Burlington Northern, Inc. -- Control & Merger -- St. Louis San Francisco Ry., 366 I.C.C. 862, 870, aff'd sub nom. Brotherhood of Ry. & Airline Clerks v. Burlington Northern, Inc., 722 F.2d 380 (8th Cir. 1983).

^{2/} See, e.g., Illinois Cent. R.R. -- Reacquisition & Control Exemption -- Peoria & Pekin Union Ry., Finance Docket No. 31542 (served Dec. 29, 1989).

^{3/} Petitioners do not anticipate that the treatment of CRC's interest in APR described herein will affect employees. However, they acknowledge that to the extent it confers control of APR,
(continued...)

The Division contemplated by the Primary Application will afford substantial benefits, particularly in terms of increased competition and more efficient single-line service. See Volume 1, Section 1180.6(a)(2), 1180.7 (Exhibit 12); Volume 2, Exhibit 12 Verified Statements. As explained above, allocation of the APR interest is not expected to affect existing APR operations. Regulation of any resulting control over APR is not necessary to carry out any aspect of the rail transportation policy. The Primary Application will be reviewed fully under 49 U.S.C. §§ 11323-25 and the Board's regulations, and granting exemption with respect to the APR interest would be consistent with the statutory policy set forth in 49 U.S.C. § 10101(2), which seeks "to minimize the need for Federal regulatory control over the rail transportation system."

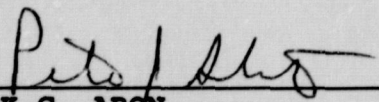
This transaction also meets the other criteria for exemption. It is plainly of limited scope, as it merely involves a 50 percent stock interest in a 16.5-mile railroad, the other 50 percent of which is owned by a competing railroad. It likewise does not present a situation in which regulation is necessary to protect shippers from the abuse of market power, inasmuch as APR switching and terminal operations at the Port of Albany are not expected to be changed. Exemption should therefore be granted.

^{3/}(...continued)
under § 10502(g) it will be subject to the applicable employee protective conditions.

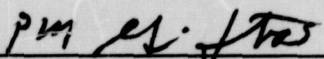
CONCLUSION

For the reasons set forth above, Petitioners respectfully submit that the indirect ownership of CRC's interest in APR and the allocation of that interest to CSXT in the Division do not involve any acquisition of control of APR within the meaning of the Interstate Commerce Act. However, to the extent the Board holds otherwise, Petitioners submit that control of APR by them, and the common control of APR and other rail carriers controlled by Petitioners, meet all of the criteria for exemption from regulation under Section 10502, and ask that the Board grant the exemption sought hereby.

Respectfully submitted,



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Richmond, VA 23129
(804) 782-1400

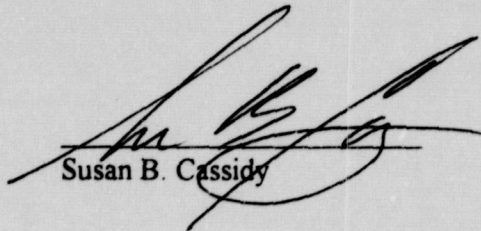


P. MICHAEL GIFTOS
PAUL R. HITCHCOCK
CSX Transportation, Inc.
500 Water Street
Speed Code J-120
Jacksonville, FL 32202
(904) 359-3100

June 8, 1997

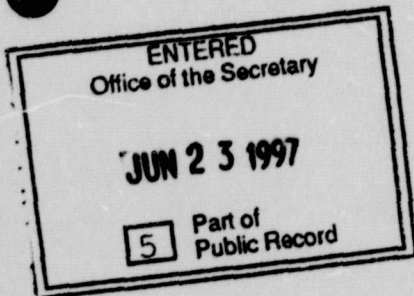
CERTIFICATE OF SERVICE

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. 34)

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

FILED

JUN 23 1997

SURFACE
TRANSPORTATION BOARD

NOTICE OF EXEMPTION

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")¹ 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 CSXT to acquire trackage rights over trackage of NW between Bucyrus, Ohio, at or near NW's Milepost S-63.0, and Sandusky, Ohio, at or near NW's Milepost S-108.5, a distance of approximately 45.5 miles.

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):

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

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, NW will grant overhead trackage rights to CSXT over trackage of NW between Bucyrus, Ohio, at or near NW's Milepost S-63.0, and Sandusky, Ohio, at or near NW's Milepost S-108.5, a distance of approximately 45.5 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) 629-2838

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 Conrail² by CSX³ and NS,⁴ approval for which is being sought in Finance Docket No. 33388. Accordingly, the trackage rights shall become effective only after the effective date of a Board decision approving the primary application and this related application in Finance Docket No. 33388.

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

³ CSX Corporation ("CSXC") and CSXT are referred to collectively as "CSX."

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

- (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 purpose of the proposed trackage rights is to allow CSXT to access "two to one" shippers at Sandusky. The trackage rights will result in the preservation of competition, operating economies to CSXT and more efficient routing of traffic.

- (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.

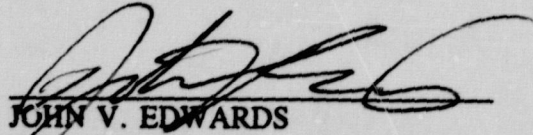
(a)(7)(ii) Agreement

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).

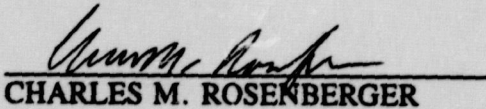
Respectfully submitted,



JOHN V. EDWARDS

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(202) 298-8660

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



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

Counsel for
CSX Transportation, Inc. and
The Baltimore and Ohio Chicago
Terminal Railway Company

Dated: June 12, 1997

SURFACE TRANSPORTATION BOARD
FINANCE DOCKET NO. 33388 (SUB-NO. 34)

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

NOTICE OF EXEMPTION

Norfolk and Western Railway Company ("NW"), a wholly-owned subsidiary of Norfolk Southern Railway Company ("NSRC") has agreed to grant overhead trackage rights to CSX Transportation, Inc. ("CSXT") over trackage of NW between Bucyrus, Ohio, at or near NW's Milepost S-63.0, and Sandusky, Ohio, at or near NW's Milepost S-108.5, a distance of approximately 45.5 miles. 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

STB

FD

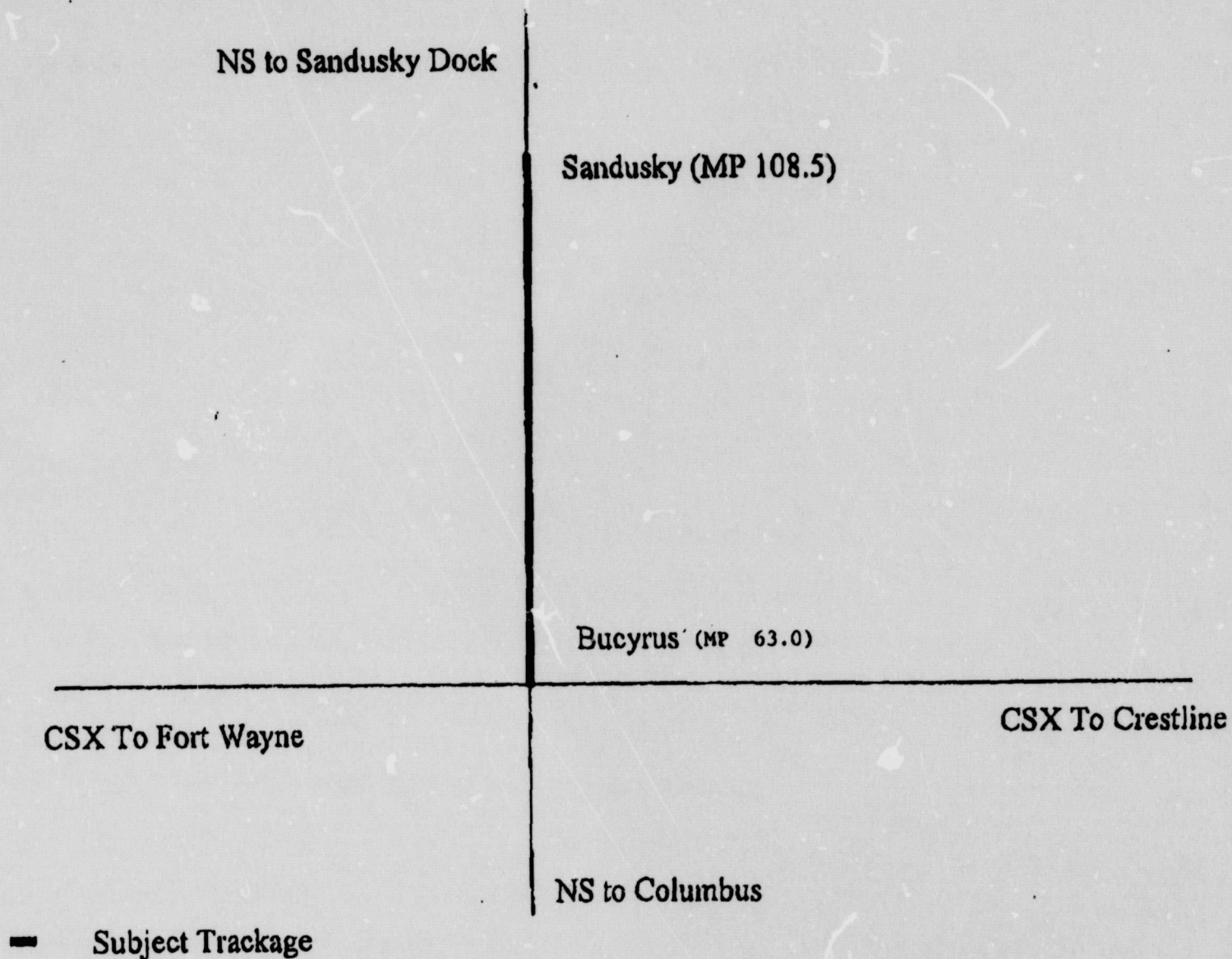
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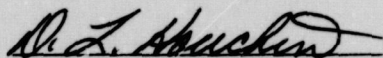
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VERIFICATION

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

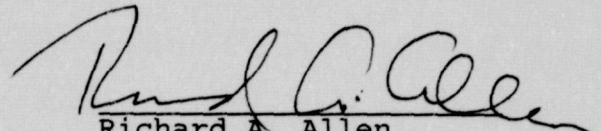
Further, I certify that I am qualified and authorized to file this Notice of Exemption. Executed this 12 day of June, 1997.



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

VERIFICATION

I, Richard A. Allen, attorney for Norfolk Southern Railway Company and Norfolk and Western Railway Company, certifies under penalty of perjury that he has read the foregoing notice of exemption, knows the facts asserted therein, and that the same are true as stated.


Richard A. Allen

Dated this 12 day of June, 1997.

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 / JRS
Susan B. Cassidy

Dated: 6/12/97

STB

FD

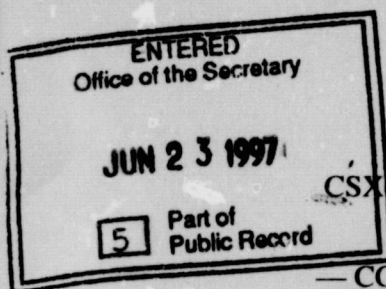
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BEFORE THE
SURFACE TRANSPORTATION BOARD

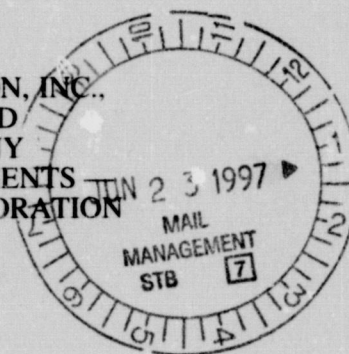
Finance Docket No. 33388

CSX CORPORATION AND CSX TRANSPORTATION, INC.,
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
— CONTROL AND OPERATING LEASES/AGREEMENTS
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

RAILROAD CONTROL APPLICATION

VOLUME 6A OF 8

**ENVIRONMENTAL REPORT
PART 1—OVERVIEW AND DESCRIPTION OF
THE PROPOSED ACTION**



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FILED

JUN 23 1997

**SURFACE
TRANSPORTATION BOARD**

ENVIRONMENTAL REPORT

**CSX CORPORATION AND CSX TRANSPORTATION, INC.,
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
-CONTROL AND OPERATING LEASES/AGREEMENTS-
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION**

OVERVIEW AND DESCRIPTION OF THE PROPOSED ACQUISITION

PART 1 of 4

Prepared by:

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**for CSX Corporation
and CSX Transportation Corporation**

**Burns & McDonnell
9400 Ward Parkway
Kansas City, Missouri 64114**

**for Norfolk Southern Corporation
and Norfolk Southern Railway Company**

CSX Corporation and CSX Transportation, Inc. (CSX), and Norfolk Southern Corporation and Norfolk Southern Railway Company (NS), are filing an application with the Surface Transportation Board (STB) seeking authority to control Conrail Inc. and Consolidated Rail Corporation and to allocate the assets of Conrail between them.

This Environmental Report describes the proposed action and expected environmental effects. This Environmental Report has been prepared by CSX and NS to assist the STB in its review of the potential environmental effects of the proposed action. The STB has announced its intention to prepare an Environmental Impact Statement on the proposed action. The STB will publish a notice in the Federal Register soliciting comments on the scope of the environmental review process.

We are providing this Environmental Report so that you may review the information that will form the basis for the STB's independent environmental analysis of this proceeding. If you believe that any of the information is misleading or incorrect or that any pertinent information is missing, or if you have any comments related to environmental matters, you may file comments with the STB. Anyone wishing to file comments on environmental matters should submit an original and ten (10) copies of the comments to:

Office of the Secretary
Case Control Unit
Finance Docket No. 33388
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Attention:
Elaine K. Kaiser
Chief, Section of Environmental Analysis
Environmental Filing

Questions and comments on environmental matters may also be directed to the STB's Section of Environmental Analysis at its toll-free number: 1-888-869-1997.

Your comments will be considered by the STB in evaluating the environmental impacts of the proposed action.

GUIDE TO THE ENVIRONMENTAL REPORT

(published in three volumes):

The Environmental Report includes four parts:

Volume 6A

Part 1: Overview and Description of the Proposed Acquisition

This Part provides an overview of the proposed Acquisition, a summary of the potential environmental impacts and descriptions of analytical methodologies. A Glossary and List of Abbreviations and Acronyms are included in the front of Part 1.

Volume 6B

Part 2: Rail Line Segments, Rail Yards and Intermodal Facilities

This Part provides detailed analysis of the potential environmental impacts related to proposed changes in traffic and other Acquisition-related activities on specific rail line segments, at rail yards, and at intermodal/Triple Crown Services facilities.

Volume 6C

Part 3: Proposed Abandonments

This Part provides detailed analyses of each proposed abandonment, proposed mitigation of potential environmental impacts associated with the abandonments and descriptions of analytical methodologies.

Part 4: Proposed Construction Projects

This Part provides detailed analyses of each proposed construction project (connections and other projects requiring newly acquired rights-of-way or property), proposed mitigation of the potential environmental impacts related to each project and descriptions of analytical methodologies.

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VOLUME 6A
MASTER TABLE OF CONTENTS

PART 1 OVERVIEW AND DESCRIPTION OF THE PROPOSED ACQUISITION

	<u>Page No.</u>
LIST OF ACRONYMS AND ABBREVIATIONS	9
GLOSSARY	12
EXECUTIVE SUMMARY	16
1.0 DESCRIPTION OF THE PROPOSED ACQUISITION	21
1.1 BACKGROUND	21
1.2 OVERVIEW OF THE ENVIRONMENTAL REPORT	29
1.3 PROPOSED ACTION	33
2.0 BENEFICIAL ENVIRONMENTAL EFFECTS OF THE ACQUISITION	70
2.1 AIR QUALITY	70
2.2 ENERGY	72
2.3 TRANSPORTATION	74
2.4 SAFETY	75
2.5 NOISE	77
3.0 SUMMARY OF RAIL LINE SEGMENTS IMPACTS	79
3.1 AIR QUALITY	79

3.2	NOISE	82
3.3	SAFETY	84
4.0	SUMMARY OF RAIL YARDS AND INTERMODAL FACILITIES IMPACTS	101
4.1	AIR QUALITY	101
4.2	NOISE	102
4.3	TRANSPORTATION	103
5.0	PROPOSED ABANDONMENTS	106
5.1	APPROACH	106
5.2	CONCLUSIONS	108
6.0	PROPOSED CONSTRUCTION PROJECTS	110
6.1	APPROACH	110
6.2	CONCLUSIONS	112
7.0	SYSTEMWIDE ANALYSES	117
7.1	TRANSPORTATION	117
7.2	SAFETY	121
7.3	ENERGY	125
7.4	AIR QUALITY	127
8.0	IMPACTS ON PASSENGER SERVICE	128
8.1	AMTRAK OPERATIONS	129
8.2	COMMUTER OPERATIONS	136

VOLUME 6B

MASTER TABLE OF CONTENTS

PART 2 OPERATIONAL IMPACTS

RAIL LINE SEGMENTS, RAIL YARDS AND

INTERMODAL FACILITIES

TABLE OF CONTENTS	1
1.0 INTRODUCTION	11
2.0 ALABAMA	53
3.0 DELAWARE	63
4.0 FLORIDA	75
5.0 GEORGIA	77
6.0 ILLINOIS	98
7.0 INDIANA	133
8.0 KENTUCKY	201
9.0 LOUISIANA	217
10.0 MARYLAND	226
11.0 MASSACHUSETTS	257
12.0 MICHIGAN	259
13.0 MISSISSIPPI	280
14.0 MISSOURI	282
15.0 NEW JERSEY	295
16.0 NEW YORK	319
17.0 NORTH CAROLINA	351

18.0 OHIO	353
19.0 PENNSYLVANIA	449
20.0 SOUTH CAROLINA	510
21.0 TENNESSEE	512
22.0 VIRGINIA	529
23.0 WEST VIRGINIA	569
24.0 DISTRICT OF COLUMBIA	595

VOLUME 6C

MASTER TABLE OF CONTENTS

PART 3 PROPOSED ABANDONMENTS

TABLE OF CONTENTS	1
LIST OF TABLES	5
LIST OF FIGURES	5
1.0 INTRODUCTION	6
1.1 OVERVIEW	7
1.2 ABANDONMENT PROCESS	11
1.3 POTENTIAL IMPACTS AND METHODOLOGIES	13
2.0 ILLINOIS	14
2.1 PARIS TO DANVILLE (CONRAIL DANVILLE SECONDARY)	15
3.0 INDIANA	44
3.1 DILLON JUNCTION TO MICHIGAN CITY	45
3.2 SOUTH BEND TO DILLON JUNCTION	66
4.0 OHIO	99
4.1 TOLEDO TO MAUMEE (TOLEDO BACK BELT)	100
4.2 TOLEDO PIVOT BRIDGE	117
APPENDIX A - Potential Impact Areas and Methodologies For Construction and Abandonment Projects	

PART 4 PROPOSED CONSTRUCTION PROJECTS

TABLE OF CONTENTS	156
LIST OF TABLES	175
LIST OF FIGURES	175
1.0 INTRODUCTION	177
1.1 OVERVIEW	178
1.2 CONSTRUCTION PROCEDURES AND TYPES	185

1.3 POTENTIAL IMPACTS AND METHODOLOGIES	187
2.0 ILLINOIS	189
2.1 75TH STREET SOUTHWEST CONNECTION (CSX)	191
2.2 EXERMONT CONNECTION (CSX)	205
2.3 LINCOLN AVENUE (CSX)	221
2.4 KANKAKEE (NS)	234
2.5 SIDNEY (NS)	247
2.6 TOLONO (NS)	260
3.0 INDIANA	281
3.1 WILLOW CREEK (CSX)	283
3.2 ALEXANDRIA (NS)	299
3.3 BUTLER (NS)	312
3.4 TOLLESTON (NS)	324
4.0 MARYLAND	342
4.1 HAGERSTOWN (NS)	343
5.0 MICHIGAN	358
5.1 ECORSE JUNCTION (DETROIT) (NS)	359
6.0 NEW JERSEY	375
6.1 LITTLE FERRY (CSX)	376
7.0 NEW YORK	392
7.1 BLASDELL (NS)	393
7.2 GARDENVILLE JUNCTION (EBENEZER) (NS)	408
8.0 OHIO	423
8.1 COLLINWOOD YARD (CSX)	425
8.2 CRESTLINE (CSX)	440
8.3 GREENWICH (CSX)	455
8.4 SIDNEY (CSX)	470
8.5 WILLARD YARD (CSX)	485
8.6 BUCYRUS (NS)	499
8.7 COLUMBUS (NS)	512
8.8 OAK HARBOR (NS)	524
8.9 VERMILION (NS)	537
APPENDIX A - Potential Impact Areas and Methodologies For Construction and Abandonment Projects	561
APPENDIX B - Agency Correspondence	576

PART 1 OVERVIEW AND DESCRIPTION OF THE PROPOSED ACQUISITION

TABLE OF CONTENTS

Page No.

TABLE OF CONTENTS	TC-1
LIST OF TABLES	TC-5
LIST OF FIGURES	TC-7
APPENDICES	TC-8
LIST OF ACRONYMS AND ABBREVIATIONS	TC-9
GLOSSARY	TC-12
EXECUTIVE SUMMARY	1-1
1.0 DESCRIPTION OF THE PROPOSED ACQUISITION	1-6
1.1 BACKGROUND	1-6
1.2 OVERVIEW OF THE ENVIRONMENTAL REPORT	1-14
1.3 PROPOSED ACTION	1-18
1.3.1 Operations on Rail Line Segments	1-19
1.3.2 Operations at Rail Yards and Intermodal Facilities	1-19
1.3.3 Rail Lines Proposed for Abandonment	1-19
1.3.4 Proposed Construction Projects	1-19

1.3.5	Ports	1-20
2.0	BENEFICIAL ENVIRONMENTAL EFFECTS OF THE ACQUISITION	2-1
2.1	AIR QUALITY	2-1
2.2	ENERGY	2-3
2.3	TRANSPORTATION	2-5
2.4	SAFETY	2-6
2.5	NOISE	2-8
3.0	SUMMARY OF RAIL LINE SEGMENTS IMPACTS	3-1
3.1	AIR QUALITY	3-1
3.2	NOISE	3-4
3.3	SAFETY	3-6
3.3.1	<u>Grade Crossings</u>	3-7
	3.3.1.1 <i>Air Quality</i>	3-7
	3.3.1.2 <i>Vehicle Delays</i>	3-12
3.3.2	<u>Train Accidents</u>	3-13
3.3.3	<u>Hazardous Materials Transportation</u>	3-16
3.3.4	<u>Hazardous Waste Sites/Spill Sites on the Right-of-Way</u>	3-22
4.0	SUMMARY OF RAIL YARDS AND INTERMODAL FACILITIES IMPACTS	4-1
4.1	AIR QUALITY	4-1
4.2	NOISE	4-2
4.3	TRANSPORTATION	4-3
5.0	PROPOSED ABANDONMENTS	5-1
5.1	APPROACH	5-1
5.2	CONCLUSIONS	5-3
6.0	PROPOSED CONSTRUCTION PROJECTS	6-1

6.1	APPROACH	6-1
6.2	CONCLUSIONS	6-3
7.0	SYSTEMWIDE ANALYSES	7-1
7.1	TRANSPORTATION	7-1
7.1.1	Expanded CSX System	7-2
7.1.1.1	Intermodal Truck-to-Rail Diversions	7-2
7.1.1.2	General Merchandise Truck-to-Rail Diversions	7-3
7.1.1.3	Diversions to Other Transportation Systems	7-3
7.1.2	Expanded NS System	7-3
7.1.2.1	Intermodal Truck-to-Rail Diversions	7-4
7.1.2.2	General Merchandise Truck-to-Rail Diversions	7-5
7.1.2.3	Diversions to Other Transportation Systems	7-5
7.2	SAFETY	7-5
7.2.1	Grade Crossing Safety	7-7
7.2.2	Hazardous Materials Transportation	7-8
7.2.3	Traffic Safety	7-9
7.3	ENERGY	7-9
7.4	AIR QUALITY	7-11
8.0	IMPACTS ON PASSENGER SERVICE	8-1
8.1	AMTRAK OPERATIONS	8-2
8.1.1	<u>Amtrak Operations over Lines</u>	
	<u>Owned by CSX, NS or Conrail</u>	8-2
8.1.2	<u>Freight Operations Over Lines</u>	
	<u>Owned by Amtrak</u>	8-8
8.2	COMMUTER OPERATIONS	8-9
8.2.1	<u>Boston Area</u>	8-10
8.2.2	<u>Northern New Jersey/New York City Area</u>	8-11
8.2.3	<u>Philadelphia Area</u>	8-14

8.2.4	<u>Baltimore Area</u>	8-16
8.2.5	<u>Washington, DC Area</u>	8-17
	8.2.5.1 <i>MARC</i>	8-17
	8.2.5.2 <i>Virginia Railway Express</i>	8-17
8.2.6	<u>Miami Area</u>	8-18
8.2.7	<u>Chicago Area</u>	8-19

LIST OF TABLES

<u>Table No.</u>	<u>Title</u>
SECTION 1.0	
1-1	Surface Transportation Board's Air Quality Thresholds for Impact Analysis
1-2	Surface Transportation Board's Noise Thresholds for Impact Analysis
1-3	CSX Rail Line Segments that Meet STB Thresholds for Environmental Analysis
1-4	NS Rail Line Segments that Meet STB Thresholds for Environmental Analysis
1-5	Shared Rail Line Segments that Meet STB Thresholds for Environmental Analysis
1-6	CSX Rail Line Segments Expected to Experience Decreases in Rail Traffic
1-7	NS Rail Line Segments Expected to Experience Decreases in Rail Traffic
1-8	Shared Area Rail Line Segments Expected to Experience Decreases in Rail Traffic
1-9	CSX Rail Yards that Meet Carload Activity Thresholds for Environmental Analysis
1-10	NS Rail Yards that Meet Carload Activity Thresholds for Environmental Analysis
1-11	Shared Rail Yards that Meet Carload Activity Thresholds for Environmental Analysis
1-12	CSX Intermodal Facilities that Meet STB Thresholds for Environmental Analysis
1-13	NS Intermodal Facilities that Meet STB Thresholds for Environmental Analysis
1-14	CSX Proposed Abandonment
1-15	NS Proposed Abandonments
1-16	CSX Proposed Construction Projects
1-17	Other CSX Construction Projects Requiring New Rights-of-Way or Property to be Analyzed
1-18	NS Proposed Connections
SECTION 2.0	
1-19	Truck-to-Rail Air Emission Changes
1-20	Truck-to-Rail Diversion Fuel Consumption Changes
1-21	Truck-to-Rail Diversion Summary

SECTION 3.0

- 1-22 Truck-to-Rail Air Emission Changes**
- 1-23 Crossing Accident Rates**
- 1-24 CSX Grade Crossing Collision Statistics**
- 1-25 NS Grade Crossing Collision Statistics**
- 1-26 Average Delays at CSX Grade Crossings**
- 1-27 Average Delays at NS Grade Crossings**
- 1-30 Train Accident Rates**
- 1-31 Truck-to-Rail Diversions**

SECTION 4.0

- 1-32 Truck-to-Rail Diversions**

SECTION 7.0

- 1-33 CSX IM Truck-to-Rail Diversion Summary**
- 1-34 NS IM Truck-to-Rail Diversion Summary**
- 1-35 Truck-to-Rail Fuel Consumption Changes**
- 1-36 Truck-to-Rail Air Emissions Changes**

SECTION 8.0

- 1-37 Amtrak Trains Operating Over Lines Owned by CSX, NS and Conrail**
- 1-38 CSX, NS and Conrail Line Segments With Amtrak Service**
- 1-39 Amtrak Trains Sorted by Amtrak Train Route**

LIST OF FIGURES

<u>Figure No.</u>	<u>Title</u>
1-1	Proposed Division of Conrail Route System
1-2	Expanded CSX System
1-3	Expanded NS System
1-4	Air Quality Attainment Status
1-5	Ports
1-6	Passenger Rail Lines
1-7	Boston Area Commuter/Freight Common Routes
1-8	Northern New Jersey Area Commuter/Amtrak/Freight Routes
1-9	Northern New Jersey Area Commuter/Freight Common Routes
1-10	New York City/Connecticut Area Commuter/Freight Routes
1-11	Philadelphia Area Commuter/Freight Common Routes
1-12	Philadelphia Area Commuter/Amtrak/Freight Routes
1-13	Baltimore Area Commuter/Freight Common Routes
1-14	Washington, DC Area Common/Freight Common Routes
1-15	Miami Area Commuter/Freight Common Routes
1-16	Chicago Area Commuter/Freight Common Routes

APPENDICES

Appendix A Air Quality Methodology

Appendix B Noise Methodology

Appendix C Transportation Methodology

Appendix D Safety Methodology

Appendix E Energy Methodology

Appendix F Hazardous Material Reportable Incidents

Appendix G CSX - Changes in Line Densities by Train and by Gross Tonnage for Existing CSX Systems, Conrail Lines to be Allocated to CSX, and Shared Assets Areas.

Source: CSX Operating Plan

Appendix H NS - Changes in Line Densities by Train and by Gross Tonnage for Existing NS Systems, Conrail Lines to be Allocated to NS, and Shared Assets Areas.

Source: NS Operating Plan

LIST OF ACRONYMS AND ABBREVIATIONS

10 log	Log base 10
A	Attainment
ADT	Average daily traffic
BMPs	Best Management Practices
CERCLA	Comprehensive Environmental Response, Compensation, and Liability Act
CERCLIS	Comprehensive Environmental Response, Compensation, and Liability Information System
CFR	Code of Federal Regulations
CO	Carbon Monoxide
COE	United States Army Corps of Engineers
COFC	Container on flat car
Conrail	Consolidated Rail Corporation
CR	Conrail
CSAO	Conrail's Shared Assets Operation
CSX	CSX Corporation and CSX Transportation, Inc.
D-A	Deemed attainment
dB	Decibel
dBA	Decibels (of sound) A weighted
D-N or D-NA	Deemed nonattainment
DNL	Day-night equivalent sound level
DOT	Department of Transportation
EDR	Environmental Data Resources
EPA	Environmental Protection Agency
ER	Environmental Report
ERNS	Emergency Response Notification System
FEMA	Federal Emergency Management Agency
FHWA	Federal Highway Administration

FIRM	Flood Insurance Rate Maps
FRA	Federal Railroad Administration
GTM	Gross Ton Miles
HC	Hydrocarbons (in air)
HMMH	Harris Miller Miller & Hanson, Inc.
IHPA	Illinois Historic Preservation Agency
L_{dn} or Ldn	Day-night equivalent sound level
L_{max}	Maximum sound level during train passby, dBA
LUST	State Inventory of Leaking Underground Storage Tanks
M	Maintenance
N or NA	Nonattainment
NAAQS	National Ambient Air Quality Standards
NEC	Northeast Corridor
NHPA	National Historic Preservation Act of 1966
NO₂	Nitrogen dioxide
NO_x	Nitrogen oxides
NPDES	National Pollution Discharge Elimination System
NPL	National Priorities List
NRCS	Natural Resources Conservation Service
NRHP	National Register of Historic Places
NS	Norfolk Southern Corporation and Norfolk Southern Railway Co.
NWI	National Wetlands Inventory
O₃	Ozone
OSHA	Occupational Safety and Health Administration
Pb	Lead
PM	Particulate Matter
RCRA	Resource Conservation and Recovery Act

LIST OF ACRONYMS AND ABBREVIATIONS (Cont'd)

ROW	Right-of-Way
SCS	Soil Conservation Service (currently named Natural Resources Conservation Service, Division of United States Department of Agriculture)
SEA	Section on Environmental Analysis - STB
SEL	Source sound exposure level at 100 feet, dBA
SHPO	State Historic Preservation Office
SO₂	Sulfur Dioxide
SPL	State Priority List
STB	Surface Transportation Board
SWLF	State Inventory of Solid Waste Facilities
TCS	Triple Crown Services, Inc.
TOFC	Trailer on Flat Car
TSD	Treatment, Storage, or Disposal sites
USDA	United States Department of Agriculture
USDOT	United States Department of Transportation
USFWS	United States Fish and Wildlife Service
USGS	United States Geological Survey

GLOSSARY

borrow material	Earthen material used to fill depressions to create a level right-of-way.
construction footprint	The area at a construction site subject to both permanent and temporary disturbances by equipment and personnel.
criteria pollutant	Any of six substances (<i>i.e.</i> lead, carbon dioxide, sulfur dioxide, nitrogen dioxide, ozone, and particulate matter) regulated under the Clean Air Act, for which areas must meet national air quality standards.
dBA	Adjusted decibel level. A sound measurement that adjusts noise by filtering out certain frequencies to make it analogous to that perceived by the human ear.
decibel	A logarithmic scale that comprises over one million sound pressures audible to the human ear over a range from 0 to 140, where zero decibels represents a reference sound level necessary for a minimum sensation of hearing and 140 decibels represents the level at which pain occurs.
deemed attainment	A county treated as attainment for air quality analysis because no rail facilities are in the portion of it that is nonattainment.
deemed nonattainment	A county treated as nonattainment for air quality analysis because rail facilities are in a portion of it that is nonattainment.
endangered	A species that is in danger of extinction throughout all or a significant portion of its range and is protected by state and/or federal laws.
fill	The term used by the United States Army Corps of Engineers that refers to the placement of suitable materials (<i>e.g.</i> , soils, aggregates, formed concrete structures, sidecast material) within water resources under Corps jurisdiction.
Flood Insurance Rate Maps	Maps available from the Federal Emergency Management Agency that delimit the land surface area of 100-year and 500-year flooding events.

GLOSSARY (Cont'd)

floodplain	The lowlands adjoining inland and coastal waters and relatively flat areas and flood prone areas of offshore islands including, at a minimum, that area inundated by a 1 percent (also known as a 100-year or Zone A floodplain) or greater chance of flood in any given year.
habitat	The places(s) where plant or animal species generally occur(s) including specific vegetation types, geologic features, and hydrologic features. The continued survival of that species depends upon the intrinsic resources of the habitat. Wildlife habitats are often further defined as places where species derive sustenance (foraging habitat) and reproduce (breeding habitat).
haulage right	The limited right of one railroad to operate trains over the designated lines of another railroad.
hump yard	A system of tracks within defined limits provided for making up trains, storing cars, and other purposes which utilizes an artificial hill or "hump" to use gravity to sort cars into classification tracks.
interlocking	An arrangement of switch, lock, and signal appliances interconnected so that their movements succeed each other in a predetermined order.
intermodal facility	A site or hub consisting of tracks, lifting equipment, paved areas, and a control point for the transfer (receiving, loading, unloading, and dispatching) of intermodal trailers and containers between rail and highway or rail and marine modes of transport.
intermodal train	A train consisting or partially consisting of highway trailers and containers or marine containers being transported for the rail portion of a multi-modal movement on a time-sensitive schedule. Also referred to as piggyback, TOFC (Trailer on Flat Car), COFC (Container on Flat Car), and double stacks (for containers only).
L_d	Level of noise (measured in decibels) averaged over the daytime period (0700-2200).

GLOSSARY (Cont'd)

L_{dn}	Nighttime noise level (L_n) adjusted to account for the perception that a noise level at night is more bothersome than the same noise level would be during the day.
lift	A lift is defined as an intermodal trailer on container lifted onto or off a rail car. For calculations, lifts were used to determine the activity level of intermodal facilities.
locomotive, road	One or more locomotives (or engines) designed to move trains between yards or other designated points.
locomotive, switching	Locomotive (or engine) used to switch cars in a yard, industrial, or other area where cars are sorted, spotted (placed at a shipper's facility), pulled (removed from a shipper's facility), and moved within a local area.
merchandise train	A train consisting of single and/or multiple car shipments of various commodities.
National Wetlands Inventory	An inventory of wetland types in the United States compiled by the United States Fish and Wildlife Service.
nonattainment	An area that does not meet National Ambient Air Quality Standards (NAAQS) specified under the Clean Air Act.
pick up	To add one or more cars to a train from an intermediate (non yard) track designated for the storage of cars.
rail spur	A track that diverges from a main line, also known as a spur track or rail siding, which typically serves one or more industries.
right-of-way	The right held by one person over another person's land for a specific use; rights of tenants are excluded. The strip of land for which permission has been granted to build and maintain a linear structure, such as a road, railroad, or pipeline.
set out	To remove one or more cars from a train at an intermediate (non yard) location such as a siding, interchange track, spur track, or other track designated for the storage of cars.

GLOSSARY (Cont'd)

threatened	A species that is likely to become an endangered species within the foreseeable future throughout all or part of its range, and is protected by federal and/or state law.
trackage right	The right or combination of rights of one railroad to operate over the designated trackage of another railroad including, in some cases, the right to interchange with all carriers at all junctions; the right to build connections or additional tracks in order to access other shippers or carriers.
turnout	A track arrangement which enables engines and cars to pass from one track to another.
unit train	A train consisting of cars carrying a single commodity, <i>e.g.</i> , a coal train.
water resources	All-inclusive term that refers to many types of permanent and seasonally wet/dry surface water features including springs, creeks, streams, rivers, ponds, lakes, wetlands, canals, harbors, bays sloughs, mudflats, and sewage-treatment and industrial waste ponds.
wetland	As defined by 40 CFR 230.3, wetlands are "those areas that are inundated or saturated by surface or ground water at a frequency and duration sufficient to support, and under normal circumstances do support, a prevalence of vegetation typically adapted for life in saturated soil conditions". Wetlands generally include swamps, marshes, bogs, and similar areas.
wye	A principal track and two connecting tracks arranged like the letter "Y," on which locomotives, cars, and trains may be turned.

PART 1

OVERVIEW AND DESCRIPTION OF THE PROPOSED ACQUISITION

EXECUTIVE SUMMARY

CSX Corporation and CSX Transportation, Inc. (hereafter collectively "CSX"), Norfolk Southern Corporation and Norfolk Southern Railway Company (hereafter collectively "NS"), and Conrail, Inc. and Consolidated Rail Corporation (hereafter collectively "Conrail"), are filing a joint application with the Surface Transportation Board (the "STB" or the "Board") seeking Board authorization for the acquisition of control of Conrail by CSX and NS and for the subsequent division of Conrail's assets (the "Acquisition"). As used hereafter in this Environmental Report ("ER"), the term "Acquisition" means the entirety of the transactions contemplated in this proceeding.

This ER is filed with the Board concurrent with, and as part of, the Application. The Report has been prepared by Dames & Moore for CSX and Burns & McDonnell for NS to assist the Surface Transportation Board (STB or Board) in its review of the environmental effects of the proposed Acquisition. This environmental review process is required by the National Environmental Policy Act, 42 U.S.C. 4332.

The Board has determined that it will prepare an Environmental Impact Statement (EIS) in this proceeding. The Board will be assisted in this effort by its third party consultants, DeLeuw Cather & Company and HDR Engineering, Inc. The Board will verify the information submitted by CSX and NS, and will conduct its own analysis of the environmental effects of the transaction.

The proposed transaction is expected to result in the efficient rerouting of rail traffic transported on the current CSX, NS and Conrail lines and the diversion of freight from other railroads, as well as the environmentally-beneficial diversion of freight from trucks to the expanded CSX and NS systems. Thus, there will be increased traffic on certain line segments and decreased traffic on others, and increased activity at certain yards and facilities and decreased activity at others. The Board's environmental regulations (49 C.F.R. 1105) direct CSX and NS to focus this Environmental Report on those localized areas where increases in traffic above specified thresholds are expected. The regulations do not direct CSX and NS to provide comparable information where offsetting decreases in traffic are expected, and this Report does not attempt to quantify localized decreases.

Accordingly, the Report overstates the environmental effects of the transaction at any particular locality. Nonetheless, the Report indicates that the transaction will result in a net environmental benefit in areas such as air emissions, use of energy resources and safety.

This ER is being widely circulated to facilitate public review and comment on the potential environmental effects of the proposed Acquisition. In addition to serving the parties in Finance Docket No. 33388, CSX and NS are providing this ER to over 1,800 other persons as requested by the Board's Section of Environmental Analysis. Comments should be directed to the Board's Section of Environmental Analysis at the address or telephone number provided at the front of this volume.

Following its review of the relevant environmental data, the Board will prepare and circulate a Draft Environmental Impact Statement (DEIS) in the next several months. There will be further opportunity to comment on environmental impacts in response to the DEIS.

The benefits of the larger CSX and NS systems, including improved service capabilities and increased operating efficiencies, are addressed briefly in the Description of the Proposed Acquisition. These benefits are more fully set forth in the Application, and in Section 2 of this Part 1 of the ER. As described in the Application, the benefits of the Acquisition include:

- reduced energy usage -- over 120 million gallons of fuel saved annually as a result of diversion of freight off the highway;
- enhanced safety -- approximately 1,700 truck accidents saved annually as a result of diversion of freight to safer rail transport, including 21 fatal crashes;
- reduced highway congestion -- over 782 million highway miles saved;
- reduced systemwide air emissions for NO_x, CO and other pollutants; and
- a more efficient rail transportation system, with reduced redundancy and improved rail competitiveness

The proposed Acquisition of Conrail by CSX and NS will require the construction of several connections between existing rail lines at points where those lines now intersect or are in close proximity to each other. In addition, two other CSX construction projects are designed to provide added capacity to handle increased traffic. An environmental analysis of all construction projects that are under the Board's jurisdiction and those non-jurisdictional projects requiring the acquisition of new property is presented in Part 4 of the ER.

The CSX and NS operating plans anticipate substantial rerouting of rail traffic within the expanded CSX and NS systems, generating increased traffic densities on some line segments and decreases on other segments. In addition, truck-to-rail diversions, and diversions from other rail carriers, will result in increased rail traffic on certain rail line segments, as well as increased local truck traffic in and around certain intermodal facilities. The corresponding decreased volumes of long haul truck traffic on interstate highways, of truck traffic at facilities where activity is decreased, and of rail traffic on some rail segments in the CSX, NS and other carriers' systems, will result in overall fuel savings and a resulting decrease in emissions of pollutants. These savings are discussed more fully in Section 2, Beneficial Effects of the Acquisition, and Section 7, Systemwide Analyses, of this ER.

The Acquisition will also permit some consolidation of yard activities at single locations, providing the most efficient operation for that traffic, as well as a more efficient routing of traffic to the yards. Several intermodal facilities (two CSX facilities and three NS facilities) will be closed and their operation consolidated with another facility or relocated, providing more efficient operations and better service to customers.

There would be little redundancy within the CSX and NS systems. More efficient routings, made available as a result of the Acquisition, will permit the abandonment of four rail lines and one railroad bridge which currently generate very little local traffic. These proposed abandonments amount to only 79.7 miles of track in total. CSX proposes abandonment of one Conrail rail line in Illinois that totals approximately 29 miles. There are no local shippers on the abandoned line. Four abandonments are proposed by NS within its system in Indiana and Ohio, totaling approximately 50.7 miles. Some of the existing traffic on the NS lines would be rerouted onto other rail lines, while approximately 21 carloads per year on one line and 90 carloads per year on another line from four shippers would be diverted to truck. Section 5 of this Part 1 discusses the proposed abandonments in more detail and Part 3 of this ER discusses the environmental impacts of each of the abandonments.

The Application and the operating plans contain details of the changes in operations which will result from the Acquisition. In general, it is not anticipated that the types of commodities transported would materially change. It is anticipated, however, that diversions from truck and other rail carriers will increase the utilization of the expanded CSX and NS systems, reducing the over the road truck transport of some of these commodities. Most commodities diverted from truck will likely be non-hazardous in nature. The principal environmental benefit from the proposed Acquisition is the significant amount of truck freight which can be diverted to rail transportation, thereby reducing truck traffic and associated air emissions, improving safety by diverting truck traffic to the safe rail mode and reducing fuel consumption by diverting to the more fuel efficient rail mode. These benefits are discussed in Sections 2 and 7 of this Part 1.

CSX and NS have made every effort to review and analyze each of the elements of the Acquisition. The environmental impacts have been thoroughly analyzed using conservative methods as described in the Methodologies which are located in Appendices in Parts 1, 3, and 4 of this ER.

1.0 DESCRIPTION OF THE PROPOSED ACQUISITION

1.1 BACKGROUND

In this proceeding, CSX, NS, and Conrail jointly seek Board authorization for CSX and NS to acquire control of Conrail and thereafter to allocate Conrail's assets. Figure 1-1 shows the Proposed Division of the Conrail System. The fundamental objective of the proposed transaction is to divide existing Conrail operations between CSX and NS. The transaction would be effected through a series of interdependent steps. These steps are described in detail in other volumes of the Application.

In summary, the practical consequence of the proposed transaction is that certain existing Conrail facilities and operations would be assigned individually to either CSX or NS through operating agreements or other mechanisms, and certain other existing Conrail facilities and operations would be shared by, and operated for the benefit of, both CSX and NS. The result would be an expanded CSX rail system as shown in Figure 1-2, an expanded NS rail system as shown in Figure 1-3, and certain Shared Assets Areas.

After the Acquisition, subject to Board approval, CSX and NS would continue to compete with each other in the provision of rail freight services and would expand their head-to-head competition to areas in which Conrail is currently the only major rail carrier. Each of the two railroads would utilize its existing lines (with the exception that operation of one of the existing NS lines from Fort Wayne, IN to Chicago, IL would switch to CSX with NS trackage rights), would operate certain Conrail lines independent of the other, and would operate on certain other Conrail lines in the Shared Assets Areas. As a consequence, there would be two major railroad systems (an expanded CSX and an expanded NS) of roughly equal size and scope operating in the eastern United States.

The proposed Acquisition builds on the two-carrier competitive structure in the Southeast, extending it into the Northeast. Competition between CSX and NS has been and will be vigorous. Both rail systems are efficient, with the necessary traffic density to provide quality

service and achieve low costs. Both systems are financially successful and generate the cash flow required to maintain and improve fixed plant and equipment. The proposed Acquisition will spread this balanced system of competition into the Mid-Atlantic states.

The proposed division of Conrail would provide shippers with the benefits of truly balanced competition to, from, and within the eastern United States. The expanded, balanced CSX and NS systems would ensure competition by providing efficient, seamless service to and from all major eastern metropolitan areas.

East-West Routes

There are two high-capacity, efficient routes out of the Northeast toward the Midwest owned by Conrail. One of those principal routes runs parallel with CSX's Baltimore and Ohio (B&O) line east of Cleveland; this former Pennsylvania Railroad (PRR) route would go to NS. The former New York Central (NYC) Water Level route through Albany would go to CSX. Conrail's lower capacity Southern Tier route, a former Erie Lackawanna line, would go to NS to balance CSX's B&O line. Thus both NS and CSX will have two major Northeast-Midwest routes.

From Cleveland west, Conrail has a main line to Chicago and one to St. Louis. CSX and NS also have existing routes from Ohio to both Chicago and St. Louis, although neither has the capacity of the Conrail routes. Conrail's St. Louis line would go to CSX, and Conrail's Cleveland-Chicago line would go to NS. To address a potential imbalance in capacity between Chicago and Ohio, NS will transfer to Conrail in a like-kind exchange one of NS's two existing lines east from Chicago via Warsaw, IN. CSX then will operate the transferred line to connect with an existing Conrail line between Ft. Wayne, IN, and Crestline, OH also to be operated by CSX. As a result, both carriers will have two routes from the East to Chicago. NS will have one double track and one single track route, and CSX will have two single track routes, one of which it is upgrading to double track capacity.

North-South Routes

CSX currently reaches northeastern markets via its B&O line between Washington, D.C. and Philadelphia, where connection to Conrail's main line to Newark is made. NS connects with Conrail at Hagerstown, MD, and from there a Conrail secondary main line reaches Conrail's east-west line at Harrisburg, PA, for access to Philadelphia, northern New Jersey and New England. Conrail's Philadelphia to Newark route would be operated by CSX and the routes via Harrisburg would be operated by NS.

Midwestern North-South Routes

Midwestern north-south routes were assigned to achieve balance and to avoid anti-competitive results. NS will operate Conrail's Cincinnati-Columbus line, a route that NS now uses under trackage rights as part of its principal route between Cleveland and Southeast. Conrail's West Virginia Secondary between Charleston, West Virginia, and Columbus, Ohio, also will be operated by NS, to preserve rail competition at Charleston. The Conrail lines in Michigan will be operated by NS, to provide more balanced competition in Michigan.

Other Routes

Other trackage was assigned between NS and CSX to preserve the integrity of both networks. For example, Conrail's lines to Montreal and Boston both connect with the NYC Line to be operated by CSX, and Conrail's Buffalo-Harrisburg and Philadelphia-Harrisburg lines fit with the PRR Line to be operated by NS.

Every effort was made to maintain the natural connectivity of the Conrail system and to minimize disruption to service patterns and customers. Thus, line segments that naturally "attach" to a Conrail principal route will be operated by NS or CSX along with each such Conrail route. Few exceptions were made to this general rule.

Conrail Shared Assets Areas

In some major areas--Northern New Jersey, Southern New Jersey, most of Philadelphia and Conrail lines in Detroit--separation of trackage between NS and CSX was not feasible, or was not acceptable to NS or CSX. Therefore, these markets will be in Shared Assets Areas, with both CSX and NS access to all customers within each. The Monongahela coal region in southwestern Pennsylvania presents a similar situation. Because virtually all Monongahela traffic is coal moving in full trainloads, having the Monongahela under NS control with full access CSX trackage rights, will allow both carriers to access all customers directly, in a position of equality.

The proposed division of Conrail would open the New York metropolitan market to direct rail competition for the first time in 20 years. The expanded CSX and NS systems would provide direct competitive access to the Ports of New York/New Jersey, now served solely by Conrail. CSX and NS would each have access to its own terminal facilities and shared facilities there. Similarly, two rail carrier competition would continue at the ports of Baltimore, MD, Wilmington, DE, and Philadelphia, PA.

The expanded CSX and NS systems would provide utility coal shippers with the benefits of balanced rail competition to and within the eastern United States. CSX and NS would each have access to major routes between the Northeast, Midwest and South that would maintain and increase competitive transportation options for the utility coal industry. Prior to Conrail's acquisition of the Monongahela Railway in 1990, the important Monongahela coal-mining region south of Pittsburgh had multiple rail connections. The Monongahela mines annually produce over 80 million tons of coal. CSX and NS would return rail competition to this area by opening all mines located on Conrail south of Brownsville, PA to both CSX and NS rail service. As noted above, both CSX and NS would have full rights to serve all existing and new coal operations in this area.

The expanded CSX and NS systems would provide shippers with a more competitive alternative to truck transportation. Today, with the absence of integrated rail service, over 75 percent of all

manufactured goods shipments between the Northeast and Southeast move by truck. Both CSX and NS would offer single-line intermodal service and compete more effectively for truck traffic currently moving on some of the nation's most dense truck lanes, including the north-south I-95, I-85, I-75, and I-81, and east-west I-70, I-80, and I-90 corridors. Highway congestion and the resulting capacity pressures on some of the nation's most congested truck routes would be reduced as tonnage is transferred from highway to rail.

The Expanded CSX System

The expanded CSX system would have approximately 23,173 route miles of rail line. At present, CSX, through its direct and indirect rail subsidiaries, operates on approximately 18,504 miles of rail line in 20 states and the Province of Ontario. The CSX system extends from western gateways at Chicago, St. Louis, Memphis, and New Orleans to port cities on the Atlantic Ocean and points as far north as Philadelphia, and from the Province of Ontario and the State of Michigan as far south as Miami. Conrail assets proposed to be operated by CSX comprise approximately 4,669 route miles (including in Shared Assets Areas) in 10 states (Illinois, Indiana, Maryland, Massachusetts, Michigan, New Jersey, New York, Ohio, Pennsylvania, and West Virginia), the District of Columbia, and the Province of Quebec. The expanded CSX system would operate in a total of 23 states.

The expanded CSX rail system would extend to every major market in the East. The new network will enable shippers, for the first time in history, to enjoy single-line service from the Northeast to the South. CSX will have a direct route from Florida to the New York/New Jersey area running roughly parallel to Interstate 95 and then on to Boston via Albany.

The expanded CSX system would markedly improve coast to coast service by providing improved, single-line service from New York and other East Coast markets to all four major western gateways -- Chicago, St. Louis, Memphis, and New Orleans. The combined operation of CSX and Conrail lines would also enhance the competitiveness of international service through virtually every major port on the East Coast.

The expanded CSX network would provide single-line service over eleven major service routes, including two alternative routes between Chicago and New York, one via Buffalo over the former New York Central line and the other via Pittsburgh and Philadelphia. CSX's Atlantic Coast Service Lane would connect points in the Northeast with the South. Other service routes would connect the Northeast, the Mid-West, and the Mid-Atlantic with major western gateways at Memphis, New Orleans, and St. Louis. The ability to provide single-line service would also enable CSX to create specialized routes to maximize efficient traffic movement. For example, CSX would route time-sensitive traffic between Chicago and Cleveland over the former B&O line, while routing bulk and unit train traffic over its new line between Chicago and Cleveland via Fort Wayne.

CSX would also be able to offer an expanded, more efficient intermodal rail network, that would be highly competitive with truck service in four important intermodal service corridors: the I-95 Corridor between Florida and the Northeast, the I-85 Corridor between Atlanta and the Northeast, the I-75 Corridor between the Midwest and the Southeast/Florida, and the Memphis Gateway Corridor between Memphis and the Midwest or Memphis and the Mid-Atlantic and Northeast.

The expected increase in traffic on the expanded CSX system would enable CSX to build larger blocks of cars, and even solid trains, that would be able to avoid intermediate classification and pass through crowded gateways and capacity-strained yards. CSX would also be able to build solid trains for interchange with western carriers "deep" within the expanded CSX territory.

The Expanded NS System

The expanded NS system would have approximately 21,069 route miles of rail line. At present, NS, through its direct and indirect rail subsidiaries, operates on approximately 14,282 miles of rail line in 20 states and the Province of Ontario. The NS system extends from Kansas City, MO to port cities on the Atlantic Ocean and from the Province of Ontario and the State of Michigan to states on the Gulf of Mexico. Conrail assets proposed to be operated by NS comprise approximately 6,787 route miles (including in Shared Assets Areas) in 10 states (Delaware,

Illinois, Indiana, Maryland, Michigan, New Jersey, New York, Ohio, Pennsylvania, and West Virginia) and the District of Columbia.

NS would offer new single-line, truck-competitive service between points in the Northeast, such as Philadelphia, PA, New York, Baltimore, MD, Pittsburgh, PA, and the Southeast. Single-line service will be available to directly compete with truck traffic currently moving in some of the nation's most dense truck lanes, including north-south I-85, I-75 and I-81, and east-west I-70, I-76 and I-90. These diversions will have a favorable impact upon highway congestion and air quality conditions.

Double-stack offerings between northeastern markets and those in the Southeast and West would be expanded or improved as clearances are raised between Allentown, PA and northern New Jersey; Cincinnati and Columbus, OH; Perryville, MD and Baltimore, MD; and the Shenandoah Valley line between Riverton Junction and Roanoke, VA. For example, NS will connect the Baltimore market with Midwest points by using the Port Road line between Perryville, MD, and Harrisburg, PA. NS proposes to expand the existing Conrail conventional intermodal (TOFC/COFC) facility at Baltimore and raise the catenary on the NEC route from Baltimore to Perryville. This will allow double stack service to the Port of Baltimore. Another example is the clearance project planned for the Pattenburg, NJ tunnel to allow double stack traffic to move through the tunnel on a more efficient route between northern New Jersey and markets on both the South and the Midwest.

NS would expand its bi-modal RoadRailer® Triple Crown Services (TCS) to serve new markets. New TCS terminals would be added on existing railroad property at Baltimore, MD, Charlotte, NC, and Morrisville (Philadelphia), PA. The TCS facilities at Crestline, OH, and Rochester, NY, would be relocated to Bellevue, OH, and Buffalo, NY, respectively, to improve operating efficiencies and service. Subject to agreement with Amtrak, direct new north-south service would be offered on the Northeast Corridor (NEC) between New Jersey and Washington, D.C., a major truck corridor. TCS RoadRailers® are a proven technology that allows NS to successfully compete in short-haul truck markets.

The expanded NS network would have major lines connecting the South to major northeastern and midwestern markets. New single-line service would be added from Tennessee and Alabama into the Northeast via the Shenandoah Valley in Virginia and Hagerstown, MD. General merchandise service between the upper Midwest and deep South currently is hampered by interchange at Cincinnati and Chicago. Combining NS and Conrail volumes and using Conrail's Elkhart yard will create long distance trains and cut one to three days in transit between Elkhart and Chattanooga, TN, and Macon, GA.

The expanded NS would offer improved service between New York and Chicago on two routes, one via Buffalo and one via Pittsburgh. Through service would be operated to eight western gateways: Chicago, Streator, Peoria, Kansas City, St. Louis, Memphis, Meridian, and New Orleans. New north-south routes would be created between the Northeast and the Southeast through Baltimore, Washington, and Charlotte and between Harrisburg and Hagerstown, Roanoke and Knoxville. In the Midwest, Conrail and NS routes would be tied together to create an integrated network from the Great Lakes to the Gulf of Mexico, via Cincinnati.

Shared Assets Areas

The agreement between CSX and NS establishing terms for the Acquisition provides that certain areas would be operated as Shared Assets Areas providing each company with equal access to customers within the defined zones. Unlike routes and facilities which are to be assigned exclusively to CSX or NS, operation of the Shared Assets Areas will be responsive to the commercial and operating needs of both carriers, and these areas will be operated as extensions of each. The rail lines in the Shared Assets Areas total approximately 514 route miles. CSX and NS both will operate trains into, out of and through the Shared Assets Areas and will be able to operate trains to any allocated, shared or customer operated facility as if operating in their own territory. The Shared Assets Areas would be operated by or through Conrail pursuant to a Shared Assets Area agreement.

The three Shared Assets Areas are shown on Figure 1-1 and consist of:

- Conrail lines and facilities in Northern New Jersey ("North Jersey")
- Conrail lines and facilities in Southern New Jersey and certain Conrail lines and facilities in Philadelphia, PA ("South Jersey/Philadelphia")
- Conrail lines and facilities in Detroit, MI ("Detroit")

1.2 OVERVIEW OF THE ENVIRONMENTAL REPORT

This document is Part 1 of 4 of the ER prepared for the proposed Acquisition of control of Conrail, Inc. and Consolidated Rail Corporation (Conrail) by CSX Corporation and CSX Transportation, Inc. (CSX) and Norfolk Southern Corporation and Norfolk Southern Railway Company (NS), and division of Conrail's assets. This Part of the ER presents a summary and overview of the other parts. It also includes the systemwide analyses, and the beneficial environmental effects of the Acquisition.

The pre and post-Acquisition operations changes and the analysis of environmental impacts are presented in Part 2, which concerns the operational impacts of rail line segments, rail yards, and intermodal facilities. Part 3 addresses abandonments, and Part 4 addresses construction projects. Each of these parts is described briefly below, and in more detail in the following summary sections (Sections 3, 4, 5, and 6) in this Part 1. Environmental studies were performed for CSX, NS, and Shared Assets Areas, using the common methodologies presented in appendices to Parts 1, 3 and 4.

Part 1, Overview and Description of the Proposed Action and Alternatives, contains an executive summary, an overview of the proposed Acquisition, a brief description of the areas studied, conclusions regarding potentially significant impacts, a systemwide analysis of operational changes, and the beneficial environmental effects of the proposed Acquisition.

Part 2, Operational Impacts of Rail Line Segments, Rail Yards and Intermodal Facilities, presents the environmental impacts associated with the increases in traffic on affected rail line segments, and increases in activity at rail yards and intermodal facilities that meet or exceed STB

air quality or noise thresholds. The potential environmental impacts for these operations are primarily related to air, noise, safety, energy, and transportation. Rail line segments, rail yards, and intermodal facilities that would have an increase in rail or truck traffic projected to meet the STB's environmental analysis thresholds, as specified in 49 CFR 1105.7(e) and identified in Tables 1-1 and 1-2, were analyzed. In addition to analyzing rail line segments in Shared Assets Areas, this ER also analyzed increases on line segments of Amtrak's Northeast Corridor (NEC) over which Conrail operates. Increased activity levels were studied based on the attainment status of the county in which they are projected to occur. The attainment status of each county, as determined by the USEPA's National Ambient Air Quality Standards (NAAQS), is based on that county's compliance with the EPA's standards. Areas where certain pollutants exceed the standards are considered nonattainment counties.¹

¹To be conservative in this study, if any affected rail line segment, rail yard or intermodal facility is located in a nonattainment portion of a county, the entire county has been designated as nonattainment, even if other portions of the county are in attainment. See Figure 1-4 for the resulting Air Quality Attainment Status map.

Table 1-1
Surface Transportation Board's
Air Quality Thresholds for Impact Analysis

Rail Facility	Threshold
Attainment Areas² (49 CFR 1105.7 (e)(5)(i))	
Rail Line Segments	Increase of at least 8 trains per day or at least 100 percent as measured in annual gross ton miles
Rail Yards	Increase of at least 100 percent in carload activity
Intermodal Facilities	Increase in truck traffic greater than 10 percent of average daily traffic or 50 trucks per day
Class 1 and Nonattainment Areas (49 CFR 1105.7 (e)(5)(ii))	
Rail Line Segments	Increase of at least 3 trains per day or at least 50 percent as measured in annual gross ton miles
Rail Yards	Increase of at least 20 percent in carload activity
Intermodal Facilities	Increase in truck traffic greater than 10 percent of average daily traffic or 50 trucks per day

Table 1-2
Surface Transportation Board's
Noise Thresholds for Impact Analysis

Rail Facility	Threshold (49 CFR 1105.7 (e)(6))
Rail Line Segments	Increase of at least 8 trains per day or at least 100 percent as measured in annual gross ton miles
Rail Yards	Increase of at least 100 percent in carload activity
Intermodal Facilities	Increase in truck traffic greater than 10 percent of average daily traffic or 50 trucks per day

²The U.S. Environmental Protection Agency (USEPA) has developed National Ambient Air Quality Standards (NAAQS) for six criteria pollutants: sulfur dioxide (SO₂), nitrogen dioxide (NO₂), ozone (O₃), carbon monoxide (CO), lead (Pb) and particulate matter less than 10 microns in diameter (PM-10). Ambient air quality status is determined on a pollutant-by-pollutant basis. Areas in which ambient air quality concentrations of a pollutant are less than these standards are considered attainment areas for that pollutant. Conversely, areas where ambient concentrations exceed the standards for a pollutant are considered nonattainment areas. Maintenance areas are previously designated nonattainment areas that have been redesignated attainment.

A total of 56 CSX rail line segments and 41 NS rail line segments are expected to experience increased activity that meets the STB's environmental analysis thresholds for air quality. Shared Assets Areas and NEC line segments meeting the thresholds totaled 13. Of all the segments meeting the air quality thresholds, 32 CSX, 32 NS, and four Shared Assets Areas/NEC line segments meet the STB thresholds for noise analysis. Significantly, decreases in activity are expected on 108 CSX, 54 NS, and 11 Shared Assets Areas/NEC rail line segments as a result of the Acquisition.

The number of CSX rail yards and NS rail yards identified as meeting the STB's thresholds for air quality analysis are five and ten, respectively. CSX does not have any rail yards which meet the STB thresholds for noise. Five NS rail yards were identified as meeting the STB's thresholds for noise analysis. Five CSX and 18 NS intermodal facilities meet the STB thresholds for air quality and noise analysis. One Shared Assets Area rail yard and no Shared Assets Areas intermodal facilities met the thresholds for environmental analysis.

Part 3, Proposed Abandonments, describes the proposed abandonments and analyzes the potential environmental impacts associated with the five abandonment projects proposed by CSX and NS. NS proposes three rail lines and one bridge abandonment. These proposed abandonments are in Indiana and Ohio. CSX proposes one rail line abandonment in Illinois. There are no proposed abandonments in Shared Assets Areas. Land use, water resources and wetlands, biological resources, historic and cultural resources, safety and transportation, air quality, and noise were analyzed for potential environmental impacts. The proposed process for removal of rail and related equipment and structures after abandonment and mitigation measures are discussed in Part 3 of the ER.

Part 4, Proposed Construction Projects, describes the construction projects and analyzes the potential environmental impacts associated with all construction projects under STB jurisdiction and other construction projects requiring the acquisition of new property. CSX proposes the construction of eight new connections, six of which would require the acquisition of new property. CSX proposes two other construction projects that would require acquisition of new

property. NS proposes the construction of 14 new connections, eight of which would require the acquisition of new property. These projects are analyzed for their potential impacts on land use, water resources and wetlands, biological resources, and historic and cultural resources, safety and transportation, air quality, and noise. The proposed process for construction and mitigation measures are discussed in Part 4 of the ER.

Figures in Parts 3 and 4 illustrate the abandonments and construction projects proposed by CSX and NS on regional maps as well as on USGS topographic maps.

1.3 PROPOSED ACTION

The Acquisition will result in the following activity changes:

- Increases that trip STB thresholds are projected to occur on a total of 110 rail line segments, comprising 1,758.8 miles on 56 CSX lines, 1505 miles on 41 NS lines, and 200.7 miles on 13 Shared Assets Areas/NEC line segments.
- Decreases are projected on a total of 122 rail line segments, comprising 5,394.6 miles on CSX lines, 4,798 miles on NS lines, and 51 miles on Shared Assets Areas/NEC lines.
- CSX has five rail yards and five intermodal facilities which are expected to experience an increase in activity meeting STB thresholds for analysis. NS has nine rail yards and 18 intermodal facilities which are projected to meet the thresholds. There is one Shared Area rail yard projected to meet the thresholds.
- CSX proposes to abandon one 29-mile long rail line segment.
- NS proposes the abandonment of three rail line segments and one pivot bridge, totaling approximately 50.7 miles.
- Eight new rail connections and two other construction projects are planned by CSX.
- Fourteen new connections are planned by NS.

1.3.1 Operations on Rail Line Segments

The proposed Acquisition would allow CSX and NS to expand and optimize their rail networks. Optimization would result in more direct and efficient routes on the expanded CSX and NS systems. Improved efficiency and expanded single-line service are expected to result in the diversion of a significant amount of traffic from truck to rail. These changes would result in increased traffic densities on rail line segments along single line through-routes, and decreased densities on many other segments. The changes in routing, including the diversions from truck to rail, would result in fuel savings. The abandonment of some low-density and inefficient rail line segments, as well as rail line construction projects, would also serve to maximize the effectiveness and efficiencies of the expanded systems. Tables 1-3, 1-4, and 1-5 list rail line segments with increased traffic meeting STB thresholds. Rail line segments expected to have decreased traffic are shown on Tables 1-6, 1-7, and 1-8.

1.3.2 Operations at Rail Yards and Intermodal Facilities

Increased activity at some rail yards and intermodal facilities would occur due to increased business expected as a result of diversions from non-rail carriers, internal re-routing of freight, and from the consolidation of activities at a single location in areas where CSX or NS can realize efficiencies related to the activities within those yards and intermodal facilities. Rail yards and intermodal facilities meeting the STB analysis thresholds for air quality or noise are shown in Tables 1-9 through 1-13, respectively.

1.3.3 Rail Lines Proposed for Abandonment

CSX and NS are proposing in total the abandonment of four rail line segments (one on CSX, three on NS) and one pivot bridge (NS). These projects are located in three states as indicated in Tables 1-14 and 1-15. The minimal local traffic on these lines would be diverted to truck or other rail lines; and overhead traffic would be rerouted to other rail lines.

1.3.4 Proposed Construction Projects

The proposed construction projects associated with the Acquisition involve rail line connections and certain other projects requiring the acquisition of new right-of-way. CSX proposes eight

new rail connections to connect CSX lines with Conrail lines or to connect other lines to facilitate the movement of trains more efficiently over its system. NS proposes fourteen new connections to connect track for the more efficient movement of trains over its system. CSX also plans construction of a new intermodal yard and fueling facility. The CSX and NS construction projects are located in seven states as indicated in Tables 1-16 and 1-17.⁵

1.3.5 Ports

CSX, NS, and Conrail currently provide rail service to a combined total of 17 ports along the Atlantic and Gulf Coasts and 27 ports on the Great Lakes. (See Figure 1-5). The proposed Acquisition would permit CSX and NS to serve these ports more efficiently and cost-effectively. The Acquisition would prove to be extremely beneficial to ports on the Eastern Seaboard. CSX and NS both will serve the ports of Philadelphia, Baltimore, Hampton Roads, and New York/New Jersey. Service to the Port of New York/New Jersey would benefit from the presence of competitive rail service and the expansions of single-line routes to points in the South and Midwest on the CSX and NS systems.

CSX and NS do not contemplate implementing any major operational changes with respect to their service to any ports. Furthermore, no changes in overall port traffic or operations are being assumed in the CSX and NS operating plans. It is anticipated, however, that the expanded rail network coverage and the more cost-effective single-line service would attract more rail traffic to and from the ports and that traffic to the ports will be diverted from motor carrier. CSX, NS, and Conrail cannot predict what activities the port authorities might undertake in order to accommodate any increases in the amount of freight handled.

⁵ Four of these CSX projects and three of these NS projects are the subjects of Petitions for Waiver of the "related applications" rule filed with the STB on May 2, 1997. If the Petitions are granted, these projects would become the subjects of separate applications which would include environmental analysis of each project. The environmental analysis of these seven projects is also included in this ER. CSX has proposed that it be permitted to construct the connections at Willow Creek, IN, and Greenwich, Crestline, and Sidney, OH so as to be prepared for their operation upon approval of the Acquisition. NS has proposed the same for its proposed connections at Sidney, IL, Alexandria, IN and Bucyrus, OH.

Table 1-3
CSX Rail Line Segments that Meet STB Thresholds for Environmental Analysis

State ¹	Rail Line Segment		Current Operator	Length in Miles	Passenger Trains per Day	Freight Trains per Day ²			Percent Change in Gross Ton-Miles per Year	Threshold Exceedances
	From	To				Pre-Acquisition	Post-Acquisition	Change		
District of Columbia	Anacostia	Virginia Ave	CR	2.5	0	19.3	28.60	9.30	12	Air Quality, Noise
	Virginia Ave	Potomac Yard, VA	CR	6	35	17.9	28.60	10.70	18	Air Quality, Noise
	Washington	Pt of Rocks, MD	CSX	43	14.4	23.8	30.78	6.98	48	Air Quality
Illinois	Barr Yd	Blue Island Jct	CSX	3	0	17	32.86	15.86	127	Air Quality, Noise
	Blue Island Jct	59th Street	CSX	15	0	19.5	22.93	3.43	33	Air Quality
Indiana	Adams	Ft. Wayne	CR	5	0	5.9	13.90	8.00	460	Air Quality, Noise
	Evansville	Amqui, TN	CSX	137	0	23.4	32.71	9.31	53	Air Quality, Noise
	Ft. Wayne	Warsaw	NS	39.7	0	2.4	6.40	4.00	214	Air Quality, Noise
	Pine Jct	Barr Yd, IL	CSX	11	0	37.6	43.29	5.69	40	Air Quality
	Tolleston	Clark Jct.	CR	3.9	0	0	5.00	5.00	>1000*	Air Quality, Noise
	Vincennes	Evansville	CSX	53	0	22.3	30.81	8.51	75	Air Quality, Noise
	Warsaw	Tolleston	NS	83.1	0	1	5.00	4.00	206	Air Quality, Noise
	Willow Creek	Pine Jct	CSX	12	2	22.1	38.59	16.49	105	Air Quality, Noise

¹State of rail line segment origin.

²Freight trains per day include other railroad's trackage rights operations.

*New Facilities on Railroad Right-of-Way.

Table 1-3
CSX Rail Line Segments that Meet STB Thresholds for Environmental Analysis

State ¹	Rail Line Segment		Current Operator	Length in Miles	Passenger Trains per Day	Freight Trains per Day ¹			Percent Change in Gross Ton-Miles per Year	Threshold Exceedances
	From	To				Pre-Acquisition	Post-Acquisition	Change		
Maryland	Alexandria Jct	Benning	CSX	6	0	18.7	24.34	5.64	27	Air Quality
	Alexandria Jct	Washington, DC	CSX	5	15.5	23.9	30.78	6.88	63	Air Quality
	Baltimore	Relay	CSX	7	15.5	39.6	42.67	3.07	11	Air Quality
	Cumberland	Sinns, PA	CSX	133	2	27.7	32.77	5.07	32	Air Quality
	Jessup	Alexandria Jct	CSX	17	15.5	33.4	37.06	3.66	45	Air Quality
	Landover	Anacostia, DC	CR	5.4	0	3.4	9.11	5.71	117	Air Quality, Noise
	Pt of Rock ²	Harpers Ferry, WV	CSX	38	14.4	33.3	41.64	8.34	30	Air Quality, Noise
	Relay	Jessup	CSX	7	15.5	33.1	36.96	3.86	26	Air Quality
Michigan	Carleton	Toledo, OH	CSX	16.5	0	21.9	33.12	11.22	61	Air Quality, Noise
New York	Buffalo	CP Sycamore	CR	1.2	0	13.5	18.50	5.00	49	Air Quality
	Chili	Frontier	CR	50.5	7.1	40.6	45.86	5.26	16	Air Quality
	CP Sycamore	Black Rock	CR	6	0	21.5	26.50	5.00	34	Air Quality
	Hoffmans	Utica	CR	66.4	7.4	38.3	44.76	6.46	17	Air Quality
	Selkirk	Hoffmans	CR	25.4	0	38.7	45.16	6.46	13	Air Quality

¹State of rail line segment origin.

²Freight trains per day include other railroad's trackage rights operations.

*New Facilities on Railroad Right-of-Way.

Table 1-3
CSX Rail Line Segments that Meet STB Thresholds for Environmental Analysis

State ¹	Rail Line Segment		Current Operator	Length in Miles	Passenger Trains per Day	Freight Trains per Day ²			Percent Change in Gross Ton-Miles per Year	Threshold Exceedances
	From	To				Pre-Acquisition	Post-Acquisition	Change		
Ohio	Ashtabula	Quaker	CR	46.5	2	48.3	54.24	5.94	5	Air Quality
	Berea	Greenwich	CR	42	0	14.5	54.16	39.66	250	Air Quality, Noise
	Bucyrus	Adams, IN	CR	113.5	0	5.9	13.90	8.00	412	Air Quality, Noise
	Cincinnati	Hamilton	CSX	21	1	28.2	31.21	3.01	16	Air Quality
	Crestline	Bucyrus	CR	11.9	0	6.5	14.50	8.00	417	Air Quality, Noise
	Deshler	Toledo	CSX	36	0	0.6	14.17	13.57	>1000*	Air Quality, Noise
	Deshler	Willow Creek, IN	CSX	174	2	21.4	47.69	26.29	111	Air Quality, Noise
	Greenwich	Crestline	CR	21.2	0	14.5	31.34	16.84	88	Air Quality, Noise
	Greenwich	Willard	CSX	11.6	2	32.5	55.18	22.68	96	Air Quality, Noise
	Marcy	Short	CR	8.8	0	16.4	45.82	29.42	267	Air Quality, Noise
	Marion	Fostoria	CSX	40	0	17.8	27.40	9.60	56	Air Quality, Noise
	Marion	Ridgeway	CR	23.2	0	16.1	31.83	15.73	31	Air Quality, Noise
	Mayfield	Marcy	CR	3.3	0	3.4	43.82	40.42	933	Air Quality, Noise
	Quaker	Mayfield	CR	5.8	0	6.8	43.82	37.02	933	Air Quality, Noise
	Short	Berea	CR	4	0	13.4	47.25	33.85	578	Air Quality, Noise
	Willard	Fostoria	CSX	36.8	2	32.5	54.04	21.54	97	Air Quality, Noise

¹State of rail line segment origin.

²Freight trains per day include other railroad's trackage rights operations.

*New Facilities on Railroad Right-of-Way.

Table 1-3
CSX Rail Line Segments that Meet STB Thresholds for Environmental Analysis

State ¹	Rail Line Segment		Current Operator	Length in Miles	Passenger Trains per Day	Freight Trains per Day ²			Percent Change in Gross Ton-Miles per Year	Threshold Exceedances
	From	To				Pre-Acquisition	Post-Acquisition	Change		
Pennsylvania	Field	Belmont	CR	4	0	8.2	15.78	7.58	80	Air Quality
	New Castle	Youngstown, OH ¹	CSX	18.3	2	32.6	39.61	7.01	46	Air Quality
	Rankin Jet	New Castle	CSX	51	0	28.9	38.31	9.41	74	Air Quality, Noise
	RG	Field	CR	2	0	0	16.00	16.00	>1000*	Air Quality, Noise
	RC	Wilmington, DE	CSX	26	0	22.9	26.37	3.47	23	Air Quality
	Sinns	Brownsville	CSX	38	0	1.5	10.76	9.26	>1000*	Air Quality, Noise
	Sinns	Rankin Jet	CSX	9	2	30.8	40.21	9.41	77	Air Quality, Noise
Tennessee	Amqui	Nashville	CSX	16	0	40.8	48.41	7.61	30	Air Quality
Virginia	Doswell	Fredericksburg	CSX	37	14.5	16.2	22.79	6.59	28	Air Quality
	Fredericksburg	Potomac Yard	CSX	49	22	16.3	23.39	7.09	29	Air Quality
	Richmond	Doswell	CSX	24	14.5	17.8	24.79	6.99	22	Air Quality
	S. Richmond	Weldon, NC	CSX	82	8	18.4	23.02	4.62	18	Air Quality
West Virginia	WD Tower	Rivesville	CSX	4	0	1.5	3.36	1.86	108	Air Quality, Noise

¹State of rail line segment origin.

²Freight trains per day include other railroad's trackage rights operations.

*New Facilities on Railroad Right-of-Way.

Table 1-4
NS Rail Line Segments that Meet STB Thresholds for Environmental Analysis

State ¹	Rail Line Segment		Current Operator	Length in Miles	Passenger Trains per Day	Freight Trains Per Day ²			% Change in Gross Ton-Miles per Year	Threshold Exceedances
	From	To				Pre-Acquisition	Post-Acquisition	Change		
Alabama	Norris Yd	Atalla	NS	48		7.42	12.58	5.16	15	Air Quality
Delaware	Edgemoor	Bell	CR	1		5.00	11.84	6.84	162	Air Quality, Noise
Georgia	Howell	Spring	NS	1		33.28	40.42	7.14	21	Air Quality
	Industry Yd	Spring	NS	5		7.43	12.28	4.85	95	Air Quality
	South Yd	Spring	NS	2		26.71	38.14	11.43	32	Air Quality, Noise
	South Yd	McDonough	NS	26		26.71	32.14	5.43	15	Air Quality
Illinois	IC 95 St Chicago	Pullman Jn	NS	1		2.00	5.86	3.86	182	Air Quality, Noise
	Landers	Forest Hill	NS	1		12.86	12.13	-0.73	87	Air Quality
	Taylorville	ALS Mitchell	NS	71		9.28	14.72	5.44	18	Air Quality
	Tilton	Decatur	NS	71		22.74	39.13	16.39	65	Air Quality, Noise
Indiana	Alexandria	Muncie	NS	16		2.57	11.84	9.27	376	Air Quality, Noise
	Butler	Ft. Wayne	NS	28		13.57	22.43	8.86	47	Air Quality, Noise
	Control Pt 501	Colehour, IL	CR	7	15.71	41.35	51.86	10.51	32	Air Quality, Noise
	Ft. Wayne TC	Ft Wayne Yard	NS	2		6.57	9.57	3	136	Air Quality, Noise
	Ft. Wayne	Peru	NS	53		18.99	34.86	15.87	101	Air Quality, Noise

¹State of rail line segment origin.

²Freight trains per day include other railroad's trackage rights operations.

*New Facilities on Railroad Right-of-Way.

Table 1-4
NS Rail Line Segments that Meet STB Thresholds for Environmental Analysis

State ¹	Rail Line Segment		Current Operator	Length in Miles	Passenger Trains per Day	Freight Trains Per Day ²			% Change in Gross Ton-Miles per Year	Threshold Exceedances
	From	To				Pre-Acquisition	Post-Acquisition	Change		
Indiana	Lafayette	Tilton, IL	NS	49		23.58	40.99	17.41	81	Air Quality, Noise
(continued)	Peru	Lafayette	NS	53		18.38	40.20	21.82	114	Air Quality, Noise
New Jersey	Ridgewood Jct	Croxtan	CR	17	49.00	4.71	7.92	3.21	50	Air Quality, Noise
New York	Corning	Geneva	CR	57		0.21	1.63	1.42	775*	Air Quality, Noise
	Ebenezer Jct	Buffalo	CR	5		0	3.57	3.57	>1000*	Air Quality, Noise
	Suffern	Port Jervis	CR	65	13.40	8.32	12.36	4.04	58	Air Quality
Ohio	Ashtabula	Buffalo, NY	NS	127		13.00	25.18	12.18	121	Air Quality, Noise
	Bellevue	Bucyrus	NS	34		25.99	34.55	8.56	40	Air Quality, Noise
	Bellevue	Vermilion	NS	26		15.52	31.83	16.31	79	Air Quality, Noise
	Bucyrus	Fairgrounds Col	NS	61		25.99	34.29	8.3	41	Air Quality, Noise
	Cleveland	Shortline Jct	CR	7		2.00	2.00	0	>1000*	Air Quality, Noise
	Cleveland	Ashtabula	NS	57		13.00	35.46	22.46	259	Air Quality, Noise
	Ivorydale	Cincinnati	NS	6		33.85	38.61	4.76	30	Air Quality
	Martin	Miami	CR	11		51.00	60.69	9.69	9	Air Quality, Noise
	Mill	Dayton	CR	42		10.95	18.99	8.04	47	Air Quality, Noise

¹State of rail line segment origin.

²Freight trains per day include other railroad's trackage rights operations.

*New Facilities on Railroad Right-of-Way.

Table 1-4
NS Rail Line Segments that Meet STB Thresholds for Environmental Analysis

State ¹	Rail Line Segment		Current Operator	Length in Miles	Passenger Trains per Day	Freight Trains Per Day ²			% Change in Gross Ton-Miles per Year	Threshold Exceedances
	From	To				Pre-Acquisition	Post-Acquisition	Change		
Ohio (continued)	Oak Harbor	Bellevue	NS	27		7.69	27.2	19.51	179	Air Quality, Noise
	Vermilion	Cleveland	NS	37		13.46	37.79	24.33	183	Air Quality, Noise
	White	Cleveland	CR	11	2.00	12.49	26.75	14.26	91	Air Quality, Noise
	Youngstown	Ashtabula	CR	59		11.70	24.87	13.17	97	Air Quality, Noise
Pennsylvania	Harrisburg	Rutherford	CR	6		44.28	57.85	13.57	19	Air Quality, Noise
	Harrisburg	Riverton Jct., VA	NS	133		11.06	19.62	8.56	82	Air Quality, Noise
	Harrisburg	Rockville	CR	6	4.00	41.36	47.71	6.35	17	Air Quality
	Steelton	Shocks	CR	18		1.86	5.71	3.85	175	Air Quality, Noise
Virginia	Riverton Jct.	Roanoke	NS	181		3.87	12.10	8.22	231	Air Quality, Noise
West Virginia	Elmore	Deepwater	NS	60		0.3	2.3	2.0	>1000*	Air Quality, Noise
	Fola Mine	Deepwater	CR	17		0.6	2.0	1.4	319	Air Quality, Noise

¹State of rail line segment origin.

²Freight trains per day include other railroad's trackage rights operations.

*New Facilities on Railroad Right-of-Way.

Table 1-5
Shared Areas and NEC Rail Line Segments that Meet STB Thresholds for Environmental Analysis

State ¹	Rail Line Segment		Current Operator	Length in Miles	Passenger Trains per Day	Freight Trains per Day			Percent Change in Gross Ton-Miles per Year	Threshold Exceedances
	From	To				Pre-Acquisition	Post-Acquisition	Change		
Delaware	Davis	Perryville, MD	NEC ²	21.1	67	4.5	12.41	7.91	74	Air Quality
Maryland	Baltimore	Bowie	NEC ²	28.6	99	2.4	7.70	5.30	49	Air Quality
	Bowie	Landover	NEC ²	8.3	99	3.2	9.30	6.10	51	Air Quality
Michigan	Carleton	Ecorse	CR	20	0	2	11.20	9.20	>1000*	Air Quality, Noise
	W Detroit	North Ford	CR	6.7	0	7.9	13.24	5.34	119	Air Quality, Noise
	West Detroit	Delray	CR	2.4	0	12.7	16.50	3.80	53	Air Quality
New Jersey	Lane	Union	NEC ²	7.1	240	3.4	11.01	7.61	29	Air Quality
	Midway	Morrisville, PA	NEC ²	17.3	156	3.4	11.01	7.61	46	Air Quality
	PN	Bayway	CR	9.1	0	10.9	16.22	5.32	62	Air Quality
	Union	Midway	NEC ²	21.6	166	3.4	11.01	7.61	41	Air Quality
Pennsylvania	Arsenal	Davis, DE	NEC ²	25	116	2.3	10.51	8.21	63	Air Quality, Noise
	Morrisville	Zoo	NEC ²	28.5	132	3.4	7.11	3.71	25	Air Quality
	South Phil.	Field	CR	5	0	8.2	21.08	12.88	303	Air Quality, Noise

¹State of rail line segment origin.

²Freight trains per day include other railroad's trackage rights operations.

*New Facilities on Railroad Right-of-Way.

Table 1-6
CSX Rail Line Segments Expected to Experience Decreases in Rail Traffic

State ¹	Rail Line Segment		Current Operator	Length in Miles	Passenger Trains per Day	Freight Trains per Day		
	From	To				Pre-Acquisition	Post-Acquisition	Change
Alabama	Birmingham	Parkwood	CSX	12	0.9	32.80	30.70	-2.10
	Black Crk	Birmingham	CSX	5	0	33.70	31.00	-2.70
	Stevenson	Chattanooga, TN	CSX	39	0	19.60	17.46	-2.14
Florida	Baldwin	Chattahoochee	CSX	189	0.8	11.70	11.11	-0.59
	Callahan	Jacksonville	CSX	16	9.7	23.50	23.24	-0.26
	Chattahoochee	Pensacola	CSX	161	0.8	10.30	9.71	-0.59
	Dames Pt Jct	N. Shore Jct	CSX	5	0	6.00	5.80	-0.20
Georgia	Atlanta	Manchester	CSX	78	0	19.20	16.60	-2.60
	Augusta	Camak	CSX	48	0	7.10	6.70	-0.40
	Augusta	Greenwood	CSX	68	0	8.80	8.20	-0.60
	Camak	Atlanta	CSX	126	0	8.10	7.70	-0.40
	Cartersville	Atlanta	CSX	46	0	39.40	38.26	-1.14
	Lagrange	Montgomery, AL	CSX	100	0	11.90	11.20	-0.70
	Manchester	Lagrange	CSX	45	0	12.00	11.60	-0.40
	Manchester	Waycross	CSX	203	0	27.90	26.00	-1.90
	Thomasville	Montgomery	CSX	210	0	7.90	6.20	-1.70
	Waycross	Folkston	CSX	35	0	33.10	32.40	-0.70
	Waycross	Thomasville	CSX	105	0	8.00	7.60	-0.40

¹State of rail line segment origin.

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Table 1-6
CSX Rail Line Segments Expected to Experience Decreases in Rail Traffic

State ¹	Rail Line Segment		Current Operator	Length in Miles	Passenger Trains per Day	Freight Trains per Day		
	From	To				Pre-Acquisition	Post-Acquisition	Change
Illinois	Chrisman	Darville	CR	24.9	0	1.60	0.00	-1.60
	Dolton	75th Street	CSX	8	0	4.00	3.57	-0.43
	Effingham	St. Elmo	CR	13.7	0	22.30	14.09	-8.21
	Paris	Chrisman	CR	10.6	0	1.60	0.00	-1.60
	Salem	E. St. Louis	CSX	68	0	11.80	8.66	-3.14
	St. Elmo	E. St. Louis	CR	82.7	0	16.00	9.09	-6.91
Indiana	Avon	Greencastle	CR	27.5	0	23.00	19.86	-3.14
	Crawfordsville	Greencastle	CSX	31	0	4.20	2.20	-2.00
	Greencastle	Terre Haute	CR	32	0	26.40	19.86	-6.54
	Indianapolis	Avon	CR	12.5	0	26.00	21.71	-4.29
	Mitchell	Louisville, KY	CSX	67	0	7.80	4.00	-3.80
	Mitchell	Vincennes	CSX	62	0	12.70	5.76	-6.94
	Porter	Willow Creek	CR	6	0	9.60	0.00	-9.60
	So. Anderson	Indianapolis	CR	35.1	0	32.00	25.71	-6.29
	Terre Haute	Effingham, IL	CR	68.6	0	23.80	16.09	-7.71
	Vincennes	Salem, IL	CSX	79	0	14.20	9.06	-5.14

¹State of rail line segment origin.

Table 1-6
CSX Rail Line Segments Expected to Experience Decreases in Rail Traffic

State ¹	Rail Line Segment		Current Operator	Length in Miles	Passenger Trains per Day	Freight Trains per Day		
	From	To				Pre-Acquisition	Post-Acquisition	Change
Kentucky	Anchorage	Louisville	CSX	13	0	20.60	18.30	-2.30
	Ashland	Russell	CSX	4	0.9	34.45	32.45	-2.00
	Big Sandy Jct	Ashland	CSX	6	0.9	32.45	30.45	-2.00
	Corbin	Cartersville, GA	CSX	263	0	27.30	26.10	-1.20
	Covington	Latonia	CSX	1	0	30.30	28.90	-1.40
	Latonia	Anchorage	CSX	86	0	15.00	12.70	-2.30
	Latonia	Winchester	CSX	93	0	17.10	16.00	-1.10
	Long Branch	Skillman	CSX	49	0	4.30	4.00	-0.30
	Louisville	Amqui, TN	CSX	173	0	18.80	17.40	-1.40
	Louisville	Long Branch	CSX	18	0	4.40	4.20	-0.20
	N J Cabin	Columbus, OH	CSX	53	0	11.70	11.44	-0.26
	Russell	N J Cabin	CSX	19	0.9	20.80	18.80	-2.00
	Sinks	Corbin	CSX	35	0	22.90	21.60	-1.30
	Skillman	Henderson	CSX	60	0	4.30	4.00	-0.30
	Winchester	Sinks	CSX	56	0	24.60	23.30	-1.30

¹State of rail line segment origin.

Table 1-6
CSX Rail Line Segments Expected to Experience Decreases in Rail Traffic

State ¹	Rail Line Segment		Current Operator	Length in Miles	Passenger Trains per Day	Freight Trains per Day		
	From	To				Pre-Acquisition	Post-Acquisition	Change
Massachusetts	Boston Beacon Park	Framingham	CR	18.3	38	9.30	8.71	-0.59
	Framingham	Westboro	CR	11.9	12	15.30	14.43	-0.87
	Palmer	Springfield	CR	15.3	3.4	22.30	21.86	-0.44
	Springfield	Westfield	CR	11	2	22.30	22.14	-0.16
	Westboro	Worcester	CR	11	12	15.30	14.43	-0.87
	Westfield	Selkirk, NY	CR	85	2	24.30	24.14	-0.16
	Worcester	Palmer	CR	39	3.4	20.30	19.86	-0.44
Maryland	Hagerstown	Cherry Run	CSX	19	0	3.00	2.00	-1.00
	Relay	Pt of Rocks	CSX	58	0	9.30	9.18	-0.12
Michigan	Detroit	Plymouth	CSX	25	0	15.10	12.31	-2.79
	Grand Rapids	Waverly	CSX	26	1.6	8.20	4.50	-3.70
	Plymouth	Grand Rapids	CSX	124	0	11.40	6.40	-5.00
	Waverly	Porter, IN	CSX	110	1.5	4.80	2.80	-2.00
North Carolina	Hamlet	Dillon, SC	CSX	42	0	8.90	7.70	-1.20
	Hamlet	McBee, SC	CSX	108	2	3.40	3.30	-0.10
	Weldon	Franklin, VA	CSX	41	0	7.70	7.41	-0.29
New Jersey	Trenton	CP Pt Reading	CR	24.7	0	15.70	11.40	-4.30

¹State of rail line segment origin.

Table 1-6
CSX Rail Line Segments Expected to Experience Decreases in Rail Traffic

State ¹	Rail Line Segment		Current Operator	Length in Miles	Passenger Trains per Day	Freight Trains per Day		
	From	To				Pre-Acquisition	Post-Acquisition	Change
New York	Black Rock	Niagara Falls	CR	21.1	6	23.00	22.00	-1.00
	Buff Crk Jct	Buff Seneca	CR	3.3	2	55.80	52.46	-3.34
	Draw	Buff Crk Jct	CR	0.4	2	55.80	52.46	-3.34
	Fairport	Genesee Jct	CR	14.3	0	11.40	11.17	-0.23
	Frontier	Buffalo	CR	4.1	8	52.80	49.46	-3.34

¹State of rail line segment origin.

Table 1-6
CSX Rail Line Segments Expected to Experience Decreases in Rail Traffic

State ¹	Rail Line Segment		Current Operator	Length in Miles	Passenger Trains per Day	Freight Trains per Day		
	From	To				Pre-Acquisition	Post-Acquisition	Change
Ohio	Cincinnati	Covington, KY	CSX	6	0.9	35.90	33.62	-2.28
	Cincinnati	Mitchell, IN	CSX	128	0	7.80	1.66	-6.14
	Columbus	Hocking	CR	1	0	13.40	9.51	-3.89
	Columbus	Marion	CSX	20	0	17.80	17.40	-0.40
	CP Maumee	Oak	CR	1	0	15.20	4.00	-11.20
	Crestline	Galion	CR	3.3	0	28.30	26.54	-1.76
	Darby	Mounds	CR	2.6	0	2.20	2.00	-0.20
	Dunkirk	Ridgeway	CR	21.1	0	13.20	1.40	-11.80
	Galion	Columbus	CR	57.7	0	13.40	7.51	-5.89
	Lima	Deshler	CSX	33	0	26.50	14.91	-11.59
	Marysville	Darby	CR	19.2	0	22.20	5.00	-17.20
	Middletown Jct	Middletown	CSX	11	0	6.30	5.42	-0.88
	Mounds	Scioto	CR	5.8	0	2.20	2.00	-0.20
	Oak	Walbridge	CR	1.7	0	15.20	4.00	-11.20
	Quaker	Drawbridge	CR	7.6	2	53.40	12.89	-40.51
	Ridgeway	Marysville	CR	22.2	0	22.20	9.43	-12.77
	Sidney	Lima	CSX	35.2	0	22.60	15.31	-7.29
	Sidney	So. Anderson, IN	CR	85.6	0	29.40	26.71	-2.69
	Stanley	Dunkirk	CR	57.2	0	11.60	1.40	-10.20

¹State of rail line segment origin.

Table 1-6
CSX Rail Line Segments Expected to Experience Decreases in Rail Traffic

State ¹	Rail Line Segment		Current Operator	Length in Miles	Passenger Trains per Day	Freight Trains per Day		
	From	To				Pre-Acquisition	Post-Acquisition	Change
Pennsylvania	CP Newtown Jct	CP Wood	CR	20.7	48	12.00	11.40	-0.60
	CP Wood	Trenton, NJ	CR	5.7	48	14.30	10.00	-4.30
	Park Jct	RG	CSX	4	0	24.50	15.57	-8.93
South Carolina	Columbia	Fairfax	CSX	76	2	3.90	3.70	-0.20
	Dillon	Andrews	CSX	74	0	4.30	4.20	-0.10
	Fairfax	Robbins	CSX	29	0	12.90	12.30	-0.60
	Fairfax	Savannah, GA	CSX	62	2	12.40	11.60	-0.80
	Greenwood	Laurens	CSX	28	0	10.50	9.80	-0.70
	Laurens	Spartanburg	CSX	38	0	13.60	12.80	-0.80
	Robbins	Augusta, GA	CSX	28	0	12.90	12.30	-0.60
	Chattanooga	Cartersville, GA	CSX	87	0	17.70	17.36	-0.34
Virginia	Franklin	Portsmouth	CSX	37	0	7.10	6.61	-0.49
	Hampton	Rivanna Jct	CSX	80	2.9	9.55	8.60	-0.95
	Rivanna Jct	Clifton Forge	CSX	229	0	9.75	9.68	-0.07
West Virginia	Barboursville	Huntington	CSX	10	0.9	15.45	14.88	-0.57
	Brooklyn Jct	Short Line Jct	CSX	58	0	4.60	4.40	-0.20
	Parkersburg	Huntington	CSX	119	0	5.30	5.10	-0.20
	St Albans	Barboursville	CSX	29	0.9	13.35	12.78	-0.57

¹State of rail line segment origin.

Table 1-7
NS Rail Line Segments Expected to Experience Decreases in Rail Traffic

State ¹	Rail Line Segment		Current Operator	Length in Miles	Passenger Trains per Day	Freight Trains per Day		
	From	To				Pre-Acquisition	Post-Acquisition	Change
Alabama	Wilson	Birmingham 50S	NS	141		9.2	5.2	-4.1
	Selma	Burstal	NS	89		10.6	7.2	-3.4
	Burstal	Birmingham 50St.	NS	16	2.0	27.8	25.8	-2.0
	Norris Yard	Birmingham 50S	NS	5	2.0	37.4	34.3	-3.1
	Norris Yard	Austell, GA	NS	142	2.0	19.1	14.5	-4.6
Florida	Simpson Yard	FEC Bowden Yard	NS	11		12.1	7.9	-4.2
Georgia	Bremen	Yates Coal	NS	36		3.8	2.3	-1.5
	Brosan Yard	C of G Jct	NS	3		21.7	18.7	-3.0
	Albany	Dothan, AL	NS	85		3.2	1.4	-1.8
	Augusta	Millen	NS	53		7.3	5.7	-1.7
	Gainesville	Cornelia	NS	24	2.0	18.4	16.8	-1.6
	Inman Yard	Howell	NS	2	2.0	59.0	57.0	-2.0
	Howell	Flowery Branch	NS	41	2.0	20.3	17.6	-2.7
Illinois	E. Peoria	Gibson City	NS	72		3.4	0.9	-2.6
	WI Jct.	Pullman Jct.	NS	4		26.2	20.6	-5.6
	Pullman Jct.	Burnham Auto.	NS	6		26.1	11.3	-14.8
	Burnham Auto	Hammond	NS	3		25.5	15.1	-10.4
	South Chicago	Chicago 47-51st TV	CR	6	16.0	31.0	14.0	-17.0
	Ashland Ave	Chicago 47-51st TV	CR	3	16.0	23.4	9.0	-14.4

¹State of rail line segment origin.

Table 1-7
NS Rail Line Segments Expected to Experience Decreases in Rail Traffic

State ¹	Rail Line Segment		Current Operator	Length in Miles	Passenger Trains per Day	Freight Trains per Day		
	From	To				Pre-Acquisition	Post-Acquisition	Change
Indiana	Ft. Wayne	Warsaw	NS	35		15.4	2.3	-13.1
	EJE Van Loon	Hobart	NS	11		26.6	10.7	-15.9
	Hammond	EJE Van Loon	NS	6		25.7	11.2	-14.5
	Gibson	Indiana Harbor	CR	4		1.9	0.2	-1.7
	Control Pt 501	Pine	CR	5	14.0	68.5	67.0	-6.1
	Porter	Elkhart	CR	61	4.0	53.0	45.2	-7.9
	Anderson	Alexandria	CR	13		4.3	0.0	-4.3
	Munice	Ft. Wayne	NS	64		19.6	15.0	-4.6
	Plymouth	Warsaw	NS	25		15.4	0.6	-14.8
	Elkhart	White Pigeon, MI	CR	27	4.0	23.0	19.2	-3.7
	Hobart	Plymouth	NS	50		14.9	0.0	-14.9
	Butler	Elkhart	CR	54	4.0	50.3	39.0	-11.4
	Corydon Jct	SJ Jct, KY	NS	107		14.0	11.3	-2.7
Kentucky	SJ Jct	Oneida, TN	NS	95		37.8	34.9	-2.9
	SJ Jct	Lexington	NS	101		31.1	28.0	-3.1
Louisiana	KCS Shrewsbury	Oliver Jct	NS	11		7.1	4.9	-2.3
Maryland	Canton Piers	Bay View	CR	2		9.6	7.3	-2.3
Michigan	Milan	Hallett, OH	NS	31		4.0	0.0	-4.0
	Milan	Oakwood	NS	30		17.9	16.3	-1.6
	Kalamazoo	White Pigeon	CR	60		6.7	4.4	-2.3
	Town Line	West Detroit	CR	5	8.0	7.8	3.2	-4.7

¹State of rail line segment origin.

Table 1-7
NS Rail Line Segments Expected to Experience Decreases in Rail Traffic

State ¹	Rail Line Segment		Current Operator	Length in Miles	Passenger Trains per Day	Freight Trains per Day		
	From	To				Pre-Acquisition	Post-Acquisition	Change
Ohio	Vera	Sardinia	NS	57		3.4	0.0	-3.4
	Sardinia	Norwood	NS	43		3.4	0.0	-1.7
Pennsylvania	Shocks	Perryville, MD	CR	51		16.0	14.4	-1.6
South Carolina	Hayne Yard	Blacksburg	NS	29	2.0	18.1	14.1	-4.0
	Columbia	Cel River	NS	89		9.4	4.6	-4.8
Virginia	Appalachia	Andover	NS	1		10.2	5.4	-4.7
	Appalachia	Kent Jct	NS	4		5.1	3.6	-1.6
	Norton	Kent Jct	NS	11		6.4	4.6	-1.7
	Riverton Jct	Manassas	NS	51		11.3	8.8	-2.5
	Montview	Kinney Yard	NS	1		22.0	20.1	-1.9
	Ripplemead VA	Norcross	NS	1		6.1	4.3	-1.9
	Altavista	South Roanoke	NS	44		9.8	8.3	-1.5
West Virginia	Blackvle Coal	Fed 2 Coal	NS	6		2.4	0.9	-1.6

¹State of rail line segment origin.

Table 1-8

Shared Assets Areas and NEC Rail Line Segments Expected to Experience Decreases in Rail Traffic

State ¹	Rail Line Segment		Current Operator	Length in Miles	Passenger Trains per Day	Freight Trains per Day		
	From	To				Pre-Acquisition	Post-Acquisition	Change
New Jersey	Boundbrook	Pt Reading Jct	CR	2.7	0	34.20	27.37	-6.83
	Hack	Croxtton	CR	1.3	0	17.70	8.23	-9.47
	Hack	Kearny	CR	1.7	0	17.40	8.23	-9.17
	Kearny	Valley	CR	3.6	0	19.60	5.94	-13.66
	N Bergen	Ridgefield Heights	CR	5.6	0	23.10	22.09	-1.01
	Nave	N Bergen	CR	6	0	4.40	1.40	-3.00
	Nave	Croxtton	CR	1.8	0	18.50	15.52	-2.98
	Nave	CP Green	CR	4.2	0	18.50	16.52	-1.98
	NK	Boundbrook	CR	6.4	56	36.00	25.46	-10.54
	Valley	NK	CR	0.8	0	24.50	23.66	-0.84
	Waldo	Hack	CR	1.6	0	4.80	2.80	-2.00

¹State of rail line segment origin.

Table 1-9
CSX Rail Yards that Meet STB Thresholds for Environmental Analysis

State	Location	Rail Yard	Railcars Handled per Day					Threshold Exceedances
			Current Operator	Pre-Acquisition	Post-Acquisition	Change	Percent Change	
Alabama	Birmingham	Boyles	CSX	990	1186	196	20	Air Quality
Indiana	Curtis	Curtis	CSX	110	145	35	32	Air Quality
Michigan	Detroit	Rougemere	CSX	335	585	250	75	Air Quality
Ohio	Toledo	Stanley	CR	876	1282	406	46	Air Quality
Tennessee	Memphis	Leewood	CSX	120	153	33	28	Air Quality

Table 1-10
NS Rail Yards that Meet STB Thresholds for Environmental Analysis

State	Location	Railcars Handled per Day					Threshold Exceedances
		Current Operator	Pre-Acquisition	Post-Acquisition	Change	% Change	
Georgia	Doraville	NS	174	222	48	28	Air Quality
Illinois	Colehour	CR	74	94	20	27	Air Quality
Indiana	Ft. Wayne	NS	283	583	300	106	Air Quality, Noise
Missouri	St. Louis (Luther)	NS	239	327	88	37	Air Quality
New York	Buffalo	NS	389	672	283	73	Air Quality
Ohio	Conneaut	NS	30	74	44	145	Air Quality, Noise
	Toledo (Homestead)	NS	326	469	143	44	Air Quality
	Toledo (Airline)	CR	0	520	520	>1000	Air Quality, Noise
Pennsylvania	Harrisburg	CR	117	246	129	110	Air Quality, Noise

Table 1-11
Shared Assets Areas Rail Yards that Meet STB Thresholds for Environmental Analysis

State	Location	Rail Yard	Railcars Handled per Day					Threshold Exceedance
			Current Operator	Pre-Acquisition	Post-Acquisition	Change	Percent Change	
Pennsylvania	Philadelphia	Greenwich	CR	265	501	236	89	Air Quality

Table 1-12
CSX Intermodal Facilities that Meet STB Thresholds for Environmental Analysis

State	Location	Facility	Current Operator	Change in Trucks/Day	Percent Increase in Average Daily Traffic ¹	Threshold Exceedances
Georgia	Atlanta	Hulsey	CSX	80	0.1 - 0.7	Air Quality, Noise
Illinois	Chicago	59th Street	*	815	3.7 - 12.0	Air Quality, Noise
New Jersey	Little Ferry	Little Ferry	CSX	177	1.1 - 3.1	Air Quality, Noise
	South Kearny	South Kearny	CR	78	0.3 - 0.8	Air Quality, Noise
Pennsylvania	Philadelphia	Greenwich	CR	272	0.7 - 4.7	Air Quality, Noise

Notes:

* = This is a new intermodal facility which will be built on property currently owned by CR.

¹ Range of expected increase in average daily traffic on affected roads

Table 1-13
NS Intermodal Facilities that Meet STB Thresholds for Environmental Analysis

State	Location	Current Operator	Change in Trucks/Day	Percent Increase in Average Daily Traffic ¹	Threshold Exceedances
Georgia	Atlanta (Inman)	NS	143	1.6 - 2.8	Air Quality, Noise
Illinois	Chicago (Landers)	NS	94	0.1 - 0.9	Air Quality, Noise
	Chicago (47th Street)	CR	205	0.2 - 2.5	Air Quality, Noise
Kentucky	Louisville (Buechel)	NS	53	0.4 - 1.1	Air Quality, Noise
Louisiana	New Orleans	NS	63	0.3 - 3.7	Air Quality, Noise
Maryland	Baltimore	CR, TCS*	66	2.9-3.0	Air Quality, Noise
Michigan	Detroit (Melvindale)	NS, TCS	57	0.1 - 0.8	Air Quality, Noise
Missouri	Kansas City (Voltz)	NS, TCS	120	0.6 - 4.6	Air Quality, Noise
	St. Louis (Luther)	NS, TCS	193	0.6 - 31.9	Air Quality, Noise
New Jersey	Elizabeth (E-Rail, Portside)	CR, TCS	385	0.4 - 3.1	Air Quality, Noise
Ohio	Bellevue	TCS*	65	0.7 - 1.5	Air Quality, Noise
	Columbus (Discovery Park)	NS	53	0.2 - 8.8	Air Quality, Noise
	Toledo	CR	37	0.2 - 1.0	Air Quality, Noise
Pennsylvania	Allentown	CR	99	0.5 - 2.5	Air Quality, Noise
	Harrisburg (Rutherford)	CR*, TCS	330	2.0 - 11.9	Air Quality, Noise
	Philadelphia	NS, TCS*	183	3.6	Air Quality, Noise
	Pittsburgh - Pitcair	CR	114	2.9	Air Quality, Noise
Tennessee	Memphis	NS	76	0.1 - 2.8	Air Quality, Noise

Notes:

* = This is a new intermodal facility which will be built on property currently owned by CR.

¹ Range of expected increase in average daily traffic on affected roads

Table 1-14
CSX Proposed Rail Line Abandonment

Location	Length (miles)	Description
Paris to Danville	29	Abandonment of existing Conrail rail line that serves the Paris and Danville areas with approximately one train per day.

**Table 1-15
NS Proposed Rail Line Abandonments**

Location	Length (miles)	Description
Dillon Junction to Michigan City	21.5	Abandonment of existing NS branch line on which approximately one train per week serves Michigan City. NS would acquire Conrail line serving Michigan City. Approximately 21 carloads per year would be diverted to truck. No overhead traffic exists as the NS branch line ends at Michigan City.
South Bend to Dillon Junction	21.5	Currently NS operates two trains per day on this branch line. All customers at South Bend would be served via the Conrail line to be operated by NS. No overhead traffic exists as the NS branch line ends at South Bend. NS anticipates no increase in truck traffic from this abandonment.
Toledo to Maumee (Toledo Back Belt)	7.5	Abandonment of existing NS rail line that serves Toledo with approximately two trains per day. Approximately 90 carloads per year would be diverted to truck.
Toledo Pivot Bridge	0.2	Abandonment of a pivot bridge that provides NS access across the Maumee River. Overhead traffic would be rerouted, resulting in no rail to truck diversions.

Table 1-16
CSX PROPOSED CONSTRUCTION PROJECTS

State	Location	Length (feet)	Description
IL	75th Street SW, Chicago	1,640	Connecting the Belt Railway of Chicago and B&OCT lines to permit eastbound trains from Bedford Park, IL to proceed south to Blue Island, IL. The connection would be built on existing rail right-of-way and nine trains per day would be operated over the connection.
IL	Exermont	3,590	Connecting the parallel Conrail and CSX lines to allow trains from East St. Louis, IL to proceed onto CSX's mainline. The connection would require the acquisition of 5.3 acres of additional land and 8.7 trains per day would be operated over the connection.
IL	Lincoln Ave., Chicago	840	Connecting Indiana Harbor Belt (IHB) and B&OCT lines to allow trains to move from the IHB to CSX's Barr Yard. The connection would be built on existing right-of-way and ten trains per day would operate over the connection.
IN	Willow Creek**	2,800	Connecting CSX and Conrail tracks to facilitate movements between Porter, IN and Chicago, IL. The connection will require the acquisition of .2 acres of additional property and 11 trains per day would operate over the connection.
NJ	Little Ferry	480 600	Two connections between Conrail and NYS&W tracks to allow trains to move between Conrail lines and a CSX Little Ferry intermodal facility. The connections would be built on existing right-of-way and five trains per day would operate over the connections.
OH	Cleveland*	N/A	Construction of new intermodal facility at Collinwood Yard. The project will be constructed on 23 acres of land adjacent to the existing yard.

Table 1-16
CSX PROPOSED CONSTRUCTION PROJECTS

State	Location	Length (feet)	Description
OH	Crestline**	1,507	Connecting two Conrail tracks to allow movements between Ft. Wayne, IN and Cleveland, OH. The connection would be built on existing right of way and five trains per day would operate over the connection.
OH	Greenwich**	4,600 1,044	Two connection tracks between CSX and Conrail to enable eastbound trains from Chicago, IL to proceed northeast to Cleveland, OH and to enable northeast bound trains to proceed east to Akron, OH. The connection would require the acquisition of approximately .5 acres of land. Approximately 35 trains per day would operate over the connection in the Northwest quadrant and 9 trains per day over the connection in the Southeast quadrant.
OH	Sidney**	3,263	Connecting CSX and Conrail tracks to enable northbound trains to proceed east to Columbus, OH. The connection will require the acquisition of 2.6 acres of land and approximately 9.6 trains per day would operate over the connection.
OH	Willard*	N/A	Construction of a fueling facility and associated track adjacent to an existing rail yard. The project will require approximately ten acres of new property.

* These CSX projects are non-jurisdictional but require acquisition of new property.

** These projects are the subjects of a Petition for Waiver of the STB's "related applications" rule filed by CSX and Conrail with the STB on May 2, 1997. If granted these will be the subjects of separate proceedings and environmental review that may be completed before the STB acts on the control application.

Table 1-17
Other CSX Construction Projects Requiring
New Rights-of-Way or Property to be Analyzed

State	Location	Description of Proposed Construction
Ohio	Cleveland	The project would expand the existing Collinwood Yard to accommodate intermodal traffic at the facility. The project is anticipated to require the acquisition of approximately 20 acres of right-of-way.
	Willard	The project would expand the existing Willard Yard to accommodate increased traffic at the facility. The project is anticipated to required the acquisition of approximately 50 acres of right-of-way.

Table 1-18
NS Proposed Connections

Location	Description
Kankakee, IL	Connecting track to permit efficient movements from the Chicago Terminal area to Kansas City, MO and St. Louis, MO. The proposed track would be 1000 feet long and occupy 2.3 acres. Seven trains per day would be operated over the proposed track.
Sidney, IL*	Connecting track with UP to permit efficient movement between Pine Bluff, AR and Ft. Wayne, IN to bypass St. Louis. The proposed track would be 3,200 feet long and occupy 7.3 acres. Six trains per day would be operated over the proposed track.
Tolono, IL	Connecting track with IC to permit efficient movement between Effingham, IL and Lafayette, IN. The proposed track would be 1,600 feet long and occupy 3.7 acres. Two trains per day would be operated over the proposed track.
Alexandria, IN*	Connecting track to permit creation of a new, efficient and consolidated through-route from Chicago to Cincinnati, Atlanta and Southeast via Alexandria and Muncie, IN. The proposed track would be 1000 feet long and occupy 2.3 acres. Nine trains per day would be operated over the proposed track.
Butler, IN	Connecting track for direct through-movement of traffic from NS Detroit line to Conrail Chicago line creating an efficient, new route. The proposed track would be 1,700 feet long and occupy 3.9 acres. Four trains per day would be operated over the proposed track.
Toileston, IN	Connecting track to serve NS industry at Gary, IN from former CR line. The proposed track would be 900 feet long and occupy 2.0 acres. Two trains per day would be operated over the proposed track.
Hagerstown, MD	Connecting track to permit efficient movements between Front Royal, VA and Harrisburg, PA. The proposed track would be 800 feet long and occupy 1.8 acres. Nineteen trains per day would be operated over the proposed track.
Ecorse Junction, MI (Detroit)	Upgrade existing Conrail track, lower track under Fort street and construct a crossover to permit efficient movements from Rouge River Yard to Oakwood Yard. The proposed track would be 400 feet long and occupy 1.0 acre of newly acquired right-of-way. Six trains per day would be operated over the proposed track.

Table 1-18
NS Proposed Connections (Cont'd)

Location	Description
Buffalo, NY (Blasdell)	Connecting track to permit efficient movement between Erie, PA and Binghamton, NY. The proposed track would be 5,200 feet long and occupy 11.9 acres. Nine trains per day would be operated over the proposed track.
Buffalo, NY (Gardenville Jct.)	Connecting track to permit efficient movement between Erie, PA and Binghamton, NY. The proposed track would be 1,700 feet long and occupy 3.9 acres. Nine trains per day would be operated over the proposed track.
Bucyrus, OH*	Connecting track to help create an efficient new route from Columbus to Pittsburgh. The proposed track would be 2,400 feet long and occupy 5.5 acres. Eleven trains per day would be operated over the proposed track.
Columbus, OH	Connecting track to permit efficient movement between Bellevue, OH and Buckeye Yard. The proposed track would be 1,400 feet long and occupy 3.2 acres. Forty-one trains per day would be operated over the proposed track.
Oak Harbor, OH	Connecting track to create efficient access from the Detroit area to NS Bellevue Yard. The proposed track would be 5,000 feet long and occupy 11.5 acres. Thirty-four trains per day would be operated over the proposed track.
Vermilion, OH	Connecting track to create an efficient new route from Conrail's Chicago mainline to NS mainline to route traffic between Cleveland, OH and Buffalo, NY. The proposed track would be 5,400 feet long and occupy 12.4 acres. Thirty-four trains per day would be operated over the proposed track.
*These projects are the subjects of a Petition for Waiver of the "related applications" rule filed with the Board on May 2, 1997. If granted, these will be the subjects of separate applications.	

Proposed Division of the Conrail Route System

—— To NS

—— To CSXT

—— Shared NS/CSXT

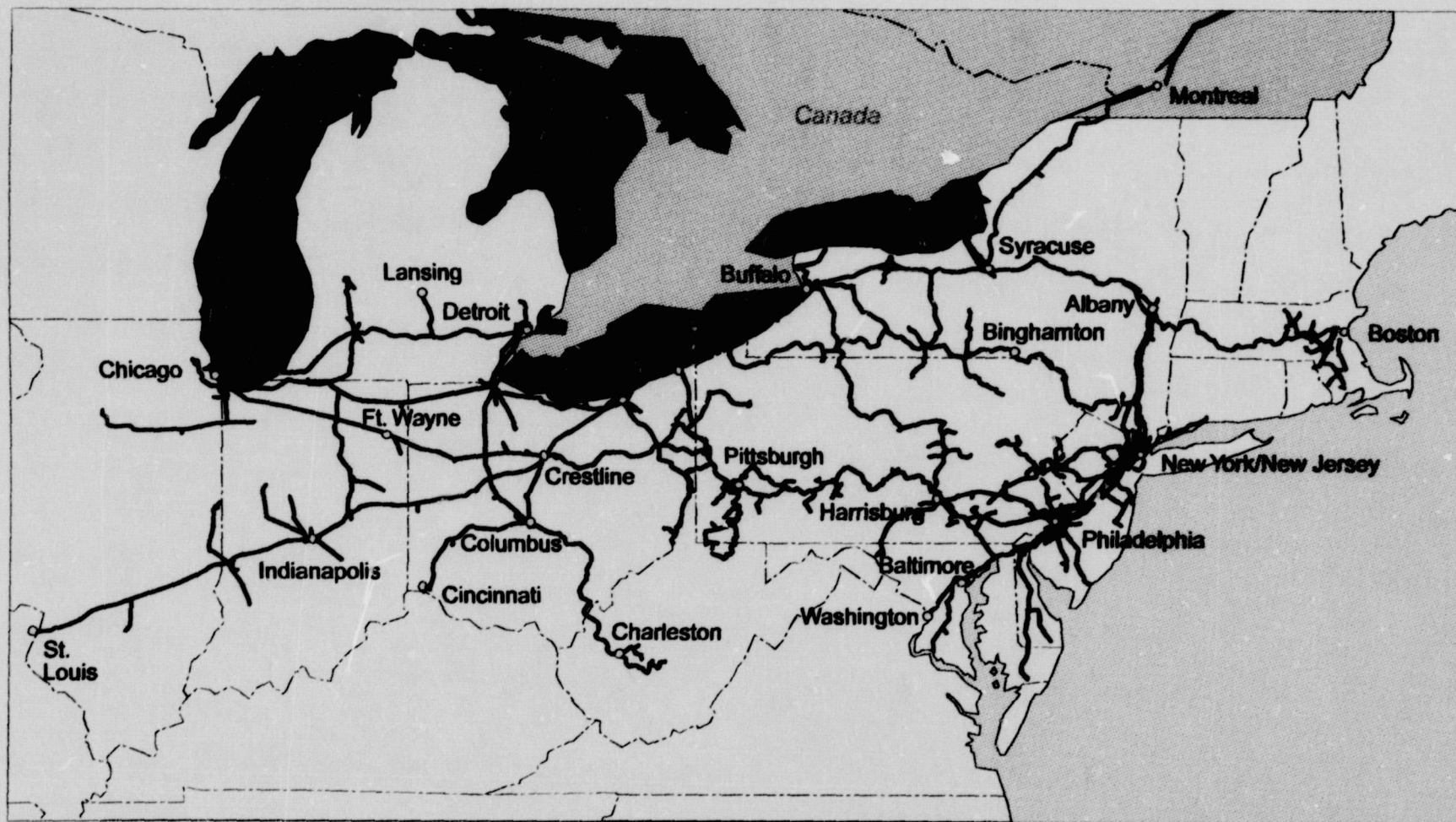
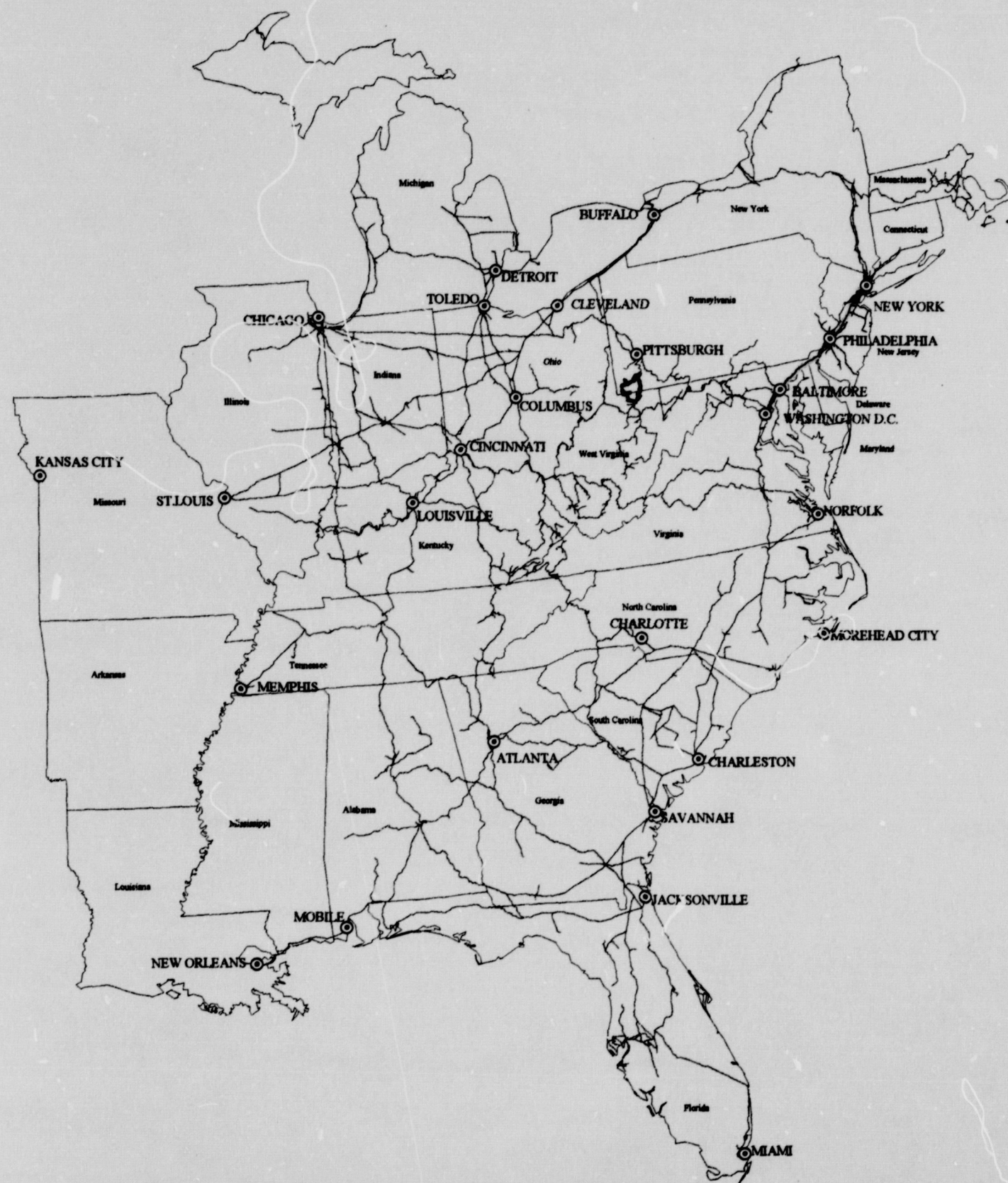


FIGURE 1-1

Map does not distinguish between trackage rights and ownership.



LEGEND






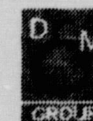
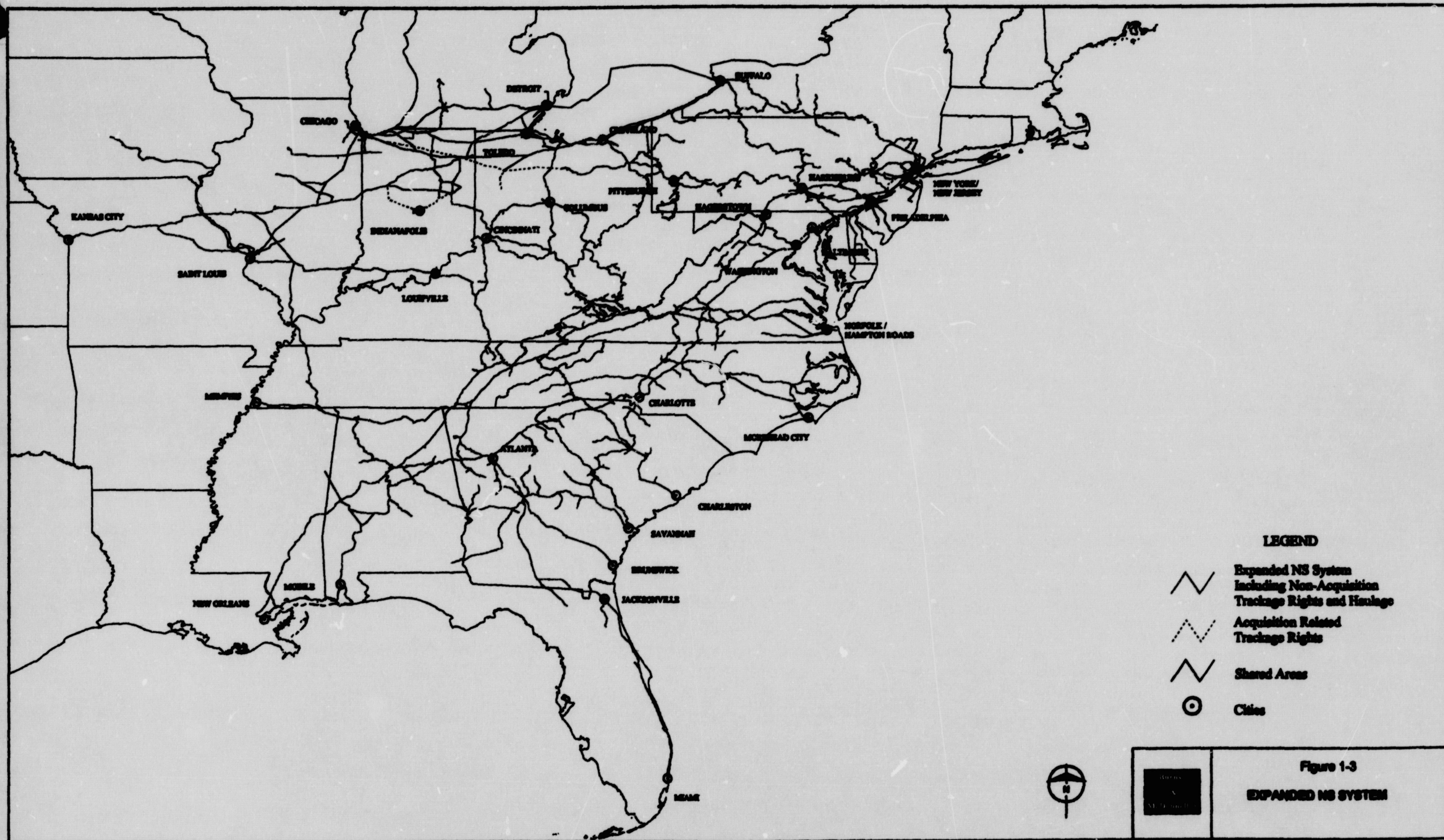
-  Expanded CSX System
-  Including Non-Acquisition Trackage Rights and Haulage Acquisition Related Trackage Rights
-  Shared Areas
-  North East Corridor
-  Cities

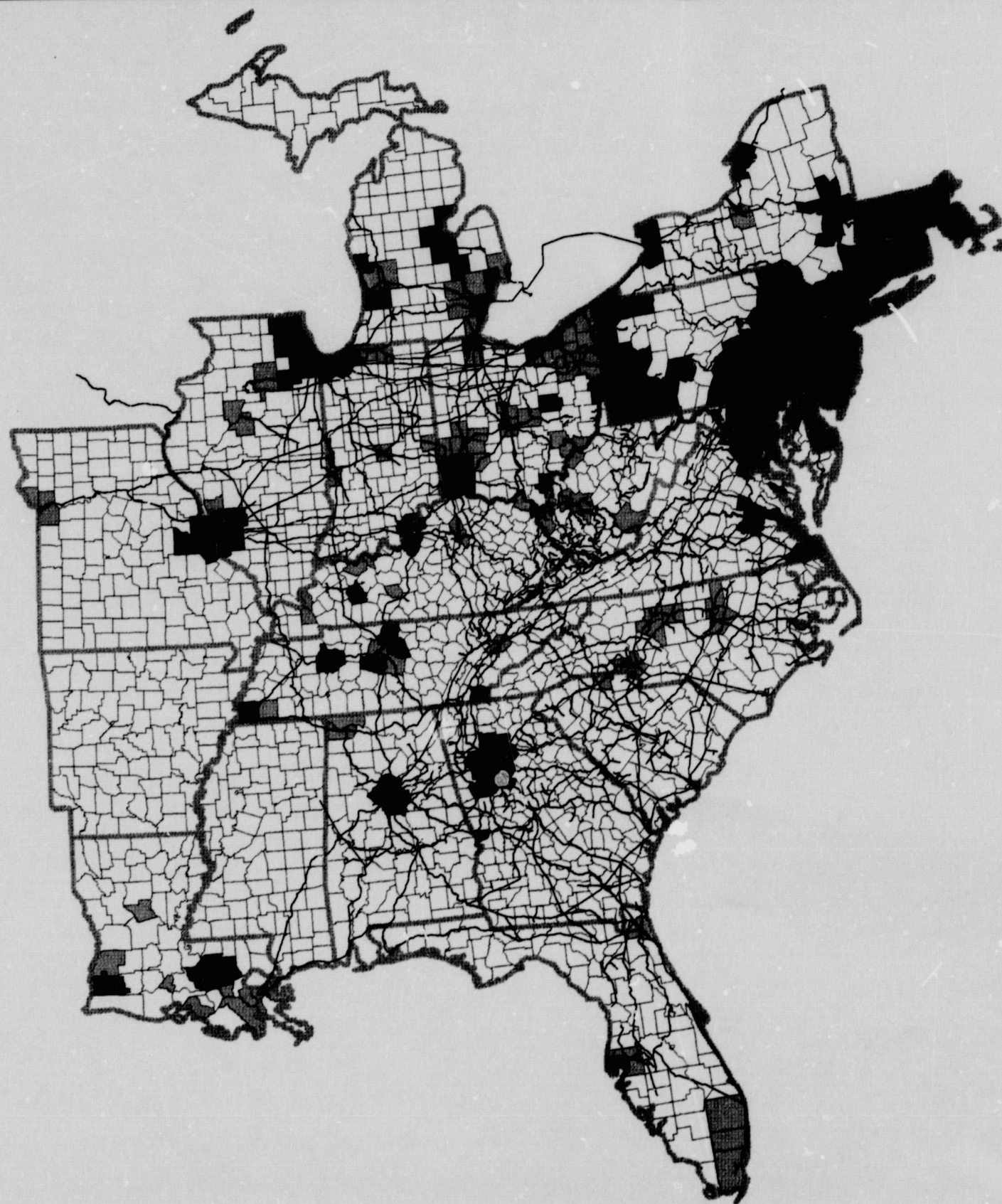
Figure 1-2
EXPANDED CSX SYSTEM



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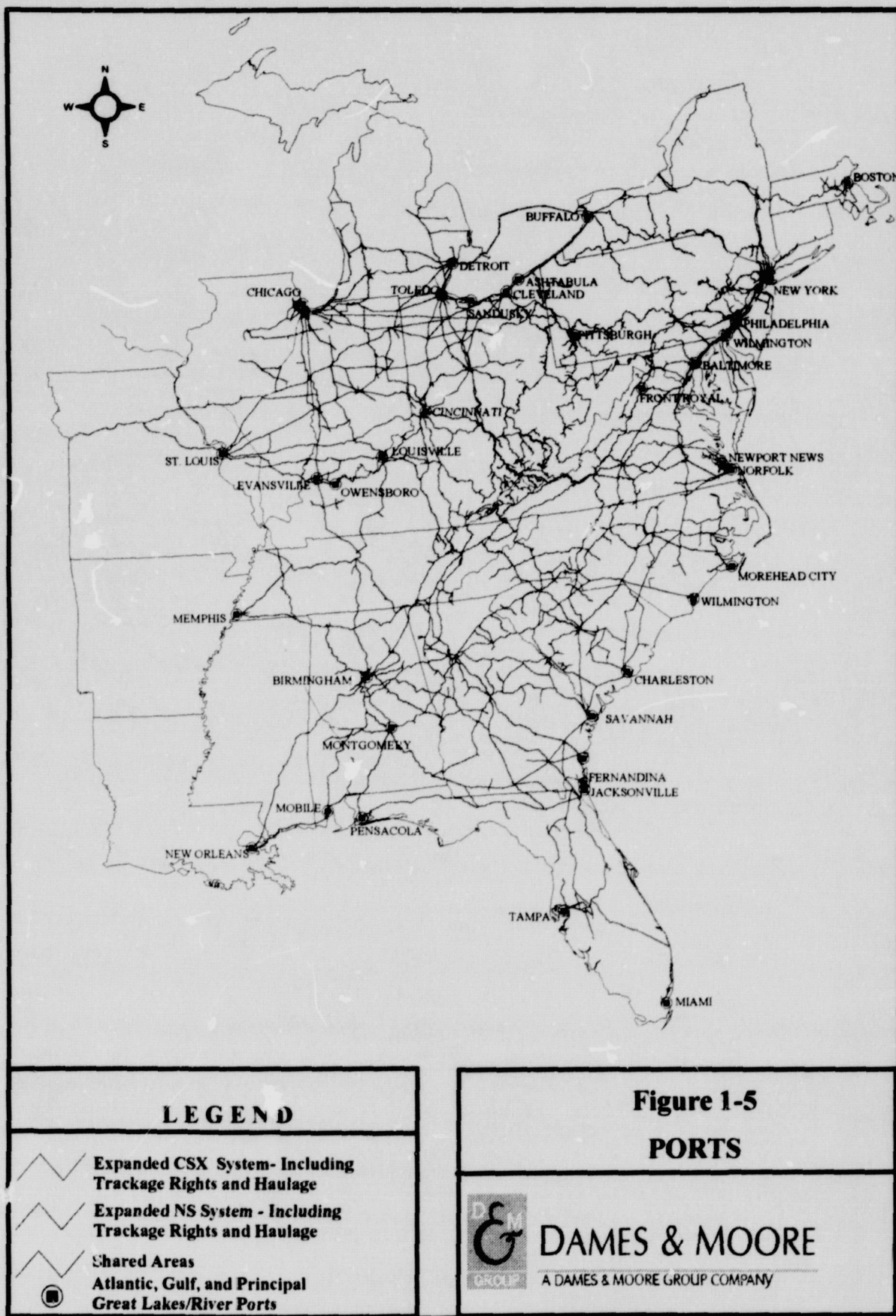
- Expanded CSX and NS Systems, Shared Areas and NEC including Trackage Rights and Haulage
- Attainment
- Non-Attainment
- Maintenance

Figure 1-4
AIR QUALITY ATTAINMENT STATUS
WITHIN EXPANDED CSX AND NS
SYSTEMS AND SHARED AREAS



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2.0 BENEFICIAL ENVIRONMENTAL EFFECTS OF THE ACQUISITION

Reductions in fuel consumption, air emissions, and improved highway safety would occur as a result of truck-to-rail diversions, diversions and rerouting of existing rail traffic to shorter routes and extended railroad hauls made possible by the Acquisition. Certain consolidations of yards and other operations will result in more efficient rail transportation service. Abandonment of rail lines would result in beneficial effects due to the cessation of disturbances to water, biological resources and vegetation. In addition, noise sensitive receptors would no longer be affected by rail operations, and the removal of grade rail crossings would improve safety. Construction projects would make possible increased transportation efficiencies and improved service to customers. Moreover, fuel consumption savings from more efficient railroad operations would be realized and would lead to reduced air emissions. Some of these benefits are shown in the summary of changes below.

2.1 AIR QUALITY

As a result of the Acquisition, there will be an overall change in air emissions and changes at some locations. The overall change would result from the effects of truck-to-rail diversions, rail-to-truck diversions, rail-to-rail diversions, rerouting, and the net change in activities at yards and intermodal facilities. Local emissions changes would result from changes in local drayage activities arising from experienced TOFC/COFC traffic and are discussed in Part 2. None of these emission changes are considered significant. The air quality of any county with seemingly increased emissions due to increase of traffic on a given line segment should not be significantly impacted as the increase of traffic on one route is largely offset by reduced rail traffic on other rail lines in that county.

Rail-to-rail diversions and traffic reroutes are expected to result in a net reduction in diesel fuel consumption and associated emissions. Increased emissions on the CSX or NS system from traffic internally rerouted and/or diverted from other railroads is expected to be generally equal to or less than the emissions currently generated by CSX, NS or other railroads' lines because new

CSX and NS routes would generally be more direct. (This includes rerouting projected by CSX for traffic currently on NS lines and portions of Conrail lines designated for NS, and vice versa.) Thus, the re-routing of traffic within the CSX and NS systems and diversions from other railroads would result in reduced ton-miles, and reduced fuel consumption and associated emissions.

The net changes in activity at rail yards and intermodal facilities are expected to result in minor changes in emissions. Rail-to-truck diversions would be minimal, with a negligible change in emissions.

The most significant change in air emissions resulting from the Acquisition is the emissions decrease that would result from the over one million truck-to-rail diversions predicted by CSX and NS. Specifically, CSX's traffic studies have predicted truck-to-rail diversions totaling 437,978 diverted truckloads, and NS has predicted approximately 589,000 diverted truckloads. Rail transport is much more fuel efficient than truck transport. Therefore, less fuel would be consumed as a result of truck-to-rail diversions. The truck-to-rail diversions would reduce fuel consumption by an estimated 120,707,000 gallons of diesel fuel annually. Thus the truck-to-rail diversions would result in reduced emission of most pollutants except for sulfur dioxide (SO₂) emissions which would increase due to the higher sulfur content in the fuel used by locomotives. Emissions projections associated with the predicted truck-to-rail diversions are presented in Table 1-19.

Table 1-19
Truck-to-Rail Air Emission Changes

	Estimated Increase in Emissions (tons per year)					
	NO _x	CO	VOC	SO ₂	PM	Pb
<u>CSX Truck-to-Rail Diversions</u>						
Emissions from Increased Rail Traffic	8140	904	302	527	206	0.017
Emissions from Decreased Truck Traffic	(8732)	(3829)	(759)	(284)	(1016)	(.044)
CSX Net Truck-to-Rail Emissions Impact	(592)	(2925)	(457)	243	(810)	(.027)
<u>NS Truck-to-Rail Diversions</u>						
Emissions from Increased Rail Traffic	6253	694	232	405	158	.0132
Emissions from Decreased Truck Traffic	(8209)	(3600)	(714)	(267)	(955)	(.042)
NS Net Truck-to-Rail Emissions Impact	(1956)	(2905)	(482)	138	(797)	(.029)
<u>Net Truck-to-Rail Emissions Impact</u>	(2548)	(5830)	(939)	381	(1607)	(.056)

2.2 ENERGY

Based on traffic studies performed by CSX and NS, it was determined that no substantial volumes of energy-producing or recyclable products are expected to be diverted from truck-to-rail as a result of the proposed Acquisition.

The increased overall efficiency of operation would benefit the transportation by rail of energy resources and recyclable commodities due to the shorter, more direct transportation routes. The

increased efficiency and competition resulting from the Acquisition is expected to result in economic benefits to shippers and users of energy-producing materials and recyclable commodities.

The Acquisition would result in an overall change in fuel consumption from the effects of truck-to-rail diversions, rail-to-truck diversions, rail-to-rail diversions, rerouting, and changes in operations at rail yards and intermodal facilities. Traffic changes other than truck-to-rail diversions are expected to result in a reduction in diesel fuel consumption due to rerouting and diverting existing rail traffic to shorter, more efficient routes. Activities at rail yards and intermodal facilities would result in minor changes in fuel consumption. Rail-to-truck diversions are expected to be minimal and their impact on fuel consumption would be negligible. The overall effects on fuel consumption from rail-to-rail diversions, rerouting, and changes in activity at rail yards and intermodal facilities would be minor compared to the truck-to-rail effect and have therefore not been analyzed in detail.

The primary change in fuel consumption for the Acquisition would result from truck-to-rail diversions, a net savings of over 120 million gallons annually of diesel fuel consumption. The increased rail fuel consumption and decreased truck fuel consumption associated with truck-to-rail diversions are presented in Table 1-20. See Appendix E to this Part 1 for a discussion of the Energy Methodology.

Table 1-20
Truck-to-Rail Diversion Fuel Consumption Changes

	Diesel Fuel (gallons)
<u>CSX Truck-To-Rail Diversions</u>	
Fuel from Increased Rail Traffic	28,743,000
Fuel from Decreased Truck Traffic	(84,854,000)
CSX Net Truck-To-Rail Fuel Change	(56,111,000)
<u>NS Truck-To-Rail Diversions</u>	
Fuel from Increased Rail Traffic	22,078,000
Fuel from Decreased Truck Traffic	(86,674,000)
NS Net Truck-To-Rail Fuel Change	(64,596,000)
Net Truck-to-Rail Impact	(120,707,000)

2.3 TRANSPORTATION

The Acquisition will result in significant benefits to the national transportation system as a result of diversions of freight from trucks to rail. In addition to reducing truck traffic on the interstate highway system, truck-to-rail diversions would reduce emissions, extend the life of the national highway system, reduce highway maintenance costs, reduce fuel consumption and reduce the potential for highway accidents. A summary of anticipated truck-to-rail diversions is provided in Table 1-21.

Table 1-21
Truck-to-Rail Diversions Summary

	CSX	NS	TOTAL
Truck trips removed from national highways	437,978	589,000	1,026,978
Truck miles expected to be saved annually	402,800,000	379,200,000	782,100,000

A detailed discussion of the transportation methodology is provided in Appendix C to Part 1 of this ER.

A study conducted by Carlisle, Fagan, Gaskin & Wise estimated a net savings to highway maintenance cost of approximately \$0.12 per avoided highway mile as a result of expected truck-to-rail diversions. Thus, the total avoided highway miles of 782,100,000 is expected to result in a savings of approximately \$93,000,000 per year in highway maintenance cost. A discussion of the methodology used to estimate these savings is presented in the verified statement of Darius W. Gaskins, Jr.

The significant projected decrease truck crashes is discussed in Section 2.4 below and in Section 1.2.4.2 of Part 2 of this ER. Reductions in highway congestion that would result from reduced long-haul truck traffic are not quantified in this ER.

2.4. SAFETY

The Acquisition is expected to result in significant safety benefits. Safety impacts are discussed in detail in Sections 3.3 and 7.2 of this Part and in Section 1.2.4 of Part 2.

The Acquisition is expected to result in a small change in the number of rail accidents but would result in a significant decrease in highway accidents. Applying CSX and NS current train accident rates to traffic increases, an increase of 19 rail accidents would be projected.

However, Conrail's 1995 train accident rate was 3.31 accidents per million train miles. After the Acquisition, CSX and NS would each apply their focus and commitment and accompanying operating and maintenance practices to the expanded systems. Applying either CSX's or NS's current train accident rate of 1.90 or 1.93 to traffic to the existing Conrail system would result in a potential reduction of approximately 71 rail accidents per year.

The projected decrease in truck miles would result in a substantial decrease of 1,690 large truck crashes, including 429 involving injuries and a projected reduction of 21 fatal crashes killing one or more persons.

Safe transportation protects the resources of the customers and communities served as well as the resources of the railroads. CSX and NS have each independently adopted proactive programs to improve the safety of hazardous materials transportation. These programs are discussed in detail in Section 1.2.4. of Part 2 of this ER. This has resulted in superior safety records for both CSX and NS compared to industry averages.

In 1996, CSX transported 4,566,000 carloads of freight on its 18,500 mile route system. Approximately, 7.4 percent of those shipments were hazardous materials, representing a total of about 337,500 carloads in 1996. CSX does not anticipate any increase in the percentage of hazardous materials relative to nonhazardous materials transported on its system as a result of the Acquisition.

Currently, 5.6 percent of NS's traffic consists of hazardous materials, representing a total of about 254,834 carloads in 1996. NS does not anticipate any increase in the percentage of hazardous materials relative to nonhazardous materials transported on its system as a result of the Acquisition.

The vast majority of the increased traffic that the separate CSX and NS traffic studies predict would divert to their systems from current truck carriage is nonhazardous, particularly with respect to the predicted diversions to the NS intermodal network. For that reason, it is likely that the percentage of hazardous freight relative to nonhazardous freight transported by CSX and NS would decline as a result of the traffic increases attributable to the Acquisition. Further, the diversion of freight, including hazardous freight, from truck to rail should result generally in an enhancement in safety due to the better safety record of rail transport in comparison to truck transport.

The proposed Acquisition would have no effect on the number or nature of known hazardous waste sites along the CSX or NS rights-of-way. CSX, NS and Conrail have policies to comply with all environmental requirements.

CSX's, NS's and Conrail's hazardous material reportable incidents from 1991 through 1995 are summarized in Tables F-1, F-2 and F-3, respectively, in Appendix F to Part 1 of this ER. These incidents are reported according to Federal Railroad Administration requirements. Most of the incidents involve low quantity releases caused by improper shipper securement of tank car valves. (The tank cars are normally not owned or maintained by railroads.) Most of these incidents have little or no environmental impact. As described in Section 1.2.4.3, when an incident occurs that does result in environmental contamination, response efforts include remediating the site. Post-Acquisition, CSX and NS would continue to follow appropriate emergency response procedures outlined in their Emergency Response Plans in the case of a hazardous materials spill.

2.5. NOISE

Overall, the Acquisition would result in increases in noise levels in areas where traffic and activities are increasing and decreases in noise where traffic and activities are decreasing.

Rail-to-rail diversions and rail traffic reroutes would result in approximately equivalent increases and decreases. Truck-to-rail diversions would result in a significant decrease in the number of noise sources. Noise reductions are not analyzed in this ER; only the impacts from increases are analyzed.

Noise impacts are expected in some residential areas from increased traffic on rail lines. No additional noise impacts are expected from increased rail yard and intermodal activity. While traffic increases resulting from the Acquisition will result from changes in mode and routing of existing traffic and increased activity on rail lines and at certain rail yard and intermodal facilities with associated increased local drayage activity, the overall impact to noise arising from the Acquisition is minor.

Systemwide,

- Air quality is expected to improve because the proposed Acquisition would result in a substantial amount of beneficial truck-to-rail diversions.
- Transportation and safety benefits are expected because numerous long-haul trucks would be diverted to rail, reducing traffic congestion and the potential for highway accidents. The reduction in potential highway accidents would more than offset the potential increase in vehicle-train collisions, with a projected reduction of 21 fatal crashes resulting in one or more deaths.
- Fuel consumption would be reduced significantly from truck-to-rail diversions.

At local levels,

- Air pollutants in a particular area could increase or decrease. The overall impact in individual counties are overstated in this ER because decreases in emissions associated with reduced truck traffic and reduced traffic on rail line segments have not been quantified on a county by county basis.
- Noise impacts are expected in some residential areas from increased traffic on rail lines. No additional noise impacts are expected from increased rail yard and intermodal facility activity.
- Local transportation impacts from increased activity at intermodal facilities would be insignificant because, in every case but one, the increased truck activity would represent a relatively small percentage (less than 12 percent) of the overall traffic on the local roads.

3.0 SUMMARY OF RAIL LINE SEGMENTS IMPACTS

This section provides a summary of potential environmental impacts from rail traffic increases studied in the ER and described in Part 2. The Acquisition would result in operational changes producing increases and decreases in rail traffic on certain rail line segments throughout the railroad systems. The operating plans submitted by CSX and NS as part of the Application describe generally how each railroad would modify its operations in light of the Acquisition. The Application also describes traffic studies conducted by CSX and NS that show the volume of Conrail traffic expected to be retained by CSX and NS and the volume expected to be diverted from other railroads and other modes.

Those rail line segments with increased traffic meeting STB thresholds for environmental analysis were identified from CSX's and NS's operating plans. The Operating Plan data is reprinted in Appendices G and H to this Part 1. Operating Plan activity levels have been adjusted where appropriate, to add trains and tonnage attributable to the operation of other rail carriers over the analyzed line segments, pursuant to trackage rights and haulage arrangements. The adjusted activity levels are reflected in the line segments data set forth in this Report.

CSX and NS have identified 110 rail lines that would have an increase in traffic activity that met STB thresholds for review. The CSX, NS, and Shared Assets Area/NEC rail line segments which met the STB thresholds for environmental analysis are listed in Tables 1-3, 1-4, and 1-5 in this Part 1 and are identified and discussed in Part 2. The assessment of potential environmental impacts on rail line segments focused on air quality, noise and safety, including grade crossing safety and vehicular delay, on a line-specific basis. (Line segments with decreased traffic were not analyzed to determine the offsetting environmental benefits). Changes in train traffic on existing rail lines are not expected to significantly affect other environmental resources.

3.1 AIR QUALITY

The U.S. Environmental Protection Agency (EPA) has developed National Ambient Air Quality Standards (NAAQS) for six criteria pollutants. They include: sulfur dioxide (SO₂), nitrogen

dioxide (NO₂), ozone (O₃), carbon monoxide (CO), lead (Pb), and particulate matter less than ten microns in diameter (PM-10). Emissions of nitrogen oxides (NO_x) and hydrocarbons or volatile organic compounds (VOCs) contribute to the formation of surface level ozone.

EPA has designated counties as attainment, nonattainment, or maintenance, respectively to signify that a county is in attainment with the NAAQS for a pollutant, is not in attainment, or has recently reached attainment status and has been designated as "maintenance." To be conservative, if only a part of a county is nonattainment and a portion of any affected rail line, rail yard or intermodal facility is in that part of the county, the entire county was considered nonattainment. Emissions of pollutants were calculated using assumptions on typical locomotives, train composition, and fuel consumption. Emissions were calculated for each affected segment by county. A more detailed explanation of the air quality methodology for these studies is presented in Appendix A to this Part 1.

The required analysis, presented in Part 2, quantifies the increased emissions in each county for line segments with increases in traffic that meet STB thresholds. These counties will also experience offsets in emissions from traffic reductions on other rail lines and on highways. These emissions offsets within counties have not been quantified.

Numerous trains will be rerouted from rail lines on which they currently operate to other, sometimes nearby, lines. Accordingly, the rail line segment air emissions analysis in Part 2 significantly overstates local impacts. CSX and NS will work with the STB's environmental staff to more fully analyze the offsetting impacts.

Overall, rail-to-rail diversions and traffic reroutes are expected to result in a net reduction in diesel fuel consumption and associated emissions. Increased emissions on the CSX or NS system from traffic internally rerouted and/or diverted from other railroads is expected to be generally equal to or less than the emissions currently generated by CSX, NS or other railroads' lines because new CSX and NS routes would generally be more direct. (This includes rerouting projected by CSX for traffic currently on NS lines and portions of Conrail lines to be operated by

NS, and vice versa.) Thus, the rerouting of traffic within the CSX and NS systems and diversions from other railroads would result in reduced ton-miles, and reduced fuel consumption and associated emissions.

The most significant change in air emissions resulting from the Acquisition is the emissions decrease that would result from the over 1 million truck-to-rail diversions predicted by CSX and NS. Specifically, CSX's traffic studies have predicted truck-to-rail diversions totaling 437,978 diverted truckloads, and NS has predicted approximately 589,000 diverted truckloads. The traffic studies were focused largely on new single line segments and more efficient services that CSX and NS would be able to offer on their respective systems as a result of the Acquisition. To the extent that CSX and NS would be in a position to offer service competitive with one another on a particular line following the Acquisition, the studies took such competition into account the predicted diversions between the carriers reflect business judgments made about the competitive strength of each carrier on the particular line at issue.

Rail transport is much more fuel efficient than truck transport. Therefore, less fuel would be consumed as a result of truck-to-rail diversions. The truck-to-rail diversions would reduce fuel consumption by an estimated 120,707,000 gallons of diesel fuel annually. Thus the truck-to-rail diversions would result in reduced emissions of most pollutants except for sulfur dioxide (SO₂) emissions, which would increase due to the higher sulfur content in the fuel used by locomotives. Emissions projections associated with the predicted truck-to-rail diversions are presented in Table 1-22.

**Table 1-22
Truck-to-Rail Air Emission Changes**

	Estimated Increase in Emissions (tons per year)					
	NOx	CO	VOC	SO ₂	PM	Pb
CSX Truck-To-Rail Diversions						
Emissions from Increased Rail Traffic	8140	904	302	527	206	0.017
Emissions from Decreased Truck Traffic	(8732)	(3829)	(759)	(284)	(1016)	(.044)
CSX Net Truck-To-Rail Emissions Impact	(592)	(2925)	(457)	243	(810)	(.027)
NS Truck-To-Rail Diversions						
Emissions from Increased Rail Traffic	6253	694	732	405	158	.0132
Emissions from Decreased Truck Traffic	(8209)	(3600)	(714)	(267)	(955)	(.042)
NS Net Truck-To-Rail Emissions Impact	(1956)	(2905)	(482)	138	(797)	(.029)
Net Truck-to-Rail Emissions Impact	(2548)	(5830)	(939)	381	(1607)	(.056)

3.2 NOISE

The STB regulations require the performance of noise studies for all rail line segments on which traffic will increase by at least 100% as measured by gross ton miles annually or at least eight trains per day. Noise analysis was conducted on 32 CSX and 32 NS rail line segments that met the STB thresholds for review. Four Shared Assets Areas segments required noise analysis. Each segment is identified in Tables 1-3, 1-4, and 1-5 in Part 1 and discussed in Part 2.

The increase in noise exposure to sensitive receptors was estimated based on the projected number of trains and on assumptions for train composition, speed, and horn (train whistle) use. Where noise increases of 2 decibels (dBA) or greater were predicted, land use analysis was conducted to identify noise-sensitive receptors that could be exposed to sound levels of 65 dBA or greater. A more detailed explanation of the methodology used for the noise studies is presented in Appendix B in this Part 1.

Fifty-five rail line segments would experience an increase in activity that meets STB noise thresholds. The noise impact estimates for individual rail line segments are given under the appropriate state section in Part 2.

The dominant noise sources are (1) the general noise from train operations (from wheels on rails, etc.) and (2) the audible warning signals at grade crossings. In order to minimize the general train noise, CSX and NS would continue to maintain their equipment to meet federal noise standards applicable to rail road equipment and facilities. For safety reasons, Federal regulations require railroads to sound horns at grade crossings. The noise generated by the horn extends the 65 Ldn contour significantly farther from the rail line, increasing the potential for affecting noise-sensitive receptors. The noise generated by horns thus has a beneficial effect on safety but a detrimental effect on noise levels.

In any community, the loudest noise source (a highway, airport, rail line) will usually dominate the noise exposure; therefore, cumulative noise impacts are not common unless there are several noise sources that cause similar degrees of noise exposure. For most of the rail segments where post Acquisition train volumes are projected to cause a significant increase in noise exposure, train noise is already the dominant noise source. For areas farther from the rail lines, where other noise sources may cause higher levels of noise exposure than the train noise, an increase in train noise would only be expected to cause a small increase in overall noise exposure.

Overall, the Acquisition would result in increases in noise levels in areas where traffic and activities would increase and offsetting reductions in noise where traffic and activities would decrease. Noise reductions are not analyzed in this ER; only the impacts from increases are analyzed. Rail-to-rail diversions and internal rerouting of rail traffic are expected to have approximately equivalent and offsetting increases and decreases in noise impacts overall.

Overall rail traffic increases would result primarily from diversion of freight from truck to rail. These diversions are expected to result in the annual elimination of over one million truck moves (Table 1-4) from interstate highways and the substitution of a much smaller number of train

moves to transport the same amount of freight. There will thus be a significant decrease in the number of noise sources.

3.3 SAFETY

Regarding safety impacts from the proposed Acquisition, STB rules at 49 CFR 1105.7 (e)(7) require the following:

- a description of the proposed action on public health and safety (including vehicle delay time at railroad grade crossings)
- information on hazardous materials transportation, including the applicant's safety record
- information on hazardous waste sites and spill sites on the right-of-way

A detailed discussion of the safety methodology is provided in Appendix D to Part 1 of this ER.

Traffic changes from the Acquisition would result from changes in mode and routing of existing traffic. Rail-to-rail diversions and internal rerouting of rail traffic would result in increases in the potential for accidents and delays at grade crossings where traffic increases and offsetting reductions in the potential for accidents and delays at crossings where traffic decreases.

Substantial safety benefits will be realized primarily from the diversion of truck traffic (782,100,000 truck miles) from the major Eastern and Midwestern highways to the well-documented safer mode of transport by rail (with a corollary reduction in highway accident rates and highway congestion) and the elimination of over 155 grade crossings by the abandonments of the four rail line segments by CSX and NS. Any increases in accident rates resulting from increased rail freight would be more than offset by the foregoing benefits.

The safety impacts associated with rail traffic increase on the 110 rail lines identified as meeting the STB's thresholds are discussed at length in Part 2 of the ER. The potential safety impacts addressed include rail/highway grade crossing accidents; increased delays at grade crossings;

train accidents, derailments and other incidents; shipments of hazardous commodities and hazardous waste sites and hazardous materials releases.

3.3.1 Grade Crossings

3.3.1.1 Accidents

The Federal Railroad Administration (FRA) keeps track of accidents at public grade crossings. In the *Highway-Rail Crossing Accident/Incident and Inventory Bulletin No. 17, Calendar Year 1994* (USDOT, FRA, July 1995), the FRA published a table of crossing accident rates by number of trains per day and annual average daily traffic (ADT). Portions of this table are presented below in Table 1-23. The estimated change in frequency of accidents for a specific crossing can be determined by identifying the number of trains per day pre- and post-Acquisition on a line segment (provided in Sections 2 through 24), identifying the ADT of the road crossed by the line segment (provided in Sections 2 through 24) and, based on the identified information, finding the appropriate cells in Table 1-5. The information provided in Sections 2 through 24 of Part 2 only includes lines expected to have increased traffic meeting STB thresholds. Information on lines with decreased traffic and, therefore, decreased potential for accidents is provided in Part 1 of this ER.

Table 1-23
Crossing Accident Rates By Number Of Trains And Average Daily Traffic

Number of Trains per Day	Average Daily Traffic	
	5,000-10,000	>10,000
3-5	0.0382 (one accident every 26.2 years)	0.0535 (one accident every 18.7 years)
6-10	0.0452 (one accident every 22.1 years)	0.0619 (one accident every 16.2 years)
11-15	0.0672 (one accident every 14.9 years)	0.0902 (one accident every 11.1 years)
16-20	0.0746 (one accident every 13.4 years)	0.1019 (one accident every 9.8 years)
21-25	0.1062 (one accident every 9.4 years)	0.1046 (one accident every 9.6 years)
26-30	0.088 (one accident every 11.4 years)	0.0822 (one accident every 12.2 years)
>30	0.0711 (one accident every 14.1 years)	0.1012 (one accident every 9.9 years)

Source: Highway-Rail Crossing Accident/Incident and Inventory Bulletin (DOT, FRA, July 1995).

Safety, including grade crossing safety, is a primary concern of CSX and NS. Both CSX and NS are active participants in Operation Lifesaver programs which educate the public on the importance of grade crossing safety and traffic control requirements. CSX and NS also are active in the Officer-on-Train program where police agency personnel ride trains in an effort to improve enforcement of traffic control laws at crossings. Grade separations and warning system upgrades are the responsibility of state and local highway departments; both CSX and NS cooperate with highway departments to support and pursue grade separation programs, the elimination of grade crossings whenever possible, and the improvement of crossing warning systems.

CSX and NS would continue to maintain all rail line and grade crossing warning devices according to FRA Standards (49 CFR Part 213).

CSX Discussion

CSX has representation on the Program Development Council of Operation Lifesaver. Further, CSX has eight, full-time personnel dedicated to the Operation Lifesaver program at strategic

locations throughout the CSX system; these employees are supplemented by 21 part time participants and 27 voluntary participants who provide presentations to the public. In 1997, CSX will conduct approximately 15 Grade Crossing Collision Investigation Courses for state, county and local agencies, including police agencies, to train agency personnel in the use of proper investigative techniques to identify causes of collisions, and improve safety.

During the last four years, the total number of grade crossing collisions on CSX lines has varied from year to year, with a significant improvement occurring from 1995 to 1996, as presented in Table 1-24.

Table 1-24
CSX Grade Crossing Collision Statistics

Year	Number of Collisions	Change from Prior Year
1993	515	--
1994	551	7%
1995	611	11%
1996	486	-20%

During the last four years, CSX has closed over 1,000 grade crossings (87 crossings in 1993, 160 crossings in 1994, 282 crossings in 1995, and 507 crossings in 1996), and has a goal of closing 600 crossings this year. Although separating crossings and upgrading warning systems is the responsibility of state and local highway departments, CSX fully supports and participates in these projects. For example, on average CSX participates in the installation of 350 active warning systems at crossings each year.

CSX is currently working with state agencies on the following number of grade separation projects to eliminate the need for grade crossings:

- 5 in Alabama
- 1 in Delaware
- 13 in the District of Columbia
- 7 in Michigan
- 1 in Mississippi
- 19 in North Carolina

- 15 in Florida
- 18 in Georgia
- 12 in Illinois
- 34 in Indiana
- 18 in Kentucky
- 16 in Maryland
- 42 in Ohio
- 29 in Pennsylvania
- 6 in South Carolina
- 24 in Tennessee
- 40 in Virginia
- 20 in West Virginia

Conrail is currently working on 306 active grade separate projects on lines that would be assigned to CSX, excluding Shared Assets Areas. The projects by state are:

- 34 in Ohio
- 16 in Pennsylvania
- 35 in Indiana
- 3 in District of Columbia
- 118 in New York
- 38 in Illinois
- 11 in Michigan
- 51 in Massachusetts

Changes in the probability of accidents at crossings primarily are related to changes in the number of trains passing existing crossings (both increases and decreases) and the on-going program to eliminate crossings. In addition, as discussed in Part 3, the grade crossings on the Paris to Danville, Illinois 29-mile long rail line segment proposed for abandonment would be eliminated and, as discussed in Part 4, three grade crossings near Willard Yard in Ohio would be eliminated as a result of a construction project.

NS Discussion

Over the last four years, the number of grade crossing collisions has steadily decreased on NS lines. Each NS operating division has a grade crossing team that evaluates line segments to help eliminate potential hazards. A member of NS's grade crossing department is on the Board of Directors of National Operation Lifesaver, Inc and is Chairmen Elect. In 1997, NS will conduct 38 Grade Crossing Collision Investigation Courses for state, county and local agencies, and police

agencies to help assure proper investigative techniques, identify causes of collisions and improve safety. As a result of these efforts, the total number of grade crossing collisions has decreased steadily as presented in Table 1-25.

Table 1-25
Norfolk Southern Grade Crossing Collision Statistics

Year	Number of Collisions	Change from Prior Year
1993	826	--
1994	749	-9.3 %
1995	692	-7.6 %
1996	567	-17.9 %

NS supports and pursues grade separations and eliminations whenever possible. NS closed 117 grade crossings in 1993; 196 crossings in 1994; 235 in 1995; and 285 in 1996. NS works in a supportive and cooperative fashion to help state and local highway departments prioritize and complete grade separations and warning system upgrades. NS coordinates with highway departments regarding eligibility of any crossings that might qualify for upgraded warning systems or grade separation projects.

NS is currently working with state agencies on the following number of grade separation projects to eliminate the need for grade crossings (in addition to those that would be eliminated by the proposed abandonments discussed in Part 3):

- 24 in Alabama
- 43 in Georgia
- 23 in Illinois
- 30 in Indiana
- 17 in Kentucky
- 7 in Louisiana
- 3 in New York
- 52 in North Carolina
- 54 in Ohio
- 3 in Pennsylvania
- 17 in South Carolina
- 23 in Tennessee

- 2 in Michigan
- 2 in Mississippi
- 16 in Missouri
- 66 in Virginia
- 16 in West Virginia

In addition, Conrail is currently working on 317 active grade separation project on lines that would be operated by NS. NS would continue with these as active projects. The projects by state are:

- 5 in Delaware
- 16 in Illinois
- 43 in Indiana
- 3 in Maryland
- 25 in Michigan
- 60 in New York
- 21 in New Jersey
- 73 in Ohio
- 62 in Pennsylvania
- 9 in West Virginia

While only four new grade crossings and four expanded grade crossings are planned as a result of the Acquisition, NS estimates that over 99 existing grade crossings would be eliminated through abandonments. Since only four new crossings are expected, the change in probability of accidents at grade crossings would depend primarily upon the change in number of trains on rail line segments, the elimination of grade crossings from abandonments and the continuing program to eliminate crossings. Overall, the biggest impact on traffic accidents would result from the reduction in truck traffic over the national transportation system.

3.3.1.2 Vehicle Delays

Delays at grade crossings are a function of the number of trains per day, the time it takes for a train to pass the crossing, and the type of crossing warning device. Traffic delays are assumed to increase linearly with increasing train traffic.

CSX Discussion

The duration of vehicle delay per train depends upon the speed of the train and the length of the train. The average vehicle delay, based on the average CSX 6,200-foot train length, at various speeds is presented in Table 1-26.

Table 1-26
Average Delays at CSX Grade Crossings

Train Speed (mph)	Average Delay (minutes)
10	4.1
20	2.3
30	1.7
40	1.4
50	1.3
60	1.1

NS Discussion

The duration of vehicle delay per train depends upon the speed of the train and the length of the train. The average vehicle delay, based on the average NS 5,000-foot train length at various speeds is presented in Table 1-27.

Table 1-27
Average Vehicle Delays at NS Grade Crossings

Train Speed (mph)	Average Delay (minutes)
10	3.4
20	2.0
30	1.5
40	1.3
50	1.1
60	1.0

3.3.2 Train Accidents

Train accidents involving damage as low as \$6,300 must be reported to the FRA. The number of FRA-reportable train accidents per million train-miles for CSX, NS and Conrail for 1991 through 1995 are listed in Table 1-30.

Table 1-30
Train Accident Rates per Million Train Miles

Year	CSX	NS	Conrail
1991	2.81	2.86	4.74
1992	2.76	2.65	3.71
1993	2.62	2.23	4.17
1994	1.91	1.97	3.69
1995	1.90	1.93	3.31

CSX Discussion

According to railroad data, the accident rate for CSX in 1995 was 1.9 accidents per million train miles, approximately half the average rate of 3.71 accidents per million miles for Class I railroads. Using this figure, and an expected systemwide increase of approximately 6.14 million train-miles per year in the expanded CSX system (including increases on the Conrail segments shared with NS), the Acquisition could result in an increase of 11.67 accidents per year. Based on industry averages, derailments would be expected to account for 7.76 accidents, collisions would be expected to account for 1.05 accidents and 2.86 accidents would be classified as "other."

The anticipated increase in accidents due to greater overall traffic levels on the expanded CSX system would be more than offset by reductions in accidents on highways and other railroads from which the traffic was diverted. The greater use of intermodal shipments on the expanded CSX system would result in a decrease of approximately 402.8 million long-haul truck-miles annually. Based on 1994 data from the Department of Transportation, this reduction in long-haul truck-miles would equate to a decrease of approximately 870 total traffic crashes per year involving large trucks. Additionally, approximately 225 of those would be crashes involving injuries, and 11 of those would be crashes resulting in one or more deaths. Although the greater use of intermodal shipments would result in increased truck activity in the vicinity of some intermodal ramps and may present a potential for increased accidents, these facilities generally

are located in industrial areas which have a low potential for contact with pedestrian and non-commercial traffic. Overall, the Acquisition is expected to have a net beneficial effect on safety.

NS Discussion

In 1995, NS's train accident rate was 1.93 accidents per million train miles, approximately half the average rate of 3.71 accidents per million miles for Class I railroads. With an expected increase of approximately 3.59 million train miles per year on the expanded NS system and applying NS's current accident rate to this increase, the proposed Acquisition could result in an increase of 6.93 rail accidents per year on the expanded NS system. Based on national averages, 4.6 of these accidents would be derailments, 0.62 would be collisions and 1.71 would be "other" types of accidents. The anticipated increase in accidents due to greater overall traffic levels on the expanded NS system would be more than offset by reductions in accidents on highways and other railroads from which the traffic was diverted.

The greater use of intermodal shipments resulting from the proposed Acquisition would lead to increased truck activity in the vicinity of some of the intermodal facilities, creating the potential for increased accidents. However, increased use of intermodal shipments would also result in decreased long-haul truck traffic on highways and a corresponding potential for decreased accidents on the interstate highway system. The greater use of intermodal shipments on the expanded NS system would result in a decrease of approximately 379 million long-haul truck-miles annually. Based on 1994 data from the Department of Transportation, this reduction in long-haul truck-miles would equate to a decrease of approximately 820 total traffic crashes per year involving large trucks. Additionally, approximately 211 of those would be injury crashes and 10.3 of those would be fatal crashes killing one or more persons.

Safety Impacts from Diversion of Truck Traffic to Rail

Studies conducted by Reebie Associates on behalf of CSX and by the Kingsley Group on behalf of NS estimated the number of truck-to-rail diversions that would be expected as a result of the Acquisition. The diversions represent truckloads of freight that would otherwise be transported over the national highway system. Under the proposed Acquisition, a significant amount of

truck traffic would be diverted to rail. Over 1 million intermodal units would be removed from the national highway system as a result of the Acquisition. The diversions are expected to save 782 million truck-miles per year. The diversions of truck traffic to rail transport will further enhance safety as discussed in Part 2.

Table 1-31
Truck-to-Rail Diversions

	CSX	NS	Total
Truck trips removed from national highways	437,978	589,000*	1,026,978
Truck miles expected to be saved annually	402,900,000	379,200,000*	782,100,000
Note: Net systemwide energy savings are discussed in more detail in Section 1.2.5.2. *NS projects a larger number of shorter length intermodal trips resulting from diversions than does CSX.			

Application of CSX's and NS' Safety Commitment to Operations on Conrail Lines

Conrail's 1995 train accident rate was 3.31 accidents per million train miles. After the Acquisition, CSX and NS would each apply their focus and commitment and accompanying operating and maintenance practices to the expanded systems. Applying either CSX's current train accident rate of 1.90 or NS's of 1.93 to traffic to the existing Conrail system would result in a potential reduction of approximately 71 rail accidents per year. Taking into account the potential combined CSX and NS increase in rail accidents of 18.6 and the potential decrease of 71 rail accidents on Conrail routes, along with the substantial projected decrease of 1,690 large truck crashes and projected reduction of 21 fatal crashes involving one or more fatalities, the Acquisition is expected to have a significant overall beneficial effect on safety.

3.3.3 Hazardous Materials Transportation

Safe transportation protects the resources of the customers and communities served as well as the resources of the railroads. CSX and NS have each independently adopted proactive programs to