In Decision No. 89, in addition to approving the primary application, the Board granted the responsive application by New England Central Railroad, Inc. (NECR) in STB Finance Docket No. 33388 (Sub-No. 75) insofar as it seeks trackage rights from CSX between Palmer and West Springfield, MA. To implement this condition, the Board required CSX and NECR to negotiate the details of the trackage rights arrangement and, if negotiations were not successful, to submit separate proposals by September 21, 1998. In subsequent decisions, the Board extended the due date for completion of these negotiations, most recently to November 20, 1998. See Decision Nos. 94 and 97, served, respectively, on October 1 and 26, 1998. By correspondence filed November 20, 1998, CSX states that the parties continue to believe that they will be able to conclude the trackage rights agreement by mutual consent. To resolve this matter, CSX seeks an additional extension to December 21, 1998. CSX states that NECR concurs in this request. The extension will be granted.

In Decision No. 89, served July 23, 1998, the Board approved, subject to conditions, the application by CSX Corporation and CSX Transportation, Inc. (collectively CSX), and Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively NS) under 49 U.S.C. 11321-26 for: (1) the acquisition of control of Conrail Inc., and Consolidated Rail Corporation (collectively Conrail); and (2) the division of Conrail's assets by and between CSX and NS.

On September 21, 1998, NECR reported that, while the parties were close to reaching a final agreement on their Palmer-West Springfield trackage rights arrangement, NECR and CSX were in irreconcilable disagreement over one matter. Thus, NECR filed a petition on that date (designated as NECR-10) seeking a Board ruling on the matter or clarification of the condition. CSX filed its reply (designated as CSX-164) on October 13, 1998. In Decision No. 100, served November 6, 1998, the Board denied the relief sought by NECR.
It is ordered:

1. The deadline set forth in Decision No. 89, Ordering Paragraph No. 64, is extended to December 21, 1998. If any terms of the trackage rights arrangement between Palmer and West Springfield, MA, are not resolved through negotiations between CSX and NECR, the parties must submit separate proposals no later than December 21, 1998.

2. This decision is effective on its service date.

By the Board, Vernon A. Williams, Secretary.

Vernon A. Williams
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<td>HONORABLE LUIS GUTIERREZ</td>
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<td>HONORABLE DANNY K DAVIS</td>
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<td>U.S. House of Representatives, Washington DC 20515 US</td>
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<td>HON. BUD SHUSTER</td>
<td>Attn: Mike Kick, U.S. House of Representatives, Washington DC 20515 US</td>
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<td>HONORABLE ROD R BLAGOJEVICH</td>
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<td>HONORABLE JAMES A. BARCIA</td>
<td>House of Representatives, Washington DC 20515-2205 US</td>
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<td>HON JACK QUINN</td>
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<td>HONORABLE RICHARD BURR</td>
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<td>HON PAUL E GILLMOR</td>
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<td>HONORABLE TOM DAVIS</td>
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<th>Name</th>
<th>Company</th>
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<td>MICHAEL P. FERRO</td>
<td>MILLENNIUM PETROCHEMICALS, INC.</td>
<td>P O BOX 2583 1221 MCKINNEY STREET SUITE 1600</td>
<td>HOUSTON TX 77252-2583 US</td>
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<td>STEVE M COULTER</td>
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<td>PO BOX 3272</td>
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<td>60 ELM AVENUE, CONIGLIO PROFESSIONAL BLDG</td>
<td>LONG BEACH CA 90802-4910 US</td>
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<td>JOHN D FITZGERALD</td>
<td>UTU, GENERAL CHAIRPERSON</td>
<td>400 E EVERGREEN BLVD STE 217</td>
<td>VANCOUVER WA 98660-3264 US</td>
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Records: 365
In Decision No. 89, in addition to approving the primary application, the Board imposed a condition requiring CSX to meet with Illinois Central Railroad Company (IC) to attempt to resolve their dispute regarding dispatching of the Leewood-Aulon line in Memphis, TN, and to advise the Board by September 21, 1998, of the status of their negotiations. See Decision No. 89, slip op. at 102 and 178. At the parties’ requests, the Board extended this deadline, most recently to November 20, 1998. See Decision Nos. 95 and 98, served, respectively, October 1 and 26, 1998. By letter filed November 20, 1998, CSX states that, although the parties continue actively to pursue a resolution of this matter, an agreement has not been reached and CSX and IC therefore request a further extension to January 19, 1999. The extension request will be granted.

It is ordered:

1. The request for an extension for submitting a status report regarding dispatching of the Leewood-Aulon line is granted. The due date is extended to January 19, 1999.

2. This decision is effective on its service date.

By the Board, Vernon A. Williams, Secretary.

Vernon A. Williams
Secretary

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1 In Decision No. 89, served July 23, 1998, the Board approved, subject to conditions, the application by CSX Corporation and CSX Transportation, Inc. (collectively CSX), and Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively NS) under 49 U.S.C. 11321-26 for: (1) the acquisition of control of Conrail Inc., and Consolidated Rail Corporation (collectively Conrail); and (2) the division of Conrail’s assets by and between CSX and NS.
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<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Address</th>
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<tr>
<td>HON JAMES TRAFICANT JR</td>
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<td>WASHINGTON DC 20515 US</td>
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<td>HON BOB WISE</td>
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<td>HON DAVID L HOBSON</td>
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<td>HONORABLE FRANK D. RIGGS</td>
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<td>HON. JOHN J. DUNCAN</td>
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<td>HON ELIOT L ENGEL</td>
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<td>HON DENNIS J KUCINICH</td>
<td>UNITED STATES HOUSE REPRESENTATIVES</td>
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<td>HONORABLE TILLIE K FOWLER</td>
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<td>HON. ROBERT MENENDEZ</td>
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<td>HONORABLE MIKE DOYLE</td>
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<td>Gary A Ebert</td>
<td>City of Bay Village</td>
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<td>Sylvia R. Chinn-Levy</td>
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<td>Randall C. Hunt</td>
<td>Kruglak, Wilkins, Griffiths &amp; Dougherty Co.</td>
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<tr>
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11/24/1998
SERVICE LIST FOR: 24-nov-1998 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

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

BRAD F HUSTON  
CYPRUS ANAK COAL SALES CORP  
400 TECHCENER DRIVE STE 320  
HILFORD OH 45150 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 46020-1393 US

HONORABLE DAN COATS  
UNITED STATES SENATE  
1100 MARKET TOWER, 10 WEST MARKET STREET  
INDIANAPOLIS IN 46204 US

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

HONORABLE PETER J. VISCLOSKY  
U. S. HOUSE OF REPRESENTATIVE  
215 WEST 35TH AVENUE  
GARY IN 46608 US

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

NICOLE HARVEY  
THE DOW CHEMICAL COMPANY  
2020 DOW CENTER  
MIDLAND MI 48647 US

LARRY B KARNES  
TRANSPORTATION BUILDING  
PO BOX 30350  
425 WEST OTTAWA  
LANSING MI 48909 US

T SCOTT BANNISTER  
T SCOTT BANNISTER AND ASSOCIATES  
1300 DES MOINES BLVD 405 SIXTH AVENUE  
DES MOINES IA 50309 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 E KERTH  
CHAMPION INTERNATIONAL CORPORATION  
101 KNIGHTSBRIDGE DRIVE  
HAMILTON OH 45011-0001 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

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

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

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

CARL FELLER  
DEKALB AGRA INC  
P. O. BOX 127  
4743 COUNTY ROAD 2B  
WATERLOO IN 46793-0127 US

WILLIAM A BON, GENERAL COUNSEL  
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES  
26555 EVERGREEN ROAD SUITE 200  
SOUTHFIELD MI 48076 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  
FEINHABER LARSON FENLON & VOGT PA  
601 SECOND AVENUE SOUTH 4200 FIRST BANK PLACE  
MINNEAPOLIS MN 55402-4302 US

THOMAS R BOBAK  
315 RIVER OAKS DRIVE  
CALUMET CITY IL 60409 US

RICHARD A GAVIL  
16700 SENTRY LANE NO 104  
TINLEY PARK IL 60477 US

11/24/1998 Page 13
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<td>SANDRA J. DEARDEN</td>
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<td>407 SOUTH DEARBORN, SUITE 1260</td>
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<td>HENRY T. DART</td>
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<td>STEVE M. COULTER</td>
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<td>PO BOX 3272</td>
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<tr>
<td>STEPHEN M. UTHOFF</td>
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<td>60 ELM AVENUE, CONIGLIO PROFESSIONAL BLDG</td>
<td>LONG BEACH CA 90802-4910 US</td>
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SERVICE LIST FOR: 24-nov-1998 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

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

Records: 365
SURFACE TRANSPORTATION BOARD
Washington, D.C. 20423

November 16, 1998

STB Finance Docket No. 33388¹

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

NOTICE

A court action, entitled as shown below,
was instituted on or about November 12, 1998,
involving Decision No. 96 in the above-entitled proceeding:

No. 98-4343

Wyandot Dolomite, Inc.
v.

Surface Transportation Board
United States of America

before the

United States Court of Appeals for the Sixth Circuit

VERNON A. WILLIAMS
Secretary

¹ Embraces STB Finance Docket No. 33388 (Sub-No. 80), Responsive Application—Wheeling & Lake Erie Railway Company.
SERVICE LIST FOR: 20-nov-1998 STB FD 33388 0

CSX CORPORATION AND CSX TRANSPORTATION

STEPHEN M FONTAINE
MASSACHUSETTS CENTRAL RAILROAD CORPORATION
ONE WILBRAHAM STREET
PALMER MA 01069 US

RICHARD B. KENNELLY, JR
CONSERVATION LAW FOUNDATION
62 SUMMER STREET
BOSTON MA 02110 US

JOHN D CIRANE, ASSISTANT SECRETARY
COMMONWEALTH OF MASS. EXEC. OFFICE OF TRANSPT
10 PARK PLAZA ROOM 3170
BOSTON MA 02116-3549 US

WILLIAM D ANKENY PHD
R 1 DEPT OF TRANSPORTATION
TWO CAPITOL HILL
PROVIDENCE RI 02903 US

JOHN K DUNLEAVY
ASSISTANT ATTORNEY GENERAL
133 STATE STREET STATE ADM BLDG
MONTPELIER VT 05633-5001 US

JAMES F SULLIVAN
CT DEPT OF TRANSPORTATION
P O BOX 317546
2800 BERLIN TURNPIKE
NEWINGTON CT 06113 US

RICHARD C CARPENTER
SOUTHWESTERN REGIONAL PLANNING AGENCY
1 SELL'S ST STREET SUITE 210
EAST NORWALK CT 06855 US

HONORABLE ROBERT G. TORRICELLI
UNITED STATES SENATE
1 RIVER FRONT PLAZA, 3RD FLOOR
NEWARK NJ 07102 US

EDWARD LLOYD
RUTGERS ENVIRONMENTAL LAW CLINIC
15 WASHINGTON STREET
NEWARK NJ 07102 US

MARTIN T DURKIN ESQ
DURKIN & BOGGIA 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 & SHERMAN
20 EXCHANGE PLACE 51ST FLOOR
NEW YORK NY 10005 US

JOHN R NADOLNY
BOSTON AND MAINE CORPORATION
IRON HORSE PARK
NORTH BILLERICA MA 01862 US

JAMES E HOWARD
95 CANAL STREET
BOSTON MA 02111 US

HON. EDWARD M KENNEDY
UNITES STATES SENATE
2400 JOHN F KENNEDY FEDERAL BLDG
BOSTON MA 02203 US

ROBERT D ELDER
MAINE DEPARTMENT OF TRANSPORTATION
16 STATE HOUSE STATION
AUGUSTA ME 04333 US

KAREN E SONGHURST
STATE OF VERMONT
133 STATE STREET
MONTPELIER VT 05633-5001 US

EDWARD J RODRIGUEZ
P.O. BOX 298
67 MAIN STREET
CENTERBROOK CT 06409 US

MICHAEL E STRICKLAND
NYK LINE (NORTH AMERICA) INC, SENIOR VICE PRE
300 LIGHTING WAY
SECAUCUS NJ 07094-1586 US

J WILLIAM VAN DYKE
NJ TRANSPORTATION PLANNING AUTHORITY
ONE NEWARK CENTER 17TH FLOOR
NEWARK NJ 07102 US

PHILIP SIDO
UNION CAMP CORPORATION
1600 VALLEY ROAD
WAYNE NJ 07470 US

TERI LENHART
CONCERNED CITIZENS OF EAST RIVERTON
1220 BANNARD STREET
CINNAMINSON NJ 08077-1802 US

LAWRENCE PEPPER, JR
GRUCCIO PEPPER
817 EAST LANDS AVE
VINELAND NJ 08360 US

ANTHONY BOTTALICO
UTU
420 LEXINGTON AVENUE ROOM 458-460
NEW YORK NY 10017 US
<table>
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<th>Name</th>
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<tr>
<td>WALTER E ZULLIG JR</td>
<td>METRO-NORTH COMMUTER RAILROAD COMPANY</td>
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<td>JAMES W HARRIS</td>
<td>THE METROPOLITAN PLANNING ORGANIZATION</td>
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<td>R. LAWRENCE MCCAFFREY, JR.</td>
<td>NEW YORK &amp; ATLANTIC RAILWAY</td>
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<td>HONORABLE ALFONSE M. D'AMATO</td>
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<td>ANGELO J CHICK JR.</td>
<td>LOCAL CHAIRMAN</td>
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<td>SHEILA MECK HYDE</td>
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<td>COLLS, &amp; KANTOR PC</td>
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<tr>
<td>R W GODWIN</td>
<td>BROTHERHOOD OF LOCOMOTIVE ENGINEERS</td>
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<td>H DOUGLAS MIDKIFF</td>
<td>GENESSEE TRANSPORTATION COUNCIL</td>
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<tr>
<td>DAVID W. DONLEY</td>
<td>3361 STAFFORD ST</td>
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<tr>
<td>JOHN A. VUONO</td>
<td>2310 GRANT BUILDING</td>
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<tr>
<td>ANTHONY P. SEMANCIK</td>
<td>347 MADISON AVENUE</td>
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<td>HUGH H. WELSH</td>
<td>LAW DEPT., SUITE 67E</td>
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<td>SAMUEL J NASCA</td>
<td>UTU STATE LEGISLATIVE DIRECTOR</td>
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<td>DANIEL B. WALSH</td>
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<td>DIANE SEITZ</td>
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<td>Peter A Gilbertson</td>
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<td>Debra L. Wilen</td>
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<td>Paul M Laurenza</td>
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<td>Carlos Evans Downs</td>
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<td>Kevin M Sheys</td>
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<td>Karl Morell</td>
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<td>John L Oberdorfer</td>
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<tr>
<td>Arvid E Roach II</td>
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<tr>
<td>Keith A Kliindworth</td>
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<tr>
<td>Eileen S Stommes</td>
<td>Room 4006-South Building Washington DC 20090-6456 US</td>
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<tr>
<td>Judge Jacob Leventhal, Office of Hearings</td>
<td>Federal Energy Regulatory Commission 888 - 1st St, N.E. Ste 11F Washington DC 20426 US</td>
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<tr>
<td>Richard E Sanderson</td>
<td>Office of Federal Activities US Environmental Protection Agency Washington DC 20460 US</td>
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<tr>
<td>Hon John Glenn</td>
<td>United States Senate Washington DC 20510 US</td>
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<tr>
<td>Hon. Barbara A. Mikulski</td>
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<td>Hon. Dan Coats</td>
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<td>Hon. William V. Roth Jr</td>
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<td>Hon. Christopher J Dodd</td>
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<td>Hon. Connie Mack</td>
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| U.S. House of Representatives   |                                | U.S. House of Representatives   |
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| HON JACK QUINN                  |                                 |                                 |
| U.S. House of Representatives   |                                 |                                 |
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| U.S. House of Representatives   |                                 |                                 |
| Washington DC 20515-4611 US     |                                 |                                 |

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<tr>
<td>Vaughn R Groves</td>
<td>PITTSTON COAL COMPANY</td>
<td>PO BOX 5100</td>
<td>Lebanon VA 24266 US</td>
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<tr>
<td>Frank N Jorgensen</td>
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<tr>
<td>HONORABLE LAWTON CHILES</td>
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Records: 367
NOTICE TO THE PARTIES:

A decision served on November 19, 1998, in the above proceeding, incorrectly listed the decided date as December 18, 1998. Please correct your copies to reflect the correct decided date of November 18, 1998.

By the Commission, Vernon A. Williams, Secretary.

Vernon A. Williams
Secretary
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HONORABLE JAMES H. BARCIA
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WASHINGTON DC 20515-2205 US

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<tr>
<td>HON JACK QUINN</td>
<td>U S HOUSE OF REPRESENTATIVES \nWASHINGTON DC 20515-3230 US</td>
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<td>HON PAUL E GILLMOR</td>
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<td>MICHAEL P HARMONIS</td>
<td>DEPARTMENT OF JUSTICE \n325 SEVENTH STREET, NW \nWASHINGTON DC 20530 US</td>
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<td>JOSEPH R. POMPONIO</td>
<td>FEDERAL RAILROAD ADMIN. \n400 SEVENTH STREET SW \nWASHINGTON DC 20590 US</td>
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<td>MITCHELL M. KRAUS</td>
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<td>WILLIAM W WHITEHURST JR</td>
<td>W W WHITEHURST &amp; ASSOCIATES INC \n12421 HAPPY HOLLOW ROAD \nCOCKEYSVILLE MD 21030-1711 US</td>
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<td>ROBERT J WILL</td>
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<td>GARRET G SMITH</td>
<td>MOBIL OIL CORPORATION \n3225 GALLANS RD RH 8A903 \nFAIRFAX VA 22037-0001 US</td>
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<td>PETER G. NYCE, JR.</td>
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<td>PAUL SAMUEL SMITH</td>
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<td>DAVID G ABRABAM</td>
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<td>CITIZENS ADVISORY COMMITTEE \n601 NORTH HOWARD STREET \nBALTIMORE MD 21201 US</td>
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<tr>
<td>CHARLES M CHADWICK</td>
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<tr>
<td>HENRY E. SEATON</td>
<td>7700 LEESBURG PIKE, STE 201 \nFALLS CHURCH VA 22043 US</td>
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<tr>
<td>ROBERT E MARTINEZ</td>
<td>VA SECRETARY OF TRANSPORTATION \nP O BOX 1475 \RICHMOND VA 23218 US</td>
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<td>HONORABLE GEORGE ALLEN</td>
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</tbody>
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This decision establishes a schedule to address the condition we imposed on behalf of the State of New York and the New York Department of Transportation (NYDOT) and the New York City Economic Development Corporation (NYCEDC) in connection with the transaction we authorized in Decision No. 89, served July 23, 1998. In our decision approving the primary transaction, we granted in part and denied in part the New York parties' responsive application in Sub-No. 69. As pertinent here, in Decision No. 89, slip op. at 177, we stated:

CSX must attempt to negotiate, with CP, an agreement pursuant to which CSX will grant CP either haulage rights unrestricted as to commodity and geographic scope, or trackage rights unrestricted as to commodity and geographic scope, over the east-of-the-Hudson Conrail line that runs between Selkirk (near Albany) and Fresh Pond (in Queens), under terms agreeable to CSX and CP, taking into account the investment that needs to continue to be made to the line.

By letter filed November 10, 1998, Canadian Pacific Railway Company, Delaware and Hudson Railway Company, Inc., Soo Line Railroad Company, and St. Lawrence & Hudson Railway Company Limited (collectively CP) indicate that the parties have been unable to reach an

1 In Decision No. 89, we approved, subject to conditions, the application by CSX Corporation and CSX Transportation, Inc. (collectively CSX), and Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively NS) under 49 U.S.C. 11321-26 for: (1) the acquisition of control of Conrail Inc., and Consolidated Rail Corporation (collectively Conrail); and (2) the division of Conrail's assets by and between CSX and NS.
agreement and request that we institute a proceeding addressing the matter. CP proposes a 95-day schedule with the filing of simultaneous evidentiary submissions. In a response filed November 12, 1998, CSX concurs with CP’s schedule, with further proposals by CSX that: railroads other than CP may be considered as operators over the east-of-the-Hudson route; responsive applicants’ descriptions of the terms of requested rights and environmental documentation be filed by Day 30 of the schedule; and the proceeding may be suspended if CSX reaches a tentative agreement with any carrier, including CP.

NYCEDC (by letter filed November 10, 1998) and NYDOT (by letter filed November 13, 1998, designated as NYS-30) endorse CP’s proposed schedule. NYDOT also opposes CSX’s requests to permit the consideration of railroads other than CP and the filing of new responsive applications. NYDOT asserts that CSX is reluctant to implement the pro-competitive relief granted by the Board on behalf of the New York parties, and contends that the Board should simply move to set the terms of CP’s access over the Hudson Line.

While we continue to favor a negotiated solution by CSX and CP, over 3 months have passed since we imposed the east-of-the-Hudson condition and the parties have not reached an agreement on implementation. In order to resolve this matter in a timely manner and to ensure that the Board’s important condition is implemented as envisioned, a procedural schedule with shorter timeframes than those advanced by the parties is warranted and will be adopted. Accordingly, we will deny CSX’s proposals to consider carriers other than CP and to suspend the procedural schedule should a preliminary agreement with another carrier be reached, and instead we will establish an evidentiary procedural schedule pursuant to which CSX and CP will be required to submit their proposed agreements with relevant evidence and argument on or before November 30, 1998, and CSX, CP, NYDOT, and NYCEDC may submit simultaneous responses to the proposed agreements by December 10, 1998.

CP shall resubmit its environmental verified statement filed October 6, 1997, certifying that none of the Board’s environmental thresholds would be exceeded by the proposed rail operations over this line. Because CP’s original environmental verified statement also embraced operations in other geographic areas, CP may modify its verified statement to apply exclusively to the proposed operations. If CP contemplates changes to its originally proposed operations, it should file a new verified statement, or other appropriate environmental documentation, if the Board’s environmental thresholds will be exceeded.

After examining the proposed agreements and responses, we intend to set the terms for the east-of-the-Hudson operations, based in whole or in part on the terms proposed, and bring about an expeditious resolution of this matter, which has already been the subject of substantial analysis in this proceeding. Because of the limited scope of this matter, CP, CSX, NYCEDC, and NYDOT will be required to serve copies of their filings only on one another, and on any other party who submits a request in writing on or after the service date of this decision. Service on all parties of record in STB
Finance Docket No. 33388 would be unduly burdensome and unnecessary. An original and 25 copies (and an electronic version) of all pleadings must be filed with the Board.

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

It is ordered:

1. Simultaneous proposals from CP and CSX are due November 30, 1998, addressing the east-of-the-Hudson condition imposed in Decision No. 89. Simultaneous responses from CP, CSX, NYCEDC, and NYDOT are due December 10, 1998.

2. CP shall resubmit its environmental verified statement filed October 6, 1997, certifying that none of the Board's environmental thresholds would be exceeded by the proposed rail operations over this line. CP may modify its verified statement to apply exclusively to the proposed operations. If CP contemplates changes to its originally proposed operations, it should file a new verified statement, or other appropriate environmental documentation, if the Board's environmental thresholds will be exceeded.

3. Due to the limited scope of the condition being addressed, we are modifying the service requirement so that CP, CSX, NYCEDC, and NYDOT are required to serve copies of their filings only on one another, and on any other party who submits a request in writing on or after the service date of this decision.

4. This decision is effective on its service date.

By the Board, Chairman Morgan and Vice Chairman Owen.

Vernon A. Williams
Secretary
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<td>MICHAEL P HARMONIS</td>
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SERVICE LIST FOR: 13-nov-1998 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

PAUL SAMUEL SMITH
US DEPARTMENT OF TRANSPORTATION
400 SEVENTH STREET SW, ROOM 4102 C-30
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G W FAUTH & ASSOCIATES INC
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WILLIAM W WHITEHURST JR
W W WHITEHURST & ASSOCIATES INC
12421 HAPPY HOLLOW ROAD
COCKEYSVILLE MD 21030-1711 US

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LINDA A JANETY J D
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BALTIMORE MD 21201-2365 US

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

HONORABLE GEORGE ALLEN
GOVERNOR, COMMONWEALTH OF VIRGINIA
STATE CAPITOL
RICHMOND VA 23219 US

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CAEZWV
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CLAY WV 25043 US

WILLIAM T BRIGHT
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SUMMERSVILLE WV 26651 US

SCOTT M SAYLOR
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RALEIGH NC 27604-1640 US

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CSX TRANSPORTATION
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480 OSCEOLA AVENUE
JACKSONVILLE FL 32250 US

PHILLIP L BELL
ERIE LACKAWANNA RAILROAD CO
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TALLAHASSEE FL 32302 US

JAMES L BELCHER
EASTMAN CHEMICAL COMPANY
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KINGSPORT TN 37662 US

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GENERAL CHAIRPERSON UTU
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KNOXVILLE TN 37940 US

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WORTHINGTON OH 43085 US

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COLUMBUS OH 43215 US

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KENOVA WV 25530 US

FRANK N JORGENSEN
THE ELK RIVER RAILROAD INC
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SUMMERSVILLE WV 26651 US

E NORRIS TOLSON
NC DEPT OF TRANSPORTATION
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1 S WILINGTON STREET
RALEIGH NC 27611 US

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J RANDALL EVANS
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OFFICE OF THE GOVERNOR
THE CAPITOL
TALLAHASSEE FL 32399-0001 US

WILLIAM L OSTEEN
ASSOCIATE GENERAL COUNSEL TVA
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KNOXVILLE TN 37902 US

HONORABLE KIRK FORDICE, GOVERNOR
STATE OF MISSISSIPPI
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JACKSON MS 39205 US

WILLIAM P HERNAN JR GENERAL CHAIRMAN
P O BOX 180
HILLIARD OH 43026 US

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

HONORABLE JOHN GLENN
U S SENATE ATTN: DAN EMERINE
200 N HIGH STREET S-600
COLUMBUS OH 43215-2408 US
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<td>HONORABLE PETER J. VISCLOSKY</td>
<td>U. S. HOUSE OF REPRESENTATIVES 215 WEST 35TH AVENUE</td>
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On October 26, 1998, Providence and Worcester Railroad Company (P&W or petitioner) filed a petition (undesignated) to clarify the transaction we authorized in Decision No. 89, served July 23, 1998, with respect to petitioner's interest in one of Conrail's terminal properties known as New Haven Station. According to P&W, under the terms of a 1982 order of the former Special Court, it has the right to acquire New Haven Station if Conrail withdraws from, or abandons or discontinues, freight service at that location. P&W refers to a specific provision of the 1982 order, paragraph 21, to support its claim.

In Decision No. 89, we noted that it appeared to us that substituting CSX for Conrail would not be inconsistent with the Special Court's order. However, if it were deemed to be inconsistent, we found that applicants' continued ownership and use of New Haven Station was an integral and necessary part of the CSX/NS/Conrail transaction. We said that, although it seemed unlikely that

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1 In Decision No. 89, we approved, subject to conditions, the application by CSX Corporation and CSX Transportation, Inc. (collectively CSX), and Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively NS) under 49 U.S.C. 11321-26 for: (1) the acquisition of control of Conrail Inc., and Consolidated Rail Corporation (collectively Conrail); and (2) the division of Conrail's assets by and between CSX and NS.

2 The Special Court was created pursuant to section 209 of the Regional Rail Reorganization Act of 1973 to handle judicial proceedings relating to properties conveyed to restructured railroads in the Northeast United States under the Final System Plan (FSP). The United States District Court for the District of Columbia now exercises the jurisdiction formerly exercised by the Special Court.
P&W's rights under the Special Court's 1982 order would be triggered by a sale to another carrier, any rights that P&W might otherwise have had in the property were preempted under 49 U.S.C. 11321(a). Subsequently, in Decision No. 92, served August 24, 1998, we denied P&W's petition to stay the transaction. In challenging our decision to preempt its rights, P&W indicates that it has commenced a proceeding before the Special Court and has also filed a petition for review in the Court of Appeals.

In its petition for clarification, P&W states that Conrail has taken the position in recent pleadings filed in the appellate proceedings that our override decision does not completely extinguish P&W's rights, but rather allows CSX to step into Conrail's shoes with respect to New Haven Station. Thus, should CSX subsequently abandon or discontinue freight service at that facility, it is Conrail's position, according to petitioner, that P&W's residual rights to acquire the property under the Special Court's order would be activated. P&W asks us to clarify the scope of our override ruling.

In reply (designated CSX-165), CSX states that, as a result of our override, it will step into Conrail's shoes relative to New Haven Station. CSX asserts that, although P&W will not presently be able to exercise its purchase right provided by the Special Court's order in connection with the transaction contemplated by the primary application, after the transaction is consummated CSX will be bound by the order as fully as Conrail was previously.

As appropriate under section 11321, we clarify that we only intended to override the 1982 order of the Special Court to the extent necessary to permit the CSX/NS/Conrail transaction to go forward. In other words, our preemption was only to the extent that the Special Court order could be read to block this transfer. When CSX obtains the New Haven facilities, it will stand in Conrail's shoes. CSX will continue to honor the Special Court order, as it has agreed in this proceeding to honor other obligations of Conrail. Thus, if CSX "withdraws, abandons, or discontinues" service at New Haven Station, P&W's rights under the 1982 order will be activated. Overriding the Special Court order altogether is unnecessary to permit the transaction to be carried out within the meaning of 49 U.S.C. 11321.

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

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3 According to applicants' transaction agreement, CSX will acquire Conrail's rail facilities in New Haven and the nearby Cedar Hill Yard.

4 As noted, the functions of the Special Court have been assumed by the U.S. District Court for the District of Columbia.
It is ordered:

1. Our preemption under 49 U.S.C. 11321 of the Special Court's 1982 order as it relates to New Haven Station is clarified to the extent set forth in this decision.

2. This decision is effective on its service date.

By the Board, Chairman Morgan and Vice Chairman Owen.

Vernon A. Williams
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BELLEVUE OH 44811 US

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400 TECHNECENTER DRIVE STE 320
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EASTERN TRANSPORT AND LOGISTICS
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HONORABLE DAN COATS,
UNITED STATES SENATE
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CITY OF EAST CHICAGO
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GARY IN 46408 US

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T SCOTT BANNISTER
T SCOTT BANNISTER AND ASSOCIATES
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DES MOINES IA 50309 US

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RICHARD E KERTH
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HAMILTON OH 45020-0001 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

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CITY OF CINCINNATI
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MICHAEL P MAXWELL JR
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INDIANAPOLIS IN 46204 US

J PATRICK LATZ
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PO BOX 51451
INDIANAPOLIS IN 46251-0451 US

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

CARL FELLER
DEKALB AGRA INC
P. O. BOX 127
4743 COUNTY ROAD 28
WATERLOO IN 46793-0127 US

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FELHABER LARSON FENLON & VOOGT PA
601 SECOND AVENUE SOUTH 4200 FIRST BANK PLACE
MINNEAPOLIS MN 55402-4302 US

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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

Decision No. 93

NOTICE

A court action, entitled as shown below, was instituted on or about October 30, 1998, involving the above-entitled proceeding:

No. 98-1496

Indiana Rail Road Company

v.

Surface Transportation Board

United States of America

before the

United States Court of Appeals for the District of Columbia Circuit

VERNON A. WILLIAMS
Secretary
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SERVICE LIST FOR: 10-nov-1998 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

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

L BLAINE BOSWELL
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ONE PPG PLACE
PITTSBURGH PA 15272 US

D W DUNLEVY
STATE LEGISLATIVE DIRECTOR UTU
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HONORABLE THOMAS J RIDGE
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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

G CRAIG SCHELTER
PHILADELPHIA INDUSTRIAL DEVELOPMENT CORPORATION
2600 CENTRE SQUARE WEST 500 MARKET ST
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1313 NORTH MARKET STREET
WILMINGTON DE 19894 US

FREDERICK H SCHRANCK
PO BOX 778
DOVER DE 19903 US
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SERVICE LIST FOR: 10-nov-1998 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

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

HON NYDIA M. VELAZQUEZ
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON ED TOWNS
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WASHINGTON DC 20515 US

HON LOUISE M. SLAUGHTER
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON CHARLES SCHUMER
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HON CHRISTOPHER SHAYS
U.S. HOUSE OF REPRESENTATIVES
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HON CHARLES RANGEL
U.S. HOUSE OF REPRESENTATIVES
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HON MICHAEL MCNULTY
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HON THOMAS MANTON
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

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

HON JOHN J. LAFALCE
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 ROD R. BLAGOJEVICH
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-1305 US

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

HON 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

HON PAUL E. GILLMOR
HOUSE OF REPRESENTATIVES
1203 LONGWORTH HOUSE OFFICE BUILDING
WASHINGTON DC 20515-3505 US

CONG BOB CLEMENT
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-4205 US

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

HONORABLE BOBBY L. RUSH
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11/10/1998
### Service List for: 10-Nov-1998 STB FD 33388 0 CSX Corporation and CSX Transportation

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<td>Honorable George Allen</td>
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<td>David G Abraham</td>
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<td>John F Wing Chairman</td>
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<td>Charles M Chadwick</td>
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## Service List for: 10-Nov-1998 STB FD 33388 0 CSX Corporation and CSX Transportation

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<td>Kenova</td>
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<tr>
<td>WILLIAM T BRIGHT</td>
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<td>Terrell</td>
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<td>SCOTT M SAYLOR</td>
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<td>J RANDALL EVANS</td>
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<td>General Chairman UTU</td>
<td>Jacksonville</td>
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<td>Company/Title</td>
<td>Address</td>
<td>City, State Zip Code</td>
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11/10/1998
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

Decision No. 96

NOTICE

A court action, entitled as shown below,
was instituted on or about October 29, 1998,
involving the above-entitled proceeding:

No. 98-1493

National Lime & Stone Company

v.

Surface Transportation Board

United States of America

before the

United States Court of Appeals for the District of Columbia Circuit

VERNON A. WILLIAMS
Secretary

1 Embraces STB Finance Docket No. 33388 (Sub-No. 80),
Responsive Application—Wheeling & Lake Erie Railway Company.
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<td>Charles A. Spitalnik</td>
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On September 21, 1998, New England Central Railroad, Inc. (NECR or petitioner) filed a petition (designated as NECR-10) to set one term of a trackage rights arrangement or for clarification with respect to the transaction we authorized in Decision No. 89, served July 23, 1998. In its petition, NECR states that, although the parties are close to reaching a final agreement on their trackage rights arrangement, one matter remains as to which it and CSX are in irreconcilable disagreement. NECR therefore asks us to resolve this issue in the manner and to the extent sought in its petition. By reply filed October 13, 1998 (designated as CSX-164), CSX opposes NECR’s requested relief.

BACKGROUND

In our decision approving the primary transaction, we also granted NECR’s responsive application in Sub-No. 75 insofar as it sought trackage rights from CSX between Palmer, MA, and West Springfield, MA. As pertinent here, in Decision No. 89, slip op. at 105, we stated:

Despite the fact that its diversion evidence is flawed, NECR has shown that it will be financially harmed by this transaction. Moreover, it is clear that NECR provides important services both for its shippers and for Amtrak. Accordingly, to

1 In Decision No. 89, we approved, subject to conditions, the application by CSX Corporation and CSX Transportation, Inc. (collectively CSX), and Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively NS) under 49 U.S.C. 11321-26 for: (1) the acquisition of control of Conrail Inc., and Consolidated Rail Corporation (collectively Conrail); and (2) the division of Conrail’s assets by and between CSX and NS.
ensure NECR’s continued ability to provide these services, we will require applicants to grant NECR trackage rights as sought between Palmer, MA, and Springfield, MA. These trackage rights will facilitate through movements with NECR’s affiliate, Connecticut Southern Railroad.

To implement this condition, we required CSX and NECR to negotiate the details of the trackage rights arrangement and, if negotiations were not successful, to submit separate proposals no later than September 21, 1998. Id. at 105 and 180. In subsequent decisions, we extended the parties’ reporting due date, most recently to November 20, 1998. See Decision Nos. 94 and 97, served October 1 and 26, 1998.

According to NECR, the disputed issue concerns a so-called blocking provision\(^2\) in a 1996 acquisition agreement between Conrail and Connecticut Southern Railroad (CSO), and the extent to which the blocking provision is overridden (if at all) by our trackage rights condition on NECR’s behalf. Petitioner indicates that the blocking provision requires CSO to pay certain penalties to Conrail for each loaded car CSO interchanges with a carrier other than Conrail. Petitioner maintains that the blocking provision in CSO’s contract should not apply to any traffic interchanged between CSO and NECR pursuant to the Palmer-Springfield trackage rights now under negotiations.

CSX has stated that it will not apply the blocking provision to traffic for which the only potential Conrail participation is over the Palmer-Springfield segment, including traffic that originates on NECR and terminates on CSO, or vice versa. NECR contends that this interpretation insufficiently limits the blocking provision and thus is inconsistent with the relief we intended for the following reasons: (1) our grant of trackage rights between Palmer and Springfield, MA, on behalf of NECR was without limitation; (2) we were presumably aware that most of the traffic that would be interchanged between CSO and NECR would originate or terminate at points beyond the NECR, a party we specifically found would be financially harmed by the Conrail transaction; (3) CSX’s position is at odds with its broader assertion in the proceeding that the Board can override private contracts where necessary; and (4) CSX’s partial lifting of the blocking provision is inconsistent with its refusal to permit a total override of the provision.

CSX maintains that the petition conflicts with NECR’s position, earlier in this proceeding, that its affiliated carriers, including CSO, need not and should not be parties to NECR’s responsive application. CSX also argues that the condition we imposed need not be altered or clarified to meet our objective of preserving the services offered by NECR, and that elimination of the blocking

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\(^2\) Blocking provisions are features in many contracts for the sale or lease of rail lines by Class I carriers to shortline carriers. They are imposed by the sellers to ensure that the traffic originated by shortline carriers on these line segments continues to flow over the lines of the seller to the maximum extent possible. See Decision No. 89, slip op. at 77.
provision for traffic moving from or to CSO via the Palmer-Springfield trackage rights would represent an unnecessary and unreasonable windfall for CSO. According to CSX, granting NECR’s request would permit CSO to evade the blocking provision entirely, since Guilford Rail System and Providence and Worcester Railroad Company, the only railroads other than Conrail with which CSO now directly connects, could avoid the blocking provision by routing traffic to and from CSO by means of intermediate movements on NECR via the Palmer-Springfield segment.

DISCUSSION AND CONCLUSIONS

We will not grant the relief sought by NECR. In Decision No. 89, we found that applicants’ estimate that the transaction would lead to the annual diversion of $1.6 million from NECR was more reliable than NECR’s estimate of $8 million. We also found that this traffic diversion could impair NECR’s ability to continue to provide important services, and we imposed the condition at issue here to remedy that harm. Our intent was not to indemnify NECR against those losses dollar for dollar. Rather, our intent was to give NECR the opportunity to achieve significant operational cost savings and obtain additional traffic sufficient to ensure that its services would not be unduly impaired.

CSX has explained that it has accepted our admonition that blocking provisions must not be “interpreted in such a way that the transaction would expand their reach.” Decision No. 89, slip op. at 77. Accordingly, CSX states that it will not interpret the blocking provision it has inherited to apply to traffic in which the only potential Conrail participation is over the Palmer-Springfield segment, including traffic that originates on NECR and terminates on CSO, or vice versa. See CSX-164 at 6. With this interpretation, which we believe to be correct, NECR will be able to take advantage of the operational cost savings and the potential to gain truck-competitive traffic it envisioned from its new linkage with CSO. As NECR has explained:

If NECR is granted the right to connect with the CSO, the two railroads would be able to achieve a number of efficiencies. For example, employees could be utilized more efficiently and locomotives could be shared thereby reducing costs for both carriers. Because of current [Conrail] restrictions, it takes two weeks for NECR to move a locomotive over the 30-mile [Conrail] line between the NECR and CSO. Under current conditions, locomotive sharing between NECR and CSO is simply not practical.

NECR-8, RVS Carlstrom at 7.

NECR is aware of traffic currently handled by trucks to markets served by its affiliate, the Connecticut Southern Railroad (CSO), which could be diverted to a joint NECR-CSO movement. We estimated that NECR would be able to generate about $2 million annually from this traffic.
While the magnitude of the operational cost savings that will accrue to these two affiliated small railroads and the degree to which the blocking provision will impede their ability jointly to compete for new, truck-competitive traffic are not altogether clear, we find on this record that NECR has failed to demonstrate that the condition we imposed on NECR's behalf must be clarified or expanded as sought by NECR. We will, however, continue to assess this situation carefully during the course of our oversight proceeding, and we will be prepared to alter the original condition if it is not working as intended to preserve the important services offered by NECR to its shippers and to Amtrak.

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

It is ordered:

1. The petition to set terms of trackage rights agreement or for clarification (NECR-10) is denied.

2. This decision is effective on its service date.

By the Board, Chairman Morgan and Vice-Chairman Owen.

Vernon A. Williams
Secretary

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3 We note that NECR has not raised the issue of the blocking provision previously in this proceeding. Moreover, the Association of American Railroads and the American Short Line and Regional Railroad Association at our urging recently have reached an agreement addressing blocking provisions along with a number of other issues involving the relationship between the larger and smaller railroads. See Association of American Railroads and American Short Line and Regional Railroad Association--Agreement--Application Under 49 U.S.C. 10706, STB Docket No. S5R 100 (STB served Sept. 22, 1998). CSX confirms that it will honor this agreement.
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<td>HON CHARLES SCHUMER</td>
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<td>HONORABLE JOHN J. LAFALCE</td>
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<tr>
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<td>General Chairperson UTU 145 Campbell Ave SW Ste 207 Roanoke VA 24011 US</td>
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<tr>
<td>Vaughn R Groves</td>
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<td>R K Sargent</td>
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<tr>
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In Decision No. 89, in addition to approving the primary application, the Board imposed a condition requiring CSX to negotiate with Canadian Pacific Railway Company, Delaware and Hudson Railway Company, Inc., Soo Line Railroad Company, and St. Lawrence & Hudson Railway Company Limited (referred to collectively as CP), as regards CP haulage rights or trackage rights over Conrail's east-of-the Hudson line running between Selkirk and Fresh Pond, NY. In connection with this condition, CSX and CP were required to advise the Board no later than October 21, 1998, of the status of their negotiations. See Decision No. 89, slip op. at 82-83 and 177. By correspondence separately filed October 22, 1998, CP requests a 7-day extension in which to report to the Board whether a final agreement has been reached, while CSX seeks a 20-day extension of the reporting deadline. A 20-day extension will be granted.

It is ordered:

1. The due date for submitting a report regarding an agreement for CP haulage rights or trackage rights over Conrail's east-of-the Hudson line running between Selkirk and Fresh Pond, NY, is extended to November 10, 1998. If CSX and CP have not reached an agreement by that date, the Board will initiate a proceeding addressing this matter.

2. This decision is effective on its service date.

By the Board, Vernon A. Williams, Secretary.

Vernon A. Williams
Secretary

---

1 In Decision No. 89, served July 23, 1998, the Board approved, subject to conditions, the application by CSX Corporation and CSX Transportation, Inc. (collectively CSX), and Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively NS) under 49 U.S.C. 11321-26 for: (1) the acquisition of control of Conrail Inc., and Consolidated Rail Corporation (collectively Conrail); and (2) the division of Conrail's assets by and between CSX and NS.

2 CSX also states that the parties have reached agreement on almost all points and will endeavor to consummate a final agreement within the next 20 days.
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<td>ANTHONY P. SEMANCIK</td>
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<td>Hon. Barbara A. Mikulski</td>
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<td>Hon Jack Quinn</td>
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<td>HONORABLE DEBORAH PRYCE</td>
<td>U.S. House of Representatives 500 South Front Street, Room 1130</td>
<td>Columbus</td>
<td>OH 43215</td>
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<tr>
<td>DOREEN C JOHNSON</td>
<td>CHIEF ANTITRUST SECTION OHIO ATTY GENERAL OFFICE 140 East Town Street, First Floor</td>
<td>Columbus</td>
<td>OH 43215-6001 US</td>
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<td>ROBERT J COOPER</td>
<td>GENERAL CHAIRPERSON UTU 1238 Cass Road Maumee</td>
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<tr>
<td>DAVID DYSARD</td>
<td>TMACOG PO BOX 9508 300 Central Union Plaza Toledo</td>
<td>OH 43697-9508 US</td>
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<tr>
<td>MAYOR VINCENT M URBIN</td>
<td>150 Avon Belden Rd Avon Lake</td>
<td>OH 44012 US</td>
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<tr>
<td>COLETTA MCMANEE SR</td>
<td>CUBELL IMPROVEMENT INC 11500 Franklin Blvd Ste 104</td>
<td>Cleveland</td>
<td>OH 44102 US</td>
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<tr>
<td>C L LITTLE</td>
<td>UNITED TRANSPORTATION UNION 14600 Detroit Ave</td>
<td>Cleveland</td>
<td>OH 44107 US</td>
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<tr>
<td>C V MONIN</td>
<td>BROTHERHOOD OF LOCOMOTIVE ENGINEERS 1370 Ontario Street</td>
<td>Cleveland</td>
<td>OH 44113 US</td>
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<tr>
<td>DAVID ROLOFF</td>
<td>GOLDSTEIN &amp; ROLOFF 526 Superior Avenue East Suite 1440</td>
<td>Cleveland</td>
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<tr>
<td>DAVID J MATTY</td>
<td>CITY OF ROCKY RIVER 21012 Hilliard Road Rocky River</td>
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<td>C D WINEBRENNER</td>
<td>GENERAL CHAIRPERSON UTU 27821 Euclid Av Rm 200 Euclid</td>
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<tr>
<td>CHARLES ZUMKHER</td>
<td>ROETZEL ANDREWS CO LPA 75 East Market Street Akron</td>
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<tr>
<td>CHARLES E ALLENBAUGH JR</td>
<td>EAST OHIO STONE COMPANY 2000 W Besson St Alliance</td>
<td>OH 44601 US</td>
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<td>HONORABLE JOHN GLENN</td>
<td>U.S. SENATE ATTN: DAN EMERINE 200 N High Street S-600 Columbus</td>
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<td>JAMES R JACOBS</td>
<td>JACOBS INDUSTRIES 2 Quarry Lane Stony Ridge</td>
<td>OH 43463 US</td>
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<tr>
<td>ROBERT E GREENLESE</td>
<td>TOLEDO-LUCAS COUNTY PORT AUTHORITY 1 Maritime Plaza Suite 700 Toledo</td>
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<tr>
<td>RON MARQUARDT</td>
<td>LOCAL UNION 1810 UMWA R D #2 Rayland</td>
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<td>CHARLES S HESSE</td>
<td>CHARLES HESSE ASSOCIATES 7777 Bainbridge Road Cuyahoga Falls</td>
<td>OH 44023-2124 US</td>
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<tr>
<td>ANITA R BRINDZA</td>
<td>THE ONE FIFTEEN HUNDRED BUILDING 11500 Franklin Blvd Suite 104 Cleveland</td>
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<tr>
<td>CLINTON J MILLER III</td>
<td>GENERAL COUNSEL UNITED TRANSPORTATION UNION 14600 Detroit Avenue</td>
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<tr>
<td>CHRISTOPHER C MCCracken</td>
<td>ULMER &amp; BERNE LLP 1300 East Ninth Street Suite 900 Cleveland</td>
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<td>INAJO DAVIS CHAPPELL</td>
<td>ASHTA CHEMICALS INC 1300 East Ninth Street Suite 900 Cleveland</td>
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<tr>
<td>MICHAEL J GARRIGAN</td>
<td>BP CHEMICALS INC 4440 Warrensville Ctr Rd Cleveland</td>
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<tr>
<td>GARY A EBERT</td>
<td>CITY OF BAY VILLAGE 350 Dover Center Road Bay Village</td>
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<td>SYLVIA R. CHINN-LEVY</td>
<td>NEFCO 969 Copley Road Akron</td>
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<td>RANDALL C. HUNT</td>
<td>KRUGLIACK, WILKINS, GRIFFITHS &amp; DOUGHERTY CO. P O BOX 36963 4775 Munson St NW Canton</td>
<td>OH 44735-6963 US</td>
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SERVICE LIST FOR: 26-oct-1998 STB FD 33388 O CSX CORPORATION AND CSX TRANSPORTATION

D G STRUNK JR
GENERAL CHAIRPERSON UTU
817 KILBOURNE STREET
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313 RIVER OAKS DRIVE
CALUMET CITY IL 60409 US

RICHARD A GAVIL
10700 GENTRY LANE NO 104
TINLEY PARK IL 60477 US

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<td>CHRISTINE H. ROSSO</td>
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STEPHEN M UTHOFF
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JOHN D FITZGERALD
UTU, GENERAL CHAIRPERSON
400 E EVERGREEN BLVD STE 217
VANCOUVER WA 98660-3264 US

Records: 366
In Decision No. 89, in addition to approving the primary application, the Board imposed a condition requiring CSX to meet with Illinois Central Railroad Company (IC) to attempt to resolve their dispute regarding dispatching of the Leewood-Aulon line in Memphis, TN, and to advise the Board no later than September 21, 1998, of the status of their negotiations. See Decision No. 89, slip op. at 102 and 178. At the parties' request, the Board extended this deadline to October 21, 1998. See Decision No. 95, served October 1, 1998. By correspondence filed October 21, 1998, CSX states that, although it continues to negotiate with IC over this matter, the parties request a further extension to November 20, 1998. The extension request will be granted.

It is ordered:

1. The request for a further extension for submitting a status report regarding dispatching of the Leewood-Aulon line is granted. The due date is now November 20, 1998.

2. This decision's effective on its service date.

By the Board, Vernon A. Williams, Secretary.

Vernon A. Williams
Secretary

1 In Decision No. 89, served July 23, 1998, the Board approved, subject to conditions, the application by CSX Corporation and CSX Transportation, Inc. (collectively CSX), and Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively NS) under 49 U.S.C. 11321-26 for: (1) the acquisition of control of Conrail Inc., and Consolidated Rail Corporation (collectively Conrail); and (2) the division of Conrail's assets by and between CSX and NS.

2 This reference to "the parties" is understood to mean that IC joins in the extension request.
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<tr>
<td>JAMES W HARRIS</td>
<td>THE METROPOLITAN PLANNING ORGANIZATION</td>
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<tr>
<td></td>
<td>1 WORLD TRADE CENTER STE 82 EAST</td>
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<td>NEW YORK NY 10048-0043 US</td>
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<td>R. LAWRENCE MCCAFFREY, JR.</td>
<td>NEW YORK &amp; ATLANTIC RAILWAY</td>
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<td>405 LEXINGTON AVENUE 50TH FLOOR</td>
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<td>HONORABLE ALFONSE M. D'AMATO</td>
<td>UNITED STATES SENATE</td>
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<td>LEO O'BRIEN OFFICE BUILDING, ROOM 420</td>
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<tr>
<td>DIANE SEITZ</td>
<td>CENTRAL HUDSON GAS &amp; ELECTRIC CORP</td>
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1331 F STREET N W, 4TH FLOOR
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<td>DENNIS G LYONS</td>
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<td>GEORGE W MAYO JR</td>
<td>HOGAN &amp; HARTSON LLP</td>
<td>555 THIRTEENTH STREET NW COLUMBIA SQUARE</td>
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<tr>
<td>WILLIAM W MILLAR</td>
<td>AMERICAN PUBLIC TRANSIT ASSOCIATION</td>
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<td>KEVIN M SHEYS</td>
<td>OPPENHEIMER WOLFF &amp; DONNELLY &amp; BAYH LLP</td>
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<td>PAUL M LAURENZA</td>
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<td>LOUIS E GITOMER</td>
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<td>JOHN H BROADLEY</td>
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<td>WILLIAM A MULLINS</td>
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<td>FRITZ R KAHN</td>
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<td>NICHOLAS J DIMICHAEL</td>
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<td>MARK H SIDMAN</td>
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STEPHEN H BROWN  VORYS SATER SEYMOUR AND PEASE
1828 L STREET NW
WASHINGTON DC 20036 US

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10/26/1998 Page 9
SERVICE LIST FOR: 26-oct-1998 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

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SERVICE LIST FOR: 26-oct-1998 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

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<td>Chief, Public Utilities Bureau, Ill. Attorney</td>
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<td>Richard F. Friedman, Esq</td>
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On September 21, 1998, New England Central Railroad, Inc. (NECR) filed a petition (designated as NECR-10) for the Board to set one term of a trackage rights arrangement or to provide clarification with respect to the transaction the Board authorized in Decision No. 89, served July 23, 1998. The Board subsequently granted CSX's request, to which NECR concurred, to extend the deadline for concluding the trackage rights negotiation by 30 days to October 21, 1998. By correspondence filed October 21, 1998, CSX states that, apart from the matter addressed in the NECR-10 petition, the parties expect to resolve the remaining issues by mutual consent. To resolve these issues, CSX seeks an additional 30-day extension to November 20, 1998. CSX states that NECR concurs with this request. The extension will be granted.

In Decision No. 89, the Board approved, subject to conditions, the applications by CSX Corporation and CSX Transportation, Inc. (collectively CSX), and Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively NS) under 49 U.S.C. 11321-26 for: (1) the acquisition of control of Conrail Inc., and Consolidated Rail Corporation (collectively Conrail); and (2) the division of Conrail's assets by and between CSX and NS. In that decision, the Board also approved NECR's responsive application in Sub-No. 75 insofar as it seeks trackage rights between Palmer, MA, and West Springfield, MA. The Board required CSX and NECR to negotiate the details of such trackage rights and, if negotiations are not fully successful, to submit separate proposals no later than September 21, 1998. See Decision No. 89, slip op. at 105 and 180.
It is ordered:

1. The deadline set forth in Decision No. 89, Ordering Paragraph No. 64, is extended to November 20, 1998. If any terms of the trackage rights arrangement between Palmer, MA, and West Springfield, MA, are not resolved through negotiations between CSX and NECR, the parties must submit separate proposals no later than November 20, 1998.

2. This decision is effective on its service date.

By the Board, Vernon A. Williams, Secretary.

Vernon A. Williams
Secretary
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<td>HONORABLE THOMAS J RIDGE</td>
<td>225 MAIN CAPITOL BUILDING</td>
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<td>BELNAP FREEMAN</td>
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<td>KRISTOPHER MICHAEL KLEMICK</td>
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<td>HARRY C BARBIN</td>
<td>608 HUNTINGDON PIKE</td>
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<td>WILLIAM R THOMPSON</td>
<td>1600 ARCH ST 10TH FLOOR</td>
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<td>JOHN J EHLINGER JR</td>
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<td>JOHN J COSCIA, EXECUTIVE DIRECTOR</td>
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<td>ERIC M HOCKY</td>
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<td>MARTIN W BERCOVICI</td>
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<td>JONATHAN K LEARY, GENERAL MANAGER</td>
<td>1234 MARKET STREET 5TH FLOOR</td>
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<td>George W Mayo Jr</td>
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<td>Rose-Michele Weinryb</td>
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<tr>
<td>Daniel Duff</td>
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<td>1301 K Street NW STE 600 EAST</td>
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<th>Honorable</th>
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SERVICE LIST FOR: 26-oct-1998 STB FD 33388 0 CSX CORPORATION AND CSX TRANSPORTATION

HON JAMES TRAFICANT JR
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HON. JOHN J. DUNCAN
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HON MICHAEL FORBES
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HON ELIOT L ENGEL
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HON GARY ACKERMAN
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HON JERROLD NADLER
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HON MAURICE HINCHEY
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US
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<td>Paul Smith</td>
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<tr>
<td>David Abraham</td>
<td>Suite 400, 7315 Wisconsin Avenue, Bethesda MD 20814 US</td>
</tr>
<tr>
<td>John M Robinson</td>
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<td>Citizens Advisory Committee, 601 North Howard Street, Baltimore MD 21201 US</td>
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<tr>
<td>Charles Chadwick</td>
<td>Maryland Midland Railway Inc, Union Bridge MD 21791 US</td>
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<tr>
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<td>William P. Jackson, Jr.</td>
<td>Jackson &amp; Jessup, P.O. Box 1240, 3426 North Washington Blvd, Arlington VA 22210 US</td>
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<td>Robert E Martinez</td>
<td>VA Secretary of Transportation, P.O. Box 1475, Richmond VA 23218 US</td>
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<td>Paul Gillmor</td>
<td>House of Representatives, 1203 Longworth House Office Building, Washington DC 20515-3505 US</td>
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<td>Mitchell M. Kraus</td>
<td>Transportation Communications International, 3 Research Place, Rockville, MD 20850 US</td>
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<td>William W Whitehurst Jr</td>
<td>W. W. Whitehurst &amp; Associates Inc, 12421 Happy Hollow Road, Cockeysville MD 21030-1711 US</td>
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<td>Robert J. Will</td>
<td>United Transportation Union, 4134 Grave Run Rd, Manchester MD 21102 US</td>
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<td>Linda A. Janey J. D.</td>
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<tr>
<td>Honorable George Allen</td>
<td>Governor, Commonwealth of Virginia, State Capitol, Richmond VA 23219 US</td>
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<td>Herbert Potts</td>
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<tr>
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<tr>
<td>Jane Doe</td>
<td>222 Second St, Anytown, State, Zip</td>
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<tr>
<td>Michael Taylor</td>
<td>333 Fourth St, Anytown, State, Zip</td>
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</table>

**Service List for: 26-Oct-1998 STB FD 33388 0 CSX Corporation and CSX Transportati**

- Doreen C Johnson, Chief Antitrust Section
- Robert J Cooper, General Chairperson UTU
- Robert E Greenleaf, Toledo-Lucas County Port Authority
- Mayor Vincent M Urrin, Avon Lake OH 44012 US
- Colette McNamie Sr, Cudell Improvement Inc
- C L Little, United Transportation Union
- C V Monin, Brotherhood of Locomotive Engineers
- David Roloff, Goldstein & Roloff
- David J Matty, City of Rocky River
- C D Winebrenner, General Chairperson UTU
- Charles Zumkehr, Roetzel & Andress Co LPA
- Charles E Allenbaugh Jr, East Ohio Stone Company

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- Clinton J Miller III, General Counsel
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- Inajo Davis Chappell, Ashta Chemicals Inc
- Michael J Garrigan, BP Chemicals Inc
- Gary A Ebert, City of Bay Village
- Sylvia R. Chinn-Levy, NEFCO
- Randall C. Hunt, With, Griffiths & Dougherty Co.
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<td>EDWARD WASHINGTON, II</td>
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<td>EARL L HEAL &amp; ASSOCIATES</td>
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