BOARD GRANTS REQUEST BY CSX AND NS TO ELIMINATE CERTAIN REPORTING RELATED TO OPERATIONAL MONITORING OF THE CONRAIL TRANSACTION

Surface Transportation Board (Board) Chairman Linda J. Morgan reported today that the Board’s Director of the Office of Compliance and Enforcement (OCE) has approved a joint request of the “CSX” and “NS” railroads to eliminate their filing of weekly and monthly operational monitoring reports containing both confidential and non-confidential data related to the implementation of the “Conrail merger” transaction. This action will become effective after the submission of the weekly reports for the week ending June 28, 2002, and the monthly report for the period ending June 30, 2002. The weekly reporting required of the Shared Assets Areas, however, will continue, given the unique importance of those areas to the overall benefits of the transaction.

Chairman Morgan noted that, since the difficulties following the June 1, 1999 implementation of CSX and NS operations over Conrail lines, the systemwide operations of CSX and NS have continued to improve, as have those for the Conrail Shared Assets Operator. This
systemwide improvement was described in a recent report to the Board by OCE, which indicated improvement in critical operational metrics such as average system terminal dwell hours, average system train velocity, and total cars-on-line by as much as 21 percent, 37 percent, and 20 percent, respectively, since June 1, 1999, and corridor on-time performance being maintained at about 80 percent. In its report, OCE also noted that the “Buffalo Hot Lines” instituted by NS and CSX in response to concerns raised by the Board and others about service in the Buffalo area reportedly have not been used by shippers in more than a year, and that, while the carriers have not so suggested, it would appear that these could also be eliminated.

Chairman Morgan also noted that, as pointed out in the joint request by CSX and NS, publicly available operational metrics will continue to be filed weekly as part of Class I railroad reporting through the Association of American Railroads, and will be placed by the railroads on their respective web sites. In addition, the joint request of CSX and NS to eliminate reporting to the Board and OCE’s letter granting the request, as well as OCE’s report on their operations, are available to the public in the correspondence section of STB Finance Docket No. 33388.
SURFACE TRANSPORTATION BOARD ISSUES DECISION
ON PRIVATELY NEGOTIATED SETTLEMENT AGREEMENT
BETWEEN “CSX” & “FOUR CITY CONSORTIUM”

Surface Transportation Board (Board) Chairman Linda J. Morgan announced today that
the Board has issued a decision addressing the January 31, 2001 settlement agreement between
CSX Transportation, Inc. (CSX), and the Cities of East Chicago, Hammond, Gary, and Whiting,
Indiana (the Four City Consortium), on environmental issues arising out of the Conrail
transaction.¹ This agreement supplements an October 26, 1998 settlement agreement between
these parties, and reflects the Board’s preference for private-sector resolution.

In connection with Board-approved transactions, the agency encourages privately
negotiated agreements between railroad merger applicants and affected communities to address
specific environmental and safety concerns because these agreements can be more broadly

¹CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and
Norfolk Southern Railway Company—Control and Operating Leases/Agreements—Conrail Inc.
and Consolidated Rail Corporation, STB Finance Docket No. 33388, Decision No. 89, issued to
the public on July 23, 1998.
responsive and effective than government-imposed mitigation. And the Board, as here, requires compliance with the terms of such agreements submitted to it by imposing appropriate environmental conditions encompassing those terms, which then replace any local and site-specific mitigation previously imposed by the Board as a condition to approval.

To more effectively address the issue of blocked rail-highway grade crossings, this agreement, among other things, provides for additional modifications to CSX train operations and more cooperation between the railroad and the local communities on grade crossing matters. The agreement also addresses certain other rail-related issues of concern to the communities. The successful negotiations between CSX and the Four City Consortium serve as a prime example of parties reaching a mutually beneficial agreement that recognizes in a balanced way both the economic significance of freight railroad activity and the important community concerns about grade-crossing safety and quality-of-life.

The Board issued its decision today in the case entitled 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, STB Finance Docket No. 33388, Decision No. 189. A printed copy of the decision is available for a fee by contacting Da-To-Da Office Solutions, Room 405, 1925 K Street, NW, Washington, DC 20006, telephone (202) 293-7776, or by e-mailing Da_To_Da@hotmail.com. The decision also is available for viewing and downloading via the Board’s website at www.stb.dot.gov.

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In Decision No. 89, served July 23, 1998, we approved, subject to certain conditions, including environmental mitigation conditions, the acquisition of control of Conrail Inc. and Consolidated Rail Corporation (collectively, Conrail) and the division of Conrail's assets by CSX Corporation and CSX Transportation, Inc. (collectively, CSX) and Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively, NS). CSX and NS are referred to as applicants.

On May 3, 2001, CSX provided us with a copy of a settlement agreement between CSX and the Cities of East Chicago, Hammond, Gary, and Whiting, IN (the Four City Consortium) executed on January 31, 2001. CSX explains that this settlement agreement supplements the October 26, 1998 settlement agreement between the Four City Consortium and CSX that was imposed as a condition in the Board's Decision No. 114, served February 5, 1999. CSX requests that the Board amend Decision No. 89 (as amended by Decisions No. 96, served October 19, 1998, addressing petitions for reconsideration and/or clarification, and No. 114) by adding this agreement to the list of Negotiated Agreements entered into by CSX set forth in Decision No. 89 at Appendix Q, Environmental Condition No. 51 (slip op. at 420-21). CSX states that the Four City Consortium concurs with the request.

In view of the January 31, 2001 settlement agreement between CSX and the Four City Consortium, we will amend Item 10 of the CSX Subsection of Environmental Condition No. 51 of Appendix Q in Decision No. 89 to include the January 31, 2001 settlement agreement that supplements the October 26, 1998 settlement agreement.
This action will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. This proceeding is reopened.

2. In accordance with the settlement agreement between CSX and the Four City Consortium, executed on January 31, 2001, Item 10 of the CSX Subsection of Environmental Condition No. 51 of Appendix Q of Decision No. 89 is amended, to read as follows:

10. The Cities of East Chicago, Hammond, Gary, and Whiting, IN (also known as the Four City Consortium or the Four Cities), settlement agreements dated October 26, 1998, and January 31, 2001.

3. This decision shall be effective on the date of service.

By the Board, Chairman Morgan, Vice Chairman Clyburn, and Commissioner Burkes.

Vernon A. Williams
Secretary
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<td>DURKIN &amp; BOGGIA ESQS</td>
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<td>METRO-NORTH COMMUTER RAILROAD COMPANY</td>
<td>347 MADISON AVENUE</td>
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<td>NEW YORK NY 10017-3706 US</td>
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06/18/2001
JAMES W HARRIS
THE METROPOLITAN PLANNING ORGANIZATION
1 WORLD TRADE CENTER STE 82 EAST
NEW YORK NY 10048-0043 US

R. LAWRENCE MCCAFFREY, JR.
NEW YORK & ATLANTIC RAILWAY
405 LEXINGTON AVENUE 50TH FLOOR
NEW YORK NY 10174 US

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

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

SHEILA MECK HYDE
CITY HALL
342 CENTRAL AVENUE
DUNKIRK NY 14048 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

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

M E PETRUCCELLI
PPG INDUSTRIES INC
ONE PPG PLACE
PITTSBURGH PA 15272 US

RICHARD R WILSON
1126 EIGHT AV STE 403
ALTOONA PA 16602 US

HUGH H. WELSH
LAW DEPT., SUITE 67E
ONE WORLD TRADE CENTER
NEW YORK NY 10048-0202 US

SAMUEL J NASCA
UTU STATE LEGISLATIVE DIRECTOR
35 FULLER ROAD SUITE 205
ALBANY NY 12205 US

DIANE SEITZ
CENTRAL HUDSON GAS & ELECTRIC CORP
284 SOUTH AVENUE
POUGHKEEPSIE NY 12601 US

GARY EDWARDS
SOMERSET RAILROAD
7725 LAKE ROAD
BARKER NY 14012 US

IRVING J RUBIN
P O BOX 243
YOUNGSTOWN NY 14174 US

R W GODWIN
BROTHERHOOD OF LOCOMOTIVE ENGINEERS
810 ABBOTT ROAD SUITE 200
BUFFALO NY 14220 US

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

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

HENRY M. WICK, JR.
WICK STREIFF ET AL
1450 TWO CHATHAM CENTER
PITTSBURGH PA 15219-3427 US

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

D W DUNLEVY
STATE LEGISLATIVE DIRECTOR UTU
230 STATE STREET PA AFL-CIO BLDG 2ND FLOOR
HARRISBURG PA 17101 US
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<td>KURT W CARR</td>
<td>BUREAU FOR HISTORIC PRESERVATION P.O. BOX 1026 HARRISBURG PA 17108-1026 US</td>
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<td>RICHARD A GEIST</td>
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<td>KELLER &amp; HECKMAN LLP 1001 G ST NW SUITE 500 WEST WASHINGTON DC 20001 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 &amp; EWING P.O BOX 796 213 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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<tr>
<td>FREDERICK H SCHRANCK</td>
<td>PO BOX 778 DOVER DE 19903 US</td>
</tr>
<tr>
<td>PETER A GILBERTSON</td>
<td>REGIONAL RRS OF AMERICA 122 C ST NW STE 850 WASHINGTON DC 20001 US</td>
</tr>
<tr>
<td>JAMES HOWARD</td>
<td>COALITION OF NORTHEASTERN GOVERNORS 400 NORTH CAPITOL STREET, SUITE 382 WASHINGTON DC 20001 US</td>
</tr>
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</table>
SERVICE.LIST FOR: 18-jun-2001 STB FD 33388 0

CSX CORPORATION AND CSX TRANSPORTATION INC

CHARLES A SPITULNIK
MCLEOD WATKINSON & MILLER
ONE MASSACHUSETTS AVENUE NW SUITE 800
WASHINGTON DC 20001-1401 US

DONALD F GRIFFIN, ASSISTANT GENERAL COUNSEL
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES
10 G STREET NE STE 460
WASHINGTON DC 20002 US

RICHARD G SLATTERY
AMTRAK
60 MASSACHUSETTS AVENUE N E
WASHINGTON DC 20002 US

WILLIAM A MULLINS
TROUTMAN SANDERS LLP
401 NINTH STREET NW SUITE 1000
WASHINGTON DC 20004 US

J MICHAEL HEMMER
COVINGTON & BURLING
1201 PENNSYLVANIA AVENUE NW
WASHINGTON DC 20004 US

PAUL REISTRUP
CSX TRANSPORTATION INC
1331 PENNSYLVANIA NW STE 500
WASH DC 20004 US

DREW A HARKER
ARNOLD & PORTER
555 TWELFTH STREET NW
WASHINGTON DC 20004 US

GEORGE W MAYO JR
HOGAN & HARTSON LLP
555 THIRTEENTH STREET NW COLUMBIA SQUARE
WASHINGTON DC 20004-1109 US

ERIC VON SALZEN
HOGAN & HARTSON
555 THIRTEENTH STREET N W
WASHINGTON DC 20004-1109 US

MARY GABRIELLE SPRAGUE
ARNOLD & PORTER
555 TWELFTH STREET NW
WASHINGTON DC 20004-1202 US

DENNIS G LYONS
ARNOLD & PORTER
555 TWELFTH STREET NW, STE 940
WASHINGTON DC 20004-1206 US

ROBERT A WIMBISH ESQ
HARKINS CUNNINHMG
801 PENNSYLVANIA AVE NW
WASHINGTON DC 20004-2664 US

ALICE C SAYLOR
AMERICAN SHORT LINE & REGIONAL RAILROAD ASSOCIATION
1120 G STREET NW SUITE 520
WASHINGTON DC 20005 US

KARL MORELL
BALL JANIK LLP
1455 F STREET NW SUITE 225
WASHINGTON DC 20005 US

L JOHN OSBORN
SONNENSCHEIN NATH & ROSENTHAL
1301 K STREET NW STE 600 EAST
WASH DC 20005 US

LOUIS E GITOMER
BALL JANIK LLP
1455 F STREET NW SUITE 225
WASHINGTON DC 20005 US

BRUNO MAESTRI
NORFOLK SOUTHERN CORPORATION
1500 K STREET SUITE 375
WASHINGTON DC 20005 US

RICHARD S EDELMAN
O'DONNELL SCHWARTZ ANDERSON P C
1300 L ST NW #1200
WASHINGTON DC 20005 US

DANIEL DUFF
AMERICAN PUBLIC TRANSPORTATION ASSOCIATION
1201 NEW YORK AV NW, STE 400
WASHINGTON DC 20005 US

NEAL R GROSS
COURT REPORTERS AND TRANSCRIBERS
1323 RHODE ISLAND AV NW
WASHINGTON DC 20005-3701 US

JAMES R WEISS
PRESTON GATES ELLIS ET AL
1735 NEW YORK AVENUE NW SUITE 500
WASHINGTON DC 20006 US

SCOTT M ZIMMERMAN
ZUCKERT SCOTT & RASENBERGER LLP
888 SEVENTEENTH STREET NW
WASHINGTON DC 20005 US

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<td>FOLEY &amp; LARDNER</td>
<td>888 SIXTEENTH ST., N.W. WASHINGTON DC 20006 US</td>
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<td>ANDREW R. PLUMP</td>
<td>ZUCKERT, SCOUTT &amp; RASENBERGER, LLP</td>
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<td>FOLEY &amp; LARDNER</td>
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<td>SHERRI LEHMAN</td>
<td>DIRECTOR OF CONGRESSIONAL AFFAI</td>
<td>CORN REFINERS ASSOC 1701 PA AV NW WASH DC 20006-5805 US</td>
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<td>DAVID K MONROE</td>
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<td>PAUL M DONOVAN</td>
<td>LAROE WINN MOERMAN &amp; DONOVAN</td>
<td>3900 HIGHWOOD COURT NW WASHINGTON DC 20007 US</td>
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<td>JOHN H BROADLEY</td>
<td>JOHN H BROADLEY &amp; ASSOCIATES P C</td>
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<td>MICHAEL F MCBRIDE</td>
<td>LEBEUF LAMB GREENE &amp; MACRAE</td>
<td>1875 CONNECTICUT AVENUE NW WASHINGTON DC 20009-5728 US</td>
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<tr>
<td>HAROLD P QUINN JR</td>
<td>NATIONAL MINING ASSOCIATION</td>
<td>1130 17TH STREET NW WASHINGTON DC 20036 US</td>
</tr>
<tr>
<td>MICHEAL F MCBRIDE</td>
<td>LEBEUF LAMB GREENE &amp; MACRAE</td>
<td>1875 CONNECTICUT AVENUE NW WASHINGTON DC 20009-5728 US</td>
</tr>
<tr>
<td>JOHN D HEFFNER</td>
<td>REA CROSS &amp; AUCHINCLOSs</td>
<td>1707 L STREET, NW, STE 570 WASHINGTON DC 20036 US</td>
</tr>
<tr>
<td>PAUL D COLEMAN</td>
<td>HOPPEL MAYER &amp; COLEMAN</td>
<td>1000 CONNECTICUT AVENUE NW SUITE 400 WASHINGTON DC 20036 US</td>
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<tr>
<td>PETER A GREENE</td>
<td>THOMPSON HINE FLORY</td>
<td>1920 N STREET N W SUITE 800 WASHINGTON DC 20036 US</td>
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<tr>
<td>EDWARD WYTKIND</td>
<td>EXECUTIVE DIRECTOR</td>
<td>TRANSPORTATION TRADES DEPARTMENT, AFL-CIO 1025 CONNECTICUT AVE NW SUITE 1005 WASHINGTON DC 20036 US</td>
</tr>
<tr>
<td>PAUL H LAMBOLEY</td>
<td>1717 N STREET NW WASHINGTON DC 20036 US</td>
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</table>
SERVICE LIST FOR: 18-jun-2001 STB FD 33388 0
CSX CORPORATION AND CSX TRANSPORTATION

RICHARD S EDELMAN
O’DONNELL SCHWARTZ & ANDERSON PC
1900 L STREET NW SUITE 707
WASHINGTON DC 20036 US

STEPHEN H BROWN
VORYS SALTER SEYMOUR AND PEASE
1828 L STREET NW
WASHINGTON DC 20036 US

KARYN A BOOTH
THOMPSON HINE & FLORY LLP
1920 N STREET, NW & FLORY LLP
WASHINGTON DC 20036 US

KEITH G OBIEN
REA CROSS AND AUCHINCLOSS
1707 L STREET NW STE 570
WASHINGTON DC 20036 US

CHRISTOPHER A MILLS
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036 US

WILLIAM G MAHONEY
HIGHSAW, MAHONEY & CLARKE
1050 SEVENTEENTH STREET NW SUITE 210
WASHINGTON DC 20036 US

FRITZ R KAHN
1920 N STREET NW 8TH FLOOR
WASHINGTON DC 20036-1601 US

FREDERIC L WOOD
THOMPSON HINE LLP
1920 N STREET
WASHINGTON DC 20036-1601 US

ROSE-MICHELE WEINRYB
WEINER BRODSKY SIDMAN & KIDER
1300 19TH STREET NW 5TH FLOOR
WASHINGTON DC 20036-1609 US

TIMOTHY M WALSH
STEPHAN & JOHNSON
1330 CONNECTICUT AVENUE N W
WASHINGTON DC 20036-1795 US

SAMUEL M SIPE JR
STEPHAN & JOHNSON LLP
1330 CONNECTICUT AVENUE NW
WASHINGTON DC 20036-1795 US

KEVIN M SHEYS
KIRKPATRICK & LOCKHART LLP
1800 MASSACHUSETTS AVENUE NW 2ND FLOOR
WASHINGTON DC 20036-1800 US

EDWARD J FISHMAN
KIRKPATRICK & LOCKHART LLP
1800 MASSACHUSETTS AVENUE, N.W., 2ND FLOOR
WASHINGTON DC 20036-1800 US

JOSEPH GUERRIERI, JR.
GUERRIERI, EDMOND & CLAYMAN, PC
1625 MASSACHUSETTS AVE., NW. STE 700
WASHINGTON DC 20036-2243 US

DEBRA L WILLEN
GUERRIERI EDMOND & CLAYMAN PC
1625 MASSACHUSETTS AVENUE, N.W., STE 700
WASHINGTON DC 20036-2243 US

DONALD G AVERY
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036-3003 US

KELVIN J DOWD
SLOVER & LOFTUS
1224 17TH STREET NW
WASHINGTON DC 20036-3003 US

WILLIAM L SLOVER
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036-3003 US

SCOTT N STONE
O’DONNELL SCHWARTZ ANDERSON PC
1900 L ST #707
WASHINGTON DC 20036-5023 US

ANDREW P GOLDSTEIN
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

DANIEL J SWEENEY
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

JOHN M CUTLER JR
MCCARTHY SWEENEY HARKAWAY PC
2175 K STREET NW
WASHINGTON DC 20037 US

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<th>Name</th>
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<td>HON JACK REED</td>
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<td>HONORABLE ROBERT BYRD</td>
<td>United States Senate Washington DC 20510-6025 US</td>
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<td>HONORABLE JAMES MALONEY</td>
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<td>HON ELIOT L ENGEL</td>
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<td>HON GARY ACKERMAN</td>
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<td>WASHINGTON DC 20515 US</td>
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</tbody>
</table>
THOMAS E SCHICK
AMERICAN CHEMISTRY COUNCIL
1300 WILSON BOULEVARD
ARLINGTON VA 22209 US

FRANCIS G MCKENNA
ANDERSON & PENDLETON
206 N WASHINGTON STREET SUITE 330
ALEXANDRIA VA 22314 US

ROBERT E MARTINEZ
VA SECRETARY OF TRANSPORTATION
P. O. BOX 1475
RICHMOND VA 23218 US

JOHN W SNOW
CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER
P. O. BOX 85629
RICHMOND VA 23285-5629 US

PARKERSON B MAQUILLING
NORFOLK SOUTHERN CORPORATION
THREE COMMERCIAL PLACE, LAW DEPT
NORFOLK VA 23510 US

JAMES A HIXON
SENIOR VICE PRESIDENT, EMPLOYEE RELATIONS NOR
THREE COMMERCIAL PLACE
NORFOLK VA 23510-2191 US

HONORABLE JOHN WARNER
UNITED STATES SENATE
235 FEDERAL BUILDING
ABINGDON VA 24210-0887 US

TERRELL ELLIS
CAEWV
P.O. BOX 176
CLAY WV 25043 US

SCOTT M SAYLOR
NORTH CAROLINA RAILROAD COMPANY
3200 ATLANTIC AV STE 110
RALEIGH NC 27604-1640 US

J R BARBEE
GENERAL CHAIRPERSON UTU
441 N LOUISIANA AVE STE Q
ASHEVILLE NC 28806-3791 US

PAUL R. HITCHCOCK
CSX TRANSPORTATION LAW DEPARTMENT
500 WATER STREET SC J-150
JACKSONVILLE FL 32202 US

WILLIAM P. JACKSON, JR.
JACKSON & JESSUP, P. C.
P O BOX 1240
3426 NORTH WASHINGTON BLVD
ARLINGTON VA 22210 US

KENNETH E STEGEL
AMERICAN TRUCKING ASSOC INC
2200 MILL ROAD
ALEXANDRIA VA 22314-4677 US

MICHAEL J RUEHLING
CSX CORPORATION
ONE JAMES CENTER
RICHMOND VA 23219 US

DAVID A SHELTON
NORTHERN SOUTHERN
THREE COMMERCIAL PLACE
NORFOLK VA 23510 US

L P KING JR
GENERAL CHAIRPERSON UTU
145 CAMPBELL AVE SW STE 207
ROANOKE VA 24011 US

R K SARGENT
GENERAL CHAIRPERSON UTU
1319 CHESTNUT STREET
KENOVA WV 25530 US

VAUGHN R GROVES
PITTSTON COAL COMPANY
PO BOX 5100
LEBANON VA 24266 US

E NORRIS TOLSON
NC DEPT OF TRANSPORTATION
P. O. BOX 25201
1 S. WILINGTON STREET
RALEIGH NC 27611 US

HONORABLE DAVID M BEASLEY
GOVERNOR
P. O. BOX 11369
COLUMBIA SC 29211 US

JOHN W. HUMES, JR.
CSX TRANSPORTATION
SPEED CODE J-150
500 WATER STREET
JACKSONVILLE FL 32202 US
SERVICE LIST FOR: 18-jun-2001 STB FD 33388 0

CSX CORPORATION AND CSX TRANSPORTATION

RON MARQUARDT
LOCAL UNION 1810 UMWA
58659 EILEEN ST.
RAYLAND OH 43943 US

MAYOR VINCENT M URBIN
150 AVON Belden RD
AVON LAKE OH 44012 US

BARBARA O'KEEFE
VILLAGE OF WELLINGTON
115 WILLARD MEMORIAL SQ
WELLINGTON OH 44090 US

ANITA R BRINDZA
THE ONE FIFTEEN HUNDRED BUILDING
11500 FRANKLIN BLVD SUITE 104
CLEVELAND OH 44102 US

DANIEL R ELLIOTT III
ASST GENERAL COUNSEL UNITED TRANSPORTATION UNION
14600 DETROIT AVENUE
CLEVELAND OH 44107-4250 US

CLARENCE MONIN INTERNATIONAL PRES
BROTHERHOOD OF LOCOMTIVE ENGINEERS MEZZANINE
1370 ONTARIO STREET
CLEVELAND OH 44113 US

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

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

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

RICHARD E KERTH
CHAMPION INTERNATIONAL CORPORATION
101 KNIGHTSBRIDGE DRIVE
HAMILTON OH 45020-0001 US

CLARENCE TURNQUIST
INTERNATIONAL LONGSHOREMEN'S ASSOCIATION
C/O 2125 TRYON ROAD
ASHTABULA OH 44004 US

CHARLES S HESSE
CHARLES HESSE ASSOCIATES
7777 BAINBRIDGE ROAD
CHAGRIN FALLS OH 44023-2124 US

COLETTA MCNAMEE SR
CUDELL IMPROVEMENT INC
11500 FRANKLIN BLVD STE 104
CLEVELAND OH 44102 US

CLINTON J MILLER III
UNITED TRANSPORTATION UNION
14600 DETROIT AVENUE
CLEVELAND OH 44107-4250 US

C L LITTLE
INTERNATIONAL PRESIDENT UTU
14600 DETROIT AVENUE
CLEVELAND OH 44107-4250 US

CHRISTOPHER C MCCracken
ULMER & BERNE LLP
1300 EAST NINTH STREET SUITE 900
CLEVELAND OH 44114 US

DAVID ROLOFF
ROLOFF & STEIN
526 SUPERIOR AVENUE EAST SUITE 1440
CLEVELAND OH 44114 US

INAJO DAVIS CHAPPELL
ASHTA CHEMICALS INC
1300 EAST NINTH STREET SUITE 900
CLEVELAND OH 44114-1538 US

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

RANDALL C. HUNT
KRUGLIK, WILKINS, GRIFFITHS & DOUGHERTY CO.
P O BOX 36963
4775 MUNSON ST NW
CANTON OH 44735-6963 US

R A GRICE
GENERAL CHAIRPERSON UTU
817 KILBOURNE ST
BELLEVUE OH 44811-9431 US

FAY D DUPUIS
CITY OF CINCINNATI
801 PLUM STREET
CINCINNATI OH 45202 US
ROBERT EDWARDS
EASTERN TRANSPORT AND LOGISTICS
1109 LANETTE DRIVE
CINCINNATI OH 45230 US

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

MICHAEL CONNELLY
CITY OF EAST CHICAGO
4525 INDIANAPOLIS BLVD
EAST CHICAGO IN 46312 US

HONORABLE PETER J. VISCLOSKY
U. S. HOUSE OF REPRESENTATIVES
215 WEST 35TH AVENUE
GARY IN 46408 US

CHRISTOPHER J BURGER, PRESIDENT
CENTRAL RAILROAD COMPANY OF INDIANAPOLIS
PO BOX 554
KOKOMO IN 46903-0554 US

JAMES E SHEPHERD
TUSCOLA & SAGINAW BAY
PO BOX 550
OWOSSO MI 48867-0550 US

HON JOHN ENGLER
OFFICE OF THE GOVERNOR
P O BOX 30013
LANSING MI 48933 US

BYRON D OLSEN
FELHABER LARSON FENLON & VOGT PA
601 SECOND AVENUE SOUTH SUITE 4200
MINNEAPOLIS MN 55401-4302 US

GERALD J. VINCI
PRAIRIE GROUP
P. O.BOX 1123
7601 WEST 79TH STREET
BRIDGEVIEW IL 60455 US

CHRISTINE H. ROSSO
IL ASSISTANT ATTORNEY GENERAL
100 W RANDOLPH ST 13TH FLOOR
CHICAGO IL 60601 US

WILLIAM C SIPPEL
FLETCHER & SIPPEL LLC
180 N STETSON AVE STE 3125 TWO PRUDENTIAL PLA
CHICAGO IL 60601-6721 US

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

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

HAMILTON L CARMOUCHE, CORPORATION COUNSEL
CITY OF GARY
401 BROADWAY 4TH FLOOR
GARY IN 46402 US

CARL FELLER
PO BOX 758
WATERLOO IN 46793-0758 US

WILLIAM A BON, GENERAL COUNSEL
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYES
26555 EVERGREEN ROAD SUITE 200
SOUTHFIELD MI 48076 US

LARRY B KARNES
MICHIGAN DEPARTMENT OF TRANSPORTATION
PO BOX 30050
425 WEST OTTAWA STREET
LANSING MI 48909 US

T SCOTT BANNISTER
T SCOTT BANNISTER AND ASSOCIATES
1300 DES MOINES BLDG 405 SIXTH AVENUE
DES MOINES IA 50309 US

LEO J WASESCHA
GOLD MEDAL DIVISION - GENERAL MILLS OPERATION
P O BOX 1113
NUMBER ONE GENERAL MILLS BULEVARD
MINNEAPOLIS MN 55440 US

RICHARD A GAVRIL
16700 GENTRY LANE NO 104
TINLEY PARK IL 60477 US

THOMAS J LITWILER
FLETCHER & SIPPEL LLC
180 NORTH STETSON AVENUE SUITE 3125 TWO PRUD
CHICAGO IL 60601-6721 US

SANDRA J DEARDEN
MDCO TRANSPORTATION MANAGEMENT LTD
165 WEST WASHINGTON SUITE 700
CHICAGO IL 60602 US
In Decision No. 186 (served May 21, 2001), the Board directed Norfolk Southern Corporation and Norfolk Southern Railway Company (referred to collectively as NS) to show, by pleading filed by June 11, 2001, why NS should not be ordered to cancel its proposed shut-down of its Hollidaysburg Car Shops.

By pleading (designated NS-82) filed June 6, 2001, NS requests that the deadline for its submission be extended 14 days (to June 25, 2001). In a response filed June 7, 2001, the petitioners in this proceeding (the Unions' and the Commonwealth of Pennsylvania) oppose NS' extension request. Among the bases for their opposition are concern about there being sufficient time in advance of NS' proposed September 1, 2001 closure of the Hollidaysburg Car Shops to resolve this matter, and the fact that the Unions' counsel will be on scheduled vacation between June 20 and July 1 will cause a loss of several days for preparation of a reply if NS' extension request is granted. To address these concerns, NS, by pleading filed on June 8, 2001 (designated NS-83), stated that, if its extension request is granted, it would not object to an extension to July 16, 2001, for petitioners' reply, and it would not close the Hollidaysburg Car Shops before October 1, 2001.

Under the circumstances, the NS extension request is reasonable and will be granted. To allow sufficient time for preparation of a response to the NS pleading that will now be due on June 25, 2001, the deadline for submissions by other parties will be extended to July 16, 2001.

The Transport Workers Union of America, the National Council of Firemen and Oilers/SEIU, the International Association of Machinists and Aerospace Workers, the International Brotherhood of Boilermakers and Blacksmiths, the International Brotherhood of Electrical Workers, the Sheet Metal Workers International Association, and the Transportation-Communications International Union are collectively referred to as the "Unions."
This action will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. The due date for the NS pleading referred to in Decision No. 186, ordering paragraph number 1, is extended to June 25, 2001. The due date for any replies to the NS pleading is extended to July 16, 2001.

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

By the Board, Vernon A. Williams, Secretary.

Vernon A. Williams
Secretary
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**CSX CORPORATION AND CSX TRANSPORTATION**

<table>
<thead>
<tr>
<th>Name</th>
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<tbody>
<tr>
<td>Paul E Crawford</td>
<td>Massachusetts Central Railroad Corporation&lt;br&gt;Two Wilbraham Street&lt;br&gt;Palmer MA 01069 US</td>
</tr>
<tr>
<td>John D Cirame, Assistant Secretary</td>
<td>Commonwealth of Mass. Exec. Office of Transp&lt;br&gt;10 Park Plaza Room 3170&lt;br&gt;Boston MA 02116-3969 US</td>
</tr>
<tr>
<td>William D Ankner Phd</td>
<td>R I Dept of Transportation&lt;br&gt;Two Capitol Hill&lt;br&gt;Providence RI 02903 US</td>
</tr>
<tr>
<td>Robert D Elder</td>
<td>Maine Department of Transportation&lt;br&gt;16 State House Station&lt;br&gt;Augusta ME 04333-0016 US</td>
</tr>
<tr>
<td>James F Sullivan</td>
<td>CT Dept of Transportation&lt;br&gt;P O Box 317546&lt;br&gt;2800 Berlin Turnpike&lt;br&gt;Newington CT 06131 US</td>
</tr>
<tr>
<td>Richard C Carpenter</td>
<td>South Western Regional Planning Agency&lt;br&gt;888 Washington Boulevard, 3rd Floor&lt;br&gt;Stamford CT 06901 US</td>
</tr>
<tr>
<td>J William Van Dyke</td>
<td>NJ Transportation Planning Authority&lt;br&gt;One Newark Center 17th Floor&lt;br&gt;Newark NJ 07102 US</td>
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<tr>
<td>Honorable Robert G. Torricelli</td>
<td>United States Senate&lt;br&gt;1 River Front Plaza, 3rd Floor&lt;br&gt;Newark NJ 07102 US</td>
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<tr>
<td>Craig Curry</td>
<td>Consolidated Rail Corporation&lt;br&gt;1000 Howard Boulevard&lt;br&gt;Mount Laurel NJ 08054 US</td>
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<tr>
<td>Lawrence Pepper, Jr</td>
<td>Gruccio Pepper&lt;br&gt;817 East Lands Ave&lt;br&gt;Vineland NJ 08360 US</td>
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<tr>
<td>James E Howard</td>
<td>90 Canal Street&lt;br&gt;Boston MA 02114 US</td>
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<tr>
<td>Hon. Edward M Kennedy</td>
<td>United States Senate&lt;br&gt;2400 John F Kennedy Federal Bldg&lt;br&gt;Boston MA 02203 US</td>
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<tr>
<td>John R Nadolny</td>
<td>14 Aviation Avenue&lt;br&gt;Portsmouth NH 03801 US</td>
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<tr>
<td>Karen E Songhurst</td>
<td>State of Vermont&lt;br&gt;133 State Street&lt;br&gt;Montpelier VT 05633-5001 US</td>
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<tr>
<td>Edward J Rodriguez</td>
<td>Housatonic Railroad&lt;br&gt;P O Box 687&lt;br&gt;8 Davis Road West&lt;br&gt;Old Lyme CT 06371 US</td>
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<tr>
<td>Michael E Strickland</td>
<td>NYK Line (North America) Inc, Senior Vice Pre&lt;br&gt;300 Lighting Way&lt;br&gt;Secaucus NJ 07094-1588 US</td>
</tr>
<tr>
<td>Edward Lloyd</td>
<td>Rutgers Environmental Law Clinic&lt;br&gt;15 Washington Street&lt;br&gt;Newark NJ 07102 US</td>
</tr>
<tr>
<td>Martin T Durkin Esq</td>
<td>Durkin &amp; Boggia Esqs&lt;br&gt;P O Box 378&lt;br&gt;71 Mt Vernon Street&lt;br&gt;Ridgefield Park NJ 07660 US</td>
</tr>
<tr>
<td>Timothy G Chelius</td>
<td>18 N East Avenue&lt;br&gt;Vineland NJ 08360 US</td>
</tr>
<tr>
<td>John F McHugh</td>
<td>McHugh &amp; Barnes P C&lt;br&gt;20 Exchange Place 51st Floor&lt;br&gt;New York NY 10005-3201 US</td>
</tr>
<tr>
<td>Anthony P. Semancik</td>
<td>347 Madison Avenue&lt;br&gt;New York NY 10017-3706 US</td>
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SERVICE LIST FOR: 08-jun-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

JAMES W HARRIS
THE METROPOLITAN PLANNING ORGANIZATION
1 WORLD TRADE CENTER STE 82 EAST
NEW YORK NY 10048-0043 US

R. LAWRENCE MCCAFFREY, JR.
NEW YORK & ATLANTIC RAILWAY
405 LEXINGTON AVENUE 50TH FLOOR
NEW YORK NY 10174 US

JAMES W HARRIS
THE METROPOLITAN PLANNING ORGANIZATION
1 WORLD TRADE CENTER STE 82 EAST
NEW YORK NY 10048-0043 US

HUGH H. WELCH
LAW DEPT., SUITE 67E
ONE WORLD TRADE CENTER
NEW YORK NY 10048-0202 US

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

ANTHONY BOTTALICO
UTU STATE LEGISLATIVE DIRECTOR
35 FULLER ROAD SUITE 205
ALBANY NY 12205 US

DIANE SEITZ
CENTRAL HUDSON GAS & ELECTRIC CORP
284 SOUTH AVENUE
POUGHKEEPSIE NY 12601 US

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

GARY EDWARDS
SOMERSET RAILROAD
7725 LAKE ROAD
BARKER NY 14012 US

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

Diane Seitz
Central Hudson Gas & Electric Corp
284 South Avenue
Poughkeepsie NY 12601 US

IRVING J RUBIN
P O BOX 243
YOUNGSTOWN NY 14174 US

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

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

R. LAWRENCE MCCAFFREY, JR.
NEW YORK & ATLANTIC RAILWAY
405 LEXINGTON AVENUE 50TH FLOOR
NEW YORK NY 10174 US

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

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

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

JEANNE WALDOCK
107 GRANT COURT
ORLEAN NY 14760 US

R W GODWIN
BROTHERHOOD OF LOCOMOTIVE ENGINEERS
810 ABBOTT ROAD SUITE 200
BUFFALO NY 14220 US

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

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

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

D. SCOTT ATLANTIC RAILWAY
405 LEXINGTON AVENUE 50TH FLOOR
NEW YORK NY 10174 US

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

HENRY M. WICK, JR.
WICK STREIFF ET AL
1450 TWO CHATHAM CENTER
PITTSBURGH PA 15219-3427 US

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

HENRY M. WICK, JR.
WICK STREIFF ET AL
1450 TWO CHATHAM CENTER
PITTSBURGH PA 15219-3427 US

M E PETRUCELLI
PPG INDUSTRIES INC
ONE PPG PLACE
PITTSBURGH PA 15272 US

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

RICHARD R WILSON
1126 EIGHT AV STE 403
ALTOONA PA 16602 US

06/08/2001
Page 2
SERVICE LIST FOR: 08-jun-2001 STB FD 33388 0
CSX CORPORATION AND CSX TRANSPORTATION

D W DUNLEVY
STATE LEGISLATIVE DIRECTOR UTU
230 STATE STREET PA AFL-CIO BLDG 2ND FLOOR
HARRISBURG PA 17101 US

HONORABLE THOMAS J RIDGE
GOVERNOR, COMMONWEALTH OF PENNSYLVANIA
225 MAIN CAPITOL BUILDING
HARRISBURG PA 17120 US

HON ROBERT JUBELIRER
SENATE OF PENNSYLVANIA
STATE CAPITOL
HARRISBURG PA 17120-3030 US

HARRY C BARBIN
BARBIN LAUFFER & O'CONNELL
608 HUNTINGDON PIKE
ROCKLEDGE PA 19046 US

JONATHAN M BRODER
CONSOLIDATED RAIL CORP
P O BOX 41416
2001 MARKET STREET 16TH FLOOR
PHILADELPHIA PA 19101-1416 US

JOHN J EHLINGER JR
OBEYMAYER REBmann MAXWELL & HIPPEL
1417 JOHN F. KENNEDY BLVD ONE PENN CENTER-19T
PHILADELPHIA PA 19103-1895 US

JOHN J COSCIA, EXECUTIVE DIRECTOR
DELAWARE VALLEY REGIONAL PLANNING COMMISSION
111 SOUTH INDEPENDENCE MALL EAST
PHILADELPHIA PA 19106 US

J E THOMAS
HERCULES INCORPORATED
1313 NORTH MARKET STREET
WILMINGTON DE 19894 US

FREDERICK H SCHRANCK
PO BOX 778
DOVER DE 19903 US

PETER A GILBERTSON
REGIONAL R 5 OF AMERICA
132 C ST NW STE 850
WASHINGTON DC 20001 US

KURT W CARR
BUREAU FOR HISTORIC PRESERVATION
P O BOX 1026
HARRISBURG PA 17108-1026 US

RICHARD A GEIST
MAIN CAPITOL BUILDING
P.O. BOX 202020
HARRISBURG PA 17120-2020 US

BELNAP FREEMAN
BELKNAP FREEMAN
119 HICKORY LANE
ROSEMONT PA 19010 US

JOHN J GROCKI
GRA INC
115 WEST AV ONE JENKINTOWN STA
JENKINTOWN PA 19046 US

G CRAIG SCHELTER
PHILADELPHIA INDUSTRIAL DEVELOPMENT CORPORATION
2600 CENTRE SQUARE WEST 500 MARKET ST
PHILADELPHIA PA 19102 US

LAVID BERGER
BERGER AND MONTAGUE, P. C.
1622 LOCUST ST
PHILADELPHIA PA 19103-6305 US

JOHN K. LEARY, GENERAL MANAGER
SOUTHEASTERN PENNSYLVANIA TRANSPORTATION AUTH
1234 MARKET STREET 5TH FLOOR
PHILADELPHIA PA 19107-3780 US

HON JOSEPH R BIDEN, JR.
UNITED STATES SENATE
844 KING STREET
WILMINGTON DE 19801 US

E C WRIGHT
E I DU PONT DE NEMOURS AND COMPANY
1007 MARKET STREET D-3100
WILMINGTON DE 19898 US

TERRENCE D JONES
KELLER & HECKMAN
1001 G ST NW STE 500 WEST
WASHINGTON DC 20001 US

MARTIN W BERCovICI
KELLER & HECKMAN LLP
1001 G ST NW SUITE 500 WEST
WASHINGTON DC 20001 US

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<thead>
<tr>
<th>Name</th>
<th>Address</th>
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<td>LOUIS E GITOMER</td>
<td>BALL JANIK LLP</td>
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<tr>
<td>DANIEL DUFF</td>
<td>AMERICAN PUBLIC TRANSPORTATION ASSOCIATION</td>
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<td>1201 NEW YORK AV NW, STE 400</td>
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<td>JAMES R WEISS</td>
<td>PRESTON GATES ELLIS ET AL</td>
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<td>1735 NEW YORK AVENUE NW SUITE 500</td>
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</tbody>
</table>
SERVICE LIST FOR: 08-juin-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION TRADES DEPARTMENT, AFL-CIO

EDWARD WYTKIND EXECUTIVE DIRECTOR
TRANSPORTATION TRADES DEPARTMENT, AFL-CIO
1025 CONNECTICUT AVE NW SUITE 1005
WASHINGTON DC 20036 US

STEPHEN H BROWN
VORYS SATER SEYMOUR AND PEASE
1828 L STREET N W
WASHINGTON DC 20036 US

KEITH G OBRIEN
REA CROSS AND AUCHINCLOSS
1707 L STREET NW STE 570
WASHINGTON DC 20036 US

WILLIAM G. MAHONEY
HIGHSAW, MAHONEY & CLARKE
1050 SEVENTEENTH STREET NW SUITE 210
WASHINGTON DC 20036 US

FREDERIC L WOOD
THOMPSON HINE LLP
1920 N STREET
WASHINGTON DC 20036-1601 US

TIMOTHY M WALSH
STEPTOE & JOHNSON
1330 CONNECTICUT AVENUE N W
WASHINGTON DC 20036-1795 US

KEVIN M SHEYS
KIRKPATRICK & LOCKHART LLP
1800 MASSACHUSETTS AVENUE NW 2ND FLOOR
WASHINGTON DC 20036-1800 US

JOSEPH GUERRIERI, JR.
GUERRIERI, EDMOND & CLAYMAN, PC
1625 MASSACHUSETTS AVE., NW, STE 700
WASHINGTON DC 20036-2243 US

DONALD G AVERY
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036-3003 US

WILLIAM L SLOVER
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036-3003 US

ANDREW P GOLDSTEIN
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

RICHARD S EDELMAN
O'DONNELL SCHWARTZ & ANDERSON PC
1900 L STREET NW SUITE 707
WASHINGTON DC 20036 US

KARYN A BOOTH
THOMPSON HINE & FLORY LLP
1920 N STREET, NW & FLORY LLP
WASHINGTON DC 20036 US

CHRISTOPHE A MILLS
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036 US

FRITZ R KAHN
1920 N STREET NW 8TH FLOOR
WASHINGTON DC 20036-1601 US

ROSE-MICHELE WEINRYB
WEINER BRODSKY SIDMAN & KIDER
1300 19TH STREET NW 5TH FLOOR
WASHINGTON DC 20036-1609 US

SAMUEL M SIPE JR
STEPTOE & JOHNSON LLP
1330 CONNECTICUT AVENUE N W
WASHINGTON DC 20036-1795 US

EDWARD J FISHMAN
KIRKPATRICK & LOCKHART LLP
1800 MASSACHUSETTS AVENUE, N.W., 2ND FLOOR
WASHINGTON DC 20036-1800 US

DEBRA L WILLEN
GUERRIERI EDMOND & CLAYMAN PC
1625 MASSACHUSETTS AVENUE, N.W., STE 700
WASHINGTON DC 20036-2243 US

KELVIN J DOWD
SLOVER & LOFTUS
1224 17TH STREET N W
WASHINGTON DC 20036-3003 US

SCOTT N STONE
O'DONNELL SCHWARTZ ANDERSON P C
1900 L ST #707
WASHINGTON DC 20036-5023 US

DANIEL J SWEENEY
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

06/08/2001
SERVICE LIST FOR: 08-jun-2001 STB FD 33388 0
CSX CORPORATION AND CSX TRANSPORTATION

JOHN M CUTLER JR
MCCARTHY SWEENEY HARKAWAY PC
2175 K STREET NW
WASHINGTON DC 20037 US

JOHN L OBERDORFER
PATTON BOGGS LLP
2550 M ST NW
WASHINGTON DC 20037-1301 US

KEITH A KLINDWORTH
U S DEPT OF AGRICULTURE
P O BOX 96456
WASHINGTON DC 20090 US

MICHAECL V DUNN
RM 228W JAMIE L WHITTEN FEDERAL BLDG
WASHINGTON DC 20250 US

MELISSA PICKWORTH
GENERAL ACCOUNTING OFFICE
441 G STREET, N.W., ROOM 2T23
WASHINGTON DC 20458 US

HONORABLE JOHN BREAUAX
UNITED STATES SENATE
WASHINGTON DC 20510 US

HON. BARBARA A. MIKULSKI
UNITED STATES SENATE
WASHINGTON DC 20510 US

HON. JOSEPH I LIEBERMAN
UNITED STATES SENATE
WASHINGTON DC 20510 US

HON. JOSEPH BIDEN, JR.
UNITED STATES SENATE
WASHINGTON DC 20510 US

HON CHRISTOPHER J DODD
UNITED STATES SENATE
WASHINGTON DC 20510-0702 US

HON ARLEN SPECTER
UNITED STATES SENATE
WASHINGTON DC 20510-3802 US

STEVEN J KALISH
MCCARTHY SWEENEY & HARKAWAY PC
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

SCOTT N STONE
PATTON BOGGS LLP
2530 M STREET NW 7TH FLOOR
WASHINGTON DC 20037-1346 US

EILEEN S STOMMES
U S DEPARTMENT OF AGRICULTURE
P O BOX 96456 ROOM 4006-SOUTH BUILDING
WASHINGTON DC 20090-6456 US

JUDGE JACOB LEVENTHAL, OFFICE OF HEARINGS
FEDERAL ENERGY REGULATORY COMMISSION
888 - 1ST ST, N.E. STE 11F
WASHINGTON DC 20426 US

HON BYRON L DORGAN
UNITED STATES SENATE
WASHINGTON DC 20510 US

HON CHARLES E SCHUMER
UNITED STATES SENATE
WASHINGTON DC 20510 US

HON RICHARL D LUGAR
UNITED STATES SENATE
WASHINGTON DC 20510 US

HONORABLE BOB GRAHAM
UNITED STATES SENATE
WASHINGTON DC 20510 US

HON. JOHN W. WARNER
US SENATE
WASHINGTON DC 20510-0001 US

HON MIKE DEWINE
UNITED STATES SENATE
WASHINGTON DC 20510-3503 US

HON RICK SANTORUM
UNITED STATES SENATE
WASHINGTON DC 20510-3804 US
SERVICE LIST FOR: 08-jun-2001 STB FD 53388 0

CSX CORPORATION AND CSX TRANSPORTATION

HONORABLE JOHN H. CHAFEE
UNITED STATES SENATE
WASHINGTON DC 20510-3902 US

HONORABLE ROBERT BYRD
UNITED STATES SENATE
WASHINGTON DC 20510-6025 US

HONORABLE JOHN J LAFALCE
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE JOSEPH S. LIEBERMAN
UNITED STATES SENATE
WASHINGTON DC 20510-6025 US

HONORABLE PETER J. VISCONTI
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE BOB CLEMENT
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON. BUD SHUSTER
ATTN: MIKE RICK
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON NANCY JOHNSON
UNITED STATES HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE JOHN J LAFALCE
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE PAUL E. GILLMOR
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON. JOHN J. DUNCAN
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE BENJAMIN A. GILMAN
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON. ED BRYANT
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON. DENNIS J. KUCINICH
UNITED STATES HOUSE REPRESENTATIVES
WASHINGTON DC 20515 US

HON. JOHN J. DUNCAN
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE FRANK Mascara
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON. ROBERT MENENDEZ
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE PHYLLIS J. JEFFERSON
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON. JAMES TRAFICANT JR
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE MIKE DOYLE
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON. WILLIAM O. LIPINSKI
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

06/08/2001
HON. WILLIAM J. COYNE
UNITED STATES HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE MAJOR R. OWENS
UNITED STATES HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE TED STRICKLAND
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE JESSE L. JACKSON, JR
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE LUIS GUTIERREZ
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE DANNY K DAVIS
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON RALPH REGULA
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON SHERROD BROWN
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

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U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

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U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

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U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

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U.S. HOUSE OF REPRESENTATIVES
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HONORABLE CHIP PICKERING
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

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U.S. HOUSE OF REPRESENTATIVES
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HON MICHAEL MCNULTY
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE JAMES MALONEY
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON CAROLYN B MALONEY
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON NITA LOWEY
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

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U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON ELIOT L ENGEL
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON JERROLD NADLER
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US
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SERVICE LIST FOR: 08-jun-2001 STB FD 33388 O  CSX CORPORATION AND CSX TRANSPORTATION

PETER Q NYCE JR
U S DEPARTMENT OF THE ARMY
901 NORTH STUART STREET
ARLINGTON VA 22203 US

THOMAS E SCHICK
AMERICAN CHEMISTRY COUNCIL
1300 WILSON BOULEVARD
ARLINGTON VA 22209 US

WILLIAM P. JACKSON, JR.
JACKSON & JESSUP, P. C.
P O BOX 1240
3426 NORTH WASHINGTON BLVD
ARLINGTON VA 22210 US

FRANCIS G MCKENNA
ANDERSON & PENDLETON
206 N WASHINGTON STREET SUITE 330
ALEXANDRIA VA 22314 US

KENNETH E SIEGEL
AMERICAN TRUCKING ASSOC INC
2200 MILL ROAD
ALEXANDRIA VA 22314-4677 US

ROBERT E MARTINEZ
VA SECRETARY OF TRANSPORTATION
P. O. BOX 1475
RICHMOND VA 23218 US

MICHAEL J RUEHLING
CSX CORPORATION
ONE JAMES CENTER
RICHMOND VA 23219 US

JOHN W SNOW
CHAIRMAN PRESIDENT AND CHIEF EXECUTIVE OFFICER
P. O. BOX 85629
RICHMOND VA 23285-5629 US

DAVID A SHELTON
NORFOLK SOUTHERN
THREE COMMERCIAL PLACE
NORFOLK VA 23510 US

PARKERSON B MAQUILLING
NORFOLK SOUTHERN CORPORATION
THREE COMMERCIAL PLACE, LAW DEPT
NORFOLK VA 23510 US

GEORGE A ASPATORE, GENERAL SOLICITOR - REGULAR
NORFOLK SOUTHERN RAILWAY COMPANY
THREE COMMERCIAL PLACE
NORFOLK VA 23510 US

JAMES A HIXON
SENIOR VICE PRESIDENT EMPLOYEE RELATIONS NOR
THREE COMMERCIAL PLACE
NORFOLKVA 23510-2191 US

L P KING JR
GENERAL CHAIRPERSON UTU
145 CAMPBELL AVE SW STE 207
ROANOKE VA 24011 US

HONORABLE JOHN WARNER
UNITED STATES SENATE
235 FEDERAL BUILDING
ABINGDON VA 24210-0887 US

VAUGHN R GPOVES
PITTSTON COAL COMPANY
PO BOX 5100
LEBANON VA 24266 US

TERRELL ELLIS
CAEZIN'
P. O. BOX 176
CLAY WV 25043 US

R K SARGENT
GENERAL CHAIRPERSON UTU
1319 CHESTNUT STREET
KENOVA WV 25530 US

SCOTT M SAYLOR
NORTH CAROLINA RAILROAD COMPANY
3200 ATLANTIC AV STE 110
RALEIGH NC 27604-1640 US

E NORRIS TOLSON
NC DEPT OF TRANSPORTATION
P O BOX 25201
1 S. WILINGTON STREET
RALEIGH NC 27611 US

J R BARBEE
GENERAL CHAIRPERSON UTU
441 N LOUISIANA AVE STE Q
ASHEVILLE NC 28806-3791 US

HONORABLE DAVID M BEASLEY
GOVERNOR
P. O. BOX 11369
COLUMBIA SC 29211 US

PAUL R. HITCHCOCK
CSX TRANSPORTATION LAW DEPARTMENT
500 WATER STREET SC J-150
JACKSONVILLE FL 32202 US
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<tr>
<td>Richard E Kerth</td>
<td>CSX Corporation and CSX Transportation</td>
<td>101 Knightsbridge Drive, Hamilton, OH 45202</td>
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<tr>
<td>Fay D Dupuis</td>
<td>City of Cincinnati</td>
<td>801 Plum Street, Cincinnati, OH 45202</td>
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<tr>
<td>Thomas R Rydman</td>
<td>President, Indian Creek Railroad Company</td>
<td>3905 W 600 North, Anderson, IN 46011</td>
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<tr>
<td>J Patrick Latz</td>
<td>Heavy Lift Cargo System</td>
<td>51451, Indianapolis, IN 46251-0451</td>
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<tr>
<td>Hamilton L Carmouche</td>
<td>Corporation Counsel</td>
<td>401 Broadway 4th Floor, Gary, IN 46402</td>
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<td>Call Feller</td>
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<td>758, Waterloo, IN 46793-0758</td>
</tr>
<tr>
<td>Christopher J Burger</td>
<td>President, Central Railroad Company of Indianapolis</td>
<td>554, Kokomo, IN 46903-0554</td>
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<tr>
<td>William A Bon</td>
<td>General Counsel, Brotherhood of Maintenance of Way Employes</td>
<td>26555 Evergreen Road Suite 200, Southfield, MI 48076</td>
</tr>
<tr>
<td>Lary B Karnes</td>
<td>Michigan Department of Transportation</td>
<td>30050, 425 West Ottawa Street, Lansing, MI 48909</td>
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<tr>
<td>T. Scott Bannister</td>
<td>T. Scott Bannister and Associates</td>
<td>1300 Des Moines Bldg 405 Sixth Avenue, Des Moines, IA 50309</td>
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<tr>
<td>Leo J Wasescha</td>
<td>Gold Medal Division, General Mills Operation</td>
<td>1113, Number One General Mills Boulevard, Minneapolis, MN 55440</td>
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<tr>
<td>Richard A Gavrila</td>
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<td>16700 Gentry Lane No 104, Tinley Park, IL 60477</td>
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<tr>
<td>Thomas J Litwiler</td>
<td>Fletcher &amp; Siipel LLC</td>
<td>3125 Two Prude, Chicago, IL 60601-6721</td>
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SERVICE LIST FOR: 08-jun-2001 STB FD 33388 0

CSX CORPORATION AND CSX TRANSPORTATION

WILLIAM C SIPPEL, ESQ
FLETCHER & SIPPEL LLC
180 N STETSON AVE STE 3125 TWO PRUDENTIAL PLAZA
CHICAGO IL 60601-6721 US

RICHARD F FRIEDMAN ESQ
EARL L NEAL & ASSOCIATES
111 WEST WASHINGTON STREET STE 1700
CHICAGO IL 60602-2766 US

ROGER A SERPE
INDIANA HARBOR BELT RAILROAD COMPANY
111 WEST JACKSON BOULEVARD, STE 2215
CHICAGO IL 60604 US

SHELDON 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 62764 US

JOHN JAY ROSACKER
KS DEPT OF TRANSP
217 SE 4TH ST 2ND FLOOR
TOPEKA KS 66603 US

HENRY T DART
PLAINTIFF MANGEMENT COMMITTEE
609 EAST GIBSON STREET
COVINGTON LA 70433 US

DENNIS A. GUTH
WEST LAKE GROUP
2801 POST OAK BLVD
HOUSTON TX 77056 US

MICHAEL P. FERRO
MILLENNIUM PETROCHEMICALS, INC.
P O BOX 2583
1221 MCKINNEY STREET SUITE 1600
HOUSTON TX 77252-2583 US

MONTY L PARKER SR
CMC STEEL GROUP
P O BOX 911
SEGUIN TX 78156-0911 US

SANDRA J DEARDEN
MDCO TRANSPORTATION MANAGEMENT LTD
166 WEST WASHINGTON SUITE 700
CHICAGO IL 60602 US

EDWARD C MCCARTHY
INLAND STEEL INDUSTRIES INC
30 WEST MONROE STREET
CHICAGO IL 60603 US

THOMAS F MCFARLAND JR
208 SOUTH LASALLE ST SUITE 1890
CHICAGO IL 60604-1194 US

MYLES L TOBIN
ILLINOIS CENTRAL RAILROAD
455 NORTH CITYFRONT PLAZA DRIVE
CHICAGO IL 60611-5504 US

SCOTT A RONEY
ARCHER DANIELS MIDLAND COMPANY
P O BOX 1470
4666 FARIES PARKWAY
DECATURE IL 62525 US

IAN MUIR
BUNGE CORPORATION
P O BOX 28500
ST LOUIS MO 63146 US

GEORGE VAN HAVEN
2340 SOUTH 35TH STREET
OMAHA NE 68105 US

CHARLES R. CARR
ATOFINA PETROCHEMICALS, INC.
15710 JFK BLVD.
HOUSTON TX 77032 US

DAVID L HALL
COMMONWEALTH CONSULTING ASSOCIATES
13103 FM 1960 WEST SUITE 204
HOUSTON TX 77065-4069 US

JEFFREY G DOWDELL
EXXONMOBIL GLOBAL SERVICES CO.
PO BOX 3272
HOUSTON TX 77253-3272 US

BRAD F HUSTON
CYPRUS AMAX MINERALS
2600 N CENTRAL AVE STE 110
PHOENIX AZ 85004-3012 US
SERVICE LIST FOR: 08-jun-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

STEPHEN M UTHOFF
CONIGLIO & UTHOFF
60 ELM AVENUE, CONIGLIO PROFESSIONAL BLDG
LONG BEACH CA 90802-4910 US

RICHARD WELSH
NARPO
50-505 GRAND TRAVERSE
LA QUINTA CA 92253 US

JOHN D FITZGERALD
UTU, GENERAL CHAIRPERSON
400 E EVERGREEN BLVD STE 217
VANCOUVER WA 98660-3264 US

Records: 333
Environmental Condition No. 11 of Appendix Q of Decision No. 891 (Decision No. 89, slip op. at 401-03), requires Applicants, with the concurrence of the responsible local governments, to mitigate train wayside noise (locomotive engine and wheel/rail noise) at noise-sensitive receptor locations on certain rail line segments. Environmental Condition No. 11 further provides that: “Applicants shall certify compliance with this condition within 2 years of the effective date of the Board’s final decision. This condition shall not apply to those communities that have executed Negotiated Agreements with Applicants that satisfy the communities’ environmental concerns.”

On April 30, 2001, CSX provided us with a copy of a Negotiated Agreement between CSX and the City of Weston, OH, dated March 5, 2001, and accepted by the City of Weston on April 16, 2001. According to CSX, this Negotiated Agreement effectuates the Board’s preference for privately negotiated solutions stated in Decision No. 89, slip op. at 153. CSX requests that Environmental Condition No. 11 be amended to reflect the parties’ Negotiated

---

1 In Decision No. 89, served July 23, 1998, we approved, subject to certain conditions, including environmental mitigation conditions, the acquisition of control of Conrail Inc., and Consolidated Rail Corporation (collectively, Conrail) and the division of Conrail’s assets by CSX Corporation and CSX Transportation, Inc. (collectively, CSX), and by Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively, NS). CSX and NS are referred to as Applicants.

2 Environmental Condition No. 11 required compliance with this provision within 2 years of the effective date of Decision No. 89, or by August 22, 2000. At the request of CSX, by decision served on August 22, 2000, the compliance deadline in Environmental Condition No. 11 was extended 1 year until August 22, 2001, to allow CSX to complete implementation of the condition through additional negotiated solutions with communities and an individualized noise mitigation program.
Agreement by deleting the City of Weston from the list of communities on the Deshler, OH, to Toledo, OH line segment (C-065), and that the Negotiated Agreement between CSX and the City of Weston be added to the CSX Subsection of Environmental Condition No. 51 of Appendix Q in Decision No. 89, which requires CSX to comply with the terms of all Negotiated Agreements developed with states, local communities, and other entities regarding environmental issues associated with the Conrail transaction. See Decision No. 89, slip op. at 420-21. The City of Weston concurs with the request.

In view of the Negotiated Agreement between CSX and the City of Weston, OH, we will: (1) add the Negotiated Agreement to Environmental Condition No. 51 of Appendix Q of Decision No. 89; and (2) amend Environmental Condition No. 11 of Appendix Q of Decision No. 89 to delete the City of Weston because the noise mitigation for that community has been superseded by the CSX/City of Weston Negotiated Agreement.

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

It is ordered:

1. This proceeding is reopened.

2. In accordance with the Negotiated Agreement between CSX and the City of Weston, OH, dated March 5, 2001, and accepted by the City of Weston on April 16, 2001, the following is added to the CSX Subsection of Environmental Condition No. 51 of Appendix Q of Decision No. 89:

   44. City of Weston, Ohio, Negotiated Agreement dated March 5, 2001, and accepted by the City of Weston on April 16, 2001.

3. In addition, Environmental Condition No. 11 of Appendix Q of Decision No. 89 is amended to delete the noise mitigation applicable to the City of Weston, OH, because it has been superseded by the Negotiated Agreement.

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

By the Board, Chairman Morgan, Vice Chairman Clyburn, and Commissioner Burkes.

Vernon A. Williams
Secretary
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<td>TIMOTHY G CHELIUS</td>
<td>18 N EAST AVENUE</td>
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<td>JOHN P MCHUGH</td>
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<tr>
<td>ANTHONY P. SEMANCIK</td>
<td>347 MADISON AVENUE</td>
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<td>NEW YORK NY 10017-3706 US</td>
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JAMES W HARRIS
THE METROPOLITAN PLANNING ORGANIZATION
1 WORLD TRADE CENTER STE 82 EAST
NEW YORK NY 10048-0043 US

R. LAWRENCE MCCAFFREY, JR.
NEW YORK & ATLANTIC RAILWAY
405 LEXINGTON AVENUE 50TH FLOOR
NEW YORK NY 10174 US

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

DIANE SEITZ
CENTRAL HUDSON GAS & ELECTRIC CORP
284 SOUTH AVENUE
POUGHKEEPSIE NY 12601 US

GARY EDWARDS
SOMERSET RAILROAD
7725 LAKE ROAD
BARKER NY 14012 US

IRVING J RUBIN
P O BOX 243
YOUNGSTOWN NY 14174 US

R W GODWIN
BROTHERHOOD OF LOCOMOTIVE ENGINEERS
810 ABBOTT ROAD SUITE 200
BUFFALO NY 14220 US

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

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

HENRY M. WICK, JR.
WICK STREIFF ET AL
1450 TWO CHATHAM CENTER
PITTSBURGH PA 15219-3427 US

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

HUGH H. WELSH
LAW DEPT., SUITE 67E
ONE WORLD TRADE CENTER
NEW YORK NY 10048-0202 US

SAMUEL J NASCA
UTU STATE LEGISLATIVE DIRECTOR
35 FULLER ROAD SUITE 205
ALBANY NY 12205 US

ANTHONY BOTTALICO
UTU
5 CAVELLO RD
HOPEWELL NY 12533-5234 US

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

SHEILA MECK HYDE
CITY HALL
342 CENTRAL AVENUE
DUNKIRK NY 14048 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

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

M E PETRACCCELLI
PPG INDUSTRIES INC
ONE PPG PLACE
PITTSBURGH PA 15272 US

RICHARD R WILSON
1126 EIGHT AV STE 403
ALTOONA PA 16602 US

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SERVIE LIST FOR: 05-jun-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATI

D W DUNLEVY  
STATE LEGISLATIVE DIRECTOR UTU  
230 STATE STREET PA AFL-CIO BLDG 2ND FLOOR  
HARRISBURG PA 17101 US

HONORABLE THOMAS J RIDGE  
GOVERNOR, COMMONWEALTH OF PENNSYLVANIA  
225 MAIN CAPITOL BUILDING  
HARRISBURG PA 17120 US

HON ROBERT JUBELIRER  
SENATE OF PENNSYLVANIA  
SENATE BOX 203030  
THE STATE CAPITOL  
HARRISBURG PA 17120-3030 US

HARRY C BARBIN  
BARRIN LAUFFER & O'CONNELL  
608 HUNTINGDON PIKE  
ROCKLEDGE PA 19046 US

JONATHAN M BRODER  
CONSOLIDATED RAIL CORP  
P O BOX 41416  
2001 MARKET STREET 16TH FLOOR  
PHILADELPHIA PA 19101-1416 US

JOHN J EHLINGE JR  
OBERMAYER REBNANN MAXWELL & HIPPEL  
1617 JOHN F. KENNEDY BLVD ONE PENN CENTER-19T  
PHILADELPHIA PA 19103-1895 US

JOHN J COSCIA, EXECUTIVE DIRECTOR  
DELAWARE VALLEY REGIONAL PLANNING COMMISSION  
111 SOUTH INDEPENDENCE MALL EAST  
PHILADELPHIA PA 19106 US

ERIC M HOCKY  
GOLLATZ GRIFFIN & EWING  
P O BOX 796  
213 WEST MINER STREET  
WEST CHESTER PA 19381-0796 US

J E THOMAS  
HERCULES INCORPORATED  
1313 NORTH MARKET STREET  
WILMINGTON DE 19894 US

TERRENCE D JONES  
KELLER & HECKMAN  
1001 G ST NW STE 500 WEST  
WASHINGTON DC 20001 US

MARTIN W BERCOVICI  
KELLER & HECKMAN LLP  
1001 G ST NW SUITE 500 WEST  
WASHINGTON DC 20001 US

KURT W CARR  
BUREAU FOR HISTORIC PRESERVATION  
P O BOX 1026  
HARRISBURG PA 17108-1026 US

RICHARD A GEIST  
MAIN CAPITOL BUILDING  
P.O. BOX 202020  
HARRISBURG PA 17120-2020 US

BELNAP FREEMAN  
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119 HICKORY LANE  
ROSEMONT PA 19010 US

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115 WEST AV ONE JENKINTOWN STA  
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2600 CENTRE SQUARE WEST 500 MARKET ST  
PHILADELPHIA PA 19102 US

DAVID BERGER  
BERGER AND MONTAGUE, P. C.  
1622 LOCUST ST  
PHILADELPHIA PA 19103-6305 US

JOHN K. LEARY, GENERAL MANAGER  
SOUTHEASTERN PENNSYLVANIA TRANSPORTATION AUTH  
1234 MARKET STREET 5TH FLOOR  
PHILADELPHIA PA 19107-3780 US

HON JOSEPH R BIDEN, JR.  
UNITED STATES SENATE  
844 KING STREET  
WILMINGTON DE 19801 US

FREDERICK H SCHRANCK  
PO BOX 778  
DOVER DE 19903 US

PETER A GILBERTSON  
REGIONAL RRS OF AMERICA  
122 C ST NW STE 550  
WASHINGTON DC 20001 US

JAMES HOWARD  
COALITION OF NORTHEASTERN GOVERNORS  
400 NORTH CAPITOL STREET, SUITE 382  
WASHINGTON DC 20001 US

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CSX CORPORATION AND CSX TRANSPORTATION

SCOTT M ZIMMERMAN
ZUCKERT SCOUTT & RASENBERGER L L P
888 SEVENTEENTH STREET NW
WASHINGTON DC 20006 US

ANDREW R. PLUMP
ZUCKERT, SCOTT & RASENBERGER, LLP
888 17TH ST., NW, STE. 600
WASHINGTON DC 20006 US

ROBERT P VOM EJaEN
FOLEY & LARDNER
888 16TH STREET N W STE 700
WASHINGTON DC 20006 US

CONSTANCE A SADLER
SIDLEY & AUSTIN
1722 EYE STREET NW
WASHINGTON DC 20006 US

WILLIAM W MIL. AR
AMERICAN PUBLIC TRANSIT ASSOCIATION
1666 K STREET NW
WASHINGTON DC 20006-1215 US

RICHARD A ALLEN
ZUCKERT SCOTT & RASENBERGER L L P
888 17TH STREET N W STE 600
WASHINGTON DC 20006-3309 US

JOHN V EDWARDS, ESQ
ZUCKERT SCOTT & AL
888 17TH STREET N W STE 600
WASHINGTON DC 20006-3939 US

RACHEL DANISH CAMPBELL
FOLEY & LARDNER
888 SIXTEENTH STREET NW
WASHINGTON DC 20006-4103 US

SHERRI LEHMAN DIRECTOR OF CONGRESSIONAL AFFAIRS
CORN REFINERS ASSOC
1701 PA AV NW
WASH DC 20006-5805 US

CHRISTOPHER C O'HARA
BRICKFIELD BURCHETTE & RITTSEND RTTS PC
1025 THOMAS JEFFERSON ST NW EIGHTH FLOOR
WASHINGTON DC 20007 US

DAVID K MONROE
GALLAND KHARASCH GREENBERG FELLMAN & SWIRSKY
1054 THIRTY FIRST STREET NW STE 200
WASHINGTON DC 20007 US

PAUL M DONOVAN
LAROE WINN MOERMAN & DONOVAN
3900 HIGHWOOD COURT NW
WASHINGTON DC 20007 US

JOHN H BROADLEY
JOHN H BROADLEY & ASSOCIATES P C
1054 31ST STREET NW SUITE 200
WASHINGTON DC 20007 US

EDWARD D GREENBERG
GALLAND KHARASCH GREENBERG FELLMAN & SWIRSKY
1054 THIRTY-FIRST STREET NW STE 200
WASHINGTON DC 20007-4492 US

MICHAEL F MCBRIDE
LEBOEUF LAMB GREENE & MACRAE
1875 CONNECTICUT AVENUE NW
WASHINGTON DC 20009-5728 US

HAROLD P QUINN JR
NATIONAL MINING ASSOCIATION
1130 17TH STREET NW
WASHINGTON DC 20036 US

PAUL D COLEMAN
HOPPEL MAYER & COLEMAN
1000 CONNECTICUT AVENUE NW SUITE 400
WASHINGTON DC 20036 US

JOHN D HEFFNER
REA CROSS & AUCHINCLOSS
1707 L STREET, NW, STE 570
WASHINGTON DC 20036 US

GORDON P MACDOUGALL
1025 CONNECTICUT AVE NW SUITE 410
WASHINGTON DC 20036 US

PETER A GREENE
THOMPSON HINE FLORY
1920 N STREET N W SUITE 800
WASHINGTON DC 20036 US

KELVIN J DOWD
SLOVER & LOFTUS
1224 17TH STREET N W
WASHINGTON DC 20036 US

PAUL H LAMBOLEY
1717 N STREET NW
WASHINGTON DC 20036 US
SERVICE LIST FOR: 05-jun-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION TRADES DEPARTMENT, AFL-CIO

EDWARD WYTKIND EXECUTIVE DIRECTOR
TRANSPORTATION TRADES DEPARTMENT, AFL-CIO
1025 CONNECTICUT AVE NW SUITE 1005
WASHINGTON DC 20036 US

KARYN A BOOTH
THOMPSON HINE & FLORY LLP
1920 N STREET, NW & FLORY LLP
WASHINGTON DC 20036 US

CHRISTOPHER A MILLS
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036 US

RICHARD S EDELMAN
O'DONNELL SCHWARTZ & ANDERSON PC
1900 L STREET NW SUITE 707
WASHINGTON DC 20036 US

FREDERIC L WOOD
THOMPSON HINE & FLORY LLP
1920 N STREET
WASHINGTON DC 20036-1601 US

ROSE-MICHELE WEINRYB
WEINER BRODsky SIDMAN & KIDER
1300 19TH STREET NW 5TH FLOOR
WASHINGTON DC 20036-1609 US

TIMOTHY M WALSH
STEPTOE & JOHNSON
1330 CONNECTICUT AVENUE N W
WASHINGTON DC 20036-1795 US

SAMUEL M SIPE JR
STEPTOE & JOHNSON LLP
1330 CONNECTICUT AVENUE N W
WASHINGTON DC 20036-1795 US

KEVIN M SHEYS
KIRKPATRICK & LOCKHART LLP
1800 MASSACHUSETTS AVENUE NW 2ND FLOOR
WASHINGTON DC 20036-1800 US

EDWARD J FISHMAN
KIRKPATRICK & LOCKHART LLP
1800 MASSACHUSETTS AVENUE, N.W., 2ND FLOOR
WASHINGTON DC 20036-1800 US

JOSEPH GUERRIERI, JR.
GUERRIERI, EDMOND & CLAYMAN, PC
1625 MASSACHUSETTS AVE., NW, STE 700
WASHINGTON DC 20036-2243 US

DEBRA L WILLEN
GUERRIERI EDMOND & CLAYMAN PC
1625 MASSACHUSETTS AVENUE, N.W., STE 700
WASHINGTON DC 20036-2243 US

DONALD G AVERY
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036-3003 US

WILLIAM L SLOVER
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036-3003 US

SCOTT N STONE
O'DONNELL SCHWARTZ ANDERSON P C
1900 L ST #707
WASHINGTON DC 20036-5023 US

ANDREW P GOLDSTEIN
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

STEVEN J KALISH
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

DANIEL J SWEENEY
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US
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<td>HONORABLE JOHN J LAFALCE</td>
<td>WASHINGTON DC 20510-3903 US</td>
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<td>HON NANCY JOHNSON</td>
<td>UNITED STATES HOUSE OF REPRESENTATIVES</td>
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<tr>
<td>HONORABLE BOB CLEMENT</td>
<td>WASHINGTON DC 20515 US</td>
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<td>WASHINGTON DC 20515 US</td>
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<td>HON. STEVE LATOURETTE</td>
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<td>WASHINGTON DC 20515 US</td>
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<td>HON. JAMES L. OBERSTAR</td>
<td>WASHINGTON DC 20515 US</td>
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<td>HON. ED BRYANT</td>
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<td>HON JAMES TRAFICANT JR</td>
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<td>HON. WILLIAM O. LIPINSKI</td>
<td>WASHINGTON DC 20515 US</td>
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<td>HON. WILLIAM J. COYNE</td>
<td>UNITED STATES HOUSE OF REPRESENTATIVES</td>
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<td>HON MAURICE HINCHEY</td>
<td>U. S. HOUSE OF REPRESENTATIVES</td>
<td>WASHINGTON DC 20515 US</td>
</tr>
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<td>HON ELIOT L ENGEL</td>
<td>U. S. HOUSE OF REPRESENTATIVES</td>
<td>WASHINGTON DC 20515 US</td>
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<tr>
<td>HON JERROLD NADLER</td>
<td>U S HOUSE OF REPRESENTATIVES</td>
<td>WASHINGTON DC 20515 US</td>
</tr>
<tr>
<td>HON GARY ACKERMAN</td>
<td>U S HOUSE OF REPRESENTATIVES</td>
<td>WASHINGTON DC 20515 US</td>
</tr>
</tbody>
</table>
HONORABLE ROBERT W. NEY
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HONORABLE JAMES A. BARCIA
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515-2205 US

HONORABLE JOHN D. DINGELL
2328 RAYBURN HOUSE OFFICE BUILDING
WASHINGTON, DC 20515-2216 US

HONORABLE JOHN JACK QUINN
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515-3230 US

HONORABLE RICHARD BURR
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515-3305 US

HONORABLE TOM DAVIS
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515-4611 US

HONORABLE BOBBY L. RUSH
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515-9997 US

MICHAEL P HARMONIS
DEPARTMENT OF JUSTICE
325 SEVENTH STREET, NW
WASHINGTON, DC 20530 US

JOSEPH R POMPONIO
FEDERAL RAILROAD ADMINISTRATION
400 SEVENTH STREET SW RCC-20
WASHINGTON, DC 20590 US

DAVID G ABRAHAM
SUITE 400W
7315 WISCONSIN AVENUE
BETHESDA, MD 20814 US

MITCHELL M KRAUS
TRANSPORTATION COMMUNICATIONS INTERNATIONAL
3 RESEARCH PLACE
ROCKVILLE, MD 20850-3279 US

JOHN M ROBINSON
9616 OLD SPRING ROAD
KENSINGTON, MD 20895-3124 US

WILLIAM W WHITEHURST JR
W W WHITEHURST & ASSOCIATES INC
12421 HAPPY HOLLOW ROAD
COCKEYSVILLE, MD 21030-1711 US

JOHN HOY
P O BOX 117
GLEN BURNIE, MD 21060 US

ROBERT J WILL
UNITED TRANSPORTATION UNION
4134 GRAVE RUN RD
MANCHESTER, MD 21102 US

LINDA A JANIEY J D
MARYLAND OFFICE OF PLANNING
301 WEST PRESTON STREET
BALTIMORE, MD 21201-2365 US

CHARLES M CHADWICK
MARYLAND MIDLAND RAILWAY INC
P O BOX 1000
UNION BRIDGE, MD 21791 US

PETER Q NYCE JR
U. S. DEPARTMENT OF THE ARMY
901 NORTH STUART STREET
ARLINGTON, VA 22203 US
THOMAS E SCHICK
AMERICAN CHEMISTRY COUNCIL
1300 WILSON BOULEVARD
ARLINGTON VA 22209 US

WILLIAM P. JACKSON, JR.
JACKSON & JESSUP, P. C.
P 0 BOX 1240
3426 NORTH WASHINGTON BLVD
ARLINGTON VA 22210 US

FRANCIS G MCKENNA
ANDERSON & PENDLETON
206 N WASHINGTON STREET SUITE 330
ALEXANDRIA VA 22314 US

KENNETH E SIEGEL
AMERICAN TRUCKING ASSOC INC
2200 MILL ROAD
ALEXANDRIA VA 22314-4677 US

ROBERT E MARTINEZ
VA SECRETARY OF TRANSPORTATION
P. O. BOX 1475
RICHMOND VA 23218 US

MICHAEL J RUEHLING
CSX CORPORATION
ONE JAMES CENTER
RICHMOND VA 23219 US

JOHN W SNOW
CHAIRMAN PRESIDENT AND CHIEF EXECUTIVE OFFICER
P O BOX 85629
RICHMOND VA 23285-5629 US

DAVID A SHELTON
NORFOLK SOUTHERN
THREE COMMERCIAL PLACE
NORFOLK VA 23510 US

PARKERSON B MAQUILLING
NORFOLK SOUTHERN CORPORATION
THREE COMMERCIAL PLACE, LAW DEPT
NORFOLK VA 23510 US

GEORGE A ASPATORE
NORFOLK SOUTHERN CORP
THREE COMMERCIAL PLACE
NORFOLK VA 23510 US

JAMES A HIXON
SENIOR VICE PRESIDENT EMPLOYEE RELATIONS NOR
THREE COMMERCIAL PLACE
NORFOLK VA 23510-2191 US

L P KING JR
GENERAL CHAIRPERSON UTU
145 CAMPBELL AVE SW STE 207
ROANOKE VA 24011 US

HONORABLE JOHN WARNER
UNITED STATES SENATE
235 FEDERAL BUILDING
ABINGDON VA 24210-0887 US

VAUGHN R GROVES
PITTSTON COAL COMPANY
PO BOX 5100
LEBANON VA 24266 US

TERRELL ELLIS
CAEZWP
P O BOX 176
CLAY WV 25043 US

R K SARGE'T
GENERAL CHAIRPERSON UTU
1319 CHESTNUT STREET
KENOVA WV 25530 US

SCOTT M SAYLOR
NORTH CAROLINA RAILROAD COMPANY
3200 ATLANTIC AV STE 110
RALEIGH NC 27604-1640 US

E NORRIS TOLSON
NC DEPT OF TRANSPORTATION
P O BOX 25201
1 S. WILINGTON STREET
RALEIGH NC 27611 US

J R BARBEE
GENERAL CHAIRPERSON UTU
441 N LOUISIANA AVE STE Q
ASHEVILLE NC 28806-3791 US

HONORABLE DAVID M BEASLEY
GOVERNOR
P. O. BOX 11369
COLUMBIA SC 29211 US

PAUL R. HITCHCOCK
CSX TRANSPORTATION LAW DEPARTMENT
500 WATER STREET SC J-150
JACKSONVILLE FL 32202 US

JOHN W. HUMES, JR.
CSX TRANSPORTATION
SPEED CODE J-150
500 WATER STREET
JACKSONVILLE FL 32202 US
SERVICE LIST FOR: 05-jun-2001  STB FD 33388 0  CSX CORPORATION AND CSX TRANSPORTATION

CHARLES M ROSENBERGER
CSX TRANSPORTATION
500 WATER STREET - J150
JACKSONVILLE FL 32202 US

BOB HAULTER
CSX TRANSPORTATION INC
500 WATER STREET (J120)
JACKSONVILLE FL 32202 US

CARL A GERHARDSTEIN
CSX TRANSPORTATION RISK MGMT
500 WATER STREET-J275
JACKSONVILLE FL 32202 US

J L RODGERS
GENERAL CHAIRMAN UTU
9550 REGENCY SQUARE BLVD #904
JACKSONVILLE FL 32225-8177 US

JAMES J KEENAN
ANCHOR GLASS CONTAINER CORPORATION
4343 ANCHOR PLAZA PARKWAY
TAMPA FL 33634 US

WILLIAM L OSTEEN
ASSOCIATE GENERAL COUNSEL TVA
400 WEST SUMMIT HILL DRIVE
KNOXVILLE TN 37902 US

HONORABLE KIRK FORDICE, GOVERNOR
STATE OF MISSISSIPPI
P O BOX 139
JACKSON MS 39205 US

THOMAS M O'LEARY
OHIO RAIL DEVELOPMENT COMMISSION
50 W BROAD STREET 15TH FLOOR
COLUMBUS OH 43215 US

DOREEN C JOHNSON, CHIEF ANTITRUST SECTION
OHIO ATTORNEY GENERAL OFFICE
140 EAST TOWN STREET, FIRST FLOOR
COLUMBUS OH 43215-6001 US

DAVID CHAPMAN
LAFARGE LIME OHIO INC
P O BOX 128
659 ANDERSON ROAD
WOODVILLE OH 43469-0128 US

ROBERT E GREENLESE
TOLEDO-LUCAS COUNTY PORT AUTHORITY
1 MARITIME PLAZA SUITE 700
TOLEDO OH 43604 US

J RANDALL EVANS
500 WATER STREET (J150)
JACKSONVILLE FL 32202 US

FRED R BIRKHOLZ
CSX TRANSPORTATION LAW DEPT J-150
500 WATER STREET
JACKSONVILLE FL 32202 US

T J STEPHENSON
CSX TRANSPORTATION INC
500 WATER STREET (J407)
JACKSONVILLE FL 32202 US

PHILLIP L BELL
ERIE LACKAWANNA RAILROAD CO
PO BOX 1482
TALLAHASSEE FL 32302 US

JAMES L BELCHER
EASTMAN CHEMICAL COMPANY
PO BOX 431
KINGSPORT TN 37662 US

PHILIP SIDO
UNION CAMP CORPORATION
6400 POPLAR AVE
MEMPHIS TN 38197-0100 US

HONORABLE PAUL E. PATTON
GOVERNOR
700 CAPITOL AVENUE, STE. 100
FRANKFORT KY 40601 US

HONORABLE DEBORAH PRYCE
U. S. HOUSE OF REPRESENTATIVES
500 SOUTH FRONT STREET, ROOM 1130
COLUMBUS OH 43215 US

JAMES R JACOBS
JACOBS INDUSTRIES
2 QUARRY LANE
STONY RIDGE OH 43463 US

ROBERT J COOPER
GENERAL CHAIRPERSON UTU
1236 CASS ROAD
MAUMEE OH 43537 US

ROBERT E MURRAY
OHIO VALLEY COAL CO
56854 PLEASANT RIDGE ROAD
ALLEDONIA OH 43902 US

06/05/2001 Page 12
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
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<tbody>
<tr>
<td>RON MARQUARDT</td>
<td>LOCAL UNION 1810 UMWA 58659 EILEEN ST.</td>
</tr>
<tr>
<td></td>
<td>RAYLAND OH 43943 US</td>
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<td>MAYOR VINCENT M URBIN</td>
<td>150 AVON BELDEN RD AVON LAKE OH 44012 US</td>
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<td>BARBARA O'KEEFE</td>
<td>VILLAGE OF WELLINGTON 115 WILLARD MEMORIAL SQ</td>
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<td>WELLINGTON OH 44090 US</td>
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<td>M. YOR VINCENT M URBIN</td>
<td>150 AVON BELDEN RD AVON LAKE OH 44012 US</td>
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<td>CLARENCE TURNQUIST</td>
<td>INTERNATIONAL LONGSHOREMEN S ASSOCIATION C/O 2125 TRYON ROAD ASHTABULA OH 44004 US</td>
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<td>CHARLES S HESSE</td>
<td>CHARLES HESSE ASSOCIATES 7777 BAINBRIDGE ROAD CHAGRIN FALLS OH 44023-2124 US</td>
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<tr>
<td>COLETTA MCNAMEE SR</td>
<td>CUDELL IMPROVEMENT INC 11500 FRANKLIN BLVD STE 104 CLEVELAND OH 44102 US</td>
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<tr>
<td>CLARENCE MONIN INTERNATIONAL PRES</td>
<td>BROTHERHOOD OF LOCOMTIVE ENGINEERS MEZZANINE 1370 ONTARIO STREET CLEVELAND OH 44113 US</td>
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<td>CHRISTOPHER C MCCRACKEN</td>
<td>ULMER &amp; BERNE LLP 1300 EAST NINTH STREET SUITE 900 CLEVELAND OH 44114 US</td>
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<tr>
<td>CHARLES ZUMKEHR</td>
<td>ROETZEL &amp; ANDRESS CO LPA 75 EAST MARKET STREET AKRON OH 44308 US</td>
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<td>CHARLES E ALLENBAUGH JR</td>
<td>EAST OHIO STONE COMPANY 2000 W BESSON ST ALLIANCE OH 44601 US</td>
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<td>RICHARD E KERTH</td>
<td>CHAMPION INTERNATIONAL CORPORATION 101 KNIGHTSBRIDGE DRIVE HAMILTON OH 45020-0001 US</td>
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</table>
SERVICE LIST FOR: 05-jun-2001 STB FD 33388 0

CSX CORPORATION AND CSX TRANSPORTATION

SANDRA J DEARDEN
MDCO TRANSPORTATION MANAGEMENT LTD
166 WEST WASHINGTON SUITE 700
CHICAGO IL 60602 US

EDWARD C MCCARTHY
INLAND STEEL INDUSTRIES INC
30 WEST MONROE STREET
CHICAGO IL 60603 US

THOMAS F MCFARLAND JR
208 SOUTH LASALLE ST SUITE 1890
CHICAGO IL 60604-1194 US

MYLES L TOBIN
ILLINOIS CENTRAL RAILROAD
455 NORTH CITYFRONT PLAZA DRIVE
CHICAGO IL 60611-5504 US

SCOTT A RONEY
ARCHER DANIELS MIDLAND COMPANY
P O BOX 1470
4666 FARIES PARKWAY
DECATUR IL 62525 US

IAN MUIR
BUNGE CORPORATION
P O BOX 28500
ST LOUIS MO 63146 US

MR GEORGE VAN HAVER
2340 SOUTH 35TH STREET
OMAHA NE 68105 US

CHARLES R. CARR
ATOFINA PETROCHEMICALS, INC.
15710 JFK BLVD.
HOUSTON TX 77032 US

DAVID L HALL
COMMONWEALTH CONSULTING ASSOCIATES
13103 FM 1960 WEST SUITE 204
HOUSTON TX 77065-4069 US

JEFFREY G DOWDELL
EXXONMOBIL GLOBAL SERVICES CO.
PO BOX 3272
HOUSTON TX 77253-3272 US

BRAD F HUSTON
CYPRUS AMAX MINERALS
2600 N CENTRAL AVE STE 110
PHOENIX AZ 85004-3012 US

RICHARD F FRIEDMAN ESQ
EARL L NEAL & ASSOCIATES
1.1 WEST WASHINGTON STREET STE 1700
CHICAGO IL 60602-2766 US

ROGER A SERPE
INDIANA HARBOR BELT RAILROAD COMPANY
111 WEST JACKSON BOULEVARD, STE 2215
CHICAGO IL 60604 US

SHELDON 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 62764 US

JOHN JAY ROSACKER
KS DEPT OF TRANSP
217 SE 4TH ST 2ND FLOOR
TOPEKA KS 66603 US

HENRY T DART
PLAINTIFF MANAGEMENT COMMITTEE
609 EAST GIBSON STREET
COVINGTON LA 70433 US

DENNIS A. GUTH
WEST LAKE GROUP
2801 POST OAK BLVD
HOUSTON TX 77056 US

MICHAEL P. FERRO
MILLENNIUM PETROCHEMICALS, INC.
P O BOX 2583
1221 MCKINNEY STREET SUITE 1600
HOUSTON TX 77252-2583 US

MONTY L PARKER SR
CMC STEEL GROUP
P O BOX 911
SEGUIN TX 78156-0911 US

STEPHEN M UTHOFF
CONIGLIO & UTHOFF
60 ELM AVENUE, CONIGLIO PROFESSIONAL BLDG
LONG BEACH CA 90802-4910 US
SERVICE LIST FOR: 05-jun-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

RICHARD WELSH
NARPO
50-505 GRAND TRAVERSE
LA QUINTA CA 92253 US

JOHN D FITZGERALD
UTU, GENERAL CHAIRPERSON
400 E EVERGREEN BLVD STE 217
VANCOUVER WA 98660-3264 US

Records: 332
We are directing Norfolk Southern Corporation and Norfolk Southern Railway Company (referred to collectively as NS) to show why the Board should not order NS to cancel a proposed shut-down of its Hollidaysburg Car Shops and to keep them open at least at present capacity for a significant period of time beyond September 1, 2001, in view of representations made in the Conrail proceeding, or made elsewhere, upon which involved parties clearly relied in formulating positions of support for the Conrail transaction.¹

PLEADINGS

(1) TWU, NCFO, IAM, IBB, IBEW, SMWIA, and the Commonwealth of Pennsylvania. By petition (referred to as the joint petition) filed March 28, 2001, the Transport Workers Union of America (TWU), the National Council of Firemen and Oilers/SEIU (NCFO), the International Association of Machinists and Aerospace Workers (IAM), the International Brotherhood of Boilermakers and Blacksmiths (IBB), the International Brotherhood of Electrical Workers (IBEW), the Sheet Metal Workers International Association (SMWIA), and the Commonwealth of Pennsylvania (TWU, NCFO, IAM, IBB, IBEW, SMWIA, and the Commonwealth are referred to collectively as petitioners) contend: that, in connection with the Conrail transaction,² NS

¹ NS operates, in the general vicinity of Altoona, PA, two sets of facilities that are often referred to as if they constituted a single consolidated facility: the Hollidaysburg Car Shops, which appear to be located in or near Hollidaysburg; and the Juniata Locomotive Shop, which appears to be located in or near Altoona. This decision concerns only the Hollidaysburg Car Shops.

² The “Conrail transaction” involved: (1) the acquisition of control of Conrail Inc. and (continued...
committed itself to operate, and to invest $4 million in, the Hollidaysburg Car Shops; that, although NS never made the $4 million investment, its initial implementation of the Conrail transaction with respect to the Hollidaysburg Car Shops was otherwise consistent with the commitments NS had made; that, however, NS recently announced (on February 21, 2001) that, because of "[c]hanging economic conditions and excess capacity throughout the freight car repair industry," the Hollidaysburg Car Shops will be closed on or about September 1, 2001, and all freight car repairs and associated work now performed at the Hollidaysburg Car Shops will be transferred to locations in Ohio, Illinois, North Carolina, and Georgia; and that the closing of the Hollidaysburg Car Shops will mean the elimination of the 275 jobs now performed there by blacksmiths, cannen, electricians, laborers, machinists, and sheet metal workers. Petitioners further contend that the Hollidaysburg Car Shops have been operated at a profit; have enough work to keep busy through the end of 2001; and, at least until recently, had commitments for several projects that would have provided enough work to keep busy well into 2002. Petitioners ask that we direct NS to continue to operate, and to invest $4 million in, the Hollidaysburg Car Shops.

(2) TCU. In a "response" (in essence a filing in support of the joint petition) filed April 13, 2001, the Transportation-Communications International Union (TCU) advises that

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(...continued)

Consolidated Rail Corporation (collectively, Conrail) by (a) CSX Corporation and CSX Transportation, Inc. (collectively, CSX) and (b) NS; and (2) the division of the assets of Conrail by and between CSX and NS The acquisition of control of Conrail by CSX and NS took place on August 22, 1998. The division of the assets of Conrail by and between CSX and NS took place on June 1, 1999 (referred to as Day One, the Closing Date, or the Split Date).

The Hollidaysburg Car Shops (because the "shops" are generally referred to in the plural, we shall refer to them in the plural), which were built by the Pennsylvania Railroad in 1954-1955, "are among the largest railroad car facilities in the world. They consist of over three-quarters of a million square feet of enclosed shop and car production space sitting on over 360 acres of land. The building housing the Shops is over one-half mile long and at points it is nearly 330 feet wide. The building contains four main tracks over 3,000 feet long, 12 overhead cranes, and three paint and blast facilities. Up to 3,500 rail cars can be stored at the Shops at any one time. There are over 65 miles of rail tracks in the main building and elsewhere throughout the property." NS-79, Ex. 1 at 1-2.

See the joint petition, Ex. 20 and Ex. 21.

See the joint petition, Ex. 21 (which notes, in essence, that some, but not all, of these jobs will be transferred to the locations in Ohio, Illinois, North Carolina, and Georgia).
because the closing of the Hollidaysburg Car Shops will mean the elimination of 27 clerical jobs performed by employees represented by TCU, it supports and joins in the joint petition.

(3) Norfolk Southern. In its NS-79 reply filed April 17, 2001, NS contends: that the statements it made in 1997-1998 vis-à-vis the Hollidaysburg Car Shops reflected NS’s good faith intention and expectation at the time to continue using the shops when it commenced operation of the portion of Conrail allocated to it; that, however, it never committed to operate the Hollidaysburg Car Shops forever, or for any particular period of time, or without regard to economic conditions; that, since the Split Date, it has operated the Hollidaysburg Car Shops in a manner consistent with its stated intentions before and during the Conrail proceeding; that, however, despite substantial marketing efforts, neither the continued operation of the Hollidaysburg Car Shops nor the originally contemplated $4 million in additional investment now makes economic sense; that, despite NS’s best efforts to “insource” work from other companies, the Hollidaysburg Car Shops have operated, since the Split Date, at about one-third capacity, and are now operating at a substantial loss; that, although NS’s insourcing efforts brought in new business, it was not nearly enough to justify continued operation of the Hollidaysburg Car Shops; that the business conditions that exist today simply do not justify the continued operation of all of NS’s repair shops; and that the decision to close the Hollidaysburg Car Shops is one of many difficult decisions that current economic conditions and serious financial challenges have required NS to make in recent months. NS, which asks that the joint petition be denied, insists that adoption by the Board of the “principle” that underlies the joint petition would seriously impair NS’s ability to make the hard decisions that could be necessary to its very survival.

6 TCU claims that some, but not all, of these jobs will be transferred to other locations. NS asserts, however, that it has offered positions to all TCU-represented employees who are willing to relocate. NS-79 at 10-11 n.7.

7 NS acknowledges that it has not made the anticipated $4 million expenditure for “material handling improvements” at the Hollidaysburg Car Shops. NS-79 at 8 n.6. NS insists, however, that, even if the anticipated $4 million expenditure had been made, it would not have helped NS to attract any more “insourcing” work than NS was otherwise able to attract, and it would not have had any material effect on the ultimate decision to close the Hollidaysburg Car Shops. NS-79, Ex. 1 at 7.

8 NS adds that, at the present time, the Hollidaysburg Car Shops are running at less than one-third of capacity, with only one shift working 5 days per week. NS-79, Ex. 1 at 3.

9 Petitioners and TCU filed a response to the NS reply on May 9, 2001, with additional evidence and information and with a petition for leave to file the response. They state that they (continued...
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(4) U.S. Senator Arlen Specter. In a "response" (in essence a filing in support of the joint petition) filed April 25, 2001, U.S. Senator Arlen Specter contends that we should grant the relief sought in the joint petition. Senator Specter insists that NS's current plans to close the Hollidaysburg Car Shops are "directly contrary" to assurances that NS's Chairman and Chief Executive Officer (CEO) gave to Senator Specter in testimony before a subcommittee of the United States Senate.¹⁰

DISCUSSION AND CONCLUSIONS

In a decision served July 23, 1998,¹¹ we approved the Conrail transaction subject to various conditions, one of which (the "representations condition") requires CSX and NS to adhere to all of the representations they made during the course of the Conrail proceeding. See Conrail Dec., No. 89, slip op. at 176, ordering paragraph 19: "Applicants [i.e., CSX and NS] must adhere to all of the representations they made during the course of this proceeding, whether or not such representations are specifically referenced in this decision." See also Conrail Dec., No. 89, slip op. at 17 n.26: "We think it appropriate to note, and to emphasize, that CSX and NS will be required to adhere to all of the representations made on the record during the course of this proceeding, whether or not such representations are specifically referenced in this decision."¹²

¹⁰(…continued)
do not object to NS's submission of a response to the additional evidence within a time period similar to the time that elapsed between NS's April 17 reply and the May 9 response to that reply. The May 9 filings are not being considered in this decision, but they will be accepted into the record and NS will have the opportunity to respond to them.

¹¹ U.S. Congressman Jack Quinn also submitted a letter dated April 30, 2001, urging the Board to give prompt attention to the urgent matter raised by petitioners regarding the proposed closing of the Hollidaysburg Car Shops.


¹² See also Conrail Dec., No. 89, slip op. at 105: "As we have noted elsewhere in this decision, we are requiring applicants to adhere to any representations made to parties in this case."
The Conrail application that was filed in June 1997 addressed in detail NS’s plans with respect to the Conrail facilities in the Altoona/Hollidaysburg area. NS indicated that the transaction offered substantial opportunities to improve efficiency and fully utilize Conrail’s “excellent” facilities in the Altoona/Hollidaysburg area, which (NS acknowledged) were known for their capabilities and the craftsmanship of their employees and which had “unique” repair/rebuild capabilities; that “insourcing” opportunities, to include work for CSX for at least 24 months after the Split Date, would be actively pursued in order to fully utilize shop capacity, “particularly in the Altoona/Hollidaysburg area”; that extensive capital improvement expenditures would be made, in particular $4,000,000 at Hollidaysburg for car shop work; that the heavy repair shop at Hollidaysburg would continue to be utilized; and that success in marking the services of the Altoona/Hollidaysburg and other shops would mean “expanded work opportunities for the employees of the expanded [Norfolk Southern].”

Throughout the course of the Conrail proceeding, NS indicated on numerous occasions that it was committed to operating the Hollidaysburg Car Shops. See, e.g., the joint petition, Ex. 10 at 1 (in this NS press release, which was apparently issued at or about the time the Conrail application was filed in June 1997, NS indicated that it “is committed to operate Conrail’s Hollidaysburg car shop and Juniata locomotive shop, and will promote employment there”). See also the joint petition, Ex. 11 at 2 (in this NS “fact sheet,” which also appears to have been issued at or about the time the Conrail application was filed, NS indicated that it intended to make an “[e]stimated $4 million in capital improvements at [the] Hollidaysburg shop”). The representations made by NS vis-à-vis the Hollidaysburg Car Shops were made not only in

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13 CSX/NS-20 at 62
14 CSX/NS-20 at 371.
15 CSX/NS-20 at 323-24.
16 CSX/NS-25 at 35-36 (Transaction Agreement § 2.4(b)).
17 CSX/NS-20 at 62-63; CSX/NS-20 at 321.
18 CSX/NS-20 at 287-88.
19 CSX/NS-20 at 326.
20 CSX/NS-20 at 373.
administrative filings and in press releases but also, on at least one occasion, at a hearing of a subcommittee of the United States Senate.\textsuperscript{21}

NS’s representations vis-à-vis the Hollidaysburg Car Shops were intended to be relied upon, and were relied upon, in connection with the positions taken by various parties in the Conrail proceeding. In a statement filed in the Conrail proceeding on October 21, 1997, Thomas J. Ridge, the Governor of the Commonwealth of Pennsylvania, advised that the Commonwealth was supporting the Conrail application because, among other things, of the commitments that had been made regarding investments and other benefits to the Commonwealth. Prominent among these, Governor Ridge noted, were “important expansions of Conrail’s Juniata locomotive repair shop and Hollidaysburg car repair shop near Altoona.”\textsuperscript{22} Governor Ridge noted, in particular, that NS had made commitments to “invest in [the] Hollidaysburg car repair shop ($4 million capital improvement).”\textsuperscript{23} And, when U.S. Representative Bud Shuster (the then Chairman of the Transportation and Infrastructure Committee of the United States House of Representatives) testified at the oral argument held by the Board on June 3, 1998, and expressed his “strong support” for the Conrail application, he indicated that he was “very pleased” that the NS operating plan included “a continued and an expanded role” for the “highly productive” Altoona and Hollidaysburg shops, which he described as being among “the crown jewels” of the Conrail system.\textsuperscript{24}

We think that, against this background, there is reason to explore more specifically whether NS would be in violation of the representations condition that the Board imposed in Conrail Dec. No. 89 if it were to close the Hollidaysburg Car Shops at this point in time.

NS claims, in essence, that it never committed to keeping the Hollidaysburg Car Shops open in perpetuity, and that changed economic conditions and excess freight car repair capacity justify the closing of the shops now. We agree that NS never committed to keeping the shops open in perpetuity, but it is now only 2 years since the date (the Split Date) on which Conrail’s assets were divided between CSX and I’S. We also agree that economic conditions have changed since 1997-1998. The economy was more robust then; it is less robust now; this is widely known and acknowledged. But we cannot accept, without further explanation, the implicit argument that NS’s commitments vis-à-vis the Hollidaysburg Car Shops were intended to remain in effect only as long as the economy remained as it was at that time. Regarding NS’s

\textsuperscript{21} See the joint petition, Ex. 6.

\textsuperscript{22} PA-8.

\textsuperscript{23} PA-8 at Attachment 1.

claim that it now has excess freight car repair capacity, if NS does indeed have excess freight car repair capacity today, this is an excess that could have been considered in 1997-1998 when commitments were made.

NS argues, in essence, that all "commitments" made by merger applicants are merely estimates to which applicants can never be held:

"[T]he Board has recognized in its decisions prior to and in the Conrail proceeding and oversight that statements by applicants in control applications on such matters as the amount and mix of traffic they expect to move, how they anticipate operating the consolidated system, what facilities they expect to use and what specific infrastructure investments they expect to make are necessarily imprecise projections based on economic conditions and traffic flows known at the time the statements are made. The Board never treats such projections as inflexible commitments from which applicants may not deviate when they begin to operate the consolidated system. To do so would be a certain recipe for business failure, because market and economic conditions constantly evolve, and businesses that do not, or are not permitted to, react and adapt do not long survive."

NS-79 at 4. We agree as a general matter with much of what NS says, but we think that in the present circumstances, the customary flexibility that we accord the projections of merger applicants must give way to the representations by NS to keep the Hollidaysburg Car Shops open and operating — statements upon which people clearly relied in formulating positions of support for the Conrail transaction.

NS contends, in essence, that there are only two choices with respect to the Hollidaysburg Car Shops: either to keep the shops open in perpetuity at full capacity; or to shut them down completely within the next few months. It appears that there is at least a third choice: to require NS to keep the shops open at least at present capacity for a significant period of time beyond September 1, 2001, which given conflicting positions on the record as to whether they can operate profitably will give NS and affected parties a more extended opportunity to ascertain if the shops can be operated profitably under any scenario. Given NS’s past commitments, it is not at all clear why closure of the Hollidaysburg shops should be at the forefront of its plans to cut costs or increase profitability. Under the circumstances, we will direct NS to show why we should not order it to cancel its proposed closure of the Hollidaysburg Car Shops and keep the shops open at least at present capacity for a significant period of time beyond September 1, 2001.

The Board takes very seriously statements and comments made by parties in all matters that come before us. We will continue to be vigilant in doing what we can to ensure that representations made by parties to our proceedings are actually honored.
This action will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. NS must show, by pleading filed by June 11, 2001, why the Board should not order NS to cancel its proposed shut-down of its Hollidaysburg Car Shops.\[^{23}\]


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

By the Board, Chairman Morgan, Vice Chairman Clyburn, and Commissioner Burkes. Commissioner Burkes dissented with the following separate expression.

\[\text{Signature}\]

Vernon A. Williams
Secretary

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**Commissioner Burkes, Dissenting:**

Here, NS wants to deviate from certain representations included in the Operating Plan it submitted to the Board four years ago in the Conrail proceeding. Specifically, NS recently announced that it would close the expensive and redundant Hollidaysburg, Pennsylvania railroad car repair shops, which it inherited from Conrail, and change its operations. NS maintains the closure and changes would improve its operations and save it approximately $7 million per year. The petitioners have asked the Board to require NS to keep the shops open at the present capacity and to invest $4 million in the facility.

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\[^{23}\] The order that we contemplate would require NS not to shut down the Hollidaysburg Car Shops, and would further require NS to keep these shops open at least at present capacity for a significant period of time. The order that we contemplate would not require NS to make, at this time, the $4 million investment previously referenced in this decision, as we are focused on the shops operating at present capacity.
First, I note that most of the representations reportedly made by NS concerning the Hollidaysburg car shops and referenced by the petitioners were made “outside” the Conrail proceeding that was before the Board. There were certain references to the utilization of the Hollidaysburg car shops included in NS’s Operating Plan. However, in response to Interrogatory No. 180 from the Unions, NS indicated that “After NS acquires its portion of Conrail, business conditions, revenue and traffic growth, efficiency and similar factors will be evaluated to determine future needs for car and locomotive shops.”

Moreover, the Operating Plan is a “plan” that was primarily based on 1995 traffic data. NS did not have access to specific information concerning the economics associated with the Hollidaysburg car shops when it prepared the Operating Plan. It should also be noted that the only reference to Hollidaysburg in our decision that approved the transaction indicates that NS will be responsible for employee separation costs at Hollidaysburg. Therefore, the Board clearly anticipated that changes could take place at Hollidaysburg after the merger.

In addition, this is not the first time that NS has had to deviate from its Operating Plan. For example, in response to a congestion problem in the Buffalo, New York area, NS determined that it had to deviate from its Operating Plan. NS changed its operations in the area and invested $12 million in its Bison Yard. Those changes to the Operating Plan and that investment, which were encouraged by the Board, substantially improved railroad operations in the Buffalo area. In retrospect, based on the petitioners’ argument, the Board should have refused to let NS make the changes and the $12 million investment in Buffalo because it represented a change in the representations it made to the Board in its Operating Plan or, perhaps, the Board should have only allowed NS to spend only $8 million in Buffalo and require it to spend $4 million in Hollidaysburg.

In its approval of the Conrail transaction, the Board ordered that the “Applicants must adhere to all of the representations they made during the course of this proceeding.” This “must adhere to representations” language is a “catch-all” phrase that also appeared in the Board’s UP/SP merger decision. The instant decision states that the Board “will continue to be vigilant in doing what we can to ensure that representations made by parties to our proceedings are actually honored.” However, this decision does not represent a “continuation” of our policy concerning these representations – it represents a new standard that should not be retroactively applied to NS or to any other railroad. In fact, the decision adopts a new term called the “representations condition.” (see page 4). Although the Board has stated that Applicants “must adhere to representations,” it has never, to my knowledge, strictly enforced the so-called “representations condition.”

Most previous cases involving representations made by railroads in merger cases have involved representations of “investments.” In the past, the Board has not strictly enforced these investment representations. For example, in the UP/SP general oversight proceeding, the Board did not require UP to make certain investments in the Donner Pass area because it recognized “there is no requirement that a merger applicant actually make investments in the exact places or at the precise dollar amount that it predicts it will spend in its application.”
This decision states that we probably will not require NS to invest $4 million “at this
time” (see Footnote 25), so it may appear that our policy is consistent. However, we are
contemplating an order that would require NS to keep the shops “operating at present capacity.”
At “present capacity,” NS is losing $7 million per year, which equates to a loss of $1,689 per car
repaired at the facility. I don’t see the distinction. The Board probably will not require NS to
“invest” $4 million, since it has never required railroads to make specific investments, but the Board
may require NS to continue to “lose” $7 million per year. Moreover, if NS is required to continue
losing $7 million per year, where will it make up the shortfall? Will NS close different facilities,
which may be more efficient than the Hollidaysburg facility, or will their customers have to make
up the difference?

The regrettable aspect of NS’s decision is that some 300 employees will be
transferred to other facilities and could have their lives disrupted. The decision could also have an
impact on the economy in the area. However, there are employment concerns associated with most
decisions made by railroads. For example, if NS is forced to keep its Hollidaysburg car shop open,
it may have to close different, and perhaps more efficient, facilities, which could disrupt the lives
of 300 other employees. The Board should not be “micro-managing” or “micro-regulating” NS
management decisions. I feel sure that NS carefully evaluated the situation before it reached its
decision.

In regard to the employees, it should be noted that, by a joint letter with NS dated
April 30, 2001, the Brotherhood of Railway Carmen and the Transport Workers Union agreed to
request arbitration from the National Mediation Board. I agree with the statement in that letter
that says the “appropriate forum for resolution is arbitration” and I am concerned that the Board’s
decision could interfere with that process.

This strict enforcement of the “representations condition” would be a new standard
that should not be applied retroactively to NS or to any other railroad. It would be wrong to raise
the bar now and require NS to strictly adhere to representations it made prior to or during the
proceeding. If the Board intends this to be a new standard, then it should be addressed in our new
railroad merger rules which will be issued shortly by the Board in Ex Parte No. 582 (Sub-No.1),
Major Rail Consolidation Procedures, and, if adopted, applied in future railroad merger proceedings.
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347 MADISON AVENUE
NEW YORK NY 10017-3706 US

HUGH H. WELSH
LAW DEPT., SUITE 67E
ONE WORLD TRADE CENTER
NEW YORK NY 10048-0202 US

SAMUEL J NASCA
UTU STATE LEGISLATIVE DIRECTOR
35 FULLER ROAD SUITE 205
ALBANY NY 12205 US

ANTHONY BOTTALICO
UTU
5 CAVELO RD
HOPEWELL NY 12533-5234 US

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

SHEILA MECK HYDE
CITY HALL
342 CENTRAL AVENUE
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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

JOHN A VUONO
VUONO & GRAY
2310 GRANT BUILDING
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M E PETRUCCELLI
PPG INDUSTRIES INC
ONE PPG PLACE
PITTSBURGH PA 15272 US

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THE METROPOLITAN PLANNING ORGANIZATION
1 WORLD TRADE CENTER STE 82 EAST
NEW YORK NY 10048-0043 US

R. LAWRENCE MCCAFFREY, JR.
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405 LEXINGTON AVENUE 50TH FLOOR
NEW YORK NY 10174 US

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284 SOUTH AVENUE
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GARY EDWARDS
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7725 LAKE ROAD
BARKER NY 14012 US

IRVING J RUBIN
P O BOX 243
YOUNGSTOWN NY 14174 US

R W GODWIN
BROTHERHOOD OF LOCOMOTIVE ENGINEERS
810 ABBOTT ROAD SUITE 200
BUFFALO NY 14220 US

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

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

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WICK STREIFF ET AL
1450 TWO CHATHAM CENTER
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<td>WILLIAM G. Mahoney</td>
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<td><strong>Service List For:</strong> 21-May-2001 STB FD 33388 0 CSX Corporation and CSX Transportation</td>
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<td><strong>Honorable Robert Byrd</strong></td>
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<tr>
<td>United States Senate</td>
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<td><strong>Honorable Peter J. Visclosky</strong></td>
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<td><strong>Honorable James L. Oberstar</strong></td>
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<td><strong>Honorable Benjamin A. Gilman</strong></td>
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<td><strong>Honorable Dennis J. Kucinich</strong></td>
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<td><strong>Honorable Robert Menendez</strong></td>
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<td><strong>Honorable William J. Coyne</strong></td>
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<td>HONORABLE LUIS GUTIERREZ</td>
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<td>HON GARY ACKERMAN</td>
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SERVICE LIST FOR: 21-may-2001 STB FD 33388 0 CSX CORPORAT1ON AND CSX TRANSPORTATION

HONORABLE ROD R BLAGOJEVICH
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-1305 US

HONORABLE JAMES A. BARCIA
US HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-2205 US

HON JACK QUINN
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-3230 US

HONORABLE TOM DAVIS
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-4611 US

MICHAEL P HARMONIS
DEPARTMENT OF JUSTICE
325 SEVENTH STREET, NW
WASHINGTON DC 20530 US

JOLENE MOLITORIS, ADMN.
FEDERAL RAILROAD ADMNS.
400 7TH STREET SW
WASHINGTON DC 20590 US

JOHN M ROBINSON
9616 OLD SPRING ROAD
KENSINGTON MD 20895-3124 US

JOHN HOY
P O BOX 117
GLEN BURNIE MD 21060 US

LINDA A JANNEY J D
MARYLAND OFFICE OF PLANNING
301 WEST PRESTON STREET
BALTIMORE MD 21201-2365 US

PETER Q NYCE JR
U S DEPARTMENT OF THE ARMY
901 NORTH STUART STREET
ARLINGTON VA 22203 US

HON JULIA CARSON
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-1410 US

HONORABLE JOHN D. DINGELL
2328 RAYBURN HOUSE OFFICE BUILDING
WASHINGTON DC 20515-2216 US

HONORABLE RICHARD BURR
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-3305 US

HONORABLE BOBBY L. RUSH
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-9997 US

PAUL SAMUEL SMITH
US DEPARTMENT OF TRANSPORTATION
400 SEVENTH STREET SW ROOM 4102 C-30
WASHINGTON DC 20590 US

JOSEPH R POMPEONIO
FEDERAL RAILROAD ADMIN
1120 VERMONT AVE NW RCC-20
WASHINGTON DC 20590 US

MITCHELL M KRAUS
TRANSPORTATION COMMUNICATIONS INTERNATIONAL U
3 RESEARCH PLACE
ROCKVILLE MD 20850-3279 US

WILLIAM W WHITEHURST JR
W W WHITEHURST & ASSOCIATES INC
12421 HAPPY HOLLOW ROAD
COCKEYSVILLE MD 21030-1711 US

ROBERT J WILL
UNITED TRANSPORTATION UNION
4134 GRAVE RUN RD
MANCHESTER MD 21102 US

CHARLES M CHADWICK
MARYLAND MIDLAND RAILWAY INC
P O BOX 1000
UNION BRIDGE MD 21791 US

THOMAS E SCHICK
AMERICAN CHEMISTRY COUNCIL
1300 WILSON BOULEVARD
ARLINGTON VA 22209 US
SERVICE LIST FOR: 21-may-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

J RANDALL EVANS
500 WATER STREET (J150)
JACKSONVILLE FL 32202 US

ROBERT V ALLEN
CSX TRANSPORTATION
500 WATER STREET J305
JACKSONVILLE FL 32202 US

T J STANTON
CSX TRANSPORTATION INC
500 WATER STREET (J407)
JACKSONVILLE FL 32202 US

J L RODGERS
GENERAL CHAIRMAN UTU
9550 REGENCY SQUARE BLVD #904
JACKSONVILLE FL 32225-8177 US

JAMES J KEENAN
ANCHOR GLASS CONTAINER CORPORATION
4313 ANCHOR PLAZA PARKWAY
TAMPA FL 33634 US

WILLIAM L OSTEEN
ASSOCIATE GENERAL COUNSEL TVA
400 WEST SUMMIT HILL DRIVE
KNOXVILLE TN 37902 US

HONORABLE PAUL E. PATTON
GOVERNOR
700 CAPITOL AVENUE, STE. 100
FRANKFORT KY 40601 US

HONORABLE DEBORAH PRYCE
U. S. HOUSE OF REPRESENTATIVES
500 SOUTH FRONT STREET, ROOM 1130
COLUMBUS OH 43215 US

JAMES R JACOBS
JACOBS INDUSTRIES
2 QUARRY LANE
STONY RIDGE OH 43463 US

ROBERT J COOPER
GENERAL CHAIRPERSON UTU
1238 CASS ROAD
MAUMEE OH 43537 US

ROBERT E MURRAY
OHIO VALLEY COAL CO
56854 PLEASANT RIDGE ROAD
ALLEDONIA OH 43902 US

FRED R BIRKHOILZ
CSX TRANSPORTATION LAW DEPT - J-150
500 WATER STREET
JACKSONVILLE FL 32202 US

CARL A GERHARDSTEIN
CSX TRANSPORTATION RISK MGMT
500 WATER STREET-J275
JACKSONVILLE FL 32202 US

BOB HAULTER
CSX TRANSPORTATION INC
500 WATER STREET (J120)
JACKSONVILLE FL 32202 US

PHILLIP L BELL
ERIE LACKAWANNA RAILROAD CO
PO BOX 1482
TALLAHASSEE FL 32302 US

JAMES L BELCHER
EASTMAN CHEMICAL COMPANY
PO BOX 431
KINGSPORT TN 37662 US

HONORABLE KIRK FORDICE, GOVERNOR
STATE OF MISSISSIPPI
P O BOX 139
JACKSON MS 39205 US

THOMAS M O'LEARY
OHIO RAIL DEVELOPMENT COMMISSION
50 W BROAD STREET 15TH FLOOR
COLUMBUS OH 43215 US

DOREEN C JOHNSON, CHIEF ANTITRUST SECTION
OHIO ATTY GENERAL OFFICE
140 EAST TOWN STREET, FIRST FLOOR
COLUMBUS OH 43215-6001 US

DAVID CHAPMAN
LAFARGE LIME OHIO INC
P O BOX 128
659 ANDERSON ROAD
WOODVILLE OH 43469-0128 US

ROBERT E GREENLESE
TOLEDO-LUCAS COUNTY PORT AUTHORITY
1 MARITIME PLAZA SUITE 700
TOLEDO OH 43604 US

RON MARQUARDT
LOCAL UNION 1810 UMWA
58659 EILEEN ST.
RAYLAND OH 43943 US
CLARENCE TURNQUIST  
INTERNATIONAL LONGSHOREMEN S ASSOCIATION  
C/O 2125 TRYON ROAD  
ASHTABULA OH 44004 US  

CHARLES S HESSE  
CHARLES HESSE ASSOCIATES  
7777 BAINBRIDGE ROAD  
CHAGRIN FALLS OH 44023-2124 US  

COLETTA MCNAMEE SR  
CUDELL IMPROVEMENT INC  
11500 FRANKLIN BLVD STE 104  
CLEVELAND OH 44102 US  

CLINTON J MILLER III  
UNITED TRANSPORTATION UNION  
14600 DETROIT AVENUE  
CLEVELAND OH 44107-4250 US  

C L LITTLE  
INTERNATIONAL PRESIDENT UTU  
14600 DETROIT AVENUE  
CLEVELAND OH 44107-4250 US  

CHRISTOPHER C MCCrackEN  
ULMER & BERNE LLP  
1300 EAST NINTH STREET SUITE 900  
CLEVELAND OH 44114 US  

INAJO DAVIS CHAPPELL  
ASHTA CHEMICALS INC  
1300 EAST NINTH STREET SUITE 900  
CLEVELAND OH 44114-1538 US  

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

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

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

RICHARD E KERTH  
CHAMPION INTERNATIONAL CORPORATION  
101 KNIGHTSBRIDGE DRIVE  
HAMILTON OH 45020-0001 US  

MAYOR VINCENT M URBIN  
150 AVON BELDEN RD  
AVON LAKE OH 44012 US  

BARBARA O'KEEFE  
VILLAGE OF WELLINGT0N  
115 WILLARD MEMORIAL SQ  
WELLINGT0N OH 44090 US  

ANITA R BRINDZA  
THE ONE FIFTEEN HUNDRED BUILDING  
11500 FRANKLIN BLVD SUITE 104  
CLEVELAND OH 44102 US  

DANIEL R ELLIOTT III  
ASST GENERAL COUNSEL UNITED TRANSPORTATION UNION  
14600 DETROIT AVENUE  
CLEVELAND OH 44107-4250 US  

CLARENCE MONIN INTERNATIONAL PRES  
BROTHERHOOD OF LOCOMTIVE ENGINEERS MEZZANINE  
1370 ONTARIO STREET  
CLEVELAND OH 44113 US  

DAVID ROLLOFF  
GOLDSTEIN & ROLLOFF  
526 SUPERIOR AVENUE EAST SUITE 1440  
CLEVELAND OH 44114 US  

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

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

RANDALL C. HUNT  
KRUGLIAK, WILKINS, GRIFFITHS & DOUGHERTY CO.  
P O BOX 36963  
4775 MUNSON ST NW  
CANTON OH 44735-6963 US  

R A GRICE  
GENERAL CHAIRPERSON UTU  
817 KILBOURNE ST  
BELLEVUE OH 44811-9431 US  

FAY D DUPUIS  
CITY OF CINCINNATI  
801 PLUM STREET  
CINCINNATI OH 45202 US
SERVICE LIST FOR: 21-may-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

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

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

MICHAEL CONNELLY
CITY OF EAST CHICAGO
4525 INDIANAPOLIS BLVD
EAST CHICAGO IN 46312 US

HONORABLE PETER J. VISCLOSKY
U. S. HOUSE OF REPRESENTATIVES
215 WEST 35TH AVENUE
GARY IN 46408 US

CHRISTOPHER J BURGER, PRESIDENT
CENTRAL RAILROAD COMPANY OF INDIANAPOLIS
PO BOX 554
KOKOMO IN 46903-0554 US

JAMES E SHEPHERD
TUSCOLA & SAGINAW BAY
PO BOX 550
OWOSSO MI 48867-0550 US

HON JOHN ENGLER
OFFICE OF THE GOVERNOR
P O BOX 30013
LANSING MI 48933 US

BYRON D OLSEN
FELHABER LARSON FENLON & VOGT PA
601 SECOND AVENUE SOUTH SUITE 4200
MINNEAPOLIS MN 55401-4302 US

GERALD J. VINCI
PRAIRIE GROUP
P. O.BOX 1123
7601 WEST 79TH STREET
BRIDGEVIEW IL 60455 US

CHRISTINE H. ROSSO
IL ASSISTANT ATTORNEY GENERAL
100 W RANDOLPH ST 13TH FLOOR
CHICAGO IL 60601 US

WILLIAM C SIPPEL
FLETCHER & SIPPEL LLC
180 N STETSON AVE SUITE 3125
CHICAGO IL 60601-6721 US

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

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

HAMILTON L CARMOUCHE, CORPORATION COUNSEL
CITY OF GARY
401 BROADWAY 4TH FLOOR
GARY IN 46402 US

CARL FELLER
PO BOX 758
WATERLOO IN 46793-0758 US

WILLIAM A BON, GENERAL COUNSEL
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES
26555 EVERGREEN ROAD SUITE 200
SOUTHFIELD MI 48076 US

LARRY B KARNES
TRANSPORTATION BUILDING
PO BOX 30050
425 WEST OTTAWA
LANSING MI 48909 US

T SCOTT BANNISTER
T SCOTT BANNISTER AND ASSOCIATES
1300 DES MOINES BLDG 405 SIXTH AVENUE
DES MOINES IA 50309 US

LEO J WASESCHA
GOLD MEDAL DIVISION - GENERAL MILLS OPERATION
P O BOX 1113
NUMBER ONE GENERAL MILLS BLVD
MINNEAPOLIS MN 55440 US

RICHARD A GAVRIL
16700 GENTRY LANE NO 104
TINLEY PARK IL 60477 US

THOMAS J LITWILER
FLETCHER & SIPPEL LLC
180 NORTH STETSON AVENUE SUITE 3125 TWO PRUDE
CHICAGO IL 60601-6721 US

SANDRA J DEARDEN
MDCO TRANSPORTATION MANAGEMENT LTD
166 WEST WASHINGTON SUITE 700
CHICAGO IL 60602 US

Page 14
SERVICE LIST FOR: 21-may-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

RICHARD F FRIEDMAN ESQ  
EARL L NEAL & ASSOCIATES  
111 WEST WASHINGTON STREET STE 1700  
CHICAGO IL 60602-2766 US

EDWARD C MCCARTHY  
INLAND STEEL INDUSTRIES INC  
30 WEST MONROE STREET  
CHICAGO IL 60603 US

ROGER A SERPE  
INDIANA HARBOR BELT RAILROAD COMPANY  
111 WEST JACKSON BOULEVARD, STE 2215  
CHICAGO IL 60604 US

SHELDON A ZABEL  
SCHIFF HARDIN & WAITE  
7200 SEARS TOWER  
CHICAGO IL 60606 US

THOMAS F MCFARLAND JR  
MCFARLAND & HERMAN  
20 NORTH WACKER DRIVE SUITE 1330  
CHICAGO IL 60606-2902 US

MYLES L TOBIN  
ILLINOIS CENTRAL RAILROAD  
455 NORTH CITYFRONT PLAZA DRIVE  
CHICAGO IL 60611-5504 US

CHARLES D BOLAM  
UNITED TRANSPORTATION UNION  
1400-20TH STREET  
GRANITE CITY IL 62040 US

SCOTT A RONEY  
ARCHER DANIELS MIDLAND COMPANY  
P O BOX 1470  
4666 FARIES PARKWAY  
DECATUR IL 62525 US

CHARLES R. CARR  
ATOFINA PETROCHEMICALS, INC.  
15710 JFK BLVD.  
HOUSTON TX 77032 US

HENRY T DART  
PLAINTIFF MANAGEMENT COMMITTEE  
609 EAST GIBSON STREET  
COVINGTON LA 70433 US

DAVID L HALL  
COMMONWEALTH CONSULTING ASSOCIATES  
13103 FM 1960 WEST SUITE 204  
HOUSTON TX 77065-4069 US

DENNIS A. GUTH  
WEST LAKE GROUP  
2801 POST OAK BLVD  
HOUSTON TX 77056 US

JEFFREY G DOWDELL  
EXXONMOBIL GLOBAL SERVICES CO.  
P O BOX 3272  
HOUSTON TX 77253-3272 US

MICHAEL P. FERRO  
MILLENIUM PETROCHEMICALS, INC.  
P O BOX 2583  
1221 MCKINNEY STREET SUITE 1600  
HOUSTON TX 77252-2583 US

BRAD F HUSTON  
CYPRUS AMAX MINERALS  
2600 N CENTRAL AVE STE 110  
PHOENIX AZ 85004-3012 US

MONTY L PARKER SR  
CMC STEEL GROUP  
P O BOX 911  
SEGUIN TX 78156-0911 US

RICHARD WELSH  
NARPO  
50-505 GRAND TRAVERSE  
LA QUINTA CA 92253 US

STEPHEN MUTHOFF  
CONIGLIO & MUTHOFF  
60 ELM AVENUE, CONIGLIO PROFESSIONAL BLDG  
LONG BEACH CA 90802-4910 US

MR GEORGE VAN HAVER  
2340 SOUTHW 35TH STREET  
OMAHA NE 68105 US

HENRY T DART  
PLAINTIFF MANAGEMENT COMMITTEE  
609 EAST GIBSON STREET  
COVINGTON LA 70433 US

RICHARD WELSH  
NARPO  
50-505 GRAND TRAVERSE  
LA QUINTA CA 92253 US

HENRY T DART  
PLAINTIFF MANAGEMENT COMMITTEE  
609 EAST GIBSON STREET  
COVINGTON LA 70433 US

RICHARD WELSH  
NARPO  
50-505 GRAND TRAVERSE  
LA QUINTA CA 92253 US
John D Fitzgerald
UTU, General Chairperson
400 E Evergreen Blvd Ste 217
Vancouver WA 98660-3264 US

Records: 331
In CSX Corp. et al.–Control–Conrail Inc. et al., 3 S.T.B. 196 (1998) (Merger Dec. No. 89), Environmental Condition No. 11 of Appendix Q requires Applicants, with the concurrence of the responsible local governments, to mitigate train wayside noise (locomotive engine and wheel/rail noise) at noise-sensitive receptor locations on certain rail line segments. Environmental Condition No. 11 further provides that the specific requirements of this condition “shall not apply to those communities that have executed Negotiated Agreements with Applicants that satisfy the communities’ environmental concerns.” Environmental Condition No. 11 required compliance with this provision within 2 years of the effective date of Merger Dec. No. 89, or by August 22, 2000.¹

¹ In Merger Dec. No. 89, the Board approved, subject to certain conditions, including environmental mitigation conditions, the acquisition of control of Conrail Inc. and Consolidated Rail Corporation (collectively, Conrail), and the division of their assets by CSX Corporation and CSX Transportation, Inc. (collectively, CSX), and Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively, NS). CSX and NS are referred to collectively as Applicants.

² 3 S.T.B. at 588-90.

³ The Board granted, at the request of NS, several extensions of the compliance date. See Decision No. 167, served on August 22, 2000 (granting NS’ request for an extension of the compliance date to August 22, 2001); Decision No. 196, served on August 21, 2002 (granting NS’ request for an extension of the compliance date to May 22, 2002, for the only two remaining rail line segments, N-100 and N-111); and Decision No. 206, served on February 22, 2002 (granting NS’ request for an extension of the compliance date to May 22, 2003, for rail line segments N-100 and N-111).
By letter received at the Board on April 10, 2003, NS has requested a further 4-month extension to and including September 22, 2003, to complete compliance with Environmental Condition No. 11 for rail line segments N-100 (Riverton Junction to Roanoke, VA) and N-111 (Fola Mine to Deepwater, WV). NS states that it has worked diligently to implement the requirements of Environmental Condition No. 11 for rail line segments N-100 and N-111. Specifically, NS advises that it has conducted a field survey along rail line segment N-111 in West Virginia to verify the locations of the structures eligible for noise mitigation under Environmental Condition No. 11 outside the jurisdictional limits of the two communities that entered into negotiated agreements with NS. NS states that, at the request of the responsible West Virginia local government, it is in the process of contacting individual property owners of the structures eligible for noise mitigation under Environmental Condition No. 11 to discuss a settlement offer by NS.

According to NS, it is now in the process of undertaking a field survey along rail line segment N-100 in Virginia to verify the locations of the structures outside the jurisdictional limits of the communities that have entered into negotiated agreements with NS. After completion of that field survey, NS advises that it will contact the owners of the eligible structures along N-100 with whom it has not already settled to provide settlement offers to those remaining property owners. NS states that, when the settlement discussions have concluded, if any owner of an eligible structure along rail line segments N-100 or N-111 decides not to accept NS' settlement offer, the owner may instead elect to have sound insulation installed inside the structure by NS under a noise mitigation protocol developed by NS and CSX and approved by the Board's Section of Environmental Analysis for compliance with Environmental Condition No. 11.

NS advises that, because it has taken longer than anticipated to verify the eligible receptor locations along rail line segments N-100 and N-111 and to complete settlement discussions with the property owners, NS is requesting an additional 4-month extension of the current May 22, 2003 implementation date established by the Board to complete the Environmental Condition No. 11 noise mitigation requirements for these rail line segments.

The request for a 4-month extension to September 22, 2003, is reasonable and will be granted. However, the Board expects the parties to complete their negotiations and for NS to conclude the

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4 NS notes that a total of eight local governments in Virginia and two local governments in West Virginia have entered into negotiated agreements with NS, and that the Board has issued decisions accepting those negotiated agreements in satisfaction of Environmental Condition No. 11. In addition, NS has entered into individual settlement agreements with 40 eligible noise-sensitive receptor locations outside the jurisdictional boundaries of those eight local communities.
Environmental Condition No. 11 compliance process within the 4-month period so that no further extensions will be necessary.

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

It is ordered:

1. The compliance deadline for NS in Environmental Condition No. 11 of Appendix Q of Merger Dec. No. 89 is extended 4 months until September 22, 2003, with respect to rail line segments N-100 (Riverton Junction to Roanoke, VA) and N-111 (Fola Mine to Deepwater, WV).

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

By the Board, Vernon A. Williams, Secretary.

Vernon A. Williams
Secretary
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<th>Name</th>
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<tbody>
<tr>
<td>William D Ankenp Phd</td>
<td>Two Capitol Hill Providence RI 02903 US</td>
</tr>
<tr>
<td>Robert D Elder</td>
<td>Maine Department of Transportation 16 State House Station Augusta ME 04333-0016 US</td>
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<tr>
<td>James F Sullivan</td>
<td>CT Dept of Transportation 2800 Berlin Turnpike Newington CT 06131 US</td>
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<tr>
<td>Richard C Carpenter</td>
<td>South Western Regional Planning Agency 885 Washington Boulevard, 3rd Floor Stamford CT 06901 US</td>
</tr>
<tr>
<td>Edward Lloyd</td>
<td>Rutgers Environmental Law Clinic 15 Washington Street Newark NJ 07102 US</td>
</tr>
<tr>
<td>J William Van Dyke</td>
<td>NJ Transportation Planning Authority One Newark Center 17th Floor Newark NJ 07102 US</td>
</tr>
<tr>
<td>Craig Curry</td>
<td>Consolidated Rail Corporation 1000 Howard Boulevard Mount Laurel NJ 08054 US</td>
</tr>
<tr>
<td>John F McHugh</td>
<td>6 Water Street, Suite 401 New York NY 10004 US</td>
</tr>
<tr>
<td>Anthony P. Semancik</td>
<td>The Metropolitan Transportation Authority of 347 Madison Avenue New York NY 10017-3706 US</td>
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<tr>
<td>R. Lawrence Mccaffrey, Jr.</td>
<td>Unirail LLC 509 Madison Avenue, Room 201  New York NY 10022-5520 US</td>
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<tr>
<td>Honorable Edward M Kennedy</td>
<td>United States Senate 2400 John F Kennedy Federal Bldg Boston MA 02203 US</td>
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<tr>
<td>John R Nadolny</td>
<td>14 Aviation Avenue Portsmouth NH 03801 US</td>
</tr>
<tr>
<td>Karen E Songhurst</td>
<td>State of Vermont 133 State Street Montpelier VT 05633-5001 US</td>
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<tr>
<td>Edward J Rodriguez</td>
<td>Housatonic Railroad P.O. Box 687 8 Davis Road West Old Lyme CT 06731 US</td>
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<tr>
<td>Michael E Strickland</td>
<td>NYK Line (North America) Inc, Senior Vice Pre 300 Lighting Way Secaucus NJ 07094-1588 US</td>
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<tr>
<td>Martin T Durkin Esq</td>
<td>Durkin &amp; Boggia Esq 71 Mt Vernon Street Ridgefield Park NJ 07660 US</td>
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<tr>
<td>Lawrence Pepper, Jr</td>
<td>Gruccio Pepper 817 East Lands Ave Vineland NJ 08360 US</td>
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<tr>
<td>Hugh H. Welsh</td>
<td>The Port Authority of New York and New Jersey One Madison Avenue 7th Floor New York NY 10010 US</td>
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<tr>
<td>Samuel J Nasca</td>
<td>Utu State Legislative Director 35 Fuller Road Suite 205 Albany NY 12205 US</td>
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<td>John F Collins</td>
<td>Collins Collins &amp; Kantor PC</td>
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<td>267 North Street</td>
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<td>Diane B. Walsh</td>
<td>Business Council of New York State, Inc.</td>
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**Total Pages:** 2  
**Date:** 05/14/2003
SERVICE LIST FOR: 14-may-2003 STB FD 33388 0

CSX CORPORATION AND CSX TRANSPORTATION AUTHORITY

HARRY C BARBIN
BARBIN LAUFFER & O'CONNELL
608 HUNTINGDON PIKE
ROCKLEDGE PA 19046 US

JOHN J GROCKI
GRA INC
115 WEST AV ONE JENKINTOWN STA
JENKINTOWN PA 19046 US

G CRAIG SCHELTER
PHILADELPHIA INDUSTRIAL DEVELOPMENT CORPORATION
2600 CENTRE SQUARE WEST 500 MARKET ST
PHILADELPHIA PA 19102 US

JONATHAN M BRODER
CONSOLIDATED RAIL CORP
2001 MARKET STREET 16TH FLOOR
PHILADELPHIA PA 19103 US

JOHN J EHLINGER JR
OBERMAYER REBMAN MAXWELL & HIPPEL
1617 JOHN F. KENNEDY BLVD ONE PENN CENTER-19T
PHILADELPHIA PA 19103-1895 US

ERIC M HOCKY
GOLLATZ GRIFFIN & EWING P.C.
FOUR PENN CENTER 1600 JOHN F KENNEDY BLVD SUITE
PHILADELPHIA PA 19103-2808 US

DAVID BERGER
BERGER AND MONTAGUE, P. C.
1622 LOCUST ST
PHILADELPHIA PA 19103-6305 US

JOHN J COSCIA, EXECUTIVE DIRECTOR
DELTAVALLEY REGIONAL PLANNING COMMISSION
111 SOUTH INDEPENDENCE MALL EAST
PHILADELPHIA PA 19106 US

JOHN K. LEARY, GENERAL MANAGER
SOUTHEASTERN PENNSYLVANIA TRANSPORTATION AUTHORITY
1234 MARKET STREET 5TH FLOOR
PHILADELPHIA PA 19107-3780 US

HONORABLE JOSEPH R BIDEN, JR.
UNITED STATES SENATE
844 KING STREET
WILMINGTON DE 19801 US

J E THOMAS
HERCULES INCORPORATED
1313 NORTH MARKET STREET
WILMINGTON DE 19894 US

E C WRIGHT
E I DU PONT DE NEMOURS AND COMPANY
1007 MARKET STREET D 3100
WILMINGTON DE 19898 US

FREDERICK H SCHRANCK
PO BOX 778
DOVER DE 19903 US

MARTIN W BERCOVICI
KELLER AND HECKMAN LLP
1001 G ST NW SUITE 500 WEST
WASHINGTON DC 20001 US

PETER A GILBERTSON
REGIONAL RRS OF AMERICA
122 C ST NW STE 850
WASHINGTON DC 20001 US

JAMES HOWARD
COALITION OF NORTHEASTERN GOVERNORS
400 NORTH CAPITOL STREET, SUITE 382
WASHINGTON DC 20001 US

TERRENCE D JONES
KELLER & HECKMAN
1001 G ST NW STE 500 WEST
WASHINGTON DC 20001 US

CELIA LOVELL
1500 K STREET, NW 375
WASHINGTON DC 20001 US

CHARLES A SPITULNIK
MCLEOD WATKINSON & MILLER
ONE MASSACHUSETTS AVENUE NW SUITE 800
WASHINGTON DC 20001-1401 US

ROSS B CAPON
NATIONAL ASSOCIATION OF RAILROAD PASSENGERS
900 2ND ST NE SUITE 308
WASHINGTON DC 20002 US

RICHARD G SLATTERY
AMTRAK
60 MASSACHUSETTS AVENUE N E SUITE 800
WASHINGTON DC 20002 US

DONALD F. GRIFFIN
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES
10 G STREET NE SUITE 460
WASHINGTON DC 20002-4213 US

05/14/2003
SERVICE LIST FOR: 14-may-2003 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

AMERICAN SHORT LINE AND REGIONAL RAILROAD A
GENERAL COUNSEL
50 F STREET, N.W., SUITE 7020
WASHINGTON DC 20004 US

PAUL REISTRUP
CSX TRANSPORTATION INC
1331 PENNSYLVANIA NW STE 500
WASH DC 20004 US

ERIC VON SALZEN
HOGAN & HARTSON
555 THIRTEENTH STREET N W
WASHINGTON DC 20004-1109 US

DENNIS G LYONS
ARNOLD & PORTER
555 TWELFTH STREET NW STE 940
WASHINGTON DC 20004-1206 US

WILLIAM A MULLINS
TROUTMAN SANDERS LLP
401 NINTH STREET, N.W., SUITE 1000
WASHINGTON DC 20004-2134 US

PAUL A CUNNINGHAM
HARKINS CUNNINGHAM
801 PENNSYLVANIA AVENUE, N.W., SUITE 600
WASHINGTON DC 20004-2615 US

DANIEL DUFF
AMERICAN PUBLIC TRANSPORTATION ASSOCIATION
1201 NEW YORK AV NW, STE 400
WASHINGTON DC 20005 US

PAUL A HEMMERSBAUGH
SIDLEY AUSTIN BROWN & WOOD LLP
1501 K STREET NW
WASHINGTON DC 20005 US

KARL MORELL
BALL JANIK LLP
1455 F STREET NW SUITE 225
WASHINGTON DC 20005 US

CONSTANCE A SADLER
SIDLEY AUSTIN BROWN & WOOD LLP
1501 K STREET NW
WASHINGTON DC 20005 US

PAUL H LAMBOLEY
1701 PENNSYLVANIA AVENUE, NW, SUITE 300
WASHINGTON DC 20006 US

DAVID C REEVES
TROUTMAN SANDERS LLP
401 NINTH STREET NW SUITE 1000
WASHINGTON DC 20004 US

GEORGE W MAYO JR
HOGAN & HARTSON L L P
555 THIRTEENTH STREET NW, COLUMBIA SQUARE
WASHINGTON DC 20004-1109 US

MARY GABRIELLE SPRAGUE
ARNOLD & PORTER
555 TWELFTH STREET NW
WASHINGTON DC 20004-1202 US

JONATHAN C. BENNER
TROUTMAN SANDERS LLP
401 9TH STREET, NW, SUITE 1000
WASHINGTON DC 20004-2134 US

MICHAIL L ROSENTHAL
COVINGTON & BURLING
1201 PENNSYLVANIA AVENUE, N.W.
WASHINGTON DC 20004-2401 US

ROBERT A WIMBISH ESQ
HARKINS CUNNINGHAM
801 PENNSYLVANIA AVE NW
WASHINGTON DC 20004-2664 US

LOUIS E GITOMER
BALL JANIK LLP
1455 F STREET NW SUITE 225
WASHINGTON DC 20005 US

BRUNO MAESTRI
NORFOLK SOUTHERN CORPORATION
1500 K STREET NW SUITE 375
WASHINGTON DC 20005 US

L JOHN OSBORN
SONNENSCHEIN NATH & ROSENTHAL
1301 K STREET NW STE 600 EAST
WASH DC 20005 US

MARK FILIPOVIC
888 16TH STREET NW SUITE 650
WASHINGTON DC 20006 US

ANDREW R. PLUMP
ZUCKERT, SCOTT & RASENBERGER, LLP
888 17TH ST., NW, STE. 600
WASHINGTON DC 20006 US

05/14/2003
<table>
<thead>
<tr>
<th>Name</th>
<th>Law Firm</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>KEITH G O'BRIEN</td>
<td>REA CROSS &amp; AUCHINCLOUGH</td>
<td>1707 L STREET, N.W., SUITE 570</td>
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<td>WASHINGTON DC 20036 US</td>
</tr>
<tr>
<td>EDWARD J FISHMAN</td>
<td>KIRKPATRICK &amp; LOCKHART LLP</td>
<td>1800 MASSACHUSETTS AVENUE NW SUITE 200</td>
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<td>WASHINGTON DC 20036-1221 US</td>
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<td>FRITZ R KAHN</td>
<td>FRITZ R KAHN PC</td>
<td>1920 N STREET NW 8TH FLOOR</td>
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<td>ROSE-MICHELE WEINRYB</td>
<td>WEINER BRODSKY SIDMAN &amp; KIDER PC</td>
<td>1300 19TH STREET NW 5TH FLOOR</td>
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<td>WASHINGTON DC 20036-1609 US</td>
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<tr>
<td>BROOKE L. GADE</td>
<td>STEPTOE &amp; JOHNSON LLP</td>
<td>1330 CONNECTICUT AVENUE N W</td>
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<tr>
<td>KEVIN M SLEYS</td>
<td>KIRKPATRICK &amp; LOCKHART LLP</td>
<td>1800 MASSACHUSETTS AVENUE NW 2ND FLOOR</td>
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<td>WASHINGTON DC 20036-1800 US</td>
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<tr>
<td>DEBRA L WILLEN</td>
<td>GUERRIERI EDMOND &amp; CLAYMAN PC</td>
<td>1625 MASSACHUSETTS AVENUE, N.W., STE 700</td>
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<td>WASHINGTON DC 20036-2243 US</td>
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<tr>
<td>KELVIN J DOWD</td>
<td>SLOVER &amp; LOFTUS</td>
<td>1224 17TH STREET N W</td>
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<td>WASHINGTON DC 20036-3003 US</td>
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<tr>
<td>JOHN M CUTLER JR</td>
<td>MCCARTHY SWEENEY HARKAWAY PC</td>
<td>2715 K STREET NW SUITE 600</td>
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<td>WASHINGTON DC 20037 US</td>
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<tr>
<td>STEVEN J KALISH</td>
<td>MCCARTHY SWEENEY &amp; HARKAWAY P.C.</td>
<td>2175 K STREET, N.W., SUITE 600</td>
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<tr>
<td>DANIEL J SWEENEY</td>
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<td>HAROLD P QUINN JR</td>
<td>NATIONAL MINING ASSOCIATION</td>
<td>1130 17TH STREET NW</td>
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<td>NICHOLAS J DIMICHAEL</td>
<td>THOMPSON HINE LLP</td>
<td>1920 N STREET N W SUITE 800</td>
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<td>WASHINGTON DC 20036-1600 US</td>
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<tr>
<td>FREDERIC L WOOD</td>
<td>THOMPSON HINE LLP</td>
<td>1920 N STREET</td>
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<td>DAVID H. COBURN</td>
<td>STEPTOE &amp; JOHNSON LLP</td>
<td>1330 CONNECTICUT AVENUE, N.W.</td>
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<td>TIMOTHY M WALSH</td>
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<td>JOSEPH GUERRIERI, JR.</td>
<td>GUERRIERI, EDMOND &amp; CLAYMAN, PC</td>
<td>1625 MASSACHUSETTS AVE., NW. STE 700</td>
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<td>UNITED STATES HOUSE OF REPRESENTATIVES</td>
<td>WASHINGTON DC 20515 US</td>
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<td>U.S. HOUSE OF REPRESENTATIVES</td>
<td>WASHINGTON DC 20515 US</td>
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<td>HONORABLE MAURICE HINCHHEY</td>
<td>U.S. HOUSE OF REPRESENTATIVES</td>
<td>WASHINGTON DC 20515 US</td>
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<tr>
<td>HONORABLE NANCY JOHNSON</td>
<td>UNITED STATES HOUSE OF REPRESENTATIVES</td>
<td>WASHINGTON DC 20515 US</td>
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<td>HONORABLE DENNIS J KUCINICH</td>
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<td>HONORABLE STEVEN LATOURETTE</td>
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<td>HONORABLE NITA LOWEY</td>
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<td>HONORABLE DANNY K DAVIS</td>
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<td>U.S. HOUSE OF REPRESENTATIVES</td>
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<td>U.S. HOUSE OF REPRESENTATIVES</td>
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<td>U.S. HOUSE OF REPRESENTATIVES</td>
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<td>HONORABLE JOHN J LAFALCE</td>
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<td>U.S. HOUSE OF REPRESENTATIVES</td>
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<td>U.S. HOUSE OF REPRESENTATIVES</td>
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<td>HONORABLE FRANK MASCARA</td>
<td>U.S. HOUSE OF REPRESENTATIVES</td>
<td>WASHINGTON DC 20515 US</td>
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<tr>
<td>Robert E Martinez</td>
<td>VA Secretary of Transportation</td>
<td>P. O. Box 1475, Richmond, VA 23218 US</td>
</tr>
<tr>
<td>John W Snow</td>
<td>Chairman, President, and Chief Executive Officer</td>
<td>P. O. Box 85629, Richmond, VA 23285-5629 US</td>
</tr>
<tr>
<td>Robert V Allen</td>
<td>CSX Transportation</td>
<td>500 Water Street - J275, Jacksonville, FL 32202 US</td>
</tr>
<tr>
<td>Fred R Birkholz</td>
<td>CSX Transportation Law Dept - J-150</td>
<td>500 Water Street, Jacksonville, FL 32202 US</td>
</tr>
<tr>
<td>Carl A Gerhardstein</td>
<td>CSX Transportation Risk Mgmt</td>
<td>500 Water Street - J275, Jacksonville, FL 32202 US</td>
</tr>
<tr>
<td>Michael J Ruehling</td>
<td>CSX Corporation</td>
<td>One James Center, Richmond, VA 23219 US</td>
</tr>
<tr>
<td>George A Aspatore</td>
<td>General Solicitor - Regulation</td>
<td>Norfolk Southern Railway Company, Three Commercial Place, Norfolk, VA 23510 US</td>
</tr>
<tr>
<td>David A Shelton</td>
<td>Norfolk Southern</td>
<td>Three Commercial Place, Norfolk, VA 23510 US</td>
</tr>
<tr>
<td>L P King Jr</td>
<td>General Chairperson UTU</td>
<td>145 Campbell Ave SW, Roanoke, VA 24011 US</td>
</tr>
<tr>
<td>Vaughn R Groves</td>
<td>Pittston Coal Company</td>
<td>PO Box 5100, Lebanon, VA 24266 US</td>
</tr>
<tr>
<td>R K Sargent</td>
<td>General Chairperson UTU</td>
<td>1319 Chestnut Street, Kenova, WV 25530 US</td>
</tr>
<tr>
<td>J H Clark</td>
<td>UTU, General Chairperson UTU</td>
<td>441 North Louisian Avenue, Suite Q, Asheville, NC 28806 US</td>
</tr>
<tr>
<td>Fred M Ehlers</td>
<td>Norfolk Southern Railway Company</td>
<td>185 Spring Street, SW, Atlanta, GA 30303 US</td>
</tr>
<tr>
<td>Darrell Bailey</td>
<td>CSX Transportation</td>
<td>500 Water Street (J407), Jacksonville, FL 32202 US</td>
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<td>J Randall Evans</td>
<td>CSX Transportation</td>
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<td>Bob (R J) Haultler</td>
<td>CSX Transportation Inc</td>
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<td>L L Hayes</td>
<td>CSX Transportation</td>
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<td>John W. Humes, Jr.</td>
<td>CSX Transportation</td>
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<td>C K Murphy</td>
<td>CSX Transportation Inc</td>
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<td>Cynthia K Murphy</td>
<td>CSXT Transportation</td>
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<td>Danford L Price</td>
<td>CSX Transportation</td>
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<td>CSX Transportation</td>
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<td>Charles M Rosenberger</td>
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<td>T J Stephenson</td>
<td>CSX Transportation Inc</td>
<td>500 WATER STREET (J407), JACKSONVILLE FL 32202 US</td>
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<tr>
<td>Larry D Moody</td>
<td>General Chairman UTU</td>
<td>9550 REGENCY SQUARE BLVD #904, JACKSONVILLE FL 32225-8177 US</td>
</tr>
<tr>
<td>James L Belcher</td>
<td>Eastman Chemical Company</td>
<td>PO BOX 431, KINGSFORT TN 37662 US</td>
</tr>
<tr>
<td>William L Osteen</td>
<td>Asst. State General Counsel TVA</td>
<td>400 WEST SUMMIT HILL DRIVE, KNOXVILLE TN 37902 US</td>
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<tr>
<td>Phillip L Bell</td>
<td>Erie Lackawanna Railroad Co</td>
<td>PO BOX 1482, TALLAHASSEE FL 32302 US</td>
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<tr>
<td>James J Keenan</td>
<td>Anchor Glass Container Corporation</td>
<td>4343 ANCHOR PLAZA PARKWAY, TAMPA FL 33634 US</td>
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<td>PO BOX 1482, TALLAHASSEE FL 32302 US</td>
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<tr>
<td>HONORABLE KIRK FORDICE, GOVERNOR</td>
<td>STATE OF MISSISSIPPI</td>
<td>P.O. BOX 139, JACKSON MS 39205 US</td>
</tr>
<tr>
<td>HONORABLE PAUL E. PATTON</td>
<td>GOVERNOR</td>
<td>700 CAPITAL AVENUE, STE. 100, FRANKFORT KY 40601 US</td>
</tr>
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<td>HONORABLE DEBORAH PRYCE</td>
<td>U.S. HOUSE OF REPRESENTATIVES</td>
<td>500 SOUTH FRONT STREET, ROOM 1130, COLUMBUS OH 43215 US</td>
</tr>
<tr>
<td>Thomas M O'Leary</td>
<td>OHIO Rail Development Commission</td>
<td>50 W BROAD STREET 15TH FLOOR, COLUMBUS OH 43215 US</td>
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<tr>
<td>James R Jacobs</td>
<td>Jacobs Industries</td>
<td>2 QUARRY LANE, STONY RIDGE OH 43463 US</td>
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<tr>
<td>Doreen C Johnson, Chief Antitrust Section</td>
<td>OHIO Atty General Office</td>
<td>140 EAST TOWN STREET, FIRST FLOOR, COLUMBUS OH 43215-6001 US</td>
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<tr>
<td>Robert J Cooper</td>
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<td>385 COMMODORE WAY APT 9, PERRYSBURG OH 43551-2784 US</td>
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<td>David Chapman</td>
<td>Lafarge Lime Ohio Inc</td>
<td>P.O. BOX 128, 659 ANDERSON ROAD, WOODVILLE OH 4346: 0128 US</td>
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<tr>
<td>ROBERT E GREENLESE</td>
<td>1 Maritime Plaza Suite 700</td>
<td>Toledo</td>
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<tr>
<td>ROBERT E MURRAY</td>
<td>56854 Pleasant Ridge Road</td>
<td>Alledonia</td>
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<td>RON MARQUARDT</td>
<td>Local Union 1810 UMWA 58659 Eileen St.</td>
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<td>CLARENCE TURNQUIST</td>
<td>International Longshoremen's Association 2125 Tryon Road</td>
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<td>MAYOR VINCENT M URBIN</td>
<td>150 Avon Belden Rd</td>
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<td>BARBARA O'KEEFE</td>
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<td>DANIEL R ELLIOTT III</td>
<td>United Transportation Union 14600 Detroit Ave</td>
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<td>CHARLES ZUMKEHR</td>
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<td>D G STRUNK JR</td>
<td>General Chairperson UTU 817 Kilbourne St</td>
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<td>RICHARD E KERTH</td>
<td>Champion International Corporation 101 Knightsbridge Drive</td>
<td>Hamilton</td>
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<td>FAY D DUPUIS</td>
<td>City of Cincinnati 801 Plum St</td>
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SERVICE LIST FOR: 14-may-2003 STB FD 33388 0
CSX CORPORATION AND CSX TRANSPORTATION

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

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

MICHAEL CONNELLY
CITY OF EAST CHICAGO
4525 INDIANAPOLIS BLVD
EAST CHICAGO IN 46312 US

HONORABLE PETER J. VISCLOSKEY
U. S. HOUSE OF REPRESENTATIVES
215 WEST 35TH AVENUE
GARY IN 46408 US

WILLIAM A BON, GENERAL COUNSEL
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYES
26555 EVERGREEN ROAD SUITE 200
SOUTHFIELD MI 48076 US

HONORABLE JOHN ENGLER
OFFICE OF THE GOVERNOR
P O BOX 30013
LANSING MI 48909 US

T SCOTT BANNISTER
T SCOTT BANNISTER AND ASSOCIATES
1300 DES MOINES BUILDING 405 SIXTH AVENUE
DES MOINES IA 50309 US

LEO J WASESCHA
GOLD MEDAL DIVISON - GENERAL MILLS OPERATION
P O BOX 1113
NUMBER ONE GENERAL MILLS BULEVARD
MINNEAPOLIS MN 55440 US

CHRISTINE H. ROSSO
IL ASSISTANT ATTORNEY GENERAL
100 W RANDOLPH ST 13TH FLOOR
CHICAGO IL 60601 US

MYLES L TOBIN
CANADIAN NATION/ ILLINOIS CENTRAL RAILROAD
TWO PRUDENTIAL PLAZA SUITE 3125 - 180 NORTH S
CHICAGO IL 60601-6721 US

SANDRA J DEARDEN
HIGHROAD CONSULTING LTD
29 SOUTH LASALLE STREET, SUITE 450
CHICAGO IL 60603 US

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

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

HAMILTON L CARMOCHE, CORPORATION COUNSEL
CITY OF GARY
401 BROADWAY 4TH FLOOR
GARY IN 46402 US

CHRISTOPHER J BURGER, PRESIDENT
CENTRAL RAILROAD COMPANY OF INDIANAPOLIS
PO BOX 554
KOKOMO IN 46903-0554 US

JAMES E SHEPHERD
TUSCOLA & SAGINAW BAY
PO BOX 550
OWOSSO MI 48867-0550 US

LARRY B KARNES
MICHIGAN DEPARTMENT OF TRANSPORTATION
PO BOX 30050
425 WEST OTTAWA STREET
LANSING MI 48909 US

BYRON D OLSEN
FELHABER LARSON PENN & VOGL PA
601 SECOND AVENUE SOUTH SUITE 4200
MINNEAPOLIS MN 55401-4302 US

GERALD J. VINCI
PRAIRIE GROUP
PO BOX 1123
7601 WEST 79TH STREET
BRIDGEVIEW IL 60455 US

WILLIAM C SIPPEL
FLETCHER & SIPPEL LLC
180 N. STETSON AVE., SUITE 3125, TWO PRUDENTI
CHICAGO IL 60601-6721 US

RICHARD F FRIEDMAN ESQ
EARL L NEAL & ASSOCIATES
111 WEST WASHINGTON STREET STE 1700
CHICAGO IL 60602-2766 US

THOMAS F MCPARLAND
THOMAS F MCPARLAND P C
208 SOUTH LASALLE ST SUITE 1890
CHICAGO IL 60604-1194 US
SERVICE LIST FOR: 14-may-2003 STB FD 33388 0  CSX CORPORATION AND CSX TRANSPORTATION

SHELDON A ZABEL  
SCHIFF HARDIN & WAITE  
7200 SEARS TOWER  
CHICAGO IL 60606 US

MIKE J BARRON JR  
CANADIAN NATIONAL/ILLINOIS CENTRAL  
455 NORTH CITYFRONT PLAZA DRIVE  
CHICAGO IL 60611-5317 US

SCOTT A RONEN  
ARCHER DANIELS MIDLAND COMPANY  
P O BOX 14700  
4666 FARRIES PARKWAY  
DECATUR IL 62525 US

IAN MUIR  
BUNGE CORPORATION  
P O BOX 28500  
ST LOUIS MO 63146 US

GREG VAN HAVEN  
2340 SOUTH 35TH STREET  
OMAHA NE 68105 US

CHARLES R. CARR  
ATOFINA PETROCHEMICALS, INC.  
15710 JFK BLVD.  
HOUSTON TX 77032 US

DAVID L HALL  
COMMONWEALTH CONSULTING ASSOCIATES  
13103 FM 1960 WEST SUITE 204  
HOUSTON TX 77065-4069 US

EDMUND J GARCIA  
EXXONMOBIL GLOBAL SERVICES CO.  
PO BOX 3272  
HOU STON TX 77253-3272 US

RICHARD A GAVRIL  
874 W 620 S  
TOCELE UT 84074-3261 US

RICHARD WELSH  
NARPO  
50-505 GRAND TRAVERSE  
LA QUINTA CA 92253 US

ROGER A SERPE, GENERAL COUNSEL  
INDIANA HARBOR BELT RAILROAD COMPANY  
150 NORTH WACKER DRIVE, SUITE 1500  
CHICAGO IL 60606-1606 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 62764 US

JOHN JAY ROSACKER  
KS DEPT OF TRANSP  
217 SE 3RD ST 2ND FLOOR  
TOPEKA KS 66603 US

HENRY T DART  
PLAINTIFF MANAGEMENT COMMITTEE  
609 EAST GIBSON STREET  
COVINGTON LA 70433 US

DENNIS A. GUTH  
WEST LAKE GROUP  
2801 POST OAK BLVD  
HOUSTON TX 77056 US

MICHAEL P. FERRO  
MILLENNIUM PETROCHEMICALS, INC.  
P O BOX 2583  
HOUSTON TX 77252-2583 US

MONTY L PARKER SR  
CMC STEEL GROUP  
P O BOX 911  
SEGUN TX 78156-0911 US

STEPHEN M UTHOFF  
CONIGLIO & UTHOFF APLC  
60 ELM AVENUE  
LONG BEACH CA 90802-4910 US

JOHN D FITZGERALD  
UTU, GENERAL CHAIRPERSON  
400 E EVERGREEN BLVD STE 217  
VANCOUVER WA 98660-3264 US

Records: 328
This decision will be included in the bound volumes of the STB printed reports at a later date.

SURFACE TRANSPORTATION BOARD

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

Decided: April 19, 2001

Environments: Condition No. 11 of Appendix Q of Decision No. 891 (Decision No. 89, slip op. at 401-03), requires Applicants, with the concurrence of the responsible local governments, to mitigate train wayside noise (locomotive engine and wheel/rail noise) at noise-sensitive receptor locations on certain rail line segments. Environmental Condition No. 11 further provides that: “Applicants shall certify compliance with this condition within 2 years of the effective date of the Board’s final decision. This condition shall not apply to those communities that have executed Negotiated Agreements with Applicants that satisfy the communities’ environmental concerns.”

On March 20, 2001, NS provided us with a copy of a Negotiated Agreement between NS and the Town of Grottoes, VA, dated January 23, 2001, and accepted by the Town of Grottoes on March 11, 2001. According to NS, this Negotiated Agreement effectuates the Board’s preference for privately negotiated solutions stated in Decision No. 89, slip op. at 153. NS requests that Environmental Condition No. 11 be amended to reflect the parties’ Negotiated

---

1 In Decision No. 89, served July 23, 1998, we approved, subject to certain conditions, including environmental mitigation conditions, the acquisition of control of Conrail Inc., and Consolidated Rail Corporation (collectively, Conrail) and the division of Conrail’s assets by CSX Corporation and CSX Transportation, Inc. (collectively, CSX), and by Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively, NS). CSX and NS are referred to as Applicants.

2 Environmental Condition No. 11 required compliance with this provision within 2 years of the effective date of Decision No. 89, or by August 22, 2000. At the request of NS, by decision served on August 22, 2000, the compliance deadline in Environmental Condition No. 11 was extended 1 year until August 22, 2001, to allow NS to complete implementation of the condition through additional negotiated solutions with communities and an individualized noise mitigation program.
Agreement by deleting the Town of Grottoes receptors from those identified on the Riverton Junction, VA, to Roanoke, VA line segment (N-100), and that the Negotiated Agreement between NS and the Town of Grottoes be added to the NS Subsection of Environmental Condition No. 51 of Appendix Q in Decision No. 89, which requires NS to comply with the terms of all Negotiated Agreements developed with states, local communities, and other entities regarding environmental issues associated with the Conrail transaction. See Decision No. 89, slip op. at 420-21. The Town of Grottoes concurs with the request.

In view of the Negotiated Agreement between NS and the Town of Grottoes, VA, we will: (1) add the Negotiated Agreement to Environmental Condition No. 51 of Appendix Q of Decision No. 89; and (2) amend Environmental Condition No. 11 of Appendix Q of Decision No. 89 to delete the receptors in the Town of Grottoes from the receptors identified on the Riverton Junction-Roanoke, VA line segment because the noise mitigation for that community has been superseded by the NS/Town of Grottoes Negotiated Agreement.

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

It is ordered:

1. This proceeding is reopened.

2. In accordance with the Negotiated Agreement between NS and the Town of Grottoes, VA, dated January 23, 2001, and accepted by the Town of Grottoes on March 11, 2001, the following is added to the NS Subsection of Environmental Condition No. 51 of Appendix Q of Decision No. 89:


3. In addition, Environmental Condition No. 11 of Appendix Q of Decision No. 89 is amended to delete the receptors in the Town of Grottoes from the receptors identified on the Riverton Junction-Roanoke, VA line segment because the noise mitigation for that community has been superseded by the Negotiated Agreement.
STB Finance Docket No. 33388

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

By the Board, Chairman Morgan, Vice Chairman Clyburn, and Commissioner Burkes.

Vernon A. Williams
Secretary
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<tr>
<th>Name</th>
<th>Address</th>
<th>City, State, Zip</th>
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<tr>
<td>PAUL E CRAWFORD</td>
<td>MASSACHUSETTS CENTRAL RAILROAD CORPORATION</td>
<td>PALMER MA 01069 US</td>
</tr>
<tr>
<td>JOHN D CIRAME</td>
<td>COMMONWEALTH OF MASS. EXEC. OFFICE OF TRANSP</td>
<td>BOSTON MA 02116-3969 US</td>
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<tr>
<td>WILLIAM D ANKNER PHD</td>
<td>R I DEPT OF TRANSPORTATION</td>
<td>PROVIDENCE RI 02903 US</td>
</tr>
<tr>
<td>ROBERT D ELDER</td>
<td>MAINE DEPARTMENT OF TRANSPORTATION</td>
<td>AUGUSTA ME 04333-0016 US</td>
</tr>
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<td>JAMES F SULLIVAN</td>
<td>CT DEPT OF TRANSPORTATION</td>
<td>NEWINGTON CT 06131 US</td>
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<td>RICHARD C CARPENTER</td>
<td>SOUTHWESTERN REGIONAL PLANNING AGENCY</td>
<td>EAST NORWALK CT 06855 US</td>
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<td>J WILLIAM VAN DYKE</td>
<td>NJ TRANSPORTATION PLANNING AUTHORITY</td>
<td>NEWARK NJ 07102 US</td>
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<td>HONORABLE ROBERT G. TORRICELLI</td>
<td>UNITED STATES SENATE</td>
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<td>MARTIN T DURKIN ESQ</td>
<td>DURKIN &amp; BOGGIA ESQS</td>
<td>RIDGEFIELD PARK NJ 07660 US</td>
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<tr>
<td>TIMOTHY G CHELIUS</td>
<td>18 N EAST AVENUE</td>
<td>VINEILAND NJ 08360 US</td>
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<tr>
<td>JOHN F MCHUGH</td>
<td>MCHUGH &amp; BARNES P C</td>
<td>NEW YORK NY 10005-3201 US</td>
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<td>JAMES E HOWARD</td>
<td>90 CANAL STREET</td>
<td>BOSTON MA 02114 US</td>
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<td>HON. EDWARD M KENNEDY</td>
<td>UNITES STATES SENATE</td>
<td>BOSTON MA 02203 US</td>
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<td>JOHN R NADOLNY</td>
<td>14 AVIATION AVENUE</td>
<td>PORTSMOUTH NH 03801 US</td>
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<td>KAREN E SONGHURST</td>
<td>STATE OF VERMONT</td>
<td>MONTPELLIER VT 05633-5001 US</td>
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<td>CONJOLIDATED RAIL CORPORATION</td>
<td>MOUNT LAUREL NJ 08054 US</td>
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<tr>
<td>WALTER E ZULLIG JR</td>
<td>METRO-NORTH COMMUTER RAILROAD COMPANY</td>
<td>NEW YORK NY 10017-3706 US</td>
</tr>
</tbody>
</table>

04/20/2001
RICHARD R WILSON
1126 EIGHT AV STE 403
ALTOONA PA 16602 US

D W DUNLEVY
STATE LEGISLATIVE DIRECTOR UTU
230 STATE STREET PA AFL-CIO BLDG 2ND FLOOR
HARRISBURG PA 17101 US

HONORABLE THOMAS J RIDGE
GOVERNOR, COMMONWEALTH OF PENNSYLVANIA
225 MAIN CAPITOL BUILDING
HARRISBURG PA 17120 US

BELNAP FREEMAN
BELKNAP FREEMAN
119 HICKORY LANE
ROSEMONT PA 19010 US

JOHN J GROCKI
GRA INC
115 WEST AV ONE JENKINTOWN STA
JENKINTOWN PA 19046 US

JONATHAN M BRODER
CONSOLIDATED RAIL CORP
2001 MARKET STREET 16TH FLOOR
PHILADELPHIA PA 19103 US

DAVID BERGER
BERGER AND MONTAGUE, P. C.
1622 LOCUST ST
PHILADELPHIA PA 19103-6305 US

JOHN K. LEARY, GENERAL MANAGER
SOUTHEASTERN PENNSYLVANIA TRANSPORTATION AUTH
1234 MARKET STREET 5TH FLOOR
PHILADELPHIA PA 19107-3780 US

HON JOSEPH R BIDEN, JR.
UNITED STATES SENATE
844 KING STREET
WILMINGTON DE 19801 US

FREDERICK H SCHRANCK
PO BOX 778
DOVER DE 19903 US

PETER A GILBERTSON
REGIONAL RRS OF AMERICA
122 C ST NW STE 850
WASHINGTON DC 20001 US

HON JERRY STERN
SENATE OF PENNSYLVANIA
PO BOX 2023
TWELVE SHERATON DR, PARK VIEW CTR
ALTOONA PA 16603 US

KURT W CARR
BUREAU FOR HISTORIC PRESERVATION
P O BOX 1026
HARRISBURG PA 17108-1026 US

HON ROBERT JUBELIRER
SENATE OF PENNSYLVANIA
SENATE BOX 203030
THE STATE CAPITOL
HARRISBURG PA 17120-3030 US

HARRY C BARBIN
BARBIN LAUFFER & O'CONNELL
608 HUNTINGDON PIKE
ROCKLEDGE PA 19046 US

G CRAIG SCHELTER
PHILADELPHIA INDUSTRIAL DEVELOPMENT CORPORATION
2600 CENTRE SQUARE WEST 500 MARKET ST
PHILADELPHIA PA 19102 US

JOHN J EHLINGER JR
OBERMAYER REBMANN MAXWELL & HIPPEL
1617 JOHN F. KENNEDY BLVD ONE PENN CENTER-19T
PHILADELPHIA PA 19103-1895 US

JOHN J COSCIA, EXECUTIVE DIRECTOR
DELAWARE VALLEY REGIONAL PLANNING COMMISSION
111 SOUTH INDEPENDENCE MALL EAST
PHILADELPHIA PA 19106 US

ERIC M HOCKY
GOLLATZ GRIFFIN & EWING
P O BOX 796
213 WEST MINER STREET
WEST CHESTER PA 19381-0796 US

J E THOMAS
HERCULES INCORPORATED
1313 NORTH MARKET STREET
WILMINGTON DE 19894 US

TERRENCE D JONES
KELLY & HECKMAN
1001 G ST NW STE 500 WEST
WASHINGTON DC 20001 US

JAMES HOWARD
COALITION OF NORTHEASTERN GOVERNORS
400 NORTH CAPITOL STREET, SUITE 382
WASHINGTON DC 20001 US
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
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<tr>
<td>MARTIN W BERCOCICI</td>
<td>KELLER &amp; HECKMAN LLP 1001 G ST NW SUITE 500 WEST WASHINGTON DC 20001 US</td>
</tr>
<tr>
<td>DONALD F GRIFFIN</td>
<td>BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYES 10 G STREET NE STE 460</td>
</tr>
<tr>
<td>WILLIAM A MULLINS</td>
<td>TROUTMAN SANDERS LLP 401 NINTH STREET NW SUITE 1000 WASHINGTON DC 20004 US</td>
</tr>
<tr>
<td>PAUL REISTRUP</td>
<td>CSX TRANSPORTATION INC 1331 PENNSYLVANIA NW STE 500 WASH DC 20004 US</td>
</tr>
<tr>
<td>GEORGE W MAYO JR</td>
<td>HOGAN &amp; HARTSON L L P 555 THIRTEENTH STREET NW COLUMBIA SQUARE</td>
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<tr>
<td>MARY GABRIELLE SPRAGUE</td>
<td>ARNOLD &amp; PORTER 555 TWELFTH STREET NW WASHINGTON DC 20004-1202 US</td>
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<tr>
<td>ROBERT A WIMBISH ESQ</td>
<td>HARKINS CUNNINGHAM 801 PENNSYLVANIA AVE NW WASHINGTON DC 20004-2664 US</td>
</tr>
<tr>
<td>LOUIS E GITOM:JR</td>
<td>BALL JANIK LLP 1455 F STREET NW SUITE 225 WASHINGTON DC 20005 US</td>
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<tr>
<td>L JOHN OSBORN</td>
<td>SÖNNENSECHN NATH &amp; ROSENTHAL 1301 K STREET NW STE 600 EAST WASH DC 20005 US</td>
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<td>BRUNO MAESTRI</td>
<td>NORFOLK SOUTHERN CORPORATION 1500 K STREET SUITE 375 WASHINGTON DC 20005 US</td>
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<tr>
<td>NEAL R GROSS</td>
<td>COURT REPORTERS AND TRANSCRIBERS 1323 RHODE ISLAND AV NW WASHINGTON DC 20005-3701 US</td>
</tr>
<tr>
<td>CHARLES A SPITULNIK</td>
<td>MCLEOD VATKINSON &amp; MILLER 153 MASSACHUSETTS AVENUE NW SUITE 800 WASHINGTON DC 20001-1401 US</td>
</tr>
<tr>
<td>RICHARD G SLATTERY</td>
<td>AMTRAK 60 MASSACHUSETTS AVENUE N E WASHINGTON DC 20002 US</td>
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<tr>
<td>J MICHAEL HEMMER</td>
<td>COVINGTON &amp; BURLING 1201 PENNSYLVANIA AVENUE NW WASHINGTON DC 20004 US</td>
</tr>
<tr>
<td>DREW A HARKER</td>
<td>ARNOLD &amp; PORTER 555 TWELFTH STREET NW WASHINGTON DC 20004 US</td>
</tr>
<tr>
<td>ERIC VON SALZEN</td>
<td>HOGAN &amp; HARTSON 555 THIRTEENTH STREET N W WASHINGTON DC 20004-1109 US</td>
</tr>
<tr>
<td>DENNIS G LYONS</td>
<td>ARNOLD &amp; PORTER 555 TWELFTH STREET NW, STE 940 WASHINGTON DC 20004-1206 US</td>
</tr>
<tr>
<td>ALICE C SAYLOR</td>
<td>AMERICAN SHORT LINE &amp; REGIONAL RAILROAD ASSO 1120 G STREET NW SUITE 520 WASHINGTON DC 20005 US</td>
</tr>
<tr>
<td>KARL MORELL</td>
<td>BALL JANIK LLP 1455 F STREET NW SUITE 225 WASHINGTON DC 20005 US</td>
</tr>
<tr>
<td>PAUL M LAURENZA</td>
<td>OPPENHEIMER WOLFF &amp; DONNELLY &amp; BAYH LLP 1350 EYE STREET, N.W., STE 200 WASHINGTON DC 20005 US</td>
</tr>
<tr>
<td>DANIEL DUFF</td>
<td>AMERICAN PUBLIC TRANSPORTATION ASSOCIATION 1201 NEW YORK AV NW, STE 400 WASHINGTON DC 20005 US</td>
</tr>
<tr>
<td>JAMES R WEISS</td>
<td>PRESTON GATES ELLIS ET AL 1735 NEW YORK AVENUE NW SUITE 500 WASHINGTON DC 20006 US</td>
</tr>
</tbody>
</table>
SERVICE LIST FOR: 20-apr-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

ANDREW R. PLUMP
ZUCKERT, SCOUTT & RASENBERGER, LLP
888 17TH ST., NW, STE. 600
WASHINGTON DC 20006 US

SCOTT M ZIMMERMAN
ZUCKERT SCOUTT & RASENBERGER L L P
888 SEVENTEENTH STREET NW
WASHINGTON DC 20006 US

CONSTANCE A SADLER
SIDLEY & AUSTIN
1722 EYE STREET NW
WASHINGTON DC 20006 US

RICHARD A ALLEN
ZUCKERT SCOUTT & RASENBERGER L L P
888 17TH STREET N W STE 600
WASHINGTON DC 20006-3309 US

RACHEL DANISH CAMPBELL
FOLEY & LARDNER
888 SIXTEENTH STREET NW
WASHINGTON DC 20006 US

CHRISTOPHER C O'HARA
BRICKFIELD BURCHETTE & RITTS PC
10:5 THOMAS JEFFERSON ST NW EIGHTH FLOOR
WASHINGTON DC 20007 US

DAVID K MONROE
GALLAND KHRASCH GREENBERG FELLMAN & SWIRSKY
1054 THIRTY FIRST STREET NW STE 200
WASHINGTON DC 20007 US

EDWARD D GREENBERG
GALLAND KHRASCH GREENBERG FELLMAN & SWIRSKY
1054 THIRTY-FIRST STREET NW STE 200
WASHINGTON DC 20007-4492 US

HAROLD P QUINN JR
NATIONAL MINING ASSOCIATION
1130 17TH STREET NW
WASHINGTON DC 20036 US

JOHN D HEDINGER
REA CROSS & AUCHINCLOS
1707 L STREET, NW, STE 570
WASHINGTON DC 20036 US

KELVIN J DOWD
SLOVER & LOFTUS
1224 17TH STREET N W
WASHINGTON DC 20036 US

ALICIA SERAFY
FOLEY & LARDNER
888 SIXTEENTH ST., N.W.
WASHINGTON DC 20006 US

ROBERT P VON ZIEGEN
FOLEY & LARDNER
888 16TH STREET N W STE 700
WASHINGTON DC 20006 US

WILLIAM W MILLAR
AMERICAN PUBLIC TRANSIT ASSOCIATION
1666 K STREET NW
WASHINGTON DC 20006-1215 US

JOHN V EDWARDS, ESQ
ZUCKERT SCOUTT ET AL
888 17TH STREET N W STE 600
WASHINGTON DC 20006-3939 US

SHERRI LEHMAN DIRECTOR OF CONGRESSIONAL AFFAIRS
CORN REFINERS ASSOCIATION
1701 PA AV NW
WASHINGTON DC 20006-5805 US

PAUL M DONOVAN
LARGE WINDHOFF MOERMAN & DONOVAN
3900 HIGHWOOD COURT NW
WASHINGTON DC 20007 US

JOHN H BROADLEY
JOHN H BROADLEY & ASSOCIATES PC
1054 31ST STREET NW 2ND FLOOR
WASHINGTON DC 20007 US

MICHAEL F MCBRIDE
LEBOEUF LAMB GREENE & MACRAE
1675 CONNECTICUT AVENUE NW
WASHINGTON DC 20009-5728 US

PAUL D COLEMAN
HOPPEL MAYER & COLEMAN
1000 CONNECTICUT AVENUE NW SUITE 400
WASHINGTON DC 20036 US

RICHARD S EDELMAN
O’DONNELL SCHWARTZ & ANDERSON PC
1900 L STREET NW SUITE 707
WASHINGTON DC 20036 US

GORDON P MACDOUGALL
1025 CONNECTICUT AVE NW SUITE 410
WASHINGTON DC 20036 US

04/20/2001
SERVICE LIST FOR: 20-apr-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION TRADES DEPARTMENT, AFL-CIO

CHRISTOPHER A MILLS
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036 US

STEPHEN H BROWN
VORYS SATER SEYMOUR AND PEASE
1828 L STREET N W
WASHINGTON DC 20036 US

EDWARD WYTKIND EXECUTIVE DIRECTOR
TRANSPORTATION TRADES DEPARTMENT, AFL-CIO
1025 CONNECTICUT AVE NW SUITE 1005
WASHINGTON DC 20036 US

WILLIAM G. MAHONEY
HIGHSAW, MAHONEY & CLARKE
1050 SEVENTEENTH STREET NW SUITE 210
WASHINGTON DC 20036 US

FRITZ R KAHN
1920 N STREET NW 8TH FLOOR
WASHINGTON DC 20036-1601 US

ROST-MICHELE WEINRYB
WEINER BRODSKY SIDMAN & KIDER
1300 19TH STREET NW 5TH FLOOR
WASHINGTON DC 20036-1609 US

SAMUEL M SIPE JR
STEPTOE & JOHNSON LLP
1330 CONNECTICUT AVENUE N W
WASHINGTON DC 20036-1795 US

EDWARD J FISHMAN
KIRKPATRICK & LOCKHART LLP
1800 MASSACHUSETTS AVENUE, N.W., 2ND FLOOR
WASHINGTON DC 20036-1800 US

DEBRA L WILLEN
GUERRIERI EDMOND & CLAYM. N PC
1625 MASSACHUSETTS AVENUE, N.W. STE 700
WASHINGTON DC 20036-2243 US

ANDREW P GOLDSTEIN
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

JOHN M CUTLER JR
MCCARTHY SWEENEY HARKAWAY PC
2175 K STREET NW
WASHINGTON DC 20037 US

KARYN A BOOTH
THOMPSON HINE & FLORY LLP
1920 N STREET, NW & FLORY LLP
WASHINGTON DC 20036 US

KEITH G OBRIEN
REA CROSS AND AUCHINCLOSS
1707 L STREET NW STE 570
WASHINGTON DC 20036 US

PAUL H LAMBOLEY
1717 N STREET NW
WASHINGTON DC 20036 US

PETER A GREENE
THOMPSON HINE FLORY
1920 N STREET N W SUITE 800
WASHINGTON DC 20036 US

FREDERIC L WOOD
THOMPSON HINE & FLORY LLP
1920 N STREET
WASHINGTON DC 20036-1601 US

TIMOTHY M WALSH
STEPTOE & JOHNSON
1330 CONNECTICUT AVENUE N W
WASHINGTON DC 20036-1795 US

KEVIN M SHEYS
KIRKPATRICK & LOCKHART LLP
1800 MASSACHUSETTS AVENUE NW 2ND FLOOR
WASHINGTON DC 20036-1800 US

JOSEPH GUERRIERI, JR.
GUERRIERI, EDMOND & CLAYMAN, PC
1625 MASSACHUSETTS AVE., NW. STE 700
WASHINGTON DC 20036-2243 US

DONALD G AVERY
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036-3003 US

DANIEL J SWEENEY
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

STEVEN J KALISH
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US
<table>
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<tr>
<td>JOHN L OBERDORFER</td>
<td>PATTON BOGGS LLP 2550 M ST NW</td>
<td>WASHINGTON</td>
<td>DC</td>
<td>20037</td>
</tr>
<tr>
<td>KEITH A KLINDWORTH</td>
<td>U S DEPT OF AGRICULTURE P O BOX 96456</td>
<td>WASHINGTON</td>
<td>DC</td>
<td>20090</td>
</tr>
<tr>
<td>MICHAEL V DUNN</td>
<td>RM 228W JAMIE L WHITTEN FEDERAL BLDG</td>
<td>WASHINGTON</td>
<td>DC</td>
<td>20250</td>
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<tr>
<td>MELISSA PICKWORTH</td>
<td>GENERAL ACCOUNTING OFFICE 41 G STREET, N.W., ROOM 2T23</td>
<td>WASHINGTON</td>
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<td>HON CHARLES E SCHUMER</td>
<td>UNITED STATES SENATE</td>
<td>WASHINGTON</td>
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<td>UNITED STATES SENATE</td>
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<td>HONORABLE RICHARD LUGAR</td>
<td>UNITED STATES SENATE</td>
<td>WASHINGTON</td>
<td>DC</td>
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<td>US SENATE</td>
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<td>DC</td>
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<td>UNITED STATES SENATE</td>
<td>WASHINGTON</td>
<td>DC</td>
<td>20510</td>
</tr>
<tr>
<td>HON RICK SANTORUM</td>
<td>UNITED STATES SENATE</td>
<td>WASHINGTON</td>
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</tr>
</tbody>
</table>
SERVICE LIST FOR: 20-apr-2001 STB FD 33388 0  CSX CORPORATION AND CSX TRANSPORTATION

HON JACK REED  
U S SENATE  
WASHINGTON DC 20510-3903 US

HONORABLE JOHN J LAFALCE  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

HONORABLE ROBERT BYRD  
UNITED STATES SENATE  
WASHINGTON DC 20510-6025 US

HON. BUD SHUSTER  
ATTN: MIKE RICK  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

HON NANCY JOHNSON  
UNITED STATES HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

HONORABLE PETER J. VISCLOSKY  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

HONORABLE BOB CLEMENT  
US HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

HON. JAMES L. OBERSTAR  
US HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

HONORABLE JOHN J. DUNCAN  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

HONORABLE BENJAMIN A. GILMAN  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

HONORABLE PAUL E. GILLMOR  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

HON DENNIS J KUCINICH  
UNITED STATES HOUSE REPRESENTATIVES  
WASHINGTON DC 20515 US

HONORABLE STEVE LATOURETTE  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

HONORABLE SAXBY CHAMBLISS,  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

HONORABLE FRANK MASCARA  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

HON. ROBERT MENDENHEZ  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

HON MARCY KAPTUR  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

HON JAMES TRAFICANT JR  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

HONORABLE MIKE DOYLE  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

HON. WILLIAM O. LIPINSKI  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

HON. ED BRYANT  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

HON. WILLIAM J. COYNE  
UNITED STATES HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US
SERVICE LIST FOR: 20-apr-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

HONORABLE MAJOR R. OWENS
UNITED STATES HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE CHIP PICKERING
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE LUIS GUTIERREZ
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON RALPH REGULA
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON NYDIA M VELAZQUEZ
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON LOUISE M SLAUGHTER
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON CHARLES RANGEL
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE JAMES MALONEY
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON NITA LOWEY
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON MAURICE HINCHHEY
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON GARY ACKERMAN
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE TED STRICKLAND
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE JESSE L. JACKSON, JR
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE DANNY K DAVIS
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON SHERROD BROWN
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON ED TOWNS
U. S. HOUSE OR REPRESENTATIVES
WASHINGTON DC 20515 US

HON CHRISTOPHER SHAYS
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON MICHAEL MCNULTY
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON CAROLYN B MALONEY
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON THOMAS C SAWYER
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON ELIOT L ENGEL
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE ROBERT W. NEY
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US
<table>
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<tr>
<th>Name</th>
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<tr>
<td>JERROLD NADLER</td>
<td>U S House of Representatives</td>
<td>20515</td>
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<tr>
<td>JULIA CARSON</td>
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<td>20515-1410</td>
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<tr>
<td>JOHN D. DINGELL</td>
<td>2328 Rayburn House Office Building</td>
<td>20515-2216</td>
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<td>RICHARD BURR</td>
<td>U. S. House of Representatives</td>
<td>20515-3305</td>
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<td>BOBBY L. RUSH</td>
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<td>20515-9997</td>
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<tr>
<td>PAUL SAMUEL SMITH</td>
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<td>20850-3279</td>
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<tr>
<td>WILLIAM W. WHITEHURST JR</td>
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<td>21030-1711</td>
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<td>ROBERT J. WILL</td>
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<td>MIKE P. HARMONIS</td>
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<td>JOLENE MOLITORIS, ADMIN.</td>
<td>Federal Railroad Admin</td>
<td>20590</td>
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<tr>
<td>DAVID G. ABRAHAM</td>
<td>Suite 400w</td>
<td>20814</td>
<td>Bethesda</td>
<td>MD</td>
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04/20/2001 Page 10
SERVICE LIST FOR: 20-at-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

CHARLES M ROSENBERGER
CSX TRANSPORTATION
500 WATER STREET - J150
JACKSONVILLE FL 32202 US

ROBERT V ALLEN
CSX TRANSPORTATION
500 WATER STREET J305
JACKSONVILLE FL 32202 US

CARL A GERHARDSTEIN
CSX TRANSPORTATION RISK MGMT
500 WATER STREET-J275
JACKSONVILLE FL 32202 US

FRED R BIRKHOlz
CSX TRANSPORTATION LAW DEPT - J-150
500 WATER STREET
JACKSONVILLE FL 32202 US

PHILLIP L BELL
ERIE LACKAWANNA RAILROAD CO
PO BOX 1482
TALLAHASSEE FL 32302 US

JAMES L BELCHER
EASTMAN CHEMICAL COMPANY
PO BOX 431
KINGSPORT TN 37662 US

HONORABLE KIRK FORDICE, GOVERNOR
STATE OF MISSISSIPPI
P O BOX 139
JACKSON MS 39205 US

THOMAS M O'LEARY
OHIO RAIL DEVELOPMENT COMMISSION
50 W BROAD STREET 15TH FLOOR
COLUMBUS OH 43215 US

DOREEN C JOHNSON, CHIEF ANTITRUST SECTION
OHIO ATTY GENERAL OFFICE
140 EAST TOWN STREET, FIRST FLOOR
COLUMBUS OH 43215-6001 US

DAVID CHAPMAN
LAFARGE LIME OHIO INC
P O BOX 128
659 ANDERSON ROAD
WOODVILLE OH 43469-0128 US

ROBERT E GREENLESE
TOLEDO-LUCAS COUNTY PORT AUTHORITY
1 MARITIME PLAZA SUITE 700
TOLEDO OH 43604 US

J RANDALL EVANS
500 WATER STREET (J150)
JACKSONVILLE FL 32202 US

J L RODGERS
GENERAL CHAIRMAN UTU
9550 REGENCY SQUARE BLVD #904
JACKSONVILLE FL 32225-8177 US

HONORABLE DEBORAH PRYCE
U. S. HOUSE OF REPRESENTATIVES
500 SOUTH FRONT STREET, ROOM 1130
COLUMBUS OH 43215 US

ROBERT J COOPER
GENERAL CHAIRPERSON UTU
1238 CAF'S ROAD
MAUMEE OH 43537 US

ROBERT E MURRAY
OHIO VALLEY COAL CO
56854 PLEASANT RIDGE ROAD
ALLEDONIA OH 43902 US

04/20/2001
SERV:'E LIST FOR: 20-apr-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATI

RON MARQUARDT
LOCAL UNION 1810 UMWA
58659 EILEEN ST.
RAYLAND OH 43943 US

MAYOR VINCENT M URBIN
150 AVON BELDEN RD
AVON LAKE OH 44012 US

BARBARA O'KEEFE
VILLAGE OF WELLINGTON
115 WILLARD MEMORIAL SQ
WELLINGTON OH 44090 US

B RINDZA
THE ONE FIFTEEN HUNDRED BUILDING
11500 FRANKLIN BLVD SUITE 104
CLEVELAND OH 44102 US

DANIEL R ELLIOTT III
ASST GENERAL COUNSEL UNITED TRANSPORTATION UNION
14600 DETROIT AVENUE
CLEVELAND OH 44107-4250 US

CLARENCE MONIN INTERNATIONAL PRES
BROTHERHOOD OF LOCOMTIVE ENGINEERS MEZZANINE
1370 ONTARIO STREET
CLEVELAND OH 44113 US

DAVID ROLOFF
GOLDSTEIN & ROLOFF
526 SUPERIOR AVENUE EAST SUITE 1440
CLEVELAND OH 44114 US

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

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

RANDALL C. HUNT
KRUGLIACK, WILKINS, GRIFFITHS & DOUGHERTY CO.
P O BOX 36963
4775 MUNSON ST NW
CANTON OH 44735-6963 US

R A GRICE
GENERAL CHAIRPERSON UTU
817 KILBOURNE ST
BELLEVUE OH 44811-9431 US

CLARENCE TURNQUIST
INTERNATIONAL LONGSHOREMEN S ASSOCIATION
C/O 2125 TRYON ROAD
ASHTABULA OH 44004 US

CHARLES S HESSE
CHARLES HESSE ASSOCIATES
7777 BAINBRIDGE ROAD
CHAGRIN FALLS OH 44023-2124 US

COLETTA MCNAMEE SR
CUDELL IMPROVEMENT INC
11500 FRANKLIN BLVD STE 104
CLEVELAND OH 44102 US

CLINTON J MILLER III
UNITED TRANSPORTATION UNION
14600 DETROIT AVENUE
CLEVELAND OH 44107-4250 US

C L LITTLE
INTERNATIONAL PRESIDENT UTU
14600 DETROIT AVENUE
CLEVELAND OH 44107-4250 US

CHRISTOPHER C MCCRECKEN
ULMER & BERNE LLP
1300 EAST NINTH STREET SUITE 900
CLEVELAND OH 44114 US

INAJO DAVIS CHAPPELL
ASHTA CHEMICALS INC
1300 EAST NINTH STREET SUITE 900
CLEVELAND OH 44114-1538 US

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

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

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

RICHARD E KERTH
CHAMPION INTERNATIONAL CORPORATION
101 KNIGHTSBRIDGE DRIVE
HAMILTON OH 45020-0001 US
SERVICE LIST FOR: 20-apr-2001 STB FD 33388 0

CSX CORPORATION AND CSX TRANSPORTATION

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

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

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

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

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

MICHAEL CONNELLY
CITY OF EAST CHICAGO
4525 INDIANAPOLIS BLVD
EAST CHICAGO IN 46312 US

HAMILTON L CARMOUCHE, CORPORATION COUNSEL
CITY OF GARY
401 BROADWAY 4TH FLOOR
GARY IN 46402 US

HONORABLE PETER J. VISCLOSKY
U. S. HOUSE OF REPRESENTATIVES
215 WEST 35TH AVENUE
GARY IN 46408 US

CARL FELLER
PO BOX 758
WATERLOO IN 46793-0758 US

CHRISTOPHER J BURGER, PRESIDENT
CENTRAL RAILROAD COMPANY OF INDIANAPOLIS
PO BOX 554
KOKOMO IN 46903-0554 US

WILLIAM A BON, GENERAL COUNSEL
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES
26555 EVFKGREEN ROAD SUITE 200
SOUTHFIELD MI 48076 US

JAMES E SHEPHERD
TUSCOLA & SAGINAW BAY
PO BOX 550
OWOSSO MI 48867-0550 US

LARRY B KARNES
TRANSPORTATION BUILDING
PO BOX 30050
425 WEST OTTAWA
LANSING MI 48909 US

HON JOHN ENGELER
OFFICE OF THE GOVERNOR
P.O. BOX 30013
LANSING MI 48933 US

T SCOT BANNISTER AND ASSOCIATES
1300 DES MOINES BLDG 405 SIXTH AVENUE
DES MOINES IA 50309 US

BYRON D OLSEN
FELHABER LARSON PENLON & VOGL PA
100 SECOND AVENUE SOUTH SUITE 4200
MINNEAPOLIS MN 55401-4302 US

LEO J WASESCHA
GOLD MEDAL DIVISION - GENERAL MILLS OPERATION
P.O. BOX 1113
NUMBER ONE GENERAL MILLS BULEVARD
MINNEAPOLIS MN 55440 US

GERALD J. VINCI
PRAIRIE GROUP
P. O. BOX 1123
7601 WEST 79TH STREET
BRIDGEVIEW IL 60455 US

RICHARD A GAVRIL
16700 GENTRY LANE NO 104
TINLEY PARK IL 60477 US

CHRISTINE H. ROSSO
IL ASSISTANT ATTORNEY GENERAL
100 W RANDOLPH ST 13TH FLOOR
CHICAGO IL 60601 US

THOMAS J LITWILER
FLETCHER & SIPPEL LLC
180 NORTH STETSON AVENUE SUITE 3125 TWO PRUDE
CHICAGO IL 60601-6721 US

WILLIAM C SIPPEL
FLETCHER & SIPPEL LLC
180 N STETSON AVE SUITE 3125
CHICAGO IL 60601-6721 US

04/27/2001
SERVICE LIST FOR: 20-apr-2001 STB PD 33388 0
CSX CORPORATION AND CSX TRANSPORTATION

SANDRA J DEARDEN
MDCO TRANSPORTATION MANAGEMENT LTD
166 WEST WASHINGTON SUITE 700
CHICAGO IL 60602 US

EDWARD C MCCARTHY
INLAND STEEL INDUSTRIES INC
30 WEST MONROE STREET
CHICAGO IL 60603 US

SHELDON A ZABEL
SCHIFF HARDIN & WAITE
7200 SEARS TOWER
CHICAGO IL 60606 US

MYLES L TOBIN
ILLINOIS CENTRAL RAILROAD
455 NORTH CITYFRONT PLAZA DRIVE
CHICAGO IL 60611-5504 US

SCOTT A RONEY
ARCHER DANIELS MIDLAND COMPANY
P O BOX 1470
4666 FARIES PARKWAY
DECATUR IL 62525 US

IAN MUIR
BUNGE CORPORATION
P O BOX 28500
ST LOUIS MO 63146 US

MR GEORGE VAN HAVER
2340 SOUTH 35TH STREET
OMAHA NE 68105 US

CHARLES R. CABR
ATOFINA PETROCHEMICALS, INC.
15710 JFK BLVD.
HOUSTON TX 77032 US

DAVID L HALL
COMMONWEALTH CONSULTING ASSOCIATES
13103 FM 1960 WEST SUITE 204
HOUSTON TX 77065-4069 US

JEFFREY G DOWDELL
EXXONMOBIL GLOBAL SERVICES CO.
PO BOX 3272
HOUSTON TX 77253-3272 US

BRAD F HUSTON
CYPRUS AMAX MINERALS
2600 N CENTRAL AVE STE 110
PHOENIX AZ 85004-3012 US

RICHARD F FRIEDMAN ESQ
EARL L NEAL & ASSOCIATES
111 WEST WASHINGTON STREET STE 1700
CHICAGO IL 60602-2766 US

ROGER A SERPE
INDIANA HARBOR BELT RAILROAD COMPANY
111 WEST JACKSON BOULEVARD, STE 2215
CHICAGO IL 60604 US

THOMAS F MCFARLANE JR
MCFARLANE & HERMAN
20 NORTH WACKER DRIVE SUITE 1330
CHICAGO IL 60606-2902 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 62764 US

JOHN JAY ROSACKER
KS DEPT OF TRANSP
217 SE 4TH ST 2ND FLOOR
TOPEKA KS 66603 US

HENRY T DART
PLAINTIFF MANAGEMENT COMMITTEE
609 EAST GIBSON STREET
COVINGTON LA 70433 US

DENNIS A. GUTH
WEST LAKE GROUP
2801 POST OAK BLVD
HOUSTON TX 77056 US

MICHAEL P. FERRO
MILLENNIUM PETROCHEMICALS, INC.
P O BOX 2583
1221 MCKINNEY STREET SUITE 1600
HOUSTON TX 77252-2583 US

MONTY L PARKER SR
CMC STEEL GROUP
P O BOX 911
SEGUIN TX 78156-0911 US

STEPHEN M UTHOFF
CONIGLIO & UTHOFF
60 ELM AVENUE, CONIGLIO PROFESSIONAL BLDG
LONG BEACH CA 90802-4910 US
SERVICE LIST FOR: 20-apr-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

RICHARD WELSH
NARPO
50-505 GRAND TRAVERSE
LA QUINTA CA 92253 US

JOHN D FITZGERALD
UTJ, GENERAL CHAIRPERSON
400 E EVERGREEN BLVD STE 217
VANCOUVER WA 98660-3264 US

Records: 332
Environmental Condition No. 11 of Appendix Q of Decision No. 89 (Decision No. 89, slip op. at 401-02), requires Applicants (including Consolidated Rail Corporation (CR), which administers the CSX/NS Shared Assets Areas), with the concurrence of the responsible local governments, to mitigate train wayside noise (locomotive engine and wheel/rail noise) at noise-sensitive receptor locations on certain rail line segments. Environmental Condition No. 11 further provides that: “Applicants shall certify compliance with this condition within 2 years of the effective date of the Board’s final decision. This condition shall not apply to those communities that have executed Negotiated Agreements with Applicants that satisfy the communities’ environmental concerns.”

On March 15, 2001, CSX, at the request of CR, provided us with a copy of a Negotiated Agreement between CR and Huron Township, New Boston, MI, dated January 15, 2001, and accepted by Huron Township on February 15, 2001. According to CSX, this Negotiated Agreement effectuates the Board’s preference for privately negotiated solutions stated in Decision No. 89, slip op. at 153. CSX requests that Environmental Condition No. 11 be amended to reflect the parties’ Negotiated Agreement by deleting Huron Township from the list

---

1 In Decision No. 89, served July 23, 1998, we approved, subject to certain conditions, including environmental mitigation conditions, the acquisition of control of Conrail Inc., and CR, and the division of their assets by CSX Corporation and CSX Transportation, Inc. (collectively, CSX), and Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively, NS). CSX, NS, and CR are referred to collectively as Applicants for purposes of this decision.

2 Environmental Condition No. 11 required compliance with this provision within 2 years of the effective date of Decision No. 89, or by August 22, 2000. On August 11, 2000, CSX, on behalf of CSX and CR, requested a 1-year extension of the compliance deadline, until August 22, 2001. By decision served August 22, 2000, the compliance deadline in Environmental Condition No. 11 was extended 1 year until August 22, 2001.
of communities on the Carleton, MI to Ecorse, MI line segment (S-020), and that the Negotiated Agreement between CR and Huron Township be added to Environmental Condition No. 51 of Appendix Q of Decision No. 89, under which Applicants must comply with the terms of all Negotiated Agreements developed with states, local communities, and other entities regarding environmental issues associated with this transaction. See Decision No. 89, slip op. at 420-21. Huron Township concurs with the request.

In view of the Negotiated Agreement between CR and Huron Township, we will: (1) add the Negotiated Agreement to Environmental Condition No. 51 of Appendix Q of Decision No. 89 in the Subsection called “Shared,” and (2) amend Environmental Condition No. 11 of Appendix Q of Decision No. 89 to delete Huron Township because the noise mitigation for that community has been superseded by the CR/Huron Township Negotiated Agreement.

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

It is ordered:

1. This proceeding is reopened.

2. In accordance with the Negotiated Agreement between CR and Huron Township, New Boston, MI, dated January 15, 2001, and accepted by Huron Township on February 15, 2001, the following is added to the “Shared” Subsection of Environmental Condition No. 51 of Appendix Q of Decision No. 89:


3. In addition, Environmental Condition No. 11 of Appendix Q of Decision No. 89 is amended to delete the noise mitigation applicable to Huron Township, New Boston, MI, because it has been superseded by the Negotiated Agreement.

   Environmental Condition No. 11 of Appendix Q of Decision No. 89 (Decision No. 89, slip op. at 403), references “Huron” on this line segment, but the correct reference should have been Huron Township.

   In Decision No. 152, served April 18, 2000, a new Subsection was added in Environmental Condition No. 51 for the category of agreements pertaining to “Shared” lines, which refers to the Shared Assets Areas.
4. This decision is effective on the date of service.

By the Board, Chairman Morgan, Vice Chairman Clyburn, and Commissioner Burkes.

Vernon A. Williams
Secretary
SERVICE LIST FOR: 12-apr-2001 STB FD 33388 0

CSX CORPORATION AND CSX TRANSPORTATION

PAUL E CRAWFORD
MASSACHUSETTS CENTRAL RAILROAD CORPORATION
TWO WILBRAHAM STREET
PALMER MA 01069 US

JAMES E HOWARD
90 CANAL STREET
BOSTON MA 02114 US

JOHN D CIRAME, ASSISTANT SECRETARY
COMMONWEALTH OF MASS. EXEC. OFFICE OF TRANSP
10 PARK PLAZA ROOM 3170
BOSTON MA 02116-3969 US

HON. EDWARD M KENNEDY
UNITED STATES SENATE
2400 JOHN F KENNEDY FEDERAL BLDG
BOSTON MA 02203 US

WILLIAM D ANKNER PHD
R I DEPT OF TRANSPORTATION
TWO CAPITOL HILL
PROVIDENCE RI 02903 US

JOHN R NADOLNY
14 AVIATION AVENUE
PORTSMOUTH NH 03801 US

ROBERT D ELDER
MAINE DEPARTMENT OF TRANSPORTATION
16 STATE HOUSE STATION
AUGUSTA ME 04333-0016 US

KAREN E SONGHURST
STATE OF VERMONT
133 STATE STREET
MONTPELIER VT 05633-5001 US

JAMES F SULLIVAN
CT DEPT OF TRANSPORTATION
P O BOX 317546
2800 BERLIN TURNPIKE
NEWINGTON CT 06131 US

EDWARD J RODRIGUEZ
HOUSATONIC RAILROAD
P O BOX 687
8 DAVIS ROAD WEST
OLD LYME CT 06371 US

RICHARD C CARPENTER
SOUTHWESTERN REGIONAL PLANNING AGENCY
1 SELLECK STREET SUITE 210
EAST NORWALK CT 06855 US

MICHAEL E STRICKLAND
NYK LINE (NORTH AMERICA) INC, SENIOR VICE PRESIDENT
300 LIGHTING WAY
SECAUCUS NJ 07094-1588 US

J WILLIAM VAN DYKE
NJ TRANSPORTATION PLANNING AUTHORITY
ONE NEWARK CENTER 17TH FLOOR
NEWARK NJ 07102 US

EDWARD LLOYD
RUTGERS ENVIRONMENTAL LAW CLINIC
15 WASHINGTON STREET
NEWARK NJ 07102 US

HONORABLE ROBERT G. TORRICELLI
UNITED STATES SENATE
1 RIVER FRONT PLAZA, 3RD FLOOR
NEWARK NJ 07102 US

PHILIP SIDO
UNION CAMP CORPORATION
1600 VALLEY ROAD
WAYNE NJ 07470 US

MARTIN T DURKIN ESQ
DURKIN & JOGGIA ESQS
PO BOX 378
71 MT VERNON STREET
RIDGEFIELD PARK NJ 07660 US

CRAIG CURRY
CONSOLIDATED RAIL CORPORATION
1000 HOWARD BOULEVARD
MOUNT LAUREL NJ 08054 US

TIMOTHY G CHELUS
18 N EAST AVENUE
VINELAND NJ 08360 US

LAWRENCE PEPPER, JR
GRUCCIO PEPPER
817 EAST LANDS AVE
VINELAND NJ 08360 US

JOHN F MCHUGH
MCHUGH & BARNES P C
20 EXCHANGE PLACE 51ST FLOOR
NEW YORK NY 10005-3201 US

ANTHONY BOTTALICO
UTU
420 LEXINGTON AVENUE ROOM 453-460
NEW YORK NY 10017 US

04/12/2001
WALTER E ZULLIG JR
METRO-NORTH COMMUTER RAILROAD COMPANY
347 MADISON AVE
NEW YORK NY 10017-3706 US

JAMES W HARRIS
THE METROPOLITAN PLANNING ORGANIZATION
1 WORLD TRADE CPNTER STE 82 EAST
NEW YORK NY 10048-0043 US

R. LAWRENCE MCCAFFREY, JR.
NEW YORK & ATLANTIC RAILWAY
405 LEXINGTON AVENUE 50TH FLOOR
NEW YORK NY 10174 US

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

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

SHEILA MECK HYDE
CITY HALL
342 CENTRAL AVENUE
DUNKIRK NY 14048 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

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

M E PETRUCCELLI
PPG INDUSTRIES INC
ONE PPG PLACE
PITTSBURGH PA 15272 US

ANTHONY P. SEMANCIK
347 MADISON AVENUE
NEW YORK NY 10017-3706 US

HUGH H. WELSH
LAW DEPT., SUITE 67E
ONE WORLD TRADE CENTER
NEW YORK NY 10048-0202 US

SAMUEL J NASCA
UTU STATE LEGISLATIVE DIRECTOR
35 FULLER ROAD SUITE 205
ALBANY NY 12205 US

DIANE SEITZ
CENTRAL HUDSON GAS & ELECTRIC CORP
284 SOUTH AVENUE
POUGHKEEPSIE NY 12601 US

GARY EDWARDS
SOMERSET RAILROAD
7725 LAKE ROAD
BARKER NY 14012 US

IRVING J RUBIN
P O BOX 243
YOUNGSTOWN NY 14174 US

R W GODWIN
BROTHERHOOD OF LOCOMOTIVE ENGINEERS
810 ABBOTT ROAD SUITE 200
BUFFALO NY 14220 US

H DOUGLAS MCDONIFF
GENESEE TRANSPORTATION COUNCIL
65 WEST BROAD ST STE 101
ROCHESTER NY 14614-2210 US

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

HENRY M. WICK, JR.
WICK STREIFF ET AL
1450 TWO CHATHAM CENTER
PITTSBURGH PA 15219-3427 US

R J HENEFELD
PPG INDUSTRIES INC
ONE PPG PLACE
PITTSBURGH PA 15272 US
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<td>RICHARD G SLATTERY</td>
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<td>60 MASSACHUSETTS AVENUE N E</td>
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<td>WILLIAM A MULLINS</td>
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<td>J MICHAEL HEMMER</td>
<td>COVINGTON &amp; BURLING</td>
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<td>DREW A HARKER</td>
<td>ARNOLD &amp; PORTER</td>
<td>555 TWELFTH STREET NW</td>
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<td>GEORGE W MAYO JR</td>
<td>HOGAN &amp; HARTSON L L P</td>
<td>555 THIRTEENTH STREET NW COLUMBIA SQUARE</td>
<td>WASHINGTON</td>
<td>DC 20004-1109</td>
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<td>ERIC VON SALZEN</td>
<td>HOGAN &amp; HARTSON</td>
<td>555 THIRTEENTH STREET N W</td>
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<td>DC 20004-1109</td>
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<tr>
<td>MARY GABRIELLE SF:AGUE</td>
<td>ARNOLD &amp; PORTER</td>
<td>555 TWELFTH STREET NW</td>
<td>WASHINGTON</td>
<td>DC 20004-1202</td>
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<tr>
<td>DENNIS G LYONS</td>
<td>ARNOLD &amp; PORTER</td>
<td>555 TWELFTH STREET NW, STE 940</td>
<td>WASHINGTON</td>
<td>DC 20004-1206</td>
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<tr>
<td>ROBERT A WIMBISH ESQ</td>
<td>HARKINS CUNNINGHAM</td>
<td>801 PENNSYLVANIA AVE NW</td>
<td>WASHINGTON</td>
<td>DC 20004-2664</td>
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<tr>
<td>ALICE C SAYLOR</td>
<td>AMERICAN SHORT LINE &amp; REGIONAL RAILROAD ASSO</td>
<td>1120 G STREET NW SUITE 520</td>
<td>WASHINGTON</td>
<td>DC 20005</td>
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<td>L JOHN OSBORN</td>
<td>SONNENSCHIN NATH &amp; ROSENTHAL</td>
<td>1301 K STREET NW STE 600 EAST</td>
<td>WASH DC 20005</td>
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<td>LOUIS E GITOMER</td>
<td>BALL JANIK LLP</td>
<td>1455 F STREET NW SUITE 225</td>
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<tr>
<td>KARL MORELL</td>
<td>BALL JANIK LLP</td>
<td>1455 F STREET NW SUITE 225</td>
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<td>PAUL M LAURENZA</td>
<td>OPPENHEIMER WOLFF &amp; DONNELLY &amp; BAYH LLP</td>
<td>1350 EYE STREET, N.W., STE 200</td>
<td>WASHINGTON</td>
<td>DC 20005</td>
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<td>BRUNO MAESTRI</td>
<td>NORFOLK SOUTHERN CORPORATION</td>
<td>1500 K STREET SUITE 375</td>
<td>WASHINGTON</td>
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<tr>
<td>DANIEL DUFF</td>
<td>AMERICAN PUBLIC TRANSPORTATION ASSOCIATION</td>
<td>1201 NEW YORK AV NW, STE 400</td>
<td>WASHINGTON</td>
<td>DC 20005</td>
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<td>1323 RHODE ISLAND AV NW</td>
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<td>JAMES R WEISS</td>
<td>PRESTON GATES ELLIS ET AL</td>
<td>1735 NEW YORK AVENUE NW SUITE 500</td>
<td>WASHINGTON</td>
<td>DC 20006</td>
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<tr>
<td>SCOTT M ZIMMERMAN</td>
<td>ZUCKERT SCOTT &amp; RASENBERGER LLP</td>
<td>888 SEVENTEENTH STREET NW</td>
<td>WASHINGTON</td>
<td>DC 20006</td>
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<tr>
<td>ANDREW R. PLUMP</td>
<td>ZUCKERT, SCOTT &amp; RASENBERGER, LLP</td>
<td>888 17TH ST., NW, STE. 600</td>
<td>WASHINGTON</td>
<td>DC 20006</td>
</tr>
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SERVICE LIST FOR: 12-apr-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION TRADES DEPARTMENT, AFL-CIO

ALICIA SERAFTY
FOLEY & LARDNER
888 SIXTEENTH ST., N.W.
WASHINGTON DC 20006 US

ROBERT P VOM EIGEN
FOLEY & LARDNER
888 16TH STREET N W STE 700
WASHINGTON DC 20006 US

WILLIAM W MILLAR
AMERICAN PUBLIC TRANSIT ASSOCIATION
1666 K STREET NW
WASHINGTON DC 20006-1215 US

CONSTANCE A SADLER
SIDLEY & AUSTIN
1722 EYE STREET NW
WASHINGTON DC 20006 US

JOHN V EDWARDS, ESQ
ZUCKERT SCOUTT & RASENBERGER VON EIGEN
888 17TH STREET N W STE 600
WASHINGTON DC 20006-3309 US

RICHARD A ALLEN
ZUCKERT SCOUTT & RASENBERGER VON EIGEN
888 17TH STREET N W STE 600
WASHINGTON DC 20006-3939 US

SHERRI LEHMAN DIRECTOR OF CONGRESSIONAL AFFAIRS
CORN REFINERS ASSOCIATION
1701 PA AV NW
WASHINGTON DC 20006-5805 US

RAYSLA DANISH CAMPBELL
FOLEY & LARDNER
888 SIXTEENTH STREET NW
WASHINGTON DC 20006-4103 US

PAUL M DONOVAN
LAROE WINN MOERMAN & DONOVAN
3900 HIGHWOOD COURT NW
WASHINGTON DC 20007 US

CHRISTOPHER C O'HARA
BRICKFIELD BURCHETTE & RITTS PC
1025 THOMAS JEFFERSON ST NW EIGHTH FLOOR
WASHINGTON DC 20007 US

MICHAEL F MCBRIDE
LEBOEUF LAMB GREENE & MACRAE
1875 CONNECTICUT AVENUE NW
WASHINGTON DC 20009-5728 US

DAVID K MONROE
GALLAND KHRASCH GREENBERF FELLMAN & SWIRSKY
1054 THIRTY FIRST STREET NW STE 200
WASHINGTON DC 20007 US

PAUL D COLEMAN
HOPPEL MAYER & COLEMAN
1000 CONNECTICUT AVENUE NW SUITE 400
WASHINGTON DC 20036 US

EDWARD D GREENBERG
GALLAND KHRASCH GREENBERF FELLMAN & SWIRSKY
1054 THIRTY-FIRST STREET NW STE 200
WASHINGTON DC 20007-4492 US

STEPHEN H BROWN
VORYS SATER SEYMOUR AND PEASE
1828 L STREET N W
WASHINGTON DC 20036 US

HAROLD P QUINN JR
NATIONAL MINING ASSOCIATION
1130 17TH STREET NW
WASHINGTON DC 20036 US

KEITH G O'BRIEN
REA CROSS AND AUCHINCLOSS
1707 L STREET, NW, STE 570
WASHINGTON DC 20036 US

JOHN H BROADLEY
JOHN H BROADLEY & ASSOCIATES P C
1054 31ST STREET NW 2ND FLOOR
WASHINGTON DC 20007 US

MICHAEL F MCBRIDE
LEBOEUF LAMB GREENE & MACRAE
1875 CONNECTICUT AVENUE NW
WASHINGTON DC 20009-5728 US

JOHN D HEFFNER
REA CROSS & AUCHINCLOSS
1707 L STREET, NW, STE 570
WASHINGTON DC 20036 US

PAUL D COLEMAN
HOPPEL MAYER & COLEMAN
1000 CONNECTICUT AVENUE NW SUITE 400
WASHINGTON DC 20036 US

KARYN A BOOTH
THOMPSON HINE & FLORY LLP
1920 N STREET, NW & FLORY LLP
WASHINGTON DC 20006 US

JOHN H BROADLEY
JOHN H BROADLEY & ASSOCIATES P C
1054 31ST STREET NW 2ND FLOOR
WASHINGTON DC 20007 US

KEITH G O'BRIEN
REA CROSS AND AUCHINCLOSS
1707 L STREET NW STE 570
WASHINGTON DC 20036 US

EDWARD WYTKIND EXECUTIVE DIRECTOR
TRANSPORTATION TRADES DEPARTMENT, AFL-CIO
1025 CONNECTICUT AVE NW SUITE 1005
WASHINGTON DC 20036 US

04/12/2001
SERVICE LIST FOR: 12-apr-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

PAUL H LAMBOLEY
1717 N STREET NW
WASHINGTON DC 20036 US

GORDON P MACDOUGALL
1025 CONNECTICUT AVE NW SUITE 410
WASHINGTON DC 20036 US

RICHARD S EDELMAN
O’DONNELL SCHWARTZ & ANDERSON PC
1900 L STREET NW SUITE 707
WASHINGTON DC 20036 US

KELVIN J DOWD
SLOVER & LOFTUS
1224 17TH STREET N W
WASHINGTON DC 20036 US

DAVID H COBURN
STEPTOE & JOHNSON
1330 CONNECTICUT AVENUE NW
WASHINGTON DC 20036 US

WILLIAM G. MAHONEY
HIGHSAW, MAHONEY & CLARKE
1050 SEVENTEENTH STREET NW SUITE 210
WASHINGTON DC 20036 US

PETER A GREENE
THOMPSON HINE & FLORY
1920 N STREET N W SUITE 800
WASHINGTON DC 20036 US

FRITZ R KAHN
1920 N STREET NW 8TH FLOOR
WASHINGTON DC 20036-1601 US

FREDERIC L WOOD
THOMPSON HINE & FLORY LLP
1920 N STREET
WASHINGTON DC 20036-1601 US

ROSE-MICHELE WEINRYB
WEINER BRODSKY SIDMAN & KIDER
1300 19TH STREET NW 5TH FLOOR
WASHINGTON DC 20036-1609 US

TIMOTHY M WALSH
STEPTOE & JOHNSON
1330 CONNECTICUT AVENUE N W
WASHINGTON DC 20036-1795 US

SAMUEL M SIPE JR
STEPTOE & JOHNSON LLP
1330 CONNECTICUT AVENUE N W
WASHINGTON DC 20036-1795 US

KEVIN M SHEYS
KIRKPATRICK & LOCKHART LLP
1800 MASSACHUSETTS AVENUE NW 2ND FLOOR
WASHINGTON DC 20036-1800 US

EDWARD J FISHMAN
KIRKPATRICK & LOCKHART LLP
1800 MASSACHUSETTS AVENUE, N.W., 2ND FLOOR
WASHINGTON DC 20036-1800 US

JOSEPH GUERRIERI, JR.
GUERRIERI, EDMOND & CLAYMAN, PC
1625 MASSACHUSETTS AVE., NW. STE 700
WASHINGTON DC 20036-2243 US

DEBRA L WILLEN
GUERRIERI EDMOND & CLAYMAN PC
1625 MASSACHUSETTS AVENUE, N.W., STE 700
WASHINGTON DC 20036-2243 US

DONALD G AVERY
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036-3003 US

ANDREW P GOLDSTEIN
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

DANIEL J SWEENEY
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

JOHN M CUTLER JR
MCCARTHY SWEENEY HARKAWAY PC
2175 K STREET NW
WASHINGTON DC 20037 US

STEVEN J KALISH
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

JOHN L OBERDORFER
PATTON BOGGS LLP
2550 M ST NW
WASHINGTON DC 20037-1301 US
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
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<tr>
<td>Scott N Stone</td>
<td>Patton Boggs L L P</td>
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<tr>
<td>Eileen S Tommes</td>
<td>U S Department of Agriculture</td>
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<td>P O Box 96456</td>
<td>20090 US</td>
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<td>Michael V Dunn</td>
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<td>Washington DC</td>
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<td>RM 228W Jamie L Whitten Federal Bldg</td>
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<tr>
<td>Judge Jacob Leventhal, Office of</td>
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<td>Honorable John Breaux</td>
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SERVICE LIST FOR: 12-apr-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

HONORABLE ROBERT BYRD
UNITED STATES SENATE
WASHINGTON DC 20510-6025 US

HONORABLE JOHN J. LAFAULCE
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON. BUD SHUSTER
ATTN: MIKE RICK
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON NANCY JOHNSON
UNITED STATES HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE PETER J. VISCLOSKEY
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE BOB CLEMENT
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON. JAMES L. OBERSTAR
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON. JOHN J. DUNCAN
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE BENJAMIN A. GILMAN
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE PAUL E. GILLMOR
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON DENNIS J. KUCINICH
UNITED STATES HOUSE REPRESENTATIVES
WASHINGTON DC 20515 US

HON. STEVE LATOURETTE
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE SAXBY CHAMBLISS,
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE FRANK MASCARA
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON. ROBERT MENENDEZ
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON MARCY KAPTUR
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON JAMES TRAFICANT JR
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE MIKE DOYLE
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON. WILLIAM O. LIPINSKI
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON. ED BRYANT
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON. WILLIAM J. COYNE
UNITED STATES HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE MAJOR R. OWENS
UNITED STATES HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US
SERVICE LIST FOR: 12-apr-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

HONORABLE TED STRICKLAND
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HONORABLE JESSE L. JACKSON, JR
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HONORABLE DANNY K DAVIS
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HON SHERROD BROWN
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HON ED TOWNS
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HON CHRISTOPHER SHAYS
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HON MICHAEL MCNULTY
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HON CAROLYN B MALONEY
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HON THOMAS C SAWYER
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HON ELIOT L ENGEL
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HONORABLE ROBERT W. NEY
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HONORABLE CHIP PICKERING
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HONORABLE LUIS GUTIERREZ
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HON RALPH REGULA
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HON NYDIA M VELAZQUEZ
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HON LOUISE M SLAUGHTER
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HON CHARLES RANGEL
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HONORABLE JAMES MALONEY
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HON NITA LOWEY
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HON MAURICE HINCHEY
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HON GARY ACKERMAN
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US

HON JERROLD NADLER
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515 US
SERVICE LIST FOR: 12-apr-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

HONORABLE ROD R. BLAGOJEVICH
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-1305 US

HONORABLE JAMES A. BARCIA
US HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-2205 US

HONORABLE JACk QUINN
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-3230 US

HONORABLE TOM DAVIS
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-4611 US

MICHAEL P. HARMONIS
DEPARTMENT OF JUSTICE
325 SEVENTH STREET, NW
WASHINGTON DC 20530 US

JOLINE MOLITORIS, ADMN.
FEDERAL RAILROAD ADMN.
400 7TH STREET SW
WASHINGTON DC 20590 US

DAVID G. ABRAHAM
SUITE 400W
7315 WISCONSIN AVENUE
BETHESDA MD 20814 US

JOHN M. ROBINSON
9616 OLD SPRING ROAD
KENSINGTON MD 20895-3124 US

JOHN HOY
P.O. BOX 117
GLEN BURNIE MD 21060 US

LINDA A. JANNEY J. D
MARYLAND OFFICE OF PLANNING
301 WEST PRESTON STREET
BALTIMORE MD 21201-2365 US

PETER Q. NYCE JR
U. S. DEPARTMENT OF THE ARMY
901 NORTH STUART STREET
ARLINGTON VA 22203 US

HONORABLE JULIA CARSON
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-1410 US

HONORABLE JOHN D. DINGELL
2328 RAYBURN HOUSE OFFICE BUILDING
WASHINGTON DC 20515-2216 US

HONORABLE RICHARD BURR
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-3305 US

HONORABLE BOBBY L. RUSH
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-9997 US

PAUL SAMUEL SMITH
US DEPARTMENT OF TRANSPORTATION
400 SEVENTH STREET SW ROOM 4102 C-30
WASHINGTON DC 20590 US

JOSEPH R. POMPONIO
FEDERAL RAILROAD ADMIN
1120 VERMONT AVE NW RCC-20
WASHINGTON DC 20590 US

MITCHELL M. KRAUS
TRANSPORTATION COMMUNICATIONS INTERNATIONAL
3 RESEARCH PLACE
ROCKVILLE MD 20850-3279 US

WILLIAM W. WHITEHURST JR
W. W. WHITEHURST & ASSOCIATES INC
12421 HAPPY HOLLOW ROAD
COCKEYSVILLE MD 21030-1711 US

ROBERT J. WILL
UNITED TRANSPORTATION UNION
4134 GRAVE RUN RD
MANCHESTER MD 21102 US

CHARLES M. CHADWICK
MARYLAND MIDLAND RAILWAY INC
P.O. BOX 1000
UNION BRIDGE MD 21791 US

THOMAS E. SCHICK
AMERICAN CHEMISTRY COUNCIL
1300 N. WILSON BOULEVARD
ARLINGTON VA 22209 US

04/12/2001
<table>
<thead>
<tr>
<th>Name</th>
<th>Title and Details</th>
</tr>
</thead>
<tbody>
<tr>
<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>
</tr>
<tr>
<td>Francis G. McKenna</td>
<td>CSX Corporation and CSX Transportation, 206 N Washington Street Suite 330, Alexandria VA 22314 US</td>
</tr>
<tr>
<td>John W. Snow</td>
<td>CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER P.O. Box 85629, Richmond VA 23218 US</td>
</tr>
<tr>
<td>Francis R. McQuilling</td>
<td>FORKERSON B. MCQUILLING, NORFOLK SOUTHERN CORPORATION, 206 N Washington Street Suite 330, Alexandria VA 22314 US</td>
</tr>
<tr>
<td>Honorable John Warner</td>
<td>UNITED STATES SENATE, 235 FEDERAL BUILDING, ABINGDON VA 24210-0887 US</td>
</tr>
<tr>
<td>Terrell Ellis</td>
<td>NORTHERN RAILROAD COMPANY, 3200 Atlantic Ave Suite 110, Raleigh NC 27604-1640 US</td>
</tr>
<tr>
<td>Honorable David M. Beasley</td>
<td>GOVERNOR, P.O. Box 11369, Columbia SC 29211 US</td>
</tr>
<tr>
<td>Paul R. Hitchcock</td>
<td>CSX CORPORATION, 500 Water Street SC J-150, Jacksonville FL 32202 US</td>
</tr>
<tr>
<td>Charles M. Rosenberger</td>
<td>CSX CORPORATION, 500 Water Street SC J-150, Jacksonville FL 32202 US</td>
</tr>
<tr>
<td>Name</td>
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<td>J RANDALL EVANS</td>
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<td>T J STEPHENSON</td>
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<td>3OB HAULTER</td>
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<td>GENERAL CHAIRMAN UTU</td>
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<tr>
<td>JAMES J KEENAN</td>
<td>ANCHOR GLASS CONTAINER CORPORATION</td>
</tr>
<tr>
<td>WILLIAM L OSTEEN</td>
<td>ASSOCIATE GENERAL COUNSEL, TVA</td>
</tr>
<tr>
<td>HONORABLE PAUL E. PATTON</td>
<td>GOVERNOR</td>
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<tr>
<td>HONORABLE DEBORAH PRYCE</td>
<td>CHIEF ANTITRUST SECTION</td>
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<td>JAMES R JACOB</td>
<td>JACOBS INDUSTRIES</td>
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<tr>
<td>ROBERT J COOPER</td>
<td>GENERAL CHAIRPERSON UTU</td>
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<td>ROBERT E MURRAY</td>
<td>CHIO VALLEY COAL CO</td>
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<td>ROBERT V ALLEN</td>
<td>CSX TRANSPORTATION</td>
</tr>
<tr>
<td>CARL A GERHARDSTEIN</td>
<td>CSX TRANSPORTATION RISK MGMT</td>
</tr>
<tr>
<td>ROB E BIRKHOLZ</td>
<td>CSX TRANSPORTATION LAW DEPT - J-150</td>
</tr>
<tr>
<td>PHILLIP L BELL</td>
<td>ERIE LACKAWANNA RAILROAD CO</td>
</tr>
<tr>
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<td>THOMAS M O'LEARY</td>
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<td>DAVID CHAPMAN</td>
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<tr>
<td>ROBERT E GREENLESE</td>
<td>TOLEDO-LUCAS COUNTY PORT AUTHORITY</td>
</tr>
<tr>
<td>RON MARQUARDT</td>
<td>LOCAL UNION 1810 UMWA</td>
</tr>
<tr>
<td>Name</td>
<td>Address</td>
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<tr>
<td>CLARENCE TURNQUIST</td>
<td>123 TRYON ROAD</td>
</tr>
<tr>
<td>MAYOR VINCENT M URBIN</td>
<td>150 AVON BELDEN RD</td>
</tr>
<tr>
<td>CHARLES S HESSE</td>
<td>7777 BAINBRIDGE ROAD</td>
</tr>
<tr>
<td>BARBARA O'KEEFE</td>
<td>115 WILLARD MEMORIAL SQ</td>
</tr>
<tr>
<td>COLETTA MCNAMEE SR</td>
<td>11500 FRANKLIN BLVD STE 104</td>
</tr>
<tr>
<td>ANITA R BRINDZA</td>
<td>11500 FRANKLIN BLVD SUITE 104</td>
</tr>
<tr>
<td>CLINTON J MILLER III</td>
<td>14600 DETROIT AVENUE</td>
</tr>
<tr>
<td>DANIEL R ELLIOTT III</td>
<td>14600 DETROIT AVENUE</td>
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<td>C L LITTLE</td>
<td>14600 DETROIT AVENUE</td>
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<td>DAVID ROLOFF</td>
<td>526 SUPERIOR AVENUE EAST SUITE 1440</td>
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<tr>
<td>CHRISTOPHER C MCCracken</td>
<td>1300 EAST NINTH STREET SUITE 900</td>
</tr>
<tr>
<td>DAVID ROLOFF</td>
<td>526 SUPERIOR AVENUE EAST SUITE 1440</td>
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<td>INAJO DAVIS CHAPPELL</td>
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<tr>
<td>C D WINEBRENNER</td>
<td>27801 EUCLID AVENUE RM 200</td>
</tr>
<tr>
<td>CHARLES ZUMKEHR</td>
<td>75 EAST MARKET STREET</td>
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<tr>
<td>SYLVIA R. CHINN-LEVY</td>
<td>969 COLEY ROAD</td>
</tr>
<tr>
<td>CHARLES E ALLENBAUGH JR</td>
<td>2000 W BESSON ST</td>
</tr>
<tr>
<td>RICHARD D DUPUIS</td>
<td>801 PLUM STREET</td>
</tr>
<tr>
<td>RICHARD E KERTH</td>
<td>101 KNIGHTSBRIDGE DRIVE</td>
</tr>
<tr>
<td>RICHARD D DUPUIS</td>
<td>801 PLUM STREET</td>
</tr>
</tbody>
</table>

04/12/2001
SERVICE LIST FOR: 12-apr-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

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

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

MICHAEL CONNELLY
CITY OF EAST CHICAGO
4525 INDIANAPOLIS BLVD
EAST CHICAGO IN 46312 US

HONORABLE PETER J. VISCLOSKY
U. S. HOUSE OF REPRESENTATIVES
215 WEST 35TH AVENUE
GARY IN 46408 US

CHRISTOPHER J BURGER, PRESIDENT
CENTRAL RAILROAD COMPANY OF INDIANAPOLIS
PO BOX 554
KOKOMO IN 46903-0554 US

JAMES E SHEPHERD
TUSCOLA & SAGINAW BAY
PO BOX 550
OWOSSO MI 48867-0550 US

HON JOHN ENGLER
OFFICE OF THE GOVERNOR
P O BOX 30013
LANSING MI 48933 US

BYRON D OLSEN
FELHABER LARSON FENLON & VOOGT PA
601 SECOND AVENUE SOUTH SUITE 4200
MINNEAPOLIS MN 55401-4302 US

GERALD J. VINCI
PRAIRIE GROUP
P. O. BOX 1123
7601 WEST 79TH STREET
BRIDGEVIEW IL 60455 US

CHRISTINE H. ROSSO
IL ASSISTANT ATTORNEY GENERAL
100 W RANDOLPH ST 13TH FLOOR
CHICAGO IL 60601 US

WILLIAM C SIPPEL
FLETCHER & SIPPEL LLC
180 N STETSON AVENUE SUITE 3125
CHICAGO IL 60601-6721 US

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

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

HAMILTON L CARMOUCHE, CORPORATION COUNSEL
CITY OF GARY
401 BROADWAY 4TH FLOOR
GARY IN 46402 US

CARL FELLER
PO BOX 758
WATERLOO IN 46793-0758 US

WILLIAM A BON, GENERAL COUNSEL
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES
26555 EVERGREEN ROAD SUITE 200
SOUTHFIELD MI 48076 US

LARRY B KARNES
TRANSPORTATION BUILDING
PO BOX 30050
425 WEST OTTAWA
LANSING MI 48909 US

T SCOTT BANNISTER
T SCOTT BANNISTER AND ASSOCIATES
1300 DES MOINES BLDG 405 SIXTH AVENUE
DES MOINES IA 50309 US

LEO J WASESCHA
GOLD MEDAL DIVISION - GENERAL MILLS OPERATION
P O BOX 1113
NUMBER ONE GENERAL MILLS BULEVARD
MINNEAPOLIS MN 55440 US

RICHARD A GAVRIL
16700 GENTRY LANE NO 104
TINLEY PARK IL 60477 US

THOMAS J LITWILER
FLETCHER & SIPPEL LLC
180 NORTH STETSON AVENUE SUITE 3125 TWO PRUDE
CHICAGO IL 60601-6721 US

SANDRA J DEARDEN
MDCO TRANSPORTATION MANAGEMENT LTD
166 WEST WASHINGTON SUITE 700
CHICAGO IL 60602 US
<table>
<thead>
<tr>
<th>Name</th>
<th>Company/Address</th>
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<tr>
<td>RICHARD F FRIEDMAN ESQ</td>
<td>INLAND STEEL INDUSTRIES INC 30 WEST MONROE STREET</td>
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<td>EARL L NEAL &amp; ASSOCIATES</td>
<td>CHICAGO IL 60603 US</td>
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<td>ROGER A SERPE</td>
<td>SCHIFF HARDIN &amp; WAITE 7200 SEARS TOWER</td>
</tr>
<tr>
<td>INDIANA HARBOR BELT RAILROAD COMPANY</td>
<td>CHICAGO IL 60604 US</td>
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<td>THOMAS F MCFARLAND JR</td>
<td>INLAND STEEL INDUSTRIES INC 30 WEST MONROE STREET</td>
</tr>
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<td>MCFARLAND &amp; HERMAN</td>
<td>CHICAGO IL 60603 US</td>
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<td>CHARLES D BOLAM</td>
<td>INLAND STEEL INDUSTRIES INC 30 WEST MONROE STREET</td>
</tr>
<tr>
<td>UNITED TRANSPORTATION UNION</td>
<td>CHICAGO IL 60603 US</td>
</tr>
<tr>
<td>MERRIL L TRAVIS</td>
<td>ILLINOIS DEPT OF TRANSPORTATION 2300 S DIRKSEN PARKWAY RM 302</td>
</tr>
<tr>
<td>JOHN JAY ROSACKER</td>
<td>SPRINGFIELD IL 62764 US</td>
</tr>
<tr>
<td>HENRY T DART</td>
<td>SPRINGFIELD IL 62764 US</td>
</tr>
<tr>
<td>DENNIS A. GUTH</td>
<td>SPRINGFIELD IL 62764 US</td>
</tr>
<tr>
<td>MICHAEL P. FERRO</td>
<td>SPRINGFIELD IL 62764 US</td>
</tr>
<tr>
<td>MILLENNIUM PETROCHEMICALS, INC.</td>
<td>SPRINGFIELD IL 62764 US</td>
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<tr>
<td>MONTY L PARKER SR</td>
<td>SPRINGFIELD IL 62764 US</td>
</tr>
<tr>
<td>STEPHEN M UTHOFF</td>
<td>SPRINGFIELD IL 62764 US</td>
</tr>
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</table>

04/12/2001
Environmental Condition No. 11 of Appendix Q of Decision No. 89\(^1\) (Decision No. 89, slip op. at 401-02), requires Applicants, with the concurrence of the responsible local governments, to mitigate train wayside noise (locomotive engine and wheel/rail noise) at noise-sensitive receptor locations on certain rail line segments. Environmental Condition No. 11 further provides that: "Applicants shall certify compliance with this condition within 2 years of the effective date of the Board’s final decision. This condition shall not apply to those communities that have executed Negotiated Agreements with Applicants that satisfy the communities’ environmental concerns."

On February 20, 2001, NS provided us with a copy of a Negotiated Agreement between NS and the Town of Luray, VA, dated January 23, 2001, and accepted by the Town of Luray on February 12, 2001. According to NS, this Negotiated Agreement effectuates the Board’s preference for privately negotiated solutions stated in Decision No. 89, slip op. at 153. NS requests that Environmental Condition No. 11 be amended to reflect the parties’ Negotiated

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\(^1\) In Decision No. 89, served July 23, 1998, we approved, subject to certain conditions, including environmental mitigation conditions, the acquisition of control of Conrail Inc., and Consolidated Rail Corporation (collectively, Conrail) and the division of Conrail’s assets by CSX Corporation and CSX Transportation, Inc. (collectively, CSX), and by Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively, NS). CSX and NS are referred to as Applicants.

\(^2\) Environmental Condition No. 11 required compliance with this provision within 2 years of the effective date of Decision No. 89, or by August 22, 2000. At the request of NS, by decision served on August 22, 2000, the compliance deadline in Environmental Condition No. 11 was extended 1 year until August 22, 2001, to allow NS to complete implementation of the condition through additional negotiated solutions with communities and an individualized noise mitigation program.
Agreement by deleting the Town of Luray receptors from those identified on the Riverton Junction, VA, to Roanoke, VA line segment (N-100), and that the Negotiated Agreement between NS and the Town of Luray be added to the NS Subsection of Environmental Condition No. 51 of Appendix Q in Decision No. 89, which requires NS to comply with the terms of all Negotiated Agreements developed with states, local communities, and other entities regarding environmental issues associated with the Conrail transaction. See Decision No. 89, slip op. at 420-21. The Town of Luray concurs with the request.

In view of the Negotiated Agreement between NS and the Town of Luray, VA, we will:
(1) add the Negotiated Agreement to Environmental Condition No. 51 of Appendix Q of Decision No. 89; and (2) amend Environmental Condition No. 11 of Appendix Q of Decision No. 89 to delete the Town of Luray receptors from those identified on the Riverton Junction-Roanoke, VA line segment because the noise mitigation for that community has been superseded by the NS/Luray Negotiated Agreement.

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

It is ordered:

1. This proceeding is reopened.

2. In accordance with the Negotiated Agreement between NS and the Town of Luray, VA, dated January 23, 2001, and accepted by the Town of Luray on February 12, 2001, the following is added to the NS Subsection of Environmental Condition No. 51 of Appendix Q of Decision No. 89:


3. In addition, Environmental Condition No. 11 of Appendix Q of Decision No. 89 is amended to delete the receptors that meet wayside noise mitigation criteria applicable to the Town of Luray from those identified on the Riverton Junction-Roanoke, VA line segment because such receptors/noise mitigation have been superseded by the Negotiated Agreement.
4. This decision is effective on the date of service.

By the Board, Chairman Morgan, Vice Chairman Clyburn, and Commissioner Burkes.

Vernon A. Williams
Secretary
SERVICE LIST FOR: 29-mar-2001 STB FD 33388 0

CSX CORPORATION AND CSX TRANSPORTATION

PAUL E CRAWFORD
MASSACHUSETTS CENTRAL RAILROAD CORPORATION
TWO WILBRAHAM STREET
PALMER MA 01069 US

JOHN D CIRAME, ASSISTANT SECRETARY
COMMONWEALTH OF MASS. EXEC. OFFICE OF TRANSP
10 PARK PLAZA ROOM 3170
BOSTON MA 02116-3969 US

WILLIAM DANKNER PHD
R I DEPT OF TRANSPORTATION
TWO CAPITOL HILL
PROVIDENCE RI 02903 US

ROBERT D ELDRED
MAINE DEPARTMENT OF TRANSPORTATION
16 STATE HOUSE STATION
AUGUSTA ME 04333-0016 US

JAMES F SULLIVAN
CT DEPT OF TRANSPORTATION
P.O. BOX 31754
2800 BERLIN TURNPIKE
NEWINGTON CT 06131 US

RICHARD C CARRINGTON
SOUTHWESTERN REGIONAL PLANNING AGENCY
1 SALLECK STREET SUITE 210
EAST NORWALK CT 06855 US

J WILLIAM VAN DYKE
NJ TRANSPORTATION PLANNING AUTHORITY
ONE NEWARK CENTER 17TH FLOOR
NEWARK NJ 07102 US

HONORABLE ROBERT G. TORRICELLI
UNITED STATES SENATE
1 RIVER FRONT PLAZA, 3RD FLOOR
NEWARK NJ 07102 US

MARTIN T. DURKIN ESQ
DURKIN & BOGGIN ESQS
PO BOX 378
71 MT VERNON STREET
RIDGEFIELD PARK NJ 07660 US

TIMOTHY G CHELIUS
18 N EAST AVENUE
VINELAND NJ 08360 US

JOHN F MCHUGH
MCHUGH & BARNES P C
20 EXCHANGE PLACE 51ST FLOOR
NEW YORK NY 10005-3201 US

JAMES E HOWARD
90 CANAL STREET
BOSTON MA 02114 US

HON. EDWARD M KENNEDY
UNITED STATES SENATE
2400 JOHN F KENNEDY FEDERAL BLDG
BOSTON MA 02203 US

JOHN R NADOLNY
14 AVIATION AVENUE
PORTSMOUTH NH 03801 US

KAREN E SONGHURST
STATE OF VERMONT
133 STATE STREET
MONTPELIER VT 05633-5001 US

EDWARD J RODRIGUEZ
Housatonic Railroad
P.O. BOX 687
8 DAVIS ROAD WEST
OLD LYME CT 06371 US

MICHAEL E STRICKLAND
NYK Line (North America) Inc, Senior Vice Pre
300 LIGHTING WAY
SECAUCUS NJ 07094-1588 US

EDWARD LLOYD
RUTGERS ENVIRONMENTAL LAW CLINIC
1 WASHINGTON STREET
NEWARK NJ 07102 US

PHILIP SIDO
UNION CAMP CORPORATION
1600 VALLEY ROAD
WAYNE NJ 07470 US

CRAIG CURRY
CONSOLIDATED RAIL CORPORATION
1000 H. WARD BOULEVARD
MOUNT LAUREL NJ 08054 US

LAWRENCE PEPPER, JR
GRUCCIO PEPPER
817 EAST LANDS AVE
VINELAND NJ 08360 US

ANTHONY BOTTALICO
UTU
420 LEXINGTON AVENUE ROOM 438-460
NEW YORK NY 10017 US

03/29/2001
WALTER E ZULLIG JR
METRO-NORTH COMMUTER RAILROAD COMPANY
347 MADISON AVE
NEW YORK NY 10017-3706 US

JAMES W HARRIS
THE METROPOLITAN PLANNING ORGANIZATION
1 WORLD TRADE CENTER STE 82 EAST
NEW YORK NY 10048-0043 US

ANTHONY P. SEMANCIK
347 MADISON AVENUE
NEW YORK NY 10017-3706 US

HUGH H. WELSH
LAW DEPT., SUITE 67E
ONE WORLD TRADE CENTER
NEW YORK NY 10048-0202 US

ANTHONY P. SEMANCIK
347 MADISON AVENUE
NEW YORK NY 10017-3706 US

R. LAWRENCE MCCAFFREY, JR.
NEW YORK & ATLANTIC RAILWAY
405 LEXINGTON AVENUE 50TH FLOOR
NEW YORK NY 10174 US

SAMUEL J NASCA
UTU STATE LEGISLATIVE DIRECTOR
35 FULLER ROAD SUITE 205
ALBANY NY 12205 US

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

DIANE SEITZ
CENTRAL HUDSON GAS & ELECTRIC CORP
284 SOUTH AVENUE
POUGHKEEPSIE NY 12601 US

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

GARY EDWARDS
SOMERSET RAILROAD
7725 LAKE ROAD
BARKER NY 14012 US

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

IRVING J RUBIN
P O BOX 243
YOUNGSTOWN NY 14174 US

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

R W GODWIN
BROTHERHOOD OF LOCOMOTIVE ENGINEERS
810 ABBOTT ROAD SUITE 200
BUFFALO NY 14220 US

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

HENRY M. WICK, JR.
WICK STREIFF ET AL
1450 TWO CHATHAM CENTER
PITTSBURGH PA 15219-3427 US

JEANNE WALDOCK
107 GRANT COURT
ORLEAN NY 14760 US

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

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

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

M E PETRUCCELLI
PPG INDUSTRIES INC
ONE PPG PLACE
PITTSBURGH PA 15272 US

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

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

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<tr>
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<td>GALLAND KHRASCH GREENBERT FELLMAN &amp; SWIRSKY</td>
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<td>JOHN D HEFFNER</td>
<td>REA CROSS &amp; AUCHINCLOSS</td>
<td>1707 L STREET, NW, STE 570</td>
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<td>EDWARD WYTKIND EXECUTIVE DIRECTOR</td>
<td>TRANSPORTATION TRADES DEPARTMENT, AFL-CIO</td>
<td>1025 CONNECTICUT AVE NW SUITE 1005</td>
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<td>ROBERT P VOM EIGEN</td>
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<td>SHERRI LEHMAN DIRECTOR OF CONGRESSIONAL AFFAIRS</td>
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<td>PAUL M DONOVAN</td>
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<td>JOHN H BROADLEY</td>
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<td>KARYN A BOOTH</td>
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<td>STEPHEN H BROWN</td>
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<td>1828 L STREET N W</td>
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SERVICE LIST FOR: 29-mar-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

PAUL H LAMBOLEY
1717 N STREET NW
WASHINGTON DC 20036 US

GORTON P MACDOUGALL
1025 CONNECTICUT AVE NW SUITE 410
WASHINGTON DC 20036 US

RICHARD S EDELMAN
O'DONELLSCHWARTZ & ANDERSON PC
1900 L STREET NW SUITE 707
WASHINGTON DC 20036 US

KELVIN J DOWD
SLOVER & LOFTUS
1224 17TH STREET N W
WASHINGTON DC 20036 US

DAVID H COBURN
STEPTOE & JOHNSON
1330 CONNECTICUT AVENUE NW
WASHINGTON DC 20036 US

WILLIAM G. MAHONEY
HIGHSAW, MAHONEY & CLARKE
1050 SEVENTEENTH STREET NW SUITE 210
WASHINGTON DC 20036 US

PETER A GREENE
THOMPSON HINE FLORY
1920 N STREET N W SUITE 800
WASHINGTON DC 20036 US

FRITZ R KAHN
1920 N STREET NW 8TH FLOOR
WASHINGTON DC 20036-1601 US

FREDERIC L WOOD
THOMPSON HINE & FLORY LLP
1920 N STREET
WASHINGTON DC 20036-1601 US

ROSE-MICHELE WEINRYB
WEINER BROSKEY SIDMAN & KIDER
1300 19TH STREET NW 5TH FLOOR
WASHINGTON DC 20036-1609 US

TIMOTHY M WALSH
STEPTOE & JOHNSON
1330 CONNECTICUT AVENUE N W
WASHINGTON DC 20036-1795 US

SAMUEL M SIFE JR
STEPTOE & JOHNSON LLP
1330 CONNECTICUT AVENUE N W
WASHINGTON DC 20036-1795 US

KEVIN M SHEYS
KIRKPATRICK & LOCKHART LLP
1800 MASSACHUSETTS AVENUE NW 2ND FLOOR
WASHINGTON DC 20036-1800 US

EDWARD J FISHMAN
KIRKPATRICK & LOCKHART LLP
1800 MASSACHUSETTS AVENUE, N.W., 2ND FLOOR
WASHINGTON DC 20036-1800 US

JOSEPH GUERRIERI, JR.
GUERRIERI, EDMOND & CLAYMAN, PC
1625 MASSACHUSETTS AVE., NW. STE 700
WASHINGTON DC 20036-2243 US

DEBRA L WILLEN
GUERRIERI EDMOND & CLAYMAN PC
1625 MASSACHUSETTS AVENUE, N.W., STE 700
WASHINGTON DC 20036-2243 US

DONALD G AVERY
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036-3003 US

ANDREW P GOLDSTEIN
MCCARTHY SWEENEY & HARKAWAY PC
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

DANIEL J SWEENEY
MCCARTHY SWEENEY & HARKAWAY PC
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

JOHN M CUTLER JR
MCCARTHY SWEENEY HARKAWAY PC
2175 K STREET NW
WASHINGTON DC 20037 US

STEVEN J KALISH
MCCARTHY SWEENEY & HARKAWAY PC
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

JOHN L OBERDORFER
PATTON BOGGS LLP
2550 M ST NW
WASHINGTON DC 20037-1301 US
SERVICE LIST FOR: 29-mar-2001 STB PD 33388 0

CSX CORPORATION AND CSX TRANSPORTATION

SCOTT N STONE
PATTON BOGGS L L P
2550 M STREET NW 7TH FLOOR
WASHINGTON DC 20037-1346 US

KEITH A KLINDWORTH
U S DEPT OF AGRICULTURE
P O BOX 96456
WASHINGTON DC 20090 US

EILEEN S STOMMES
U S DEPARTMENT OF AGRICULTURE
P O BOX 96456 ROOM 4006-SOUTH BUILDING
WASHINGTON DC 20090-6456 US

MICHAEL V DUNN
RM 228W JAMIE L WHITTEN FEDERAL BLDG
WASHINGTON DC 20250 US

JUDGE JACOB LEVENTHAL, OFFICE OF HEARINGS
FEDERAL ENERGY REGULATORY COMMISSION
888 - 1ST ST, N.E. STE 11F
WASHINGTON DC 20426 US

MELISSA PICKWORTH
GENERAL ACCOUNTING OFFICE
441 G STREET, N.W., ROOM 2T23
WASHINGTON DC 20458 US

HON BYRON L DORGAN
UNITED STATES SENATE
WASHINGTON DC 20510 US

HON CHARLES E SCHUMER
UNITED STATES SENATE
WASHINGTON DC 20510 US

HONORABLE JOHN BREAU
UNITED STATES SENATE
WASHINGTON DC 20510 US

HON BARBARA A. MIKULSKI
UNITED STATES SENATE
WASHINGTON DC 20510 US

HON JOSEPH BIDEN, JR.
UNITED STATES SENATE
WASHINGTON DC 20510 US

HONORABLE BOB GRAHAM
UNITED STATES SENATE
WASHINGTON DC 20510 US

HON JOSEPH I LIEBERMAN
UNITED STATES SENATE
WASHINGTON DC 20510 US

HONORABLE RICHARD LUGAR
UNITED STATES SENATE
WASHINGTON DC 20510 US

HON WILLIAM V. ROTH JR
U S SENATE
WASHINGTON DC 20510-0001 US

HON. JOHN W. WARNER
US SENATE
WASHINGTON DC 20510-0001 US

HON CHRISTOPHER J DODD
UNITED STATES SENATE
WASH DC 20510-0702 US

HON MIKE DEWINE
UNITED STATES SENATE
WASHINGTON DC 20510-3503 US

HON APLENT SPECTER
UNITED STATES SENATE
WASHINGTON DC 20510-3802 US

HON RICK SANTORUM
UNITED STATES SENATE
WASHINGTON DC 20510-3804 US

HONORABLE JOHN H. CHAFFEE
UNITED STATES SENATE
WASHINGTON DC 20510-3902 US

HON JACK REED
U S SENATE
WASHINGTON DC 20510-3903 US

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<td>MICHAEL P Harmonis</td>
<td>Department of Justice, 325 Seventh Street, NW Washington DC 20530 US</td>
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<td>PAUL Samuel Smith</td>
<td>US Department of Transportation 400 Seventh Street SW Room 4102 C-30 Washington DC 20590 US</td>
<td>JOLENE Molitoris, Admin. Federal Railroad Admins. 400 7th Street SW Washington DC 20590 US</td>
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<td>JOSEPH R Pomponio</td>
<td>Federal Railroad Admin 1120 Vermont Ave NW RCC-20 Washington DC 20590 US</td>
<td>DAVID G Abraham</td>
<td>Suite 400W 7315 Wisconsin Avenue Bethesda MD 20814 US</td>
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<tr>
<td>MITCHELL M Kraus</td>
<td>Transportation Communications International U 3 Research Place Rockville MD 20850-3279 US</td>
<td>JOHN M Robinson</td>
<td>9616 Old Spring Road Kensington MD 20895-3124 US</td>
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<tr>
<td>WILLIAM W Whitehurst Jr</td>
<td>W W Whitehurst &amp; Associates Inc 12421 Happy Hollow Road Cockeysville MD 21030-1711 US</td>
<td>JOHN Hoy</td>
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SERVICE LIST FOR: 29-mar-2001 STB FD 33388 0

CSX CORPORATION AND CSX TRANSPORTATION

ROBERT J WILL
UNITED TRANSPORTATION UNION
4134 GRAVE RUN RD
MANCHESTER MD 21102 US

LINDA A JANEX J D
MARYLAND OFFICE OF PLANNING
301 WEST PRESTON STREET
BALTIMORE MD 21201-2365 US

CHARLES M CHADWICK
MARYLAND MIDLAND RAILWAY INC
P O BOX 1000
UNION BRIDGE MD 21791 US

PETER Q NYCE JR
U S DEPARTMENT OF THE ARMY
901 NORTH STUART STREET
ARLINGTON VA 22203 US

THOMAS E SCHICK
AMERICAN CHEMISTRY COUNCIL
1300 WILSON BOULEVARD
ARLINGTON VA 22209 US

WILLIAM P. JACKSON, JR.
JACKSON & JESSUP, P. C.
P O BOX 1240
3426 NORTH WASHINGTON BLVD
ARLINGTON VA 22210 US

FRANCIS G MCKENNA
ANDERSON & PENDLETON
206 N WASHINGTON STREET SUITE 330
ALEXANDRIA VA 22314 US

KENNETH E SIEGEL
AMERICAN TRUCKING ASSOC INC
2200 MILL ROAD
ALEXANDRIA VA 22314-4677 US

ROBERT E MARTINEZ
VA SECRETARY OF TRANSPORTATION
P. O. BOX 1475
RICHMOND VA 23218 US

MICHAEL J RUEHLING
CSX CORPORATION
ONE JAMES CENTER
RICHMOND VA 23219 US

JOHN W SNOW
CHAIRMAN PRESIDENT AND CHIEF EXECUTIVE OFFICER
P O BOX 85629
RICHMOND VA 23285-5629 US

DAVID A SHELTON
NORFOLK SOUTHERN
THREE COMMERCIAL PLACE
NORFOLK VA 23510 US

PARKERSON B MAQUILLING
NORFOLK SOUTHERN CORPORATION
THREE COMMERCIAL PLACE, LAW DEPT
NORFOLK VA 23510 US

GEORGE A ASPATORE
NORFOLK SOUTHERN CORP
THREE COMMERCIAL PLACE
NORFOLK VA 23510 US

JAMES A HIXON
SENIOR VICE PRESIDENT EMPLOYEE RELATIONS NOR
THREE COMMERCIAL PLACE
NORFOLK VA 23510-2191 US

L P KING JR
GENERAL CHAIRPERSON UTU
145 CAMPBELL AVE SW STE 207
ROANOKE VA 24011 US

HONORABLE JOHN WARNER
UNITED STATES SENATE
235 FEDERAL BUILDING
ABINGDON VA 24210-0887 US

VAUGHN R GROVES
PITTSSTON COAL COMPANY
PO BOX 5100
LEBANON VA 24266 US

TERRELL ELLIS
CAEZWV
P O BOX 176
CLAY WV 25043 US

R K SARGENT
GENERAL CHAIRPERSON UTU
1319 CHESTNUT STREET
KENOVA WV 25530 US

SCOTT M SAYLOR
NORTH CAROLINA RAILROAD COMPANY
3200 ATLANTIC AV STE 110
RALEIGH NC 27604-1640 US

E NORRIS TOLSON
NC DEPT OF TRANSPORTATION
P O BOX 25201
1 S. WILINGTON STREET
RALEIGH NC 27611 US
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<td>J R Barbee</td>
<td>General Chairperson UTU</td>
<td>CSX Transportation Law Department</td>
<td>441 N Louisiana Ave Ste Q Asheville NC 28806-3791 US</td>
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<tr>
<td>Paul R. Hitchcock</td>
<td>J-150</td>
<td>CSX Transportation</td>
<td>500 Water Street SC J-150 Jacksonville FL 32202 US</td>
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<td>John W. Humes, Jr.</td>
<td>CSX Transportation Speed Code J-150</td>
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<td>Robert V Allen</td>
<td>CSX Transportation</td>
<td>500 Water Street J305</td>
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<td>Carl A Gerhardstein</td>
<td>CSX Transportation Risk Mgmt J-275</td>
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<td>Ffred R Birkholz</td>
<td>CSX Transportation Law Dept - J-150</td>
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<td>Phillip L Bell</td>
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<td>Honorables L. Fordice</td>
<td>Governor</td>
<td>State of Mississippi</td>
<td>P.O. Box 139</td>
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<tr>
<td>Thomas M O'Leary</td>
<td>Ohio Rail Development Commission</td>
<td>50 W Broad Street 15th Floor</td>
<td>Columbus OH 43215 US</td>
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<tr>
<td>Doreen C Johnson, Chief Antitrust Section</td>
<td>Ohio Atty General Office</td>
<td>140 East Town Street, First Floor</td>
<td>Columbus OH 43215-6001 US</td>
</tr>
</tbody>
</table>
DAVID CHAPMAN  
LAFARGE LIME OHIO INC  
P O BOX 128  
659 ANDERSON ROAD  
WOODVILLE OH 43469-0128 US

ROBERT E GREENLESE  
TOLEDO-LUCAS COUNTY PORT AUTHORITY  
1 MARITIME PLAZA SUITE 700  
TOLEDO OH 43604 US

RON MARQUARDT  
LOCAL UNION 1810 UMWA  
58659 EILEEN ST.  
RAYLAND CI 43943 US

MAYOR VINCENT M URBIN  
150 AVON BELDEN RD  
AVON LAKE OH 44012 US

BARBARA O'KEEFE  
VILLAGE OF WELLINGTON  
115 WILLARD MEMORIAL SQ  
WELLINGTON OH 44090 US

ANITA R BRINDZA  
THE ONE FIFTEEN HUNDRED BUILDING  
11500 FRANKLIN BLVD SUITE 104  
CLEVELAND OH 44102 US

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

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

ROBERT J. COOPER  
GENERAL CHAIRPERSON UTU  
1238 CASS ROAD  
MAUMEE OH 43537 US

ROBERT E MURRAY  
OHIO VALLEY COAL CO  
56854 PLEASANT RIDGE ROAD  
ALLIANCE OH 43902 US

CLARENCE TURNQUIST  
INTERNATIONAL LONGSHOREMEN'S ASSOCIATION  
C/O 2125 TRYON ROAD  
ASHTABULA OH 44004 US

CHARLES S HESSE  
CHARLES HESSE ASSOCIATES  
7777 BAINBRIDGE ROAD  
CHAGRIN FALLS OH 44023-2124 US

COLETTA MCNAMEE SR  
CUDELL IMPROVEMENT INC  
11500 FRANKLIN BLVD STE 104  
CLEVELAND OH 44102 US

CLINTON J MILLER III  
UNITED TRANSPORTATION UNION  
14600 DETROIT AVENUE  
CLEVELAND OH 44107-4250 US

CHRISTOPHER C MCCrackEN  
ULMER & BERNE LLP  
1300 EAST NINTH STREET SUITE 900  
CLEVELAND OH 44114 US

INAJO DAVIS CHAPPELL  
ASHTA CHEMICALS INC  
1300 EAST NINTH STREET SUITE 900  
CLEVELAND OH 44114-1538 US

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

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

03/29/2001
SERVICE LIST FOR: 29-mar-2001 STB PD 33388 0

CSX CORPORATION AND CSX TRANSPORTATION:

- RANDALL C. HUNT
  - KRUGLIAK, WILKINS, GRIFFITHS & DOUGHERTY CO.
  - P O BOX 36963
  - 4775 MUNSON ST NW
  - CANTON OH 44735-6963 US

- R A GRICE
  - GENERAL CHAIRPERSON UTU
  - 817 KILBOURNE ST
  - BELLEVUE OH 44811-9431 US

- RICHARD E KERTH
  - CHAMPION INTERNATIONAL CORPORATION
  - 101 KNIGHTSBRIDGE DRIVE
  - HAMILTON OH 45020-0001 US

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

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

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

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

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

- HAMILTON L CARMOCHE, CORPORATION COUNSEL
  - CITY OF GARY
  - 401 BROADWAY 4TH FLOOR
  - GARY IN 46402 US

- CARL FELLER
  - PO BOX 758
  - WATERLOO IN 46793-0758 US

- WILLIAM A BON, GENERAL COUNSEL
  - BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES
  - 26555 EVERGREEN ROAD SUITE 200
  - SOUTHFIELD MI 48076 US

- CHESTER L CARMES
  - TRANSPORTATION BUILDING
  - PO BOX 30050
  - 425 WEST OTTAWA
  - LANSING MI 48909 US

- T SCOTT BANNISTER
  - T SCOTT BANNISTER AND ASSOCIATES
  - 1300 DES MOINES BLDG 405 SIXTH AVENUE
  - DES MOINES IA 50309 US

- LEO J WASCHASCH
  - GOLD MEDAL DIVISION - GENERAL MILLS OPERATION
  - P O BOX 1113
  - NUMBER ONE GENERAL MILLS BULEVARD
  - MINNEAPOLIS MN 55440 US

- MICHAEL CONNELLY
  - CITY OF EAST CHICAGO
  - 4525 INDIANAPOLIS BLVD
  - EAST CHICAGO IN 46312 US

- HONORABLE PETER J. VISCOLOSKY
  - U. S. HOUSE OF REPRESENTATIVES
  - 215 WEST 35TH AVENUE
  - GARY IN 46408 US

- CHRISTOPHER J BURGER, PRESIDENT
  - CENTRAL RAILROAD COMPANY OF INDIANAPOLIS
  - PO BOX 554
  - KOKOMO IN 46903-0554 US

- JAMES E SHEPHERD
  - TUSCOLA & SAGINAW BAY
  - PO BOX 550
  - OWOSSO MI 48867-0550 US

- HON JOHN ENGLEB
  - OFFICE OF THE GOVERNOR
  - P O BOX 30013
  - LANSING MI 48933 US

- BYRON D OLSEN
  - FELHABER LARSON FENLON & VOCT PA
  - 601 SECOND AVENUE SOUTH SUITE 4200
  - MINNEAPOLIS MN 55401-4302 US

- GERALD J. VINCI
  - PRAIRIE GROUP
  - 7601 WEST 79TH STREET
  - BRIDGEVIEW IL 60455 US

03/29/2001
SERVICE LIST FOR: 29-mar-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

RICHARD A GAVRIL
16700 GENTRY LANE NO 104
TINLEY PARK IL 60477 US

THOMAS J LITWILER
FLETCHER & SIPPEL LLC
180 NORTH STETSON AVENUE SUITE 3125 TWO PRUDE
CHICAGO IL 60601-6721 US

SANDRA J DEARDEN
MDCO TRANSPORTATION MANAGEMENT LTD
166 WEST WASHINGTON SUITE 700
CHICAGO IL 60602 US

EDWARD C MCCARTHY
INLAND STEEL INDUSTRIES INC
30 WEST MONROE STREET
CHICAGO IL 60603 US

SHELDON A ZABEL
SCHIFF HARDIN & WAITE
7200 SEARS TOWER
CHICAGO IL 60606 US

MYLES L TOBIN
ILLINOIS CENTRAL RAILROAD
455 NORTH CITYFRONT PLAZA DRIVE
CHICAGO IL 60611-5504 US

SCOTT A RONEY
ARCHER DANIELS MIDLAND COMPANY
P O BOX 1470
4666 FARIES PARKWAY
DECATUR IL 62525 US

IAN MUIR
BUNG Corporation
P O BOX 28500
ST LOUIS MO 63146 US

MR GEORGE VAN HAVER
2340 SOUTH 35TH STREET
OMAHA NE 68105 US

CHARLES R. CARR
ATOFINA PETROCHEMICALS, INC.
15710 JFK BLVD.
HOUSTON TX 77032 US

DAVID L HALL
COMMONWEALTH CONSULTING ASSOCIATES
13103 FM 1960 WEST SUITE 204
HOUSTON TX 77065-4069 US

CHRISTINE H. ROSSO
IL ASSISTANT ATTORNEY GENERAL
100 W RANDOLPH ST 13TH FLOOR
CHICAGO IL 60601 US

WILLIAM C SIPPEL
FLETCHER & SIPPEL LLC
180 N STETSON AVE SUITE 3125
CHICAGO IL 60601-6721 US

RICHARD F FRIEDMAN ESQ
EARL L NEAL & ASSOCIATES
111 WEST WASHINGTON STREET STE 1700
CHICAGO IL 60602-2766 US

ROGER A SERBE
INDIANA HARBOR BELT RAILROAD COMPANY
111 WEST JACKSON BOULEVARD, STE 2215
CHICAGO IL 60604 US

THOMAS F MCFARLAND JR
MCFARLAND & HERMAN
20 NORTH WACKER DRIVE SUITE 1330
CHICAGO IL 60606-2902 US

CHARLES D BOLAN
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 62764 US

JOHN JAY ROSACKER
KS DEPT OF TRANSP
217 SE 4TH ST 2ND FLOOR
TOPEKA KS 66603 US

HENRY T DART
PLAINTIFF MANGEMENT COMMITTEE
609 EAST GIBSON STREET
COVINGTON LA 70433 US

DENNIS A. GUTH
WEST LAKE GROUP
2801 POST OAK BLVD
HOUSTON TX 77056 US

MICHAEL P. FERRO
MILLENNIUM PETROCHEMICALS, INC.
P O BOX 2583
1221 MCKINNEY STREET SUITE 1600
HOUSTON TX 77252-2583 US
SERVICE LIST FOR: 29-mar-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

JEFFREY G DOWDELL
EXXONMOBIL GLOBAL SERVICES CO.
PO BOX 3272
HOUSTON TX 77253-3272 US

MONTY L PARKER SR
CMC STEEL GROUP
P O BOX 911
SEGUIN TX 78156-0911 US

JEFFREY G DOWDELL
EXXONMOBIL GLOBAL SERVICES CO.
PO BOX 3272
HOUSTON TX 77253-3272 US

MONTY L PARKER SR
CMC STEEL GROUP
P O BOX 911
SEGUIN TX 78156-0911 US

BRAD F HUSTON
CYPRUS AMAX MINERALS
2600 N CENTRAL AVE STE 110
PHOENIX AZ 85004-3012 US

STEPHEN M UTHOFF
CONIGLIO & UTHOFF
60 ELM AVENUE, CONIGLIO PROFESSIONAL BLDG
LONG BEACH CA 90802-4910 US

RICHARD WELSH
NARPO
50-505 GRAND TRAVERSE
L A QUINTA CA 92253 US

JOHN D FITZGERALD
UTU, GENERAL CHAIRPERSON
400 E EVERGREEN BLVD STE 217
VANCOUVER WA 98660-3264 US

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In CSX Corp. et al.—Control—Conrail Inc. et al., 3 S.T.B. 196 (1998) (Merger Dec. No. 89), Environmental Condition No. 11 of Appendix Q requires Applicants, with the concurrence of the responsible local governments, to mitigate train wayside noise (locomotive engine and wheel/rail noise) at noise-sensitive receptor locations on certain rail line segments. Environmental Condition No. 11 further provides that this condition shall not apply to those communities that have executed Negotiated Agreements with Applicants that satisfy the communities’ environmental concerns.

1. In Merger Dec. No. 89, we approved, subject to certain conditions, including environmental mitigation conditions, the acquisition of control of Conrail Inc. and Consolidated Rail Corporation (collectively, Conrail) and the division of Conrail’s assets by CSX Corporation and CSX Transportation, Inc. (collectively, CSX), and by Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively, NS). CSX and NS are referred to as Applicants.

2. 3 S.T.B. at 588-90.

3. Environmental Condition No. 11 required compliance with this provision within 2 years of the effective date of Merger Dec. No. 89, or by August 22, 2000. The Board granted, at the request of NS, a number of extensions of the compliance date. See Decision No. 167, served on August 22, 2000 (granting NS’ request for extension of the compliance date to August 22, 2001); Decision No. 196, served on August 21, 2001 (granting NS’ request for a further extension of the compliance date to February 22, 2002, for rail line segments N-079 (Oak Harbor to Bellevue, OH) and N-085 (Bellevue to Sandusky Dock, OH), and to May 22, 2002, for rail line segments N-100 (Riverton Junction to Roanoke, VA) and N-111 (Fola Mine to Deepwater, WV); and Decision No. 206, served on February 22, 2002 (granting NS’ most recent request for a further 1-year extension of the compliance date to February 22, 2003, for rail line segments N-
On January 4, 2002, NS provided us with a copy of a Negotiated Agreement between NS and Page County, VA, dated October 23, 2001, and accepted by Page County on November 20, 2001. According to NS, this Negotiated Agreement effectuates the Board’s preference for privately negotiated solutions stated in Merger Dec. No. 89. NS requests that Environmental Condition No. 11 be amended to reflect the parties’ Negotiated Agreement by deleting the Page County receptors located outside the incorporated limits of the Towns of Stanley and Luray from the receptors identified on the Riverton Junction to Roanoke, VA line segment (N-100), and that the Negotiated Agreement between NS and Page County be added to the NS Subsection of Environmental Condition No. 51 of Appendix Q in Decision No. 89, which requires NS to comply with the terms of all Negotiated Agreements developed with states, local communities, and other entities regarding environmental issues associated with the Conrail transaction. See Merger Dec. No. 89. Page County concurs with the request.

In view of the Negotiated Agreement between NS and Page County, we will: (1) add the Negotiated Agreement to Environmental Condition No. 51 of Appendix Q of Merger Dec. No. 89; and (2) amend Environmental Condition No. 11 of Appendix Q of Merger Dec. No. 89 to delete the receptors in Page County located outside the incorporated limits of the Towns of Stanley and Luray from the receptors identified on the Riverton Junction to Roanoke, VA line segment because the noise mitigation for that community has been superseded by the NS/Page County Negotiated Agreement.

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

---

3 (...continued)
079 and N-085, and to May 22, 2003, for rail line segments N-100 and N-111).

4 3 S.T.B. at 357.

5 Environmental Condition No. 11 does not specifically reference Page County, but the Towns of Kimball, Ingham, and Shenandoah, which are listed in Environmental Condition No. 11, are in Page County. The Towns of Stanley and Luray are also in Page County but NS executed separate Negotiated Agreements with both. See Decision No. 177, served on December 5, 2000 (Town of Stanley), and Decision No. 183, served on March 30, 2001 (Town of Luray). Therefore, NS advises that its settlement with Page County applies to receptors identified by the Board as eligible for noise mitigation under Environmental Condition No. 11 in Page County (including the Towns of Kimball, Ingham, and Shenandoah) outside the incorporated limits of the Town of Stanley and the Town of Luray.

6 3 S.T.B. at 607-08.
It is ordered:

1. This proceeding is reopened.

2. In accordance with the Negotiated Agreement between NS and Page County, VA, dated October 23, 2001, and accepted by Page County on November 20, 2001, the following is added to the NS Subsection of Environmental Condition No. 51 of Appendix Q of Merger Dec. No. 89:


3. In addition, Environmental Condition No. 11 of Appendix Q of Merger Dec. No. 89 is amended to delete the receptors in Page County located outside the incorporated limits of the Town of Stanley and the Town of Luray, from the receptors identified on the Riverton Junction to Roanoke, VA line segment, because the noise mitigation for that community has been superseded by the NS/Page County Negotiated Agreement.

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

By the Board, Chairman Morgan and Vice Chairman Burkes.

Vernon A. Williams
Secretary
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>City, State, Zip Code</th>
</tr>
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<td>JOHN D CIRAME</td>
<td>10 PARK PLAZA ROOM 3170</td>
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<tr>
<td>JAMES E HOWARD</td>
<td>1 THOMPSON SQUARE STE 201</td>
<td>CHARLESTOWN, MA 02129</td>
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<tr>
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<td>NEWINGTON, CT 06131</td>
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<td>10 PARK PLAZA ROOM 3170</td>
<td>BOSTON, MA 02116-3969</td>
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<tr>
<td>STATE OF VERMONT</td>
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<td>HONORABLE ROBERT G. TORRICELLI</td>
<td>1 RIVER FRONT PLAZA, 3RD FLOOR</td>
<td>NEWARK, NJ 07102</td>
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<tr>
<td>UNITED STATES SENATE</td>
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<td>J WILLIAM VAN DYKE</td>
<td>NJ TRANSPORTATION PLANNING AUTHORITY</td>
<td>NEWARK, NJ 07102</td>
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<td>J WILLLIAM VAN DYKE</td>
<td>NJ TRANSPORTATION PLANNING AUTHORITY</td>
<td>NEWARK, NJ 07102</td>
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<tr>
<td>TIMOTHY G CHELIUS</td>
<td>18 N EAST AVENUE</td>
<td>VINCENALD, NJ 08360</td>
</tr>
<tr>
<td>LAWRENCE PEPPER, JR</td>
<td>20 EXCHANGE PLACE 51ST FLOOR</td>
<td>NEW YORK, NY 10005-3201</td>
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<td>WALTER E ZULLIG JR</td>
<td>METRO-NORTH COMMUTER RAILROAD COMPANY</td>
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<td>TIMOTHY G CHELIUS</td>
<td>18 N EAST AVENUE</td>
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<td>LAWRENCE PEPPER, JR</td>
<td>20 EXCHANGE PLACE 51ST FLOOR</td>
<td>NEW YORK, NY 10005-3201</td>
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<tr>
<td>HUGH H. WELSH</td>
<td>405 LEXINGTON AVENUE 50TH FLOOR</td>
<td>NEW YORK, NY 10174</td>
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<td>LAW DEPT., SUITE 67E</td>
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<td>JOHN F MCHUGH</td>
<td>MCHUGH &amp; BARNES P C</td>
<td>NEW YORK, NY 10005-3201</td>
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<td>ROBERT E ZULLIG JR</td>
<td>METRO-NORTH COMMUTER RAILROAD COMPANY</td>
<td>NEW YORK, NY 10017-3706</td>
</tr>
<tr>
<td>R. LAWRENCE MCCAFFREY, JR.</td>
<td>UNIRAIL LLC</td>
<td>NEW YORK, NY 10174</td>
</tr>
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03/14/2002  Standing selected: 'ALJ', 'GOV', 'MOC', 'POR', 'S'
SERVICE LIST FOR: 14-mar-2002 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

SAMYREL J NASCA
UTU STATE LEGISLATIVE DIRECTOR
35 FULLER ROAD SUITE 205
ALBANY NY 12205 US

DIANE SEITZ
CENTRAL HUDSON GAS & ELECTRIC CORP
284 SOUTH AVENUE
POUGHKEEPSIE NY 12601 US

GARY EDWARDS
SOMERSET RAILROAD
7725 LAKE ROAD
BARKER NY 14012 US

IRVING J RUBIN
P O BOX 243
YOUNGSTOWN NY 14174 US

R W GODWIN
BROTHERHOOD OF LOCOMOTIVE ENGINEERS
810 ABBOTT ROAD SUITE 200
BUFFALO NY 14220 US

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

JOHN J DOLFI
427 ELMHURST DRIVE
BELLE VERNON PA 15012 US

JOHN A VUONO
VUONO & GRAIL
2310 GRANT BUILDING
PITTSBURGH PA 15219 US

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

RICHARD R WILSON
127 LEXINGTON AVENUE SUITE 100
ALTOONA PA 16601 US

KURT W CARR
BUREAU FOR HISTORIC PRESERVATION
P O BOX 1026
HARRISBURG PA 17108-1026 US

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

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

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

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

ERNEST J IERARDI
NIXON PEABODY LLP
P O BOX 31051
CLINTON SQUARE
ROCHESTER NY 14603-1051 US

JEANNE WALDOCK
107 GRANT COURT
ORLEAN NY 14760 US

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

HENRY A WICK, JR.
WICK STREIFF MEYER O'BOYLE SZELIGO
1450 TWO CHATHAM CENTER
PITTSBURGH PA 15219-3427 US

M E PETRUCCELLI
PPG INDUSTRIES INC
ONE PPG PLACE
PITTSBURGH PA 15272 US

D W DUNLEVY
STATE LEGISLATIVE DIRECTOR UTU
230 STATE STREET PA AFL-CIO BLDG 2ND FLOOR
HARRISBURG PA 17101 US

HONORABLE THOMAS J RIDGE
GOVERNOR, COMMONWEALTH OF PENNSYLVANIA
225 MAIN CAPITOL BUILDING
HARRISBURG PA 17120 US

03/14/2002 Standing selected: 'ALJ','GOV','MOC','POR','S'
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<td>HONORABLE ROBERT C JUBELIRER</td>
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<td>HARRY C BARBIN</td>
<td>BARBIN LAUFFER &amp; O'CONNELL 608 HUNTINGDON PIKE ROCKLEDGE PA 19046 US</td>
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<td>PHILADELPHIA INDUSTRIAL DEVELOPMENT CORPORATION 2600 CENTRE SQUARE WEST 500 MARKET ST PHILADELPHIA PA 19102 US</td>
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<td>JOHN K. LEARY, GENERAL MANAGER</td>
<td>SOUTHEASTERN PENNSYLVANIA TRANSPORTATION AUTHORITY 1234 MARKET STREET 5TH FLOOR PHILADELPHIA PA 19107-3780 US</td>
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<td>HONORABLE JOSEPH R BIDEN, JR.</td>
<td>UNITED STATES SENATE 844 KING STREET WILMINGTON DE 19801 US</td>
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<td>E C WRIGHT</td>
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<td>MARTIN W BERCOVICI</td>
<td>KELLER &amp; HECKMAN LLP 1001 G ST NW SUITE 500 WEST WASHINGTON DC 20001 US</td>
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<td>JAMES HOWARD</td>
<td>COALITION OF NORTHEASTERN GOVERNORS 400 NORTH CAPITOL STREET, SUITE 382 WASHINGTON DC 20001 US</td>
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<td>CHARLES A SPITULNIK</td>
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<td>DONALD F GRiffin</td>
<td>ASSISTANT GENERAL COUNSEL BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES 10 G STREET NE STE 460 WASHINGTON DC 20002 US</td>
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<td>BELKNAP FREEMAN 119 HICKORY LANE ROSEMONT PA 19010 US</td>
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<td>JOHN J COSCIA, EXECUTIVE DIRECTOR</td>
<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>
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<td>J E THOMAS</td>
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<tr>
<td>FREDERICK H SCHRARCK</td>
<td>PO BOX 778 DOVER DE 19903 US</td>
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<tr>
<td>PETER A GILBERTSON</td>
<td>REGIONAL RRS OF AMERICA 122 C ST NW STE 850 WASHINGTON DC 20001 US</td>
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<td>TERRENCE D JONES</td>
<td>KELLER &amp; HECKMAN 1001 G ST NW STE 500 WEST WASHINGTON DC 20001 US</td>
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<tr>
<td>ROSS B CAPON</td>
<td>NATIONAL ASSOCIATION OF RAILROAD PASSENGERS 900 2ND ST NE SUITE 308 WASHINGTON DC 20002 US</td>
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<tr>
<td>RICHARD G SLATTERY</td>
<td>AMTRAK 60 MASSACHUSETTS AVENUE N E WASHINGTON DC 20002 US</td>
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DREW A HARKER
ARNOLD & PORTER
555 TWELFTH STREET NW
WASHINGTON DC 20004 US

J MICHAEL HEMMER
COVINGTON & BURLING
1201 PENNSYLVANIA AVENUE NW
WASHINGTON DC 20004 US

DAVID C REEVES
TROUTMAN SANDERS LLP
401 NINTH STREET NW SUITE 1000
WASHINGTON DC 20004 US

GEORGE W MAYO JR
HOGAN & HARTSON L L P
555 THIRTEENTH STREET NW COLUMBIA SQUARE
WASHINGTON DC 20004-1109 US

MARY GABRIELLE SPRAGUE
ARNOLD & PORTER
555 TWELFTH STREET NW
WASHINGTON DC 20004-1202 US

ROBERT A WIMBISH ESQ
HARKINS CUNNINGHAM
801 PENNSYLVANIA AVE NW
WASHINGTON DC 20004-2664 US

LOUIS E GITOMER
BALL JANIK LLP
1455 F STREET NW SUITE 225
WASHINGTON DC 20005 US

KARL MORELL
BALL JANIK LLP
1455 F STREET NW SUITE 225
WASHINGTON DC 20005 US

CONSTANCE A SADLER
SIDLEY & AUSTIN BROWN & WOOD
1501 K STREET NW
WASHINGTON DC 20005 US

ANDREW R. PLUMP
ZUCKERT, SCOUTT & RASENBERGER, LLP
888 17TH ST., NW, STE. 600
WASHINGTON DC 20006 US

JAMES R WEISS
PRESTON GATES ELLIS ET AL
1735 NEW YORK AVENUE NW SUITE 500
WASHINGTON DC 20006 US

JOHN D HEFFNER
555 12TH STREET NW SUITE 950 NORTH
WASHINGTON DC 20004 US

WILLIAM A MULLINS
TROUTMAN SANDERS LLP
401 NINTH STREET NW SUITE 1000
WASHINGTON DC 20004 US

PAUL REISTRUP
CSX TRANSPORTATION INC
1331 PENNSYLVANIA NW STE 500
WASH DC 20004 US

ERIC VON SALZEN
HOGAN & HARTSON
555 THIRTEENTH STREET N W
WASHINGTON DC 20004-1109 US

DENNIS G LYONS
ARNOLD & PORTER
555 TWELFTH STREET NW, STE 940
WASHINGTON DC 20004-1206 US

DANIEL DUFF
AMERICAN PUBLIC TRANSPORTATION ASSOCIATION
1201 NEW YORK AV NW, STE 400
WASHINGTON DC 20005 US

BRUNO MAESTRI
NORFOLK SOUTHERN CORPORATION
1500 K STREET SUITE 375
WASHINGTON DC 20005 US

L JOHN OSBORN
SONNENSCHEN NATH & ROSENTHAL
1301 K STREET NW STE 600 EAST
WASH DC 20005 US

MARK FILIPOVIC
888 16TH STREET NW SUITE 650
WASHINGTON DC 20006 US

ROBERT P VOM EIGEN
FOLEY & LARDNER
888 16TH STREET N W STE 700
WASHINGTON DC 20006 US

EDWARD WYTKIND EXECUTIVE DIRECTOR
TRANSPORTATION TRADES DEPARTMENT, AFL-CIO
888 16TH STREET NW SUITE 650
WASHINGTON DC 20006 US
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
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<tbody>
<tr>
<td>Scott M Zimmerman</td>
<td>888 Seventeenth Street NW, Washington DC 20006 US</td>
</tr>
<tr>
<td>Richard A Allen</td>
<td>888 17th Street NW Ste 600, Washington DC 20006-3309 US</td>
</tr>
<tr>
<td>R. Daniel Campbell</td>
<td>888 Sixteenth Street NW, Washington DC 20006-4103 US</td>
</tr>
<tr>
<td>John H Broadley</td>
<td>1054 31st Street NW Suite 200, Washington DC 20007 US</td>
</tr>
<tr>
<td>Christopher C O'Hara</td>
<td>1025 Thomas Jefferson St NW Eighth Floor, Washington DC 20007 US</td>
</tr>
<tr>
<td>Michael F McBride</td>
<td>1875 Connecticut Avenue NW Ste 1200, Washington DC 20009-5728 US</td>
</tr>
<tr>
<td>Stephen H Brown</td>
<td>1828 L Street NW, Washington DC 20036 US</td>
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<tr>
<td>Peter A Greene</td>
<td>1920 N Street NW Suite 800, Washington DC 20036 US</td>
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<td>Gordon P McDougall</td>
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<tr>
<td>Christopher A Mills</td>
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<tr>
<td>Harold P Quinn Jr</td>
<td>1130 17th Street NW, Washington DC 20036 US</td>
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<tr>
<td>John V Edwards, Esq</td>
<td>888 17th Street NW Ste 600, Washington DC 20006-3939 US</td>
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<tr>
<td>Sherri Lehman</td>
<td>1701 PA Av NW, Washington DC 20006-5805 US</td>
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<tr>
<td>Paul M Donovan</td>
<td>3900 Highwood Court NW, Washington DC 20007 US</td>
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<tr>
<td>Edward D Greenberg</td>
<td>1054 Thirty-First Street NW Ste 200, Washington DC 20007-4492 US</td>
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<td>Karyn A Booth</td>
<td>1920 N Street NW &amp; Flory LLP, Washington DC 20036 US</td>
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<td>Paul D Coleman</td>
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<td>1717 N Street NW, Washington DC 20036 US</td>
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<td>William G. Mahoney</td>
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<tr>
<td>Nicholas J Dimichael</td>
<td>1920 N Street NW Ste 800, Washington DC 20036-1601 US</td>
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<td>Judge Jacob Leventhal, Office of Hearings</td>
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<td>Honorable John Breaux</td>
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<td>Honorable John J. Duncan</td>
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CSX CORPORATION AND CSX TRANSPORTATION

HONORABLE MAJOR R. OWENS
UNITED STATES HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE CHIP PICKERING
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE JACK QUINN
HOUSE OF REPRESENTATIVES
2448 RAYBURN BLDG
WASHINGTON DC 20515 US

HONORABLE CHARLES RANGEL
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE RALPH REGULA
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE THOMAS C SAWYER
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE CHRISTOPHER SHAYS
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE BILL SHUSTER
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE BUD SHUSTER
ATTN: MIKE RICK
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE LOUISE M SLAUGHTER
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE TED STRICKLAND
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE ED TOWNS
U. S. HOUSE OR REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE JAMES TRAFICANT JR
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE NYDIA M VELAZQUEZ
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE PETER J. VISCLOSKY
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE ROD R BLAGOJEVICH
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-1305 US

HONORABLE JAMES A. BARCIA
US HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-2205 US

HONORABLE JOHN D. DINGELL
U S HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-2216 US

HONORABLE RICHARD BURR
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-3305 US

HONORABLE TOM DAVIS
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-4611 US

HONORABLE BOBBY L. RUSH
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-9997 US

MICHAEL P HARMONIS
DEPARTMENT OF JUSTICE
325 SEVENTH STREET, NW
WASHINGTON DC 20530 US
SERVICE LIST FOR: 14-ma: -2002 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

VAUGHN R GROVES
PITTSFON COAL COMPANY
PO BOX 5100
LEBANON VA 24266 US

R K SARGENT
GENERAL CHAIRPERSON UTU
1315 CHESTNUT STREET
KENOVA WV 25530 US

E NORRIS TOLSON
NC DEPT OF TRANSPORTATION
P O BOX 25201
1 S. WILINGTON STREET
RALEIGH NC 27611 US

HONORABLE DAVID M BEASLEY
GOVERNOR
P. O. BOX 11369
COLUMBIA SC 29211 US

CARL A GERHARDSTEIN
CSX TRANSPORTATION RISK MGMT
500 WATER STREET-J275
JACKSONVILLE FL 32202 US

JOHN W. HUMES, JR.
CSX TRANSPORTATION
SPEED CODE J-150
500 WATER STREET
JACKSONVILLE FL 32202 US

LARRY D MOODY
GENERAL CHAIRMAN UTU
9550 REGENCY SQUARE BLVD #904
JACKSONVILLE FL 32225-8177 US

JAMES L BELCHER
EASTMAN CHEMICAL COMPANY
PO BOX 431
KINGSPORT TN 37662 US

PHILIP SIDO
UNION CAMP CORPORATION
6400 POPLAR AVE
MEMPHIS TN 38197-0100 US

HONORABLE PAUL E. PATTON
GOVERNOR
700 CAPITOL AVENUE, STE. 100
FRANKFORT KY 40601 US

HONORABLE DEBORAH PRYCE
U. S. HOUSE OF REPRESENTATIVES
500 SOUTH FRONT STREET, ROOM 1130
COLUMBUS OH 43215 US

TERRELL ELLIS
CAEZWV
P O BOX 176
CLAY WV 25543 US

SCOTT M SAILOR
NORTH CAROLINA RAILROAD COMPANY
3200 ATLANTIC AV STE 110
RALIEGH NC 27604-1640 US

J H CLARK
UTU, GENERAL CHAIRPERSON
441 NORTH LOUISIAN AVENUE, SUITE Q
ASHEVILLE NC 28806 US

FRED R BIRKHOZ
CSX TRANSPORTATION LAW DEPT - J-150
500 WATER STREET
JACKSONVILLE FL 32202 US

PAUL R HITCHOCK
CSX TRANSPORTATION LAW DEPARTMENT
500 WATER STREET SC J-150
JACKSONVILLE FL 32202 US

T J STEPHENSON
CSX TRANSPORTATION INC
500 WATER STREET (J407)
JACKSONVILLE FL 32202 US

PHILLIP L BELL
ERIE LACKAWANNA RAILROAD CO
PO BOX 1482
TALLAHASSEE FL 32302 US

WILLIAM L OSTEEN
ASSOCIATE GENERAL COUNSEL TVA
400 WEST SUMMIT HILL DRIVE
KNOXVILLE TN 37902 US

HONORABLE KIRK FORDICE, GOVERNOR
STATE OF MISSISSIPPI
P O BOX 139
JACKSON MS 39205 US

THOMAS M O'LEARY
OHIO RAIL DEVELOPMENT COMMISSION
50 W BROAD STREET 15TH FLOOR
COLUMBUS OH 43215 US

DOREEN C JOHNSON, CHIEF ANTITRUST SECTION
OHIO ATTY GENERAL OFFICE
140 EAST TOWN STREET, FIRST FLOOR
COLUMBUS OH 43215-6001 US

03/14/2002 Standing selected: 'ALJ','GOV','MOC','POR','S'
SERVICE LIST FOR: 14-mar-2002 STB FD 33388 0
CSX CORPORATION AND CSX TRANSPORTATION

JAMES R JACOBS
JACOBS INDUSTRIES
2 QUARRY LANE
STONY RIDGE OH 43463 US

ROBERT E GREENLESE
TOLEDO-LUCAS COUNTY PORT AUTHORITY
1 MARITIME PLAZA SUITE 700
TOLEDO OH 43604 US

RON MARQUARDT
LOCAL UNION 1810 UMWA
58659 EILEEN ST.
RAYLAND OH 43943 US

CUDELL IMPROVEMENT INC
11650 DETROIT AVE
CLEVELAND OH 44102-2320 US

DANIEL R ELLIOTT III
ASSISTANT GENERAL COUNSEL UNITED TRANSPORTATION UNION
14600 DETROIT AVENUE
CLEVELAND OH 44107-4250 US

CLINTON J MILLER III
UNITED TRANSPORTATION UNION
14600 DETROIT AVENUE
CLEVELAND OH 44107-4250 US

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

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

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

RICHARD E KERTH
CHAMPION INTERNATIONAL CORPORATION
101 KNIGHTSBRIDGE DRIVE
HAMILTON OH 45020-0001 US

ROBERT J COOPER
GENERAL CHAIRPERSON UTU
385 COMMODORE WAY APT 9
PERRYSBURG OH 43551-2784 US

ROBERT E MURRAY
OHIO VALLEY COAL CO
56854 PLEASANT RIDGE ROAD
ALLEDONIA OH 43902 US

MAYOR VINCENT M URBIN
150 AVON BELDEN RD
AVON LAKE OH 44012 US

ONE FIFTEEN HUNDRED BUILDING
11650 DETROIT AVE
CLEVELAND OH 44102-2320 US

C L LITTLE
INTERNATIONAL PRESIDENT UTU
14600 DETROIT AVENUE
CLEVELAND OH 44107-4250 US

CLARENCE MONIN INTERNATIONAL PRES
BROTHERHOOD OF LOCOMOTIVE ENGINEERS MEZZANINE
1370 ONTARIO STREET
CLEVELAND OH 44113 US

INAIJO DAVIS CHAPPELL
ASHTA CHEMICALS INC
1300 EAST NINTH STREET SUITE 900
CLEVELAND OH 44114-1538 US

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

RANDALL C. HUNT
KRUGLIAC, WILKINS, GRIFFITHS & DOUGHERTY CO.
P O BOX 36963
4775 MUNSON ST NW
CANTON OH 44735-6963 US

R A GRICE
GENERAL CHAIRPERSON UTU
817 KILBOURNE ST
BELLEVUE OH 44811-9431 US

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

03/14/2002  Standing selected: 'ALJ', 'GOV', 'MOC', 'POR', 'S'  Page 12
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<td>PRESIDENT</td>
<td>INDIAN CREEK RAILROAD COMPANY</td>
<td>3905 W 600 NORTH ANDERSON IN 46011 US</td>
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<td>J PATRICK LATZ</td>
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<td>HEAVY LIFT CARGO SYSTEM</td>
<td>PO BOX 51451 INDIANAPOLIS IN 46251-0451 US</td>
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<tr>
<td>HAMILTON L CARMOCHE</td>
<td>CORPORATION COUNSEL</td>
<td>CITY OF GARY</td>
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<td>CHRISTOPHER J BURGER,</td>
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<td>CENTRAL RAILROAD COMPANY OF INDIANAPOLIS</td>
<td>PO BOX 554 KOKOMO IN 46903-0554 US</td>
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<td>JAMES E SHEPHERD</td>
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<td>TUSCOLA &amp; SAGINAW BAY</td>
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<td>LARRY B KARNES</td>
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<td>MICHIGAN DEPARTMENT OF TRANSPORTATION</td>
<td>PO BOX 30050 425 WEST OTTAWA STREET LANSING MI 48909 US</td>
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<td>PRAIRIE GROUP</td>
<td>P.O. BOX 1123 7601 WEST 79TH STREET BRIDGEVIEW IL 60455 US</td>
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<td>180 N STETSON AVE STE 3125 TWO PRUDENTIAL PLA CHICAGO IL 60601-6721 US</td>
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<td>111 WEST JACKSON BOULEVARD, STE 2215 CHICAGO IL 60604 US</td>
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<td>THOMAS F MCFARLAND JR</td>
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SERVICE LIST FOR: 14-mar-2002 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

SHELDON 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

SCOTT A RONEY
ARCHER DANIELS MIDLAND COMPANY
P O BOX 1470
4666 FARIES PARKWAY
DECATUR IL 62525 US

IAN MUIR
BUNGE CORPORATION
P O BOX 28500
ST LOUIS MO 63146 US

JOHN JAY ROSACKER
KS DEPT OF TRANSP
217 SE 4TH ST 2ND FLOOR
TOPEKA KS 66603 US

GEORGE VAN HAVER
2340 SOUTH 35TH STREET
OMAHA NE 68105 US

HENRY T DART
PLAINTIFF MANGEMENT COMMITTEE
609 EAST GIBSON STREET
COVINGTON LA 70433 US

CHARLES R. CARR
ATOFINA PETROCHEMICALS, INC.
15710 JFK BLVD.
HOUSTON TX 77032 US

DENNIS A. GUTH
WEST LAKE GROUP
2801 POST OAK BLVD
HOUSTON TX 77056 US

DAVID L HALL
COMMONWEALTH CONSULTING ASSOCIATES
13103 FM 1960 WEST SUITE 204
HOUSTON TX 77065-4059 US

MICHAEL P. FERNO
MILLENIUM PETROCHEMICALS, INC.
P C BOX 2583
1221 MCKINNEY STREET SUITE 1600
HOUSTON TX 77252-2583 US

EDMUND J GARCIA
EXXONMOBIL GLOBAL SERVICES CO.
PO BOX 3272 WL3-1130
HOUSTON TX 77253-3272 US

MONTY L PARKER SR
CMC STEEL GROUP
P O BOX 911
SEGUIN TX 78156-0911 US

RICHARD A GAVRIL
874 W 620 S
TOOELE UT 84074-3261 US

STEPHEN M UTHOFF
CONIGLIO & UTHOFF
60 ELM AVENUE CONIGLIO PROFESSIONAL BLDG
LONG BEACH CA 90802-4910 US

JOHN D FITZGERALD
UTU, GENERAL CHAIRPERSON
400 E EVERGREEN BLVD STE 217
VANCOUVER WA 98660-3264 US

Records: 304
In CSX Corp. et al. — Control—Conrail Inc. et al., 3 S.T.B. 196 (1998) (Merger Dec. No. 89). Environmental Condition No. 11 of Appendix Q requires Applicants, with the concurrence of the responsible local governments, to mitigate train wayside noise (locomotive engine and wheel/rail noise) at noise-sensitive receptor locations on certain rail line segments. Environmental Condition No. 11 further provides that this condition shall not apply to those communities that have executed Negotiated Agreements with Applicants that satisfy the communities’ environmental concerns.

1 In Merger Dec. No. 89, we approved, subject to certain conditions, including environmental mitigation conditions, the acquisition of control of Conrail Inc. and Consolidated Rail Corporation (collectively, Conrail) and the division of Conrail’s assets by CSX Corporation and CSX Transportation, Inc. (collectively, CSX), and by Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively, NS). CSX and NS are referred to as Applicants.

2 3 S.T.B. at 588-90.

3 Environmental Condition No. 11 required compliance with this provision within 2 years of the effective date of Merger Dec. No. 89, or by August 22, 2000. The Board granted, at the request of NS, a number of extensions of the compliance date. See Decision No. 167, served on August 22, 2000 (granting NS’ request for extension of the compliance date to August 22, 2001); Decision No. 196, served on August 21, 2001 (granting NS’ request for a further extension of the compliance date to February 22, 2002, for rail line segments N-079 (Oak Harbor to Bellevue, OH) and N-085 (Bellevue to Sandusky Dock, OH), and to May 22, 2002, for rail line segments N-100 (Riverton Junction to Roanoke, VA) and N-111 (Fola Mine to Deepwater, WV); and Decision No. 206, served on February 22, 2002 (granting NS’ most recent request for a further 1-year extension of the compliance date to February 22, 2003, for rail line (continued...)
On January 4, 2002, NS provided us with a copy of a Negotiated Agreement between NS and Warren County, VA, dated October 23, 2001, and accepted by Warren County on November 7, 2001. According to NS, this Negotiated Agreement effectuates the Board’s preference for privately negotiated solutions stated in Merger Dec. No. 89. NS requests that Environmental Condition No. 11 be amended to reflect the parties’ Negotiated Agreement by deleting the Warren County receptors located outside the Town of Front Royal from the receptors identified in the Riverton Junction to Roanoke, VA line segment (N-100), and that the Negotiated Agreement between NS and Warren County be added to the NS Subsection of Environmental Condition No. 51 of Appendix Q in Decision No. 89, which requires NS to comply with the terms of all Negotiated Agreements developed with states, local communities, and other entities regarding environmental issues associated with the Conrail transaction. See Merger Dec. No. 89. Warren County concurs with the request.

In view of the Negotiated Agreement between NS and Warren County, we will: (1) add the Negotiated Agreement to Environmental Condition No. 51 of Appendix Q of Merger Dec. No. 89; and (2) amend Environmental Condition No. 11 of Appendix Q of Merger Dec. No. 89 to delete the receptors in Warren County located outside the incorporated limits of the Town of Front Royal from the receptors identified on the Riverton Junction to Roanoke, VA line segment because the noise mitigation for that community has been superseded by the NS Warren County Negotiated Agreement.

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

3 (...continued)
segments N-079 and N-085, and to May 22, 2003, for rail line segments N-100 and N-111).

4 3 S.T.B. at 357.

5 Environmental Condition No. 11 does not specifically reference Warren County, but the Towns of Bentonville and Front Royal, which are listed in Environmental Condition No. 11, are in Warren County. NS advised that it sought an agreement with Front Royal but the local government declined and asked NS to contact the one receptor in Front Royal directly. The Warren County Negotiated Agreement covers all receptors identified by the Board as eligible for noise mitigation under Environmental Condition No. 11 in Warren County (including the receptor in the Town of Bentonville), with the exception of the one receptor within the incorporated limits of the Town of Front Royal.

6 3 S.T.B. at 607-08.
It is ordered:

1. This proceeding is reopened.

2. In accordance with the Negotiated Agreement between NS and Warren County, VA, dated October 23, 2001, and accepted by Warren County on November 7, 2001, the following is added to the NS Subsection of Environmental Condition No. 51 of Appendix Q of Merger Dec. No. 89:


3. In addition, Environmental Condition No. 11 of Appendix Q of Merger Dec. No. 89 is amended to delete the receptors in Warren County (including the receptor in the Town of Bentonville), with the exception of the one receptor within the incorporated limits of the Town of Front Royal, from the receptors identified on the Riverton Junction to Roanoke, VA line segment, because the noise mitigation for that community has been superseded by the NS/Warren County Negotiated Agreement.

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

By the Board, Chairman Morgan and Vice Chairman Burkes.

Vernon A. Williams
Secretary
SERVICE LIST FOR: 14-mar-2002 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

JOHN D CIRAME, ASSISTANT SECRETARY
COMMONWEALTH OF MASS. EXEC. OFFICE OF TRANSPT
10 PARK PLAZA ROOM 3170
BOSTON MA 02116-3969 US

HONORABLE EDWARD M KENNEDY
UNITES STATES SENATE
2400 JOHN F KENNEDY FEDERAL BLDG
BOSTON MA 02203 US

JOHN R NADOLNY
14 AVIATION AVENUE
PORTSMOUTH NH 03801 US

KAREN E SONGHURST
STATE OF VERMONT
133 STATE STREET
MONTPELIER VT 05633-5001 US

EDWARD J RODRIGUEZ
HOUSATONIC RAILROAD
P O BOX 687
8 DAVIS ROAD WEST
OLD LYME CT 06371 US

MICHAEL E STRICKLAND
NYK LINE (NORTH AMERICA) INC, SENIOR VICE PRE
300 LIGHTING WAY
SEACAUCUS NJ 07094-1588 US

HONORABLE ROBERT G. TORRICELLI
UNITED STATES SENATE
1 RIVER FRONT PLAZA, 3RD FLOOR
NEWARK NJ 07102 US

MARTIN T DURKIN ESQ
DURKIN & BOGGIA ESQS
PO BOX 378
71 MT VERNON STREET
RIDGEFIELD PARK NJ 07660 US

LAWRENCE PEPPER, JR
GRUCCIO PEPPER
817 EAST LANDS AVE
VINELAND NJ 08360 US

ANTHONY P. SEMANCIK
347 MADISON AVENUE
NEW YORK NY 10017-3706 US

HUGH H. WELSH
LAW DEPT., SUITE 67E
ONE WORLD TRADE CENTER
NEW YORK NY 10048-0202 US

JAMES E HOWARD
KIRKPATRICK & LOCKHART
ONE THOMPSON SQUARE STE 201
CHARLESTOWN MA 02129 US

WILLIAM D ANKNER PHD
R I DEPT OF TRANSPORTATION
TWO CAPITOL HILL
PROVIDENCE RI 02903 US

ROBERT D ELDER
MAINE DEPARTMENT OF TRANSPORTATION
16 STATE HOUSE STATION
AUGUSTA ME 04333-0016 US

JAMES F SULLIVAN
CT DEPT OF TRANSPORTATION
P O BOX 317546
2800 BERLIN TURNPIKE
NEWINGTON CT 06131 US

EDWARD LLOYD
RUTGERS ENVIRONMENTAL LAW CLINIC
15 WASHINGTON STREET
NEWARK NJ 07102 US

J WILLIAM VAN DYKE
NJ TRANSPORTATION PLANNING AUTHORITY
ONE NEWARK CENTER 17TH FLOOR
NEWARK NJ 07102 US

TIMOTHY G CHELIUS
18 N EAST AVENUE
VINELAND NJ 08360 US

JOHN F MCHUGH
MCHUGH & BARNES P C
20 EXCHANGE PLACE 51ST FLOOR
NEW YORK NY 10005-3201 US

WALTER E ZULLIG JR
METRO-NORTH COMMUTER RAILROAD COMPANY
347 MADISON AVE
NEW YORK NY 10017-3706 US

R. LAWRENCE MCCAFFREY, JR.
UNIRAIL LLC
405 LEXINGTON AVENUE 50TH FLOOR
NEW YORK NY 10174 US
SERVICE LIST FOR: 14-mar-2002 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

SAMUEL J NASCA
UTU STATE LEGISLATIVE DIRECTOR
35 FULLER ROAD SUITE 205
ALBANY NY 12205 US

DIANE SEITZ
CENTRAL HUDSON GAS & ELECTRIC CORP
284 SOUTH AVENUE
POUGHKEEPSIE NY 12601 US

GARY EDWARDS
SOMERSET RAILROAD
7725 LAKE ROAD
BARKER NY 14012 US

IRVING J RUBIN
P O BOX 243
YOUNGSTOWN NY 14174 US

R W GODWIN
BROTHERHOOD OF LOCOMOTIVE ENGINEERS
810 ABBOTT ROAD SUITE 200
BUFFALO NY 14220 US

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

JOHN J DOLFI
427 ELMHURST DRIVE
BELLE VERNON PA 15012 US

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

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

RICHARD R WILSON
127 LEXINGTON AVENUE SUITE 100
ALTOONA PA 16601 US

KURT W CARR
BUREAU FOR HISTORIC PRESERVATION
P O BOX 1026
HARRISBURG PA 17108-1026 US

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

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

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

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

ERNEST J IERARDI
NIXON PEABODY LLP
P O BOX 31051
CLINTON SQUARE
ROCHESTER NY 14603-1051 US

JEANNE WALDOCK
107 GRANT COURT
ORLEAN NY 14760 US

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

HENRY M WICK, JR.
WICK STREIFF MEYER O'BOYLE SZELIGO
1450 TWO COLUMBUS CENTER
PITTSBURGH PA 15219-3427 US

M E PETRUCCCELLI
PPG INDUSTRIES INC
ONE PPG PLACE
PITTSBURGH PA 15272 US

D W DUNLEVY
STATE LEGISLATIVE DIRECTOR UTU
230 STATE STREET PA AFL-CIO BLDG 2ND FLOOR
HARRISBURG PA 17101 US

HONORABLE THOMAS J RIDGE
GOVERNOR, COMMONWEALTH OF PENNSYLVANIA
225 MAIN CAPITOL BUILDING
HARRISBURG PA 17120 US
<table>
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<td>PENNSYLVANIA STATE SENATE BOX 203030 STATE CAPITOL HARRISBURG PA 17120-3030 US</td>
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<td>JOHN K. LEARY, GENERAL MANAGER</td>
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<td>J E THOMAS</td>
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<td>FREDERICK H SCHRANCK</td>
<td>PO BOX 778 DOVER DE 19903 US</td>
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<tr>
<td>MARTIN W BERCOVICI</td>
<td>KELLER &amp; HECKMAN LLP 1001 G ST NW SUITE 500 WEST WASHINGTON DC 20001 US</td>
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<td>JAMES HOWARD</td>
<td>COALITION OF NORTHEASTERN GOVERNORS 400 NORTH CAPITOL STREET, SUITE 382 WASHINGTON DC 20001 US</td>
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<td>CHARLES A SPITULNIK</td>
<td>MCLEOD WATKINSON &amp; MILLER ONE MASSACHUSETTS AVENUE NW SUITE 800 WASHINGTON DC 20001-1401 US</td>
</tr>
<tr>
<td>DONALD F GRIFFIN</td>
<td>ASSISTANT GENERAL COUNSEL BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES 10 G STREET NE STE 460 WASHINGTON DC 20002 US</td>
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<tr>
<td>J MICHAEL HEMMER</td>
<td>1201 PENNSYLVANIA AVENUE NW WASHINGTON DC 20004 US</td>
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<tr>
<td>JOHN D HEFFNER</td>
<td>555 12TH STREET NW SUITE 950 NORT WASHINGTON DC 20004 US</td>
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<td>401 NINTH STREET NW SUITE 1000 WASHINGTON DC 20004 US</td>
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<td>PAUL REISTRUP</td>
<td>1331 PENNSYLVANIA NW STE 500 WASH DC 20004 US</td>
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<td>ERIC VON SALZEN</td>
<td>555 THIRTEENTH STREET NW WASHINGTON DC 20004 US</td>
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<td>DENNIS G LYONS</td>
<td>555 TWELFTH STREET NW, STE 940 WASHINGTON DC 20004-1206 US</td>
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<td>DANIEL DUFF</td>
<td>1201 NEW YORK AV NW, STE 400 WASHINGTON DC 20005 US</td>
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<td>1455 F STREET NW SUITE 225 WASHINGTON DC 20005 US</td>
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<td>ANDREW R. PLUMP</td>
<td>888 16TH STREET NW SUITE 650 WASHINGTON DC 20006 US</td>
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<td>888 16TH STREET N W STE 700 WASHINGTON DC 20006 US</td>
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<td>JAMES R WEISS</td>
<td>1735 NEW YORK AVENUE NW SUITE 500 WASHINGTON DC 20006 US</td>
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<td>EDWARD WYTKIND</td>
<td>888 16TH STREET NW SUITE 650 WASHINGTON DC 20006 US</td>
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<td>Scott M Zimmerman</td>
<td>CSX Corporation and CSX Transport</td>
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SERVICE LIST FOR: 14-mar-2002 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

FRITZ R KAHN
1920 N STREET NW 8TH FLOOR
WASHINGTON DC 20036-1601 US

FRITZ R KAHN
1920 N STREET NW 8TH FLOOR
WASHINGTON DC 20036-1601 US

ROSE-MICHELE WEINRYB
WEINER BRODSKY SIDMAN & KIDER
1300 19TH STREET NW 5TH FLOOR
WASHINGTON DC 20036-1609 US

ROSE-MICHELE WEINRYB
WEINER BRODSKY SIDMAN & KIDER
1300 19TH STREET NW 5TH FLOOR
WASHINGTON DC 20036-1609 US

TIMOTHY M WALSH
STEPTOE & JOHNSON
1330 CONNECTICUT AVENUE N W
WASHINGTON DC 20036-1795 US

TIMOTHY M WALSH
STEPTOE & JOHNSON
1330 CONNECTICUT AVENUE N W
WASHINGTON DC 20036-1795 US

JOSEPH GUERRIERI, JR.
GUERRIERI, EDMOND & CLAYMAN, PC
1625 MASSACHUSETTS AVE., NW. STE 700
WASHINGTON DC 20036-2243 US

JOSEPH GUERRIERI, JR.
GUERRIERI, EDMOND & CLAYMAN, PC
1625 MASSACHUSETTS AVE., NW. STE 700
WASHINGTON DC 20036-2243 US

DONALD G AVERY
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036-3003 US

DONALD G AVERY
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036-3003 US

WILLIAM L SLOVER
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036-3003 US

WILLIAM L SLOVER
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036-3003 US

ANDREW P GOLDSTEIN
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

ANDREW P GOLDSTEIN
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

DANIEL J SWEENEY
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

DANIEL J SWEENEY
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

KEITH A KLINOWORTH
U S DEPT OF AGRICULTURE
P O BOX 96456
WASHINGTON DC 20090-6456 US

KEITH A KLINOWORTH
U S DEPT OF AGRICULTURE
P O BOX 96456
WASHINGTON DC 20090-6456 US

JUDGE JACOB LEVENTHAL, OFFICE OF HEARINGS
FEDERAL ENERGY REGULATORY COMMISSION
888 - 1ST ST, N.E. STE 11F
WASHINGTON DC 20426 US

JUDGE JACOB LEVENTHAL, OFFICE OF HEARINGS
FEDERAL ENERGY REGULATORY COMMISSION
888 - 1ST ST, N.E. STE 11F
WASHINGTON DC 20426 US

HONORABLE JOHN BREUAUX
UNITED STATES SENATE
WASHINGTON DC 20510 US

HONORABLE JOHN BREUAUX
UNITED STATES SENATE
WASHINGTON DC 20510 US

FREDERIC L WOOD
THOMPSON HINE LLP
1920 N STREET
WASHINGTON DC 20036-1601 US

FREDERIC L WOOD
THOMPSON HINE LLP
1920 N STREET
WASHINGTON DC 20036-1601 US

SAMUEL M SIPE JR
STEPTOE & JOHNSON LLP
1330 CONNECTICUT AVENUE N W
WASHINGTON DC 20036-1795 US

SAMUEL M SIPE JR
STEPTOE & JOHNSON LLP
1330 CONNECTICUT AVENUE N W
WASHINGTON DC 20036-1795 US

KEVIN M SHEYS
KIRKPATRICK & LOCKHART LLP
1800 MASSACHUSETTS AVENUE NW 2ND FLOOR
WASHINGTON DC 20036-1800 US

KEVIN M SHEYS
KIRKPATRICK & LOCKHART LLP
1800 MASSACHUSETTS AVENUE NW 2ND FLOOR
WASHINGTON DC 20036-1800 US

DEBRA L WILLEN
GUERRIERI EDMOND & CLAYMAN PC
1625 MASSACHUSETTS AVENUE, N.W., STE 700
WASHINGTON DC 20036-2243 US

DEBRA L WILLEN
GUERRIERI EDMOND & CLAYMAN PC
1625 MASSACHUSETTS AVENUE, N.W., STE 700
WASHINGTON DC 20036-2243 US

KELVIN J DOWD
SLOVER & LOFTUS
1224 17TH STREET N W
WASHINGTON DC 20036-3003 US

KELVIN J DOWD
SLOVER & LOFTUS
1224 17TH STREET N W
WASHINGTON DC 20036-3003 US

JOHN M CUTLER JR
MCCARTHY SWEENEY HARKAWAY PC
2175 K STREET NW
WASHINGTON DC 20037 US

JOHN M CUTLER JR
MCCARTHY SWEENEY HARKAWAY PC
2175 K STREET NW
WASHINGTON DC 20037 US

STEVEN J KALISH
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

STEVEN J KALISH
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

JOHN L OBERDORFER
PATTON BOGGS LLP
2550 M ST NW
WASHINGTON DC 20037-1301 US

JOHN L OBERDORFER
PATTON BOGGS LLP
2550 M ST NW
WASHINGTON DC 20037-1301 US

EILEEN S STOMMES
U S DEPARTMENT OF AGRICULTURE
P O BOX 96456 ROOM 4006-SOUTH BUILDING
WASHINGTON DC 20090-6456 US

EILEEN S STOMMES
U S DEPARTMENT OF AGRICULTURE
P O BOX 96456 ROOM 4006-SOUTH BUILDING
WASHINGTON DC 20090-6456 US

HONORABLE JOSEPH BIDEN, JR.
UNITED STATES SENATE
WASHINGTON DC 20510 US

HONORABLE JOSEPH BIDEN, JR.
UNITED STATES SENATE
WASHINGTON DC 20510 US

HONORABLE BOB GRAHAM
UNITED STATES SENATE
WASHINGTON DC 20510 US

HONORABLE BOB GRAHAM
UNITED STATES SENATE
WASHINGTON DC 20510 US

03/14/2002 Standing selected: 'ALJ', 'GOV', 'MOC', 'POR', 'S' Page 6
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HONORABLE JOHN J DUNCAN
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE JOHN J LAFALCII
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE WILLIAM O LIPINSKI
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE ROBERT MENENDIZ
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE ROBERT W. NEY
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE ELIOT L ENGEL
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE BENVN A. GILMAN
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE MURRAINE HINCHLEY
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE NANCY JOHNSON
UNITED STATES HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE MARCY KAPTUR
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE STEVE LATOURRETE
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE NITA LOWEY
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE JAMES MALONEY
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE MICHAEL MCDNULTY
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE JERROLD NADLER
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE JAMES L OBERSTAR
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<tr>
<td>MICHAEL P HARMONIS</td>
<td>DEPARTMENT OF JUSTICE</td>
<td>WASHINGTON DC 20530 US</td>
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<tr>
<td>JOEL E. MOLITORIS</td>
<td>Administrator</td>
<td>400 7th Street SW, Washington DC 20590</td>
</tr>
<tr>
<td>DAVID G. ABRAHAM</td>
<td></td>
<td>7315 Wisconsin Avenue, Bethesda MD 20814</td>
</tr>
<tr>
<td>CHRISTOPHER TULLY</td>
<td></td>
<td>3 Research Place, Rockville MD 20850</td>
</tr>
<tr>
<td>JOHN M. ROBINSON</td>
<td>Attorney at Law</td>
<td>9616 Old Spring Road, Kensington MD 20895-3124</td>
</tr>
<tr>
<td>JOHN HOY</td>
<td></td>
<td>P.O. Box 117, Glen Burnie MD 21060</td>
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<tr>
<td>LINDA A. JANES J D</td>
<td></td>
<td>301 West Preston Street, Baltimore MD 21201-2365</td>
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<tr>
<td>WILLIAM P. JACKSON, JR.</td>
<td></td>
<td>3426 North Washington Blvd, McLean VA 22103</td>
</tr>
<tr>
<td>THOMAS E. SCHICK</td>
<td></td>
<td>1300 Wilson Blvd, Arlington VA 22269</td>
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<tr>
<td>WILLIAM H. WHITEHURST JR.</td>
<td></td>
<td>12421 Happy Hollow Road, Cockeysville MD 21030-1711</td>
</tr>
<tr>
<td>ROBERT J. WILL</td>
<td></td>
<td>4134 Grave Run Rd, Manchester MD 21102</td>
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<tr>
<td>CHARLES M. CHADWICK</td>
<td></td>
<td>P.O. Box 1000, Union Bridge MD 21791</td>
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<tr>
<td>PETER Q. NYCE JR.</td>
<td></td>
<td>901 North Stuart Street, Arlington VA 22203</td>
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<tr>
<td>KENNETH E. SIEGEL</td>
<td></td>
<td>2200 Mill Road, Alexandria VA 22314-4677</td>
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<tr>
<td>ROBERT E. MARTINEZ</td>
<td></td>
<td>P.O. Box 1475, Richmond VA 23218</td>
</tr>
<tr>
<td>L. P. KING JR.</td>
<td></td>
<td>145 Campbell Ave SW, Ste 207, Roanoke VA 24011</td>
</tr>
<tr>
<td>MITCHELL M. KRAUS</td>
<td>General Counsel</td>
<td>3 Research Place, Rockville MD 20850-3279</td>
</tr>
<tr>
<td>ROBERT J. WILL</td>
<td></td>
<td>4134 Grave Run Rd, Manchester MD 21102</td>
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<tr>
<td>PAUL S. SAMUEL SMITH</td>
<td></td>
<td>7315 Wisconsin Avenue, Bethesda MD 20814</td>
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SERVICE LIST FOR: 14-mar-2002 STB FD 33388 O CSX CORPORATION AND CSX TRANSPORTATION

VAUGHN R GROVES
PITTSTON COAL COMPANY
PO BOX 5100
LEBANON VA 24266 US

R K SARGENT
GENERAL CHAIRPERSON UTU
1319 CHESTNUT STREET
KENOVA WV 25530 US

E NORRIS TOLSON
NC DEPT OF TRANSPORTATION
P O BOX 25201
1 S. WILINGTON STREET
raleigh NC 27611 US

HONORABLE DAVID M BEASLEY
GOVERNOR
P. O. BOX 11369
COLUMBIA SC 29211 US

CARL A GERHARDSTEIN
CSX TRANSPORTATION RISK MGMT
500 WATER STREET-J275
JACKSONVILLE FL 32202 US

JOHN W. HUMES, JR.
CSX TRANSPORTATION
SPEED CODE J-150
500 WATER STREET
JACKSONVILLE FL 32202 US

LARRY D MOODY
GENERAL CHAIRMAN UTU
9550 REGENCY SQUARE BLVD #904
JACKSONVILLE FL 32225-8177 US

JAMES T. BFLCHER
EASTMAN CHEMICAL COMPANY
PO BOX 431
KINGSPORT TN 37662 US

PHILIP SIDO
UNION CAMP CORPORATION
6400 POPLAR AVE
MEMPHIS TN 38197-0100 US

HONORABLE PAUL E. PATTON
GOVERNOR
700 CAPITOL AVENUE, STE. 100
FRANKFORT KY 40601 US

HONORABLE DEBORAH PRYCE
U. S. HOUSE OF REPRESENTATIVES
500 SOUTH FRONT STREET, ROOM 1130
COLUMBUS OH 43215 US

TERRELL ELLIS
CAEZWV
P O BOX 176
CLAY WV 25043 US

SCOTT M SAYLOR
NORTH CAROLINA RAILROAD COMPANY
3200 ATLANTIC AV STE 110
RALEIGH NC 27604-1640 US

J H CLARK
UTU, GENERAL CHAIRPERSON
441 NORTH LOUISIAN AVENUE, SUITE Q
ASHEVILLE NC 28806 US

FRED R BIRKHOLZ
CSX TRANSPORTATION LAW DEPT - J-150
500 WATER STREET
JACKSONVILLE FL 32202 US

PAUL R HITCHCOCK
CSX TRANSPORTATION LAW DEPARTMENT
500 WATER STREET SC J-150
JACKSONVILLE FL 32202 US

T J STEPHENSON
CSX TRANSPORTATION INC
500 WATER STREET (J407)
JACKSONVILLE FL 32202 US

PHILLIP L BELL
ERIE LACKAWANNA RAILROAD CO
PO BOX 1482
TALLAHASSEE FL 32302 US

WILLIAM L OSTEEN
ASSOCIATE GENERAL COUNSEL TVA
400 WEST SUMMIT HILL DRIVE
KNOXVILLE TN 37902 US

HONORABLE KIRK FORDICE, GOVERNOR
STATE OF MISSISSIPPI
P O BOX 139
JACKSON MS 39205 US

THOMAS M O'LEARY
OHIO RAIL DEVELOPMENT COMMISSION
50 W BROAD STREET 15TH FLOOR
COLUMBUS OH 43215 US

DOREEN C JOHNSON, CHIEF ANTITRUST SECTION
OHIO ATTY GENERAL OFFICE
140 EAST TOWN STREET, FIRST FLOOR
COLUMBUS OH 43215-6J01 US
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<td>EASTERN TRANSPORT AND LOGISTICS</td>
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<td>THOMAS R RYDMAN</td>
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SERVICE LIST FOR: 14-mar-2002 STB FD 33388 0

CSX CORPORATION AND CSX TRANSPORTATION

SHELTON A ZABEL
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 62764 US

JOHN JAY ROSACKER
KS DEPT OF TRANSP
217 SE 4TH ST 2ND FLOOR
TOPEKA KS 66603 US

HENRY T DART
PLAINTIFF MANAGEMENT COMMITTEE
609 EAST GIBSON STREET
COVINGTON LA 70433 US

DENNIS A. GUTH
WEST LAKE GROUP
2801 POST OAK BLVD
HOUSTON TX 77056 US

MICHAEL P. FERRO
MILLENNIUM PETROCHEMICALS, INC.
P O BOX 2583
1221 MCKINNEY STREET SUITE 1600
HOUSTON TX 77252-2583 US

MONTY L PARKER SR
CMC STEEL GROUP
P O BOX 911
SEGUIN TX 78156-0911 US

STEPHEN M UTHOFF
CONIGLIO & UTHOFF
60 ELM AVENUE CONIGLIO PROFESSIONAL BLDG
LONG BEACH CA 90802-4910 US

MYLES L TOBIN
CANADIAN NATION/ ILLINOIS CENTRAL RAILROAD
455 NORTH CITYFRONT PLAZA DRIVE
CHICAGO IL 60611-5317 US

SCOTT A RONEY
ARCHER DANIELS MIDLAND COMPANY
P O BOX 1470
4666 FARIES PARKWAY
DECATUR IL 62525 US

IAN MUIR
BUNGE CORPORATION
P O BOX 28500
ST LOUIS MO 63146 US

GEORGE VAN HAVEN
2340 SOUTH 35TH STREET
OMAHA NE 68105 US

CHARLES R. CARR
ATOFINA PETROCHEMICALS, INC.
13710 JFK BLVD.
HOUSTON TX 77032 US

DAVID L HALL
COMMONWEALTH CONSULTING ASSOCIATES
13103 FM 1960 WEST SUITE 204
HOUSTON TX 77065-4069 US

EDMUND J GARCIA
EXXONMOBIL GLOBAL SERVICES CO.
P O BOX 3272 WL3-1130
HOUSTON TX 77253-3272 US

RICHARD A GAVRIL
874 W 620 S
TOOELE UT 84074-3261 US

JOHN D FITZGERALD
UTU, GENERAL CHAIRPERSON
400 E EVERGREEN BLVD STE 217
VANCOUVER WA 98660-3264 US

Records: 304
Environmental Condition No. 11 of Appendix Q of Decision No. 89\(^1\) (Decision No. 89, slip op. at 401-02), requires Applicants, with the concurrence of the responsible local governments, to mitigate train wayside noise (locomotive engine and wheel/rail noise) at noise-sensitive receptor locations on certain rail line segments. Environmental Condition No. 11 further provides that: "Applicants shall certify compliance with this condition within 2 years of the effective date of the Board’s final decision. This condition shall not apply to those communities that have executed Negotiated Agreements with Applicants that satisfy the communities’ environmental concerns."

On January 19, 2001, CSX provided us with a copy of a Negotiated Agreement between CSX and the City of McKeesport, PA (McKeesport), dated December 19, 2000, and accepted by McKeesport on January 3, 2001. According to CSX, this Negotiated Agreement effectuates the Board’s preference for privately negotiated solutions stated in Decision No. 89, slip op. at 153. CSX requests that Environmental Condition No. 11 be amended to reflect the parties’ Negotiated

\(^1\) In Decision No. 89, served July 23, 1998, we approved, subject to certain conditions, including environmental mitigation conditions, the acquisition of control of Conrail Inc., and Consolidated Rail Corporation (collectively, Conrail) and the division of Conrail’s assets by CSX Corporation and CSX Transportation, Inc. (collectively, CSX), and by Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively, NS). CSX and NS are referred to as Applicants.

\(^2\) Environmental Condition No. 11 required compliance with this provision within 2 years of the effective date of Decision No. 89, or by August 22, 2000. At the request of CSX, by decision served on August 22, 2000, the compliance deadline in Environmental Condition No. 11 was extended 1 year until August 22, 2001, to allow CSX to complete implementation of the condition through additional negotiated solutions with communities and an individualized noise mitigation program.
Agreement by deleting McKeesport from the list of communities on the Sinns, PA, to Brownsville, PA line segment (C-085), and that the Negotiated Agreement between CSX and McKeesport be added to the CSX Subsection of Environmental Condition No. 51 of Appendix Q in Decision No. 89, which requires CSX to comply with the terms of all Negotiated Agreements developed with states, local communities, and other entities regarding environmental issues associated with the Conrail transaction. See Decision No. 89, slip op. at 420-21. McKeesport concurs with the request.

In view of the Negotiated Agreement between CSX and McKeesport, PA, we will:

1. add the Negotiated Agreement to Environmental Condition No. 51 of Appendix Q of Decision No. 89; and
2. amend Environmental Condition No. 11 of Appendix Q of Decision No. 89 to delete McKeesport because the noise mitigation for that community has been superseded by the CSX/McKeesport Negotiated Agreement.

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

It is ordered:

1. This proceeding is reopened.

2. In accordance with the Negotiated Agreement between CSX and McKeesport, PA, dated December 19, 2000, and accepted by McKeesport on January 3, 2001, the following is added to the CSX Subsection of Environmental Condition No. 51 of Appendix Q of Decision No. 89:


3. In addition, Environmental Condition No. 11 of Appendix Q of Decision No. 89 is amended to delete the noise mitigation applicable to McKeesport, PA, because it has been superseded by the Negotiated Agreement.
4. This decision is effective on the date of service.

By the Board, Chairman Morgan, Vice Chairman Clyburn, and Commissioner Burkes.

Vernon A. Williams
Secretary
<table>
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<tr>
<th>Name</th>
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<tr>
<td>Paul E Crawford</td>
<td>Massachusetts Central Railroad Corporation</td>
<td>Palmer, MA 01069</td>
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<td>John D. Cirame, Assistant Secretary</td>
<td>Commonwealth of Mass. Exec. Office of Transpt</td>
<td>Boston, MA 02116-3969</td>
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<td>William D. Ankner, PhD</td>
<td>R I Dept of Transportation</td>
<td>Providence, RI 02903</td>
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<td>Robert D. Elder</td>
<td>Maine Department of Transportation</td>
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<td>James F. Sullivan</td>
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<td>Richard C. Carpenter</td>
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<td>J. William Van Dyke</td>
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<td>Newark, NJ 07102</td>
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<td>Honorable Robert G. Torricelli</td>
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<td>Martin T. Durkin, ESQ</td>
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<td>Timothy G. Chelius</td>
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03/01/2001
SERVICE LIST FOR: 01-mar-2001 STB FD 33388 0

WALTER E ZULLIG JR
METRO-NORTH COMMUTER RAILROAD COMPANY
347 MADISON AVE
NEW YORK NY 10017-3706 US

ANTHONY P. SEMANCIK
347 MADISON AVENUE
NEW YORK NY 10017-3706 US

JAMES W HARRIS
THE METROPOLITAN PLANNING ORG:ORIZATION
1 WORLD TRADE CENTER STE 82 EAST
NEW YORK NY 10048-0043 US

HUGH H. WELSH
LAW DEPT., SUITE 67E
ONE WORLD TRADE CENTER
NEW YORK NY 10048-0202 US

R. LAWRENCE MCCAFFREY, JR.
NEW YORK & ATLANTIC RAILWAY
405 LEXINGTON AVENUE 50TH FLOOR
NEW YORK NY 10174 US

SAMUEL J NASCA
UTU STATE LEGISLATIVE DIRECTOR
35 FULLER ROAD SUITE 205
ALBANY NY 12205 US

ANTHONY P. SEMANCIK
347 MADISON AVENUE
NEW YORK NY 10017-3706 US

HUGH H. WELSH
LAW DEPT., SUITE 67E
ONE WORLD TRADE CENTER
NEW YORK NY 10048-0202 US

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

DIANE SEITZ
CENTRAL HUDSON GAS & ELECTRIC CORP
284 SOUTH AVENUE
POUGHKEEPSIE NY 12601 US

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

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

GARY EDWARDS
SOMERSET RAILROAD
7725 LAKE ROAD
BARKER NY 14012 US

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

IRVING J RUBIN
P O BOX 243
YOUNGSTOWN NY 14174 US

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

R W GODWIN
BROTHERHOOD OF LOCOMOTIVE ENGINEERS
810 ABBOTT ROAD SUITE 200
BUFFALO NY 14220 US

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

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

JEANNE WALDOCK
107 GRANT COURT
ORLEAN NY 14760 US

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

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

HENRY M. WICK, JR.
WICK STREIFF ET AL
1450 TWO CHATHAM CENTER
PITTSBURGH PA 15219-3427 US

M E PETRUCCELLI
PPG INDUSTRIES INC
ONE PPG PLACE
PITTSBURGH PA 15272 US
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SERVICE LIST FOR: 01-mar-2001 STB FD 33388 0  CSX CORPORATION AND CSX TRANSPORTATION INC

JAMES HOWARD
COALITION OF NORTHEASTERN GOVERNORS
400 NORTH CAPITOL STREET, SUITE 382
WASHINGTON DC 20001 US

DONALD F GRIFFIN
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES
10 G STREET NE STE 460
WASHINGTON DC 20002 US

WILLIAM A MULLINS
TROUTMAN SANDERS LLP
401 NINTH STREET NW SUITE 1000
WASHINGTON DC 20004 US

PAUL REISTRUP
CSX TRANSPORTATION INC
1331 PENNSYLVANIA NW STE 500
WASH DC 20004 US

GEORGE W MAYO JR
HOGAN & HARTSON L L P
555 THIRTEENTH STREET NW COLUMBIA SQUARE
WASHINGTON DC 20004-1109 US

MARY GABRIELLE SPRAGUE
ARNOLD & PORTER
555 TWELFTH STREET NW
WASHINGTON DC 20004-1202 US

ROBERT A WIMBISH ESQ
HARKINS CUNNINGHAM
801 PENNSYLVANIA AVE NW
WASHINGTON DC 20004-2664 US

L JOHN OSBORN
SONNENSCHEIN NATH & ROSENTHAL
1301 K STREET NW STE 600 EAST
WASH DC 20005 US

LOUIS E GITOMER
BALL JANIK LLP
1455 F STREET NW SUITE 225
WASHINGTON DC 20005 US

BRUNO MAESTRI
NORFOLK SOUTHERN CORPORATION
1500 K STREET SUITE 375
WASHINGTON DC 20005 US

NEAL R GROSS
COURT REPORTERS AND TRANSCRIBERS
1323 RHODE ISLAND AV NW
WASHINGTON DC 20005-3701 US

CHARLES A SPITULNIK
MCLEOD WATKINS & MILLER
ONE MASSACHUSETTS AVENUE NW SUITE 800
WASHINGTON DC 20001-1401 US

RICHARD G SLATTERY
AMTRAK
60 MASSACHUSETTS AVENUE N E
WASHINGTON DC 20002 US

J MICHAEL HEMMER
COVINGTON & BURLING
1201 PENNSYLVANIA AVENUE NW
WASHINGTON DC 20004 US

DREW A HARKER
ARNOLD & PORTER
555 TWELFTH STREET NW
WASHINGTON DC 20004 US

ERIC VON SALZEN
HOGAN & HARTSON
555 THIRTEENTH STREET N W
WASHINGTON DC 20004-1109 US

DENNIS G LYONS
ARNOLD & PORTER
555 TWELFTH STREET NW, STE 940
WASHINGTON DC 20004-1206 US

ALICE C SAYLOR
AMERICAN SHORT LINE & REGIONAL RAILROAD ASSO
1120 G STREET NW SUITE 520
WASHINGTON DC 20005 US

KARL MORELL
BALL JANIK LLP
1455 F STREET NW SUITE 225
WASHINGTON DC 20005 US

PAUL M LAURENZA
OPPENHEIMER WOLFF & DONELLY & BAYH LLP
1350 EYE STREET, N.W., STE 200
WASHINGTON DC 20005 US

DANIEL DUFF
AMERICAN PUBLIC TRANSPORTATION ASSOCIATION
1201 NEW YORK AV NW, STE 400
WASHINGTON DC 20005 US

JAMES R WEISS
PRESTON GATES ELLIS ET AL
1735 NEW YORK AVENUE NW SUITE 500
WASHINGTON DC 20006 US
SERVICE LIST FOR: 01 mar-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION TRADES DEPARTMENT, AFL-CIO

CHRISTOPHER A MILLS
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036 US

EDWARD WYTKIND EXECUTIVE DIRECTOR
TRANSPORTATION TRADES DEPARTMENT, AFL-CIO
1025 CONNECTICUT AVE NW SUITE 1005
WASHINGTON DC 20036 US

GORDON P MACDOUGALL
1025 CONNECTICUT AVE NW SUITE 410
WASHINGTON DC 20036 US

KELVIN J DOWD
SLOVER & LOFTUS
1224 17TH STREET N W
WASHINGTON DC 20036 US

WILLIAM G. MAHONEY
HIGHSAW, MAHONEY & CLARKE
1050 SEVENTEENTH STREET NW SUITE 210
WASHINGTON DC 20036 US

FRITZ R KAHN
1920 N STREET NW 8TH FLOOR
WASHINGTON DC 20036-1601 US

ROSE-MICHELE WEINRYB
WEINER BRODSKY SIDMAN & KIDER
1300 19TH STREET SIDMAN & KIDER
WASHINGTON DC 20036-1609 US

SAMUEL M SIPE JR
STEPTOE & JOHNSON LLP
1330 CONNECTICUT AVENUE N W
WASHINGTON DC 20036-1795 US

EDWARD J FISHMAN
KIRKPATRICK & LOCKHART LLP
1800 MASSACHUSETTS AVENUE, N.W., 2ND FLOOR
WASHINGTON DC 20036-1800 US

DEBRA L WILLEN
GUERRIERI EDMOND & CLAYMAN PC
1625 MASSACHUSETTS AVENUE, N.W., STE 700
WASHINGTON DC 20036-2243 US

ANDREW P GOLDSTEIN
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

STEPHEN H BROWN
VORYS SATTER SEYMOUR AND PEASE
1828 L STREET N W
WASHINGTON DC 20036 US

PAUL H LAMBOLEY
1717 N STREET NW
WASHINGTON DC 20036 US

RICHARD S EDELMAN
O'DONNELL SCHWARTZ & ANDERSON PC
1900 L STREET NW SUITE 707
WASHINGTON DC 20036 US

DAVID H COBURN
STEPTOE & JOHNSON
1330 CONNECTICUT AVENUE NW
WASHINGTON DC 20036 US

PETER A GREENE
THOMPSON HINE FLORY
1920 N STREET NW SUITE 800
WASHINGTON DC 20036 US

FREDERIC L WOOD
THOMPSON HINE & FLORY LLP
1920 N STREET
WASHINGTON DC 20036-1601 US

TIMOTHY M WALSH
STEPTOE & JOHNSON
1330 CONNECTICUT AVENUE N W
WASHINGTON DC 20036-1795 US

KEVIN M SHEYS
KIRKPATRICK & LOCKHART LLP
1800 MASSACHUSETTS AVENUE NW 2ND FLOOR
WASHINGTON DC 20036-1800 US

JOSEPH GUERRIERI, JR.
GUERRIERI, EDMOND & CLAYMAN, PC
1625 MASSACHUSETTS AVE., NW, STE 700
WASHINGTON DC 20036-2243 US

DONALD G AVERY
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036-3003 US

DANIEL J Sweeney
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
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<tbody>
<tr>
<td>HONORABLE DANIEL P. MOYNIHAN</td>
<td>UNITED STATES SENATE Washington DC 20510-0903 US</td>
</tr>
<tr>
<td>HON MKE DEWINE</td>
<td>UNITED STATES SENATE Washington DC 20510-3503 US</td>
</tr>
<tr>
<td>HON RICK SANTORUM</td>
<td>UNITED STATES SENATE Washington DC 20510-3804 US</td>
</tr>
<tr>
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<td>U S SENATE Washington DC 20510-3903 US</td>
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<tr>
<td>HONORABLE JOHN J LAFALCE</td>
<td>U S HOUSE OF REPRESENTATIVES Washington DC 20515 US</td>
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<td>HON JAMES TRAFICANT JR</td>
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<tr>
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<td>UNITED STATES SENATE Washington DC 20510-2704 US</td>
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<td>UNITED STATES SENATE Washington DC 20510-3802 US</td>
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<td>HONORABLE JOHN H. CHAFEE</td>
<td>UNITED STATES SENATE Washington DC 20510-3902 US</td>
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<td>HONORABLE JOHN D. DINGELL</td>
<td>2328 RAYBURN HOUSE OFFICE BUILDING</td>
<td>WASHINGTON DC 20515-2216 US</td>
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<tr>
<td>HONORABLE RICHARD BURR</td>
<td>U. S. HOUSE OF REPRESENTATIVES</td>
<td>WASHINGTON DC 20515-3305 US</td>
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<td>U. S. HOUSE OF REPRESENTATIVES</td>
<td>WASHINGTON DC 20515-9997 US</td>
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<td>HONORABLE ROD R BLAGOJEVICH</td>
<td>U. S. HOUSE OF REPRESENTATIVES</td>
<td>WASHINGTON DC 20515-1305 US</td>
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<tr>
<td>HONORABLE JAMES A. BARCIA</td>
<td>U S HOUSE OF REPRESENTATIVES</td>
<td>WASHINGTON DC 20515-2205 US</td>
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<td>HON JACK QUINN</td>
<td>U S HOUSE OF REPRESENTATIVES</td>
<td>WASHINGTON DC 20515-3230 US</td>
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<tr>
<td>HONORABLE TOM DAVIS</td>
<td>U S HOUSE OF REPRESENTATIVES</td>
<td>WASHINGTON DC 20515-4611 US</td>
</tr>
<tr>
<td>MICHAEL P HARMONIS</td>
<td>DEPARTMENT OF JUSTICE</td>
<td>325 SEVENTH STREET, NW</td>
</tr>
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<td>WASHINGTON DC 20530 US</td>
</tr>
</tbody>
</table>

03/01/2001
SERVICE LIST FOR: 01-mar-2001 STB FD 33388 0
CSX CORPORATION AND CSX TRANSPORTATION

PAUL SAMUEL SMITH
US DEPARTMENT OF TRANSPORTATION
400 SEVENTH STREET SW ROOM 4102 C-30
WASHINGTON DC 20590 US

JOSEPH R POMPONIO
FEDERAL RAILROAD ADMIN
1120 VERMONT AVE NW RCC-20
WASHINGTON DC 20590 US

MITCHELL M KRAUS
TRANSPORTATION COMMUNICATIONS INTERNATIONAL U
3 RESEARCH PLACE
ROCKVILLE MD 20850-3279 US

WILLIAM W WHITEHURST JR
W. W. WHITEHURST & ASSOCIATES INC
12421 HAPPY HOLLOW ROAD
COCKEYSVILLE MD 21030-1711 US

ROBERT J WILL
UNITED TRANSPORTATION UNION
4134 GRAVE RUN RD
MANCHESTER MD 21102 US

CHARLES M CHADWICK
MARYLAND MIDLAND RAILWAY INC
P.O. BOX 1000
UNION BRIDGE MD 21791 US

THOMAS E SCHICK
AMERICAN CHEMISTRY COUNCIL
1300 WILSON BOULEVARD
ARLINGTON VA 22209 US

FRANCIS G MCKENNA
ANDERSON & PENDELETON
206 N WASHINGTON STREET SUITE 330
ALEXANDRIA VA 22314 US

ROBERT E MARTINEZ
VA SECRETARY OF TRANSPORTATION
P.O. BOX 1475
RICHMOND VA 23218 US

JOHN W SNOW
CHAIRMAN PRESIDENT AND CHIEF EXECUTIVE OFFICER
P.O. BOX 85629
RICHMOND VA 23285-5629 US

PARKERSON B. MAQUILLING
NORFOLK SOUTHERN CORPORATION
THREE COMMERCIAL PLACE, LAW DEPT
NORFOLK VA 23510 US

JOLENE MOLITONIS, ADMN.
FEDERAL RAILROAD ADMNS.
400 7TH STREET SW
WASHINGTON DC 20590 US

DAVID G ABRAHAM
SUITE 400W
7315 WISCONSIN AVENUE
BETHESDA MD 20814 US

JOHN M ROBINSON
9616 OLD SPRING ROAD
KENNINGTON MD 20895-3124 US

JOHN HOY
P.O. BOX 117
GLEN BURNIE MD 21060 US

LINDA A JANNEY J D
MARYLAND OFFICE OF PLANNING
301 WEST PRESTON STREET
BALTIMORE MD 21201-2365 US

PETER Q NYCE JR
U.S. DEPARTMENT OF THE ARMY
901 NORTH STUART STREET
ARLINGTON VA 22203 US

WILLIAM P. JACKSON, JR.
JACKSON & JESSUP, P.C.
P.O. BOX 1240
3426 NORTH WASHINGTON BLVD
ARLINGTON VA 22210 US

KENNETH E SIEGEL
AMERICAN TRUCKING ASSOC INC
2200 MILL ROAD
ALEXANDRIA VA 22314-4677 US

MICHAEL J RUEHLING
CSX CORPORATION
ONE JAMES CENTER
RICHMOND VA 23219 US

DAVID A SHELTON
NORFOLK SOUTHERN
THREE COMMERCIAL PLACE
NORFOLK VA 23510 US

GEORGE A ASPATORE
NORFOLK SOUTHERN CORP
THREE COMMERCIAL PLACE
NORFOLK VA 23510 US

03/01/2001
SERVICE LIST FOR: Ol-mar-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATI

JAMES A HIXON
SENIOR VICE PRESIDENT EMPLOYEE RELATIONS NOR
THREE COMMERCIAL PLACE
NORFOLK VA 23510-2191 US

HONORABLE JOHN WARNER
UNITED STATES SENATE
235 FEDERAL BUILDING
ABINGDON VA 24210-0887 US

TERRELL ELLIS
CAEZW
P O BOX 176
CLAY WV 25043 US

SCOTT M SAYLOR
NORTH CAROLINA RAILROAD COMPANY
3200 ATLANTIC AV STE 110
RALEIGH NC 27604-1640 US

J R BARBEE
GENERAL CHAIRPERSON UTU
441 N LOUISIANA AVE STE Q
ASHEVILLE NC 28806-3791 US

PAUL R. HITCHCOCK
CSX TRANSPORTATION LAW DEPARTMENT
500 WATER STREET SC J-150
JACKSONVILLE FL 32202 US

JOHN W. HUMES, JR.
CSX TRANSPORTATION
SPEED CODE J-150
500 WATER STREET
JACKSONVILLE FL 32202 US

ROBERT V ALLEN
CSX TRANSPORTATION
500 WATER STREET J305
JACKSONVILLE FL 32202 US

CARL A GERHARDSTEIN
CSX TRANSPORTATION RISK MGMT
500 WATER STREET-J275
JACKSONVILLE FL 32202 US

FRED R BIRKHOHLZ
CSX TRANSPORTATION LAW DEPT - J-150
500 WATER STREET
JACKSONVILLE FL 32202 US

J T REED
GENERAL CHAIRPERSON UTU
7785 BAYMEADOWS WAY STE 109
JACKSONVILLE FL 32256 US

L P KING JR
GENERAL CHAIRPERSON UTU
145 CAMPBELL AVE SW STE 207
ROANOKE VA 24011 US

VAUGHN R GROVES
PITTSTON COAL COMPANY
PO BOX 5100
LEBANON VA 24266 US

R K SARGENT
GENERAL CHAIRPERSON UTU
1319 CHESTNUT STREET
KENOVA WV 25530 US

E NORRIS TOLSON
NC DEPT OF TRANSPORTATION
P O BOX 25201
1 S. WILINGTON STREET
RALEIGH NC 27611 US

HONORABLE DAVID M BEASLEY
GOVERNOR
P. O. BOX 11369
COLUMBIA SC 29211 US

CHARLES M ROSENBERGER
CSX TRANSPORTATION
500 WATER STREET - J150
JACKSONVILLE FL 32202 US

J RANDALL EVANS
500 WATER STREET (J150)
JACKSONVILLE FL 32202 US

T J STEPHENSON
CSX TRANSPORTATION INC
500 WATER STREET (J407)
JACKSONVILLE FL 32202 US

BOB HAULTER
CSX TRANSPORTATION INC
500 WATER STREET (J120)
JACKSONVILLE FL 32202 US

J L RODGERS
GENERAL CHAIRMAN UTU
9550 REGENCY SQUARE BLVD #904
JACKSONVILLE FL 32225-8177 US

PHILLIP L BELL
ERIE LACKAWANNA RAILROAD CO
PO BOX 1482
TALLAHASSEE FL 32302 US

03/01/2001 Page 12
SERVICE LIST FOR: 01-mar-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

JAMES J KEENAN
ANCHOR GLASS CONTAINER CORPORATION
4343 ANCHOR PLAZA PARKWAY
TAMPA FL 33634 US

WILLIAM L OSTEEN
ASSOCIATE GENERAL COUNSEL TVA
400 WEST SUMMIT HILL DRIVE
KNOXVILLE TN 37902 US

HONORABLE PAUL E. PATTON
GOVERNOR
700 CAPITOL AVENUE, STE. 100
FRANKFORT KY 40601 US

HONORABLE DEBORAH PRYCE
U. S. HOUSE OF REPRESENTATIVES
500 SOUTH FRONT STREET, ROOM 1130
COLUMBUS OH 43215 US

JAMES R JACOBS
JACOBS INDUSTRIES
2 QUARRY LANE
STONY RIDGE OH 43463 US

ROBERT J COOPER
GENERAL CHAIRPERSON UTU
1238 CASS ROAD
MAUMEE OH 43537 US

ROBERT E MURRAY
OHIO VALLEY COAL CO
56854 PLEASANT RIDGE ROAD
ALLETONIA OH 43902 US

CLARENCE TURNQUIST
INTERNATIONAL LONGSHOREMEN S ASSOCIATION
C/O 2125 TRYON ROAD
ASHTABULA OH 44004 US

CHARLES S HESSE
CHARLES HESSE ASSOCIATES
7777 BAINBRIDGE ROAD
CHAGRIN FALLS OH 44023-2124 US

COLETTA MCNAMEE SR
CUDELL IMPROVEMENT INC
11500 FRANKLIN BLVD STE 104
CLEVELAND OH 44102 US

CLINTON J MILLER III
UNITED TRANSPORTATION UNION
14600 DETROIT AVENUE
CLEVELAND OH 44107-4250 US

JAMES L BELCHER
EASTMAN CHEMICAL COMPANY
PO BOX 431
KINGSPORT TN 37662 US

HONORABLE KIRK FORDICE, GOVERNOR
STATE OF MISSISSIPPI
P O BOX 139
JACKSON MS 39205 US

THOMAS M O'LEARY
OHIO RAIL DEVELOPMENT COMMISSION
50 W BROAD STREET 15TH FLOOR
COLUMBUS OH 43215 US

DOREEN C JOHNSON, CHIEF ANTITRUST SECTION
OHIO ATTY GENERAL OFFICE
140 EAST TOWN STREET, FIRST FLOOR
COLUMBUS OH 43215-6001 US

DAVID CHAPMAN
LAFARGE LIME OHIO INC
P O BOX 128
659 ANDERSON ROAD
WOODVILLE OH 43469-0128 US

ROBERT E GREENLESE
TOLEDO-LUCAS COUNTY PORT AUTHORITY
1 MARITIME PLAZA SUITE 700
TOLEDO OH 43604 US

RCN MARQUARDT
LOCAL UNION 1810 UMWA
58659 EILEEN ST.
RAYLAND OH 4343 US

MAYOR VINCENT M URBIN
150 AVON BELENDEN RD
AVON LAKE OH 44012 US

BARTBARA O'KEEFE
VILLAGE OF WELLINGTON
115 WILLARD MEMORIAL SQ
WELLINGTON OH 44090 US

ANITA R BRINDZA
THE ONE FIFTEEN HUNDRED BUILDING
11500 FRANKLIN BLVD SUITE 104
CLEVELAND OH 44102 US

CLINTON J MILLER III
ASST GENERAL COUNSEL UNITED TRANSPORTATION UNION
14600 DETROIT AVENUE
CLEVELAND OH 44107-4250 US

03/01/2001
SERVICE LIST FOR: 01-mar-2001 STB FD 33388 0

CSX CORPORATION AND CSX TRANSPORTATION

C L LITTLE
INTERNATIONAL PRESIDENT UTU
14600 DETROIT AVENUE
CLEVELAND OH 44107-4250 US

CLARENCE MONIN INTERNATIONAL PRES
BROTHERHOOD OF LOCOMTIVE ENGINEERS MEZZANINE
1370 ONTARIO STREET
CLEVELAND OH 44113 US

CHRISTOPHER C MCCracken
ULMER & BERNE LLP
1300 EAST NINTH STREET SUITE 900
CLEVELAND OH 44114 US

DAVID ROLLOFF
GOLDSTEIN & ROLLOFF
526 SUPERIOR AVENUE EAST SUITE 1440
CLEVELAND OH 44114 US

INAJO DAVIS CHAPPELL
ASHITA CHEMICALS INC
1300 EAST NINTH STREET SUITE 900
CLEVELAND OH 44114-1538 US

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

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

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

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

RANDALL C. HUNT
KRUGLIKA, WILKINS, GRIFFITHS & DOUGHERTY CO.
P O BOX 36963
4775 MUNSON ST NW
CANTON OH 44736-6963 US

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

R A GRICE
GENERAL CHAIRPERSON UTU
817 KILBOURNE ST
BELLEVUE OH 44811-9431 US

RICHARD E KERTH
CHAMPION INTERNATIONAL CORPORATION
101 KNIGHTSBRIDGE DRIVE
HAMILTON OH 45020 0001 US

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

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

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

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

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

MICHAEL CONNELLY
CITY OF EAST CHICAGO
4525 INDIANAPOLIS BLVD
EAST CHICAGO IN 46312 US

HAMILTON L CARMOUCHE, CORPORATION COUNSEL
CITY OF GARY
401 BROADWAY 4TH FLOOR
GARY IN 46402 US

HONORABLE PETER J. VISCLOSKY
U. S. HOUSE OF REPRESENTATIVES
215 WEST 35TH AVENUE
GARY IN 46408 US

CARL FELLER
PO BOX 758
WATERLOO IN 46793-0758 US

03/01/2001
CHRISTOPHER J BURGER, PRESIDENT
CENTRAL RAILROAD COMPANY OF INDIANAPOLIS
PO BOX 554
KOKOMO IN 46903-0554 US

WILLIAM A BON, GENERAL COUNSEL
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYES
26555 EVERGREEN ROAD SUITE 200
SOUTHFIELD MI 48076 US

JAMES E SHEPHERD
TUSCOLA & SAGINAW BAY
PO BOX 550
OWOSSO MI 48867-0550 US

LARRY B KARNES
TRANSPORTATION BUILDING
PO BOX 30050
425 WEST OTTAWA
LANSING MI 48909 US

HON JOHN ENGLER
OFFICE OF THE GOVERNOR
P O BOX 30013
LANSING MI 48933 US

T SCOTT BANNISTER
T SCOTT BANNISTER AND ASSOCIATES
1300 DES MOINES BLDG 405 SIXTH AVENUE
DES MOINES IA 50309 US

BYRON D OLSEN
FELHABER LARSON FENLON & VOGT PA
601 SECOND AVENUE SOUTH SUITE 4200
MINNEAPOLIS MN 55401-4302 US

LEO J WASESCA
GOLD MEDAL DIVISION - GENERAL MILLS OPERATION
P O BOX 1113
NUMBER ONE GENERAL MILLS BULEVARD
MINNEAPOLIS MN 55440 US

GERALD J. VINCI
PRAIRIE GROUP
P. O.BOX 1123
7601 WEST 79TH STREET
BRIDGEVIEW IL 60455 US

RICHARD A GAVRIL
16700 GENTRY LANE NO 104
TINLEY PARK IL 60477 US

CHRISTINE H. ROSSO
IL ASSISTANT ATTORNEY GENERAL
100 W RANDOLPH ST 13TH FLOOR
CHICAGO IL 60601 US

THOMAS J LITWILER
FLETCHER & SIPPEL LLC
180 NORTH STETSON AVENUE SUITE 3125 TWO PRUDE
CHICAGO IL 60601-6721 US

WILLIAM C SIPPEL
FLETCHER & SIPPEL LLC
180 N STETSON AVE SUITE 3125
CHICAGO IL 60601-6721 US

SANDRA J DEARDEN
MDCO TRANSPORTATION MANAGEMENT LTD
166 WEST WASHINGTON SUITE 700
CHICAGO IL 60602 US

RICHARD F FRIEDMAN ESQ
EARL L NEAL & ASSOCIATES
111 WEST WASHINGTON STREET STE 1700
CHICAGO IL 60602-2766 US

EDWARD C MCCARTHY
INLAND STEEL INDUSTRIES INC
30 WEST MONROE STREET
CHICAGO IL 60603 US

ROGER A SERPE
INDIANA HARBOR BELT RAILROAD COMPANY
111 WEST JACKSON BOULEVARD, STE 2215
CHICAGO IL 60604 US

SHELDON A ZABEL
SCHIFF HARDIN & WAITE
7200 SEARS TOWER
CHICAGO IL 60606 US

THOMAS F MCFARLAND JR
MCFARLAND & HERMAN
20 NORTH WACKER DRIVE SUITE 1330
CHICAGO IL 60606-2902 US

MYLES L TOBIN
ILLINOIS CENTRAL RAILROAD
455 NORTH CITYFRONT PLAZA DRIVE
CHICAGO IL 60611-5504 US

CHARLES D BOLAM
UNITED TRANSPORTATION UNION
1400-20TH STREET
GRANITE CITY IL 62040 US

SCOTT A RONEY
ARCHER DANIELS MIDLAND COMPANY
P O BOX 1470
4666 FAIRES PARKWAY
DECATUR IL 62525 US
SERVICE LIST FOR: Ol-mar-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

MERRILL L TRAVIS
ILLINOIS DEPT OF TRANSPORTATION
2300 S DIRKSEN PARKWAY RM 302
SPRINGFIELD IL 62764 US

IAN MUIR
BUNGE CORPORATION
P O BOX 28500
ST LOUIS MO 63146 US

JOHN JAY ROSACKER
KS DEPT OF TRANSP
217 SE 4TH ST 2ND FLOOR
TOPEKA KS 66603 US

MR GEORGE VAN HAVER
2340 SOUTH 35TH STREET
OMAHA NE 68105 US

HENRY T DART
PLAINTIFF MANGEMENT COMMITTEE
609 EAST GIBSON STREET
COVINGTON LA 70433 US

CHARLES R. CARR
ATOFINA PETROCHEMICALS, INC.
15710 JFK BLVD.
HOUSTON TX 77032 US

DENNIS A. GUTH
WEST LAKE GROUP
2801 POST OAK BLVD
HOUSTON TX 77056 US

DAVID L HALL
COMMONWEALTH CONSULTING ASSOCIATES
13103 FM 1960 WEST SUITE 204
HOUSTON TX 77065-4069 US

MICHAEL P. FERRO
MILLENNIUM PETROCHEMICALS, INC.
P O BOX 2583
1221 MCKINNEY STREET SUITE 1600
HOUSTON TX 77252-2583 US

JEFFREY G DOWDELL
EXXONMOBIL GLOBAL SERVICES CO.
PO BOX 3272
HOUSTON TX 77253-3272 US

MONTY L PARKER SR
CMC STEEL GROUP
P O BOX 911
SEGUIN TX 78156-0911 US

BRAD F HUSTON
CYPRUS AMAX MINERALS
2600 N CENTRAL AVE STE 110
PHOENIX AZ 85004-3012 US

STEPHEN M UTHOFF
CONIGLIO & UTHOFF
60 ELM AVENUE, CONIGLIO PROFESSIONAL BLDG
LONG BEACH CA 90802-4910 US

RICHARD WELSH
NARPO
50-505 GRAND TRAVERSE
LA QUINTA CA 92253 US

JOHN D FITZGERALD
UTU, GENERAL CHAIRPERSON
400 E EVERGREEN BLVD STE 217
VANCOUVER WA 98660-3264 US

Records: 345

03/01/2001
Environmental Condition No. 11 of Appendix Q of Decision No. 89\(^1\) (Decision No. 89, slip op. at 401-02), requires Applicants, with the concurrence of the responsible local governments, to mitigate train wayside noise (locomotive engine and wheel/rail noise) at noise-sensitive receptor locations on certain rail line segments. Environmental Condition No. 11 further provides that: "Applicants shall certify compliance with this condition within 2 years of the effective date of the Board’s final decision. This condition shall not apply to those communities that have executed Negotiated Agreements with Applicants that satisfy the communities’ environmental concerns.”\(^2\)

On January 12, 2001, CSX provided us with a copy of a Negotiated Agreement between CSX and the Village of Milon Center, OH (Milton Center), dated November 14, 2000, and accepted by Milton Center on December 20, 2000. According to CSX, this Negotiated Agreement effectuates the Board’s preference for privately negotiated solutions stated in Decision No. 89, slip op. at 153. CSX requests that Environmental Condition No. 11 be

\(^1\) In Decision No. 89, served July 23, 1998, we approved, subject to certain conditions, including environmental mitigation conditions, the acquisition of control of Conrail Inc., and Consolidated Rail Corporation (collectively, Conrail) and the division of Conrail’s assets by CSX Corporation and CSX Transportation, Inc. (collectively, CSX), and by Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively, NS). CSX and NS are referred to as Applicants.

\(^2\) Environmental Condition No. 11 required compliance with this provision within 2 years of the effective date of Decision No. 89, or by August 22, 2000. At the request of CSX, by decision served on August 22, 2000, the compliance deadline in Environmental Condition No. 11 was extended 1 year until August 22, 2001, to allow CSX to complete implementation of the condition through additional negotiated solutions with communities and an individualized noise mitigation program.
amended to reflect the parties’ Negotiated Agreement by deleting Milton Center from the list of communities on the Deshler, OH, to Toledo, OH line segment (C-065), and that the Negotiated Agreement between CSX and Milton Center be added to the CSX Subsection of Environmental Condition No. 51 of Appendix Q in Decision No. 89, which requires CSX to comply with the terms of all Negotiated Agreements developed with states, local communities, and other entities regarding environmental issues associated with the Conrail transaction. See Decision No. 89, slip op. at 420-21. Milton Center concurs with the request.

In view of the Negotiated Agreement between CSX and Milton Center, OH, we will:
(1) add the Negotiated Agreement to Environmental Condition No. 51 of Appendix Q of Decision No. 89; and (2) amend Environmental Condition No. 11 of Appendix Q of Decision No. 89 to delete Milton Center because the noise mitigation for that community has been superseded by the CSX/Milton Center Negotiated Agreement.

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

It is ordered:

1. This proceeding is reopened.

2. In accordance with the Negotiated Agreement between CSX and Milton Center, OH, dated November 14, 2000, and accepted by Milton Center on December 20, 2000, the following is added to the CSX Subsection of Environmental Condition No. 51 of Appendix Q of Decision No. 89:

42. Village of Milton Center, Ohio, Negotiated Agreement dated November 14, 2000, and accepted by the Village of Milton Center on December 20, 2000.

3. In addition, Environmental Condition No. 11 of Appendix Q of Decision No. 89 is amended to delete the noise mitigation applicable to Milton Center, OH, because it has been superseded by the Negotiated Agreement.
4. This decision is effective on the date of service.

By the Board, Chairman Morgan, Vice Chairman Clyburn, and Commissioner Burkes.

Vernon A. Williams
Secretary
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>City, State, Zip</th>
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<tbody>
<tr>
<td>PAUL E CRAWFORD</td>
<td>MASSACHUSETTS CENTRAL RAILROAD CORPORATION</td>
<td>PALMER, MA 01069</td>
</tr>
<tr>
<td>JOHN D CIRAME, ASSISTANT</td>
<td>COMMONWEALTH OF MASS. EXEC. OFFICE OF TRANSPT</td>
<td>BOSTON, MA 02116</td>
</tr>
<tr>
<td>WILLIAM D ANKNER PHD</td>
<td>R I DEPT OF TRANSPORTATION</td>
<td>PROVIDENCE, RI 02903</td>
</tr>
<tr>
<td>ROBERT D ELDOR</td>
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<td>AUGUSTA, ME 04333</td>
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<td>JAMES F SULLIVAN</td>
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<td>RICHARD C CARPENTER</td>
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<td>BOSTON, MA 02114</td>
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<td>NEW YORK, NY 10005</td>
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<td>VINELAND, NJ 08360</td>
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<td>JOHN F MCHUGH</td>
<td>MCHUGH &amp; BARNES P C</td>
<td>NEW YORK, NY 10005</td>
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<tr>
<td>WALTER E ZULLIG JR</td>
<td>METRO-NORTH COMMUTER RAILROAD COMPANY</td>
<td>NEW YORK NY 10017-3706</td>
</tr>
<tr>
<td>JAMES W HARRIS</td>
<td>THE METROPOLITAN PLANNING ORGANIZATION</td>
<td>NEW YORK NY 10048-0643</td>
</tr>
<tr>
<td>R. LAWRENCE MCCAFFREY, JR.</td>
<td>NEW YORK &amp; ATLANTIC RAILWAY</td>
<td>NEW YORK NY 10174</td>
</tr>
<tr>
<td>DANIEL B. WALSH</td>
<td>BUSINESS COUNCIL OF NEW YORK STATE, INC.</td>
<td>ALBANY NY 12210</td>
</tr>
<tr>
<td>IRWIN L. DAVIS</td>
<td>1900 STATE TOWER BLDG.</td>
<td>SYRACUSE NY 13202</td>
</tr>
<tr>
<td>GARY EDWARDS</td>
<td>SOMERSET RAILROAD</td>
<td>BARKER NY 14012</td>
</tr>
<tr>
<td>IRVING J RUBIN</td>
<td>P O BOX 243</td>
<td>YOUNGSTOWN NY 14174</td>
</tr>
<tr>
<td>R W GODWIN</td>
<td>BROTHERHOOD OF LOCOMOTIVE ENGINEERS</td>
<td>BUFFALO NY 14220</td>
</tr>
<tr>
<td>H DOUGLAS MIDKIFF</td>
<td>GENESEE TRANSPORTATION COUNCIL</td>
<td>ROCHESTER NY 14614-2210</td>
</tr>
<tr>
<td>DAVID W. DONLEY</td>
<td>3361 STAFFORD ST</td>
<td>PITTSBURGH PA 15204-1441</td>
</tr>
<tr>
<td>HENRY M. WICK, JR.</td>
<td>WICK STREIFF ET AL</td>
<td>PITTSBURGH PA 15219-3427</td>
</tr>
<tr>
<td>ANTHONY P. SEMANCIK</td>
<td>347 MADISON AVENUE</td>
<td>NEW YORK NY 10017-3706</td>
</tr>
<tr>
<td>HUGH H. WELSH</td>
<td>LAW DEPT., SUITE 67E</td>
<td>ONE WORLD TRADE CENTER</td>
</tr>
<tr>
<td>SAMUEL J NASCA</td>
<td>UTU STATE LEGISLATIVE DIRECTOR</td>
<td>ALBANY NY 12205</td>
</tr>
<tr>
<td>DIANE SEITZ</td>
<td>CENTRAL HUDSON GAS &amp; ELECTRIC CORP</td>
<td>Poughkeepsie NY 12601</td>
</tr>
<tr>
<td>ANGELO J CHICK JR, LOCAL CHAIRMAN</td>
<td>P O BOX 908</td>
<td>REDWOOD NY 13679</td>
</tr>
<tr>
<td>SHEILA MECK HYDE</td>
<td>CITY HALL</td>
<td>DUNKIRK NY 14048</td>
</tr>
<tr>
<td>JOHN F COLLINS</td>
<td>COLLINS, COLLINS, &amp; KANTOR PC</td>
<td>BUFFALO NY 14201</td>
</tr>
<tr>
<td>ERNEST J IERARDI</td>
<td>NIXON HARGRAVE DEVANS DOYLE LLP</td>
<td>ROCHESTER NY 14603-1051</td>
</tr>
<tr>
<td>JEANNE WALDOCK</td>
<td>107 GRANT COURT</td>
<td>ORLEAN NY 14760</td>
</tr>
<tr>
<td>JOHN A VUONO</td>
<td>VUONO &amp; GRAY</td>
<td>PITTSBURGH PA 15219</td>
</tr>
<tr>
<td>M E PETRUCELLI</td>
<td>PPG INDUSTRIES INC</td>
<td>PITTSBURGH PA 15272</td>
</tr>
</tbody>
</table>
SERVICE LIST FOR: 01-mar-2001 STB FD 33388 0

CSX CORPORATION AND CSX TRANSPORTATION

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

D W DUNLEVY
STATE LEGISLATIVE DIRECTOR UTU
230 STATE STREET PA AFL-CIO BLDG 2ND FLOOR
HARRISBURG PA 17101 US

HONORABLE THOMAS J RIDGE
GOVERNOR, COMMONWEALTH OF PENNSYLVANIA
225 MAIN CAPITOL BUILDING
HARRISBURG PA 17120 US

HARRY C BARBIN
BARBIN LAUFFER & O'CONNELL
608 HUNTINGDON PIKE
ROCKLEDGE PA 19046 US

G CRAIG SCHELTER
PHILADELPHIA INDUSTRIAL DEVELOPMENT CORPORATION
2600 CENTRE SQUARE WEST 500 MARKET ST
PHILADELPHIA PA 19102 US

JOHN J EHLINGER JR
OBERMAYER REBMANN MAXWELL & HIPPEL
1617 JOHN F. KENNEDY BLVD ONE PENN CENTER-19T
PHILADELPHIA PA 19103-1895 US

JOHN J COSCIA, EXECUTIVE DIRECTOR
DELAWARE VALLEY REGIONAL PLANNING COMMISSION
111 SOUTH INDEPENDENCE MALL EAST
PHILADELPHIA PA 19106 US

ERIC M HOCKY
GOLLATZ GRIFFIN & EWING
P O BOX 796
213 WEST MINER STREET
WEST CHESTER PA 19381-0796 US

J E THOMAS
HERCULES INCORPORATED
1313 NORTH MARKET STREET
WILMINGTON DE 19894 US

FREDERICK H SCHRANCK
PO BOX 778
DOVER DE 19903 US

MARTIN W BERCOVICI
KELLER & HECKMAN LLP
1001 G ST NW SUITE 500 WEST
WASHINGTON DC 20001 US

RICHARD R WILSON
1126 EIGHT AV STE 403
ALTOONA PA 16602 US

KURT W CARR
BUREAU FOR HISTORIC PRESERVATION
P O BOX 1026
HARRISBURG PA 17108-1026 US

BELNAP FREEMAN
BELKNAP FREEMAN
119 HICKORY LANE
ROSEMONT PA 19010 US

JOHN J GROCKI
GRA INC
115 WEST AV ONE JENKINTOWN STA
JENKINTOWN PA 19046 US

JONATHAN M BRODER
CONSOLIDATED RAIL CORP
2001 MARKET STREET 16TH FLOOR
PHILADELPHIA PA 19103 US

DAVID BERGER
BERGER AND MONTAGUE, P. C.
1622 LOCUST ST
PHILADELPHIA PA 19103-6305 US

JOHN K. LEARY, GENERAL MANAGER
SOUTHEASTERN PENNSYLVANIA TRANSPORTATION AUTH
1234 MARKET STREET 5TH FLOOR
PHILADELPHIA PA 19107-3780 US

HON JOSEPH R BIDEN, JR.
UNITED STATES SENATE
844 KING STREET
WILMINGTON DE 19801 US

E C WRIGHT
DUPONT LOGISTICS - GLOBAL SERVICES BUSINESS
1007 MARKET, DUPONT BLDG 3100
WILMINGTON DE 19898 US

TERRENCE D JONES
KELLER & HECKMAN
1001 G ST NW STE 500 WEST
WASHINGTON DC 20001 US

PETER A GILBERTSON
REGIONAL RRS OF AMERICA
122 C ST NW STE 850
WASHINGTON DC 20001 US
SERVICE LIST FOR: 01-mar-2001 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION INC

JAMES HOWARD
COALITION OF NORTHEASTERN GOVERNORS
400 NORTH CAPITOL STREET, SUITE 382
WASHINGTON DC 20001 US

DONALD F GRIFFIN
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES
10 G STREET NE STE 460
WASHINGTON DC 20002 US

WILLIAM A MULLINS
TROUTMAN SANDERS LLP
401 NINTH STREET NW SUITE 1000
WASHINGTON DC 20004 US

PAUL REISTRUP
CSX TRANSPORTATION INC
1331 PENNSYLVANIA NW STE 500
WASH DC 20004 US

GEORGE W MAYO JR
HOGAN & HARTSON L L P
555 THIRTEENTH STREET NW COLUMBIA SQUARE
WASHINGTON DC 20004-1109 US

MARY GABRIELLE SPRAGUE
ARNOLD & PORTER
555 TWELFTH STREET NW
WASHINGTON DC 20004-1202 US

ROBERT A WIMBISH ESQ
HARKINS CUNNINGHAM
801 PENNSYLVANIA AVE NW
WASHINGTON DC 20004-2664 US

L JOHN OSBORN
SONNENSCHEIN NATH & ROSENTHAL
1301 K STREET NW STE 600 EAST
WASH DC 20005 US

LOUIS E GITOMER
BALL JANIK LLP
1455 F STREET NW SUITE 225
WASHINGTON DC 20005 US

BRUNO MAESTRI
NORFOLK SOUTHERN CORPORATION
1500 K STREET SUITE 375
WASHINGTON DC 20005 US

NEAL R GROSS
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RICHARD G SLATTERY
AMTRAK
60 MASSACHUSETTS AVENUE NE
WASHINGTON DC 20002 US

J MICHAEL HEMMER
COVINGTON & BURLING
1201 PENNSYLVANIA AVENUE NW
WASHINGTON DC 20004 US

DREW A HARKER
ARNOLD & PORTER
555 TWELFTH STREET NW
WASHINGTON DC 20004 US

ERIC VON SALZEN
HOGAN & HARTSON
555 THIRTEENTH STREET N W
WASHINGTON DC 20004-1109 US

DENNIS G LYONS
ARNOLD & PORTER
555 TWELFTH STREET NW, STE 940
WASHINGTON DC 20004-1206 US

ALICE C SAYLOR
AMERICAN SHORT LINE & REGIONAL RAILROAD ASSO
1120 G STREET NW SUITE 520
WASHINGTON DC 20005 US

KARL MORELL
BALL JANIK LLP
1455 F STREET NW SUITE 225
WASHINGTON DC 20005 US

PAUL M LAURENZA
OPPENHEIMER WOLFF & DONNELLY & BAYH LLP
1350 FYE STREET, N.W., STE 200
WASHINGTON DC 20005 US

DANIEL DUFF
AMERICAN PUBLIC TRANSPORTATION ASSOCIATION
1201 NEW YORK AV NW, STE 400
WASHINGTON DC 20005 US

JAMES R WEISS
PRESTON GATES ELLIS ET AL
1735 NEW YORK AVENUE NW SUITE 500
WASHINGTON DC 20006 US
SERVICE LIST FOR: 01-mar-2001 STB FD 33388 0  CSX CORPORATION AND CSX TRANSPORTATION

ALICIA SERAFETY
FOLEY & LARDNER
888 SIXTEENTH ST., N.W.
WASHINGTON DC 20006 US

SCOTT M ZIMMERMAN
ZUCKERT SCOUTT & RASENBERGER LLP
888 SEVENTEENTH STREET NW
WASHINGTON DC 20006 US

ANDREW R. PLUMP
ZUCKERT, SCOUTT & RASENBERGER. LLP
888 17TH ST., NW, STE. 600
WASHINGTON DC 20006 US

ROBERT P VOM EIGEN
FOLEY & LARDNER
888 16TH STREET N W STE 700
WASHINGTON DC 20006 US

WILLIAM W MILLAR
AMERICAN PUBLIC TRANSIT ASSOCIATION
1666 K STREET NW
WASHINGTON DC 20006-1215 US

RICHARD A ALLEN
ZUCKERT SCOUTT & RASENBERGER LLP
888 17TH STREET N W STE 600
WASHINGTON DC 20006-3309 US

JOHN V EDWARDS, ESQ
ZUCKERT SCOUTT ET AL
888 17TH STREET N W STE 600
WASHINGTON DC 20006-3939 US

RACHEL DANISH CAMPBELL
FOLEY & LARDNER
888 SIXTEENTH STREET NW
WASHINGTON DC 20006-4103 US

SHERRI LEHMAN DIRECTOR OF CONGRESSIONAL AFFAIRS
CORN Refiners Assoc
1701 PA AV NW
WASH DC 20006-5805 US

CHRISTOPHER C O'HARA
BRICKFIELD BURCHETTE & RITTS PC
1025 THOMAS JEFFERSON ST NW EIGHTH FLOOR
WASHINGTON DC 20007 US

DAVID K MONROE
GALLAND KHARASCH GREENBERG FELLMAN & SWIRSKY
1054 THIRTY FIRST STREET NW STE 200
WASHINGTON DC 20007 US

PAUL M DONOVAN
LAROE WINN MOERI & DONOVAN
3905 HIGHWOOD COURT NW
WASHINGTON DC 20007 US

ROBERT G SZABO
1050 THOMAS JEFFERSON STREET NW SIXTH FLOOR
WASHINGTON DC 20007 US

JOHN H BROADLEY
JOHN H BROADLEY & ASSOCIATES P C
1054 31ST STREET NW 2ND FLOOR
WASHINGTON DC 20007 US

EDWARD D GREENBERG
GALLAND KHARASCH GREENBERG FELLMAN & SWIRSKY
1054 THIRTY-FIRST STREET NW STE 200
WASHINGTON DC 20007-4492 US

MICHAEL F MCBRIDE
LEBOEUF LAMB GREENE & MACRAE
1875 CONNECTICUT AVENUE NW
WASHINGTON DC 20009-5728 US

HAROLD P QUINN JR
NATIONAL MINING ASSOCIATION
1130 17TH STREET NW
WASHINGTON DC 20036 US

PAUL D COLEMAN
HOPPEL MAYER & COLEMAN
1000 CONNECTICUT AVENUE NW SUITE 400
WASHINGTON DC 20036 US

JOHN D HEFFNER
REA CROSS & AUCHINCLOSS
1707 L STREET, NW, STE 570
WASHINGTON DC 20036 US

KARYN A BOOTH
THOMPSON HINE & FLORY LLP
1920 N STREET, NW & FLORY LLP
WASHINGTON DC 20036 US

KEITH G OBRIEN
REA CROSS AND AUCHINCLOSS
1707 L STREET NW STE 570
WASHINGTON DC 20036 US
SERVICE LIST FOR: Ol-mar-2001 STB FD 33388 0

CSX CORPORATION AND CSX TRANSPORTATION TRADES DEPARTMENT, AFL-CIO

CHRISTOPHER A MILLS
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036 US

STEPHEN H BROWN
VORYS SATER SEYMOUR AND PEASE
1828 L STREET N W
WASHINGTON DC 20036 US

EDWARD WYTKIND EXECUTIVE DIRECTOR
TRANSPORTATION TRADES DEPARTMENT, AFL-CIO
1025 CONNECTICUT AVE NW SUITE 1005
WASHINGTON DC 20036 US

PAUL H LAMBOLEY
1717 N STREET NW
WASHINGTON DC 20036 US

GORDON P MACDOUGALL
1025 CONNECTICUT AVE NW SUITE 410
WASHINGTON DC 20036 US

RICHARD S EDELMAN
O’DONNELL SCHWARTZ & ANDERSON PC
1900 L STREET NW SUITE 707
WASHINGTON DC 20036 US

KELVIN J DOWD
SLOVER & LOFTUS
1224 17TH STREET NW
WASHINGTON DC 20036 US

DAVID H COBURN
STEPTOE & JOHNSON
1330 CONNECTICUT AVENUE NW
WASHINGTON DC 20036 US

WILLIAM G. MAHONEY
HIGHSAW, MAHONEY & CLARKE
1050 SEVENTEENTH STREET NW SUITE 210
WASHINGTON DC 20036 US

PETER A GREENE
THOMPSON HINE FLORY
1920 N STREET NW SUITE 800
WASHINGTON DC 20036 US

FRITZ R KAHN
1920 N STREET NW 8TH FLOOR
WASHINGTON DC 20036-1601 US

FREDERIC L WOOD
THOMPSON HINE & FLORY LLP
1920 N STREET
WASHINGTON DC 20036-1601 US

ROSE-MICHELE WEINRYB
WEINER BRODSKY SIDMAN & KIDER
1300 19TH STREET NW 5TH FLOOR
WASHINGTON DC 20036-1609 US

TIMOTHY M WALSH
STEPTOE & JOHNSON
1330 CONNECTICUT AVENUE NW
WASHINGTON DC 20036-1795 US

SAMUEL "B. SIPE JR
STEPTOE & JOHNSON LLP
1330 CONNECTICUT AVENUE NW
WASHINGTON DC 20036-1795 US

KEVIN M SHEYS
KIRKPATRICK & LOCKHART LLP
1800 MASSACHUSETTS AVENUE NW 2ND FLOOR
WASHINGTON DC 20036-1800 US

EDWARD J FISMAN
KIRKPATRICK & LOCKHART LLP
1800 MASSACHUSETTS AVENUE NW, 2ND FLOOR
WASHINGTON DC 20036-1800 US

JOSEPH GUERRIERI, JR.
GUERRIERI, EDMOND & CLAYMAN, PC
1625 MASSACHUSETTS AVE., NW. STE 700
WASHINGTON DC 20036-2243 US

DEBRA L WiLEN
GUERRIERI EDMOND & CLAYMAN PC
1625 MASSACHUSETTS AVENUE, N.W., STE 700
WASHINGTON DC 20036-2243 US

DONALD G AVERY
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036-3003 US

ANDREW P GOLDSTEIN
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

DANIEL J SWEENEY
MCCARTHY SWEENEY & HARKAWAY P C
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

03/01/2001
SERVICE LIST FOR: 01-mar-2001 STB FD 33388 0  CSX CORPORATION AND CSX TRANSPORTATI

JOHN M CUTLER JR
MCCARTHY SWEENEY HARKAWAY PC
2175 K STREET NW
WASHINGTON DC 20037 US

STEVEN J KALISH
MCCARTHY SWEENEY & HARKAWAY PC
2175 K STREET NW SUITE 600
WASHINGTON DC 20037 US

JOHN L OBERDORFER
PATTON BOGGS LLP
2550 M ST NW
WASHINGTON DC 20037-1301 US

SCOTT N STONE
PATTON BOGGS LLP
2550 M STREET NW 7TH FLOOR
WASHINGTON DC 20037-1346 US

KEITH A KLINDWORTH
U S DEPT OF AGRICULTURE
P O BOX 96456
WASHINGTON DC 20090 US

EILEEN S STOMMES
U S DEPARTMENT OF AGRICULTURE
P O BOX 96456 ROOM 4006-SOUTH BUILDING
WASHINGTON DC 20090-6456 US

MICHAEL V DUNN
RM 228W JAMIE L WHITTEN FEDERAL BLDG
WASHINGTON DC 20250 US

JUDGE JACOB LEVENTHAL, OFFICE OF HEARINGS
FEDERAL ENERGY REGULATORY COMMISSION
888 - 1ST ST, N.E. STE 11F
WASHINGTON DC 20426 US

MELISSA PICKWORTH
GENERAL ACCOUNTING OFFICE
441 G STREET. N.W., ROOM 2T23
WASHINGTON DC 20458 US

RICHARD E SANDERSON
OFFICE OF FEDERAL ACTIVITIES
US ENVIRONMENTAL PROTECTION AGENCY
WASHINGTON DC 20460 US

HON BYRON L DORGAN
UNITED STATES SENATE
WASHINGTON DC 20510 US

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UNITED STATES SENATE
WASHINGTON DC 20510 US

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UNITED STATES SENATE
WASHINGTON DC 20510 US

HON BARBARA A. MIKULSKI
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WASHINGTON DC 20510 US

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UNITED STATES SENATE
WASHINGTON DC 20510 US

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WASHINGTON DC 20510 US

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UNITED STATES SENATE
WASHINGTON DC 20510 US

HON. JOSEPH I LIEBERMAN
UNITED STATES SENATE
WASHINGTON DC 20510 US

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UNITED STATES SENATE
WASHINGTON DC 20510 US

HON WILLIAM V. ROTH JR
U S SENATE
WASHINGTON DC 20510-0001 US

HON. JOHN W. WARNER
US SENATE
WASHINGTON DC 20510-0001 US

HON CHRISTOPHER J DODD
UNITED STATES SENATE
WASHINGTON DC 20510-0702 US

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<td>United States Senate</td>
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Name: HONORABLE ROBERT BYRD
Position: United States Senate
Address: Washington DC 20510-6025 US

Name: HON NANCY JOHNSON
Position: United States House of Representatives
Address: Washington DC 20515 US

Name: HON. TOM BLILEY
Position: U.S. House of Representatives
Address: Washington DC 20515 US

Name: HONORABLE PAUL E. GILLMOR
Position: U.S. House of Representatives
Address: Washington DC 20515 US

Name: HON. JOHN J. DUNCAN
Position: U.S. House of Representatives
Address: Washington DC 20515 US

Name: HONORABLE FRANK MASCARA
Position: U.S. House of Representatives
Address: Washington DC 20515 US

Name: HON MARCY KAPTUR
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Address: Washington DC 20515 US

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Position: U.S. House of Representatives
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<td>U. S. HOUSE OR REPRESENTATIVES</td>
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</tr>
<tr>
<td>HON THOMAS C. SAWYER</td>
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HON LOUISE M SLAUGHTER
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON CHARLES RANGEL
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE JAMES MALONEY
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON NITA LOWEY
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON MICHAEL FORBES
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON GARY ACKERMAN
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON JERROLD NADLER
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON JULIA CARSON
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-1410 US

HONORABLE JOHN D. DINGELL
2328 RAYBURN HOUSE OFFICE BUILDING
WASHINGTON DC 20515-2216 US

HONORABLE RICHARD BURR
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-3305 US

HONORABLE BOBBY L. RUSH
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-9997 US

HON CHRISTOPHER SHAYS
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON MICHAEL MCNULTY
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON CAROLYN B MALONEY
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON MAURICE HINCHHEY
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON E LIOT L ENGEL
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE ROBERT W. NEY
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE ROD R BLAGOJEVICH
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-1305 US

HONORABLE JAMES A. BARTCA
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-2205 US

HON JACK QUINN
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-3230 US

HONORABLE TOM DAVIS
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-4611 US

MICHAEL P HARMONIS
DEPARTMENT OF JUSTICE
325 SEVENTH STREET, NW
WASHINGTON DC 20530 US
SERVICE LIST FOR: 01-mar-2001 STB FD 33388 0

CSX CORPORATION AND CSX TRANSPORTATION COMMUNICATIONS INTERNATIONAL LTD.

PAUL SAMUEL SMITH
US DEPARTMENT OF TRANSPORTATION
400 SEVENTH STREET SW ROOM 4102 C-30
WASHINGTON DC 20590 US

JOSEPH R POMPONIO
FEDERAL RAILROAD ADMIN
1120 VERMONT AVE NW RCC-20
WASHINGTON DC 20590 US

MITCHELL M KRAUS
TRANSPORTATION COMMUNICATIONS INTERNATIONAL LTD.
3 RESEARCH PLACE
ROCKVILLE MD 20850-3279 US

WILLIAM W WHITEHURST JR
W W WHITEHURST & ASSOCIATES INC
12421 HAPPY HOLLOW ROAD
COCKEYSVILLE MD 21030-1711 US

ROBERT J WILL
UNITED TRANSPORTATION UNION
4134 GRAVE RUN RD
MANCHESTER MD 21102 US

CHARLES M CHADWICK
MARYLAND MIDLAND RAILWAY INC
P O BOX 1000
UNION BRIDGE MD 21791 US

THOMAS E SCHICK
AMERICAN CHEMISTRY COUNCIL
1300 WILSON BOULEVARD
ARLINGTON VA 22209 US

FRANCIS G MCKENNA
ANDERSON & PENDELETON
206 N WASHINGTON STREET SUITE 330
ALEXANDRIA VA 22314 US

MICHAEL J RUEHLING
CSX CORPORATION
ONE JAMES CENTER
RICHMOND VA 23219 US

DAVID A SHELTON
NORFOLK SOUTHERN
THREE COMMERCIAL PLACE
NORFOLK VA 23510 US

ROBERT E MARTINEZ
VA SECRETARY OF TRANSPORTATION
P.O. BOX 1475
RICHMOND VA 23218 US

JOHN W SNOW
CHAIRMAN PRESIDENT AND CHIEF EXECUTIVE OFFICER
P O BOX 85629
RICHMOND VA 23285-5629 US

PARKERSON B MAQUILLING
NORFOLK SOUTHERN CORPORATION
THREE COMMERCIAL PLACE, LAW DEPT
NORFOLK VA 23510 US

03/01/2001
<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>JAMES A HIXON</td>
<td>SENIOR VICE PRESIDENT EMPLOYEE RELATIONS NOR</td>
<td>THREE COMMERCIAL PLACE NORFOLK VA 23510-2191 US</td>
</tr>
<tr>
<td>HONORABLE JOHN WARNER</td>
<td>UNITED STATES SENATE</td>
<td>235 FEDERAL BUILDING ABINGDON VA 24210-0887 US</td>
</tr>
<tr>
<td>TERRELL ELLIS</td>
<td></td>
<td>CAEZWV P O BOX 176 CLAY WV 25043 US</td>
</tr>
<tr>
<td>SCOTT M SAYLOR</td>
<td>NORTH CAROLINA RAILROAD COMPANY</td>
<td>3200 ATLANTIC AV STE 110 RALEIGH NC 27604-1640 US</td>
</tr>
<tr>
<td>J R BARBEE</td>
<td>GENERAL CHAIRPERSON UTU</td>
<td>441 N LOUISIANA AVE STE 0 ASHEVILLE NC 28806-3791 US</td>
</tr>
<tr>
<td>PAUL R. HITCHCOCK</td>
<td>CSX TRANSPORTATION LAW DEPARTMENT</td>
<td>500 WATER STREET SC J-150 JACKSONVILLE FL 32202 US</td>
</tr>
<tr>
<td>JOHN W. HUMES, JR.</td>
<td>CSX TRANSPORTATION</td>
<td>SPEED CODE J-150 500 WATER STREET JACKSONVILLE FL 32202 US</td>
</tr>
<tr>
<td>ROBERT V ALLEN</td>
<td>CSX TRANSPORTATION</td>
<td>500 WATER STREET J305 JACKSONVILLE FL 32202 US</td>
</tr>
<tr>
<td>CARL A GERHARDSTEIN</td>
<td>CSX TRANSPORTATION RISK MGMT</td>
<td>500 WATER STREET-J275 JACKSONVILLE FL 32202 US</td>
</tr>
<tr>
<td>FRED R BIRKHOZ</td>
<td>CSX TRANSPORTATION LAW DEPT - J-150</td>
<td>500 WATER STREET JACKSONVILLE FL 32202 US</td>
</tr>
<tr>
<td>J T REED</td>
<td>GENERAL CHAIRPERSON UTU</td>
<td>7785 BAYMEADOWS WAY STE 109 JACKSONVILLE FL 32202 US</td>
</tr>
<tr>
<td>L P KING JR</td>
<td>GENERAL CHAIRPERSON UTU</td>
<td>145 CAMPBELL AVE SW STE 207 ROANOKE VA 24011 US</td>
</tr>
<tr>
<td>VAUGHN R GROVES</td>
<td>PITTSTON COAL COMPANY</td>
<td>PO BOX 5100 LEBANON VA 24266 US</td>
</tr>
<tr>
<td>R S SARGENT</td>
<td>GENERAL CHAIRPERSON UTU</td>
<td>1319 CHESTNUT STREET KENOVA WV 25530 US</td>
</tr>
<tr>
<td>E NORRIS TOLSON</td>
<td>NC DEPT OF TRANSPORTATION</td>
<td>1 S. WILINGTON STREET RALEIGH NC 27611 US</td>
</tr>
<tr>
<td>HONORABLE DAVID M BEASLEY</td>
<td>GOVERNOR</td>
<td>P. O. BOX 11369 COLUMBIA SC 29211 US</td>
</tr>
<tr>
<td>CHARLES M ROSENBERGER</td>
<td>CSX TRANSPORTATION</td>
<td>500 WATER STREET - J150 JACKSONVILLE FL 32202 US</td>
</tr>
<tr>
<td>J RANDALL EVANS</td>
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<td>500 WATER STREET (J150) JACKSONVILLE FL 32202 US</td>
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<tr>
<td>T J STEPHENSON</td>
<td>CSX TRANSPORTATION INC</td>
<td>500 WATER STREET (J407) JACKSONVILLE FL 32202 US</td>
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<tr>
<td>BOB HAUFTER</td>
<td>CSX TRANSPORTATION INC</td>
<td>500 WATER STREET (J120) JACKSONVILLE FL 32202 US</td>
</tr>
<tr>
<td>J L RODGERS</td>
<td>GENERAL CHAIRMAN UTU</td>
<td>9550 REGENCY SQUARE BLVD #904 JACKSONVILLE FL 32225-8177 US</td>
</tr>
<tr>
<td>PHILLIP L BELL</td>
<td>ERIE LACKAWANNA RAILROAD CO</td>
<td>PO BOX 1482 TALLAHASSEE FL 32302 US</td>
</tr>
</tbody>
</table>
JAMES J KEENAN
ANCHOR GLASS CONTAINER CORPORATION
4343 ANCHOR PLAZA PARKWAY
TAMPA FL 33634 US

JAMES L BELCHER
CASTMAN CHEMICAL COMPANY
PO BOX 431
KINGSPORT TN 37662 US

WILLIAM L OSTEEN
ASSOCIATE GENERAL COUNSEL TVA
400 WEST SUMMIT HILL DRIVE
KNOXVILLE TN 37902 US

HONORABLE KIRK FORDICE, GOVERNOR
STATE OF MISSISSIPPI
P O BOX 139
JACKSON MS 39205 US

HONORABLE PAUL E. PATTON
GOVERNOR
700 CAPITOL AVENUE, STE. 100
FRANKFORT KY 40601 US

THOMAS M O'LEARY
OHIO RAIL DEVELOPMENT COMMISSION
50 W BROAD STREET 15TH FLOOR
COLUMBUS OH 43215 US

HONORABLE DEBORAH PRYCE
U. S. HOUSE OF REPRESENTATIVES
500 SOUTH FRONT STREET, ROOM 1130
COLUMBUS OH 43215 US

DOREEN C JOHNSON, CHIEF ANTITRUST SECTION
OHIO ATTORNEY GENERAL OFFICE
140 EAST TOWN STREET, FIRST FLOOR
COLUMBUS OH 43215-6001 US

JAMES R JACOBS
JACOBS INDUSTRIES
2 QUARRY LANE
STONY RIDGE OH 43463 US

DAVID CHAPMAN
LAFARGE LIMITED OHIO INC
P O BOX 128
659 ANDERSON ROAD
WOODVILLE OH 43469-0128 US

ROBERT J COOPER
GENERAL CHAIRPERSON UTU
1238 CASS ROAD
MAUMEE OH 43537 US

ROBERT E GREENLESE
TOLEDO-LUCAS COUNTY PORT AUTHORITY
1 MARITIME PLAZA SUITE 700
TOLEDO OH 43604 US

ROBERT E MURRAY
OHIO VALLEY COAL CO
56854 PLEASANT RIDGE ROAD
ALLEDONIA OH 43902 US

RON MARQUARDT
LOCAL UNION 1810 UMWA
58659 EILEEN ST.
RAYLAND OH 43943 US

CLARENCE TURNQUIST
INTERNATIONAL LONGSHOREMEN'S ASSOCIATION
C/O 2125 TRYON ROAD
ASHTABULA OH 44004 US

MAYOR VINCENT M URBIN
150 AVON BELDEN RD
AVON LAKE OH 44012 US

CHARLES S HESSE
CHARLES HESSE ASSOCIATES
7777 BAINBRIDGE ROAD
CHAORIN FALLS OH 44023-2124 US

BARBARA O'KEEFE
VILLAGE OF WELLINGTON
115 WILLARD MEMORIAL SQ
WELLINGTON OH 44090 US

COLETTA MCNAMEE SR
CUDELL IMPROVEMENT INC
11500 FRANKLIN BLVD STE 104
CLEVELAND OH 44102 US

ANITA R BRINDZA
THE ONE FIFTEEN HUNDRED BUILDING
11500 FRANKLIN BLVD SUITE 104
CLEVELAND OH 44102 US

CLINTON J MILLER III
UNITED TRANSPORTATION UNION
14600 DETROIT AVENUE
CLEVELAND OH 44107-4250 US

DANIEL R ELLIOTT III
ASST GENERAL COUNSEL UNITED TRANSPORTATION UNION
14600 DETROIT AVENUE
CLEVELAND OH 44107-4250 US
SERVICE LIST FOR: 01-mar-2001 STB FD 33388 0

CSX CORPORATION AND CSX TRANSPORTATION

C L LITTLE
INTERNATIONAL PRESIDENT UTU
14600 DETROIT AVENUE
CLEVELAND OH 44107-4250 US

CHRISTOPHER C MCCracken
ULMER & BERNE LLP
1300 EAST NINTH STREET SUITE 900
CLEVELAND OH 44114 US

INALIO DAVIS CHAPPELL
ASHTA CHEMICALS INC
1300 EAST NINTH STREET SUITE 900
CLEVELAND OH 44114-1538 US

CHARLES ZUMKERH
ROETZEL & ANDRESS CO LPA
75 EAST MARKET STREET
AKRON OH 44308 US

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

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

RICHARD E KERTH
CHAMPION INTERNATIONAL CORPORATION
101 KNIGHTSBRIDGE DRIVE
HAMILTON OH 45020-0001 US

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

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

MICHAEL CONNELLY
CITY OF EAST CHICAGO
4525 INDIANAPOLIS BLVD
EAST CHICAGO IN 46312 US

HONORABLE PETER J. VISCLOSKEY
U. S. HOUSE OF REPRESENTATIVES
215 WEST 35TH AVENUE
GARY IN 46408 US

CLARENCE MONIN INTERNATIONAL PRES
BROTHERHOOD OF LOCOMOTIVE ENGINEERS MEZZANINE
1370 ONTARIO STREET
CLEVELAND OH 44113 US

DAVID ROLLOFF
GOLDSTEIN & ROLLOFF
526 SUPERIOR AVENUE EAST SUITE 1440
CLEVELAND OH 44114 US

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

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

RANDALL C. HUNT
KRUGLIAK, WILKINS, GRIFFITHS & DOUGHERTY CO.
P O BOX 36963
4775 MUNSON ST NW
CANTON OH 44735-6963 US

R A GRICE
GENERAL CHAIRPERSON UTU
917 KILBOURNE ST
BELLEVUE OH 44811-9431 US

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

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

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

HAMILTON L CARMouCHE, CORPORATION COUNSEL
CITY OF GARY
401 BROADWAY 4TH FLOOR
GARY IN 46402 US

CARL FELLER
PO BOX 758
WATERLOO IN 46793-0758 US

03/01/2001