Decision Nos. 71 and 73 issued in this matter on March 17, 1998, and March 23, 1998, addressed certain ongoing environmental discussions between the railroads and various communities and appropriate parties in the Greater Cleveland area. Noting that the Board's practice is to encourage privately negotiated agreements to address environmental concerns, the decisions expressed concern that informal involvement by Board environmental staff at this time could impede independent discussions among the private parties. Therefore, the decisions instructed Board staff not to engage in any further informal discussions with the affected parties in the Greater Cleveland area at this time, and instructed those parties, should they reach a mutually acceptable agreement by April 15, 1998, to notify the Board's Section of Environmental Analysis (SEA) immediately.

The Board is aware that the parties remain in serious negotiations. To provide additional time for the parties to complete these important negotiations without Board involvement, the prohibition on further informal discussions by SEA and the consultants with the affected parties regarding any negotiated agreements will be extended to April 23, 1998. This prohibition does not extend to data collection and verification activities by SEA and the consultants.

This action will not significantly affect either the quality of the human environment or conservation of energy resources.

It is ordered:

1. SEA and the consultants are instructed not to engage in any further informal discussions with the affected parties regarding any negotiated agreements in the Greater Cleveland area until April 23, 1998.
2. This decision is effective on the date served.

By the Board, Chairman Morgan.

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Secretary
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<td>WILLIAM W WHITEHURST JR</td>
<td>W.W. WHITEHURST &amp; ASSOCIATES INC</td>
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INLAND STEEL INDUSTRIES INC
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DALLAS TX 75206 US

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HUTCHESON & GRUNDET
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04/16/1998 Standing selected: 'ALJ','GOV','MDC','POR'
DENNIS A. GUTH  
WEST LAKE GROUP  
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HOUSTON TX 77056 US

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MILLENNIUM PETROCHEMICALS, INC.  
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UTU, GENERAL CHAIRPE  
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COMMONWEALTH CONSULTING ASSOCIATES  
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HOUSTON TX 77065-4069 US

STEPHEN M UTHOFF  
CONIGLIO & UTHOFF  
110 WEST OCEAN BLVD STE C  
LONG BEACH CA 90802 US

Records: 345
Canadian National Railway (CN) filed a motion to compel Conrail to respond to CN's First Set of Interrogatories and Document Requests.

Oral Argument on the motion will be heard on May 7, 1997 at 10:00 A.M. in a hearing room of the Federal Energy Regulatory Commission, 888 First Street N.E., Washington, D.C.

Response to this motion is due on or before May 6, 1997. This decision is effective on April 22, 1997.

By the Board, Jacob Leventhal, Administrative Law Judge.

Vernon A. Williams
Secretary
Canadian National Railway (CN) filed a motion to compel Conrail to respond to CN's First Set of Interrogatories and Document Requests.

Oral Argument on the motion will be heard on May 7, 1997 at 10:00 A.M. in a hearing room of the Federal Energy Regulatory Commission, 888 First Street N.E., Washington, D.C.

Response to this motion is due on or before May 6, 1997.

This decision is effective on April 22, 1997.

By the Board, Jacob Leventhal, Administrative Law Judge.

Vernon A. Williams
Secretary
Records: 16
SURFACE TRANSPORTATION BOARD

DECISION

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

AGENCY: Surface Transportation Board.

ACTION: Decision No. 2; Notice of prefiling notification and request for comments.

SUMMARY: Pursuant to 49 CFR 1180.4(b), CSX Corporation (CSXC), CSX Transportation, Inc. (CSXT), Norfolk Southern Corporation (NSC), Norfolk Southern Railway Company (NSR), Conrail Inc. (CRI), and Consolidated Rail Corporation (CRC) have notified the Surface Transportation Board (Board) of their intent to file a joint application seeking authority under 49 U.S.C. 11323-25 for: (1) the acquisition of control, by CSX and NS, of CRI, which is to be jointly owned by CSXC and NSC, by and through a special purpose limited liability company (LLC) and LLC's wholly owned subsidiary, Green Acquisition Corporation (Acquisition), and (2) as soon as practicable after the authorization and exercise of such control, the division of Conrail's assets into: (a) certain assets which will continue to be held by CRI and CRC or their subsidiaries and operated for Conrail's account and that of its stockholders; (b) certain assets which will be the subject of separate long-term operating agreements, operating leases or other operating arrangements with CSX and NS, respectively; and (c) certain assets which will be separately owned by CSX and NS. In addition, as part of the overall transaction, NSR will sell to CSXT a line of railroad formerly owned by Conrail and now owned by NSR.

The Board finds this to be a major transaction as defined in 49 CFR part 1180. As requested by applicants, the Board also waives the minimum 3-month prefiling notification requirement of 49 CFR 1180.4(b)(1), and invites comments from interested persons on applicants' proposed procedural schedule.

DATES: Written comments on applicants' proposed schedule must be filed with the Board no later than May 1, 1997. Applicants' reply is due by May 8, 1997.

ADDRESSES: An original and 25 copies of all documents must refer to STB Finance Docket No. 33388 and must be sent to the Office of the Secretary, Case Control Unit, ATTN: STB Finance Docket No. 33388, Surface Transportation Board, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, one copy of all documents in this proceeding must

1. CSXC and CSXT are referred to collectively as CSX. NSC and NSR are referred to collectively as NS. CRI and CRC are referred to collectively as Conrail. CSX, NS, and Conrail are referred to collectively as applicants.

2. In addition to submitting an original and 25 copies of all documents filed with the Board, the parties are encouraged to submit all pleadings and attachments as computer data contained on a 3.5-inch floppy diskette which is formatted for WordPerfect 7.0 (or formatted so that it can be converted into WordPerfect 7.0) and is clearly labeled with the identification acronym and number of the pleading contained on the diskette (49 CFR 1180.4(2)). The computer data contained on the computer diskettes submitted will be subject to the protective order granted in Decision No. 1, served on April 16, 1997, and is for the exclusive use of Board employees reviewing

(continued...)

FOR FURTHER INFORMATION CONTACT: Julia M. Farr, (202) 565-1613. [TDD for the hearing impaired: (202) 565-1695.]

SUPPLEMENTARY INFORMATION: In the Notice of Intent (CSX/NS-1) filed April 10, 1997, applicants state that CSX and NS will participate jointly in the acquisition of CRI consistent with CSX's and CRI's October 14, 1996 Merger Agreement, as amended through and including a Fourth Amendment dated April 8, 1997, and under agreements made between CSX and NS. CSX and NS jointly, through LLC and Acquisition, will acquire all CRI shares not already held by voting trusts of which CSX and NS are beneficiaries, through a tender offer to be followed by the merger of CRI with a subsidiary of Acquisition. The shares of CRI as acquired will be placed in a voting trust subject to the Board's regulations at 49 CFR part 1013.

Once the CRI stock has been acquired, and contingent on and following the Board's authorization and approval of control and the other contemplated transactions, CSX and NS will assume control of Conrail and, as soon as practicable thereafter, will cause Conrail to be restructured into (a) certain assets and functions that will continue to be operated and performed by Conrail for its own account but for the benefit of NS and CSX, (b) certain fixed assets, to be owned by Conrail or subsidiaries, which will be the subject of separate long-term operating agreements, operating leases, or other arrangements with CSX and NS, respectively, and (c) certain other assets of Conrail which will be divided between CSX and NS and acquired and operated by them. The surviving company will own and operate, directly or through subsidiaries, among other things, certain track and other fixed rail assets in the New York/New Jersey area, the Philadelphia, PA/South New Jersey area and the Detroit, MI, area. Both CSX and NS will serve shippers on the former Monongahela Railroad.

The subjects of the operating agreement or operating lease with CSX will include, among other things, a north-south route between the New York area and Philadelphia and a route from the New York area through Albany, NY, Buffalo, NY, and Cleveland, OH, to St. Louis, MO. The subjects of the operating agreement or operating lease with NS will include, among other things, north-south routes from the New York area to Washington, DC, and to Hagerstown, MD, a route westward from Philadelphia, and a route westward from the New York area to Buffalo.

As part of the contemplated transaction, NSR will transfer to CSXT its line of railroad (formerly a Conrail line) between Ft. Wayne, IN, and the Chicago, IL, metropolitan area.

Applicants state that they will use the year 1995 as the base year for purposes of their impact analysis to be filed in the application, and that they anticipate filing their application on or before July 10, 1997.  

(...continued)

Applicants propose to submit their primary application approximately 2 months from the date of filing of their Notice of Intent if the prefiling requirement is waived. As discussed below, we will grant applicants' petition for waiver of the prefiling requirement of 49 CFR 1183.4(b) and permit filing of the application sooner than 3 months after the filing of the Notice of Intent.
The Board finds that this is a major transaction, as defined at 49 CFR 1180.2(a), as it is a control transaction involving two or more Class I railroads. The application must conform to the regulations set forth at 49 CFR part 1180 and must contain all information required therein for major transactions, except as modified by any advance waiver. The carriers are also required to submit maps with overlays that show their existing routes and those of their competitors.

Petition for waiver. By petition filed April 10, 1997 (CSX/NS-2), applicants request that the Board waive the requirements of 49 CFR 1180.4(b)(1) so that they need not wait 3 months before filing their proposed primary application. Applicants propose to submit their primary application approximately 2 months from the date of filing of their Notice of Intent. Applicants contend that the public has been afforded sufficient notice of the proposed control proceeding. According to applicants, the Notice of Intent that CSX filed on October 18, 1996, regarding a proposed merger with Conrail, the Notice of Intent that NS filed on November 6, 1996, regarding a competing proposed merger with Conrail, and the substantial and continuous media coverage of the proposed acquisition of Conrail and the negotiations leading to the current agreement assure that the Board and all interested parties and members of the public have had notice that an application will be filed, as well as of the nature of the proposed transaction.

On April 16, 1997, Canadian National Railway Company (CN) filed (CN-4) a response in opposition to applicants' CSX/NS-2 petition for waiver. First, CN argues that "any waiver of the 3-month notice requirement would cut into time needed by the Board and all parties to deal with a transaction of the size and scope proposed in this proceeding." Second, CN argues that, "if there is to be any expedition, it is better that it come during the period when the application is being prepared rather than during the period when the application is being analyzed, responded to and acted upon by the agency with responsibility to decide this matter." Accordingly, CN argues that any waiver of the prefiling notification should not set a precedent for truncating the 363-day procedural schedule adopted earlier by the Board for considering a proposed Conrail merger, and that the final procedural schedule should take into account any shortening of the 3-month notice requirement that may have been granted. Finally, CN argues that a complete and open-ended waiver is inappropriate and prejudicial to all other parties because it would create uncertainty for the Board and for other parties, who could be faced with a "surprise" filing in 5 or 6 weeks.

We believe that the public has been afforded sufficient notice of the proposed control proceeding, and we disagree that a waiver of the prefiling notice requirement would create uncertainty or be prejudicial to any party. Parties will be given an opportunity to comment on applicants' proposed expedited procedural schedule, and these comments will be considered by the Board in developing a fair and reasonable final procedural schedule. We find that waiver of the prefiling requirement set forth at 49 CFR 1180.4(b)(1) is appropriate, and therefore grant applicants' CSX/NS-2 petition.

Petition for protective order. By petition also filed April 10, 1997 (CSX/NS-3), applicants requested a protective order to protect confidential, highly confidential, and proprietary information, including contract terms, shipper-specific traffic data, and other traffic data to be submitted in connection with the control application. In Decision No. 1, served April 16, 1997, applicants' petition for a protective order was granted and Administrative Law Judge Jacob

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4 The ICC Termination Act of 1995, Pub. L. No. 104-88, 109 Stat. 803, requires that we consider the effect of the proposed transaction "on competition among rail carriers in the affected region or in the national rail system." 49 U.S.C. 11324(b)(5). Applicants are reminded to include analysis on both elements of this criterion in their competitive analyses.

5 Our merger rules specifically do not allow replies to petitions for waiver. See 49 CFR 1180.4(f)(3). Under the circumstances, however, we will accept the CN-4 pleading.
Leventhal was assigned to handle all discovery matters and the initial resolution of all discovery disputes in this proceeding.

*Petition to establish a procedural schedule.* Also on April 10, 1997, applicants filed a petition to establish a proposed procedural schedule (CSX/NS-4). Applicants' proposed procedural schedule is as follows:

**PROPOSED PROCEDURAL SCHEDULE**

<table>
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<tr>
<th>Date</th>
<th>Description</th>
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<tbody>
<tr>
<td>F - 30</td>
<td>Preliminary Environmental Report provided to Section of Environmental Analysis.</td>
</tr>
<tr>
<td>F</td>
<td>Primary application (including the Environmental Report) and related applications filed.</td>
</tr>
<tr>
<td>F + 30</td>
<td>Board notice of acceptance of primary application and related applications, [petitions, and notices] published in the <em>Federal Register</em>, including notice of any transaction-related abandonment proposals.</td>
</tr>
<tr>
<td>F + 45</td>
<td>Notification of intent to participate in proceeding due, including notice of intent to participate in abandonment proceedings.</td>
</tr>
<tr>
<td>F + 60</td>
<td>Description of anticipated inconsistent and responsive applications due; petitions for waiver or clarification due with respect to such applications.</td>
</tr>
<tr>
<td>F + 120</td>
<td>Inconsistent and responsive applications due. All comments, protests, requests for conditions, and any other opposition evidence and arguments due. Comments by U.S. Department of Justice (DOJ) and U.S. Department of Transportation (DOT) due. Opposition submissions, requests for public use conditions, and Trails Act requests due for all transaction-related abandonment proposals.</td>
</tr>
<tr>
<td>F + 135</td>
<td>Notice of acceptance (if required) of inconsistent and responsive applications published in the <em>Federal Register</em>.</td>
</tr>
<tr>
<td>F + 150</td>
<td>Response to inconsistent and responsive applications due. Response to comments, protests, requested conditions, and other opposition due. Rebuttal in support of primary application and related applications due. Rebuttal [and] responses to requests for public use and Trails Act conditions for transaction-related abandonments due.</td>
</tr>
<tr>
<td>F + 165</td>
<td>Rebuttal in support of inconsistent and responsive applications due.</td>
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<td>F + 185</td>
<td>Briefs due, all parties (not to exceed 50 pages), except that CSX and NS may file separate briefs, each not to exceed 50 pages.</td>
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<tr>
<td>F + 200</td>
<td>Oral argument (at Board's discretion).</td>
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<td>F + 205</td>
<td>Voting conference.</td>
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<tr>
<td>F + 255</td>
<td>Date of service of final decision.</td>
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Under applicants' proposal, immediately upon each evidentiary filing, the filing party will place all documents relevant to the filing (other than documents that are privileged or otherwise

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* CN filed a reply that was received by the Board after issuance of Decision No. 1.
protected from discovery) in a depository open to all parties (except that CSX and NS may maintain separate depositories), and will make its witnesses available for discovery depositions. Access to documents subject to protective order will be appropriately restricted. Parties seeking discovery depositions may proceed by agreement. Relevant excerpts of transcripts will be received in lieu of cross-examination, unless cross-examination is needed to resolve material issues of disputed fact. Discovery on responsive and inconsistent applications will begin immediately upon their filing. The Administrative Law Judge assigned to this proceeding will have the authority initially to resolve any discovery disputes.

Applicants also request that, as in recent merger proceedings, the Board indicate that it will require appeals of ALJ decisions to be filed within 3 working days and responses to appeals or to any procedural motion filed with the Board also to be filed within 3 working days.

Applicants' proposed schedule is substantially similar to that adopted in *Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company—Control and Merger—Southern Pacific Railroad Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railway Company (UP/SP)*, Finance Docket No. 32760 (see Decision No. 6, ICC served Oct. 19, 1995; and Decision No. 9, ICC served Dec. 27, 1995).

Applicants are proposing that any applications, petitions, or notices for authority for, or for exemption of, merger-related abandonments, and any supporting verified statements, be filed with the primary application, and be treated as related applications, with any opposition evidence, comments, rebuttal and briefing on those applications to be submitted in accordance with the same schedule as the primary application. We agree that we should process any merger-related abandonment proceedings in accordance with the overall merger procedural schedule, rather than applying the procedures found at 49 U.S.C. 10903-04, which is similar to the process we used in the UP/SP proceeding. See *UP/SP, Decision No. 9* (ICC served Dec. 27, 1995), slip op. at 9-10. Therefore, we will grant applicants' request for waiver under 49 CFR 1152.24(e)(5) to permit modifications of the procedures and timetables for handling abandonment applications prescribed in 49 CFR 1152.26 to be consistent with the procedural schedule subsequently adopted in this proposed merger proceeding.7

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7 Applicants' CSX/NS-4 petition sought waiver of the Board's rules to permit "departures from the procedures and timetables prescribed in 49 [CFR] 1152.25(d)(6) and (7)." Those references are to rules no longer in effect.

8 Applicants indicate that they intend to file shortly a petition for waiver or clarification of Railroad Consolidation Procedures, and related relief. As in *UP/SP*, applicants should also seek an exemption under 49 U.S.C. 10502 from any statutory procedural requirements at 49 U.S.C. 10903-04 necessary to allow the Board to process the merger-related abandonment applications under the procedural schedule ultimately adopted. See *UP/SP, Decision No. 3* (ICC served Sept. 5, 1995), slip op. at 7-10.
We invite all interested persons to submit written comments on applicants' proposed procedural schedule. Comments must be filed by May 1, 1997. Applicants' reply is due by May 8, 1997.

This action will not significantly affect either the quality of the human environment or the conservation of energy resources.


By the Board, Chairman Morgan and Vice Chairman Owen.

Vernon A. Williams
Secretary
Records: 16
This decision addresses the motion by Richard and Judith Bell and George Rigamer, filed March 30, 1998, for leave to become a party of record for the purpose of commenting on and participating in this proceeding.\(^1\) CSX\(^2\) filed its reply (CSX-142) in opposition to the intervention request on April 2, 1998.

Movants request to intervene and participate individually and as representatives of a class of approximately 8,000 plaintiffs in the court proceeding In Re: New Orleans Train Car Leakage Fire Litigation, No. 87-16374, Civil District Court for the Parish of Orleans, LA. Movants indicate that they have obtained a substantial jury verdict against CSX and that, if the verdict becomes final, CSX's proposed acquisition of Conrail may adversely affect CSX's ability to pay any final judgment. Movants allege that they have evidence of CSX's safety policies and procedures, particularly in the New Orleans area, that may have a bearing on the desirability of the proposed transaction.

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\(^1\) Although movants designated their pleading as DOT-3, the Department of Transportation is not a party to the intervention request. Should movants make additional filings in this proceeding, they must use a designation other than DOT. Moreover, movants apparently failed to serve a copy of their request on counsel for the railroad applicants. See CSX-142 at 1 n.1. Movants must serve any additional filings in this proceeding on all parties of record, including counsel for applicants, as required by our rules.

\(^2\) CSX refers to CSX Corporation and CSX Transportation, Inc. In this proceeding, Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively NS), Conrail Inc. and Consolidated Rail Corporation (collectively Conrail), and CSX seek approval and authorization under 49 U.S.C. 11323-25 for: (1) the acquisition by CSX and NS of control of Conrail; and (2) the division of Conrail's assets by and between CSX and NS.
CSX opposes the motion. CSX indicates that, on October 31, 1997, movants’ jury verdict was vacated and set aside by the Supreme Court of Louisiana on the ground that the trial court erred in rendering a monetary judgment prior to adjudicating liability issues. According to CSX, movants have failed to show any reason why they could not have participated in this proceeding on a timely basis.

The motion to intervene will be denied. Responsive applications, comments, protests, and requests for conditions were required to be filed with us by the October 21, 1997 due date for such filings, as established in Decision No. 6. Movants indicate that their original jury verdict was rendered on September 9, 1997, but they have made no showing why they could not have appeared and made their alleged safety claims by the October 21, 1997 deadline. Movants’ instant intervention request, filed more than 5 months after the established deadline, is much too late to be considered. Moreover, even at this late date, movants have not offered any evidence, other than bare allegations, of CSX’s safety practices or policies. Thus, for these reasons we will deny the motion to intervene.

This action will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. The motion to intervene, filed by Richard and Judith Bell and George Rigamer, is denied.

2. This decision is effective on its service date.

By the Board, Chairman Morgan and Vice Chairman Owen.

Vernon A. Williams
Secretary
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<td>MASSACHUSETTS CENTRAL RAILROAD CORPORATION</td>
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<td>Call for Historic Preservation</td>
<td>230 State St</td>
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<td>Kurt W. Carr</td>
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<td>Kristopher M. Klemick</td>
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<td>Fritz R Kain</td>
<td>1100 New York Avenue NW Suite 750 West</td>
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MAJOR R. OWENS  
UNITED STATES HOUSE OF REPRESENTATIVES  
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<td>WILLIAM P. JACKSON, JR.</td>
<td>JACKSON &amp; JESSUP, P. C. P O BOX 1240 3426 NORTH WASHINGTON BLVD ARLINGTON VA 22210 US</td>
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<tr>
<td>GERALD W. FAUTH, III</td>
<td>G. W. FAUTH &amp; ASSOCIATES INC. 116 SOUTH ROYAL STREET ALEXANDRIA VA 22314 US</td>
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<tr>
<td>ROBERT E MARTINEZ</td>
<td>VA SECRETARY OF TRANSPORTATION P. O. BOX 1475 RICHMOND VA 23219 US</td>
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<td>HONORABLE GEORGE ALLEN</td>
<td>GOVERNOR, COMMONWEALTH OF VIRGINIA STATE CAPITOL RICHMOND VA 23219 US</td>
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<tr>
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<td>TERRELL ELLIS</td>
<td>CASEY P O BOX 174 CLA, WV 25043 US</td>
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<td>Service List For: 07-APR-1998 STB FD 33368 0</td>
<td>CSX Corporation and CSX Transportation</td>
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<td>R K Sargent</td>
<td>William T. Bright,</td>
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<tr>
<td>General Chairperson UTU</td>
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<td>1319 Chestnut Street</td>
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<tr>
<td>P.O. Box 460</td>
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<td>J T. Reed</td>
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<tr>
<td>480 Osceola Avenue</td>
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<td>Jacksonville FL 32250US</td>
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<tr>
<td>ASSOCIATE GENERAL COUNSEL TVA</td>
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<tr>
<td>400 West Summit Hill Drive</td>
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<tr>
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<td>Ohio Rail Development Commission</td>
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</tr>
<tr>
<td>50 W Broad Street 15th Floor</td>
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<tr>
<td>500 South Front Street, Room 1130</td>
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<td>ROBERT J. COOPER</td>
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<tr>
<td>PO Box 9508</td>
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SERVICE LIST FOR: 07-april-1998 STB FD 33386 0

CSX CORPORATION AND CSX TRANSPORTATION

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HONORABLE ROB PORTMAN
U. S. HOUSE OF REPRESENTATIVES
1744 MONTGOMERY ROAD, ROOM 540
CINCINNATI OH 45236 US

04/07/1998

Page 12
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Records: 164
On April 10, 1997, CSX Corporation (CSXC), CSX Transportation, Inc. (CSXT), Norfolk Southern Corporation (NSC), Norfolk Southern Railway Company (NSR), Conrail Inc. (CRI), and Consolidated Rail Corporation (CRC) filed a notice of intent (CSX/NS-1) to file a joint application seeking Surface Transportation Board (Board) authority under 49 U.S.C. 11323-25 for: (1) the acquisition of control, by CSX and NS, of CRI, which is to be jointly owned by CSXC and NSC, by and through a special purpose limited liability company (LLC) and LLC's wholly owned subsidiary, Green Acquisition Corporation (Acquisition), and (2) as soon as practicable after the authorization and exercise of such control, the division of Conrail's assets into (a) assets which will be the subject of separate long-term operating agreements, operating leases or other operating arrangements with CSX and NS, respectively, (b) other assets which will be separately owned by CSX and NS, and (c) those assets which will continue to be held by CRI and CRC or their subsidiaries and operated for Conrail's account and that of its stockholders. In addition, as part of the overall transaction, NSR will sell to CSXT a line of railroad owned by NSR, formerly owned by Conrail.

In a petition filed April 10, 1997, applicants request that the Board enter a protective order (CSX/NS-3). Applicants explain that a protective order is necessary for two reasons: (1) to permit employees of the merging carriers and their affiliates to exchange information, including shipper-specific material such as traffic data and tapes, to develop the Primary Application, and yet protect confidential information and facilitate compliance with 49 U.S.C. 11323 and 11904 and other relevant provisions of the ICC Termination Act of 1995; and (2) to facilitate any necessary discovery during later stages of the proceeding by protecting the confidentiality of materials reflecting the terms of contracts, shipper-specific traffic data, and other confidential and/or proprietary information in the event that parties seek or produce such materials. Applicants propose to include in the protective order a provision governing the production of highly confidential competitive information in discovery, and restricting that information to use by outside counsel or outside consultants for the parties. The provision is similar to provisions approved in protective orders in other control cases. See Union Pacific Corporation, Union Pacific Railroad Company, and Missouri Pacific Railroad Company—Control and Merger—Southern Pacitic Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SP/CP, and The Denver and Rio Grande Western Railroad Company (UP/SP), Finance Docket No. 32760, Decision No. 2 (ICC served Sept. 1, 1995).

Good cause exists to grant the petition. Unrestricted disclosure of confidential, proprietary or commercially sensitive information and data could cause serious competitive harm.

1 CSXC and CSXT are referred to collectively as CSX. NSC and NSR are referred to collectively as NS. CRI and CRC are referred to collectively as Conrail. CSX, NS, and Conrail are referred to collectively as Applicants.

2 In orders served on April 16, 1997, proceedings for the proposed control of Conrail by CSX and NS, respectively, were discontinued in STB Finance Docket Nos 33220 and 33286.
injury to the parties. Issuance of the requested protective order ensures that such information and data produced by any party in response to a discovery request or otherwise will be used solely for purposes of this proceeding and not for any other business or commercial use. The requested protective order will facilitate the prompt and efficient resolution of this proceeding.

The Board also assigns and authorizes Administrative Law Judge Jacob Leventhal to entertain and rule upon all disputes concerning discovery in this proceeding. In addition to filing pleadings with the Board and with applicants' representatives, parties must send a copy of all filings and documents in this proceeding to Administrative Law Judge Jacob Leventhal, Federal Energy Regulatory Commission, 888 First Street, N.E., Suite 11F, Washington, DC 20426 [202 219-2538, FAX: (202) 219-3289], and must refer to STB Finance Docket No. 33388.

This action will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. The petition for a protective order is granted and the parties to this proceeding must comply with the protective order in the Appendix.3

2. This proceeding is assigned to Administrative Law Judge Jacob Leventhal for handling of all discovery matters and the initial resolution of all discovery disputes.

3. This decision is effective on the service date.

4. A copy of all filings and documents must be sent to Administrative Law Judge Jacob Leventhal, Federal Energy Regulatory Commission, 888 First Street, N.E., Suite 11F, Washington, DC 20426 and refer to STB Finance Docket No. 33388.

5. Administrative Law Judge Jacob Leventhal shall be added to the service list in this proceeding and a copy of this decision shall be served on Administrative Law Judge Jacob Leventhal at the address listed in the preceding paragraph.

By the Board, Vernon A. Williams, Secretary

Vernon A. Williams
Secretary

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3 This decision protects the information, materials, and data set forth in the attached Appendix whether contained on printed material or in computer-derived memory devices (i.e., floppy diskettes).
APPENDIX A

PROTECTIVE ORDER

1. For purposes of this Protective Order:

   (a) "Application" means the Primary Application (and all related applications of CSX and/or NS and Conrail) to be filed in these Proceedings.

   (b) "Confidential Documents" means documents and other tangible materials containing or reflecting Confidential Information.

   (c) "Confidential Information" means traffic data (including but not limited to waybills, abstracts, study movement sheets, and any documents or computer tapes containing data derived from waybills, abstracts, study movement sheets, or other data bases, and cost workpapers), the identification of shippers and receivers in conjunction with shipper-specific or other traffic data, the confidential terms of contracts with shippers, confidential financial and cost data, and other confidential or proprietary business information.

   (d) "Designated Material" means any documents designated or stamped as "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL" in accordance with paragraphs 5 or 6 of this Protective Order, and any Confidential Information contained in such materials.

   (e) These "Proceedings" consist of STB Finance Docket No. 33388, any related proceedings before the Surface Transportation Board, and any judicial review proceedings arising from STB Finance Docket No. 33388 or from any related proceedings before the Board.

2. Personnel of CSX Corporation (CSXC), CSX Transportation, Inc. (CSXT), and their affiliates (collectively, CSX), and of Norfolk Southern Corporation (NSC), Norfolk Southern Railway Company (NSR) and their affiliates (collectively, NS), including outside consultants and attorneys for CSX and NS (representatives), may exchange Confidential Information obtained from CSX, NS or Conrail, Inc. (CRI), Consolidated Rail Corporation (CRC) and their affiliates (collectively, Conrail) (and, in the case of Conrail information, whether received directly by CSX or NS or by one of them from the other) with any other personnel or representatives of CSX or NS, and personnel of Conrail may furnish information to personnel or representatives of CSX or NS, in each case for the purpose of preparing for or participating in the Proceedings, but not for any other business, commercial, or other competitive purpose, provided that, if the Application in these Proceedings is approved, and control of Conrail by CSX and NS is authorized and effected, then CSX and NS may respectively use Confidential Information obtained from Conrail pertinent to their respective operations under operating agreements with Conrail or operating agreements with Conrail in connection with such operations. Information previously exchanged or furnished under the protective orders entered in either of STB Docket Nos. 33220 or 33286 shall be deemed to have been exchanged or furnished under this order.

3. To the extent that any meetings, conferences, exchanges of data, or other cooperative efforts between representatives of CSX, NS, and Conrail or their affiliates are held and carried out for purposes of these Proceedings, such meetings, conferences, exchanges of data and other cooperative efforts are deemed essential for the conduct and disposition of such proceedings and will not be deemed a violation of 49 U.S.C. 11323 or 11904, or any other relevant provision of the ICC Termination Act of 1995.

4. If the Application is disapproved by the Board, or if the Application is approved but control is not effected, or if no Application is filed, then all Confidential Documents, other than file copies of pleadings and other documents filed with the Board and retained by outside counsel for a party to these Proceedings, must be destroyed or returned to the party originating the Confidential Information contained or reflected in such Confidential Documents.

5. If any party to these Proceedings determines that any part of a discovery request or
response, of a transcript of a deposition or hearing, or of a pleading or other paper filed or
served in these Proceedings contains Confidential Information or consists of Confidential
Documents, then that party may designate and stamp such Confidential Information and
Confidential Documents as "CONFIDENTIAL." Any information or documents designated or
stamped as "CONFIDENTIAL" shall be handled as provided for hereinafter, except that no
prohibition in any subsequent paragraph is applicable to an exchange of information pursuant
to paragraph 2 of this Protective Order.

6. Any party producing material in discovery to another party to these Proceedings, or
submitting material in pleadings or other documents filed or served, may in good faith
designate and stamp particular Confidential Information, such as material containing
shipper-specific rate or cost data or other competitively sensitive or proprietary information, as
"HIGHLY CONFIDENTIAL." Any information or documents so designated or stamped shall be
handled as provided hereinafter, except that no prohibition in any subsequent paragraph is
applicable to an exchange of information pursuant to paragraph 2 of this Protective Order.

7. Information and documents designated or stamped as "CONFIDENTIAL" may not
be disclosed in any way, directly or indirectly, or to any person or entity except to an
employee, counsel, consultant, or agent of a party to these Proceedings, or an employee of
such counsel, consultant, or agent, who, before receiving access to such information or
documents, has been given and has read a copy of this Protective Order and has agreed to be
bound by its terms by signing a confidentiality undertaking substantially in the form set forth
at Exhibit A to this Order.

8. Information and documents designated or stamped as "HIGHLY CONFIDENTIAL"
may not be disclosed in any way, directly or indirectly, to any employee of a party to these
Proceedings, or to any other person or entity except to an outside counsel or outside
consultant to a party to these Proceedings, or to an employee of such outside counsel or
outside consultant, who, before receiving access to such information or documents, has been
given and has read a copy of this Protective Order and has agreed to be bound by its terms by
signing a confidentiality undertaking substantially in the form set forth at Exhibit B to this
Order.

9. Any party to these Proceedings may challenge the designation by any other party
of information or documents as "CONFIDENTIAL" or as "HIGHLY CONFIDENTIAL" by
filing a motion with the Board or with an administrative law judge or other officer to whom
authority has been lawfully delegated by the Board to adjudicate such challenge(s).

10. Designated Material may not be used for any purposes other than these
Proceedings, including without limitation any business, commercial, strategic, or competitive
purpose.

11. Any party who received Designated Material in discovery shall destroy such
materials and any notes or documents reflecting such materials (other than file copies of
pleadings or other documents filed with the Board and retained by outside counsel for a party
to these Proceedings) at the earlier of: (1) such time as the party receiving the materials
withdraws from these Proceedings, or (2) the completion of these Proceedings, including any
petitions for reconsideration, appeals, or remands.

12. No party may include Designated Material in any pleading, brief, discovery
request or response, or other documents submitted to the Board, unless the pleading or other
document is submitted under seal, in a package clearly marked on the outside as "Confidential
Materials Subject to Protective Order." See 49 CFR 1104.14. All pleadings and other
documents so submitted shall be kept confidential by the Board and shall not be placed in the
public docket in these Proceedings except by order of the Board or of an administrative law
judge or other officer in the exercise of authority lawfully delegated by the Board.

13. No party may include Designated Material in any pleading, brief, discovery
request or response, or other document submitted to any forum other than this Board in these
Proceedings unless (1) the pleading or other document is submitted under seal in accordance
with a protective order that requires the pleading or other document to be kept confidential by
that tribunal and not be placed in the public docket in the proceeding, or (2) the pleading or other document is submitted in a sealed package clearly marked, "Confidential Materials Subject to Request for Protective Order," and is accompanied by a motion to that tribunal requesting issuance of a protective order that would require that the pleading or other document be kept confidential and not be placed in the public docket in the proceeding, and requesting that if the motion for protective order is not issued by that tribunal, the pleading or other document be returned to the filing party.

14. No party may present or otherwise use any Designated Material at a Board hearing in these Proceedings, unless that party previously submitted, under seal, all proposed exhibits and other documents containing or reflecting such Designated Material to the Board, to an administrative law judge or to another officer to whom relevant authority has been lawfully delegated by the Board, and has accompanied such submission with a written request that the Board, administrative law judge or other officer (a) restrict attendance at the hearing during any discussion of such Designated Material, and (b) restrict access to any portion of the record or briefs reflecting discussion of such Designated Material in accordance with this Protective Order.

15. If any party intends to use any Designated Material in the course of any deposition in these Proceedings, that party shall so advise counsel for the party producing the Designated Material, counsel for the deponent, and all other counsel attending the deposition. Attendance at any portion of the deposition at which any Designated Material is used or discussed shall be restricted to persons who may review that material under the terms of this Protective Order. All portions of deposition transcripts or exhibits that consist of, refer to, or otherwise disclose Designated Material shall be filed under seal and be otherwise handled as provided in paragraph 12 of this Protective Order.

16. To the extent that materials reflecting Confidential Information are produced by a party in these Proceedings, and are held and/or used by the receiving person in compliance with paragraphs 1, 2, 5, or 6 above, such production, disclosure, holding, and use of the materials and of the data that the materials contain are deemed essential for the disposition of this and any related proceedings and will not be deemed a violation of 49 U.S.C. 11323 or 11904 or of any other relevant provision of the ICC Termination Act of 1995.

17. All parties must comply with all of the provisions of this Protective Order unless the Board or an administrative law judge or other officer exercising authority lawfully delegated by the Board determines that good cause has been shown warranting suspension of any of the provisions herein.

18. Nothing in this Protective Order restricts the right of any party to disclose voluntarily any Confidential Information originated by that party, or to disclose voluntarily any Confidential Documents originated by that party, if such Confidential Information or Confidential Documents do not contain or reflect any Confidential Information originated by any other party.
UNDERTAKING -- CONFIDENTIAL MATERIAL

I. ______________________, have read the Protective Order served on ______________, 1997 governing the production and use of Confidential Information and Confidential Documents in STB Finance Docket No. 33388, understand the same, and agree to be bound by its terms. I agree not to use or permit the use of any Confidential Information or Confidential Documents obtained pursuant to that Protective Order, or to use or to permit the use of any methodologies or techniques disclosed or information learned as a result of receiving such data or information, for any purpose other than the preparation and presentation of evidence and argument in STB Finance Docket No. 33388, any related proceedings before the Surface Transportation Board, and/or any judicial review proceedings in connection with STB Finance Docket No. 33388 and/or with any related proceedings. I further agree not to disclose any Confidential Information, Confidential Documents, methodologies, techniques, or data obtained pursuant to the Protective Order except to persons who are also bound by the terms of the Order and who have executed Undertakings in the form hereof, and that at the conclusion of this proceeding (including any proceeding on administrative review, judicial review, or remand), I will promptly destroy any documents containing or reflecting materials designated or stamped as "CONFIDENTIAL," other than file copies, kept by outside counsel, of pleadings and other documents filed with the Board.

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking and that Applicants or other parties producing confidential information or confidential documents shall be entitled to specific performance and injunctive and/or other equitable relief as a remedy for any such breach, and I further agree to waive any requirement for the securing or posting of any bond in connection with such remedy. Such remedy shall not be deemed to be the exclusive remedy for breach of this Undertaking but shall be in addition to all remedies available at law or equity.

Dated: ______________________
UNDERTAKING -- HIGHLY CONFIDENTIAL MATERIAL

I am outside [counsel] [consultant] for ________________________, for whom I am acting in this proceeding. I have read the Protective Order served on ________________________, 1997, governing the production and use of Confidential Information and Confidential Documents in STB Finance Docket No. 33388, understand the same, and agree to be bound by its terms. I agree not to use or to permit the use of any Confidential Information or Confidential Documents obtained pursuant to that Protective Order, or to use or to permit the use of any methodologies or techniques disclosed or information learned as a result of receiving such data or information, for any purpose other than the preparation and presentation of evidence and argument in STB Finance Docket No. 33388, any related proceedings before the Surface Transportation Board, or any judicial review proceedings in connection with STB Finance Docket No. 33388 and/or with any related proceedings. I further agree not to disclose any Confidential Information, Confidential Documents, methodologies, techniques, or data obtained pursuant to the Protective Order except to persons who are also bound by the terms of the Order and who have executed Undertakings in the form hereof.

I also understand and agree, as a condition precedent to my receiving, reviewing, or using copies of any information or documents designated or stamped as "HIGHLY CONFIDENTIAL," that I will take all necessary steps to assure that said information or documents be kept on a confidential basis by any outside counsel or outside consultants working with me, that under no circumstances will I permit access to said materials or information by employees of my client or its subsidiaries, affiliates, or owners, and that at the conclusion of this proceeding (including any proceeding on administrative review, judicial review, or remand), I will promptly destroy any documents containing or reflecting information or documents designated or stamped as "HIGHLY CONFIDENTIAL," other than file copies, kept by outside counsel, of pleadings and other documents filed with the Board.

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking and that Applicants or other parties producing confidential information or confidential documents shall be entitled to specific performance and injunctive and/or other equitable relief as a remedy for any such breach, and I further agree to waive any requirement for the securing or posting of any bond in connection with such remedy. Such remedy shall not be deemed to be the exclusive remedy for breach of this Undertaking but shall be in addition to all remedies available at law or equity.

OUTSIDE [COUNSEL] [CONSULTANT]

Dated: _______________
SERVICE LIST FOR: 17-apr-1997 STB FD 33368 0 CSX CORPORATION AND CSX TRANSPORTATION

NICOLE E. CLARK
WACHTELL, LIPTON, ROSEN & KATZ
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JUDGE JACOB LEVENTHAL, OFFICE OF HEARINGS
FEDERAL ENERGY REGULATORY COMMISSION
886 - 1ST ST, N.E. STE 11F
WASHINGTON DC 20426 US

Records: 8
On March 19, 1998, CSX filed a petition (designated as CSX-141) to declassify certain portions of the record with respect to a lease agreement between Conrail and APL Limited (APL). CSX seeks to change the designation of the material from “Highly Confidential” to “Public.” In a reply filed March 24, 1998 (designated as APL-19), APL opposes the request.

Under the procedural guidelines in this proceeding, this dispute arising out of the discovery process will be referred to Administrative Law Judge Jacob Leventhal. See Decision No. 6, slip op. at 6-7 (May 30, 1997). For administrative convenience, we will require CSX and APL to resubmit a copy of their respective pleadings (CSX-141 and APL-19) to Judge Leventhal at the following address: Federal Energy Regulatory Commission, 888 First Street, N.E., Suite 11F, Washington, D.C. 20426 [(202) 219-2538; FAX: (202) 219-3289]. The parties are directed to consult with Judge Leventhal on the procedure for hearing this matter.

It is ordered:

1. This dispute is referred to Administrative Law Judge Jacob Leventhal for resolution. CSX and APL must send a copy of their respective pleadings to Judge Leventhal and consult with him regarding the procedure for hearing the matter.

---

1 CSX refers to CSX Corporation and CSX Transportation, Inc. In this proceeding, Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively NS), Conrail Inc. and Consolidated Rail Corporation (collectively Conrail), and CSX seek approval and authorization under 49 U.S.C. 11323-25 for: (1) the acquisition by CSX and NS of control of Conrail; (2) and the division of Conrail’s assets by and between CSX and NS.
2. This decision is effective on its service date.

By the Board, Vernon A. Williams, Secretary.

[Signature]

Vernon A. Williams
Secretary
The text on the page contains a service list for the date 26-Mar-1998 with the file number STB FD 33369 0. The list includes various individuals and organizations with addresses and contact information. The service list is for CSX Corporation and CSX Transportation, and it appears to be related to transportation and legal matters, specifically concerning railroads and transportation planning.
<table>
<thead>
<tr>
<th>Name</th>
<th>Address 1</th>
<th>Address 2</th>
<th>City</th>
<th>State</th>
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<td>ANTHONY BOTTALICO</td>
<td>420 LEONARD AVENUE</td>
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<td>ANTHONY F. SEMANCIK</td>
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<td>SAMUEL J NASCA</td>
<td>35 FULLER ROAD</td>
<td>SUITE 205</td>
<td>ALBANY</td>
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<td>WILLIAM C VAN SLYKE</td>
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<td>ANGELO J CHICK JR, LOCAL CHAIRMAN</td>
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<td>HONORABLE ALFONSE D'AMATO</td>
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<td>H DOUGLAS MIDKOFF</td>
<td>GENESEE TRANSPORTATION COUNCIL</td>
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<td>THE METROPOLITAN PLANNING ORGANIZATION</td>
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<td>ERNEST J IERARDI</td>
<td>NIXON HARGRAVE DEVANS DOYLE LLP</td>
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<td>Peter A. Gilbertson</td>
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<td>Richard G. Slattery</td>
<td>Amtrak</td>
<td>60 Massachusetts Avenue NE</td>
<td>Washington, DC 20002</td>
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<td>Donald F. Griffin</td>
<td>Brotherhood of Maintenance of Way Employees</td>
<td>10 G Street NE STE 440</td>
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<td>George W. Mayo Jr.</td>
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<td>William W. Millar</td>
<td>American Public Transit Association</td>
<td>1201 New York Ave., NW</td>
<td>Washington, DC 20005</td>
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<td>Alice C. Taylor</td>
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<td>William A. Mullins</td>
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<td>Ross H. Capon</td>
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<td>UNITED STATES SENATE</td>
<td>WASHINGTON DC 20510 US</td>
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<td>HON. CHARLES ROBB</td>
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<td>HON. DAN COATS</td>
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<td>U.S. SENATE</td>
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<td>HON. CHRISTOPHER J. DODD</td>
<td>UNITED STATES SENATE</td>
<td>444 RUSSELL SENATE OFFICE BUILDING</td>
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<td>HON. CONNIE MACK</td>
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03/26/1998  Page 9
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362 PARTIES
On March 19, 1998, CSX filed a petition (designated as CSX-141) to declassify certain portions of the record with respect to a lease agreement between Conrail and APL Limited (APL). CSX seeks to change the designation of the material from “Highly Confidential” to “Public.” In a reply filed March 24, 1998 (designated as APL-19), APL opposes the request.

Under the procedural guidelines in this proceeding, this dispute arising out of the discovery process will be referred to Administrative Law Judge Jacob Leventhal. See Decision No. 6, slip op. at 6-7 (May 30, 1997). For administrative convenience, we will require CSX and APL to resubmit a copy of their respective pleadings (CSX-141 and APL-19) to Judge Leventhal at the following address: Federal Energy Regulatory Commission, 888 First Street, N.E., Suite 11F, Washington, DC 20426 [(202) 219-2538; FAX: (202) 219-3289]. The parties are directed to consult with Judge Leventhal on the procedure for hearing this matter.

It is ordered:

1. This dispute is referred to Administrative Law Judge Jacob Leventhal for resolution. CSX and APL must send a copy of their respective pleadings to Judge Leventhal and consult with him regarding the procedure for hearing the matter.

CSX refers to CSX Corporation and CSX Transportation, Inc. In this proceeding, Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively NS), Conrail Inc. and Consolidated Rail Corporation (collectively Conrail), and CSX seek approval and authorization under 49 U.S.C. 11323-25 for: (1) the acquisition by CSX and NS of control of Conrail; (2) and the division of Conrail’s assets by and between CSX and NS.
2. This decision is effective on its service date.

By the Board, Vernon A. Williams, Secretary.

Vernon A. Williams
Secretary
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Fay D Dupuis  
City of Cincinnati  
801 Plum Street  
Cincinnati OH 45202 US

Honorable Rob Portman  
U. S. House of Representatives  
8044 Montgomery Road, Room 540  
Cincinnati OH 45236 US
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362 Parties

03/26/1998
Decision No. 73

Decided: March 20, 1998

Decision No. 71 issued in this matter on March 17, 1998, addressed certain ongoing environmental discussions between the railroads and various communities in the Greater Cleveland area. Noting that the Board's practice is to encourage privately negotiated agreements to address environmental concerns, the decision expressed concern that informal involvement by Board staff at this time could impede independent discussions among the private parties. Therefore, the decision instructed Board staff not to engage in any further informal discussions with the affected parties in the Greater Cleveland area at this time.

In a letter dated March 19, 1998, counsel for the State of Ohio points out that the Draft Environmental Impact Statement issued in this proceeding encouraged negotiated settlements "among the Applicant[ railroads], the locally affected communities, and the appropriate government agencies." Noting that Decision No. 71 did not specifically refer to negotiations and agreements among parties other than railroads and communities, the March 19 letter requests "clarification that negotiations are expected to involve all interested parties and that the state will be a party to any agreement when state interests and state funding issues are involved."

Decision No. 71 was intended to facilitate negotiations among the various interested parties. It was not intended to define who should, or should not, be involved in any specific negotiation, and it was certainly not intended to limit the participation of any appropriate party in any negotiations that may be conducted. Any party that has a legitimate interest in these matters is free and indeed encouraged to participate in negotiations.

To that extent, Decision No. 71 is clarified.
This action will not significantly affect either the quality of the human environment or conservation of energy resources.

It is ordered:

1. Decision No. 71 is clarified to the extent noted in this decision.

2. This decision is effective on the date served.

By the Board, Chairman Morgan

Vernon A. Williams
Secretary
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<td>Hugh H. Welsh</td>
<td>Law Dept., Suite 67E</td>
<td>One World Trade Center</td>
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<td>Samuel J. Nasca</td>
<td>Utu State Legislative Director</td>
<td>35 Fuller Road Suite 205</td>
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<td>William C. Van Slyke</td>
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<td>Diane Seitz</td>
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<td>Honorable Alfonse D'</td>
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<td>111 W. Huron Street, Room 620</td>
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<td>H. Douglas Midkiff</td>
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<td>65 West Broad St Ste 101</td>
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| **Hon Charles Rangel**  
US House of Representatives  
Washington DC 20515 US |
| **Hon Michael McNulty**  
US House of Representatives  
Washington DC 20515 US |
| **Hon Thomas Manton**  
US House of Representatives  
Washington DC 20515 US |
| **JAMES MALONEY**  
US House of Representatives  
Washington DC 20515 US |
| **Hon Carolyn B Maloney**  
US House of Representatives  
Washington DC 20515 US |
| **Hon Nita Lowey**  
US House of Representatives  
Washington DC 20515 US |
| **John LaFalce**  
US House of Representatives  
Washington DC 20515 US |
| **Hon Maurice Hinchey**  
US House of Representatives  
Washington DC 20515 US |
| **Ben Gilman**  
US House of Representatives  
Washington DC 20515 US |
| **Honorable Rod R Blagojevich**  
US House of Representatives  
Washington DC 20515-1305 US |
| **Honorable James A. Barcia**  
US House of Representatives  
Washington DC 20515-2205 US |
| **Honorable Michael McNulty**  
US House of Representatives  
Washington DC 20515-3221 US |
| **Honorable Richard Burr**  
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Washington DC 20515-3305 US |
| **Honorable Paul E Gillmor**  
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| **Honorable Sherrod Brown**  
US House of Representatives  
Washington DC 20515-3513 US |
| **Honorable Bobby L. Rush**  
US House of Representatives  
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KENOVA WV 25530 US

FRANK N. JORGENSEN
THE ELK RIVER RAILROAD INC
P.O. BOX 460
SUMMERSVILLE WV 26651 US

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SERVICE LIST FOR: 23-mar-1998 STB FD 33388 C CSX CORPORATION AND CSX TRANSPORTATION

F RONALDS WALKER
CITIZENS GAS & COKE UTILITY
2020 N MERIDIAN STREET
INDIANAPOLIS IN 46202-1393 US

MICHAEL P MAXWELL JR
MCHALE, COOK & WELCH
320 N MERIDIAN ST 1100 CHAMBER OF COMMERCE BL
INDIANAPOLIS IN 46204 US

HONORABLE DAN COATS,
UNITED STATES SENATE
1180 MARKET TOWER, 10 WEST MARKET STREET
INDIANAPOLIS IN 46204 US

J PATRICK LATZ
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WILLIAM A BON, GENERAL COUNSEL
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES
26555 EAGLE ROAD "SUITE 200"
SOUTHERFIELD MI 48076 US
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<tr>
<td>Christopher E. Quinn</td>
<td>Oppenheimer Wolff &amp; Donnelly (Illinois) 180 N Stetson Ave 45th Fl</td>
<td>Chicago</td>
<td>IL</td>
<td>60601</td>
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<tr>
<td>Edward C McCarthy</td>
<td>Inland Steel Industries Inc 30 West Monroe Street</td>
<td>Chicago</td>
<td>IL</td>
<td>60603</td>
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<tr>
<td>Sandra J. Dearden</td>
<td>McCo Consultants, Inc. 407 South Dearborn, Suite 1260</td>
<td>Chicago</td>
<td>IL</td>
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<td>Thomas F McFarland Jr</td>
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<td>Merrill L. Travis</td>
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<td>Mike Spahis</td>
<td>Fina Oil &amp; Chemical Co. 8350 North Central Expressway, Ste. 1620</td>
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<td>W David Tidholm</td>
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<td>David L Hall</td>
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<td>Richard F. Friedman, Esq</td>
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<td>Stephen M Uthoff</td>
<td>Coniglio &amp; Uthoff 110 West Ocean Blvd Ste C</td>
<td>Long Beach</td>
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<td>J D Fitzgerald</td>
<td>UTU, General Chairperson 400 E Evergreen Blvd Ste 217</td>
<td>Vancouver</td>
<td>WA</td>
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Records: 362
NOTICE TO THE PARTIES:

On December 12, 1997, the Surface Transportation Board’s (Board) Section of Environmental Analysis (SEA) issued a Draft Environmental Impact Statement (Draft EIS) for the proposed acquisition of Conrail by Norfolk Southern (NS) and CSX. Comments on the Draft EIS were due February 2, 1998. On February 27, 1998 in Decision No. 69, SEA provided additional environmental information based on refined analysis for hazardous materials transport and noise developed after the Draft EIS was issued. In its continuing process of evaluation, SEA has further identified rail line segment N-040 from Alexandria to Muncie, Indiana as a new hazardous materials transport “key route.” This information was not included in the Draft EIS or Decision No. 69. This new information does not change or alter SEA’s prior analysis, results, or preliminary mitigation recommendations in other impact areas, nor does it affect the integrity of the information contained in the Draft EIS.

To ensure that anyone affected by the new information described above has the opportunity to review and comment on it, through this notice SEA is providing an additional comment period. During this period, affected parties may submit written comments to SEA on the potential environmental effects noted above on their community. Written comments must be submitted to SEA no later than April 15, 1998. SEA will consider any timely comments received in the Final EIS, which is scheduled to be issued in late May 1998. The Board will then consider the entire environmental record, including all public comments, the Draft EIS, and the Final EIS in making its final decision on the proposed Conrail Acquisition. The Board will hold an open voting conference on June 8, 1998 and intends to issue its final written decision on July 23, 1998.
Information about the proposed Conrail Acquisition and Draft EIS can be found at the Internet website, <http://www.conrailmerger.com> and SEA's toll-free Environmental Hotline at (888) 869-1997.

Vernon A. Williams
Secretary
Proposed Conrail Acquisition
New Hazardous Materials Transport Safety Segments

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Proposed Conrail Acquisition
New Segments With Potential Impacts on Minority and Low-Income Populations

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03/19/1998
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HON MAURICE HINCHEN
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NORFOLK SOUTHERN RAILWAY COMPANY
--CONTROL AND OPERATING LEASES AGREEMENTS--
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

Decision No. 71

Decided: March 17, 1998

The Board’s Section of Environmental Analysis (SEA) currently is preparing a Final
Environmental Impact Statement (FEIS) to meet the Board’s responsibilities under the National
Environmental Policy Act and related environmental laws in this case. The FEIS is scheduled to be
issued in late May 1998. We are aware of ongoing environmental discussions between the railroads
and various communities in the Greater Cleveland area. The Board’s practice is to encourage
privately negotiated agreements to address environmental concerns. These agreements can often be
more far-reaching and satisfactory to the parties than environmental mitigation that the Board could
impose.

Within the context of the proposed Conrail acquisition, the Cleveland area is unique with
respect to the proposed CSX and NS operations. The Cleveland area would be a major crossroad for
the CSX and NS proposed systems for traffic moving between the Northeast and the Midwest. We
are concerned that informal involvement by Board staff at this time could impede independent
discussions among the private parties. Therefore, SEA and the consultants are instructed not to
engage in any further informal discussions with the affected parties in the Greater Cleveland area at
this time. Should the railroads and a community reach a mutually acceptable agreement by April
15, 1998, the involved parties shall immediately notify SEA. To the extent agreements are not
reached, SEA will take the necessary steps to develop its own environmental mitigation for each of
the communities in the Greater Cleveland area in the FEIS, which will be considered by the Board in
reaching its final decision.

The Greater Cleveland area includes Cleveland, East Cleveland, Berea, Brook Park,
Olmstead Falls, and the West Shore suburbs (Lakewood, Bay Village, Rocky River, and Westlake).
This action will not significantly affect either the quality of the human environment or conservation of energy resources.

It is ordered:

1. SEA and the consultants are instructed not to engage in any further informal discussions with the affected parties in the Greater Cleveland area at this time.

2. This decision is effective on the date served.

By the Board. Chairman Morgan.

Vernon A. Williams
Secretary
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**34 4 Parties**

03/10/1998 Page 14
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Oral argument will be held in this proceeding on Thursday, June 4, 1998, at 10:00 a.m., in the Surface Transportation Board Hearing Room (Room 760) at 1925 K Street, N.W., in Washington, D.C. It is anticipated that the time for oral argument will be set for 5 hours, with the applicants, on the one hand, having a total of 2 hours, and all other participants, on the other, having a total of 3 hours. The time allotted to the applicants will be shared by CSX, NS, and CR.

1 In Decision No. 6, served May 30, 1997, the Board established the procedural schedule for this proceeding. In Decision No. 52, served November 3, 1997, the Board extended the previously established procedural schedule by 45 days to accommodate certain environmental filings, which resulted in the changing of the dates for the oral argument to June 4, 1998, and the voting conference to June 8, 1998, and the date of service of the final written decision to July 23, 1998.

2 In the context of this proceeding, CSX Corporation and CSX Transportation, Inc., and their wholly owned subsidiaries, are referred to collectively as CSX. Norfolk Southern Corporation and Norfolk Southern Railway Company, and their wholly owned subsidiaries, are referred to collectively as NS. Conrail Inc., and Consolidated Rail Corporation, and their wholly owned subsidiaries, are referred to collectively as Conrail. CSX, NS, and Conrail are referred to collectively as applicants.

3 The Board provided for a comparable amount of time for oral argument in the most recent major rail merger proceeding. See Union Pacific Corporation, Union Pacific Railroad Company, and Missouri Pacific Railroad Company—Control and Merger—Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and The Denver and Rio Grande Western Railroad Company, Finance Docket No. 32760, Decision No. 41 (STB served June 19, 1996).
An extensive written record has been developed in this proceeding. Each party is therefore encouraged to use oral argument to state simply and concisely why the evidence it has submitted supports its position, and to call our attention to points that it believes are particularly important. The purpose of oral argument is not to restate the written arguments previously made, but to provide an opportunity for questions from Members of the Board, and to summarize and emphasize the key points of each party’s case.

Parties who wish to participate in oral argument must indicate (1) the issue or issues they will address, (2) whether they support or oppose the primary application, the responsive applications, or the various requests for conditions, and (3) how much speaking time they require. Parties must provide this information to the Office of the Secretary no later than Friday, April 10, 1998, by letter (an original and 25 copies) addressed to:

Surface Transportation Board  
Office of the Secretary  
Case Control Unit  
1925 K Street, N.W.  
Washington, D.C.  20423-0001

Re: STB Finance Docket No. 33388 Oral Argument

A decision will then be issued setting a schedule for argument and delineating any issues we request the participants specifically to address. Parties are encouraged to consolidate and coordinate their presentations.

Because seating space in the Board’s hearing room is limited, the Board will provide an overflow room (the Brick Room) on the first floor of the building with a closed-circuit telecast of the entire oral argument.

Any party wishing to enhance its argument by using a map as a visual aid is encouraged to do so. Participants are limited, however, to projector-adaptable visual displays and/or handouts. The Board will provide space for handouts participants wish to bring to the hearing for dissemination to the public. The staff of the Office of the Secretary will be available to demonstrate the Hearing Room’s projection system on June 3, 1998, from 2:00 p.m. to 4:00 p.m. Please call (202) 565-1674 to make arrangements.

This action will not significantly affect either the quality of the human environment or the conservation of energy resources.
It is ordered:

1. Oral argument in this proceeding will be held on Thursday, June 4, 1998, at 10:00 a.m., in the Surface Transportation Board Hearing Room (Room 760), at 1925 K Street, N.W., in Washington, D.C.

2. Parties who wish to participate in the oral argument must inform the Board no later than April 10, 1998, and provide the specific information requested above.

3. This decision is effective on the date of service.

By the Board, Chairman Morgan and Vice Chairman Owen.

Vernon A. Williams
Secretary
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<td>RACHEL DANISH CAMPBELL</td>
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<td>888 SIXTEENTH STREET NW</td>
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<td>STEVEN J. KALISH</td>
<td>MCCRATHY, SWEENEY &amp; HARKAWAY</td>
<td>1750 PENNSYLVANIA AVE NW</td>
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<td>ROBERT G. SZABO</td>
<td>V. NESS FELDMAN</td>
<td>1050 THO JEFFERSON STREET, NW</td>
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<td>EDWARD D GREENBERG</td>
<td>GALLAND KHARASCH &amp; GARFINKLE PC</td>
<td>1054 THIRTY-FIRST STREET NW</td>
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<td>PAUL M. DONOVAN</td>
<td>LAROE, WINN, ETAL</td>
<td>3506 IDAHO AVE NW</td>
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<tr>
<td>GORDON P. MACDOUGALL</td>
<td>1025 CONNECTICUT AVE NW SUITE 410</td>
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<tr>
<td>HELEN M. COUSINEAU</td>
<td>CARLOS RODRIGUE &amp; ASSOCIATES</td>
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<table>
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<td>HON. WILLIAM O. LIPINSKI</td>
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<td>PATRICK B SIMMONS</td>
<td>NC DEPT OF TRANSPORTATION 1 S WILMINGTON STREET ROOM 557 RALEIGH NC 27611 US</td>
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<td>HONORABLE DAVID M BEASLEY</td>
<td>GOVERNOR P. O. BOX 11369 COLUMBIA SC 29211 US</td>
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<td>J L RODGERS</td>
<td>GENERAL CHAIRMAN UTU 480 OSCEOLA AVENUE JACKSONVILLE FL 32250 US</td>
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<td>WILLIAM L OSTEEN</td>
<td>ASSOCIATE GENERAL COUNSEL TVA 400 WEST SUMMIT HILL DRIVE KNOXVILLE TN 37902 US</td>
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<td>WILLIAM P HERNAN JR GENERAL CHAIR</td>
<td>P O BOX 180 HILLIARD OH 43026 US</td>
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<td>THOMAS M O'LEARY</td>
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<td>HONORABLE DEBORAH PRYCE</td>
<td>U. S. HOUSE OF REPRESENTATIVES 500 SOUTH FRONT STREET, ROOM 1130 COLUMBUS OH 43215 US</td>
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03/11/1998   Standing selected: 'ALJ','GOV','MOC','POR'
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<thead>
<tr>
<th>Name</th>
<th>Company</th>
<th>Address</th>
<th>City</th>
<th>State</th>
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<tbody>
<tr>
<td>David L. Hall</td>
<td>Commonwealth</td>
<td>13303 FM 1960 West, Suite 204</td>
<td>Houston</td>
<td>TX</td>
<td>77065</td>
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<tr>
<td>Monty L. Parker</td>
<td>CMC Steel Group</td>
<td>P.O. Box 911</td>
<td>Seguin</td>
<td>TX</td>
<td>78156</td>
</tr>
<tr>
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<td>WA</td>
<td>98660</td>
</tr>
<tr>
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<td>TX</td>
<td>77253</td>
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<tr>
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<td>Coniglio &amp; Uthoff</td>
<td>110 West Ocean Blvd Ste C</td>
<td>Long Beach</td>
<td>CA</td>
<td>90802</td>
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</table>

Records: 347
NOTICE TO THE PARTIES:

On December 12, 1997, the Surface Transportation Board's (Board) Section of Environmental Analysis (SEA) issued a Draft Environmental Impact Statement (Draft EIS) for the Proposed Acquisition of Conrail by Norfolk Southern (NS) and CSX. Comments on the Draft EIS were due February 2, 1998. In its continuing process of evaluation, SEA has identified some additional potential hazardous materials transportation safety, noise, and highway/rail at-grade crossing safety and delay impacts of the Proposed Acquisition. This information was not included in the Draft EIS and is based in part on updated data that was not received until after the Draft EIS was issued. Specifically, (1) on November 24, 1997, CSX advised SEA that it would revise its calculation of the transportation of hazardous materials due to an error in methodology; (2) on December 23, 1997 and February 20, 1998, CSX provided SEA with the revised hazardous materials transportation safety data; and (3) SEA identified sensitive receptors within noise contours using aerial photographs and more precise analytical tools, such as geographic information systems (GIS), that were not available prior to SEA completing the Draft EIS.

SEA's additional analysis has identified four rail line segments with potential hazardous materials transportation safety impacts that SEA did not identify as such in the Draft EIS. In addition, SEA has identified eight rail line segments that now may warrant noise mitigation. Although SEA had identified these segments in the Draft EIS as being potentially affected by noise, SEA did not
recommend noise mitigation for them in the Draft EIS. As a result of the refined analysis described above, SEA has also concluded that 12 additional rail line segments may have high, adverse and disproportionate effects on certain minority or low-income communities as a result of potential effects of hazardous materials transportation safety, noise, and/or highway/rail at-grade crossing safety and delay. A list of affected rail line segments and communities is included with this notice. This new information does not change or alter SEA’s prior analysis, results, or preliminary mitigation recommendations in other impact areas, nor does it affect the integrity of the information contained in the Draft EIS.

To ensure that anyone affected by the new information described above has the opportunity to review and comment on it, through this notice SEA is providing an additional 45-day comment period. During this period, affected parties may submit written comments to SEA on the potential environmental effects noted above on their community. Written comments must be submitted to SEA no later than April 15, 1998. SEA will consider any timely comments received in the Final EIS, which is scheduled to be issued in late May 1998. The Board will then consider the entire environmental record, including all public comments, the Draft EIS, and the Final EIS in making its final decision on the Proposed Conrail Acquisition. The Board will hold an open voting conference on June 8, 1998 and intends to issue its final written decision on July 23, 1998.

Information about the Proposed Acquisition and Draft EIS can be found at the Internet web site <http://www.conrailmerger.com> and SEA’s toll-free Environmental Hotline at (888) 869-1997.

Vernon A. Williams
Secretary
ADDITIONAL ENVIRONMENTAL INFORMATION

In its continuing process of evaluation, the Surface Transportation Board’s Section of Environmental Analysis (SEA) has identified some additional potential hazardous materials transportation safety, noise, and highway/rail at-grade crossing safety and delay impacts associated with the Proposed Conrail Acquisition. SEA has also identified additional minority and low-income populations that may be affected by potential environmental impacts. This information was not available when SEA issued the Draft Environmental Impact Statement (Draft EIS) on December 12, 1997.

- This page directs the reader to the appropriate sections of the Draft EIS that more completely explains SEA’s analysis.
- Page 2 of this document includes a table that summarizes the new rail line segments potentially affected by hazardous materials transportation.
- Page 3 of this document includes a table that summarizes the new rail line segments that may warrant noise mitigation.
- Page 4 of the document includes a table that summarizes the new rail line segments with potential impacts on minority and low-income populations.

HELPFUL REFERENCES TO THE DRAFT EIS

New Hazardous Materials Transportation Safety Rail Line Segments
- SEA’s hazardous materials transportation analysis and methodology are documented in Chapter 3, Section 3.5 of the Draft EIS, pages 3-12 through 3-14.
- System-wide safety effects of increased hazardous materials transport are documented in Chapter 4, Section 4.5 of the Draft EIS, pages 4-14 through 4-21.
- State-specific hazardous materials transport safety effects are documented in Chapter 5 of the Draft EIS, presented on a state-by-state basis.
- SEA’s recommended hazardous materials transportation safety mitigation is presented in Chapter 7 of the Draft EIS on pages 7-12 through 7-14. The new hazardous materials transportation safety rail line segments listed in the table below on Page 2 are new “Key Routes” subject to Recommended Mitigation Nos. 3 (A-C) and 5.

New Rail Line Segments That May Warrant Noise Mitigation
- SEA’s noise analysis and methodology are documented in Chapter 3, Section 3.12 of the Draft EIS, pages 3-30 through 3-37.
- State-specific noise effects are documented in Chapter 5 of the Draft EIS.
- SEA’s recommended noise mitigation is presented in Chapter 7 of the Draft EIS, page 7-17.

New Rail Line Segments With Potential Impacts on Minority and Low-Income Populations
- SEA’s environmental justice analysis and methodology are documented in Chapter 3, Section 3.17 of the Draft EIS, pages 3-48 through 3-52.
- SEA’s recommended environmental justice mitigation is presented in Chapter 7 of the Draft EIS, page 7-18.

February 27, 1998
### New Hazardous Materials Transport Safety Segments

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<tr>
<th>State</th>
<th>Site ID</th>
<th>Proposed Owner</th>
<th>Segment</th>
<th>Counties</th>
<th>Est. Annual Haz. Mat. Rail Carloads</th>
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<td>KY</td>
<td>C-230</td>
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<td>NJ Cabin, KY to Columbus, OH</td>
<td>KY: Greenup; OH: Franklin, Pickaway, Pike, Ross, Scioto</td>
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<td>C-767</td>
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<td>Deshler, OH to Toledo, OH</td>
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## New Segments That May Warrant Noise Mitigation

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<th>State</th>
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<th>Segment Description</th>
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<td>IN</td>
<td>C-026</td>
<td>CSX</td>
<td>Warsaw, IN to Tolleston, IN</td>
<td>Kosciusko, La Porte, Lake, Marshall, Porter, Starke</td>
<td>14</td>
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<td>Alexandria, IN to Muncie, IN</td>
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<td>NY</td>
<td>N-060</td>
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<td>Corning, NY to Geneva, NY</td>
<td>Chemung, Ontario, Schuyler, Steuben, Yates</td>
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<td>OH</td>
<td>N-085</td>
<td>NS</td>
<td>Bellevue, OH to Sandusky Dock, OH</td>
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<td>5</td>
<td>58</td>
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<td>PA</td>
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<td>Sinns, PA to Brownsville, PA</td>
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<td>VA</td>
<td>N-100</td>
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<td>Riverton Jct., VA to Roanoke, VA</td>
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<td>Deepwater, WV to Fola Mine, WV</td>
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*includes receptors affected by highway/rail at-grade crossings.
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<td>Manchester, GA to LaGrange, GA</td>
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<td>Hazardous Materials Transport</td>
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<td>CSX</td>
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<td>Kosciusko, La Porte, Lake, Marshall, Porter, Starke</td>
<td>Noise</td>
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<tr>
<td>IN</td>
<td>N-040</td>
<td>NS</td>
<td>Alexandria, IN to Muncie, IN</td>
<td>Delaware, Madison</td>
<td>Noise</td>
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<tr>
<td>NC</td>
<td>N-361</td>
<td>NS</td>
<td>Asheville, NC to Leadvalle, TN</td>
<td>NC: Buncomb, Madison; TN: Cocke</td>
<td>Hazardous Materials Transport</td>
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<tr>
<td>TN</td>
<td>N-361</td>
<td>NS</td>
<td>Asheville, NC to Leadvalle, TN</td>
<td>NC: Buncomb, Madison; TN: Cocke</td>
<td>Hazardous Materials Transport</td>
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<td>NJ</td>
<td>S-032</td>
<td>CSX/NS</td>
<td>PN, NJ to Bayway, NJ</td>
<td>Essex, Union</td>
<td>Hazardous Materials Transport</td>
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<td>NS</td>
<td>Ashtabula, OH to Buffalo, NY</td>
<td>OH: Ashtabula; PA: Erie; NY: Chutaupua, Erie</td>
<td>Hazardous Materials Transport; Crossing Delay</td>
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<td>PA</td>
<td>C-766</td>
<td>CSX</td>
<td>West Falls, PA to CP Newtown Jct., PA</td>
<td>Philadelphia</td>
<td>Hazardous Materials Transport</td>
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<td>PA</td>
<td>N-203</td>
<td>NS</td>
<td>Bethlehem, PA to Allentown, PA</td>
<td>Lehigh, Northampton</td>
<td>Hazardous Materials Transport</td>
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<td>TN</td>
<td>N-406</td>
<td>NS</td>
<td>Frisco, TN to Kingsport, TN</td>
<td>Hawkins, Sullivan</td>
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<td>N-432</td>
<td>NS</td>
<td>Poe ML, VA to Petersburg, VA</td>
<td>Petersburg City</td>
<td>Hazardous Materials Transport</td>
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</table>
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M E PETRUCELLI
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02/27/1998
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
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<tbody>
<tr>
<td>Richard R Wilson</td>
<td>1126 Eight AV STE 403, Altoona PA 16602 US</td>
</tr>
<tr>
<td>Donald D Dunlevy</td>
<td>230 State Street, Utu State Leg Dir PA AFL-CIO BLDG 2nd FL, Harrisburg PA 17101-1138 US</td>
</tr>
<tr>
<td>Kurt W Carr</td>
<td>Bureau for Historic Preservation, PO BOX 1026, Harrisburg PA 17108-1026 US</td>
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<tr>
<td>Honorable Thomas J Ridge</td>
<td>Governor, Commonwealth of Pennsylvania, 225 Main Capitol Building, Harrisburg PA 17120 US</td>
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<td>Belnap Freeman</td>
<td>Belnap Freeman, 119 Hickory Lane, Rosemont PA 19010 US</td>
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<td>General Chairperson Utu, 410 Lancaster Ave STE 5, Havertford PA 19041 US</td>
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<td>Gra Inc, 115 West AV One Jenkintown Sta, Jenkintown PA 19046 US</td>
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<td>Barbin Laufer &amp; O'Connell, 608 Huntingdon Pike, Rockledge PA 19046 US</td>
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<tr>
<td>David M Levav</td>
<td>Consolidated Rail Corporation, 2001 Market Street, Philadelphia PA 19101-1417 US</td>
</tr>
<tr>
<td>William R Thompson</td>
<td>City of Philadelphia Law Dept, 1600 Arch St 10th Floor, Philadelphia PA 19103 US</td>
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<tr>
<td>Thomas E. Hanson</td>
<td>Obermayer Rebmann Maxwell &amp; Hipfel LLP, 1617 John F Kennedy Boulevard 19th Fl Philadelphia PA 19103 US</td>
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<tr>
<td>David Berger</td>
<td>Berger and Montague, P. C., 1422 Locust St, Philadelphia PA 19103-6305 US</td>
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<td>Delaware Valley Regional Planning Commission, 111 South Independence Mall East Philadelphia PA 19106 US</td>
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<td>Eric M. Hocky</td>
<td>Gollatz, Griffin, Ewing, 213 West Miner Street, West Chester PA 19381-0796 US</td>
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<td>J E Thomas</td>
<td>Hercules Incorporated, 1313 North Market Street, Wilmington DE 19894 US</td>
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<td>Hon Joseph R Biden, Jr.</td>
<td>United States Senate, 944 King Street, Wilmington DE 19801 US</td>
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HONORABLE MICHAEL MCNULTY  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-1221 US
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<td>MICHAEL P HARMONIS</td>
<td>DEPARTMENT OF JUSTICE</td>
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<td>325 SEVENTH STREET, NW</td>
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<td>WASHINGTON DC 20530 US</td>
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<tr>
<td>JOSEPH R. POMONIO</td>
<td>FEDERAL RAILROAD ADMIN.</td>
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<tr>
<td>JOHN M ROBINSON</td>
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<tr>
<td>CHARLES M CHADWICK</td>
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<td>THOMAS E. SCHICK</td>
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<td>PETER Q. NYCE, JR.</td>
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<td>WILLIAM P. JACKSON, JR.</td>
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<td>ROBERT E MARTINEZ</td>
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<tr>
<td>Richard Walton</td>
<td>Commonwealth of Virginia Office of the Attorney, 900 East Main Street, Richmond, VA 23219</td>
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<tr>
<td>L. P. King Jr.</td>
<td>General Chairperson UTU, 145 Campbell Ave., SW Ste. 207, Roanoke, VA 24011</td>
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<tr>
<td>Vaughn R. Groves</td>
<td>Pittston Coal Company, P.O. Box 5100, Lebanon, VA 24266</td>
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<tr>
<td>R. K. Sargent</td>
<td>General Chairperson UTU, 1119 Chestnut St., Kenova, WV 25530</td>
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<tr>
<td>Frank N Jorgensen</td>
<td>The Elk River Railroad Inc, P.O. Box 460, Summersville, WV 26651</td>
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<tr>
<td>Garland B. Garrett Jr.</td>
<td>NC Dept. of Transportation, P.O. Box 25201, Raleigh, NC 27611</td>
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<tr>
<td>David D. King</td>
<td>Beaufort and Morehead RR Co, P.O. Box 25201, Raleigh, NC 27611-5201</td>
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<tr>
<td>M. W. Currie</td>
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<tr>
<td>J. T. Reed</td>
<td>General Chairperson UTU, 7785 Bar Meadows Way, Ste. 109, Jacksonville, FL 32256</td>
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<tr>
<td>J. A. Relcher</td>
<td>Eastman Chemical Company, P.O. Box 431, Kingsport, TN 37662</td>
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<td>J. R. Barbree</td>
<td>General Chairperson UTU, P.O. Box 3599, KnoXville, TN 37940</td>
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<tr>
<td>Honorable Paul E. Patton</td>
<td>Governor, 700 Capitol Ave., Ste. 100, Frankfort, KY 40601</td>
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<tr>
<td>F. R. Pickell</td>
<td>General Chairperson UTU, 6797 North High St, Ste. 108, Worthington, OH 43085</td>
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<tr>
<td>HONORABLE GEORGE ALLEN</td>
<td>Governor, Commonwealth of Virginia, State Capitol, Richmond, VA 23219</td>
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<tr>
<td>HONORABLE JOHN WARNOE</td>
<td>United States Senate, P.O. Box 8817, 235 Federal Building, Abingdon, VA 24210-0887</td>
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<tr>
<td>Terrell Ellis</td>
<td>General, P.O. Box 176, Clay, WV 25043</td>
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<tr>
<td>William T. Bright</td>
<td>P.O. Box 149, 200 Greenbrier Rd, Summersville, WV 26651</td>
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<tr>
<td>Scott M. Saylor</td>
<td>North Carolina Railroad Company, 3200 Atlantic Ave, Ste. 110, Raleigh, NC 27604-1640</td>
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<td>Patrick B. Simmons</td>
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<td>Honorable David M. Beasley</td>
<td>Governor, P.O. Box 11369, Columbia, SC 29211</td>
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<tr>
<td>J. L. Rodgers</td>
<td>General Chairman UTU, 480 Osceola Ave., Jacksonville, FL 32250</td>
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<tr>
<td>HONORABLE LAWTON CHILES</td>
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<tr>
<td>William L. Osteen</td>
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</tr>
<tr>
<td>Honorable Kirk Fordice, Governor</td>
<td>State of Mississippi, P.O. Box 139, Jackson, MS 39205</td>
</tr>
<tr>
<td>William P. Hernandez Jr.</td>
<td>General Chairman, P.O. Box 180, Hilliard, OH 43026</td>
</tr>
<tr>
<td>Thomas M. O'Leary</td>
<td>Ohio Rail Development Commission, 50 W Broad St, 15th Floor, Columbus, OH 43215</td>
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</table>
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IAN MUIR
BUNGE CORPORATION
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MIKE SPAHIS
FINA OIL & CHEMICAL CO.
8380 NORTH CENTRAL EXPRESSWAY, STE. 1420
DALLAS TX 75206 US

W DAVID TIDHOLM
HUTCHESON & BRUNDY
1200 SMITH STREET #3300
HOUSTON TX 77002 US

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<td>WEST LAKE GROUP</td>
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<td>STEVE M COULTER</td>
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<td>UTU, GENERAL CHAIRPERSON</td>
<td>VANCOUVER WA 98660-3264 US</td>
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Records: 369
On February 10, 1998, Transtar, Inc., Elgin, Joliet and Eastern Railway Company, I & M Rail Link, LLC, and Wisconsin Central Ltd. (collectively referred to as appellants) filed an appeal (designated as EJE-18/IMRL-7/VC-17) requesting that we reverse a discovery ruling issued by Administrative Law Judge Jacob Leventhal on February 5, 1998. In his discovery decision, Judge Leventhal denied appellants' motion to compel CSX to reclassify as "Public" certain material designated by CSX as "Highly Confidential" and produced during discovery. CSX opposes appellants' appeal.

BACKGROUND

This discovery dispute relates to appellants' interrogatories and document requests directed to the primary applicants soon after applicants filed their reply statements on December 15, 1997. Appellants' discovery requests included Interrogatory No. 1 which seeks the production of any communication between CSX and other railroads concerning the Chicago terminal operations of the Indiana Harbor Belt Railroad Company subsequent to approval of the primary application. After filing initial objections, CSX provided certain documents responsive to the request, including a two-page document identified as "CSX 92 HC 000113" and "CSX 92 HC 000114" and classified by CSX as "Highly Confidential." That document is an internal CSX memorandum discussing the status of its negotiations with another Class I railroad concerning various Chicago-area construction and operating projects that have been jointly proposed by the two

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1 CSX refers to CSX Corporation and CSX Transportation, Inc. In this proceeding, Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively NS) and CSX seek approval and authorization under 49 U.S.C. 11323-25 for: (1) the acquisition of control of Conrail Inc., and Consolidated Rail Corporation (collectively Conrail); and (2) the division of Conrail's assets by and between CSX and NS. CSX, NS and Conrail are collectively referred to as applicants in this decision.
carriers. When CSX did not respond to appellants’ request to reclassify the document from “Highly Confidential” to “Public,” appellants sought an order from Judge Leventhal compelling CSX to reclassify it. At the conclusion of the February 5, 1998 discovery conference, however, Judge Leventhal denied appellants’ request to reclassify the confidentiality of the material. In his ruling, the Judge found that the document is “a unitary whole” (Tr. at 43) and that the potential harm to CSX from public release of the document outweighed the prejudice to appellants from maintaining the “Highly Confidential” designation for the material (Tr. at 44-47).

Appellants contend that Judge Leventhal’s ruling should be reversed because the prejudice standard he employed can never be met by parties such as themselves that, in seeking reclassification, have already seen the document and had the opportunity to use it. Appellants argue that the Judge’s standard focused too narrowly on the interests of those present, to the exclusion of those that were not present, such as shippers and state transportation agencies that have allegedly expressed concern about CSX’s post-transaction control over the Chicago switching district. According to appellants, because potentially interested members of the public do not know about the existence of the document, they are unable to come forward and argue for its broader distribution, even though they may have a legitimate interest in CSX’s internal assessment of its Chicago-area terminal operations. Appellants further argue that, because the contested material does not reveal internal ruminations or other details of negotiations, CSX has not shown a legitimate reason to maintain the “Highly Confidential” classification.

Appellants cite Santa Fe Southern Pacific Corp.--Control--SPT Co., 2 I.C.C.2d 709, 804-07 (1986) (SF/SP) and Union Pacific Corporation--Control and Merger--Southern Pacific Rail Corporation, Finance Docket No. 32760, Decision No. 39 (SF/SP Decision No 39), in support of their position that the Board will not allow parties to shield contradictorily damaging admissions from public scrutiny behind a “Highly Confidential”

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2 Although appellants initially sought to reclassify the entire document, on appeal they have narrowed their request to include only the second page (i.e., CSX 92 HC 000114) of CSX’s two-page document.
According to appellants, the material at issue in this case is very similar to the information that, despite the objections of the merger applicants in those proceedings, we permitted to be released to the public.

CSX contends that, because appellants have failed to show any prejudice to themselves from Judge Leventhal’s discovery ruling, they have not met the strict standards to justify overturning his decision. CSX maintains that a “Highly Confidential” designation for the contested document is justified because both pages of the document relate to its ongoing confidential negotiations with a competing railroad that likely would be compromised by public disclosure. According to CSX, the two merger decisions cited by appellants are inapplicable here because they do not involve arm’s-length business negotiations between two large, competing railroads. CSX argues that, in view of appellants’ reference to the material in their rebuttal comments, the public is already aware of the document and does not need protection by appellants or us.

DISCUSSION AND CONCLUSIONS

In this proceeding, we have delegated broad authority over discovery matters to Judge Leventhal. See Decision No. 6, slip op. at 7, 62 FR 29387, 29390. Appeals from his discovery decisions will be granted only “in exceptional circumstances to correct a clear error of judgment or to prevent manifest injustice.” 49 CFR 1115.1(c). Appeals from discovery orders “are not favored.” id., and the standards for prevailing on such appeals are “stringent.” See Decision No. 17, slip op. at 2, served July 31, 1997.

Here, Judge Leventhal exercised his discretion by considering all the factors, balancing the prejudice to CSX as against the prejudice to appellants, and ultimately denying appellants’ declassification request. The exercise of such discretion by Judge Leventhal is entirely within the

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3 In SF/SP, our predecessor, the Interstate Commerce Commission (ICC), referred to a strategic assessment study prepared under the direction of the SF/SP applicant’s chairman and board of directors to determine the company’s future course of business. The ICC concluded that, by not objecting to public cross examination on the material, the applicant effectively waived any claim of privilege to which it otherwise might have been entitled. Id. at 805, n.98. In UP/SP Decision No. 39, we affirmed a discovery ruling by Administrative Law Judge Jerome Nelson requiring public release of a passage from a board of directors’ presentation that the UP/SP applicants maintained was proprietary and highly confidential. We found that the information that applicants sought to suppress was not commercially sensitive in the traditional sense, and that there was no clear error of judgment or manifest injustice in Judge Nelson’s ruling. Slip op. at 2.
scope of his authority in this proceeding. Because appellants have not demonstrated that Judge Leventhal’s discovery ruling constitutes a clear error of judgment or manifest injustice, the appeal will be denied.

In previous decisions, when considering a request to make public certain confidential information filed under seal, we have focused on whether a lower level of classification would assist a party in making its case:

We resolve any doubts as to the need for confidentiality in favor of protecting the asserted confidentiality unless the opposing party can show that the removal of the designation is necessary for it to make its case, to argue an appeal adequately, or to satisfy a statutory goal.

Appellants contend that CSX’s internal document should be an essential component of our consideration, on the record, of the impact of the primary application on the public interest. EJE-18/IMRL-7/ WC-17 at 2. By citing to, and including, the document in their rebuttal comments, appellants have accomplished that goal. The document already is in the record and we can consider it however we deem fit. See EJE-17/IMRL-6 and WC-16. Appellants do not show any injury to themselves by Judge Leventhal’s denial of their request and maintaining CSX’s designation of “Highly Confidential.” Accordingly, public disclosure is not needed to assist appellants in making their case or us in our deliberations on the merits of the proposed consolidation.

We do not find the decisions in SF/SP and UP/SP Decision No. 39, as cited by appellants, controlling. In both proceedings, the ICC in SF/SP and the Board in UP/SP found that the challenged material consisted of broadly revealing statements by principals of the carrier-applicants and that, in the context of the pending rail mergers, the statements were not confidential or commercially sensitive in the traditional sense. Here, however, CSX has shown, and Judge Leventhal has agreed, that the challenged material consists of CSX’s internal assessment of ongoing

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4 Id. See also Decision No. 58, slip op. at 3, served December 5, 1997, where we affirmed Judge Leventhal after finding that he exercised his discretion in denying discovery as to applicants’ additional interrogatory requests.

5 See Arizona Public Service Company and Pacificorp. v. The Atchison, Topeka and Santa Fe Railway Company. No. 41185 (STB served July 29, 1997), slip op. at 4-5. (Motion objecting to confidential designation denied because movant’s counsel does not need to share confidential information with carrier’s management in order to make its case). See also Lower Colorado River Authority and City of Austin, TX v. Missouri--Kansas--Texas Railroad Company. No. 40155 (ICC served May 24, 1988), slip op. at 1. (Motion for leave to disclose protected material, including construction plans, denied where movant “failed to demonstrate why it is essential for its employees to review the confidential documents in the preparation of its reply”).
business negotiations conducted at arm’s length between CSX and a competing railroad. On its face, such confidential and commercially sensitive information is entitled to a “Highly Confidential” classification, and we are not inclined to overrule Judge Leventhal’s discovery ruling that CSX’s document may keep such a designation. The standard for overturning the judge’s discovery decision is a strict one. Appellants have failed to meet it.

This action will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. The appeal in EJE-18/IMRL-7/WC-17 from Judge Leventhal’s discovery decision is denied.

2. This decision is effective on its service date.

By the Board, Chairman Morgan and Vice Chairman Owen.

Vernon A. Williams
Secretary
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<td>MARK H. SIDMAN</td>
<td>WEINER &amp; BRODSKY.SIDMAN &amp; KIDER</td>
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<td>MATTIE CONDRAY</td>
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<td>LOUIS E. GITOMER</td>
<td>BALL JANIK LLP</td>
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<td>KARL MORELL</td>
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<td>HON JOHN GLENN</td>
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BAY VILLAGE OH 44140 US

C D WINEBRENNER
GENERAL CHAIRPERSON UTU
27801 EUCLID AV RM 200
EUCLID OH 44132 US

SYLVIA R. CHINN-LEVY
NEFCO
969 COLEY ROAD
AKRON OH 44320 US

CHARLES ZUMKEHR
ROETZEL & ANDREWS CO LPA
75 EAST MARKET STREET
AKRON OH 44308 US

D G STRUNK JR
GENERAL CHAIRPERSON UTU
817 KILBOURNE STREET
BELLEVUE OH 44811 US

MICHAEL J GARRIGAN
BP CHEMICALS INC
4440 WARRENSVILLE CTR RD
CLEVELAND OH 44128 US

CHARLES E ALLENBAUGH JR
EAST OHIO STONE COMPANY
2000 W BESSON ST
ALLIANCE OH 44601 US

BRAD F HUSTON
CYPRUS AMAX COAL SALES CORP
400 TECHNECENTER DRIVE STE 320
MILFORD OH 45150 US

RICHARD E. KERTH, TRANS. MGR.
CHAMPION INTERNAT'L CORP
101 KNIGHTSBRIDGE DRIVE
HAMILTON OH 45020-0001 US

ROBERT EDWARDS
EASTERN TRANSPORT AND LOGISTICS
1109 LANETTE DRIVE
CINCINNATI OH 45230 US

FAY D DUPUIS
CITY OF CINCINNATI
801 PLUM STREET
CINCINNATI OH 45202 US

MICHAEI P. FERRO
MILLENNIUM PETROCHEMICALS, INC.
11500 NORTHLAKE DRIVE
CINCINNATI OH 45249 US

HONORABLE ROB PORTMAN
U. S. HOUSE OF REPRESENTATIVES
8044 MONTGOMERY ROAD, ROOM 540
CINCINNATI OH 45236 US

F RONALDS WALKER
CITIZENS GAS & COKE UTILITY
2020 N MERIDIAN STREET
INDIANAPOLIS IN 46202-1393 US

HONORABLE DAN COATS,
UNITED STATES SENATE
1180 MARKET TOWER, 10 WEST MARKET STREET
INDIANAPOLIS IN 46204 US

J PATRICK LATZ
HEAVY LIFT CARGO SYSTEM
PO BOX 51451
INDIANAPOLIS IN 46251-0451 US

THOMAS R RYDMAN PRESIDENT
INDIAN CREEK RAILROAD COMPANY
3905 W 600 NORTH
ANDERSON IN 46011 US

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PO BOX 554
KOKOMO IN 46903-0554 US

02/23/1998  Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'
NICOLE HARVEY  
The Dow Chemical Company  
2020 Dow Center  
Midland MI 48674 US

LARRY B. KARES  
Transportation Building  
P.O. Box 30050  
425 West Ottawa  
Lansing MI 48909 US

T SCOTT BANNISTER  
T Scott Bannister and Associates  
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Des Moines IA 50309 US

LEO J. WASESCHA  
Gold Medal Division - General Mills Operation  
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Minneapolis MN 55440 US

GERALD J. VINCI  
Prairie Group  
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Bridgeview IL 60455 US

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Earl L Neal & Associates  
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Chicago IL 60602-2766 US

ROGER A. SERPE  
Indiana Harbor Belt RR  
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Chicago IL 60604 US

SANDRA J. DEARDEN  
MDCO Consultants, Inc.  
407 South Dearborn, Suite 1145  
Chicago IL 60605 US

THOMAS F. MCFARLAND, JR.  
Mcfarland & Herman  
20 North Wacker Drive, Suite 1330  
Chicago IL 60606-3101 US

SCOTT A. RONEY  
Archers Daniels Midland Company  
P.O. Box 1470  
4666 Faries Parkway  
Decatur IL 62522 US

JAMES E. SHEPHERD  
Tuscola & Saginaw Bay  
P.O. Box 550  
Owosso MI 48867-0550 US

HON JOHN ENGLER  
Office of the Governor  
P.O. Box 30050  
Lansing MI 48933 US

BYRON D. OLSEN  
Felihuber Larson Fenlon & Vogt PA  
601 Second Avenue South 4200 First Bank Place  
Minneapolis MN 55402-4302 US

THOMAS R. BOBAK  
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EDWARD C. MCCARTHY  
Inland Steel Industries Inc  
30 West Monroe Street  
Chicago IL 60603 US

MARK H. SIDMAN  
Louisville & Indiana Railroad Company  
53 W. Jackson Boulevard, Ste 350  
Chicago IL 60604 US

SHELTON A. ZABEL  
Schiff Hardin & Waite  
7200 Sears Tower  
Chicago IL 60606 US

CHARLES D. BOLAM  
United Transportation Union  
1400-20th Street  
Granite City IL 62040 US

MERRILL L. TRAVIS  
Illinois Dept. of Transportation  
2300 S. Dirksen Parkway, RM 302  
Springfield IL 62703-4555 US

02/21/1998 Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'
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<td>Stephen M Coulter</td>
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<td>13303 FM 1960 West, Suite 204</td>
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<td>J D Fitzgerald</td>
<td>Utu, General Chairperson</td>
<td>400 E Evergreen Blvd Ste 217</td>
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<td>Vancouver WA 98660-3264 US</td>
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Records: 348
This decision addresses the petition for leave to intervene and request for designation as a party of record filed February 2, 1998, by the Mayor of the City of Berea, Ohio (the Mayor). In support of his petition, the Mayor lists a number of adverse environmental effects that he believes would result to the City if the Conrail acquisition was approved. In addition, the Mayor requests specific conditions designed to mitigate these environmental impacts.

In Decision No. 12 (served July 23, 1997), we stated that persons wishing to participate in the Conrail Acquisition as parties of record must file a notice to participate no later than August 7, 1997. We also noted that “an interested person does not need to be on the service list to obtain a copy of the primary application or any other filing made in this proceeding.” Id. at 19. On October 7, 1997, we issued a Notice to the Parties, appended the final service list, and noted that we would address each late-filed notice to participate on a case-by-case basis. See Notice to the Parties (Decision No. 43).

Subsequently, we have permitted some late-filed additions and corrections to the service list. See Notice to the Parties served December 5, 1997 (Decision No. 57). Here, however, the Mayor’s concerns will be thoroughly considered through our environmental review process conducted pursuant to the National Environmental Policy Act. Because the Mayor’s concerns are being considered in our analysis of potential environmental impacts, he is fully participating through that process and need not be a party of record. Therefore, the Mayor’s requests will be denied.
It is ordered:

1. The Mayor of Berea's request for leave to intervene and seek designation as a party of record is denied.

2. This decision is effective on its service date.

By the Board, Vernon A. Williams, Secretary.

Vernon A. Williams
Secretary
SERVICE LIST FOR: 20-feb-1998 STB FD 33388 0

CSX CORPORATION AND CSX TRANSPORTATION

STEPHEN M FONTAINE
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AUGUSTA ME 04333 US

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NO BILLERICA MA 01862 US

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JOHN D CIRAME
COMMONWEALTH OF MASSACHUSETTS
TEN PARK PLAZA
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R I DEPT OF TRANSPORTATION
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ME DEPARTMENT OF TRANSPORTATION
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MONTPELIER VT 05633-5001 US

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SECAUCUS NJ 07094-1588 US

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UNION CAMP CORPORATION
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VINELAND NJ 08360 US

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MCHUGH & SHERMAN
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NEW YORK NY 10005 US

02/20/1998 Standing selected: 'ALJ', 'GOV', 'MOC', 'POR' Page 1
SERVICE LIST FOR: 20-feb-1998 STB FD 33388 OCSX CORPORATION AND CSX TRANSPORTATION

ANTHONY BOTICALC
UTU
420 LEXINGTON AVENUE ROOM 459-460
NEW YORK NY 10017 US

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LAW DEPT., SUITE 67E
ONE WORLD TRADE CENTER
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152 WASHINGTON AVENUE
ALBANY NY 12210 US

HONORABLE ALFONSE M. D'AMATO
UNITED STATES SENATE
LEO O'BRIEN OFFICE BUILDING, ROOM 420
ALBANY NY 12207 US

DIANE SEITZ
CENTRAL HUSDON GAS & ELECTRIC CORP
284 SOUTH AVENUE
POUGHKESIE NY 12601 US

DANIEL B. WALSH
BUSINESS COUNCIL OF NEW YORK STATE,INC.
152 WASHINGTON AVENUE
ALBANY NY 12210 US

ANGELO J CHICK JR, LOCAL CHAIRMAN
P.O. BOX 908
48398 OLD GOOSE BAY ROAD
REDWOOD NY 13679 US

IRWIN L. DAVIS
1900 STATE TOWER BLDG.
SYRACUSE NY 13202 US

SHEILA MECK HYDE CITY ATTORNEY
CITY HALL
342 CENTRAL AVENUE
DUNKIRK NY 14048 US

GARY EDWARDS
SOMERSET RAILROAD
7725 LAKE ROAD
BARKER NY 14012 US

HONORABLE ALFONSE D'AMATO
UNITED STATES SENATE
111 W. HURON STREET, ROOM 620
BUFFALO NY 14202 US

JOHN F COLLINS
COLLINS, COLLINS, & KANTOR PC
267 NORTH STREET
BUFFALO NY 14201 US

ERNEST J IERARDI
NIXON HARGRAVE DEVANS DOYLE LLP
PO BOX 1051
CLINTON SQUARE
ROCHESTER NY 14603-1051 US

JEANNE WALDOCK
107 GRANT COURT
ORLEAN NY 14760 US

H DOUGLAS MIDKIFF
65 WEST BROAD ST STE 101
ROCHESTER NY 14614-2210 US

HENRY M. WICK, JR.
WICK, STREIFF, ET AL
1450 TWO CHATHAM CENTER
PITTSBURGH PA 15219 US

ROBERT J HENEFELD
PPG INDUSTRIES INC
ONE PPG PLACE
PITTSBURGH PA 15272 US

DAVID W. DONLEY
3361 STAFFORD ST
PITTSBURGH PA 15204-1441 US

JOHN A. VUONO
VUONO & GRAY
2310 GRANT BUILDING
PITTSBURGH PA 15219 US

02/20/1998  Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'
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<tr>
<td>Honorable Thomas J Ridge</td>
<td>Governor, Commonwealth of Pennsylvania</td>
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<td>225 Main Capitol Building</td>
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<td>D J O'Connell</td>
<td>General Chairperson UTU</td>
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<tr>
<td>John J Coscia, Executive Dir</td>
<td>Delaware Valley Regional Planning Com</td>
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<td>Hon Joseph R Biden, Jr.</td>
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</table>

02/20/1998
SERVICE LIST FOR: 20-feb-1998 STB FD 33388 O CSX CORPORATION AND CSX TRANSPORTATION

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<tr>
<th>Name</th>
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<tr>
<td>Keith A. Klindworth</td>
<td>U.S. Dept of Agriculture, P.O. Box 96456</td>
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<td>Eileen S. Stommes, Director</td>
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<td>Thomas A. O'Brien</td>
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<td>Judge Jacob Leventhal</td>
<td>Office of Hearings, Federal Energy Regulatory Commission, 888 - 1st St, N.E. Ste 11F, Washington DC 20426</td>
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<td>Hon. John Glenn</td>
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02/20/1998  Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'  Page 11
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Records: 348
On January 23, 1998, the Northeast Ohio Four County Regional Planning and Development Organization (NEFCO), on behalf of METRO Regional Transit Authority (MRTA), filed a petition (designated as MRTA-3) for leave to file supplemental comments to the rebuttal of applicants. In its petition, NEFCO maintains that its supplemental comments are necessary to address misleading statements made by applicants and to respond to new evidence that became available after it filed comments and a request for conditions. In its supplemental comments, NEFCO argues that applicants, in their rebuttal statement, confused another transit authority for MRTA and that Conrail, while earlier indicating a willingness to negotiate over NEFCO's request for operating rights in Cleveland, OH, expressed adamant opposition to such a request on rebuttal.

Applicants maintain that NEFCO, as a party that filed only comments and a request for conditions, is not entitled to submit supplemental or rebuttal evidence as if it were a party that had filed a responsive or inconsistent application. Applicants further contend that statements made on rebuttal do not constitute new evidence that would permit NEFCO to file supplemental comments.

1 "Applicants" refers to CSX Corporation and CSX Transportation, Inc. (collectively CSX), Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively NS), and Conrail Inc. and Consolidated Rail Corporation (collectively Conrail). In this proceeding, applicants seek approval and authorization under 49 U.S.C. 11323-25 for: (1) the acquisition by CSX and NS of control of Conrail; (2) the division of Conrail's assets by and between CSX and NS.

2 NEFCO tendered the supplemental comments (MRTA-4) with its petition for leave to file such comments.
The petition will be denied and the supplemental statement will be rejected. Parties filing comments, protests, and requests for conditions, as in the case of NEFCO, are not permitted to file rebuttal in support of those pleadings. Parties filing inconsistent and/or responsive applications have the right to file rebuttal evidence, while parties simply commenting, protesting, or requesting conditions do not. See Decision No. 6, slip op. at 6, served May 30, 1997, and published that date at 62 FR 29387, 29390 and prior rail consolidation decisions cited therein. Applicants' statements made on rebuttal here do not constitute new evidence. NEFCO's apparent position that any rebuttal constitutes new evidence would result in there being no end to evidentiary submissions. Moreover, because NEFCO's supplemental assertions are in the nature of argument in support of its request for conditions, it can submit those assertions in its brief due on or before February 23, 1998.

This decision will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. NEFCO's petition to submit supplemental comments (MRTA-3) is denied. NEFCO's supplemental comments (MRTA-4) are rejected.

2. This decision is effective on its service date.

By the Board, Vernon A. Williams, Secretary.

Vernon A. Williams
Secretary
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