

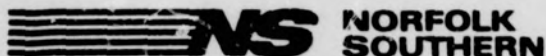
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Norfolk Southern Corporation
1500 K Street, N.W., Suite 375
Washington, D.C. 20005
202/383-4115
Direct: 202/383-4425
Fax: 202/383-4018
email: bmaestri@nscorp.com

Bruno Maestri
Vice President
Public Affairs

December 31, 2003

209757

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 700
Washington, D.C. 20423-0001

ENTERED
Office of Proceedings

DEC 31 2003

Part of
Public Record

Re: Finance Docket No. 33388, Altoona and Blair County Quarterly Report

Dear Secretary Williams:

I am pleased to submit the enclosed original and ten copies of Norfolk Southern's seventh quarterly report, as required by Decision No. 198 (served September 19, 2001) in Finance Docket No. 33388, describing Norfolk Southern's efforts to develop insourcing business for the Juniata Locomotive Shop and to work with the Altoona and Blair County area on alternative economic development projects.

The enclosed quarterly report builds on the information provided in NS' previous quarterly reports. In this seventh report, newly-added information, covering developments during the fourth quarter of 2003, is highlighted in **Bold**.

Very truly yours,

Bruno Maestri

Enclosures

cc: (w/encl.) Chairman Roger P. Nober
The Hon. Arlen Specter
Scott N. Stone, Esq.
Richard S. Edelman, Esq.



209757

STB Finance Docket No. 33388
CSX Corp., et al., Norfolk Southern Corp., et al., - Control and Operating
Leases/Agreements - Conrail Inc., et al.

**Seventh Quarterly Report of Norfolk Southern Railway Company
Regarding the Altoona and Blair County Area**

(as of January 2, 2004)

Norfolk Southern Railway Company ("NS") submits this quarterly report pursuant to Decision No. 198 (served September 19, 2001) in Finance Docket No. 33388. This report describes NS' efforts since the beginning of the second quarter 2002 to attract insourcing business to the Juniata Locomotive Shop and its efforts to work with the Altoona and Blair County area on alternative economic development projects. In this report, updates from NS' previous report will appear in **Bold**. This report begins with a description of the major industrial facilities in the Altoona/Blair County area that can be served by NS.

As noted previously, NS' efforts to secure insourcing projects for JLS and to develop commercial relationships with regard to other facilities in the Altoona and Blair County area are ongoing and often involve commercially sensitive negotiations. Accordingly, in some cases, NS will not present a detailed discussion of particular initiatives in this report in order to protect NS' competitive and commercial efforts. In some cases, particular initiatives of significant competitive and commercial import will not be discussed at all until such time as agreements are reached.

Facilities in the Altoona/Blair County Area

The following are major industrial facilities in the Altoona/Blair County area that can be served by NS or by shortline railroads connected to NS:

Ardie J. Dillion Industrial Park is an industrial park located in the Interstate 99 Enterprise Zone.¹ It is located on Interstate 99 approximately half way between Tyrone and Altoona, and is adjacent to NS lines. Seven industries are located in the industrial park.

Juniata Locomotive Shop ("JLS") is one of NS' two current facilities for major locomotive repair, overhaul and heavy maintenance. (The other such facility is located in Roanoke, Virginia.) JLS also provides running repairs to NS' fleet of locomotives, as do other facilities on the NS system. The facility, which dates from 1890, has a total of 28 buildings. The on-site power plant, through its three coal-fired boilers and two turbine-generators, provides power to the facility. The E & M Shop houses the main overhaul facilities (current

¹ Companies that locate within an "Enterprise Zone" are eligible for low-interest loans, corporate income tax credits, job training assistance, and grants.

overhaul capacity estimated to be 340 units per year), the wheel shop, the traction motor shop and other dedicated facilities. The dedicated paint building has two paint booths currently operating. NS stores and performs maintenance on its 21 car fleet of business cars and 9 research and test cars in another building. The facility serves as the part distribution center for the entire NS locomotive running repair system.

The JLS facilities were last completely renovated in the early 1980s, but partial renovations and modernizations have continued since that time. For example, a new power assembly line was installed in May 2002. Several portions of the shops were rehabilitated in 2000 and 2001, including the EMD overhaul line, the truck shop, the wheel shop, the motor shop and the power assembly cleaning area. Additional modernizations and rehabilitations will be performed as capital becomes available and when the work is justified.

Hollidaysburg Car Shop ("HCS"), one of several railroad car repair facilities on the NS system, is scheduled to close July 21, 2002. The facility, first operational in 1955, consists 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. The facility is located in a Keystone Opportunity Zone.²

Northern Altoona KOZ Site is a warehousing/distribution/manufacturing heavy industrial site that is located close to Interstate 99. The facility is located in a Keystone Opportunity Zone and along the Interstate 99 Enterprise Zone. NS rail service is available to the site. There are no occupants of this site as of June 2002.

Robert C. Jubelier Business Park is a distribution/logistics facility. Located along Interstate 99 at Business Route 220, the facility is located in a Keystone Opportunity Zone and along the Interstate 99 Enterprise Zone. As of June 2002, one trucking company is located at the facility. The park is served by the Nittany & Bald Eagle Railroad, a shortline connected to NS.

Rose Yard is a NS rail yard that borders on JLS.

South Altoona Business Park is an in-town industrial park facility located in an Enterprise Zone. Nine companies are located in the facility. NS rail service is available to the site.

² A business located in an "Opportunity Zone" is eligible for an extended period of state and local tax relief.

Walter Business Park is an distribution business park with access to the Everett Railroad, a shortline connected to NS.

William W. Ward Business Park is an industrial/business park located south of Altoona and west of Interstate 99. Eight companies are located in the facility. NS rail service is available to the site.

JLS Insourcing and Altoona/Blair County Economic Development

The following are the major insourcing projects undertaken or planned at JLS and other NS efforts regarding alternative economic development in the Altoona/Blair County area commencing with the second quarter of 2002:

- A JLS locomotive overhaul insourcing project for CSX, covering a total of 195 units at the rate of approximately eight overhauls per month, has just been completed during the second quarter, 2002.
- On October 25, 2001, NS' Thoroughbred Mechanical Services ("TMS") finalized a contract for a JLS locomotive remanufacturing insourcing project for First Union, covering approximately two units per month, which began in November 2000 and is scheduled to be completed in April 2004.
- NS has had discussions with the Altoona Blair County Development Corporation ("ABCD Corp.") for several years regarding ABCD Corp.'s interest in acquiring NS' Rose Yard for industrial development. NS has advised ABCD Corp. that NS does not wish to sell the property at present but is aware of ABCD Corp.'s continuing interest in it.
- ABCD Corp. is currently pursuing a \$100,000 grant from the US Department of Commerce Economic Development Administration for the purpose developing a regional marketing study for Blair County and the Interstate 99 corridor. The study will include investigation of highest and best use of the HCS in addition to a targeted marketing effort for the Interstate 99 corridor. Norfolk Southern provided ABCD Corp. a grant of \$50,000 in last year to assist with the fifty-percent local match requirement for the EDA funds.
- During May 2002, an industry contacted NS about leasing a portion of HCS. The NS mechanical, industrial development and other departments are proceeding to explore issues related to the proposed lease arrangement.
- On June 6, 2002, the Director of NS Industrial Development issued to six national real estate brokers a request for proposals to become the exclusive listing agent to represent

the HCS property. It is anticipated that these proposals will be evaluated in July with selection of a broker in August.

- On June 18, 2002, the President of NS Development and Director of NS Industrial Development met with officials of ABCD Corp. to discuss progress in the marketing of the HCS facility. ABCD Corp. has discussed the development of a local task force to aid in that effort, and NS has agreed to participate.
- On June 18, 2001, the President of NS Development and Director of NS Industrial Development met with officials of a local trucking company to explore the possible development of a rail to truck transfer facility.
- On June 21, 2002, NS' Thoroughbred Mechanical Services group announced that it had reached an agreement with General Motors (EMD) to modify, over a period of two years, 46 General Motors EMD locomotives that are in service for the Long Island Railroad.
- On June 24 and 25, 2002, Director of NS Industrial Development conducted a site tour of HCS for two real estate brokers responding to NS' request for proposals to become the exclusive listing agent.
- In response to the June 6, 2002 request for proposals discussed above, on July 10, 2002 two of the six national brokers contacted by NS forwarded to NS Industrial Development proposals to become the exclusive listing agent to represent the HCS property. Three other firms reviewed the proposal opportunity and elected not to respond with proposals, and the sixth firm was non-responsive.
- As anticipated, the Hollidaysburg Car Shops were closed on July 21, 2002. With the closure of HCS, many routine railcar maintenance items such as air hoses and brake shoes that were previously furnished to short line and regional railroads from inventory at HCS are now being supplied to these customers from inventory at JLS and other points.
- At the request of the NS Industrial Development Department, on July 23, 2002, a seventh broker specializing in the disposition of major industrial facilities presented a formal proposal for site planning consulting services, including potential site brokerage.
- Members of NS' Industrial Development and Real Estate Departments met with the two responding brokers on August 2, 2002.
- On August 21, 2002, NS' Industrial Development Director met with a private party interested in the possible purchase of the HCS.

- On August 27, 2002, NS's Industrial Development and Real Estate Departments met with the seventh broker that NS had solicited to represent the HCS.
- Following the August 21, 2002 meeting referred to above, on September 5, 2002, NS' Industrial Development Director conducted a site tour of HCS for the private party interested in the possible purchase of the HCS.
- On September 5, 2002, the first of the 46 locomotives to be modified for the Long Island Railroad under the above-referenced agreement with General Motors arrived at JLS, and the work is underway.
- On September 19, 2002, the NS Industrial Development Department was contacted by the Everett Railroad regarding the expansion of one of its existing customers in Blair County. NS Industrial Development has agreed to provide preliminary engineering services for this project, with a site meeting to follow.
- TMS contracted with the North San Diego Transit District for the remanufacture one F40 locomotive per year for five years.
- TMS contracted with the Aberdeen, Carolina & Western Railway Company for the overhaul of two GP38 locomotives and the reconstruction of one wrecked GP38 locomotive. The overhaul locomotives arrived at the JLS on September 27, 2002, and are currently in production.
- On September 24, 2002, NS Industrial Development Department participated in a site meeting with Everett Railroad regarding the expansion of facilities to serve an existing Everett Railroad customer in Blair County.
- On October 15, 2002, NS Industrial Development provided an information package regarding the HCS to the Governor's Action Team of Pennsylvania for their subsequent submission to a manufacturing company seeking a North America facility.
- NS Industrial Development provided preliminary plans to the Everett Railroad on October 15, 2002 showing proposed track changes for the customer.
- NS Industrial Development provided further revised preliminary plans to the Everett Railroad on October 29, 2002 showing proposed revised track changes for the customer.
- On November 6, 2002, NS Industrial Development provided requested follow-up information on the HCS to the Governor's Action Team.
- On November 14, 2002, NS Industrial Development Director conducted a site tour of the HCS for ABCD Corp.'s consultant, Synergy Real Estate Corporation. Synergy

Real Estate Corporation is performing a marketing study as part of the project grant funding provided by the U.S. Department of Commerce, Economic Development Administration.

- On December 3, 2002, NS Industrial Development provided requested additional follow-up information on the HCS to the Governor's Action Team.
- On December 16, 2002, NS Industrial Development Director conducted a site tour of the HCS for a potential investor.
- TMS has contracted with Metro North Railway Co. for the remanufacture of two F40 locomotives to be used by New Jersey Transit, and work on those locomotives is underway.
- On January 14, 2003, NS Industrial Development Director conducted a site tour of the HCS for ABCD Corp.'s consultant, L. Robert Kimball & Associates. L. Robert Kimball & Associates is an engineering firm that is performing a site assessment of the HCS as part of marketing study being performed by Synergy Real Estate Corporation. This project is the recipient of grant funding provided by the U.S. Department of Commerce, Economic Development Administration.
- On January 30, 2003, NS Industrial Development Director, NS Resident Vice President, and NS Director Public Relations met with representatives of the Blair County Commission and representatives of ABCD Corp. to discuss Keystone Opportunity Zone benefits for the HCS.
- On February 12, 2003, NS Industrial Development Director accompanied by ABCD Corp. team conducted a site tour of the HCS for a representative of an international manufacturing company that is seeking a site for a North American manufacturing facility.
- On February 26, 2003, NS Industrial Development Director met with a private investor interested in acquiring or leasing the HCS.
- On February 27, 2003, NS Industrial Development Director participated in ABCD Corp.'s "Hollidaysburg Car Shop Highest and Best Use Study" Task Force Meeting.
- On April 25, 2003, NS Industrial Development Director met with an industry located in Duncansville, Blair County, PA about establishing rail service to a building the industry had recently leased to expand their current Duncansville operations. Service has been established via a formerly out-of-service track and the industry began to receive rail shipments in May 2003. The industry expanded both employment and investment at this new location.

- On May 16, 2003, NS received an offer from a private investor to purchase the HCS property. NS continues to review the offer and engage in dialog with the investor.
- During the third quarter of 2003, the NS Real Estate Department, in conjunction with NS Industrial Development, has had continued dialog with the potential private investor that made an offer for the purchase of the HCS.
- On July 22, 2003, NS Industrial Development Director attended and participated in ABCD Corp.'s "Hollidaysburg Car Shop Highest and Best Use Study" Task Force Meeting.
- On September 30, 2003, NS Industrial Development Director conducted a tour of the HCS for overseas representatives of the Pennsylvania Department of Community and Economic Development, Office of International Business Development.
- **During the fourth quarter of 2003, the NS Real Estate Department, in conjunction with NS Industrial Development, maintained dialog with the potential private investor that made an offer for the purchase of the HCS.**
- **On October 17, 2003 NS Industrial Development Director attended and participated in ABCD Corp.'s "Hollidaysburg Car Shop Highest and Best Use Study" Task Force Meeting. Synergy Real Estate Corporation provided the final report of their study at this meeting.**
- **On November 26, 2003, a Final Report addressing the environmental remediation of the Hollidaysburg Car Shop and Reclamation Plant was submitted to the Pennsylvania Department of Environmental Protection.**
- **On December 10, 2003 NS Industrial Development Director conducted a site tour of the HCS for officials of a manufacturing company evaluating the site for a possible facility location.**
- **NS' Thoroughbred Mechanical Services has secured, as insourcing work for 2004, the rebuilding of ten engines and 8 locomotives for Amtrak.**

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BAKER & MILLER PLLC

ATTORNEYS AND COUNSELLORS

SUITE 1000
915 15TH STREET, N.W.
WASHINGTON, D.C. 20005-2318

TELEPHONE: (202) 637-9499
FACSIMILE: (202) 637-9394

October 28, 2003

Honorable Vernon A. Williams
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

RE: **Change of Address**

Dear Secretary Williams:

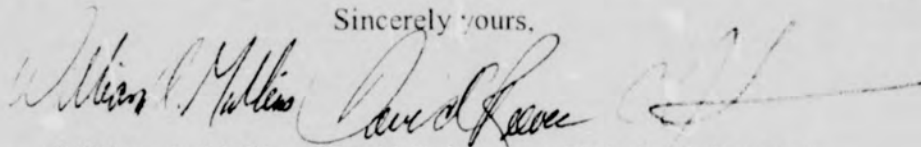
Effective **Thursday, October 30, 2003**, the offices of Baker & Miller PLLC will relocate to the following address:

Baker & Miller PLLC
2401 Pennsylvania Avenue, NW
Suite 300
Washington, DC 20037
TEL: (202) 637-9499
FAX: (202) 637-9394

Please update the Surface Transportation Board's ("STB") records to reflect the above change of address for all active proceedings included on the enclosed list in which William A. Mullins, David C. Reeves and/or Christine J. Sommer have appeared. Copies of all STB notices, decisions, pleadings or other correspondence related to these proceedings dated October 30, 2003 and thereafter should be sent to the attention of Messrs. Mullins, Reeves or Ms. Sommer at Baker & Miller PLLC at their new address.

All known parties of record in the proceedings listed on the enclosure have been sent a copy of this change of address notification.

Sincerely yours,



William A. Mullins / David C. Reeves / Christine J. Sommer

Enclosure

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Change of Address Notification

Effective Thursday, October 30, 2003

Baker & Miller PLLC

2401 Pennsylvania Avenue, NW

Suite 300

Washington, DC 20037

TEL: (202) 637-9499 / FAX: (202) 637-9394

William A. Mullins / David C. Reeves / Christine J. Sommer

Docket No. or Finance Docket No.	Name of Proceeding at the STB
Docket No. AB-308 (Sub-No. 3X)	Central Michigan Railway Company-Abandonment Petition-In Saginaw, MI
Docket No. AB-468 (Sub-No. 5X)	Paducah & Louisville Railway, Inc.-Abandonment Exemption-In McCracken County, KY
Docket No. AB-468 (Sub-No. 6X)	Paducah & Louisville Railway, Inc.-Abandonment Exemption-In Hopkins County, KY
F.D. No. 34397	Keokuk Junction Railway Co.-Alternative Rail Service-Line Of Toledo, Peoria And Western Railway Corporation
F.D. No. 34342	Kansas City Southern-Control-The Kansas City Southern Railway Company, Gateway Eastern Railway Company, And The Texas Mexican Railway Company
F.D. No. 34335	Keokuk Junction Railway Company-Feeder Railroad Development Application-Line Of Toledo, Peoria & Western Railway Corporation Between La Harpe And Holts, IL
F.D. No. 3417	Dakota, Minnesota & Eastern Railroad Corporation And Cedar American Rail Holdings, Inc.-Control-Iowa, Chicago & Eastern Railroad Company
F.D. No. 34177	Iowa, Chicago & Eastern Railroad Company-Acquisition And Operation Exemption-Lines Of I&M Rail Link, LLC
F.D. No. 34015	Waterloo Railway Company-Acquisition Exemption-Bangor and Aroostook Railroad Company and Van Buren Bridge Company
F.D. No. 34014	Canadian National Railway Company-Trackage Rights Exemption-Bangor and Aroostook Railroad Company and Van Buren Bridge Company
F.D. No. 33740 and F.D. No. 33740 (Sub-No. 1)	The Burlington Northern and Santa Fe Railway Company-Petition For Declaration Or Prescription Of Crossing, Trackage Or Joint Use Rights and For Determination Of Compensation and Other Terms
F.D. 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
F.D. No. 33388 (Sub-No. 91)	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 (General Oversight)
F.D. No. 32760	Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company-Control and Merger-Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company
F.D. No. 32760 (Sub-No. 21)	Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company-Control and Merger-Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company-Oversight
F.D. No. 32760 (Sub-Nos. 26 - 32)	Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company-Control and Merger-Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company

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Norfolk Southern Corporation
1500 K Street, N.W., Suite 375
Washington, D.C. 20005
202/383-4166
Direct: 202/383-4425
Fax: 202/383-4018
email: bmaestri@nscorp.com

Bruno Maestri
Vice President
Public Affairs

October 1, 2003

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 700
Washington, D.C. 20423-0001

ENTERED
Office of Proceedings

OCT 01 2003

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Re: Finance Docket No. 33388, Altoona and Blair County Quarterly Report

Dear Secretary Williams:

I am pleased to submit the enclosed original and ten copies of Norfolk Southern's sixth quarterly report, as required by Decision No. 198 (served September 19, 2001) in Finance Docket No. 33388, describing Norfolk Southern's efforts to develop insourcing business for the Juniata Locomotive Shop and to work with the Altoona and Blair County area on alternative economic development projects.

The enclosed quarterly report builds on the information provided in NS' previous quarterly reports. In this report, newly-added information, covering developments during the ~~second~~ ^{third} quarter of 2003, is highlighted in **Bold**.

Very truly yours,

Bruno Maestri

Enclosures

cc: (w/encl.) Chairman Roger P. Nober
The Hon. Arlen Specter
Scott N. Stone, Esq.
Richard S. Edelman, Esq.



**Sixth Quarterly Report of Norfolk Southern Railway Company
Regarding the Altoona and Blair County Area**

(as of October 1, 2003)

Norfolk Southern Railway Company ("NS") submits this quarterly report pursuant to Decision No. 198 (served September 19, 2001) in Finance Docket No. 33388. This report describes NS' efforts since the beginning of the second quarter 2002 to attract insourcing business to the Juniata Locomotive Shop and its efforts to work with the Altoona and Blair County area on alternative economic development projects. In this report, updates from NS' previous report will appear in **Bold**. This report begins with a description of the major industrial facilities in the Altoona/Blair County area that can be served by NS.

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- NS Industrial Development provided preliminary plans to the Everett Railroad on October 15, 2002 showing proposed track changes for the customer.
- NS Industrial Development provided further revised preliminary plans to the Everett Railroad on October 29, 2002 showing proposed revised track changes for the customer.
- On November 6, 2002, NS Industrial Development provided requested follow-up information on the HCS to the Governor's Action Team.
- On November 14, 2002, NS Industrial Development Director conducted a site tour of the HCS for ABCD Corp.'s consultant, Synergy Real Estate Corporation. Synergy

Real Estate Corporation is performing a marketing study as part of the project grant funding provided by the U.S. Department of Commerce, Economic Development Administration.

- On December 3, 2002, NS Industrial Development provided requested additional follow-up information on the HCS to the Governor's Action Team.
- On December 16, 2002, NS Industrial Development Director conducted a site tour of the HCS for a potential investor.
- TMS has contracted with Metro North Railway Co. for the remanufacture of two F40 locomotives to be used by New Jersey Transit, and work on those locomotives is underway.
- On January 14, 2003, NS Industrial Development Director conducted a site tour of the HCS for ABCD Corp.'s consultant, L. Robert Kimball & Associates. L. Robert Kimball & Associates is an engineering firm that is performing a site assessment of the HCS as part of marketing study being performed by Synergy Real Estate Corporation. This project is the recipient of grant funding provided by the U.S. Department of Commerce, Economic Development Administration.
- On January 30, 2003, NS Industrial Development Director, NS Resident Vice President, and NS Director Public Relations met with representatives of the Blair County Commission and representatives of ABCD Corp. to discuss Keystone Opportunity Zone benefits for the HCS.
- On February 12, 2003, NS Industrial Development Director accompanied by ABCD Corp. team conducted a site tour of the HCS for a representative of an international manufacturing company that is seeking a site for a North American manufacturing facility.
- On February 26, 2003, NS Industrial Development Director met with a private investor interested in acquiring or leasing the HCS.
- On February 27, 2003, NS Industrial Development Director participated in ABCD Corp.'s "Hollidaysburg Car Shop Highest and Best Use Study" Task Force Meeting.
- On April 25, 2003, NS Industrial Development Director met with an industry located in Duncansville, Blair County, PA about establishing rail service to a building the industry had recently leased to expand their current Duncansville operations. Service has been established via a formerly out-of-service track and the industry began to receive rail shipments in May 2003. The industry expanded both employment and investment at this new location.

- On May 16, 2003, NS received an offer from a private investor to purchase the HCS property. NS continues to review the offer and engage in dialog with the investor.
- During the third quarter of 2003, the NS Real Estate Department, in conjunction with NS Industrial Development, has had continued dialog with the potential private investor that made an offer for the purchase of the HCS.
- On July 22, 2003, NS Industrial Development Director attended and participated in ABCD Corp.'s "Hollidaysburg Car Shop Highest and Best Use Study" Task Force Meeting.
- On September 30, 2003, NS Industrial Development Director conducted a tour of the HCS for overseas representatives of the Pennsylvania Department of Community and Economic Development, Office of International Business Development.

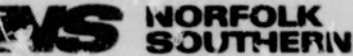
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Norfolk Southern Corporation
1500 K Street, N.W., Suite 375
Washington, D.C. 20005
202/383-4166
Direct: 202/383-4425
Fax: 202/383-4018
email: bmaestri@nscor.com

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Bruno Maestri
Vice President
Public Affairs

April 1, 2004

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Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington D.C. 20423-0001

Re: Finance Docket No. 33388, Altoona and Blair County Quarterly Report

Dear Secretary Williams:

I am pleased to submit the enclosed original and ten copies of Norfolk Southern's eighth quarterly report, as required by Decision No. 198 (served September 19, 2001) in Finance Docket No. 33388, describing Norfolk Southern's efforts to develop insourcing business for the Juniata Locomotive Shop and to work with the Altoona and Blair County area on alternative economic development projects.

The enclosed quarterly report builds on the information provided in NS' previous quarterly reports. In this eighth report, newly added information, covering developments during the first quarter of 2004, is highlighted in **Bold**.

Very truly yours,

Bruno Maestri

Encl.

cc: (w/encl.) Chairman Reger P. Nober
The Hon. Arien Specter
Scott N. Stone, Esq.
Richard S. Edelman, Esq.

210461

STB Finance Docket No. 33388

CSX Corp., et al., Norfolk Southern Corp., et al., - Control and Operating
Leases/Agreements - Conrail Inc., et al.

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**Eighth Quarterly Report of Norfolk Southern Railway Company
Regarding the Altoona and Blair County Area**

(as of April 1, 2004)



Norfolk Southern Railway Company ("NS") submits this quarterly report pursuant to Decision No. 198 (served September 19, 2001) in Finance Docket No. 33388. This report describes NS' efforts since the beginning of the second quarter 2002 to attract insourcing business to the Juniata Locomotive Shop and its efforts to work with the Altoona and Blair County area on alternative economic development projects. In this report, updates from NS' previous report will appear in **Bold**. This report begins with a description of the major industrial facilities in the Altoona/Blair County area that can be served by NS.

As noted previously, NS' efforts to secure insourcing projects for JLS and to develop commercial relationships with regard to other facilities in the Altoona and Blair County area are ongoing and often involve commercially sensitive negotiations. Accordingly, in some cases, NS will not present a detailed discussion of particular initiatives in this report in order to protect NS' competitive and commercial efforts. In some cases, particular initiatives of significant competitive and commercial import will not be discussed at all until such time as agreements are reached.

Facilities in the Altoona/Blair County Area

The following are major industrial facilities in the Altoona/Blair County area that can be served by NS or by shortline railroads connected to NS:

Ardie J. Dillion Industrial Park is an industrial park located in the Interstate 99 Enterprise Zone.¹ It is located on Interstate 99 approximately half way between Tyrone and Altoona, and is adjacent to NS lines. Seven industries are located in the industrial park.

Juniata Locomotive Shop ("JLS") is one of NS' two current facilities for major locomotive repair, overhaul and heavy maintenance. (The other such facility is located in Roanoke, Virginia.) JLS also provides running repairs to NS' fleet of locomotives, as do other facilities on the NS system. The facility, which dates from 1890, has a total of 28 buildings. The on-site power plant, through its three coal-fired boilers and two turbine-generators, provides power to the facility. The E & M Shop houses the main overhaul facilities (current

¹ Companies that locate within an "Enterprise Zone" are eligible for low-interest loans, corporate income tax credits, job training assistance, and grants.

overhaul capacity estimated to be 340 units per year), the wheel shop, the traction motor shop and other dedicated facilities. The dedicated paint building has two paint booths currently operating. NS stores and performs maintenance on its 21 car fleet of business cars and 9 research and test cars in a 10th building. The facility serves as the part distribution center for the entire NS locomotive running repair system.

The JLS facilities were last completely renovated in the early 1980s, but partial renovations and modernizations have continued since that time. For example, a new power assembly line was installed in May 2002. Several portions of the shops were rehabilitated in 2000 and 2001, including the EMD overhaul line, the truck shop, the wheel shop, the motor shop and the power assembly cleaning area. Additional modernizations and rehabilitations will be performed as capital becomes available and when the work is justified.

Hollidaysburg Car Shop ("HCS"), one of several railroad car repair facilities on the NS system, is scheduled to close July 21, 2002. The facility, first operational in 1955, consists 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. The facility is located in a Keystone Opportunity Zone.²

Northern Altoona KOZ Site is a warehousing/distribution/manufacturing heavy industrial site that is located close to Interstate 99. The facility is located in a Keystone Opportunity Zone and along the Interstate 99 Enterprise Zone. NS rail service is available to the site. There are no occupants of this site as of June 2002.

Robert C. Jubelier Business Park is a distribution/logistics facility. Located along Interstate 99 at Business Route 220, the facility is located in a Keystone Opportunity Zone and along the Interstate 99 Enterprise Zone. As of June 2002, one trucking company is located at the facility. The park is served by the Nittany & Bald Eagle Railroad, a shortline connected to NS.

Rose Yard is a NS rail yard that borders on JLS.

South Altoona Business Park is an in-town industrial park facility located in an Enterprise Zone. Nine companies are located in the facility. NS rail service is available to the site.

² A business located in an "Opportunity Zone" is eligible for an extended period of state and local tax relief.

Walter Business Park is an distribution business park with access to the Everett Railroad, a shortline connected to NS.

William W. Ward Business Park is an industrial/business park located south of Altoona and west of Interstate 99. Eight companies are located in the facility. NS rail service is available to the site.

JLS Insourcing and Altoona/Blair County Economic Development

The following are the major insourcing projects undertaken or planned at JLS and other NS efforts regarding alternative economic development in the Altoona/Blair County area commencing with the second quarter of 2002:

- A JLS locomotive overhaul insourcing project for CSX, covering a total of 195 units at the rate of approximately eight overhauls per month, has just been completed during the second quarter, 2002.
- On October 25, 2001, NS' Thoroughbred Mechanical Services ("TMS") finalized a contract for a JLS locomotive remanufacturing insourcing project for First Union, covering approximately two units per month, which began in November 2000 and is scheduled to be completed in April 2004.
- NS has had discussions with the Altoona Blair County Development Corporation ("ABCD Corp.") for several years regarding ABCD Corp.'s interest in acquiring NS' Rose Yard for industrial development. NS has advised ABCD Corp. that NS does not wish to sell the property at present but is aware of ABCD Corp.'s continuing interest in it.
- ABCD Corp. is currently pursuing a \$100,000 grant from the US Department of Commerce Economic Development Administration for the purpose developing a regional marketing study for Blair County and the Interstate 99 corridor. The study will include investigation of highest and best use of the HCS in addition to a targeted marketing effort for the Interstate 99 corridor. Norfolk Southern provided ABCD Corp. a grant of \$50,000 in last year to assist with the fifty-percent local match requirement for the EDA funds.
- During May 2002, an industry contacted NS about leasing a portion of HCS. The NS mechanical, industrial development and other departments are proceeding to explore issues related to the proposed lease arrangement.
- On June 6, 2002, the Director of NS Industrial Development issued to six national real estate brokers a request for proposals to become the exclusive listing agent to represent

the HCS property. It is anticipated that these proposals will be evaluated in July with selection of a broker in August.

- On June 18, 2002, the President of NS Development and Director of NS Industrial Development met with officials of ABCD Corp. to discuss progress in the marketing of the HCS facility. ABCD Corp. has discussed the development of a local task force to aid in that effort, and NS has agreed to participate.
- On June 18, 2001, the President of NS Development and Director of NS Industrial Development met with officials of a local trucking company to explore the possible development of a rail to truck transfer facility.
- On June 21, 2002, NS' Thoroughbred Mechanical Services group announced that it had reached an agreement with General Motors (EMD) to modify, over a period of two years, 46 General Motors EMD locomotives that are in service for the Long Island Railroad.
- On June 24 and 25, 2002, Director of NS Industrial Development conducted a site tour of HCS for two real estate brokers responding to NS' request for proposals to become the exclusive listing agent.
- In response to the June 6, 2002 request for proposals discussed above, on July 10, 2002 two of the six national brokers contacted by NS forwarded to NS Industrial Development proposals to become the exclusive listing agent to represent the HCS property. Three other firms reviewed the proposal opportunity and elected not to respond with proposals, and the sixth firm was non-responsive.
- As anticipated, the Hollidaysburg Car Shops were closed on July 21, 2002. With the closure of HCS, many routine railcar maintenance items such as air hoses and brake shoes that were previously furnished to short line and regional railroads from inventory at HCS are now being supplied to these customers from inventory at JLS and other points.
- At the request of the NS Industrial Development Department, on July 23, 2002, a seventh broker specializing in the disposition of major industrial facilities presented a formal proposal for site planning consulting services, including potential site brokerage.
- Members of NS' Industrial Development and Real Estate Departments met with the two responding brokers on August 2, 2002.
- On August 21, 2002, NS' Industrial Development Director met with a private party interested in the possible purchase of the HCS.

- On August 27, 2002, NS's Industrial Development and Real Estate Departments met with the seventh broker that NS had solicited to represent the HCS.
- Following the August 21, 2002 meeting referred to above, on September 5, 2002, NS' Industrial Development Director conducted a site tour of HCS for the private party interested in the possible purchase of the HCS.
- On September 5, 2002, the first of the 46 locomotives to be modified for the Long Island Railroad under the above-referenced agreement with General Motors arrived at JLS, and the work is underway.
- On September 19, 2002, the NS Industrial Development Department was contacted by the Everett Railroad regarding the expansion of one of its existing customers in Blair County. NS Industrial Development has agreed to provide preliminary engineering services for this project, with a site meeting to follow.
- TMS contracted with the North San Diego Transit District for the remanufacture one F40 locomotive per year for five years.
- TMS contracted with the Aberdeen, Carolina & Western Railway Company for the overhaul of two GP38 locomotives and the reconstruction of one wrecked GP38 locomotive. The overhaul locomotives arrived at the JLS on September 27, 2002, and are currently in production.
- On September 24, 2002, NS Industrial Development Department participated in a site meeting with Everett Railroad regarding the expansion of facilities to serve an existing Everett Railroad customer in Blair County.
- On October 15, 2002, NS Industrial Development provided an information package regarding the HCS to the Governor's Action Team of Pennsylvania for their subsequent submission to a manufacturing company seeking a North American facility.
- NS Industrial Development provided preliminary plans to the Everett Railroad on October 15, 2002 showing proposed track changes for the customer.
- NS Industrial Development provided further revised preliminary plans to the Everett Railroad on October 29, 2002 showing proposed revised track changes for the customer.
- On November 6, 2002, NS Industrial Development provided requested follow-up information on the HCS to the Governor's Action Team.
- On November 14, 2002, NS Industrial Development Director conducted a site tour of the HCS for ABCD Corp.'s consultant, Synergy Real Estate Corporation. Synergy

Real Estate Corporation is performing a marketing study as part of the project grant funding provided by the U.S. Department of Commerce, Economic Development Administration.

- On December 3, 2002, NS Industrial Development provided requested additional follow-up information on the HCS to the Governor's Action Team.
- On December 16, 2002, NS Industrial Development Director conducted a site tour of the HCS for a potential investor.
- TMS has contracted with Metro North Railway Co. for the remanufacture of two F40 locomotives to be used by New Jersey Transit, and work on those locomotives is underway.
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- On January 30, 2003, NS Industrial Development Director, NS Resident Vice President, and NS Director Public Relations met with representatives of the Blair County Commission and representatives of ABCD Corp. to discuss Keystone Opportunity Zone benefits for the HCS.
- On February 12, 2003, NS Industrial Development Director accompanied by ABCD Corp. team conducted a site tour of the HCS for a representative of an international manufacturing company that is seeking a site for a North American manufacturing facility.
- On February 26, 2003, NS Industrial Development Director met with a private investor interested in acquiring or leasing the HCS.
- On February 27, 2003, NS Industrial Development Director participated in ABCD Corp.'s "Hollidaysburg Car Shop Highest and Best Use Study" Task Force Meeting.
- On April 25, 2003, NS Industrial Development Director met with an industry located in Duncansville, Blair County, PA about establishing rail service to a building the industry had recently leased to expand their current Duncansville operations. Service has been established via a formerly out-of-service track and the industry began to receive rail shipments in May 2003. The industry expanded both employment and investment at this new location.

- On May 16, 2003, NS received an offer from a private investor to purchase the HCS property. NS continues to review the offer and engage in dialog with the investor.
- During the third quarter of 2003, the NS Real Estate Department, in conjunction with NS Industrial Development, has had continued dialog with the potential private investor that made an offer for the purchase of the HCS.
- On July 22, 2003, NS Industrial Development Director attended and participated in ABCD Corp.'s "Hollidaysburg Car Shop Highest and Best Use Study" Task Force Meeting.
- On September 30, 2003, NS Industrial Development Director conducted a tour of the HCS for overseas representatives of the Pennsylvania Department of Community and Economic Development, Office of International Business Development.
- During the fourth quarter of 2003, the NS Real Estate Department, in conjunction with NS Industrial Development, maintained dialog with the potential private investor that made an offer for the purchase of the HCS.
- On October 17, 2003 NS Industrial Development Director attended and participated in ABCD Corp.'s "Hollidaysburg Car Shop Highest and Best Use Study" Task Force Meeting. Synergy Real Estate Corporation provided the final report of their study at this meeting.
- On November 26, 2003 a Final Report addressing the environmental remediation of the Hollidaysburg Car Shop and Reclamation Plan was submitted to the Pennsylvania Department of Environmental Protection.
- On December 10, 2003 NS Industrial Development Director conducted a site tour of the HCS for officials of a manufacturing company evaluating the site for a possible facility location.
- NS' Thoroughbred Mechanical Services has secured, as insourcing work for 2004, the rebuilding of ten engines and 8 locomotives for Amtrak.
- **During the first quarter of 2004, the NS Real Estate Department, in conjunction with the NS Industrial Development Department, maintained dialog with the potential private investor that made an offer for the purchase of the HCS.**
- **During the first quarter of 2004, the NS Real Estate Department initiated a review of the HCS site to assess the viability of "clearing the site" of track and structures in line with several of the development strategies outlined in the Synergy Real Estate "Hollidaysburg Car Shop Highest and Best Use Study" Report. This review is ongoing as of the end of the first quarter 2004.**

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HOGAN & HARTSON
L.L.P.

February 12, 1999

GEORGE W. MAYO, JR.
PARTNER
DIRECT DIAL (202) 637-5679

COLUMBIA SQUARE
555 THIRTEENTH STREET
WASHINGTON, DC 20004-1109
TEL (202) 637-5600
FAX (202) 637-5910

BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary, Surface Transportation Board
Case Control Branch
ATTN: STB Finance Docket No. 33388
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001



Re: 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

193324

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Finance Docket No. 33388 (Sub No. 69), Responsive
Application -- State of New York, By and Through Its
Department of Transportation, and The New York City Economic
Development Corporation

193325

Dear Secretary Williams:

Enclosed for filing in the above-referenced dockets are an original and twenty-five copies of Canadian Pacific Parties' Reply in Opposition to CSX Motion To Supplement the Record. Also enclosed is a 3.5-inch diskette, formatted for WordPerfect 7.0, containing the pleading.

Thank you for your assistance.

Sincerely,

George W. Mayo, Jr.
Attorney for Canadian Pacific Railway
Company, Delaware and Hudson Railway
Company, Inc., Soo Line Railroad
Company, and St. Lawrence & Hudson
Railway Company Limited

GWM:jms
Enclosures
cc: Counsel for Parties Required To Be Served

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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



STB Finance Docket No. 33388 (Sub-No. 69)

RESPONSIVE APPLICATION--STATE OF NEW YORK,
BY AND THROUGH ITS DEPARTMENT OF TRANSPORTATION,
AND THE NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION

CANADIAN PACIFIC PARTIES' REPLY IN OPPOSITION TO
CSX MOTION TO SUPPLEMENT THE RECORD

MARCELLA M. SZEL
TIMOTHY G. MULCAHY
CANADIAN PACIFIC RAILWAY COMPANY
Suite 500
Gulf Canada Square
401 Ninth Avenue, S.W.
Calgary, Alberta T2P 4Z4
CANADA
(403) 9-7474

GEORGE W. MAYO, JR.
ERIC VON SALZEN
HOGAN & HARTSON L.L.P.
555 Thirteenth Street, N.W.
Washington, D.C. 20004-1109
(202) 637-5600

Attorneys for Canadian Pacific Railway
Company, Delaware and Hudson Railway
Company Inc., Soo Line Corp., and St.
Lawrence & Hudson Railway Company
Limited

February 12, 1999

BEFORE THE
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

STB Finance Docket No. 33388 (Sub-No. 69)

RESPONSIVE APPLICATION--STATE OF NEW YORK,
BY AND THROUGH ITS DEPARTMENT OF TRANSPORTATION,
AND THE NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION

**CANADIAN PACIFIC PARTIES' REPLY IN OPPOSITION TO
CSX MOTION TO SUPPLEMENT THE RECORD**

CSX 1/ claims that the Canadian Pacific Parties 2/ have surreptitiously and arbitrarily "charged the assumptions" used to calculate interest rental for the east-of-the-Hudson line, by assuming "that an interchange with another carrier occurred in the Albany area". CSX-176 at 1-2. This accusation is false.

1/ CSX Corporation and CSX Transportation, Inc. are collectively referred to as "CSX".

2/ "Canadian Pacific Parties" or "CP" refer collectively to Canadian Pacific Railway Company, Delaware and Hudson Railway Company Inc., Soo Line Railroad Company, and St. Lawrence & Hudson Railway Company Limited.

DISCUSSION

The Canadian Pacific Parties' witness, Joseph J. Plaistow, explained in his Reconsideration Reply Verified Statement that he was correcting CSX witness Whitehurst's "line segment cost calculations by determining the variable costs of each traffic movement directly rather than using a mileage pro-rate of STB determined costs." Plaistow Reconsideration R.V.S. at 12. Mr. Plaistow also explained that "In determining costs, I have used costing procedures identical to those used by the STB in developing the Costed Waybill Sample." *Id.* at 8. Although his verified statement did not describe every detail of the determination of the variable costs of each movement, all those details were laid out in his electronic workpapers, which were filed with the Board and served on CSX at the time that CP-29 was filed.

Mr. Plaistow's variable cost calculations had to reflect the fact that traffic on the east-of-the-Hudson line has to be physically handled -- each car is removed from one train and placed into another train -- in the Albany area. This activity, referred to as an "I & I switch" ("intertrain and intratrain switch"), is similar to the process of switching cars from one railroad to another (an "interchange switch"). The

question is: How much does it cost to perform this "I & I switch" activity for east-of-the-Hudson traffic?

On a system-wide basis, Mr. Plaistow's Costed Waybill Sample methodology assumes that an I & I switch occurs every 200 miles and requires about 2.22 switch engine minutes per car. The east-of-the-Hudson line, however, is a low density line, so efficiencies of density that can reduce unit switching cost -- for example, through pre-blocking of trains and run-through operations -- are not available. Furthermore, traffic on the east-of-the-Hudson line requires a switch after much less than the 200-mile system average. Ignoring these realities, CSX witness Whitehurst, in his verified statement in CSX-176, applied an I & I switching cost that assumed that each east-of-the-Hudson car could be switched in about one minute.

Based on his experience in numerous switching studies, Mr. Plaistow concluded that a better estimate of the time required for an I & I switch for the east-of-the-Hudson line traffic would be 5.9 minutes per loaded car, and this is what he used.

Mr. Plaistow's estimate of north-end I & I switching costs, based on 5.9 minutes per switch, comes to about \$30 per loaded car, \$25 higher than Mr. Whitehurst's figure based on his

assumption of one minute per switch. See Plaistow Supp. V.S. at 5 n. 13. Although this is a significant difference, Mr. Plaistow's I & I switching cost is far less than the \$250 per car switching charge that CP would pay CSX for switching services in New York City, or even the \$85.40 per car system-average switching cost advocated by CSX witness Whitehurst earlier in these proceedings.

There is nothing mysterious about the fact that this cost element was not part of Mr. Plaistow's earlier calculations in CP-25 and CP-28. The earlier calculations were made on the basis of a straight mileage pro-rate. CSX witness Whitehurst criticized that methodology, and said that the most accurate way to allocate costs is the Board's Costed Waybill methodology. Whitehurst V.S. at 11-12. Therefore, in his CP-29 filing Mr. Plaistow made a direct calculation of variable costs using that methodology, as he expressly stated. Plaistow Reconsideration R.V.S. 8, 12 and Revised Ex. No. (JJP-2.4).

Mr. Plaistow's attached Supplemental Verified Statement explains these calculations in greater detail.

CONCLUSION

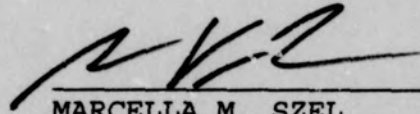
Thus, every ground on which CSX seeks leave to supplement the record is wrong: Mr. Plaistow did not assume that

there were interchanges with other carriers at Albany, he did disclose that his CP-29 cost calculations used a different methodology than his two previous calculations, and CP did not "silently inflict []" "a distorted presentation . . . on the Board." CSX Motion To Supplement at 6. Mr. Plaistow's estimate of 5.9 minutes per loaded car switched is far more realistic than Mr. Whitehurst's unsupported assumption of about one minute per loaded car.

Nevertheless, the CSX motion to supplement serves a useful purpose, in that it highlights the sensitivity of the SSW Compensation methodology to input assumptions. If the Albany area handling costs are underestimated as CSX has done, the trackage rights charge would be inflated by \$0.43 per car mile. Although CP believes that Mr. Plaistow's switching cost estimate is reasonable and well-supported, the fact is that the precise amount of the cost is necessarily a matter of estimation. This is why CP proposes a "true-up" procedure to adjust all aspects of the trackage rights calculation based on actual operating experience.

For the reasons set forth above, the Board should deny
CSX's motion to supplement the record.

Respectfully submitted,



MARCELLA M. SZEL
TIMOTHY G. MULCAHY
CANADIAN PACIFIC RAILWAY COMPANY
Suite 500, Gulf Canada Square
401 Ninth Avenue, S.W.
Calgary, Alberta T2P 4Z4
CANADA
(403) 319-7474

GEORGE W. MAYO, JR.
ERIC VON SALZEN
HOGAN & HARTSON L.L.P.
555 Thirteenth Street, N.W.
Washington, D.C. 20004-1109
(202) 637-5600

Attorneys for Canadian Pacific
Railway Company, Delaware and
Hudson Railway Company, Inc., Soo
Line Railroad Company, and
St. Lawrence & Hudson Railway
Company Limited

February 12, 1999

CERTIFICATE OF SERVICE

I hereby certify that on this 12th day of February, 1999, I served by the means indicated below a copy of the foregoing Canadian Pacific Parties' Reply In Opposition To CSX Motion To Supplement The Record on the following:

Counsel for CSX, NYCEDC and NYDOT
(by hand)

Counsel for all parties requesting a copy
(by first-class mail or by hand where requested)



Eric Von Salzen

**SUPPLEMENTAL
VERIFIED STATEMENT
OF
JOSEPH J. PLAISTOW**

**Supplemental
Verified Statement
of
Joseph J. Plaistow**

I. Introduction and Summary

My name is Joseph J. Plaistow.^{1/} I have been asked by CP to respond to CSX's claims that "...without advising the Board...", in my Reconsideration Reply Verified Statement (CP-29, Jan. 27, 1999) I "arbitrarily changed the assumptions under which..." I "...calculated the expenses of Conrail in determining the segment net earnings of the line in the study year, 1995."^{2/} CP has also asked me to respond to Mr. Whitehurst's verified statement, in which he says that "... Mr. Plaistow has taken a new approach in his calculations and there is no disclosure in [Mr. Plaistow's] statement or exhibits or the narrative of the filing which reveals or suggests the change in methodology."^{3/}

I will show:

- 1) That I fully disclosed the cost estimation procedures I used,
- 2) That I included all the data necessary for the STB or Mr. Whitehurst to evaluate and reproduce my calculations, and
- 3) That the procedures I used produce the best estimates of actual costs.

That points 1) and 2), above, are correct is evident from the fact that Mr. Whitehurst based all the calculations in his February 5, 1999 verified statement on my machine-readable workpapers, which CP served on CSX and filed with the STB. Obviously, I disclosed the bases of my calculations.

With respect to point 3), which is the only substantive issue raised by CSX and Mr. Whitehurst, the procedures I applied to estimate the cost of switching carloads of traffic from trains traversing the "east-of-the-Hudson" line segment to connecting trains are much more thorough and realistic than Mr. Whitehurst's assumptions.

Both Witness Whitehurst and I know that cars in trains that operate over the "east-of-the-Hudson" line do not stay in those same trains from origin to destination. Cars are switched out of the originating train and placed into other trains at the north end of the trackage rights line segment. Mr. Whitehurst used a mileage block pro-rate procedure to allocate costs to the trackage rights line, so he did not have to concern himself with actual operations

^{1/} A statement of my qualifications is included in Section I of my December 10, 1998 Reply Verified Statement in this proceeding. I am a Vice President and principal of L.E. Peabody & Associates, Inc., an economic consulting firm in Alexandria, Virginia.

^{2/} CSX-176 at page 1.

^{3/} Whitehurst Verified Statement, February 5, 1999, page 2.

and the locations of specific operating activities. He conceded, however, that a more accurate cost allocation could be made using variable cost data in accordance with the STB Costed Waybill Sample procedures. Whitehurst Jan. 7, 1999 V.S. at 11. In my January 27, 1999 verified statement, I costed each carload handled over the trackage rights line segment specifically and individually. I had to focus on what operating activities took place to provide customers service and where those operating activities were performed. I included the cost of switching each car out of the trackage rights line segment train and into the connecting train (or vice versa). This operation took place at the north end of the trackage rights line segment in the Albany area.

The real question is, "What is the best way to cost the operation of switching the carload out of the originating train and into the connecting train?" In his February 5, 1999 verified statement, Mr. Whitehurst uses "I & I" (intertrain and intratrain) switch costs to approximate the associated operating costs. I will show that Mr. Whitehurst allows approximately 1 minute per loaded car switched to perform the required switching operation at the end of the line segment. In my procedure, I have allowed 5.9 minutes per car switched for this operation. As explained in this statement, my procedure yields a result much closer to actual operating requirements than the Whitehurst estimate.^{4/}

II. I Fully Disclosed the Cost Estimation Procedure I Used

At pages 7-8 of my January 27, 1999 Reconsideration Reply Verified Statement, I responded to Mr. Whitehurst's criticisms of my use of a mileage pro-rate procedure to estimate the revenues and costs of the "east-of-the-Hudson" line. I explained that, because the STB had limited CP to overhead trackage rights, it was possible to use a mileage block revenue allocation, as Mr. Whitehurst proposed. However, I noted that for expenses, Mr. Whitehurst failed to apply what he himself acknowledged was the most accurate allocation procedure.^{5/} I stated,

"I will correct Witness Whitehurst's cost allocation approximations with direct cost determinations for every one of the traffic movements to which CP gains access. In determining costs, I have used costing procedures identical to those used by the STB in developing the Costed Waybill Sample."

Thus, I made clear that in my January 27, 1999 statement I was not following the mileage pro-rate procedure that I had used in my earlier statements. CSX's claim that I changed my methodology without saying so is simply wrong.

As the foregoing also makes clear, CSX is wrong to claim that I did not disclose the methodology that I was using in my January 27, 1999 statement. Obviously, the STB fully understands the procedures it applies to develop

^{4/} Switching a carload out of Train A and into Train B is called an "I & I" switch if the same railroad operates both trains. It is called an interchange switch if the trains are operated by different railroads. Operationally, the switch at issue is an "I & I" switch, but my objective is accurate costing. In my judgment, because of the light traffic volume on the "east-of-the-Hudson" line, the costs of this switch are more closely approximated by URCS interchange costs, not URCS "I & I" costs.

^{5/} Mr. Whitehurst had used a mileage block pro-rate to approximate line segment costs. He should have calculated those costs directly and specifically as I did.

its Costed Waybill Sample. Evidently, Mr. Whitehurst understands those procedures also because he applied them in his Exhibits WWW-33 and WWW-34 of his February 5, 1999 verified statement. As Mr. Whitehurst states, from a costing perspective, utilizing my procedure applies costs substantially in excess of system average URCS "I & I" costs. Actually, my procedure estimates the cost of this "I & I" switch operation by using the URCS cost of an interchange plus an allowance for system average URCS "I & I" costs. I show below why my procedure produces a superior estimate of the cost of operation.

Mr. Whitehurst also points out that I fully disclosed all the data necessary to apply the STB's procedures. At page 1 of 8 of Exhibit WWW-33, Mr. Whitehurst states:

"In the workpapers to [Restated Exhibit No. (JJP-2.4)], Mr. Plaistow provides a copy of file CSX.TXT used as input to the URCS Phase III batch process (discussed in Chapters 6, 7, and 8 of the Uniform Railroad Costing System Phase III Movement Costing Program User's Manual ('URCS Phase III User's Manual') at pages 36-53) in order to produce output variable costs for each movement in file CSX.PRN."

Mr. Whitehurst then proceeds to apply the operating characteristics I had disclosed in those workpapers to the cost of each of the operations. In doing that, Mr. Whitehurst confirms that I provided all the data and explanation needed for an analyst to understand and test my calculations. Thus, there is no basis for CSX's claim that I did not disclose the bases for my calculations. As discussed below, my calculations are correct.

III. My Procedures Produce a Superior Estimate of the Actual Costs of the Associated Operations

Today's railroads are more profitable than in the past in large part because they have become more efficient since the passage of the Staggers Act. Improvements in switching efficiency have been a focus of improvements in operations.^{6/} Railroads have spent tens of millions of dollars to construct modern switching yards optimally located to minimize switching. At these yards, blocks of cars are assembled, and these blocks can be moved as a unit to destination with a minimum of additional required switching. The process of creating train blocks is the heart of an efficient "I & I" switching function. It is most cost efficient when large blocks of cars destined for the same city can be assembled.

The trackage rights line segment lacks the traffic volume and density to support the creation of large car blocks that could reduce the "I & I" costs per carload to system average levels. This is particularly true for trackage rights traffic, which is only 23% of the total traffic on the "east-of-the-Hudson" line.^{7/} Cost efficiencies cannot be developed under these low-volume operations circumstances. No cost analyst knowing these facts of operations would cost this switching operation at system average "I & I" costs as Witness Whitehurst has done.

^{6/} The acquisition of Conrail by CSX and NS produces substantial switching efficiencies through the elimination of the required interchange switch between Conrail and CSX or NS for all the cars previously interchanged between the carriers (in some instances, an "I & I" switch may still be necessary at these locations).

^{7/} The 23% is developed by dividing the 13,140 total carloads subject to the trackage rights from Exhibit WWW-34, page 12 of 13 of Witness Whitehurst's February 5, 1999, Verified Statement by the 56,416 total carloads available from Exhibit No. (JJP-2.4) of my December 10, 1998 Verified Statement.

URCS assumes that an "I & I" switch occurs every 200 miles. Over the years, this mileage interval between "I & I" switches has probably increased substantially above the 200 miles that approximated average operations decades ago. While only actual operations information will tell the cost analyst what the mileage between "I & I" switch events really is, everyone knows that traffic handled over the "east-of-the-Hudson" line incurs higher than average switching costs and lower than average miles between "I & I" switch events. The task facing the cost analyst is finding the best way to approximate these costs in the absence of actual operations statistics.

At page 3 of 8 of Exhibit WWW-33, Mr. Whitehurst lists the costs per switch engine minute at \$3.5721 at the 1995 URCS cost level. I agree. He also lists my switch engine minutes per switch as 8.874075, 4.880745, and 2.218515 for industry, interchange, and "I & I" switches, respectively.

Witness Whitehurst used his incorrect version of the mileage block pro-rate^{8/} to approximate the line segment costs. I estimate that his methodology assumed that an "I & I" switching operation requires only 1 minute per loaded car switched (see Exhibit No. (JJP-11) for my derivation of this estimate^{9/}). This means that Mr. Whitehurst is assuming that less than one "I & I" switch per car will take place on the trackage rights line segment. I disagree.

Switching cars from the trackage rights line segment train to the connecting train (or vice versa) will take a lot longer than 1 minute. I have participated in many switching studies and know that these operations cannot be carried out that quickly unless a substantial number of cars are being switched at one time. I also know that for the trackage rights line segment, there will not be sufficient volume to realize the cost efficiencies coincident with high volume, multiple car switching.

The end result of my and Mr. Whitehurst's analyses of this end-of-the-trackage-rights-line segment switch can be compared on the basis of the switch engine minutes included in our respective costs. For cars handled over the trackage rights line segment to Schenectady, I used 5.9 minutes per loaded car switched^{10/} between trains, and I believe that is a conservative estimate of the actual time required to perform this switch operation at the north end of the trackage rights line segment.^{11/} Mr. Whitehurst's assumption that this operation can be accomplished in about 1 minute is unrealistic and unsupported by any analysis. By charging the line segment earnings with only 1 minute per car switched, witness Whitehurst has dramatically understated the time requirement and cost associated with this switching operation, in my judgment. This error in estimating the time required to perform this switching operation

^{8/} See pages 8 and 9 of my January 27, 1999 Reconsideration Reply Verified Statement.

^{9/} For this demonstration, I selected a movement from Buffalo to the Bronx, one of the more common "east-of-the-Hudson" moves.

^{10/} For this operation my batch URCS Costed Waybill Sample procedure attributed 4.9 minutes from the interchange switch cost category and 0.9 minutes from the "I & I" switching cost category, for a total of 5.9 minutes per loaded car as the approximation of the time required for this "I & I" switch operation.

^{11/} The cost characteristics of this "I & I" switch are more closely approximated by URCS system average interchange switching costs because of the light traffic density of the line.

caused him to overstate the interest rental fee by 205%! ^{12/}

IV. The Necessity to Adopt a "True-up" Procedure and the Need to Verify the Reasonableness of SSW Compensation Results

In my January 7, 1999 Reconsideration Verified Statement, I recommended adopting a "true-up" procedure to correct for the difference between the actual and estimated costs of operating the trackage rights line segment. Mr. Whitehurst's February 5, 1999 Verified Statement highlights the necessity for adopting this "true-up" because it emphasizes the sensitivity of the SSW Compensation procedure to cost and revenue estimates.

Even though Mr. Whitehurst's understatement of switching costs only amounts to about \$25 per loaded car, ^{13/} that small amount is enough to overstate the interest rental portion of the trackage rights fee by 205%. As I said in my Reconsideration Reply Verified Statement, January 27, 1999, at pages 13-15, under circumstances such as those that apply to the "east-of-the-Hudson" trackage rights line segment, the reasonableness of SSW Compensation results should be verified by comparison to market-based information, such as trackage rights fees negotiated in the free market.

V. Conclusions

I confirm that the interest rental portion of the trackage rights fee is \$0.21 per car-mile and that the overall trackage rights fee is \$0.34 per car-mile. I disagree with Mr. Whitehurst. The implication of his cost estimation procedure is that an "I & I" switch at the Albany end of the trackage rights line segment can be completed in 1 minute per loaded car switched. In my judgment, Mr. Whitehurst's estimate dramatically understates the switch engine minutes required. My estimate of 5.9 minutes per loaded car switched is conservative.

^{12/} This is derived by dividing $(\$0.641 - \$0.21)/\$0.21$ from page 4 of Mr. Whitehurst's February 5, 1999 Verified Statement.

^{13/} This is calculated from Exhibit WWW-33, page 3 of 8 as 4.880745 minutes per loaded car times \$3.5721 per SEM (switch engine minute) times the constant cost markup ratio of 1.43676. Using 5.9 minutes per switch, the correct cost for an "I & I" switch at the north end of the trackage rights line segment is about \$30 per loaded car.

Comparison of I&I Switching Minutes Included by Whitehurst Vs. CP

<u>Item</u> (1)	<u>Source</u> (2)	<u>Whitehurst</u> (3)	<u>CP</u> (4)
<u>Buffalo - Bronx Movement</u>			
1. Movement Distance	Waybill Sample	425.8	79
2. Switching Unit Costs (OPR + DL)	1995 CR URCS 1/	\$3.57	\$3.57
3. Switching Unit Costs (Including ROI)	1995 CR URCS 1/	\$3.92	\$3.92
4. Circuitry	URCS Phase III	1.126	1.164
5. Loaded I&I Minutes	URCS Phase III	3.6	5.9
6. Make-Whole Minutes	STB Procedures	0.8	0
7. Total Movement Minutes	Line 5 + Line 6	4.4	5.9
8. Minutes Assigned to Segment	2/ , 3/	1.3	5.9

1/ Whitehurst February 5, 1999 VS, WWW-33, page 3 of 8

2/ Whitehurst: Line 7 x (100 mile block + 79 miles) / (200 mile blocks + 426 miles)

3/ CP: Line 7 Minutes were specifically estimated for the segment

VERIFICATION

COMMONWEALTH OF VIRGINIA)
)
CITY OF ALEXANDRIA)

JOSEPH J. PLAISTOW, being duly sworn, deposes and says that he has read the foregoing statement, knows the contents thereof and that the same are true as stated.

Joseph J. Plaistow
Joseph J. Plaistow

Sworn to and subscribed
before me, this 11th day
of February, 1999.

Witness my hand and official seal.

Carol J. Holley
My Commission Expires July 31, 2007

STB

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7-10-97

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MAYER, BROWN & PLATT

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882



D

ERIKA Z. JONES
202-778-0642

July 10, 1997

VIA HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423



Re: Finance Docket No. 33388, CSX Corporation and CSX
Transportation, Inc., Norfolk Southern Corporation
and Norfolk Southern Railway Co. -- Control and
Operating Leases/Agreements -- Conrail Inc. and
Consolidated Rail Corporation

Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are the original and twenty-five (25) copies of Notice Of Intent To Participate of The Burlington Northern and Santa Fe Railway Company (BNSF-2). Also enclosed is a 3.5-inch disk containing the text of this pleading in WordPerfect 6.1 format.

Copies of BNSF-2 are being served via first-class mail, postage prepaid on the Honorable Jacob Leventhal and on All Counsel of Record, including counsel for Applicants. I would appreciate it if you would date-stamp the enclosed extra copy of the pleading and return it to the messenger for our files.

Sincerely,

Erika Z. Jones
Erika Z. Jones

Enclosures

cc: The Hon. Jacob Leventhal
All Counsel of Record

180574

BNSF-2

BEFORE THE
SURFACE TRANSPORTATION BOARD

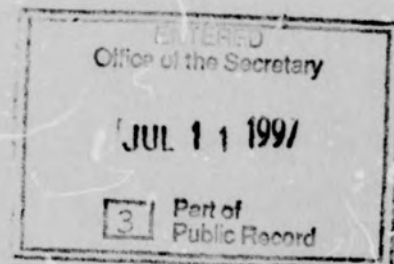
Finance Docket No. 33388



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

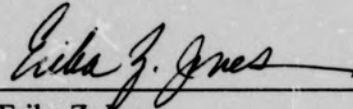
**NOTICE OF INTENT TO PARTICIPATE OF
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**

Please enter the appearances in this proceeding of the below-named attorneys on behalf of The Burlington Northern and Santa Fe Railway Company. The Burlington Northern and Santa Fe Railway Company intends to participate in this proceeding as a party of record.



Accordingly, please place the named attorneys, at the addresses provided, on the service list to receive all pleadings and decisions in this proceeding.

Respectfully submitted,



Erika Z. Jones
Adrian L. Steel, Jr.
Roy T. Englert, Jr.
Kathryn A. Kuske
Mayer, Brown & Platt
2000 Pennsylvania Ave., NW
Washington, DC 20006
(202) 463-2000

Jeffrey R. Moreland
Richard E. Weicher
Sidney L. Strickland, Jr.
The Burlington Northern and
Santa Fe Railway Company
1700 East Golf Road
Schaumburg, IL 60173
(847) 995-6887

and

Janice G. Barber
Michael E. Roper
The Burlington Northern and
Santa Fe Railway Company
3017 Lou Menk Drive
Fort Worth, Texas 76131-2830
(817) 352-2352

Attorneys for The Burlington Northern and Santa Fe Railway Company

July 10, 1997

CERTIFICATE OF SERVICE

I hereby certify that copies of the Notice of Intent to Participate of The Burlington Northern and Santa Fe Railway Company (BNSF-2) have been served this 10th day of July, 1997, by first-class mail, postage prepaid on the Honorable Jacob Leventhal and on all Counsel of Record in Finance Docket No. 33388.

Kelley E. O'Brien 
Kelley E. O'Brien

STB

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COVINGTON & BURLING

1201 PENNSYLVANIA AVENUE, N. W.

P.O. BOX 7566

WASHINGTON, D.C. 20044-7566

(202) 662-6000

FACSIMILE: (202) 662-6291

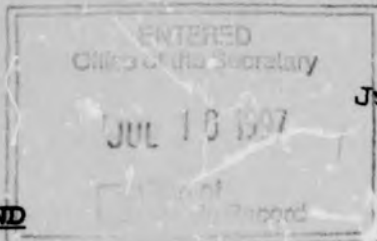
ARVID E. ROACH II

DIRECT DIAL NUMBER

(202) 662-5388

DIRECT FACSIMILE

(202) 776-5388



July 9, 1997

BY HAND

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001



Re: 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, Finance
Docket No. 33388

Dear Secretary Williams:

Union Pacific Corporation and Union Pacific Railroad Company (collectively, "UP") hereby give notice of their intent to participate in the above-captioned proceeding as parties of record. As counsel for UP, I would appreciate being added to the service list for receipt of all orders of the Board and the presiding Administrative Law Judge.

Enclosed are an original and 25 copies of this letter. Please date-stamp the enclosed extra copy and return it to the messenger for our files.

Sincerely,

Arvid E. Roach II

Attorney for Union Pacific
Corporation and Union Pacific
Railroad Company

cc: Hon. Jacob Leventhal
All Parties of Record

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 9th day of July, 1997, I caused a copy of the foregoing document to be served by first-class mail, postage prepaid, or by a more expeditious manner of delivery on applicants' representatives and all known parties of record in Finance Docket No. 33388, and on Hon. Jacob Levanthal, Federal Energy Regulatory Commission, 888 First Street, N.E., Suite 11F, Washington, D.C. 20426.



Michael L. Rosenthal

STB

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7-8-97

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Before The
SURFACE TRANSPORTATION BOARD
Washington, D.C.

Finance Docket No. 33388

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



NOTICE OF INTENT TO PARTICIPATE

Please enter the appearance of the undersigned on behalf of the Eastern Transport & Logistics, Cincinnati, Ohio, which intends to participate and become a party of record in this proceeding. Pursuant to 49 C.F.R. § 1104.12, service of all documents filed in this proceeding should be made upon the undersigned.

Dated: June 24, 1997

Respectfully submitted

Robert A. Edwards

Mr. Robert A. Edwards, President
EASTERN TRANSPORT & LOGISTICS
1109 Lanette Drive
Cincinnati, OH 45230



CERTIFICATE OF SERVICE



I hereby certify that on June 24, 1997, a copy of the foregoing Eastern Transportation Logistics' Notice Of Intent To Participate was served by first-class, U.S. mail, postage prepaid upon the following:

James C. Bishop, Jr.
William C. Woodridge
James L. Howe, III
Robert J. Cooney
George A. Aspatore
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9241

Richard A. Allen, Esquire
James A. Calderwood
Andrew R. Plump
John V. Edwards
Zuckert, Scoutt &
Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Washington, D.C. 20006-3939

John M. Nannes
Scot B. Hutchins
Skadden, Arps, Slate
Meagher & Flom L.L.P.
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

Mark G. Aron
Peter J. Shudtz
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129

P. Michael Giftos
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Speed Code J-120
Jacksonville, FL 32202

Dennis G. Lyons, Esquire
Richard L. Rosen
Paul T. Denis
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202

Samuel M. Sipe, Jr.
Timothy M. Walsh
Steptoe & Johnson L.L.P.
1330 Connecticut Avenue
Washington, D.C. 20036-1795

Timothy T. O'Toole
Constance L. Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Paul A. Cunningham, Esquire
Harkins Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, D.C. 20036



EMILY M. EVANS, Notary Public
in and for the State of Ohio
My Commission Expires
June 15, 2001

Notary

Emily M. Evans

STB

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7-8-97

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180494

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June 25, 1997

Before The
SURFACE TRANSPORTATION BOARD
Washington, D.C.



Finance Docket No. 33388

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

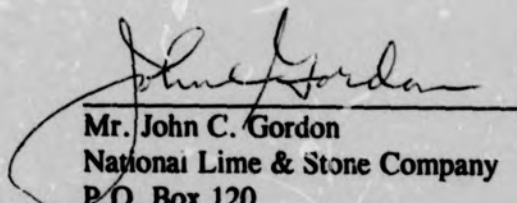


NOTICE OF INTENT TO PARTICIPATE

Please enter the appearance of the undersigned on behalf of the National Lime & Stone Company, Findlay, Ohio, which intends to participate and become a party of record in this proceeding. Pursuant to 49 C.F.R. § 1104.12, service of all documents filed in this proceeding should be made upon the undersigned.

Dated: June 24, 1997

Respectfully submitted


Mr. John C. Gordon
National Lime & Stone Company
P.O. Box 120
Findlay, OH 45840



CERTIFICATE OF SERVICE

I hereby certify that on June 24, 1997, a copy of the foregoing Eastern Transport & Logistics' Notice Of Intent To Participate was served by first-class, U.S. mail, postage prepaid upon the following:

James C. Bishop, Jr.
William C. Wooldridge
James L. Howe, III
Robert J. Cooney
George A. Aspatore
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9241

Richard A. Allen, Esquire
James A. Calderwood
Andrew R. Plump
John V. Edwards
Zuckert, Scoutt &
Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Washington, D.C. 20006-3939

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Scot B. Hutchins
Skadden, Arps, Slate
Meagher & Flom L.L.P.
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Washington, D.C. 20005-2111

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Peter J. Shultz
CSX Corporation
One James Center
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Richmond, VA 23129

P. Michael Giftos
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Speed Code J-120
Jacksonville, FL 32202

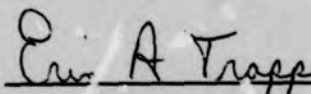
Dennis G. Lyons, Esquire
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Paul T. Denis
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555 12th Street, N.W.
Washington, D.C. 20004-1202

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Steptoe & Johnson L.L.P.
1330 Connecticut Avenue
Washington, D.C. 20036-1795

Timothy T. O'Toole
Constance L. Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Paul A. Cunningham, Esquire
Harkins Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, D.C. 20036

Notary



ERIN A. TRAPP

Notary Public, State of Ohio

My Commission Expires 4-7-2002

STB

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7-8-97

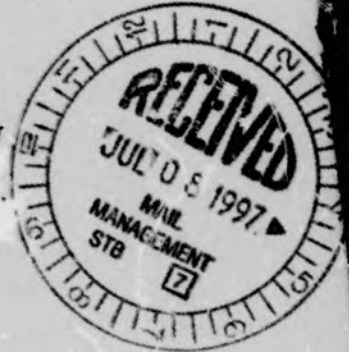
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180508

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

CSX Corp. et al -- Control and Operating
Leases/Agreements - Conrail Inc. et al.



NOTICE BY

E. I. DU PONT DE NEMOURS AND COMPANY
OF INTENT TO PARTICIPATE

Pursuant to the provisions of Decision No. 6 in this proceeding (served May 30, 1997), E. I. du Pont de Nemours and Company (DuPont) hereby notifies the Applicants and the Board of its intention to participate in this proceeding as a party of record. This will also serve as a request to the Applicants that they serve a copy of their primary application on the following, as the designated representatives of DuPont:

E. C. Wright
Rail Transportation Procurement Manager
DuPont Sourcing
DuPont Building 3100
1007 Market Street
Wilmington, DE 19898

This notice also requests the Board to place DuPont and the above representative on the list of all parties of record that will be prepared and issued under the procedures specified in Decision 6 at 4-5. In accordance with 49 C.F.R. §1180.4(a)(2), DuPont selects the acronym "DUPX" for identifying all documents and pleadings it submits in this proceeding.

Respectfully submitted,

E.C. Wright (ad.)

E. C. Wright
Rail Transportation Procurement
Manager
DuPort Sourcing
DuPont Building 3100
1007 Market Street
Wilmington, DE 19898

Dated: July 8, 1997
Due Date: August 7, 1997

CERTIFICATE OF SERVICE

I hereby certify that I have this 8th day of July, 1997,
served a copy of the foregoing notice upon the following persons,
by first-class mail, postage prepaid:

Hon. Jacob Leventhal
Administrative Law Judge
Federal Energy Regulatory Commission
888 First Street, NE
Suite 11F
Washington, DC 20426

Richard A. Alien
Zuckert, Scoutt & Rasenberger, L.L.P.
Suite 600
888 Seventeenth Street, NW
Washington, DC 20006-3939

Paul A. Cunningham
Harkins Cunningham
Suite 600
1300 Nineteenth Street, NW
Washington, DC 20036

Dennis G. Lyons
Arnold & Porter
555 12th Street, NW
Washington, DC 20004-1202


AIMEE E. DEPEW

STB

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7-8-97

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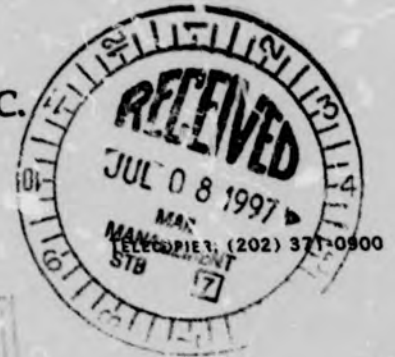
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DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW
SUITE 750
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500



JUL 8, 1997 ENTERED
Office of the Secretary

JUL 9 1997

3 Part of
Public Record

Via Hand Delivery

Honorable Vernon A. Williams
Secretary

Case Control Unit

ATTN: STB Finance Docket No. 33388

Surface Transportation Board

1925 K Street, N.W.

Washington, DC 20423-0001

Re: 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*

Dear Secretary Williams:

Please find enclosed for filing in the above-referenced proceeding an original and twenty-five (25) copies of the Notice of Intent to Participate, submitted to the Board on behalf of Anker Energy Corporation, Buffalo Coal Company, Evergreen Mining Company, Maryland Coal Association, Mettiki Coal Corporation, PBS Coals, Inc., Tri-State Coal Association, Venture Coal Sales, and West Virginia Coals, Inc. In accordance with 49 C.F.R. § 1180.4(a)(2), this party has selected the acronym "ANK" and, accordingly, the enclosed document is identified as ANK-3.

In accordance with Decision No. 2 in this proceeding, copies of this document are being served upon Applicants' counsel, Administrative Law Judge Jacob Leventhal, and all known parties of record. Also enclosed is a 3.5-inch floppy diskette containing the text of this pleading in WordPerfect 6.0 format. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Sincerely yours,

Nicholas J. DiMichael

Attorney for Anker Energy Corporation,
Buffalo Coal Company, Evergreen Mining
Company, Maryland Coal Association,
Mettiki Coal Corporation, PBS Coals, Inc.,
Tri-State Coal Association, Venture Coal
Sales, and West Virginia Coals, Inc.

Enclosures
4805-020

BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Docket No. 33388

*CSX Corp. et al — Control and Operating
Leases/Agreements — Conrail Inc. et al.*

NOTICE FY
ANKER ENERGY CORPORATION, BUFFALO COAL COMPANY,
EVERGREEN MINING COMPANY, MARYLAND COAL
ASSOCIATION, METTIKI COAL CORPORATION, PBS COALS,
INC., TRI-STATE COAL ASSOCIATION, VENTURE COAL
SALES, AND WEST VIRGINIA COALS, INC.
OF INTENT TO PARTICIPATE

Anker Energy Corporation
Buffalo Coal Company
Evergreen Mining Company
Maryland Coal Association
Mettiki Coal Corporation
PBS Coals, Inc.
Tri-State Coal Association
Venture Coal Sales
West Virginia Coals, Inc.

By: Nicholas J. Di. Michael
John K. Maser III
Donelan, Cleary, Wood & Maser, P.C.
1100 New York Avenue, NW, Suite 750
Washington, DC 20005-3934
Tel. (202) 371-9500

Dated: July 8, 1997
Due Date: August 7, 1997

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

*CSX Corp. et al — Control and Operating
Leases/Agreements — Conrail Inc. et al.*

NOTICE BY
ANKER ENERGY CORPORATION, BUFFALO COAL COMPANY,
EVERGREEN MINING COMPANY, MARYLAND COAL
ASSOCIATION, METTIKI COAL CORPORATION, PBS COALS,
INC., TRI-STATE COAL ASSOCIATION, VENTURE COAL
SALES, AND WEST VIRGINIA COALS, INC.
OF INTENT TO PARTICIPATE

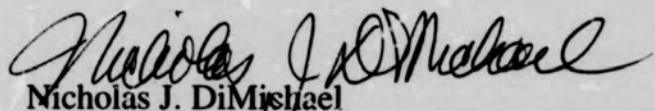
Pursuant to Decision No. 6 in this proceeding (served May 30, 1997), 62 Fed Reg. 29387, Anker Energy Corporation, Buffalo Coal Company, Evergreen Mining Company, Maryland Coal Association, Mettiki Coal Corporation, PBS Coals, Inc., Tri-State Coal Association, Venture Coal Sales, and West Virginia Coals, Inc. (collectively, the "B&O Coal Producers") hereby notify the Applicants and the Board of their intention to participate in this proceeding as parties of record. This will also serve as a request to the Applicants that, pursuant to 49 C.F.R. §1180.4(c)(5)(v), they serve a copy of

their primary application on the following, as representatives of the B&O Coal Producers:

Nicholas J. DiMichael
John K. Maser III
Donelan, Cleary, Wood & Maser, P.C.
1100 New York Avenue, N.W., Suite 750
Washington, DC 20005-3934

This notice is also to request the Board to place the B&O Coal Producers and the above representatives on the list of all parties of record that will be prepared and issued under the provisions 49 C.F.R. §1180.4(a)(4), as further amplified in Decision 6 at 4-5. In accordance with 49 C.F.R. §1180.4(a)(2), the B&O Coal Producers select the acronym "ANK-x" for identifying all documents and pleadings they submit in this proceeding.

Respectfully submitted,



Nicholas J. DiMichael
John K. Maser III
Donelan, Cleary, Wood & Maser, P.C.
1100 New York Avenue, NW, Suite 750
Washington, DC 20005-3934
Tel. (202) 371-9500

Attorneys for:

Anker Energy Corporation
Buffalo Coal Company
Evergreen Mining Company
Maryland Coal Association
Mettiki Coal Corporation
PBS Coals, Inc.
Tri-State Coal Association
Venture Coal Sales
West Virginia Coals, Inc.

Dated: July 8, 1997
Due Date: August 7, 1997

CERTIFICATE OF SERVICE

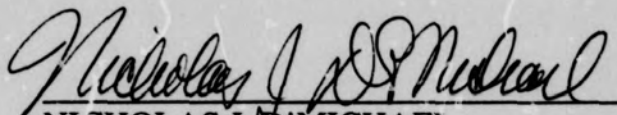
I hereby certify that I have this 8th day of July, 1997, served a copy of the foregoing notice upon the following persons, by first-class mail, postage prepaid, in accordance with the Board's Rules of Practice:

Dennis G. Lyons
Arnold & Porter
555 12th Street, N.W.
Washington, DC 20004-1202

Paul A. Cunningham
Harkins Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, DC 20036

Richard A. Allen
Zuckert, Scoutt & Rasenberger, L.L.P.
Suite 600
888 Seventeenth Street, N.W.
Washington, DC 20006-3939

Hon. Jacob Leventhal
Administrative Law Judge
Federal Energy Regulatory Commission
888 First Street, N.E.
Suite 11F
Washington, DC 20426


NICHOLAS J. DiMICHAEL

STB

FD

33388

7-7-97

D

180490



180490



4743 County Road 28
P.O. Box 127
Waterloo, Indiana 46793-0127

213-837-8611

Toll Free 1-878-366-0829

FAX 213-837-7220

Before The
SURFACE TRANSPORTATION BOARD
Washington, D.C.



Finance Locket No. 33388

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



NOTICE OF INTENT TO PARTICIPATE

Please enter the appearance of the undersigned on behalf of the DeKalb Agri, Inc., Waterloo, Indiana, acting on behalf of the cooperative, which intends to participate and become a party of record in this proceeding. Pursuant to 49 C.F.R. & 1104.12, service of all documents filed in this proceeding should be made upon the undersigned.

Dated: June 30, 1997

Respectfully submitted

Mr. Carl E. Feller, General Manager
DEKALB AGRI, INC.
P.O. Box 127
Waterloo, IN 46793



4743 County Road 28
P.O. Box 127
Waterloo, Indiana 46793-0127

219-837-8611
Toll Free: 1-800-366-0829
FAX: 219-837-7220

CERTIFICATE OF SERVICE

I hereby certify that on June 23, 1997, a copy of the foregoing DeKalb Agra, Inc.'s Notice Of Intent To Participate was served by first-class, U.S. mail, postage prepaid upon the following:

James C. Bishop, Jr.
William C. Wooldridge
James L. Howe, III
Robert J. Cooney
George A. Aspatore
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9241

Richard A. Allen, Esquire
James A. Calderwood
Andrew K. Plump
John V. Edwards
Zuckert, Scutt &
Rosenberger, L.L.P.
888 Seventeenth Street, N.W.
Washington, D.C. 20006-3939

John M. Nannes
Scot B. Hutchins
Skadden, Arps, Slate
Meagher & Flom L.L.P.
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

Mark G. Aron
Peter J. Shudtz
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129

P. Michael Giftos
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Speed Code J-120
Jacksonville, FL 32202

Dennis G. Lyons, Esquire
Richard L. Rosen
Paul T. Denis
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202

Samuel M. Sipe, Jr.
Timothy M. Walsh
Steptoe & Johnson L.L.P.
1330 Connecticut Avenue
Washington, D.C. 20036-1795

Timothy T. O'Toole
Constance L. Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Paul A. Cunningham, Esquire
Harkins Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, D.C. 20036

Notary

Donald D. Meschberger

Donald D. Meschberger, Notary Public
Resident of DeKalb County
My Commission Expires May 21, 1999

STB

FD

33388

7-7-97

D

180489

180489

STATE OF MICHIGAN



JOHN ENGLER, GOVERNOR

DEPARTMENT OF TRANSPORTATION

TRANSPORTATION BUILDING, 425 WEST OTTAWA POST OFFICE BOX 30050, LANSING, MICHIGAN 48906
PHONE: (517) 373-2090 TDD NO.: (517) 373-0012 FAX NO.: (517) 373-0167

JAMES R. DESANA, DIRECTOR

July 1, 1997



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

Dear Mr. Secretary:

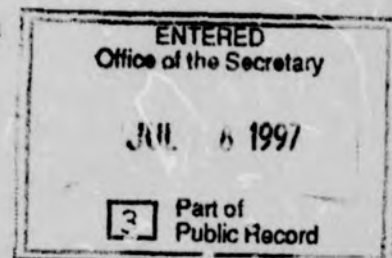
This letter serves as a Notice of Intent to Participate in Finance Docket No. 33388, concerning the application of CSX Corporation and Norfolk Southern Corporation for control of the Consolidated Rail Corporation and the allocation of Conrail's assets between the applicants.

Conrail, CSX Transportation, and Norfolk Southern all directly serve the State of Michigan. As a result, the Michigan Department of Transportation (MDOT) has a strong interest in this application. We request designation as a "Party of Record" and reserve the right to provide future comments regarding this proceeding. All relevant documents destined for MDOT should be sent to me at the above address.

Sincerely,

Larry B. Karnes
Bureau of Transportation Planning

cc: Jacob Leventhal, Federal Energy Regulatory Commission
Dennis G. Lyons, Arnold & Porter
Richard A. Allen, Zuckert Scoutt & Rasenberger
Paul A. Cunningham, Harkins Cunningham



STB

FD

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7-7-97

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180472

06/24/97 13:27
JUN 24 '97 13:29 TO 330 823 4645

5132311339
FROM ET.L

T-071 P.02 180472

Before The
SURFACE TRANSPORTATION BOARD
Washington, D.C.

Finance Docket No. 33388

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

NOTICE OF INTENT TO PARTICIPATE

Please enter the appearance of the undersigned on behalf of the East Ohio Stone Company, Alliance, Ohio, which intends to participate and become a party of record in this proceeding. Pursuant to 49 C.F.R. § 1104.12, service of all documents filed in this proceeding should be made upon the undersigned.

Dated: June 24, 1997

Respectfully submitted

Charles E. Allenbaugh Jr.

Mr. Charles E. Allenbaugh Jr., President
EAST OHIO STONE COMPANY
2000 W. Besson St.
Alliance, OH 44601



CERTIFICATE OF SERVICE

I hereby certify that on June 26, 1997, a copy of the foregoing East Ohio Stone Company's Notice of Intent To Participate was served by first-class, U.S. mail, postage prepaid upon the following:

James C. Bishop, Jr.
William C. Wooldridge
James L. Howe, III
Robert J. Cooney
George A. Aspatore
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9241

Richard A. Allen, Esquire
James A. Calderwood
Andrew R. Plump
John V. Edwards
Zuckert, Scoutt &
Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Washington, D.C. 20006-3939

John M. Nannes
Scot B. Hutchins
Skadden, Arps, Slate
Meagher & Flom L.L.P.
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

Mark G. Aron
Peter J. Shudtz
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129

P. Michael Giftos
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Speed Code J-120
Jacksonville, FL 32202

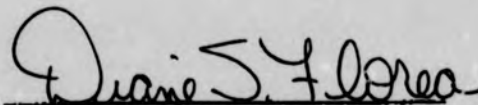
Dennis G. Lyons, Esquire
Richard L. Rosen
Paul T. Denis
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202

Samuel M. Sipe, Jr.
Timothy M. Walsh
Steptoe & Johnson L.L.P.
1330 Connecticut Avenue
Washington, D.C. 20036-1795

Timothy T. O'Toole
Constance L. Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Paul A. Cunningham, Esquire
Haskins Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, D.C. 20036

Notary



DIANE S. FLOREA
NOTARY PUBLIC STATE OF OHIO
MY COMMISSION EXPIRES MARCH 18, 2002



STB

FD

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7-7-97

D

180479

180479 D

DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

July 7, 1997

Via Hand Delivery

Honorable Vernon A. Williams

Secretary

Case Control Unit

ATTN: STB Finance Docket No. 33388

Surface Transportation Board

1925 K Street, N.W.

Washington, DC 20423-0001



Re: 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*

Dear Secretary Williams:

Please find enclosed for filing in the above-referenced proceeding an original and twenty-five (25) copies of the Notice of Intent to Participate, submitted to the Board on behalf of the Institute of Scrap Recycling Industries, Inc. In accordance with 49 C.F.R. § 1180.4(a)(2), this party selects the acronym "ISRI" and, accordingly, the enclosed document is identified as ISRI-2.

In accordance with Decision No. 2 in this proceeding, copies of this document are being served upon Applicants' counsel, Administrative Law Judge Jacob Leventhal, and all known parties of record. Also enclosed is a 3.5-inch floppy diskette containing the text of this pleading in WordPerfect 6.0 format. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Sincerely yours,

John K. Maser III
Attorney for the Institute of Scrap Recycling
Industries, Inc.

Enclosures

3310-070

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

*CSX Corp. et al — Control and Operating
Leases/Agreements — Conrail Inc. et al.*



NOTICE BY
INSTITUTE OF SCRAP RECYCLING INDUSTRIES, INC.
OF INTENT TO PARTICIPATE

Institute of Scrap Recycling
Industries, Inc.
1325 G Street, N.W.
Washington, DC 20005

By: John K. Maser III
Jeffrey O. Moreno
Donelan, Cleary, Wood & Maser, P.C.
1100 New York Avenue, NW, Suite 750
Washington, DC 20005-3934
Tel. (202) 371-9500

Dated: July 7, 1997
Due Date: August 7, 1997

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

*CSX Corp. et al. — Control and Operating
Leases/Agreements — Conrail Inc. et al.*

NOTICE BY
INSTITUTE OF SCRAP RECYCLING INDUSTRIES, INC.
OF INTENT TO PARTICIPATE

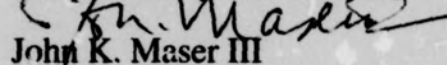
Pursuant to Decision No. 6 in this proceeding (served May 30, 1997), 62 Fed Reg. 29387, Institute of Scrap Recycling Industries, Inc. (ISRI) hereby notifies the Applicants and the Board of its intention to participate in this proceeding as a party of record. This will also serve as a request to the Applicants that, pursuant to 49 C.F.R. §1180.4(c)(5)(v), they serve a copy of their primary application on the following, as representatives of Institute of Scrap Recycling Industries, Inc.:

Michael Mautia
Director, Risk Management
Institute of Scrap Recycling
Industries, Inc.
1325 G Street, N.W.
Washington, DC 20005

John K. Maser III
Jeffrey O. Moreno
Donelan, Cleary, Wood & Maser, P.C.
1100 New York Avenue, N.W., Suite 750
Washington, DC 20005-3934

This notice is also to request the Board to place Institute of Scrap Recycling Industries, Inc. and the above representatives on the list of all parties of record that will be prepared and issued under the provisions 49 C.F.R. §1180.4(a)(4), as further amplified in Decision 6 at 4-5. In accordance with 49 C.F.R. §1180.4(a)(2), ISRI selects the acronym "ISRI-x" for identifying all documents and pleadings it submits in this proceeding.

Respectfully submitted,



John K. Maser III

Jeffrey O. Moreno

Donelan, Cleary, Wood & Maser, P.C.

1100 New York Avenue, NW, Suite 750

Washington, DC 20005-3934

Tel. (202) 371-9500

*Attorneys for Institute of Scrap
Recycling Industries, Inc.*

Dated: July 7, 1997

Due Date: August 7, 1997

CERTIFICATE OF SERVICE

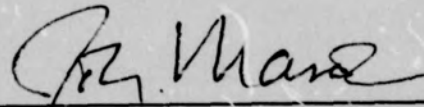
I hereby certify that I have this 7th day of July, 1997, served a copy of the foregoing notice upon the following persons, by first-class mail, postage prepaid, in accordance with the Board's Rules of Practice:

Dennis G. Lyons
Arnold & Porter
555 12th Street, N.W.
Washington, DC 20004-1202

Paul A. Cunningham
Harkins Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, DC 20036

Richard A. Allen
Zuckert, Scout & Rasenberger, L.L.P.
Suite 600
888 Seventeenth Street, N.W.
Washington, DC 20006-3939

Hon. Jacob Leventhal
Administrative Law Judge
Federal Energy Regulatory Commission
888 First Street, N.E.
Suite 11F
Washington, DC 20426



JOHN K. MASER III

STB

FD

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7-7-97

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GUERRIERI, EDMOND & CLAYMAN, P.C.

1331 F STREET, N.W.
WASHINGTON, D.C. 20004

(202) 624-7400
FACSIMILE (202) 624-7420

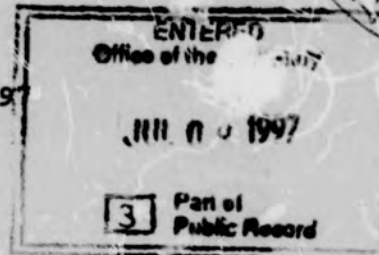


JOSEPH GUERRIERI, JR.
JOHN A. EDMOND
ROBERT S. CLAYMAN
DEBRA L. WILLEN
JEFFREY A. BARTOS
AMYBETH GARCIA-BOKOR
ELISE B. SCHLACKMAN



July 2, 1997

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423



**Re: Finance Docket No. 33388, CSX Corporation, et. al.,
Norfolk Southern Corp., et. al.--Railroad Control
Application--Conrail Inc., et. al.**

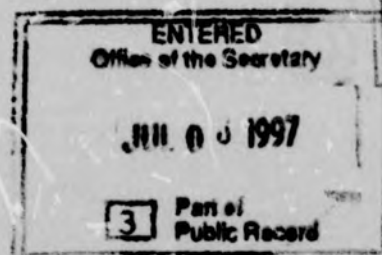
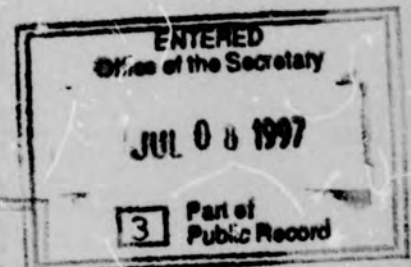
Dear Secretary Williams:

The International Association of Machinists and Aerospace Workers ("IAM"), through its undersigned counsel, hereby files notice of its intent to participate in the above-referenced case as a party of record. Service of all documents upon the IAM may be made to the undersigned counsel.

Thank you for your attention to this matter.

Sincerely,

Debra L. Willen
Patrick R. Plummer
GUERRIERI, EDMOND & CLAYMAN, P.C.



CERTIFICATE OF SERVICE

I hereby certify that copies of the IAM's notice of intent to participate were served by first-class mail, postage prepaid, upon applicants' representatives, listed below, this 2nd day of July, 1997.

James C. Bishop, Jr.
William C. Woolridge
J. Gary Lane
James L. Howe, III
Robert J. Cooney
George A. Aspatore
Norfolk Southern Corp.
Three Commercial Place
Norfolk, VA 23510-9241

Richard A. Allen
James A. Calderwood
Andrew R. Plump
John V. Edwards
Zuckert, Scoutt &
Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Washington, DC 20006-3939

Bruce B. Wilson
Constance L. Abrams
Consolidated Rail Corp.
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Clinton J. Miller, III
Daniel R. Elliott, III
United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107-4250

Paul A. Cunningham
Harkins, Cunningham
1300 19th Street, N.W.
Suite 1600
Washington, DC 20036

Larry Pruden, Esq.
Transportation Communications
International Union
3 Research Place
Rockville, MD 20850

Mark G. Aron
Peter J. Shudtz
CSX Corporation
One James Center
901 East Cary Street
Richmond, VA 23219

Larry Willis, Esq.
Transportation Trades Department,
AFL-CIO
400 North Capitol Street, N.W.
Suite 961
Washington, DC 20001

P. Michael Giftos
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

Richard Edelman
Highsaw, Mahoney & Clarke
1050 17th Street, N.W.
Suite 210
Washington, DC 20036

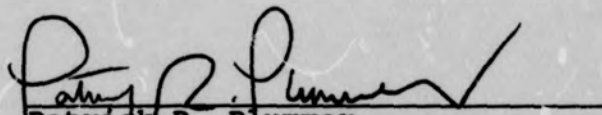
Dennis G. Lyons
Richard L. Rosen
Paul T. Denis
Arnold & Porter
555 12th Street, N.W.
Washington, DC 20004-1202

The Honorable Jacob Leventhal
Federal Energy Regulatory Comm'n
888 First Street, N.E.
Suite 11F
Washington, DC 20426
Attn: STB Finance Docket 33388

John M. Nannes
Scot B. Hutchins
Skadden, Arps, Slate,
Meagher & Flom, L.L.P.
1440 New York Avenue, N.W.
Washington, DC 20005-2111

Samuel M. Sipe, Jr.
Timothy M. Walsh
Steptoe & Johnson, L.L.P.
1330 Connecticut Avenue, N.W.
Washington, DC 20036-1795

Timothy T. O'Toole
Constance L. Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103


Patrick R. Plummer

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7-7-97

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ARNOLD & PORTER

555 TWELFTH STREET, N.W.
WASHINGTON, D.C. 20004-1202

(202) 942-5000
FACSIMILE: (202) 942-5999

DENNIS G. LYONS
(202) 942-5858

NEW YORK
DENVER
LOS ANGELES
LONDON

July 7, 1997

BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423



Re: 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

Dear Secretary Williams:

Enclosed please find CSX/NS-26, the Applicants' Submission of 1995 Labor Impact Exhibit in the above-referenced docket.

Accompanying this letter are an original and twenty-five copies of the Submission, as well as a formatted diskette in WordPerfect 6.1 (the charts are in Excel).

Thank you for your assistance in this matter. Please contact me (202-942-5858) if you have any questions.

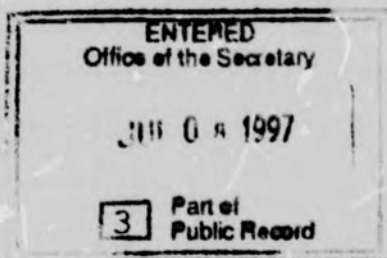
Kindly date stamp the enclosed two additional copies of this letter at the time of filing and return it to our messenger.

Respectfully yours,

ARNOLD & PORTER

By: 

Dennis G. Lyons
Counsel for CSX Corporation and
CSX Transportation, Inc.



Enclosures
cc: Service List

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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



**APPLICANTS' SUBMISSION OF
1995 LABOR IMPACT EXHIBIT**

JAMES C. B'SHOP, JR.
WILLIAM C. WOOLDRIDGE
J. GARY LANE
JAMES L. HOWE, III
ROBERT J. COONEY
GEORGE A. ASPATORE
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-2191
(757) 629-2838

RICHARD A. ALLEN
JAMES A. CALDERWOOD
ANDREW R. PLUMP
JOHN V. EDWARDS
Zuckert, Scutti & Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Suite 600
Washington, DC 20006-3939
(202) 298-8660

JOHN M. NANNES
SCOT B. HUTCHINS
Skadden, Arps, Slate,
Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, DC 20005-2111
(202) 371-7400

Counsel for Norfolk Southern Corporation and
Norfolk Southern Railway Company

MARK G. ARON
PETER J. SHUDTZ
CSX Corporation
One James Center
901 East Cary Street
Richmond, VA 23129
(804) 752-1400

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

DENNIS G. LYONS
PAUL T. DENIS
SUSAN T. MORITA
Arnold & Porter
555 12th Street, N.W.
Washington, DC 20004-1202
(202) 942-5000

SAMUEL M. SIPE, JR.
TIMOTHY M. WALSH
Steptoe & Johnson LLP, N.W.
1330 Connecticut Avenue
Washington, DC 20036-1795
(202) 429-3000

Counsel for CSX Corporation and CSX
Transportation, Inc.

TIMOTHY T. O'TOOLE
CONSTANCE L. ABRAMS
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19101
(215) 209-4000

PAUL A. CUNNINGHAM
Harkins Cunningham
1300 Nineteenth Street, N.W.
Suite 600
Washington, DC 20036
(202) 973-7600

Counsel for Conrail Inc. and
Consolidated Rail Corporation

July 7, 1997

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No 33388



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

APPLICANTS' SUBMISSION OF
1995 LABOR IMPACT EXHIBIT

CSX Corporation, CSX Transportation, Inc. (collectively, "CSX"), Norfolk Southern Corporation, Norfolk Southern Railway Company (collectively, "NS"), Conrail Inc. and Consolidated Rail Corporation (collectively, "Conrail") hereby submit the attached Supplemental Joint Verified Statement of Kenneth R. Peifer and Robert S. Spenski and accompanying Supplemental Labor Impact Exhibit, covering the full year 1995 (the "1995 Exhibit"), together with certain additional material related thereto.

The 1995 Labor Impact Exhibit is being filed pursuant to the commitment to file it made by the Applicants in their Application filed June 23, 1997, and pursuant to Decision No. 7. In making this submission, Applicants respectfully repeat their view that any effort to assess this Transaction's effects on employees by using 1995 job levels as the starting point will inevitably result in a gross overstatement of labor "impacts."

For the sake of comparison and to put the 1995 Exhibit into perspective (since Applicants believe that taken by itself, the Exhibit is misleading) Applicants are

also repeating in this filing the full-year 1996-based Exhibit (the "1996 Exhibit") submitted as part of the Application (in CSX/NS-20)¹, as well as submitting a Labor Impact Exhibit based, in the case of agreement employees, on November 1996 headcount, and in the case of nonagreement employees, on the basis of April 1, 1997, headcount (the "1996-97 Exhibit").

The 1996 and 1996-97 Exhibits² give a much more realistic picture of the labor impacts of the proposed transaction than the 1995 Exhibit, since Conrail downsized its workforce considerably in 1995 and 1996. Those job reductions had nothing to do with the Transaction to which the Application relates. Accordingly, the 1995 average headcounts, if used as the starting point for the assessment of labor impacts, will result in a job impact assessment that is unreliable and inaccurate. In fact, the Exhibits submitted herewith show that the downsizing effected from 1995 to early 1997 involved more job loss than the net loss of jobs anticipated from the Transaction in the three-year period post-Transaction:

¹ The 1996 Exhibit has been corrected as explained in the Supplemental Joint Verified Statement.

² In Decision No. 7, the Board indicated some concern that the use of November 1996 figures for the headcount for the agreement employees could be affected, to the detriment of the employees, by seasonal differences in employment levels. The Supplemental Joint Verified Statement offers evidence to rebut this concern, which was urged before the Board by labor parties. It demonstrates through an analysis of the headcount of Maintenance of Way workers, the classification most likely to be affected by seasonal factors, that no seasonal shrinkage in headcount exists and that the shrinkage in overall employment for agreement employees reflected in the November 1996 figures is essentially a permanent, nonseasonal shrinkage.

The 1995 Exhibit shows a net job loss (abolishments minus creations) of 4955, whereas the net job loss shown in the 1996 Exhibit is 2670 and the net job loss shown in the 1996/97 Exhibit is 1981. These differences occur because calculation of job "abolishments" by subtracting post-transaction jobs from 1995 job levels includes:

- positions already abolished by Conrail in 1995 and 1996; and
- individuals who voluntarily separated from Conrail in 1995 and 1996.

Accordingly, Applicants believe that the phantom job losses reflected in the "Jobs Abolished--Based on 95" column of the 1995 Exhibit provide no reliable evidentiary basis for evaluating the Transaction's impact on Applicants' employees.

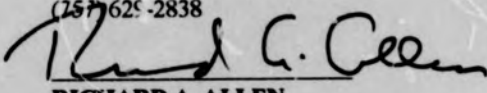
Applicants presented their Summary of Benefits resulting from the Transaction (Vol. 1, pages 123-27, CSX/NS-18) based on the 1996 Exhibit.³ Applicants continue to assert only those benefits. If Applicants were to re-present the Summary of Benefits and make claim that the Transaction was responsible for all the labor savings based on the 1995 Exhibit, additional benefits in excess of \$100 million could be claimed. However, Applicants see no basis for doing that and do not propose to provide a Statement of Benefits

³ In the case of the NS Summary of Benefits (CSX/NS-18 at pages 125-27), the projected benefits are based on 1996 labor counts for agreement personnel and April 1997 counts for nonagreement personnel.

based on the 1995 Exhibit, since the reductions in force achieved by Conrail in the period 1995 through early 1997 are not attributable to the Transaction. To make such a claim would be to claim nonexistent savings from phantom job abolishments.

Respectfully submitted,

JAMES C. BISHOP, JR.
WILLIAM C.
WOOLDRIDGE
J. GARY LANE
JAMES L. HOWE, III
ROBERT J. COONEY
GEORGE A. ASPATORE
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-2191
(757) 625-2838



RICHARD A. ALLEN
JAMES A. CALDERWOOD
ANDREW R. PLUMMER
JOHN V. EDWARDS
Zuckert, Scott & Rasenberger,
L.L.P.
888 Seventeenth Street, N.W.
Suite 600
Washington, DC 20006-3939
(202) 298-8660

JOHN M. NANNES
SCOT B. HUTCHINS
Skadden, Arps, Slate,
Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, DC 20005-2111
(202) 371-7400

Counsel for Norfolk Southern
Corporation and Norfolk
Southern Railway Company

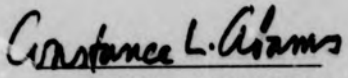
MARK G. ARON
PETER J. SHUTTZ
CSX Corporation
One James Center
901 East Cary Street
Richmond, VA 23129
(804) 782-1400

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PAUL R. HITCHCOCK
DOUGLAS R. MAXWELL
NICHOLAS S.
YOVANOVIC
CSX Transportation, Inc.
500 Water Street
Speed Code J-120
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Washington, DC 20036-1795
(202) 429-3000

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and CSX Transportation, Inc.


TIMOTHY T. O'TOOLE *per day*
CONSTANCE L. ABRAMS
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19101
(215) 209-4000

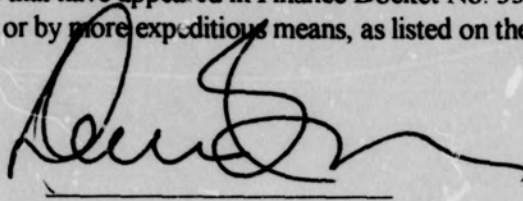
PAUL A. CUNNINGHAM
Harkins Cunningham
1300 Nineteenth Street, N.W.
Suite 600
Washington, DC 20036
(202) 973-7600

Counsel for Conrail Inc. and
Consolidated Rail Corporation

July 7, 1997

CERTIFICATE OF SERVICE

I, Dennis G. Lyons, certify that on July 7, 1997, I have caused to be served a true and correct copy of the foregoing CSX/NS-26, Applicants' Submission of 1995 Labor Impact Exhibit, on all parties that have appeared in Finance Docket No. 33388, by first-class mail, postage prepaid, or by more expeditious means, as listed on the Service list.



A handwritten signature in black ink, appearing to read "Dennis G. Lyons", is written over a horizontal line.

SUPPLEMENTAL
JOINT VERIFIED STATEMENT
OF
KENNETH R. PEIFER
AND
ROBERT S. SPENSKI

This verified statement supplements the Joint Verified Statement of Kenneth R. Peifer and Robert S. Spenski filed with the Surface Transportation Board ("STB") on June 23, 1997 by addressing the attached Labor Impact Exhibit which is based on calendar year 1995 average monthly employment levels for the Applicant Carriers.¹ The 1995 Labor Impact Exhibit is being submitted in compliance with the STB's requirement contained in Decision No. 7 (served May 29, 1997). In Decision No. 7 the STB directed Applicant Carriers to submit a Labor Impact Exhibit using the average employment levels for 1995 as the base for setting forth the impacts the transaction and related transaction elements will have on rail carrier employees.

The Labor Impact Exhibit which Applicant Carriers submitted on June 23, 1997 with their Application was based on calendar year 1996 average monthly employment levels. A corrected version of that Exhibit is also attached to this Supplemental Verified Statement.²

¹ For 1995, CSX had only eight months of data from which to develop the average employee count for its train and engine employees; for all the other agreement and all nonagreement employees CSX had a full twelve months of data.

² The 1996 Exhibit has been corrected to better conform employment impacts at Canton, Macedonia and Ashtabula, Ohio with NS' Operating Plan. In the first year NS anticipates ceasing the use of the repair facility at Canton, Ohio and will operate a consolidated equipment repair facility at Charlotte, North Carolina. The numbers affecting Macedonia, Ohio also have been changed to better conform with NS' plan to discontinue program work at that facility. Finally, NS has determined it will retain the existing nonagreement workforce at Ashtabula.

In Decision No. 7, the STB indicated that Applicants may supplement 1995 data with data demonstrating employment reductions in 1996 and/or 1997. Accordingly, because the Applicants believe that the labor impact is better demonstrated by use of the most current employment data and will thus benefit STB's review, Applicants also are submitting a 1996/97 Labor Impact Exhibit.³

As explained in the original Joint Verified Statement, while Applicants believe that the 1996 data provides a more accurate portrayal of the impacts of the transaction on the Applicant Carriers' employees than the 1995 data, the best demonstration of the impacts is set forth in the 1996/97 Labor Impact Exhibit. Examination of the data demonstrates that the 1995 employment figures overstate the impact of the transaction on the employees because Conrail, on its own initiative, experienced significant reductions in its workforce during 1995 and 1996 unrelated to the transaction.⁴

For instance, during 1995 and 1996 a total of 1104 nonagreement employees left Conrail. Of that number, approximately 855 nonagreement employees left either due to

³ The 1996/97 Labor Impact Exhibit is based on the most recent available data using an April 1, 1997 nonagreement employee count and a November 1996 agreement employee count, which count better reflects nonseasonal employment level changes at Conrail unrelated to this transaction.

⁴ Because the 1995 Labor Impact Exhibit is based on an average of the 1995 monthly employment levels, the 1995 workforce reductions are not completely captured in the 1995 Exhibit. Instead the 1995 average employment level actually overstates the employment at the end of 1995. For example, if for the first six months of 1995 the employment level in a specific craft was 1000 employees and there was a reduction of 500 employees in that craft on July 1, 1995, the average employment level for that craft would show as 750 employees on the Impact Exhibit, when in reality the employment for the last six months was only 500 employees. Furthermore, the employment base used to develop the 1995 Labor Impact Exhibit fails to account for any reductions in 1996 including the normal attrition which for Conrail is about 4 percent.

staff rationalization or separation/early retirement programs. Also, starting in 1995 and concluding in early 1996, Conrail consolidated its Harrisburg operating division with its Philadelphia division. This action had another significant impact on employment levels. Furthermore, there were extensive furloughs of Conrail agreement employees in 1995. None of these reductions were related to this transaction.

Accordingly, the 1995 Labor Impact Exhibit portrays an unrealistic and inflated employment picture that is not consistent with the present situation or that reported in the 1996 Labor Impact Exhibit. This lack of realism carries through to the reported job abolishments, creations and transfers. The 1995 Exhibit shows a net job loss (abolishments minus creations) of 4955, whereas the net job loss shown in the 1996 Exhibit is 2670 and the net job loss shown in the 1996/97 Exhibit is 1981. These differences occur because the 1995 Exhibit contains many jobs which disappeared as a result of individual Conrail initiatives ("phantom jobs"), but which are shown in that Exhibit as being abolished as a result of the transaction. For example, the 1995 Exhibit reflects phantom jobs being abolished at Altoona, Pennsylvania, whereas the 1996 and 1996/97 Exhibits reveal a net increase of 178 jobs at this location. The difference exists solely because the 1995 Exhibit overstates the actual employment level at Altoona. The jobs which are shown in the 1995 Exhibit as being abolished at Altoona purportedly as a

result of this transaction are phantom jobs that do not now exist and which did not exist in 1996.⁵

In Decision No. 7, the Board expressed concern that the Applicants' proposed use of labor impact figures based on November 1996 agreement personnel headcounts and April 1, 1997, nonagreement personnel headcounts could be distorted because of the factor of seasonality, and accordingly might underestimate the impacts of the transaction on labor. A comparison of the 1996/97 Labor Impact Exhibit with the 1996 Exhibit does not support this concern. The Exhibits do reflect that fewer jobs would be abolished overall using the 1996/97 Exhibit as compared to the 1996 Exhibit, thereby demonstrating that employment on the three railroads had decreased at the times reflected in the 1996/97 Exhibit compared to that reflected in the 1996 Exhibit. However, the exact opposite is the case with the most seasonally variable category of employees, maintenance of way personnel. In this category, the "jobs abolished" category headcount measured by the 1996/97 Exhibit is greater than that reported using the 1996 Exhibit, indicating that employment in this category was higher in November 1996 than it was on an average basis throughout the whole year. Because maintenance of way work is performed almost entirely out of doors, and is not directly related on a daily basis to the operation of trains, it seems clearly to be the category of employment which would most directly be affected

⁵ In order that the 1995 Exhibit not on its face give a misleading picture as to positions abolished, we present three columns for "jobs abolished" in the 1995 Exhibit, one column based on the 1995 Exhibit itself, another based on the 1996 Exhibit, and the third on the 1996/97 Exhibit.

by seasonal considerations. The fact that the 1996/97 abolishment figures for personnel in these categories is higher than that for the average of 1996 indicates that there would be no "seasonal" effect tending to minimize labor impacts resulting from the November 1996 agreement personnel headcount used in the 1996/97 Exhibit.

The attached 1995, 1996 and 1996/97 Labor Impact Exhibits are formatted in accordance with STB regulations and Decision No. 7. They are organized based on the work location of Applicant Carriers' employees. The locations are listed in alphabetical order for each job classification. The Exhibits further provide the number of jobs that will be created, abolished or transferred and the year following the consummation of the transaction (one, two or three) in which these changes will occur. If the position is to be transferred, the Exhibits identify the new location.

All of the Labor Impact Exhibits reflect Applicant Carriers' current estimate of the projected job needs at the time of implementation of the transaction. However, the actual rearrangement and selection and assignment of Applicant Carriers' workforces will be arrived at in the implementing agreement process. At that time, the actual allocation of Conrail's workforce will be determined by CSX's and NS' respective needs of service.

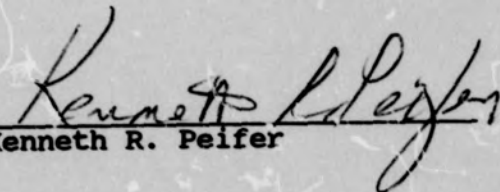
Similarly, the position changes summarized in the attached Labor Impact Exhibits reflect the details of the Operating Plan as they are projected, including the necessary coordinations and changes in seniority districts, bargaining agreements, etc., which are

essential to achieve the transportation efficiencies of the transaction. After the initial implementation of the transaction, additional necessary changes also may become evident.

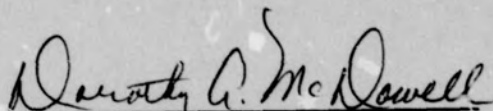
VERIFICATION

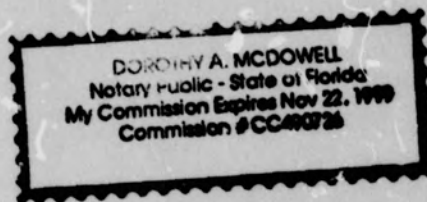
STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

Kenneth R. Peifer, being duly sworn, deposes and says that he is Vice President Labor Relations of CSX Transportation, Inc., that he is qualified and authorized to submit this Supplemental Verified Statement, and that he has read the foregoing statement, knows the contents thereof, and that the same is true and correct.


Kenneth R. Peifer

Subscribed and sworn to before me by Kenneth R. Peifer this
26th day of June, 1997.

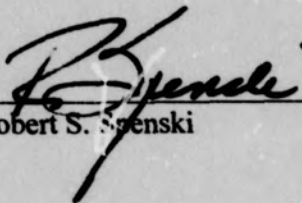

Notary Public



VERIFICATION

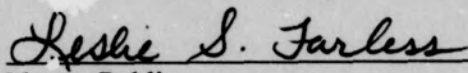
COMMONWEALTH OF VIRGINIA)
) SS.
CITY OF NORFOLK)

Robert S. Spenski, being duly sworn, deposes and says that he is Vice President Labor Relations for Norfolk Southern Corporation, and has read the foregoing statement, knows the contents thereof, and that the same is true and correct.



Robert S. Spenski

Subscribed and sworn to before me by Robert S. Spenski
this 2nd day of July, 1997.



Notary Public

My commission expires: May 31, 2000



LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

Based on 1996 average head count.**

(Applicant Carriers)

<u>Current Location</u>		<u>Classification</u>	<u>Jobs Transferred To</u>	<u>Jobs Abolished</u>	<u>Jobs Created</u>	<u>Year</u>
ATLANTA	GA	Boilermakers	5 Altoona, PA			1
ENOLA	PA	Boilermakers		1		3
HUNTINGTON	WV	Boilermakers			5	1
ROANOKE	VA	Boilermakers		4		1
			5	5	5	
ALLENTOWN	PA	Carmen		4		1
ALLSTON(BEACON PK YD)	MA	Carmen		1		1
ASHTABULA	OH	Carmen		2		1
ATLANTA	GA	Carmen	2 Altoona, PA			1
BALTIMORE(BAYVIEW YD)	MD	Carmen		2		1
BRONX	NY	Carmen		1		1
BROOK PARK	OH	Carmen		1		1
BURNS HARBOR	IN	Carmen		1		1
CALUMET	IL	Carmen		55		1
CAMDEN	NJ	Carmen		1		1
CANTON	OH	Carmen		2		1
CHATTANOOGA	TN	Carmen		12		3
COLLINWOOD	OH	Carmen		4		1
COLUMBUS	OH	Carmen		7		1
COLUMBUS(BUCKEYE YD)	OH	Carmen		4		1
CONWAY	PA	Carmen		8		1
DECATUR	IL	Carmen		43		1
DETROIT(JEFFERSON DK)	MI	Carmen		1		1
DETROIT(NORTH YD)	MI	Carmen		2		1
DETROIT(STERLING YD)	MI	Carmen		2		1
DETROIT-RIVER ROUGE	MI	Carmen		1		1
ELKHART	IN	Carmen		7		1
ELMIRA	NY	Carmen		2		1
ENOLA	PA	Carmen		9		1
ENOLA	PA	Carmen		3		3
FRAMINGHAM	MA	Carmen		1		1
FRONTIER	NY	Carmen		7		1
FT. WAYNE	IN	Carmen		6		1
HARRISBURG	PA	Carmen		2		1
HUNTINGTON	WV	Carmen			13	1
INDIANAPOLIS	IN	Carmen		2		1
INDIANAPOLIS(AVON YD)	IN	Carmen		3		1
LORAIN	OH	Carmen		2		1
LORDSTOWN(GOODMAN YD)	OH	Carmen		2		1
MACEDONIA	OH	Carmen		12		1
MANSFIELD	OH	Carmen		1		1
MARION	OH	Carmen		2		1
METUCHEN	NJ	Carmen		1		1
MINGO JUNCTION	OH	Carmen		1		1
MORaine	OH	Carmen		1		1
MORRISVILLE	PA	Carmen		10		1
NEWARK	NJ	Carmen		2		1
NEWARK(OAK ISLAND YD)	NJ	Carmen		2		1
NIAGARA FALLS(SUSP BR	NY	Carmen		1		1
NO BERGEN	NJ	Carmen		1		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

Based on 1996 average head count.**

(Applicant Carriers)

<u>Current Location</u>		<u>Classification</u>	<u>Jobs Transferred To</u>	<u>Jobs Abolished</u>	<u>Jobs Created</u>	<u>Year</u>
NORTHUMBERLAND	PA	Carmen		1		1
PHILADELPHIA	PA	Carmen		1		1
PHILADELPHIA-SOU PHIL	PA	Carmen		1		1
READING	PA	Carmen		1		1
ROANOKE	VA	Carmen		8		1
ROCKPORT	OH	Carmen		2		1
ROSE	PA	Carmen		1		1
SECAUCUS	NJ	Carmen		4		1
SELKIRK	NY	Carmen		9		1
SENECA	NY	Carmen		1		1
SHARONVILLE	OH	Carmen		3		1
SHIRE OAKS	PA	Carmen		1		1
SO KEARNY	NJ	Carmen		2		1
SOUTH FORK	PA	Carmen		1		1
ST LOUIS	MO	Carmen		1		1
SYRACUSE(DEWITT YD)	NY	Carmen		2		1
TOLEDO	OH	Carmen		4		1
TOLEDO(STANLEY YD)	OH	Carmen		2		1
W SPRINGFIELD	MA	Carmen		1		1
WAYNE	MI	Carmen		11		1
WAYNESBURG	PA	Carmen		3		1
WILLIAMSON	WV	Carmen		44		1
			2	338	18	
ALBANY	NY	Clerical Employees		1		1
ALLENTOWN	PA	Clerical Employees		2		1
ALLSTON(BEACON PK YD)	MA	Clerical Employees		1		1
ASHTABULA	OH	Clerical Employees		1		1
ATLANTA	GA	Clerical Employees	8 Altoona, PA			1
ATLANTA	GA	Clerical Employees		13		2
ATLANTA	GA	Clerical Employees		3		3
BALTIMORE	MD	Clerical Employees		1		1
BETHLEHEM	PA	Clerical Employees		32		1
BETHLEHEM	PA	Clerical Employees	6 Roanoke, VA			1
BUFFALO	NY	Clerical Employees		14		1
BUFFALO	NY	Clerical Employees	7 Jacksonville, FL			1
BUFFALO(FRONTIER YD)	NY	Clerical Employees		2		1
BURNS HARBOR	IN	Clerical Employees		1		1
CALUMET	IL	Clerical Employees		1		2
CANTON	OH	Clerical Employees		1		1
CANTON	OH	Clerical Employees	17 Charlotte, NC			1
CARTERET	NJ	Clerical Employees		1		1
CHICAGO	IL	Clerical Employees		12		1
CHICAGO(47TH ST YD)	IL	Clerical Employees		3		1
CLEVELAND	OH	Clerical Employees		2		1
COLLINWOOD	OH	Clerical Employees		3		1
COLUMBUS	OH	Clerical Employees		8		1
COLUMBUS(BUCKEYE YD)	OH	Clerical Employees		2		1
CONEMAUGH	PA	Clerical Employees		1		1
CONWAY	PA	Clerical Employees		9		1
CRESSONA	PA	Clerical Employees		1		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

Based on 1996 average head count.**

(Applicant Carriers)

<u>Current Location</u>	<u>Classification</u>	<u>Jobs Transferred To</u>	<u>Jobs Abolished</u>	<u>Jobs Created</u>	<u>Year</u>
DEARBORN	MI Clerical Employees		90		1
DEARBORN	MI Clerical Employees	65 Atlanta, GA			1
DEARBORN	MI Clerical Employees	41 Jacksonville, FL			1
DEARBORN	MI Clerical Employees	16 Roanoke, VA			1
DEARBORN	MI Clerical Employees		8		3
DETROIT	MI Clerical Employees		8		1
E ST LOUIS(ROSE LAKE)	IL Clerical Employees		2		1
ELKHART	IN Clerical Employees		1		1
ENOLA	PA Clerical Employees		11		1
ENOLA	PA Clerical Employees		3		2
ENOLA	PA Clerical Employees		15		3
ENOLA	PA Clerical Employees	3 to be determined			3
FAIRLANE	OH Clerical Employees		4		1
FRAMINGHAM	MA Clerical Employees		2		1
GREENTREE	PA Clerical Employees		1		1
HAMMOND	IN Clerical Employees		3		1
HARRISBURG	PA Clerical Employees		2		1
HENNEPIN	IL Clerical Employees		1		1
HUNTINGTON	WV Clerical Employees			1	1
INDIANAPOLIS	IN Clerical Employees		8		1
INDIANAPOLIS(AVON YD)	IN Clerical Employees		1		1
INDIANAPOLIS(HARRISON	IN Clerical Employees		1		1
JERSEY CITY	NJ Clerical Employees		1		1
JERSEY CITY(CROXTON)	NJ Clerical Employees		14		1
KALAMAZOO	MI Clerical Employees		1		1
LIMA	OH Clerical Employees		1		1
LORDSTOWN	OH Clerical Employees		1		1
MANSFIELD	OH Clerical Employees		1		1
MILLVILLE	NJ Clerical Employees		1		1
MORRISVILLE	PA Clerical Employees		2		1
MOUNT LAUREL	NJ Clerical Employees		2		1
MOUNT LAUREL	NJ Clerical Employees	3 Jacksonville, FL			1
MOUNT LAUREL	NJ Clerical Employees	1 Roanoke, VA			1
MT VERNON	MD Clerical Employees		6		1
NEWARK	NJ Clerical Employees		3		1
NEWARK(OAK ISLAND YD)	NJ Clerical Employees		1		1
PHILADELPHIA	PA Clerical Employees		6		1
PHILADELPHIA	PA Clerical Employees	1 Harrisburg, PA			1
PHILADELPHIA	PA Clerical Employees	2 Pittsburgh, PA			1
PHILADELPHIA-BYBERRY	PA Clerical Employees		24		1
PHILADELPHIA-COMMERCE	PA Clerical Employees		184		1
PHILADELPHIA-COMMERCE	PA Clerical Employees	10 Atlanta, GA			1
PHILADELPHIA-COMMERCE	PA Clerical Employees	1 Chicago, IL			1
PHILADELPHIA-COMMERCE	PA Clerical Employees	92 Jacksonville, FL			1
PHILADELPHIA-COMMERCE	PA Clerical Employees	25 Roanoke, VA			1
PHILADELPHIA-COMMERCE	PA Clerical Employees		3		2
PHILADELPHIA-ISLAND A	PA Clerical Employees		14		1
PHILADELPHIA-ISLAND A	PA Clerical Employees	1 Cleveland, OH			1
PHILADELPHIA-ISLAND A	PA Clerical Employees	1 Detroit, MI			1
PHILADELPHIA-SOU PHIL	PA Clerical Employees		4		1
PITTSBURGH	PA Clerical Employees		1		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

Based on 1996 average head count.**

(Applicant Carriers)

<u>Current Location</u>	<u>Classification</u>	<u>Jobs Transferred To</u>	<u>Jobs Abolished</u>	<u>Jobs Created</u>	<u>Year</u>
PITTSBURGH	PA Clerical Employees	1 Atlanta, GA			1
PITTSBURGH (NCSC)	PA Clerical Employees		147		1
PITTSBURGH (NCSC)	PA Clerical Employees	15 Atlanta, GA			1
PITTSBURGH (NCSC)	PA Clerical Employees	185 Jacksonville, FL			1
PITTSBURGH (NCSC)	PA Clerical Employees	200 Atlanta, GA			2
RICHMOND	VA Clerical Employees			3	1
RICHFIELD	NJ Clerical Employees		32		1
ROANOKE	VA Clerical Employees		26		2
ROANOKE	VA Clerical Employees		35		3
ROCKPORT	OH Clerical Employees		1		1
SELKIRK	NY Clerical Employees		8		1
SO KEARNY	NJ Clerical Employees		3		1
SYRACUSE(DEWITT YD)	NY Clerical Employees		1		1
TOLEDO	OH Clerical Employees		6		1
TRENTON	NJ Clerical Employees		1		1
W SPRINGFIELD	MA Clerical Employees		1		1
WALBRIDGE	OH Clerical Employees		24		1
WAYNESBURG	PA Clerical Employees		2		1
WORCESTER	MA Clerical Employees		1		1
		702	834	4	
ASHTABULA	OH Dock Workers		1		1
		0	1	0	
ATLANTA	GA Electricians	45 Altoona, PA			1
CALUMET	IL Electricians		3		1
CAMDEN	NJ Electricians		2		1
CAMDEN	NJ Electricians	2 Bellevue, OH			1
COLLINWOOD	OH Electricians		1		1
CONWAY	PA Electricians		7		1
ELKHART	IN Electricians		2		1
ELKHART	IN Electricians	4 Bellevue, OH			3
ENOLA	PA Electricians		7		1
ENOLA	PA Electricians		10		3
ENOLA	PA Electricians	43 to be determined			3
HARRISBURG	PA Electricians		2		1
HUNTINGTON	WV Electricians			53	1
INDIANAPOLIS	IN Electricians		1		1
NEWARK(OAK ISLAND YD)	NJ Electricians		3		1
NEWARK(OAK ISLAND YD)	NJ Electricians	6 Bellevue, OH			1
READING	PA Electricians		1		1
ROANOKE	VA Electricians		3		1
SELKIRK	NY Electricians		3		1
SHARONVILLE	OH Electricians		1		1
TOLEDO	OH Electricians		2		1
WAYNESBURG	PA Electricians		1		1
WILLOW RUN	MI Electricians		3		1
		100	52	53	
ALBANY	GA Engineers		3		1
ALLENTOWN/BETHLEHEM C/T	PA Engineers		7		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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ALTOONA	PA	Engineers			3	1
ALTOONA	PA	Engineers			5	2
ALTOONA	PA	Engineers			2	3
ANDOVER	VA	Engineers		2		1
ARGOS	IN	Engineers		5		1
ASHEVILLE	NC	Engineers		1		1
ATLANTA	GA	Engineers		7	3	1
ATLANTA	GA	Engineers			4	2
ATLANTA	GA	Engineers			2	3
AUGUSTA	GA	Engineers			1	1
BALTIMORE	MD	Engineers			9	1
BALTIMORE	MD	Engineers			6	2
BALTIMORE	MD	Engineers			2	3
BEAPARK	MA	Engineers			1	1
BELLEVUE	OH	Engineers			1	1
BELLEVUE	OH	Engineers			2	2
BELLEVUE	OH	Engineers			1	3
BIGFOUR ROAD WEST (AVON)	IN	Engineers			4	1
BIRMINGHAM	AL	Engineers		4		1
BLUEFIELD	WV	Engineers			1	1
BLUEFIELD	WV	Engineers			2	2
BLUEFIELD	WV	Engineers			1	3
BRUNSWICK	GA	Engineers			1	1
BUFFALO	NY	Engineers			15	1
BUFFALO LINES E&W	NY	Engineers			9	1
BUFFALO YARD	NY	Engineers			3	1
BURNS HARBOR	IN	Engineers	1 Chicago, IL			1
CHARLESTON	SC	Engineers		1		1
CHICAGO	IL	Engineers		30		1
CINCINNATI	OH	Engineers		13		1
CLEVELAND	OH	Engineers		5	20	1
CLEVELAND	OH	Engineers	8 Willard, OH			1
COLUMBIA	SC	Engineers		1		1
COLUMBUS	GA	Engineers		5		1
COLUMBUS	OH	Engineers		5	4	1
CONNEAUT	OH	Engineers	17 Buffalo, NY			1
CONNEAUT	OH	Engineers	16 Cleveland, OH			1
CONWAY	PA	Engineers		4		1
CORNING	NY	Engineers			4	1
CORNING	NY	Engineers			6	2
CORNING	NY	Engineers			3	3
CRESTLINE	OH	Engineers	31 Willard, OH			1
CREWE	VA	Engineers			2	1
CREWE	VA	Engineers			4	2
CREWE	VA	Engineers			1	3
CUMBERLAND	MD	Engineers			9	1
DANVILLE	IL	Engineers	11 Terre Haute, IN			2
DANVILLE	IL	Engineers	12 Terre Haute, IN			3
DANVILLE	KY	Engineers		5		1
DECATUR	IL	Engineers			17	1
DECATUR	IL	Engineers			27	2

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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DECATUR	IL	Engineers			11	3
DETROIT	MI	Engineers			26	1
DETROIT (YARD)	MI	Engineers			14	1
DEWITT	NY	Engineers			2	1
ELKHART (WEST)	IN	Engineers		7		1
ELMORE	WV	Engineers			1	1
ELMORE	WV	Engineers			2	2
ENOLA	PA	Engineers		6		1
ETOWAH	TN	Engineers			3	1
EVANSVILLE	IN	Engineers	12 Terre Haute, IN			2
EVANSVILLE	IN	Engineers	11 Terre Haute, IN			3
FAIRLANE	OH	Engineers		1		1
FORT WAYNE	IN	Engineers			1	1
FT. WAYNE	IN	Engineers			5	1
FT. WAYNE	IN	Engineers			8	2
FT. WAYNE	IN	Engineers			3	3
GRAND RAPIDS	MI	Engineers		4		1
GREENVILLE	SC	Engineers			2	1
GREENVILLE	SC	Engineers			3	2
GREENVILLE	SC	Engineers			1	3
GREENWICH	PA	Engineers			4	1
HAGERSTOWN	MD	Engineers		3		1
HARRINGTON	DE	Engineers		6		1
HOBSON	OH	Engineers			1	1
HOBSON	OH	Engineers			1	2
HOBSON	OH	Engineers			1	3
INDIANAPOLIS ROAD EAST	IN	Engineers			5	1
JACKSONVILLE	FL	Engineers			3	1
KANKAKEE	IL	Engineers			1	1
KANKAKEE	IL	Engineers			2	2
KANKAKEE	IL	Engineers			1	3
KNOXVILLE	TN	Engineers		4		1
LAFAYETTE	IN	Engineers		1		1
LINWOOD	NC	Engineers		8		1
LOUISVILLE	KY	Engineers		10		1
LYNCHBURG	VA	Engineers			2	1
LYNCHBURG	VA	Engineers			3	2
MACON	GA	Engineers			4	1
MACON	GA	Engineers			6	2
MACON	GA	Engineers			2	3
MANASSAS	VA	Engineers			1	1
MASSENA	NY	Engineers			1	1
MERIDIAN	MS	Engineers			3	1
MERIDIAN	MS	Engineers			6	2
MERIDIAN	MS	Engineers			2	3
MOBERLY	MO	Engineers			6	1
MOBERLY	MO	Engineers			10	2
MOBERLY	MO	Engineers			4	3
MONTGOMERY	AL	Engineers		3		1
NASHVILLE	TN	Engineers			3	1
NEW CASTLE	PA	Engineers			5	1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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NIAGARA	NY	Engineers			1	1
OAKDALE	TN	Engineers			1	1
OAKISLAND	NJ	Engineers			8	1
PENSACOLA	FL	Engineers			3	1
PERU	IN	Engineers			4	1
PERU	IN	Engineers			7	2
PERU	IN	Engineers			2	3
PHILADELPHIA	PA	Engineers		1		1
PHILADELPHIA YARD	PA	Engineers			1	1
PORT READING	NJ	Engineers			1	1
PORTSMOUTH	OH	Engineers			1	1
PORTSMOUTH	OH	Engineers			2	2
PORTSMOUTH	OH	Engineers			1	3
PRINCETON	IN	Engineers			2	1
PTJERVIS	NY	Engineers			1	1
PTJERVIS	NY	Engineers			3	2
PTJERVIS	NY	Engineers			2	3
RALEIGH	NC	Engineers		6		1
RENOVO	PA	Engineers		2		1
ROANOKE	VA	Engineers			8	1
ROANOKE	VA	Engineers			12	2
ROANOKE	VA	Engineers			4	3
SELKIRK ROAD EAST	NY	Engineers			11	1
SELKIRK ROAD WEST	NY	Engineers			3	1
SELMA	AL	Engineers		4		1
SHEFFIELD	AL	Engineers		2		1
SHENNANDOAH	VA	Engineers				1
SHENNANDOAH	VA	Engineers			7	2
SHENNANDOAH	VA	Engineers			3	3
ST. THOMAS	ONT	Engineers			1	1
ST. THOMAS	ONT	Engineers			2	2
TOLEDC	OH	Engineers		70		1
VALDOSTA	GA	Engineers			1	1
VALDOSTA	GA	Engineers			2	2
WASHINGTON	IN	Engineers		9		1
WILLARD	OH	Engineers			23	1
WSPRINGFIELD	MA	Engineers			1	1
			119	245	457	
ATLANTA	GA	Laborers/Firemen and Oilers	10 Altoona, PA			1
CALUMET	IL	Laborers/Firemen and Oilers		4		1
CONWAY	PA	Laborers/Firemen and Oilers		2		1
ELKHART	IN	Laborers/Firemen and Oilers		1		1
ENOLA	PA	Laborers/Firemen and Oilers		2		1
ENOLA	PA	Laborers/Firemen and Oilers		30		3
HUNTINGTON	WV	Laborers/Firemen and Oilers			14	1
INDIANAPOLIS	IN	Laborers/Firemen and Oilers		1		1
NEWARK(OAK ISLAND YD)	NJ	Laborers/Firemen and Oilers		3		1
SELKIRK	NY	Laborers/Firemen and Oilers		3		1
			10	46	14	

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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ATLANTA	GA	Machinists	67 Altoona, PA			1
CALUMET	IL	Machinists		6		1
CAMDEN	NJ	Machinists		1		1
CAMDEN	NJ	Machinists	4 Bellevue, OH			1
CHATTANOOGA	TN	Machinists		6		2
CHICAGO	IL	Machinists		7		1
COLLINWOOD	OH	Machinists		1		1
COLUMBUS	OH	Machinists		1		1
CONWAY	PA	Machinists		6		1
DEARBORN ZONE R GANG	MI	Machinists		4		1
ELKHART	IN	Machinists		3		1
ELKHART	IN	Machinists	10 Bellevue, OH			3
ENOLA	PA	Machinists		7		1
ENOLA	PA	Machinists		14		3
ENOLA	PA	Machinists	80 to be determined			3
FRONTIER	NY	Machinists		1		1
HUNTINGTON	WV	Machinists			77	1
INDIANAPOLIS	IN	Machinists		2		1
KNOXVILLE	TN	Machinists		2		1
MORRISVILLE	PA	Machinists		3		1
NEWARK(OAK ISLAND YD)	NJ	Machinists		8		1
NEWARK(OAK ISLAND YD)	NJ	Machinists	12 Bellevue, OH			1
PHILADELPHIA	PA	Machinists		1		1
PITTSBURGH ZONE R GANG	PA	Machinists		1		1
ROANOKE	VA	Machinists		1		1
SELKIRK	NY	Machinists		7		1
WAYNESBURG	PA	Machinists		2		1
			173	84	77	
ALBANY DIV RAIL GANG	NY	Maintenance of Way		20		1
CANTON	OH	Maintenance of Way		26		1
CANTON	OH	Maintenance of Way	70 Charlotte, NC			1
CANTON	OH	Maintenance of Way	20 Richmond, VA			1
CLEVELAND	OH	Maintenance of Way		5		1
DEARBORN ZONE R GANG	MI	Maintenance of Way		78		1
EPRI	MI	Maintenance of Way		4		1
HARRISBURG	PA	Maintenance of Way		7		1
HARRISBURG	PA	Maintenance of Way	5 Atlanta, GA			1
INDIANAPOLIS	IN	Maintenance of Way		32		2
INDIANAPOLIS ZONE R G	IN	Maintenance of Way		3		1
INDIANAPOLIS ZONE R G	IN	Maintenance of Way		32		2
MACEDONIA	OH	Maintenance of Way		1		1
MT HOLLY	PA	Maintenance of Way		5		1
PHILA ZONE RAIL GANG	PA	Maintenance of Way		90		1
PHILADELPHIA-COMMERCE	PA	Maintenance of Way		1		1
PITTSBURGH ZONE R GANG	PA	Maintenance of Way		91		1
SELKIRK	NY	Maintenance of Way		9		2
SYSTEM RAIL GANGS		Maintenance of Way		7		1
SYSTEM RAIL GANGS		Maintenance of Way		39		2
TOLEDO	OH	Maintenance of Way		2		1
UPPER SANDUSKY	OH	Maintenance of Way		2		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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(Applicant Carriers)

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W SPRINGFIELD	MA	Maintenance of Way		8		2
WALBRIDGE	OH	Maintenance of Way		14		1
WORCESTER	MA	Maintenance of Way		19		2
			95	495	0	
ABRAMS	PA	Nonagreement		1		1
ALBANY	NY	Nonagreement		1		1
ALQUIPPA	PA	Nonagreement		1		1
ALLENTOWN	PA	Nonagreement		3		1
ALTOONA	PA	Nonagreement	2 Roanoke, VA			1
ASHTABULA	OH	Nonagreement		2		1
ATLANTA	GA	Nonagreement		1		1
ATLANTA	GA	Nonagreement	21 Altoona, PA			1
ATLANTA	GA	Nonagreement		1		2
ATLANTA	GA	Nonagreement		5		3
BALTIMORE	MD	Nonagreement		1		1
BETHLEHEM	PA	Nonagreement		12		1
BOSTON	MA	Nonagreement		1		1
BRONX	NY	Nonagreement		1		1
BUFFALO	NY	Nonagreement		6		1
CAMDEN	NJ	Nonagreement		1		1
CAMPBELL HALL	NY	Nonagreement		1		1
CANTON	OH	Nonagreement		10		1
CANTON	OH	Nonagreement		1		2
CHATTANOOGA	TN	Nonagreement		1		3
CHICAGO	IL	Nonagreement		22		1
CINCINNATI	OH	Nonagreement		1		1
CLEVELAND	OH	Nonagreement		3		1
CLEVELAND	OH	Nonagreement		1		2
COLLINWOOD	OH	Nonagreement		1		1
COLUMBUS	OH	Nonagreement		7		1
COLUMBUS	OH	Nonagreement	1 Atlanta, GA			1
COLUMBUS	OH	Nonagreement	1 Philadelphia, PA			1
COLUMBUS	OH	Nonagreement		1		2
CONWAY, PA	PA	Nonagreement		6		1
CONWAY, PA	PA	Nonagreement		1		2
DEARBORN	MI	Nonagreement		56		1
DEARBORN	MI	Nonagreement	8 Atlanta, GA			1
DEARBORN	MI	Nonagreement	7 Jacksonville, FL			1
DETROIT	MI	Nonagreement		2		1
E ST LOUIS	IL	Nonagreement		2		1
EASTON	PA	Nonagreement		1		1
EDISON	NJ	Nonagreement		6		1
ELIZABETHPORT	NJ	Nonagreement		1		1
ELKHART	IN	Nonagreement		10		1
ELMIRA	NY	Nonagreement		1		1
ENOLA	PA	Nonagreement		7		1
ENOLA	PA	Nonagreement		1		2
ENOLA	PA	Nonagreement		2		3
ENOLA	PA	Nonagreement	9 to be determined			3
FAIRLANE	OH	Nonagreement		1		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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GREENFIELD	IN	Nonagreement		2		1
GREENTREE	PA	Nonagreement		21		1
HAMMOND	IN	Nonagreement		1		1
HARRISBURG	PA	Nonagreement		11		1
HARRISBURG	PA	Nonagreement	2 Atlanta, GA			1
HOUSTON	TX	Nonagreement		5		1
HOUSTON	TX	Nonagreement		1		3
HUNTINGDON	PA	Nonagreement		5		1
HUNTINGTON	WV	Nonagreement			4	1
INDIANAPOLIS	IN	Nonagreement		16		1
ISELIN	NJ	Nonagreement		1		1
JACKSON	MI	Nonagreement		1		1
JACKSONVILLE	FL	Nonagreement			4	1
JEFFERSONVILLE	IN	Nonagreement		1		1
JUNIATA	PA	Nonagreement	1 Atlanta, GA			1
LANSING	IL	Nonagreement		1		1
LAPORTE	IN	Nonagreement		1		1
LOS ANGELES	CA	Nonagreement		1		1
LUCKNOW	PA	Nonagreement		2		1
MACEDONIA	OH	Nonagreement		1		2
MEADVILLE	PA	Nonagreement		1		1
MELVINDALE	MI	Nonagreement		1		1
MONTREAL	PQ	Nonagreement		1		1
MOUNT LAUREL	NJ	Nonagreement		9		1
MT VERNON	MD	Nonagreement		1		1
MUNCY	PA	Nonagreement		1		1
NEW YORK	NY	Nonagreement		1		1
NEW YORK	NY	Nonagreement		1		3
NEWARK	NJ	Nonagreement		4		1
NEWARK	NJ	Nonagreement		1		2
NILES	CH	Nonagreement		1		1
NORFOLK	VA	Nonagreement		1		2
NORFOLK	VA	Nonagreement		4		3
PHILADELPHIA	PA	Nonagreement		690		1
PHILADELPHIA	PA	Nonagreement	301 Atlanta, GA			1
PHILADELPHIA	PA	Nonagreement	3 Baltimore, MD			1
PHILADELPHIA	PA	Nonagreement	1 Boston, MA			1
PHILADELPHIA	PA	Nonagreement	1 Buffalo, NY			1
PHILADELPHIA	PA	Nonagreement	2 Chicago, IL			1
PHILADELPHIA	PA	Nonagreement	1 Columbus, OH			1
PHILADELPHIA	PA	Nonagreement	3 Detroit, MI			1
PHILADELPHIA	PA	Nonagreement	26 Harrisburg, PA			1
PHILADELPHIA	PA	Nonagreement	2 Indianapolis, IN			1
PHILADELPHIA	PA	Nonagreement	152 Jacksonville, FL			1
PHILADELPHIA	PA	Nonagreement	3 New York, NY			1
PHILADELPHIA	PA	Nonagreement	89 Norfolk, VA			1
PHILADELPHIA	PA	Nonagreement	6 Pittsburgh, PA			1
PHILADELPHIA	PA	Nonagreement	1 Portside, NJ			1
PHILADELPHIA	PA	Nonagreement	1 Portsmouth, OH			1
PHILADELPHIA	PA	Nonagreement	1 Richmond, VA			1
PHILADELPHIA	PA	Nonagreement	150 Roanoke, VA			1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

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PHILADELPHIA	PA	Nonagreement		32		2
PHILADELPHIA	PA	Nonagreement		17		3
PITCAIRN	PA	Nonagreement		3		1
PITTSBURGH	PA	Nonagreement		55		1
PITTSBURGH	PA	Nonagreement	31 Atlanta, GA			1
PITTSBURGH	PA	Nonagreement	16 Jacksonville, FL			1
PITTSBURGH	PA	Nonagreement		2		2
PORTLAND	OR	Nonagreement		2		1
READING	PA	Nonagreement		4		1
ROANOKE	VA	Nonagreement		15		2
ROANOKE	VA	Nonagreement		15		3
SELKIRK	NY	Nonagreement		18		1
SELKIRK	NY	Nonagreement	4 Jacksonville, FL			1
SEVEN HILLS(CLEV)	OH	Nonagreement		1		1
SHIRE OAKS	PA	Nonagreement		4		1
SHIRE OAKS	PA	Nonagreement		3		3
SO KEARNY	NJ	Nonagreement		4		1
ST LOUIS	MO	Nonagreement		1		1
SYRACUSE	NY	Nonagreement		1		1
TOLEDO	OH	Nonagreement		3		1
W SPRINGFIELD	MA	Nonagreement		1		1
WASHINGTON	DC	Nonagreement		4		1
WAYNESBURG	PA	Nonagreement		2		1
WESTBORO	MA	Nonagreement		1		1
WILLIAMSPORT	PA	Nonagreement	1 Atlanta, GA			1
YOUNGSTOWN	OH	Nonagreement		1		1
			847	1160***	8	
BOSTON	MA	Police		4		1
BUFFALO	NY	Police		2		1
CHICAGO	IL	Police		1		1
CLEVELAND	OH	Police			3	1
DEARBORN	MI	Police		7		1
E ST LOUIS	IL	Police		2		1
ELIZABETH	NJ	Police		1		1
INDIANAPOLIS	IN	Police		2		1
MOUNT LAUREL	NJ	Police		15		1
MOUNT LAUREL	NJ	Police	11 Roanoke, VA			1
NO BERGEN	NJ	Police		1		1
PHILADELPHIA	PA	Police		4		1
SELKIRK	NY	Police		2		1
TOLEDO	OH	Police		3		1
WESTBORO	MA	Police		2		1
			11	46	3	
ANDERSON	IN	Railway Supervisors/Foremen		2		1
ASHTABULA	OH	Railway Supervisors/Foremen		1		1
BETHLEHEM SYS RAIL GA	PA	Railway Supervisors/Foremen		2		1
BUFFALO	NY	Railway Supervisors/Foremen			1	1
CHICAGO	IL	Railway Supervisors/Foremen		14		1
CLEVELAND	OH	Railway Supervisors/Foremen			1	1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES

49 CFR 1180.6(a)(2)(v)

Based on 1996 average head count.**

(Applicant Carriers)

<u>Current Location</u>	<u>Classification</u>	<u>Jobs Transferred To</u>	<u>Jobs Abolished</u>	<u>Jobs Created</u>	<u>Year</u>
COLLINWOOD	OH Railway Supervisors/Foremen		5		1
COLUMBUS(BUCKEYE YD)	OH Railway Supervisors/Foremen		1		1
CONWAY	PA Railway Supervisors/Foremen		1		1
CONWAY ZONE R GANG	PA Railway Supervisors/Foremen		1		1
DEARBORN ZONE R GANG	MI Railway Supervisors/Foremen		4		1
ELIZABETH ZONE R GANG	NJ Railway Supervisors/Foremen		2		1
ELIZABETHPORT	NJ Railway Supervisors/Foremen		1		1
ELKHART	IN Railway Supervisors/Foremen		1		1
ELKHART	IN Railway Supervisors/Foremen	2 Bellevue, OH			3
ENOLA	PA Railway Supervisors/Foremen		2		1
ERIE	MI Railway Supervisors/Foremen		2		1
ERIE	PA Railway Supervisors/Foremen		2		1
FRONTIER	NY Railway Supervisors/Foremen		1		1
GREENTREE	PA Railway Supervisors/Foremen		1		1
HARRISBURG	PA Railway Supervisors/Foremen		1		1
HUNTINGTON	WV Railway Supervisors/Foremen			3	1
INDIANAPOLIS	IN Railway Supervisors/Foremen		3		1
JACKSON	MI Railway Supervisors/Foremen				1
LANSING	IL Railway Supervisors/Foremen		1		1
MACEDONIA	OH Railway Supervisors/Foremen		1		1
MORRISVILLE	PA Railway Supervisors/Foremen		1		1
MOUNT LAUREL SYS R GA	MI Railway Supervisors/Foremen		1		1
NEWARK	NJ Railway Supervisors/Foremen		1		1
NEWARK(OAK ISLAND YD)	MI Railway Supervisors/Foremen	2 Bellevue, OH			1
PHILA ZONE RAIL GANG	PA Railway Supervisors/Foremen		2		1
PHILADELPHIA	PA Railway Supervisors/Foremen		1		1
PITCAIRN	PA Railway Supervisors/Foremen		2		1
PITTSBURGH ZONE R GANG	PA Railway Supervisors/Foremen		7		1
READING	PA Railway Supervisors/Foremen		1		1
SELKIRK	NY Railway Supervisors/Foremen		1		1
TOLEDO	OH Railway Supervisors/Foremen		1		1
TOLEDO(STANLEY YD)	OH Railway Supervisors/Foremen		5		1
WAYNE	MI Railway Supervisors/Foremen		1		1
WILLOW RUN	MI Railway Supervisors/Foremen		1		1
		4	75	5	
ATLANTA	GA Sheet Metal Workers	3 Altoona, PA			1
CAMDEN	NJ Sheet Metal Workers	1 Bellevue, OH			1
CONWAY	PA Sheet Metal Workers		2		1
ENOLA	PA Sheet Metal Workers		2		1
ENOLA	PA Sheet Metal Workers		23		3
HUNTINGTON	WV Sheet Metal Workers			9	1
KALAMAZOO	MI Sheet Metal Workers		2		1
NEWARK(OAK ISLAND YD)	NJ Sheet Metal Workers	1 Bellevue, OH			1
ROANOKE	VA Sheet Metal Workers		3		1
SELKIRK	NY Sheet Metal Workers		4		1
TOLEDO	OH Sheet Metal Workers		1		1
		5	37	9	
ASHTABULA	OH Signalmen			1	1
BEREA	OH Signalmen			1	1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

Based on 1996 average head count.**

(Applicant Carriers)

<u>Current Location</u>		<u>Classification</u>	<u>Jobs Transferred To</u>	<u>Jobs Abolished</u>	<u>Jobs Created</u>	<u>Year</u>
COLUMBUS	OH	Signalmen		21		1
COLUMBUS	OH	Signalmen	9 Atlanta, GA			1
COLUMBUS	OH	Signalmen	8 Jacksonville, FL			1
COLUMBUS	OH	Signalmen	15 Roanoke, VA			1
COLUMBUS	OH	Signalmen	22 Savannah, GA			1
TOLEDO	OH	Signalmen			8	1
UPPER SANDUSKY	OH	Signalmen		3		1
WILLOW RUN	MI	Signalmen		1		1
			54	25	10	
DEARBORN	MI	Train Dispatchers		5		1
GREENTREE	PA	Train Dispatchers		5		1
INDIANAPOLIS	IN	Train Dispatchers		4		1
MOUNT LAUREL	NJ	Train Dispatchers		6		1
MOUNT LAUREL	NJ	Train Dispatchers	64 Harrisburg, PA			1
SELKIRK	NY	Train Dispatchers		5		1
			64	25	0	
ALBANY	GA	Trainmen		3		1
ALLENTOWN/BETHLEHEM C/T	PA	Trainmen		7		1
ALTOONA	PA	Trainmen			3	1
ALTOONA	PA	Trainmen			5	2
ALTOONA	PA	Trainmen			2	3
ANDOVER	VA	Trainmen		2		1
ARGOS	IN	Trainmen		9		1
ASHEVILLE	NC	Trainmen		1		1
ATLANTA	GA	Trainmen		7	3	1
ATLANTA	GA	Trainmen			4	2
ATLANTA	GA	Trainmen			2	3
AUGUSTA	GA	Trainmen			1	1
BALTIMORE	MD	Trainmen			10	1
BALTIMORE	MD	Trainmen			6	2
BALTIMORE	MD	Trainmen			2	3
BELLEVUE	OH	Trainmen			1	1
BELLEVUE	OH	Trainmen	20 Cleveland, OH			1
BELLEVUE	OH	Trainmen			2	2
BELLEVUE	OH	Trainmen			1	3
BIGFOUR ROAD WEST (AVON)	IN	Trainmen			1	1
BIRMINGHAM	AL	Trainmen		4		1
BLUEFIELD	WV	Trainmen			1	1
BLUEFIELD	WV	Trainmen			2	2
BLUEFIELD	WV	Trainmen			1	3
BRUNSWICK	GA	Trainmen			1	1
BUFFALO	NY	Trainmen			15	1
BUFFALO LINES E.W	NY	Trainmen			17	1
BUFFALO YARD	NY	Trainmen			2	1
BURNS HARBOR	IN	Trainmen	2 Chicago, IL			1
CHARLESTON	SC	Trainmen		1		1
CHICAGO	IL	Trainmen		53		1
CINCINNATI	OH	Trainmen		17		1
CLEVELAND	OH	Trainmen		36	20	1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

Based on 1996 average head count.**

(Applicant Carriers)

<u>Current Location</u>		<u>Classification</u>	<u>Jobs Transferred To</u>	<u>Jobs Abolished</u>	<u>Jobs Created</u>	<u>Year</u>
CLEVELAND	OH	Trainmen	8 Willard, OH			1
COLUMBIA	SC	Trainmen		1		1
COLUMBUS	GA	Trainmen		9		1
COLUMBUS	OH	Trainmen		10	8	1
CONNEAUT	OH	Trainmen	10 Buffalo, NY			1
CONWAY	PA	Trainmen		4		1
CORNING	NY	Trainmen			4	1
CORNING	NY	Trainmen			6	2
CORNING	NY	Trainmen			3	3
CRESTLINE	OH	Trainmen	44 Willard, OH			1
CREWE	VA	Trainmen			2	1
CREWE	VA	Trainmen			4	2
CREWE	VA	Trainmen			1	3
CUMBERLAND	MD	Trainmen			11	1
DANVILLE	IL	Trainmen	11 Terre Haute, IN			2
DANVILLE	IL	Trainmen	13 Terre Haute, IN			3
DANVILLE	KY	Trainmen		5		1
DECATUR	IL	Trainmen			17	1
DECATUR	IL	Trainmen			27	2
DECATUR	IL	Trainmen			11	3
DETROIT	MI	Trainmen			26	1
DETROIT (YARD)	MI	Trainmen			10	1
DEWITT	NY	Trainmen			1	1
ELKHART (WEST)	IN	Trainmen		7		1
ELMORE	WV	Trainmen			1	1
ELMORE	WV	Trainmen			2	2
ENOLA	PA	Trainmen		6		1
ETOWAH	TN	Trainmen			3	1
EVANSVILLE	IN	Trainmen	13 Terre Haute, IN			2
EVANSVILLE	IN	Trainmen	11 Terre Haute, IN			3
FAIRLANE	OH	Trainmen		2		1
FT. WAYNE	IN	Trainmen			5	1
FT. WAYNE	IN	Trainmen			8	2
FT. WAYNE	IN	Trainmen			3	3
GRAND RAPIDS	MI	Trainmen		9		1
GREENVILLE	SC	Trainmen			2	1
GREENVILLE	SC	Trainmen			3	2
GREENVILLE	SC	Trainmen			1	3
GREENWICH	PA	Trainmen			8	1
HAGERSTOWN	MD	Trainmen		3		1
HARRINGTON	DE	Trainmen		6		1
HOBSON	OH	Trainmen			1	1
HOBSON	OH	Trainmen			1	2
HOBSON	OH	Trainmen			1	3
INDIANAPOLIS ROAD EAST	IN	Trainmen			2	1
JACKSONVILLE	FL	Trainmen			3	1
KANKAKEE	IL	Trainmen			1	1
KANKAKEE	IL	Trainmen			2	2
KANKAKEE	IL	Trainmen			1	3
KNOXVILLE	TN	Trainmen		4		1
LAFAYETTE	IN	Trainmen		3		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

Based on 1996 average head count.**

(Applicant Carriers)

<u>Current Location</u>		<u>Classification</u>	<u>Jobs Transferred To</u>	<u>Jobs Abolished</u>	<u>Jobs Created</u>	<u>Year</u>
LINWOOD	NC	Trainmen		8		1
LOUISVILLE	KY	Trainmen		14		1
LYNCHBURG	VA	Trainmen			2	1
LYNCHBURG	VA	Trainmen			3	2
MACON	GA	Trainmen			4	1
MACON	GA	Trainmen			6	2
MACON	GA	Trainmen			2	3
MANASSAS	VA	Trainmen			1	1
MERIDIAN	MS	Trainmen			3	1
MERIDIAN	MS	Trainmen			6	2
MERIDIAN	MS	Trainmen			2	3
MOBERLY	MO	Trainmen			6	1
MOBERLY	MO	Trainmen			10	2
MOBERLY	MO	Trainmen			4	3
MONTGOMERY	AL	Trainmen		3		1
NASHVILLE	TN	Trainmen			3	1
NEW CASTLE	PA	Trainmen			6	1
NIAGARA	NY	Trainmen			1	1
OAKDALE	TN	Trainmen			1	1
OAKISLAND	NJ	Trainmen			22	1
PENSACOLA	FL	Trainmen			3	1
PERU	IN	Trainmen			4	1
PERU	IN	Trainmen			7	2
PERU	IN	Trainmen			2	3
PHILADELPHIA	PA	Trainmen		2		1
PHILADELPHIA YARD	PA	Trainmen			2	1
PORT READING	NJ	Trainmen			3	1
PORTSMOUTH	OH	Trainmen			1	1
PORTSMOUTH	OH	Trainmen			2	2
PORTSMOUTH	OH	Trainmen			1	3
PRINCETON	IN	Trainmen			2	1
PTJERVIS	NY	Trainmen			1	1
PTJERVIS	NY	Trainmen			3	2
PTJERVIS	NY	Trainmen			2	3
RALEIGH	NC	Trainmen		6		1
RENOVO	PA	Trainmen		2		1
ROANOKE	VA	Trainmen			8	1
ROANOKE	VA	Trainmen			12	2
ROANOKE	VA	Trainmen			4	3
SELKIRK ROAD EAST	NY	Trainmen			16	1
SELKIRK ROAD WEST	NY	Trainmen			1	1
SELMA	AL	Trainmen		4		1
SHEFFIELD	AL	Trainmen		2		1
SHENNANDOAH	VA	Trainmen			5	1
SHENNANDOAH	VA	Trainmen			7	2
SHENNANDOAH	VA	Trainmen			3	3
ST. THOMAS	ONT	Trainmen			1	1
ST. THOMAS	ONT	Trainmen			2	2
TOLEDO	OH	Trainmen		70		1
VALDOSTA	GA	Trainmen			1	1
VALDOSTA	GA	Trainmen			2	2

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

Based on 1996 average head count.**

(Applicant Carriers)

<u>Current Location</u>		<u>Classification</u>	<u>Jobs Transferred To</u>	<u>Jobs Abolished</u>	<u>Jobs Created</u>	<u>Year</u>
WASHINGTON	IN	Trainmen		9		1
WILLARD	OH	Trainmen	132	329	29	1
				487		
BUFFALO(FRONTIER YD)	NY	Yardmasters		1		1
CHICAGO	IL	Yardmasters		8		1
CLEVELAND	OH	Yardmasters		1		1
COLLINWOOD	OH	Yardmasters		1		3
COLUMBUS(BUCKEYE YD)	OH	Yardmasters		1		1
CONWAY	PA	Yardmasters		2		1
ELKHART	IN	Yardmasters		1		1
INDIANAPOLIS	IN	Yardmasters		2		1
INDIANAPOLIS(AVON YD)	IN	Yardmasters		1		1
NEWARK(OAK ISLAND YD)	NJ	Yardmasters		1		1
PORT READING	NJ	Yardmasters			2	1
SELKIRK	NY	Yardmasters		1		1
SHARONVILLE	OH	Yardmasters		1		1
WALBRIDGE	OH	Yardmasters		4		1
			0	25	2	
GRAND TOTAL			2323	3822	1152	

* No labor impact is foreseen on Blacksmiths, Bridge Inspectors, and Communication Workers.

** This Labor Impact Exhibit has been corrected as explained in the Supplemental Verified Statement of Kenneth R. Peifer and Robert S. Spenski.

*** Nonagreement number of jobs abolished does not reflect the impact of Conrail's 1996 Voluntary Separation Program and Voluntary Retirement Program, which would in our estimation reduce these numbers by 344.

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

Based on 1996/97 head count.**

(Applicant Carriers)

<u>Current Location</u>		<u>Classification</u>	<u>Jobs Transferred To</u>	<u>Jobs Abolished</u>	<u>Jobs Created</u>	<u>Year</u>
ATLANTA	GA	Boilermakers	5 Altoona, PA			1
ENOLA	PA	Boilermakers		1		3
HUNTINGTON	WV	Boilermakers			5	1
ROANOKE	VA	Boilermakers		4		1
			5	5	5	
ATLANTA	GA	Carmen	2 Altoona, PA			1
BROOK PARK	OH	Carmen		1		1
CALUMET	IL	Carmen		50		1
CANTON	OH	Carmen		1		1
CHATTANOOGA	TN	Carmen		12		3
COLLINWOOD	OH	Carmen		3		1
COLUMBUS	OH	Carmen		3		1
DECATUR	IL	Carmen		38		1
ELMIRA	NY	Carmen		1		1
ENOLA	PA	Carmen		7		1
ENOLA	PA	Carmen		3		3
FT WAYNE	IN	Carmen		6		1
HUNTINGTON	WV	Carmen			18	1
MACEDONIA	OH	Carmen		9		1
MORRISVILLE	PA	Carmen		9		1
PHILADELPHIA	PA	Carmen		1		1
ROANOKE	VA	Carmen		8		1
SECAUCUS	NJ	Carmen		4		1
SHARONVILLE	OH	Carmen		3		1
TOLEDO	OH	Carmen		4		1
WAYNE	MI	Carmen		10		1
WAYNESBURG	PA	Carmen		3		1
WILLIAMSON	WV	Carmen		31		1
			2	207	18	
ALLENTOWN	PA	Clerical Employees		1		1
ATLANTA	GA	Clerical Employees		13		2
ATLANTA	GA	Clerical Employees		3		3
ATLANTA	GA	Clerical Employees	8 Altoona, PA			1
BETHLEHEM	PA	Clerical Employees		28		1
BETHLEHEM	PA	Clerical Employees	6 Roanoke, VA			1
BUFFALO	NY	Clerical Employees		11		1
BUFFALO	NY	Clerical Employees	7 Jacksonville, FL			1
CALUMET	IL	Clerical Employees		1		2
CANTON	OH	Clerical Employees	17 Charlotte, NC			1
CHICAGO	IL	Clerical Employees		9		1
COLLINWOOD	OH	Clerical Employees		1		1
COLUMBUS	OH	Clerical Employees		7		1
COLUMBUS(BUCKEYE YD)	OH	Clerical Employees		2		1
CONWAY	PA	Clerical Employees		3		1
DEARBORN	MI	Clerical Employees		68		1
DEARBORN	MI	Clerical Employees		8		3
DEARBORN	MI	Clerical Employees	66 Atlanta, GA			1
DEARBORN	MI	Clerical Employees	41 Jacksonville, FL			1
DEARBORN	MI	Clerical Employees	16 Roanoke, VA			1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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DETROIT	MI Clerical Employees		6		1
ENOLA	PA Clerical Employees		8		1
ENOLA	PA Clerical Employees		3		2
ENOLA	PA Clerical Employees		15		3
ENOLA	PA Clerical Employees	3 to be determined			3
FAIRLANE	OH Clerical Employees		4		1
HAMMOND	IN Clerical Employees		2		1
HENNEPIN	IL Clerical Employees		1		1
HUNTINGTON	WV Clerical Employees			1	1
INDIANAPOLIS	IN Clerical Employees		5		1
JERSEY CITY(CROXTON)	NJ Clerical Employees		10		1
LIMA	OH Clerical Employees		1		1
MANSFIELD	OH Clerical Employees		1		1
MILLVILLE	NJ Clerical Employees		1		1
MOUNT LAUREL	NJ Clerical Employees	3 Jacksonville, FL			1
MOUNT LAUREL	NJ Clerical Employees	1 Roanoke, VA			1
MT VERNON	MD Clerical Employees		5		1
NEWARK	NJ Clerical Employees		2		1
PHILADELPHIA	PA Clerical Employees		5		1
PHILADELPHIA	PA Clerical Employees	1 Harrisburg, PA			1
PHILADELPHIA	PA Clerical Employees	2 Pittsburgh, PA			1
PHILADELPHIA-BYBERRY	PA Clerical Employees		22		1
PHILADELPHIA-COMMERCE	PA Clerical Employees		145		1
PHILADELPHIA-COMMERCE	PA Clerical Employees		3		2
PHILADELPHIA-COMMERCE	PA Clerical Employees	10 Atlanta, GA			1
PHILADELPHIA-COMMERCE	PA Clerical Employees	1 Chicago, IL			1
PHILADELPHIA-COMMERCE	PA Clerical Employees	92 Jacksonville, FL			1
PHILADELPHIA-COMMERCE	PA Clerical Employees	25 Roanoke, VA			1
PHILADELPHIA-ISLAND A	PA Clerical Employees		12		1
PHILADELPHIA-ISLAND A	PA Clerical Employees	1 Cleveland, OH			1
PHILADELPHIA-ISLAND A	PA Clerical Employees	1 Detroit, MI			1
PHILADELPHIA-SOUTH PHIL	PA Clerical Employees		3		1
PITTSBURGH	PA Clerical Employees		1		1
PITTSBURGH	PA Clerical Employees	1 Atlanta, GA			1
PITTSBURGH (NCSC)	PA Clerical Employees		92		1
PITTSBURGH (NCSC)	PA Clerical Employees	15 Atlanta, GA			1
PITTSBURGH (NCSC)	PA Clerical Employees	200 Atlanta, GA			2
PITTSBURGH (NCSC)	PA Clerical Employees	185 Jacksonville, FL			1
RICHMOND	VA Clerical Employees			3	1
RIDGEFIELD	NJ Clerical Employees		29		1
ROANOKE	VA Clerical Employees		13		2
ROANOKE	VA Clerical Employees		24		3
ROCKPORT	OH Clerical Employees		1		1
TOLEDO	OH Clerical Employees		2		1
WALBRIDGE	OH Clerical Employees		23		1
WORCESTER	MA Clerical Employees		1		1
		702	595	4	
ATLANTA	GA Electricians	45 Altoona, PA			1
CALUMET	IL Electricians		3		1
CAMDEN	NJ Electricians		2		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

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CAMDEN	NJ	Electricians	2 Bellevue, OH			1
CONWAY	PA	Electricians		5		1
ELKHART	IN	Electricians		1		1
ELKHART	IN	Electricians	4 Bellevue, OH			3
ENOLA	PA	Electricians		4		1
ENOLA	PA	Electricians		10		3
ENOLA	PA	Electricians	43 to be determined			3
HARRISBURG	PA	Electricians		2		1
HUNTINGTON	WV	Electricians			53	1
NEWARK(OAK ISLAND YD)	NJ	Electricians		2		1
NEWARK(OAK ISLAND YD)	NJ	Electricians	6 Bellevue, OH			1
READING	PA	Electricians		1		1
ROANOKE	VA	Electricians		3		1
SHARONVILLE	OH	Electricians		1		1
TOLEDO	OH	Electricians		1		1
WAYNESBURG	PA	Electricians		1		1
WILLOW RUN	MI	Electricians		3		1
			100	39	53	
ALBANY	GA	Engineers		3		1
ALLENTOWN/BETHLEHEM C/T	PA	Engineers		7		1
ALTOONA	PA	Engineers			3	1
ALTOONA	PA	Engineers			5	2
ALTOONA	PA	Engineers			2	3
ANDOVER	VA	Engineers		2		1
ARGOS	IN	Engineers		4		1
ASHEVILLE	NC	Engineers		1		1
ATLANTA	GA	Engineers		7	3	1
ATLANTA	GA	Engineers			4	2
ATLANTA	GA	Engineers			2	3
AUGUSTA	GA	Engineers			1	1
BALTIMORE	MD	Engineers			9	1
BALTIMORE	MD	Engineers			6	2
BALTIMORE	MD	Engineers			2	3
BELLEVUE	OH	Engineers			1	1
BELLEVUE	OH	Engineers			2	2
BELLEVUE	OH	Engineers			1	3
BIRMINGHAM	AL	Engineers		4		1
BLUEFIELD	WV	Engineers			1	1
BLUEFIELD	WV	Engineers			2	2
BLUEFIELD	WV	Engineers			1	3
BRUNSWICK	GA	Engineers			1	1
BUFFALO	NY	Engineers			15	1
BUFFALO LINES E&W	NY	Engineers			9	1
BURNS HARBOR	IN	Engineers	1 Chicago, IL			1
CHARLESTON	SC	Engineers		1		1
CHICAGO	IL	Engineers		30		1
CINCINNATI	OH	Engineers		12		1
CLEVELAND	OH	Engineers		5	20	1
CLEVELAND	OH	Engineers	8 Willard, OH			1
COLUMBIA	SC	Engineers		1		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

Based on 1996/97 head count.**

(Applicant Carriers)

<u>Current Location</u>	<u>Classification</u>	<u>Jobs Transferred To</u>	<u>Jobs Abolished</u>	<u>Jobs Created</u>	<u>Year</u>
COLUMBUS	GA Engineers		5		1
COLUMBUS	OH Engineers		5	4	1
CONNEAUT	OH Engineers	15 Buffalo, NY			1
CONNEAUT	OH Engineers	17 Cleveland, OH			1
CONWAY	PA Engineers		4		1
CORNING	NY Engineers			4	1
CORNING	NY Engineers			6	2
CORNING	NY Engineers			3	3
CRESTLINE	OH Engineers	31 Willard, OH			1
CREWE	VA Engineers			2	1
CREWE	VA Engineers			4	2
CREWE	VA Engineers			1	3
CUMBERLAND	MD Engineers			8	1
DANVILLE	IL Engineers	11 Terre Haute, IN			2
DANVILLE	IL Engineers	12 Terre Haute, IN			3
DANVILLE	KY Engineers		5		1
DECATUR	IL Engineers			17	1
DECATUR	IL Engineers			27	2
DECATUR	IL Engineers			11	3
DETROIT	MI Engineers			26	1
DETROIT (YARD)	MI Engineers			14	1
ELKHART (WEST)	IN Engineers		7		1
ELMORE	WV Engineers			1	1
ELMORE	WV Engineers			2	2
ENOLA	PA Engineers		6		1
ETOWAH	TN Engineers			3	1
EVANSVILLE	IN Engineers	12 Terre Haute, IN			2
EVANSVILLE	IN Engineers	11 Terre Haute, IN			3
FAIRLANE	OH Engineers		1		1
FT. WAYNE	IN Engineers			5	1
FT. WAYNE	IN Engineers			8	2
FT. WAYNE	IN Engineers			3	3
GRAND RAPIDS	MI Engineers		4		1
GREENVILLE	SC Engineers			2	1
GREENVILLE	SC Engineers			3	2
GREENVILLE	SC Engineers			1	3
GREENWICH	PA Engineers			4	1
HAGERSTOWN	MD Engineers		3		1
HARRINGTON	DE Engineers		6		1
HOBSON	OH Engineers			1	1
HOBSON	OH Engineers			1	2
HOBSON	OH Engineers			1	3
JACKSONVILLE	FL Engineers			3	1
KANKAKEE	IL Engineers			1	1
KANKAKEE	IL Engineers			2	2
KANKAKEE	IL Engineers			1	3
KNOXVILLE	TN Engineers		4		1
LAFAYETTE	IN Engineers		1		1
LINWOOD	NC Engineers		8		1
LOUISVILLE	KY Engineers		10		1
LYNCHBURG	VA Engineers			2	1

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LYNCHBURG	VA Engineers			3	2
MACON	GA Engineers			4	1
MACON	GA Engineers			6	2
MACON	GA Engineers			2	3
MANASSAS	VA Engineers			1	1
MERIDIAN	MS Engineers			3	1
MERIDIAN	MS Engineers			6	2
MERIDIAN	MS Engineers			2	3
MOBERLY	MO Engineers			7	1
MOBERLY	MO Engineers			10	2
MOBERLY	MO Engineers			3	3
MONTGOMERY	AL Engineers		3		1
NASHVILLE	TN Engineers			3	1
NEW CASTLE	PA Engineers			5	1
OAKDALE	TN Engineers			1	1
OAKISLAND	NJ Engineers			8	1
PENSACOLA	FL Engineers			3	1
PERU	IN Engineers			4	1
PERU	IN Engineers			7	2
PERU	IN Engineers			2	3
PHILADELPHIA	PA Engineers		1		1
PHILADELPHIA YARD	PA Engineers			1	1
PORT READING	NJ Engineers			1	1
PORTSMOUTH	OH Engineers			2	2
PORTSMOUTH	OH Engineers			1	3
PORTSMOUTH	OH Engineers			2	1
PRINCETON	IN Engineers			1	1
PTJERVIS	NY Engineers			3	2
PTJERVIS	NY Engineers			2	3
PTJERVIS	NY Engineers				1
RALEIGH	NC Engineers		6		1
RENOVO	PA Engineers		2		1
ROANOKE	VA Engineers			8	1
ROANOKE	VA Engineers			12	2
ROANOKE	VA Engineers			4	3
SELKIRK ROAD EAST	NY Engineers			8	1
SELMA	AL Engineers		4		1
SHEFFIELD	AL Engineers		2		1
SHENNANDOAH	VA Engineers			5	1
SHENNANDOAH	VA Engineers			7	2
SHENNANDOAH	VA Engineers			3	3
ST. THOMAS	ONT Engineers			1	1
ST. THOMAS	ONT Engineers			2	2
TOLEDO	OH Engineers		70		1
VALDOSTA	GA Engineers			1	1
VALDOSTA	GA Engineers			2	2
WASHINGTON	IN Engineers		8		1
WILLARD	OH Engineers			21	1
		119	242	429	
ATLANTA	GA Laborers/Firemen and Oilers	10	Altoona, PA		1

LABOR IMPACT EXHIBIT

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<u>Current Location</u>		<u>Classification</u>	<u>Jobs Transferred To</u>	<u>Jobs Abolished</u>	<u>Jobs Created</u>	<u>Year</u>
CALUMET	IL	Laborers/Firemen and Oilers		4		1
ENOLA	PA	Laborers/Firemen and Oilers		30		3
HUNTINGTON	WV	Laborers/Firemen and Oilers			14	1
NEWARK(OAK ISLAND YD)	NJ	Laborers/Firemen and Oilers		3		1
			10	37	14	
ATLANTA	GA	Machinists	67 Altoona, PA			1
CALUMET	IL	Machinists		6		1
CAMDEN	NJ	Machinists	4 Bellevue, OH			1
CHATTANOOGA	TN	Machinists		6		2
CHICAGO	IL	Machinists		6		1
DEARBORN ZONE R GANG	MI	Machinists		4		1
ELKHART	IN	Machinists		1		1
ELKHART	IN	Machinists	10 Bellevue, OH			1
ENOLA	PA	Machinists		14		3
ENOLA	PA	Machinists	80 to be determined			3
HUNTINGTON	WV	Machinists			77	1
KNOXVILLE	TN	Machinists		2		1
MORRISVILLE	PA	Machinists		3		1
NEWARK(OAK ISLAND YD)	NJ	Machinists		6		1
NEWARK(OAK ISLAND YD)	NJ	Machinists	12 Bellevue, OH			1
PHILADELPHIA	PA	Machinists		1		1
PITTSBURGH ZONE R GANG	PA	Machinists		1		1
ROANOKE	VA	Machinists		1		1
WAYNESBURG	PA	Machinists		2		1
			173	53	77	
ALBANY DIV RAIL GANG	NY	Maintenance of Way		20		1
CANTON	OH	Maintenance of Way		18		1
CANTON	OH	Maintenance of Way	70 Charlotte, NC			1
CANTON	OH	Maintenance of Way	20 Richmond, VA			1
CLEVELAND	OH	Maintenance of Way		5		1
DEARBORN ZONE R GANG	MI	Maintenance of Way		97		1
ERIE	MI	Maintenance of Way		4		1
HARRISBURG	PA	Maintenance of Way	5 Atlanta, GA			1
HARRISBURG ZONE R GANG	PA	Maintenance of Way		2		1
INDIANAPOLIS	IN	Maintenance of Way		32		2
INDIANAPOLIS ZONE R G	IN	Maintenance of Way		3		1
INDIANAPOLIS ZONE R G	IN	Maintenance of Way		32		2
MACEDONIA	OH	Maintenance of Way		1		1
MT HOLLY	PA	Maintenance of Way		5		1
PHILA ZONE RAIL GANG	PA	Maintenance of Way		112		1
PHILADELPHIA-COMMERCE	PA	Maintenance of Way		1		1
PITTSBURGH ZONE R GANG	PA	Maintenance of Way		152		1
SELKIRK	NY	Maintenance of Way		9		2
SYSTEM RAIL GANGS		Maintenance of Way		7		1
SYSTEM RAIL GANGS		Maintenance of Way		39		2
TOLEDO	OH	Maintenance of Way		2		1
UPPER SANDUSKY	OH	Maintenance of Way		2		1
W SPRINGFIELD	MA	Maintenance of Way		8		2
WALBRIDGE	OH	Maintenance of Way		14		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.8(a)(2)(v)

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WORCESTER	MA	Maintenance of Way		19		2
			95	584	0	
ABRAMS	PA	Nonagreement		1		1
ALBANY	NY	Nonagreement		1		1
ALQUIPPA	PA	Nonagreement		1		1
ALLENTOWN	PA	Nonagreement		1		1
ALTOONA	PA	Nonagreement	2 Roanoke, VA			1
ATLANTA	GA	Nonagreement		1		1
ATLANTA	GA	Nonagreement		1		2
ATLANTA	GA	Nonagreement		5		3
ATLANTA	GA	Nonagreement	21 Altoona, PA			1
BETHLEHEM	PA	Nonagreement		10		1
BOSTON	MA	Nonagreement		1		1
CAMPBELL HALL	NY	Nonagreement		1		1
CANTON	OH	Nonagreement		9		1
CANTON	OH	Nonagreement		1		2
CHATTANOOGA	TN	Nonagreement		1		3
CHICAGO	IL	Nonagreement		17		1
CLEVELAND	OH	Nonagreement		1		1
CLEVELAND	OH	Nonagreement		1		2
COLUMBUS	OH	Nonagreement		2		1
COLUMBUS	OH	Nonagreement		1		2
COLUMBUS	OH	Nonagreement	1 Atlanta, GA			1
COLUMBUS	OH	Nonagreement	1 Philadelphia, PA			1
CONWAY, PA	PA	Nonagreement		1		2
DEARBORN	MI	Nonagreement		44		1
DEARBORN	MI	Nonagreement	8 Atlanta, GA			1
DEARBORN	MI	Nonagreement	7 Jacksonville, FL			1
E ST LOUIS	IL	Nonagreement		1		1
EASTON	PA	Nonagreement		1		1
EDISON	NJ	Nonagreement		5		1
ELKHART	IN	Nonagreement		6		1
ELMIRA	NY	Nonagreement		1		1
ENOLA	PA	Nonagreement		3		1
ENOLA	PA	Nonagreement		1		2
ENOLA	PA	Nonagreement		2		3
ENOLA	PA	Nonagreement	9 to be determined			3
GREENFIELD	IN	Nonagreement		2		1
GREENTREE	PA	Nonagreement		16		1
HAMMOND	IN	Nonagreement		1		1
HARRISBURG	PA	Nonagreement		6		1
HARRISBURG	PA	Nonagreement	2 Atlanta, GA			1
HOUSTON	TX	Nonagreement		4		1
HOUSTON	TX	Nonagreement		1		3
HUNTINGDON	PA	Nonagreement		4		1
HUNTINGTON	WV	Nonagreement			4	1
INDIANAPOLIS	IN	Nonagreement		5		1
JACKSONVILLE	FL	Nonagreement			4	1
JUNIATA	PA	Nonagreement	1 Atlanta, GA			1
LANSING	IL	Nonagreement		1		1

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LAPORTE	IN	Non-agreement		1		1
LOS ANGELES	CA	Nonagreement		1		1
LUCKNOW	PA	Nonagreement		2		1
MACEDONIA	OH	Nonagreement		1		2
MEADVILLE	PA	Nonagreement		1		1
MONTREAL	PQ	Nonagreement		1		1
MUNCY	PA	Nonagreement		1		1
NEW YORK	NY	Nonagreement		1		1
NEW YORK	NY	Nonagreement		1		3
NEWARK	NJ	Nonagreement		2		1
NEWARK	NJ	Nonagreement		1		2
NILES	OH	Nonagreement		1		1
NORFOLK	VA	Nonagreement		1		2
NORFOLK	VA	Nonagreement		4		3
PHILADELPHIA	PA	Nonagreement		501		1
PHILADELPHIA	PA	Nonagreement		32		2
PHILADELPHIA	PA	Nonagreement		17		3
PHILADELPHIA	PA	Nonagreement	301 Atlanta, GA			1
PHILADELPHIA	PA	Nonagreement	3 Baltimore, MD			1
PHILADELPHIA	PA	Nonagreement	1 Boston, MA			1
PHILADELPHIA	PA	Nonagreement	1 Buffalo, NY			1
PHILADELPHIA	PA	Nonagreement	2 Chicago, IL			1
PHILADELPHIA	PA	Nonagreement	1 Columbus, OH			1
PHILADELPHIA	PA	Nonagreement	3 Detroit, MI			1
PHILADELPHIA	PA	Nonagreement	26 Harrisburg, PA			1
PHILADELPHIA	PA	Nonagreement	2 Indianapolis, IN			1
PHILADELPHIA	PA	Nonagreement	152 Jacksonville, FL			1
PHILADELPHIA	PA	Nonagreement	3 New York, NY			1
PHILADELPHIA	PA	Nonagreement	89 Norfolk, VA			1
PHILADELPHIA	PA	Nonagreement	6 Pittsburgh, PA			1
PHILADELPHIA	PA	Nonagreement	1 Portside, NJ			1
PHILADELPHIA	PA	Nonagreement	1 Portsmouth, OH			1
PHILADELPHIA	PA	Nonagreement	1 Richmond, VA			1
PHILADELPHIA	PA	Nonagreement	150 Roanoke, VA			1
PITCAIRN	PA	Nonagreement		2		1
PITTSBURGH	PA	Nonagreement		39		1
PITTSBURGH	PA	Nonagreement		2		2
PITTSBURGH	PA	Nonagreement	31 Atlanta, GA			1
PITTSBURGH	PA	Nonagreement	16 Jacksonville, FL			1
PORTLAND	OR	Nonagreement		2		1
READING	PA	Nonagreement		3		1
ROANOKE	VA	Nonagreement		15		2
ROANOKE	VA	Nonagreement		15		3
SELKIRK	NY	Nonagreement		5		1
SELKIRK	NY	Nonagreement	4 Jacksonville, FL			1
SHIRE OAKS	PA	Nonagreement		3		1
SHIRE OAKS	PA	Nonagreement		3		3
SO KEARNY	NJ	Non-agreement		2		1
ST LOUIS	MO	Nonagreement		1		1
TOLEDO	OH	Nonagreement		1		1
WASHINGTON	DC	Nonagreement		3		1

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WAYNESBURG	PA	Nonagreement		2		1
WESTBORO	MA	Nonagreement		1		1
WILLIAMSPORT	PA	Nonagreement	1 Atlanta, GA			1
YOUNGSTOWN	OH	Nonagreement		1		1
			847	830	8	
BOSTON	MA	Police		4		1
BUFFALO	NY	Police		2		1
CLEVELAND	OH	Police			3	1
DEARBORN	MI	Police		7		1
E ST LOUIS	IL	Police		2		1
INDIANAPOLIS	IN	Police		2		1
MOUNT LAUREL	NJ	Police		14		1
MOUNT LAUREL	NJ	Police	11 Roanoke, VA			1
PHILADELPHIA	PA	Police		4		1
SELKIRK	NY	Police		2		1
TOLEDO	OH	Police		3		1
WESTBORO	MA	Police		2		1
			11	42	3	
ANDERSON	IN	Railway Supervisors/Foremen		2		1
ASHTABULA	OH	Railway Supervisors/Foremen		1		1
BETHLEHEM SYS RAIL GA	PA	Railway Supervisors/Foremen		2		1
BUFFALO	NY	Railway Supervisors/Foremen			1	1
CHICAGO	IL	Railway Supervisors/Foremen		14		1
CLEVELAND	OH	Railway Supervisors/Foremen			1	1
COLLINGSWOOD	OH	Railway Supervisors/Foremen		5		1
COLUMBUS(BUCKEYE YD)	OH	Railway Supervisors/Foremen		1		1
CONWAY ZONE R GANG	PA	Railway Supervisors/Foremen		1		1
DEARBORN ZONE R GANG	MI	Railway Supervisors/Foremen		4		1
ELIZABETH ZONE R GANG	NJ	Railway Supervisors/Foremen		2		1
ELIZABETHPORT	NJ	Railway Supervisors/Foremen		1		1
ELKHART	IN	Railway Supervisors/Foremen	2 Bellevue, OH			3
ENOLA	PA	Railway Supervisors/Foremen		1		1
ERIE	MI	Railway Supervisors/Foremen		2		1
ERIE	PA	Railway Supervisors/Foremen		2		1
GREENTREE	PA	Railway Supervisors/Foremen		1		1
HARRISBURG	PA	Railway Supervisors/Foremen		1		1
HUNTINGTON	WV	Railway Supervisors/Foremen			3	1
INDIANAPOLIS	IN	Railway Supervisors/Foremen		2		1
JACKSON	MI	Railway Supervisors/Foremen		1		1
LANSING	IL	Railway Supervisors/Foremen		1		1
MACEDONIA	OH	Railway Supervisors/Foremen		1		1
MORRISVILLE	PA	Railway Supervisors/Foremen		1		1
MOUNT LAUREL SYS R GA	NJ	Railway Supervisors/Foremen		1		1
NEWARK	NJ	Railway Supervisors/Foremen		1		1
NEWARK(OAK ISLAND YD)	NJ	Railway Supervisors/Foremen	2 Bellevue, Oh			1
PHILA ZONE RAIL GANG	PA	Railway Supervisors/Foremen		2		1
PHILADELPHIA	PA	Railway Supervisors/Foremen		1		1
PITCAIRN	PA	Railway Supervisors/Foremen		2		1
PITTSBURGH ZONE R GAN	PA	Railway Supervisors/Foremen		7		1

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READING	PA	Railway Supervisors/Foremen		1		1
TOLEDO	OH	Railway Supervisors/Foremen		1		1
TOLEDO(STANLEY YD)	OH	Railway Supervisors/Foremen		5		1
WAYNE	MI	Railway Supervisors/Foremen		1		1
WILLOW RUN	MI	Railway Supervisors/Foremen		1		1
			4	69	5	
ATLANTA	GA	Sheet Metal Workers	3 Altona, PA			1
CAMDEN	NJ	Sheet Metal Workers	1 Bellevue, OH			1
ENOLA	PA	Sheet Metal Workers		23		3
HUNTINGTON	WV	Sheet Metal Workers			9	1
KALAMAZOO	MI	Sheet Metal Workers		2		1
NEWARK(OAK ISLAND YD)	NJ	Sheet Metal Workers	1 Bellevue, OH			1
ROANOKE	VA	Sheet Metal Workers		3		1
TOLEDO	OH	Sheet Metal Workers		1		1
			5	29	9	
ASHTABULA	OH	Signalmen			1	1
BEREA	OH	Signalmen			1	1
COLUMBUS	OH	Signalmen		18		1
COLUMBUS	OH	Signalmen	9 Atlanta, GA			1
COLUMBUS	OH	Signalmen	8 Jacksonville, FL			1
COLUMBUS	OH	Signalmen	15 Roanoke, VA			1
COLUMBUS	OH	Signalmen	22 Savannah, GA			1
TOLEDO	OH	Signalmen			8	1
UPPER SANDUSKY	OH	Signalmen		3		1
WILLOW RUN	MI	Signalmen		1		1
			54	22	10	
MOUNT LAUREL	NJ	Train Dispatchers	64 Harrisburg, PA			1
			64	0	0	
ALBANY	GA	Trainmen		3		1
ALLENTOWN/BETHLEHEM C/T	PA	Trainmen		7		1
ALTOONA	PA	Trainmen			3	1
ALTOONA	PA	Trainmen			5	2
ALTOONA	PA	Trainmen			2	3
ANDOVER	VA	Trainmen		2		1
ARGOS	IN	Trainmen		8		1
ASHEVILLE	NC	Trainmen		1		1
ATLANTA	GA	Trainmen		7	3	1
ATLANTA	GA	Trainmen			4	2
ATLANTA	GA	Trainmen			2	3
AUGUSTA	GA	Trainmen			1	1
BALTIMORE	MD	Trainmen			9	1
BALTIMORE	MD	Trainmen			6	2
BALTIMORE	MD	Trainmen			2	3
BELLEVUE	OH	Trainmen			1	1
BELLEVUE	OH	Trainmen			2	2
BELLEVUE	OH	Trainmen			1	3
BELLEVUE	OH	Trainmen	20 Cleveland, OH			1

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BIRMINGHAM	AL Trainmen		4		1
BLUEFIELD	WV Trainmen			1	1
BLUEFIELD	WV Trainmen			2	2
BLUEFIELD	WV Trainmen			1	3
BRUNSWICK	GA Trainmen			1	1
BUFFALO	NY Trainmen			15	1
BUFFALO LINES E&W	NY Trainmen			17	1
BURNS HARBOR	IN Trainmen	2 Chicago, IL			1
CHARLESTON	SC Trainmen		1		1
CHICAGO	IL Trainmen		52		1
CINCINNATI	OH Trainmen		15		1
CLEVELAND	OH Trainmen		36	20	1
CLEVELAND	OH Trainmen	8 Willard, OH			1
COLUMBIA	SC Trainmen		1		1
COLUMBUS	GA Trainmen		9		1
COLUMBUS	OH Trainmen		10	8	1
CONNEAUT	OH Trainmen	10 Buffalo, NY			1
CONWAY	PA Trainmen		4		1
CORNING	NY Trainmen			4	1
CORNING	NY Trainmen			6	2
CORNING	NY Trainmen			3	3
CRESTLINE	OH Trainmen	44 Willard, OH			1
CREWE	VA Trainmen			2	1
CREWE	VA Trainmen			4	2
CREWE	VA Trainmen			1	3
CUMBERLAND	MD Trainmen			10	1
DANVILLE	IL Trainmen	11 Terre Haute, IN			2
DANVILLE	IL Trainmen	13 Terre Haute, IN			3
DANVILLE	KY Trainmen		5		1
DECATUR	IL Trainmen			17	1
DECATUR	IL Trainmen			27	2
DECATUR	IL Trainmen			11	3
DETROIT	MI Trainmen			26	1
DETROIT (YARD)	MI Trainmen			10	1
ELKHART (WEST)	IN Trainmen		7		1
ELMORE	WV Trainmen			1	1
ELMORE	WV Trainmen			2	2
ENOLA	PA Trainmen		6		1
ETOWAH	TN Trainmen			3	1
EVANSVILLE	IN Trainmen	13 Terre Haute, IN			2
EVANSVILLE	IN Trainmen	11 Terre Haute, IN			3
FAIRLANE	OH Trainmen		2		1
FT. WAYNE	IN Trainmen			5	1
FT. WAYNE	IN Trainmen			8	2
FT. WAYNE	IN Trainmen			3	3
GRAND RAPIDS	MI Trainmen		8		1
GREENVILLE	SC Trainmen			2	1
GREENVILLE	SC Trainmen			3	2
GREENVILLE	SC Trainmen			1	3
GREENWICH	PA Trainmen			8	1
HAGERSTOWN	MD Trainmen		3		1

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HARRINGTON	DE	Trainmen		6		1
HOBSON	OH	Trainmen			1	1
HOBSON	OH	Trainmen			1	2
HOBSON	OH	Trainmen			1	3
JACKSONVILLE	FL	Trainmen			3	1
KANKAKEE	IL	Trainmen			1	1
KANKAKEE	IL	Trainmen			2	2
KANKAKEE	IL	Trainmen			1	3
KNOXVILLE	TN	Trainmen		4		1
LAFAYETTE	IN	Trainmen		3		1
LINWOOD	NC	Trainmen		8		1
LOUISVILLE	KY	Trainmen		13		1
LYNCHBURG	VA	Trainmen			2	1
LYNCHBURG	VA	Trainmen			3	2
MACON	GA	Trainmen			4	1
MACON	GA	Trainmen			6	2
MACON	GA	Trainmen			2	3
MANASSAS	VA	Trainmen			1	1
MERIDIAN	MS	Trainmen			3	1
MERIDIAN	MS	Trainmen			6	2
MERIDIAN	MS	Trainmen			2	3
MOBERLY	MO	Trainmen			6	1
MOBERLY	MO	Trainmen			10	2
MOBERLY	MO	Trainmen			4	3
MONTGOMERY	AL	Trainmen		3		1
NASHVILLE	TN	Trainmen			3	1
NEW CASTLE	PA	Trainmen			5	1
OAKDALE	TN	Trainmen			1	1
OAKISLAND	NJ	Trainmen			22	1
PENSACOLA	FL	Trainmen			3	1
PERU	IN	Trainmen			4	1
PERU	IN	Trainmen			7	2
PERU	IN	Trainmen			2	3
PHILADELPHIA	PA	Trainmen		2		1
PHILADELPHIA YARD	PA	Trainmen			2	1
PORT READING	NJ	Trainmen			3	1
PORTSMOUTH	OH	Trainmen			1	1
PORTSMOUTH	OH	Trainmen			2	2
PORTSMOUTH	OH	Trainmen			1	3
PRINCETON	IN	Trainmen			2	1
PTJERVIS	NY	Trainmen			1	1
PTJERVIS	NY	Trainmen			3	2
PTJERVIS	NY	Trainmen			2	3
RALEIGH	NC	Trainmen		6		1
RENOVO	PA	Trainmen		2		1
ROANOKE	VA	Trainmen			8	1
ROANOKE	VA	Trainmen			12	2
ROANOKE	VA	Trainmen			4	3
SELKIRK ROAD EAST	NY	Trainmen			14	1
SELMA	AL	Trainmen		4		1
SHEFFIELD	AL	Trainmen		2		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

Based on 1996/97 head count.**

(Applicant Carriers)

<u>Current Location</u>	<u>Classification</u>	<u>Jobs Transferred To</u>	<u>Jobs Abolished</u>	<u>Jobs Created</u>	<u>Year</u>
SHENNANDOAH	VA Trainmen			5	1
SHENNANDOAH	VA Trainmen			7	2
SHENNANDOAH	VA Trainmen			3	3
ST. THOMAS	ONT Trainmen			1	1
ST. THOMAS	ONT Trainmen			2	2
TOLEDO	OH Trainmen		70		1
VALDOSTA	GA Trainmen			1	1
VALDOSTA	GA Trainmen			2	2
WASHINGTON	IN Trainmen		8		1
WILLARD	OH Trainmen			25	1
		132	322	470	
CHICAGO	IL Yardmasters		7		1
COLLINWOOD	OH Yardmasters		1		3
INDIANAPOLIS	IN Yardmasters		1		1
PORT READING	NJ Yardmasters			2	1
SHARONVILLE	OH Yardmasters		1		1
TOLEDO(STANLEY YD)	OH Yardmasters			2	1
WALBRIDGE	OH Yardmasters		4		1
		0	14	4	
GRAND TOTAL		2323	3090	1109	

* No labor impact is foreseen on Blacksmiths, Bridge Inspectors, Communication Workers and Dock Workers.

** The 1996/97 Labor Impact Exhibit is based on an April 1, 1997 nonagreement employee count and a November 1996 agreement employee count.

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

Based on 1995 average head count except as otherwise indicated.

(Applicant Carriers)

<u>Current Location</u>		<u>Classification</u>	<u>Jobs</u>		<u>Jobs Abolished</u>			<u>Jobs</u>	
			<u>Transferred To</u>		<u>Based on 96/97</u>	<u>Based on 96</u>	<u>Based on 95</u>	<u>Created</u>	<u>Year</u>
ATLANTA	GA	Boilermakers					1		1
ATLANTA	GA	Boilermakers	5	Altoona, PA					1
ENOLA	PA	Boilermakers			1	1	1		3
HUNTINGTON	WV	Boilermakers						5	1
ROANOKE	VA	Boilermakers			4	4	7		1
			5		5	5	9	5	
ALLENTOWN	PA	Carmen				4	8		1
ALLSTON(BEACON PK YD)	MA	Carmen				1	2		1
ALTOON	PA	Carmen					8		1
ASHTABULA	OH	Carmen				2	4		1
ATLANTA	GA	Carmen					3		1
ATLANTA	GA	Carmen	2	Altoona, PA					1
BALTIMORE(BAYVIEW YD)	MD	Carmen				2	4		1
BRONX	NY	Carmen				1	2		1
BROOK PARK	OH	Carmen			1	1	1		1
BURNS HARBOR	IN	Carmen				1	2		1
CALUMET	IL	Carmen			50	55	57		1
CAMDEN	NJ	Carmen				1	2		1
CANTON	OH	Carmen			1	2	3		1
CHATTANOOGA	TN	Carmen			12	12	15		3
CHICAGO	IL	Carmen					3		1
CHICAGO(ASHLAND YD)	IL	Carmen					1		1
COLLINWOOD	OH	Carmen			3	4	6		1
COLUMBUS	OH	Carmen			3	7	9		1
COLUMBUS(BUCKEYE YD)	OH	Carmen				4	8		1
CONWAY	PA	Carmen				8	16		1
DECATUR	IL	Carmen			38	43	22		1
DETROIT(JEFFERSON DK)	MI	Carmen				1	2		1
DETROIT(NORTH YD)	MI	Carmen				2	4		1
DETROIT(STERLING YD)	MI	Carmen				2	4		1
DETROIT-RIVER ROUGE	MI	Carmen				1	2		1
ELKHART	IN	Carmen				7	14		1
ELMIRA	NY	Carmen			1	2	3		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

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(Applicant Carriers)

<u>Current Location</u>		<u>Classification</u>	<u>Jobs</u>		<u>Jobs Abolished</u>		<u>Jobs Created</u>	<u>Year</u>
			<u>Transferred To</u>	<u>Based on 96/97</u>	<u>Based on 96</u>	<u>Based on 95</u>		
ENOLA	PA	Carmen		7	9	11		1
ENOLA	PA	Carmen		3	3	3		3
FRAMINGHAM	MA	Carmen			1	2		1
FRONTIER	NY	Carmen			7	14		1
FT. WAYNE	IN	Carmen		6	6	5		1
HARRISBURG	PA	Carmen			2	4		1
HOLLIDAYSBURG	PA	Carmen				29		1
HUNTINGTON	WV	Carmen					18	1
INDIANAPOLIS	IN	Carmen			2	4		1
INDIANAPOLIS(AVON YD)	IN	Carmen			3	6		1
LORAIN	OH	Carmen			2	4		1
LORDSTOWN(GOODMAN YD)	OH	Carmen			2	4		1
MACLETONIA	OH	Carmen		9	12	15		1
MANSFIELD	OH	Carmen			1	2		1
MARION	OH	Carmen			2	4		1
METUCHEN	NJ	Carmen			1	2		1
MINGO JUNCTION	OH	Carmen			1	2		1
MORaine	OH	Carmen			1	2		1
MORRISVILLE	PA	Carmen		9	10	11		1
NEWARK	NJ	Carmen			2	4		1
NEWARK(OAK ISLAND YD)	NJ	Carmen			2	4		1
NIAGARA FALLS(SUSP BR)	NY	Carmen			1	2		1
NO BERGEN	NJ	Carmen			1	2		1
NORTHUMBERLAND	PA	Carmen			1	2		1
PHILADELPHIA	PA	Carmen		1	1	1		1
PHILADELPHIA-SOU PHIL	PA	Carmen			1	2		1
READING	PA	Carmen			1	2		1
ROANOKE	VA	Carmen		8	8	45		1
ROCKPORT	OH	Carmen			2	4		1
ROSE	PA	Carmen			1	2		1
SECAUCUS	NJ	Carmen		4	4	4		1
SFLKIRK	NY	Carmen			9	18		1
SENECA	NY	Carmen			1	2		1
SHARONVILLE	OH	Carmen		3	3	3		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

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(Applicant Carriers)

<u>Current Location</u>		<u>Classification</u>	<u>Jobs Transferred To</u>	<u>Based on 96/97</u>	<u>Jobs Abolished Based on 96</u>	<u>Based on 95</u>	<u>Jobs Created</u>	<u>Year</u>
SHIRE OAKS	PA	Carmen			1	2		1
SO KEARNY	NJ	Carmen			2	4		1
SOUTH FORK	PA	Carmen			1	2		1
ST LOUIS	MO	Carmen			1	3		1
SYRACUSE(DEWITT YD)	NY	Carmen			2	4		1
TOLEDO	OH	Carmen		4	4	4		1
TOLEDO(STANLEY YD)	OH	Carmen			2	4		1
W SPRINGFIELD	MA	Carmen			1	2		1
WAYNE	MI	Carmen		10	11	12		1
WAYNESBURG	PA	Carmen		3	3	3		1
WILLIAMSON	WV	Carmen		31	44	45		1
			2	207	338	511	18	
ALBANY	NY	Clerical Employees			1	2		1
ALLENTOWN	PA	Clerical Employees		1	2	5		1
ALLSTON(BEACON PK YD)	MA	Clerical Employees			1	2		1
ALTOONA	PA	Clerical Employees				10		1
ASHTABULA	OH	Clerical Employees			1	2		1
ATLANTA	GA	Clerical Employees		13	13	70		2
ATLANTA	GA	Clerical Employees		3	3	16		3
ATLANTA	GA	Clerical Employees	8	Altoona, PA				1
BALTIMORE	MD	Clerical Employees			1	3		1
BETHLEHEM	PA	Clerical Employees		28	32	39		1
BETHLEHEM	PA	Clerical Employees	6	Roanoke, VA				1
BUFFALO	NY	Clerical Employees		11	14	18		1
BUFFALO	NY	Clerical Employees	7	Jacksonville, FL				1
BUFFALO(FRONTIER YD)	NY	Clerical Employees			2	5		1
BURNS HARBOR	IN	Clerical Employees			1	2		1
CALUMET	IL	Clerical Employees		1	1	2		2
CANTON	OH	Clerical Employees			1	4		1
CANTON	OH	Clerical Employees	17	Charlotte, NC				1
CARTERET	NJ	Clerical Employees			1	2		1
CHICAGO	IL	Clerical Employees		9	12	15		1
CHICAGO(47TH ST YD)	IL	Clerical Employees			3	9		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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(Applicant Carriers)

Current Location	Classification	Jobs		Jobs Abolished			Jobs	
		Transferred To	Based on 96/97	Based on 96	Based on 95	Created	Year	
CLEVELAND	OH Clerical Employees			2	5		1	
COLLINWOOD	OH Clerical Employees		1	3	6		1	
COLUMBUS	OH Clerical Employees		7	8	10		1	
COLUMBUS(BUCKEYE YD)	OH Clerical Employees		2	2	3		1	
CONEMAUGH	PA Clerical Employees			1	2		1	
CONWAY	PA Clerical Employees		3	9	20		1	
CRESSONA	PA Clerical Employees			1	2		1	
DEARBORN	MI Clerical Employees		68	90	129		1	
DEARBORN	MI Clerical Employees		8	8	8		3	
DEARBORN	MI Clerical Employees	66 Atlanta, GA					1	
DEARBORN	MI Clerical Employees	41 Jacksonville, FL					1	
DEARBORN	MI Clerical Employees	16 Roanoke, VA					1	
DETROIT	MI Clerical Employees		6	8	11		1	
DETROIT(NORTH YD)	MI Clerical Employees				1		1	
DETROIT(STERLING YD)	MI Clerical Employees				1		1	
E ST LOUIS(ROSE LAKE)	IL Clerical Employees			2	5		1	
ELKHART	IN Clerical Employees			1	2		1	
ENOLA	PA Clerical Employees		8	11	17		1	
ENOLA	PA Clerical Employees		3	3	3		2	
ENOLA	PA Clerical Employees		15	15	15		3	
ENOLA	PA Clerical Employees	3 to be determined					3	
FAIRLANE	OH Clerical Employees		4	4	6		1	
FRAMINGHAM	MA Clerical Employees			2	6		1	
FRONTIER	NY Clerical Employees				1		1	
GREENTREE	PA Clerical Employees			1	4		1	
HAMMOND	IN Clerical Employees		2	3	4		1	
HARRISBURG	PA Clerical Employees			2	6		1	
HENNEPIN	IL Clerical Employees		1	1	1		1	
HOLLIDAYSBURG	PA Clerical Employees				7		1	
HUNTINGTON	WV Clerical Employees					1	1	
INDIANAPOLIS	IN Clerical Employees		5	8	13		1	
INDIANAPOLIS(AVON YD)	IN Clerical Employees			1	4		1	
INDIANAPOLIS(HARRISON)	IN Clerical Employees			1	2		1	
JERSEY CITY	NJ Clerical Employees			1	2		1	

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

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Current Location	Classification	Jobs		Jobs Abolished		Jobs Created	Year
		Transferred To	Based on 96/97	Based on 96	Based on 95		
JERSEY CITY(CROXTON)	NJ Clerical Employees		10	14	22		1
JUNIATA	PA Clerical Employees				8		1
KALAMAZOO	MI Clerical Employees			1	2		1
LIMA	OH Clerical Employees		1	1	1		1
LORDSTOWN	OH Clerical Employees			1	2		1
MANSFIELD	OH Clerical Employees		1	1	1		1
MICHIGAN CITY	IN Clerical Employees				1		1
MILLVILLE	NJ Clerical Employees		1	1	1		1
MINGO JUNCTION	OH Clerical Employees				1		1
MORRISVILLE	PA Clerical Employees			2	5		1
MOUNT LAUREL	NJ Clerical Employees			2	6		1
MOUNT LAUREL	NJ Clerical Employees	3 Jacksonville, FL					1
MOUNT LAUREL	NJ Clerical Employees	1 Roanoke, VA					1
MT VERNON	MD Clerical Employees		5	6	7		1
NEWARK	NJ Clerical Employees		2	3	5		1
NEWARK(OAK ISLAND YD)	NJ Clerical Employees			1	2		1
PHILADELPHIA	PA Clerical Employees		5	6	8		1
PHILADELPHIA	PA Clerical Employees	1 Harrisburg, PA					1
PHILADELPHIA	PA Clerical Employees	2 Pittsburgh, PA					1
PHILADELPHIA-BYBERRY	PA Clerical Employees		22	24	28		1
PHILADELPHIA-COMMERCE	PA Clerical Employees		145	124	248		1
PHILADELPHIA-COMMERCE	PA Clerical Employees		3	3	3		1
PHILADELPHIA-COMMERCE	PA Clerical Employees	10 Atlanta, GA					1
PHILADELPHIA-COMMERCE	PA Clerical Employees	1 Chicago, IL					1
PHILADELPHIA-COMMERCE	PA Clerical Employees	92 Jacksonville, FL					1
PHILADELPHIA-COMMERCE	PA Clerical Employees	25 Roanoke, VA					1
PHILADELPHIA-ISLAND A	PA Clerical Employees		12	14	18		1
PHILADELPHIA-ISLAND A	PA Clerical Employees	1 Cleveland, OH					1
PHILADELPHIA-ISLAND A	PA Clerical Employees	1 Detroit, MI					1
PHILADELPHIA-SOU PHIL	PA Clerical Employees		3	4	6		1
PITTSBURGH	PA Clerical Employees		1	1	2		1
PITTSBURGH	PA Clerical Employees	1 Atlanta, GA					1
PITTSBURGH (NCSC)	PA Clerical Employees		92	147	241		1
PITTSBURGH (NCSC)	PA Clerical Employees	15 Atlanta, GA					1

LABOR IMPACT EXHIBIT

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			<u>Transferred To</u>		<u>Based on 96/97</u>	<u>Based on 96</u>	<u>Based on 95</u>		
PITTSBURGH (NCSC)	PA	Clerical Employees	200	Atlanta, GA					2
PITTSBURGH (NCSC)	PA	Clerical Employees	185	Jacksonville, FL					1
RICHMOND	VA	Clerical Employees						3	1
RIDGEFIELD	NJ	Clerical Employees			29	32	38		1
ROANOKE	VA	Clerical Employees			13	26	61		2
ROANOKE	VA	Clerical Employees			24	35	84		3
ROCKPORT	OH	Clerical Employees			1	1	1		1
SELKIRK	NY	Clerical Employees				8	23		1
SO KEARNY	NJ	Clerical Employees				3	9		1
SYRACUSE(DEWITT YD)	NY	Clerical Employees				1	4		1
TOLEDO	OH	Clerical Employees			2	6	10		1
TOLEDO(STANLEY YD)	OH	Clerical Employees					1		1
TRENTON	NJ	Clerical Employees				1	2		1
W SPRINGFIELD	MA	Clerical Employees				1	3		1
WALBRIDGE	OH	Clerical Employees			23	24	26		1
WAYNESBURG	PA	Clerical Employees				2	6		1
WORCESTER	MA	Clerical Employees			1	1	1		1
			702		595	834	1389	4	
ASHTABULA	OH	Dock Workers				1	1		1
			0		0	1	1	0	
ALTOONA	PA	Electricians					21		1
ASHTABULA	OH	Electricians					1		1
ATLANTA	GA	Electricians					13		1
ATLANTA	GA	Electricians	45	Altoona, PA					1
BUFFALO	NY	Electricians					1		1
CALUMET	IL	Electricians			3	3	4		1
CAMDEN	NJ	Electricians			2	2	3		1
CAMDEN	NJ	Electrician	2	Bellevue, OH					1
COLLINWOOD	OH	Electricians				1	3		1
COLUMBUS(BUCKEYE YD)	OH	Electricians					1		1
CONWAY	PA	Electricians			5	7	12		1
CRESSONA	PA	Electricians					1		1

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		Transferred To	Based on 96/97	Based on 96	Based on 95	Created	Year	
DETROIT(LIVERNOIS YD)	MI	Electricians				1		1
ELIZABETHPORT	NJ	Electricians				1		1
ELKHART	IN	Electricians		1	2	5		1
ELKHART	IN	Electricians	4 Bellevue, OH					3
ENOLA	PA	Electricians		4	7	14		1
ENOLA	PA	Electricians		10	10	10		3
ENOLA	PA	Electricians	43 to be determined					3
FRONTIER	NY	Electricians				1		1
HARRISBURG	PA	Electricians		2	2	2		1
HOLLIDAYSBURG	PA	Electricians				2		1
HUNTINGTON	WV	Electricians					53	1
INDIANAPOLIS	IN	Electricians			1	3		1
INDIANAPOLIS(AVON YD)	IN	Electricians				1		1
NEWARK(OAK ISLAND YD)	NJ	Electricians		2	3	5		1
NEWARK(OAK ISLAND YD)	NJ	Electricians	6 Bellevue, OH					1
READING	PA	Electricians		1	1	1		1
ROANOKE	VA	Electricians		3	3	10		1
SELKIRK	NY	Electricians			3	11		1
SHARONVILLE	OH	Electricians		1	1	1		1
TOLEDO	OH	Electricians		1	2	4		1
WAYNESBURG	PA	Electricians		1	1	1		1
WILLOW RUN	MI	Electricians		3	3	3		1
			100	39	52	136	53	
ABRAMS CONSOLIDATED TER	PA	Engineers				5		1
ALBANY	GA	Engineers		3	3	7		1
ALLENTOWN/BETHLEHEM C/T	PA	Engineers		7	7	19		1
ALTOONA	PA	Engineers				38		1
ALTOONA	PA	Engineers					5	2
ALTOONA	PA	Engineers					2	3
ANDOVER	VA	Engineers		2	2	2		1
ARGOS	IN	Engineers		4	5	4		1
ASHEVILLE	NC	Engineers		1	1			1
ASHHARBOR	OH	Engineers				1		1

LABOR IMPACT EXHIBIT

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		<u>Transferred To</u>	<u>Based on 96/97</u>	<u>Based on 96</u>	<u>Based on 95</u>		
ATLANTA	GA Engineers		7	7	13	3	1
ATLANTA	GA Engineers					4	2
ATLANTA	GA Engineers					2	3
AUGUSTA	GA Engineers					1	1
BALTIMORE	MD Engineers					8	1
BALTIMORE	MD Engineers					6	2
BALTIMORE	MD Engineers					2	3
BEAPARK	MA Engineers				5		1
BELLEVUE	OH Engineers					6	1
BELLEVUE	OH Engineers					2	2
BELLEVUE	OH Engineers					1	3
BIGFOUR ROAD WEST (AVON)	IN Engineers					4	1
BIRMINGHAM	AL Engineers		4	4	6		1
BLUEFIELD	WV Engineers					2	1
BLUEFIELD	WV Engineers					2	2
BLUEFIELD	WV Engineers					1	3
BUCKEYE YARD-COLUMBUS	OH Engineers				17		1
BUFFALO	NY Engineers					18	1
BUFFALO LINES E&W	NY Engineers					10	1
BUFFALO YARD	NY Engineers				6		1
BURNS HARBOR	IN Engineers	1 Chicago, IL					1
CAMHALL	NY Engineers				3		1
CANTON	OH Engineers					1	1
CHARLESTON	SC Engineers		1	1	2		1
CHICAGO	IL Engineers		30	30	31		1
CHICAGO (YARD)	IL Engineers				3		1
CINCINNATI	OH Engineers		12	13	12		1
CLEVELAND	OH Engineers		5	5	6	26	1
CLEVELAND	OH Engineers	8 Willard, OH					1
COLUMBIA	SC Engineers		1	1		2	1
COLUMBUS	GA Engineers		5	5	7		1
COLUMBUS	OH Engineers		5	5	6	10	1
CONEMAUGH	PA Engineers				21		1
CONNEAUT	OH Engineers				2		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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(Applicant Carriers)

<u>Current Location</u>		<u>Classification</u>	<u>Jobs</u>		<u>Jobs Abolished</u>			<u>Jobs</u>	
			<u>Transferred To</u>	<u>Based on 96/97</u>	<u>Based on 96</u>	<u>Based on 95</u>	<u>Created</u>	<u>Year</u>	
CONNEAUT	OH	Engineers	17	Buffalo, NY					1
CONNEAUT	OH	Engineers	16	Cleveland, OH					1
CONWAY	PA	Engineers			4	4	2		1
CORNING	NY	Engineers					1		1
CORNING	NY	Engineers						6	2
CORNING	NY	Engineers						3	3
CRESTLINE	OH	Engineers					10		1
CRESTLINE	OH	Engineers	31	Willard, OH					1
CREWE	VA	Engineers						7	1
CREWE	VA	Engineers						4	2
CREWE	VA	Engineers						1	3
CRONORTH	NY	Engineers					2		1
CROXTON	NJ	Engineers						1	1
CUMBERLAND	MD	Engineers						9	1
DANVILLE	IL	Engineers	11	Terre Haute, IN					2
DANVILLE	IL	Engineers	12	Terre Haute, IN					3
DANVILLE	KY	Engineers			5	5	2		1
DECATUR	IL	Engineers					7	17	1
DECATUR	IL	Engineers						27	2
DECATUR	IL	Engineers						11	3
DETROIT	MI	Engineers						25	1
DETROIT (YARD)	MI	Engineers						26	1
DEWITT	NY	Engineers						2	1
EDGEMOOR	DE	Engineers					1		1
ELKHART (WEST)	IN	Engineers			7	7	18		1
ELKHART(YARD & EAST)	IN	Engineers						16	1
ELMORE	WV	Engineers					4	1	1
ELMORE	WV	Engineers						2	2
ENOLA	PA	Engineers			6	6	5		1
ERIE	PA	Engineers						1	1
ETNA	PA	Engineers					5		1
ETOWAH	TN	Engineers						3	1
EVANSVILLE	IN	Engineers	12	Terre Haute, IN					2
EVANSVILLE	IN	Engineers	11	Terre Haute, IN					3

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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FAIRLANE	OH Engineers		1	1	1		1
FRAMINGHAM	MA Engineers				1		1
FT. WAYNE	IN Engineers				1	5	1
FT. WAYNE	IN Engineers					8	2
FT. WAYNE	IN Engineers					3	3
FULTON	NY Engineers					1	1
GRAFTON	WV Engineers				2		1
GRAND RAPIDS	MI Engineers		4	4	9		1
GREENVILLE	SC Engineers					5	1
GREENVILLE	SC Engineers					3	2
GREENVILLE	SC Engineers					1	3
GREENWICH	PA Engineers					4	1
HAGERSTOWN	MD Engineers		3	3	8		1
HARRINGTON	DE Engineers		6	6	9		1
HARRISBURG	PA Engineers					13	1
HILLERY	IL Engineers				1		1
HOBSON	OH Engineers					5	1
HOBSON	OH Engineers					1	2
HOBSON	OH Engineers					1	3
INDIANAPOLIS ROAD EAST	IN Engineers					43	1
JACKSON	MI Engineers					3	1
JACKSONVILLE	FL Engineers					3	1
KALAMAZOO (YARD)	MI Engineers					3	1
KANKAKEE	IL Engineers					8	1
KANKAKEE	IL Engineers					2	2
KANKAKEE	IL Engineers					1	3
KNOXVILLE	TN Engineers		4	4			1
LAFAYETTE	IN Engineers		1	1	1		1
LANCASTER	PA Engineers					8	1
LANSING	MI Engineers				1		1
LIMA	OH Engineers					3	1
LINWOOD	NC Engineers		8	8	2		1
LOCKHAVEN	PA Engineers				1		1
LORDSTOWN	OH Engineers					7	1

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LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

Based on 1995 average head count except as otherwise indicated
(Applicant Carriers)

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LOUISVILLE	KY	Engineers		10	10	5	2	1
LYNCHBURG	VA	Engineers					2	1
LYNCHBURG	VA	Engineers					3	2
LYONS	NY	Engineers				1		1
MACON	GA	Engineers					6	2
MACON	GA	Engineers					2	3
MANASSAS	VA	Engineers					3	1
MANSFIELD	OH	Engineers					3	1
MARION	IN	Engineers					2	1
MARION	OH	Engineers				4		1
MASSENA	NY	Engineers					1	1
MEADVILLE	PA	Engineers					3	1
MERIDIAN	MS	Engineers					3	1
MERIDIAN	MS	Engineers					6	2
MERIDIAN	MS	Engineers					2	3
MOBERLY	MO	Engineers					6	1
MOBERLY	MO	Engineers					10	2
MOBERLY	MO	Engineers					4	3
MONTGOMERY	AL	Engineers		3	3	3		1
MORaine	OH	Engineers					3	1
MORGANTOWN	MD	Engineers					2	1
MORRISVILLE	PA	Engineers				2		1
NASHVILLE	TN	Engineers					3	1
NEW CASTLE	PA	Engineers					5	1
NEWBERRY	PA	Engineers				22		1
NIAGARA	NY	Engineers					1	1
NORTH JERSEY CONS. TERML.	NJ	Engineers					6	1
NORTHUMBERLAND	PA	Engineers					3	1
NYOAKPT	NY	Engineers				7		1
OAKDALE	TN	Engineers					2	1
OAKISLAND	NJ	Engineers					11	1
OLEAN	NY	Engineers				1		1
PAVONIA (CAMDEN)	NJ	Engineers				6		1
PENSACOLA	FL	Engineers					3	1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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(Applicant Carriers)

<u>Current Location</u>		<u>Classification</u>	<u>Jobs Transferred To</u>	<u>Jobs Abolished Based on 96/97</u>	<u>Based on 96</u>	<u>Based on 95</u>	<u>Jobs Created</u>	<u>Year</u>
PERU	IN	Engineers					6	1
PERU	IN	Engineers					7	2
PERU	IN	Engineers					2	3
PHILADELPHIA	PA	Engineers		1	1	1		1
PHILADELPHIA YARD	PA	Engineers				8		
PORT READING	NJ	Engineers					1	1
PORTSMOUTH	OH	Engineers				4	1	1
PORTSMOUTH	OH	Engineers					2	2
PORTSMOUTH	OH	Engineers					1	3
POUGHKEEPSIE	NY	Engineers				1		1
PRINCETON	IN	Engineers					3	1
PTJERVIS	NY	Engineers				2		1
PTJERVIS	NY	Engineers					3	2
PTJERVIS	NY	Engineers					2	3
RALEIGH	NC	Engineers		6	6	7		1
READING	PA	Engineers				6		1
READVILLE	MA	Engineers					3	1
RENOVO	PA	Engineers		2	2		4	1
ROANOKE	VA	Engineers					1	1
ROANOKE	VA	Engineers					12	2
ROANOKE	VA	Engineers					4	3
ROCHESTER	NY	Engineers				2		1
ROSELAKE	IL	Engineers					2	1
RUTHERFORD	PA	Engineers				1		1
SELKIRK ROAD EAST	NY	Engineers					13	1
SELKIRK ROAD WEST	NY	Engineers				1		1
SELMA	AL	Engineers		4	4		1	1
SHEFFIELD	AL	Engineers		2	2	8		1
SHENNANDOAH	VA	Engineers					2	1
SHENNANDOAH	VA	Engineers					7	2
SHENNANDOAH	VA	Engineers					3	3
SHIOAKS	PA	Engineers				1		1
SOUTHFORK	PA	Engineers					50	1
ST. THOMAS	ONT	Engineers					1	1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.3(a)(2)(v)

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ST. THOMAS	ONT Engineers					2	2
STONEY CREEK	PA Engineers				1		1
TERRE HAUTE	IN Engineers				2		1
TOLEDO	OH Engineers		70	70	32		1
VALDOSTA	GA Engineers					2	1
VALDOSTA	GA Engineers					2	2
WARREN	MI Engineers					4	1
WASHINGTON	IN Engineers		8	9	9		1
WATERTOWN	NY Engineers				7		1
WAYNESBURG	PA Engineers					3	1
WILLARD	OH Engineers					23	1
WORCESTER	MA Engineers				6		1
WSPRINGFIELD	MA Engineers					2	1
YOUNGSTOWN	OH Engineers					1	1
		119	242	245	460	678	
ALTOONA	PA Laborers/Firemen and Oilers				5		1
ATLANTA	GA Laborers/Firemen and Oilers				9		1
ATLANTA	GA Laborers/Firemen and Oilers	10 Altoona, PA					1
CALUMET	IL Laborers/Firemen and Oilers		4	4	4		1
COLLINWOOD	OH Laborers/Firemen and Oilers				1		1
COLUMBUS	OH Laborers/Firemen and Oilers				1		1
CONWAY	PA Laborers/Firemen and Oilers			2	5		1
ELKHART	IN Laborers/Firemen and Oilers			1	2		1
ENOLA	PA Laborers/Firemen and Oilers			2	5		1
ENOLA	PA Laborers/Firemen and Oilers		30	30	30		3
HOLLIDAYSBURG	PA Laborers/Firemen and Oilers				1		1
HUNTINGTON	WV Laborers/Firemen and Oilers					14	1
INDIANAPOLIS	IN Laborers/Firemen and Oilers			1	2		1
NEWARK (OAK ISLAND YD)	NJ Laborers/Firemen and Oilers		3	3	4		1
SELKIRK	NY Laborers/Firemen and Oilers			3	8		1
		10	37	46	77	14	
ALTOONA	PA Machinists				29		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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(Applicant Carriers)

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ATLANTA	GA	Machinists				14		1
ATLANTA	GA	Machinists	67 Altoona, PA					1
CALUMET	IL	Machinists		6	6	8		1
CAMDEN	NJ	Machinists			1	2		1
CAMDEN	NJ	Machinists	4 Bellevue, OH					1
CHATTANOOGA	TN	Machinists		6	6	10		2
CHICAGO	IL	Machinists		6	7	8		1
COLLINWOOD	OH	Machinists			1	2		1
COLUMBUS	OH	Machinists			1	2		1
CONWAY	PA	Machinists			6	13		1
DEARBORN ZONE R GANG	MI	Machinists		4	4	5		1
ELKHART	IN	Machinists		1	3	5		1
ELKHART	IN	Machinists	10 Bellevue, OH					3
ENOLA	PA	Machinists			7	16		1
ENOLA	PA	Machinists		14	14	14		3
ENOLA	PA	Machinists	80 to be determined					3
FRONTIER	NY	Machinists			1	2		1
HOLLIDAYSBURG	PA	Machinists				5		1
HUNTINGTON	WV	Machinists					77	1
INDIANAPOLIS	IN	Machinists			2	4		1
KNOXVILLE	TN	Machinists		2	2	7		1
MORRISVILLE	PA	Machinists		3	3	3		1
NEWARK(OAK ISLAND YD)	NJ	Machinists		6	8	10		1
NEWARK(OAK ISLAND YD)	NJ	Machinists	12 Bellevue, OH					1
PHILADELPHIA	PA	Machinists		1	1	1		1
PITTSBURGH ZONE R GANG	PA	Machinists		1	1	1		1
ROANOKE	VA	Machinists		1	1	4		1
SELKIRK	NY	Machinists			7	15		1
WAYNESBURG	PA	Machinists		2	2	2		1
			173	53	84	192	77	
ABRAMS	PA	Maintenance of Way				2		1
ALBANY	NY	Maintenance of Way				1		1
ALBANY DIV RAIL GANG	NY	Maintenance of Way		20	20	23		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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ALLENTOWN	PA Maintenance of Way				1		1
ALLIANCE	OH Maintenance of Way				2		1
ALTOONA	PA Maintenance of Way				2		1
ANDERSON	IN Maintenance of Way				1		1
ASHTABULA	OH Maintenance of Way				1		1
BALTIMORE(BAYVIEW YD)	MD Maintenance of Way				1		1
BETHLEHEM	PA Maintenance of Way				2		1
BINGHAMTON	NY Maintenance of Way				1		1
BUFFALO	NY Maintenance of Way				1		1
BUFFALO(FRONTIER YD)	NY Maintenance of Way				1		1
BUFFALO(KENMORE YD)	NY Maintenance of Way				1		1
BURNS HARBOR	IN Maintenance of Way				1		1
CAMDEN	NJ Maintenance of Way				1		1
CANTON	OH Maintenance of Way		18	26	33		1
CANTON	OH Maintenance of Way	70 Charlotte, NC					1
CANTON	OH Maintenance of Way	20 Richmond, VA					1
CHICAGO	IL Maintenance of Way				3		1
CLEVELAND	OH Maintenance of Way		5	5	8		1
COLLINWOOD	OH Maintenance of Way				1		1
COLUMBUS(BUCKEYE YD)	OH Maintenance of Way				2		1
CONWAY	PA Maintenance of Way				3		1
CRESSONA	PA Maintenance of Way				1		1
CRESTLINE	OH Maintenance of Way				1		1
DANVILLE	IL Maintenance of Way				1		1
DAYTON	OH Maintenance of Way				1		1
DEARBORN	MI Maintenance of Way				1		1
DEARBORN ZONE R GANG	MI Maintenance of Way		97	78	83		1
DETROIT(LIVERNOIS YD)	MI Maintenance of Way				1		1
DEWITT	NY Maintenance of Way				1		1
EASTON	PA Maintenance of Way				1		1
EFFINGHAM	IL Maintenance of Way				1		1
ELIZABETHPORT	NJ Maintenance of Way				2		1
ELKHART	IN Maintenance of Way				2		1
ELMIRA	NY Maintenance of Way				1		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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EMPORIUM	PA Maintenance of Way				1		1
ENOLA	PA Maintenance of Way				1		1
ERIE	MI Maintenance of Way		4	4	4		1
ERIE	PA Maintenance of Way				1		1
FAIRLANE	OH Maintenance of Way				1		1
FONDA	NY Maintenance of Way				1		1
FRAMINGHAM	MA Maintenance of Way				1		1
HARRINGTON	DE Maintenance of Way				1		1
HARRISBURG	PA Maintenance of Way			7	13		1
HARRISBURG	PA Maintenance of Way	5 Atlanta, GA					1
HARRISBURG ZONE R GAN	PA Maintenance of Way		2		1		1
HAZELTON	PA Maintenance of Way				1		1
HORNELL	NY Maintenance of Way				1		1
HUNTINGDON	PQ Maintenance of Way				1		1
INDIANAPOLIS	IN Maintenance of Way				6		1
INDIANAPOLIS	IN Maintenance of Way		32	32	32		2
INDIANAPOLIS ZONE R G	IN Maintenance of Way		3	3	7		1
INDIANAPOLIS ZONE R G	IN Maintenance of Way		32	32	32		2
INDIANAPOLIS(AVON YD)	IN Maintenance of Way				1		1
JACKSON	MI Maintenance of Way				1		1
JOHNSTOWN	PA Maintenance of Way				1		1
KALAMAZOO	MI Maintenance of Way				1		1
KANKAKEE	IL Maintenance of Way				1		1
KENT	OH Maintenance of Way				1		1
KINGSTON	NY Maintenance of Way				1		1
LATROBE	PA Maintenance of Way				1		1
LEBANON	PA Maintenance of Way				1		1
LEWISTOWN	PA Maintenance of Way				1		1
LOCK HAVEN	PA Maintenance of Way				1		1
LYONS	NY Maintenance of Way				1		1
MACEDONIA	OH Maintenance of Way		1	1	1		1
MANVILLE	NJ Maintenance of Way				1		1
MARSHALL	IL Maintenance of Way				1		1
MARYSVILLE	OH Maintenance of Way				1		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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MINGO JUNCTION	OH Maintenance of Way				1		1
MONROE	OH Maintenance of Way				1		1
MORRISVILLE	PA Maintenance of Way				1		1
MT HOLLY	PA Maintenance of Way		5	5	5		1
NEW LEXINGTON	OH Maintenance of Way				1		1
NEWARK(OAK ISLAND YD)	NJ Maintenance of Way				1		1
MILES	OH Maintenance of Way				1		1
NITRO	WV Maintenance of Way				1		1
PHILA ZONE RAIL GANG	PA Maintenance of Way		112	90	96		1
PHILADELPHIA	PA Maintenance of Way				1		1
PHILADELPHIA-COMMERCE	PA Maintenance of Way		1	1	1		1
PHILADELPHIA-SOU PHIL	PA Maintenance of Way				1		1
PITCAIRN	PA Maintenance of Way				2		1
PITTSBURGH	PA Maintenance of Way				3		1
PITTSBURGH ZONE R GANG	PA Maintenance of Way		152	91	106		1
PITTSFIELD	MA Maintenance of Way				1		1
READING	PA Maintenance of Way				3		1
ROCHESTER	NY Maintenance of Way				1		1
ROCKPORT	OH Maintenance of Way				1		1
SANDUSKY	OH Maintenance of Way				1		1
SAYBROOK	OH Maintenance of Way				1		1
SELKIRK	NY Maintenance of Way				2		1
SELKIRK	NY Maintenance of Way		9	9	9		2
SHIRE OAKS	PA Maintenance of Way				5		1
SO FLEARNY	NJ Maintenance of Way				1		1
SO FLAINFIELD	NJ Maintenance of Way				1		1
SYRACUSE	NY Maintenance of Way				1		1
SYSTEM RAIL GANGS	Maintenance of Way		7	7	21		1
SYSTEM RAIL GANGS	Maintenance of Way		39	39	39		2
TERRE HAUTE	IN Maintenance of Way				1		1
TOLEDO	OH Maintenance of Way		2	2	3		1
UPPER SANDUSKY	OH Maintenance of Way		2	2	2		1
W SPRINGFIELD	MA Maintenance of Way				1		1
W SPRINGFIELD	MA Maintenance of Way		8	8	8		2

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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WABASH	IN	Maintenance of Way				1		1
WALBRIDGE	OH	Maintenance of Way		14	14	15		1
WAYNESBURG	PA	Maintenance of Way				2		1
WINCHESTER	IN	Maintenance of Way				1		1
WORCESTER	MA	Maintenance of Way				4		1
WORCESTER	MA	Maintenance of Way		19	19	19		2
			95	584	495	676	0	
ABRAMS	PA	Nonagreement		1	1	1		1
ALBANY	NY	Nonagreement		1	1	1		1
ALBUQUERQUE	PA	Nonagreement		1	1	1		1
ALLEN TOWN	PA	Nonagreement		1	3	5		1
ALTOONA	PA	Nonagreement	2 Roanoke, VA					1
ASHTABULA	OH	Nonagreement			2	4		1
ATLANTA	GA	Nonagreement		1	1	1		1
ATLANTA	GA	Nonagreement		1	1	1		2
ATLANTA	GA	Nonagreement		5	5	5		3
ATLANTA	GA	Nonagreement	21 Altoona, PA					1
BALTIMORE	MD	Nonagreement			1	2		1
BETHLEHEM	PA	Nonagreement		10	12	14		1
BOSTON	MA	Nonagreement		1	1	1		1
BRONX	NY	Nonagreement			1	1		1
BUFFALO	NY	Nonagreement			6	12		1
CAMDEN	NJ	Nonagreement			1	2		1
CAMPBELL HALL	NY	Nonagreement		1	1	1		1
CANTON	OH	Nonagreement		9	10	11		1
CANTON	OH	Nonagreement		1	1	1		2
CHATTANOOGA	TN	Nonagreement		1	1	1		3
CHICAGO	IL	Nonagreement		17	22	28		1
CINCINNATI	OH	Nonagreement			1	1		1
CLEVELAND	OH	Nonagreement		1	3	6		1
CLEVELAND	OH	Nonagreement		1	1	1		2
COLLINGSWOOD	OH	Nonagreement			1	2		1
COLUMBUS	OH	Nonagreement		2	7	13		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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			<u>Transferred To</u>		<u>Based on 96/97</u>	<u>Based on 96</u>	<u>Based on 95</u>		
COLUMBUS	OH	Nonagreement			1	1	1		2
COLUMBUS	OH	Nonagreement	1	Atlanta, GA					1
COLUMBUS	OH	Nonagreement	1	Philadelphia, PA					1
CONWAY, PA	PA	Nonagreement				6	12		1
CONWAY, PA	PA	Nonagreement			1	1	1		2
DEARBORN	MI	Nonagreement			44	56	72		1
DEARBORN	MI	Nonagreement	8	Atlanta, GA					1
DEARBORN	MI	Nonagreement	7	Jacksonville, FL					1
DETROIT	MI	Nonagreement				2	4		1
E ST LOUIS	IL	Nonagreement			1	2	3		1
EASTON	PA	Nonagreement			1	1	1		1
EDISON	NJ	Nonagreement			5	6	7		1
ELIZABETHPORT	NJ	Nonagreement				1	2		1
ELKHART	IN	Nonagreement			6	10	15		1
ELMIRA	NY	Nonagreement			1	1	1		1
ENOLA	PA	Nonagreement			3	7	11		1
ENOLA	PA	Nonagreement			1	1	1		2
ENOLA	PA	Nonagreement			2	2	2		3
ENOLA	PA	Nonagreement	9	to be determined					3
FAIRLANE	OH	Nonagreement				1	2		1
GREENFIELD	IN	Nonagreement			2	2	2		1
GREENTREE	PA	Nonagreement			16	21	27		1
HAMMOND	IN	Nonagreement			1	1	1		1
HARRISBURG	PA	Nonagreement			6	11	16		1
HARRISBURG	PA	Nonagreement	2	Atlanta, GA					1
HOUSTON	TX	Nonagreement			4	5	6		1
HOUSTON	TX	Nonagreement			1	1	1		3
HUNTINGDON	PA	Nonagreement			4	5	6		1
HUNTINGTON	WV	Nonagreement						4	1
INDIANAPOLIS	IN	Nonagreement			5	13	29		1
ISELIN	NJ	Nonagreement				1	1		1
JACKSON	MI	Nonagreement				1	1		1
JACKSONVILLE	FL	Nonagreement						4	1
JEFFERSONVILLE	IN	Nonagreement				1	1		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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(Applicant Carriers)

<u>Current Location</u>		<u>Classification</u>	<u>Jobs</u>		<u>Jobs Abolished</u>			<u>Jobs</u>	
			<u>Transferred To</u>	<u>Based on 96/97</u>	<u>Based on 96</u>	<u>Based on 95</u>	<u>Created</u>	<u>Year</u>	
JUNIATA	PA	Nonagreement	1 Atlanta, GA						1
LANSING	IL	Nonagreement		1	1	1	1		1
LAPORTE	IN	Nonagreement		1	1	1	1		1
LOS ANGELES	CA	Nonagreement		1	1	1	1		1
LUCKNOW	PA	Nonagreement		2	2	2	2		1
MACEDONIA	OH	Nonagreement		1	1	1	1		2
MEADVILLE	PA	Nonagreement		1	1	1	1		1
MELVINDALE	MI	Nonagreement			1	1	1		1
MONTREAL	PQ	Nonagreement		1	1	1	1		1
MOUNT LAUREL	NJ	Nonagreement				9	19		1
MT VERNON	MD	Nonagreement				1	1		1
MUNCY	PA	Nonagreement		1	1	1	1		1
NEW YORK	NY	Nonagreement		1	1	1	1		1
NEW YORK	NY	Nonagreement		1	1	1	1		3
NEWARK	NJ	Nonagreement		2	4	4	6		1
NEWARK	NJ	Nonagreement		1	1	1	1		2
NILES	OH	Nonagreement		1	1	1	1		1
NORFOLK	VA	Nonagreement		1	1	1	1		2
NORFOLK	VA	Nonagreement		4	4	4	4		3
PHILADELPHIA	PA	Nonagreement		501	690		940		1
PHILADELPHIA	PA	Nonagreement		32	32		32		2
PHILADELPHIA	PA	Nonagreement		17	17		17		3
PHILADELPHIA	PA	Nonagreement	301 Atlanta, GA						1
PHILADELPHIA	PA	Nonagreement	3 Baltimore, MD						1
PHILADELPHIA	PA	Nonagreement	1 Boston, MA						1
PHILADELPHIA	PA	Nonagreement	1 Buffalo, NY						1
PHILADELPHIA	PA	Nonagreement	2 Chicago, IL						1
PHILADELPHIA	PA	Nonagreement	1 Columbus, OH						1
PHILADELPHIA	PA	Nonagreement	3 Detroit, MI						1
PHILADELPHIA	PA	Nonagreement	26 Harrisburg, PA						1
PHILADELPHIA	PA	Nonagreement	2 Indianapolis, IN						1
PHILADELPHIA	PA	Nonagreement	152 Jacksonville, FL						1
PHILADELPHIA	PA	Nonagreement	3 New York, NY						1
PHILADELPHIA	PA	Nonagreement	89 Norfolk, VA						1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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(Applicant Carriers)

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		Transferred To		Based on 96/97	Based on 96			
PHILADELPHIA	PA Nonagreement	6 Pittsburgh, PA						1
PHILADELPHIA	PA Nonagreement	1 Portside, NJ						1
PHILADELPHIA	PA Nonagreement	1 Portsmouth, OH						1
PHILADELPHIA	PA Nonagreement	1 Richmond, VA						1
PHILADELPHIA	PA Nonagreement	150 Roanoke, VA						1
PITCAIRN	PA Nonagreement			2	3	4		1
PITTSBURGH	PA Nonagreement			39	55	75		1
PITTSBURGH	PA Nonagreement			2	2	2		2
PITTSBURGH	PA Nonagreement	31 Atlanta, GA						1
PITTSBURGH	PA Nonagreement	16 Jacksonville, FL						1
PORTLAND	OR Nonagreement			2	2	2		1
READING	PA Nonagreement			3	4	5		1
ROANOKE	VA Nonagreement			15	15	15		2
ROANOKE	VA Nonagreement			15	15	15		3
SELKIRK	NY Nonagreement			5	18	34		1
SELKIRK	NY Nonagreement	4 Jacksonville, FL						1
SEVEN HILLS(CLEV)	OH Nonagreement				1	1		1
SHIRE OAKS	PA Nonagreement			3	4	5		1
SHIRE OAKS	PA Nonagreement			3	3	3		3
SO KEARNY	NJ Nonagreement			2	4	6		1
ST LOUIS	MO Nonagreement			1	1	1		1
SYRACUSE	NY Nonagreement				1	3		1
TOLEDO	OH Nonagreement			1	3	5		1
W SPRINGFIELD	MA Nonagreement				1	2		1
WASHINGTON	DC Nonagreement			3	4	5		1
WAYNESBURG	PA Nonagreement			2	2	2		1
WESTBORO	MA Nonagreement			1	1	1		1
WILLIAMSPORT	PA Nonagreement	1 Atlanta, GA						1
YOUNGSTOWN	OH Nonagreement			1	1	1		1
		847		830	1160	1563	8	
BALTIMORE	MD Police					1		1
BOSTON	MA Police			4	4	6		1
BUFFALO	NY Police			2	2	4		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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<u>Current Location</u>		<u>Classification</u>	<u>Jobs Transferred To</u>	<u>Based on 96/97</u>	<u>Jobs Abolished Based on 96</u>	<u>Based on 95</u>	<u>Jobs Created</u>	<u>Year</u>
CAMDEN	NJ	Police				1		1
CHICAGO	IL	Police			1	10		1
CONWAY	PA	Police				1		1
DEARBORN	MI	Police		7	7	10		1
E ST LOUIS	IL	Police		2	2	3		1
ELIZABETH	NJ	Police			1	6		1
HARRISBURG	PA	Police				2		1
INDIANAPOLIS	IN	Police		2	2	3		1
JERSEY CITY	NJ	Police				1		1
JERSEY CITY(CROXTON)	NJ	Police				2		1
MORRISVILLE	PA	Police				1		1
MOUNT LAUREL	NJ	Police		14	15	22		1
MOUNT LAUREL	NJ	Police	11 Roanoke, VA					1
NO BERGEN	NJ	Police			1	5		1
PHILADELPHIA	PA	Police		4	4	6		1
PITTSBURGH	PA	Police				2		1
RIDGEFIELD	NJ	Police				1		1
SELKIRK	NY	Police		2	2	3		1
SO KEARNY	NJ	Police				1		1
TOLEDO	OH	Police		3	3	4		1
WESTBORO	MA	Police		2	2	3		1
			11	42	46	98	0	
ALLENTOWN	PA	Railway Supervisors/Foremen				1		1
ALTOONA	PA	Railway Supervisors/Foremen				6		1
ANDERSON	IN	Railway Supervisors/Foremen		2	2	2		1
ASHTABULA	OH	Railway Supervisors/Foremen		1	1	1		1
BALTIMORE	MD	Railway Supervisors/Foremen				2		1
BALTIMORE(BAYVIEW YD)	MD	Railway Supervisors/Foremen				1		1
BETHLEHEM	PA	Railway Supervisors/Foremen				1		1
BETHLEHEM SYS RAIL GA	PA	Railway Supervisors/Foremen		2	2	2		1
BUFFALO	NY	Railway Supervisors/Foremen				3		1
CAMDEN	NJ	Railway Supervisors/Foremen				1		1
CHICAGO	IL	Railway Supervisors/Foremen		14	14	17		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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		Transferred To	Based on 96/97	Based on 96	Based on 95	Created	Year
CLEVELAND	OH Railway Supervisors/Foremen				2		1
COLLINWOOD	OH Railway Supervisors/Foremen		5	5	7		1
COLUMBUS	OH Railway Supervisors/Foremen				4		1
COLUMBUS(BUCKEYE YD)	OH Railway Supervisors/Foremen		1	1	3		1
CONWAY	PA Railway Supervisors/Foremen			1	7		1
CONWAY ZONE R GANG	PA Railway Supervisors/Foremen		1	1	1		1
DEARBORN	MI Railway Supervisors/Foremen				1		1
DEARBORN ZONE R GANG	MI Railway Supervisors/Foremen		4	4	5		1
DETROIT(NORTH YD)	MI Railway Supervisors/Foremen				1		1
DETROIT(STERLING YD)	MI Railway Supervisors/Foremen				1		1
DEWITT	NY Railway Supervisors/Foremen				1		1
ELIZABETH ZONE R GANG	NJ Railway Supervisors/Foremen		2	2	2		1
ELIZABETHPORT	NJ Railway Supervisors/Foremen		1	1	2		1
ELKHART	IN Railway Supervisors/Foremen			1	5		1
ELKHART	IN Railway Supervisors/Foremen	2 Bellevue, OH					3
ENOLA	PA Railway Supervisors/Foremen		1	2	6		1
ERIE	MI Railway Supervisors/Foremen		2	2	2		1
ERIE	PA Railway Supervisors/Foremen		2	2	2		1
FRONTIER	NY Railway Supervisors/Foremen			1	4		1
GREENSBORO	PA Railway Supervisors/Foremen		1	1	2		1
HARRISBURG	PA Railway Supervisors/Foremen		1	1	5		1
HOLLIDAYSBURG	PA Railway Supervisors/Foremen				3		1
HUNTINGTON	WV Railway Supervisors/Foremen					3	1
INDIANAPOLIS	IN Railway Supervisors/Foremen		2	3	9		1
INDIANAPOLIS ZONE R G	IN Railway Supervisors/Foremen				1		1
INDIANAPOLIS(AVON YD)	IN Railway Supervisors/Foremen				1		1
ISELIN	NJ Railway Supervisors/Foremen				3		1
JACKSON	MI Railway Supervisors/Foremen		1	1	4		1
LANSING	IL Railway Supervisors/Foremen		1	1	4		1
LORAIN	OH Railway Supervisors/Foremen				1		1
MACEDONIA	OH Railway Supervisors/Foremen		1	1	2		1
MORRISVILLE	PA Railway Supervisors/Foremen		1	1	1		1
MOUNT LAUREL	NJ Railway Supervisors/Foremen				6		1
MOUNT LAUREL SYS R GA	NJ Railway Supervisors/Foremen		1	1	1		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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(Applicant Carriers)

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		Transferred To	Based on 96/97	Based on 96	Based on 95		
NEWARK	NJ Railway Supervisors/Foremen		1	1	2		1
NEWARK(OAK ISLAND YD)	NJ Railway Supervisors/Foremen				1		1
NEWARK(OAK ISLAND YD)	NJ Railway Supervisors/Foremen	2 Bellevue, OH					1
OSCEOLA	IN Railway Supervisors/Foremen				2		1
PHILA ZONE RAIL GANG	PA Railway Supervisors/Foremen		2	2	2		1
PHILADELPHIA	PA Railway Supervisors/Foremen		1	1	1		1
PHILADELPHIA-COMMERCE	PA Railway Supervisors/Foremen				2		1
PITCAIRN	PA Railway Supervisors/Foremen		2	2	3		1
PITTSBURGH	PA Railway Supervisors/Foremen				4		1
PITTSBURGH ZONE R GANG	PA Railway Supervisors/Foremen		7	7	8		1
READING	PA Railway Supervisors/Foremen		1	1	2		1
ROCHESTER	NY Railway Supervisors/Foremen				1		1
ROCKPORT	OH Railway Supervisors/Foremen				1		1
SELKIRK	NY Railway Supervisors/Foremen			1	9		1
SEVEN HILLS	OH Railway Supervisors/Foremen				2		1
SHIRE OAKS	PA Railway Supervisors/Foremen				1		1
SO KEARNY	NJ Railway Supervisors/Foremen				1		1
SPRINGFIELD	MA Railway Supervisors/Foremen				3		1
SYRACUSE	NY Railway Supervisors/Foremen				3		1
SYRACUSE(DEWITT YD)	NY Railway Supervisors/Foremen				1		1
TOLEDO	OH Railway Supervisors/Foremen		1	1	4		1
TOLEDO(STANLEY YD)	OH Railway Supervisors/Foremen		5	5	6		1
W SPRINGFIELD	MA Railway Supervisors/Foremen				1		1
WAYNE	MI Railway Supervisors/Foremen		1	1	1		1
WILLOW RUN	MI Railway Supervisors/Foremen		1	1	1		1
WORCESTER	MA Railway Supervisors/Foremen				1		1
		4	69	75	199	3	
ALTOONA	PA Sheet Metal Workers				20		1
ATLANTA	GA Sheet Metal Workers				2		1
ATLANTA	GA Sheet Metal Workers	3 Altoona, PA					1
BUFFALO	NY Sheet Metal Workers				1		1
CAMDEN	NJ Sheet Metal Workers	1 Bellevue, OH					1
CLEVELAND	OH Sheet Metal Workers				1		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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			<u>Transferred To</u>	<u>Based on 96/97</u>	<u>Based on 96</u>	<u>Based on 95</u>		
CONWAY	PA	Sheet Metal Workers			2	5		1
ENOLA	PA	Sheet Metal Workers			2	7		1
ENOLA	PA	Sheet Metal Workers		23	23	23		3
HOLLIDAYSBURG	PA	Sheet Metal Workers				1		1
HUNTINGTON	WV	Sheet Metal Workers					9	1
KALAMAZOO	MI	Sheet Metal Workers		2	2	2		1
NEWARK(OAK ISLAND YD)	NJ	Sheet Metal Workers	1 Bellevue, OH					1
ROANOKE	VA	Sheet Metal Workers		3	3	3		1
SELKIRK	NY	Sheet Metal Workers			4	12		1
SYRACUSE	NY	Sheet Metal Workers				1		1
TOLEDO	OH	Sheet Metal Workers		1	1	1		1
			5	29	37	79	9	
ANDERSON	IN	Signalmen				2		1
ASHTABULA	OH	Signalmen				2	1	1
BEREA	OH	Signalmen					1	1
BETHLEHEM	PA	Signalmen				1		1
BUFFALO	NY	Signalmen				1		1
CHICAGO(COLEHOUR YD)	IL	Signalmen				1		1
COLLINWOOD	OH	Signalmen				1		1
COLUMBUS	OH	Signalmen		18	21	28		1
COLUMBUS	OH	Signalmen	9 Atlanta, GA					1
COLUMBUS	OH	Signalmen	8 Jacksonville, FL					1
COLUMBUS	OH	Signalmen	15 Roanoke, VA					1
COLUMBUS	OH	Signalmen	22 Savannah, GA					1
COLUMBUS(BUCKEYE YD)	OH	Signalmen				1		1
CONWAY	PA	Signalmen				2		1
DAYTON	OH	Signalmen				1		1
DETROIT	MI	Signalmen				1		1
DUNKIRK	OH	Signalmen				1		1
DUQUESNE	PA	Signalmen				1		1
ELKHART	IN	Signalmen				1		1
ENOLA	PA	Signalmen				1		1
FRAMINGHAM	MA	Signalmen				1		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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			<u>Transferred To</u>	<u>Based on 96/97</u>	<u>Based on 96</u>				
GREENCASTLE	IN	Signalmen					1		1
HARRISBURG	PA	Signalmen					1		1
HAZELTON	PA	Signalmen					1		1
HUDSON	OH	Signalmen					1		1
INDIANAPOLIS	IN	Signalmen					1		1
INDIANAPOLIS(AV ON YD)	IN	Signalmen					1		1
KINGSTON	NY	Signalmen					1		1
LYONS	NY	Signalmen					1		1
MORRISVILLE	PA	Signalmen					1		1
NEWARK	NJ	Signalmen					1		1
NEWARK(OAK ISLAND YD)	NJ	Signalmen					1		1
OLEAN	NY	Signalmen					1		1
READING	PA	Signalmen					1		1
SALEM	OH	Signalmen					1		1
SELKIRK	NY	Signalmen					1		1
SO BEND	IN	Signalmen					1		1
TARENTUM	PA	Signalmen					1		1
TOLEDO	OH	Signalmen					2	8	1
UPPER SANDUSKY	OH	Signalmen		3	3		3		1
UTICA	NY	Signalmen					1		1
WEST TARENTUM	PA	Signalmen					1		1
WILLOW RUN	MI	Signalmen		1	1		1		1
WORCESTER	MA	Signalmen					2		1
			54	22	25		73	10	
DEARBORN	MI	Train Dispatchers			5		7		1
GREENTREE	PA	Train Dispatchers			5				1
INDIANAPOLIS	IN	Train Dispatchers			4		6		1
MOUNT LAUREL	NJ	Train Dispatchers			6		19		1
MOUNT LAUREL	NJ	Train Dispatchers	29 Harrisburg, PA						1
SELKIRK	NY	Train Dispatchers			5		3		1
			29	0	25		35	0	
ABRAMS CONSOLIDATED TER	PA	Trainmen					11		1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

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			<u>Transferred To</u>	<u>Based on 96/97</u>	<u>Based on 96</u>	<u>Based on 95</u>		
ALBANY	GA	Trainmen		3	3	6		1
ALLENTOWN/BETHLEHEM C/T	PA	Trainmen		7	7	32		1
ALTOONA	PA	Trainmen				38		1
ALTOONA	PA	Trainmen					5	2
ALTOONA	PA	Trainmen					2	3
ANDERSON	IN	Trainmen				4		1
ANDOVER	VA	Trainmen		2	2	2		1
ARGOS	IN	Trainmen		8	9	7		1
ASHEVILLE	NC	Trainmen		1	1	5		1
ASHHARBOR	OH	Trainmen				3		1
ATLANTA	GA	Trainmen		7	7	17	3	1
ATLANTA	GA	Trainmen					4	2
ATLANTA	GA	Trainmen					2	3
AUGUSTA	GA	Trainmen					1	1
BALTIMORE	MD	Trainmen					15	1
BALTIMORE	MD	Trainmen					6	2
BALTIMORE	MD	Trainmen					2	3
BEAPARK	MA	Trainmen					3	1
BELLEVUE	OH	Trainmen					7	1
BELLEVUE	OH	Trainmen					2	2
BELLEVUE	OH	Trainmen					1	3
BELLEVUE	OH	Trainmen	20 Cleveland, OH					1
BENNING	DC	Trainmen				4		1
BIGFOUR ROAD WEST (AVON)	IN	Trainmen					4	1
BIRMINGHAM	AL	Trainmen		4	4	26		1
BLUEFIELD	WV	Trainmen				25	1	1
BLUEFIELD	WV	Trainmen					2	2
BLUEFIELD	WV	Trainmen					1	3
BUCKEYE YARD-COLUMBUS	OH	Trainmen				24		1
BUFFALO	NY	Trainmen					9	1
BUFFALO LINES E&W	NY	Trainmen				12		1
BUFFALO YARD	NY	Trainmen					13	1
BURNS HARBOR	IN	Trainmen					6	1
BURNS HARBOR	IN	Trainmen	2 Chicago, IL					1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

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			<u>Transferred To</u>	<u>Based on 96/97</u>	<u>Based on 96</u>	<u>Based on 95</u>		
CAMHALL	NY	Trainmen				2		1
CANTON	OH	Trainmen				9		1
CEDHILL	CT	Trainmen				2		1
CHARLESTON	SC	Trainmen		1	1	3		1
CHICAGO	IL	Trainmen		52	53	68		1
CHICAGO (YARD)	IL	Trainmen					14	1
CINCINNATI	OH	Trainmen		15	17	20		1
CLEVELAND	OH	Trainmen		36	36	69	20	1
CLEVELAND	OH	Trainmen	8 Willard, OH					1
COLUMBIA	SC	Trainmen		1	1	2		1
COLUMBUS	GA	Trainmen		9	9	19		1
COLUMBUS	OH	Trainmen		10	10	28		1
CONEMAUGH	PA	Trainmen				37		1
CONNEAUT	OH	Trainmen				3		1
CONNEAUT	OH	Trainmen	10 Buffalo, NY					1
CONWAY	PA	Trainmen		4	4		45	1
CORNING	NY	Trainmen					8	1
CORNING	NY	Trainmen					6	2
CORNING	NY	Trainmen					3	3
CRAFTON	PA	Trainmen					1	1
CRESTLINE	OH	Trainmen				1		1
CRESTLINE	OH	Trainmen	44 Willard, OH					1
CREWE	VA	Trainmen					5	1
CREWE	VA	Trainmen					4	2
CREWE	VA	Trainmen					1	3
CRONORTH	NY	Trainmen				4		1
CROXTON	NJ	Trainmen					3	1
CUMBERLAND	MD	Trainmen					11	1
DANVILLE	IL	Trainmen	11 Terre Haute, IN					2
DANVILLE	IL	Trainmen	13 Terre Haute, IN					3
DANVILLE	KY	Trainmen		5	5	2		1
DECATUR	IL	Trainmen				2	17	1
DECATUR	IL	Trainmen					27	2
DECATUR	IL	Trainmen					11	3

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

Based on 1995 average head count except as otherwise indicated.

(Applicant Carriers)

Current Location	Classification	Jobs		Jobs Abolished			Jobs	
		Transferred To	Based on 96/97	Based on 96	Based on 95	Created	Year	
DETROIT	MI	Trainmen				8	26	1
DETROIT (YARD)	MI	Trainmen					48	1
DEWITT	NY	Trainmen				9		1
DICKINSON	WV	Trainmen					2	1
ELKHART (WEST)	IN	Trainmen		7	7	25		1
ELKHART(YARD & EAST)	IN	Trainmen				5		1
ELMORE	WV	Trainmen				8	1	1
ELMORE	WV	Trainmen					2	2
ENOLA	PA	Trainmen		6	6	12		1
ETNA	PA	Trainmen					3	1
ETOWAH	TN	Trainmen					3	1
EVANSVILLE	IN	Trainmen	13 Terre Haute, IN					2
EVANSVILLE	IN	Trainmen	11 Terre Haute, IN					3
FAIRLANE	OH	Trainmen		2	2		3	1
FORT WAYNE	IN	Trainmen				7		1
FRAMINGHAM	MA	Trainmen					3	1
FT. WAYNE	IN	Trainmen				27	5	1
FT. WAYNE	IN	Trainmen					3	2
FT. WAYNE	IN	Trainmen					3	3
FULTON	NY	Trainmen					8	1
GRAND RAPIDS	MI	Trainmen		8	9	21		1
GREENVILLE	SC	Trainmen				3	2	1
GREENVILLE	SC	Trainmen					3	2
GREENVILLE	SC	Trainmen					1	3
GREENWICH	PA	Trainmen					8	1
HAGERSTOWN	MD	Trainmen		3	3			1
HARRINGTON	DE	Trainmen		6	6	12		1
HARRISBURG	PA	Trainmen					3	1
HILLERY	IL	Trainmen				5		1
HOBSON	OH	Trainmen				1		1
HOBSON	OH	Trainmen					1	2
HOBSON	OH	Trainmen					1	3
INDIANAPOLIS ROAD EAST	IN	Trainmen					11	1
ISLA VENUE	PA	Trainmen					1	1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

Based on 1995 average head count except as otherwise indicated.

(Applicant Carriers)

<u>Current Location</u>		<u>Classification</u>	<u>Jobs Transferred To</u>	<u>Based on 96/97</u>	<u>Jobs Abolished Based on 96</u>	<u>Based on 95</u>	<u>Jobs Created</u>	<u>Year</u>
JACKSON	MI	Trainmen					7	1
JACKSONVILLE	FL	Trainmen					3	1
KALAMAZOO (YARD)	MI	Trainmen				9		1
KANKAKEE	IL	Trainmen				1		1
KANKAKEE	IL	Trainmen					2	2
KANKAKEE	IL	Trainmen					1	3
KINGSTON	NY	Trainmen				6		1
KNOXVILLE	TN	Trainmen		4	4	13		1
LAFAYETTE	IN	Trainmen		3	3	3		1
LANCASTER	PA	Trainmen				8		1
LATROBE	PA	Trainmen					1	1
LEBANON	PA	Trainmen					3	1
LIMA	OH	Trainmen					5	1
LINDENMETUCHEN	NJ	Trainmen				3		1
LINWOOD	NC	Trainmen		8	8	2		1
LIVERNOIS	MI	Trainmen					3	1
LOCKHAVEN	PA	Trainmen				1		1
LORDSTOWN	OH	Trainmen				13		1
LOUISVILLE	KY	Trainmen		13	14	9	1	1
LYNCHBURG	VA	Trainmen					5	1
LYNCHBURG	VA	Trainmen					3	2
LYONS	NY	Trainmen				2		1
MACON	GA	Trainmen					1	1
MACON	GA	Trainmen					6	2
MACON	GA	Trainmen					2	3
MANASSAS	VA	Trainmen				3	1	1
MANSFIELD	OH	Trainmen					8	1
MARION	IN	Trainmen					1	1
MARION	OH	Trainmen				3		1
MASSENA	NY	Trainmen					3	1
MEADVILLE	PA	Trainmen				6		1
MERIDIAN	MS	Trainmen					1	1
MERIDIAN	MS	Trainmen					6	2
MERIDIAN	MS	Trainmen					2	3

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

Based on 1995 average head count except as otherwise indicated.

(Applicant Carriers)

<u>Current Location</u>		<u>Classification</u>	<u>Jobs</u>	<u>Jobs Abolished</u>		<u>Based on 95</u>	<u>Jobs Created</u>	<u>Year</u>
			<u>Transferred To</u>	<u>Based on 96/97</u>	<u>Based on 96</u>			
MINGO JCT	OH	Trainmen				13		1
MOBERLY	MO	Trainmen				6	6	1
MOBERLY	MO	Trainmen					10	2
MOBERLY	MO	Trainmen					4	3
MONTGOMERY	AL	Trainmen		3	3	3		1
MORaine	OH	Trainmen				5		1
MORRISVILLE	PA	Trainmen				7		1
NASHVILLE	TN	Trainmen					3	1
NEW CASTLE	PA	Trainmen					6	1
NEWARK	DE	Trainmen				5		1
NEWBERRY	PA	Trainmen				13		1
NIAGARA	NY	Trainmen					11	1
NORTH JERSEY CC NS. TERML.	NJ	Trainmen				32		1
NORTHUMBERLAND	PA	Trainmen					2	1
OAKDALE	TN	Trainmen					1	1
OAKISLAND	NJ	Trainmen					33	1
OLEAN	NY	Trainmen				4		1
PAVONIA (CAMDEN)	NJ	Trainmen				8		1
PENSACOLA	FL	Trainmen					3	1
PERU	IN	Trainmen					4	1
PERU	IN	Trainmen					7	2
PERU	IN	Trainmen					2	3
PHILADELPHIA	PA	Trainmen		2	2	2		1
PHILADELPHIA YARD	PA	Trainmen				32		1
PITTSBURGH	PA	Trainmen					10	1
PITTSTON	PA	Trainmen					1	1
PORT READING	NJ	Trainmen					3	1
PORTSMOUTH	OH	Trainmen				10	1	1
PORTSMOUTH	OH	Trainmen					2	2
PORTSMOUTH	OH	Trainmen					1	3
POUGHKEEPSIE	NY	Trainmen				2		1
PRINCETON	IN	Trainmen				7	2	1
PTJERVIS	NY	Trainmen				4		1
PTJERVIS	NY	Trainme.					3	2

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

Based on 1995 average head count except as otherwise indicated.

(Applicant Carriers)

<u>Current Location</u>		<u>Classification</u>	<u>Jobs Transferred To</u>	<u>Jobs Abolished Based on 96/97</u>	<u>Based on 96</u>	<u>Based on 95</u>	<u>Jobs Created</u>	<u>Year</u>
PTJERVIS	NY	Trainmen					2	3
RALEIGH	NC	Trainmen		6	6	5		1
READING	PA	Trainmen				10		1
READVILLE	MA	Trainmen					5	1
RENOVO	PA	Trainmen		2	2		3	1
ROANOKE	VA	Trainmen				15	8	1
ROANOKE	VA	Trainmen					12	2
ROANOKE	VA	Trainmen					4	3
ROSELAKE	IL	Trainmen				3		1
RUTHERFORD	PA	Trainmen				15		1
SCHERERVILLE	IN	Trainmen				1		1
SELKIRK ROAD EAST	NY	Trainmen					46	1
SELKIRK ROAD WEST	NY	Trainmen				9		1
SELMA	AL	Trainmen		4	4		11	1
SHARONVILLE	OH	Trainmen				3		1
SHEFFIELD	AL	Trainmen		2	2	11		1
SHENNANDOAH	VA	Trainmen					4	1
SHENNANDOAH	VA	Trainmen					7	2
SHENNANDOAH	VA	Trainmen					3	3
SHIOAKS	PA	Trainmen				30		1
SOUTH AMBOY	NJ	Trainmen				10		1
SOUTH KEARNY	NJ	Trainmen				10		1
SOUTHFORK	PA	Trainmen					68	1
ST. THOMAS	ONT	Trainmen					1	1
ST. THOMAS	ONT	Trainmen					2	2
STONEY CREEK	PA	Trainmen				4		1
TERRE HAUTE	IN	Trainmen					1	1
TOLEDO	OH	Trainmen		70	70	108		1
VALDOSTA	GA	Trainmen					1	1
VALDOSTA	GA	Trainmen					2	2
WARREN	MI	Trainmen				6		1
WASHINGTON	IN	Trainmen		8	9	9		1
WATERTOWN	NY	Trainmen				5		1
WAYNE	MI	Trainmen					1	1

LABOR IMPACT EXHIBIT

EFFECTS ON APPLICANT CARRIERS' EMPLOYEES*

49 CFR 1180.6(a)(2)(v)

Based on 1995 average head count except as otherwise indicated.

(Applicant Carriers)

<u>Current Location</u>		<u>Classification</u>	Jobs	Jobs Abolished		<u>Based on 95</u>	<u>Jobs Created</u>	<u>Year</u>
			<u>Transferred To</u>	<u>Based on 96/97</u>	<u>Based on 96</u>			
WAYNESBURG	PA	Trainmen					13	1
WILLARD	OH	Trainmen					29	1
WORCESTER	MA	Trainmen				8		1
WSPRINGFIELD	MA	Trainmen					4	1
YOUNGSTOWN	OH	Trainmen				8		1
			132	322	329	1135	818	
BUFFALO(FRONTIER YD)	NY	Yardmasters			1	2		1
CHICAGO	IL	Yardmasters		7	8	9		1
CLEVELAND	OH	Yardmasters			1	1		1
COLLINWOOD	OH	Yardmasters		1	1	1		3
COLUMBUS(BUCKEYE YD)	OH	Yardmasters			1	2		1
CONWAY	PA	Yardmasters			2	3		1
ELKHART	IN	Yardmasters			1	1		1
INDIANAPOLIS	IN	Yardmasters		1	2	2		1
INDIANAPOLIS(AVON YD)	IN	Yardmasters			1	1		1
NEWARK(OAK ISLAND YD)	NJ	Yardmasters			1	2		1
PORT READING	NJ	Yardmasters					2	1
SELKIRK	NY	Yardmasters			1	2		1
SHARONVILLE	OH	Yardmasters		1	1	1		1
WALBRIDGE	OH	Yardmasters		4	4	4		1
			0	14	25	31	2	
GRAND TOTAL			2288	3090	3822	6654	1699	

*No labor impact is foreseen on Blacksmiths, Bridge Inspectors, and Communication Workers.

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TROUTMAN SANDERS LLP

ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

1300 I STREET, N.W.
SUITE 500 EAST
WASHINGTON, D.C. 20005-3314
TELEPHONE: 202-274-2950
FACSIMILE: 202-274-2994

WILLIAM A. MULLINS

July 2, 1997



The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Room 711
Washington, D.C. 20423

RE: 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*

Dear Secretary Williams:

Enclosed for filing in the above captioned docket are the original and twenty-five copies of the Notice of Appearance of the Gateway Western Railway Company and the Gateway Eastern Railway Company (GWR-1). Also enclosed is 3.5-inch diskette containing the text of this pleading.

Please date stamp the enclosed extra copy of the pleading and return it to the messenger for our files.

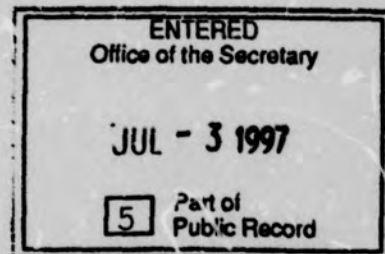
Sincerely yours,

William A. Mullins/nm

William A. Mullins
Attorney for the Gateway Western Railway
Company and the Gateway Eastern Railway
Company

Enclosures

cc: The Honorable Jacob Leventhal
Paul A. Cunningham, Esq.
Richard A. Allen, Esq.
Dennis G. Lyons, Esq.



180456
ORIGINAL

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 33388

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



**NOTICE OF APPEARANCE OF
THE GATEWAY WESTERN RAILWAY COMPANY
AND THE GATEWAY EASTERN RAILWAY COMPANY**

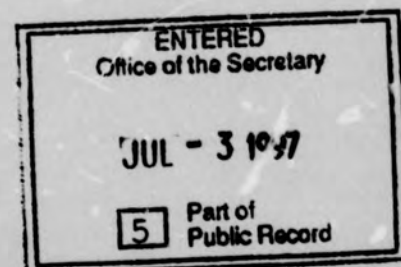
Richard P. Bruening
Robert K. Dreiling
114 West 11th Street
Kansas City, Missouri 64105
Tel: (816) 556-0392
Fax: (816) 556-0227

William A. Mullins
David B. Foshee
TRCUTMAN SANDERS LLP
1300 I Street, N.W.
Suite 500 East
Washington, D.C. 20005
Tel: (202) 274-2950
Fax: (202) 274-2994

Attorneys for the Gateway Western Railway
Company and the Gateway Eastern Railway
Company

Attorneys for the Gateway Western Railway
Company and the Gateway Eastern Railway
Company

July 2, 1997



BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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



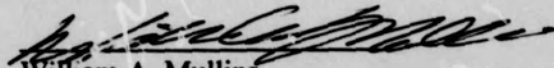
NOTICE OF APPEARANCE OF
THE GATEWAY WESTERN RAILWAY COMPANY
AND THE GATEWAY EASTERN RAILWAY COMPANY

Please enter the appearances in this proceeding of the attorneys listed herein on behalf of the Gateway Western Railway Company and the Gateway Eastern Railway Company ("GWR"). The Gateway Western Railway Company and the Gateway Eastern Railway Company intend to participate in this proceeding as a Party Of Record. Accordingly, please place the named attorneys, at the addresses provided, on the service list to receive all pleadings and decisions in this proceeding. By copy of this pleading, I am requesting applicants to serve us with copies of all pleadings filed to date and any future filings.

This 2nd day of July, 1997.

Richard P. Bruening
Robert K. Dreiling
114 West 11th Street
Kansas City, Missouri 64105
Tel: (816) 556-0392
Fax: (816) 556-0227

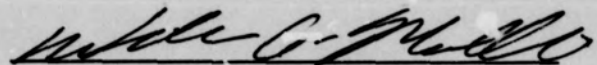
Attorneys for the Gateway Western Railway
Company and the Gateway Eastern Railway
Company


William A. Mullins
David B. Foshee
TROUTMAN SANDERS LLP
1300 I Street, N.W.
Suite 500 East
Washington, D.C. 20005
Tel: (202) 274-2950
Fax: (202) 274-2954

Attorneys for the Gateway Western Railway
Company and the Gateway Eastern Railway
Company

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing "Notice of Appearance of the Gateway Western Railway Company and the Gateway Eastern Railway" (GWWR-1) was served this 2nd day of July, 1997, by delivering or depositing a copy in the United States mail in a properly addressed envelope with adequate postage thereon addressed to Applicants' representatives and Judge Leventhal.



Attorney for the Gateway Western Railway
Company and the Gateway Eastern Railway
Company

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U. S. Department of Justice
Antitrust Division

325 7th Street, N.W., Suite 500
Washington, DC 20530

June 30, 1997



Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W., Seventh Floor
Washington, DC 20423-0001

Re: Conrail Control Case -- STB Finance Docket No. 33388

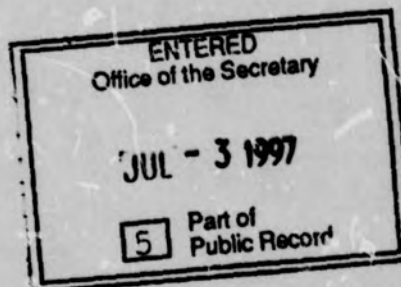
Dear Secretary Williams:

The purpose of this letter is to notify the Surface Transportation Board and the parties that the United States Department of Justice intends to participate in the above-captioned proceeding. Please add my name to the official service list as party of record for receipt of all submissions of the parties and all Board decisions.

Thank you for your assistance in this matter. If you have any questions, please feel free to call me at 202-307-6357.

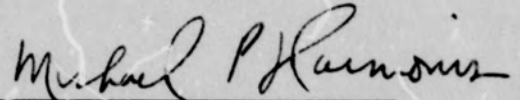
Sincerely yours,

Michael P. Harmonis
Attorney
Transportation, Energy and
Agriculture Section



CERTIFICATE OF SERVICE

I certify that I have this 30th day of June, 1997, served the foregoing NOTICE OF INTENT TO PARTICIPATE by first-class mail, postage prepaid, upon Administrative Law Judge Jacob Leventhal and to each of the applicants' representatives of record in STB Finance Docket No. 33388: (1) Dennis G. Lyons, Esq., (2) Richard A. Allen, Esq., and (3) Paul A. Cunningham, Esq.



Michael P. Harmonis

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7-2-97

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NITL-3

BEFORE THE
SURFACE TRANSPORTATION BOARD

ORIGINAL

Finance Docket No. 33388

*CSX Corp. et al — Control and Operating
Leases/Agreements — Conrail Inc. et al.*



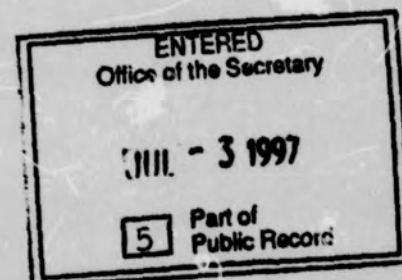
NOTICE BY
THE NATIONAL INDUSTRIAL TRANSPORTATION LEAGUE
OF INTENT TO PARTICIPATE

D

The National Industrial
Transportation League
1700 North Moore Street
Suite 1900
Arlington, VA 22209

By: Nicholas J. DiMichael
Frederic L. Wood
Donelan, Cleary, Wood & Maser, P.C.
1100 New York Avenue, NW, Suite 750
Washington, DC 20005-3934
Tel. (202) 371-9500

Dated: July 2, 1997
Due Date: August 7, 1997



BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

*CSX Corp. et al. — Control and Operating
Leases/Agreements — Conrail Inc. et al.*



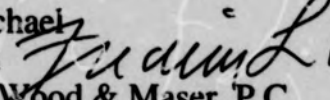
NOTICE BY
THE NATIONAL INDUSTRIAL TRANSPORTATION LEAGUE
OF INTENT TO PARTICIPATE

Pursuant to Decision No. 6 in this proceeding (served May 30, 1997), 62 Fed Reg. 29387, The National Industrial Transportation League (the League) hereby notifies the Applicants and the Board of its intention to participate in this proceeding as a party of record. This will also serve as a request to the Applicants that, pursuant to 49 C.F.R. §1180.4(c)(5)(v), they serve a copy of their primary application on the following, as representatives of The National Industrial Transportation League:

Nicholas J. DiMichael
Frederic L. Wood
Donelan, Cleary, Wood & Maser, P.C.
1100 New York Avenue, NW, Suite 750
Washington, DC 20005-3934

This letter is also to request the Board to place The National Industrial Transportation League and the above representatives on the list of all parties of record that will be prepared and issued under the provisions 49 C.F.R. §1180.4(a)(4), as further amplified in Decision 6 at 4-5. In accordance with 49 C.F.R. §1180.4(a)(2), the League selects the acronym "NITL-x" for identifying all documents and pleadings it submits in this proceeding.

Respectfully submitted,

Nicholas J. DiMichael
 Frederic L. Wood 
 Donelan, Cleary, Wood & Maser, P.C.
 1100 New York Avenue, NW, Suite 750
 Washington, DC 20005-3934
 Tel. (202) 371-9500

*Attorneys for The National Industrial
 Transportation League*

Dated: July 2, 1997
 Due Date: August 7, 1997

CERTIFICATE OF SERVICE

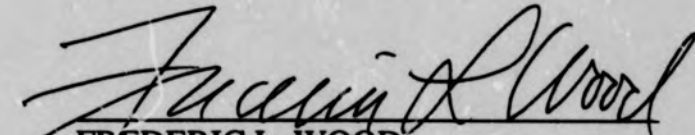
I hereby certify that I have this 2nd day of July, 1997, served a copy of the foregoing notice upon the following persons, by first-class mail, postage prepaid, in accordance with the Board's Rules of Practice:

Dennis G. Lyons
 Arnold & Porter
 555 12th Street, NW
 Washington, DC 20004-1202

Paul A. Cunningham
 Harkins Cunningham
 Suite 600
 1300 Nineteenth Street, NW
 Washington, DC 20036

Richard A. Allen
 Zuckert, Scoutt & Rasenberger, L.L.P.
 Suite 600
 888 Seventeenth Street, NW
 Washington, DC 20006-3939

Hon. Jacob Leventhal
 Administrative Law Judge
 Federal Energy Regulatory Commission
 888 First Street, NE
 Suite 11F
 Washington, DC 20426


 FREDERIC L. WOOD

STB

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TROUTMAN SANDERS LLP

ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

1300 I STREET, N.W.
SUITE 500 EAST
WASHINGTON, D.C. 20005-3314
TELEPHONE: 202-274-2950
FACSIMILE: 202-274-2994

WILLIAM A. MULLINS

July 2, 1997

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1924 K Street, NW
Room 711
Washington, D.C. 20423



RE: 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*

Dear Secretary Williams:

Enclosed for filing in the above captioned docket are the original and twenty-five copies of the Notice of Appearance of The Kansas City Southern Railway Company (KCS-1). Also enclosed is 3.5-inch diskette containing the text of this pleading.

Please date stamp the enclosed extra copy of the pleading and return it to the messenger for our files.

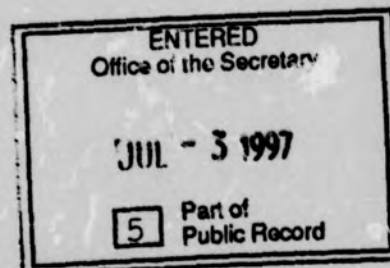
Sincerely yours,

William A. Mullins/mrs

William A. Mullins
Attorney for The Kansas City Southern
Railroad Company

Enclosures

cc: The Honorable Jacob Leventhal
Paul A. Cunningham, Esq.
Richard A. Allen, Esq.
Dennis G. Lyons, Esq.



180457
ORIGINAL

KCS-1



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 33388

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

**NOTICE OF APPEARANCE OF
THE KANSAS CITY SOUTHERN RAILWAY COMPANY**

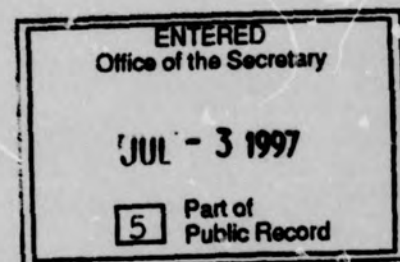
Richard P. Bruening
Robert K. Dreiling
114 West 11th Street
Kansas City, Missouri 64105
Tel: (816) 556-0392
Fax: (816) 556-0227

William A. Mullins
David B. Foshee
TROUTMAN SANDERS LLP
1300 I Street, N.W.
Suite 500 East
Washington, D.C. 20005
Tel: (202) 274-2950
Fax: (202) 274-2994

Attorneys for The Kansas City Southern
Railway Company

Attorneys for The Kansas City Southern
Railway Company

July 2, 1997



KCS-1

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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



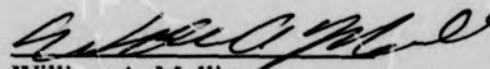
NOTICE OF APPEARANCE OF
THE KANSAS CITY SOUTHERN RAILWAY COMPANY

Please enter the appearances in this proceeding of the below-named attorneys on behalf of The Kansas City Southern Railway Company ("KCS"). The Kansas City Southern Railway Company intends to participate in this proceeding as a Party Of Record. Accordingly, please place the named attorneys, at the addresses provided, on the service list to receive all pleadings and decisions in this proceeding. By copy of this pleading, I am requesting applicants to serve us with copies of all pleadings filed to date and any future filings.

This 2nd day of July, 1997.

Richard P. Bruening
Robert K. Dreiling
114 West 11th Street
Kansas City, Missouri 64105
Tel: (816) 556-0392
Fax: (816) 556-0227

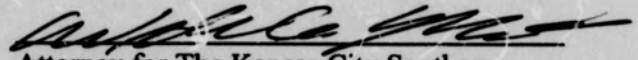
Attorneys for The Kansas City Southern
Railway Company


William A. Mullins
David B. Foshee
TROUTMAN SANDERS LLP
1300 I Street, N.W.
Suite 500 East
Washington, D.C. 20005
Tel: (202) 274-2950
Fax: (202) 274-2994

Attorneys for The Kansas City Southern
Railway Company

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing "Notice of Appearance of The Kansas City Southern Railway Company" (KCS-1) was served this 2nd day of July, 1997, by delivering or depositing a copy in the United States mail in a properly addressed envelope with adequate postage thereon addressed to Applicants' representatives and Judge Leventhal.


Attorney for The Kansas City Southern
Railway Company

STB

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III

June 30, 1997



BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Unit
ATTN: STB Finance Docket 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

Re: 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

Dear Secretary Williams:

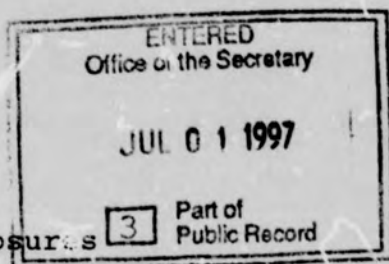
Enclosed for filing in the above-referenced proceeding are an original and 25 copies of the Notice of Intent to Participate of Consumers Energy Company (CE-02).

An additional copy of this pleading is also enclosed. Kindly indicate receipt and filing by time-stamping this extra copy and returning it with our messenger.

Thank you for your attention to this matter.

Sincerely,

Kelvin J. Dowd
An Attorney for Consumers
Energy Company



Enclosures

ENTERED
Office of the Secretary

JUL 01 1997

3 Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD



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

Finance Docket No. 33388

NOTICE OF INTENT TO PARTICIPATE
OF
CONSUMERS ENERGY COMPANY

Consumers Energy Company, by its undersigned counsel,
hereby gives notice of its intent to participate in this proceed-
ing as a full party of record (POR), as its interests may appear.
Consumers Energy Company selects the acronym "CE" for identifica-
tion of all documents and pleadings that it submits in this
proceeding.

Respectfully submitted,

CONSUMERS ENERGY COMPANY

By: A. T. Udrys
Assistant General Counsel
Consumers Energy Company
212 West Michigan Avenue
Jackson, Michigan 49201

OF COUNSEL:

Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

William L. Slover
Kelvin J. Dowd
1224 Seventeenth Street, N.W.
Washington, D.C. 20036
(202) 347-7170

Dated: June 30, 1997

Attorneys and Practitioners


CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing Notice of Intent to Participate were served this 30th day of June, 1997, by first class mail, postage pre-paid, upon:

Dennis G. Lyons, Esq.
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202

Richard A. Allen, Esq.
Zuckert, Scoutt & Rasenberger, L.L.P.
888 17th Street, N.W.
Washington, D.C. 20006-3939

Paul A. Cunningham, Esq.
Harkins Cunningham
Suite 600
1300 19th Street, N.W.
Washington, D.C. 20036



Kelvin J. Dowd

STB

FD

33388

6-30-97

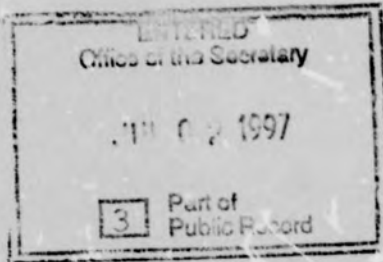
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GRA, Incorporated

Economic Counsel to the Transportation Industry



Confidential and Privileged
Attorney-Client/Work Product
Communications

June 26, 1997

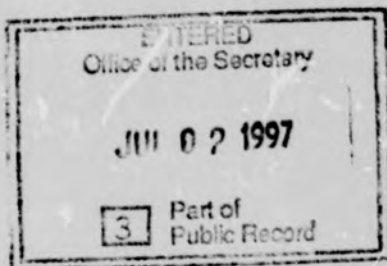


Office of the Secretary
Case Control Branch
Attn: STB Finance Docket No. 33388
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Re: STB Finance Docket No. 33388 — CSX Corp. and CSX Transportation, Inc.,
Norfolk Southern Corp. and Norfolk Southern Railway Co. - Control and
Operating Leases/Agreements - Conrail Inc. and Consolidated Rail Corp.

Dear Secretary Williams:

Enclosed please find the original and 25 copies of GRA-1, GRA's Notice of Intent
to Participate in the above entitled proceeding.



Sincerely,

John J. Grocki
Executive Vice President

CERTIFICATE OF SERVICE

I hereby certify that I have this 27th day of June 1997 served copies of the foregoing

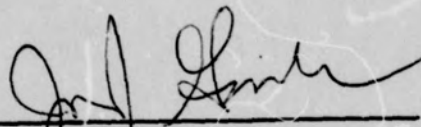
Notice of Intent to Participate by first class mail upon the following:

Administrative Law Judge Jacob Leventhal
Federal Energy Regulatory Commission
888 First Street, N.E.
Suite 11F
Washington, DC 20426

Dennis G. Lyons, Esq.
Arnold & Porter
555 12th Street, N.W.
Washington, DC 20004-1202

Richard A. Allen, Esq.
Zuckert, Scoutt & Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Suite 600
Washington, DC 20006-3939

Paul A. Cunningham, Esq.
Harkins Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, DC 20036



John V. Grocki

GRA-1

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388



CSX CORPORATION AND CXS TRANSPORTATION, INC., NORFOLK SOUTHERN
CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY

— CONTROL AND OPERATING LEASES/AGREEMENTS—

CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

GRA'S NOTICE OF INTENT TO PARTICIPATE

GRA, Incorporated ("GKA") hereby gives notice of its intent to participate as a Party of Record (POR) in this proceeding. It adopts the acronym "GRA" for its filings. An original and 25 copies of this Notice are being sent to the Office of the Secretary, together with a 3.5 inch diskette containing this notice, formatted so that it can be converted into WordPerfect 7.0.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "John I. Grocki".

John I. Grocki, Executive Vice President
GRA, Incorporated
One Jenkintown Station
115 West Avenue
Jenkintown, PA 19046

STB

FD

33388

6-23-97

D

180302

Before The
SURFACE TRANSPORTATION BOARD
Washington, D.C.



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 --
Transfer of Line By Norfolk Southern Railway Company
To CSX Transportation inc.

D

NOTICE OF INTENT TO PARTICIPATE

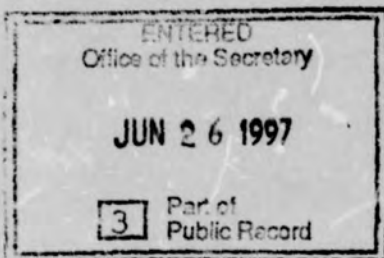
Please enter the appearance of the undersigned counsel on behalf of the City of Indianapolis, Indiana, which intends to participate and become a party of record in this proceeding. Pursuant to 49 C.F.R. § 1104.12, service of all documents filed in this proceeding should be made upon the undersigned.

Date: June 19, 1997

Respectfully submitted,

Randolph L. Seger, Esq.
Robert E. Scott, Esq.
McHALE COOK & WEICH, P.C.
320 N. Meridian Street, Suite 1100
Indianapolis, IN 46204
(317) 634-7588

Counsel for the City of Indianapolis, Indiana



CERTIFICATE OF SERVICE

I hereby certify that on June 19, 1997, a copy of the foregoing City of Indianapolis, Indiana Notice of Intent To Participate was served by first-class, U.S. mail, postage prepaid upon the following:

Honorable Jacob Leventhal
Administrative Law Judge
Federal Energy Regulatory Commission
Office of Hearings, Suite 11F
88½ First Street, N.E.
Washington, DC 20426

Office of the Secretary
Attn: STB Finance Dkt. 33388
Surface Transportation Board
Mercury Building
1925 K Street, N.W.
Washington, DC 20423-0001

Dennis G. Lyons, Esq.
Richard L. Rosen
Paul T. Denis
Arnold & Porter
555 12th St., N.W.
Washington, DC 20004-1202

Paul A. Cunningham, Esq.
Harkins Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, DC 20036

Richard A. Allen, Esq.
James A. Calderwood
Andrew R. Flump
John V. Edwards
Zuckert, Scoutt & Rasenberger, L.L.P.
888 Seventeenth St., N.W.
Washington, DC 20006-3939

James C. Bishop, Jr.
William C. Wooldridge
James L. Howe, III
Robert J. Cooley
George A. Aspatore
Norfolk Southern Corp.
Three Commercial Place
Norfolk, VA 23510-9241

Mark G. Aron
Peter . Shudtz
CSX Corporation
One James Center
902 E. Cary St.
Richmond, VA 23129

John M. Nannes
Scot B. Hutchins
Skadden, Arps, Slate, Meagher &
Flom, LLP
1440 New York Ave., N.W.
Washington, DC 20005-2111

P. Michael Giftos
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Speed Code J-120
Jacksonville, FL 32202

Samuel M. Sipe, Jr.
Timothy M. Walsh
Steptoe & Johnson, LLP
1300 Connecticut Avenue
Washington, DC 20036-1795

Mr. Vernon Williams, Secretary
Surface Transportation Board
Mercury Building, 7th floor
1925 K Street, N.W.
Washington, DC 20423-0001

William G. Mahoney, Esq.
Richard S. Edelman, Esq.
Melissa Kirgis, Esq.
Higshaw, Mahoney & Clarke, P.A.
1050 Seventeenth St., N.W., Ste. 210
Washington, DC 20036

William C. Sippel, Esq.
Oppenheimer, Wolff & Donnelly
Two Prudential Plaza
180 N. Stetson Ave, 45th floor
Chicago, IL 60601-6710

Mr. James L. Parks
Manager, Fuel Supply
Delmarva Power & Light Company
P.O. Box 6066
Newark, DE 19714-6066

Ronald A. Lane, Esq.
Myles L. Tobin, Esq.
Illinois Central Railroad Company
455 N. Cityfront Plaza Dr.
Chicago, IL 60611-5504

Timothy T. O'Toole
Constance L. Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market St.
Philadelphia, PA 19103

David M. Konschnik, Director
Surface Transportation Board
Mercury Building
1925 K Street, N.W.
Washington, DC 20423

Donald F. Griffin, Esq.
Assistant General Counsel
Brotherhood of Maintenance of Ways
Employees
400 N. Capital St., N.W., Suite 852
Washington, DC 20001-1511

William A. Bon, Esq.
Brotherhood of Maintenance of Ways
Employees
26555 Evergreen Rd., Suite 200
Southfield, MI 48076

L. John Osborn, Esq.
Sonnenschein, Nath & Rosenthal
1301 K Street, N.W., Suite 600
East Tower
Washington, DC 20005

Martin W. Bercovici, Esq.
Keller and Heckman, LLP
1001 G Street, N.W.
Suite 500 West
Washington, DC 20001

Janice G. Barber, Esq.
Michael E. Raper, Esq.
Burlington Northern Santa Fe Corp.
3800 Continental Plaza
777 Main Street
Ft. Worth, TX 76102-5384

Clinton J. Miller, Esq.
Daniel R. Elliott, III, Asst. Gen. Counsel
United Transportation Union
14600 Detroit Ave.
Cleveland, OH 44107-4250

Mr. Dean R. Kleckner
President
American Farm Bureau Federation
600 Maryland Ave., S.W.
Suite 800
Washington, DC 20024

Mr. Paul D. DeMariano
President and CEO
The Port of Philadelphia & Camden, Inc.
3460 N. Delaware, Suite 200
Philadelphia, PA 19134

Mr. Ronald L. Young
American Electric Power Service Corp.
One Memorial Dr.
P.O. Box 700
Lancaster, OH 43130-0700

Mr. G. W. Herkner, Jr., Director
Rail Contract Administration
NJ Transit Rail Operations
One Penn Plaza East
Newark, NJ 07105-2246

Mr. Jeffrey R. Moreland
Mr. Richard E. Weicher
Burlington Northern Santa Fe Corp.
1700 E. Gold Rd.
Schaumburg, IL 60173

Mr. Robert F. Hagan
State Representative
64th House District
Ohio House of Representative
562 Madeira Ave.
Youngstown, OH 44504

C. Michael Loftus, Esq.
Robert D. Rosenberg, Esq.
Christopher A. Mills, Esq.
Donald G. Avery, Esq.
Kelvin J. Dowd, Esq.
Frank J. Pergolizzi, Esq.
Slover & Loftus
1224 Seventeenth St., N.W.
Washington, DC 20036

Ms. Alison Shipman
National Corn Growers Association
122 C Street, N.W.
Washington, DC 20001
Erika Z. Jones, Esq.
Adrian L. Steel, Jr., Esq.
Roy T. Englert, Jr., Esq.
Kathryn A. Kusske, Esq.
Mayer, Brown & Platt
2000 Pennsylvania Avenue, N.W.
Washington, DC 20006

Mitchell M. Kraus, Esq.
Larry R. Pruden, Asst. General Counsel
Transportation Communication
International Union
3 Research Place
Rockville, MD 20850

Stephen M. Carpmann, Esq.
The Detroit Edison Company
2000 Second Street
Detroit, MI 48226

David L. Winstead, Secretary
Maryland Department of Transportation
P.O. Box 8755
BWI Airport, MD 21240

Nancy McFadden, Esq.
Paul Smith, Esq.
Office of General Counsel
U.S. Department of Transportation
Office of Secretary of Transportation
400 Seventh Street, S.W.
Washington, DC 20590

Mr. John Livingood
201 Glencolter Court
Sernva Park, MD 21146

Neal M. Mayer, Esq.
Paul D. Coleman, Esq.
Hoppel, Mayer & Coleman
1000 Connecticut Avenue N.W.
Suite 400
Washington, DC 20036

Mr. Patrick C. Hendricks
Iowa State Legislative Director
United Transportation Union
317 E. 5th Street, Suite 11
Des Moines, IA 50309

Nicole Clark, Esq.
Wachtell, Lipton, Rosen & Katz
51 W. 52nd Street
New York, NY 10019-6150

Ms. Gabriel Calvo
The Ackerson Group
1275 Pennsylvania Ave., N.W.
Washington, DC 20004

Jean Pierre Ouellet, Esq.
Chief Legal Officer and Corp. Secretary
Canadian National Railway Company
935 de La Gauchetiere Street West
16th floor
Montreal, Quebec
CANADA H3B 2M9

John M. Cutler, Jr., Esq.
McCarthy, Sweeney & Harkaway, PC
1750 Pennsylvania Ave., N.W.
Suite 1105
Washington, DC 20006

George Mayo, Jr., Esq.
Hogan & Hartson, LLP
Columbia Square
555 13th Street, N.W.
Washington, DC 20004-1109

Ms. Missy Cassidy
Maryland Department of Transportation
P.O. Box 8755
BWI Airport, DC 21240-0755

Mr. Gerald W. Fauth, III
G. W. Fauth & Associates, Inc.
P.O. Box 2401
Alexandria, VA 22301

Christopher C. O'Hara, Esq.
Brickfield, Burchette & Ritts, P.C.
1025 Thomas Jefferson St., N.W.
8th floor
Washington, DC 20007

Mr. Charles M. Chadwick
Chairman and CEO
Maryland Midland Railway, Inc.
P.O. Box 1000
Union Bridge, MD 21791-0568

Joseph Guerrieri, Jr., Esq.
Guerrieri, Edmond & Clayman, P.C.
1331 F Street, N.W., Suite 400
Washington, DC 20004

Arvid Roach, II, Esq.
Covington & Burling
1201 Pennsylvania Ave., N.W.
P.O. Box 7566
Washington, DC 20044

Thomas Leary, Esq.
Hogan & Hartson, LLP
Columbia Square
555 13th Street, N.W.
Washington, DC 20004-1109

Nicholas DiMichael, Esq.
Frederic L. Wood, Esq.
Donelan, Cleary, Wood & Master, P.C.
1100 New York Ave., N.W., Suite 750
Washington, DC 20005-3934

Mr. John Gallagher
Fieldston Publications, Inc.
1800 Massachusetts Ave., N.W., Suite 500
Washington, DC 20036

Mr. Thomas Schmitz
The Fieldston Company, Inc.
1800 Massachusetts Ave., N.W., Suite 500
Washington, DC 20036-1613

Marcella Szel, Esq.
Vice President, Legal Service
Canadian Pacific Railway Company
Gulf Canada Square, Suite 500
Calgary, Alberta
CANADA T2P 4Z4

Ms. Maureen Healy, Director
Federal Environmental & Transportation
Issues
The Society of the Plastics Industry, Inc.
1275 K Street, N.W., Suite 400
Washington, DC 20005

John J. Sullivan, Esq.
Potomac Electric Power Company
1900 Pennsylvania Ave., N.W.
Washington, DC 20068

Thomas Schick, Esq.
Chemical Manufacturers Association
1300 Wilson Blvd.
Arlington, VA 22209

Richard G. Slattery, Esq.
National Railroad Passenger Corp.
60 Massachusetts Avenue, N.E.
Washington, DC 20002

Debra Willen, Esq.
Guerrieri, Edmond & Claymon, P.C.
1331 F Street, N.W., Suite 400
Washington, DC 20004

Mr. Edward Wytkind
Larry Willis, Esq.
Transportation Trades Dept.
AFL-CIO
400 N. Capitol Street, N.W.
Suite 861
Washington, DC 20002

Mr. Jon Scholl
Director of Public Policy
Illinois Agricultural Association
1701 N. Towanda Ave.
P.O. Box 2901
Bloomington, IL 61702-2901

Eric Von Salzen, Esq.
Hogan & Hartson, LLP
Columbia Square
555 13th Street, N.W.
Washington, DC 20004-1109

Mr. William Wright
Public Utilities Commission of Ohio
Borden Building
7th floor
Columbus, OH 43216

John K. Maser, III, Esq.
Jeffrey O. Moreno, Esq.
Karyn A. Booth, Esq.
Dorland, Cleary, Wood & Maser, PC
1100 New York Ave., N.W., Ste. 750
Washington, DC 20005-3934

Roger W. Fones, Chief
Transportation, Energy & Agriculture
Section
Antitrust Division
325 7th St., N.W., Suite 500
Washington, DC 20530

Robert Szabo, Esq.
Van Ness Feldman, P.C.
1050 Thomas Jefferson St., N.W.
Seventh floor
Washington, DC 20007

Premarmer Notification Office
Bureau of Competition
Federal Trade Commission
Sixth & Penn. Ave., N.W., Rm. 303
Washington, DC 20530

Stephen A. MacIssac, Esq.
Deputy County Attorney
Prince William County
One County Complex Ct.
Prince William, VA 22192

Mr. Michael Matti
Director, Risk Management
Institute of Scrap Recycling Industries, Inc.
1325 G Street, N.W.
Washington, DC 20005

Charles A. Spitulnik, Esq.
Alicia M. Serfaty, Esq.
Hopkins & Sutter
888 16th Street, N.W.
Washington, DC 20006

William A. Mullins, Esq.
Troutman Sanders, L.L.P.
1300 I Street, N.W., Suite 500 East
Washington, DC 20005

Richard J. Schiefelbein
Woodharbor Associates
7801 Woodharbor Dr.
Ft. Worth, TX 76179

Eric M. Hocky, Esq.
Gollatz, Griffin & Ewing, P.C.
213 W. Miner Street
P.O. Box 796
West Chester, PA 19381-0796

Mr. George R. Arnold, Member
Madison County Conservation
Alliance, Inc.
1306 St. Louis St.
Edwardsville, IL 62025

Ms. Doreen C. Johnson
Ohio Attorney General's Office
State Office Tower
30 E. Broad St., 16th floor
Columbus, OH 43215-3428

Nathan R. Fenno, Esq.
Vice President & General Counsel
Delaware Otesego Corporation
One Railroad Ave.
Cooperstown, NY 13326

Kevin M. Sheys, Esq.
Edward J. Fishman, Esq.
Oppenheimer, Wolff & Donnelly
1020 Nineteenth St., N.W., Suite 400
Washington, DC 20036

Mr. Robert K. Dreiling
The Kansas City Southern Railway Co.
114 W. 11th Street
Kansas City, MO 64105

William P. Quinn, Esq.
Gollatz, Griffin & Ewing, P.C.
213 W. Miner Street
P.O. Box 796
West Chester, PA 19381-0796

David Barnard, Esq.
Indianapolis Power & Light Co.
25 Monument Circle
P.O. Box 1595
Indianapolis, IN 46206-1595

Mr. Donald J. Casey
Director, Regulatory Programs
The Fertilizer Institute
501 Second Street, N.E.
Washington, DC 20002

Mr. Robert Herrmann
Manager of Fuels
Atlantic City Electric Co.
6801 Black Horse Pike
Egg Harbor, NJ 08234

Mr. Robert E. Murray
President
The Ohio Valley Coal Co.
29525 Chagrin Blvd., Suite 111
Pepper Pike, OH 44122

Mr. Donald Knight
Vice President, Fuel Supply
Indianapolis Power & Light Co.
25 Monument Circle
P.O. Box 1595
Indianapolis, IN 46206-1595

Mr. Charles Linderman
Director, Fossil Fuels and Renewable
Programs
Edison Electric Institute
701 Pennsylvania Ave., N.W.
Washington, DC 20004-2696

Charles L. Young, Esq.
Office of the General Counsel
Tennessee Valley Authority
400 W. Summit Hill Dr.
Knoxville, TN 37902

Daniel Mecklenborg, Esq.
Vice President and General Counsel
Ingram Barger Co.
4400 Harding Rd.
Nashville, TN 37205-2290

The Honorable Linda Morgan
Surface Transportation Board
Mercury Building
1925 K Street, N.W.
Washington, DC 20423

The Honorable Gus Owen
Surface Transportation Board
Mercury Building
1925 K Street, N.W.
Washington, DC 20423

Edward D. Greenberg, Esq.
Gallard, Kharasch & Garfinkle, P.C.
1054 31st St., N.W.
Washington, DC 20007

Grayson G. Kelley, Esq.
NC Department of Justice
1 S. Wilmington St.
Raleigh, NC 27602

Mr. David D. King
Beaufort and Morehead Railroad Co.
P.O. Box 25201
Raleigh, NC 27611-5201

Heidi Edens, Esq.
Providence and Worcester Railroad Co.
75 Hammond St.
Worcester, MA 01610

Mr. Patrick B. Simmons
Director of the Rail Division
NC Department of Transportation
1 S. Wilmington St., Room 557
Raleigh, NC 27611

K. D. Sturgis, Esq.
Assistant Attorney General
NC Department of Justice
P.O. Box 629
Raleigh, NC 27602

Kenneth E. Siegel, Esq.
ATA Litigation Center
2200 Mill Road
Alexandria, VA 22314-4677

Theresa M. Brennan, Esq.
Pennsylvania Power & Light Co.
Two North Ninth Street
Allentown, PA 18101-1179

A. Scott Cauger, Esq.
Niagara Mohawk Power Corp.
300 Erie Blvd. West
Syracuse, NY 13202

Mr. William P. Hernan, Jr.
United Railway Supervisor Assoc.
P.O. Box 180
Hilliard, OH 43206-0180

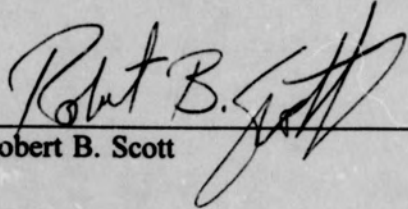
Mr. Mortimer B. Fuller, III
Chairman
Buffalo & Pittsburgh Railroad, Inc.
71 Lewis Street
Greenwich, CT 06830

Mr. Andrew W. Muller, Jr.
President
Reading Blud Mountain & Northern
Railroad Company
P.O. Box 218
Port Clinton, PA 19549

Mr. Charles W. Chabot, President
Buffalo & Pittsburgh Railroad, Inc.
201 N. Penn St.
Punxsutawney, PA 15767

Edward C. McCarthy, Esq.
Inland Steel Industries, Inc.
30 W. Monroe St.
Chicago, IL 60603

Mr. William W. Whitehurst, Jr.
W. W. Whitehurst & Assocs., Inc.
12421 Happy Hollow Rd.
Cockeysville, MD 21030



Robert B. Scott

999999 RBS J:\DOCS\RBS\PUBLIC\INGJ_1 75763

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6-20-97

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BEFORE THE
SURFACE TRANSPORTATION BOARD

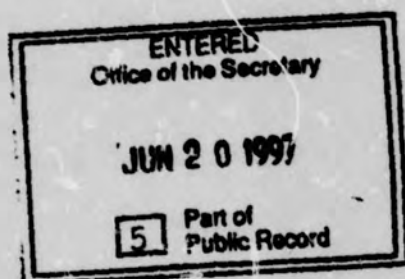
Finance Docket No. 33388



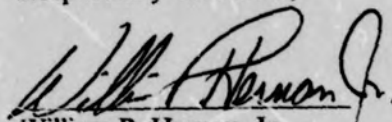
CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
-- CONTROL AND OPERATING LEASES/AGREEMENTS --
CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION --
TRANSFER OF RAILROAD LINE BY NORFOLK SOUTHERN
RAILWAY COMPANY TO CSX TRANSPORTATION, INC.

UNITED RAILWAY SUPERVISOR'S ASSOCIATION

United Railway Supervisor's Association (URSA) hereby enters its appearance in the
above proceedings. URSA is the duly designated representative of certain crafts and
classes of employees of the Consolidated Rail Corporation.



Respectfully submitted,


William P. Hernan, Jr.
General Chairman
United Railway Supervisors
Association
P.O. Box 180
Hilliard, OH 43026-0180
(614) 529-0825

Dated: June 2, 1997

Certificate of Service

I hereby certify that on June 2, 1997 a copy of the foregoing U.R.S.A. Notice Of
Latent To Participate was served by first-class, U.S. mail, Postage prepaid upon

First Name	Last Name	Address	City	State	Zip
Richard	Allen	888 17th St NW Ste 600	Washington	DC	20006-3939
Janice	Barber	777 Main St.	Fort Worth	TX	76102-5384
Martin	Bercovici	1001 G St NW Ste 500 West	Washington	DC	20001
William	Bon	26555 Evergreen Rd Ste 200	Southfield	MI	48076
Treresa	Brennan	Two North Ninth St.	Allentown	PA	18101
Charles	Chadwick	PO Box 1000	Union Bridge	MD	21791
Nicole	Clark	51 West 52nd St	New York	NY	10019-6150
Paul	Coleman	1000 Connecticut Ave NW Ste 400	Washington	DC	20036-5302
Sean	Cunringham	1224 Seventeenth St NW	Washington	DC	20036
Paul	Cunningham	1300 19th St NW Ste 600	Washington	DC	20035
Paul	Donovan	3506 Idaho	Washington	DC	20016
Kelvin	Dowd	1224 Seventeenth St NW	Washington	DC	20036
Richard	Edelman	1050 Seventeenth St NW Ste 210	Washington	DC	20036
Daniel	Elliot III	14600 Detroit Ave	Cleveland	OH	44107
Garland	Garnett, Jr.	PO Box 25201	Raleigh	NC	27611-5201
Edward	Greenberg	1954 ThirtyFirst St NW	Washington	DC	20007-4492
Donald	Griffin	400 N Capitol St. NW Ste 852	Washington	DC	20001
Joseph	Guerrieri	1317 St. NW 4th Floor	Washington	DC	20004
R	Herrmann	6801 Black Horse Pike	Egg Harbor	NJ	08234
Eric	Hocky	213 West Miner.	West Chester	PA	19381-0796
Doreen	Johnson	3015 Broad St. 16th Floor	Columbus	OH	43215
Erica	Jones	2000 Pennsylvania Ave NW Ste 6500	Washington	DC	20006
Fritz	Kahn	1100 New York Ave NW Ste 750 West	Washington	DC	20005-3934
David	King	PO Box 25201	Raleigh	NC	27611-5201
C	Loftus	1224 Seventeenth St NW	Washington	DC	20036
Dennis	Lyons	555 12th St. NW	Washington	DC	20004-1202
Stephen	Macisaac	One County Complex Court	Prince William	VA	22192
William	Mahoney	1050 Seventeenth St NW Ste 210	Washington	DC	20036
Ron	Marquardt	RD #2	Rayland	OH	43943
Robert	Martinez	PO Box 1475	Richmond	VA	23218
John	Maser III	1100 New York Ave NW Ste 750 West	Washington	DC	20005-3934
Michael	Mattia	1325 G St NW Ste 1000	Washington	DC	20005
George	Mayo Jr.	555 13th St NW	Washington	DC	20004-1161
Michael	McBride	1875 Connecticut Ave NW Ste 1200	Washington	DC	20009
Clinton	Miller III	14600 Detroit Ave	Cleveland	OH	44107-4250
Jeffrey	Moreland	1700 East Golf Rd	Schaumburg	IL	60173

First Name	Last Name	Address	City	State	Zip
Karl	Morell	145 F St NW Ste 225	Washington	DC	20005
Jeffrey	Moreno	1100 New York Ave NW Ste 750 West	Washington	DC	20005-3934
Andrew	Muller	PO Box 218	Port Clinton	PA	19549
Christopher	O'Hara	1025 Thomas Jefferson St NW 8th Floor	Washington	DC	20007
Thomas	O'Leary	50 W Broad St.	Columbus	OH	43215
L	Osborn	1301 K St. NW Ste 600	Washington	DC	20005
Larry	Pruden	3 Research Place	Rockville	MD	20850
Scott	Saylor	3200 Atlantic Ave Ste 110	Raliegh	NC	27604
Thomas	Schick	1300 Wilson Blvd.	Arlington	VA	22209
Richard	Schiefelbein	7801 Woodlark Dr	Fort Worth	TX	76179
Kevin	Sheys	1020 Nineteenth St NW Ste 400	Washington	DC	20036-6105
Kenneth	Siegel	2200 Mill Rd	Alexandria	VA	22314-4677
Patrick	Simmons	1 S Wilmington St Rm 557	Raliegh	NC	27611
Paul	Smith	400 7th St SW, Rm 4102 C-30	Washington	DC	20590
Charles	Spitulnik	888 16th St NW	Washington	DC	20006
Scott	Stone	2550 M St NW 7th Floor	Washington	DC	20037-1346
K	Sturgis	PO Box 629	Raliegh	NC	27602
Daniel	Sweeney	1750 Pennsylvania Ave NW Ste 1105	Washington	DC	20006
Robert	Szabo	1050 Thomas Jefferson St NW	Washington	DC	20007
J	Thomas	1313 Market St.	Wilmington	DE	19894
W	Tidholm	1200 Smith St #3300	Houston	TX	77002
James	Weiss	1735 New York Ave NW Ste 500	Washington	DC	20006
Hugh	Welsh	One World Trade Center	New York	NY	10048-0202
Charles	White, Jr	1054 Thirty First St. NW	Washington	DC	20007-4492
Debra	Willen	1331 F St NW 4th Floor	Washington	DC	20004
Debra	Willen	1331 F St NW 4th Floor	Washington	DC	20001
David	Winstead	PO Box 8755 BWI	Baltimore	MD	21240-0755
Frederic	Wood	1100 New York Ave NW Ste 750 West	Washington	DC	20005-3934
Edward	Wytkind	400 N Capitol St SW Ste 861	Washington	DC	20001
R	Young	PO Box 700	Lancaster	OH	43130
P	Giftos	500 Water St., Speed Code J-120	Jacksonville	FL	32202
Paul	Hitchcock	500 Water St., Speed Code J-120	Jacksonville	FL	32202
James	Bishop, Jr.	Three Commercial Place	Norfolk	VA	23510-9241
William	Woodridge	Three Commercial Place	Norfolk	VA	23510-9241
James	Howe, III	Three Commercial Place	Norfolk	VA	23510-9241
Robert	Cooney	Three Commercial Place	Norfolk	VA	23510-9241
George	Aspatore	Three Commercial Place	Norfolk	VA	23510-9241

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General Chairperson
C. D. Winebrenner

Vice Chairperson
G. Miller



Secretary
V. D. Becker

Room 230
27801 Euclid Ave.
Euclid, Ohio 44132
(216) 731-2031



united transportation union

ConRail North

GENERAL COMMITTEE OF ADJUSTMENT



June 10, 1997



The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Re: Entry of Appearance, Finance Docket No. 33388
CSX Corp., et al., Norfolk Southern Corp., et al., --
Control and Operating Leases/Agreements -- Conrail
Inc., et al., -- Transfer of Railroad Line By Norfolk
Southern Railway Co. To CSX Transportation, Inc.

Dear Secretary Williams:

Please enter my appearance on behalf of the United Transportation Union General Committee of Adjustment GO-651 in the above-referenced proceeding and include me on the service list.

Thank you for your attention to this matter.

Sincerely,

C. D. Winebrenner
General Chairperson

cc: C. L. Little, International President
D. R. Elliott, III, Assistant General Counsel



CERTIFICATE OF SERVICE

I hereby certify that true and correct copies of the foregoing Entry of Appearance were served by first-class, postage pre-paid mail, this 10 day of June, 1997 upon the following:

James C. Bishop, Jr.
William C. Woolridge
J. Gary Lane
James L. Howe, III
Robert J. Cooney
George A. Aspatore
Norfolk Southern Corp.
Three Commercial Place
Norfolk, VA 23510-9241

Bruce B. Wilson
Constance L. Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Larry Pruden, Esquire
Transportation Communications
International Union
3 Research Place
Rockville, MD 20850

Larry Willis, Esquire
Transportation Trades Dept
AFL-CIO
400 N. Capitol Street, N.W.
Washington, DC 20001

Richard Edelman
Highsaw, Mahoney & Clarke
1050 17th Street, N.W., Suite 210
Washington, DC 20036

The Honorable Jacob Leventhal
Federal Energy Regulatory
Commission
888 First Street, N.E., Suite 11F
Washington, DC 20426

Richard A. Allen
James A. Calderwood
Andrew R. Plump
John V. Edwards
Zuckert, Scoutt &
Rasenberg, L.L.P.
888 Seventeenth Street, N.W.
Washington, DC 20006-3939

Paul A. Cunningham
Harkins Cunningham
Suite 1600
1300 19th Street, N.W.
Washington, DC 20036

Mark G. Aron
Peter J. Shultz
CSX Corporation
One James Center
901 East Cary Street
Richmond, VA 23219

P. Michael Giftos
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

Dennis G. Lyons
Richard L. Rosen
Paul T. Denis
Arnold & Porter
555 12th Street, N.W.
Washington, DC 20004-1202

John M. Nannes
Scot B. Hutchins
Skadden, Arps, Slate,
Meagher & Flom, L.L.P.
1440 New York Avenue, N.W.
Washington, DC 20005

Timothy T. O'Toole
Constance L. Abrahms
Consolidated Rail Corp.
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Samuel M. Sipe, Jr
Timothy M. Walsh
Steptoe & Johnson, L.L.P.
1330 Connecticut Avenue, N.W.
Washington, DC 20036-1795

C. L. Weinbaum
General Chairperson

STB

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6-19-97

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LEBOEUF, LAMB, GREENE & MACRAE
L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

NEW YORK
WASHINGTON
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BOSTON
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HARRISBURG
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JACKSONVILLE

1875 CONNECTICUT AVENUE, N.W.
WASHINGTON, DC 20009-5728

(202) 986-8000

TELEX: 440274 FAX: MILE: (202) 986-8102

WRITER'S C DIAL:

(202) 986-3050

E-Mail Address: mfmcbid@lgrn.com

LOS ANGELES
NEWARK
PITTSBURGH
PORTLAND, OR
SALT LAKE CITY
SAN FRANCISCO
BRUSSELS
MOSCOW
ALMATY
LONDON
(A LONDON-BASED
MULTINATIONAL PARTNERSHIP)

June 19, 1997

VIA HAND DELIVERY

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W., Seventh Floor
Washington, DC 20423-0001

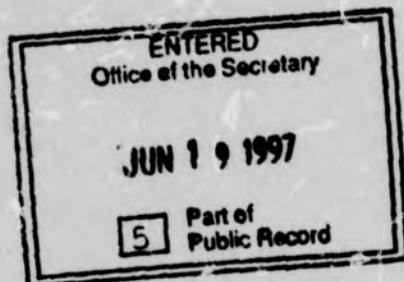


Re: CSX Corp./Norfolk Southern Corp. -- Control and Operating
Leases/Agreements -- Conrail: Finance Docket No. 33388

Dear Secretary Williams:

Enclosed are the original and 25 copies of a "Notice of Intent to Participate" on behalf of New York State Electric & Gas Corporation and Somerset Railroad Corporation for filing in the above-referenced proceeding. Also enclosed is a 3.5" diskette containing the document in Wordperfect format.

Please date stamp and return the enclosed four additional copies via our messenger.



Enclosure

Very truly yours,

Michael F. McBride

Michael F. McBride
Linda K. Freggin
Daniel Aronowitz
Brenda Durham

Attorneys for New York State Electric & Gas
Corporation and Somerset Railroad Corporation

cc (w/encl.): Paul A. Cunningham, Esq.
Dennis G. Lyons, Esq.
Richard A. Allen, Esq.

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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



NOTICE OF INTENT TO PARTICIPATE

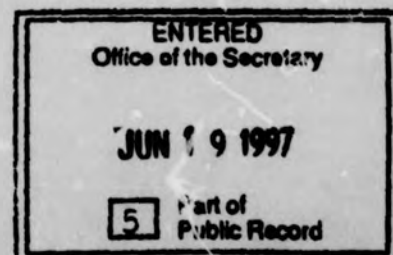
New York State Electric & Gas Corporation and Somerset Railroad Corporation

hereby notify the Board of their intent to participate in the above-referenced proceeding.

Service may be made on the undersigned counsel. We also request that service be made on the following:

Mr. Sean D. Brady
Manager-Strategic Planning, Generation
New York State Electric & Gas
Corporation
Corporate Drive
Kirkwood Industrial Park
P.O. Box 5224
Binghamton, NY 13902-5224
Telephone: (607) 762-7497
Facsimile: (607) 762-7770

Mr. Gary Edwards
Superintendent Railroad Operations
Somerset Railroad Corporation
7725 Lake Road
Barker, NY 14012
Telephone: (716) 795-9501
Facsimile: (716) 795-5014



Respectfully submitted,

Michael F. McBride

Michael F. McBride

Linda K. Breggin

Daniel Aronowitz

Brenda Durham

LeBoeuf, Lamb, Greene & MacRae, L.L.P.

1875 Connecticut Avenue, N.W., Suite 1200

Washington, DC 20009-5728

(202) 986-8050 (Telephone)

(202) 986-8102 (Facsimile)

June 19, 1997

Attorneys for New York State Electric & Gas
Corporation and Somerset Railroad Corporation

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

CERTIFICATE OF SERVICE

I hereby certify that I have served this 19th day of June, 1997, a copy of the foregoing "Notice of Intent to Participate" by first-class mail, postage prepaid, or by more expeditious means, upon each of the following parties of record:

Office of the Secretary
Case Control Unit
ATTN: STB Finance Dkt. 33388
Surface Transportation Board
Mercury Building
1925 K Street, N.W.
Washington, DC 20423-0001
VIA HAND DELIVERY

Mr. Vernon Williams, Secretary
Surface Transportation Board
Mercury Building
1925 K Street, N.W.
Washington, DC 20423-0001
VIA HAND DELIVERY

Dennis G. Lyons, Esq.
Arnold & Porter
555 Twelfth Street, N.W.
Washington, DC 20004-1202
VIA FACSIMILE

David M. Konschnik, Director
Office of Proceedings
Surface Transportation Board
Mercury Building
1925 K Street, N.W.
Washington, DC 20423
VIA HAND DELIVERY

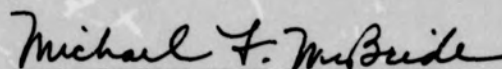
Honorable Jacob Leventhal
Administrative Law Judge
Federal Energy Regulatory Commission
Office of Hearings, Suite 11F
888 First Street, N.E.
Washington, DC 20426

Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth Street, N.W.
Suite 600
Washington, DC 20036
VIA FACSIMILE

John M. Nannes, Esq.
Scot B. Hutchins, Esq.
Skadden, Arps, Slate, Meager
& Flom, L.L.P.
1440 New York Avenue, N.W.
Washington, DC 20005-2111
VIA FACSIMILE

Samuel M. Sipe, Jr., Esq.
Timothy M. Walsh, Esq.
David H. Corburn, Esq.
Steptoe & Johnson, L.L.P.
1330 Connecticut Avenue, N.W.
Washington, DC 20036
VIA FACSIMILE

Richard A. Allen, Esq.
James A. Calderwood, Esq.
Andrew R. Plump, Esq.
John V. Edwards, Esq.
Zuckert, Scutt & Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Washington, DC 20006-3939
VIA FACSIMILE


Michael F. McBride

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LAW DEPARTMENT
CITY of HAMMOND

180258



INDIANA

JOSEPH O'CONNOR
Corporation Counsel

DENISE L. SEJNA
City Attorney

JOHN H. LLOYD, IV
Assistant City Attorney

5925 Calumet Avenue
Hammond, Indiana 46320
(219) 353-6381

June 17, 1997

Honorable Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

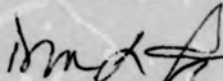


RE: Finance Docket No. 33388, CSX Corporation and CSX Transportation Company, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company - Transfer of Railroad Line by Norfolk Southern Railway Company to CSX Transportation Company

Dear Secretary Williams:

Enclosed please find another original and twenty-five (25) copies of the letter which we mailed to you on June 13, 1997. There was an error made in the Certificate of Service regarding the attorneys who represent the Norfolk Southern and the CSX Corporation. We have corrected the Certificate of Service to show the proper attorneys.

Sincerely,


Denise L. Sejna
City Attorney

DLS/mk
Enclosures



EQUAL OPPORTUNITY EMPLOYER

LAW DEPARTMENT
CITY of HAMMOND

180758



INDIANA

JOSEPH O'CONNOR
Corporation Counsel

DENISE L. SEJNA
City Attorney

JOHN H. LLOYD, IV
Assistant City Attorney



5925 Calumet Avenue
Hammond, Indiana 46320
(219) 853-6381



June 13, 1997

Honorable Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

RE: Finance Docket No. 33388, CSX Corporation and CSX Transportation Company, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company - Transfer of Railroad Line by Norfolk Southern Railway Company to CSX Transportation Company

Dear Secretary Williams:

This document shall serve as the Notice of Intent to Participate in the above entitled proceeding filed on behalf of the City of Hammond, Indiana.

Pursuant to 49 C.F.R. §1180.4(c)(5)(v), the undersigned is requesting that the applicants serve a copy of their primary application and other pleadings on the following, as the representative of the City of Hammond, Indiana:

Denise L. Sejna, City Attorney
5925 Calumet Avenue
Hammond, IN 46320
Phone: (219) 853-6381
Fax: (219) 931-0831

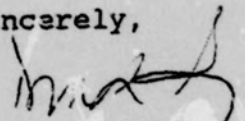
This letter is also to request the Board to place the City of Hammond and the above representative on the list of all parties of record that will be prepared and issued under the provisions of 49 C.F.R. §1180.4(a)(4). In accordance with 49 C.F.R. §1180.4(a)(2), Hammond selects the acronym "COHILD" (City of Hammond, Indiana Law Department) for identifying all documents and pleadings it submits in this proceeding.

EQUAL OPPORTUNITY EMPLOYER

Honorable Vernon A. Williams
June 13, 1997
Page Two

Enclosed you will find an original notice and twenty five copies. I have attached a certificate of service as required. Copies of this notice will be sent to all other parties of record on the service list provided to our office by Board personnel once that list has been received.

Sincerely,

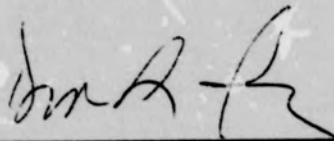


Denise L. Sajna
City Attorney

DLS/mk
Enclosure

CERTIFICATE OF SERVICE

I hereby certify that on the 17th day of June, 1997 service of true and complete copy of the above and foregoing pleading or paper was made upon each party or attorney of record listed below by depositing the same in the United States Mail in an envelope properly addressed to each of them and with sufficient first class postage affixed.

By 
Denise L. Sejna, City Attorney

Honorable Judge Jacob Leventhal
Federal Energy Regulatory Commsn.
888 1st Street N.E.
Suite 11F
Washington, D.C. 20426

Richard A. Allen
Attorney for Norfolk/Southern
Zuckert, Scott & Rosenberger
823 - 17th St., N.W.
Washington, D.C. 20006-3939

Paul A. Cunningham
Attorney for Conrail
Harkins & Cunningham
1300 - 19th St., N.W.
Suite 600
Washington, D.C. 20036

Dennis G. Lyons
Attorney for CSX
Arnold and Porter
555 - 12th Street, N.W.
Washington, D.C. 20004-1202

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STATE OF VERMONT
OFFICE OF THE ATTORNEY GENERAL

TRANSPORTATION DIVISION
133 STATE STREET
STATE ADMINISTRATION BUILDING
MONTPELIER, VERMONT 05633-5001

June 16, 1997



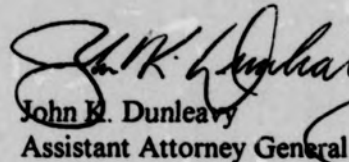
Honorable Vernon A. Williams, Secretary
Surface Transportation Board (Case Control Unit)
1925 K Street, N.W.
Washington, D.C. 20423-0001

Re: *CSX Corp. and CSX Transportation, Inc., Norfolk Southern Corp.
and Norfolk Southern Railway Co. -- Control and Operating
Leases/Agreements -- Conrail, Inc. and Consolidated Rail Corp.
Finance Docket No. 33388*

Dear Mr. Williams:

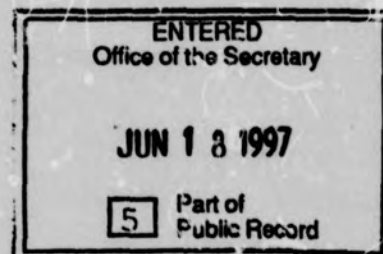
Enclosed for filing in the above matter are the original and 25 copies of the "State of Vermont's Notice of Intent to Participate."

Sincerely,


John B. Dunleavy
Assistant Attorney General

jkd/bem
Enclosures
cc: Service List

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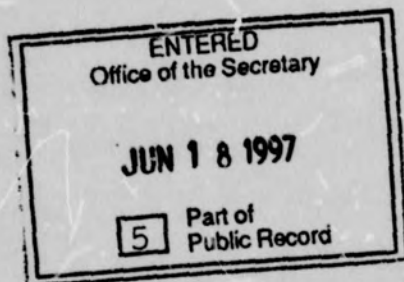
**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.**

Finance Docket No. 33388



**CSX Corp. and CSX Transportation, Inc., Norfolk Southern Corp.
and Norfolk Southern Railway Co. -- Control and Operating
Leases/Agreements -- Conrail, Inc. and
Consolidated Rail Corp.**

**STATE OF VERMONT'S
NOTICE OF INTENT TO PARTICIPATE**



**William H. Sorrell
Attorney General of Vermont
John K. Dunleavy
Assistant Attorney General
Vermont Agency of Transportation
133 State Street
Montpelier, VT 05633-0001
(802) 828-2831
FAX: (802) 828-2817**

Attorneys for the State of Vermont

June 16, 1997

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.**

Finance Docket No. 33388



**CSX Corp. and CSX Transportation, Inc., Norfolk Southern Corp.
and Norfolk Southern Railway Co. – Control and Operating
Leases/Agreements – Conrail, Inc. and
Consolidated Rail Corp.**

**STATE OF VERMONT'S
NOTICE OF INTENT TO PARTICIPATE**

A. Introduction

On April 10, 1997, CSX Corporation (CSXC), CSX Transportation, Inc. (CSXT), Norfolk Southern Corporation (NSC), Norfolk Southern Railway Company (NSR), Conrail, Inc (CRI) and Consolidated Rail Corporation (CRC) filed a notice of intention with the Surface Transportation Board (Board) that they intend to file an application under 49 U.S.C. §§ 11323-24 (referred to as the "primary application") seeking Board authorization for, among other things, (a) the acquisition by CSX and NS of control of Conrail, and (b) the division of the assets of Conrail by and between CSX and NS. The applicants indicated that they expect to file their primary application, and any related applications, petitions, and notices, on or before July 10, 1997, but not before June 16, 1997. In Decision No. 6, dated May 22, 1997 and published in the Federal Register at 62 Fed. Reg. 29,387-91 (May 30, 1997), the Board issued a final procedural schedule providing for issuance of a final decision no later than 350 days after filing of the primary application.

In its Decision No. 6, the Board recognized the "magnitude" of the applicants' proposed transaction, "concerning the restructuring of rail service within the entire Eastern United States," and acknowledged that significant environmental issues (including, for example, intercity passenger service and commuter rail service) are likely to arise during this proceeding. *Id.*, 62 Fed. Reg. at 29,388.

B. The State of Vermont's Interests

The State of Vermont (Vermont) has a long-standing commitment to encourage, through preservation and modernization, continued service by railroad lines that directly affect the economy of Vermont. As part of this commitment, Vermont has since 1965 acquired significant line segments throughout the State (and extending into the adjacent State of New York) and leased those segments to operating railroads for continuance of freight service.¹ In the early 1980's, Vermont participated actively in the proceedings involving merger of the Boston & Maine (B&M), Delaware & Hudson (D&H) and Maine Central (MEC) railroads under the auspices of Guilford Transportation Industries, Inc. (GTI).² In 1988, Vermont provided financial support for Amtrak's condemnation of and subsequent rehabilitation of the former Boston & Maine

¹See, e.g., *State of Vermont and Vermont Ry., Inc. -- Acquisition and Operation in Vermont*, 320 I.C.C. 330 (1963), modified 320 I.C.C. 609 (1964) (approval for state purchase of Bennington-Burlington segment of former Rutland Railway and its lease to and operation by Vermont Railway, Inc.).

²*Guilford Transportation Industries, Inc. -- Control -- Boston & Maine Corp.*, 366 I.C.C. 292 (1982), *aff'd in part and rev'd in part sub nom. Lamoille Valley R.R. Co. v. ICC*, 711 F.2d 295 (D.C. Cir. 1983); *Guilford Transportation Industries, Inc. -- Control -- Delaware & Hudson Ry. Co.*, 366 I.C.C. 396 (1982), *aff'd in part sub nom. Central Vermont Ry., Inc. v. ICC*, 711 F.2d 331 (D.C. Cir. 1983).

Connecticut River Line between Brattleboro and Windsor, VT,³ thereby allowing Amtrak to restore its daily *Montrealer* passenger train service between Washington, DC and Montreal, Quebec and facilitating revitalization of freight service by the former Central Vermont Railway (CV) between New London, CT and the Canadian border at East Alburgh, VT.⁴ Since April 1, 1995, Vermont has provided financial operating support to Amtrak for its *Vermont* passenger train service between Washington, DC and St. Albans, VT, thereby preserving daily service over the bulk of the route formerly served by the *Montrealer*. More recently, Vermont has helped fund rehabilitation of the Clarendon & Pittsford Railroad between the D&H junction at Whitehall, NY and Rutland, VT, making it possible for Amtrak, with financial operating assistance from Vermont, to inaugurate its new daily *Ethan Allen Express* service between New York, NY and Rutland, VT, beginning on December 2, 1996.

Conrail's lines do not actually enter Vermont. However, they nonetheless provide crucial links between Vermont and the national railroad network, in particular through the interchanges with NECR at Palmer, MA and through interchanges with GTI and the D&H near Albany, NY. Both the *Vermont* and *Ethan Allen Express* passenger train services operate, in part, over Conrail trackage. As the Board already recognized in its Decision No. 6, the sale of Conrail and division of its assets between CSX and NS will involve restructuring of rail service throughout the

³*National R.R. Passenger Corp. -- Conveyance of Boston & Maine Corp. Interests in Connecticut River Line in Vermont and New Hampshire*, 4 I.C.C.2d 761 (1988), *rev'd sub nom. Boston & Maine Corp. v. ICC*, 911 F.2d 743 (D.C. Cir. 1990), *rev'd sub nom. National R.R. Passenger Corp. v. Boston & Maine Corp.*, 503 U.S. 407 (1992).

⁴Freight service along the former CV New London - East Alburgh route has been operated by New England Central Railroad, Inc. (NECR), a subsidiary of RailTex, Inc., since February 1995.

entire Eastern United States. While Vermont has not yet taken a position on the proposed transaction, Vermont is concerned about possible adverse impacts on Vermont shippers, passengers and rail carriers and, to protect its interests, intends to seek party status in the forthcoming proceeding.

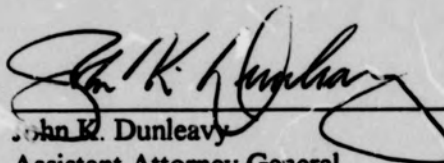
C. Notice of Intent to Participate

For the reasons stated above, please take notice that the State of Vermont intends to participate in this matter, in accordance with the notice published by the Board at 62 Fed. Reg. 29,387 - 29,391 (May 30, 1997).

Respectfully submitted,

WILLIAM H. SORRELL
Attorney General
State of Vermont

By:


John K. Dunleavy
Assistant Attorney General
Vermont Agency of Transportation
153 State Street
Montpelier, VT 05633-0001
(802) 828-2831
FAX: (802) 828-2817

June 16, 1997

g:\wptext\stb-cr1 jkd

CERTIFICATE OF SERVICE

I hereby certify that on this 16th day of June, 1997, I served by first-class mail, postage pre-paid, or Federal Express overnight delivery, copies of the "Notice of Intent to Participate" on behalf of the State of Vermont, upon the parties listed below, in accordance with the Board's

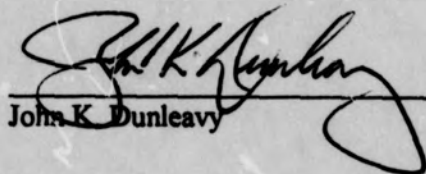
General Rules of Practice:

Administrative Law Judge Jacob Leventhal
Federal Energy Regulatory Commission
888 First Street, NE, Suite 11F
Washington, DC 20426

Dennis G. Lyons, Esq.
Arnold & Porter
555 12th Street, NW
Washington, DC 20004-1202

Richard A. Allen, Esq.
Zuckert, Scoutt & Rasenberger, L.L.P.
Suite 600
888 Seventeenth Street, NW
Washington, DC 20006-3939

Paul A. Cunningham, Esq.
Harkins, Cunningham
Suite 600
1300 Nineteenth Street, NW
Washington, DC 20036



John K. Dunleavy

STB

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6-17-97

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ORIGINAL

180317

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

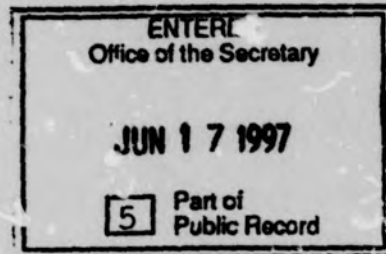
RAAM-1

lgitomer@bjllp.com

June 17, 1997

BY HAND

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Suite 700
1925 K Street, N.W.
Washington, D.C. 20423-0001



Re: 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

Dear Secretary Williams:

The following are appearing in this proceeding on behalf of RailAmerica, Inc.

Gary A. Laakso, Esq.
General Counsel
RailAmerica, Inc.
301 Yamato Road
Boca Raton, FL 33431

Louis E. Gitomer
Of Counsel
Ball Janik, LLP
Suite 225
1455 F Street, N.W.
Washington, D.C. 20005

Please add our names to the service list for receipt of all decisions of the Surface Transportation Board and the presiding Administrative Law Judge.

Honorable Vernon A. Williams

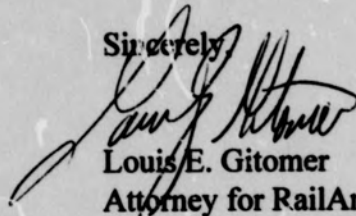
June 17, 1997

Page 2

This letter is also a request of the applicants and all other known parties of record to serve us with all pleadings and correspondence filed to date, and filed hereafter in these proceedings and related matters.

Enclosed are an original and 25 copies of this letter, along with a 3.5-inch floppy diskette formatted in Microsoft Word 6.0, which is convertible into WordPerfect 7.0, containing this letter as file raam.001. Please time and date stamp the extra original of this letter and return it with our messenger.

Sincerely,

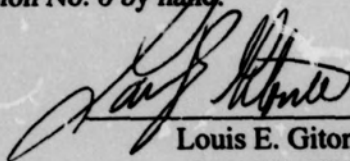
A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Attorney for RailAmerica, Inc.

CERTIFICATE OF SERVICE

I hereby certify that I have this day served copies of this document upon the parties required to be served by Decision No. 6 by hand.

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer
June 17, 1997

STB

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N.W.

WASHINGTON, D. C. 20036

WILLIAM L. SLOVER
 C. MICHAEL LOFTUS
 DONALD G. AVERY
 JOHN H. LE SEUR
 KELVIN J. FOWD
 ROBERT D. ROSENBERG
 CHRISTOPHER A. MILLS
 FRANK J. PERGOLIZZI
 ANDREW B. KOLESAR III

202 347-7170

June 17, 1997

BY HAND DELIVERY

The Honorable Vernon A. Williams
 Secretary
 Surface Transportation Board
 Case Control Branch
 ATTN: STB Finance Docket 33388
 1925 K Street, N.W.
 Washington, D.C. 20423-0001



Re: 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

Dear Secretary Williams:

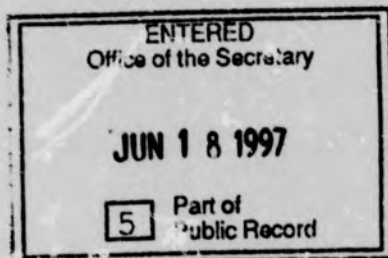
Enclosed for filing please find an original and 25 copies of Potomac Electric Power Company's Notice of Intent to Participate in the above-referenced proceeding (PEPC-01). Also enclosed is a diskette containing the text of this Notice in WordPerfect 5.1 format.

We have included an extra copy of the filing. Kindly indicate receipt by time-stamping this copy and returning it with our messenger.

Thank you for your attention to this matter.

Sincerely,

C. Michael Loftus
 An Attorney for Potomac
 Electric Power Company



Enclosures

180225

PEPC-01

BEFORE THE
SURFACE TRANSPORTATION BOARD

CSX CORPORATION AND CSX
TRANSPORTATION, INC. AND
NORFOLK SOUTHERN RAILWAY COMPANY
COMPANY -- CONTROL AND OPERATING
LEASES/AGREEMENTS -- CONRAIL AND
CONSOLIDATED RAIL CORPORATION --
TRANSFER OF RAILROAD LINE BY
NORFOLK SOUTHERN RAILWAY COMPANY
TO CSX TRANSPORTATION, INC.

Finance Docket No. 33388

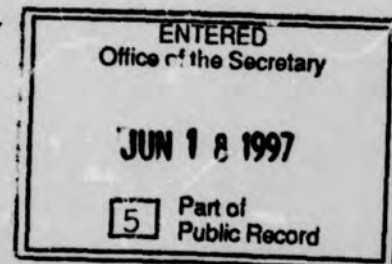
NOTICE OF INTENT TO PARTICIPATE
OF POTOMAC ELECTRIC POWER COMPANY

Pursuant to the Surface Transportation Board's Decision
No. 5, served May 30, 1997, Potomac Electric Power Company
("PEPCO") hereby gives notice of its intent to participate as an
active party in the above-referenced proceeding. In accordance
with 49 C.F.R. §1180.4(a)(2), PEPCO selects the acronym "PEPC" to
identify all documents and pleadings it submits in this proceed-
ing.

PEPCO requests that the Board include the following
persons on the service list for this proceeding, and furnish them
with copies of all pleadings and decisions:

John J. Sullivan, Esq.
Assistant General Counsel
Potomac Electric Power Company
1900 Pennsylvania Avenue, N.W.
Washington, D.C. 20068

C. Michael Loftus, Esq.
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036



Respectfully submitted,

POTOMAC ELECTRIC POWER COMPANY

By: John J. Sullivan
Associate General Counsel
Potomac Electric Power Company
1900 Pennsylvania Avenue
Washington, D.C. 20068

C. Michael Loftus *C. Michael Loftus*
Jean M. Cunningham
1224 Seventeenth Street, N.W.
Washington, D.C. 20036
(202) 347-7170

OF COUNSEL:

Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Dated: June 17, 1997

Attorneys for Complainant

CERTIFICATE OF SERVICE

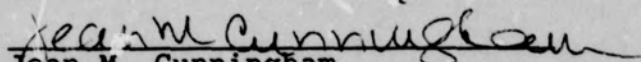
I hereby certify that copies of the foregoing Notice of Intent to Participate were served this 17th day of June, 1997, by first-class mail, postage pre-paid, upon:

The Honorable Jacob Leventhal
Federal Energy Regulatory Commission
888 First Street, N.W.
Suite 11 F
Washington, D.C. 20462

Dennis G. Lyons, Esq.
Arnold & Porter
555 Twelfth Street, N.W.
Washington, D.C. 20004-1202

Richard A. Allen, Esq.
Zuckert, Scoutt & Rasenberger, L.L.P.
Suite 600
888 Seventeenth Street, N.W.
Washington, D.C. 20006-3939

Paul A. Cunningham, Esq.
Harkins Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, D.C. 20036


Jean M. Cunningham

STB

FD

33388

6-16-97

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REPLY TO
ATTENTION OF

DEPARTMENT OF THE ARMY
UNITED STATES ARMY LEGAL SERVICES AGENCY
901 NORTH STUART STREET
ARLINGTON, VA 22203-1837



June 6, 1996

180/97

Regulatory Law Office
U 3963

Subject: Finance Docket No. 33388 - CSX Transportation and Norfolk Southern Corporation -
Control and Operating Leases/Agreements - Conrail Inc.

Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 33388
Surface Transportation Board
1925 K Street N.W.
Washington, DC 20433-0001

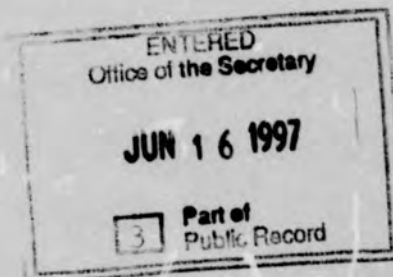


Dear Secretary:

As counsel for the Secretary of Defense, this Office on behalf of the Military Traffic Management Command, hereby notifies this Board of their desire to be listed as a party of record in the above caption proceeding. The Department of Defense agent for the Railroads for National Defense Program (RND) is the Military Traffic Management Command Transportation Engineering Agency. This agency assures coordination of railroad mergers to determine impacts to defense installations.

We therefore request you include as a party of record:

Robert S. Korpanty, P.E.
Senior Civil Engineer
Office of the Special Assistant
for Transportation Engineering
MTMC TEA ATTN: MTTE-SA
720 Thimble Shoals Boulevard Suite 130
Newport News, Virginia 23606-2574



We also request an additional copy of initial applications be sent to the lead counsel of the Military Traffic Management Command to assist in the analysis of this merger:

William Merrigan
Supervisory General Attorney
HQ MTMC ATTN: MTJA
5611 Columbia Pike
Falls Church, VA 22041-5050

Enclosed for filing please find an original and 25 copies of this notice to become a party of record.

Copies of this notice have also been sent to:

Administrative Law Judge Jacob Leventhal, Federal Energy Regulatory Commission, 888 First Street, N.E., Suite 11F, Washington, DC 20426

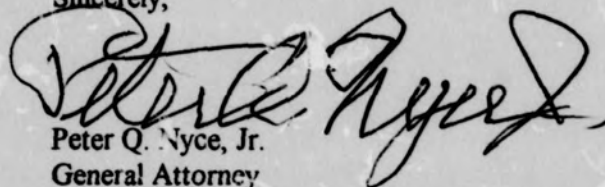
Dennis G. Lyons, Esq., Arnold & Porter, 555 12th Street, N.W., Washington DC 20004-1202

Richard A. Allen, Esq. Zuckert, Scoutt & Rasenberger, L.L.P., 888 Seventeenth Street, N.W., Washington, DC 20006-3939

Paul A. Cunningham, Esq., Harken Cunningham, Suite 600, 1300 Nineteenth Street, N.W. Washington, DC 20036

We thank you for your attention in this matter.

Sincerely,



Peter Q. Nyce, Jr.
General Attorney
Regulatory Law Office
U S Army Legal Services Agency
901 N. Stuart Street
Arlington, Virginia 22203
(703) 696-1644