

STB

FD-33388

1-15-98

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ID-185253

185253

**ARNOLD & PORTER**

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

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

D

NEW YORK  
DENVER  
LOS ANGELES  
LONDON

DREW A. HARKER  
(202) 942-5022

January 15, 1998

**VIA HAND DELIVERY**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Seventh Floor  
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

D

Dear Secretary Williams:

Enclosed are the original and 25 copies of Applicants' Response to the Illinois International Port District's Motion to File Response Out of Time for filing in the above-referenced proceeding. Also enclosed is a 3.5" diskette containing the document in WordPerfect format.

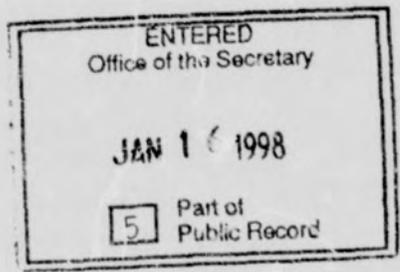
Please date stamp and return the enclosed copy via our messenger.

Very truly yours,

*Drew A. Harker*

Drew A. Harker

Counsel for CSX Corporation  
and CSX Transportation, Inc.

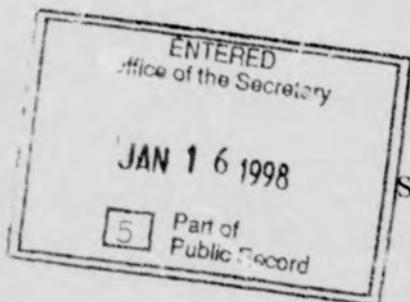


Enclosure

cc: Service List (w/Enclosure)

185253

CSX/NS-192



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

APPLICANTS' RESPONSE TO  
ILLINOIS INTERNATIONAL PORT DISTRICT'S  
MOTION TO FILE RESPONSE OUT OF TIME

Applicants hereby submit their response to the Illinois International Port District's ("Port of Chicago") Motion to File Response Out of Time (PORT/CHI-3), served January 13, 1998.<sup>1</sup>

I. BACKGROUND

On October 21, 1997, the Port of Chicago filed its Request for Conditions in this proceeding. See PORT/CHI-2. On December 15, 1997, Applicants filed their Rebuttal in support of their Primary Application, including their responses to comments, requested conditions and other opposition argument which closed the evidentiary record on their Application. See CSX/NS-176-177-188. The Port of Chicago asserts, however, that it did not receive a copy of Applicants' Rebuttal until

<sup>1</sup> "Applicants" refers collectively to CSX Corporation and CSX Transportation, Inc. (collectively referred to as "CSX"), Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively referred to as "NS") and Conrail, Inc. and Consolidated Rail Corporation (collectively referred to as "Conrail").

January 12, 1998. While Applicants regret that the Port of Chicago did not receive the Rebuttal until this week, the Port of Chicago has not identified any prejudice from this error, and its motion to file a response out of time is completely without basis and, therefore, must be denied.

II. ARGUMENT

A. Under Decision No. 6, Parties Filing Requests for Conditions Are Not Authorized to Submit Rebuttal Evidence

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The Port of Chicago's October 21 filing was not a responsive or inconsistent application -- it was comments and requests for conditions, and the Port of Chicago has not alleged otherwise. See PORT/CHI-3 at 2 ("The Port of Chicago filed its original Request for Conditions (Port/Chi-2) on October 21, 1997."). The Port of Chicago, however, erroneously assumes that, having submitted a request for conditions on October 21, it has the right to submit a "reply" to Applicants' Rebuttal.<sup>2</sup> The Port of Chicago appears to base this assumption on Decision No. 6. See PORT/CHI-3 at 3. However, Decision No. 6, which was issued by the Board on May 22, 1997, and establishes the governing procedural schedule and requirements for submission of evidence in this proceeding, clearly provides that commenters were not authorized to submit rebuttal evidence on January 14, 1998. As the Board held in Decision No. 6:

We will not allow parties filing comments, protests, and requests for conditions to file rebuttal evidence in support

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<sup>2</sup> The Port of Chicago states that it intends to file a "reply" to Applicants' Rebuttal although it does not indicate what it would include in such a "reply". However, it references the January 14, 1998, deadline for submission of rebuttal evidence by responsive applicants, and so Applicants assume that the Port of Chicago intends to make an evidentiary submission. No other "reply" is permitted to be filed under the procedural schedule in this proceeding. Of course, the Port of Chicago, like all parties, may file a brief on February 23, 1998.

of those pleadings. Parties filing inconsistent and/or responsive applications have a right to file rebuttal evidence, while parties simply commenting, protesting or requesting conditions do not.

CSX/NS, Finance Docket No. 33388, Decision No. 6, 1997 WL 283551 (S.T.B.) at \*6 (citing Union Pacific Corporation -- Control and Merger -- Southern Pacific Rail Corporation, STB Finance Docket No. 32760, Decision No. 6 at 7-8; Burlington Northern, Inc. -- Control and Merger -- Santa Fe Pacific Corporation, STB Finance Docket No. 32549, Decision No. 16 at 11). As a party filing a request for conditions, therefore, the Port of Chicago was not authorized to file rebuttal evidence with the Board on January 14, 1998, or on any other date.<sup>3</sup>

B. Decision No. 6's Prohibition on Submission of Rebuttal Evidence By Parties Filing Requests for Conditions is Consistent with Board and I.C.C. Precedent

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Beyond Decision No. 6, the Board's practice is clear that the Port of Chicago may not introduce additional evidence with respect to the Primary Application at this time. The Board and its predecessor, the I.C.C., have consistently held that applicants, whether primary, responsive, or inconsistent, are entitled to submit the final evidence and close the record on the merits of their application. See Union Pacific -- Control -- Chicago and North Western, Finance Docket No. 32133, Decision No. 17, 1994 ICC LEXIS 112; BN/SF, Decision No. 34, at 4 ("Responsive applicants have the right to

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<sup>3</sup> Moreover, the Port of Chicago admits that it attempted to obtain a copy of Applicants' Rebuttal on December 23, 1997, but did not try again until January 8, 1998. See PORT/CHI-5 at 2. If the Port of Chicago had been so concerned about obtaining a copy of the Rebuttal for the purpose of meeting a January 14 deadline, it is not clear why it waited for more than two weeks from its first attempt before trying again to obtain the Rebuttal. Since the Port of Chicago was not entitled to file rebuttal evidence on January 14, 1998, it has not demonstrated that it has been prejudiced by its late receipt of Applicants' Rebuttal.

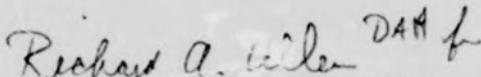
close the record on their cases, while parties requesting conditions do not."). This strong line that the Board has drawn between parties who choose to participate as commenters and those who choose to participate as responsive applicants can be seen in the two most recent major control proceedings. See UP/SF, Decision No. 31 at 2 ("Movants are aware that, under the procedural schedule, only inconsistent and responsive applicants are entitled to file rebuttal evidence . . . . Parties . . . chose their means of presenting their arguments with knowledge of the restriction on rebuttal filings."); BN/SF, Decision No. 34 at \*4 (holding that the I.C.C. "would not permit rebuttal filings from parties before [the Commission] requesting conditions, but [which] are not responsive applicants. Responsive applicants have the right to close the record in their cases, while parties requesting conditions do not."). In keeping with this authority, the Board's predecessor has denied commenters' requests to file rebuttal evidence, similar to the Port of Chicago's request. See BN/SF, Decision No. 34 (denying the motions of several commenters for leave to submit rebuttal filings).

The Port of Chicago is neither a responsive nor inconsistent applicant in this proceeding. Accordingly, the Applicants have the right to close the record on the Primary Application with respect to parties such as the Port of Chicago who came to the Board merely requesting conditions with regard to that Application.

Again, the Applicants regret that the Port of Chicago did not receive Applicants' Rebuttal in a more timely fashion, but the Port of Chicago had no right to submit rebuttal evidence in this proceeding and has shown no prejudice. Accordingly, the Port of Chicago's Motion to File Response Out of Time must be denied.

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 23510-9241

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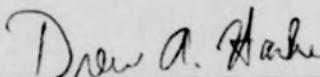
**Richard A. Allen**  
**John V. Edwards**  
Patricia E. Bruce  
Zuckert, Scoutt & Rasenberger LLP  
888 Seventeenth Street, N.W.  
Washington, DC 20006-3939

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

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

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

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**Dennis G. Lyons**  
**Drew A. Harker**  
Arnold & Porter  
555 12<sup>th</sup> Street, N.W.  
Washington, D.C. 20004

**Samuel M. Sipe, Jr.**  
**David H. Coburn**  
Stephoe & Johnson LLP  
1330 Connecticut Avenue  
Washington, D.C. 20036

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 19103

*Paul A. Cunningham* <sup>DAH for</sup>

**Paul A. Cunningham**

**Gerald P. Norton**

Harkins Cunningham

1300 Nineteenth Street, N.W.

Suite 600

Washington, D.C. 20036

*Counsel for Conrail Inc. and  
Consolidated Rail Incorporated*

Dated: January 15, 1998

## CERTIFICATE OF SERVICE

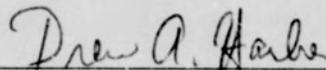
I, Drew A. Harker, certify that on January 15, 1998, I have caused to be served by first-class mail, postage prepaid, or by more expeditious means, a true and correct copy of the foregoing CSX/NS-192, Applicants' Response to the Illinois International Port District's Motion to File Response Out of Time, on all parties that have appeared in STB Finance Docket No. 33388, by hand delivery on:

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

and by facsimile transmission on:

Earl L. Neal  
Earl L. Neal & Associates, L.L.C.  
111 West Washington Street  
Suite 1700  
Chicago, IL 60602

Phone: (312) 641-7144  
Fax: (312) 641-5137



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Drew A. Harker

STB

FD-33388

1-15-98 D

ID-185238

**DENNIS J. KUCINICH**

10TH DISTRICT, OHIO

1730 LONGWORTH OFFICE BUILDING  
WASHINGTON, D.C. 20515  
(202) 225-5871

14400 DETROIT AVENUE  
LAKEWOOD, OHIO 44107  
(216) 228-8850

FD-33388 

Committees:  
Government Oversight

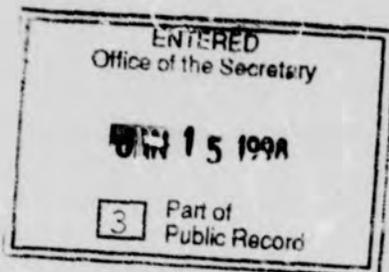
Education  
and the  
Workforce

**Congress of the United States  
House of Representatives**



185-238

January 14, 1998



D

Ms. Linda J. Morgan  
Chairman  
Surface Transportation Board  
1925 K St. NW #820  
Washington, D.C. 20423

Dear Ms. Morgan:

This letter accompanies Congressman Dennis J. Kucinich's January 14, 1998, filing with the Surface Transportation Board.

The enclosed Rebuttal in Support of Comments, Request for Conditions, and Responsive Application of Congressman Dennis J. Kucinich ("Rebuttal in Support") was shipped by UPS Next Day Air from the Congressman's Cleveland Office to his Washington Office on January 13, 1998. Congressman Kucinich intended for the package to be hand delivered to the Surface Transportation Board by his Washington staff on January 14, 1998. However, the package was misdirected by UPS and was located in Illinois by late afternoon, too late for delivery to Washington in time for hand delivery on January 14.

The Congressman's Staff Attorney, Martin Gelfand, spoke with Ellen Keys, Assistant Secretary for Operations, on the afternoon of January 14, 1998, who instructed him that since the package could not be delivered on January 14 because of external circumstances beyond the Congressman's control, the package should be accompanied by this letter of explanation, on the Congressman's letterhead, and signed by an authorized staff member. This letter fulfills the requirement described by Ms. Keys to Mr. Gelfand.

Please accept the enclosed Rebuttal in Support. Also enclosed is a copy of the UPS tracking slip to show that the package was sent Next Day Air on January 13, 1998.

Sincerely,

Elizabeth Chamberlain  
Legislative Assistant

enclosure

**UPS Next Day Air**  
**UPS Worldwide Express**  
 Shipping Document

See instructions on back. Call 1-800-PICK-UPS (800-742-5877) for additional information.

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SHIPPER'S ACCOUNT NO. **7241299031**  
 UPS SHIPPER NO. / UPS BILLING NO. **7241299031**  
 FOR UPS USE

REFERENCE NUMBER  
**Marty Gelfand 216-228-8850**

NAME  
**MR CONG. DENNIS J. KUCINICH**

COMPANY  
**14400 DETROIT AVE**

STREET ADDRESS  
**LAKWOOD OHIO 44107**

CITY AND STATE  
**OHIO 44107**

EXTREMELY URGENT DELIVERY TO

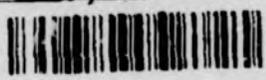
NAME  
**LISA CHAMBERLAIN 202-225-9871**

TELEPHONE  
**CONG. DENNIS J. KUCINICH**

COMPANY  
**1730 LONGWORTH HOUSE OFFICE BLDG.**

STREET ADDRESS  
**WASHINGTON, DC 20515**

CITY AND STATE (INCLUDE COUNTRY IF INTERNATIONAL)  
**WASHINGTON, DC 20515**



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TYPE OF SERVICE	<input checked="" type="checkbox"/> NEXT DAY AIR		<input type="checkbox"/> WORLDWIDE EXPRESS (INTERNATIONAL)	CHARGES
	FOR WORLDWIDE EXPRESS SHIPMENTS: Mark an 'X' in the box if shipment only contains documents of no commercial value.			<input type="checkbox"/> DOCUMENTS ONLY
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	<input type="checkbox"/> DECLARED VALUE		AMOUNT	\$
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ADDITIONAL HANDLING CHARGE	<input type="checkbox"/> An Additional Handling Charge applies for certain forms. See instructions.			\$
TOTAL CHARGES				\$
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010191120 1/95 W

**DENNIS J. KUCINICH**

10th DISTRICT, OHIO

1730 LONGWORTH OFFICE BUILDING  
WASHINGTON, DC 20515  
(202) 225 - 5871

14400 DETROIT AVENUE  
LAKEWOOD, OHIO 44107  
(216) 228-8850  
(216) 228-6465 FAX

5983 W.54TH  
PARMA, OHIO 44129  
(216) 845-2707



**Committees:**  
Government Oversight  
Education and Labor

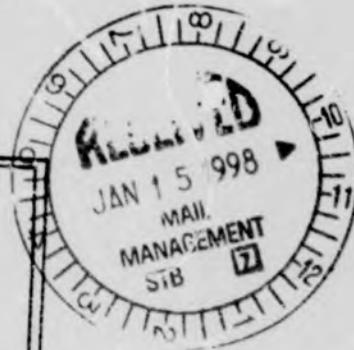
# Congress of the United States

## House of Representatives

185238

January 13, 1998

ENTERED	
Office of the Secretary	
JAN 15 1998	
5	Part of Public Record



Ms. Linda J. Morgan  
Chairman  
Surface Transportation Board  
1925 K St. NW #320  
Washington, D.C. 20423

**Re: Finance Docket 33388**

Dear Ms. Morgan:

I, Dennis J. Kucinich, a Member of Congress representing Ohio's 10th Congressional District and a Party of Record to this proceeding, hereby submit my Rebuttal in Support of Comments, Request for Conditions, and Responsive Application of Congressman Dennis J. Kucinich. I declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Rebuttal.

Furthermore, I hereby petition the Board for leave to accept this rebuttal. Notwithstanding any decisions that the Board has made that classifies my October 21, 1997, filing as "comments" or "request for conditions," rather than "responsive application," this filing submitted today is narrowly and exclusively presented for the sole purpose of rebutting specific allegations by the proponents of the proposed Conrail acquisition that mischaracterize my October 21, 1997, filing.

I further certify that I will serve copies of the attached Responsive Application upon all Parties of Record in this proceeding, by first class mail, on January 14, 1998, as required by the Surface Transportation Board. Executed on January 13, 1998 to be hand-delivered on January 14, 1998.

Sincerely,

Dennis J. Kucinich  
Member of Congress

DJK:mg

State of Ohio  
Cuyahoga County

Before me, a notary public in and for said county, personally appeared the ABOVE NAMED Dennis J. Kucinich who acknowledged that he did sign the foregoing instrument and the same is his free act and deed.



60  
ROBERTA SARKIS, BY COMMISSIONER, JEREMY SARKIS, 5617 23, 2002

Before the  
Surface Transportation Board  
Washington, D.C.



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

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**Rebuttal in Support of  
Comments, Request for Conditions, and  
Responsive Application of  
Congressman Dennis J. Kucinich  
Ohio District 10**

**January 14, 1998**

**I. Introduction: Contrary to mischaracterizations in the Norfolk Southern/CSX Rebuttal, the Kucinich Plan offers a viable, competitive, and economically sound alternative to the Conrail acquisition plan presented to the Surface Transportation Board.**

In their rebuttal of responsive applications, comments, and requested conditions, Norfolk Southern and CSX mischaracterize the alternative plan submitted by Congressman Dennis J. Kucinich from Ohio's 10th Congressional District. See generally, Applicants' Rebuttal, Dec. 1997 (hereinafter, "Rebuttal"). The alternative plan, see generally, Responsive Application (Subnumber 74), October 21, 1997, (hereinafter "Kucinich Plan"), was timely filed with the Surface Transportation Board (STB) on October 21, 1997.

The Kucinich Plan, in part, calls for the establishment of a neutral, independent railroad operating entity to serve the Greater Cleveland area. The Kucinich Plan bolsters competitiveness among carriers in the aftermath of any proposed acquisition of Conrail by allowing access to any carrier who competitively and successfully bids for a shipping contract with any Cleveland area shipper. The Kucinich Plan also alleviates serious concerns about antitrust and competitiveness problems presented by the Norfolk Southern/CSX acquisition proposal.

This rebuttal focuses narrowly and exclusively on the sections of the Norfolk Southern/CSX Rebuttal that addresses and mischaracterizes the Kucinich Plan filed with the STB on October 21, 1997. This rebuttal, like the Kucinich Plan, is directed toward economic impacts. Congressman Kucinich has addressed environmental concerns in his environmental report timely filed with the STB's Section on Environmental Analysis on October 1, 1997. All environmental references in this rebuttal are to rebut Norfolk Southern's and CSX's mischaracterizations of the Kucinich Plan.

**II. Allowing a neutral, independent, railroad operating entity to operate freight rail in the Greater Cleveland area will be more competitive than the proposal that Norfolk Southern and CSX submitted for approval.**

Norfolk Southern and CSX reject the Kucinich Plan, asserting that under their plan, "[s]hippers located on Conrail today will be directly served by either NS or CSX according to the allocation of the line." See Rebuttal, vol. 1 at P-76. Under the Kucinich Plan, shippers will be served by the carriers of their choice. See Kucinich Plan at 16. The independent operating entity will open the appropriate rail line of the shipper's choice, based on competitive pricing and any other factor at the shipper's sole discretion. Allocation of the line to any shipper will be at the discretion of the shipper, enabling more perfect competition among carriers. Thus, access will not be according to the allocation of the line as in the NS/CSX plan, but based on competition. The Kucinich Plan, therefore, is the more competitive of the two proposals.

**III. The Kucinich Plan would not "nationalize" freight rail, as alleged by Norfolk Southern and CSX, but would enable greater competition among carriers.**

In their rebuttal, Norfolk Southern and CSX allege that the Kucinich Plan proposes "to 'nationalize' all rail facilities in and around Cleveland, apparently to meet environmental objectives." See Rebuttal, vol. 1 at P-169. Nothing could be further from the intent of the Kucinich Plan. The Kucinich Plan would not nationalize rail facilities in or around Cleveland.

**A. The Kucinich Plan's intent is greater competition among the remaining carriers after the acquisition of Conrail, not nationalization.**

The purpose of the Kucinich Plan is to promote competition among the remaining carriers after the acquisition of Conrail. See generally, Kucinich Plan, at 13-16. As both Norfolk Southern and CSX acknowledge, "[s]hippers located on Conrail today will be directly served by either NS or CSX according to the allocation of the line." See Rebuttal, vol. 1 at P-76. The Kucinich Plan would allow for more perfect competition among carriers after the merger, without regard to allocation of any rail line in the Greater Cleveland area. See Sec. I, supra.

The Kucinich Plan also allows for greater competition than the Shared Asset Areas proposed by Norfolk Southern and CSX in New Jersey and Michigan because the Kucinich Plan offers greater assurance that the remaining carriers will not abuse their power after the statutory granting of immunity from anti-trust and other federal and state laws. See Kucinich Plan, at 13-14; see generally 49 U.S.C. § 11321.

The Kucinich Plan potentially increases the number of carriers that might serve Cleveland area shippers by granting access to any carrier competing for shipping contracts along rail lines in the Cleveland area. The operating entity itself would be chosen as a result of a competitive bidding process. Nowhere does the Kucinich Plan call for "nationalization."

**B. The Kucinich Plan would allow qualified and experienced railroad companies to compete for the status of independent regional rail entity for the Greater Cleveland area.**

In his verified statement to the STB in rebuttal of the Kucinich Plan, CSX executive John W. Orrison complains that "[w]hatever the regional entity may be, it would have no operational experience with the dispatching and operational movement of freight trains. Conrail, NS and CSX have knowledge, experience and detailed understanding of the requirements for dispatching trains in the Cleveland area." See Rebuttal, vol. 2 at P-552 (emphasis in original). The Kucinich Plan calls for a neutral, regional entity to operate the rail lines in the Cleveland area. The Kucinich Plan opens up the rail lines themselves to competitive bidding among carriers for operating entity status. Developed along the lines of other deregulated industries, the Kucinich Plan allows for, and encourages, experienced rail operating entities to compete to become the neutral, dispassionate operating entity called for in the Plan. See Kucinich Plan at 14-15, note 29.

**IV. The Kucinich Plan addresses economic issues, leaving environmental concerns to appropriate filing with the STB's Section on Environmental Analysis.**

The intention of the Kucinich Plan is the betterment of economics in the Cleveland area, not the environment: a separate environmental report was timely filed with the STB's Section on Environmental Analysis three weeks prior to the filing of the Kucinich Plan.

Norfolk Southern and CSX inappropriately classify the Kucinich Plan as environmental comments rather than economic. See Rebuttal vol. 1 at P-169; see also id at P-694 note 1. The Kucinich Plan was filed with the STB on October 21, 1997, to meet the deadline for responsive applications, comments, protests, requests for conditions, and other arguments on the merits of the plan. See Procedural Schedule. The Kucinich Plan addresses the statutory issues that Congress directed the STB to address on the merits of any rail merger under the Interstate Commerce Commission Termination Act of 1995. See 49 U.S.C. § 11324. Specifically, § 11324 directs the STB to consider the following five issues:

- (1) the effect of the proposed transaction on the adequacy of transportation to the public;
- (2) the effect on the public interest of including, or failing to include, other rail carriers in the area involved in the proposed transaction;
- (3) the total fixed charges that result from the proposed transaction;
- (4) the interest of rail carrier employees affected by the proposed transaction; and
- (5) whether the proposed transaction would have an adverse effect on competition among rail carriers in the affected region or in the national rail system.

See 49 U.S.C. § 11324. The Kucinich Plan is limited in scope to issues (1), (2), (4), and (5), outlined above. See generally, Kucinich Plan.

The environmental issues raised by the Norfolk Southern and CSX proposal were addressed by Congressman Kucinich in his environmental report timely filed before the STB's Section on Environmental Analysis on October 1, 1997. Thus, Norfolk Southern's and CSX's allegations that the Kucinich Plan was filed to meet environmental objectives are misplaced. The Kucinich Plan is an economic report filed with respect to the merits of Norfolk Southern's and CSX's proposed acquisition of Conrail.

**V. Conclusion.**

Norfolk Southern and CSX mischaracterized the Kucinich Plan in their rebuttal, confusing some of the important economic issues raised in the Kucinich Plan. This rebuttal is presented to the STB for the sole purpose of allaying any confusion that may result from the above referenced mischaracterizations.

STB

FD-3388

1-14-98

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JD-185236

1/3

JERROLD NADLER  
8TH DISTRICT, NEW YORK

REPLY TO:

WASHINGTON OFFICE:  
2448 RAYBURN BUILDING  
WASHINGTON, DC 20515  
(202) 225-5605

DISTRICT OFFICE:  
11 BEACH STREET  
SUITE 910  
NEW YORK, NY 10013  
(212) 334-3207

DISTRICT OFFICE:  
532 NEPTUNE AVENUE  
BROOKLYN, NY 11224  
(718) 373-3198

E-mail: nadler@hr.house.gov  
Web: http://www.house.gov/nadler/

**Congress of the United States**  
**House of Representatives**  
Washington, DC 20515

JUDICIARY COMMITTEE  
SUBCOMMITTEES:  
RANKING MEMBER  
COMMERCIAL AND  
ADMINISTRATIVE LAW  
CONSTITUTION  
TRANSPORTATION AND  
INFRASTRUCTURE COMMITTEE  
SUBCOMMITTEES:  
RAILROADS  
SURFACE TRANSPORTATION  
REGIONAL WHIP

185236



January 14, 1998

Surface Transportation Board  
1925 K Street, #700  
Washington, DC 20423

re: Finance Docket #33388

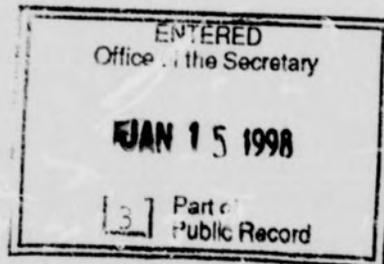
To whom it may concern:

Attached please find one original and ten copies of the rebuttal statement being submitted by myself and 22 of my Congressional colleagues concerning finance docket #33388. Additionally you will find a 3.5" disk containing the text of the rebuttal statement.

Thank you.

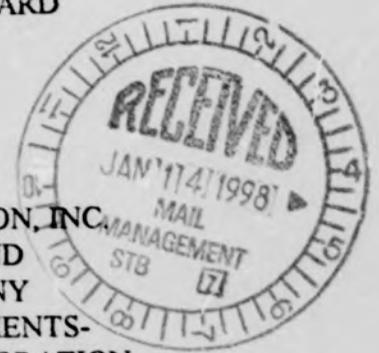
Sincerely,

*Jerrold Nadler*  
Jerrold Nadler  
Member of Congress



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 OPEKATING LEASES/AGREEMENTS-  
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

INTERVENTION PETITION OF CONGRESSMAN JERROLD NADLER AND 23  
OTHER MEMBERS OF CONGRESS FOR INCLUSION OF A CROSS - HARBOR  
F' OAT OPERATION, THE BAY RIDGE LINE OF THE LONG ISLAND  
RAILROAD, THE NEW YORK CONNECTING RAILROAD, OAK POINT YARD,  
HARLEM RIVER YARD, THE NEW YORK TERMINAL PRODUCE MARKET,  
65TH STREET YARD AND FRESH POND JUNCTION AND THE TRackage  
PIGHTS ON THE NORTHEAST CORRIDOR TO A FULL SERVICE JUNCTION  
WITH THE PROVIDENCE AND WORCESTER RAILROAD, ALL IN THE JOINT  
FACILITIES RAILROAD AND FOR OPEN ACCESS FOR TRANS-HUDSON  
INTERMODAL SERVICE ON THE NORTHEAST CORRIDOR PROPOSED BY THE  
PETITIONERS AS A CONDITION OF THE ACQUISITION REQUESTED

REBUTTAL STATEMENTS SUBMITTED ON BEHALF OF THE  
CONGRESSIONAL DELEGATION

John F. McHugh, Esq.  
McHugh & Sherman, Esqs.  
20 Exchange Place  
New York, N.Y. 10005  
212-483-0875

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REBUTTAL VERIFIED STATEMENT OF  
JOHN F. MCHUGH

I am an attorney duly licensed to practice in the Courts of the State of New York and before the Board. While I am the attorney of record for the Congressional Delegation in this matter, I make this affidavit as the former Chairman of the Board of the Inter-Rail Express Corp., and in that capacity, have some expertise related to the rail tunnels under the Hudson and East Rivers in the City of New York and concerning operations on the Northeast Corridor. As an employee of the Erie Railroad and then the Erie-Lackawana Railroad, I have had limited experience with operations in the New York terminal district, including car float operations. From 1979 through 1981, I was the general counsel for the Prudential Line, a steamship line which operated from Northeast Terminal, now known as the South Brooklyn terminal, on the Brooklyn waterfront. In that capacity I became familiar with the problems attendant to the movement of freight in that section of the Metropolitan area and between that point and other points in the nation. This rebuttal affidavit is made in response to comments by R. Paul Cheney and others relating to the physical problems of providing the services demanded by Congressman Jerrold Nadler and twenty three other members of Congress.

Inter-Rail Express, Corp. was formed in 1982 to operate RoadRailer(TM) refrigerated unit-trains from Florida to the Hunts Point produce market in the Bronx, New York City. Inter-Rail received a general exemption from regulation from the Interstate Commerce Commission, Inter-Rail Express, Corp., Petition For Declaratory

Order FD 39621 (January 31, 1984) (Exhibit A) (note that all exhibits are affixed behind the last statement)

On August 3, 1982, Inter-Rail Express, in conjunction with the Bi-Modal Corporation, tested RoadRailer units through the Hudson and East River tunnels of Amtrak (Exhibit B). I attended those tests. The units were also tested at several points along the Northeast Corridor, south of New York, to determine if they would operate safely with passenger services on that rail line. I did not attend those tests but did receive a full report from Bi-Modal on the results.

The RoadRailer units safely cleared all physical restrictions within the tunnels and proved safe in operations alongside high speed passenger trains<sup>1</sup>. Indeed, all tight clearance points were observed by television cameras during the tests, and at no point did any part of a RoadRailer even approach contact with any part of the tunnel or the terminal structure.

Mr. Carey, on page 5 of his statement, states that RoadRailers need 14'3" over the top of the rail and that therefore they can not clear the tunnels in question. Mr. Carey was employed by Conrail when these tests were run and when RoadRailer service ran on Conrail between the Bronx and Buffalo and he is fully aware of the clearance profile of those units. He is fully aware that a RoadRailer unit is only 13'6" over the top of the rail and at that point it needs 4'3" clearance from the center line of the track indeed, a RoadRailer is built to highway clearance standards and is no more than 8'6" wide. This is in marked contrast to the 10' width of most other railway rolling stock.

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<sup>1</sup> The only problem encountered was the inability of the single axle RoadRailer equipment then used to reliably activate the signals within the terminal. That problem is solved in more modern RoadRailer equipment by the use of a two axle truck in place of the former single axle design.

Further, the highway wheels of a RoadRailer unit retract up against the unit floor when the unit is in the rail mode allowing it to clear the third rails used to power commuter equipment in the New York metropolitan region.

On page 6 of his statement, Mr. Carey states that Amtrak will only allow 18 85' cars to pass through Penn Station on any train. The largest RoadRailers are 56' in length not 85'. However, the point is irrelevant. Amtrak's limitation on train length is due to the length of Pennsylvania Station's platform tracks. A train longer than 18 passenger cars would not fit on a platform without fouling one or the other of the station lead tracks. A freight train will not stop in the station but will pass through, quickly, and will not be subject to a length restriction imposed by the platform track length. Mr. Carey however, epitomizes Conrail's attitude toward any proposed new service. When he was one of the Conrail employees reviewing a proposal to run RoadRailer service from New York to Buffalo, he protested that such service would wear out Conrail's track. The Board can not allow itself to be swayed by unsupported claims of impossibility which are clearly wrong nor by the continuing refusal of the carriers to adequately serve the region east of the Hudson based upon self-serving statements which constitute pure nonsense.

In the mid 1970's Penn-Central FlexiVan trains ran daily through the Hudson River tunnels of the what is now the Northeast Corridor. Penn Central trains 16 and 17 ran daily between Philadelphia and Springfield, Mass. The FlexiVan was a container on a frame which was the equivalent of COFC flat car. The cars carrying Flexi-Vans carried two 40' containers. Flexi-Vans operated both in full trains of such units and

within mail and passenger trains. Thus, the statement that freight operations through Pennsylvania Station are unprecedented is simply incorrect.

There is absolutely no physical limitation<sup>2</sup> preventing the passage of either a RoadRailer train or a single stack COFC train, (using standard and not low belly flat cars) through the Hudson and East River tunnels or Pennsylvania Station. Contrary to Mr. Carey's contention, absolutely no modifications to the tunnels are required.

I also note that Mr. Carey deems the petitioner's lack of electric locomotives to be an absolute bar to Congressional demand for freight service through these tunnels. Inter-Rail Express had negotiated with Amtrak for pulling service, *i.e.*, using an Amtrak electric locomotive and crew, not only in the tunnels but to haul the train between Washington D.C. and the Bronx. Indeed, the price quote Inter-Rail received from Amtrak included setting the train of RoadRailers out in the Inter-Rail terminal within the Hunts Point terminal in the Bronx, a mile off of the Corridor on a New York City owned spur line. The State of New York had indicated that it would electrify that spur to facilitate that operation.

In marked contrast to Mr. Carey's statement as to Amtrak's policy, one of the two trains per week Inter-Rail was projecting to Amtrak, and to which Amtrak had no objection, was to be 75-45' refrigerated RoadRailers, that would pass through Pennsylvania Station in the early morning hours. In our discussions with Amtrak, it was determined that the RoadRailer train would need a twenty minute time slot to clear the tunnel-terminal complex and such slots were available as early as 8:30 P.M. While

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<sup>2</sup> I understand that the break wheel on some 89' flat cars presents a problem, correctable by relocation of the wheel from the side to the end of the car. It is assumed that any operator would obtain conforming equipment.

Amtrak will initially be reluctant to operate freight services except in the early morning, it is assumed that once such a service is established a more practical schedule can be agreed upon. I note that a RoadRailer train with an electric locomotive will handle much like a passenger train,<sup>3</sup> and there is no reason such trains can not run within even a dense passenger schedule to provide frequent service along the corridor. Such service would have a major effect on truck use along the Route 95 corridor.

I also note that Norfolk Southern operates RoadRailer services on its system and presently has such a service terminating in Newark, N.J. It is patently absurd that in the agreement between the petitioners, for which they seek Board approval, Norfolk Southerner's service, the only service which could serve Southern New England directly by rail, is restricted to the West bank of the Hudson. This is particularly absurd where, as here, CSX has stated that it has no intention of increasing the presently inadequate levels of freight service to the East side of the river south of the Massachusetts line<sup>4</sup>. (See Draft Environmental Impact Statement Chapter 5 page NY-15). The Board can not let itself be bound by an anticompetitive agreement between these carriers which assures that no modern freight service will be allowed east of the Hudson. It is simply not in the public interest to maintain the trucking industries' monopoly on the 98 million tons of freight which the railroads could remove each year from the public roads if adequate freight service were provided.

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<sup>3</sup> The Roadrailer was originally developed to handle mail in passenger services. That ability has been maintained in all redesigns of the RoadRailer. The RoadRailer has proven to be safe in all operations to date and to be extremely rail worthy.

<sup>4</sup> CSX's sole effort to improve service East of the Hudson will be one new service over the Boston and Albany to Atlanta. That route, via Selkirk from terminals in Southern Massachusetts, is too circuitous to be of use to Southern New England shippers.

Mr. Steven D. Eisenach, Director of Strategic Planning for Norfolk Southern, declares that the operation of freight through Pennsylvania Station would be "an unnatural act with no public benefit" (Rebuttal Verified Statements Vol. 2-A P-70). Norfolk Southern (Exhibit C), CSX and Conrail (Exhibit D) were all participants in the Inter-Rail project at one point or another. Amtrak's agreement to the operation is indicated in Exhibit E. At no point after the successful completion of the tests did any of these carriers state that the clearances of the tunnels were inadequate or that the Inter-Rail project was an unnatural act. Indeed, Norfolk Southern, in January of 1997, testified before the Connecticut Public Transportation Commission that it was interested in instituting both RoadRailer and COFC service on the Corridor in Connecticut, through Pennsylvania Station. It is submitted that Norfolk Southern's position has changed due to an anticompetitive deal it made with CSX and not due to any unnatural aspects of the Congressional proposal. The Board can not allow such an agreement to prevent the provision of freight services needed by the public.

However, the petition does not seek to force the petitioners to operate electrified subterranean freight service under New York City's rivers. It seeks open access on the State and Federally owned Corridor, and other publicly owned lines, so that any responsible operator willing and able to provide such services can negotiate with Amtrak, or any other owner or operator of these tracks, for such a right. It is assumed that any such operator will need to acquire a proper locomotive to pass through the tunnels in compliance with City laws, and it is assumed that the simple answer of hiring pulling service, which assures that a proper locomotive and crew will handle the trains,

will not escape the notice of any such applicant, or of Amtrak. It is also assumed that Amtrak will allow only a safe operation on its rails. The petition seeks only to prevent the petitioners from being granted a right which precludes such service. It does not require the petitioners to provide it.

Providence and Worcester Railroad ("P&W") corrects the congressional misunderstanding of the P&W's trackage rights agreement with CSX (which agreement does not provide for a Hudson River crossing). As that agreement is limited to construction aggregates (P&W Response, pg. 3), access by the Shared Assets Railroad (CSAO) to Fresh Pond and Oak Point alone will not provide New England Shippers with fully competitive rail service. The Congressional Delegation therefore seeks amendment of its proposal to have the CSAO reach P&W either by granting P&W full overhead rights to Bay Ridge<sup>5</sup> or by extending the CSAO to New Haven.

P&W objects to the imposition of another operator on the corridor where it has trackage rights. It, and the petitioners, argue that there is no space for such service. To the extent that P&W is referring to RoadRailer services through the tunnels the track capacity issue is for Amtrak to determine on a case by case basis when and if an application is made. But I note that in 1946's 22 through freight trains a day were mixed with 228 passenger services on the New Haven line, now the North East Corridor. Today, 5 freight trains mix with 225 passenger trains on greatly improved track and with state of the art signals (See statement of Richard C. Carpenter). In 1946, freight ran at all

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<sup>5</sup> Granting P&W rights only to Oak Point would be ineffective as that facility has a limited capacity which is now fully utilized. By granting rights to Bay Ridge the 65th Street yard becomes available as does New Lots Avenue, each of which are now unused and each could provide space for interchange with CSAO.

times of the day and night, including within the Commuter hours. There is no validity to the argument that there is a capacity problem on the corridor.

The New York and Atlantic objects to the granting of trackage rights on the Bay Ridge Line. Again that objection is not warranted. The trackage rights to be granted to the petitioners are overhead rights only, allowing petitioner's services to reach Fresh Pond, Oak Point, the New York Terminal Market and Harlem River Yard, and now New Haven. Only the 65th Street yard in Brooklyn is given to the petitioners under this proposal, and that facility, opened by the State and City over a decade ago, has never been operated. While the Congressional proposal would eliminate the NY&A's participation in bridge traffic from Fresh Pond to Bay Ridge, this is nearly a non existent movement today due, in part, to the need to interchange three times to cross Queens, Brooklyn and the Hudson River, an expensive and time consuming absurdity. It is assumed that any trackage rights agreement would fully compensate NY&A for any loss of such traffic.

Petitioners correctly point to the lack of rail plant east of the Hudson. However, the Delegation seeks to grant petitioners access to major assets via the cross harbor floats. The Bay ridge line was formerly four tracks in most places and accesses the abandoned New Lotts Ave. Terminal, a space nearly as large as the remains of the Oak Point Yard. The Delegation would grant petitioners 65th St. also as large as Oak Point. Thus, the Delegations conditions provide the obligation as well as the means to provide needed services.

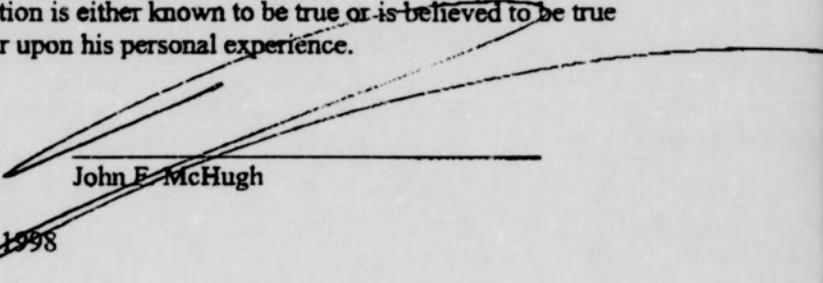
Finally, the petition seeks to end the Conrail Monopoly in all major markets except the New York Metropolitan area and in Southern New England. Mr.

McClellan correctly outlines the advantages to be gained by the reinstatement of competition by this acquisition. However, he fails to outline the natural effects of this region's exclusion from both competition or from any effective rail service at all. Where, as here, one third of the population of the Metropolitan area is to have the Conrail siege lifted and two thirds are not, and where the effected communities compete directly for economic activity, the implementation of the petitioner's plan, unmodified, will place the area East of the Hudson at a tremendous economic disadvantage. As the result of the Penn-Central merger and the imposition of that company's policy of major disinvestment in the regional rail plant, followed by the same program imposed by the Final System Plan, and then by Conrail's management, this City lost employment opportunities by the hundreds of thousands. Such a disaster will be repeated if the plan is not modified. Ending a monopoly in one market while continuing it in an adjacent market, where termination of the monopoly in both is physically and politically possible, is not in the public interest.

Therefore, the Delegation's proposed conditions to the merger are physically possible, economically and environmentally desirable, and are consistent with the public interest.

Verification

John F. McHugh verifies that he has prepared the above statement and that it is based upon his own knowledge or upon research he has done and upon documentation maintained in his files. All of the information is either known to be true or is believed to be true based upon those sources of information or upon his personal experience.

  
\_\_\_\_\_  
John F. McHugh

Sworn before me this 13th day of January 1998

  
\_\_\_\_\_  
Notary Public

**DEBORAH SHERMAN**  
Notary Public, State of New York  
No. 24-4879032  
Qualified in Kings County  
Comm. Expires Nov. 10, 1998 

## CERTIFICATION OF WILLIAM B. GALLIGAN

William B. Galligan certifies under penalty of perjury as follows:

I am the president of U.S.I. Consulting, Inc., a consulting firm based in Ann Arbor Michigan with an office in New York City. The firm specializes in rail market development. I have done extensive consulting work in the New York Metropolitan area for rail carriers, freight users and government agencies. Prior to my present affiliation I was President of Inter-Rail Express Corp., I was Director of Phase I: Planning and Development - National Intermodal Demonstration Project (a United States Federal Railroad Administration sponsored railroad improvement project), and worked in management positions on the Detroit Toledo & Ironton, The Illinois Central Gulf and Santa Fe railways. In recent years I have specialized in the development of new intermodal services in short haul markets and have assisted rail carriers in the design of marketing programs targeted at the emerging solid waste market. I have designed two marketing programs which received golden freightcar awards. The most recent was awarded to my client the Chicago and Illinois Midland in 1992 for a new long distance waste train service from Brooklyn, New York to Taylorville, Ill.

In January 1997 the City of New York Economic Development Corporation issued a report on the impact of several proposed cross harbor rail services on the rail freight market share in the down state region of New York State e.g. East of the Hudson River. The report was prepared by Mercer Management Corporation, a world class transportation consulting firm which has worked in the past for the petitioners and may still be advising them. Mercer identified 98 million annual tons of rail oriented freight

moving in and out of the downstate region. In the report Mercer stated that by the year 2020 a new trans-harbor tunnel would cause rail tonnage to increase from the 3 million ton level experienced in 1995 to 19.4 million tons ( Mercer Management Consulting, *Intermodal Goods Movement Study, New York City Rail Freight Access, Executive Summary* pg. II-6, Exhibit F). They further stated that an improved car float operation would generate 14.4 million tons by the year 2020 (id IV-4), Exhibit G.

The idea that the market is thin is hard to comprehend since a primary argument of both petitioners is that the new systems will increase freight traffic going to and from the Middle Atlantic and Southeastern States. These are two of the largest origin and destinations by region for downstate freight. The *Intermodal Goods Study*, Supra, stated that in the year 2020 79 million tons of freight will flow between the downstate region and the middle Atlantic-southeast regions.

Another significant piece of economic information developed by Mercer Consulting during the study was that the petitioners should acquaint themselves with are the costs associated with moving freight from the Southeast to the downstate region via Selkirk verses via a new tunnel or an improved car float system. For example, the Mercer cost model stated that it currently costs \$43.09 per ton to ship freight between the Southeast region and Nassau County via Selkirk. This compares with \$37.15 per ton via a trans harbor rail tunnel and \$38.01 using an improved car float service.

The petitioner's complain that the Congressional delegation or Tri State seek investment by petitioners in the rail plant east of the Hudson and in improving the Cross Harbor carfloats. I note that the petitioners are investing heavily in line

Cross Harbor carfloats. I note that the petitioners are investing heavily in line improvements elsewhere to connect their systems efficiently to the portions of Conrail they seek to acquire. The minor costs involved in improving the carfloats or in upgrading the recently improved Bay Ridge line in Brooklyn and Queens are minor in comparison to investments these petitioners have promised elsewhere. The benefit to be derived from these investments was quantified by Mercer and the cost benefit ration is favorable, particularly as substantial governmental investment is assured.

Date: New York, N.Y.

January 12, 1998

*William B. Galligan*

William B. Galligan

### Certification of Richard C. Carpenter

Richard C. Carpenter, certifies under penalty of perjury as follows:

I am the Executive Director of the South Western Regional Planning Agency located in the southwestern corner of the State of Connecticut, at 1 Selleck Street, Suite 210, E. Norwalk, Ct. 06855. As such I am familiar with truck and rail traffic in southwestern Connecticut, the greater New York/New Jersey area, and in Southern New England.

Interstate Route 95, which traverses southwestern Connecticut, and is the most direct and only water level interstate route into New England, is one of the most heavily used truck routes in the United States. Heavy truck congestion on that highway is a major economic, safety and environmental problem.

At present, trucks servicing southern New England and crossing the Hudson River, have several options for access to the rest of the nation. They may use the Massachusetts Turnpike Bridge (I-90), the Newburg/Beacon Bridge (I-84) the New York Thruway Bridge (I-287) or the George Washington Bridge (I-95 and I-80). I understand that CSX Norfolk Southern intend to launch a major marketing campaign to service New England traffic from their terminals in Northern New Jersey. To the extent that this strategy is successful it will exacerbate the already critical truck traffic congestion, particularly on route I-95. Safety of motorists will be gravely affected and the already horrendous environmental problems associated with this heavy concentration of trucks will increase in direct proportion to the success of the CSX-NS marketing effort. A continued and indeed a successful effort by the rail industry to serve the New England market from New Jersey, instead of crossing the River directly by rail to New York City or Southern Connecticut points, is therefore directly contrary to the public interest and should not be allowed.

The Providence and Worcester Railroad and the Petitioners state that conflicts with passenger services eliminate service on the Northeast Corridor as a viable option or limit it to such an extent that the Board need not consider it. I attach hereto as Exhibit H, a copy of the New Haven Railroad April, 1946 employee timetable, (#159) which shows all scheduled passenger, and mail and express train movements between New York City and New Haven. I also attach as Exhibit I hereto a copy of the July, 1946 New Haven Railroad freight service timetable which lists all through freight movements. I note that in 1946, the same track structure as exists today was in service, with the exception that there are now three instead of four tracks for the short distance of 12 miles from Devon to New Haven, Connecticut. However, in 1946, the signal system on this line was considerably less sophisticated than today. Then, the signal system provided for two tracks east and two tracks west, instead of the four track bi-directional traffic control system that exists today, which provides considerably greater train capacity. Train speeds are slightly higher today, as compared with 1946.

The following train density comparisons are of interest:

	1946	1998
New Rochelle-Stamford	228 Passenger 22 freight	225 passenger 5 freight
<b>Total</b>	<b>250</b>	<b>230</b>
Woodmont-New Haven	111 Passenger 24 Freight	83 passenger 3 freight
<b>Total</b>	<b>135</b>	<b>86</b>
Pelham Bay-Hellgate Bridge	29 passenger 22 freight	27 passenger 2 freight
<b>Total</b>	<b>51</b>	<b>29</b>

The argument that there is no track capacity for freight services is not consistent with the former record of the New Haven Railroad.

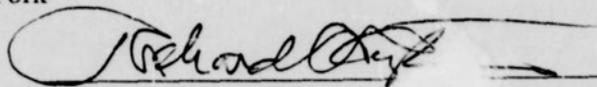
Institution of freight service on the Northeast Corridor through New York would provide New England shippers with the first viable alternative to truck service since the Penn Central ended through freight services via the Bay ridge (Brooklyn) - Greenville (New Jersey) car floats.

RoadRailer service through Pennsylvania Station in New York is feasible. I personally attended tests of RoadRailer equipment through Pennsylvania Station on August 3, 1982. I saw RoadRailer trains passing through the station. Indeed, I am depicted in the photograph of that test which was published in Railway Age, Exhibit B to the affidavit of John F. McHugh above. Single container-on-flatcar (COFC) through the Penn Station tunnels is also feasible. Just such rail intermodal equipment presently runs at high speed through the Channel Tunnel between and England and France.

The reduction of truck dependence in New England and the reduction of emissions from truck traffic on Route 95 both in Connecticut and in New York State, are high regional priorities and the Board should not approve any plan which fails to address this truck congestion and emissions problem. The congressional proposal takes immediately available, practical steps to open two new access routes for this traffic to be handled by rail. Clearly, this constitutes a reasonable step to mitigate the effects of the planned CSX-NS marketing effort and would both better serve the shippers of this region with lower cost as well as more reliable services. Most significantly, the environment will be significantly improved to the extent that any such service is successful which is in

marked contrast to the effect of the present CSX-NS proposal. Indeed, at a public meeting of the Connecticut Public Transportation Commission, in early 1997, but prior to their negotiations with CSX, representatives of Norfolk Southern stated their desire to operate Roadrainers and single container-on-flatcar (COFC) trains through the Penn Station tunnels.

State of New York, City of New York  
January 12, 1998

A handwritten signature in cursive script, appearing to read "Richard C. Carpenter", written over a horizontal line.

Richard C. Carpenter

## CERTIFIED STATEMENT OF STEPHANIE PINTO

Stephanie Pinto certifies under penalty of perjury as follows:

I am the Executive Director of the Council Health Center which is a community health center located at 1727 Amsterdam Avenue, at the cross Street of 145th Street, in the West Harlem/Lower Washington Heights section of Manhattan.

Over the past several years, the relationship between air pollution and vehicle traffic has become well documented. Also well documented is the relationship between air pollution and respiratory diseases. Is it just a coincidence, that greatest corridors of truck traffic, are through or near those neighborhoods in New York City with the highest incidences of respiratory illnesses.

One of the most comprehensive health needs analyses performed by the city of New York was conducted by the Health Systems Agency of New York City, Inc., in 1993. Titled "A Framework for Primary Care Needs Analysis in New York City, September 1993" this study divided the City into 58 neighborhoods, and developed a snapshot of health problems. the study ranked each neighborhood by a Health Status Index - indicators which indicated health problems, in these neighborhoods, and listed their rank vis-a-vis the city as a whole. Those neighborhoods which scored 40 points or higher on the Health Status Index were then placed in a Priority One Group. These ten groups represent the neighborhoods having the most severe health-related problems in the city. The Health Systems Agency recommended that these neighborhoods be the highest priority for the funding of health resource development programs,

Not surprisingly, four of the top five, of the ten Priority Group One neighborhoods are located either in northern Manhattan, or the Bronx. The two neighborhoods in Manhattan in Priority group One neighborhoods are East Harlem (1), and Central/West Harlem (5). The three in the Bronx are Highbridge/Morrisania, (3), Mott Haven /Hunts Point (4), and Morris Heights/Tremont, (6). The Manhattan neighborhood of Washington

Heights, is identified in a Priority Two Group Neighborhood which represents the next most serious health problems.

It is to be noted that all of these neighborhoods have exceedingly high truck traffic. Central West Harlem, East Harlem, and Washington Heights are located in both the Manhattan north/south truck routes, of Amsterdam Avenues, St. Nicholas, Broadway, First and Second Avenues. Washington Heights and West Harlem, are located in or near the east/west routes of the George Washington Bridge, which becomes the Cross Bronx Expressway in the Bronx. In the Bronx, the Cross Bronx Expressway cuts through Morris Heights/Tremont, the Deegan Expressway cuts through Morris Heights and Highbridge, and the Bruckner Expressway (Route I-278 and I-895) cut through or is near the Mott Haven/Hunts Point neighborhoods in the Bronx.

At this point, there appears to be a clear cause effect relationship between air pollution and health related issues.

For Central West Harlem, the Total health Status ranked 85 points (out of a maximum of 100). The tuberculosis case rate is more than 251% above city average, with 271 cases, (for the year 1990/1), and the Pediatrics bronchitis/asthma is 100% above city . Using HSA's Ambulatory Care Sensitive (ACS) Index Admissions, which represents hospital admissions per 1,000, the admissions rate of patients of pediatric age (age 1-4) was 50% above the city average and admission of adults less than 65 years of age was 100% above City average. Among the pediatric age group patients who were admitted to hospitals, the most severe problem was asthma and/or bronchitis, the rate of which was 100% above City average. The admission rate for pneumonia's was 188% above the City average.

By way of contrast, the Total Health Status for the Upper East Side was only 5 points (out of a total 100 points), ACS for the Upper East side is 3.1 (per thousand) and 36.4 reported TB cases.

For East Harlem, the Health Status Index is 89 points, the ACS is 150% above the City average, adult bronchitis/asthma 238% above City average, adult pneumonia's 235% above City average, respiratory infections/inflammations 177% above City average. TB reported cases were 316. Pediatric ACS index admission was 135.8 per 1000, 154% above City average. Most severe problems were pediatric bronchitis/asthma (187%

were 316. Pediatric ACS index admission was 135.8 per 1000, 154% above City average. Most severe problems were pediatric bronchitis/asthma (187% above City average. The pediatric bronchitis/asthma rate for school age children and adolescents (ages 5-17) was 375% above City average.

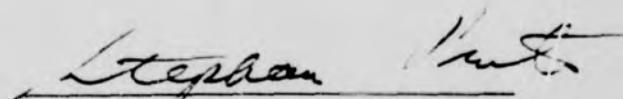
In the Bronx, both the Highbridge/Morrisania and Mott Haven/Hunts /Point areas ranked higher than Central West Harlem, with Morris Heights/Tremont ranking 6th, just after Central West Harlem.

Briefly, the Health Status Index for Highbridge Morrisania was 77 points, ACS Index admission rate was more than 100% over the City average, adult bronchitis/asthma was 156% above City average, adult pneumonias was 142% above City average. The TB reported cases were 75, with a case rate 94% above the city average. The pediatric ACS index was 75 per 1000, and the pediatric bronchitis/asthma was 58% above City average

In Mott Haven, the Health Status Index was 76 points, the ACS was 24 per 1000, 100% above the city average. Adult bronchitis/asthma was 142% above City average, adult pneumonias 133% above City average, TB case rate 75% above the City average with 108 reported cases. Pediatric ACS was 83% above the city average.

In Morris Heights/Tremont the Health Status Index was 69 points, with an ACS Index admission rate nearly 100% above the City average. The most severe problem is adult bronchitis/asthma at 161% above City average. Pediatric bronchitis/asthma is the most severe problem for children. The TB case rate is 67% above the City with 93 reported cases.

Dated, New York, N.Y.  
January 12, 1998

  
Stephanie Pinto

John F. McHugh certifies that on January 14, 1998 I served a copy of this rebuttal statement to the intervention petition upon the following parties by mail to the following addresses:

SERVICE LIST FOR STB FD 33388 0  
Records: 321

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

---

PARTY OF RECORD  
DAVID G ABRAHAM  
SUITE 400W  
7315 WISCONSIN AVENUE  
BETHESDA MD 20814 US

Represents: INDIANA PORT COMMISSION

PARTY OF RECORD  
NELS ACKERSON  
THE ACKERSON GROUP  
1275 PENNSYLVANIA AVENUE N W SUITE 1100  
WASHINGTON DC 20004-2404 US

Represents: NATIONAL ASSOCIATION OF REVERSIONARY PROP. OWNERS  
AND  
LANDOWNERS

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

Represents:

PARTY OF RECORD  
RICHARD W. ALLEN  
ZUCKERT, SCOUT, RASENBERGER  
988 17TH STREET N W STE 600  
WASHINGTON DC 20036-3939 US

Represents: CSX-NS-CONRAIL  
NORFOLK SOUTHERN CORPORATION  
NORFOLK SOUTHERN CORPORATION  
NORFOLK SOUTHERN RAILWAY COMPANY

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

Represents: EAST OHIO STONE COMPANY

PARTY OF RECORD  
WILLIAM D ANKNER PHD  
R I DEPT OF TRANSPORTATION  
TWO CAPITOL HILL  
PROVIDENCE RI 02903 US

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Represents: RHODE ISLAND DEPARTMENT OF TRANSPORTATION

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

Represents: AMVEST CORPORATION  
AMVEST CORPORATION AND VAUGHAN RAILROAD COMPANY  
EAST JERSEY RAILROAD COMPANY  
NATIONAL RAILROAD PASSENGER CORPORATION  
NATIONAL RAILROAD PASSENGER CORPORATION (AMTRAK)  
THE EAST NEW JERSEY RAILROAD COMPANY  
VAUGHAN RAILROAD COMPANY

PARTY OF RECORD  
T SCOTT BANWISTER  
T SCOTT BANWISTER AND ASSOCIATES  
1300 DES MOINES BLDG 405 SIXTH AVENUE  
DES MOINES IA 50309 US

Represents: IOWA INTERSTATE RAILROAD LTD

PARTY OF RECORD  
J R BARBEE  
GENERAL CHAIRPERSON UTU  
P.O. BOX 9599  
KNOXVILLE TN 37940 US

Represents: UNITED TRANSPORTATION UNION GENERAL COMMITTEE OF  
ADJUSTMENT

GC-898

NON-PARTY  
JANICE G BARBEE  
BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY  
3017 LOU MENK DRIVE  
FORT WORTH TX 76131 US

Represents:

PARTY OF RECORD

HARRY C BARBIN, ESQ. P A I.D. NO. 08539  
WILLIAM M OCONNELL III ESQ P A I.D. NO 20023 BARBIN  
LAUFFER & O'CONNELL  
608 HUNTINGDON PIKE  
ROCKLEDGE PA 19046 US

Represents: BARBIN LAUFFER & O'CONNELL  
CHARLES D NESTER  
DONALD E KRAFT  
H C KOHOUT  
JACQUELINE A MACE  
LAWRENCE CIRILLO  
PAUL J ENGELHART  
PAUL J ENGELHART ET AL  
ROBERT E GRAHAM

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THOMAS F MEEHAN JR.  
WILLIAM J MCILPATRICK

MEMBER OF CONGRESS

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

Represents:

NON-PARTY

STEPHEN L. BASSFORD  
L E PEABODY & ASSOCIATES INC  
1501 DUKE STREET SUITE 200  
ALEXANDRIA VA 22314-2401 US

Represents:

NON-PARTY

DINAH BEAR  
COUNCIL ON ENVIRONMENTAL QUALITY  
722 JACKSON PLACE NW  
WASHINGTON DC 20513 US

Represents:

GOVERNOR

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

Represents:

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

Represents: EASTMAN CHEMICAL CO

PARTY OF RECORD  
MARTIN W. BERCOVICI  
KELLER & HECKMAN  
1001 G ST NW SUITE 500 WEST  
WASHINGTON DC 20001 US

Represents: ARCO CHEMICAL COMPANY  
EIGHTY-FOUR MINING COMPANY  
SOCIETY OF PLASTICS INDUSTRY  
THE SOCIETY OF THE PLASTICS INDUSTRY INC

PARTY OF RECORD  
DAVID BERGER  
BERGER AND MONTAGUE, P. C.

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1622 LOCUST ST  
PHILADELPHIA PA 19103-6305 US

Represents: A HERB KEREKESCH AND GEORGE DONAHUE

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

Represents:

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

Represents:

MEMBER OF CONGRESS  
HONORABLE ROD P BLAGOJEVICH  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-1305 US

Represents:

MEMBER OF CONGRESS  
HON. TOM BLILEY  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents:

PARTY OF RECORD  
THOMAS R BOBAK  
313 RIVER OAKS DRIVE  
CALUMET CITY IL 60409 US

Represents: VILLAGE OF RIVERDALE

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

Represents: UNITED TRANSPORTATION UNION-GENERAL COMMITTEE OF  
ADJUSTMENT

PARTY OF RECORD  
WILLIAM A BON, GENERAL COUNSEL  
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES

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26555 EVERGREEN ROAD SUITE 200  
SOUTHFIELD MI 48076 US

Represents:

PARTY OF RECORD  
ANTHONY BOTTALICO  
UTU  
420 LEXINGTON AVENUE ROOM 455-460  
NEW YORK NY 10017 US

Represents: UNITED TRANSPORTATION UNION GENERAL COMMITTEE OF  
ADJUSTMENT

60-630

MEMBER OF CONGRESS  
HON. JOHN BREAUX  
UNITED STATES HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents:

PARTY OF RECORD  
WILLIAM T BRIGHT  
P O BOX 149  
200 GREENBRIER ROAD  
SUMMERSVILLE WV 26651 US

Represents: THE WEST VIRGINIA ASSOC FOR ECONOMIC DEVELOPMENT  
THROUGH THE JOINT USE OF CONRAIL TRACKS BY NORFOLK SOUTHERN  
AND CSXT

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

Represents: WESTERN-ELMWOOD-BEREA CORPORATION

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

Represents:

PARTY OF RECORD  
STEPHEN H BROWN  
VORYS SATER SEYMOUR AND PEASE  
1809 L STREET N W  
WASHINGTON DC 20036 US

Represents: FRATERNAL ORDER OF POLICE NATIONAL LABOR COUNCIL  
CONRAIL NC

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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  
-----

MEMBER OF CONGRESS  
HON. ED BRYANT

U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents:

PARTY OF RECORD  
CHRISTOPHER J BURGER PRESIDENT  
CENTRAL RAILROAD COMPANY OF INDIANAPOLIS  
500 NORTH BUCKEYE  
KOKOMO IN 46903-0554 US

Represents: CENTRAL RAILROAD COMPANY OF INDIANAPOLIS

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

Represents:

NON-PARTY  
BILL CAMPBELL  
MAYOR CITY OF ATLANTA  
55 TRINITY AVENUE, S.W.  
ATLANTA GA 30335-0300 US

Represents:

PARTY OF RECORD  
ROSS B CAPON  
NATL ASSOC OF RAILROADS PASSENGER  
900 SECOND ST NE STE 308  
WASH DC 20002-3557 US

Represents: NATIONAL ASSOCIATION OF RAILROAD PASSENGERS

NON-PARTY  
EILEEN CAREY  
CITY OF CHICAGO CITY HALL RM 70  
121 NORTH LASALLE STREET  
CHICAGO IL 60602 US

Represents:

PARTY OF RECORD

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HAMILTON L CARMUCHE, CORPORATION COUNSEL  
CITY OF GARY  
401 BROADWAY 4TH FLOOR

GARY IN 46402 US

Represents: CITY OF GARY INDIANA

PARTY OF RECORD  
RICHARD C CARPENTER  
1 SELLECK STREET SUITE 210  
EAST NORWALK CT 06855 US

Represents: SOUTH WESTERN REGION METROPOLITAN PLANNING  
ORGANIZATION  
SOUTH WESTERN REGIONAL PLANNING AGENCY

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

Represents:

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

Represents:

MEMBER OF CONGRESS  
HONORABLE SAXBY CHAMELISS,  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents:

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

Represents: BROTHERHOOD OF LOCOMOTIVE ENGINEERS DIVISION 007

GOVERNOR  
HONORABLE LAWTON CHILES  
OFFICE OF THE GOVERNOR  
THE CAPITOL  
TALLAHASSEE FL 32399-0001 US

Represents:

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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  
-----  
-----

PARTY OF RECORD

SYLVIA CHINN-LEVY  
INTERGOVERNMENTAL CO-OP  
969 COPLEY ROAD  
AKRON OH 44320-2992 US

Represents: NORTHEAST OHIO FOUR COUNTY REGIONAL PLANNING &  
DEVELOPMENT ORGANIZATION

PARTY OF RECORD

ELAINE L CLARK  
MAINE DEPT OF TRANSPORTATION  
16 STATE HOUSE STATION  
AUGUSTA ME 04333 US

Represents: MAINE DEPARTMENT OF TRANSPORTATION

NON-PARTY

NICOLE E. CLARK  
WACHTELL, LIPTON, ROSEN & KATE  
51 WEST BOND STREET  
NEW YORK NY 10019-6150 US

Represents:

NON-PARTY

DENNIS COFFEY  
TEN PARK PLACE  
BOSTON MA 02116 US

Represents:

PARTY OF RECORD

PAUL D. COLEMAN  
HOPPEL MAYER & COLEMAN  
1000 CONNECTICUT AVE NW SUITE 400  
WASHINGTON DC 20036-6802 US

Represents: DELAWARE RIVER PORT AUTHORITY  
PHILADELPHIA REGIONAL PORT AUTHORITY  
SOUTH JERSEY PORT CORPORATION  
THE PORT OF PHILADELPHIA AND CAMDEN INC

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

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□ Represents: CONRAIL GENERAL COMMITTEE OF ADJUSTMENT  
NEW YORK STATE LEGISLATIVE BOARD  
R W GODWIN GENERAL CHAIRMAN

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

Represents: CITY OF EAST CHICAGO INDIANA

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

Represents:

NON-PARTY  
J DOYLE CORMAN  
MAIN LINE MGMT SERVICES INC  
500 FELLOWSHIP ROAD STE A-105  
MOUNT LAUREL NJ 08054-3477 US

Represents:

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

Represents: DELAWARE VALLEY REGIONAL PLANNING COMMISSION

PARTY OF RECORD  
STEVE M COULTER  
EXXON COMPANY USA  
PO BOX 3272

HOUSTON TX 77253-3272 US

Represents: EXXON CHEMICALS AMERICAS  
EXXON COMPANY U S A

NON-PARTY

JEAN M CUNNINGHAM  
SLOVER & LOFTUS  
1224 SEVENTEENTH STREET NW  
WASHINGTON DC 20036 US

Represents:

PARTY OF RECORD  
PAUL A CUNNINGHAM  
HARKINS CUNNINGHAM

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1300 19TH STREET, N. W., STE 600  
WASHINGTON DC 20036 US

Represents: CONRAIL INC  
CONRAIL INC AND CONSOLIDATED RAIL CORPORATION  
CONSOLIDATED RAIL CORPORATION

PARTY OF RECORD

M W CURRIE  
GENERAL CHAIRPERSON UTU  
3030 POWERS AVENUE STE C  
JACKSONVILLE FL 32250 US

Represents: UNITED TRANSPORTATION UNION 30-181

MEMBER OF CONGRESS

HONORABLE ALFONSE D'AMATO  
UNITED STATES SENATE  
WASHINGTON DC 20510 US

Represents:

MEMBER OF CONGRESS

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

Represents:

PARTY OF RECORD

IRWIN L. DAVIS  
1900 STATE TOWER BLDG.

SYRACUSE NY 13202 US

Represents: METROPOLITAN DEVELOPMENT ASSOCIATION OF SYRACUSE &  
CENTRAL NEW YORK INC

PARTY OF RECORD

SANDRA J. DEARDEN  
MDCO CONSULTANTS, INC.  
407 SOUTH DEARBORN, SUITE 1145  
CHICAGO IL 60605 US

Represents: MDCO CONSULTANTS INC

NON-PARTY

WILLIAM DICKERSON  
U S ENVIRONMENTAL PROTECTION AGENCY  
401 M STREET SW (2252A)  
WASHINGTON DC 20460 US

Represents:

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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

PARTY OF RECORD

NICHOLAS J. DIMICHAEL  
DONELAN, CLEARBY, ET AL.  
1100 NEW YORK AVENUE N W STE 750  
WASHINGTON DC 20005-3934 US

Represents: ANKER ENERGY CORPORATION  
BUFFALO COAL CO., INC.  
EVERGREEN MINING COMPANY  
MARYLAND COAL ASSOCIATION  
METTIKI COAL CORPORATION  
PBS COALS INC  
TRI-STATE COAL ASSOCIATION  
VENTURE COAL SALES  
WEST VIRGINIA COALS, INC.

MEMBER OF CONGRESS

HONORABLE JOHN D. DINGELL  
U. S. HOUSE OF REPRESENTATIVES

WASHINGTON DC 20515 US

Represents:

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

Represents: WEIRTON STEEL CORPORATION

PARTY OF RECORD  
PAUL M. DONOVAN  
LARGE, WINN, ETAL  
3506 IDAHO AVE NW  
WASHINGTON DC 20016 US

Represents: PORT AUTHORITY OF NEW YORK AND NEW JERSEY  
PORT OF AUTHORITY OF NEW YORK AND NEW JERSEY  
THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

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

Represents: CONSUMERS ENERGY COMPANY  
GPU GENERATION INC

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PARTY OF RECORD  
DANIEL DUFF  
AMERICAN PUBLIC TRANSIT ASSOC  
1201 NEW YORK AV NW  
WASH DC 20005 US

Represents: AMERICAN PUBLIC TRANSIT ASSOCIATION

PARTY OF RECORD  
JOHN K DUNLEAVY  
ASSISTANT ATTORNEY GENERAL  
133 STATE STREET STATE ADM BLDG  
MONTPELIER VT 05633-8001 US

Represents: STATE OF VERMONT

PARTY OF RECORD  
DONALD W DUNLEAVY

230 STATE STREET  
UTU STATE LEG DIR  
PA AFL-CIO BLDG 2ND FL  
HARRISBURG PA 17101-1138 US

Represents: UNITED TRANSPORTATION UNION PENNSYLVANIA STATE  
LEGISLATIVE BOARD

PARTY OF RECORD  
FAY D DUPUIS, CITY SOLICITOR  
CITY HALL  
801 PLUM STREET ROOM 214  
CINCINNATI OH 45202 US

Represents: CITY OF CINCINNATI OHIO

PARTY OF RECORD  
MARTIN T DURKIN ESQ  
DURKIN & BOGGIA ESQS  
PO BOX 378  
71 MT VERNON STREET  
RIDGEFIELD PARK NJ 07660 US

Represents: VILLAGE OF RIDGEFIELD PARK NEW JERSEY

PARTY OF RECORD  
DAVID DYSARD  
TMACOG  
PO BOX 9508  
300 CENTRAL UNION PLAZA  
TOLEDO OH 43697-9508 US

Represents: TOLEDO METRO AREA COUNCIL OF GOVT

PARTY OF RECORD  
GARY A EBERT  
CITY OF BAY VILLAGE  
350 DOVER CENTER ROAD  
BAY VILLAGE OH 44140 US

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Represents: CITY OF BAY VILLAGE OHIO

PARTY OF RECORD  
RICHARD S. EDELMAN  
HIGHSAW MAHONEY CLARKE  
1050 SEVENTEENTH STREET N W, SUITE 210  
WASHINGTON DC 20036 US

Represents: ALLIED RAIL UNIONS

PARTY OF RECORD  
ROBERT EDWARDS

EASTERN TRANSPORT AND LOGISTICS  
1109 LANETTE DRIVE  
CINCINNATI OH 45230 US

Represents: EASTERN TRANSPORT AND LOGISTICS

PARTY OF RECORD  
GARY EDWARDS SUPERINTENDENT OF RR OPERATIONS  
SOMERSET RAILROAD  
7725 LAKE ROAD  
BARKER NY 14012 US

Represents: SOMERSET RAILROAD CORPORATION

PARTY OF RECORD  
DANIEL R. ELLIOTT III ASST GENERAL COUNSEL  
UNITED TRANSPORTATION UNION  
14600 DETROIT AVENUE  
CLEVELAND OH 44107 US

Represents: UNITED TRANSPORTATION UNION

PARTY OF RECORD  
TERRELL ELLIS  
CAESWV  
P O BOX 176  
CLAY WV 25043 US

Represents: CENTRAL APPALACHIA EMPOWERMENT COUNCIL OF WEST VIRGINIA

PARTY OF RECORD  
ROBERT L. EVANS  
OXYCHEM  
P O BOX 909050  
DALLAS TX 75380 US

Represents: OCCIDENTAL CHEMICAL CORPORATION

PARTY OF RECORD  
SARA J FAGNILLI DIRECTOR OF LAW  
CITY OF LAKEWOOD  
12650 DETROIT AVENUE  
LAKEWOOD OH 44107 US

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10/09/1997

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Represents: CITY OF LAKEWOOD OHIO

PARTY OF RECORD  
GERALD W. FAUTH, III  
G. W. FAUTH & ASSOCIATES INC.  
P O BOX 2401

ALEXANDRIA VA 22301 US

Represents: G. W. FAUTH & ASSOCIATES, INC.  
GERALD W FAUTH III

PARTY OF RECORD

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

Represents: DEKALB AGRA INC

PARTY OF RECORD

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

Represents: MILLENNIUM PETROCHEMICALS INC F/K/A QUANTUM CHEMICAL  
CORPORATION

PARTY OF RECORD

EDWARD J FISHMAN  
OPPENHEIMER WOLFF & DONNELLY  
1020 NINETEENTH ST NW STE 400  
WASHINGTON DC 20036 US

Represents: NEW JERSEY DEPARTMENT OF TRANSPORTATION  
NEW JERSEY TRANSIT CORPORATION  
NORTHERN VIRGINIA TRANSPORTATION COMMISSION-POTOMAC

AND

RAPPAHANNOCK TRANSPORTATION COMMISSION  
VERMONT RAILWAY INC

PARTY OF RECORD

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

Represents: UNITED TRANSPORTATION UNION-GENERAL COMMITTEE OF  
ADJUSTMENT  
GO 386

PARTY OF RECORD

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

Represents: MASSACHUSETTS CENTRAL RAILROAD CORPORATION

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

Represents:

MEMBER OF CONGRESS  
HONORABLE TILLIE K FOWLER  
US HOUSE REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents:

NON-PARTY  
ROBERT C. FREAS  
SR. VICE PRESIDENT, MARKETING FRANKLIN INDUSTRIAL MINERALS  
612 TENTH AVENUE, NORTH  
NASHVILLE TN 37203 US

Represents:

PARTY OF RECORD  
GARLAND B GARRETT JR  
NC DEPT OF TRANSPORTATION  
P O BOX 25201  
RALEIGH NC 27611 US

Represents:

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

Represents: BP AMERICA INC

PARTY OF RECORD  
RICHARD A GAYBIL

16700 GENTRY LANE NO 104  
TINLEY PARK IL 60477 US

Represents: RICHARD A GAVRIL

PARTY OF RECORD

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PETER A GILBERTSON  
LOUISVILLE & INDIANA RAILROAD COMPANY  
53 W. JACKSON BOULEVARD, STE 350  
CHICAGO IL 60604 US

Represents: LOUISVILLE & INDIANA RAILROAD COMPANY

PARTY OF RECORD

PETER A GILBERTSON  
REGIONAL RRS OF AMERICA  
122 C ST NW STE 950  
WASHINGTON DC 20001 US

Represents: REGIONAL RAILROADS OF AMERICA

PARTY OF RECORD

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

Represents: AFL LIMITED  
DELAWARE VALLEY RAILWAY COMPANY INC  
HURON AND EASTERN RAILWAY COMPANY INC  
RAILAMERICA INC  
SAGINAW VALLEY RAILWAY COMPANY INC

MEMBER OF CONGRESS

HONORABLE JOHN GLENN  
U. S. SENATE ATTN: ANISA BELL  
200 N HIGH STREET S-600  
COLUMBUS OH 43215-2408 US

Represents:

PARTY OF RECORD

DOUGLAS S GOLDEN  
MAIN LINE MANAGEMENT SERVICES INC  
520 FELLOWSHIP ROAD SUITE A-105  
MOUNT LAUREL NJ 08054-3407 US

Represents: PENNSYLVANIA SENATE TRANSPORTATION COMMITTEE

PARTY OF RECORD  
ANDREW P. GOLDSTEIN  
MCCARTHY, SWEENEY ET AL.  
1750 PENNSYLVANIA AVE NW  
WASHINGTON DC 20006 US

Represents: NATIONAL GRAIN AND FEED ASSOCIATION

PARTY OF RECORD  
JOHN GORDON  
NATIONAL LIME & STONE COMPANY  
P. O. BOX 120  
FINDLAY OH 45840 US

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□

Represents: NATIONAL LIME & STONE COMPANY

MEMBER OF CONGRESS  
HONORABLE BOB GRAHAM  
UNITED STATE SENATE  
WASHINGTON DC 20510 US

Represents:

PARTY OF RECORD  
EDWARD D. GREENBERG  
GALLAND, KHARASCH, MORSE & GARFINKLE  
1054 THIRTY-FIRST STREET NW  
WASHINGTON DC 20007-4492 US

Represents: PROVIDENCE AND WORCESTER RAILROAD COMPANY  
STEEL WAREHOUSE CO INC  
THE INTERNATIONAL PAPER COMPANY

PARTY OF RECORD  
PETER A. GREENE  
THOMPSON HINE FLORY  
1920 N STREET N W, SUITE 800  
WASHINGTON DC 20036 US

Represents: BAY STATE MILLING COMPANY  
BELVIDERE & DELAWARE RIVER RAILWAY  
BLACK RIVER & WESTERN RAILROAD  
EAST PENN RAILWAY INC  
LANCASTER NORTHERN RAILWAY

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

Represents: TOLEDO-LUCAS COUNTY PORT AUTHORITY  
TOLEDO-LUCAS COUNTY PORT AUTHORITY

NON-PARTY  
R A GRICE  
GENERAL CHAIRPERSON UTU  
11017-F GRAVOIS INDUSTRIAL PLAZA  
ST LOUIS MO 63128 US

Represents:

PARTY OF RECORD  
DONALD F GRIFFIN  
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYES  
400 N CAPITOL ST NW SUITE 852  
WASHINGTON DC 20001 US

Represents:

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

Represents: GRA INCORPORATED

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

Represents: PITTSTON COAL COMPANY

PARTY OF RECORD  
JOSEPH GUERRIERI, JR.  
GUERRIERI, EDMOND, ET. AL  
1331 F STREET N W, 4TH FLOOR  
WASHINGTON DC 20004 US

Represents:

PARTY OF RECORD  
DAVID L HALL  
COMMONWEALTH CONSULTING ASSOCIATES  
720 NORTH POST OAK ROAD SUITE 330  
HOUSTON TX 77024 US

Represents: SHELL CHEMICAL COMPANY  
SHELL OIL COMPANY

MEMBER OF CONGRESS  
HON. LEE N. HAMILTON  
UNITED STATES HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents:

PARTY OF RECORD  
MICHAEL P HARMONIS  
U S DEPT OF JUSTICE  
325 7TH STREET SUITE 500  
WASHINGTON DC 20530 US

Represents: U S DEPARTMENT OF JUSTICE  
U. S. DEPARTMENT OF JUSTICE

PARTY OF RECORD  
JAMES W HARRIS  
THE METROPOLITAN PLANNING ORGANIZATION  
1 WORLD TRADE CENTER STE 92 EAST  
NEW YORK NY 10048-0043 US

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Represents:

PARTY OF RECORD  
NICOLE HARVEY  
THE DOW CHEMICAL COMPANY  
2020 DOW CENTER  
MIDLAND MI 48674 US

Represents: THE DOW CHEMICAL COMPANY

PARTY OF RECORD  
JOHN D. HEFFNER, ESQ.  
REA, CROSS & AUCHINCLOSS  
1900 N STREET NW SUITE 400  
WASHINGTON DC 20036 US

Represents: EMPIRE STATE PASSENGER ASSOCIATION  
FORT ORANGE PAPER COMPANY  
NEW YORK CROSS HARBOR RAILROAD TERMINAL CORPORATION  
WABASH & WESTERN RAILWAY CO D. B. A. MICHIGAN SOUTHERN  
RAILROAD INC

PARTY OF RECORD  
R J HENEFELD

PPG INDUSTRIES INC  
ONE PPG PLACE  
PITTSBURGH PA 15272 US

Represents: PPG INDSTRUTRIES INC. .

NON-PARTY

G W HERKNER JR  
NJ TRANSIT RAIL OPERATIONS  
ONE PENN PLAZA EAST  
NEWARK NJ 07105 US

Represents:

PARTY OF RECORD  
WILLIAM P HERNAN JR GENERAL CHAIRMAN  
P O BOX 160  
HILLIARD OH 43026 US

Represents:

PARTY OF RECORD  
CHARLES S HESSE, PRESIDENT  
CHARLES HESSE ASSOCIATES  
9270 STONEY BROOK DRIVE  
CHAGRIN FALLS OH 44023 US

Represents: OHIO STEEL INDUSTRY ADVISORY COUNCIL

NON-PARTY

LYNN A. HIBER

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A. E. STALEY MFG. CO  
2200 E ELDORADO STREET  
DECATUR IL 62526 US

Represents:

PARTY OF RECORD  
ERIC M. HOOKY  
GOLLATS, GRIFFIN, EWING  
213 WEST MINER STREET  
WEST CHESTER PA 19381-0796 US

Represents: ALLEGHENY & EASTERN RAILROAD INC  
BETHLEHEM STEEL CORPORATION ET AL  
BUFFALO & PITTSBURGH RAILROAD INC  
BUFFALO & PITTSBURGH RAILROAD, INC.  
NEW YORK SUSQUEHANNA AND WESTERN RAILWAY CORPORATION  
PITTSBURG & SHAWMUT RAILROAD INC

PITTSBURG & SHAWMUT RAILROAD INC  
READING BLUE MOUNTAIN & NORTHERN RAILROAD COMPANY  
READING BLUE MOUNTAIN AND NORTHERN RAILROAD COMPANY  
ROCHESTER & SOUTHERN RAILROAD INC  
ROCHESTER & SOUTHERN RAILROAD INC

PARTY OF RECORD  
JAMES E. HOWARD  
90 CANAL STREET  
BOSTON MA 02114 US

Represents: COALITION OF NORTHEASTERN GOVERNORS

PARTY OF RECORD  
JOHN HOY  
P O BOX 117  
GLEN BURNIE MD 21060 US

Represents: BALTIMORE AREA TRANSIT ASSOCIATION

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

Represents:

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

Represents: CITY OF DUNKIRK NEW YORK

PARTY OF RECORD

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

Represents: ROCHESTER GAS AND ELECTRIC CORPORATION

PARTY OF RECORD  
WILLIAM P. JACKSON, JR.  
JACKSON & JESSUP, P. C.  
P O BOX 1240  
3426 NORTH WASHINGTON BLVD

ARLINGTON VA 22210 US

Represents: A T MASSEY COAL COMPANY INC ET AL

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

Represents: JACOBS INDUSTRIES

GOVERNOR  
HONORABLE FOB JAMES  
GOVERNOR  
STATE OF ALABAMA  
MONTGOMERY AL 36130 US

Represents:

PARTY OF RECORD  
DOREEN C JOHNSON CHIEF ANTITRUST SECTION  
OHIO ATTY GENERAL OFFICE  
30 E BROAD STREET 16TH FLOOR  
COLUMBUS OH 43215 US

Represents: OHIO ATTORNEY GENERALS OFFICE

PARTY OF RECORD  
ERIKKA C JONES  
MAYER BROWN & PLATT  
2000 PA AV NW  
WASH DC 20006-1882 US

Represents: BURLINGTON NORTHERN RAILROAD AND SANTA FE RAILWAY  
COMPANY  
BURLINGTON NORTHERN RAILROAD  
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

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

Represents: NORTH AMERICAN LOGISTIC SERVICES A DIVISION OF MARP

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INCORPORATED

PARTY OF RECORD  
FRANK N JORGENSEN  
THE ELK RIVER RAILROAD INC

P O BOX 460  
SUMMERSVILLE WV 26651 US

Represents: THE ELK RIVER RAILROAD INC

PARTY OF RECORD  
FRITZ R KAHN  
1100 NEW YORK AVENUE NW SUITE 750 WEST  
WASHINGTON DC 20005-3934 US

Represents: MARTIN MARIETTA MATERIALS INC  
SHINTECH INC

PARTY OF RECORD  
STEVEN J. KALISH  
MCARTHY, SWEENEY & HARKAWAY  
1750 PENNSYLVANIA AVE NW  
WASHINGTON DC 20006-4502 US

Represents: THE TOWN OF HAYMARKET

MEMBER OF CONGRESS  
HON MARCY KAPTUR  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents:

PARTY OF RECORD  
LARRY B. KARNES  
TRANSPORTATION BUILDING  
PO BOX 30050  
425 WEST OTTAWA  
LANSING MI 48909 US

Represents: MICHIGAN DEPARTMENT OF TRANSF

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

Represents: CHAMPION INTERNATIONAL CORPORATION

PARTY OF RECORD  
DAVID D KING  
BEAUFORT AND MOREHEAD RR CO  
PO BOX 25201  
RALEIGH NC 27611-5201 US

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□

Represents:

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

Represents: UNITED TRANSPORTATION UNION GENERAL COMMITTEE OF  
ADJUSTMENT  
N & W-C

PARTY OF RECORD  
MITCHELL M KRAUS GENERAL COUNSEL  
TRANSPORTATION COMMUNICATIONS INTERNATIONAL UNION  
3 RESEARCH PLACE  
ROCKVILLE MD 20850 US

Represents: TRANSPORTATION COMMUNICATIONS INTERNATIONAL UNION

PARTY OF RECORD  
HON DENNIS J KUCINICH  
UNITED STATES HOUSE REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents: CITIZENS 10TH CONGRESSIONAL DISTRICT OF OHIO

MEMBER OF CONGRESS  
HONORABLE JOHN J. LAFALCE  
UNITED STATES HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents:

PARTY OF RECORD  
PAUL H. LAMBOLEY  
1020 NINETEENTH STREET, N.W., STE 400  
WASHINGTON DC 20036-6115 US

Represents: RESOURCES WAREHOUSING & CONSOLIDATION SERVICES INC  
SOUTHERN TIER WEST REGIONAL PLANNING AND DEVELOPMENT

BOARD

TRANSPORTATION INTERMEDIARIES ASSOCIATION

MEMBER OF CONGRESS  
HON. STEVE LATOURETTE  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents:

NON-PARTY  
LAURENCE R. LATOURETTE  
PRESTON GATES ELLIS ETAL

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1735 NY AVE NW SUITE 500  
WASHINGTON DC 20006 US

Represents: STATE OF MARYLAND

MEMBER OF CONGRESS  
STEVEN C. LATOURETTE  
CONGRESS OF THE UNITED STATES  
HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents:

PARTY OF RECORD  
J PATRICK LATE  
HEAVY LIFT CARGO SYSTEM  
PO BOX 51491  
INDIANAPOLIS IN 46251-0491 US

Represents: HEAVY LIFT CARGO SYSTEMS

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

Represents: SOUTHEASTERN PENNSYLVANIA TRANSPORTATION AUTHORITY

PARTY OF RECORD  
SHERRI LEHMAN DIRECTOR OF CONGRESSIONAL AFFAIRS  
CORN REFINERS ASSOC  
1701 PA AV NW  
WASH DC 20006-5675 US

Represents: CORN REFINERS ASSOCIATION INC

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

Represents:

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

Represents:

PARTY OF RECORD  
THOMAS J. LITWILER  
OPPENHEIMER WOLFF & DONNELLY

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□ 180 N STETSON AVE 45TH FLOOR  
CHICAGO IL 60601 US

Represents: CEDAR RIVER RAILROAD COMPANY  
FOX VALLEY & WESTERN LTD  
ILLINOIS CENTRAL RAILROAD COMPANY CHICAGO CENTRAL &

PACIFIC

RAILROAD COMPANY AND CEDAR RIVER RAILROAD COMPANY  
R J CORMAN PARTIES  
R J CORMAN RAILROAD COMPANIES  
SAULT STE MARIE BRIDGE COMPANY  
TRANSTAR INC AND LESSEMER AND LAKE ERIE RAILROAD

COMPANY

TRANSTAR INC AND ELGIN JOLIET AND EASTERN RAILROAD

COMPANY

WISCONSIN CENTRAL LTD  
WISCONSIN CENTRAL TRANSPORTATION CORPORATION

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

Represents: TRI-STATE TRANSPORTATION CAMPAIGN

PARTY OF RECORD  
C MICHAEL LOFTUS  
SLOVER & LOFTUS  
1224 SEVENTEENTH STREET NW  
WASHINGTON DC 20036 US

Represents: CENTERIOR ENERGY CORPORATION  
DETROIT EDISON COMPANY  
EAST CHICAGO INDIANA-HAMMOND INDIANA-BARY INDIANA-

WHITING

INDIANA THE FOUR CITY CONSORTIUM  
POTOMAC ELECTRIC POWER COMPANY  
POTOMAC ELECTRIC POWER COMPANY

THE DETROIT EDISON COMPANY

PARTY OF RECORD  
DENNIS G LYONS  
ARNOLD & PORTER  
555 TWELFTH STREET NW  
WASHINGTON DC 20004 US

Represents: CSX CORPORATION INC  
CSX TRANSPORTATION INC  
CSX TRANSPORTATION INC

PARTY OF RECORD  
GORDON P. MACDOUGALL  
1025 CONNECTICUT AVE NW SUITE 410  
WASHINGTON DC 20036 US

Represents: CHARLES D BOLAM  
FRANK R PICKELL  
JOHN D FITZGERALD  
JOSEPH C SZABO

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SERVICE UNIT FOR STB FD 33388 0  
Records: 32

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  
-----

MEMBER OF CONGRESS  
HONORABLE CONNIE MACK  
UNITED STATES SENATE  
WASHINGTON DC 20510-0914 US

Represents:

NON-PARTY  
LARRY D MACKLIN  
INDIANA DIVISION OF HISTORIC PRESEPVATION  
402 W WASHINGTON STREET RM 274  
INDIANAPOLIS IN 46204 US

Represents:

PARTY OF RECORD  
RON MARQUARDT  
LOCAL UNION 1810 UMWA

R D #2  
RAYLAND OH 43943 US

Represents:

PARTY OF RECORD  
ROBERT E MARTINEZ  
VA SECRETARY OF TRANSP  
P O BOX 1475  
RICHMOND VA 23218 US

Represents: COMMONWEALTH OF VIRGINIA

PARTY OF RECORD  
JOHN K. MASER, III  
DONELAN, CLEARY, WOOD, MASER  
1100 NEW YORK AVE NW SUITE 750  
WASHINGTON DC 20005-3934 US

Represents: ACME STEEL COMPANY  
AK STEEL CORPORATION  
CARGILL INCORPORATED  
ERIE-NIAGARA RAIL STEERING COMMITTEE  
INSTITUTE OF SCRAP RECYCLING INDUSTRIES INC  
JOSEPH SMITH & SONS INC  
NIAGARA MOHAWK POWER CORPORATION

NON-PARTY  
THEODORE H MATTHEWS  
N J DEPARTMENT OF TRANSPORTATION  
1035 PARKWAY AVENUE CN-600

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10/08/1997  
Page 26  
TRENTON NJ 08625 US

Represents:

PARTY OF RECORD  
DAVID J MATTY  
CITY OF ROCKY RIVER  
21012 HILLIARD ROAD  
ROCKY RIVER OH 44116-3398 US

Represents: CITY OF ROCKY RIVER OHIO

PARTY OF RECORD  
GEORGE W MAYO JR  
HOGAN & HARTSON L.L.P.  
555 THIRTEENTH STREET NW  
WASHINGTON DC 20004-1119 US

Represents: CANADIAN PACIFIC RAILWAY COMPANY

DELAWARE AND HUDSON RAILWAY COMPANY INC  
DELAWARE AND HUDSON RAILWAY COMPANY INC  
SOO LINE CORP  
SOO LINE RAILROAD CO  
SOO LINE RAILROAD COMPANY  
SOO LINE RAILROAD COMPANY  
ST LAWRENCE & HUDSON RAILWAY COMPANY LIMITED

PARTY OF RECORD

MICHAEL F. MCBRIDE  
LEBOEUF LAMB GREENE & MACRAE, L. L. P.  
1875 CONNECTICUT AVE N W, STE 1200  
WASHINGTON DC 20009 US

Represents: AMERICAN COAL SALES COMPANY  
AMERICAN ELECTRIC POWER SERVICE CORPORATION ET AL  
AMERICAN ELECTRIC POWER  
ATLANTIC CITY ELECTRIC COMPANY  
CSX-NS  
DELMARVA POWER & LIGHT COMPANY  
FERTILIZER INSITUTE  
INDIANAPOLIS POWER & LIGHT COMPANY  
OHIO MINING AND RECLAMATION ASSOCIATION  
THE FERTILIZER INSTITUTE  
THE OHIO VALLEY COAL COMPANY

PARTY OF RECORD

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

Represents: NEW YORK & ATLANTIC RAILWAY COMPANY

PARTY OF RECORD

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

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10/28 1997

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=

Represents: INLAND STEEL INDUSTRIES INC

PARTY OF RECORD

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

Represents: ASHTA CHEMICAL INC  
ASHTA CHEMICALS INC

PARTY OF RECORD

THOMAS F. MCFARLAND, JR.  
MCFARLAND & HERMAN  
20 NORTH WACKER DRIVE, SUITE 1330  
CHICAGO IL 60606-3101 US

Represents: KOKOMO GRAIN CO INC

PARTY OF RECORD

JAMES F. MCGRAIL  
COMMONWEALTH OF MASS. EXEC. OFFICE OF TRANSP. & CONST.  
10 PARK PLAZA ROOM 3170  
BOSTON MA 02116-3969 US

Represents: COMMONWEALTH OF MASSACHUSETTS EXECUTIVE OFFICE OF  
TRANSPORTATION AND CONSTRUCTION

PARTY OF RECORD

FRANCIS G. MCKENNA  
ANDERSON & PENDLETON  
1700 K ST NW SUITE 1107  
WASHINGTON DC 20006 US

Represents: WEST VIRGINIA STATE RAIL AUTHORITY

PARTY OF RECORD

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

Represents: CUDELL IMPROVEMENT INC

MEMBER OF CONGRESS

HONORABLE MICHAEL MCNULTY  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-3101 US

Represents:

NON-PARTY

GEORGE MESIRES  
STATE OF NY ASSISTANT ATTORNEY GENERAL

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10/08/1997

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120 BROADWAY SUITE 2601  
NEW YORK NY 10071 US

Represents:

PARTY OF RECORD

H DOUGLAS MIDNIGHT

THOMAS F. MCFARLAND, JR.  
MCFARLAND & HERMAN  
20 NORTH WACKER DRIVE, SUITE 1330  
CHICAGO IL 60606-3101 US

Represents: KOKOMO GRAIN CO INC

PARTY OF RECORD

JAMES F. MCGRAIL  
COMMONWEALTH OF MASS. EXEC. OFFICE OF TRANSP. & CONST.  
10 PARK PLAZA ROOM 3170  
BOSTON MA 02116-3969 US

Represents: COMMONWEALTH OF MASSACHUSETTS EXECUTIVE OFFICE OF  
TRANSPORTATION AND CONSTRUCTION

PARTY OF RECORD

FRANCIS G. MCKENNA  
ANDERSON & PENDLETON  
1700 K ST NW SUITE 1107  
WASHINGTON DC 20006 US

Represents: WEST VIRGINIA STATE RAIL AUTHORITY

PARTY OF RECORD

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

Represents: CUDELL IMPROVEMENT INC

MEMBER OF CONGRESS

HONORABLE MICHAEL MCNULTY  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-3221 US

Represents:

NON-PARTY

GEORGE MESIRES  
STATE OF NY ASSISTANT ATTORNEY GENERAL

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10/08/1997

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120 BROADWAY SUITE 2601  
NEW YORK NY 10071 US

Represents:

PARTY OF RECORD

H DOUGLAS MIDKIFF

65 WEST BROAD ST STE 101  
ROCHESTER NY 14614-2110 US

Represents: GENESEE TRANSPORTATION COUNCIL

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

Represents:

PARTY OF RECORD  
CLINTON J MILLER, III, GENERAL COUNSEL  
UNITED TRANSPORTATION UNION  
14600 DETROIT AVENUE  
CLEVELAND OH 44107-4250 US

Represents:

PARTY OF RECORD  
G. PAUL MOATES  
SIDLEY & AUSTIN  
1720 EYE STREET NW  
WASHINGTON DC 20006 US

Represents: MOATES SIDLEY & AUSTIN

PARTY OF RECORD  
C V MCNIN  
BROTHERHOOD OF LOCOMOTIVE ENGINEERS  
1370 ONTARIO STREET  
CLEVELAND OH 44113 US

Represents: BROTHERHOOD OF LOCOMOTIVE ENGINEERS

NON-PARTY  
JEFFREY R. MORELAND  
THE BURLINGTON NORTHERN SANTA FE CORPORATION  
1700 EAST GOLF ROAD  
SCHAUMBURG IL 60173 US

Represents:

PARTY OF RECORD  
KARL MORELL  
BALL JANIK LLP

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10/08/1997

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1455 F STREET NW SUITE 208

WASHINGTON DC 20005 US

Represents: ANN ARBOR RAILROAD  
CHICAGO RAIL LINK LLC  
CONNECTICUT SOUTHERN RAILROAD INC  
GEORGIA WOODLANDS RAILROAD L L C  
INDIANA & OHIO RAILWAY COMPANY  
INDIANA AND OHIO RAILROAD INC  
INDIANA SOUTHERN RAILROAD INC  
MANUFACTURERS JUNCTION RAILWAY L L C  
NEW ENGLAND CENTRAL RAILROAD INC  
NEWBURGH & SOUTH SHORE RAILROAD LTD  
NORTHERN OHIO & WESTERN RAILWAY L L C  
PITTSBURGH INDUSTRIAL RAILROAD INC

NON-PARTY

JEFFREY O. MORENO  
DONELAN CLEARY WOOD MASER  
1100 NEW YORK AVENUE N W, SUITE 750  
WASHINGTON DC 20005-3934 US

Represents:

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

Represents: BUNGE CORPORATION

PARTY OF RECORD  
WILLIAM A. MULLINS  
TROUTMAN SANDERS LLP  
1300 I STREET NW SUITE 500 EAST  
WASHINGTON DC 20005-3314 US

Represents: GATEWAY EASTERN Rwy COMPANY  
GATEWAY WESTERN RAILWAY COMPANY  
NEW YORK STATE ELECTRIC & GAS CORPORATION  
THE GATEWAY EASTERN RAILWAY COMPANY  
THE GATEWAY WESTERN RAILWAY COMPANY  
THE KANSAS CITY SOUTHERN RAILWAY COMPANY

PARTY OF RECORD  
JOHN R MADOLNY, VICE PRESIDENT & GENERAL COUNSEL  
BOSTON & MAINE CORPORATION  
IRON HORSE PARK  
NO BILLERICA MA 01860 US

Represents: BIM  
BOSTON AND MAINE CORPORATION  
MAINE CENTRAL RAILROAD COMPANY  
SPRINGFIELD TERMINAL RAILWAY COMPANY

PARTY OF RECORD  
SAMUEL J NASCA

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

Represents: UNITED TRANSPORTATION UNION NEW YORK STATE LEGISLATIVE  
BOARD

MEMBER OF CONGRESS  
ROBERT W. NEY HONORABLE  
CONGRESS OF THE UNITED STATES  
HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents:

NON-PARTY  
GERALD P NORTON  
HARKINS CUNNINGHAM  
1300 19TH ST NW SUITE 600  
WASHINGTON DC 20036 US

Represents:

PARTY OF RECORD  
SANDRA L NUNN  
FROST & JACOBS LLP  
201 EAST FIFTH STREET  
CINCINNATI OH 45202 US

Represents: SOUTHWEST OHIO REGIONAL TRANSIT AUTHORITY

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

Represents: DEPARTMENT OF DEFENSE VA  
U. S. DEPARTMENT OF THE ARMY

PARTY OF RECORD  
KEITH G O'BRIEN  
REA, CROSS AND AUCHINCLOSS  
1900 N STREET NW, STE 420  
WASH DC 20036 US

Represents: OHIO RAIL DEVELOPMENT COMMISSION  
PUBLIC UTILITIES COMMISSION OF OHIO

REDLAND OHIO INC

PARTY OF RECORD  
D J O'CONNELL  
GENERAL CHAIRPERSON UTU  
410 LANCASTER AVE STE 3  
HAVERFORD PA 19041 US

Represents: UNITED TRANSPORTATION UNION GENERAL COMMITTEE OF  
ADJUSTMENT

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 GO-770

PARTY OF RECORD  
CHRISTOPHER C O'HARA  
BRICKFIELD BURCHETTE & RITTS PC  
1025 THOMAS JEFFERSON ST NW EIGHTH FLOOR  
WASHINGTON DC 20007 US

Represents: STEEL DYNAMICS INC

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

Represents:

PARTY OF RECORD  
JOHN L. OBERDORFER  
PATTON BOGGS LLP  
2550 M ST NW  
WASHINGTON DC 20037-1331 US

Represents: COMMONWEALTH OF PENNSYLVANIA GOVERNOR THOMAS J RIDGE  
AND PENNSYLVANIA DEPARTMENT OF TRANSPORTATION  
COMMONWEALTH OF PENNSYLVANIA GOVERNOR THOMAS J RIDGE  
AND THE DEPARTMENT OF TRANSPORTATION

PARTY OF RECORD  
BYRON D. OLSEN  
FELHABER LARSON FENLON & VOST PA  
601 SECOND AVENUE SOUTH 4000 FIRST BANK PLACE  
MINNEAPOLIS MN 55402-4810 US

Represents: EASTMAN KODAK COMPANY

PARTY OF RECORD  
L JOHN OSBORN

SONNENSCHN NATH & ROSENTHAL  
1301 K STREET NW STE 600  
WASH DC 20005 US

Represents: CANADIAN NATIONAL RW CO  
CANADIAN NATIONAL RAILWAY COMPANY  
GRAND TRUNK WESTERN RAILROAD INCORPORATED

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

Represents: TENNESSEE VALLEY AUTHORITY

NON-PARTY  
TENNYSON E.L. P.E.

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□ 2233 ABBOTSFORD DRIVE, RFD 55  
VIENNA VA 22181-3220 US

Represents:

PARTY OF RECORD  
MONTY L PARKER  
CMC STEEL GROUP  
P O BOX 911  
SEGUIN TX 78158 US

Represents: CMC STEEL GROUP  
COMMERCIAL METALS COMPANY

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

Represents:

PARTY OF RECORD  
LAWRENCE PEPPER JR  
GRUCCIO PEPPER  
817 EAST LANDIS AV  
VINELAND NJ 08360 US

Represents: SOUTH JERSEY TRANSPORTATION PLANNING ORGANIZATION

PARTY OF RECORD

F R PICKELL  
GENERAL CHAIRPERSON UTU  
6797 NORTH HIGH ST STE 108  
WORTHINGTON OH 43085 US

Represents: UNITED TRANSPORTATION UNION GENERAL COMMITTEE OF  
ADJUSTMENT CONRAIL WEST & SOUTH/NORFOLK SOUTHERN RAILWAY CO GO-  
777

PARTY OF RECORD  
PATRICK R PLUMMER  
GUERRIERI EDMOND & CLAYMAN PC  
1331 F ST NW  
WASH DC 20004 US

Represents: INTERNATIONAL ASSOCIATION OF MACHINISTS AND AEROSPACE  
WORKERS  
UNITED RAILWAY SUPERVISOR'S ASSOCIATION

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

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\*  Represents:

PARTY OF RECORD  
JOSEPH R. POMPONIO  
FEDERAL RAILROAD ADMIN.  
400 7TH ST SW RCC-20  
WASHINGTON DC 20590 US

Represents: FEDERAL RAILROAD ADMINIST.

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

Represents:

PARTY OF RECORD  
LARRY R. PRUDEN  
TRANS. COMM. INTL UNION  
3 RESEARCH PLACE  
ROCKVILLE MD 20850 US

Represents:

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

Represents:

PARTY OF RECORD  
HAROLD P QUINN JR SENIOR VP & GENERAL COUNSEL  
NATL MINING ASSOCIATION  
1130 SEVENTEENTH ST NW  
WASH DC 20036 US

Represents: NATIONAL MINING ASSOCIATION

MEMBER OF CONGRESS  
HONORABLE JACK REED  
U. S. SENATE  
WASHINGTON DC 20510 US

Represents:

PARTY OF RECORD  
J T REED  
GENERAL CHAIRPERSON UTU  
7785 BAYMEADOWS WAY STE 109  
JACKSONVILLE FL 32256 US

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10/08/1997  
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Represents: UNITED TRANSPORTATION UNION GENERAL COMMITTEE OF  
ADJUSTMENT

B&C

MEMBER OF CONGRESS  
JACK REED  
UNITED STATES SENATE  
HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20510 US

Represents:

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

Represents:

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

Represents:

NON-PARTY  
IRENE RINGWOOD  
BALL JANIK LLP  
1455 F STREET NW SUITE 225  
WASHINGTON DC 20005 US

Represents:

PARTY OF RECORD  
ARVID E. ROACH II  
COVINGTON & BURLING  
PO BOX 7566  
1201 PENNSYLVANIA AVE N W  
WASHINGTON DC 20044-7566 US

Represents:       UNION PACIFIC CORP  
                  UNION PACIFIC CORPORATION  
                  UNION PACIFIC RAILROAD COMPANY

MEMBER OF CONGRESS  
HON. CHARLES ROBB  
UNITED STATES SENATE  
WASHINGTON DC 20510 US

Represents:

PARTY OF RECORD  
JAMES F ROBERTS  
210 E LOMBARD STREET  
BALTIMORE MD 21202 US

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Represents:       COALARBED INTERNATIONAL TRADING

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

Represents: EFFINGHAM RAILROAD COMPANY  
ILLINOIS WESTERN RAILROAD COMPANY

PARTY OF RECORD  
J L RODGERS  
GENERAL CHAIRMAN UTU  
480 OSCEOLA AVENUE  
JACKSONVILLE FL 32250 US

Represents: UNITED TRANSPORTATION UNION GO-513

PARTY OF RECORD  
EDWARD J RODRIQUEZ  
PO BOX 298  
67 MAIN ST  
CENTERBROOK CT 06409 US

Represents: HOUSATONIC RAILROAD CO INC  
HOUSATONIC RAILROAD COMPANY INC

PARTY OF RECORD  
DAVID ROLOFF  
GOLDSTEIN & ROLOFF  
526 SUPERIOR AVENUE EAST SUITE 1440  
CLEVELAND OH 44114 US

Represents: LOCAL 1913 INTERNATIONAL LONGSHOREMEN'S UNION

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

Represents: ARCHER DANIELS MIDLAND COMPANY

PARTY OF RECORD  
JOHN JAY ROSACKER  
KS, DEPT OF TRANSP  
317 SE 4TH ST 2ND FLOOR  
TOPEKA KS 66603 US

Represents: KANSAS DEPARTMENT OF TRANSPORTATION

NON-PARTY  
CHARLES M. ROSENBERGER

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CSX TRANSPORTATION  
500 WATER STREET  
JACKSONVILLE FL 32202 US

Represents:

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

Represents: STATE OF ILLINOIS

MEMBER OF CONGRESS  
HON WILLIAM V. ROTH JR  
U S SENATE  
WASHINGTON DC 20510-0001 US

Represents:

NON-PARTY  
WILLIMA V. ROTH, JR.  
UNITED STATES SENATE  
104 HART SENATE OFFICE BUILDING  
WASHINGTON DC 20510 US

Represents:

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

Represents:

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

Represents: INDIAN CREEK RAILROAD COMPANY

MEMBER OF CONGRESS  
RICK SANTORUM  
UNITED STATES SENATE  
WASHINGTON DC 20510-3814 US

Represents:

PARTY OF RECORD  
R K SARGENT

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GENERAL CHAIRPERSON UTU  
1319 CHESTNUT STREET  
KENOVA WV 25530 US

Represents: UNITED TRANSPORTATION UNION GENERAL COMMITTEE OF  
ADJUSTMENT CSXT -C&O NORTH

NON-PARTY

JOHN L SARRATT  
KILPATRICK STOCKTON LLP  
4101 LAKE BOONE TRAIL  
RALEIGH NC 27607 US

Represents:

MEMBER OF CONGRESS  
HON. THOMAS C SAWYER  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents:

PARTY OF RECORD  
ALICE C. SAYLOR  
THE AMERICAN SHORT LINE RAILROAD ASSOCIATION  
1120 G STREET, N. W., SUITE 520  
WASHINGTON DC 20005 US

Represents: AMERICAN SHORT LINE RAILROAD ASSOCIATION

PARTY OF RECORD  
SCOTT M SAYLOR  
NORTH CAROLINA RAILROAD COMPANY  
3000 ATLANTIC AV STE 111  
RALEIGH NC 27604-1640 US

Represents:

PARTY OF RECORD  
C CRAIG SCHELTER  
PHILADELPHIA INDUSTRIAL DEVELOPMENT CORPORATION  
1600 MARKET STREET  
PHILADELPHIA PA 19102 US

Represents: PHILADELPHIA INDUSTRIAL DEVELOPMENT CORPORATION

PARTY OF RECORD  
THOMAS E. SCHICK  
CHEMICAL MANUF. ASSOC.  
1300 WILSON BOULEVARD

ARLINGTON VA 22209 US

Represents: CHEMICAL MANUFACTURERS ASSOCIATION

PARTY OF RECORD

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FREDERICK H SCHRANCK  
PO BOX 778  
DOVER DE 19903 US

Represents: DELAWARE DEPARTMENT OF TRANSPORTATION

PARTY OF RECORD

RANDOLPH L. SEGER  
MCHALE COOK & WELCH PC  
320 N MERIDIAN STREET STE 1100  
INDIANAPOLIS IN 46204 US

Represents: CITY OF INDIANAPOLIS INDIANA

PARTY OF RECORD

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

Represents: CENTRAL HUDSON GAS & ELECTRIC CORPORATION

NON-PARTY

DENISE L. SEJNA CITY ATTORNEY  
CITY OF HAMMOND  
5925 CALUMET AV  
HAMMOND IN 46320 US

Represents:

PARTY OF RECORD

ANTHONY P. SEMANCIK  
347 MADISON AVENUE  
NEW YORK NY 10017-3706 US

Represents: METROPOLITAN TRANSPORTATION AUTHORITY

PARTY OF RECORD

ROGER A. SEPPE  
INDIANA HARBOR BELT RP  
175 WEST JACKSON BOULEVARD SUITE 1401  
CHICAGO IL 60604 US

Represents: INDIANA HARBOR BELT RAILROAD COMPANY

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

Represents: TUSCOLA & SAGINAW BAY RAILWAY COMPANY INC

NON-PARTY

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☐ KEVIN M SHEYS  
OPPENHEIMER WOLFF ET AL.  
1020 NINETEENTH STREET N W SUITE 400  
WASHINGTON DC 20036-6105 US

Represents: POTOIAC AND RAPPAHANNOCK TRANSPORTATION COMMISSION  
R.J. CORMAN

NON-PARTY

ARNOLD K SHIMELMAN  
CONNECTICUT ASSISTANT ATTORNEY GENERAL  
P O BOX 317546  
NEWINGTON CT 06131 US

Represents:

PARTY OF RECORD  
MARK H SIDMAN  
WEINER, BRODSKY, SIDMAN & KIDER  
1350 NEW YORK AVENUE, N.W., SUITE 800  
WASHINGTON DC 20005-4794 US

Represents: CENTRAL RAILROAD CO OF INDIANA  
CENTRAL RAILROAD COMPANY OF INDIANA

PARTY OF RECORD  
PHILIP G SIDO  
UNION CAME CORPORATION  
1800 VALLEY ROAD  
WAYNE NJ 07470 US

Represents: UNION CAME CORPORATION

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

Represents: AMERICAN TRUCKING ASSOCIATIONS INC

PARTY OF RECORD  
PATRICK B SIMMONS  
NC DEPT OF TRANSPORT  
1 S WILMINGTON STREET ROOM 557  
RALEIGH NC 27611 US

Represents: NORTH CAROLINA DEPARTMENT OF TRANSPORTATION

NON-PARTY  
SHIRLEY E. SIMON  
2328 W. VENANGO STREET  
PHILADELPHIA PA 19140-3824 US

Represents:  
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PARTY OF RECORD  
RICHARD G SLATTERY  
AMTRAK  
60 MASSACHUSETTS AVENUE N E  
WASHINGTON DC 20002 US

Represents:

PARTY OF RECORD  
WILLIAM L. SLOVER  
SLOVER & LOFTUS  
1224 SEVENTEENTH STREET NW  
WASHINGTON DC 20036-3003 US

Represents: STATE OF NEW YORK DEPARTMENT OF TRANSPORTATION  
STATE OF NEW YORK OFFICE OF THE ATTORNEY GENERAL

NON-PARTY  
CARL W SMITH  
AMVEST CORPORATION  
ONE BOAR'S PLACE  
CHARLOTTESVILLE VA 22915 US

Represents:

PARTY OF RECORD  
GARRET G SMITH  
MOBIL OIL CORPORATION  
3225 GALLONS RD RM 3A113  
FAIRFAX VA 22037-0001 US

Represents: MOBIL OIL CORPORATION

MEMBER OF CONGRESS  
HON ROBERT F SMITH  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents:

PARTY OF RECORD  
PAUL SAMUEL SMITH  
U. S. DEPT OF TRANSP  
400 7TH ST SW , ROOM 4102 C-30  
WASHINGTON DC 20590 US

Represents. U S DEPARTMENT OF TRANSPORTATION  
U S DEPARTMENT OF TRASPORTATION

NON-PARTY  
JOHN W. SNOW  
ONE JAMES CENTER  
901 EAST CARY STREET  
RICHMOND VA 23219-4031 US

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10/08/1997

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Represents:

PARTY OF RECORD  
MIKE SPAHIS  
FINA OIL & CHEMICAL CO.  
PO BOX 2159  
DALLAS TX 75201 US

Represents: FINA OIL AND CHEMICAL COMPANY

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

Represents:

PARTY OF RECORD  
CHARLES A SPITULNIK  
HOPKINS & SUTTER  
888 SIXTEENTH STREET NW  
WASHINGTON DC 20006 US

Represents: COMPUTER RAIL DIV OF THE REGIONAL TRANSPT AUTHORITY

AND THE  
METRA

NORTHEAST ILLINOIS REGIONAL COMMUTER RR CORP D/B/A  
FLORIDA POWER & LIGHT COMPANY  
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION  
PHILADELPHIA BELT LINE RAILROAD COMPANY

NON-PARTY

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

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MEMBER OF CONGRESS

HON. LOUIS E. STOKES  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents:

PARTY OF RECORD

EILEEN S. STOMMES, DIRECTOR, T&M DIVISION  
AGRICULTURAL MARKETING SERVICE, USDA  
P. O. BOX 96456  
WASHINGTON DC 20090-6456 US

Represents: U S DEPARTMENT OF AGRICULTURE

NON-PARTY

SCOTT N. STONE

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PATTON BOGGS L.L.P.  
2550 M STREET NW 7TH FLOOR  
WASHINGTON DC 20037-1949 US

Represents:

MEMBER OF CONGRESS

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

Represents:

PARTY OF RECORD

D G STRUNK JR  
GENERAL CHAIRPERSON UTU  
817 KILBOURNE STREET

BELLEVUE OH 44811 US

Represents: UNITED TRANSPORTATION UNION GENERAL COMMITTEE OF  
ADJUSTMENT  
GO-687

PARTY OF RECORD  
JAMES F SULLIVAN  
CT DEPT OF TRANSPORTATION  
P O BOX 317546  
NEWINGTON CT 06131 US

Represents: CONNECTICUT DEPARTMENT OF TRANSPORTATION

PARTY OF RECORD  
DANIEL J. SWEENEY  
MCCARTHY, SWEENEY & HARKAWAY, P. C.  
1750 PENNSYLVANIA AVE NW, STE 1105  
WASHINGTON DC 20006 US

Represents: PENNSYLVANIA POWER & LIGHT COMPANY

PARTY OF RECORD  
ROBERT G. SZABC  
V. NESS FELDMAN  
1050 THO JEFFERSON STREET, NW  
WASHINGTON DC 20007 US

Represents: CONSUMERS UNITED FOR RAIL EQUITY

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

Represents:

PARTY OF RECORD

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— K. N. THOMPSON  
UTU, GENERAL CHAIRPERSON  
11025-C GRAVOIS INDUSTRIAL PLAZA  
ST LOUIS MO 63128 US

Represents: UNITED TRANSPORTATION UNION GENERAL COMMITTEE OF  
ADJUSTMENT

719

PARTY OF RECORD  
WILLIAM R THOMPSON

CITY OF PHILADELPHIA LAW DEPT  
1600 ARCH ST 10TH FLOOR  
PHILADELPH PA 19103 US

Represents: CITY OF PHILADELPHIA PA

PARTY OF RECORD  
W DAVID TIDHOLM  
HUTCHESON & GRUNDY  
1200 SMITH STREET #3300  
HOUSTON TX 77002 US

Represents:

MEMBER OF CONGRESS  
HON ROBERT G TORRICELLI  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents:

MEMBER OF CONGRESS  
HONORABLE ROBERT G. TORRICELLI  
U. S. HOUSE OF REPRESENTATIVES  
1 RIVER FRONT PLAZA, 3RD FLOOR  
NEWARK NJ 07102 US

Represents:

MEMBER OF CONGRESS  
HON JAMES TRAFICANT JR  
U. S. HOUSE OF REPRESENTATIVES  
WASH DC 20515 US

Represents:

MEMBER OF CONGRESS  
JAMES A. TRAFICANT  
CONGRESS OF THE UNITED STATES  
HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents:

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10/08/1997  
Page 44  
SERVICE LIST FOR STB FD 33399  
Records: 301

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

---

PARTY OF RECORD

MERRILL L. TRAVIS  
ILLINOIS DEPT. OF TRANSP.  
2300 SOUTH DIRKSEN PARKWAY ROOM 302  
SPRINGFIELD IL 62703-4555 US

Represents: ILLINOIS DEPARTMENT OF TRANSPORTATION

PARTY OF RECORD

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

Represents: CITY OF AVON LAKE OHIO

PARTY OF RECORD

STEPHEN M UTHOFF  
CONIGLIO & UTHOFF  
110 WEST OCEAN BOULEVARD SUITE C  
LONG BEACH CA 90800 US

Represents: RAIL-BRIDGE CORP.  
THE RAIL BRIDGE TERMINALS NEW JERSEY CORPORATION  
THE RAIL-BRIDGE TERMINALS CORPORATION  
THE RAIL-BRIDGE TERMINALS CORPORATION NEW JERSEY

PARTY OF RECORD

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

Represents: NORTH JERSEY TRANSPORTATION PLANNING AUTHORITY  
NORTH JERSEY TRANSPORTATION PLANNING AUTHORITY INC

PARTY OF RECORD

WILLIAM C VAN SLYKE  
152 WASHINGTON AVENUE  
ALBANY NY 12210 US

Represents: THE BUSINESS COUNCIL OF NEW YORK STATE INC

MEMBER OF CONGRESS

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

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

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PARTY OF RECORD

MERRILL L. TRAVIS  
ILLINOIS DEPT. OF TRANSP.  
2300 SOUTH DIRKSEN PARKWAY ROOM 302  
SPRINGFIELD IL 62703-4555 US

Represents: ILLINOIS DEPARTMENT OF TRANSPORTATION

PARTY OF RECORD

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

Represents: CITY OF AVON LAKE OHIO

PARTY OF RECORD

STEPHEN M UTHOFF  
CONIGLIO & UTHOFF  
110 WEST OCEAN BOULEVARD SUITE C  
LONG BEACH CA 90802 US

Represents: RAIL-BRIDGE CORP.  
THE RAIL BRIDGE TERMINALS NEW JERSEY CORPORATION  
THE RAIL-BRIDGE TERMINALS CORPORATION  
THE RAIL-BRIDGE TERMINALS CORPORATION NEW JERSEY

PARTY OF RECORD

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

Represents: NORTH JERSEY TRANSPORTATION PLANNING AUTHORITY  
NORTH JERSEY TRANSPORTATION PLANNING AUTHORITY INC

PARTY OF RECORD

WILLIAM C VAN SLYKE  
152 WASHINGTON AVENUE  
ALBANY NY 12210 US

Represents: THE BUSINESS COUNCIL OF NEW YORK STATE INC

MEMBER OF CONGRESS

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

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10/08/1997

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□

Represents:

PARTY OF RECORD

ROBERT P. VOM EIGEN  
HOPKINS AND SUTTER  
888 16TH STREET N W STE 700  
WASHINGTON DC 20006 US

Represents: CITY OF CLEVELAND OHIO

PARTY OF RECORD

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

Represents: NATIONAL STEEL CORPORATION

PARTY OF RECORD

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

Represents: CITIZENS GAS & COKE UTILITY

PARTY OF RECORD

JACK A WALTER  
WCI STEEL INC  
1040 PINE AVENUE S E  
WARREN OH 44483 US

Represents: WCI STEEL INC

MEMBER OF CONGRESS

HON. JOHN W. WARNER  
US SENATE

WASHINGTON DC 20510-0001 US

Represents:

MEMBER OF CONGRESS

HONORABLE JOHN WARNER  
UNITED STATES SENATE  
P.O. BOX 9817  
235 FEDERAL BUILDING  
ABINGDON VA 24210-0887 US

Represents:

PARTY OF RECORD  
LEO J WASESCHA TRANSPORTATION MANAGER  
GOLD MEDAL DIVISION, GENERAL MILLS OPERATIONS, INC.  
NUMBER ONE GENERAL MILLS BLVD  
MINNEAPOLIS MN 55426 US

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10/08/1997

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□

Represents: GENERAL MILLS INC  
GENERAL MILLS OPERATIONS INC

PARTY OF RECORD  
ROSE-MICHELE WEINRYB  
WEINER BRODSKY SIDMAN & KIDER  
1350 NEW YORK AVENUE NW  
WASHINGTON DC 20005 US

Represents: CHICAGO SOUTHSHORE & SOUTH BEND RAILROAD

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

Represents:

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

Represents:

NON-PARTY  
JAY WESTBROOK  
CITY HALL RM 216  
601 LAKESIDE AV NE  
CLEVELAND OH 44114 US

Represents:

NON-PARTY  
BOB WEYGAND  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents:

MEMBER OF CONGRESS  
HONORABLE BOB WEYGAND  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents:

PARTY OF RECORD  
CHARLES H. WHITE, JR.  
GALLAND, KHARASCH & GARFINKLE, P. C.  
1054 THIRTY-FIRST STREET NW  
WASHINGTON DC 20007-4492 US

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□

Represents: STARK DEVELOPMENT BOARD INC  
WHEELING & LAKE ERIE RAILWAY COMPANY

PARTY OF RECORD  
WILLIAM W WHITEHURST JR.  
W. W. WHITEHURST & ASSOCIATES, INC.  
12421 HAPPY HOLLOW ROAD  
COCKEYSVILLE MD 21030 US

Represent W W WHITEHURST & ASSOCIATES INC

PARTY OF RECORD  
HENRY M. WICK, JR.  
WICK, STREIFF, ET AL  
1450 TWO CHATHAM CENTER  
PITTSBURGH PA 15019 US

Represents: U S CLAY PRODUCERS TRAFFIC ASSOCIATION INC

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

Represents:

NON-PARTY  
DEBRA L. WILLEN  
GUERRIERI, EDMOND & CLAYMAN PC  
1331 F STREET N W, 4TH FLOOR  
WASHINGTON DC 20004 US

Represents:

MEMBER OF CONGRESS  
HONORABLE BOB WEYGAND  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents:

PARTY OF RECORD  
CHARLES H. WHITE, JR.  
GALLAND, KHARASCH & GARFINKLE, P. C.  
1054 THIRTY-FIRST STREET NW  
WASHINGTON DC 20007-4492 US

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10/08/1997

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Represents: STARK DEVELOPMENT BOARD INC  
WHEELING & LAKE ERIE RAILWAY COMPANY

PARTY OF RECORD  
WILLIAM W WHITEHURST JR.  
W. W. WHITEHURST & ASSOCIATES, INC.  
12421 HAPPY HOLLOW ROAD  
COCKEYSVILLE MD 21030 US

Represents: W W WHITEHURST & ASSOCIATES INC

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

Represents: U S CLAY PRODUCERS TRAFFIC ASSOCIATION INC

PARTY OF RECORD  
ROBERT J WILL  
UNITED TRANSPORTATION UNION  
4124 GRAVE RUN RD  
MANCHESTER MD 21102 US

Represents:

NON-PARTY  
DEBRA L. WILLEN  
GUERRIERI, EDMOND & CLAYMAN PC  
1331 F STREET N.W., 4TH FLOOR  
WASHINGTON DC 20004 US

Represents:

NON-PARTY

MARIAN J. WILLIAMS  
3239 HOWARD AVENUE  
PENN WUKEN NJ 08109 US

Represents:

PARTY OF RECORD

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

Represents: ASHLAND RAILROAD COMPANY  
DURHAM TRANSPORT INC  
JUNIATA VALLEY RAILROAD COMPANY  
LYCOMING VALLEY RAILROAD COMPANY  
NITTANY & BALD EAGLE RAILROAD COMPANY  
NORTH SHORE RAILROAD COMPANY

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10/08/1997

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NORTHWEST PENNSYLVANIA RAIL AUTHORITY  
OHI RAIL CORPORATION  
RICHARD D ROBEY  
SHAMOKIN VALLEY RAILROAD COMPANY  
SOUTHWESTERN PENNSYLVANIA REGIONAL PLANNING COMMISSION  
STURBRIDGE RAILROAD COMPANY  
TRANSPORTATION COMMITTEE PENNSYLVANIA HOUSE OF  
REPRESENTATIVES  
WELLESBORO & CORNING RAILROAD COMPANY

PARTY OF RECORD

ROBERT A. WIMBISH, ESQ.  
REA, CROSS & AUCHINCLOSS  
1900 N STREET NW SUITE 400  
WASHINGTON DC 20036 US

Represents: CONNECTICUT CENTRAL RAILROAD COMPANY INC  
EASTERN SHORE RAILROAD INC

PARTY OF RECORD

C D WINEBRENNER  
GENERAL CHAIRPERSON UTU  
27801 EUCLID AV RM 201  
EUCLID OH 44130 US

Represents: UNITED TRANSPORTATION UNION GENERAL COMMITTEE OF  
ADJUSTMENT  
30-651

PARTY OF RECORD

JOHN F WING CHAIRMAN  
CITIZENS ADVISORY COMMITTEE

601 NORTH HOWARD STREET  
BALTIMORE MD 21201 US

Represents: CITIZENS ADVISORY COMMITTEE

MEMBER OF CONGRESS  
HON BOB WISE  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents:

PARTY OF RECORD  
SERGEANT W WISE  
LIVONIA, AVON & LAKEVILLE RAILROAD CORPORATION  
P. O. BOX 190-B  
5769 SWEETENERS BLVD  
LAKEVILLE NY 14480 US

Represents: LIVONIA AVON & LAKEVILLE RAILROAD CORPORATION

PARTY OF RECORD  
TIMOTHY A WOLFE  
WYANDOT DOLOMITE, INC  
P O BOX 99 1794 DO RD #99  
CAREY OH 43316 US

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10/08/1997  
Page 49

Represents: WYANDOT DOLOMITE INC

PARTY OF RECORD  
FREDERIC L. WOOD  
DONELAN, CLEARY, WOOD & MASER, P. C.  
1100 NEW YORK AVE NW STE 750  
WASHINGTON DC 20005-3994 US

Represents: NATIONAL INDUSTRIAL TRANSPORTATION LEAGUE  
THE NATIONAL INDUSTRIAL TRANSPORTATION LEAGUE

PARTY OF RECORD  
E C WRIGHT  
RAIL TRANSPORTATION PROCUREMENT MANAGER  
1007 MARKET STREET, DUPONT BLDG 3100  
WILMINGTON DE 19899 US

Represents: E I DU PONT DE NEMOURS AND COMPANY

PARTY OF RECORD  
L PAT WYNNIS  
SUITE 310  
1050 - 17TH STREET N W

WASHINGTON DC 20036-5503 US

Represents:

PARTY OF RECORD

EDWARD WYTKIND, EXECUTIVE DIRECTOR  
LARRY J WILLIS ESQ TRANSP TRADES DEPT AFLCIO  
1000 VERMONT AVENUE, NW STE 900  
WASHINGTON DC 20005 US

Represents: TRANSPORTATION TRADES DEPARTMENT AFL-CIO

PARTY OF RECORD

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

Represents: NORTHERN INDIANA PUBLIC SERVICE COMPANY

NON-PARTY

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

Represents:

PARTY OF RECORD

WALTER E ZULLIG JR SPECIAL COUNSEL  
METRO-NORTH COMMUTER RAILROAD COMPANY  
347 MADISON AVE  
NEW YORK NY 10017-3706 US

10/08/1997

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Represents: METRO-NORTH COMMUTER RAILROAD COMPANY  
METRO-NORTH RAILROAD

**EXHIBIT A**

INTERSTATE COMMERCE COMMISSION  
DECISION

JAN 31 1984

Finance Docket No. 30357

INTER-RAIL EXPRESS, CORP. - SECURITIES EXEMPTION  
No. 39621

INTER-RAIL EXPRESS, CORP., PETITION FOR DECLARATORY ORDER

Decided: January 25, 1984.

In Finance Docket No. 30357, Inter-Rail Express, Corp. (Inter-Rail or petitioner) seeks an exemption under 49 U.S.C. 10505 from the provisions of 49 U.S.C. 11301 to raise \$4.05 million through an initial public offering of securities. In No. 39621, Inter-Rail requests that the Commission issue a declaratory order affirming that Inter-Rail is a rail carrier subject to the jurisdiction of the Commission, that it need not file for a Certificate of Public Convenience and Necessity, and that its forthcoming intermodal operations involving the use of RoadRailer equipment will be exempt.

## BACKGROUND

The Proposed Operation. Inter-Rail was organized in July of 1982 to provide intermodal freight service between Florida and the New York, NY, metropolitan area. Temperature controlled 45-foot semi-trailers (Roadrailer units) designed for use both on highways and rail lines will be used in unit-train movements

between petitioner's Ft. Pierce, FL, rail terminal serving the south-central Florida produce area and its Hunt's Point terminal in New York.

Line-haul transportation is expected to be performed pursuant to contracts presently being negotiated with Florida East Coast Railway Company; Norfolk Southern Corporation; Richmond, Fredericksburg and Potomac Railroad Company; Consolidated Rail Corporation, and National Railroad Passenger Corporation (Amtrak).

The light weight, low clearance, and special suspension systems of Roadrailer equipment will permit Inter-Rail to use Amtrak's high-speed Northeast Corridor to and from New York, including tunnels under the Hudson and East Rivers. Thus, petitioner anticipates that door-to-door service can be provided 12 hours faster than competing highway service and 24 hours faster than all-rail service. Thus, New York produce merchants will be able to offer fresh fruits and vegetables to consumers 1 or 2 days faster than at present. Shippers will also reap the benefits of single carrier responsibility. While petitioner will initially provide once-a-week, round-trip service, it expects to increase the frequency and service area of its operations as they prove successful.

Securities Offering. To inform the Commission more fully of the details of its proposed securities offering, petitioner submitted a copy of its registration statement filed December 15,

1983, with the Securities and Exchange Commission. It proposes to offer 4.5 million shares of common stock at a price per share of \$1.00, including an underwriting discount of \$450,000, which would yield net proceeds to the company of \$4.05 million. The proceeds of the offering will be used to lease Roadrailer equipment, lease and maintain terminal facilities in Florida and New York, and otherwise conduct its intermodal operations.

#### DISCUSSION AND CONCLUSIONS

In Finance Docket No. 29898, Road-Rail Transportation Company, Inc.-Petition for Exemption (not printed), served August 27, 1982 (Road-Rail), the Commission determined that a person providing rail-oriented intermodal transportation involving the use of Roadrailer equipment is a rail carrier as defined under 49 U.S.C. 10102(18) and, therefore, is subject to the Commission's jurisdiction. The Commission found, however, that the exemption of railroad operations involving trailer-on-flatcar (TOFC) and container-on-flatcar (COFC) service in Ex Parte No. 230 (Sub-No. 5), Improvement of TOFC/COFC Regulation, 364 I.C.C. 731 (1981), aff'd sub nom. American Trucking Associations v. ICC 656 F. 2d 1115 (5th Cir. 1981), extends to intermodal operations using Roadrailer equipment. Because the intermodal service in Road-Rail was to be provided by a rail carrier, we found that it was covered by the exemption previously granted in Ex Parte No. 230 (Sub-No. 5).

A similar finding is warranted here. Petitioner's proposed operation is virtually identical to that involved in Road-Rail. Both include door-to-door operations featuring consolidation, pick-up, and delivery service between customers' facilities and rail terminals at origin and destination. Bimodal Roadrailer trailers will be employed in unit-train movements. Line-haul transportation will be provided by existing railroads.

With the exception of loss and damage liability and labor protection obligations, petitioner's entire enterprise is exempt from the provisions of Subtitle IV of Title 49 (49 U.S.C. 10101 et seq.).<sup>1/</sup> Since this exemption also covers our approval process for the issuance of securities, Inter-Rail need not file with this Commission an application under 49 U.S.C. 11301.<sup>2/</sup> Accordingly, its petition for exemption in Finance Docket No. 30357 will be dismissed.<sup>3/</sup>

Moreover, petitioner will not have to acquire a certificate of public convenience and necessity or file otherwise applicable

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<sup>1/</sup> We have no authority to exempt carriers from applicable loss and damage regulations or labor protection rules. See 49 U.S.C. 10505(e) and (g).

<sup>2/</sup> Section 11301 requires a rail carrier subject to the Commission's jurisdiction to seek approval from the Commission before it may issue securities. As we have found previously, an operation such as Inter-Rail's is rail carriage, but is exempt except as indicated above.

<sup>3/</sup> Pursuant to section 308 of the Railroad Revitalization and Regulatory Reform Act of 1976, petitioner's offering is subject to review by the Securities and Exchange Commission. An appropriate disclosure filing has been made with that agency.

tariffs for any motor freight forwarder or motor carrier service because all of the proposed intermodal operations are exempt under Ex Parte No. 230 (Sub-No. 5), See 49 C.F.R. 1039.13. In addition, as we found in Road-Rail, persons such as petitioner are exempted from our accounting and reporting requirements, because the requirements are not necessary to carry out the transportation policy of 49 U.S.C. 10101a,<sup>4/</sup> and because the exemption will not lead to an abuse of market power.<sup>5/</sup> The same result is warranted under the facts presented here.

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

It is ordered:

1. The petition for declaratory order is granted, and the petition for exemption from the provisions of 49 U.S.C. 11301 is dismissed.
2. Petitioner is exempt from our accounting and reporting requirements.

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<sup>4/</sup>In Ex Parte No. 230 (Sub-No. 5), we did not exempt existing rail carriers from our reporting and accounting requirements because we needed data of this kind to make informed decisions regarding such matters as revenue need and general increases. Since the Commission would not be regulating the new entrant's rates or monitoring its revenue adequacy in Road-Rail, we found no need to continue the reporting and accounting requirements there.

<sup>5/</sup> Shippers have abundant transportation alternatives for motor carrier and rail service.

3. Petitioner's securities issuance and proposed operations, with the exception of any applicable loss and damage or labor protection obligations, are already exempt from Commission regulation pursuant to Ex Parte No. 230 (Sub-No. 5) and 49 C.F.R. 1039.13.

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

By the Commission, Chairman Taylor, Vice Chairman Andre, Commissioners Sterrett and Gradison.

(SEAL)

James H. Bayne  
Acting Secretary

**EXHIBIT B**

# News



A RoadRailer test train enters Penn Station after a successful trial run of the vehicles through the Hudson River Tunnel.

Osborn Sherman

## RoadRailer comes to the Big Apple

*RoadRailer trains will soon be coming through passenger tunnels to bring fresh Florida produce to New York City a day earlier.*

The RoadRailer passed another milestone Aug. 3, when, with the help of Amtrak Inter-Rail Express Corp. (IREX) successfully ran a test train through the Hudson River Tunnel into Penn Station. The tunnel had previously been restricted to passenger trains due to clearance restrictions. Now, with the blessing of New York Mayor Edward Koch, IREX plans to begin regular RoadRailer service carrying produce from Florida to New York City through that tunnel, saving, it is claimed, a day in transit time. The new service is scheduled to begin in March 1983. It will be New York City's first direct rail freight connection with railroad lines on the New Jersey side of the Hudson River.

"RoadRailer, welcome to New York City," said Mayor Koch at a press conference on the steps of City Hall. A RoadRailer was on display nearby.

"In the past," said Koch, "rail freight bound for New York City has been loaded onto barges and floated across the harbor, transferred to trucks, or routed by way of upstate New York. With the closing of the Poughkeepsie Rail Bridge several years ago, rail freight for New York City has had to go almost to Albany to cross the Hudson."

Because the RoadRailer is smaller than conventional railcars and intermodal equipment, it can run through the Hudson River passenger tunnel with no clearance problems. IREX, a newly-formed transportation com-

pany based in New York, plans to carry fresh Florida produce in RoadRailer trains over the Seaboard Coast Line to Richmond, over the Richmond, Fredericksburg & Potomac to Washington, and over Amtrak lines to New York. The RoadRailer trains will enter Manhattan through the Hudson River Tunnel to Penn Station, continue underground through the East River Tunnel to Queens, and stop in the Bronx Railyard, where the vehicles will lower their highway wheels for the trip to the Hunts Point Produce Market. The entire trip is expected to take 30 hours, with estimated cost savings over conventional piggyback of 15-25% and time savings of one day.

William B. Galligan, president of IREX, estimates that the service will initially move 10% of all Florida produce coming into New York, increasing to 30% by the end of the first year. IREX has 100 refrigerated, insulated RoadRailer trailers on order from the Bi-Modal Corp. During the first year, says Galligan, each train will consist of 30 trailers, and during the second year, IREX plans to run trains of 60 trailers each. They will backhaul merchandise freight.

"We are part of a new wave," said Galligan. "The changes in the regulatory environment allow a company like this to be created. Deregulation has given railroads the freedom to work directly with retailers."

John F. McHugh, chairman of IREX, noted that in addition to benefiting the pro-

duce merchants of New York City, the service will also make the manufacturers, importers, retailers, and wholesalers of the region more competitive in the Southern market. "Manufacturers located near Inter-Rail's terminal in the South Bronx will find themselves in a more favorable position to sell in the metropolitan areas of South Florida in terms of transit time and transportation costs than their competitors located as far south as North Carolina," said McHugh.

McHugh said that when he first heard of the RoadRailer a few years ago, he called Bi-Modal's president Robert Reebie and told him that when there was a refrigerated RoadRailer, he wanted to hear about it. A year ago Reebie called McHugh, and by January 1983, the final tests on the refrigerated trailers should be completed and the vehicles will be delivered to IREX.

Meanwhile, an operating subsidiary of Bi-Modal, the Road-Rail Transportation Company, this fall plans to begin a new overnight service connecting New York City and Buffalo, using RoadRailer vehicles exclusively. Trains will be operated by Conrail, using the old New York Central terminal at Highbridge in the Bronx.

"History tells us that economic activity develops rapidly where low cost transportation is available," said Reebie. "I believe that the areas east of the Hudson suffer economic disadvantages because of inadequate rail access. One good way to regenerate economic activity and productive jobs is to create a large, efficient intermodal terminal in an area like the Bronx."

**EXHIBIT C**



**NORFOLK  
SOUTHERN**

Norfolk Southern Corporation  
Roanoke, Virginia 24042  
703 981-4412

**William F. Zackmann**  
Manager  
Intermodal Pricing

December 5, 1983

R-3 - X-3'66

Mr. William B. Galligan  
President  
Inter-Rail Corporation  
Suite 1420  
19 Rector Street  
New York, NY 10006

Dear Bill:

The purpose of this letter is to confirm information recently given to you by Jim Chandler as to NS charges for handling Road Railers between Jacksonville, FL and Alexandria, VA

We are willing to handle a train consisting of up to thirty (30) trailers either loaded or empty one way, for \$19,413.00. This one-way charge is applicable only on a round-trip basis and must be prepaid on both the northbound and southbound movements. On each trailer exceeding thirty (30) trailers up to sixty (60) trailers, there will be an additional charge of \$180.00 per trailer each way either loaded or empty.

The above thirty (30) trailer charge on a round-trip basis equates to \$38,826.00 and while this is somewhat higher than what we had previously quoted, our operating people have advised that two (2) locomotives will be required rather than one (1) locomotive. On the other hand, our round-trip charge of \$360.00 per trailer on any units over thirty (30) trailers up to sixty (60) trailers does provide an incentive when additional volume can be secured. At this time we are not quoting a per trailer charge above sixty (60) trailers, however, should you be able to attain this volume, we will be glad to consider offering such a charge.

We are also agreeable to protecting the above charges thru March 31, 1984 and are willing to negotiate a one (1) year contract with you to provide this service. You had indicated at our meeting in Roanoke a desire for a five (5) year contract, however, we are not in a position at this time to make such a commitment but will be glad to reevaluate our position at a later date.

Mr. W. B. Galligan

- 2 -

December 5, 1983  
R-3 - X-3166

There are still many details that need to be finalized including the terms and provisions of the contract, however, it is hoped that these prices will enable you to proceed with your plans and if you need to discuss this matter, please feel free to give me a call at (703) 985-6088.

Best regards,

*Bill Eckman*

31-1-83

**EXHIBIT D**

**CONRAIL**

February 14, 1985

Mr. William B. Galligan  
Inter-Rail Express Corp.  
Suite 1420  
19 Rector St.  
New York, NY 10006

Dear Bill:

I have attached for your review a copy of the proposed transportation agreement covering the movement of Inter-Rail RoadRailer equipment between Potomac Yard and Hunts Point. I would appreciate hearing your early reaction to this proposal.

Thanks for your patience.

Very truly yours,

*Mae*

Malcolm S. Sanders  
Assistant Vice President  
Boxcar and Intermodal Business Group

Room 432

Enclosure

**EXHIBIT E**

#4



February 2, 1982

R/R  
File:  
Amtrak

Mr. Robert S. Reebie  
President  
Bi Modal Corporation  
200 Railroad Avenue  
P.O. Box 767  
Greenwich, CT 06830

Dear Mr. Reebie: *1/20/82*

On behalf of Amtrak I want to thank you for briefing Messrs. Mickey and Larson on the current status of Road Railer operations within the industry.

Assuming there are no technical impediments to the operation of Road Railer in the Northeast Corridor, Amtrak concurs with the concept of making its trackage available for fast, light weight freight service such as the dedicated Road Railer trains. Obviously, such service would have to be coordinated with intercity and commuter operations.

I understand Messrs. Mickey and Larson explained that Conrail has a permanent easement over our lines for freight service. This easement gives Conrail the right to operate all freight service in the Corridor, although in certain instances Conrail has been agreeable to permitting other freight carriers to negotiate for freight trackage rights over specific segments of the Corridor.

Assuming no major technical or other institutional problems intervene, Amtrak will fully cooperate with your corporation, Conrail and/or other Shipper Operators in negotiating operating and financial terms for Road Railer operations. Amtrak's Chief Operating Officer, Mr. T. P. Hackney, Jr., has the authority and responsibility for such negotiations as well as technical considerations.

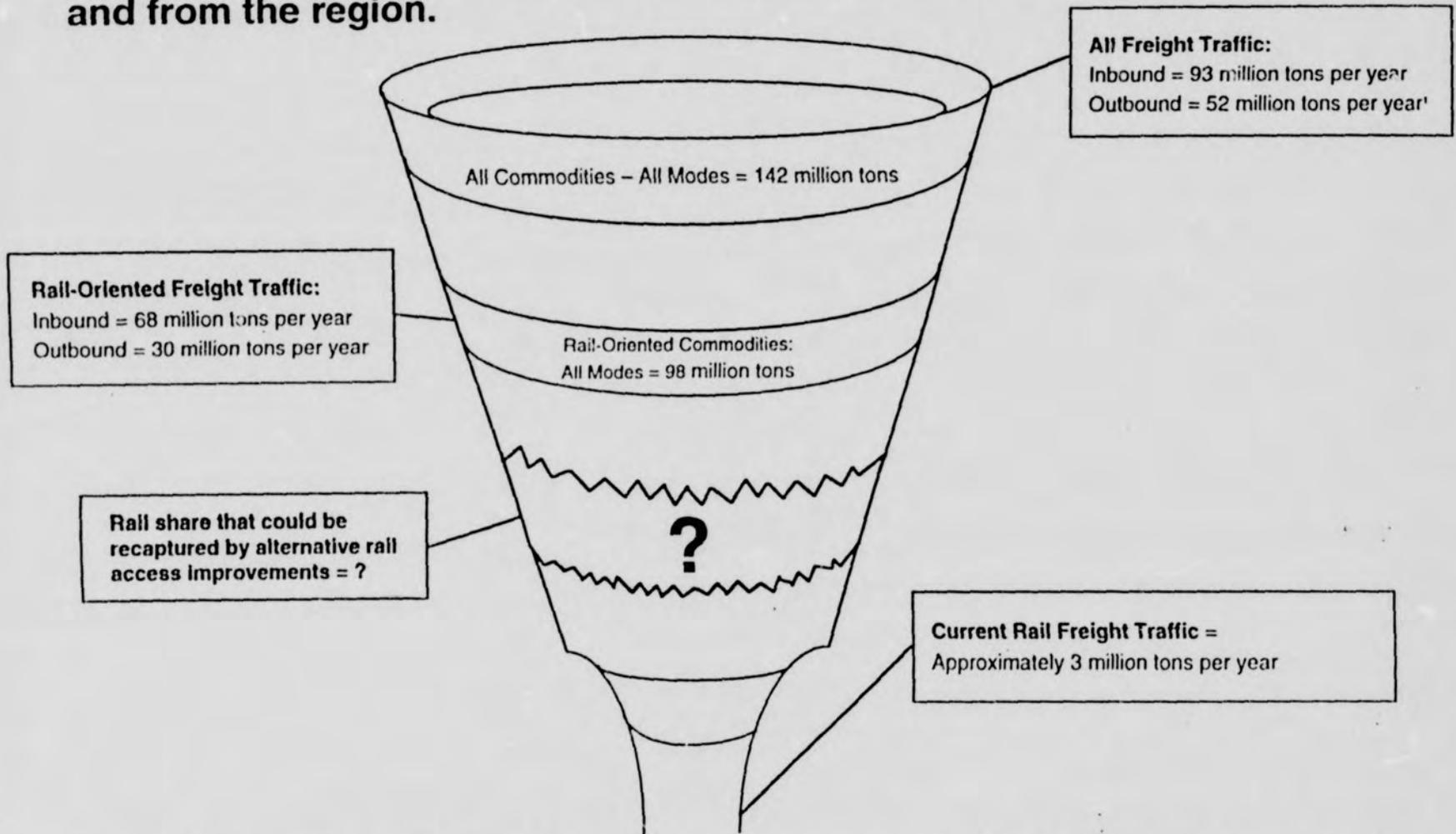
Sincerely,

*Alan S. Boyd*  
Alan S. Boyd  
President and Chairman

FEB 5 1982

**EXHIBIT F**

**Rail-oriented commodities (i.e., commodities that commonly move on the nation's rail network) constitute a large fraction of the total freight traffic to and from the region.**



- The balance of this project (Tasks 2 through 5) focuses on evaluating rail infrastructure investments designed to improve the proportion of total freight that flows by rail.

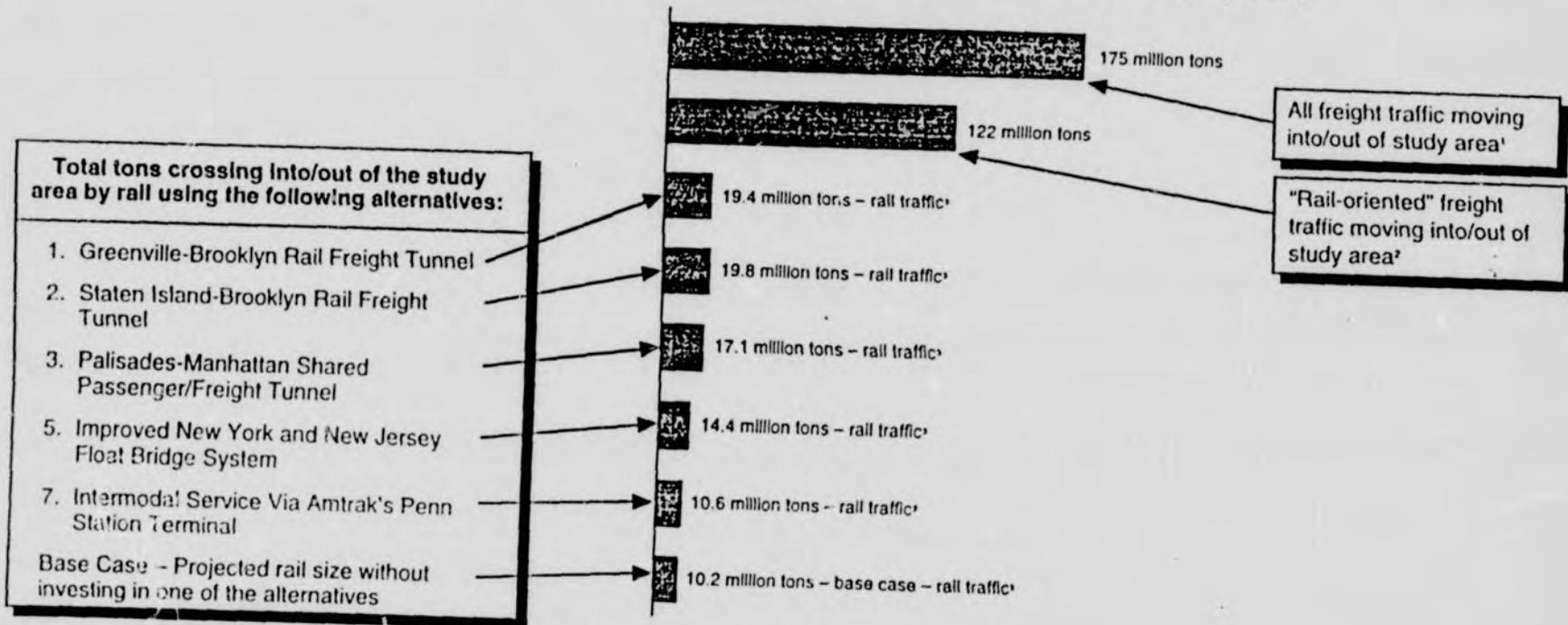
\*Approximate freight totals by DRI/McGraw Hill based on New Jersey DOT Intermodal Management System Database.

**EXHIBIT G**

# The Task 3 diversion analysis evaluated the potential shift in freight traffic mode share and rail traffic totals that would result from five alternative rail crossing investment strategies.

- In the 2020 base case, approximately 10.2 million tons of the forecast 175 million annual tons of goods produced, processed, or consumed in the region would move by rail.
- With cross-harbor rail access improvements, the maximum rail traffic could increase to more than 20 million tons.

Exhibit IV-3  
**Total Traffic Market Size Moving Into/Out of the Study Area (2020)**



\* Approximate 2020 freight totals based on Increasing DRI/McGraw Hill's New Jersey DOT Internal Management System traffic flow data by DRI's Traffic Growth Rate, 0.8402%, from 1995-2020.  
 \* See Intermodal Freight Study - Task 1 report for detailed description of rail-oriented freight commodities, Chapter III, page 2. Includes all products that commonly move by rail.  
 \* Rail traffic includes all commodities moving into/out of the study area via rail including direct rail, R/T Inside, and TOFC Inside.

**EXHIBIT II**

AS 2/68  
Howard S. Palmer, James Lee Loomis, Henry B. Sawyer, *Trustees*

# The New York, New Haven and Hartford Railroad Co.

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## TIME TABLE NO. 159

Superseding Time Table No. 158 of June 17, 1945

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### FOR EMPLOYEES ONLY

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Effective 2.00 A. M.

Sunday, April 28, 1946

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### Eastern Standard Time

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R. L. PEARSON  
Vice President.

S. F. MACKAY  
Manager of Transportation.

J. F. DOOLAN  
Operating Assistant.

W. A. HURLEY  
Assistant General Superintendent.

P. B. GOULETT  
Superintendent  
New Haven Division  
New York Connecting R. R.

W. H. BROOKS  
Superintendent  
Hartford Division.

B. F. BARDO  
Superintendent  
Providence Division.

W. E. MULLINS  
Superintendent  
Boston Division.

# S. S. 81 TO HAROLD AND WOODLAWN

NEW HAVEN DIV. 1  
AND N. Y. CONN. R. R.

WESTWARD

Distance from S. S. 81	STATIONS.	Distance between stations	101		199		99		181		173		187		259		161		63		163		3	
			Mon. only	Daily	Ex. Mon.	Ex. Mon.	Daily	Daily	Daily	Daily	Daily	Ex. Mon.	Ex. Sun. and Mon.	Ex. Mon.	Ex. Sun.									
			Spring- field	Advance Federal	Spring- field	Mail and Express	Federal	Quaker	Railway Express	Railway Express	Railway Express	Owl												
			AM	AM	AM	AM	AM	AM	AM	AM	AM	AM	AM	AM	AM	AM	AM	AM	AM	AM	AM	AM	AM	AM
0.00	S. S. 81	N	0.00	1.03		1.43	2.03							2.28										3.03
0.76	S. S. 80	N	0.76	1.03	1.00	1.43	2.03							2.35										3.10
2.96	New Haven	N	2.20	1.10	1.10	1.43	2.03							2.60										3.20
5.01	West Haven		2.05																					
8.92	Woodmont	N	3.01	1.23	1.43	2.19	2.28							2.58										3.31
11.93	Milford		3.01																					
14.53	Devon	N	2.60	1.28	1.49	2.24	2.33							3.04										3.38
16.19	Stratford		1.66																					
19.60	Bridgeport	N	3.41	1.34	1.55	2.30	2.39							3.12										3.45
24.68	Fairfield		5.08																					
26.32	Southport		1.64																					
28.07	Green's Farms	N	1.7	1.43	2.23	2.57	2.47							3.23										3.57
31.05	Westport		2.98																					
33.11	East Norwalk		2.06																					
33.91	S. S. 44	N	0.80	1.50		2.54								3.33										4.06
34.21	South Norwalk	D	0.30	1.42	2.31	x																		4.35
36.06	Rowayton		1.85																					
37.50	Darlen		1.44	1.54																				
38.74	Noroton Heights		1.24																					
40.08	Glenbrook		1.34																					
42.19	Stamford	N	2.11	1.59	2.54	3.20	3.03							3.45	4.05	4.15	4.12	4.12	4.12	4.12	4.12	4.12	4.12	4.17
43.90	Old Greenwich		1.71																					
44.94	Riverside		1.04																					
45.61	Cos Cob		0.67	2.04																				
47.11	Greenwich		1.50																					
49.59	Port Chester	N	2.48	2.15	2.08	3.19	3.32	3.13						3.56	4.23	4.40	4.23	4.23	4.23	4.23	4.23	4.23	4.23	4.28
51.16	Rye	N	1.57																					
53.07	Harrison		1.91																					
54.77	Mamaneck		1.70																					
56.57	Larchmont		1.80																					
58.66	New Rochelle	N	2.09																					
58.99	New Rochelle Jct.	N	0.33	2.25	2.18	3.30	3.44	3.23						4.07	4.50	4.35	4.35	4.35	4.35	4.35	4.35	4.35	4.35	4.40
59.41	Woodside		★0.42																					
62.47	S. S. 14	N	3.06	2.24		3.50	3.28							4.13	4.55	4.43	4.43	4.43	4.43	4.43	4.43	4.43	4.43	5.14
67.90	S. S. 4	N	5.43	2.30		3.56	3.35							4.20	5.02	4.55	4.55	4.55	4.55	4.55	4.55	4.55	4.55	5.21
68.68	S. S. 3	N	0.78																					
70.21	Harlem River		1.53																					
74.23	Harold	N	⊕6.33	2.41		4.08	3.46							4.32	5.13	5.05	5.05	5.05	5.05	5.05	5.05	5.05	5.05	5.33
78.13	Penn. Station	N	3.90	2.48		4.15	3.53							4.40	5.20	5.40	5.40	5.40	5.40	5.40	5.40	5.40	5.40	5.40
60.09	Pelham		★1.10																					
60.74	Columbus Avenue		0.65																					
61.49	Mount Vernon		0.75																					
62.45	S. S. 20	N	0.96	2.30		3.35																		4.45
63.48	Woodlawn	N	1.03	2.32		3.37																		4.47
75.24	Grand Cen. Ter.	D	11.75	2.55		4.00																		5.10

★ Mileage from New Rochelle Jct.  
⊕ Mileage from S. S. 4

x Train 181 must not exceed 35 miles per hour at South Norwalk to throw off U. S. Mail.

WESTWARD

## S. S. 81 TO HAROLD AND WOODLAWN

NEW HAVEN DIV.  
AND N. Y. CONN. R. R.

STATIONS	207	351	209	271	223	273	285	353	225	439	169	369	275	401
	Ex. Bus	Ex. Bus	Daily	Ex. Bus	Daily	Ex. Bus								
	Danbury				Danbury				Waterbury	Wallingford	New London			
	AM	AM	AM	AM	AM	AM								
S. S. 81														5.30
N. S. 80														6.18
New Haven														6.25
West Haven														6.45
Woodmont														6.41
Millford														6.38
Devon														6.35
Stratford														6.38
Bridgeport														6.55
Fairfield														7.03
Southport														7.01
Green's Farms														7.06
Westport														7.11
East Norwalk														7.13
S. S. 41														7.01
South Norwalk														7.03
Rowayton														7.06
Darlen														7.09
Noroton Heights														7.12
Glenbrook														7.11
Stamford														7.17
Old Greenwich														7.16
Riverside														7.12
Cos Cob														7.14
Greenwich														7.15
Port Chester														7.23
Rye														7.26
Harrison														7.23
Mamaroneck														7.27
Larchmont														7.31
New Rochelle														7.28
New Rochelle Jct.														7.35
Woodside														7.42
S. S. 11														7.43
S. S. 4														7.45
S. S. 3														7.52
Harlem River														8.02
Harold														8.10
Penn. Station														8.10
Pelham														8.28
Columbus Avenue														8.30
H. Vernon														8.33
S. S. 20														8.14
Woodlawn														8.16
Grand Cen. Ter.														8.38

1. Train 227 will not handle coach passengers from Stamford, Greenwich and Port Chester.

2. Train 273 will run No. 1 track New Rochelle Jct. to S. S. 20 Sat. days.

(S) 4-25-46

WESTWARD

## S. S. 81 TO HAROLD AND WOODLAWN

NEW HAVEN DIV. 5  
AND N. Y. CONN. R. R.

STATIONS	67	375	227	371	153	373	229	151	403	69	65	381	229
	Ex. Bus	Ex. Bus	Ex. Bus	Ex. Bus	Ex. Bus	Ex. Bus	Ex. Bus	Ex. Bus	Ex. Bus	Ex. Bus	Ex. Bus	Ex. Bus	Ex. Bus
	Springfield				Wired		Harford		Springfield	Wickenburg	Springfield		
	AM	AM	AM	AM	AM	AM	AM	AM	AM	AM	AM	AM	AM
S. S. 81													
S. S. 80													
New Haven													
West Haven													
Woodmont													
Millford													
Devon													
Stratford													
Bridgeport													
Fairfield													
Southport													
Green's Farms													
Westport													
East Norwalk													
S. S. 41													
South Norwalk													
Rowayton													
Darlen													
Noroton Heights													
Glenbrook													
Stamford													
Old Greenwich													
Riverside													
Cos Cob													
Greenwich													
Port Chester													
Rye													
Harrison													
Mamaroneck													
Larchmont													
New Rochelle													
New Rochelle Jct.													
Woodside													
S. S. 11													
S. S. 4													
S. S. 3													
Harlem River													
Harold													
Penn. Station													
Pelham													
Columbus Avenue													
H. Vernon													
S. S. 20													
Woodlawn													
Grand Cen. Ter.													

1. Train 373 on "z" holidays only stops at Millford, Fairfield, Darlen and Stamford and will run No. 3 track from S. S. 44.

2. Train 67 on "z" holidays will stop at Bridgeport.

(S) 4-25-46

S. S. 81 TO HAROLD AND WOODLAWN

NEW HAVEN DIV. AND N. Y. CONN. R. R.

WESTWARD

STATIONS.	139	301	141	441	71	405	7	91	283	303	231	73	287
	Sea. only	Daily	Sea. only	Sea. only	Sea. only	Spring- Sold	Daily	Sea. only					
S. S. 81													
S. S. 80					8 50	8 55		9 04				9 57	
New Haven					8 55	9 00	8 58	9 08				9 57	
West Haven													
Woodmont					9 21	9 15	9 23					10 08	
Millford													
Devon					9 23	9 26	9 29	9 28				10 14	
Stratford													
Bridgeport					9 34	9 25	9 25					10 21	
Fairfield													
Southport								9 44				10 30	
Green's Farms					9 43	9 33							
Westport					9 48		9 48					10 36	
East Norwalk													
S. S. 44	9 01		9 32			9 50							
South Norwalk	9 06		9 35		9 55		9 56					10 42	
Rowayton													
Darlen			9 40			9 54						11 0	
Noroton Heights													
Glenbrook													
Stamford	9 17	9 30	9 49		10 05	9 49	10 07	10 10	10 30			10 56	11 00
Old Greenwich		9 31						10 13	10 31				11 01
Riverside		9 36						10 16	10 36				11 06
Cus Cob		9 38	9 56		10 11			10 18	10 38			11 02	11 08
Greenwich		9 42						10 23	10 42				11 12
Port Chester	9 27	9 47	10 00		10 15	9 58	10 17	10 29	10 47	10 47	11 07	11 17	
Rye		9 50						10 37	10 50	10 50		11 20	
Harrison		9 53						10 35	10 53	10 53		11 23	
Mamaroneck	9 33	9 57	10 06			10 04		10 39	10 57	10 57		11 27	
Larchmont		10 01						10 41	11 01	11 01		11 31	
New Rochelle		10 05						10 48	11 05	11 05		11 35	
New Rochelle Jct.	9 37		10 10		10 25	10 08	10 27					11 17	
Woodside													
S. S. 14													
S. S. 4													
S. S. 3													
Harlem River													
Harold													
Penn. Station													
Pelham		10 08						10 51	11 08	11 08		11 38	
Columbus Avenue		10 10						10 52	11 10	11 10		11 40	
Mt. Vernon		10 14						10 59	11 14	11 14		11 44	
S. S. 20	9 41		10 14		10 29			10 12	10 31			11 21	
Woodlawn	9 43	10 20	10 16		10 31			10 14	10 37	11 02	11 18	11 23	11 48
Grand Cen. Ter.	10 05	10 42	10 38		10 53			10 35	10 55	11 25	11 40	11 45	12 10
	AM	AM	AM		AM			AM	AM	AM	AM	AM	PM
	by	by	y		y			b	y	y	yz	y	byz

(S) 4-28-46

S. S. 81 TO HAROLD AND WOODLAWN

NEW HAVEN DIV. 7 AND N. Y. CONN. R. R.

WESTWARD

STATIONS.	413	9	305	235	447	75	175	289	461	14	237	77	445	291
	Sea. only	Daily	Daily	Sea. only	Sea. only	Daily	Daily	Daily	Sea. only	Daily	Sea. only	Daily	Sea. only	Daily
S. S. 81														
S. S. 80														
New Haven														
West Haven														
Woodmont														
Millford														
Devon														
Stratford														
Bridgeport														
Fairfield														
Southport														
Green's Farms														
Westport														
East Norwalk														
S. S. 44														
South Norwalk														
Rowayton														
Darlen														
Noroton Heights														
Glenbrook														
Stamford														
Old Greenwich														
Riverside														
Cus Cob														
Greenwich														
Port Chester														
Rye														
Harrison														
Mamaroneck														
Larchmont														
New Rochelle														
New Rochelle Jct.														
Woodside														
S. S. 14														
S. S. 4														
S. S. 3														
Harlem River														
Harold														
Penn. Station														
Pelham														
Columbus Avenue														
Mt. Vernon														
S. S. 20														
Woodlawn														
Grand Cen. Ter.														
	AM	NOON	PM	PM	AM	PM	PM	PM	PM	PM	PM	PM	PM	PM
	y	by	byz		y		y	y	yz	yz	yz	yz	yz	yz

(S) 4-28-46





S. S. 81 TO HAROLD AND WOODLAWN

NEW HAVEN DIV. AND N. Y. CONN. R. R.

STATIONS.	155		467		191		119		389		387		33		319		43		95		465		45		
	Mon. only	Tue. only	Wed. only	Thurs. only	Fri. only	Sat. only	Sun. only	Mon. only	Tue. only	Wed. only	Thurs. only	Fri. only	Sat. only	Sun. only	Mon. only	Tue. only	Wed. only	Thurs. only	Fri. only	Sat. only	Sun. only	Mon. only	Tue. only	Sun. only	
S. S. 81																									
S. S. 80																									
New Haven								9.00	9.00	9.15															
West Haven																									
Woodmont								9.07		9.27															
Millford									9.12																
Devon	8.51	9.08	9.18					9.11	9.17	9.37															
Stratford																									
Bridgeport	8.58	9.15	9.24					9.21	9.25	9.40															
Fairfield																									
Southport																									
Green's Farms	9.19		9.50					9.29		9.48															
Westport								9.25	9.29																
East Norwalk																									
S. S. 44	9.26		9.47					9.35		9.55															
South Norwalk								9.36	9.41	9.45															
Rowayton																									
Darlen										9.50															
Noroton Heights																									
Glenbrook																									
Stamford	9.36		9.58					9.45	9.52	9.56	10.03														
Old Greenwich																									
Riverside																									
Cos Cob																									
Greenwich										10.06															
Port Chester	9.45		10.17					9.54	10.03	10.10	10.12														
Rye																									
Harrison																									
Mamaroneck																									
Larchmont																									
New Roch. Jct.	9.55		10.27					10.11	10.13	10.20	10.22														
Wood-ble																									
S. S. 14																									
S. S. 4																									
S. S. 3																									
Harlem River																									
Harold																									
Penn. Station																									
Felham																									
Columbus Avenue																									
Mount Vernon																									
S. S. 20	9.50							10.08	10.18	10.24	10.26														
Woodlawn	10.01							10.10	10.20	10.26	10.28														
Grand Cen. Ter.	10.22							10.32	10.42	10.48	10.50														

r Train 119 commences running May 5. Will not run September 1.  
 t Train 191 will run Saturdays between S.S. 81 and New Haven; will not carry passengers between New Haven and Penn. Station.

S. S. 81 TO HAROLD AND WOODLAWN

WESTWARD

STATIONS.	317		97		197		179	
	Daily	Spring	Mon. only	Tue. only	Mon. only	Tue. only	Mon. only	Tue. only
S. S. 81								
S. S. 80								
New Haven								
West Haven								
Woodmont								
Millford								
Devon								
Stratford								
Bridgeport								
Fairfield								
Southport								
Green's Farms								
Westport								
East Norwalk								
S. S. 44								
South Norwalk								
Rowayton								
Darlen								
Noroton Heights								
Glenbrook								
Stamford	11.10		11.31		12.28		12.50	
Old Greenwich	11.13							
Riverside	11.15							
Cos Cob	11.17							
Greenwich	11.21		11.47					
Port Chester	11.26		11.52		12.49		1.01	
Rye	11.29							
Harrison	11.32							
Mamaroneck	11.36							
Larchmont	11.40		12.04					
New Rochelle	11.44		12.16					
New Rochelle Jct.					1.00		1.11	
Woodside								
S. S. 14					1.05		1.15	
S. S. 4					1.12		1.22	
S. S. 3								
Harlem River								
Harold					1.23		1.33	
Penn. Station					1.30		1.40	
Felham	11.47							
Columbus Ave.	11.49							
Mount Vernon	11.51		12.24					
S. S. 20								
Woodlawn	11.57		12.26					
Grand Cen. Ter.	12.20		12.50					

HAROLD AND WOODLAWN TO S. S. 81

NEW HAVEN DIV. AND N. Y. CONN. R. R.

EASTWARD

Table with columns for Stations, 198, 32, 440, 320, 408, 178, 410, 186, 442, 172, 324. Rows include Grand Cen. Ter., Woodlawn, Mount Vernon, Columbus Ave., Pelham, Penn. Station, Harold, Harlem River, S. S. 3, S. S. 4, S. S. 14, Woodside, New Rochelle Jct., New Rochelle, Larchmont, Mamaroneck, Harrison, Rye, Port Chester, Greenwich, Cos Cob, Riverside, Old Greenwich, Stamford, Glenbrook, Noroton Heights, Darien, Rowayton, South Norwalk, S. S. 44, East Norwalk, Westport, Green's Farms, Southport, Fairfield, Bridgeport, Stratford, Deron, Milford, Woodmont, West Haven, New Haven, S. S. 80, S. S. 81.

\* Mileage between Pelham and New Rochelle Jct. 1.10. \* Mileage between Woodside and New Rochelle Jct. 0.42.

HAROLD AND WOODLAWN TO S. S. 81

EASTWARD

Table with columns for Stations, 362, 380, 412, 190, 304, 62, 262, 360, 328, 61, 264, 212, 8. Rows include Grand Cen. Ter., Woodlawn, Mount Vernon, Columbus Avenue, Pelham, Penn. Station, Harold, Harlem River, S. S. 3, S. S. 4, S. S. 14, Woodside, New Rochelle Jct., New Rochelle, Larchmont, Mamaroneck, Harrison, Rye, Port Chester, Greenwich, Cos Cob, Riverside, Old Greenwich, Stamford, Glenbrook, Noroton Heights, Darien, Rowayton, South Norwalk, S. S. 44, East Norwalk, Westport, Green's Farms, Southport, Fairfield, Bridgeport, Stratford, Deron, Milford, Woodmont, West Haven, New Haven, S. S. 80, S. S. 81.

\* Train 64 will omit Darien and Westport stops Sundays. \* Train 302 will go into Stamford yard to be passed by Train 380.

STATIONS	110	450	152	138	50	214	206	10	216	66	280	150
	Et. Sea	Et. Sea	Sea salt	Pittsfield	Daily	Et. Sea	Daily	Mass. River	Et. Sea	Daily	Daily	Et. Sea
Grand Cen. Ter.	7:09				7:22	7:24	7:26	8:01	8:06	8:11	8:26	
Woodlawn	7:31		7:32	7:37	7:44	7:46	7:48	8:22	8:27	8:32	8:47	
S. S. 20	7:33		7:35	7:39	7:46	7:48	7:51	8:24	8:29	8:34	8:51	
Mount Vernon							7:51	8:24	8:29		8:51	
Columbus Avenue							7:53	8:26	8:31		8:53	
Pelham							7:56	8:29	8:34		8:56	
Penn. Station												
Harold												
Harlem River												
S. S. 3												
S. S. 4												
S. S. 14												
Woodside												
New Rochelle Jet.			7:59	7:43	7:56	7:57		8:27		8:38	9:00	
New Rochelle	7:39											
Larchmont							8:06		8:45		9:05	
Mamaroneck							8:10		8:50		9:09	
Harrison							8:13		8:53		9:13	
Hye							8:16		8:56		9:16	
Port Chester	7:50		7:40	7:53	8:00	8:03	8:21	8:37	8:54	8:48	9:20	
Greenwich							8:26				9:25	
Cus Cob					8:04					8:52	9:27	
Riverside							8:31				9:29	
Old Greenwich							8:34				9:32	
Stamford	8:01		7:50	8:03	8:11		8:37	8:56		8:58	9:35	
Glenbrook												
Noroton Heights												
Darlen					8:19			8:50				
Rowayton												
South Norwalk												
S. S. 44			8:09	8:17					8:54		9:08	
East Norwalk												
Westport												
Green's Farms			8:18									
Southport												
Fairfield												
Bridgeport		8:20	8:17									
Stratford		8:26										
Deron		8:30	8:25									
Millford												
Woodmont												
West Haven												
New Haven												
S. S. 80												
S. S. 81												

STATIONS	218	12	192	208	68	456	188	260	70	270	220	14
	Et. Sea	Daily	Daily	Daily	Daily	Et. Sea	Daily	Et. Sea	Daily	Daily	Et. Sea	Daily
Grand Cen. Ter.	8:56	9:00			9:25							
Woodlawn	9:18	9:21			9:47							
S. S. 20		9:23			9:54							
Mount Vernon					9:51							
Columbus Avenue					9:53							
Pelham					9:56							
Penn. Station			9:00					10:00				
Harold			9:07					10:07				
Harlem River												
S. S. 3												
S. S. 4												
S. S. 14												
Woodside												
New Rochelle Jet.		9:27	9:30		9:58			10:30		10:58		11:27
New Rochelle	9:30				10:00			10:30		11:01		11:30
Larchmont	9:35				10:05			10:35		11:06		11:35
Mamaroneck	9:39				10:09			10:39		11:10		11:39
Harrison	9:42				10:12			10:42		11:13		11:42
Hye	9:45				10:15			10:45		11:16		11:45
Port Chester	9:58	9:37	9:40		10:19	10:00		10:40	10:58	11:21	11:48	11:37
Greenwich					10:25			10:55		11:27		
Cus Cob					10:44	10:12		10:44	10:57	11:02		
Riverside					10:39			10:59		11:32		
Old Greenwich					10:32			11:02		11:35		
Stamford	9:46	9:51	10:35	10:18				10:50	11:05	11:10	11:38	11:46
Glenbrook												
Noroton Heights												
Darlen		9:50			10:24					11:19		11:50
Rowayton												
South Norwalk					10:01					11:26		11:54
S. S. 44					9:54							
East Norwalk												
Westport												
Green's Farms		10:01	10:08		10:35			11:06		11:38		12:00
Southport												
Fairfield					10:43							
Bridgeport	10:1	10:19			10:53			11:02	11:15	11:50		12:08
Stratford												
Deron		10:16	10:25		11:00			11:10	11:21	11:56		12:13
Millford										12:02		12:18
Woodmont		10:22	10:32		11:06				11:27			12:18
West Haven												12:30
New Haven		10:30	10:40		11:14			11:20		12:08		12:38
S. S. 80		10:35	10:45		11:20			11:26		12:06		12:37
S. S. 81		10:42	10:53		11:26			11:47	AM	PM	AM	PM
		by	y		by	y		by	y	y	y	y



HAROLD AND WOODLAWN TO S. S. 81

STATIONS.	76		288		74		330		20		296		78		398		144		306		24		42	
	Ex. Bus	Daily																						
Grand Cen. Ter.	1:21	1:26	1:31	1:36	2:00	2:06	2:31	2:33	2:46	2:56	3:00	3:09	3:17	3:21	3:34	3:39	3:42	3:54	3:59	4:02	4:09	4:11	4:14	4:22
Woodlawn	1:41	1:47	1:52	1:57	2:21	2:27	2:52	2:54	3:07	3:17	3:21	3:29	3:34	3:38	3:51	3:56	4:00	4:12	4:17	4:21	4:24	4:27	4:30	4:38
Mount Vernon	1:45	1:51	1:56	2:01	2:25	2:31	2:56	2:58	3:11	3:21	3:25	3:33	3:38	3:42	3:55	4:00	4:04	4:16	4:21	4:25	4:28	4:31	4:34	4:42
Hamden Avenue	1:51	1:57	2:02	2:07	2:31	2:37	3:02	3:04	3:17	3:27	3:31	3:39	3:44	3:48	4:01	4:06	4:10	4:22	4:27	4:31	4:34	4:37	4:40	4:48
Stamford	1:56	2:02	2:07	2:12	2:36	2:42	3:07	3:09	3:22	3:32	3:36	3:44	3:49	3:53	4:06	4:11	4:15	4:27	4:32	4:36	4:39	4:42	4:45	4:53
Greenwich	2:01	2:07	2:12	2:17	2:41	2:47	3:12	3:14	3:27	3:37	3:41	3:49	3:54	3:58	4:11	4:16	4:20	4:32	4:37	4:41	4:44	4:47	4:50	4:58
Cos Cob	2:05	2:11	2:16	2:21	2:45	2:51	3:16	3:18	3:31	3:41	3:45	3:53	3:58	4:02	4:15	4:20	4:24	4:36	4:41	4:45	4:48	4:51	4:54	5:02
Riverside	2:09	2:15	2:20	2:25	2:49	2:55	3:20	3:22	3:35	3:45	3:49	3:57	4:02	4:06	4:19	4:24	4:28	4:40	4:45	4:49	4:52	4:55	4:58	5:06
Old Greenwich	2:13	2:19	2:24	2:29	2:53	2:59	3:24	3:26	3:39	3:49	3:53	4:01	4:06	4:10	4:23	4:28	4:32	4:44	4:49	4:53	4:56	4:59	5:02	5:10
Stamford	2:17	2:23	2:28	2:33	2:57	3:03	3:28	3:30	3:43	3:53	3:57	4:05	4:10	4:14	4:27	4:32	4:36	4:48	4:53	4:57	5:00	5:03	5:06	5:14
Leadbroke	2:21	2:27	2:32	2:37	3:01	3:07	3:32	3:34	3:47	3:57	4:01	4:09	4:14	4:18	4:31	4:36	4:40	4:52	4:57	5:01	5:04	5:07	5:10	5:18
Noroton Heights	2:25	2:31	2:36	2:41	3:05	3:11	3:36	3:38	3:51	4:01	4:05	4:13	4:18	4:22	4:35	4:40	4:44	4:56	5:01	5:05	5:08	5:11	5:14	5:22
Warren	2:29	2:35	2:40	2:45	3:09	3:15	3:40	3:42	3:55	4:05	4:09	4:17	4:22	4:26	4:39	4:44	4:48	5:00	5:05	5:09	5:12	5:15	5:18	5:26
Rowayton	2:33	2:39	2:44	2:49	3:13	3:19	3:44	3:46	3:59	4:09	4:13	4:21	4:26	4:30	4:43	4:48	4:52	5:04	5:09	5:13	5:16	5:19	5:22	5:30
South Norwalk	2:37	2:43	2:48	2:53	3:17	3:23	3:48	3:50	4:03	4:13	4:17	4:25	4:30	4:34	4:47	4:52	4:56	5:08	5:13	5:17	5:20	5:23	5:26	5:34
S. S. 44	2:41	2:47	2:52	2:57	3:21	3:27	3:52	3:54	4:07	4:17	4:21	4:29	4:34	4:38	4:51	4:56	5:00	5:12	5:17	5:21	5:24	5:27	5:30	5:38
East Norwalk	2:45	2:51	2:56	3:01	3:25	3:31	3:56	3:58	4:11	4:21	4:25	4:33	4:38	4:42	4:55	5:00	5:04	5:16	5:21	5:25	5:28	5:31	5:34	5:42
Westport	2:49	2:55	3:00	3:05	3:29	3:35	4:00	4:02	4:15	4:25	4:29	4:37	4:42	4:46	4:59	5:04	5:08	5:20	5:25	5:29	5:32	5:35	5:38	5:46
Green's Farms	2:53	2:59	3:04	3:09	3:33	3:39	4:04	4:06	4:19	4:29	4:33	4:41	4:46	4:50	5:03	5:08	5:12	5:24	5:29	5:33	5:36	5:39	5:42	5:50
Southport	2:57	3:03	3:08	3:13	3:37	3:43	4:08	4:10	4:23	4:33	4:37	4:45	4:50	4:54	5:07	5:12	5:16	5:28	5:33	5:37	5:40	5:43	5:46	5:54
Fairfield	3:01	3:07	3:12	3:17	3:41	3:47	4:12	4:14	4:27	4:37	4:41	4:49	4:54	4:58	5:11	5:16	5:20	5:32	5:37	5:41	5:44	5:47	5:50	5:58
Bridgeport	3:05	3:11	3:16	3:21	3:45	3:51	4:16	4:18	4:31	4:41	4:45	4:53	4:58	5:02	5:15	5:20	5:24	5:36	5:41	5:45	5:48	5:51	5:54	6:02
Stratford	3:09	3:15	3:20	3:25	3:49	3:55	4:20	4:22	4:35	4:45	4:49	4:57	5:02	5:06	5:19	5:24	5:28	5:40	5:45	5:49	5:52	5:55	5:58	6:06
Deron	3:13	3:19	3:24	3:29	3:53	3:59	4:24	4:26	4:39	4:49	4:53	5:01	5:06	5:10	5:23	5:28	5:32	5:44	5:49	5:53	5:56	5:59	6:02	6:10
Hillford	3:17	3:23	3:28	3:33	3:57	4:03	4:28	4:30	4:43	4:53	4:57	5:05	5:10	5:14	5:27	5:32	5:36	5:48	5:53	5:57	6:00	6:03	6:06	6:14
Woodmont	3:21	3:27	3:32	3:37	4:01	4:07	4:32	4:34	4:47	4:57	5:01	5:09	5:14	5:18	5:31	5:36	5:40	5:52	5:57	6:01	6:04	6:07	6:10	6:18
West Haven	3:25	3:31	3:36	3:41	4:05	4:11	4:36	4:38	4:51	5:01	5:05	5:13	5:18	5:22	5:35	5:40	5:44	5:56	6:01	6:05	6:08	6:11	6:14	6:22
New Haven	3:29	3:35	3:40	3:45	4:09	4:15	4:40	4:42	4:55	5:05	5:09	5:17	5:22	5:26	5:39	5:44	5:48	6:00	6:05	6:09	6:12	6:15	6:18	6:26
S. S. 80	3:33	3:39	3:44	3:49	4:13	4:19	4:44	4:46	4:59	5:09	5:13	5:21	5:26	5:30	5:43	5:48	5:52	6:04	6:09	6:13	6:16	6:19	6:22	6:30
S. S. 81	3:37	3:43	3:48	3:53	4:17	4:23	4:48	4:50	5:03	5:13	5:17	5:25	5:30	5:34	5:47	5:52	5:56	6:08	6:13	6:17	6:20	6:23	6:26	6:34
	PM	PM																						
	y	ty	y	tyz	y	ty	tyz	tyz	y	tyz														

1. Train 12 stops at Stamford to take passengers only.  
 2. Train 144 stops at South Norwalk to take passengers only.  
 3. Train 74 weekdays stop at Stamford to take passengers; Saturdays and "2" Holidays make "2" stop.  
 4. Train 288 will not carry baggage Saturdays and Sundays.  
 5. Train 306 will not run between Port Chester and Stamford Saturdays; will not carry baggage Saturdays.

HAROLD AND WOODLAWN TO S. S. 81

STATIONS.	58		318		418		402		292		372		356		238		26		170		374		36		332		
	Ex. Bus	Daily																									
Grand Cen. Ter.	3:11	3:16	3:21	3:26	3:31	3:36	3:41	3:46	3:51	3:56	4:01	4:06	4:11	4:16	4:21	4:26	4:31	4:36	4:41	4:46	4:51	4:56	5:01	5:06	5:11	5:16	5:21
Woodlawn	3:31	3:37	3:42	3:47	3:52	3:57	4:02	4:07	4:12	4:17	4:22	4:27	4:32	4:37	4:42	4:47	4:52	4:57	5:02	5:07	5:12	5:17	5:22	5:27	5:32	5:37	5:42
Mount Vernon	3:35	3:41	3:46	3:51	3:56	4:01	4:06	4:11	4:16	4:21	4:26	4:31	4:36	4:41	4:46	4:51	4:56	5:01	5:06	5:11	5:16	5:21	5:26	5:31	5:36	5:41	5:46
Columbus Avenue	3:41	3:47	3:52	3:57	4:02	4:07	4:12	4:17	4:22	4:27	4:32	4:37	4:42	4:47	4:52	4:57	5:02	5:07	5:12	5:17	5:22	5:27	5:32	5:37	5:42	5:47	5:52
Pelham	3:47	3:53	3:58	4:03	4:08	4:13	4:18	4:23	4:28	4:33	4:38	4:43	4:48	4:53	4:58	5:03	5:08	5:13	5:18	5:23	5:28	5:33	5:38	5:43	5:48	5:53	5:58
Harold	3:53	3:59	4:04	4:09	4:14	4:19	4:24	4:29	4:34	4:39	4:44	4:49	4:54	4:59	5:04	5:09	5:14	5:19	5:24	5:29	5:34	5:39	5:44	5:49	5:54	5:59	6:04
Harlem River	3:59	4:05	4:10	4:15	4:20	4:25	4:30	4:35	4:40	4:45	4:50	4:55	5:00	5:05	5:10	5:15	5:20	5:25	5:30	5:35	5:40	5:45	5:50	5:55	6:00	6:05	6:10
S. S. 1	4:05	4:11	4:16	4:21	4:26	4:31	4:36	4:41	4:46	4:51	4:56	5:01	5:06	5:11	5:16	5:21	5:26	5:31	5:36	5:41	5:46	5:51	5:56	6:01	6:06	6:11	6:16
S. S. 4	4:11	4:17	4:22	4:27	4:32	4:37	4:42	4:47	4:52	4:57	5:02	5:07	5:12	5:17	5:22	5:27	5:32	5:37	5:42	5:47	5:52	5:57	6:02	6:07	6:12	6:17	6:22
S. S. 11	4:17	4:23	4:28	4:33	4:38	4:43	4:48	4:53	4:58	5:03	5:08	5:13	5:18	5:23	5:28	5:33	5:38	5:43	5:48	5:53	5:58	6:03	6:08	6:13	6:18	6:23	6:28
Woodside	4:23	4:29	4:34	4:39	4:44	4:49	4:54	4:59	5:04	5:09	5:14	5:19	5:24	5:29	5:34	5:39	5:44	5:49	5:54	5:59	6:04	6:09					

HAROLD AND WOODLAWN TO S. S. 81

N.W. HAVEN DIV. 21  
AND N. Y. CONN. R. R.

STATIONS.	158		82		411		344		240		326		294		201		80		116		300		301		302		376					
	Ex. Bus	Bus only																														
Grand Cen. Ter.	4:11	4:11																														
Woodlawn	4:32	4:32			4:35	4:35	4:36	4:36	4:38	4:38	4:45	4:45	4:47	4:47	4:49	4:49	4:51	4:51	4:52	4:52	4:53	4:53	4:55	4:55	4:57	4:57	4:59	4:59	5:01	5:01		
S. S. 20	4:34	4:34			4:36	4:36			4:38	4:38					4:41	4:41	4:43	4:43	4:45	4:45	4:47	4:47	4:49	4:49	4:51	4:51	4:53	4:53	4:55	4:55		
Mount Vernon					4:39	4:39			4:41	4:41					4:44	4:44	4:46	4:46	4:48	4:48	4:50	4:50	4:52	4:52	4:54	4:54	4:56	4:56	4:58	4:58		
Columbus Avenue					4:41	4:41			4:43	4:43					4:46	4:46	4:48	4:48	4:50	4:50	4:52	4:52	4:54	4:54	4:56	4:56	4:58	4:58	5:00	5:00		
Felham					4:43	4:43			4:45	4:45					4:48	4:48	4:50	4:50	4:52	4:52	4:54	4:54	4:56	4:56	4:58	4:58	5:00	5:00	5:02	5:02		
Penn. Station																																
Harold																																
Harlem River																																
S. S. 3																																
S. S. 4																																
S. S. 11																																
Woodside																																
New Rochelle Jct.	4:39	4:38			4:41	4:41	4:42	4:42	4:44	4:44	4:46	4:46	4:48	4:48	4:50	4:50	4:52	4:52	4:54	4:54	4:56	4:56	4:58	4:58	5:00	5:00	5:02	5:02	5:04	5:04		
New Rochelle					4:43	4:43	4:44	4:44	4:46	4:46	4:48	4:48	4:50	4:50	4:52	4:52	4:54	4:54	4:56	4:56	4:58	4:58	5:00	5:00	5:02	5:02	5:04	5:04	5:06	5:06		
Larchmont					4:45	4:45	4:46	4:46	4:48	4:48	4:50	4:50	4:52	4:52	4:54	4:54	4:56	4:56	4:58	4:58	5:00	5:00	5:02	5:02	5:04	5:04	5:06	5:06	5:08	5:08	5:10	
Mamaroneck					4:47	4:47	4:48	4:48	4:50	4:50	4:52	4:52	4:54	4:54	4:56	4:56	4:58	4:58	5:00	5:00	5:02	5:02	5:04	5:04	5:06	5:06	5:08	5:08	5:10	5:10	5:12	
Harrison					4:49	4:49	4:50	4:50	4:52	4:52	4:54	4:54	4:56	4:56	4:58	4:58	5:00	5:00	5:02	5:02	5:04	5:04	5:06	5:06	5:08	5:08	5:10	5:10	5:12	5:12	5:14	
Rye					4:51	4:51	4:52	4:52	4:54	4:54	4:56	4:56	4:58	4:58	5:00	5:00	5:02	5:02	5:04	5:04	5:06	5:06	5:08	5:08	5:10	5:10	5:12	5:12	5:14	5:14	5:16	
Port Chester	4:49	4:48			5:01	5:01	5:02	5:02	5:04	5:04	5:06	5:06	5:08	5:08	5:10	5:10	5:12	5:12	5:14	5:14	5:16	5:16	5:18	5:18	5:20	5:20	5:22	5:22	5:24	5:24		
Greenwich					5:03	5:03	5:04	5:04	5:06	5:06	5:08	5:08	5:10	5:10	5:12	5:12	5:14	5:14	5:16	5:16	5:18	5:18	5:20	5:20	5:22	5:22	5:24	5:24	5:26	5:26	5:28	
Cox Cob					5:05	5:05	5:06	5:06	5:08	5:08	5:10	5:10	5:12	5:12	5:14	5:14	5:16	5:16	5:18	5:18	5:20	5:20	5:22	5:22	5:24	5:24	5:26	5:26	5:28	5:28	5:30	
Riverside					5:07	5:07	5:08	5:08	5:10	5:10	5:12	5:12	5:14	5:14	5:16	5:16	5:18	5:18	5:20	5:20	5:22	5:22	5:24	5:24	5:26	5:26	5:28	5:28	5:30	5:30	5:32	
Old Greenwich					5:09	5:09	5:10	5:10	5:12	5:12	5:14	5:14	5:16	5:16	5:18	5:18	5:20	5:20	5:22	5:22	5:24	5:24	5:26	5:26	5:28	5:28	5:30	5:30	5:32	5:32	5:34	
Stamford	4:57	4:58			5:09	5:09	5:10	5:10	5:12	5:12	5:14	5:14	5:16	5:16	5:18	5:18	5:20	5:20	5:22	5:22	5:24	5:24	5:26	5:26	5:28	5:28	5:30	5:30	5:32	5:32	5:34	
Glenbrook					5:11	5:11	5:12	5:12	5:14	5:14	5:16	5:16	5:18	5:18	5:20	5:20	5:22	5:22	5:24	5:24	5:26	5:26	5:28	5:28	5:30	5:30	5:32	5:32	5:34	5:34	5:36	
Noroton Heights					5:13	5:13	5:14	5:14	5:16	5:16	5:18	5:18	5:20	5:20	5:22	5:22	5:24	5:24	5:26	5:26	5:28	5:28	5:30	5:30	5:32	5:32	5:34	5:34	5:36	5:36	5:38	
Darlen					5:15	5:15	5:16	5:16	5:18	5:18	5:20	5:20	5:22	5:22	5:24	5:24	5:26	5:26	5:28	5:28	5:30	5:30	5:32	5:32	5:34	5:34	5:36	5:36	5:38	5:38	5:40	
Rowayton					5:17	5:17	5:18	5:18	5:20	5:20	5:22	5:22	5:24	5:24	5:26	5:26	5:28	5:28	5:30	5:30	5:32	5:32	5:34	5:34	5:36	5:36	5:38	5:38	5:40	5:40	5:42	
South Norwalk					5:19	5:19	5:20	5:20	5:22	5:22	5:24	5:24	5:26	5:26	5:28	5:28	5:30	5:30	5:32	5:32	5:34	5:34	5:36	5:36	5:38	5:38	5:40	5:40	5:42	5:42	5:44	
S. S. 44					5:21	5:21	5:22	5:22	5:24	5:24	5:26	5:26	5:28	5:28	5:30	5:30	5:32	5:32	5:34	5:34	5:36	5:36	5:38	5:38	5:40	5:40	5:42	5:42	5:44	5:44	5:46	
East Norwalk					5:23	5:23	5:24	5:24	5:26	5:26	5:28	5:28	5:30	5:30	5:32	5:32	5:34	5:34	5:36	5:36	5:38	5:38	5:40	5:40	5:42	5:42	5:44	5:44	5:46	5:46	5:48	
Westport					5:25	5:25	5:26	5:26	5:28	5:28	5:30	5:30	5:32	5:32	5:34	5:34	5:36	5:36	5:38	5:38	5:40	5:40	5:42	5:42	5:44	5:44	5:46	5:46	5:48	5:48	5:50	
Green's Farms					5:27	5:27	5:28	5:28	5:30	5:30	5:32	5:32	5:34	5:34	5:36	5:36	5:38	5:38	5:40	5:40	5:42	5:42	5:44	5:44	5:46	5:46	5:48	5:48	5:50	5:50	5:52	
Southport					5:29	5:29	5:30	5:30	5:32	5:32	5:34	5:34	5:36	5:36	5:38	5:38	5:40	5:40	5:42	5:42	5:44	5:44	5:46	5:46	5:48	5:48	5:50	5:50	5:52	5:52	5:54	
Fairfield					5:31	5:31	5:32	5:32	5:34	5:34	5:36	5:36	5:38	5:38	5:40	5:40	5:42	5:42	5:44	5:44	5:46	5:46	5:48	5:48	5:50	5:50	5:52	5:52	5:54	5:54	5:56	
Bridgeport					5:33	5:33	5:34	5:34	5:36	5:36	5:38	5:38	5:40	5:40	5:42	5:42	5:44	5:44	5:46	5:46	5:48	5:48	5:50	5:50	5:52	5:52	5:54	5:54	5:56	5:56	5:58	
Stratford					5:35	5:35	5:36	5:36	5:38	5:38	5:40	5:40	5:42	5:42	5:44	5:44	5:46	5:46	5:48	5:48	5:50	5:50	5:52	5:52	5:54	5:54	5:56	5:56	5:58	5:58	6:00	
Deron					5:37	5:37	5:38	5:38	5:40	5:40	5:42	5:42	5:44	5:44	5:46	5:46	5:48	5:48	5:50	5:50	5:52	5:52	5:54	5:54	5:56	5:56	5:58	5:58	6:00	6:00	6:02	
Millford					5:39	5:39	5:40	5:40	5:42	5:42	5:44	5:44	5:46	5:46	5:48	5:48	5:50	5:50	5:52	5:52	5:54	5:54	5:56	5:56	5:58	5:58	6:00	6:00	6:02	6:02	6:04	
Woodmont					5:41	5:41	5:42	5:42	5:44	5:44	5:46	5:46	5:48	5:48	5:50	5:50	5:52	5:52	5:54	5:54	5:56	5:56	5:58	5:58	6:00	6:00	6:02	6:02	6:04	6:04	6:06	
West Haven					5:43	5:43	5:44	5:44	5:46	5:46	5:48	5:48	5:50	5:50	5:52	5:52	5:54	5:54	5:56	5:56	5:58	5:58	6:00	6:00	6:02	6:02	6:04	6:04	6:06	6:06	6:08	
New Haven					5:45	5:45	5:46	5:46	5:48	5:48	5:50	5:50	5:52	5:52	5:54	5:54																



STB

FD-3388

1-14-98

D

ID-185236

3/3

HAROLD AND WOODLAWN TO S. S. 81

NEW HAVEN DIV. AND N. Y. CONN. R. R.

28 EASTWARD

STATIONS.	168 354		382		126 311		254 391		96		98 180		316	
	Daily	Ex. Sea.	Ex. Sea.	Ex. Sea.	Daily	Ex. Sea.	Ex. Sea.	Daily	Ex. Sea.	Ex. Sea.	Ex. Sea.	Ex. Sea.	Daily	Ex. Sea.
	PM	PM	PM	PM	PM	PM	PM	PM	PM	PM	PM	PM	PM	PM
Grand Cen. Ter.	8:45	9:01	9:01	9:01	9:26	9:46	10:01	10:05	10:25	10:25	10:25	10:25	10:25	10:25
Woodlawn	9:17	9:34	9:34	9:34	9:47	10:17	10:23							10:47
S. S. 20														
Mount Vernon	9:21	9:38	9:38	9:38	9:51	10:21	10:25							11:01
Columbus Avenue	9:23	9:40	9:40	9:40	9:53	10:23								11:03
Peiham	9:26	9:43	9:43	9:43	9:56	10:26								11:06
Fenn. Station	8:45							10:05						10:25
Harold	8:50							10:12						10:32
Hulens River														
S. S. 3														10:20
S. S. 4	9:02							10:33						10:26
S. S. 11	9:09							10:39						10:44
Woodside								10:39						10:50
New Rochelle Jct.	9:11		9:28	9:30				10:29	10:36		10:41	10:53		
New Rochelle	9:30				10:00	10:30								11:00
Larchmont	9:35				10:05	10:35								11:05
Mamaroneck	9:39				10:09	10:39								11:09
Harrison	9:42				10:12	10:42								11:12
Rye	9:45		9:36		10:15	10:45	10:36			10:39	11:05			11:18
Port Chester	9:49		9:41	9:40	10:19	10:48	10:39	10:46		10:39	11:05			11:22
Greenwich	9:54		9:46		10:24		10:42							11:27
Cos Cob	9:57			9:41	10:27			10:50						11:30
Riverside	9:59				10:29									11:32
Old Greenwich	10:02				10:32									11:35
Stamford	10:06		9:54	9:50	10:35	10:50	10:58		11:30	11:16				11:38
Glenbrook														
Noroton Heights														
Darien			10:00					10:56			11:15			12:00
Rowayton														
South Norwalk			10:06	10:00				11:01			11:20	11:52		12:06
S. S. 11	9:55							11:09			11:20	11:52		12:06
East Norwalk														
Westport														
Green's Farms	9:52		10:11		10:07			11:06	11:16		11:27	11:30		12:00
Southport														
Fairfield			10:15											
Bridgeport	10:07		10:25	10:30				11:19	11:25	11:36	11:40	11:40		12:00
Stratford														
Deron	10:13		10:32	10:37				11:23	11:27		11:44	11:50		12:00
Millford														
Woodmont	10:18		10:37	10:32				11:31	11:27		11:50	12:05		12:05
West Haven														
New Haven	10:27		10:45	10:40				11:40	11:35		12:00	12:15		12:15
S. S. 80	10:31													12:19
S. S. 81	10:43													12:31
	PM	PM	PM	PM	PM	PM	PM	AM	AM	AM	AM	AM	AM	AM
	by	by	y	ey	by	by	x	AM	AM	AM	AM	AM	AM	AM

Train 314 will not carry baggage Sunday. Train 96 will go into Bridgeport yard to clear for trains 180 and 90.

HAROLD AND WOODLAWN TO S. S. 81

NEW HAVEN DIV. 27 AND N. Y. CONN. R. R.

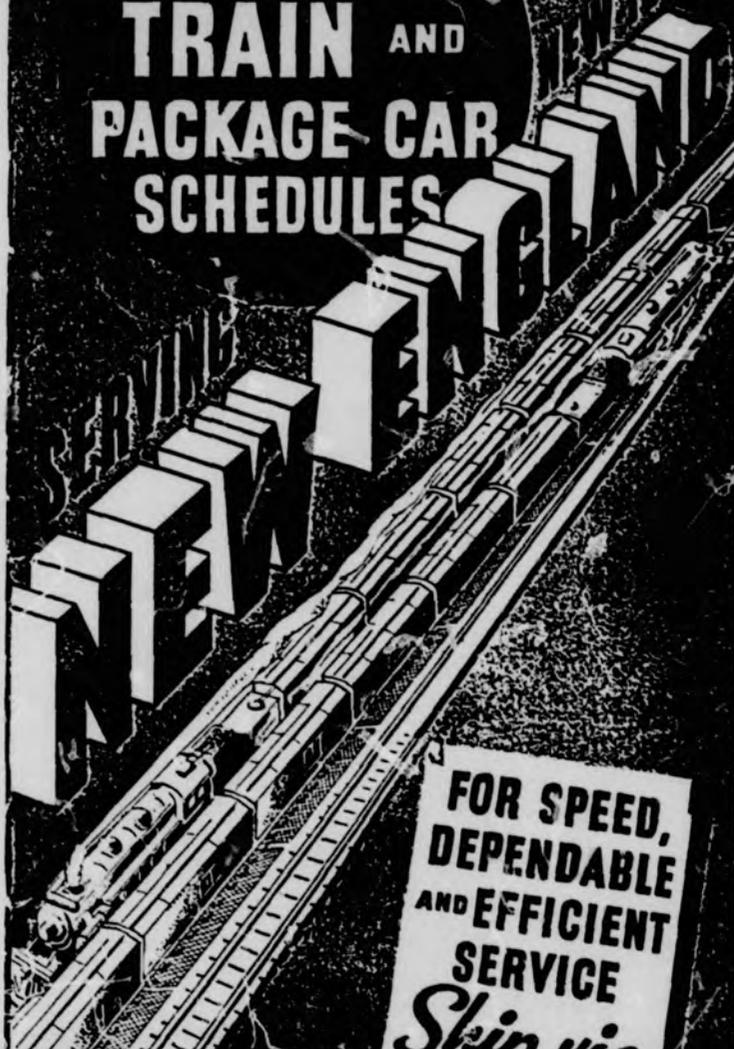
EASTWARD

STATIONS.	390		256		100		5C		318		2		191		4	
	Ex. Sea.															
	PM															
Grand Cen. Ter.	10:36	10:56			11:11	11:26	11:31	11:36	11:41	11:46	11:51	11:56	12:01	12:06	12:11	12:16
Woodlawn	10:59	11:17			11:34	11:47	11:54	12:01	12:08	12:15	12:22	12:29	12:36	12:43	12:50	12:57
S. S. 20	11:00				11:36		11:56		12:10		12:30		12:45		13:05	
Mount Vernon		11:21				11:51		12:12		12:33		12:54		13:15		13:36
Columbus Ave.		11:23				11:53		12:14		12:35		12:56		13:17		13:38
Peiham		11:26				11:56		12:17		12:38		12:59		13:20		13:41
Fenn. Station																
Harold																
Harlem River																
S. S. 3																
S. S. 4																
S. S. 11																
Woodside																
New Rochelle Jct.	11:04		11:35	11:40			12:00	12:06	12:14							
New Rochelle	11:39				12:00											
Larchmont	11:35				12:05											
Mamaroneck	11:39				12:09											
Harrison	11:42				12:12											
Rye	11:45		11:35		12:15											
Port Chester	11:48		11:38	11:45	12:18	12:10	12:15	12:24								
Greenwich	11:53				12:24											
Cos Cob					12:27		12:15	12:20								
Riverside					12:29											
Old Greenwich					12:32											
Stamford	11:57		11:56	12:02	12:35	12:20	12:24	12:33								
Glenbrook																
Noroton Heights																
Darien	11:32				12:03			12:27								
Rowayton																
South Norwalk	11:39				12:13			12:45								
S. S. 11						12:06		12:29	12:37							
East Norwalk																
Westport	11:55				12:20			12:39	12:50	1:01						
Green's Farms					12:35											
Southport																
Fairfield																
Bridgeport	12:03		12:26	12:30	12:44			12:49	1:02	1:15						
Stratford																
Deron	12:07		12:34	12:51				12:57	1:10	1:29						
Millford																
Woodmont	12:12		12:40	12:56				1:05	1:18	1:35						
West Haven																
New Haven	12:20		12:40	1:00	1:20	1:35	1:30	1:43	1:58	2:08						
S. S. 80					1:26											
S. S. 81																
	AM	PM	AM													
	by	by	AM													

Train 56 stops at Greenwich Sundays; use No. 4 track from New Rochelle Jct. Sundays. Train 96 will go into Bridgeport yard to clear for train 390.

**EXHIBIT I**

**FREIGHT  
TRAIN AND  
PACKAGE CAR  
SCHEDULES**



**FOR SPEED,  
DEPENDABLE  
AND EFFICIENT  
SERVICE**  
*Skip via*

THE  
**NEW HAVEN** R.R.

Station	Close	For Trains Indicated
<b>PROVIDENCE</b> Cranston	1.00 p.m.	Switcher to Providence for all evening service
Pawtucket	3.00 p.m.	Switcher to Providence for all evening service.
Northup Ave.	3.00 p.m.	For all evening service.
Smith St.	3.00 p.m.	For all evening service.
Brayton Ave.	3.00 p.m.	For all evening service.
<b>SPRINGFIELD</b> Yards No. 1 and No. 3	2.40 p.m. 8.15 p.m.	SN-1. SN-3.
<b>TAUNTON</b> All Yard Tracks	1.00 p.m.	FN-1, JL-2, LU-1, NF-2.
<b>WATERBURY</b> All Yard Tracks	4.00 p.m. 5.00 p.m.	DN-1. OA-6.
Note: For cars which require re-icing at Waterbury, diversion order should be in hands of Agent by 2.00 p.m.		
<b>WATUPPA</b> All Locations	9.30 a.m.	Extra
<b>WORCESTER</b> All Locations	12.30 p.m. 3.20 p.m. 8.00 p.m. 11.15 p.m.	WP-3. WN-1. M-7. WP-5.

## Fruit and Vegetable Shippers and Receivers USING THE NEW HAVEN

have excellent reconsignment and diversion privileges

*Ship via*

### NEW HAVEN

to reach the important markets in Southern New England, New York City and Boston

*Also*

take advantage of the NEW HAVEN'S

**STOP OFF IN TRANSIT**

**TO PARTIALLY UNLOAD OR LOAD  
CARLOAD FREIGHT**

(EXCEPT A FEW RESTRICTED ARTICLES)

Route via NEW HAVEN

to reach **NEW YORK** **HARTFORD** **PROVIDENCE**  
**HOLYOKE** **BOSTON** **NEW HAVEN**  
**SPRINGFIELD** **WORCESTER** **and other**  
New England points

Consult your New Haven Traffic Agent

(See back cover)

## WESTWARD SERVICE

### The Speed Witch

Freight accepted  
up to

**ANE-1 — EX. SAT AND SUN.**

3.00 p.m.	Springfield (SN-1)	4.40 p.m.
3.30 p.m.	Hartford	6.35 p.m.
4.45 p.m.	New Britain	7.05 p.m.
4.00 p.m.	Holyoke (YN-1)	6.30 p.m.
5.00 p.m.	Waterbury	8.30 p.m.
	Bridgeport	9.35 p.m.

**1ST NE-1 — EX. SUN.**

3.30 p.m.	Boston	4.15 p.m.
12.30 p.m.	Worcester (WP-3)	2.00 p.m.
2.30 p.m.	Woonsocket (WP-3)	3.30 p.m.
3.00 p.m.	Pawtucket (Switcher)	4.00 p.m.
4.30 p.m.	Providence	6.10 p.m.
7.00 p.m.	New Haven	9.35 p.m.
	Bay Ridge, N.Y. Arr.	12.15 a.m.
	Greenville, N.J. Arr.	2.00 a.m.

**2/NE-1 — Ex. SAT. AND SUN.**

	Cedar Hill	8.45 p.m.
4.30 p.m.	Bridgeport	10.15 p.m.
4.00 p.m.	Stamford	11.15 p.m.
3.00 p.m.	Port Chester (Extra)	4.45 p.m.
	Bay Ridge	Arr. 12.45 a.m.
	Greenville, N.J. Arr.	2.00 a.m.
	Greenville, N.J. Lv.	3.30 a.m.
	Philadelphia, Pa. (PRR-NE-1)	
	Phila. Tr.	6.30 a.m.
	Kensington Sta.	7.00 a.m.
	Camden, N. J.	8.00 a.m.

Handle freight from Boston, Providence and other points to Philadelphia via P.R.R.

Connections Boston	From: Extras.
Providence	From: ZP-1, CP-1, EWP-1, WP-3 and Extras.
New Haven	From: N-1 and Extras.
Hartford	From: Extras.
Waterbury	From: Extras.
Bridgeport	From: Extras.
Stamford	From: HQ-4 and Extras.

## THE SPEED WITCH

via

The Hell Gate Bridge Route

overnight from

**SOUTHERN NEW ENGLAND  
to PHILADELPHIA**

WESTWARD

The Cannonball

1ST BH-1 — DAILY

Boston ..... 4.45 p.m.  
Providence ..... 7.05 p.m.  
Oak Point ..... Arr. 12.25 a.m.  
Harlem River ..... 12.50 a.m.

2ND BH-1 — EX. SAT. & SUN.

Springfield (SN-1) ..... 4.40 p.m.  
Holyoke (YN-1) ..... 6.30 p.m.  
Cedar Hill ..... 10.55 p.m.  
Bridgeport ..... 12.01 a.m.  
Oak Point ..... Arr. 1.40 a.m.  
Harlem River ..... 2.30 a.m.  
Pier 38 E.R. (Float) ..... 6.55 a.m.  
Jersey City (LVRR) ..... 8.00 a.m.  
Jersey City (CRRofNJ) 7.15 a.m.

Handles freight for Harlem River, Pier 38, CPR of N. J., LVRR, LIRR and Brooklyn terminals.

Connections Boston From: Extras.  
Providence From: WP-3, EWP-1, CP-1, and Extras.  
Cedar Hill From: N-1, SN-1, DN-1, YN-1 and Extras.  
Oak Point To: NG-9.  
To: CRR of NJ, LVRR, Bush, BEDT, and Jay St. Terminals and M-7 (LIRR).

Closing hours at Boston for receipt LCL at Freight House 3.45 p.m.; Fish loaded at Fish Platform 4.15 p.m.

Closing hour for receipt of Fish loaded at Providence Fish Platform 6.45 p.m.

The Round Up

BH-3 — EX. SAT. AND SUN.

Boston ..... 7.45 p.m.  
Readville ..... 8.20 p.m.  
Providence ..... 9.42 p.m.  
New London ..... 11.42 p.m.  
Cedar Hill ..... 1.25 a.m.  
Oak Point ..... Arr. 3.20 a.m.  
Harlem River ..... 3.45 a.m.  
Pier 38 E.R. (Float) ..... 6.55 a.m.

Handles freight for Harlem River and Pier 38.

Connections Boston From: Extras.  
Readville From: Extras.  
Providence From: TP-1 and Extras.  
New London From: WN-1 (Harlem River and Pier 38, E. R., N. Y.) and Extras.

Closing hours — Boston 6.45 p.m. for LCL at Freight House, 7.00 p.m. for Carloading Companies, Fish loaded at Fish Platform and receipt of Trailers. Providence 7.00 p.m. for receipt LCL at Freight House, 8.00 p.m. for Fish loaded at Fish Platform, 7.30 p.m. for receipt of Trailers and from Mosh. Valley R.R.

BN-5 — DAILY

Boston ..... 10.30 a.m.  
Providence ..... 12.15 p.m.

Handles freight from Boston for Providence, Worcester and diverging.

Connections Boston From: Extras.  
Providence To: FW-6 and PZ-2.

WESTWARD

BN-7 — EX. SUN.

Boston ..... 6.30 p.m.  
Providence ..... 9.15 p.m.  
Cedar Hill ..... 1.35 a.m.

Handles freight for Providence, New London, Cedar Hill and diverging and from Boston and Providence for stations east of Harrisburg and for Chicago and west via PRR.

Connection Boston From: Extras.  
Providence From: WP-3, EWP-1, CP-1 and Extras.  
To: FN-1 (New London, Norwich and Westerly) and Extras.  
Cedar Hill To: NG-3, NQ-7 and Extras.

BN-9 — DAILY

Boston ..... 10.00 p.m.  
Mansfield ..... 11.00 p.m.

Handles freight for Mansfield, Taunton, New Bedford, Fall River and diverging.

Connections Boston From: Extras.  
Mansfield To: LU-1.

BO-1 — EX. SUN.

Boston ..... 5.45 p.m.  
Providence ..... 7.50 p.m.  
Cedar Hill ..... 12.10 a.m.  
Maybrook ..... 5.30 a.m.

Handles freight from Boston, Providence and Cedar Hill for western connections via Maybrook.

Connections Boston From: Extras.  
Providence From: ZP-1, WP-3, EWP-1, CP-1 and Extras.  
Cedar Hill From: YN-1, WN-1 and Extras.  
Maybrook To: Western Connections.

Closing hours Boston 4.45 p.m. for receipt of LCL at Freight House, 5.00 p.m. for Carloading Companies and Fish loaded at Fish Platform. Providence 4.30 p.m. for receipt of LCL at Freight House and 6.30 p.m. for Fish loaded at Fish Platform. New Haven 7.30 p.m. for receipt of LCL at Freight House and 9.00 p.m. for Carloading Companies.

BA-1 — EX. SAT.

Boston ..... 7.00 p.m.  
Franklin ..... 8.25 p.m.  
Blackstone ..... 10.05 p.m.  
East Douglas ..... 11.05 p.m.  
Putnam ..... 1.15 a.m.  
Willimantic ..... 3.35 a.m.  
Hartford ..... 5.20 a.m.

Handles freight for Franklin, Putnam, Willimantic, C. V. Ry., Hartford, New Britain and diverging. Does station work East Douglas to Bolton inclusive.

Connections Boston From: Extras.  
Franklin From: Extra.  
To: Extra.  
Blackstone From: PW-6.  
Putnam From: WN-1.  
To: P-2.  
Willimantic To: CV-491.  
From: CV-490.  
Hartford To: Extras.

**WESTWARD**

**BC-1 — DAILY**

Boston ..... 7.05 p.m.  
 Norwood Central ..... 8.00 p.m.  
 Framingham ..... 9.00 p.m.

Handles freight for B&ARR via Framingham and B&MRR via Lowell and Fitchburg.

Connections Boston From: Extras.  
 Norwood Ctl. From: Birds Mills Extra.  
 Framingham To: B&ARR, CJ-2, UL-2 and Extra.

**CJ-2 — DAILY**

Framingham ..... 11.15 p.m.  
 Clinton ..... 3.00 a.m.  
 Leominster ..... 5.15 a.m.  
 Fitchburg ..... 6.00 a.m.

Handles freight for Clinton, Leominster, Fitchburg and B&M RR. Does station work Southboro to Fitchburg, including Marlboro and Sterling Branches.

Connections Framingham From: BC-1, PC-2, UL-2, B&ARR and Extras.  
 Fitchburg To: B&MRR.

**EWP-1 — EX. SUN.**

East Walpole ..... 2.30 p.m.  
 Providence ..... 4.25 p.m.

Connections Providence To: 1/BH-1, 1/NE-1, BO-1, FN-1, BN-7 and PW-6.

**TP-1 — EX. SAT. AND SUN**

Taunton ..... 8.20 p.m.  
 Providence ..... 9.15 p.m.

Handles freight for New York Piers and Harlem River from New Bedford, Fall River, Taunton and converging points.

Connections Taunton From: FN-1, UL-2 and Extras.  
 Providence To: BH-3.

**FN-1 — DAILY**

Fall River ..... 7.00 p.m.  
 Taunton ..... 9.15 p.m.  
 Providence ..... 11.30 p.m.  
 Westerly ..... 2.15 a.m.  
 New London ..... 3.45 a.m.  
 Cedar Hill ..... 5.55 a.m.

Handles freight from Fall River for all points and from Providence to Westerly and New London.

Connections Fall River From: Extra  
 Taunton To: UL-2, PZ 2, TP-1 and Extras.  
 Providence From: UL-2 and Extra.  
 To: PW-4 and OB-4.  
 From: BN-7 (Norwich, New London and Westerly), EWP-1.  
 New London To: CV-429 and Extra.  
 Cedar Hill To: NO-7 and Extras.

**WESTWARD**

**The Maine Bullet**

**M-7 — EX. SAT. AND SUN.**

Portland, Me. (B&M) ..... 3.15 p.m.  
 Dover, N. H. (B&M) ..... 5.00 p.m.  
 Lawrence, Mass. (B&M) LM-1 ..... 4.00 p.m.  
 Lowell, Mass. (B&M) ..... 7.30 p.m.  
 Worcester, Mass. (B&M) ..... A 00 p.m.  
 Worcester, Mass. ..... Lv. 9.45 p.m.  
 Hartford, Conn. .... 1.20 a.m.  
 Cedar Hill, Conn. .... 3.10 a.m.  
 Bridgeport, Conn. (NG-3) ..... 8.45 a.m.  
 Oak Point, N. Y. .... Arr. 5.30 a.m.  
 Harlem River, N. Y. .... 6.30 a.m.  
 Fremont, N. Y. (LIRR) ..... 7.30 a.m.  
 Bay Ridge, N. Y. .... 8.15 a.m.  
 Greenville ..... 3.40 p.m.

Handles freight from points on or via B&MRR for Worcester and diverging, Hartford, New Haven, Bridgeport, Harlem River, New York Piers and western connections; also from all points to the LIRR.

Connections Lowell To: LU-1.  
 Worcester To: WP-5 and Extra.  
 Hartford From: SN-3 (Harlem River cars only).  
 Cedar Hill To: NG-1 (CNJ and LVRR), NG-3 (Bridgeport and PRR), NO-7 and Extras.  
 From: SN-1, YN-1, DN-1 (all for LIRR only).  
 Oak Point From: 1/BH-1, 2/BH-1, for LIRR.  
 Fremont To: LIRR.  
 Bay Ridge To: PRR.

**N-1 — DAILY**

Portland, Me. (B&M) ..... 2.30 a.m.  
 Lowell, Mass. (B&M) ..... 5.30 a.m.  
 Worcester, Mass. .... Arr. 9.30 a.m.  
 Worcester, Mass. .... Lv. 11.00 a.m.  
 Cedar Hill, Conn. .... 5.00 p.m.  
 Cedar Hill, Conn. (NO-21) ..... Lv. 8.00 p.m.  
 Maybrook (NO-21) ..... Arr. 3.30 a.m.

Handles freight from Portland, Me., and all points beyond, also from Worcester for Cedar Hill and diverging, New York Piers, Brooklyn Terminals; also connections via Oak Point, Bay Ridge and Maybrook.

Connections Worcester To: WP-3.  
 Cedar Hill To: NY-2, NY-4, 1/NE-1, 2/BH-1, NG-9, NO-21, ND-2, NH-1, M-7 (LIRR).

**WN-1 — EX. SUN.**

Worcester ..... 4.30 p.m.  
 Webster ..... 5.35 p.m.  
 Putnam ..... 6.40 p.m.  
 New London ..... 9.05 p.m.  
 Cedar Hill ..... 10.30 p.m.

Handles freight from Worcester, Webster and Putnam for Cedar Hill and diverging, New York Piers, Brooklyn Terminals and connections via Oak Point, Greenville and Maybrook.

Connections Webster From: Extra.  
 Putnam To: BA-1 (Hartford), AB-2 (Boston).  
 New London To: BH-3 (Harlem River and Pier 38, E. R., N. Y.).  
 Cedar Hill To: NG-1, NH-1, BO-1, M-7 (LIRR).

**WESTWARD**

**PW-4 — EX. SUN.**

Providence	10.00 a.m.
Woonsocket	10.45 a.m.
Worcester	12.15 p.m.

Handles freight for B&ARR and B&MRR and for Woonsocket and Worcester from Providence and points west. Does station work Uxbridge to Millbury inclusive.

Connections Providence From: FGB-2, OB-2, GB-S, HB-4, OB-4, FN-1.

**PW-6 — DAILY**

Providence	7.00 p.m.
Blackstone	8.45 p.m.
Worcester	10.00 p.m.

Handles freight from Providence for B&ARR, B&MRR and Worcester; also for Willimantic, CVRy., Hartford and beyond.

Connections Providence From: ZP-1, EWP-1, BN-5 and Extras.  
Blackstone To: BA-1 and AB-2.  
Worcester To: B&MRR and B&ARR.

**NH-1 — EX. SUN.**

Cedar Hill	1.10 a.m.
Bridgeport	2.20 a.m.
So. Norwalk	3.10 a.m.
Stamford	3.55 a.m.
Port Chester	5.10 a.m.
New Rochelle	6.50 a.m.
Oak Point	7.30 a.m.

Handles freight for local stations enroute and Danbury Branch. Picks up freight for Harlem River, New York Piers and connections via Oak Point and Bay Ridge.

Connections Cedar Hill From: N-1, WN-1, SN-1, YN-1, DN-1, MN-1, 1/BH-1.  
So. Norwalk To: Danbury Extra.  
Stamford From: QH-3 and HQ-4.  
New Rochelle To: Mt. Vernon Switcher.

**NG-1 — EX. MON.**

Cedar Hill	6.00 a.m.
Bridgeport	7.25 a.m.
Oak Point	Arr. 9.10 a.m.
Fremont	12.25 p.m.
Bay Ridge	1.00 p.m.
Jersey City (C.N.J.)	1.05 p.m.
Jersey City (LV)	2.35 p.m.
Greenville (PRR)	3.40 p.m.

Handles freight for CRR of N. J., LVRR, LIRR and from Oak Point for PRR.

Connections Cedar Hill From: WN-1, MN-1, SN-3 and M-7 (LV&C.N.J.).  
Oak Point From: QH-3.  
Fremont To: CRR of N. J. and LVRR.  
Greenville To: LIRR.  
Greenville To: PRR.

**NG-3 — DAILY**

Cedar Hill	7.15 a.m.
Bridgeport	8.45 a.m.
Bay Ridge	11.35 a.m.
Greenville (PRR)	3.40 p.m.

Handles freight for Bridgeport and PRR.

Connections Cedar Hill From: MN-1, BN-7, SN-3, M-7 (Bridgeport and PRR).  
Greenville To: PRR.

**WESTWARD**

**NG-9 — DAILY**

Cedar Hill	11.25 p.m.
Bay Ridge	2.30 a.m.
Greenville	Arr. 4.00 a.m. (Harrisburg and west)
Greenville	Arr. 7.00 a.m. (Wilmington and south)

Handles freight for Harrisburg and west, Wilmington and south via PRR.

Connections Cedar Hill From: N-1, SN-1, YN-1, DN-1, 1/BH-1, Extras.  
Greenville To: B-3 for Harrisburg and west; MD-1 for Potomac Yard; MD-3 for Baltimore.

**NO-7 — DAILY**

Cedar Hill	7.50 a.m.
Danbury	11.00 a.m.
Poughkeepsie	1.45 p.m.
Maybrook	3.45 p.m.

Handles freight from Cedar Hill for Danbury, Poughkeepsie and western connections via Maybrook.

Connections Cedar Hill From: FN-1, WN-1, M-7, MN-1, BN-7, SN-3.  
Maybrook To: L&H OA-1.

**NO-21 — DAILY**

Cedar Hill	8.00 p.m.
Danbury	11.40 p.m.
Hopewell Jct.	1.45 a.m.
Poughkeepsie	2.30 a.m.
Maybrook	3.30 a.m.

Handles freight for western connections via Maybrook; also for Danbury and stations to Pittsfield, Benson, State Line (B&ARR) and Poughkeepsie.

Connections Cedar Hill From: N-1 and Extras.  
Danbury To: EI-2.  
Hopewell Jct. From: E-1, Extras.  
To: Extra.  
Maybrook From: Extra.  
To: Western connections.

**EO-1 — EX. SUN.**

Bridgeport	8.30 p.m.
Danbury	12.30 a.m.
Hopewell Jct.	2.20 a.m.
Maybrook	3.40 a.m.

Handles freight for western connections via Maybrook and State Line.

Connections Bridgeport From: Extras.  
Danbury To: EI-2.  
From: HQ-4.  
Maybrook To: Western connections.

**AO-5 — DAILY**

Springfield (SN-1)	4.40 p.m.
Hartford	7.00 p.m.
New Britain	7.40 p.m.
Waterbury	9.30 p.m.
Danbury	12.45 a.m.
Maybrook	4.00 a.m.

Handles freight for Waterbury and connections at Maybrook from Springfield and Hartford and for B&ARR via State Line from New Britain and beyond.

Connections Hartford From: Extras.  
Danbury To: EI-2.  
Maybrook To: Western connections.

**MN-1 — DAILY**

New London	7.30 p.m.
Cedar Hill	9.55 p.m.

Handles freight from C.V. Ry. for Cedar Hill and beyond.

Connections New London From: C. V. Ry.  
Cedar Hill To: NH-1, M-7, NO-7, NG-1, NG-3.

**WESTWARD****SN-1 — DAILY**

Springfield	7.40 p.m.
Hartford	6.45 p.m.
Cedar Hill	8.15 p.m.
Maybrook AO-5	4.00 a.m.

Handles freight for Hartford, Waterbury and diverging, Harlem River, New York Piers, and connections via Maybrook, Oak Point and Bay Ridge.

Connections Springfield	From: B&ARR and B&M.F.R.
Hartford	To: ANE-1, AO-5 (Waterbury and via Maybrook) and AB-2.
Cedar Hill	To: 2/BH-1, NG-9, NH-1, M-7 (LIRR only), NM-4, HB-4.

**SN-3 — DAILY**

Springfield	11.55 p.m.
Hartford	2.30 a.m.
Cedar Hill	4.15 a.m.

Handles freight for Hartford, Cedar Hill and diverging and Harlem River.

Connections Springfield	From: B&M JS-4 (Harlem River only) and B&ARR.
Hartford	To: M-7 (Harlem River only) and Extras.
Cedar Hill	To: NG-1, NG-3, NO-7 and Extras.

**SN-5 — EX. SUN. AND MON.**

Springfield	8.50 a.m.
Hartford	11.20 a.m.
Cedar Hill	12.50 p.m.

Handles cars for Hartford, Cedar Hill and diverging.

Connections Springfield	From: B&ARR and B&M.R.R.
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**YN-1 — EX. SUN.**

Holyoke	5.30 p.m.
Westfield	6.10 p.m.
Plainville	7.35 p.m.
New Britain	8.05 p.m.
Cedar Hill	9.50 p.m.

Handles freight for Harlem River, New York Piers, Cedar Hill and diverging and western connections.

Connections Westfield	From: Extra.
Westfield	To: B&ARR.
Plainville	To: ANE-1.
Cedar Hill	To: 2/BH-1, NG-9, BO-1, NH-1, NM-4 and M-7 (LIRR only).

**YN-3 — EX. SUN.**

Holyoke	10.30 a.m.
Westfield	12.01 p.m.
Plainville	3.00 p.m.
New Britain	3.45 p.m.
Cedar Hill	5.05 p.m.

Provides service from local stations en route to all points south and west and from connections at Northampton and Westfield to local points en route.

Connections Westfield	From: B&ARR and Extras.
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**WESTWARD****DN-1 — EX. SUN.**

Waterbury	7.30 p.m.
Ansonia	8.20 p.m.
Cedar Hill	9.15 p.m.

Handles freight for connections via Jersey City and Greenville; also for Cedar Hill, Providence, Boston and diverging.

Connections Waterbury	From: Extras.
Cedar Hill	To: 1/NS-2, HB-4, NM-4, NG-3, NG-9, 2/BH-1, M-7.

**EI-2 — DAILY**

Danbury	12.20 a.m.
State Line	5.45 a.m.

Handles freight for points north including B&ARR at State Line.

Connections Danbury	From: HQ-4, OE-2, NO-7, EO-1 and Extras.
State Line	To: B&ARR.

**RH-1 — EX. SAT.**

Danbury	7.30 p.m.
So. Norwalk	9.00 p.m.
Stamford	9.45 p.m.
Port Chester	10.10 p.m.
Harlem River	11.20 p.m.

Handles perishable for stations shown from Maybrook and beyond.

Connections Danbury	From: OA-4.
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**QH-3 — EX. SUN.**

Pittsfield (Extra)	4.15 p.m.
Danbury	12.30 a.m.
So. Norwalk	1.55 a.m.
Stamford	2.30 a.m.
Oak Point	Arr. 3.45 a.m.
Harlem River	Arr. 5.00 a.m.
Jersey City (LV)	11.30 a.m.
Jersey City (C.J.)	1.05 p.m.
Greenville (PRR)	3.40 p.m.

Handles freight for Cedar Hill and diverging, Maybrook, New York Piers, Brooklyn Terminals and western connections via Harlem River; also from Maybrook and State Line for stations en route.

Connections Danbury	To: OE-2, NO-21 and ON-6.
Stamford	From: IE-1, OA-4, OE-2 and Extras.
Oak Point	To: NH-1 (Port Chester, New Rochelle), NG-1 (PRR and LIRR), CRR of N. J. and LVRR.

**UL-2 — DAILY**

New Bedford	5.30 p.m.
Taunton	3.45 p.m.
Frammingham	Arr. 10.20 p.m.
Frammingham	Lv. 11.30 p.m.
Lowell	2.00 a.m.

Handles freight for Boston, Providence, Cedar Hill and diverging; also for B&ARR and B&M.R.R. and local stations, Frammingham to Lowell.

Connections Taunton	To: FN-1, TP-1, PZ-2 and Extras.
Frammingham	From: FN-1, ZP-1 and Extras.
Lowell	To: CJ-2 and B&ARR.
	From: BC-1, JC-1, PC-2, B&ARR and Extras.
	To: B&M.R.R.

## WESTWARD

### CP-1 — EX. SUN.

Framingham	1.00 p.m.
Medfield Jct.	1.30 p.m.
Walpole	2.00 p.m.
Mansfield	2.40 p.m.
Providence	3.25 p.m.

Handles freight from B&ARR, Framingham and points north to stations shown; also from points shown for Providence and beyond.

Connections Framingham	From: JC-1, LU-1 and B&ARR.
Medfield Jct.	From: Extra.
Walpole	From: Extra.
	To: Extra.
Providence	To: 1/NE-1, 1/BH-1, BN-7, BO-1.

### ZP-1 — EX. SUN.

Hyannis	11.30 p.m.
Buzzards Bay	2.30 a.m.
Wareham	4.20 a.m.
Tremont	5.15 a.m.
Middleboro	6.25 a.m.
Taunton	7.45 a.m.
Providence	8.45 a.m.

Handles freight for connections at Taunton and Providence.

Connections Hyannis	From: Extra.
Buzzards Bay	From: Extra.
Tremont	From: Extra.
Taunton	To: UL-2, LU-1, NF-2.
Providence	To: 1/NE-1, 1/BH-1, BN-7, BO-1, FN-1, PW-6, OB-2.

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## EASTWARD SERVICE

### The Speed Witch

#### NE-2 — EX. SAT. ON PRR DAILY ON N. H.

Baltimore, Md. (PRR)	11.00 a.m.
Philadelphia, Pa. (PRR)	4.00 p.m.
Greenville, N. J.	8.00 p.m.
Bay Ridge, N. Y.	11.00 p.m.
Oak Point, N. Y.	1.00 a.m.
Bridgeport, Conn.	3.30 a.m.
Cedar Hill, Conn.	4.45 a.m.

Handles freight from western connections via Greenville and Oak Point for Bridgeport, Cedar Hill and diverging.

Connections Greenville	From: PRR.
Oak Point	From: CRR of N. J. and LVRR.
Bridgeport	To: Extras.
Cedar Hill	To: FGB-2, NS-4, A/M-6

### The Round Up

#### HB-2 — EX. SAT.

Oak Point	8.30 p.m.
New Haven	11.00 p.m.
Providence	2.25 a.m.
Boston	3.40 a.m.

Provides advertised service from the New York area; also from CRR of N. J., LVRR and LIRR to New London, Providence, Taunton, New Bedford, Fall River and Boston.

Connections Oak Point	From: CRR of N. J. and LVRR.
New Haven	To: NM-4.
Providence	To: PF-2, and Extras.
Boston	To: B&M via UFRR, and Extras.

#### CLOSING TIME

Pier 38 E. R. (for receipt LCL)	4.00 p.m.
Citrus floats	3.00 p.m.
Banana floats	3.00 p.m.
Harlem River Sta. (for receipt LCL)	4.30 p.m.
Harlem River Sta. (Car Loads)	5.30 p.m.*
Jersey City (LVRR)	1.10 p.m.
Jersey City (CRR of N.J.)	2.15 p.m. (Perishable only).

\*Except 5.00 p.m. at Old Freight House.

#### HB-4 — EX. SUN. HARLEM RIVER TO CEDAR HILL DAILY CEDAR HILL TO BOSTON

Harlem River	6.00 p.m.
Oak Point	7.45 p.m.
Cedar Hill	12.01 a.m.
New London	2.25 a.m.
Providence	5.30 a.m.
Readville	6.45 a.m.
Boston	7.10 a.m.

Handles freight from Harlem River, New York Piers, CRR of N. J. and LV for and via Cedar Hill, Providence, Readville and Boston.

Connections Cedar Hill	To: 1st NS-2, 2/NS-2, P-2, NY-4.
	From: M-6 and OB-4 (Readville), GN-4, DN-1.
New London	From: CVRy. 430 and Extras.
Providence	To: PW-4, PC-2 and Extras.
Readville	To: Extras.
Boston	To: Extras.

**EASTWARD**

**FGB-2 — DAILY**

Greenville	4.50 a.m.
Bay Ridge	7.00 a.m.
Oak Point	6.45 a.m.
Cedar Hill	1.35 p.m.
New London	3.25 p.m.
Providence	6.30 p.m.
Boston	8.00 p.m.
Boston (B&M)	11.55 p.m.

Handles freight from PRR, CRR of N. J. and LVRR for Springfield, Providence, Boston and diverging; also handles perishable for Montreal via C.V. Ry at New London.

Connections Cedar Hill	From: NE-2, OB-6, HN-2.
	To: Adv. M-6, NS-4 (Springfield), NF-2.
New London	To: CV 429 (perishable).
Providence	To: PW-4, PC-2, PZ-2 and Extras.
Boston	To: UFRR, B&ARR and Extras.

**GN-4 — EX. SAT**

Greenville	11.15 a.m.
Bay Ridge	2.00 p.m.
Fremont	3.10 p.m.
Oak Point	5.30 p.m.
Bridgeport	8.30 p.m.
Cedar Hill	9.30 p.m.

Handles freight from Greenville, Fremont and Oak Point to Bridgeport, Waterbury, Cedar Hill and diverging.

Connections Fremont	From: LIRR.
Oak Point	From: CRR of N. J. and LVRR.
	To: HQ-4 and HN-2.
Bridgeport	To: EA-2 and Extras.
Cedar Hill	To: HB-4, P-2, NM-4, NY-2, NY-4, 1/NS-2.

**GB-8 — DAILY**

Greenville	10.00 a.m.
Bay Ridge	1.00 p.m.
Oak Point	3.00 p.m.
Cedar Hill	6.35 p.m.
Providence	10.50 p.m.
Boston	11.55 p.m.
Boston (B&M)	2.30 a.m.
Cedar Hill (1/NS-2)	Lv 12.15 a.m.
Springfield (1/NS-2)	Arr 3.45 a.m.
White River Jct. (B&MSJ-1)	1.45 p.m.

Handles freight from PRR, CRR of N.J. and LVRR for Cedar Hill, Springfield, Worcester, Providence, Boston and diverging.

Connections Cedar Hill	To: NM-4, M-6, P-2, HB-4, NF-2, 1/NS-2, NY-2, NY-4.
Providence	To: PW-4, PC-2, PZ-2 and Extras.
	From: WP-3, Extras.
Boston	To: UFRR, B&ARR and Extras.

**SHIP BY TRAIN AND  
INSURE ON TIME ARRIVAL**

**EASTWARD**

**The Maine Bullet**

**Advance M-6 — DAILY**

Cedar Hill	3.30 p.m.
Putnam	8.00 p.m.
Worcester	9.30 p.m.

Handles freight from Cedar Hill and points west for Worcester and B&MRR.

Connections Cedar Hill	From: HN-2, FGB-2, NE-2, OB-6.
Worcester	To: B&M WB-2, WC-1 and M-6.

**M-6 — DAILY**

Greenville, N. J.	1.25 p.m.
Bay Ridge, N. Y.	4.00 p.m.
Cedar Hill, Conn.	7.55 p.m.
Worcester, Mass.	Arr. 12.01 a.m.
Boston, Mass. (B&M) (Ex. Sun.)	3.45 a.m.
Lowell, Mass. (B&MRR)	8.00 a.m.
Nashua, N. H. (B&M)	5.30 a.m.
Manchester, N. H. (B&M)	6.45 a.m.
Concord, N. H. (B&M)	7.30 a.m.
Lawrence, Mass. (B&M)	9.00 a.m.
Dover, N. H. (B&M)	11.00 a.m.
Biddeford, Me. (B&M)	12.30 p.m.
Portland, Me. (B&M)	1.00 p.m.

Handles freight from the PRR for Cedar Hill and points east; from Cedar Hill for Worcester and points on or via B&M via Worcester.

Connections Cedar Hill	To: OB-4, HB-4, NM-4, 1/NS 2, NY-2, NY-4, P-2 and ND-2.
	From: GB-8, OB-2.
Worcester	To: B&M WB-2, WC-1, M-6.
	From: PW-6 and Advance M-6.
Lowell	From: UL-2.

**P-2 — DAILY CEDAR HILL TO WORCESTER  
(EX. MON. ON B&M R.R.)**

Cedar Hill	11.00 p.m.
Norwich	1.40 a.m.
Putnam	4.10 a.m.
Worcester, Mass.	Arr. 5.20 a.m.
Worcester, Mass. (B&M)	Lv. 8.00 a.m.
Lowell, Mass. (B&M)	10.30 a.m.
Portland, Me. (B&M)	4.00 p.m.

Handles freight for Norwich, Putnam, Worcester, Lowell, Lawrence, Portland, Me., and points beyond.

Connections Cedar Hill	From: GN-4, GB-8, M-6, HB-4, OB-4.
Putnam	From: BA-1 and AB-2.
Worcester	To: B&M P-2 and Extras.

**HN-2 — EX. SUN.**

Horslem River	1.10 a.m.
Oak Point	2.00 a.m.
New Rochelle	3.00 a.m.
Port Chester	3.50 a.m.
Stamford	4.50 a.m.
So. Norwalk	6.20 a.m.
Bridgeport	7.30 a.m.
Cedar Hill	8.40 a.m.

Handles cars from New York Piers and western connections via Oak Point and Greenville to local points en route.

**EASTWARD**

**HQ-4 — EX. SAT.**

Oak Point	8.15 p.m.
Stamford	9.35 p.m.
So. Norwalk	10.05 p.m.
Danbury	11.10 p.m.
Gt. Barrington (EI-2)	4.15 a.m.
Pittsfield (Extra)	7.00 a.m.

Provides advertised service from all Harlem River and Oak Point connections to Danbury and points north; also for Harlem River local cars for Maybrook and State Line connections. Picks up at Stamford for Maybrook and State Line.

Connections Oak Point	From: GN-4.
Danbury	To: EO-1, EI-2.

**EA-2 — EX. SUN. AND MON.**

Bridgeport	12.30 a.m.
Waterbury	3.00 a.m.
Hartford	5.00 a.m.

Handles freight from Bridgeport for Waterbury and Hartford.

Connections Bridgeport	From: GN-4 and Extras.
Derby Jct.	From: OE-2.
Waterbury	To: Extras.
Hartford	To: Extras.

**NY-2 — EX. SUN.**

Cedar Hill	12.30 a.m.
Meriden	1.40 a.m.
New Britain	2.45 a.m.
Plainville	3.50 a.m.
Westfield	5.45 a.m.
Holyoke	6.15 a.m.

Handles freight from Cedar Hill for New Britain, Plainville, Westfield and Holyoke; also perishable only for Meriden.

Connections Cedar Hill	From: FGB-2, GN-4, GB-8, M-6, OB-4 (Meriden perishable).
Plainville	From: OA-6.
Westfield	To: Extra.
	From: B&ARR.

**NY-4 — EX. SUN.**

Cedar Hill	4.45 a.m.
Meriden	6.00 a.m.
Berlin	6.50 a.m.
New Britain	7.25 a.m.
Plainville	8.15 a.m.
Westfield	11.30 a.m.
Holyoke	12.15 p.m.

Handles freight from Cedar Hill for points indicated.

Connections Cedar Hill	From: GN-4, GB-8, M-6, HB-4, OB-4 (Meriden and Berlin), 1/BH-1.
Plainville	From: OA-6.

**1st NS-2 — DAILY**

Cedar Hill	12.15 a.m.
Hartford	2.50 a.m.
Springfield	3.45 a.m.

Handles freight from Cedar Hill and points west for Hartford, Springfield, Greenfield, White River Jct. and beyond.

Connections Cedar Hill	From: GN-4, GB-8, M-6, OB-4, DN-1, HB-4.
Hartford	From: OA-4.
	To: Extras.
Springfield	To: B&M SJ-1.

**EASTWARD**

**2nd NS-2 — EX. SUN. AND MON.**

Cedar Hill	2.30 a.m.
Hartford	4.55 a.m.
Springfield	6.10 a.m.

Handles cars from Cedar Hill and points west for Hartford, Springfield and beyond; also Springfield cars from Boston and Providence.

Connections Cedar Hill	From: HB-2, HB-4, GN-4, 1/BH-1.
Hartford	To: Extras.
	From: OA-6.
Springfield	To: B&M and B&ARR.

**NS-4 — DAILY**

Cedar Hill	6.55 p.m.
Hartford	9.15 p.m.
Springfield	10.00 p.m.

Handles freight from Cedar Hill for Hartford, Springfield, B&ARR and B&MRR; picks up at Hartford freight for Springfield, B&ARR and B&MRR.

Connections Cedar Hill	From: FGB-2, OB-6.
Hartford	To: AB-2, Extras.
Springfield	To: B&MRR and B&ARR.

**ND-2 — EX. SUN.**

Cedar Hill	12.40 a.m.
Derby Jct.	2.20 a.m.
Waterbury	3.20 a.m.

Handles freight from Cedar Hill for Ansonia, Waterbury and points diverging.

Connections Cedar Hill	From: M-6, N-1, 1/BH-1.
Derby Jct.	From: OE-2.
Waterbury	To: Extras.

**NM-4 — DAILY**

Cedar Hill	1.00 a.m.
New London	2.45 a.m.

Handles freight from Cedar Hill and points west for New London and Central Vermont Ry.

Connections Cedar Hill	From: GB-8, GN-4, M-6, HB-2, OB-2, OB-4.
New London	To: CV 491 and Extras.

**OB-2 — EX. SAT.**

Maybrook	1.00 p.m.
Cedar Hill	7.10 p.m.
Providence	10.50 p.m.
Boston	11.55 p.m.
Boston (B&M)	2.30 a.m.

Handles freight from connections at Maybrook for Cedar Hill, Providence, Boston and diverging.

Connections Cedar Hill	To: M-6, NF-2.
Providence	To: PW-4, PC-2, PZ-2 and Extras.
Boston	To: B&MRR via UFRS, B&ARR, and Extras.

**EASTWARD**

**HQ-4 — EX. SAT.**

Oak Point	8.15 p.m.
Stamford	9.35 p.m.
So. Norwalk	10.05 p.m.
Danbury	11.10 p.m.
Gt. Barrington (EI-2)	4.15 a.m.
Pittsfield (Extra)	7.00 a.m.

Provides advertised service from all Harlem River and Oak Point connections to Danbury and points north; also for Harlem River local cars for Maybrook and State Line connections. Picks up at Stamford for Maybrook and State Line.

Connections Oak Point	From: GN-4.
Danbury	To: EO-1, EI-2.

**EA-2 — EX. SUN. AND MON.**

Bridgeport	12.30 a.m.
Waterbury	3.00 a.m.
Hartford	5.00 a.m.

Handles freight from Bridgeport for Waterbury and Hartford.

Connections Bridgeport	From: GN-4 and Extras.
Derby Jct.	From: OE-2.
Waterbury	To: Extras.
Hartford	To: Extras.

**NY-2 — EX. SUN.**

Cedar Hill	12.20 a.m.
Meriden	1.40 a.m.
New Britain	2.45 a.m.
Plainville	3.50 a.m.
Westfield	5.45 a.m.
Holyoke	6.15 a.m.

Handles freight from Cedar Hill for New Britain, Plainville, Westfield and Holyoke; also perishable only for Meriden.

Connections Cedar Hill	From: FGB-2, GN-4, GB-8, M-6, OB-4 (Meriden perishable).
Plainville	From: OA-6.
Westfield	To: Extra.
	From: B&ARR.

**NY-4 — EX. SUN.**

Cedar Hill	4.45 a.m.
Meriden	6.00 a.m.
Berlin	6.50 a.m.
New Britain	7.25 a.m.
Plainville	8.15 a.m.
Westfield	11.30 a.m.
Holyoke	12.15 p.m.

Handles freight from Cedar Hill for points indicated.

Connections Cedar Hill	From: GN-4, GB-8, M-6, HB-4, OB-4 (Meriden and Berlin), 1/BH-1.
Plainville	From: OA-6.

**1st NS-2 — DAILY**

Cedar Hill	12.15 a.m.
Hartford	2.50 a.m.
Springfield	3.45 a.m.

Handles freight from Cedar Hill and points west for Hartford, Springfield, Greenfield, White River Jct. and beyond.

Connections Cedar Hill	From: GN-4, GB-8, M-6, OB-4, DN-1, HB-4.
Hartford	From: OA-4.
	To: Extras.
Springfield	To: B&M SJ-1.

**EASTWARD**

**2nd NS-2 — EX. SUN. AND MON.**

Cedar Hill	2.30 a.m.
Hartford	4.55 a.m.
Springfield	6.10 a.m.

Handles cars from Cedar Hill and points west for Hartford, Springfield and beyond; also Springfield cars from Boston and Providence.

Connections Cedar Hill	From: HB-2, HB-4, GN-4, 1/BH-1.
Hartford	To: Extras.
	From: OA-6.
Springfield	To: B&M and B&ARR.

**NS-4 — DAILY**

Cedar Hill	6.55 p.m.
Hartford	9.15 p.m.
Springfield	10.00 p.m.

Handles freight from Cedar Hill for Hartford, Springfield, B&ARR and B&MRR; picks up at Hartford freight for Springfield, B&ARR and B&MRR.

Connections Cedar Hill	From: FGB-2, OB-6.
Hartford	To: AB-2, Extras.
Springfield	To: B&MRR and B&ARR.

**ND-2 — EX. SUN.**

Cedar Hill	12.40 a.m.
Derby Jct.	2.20 a.m.
Waterbury	3.20 a.m.

Handles freight from Cedar Hill for Ansonia, Waterbury and points diverging.

Connections Cedar Hill	From: M-6, N-1, 1/BH-1.
Derby Jct.	From: OE-2.
Waterbury	To: Extras.

**NM-4 — DAILY**

Cedar Hill	1.00 a.m.
New London	2.45 a.m.

Handles freight from Cedar Hill and points west for New London and Central Vermont Ry.

Connections Cedar Hill	From: GB-8, GN-4, M-6, HB-2, OB-2, OB-4.
New London	To: CV 491 and Extras.

**OB-2 — EX. SAT.**

Maybrook	1.00 p.m.
Cedar Hill	7.10 p.m.
Providence	10.50 p.m.
Boston	11.55 p.m.
Boston (B&M)	2.30 a.m.

Handles freight from connections at Maybrook for Cedar Hill, Providence, Boston and diverging.

Connections Cedar Hill	To: M-6, NF-2.
Providence	To: PW-4, PC-2, PZ-2 and Extras.
Boston	To: B&MRR via UFRR, B&ARR, and Extras.

**EASTWARD****AB-2 — EX. SAT.**

Hartford	10.30 p.m.
Willimantic	1.00 a.m.
Putnam	3.35 a.m.
Blackstone	5.25 a.m.
Franklin	6.10 a.m.
Walpole	6.35 a.m.
Readville	7.20 a.m.
Boston	7.50 a.m.

NOTE: Saturdays CV cars from Hartford territory move via Cedar Hill and New London in SN-1, NM-4.

Handles freight from Hartford and beyond for CV Ry., Willimantic, Putnam, Worcester and B&MRR, Franklin and Boston.

Connections Hartford	From: SN-1, NS-4 and Extras.
Willimantic	To: CV 491.
	From: CV 490.
Putnam	From: WN-1 and Extras.
	To: P-2.
Blackstone	To: Ext a.
	From: PW-6.
Franklin	To: Mildford Extra.
Walpole	To: PC-2.
Readville	To: Extra.
Boston	To: Extra.

**WP-3 — EX. SUN.**

Worcester	2.00 p.m.
Woonsocket	3.30 p.m.
Providence	4.15 p.m.

Handles freight from Worcester and Woonsocket including Speed Witch for Providence and diverging.

Connections Worcester	From: B&MRR and B&A F.R.
Providence	To: 1/NE-1, 1/BH-1, BO-1, BN-7 and GB-8.

**WP-5 — DAILY**

Worcester	12.45 a.m.
Woonsocket	2.30 a.m.
Providence (Brayton Ave.)	4.20 a.m.

Handles freight from Worcester and connections for Providence and diverging points.

Connections Worcester	From: B&MRR and B&ARR.
Providence	To: PC-2, PZ-2 and Extras.

**PC-2 — EX. SUN.**

Providence	7.30 a.m.
Walpole	9.30 a.m.
Medfield Jct.	10.15 a.m.
Framingham	10.40 a.m.

Handles freight from Providence and diverging for Foxboro and points north, including Chicquot and stations to West Medway and Cook St.

Connections Providence	From: FGB-2, OB-2, OB-4, GB-8, HB-4, WP-5.
Walpole	From: AL-2 and Extra.
Medfield Jct.	To: Extras.
Framingham	To: UL-2, CJ-2 and B&ARR.

**EASTWARD****JC-1 — DAILY**

Fitchburg	4.20 p.m.
Leominster	5.45 p.m.
Clinton	7.25 p.m.
Framingham	10.45 p.m.

Handles freight from B&MRR via Fitchburg and stations shown for Readville, Boston and diverging. Does station work Fitchburg to Southboro, Marlboro and Sterling.

Connections Fitchburg	From: B&MRR.
Framingham	To: CB-2, CP-1, LU-1, UL-2 and Extras.

**CB-2 — DAILY**

Framingham	1.45 a.m.
Readville	3.35 a.m.
Boston	4.05 a.m.

Handles freight from B&M via Lowell and Fitchburg and B&A via Framingham for Readville, Boston and diverging.

Connections Framingham	From: JC-1, LU-1, Extras and B&A-RR.
Readville	To: Extras.
Boston	To: Extras.

**LU-1 — DAILY**

Lowell	10.00 p.m.
Framingham	12.15 a.m.
Mansfield	1.40 a.m.
Taunton	4.15 a.m.
New Bedford	5.15 a.m.

Handles freight from B&MRR Lowell, and B&ARR Framingham; for Mansfield, Taunton, New Bedford, Fall River and diverging.

Connections Lowell	From: B&MRR.
Framingham	To: CB-2, CP-1.
	From: B&ARR, JC-1 and Extras.
Mansfield	To: Extra.
	From: BN-9.
Taunton	To: NF-2, PZ-2 and Extras.
	From: NF-2, PT-2 and ZP-1.

**PZ-2 — DAILY**

Providence	11.40 p.m.
Taunton	1.20 a.m.
Middleboro	2.45 a.m.
Tremont	3.30 a.m.
Buzzards Bay	5.00 a.m.
Hyannis	8.10 a.m.

Provides service to Taunton, Middleboro and points on Cape Cod.

Connections Providence	From: WP-5, FGB-2, BN-5.
Taunton	From: FN-1, LU-1, UL-2 and Extras.
Middleboro	To: Extra.
Buzzards Bay	To: Extra.
Yarmouth	To: Extra.

**EASTWARD****OB-4 — DAILY**

Maybrook	3.00 p.m.
Cedar Hill	9.35 p.m.
Providence	1.35 a.m.
Boston	3.00 a.m.
Cedar Hill (P-2)	Lv 11.00 p.m.
Worcester (P-2)	Arr 5.20 a.m.
Portland (B&M-P-2)	Arr. 4.00 p.m.

Handles freight from Maybrook connections for Boston, Providence, Worcester and B&MRR; also perishable for Springfield and diverging points from Cedar Hill.

Connections Cedar Hill	To: HB-4 (Readville), NM-4, 1/NS-2, NY-2 (Meriden perishable), NY-4, P-2.
	From: M-6, OB-2 (cars from Beacon and NYC via Beacon).
Providence	To: PW-4, PC-2 and Extras.
Boston	To: B&MRR via UFRR, B&ARR, and Extras.

**OB-6 — DAILY**

Maybrook	6.00 a.m.
Poughkeepsie	7.15 a.m.
Cedar Hill	12.10 p.m.
Providence (FGB-2)	6.50 p.m.
Boston (FGB-2)	8.00 p.m.

Handles freight from connections via Maybrook for Poughkeepsie, Cedar Hill, Providence, Boston and diverging.

Connections Cedar Hill	To: FGB-2, Adv. M-6, NS-4, NF-2, NM-4, P-2.
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**ON-6 — DAILY**

Maybrook	11.45 p.m.
Poughkeepsie	1.00 a.m.
Danbury	3.55 a.m.
Derby Jct.	5.15 a.m.
Cedar Hill	6.40 a.m.

Handles freight from connections at Maybrook for Poughkeepsie, Cedar Hill and diverging.

Connections Danbury	From: IE-1 and Extras.
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**OA-4 — EX. SAT.**

Maybrook	11.00 a.m.
Danbury	2.45 p.m.
Waterbury	5.55 p.m.
Hartford	7.55 p.m.
Springfield (1/NS-2)	8.15 a.m.
White River Jct. (B&MSJ-1)	1.15 p.m.

Handles freight from connections at Maybrook for Danbury, Waterbury, Hartford, Springfield and diverging.

Connections Danbury	To: QH-3 and RH-1.
Waterbury	To: Extras.
Hartford	To: 1/NS-2 and Extras.

**EASTWARD****OA-6 — DAILY**

Maybrook	4.30 p.m.
Hopewell Jct.	6.20 p.m.
Waterbury	11.35 p.m.
Plainville	12.40 a.m.
New Britain	1.10 a.m.
Hartford	1.40 a.m.
Holyoke (NY-2)	6.15 a.m.
Springfield (2/NS-2)	6.10 a.m.

Handles freight from connections at Maybrook for Hopewell Jct., Waterbury, Plainville, New Britain, Hartford, Springfield and diverging.

Connections Waterbury	To: Extras.
Plainville	To: NY-2, NY-4.
Hartford	To: 2/NS-2, Extras.

**OE-2 — EX. SAT.**

Maybrook	6.00 p.m.
Danbury	10.45 p.m.
Derby Jct.	12.40 a.m.
Bridgeport	2.00 a.m.

Handles freight from connections at Maybrook for Danbury and diverging, Bridgeport and points west.

Connections Danbury	From: IE-1 and Extras.
	To: QH-3, EI-2 and Extras.
Derby Jct.	To: ND-2 and EA-2.
Bridgeport	To: Extras.

**PT-2 — EX. SUN. AND MON.**

Providence	2.45 a.m.
Taunton	3.50 a.m.

Handles freight from New York Piers and Harlem River for Taunton, New Bedford and Fall River.

Connections Providence	From: HB-2.
Taunton	To: NF-2, LU-1 and Extras.

**NF-2 — DAILY**

Cedar Hill	8.35 p.m.
Providence	2.05 a.m.
Taunton	4.00 a.m.
Fall River	5.03 a.m.

Handles freight from Cedar Hill and points west for Taunton, Fall River, Newport, New Bedford and Watupps.

Connections Cedar Hill	From: NE-2, FGB-2, GB-8, OB-2, OB-6.
Taunton	To: LU-1 and Extras.
	From: LU-1, PT-2, ZP-1.
Fall River	To: Extra.

**IE-1 — DAILY**

State Line	6.00 p.m.
Gt. Barrington	7.15 p.m.
Danbury	9.30 p.m.

Handles freight from B&ARR via State Line; also cars from Great Barrington and other Berkshire stations.

Connections State Line	From: B&ARR.
Danbury	To: QH-3, NO-21, OE-2, ON-6.

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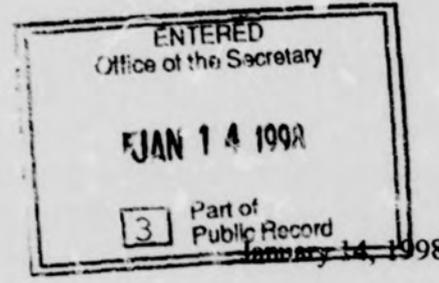
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OPPENHEIMER WOLFF & DONNELLY

1020 Nineteenth Street N.W.  
Suite 400  
Washington, D.C. 20036-6105

(202) 293-6300  
FAX (202) 293-6200

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**BY HAND DELIVERY**

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 700  
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 -- Transfer of Railroad Line by Norfolk Southern Railway Company to CSX Transportation, Inc.**

Dear Secretary Williams:

Enclosed you will find an original and 25 copies of the Rebuttal Verified Statement of William D. Burt (LAL-6), together with a 3.5 inch diskette containing the filing in WordPerfect 5.1.

Please contact the undersigned if you have any questions regarding this matter.

Respectfully submitted,

Kevin M. Sleys  
OPPENHEIMER WOLFF & DONNELLY LLP

Enclosures

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



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LIVONIA, AVON & LAKEVILLE RAILROAD CORPORATION  
--TRACKAGE RIGHTS OR OWNERSHIP--  
LINES OF CONSOLIDATED RAIL CORPORATION

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**REBUTTAL VERIFIED STATEMENT  
OF  
WILLIAM D. BURT**

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Sergeant W. Wise  
Livonia, Avon & Lakeville Railroad  
Corporation  
5769 Sweeteners Boulevard  
P.O. Box 190-B  
Lakeville, NY 14480  
(716) 346-2090

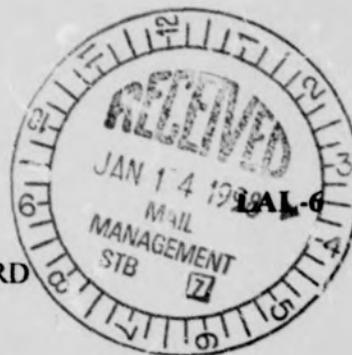
Kevin M. Sheys  
Christopher E. V. Quinn  
Oppenheimer Wolff & Donnelly LLP  
1020 Nineteenth Street, N.W.  
Suite 400  
Washington, DC 20036-6105  
(202) 496-4906

**ATTORNEYS FOR LIVONIA, AVON &  
LAKEVILLE RAILROAD CORPORATION**

Dated: January 14, 1998

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

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LIVONIA, AVON & LAKEVILLE RAILROAD CORPORATION  
--TRACKAGE RIGHTS OR OWNERSHIP--  
LINES OF CONSOLIDATED RAIL CORPORATION

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**REBUTTAL VERIFIED STATEMENT  
OF  
WILLIAM D. BURT**

**I. INTRODUCTION**

My name is William D. Burt. I am Vice President and General Manager of the Livonia, Avon & Lakeville Railroad Corporation ("LAL"), and am responsible as chief operating officer for our railroad's operations and business development.

I furnished a verified statement which accompanied LAL's Responsive Application. My educational and employment background were set forth therein. The purpose of this rebuttal verified statement is to respond to certain assertions made by Applicants in their December 15, 1997 rebuttal submission (herein "App. Reb."). I will address the three general areas summarized below, plus certain related points.

First, LAL's Responsive Application identified specific transaction-related harms. Applicants chose to ignore LAL's evidence. Applicants state that LAL seeks relief from pre-existing conditions and "nothing more." App. Reb. Vol. 1, 371-375. Applicants' claim is simply wrong.

Second, LAL has demonstrated that the relief it seeks would mitigate the transaction-related harms. Responsive Application of Livonia, Avon & Lakeville Railroad Corporation for Trackage Rights or Ownership ("LAL Resp. Appl."), 12; Verified Statement of William D. Burt ("Burt V.S."), 19-20. Applicants make an over-simplistic argument that the LAL-R&S-NS routing/service that LAL seeks would be no better than the LAL-CSX-NS routing/service LAL would be left with post merger, absent imposition of LAL's requested conditions.

Third, LAL has demonstrated that the relief it seeks would not interfere with CSX's post-transaction operations. Applicants offer a completely unsupported assertion to the contrary.

## **II. APPLICANTS HAVE NOT REBUTTED THE FACTS IN LAL'S RESPONSIVE APPLICATION**

### **A. LAL's Responsive Application Identified Transaction-Related Harms, Which Applicants Have Elected Not To Address**

Unable to rebut LAL's evidence of transaction-related harms, Applicants resort to making the unsupported assertion that LAL's points are "pure speculation." App. Reb. Vol. 1, 373. Applicants also charge that LAL has attempted to "manufacture"

evidence Id. Apparently, Applicants believe factual information not to their liking is "manufactured" and need not be responded to.

**1. Diversion of CSX's Resources**

LAL has explained why CSX will be motivated to divert resources away from captive markets to competitive markets. LAL Rep. Appi. 11; Burt V.S., 11-14. Applicants respond by stating that "CSX will be assuming Conrail's existing agreements with LAL, and while those agreements are in effect, CSX will abide by their terms." App. Reb. Vol. 1, 373. Applicants' assurance about complying with assumed contracts during their remaining term is simply not applicable in LAL's case, as there are no such relevant agreements other than an interchange agreement. Applicants probably are unaware that these agreements do not exist, as they only within the last few weeks learned that LAL even owned the line from Avon to Genesee Junction Yard. That line is shown as part of the Conrail lines on maps filed as part of the Application ("Application"), Vol. 1, back pocket envelope. Short lines too often complain that big railroads do not know they exist, but that is almost literally the case here.

Besides promising to comply with the non-existent contracts, Applicants say nothing to rebut LAL's evidence on diversion of resources to competitive markets or give me any basis to believe that they will address the concerns of the shippers served by LAL in the same manner as they will the shippers in, for example, the North Jersey Shared Assets Area. If CSX fails to provide capital and service resources in the NJ Shared Assets Area --

NS gets the business. If CSX fails to provide capital and service resources to LAL and our shippers -- we wait or hobble by without them or lose the traffic.

CSX and NS will compete in areas that have not seen competitive service since the formation of Conrail. For both CSX and NS, success in the newly re-opened markets is essential to long-term viability. This will heighten CSX's motivation to pay attention to other markets and focus resources in areas other than captive areas. Here, the markets that gain new access to competitive rail service are large, and the diversion of resources will be significant. LAL Resp. Appl., 11-13; Burt V.S., 12-14.

## **2. CSX-NS Interchanged Traffic**

In like fashion, Applicants evade the merits of LAL's other evidence on transaction-related harms. LAL demonstrated that traffic requiring interchange between two large railroads, CSX and NS, would dry up. LAL explained that the vigorous CSX/NS rivalry and duplicative costs, would make the interline business very inefficient, as compared with the current LAL-CR service. LAL Resp. App., 11-12; Burt V.S., 19-21. Instead of attempting a substantive response, Applicants resort to the irrelevant "compliance with contracts" war horse mentioned above and add that shippers will continue to have the same rail options. App. Reb. Vol. 1, 374.

In the real world of short line railroading, measuring harm does not begin and end with making sure that the tracks are still in place. LAL has identified certain traffic

that the transaction will convert from Conrail single-line service to CSX/NS interline service, to the detriment of LAL's customers.<sup>1</sup> LAL has also identified instances where the traffic will convert from NS-Conrail service to CSX-NS service. Burt V.S., 19. The adverse impact is with respect to rates and service.

With respect to rates, the Applicants do not deny that interline service is subject to duplicative costs as their own application touts the substitution of single-line service for interline service, and their rebuttal concedes that "single-line service is generally preferable" to joint line service, all making the Applicants poorly positioned to justify imposing similar impediments to commerce on others. App. Reb. Vol. 1, 490. Applicants promise to honor shippers' contract rates and set up a pre-agreed division between CSX and NS. App. Reb. Vol. 1, 374. In other words, in order to get through the merger approval process, Applicants offer to shield LAL's customers from the higher costs of interline service. But only for a short time. Shippers have no guarantee that Conrail would not have raised its rates in the future anyway, say the Applicants. App. Reb. Vol. 1 at 492.

This response is manifestly inadequate. First, a significant portion of LAL's business moves under public tariffs that are renegotiated whenever one of the participating railroads, usually Conrail, initiates an analysis of its profitability. Rate levels and LAL's division of revenue are therefore a matter of precedent and ongoing negotiation in an

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<sup>1</sup> The Primary Applicants' rebuttal attributes to LAL a reworded version of this claim: "LAL also contends that it will be harmed because some traffic will change from two carrier movement (LAL-CR) to a three carrier movement (LAL-CSX-NS)." App. Reb. Vol. 1, 374.

environment of unequal bargaining, i.e., the loss of a particular block of traffic is more important to LAL than it is to the trunk line railroad.

Second, where shipper contracts do apply, they typically extend for a short term only.

Third, such contracts have nothing to do with LAL's division of revenue. The "pre-agreed" division that Applicants mention refers to an agreement between CSX and NS as to how they will divide the share of revenue formerly collected by Conrail. It does not deal with LAL's division of the revenue, and the Applicants will be free to attempt to extract additional revenue from LAL or its customers, using the high costs of CSX/NS movements as the excuse, along with the threat of withdrawal from certain lanes as the hammer. LAL fully expects to be cajoled to reduce its share of the revenue on such movements, and if it objects, to be told that LAL can raise LAL's rates to make up the difference.

With respect to service, the Applicants' commitment to observe nonprice provisions of shipper contracts (App. Reb. Vol., 374) is irrelevant to LAL and its shippers because such contracts do not address service issues. Thus unprotected, LAL-served industries are asked to rely upon the Applicants' promise that they will "work together to provide efficient interline service."<sup>2</sup> Id. Unfortunately, this attempts to square the circle.

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<sup>2</sup> The suggestion found in App. Reb. Vol. 1, 492 that LAL and its customers should be effectively deprived of their right to petition for relief because the Applicants have concluded an agreement with the National Industrial Transportation League is outrageous and inimical to the American way. Respectfully, who gave NITL the right to speak for LAL's local customers? With its focus on shipments of 50 or more cars a year, the agreement clearly

The same rebuttal verified statement that purportedly substantiates this promise also admits that "joint-line service is generally not as efficient as single-line service." Rebuttal Verified Statement of John W. Orrison ("Orrison R.V.S."), 146-147. Moreover, it is blatantly inconsistent with the statement of CSX's Executive Vice President for Sales and Marketing that "there are certain inherent difficulties in achieving joint-line transit times that can match those single-line service." Verified Statement of John Q. Anderson ("Anderson V.S."), 296.

**B. The Relief Requested By LAL Would Mitigate The Identified Transaction-Related Harms**

LAL has demonstrated that the relief it seeks would mitigate the harms brought on by the transactions contemplated by the Responsive Application. LAL Resp. Appl., 12; Burt V.S., 19-20. Applicants make an overly-simplistic argument that the LAL-R&S-NS routing/service that LAL seeks would be no better than the LAL-CSX-NS routing/service LAL would be left with post merger, absent imposition of LAL's requested conditions. Like an elementary school addition problem, Applicants compare the number of carriers in the route/service link. Finding the number the same, they assert all things must

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aims to take care of the interests of NITL's larger members, as they appeared to NITL. To the best of LAL's knowledge, none of LAL's local customers were consulted by NITL. LAL furthermore questions how the agreement is to be enforced by outside parties. If the Applicants mean for it to be imposed by order of the Board, then it would be more appropriate for the Board to impose conditions reflecting the merits of each Responsive Application, rather than allow the Applicants to administer "private justice."

be equal. App. R. b. Vol. 1, 374. LAL's point is that CSX and R&S have totally different economic incentives and operations and therefore are not equal substitute parts of a three carrier movement.

It is a fact of life, often lamented, that railroads must cooperate to handle interline business. Allocation of resources to support traffic handled jointly by two or more railroads takes place in a process fraught with the difficulties one would expect where the parties share a common but unequal incentive to win the business and opportunities exist to shift costs to the other "partner." An industry generating 500 cars per year is a major customer on LAL; Conrail, on the other hand, considers that customer too small to serve directly.<sup>3</sup> While Conrail and other Class I railroads have encouraged the expansion of short lines to serve such business, a Class I's level of interest in devoting resources to smaller accounts remains essentially unchanged, and the fundamental tension is merely transferred to its short line relationships. It is impracticable in LAL's view to attempt to reduce such a relationship to contract.<sup>4</sup> Accordingly, decisions about what each partner will do to support the business are largely governed by precedent and ongoing negotiation in an environment

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<sup>3</sup> "John Sammon Addresses ASLRA," in the Summer 1995 Conrail *Partners* newsletter, regarding a speech to the American Short Line Railroad Association by Conrail Senior Vice President-Core Service Group John P. Sammon, April 25, 1995.

<sup>4</sup> This view is evidently shared by Norfolk Southern, which describes its "handling line" agreements as "dynamic living documents that are amended on a regular basis." Norfolk Southern "Dear Fellow Railroader" letter dated November 22, 1996, enclosing policy statement entitled "Our Short Line Principles."

of unequal bargaining in which Conrail can walk from business that would be considered vital to LAL.<sup>5</sup>

Applicants are correct that a LAL-R&S-NS movement requires three railroads. However, one cannot assess whether this routing represents an adequate substitute for previous LAL-Conrail routing or an improvement over the LAL-CSX-NS routing offered by Applicant without inquiring into the relevant service factors. First, LAL concurs wholeheartedly with the philosophy expressed by Conrail, CSX, and NS that short lines can achieve a "seamless" service with connecting railroads,<sup>6</sup> and LAL strives to achieve such transparency in handling its current business with Conrail.<sup>7</sup> As another short line railroad, the Rochester & Southern can also achieve such seamlessness in its relations with NS.

Second, LAL management can reach R&S management with a 25-minute automobile drive from Lakeville or a 5-minute drive from Genesee Junction Yard. Jacksonville is not so easily reached.

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<sup>5</sup> Short lines have also periodically expressed concern that their Class I "partners" have the power and incentive to divert short line traffic and industrial development prospects to industrial sites, distribution facilities or transload terminals directly served by the Class I. Threatened diversion of traffic or industrial development makes the bargaining relationship with captive short lines even more lopsided, inasmuch as the Class I connection already largely controls the pricing and service aspects of any joint-line service they might offer.

<sup>6</sup> See the Spring and Summer 1996 *Conrail Partners* newsletters regarding the feeder line program; the Fall 1997 *CSX Interchange* newsletter regarding simplification of pricing; and Norfolk Southern "Dear Fellow Railroader" letter dated November 22, 1996 enclosing policy statement entitled "Our Short Line Principles." Each of these documents is in LAL's document depository.

<sup>7</sup> This is why LAL refers to its LAL-Conrail movements as "single-line."

Finally, and most fundamentally, CSX is Norfolk Southern's archrival, whereas R&S is not. R&S does not have incentives to favor other routes over that which will be used to handle NS business, for NS business will move the full length of R&S's Silver Springs-Rochester route. Altogether, LAL expects that R&S will work seamlessly with Norfolk Southern. In sum, the Applicants' contention that it makes no difference whether CSX or R&S serves as the intermediate carrier between LAL and NS ignores fundamental differences in CSX and R&S.

**C. LAL's Requested Relief Would Not Interfere With CSX's Operations**

Applicants claim that LAL's condition would "interfere" with "CSX's long-term plans to develop traffic in that area." App. Reb. Vol. 1, 375; Orrison R.V.S., 53. Mr. Orrison states that granting "LAL unbridled operating rights" should be denied as they "might interfere" with CSX operations. *Id.* First of all, LAL has never requested nor sought "unbridled" operating rights. Instead, LAL simply seeks either a purchase of the yard (with a reciprocal grant of trackage rights to CSX) or trackage rights to interchange with R&S directly, with all parties efficiently utilizing the yard. LAL Resp. Appl., 13; Burt V.S., 21-22. The reference in the Applicants' rebuttal to the Orrison R.V.S. leads to nothing. The Orrison R.V.S. states that the LAL condition "might interfere with CSX operations." Orrison R.V.S., 53. If all an applicant had to do to was state that any given condition "might" interfere with unstated plans, effectively, the Board would be powerless to ever condition any proposed transactions. However, besides interchanging with LAL,

there are no Conrail operations in Genesee Junction Yard, and Mr. Orrison does not identify any other possible or planned operations. Now that is what "pure speculation" looks like.

As discussed in LAL's Responsive Application, Genesee Junction Yard is approximately one mile long. Burt V.S. at 22. Installation of one or more pairs of crossover switches midway along the length of the yard would permit both CSX and R&S to use it for purposes of interchanging cars with LAL, while speeding up CSX's and LAL's operations by cutting approximately in half the time required to run around cars in the yard.<sup>8</sup>

The lack of any real basis for concern is also demonstrated by the fact that, to the best of LAL's knowledge, CSX failed to object or otherwise attempt to stop Conrail from concluding the recent sale of the "Rochester Industrial Track" or "Lyell spur" which diverges from the north side of Conrail's West Shore Branch opposite Genesee Junction Yard. Rochester & Southern Railroad, Inc. -- Acquisition and Operation Exemption -- Consolidated Rail Corporation, Finance Docket Number 33375, Decided March 24, 1997. As part of this transaction, which LAL understands was finalized in December 1997, P&S began operating through the yard twice daily to the Lyell spur. Operating issues between

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<sup>8</sup> On page 51, the Orrison R.V.S. claims that Conrail interchanges with R&S at Genesee Junction Yard and that both LAL and R&S operate "to and from" the yard. Neither statement is correct. In the Rochester area, R&S interchanges with Conrail at Lincoln Park only. As discussed in the text, R&S operates through Genesee Junction Yard, but R&S does not have a base of operations at Genesee Junction Yard. An R&S affiliate, the Genesee and Wyoming Railroad, apparently holds rights to interchange high/wide shipments with Conrail using a short track located at the far west end of the yard. These rights may have recently been transferred in some fashion from GNWR to R&S. Such high-wide shipments are rare.

R&S and LAL were worked out in a simple face to face conversation. If CSX objected to this new and increased use of the yard, it is not part of the record in this proceeding.<sup>9</sup>

**D Applicants' Sale Price Description is Unsupported and Simply Wrong**

Applicants' Rebuttal states that "the purchase price LAL paid for the [Avon-Henrietta] line...reflected the fact that it would not connect with R&S," implying that LAL is therefore merely attempting to revise bargained-for terms of the 1996 line sale agreement. App. Reb. Vol. 1, 372-73 and Orrison R.V.S., 524.

The short answer to this assertion is that the Applicants have not and cannot cite a shred of evidence to support their claim.<sup>10</sup> First of all, at no point during the line sale

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<sup>9</sup> It is worth noting that Genesee Junction Yard operations are pursuant to "yard runs" under which train crews operate at Restricted Speed. Permission is not required to enter the yard and Conrail plays no immediate role in coordinating operations. Nor does Conrail maintain an on-site yardmaster, a yard office of any kind, or a base of operations for track forces. The yard is unfenced, unlit, unpaved, and open to vandals and trespassers.

<sup>10</sup> The Applicants' Rebuttal oftentimes not only fails to support assertions, but simply misstates facts or revises history to lend "support" to its conclusions. For example, the Applicants attribute the term "firewall" to LAL, as if the term "firewall" had never occurred to Conrail. App. Reb. Vol. 1, 372. In fact, it was Conrail management who came up with the firewall at the Genesee Junction and called it as such well before these proceedings ever began.

Another example of the Applicants' misleading history occurs when the Applicants refer to "LAL's efforts to buy access to other carriers at Genesee Junction Yard" and states that "on two occasions" LAL unsuccessfully sought to acquire the yard. App. Reb. Vol. 1, 372. This misrepresents the factual record that LAL's offers to acquire the yard were made as part of a negotiation that *Conrail* initiated in late 1993, which continued until the Avon-Henrietta line was sold in early 1996, and in which LAL participated under the duress of mounting service interruptions and threatened sale of the line to another railroad. The accompanying claim that Conrail turned LAL down a third time in 1996 is simply wrong and totally unfounded. LAL Resp. App., 7-8.

negotiations were any representations made that the sale price was discounted. Second, in the absence of any representations to the contrary, Applicants can only infer that the sale price reflected the overall circumstances of the sale, as LAL's Responsive Application explained, where the sale was negotiated under the pressure of mounting service interruptions and threatened sale of the line to another railroad. LAL Resp. Appl., 7.

Although the Primary Applicants do not cite the Verified Statement of James W. Hartman, Jr., they apparently rely on his assertion that Conrail sold branch lines at discounted prices in the expectation that it would be able to collect the rest of their "market value" in the form of a continuing stream of revenue and earnings over time. Hartman R.V.S., 2. LAL is not unfamiliar with this line of argument, inasmuch as Conrail Senior Director-Short Line Network Wayne Michel expressed it to LAL management prior to filing of the Primary Application, substituting "net liquidation value" for Hartman's somewhat ambiguous "market value."<sup>11</sup>

Hartman's generic explanation for Conrail's line sale pricing must defer to specific facts pertinent to the Avon to Henrietta line--facts which explain the price at which it was sold. It was, first and foremost, a piece of rancid railroad: 60% bad tie condition, "cosmetic" ballast (i.e., the ties rest on mud and cinders), light rail, poor drainage, and numerous defects in grade crossing protection devices and surfaces. Conrail was aware, as

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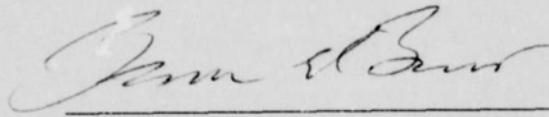
<sup>11</sup> The remainder of Hartman's R.V.S., insofar as it discusses the development of an "additional consideration" provision in Conrail's line sale agreements, is inapplicable to LAL, whose line sale agreement did not include any such provision.

was LAL, that service was interrupted six times in 1995 for track defects or derailments. The line offered only about 300 cars a year of incremental traffic, and business moving overhead to and from the LAL accounted for approximately 85% of all cars moving thereon. LAL Resp. Appl., 7.

Hartman states that Conrail generally sold active rail lines in the expectation that the new short line operator would protect and grow the traffic, and LAL agrees that this is consistent with its own expectation. Hartman R.V.S., 1. Indeed, because the Avon-Henrietta line represented the only outlet for LAL's existing customers, any other plan would have been economic suicide. By acquiring the line, therefore, LAL assumed a liability that has since been partially quantified at \$1.077 million and will exceed \$1.5 million before the line's rehabilitation is complete. The true acquisition price, which is the sum of the nominal purchase price and this assumed liability, substantially exceeds the line's net liquidation value. The facts as well as the actual line value make it clear that this was no "discounted" sale.

Verification

I, William D. Burt, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verified Statement.

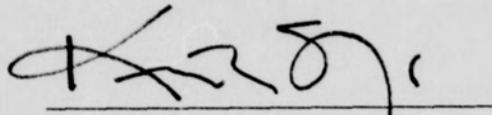
A handwritten signature in cursive script, appearing to read "William D. Burt", is written above a horizontal line.

William D. Burt  
Vice President and General Manager

Executed on: January 4, 1998.

**CERTIFICATE OF SERVICE**

I certify that I have served a conformed copy of the foregoing **Rebuttal Verified Statement of William D. Burt (LAL-6)** in Finance Docket No. 33388, by first class mail properly addressed, with postage pre-paid or by more expeditious manner of delivery upon Administrative Law Judge Jacob Leventhal and all Parties of Record on the Service List.



Kevin M. Sheys

Dated: January 14, 1998

STB

FD-33388

1-14-98

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ID-185213

185213

**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

January 14, 1998

D

202-274-2953

**HAND DELIVERY**

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*

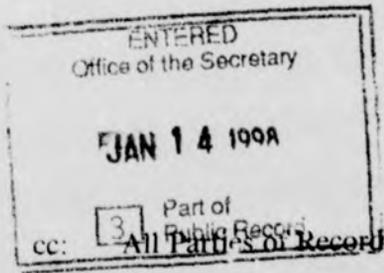
Dear Mr. Williams:

On January 12, 1998, New York State Electric and Gas Corporation ("NYSEG"), a Responsive Applicant in the above-captioned proceeding, reached a settlement agreement with the Primary Applicants which, when formalized, will resolve most of NYSEG's concerns regarding the proposed transaction and will allow NYSEG to express its support for the proposed transaction. Until that agreement is formalized, however, NYSEG intends to remain a party to this proceeding. In reliance upon the agreement, NYSEG will not file a rebuttal statement at this time and does not plan on participating in any further depositions or discovery. If for some unforeseen reason NYSEG and the Primary Applicants are unable to formalize their settlement agreement, NYSEG hereby specifically reserves the right to tender a late-filed rebuttal and a timely brief.

Please acknowledge the receipt and filing of the original and twenty-five copies of this letter by file-stamping the enclosed extra copy of this letter and returning it to the person filing this with the Board.

Sincerely yours,

William A. Mullins  
Attorney for New York State Electric & Gas



STB

FD-33388

1-14-98

D

ID-185221

185221

**ARNOLD & PORTEER**

555 TWELFTH STREET, N.W.  
WASHINGTON, D.C. 20004-1206  
(202) 942-5000  
FACSIMILE (202) 942-5999

NEW YORK  
DENVER  
LOS ANGELES  
LONDON

DENNIS G. LYONS  
(202) 942-5858

January 14, 1998



**BY HAND**

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

D

**Re: 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, STB Finance Docket No. 33388**

Dear Secretary Williams:

Enclosed please find CSX/NS-190, "Rebuttal of CSX Corporation, CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company to Comments of Chemical Manufacturers Association and The Society of the Plastics Industry on the National Industrial Transportation League Settlement Agreement," in the above-referenced docket.

Accompanying this letter are twenty-five copies of the CSX/NS-190, as well as a formatted diskette in WordPerfect 6.1.

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

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

Very truly yours,

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

Enclosures  
cc: Service List

ENTERED  
Office of the Secretary  
  
JAN 15 1998  
  
5 Part of Public Record

185221

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

**REFUTAL OF CSX CORPORATION,  
CSX TRANSPORTATION, INC., NORFOLK SOUTHERN  
CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY  
TO COMMENTS OF CHEMICAL MANUFACTURERS ASSOCIATION  
AND THE SOCIETY OF THE PLASTICS INDUSTRY ON THE  
NATIONAL INDUSTRIAL TRANSPORTATION LEAGUE SETTLEMENT AGREEMENT**

**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) 629-2838

**RICHARD A. ALLEN**  
**JOHN V. EDWARDS**  
Zuckert, Scouff & Rasenberger, L.L.P.  
888 Seventeenth Street, N.W.  
Suite 600  
Washington, DC 20006-3939  
(202) 298-8660

**JOHN M. NANNES**  
**SCOT B. HUTCHINS**  
Studden, 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*

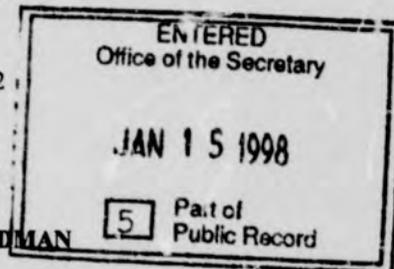
**MARK G. ARON**  
**PETER J. SHUDTZ**  
CSX Corporation  
One James Center  
901 East Cary Street  
Richmond, VA 23129  
(804) 782-1400

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

**DENNIS G. LYONS**  
**JOSEPH D. WEST**  
**MICHAEL T. FRIEDMAN**  
Arnold & Porter  
555 12th Street, N.W.  
Washington, D.C. 20004-1202  
(202) 942-5000

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

*Counsel for CSX Corporation and CSX  
Transportation, Inc.*



January 14, 1998

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

**REBUTTAL OF CSX CORPORATION,  
CSX TRANSPORTATION, INC., NORFOLK SOUTHERN  
CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY  
TO COMMENTS OF CHEMICAL MANUFACTURERS ASSOCIATION  
AND THE SOCIETY OF THE PLASTICS INDUSTRY ON THE  
NATIONAL INDUSTRIAL TRANSPORTATION LEAGUE  
SETTLEMENT AGREEMENT**

Pursuant to the Board's Decision No. 61, served January 7, 1998, CSX Corporation ("CSXC"), CSX Transportation ("CSXT"),<sup>1</sup> Norfolk Southern Corporation ("NSC") and Norfolk Southern Railway Company ("NSRC")<sup>2</sup> submit their rebuttal to the comments of the Chemical Manufacturers Association ("CMA") and The Society of the Plastics Industry ("SPI") (collectively, "CMA/SPI") on the Settlement Agreement between CSX and NS on the one hand and the National Industrial Transportation League ("NITL") on the other. The comments of

<sup>1</sup> CSXC and CSXT are referred to collectively as "CSX."

<sup>2</sup> NSC and NSRC are referred to collectively as "NS."

CMA/SPI were tendered to the Board on December 23, 1997 (CMA-18; SPI-12),<sup>3</sup> and were received as part of the Record pursuant to Decision No. 61.

### INTRODUCTION

The CMA/SPI comments reflect a spirit of hostility that goes beyond disagreement with the text of the Settlement Agreement hammered out between CSX and NS and the NITL and submitted to the Board on December 15, 1997. The comments display an alarming repudiation of methods of adjusting disputes and controversies between railroads and shippers through informal, negotiated and cooperative structures generally, and a preference for forensic remedies, regulatory "fixes," and imposed conditions.

The NITL settlement represents much more than a just compromise and balancing of the parties' interests. In large part it establishes procedures where interested parties join together to resolve their concerns; it creates cooperative, informal structures which bring shippers and their representatives together with the railroads in the implementation and post-implementation phases, and provides expedited arbitration processes on several issues of concern to shippers. In general it rejects the philosophy of confrontation, formal administrative litigation, and Board involvement in operating matters -- a philosophy, which CMA/SPI seem to have embraced. CMA/SPI seem to believe that more can be accomplished through formal litigative processes rather than through less formal means -- that lawyers, rather than businessmen, hold the keys to working out desirable solutions.

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<sup>3</sup> Hereinafter "CMA/SPI Comments."

Indeed, the Settlement's cooperative structures, which bring the railroads and the shipper representatives together to resolve issues concerning the implementation of the transaction and adjust problems that may arise, are viewed with alarm by CMA/SPI. For example, much as the Puritans viewed dancing as inevitably leading to vice, these commentators claim that the informal processes of the Conrail Transportation Council will lead to "mischief," and will be used to "deflect responsibility" and "delay the resolution of troublesome issues." CMA/SPI Comments at 4-5. The same crabbed and carping spirit infects the CMA/SPI comments generally.

It is, of course, the privilege of CMA/SPI to dissent from the settlement reached on a number of points between the nation's largest shipper organization and CSX and NS, and to continue urging that its own "solutions" be imposed instead on the issues on which there was a settlement with NITL.<sup>4</sup> The NITL does not require any endorsement from CSX and NS as a sturdy defender of the interests of the nation's shippers. We will confine ourselves in this rebuttal to a point-by-point discussion of the criticism which CMA/SPI calls down upon the heads of the NITL Settlement. We will demonstrate that no further conditions from the Board as to the subjects with which it deals are necessary, and that the continuing criticism by CMA/SPI is unfounded.

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<sup>4</sup> It should be noted that the NITL Settlement was only a partial settlement; while it was a settlement on the issues which it addressed, there were a number of issues which it did not address and the NITL continues to press its position on those other issues and the Applicants to resist its position on them. See NITL-7 at 42-48; CSX/NS-176, Vol. 1, App. B at 21.

## DISCUSSION

### I.A. The Conrail Transaction Council<sup>5</sup>

Section I.A. of the Settlement Agreement requires NS and CSX to create a Conrail Transaction Council by February 1, 1998, that is "intended to function as a forum for constructive dialogue" between Applicants and shipper representatives regarding the implementation of the Transaction. Any representative of an "organization[] of affected rail users" -- including CMA and SPI -- may be a member of the Council and participate in its activities. Although Applicants and NITL believe that the Council will serve as an extremely useful and effective vehicle for exchanging information and ideas about the implementation process and for identifying problems and solutions, the Agreement specifically provides that the "Council is not intended to supplant STB oversight of the transaction . . . ."

CMA/SPI's principal objection to the Council seems to be that it "was not suggested in the conditions requested by CMA/SPI in CMA-10." CMA/SPI Comments at 4. Beyond that, CMA/SPI darkly warn that NS and CSX might use the Council to "justify" their actions to the Board or "to deflect responsibility" for them, or to "delay the resolution of troublesome issues, or prevent Board scrutiny, by 'referring' issues to the Council." *Id.*

There is no basis for any of the supposed dangers conjured up by CMA/SPI. All of them are based on the supposition that the members of the Council will be docile and ignorant lambs who will allow themselves to be used by NS and CSX in ways that are contrary to the interests of

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<sup>5</sup> The section numbers of the points in the NITL Settlement Agreement, which are cited also in the CMA/SPI Comments and are quoted therein, are used to identify the sections in the discussion which follows.

the shippers they represent. Any such supposition is fanciful. On the Council will be representatives of NITL and of any other organization of affected rail users, including CMA and SPI, who wish to participate. As the Board well knows, all of those organizations are vigilant and vigorous representatives of their members' interests, and they will not hesitate to use all available fora to defend and promote those interests. The Council will in no way diminish their capacities or resources; on the contrary, it will give them an additional forum, one that is devoted specifically to issues presented by this Transaction.

#### **I.B. Shared Assets Areas Summary Description of Operations**

Section I.B. requires CSX and NS, by February 1, 1998, to provide the Council with summary descriptions of how operations will be conducted in each of the three Shared Assets Areas (SAAs), Northern New Jersey, Philadelphia/Southern New Jersey and Detroit. The summaries are to "focus on the function and interrelationship of the various crews of each railroad, the dispatching controls and the effect of the SAAs on individual shippers with respect to concerns such as car ordering, car supply and car location."

Without having yet seen them, CMA/SPI assert that the summary descriptions will "be inadequate to demonstrate . . . that NS, CSX and [Conrail Shared Asset Operator] operations in the SAAs will be feasible." CMA/SPI Comments at 6. CMA/SPI also argue that this provision is deficient because it does not establish a procedure, sought by CMA and SPI in CMA-10, requiring public comment and Board review and approval of the details of Applicants' operations in the SAAs before those operations can begin. *Id.*; *see* CMA-10 at 30.

The CMA/SPI criticisms of Section 1.B. are groundless. First, the intent of the summary descriptions is not to demonstrate that SAA operations are feasible; that has been done in the Application. The purpose of the descriptions is to focus on SAA operations from the perspective of individual shippers and provide a brief explanation to persons who may not have had the time to read the voluminous materials in the Application.

Furthermore, contrary to CMA/SPI's contention, there is no reason to assume that operations in the SAAs will be unusual or especially difficult. As explained in the Verified Rebuttal Statement of D. Michael Mohan, there are many large urban areas in the United States in which numerous railroads operate over the same lines, either directly or through jointly operated switching companies, without particular difficulty. CSX/NS-177, Mohan RVS at 4-26. Accordingly, there is no basis for imposing a new requirement, not contained in the Board's rail merger regulations or imposed in any previous case, that Applicants submit for public comment and Board review and approval details about rail operations beyond those required and set forth in Applicants' operating plans.

Moreover, as explained in Applicants' Rebuttal (CSX/NS-176, Vol. 1 at 719-24), the kind of public comment/Board review and approval procedure that CMA, SPI and others request would impose substantial delays that would seriously harm shippers and Applicants. NITL and its members evidently understand and appreciate that fact, as the NITL agreement does not entail any such procedure. That Agreement provides a reasonable means, satisfactory to the nation's largest shipper organization, of addressing the concerns of shippers about operations in the SAAs

without risking seriously harmful delays. CMA and SPI have given the Board no reason to disregard it.

### **I.C. Labor Implementing Agreements**

Section I.C. requires NS and CSX to obtain the necessary labor implementing agreements prior to the Closing Date (i.e., the date on which the division of the operation and use of Conrail's assets between NS and CSX will be effected) and to advise the Board when that has been accomplished. In response to NITL's concerns about the harmful effects on shippers of any delay in the implementation of the Transaction after it has been approved by the Board, Section I.C. also provides: "NS and CSX will, consistent with safe and efficient rail operations, implement the transaction as soon after the Control Date as possible. If NS and CSX request the STB to initiate the labor implementing agreement process prior to the Control Date [NITL] will support the request."

CMA/SPI's objection to this provision is that it does not include a procedure "requiring the Board to pass upon the adequacy of the certification [i.e., the notice by NS and CSX to the Board that the necessary labor implementing agreements are in place], or enabling interested parties to comment on the certification." The procedure requested by CMA/SPI, however, is unprecedented, unwarranted and would negate the basic purpose of this section -- to have the Transaction implemented as soon as possible.

There is no regulatory requirement that railroads conclude labor implementing agreements before they carry out transactions approved by the Board or its predecessor, the ICC.

As a regulatory matter, railroads have always been free to carry out the transaction once it is approved to the extent permitted by their existing labor agreements. After the Board approved the UP/SP merger, for example, UP/SP operated large parts of their combined system for many months before concluding implementing agreements that permitted the integration of the two railroads' labor forces.

Although not required to do so, NS and CSX recognized NITL's concerns based on service problems experienced by UP/SP and have agreed to have appropriate implementing agreements in place before Closing. More is clearly not required, and could well be harmful. To subject the results of privately negotiated labor agreements to a process of public scrutiny and Board review and approval would be clearly inappropriate and would risk very harmful delays.

#### **I.D. Management Information Systems**

In response to NITL concerns that NS and CSX might implement the Transaction before appropriate management information systems are in place, NS and CSX have agreed in Section I D. to advise the Board prior to the Closing Date that "management information systems designed to manage operations on the former conrail system within the SAAs and interchanges between the NS/Conrail and CSX/Conrail systems, including necessary car tracking capabilities, are in place."

CMA/SPI raise the same objection to this provision as they raise with respect to Section I.C. concerning labor implementing agreements: namely, that it does not require the provision of a period of time for other parties to comment on, and require the Board to pass on,

the "adequacy" of the railroads' representations regarding management information systems. Again, however, what NS and CSX have agreed to do in this section goes far beyond what is required and what has ever been done in any previous rail consolidation. To go further and impose the kind of requirement sought by CMA and SPI would not only delay implementation of the transaction. By requiring the Board to decide whether Applicants' management information systems adequately provide for rail operations, including the interchange or traffic and car tracking, it would impose a degree of regulatory micromanagement of the details of railroad operations that would be truly extraordinary and entirely unwarranted.

#### **II.A. and II.B. Post-Closing STB Oversight**

These sections provide that "[t]he Board should require specific oversight of the implementation and effect of the transaction for a three year period," and that as part of that oversight it should require quarterly reports from NS and CSX and provide an opportunity for shippers to comment on those reports. Section II.B. provides that "NS, CSX and the Council shall jointly recommend to the Board objective, measurable standards to be used in such reports," and it specifies a number of items of information that may be included in the reports.

CMA/SPI's criticisms of these provisions are strained and insubstantial. CMA/SPI are simply incorrect in stating (CMA/SPI Comments at 8) that the NITL Agreement does not provide for public comments during the oversight period. Section II.B. does so expressly. Although CMA/SPI believe it would be preferable to establish a five-year period at the outset, Section II.A. expressly provides that it is not intended to limit the right of any party to request continued

oversight at the end of three years or the authority of the Board to continue oversight beyond three years. CMA also prefers its own formulation of the kinds of information to be included in the quarterly reports, but it offers no reason why the Board should elect to impose CMA's menu rather than approve the formulation set forth in an agreement arrived at voluntarily by Applicants and NITL, which provides for input from the Council, including CMA/SPI should they chose to participate. Again, CMA/SPI's arguments here reflect a surprising preference for regulatory control over the consensual resolution of issues through negotiation by affected groups.

### **II.C. Transportation Contract Movement Responsibilities**

The Applicants have agreed to Section 2.2(c) of the Transaction Agreement, which provides that, upon implementation of the Transaction, all of the existing rail transportation contracts of Conrail are to remain in effect pursuant to their terms and are to be allocated to CSX or NS pursuant to detailed specifications contained in the section. In certain cases where performance of the contract, or a portion of it, on a single-line basis was possible by either of CSX and NS, the revenues and expense of the contracts are to be shared on a 50-50 basis and responsibility for performance of the contracts is to be allocated, approximately on a 50-50 basis, between CSX and NS. There is a presumption against splitting the responsibility for performance between any single pair of origination/destination points in a contract. *See generally* CSX/NS-25, Vol. 8B, at 14-29.

CMA/SPI's position in their October 1997 comments was that all of the shippers who had committed themselves to rail transportation contracts with Conrail, and had obtained Conrail's

commitment to perform those contracts, should be given an option to get out of the contracts on the Closing Date ("Day One") of the implementation of the Transaction, if they so pleased, or, at their option, to require one or the other of CSX or NS to perform the contract. CMA-10 at 35-36.

The Applicants' rebuttal Narrative opposed this "one-way street" approach and provided the rationale for Section 2.2(c), which was designed to uphold the binding nature of the Conrail contracts on each party. CSX/NS-176, Vol. 1, at 177-99. Verified statements were submitted by each of CSX and NS, stressing the adverse operating impacts, particularly on the implementation of the Transaction following the "Closing Date" or "Day One," that the CMA proposal would bring about. See Jenkins RVS, CSX/NS-177, Vol. 2A, at 209-12; Prinsaman RVS, CSX/NS-177, Vol. 2B, at 109-11.

The NITL Settlement did not disturb the basic approach of Section 2.2(c) but addressed an issue as to certain contracts that could be performed on a single-line basis by either of CSX or NS. Those contracts, under Section 2.2(c), were, and under the NITL Settlement still are, to be allocated for performance between CSX and NS by the two carriers. But the Settlement provides a "safety valve" if a shipper is dissatisfied with the service provided under the contract by whichever of CSX or NS was allocated its performance: If after six months of service following the Closing Date ("Day One") service difficulties exist, and a notice by the shipper to the carrier to cure the difficulties does not produce a cure in a month, an arbitration would take place. It would be held under an expedited protocol. If just cause appeared, it would result in an order to change the responsibility for performing the service.

The benefits of this remedy to the shipper are obvious: By definition, the shippers in this category could be served by either CSX or NS on a single-line basis. Presumably in the original allocation of responsibility for the performance of these contracts CSX and NS will strive to make an allocation and then to provide service which will establish good relationships with shippers; but nonetheless dissatisfaction with service might occur. The six-month period provides time for the shipper and the railroad to work difficulties out. There could be some problems in the immediate period post-"Day One" and in that immediate period some time should be given for those initial problems to be remedied. If problems remain, the shipper is at liberty to serve the notice to cure and to proceed to arbitration and obtain a change in the carrier performing the service if the shipper convinces the arbitrator that just cause is present.

CMA/SPI, of course, remain of the view that all the shippers should be freed from their contractual commitments on Day One; CSX and NS stand on their December 15, 1997, rebuttal filing with respect to that issue.

CMA/SPI criticize (CMA/SPI Comments at 12) the details of the arbitration remedy. CMA/SPI complain that the shipper would bear the burden of proof in the arbitration. It is not unusual that someone wishing to change an existing situation is allocated the burden of proof; presumably the burden would be a simple preponderance of the evidence. Next, with remarkable foresight as to what the arbitration protocol will provide, CMA/SPI thinks that it will provide for an equal division of costs regardless of outcome, and objects to this. The arbitration protocol, however, remains to be developed by negotiation between CSX/NS and NITL on or before July 1, 1998. Next, there is a criticism of the six-month period in which no notice to cure can be

served. During that period, however, there is certain to be informal (but perhaps pointed) dialog between the shipper and carrier as to any perceived service deficiencies; the shipper is not gagged. If the serving railroad knows what is good for it, it will endeavor to correct the perceived deficiencies. To permit the convening of an immediate arbitration forthwith after Day One of the transition from a unitary Conrail to one that is part of the systems of the two carriers would not be prudent, would not provide a record reflecting fully normal operations, and would be distracting to personnel with service responsibilities during those critical first months.

CMA/SPI also assert that it "is unlikely that more than a few Conrail contracts would still be in existence by the time the seven months, plus the time for the arbitration, had elapsed." CMA/SPI Comments at 12. CMA/SPI provide no evidence on this, but if it is the case, in fact, as CMA/SPI speculate, that most of the Conrail contracts would have run off by seven months following Day One, it is hard to see what CMA/SPI is complaining about in the first place. If the contracts have terminated, Section 2.2(c) is no longer an issue as to them. The shippers are then free to make new contracts at their pleasure with whoever can serve them.

### **III.A. Transload and New Facilities Within the SAA**

The Primary Application provides that a few of the facilities that are located within the Shared Assets Areas will not, unlike the remaining facilities, be open to both CSX and NS but will be allocated to one or the other of them exclusively. *See* CSX/NS, Ex. 13, CSX Operating Plan, Sec. 4.5.1., Vol. 3A at 213-33; Section 6(j) of North Jersey S.A.A. Operating Agreement, CSX/NS-25, Vol. 8C at 85; Items 1(C) and 2(C) to Schedule 1 to Transaction Agreement,

CSX/NS-25, Vol. 8B at 85-86, 88-90. Section 6 of each of the Shared Assets Area Agreements contains a carefully balanced and detailed set of provisions under which: (i) new joint facilities may be constructed in the Shared Assets Areas at joint expense for joint use; (ii) one or the other of CSX or NS may make, in certain cases, capital improvements on its own and enjoy the capital improvements as their private property, subject to a right of the other to "buy in"; and, (iii) in other cases one or the other of them may, under certain circumstances, make such capital improvements on its own and have them as their private property without a right of the other to buy in (termed "Operator's Facilities"). See CSX/NS-25, Vol. 8C at 82-85, 121-24, 162-65.

The NITL Settlement on this point endorses Section 6 and looks toward the observance of the rules laid down in Section 5. Section 6 provides a balance between facilities which are open to use by both parties and which are to be improved or expanded by both parties, and facilities which either of the parties can construct without the other, some with a buy-in and others without a buy-in. This will permit competition between the carriers in the form of making new capital investments with the incentive of being able to use them on an exclusive basis. In other words, in a measured way, the making of new investments relating to the SAA's can be either cooperative or competitive, depending on the terms of Section 6.

Reiterating their original position (CMA-10 at 34), CMA/SPI insist that all facilities within the bounds of the Shared Assets Areas must be held in common. We made reply to this contention in the Rebuttal Narrative. CSX/NS-176, Vol. 1 at 168-69.

The doomsday vision of CMA/SPI here is that the result of Section 6 "will be a gradual fragmentation of the SAAs into solely served fiefdoms." CMA/SPI Comments at 13. But that is

not so; the original shared facilities in the areas will remain available to both railroads; Nonseverable Improvements to them are to be jointly made, with an arbitration procedure determining whether those improvements are to be made if the two carriers disagree. While improvements in the categories of "Severable Improvement Projects" and "Adjacent Improvements" may be made unilaterally by one of the two railroads, they will be accessible to the other railroad upon a buy-in. It is only as to an "Operator's Facility," which is a facility presently owned or controlled exclusively by one of the two railroads, or an expansion of that facility, or a new facility built entirely on the property of one of the railroads (and not an Adjacent Improvement), that the individual railroad owning or constructing the facility is assumed of continual sole ownership.

The CMA/SPI proposal would upset this carefully crafted balance between shared or shareable (by buy-in) facilities on the one hand and private facilities on the other, and require that all facilities located within or relating to the Shared Assets Areas must be shared. Thus, any vestige of an ability to compete through private ownership of innovative new facilities would be stifled.

Given this, we can do no more than quote what was said in our Rebuttal:

While put forward in the name of competition, the proposal is so anti-competitive that it is hard to imagine its suggestion by a group ostensibly devoted to free-market principles. [Footnote omitted.] The proposal embodies the notions: First, that by creating Shared Asset Areas the parties, like it or not, bring it about that everything in them must be held in common by the two carriers. Second, that neither CSX nor NS should, using its private funds, build a new facility, not interfering with the joint use of shared assets, to serve

customers in a Shared Asset Area without permitting the other to use [it]. Adopting those notions would prevent CSX and NS from executing their operating plans, would stifle innovative and progressive initiatives by CSX and NS, and would reduce service to the lowest common denominator. The Applicants have carefully adjusted the balance between what must be done collectively and what may be done individually. There is no reason to destroy that balance and every reason to maintain it. The condition should be rejected as baseless and itself anti-competitive.

CSX-NS-176, Vol. 1, at 169.

### III.B. Reciprocal Switching (Keep Open)

Under the statutes administered by the Board, if a carrier that previously provided local switching for another line-haul carrier wishes to cancel those arrangements, its action is subject to appropriate challenge before the Board under 49 U.S.C. § 11102(c)<sup>6</sup> and 49 C.F.R. § 1144. *See, Central Power and Light Co. v. Consolidated Rail Corp.*, No. 41295, 1996 WL 741369 at \*5, n.13 (I.C.C.) (1996); *SP/SW Switching Charges on Carloads of Grain at Kansas City*, No. 40178 (Sub-No. 1), 1988 WL 224577 at \*2 (I.C.C.) (1988). Under the regulations adopted by the I.C.C., *see* Ex Parte No. 445 (Sub-No. 1), Intramodal Rail Competition (served Oct. 31, 1985), the Board will act "where necessary to prevent acts that are 'contrary to the competition policies of 49 U.S.C. [§] 10101a [now 10101] or [are] otherwise anticompetitive.'" *Baltimore Gas and Electric Co. v. United States*, 817 F.2d 108, 113 (quoting C.F.R. § 1144.5(a)(1)(I) (D.C. Cir.1986)). Similarly, the Board will set aside proposed cancellations "where a

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<sup>6</sup> Formerly § 11103(c).

cancellation, or the rate that would remain after the cancellation, is 'anticompetitive,'" *Id.* (citing 49 C.F.R. §§ 1144.4(b) and 1144.5(a)(1) (1986)). Finally, the regulations state that the Board will initially suspend any cancellation that "eliminate[s] effective railroad competition for the affected traffic between the origin and destination" -- without regard to whether intermodal or other forms of competition might still exist. *Id.* (quoting 49 C.F.R. § 1144.4(c)(1) (1986)). While these remedies are not automatic in every case of cancellation of reciprocal switching, they can furnish effective relief where a case for it is made out.

While these remedies are available regardless of whether the reciprocal switching arrangements in question had been inherited from another railroad in a rail combination transaction, the NITL and CMA/SPI sought conditions, in varying forms, on the present transaction that would have imposed flat prohibitions against terminating reciprocal switching arrangements. (NITL-7 at 49; CMA-10 at 38.) While CSX and NS believe that the issue has no relationship to the Transaction, they agreed to a compromise with NITL under which all points at which Conrail now provides reciprocal switching will be kept open for reciprocal switching until ten years after the Closing Date (Day One of the implementation of the Transaction). Of course, after the ten-year period is over, the standards of the law, regulations and precedents would have to be met if reciprocal switching is in fact discontinued.

CMA/SPI's complaint about this is, again, that their proposed condition was not accepted by CSX and NS and incorporated in the NITL Settlement. Their proposal involved keeping the reciprocal switching points open perpetually, not simply for ten years, and extending

the perpetual commitment to all points on Conrail, NS and CSX that were open to reciprocal switching at the time of filing of the Primary Application. (CMA-10 at 38.)

The relationship of this request, involving historic switching arrangements by CSX or NS, to the Transaction is obscure. It would cover reciprocal switching arrangements in the Deep South, far from any Conrail lines and unrelated to the Transaction. Perhaps recognizing this, CMA/SPI now focus on a proposed requirement to keep open reciprocal switching for traffic moving to or from Conrail in cases where the Conrail line from which CSX or NS currently switch traffic is allocated to the other of CSX or NS. That is not part of the NITL Settlement. But this does not change the shippers' position from what it is now. Prior to the Transaction, whichever of CSX or NS served the point in question could have terminated its switching arrangement for Conrail, subject to the standards of the law, and to whatever contractual restrictions existed between it and Conrail. When the other of CSX or NS steps into Conrail's shoes as a result of the Transaction, the same consequences follow: closing of the switching arrangement by that carrier is subject to the same constraints that existed when the point was jointly served by Conrail and one of them. These constraints are the requirements of the law and regulations and any contractual protections inherited by the carrier wearing Conrail's shoes.

The NITL Settlement, by removing the power of the carrier that replaces Conrail to attempt to end reciprocal switching for a ten-year period, is a concession of a restriction over and above anything the carriers were required to make, since it makes the shippers better off after the Transaction than they were before. Clearly by making this concession the carriers are not required to make a similar concession throughout their entire systems, but are, except where the

Settlement provides otherwise, entitled to live and operate under the law and under whatever other contractual commitments they have made.

### **III.C. Reciprocal Switching Rates**

In Section XI of their December 15, 1997, Rebuttal, Applicants showed that CMA/SPI had failed to satisfy the legal standards necessary for the Board to impose a switching rates condition. CSX/NS-176, Vol. 1, at 208-19. Specifically, CMA/SPI was one of a number of the October 21, 1997, commentators who complained at length about their current circumstances, generally to the effect that the current switching rates are higher than the commentators might like. But, as demonstrated in the Rebuttal, under Board precedent such complaints do not justify the imposition of conditions because they simply fail to identify harm caused by the Transaction.

CMA/SPI have taken the same approach in their comments on the NITL Settlement. Specifically, CMA/SPI request that the Board require CSX and NS to provide a "cost justification" for whatever reciprocal switching rate might be ordered by the Board. Presumably they mean that the Board should put the burden on CSX and NS to justify on a cost basis any rate above \$130. CMA/SPI's request for the Board to take such an unusual step appears to be based on the difference between the \$130 per car rate that was part of the settlement CMA entered into with UP/SP (and that was ultimately adopted by the Board in that proceeding) and the \$250 per car rate that is part of the NITL Settlement. CMA/SPI have cited no authority for their "cost justification" argument, and perhaps more importantly provide no evidence as to how the \$250 per car rate, if adopted by the Board, would cause any harm, why is it unreasonable, or why the

\$130 rate is to be imposed, except that it was agreed to in another proceeding, between other carriers, in another area of the country. Against the lack of logic on CMA/SPI's part, one point stands out: the Settlement's \$250 per car rate is actually significantly lower than that currently charged by Conrail in most areas, and is higher than that currently charged by Conrail nowhere. All CMA/SPI can say is that it just not low enough to suit them. That is not an argument worthy of the Board's attention.

CMA/SPI also request the Board to extend the NITL Settlement agreement to cover "all switching between NS and CSX within Conrail territory, or when NS and CSX switch a movement received from the other from Conrail territory." CMA/SPI Comments at 15. Continuing the approach they have taken throughout this proceeding, CMA/SPI provide not one shred of evidence demonstrating any harm related to the proposed Transaction that would be caused if the Board fails to adopt its suggestion. Again, the reason for this is simple -- there is no such harm.

Because CMA/SPI have abjectly failed to demonstrate that action by the Board consistent with the reciprocal switching rate provisions of the NITL Settlement would cause harm to CMA/SPI members, the Board should reject the conditions they have requested.

#### **III.D. Gateways**

The CMA/SPI position (CMA-10 at 36-38) is essentially that DT&I conditions should be imposed on this Transaction, as they were routinely imposed on rail combination transactions for a period of decades through the end of the 1970's by the Board's predecessor. The imposition

of these conditions evidently commenced in 1922; the conditions were "finally distilled to a set of six standard conditions" in the case of *Detroit, Toledo & Ironton R. Co. Control*, 275 I.C.C. 455, 492 (1950). *See* the discussion in *Detroit, Toledo & Ironton R. Co. v. U.S.*, 725 F.2d 47, 49 (6th Cir. 1984).

Under the DT&I conditions, all existing gateways and interchanges were to be kept open by the combining railroads, so if that either of them had an open interchange route with another carrier for a particular commodity or commodities, the combined railroad was required to continue to keep that route open -- and indeed at a rate which did not constitute a "commercial closing" of the gateway -- even though the routing "short hauled" the combined carriers, and without regard to the efficiency or cost structure of the routing.

As the age of deregulation opened with the enactment of the Staggers Act, the Commission correctly perceived that these conditions prevented railroads from obtaining the benefits of rail combinations, froze traffic patterns and perpetuated inefficient routings, and, by stifling initiative and providing disincentives for price competition were essentially anticompetitive. In 1980, a rulemaking proceeding was initiated by the Commission and culminated in a March 1982 order which declared that the DT&I conditions were "anticompetitive and contrary to the public interest." *Rulemaking Concerning Traffic Protection Conditions in Railroad Consolidation Proceedings*, 366 I.C.C. 112 (1982). The Commission not only found the conditions to be bad economics but to be in conflict with congressional policy aimed at encouraging greater regulatory flexibility and rate reduction through competition. *Id.* at 119. The

Commission accordingly stated that it would not impose these conditions in future merger cases and declared that they were removed from all existing control orders.

As to the removal of the conditions from existing mergers on this "wholesale" basis, the reviewing court disagreed and held that the use of a rulemaking procedure was inappropriate. Detroit, Toledo & Ironton R. Co. v. United States, 725 F.2d 47, 50 (6th Cir. 1984). The Commission, then, on petition for such relief by railroads which had such conditions in place binding them, conducted individual adjudicatory proceedings to remove the conditions unless some extraordinary reason not to do so appeared. The Commission almost uniformly granted the petitions and removed the conditions. Seaboard Air Line Railroad Company -- Merger -- Atlantic Coast Line Railroad Company, Finance Docket No. 21215 (Sub-No. 5), 1995 WL 126649 (I.C.C.) at \*15 (citing Control of Central Pacific by Southern Pacific, 2 I.C.C.2d 685 (1986); Missouri Pacific Railroad Company -- Control -- Chicago & Eastern Illinois Railroad Company, Finance Docket No. 21755 (Sub-No. 1) (I.C.C. served Jan. 29, 1986) (not printed); Pere Marquette Railway Company Merger, Finance Docket No. 15228 (Sub-No. 1) (I.C.C. served Feb. 26, 1986) (not printed); Great Northern Pacific Burlington Lines, Inc. -- Merger -- Great Northern Railway Company, Finance Docket No. 21478 (Sub-No. 3) (I.C.C. served Mar. 24, 1987) (not printed); and St. Louis Southwestern Railway Company Control, Finance Docket No. 8393 (Sub-No. 1) (I.C.C. served Mar. 29, 1989), 1989 WL 238203 (ICC)). The Commission generally focused its analysis on whether the protective conditions were necessary to (a) protect the public interest, (b) preserve essential rail services and (c) preserve competition. See Control of Central Pacific by Southern Pacific at 686; St. Louis Southwestern

Rail Company at \*3-4; Chicago Junction Case, Finance Docket No. 1165 (Sub-No. 1), 1989 WL 239219 (ICC) (1989), at \*5. The Commission's general policy was that the DT&I conditions restricted the individual carrier's ability to adjust rates and routes on a rational economic basis. See, e.g., St. Louis Southwestern Railway Company Control, at \*4.

The Commission found that while certain specific protective conditions may at times be found appropriate given a particular set of facts, see Guilford Trans. Inds., Inc. -- Control -- Boston and M. Corp., Finance Docket No. 29720 (Sub-No. 1), 1988 WL 225582 (I.C.C.) (1988); Control of Central Pacific by Southern Pacific, at \*11-12, general policy considerations favored that they be narrowly drawn if they were to stay, and were to be removed where, as was usually the case, the record contained no evidence to support their continuation. St. Louis Southwestern Railway Company Control, at \*4. No "narrowly-drawn" condition is put forward here by CMA/SPI and no evidence to support any condition is presented.

For reasons which should be obvious, CSX and NS will not agree to any such anticompetitive conditions. The NITL, in its negotiations, did not request any such outmoded approach to the maintenance of interchanges. The matter was disposed of in the Settlement, quite correctly, by a statement of intent of CSX and NS that they would keep open all major interchanges with other carriers as long as the interchanges were economically efficient. No rate equalization or similar anticompetitive condition as to rates was involved.

While the recrudescence of the DT&I conditions argued for by CMA/SPI is described as an "extremely flexible condition" (CMA-10 at 37), it is nothing of the sort. CMA/SPI put forward the core of the old DT&I conditions in absolute terms: "Keep open all existing gateways

and interchanges on competitive rate and service terms." *Id.* at 36. The provision is universal; it is perpetual; it is absolute; and it embraces not only keeping open the gateways and interchanges physically, but in terms of "rate," thus incorporating the grossly anticompetitive "commercial closing" doctrine. The comments of CMA/SPI involve an effort to turn back the clock to the days before the Staggers Act and to reintroduce anticompetitive structures, wisely abandoned by the Board's predecessor, into the regulation of railroads.

### **III.E. Interline Service (1-to-2s)**

The greatly procompetitive nature of the present Application is founded on the allocation between two vigorous competitors of the rail lines currently operated by Conrail, bringing competitive Class I rail service to many important areas in the United States, and between a number of important city-pairs, which have not had it in the past generation. In the process, the divided allocation of Conrail's routes enables both of CSX and NS to extend their single-line service, and thus for each of them to provide a single-line service between the Northeastern United States and points throughout the Southern States historically served by them.

These great benefits, derived from the allocation of Conrail's lines to two carriers, rather than their absorption by a single carrier as in the conventional transaction, will cause some change in traffic patterns. Since the Conrail system is allocated in two parts, there are movements which currently are single line on Conrail but which after the implementation of the Transaction will be joint movements involving both the expanded CSX and the expanded NS. These instances are infrequent compared with the cases of expanded single line service and their significance in

economic terms is small compared to the benefits of that expanded single line service and the competitive Class I rail service that the Transaction brings about.

CSX and NS have recognized that some dislocations are implicit in the change, for certain shippers, from single-line Conrail service to joint-line service, and have entered into discussions, in some cases leading to settlements, with a number of shippers to provide individually-tailored solutions to assist them and to ameliorate the effects of the loss of single-line service between certain points on the shippers

CSX's and NS's goals have been to provide relief to the shippers on a transitional basis, not to perpetuate inefficient routings. Thus the carriers seek to encourage the ultimate use of other traffic patterns and routings which will be economically efficient both for the shipper and for the carrier.

CSX and NS continue to believe that transitional dislocations caused to the so-called "1-to-2" shippers are best handled on a tailored shipper-by-shipper basis. However, the Settlement with the NITL provides substantial baseline protections for shippers in case such agreements cannot be worked out. For a period of three years after the Closing Date, the carriers will, as a joint-line rate, maintain the Conrail single-line rate, subject to escalation based on the RCAF-U index, for shippers who request this and have a history of use of rail transportation on the route in question, as referred to below. They will work with the shipper to provide fair and reasonable joint-line service. If a shipper objects to the routing or to the interchange point, or

both, an arbitration procedure is provided, in which the arbitrator is to protect the shipper against undue circuitry under the standards of 49 U.S.C. § 10705.<sup>7</sup>

The criticism by CMA/SPI falls under a number of headings. First, the limitation of the protection to those routings that have involved at least 50 cars a year<sup>8</sup> moved in single-line Conrail service is objected to. The CMA/SPI proposal (CMA-10 at 36-38) would cover all origin and destination pairs, regardless of how much or how little traffic ever moved on them.

Charging a single-line rate for a joint-line service, where obviously extra handling (to effect the interchange) is involved, is clearly apt to be uneconomic for the participating railroads. To require this to be done where the shipper's use of, or commitment to, rail service has historically been minimal adds to the inefficiency, since interchanges must be arranged for even though the volumes of carriage are relatively slight and the occurrence of handling is infrequent. It is only good economics to require a shipper that makes so little use of rail service pay a compensatory market price for what it gets. The railroads should not be called upon to subsidize an inefficient routing that is only sparsely used but on which service must be provided upon demand. While the number of origination and destination pairs involved in these smaller "movements" may be large (CMA/SPI Comments at 18), obviously the bulk of the actual

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<sup>7</sup> Shippers having Conrail transportation contracts are entitled to their protections if more advantageous than these baseline provisions.

<sup>8</sup> More precisely, in the calendar year next preceding the Control Date, which, under the Board's schedule, assuming approval, would be 1997.

movements, that is, the bulk of the carloads, is accounted for by the "movements" on which there is a substantial amount of traffic (50 cars or more a year).

The NITL Settlement's limitation of these transitional protections to three years is also complained of. CMA/SPI's position is that protection ought to be given in perpetuity. (CMA-10 at 36.) But while a reasonable transition ought to be provided, it is ultimately not wise to try to suspend the laws of economics forever. The shippers ought to be encouraged to seek sources of supply of their materials and destinations for their goods where the railroads can best furnish economic transportation, if they wish to employ rail as a medium of transportation, and not demand subsidies for longer than necessary to make those adjustments. Indeed, that is a rational choice often made by shippers in seeking suppliers or markets. If the joint-line movements between the existing points are economic for the railroads, transportation will doubtless be provided on a basis which is economically attractive to both shipper and the railroads. Movements by truck will provide an alternative and a constraint. The CMA/SPI proposal is to continue in perpetuity, through a rate freeze subject only to RCAF adjustment, uneconomic arrangements which are best discontinued and replaced by economic ones as soon as practicable.

#### **III.F. Board Approval**

The NITL Settlement provides that the Board will be asked to approve the creation of the Conrail Transaction Council and its processes for the exchange of information and for addressing shipper implementation and service concerns and the allocation of transportation contracts under paragraph II.C. of the Settlement. Otherwise, the Settlement contemplates that

the Settlement Agreement is not subject to STB approval and is binding on the parties in the absence of such approval, except with respect to any provision disapproved by the Board or inconsistent with the Board's action on the Primary Application.

In response to this, CMA/SPI make the following remarkable statement:

Inasmuch as the NITL Agreement purports to have been concluded for the benefit of all shippers, not just NITL members, CMA and SPI believe that the Board should pass on whether the NITL Agreement, or individual portions of it, are in the public interest. For the reasons stated herein, CMA and SPI believe that many provisions of the NITL Agreement are at best marginally in the public interest. To the extent that these provisions might be accepted by the Board in substitution for the conditions requested by CMA and SPI, which would more effectively protect shippers from adverse changes resulting from the transaction, adoption of the NITL provision could be contrary to the public interest. (CMA/SPI Comments at 19.)

This statement shows a profound misconception of the statutory standard and the settled practices of the Board and its predecessor in acting under it. The question before the Board is not whether the NITL Settlement is "in the public interest," whether the CMA proposals are "in the public interest," whether some of the features of the CMA conditions are abstractly "better" in some sense than those of the NITL Settlement, or vice versa, or anything of the sort.

The question before the Board is whether the Primary Application, as now affected by the Settlement Agreement with the NITL -- which the parties will be bound to not only by their own agreement but by the force of the Board's authority,<sup>9</sup> -- is consistent with the public

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<sup>9</sup> See *UP/SP*, Finance Docket No. 32760, Decision No. 44, served Aug. 12, 1996, at 12, n.14.

interest. For a full discussion of the subject, see the discussion of the established standards for conditions in our Rebuttal, CSX/NS-176, Vol. 1, at 36-43.

For the reasons stated in the Primary Application and in the Primary Applicants' Rebuttal submission, the proposed Transaction is eminently consistent with, and promotive of, the public interest -- it is indeed abundantly in the public interest. The undertakings by the Applicants in the NITL Settlement are further perfecting provisions which the Applicants have agreed to, not because they believed them necessary to make the Application consistent with the public interest, but out of a spirit of compromise and to provide additional public benefits which in their judgments could be effected without any material adverse effect upon the public benefits otherwise arising from the Transaction or on the basic economics of the Transaction.

That is the correct standard, not the alternative standard suggested by CMA/SPI. From it, it follows that CMA/SPI's position with respect to the Board's role in respect of the NITL Settlement is incorrect and that the NITL Settlement Agreement's version of it is correct.

### CONCLUSION

For the reasons stated, the comments of CMA/SPI are not well taken. The Transaction as proposed by the Applicants is in the public interest. The Settlement agreed to with NITL contains additional provisions which complement the Transaction as originally proposed and

provide additional benefits to shippers, voluntarily agreed to, which do not impair in any material respects the benefits of the Transaction as proposed.

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) 629-2838



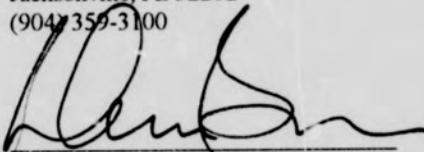
**RICHARD A. ALLEN**  
**JOHN V. EDWARDS**  
Zuckert, Scoutt & Rasenberger, L.L.P.  
888 Seventeenth Street, N.W.  
Suite 600  
Washington, DC 20006-3939  
(202) 298-8660

**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) 782-1400

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



**DENNIS G. LYONS**  
**JOSEPH D. WEST**  
**MICHAEL T. FRIEDMAN**  
Arnold & Porter  
555 12th Street, N.W.  
Washington, D.C. 20004-1202  
(202) 942-5000

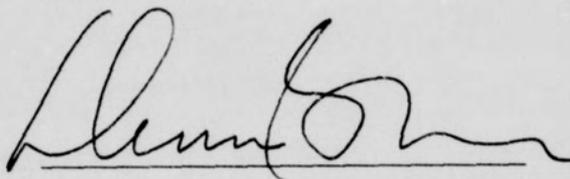
**SAMUEL M. SIPE, JR.**  
**TIMOTHY M. WALSH**  
Stephoe & Johnson LLP  
1330 Connecticut Avenue  
Washington, D.C. 20036-1795  
(202) 429-3000

Counsel for CSX Corporation and CSX  
Transportation, Inc.

January 14, 1998

**CERTIFICATE OF SERVICE**

I, Dennis G. Lyons, certify that on January 14, 1998, I have caused to be served a true and correct copy of the foregoing CSX/NS-190, Rebuttal of CSX Corporation, CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company to Comments of Chemical Manufacturers Association and The Society of the Plastics Industry on the National Industrial Transportation League Settlement Agreement, 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. The signature is cursive and somewhat stylized.

STB

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# RUTGERS ENVIRONMENTAL LAW CLINIC

15 Washington Street, Room 304  
Newark, New Jersey 07102-3192  
(973) 353-5695  
(973) 353-1249 (FAX)

Rutgers, The State University of New Jersey  
School of Law-Newark

185201

January 12, 1998



VIA FEDERAL EXPRESS #3670077051

Vernon Williams, Secretary  
Surface Transportation Board  
1925 K Street N.W.  
Washington, D.C. 20425

Re: STB Finance Docket No. 33388, CSX Corp. And CSX Transp., Inc.  
Norfolk Southern Corp. And Norfolk Southern Ry. Co. -- Control and  
Operating Leases/Agreements -- Cor rail Inc. and Consolidated Rail Corp.

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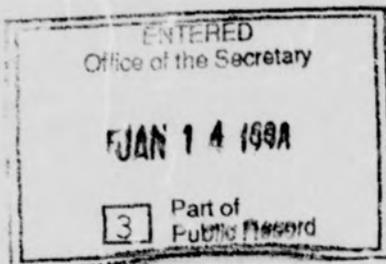
Dear Mr. Williams:

Enclosed please find an original and twenty-five (25) copies of the rebuttal submitted on behalf of the Tri-State Transportation Campaign (Tri-State), in response to Applicants' Rebuttal in the above referenced proceeding. Also enclosed is a 3.5-inch disk containing this filing formatted in Word Perfect.

Respectfully submitted,

A handwritten signature in cursive script that reads "Edward Lloyd".

Edward Lloyd, Esq.  
Attorney for Tri-State Transportation Campaign



BEFORE THE  
SURFACE TRANSPORTATION BOARD

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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



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RESPONSE OF THE TRI-STATE TRANSPORTATION CAMPAIGN  
TO THE APPLICANTS' REBUTTAL

Pursuant to the procedural schedule issued by the Surface Transportation Board (the "Board") in Decision No. 60 in the above referenced proceeding, the Tri-State Transportation Campaign (TSTC) hereby files this Rebuttal, dated January 12, 1998.

The Tri-State Transportation Campaign is a consortium of thirteen environmental, transportation and planning groups working together to promote an economically and environmentally sound transportation system in a thirty-three county area in metropolitan New York. Tri-State seeks to reduce reliance on automobiles and trucks throughout the region in order to reduce congestion and pollution and support rational land use planning. One hundred citizens' groups and local officials have joined Tri-State as affiliate members.

Tri-State submitted comments and requests for conditions to the Board on October 20, 1997, and November 22, 1997. Applicants' Rebuttal, dated December, 1997, addresses several provisions present in Tri-State's request for conditions. In particular, the Applicants' question Tri-State's ability to request, and the Board's ability to provide certain conditions, including trackage rights, and service requirements.

In light of the above considerations, Tri-State urges the Board to include these conditions in its approval of the acquisition.

1. The benefits of competitive rail service should be extended East of the Hudson

NS and CSX in their rebuttal comments trumpet the unique benefit of their proposed transaction, in contrast to other recent rail merger proposals, pointing out that it "will introduce new rail competition into large portions of the Northeast for the first time since the creation of Conrail." While this may be true for many parts of the Northeast, including the West-of-Hudson segment of the Tri-State Region -- the nation's largest metropolitan area -- the proposed transaction leaves the 12.5 million residents East of the Hudson, including the 7.5 million residents of the nation's largest city, dependent on a single rail carrier -- CSX. This sector has more population than either of the states of Ohio or Pennsylvania. This decision to deny competitive rail service to the persons and industries located in this populous area was made behind closed doors by the two parties during confidential negotiations prior to their application to the STB. These same parties now claim, in their rebuttal of Tri-State's request to allow a second carrier -- NS -- to serve the populous east-of-Hudson sector, that the STB has established a clear line of precedent in not remedying conditions that predate a proposed consolidation transaction. In fact, no such precedent exists. Nor would it bind STB to a set course of action. The instant situation presents unique circumstances which justify -- indeed require -- competitive rail service for New York City's five boroughs and Long Island. STB has the power to require the establishment, as well as the continuation, of competitive freight service.

In their rebuttal the applicants claim that the freight needs of this populous sector can be solved by trucking goods to nearby West-of-Hudson railheads. Applicants' Rebuttal, Volume 1 of 3, P-125. Elsewhere in their application the Applicants claim substantial environmental and economic benefits of diverting over one million truckloads of freight to carload or intermodal rail service per year, sparing highways and communities over 700,000,000 vehicle miles per year. Tri-State has argued, and cited documents prepared by the Applicants' own consultant -- Mercer

Management -- that competitive East-of-Hudson rail service will produce substantial economic and environmental benefits to the nation's most populous metropolitan area.

Thus, NS and CSX have not only contradicted their own position, but they have pointed to no alternate benefit of non-competitive rail service that would justify the massive environmental problems cited by the railroads themselves. The STB must require measures to allow rail competition for the East-of-Hudson sector. It is hard to believe that in their confidential negotiations conducted prior to this proceeding CSX and NS would have allocated the entire Conrail system in Ohio and Pennsylvania to a single carrier and expected the STB to approve their transaction.

## 2. NS should be required to share in Conrail's valuable rights East of the Hudson

A second carrier -- NS -- should be granted trackage rights East of the Hudson as a condition to this transaction. Specifically, Tri-State reaffirms its request that STB require NS to obtain rights to use Conrail property or to share in Conrail's right to use lines owned by public agencies from Newark to New Haven and from 65th St. yard in Brooklyn to Oak Point Yard in the Bronx.

While the Applicants rebuttal cites certain technical and institutional problems that must be overcome for NS to make use of these rights Tri-State shares the view expressed by NS Director of Strategic Planning Steven D. Eisenach in his Rebuttal Verified Statement that special purpose rail equipment could be designed to operate through the Penn Station tunnels. Elsewhere in their rebuttal the Applicants claim that existing negotiating mechanisms are satisfactory to resolve conflicts that might occur as a result of their proposed increased use of Amtrak northeast corridor trackage and new mechanisms proposed by interveners are not needed. If this claim is correct then the Applicants rebuttal argument -- that conflicts through the Penn Station tunnels could not be addressed and resolved -- is without merit. Tri-State through its network of civic, planning, and environmental advocates stand willing to assist NS in resolving these admittedly difficult policy and technical issues. But without assignment of trackage rights to NS there will be little incentive to solve the many problems associated with this operation.

In a similar manner, the problems affecting car float service across New York harbor can be resolved. In the short term, public agencies are seeking to increase the use and viability of this service. In particular, restoring the unused float bridges and yard tracks at 65th St. in Brooklyn will permit a more direct, higher capacity operation. In their rebuttal of Tri-State's proposal for NS to operate this service, the Applicants expressed a willingness to collaborate with governmental authorities in resolving this problem. Applicants' Rebuttal, Volume 1 of 3, P-136.

Tri-State's proposal called for NS to make additional investments if economically feasible. Contrary to Applicant's allegation that Tri-State offered no evidence to support its request for conditions, Tri-State cited the Mercer Management study to back up its claim that a substantial volume of freight traffic would use a revitalized car float. In their rebuttal the Applicants did not challenge the validity of this study. In light of this discussion, STB should assign as part of this acquisition Conrail trackage rights to NS from 65th St. Yard to New Haven. The segment from 65th

St. Yard to Fresh Pond Jct. is owned by a public agency and operated by NY and Atlantic. The Applicants' rebuttal claims that Tri-State's proposal would force this carrier "against its own interests" to grant trackage rights to NS.

As in the case with Penn Station trackage rights described above, Tri-State believes that assignment of Conrail trackage rights to NS will place a willing and aggressive operator in the position to take advantage of public investments already made in the 65th St. yard and emerging investments in a cross-harbor car float, regardless of choice of operator.

3. STB should assure that Applicants will not shift North Jersey carload freight to intermodal.

Tri-State's comments on the North Jersey shared assets operating plan raised concerns about Conrail's continuing shift of carload freight to intermodal. While Tri-State fully supports growth in this mode, where traffic is shifted from over-the-road trucks, abandoning carload shippers and encouraging them to use intermodal service in the North Jersey area will result in serious environmental negatives. The Applicants rebuttal claims that "carload freight is the lifeblood of the railroad industry" and that STB oversight or monitoring is not needed. Yet in North Jersey Conrail officials point out that over 70% of the rail freight activity is intermodal. Tri-State believes that carload freight should be encouraged, but that to protect the public interest STB should monitor, and set goals for this activity.

The Applicants did not rebut Tri-State's request that STB maintain oversight and take appropriate action to prevent the Applicants from shifting carload freight and intermodal to point west and north of the shared assets area, thereby discriminating against more centrally located shippers. Tri-State continues to believe that this is an important STB condition for this acquisition.

4. STB should establish arbitration procedures to resolve disputes between the Applicants and commuter rail operators.

In the past the Applicants and Conrail have presented what many public commuter agencies considered unreasonable demands when these agencies sought to increase service or to establish new service on the Applicants lines. In a similar manner commuter agencies may press for unreasonable claims on their rail trackage that makes freight service difficult or impossible to achieve. Tri-State believes that both uses are legitimate, and that new capital investment may well be in order to increase capacity for efficient operation of both services. The Applicants, in their rebuttal, claim that freight carriers will be reasonable and that no STB intervention is required. Tri-State continues to believe that the STB working in cooperation with the USDOT (through the FTA) can establish legitimate and useful procedures for arbitrating disputes. Because of the widespread opportunity for conflict between rail freight and commuter rail service in metropolitan areas throughout the eastern half of the U.S. served by the Applicants, Tri-State believes that these proceedings are the logical place for STB to establish arbitration procedures.

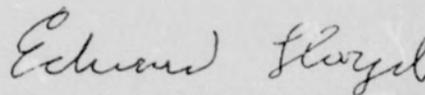
Before the  
SURFACE TRANSPORTATION BOARD  
Washington, D.C.

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

CERTIFICATE OF SERVICE

I hereby certify that by January 19, 1998 a copy of the foregoing document will be served by first-class mail upon Administrative Law Judge Leventhal and upon all parties of record, as listed on the official service list issued by the Board on August 19, 1997 in Decision No. 21, as well as parties added at a later date.



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Edward Lloyd  
Rutgers Environmental Law Clinic  
15 Washington Street  
Newark, N.J. 07102

STB

FD-33388

1-14-98

D

JD-185203

185203

LAW OFFICES

**EARL L. NEAL & ASSOCIATES, L.L.C.**

EARL L. NEAL  
MICHAEL D. LEROY  
ANNE L. FREDD  
RICHARD F. FRIEDMAN  
TERRANCE L. DIAMOND  
LANGDON O. NEAL  
D. RAINELL RAINS  
FRANCINE D. LYNCH  
GRADY B. MURDOCK, JR.  
JEANETTE SUBLETT  
JEROME A. SIEGAN  
J. PAULA RODERICK  
HEIDEL E. GRAHAM  
ELIZABETH GRANADOS  
SHARON L. TILLER  
ROBERT E. MEZA

OF COUNSEL  
GEOFFREY A. FLYNN  
EARL J. BARNES

**SURFACE TRANSPORTATION BOARD**  
1925 K Street, N.W.  
Washington, DC 20423-0001

January 12, 1998



Attn: Honorable Vernon A. Williams, Secretary

**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**

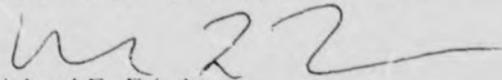
Dear Secretary Williams:

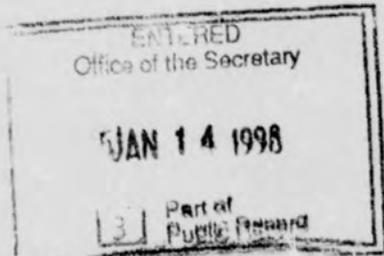
Enclosed for filing in the above-captioned docket are an original and twenty five (25) copies of Illinois International Port District's Motion to File Response Out of Time. Also enclosed is a 3.5-inch IBM compatible disc, formatted in Word Perfect 7.0, containing this Motion.

Copies of the Motion are being served on all parties of record, on Administrative Law Judge Jacob Leventhal, and on counsel for Applicants and Conrail, Inc., in accordance with the Mailing Instructions for Illinois Port District Service List, a copy of which is attached to the Certificate of Service.

Very truly yours,

EARL L. NEAL & ASSOCIATES, L.L.C.

By:   
Richard F. Friedman  
Attorneys for ILLINOIS INTERNATIONAL PORT  
AUTHORITY



RFF/ck  
Enclosures

78. 203

FD 333

**CERTIFICATE OF SERVICE**

RICHARD F. FRIEDMAN, an attorney, being duly sworn, states that he caused the attached Motion of the Illinois International Port District to File Response Out of Time (Port/Chi-3) to be served on the following parties, as follows:

1. Upon the persons set forth on the attached Service List by Federal Express overnight delivery by placing same for delivery with the Federal Express Office at 111 West Washington Street, Chicago, Illinois on January 13, 1998, before 5:00 p.m., with delivery charges to be paid by the sender.
2. Upon all other parties of record by causing the same to be mailed by Ikon Document Services to the parties of record, postage prepaid, by United States Mail, prior to 9:00 p.m. on January 13, 1998.

*Richard F. Friedman*

Richard F. Friedman

**"OFFICIAL SEAL"**  
**SUBSCRIBED AND SWORN TO BEFORE**  
**ME THIS 13TH DAY OF JANUARY, 1998.**

*Charles Kelly*  
NOTARY PUBLIC



**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

**Finance Docket 33388**

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

**ILLINOIS INTERNATIONAL PORT DISTRICT'S  
MOTION TO FILE RESPONSE OUT OF TIME**

NOW COMES the ILLINOIS INTERNATIONAL PORT DISTRICT (the "Port of Chicago") by and through its attorneys, EARL L. NEAL & ASSOCIATES, L.L.C., and respectfully requests leave to file out of time its Response to the Applicants' Rebuttal to the Port of Chicago's Request for Conditions. The reason for the Port of Chicago's request is the failure to receive the Applicants' Rebuttal until January 12, 1998. The Port of Chicago requests that it be permitted to file its response on February 11, 1998, thirty days following its receipt of the Rebuttal.

In support of its Motion, the Port of Chicago states:

1. When the Applicants' Rebuttal (CSX/NS - 176, - 177) was filed on December 15, 1997, it was to have been served on all parties of record. However, the Port of Chicago did not receive the Rebuttal at the time of filing. It was not until the Port of Chicago, through its attorneys, had made two separate requests to the Applicants to furnish their Rebuttal that the Port of Chicago actually received Applicants' Rebuttal. The Port of Chicago finally received the Applicants' Rebuttal on January 12, 1998.

2. The Port of Chicago filed its original Request for Conditions (Port/Chi-2) on October 21, 1997. In its Decision No. 57, December 5, 1997, the STB directed that the Port of Chicago be made a Party of Record.\*

3. Pursuant to Decision No. 57, the Applicants' Rebuttal was due to be filed on or before December 15, 1997. The Port of Chicago did not receive the Applicants' Rebuttal in the days following the date upon which it was filed. The Port of Chicago then made two separate requests upon the Applicants to be furnished a copy of the Rebuttal. First, on December 23, 1997, one of the attorneys representing the Port of Chicago, Kristen Barnes, of the law firm of Earl L. Neal & Associates, L.L.C., called the Applicants (Robert J. Cooney of Norfolk Southern Corporation) directly and left a message requesting a copy of the Rebuttal. The message was never returned, nor responded to. Second, on January 8, 1998, the undersigned telephoned attorneys for Norfolk-Southern, John V. Edwards and Andrew R. Plump of Zuckert, Scoutt & Rasenberger, L.L.P., to request a copy of the Rebuttal. Following the second request, the Rebuttal was sent and received in the undersigned's office on January 12, 1998.

4. After reviewing the Applicants' Rebuttal, as it pertains to the Port of Chicago's Request for Conditions, the Port of Chicago determined that it is necessary to file a reply. Decision No. 6 requires the filing of a reply by January 14, 1998. Obviously, it is impossible to analyze the Rebuttal, research and prepare a reply, and file and serve the reply within two days.

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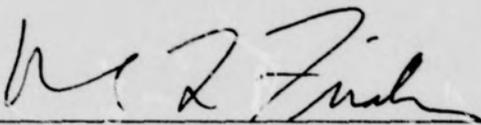
\*

Decision No. 57 also provided that the existing parties should furnish the persons newly made parties of record copies of all previous filings. The Applicants have never furnished any previous filings to the Port of Chicago.

5. Decision No. 6 allowed a 30-day period between the filing of the Applicants' Rebuttal and the parties' reply. Accordingly, the Port of Chicago requests a 30-day extension of time, to and including February 11, 1998, for the filing of its reply in this matter.

**WHEREFORE**, Illinois Port District respectfully requests permission for leave to file its Response to the Applicants' Rebuttal to the Port of Chicago's Request for Conditions on or before February 11, 1998.

**ILLINOIS INTERNATIONAL PORT DISTRICT**

By:   
One of its Attorneys

**REPRESENTATIVE FOR SERVICE:**

**EARL L. NEAL & ASSOCIATES, L.L.C.**

Earl L. Neal

Richard F. Friedman

Terrance L. Diamond

Kristen Barnes

111 West Washington Street

Suite 1700

Chicago, Illinois 60602

Telephone: (312) 641-7144

Attorneys for Illinois International Port District

**DATED: January 13, 1998**

**MAILING INSTRUCTIONS FOR ILLINOIS INTERNATIONAL  
PORT DISTRICT SERVICE LIST**



**A. FEDERAL EXPRESS:**

- 1 Surface Transportation Board  
Office of the Secretary  
Case Control Unit  
Attn: STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, DC 20423-0001  
(202) 565-1650

*Number of Copies:* An original and 25 copies. Each must have certification that the documents filed have been properly served on Judge Leventhal, the applicants' representatives as listed below #s 3,4,5 and all PORs per 10/7/97 service list update, but you don't need to attach the service list for all 25 copies (according to Ann Quinlan, Asst. Secretary), and 1 electronic copy of each document (a diskette 3.5 inch IBM compatible floppies formatted for WordPerfect 7.0 or formatted so that they can be converted into Word perfect 7.0) or a compact disc.

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

*Number of Copies:* 1 (One)

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

*Number of Copies:* 1 (One)

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

*Number of Copies:* 1 (One).

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

*Number of Copies:* 1 (One).

6. U.S. Secretary of Transportation  
Office of the Transportation Department  
400 7th Street, S.W.  
Washington, D.C. 20590

*Number of Copies:* 1 (One)

7. U.S. Attorney General  
U.S. Attorney General's Office  
10th & Constitution Avenue, NW  
Washington, D.C. 20530

*Number of Copies:* 1 (One).

**B. REGULAR MAIL:**

All remaining parties on the service list. Please note, however, that per STB Decision 62 FR 39577, 39588, service is not required on "Members of Congress" and "Governors" unless they are designated as "Parties of Record."

*Number of Copies for each:* 1 (One)

**SERVICE LIST- DOCKET NO. 33388**

DAVID G ABRAHAM  
SUITE 400W  
7315 WISCONSIN AVENUE  
BETHESDA MD 20814 US  
Represents: INDIANA PORT  
COMMISSION

RICHARD A. ALLEN  
ZUCKERT, SCOUT, RASENBERGER  
888 17TH STREET N W STE 600  
WASHINGTON DC 20006-3939 US  
Represents: CSX-NS-CONRAIL  
NORFOLK SOUTHERN CORPORATION  
NORFOLK SOUTHERN RAILWAY  
COMPANY

CHARLES E ALLENBAUGH JR  
EAST OHIO STONE COMPANY  
2090 W BESSON ST  
ALLIANCE OH 44601 US  
Represents: EAST OHIO STONE  
COMPANY

WILLIAM D ANKNER PHD  
RI DEPT OF TRANSPORTATION  
TWO CAPITOL HILL  
PROVIDENCE RI 02903 US  
Represents: RHODE ISLAND  
DEPARTMENT OF TRANSPORTATION

DONALD G AVERY  
SLOVER & LOFTUS  
224 SEVENTEENTH STREET NW  
WASHINGTON DC 20036-3003 US  
Represents: AMVLST CORPORATION  
EAST JERSEY RAILROAD COMPANY  
NATIONAL RAILROAD PASSENGER  
CORPORATION (AMTRAK)  
THE EAST NEW JERSEY RAILROAD  
COMPANY  
VAUGHAN RAILROAD COMPANY

T SCOTT BANNISTER  
T SCOTT BANNISTER AND  
ASSOCIATES  
1300 DES MOINES BLDG 405 SIXTH  
AVENUE  
DES MOINES IA 50309 US  
Represents: IOWA INTERSTATE  
RAILROAD LTD

J R BARBEE  
GENERAL CHAIRPERSON UTU  
P.O. BOX 9599  
KNOXVILLE TN 37940 US  
Represents: UNITED TRANSPORTATION  
UNION GENERAL COMMITTEE OF  
ADJUSTMENT GO-898

JANICE G BARBER  
BURLINGTON NORTHERN AND  
SANTA FE RAILWAY COMPANY  
3017 LOU MENK DRIVE  
FORT WORTH TX 76131 US  
Represents

HARRY C BARBIN, ESQ. P A I D. NO  
08530  
WILLIAM M O'CONNELL III, ESQ P A  
I.D. NO 20023 BARBIN  
LAUFFER & O'CONNELL  
608 HUNTINGDON PIKE  
ROCKLEDGE PA 19046 US  
Represents: BARBIN LAUFFER &  
O'CONNELL  
CHARLES D NESTER  
DONALD E KRAFT  
H C KOHOUT  
JACQUELINE A MACE  
LAWRENCE CIRILLO  
PAUL J ENGELHART  
PAUL J ENGELHART ET AL  
ROBERT E GRAHAM  
THOMAS F MEEHAN JR  
WILLIAM J MCILPATRICK

STEPHEN L. BASSFORD  
L E PEABODY & ASSOCIATES INC  
1501 DUKE STREET SUITE 200  
ALEXANDRIA VA 22314-2401 US  
Represents:

DINAH BEAR  
COUNCIL ON ENVIRONMENTAL  
QUALITY  
722 JACKSON PLACE NW  
WASHINGTON DC 20503 US  
Represents:

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

MARTIN W BERCOVICI  
KELLER & HECKMAN  
1001 G ST NW SUITE 500 WEST  
WASHINGTON DC 20001 US  
Represents: ARCO CHEMICAL  
COMPANY  
EIGHTY-FOUR MINING COMPANY  
SOCIETY OF PLASTICS INDUSTRY  
THE SOCIETY OF THE PLASTICS  
INDUSTRY INC

DAVID BERGER  
BERGER AND MONTAGUE, P. C.  
1622 LOCUST ST  
PHILADELPHIA PA 19103-6305 US  
Represents: A HERB KEREKESCH AND  
GEORGE DONAHUE

CHARLES D BOLAM  
UNITED TRANSPORTATION UNION  
1400-20TH STREET  
GRANITE CITY IL 62040 US  
Represents: UNITED  
TRANSPORTATION UNION-GENERAL  
COMMITTEE OF ADJUSTMENT

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

KARYN A BOOTH  
DONELAN CLEARLY WOOD AND  
MASER P C  
1100 NEW YORK AVE NW SUITE 750  
WASHINGTON DC 20005 US  
Represents: AK STEEL CORPORATION  
ANKER ENERGY CORPORATION ETAL

ANTHONY BOTTALICO  
UTU  
420 LEXINGTON AVENUE  
ROOM 458-460  
NEW YORK NY 10017 US  
Represents: UNITED TRANSPORTATION  
UNION GENERAL COMMITTEE OF  
ADJUSTMENT GO-532

WILLIAM T BRIGHT  
P O BOX 149  
200 GREENBRIER ROAD  
SUMMERSVILLE WV 26651 US  
Represents: THE WEST VIRGINIA  
ASSOC FOR ECONOMIC  
DEVELOPMENT THROUGH  
THE JOINT USE OF CONRAIL TRACKS  
BY NORFOLK SOUTHERN AND CSXT

ANITA R BRINDZA  
THE ONE FIFTEEN HUNDRED  
BUILDING  
11500 FRANKLIN BLVD SUITE 104  
CLEVELAND OH 44102 US  
Represents: WESTERN-ELMWOOD-BERE  
A CORPORATION

STEPHEN H BROWN  
VORYS SATER SEYMOUR AND PEASE  
1828 L STREET N W  
WASHINGTON DC 20036 US  
Represents: FRATERNAL ORDER OF  
POLICE NATIONAL LABOR COUNCIL  
CONRAIL NO 1

CHRISTOPHER J BURGER PRESIDENT  
CENTRAL RAILROAD COMPANY OF  
INDIANAPOLIS  
500 NORTH BUCKEYE  
KOKOMO IN 46903-0554 US  
Represents: CENTRAL RAILROAD  
COMPANY OF INDIANAPOLIS

BILL CAMPBELL  
MAYOR CITY OF ATLANTA  
55 TRINITY AVENUE, S W  
ATLANTA GA 30335-0300 US  
Represents:

ROSS B CAPON  
NATL ASSOC OF RAILROADS  
PASSENGER  
900 SECOND ST NE STE 308  
WASH DC 20002-3557 US  
Represents: NATIONAL ASSOCIATION  
OF RAILROAD PASSENGERS

EILEEN CAREY  
CITY OF CHICAGO CITY HALL RM 700  
121 NORTH LASALLE STREET  
CHICAGO IL 60602 US  
Represents:

HAMILTON L CARMOUCHE,  
CORPORATION COUNSEL  
CITY OF GARY  
301 BROADWAY 4TH FLOOR  
GARY IN 46402 US  
Represents: CITY OF GARY INDIANA

RICHARD C CARPENTER  
1 SELLECK STREET SUITE 210  
EAST NORWALK CT 06855 US  
Represents: SOUTH WESTERN REGION  
METROPOLITAN PLANNING  
ORGANIZATION  
SOUTH WESTERN REGIONAL  
PLANNING AGENCY

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

ANGELO J CHICK JR, LOCAL  
CHAIRMAN  
P O BOX 908  
48398 OLD GOOSE BAY ROAD  
REDWOOD NY 13679 US  
Represents: BROTHERHOOD OF  
LOCOMOTIVE ENGINEERS DIVISION  
227

SYLVIA CHINN-LEVY  
INTERGOVERNMENTAL CO-OP  
969 COPLEY ROAD  
AKRON OH 44320-2992 US  
Represents: NORTHEAST OHIO FOUR  
COUNTY REGIONAL PLANNING &  
DEVELOPMENT ORGANIZATION

ELAINE L CLARK  
MAINE DEPT OF TRANSPORTATION  
16 STATE HOUSE STATION  
AUGUSTA ME 04333 US  
Represents: MAINE DEPARTMENT OF  
TRANSPORTATION

NICOLE E CLARK  
WACHTELL TUPION ROSEN & KATZ  
51 WEST 52ND STREET  
NEW YORK NY 10019-6150 US  
Represents:

DENNIS COFFEY  
TEN PARK PLACE  
BOSTON MA 02116 US  
Represents:

PAUL D. COLEMAN  
HOPPEL MAYER & COLEMAN  
1000 CONNECTICUT AVE NW  
SUITE 400  
WASHINGTON DC 20036-5302 US  
Represents: DELAWARE RIVER PORT  
AUTHORITY; PHILADELPHIA  
REGIONAL PORT AUTHORITY  
SOUTH JERSEY PORT CORPORATION  
THE PORT OF PHILADELPHIA AND  
CAMDEN INC

JOHN F COLLINS  
COLLINS, COLLINS, & KANTOR PC  
267 NORTH STREET  
BUFFALO NY 14201 US  
Represents: CONRAIL GENERAL  
COMMITTEE OF ADJUSTMENT  
NEW YORK STATE LEGISLATIVE  
BOARD  
R W GODWIN GENERAL CHAIRMAN

MICHAEL CONNELLY  
CITY OF EAST CHICAGO  
1525 INDIANAPOLIS BLVD  
EAST CHICAGO IN 46312 US  
Represents: CITY OF EAST CHICAGO  
INDIANA

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

J DOYLE CORMAN  
MAIN LINE MGMNT SERVICES INC  
520 FELLOWSHIP ROAD STE A-105  
MOUNT LAUREL NJ 08054-3407 US  
Represents

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

STEVE M COULTER  
EXXON COMPANY USA  
PO BOX 3272  
HOUSTON TX 77253-3272 US  
Represents: EXXON CHEMICALS  
AMERICAS, EXXON COMPANY U S A

JEAN M CUNNINGHAM  
SLOVER & LOFTUS  
1224 SEVENTEENTH STREET NW  
WASHINGTON DC 20036 US  
Represents:

PAUL A CUNNINGHAM  
HARKINS CUNNINGHAM  
1300 19TH STREET, N.W., STE 600  
WASHINGTON DC 20036 US  
Represents: CONRAIL, CONRAIL INC  
CONSOLIDATED RAIL CORPORATION

M W CURRIE  
GENERAL CHAIRPERSON UTU  
3030 POWERS AVENUE STE 2  
JACKSONVILLE FL 32250 US  
Represents: UNITED TRANSPORTATION  
UNION GO-851

JOHN M. CUTLER, JR.  
MCCARTHY SWEENEY HARKAWAY  
1750 PENNSYLVANIA AVE N W  
SUITE 1105  
WASHINGTON DC 20036 US  
Represents: ORANGE AND ROCKLAND  
UTILITIES INC

IRWIN L. DAVIS  
1900 STATE TOWER BLDG.  
SYRACUSE NY 13202 US  
Represents: METROPOLITAN  
DEVELOPMENT ASSOCIATION OF  
SYRACUSE & CENTRAL  
NEW YORK INC

SANDRA J. DEARDEN  
MDCO CONSULTANTS, INC.  
407 SOUTH DEARBORN, SUITE 1145  
CHICAGO IL 60605 US  
Represents: MDCO CONSULTANTS INC

WILLIAM DICKERSON  
U S ENVIRONMENTAL PROTECTION  
AGENCY  
401 M STREET SW (2252A)  
WASHINGTON DC 20460 US  
Represents:

NICHOLAS J. DIMICHAEL  
DONELAN, CLEARLY, ET AL.  
1100 NEW YORK AVENUE N W STE 750  
WASHINGTON DC 20005-3934 US  
Represents: WEST VIRGINIA  
COMLS, INC

DAVID W. DONLEY  
3501 STAFFORD ST  
PITTSBURGH PA 15204-1441 US  
Represents: WEIRTON STEEL  
CORPORATION

PAUL M. DONOVAN  
LAROE, WINN, ETAL  
3506 IDAHO AVE NW  
WASHINGTON DC 20016 US  
Represents: PORT AUTHORITY OF NEW  
YORK AND NEW JERSEY

KELVIN J. DOWD  
SLOVER & LOFTUS  
1224 17TH STREET N W  
WASHINGTON DC 20036 US  
Represents: CONSUMERS ENERGY  
COMPANY, GPU GENERATION INC

CLARK EVANS DOWNS  
JONES, DAY, REAVIS & POGUE  
1450 G STREET N W  
WASHINGTON DC 20005-2088  
Represents: NATIONAL LIME & STONE  
COMPANY

DANIEL DUFF  
AMERICAN PUBLIC TRANSIT ASSOC  
1201 NEW YORK AV NW  
WASH DC 20005 US  
Represents: AMERICAN PUBLIC  
TRANSIT ASSOCIATION

JOHN K. DUNLEAVY  
ASSISTANT ATTORNEY GENERAL  
133 STATE STREET STATE ADM BLDG  
MONTPELIER VT 05633-5001 US  
Represents: STATE OF VERMONT

DONALD W. DUNLEVY  
230 STATE STREET  
UTU STATE LEG DIR  
PA AFL-CIO BLDG 2ND FL  
HARRISBURG PA 17101-1138 US  
Represents: UNITED  
TRANSPORTATION UNION  
PENNSYLVANIA STATE LEGISLATIVE  
BOARD

FAY D DUPUIS, CITY SOLICITOR  
CITY HALL  
801 PLUM STREET ROOM 214  
CINCINNATI OH 45202 US  
Represents: CITY OF CINCINNATI OHIO

MARTIN T DURKIN ESQ  
DURKIN & BOGGIA ESQS  
PO BOX 378  
71 MT VERNON STREET  
RIDGEFIELD PARK NJ 07660 US  
Represents: VILLAGE OF RIDGEFIELD  
PARK NEW JERSEY

DAVID DYSARD  
EMACOC  
PO BOX 9508  
300 CENTRAL UNION PLAZA  
TOLEDO OH 43697-9508 US  
Represents: TOLEDO METRO AREA  
COUNCIL OF GOVT

GARY A EBERT  
CITY OF BAY VILLAGE  
350 DOVER CENTER ROAD  
BAY VILLAGE OH 44140 US  
Represents: CITY OF BAY VILLAGE  
OHIO

RICHARD S EDELMAN  
HIGSAW MAHONEY CLARKE  
1050 SEVENTEENTH STREET N W,  
SUITE 210  
WASHINGTON DC 20036 US  
Represents: ALLIED RAIL UNIONS

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

GARY EDWARDS SUPERINTENDENT  
OF RR OPERATIONS  
SOMERSET RAILROAD  
7725 LAKE ROAD  
BARKER NY 14012 US  
Represents: SOMERSET RAILROAD  
CORPORATION

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

TERRELL ELLIS  
CAEZWV  
P O BOX 176  
CLAY WV 25043 US  
Represents: CENTRAL APPALACHIA  
EMPOWERMENT ZONE OF WEST  
VIRGINIA

ROBERT L EVANS  
OXYCHEM  
P O BOX 809050  
DALLAS TX 75380 US  
Represents: OCCIDENTAL CHEMICAL  
CORPORATION

SARA J FAGNILLI DIRECTOR OF LAW  
CITY OF LAKEWOOD  
12650 DETROIT AVENUE  
LAKEWOOD OH 44107 US  
Represents: CITY OF LAKEWOOD OHIO

GERALD W. FAUTH, III  
G. W. FAUTH & ASSOCIATES INC.  
P O BOX 2401  
ALEXANDRIA VA 22301 US  
Represents: G. W. FAUTH &  
ASSOCIATES, INC.  
GERALD W FAUTH III

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

MICHAEL P. FERRO  
MILLENNIUM PETROCHEMICALS,  
INC.  
11500 NORTHLAKE DRIVE  
CINCINNATI OH 45249 US  
Represents: MILLENNIUM  
PETROCHEMICALS INC F/K/A  
QUANTUM CHEMICAL  
CORPORATION

J D FITZGERALD  
UTU, GENERAL CHAIRPERSON  
400 E EVERGREEN BLVD STE 217  
VANCOUVER WA 98660-3764 US  
Represents: UNITED TRANSPORTATION  
UNION-GENERAL CG. MITTEE OF  
ADJUSTMENT GO 386

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

ROBERT C. FREAS  
SR. VICE PRESIDENT, MARKETING  
FRANKLIN INDUSTRIAL MINERALS  
612 TENTH AVENUE, NORTH  
NASHVILLE TN 37203 US  
Represents:

GARLAND B GARRETT JR  
NC DEPT OF TRANSPORTATION  
P O BOX 25201  
RALEIGH NC 27611 US  
Represents:

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

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

PETER A GILBERTSON  
LOUISVILLE & INDIANA RAILROAD  
COMPANY  
53 W. JACKSON BOULEVARD, STE 350  
CHICAGO IL 60604 US  
Represents: LOUISVILLE & INDIANA  
RAILROAD COMPANY

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

LOUIS E GITOMER  
BALL JANIK LLP  
1455 F STREET NW SUITE 225  
WASHINGTON DC 20005 US  
Represents: APL LIMITED  
DELAWARE VALLEY RAILWAY  
COMPANY INC  
HURON AND EASTERN RAILWAY  
COMPANY INC  
RAILAMERICA INC  
SAGINAW VALLEY RAILWAY  
COMPANY INC

DOUGLAS S GOLDEN  
MAIN LINE MANAGEMENT SERVICES  
INC  
520 FELLOWSHIP ROAD SUITE A-105  
MOUNT LAUREL NJ 08054-3407 US  
Represents: PENNSYLVANIA SENATE  
TRANSPORTATION COMMITTEE

ANDREW P. GOLDSTEIN  
MCCARTHY, SWEENEY ET AL.  
1750 PENNSYLVANIA AVE NW  
WASHINGTON DC 20006 US  
Represents: NATIONAL GRAIN AND  
FEED ASSOCIATION

EDWARD D. GREENBERG  
GALLAND, KHARASCH, MORSE &  
GARFINKLE  
1054 THIRTY-FIRST STREET NW  
WASHINGTON DC 20007-4492 US  
Represents: PROVIDENCE AND  
WORCESTER RAILROAD COMPANY  
STEEL WAREHOUSE CO INC  
THE INTERNATIONAL PAPER  
COMPANY

PETER A. GREENE  
THOMPSON HINE FLORY  
1920 N STREET N W, SUITE 800  
WASHINGTON DC 20036 US  
Represents: BAY STATE MILLING  
COMPANY  
BELVIDERE & DELAWARE RIVER  
RAILWAY  
BLACK RIVER & WESTERN RAILROAD  
EAST PENN RAILWAY INC  
LANCASTER NORTHERN RAILWAY

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

R A GRICE  
GENERAL CHAIRPERSON UTU  
11017-F GRAVOIS INDUSTRIAL PLAZA  
ST LOUIS MO 63128 US  
Represents:

DONALD F GRIFFIN  
BROTHERHOOD OF MAINTENANCE  
OF WAY EMPLOYEES  
400 N CAPITOL ST NW SUITE 852  
WASHINGTON DC 20001 US  
Represents:

JOHN J GROCKI  
GRA INC  
115 WEST AV ONE JENKINTOWN STA  
JENKINTOWN PA 19046 US  
Represents: GRA INCORPORATED  
GRA'S INCORPORATED

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

JOSEPH GUERRIERI, JR.  
GUERRIERI, EDMOND, ET. AL  
1331 F STREET N W, 4TH FLOOR  
WASHINGTON DC 20004 US  
Represents:

DAVID L HALL  
COMMONWEALTH CONSULTING  
ASSOCIATES  
720 NORTH POST OAK ROAD  
SUITE 330  
HOUSTON TX 77024 US  
Represents: SHELL CHEMICAL  
COMPANY  
SHELL OIL COMPANY

MICHAEL P HARMONIS  
U S DEPT OF JUSTICE  
325 7TH STREET SUITE 500  
WASHINGTON DC 20530 US  
Represents: U S DEPARTMENT OF  
JUSTICE

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

NICOLE HARVEY  
THE DOW CHEMICAL COMPANY  
2020 DOW CENTER  
MIDLAND MI 48674 US  
Represents: THE DOW CHEMICAL  
COMPANY

JOHN D. HEFFNER, ESQ.  
REA, CROSS & AUCHINCLOSS  
1920 N STREET NW SUITE 420  
WASHINGTON DC 20036 US  
Represents: EMPIRE STATE PASSENGER  
ASSOCIATION  
FORT ORANGE PAPER COMPANY  
NEW YORK CROSS HARBOR  
RAILROAD TERMINAL CORPORATION  
WABASH & WESTERN RAILWAY CO  
D/B/A MICHIGAN SOUTHERN  
RAILROAD INC

R J HENEFELD  
PPG INDUSTRIES INC  
ONE P+G PLACE  
PITTSBURGH PA 15272 US  
Represents: PPG INDUSTRIES INC

G W HERKNER JR  
NJ TRANSIT RAIL OPERATIONS  
ONE PENN PLAZA EAST  
NEWARK NJ 07105 US  
Represents:

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

CHARLES S HESSE, PRESIDENT  
CHARLES HESSE ASSOCIATES  
8270 STONEY BROOK DRIVE  
CHAGRIN FALLS OH 44023 US  
Represents: OHIO STEEL INDUSTRY  
ADVISORY COUNCIL

LYNN A HISER  
A E STALEY MFG CO  
2200 E ELDORADO STREET  
DECATUR IL 62525 US  
Represents:

ERIC M. HOCKY  
GOLLATZ, GRIFFIN, EWING  
213 WEST MINER STREET  
WEST CHESTER PA 19381-0796 US  
Represents: ALLEGHENY & EASTERN  
RAILROAD INC, BETHLEHEM STEEL  
CORPORATION ET AL, BUFFALO &  
PITTSBURGH RAILROAD INC,  
NEW YORK SUSQUEHANNA AND  
WESTERN RAILWAY CORPORATION,  
PITTSBURGH & SHAWMUT RAILROAD  
INC, READING BLUE MOUNTAIN AND  
NORTHERN RAILROAD COMPANY,  
ROCHESTER & SOUTHERN RAILROAD  
INC

JAMES E. HOWARD  
90 CANAL STREET  
BOSTON MA 02114 US  
Represents: COALITION OF  
NORTHEASTERN GOVERNORS

JOHN HOY  
P O BOX 117  
GLEN BURNIE MD 21060 US  
Represents: BALTIMORE AREA  
TRANSIT ASSOCIATION

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

SHEILA MECK HYDE CITY ATTORNEY  
CITY HALL  
342 CENTRAL AVENUE  
DUNKIRK NY 14048 US  
Represents: CITY OF DUNKIRK NEW  
YORK

ERNEST J IERARDI  
NIXON HARGRAVE DEVANS DOYLE  
LLP  
PO BOX 1051  
CLINTON SQUARE  
ROCHESTER NY 14603-1051 US  
Represents: ROCHESTER GAS AND  
ELECTRIC CORPORATION

WILLIAM P. JACKSON, JR.  
JACKSON & JESSUP, P. C.  
P O BOX 1240  
3426 NORTH WASHINGTON BLVD  
ARLINGTON VA 22210 US  
Represents: A T MASSEY COAL  
COMPANY INC ET AL

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

DOREEN C JOHNSON CHIEF  
ANTITRUST SECTION  
OHIO ATTY GENERAL OFFICE  
30 E BROAD STREET 16TH FLOOR  
COLUMBUS OH 43215 US  
Represents: OHIO ATTORNEY  
GENERALS OFFICE

TERRENCE D JONES  
KELLER & HECKMAN  
1001 G ST NW STE 500 WEST  
WASHINGTON DC 20001 US  
Represents: NORTH AMERICAN  
LOGISTIC SERVICES A DIVISION OF  
MARS INCORPORATED

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

FRITZ R KAHN  
1100 NEW YORK AVENUE NW SUITE  
750 WEST  
WASHINGTON DC 20005-3934 US  
Represents: MARTIN MARIETTA  
MATERIALS INC  
SHINTECH INC

STEVEN J. KALISH  
MCARTHY, SWEENEY & HARKAWAY  
1750 PENNSYLVANIA AVE NW  
WASHINGTON DC 20006-4502 US  
Represents: THE TOWN OF  
HAYMARKET

LARRY B. KARNES  
TRANSPORTATION BUILDING  
PO BOX 30050  
425 WEST OTTAWA  
LANSING MI 48909 US  
Represents: MICHIGAN DEPARTMENT  
OF TRANSP

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

DAVID D KING  
BEAUFORT AND MOREHEAD RR CO  
PO BOX 25201  
RALEIGH NC 27611-5201 US  
Represents:

L P KING JR  
GENERAL CHAIRPERSON UTU  
145 CAMPBELL AVE SW STE 207  
ROANOKE VA 24011 US  
Represents: UNITED TRANSPORTATION  
UNION GENERAL COMMITTEE OF  
ADJUSTMENT N & W-C

MITCHELL M KRAUS, GENERAL  
COUNSEL  
TRANSPORTATION  
COMMUNICATIONS INTERNATIONAL  
UNION  
3 RESEARCH PLACE  
ROCKVILLE MD 20850 US  
Represents: TRANSPORTATION  
COMMUNICATIONS INTERNATIONAL  
UNION

HON DENNIS J KUCINICH  
UNITED STATES HOUSE  
REPRESENTATIVES  
WASHINGTON DC 20515 US  
Represents: CITIZENS 10TH  
CONGRESSIONAL DISTRICT OF OHIO

PAUL H LAMBOLEY  
1020 NINETEENTH STREET, N W  
STE 400  
WASHINGTON DC 20036-6105 US  
Represents: RESOURCES  
WAREHOUSING & CONSOLIDATION  
SERVICES INC  
SOUTHERN TIER WEST REGIONAL  
PLANNING AND DEVELOPMENT  
BOARD  
TRANSPORTATION INTERMEDIARIES  
ASSOCIATION

LAURENCE R. LATOURETTE  
PRESTON GATES ELLIS ETAL  
1735 NY AVE NW SUITE 500  
WASHINGTON DC 20006 US  
Represents: STATE OF MARYLAND

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

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

SHERRI LEHMAN DIRECTOR OF  
CONGRESSIONAL AFFAIRS  
CORN REFINERS ASSOC  
1701 PA AV NW  
WASHINGTON, DC 20006-5805 US  
Represents: CORN REFINERS  
ASSOCIATION INC

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

THOMAS J. LITWILER  
OPPENHEIMER WOLFF & DONNELLY  
180 N STETSON AVE 45TH FLOOR  
CHICAGO IL 60601 US  
Represents: CEDAR RIVER RAILROAD  
COMPANY  
FOX VALLEY & WESTERN LTD  
ILLINGIS CENTRAL RAILROAD  
COMPANY CHICAGO CENTRAL &  
PACIFIC  
RAILROAD COMPANY AND CEDAR  
RIVER RAILROAD COMPANY  
R J CORMAN PARTIES

R J CORMAN RAILROAD COMPANIES  
SAULT STE MARIE BRIDGE COMPANY  
TRANSTAR INC AND BESSEMER AND  
LAKE ERIE RAILROAD COMPANY  
TRANSTAR INC AND ELGIN JOLIET  
AND EASTERN RAILROAD COMPANY  
WISCONSIN CENTRAL LTD  
WISCONSIN CENTRAL  
TRANSPORTATION CORPORATION

EDWARD LLOYD  
RUTGERS ENVIRONMENTAL LAW  
CLINIC  
15 WASHINGTON STREET  
NEWARK NJ 07102 US  
Represents: TRI-STATE  
TRANSPORTATION CAMPAIGN

C MICHAEL LOFTUS  
SLOVER & LOFTUS  
1224 SEVENTEENTH STREET NW  
WASHINGTON DC 20036 US  
Represents: CENTERIOR ENERGY  
CORPORATION, DETROIT EDISON  
COMPANY, EAST CHICAGO  
INDIANA-HAMMOND INDIANA-GARY  
INDIANA-WHITINGINDIANA, THE  
FOUR CITY CONSORTIUM  
POTOMAC ELECTRIC POWER  
COMPANY, POTOMAC ELECTRIC  
POWER COMPANY, THE DETROIT  
EDISON COMPANY

DENNIS G LYONS  
ARNOLD & PORTER  
555 TWELFTH STREET NW  
WASHINGTON DC 20004 US  
Represents: CSX CORPORATION INC  
CSX TRANSPORTATION INC  
CSX TRANSPORTATION INC

GORDON P. MACDOUGALL  
1025 CONNECTICUT AVE NW  
SUITE 410  
WASHINGTON DC 20036 US  
Represents: CHARLES D BOLAM  
FRANK R PICKELL  
JOHN D FITZGERALD  
JOSEPH C SZABO

GORDON P. MACDOUGALL  
1025 CONNECTICUT AVE NW  
SUITE 410  
WASHINGTON DC 20036 US  
Represents: VILLAGE OF RIVERDALE

LARRY D MACKLIN  
INDIANA DIVISION OF HISTORIC  
PRESERVATION  
402 W WASHINGTON STREET RM 274  
INDIANAPOLIS IN 46204 US  
Represents:

RON MARQUARDT  
LOCAL UNION 1810 UMWA  
R D #2  
RAYLAND OH 43943 US  
Represents:

ROBERT E MARTINEZ  
VA SECRETARY OF TRANSP  
P O BOX 1475  
RICHMOND VA 23218 US  
Represents: COMMONWEALTH OF  
VIRGINIA

JOHN K MASER, III  
DONELAN, CLEARY, WOOD, MASER  
1100 NEW YORK AVE NW SUITE 750  
WASHINGTON DC 20005-3934 US  
Represents: ACME STEEL COMPANY  
AK STEEL CORPORATION  
CARGILL INCORPORATED  
ERIE-NIAGARA RAIL STEERING  
COMMITTEE, INSTITUTE OF SCRAP

RECYCLING INDUSTRIES INC;  
JOSEPH SMITH & SONS INC;  
NIAGARA MOHAWK POWER  
CORPORATION

THEODORE H M ATTHEWS  
N J DEPARTMENT OF  
TRANSPORTATION  
1035 PARKWAY AVENUE CN-600  
TRENTON NJ 08625 US  
Represents:

DAVID J MATTY  
CITY OF ROCKY RIVER  
21012 HILLIARD ROAD  
ROCKY RIVER OH 44116-3398 US  
Represents: CITY OF ROCKY RIVER  
OHIO

GEORGE W MAYO JR  
HOGAN & HARTSON L L P.  
555 THIRTEENTH STREET NW  
WASHINGTON DC 20004-1109 US  
Represents: CANADIAN PACIFIC  
RAILWAY COMPANY, DELAWARE  
AND HUDSON RAILWAY COMPANY  
INC; DELAWARE AND HUDSON  
RAILWAY COMPANY INC,  
SOO LINE CORP, SOO LINE RAILROAD  
CO, SOO LINE RAILROAD COMPANY  
ST LAWRENCE & HUDSON RAILWAY  
COMPANY LIMITED

MICHAEL F MCBRIDE  
LEBOEUF LAMB GREENE & MACRAE,  
L. L. P.  
1875 CONNECTICUT AVE N W  
STE 1200  
WASHINGTON DC 20009 US  
Represents: AMERICAN COAL SALES  
COMPANY-AMERICAN ELECTRIC  
POWER SERVICE CORPORATION  
ETAL; AMERICAN ELECTRIC POWER  
ATLANTIC CITY ELECTRIC COMPANY

CSX-NS  
DELMARVA POWER & LIGHT  
COMPANY  
FERTILIZER INSINUATE  
INDIANAPOLIS POWER & LIGHT  
COMPANY  
OHIO MINING AND RECLAMATION  
ASSOCIATION  
THE FERTILIZER INSTITUTE  
THE OHIO VALLEY COAL COMPANY

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

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

CHRISTOPHER C MCCRACKEN  
ULMER & BERNE LLP  
1300 EAST NINTH STREET SUITE 900  
CLEVELAND OH 44114 US  
Represents: ASHTA CHEMICAL INC  
ASHTA CHEMICALS INC

THOMAS F MCFARLAND, JR.  
MCFARLAND & HERMAN  
20 NORTH WACKER DRIVE  
SUITE 1330  
CHICAGO IL 60606-3101 US  
Represents: KOKOMO GRAIN CO INC  
EIGHT-STATE RAIL PRESERVATION  
GROUP

JAMES F MCGRAIL  
COMMONWEALTH OF MASS EXEC

OFFICE OF TRANSPT & CONST  
10 PARK PLAZA ROOM 3170  
BOSTON MA 02116-3969 US  
Represents: COMMONWEALTH OF  
MASSACHUSETTS EXECUTIVE  
OFFICE OF TRANSPORTATION AND  
CONSTRUCTION

JOHN F. MCHUGH  
MCHUGH & SHERMAN, ESQS  
20 EXCHANGE PLACE  
NEW YORK, NEW YORK 10005  
Represents: THE HONORABLE JEROLD  
NADLER, THE HONORABLE  
CHRISTOPHER SHAYS, THE  
HONORABLE CHARLES RANGEL, THE  
HONORABLE BEN GILMAN, THE  
HONORABLE BARBARA KENNELLY,  
THE HONORABLE NANCY JOHNSON,  
THE HONORABLE CHARLES  
SCHUMER, THE HONORABLE ROSA  
DELAURO, THE HONORABLE  
MICHAEL FORBES, THE HONORABLE  
SAM GEJDENSON, THE HONORABLE  
NITA LOWEY, THE HONORABLE  
MAJOR OWENS, THE HONORABLE  
THOMAS MANTON, THE HONORABLE  
MAURICE HINCHEY, THE  
HONORABLE ED TOWNS, THE  
HONORABLE CAROLYN B MALONEY,  
THE HONORABLE NYDIA M.  
VELAZQUEZ, THE HONORABLE  
FLOYD FLAKE, THE HONORABLE  
GAKY ACKERMAN, THE HONORABLE  
ELLIOT L. ENGEL, THE HONORABLE  
LOUISE M SLAUGHTER,  
THE HONORABLE JOHN LAFALCE,  
THE HONORABLE  
MICHAEL MCNULTY, AND THE  
HONORABLE JAMES MALONEY,  
MEMBERS OF THE U.S. HOUSE OF  
REPRESENTATIVES

FRANCIS G MCKENNA

ANDERSON & PENDLETON  
1700 K ST NW SUITE 1107  
WASHINGTON DC 20006 US  
Represents: WEST VIRGINIA STATE  
RAIL AUTHORITY

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

GEORGE MESIRES  
STATE OF NY ASSISTANT ATTORNEY  
GENERAL  
120 BROADWAY SUITE 2601  
NEW YORK NY 10271 US  
Represents:

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

CLINTON J MILLER, III, GENERAL  
COUNSEL  
UNITED TRANSPORTATION UNION  
14600 DETROIT AVENUE  
CLEVELAND OH 44107-4250 US  
Represents:

G. PAUL MOATES  
SIDLEY & AUSTIN  
1722 EYE STREET NW  
WASHINGTON DC 20006 US  
Represents: MOATES SIDLEY & AUSTIN

C V MONIN

BROTHERHOOD OF LOCOMOTIVE  
ENGINEERS  
1370 ONTARIO STREET  
CLEVELAND OH 44115 US  
Represents: BROTHERHOOD OF  
LOCOMOTIVE ENGINEERS

JEFFREY R. MORELAND  
THE BURLINGTON NORTHERN SANTA  
FE CORPORATION  
1700 EAST GOLF ROAD  
SCHAUMBURG IL 60173 US  
Represents:

KARL MORELL  
BALL JANIK LLP  
1455 F STREET NW SUITE 225  
WASHINGTON DC 20005 US  
Represents: ANN ARBOR RAILROAD  
CHICAGO RAIL LINK LLC  
CONNECTICUT SOUTHERN  
RAILROAD INC; GEORGIA  
WOODLANDS RAILROAD LLC,  
INDIANA & OHIO RAILWAY  
COMPANY; INDIANA AND OHIO  
RAILROAD INC  
INDIANA SOUTHERN RAILROAD INC  
MANUFACTURERS JUNCTION  
RAILWAY L L C, NEW ENGLAND  
CENTRAL RAILROAD INC  
NEWBURGH & SOUTH SHORE  
RAILROAD LTD, NORTHERN OHIO &  
WESTERN RAILWAY L L C,  
PITTSBURGH INDUSTRIAL RAILROAD  
INC

JEFFREY O. MORENO  
DONELAN CLEARY WOOD MASER  
1100 NEW YORK AVENUE N W  
SUITE 750  
WASHINGTON DC 20005-3934 US  
Represents:

IAN MUIR

BUNGE CORPORATION  
P O BOX 28500  
ST LOUIS MO 63146 US  
Represents: BUNGE CORPORATION

WILLIAM A. MULLINS  
TROUTMAN SANDERS LLP  
1300 I STREET NW SUITE 500 EAST  
WASHINGTON DC 20005-3314 US  
Represents: GATEWAY EASTERN RWY  
COMPANY; GATEWAY WESTERN  
RAILWAY COMPANY; NEW YORK  
STATE ELECTRIC & GAS  
CORPORATION; THE GATEWAY  
EASTERN RAILWAY COMPANY  
THE GATEWAY WESTERN RAILWAY  
COMPANY; THE KANSAS CITY  
SOUTHERN RAILWAY COMPANY

THE HONORABLE JERROLD NAPLER  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON, D.C. 20515  
Represents:

JOHN R NADOLNY, VICE PRESIDENT  
& GENERAL COUNSEL  
BOSTON & MAINE CORPORATION  
IRON HORSE PARK  
NO BILLERICA MA 01862 US  
Represents: B&M  
BOSTON AND MAINE CORPORATION  
MAINE CENTRAL RAILROAD  
COMPANY; SPRINGFIELD TERMINAL  
RAILWAY COMPANY

SAMUEL J NASCA  
UTU STATE LEGISLATIVE DIRECTOR  
35 FULLER ROAD SUITE 205  
ALBANY NY 12205 US  
Represents: UNITED TRANSPORTATION  
UNION NEW YORK STATE  
LEGISLATIVE BOARD

GERALD P NORTON

HARKINS CUNNINGHAM  
1300 19TH ST NW SUITE 600  
WASHINGTON DC 20036 US  
Represents:

PETER Q. NYCE, JR.  
U. S. DEPARTMENT OF THE ARMY  
901 NORTH STUART STREET  
ARLINGTON VA 22203 US  
Represents: DEPARTMENT OF DEFENSE  
VA; U. S. DEPARTMENT OF THE ARMY

KEITH G O'BRIEN  
REA, CROSS AND AUCHINCLOSS  
1920 N STREET NW, STE 420  
WASH DC 20036 US  
Represents: OHIO RAIL DEVELOPMENT  
COMMISSION, PUBLIC UTILITIES  
COMMISSION OF OHIO  
REDLAND OHIO INC  
OFFICE OF THE ATTORNEY GENERAL  
- TATE OF OHIO

D J O'CONNELL  
GENERAL CHAIRPERSON UTU  
410 LANCASTER AVE STE 5  
HAVERFORD PA 19041 US  
Represents: UNITED TRANSPORTATION  
UNION GENERAL COMMITTEE OF  
ADJUSTMENT- GO-770

CHRISTOPHER C O'HARA  
BRICKFIELD BURCHETTE & RITTS PC  
1025 THOMAS JEFFERSON ST NW  
EIGHTH FLOOR  
WASHINGTON DC 20007 US  
Represents: STEEL DYNAMICS INC

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

JOHN L. OBERDORFER  
PATTON BOGGS LLP  
2550 M ST NW  
WASHINGTON DC 20037-1301 US  
Represents: COMMONWEALTH OF  
PENNSYLVANIA GOVERNOR THOMAS  
J RIDGE AND PENNSYLVANIA  
DEPARTMENT OF TRANSPORTATION  
COMMONWEALTH OF  
PENNSYLVANIA GOVERNOR THOMAS  
J RIDGE AND THE DEPARTMENT OF  
TRANSPORTATION-  
COMMONWEALTH OF  
PENNSYLVANIA GOVERNOR THOMAS  
J RIDGE AND THE PENNSYLVANIA  
DEPARTMENT OF TRANSPORTATION

BYRON D. OLSEN  
FELHABER LARSON FENLON & VOGT  
PA  
601 SECOND AVENUE SOUTH 4200  
FIRST BANK PLACE  
MINNEAPOLIS MN 55402-4302 US  
Represents: EASTMAN KODAK  
COMPANY

L JOHN OSBORN  
SONNENSCHN NATH & ROSENTHAL  
1301 K STREET NW STE 600  
WASHINGTON, DC 20005 US  
Represents: CANADIAN NATIONAL RW  
CO, CANADIAN NATIONAL RAILWAY  
COMPANY, GRAND TRUNK WESTERN  
RAILROAD INCORPORATED

WILLIAM L OSTEEN  
ASSOCIATE GENERAL COUNSEL TVA  
400 WEST SUMMIT HILL DRIVE  
KNOXVILLE TN 37902 US  
Represents: TENNESSEE VALLEY  
AUTHORITY

TENNYSON E.L. P.E.  
2233 ABBOTSFORD DRIVE, RFD 55  
VIENNA VA 22181-3220 US  
Represents:

MONTY L PARKER  
CMC STEEL GROUP  
P O BOX 911  
SEGUIN TX 78156 US  
Represents: CMC STEEL GROUP  
COMMERCIAL METALS COMPANY

LAWRENCE PEPPER JR  
GRUCCIO PEPPER  
817 EAST LANDIS AV  
VINELAND NJ 08360 US  
Represents: SOUTH JERSEY  
TRANSPORTATION PLANNING  
ORGANIZATION

F R PICKELL  
GENERAL CHAIRPERSON UTU  
6797 NORTH HIGH ST STE 108  
WORTHINGTON OH 43085 US  
Represents: UNITED TRANSPORTATION  
UNION GENERAL COMMITTEE OF  
ADJUSTMENT, CONRAIL WEST &  
SOUTH/NORFOLK SOUTHERN  
RAILWAY CO GO-777

PATRICK R PLUMMER  
GUERRIERI EDMOND & CLAYMAN PC  
1331 F ST NW  
WASH DC 20004 US  
Represents: INTERNATIONAL  
ASSOCIATION OF MACHINISTS AND  
AEROSPACE WORKERS  
UNITED RAILWAY SUPERVISOR'S  
ASSOCIATION

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

JOSEPH R. POMPONIO  
FEDERAL RAILROAD ADMIN.  
400 7TH ST SW RCC-20  
WASHINGTON DC 20590 US  
Represents: FEDERAL RAILROAD  
ADMINIST.

HAROLD P QUINN JR SENIOR VP &  
GENERAL COUNSEL  
NATL MINING ASSOCIATION  
1130 SEVENTEENTH ST NW  
WASH DC 20036 US  
Represents: NATIONAL MINING  
ASSOCIATION

J T REED  
GENERAL CHAIRPERSON UTU  
7785 BAYMEADOWS WAY STE 109  
JACKSONVILLE FL 32256 US  
Represents: UNITED TRANSPORTATION  
UNION GENERAL COMMITTEE OF  
ADJUSTMENT, B&O

JAMIE PALTER RENNERT  
HOPKINS & SUTTER  
888 SIXTEENTH STREET NW  
WASHINGTON DC 20006 US  
Represents: FLORIDA POWER & LIGHT  
COMPANY, NEW YORK CITY  
ECONOMIC DEVELOPMENT  
CORPORATION, NORTHEAST  
ILLINOIS REGIONAL COMMUTER  
RAILROAD CORPORATION  
D/B/A METRA, PHILADELPHIA BELT  
LINE RAILROAD COMPANY

IRENE RINGWOOD  
BALL JANIK LLP  
1455 F STREET NW SUITE 225  
WASHINGTON DC 20005 US  
Represents:

ARVID E. ROACH II  
COVINGTON & BURLING  
PO BOX 7566  
1201 PENNSYLVANIA AVE N W  
WASHINGTON DC 20044-7566 US  
Represents: UNION PACIFIC CORP  
UNION PACIFIC CORPORATION  
UNION PACIFIC RAILROAD COMPANY

JAMES F ROBERTS  
210 E LOMBARD STREET  
BALTIMORE MD 21202 US  
Represents: COALARBED  
INTERNATIONAL TRADING

JOHN M ROBINSON  
9616 OLD SPRING ROAD  
KENSINGTON MD 20895-3124 US  
Represents: EFFINGHAM RAILROAD  
COMPANY; ILLINOIS WESTERN  
RAILROAD COMPANY

J L RODGERS  
GENERAL CHAIRMAN UTU  
480 OSCEOLA AVENUE  
JACKSONVILLE FL 32250 US  
Represents: UNITED TRANSPORTATION  
UNION GO-513

EDWARD J RODRIQUEZ  
PO BOX 298-67 MAIN ST  
CENTERBROOK CT 06409 US  
Represents: HOUSATONIC RAILROAD  
CO INC, HOUSATONIC RAILROAD  
COMPANY INC

DAVID ROLOFF  
GOLDSTEIN & ROLOFF  
526 SUPERIOR AVENUE EAST  
SUITE 1440  
CLEVELAND OH 44114 US  
Represents: LOCAL 1913  
INTERNATIONAL LONGSHOREMEN'S  
UNION

SCOTT A RONEY  
ARCHER DANIEL S MIDLAND  
COMPANY  
P O BOX 1470; 4666 FARIES PARKWAY  
DECATUR IL 62525 US  
Represents: ARCHER DANIELS  
MIDLAND COMPANY

JOHN JAY ROSACKER  
KS, DEPT OF TRANSP  
217 SE 4TH ST 2ND FLOOR  
TOPEKA KS 66603 US  
Represents: KANSAS DEPARTMENT OF  
TRANSPORTATION

CHARLES M. ROSENBERGER  
CSX TRANSPORTATION  
500 WATER STREET  
JACKSONVILLE FL 32202 US  
Represents:

CHRISTINE H. ROSSO  
IL ASSISTANT ATTORNEY GENERAL  
100 W RANDOLPH ST 13TH FLOOR  
CHICAGO IL 60601 US  
Represents: STATE OF ILLINOIS

WILLIMA V. ROTH, JR.  
UNITED STATES SENATE  
104 HART SENATE OFFICE BUILDING  
WASHINGTON DC 20510 US  
Represents:

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

R K SARGENT  
GENERAL CHAIRPERSON UTU  
1319 CHESTNUT STREET  
KENOVA WV 25530 US  
Represents: UNITED TRANSPORTATION  
UNION GENERAL COMMITTEE OF  
ADJUSTMENT; CSXT -C&O NORTH

JOHN L SARRATT  
KILPATRICK STOCKTON LLP  
4101 LAKE BOONE TRAIL  
RALEIGH NC 27607 US  
Represents:

ALICE C. SAYLOR  
THE AMERICAN SHORT LINE  
RAILROAD ASSOCIATION  
1120 G STREET, N. W., SUITE 520  
WASHINGTON DC 20005 US  
Represents: AMERICAN SHORT LINE  
RAILROAD ASSOCIATION

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

G CRAIG SCHELTER  
PHILADELPHIA INDUSTRIAL  
DEVELOPMENT CORPORATION  
1500 MARKET STREET  
PHILADELPHIA PA 19102 US  
Represents: PHILADELPHIA  
INDUSTRIAL DEVELOPMENT  
CORPORATION

THOMAS E. SCHICK  
CHEMICAL MANUF. ASSOC.  
1300 WILSON BOULEVARD  
ARLINGTON VA 22209 US  
Represents: CHEMICAL  
MANUFACTURERS ASSOCIATION  
CHEMICAL MANUFACTURERS  
ASSOCIATION

FREDERICK H SCHRANCK  
PO BOX 778  
DOVER DE 19903 US  
Represents: DELAWARE DEPARTMENT  
OF TRANSPORTATION

RANDOLPH L. SEGER  
MCHALE COOK & WELCH PC  
320 N MERIDIAN STREET STE 1100  
INDIANAPOLIS IN 46204 US  
Represents: CITY OF INDIANAPOLIS  
INDIANA

DIANE SEITZ  
CENTRAL HUDSON GAS & ELECTRIC  
CORP  
284 SOUTH AVENUE  
POUGHKEEPSIE NY 12601 US  
Represents: CENTRAL HUDSON GAS &  
ELECTRIC CORPORATION  
DENISE L SEJNA CITY ATTORNEY  
CITY OF HAMMOND  
925 CALUMET AV  
HAMMOND IN 46320 US  
Represents:

ANTHONY P. SEMANCIK  
347 MADISON AVENUE  
NEW YORK NY 10017-3706 US  
Represents: METROPOLITAN  
TRANSPORTATION AUTHORITY

ROGER A. SERPE  
INDIANA HARBOR BELT RR  
175 WEST JACKSON BLVD-SUITE 1460  
CHICAGO IL 60604 US  
Represents: INDIANA HARBOR BELT  
RAILROAD COMPANY

JAMES E SHEPHERD  
TUSCOLA & SAGINAW BAY  
PO BOX 550  
OWOSSO MI 48867-0550 US  
Represents: TUSCOLA & SAGINAW BAY  
RAILWAY COMPANY INC

KEVIN M SHEYS  
OPPENHEIMER WOLFF ET AL.  
1020 19TH STREET N W SUITE 400  
WASHINGTON DC 20036-6105 US  
Represents: LIVONIA, AVON AND  
LAKEVILLE RAILROAD  
CORPORATION AND VERMONT  
RAILWAY, INC.; NEW JERSEY DE-  
PARTMENT OF TRANSPORTATION;  
NEW JERSEY TRANSIT CORPORA-  
TION; NORTHERN VIRGINIA  
TRANSPORTATION COMMISSION;  
POTOMAC AND RAPPAHANNOCK  
TRANSPORTATION COMMISSION; R. J.  
CORMAN RAILROAD COMPANY/  
WESTERN OHIO LINE (R. J. CORMAN  
PARTIES)

ARNOLD K SHIMELMAN  
CONNECTICUT ASSISTANT  
ATTORNEY GENERAL  
P O BOX 317546  
NEWINGTON CT 06131 US  
Represents:

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

MARK H SIDMAN  
WEINER, BRODSKY, SIDMAN & KIDER  
1350 NEW YORK AVE, N.W., SUITE 800  
WASHINGTON DC 20005-4794 US  
Represents: CENTRAL RAILROAD CO  
OF INDIANA; CENTRAL RAILROAD  
COMPANY OF INDIANA

WILLIAM L. SLOVER  
SLOVER & LOFTUS  
1224 SEVENTEENTH STREET NW  
WASHINGTON DC 20036-3003 US  
Represents: STATE OF NEW YORK  
DEPARTMENT OF TRANSPORTATION  
STATE OF NEW YORK OFFICE OF THE  
ATTORNEY GENERAL

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

CARL W SMITH  
AMVEST CORPORATION  
ONE BOAR'S PLACE  
CHARLOTTESVILLE VA 22905 US  
Represents:

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

GARRET G SMITH  
MOBIL OIL CORPORATION  
3225 GALLOWS RD RM 8A903  
FAIRFAX VA 22037-0001 US  
Represents: MOBIL OIL CORPORATION

PATRICK B SIMMONS  
NC DEPT OF TRANSP  
1 S WILMINGTON STREET ROOM 557  
RALEIGH NC 27611 US  
Represents: NORTH CAROLINA  
DEPARTMENT OF TRANSPORTATION

PAUL SAMUEL SMITH  
U. S. DEPT OF TRANSP  
400 7TH ST SW , ROOM 4102 C-30  
WASHINGTON DC 20590 US  
Represents: U S DEPARTMENT OF  
TRANSPORTATION  
U S DEPARTMENT OF  
TRANSPORTATION

SHIRLEY E. SIMON  
2328 W. VENANGO STREET  
PHILADELPHIA PA 19140-3824 US  
Represents:

JOHN W. SNOW  
ONE JAMES CENTER  
901 EAST CARY STREET

RICHMOND VA 23219-4031 US

Represents:

MIKE SPAHIS

FINA OIL & CHEMICAL CO.

PO BOX 2159

DALLAS TX 75221 US

Represents: FINA OIL AND CHEMICAL  
COMPANY

MARY GABRIELLE SPRAGUE

ARNOLD & PORTEK

555 TWELTH STREET NW

WASHINGTON DC 20004-1202 US

Represents:

ADRIAN L. STEEL, JR.

MAYER, BROWN & PLATT

2000 PENNSYLVANIA AVE N W

SUITE 6500

WASHINGTON DC 20006 US

Represents: BURLINGTON NORTHERN  
RAILROAD AND SANTA FE RAILWAY  
COMPANY

EILEEN S. STOMMES, DIRECTOR,

T&M DIVISION

AGRICULTURAL MARKETING

SERVICE, USDA

P. O. BOX 96456

WASHINGTON DC 20090-6456 US

Represents: U S DEPARTMENT OF  
AGRICULTURE

SCOTT N. STONE

PATTON BOGGS L.L.P.

2550 M STREET NW 7TH FLOOR

WASHINGTON DC 20037-1346 US

Represents:

D G STRUNK JR

GENERAL CHAIRPERSON UTU

817 KILBOURNE STREET

BUFFLEVUE OH 44811 US

Represents: UNITED TRANSPORTATION  
UNION GENERAL COMMITTEE OF  
ADJUSTMENT GO-687

JAMES F SULLIVAN

CT DEPT OF TRANSPORTATION

P O BOX 317546

NEWINGTON CT 06131 US

Represents: CONNECTICUT  
DEPARTMENT OF TRANSPORTATION

DANIEL J. SWEENEY

MCCARTHY, SWEENEY &

HARKAWAY, P. C.

1750 PENNSYLVANIA AVE NW,

STE 1105

WASHINGTON DC 20006 US

Represents: PENNSYLVANIA POWER &  
LIGHT COMPANY

ROBERT G. SZABO

V. NESS FELDMAN

1050 THO JEFFERSON STREET, NW

WASHINGTON DC 20007 US

Represents: CONSUMERS UNITED FOR  
RAIL EQUITY

J E THOMAS

HERCULES INCORPORATED

1313 NORTH MARKET STREET

WILMINGTON DE 19894 US

Represents:

K. N. THOMPSON

UTU, GENERAL CHAIRPERSON

11025-C GRAVOIS INDUSTRIAL PLAZA

ST LOUIS MO 63128 US

Represents: UNITED TRANSPORTATION  
UNION GENERAL COMMITTEE OF  
ADJUSTMENT 719

WILLIAM R THOMPSON

CITY OF PHILADELPHIA LAW DEPT

1600 ARCH ST 10TH FLOOR

PHILADELPHIA PA 19103 US  
Represents: CITY OF PHILADELPHIA PA

W DAVID TIDHOLM  
HUTCHESON & GRUNDY  
1200 SMITH STREET #3300  
HOUSTON TX 77002 US  
Represents:

MERRILL L. TRAVIS  
ILLINOIS DEPT. OF TRANSP.  
2300 SOUTH DIRKSEN PARKWAY  
ROOM 302  
SPRINGFIELD IL 62703-4555 US  
Represents: ILLINOIS DEPARTMENT OF  
TRANSPORTATION

MAYOR VINCENT M URBIN  
150 AVON BELDEN RD  
AVON LAKE OH 44012 US  
Represents: CITY OF AVON LAKE OHIO

STEPHEN M UTHOFF  
CONIGLIO & UTHOFF  
110 WEST OCEAN BLVD-SUITE C  
LONG BEACH CA 90802 US  
Represents: THE RAIL BRIDGE  
TERMINALS CORPORATION NEW  
JERSEY; THE RAIL BRIDGE  
TERMINALS NEW JERSEY  
CORPORATION; THE RAIL-BRIDGE  
TERMINALS CORPORATION  
THE RAIL-BRIDGE TERMINALS  
CORPORATION NEW JERSEY

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

TRANSPORTATION PLANNING  
AUTHORITY INC

WILLIAM C VAN SLYKE  
152 WASHINGTON AVENUE  
ALBANY NY 12210  
Represents: THE BUSINESS COUNCIL  
OF NEW YORK STATE INC

ROBERT P. VOM EIGEN  
HOPKINS AND SUTTER  
888 16TH STREET N W STE 700  
WASHINGTON DC 20006 US  
Represents: CITY OF CLEVELAND OHIO

JOHN A. VUONO  
VUONO & GRAY  
2310 GRANT BUILDING  
PITTSBURGH PA 15219 US  
Represents: NATIONAL STEEL  
CORPORATION

FRONALDS WALKER  
CITIZENS GAS & COKE UTILITY  
2020 N MERIDIAN STREET  
INDIANAPOLIS IN 46202 US  
Represents: CITIZENS GAS & COKE  
UTILITY

LEO J WASESCHA TRANSPORTATION  
MANAGER  
GOLD MEDAL DIVISION, GENERAL  
MILLS OPERATIONS, INC  
NUMBER ONE GENERAL MILLS BLVD  
MINNEAPOLIS MN 55426 US  
Represents: GENERAL MILLS INC  
GENERAL MILLS OPERATIONS INC

ROSE-MICHELE WEINRYB  
WEINER BRODSKY SILMAN & KIDER

1350 NEW YORK AVENUE NW  
WASHINGTON DC 20005 US  
Represents: CHICAGO SOUTHSORE &  
SOUTH BEND RAILROAD

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

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

JAY WESTBROOK  
CITY HALL RM 216  
601 LAKESIDE AV NE  
CLEVELAND OH 44114 US  
Represents:

CHARLES H WHITE, JR.  
GALLAND, KHARASCH & GARFINKLE,  
P. C.  
105 1/2 THIRTY-FIRST STREET NW  
WASHINGTON DC 20007-4492 US  
Represents: STARK DEVELOPMENT  
BOARD INC; WHEELING & LAKE ERIE  
RAILWAY COMPANY

WILLIAM W WHITEHURST JR.  
W. W. WHITEHURST & ASSOCIATES,  
INC.  
12421 HAPPY HOLLOW ROAD  
COCKEYSVILLE MD 21030 US  
Represents: W W WHITEHURST &  
ASSOCIATES INC

HENRY M. WICK, JR.

WICK, STREIFF, ET AL  
1450 TWO CHATHAM CENTER  
PITTSBURGH PA 15219 US  
Represents: U S CLAY PRODUCERS  
TRAFFIC ASSOCIATION INC

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

DEBRA L. WILLEN  
GUERRIERI, EDMOND & CLAYMAN PC  
1331 F STREET N W, 4TH FLOOR  
WASHINGTON DC 20004 US  
Represents:

MARIAN J. WILLIAMS  
3239 HOWARD AVENUE  
PENNSAUKEN NJ 08109 US  
Represents:

RICHARD R WILSON  
1126 EIGHT AV STE 403  
ALTOONA PA 16602 US  
Represents: ASHLAND RAILROAD  
COMPANY, DURHAM TRANSPORT INC  
JUNIATA VALLEY RAILROAD  
COMPANY; LYCOMING VALLEY  
RAILROAD COMPANY; NITTANY &  
BALD EAGLE RAILROAD COMPANY  
NORTH SHORE RAILROAD COMPANY  
NORTHWEST PENNSYLVANIA RAIL  
AUTHORITY; OHIO RAIL  
CORPORATION, RICHARD D ROBEY  
SHAMOKIN VALLEY RAILROAD  
COMPANY; SOUTHWESTERN  
PENNSYLVANIA REGIONAL  
PLANNING COMMISSION  
STURBRIDGE RAILROAD COMPANY  
TRANSPORTATION COMMITTEE

PENNSYLVANIA HOUSE OF  
REPRESENTATIVES; WELLESBORO &  
CORNING RAILROAD COMPANY

ROBERT A. WIMBISH, ESQ.  
REA, CROSS & AUCHINCLOSS  
1920 N STREET NW SUITE 420  
WASHINGTON DC 20036  
Represents: CONNECTICUT CENTRAL  
RAILROAD COMPANY INC  
EASTERN SHORE RAILROAD INC  
TOLEDO-LUCAS COUNTY PORT  
AUTHORITY; WYANDOT DOLOMITE,  
INC.

C D WINEBRENNER  
GENERAL CHAIRPERSON UTU  
27801 EUCLID AV RM 200  
EUCLID OH 44132 US  
Represents: UNITED TRANSPORTATION  
UNION GENERAL COMMITTEE OF  
ADJUSTMENT GO-651

JOHN F WING CHAIRMAN  
CITIZENS ADVISORY COMMITTEE  
601 NORTH HOWARD STREET  
BALTIMORE MD 21201 US  
Represents: CITIZENS ADVISORY  
COMMITTEE

SERGEANT W WISE  
LIVONIA, AVON & LAKEVILLE  
RAILROAD CORPORATION  
P O BOX 190-B  
5769 SWEETENERS BLVD  
LAKEVILLE NY 14480 US  
Represents: LIVONIA AVON &  
LAKEVILLE RAILROAD  
CORPORATION

TIMOTHY A WOLFE  
WYANDOT DOLOMITE, INC  
P O BOX 99 1794 CO RD #99  
CAREY OH 43316 US

Represents: WYANDOT DOLOMITE INC

FREDERIC L. WOOD  
DONELAN, CLEARY, WOOD & MASER,  
P. C.  
1100 NEW YORK AVE NW STE 750  
WASHINGTON DC 20005-3934 US  
Represents: NATIONAL INDUSTRIAL  
TRANSPORTATION LEAGUE  
THE NATIONAL INDUSTRIAL  
TRANSPORTATION LEAGUE

E C WRIGHT  
RAIL TRANSPORTATION  
PROCUREMENT MANAGER  
1007 MARKET STREET,  
DUPONT BLDG 3100  
WILMINGTON DE 19898 US  
Represents: E I DU PONT DE NEMOURS  
AND COMPANY

L PAT WYNNS  
SUITE 210  
1050 - 17TH STREET N W  
WASHINGTON DC 20036-5503 US  
Represents:

EDWARD WYTKIND, EXECUTIVE  
DIRECTOR  
LARRY J WILLIS ESQ TRANSP  
TRADES DEPT AFLCIO  
1000 VERMONT AVENUE, NW STE 900  
WASHINGTON DC 20005 US  
Represents: TRANSPORTATION TRADES  
DEPARTMENT AFL-CIO

SHELDON A ZABEL  
SCHIFF HARDIN & WAITE  
7200 SEARS TOWER  
CHICAGO IL 60606 US  
Represents: NORTHERN INDIANA

PUBLIC SERVICE COMPANY

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

WALTER E ZULLIG JR SPECIAL  
COUNSEL  
METRO-NORTH COMMUTER  
RAILROAD COMPANY  
347 MADISON AVE  
NEW YORK NY 10017-3706 US  
Represents: METRO-NORTH  
COMMUTER RAILROAD COMPANY  
METRO-NORTH RAILROAD