

STB

FD-33388

11-3-00

J

UNION



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

FILE IN DOCKET

November 3, 2000

11-33388

Mr. John Czuczman
International Vice-President
Director Railroad Division
Transport Workers Union of America
80 West End Avenue
New York, NY 10023

Dear Mr. Czuczman:

Thank you for sending me a copy of your October 1, 2000 letter to Mr. Mark D. Manion, Vice-President-Mechanical at Norfolk Southern Corporation (NS). You express concern about the treatment of members of your union, and problems associated with the corporate culture of the combined NS-Conrail system following the Conrail acquisition transaction.

As you know, the Surface Transportation Board (Board) imposed Safety Integration Plans (SIPs) on the Conrail transaction to address the safe implementation of that transaction, including corporate culture issues. NS must continue to comply fully with the terms of its SIP.

I appreciate your concerns, and I will have your letter and my response made a part of the public docket for the Conrail proceeding.

Sincerely,

Linda J. Morgan
Linda J. Morgan

cc: Mr. Mark D. Manion



GEORGE E. LEITZ
Int'l President Emeritus



TRANSPORT WORKERS UNION OF AMERICA

RAILROAD DIVISION

80 WEST END AVENUE, NEW YORK, N.Y. 10023 • Phone (212) 873-6000 • Fax (212) 721-1431

SONNY HALL
International President

FRANK McCANN
Int'l Exec. Vice President

JOHN J. KERRIGAN
Int'l Secretary-Treasurer

FILE IN DOCKET

JOHN CZUCZMAN
Director, Railroad Division

TIM GRANDFIELD
Int'l Director of Organizing

GARY MASLANKA
CHARLES MONEYPENNY
International Representatives

October 01, 2000

Mr. Mark D. Manion
Vice-President-Mechanical
Norfolk Southern Corporation
110 Franklin Road, S.E.
Roanoke, Virginia 24042-0078

**Certified Mail, Return Receipt # 7000-0600-0021-0001-9398 &
Via Fax to (540) 981-5398 - Sunday October 01, 2000, 3 PM.**

Dear Mr. Manion,

Please consider this letter as a formal complaint, and formal notice from the Transport Workers Union of America, demanding that management representatives of Norfolk Southern Corporation immediately cease quite unprofessional, intimidating and hostile treatment of TWU members employed on Norfolk Southern Railroad.

This letter responds to the most recent complaint of improper and unacceptable Norfolk Southern managerial actions which was reported to this office at approximately 5:15 PM. On Saturday September 30, 2000.

The complaint which involves the unacceptable and hostile treatment of TWU member L. W. Ooten by Trainmaster Mike Scacco at Harrisburg, Pennsylvania was immediately investigated by my office subsequent to receiving this complaint at 5:15 PM. on Saturday September 30, 2000.

Upon concluding our initial investigation and review of this complaint shortly after 12:30 AM on Sunday October 01, 2000, and based on information received, it was determined that Trainmaster Scacco verbally assaulted, with the use of repeated obscenities, and threatened carmen Ooten during his tour of duty on September 30, 2000.

Being more specific, our investigation resulted in information that carmen Ooten was subjected to the following, which does not represent all of the information we have developed to this point in our investigation of this complaint.

- (1) Accused of holding up his (Trainmaster Scacco's) " F_ _ _ing train ".
- (2) Confronted with a comment from Scacco that he, Ooten, " Must not know what the F_ _ _ you are doing ".
- (3) Threatened by Trainmaster Scacco, that he Scacco was going to take him (Carmen Ooten) out of service.
- (4) Verbally assaulted by trainmaster Scacco, who said " you F_ _ _ING Car Inspectors don't respect supervision ".
- (5) Verbally assaulted by Trainmaster Scacco, who referred to carmen Ooten as STUPID, further stating that Ooten didn't know what the F_ _ _ he was doing.
- (6) Again, Scacco threatened carmen Ooten with being taken out of service, and accused him of stopping the train too soon.

All of the above outlined, outright abuse of carmen Ooten stemmed from the simple, but honest fact that carmen Ooten was unable to get to the hind end of train 21T, on New 14 Track, Harrisburg Truck Terminal, to perform a rear car set-up and release of the brakes due to being blocked by other equipment.

In response, the reality is, with anyone having basic knowledge of railroad yard operations, being blocked and unable to get to any specific location, at any given time, in a railroad yard, especially as complex as Harrisburg, is not at all uncommon.

Moreover, such a situation, completely out of ones control, in this case carmen Ooten, should not subject the employee, in this case, carmen Ooten to such outright abuse from management representatives of Norfolk Southern Corporation.

Stated differently, such treatment of an employee is directly in violation of several State and Federal laws, rules and regulations which prohibit this type management behavior directed towards employees.

In fact, such treatment of carmen Ooten was directly in violation of Norfolk Southern's Safety and General Conduct Rules. In particular, as just one example, we find that Trainmaster Scacco's treatment of carmen Ooten was in direct conflict with and in violation of Norfolk Southern General Conduct Regulation, GCR-1, which reads in part, as follows:

Norfolk Southern Rules

GCR-1, in part:

" Employees are to conduct themselves in a professional manner and *not engage in behavior or display material that would be considered offensive or inappropriate by co-workers*, customers, or the public. "

As developed during our prompt investigation into this matter, Trainmaster Scacco's behavior and treatment of carmen Ooten was, in addition to being assaulting, abusive, obscene and threatening, **directly in violation of General Conduct Regulation GCR-1, as follows:**

- (1) Trainmaster Scacco's behavior was excessively unprofessional
- (2) Trainmaster Scacco's behavior was completely inappropriate
- (3) Trainmaster Scacco's behavior was excessively offensive, to the extent of threatening the well being of carmen Ooten on the job.

During our investigation we also received information that this is not the first time TWU members have been subjected to abuse by Trainmaster Scacco.

As if the foregoing is not bad enough, even more disturbing is the fact that the Transport Workers Union of America has filed complaints over Norfolk Southern's improper treatment of TWU members in the past. Complaints which have obviously fallen on deaf ears, as it is obvious that Norfolk Southern management's style of intimidating and abusing employees continues.

In view of the foregoing, as stated previously, this formal complaint demands that management representatives of Norfolk Southern Corporation cease this abusive treatment of TWU members immediately.

Anything less than Norfolk Southern taking immediate and appropriate action to address this complaint will be viewed by this organization as Norfolk Southern's, KNOWINGLY AND WILLINGLY PERMITTING A HOSTILE WORK ENVIRONMENT TO EXIST.

Be advised also, that the Transport Workers Union of America is immediately taking steps to closely monitor Norfolk Southern management conduct at all locations where TWU members are employed, and will respond immediately to any report (s) of improper Norfolk Southern management conduct.

Also, please be advised that copies of this notice and complaint are being transmitted to the following government agencies:

- United States Surface Transportation Board
- United States Federal Railroad Administration

In addition, a copy of this complaint is being forwarded to Rodney Slater, Secretary of Transportation, United States of America, as Secretary Slater oversees the operation of both of the above outlined agencies of the United States Department of Transportation.

Our purpose in communicating this complaint to these government agencies is in response to their monitoring responsibilities and obligations in connection with the acquisition of Conrail. As you should recall, the issue of corporate culture, which is certainly an issue in this complaint, was an issue of concern during the proceedings which resulted in Conrail being purchased, in large part by acquiring railroad Norfolk Southern.

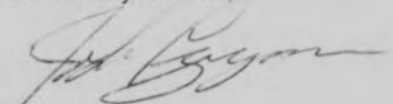
Put simply, this complaint outlines what we view as a continuing corporate culture on Norfolk Southern, wherein employees continue to be intimidated and threatened. A continuing trend which we believe must be communicated to these agencies who are responsible for monitoring this transaction.

Finally, I find it necessary to remind Norfolk Southern Corporation, and its officers and management representatives that this letter should be considered a formal complaint and formal notice of our objections to Norfolk Southern's improper treatment of TWU members.

In concluding, I must emphasize that the Transport Workers Union of America will not tolerate NS carrier managers, officers, or representatives, abusing, threatening or intimidating TWU members. Again, we have pursued steps to monitor all work locations to detect any improper carrier conduct, and are prepared to respond immediately to any report (s) of improper carrier conduct.

Your immediate attention in this most critical matter would be appreciated.

Sincerely Yours,



John Czuczman
International Vice-President
Director Railroad Division

CC: S. Hall
D. Rosen
C. Moneypenny
T. Grandfield
All Local Presidents
R. Johnson
J.V. Waller

D. Goode
D. Vittur
M. McMahon
J. Molitoris
L. Morgan

Via Fax @ (540) 981-5668, 10/01/2000, 3:05 PM

Via Fax @ (757) 629-2777, 10/01/2000, 3:10 PM



STB

FD-33388

10-25-00

J

BUSINESS



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

FILE IN DOCKET

FD-33388

October 25, 2000

Mr. Michael J. Ward
Executive Vice President - Operations
CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

Re: Service Improvement Goals

Michael
Dear Mr. Ward:

Thank you for your letter of October 2nd regarding Fall Peak goals, your explanation for the goals, and your expectation that improved levels of performance will allow the company to stay ahead of its goals. I believe that the establishment of goals has been a key to the considerable operating improvements that CSXT has achieved. And these improvements of course would not have been possible without your personal commitment and leadership.

I appreciate your continued cooperation in these matters. As I have before, I will place your letter and my response in the public docket for the Conrail transaction proceeding.

On a related matter, I was grateful for the opportunity to meet with you and your staff during my recent visit to CSX in Jacksonville. Please accept my thanks for your time, and that of your staff, and for the most informative presentations and discussions. I look forward to continuing to work with you on our shared goal of further operational improvement.

Sincerely,

Linda J. Morgan

Linda J. Morgan

cc: Mr. John W. Snow



Michael J. Ward
Executive Vice President - Operations

FILE IN DOCKET

500 Water Street
Jacksonville, FL 32202
(904) 366-5210
Fax (904) 359-7674

October 2, 2000

Linda J. Morgan
Chairman
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Dear Chairman Morgan:

This letter describes operational performance goals set by CSXT for the period generally described as "fall peak." As you will note, CSXT is achieving many of these goals today. It is our expectation that the greatly improved performance of the last few months will provide the momentum necessary to stay ahead of the goals as they change during the three periods we have segmented for the remainder of the year.

We are now in the first segmented period, which will end October 15th. Our past experience indicates that as the demand builds during this period, we are able to meet customer expectations without extraordinary action. Last year was an exception when Hurricane Floyd disrupted the entire eastern seaboard portion of our system. In the absence of such an exception, we believe our goals for the period provide service that meets or exceeds customer expectations.

Between October 15th and Thanksgiving, the CSXT system historically faces its peak demand. Good management and economics dictate that a company maintain resource levels to support something less than its full peak demand. During this period we will occasionally be in a resource-deficit situation. This is especially true for one of our most expensive resources – locomotives. As you know, we did lease additional power for the fall peak, but they will still be a constraining resource impacting several key measures. While we calibrated our goals for this impact, we believe that the customer service provided will meet customer expectations. In addition, we conducted a comprehensive fall peak planning process to minimize customer impact, which I have previously presented to you and your staff.

From Thanksgiving to the end of the year the nature of the challenge changes. More demand comes from the intermodal and automobile networks, while the merchandise and bulk networks normalize. This period, which we call "normalization," calls for goals set to higher standards of operation.

The following table summarizes the goals for each of these distinct periods.

FALL PEAK GOALS

		2nd Quarter Average	Previous Goal (Jul- Aug)	Sept. 1 - Oct. 15	Oct. 15 - Thanksgiving	Thanksgiving - End of Year
Safety	FRA Personal Injuries	17.1/wk	14.9/wk	14.9/wk	14.9/wk	14.9/wk
	FRA Derailment	6.8/wk	7.6/wk	5.0/wk	5.0/wk	5.0/wk
Inventory	Cars-on-Line	265,225	250,000	257,000	265,000	261,000
Velocity	All trains	17.9	19.0	18.7	18.2	19.0
	Merchandise	17.0	18.3	18.2	17.7	18.5
	Miles of Slow Orders	529	430	430	375	350
Crews	Crews on duty > 12 hrs	17.3%	15.0%	14.0%	14.0%	14.0%
	Recrews	97	65	65	80	55
	Crew setback hours	N/A	N/A	175	225	200
Yard/Terminal	Dwell	29.8	27.0	28.0	31.0	29.0
	Right Car Right Train	71.0%	75.0%	70.0%	70.0%	70.0%
	On-time (+2) originations	67.8%	80.0%	75.0%	70.0%	75.0%
	30-hour cars	19,778	15,000	15,000	17,000	15,000
Locomotives	Industry Switch Excellence	80.0%	85.0%	85.0%	85.0%	85.0%
	Loco setback hours	483	350	450	650	450
	CSX Out of Service	5.5%	5.0%	5.1%	5.1%	5.1%
	Leased Out of Service	11.9%	10.0%	10.0%	10.0%	10.0%
	Loco terminal dwell	7.4	7.0	7.0	7.7	7.0

I would offer the following amplifying comments:

1. Safety. We have not met expectations in this regard and I remain dissatisfied. When fall peak goals were established, we obtained the commitment from senior managers in the field that safety would be one of their primary points of focus. We did not lower our goals to accommodate the anticipated busy fall period. I am only slightly gratified to see that our personal accident rate has improved slightly this month. It is still not where it has to be, but we are building momentum and will get this area turned around.
2. Cars-on-Line. This number continues to trend strongly in the right direction. When we set the goals, we anticipated higher loadings, which would have to be supported by more cars on line. This has not happened yet, but the volumes will grow during the peak. While we are

beating our goal, we continue to focus on pushing down the cars-on-line per revenue load to minimize the peak impact.

3. Velocity. CSXT enters fall peak with line-of-road train speeds at their highest level since split date. We are already seeing some slowing of those speeds, but enough positive ground has been made to give us the expectation that velocity can remain at healthy levels throughout the period.
4. Miles of Slow Orders. This number has not yet met goal, but lately has trended in the right direction.
5. Crews on duty greater than 12 hours. We have gotten much better control of this issue than when it first appeared on our goal list in April. Through continued management attention we expect it to remain within control limits.
6. Recrews. This number historically climbs during the fall. Our goals acknowledge this natural growth, but are set to ensure it does not become a debilitating factor.
7. Crew setback hours. This is a measurement of the number of hours that trains throughout the system are ready to depart a terminal but cannot do so because of lack of crew. We added the measurement to the fall peak report card because of its historic influence on our ability to manage through the peak in traffic.
8. Terminal Dwell. This number tends to go up during the fall. Our goals are set to ensure that as the number climbs, it remains within limits that allow the system to remain fluid.
9. Right-car-right-train. This is our measure of terminal efficiency -- on getting the car on the train to which it was scheduled upon arrival in a yard. A 70% rating means the yards are operating at controllable efficiency levels.
10. On-time originations. We emphasize this measure as the key to becoming a more scheduled railroad. Although maintaining high origination percentages is expected to become more difficult during the peak, we expect higher performance in this key area than we have seen in previous fall periods.
11. 30-hour Cars. Our 30-hour car measurement also represents substantial improvement from previous 12-month averages. The goal for 30-hour cars was set by analysis of this time period in previous years.
12. Industrial Switching Excellence (ISE). This is a measurement of how well our local trains and industrial yard jobs perform their work orders. We continue to set high goals, but have not yet achieved them. Because switching performance is so critical to our customers, we will not lower the goals. As a note, we are expanding the ISE system to northern terminals early in 2001. Previously, only the southern terminals were loaded into the system and crews trained.

Chairman Morgan
September 29, 2000
Page 4

13. Locomotive Measurements. The four locomotive measurements give us a clearer picture of this asset than any other. Locomotives must be carefully managed as fall demands grow and we have set locomotive goals to let us know of a problem in time to pro-actively address it.

At CSXT we are confident about our ability to meet the expected fall peak demands. We have planned more comprehensively than for any prior fall peak period. The goals we have set are based on a careful analysis of the history of the fall period, combined with modeling exercises. When we meet or exceed the above goals, we will meet or exceed our customers' expectations.

I sincerely hope the above is of assistance to the Board as it monitors the effects of the CONRAIL integration.

Sincerely,

Michael Ward



STB

FD-33388

10-25-00

J

UNION



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

FILE IN DOCKET

JA-33388

October 25, 2000

Mr. R.W. Godwin
General Chairman
Brotherhood of Locomotive Engineers
810 Abbott Road
Suite 200
Buffalo, NY 14220

Dear Mr. Godwin:

Thank you for sending me a copy of your October 9 letter to Mr. James Schultz, Vice President and Chief Safety Officer of CSX Transportation (CSXT). You express concern about the safety of operations in Erie, Pennsylvania, where Norfolk Southern (NS) is constructing a new main line track next to main line tracks of CSXT. In particular, you urge that a means of communication be established between employees of CSXT and NS for operations conducted over these lines.

As before, I will have your letter and any response that I receive made a part of the public docket in the Conrail proceeding. Again, I appreciate your concerns and commitment to a safe and fair implementation of the Board-approved Conrail acquisition.

Sincerely,

Linda J. Morgan
Linda J. Morgan

cc: Mr. James T. Schultz



General Committee of Adjustment
Brotherhood of Locomotive Engineers
Consolidated Rail Corporation

810 Abbott Road, Suite 200, Buffalo, New York 14220

R. W. GODWIN, General Chairman
THOMAS B. VASSIE, Secretary-Treasurer
Telephone: (716) 827-2653
FAX: (716) 827-2655

2

October 9, 2000

Mr. James T. Schultz, V.P. & Chief Safety Officer
CSX Transportation
500 Water Street, J120
Jacksonville, FL 32202

Dear Sir:

I am writing concerning the Norfolk Southern Proposed New route Utilizing Existing CSXT (former Conrail) Right of Way in Erie, PA to Eliminate Street Running. In my letter of September 20, 2000, (copy attached) I only wrote about the building of the Norfolk Southern mainline track next to the CSXT tracks, Control Siding, Main Track #2 and Main Track #1. I did not write about the problems after the project was completed and Norfolk Southern trains (traveling at 50 MPH) are operating over their main line track and CSXT are traveling up to 60 MPH on the CSXT main tracks one and two and 30 MPH on the control siding.

What caused me to think of the problems after the new Norfolk Southern Main Track is up and running was a derailment and collision on Conrail in the vicinity we are talking about. A Conrail train derailed and another train going on the other track collided with the derailment. There were injuries. Luckily no one was killed, but locomotives and cars were derailed and severely damaged.

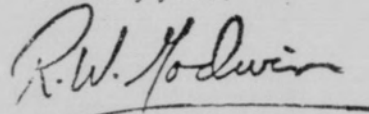
This collision was on Conrail tracks with Conrail trains, Conrail crews working on the same radio channel and under the same Train Dispatcher. It caused millions of dollars of damage and it was a miracle that no one was killed.

Now let's set up a scenario of westbound Norfolk Southern train traveling at 50 MPH has a derailment at MP 87 and a CSXT westbound train was operating at 60 MPH on Track #2, in the vicinity of CP 85 and another CSXT train going eastbound on Track #1, just past CP 89 at 60 MPH. Throw in the fact that CSXT trains cannot talk to the Norfolk Southern train and each train is inside of two miles of each other and traveling at a mile a minute. As sure as God make little green apples, we are going to have a three train pile up with fatalities, injuries and a possible disaster in downtown Erie, PA.

I am not against the Norfolk Southern moving their mainline to get away from the always dangerous road crossings. All I want is a safe work place for my Brothers and Sisters, Locomotive Engineers and Conductors on both Norfolk Southern and CSXT. We need a way to talk to the Norfolk Southern crews in this close high speed corridor from CP 89 to CP 85.

I strongly suggest that we set up a meeting with both Railroads, the FRA, the STB, the State of Pennsylvania, the City of Erie, the B.ofL.E. and the U.T.U. There is a safer way and I think if we sit down with the above representatives, we can find it. Thanking you in advance for your time and effort, and requesting a written reply, I remain

Sincerely yours,



R. W. Godwin
General Chairman

RWG:rm

c: E. Dubroski, President
J. McCoy, 1st Vice President
L. D. Jones, V.P. & Nat'l. Leg. Rep.
M. W. Fitzgerald, Local Chairman #3
K. F. LeFauve, Local Chairman #382
K. Kertesz, PA Leg. Chairman
R. Downing, Vice President
James Decker, General Manager
Brian L. Hontz, Deputy Regional Administrator
Michael Ziolkowski - FRA
Jolene Molitoris, FRA Administrator
Linda Morgan, Chairperson, STB
Governor Tom Ridge, Pennsylvania
Mayor - Erie, PA



General Committee of Adjustment

Brotherhood of Locomotive Engineers

Consolidated Rail Corporation

810 Abbott Road, Suite 200, Buffalo, New York 14220

R. W. GODWIN, General Chairman:
THOMAS B. VASSIE, Secretary-Treasurer
Telephone: (716) 827-2653
FAX: (716) 827-2655

2

September 20, 2000

Mr. Michael Ziolkowski - FRA
Thaddeus J. Dulski - Federal Building
111 West Huron St. - Room 31
Buffalo, NY 14202

Dear Sir:

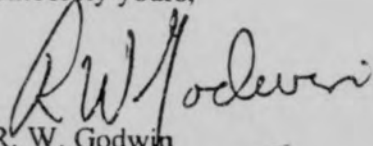
Attached please find a Norfolk Southern map of the Proposed New Route Utilizing Existing Conrail (CSX) Right of Way to Eliminate Street Running. The project starts at CP 89 and goes east to CP 85, approximately five (5) miles. The problem I have is the Norfolk Southern will have BMW gang and heavy equipment within a few feet away from the CSXT Control Siding and three or four yard from main track 2 and the adjacent tracks.

In the spirit of safety, before the project starts I feel a meeting should be set up between CSX, Norfolk Southern, FRA, BLE, BMW and UTU to set up safe work areas for the Norfolk Southern employees, the CSX employees and the public. We need a radio channel to allow Norfolk Southern employees to talk to the CSX Dispatchers and Locomotive Engineers and Conductors on the passing trains.

In this area on the main track one and two between CP 85 and CP 89 the speed is 60 MPH. At that speed, we have to use the best communications between the Norfolk Southern BMW gang and the CSX crews on the trains in a timely fashion to clear the BMW gang and the equipment.

If we all work together we can make this a one hundred percent safe project. Thanking you for your time and effort, I remain

Sincerely yours,


R. W. Godwin
General Chairman

RWG:rm

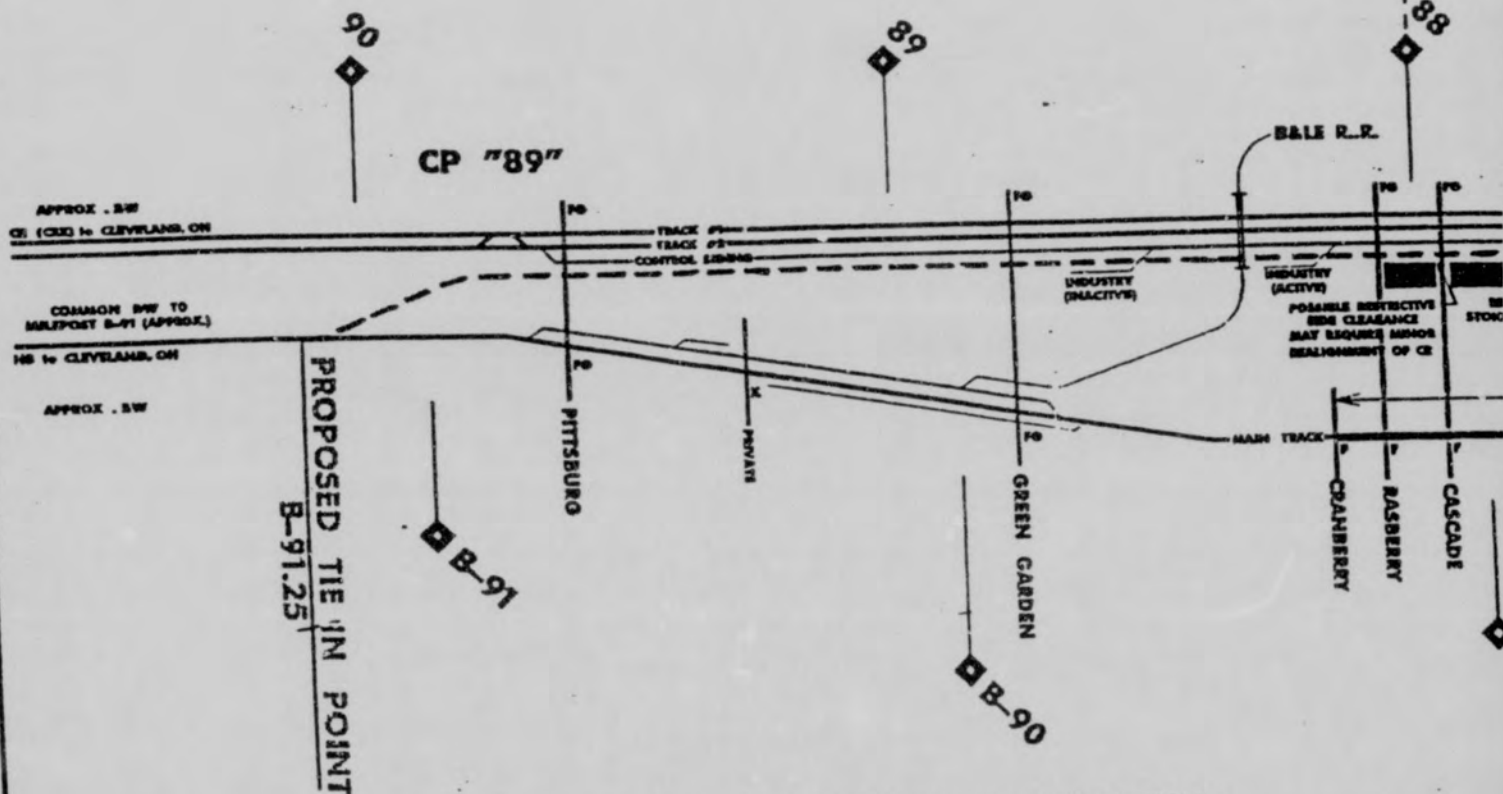
c: E. Dubroski, President
J. McCoy, 1st Vice President
L. D. Jones, V.P. & Nat'l. Leg. Rep.
M. W. Fitzgerald, Local Chairman #3
K. F. LeFauve, Local Chairman #382
Ken Kertesz, BLE PA Leg. Chairman
James T. Schultz, V.P. & Chief Safety Officer
R. Downing, Vice President
James Decker, General Manager
Brian L. Hontz, Deputy Regional Administrator

WEST

PAGE 3 OF 3

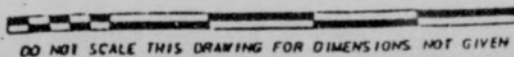
ERIE, PA

PROPOSED NEW ROUTE - - -



NOTE: EXACT LOCATION AND CONFIGURATION OF PROPOSED TRACK TO BE DETERMINED BY MUTUAL AGREEMENT AT LATER DATE.

SCALE: NOT TO SCALE



DO NOT SCALE THIS DRAWING FOR DIMENSIONS NOT GIVEN

NOTE: DRAWING BASED ON AVAILABLE INFORMATION
NO FIELD SURVEY MADE - NOT ALL TRACKS SHOWN

NS NORFOLK SOUTHERN

NORFOLK SOUTHERN RAILWAY CO.

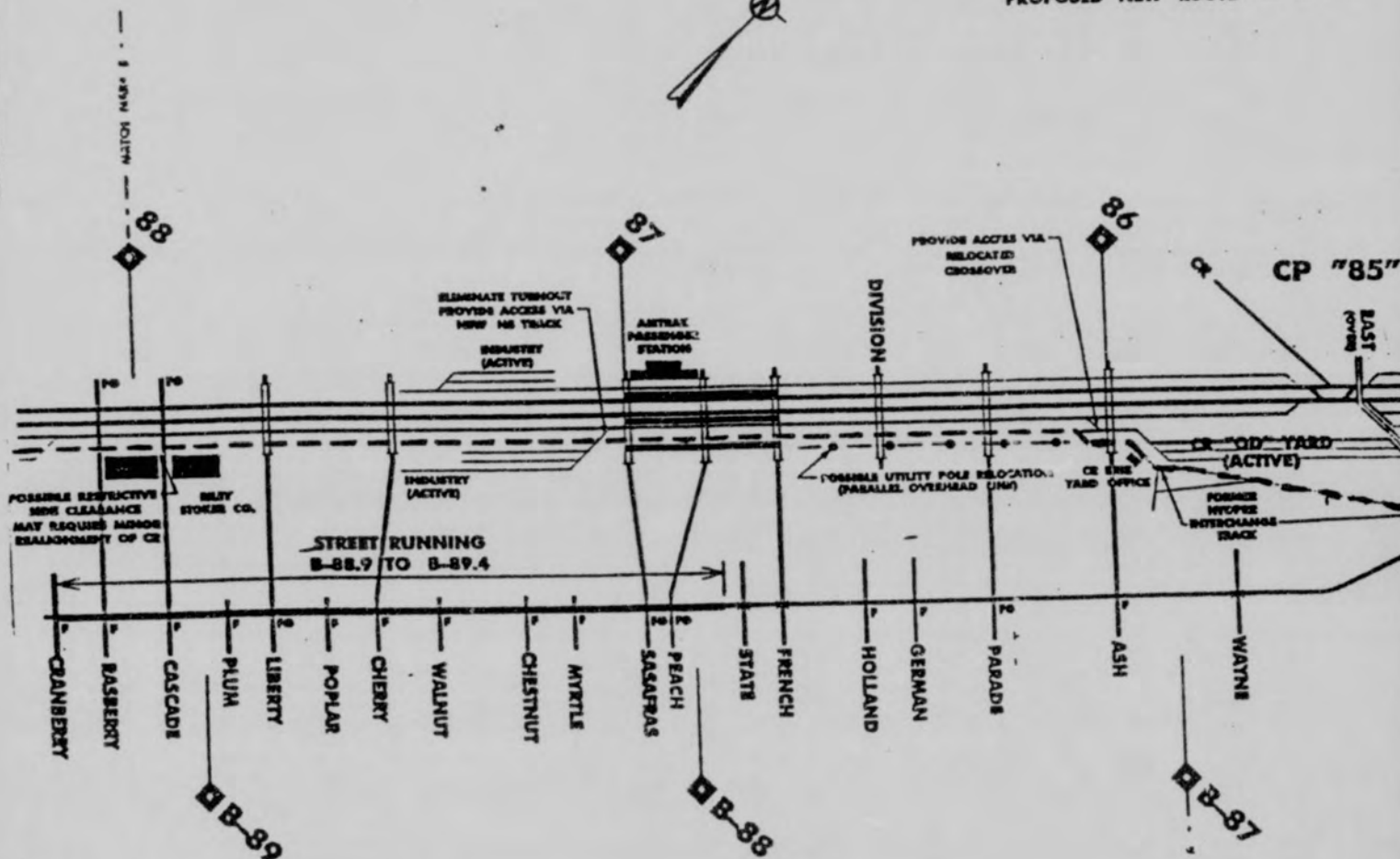
LOCATION	ERIE, PENNSYLVANIA
TITLE	PROPOSED NEW ROUTE UTILIZING EXISTING CONRAIL (CSX) RIGHT OF WAY TO ELIMINATE STREET RUNNING
DATE	1988
BY	VAL SEC
WILE POST	B

EAST

PAGE 2 OF 3

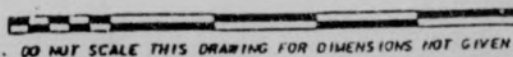
ERIE, PA

PROPOSED NEW ROUTE - - -



NOTE: EXACT LOCATION AND CONFIGURATION OF PROPOSED TRACK TO BE DETERMINED BY MUTUAL AGREEMENT AT LATER DATE.

SCALE: NOT TO SCALE



DO NOT SCALE THIS DRAWING FOR DIMENSIONS NOT GIVEN

NOTE: DRAWING BASED ON AVAILABLE INFORMATION
NO FIELD SURVEY MADE - NOT ALL TRACKS SHOWN

NS NORFOLK SOUTHERN
NORFOLK SOUTHERN RAILWAY CO.

LOCATION: **ERIE, PENNSYLVANIA**
TITLE: **PROPOSED NEW ROUTE
UTILIZING EXISTING CONRAIL (CSX) RIGHT OF WAY
TO ELIMINATE STREET RUNNING**
DATE: **10/11/00** BY: **VAL SEC** MAP: **WAP** MILE POST: **B**

CHICAGO LINE

WEST	SIDINGS IN FEET	MP	STATION	NOTE
1 2				
FRONTIER YARD		436.1	STOCK YARD.....	
BELT LINE N. R.R.		437.2	CP-437..... (XX)(D)	6, 15
STOCK YARD			(Rear Line Branch & Frontier Yard)	
STOCK YARD			(Pyramid Branch)	
STOCK YARD			(NS-Holland Street R.L. & Stock Yard)	
STOCK YARD				
BISCUIT R.T.		0.7	SENECA ST. (NS RR & Bison R.T.)	
NS RR		1.3	CP-1..... (XX)(D)	7
			(Avenue R.T., Hamburg St. Yd.)	
			(Ohio St. Yd., River Track)	
		1.7	CP-DRAW..... (XX)(D)	
			(NS-Ebenezer Secondary Trk. NS Main)	
			(RCP and Reach LRT)	
			(NS RR, B&P RR, SB RR, & BS RR)	
			LAKE SHORE DS..... [J]	
		2.1	CP-2..... (XX)(D)	
			(Bench Lead & Ohio St. Yard)	
SENECA YARD		4.4	SENECA YARD..... [J]	
SENECA YARD		5.4	CP-5..... (XX)(D)	
BUFFALO LINE			(NS-Buffalo Line & Seneca Yard)	
NS RR		8.0	BAYVIEW.....	
		8.1	NS RR connects.....	
		10.2	HBD-DED (Bayview).....	
		15.5	CP-15..... (XX)(D)	
		19.0	DED (Angola).....	
		21.4	ANGOLA.....	
		23.0	CP-23..... (XX)(D)	
		27.0	IRVING.....	
		28.9	HBD-DED (IRVING).....	
3 1 2				

(Continued)

NOTES:

CHICAGO LINE

WEST	SIDINGS IN FEET	MP	STATION	NOTE
1 2				
		30.8	CP-31..... (XX)(D)	
		31.4	SILVER CREEK.....	11
		37.0	CP-37..... (XX)(D)	
				11-12
		40.1	CP-39..... (XX)(D)	
		40.3	DUNKIRK.....	
		42.5	CP-42..... (XX)(D)	8
		42.6	DED (Dunkirk).....	
		47.2	CP-47..... (XX)(D)	
		49.3	HBD-DED (Bronck).....	
		50.0	CP-49..... (XX)(D)	
		56.2	CP-56..... (XX)(D)	
		57.5	WESTFIELD.....	11
		58.2	CP-58..... (XX)(D)	
		65.3	RIPLEY.....	
		68.2	HBD-DED (Ripley).....	
		68.4	NY-PA STATE LINE.....	
		73.0	NORTHEAST.....	
		73.3	CP-73..... (XX)(D)	
		75.1	DED (Northeast).....	
		79.2	HARBOR CREEK.....	
		83.2	CP-83..... (XX)(D)	11
		85.6	CP-85..... (XX)(D)	14
		86.9	ERIE.....	8
		88.7	HBD-DED (Erie).....	
		89.7	CP-89..... (XX)(D)	
		97.4	GREAT LAKES SERVICE LANE.....	
		97.5	CP-97..... (XX)(D)	
1 2				

NOTES:



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FD-33388

10-20-00

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UNION



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

FILE IN DOCKET

FD-33388

October 20, 2000

Mr. Clarence Turnquist
President
International Longshoremen's Association
2125 Tryon Road
Ashtabula, OH 44004

Dear Mr. Turnquist:

Thank you for sending me a copy of your September 13, 2000 letter to Mr. Stephen C. Tobias, Vice Chairman and Chief Operating Officer of Norfolk Southern Corporation (NS). You express frustration with the treatment of the members of your union following the Conrail acquisition transaction, and question the commitment of NS to safety.

As you know, the Surface Transportation Board (Board) imposed Safety Implementation Plans (SIPs) on the Conrail transaction to help ensure the safe implementation of that transaction. NS must continue to comply fully with the terms of its SIP. And, as stated previously, the Board urges management and labor to continue to strive to establish positive relationships and to resolve issues that arise through good-faith negotiations.

As before, I will place your letter and my response in the public docket for the Conrail proceeding.

Sincerely,

Linda J. Morgan

cc: Mr. Stephen C. Tobias
Vice Chairman and Chief Operating Officer
Norfolk Southern Corporation



AFFILIATED WITH
AFL-CIO

INTERNATIONAL LONGSHOREMEN'S ASSOCIATION LOCAL 1913



September 13, 2000

FILE IN DOCKET

Stephen C. Tobias
Vice Chairman and Chief Operating Officer
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA. 23510-2191

Dear Mr. Tobias:

Since the acquisition of Conrail on June 1, 1999, the International Longshoremen's Association, Local 1913, has tried to work with the Carrier (Norfolk Southern) at the Ashtabula Coal Dock, in Ashtabula, Ohio to be the best dock on Lake Erie and to remain viable in handling as much coal as possible. We are consistently advising our members to keep working the way we always have in the past under Conrail that conditions will improve here. I feel and our members feel that fifteen (15) months later they have only gotten worst. I feel that our efforts have gone unheeded and unappreciated by Norfolk Southern (NS).

Since June 1, 1999 there has been drastic problems between labor and Labor relations and Management relations. These problems are the following:

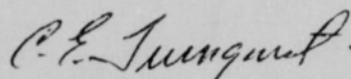
- There have been continued violations of our Collective Bargaining Agreement, claims and grievances which are randomly denied. Over one hundred and twenty (120) grievances have been written since June 1, 1999.
- Excessive man power shortages are a daily problem that affects our member's working safely.
- The Union Committee and our members have been told that Safety is at Supervision's discretion or prerogative.

These topics reflect but a few of the ingredients that have combined to create this great unrest. Considering the above and lack of recognition of our tireless efforts to make NS a viable entity, the Union has no other alternative but to advise all our members that effective immediately ILA 1913 will support the efforts of the UTU and the General Chairman, Mr. Delbert G. Strunk Jr., unanimously and will no longer participate in the Carrier's Safety Committee Programs. Furthermore, ILA Local 1913 will not participate in NS sponsored committees and lastly our local representative will not attend or participate in the Division Superintendent's Meetings.

While ILA Local 1913 is a strong advocate for safety also, as well as service to our customers, the Union can not in good conscience continue to cooperate in joint

functions only to experience blatant abuses of our rights and Collective Bargaining Agreement. I regret to have to make this decision.

Yours truly,



C. E. Turnquist
President, I.L.A. Local 1913

cc: J. Hixon, Senior Vice President-Employee Relations
M. MacMahon, Vice President Labor Relations
A. Licate, Director Labor Relations
R. Bartles, Division Superintendent
L. Morgan, Chairman Surface Transportation Board
B. N. Johnson, Terminal Superintendent

CET:jrl



STB

FD-33388

4-20-98

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ID-187194

187194

Beaufort and Morehead Railroad

P.O. BOX 25201
RALEIGH, N.C. 27611-5201



April 15, 1998

ENTERED
Office of the Secretary

APR 20 1998

Part of
Public Record

Honorable Vernon A. Williams
Secretary, Case Control Branch
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:

Please remove my name as a party of record in the above proceeding. As a result of a merger with the North Carolina Railroad, the Beaufort and Morehead Railroad dissolved as a corporate entity on April 1, 1998. Pursuant to Decision No. 21, enclosed is an original and 25 copies of this request and certificate of service, together with a 3.5 inch diskette containing the filing in WordPerfect 5.x for Windows, which can be converted into WordPerfect 7.0.

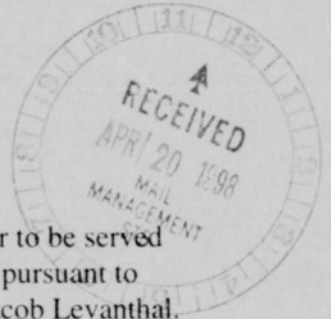
Thank you for your assistance. Please contact me if you have questions or need additional information.

Sincerely, 1

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

DDK/jab
Enclosures
cc: Parties of Record

CERTIFICATE OF SERVICE



I hereby certify that on April 15, 1998 I caused a copy of the attached letter to be served by first-class U.S. mail upon all parties of record listed in the attached service list pursuant to Decision No. 21 in Finance Docket 33388 and upon Administrative Law Judge Jacob Levantthal.

Mark B. Sullivan

Mark B. Sullivan
North Carolina Department of Transportation
PO Box 25201
Raleigh, NC 27611

David G. Abraham
Ste. 631W
7315 Wisconsin Avenue
Bethesda, MD 20814

Constance Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Richard A. Allen
Zuckert, Scout, & Rasenberger, LLP
888 17th Street NW, Ste. 600
Washington, DC 20006-3939

Charles E. Allenbaugh, Jr.
East Ohio Stone Company
2000 W. Besson Street
Alliance, OH 44601

William D. Ankner
R I Dept. of Transportation
Two Capitol Hill
Providence, RI 02903

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

George A. Aspatore
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-2191

Donald G. Avery
Slover & Loftus
1224 Seventeenth Street NW
Washington, DC 20036-3003

T. Scott Bannister
T. Scott Bannister and Associates
1300 Des Moines Building
405 Sixth Avenue
Des Moines, IA 50309

J. R. Barbee
General Chairperson UTU
PO Box 9599
Knoxville, TN 37940

James C. Bishop, Jr.
Norfolk Southern Corporation

Three Commercial Place
Norfolk, VA 23510-2191
Christopher J. Burger, President
Central Railroad Company of Indianapolis
500 North Buckeye
Kokomo, IN 46903-0554

James L. Belcher
Eastman Chemical Company
PO Box 431
Kingsport, TN 37662

Martin W. Bercovici
Keller & Heckman
1001 G St NW, Ste. 500 West
Washington, DC 20001

David Berger
Berger and Montague, PC
1622 Locus Street
Philadelphia, PA 19103-6305

Thomas R. Bobak
313 River Oaks Drive
Calumet City, IL 60409

Charles D. Bolam
United Transportation Union
1400-20th Street
Granite City, IL 62040

William A. Bon, General Counsel
Brotherhood of Maintenance of Way
Employees
26555 Evergreen Road, Ste. 200
Southfield, MI 48076

Anthony Bottalico
UTU
420 Lexington Avenue
Room 458-460
New York, NY 10017

William T. Bright ETAL
PO Box 149
200 Greenbrier Road
Summersville, WV 26641

Anita R. Brindza
The One Fifteen Hundred Building
11500 Franklin Blvd, Ste. 104
Cleveland, OH 44102

Stephen H. Brown
Vorys Sater Seymour and Pease

1828 L. Street NW
Washington, DC 20036

James A. Calderwood
Zuckert, Scout & Rasenberger, LLP
888 17th Street NW, Ste. 600
Washington, DC 20006-3939

Ross B. Capon
National Association of Railroads Passenger
900 Second Street NW
Ste. 308
Washington, DC 20002-3557

Hamilton L. Carmouche
Corporation Counsel
City of Gary
401 Broadway, 4th Floor
Gary, IN 46402

Richard C. Carpenter
1 Selleck Street, Ste. 210
East Norwalk, CT 06855

Charles M. Chadwick
Maryland Midland Railway, Inc.
PO Box 1000
Union Bridge, MD 21791

Angelo J. Chick, Jr.
Local Chairman
PO Box 48398, Old Goose Bay Road
Redwood, NY 13679

Sylvia Chinn-Levy
Intergovernmental Co-op
969 Copley Road
Akron, OH 44320-2992

Elaine L. Clark
Maine Department of Transportation
16 State House Station
Augusta, ME 04333

David H. Coburn
Steptoe & Johnson
1330 Connecticut Avenue NW
Washington, DC 20036-1795

Paul D. Coleman
Hoppel Mayer & Coleman
1000 Connecticut Avenue NW
Ste. 400
Washington, DC 20036-5302

John F. Collins
Collins, Collins, & Kantor PC
267 North Street
Buffalo, NY 14201

Michael Connelly
City of East Chicago
4525 Indianapolis Blvd.
East Chicago, IN 46312

Robert J. Cooney
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-2191

Robert J. Cooper, Chairperson
United Transportation Union
General Committee of Adjustment, GO-348
1239 Cass Road
Maumee, OH 43537

John J. Coscia, Executive Director
DVRPC
111 South Independence Mall East
Philadelphia, PA 19106

Steve M. Coulter
Exxon Company USA
PO Box 3272
Houston, TX 77210-4692

Paul A. Cunningham
Harkins Cunningham
1300 19th Street NW, Ste. 600
Washington, DC 20036

M. W. Currie
UTU GO-851, General Chairperson
3030 Powers Avenue, Ste. 2
Jacksonville, FL 32250

John M. Cutler, Jr.
McCarthy, Sweeney & Harkaway, PC
1750 Pennsylvania Avenue NW
Ste. 1105
Washington, DC 20006

Irwin L. Davis
1900 State Tower Building
Syracuse, NY 13202

Sandra J. Dearden
Midco Consultants, Inc.
407 South Dearborn, Ste. 1145

Chicago, IL 60605

Paul T. Denis
Arnold & Porter
555 12th Street NW
Washington, DC 20004-1202

Nicholas J. Dimichael
Donelan, Cleary, Et Al
1100 New York Avenue NW, Ste. 750
Washington, DC 20005-3934

David W. Donely
3361 Stafford Street
Pittsburgh, PA 15204-1441

Paul M. Donovan
Laroe, Winn, Et Al
3506 Idaho Avenue NW
Washington, DC 20016

Kelvin J. Dowd
Slover & Loftus
1224 17th Street NW
Washington, DC 20036

Clark Evans Downs
Jones, Day, Reavis & Pogue
1450 G. Streett NW
Washington, DC 20005-2088

Daniel Duff
American Public Transit Association
1201 New York Avenue NW
Washington, DC 20005

John K. Dunleavy
Assistant Attorney General
133 State Street State Administration Bldg.
Montpelier, VT 05633-5001

Donald W. Dunlevy
230 State Street
UTU State Legislative Director
PA AFL-CIO Building, 2nd Floor
Harrisburg, PA 17101-1138

Fay D. Dupus, City Solicitor
City Hall
802 Plum Street, Room 214
Cincinnati, OH 45202

Martin T. Durkin
Durkin & Boggia, Esqs.
Centennial House

71 Mt. Vernon Street
PO Box 378
Ridgefield Park, NJ 07660

David Dysard
TMACOG
PO Box 9508
300 Central Union Plaza
Toledo, OH 43697-9508

Gary A. Ebert
City of Bay Village
350 Dover Center Road
Bay Village, OH 44140

Richard S. Edelman
Highsaw Mahoney & Clarke, PC
1050 Seventeenth Street NW, Ste. 210
Washington, DC 20036

Gary Edwards
Superintendent of Railroad Operations
Somerset Railroad Corporation
7725 Lake Road
Barker, NY 14012

Robert Edwards
Eastern Transport and Logistics
1109 Lanette Drive
Cincinnati, OH 45230

Daniel R. Elliott, III
Assistant General Counsel
United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107-4250

Terrell Ellis
CAEZVW
PO Box 176
Clay, WV 25043

Robert L. Evans
Oxychem
PO Box 809050
Dallas, TX 75380

Sara J. Fagnilli
City of Lakewood
12650 Detroit Avenue
Lakewood, OH 44107

Gerald W. Fauth, III
G. W. Fauth & Associates, Inc.
PO Box 2401

116 South Royal Street
Alexandria, VA 22314

Carl Feller
DeKalb Agra, Inc.
PO Box 127
4743 County Road 28
Waterloo, IN 46793-0127

Michael P. Ferro
Millennium Petrochemicals, Inc.
11500 Northlake Drive
Cincinnati, OH 45249

J. D. Fitzgerald
UTU, General Chairperson
400 E. Evergreen Blvd, Ste. 217
Vancouver, WA 98660-3264

Stephen M. Fontaine
Massachusetts Central Railroad Corporation
One Wilbraham Street
Palmer, MA 01069

Richard F. Friedman
Earl L. Neal & Associates
3600 East 95th Street
Chicago, IL 60617-5193

Garland B. Garrett, Jr.
NC Department of Transportation
PO Box 25201
Raleigh, NC 27611

Michael J. Garrigan
BP Chemicals, Inc.
4440 Warrensville Center Road
Cleveland, OH 44128

Richard A. Gavril
16700 Gentry Lane No. 104
Tinley Park, IL 60477

Peter A. Gilbertson
Louisville & Indiana Railroad Company
53 W. Jackson Boulevard, Ste. 350
Chicago, IL 60604

Peter A. Gilbertson
Regional RRS of America
122 C Street NW, Ste. 850
Washington, DC 20001

Louis E. Gitomer
Ball Janik LLP

1455 F Street NW, Ste. 225
Washington, DC 20005

Douglas S. Golden
Main Line Management Services, Inc.
520 Fellowship Road, Ste. A-105
Mount Laurel, NJ 08054-3407

Andrew P. Goldstein
McCarty, Sweeney Et Al
1750 Pennsylvania Avenue NW
Washington, DC 20006

Edward D. Greenberg
Galland, Kharasch, Morse & Garfinkle
1054 Thirty-First Street NW
Washington, DC 20007-4492

Peter A. Greene
Thompson Hine Flory
1920 N Street NW, Ste. 800
Washington, DC 20036

Robert E. Greenlese
Toldeo-Lucas County Port Authority
1 Maritime Plaza, Ste. 700
Toledo, OH 43604

Donald F. Griffin
Assistant General Counsel
Brotherhood of Maintenance of Way
Employees
400 N. Capital Street NW
Ste. 852
Washington, DC 20001

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

John J. Grocki
GRA, Inc.
115 West Avenue
One Jenkintown Station
Jenkintown, PA 19046

Vaughn R. Groves
Pittston Coal Company
PO Box 5100
Lebanon, VA 24266

Joseph Guerrieri, Jr.
Guerrieri, Edmond, Et Al

1331 F Street NW, 4th Floor
Washington, DC 20004

David L. Hall
Commonwealth Consulting Associates
720 North Post Oak Road, Ste. 330
Houston, TX 77024

Michael P. Harmonis
United States Department of Justice
325 7th Street, Ste. 500
Washington, DC 20530

James W. Harris
The Metropolitan Planning Organization
1 World Trade Center, Ste. 82 East
New York, NY 10048-0043

Nicole Harvey
The Dow Chemical Company
2020 Dow Center
Midland, MI 48674

John D. Heffner, Esq.
Rea, Cross & Auchincloss
1920 N Street NW, Ste. 420
Washington, DC 20036

R. J. Henefeld
PPG Industries, Inc.
One PPG Place
Pittsburgh, PA 15272

William P. Hernan, Jr.
General Chairman
PO Box 180
Hilliard, OH 43026

Charles S. Hesse, President
Charles Hesse Associates
8270 Stoney Brook Drive
Chagrin Falls, OH 44023

Eric M. Hocky
Gollatz, Griffin, Ewing
213 West Miner Street
West Chester, PA 19381-0796

James E. Howard
90 Canal Street
Boston, MA 02114

James L. Howe, III
Norfolk Southern Corporation
Three Commercial Place

Norfolk, VA 23510-2191

John Hoy
PO Box 117
Glen Burnie, MD 21060

Brad F. Huston
Cyprus Amax Coal Sales Corporation
400 Technecenter Drive, Ste. 320
Milford, OH 45150

Sheila Meck Hyde, City Attorney
City Hall
342 Central Avenue
Dunkirk, NY 14048

Ernest J. Ierardi
Nixon Hargrave Devans Doyle LLP
PO Box 1051
Clinton Square
Rochester, NY 14603-1051

William P. Jackson, Jr.
Jackson & Jessup, PC
PC Box 1240
3426 North Washington Blvd.
Arlington, VA 22210

James R. Jacobs
Jacobs Industries
2 Quarry Lane
Stony Ridge, OH 43463

Doreen C. Johnson
Chief Antitrust Section
Ohio Attorney General Office
30 E. Broad Street, 16th Floor
Columbus, OH 43215

Erika Z. Jones
Mayer, Brown & Platt
2000 Pennsylvania Avenue NW
Ste. 6500
Washington, DC 20006

Terrence D. Jones
Keller & Heckman
1001 G Street NW, Ste. 500 West
Washington, DC 20001

Frank N. Jorgensen
The Elk River Railroad, Inc.
PO Box 460
Summersville, WV 26651

Fritz R. Kahn
1100 New York Avenue NW
Ste. 750 West
Washington, DC 20005-3934

Steven J. Kalish
McCarthy, Sweeney & Harkaway, PC
1750 Pennsylvania Avenue NW
Washington, DC 20006-4502

Larry B. Karnes
Transportation Building
PO Box 30050
425 West Ottawa
Lansing, MI 48909

Richard E. Kerth
Transportation Manager
Champion International Corporation
101 Knightsbridge Drive
Hamilton, OH 45020-0001

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

L. P. King, Jr.
General Chairperson UTU
145 Campbell Avenue SW, Ste. 207
Roanoke, VA 24011

Melissa B. Kirgis
Highsaw, Mahoney & Clarke, PC
1050 17th Street NW, Ste. 210
Washington, DC 20036

Mitchell M. Kraus, General Counsel
Transportation Communications International
Union
3 Research Place
Rockville, MD 20850

Honorable Dennis J. Kucinich
United States House of Representatives
Washington, DC 20515

Paul H. Lamboley
1020 Nineteenth Street, NW
Ste. 400
Washington, DC 20036

Gary Lane
Norfolk Southern Corporation
Three Commercial Place

Norfolk, VA 23510-2191

J. Patrick Latz
Heavy Lift Cargo System
PO Box 51451
Indianapolis, IN 46251-0451

John K. Leary, General Manager
Southeastern Pennsylvania Transportation
Authority
1234 Market Street, 5th Floor
Philadelphia, PA 19107-3780

Sherri Lehman Director of Congressional
Affairs
Corn Refiners Association
1701 Pennsylvania Avenue NW
Washington, DC 20006-5805

Thomas J. Litwiler
Oppenheimer Wolff & Donnelly
180 N. Stetson Avenue, 45th Floor
Chicago, IL 60601

Edward Lloyd
Rutgers Environmental Law Clinic
15 Washington Street
Newark, NJ 07102

C. Michael Loftus
Slover & Loftus
1224 Seventeenth Street NW
Washington, DC 20036

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

Gordon P. MacDougall
1025 Connecticut Avenue NW
Ste. 410
Washington, DC 20036

Stephen A. MacIsaac
Deputy County Attorney
One County Complex Court
Prince William, VA 22192

William G. Mahoney
Highsaw, Mahoney & Clarke
1050 Seventeenth Street NW, Ste. 210
Washington, DC 20036

Ron Marquardt

Local Union 1810 UMW
R D #2
Rayland, OH 43943

Robert E. Martinez
Virginia Secretary of Transportation
PO Box 1475
Richmond, VA 23218

John K. Maser, III
Donelan, Cleary, Wood, Maser
1100 New York Avenue, Ste. 750
Washington, DC 20005-3934

David J. Matty
City of Rocky River
21012 Hilliard Road
Rocky River, OH 44116-3398

George W. Mayo, Jr.
Hogan & Hartson LLP
555 Thirteenth Street NW
Washington, DC 20004-1109

Michael F. McBride
Leboeuf Lamb Greene & Macrae, LLP
1875 Connecticut Avenue NW, Ste. 1200
Washington, DC 20009-5728

R. Lawrence McCaffrey, Jr.
New York & Atlantic Railway
405 Lexington Avenue, 50th Floor
New York, NY 10174

Edward C. McCarthy
Inland Steel Industries, Inc.
30 West Monroe Street
Chicago, IL 60603

Christopher C. McCracken
Ulmer & Berne LLP
1300 East Ninth Street, Ste. 900
Cleveland, OH 44114

Thomas F. McFarland, Jr.
McFarland & Herman
20 North Wacker Drive, Ste. 1330
Chicago, IL 60606-3101

James F. McGrail
Commonwealth of Massachusetts
Executive Office of Transportation
& Construction
10 Park Plaza, Room 3170
Boston, MA 02116-3969

John F. McHugh
McHugh & Sherman, Esqs.
20 Exchange Place
New York, NY 10005

Francis G. McKenna
Anderson & Pendleton
1700 K Street, NW, Ste. 1107
Washington, DC 20006

Coletta McNamee, Sr.
Cudell Improvement, Inc.
11500 Franklin Blvd, Ste. 104
Cleveland, OH 44102

H. Douglas Midkiff
65 West Broad Street, Ste. 101
Rochester, NY 14614-2210

Clinton J. Miller, III, General Counsel
United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107-4250

G. Paul Moates
Sidley & Austin
1722 Eye Street, NW
Washington, DC 20006

C. V. Monin
Brotherhood of Locomotive Engineers
1370 Ontario Street
Cleveland, OH 44113

Karl Morrell
Ball Janik LLP
1455 F Street NW, Ste. 225
Washington, DC 20005

Ian Muir
Bunge Corporation
PO Box 28500
St. Louis, MO 63146

William A. Mullins
Troutman Sanders LLP
1300 I Street NW, Ste. 500 East
Washington, DC 20005-3314

John R. Nadolny, Vice President &
General Counsel
Boston & Maine Corporation
Iron Horse Park
No. Billerica, MA 01862

The Honorable Jerrold Nadler
US House of Representatives
Washington, DC 20515

Samuel J. Nasca
Legislative Director
State of New York Legislative Board
United Transportation Union
35 Fuller Road, Ste. 205
Albany, NY 12205

Peter Q. Nyce, Jr.
US Department of the Army
901 North Stuart Street
Arlington, VA 22203

Keith G. O'Brien
Rea, Cross and Auchincloss
1920 N Street NW, Ste. 420
Washington, DC 20036

D. J. O'Connell
General Chairperson UTU
410 Lancaster Avenue, Ste. 5
Haverford, PA 19041

William M. O'Connell, III, Esquire
Barbin, Lauffer & O'Connell
608 Huntingdon Pike
Rockledge, PA 19046

Christopher C. O'Hara
Brickfield Burchette & Ritts PC
1025 Thomas Jefferson St NW
Eighth Floor
Washington, DC 20007

Thomas M. O'Leary
Ohio Rail Development Commission
50 W. Broad Street, 5th Floor
Columbus, OH 43215

John L. Oberdorfer
Patton Boggs LLP
2550 M Street NW
Washington, DC 20037-1301

Byron D. Olsen
Felhaber Larson Fenlon & Vogt PA
610 Second Avenue South
4200 First Bank Place
Minneapolis, MN 55402-4302

L. John Osborn
Sonnenschein Nath & Rosenthal
1301 K Street NW, Ste. 600
Washington, DC 20005

William L. Osteen
Associate General Counsel TVA
400 West Summit Hill Drive
Knoxville, TN 37902

Jean Pierre Ouellet
Chief Legal Officer & Corporate Secretary
Canadian National Railway Company
935 de La Gauchetiere Street W, 16th Floor
Montreal, Quebec H3B 2M9
Canada

Monty L. Parker
CMC Steel Group
PO Box 911
Seguin, TX 78156

Lawrence Pepper, Jr.
Gruccio Pepper
817 East Landis Avenue
Vineland, NJ 08360

F. R. Pickell
General Chairperson UTU
6797 North High Street, Ste. 108
Worthington, OH 43085

Patrick R. Plummer
Guerrieri Edmond & Clayman PC
1331 F Street NW
Washington, DC 20004

Joseph R. Pomponio
Federal Railroad Administration
400 7th Street SW, RCC-20
Washington, DC 20590

Gregory Y. Porter
Sonnenschein Nath & Rosenthal
1301 K Street NW, Ste. 600 East
Washington, DC 20005

Harold P. Quinn, Jr.
Senior VP & General Counsel
National Mining Association
1130 Seventeenth Street NW
Washington, DC 20036

J. T. Reed
General Chairperson UTU

7785 Bay Meadows Way, Ste. 109
Jacksonville, FL 32256

Arvid E. Roach, III
Covington & Burling
PO Box 7566
1201 Pennsylvania Avenue NW
Washington, DC 20044-7566

James F. Roberts
210 E. Lombard Street
Baltimore, MD 21202

John M. Robinson
9616 Old Spring Road
Kensington, MD 20895-3124

J. L. Rodgers
General Chairman UTU
480 Osceola Avenue
Jacksonville, FL 32250

Edward J. Rodriguez
PO Box 298
67 Main Street
Centerbrook, CT 06409

David Roloff
Goldstein & Roloff
526 Superior Avenue East, Ste. 1440
Cleveland, OH 44114

Scott A. Roney, Esq.
Archer Daniels Midland Company
PO Box 1470
4666 Faries Parkway
Decatur, IL 62525

John Jay Rosacker
KS, Department of Transportation
217 SE 4th Street, 2nd Floor
Topeka, KS 66603

Richard L. Rosen
Arnold & Porter
555 12th Street NW
Washington, DC 20004-1202

Douglas E. Rosenthal
Sonnenschein Nath & Rosenthal
1301 K Street NW, Ste. 600 East
Washington, DC 20005

Christine H. Rosso
IL Assistant Attorney General

100 W. Randolph Street, 13th Floor
Chicago, IL 60601

Thomas R. Rydman, President
Indian Creek Railroad Company
3905 W 600 North
Anderson, IN 46011

R. K. Sargent
General Chairperson UTU
1319 Chestnut Street
Kenova, WV 25530

Alice C. Saylor
Vice President & General Counsel
American Short Line Railroad Association
1120 G Street NW, Ste. 520
Washington, DC 20005-3889

Scott M. Saylor
North Carolina Railroad Company
3200 Atlantic Avenue, Ste. 110
Raleigh, NC 27604

G. Craig Schelter
PIDC
1500 Market Street
Philadelphia, PA 19102

Thomas E. Schick
Chemical Manufacturers Association
1300 Wilson Boulevard
Arlington, VA 22209

Frederick H. Schranck
PO Box 778
Dover, DE 19903

Randolph L. Seger
McHale Cook & Welch PC
320 N. Meridian Street, Ste. 1100
Indianapolis, IN 46204

Diane Seitz
Central Hudson Gas & Electric Corporation
284 South Avenue
Poughkeepsie, NY 12601

Anthony P. Semancik
347 Madison Avenue
New York, NY 10017-3706

Alicia M. Serfaty
Hopkin & Sutter
888 Sixteenth Street NW

Washington, DC 20006

Roger A. Serpe
Indiana Harbor Belt Railroad
175 West Jackson Blvd, Ste. 1460
Chicago, IL 60604

James E. Shepherd
Tuscola & Saginaw Bay
PO Box 550
Owosso, MI 48867-0550

Kevin M. Sheys
Oppenheimer Wolff & Donnelly
1020 Nineteenth Street NW, Ste. 400
Washington, DC 20036-6105

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

Mark H. Sidman
Weiner, Brodsky, Sidman
1350 New York Avenue NW, Ste. 800
Washington, DC 20005

Philip G. Sido
Union Camp Corporation
1600 Valley Road
Wayne, NJ 07470

Kenneth E. Siegel
American Trucking Association
2200 Mill Road
Alexandria, VA 22314-4677

Patrick B. Simmons
NC Department of Transportation
1 S. Wilmington Street, Room 557
Raleigh, NC 27611

Samuel M. Sipe, Jr.
Steptoe & Johnson
1330 Connecticut Avenue NW
Washington, DC 20036-1765

Richard G. Slattery
Amtrak
60 Massachusetts Avenue NE
Washington, DC 20002

William L. Slover
Slover & Loftus

1224 Seventeenth Street NW
Washington, DC 20036-3003

Garrett G. Smith
Mobil Oil Corporation
3225 Gallows Road, Room 8A903
Fairfax, VA 22037-0001

Paul Samuel Smith
US Department of Transportation
400 7th Street SW, Room 4102 C-30
Washington, DC 20590

Mike Spahis
Fina Oil & Chemical Co.
PO Box 2159
Dallas, TX 75221

Charles A. Spitulnik
Hopkins & Sutter
888 Sixteenth Street NW
Washington, DC 20006

Eileen S. Stommes, Director
T&M Division
Agricultural Marketing Service, USDA
PO Box 96456
Washington, DC 20090-6456

D. G. Strunk, Jr.
General Chairperson UTU
817 Kilbourne Street
Bellevue, OH 44811

James F. Sullivan
CT Department of Transportation
PO Box 317546
Newington, CT 06131

Daniel J. Sweeney
McCarthy, Sweeney & Harkaway, PC
1750 Pennsylvania Avenue NW, Ste. 1105
Washington, DC 20006

Robert G. Szabo
Van Ness Feldman, PC
1050 Thomas Jefferson Street NW
Seventh Floor
Washington, DC 20007

J. E. Thomas
Hercules Incorporated
1313 North Market Street
Wilmington, DE 19894

K. N. Thompson
General Chairperson UTU
11017-F Gravois Industrial Plaza
St. Louis, MO 63128

William R. Thompson
City of Philadelphia Law Department
1600 Arch Street, 10th Floor
Philadelphia, PA 19103

W. David Tidholm
Hutcheson & Grundy
1200 Smith Street, #3300
Houston, TX 77002

Merrill L. Travis
Illinois Department of Transportation
2300 S. Dirksen Parkway, Room 302
Springfield, IL 62703-4555

Mayor Vincent M. Urban
150 Avon Belden Road
Avon Lake, OH 44012

Stephen M. Uthoff
Coniglio & Uthoff
110 W. Ocean Boulevard, Ste. C
Long Beach, CA 90802

J. William Van Dyke
NJ Transportation Planning Authority
One Newark Center, 17th Floor
Newark, NJ 07102

William C. Van Slyke
152 Washington Avenue
Albany, NY 12210

Robert P. vom Eigen
Hopkins & Sutter
888 16th Street NW, Ste. 700
Washington, DC 20006

John A. Vuono
Vuono & Gray
2310 Grant Building
Pittsburgh, PA 15219

F. Ronalds Walker
Citizens Gas & Coke Utility
2020 N. Meridian Street
Indianapolis, IN 46202

Jack A. Walter
WCI Steel, Inc.

1040 Pine Avenue SE
Warren, OH 44483

Timothy M. Walsh
Septoe & Johnson
1330 Connecticut Avenue NW
Washington, DC 20036-1795

Leo J. Wasescha, Transportation Manager
Gold Medal Division
General Mills Operations, Inc.
Number One, General Mills Boulevard
Minneapolis, MN 55426

James R. Weiss
Preston Gates Ellis Et Al
1735 New York Avenue, Ste. 500
Washington, DC 20006

Hugh H. Welsh
Law Department, Ste. 67E
One World Trade Center
New York, NY 10048-0202

Charles H. White, Jr.
Galland, Kharasch & Garfinkle, PC
1054 Thirty-First Street NW
Washington, DC 20007-4492

William W. Jr, Whitehurst
W. W. Whitehurst & Associates, Inc.
12421 Happy Hollow Road
Cockeysville, MD 21030

Henry M. Wick, Jr.
Wick, Streiff, Et Al
1450 Two Chatham Center
Pittsburgh, PA 15219

Robert J. Will
United Transportation Union
4134 Grave Run Road
Manchester, MD 21102

Larry Willis, Esq.
Transportation Trades Department AFL-CIO
400 N. Capital Street NW, Ste. 861
Washington, DC 20001

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

Richard R. Wilson
1126 Eight Avenue, Ste. 403
Altoona, PA 16602

Robert A. Wimbish, Esq.
Rea, Cross & Auchincloss
1920 N Street NW, Ste. 420
Washington, DC 20036

C. D. Winebrenner
General Chairperson UTU
27801 Euclid Avenue, Room 200
Euclid, OH 44132

John F. Wing, Chairman
Citizens Advisory Committee
601 North Howard Street
Baltimore, MD 21201

Sergeant W. Wise
Livonia, Avon & Lakeville Railroad
Corporation
PO Box 190-B
5769 Sweeteners Blvd.
Lakeville, NY 14480

Timothy A. Wolfe
Wyandot Dolomite, Inc.
PO Box 99, 1794 Co. Road, #99
Carey, OH 43316

William C. Woolridge
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-2191

Frederic L. Wood
Donelan, Cleary, Wood & Maser, PC
1100 New York Avenue NW, Ste. 750
Washington, DC 20005-3934

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

L. Pat Wynns
Suite 210
1050-17th Street NW
Washington, DC 20036-5503

Edward Wytkind, Executive Director
Larry I. Willis, Esq.
Transportation Trades Department, AFL-CIO
1000 Vermont Avenue NW, Ste. 900

Washington, DC 20005

Sheldon A. Zabel
Schiff Hardin & Waite
7200 Sears Tower
Chicago, IL 60606

Walter E. Zullig, Jr., Special Counsel
Metro-North Commuter Railroad Company
347 Madison Avenue
New York, NY 10017-3706

STB

FD-33388

4-20-98

J

ID-187193



STATE OF NORTH CAROLINA
DEPARTMENT OF TRANSPORTATION

JAMES B. HUNT JR.
GOVERNOR

P.O. BOX 25201, RALEIGH, N.C. 27611-5201



April 15, 1998

ENTERED
Office of the Secretary

APR 20 1998

Part of
Public Record

J

Honorable Vernon A. Williams
Secretary, Case Control Branch
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:

Please remove my name as a party of record in the above proceeding. Furthermore, please substitute E. Norris Tolson for Garland B. Garrett, Jr. as the only remaining party of record for the North Carolina Department of Transportation. Mr. Tolson replaced Mr. Garrett as Secretary of Transportation in January 1998. Pursuant to Decision No. 21, enclosed is an original and 25 copies of this request and certificate of service, together with a 3.5 inch diskette containing the filing in WordPerfect 5.X for Windows, which can be converted into WordPerfect 7.0.

Thank you for your assistance. Please contact me if you have questions or need additional information.

Sincerely,

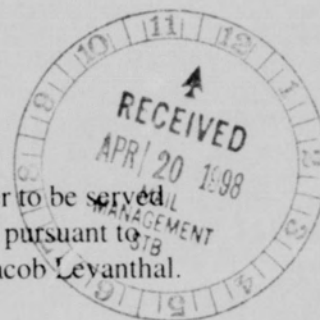
Patrick B. Simmons
N.C. Department of Transportation
1 S. Wilmington Street, Room 557
Raleigh, NC 27611

PBS/jab
Enclosures
cc: Parties of Record



CERTIFICATE OF SERVICE

I hereby certify that on April 15, 1998 I caused a copy of the attached letter to be served by first-class U.S. mail upon all parties of record listed in the attached service list pursuant to Decision No. 21 in Finance Docket 33388 and upon Administrative Law Judge Jacob Levantthal.



Mark B. Sullivan

Mark B. Sullivan
North Carolina Department of Transportation
PO Box 25201
Raleigh, NC 27611

David G. Abraham
Ste. 631W
7315 Wisconsin Avenue
Bethesda, MD 20814

Constance Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Richard A. Allen
Zuckert, Scout, & Rasenberger, LLP
888 17th Street NW, Ste. 600
Washington, DC 20006-3939

Charles E. Allenbaugh, Jr.
East Ohio Stone Company
2000 W. Besson Street
Alliance, OH 44601

William D. Ankner
R I Dept. of Transportation
Two Capitol Hill
Providence, RI 02903

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

George A. Aspatore
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-2191

Donald G. Avery
Slover & Loftus
1224 Seventeenth Street NW
Washington, DC 20036-3003

T. Scott Bannister
T. Scott Bannister and Associates
1300 Des Moines Building
405 Sixth Avenue
Des Moines, IA 50309

J. R. Barbee
General Chairperson UTU
PO Box 9599
Knoxville, TN 37940

James C. Bishop, Jr.
Norfolk Southern Corporation

Three Commercial Place
Norfolk, VA 23510-2191
Christopher J. Burger, President
Central Railroad Company of Indianapolis
500 North Buckeye
Kokomo, IN 46903-0554

James L. Belcher
Eastman Chemical Company
PO Box 431
Kingsport, TN 37662

Martin W. Bercovici
Keller & Heckman
1001 G St NW, Ste. 500 West
Washington, DC 20001

David Berger
Berger and Montague, PC
1622 Locus Street
Philadelphia, PA 19103-6305

Thomas R. Bobak
313 River Oaks Drive
Calumet City, IL 60409

Charles D. Bolam
United Transportation Union
1400-20th Street
Granite City, IL 62040

William A. Bon, General Counsel
Brotherhood of Maintenance of Way
Employees
26555 Evergreen Road, Ste. 200
Southfield, MI 48076

Anthony Bottalico
UTU
420 Lexington Avenue
Room 458-460
New York, NY 10017

William T. Bright ETAL
PO Box 149
200 Greenbrier Road
Summersville, WV 26641

Anita R. Brindza
The One Fifteen Hundred Building
11500 Franklin Blvd, Ste. 104
Cleveland, OH 44102

Stephen H. Brown
Vorys Sater Seymour and Pease

1828 L. Street NW
Washington, DC 20036

James A. Calderwood
Zuckert, Scout & Rasenberger, LLP
888 17th Street NW, Ste. 600
Washington, DC 20006-3939

Ross B. Capon
National Association of Railroads Passenger
900 Second Street NW
Ste. 308
Washington, DC 20002-3557

Hamilton L. Carmouche
Corporation Counsel
City of Gary
401 Broadway, 4th Floor
Gary, IN 46402

Richard C. Carpenter
1 Selleck Street, Ste. 210
East Norwalk, CT 06855

Charles M. Chadwick
Maryland Midland Railway, Inc.
PO Box 1000
Union Bridge, MD 21791

Angelo J. Chick, Jr.
Local Chairman
PO Box 48398, Old Goose Bay Road
Redwood, NY 13679

Sylvia Chinn-Levy
Intergovernmental Co-op
969 Copley Road
Akron, OH 44320-2992

Elaine L. Clark
Maine Department of Transportation
16 State House Station
Augusta, ME 04333

David H. Coburn
Steptoe & Johnson
1330 Connecticut Avenue NW
Washington, DC 20036-1795

Paul D. Coleman
Hoppe, Mayer & Coleman
1000 Connecticut Avenue NW
Ste. 400
Washington, DC 20036-5302

John F. Collins
Collins, Collins, & Kantor PC
267 North Street
Buffalo, NY 14201

Michael Connelly
City of East Chicago
4525 Indianapolis Blvd.
East Chicago, IN 46312

Robert J. Cooney
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-2191

Robert J. Cooper, Chairperson
United Transportation Union
General Committee of Adjustment, GO-348
1239 Cass Road
Maumee, OH 43537

John J. Coscia, Executive Director
DVRPC
111 South Independence Mall East
Philadelphia, PA 19106

Steve M. Coulter
Exxon Company USA
PO Box 3272
Houston, TX 77210-4692

Paul A. Cunningham
Harkins Cunningham
1300 19th Street NW, Ste. 600
Washington, DC 20036

M. W. Currie
UTU GO-851, General Chairperson
3030 Powers Avenue, Ste. 2
Jacksonville, FL 32250

John M. Cutler, Jr.
McCarthy, Sweeney & Harkaway, PC
1750 Pennsylvania Avenue NW
Ste. 1105
Washington, DC 20006

Irwin L. Davis
1900 State Tower Building
Syracuse, NY 13202

Sandra J. Dearden
Midco Consultants, Inc.
407 South Dearborn, Ste. 1145

Chicago, IL 60605

Paul T. Denis
Arnold & Porter
555 12th Street NW
Washington, DC 20004-1202

Nicholas J. Dimichael
Donelan, Cleary, Et Al
1100 New York Avenue NW, Ste. 750
Washington, DC 20005-3934

David W. Donely
3361 Stafford Street
Pittsburgh, PA 15204-1441

Paul M. Donovan
Laroe, Winn, Et Al
3506 Idaho Avenue NW
Washington, DC 20016

Kelvin J. Dowd
Slover & Loftus
1224 17th Street NW
Washington, DC 20036

Clark Evans Downs
Jones, Day, Reavis & Pogue
1450 G. Streett NW
Washington, DC 20005-2088

Daniel Duff
American Public Transit Association
1201 New York Avenue NW
Washington, DC 20005

John K. Dunleavy
Assistant Attorney General
133 State Street State Administration Bldg.
Montpelier, VT 05633-5001

Dorald W. Dunlevy
230 State Street
UTU State Legislative Director
PA AFL-CIO Building, 2nd Floor
Harrisburg, PA 17101-1138

Fay D. Dupus, City Solicitor
City Hall
802 Plum Street, Room 214
Cincinnati, OH 45202

Martin T. Durkin
Durkin & Boggia, Esqs.
Centennial House

71 Mt. Vernon Street
PO Box 378
Ridgefield Park, NJ 07660

David Dysard
TMACOG
PO Box 9508
300 Central Union Plaza
Toledo, OH 43697-9508

Gary A. Ebert
City of Bay Village
350 Dover Center Road
Bay Village, OH 44140

Richard S. Edelman
Highsaw Mahoney & Clarke, PC
1050 Seventeenth Street NW, Ste. 210
Washington, DC 20036

Gary Edwards
Superintendent of Railroad Operations
Somerset Railroad Corporation
7725 Lake Road
Barker, NY 14012

Robert Edwards
Eastern Transport and Logistics
1109 Lanette Drive
Cincinnati, OH 45230

Daniel R. Elliott, III
Assistant General Counsel
United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107-4250

Terrell Ellis
CAEZWW
PO Box 176
Clay, WV 25043

Robert L. Evans
Oxychem
PO Box 809050
Dallas, TX 75380

Sara J. Fagnilli
City of Lakewood
12650 Detroit Avenue
Lakewood, OH 44107

Gerald W. Fauth, III
G. W. Fauth & Associates, Inc.
PO Box 2401

116 South Royal Street
Alexandria, VA 22314

Carl Feller
DeKalb Agra, Inc.
PO Box 127
4743 County Road 28
Waterloo, IN 46793-0127

Michael P. Ferro
Millennium Petrochemicals, Inc.
11500 Northlake Drive
Cincinnati, OH 45249

J. D. Fitzgerald
UTU, General Chairperson
400 E. Evergreen Blvd, Ste. 217
Vancouver, WA 98660-3264

Stephen M. Fontaine
Massachusetts Central Railroad Corporation
One Wilbraham Street
Palmer, MA 01069

Richard F. Friedman
Earl L. Neal & Associates
3600 East 95th Street
Chicago, IL 60617-5193

Garland B. Garrett, Jr.
NC Department of Transportation
PO Box 25201
Raleigh, NC 27611

Michael J. Garrigan
BP Chemicals, Inc.
4140 Warrensville Center Road
Cleveland, OH 44128

Richard A. Gavril
16700 Gentry Lane No. 104
Tinley Park, IL 60477

Peter A. Gilbertson
Louisville & Indiana Railroad Company
53 W. Jackson Boulevard, Ste. 350
Chicago, IL 60604

Peter A. Gilbertson
Regional RRS of America
122 C Street NW, Ste. 850
Washington, DC 20001

Louis E. Gitomer
Ball Janik LLP

1455 F Street NW, Ste. 225
Washington, DC 20005

Douglas S. Golden
Main Line Management Services, Inc.
520 Fellowship Road, Ste. A-105
Mount Laurel, NJ 08054-3407

Andrew P. Goldstein
McCarty, Sweeney Et Al
1750 Pennsylvania Avenue NW
Washington, DC 20006

Edward D. Greenberg
Galland, Kharasch, Morse & Garfinkle
1054 Thirty-First Street NW
Washington, DC 20007-4492

Peter A. Greene
Thompson Hine Flory
1920 N Street NW, Ste. 800
Washington, DC 20036

Robert E. Greenlese
Toldeo-Lucas County Port Authority
1 Maritime Plaza, Ste. 700
Toledo, OH 43604

Donald F. Griffin
Assistant General Counsel
Brotherhood of Maintenance of Way
Employees
400 N. Capital Street NW
Ste. 852
Washington, DC 20001

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

John J. Grocki
GRA, Inc.
115 West Avenue
One Jenkintown Station
Jenkintown, PA 19046

Vaughn R. Groves
Pittston Coal Company
PO Box 5100
Lebanon, VA 24266

Joseph Guerrieri, Jr.
Guerrieri, Edmond, Et Al

1331 F Street NW, 4th Floor
Washington, DC 20004

David L. Hall
Commonwealth Consulting Associates
720 North Post Oak Road, Ste. 330
Houston, TX 77024

Michael P. Harmonis
United States Department of Justice
325 7th Street, Ste. 500
Washington, DC 20530

James W. Harris
The Metropolitan Planning Organization
1 World Trade Center, Ste. 82 East
New York, NY 10048-0043

Nicole Harvey
The Dow Chemical Company
2020 Dow Center
Midland, MI 48674

John D. Heffner, Esq.
Rea, Cross & Auchincloss
1920 N Street NW, Ste. 420
Washington, DC 20036

R. J. Henefeld
PPG Industries, Inc.
One PPG Place
Pittsburgh, PA 15272

William P. Hernan, Jr.
General Chairman
PO Box 180
Hilliard, OH 43026

Charles S. Hesse, President
Charles Hesse Associates
8270 Stoney Brook Drive
Chagrin Falls, OH 44023

Eric M. Hocky
Gollatz, Griffin, Ewing
213 West Miner Street
West Chester, PA 19381-0796

James E. Howard
90 Canal Street
Boston, MA 02114

James L. Howe, III
Norfolk Southern Corporation
Three Commercial Place

Norfolk, VA 23510-2191

John Hoy
PO Box 117
Glen Burnie, MD 21060

Brad F. Huston
Cyprus Amax Coal Sales Corporation
400 Technecenter Drive, Ste. 320
Milford, OH 45150

Sheila Meck Hyde, City Attorney
City Hall
342 Central Avenue
Dunkirk, NY 14048

Ernest J. Ierardi
Nixon Hargrave Devans Doyle LLP
PO Box 1051
Clinton Square
Rochester, NY 14603-1051

William P. Jackson, Jr.
Jackson & Jessup, PC
PO Box 1240
3426 North Washington Blvd.
Arlington, VA 22210

James R. Jacobs
Jacobs Industries
2 Quarry Lane
Stony Ridge, OH 43463

Doreen C. Johnson
Chief Antitrust Section
Ohio Attorney General Office
30 E. Broad Street, 16th Floor
Columbus, OH 43215

Erika Z. Jones
Mayer, Brown & Platt
2000 Pennsylvania Avenue NW
Ste. 6500
Washington, DC 20006

Terrence D. Jones
Keller & Heckman
1001 G Street NW, Ste. 500 West
Washington, DC 20001

Frank N. Jorgensen
The Elk River Railroad, Inc.
PO Box 460
Summersville, WV 26651

Fritz R. Kahn
1100 New York Avenue NW
Ste. 750 West
Washington, DC 20005-3934

Steven J. Kalish
McCarthy, Sweeney & Harkaway, PC
1750 Pennsylvania Avenue NW
Washington, DC 20006-4502

Larry B. Karnes
Transportation Building
PO Box 30050
425 West Ottawa
Lansing, MI 48909

Richard E. Kerth
Transportation Manager
Champion International Corporation
101 Knightsbridge Drive
Hamilton, OH 45020-0001

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

L. P. King, Jr.
General Chairperson UTU
145 Campbell Avenue SW, Ste. 207
Roanoke, VA 24011

Melissa B. Kirgis
Highsaw, Mahoney & Clarke, PC
1050 17th Street NW, Ste. 210
Washington, DC 20036

Mitchell M. Kraus, General Counsel
Transportation Communications International
Union
3 Research Place
Rockville, MD 20850

Honorable Dennis J. Kucinich
United States House of Representatives
Washington, DC 20515

Paul H. Lamboley
1020 Nineteenth Street, NW
Ste. 400
Washington, DC 20036

Gary Lane
Norfolk Southern Corporation
Three Commercial Place

Norfolk, VA 23510-2191

J. Patrick Latz
Heavy Lift Cargo System
PO Box 51451
Indianapolis, IN 46251-0451

John K. Leary, General Manager
Southeastern Pennsylvania Transportation
Authority
1234 Market Street, 5th Floor
Philadelphia, PA 19107-3780

Sherri Lehman Director of Congressional
Affairs
Corn Refiners Association
1701 Pennsylvania Avenue NW
Washington, DC 20006-5805

Thomas J. Litwiler
Oppenheimer Wolff & Donnelly
180 N. Stetson Avenue, 45th Floor
Chicago, IL 60601

Edward Lloyd
Rutgers Environmental Law Clinic
15 Washington Street
Newark, NJ 07102

C. Michael Loftus
Slover & Loftus
1224 Seventeenth Street NW
Washington, DC 20036

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

Gordon P. MacDougall
1025 Connecticut Avenue NW
Ste. 410
Washington, DC 20036

Stephen A. MacIsaac
Deputy County Attorney
One County Complex Court
Prince William, VA 22192

William G. Mahoney
Highsaw, Mahoney & Clarke
1050 Seventeenth Street NW, Ste. 210
Washington, DC 20036

Ron Marquardt

Local Union 1810 UMW
R D #2
Rayland, OH 43943

Robert E. Martinez
Virginia Secretary of Transportation
PO Box 1475
Richmond, VA 23218

John K. Maser, III
Donelan, Cleary, Wood, Maser
1100 New York Avenue, Ste. 750
Washington, DC 20005-3934

David J. Matty
City of Rocky River
21012 Hilliard Road
Rocky River, OH 44116-3398

George W. Mayo, Jr.
Hogan & Hartson LLP
555 Thirteenth Street NW
Washington, DC 20004-1109

Michael F. McBride
Leboeuf Lamb Greene & Macrae, LLP
1875 Connecticut Avenue NW, Ste. 1200
Washington, DC 20009-5728

R. Lawrence McCaffrey, Jr.
New York & Atlantic Railway
405 Lexington Avenue, 50th Floor
New York, NY 10174

Edward C. McCarthy
Inland Steel Industries, Inc.
30 West Monroe Street
Chicago, IL 60603

Christopher C. McCracken
Ulmer & Berne LLP
1300 East Ninth Street, Ste. 900
Cleveland, OH 44114

Thomas F. McFarland, Jr.
McFarland & Herman
20 North Wacker Drive, Ste. 1330
Chicago, IL 60606-3101

James F. McGrail
Commonwealth of Massachusetts
Executive Office of Transportation
& Construction
10 Park Plaza, Room 3170
Boston, MA 02116-3969

John F. McHugh
McHugh & Sherman, Esqs.
20 Exchange Place
New York, NY 10005

Francis G. McKenna
Anderson & Pendleton
1700 K Street NW, Ste. 1107
Washington, DC 20006

Coletta McNamee, Sr.
Cudell Improvement, Inc.
11500 Franklin Blvd, Ste. 104
Cleveland, OH 44102

H. Douglas Midkiff
65 West Broad Street, Ste. 101
Rochester, NY 14614-2210

Clinton J. Miller, III, General Counsel
United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107-4250

G. Paul Moates
Sidley & Austin
1722 Eye Street, NW
Washington, DC 20006

C. V. Monin
Brotherhood of Locomotive Engineers
1370 Ontario Street
Cleveland, OH 44113

Karl Morrell
Ball Janik LLP
1455 F Street NW, Ste. 225
Washington, DC 20005

Ian Muir
Bunge Corporation
PO Box 28500
St. Louis, MO 63146

William A. Mullins
Troutman Sanders LLP
1300 I Street NW, Ste. 500 East
Washington, DC 20005-3314

John R. Nadolny, Vice President &
General Counsel
Boston & Maine Corporation
Iron Horse Park
No. Billerica, MA 01862

The Honorable Jerrold Nadler
US House of Representatives
Washington, DC 20515

Samuel J. Nasca
Legislative Director
State of New York Legislative Board
United Transportation Union
35 Fuller Road, Ste. 205
Albany, NY 12205

Peter Q. Nyce, Jr.
US Department of the Army
901 North Stuart Street
Arlington, VA 22203

Keith G. O'Brien
Rea, Cross and Auchincloss
1920 N Street NW, Ste. 420
Washington, DC 20036

D. J. O'Connell
General Chairperson UTU
410 Lancaster Avenue, Ste. 5
Haverford, PA 19041

William M. O'Connell, III, Esquire
Barbin, Lauffer & O'Connell
608 Huntingdon Pike
Rockledge, PA 19046

Christopher C. O'Hara
Brickfield Burchette & Ritts PC
1025 Thomas Jefferson St NW
Eighth Floor
Washington, DC 20007

Thomas M. O'Leary
Ohio Rail Development Commission
50 W. Broad Street, 5th Floor
Columbus, OH 43215

John L. Oberdorfer
Patton Boggs LLP
2550 M Street NW
Washington, DC 20037-1301

Byron D. Olsen
Felhaber Larson Fenlon & Vogt PA
610 Second Avenue South
4200 First Bank Place
Minneapolis, MN 55402-4302

L. John Osborn
Sonnenschein Nath & Rosenthal
1301 K Street NW, Ste. 600
Washington, DC 20005

William L. Osteen
Associate General Counsel TVA
400 West Summit Hill Drive
Knoxville, TN 37902

Jean Pierre Ouellet
Chief Legal Officer & Corporate Secretary
Canadian National Railway Company
935 de La Gauchetiere Street W, 16th Floor
Montreal, Quebec H3B 2M9
Canada

Monty L. Parker
CMC Steel Group
PO Box 911
Seguin, TX 78156

Lawrence Pepper, Jr.
Gruccio Pepper
817 East Landis Avenue
Vineland, NJ 08360

F. R. Pickell
General Chairperson UTU
6797 North High Street, Ste. 108
Worthington, OH 43085

Patrick R. Plummer
Guerrieri Edmond & Clayman PC
1331 F Street NW
Washington, DC 20004

Joseph R. Pomponio
Federal Railroad Administration
400 7th Street SW, RCC-20
Washington, DC 20590

Gregory Y. Porter
Sonnenschein Nath & Rosenthal
1301 K Street NW, Ste. 600 East
Washington, DC 20005

Harold P. Quinn, Jr.
Senior VP & General Counsel
National Mining Association
1130 Seventeenth Street NW
Washington, DC 20036

J. T. Reed
General Chairperson UTU

7785 Bay Meadows Way, Ste. 109
Jacksonville, FL 32256

Arvid E. Roach, III
Covington & Burling
PO Box 7566
1201 Pennsylvania Avenue NW
Washington, DC 20044-7566

James F. Roberts
210 E. Lombard Street
Baltimore, MD 21202

John M. Robinson
9616 Old Spring Road
Kensington, MD 20895-3124

J. L. Rodgers
General Chairman UTU
480 Osceola Avenue
Jacksonville, FL 32250

Edward J. Rodriguez
PO Box 298
67 Main Street
Centerbrook, CT 06409

David Roloff
Goldstein & Roloff
526 Superior Avenue East, Ste. 1440
Cleveland, OH 44114

Scott A. Roney, Esq.
Archer Daniels Midland Company
PO Box 1470
4666 Faries Parkway
Decatur, IL 62525

John Jay Rosacker
KS, Department of Transportation
217 SE 4th Street, 2nd Floor
Topeka, KS 66603

Richard L. Rosen
Arnold & Porter
555 12th Street NW
Washington, DC 20004-1202

Douglas E. Rosenthal
Sonnenschein Nath & Rosenthal
1301 K Street NW, Ste. 600 East
Washington, DC 20005

Christine H. Rosso
IL Assistant Attorney General

100 W. Randolph Street, 13th Floor
Chicago, IL 60601

Thomas R. Rydman, President
Indian Creek Railroad Company
3905 W 600 North
Anderson, IN 46011

R. K. Sargent
General Chairperson UTU
1319 Chestnut Street
Kenova, WV 25530

Alice C. Saylor
Vice President & General Counsel
American Short Line Railroad Association
1120 G Street NW, Ste. 520
Washington, DC 20005-3889

Scott M. Saylor
North Carolina Railroad Company
3200 Atlantic Avenue, Ste. 110
Raleigh, NC 27604

G. Craig Schelter
PIDC
1500 Market Street
Philadelphia, PA 19102

Thomas E. Schick
Chemical Manufacturers Association
1300 Wilson Boulevard
Arlington, VA 22209

Frederick H. Schranck
PO Box 778
Dover, DE 19903

Randolph L. Seger
McHale Cook & Welch PC
320 N. Meridian Street, Ste. 1100
Indianapolis, IN 46204

Diane Seitz
Central Hudson Gas & Electric Corporation
284 South Avenue
Poughkeepsie, NY 12601

Anthony P. Semancik
347 Madison Avenue
New York, NY 10017-3706

Alicia M. Serfaty
Hopkin & Sutter
888 Sixteenth Street NW

Washington, DC 20006

Roger A. Serpe
Indiana Harbor Belt Railroad
175 West Jackson Blvd, Ste. 1460
Chicago, IL 60604

James E. Shepherd
Tuscola & Saginaw Bay
PO Box 550
Owosso, MI 48867-0550

Kevin M. Sheys
Oppenheimer Wolff & Donnelly
1020 Nineteenth Street NW, Ste. 400
Washington, DC 20036-6105

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

Mark H. Sidman
Weiner, Brodsky, Sidman
1350 New York Avenue NW, Ste. 800
Washington, DC 20005

Philip G. Sido
Union Camp Corporation
1600 Valley Road
Wayne, NJ 07470

Kenneth E. Siegel
American Trucking Association
2200 Mill Road
Alexandria, VA 22314-4677

Patrick B. Simmons
NC Department of Transportation
1 S. Wilmington Street, Room 557
Raleigh, NC 27611

Samuel M. Sipe, Jr.
Steptoe & Johnson
1330 Connecticut Avenue NW
Washington, DC 20036-1765

Richard G. Slattery
Amtrak
60 Massachusetts Avenue NE
Washington, DC 20002

William L. Slover
Slover & Loftus

1224 Seventeenth Street NW
Washington, DC 20036-3003

Garrett G. Smith
Mobil Oil Corporation
3225 Gallows Road, Room 8A903
Fairfax, VA 22037-0001

Paul Samuel Smith
US Department of Transportation
400 7th Street SW, Room 4102 C-30
Washington, DC 20590

Mike Spahis
Fina Oil & Chemical Co.
PO Box 2159
Dallas, TX 75221

Charles A. Spitulnik
Hopkins & Sutter
888 Sixteenth Street NW
Washington, DC 20006

Eileen S. Stommes, Director
T&M Division
Agricultural Marketing Service, USDA
PO Box 96456
Washington, DC 20090-6456

D. G. Strunk, Jr.
General Chairperson UTU
817 Kilbourne Street
Bellevue, OH 44811

James F. Sullivan
CT Department of Transportation
PO Box 317546
Newington, CT 06131

Daniel J. Sweeney
McCarthy, Sweeney & Harkaway, PC
1750 Pennsylvania Avenue NW, Ste. 1105
Washington, DC 20006

Robert G. Szabo
Van Ness Feldman, PC
1050 Thomas Jefferson Street NW
Seventh Floor
Washington, DC 20007

J. E. Thomas
Hercules Incorporated
1313 North Market Street
Wilmington, DE 19894

K. N. Thompson
General Chairperson UTU
11017-F Gravois Industrial Plaza
St. Louis, MO 63128

William R. Thompson
City of Philadelphia Law Department
1600 Arch Street, 10th Floor
Philadelphia, PA 19103

W. David Tidholm
Hutcheson & Grundy
1200 Smith Street, #3300
Houston, TX 77002

Merrill L. Travis
Illinois Department of Transportation
2300 S. Dirksen Parkway, Room 302
Springfield, IL 62703-4555

Mayor Vincent M. Urbin
150 Avon Belden Road
Avon Lake, OH 44012

Stephen M. Uthoff
Coniglio & Uthoff
110 W. Ocean Boulevard, Ste. C
Long Beach, CA 90802

J. William Van Dyke
NJ Transportation Planning Authority
One Newark Center, 17th Floor
Newark, NJ 07102

William C. Van Slyke
152 Washington Avenue
Albany, NY 12210

Robert P. vom Eigen
Hopkins & Sutter
888 16th Street NW, Ste. 700
Washington, DC 20006

John A. Vuono
Vuono & Gray
2310 Grant Building
Pittsburgh, PA 15219

F. Ronalds Walker
Citizens Gas & Coke Utility
2020 N. Meridian Street
Indianapolis, IN 46202

Jack A. Walter
WCI Steel, Inc.

1040 Pine Avenue SE
Warren, OH 44483

Timothy M. Walsh
Steptoe & Johnson
1330 Connecticut Avenue NW
Washington, DC 20036-1795

Leo J. Wasescha, Transportation Manager
Gold Medal Division
General Mills Operations, Inc.
Number One, General Mills Boulevard
Minneapolis, MN 55426

James R. Weiss
Preston Gates Ellis Et Al
1735 New York Avenue, Ste. 500
Washington, DC 20006

Hugh H. Welsh
Law Department, Ste. 67E
One World Trade Center
New York, NY 10048-0202

Charles H. White, Jr.
Galland, Kharasch & Garfinkle, PC
1054 Thirty-First Street NW
Washington, DC 20007-4492

William W. Jr, Whitehurst
W. W. Whitehurst & Associates, Inc.
12421 Happy Hollow Road
Cockeysville, MD 21030

Henry M. Wick, Jr.
Wick, Streiff, Et Al
1450 Two Chatham Center
Pittsburgh, PA 15219

Robert J. Will
United Transportation Union
4134 Grave Run Road
Manchester, MD 21102

Larry Willis, Esq.
Transportation Trades Department AFL-CIO
400 N. Capital Street NW, Ste. 861
Washington, DC 20001

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

Richard R. Wilson
1126 Eight Avenue, Ste. 403
Altoona, PA 16602

Robert A. Wimbish, Esq.
Rea, Cross & Auchincloss
1920 N Street NW, Ste. 420
Washington, DC 20036

C. D. Winebrenner
General Chairperson UTU
27801 Euclid Avenue, Room 200
Euclid, OH 44132

John F. Wing, Chairman
Citizens Advisory Committee
601 North Howard Street
Baltimore, MD 21201

Sergeant W. Wise
Livonia, Avon & Lakeville Railroad
Corporation
PO Box 190-B
5769 Sweeteners Blvd.
Lakeville, NY 14480

Timothy A. Wolfe
Wyandot Dolioite, Inc.
PO Box 99, 1794 Co. Road, #99
Carey, OH 43316

William C. Woolridge
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-2191

Frederic L. Wood
Donelan, Cleary, Wood & Maser, PC
1100 New York Avenue NW, Ste. 750
Washington, DC 20005-3934

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

L. Pat Wynns
Suite 210
1050-17th Street NW
Washington, DC 20036-5503

Edward Wytkind, Executive Director
Larry I. Willis, Esq.
Transportation Trades Department, AFL-CIO
1000 Vermont Avenue NW, Ste. 900

Washington, DC 20005

Sheldon A. Zabel
Schiff Hardin & Waite
7200 Sears Tower
Chicago, IL 60606

Walter E. Zullig, Jr., Special Counsel
Metro-North Commuter Railroad Company
347 Madison Avenue
New York, NY 10017-3706

STB

FD-33388

4-7-98

J

ID-PUBLIC



1 Apr 98

Surface Transportation Board
1925 K Street NW
Washington DC 20423

Dear Sir/Madam:

This letter is regarding the proposed sale of Conrail to Norfolk Southern and CSX. While I do not have the knowledge necessary to judge whether this transaction would be good for the United States, there is an aspect of this proposal that I find disturbing.

I understand that many local politicians are requiring significant concessions and/or forms of payment from both NS and CSX in order to gain their approval to do what NS and CSX should not require their approval to do; i.e. run trains.

I would assume that if a trucking company's business were such that it chose to run twice as many vehicles along Interstate 90, no such mollifying would be necessary. Why then should a railroad have to provide appeasements to run additional trains along an existing right-of-way?

Admittedly, I don't look forward to longer waits at grade crossings. I do, however, look forward to less damage to and less congestion on the highways. Thank you.

Sincerely,

A handwritten signature in dark ink, appearing to read "Paul A. Augustine".

Paul A Augustine

STB

FD-33388

3-10-98

J

ID-MOES

JOHN BREAUX
LOUISIANA

MINORITY
CHIEF DEPUTY WHIP

COMMITTEES:

COMMERCE, SCIENCE, AND
TRANSPORTATION

FINANCE

SPECIAL COMMITTEE ON AGING

WASHINGTON OFFICE
(202) 224-4623
TDD (202) 224-1986

senator@breaux.senate.gov
http://www.senate.gov/~breaux

United States Senate
WASHINGTON, DC 20510-1803

STATE OFFICES:

ONE AMERICAN PLACE, SUITE 2030
BATON ROUGE, LA 70825
(504) 382-2050

THE FEDERAL BUILDING
705 JEFFERSON STREET, ROOM 103
LAFAYETTE, LA 70501
(318) 262-6671

WASHINGTON SQUARE ANNEX BUILDING
211 NORTH 3RD STREET, ROOM 102A
MONROE, LA 71201
(318) 325-3320

HALE BOGGS FEDERAL BUILDING
501 MAGAZINE STREET, SUITE 1005
NEW ORLEANS, LA 70130
(504) 589-2531

CENTRAL LOUISIANA
(318) 487-8445

March 6, 1998

Mr. Dan King
Congressional Liaison
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

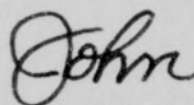
Dear Mr. King:

I have been contacted by approximately 150 constituents regarding the tank car fire in New Orleans in 1987.

Please review the enclosed information sent to me. If there is any information you have that I may provide to my constituents with regards to this issue, it would be appreciated. Also, I ask that you give the views and concerns expressed by my constituents the appropriate consideration within federal guidelines. You may forward a reply to the attention of Sara Traigle in my Washington office.

Thank you for your attention and assistance.

Sincerely,



JOHN BREAUX
United States Senator

JB:set
Enclosure

Wendell H. Gauthier

*Attorney at Law
3300 N. Hullen Street
Metairie, La. 70002
(504) 436-8600*

98 MAR -5 AM 9:50

February 26, 1998

Senator John B. Breaux
United States Senate
Washington, DC 20510-1803

Dear Senator John B. Breaux:

By now you have probably received a number of correspondence from the victims of the butadiene leak in 1987. As you are aware in 1987 a tank car that was parked in the Gentilly yard leaked butadiene and caused an explosion that rocked the entire city and caused injuries, property damage and the evacuation of four thousand people. In all over eight thousand people were adversely effected and suffered a financial loss due to the reckless conduct of the railroad companies.

The night of the explosion the railroad companies told then Mayor Bartholomew that no one would accept responsibility. It was not until the mayor threatened and intimidated did they finally agree to help in determining what was in the tank car and a suitable method of fighting the fire. Those people injured and evacuated were forced to flee their homes without the bare necessities and had to stay away form their homes for over forty-eight hours.

When they returned they found their homes coated with soot. No one ever informed them of the danger of the soot. It was not until years later that a chemist obtained by the plaintiffs finally pointed out the necessity of cleaning all air conditioner filters and attics to remove the soot, which carried two known carcinogens. Immediately following the accident the nine companies lead by CSX took soil samples to determine how much butadiene leaked and how dangerous it was. These samples were then taken to an out-of-state lab and at trial the defendants claimed that the samples were somehow lost at the lab.

Wendell H. Gauthier

*Attorney at Law
3500 N. Hullen Street
Metairie, La. 70002
(504) 456-8600*

For ten years the defendants litigated this matter denying any responsibility and CSX even took writs to the U.S. Supreme Court to try to escape their responsibilities. Finally, when the evidence was allowed to go to a jury, the jury was infuriated with CSX's conduct and took into consideration that this company with assets well over ten billion dollars had financially harmed and physically injured thousands of people and abandoned them. Consequently the jury returned a punitive award of 2.5 billion dollars which was meant to send a message that companies that carry toxic material need to operate the lines with a degree of care commiserate with the risk they implore on the public. CSX's response was to hire, prior to the Jury returning, the best lobbyist-public relations firm that money could buy to influence the press with fancy press kits and slogans that this was an injustice done to their company.

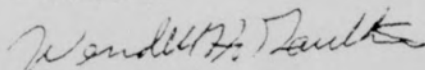
So far their tactics have been successful and once again the 8000 class members are left with no remedy for the losses they have sustained. Now, CSX is petitioning the Surface Transportation Board to purchase Conrail and one has to wonder how it will treat parties who suffer injuries at their hands in the future. We have made inquiries on behalf of the citizens of Gentilly to the Surface Transportation Board as to when and how we can participate in these hearings and have not received enough information. The contact person at the Surface Transportation Board is Linda J. Morgan. She may be contacted at 1925 K Street, NW, Washington, DC 20423-001 and her telephone number is 202-565-1500.

It is my understanding that there will soon be public hearings. Would you please determine whether we could attend these public meetings and participate.

Thank you for your effort.

With best regards, I am

Sincerely yours,


Wendell H. Gauthier

98 MAR -5 PM 1:26

February 23, 1998

Dear Senator Breaux,

I am one of the victims of the 1987 tankcar fire in New Orleans, Louisiana. That night I didn't know that I would suffer from toxic chemical exposure. I was removed from my home for three (3) days while the chemicals and residue were being cleared up. The community has never recovered from this tragedy. The tank cars are still being parked in the same area with no regards to human life or safety.

When this case finally went to court this past summer and punitive damages were awarded, I was relieved. Now my lawyer is telling me it maybe another ten (10) years before this case comes to an end because of appeals being filed by CSX. There's the justice in this.

I was also informed that this railroad company wants to spend ten (10) billion dollars to buy another

railroad (Conrail). How is this possible
the buying of another railroad when
they are telling us they are bankrupt.

The Federal agency that oversees
matters like these should not allow
CSX to purchase another railroad
until their debts to us are paid.

Please assist the victims of this
fire obtain justice and a fair
settlement.

Thanking You In Advance
Brenda P. Edwards

2433 Green St.
New Orleans, La.
70122

98 MAR -5 PM 1:27

Dear Senator Breaux

Recently, I was informed that the Tank Car ~~Co~~ Company is planning on buying another company. My concern is that this company is still in a legal battle and should not be allowed to buy any more property without paying it's debts. This company has affect an entire community and still refuses to pay for it's mistake. I feel this company has no concern for the victims of this accident.

This accident inconvenience my entire family for three days. We were unable to get changing clothing, lost sleep and had to sleep on the floor ~~at~~ ^{my} crowded grandmother's house. The fumes from the fire left a brownish black stain on my parents car and ~~in~~ our house. When we return to our house it seemed stuffy and a challenge to breath.

Joseph Threlwell

1511 Newcase St.
New Orleans, La.
70117

98 MAR -5 PM 1:35

Loalee Thomas
2538 Verben St
New Orleans, La
70126

Dear, Senator John B Breaux,

I was a victim of the 1987 tankcar fire in New Orleans, Louisiana. I was forced to leave my home for 3 days and 3 night. When the explosion happen the police made us leave our home without clothes and food. My life was burning and so was my husband. I am presently suffering with high blood pressure, glaucoma and heart disease.

I feel that CXS should be made to pay us out because I have already been suffering for over year.

I have heard that CXS is planning to purchase another railroad company but I feel that they should be made to pay us

-2-

Rosalee Thomas

on foot.

Please help me with my situation
and guide me in the steps I should
follow.

Sincerely

X George W Thomas Rose Lee Thomas

98 MAR -5 PM 1:36

Feb-28, 1998

Dear Senator Breaux,

Ten years ago, my family and I was envoir in a railroad tont explaision; We had to leave our home for a week; so the smoke can get out of our house. I stayed with my mother for that week. I had to miss a week work also; so I said will you please do something about this, because they are trying to buy another railroad Company for ten billion dollars.

Sincerely yours

Joseph Sheatue

1511 Leusa St.
New Orleans, La.

70117

98 MAR -5 PM 1:36

Feb. 28, 1998

Dear Sen. John Breaux

Ten years ago, my family and I was evovoy in a railroad tank explosion; We had to leave our home for a week; so the smoke can get out of our house & I stayed with my mother for that week. I had to miss a week work also; so I said will you please do something about this, because they are trying to buy another railroad company for 10 billion dollars.

Sincerely yours

Mrs Beverly Horton

Feb. 27, 1978

COMAR-5 PM 1:46

Dear Senator John B. Breaux

I Dorothy Pabry Oliver is one of the Victims
on the Tanker fire on New Orleans ten years ago.
We and my family were evacuated from our
home for two days. We were sheltered at F.F.

Caplan School on Franksen Isle. God knows how
many other people were there. I don't know what
we taking so long year us to get our share
of the settlement. The Jury awarded us three
Billion dollars in damages this summer which
we haven't seen a penny yet. We don't think
its fair. We don't live in the same Neighborhood
Anymore, but we are still surrounded by

hazardous Tankers in our New Neighborhood.
An we never know when it will happen again.

Justice is the only answer to this pain and suffering
that we the people as Victims have been going
through day by day. please help us to get what
we deserve. Thank you.

Dorothy Pabry Oliver
1616 Agriculture St
New Orleans La.

your truly
Dorothy Pabry Oliver

70119

Senator John B. Breaux
U.S. Senate

28-98
28 MAR -5 PM 1:58

I am one of the victims
of a tank car fire in New Orleans me
and my family suffered toxic
chemical exposure and two members of
my family have cancer. My grandmother
died of it (cancer) and now my mother
has it and she is only 48. I have
suffered a lot behind that toxic fire
my grandmother never smoked or drank
in her life. But she died at the age of 76.
Back in 1996. And as for me I still
have headache and a very bad sinus
problems from the fire. And now
CSX Railroad is now trying to buy
Conrail for 10 billion dollars.
But when the jury gave us three
billion dollars in punitive damages.
CSX had a problem with that and
now my lawyer said it will be
10 more years before we see any
justice and now they won't be

2-28-98

operate a new railroad unsafely
where is the justice in that. This
is too much to Bear for a young
mother of one

Sincerely
Ms Deontrine Mosley

Deontrine Mosley
8731 Lombard Rd
NO LA 74167

To: Senator John P. Breaux
United States Senate

Ms. Marie Solomon

831 Lombard Ave

New Orleans, La

3-27-1537

98 MAR -5 PM 2:39

I suffered from a toxic chemical exposure approx. 10 yrs. ago (1987). This was when a tanker fire occurred. My family was unable to evacuate. I led to the fact that we had no place to go because other relatives was surround by the chemical also. Upon my suffering, I experienced unmentionable headache; vomiting, burning eyes plus other extreme discomfort. Since this tanker exposure, I've suffered with skin problems. It is a shame that in such a small community a tanker was able to pass with that type of material. ~~Not~~ Moreover I've suffered emotionally because my grandmother who was also in the exposure died of cancer and my brother has cancer. I heard that the railroad company is trying to buy another railroad but has not yet fulfilled the court's order. A small segment of the black community was effected and no one want to ~~con~~ confront the problem. Please stop the arrangement of such a deal from occurring with CRY wanting to buy Conrail for 10 billion dollars when they go before the Surface Transportation Board for approval.

Thank you
Marie Solomon

98 MAR -5 PM 2:07

February 28, 1998
New Orleans, La

Dear Senator John B. Breaux

Ms. Verdell Gibson Solomon

8731 Lomond Rd

New Orleans, La

70127-1537

About 10 years ago, I was a victim of a tankcar fire in New Orleans, Louisiana.

Because of this toxic chemical exposure, I became a breast Cancer victim. This February 4, 1998, I had to have my breast removed. My family and I have been suffering for 10 yrs, because of Big Business has no feeling for regular people and family. Please help us stop CSX railroad from buying Conrail for 10 billion dollars. They have to go before the Surface Transportation Board for approval.

Sincerely yours.
Ms. Verdell Gibson Solomon

99 MAR -5 PM 2:19

Angela De Lacey
7920 Redfish St
New Orleans, La
70126

Senator John B Breaux
United States Senate
Washington DC 20510-1803

Dear Senator John B Breaux,
I was a victim of the 1987 tank car
fire in New Orleans, Louisiana. I was
forced to leave my home for 2 days
without clothes and my medication.
I had to wash the clothes I had
on in order to go to work. I had to
call my doctor for my blood pressure
medicine because I had left my
medication. I suffer with high
blood pressure and severe sinus
problem. At that time my son
was also in my home, he also
suffers with sinus and back problem.
It has been seven years and I
feel that the Tank Car Company
should pay us 99 - no matter what the

Angela McLarey

-2-

Amount is.

I hear that CXS is planning
to purchase another railroad company, but
I feel that they should be made to
pay us off first.

Please help me and tell me my next
step whereas we can get paid.

Sincerely,

Angela McLarey

Feb. 23, 1998

Attn: John Breunx

98 MAR -3 AM 10:45
I am writing to express
my feelings about the Hentilly,
1987 tank explosion. Recently
I was informed that the Company
CXS is talking about buying
another railroad. I totally object to
that decision. It's very unfair
to the people who suffered from
the tank explosion. It has been
over 10 yrs., and I have not yet
been compensated for my pain
and suffering, not to mention
the death of my mother Doris
Elizabeth Jackson. After the
tank explosion my mother became
very ill, not just physically,
but mentally also. She would
worry about how we would
be able to afford to get
repairs done on the house,
after the explosion's damage.
So what we had to do was
borrow money from family members.
Today I still owe them for

STB

FD-33388

3-9-98

J

ID-BUSINESS



2620 Thousand Oaks Blvd.
Suite 3420
Memphis, TN 38118
901-794-2225

FILE IN DOCKET

March 4, 1998

The Honorable Linda Morgan,
Chairman,
Surface Transportation Board,
1925 K Street, NW,
Suite 820,
Washington, D.C. - 20423

Dear Chairman Morgan:

I am writing to express my very serious concerns regarding recent actions by the City of Cleveland, Ohio that would severely adversely affect the many benefits that could accrue to shippers by the acquisition of Conrail by CSX and the Norfolk Southern.

The substantial benefits projected for east/west shippers by the CSX/NS acquisition of Conrail are put at serious risk by a filing the City of Cleveland has made to the Surface Transportation Board. The threat of another operational debacle, such as the one experienced recently in the Houston area as the result of the Union Pacific merger with the Southern Pacific exists if the STB adopts the proposals put forth in the Cleveland filing. Also, like most Corporate citizens of the United States that railroads have property rights for the roadbeds they have bought, and track laid. Almost without exception the rail carriers did not impose themselves on the communities, the communities grew up along the rail lines. Also this case should be decided on the National interest, not solely on the interest of the State of Ohio.

One of the primary goals of the transaction is to allocate the Conrail assets to ensure that both CSX and NS are provided with east/west main lines that ensure the free flow of traffic without conflict from the other railroads operations. Only in this way can CSX and NS secure enhanced service, better

transit times, and balanced competition for customers in the Northeast and Midwest. The plan filed with the STB accomplished that goal.

The City of Cleveland has now proposed a "flip" of the allocated lines in Cleveland, essentially proposing that the STB assign to CSX the lines previously assigned to NS and vice versa. This "flip" guarantees that every east/west train operated by either CSX or NS should the proposed transaction be approved, will run in conflict with the other railroad. This flip and the inherent conflict it creates, will result in a degradation of the service improvements promised by the transaction. In fact should the flip be adopted, current Conrail east/west rail customers will see transit times increase compared to what's experienced today.

To resolve this inherent conflict, Cleveland has proposed a 2-mile long "fly-over", or overhead bridge, that would cost in excess of \$150-Million and take a minimum of four years to design and build. Assuming the 'flip' were necessary, which we do not believe, and that the money was available, the two-year construction period for the 'fly-over' with unavoidable traffic curfews would be devastating to efficient rail operations. In short, the creation of another Houston with the repeated service failures that have been felt nationwide, will occur in the East under Cleveland's proposal.

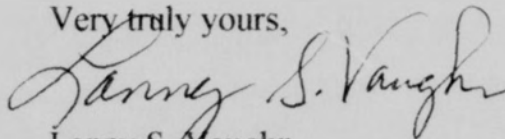
Should the 'flip' be adopted and service quality affected, neither railroad will be able to compete as effectively with trucks, resulting in lost opportunity to relieve traffic congestion and make important environmental gains. CSX estimates alone identify more than eight-million truck miles to be diverted from the highways to the rails on an annual basis in the greater Cleveland area.

The allocation of lines and the routing of traffic through greater Cleveland as originally proposed in the CSX/NS filing with the STB represents the most effective means of achieving the objectives of the transaction and maximizing the public benefits for both the national and local interests.

Please assist us in ensuring that the concerns of the shipping community are not lost in arriving at a solution in Cleveland. We would appreciate your doing everything you can to ensure that the substantial benefits that would result from the Conrail acquisition are realized and that shipping nightmares like those that have occurred in Houston are avoided.

Thank you for your assistance.

Very truly yours,



Lanny S. Vaughn,
President and CEO,
GST Corporation,
2620 Thousand Oaks Blvd.,
Suite 3420,
Memphis, TN - 38118

cc: The Honorable Rodney Slater,
Secretary,
Department of Transportation,
400 7th St., SW,
Room 10200
Washington, D.C. 20590

The Honorable Jolene Molitoris,
Administrator,
Federal Railroad Administration,
1120 Vermont Ave.,
7th floor,
Washington, D.C. - 20005

The Honorable George Voinovich,
Governor,
State of Ohio,
77 S. High St.,
30th Floor,
Columbus, OH - 43266

Mr. John Q. Anderson,
Chief Commercial Officer,
CSX Transportation,
500 Water St.,
Jacksonville, FL - 32202

STB

FD-33388

2-25-98

J

ID-MOCH



Steven C. LaTourette
Congress of the United States
19th District, Ohio

February 19, 1998

The Honorable Linda Morgan
Chairman
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001

Dear Madam Chairman:

As a party of record, I want to take this opportunity to add these comments to Finance Docket No. 33388 and asked that the enclosed be considered as part of the Environmental Impact Statement. The attached correspondence was submitted to me by the city of Mentor, Ohio and ASHTA Chemicals, Inc. located in Ashtabula, Ohio. In addition, Madam Chairman, I respectfully ask that these issues are stipulated as conditions before final approval of the acquisition application is granted by your board.

As the information indicates, both of these issues are vital to the safety and economic stability of Northeast Ohio and should receive due consideration during your review. I thank you in advance for your time and assistance with this matter. If you have any questions, please do not hesitate to contact me at (800) 447-0529. I remain

Very truly yours,

Steven C. LaTourette
Member of Congress

cc: A. Gianni, ASHTA Chemicals, Inc.
T. O'Leary, ORDC
Jay Suso, City of Mentor

enc.



Steven C. LaTourette
Congress of the United States
19th District, Ohio

February 19, 1998

Mr. Tom O'Leary
Ohio Rail Development Commission
50 West Broad Street
15th Floor
Columbus, OH 43215

Dear Tom:

Thank you for your time last week in our nation's capital. I very much appreciated the fact that you spent time with members of the delegation to review Ohio's position and strategy regarding the acquisition of Conrail by CSX and Norfolk Southern. In addition, I want to thank you for agreeing to consider including ASHTA Chemical's request to have the "reciprocal switching" issue included in the brief the State of Ohio is filing with the Surface Transportation Board next week. I strongly believe this issue should be dealt with as a condition to approving the application. Numerous companies in Ashtabula and Lake counties have approached me with this same concern, therefore I urge you to include this issue with the State's brief.

Secondly, I want to take this opportunity to ask that you also include a grade separation concern that has been brought to my attention by the City of Mentor, in Lake County. As you may know, Mentor is the largest city in my district and is one of the fastest growing cities in the state of Ohio. We have already met with representatives of both CSX and Norfolk Southern and they are considering contributing to this eleven million dollar project. In addition, I have committed to secure any available federal funding for this project during the upcoming reauthorization of ISTEA. This project would build two badly needed bridges over both the rail lines in this high growth, heavily traveled area. Therefore, I would respectfully ask that this proposal be included in the "Cleveland congestion" section of the state's brief.

Again, it was nice to see you in Washington. Thank you for your time and assistance with this matter. If you have any questions or need additional information, please contact me at (800) 447-0529. I remain

Very truly yours

Steven C. LaTourette, M.C.

cc: A. Gianni
Jay Suso



City of Mentor

Council-manager
government since 1963

8500 Civic Center Boulevard
Mentor, Ohio 44060-2499
216-255-1100

February 20 , 1998

The Honorable Linda J. Morgan, Chairman
Surface Transportation Board
1925 K Street NW
Washington, D.C. 20423

Dear Ms. Morgan:

On behalf of the council and administration of the City of Mentor, Ohio, I am asking the Surface Transportation Board to consider stipulating necessary improvements for grade separations on Heisley Road in Mentor as part of any approval of the pending application by the Norfolk Western Railway and Consolidated Railway Co.

Heisley Road is a major north-south roadway between SR 2 on the north and US 20- Mentor Avenue on the south. The current traffic count is 11,300 (ADT) to 14,200 (ADT) which is projected to increase by the year 2020 to 20,200 (ADT). The present roadway is a 2 lane facility and has two separate at grade railroad crossings, one at the Norfolk Southern tracks and one at the Conrail tracks.

The rapid growth of Mentor's industrial, commercial and residential sectors, the over 50 businesses located along Heisley Road, and the increasing daily railroad traffic has created serious traffic congestion. It is vital to our economic growth and safety that a solution to the congestion and time delays at the railroad crossing be achieved.

To further substantiate the safety problems being experienced with the existing conditions on Heisley Road, I have attached correspondence from Mentor Fire Chief John Preuer and Mentor Public School Superintendent William T. Hiller outlining their concerns.

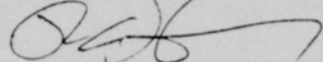
the city of choice!

February 20, 1998

The Hon. Linda J. Morgan, Chairman
Surface Transportation Board

Please give favorable consideration to this request.

Very truly yours,



RICHARD A. HENNIG
Mayor

RAH:mhr

enclosures

c The Hon. Steven LaTourette



MENTOR FIRE DEPARTMENT

8467 CIVIC CENTER BLVD.
MENTOR, OHIO 44060

ADMINISTRATION

216/974-5765

FIRE PREVENTION

216/974-5768

PUBLIC EDUCATION

216/974-5769

CLEVELAND LINE

216/942-8796

FAX

216-974-5706

February 19, 1998

Mr. Richard A. Hennig
President of Council
City of Mentor

Dear Mr. Hennig:

This letter will outline the Fire Department's position with respect to the construction of a railroad overpass on Heisley Road.

Fire Station #1, which provides both fire attack and paramedic service to the majority of the Heisley Road corridor, is located South of both rail crossings. When these crossings are blocked by one of the over 60 trains that daily cross the City, response of vital emergency services are delayed to a large number of people, plus a significant part of the industrial base of our community.

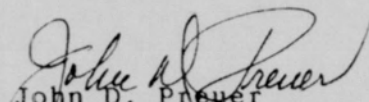
When Fire Station #1 equipment is delayed, apparatus from more distant stations must then be sent. This delay can add several minutes for the first fire and/or paramedics to arrive - minutes that can literally mean life or death and whether a business plus the corresponding jobs are saved.

As Chairman of the Lake County Hazardous Board, I became aware of several additional points pertinent to this critical issue. The rail corridor bisecting our City is the primary route for intermodal transportation between the many East Coast ports and the West Coast. As U.S. intermodal rail routes, which connect Europe to the Pacific rim countries, grow in popularity, even more trains are being forecast. This increase in trail traffic will even further exasperate an already unacceptable situation.

Second, our railroad corridor annually carries the second highest tonnage of hazardous materials anywhere in the Country. Since a significant number of hazardous material spills are caused by crossing related accidents, every effort to eliminate such potential catastrophes must be instituted.

If the Fire Department can be of any further assistance, please contact me at your convenience.

Respectfully,


John D. Preuer
Fire Chief

cc: Julian M. Suso
City Manager

JDP:ak



Mentor Public Schools
COMMITTED TO EXCELLENCE

**OFFICE OF THE
SUPERINTENDENT**

The Honorable Richard Hennig
Mayor of the City of Mentor
8500 Civic Center Boulevard
Mentor, OH 44060

Dear Mayor Hennig:

On behalf of the Mentor Exempted Village School District, I would like to confirm the District's support for an overpass on Heisley Road. According to the supervisors in the School District's Transportation Department, 20 to 30 buses cross the tracks on Heisley Road in the morning and again in the afternoon; each bus carries between 40 and 65 students. We anticipate that with the residential growth in north Mentor, additional buses will be used to transport students via Heisley Road.

Although the School District's bus drivers are extremely cautious at railroad crossings, the amount of car, truck, and bus traffic is a safety concern. Often the District's buses are delayed due to train traffic causing late arrivals to schools. The addition of an overpass on Heisley Road would certainly help facilitate traffic.

If we can supply additional information in support of this project, please do not hesitate to contact me.

Sincerely yours,

William Hiller
Superintendent of Schools

sn

Mentor Public Schools

Helen H. "Sue" Osborn Administration Building

6451 Center Street • Mentor, Ohio 44060 • 255-4444/FAX 440-255-4622

WILLIAM T. HILLER, PH.D., SUPERINTENDENT

JAMES C. METZ, TREASURER

BOARD OF EDUCATION

VALERIE FEDERICO, PRESIDENT

PATRICK R. HANRAHAN, VICE PRESIDENT

CHARLEEN R. GAWRONSKI, MEMBER

JUDITH B. KELLER, MEMBER

ARTHUR KLESS, MEMBER

February 19, 1998

ASHTA Chemicals Inc.
3509 Middle Rd.
P.O. Box 858
Ashtabula, Ohio 44004
216-997-5221
Fax: 216-992-0151

ASHTA

February 19, 1998

Mr. Tom O'Leary
Ohio Rail Development Commission
50 West Broad Street
15th Floor
Columbus, OH 43215

Re: Surface Transportation Board Finance Docket 33388.

Dear Mr. O'Leary:

ASHTA is seeking Reciprocal Switching in Ashtabula, Ohio between the CSXT and the Norfolk Southern. From our research we have been able to determine that Reciprocal Switching previously existed in the early 1970's between the Penn Central RR and the Norfolk and Western RR. We would like to see this reinstated with the proposed CSX/Norfolk Southern split up of Conrail.

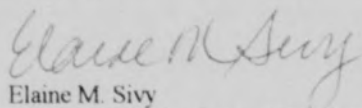
We have had several discussions with Rep. Steven LaTourette office and are pleased to learn that our request will be included with the Ohio Attorney General's submission to the STB.

ASHTA has been held captive under Conrail's "closed" restrictions since Conrail was formed. Even though the CSX RR has trackage rights on Conrail and the Norfolk and Southern has tracks that pass through our city, Ashtabula shippers are denied access to both. We do not believe that we have been treated fairly by Conrail in the past and our limited experience with CSX indicates this will continue in a one carrier situation.

Both Norfolk Southern and CSX believe that ASHTA will not be hurt by the proposed merger and ASHTA disagrees. ASHTA ships significant rail volume into the current Conrail territory, utilizing only Conrail. Under the proposed merger, 26% of these existing one railroad shipments will require two railroads. Changing current destinations from a single Conrail movement to a two-railroad movement originating with CSX will increase our costs. It is our experience that anytime a second railroad is added, rates increase.

If you have any questions or would like additional information, please feel free to contact Mr. Angelo Gianni, V.P. Marketing, Sales & Distribution at 440-997-6859 or me at 440-997-6858. We believe the information provided details our efforts but would welcome the opportunity to review the information with you.

Sincerely,

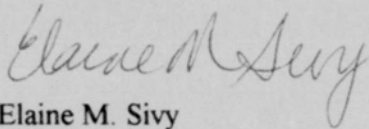


Elaine M. Sivy
Manager, Distribution and Order Fulfillment

cc: Mr. Brian Durdle
A. Gianni

Angelo Gianni, V.P. Marketing, Sales & Distribution at 440-997-6859 or me at 440-997-6858.
We believe the information provided details our efforts but would welcome the opportunity to review the information with you.

Sincerely,

A handwritten signature in cursive script, reading "Elaine M. Sivy".

Elaine M. Sivy
Manager, Distribution and Order Fulfillment

cc: Mr. Brian Durdle
A. Gianni



City of Mentor

Council-manager
government since 1963

8500 Civic Center Boulevard
Mentor, Ohio 44060-2499
216-255-1100

February 20 , 1998

The Honorable Linda J. Morgan, Chairman
Surface Transportation Board
1925 K Street NW
Washington, D.C. 20423

Dear Ms. Morgan:

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To further substantiate the safety problems being experienced with the existing conditions on Heisley Road, I have attached correspondence from Mentor Fire Chief John Preuer and Mentor Public School Superintendent William T. Hiller outlining their concerns.

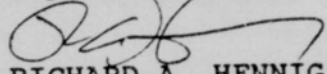
the city of choice!

February 20, 1998

The Hon. Linda J. Morgan, Chairman
Surface Transportation Board

Please give favorable consideration to this request.

Very truly yours,



RICHARD A. HENNIG
Mayor

RAH:mhr

enclosures

c The Hon. Steven LaTourette



Mentor Public Schools

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6451 Center Street • Mentor, Ohio 44060 • 255-4444/FAX 440-255-4622

WILLIAM T. HILLER, PH.D., SUPERINTENDENT

JAMES C. METZ, TREASURER

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CHARLEEN R. GAWRONSKI, MEMBER

JUDITH B. KELLER, MEMBER

ARTHUR KLESS, MEMBER

February 19, 1998

Mentor Public Schools
COMMITTED TO EXCELLENCE

OFFICE OF THE SUPERINTENDENT

The Honorable Richard Hennig
Mayor of the City of Mentor
8500 Civic Center Boulevard
Mentor, OH 44060

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Sincerely yours,

William Hiller
Superintendent of Schools

sn



MENTOR FIRE DEPARTMENT

8467 CIVIC CENTER BLVD.
MENTOR, OHIO 44060

ADMINISTRATION
216/974-5765

FIRE PREVENTION
216/974-5768

PUBLIC EDUCATION
216/974-5769

CLEVELAND LINE
216/942-8796

FAX
216-974-5706

February 19, 1998

Mr. Richard A. Hennig
President of Council
City of Mentor

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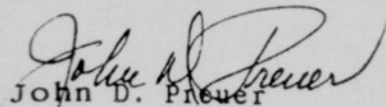
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Second, our railroad corridor annually carries the second highest tonnage of hazardous materials anywhere in the Country. Since a significant number of hazardous material spills are caused by crossing related accidents, every effort to eliminate such potential catastrophes must be instituted.

If the Fire Department can be of any further assistance, please contact me at your convenience.

Respectfully,


John D. Preuer
Fire Chief

cc: Julian M. Suso
City Manager

JDP:ak

FedEx USA Airbill

803848939403

SPH33

0210

FedEx Retrieval Copy

1 From 2/21/98 1824-7811-3

Brian Duddle

440 352-3939

CONGRESSMAN STEVEN LATOURETTE

1 VICTORIA FL

PAINESVILLE

2 To Linda J. Morgan

Surface Transportation Board

1925 K Street NW

Washington

DC

20423-0001

For HOLD in FedEx Location check here

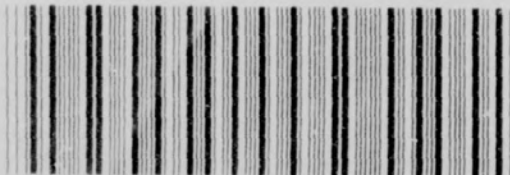
Hold Workdays

Hold Saturdays

For Saturday Delivery check here



For Saturday Delivery check here
 For Saturday Delivery check here



803848939403

4.1 Package Service: Package under 100 lbs.
 FedEx Priority Overnight
 FedEx Standard Overnight

5.1 Extra Services: Insured, Signature Required, Restricted Access, etc.
 Signature Required

6.1 Express Freight Service: Packages over 100 lbs.
 FedEx Freight

7.1 Packaging: FedEx Packaging Service

8.1 Special Handling: Fragile, Perishable, etc.

9.1 Payment: Cash, Credit Card, etc.

10.1 Other: Insurance, etc.

Total Packages: Total Weight: Total Charges:

11.1 Return Signature:

320

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STB

FD-33388

1-16-98

J

ID-BUSINESS

James C. Heimlich
Attorney at Law

JAMES C. HEIMLICH

435 East Broad Street
Westfield, N.J. 07090

(908) 233-3397

Fax: (908) 233-4919

January 14, 1998



Surface Transportation Board
ATT: VERNON A. WILLIAMS, SECRETARY
1925 K Street, N.W. - RM 700
Washington, DC 20423-0001

RE: TRANSIT: CONRAL LINE
MUNICIPALITY: BOROUGH OF ROSELLE PARK
COUNTY: UNION
STATE: NEW JERSEY

Dear Sir:

Would you please advise as to the current negotiations and what the prospects are for the sale of Conrail in the near future.

Thanking you, I am,

Very truly yours,

James C. Heimlich

JCH:mcp

c: Mayor & Concil
Borough of Roselle Park

STB FD-33388 1-15-98 J ID-BUSINESS

Vulcan

Materials Company

January 12, 1998

Office of Secretary
Case Control Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423



RE: Finance Docket No. 33388

Dear Mr. Secretary:

I am Richard Wright, the Vice President-Sales for Vulcan Materials Company. Vulcan Materials, located in Lombard, Illinois, is the nation's largest producer of construction aggregates. Our plant is served by the Wisconsin Central Ltd. Vulcan Materials currently utilizes the Wisconsin Central to handle rail shipments from our Sussex, Wisconsin quarry to our Grayslake, Illinois distribution yard. With competitive rates and excellent service, from this Wisconsin Central, we have increased our shipments from 60,000/tons to the present rate of 800,000/tons annually. This growth was accomplished in four short years with nearly flawless performance from the Wisconsin Central.

We understand that WCL has proposed acquiring and operating a portion of BOCT trackage known as the Altenheim Subdivision and would invest in improving these routes. We also understand that BOCT would retain rights to continue serving the existing eleven Altenheim Subdivision customers. In the Applicants' Rebuttal, CSXT and NS rejected WCL's purchase proposal and expressed concern that WCL would subordinate the local BOCT switching operations to WCL overhead movements and that service to these customers would suffer.

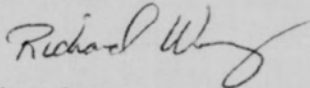
In many respects we currently occupy a position to that of customers on the Altenheim Subdivision should WCL acquire it - we are local shippers on a heavily-used WCL through route. The Illinois territory served by the Wisconsin Central and in which we are located has scheduled local rail service that is coordinated with WCL through trains operating between Fond du Lac, Wisconsin and Chicago connections. Wisconsin Central provides the rail services for our plant in an appropriate manner that minimizes our total cost to conduct business and satisfies our customers needs. We are pleased with both the level of local service and the cooperation received from the Wisconsin Central.

Page 2.

Based on our relationship with WCL and knowledge of WCL's practices and philosophy, we believe WCL will provide service that meets the needs of customers located on the Altenheim Subdivision and that the Applicants' Rebuttal is without merit. The Wisconsin Central has historically operated to a high standard of local customer service and there is no cause to believe the Altenheim Subdivision operation would be handled differently. In fact, it is our belief that the Wisconsin Central has taken customer service to a level that the CSXT and NS cannot relate to, nor achieve.

We strongly urge you to take these facts and comments into consideration in your deliberation of this very important issue.

Sincerely,

A handwritten signature in cursive script, appearing to read "Richard Wright".

Richard Wright
Vice President-Sales

cc: Will Glusac
Tim Todd
Tom Nawa
Sharon Rissenbeck

STB FD-33388 1-14-98 J ID-BUSINESS



Grain Processing Corporation

1600 Oregon Street
Muscatine, Iowa 52761-1494 USA
Phone 319-264-4211

January 6, 1998

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



STB FINANCE DOCKET NO. 33388

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

STB FINANCE DOCKET NO. 33388 (SUB-NO.76)

INDIANA SOUTHERN RAILWAY COMPANY
-TRackage RIGHTS-
CSX TRANSPORTATION, INC. AND INDIANA RAILROAD COMPANY

VERIFIED STATEMENT
OF
ROBERT J. WILLIS

My name is Robert J. Willis, Vice President of Transportation for Grain Processing Corporation. My business address is 1600 Oregon Street; Muscatine, IA 52761. I have held my position for six (6) years and my responsibilities include negotiation of rail contracts, rail property leases and rail equipment leases, as well as arranging for carload shipments.

Grain Processing Corporation is a corn wet milling company located in Muscatine, Iowa. We are currently constructing a new plant near Washington, Indiana, on the Indiana Southern Railroad. One of the primary reasons for selecting this site was the rail transportation alternatives offered by connections the Indiana Southern had with Class I railroads. One of these was Conrail in Indianapolis for our customers in the east and northeast. By allowing the Indiana Southern's request for trackage rights you will assure competition for the future through this large 2 to 1 shipping community of Indianapolis and its surrounding area.

The grain business is highly competitive and economic survival is directly related to availability of responsive transportation service at competitive rates. Long distance truck transportation is not a viable alternative due to volume shipment requirements.



Grain Processing Corporation

1600 Oregon Street

Muscatine, Iowa 52761-1494 USA

Phone 319-264-4211

Page 2

The loss of rail service options would be detrimental to our business as we are dependent on the cost effectiveness of rail shipments, especially over long distances where trucks cannot compete. Without these options, our ability to compete in the current market would be greatly reduced if not eliminated.

Furthermore, we have seen the manner in which customers throughout the country have been affected by service problems resulting from recent railroad mergers in the western United States. Given this scenario, we feel the value of a viable alternative after the Conrail acquisition is evident.

In summation, we request the Surface Transportation Board to grant the trackage rights requested by the Indiana Southern Railroad (ISRR). We believe the ISRR trackage rights will help maintain competition, protect my company and others from potential post-merger rate increases, and guarantee rail transportation in the event of service problems such as those experienced recently in the west.

I, Robert J. Willis, 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.

Executed on January 6, 1998.

Sincerely,

GRAIN PROCESSING CORPORATION

Robert J. Willis
Vice President Transportation

RJW/bc

STB

FD-33388

1-12-98

J

ID-GOV



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

*Filed
Docket
FD-33388*

January 12, 1998

Mr. Joel S. Weiner
Executive Director
North Jersey Transportation Planning Authority
One Newark Center, 17th Floor
Newark, NJ 07102

Dear Mr. Weiner:

Thank you for your letter enclosing a copy of the resolution passed by your organization regarding the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and the effect it may have on the State of New Jersey.

This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388. As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997, and the Board has received replies to these filings, including rebuttal by the applicant railroads, which were filed on or before December 15, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998.

In deciding whether a control transaction such as the one being proposed here is in the public interest and should be approved, the Board must consider various factors required by law, including the interest of all rail carrier employees affected by the proposed transaction, the effect of the proposed transaction on the adequacy of transportation to the public, and whether the proposed transaction would have an adverse effect on competition among rail carriers in the affected region or in the national rail system. In this regard, let me assure you that the Board will give full consideration to the issues that you have raised. Because this proceeding is pending before the Board, however, it would be inappropriate for me to comment further on the case.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan

STB

FD-33388

1-8-98

J

ID-PUBLIC

2340 - South 35 Street
Omaha, Nebraska 68105
December 18, 1997



Surface Transportation Board
Department of Transportation
Washington, D. C.

I support the sale
of Conrail.

All single track mainline in the
U. S. should be doubletracked.

The Santa Fe from Denver to Omaha
is single track.

George Van Haven

STB

FD-33388

1-6-98

J

ID-MOES

United States Senate

WASHINGTON, DC 20510-3002

COMMITTEES:
APPROPRIATIONS
BUDGET
ENVIRONMENT AND PUBLIC WORKS
INTELLIGENCE
HELSINKI COMMISSION

December 17, 1997

Ms. Linda Morgan
Chairperson
Surface Transportation Board
1201 Constitution Avenue, NW
Washington, D.C. 20423

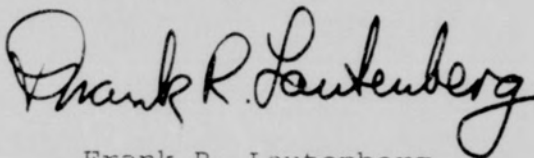
Dear Ms. Morgan:

I am enclosing copies of correspondence I have received from concerned constituents.

Please provide any information you might have addressing my constituents' inquiry. I would appreciate it if you would respond directly to my constituents and return a copy of your response and the enclosed correspondence to my office.

Thank you for your assistance.

Sincerely,



Frank R. Lautenberg
United States Senator

FRL/rmw
Enclosure

REPLY TO:

506 HART SENATE OFFICE BUILDING
WASHINGTON, DC 20510-3002
(202) 224-4744

E-mail: frank.lautenberg@lautenberg.senate.gov
Internet: www.senate.gov/~lautenberg

ONE NEWARK CENTER 14TH FLOOR
NEWARK, NJ 07102-5257
(201) 645-3030

BARRINGTON COMMONS
208 WHITE HORSE PIKE
SUITES 18-19
BARRINGTON, NJ 08007-1322
(609) 757-5353

Dear Senator

My name is Richard T. Sarnon I have been working for Conrail since 10/11/75. Conrail is being purchased by N.S. and CSX railroads. Conrail's company has stock set aside and is going to use this stock for employees bonuses after the sale. I would like to see these stocks divided up between the union workers along with management. The average union worker has been on Conrail since its existence. Many of the managers have come later (much later). I believe the sale of Conrail should be held up until this is settled. I also believe the protection package should be the same as the employees of the B&O - Santa Fe railroad employees received.

Thank You

Richard Sarnon

323 W. 6TH AVE

CONROCK, PA 19428

316

✓

Oct. 9, 1997

Dear Senator

My name is Gary K. Weinstein and I have been working for Conrail since April of 1976. Prior to that, I worked for the Penn Central railroad since July of 1973.

Conrail is being purchased by the N. S. and C. S. X. railroads. As an agreement employee for almost 25 years, I feel I should also share in the Conrail stock that is set aside for management & J.

Most of Conrail management has far less time served than I. I also feel a protection plan such as the BN Santa Fe agreement should also help.

GARY K. WEINSTEIN
39 WEST 56 ST.
BAYVIEW, N.J. 07002

THANKS
Gary K. Weinstein
#007271

10-9-97

Dear Senator,

My name is James Moore I have been working for Conrail since 1977. Conrail is being purchased by the NS and CSX Railroads. Conrail as a company has stock set aside and is going to use the stock for employees bonuses after the sale. I would like to see these stocks divided up between the union workers along with management. The average union worker has been on Conrail since its existence. Many of the managers have come later (much later). I believe the sale of Conrail should be held up until this is settled. I also believe the protection package should be the same as the employees of BN-SANTEE RAILROAD employees received.

Thank you

James Moore

86 IRVING ST

JERSEY CITY NJ

07307

Dear Senator

My name is CHARLES REAP I have been working for Conrail since 1976. Prior to that the Lehigh Valley R/R since 1971. Conrail is being purchased by the NS and CSX railroads. Conrail as a company has stock set up and is going to have the stock for employees bonuses after the sale. I would like to see these stocks divide up between the union workers along with management. The average union worker has been on Conrail since its existence. Many of the managers have come later (much later). I believe the sale of Conrail should be held up until this is settled. I also believe the protection package should be the same as the employees of the BN-SANTE FE railroad employees received.

Thank You
Charles Reap
387 PORT-RA-PECK AVE
OCEANPORT, N.J.
'07757

DEAR SENATOR:

MY NAME IS TERRY SCHNEIDER I HAVE BEEN WORKING FOR CONRAIL SINCE APRIL 1ST 1976. CONRAIL IS BEING PURCHASED BY THE NS AND CSX RAILROADS. CONRAIL AS A COMPANY HAS STOCK SET ASIDE AND IS GOING TO USE THIS STOCK FOR EMPLOYEES BONUSES AFTER THE SALE. I WOULD LIKE TO SEE THESE STOCKS DIVIDE UP BETWEEN THE UNION WORKERS ALONG WITH MANAGEMENT. THE AVERAGE UNION WORKER HAS BEEN ON CONRAIL SINCE IT EXISTENCE. MANY OF THE MANAGERS HAVE COME LATER, MUCH LATER. I BELIEVE THE SALE OF CONRAIL SHOULD BE HELD UP UNTIL THIS IS SETTLED. I ALSO BELIEVE THE PROTECTION PACKAGE SHOULD BE THE SAME AS THE EMPLOYEES OF THE BN - SANTE FE RAILROAD EMPLOYEES RECEIVED

THANK YOU VERY MUCH
FOR YOUR CONCERN:
Terry Schneider

TERRY SCHNEIDER
733 SHERIDAN AVE
ROSELLE NJ 07203

P.S. I STARTED ON THE RAILROAD
WITH THE CNJ 1.28.74

STB

FD-33388

12-22-97

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ID-MO

~~IS~~

✓

United States Senate

WASHINGTON, DC 20510-0104

December 16, 1997

via Facsimile

Mr. Joseph Dettmar
Surface Transportation Board
Railroad Issues
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Dettmar:

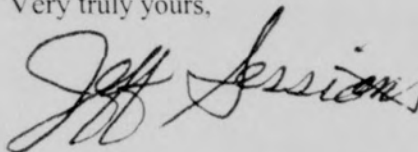
Enclosed is a letter I received from Mayor Wayne Meherg, Fayette, Alabama, regarding Norfolk Southern Railroad's proposal to abandon the tracks in their county. Fayette is interested in obtaining operation of this portion of the railway in order to provide short line railroad service to the City.

Mayor Meherg is asking the Surface Transportation Board to delay their decision on this proposal for 60 to 90 days so that they may determine the viability of using the tracks to accommodate another short line rail service.

Mayor Meherg feels that the railroad is an important part of helping the local industry thrive and would greatly appreciate the opportunity to explore this option. Please provide any information that you may have in response to this request so that I may give assistance to the City of Fayette. Also, please note my concern and interest in this matter.

Thank you in advance for your attention to this issue. Please respond to Susan McElyea in my Huntsville, Alabama office at 200 Clinton Avenue, Suite 706, Huntsville, Alabama 35801 or call 205/533-0979.

Very truly yours,



Jeff Sessions
United States Senator

JS:sm

Enclosure

w:\q4876

CITY OF FAYETTE



102 2ND AVENUE S.E.
FAYETTE, ALABAMA 35555
PHONE 205-932-5367

Mrs. Betty Wilson
Senator Sessions' Office
Washington, DC

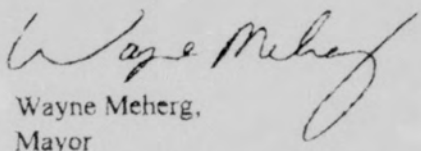
Dear Mrs. Wilson:

Norfolk Southern Railroad has proposed to abandon their tracks and service in Fayette County, AL. This abandonment effects the City Fayette by way of depriving us of rail service. We were led to believe that there were no parties interested in operating this section of railroad. The City of Fayette has reason to believe that if we could obtain the railway in tact we could have a "short line" railroad provide service for our city. I am asking that you and Senator Sessions try by all legal means to get the Surface Transportation Board to postpone their decision so we may fully explore this option. The decision is due by December 27, 1997, so I beseech you to use all possible haste.

If I can be of assistance, please do not hesitate to call.

Thank you,

CITY OF FAYETTE


Wayne Meherg,
Mayor

STB

FD-33388

12-16-97

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ID-PUBLIC

South Central Local Schools

Robert F. Shaffer, Jr.
Superintendent

Shirley F. Oney
Treasurer

3305 Greenwich Angling Road, Greenwich, Ohio 44837-9443

Phones (419) 752-3354

(419) 752-3815

FAX (419) 752-6927

October 24, 1997

Surface Transportation Safety Board
1925 K Street, N.W.
Washington, D.C., 20423-001



To Whom It May Concern:

As a member of the South Central Local Schools Community in Huron County, I am asking for your help. CSX Railroad is expanding their Willard yard and Greenwich connections without concern for public safety. Repeated attempts have been made by Huron County to get CSX to address this issue, but CSX has refused to commit to public safety.

Increased rail traffic, (80 to 100 trains per day) through Greenwich, Ohio, will virtually close all emergency response access to 2,067 residents of Greenwich Village, Ripley Township, part of Greenwich Township, and 923 students in the South Central school system (1/4 mile north of Greenwich)....THIS IS TOTALLY UNACCEPTABLE.

Huron County has requested that CSX install either an overpass or underpass for all three rail crossings on Townsend Street in Greenwich, Ohio. We cannot deny public safety to our residents and schools! Adding two more tracks will not lessen the blockage but only enhance it.

How can railroads do major expansions to enhance their profitability without any regard for public safety? I really need your help; my life and the lives of others, especially our children, depend on it!!!

Sincerely,

Jeff Wilson
Robert Schuchart

STB

FD-33388

12-15-97

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ID-public



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

File in Docket
STB-33388

December 15, 1997

Mr. and Mrs. V.R. Iden
194 Arbor Rd.
Minerva, OH 44657

Dear Mr. and Mrs. Iden:

I have received your letter expressing concerns about the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and the effect it may have on Conrail employees.

This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388. As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998.

In deciding whether a control transaction such as the one being proposed here is in the public interest and should be approved, the Board must consider various factors required by law, including the interest of all rail carrier employees affected by the proposed transaction, and the effect of the proposed transaction on the adequacy of transportation to the public. In this regard, let me assure you that the Board will give full consideration to the issues that you have raised. Because this proceeding is pending before the Board, however, it would be inappropriate for me to comment further on the case.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan

Nov. 3, 1997

194 Arbor Rd

MINERVA, OH 44657

OFFICE
CHAIRMAN

Dear Mr. Morgan,

We are writing to urge you as head of the STB to carefully consider the impact on the lives of many Conrail employees if CSX and NS take it over.

The Maintenance of Way Shop where my husband is employed will be one of many Conrail Shops that will be closed. Many of the men employed there such as my husband are at the age where no one will hire them at a livable wage and they are too young to retire.

My husband is going on 59 and we are raising our ^{6 YEARS OLD} grandson. We stand to lose everything we have worked for in our 35 years of marriage not to mention our grandson's welfare and future.

All you have to do is look at the mess caused by the merger of Union Pacific with Southern Pacific to see what is going to happen.

There is much more at stake here than business. There are many lines going to be drastically changed, and from all we've been told and read, it will not be for the better.

I implore you to consider all aspects of this merger before the STB reaches a decision on this matter.

Yours truly,
Mr. & Mrs. U. R. Iden
Veryl & Bette Iden



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

*Filed in
Docket
STB-33388*

December 15, 1997

Rev. Railton D. Loy
712 E. 10th Street
Mishawaka, IN 46544

Dear Rev. Loy:

I have received your letter expressing concerns about the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and the effect it may have on Conrail employees.

This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388. As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998.

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I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan

Linda J. Morgan

November 19, 1997

Surface Transportation Board
1925 K. Street N.W.
Washington D.C.

Dear Ms Morgan;

I represent one of many endangered Con-Rail Railroad employees that are "Shaking in their boots" over the thought that we shall become statics like so many became after the ill fated UP/SP merger.

Just recently Con_Rail implemented an Impac program designed to relieve the many long hours held away from home when one is working a road job. We used to lay in a motel 16 to 20 hours now we are there no more then 14. Nearly all who have worked the road for any number of years have heart, blood pressure and cholesterol problems. So much that Elkhart has a "Zipper Club" of men who have had open heart surgeries due to the stress, long hours and improper diet. Norfolk Southern does not have this Impac program and we must go back to conditions that are less then appealling. Norfolk Southern fires anyone who sustains an injury to make their record look good. This keeps a young, inexperienced work force.

The massive tie ups on the UP Railroad has caused severe headaches for shippers.and freight has slowed to a crawl. We have engines coming out of the Proviso UP yard that are not serviced, fueled or cleaned.

CHAINMAN MORGAN

NOV 25 2 04 PM '97

RECEIVED
SURFACE TRANSPORTATION

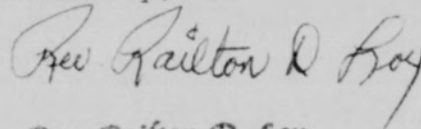
Some of the poorest engines on the rail come from the Norfolk Southern. They do not even have bathrooms with a sanitary system.

Now you are asked to open Pandoras Box once more by allowing NS/CSX to absorb Con_Rail. Norfolk Southern has already stated that there will be at least a 20% reduction in freight in the Elkhart area. The huge Bethlehem Steel and Midwest Steel do not want Norfolk Southern as their shipper.

Please allow the F.R.A. to have a part in these negotiations as the country deserves better then this merger will create.

Com-Ed has said they will have to switch to more expensive natural gas because their shipments are no longer on time. Bigger certainly is not better.

Sincerely,

A handwritten signature in cursive script that reads "Rev. Railton D. Loy". The signature is written in dark ink and is positioned above the typed name and address.

Rev. Railton D. Loy
712 E 10th Street
Mishawaka, IN 46544
219-256-0315

STB

FD-33388

12-9-97

J

ID-BUSINESS

Fleet Supplies, Inc.

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



P.O. BOX 93831
CLEVELAND, OHIO 44101-5831
PHONE: (216) 621-5250
FAX: 216 621 1157
TELEX: 205 098LA

Re: CSX/NS Conrail Transaction: STB Fiance Docket
No. 33388 Cleveland Comments

Dear Mr. Williams:

My name is Mary Tatarko and I am Corporate Traffic Manager for Fleet Supplies, Inc. with Cleveland area facilities located at 250 Mahoning Avenue. My company had previously submitted a letter of support for the joint application of CSX and NS to acquire Conrail and had urged the STB to approve the transaction giving my company greater market penetration through single-line service and competitive pricing to, from and within the eastern United States.

The purpose of this letter is to strongly reiterate that support. It has come to my attention that the City of Cleveland and the Honorable Mayor White have expressed serious concerns over the impact of increased frequencies of trains through certain neighborhoods of Cleveland. Furthermore, the City and Mayor White have stated that the City of Cleveland, its residents and businesses, will not see any noticeable benefits from this transaction. While I appreciate the City's concerns for the impact on local neighborhoods, I believe the NS plans offer enormous economic benefits to the city, its residents and businesses. As most of this new traffic is intermodal, the expected increased train traffic will be far less disruptive to local neighborhoods than more trucks traversing roads in Cleveland and northern Ohio.

My company employs 16 Cleveland area residents. For this facility to stay competitive in the face of a global economy, Cleveland area businesses need a viable, strong rail network that the transaction will produce. Competitive rail service offers my company and others the opportunity to expand and enhance employment prospects for Cleveland residents.

I have serious reservations about suggestions that NS restructure or alter a solid operating plan. These suggestions lack economic or transportation justification. I expressed support for the transaction because I believed that those plans, if implemented, would translate into significant advantages to my company. Deviations from that plan could place my and other Cleveland businesses dependent on rail services at a competitive disadvantage vis-a-vis other

industrial Midwestern cities. I cannot stress enough that in order to grow and employ more residents, we cannot jeopardize the efficient, cost-effective rail service this plan represents. Using alternative trucking is more expensive and affects my company's ability to compete successfully. Besides, trucks pollute far more than rail. They damage our roads, and increase the tax burden on citizens and businesses. These types of costs determine whether businesses locate or expand in Cleveland.

NS has an excellent safety record. Its safety program serves as a model for other carriers. I know firsthand that NS takes its commitment to safety seriously, and so do we. I know that NS has pledged to work with Cleveland officials to improve safe rail operations.

The City of Cleveland should not view this transaction as a threat or blight to local communities, but as an opportunity. Cleveland has an opportunity to prosper again as an industrial giant. The joint NS/CSX transaction is a necessary component in attaining that goal.

Very truly yours,

Mary Tatarko

Mary Tatarko
Fleet Supplies, Inc.

STB

FD-33388

12-5-97

J

ID-BUSINESS



November 25, 1997

Amoco Petroleum Products

200 East Randolph Drive
Post Office Box 87707
Chicago Illinois 60680-0707

Office of Secretary
Case Control Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20473



RE: Finance Docket No. 33388

Dear Mr. Secretary:

I am Bill Esslinger, the Manager of Land Transportation Services for Amoco Petroleum Products. Amoco operates a 400MB/D petroleum refinery in Whiting, IN which is located in the Chicago Switching District and served by the Indiana Harbor Belt.

We are very much concerned about the potential ramifications to us and other industries should CSX Transportation, Inc. (CSXT) and Norfolk Southern Railway Company (NS) be permitted to acquire Conrail's 51% interest in the IHB, as proposed in the pending application in the Conrail acquisition case. We are particularly concerned about the effect of CSXT's proposed control and administration of the IHB on the vital neutral switching services that IHB now provides. CSXT will dispatch and manage IHB and, as we understand the CSXT/NS application makes clear, will utilize IHB largely to accommodate and service CSXT's own line haul traffic to and from Chicago.

The Chicago Switching District is both an extremely important and an extremely congested terminal area. Efficient switching services accessible to everyone on an equal basis are vital for the movement of my company's traffic - not to mention for the handling of the vast amount of other freight that moves through this vital gateway. We believe that CSXT's control of IHB will seriously diminish IHB's capability and availability to serve this role. With CSXT seeking to utilize IHB for its own self-serving purposes, we are concerned about the impact on charges assessed other line-haul carriers for intermediate switching service and for terminal service to access our facilities. In addition, CSXT's prior performance and its record for fair and equitable dispatching of trains and switching of customers has been less than commendable.

The proposed Conrail transaction also would diminish any possible alternatives we might have to a CSXT-dominated IHB. As the Board is aware, there are three major terminal and transfer carriers serving Chicagoland and the Northeast Indiana industrial area--IHB, the Belt Rail company of Chicago (BRC) and the Baltimore & Ohio Chicago Terminal Railroad Company (BOCT). CSXT already owns BOCT outright. It is also a sizable (in fact, the largest) owner of the BRC. If its application in this proceeding is approved as

Office of Secretary
November 25, 1997
Page 2

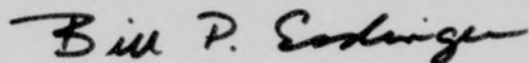
submitted, CSXT would not only own and operate BOCT, but would further increase its dominant holdings in the BRC (and together with NS would control half of BRC's stock) and manage the day-to-day operations of IHB. The ownership and control of IHB will give CSXT a stranglehold on the vital Chicago switching district.

We feel that, in the best interests of the shipping public, the Surface Transportation Board should order that an independent owner or owners acquire Conrail's share of the IHB, and continue the neutral control and operation of the IHB in conjunction with IHB's existing minority interest owner, Soo Line Railroad Company (Canadian Pacific).

A consortium consisting of the Elgin, Joliet and Eastern Railway Company and its parent, Transtar, Inc. and I&M Rail Line, LLC has indicated its desire to acquire Conrail's interest in the IHB and continue to operate the carrier as an independent and neutral provider of switching services. We feel this is a desirable and viable alternative to the CSXT proposal.

We strongly urge you to take these facts and comments into consideration in your deliberation of this very important issue.

Sincerely,



Bill P. Esslinger
Manager, Land Transportation Services

BPE/ms

STB

FD-33388

12-5-97

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ID-GOV



MARYLAND Office of Planning

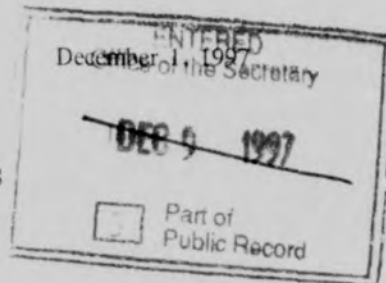
184672

Parris N. Glendening
Governor



Ronald M. Kreitner
Director

Ms. Elaine K. Kaiser
Chief, Environmental Analysis
Case Control Unit, STB Finance Docket 33388
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001



REVIEW AND RECOMMENDATION

State Application Identifier: MD970916-0908
Description: Scoping for Draft Environmental Impact Statement CSX Corp. and Norfolk Southern Railway Corporation's Proposed Acquisition and Control of Conrail (see MD970108-0012)
Applicant: Surface Transportation Board, Section of Environmental Analysis
Location: Washington, DC & Maryland

FD 33388

Recommendation: Endorsement With Qualifying Comments and Contingent Upon Certain Actions

Dear Ms. Kaiser:

In accordance with Presidential Executive Order 12372 and Code of Maryland Regulation 14.24.04, the State Clearinghouse has coordinated the intergovernmental review of the referenced project. This letter with attachments constitutes the State process review and recommendation based upon comments received to date. This recommendation is valid for a period of three years from the date of this letter.

Review comments were requested from the Maryland Departments of Budget and Management-Capital, Business and Economic Development, the Environment, Housing and Community Development including the Maryland Historical Trust, Natural Resources and Transportation; Tri-County Council for Western Maryland; and the Maryland Office of Planning. As of this date, the Tri-County Council for Western Maryland has not submitted comments. This endorsement is contingent upon the applicant considering and addressing any problems or conditions that may be identified by their review. Any comments received will be forwarded.

The Maryland Departments of Budget and Management, Business and Economic Development, and Transportation; and the Maryland Office of Planning found this project to be **consistent** with their plans, programs, and objectives.

The Maryland Departments of Natural Resources and the Environment found this project to be **generally consistent** with their plans, programs and objectives, but included certain qualifying comments summarized below and discussed in the attached comments.

The Maryland Departments of Housing and Community Development including the Maryland Historical Trust stated that their findings of consistency are contingent upon the applicant taking the actions summarized below and discussed in the attached comments.

Summary of Comments:

The Maryland Historical Trust recommended that the applicant consult with the Trust in order to complete the review of Section 106 of the National Historic Preservation Act.

Ms. Elaine K. Kaiser
December 1, 1997
Page 2

The Maryland Department of the Environment stated that the proposed environmental impact statement should address these issues; the effect of the merger on MARC rail service, plans for night-time freight operations, and existing Conrail properties that may require some remediation due to environmental contamination.

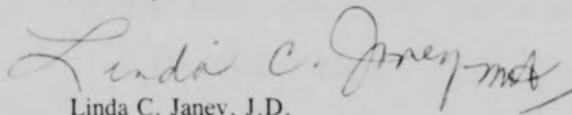
The Maryland Department of Natural Resources recommended that land along wetlands and waterways be maintained as naturally vegetated buffer areas.

Any statement of consideration given to the comments should be submitted to the approving authority, with a copy to the State Clearinghouse. Additionally, the State Application Identifier Number must be placed on any correspondence pertaining to this project. The State Clearinghouse must be kept informed if the recommendation cannot be accommodated by the approving authority.

Please remember, you must comply with all applicable state and local laws and regulations. If you have any questions about the comments contained in this letter or how to proceed, please contact the State Clearinghouse at (410) 767-4490. **Also please complete the attached form and return it to the State Clearinghouse as soon as the status of the project is known. Any substitutions of this form must include the State Application Identifier Number. This will ensure that our files are complete.**

We appreciate your attention to the intergovernmental review process and look forward to your continued cooperation.

Sincerely,



Linda C. Janey, J.D.
Manager, Clearinghouse & Plan Review Unit

LCJ:BR:mds

Enclosures

(* indicates with attachments)

cc: *DBMC - Charles Richardson
 *MDE - Steve Bieber
 *DNR - Ray Dintaman
 *MDOT - Henry Kay
 *TCCWMD - Michael Wagoner

*DBED - Jim Gatto
*DHCD - Sue Hartman
*OPC - Mary Abrams
*OPL - Scrib Sheafor
*OPM - Gray

PLEASE COMPLETE YOUR REVIEW & RECOMMENDATION BEFORE October 13, 1997
RETURN YOUR COMPLETED
RESPONSE FORM TO:

Linda C. Janey, J.D.
Manager, Clearinghouse & Plan Review Unit
Maryland Office of Planning
301 West Preston Street, Room 1104
Baltimore, Maryland 21201-2365

State Application Identifier:	MD970916-0908	Clearinghouse Contact Person:	Bob Rosenbush
Location:	Washington, DC & MD	Clearinghouse Telephone:	(410) 767-4490
Applicant:	Surface Transportation Board, Section of Environmental Analysis		
Description:	Scoping for Draft Environmental Impact Statement CSX Corp. and Norfolk Southern Railway Corp's Proposed Acquisition and Control of Conrail (see MD970108-0012)		

Based on a Review of the Information Provided, We Have (✓) Checked the Appropriate Determination Below

CONSISTENT RESPONSES - FOR USE BY STATE AGENCIES ONLY

	C1	It is consistent with our plans, programs, and objectives.
	C2	It is consistent with the policies contained in Executive Order 01.01.1992.27 (Maryland Economic Growth, Resource Protection, and Planning Act of 1992) <u>and</u> our plans, programs, and objectives.
No	C3	(MHT ONLY) It has been determined that the project will have "no effect" on historic properties and that the federal and/or state historic preservation requirements have been met.
	C4	(DNR ONLY) It has been determined that this project is in the Coastal Zone and is not inconsistent with the Maryland Coastal Zone Management Program.

CONSISTENT RESPONSES - FOR USE BY COUNTY & LOCAL AGENCIES ONLY

	C5	It is consistent with our plans, programs, and objectives.
	C6	It is consistent with the Economic Growth, Resource Protection, and Planning Visions (Planning Act of 1992) <u>and</u> our plans, programs, and objectives.

OTHER RESPONSES - FOR USE BY ALL AGENCIES

	R1	GENERALLY CONSISTENT WITH QUALIFYING COMMENTS. It is generally consistent with our plans, programs and objectives, <u>but</u> the attached qualifying comment is submitted for consideration.
X	R2	CONTINGENT UPON CERTAIN ACTIONS. It is generally consistent with our plans, programs and objectives <u>contingent upon</u> certain actions being taken as noted in the attached comment.
	R3	NOT CONSISTENT. It raises problems concerning compatibility with our plans, programs, objectives, or Planning Act visions/policies; or it may duplicate existing program activities, as indicated in the attached comment. If a meeting with the applicant is requested, please check here. <input type="checkbox"/>
	R4	ADDITIONAL INFORMATION REQUESTED. Additional information is required to complete the review. The information needed is identified below. If an extension of the review period is requested, please check here. <input type="checkbox"/>

Attach additional comments if necessary OR use the spaces below for brief comments.

STB must complete the project's Section 106 review, in consultation with MHT, as project planning proceeds

Name: E. J. Cole
Organization: MHT / DMCD
Address: 100 Community Place
Crownville, MD 21032

Signature: E. J. Cole
Phone: 410 514-7631
Date Completed: 9/26/97
(✓) ☐ Check here if additional comments attached.

PLEASE COMPLETE YOUR REVIEW & RECOMMENDATION BEFORE October 13, 1997
RETURN YOUR COMPLETED
RESPONSE FORM TO:

Linda C. Janey, J.D.
 Manager, Clearinghouse & Plan Review Unit
 Maryland Office of Planning
 301 West Preston Street, Room 1104
 Baltimore, Maryland 21201-2365

State Application Identifier:	MD970916-0908	Clearinghouse Contact Person:	Bob Rosenbush
Location:	Washington, DC & MD	Clearinghouse Telephone:	(410) 767-4490

Applicant:	Surface Transportation Board, Section of Environmental Analysis
Description:	Scoping for Draft Environmental Impact Statement CSX Corp. and Norfolk Southern Railway Corp's Proposed Acquisition and Control of Conrail (see MD970108-0012)

Based on a Review of the Information Provided, We Have (✓) Checked the Appropriate Determination Below

CONSISTENT RESPONSES - FOR USE BY STATE AGENCIES ONLY

C1	It is consistent with our plans, programs, and objectives.
C2	It is consistent with the policies contained in Executive Order 01.01.1992.27 (Maryland Economic Growth, Resource Protection, and Planning Act of 1992) <u>and</u> our plans, programs, and objectives.
C3	(MHT ONLY) It has been determined that the project will have "no effect" on historic properties and that the federal and/or state historic preservation requirements have been met.
C4	(DNR ONLY) It has been determined that this project is in the Coastal Zone and is not inconsistent with the Maryland Coastal Zone Management Program.

CONSISTENT RESPONSES - FOR USE BY COUNTY & LOCAL AGENCIES ONLY

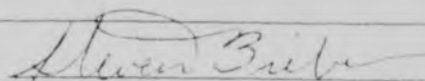
C5	It is consistent with our plans, programs, and objectives.
C6	It is consistent with the Economic Growth, Resource Protection, and Planning Visions (Planning Act of 1992) <u>and</u> our plans, programs, and objectives.

OTHER RESPONSES - FOR USE BY ALL AGENCIES

✓ R1	GENERALLY CONSISTENT WITH QUALIFYING COMMENTS: It is generally consistent with our plans, programs and objectives, <u>but</u> the attached qualifying comment is submitted for consideration.
R2	CONTINGENT UPON CERTAIN ACTIONS: It is generally consistent with our plans, programs and objectives <u>contingent upon</u> certain actions being taken as noted in the attached comment.
R3	NOT CONSISTENT: It raises problems concerning compatibility with our plans, programs, objectives, or Planning Act visions/policies; or it may duplicate existing program activities, as indicated in the attached comment. If a meeting with the applicant is requested, please check here. <input type="checkbox"/>
R4	ADDITIONAL INFORMATION REQUESTED: Additional information is required to complete the review. The information needed is identified below. If an extension of the review period is requested, please check here. <input type="checkbox"/>

Attach additional comments if necessary OR use the spaces below for brief comments.

Name: Steve Bieber
 Organization: TARSA/MDE
 2500 Broening Highway
 Baltimore MD 21224
 Address: (410) 631-3656

Signature: 

Phone: ()

Date Completed: 10/28/97

(✓) ☒ Check here if additional comments attached.



MARYLAND DEPARTMENT OF THE ENVIRONMENT
2500 Broening Highway • Baltimore, Maryland 21224
(410) 631-3000

Parris N. Glendening
Governor

Jane T. Nishida
Secretary

July 31, 1997

Office of the Secretary
Case Control Unit
STB Finance Docket No. 33388
Surface Transportation Board
1925 K Street, NW
Washington DC 20423-0001

Attention: Elaine K. Kaiser, Chief
Section of Environmental Analysis
Environmental Filing

RE: MDE Identification Number: ES970721-0033
Project: CSX Corporation et al

Dear Ms. Kaiser:

Thank you for the opportunity to review the above referenced project. The document was circulated throughout the Maryland Department of the Environment (MDE) for review, and the following comments are offered for your consideration.

- The EIS needs to address the air quality implications of the proposed merger on MARC commuter service, in particular how will mobile emissions change if MARC service is curtailed or is not allowed to expand in the future. MARC expansion is important to long range air quality goals because as the population of the Baltimore Washington area increases, Vehicle Miles Traveled (VMT) will increase unless there are alternatives to the automobile.
- Use of commuter rail is part of the regional effort to achieve compliance with National Ambient Air Quality Standards (NAAQS), standards for ozone reductions in mass transit service or prohibitions to its expansion will make compliance with the NAAQS more difficult. As it appears now, the proposed rail merger will not affect current or proposed levels of MARC service. If there is a reduction in current or proposed MARC service caused by this action, air quality modeling has to be performed and mitigation measures proposed.
- The EIS should cover impacts of the proposed merger, if any, on planned transit-oriented development, either by limiting expansion of commuter rail or by increasing night-time freight operations that might make living near the rail stations less attractive from a noise standpoint.

ES970721-0033

05/01/97

WASTE MANAGEMENT ADMINISTRATION RESPONSE TO CLEARINGHOUSE PROJECTS AND SECRETARY'S REFERRAL DOCUMENTS

Project Review SAI #/Location: MD 97-0916-0908 MARYLAND/D.C.

Received in WAS: 10-1-97

Due Date to OSPP: 10-9-97

Date Sent to OSPP: 10-3-97

Referral from Secretary:

Consistent with the following comments and response statements:

A section which identifies and describes existing Conral properties that may have environmental contamination or requiring remediation on other action should also be provided in the Environmental Impact Statement.

PLEASE COMPLETE YOUR REVIEW & RECOMMENDATION BEFORE October 13, 1997
RETURN YOUR COMPLETED
RESPONSE FORM TO:

Linda C. Janey, J.D.
Manager, Clearinghouse & Plan Review Unit
Maryland Office of Planning
301 West Preston Street, Room 1104
Baltimore, Maryland 21201-2365

NOV 4 1997

State Application Identifier:	MD970916-0908	Clearinghouse Contact Person:	Bob Rosenbush
Location:	Washington, DC & MD	Clearinghouse Telephone:	(410) 767-4490
Applicant:	Surface Transportation Board, Section of Environmental Analysis		
Description:	Scoping for Draft Environmental Impact Statement CSX Corp. and Norfolk Southern Railway Corp's Proposed Acquisition and Control of Conrail (see MD970108-0012)		
Based on a Review of the Information Provided, We Have (✓) Checked the Appropriate Determination Below			
CONSISTENT RESPONSES - FOR USE BY STATE AGENCIES ONLY			
C1	It is consistent with our plans, programs, and objectives.		
C2	It is consistent with the policies contained in Executive Order 01.01.1992.27 (Maryland Economic Growth, Resource Protection, and Planning Act of 1992) and our plans, programs, and objectives.		
C3	(MHT ONLY) It has been determined that the project will have "no effect" on historic properties and that the federal and/or state historic preservation requirements have been met.		
C4	(DNR ONLY) It has been determined that this project is in the Coastal Zone and is not inconsistent with the Maryland Coastal Zone Management Program.		
CONSISTENT RESPONSES - FOR USE BY COUNTY & LOCAL AGENCIES ONLY			
C5	It is consistent with our plans, programs, and objectives.		
C6	It is consistent with the Economic Growth, Resource Protection, and Planning Visions (Planning Act of 1992) and our plans, programs, and objectives.		
OTHER RESPONSES - FOR USE BY ALL AGENCIES			
X R1	GENERALLY CONSISTENT WITH QUALIFYING COMMENTS: It is generally consistent with our plans, programs and objectives, but the attached qualifying comment is submitted for consideration.		
R2	CONTINGENT UPON CERTAIN ACTIONS: It is generally consistent with our plans, programs and objectives contingent upon certain actions being taken as noted in the attached comment.		
R3	NOT CONSISTENT: It raises problems concerning compatibility with our plans, programs, objectives, or Planning Act visions/policies; or it may duplicate existing program activities, as indicated in the attached comment. If a meeting with the applicant is requested, please check here. <input type="checkbox"/>		
R4	ADDITIONAL INFORMATION REQUESTED: Additional information is required to complete the review. The information needed is identified below. If an extension of the review period is requested, please check here. <input type="checkbox"/>		

Attach additional comments if necessary OR use the spaces below for brief comments.

Attachment

Name: Kate Meador
Organization: DNR
Address: Annapolis MD

Signature: [Signature]
Phone: (410) 260-4115
Date Completed: 11/23/97
(✓) ☐ Check here if additional comments attached.

Qualifying Comments:

Project MD97-0908

Scoping for Draft EIS - CSX Corp and Norfolk Southern Railway Corp's
Proposed Acquisition and Control of Conrail
Maryland and Virginia

Based on a review of the information provided, we have determined that the above referenced project is generally consistent with our plans, programs and objectives; however, the following comments concerning guidelines and agency contacts for the development of an EIS are offered as guidance.

Critical Area Review

Projects proposed within the Chesapeake Bay Critical Area (area within 1000 feet of the high tide mark) may require notification of the Critical Area Commission by the local Government. For information in this regard, the applicant should contact the local Critical Area Program office in their county. For further information please call (410) 974-2426.

Threatened or Endangered Species

For information on Federal/State threatened or endangered species that may be present at the proposed project site, project plans should be sent to Michael Slattery, Associate Director, Wildlife and Heritage Division, Maryland Department of Natural Resources, Tawes State Office Building, E-1, Annapolis Md. 21401 (410) 260- 8540.

Fisheries Data

For information on fisheries, project plans should be sent to Ray Dintaman, Environmental Review Unit, Maryland Department of Natural Resources, Tawes State Office Building, B-3, Annapolis Md., 21401 (410) 260-8330.

Forest Conservation Act

The Forest Conservation Act requires that before the issuance of a grading or sediment control permit, the applicant shall have an approved Forest Conservation Plan and Forest Stand Delineation (Nat. Res. Art. 5-1601--5-1613, Annotated Code of Maryland).

The Act provides for the retention of forested areas in environmentally sensitive areas. For additional information, contact Maryland DNR-Forest Service, State Forest Conservation Act Coordinator, Anne Arundel County Project Office, 8023 Long Hill Road, Pasadena, MD 21122 (410) 768-0830.

Wetlands and Waterways

This Department strongly recommends that the land along wetlands and waterways and be maintained as naturally vegetated buffer areas. Impacts to these sensitive areas should be avoided. However, if impacts cannot be avoided they should be minimized to the greatest extent possible. Proposed impacts may require authorization from the Maryland Department of the Environment (MDE), Water Management Administration. It would be advisable for the project manager to contact MDE early in the planning process to establish a process for project review. For information in this regard, you may call 1-800-876-0200.

The Coastal Zone Management Act (CZMA) of 1972 requires that federally conducted or supported activities which affect the State's coastal zone be consistent, to the maximum extent practicable, with the State's approved Coastal Zone Management Program (CZMA, Section 307). A determination of consistency with the Act may require review of any permit applications for construction in floodplains, waterways or wetland areas by the Department of Natural Resources and the Department of the Environment. For further information please call (410) 631-8091.



MARYLAND Office of Planning

Parris N. Glendening
Governor

Ronald M. Kreitner
Director

MEMORANDUM

Please complete this form and return it to the State Clearinghouse upon receipt of notification that the project has been approved or not approved by the approving authority.

TO: **Maryland State Clearinghouse**
Maryland Office of Planning
301 West Preston Street
Room 1104
Baltimore, MD 21201-2365

DATE: _____
(Please fill in the date form completed)

FROM: _____
(Name of person completing this form.)

PHONE: (____) _____
(Area Code & Phone number)

RE: **State Application Identifier:** MD970916-0908
Project Description: Scoping for Draft Environmental Impact Statement CSX Corp. and Norfolk Southern Railway Corp's Proposed Acquisition and Control of Conrail (see MD970108-0012)

PROJECT APPROVAL

This project/plan was:

☐ Approved ☐ Approved with Modification ☐ Disapproved

Name of Approving Authority:

Date Approved:

FUNDING APPROVAL

The funding (if applicable) has been approved for the period of

_____, 199__ to _____, 199__ as follows:

Federal: \$ _____	Local: \$ _____	State: \$ _____	Other: \$ _____
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OTHER

☐ Further comment or explanation is attached

STB

FD-33388

12-4-97

J

ID-BUSINESS



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

*File in
Docket
FD-33388*

December 4, 1997

Mr. Richard K. Wilcox
President and CEO
Zen-Noh Grain Corporation
P.O. Box 39
Mandeville, LA 70470-0039

Dear Mr. Wilcox:

Thank you for your letter expressing the concerns of your organization about the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and expressing your support for conditions proposed by the Illinois Central Railroad. This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties, including the Illinois Central Railroad, addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998. Because this case is still pending, it would be inappropriate for me to comment on your specific concerns.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan

Linda J. Morgan



File in Docket

ZEN-NOH GRAIN CORPORATION

October 20, 1997

The Honorable Linda J. Morgan
Chairman
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Re: **Finance Docket No. 33388, CSX Corporation, et al.
Control and Operating Leases/Agreements -
Conrail Corporation, et al**

Dear Chairman Morgan:

I am President and CEO for Zen-Noh Grain Corporation. Zen-Noh Grain Corporation is a grain and woodchip exporter from the U.S. Gulf with annual sales of over \$2 billion. We are a major receiver of grain at our Convent, Louisiana terminal. Conrail today serves markets which are vital to the transportation of our traffic. The proposed control of Conrail by CSX and NS will directly and substantially affect us.

Since the announcement of CSX's and NS' proposed control of Conrail, Zen-Noh Grain Corporation has reviewed the materials provided by NS and CSX and listened with interest to what these carriers and others have said with respect to the benefits and effects of this control application. Although it appears that the proposed application may provide public benefits in certain markets, there remain, however, markets vital to this Company which we believe would be adversely affected by the merger. Absent the availability of effective competition alternative routings to these markets, we do not believe that the proposed merger can or should be approved.

The Illinois Central Railroad is a vital link in the transportation route structure to and from eastern markets. The ability of CSX to adversely impact IC's route through economic closure of gateways or creation of operating impediments at Memphis is neither appropriate nor acceptable where, as here, CSX's proposed application will enable it to control much of the rail traffic in the Eastern United States. Illinois Central's

CORPORATE OFFICE

P. O. BOX 39 • MANDEVILLE, LA 70470-0039
TEL. (504) 867-3500 • FAX (504) 867-3506

CONVENT TERMINAL

8886 LA HWY 44 • CONVENT, LA 70723
TEL. (504) 562-3571 • FAX (504) 562-3135

The Honorable Linda J. Morgan

October 20, 1997

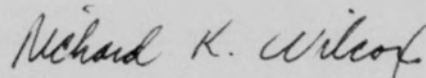
Page Two

routings and gateways to eastern markets are in heavy use now and are extremely efficient. We want those gateways to remain open and available without artificial economic constraints. CSX should not be allowed to close or hamper those gateways through a rate structure which forces traffic to CSX's long-haul routes. Further, Illinois Central's rail line is fast and efficient. The ability of CSX to operationally impede that rail line at Memphis should not be condoned and must be remediated.

We believe that Illinois Central, as a major railroad with the lowest operating ratio of any Class I, a route structure that would provide neutral access to all eastern gateways, and a willingness to invest its capital in its lines, has the necessary resources, commitment and incentive to provide an effective competitive alternative to and from eastern markets that we believe is necessary if Conrail is to be controlled by NS and CSX. We, therefore, strongly support Illinois Central's proposed conditions to the CSX application.

Respectfully submitted,

Zen-Noh Grain Corporation

A handwritten signature in dark ink, appearing to read "Richard K. Wilcox". The signature is fluid and cursive, with the first name "Richard" being more prominent.

Richard K. Wilcox
President and CEO

RKW/bc



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

File in Docket
JD-33388

December 4, 1997

Mr. Edwin E. Vigneaux
Traffic Manager
Reagent Chemical & Research, Inc.
1300 Post Oak Blvd.
Suite 680
Houston, TX 77056

Dear Mr. Vigneaux:

Thank you for your letter expressing the concerns of your organization about the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and expressing your support for conditions proposed by the Illinois Central Railroad. This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties, including the Illinois Central Railroad, addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998. Because this case is still pending, it would be inappropriate for me to comment on your specific concerns.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan

Linda J. Morgan



Reagent Chemical & Research, Inc.

1300 POST OAK BLVD. • SUITE 680 • HOUSTON, TEXAS 77056

OFFICE: (713) 626-1843 • FAX (713) 963-0951

File in Docket

October 17, 1997

The Honorable Linda J. Morgan
Chairman
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECEIVED
SURFACE TRANSPORTATION
BOARD
OCT 22 3 38 PM '97
CHAIRMAN MORGAN

RE: **Finance Docket No. 33388, CSX Corporation
et al. – Control and Operating Leases/Agreements -
Conrail Corporation, et al.**

Dear Chairman Morgan:

I am Traffic Manager for Reagent Chemical & Research, Inc. Reagent Chemical is the largest marketer of Hydrochloric Acid in the United States, with annual sales of over \$80MM. We operate facilities at Institute, WV (Conrail), Natrium, WV (CSX), Gallipolis, WV (CSX), Middlesex, NJ (Conrail), Baltimore, MD (CSX & Conrail), Charlotte, NC (CSX), Savannah, GA (CSX), Jacksonville, FL (CSX), Chattanooga, TN, (NS & CSX), Geismar and St. Gabriel, LA (IC). Conrail today serves markets which are vital to the transportation of our traffic. The proposed control of Conrail by CSX and NS will directly and substantially affect us.

Since the announcement of CSX's and NS' proposed control of Conrail, Reagent Chemical has reviewed the materials provided by NS and CSX and listened with interest to what these carriers and others have said with respect to the benefits and effects of this control application. Although it appears that the proposed application may provide public benefits in certain markets, there remain, however, markets vital to Reagent Chemical which we believe would be adversely affected by the merger. Absent the availability of effective competitive alternative routings to these markets, we do not believe that the proposed merger can or should be approved.

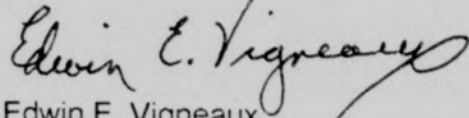
The Illinois Central Railroad is a vital link in the transportation route structure to and from Eastern markets. Almost 60% of our production is located in the Geismar, LA area and supplies much of our Eastern market. The ability of CSX to adversely impact IC's route through economic closure of gateways or creation of operating impediments at Memphis, TN is neither appropriate nor acceptable where, as here, CSX's proposed application will enable it to control much of the rail traffic in the Eastern United States. Illinois Central's routings and

The Honorable Linda J. Morgan
October 17, 1997
Page Two

gateways to Eastern markets are in heavy use now and are extremely efficient. We want those gateways to remain open and available without artificial economic constraints. CSX should not be allowed to close those gateways through a rate structure which forces traffic to CSX's long-haul routes. Further, Illinois Central's rail line is fast and efficient. The ability of CSX to operationally impede the rail line at Memphis should not be condoned and must be remediated.

We believe that Illinois Central, as a major railroad with the lowest operating ratio of any Class I railroad, a route structure that would provide neutral access to all eastern gateways, and a willingness to invest its capital in its lines, has the necessary resources, commitment and incentive to provide an effective competitive alternative to and from eastern markets that we believe is necessary if Conrail is to be controlled by NS and CSX. We, therefore, strongly support Illinois Central's proposed conditions to the CSX application.

Respectively submitted,


Edwin E. Vigneaux
Traffic Manager



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

File in Docket
STB-33388

December 4, 1997

Mr. Lamar Self
Manager of Distribution
Mississippi Chemical Corporation
Post Office Box 388
Yazoo City, MS 39194-0388

Dear Mr. Self:

Thank you for your letter expressing the concerns of your organization about the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and expressing your support for conditions proposed by the Illinois Central Railroad. This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

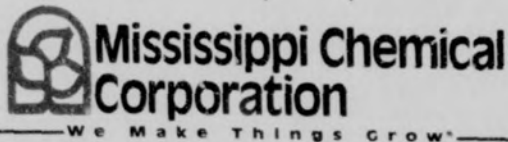
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I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan

Linda J. Morgan



*File in
Docket*

Phone (601) 746-4131

Post Office Box 388
YAZOO CITY, MISSISSIPPI 39194-0388

Fax (601) 746-9158

October 20, 1997

The Honorable Linda J. Morgan
Chairman
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Re: Finance Docket No. 33388, CSX Corporation,
et al. - Control and Operating Leases/Agreements-
Conrail Corporation, et al.

Dear Chairman Morgan:

I am Manager of Distribution for Mississippi Chemical Corporation with headquarters at Yazoo City, Mississippi. Mississippi Chemical is a major producer of all three primary plant food nutrients with sales of over \$520 million. We are a major shipper of nitrogen fertilizers with facilities at Yazoo City, Mississippi. We are served by the Illinois Central Railroad Company. Conrail today serves markets which are vital to the transportation of our traffic. The proposed control of Conrail by CSX and NS will directly and substantially affect us.

Since the announcement of CSX's and NS' proposed control of Conrail, Mississippi Chemical has reviewed the materials provided by NS and CSX and listened with interest to what these carriers and others have said with respect to the benefits and effects of this control application. Although it appears that the proposed application may provide public benefits in certain markets, there remain, however, markets vital to this company which we believe would be adversely affected by the merger. Absent the availability of effective competitive alternative routings to these markets, we do not believe that the proposed merger can or should be approved.

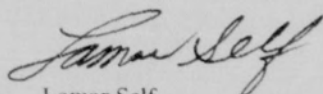
The Illinois Central Railroad is a vital link in the transportation route structure to and from eastern markets. The ability of CSX to adversely impact IC's route through economic closure of gateways or creation of operating impediments at Memphis is neither appropriate nor acceptable where, as here, CSX's proposed application will enable it to control much of the rail traffic in the Eastern United States. Illinois Central's routings and gateways to eastern markets are in heavy use now and are extremely efficient. We want those gateways to remain open and available without artificial economic constraints. CSX should not be allowed to close those gateways through a rate structure which forces traffic to CSX's long-haul routes. Further, Illinois Central's rail line is fast and efficient. The ability of CSX to operationally impede that rail line at Memphis should not be condoned and must be remediated.

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CHAIRMAN MORGAN

The Honorable Linda J. Morgan
October 20, 1997
Page 2

We believe that Illinois Central, as a major railroad with the lowest operating ratio of any Class I, a route structure that would provide neutral access to all eastern gateways, and a willingness to invest its capital in its lines, has the necessary resources, commitment and incentive to provide as effective competitive alternative to and from eastern markets that we believe is necessary if Conrail is to be controlled by NS and CSX. We, therefore, strongly support Illinois Central's proposed conditions to the CSX application.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Lamar Self".

Lamar Self
Manager of Distribution

LS/brc



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

*File in
Docket
STB-33388*

December 4, 1997

Mr. M.R. Checchi
Vice President - General Manager
Matson Intermodal System
333 Market Street
P.O. Box 7452
San Francisco, CA 94120

Dear Mr. Checchi:

Thank you for your letter expressing the concerns of your organization about the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and expressing your support for conditions proposed by the Illinois Central Railroad. This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

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I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan

Linda J. Morgan

Matson
Intermodal System

File in Docket
FD-33388

MICHAEL R. CHECCHI
VICE PRESIDENT - GENERAL MANAGER

October 20, 1997

The Honorable Linda J. Morgan
Chairman
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

RECEIVED
SURFACE TRANSPORTATION
BOARD
OCT 21 1 58 PM '97
CHAIRMAN MORGAN

**RE: Finance Docket No. 33388, CSX Corporation
et al. - Control and Operating Leases/Agreements -
Conrail Corporation, et al.**

Dear Chairman Morgan:

Matson Intermodal System is an intermodal marketing company that arranges rail freight distribution services throughout the United States, Canada and Mexico. Matson Intermodal is headquartered in San Francisco, CA., with sales offices located throughout the United States.

A number of our customers are located in the eastern United States at locations served by Conrail. Although it appears that the proposed application may provide public benefits in certain markets, there remain, however, markets vital to Matson Intermodal which we believe would be adversely affected by the merger.

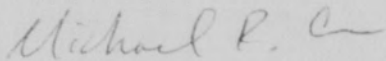
The Illinois Central Railroad is an important link in the transportation route structure to and from eastern markets. The ability of CSX to adversely impact IC's route structure through economic closure of gateways or creation of operating impediment at Memphis is neither appropriate nor acceptable where, as here, CSX's proposed application will enable it to control much of the rail traffic in the eastern United States. Illinois Central's routings and gateways to eastern markets are extremely efficient. We want those gateways to remain open and available without artificial economic constraints. CSX should not be allowed to close those gateways through a rate structure which forces traffic to CSX's long-haul routes. Further, Illinois Central's rail line is fast and efficient. The ability of CSX to operationally impede that rail line at Memphis should not be condoned and must be remedied.



The Honorable Linda J. Morgan
October 20, 1997
Page 2

We believe that Illinois Central provides a route structure with neutral access to all eastern gateways, and has demonstrated a willingness to invest its capital in its lines, has the necessary resources, commitment and incentive to provide an effective competitive alternative to and from eastern markets that we believe is necessary if Conrail is to be controlled by NS and CSX. We, therefore, strongly support Illinois Central's proposed conditions to the CSX application.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Michael R. Checchi".

M.R. Checchi
Vice President-General Manager

MRC/sm



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

File in Docket
JD-33388

December 4, 1997

Mr. Tom Hastings
President and CEO
Truck-Track Logistics Ltd.
9902 South 148th Street
Omaha, NE 68138-3820

Dear Mr. Hastings:

Thank you for your letter expressing the concerns of your organization about the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and expressing your support for conditions proposed by the Illinois Central Railroad. This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties, including the Illinois Central Railroad, addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998. Because this case is still pending, it would be inappropriate for me to comment on your specific concerns.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan



File in Docket

Truck-Track Logistics Ltd.

October 20, 1997

The Honorable Linda J. Morgan
Chairman
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

CHAIRMAN MORGAN

OCT 21 1 50 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Re: Finance Docket No. 33388, CSX Corporation
et al. - Control and Operating Leases/Agreements -
Conrail Corporation, et al.

Dear Chairman Morgan:

I am writing to go on record supporting the Illinois Central Railroad on the two conditions to protect competitive service and routing alternatives that they are requesting in reference to CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control and Operating Leases/Agreement -- Conrail, Inc. and Consolidated Rail Corporation.

The first is for the CSX to agree that for traffic moving to or from stations on CSX's lines and the lines of CSX's short line connections, upon request of Illinois Central or its customers, CSX will join with Illinois Central in market competitive joint rates via Illinois Central's Illinois gateways where the applicable joint line routes are reasonably efficient (distance considered) and/or where a competitive service package can be offered to the customer. In constructing joint rates via Illinois Central, CSX agrees that its portion of such joint rates shall be at rate levels comparable on a per mile basis with CSX's revenue requirement via the portion of its preferred long-haul route between the same origins and destinations. The parties by mutual agreement shall be free to establish joint rates on bases differing from those specified above.

The second is that Illinois Central believes that the Surface Transportation Board should allow Illinois Central to own and dispatch the Leewood-Aulon trackage while allowing CSX to operate over that trackage under trackage rights. This will preserve the integrity of Illinois Central's main line, while at the same time continuing to enable CSX to use the line for its secondary movements.

After the most recent debacle of the Union Pacific and Southern Pacific merger I believe it has become apparent to everyone that the importance of a competitive rail system is integral to the economic well being of the United States. Something as crucial as service and price competitive transportation of the goods and services required in our economy can not be taken for granted. To adequately protect the services that relies upon the Mississippi River gateway to New Orleans you must allow a quality carrier like the

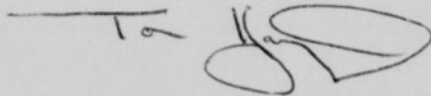
OCTOBER 20, 1997

Illinois Central to compete on a fair and level playing field. The condition will not obligate the shipper to move the traffic via Illinois Central, nor will it guarantee that they will move that traffic. Rather, by obligating CSX to charge the same per mile rate via alternate routes, Illinois Central will have the opportunity to compete for the traffic and insure the shipper has routing alternatives.

Again I feel it is very apparent the disastrous affect the Union Pacific-Southern Pacific merger has had and I could go on with a 200 page document and explain the financial hardship it has caused our company and our shippers but all you need to do is read the front page of any newspaper.

I urge you to grant the Illinois Central's request to help insure that our country continues to have a competitive and quality rail system.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Tom Hastings', with a stylized, looped flourish extending from the end of the name.

Tom Hastings
President and C.E.O.

STB

FD-33388

12-4-97

J

ID-STATES



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

*File in
Docket
78-33388*

December 4, 1997

The Honorable H. William DeWeese
Pennsylvania House of Representatives
The State Capitol
Harrisburg, PA 17120-2020

Dear Representative DeWeese:

I have received your letter expressing concerns about the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and the effect it may have on railroad employees and the State of Pennsylvania.

This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388. As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998.

In deciding whether a control transaction such as the one being proposed here is in the public interest and should be approved, the Board must consider various factors required by law, including the interest of all rail carrier employees affected by the proposed transaction, the effect of the proposed transaction on the adequacy of transportation to the public, and whether the proposed transaction would have an adverse effect on competition among rail carriers in the affected region or in the national rail system. In this regard, let me assure you that the Board will give full consideration to the issues that you have raised. Because this proceeding is pending before the Board, however, it would be inappropriate for me to comment further on the case.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan

Linda J. Morgan

H. WILLIAM DEWEESE
THE DEMOCRATIC LEADER



HOUSE OF REPRESENTATIVES
COMMONWEALTH OF PENNSYLVANIA
HARRISBURG

THE STATE CAPITOL
HARRISBURG, PENNSYLVANIA 17120-2020
PHONE: (717) 783-3797

October 20, 1997

The Honorable Linda Morgan
Chairperson
Surface Transportation Board
12th & Constitution Avenue, NW
Washington, DC 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
Railroad Control Application

Dear Chairperson Morgan:

I am writing to communicate my opposition to the proposed transaction contained in Finance Docket No. 33388. Specifically, I am requesting that the Surface Transportation Board (STB) vote against merging the Consolidated Rail Corporation (Conrail) into the Norfolk Southern Corporation and the CSX Corporation.

This merger will eliminate one-third of the Class I railroads east of the Mississippi River. It will eliminate one-fifth of the "mega-rail carriers" in the entire nation.

This proposed merger would affect almost every northeastern state. However, no state will suffer the consequences that the Commonwealth of Pennsylvania will experience if the Surface Transportation Board approves this proposed merger.

Federal statute law mandated that Conrail's corporate headquarters be located in Philadelphia, Pennsylvania. This facility would be severely downgraded to a regional office with the bulk of its jobs lost from the commonwealth forever.

Conway Yard in Beaver County, Pennsylvania is one of four major hump reclassification yards on the Conrail system. The Norfolk Southern Corporation in Volume 3B of the Railroad Control Application projects Conway Yard will lose 35.90 per cent of its



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BOARD
OCT 21 1997
CHAIRMAN MORGAN

*File in
Docket*

eastbound car reclassification work and 21.90 per cent of its westbound car reclassification work if this proposed merger is approved. These projected loses will be even greater if the Norfolk Southern Railway is unable to generate additional traffic gains in the post-merger period.

This merger will also eliminate Conrail's National Customer Service Center in North Fayette Township, Allegheny County, Pennsylvania. All of these jobs will be lost to the commonwealth.

In addition to job loses, railroad worker safety is a major concern. The western United States has recently witnessed a reduction from being served by four very large Class I carriers to being served by just two very large Class I carriers. This occurred with the merger of the Burlington Northern Railroad with the Atchison, Topeka and Santa Fe Railway and the merger of the Union Pacific Railroad with the Southern Pacific Transportation Company.

The merged Union Pacific System is an incredible behemoth consisting of a 36,000 mile rail network. The post-merger operations of the larger Union Pacific System has been a tragic experience for its operating rail crews. It has had three serious accidents recently that cost the lives of five workers and two stowaways.

A distinct problem is fatigue caused by a severe shortage of operating train crews and dispatchers. Countless train crewmembers have been stranded for hours until the railroad supplied relief crews. The fact is the Union Pacific did not have a sufficient number of properly trained operating employees to run a 36,000 mile system safely through 23 western and mid-western states.

The Union Pacific problem is not an isolated one. Two facts are highly relevant at this juncture. One fact is that the railroad industry is hauling more tonnage over more miles than ever before in the nation's history. The second fact is the railroads are doing this with fewer employees than ever before. Therein lies much of the problem.

The Union Pacific-Southern Pacific merger has been an unfortunate experience for many operating employees. However, the merger has been a horrendous experience to hundreds of businesses that are captive shippers and receivers to the larger Union Pacific in the post-merger period.

In addition to a significant crew and dispatcher shortage, the Union Pacific has a severe shortage of locomotives to move its incredibly large volume of freight. Contributing to this dilemma is the incompatibility of the Union Pacific and Southern Pacific car tracking computer systems. This has caused thousands of freight cars to be lost on the former Southern Pacific trackage within the Union Pacific System. Shippers and other railroads can not get empty freight cars back to be reloaded in a timely fashion. As opposed to stranded crews mentioned above, some crews have sat on Union Pacific trains for 12 hours while going nowhere.

Older Pennsylvanians are familiar with these types of problems. Thousands of cars, as well as whole trains one and two miles long, were lost on the Penn Central Railroad in the late 1960s and early 1970s. This occurred because the computer systems of the Pennsylvania Railroad and the New York Central System were incompatible. Chaos resulted. Yardmasters assembled trains uncertain of the true freight car destinations just to get the cars out of their gridlock choked yards. Unfortunately, the Interstate Commerce Commission had given its approval for those railroads to merge. This decision helped to create, what was at the time, the largest bankruptcy in American corporate history.

The Union Pacific operating problem recently became so bad that the National Industrial Transportation League, representing rail shippers, called a "summit meeting" in Houston, Texas with the railroad's executives to seek a resolution to the grievous problem. A key element of the problem is the monopolistic nature of service territories. This occurs because only two very large rail carriers remain to serve the entire western half of the contiguous forty-eight states of the country.

Railroad shippers, receivers, workers and public officials on the Conrail system have witnessed the operating disaster brought about by the sheer size of the Union Pacific-Southern Pacific merger. The absorption of Conrail into the Norfolk Southern Railway and CSX Transportation will leave only two very large rail systems in the eastern United States. These two very large railroads will be that much larger and that much more unwieldy to operate.

In 1980, the nation's large railroads lobbied hard for deregulation. They said that free market competition within the freight rail transportation industry should regulate the railroads- not government. Most lawmakers agreed and the Staggers Act was passed. It provided for a deregulated operating environment for the nation's large freight railroads including an expedited merger provision. However, since 1980 the large railroads have consistently eroded the discipline of the free rail transportation marketplace by eliminating competition through an endless succession of large-scale mergers.

If one-third of the very large Class I rail carriers in the eastern United States are eliminated by merger, a remedy must be offered by the Surface Transportation Board in the form of competitive access. At a minimum, the very existence of smaller Class II and III railroads must not be threatened.

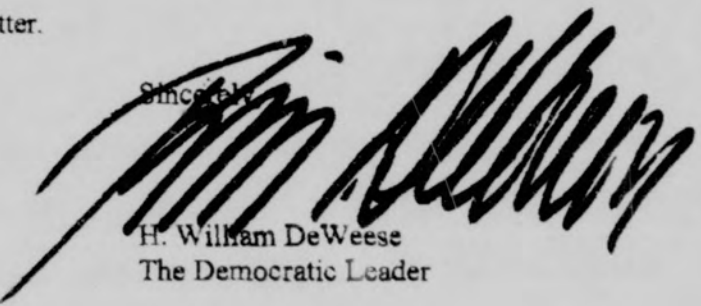
Regional carriers that serve Pennsylvania must be given the opportunity to provide competition through competitive access. This includes the Delaware & Hudson Railway (D&H), the Wheeling & Lake Erie Railway and the Buffalo & Pittsburgh Railroad. This merger, as presently structured, threatens the very existence of the Delaware & Hudson and the Wheeling & Lake Erie. Hence, this merger will not just eliminate eastern rail competition at the Class I level; it will grievously damage the economic viability of smaller regional rail carriers in Pennsylvania as well. This is unconscionable.

The Surface Transportation Board should deny the merger requested in this Railroad Control Application for all of the above listed reasons. However, if the board votes to approve the merger, it should attach such conditions that would preserve the limited competition that the Regional Rail Reorganization Act of 1973 provided by granting the Delaware & Hudson Railway trackage rights to connect with friendly carriers beyond the reach of its substantially larger competitors. The board should also bring about true competitive access by giving shippers and receivers, in proximity to D&H trackage rights, the ability to have the D&H directly serve their facilities.

Also, the Surface Transportation Board should grant the Wheeling & Lake Erie Railway and the Buffalo & Pittsburgh Railroad such trackage rights over Norfolk Southern and CSX as the smaller railroads need to make direct connection with shortline railroads in Pennsylvania. These two regional carriers should also have rights to directly serve those Pennsylvania businesses that are rail shippers and receivers along the lines with trackage rights.

Thank you for your consideration in this matter.

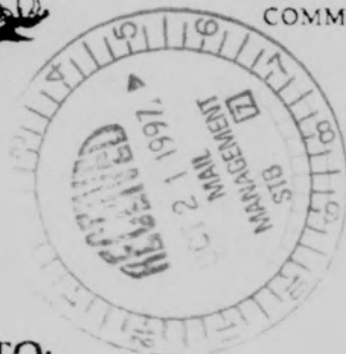
Sincerely,



H. William DeWeese
The Democratic Leader



DEMOCRATIC
FAX MACHINE COVER SHEET
HOUSE OF REPRESENTATIVES
COMMONWEALTH OF PENNSYLVANIA
HARRISBURG



DATE: 10/21/97

SENDING TO:

Telecopy Number: 202-565-9004

Office:

Surface Transportation Board

Name:

Walter A. Williams

Number of Pages Including Cover Sheet: 5

SENT FROM:

Name:

Rep. Bill DeWeese

Office:

Democratic Leader - PA House of Representatives

Telecopy Number:

772-3605



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

John Docket
JD-33388

December 4, 1997

The Honorable Susan Laughlin
Pennsylvania House of Representatives
120 South Office Building
House Box 202020
Harrisburg, PA 17120-2020

Dear Representative Laughlin:

I have received your letter expressing concerns about the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and the effect it may have on railroad employees and the State of Pennsylvania.

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I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan

SUSAN LAUGHLIN, MEMBER

555 MERCHANT STREET
AMBRIDGE, PENNSYLVANIA 15003-2464
PHONE: (412) 265-7774
FAX: (412) 773-7443

120 SOUTH OFFICE BUILDING
HOUSE BOX 202020
HARRISBURG, PENNSYLVANIA 17120-2020
PHONE: (717) 787-4444
FAX: (717) 772-1232



House of Representatives
COMMONWEALTH OF PENNSYLVANIA
HARRISBURG

October 20, 1997

The Honorable Linda Morgan
Chairperson
Surface Transportation Board
12th & Constitution Avenue, NW
Washington, DC 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
Railroad Control Application

Dear Chairperson Morgan:

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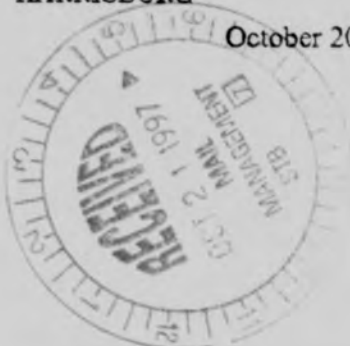
File in Docket

COMMITTEES

CONSUMER AFFAIRS - CHAIRPERSON,
SUBCOMMITTEE ON PUBLIC UTILITIES
COMMERCE AND ECONOMIC DEVELOPMENT
TRANSPORTATION

BEAVER COUNTY DELEGATION
SOUTHWEST DEMOCRATIC CAUCUS
ALLEGHENY COUNTY DEMOCRATIC
DELEGATION

SUBSTANCE ABUSE CAUCUS



CHAIRMAN MORGAN

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In addition to job losses, railroad worker safety is a major concern. The western United States has recently witnessed a reduction from being served by four very large Class I carriers to being served by just two very large Class I carriers. This occurred with the merger of the Burlington Northern Railroad with the Atchison, Topeka and Santa Fe Railway and the merger of the Union Pacific Railroad with the Southern Pacific Transportation Company.

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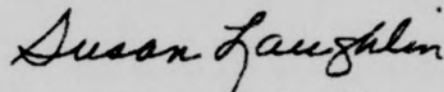
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Thank you for your consideration in this matter.

Sincerely,

A handwritten signature in cursive script that reads "Susan Laughlin". The signature is written in dark ink and is positioned above the printed name.

Representative Susan Laughlin



DEMOCRATIC
FAX MACHINE COVER SHEET
HOUSE OF REPRESENTATIVES
COMMONWEALTH OF PENNSYLVANIA
HARRISBURG



DATE: 10/21/97

SENDING TO:

Telecopy Number: 202-565-9004

Office: Surface Transportation Board

Name: Vernon A. Williams

Number of Pages Including Cover Sheet: 5

SENT FROM:

Name: Rep. Susan Laughlin

Office: House of Representatives - PA

Telecopy Number: (717) 787-6118

Finance Docket

GUY A. TRAVAGLIO, MEMBER
HOUSE BOX 202020
HARRISBURG, PENNSYLVANIA 17120-2020
PHONE: (717) 787-7886
FAX: (717) 787-0861

138 EAST JEFFERSON STREET
BUTLER, PENNSYLVANIA 16001
PHONE: (412) 283-5852
FAX: (412) 284-8253



COMMITTEES

LOCAL GOVERNMENT
TOURISM AND RECREATIONAL DEVELOPMENT

House of Representatives
COMMONWEALTH OF PENNSYLVANIA
HARRISBURG

October 20, 1997



The Honorable Linda Morgan
Chairperson
Surface Transportation Board
12th & Constitution Avenue, NW
Washington, DC 20423

Re: Finance Docket No. 33388

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Control and Operating Leases/ Agreements-
Conrail Inc. and Consolidated Rail Corporation
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CHAIRMAN MORGAN
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The Union Pacific problem is not an isolated one. Two facts are highly relevant at this juncture. One fact is that the railroad industry is hauling more tonnage over more miles than ever before in the nation's history. The second fact is the railroads are doing this with fewer employees than ever before. Therein lies much of the problem.

The Union Pacific-Southern Pacific merger has been an unfortunate experience for many operating employees. However, the merger has been a horrendous experience to hundreds of businesses that are captive shippers and receivers to the larger Union Pacific in the post-merger period.

In addition to a significant crew and dispatcher shortage, the Union Pacific has a severe shortage of locomotives to move its incredibly large volume of freight. Contributing to this dilemma is the incompatibility of the Union Pacific and Southern Pacific car tracking computer systems. This has caused thousands of freight cars to be lost on the former Southern Pacific trackage within the Union Pacific System. Shippers and other railroads can not get empty freight cars back to be reloaded in a timely fashion. As opposed to stranded crews mentioned above, some crews have sat on Union Pacific trains for 12 hours while going nowhere.

Older Pennsylvanians are familiar with these types of problems. Thousands of cars, as well as whole trains one and two miles long, were lost on the Penn Central Railroad in the late 1960s and early 1970s. This occurred because the computer systems of the Pennsylvania Railroad and the New York Central System were incompatible. Chaos resulted. Yardmasters assembled trains uncertain of the true freight car destinations just to get the cars out of their gridlock choked yards. Unfortunately, the Interstate Commerce Commission had given its approval for those railroads to merge. This decision helped to create, what was at the time, the largest bankruptcy in American corporate history.

The Union Pacific operating problem recently became so bad that the National Industrial Transportation League, representing rail shippers, called a "summit meeting" in Houston, Texas with the railroad's executives to seek a resolution to the grievous problem. A key element of the problem is the monopolistic nature of service territories. This occurs because only two very large rail carriers remain to serve the entire western half of the contiguous forty-eight states of the country.

Railroad shippers, receivers, workers and public officials on the Conrail system have witnessed the operating disaster brought about by the sheer size of the Union Pacific-Southern Pacific merger. The absorption of Conrail into the Norfolk Southern Railway and CSX Transportation will leave only two very large rail systems in the eastern United States. These two very large railroads will be that much larger and that much more unwieldy to operate.

In 1980, the nation's large railroads lobbied hard for deregulation. They said that free market competition within the freight rail transportation industry should regulate the railroads- not government. Most lawmakers agreed and the Staggers Act was passed. It provided for a deregulated operating environment for the nation's large freight railroads including an expedited merger provision. However, since 1980 the large railroads have consistently eroded the discipline of the free rail transportation marketplace by eliminating competition through an endless succession of large-scale mergers.

If one-third of the very large Class I rail carriers in the eastern United States are eliminated by merger, a remedy must be offered by the Surface Transportation Board in the form of competitive access. At a minimum, the very existence of smaller Class II and III railroads must not be threatened.

Regional carriers that serve Pennsylvania must be given the opportunity to provide competition through competitive access. This includes the Delaware & Hudson Railway (D&H), the Wheeling & Lake Erie Railway and the Buffalo & Pittsburgh Railroad. This merger, as presently structured, threatens the very existence of the Delaware & Hudson and the Wheeling & Lake Erie. Hence, this merger will not just eliminate eastern rail competition at the Class I level; it will grievously damage the economic viability of smaller regional rail carriers in Pennsylvania as well. This is unconscionable.

The Surface Transportation Board should deny the merger requested in this Railroad Control Application for all of the above listed reasons. However, if the board votes to approve the merger, it should attach such conditions that would preserve the limited competition that the Regional Rail Reorganization Act of 1973 provided by granting the Delaware & Hudson Railway trackage rights to connect with friendly carriers beyond the reach of its substantially larger competitors. The board should also bring about true competitive access by giving shippers and receivers, in proximity to D&H trackage rights, the ability to have the D&H directly serve their facilities.

Also, the Surface Transportation Board should grant the Wheeling & Lake Erie Railway and the Buffalo & Pittsburgh Railroad such trackage rights over Norfolk Southern and CSX as the smaller railroads need to make direct connection with shortline railroads in Pennsylvania. These two regional carriers should also have rights to directly serve those Pennsylvania businesses that are rail shippers and receivers along the lines with trackage rights.

Thank you for your consideration in this matter.

Sincerely,

Guy A. Travaglio

Representative Guy A. Travaglio



DEMOCRATIC
FAX MACHINE COVER SHEET
HOUSE OF REPRESENTATIVES
COMMONWEALTH OF PENNSYLVANIA
HARRISBURG

DATE: 10/21/97

SENDING TO:

Telecopy Number: 202-565-9004

Office: Surface Transportation Board

Name: Vernon A. Williams

Number of Pages Including Cover Sheet: 5

SENT FROM:

Name: Rep. Guy A. Travaglio

Office: House of Representatives

Telecopy Number: 787-6118

STB

FD_33388

12-4-97

J

ID-PUBLIC



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

*Filed in
Docket
STB-33388*

December 4, 1997

Mr. James B. Barrett
2750 U.S. Route 30
Hookstown, PA 15050

Dear Mr. Barrett:

I have received your letter expressing concerns about the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and the effect it may have on employees and customers.

This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388. As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998.

In deciding whether a control transaction such as the one being proposed here is in the public interest and should be approved, the Board must consider various factors required by law, including the interest of all rail carrier employees affected by the proposed transaction, and the effect of the proposed transaction on the adequacy of transportation to the public. In this regard, let me assure you that the Board will give full consideration to the issues you have raised. Because this proceeding is pending before the Board, however, it would be inappropriate for me to comment further on the case.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan

Linda J. Morgan

File in Docket
FA-33388

James B Barrett
2750 U.S. Route 30,
Hookstown, PA 15050

October 17, 1997

Ms. Linda Morgan, Chairman
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

CHAIRMAN MORGAN

OCT 21 3 04 PM '97

RECEIVED
SURFACE TRANSPORTATION BOARD

Madam Chairman:

I am writing concerning the impending Acquisition of Conrail by the Norfolk Southern and CSXT.

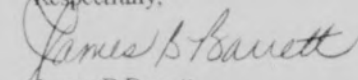
As a railroad worker since August 26, 1976, I want to emphasize that this is not just a job, but my career. I take great pride in the work that I do. The customers I work with day to day have become more than just customers, they have become friends I address on a first name basis. The quality of service we provide has become more than just my duty, it is a personal commitment to my friend.

It is therefore, with considerable distress and alarm, that we now face the impending acquisition of Conrail. We have witnessed the disastrous results of the UP/SP merger, know the same awaits our own operations and fear that they will be even worse. It does not take a genius to figure out that SOMEONE will have to pay for this hugely expensive acquisition. Likewise, we know it will not be the CEO's, Presidents and Vice-Presidents with their lucrative golden parachutes! It will be my customers through rate increases and poorer service. Belts will have to be tightened, and that "belt" will be around the necks of employees like me. Jobs will have to be cut, service WILL suffer and if my customer does not like it, well too bad. Just ask the UP's customers in Texas or California. Imagine if you will, the chaos that would result if that happened in New York City, where they depend on rail service for most of their food? Fine words from CSXT and NS spokesmen to the contrary will not change facts. I remind you that the very same promises came from the mouths of the UP and SP officials as well.

To allow this acquisition to go forward, will result in an unmitigated disaster, far worse than anything we now face with the ill advised merger of the UP and SP railroads. I will not waste my time trying to convince you to stop this merger. I am sure that has already been decided and is a done deal. What I would like to stress, is the need for real guarantees for my customers. Guaranteed service at their current level and high standards, guaranteed rate stabilization at present levels, as a maximum to ensure they don't have to pay for your mistake and guaranteed manpower levels to protect productivity and safety of our fellow employees. The needs of our customers are not served with over-worked, and exhausted people, as well demonstrated by the UP/SP.

Thank you for your consideration.

Respectfully,


James B Barrett



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

File in Docket
FD-33388

December 4, 1997

Ms. Janet A. McFarland
103 Vandivort Dr.
Beaver, PA 15009

Dear Ms. McFarland:

I have received your letter expressing concerns about the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and the effect it may have on employees and customers.

This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388. As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998.

In deciding whether a control transaction such as the one being proposed here is in the public interest and should be approved, the Board must consider various factors required by law, including the interest of all rail carrier employees affected by the proposed transaction, and the effect of the proposed transaction on the adequacy of transportation to the public. In this regard, let me assure you that the Board will give full consideration to the issues you have raised. Because this proceeding is pending before the Board, however, it would be inappropriate for me to comment further on the case.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan

Janet A McFarland
103 Vandivort Dr.,
Beaver, PA 15009

October 17, 1997

Ms. Linda Morgan, Chairman
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

Madam Chairman:

I am writing concerning the impending Acquisition of Conrail by the Norfolk Southern and CSXT.

As a railroad worker since October 10, 1966, I want to emphasize that this is not just a job, but my career. I take great pride in the work that I do. The customers I work with day to day have become more than just customers, they have become friends I address on a first name basis. The quality of service we provide has become more than just my duty, it is a personal commitment to my friend.

It is therefore, with considerable distress and alarm, that we now face the impending acquisition of Conrail. We have witnessed the disastrous results of the UP/SP merger, know the same awaits our own operations and fear that they will be even worse. It does not take a genius to figure out that SOMEONE will have to pay for this hugely expensive acquisition. Likewise, we know it will not be the CEO's, Presidents and Vice-Presidents with their lucrative golden parachutes! It will be my customers through rate increases and poorer service. Belts will have to be tightened, and that "belt" will be around the necks of employees like me. Jobs will have to be cut, service WILL suffer and if my customer does not like it, well too bad. Just ask the UP's customers in Texas or California. Imagine if you will, the chaos that would result if that happened in New York City, where they depend on rail service for most of their food? Fine words from CSXT and NS spokesmen to the contrary will not change facts. I remind you that the very same promises came from the mouths of the UP and SP officials as well.

To allow this acquisition to go forward, will result in an unmitigated disaster, far worse than anything we now face with the ill advised merger of the UP and SP railroads. I will not waste my time trying to convince you to stop this merger. I am sure that has already been decided and is a done deal. What I would like to stress, is the need for real guarantees for my customers. Guaranteed service at their current level and high standards, guaranteed rate stabilization at present levels, as a maximum, to ensure they don't have to pay for your mistake and guaranteed manpower levels to protect productivity and safety of our fellow employees. The needs of our customers are not served with over-worked, and exhausted people, as well demonstrated by the UP/SP.

Thank you for your consideration.

Respectfully,

Janet A. McFarland
Janet A McFarland

File in Docket
70-33388

OFFICE OF
CHAIRMAN MORGAN

OCT 21 3 44 PM '97

RECEIVED
SURFACE TRANSPORTATION BOARD



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

File in Docket
FD-33388

December 4, 1997

Ms. Michele Ann Johns
2911 Leona Lane
Coraopolis, PA 15108

Dear Ms. Johns:

I have received your letter expressing concerns about the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and the effect it may have on employees and customers.

This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388. As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998.

In deciding whether a control transaction such as the one being proposed here is in the public interest and should be approved, the Board must consider various factors required by law, including the interest of all rail carrier employees affected by the proposed transaction, and the effect of the proposed transaction on the adequacy of transportation to the public. In this regard, let me assure you that the Board will give full consideration to the issues you have raised. Because this proceeding is pending before the Board, however, it would be inappropriate for me to comment further on the case.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan

Michele Ann Johns
2911 Leona Lane,
Coraopolis, PA 15108

October 17, 1997

Ms. Linda Morgan, Chairman
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

Madam Chairman:

I am writing concerning the impending Acquisition of Conrail by the Norfolk Southern and CSXT.

As a railroad worker since October 25, 1976, I want to emphasize that this is not just a job, but my career. I take great pride in the work that I do. The customers I work with day to day have become more than just customers, they have become friends I address on a first name basis. The quality of service we provide has become more than just my duty, it is a personal commitment to my friend.

It is therefore, with considerable distress and alarm, that we now face the impending acquisition of Conrail. We have witnessed the disastrous results of the UP/SP merger, know the same awaits our own operations and fear that they will be even worse. It does not take a genius to figure out that SOMEONE will have to pay for this hugely expensive acquisition. Likewise, we know it will not be the CEO's, Presidents and Vice-Presidents with their lucrative golden parachutes! It will be my customers through rate increases and poorer service. Belts will have to be tightened, and that "belt" will be around the necks of employees like me. Jobs will have to be cut, service WILL suffer and if my customer does not like it, well too bad. Just ask the UP's customers in Texas or California. Imagine if you will, the chaos that would result if that happened in New York City, where they depend on rail service for most of their food? Fine words from CSXT and NS spokesmen to the contrary will not change facts. I remind you that the very same promises came from the mouths of the UP and SP officials as well.

To allow this acquisition to go forward, will result in an unmitigated disaster, far worse than anything we now face with the ill advised merger of the UP and SP railroads. I will not waste my time trying to convince you to stop this merger. I am sure that has already been decided and is a done deal. What I would like to stress, is the need for real guarantees for my customers. Guaranteed service at their current level and high standards, guaranteed rate stabilization at present levels, as a maximum, to ensure they don't have to pay for your mistake and guaranteed manpower levels to protect productivity and safety of our fellow employees. The needs of our customers are not served with over-worked, and exhausted people, as well demonstrated by the UP/SP.

Thank you for your consideration.

Respectfully,

Michele Ann Johns
Michele Ann Johns

*File in Docket
JD-33388*



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

File in Docket
FD-33388

December 4, 1997

Mr. James Heatley
RD#2, Box 80
New Cumberland, WV 26047

Dear Mr. Heatley:

I have received your letter expressing concerns about the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and the effect it may have on employees and customers.

This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388. As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998.

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I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan

James Heatley
RD#2, Box 80,
New Cumberland, WV 26047

October 17, 1997

Ms. Linda Morgan, Chairman
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

Madam Chairman:

I am writing concerning the impending Acquisition of Conrail by the Norfolk Southern and CSXT.

As a railroad worker since October 20, 1976, I want to emphasize that this is not just a job, but my career. I take great pride in the work that I do. The customers I work with day to day have become more than just customers, they have become friends I address on a first name basis. The quality of service we provide has become more than just my duty, it is a personal commitment to my friend.

It is therefore, with considerable distress and alarm, that we now face the impending acquisition of Conrail. We have witnessed the disastrous results of the UP/SP merger, know the same awaits our own operations and fear that they will be even worse. It does not take a genius to figure out that SOMEONE will have to pay for this hugely expensive acquisition. Likewise, we know it will not be the CEO's, Presidents and Vice-Presidents with their lucrative golden parachutes! It will be my customers through rate increases and poorer service. Belts will have to be tightened, and that "belt" will be around the necks of employees like me. Jobs will have to be cut, service WILL suffer and if my customer does not like it, well toe bad. Just ask the UP's customers in Texas or California. Imagine if you will, the chaos that would result if that happened in New York City, where they depend on rail service for most of their food? Fine words from CSXT and NS spokesmen to the contrary will not change facts. I remind you that the very same promises came from the mouths of the UP and SP officials as well.

To allow this acquisition to go forward, will result in an unmitigated disaster, far worse than anything we now face with the ill advised merger of the UP and SP railroads. I will not waste my time trying to convince you to stop this merger. I am sure that has already been decided and is a done deal. What I would like to stress, is the need for real guarantees for my customers. Guaranteed service at their current level and high standards, guaranteed rate stabilization at present levels, as a maximum, to ensure they don't have to pay for your mistake and guaranteed manpower levels to protect productivity and safety of our fellow employees. The needs of our customers are not served with over-worked, and exhausted people, as well demonstrated by the UP/SP.

Thank you for your consideration.

Respectfully,

James Heatley

James Heatley

*P.S. At the present time,
it takes the UP RR 35 days
to get Rail cars From Texas to
East St Louis. Is this progress?
Is this acquisition what this country
needs? I think not.*

*File in Docket
JD-33388*

CHAIRMAN MORGAN

OCT 21 6 06 PM '97

RECEIVED
SURFACE TRANSPORTATION BOARD



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

*File in
Docket
JD-33388*

December 4, 1997

Mr. George Fletcher
628 S. Lincoln Avenue
Niles, MI 49120-2928

Dear Mr. Fletcher:

I have received your letter expressing concerns about the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and the effect it may have on rail employees.

This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388. As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998.

Regarding concerns over the impact of the proposed transaction on railroad employees, in deciding whether a control transaction such as the one being proposed here is in the public interest, the Board must consider the interest of all rail carrier employees affected by the proposed transaction. Let me assure you that the Board will give full consideration to the interest of affected rail employees, as well as the other factors required by law, in deciding whether to approve the proposed transaction. Because this proceeding is pending before the Board, however, it would be inappropriate for me to comment further on the case.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan

October 16, 1997

Surface Transportation Board
1925 K Street N.W.
Washington, D.C. 20423

File in Docket
FD-33388
OCT 21 3 44 PM '97
CHAIRMAN MORGAN
RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Linda J. Morgan,

I am again writing to you with my concern over the merger-break up of Conrail, by the CSX and Norfolk Southern railroads.

It is my belief that if the Surface Transportation Board does not put curtain efforts in the area of massive job cuts, safety and / or abandonment of parts of our rail system in the states that Conrail now operates this will have an impact on the local people.

Look at the problem that the Union Pacific and the Southern Pacific are having trying to make that merger-takeover work. Loss of jobs, business's, inability to track cars, the hours crews are having to work trying to move trains. This I believe is just a tip of the iceberg that can happen if this break-up takes place. The change's that these company's are about to make needs to be looked at REALLY CLOSE.

The railroad's are under staffed in all crafts now. How are they going to be able to run the railroads safely ?

Please take a close look at the problems Union Pacific and Southern Pacific and make our jobs safer and better place to work.

Sincerely,

George Fletcher

George Fletcher
Locomotive Engineer Conrail

STB

FD-33312-4-97

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ID-CITIES



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

*File in
Docket
FD-33388*

December 4, 1997

Mr. W. Robert Herbert
City Manager
City of Roanoke
Room 364, Municipal South
215 Church Avenue, S.W.
Roanoke, VA 24011-1591

Dear Mr. Herbert:

I have received your letter expressing concerns about the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and the effect it may have on railroad employees and the Roanoke community.

This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388. As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998.

Regarding concerns over the impact of the proposed transaction on railroad jobs, in deciding whether a control transaction such as the one being proposed here is in the public interest, the Board by law must consider the interest of all rail carrier employees affected by the proposed transaction. Let me assure you that the Board will give full consideration to the interest of affected rail employees, as well as the other factors required by law, in deciding whether to approve the proposed transaction. Because this proceeding is pending before the Board, however, it would be inappropriate for me to comment further on the case.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan



*Feb 11
Rocket*

Office of the City Manager

JD-33388

CHAIRMAN MORGAN

Oct 21 1 58 PM '97

RECEIVED

October 20, 1997

The Honorable Linda J. Morgan, Chair
U. S. Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

RE: Case #33388 CSX/NS - Contract and operating leases and agreement - Conrail, Inc., and Consolidated Rail Corporation

Dear Ms. Morgan:

Since 1852 the railroad has played a defining role in the development of the city of Roanoke and its surrounding area in western Virginia. The Virginia and Tennessee Railroad (V&T) was built in that year through Roanoke, then known as Big Lick. It provided delivery of goods and services between Lynchburg and Bristol, Virginia.

Since V&T's first track was laid, acquisitions, mergers and reorganization have occurred to enhance the delivery of transportation services throughout this region and the eastern portion of the nation. As the mergers occurred in the mid 1800's, many issues had to be dealt with. But, as a result of the continued mergers and acquisitions, Roanoke, Virginia, became a vibrant city built around the railroad's growth. Today Roanoke still has the largest concentration of Norfolk Southern employees in the NS system.

With the announcement of the proposed merger between Norfolk Southern and Conrail, issues surface as they did previously. Foremost in the minds of some Roanoke area Norfolk Southern employees is the possible elimination of their jobs. Since Norfolk Southern is a major employer in this region, elimination of these jobs would negatively impact the region's economy.

Still, the city's Office of Economic Development, because of its expectation that the area's existing jobs will be preserved, as well as new jobs created, expresses support for the merger. In fact, the greatest threat to jobs in the Roanoke region would be CSX's acquisition of Conrail without NS. In this instance, Norfolk Southern would be reduced to a regional carrier, vulnerable to a hostile take over by another railroad, such as Burlington Northern.

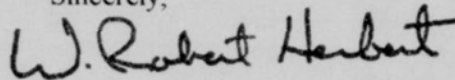
The city of Roanoke, along with other jurisdictions in the region, is prepared to work closely with NS. It is our hope that Roanoke's position will be enhanced by its being a major center of a stronger Norfolk Southern Corporation. Towards this end, we are prepared to work with NS to create new growth opportunities.

The Honorable Linda J. Morgan
October 20, 1997
Page 2

Because of our history with the railroad and its many past mergers and acquisitions, the city asks for your support in retaining existing jobs. Our experience leads us to believe that the proposed merger could be a growth opportunity for Norfolk Southern, CSX, and the Roanoke Region.

Thank you for your time and consideration.

Sincerely,

A handwritten signature in dark ink, appearing to read "W. Robert Herbert". The signature is fluid and cursive, with the first name "W." and last name "Herbert" clearly distinguishable.

W. Robert Herbert
City Manager

PFS/kdc

cc: Mayor and Members of Roanoke City Council
David Goode, Chairman, Norfolk Southern Corporation
Phillip F. Sparks, Chief, Economic Development



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

File in Docket
JD-33388

December 4, 1997

The Honorable Charles Hill
Mayor
Town of Vinton
P.O. Box 338
Vinton, VA 24179

Dear Mayor Hill:

I have received your letter expressing concerns about the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and the effect it may have on railroad employees and the Roanoke community.

This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388. As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998.

Regarding concerns over the impact of the proposed transaction on railroad jobs, in deciding whether a control transaction such as the one being proposed here is in the public interest, the Board by law must consider the interest of all rail carrier employees affected by the proposed transaction. Let me assure you that the Board will give full consideration to the interest of affected rail employees, as well as the other factors required by law, in deciding whether to approve the proposed transaction. Because this proceeding is pending before the Board, however, it would be inappropriate for me to comment further on the case.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan



Mayor
Charles R. Hill

TOWN OF VINTON

P. O. BOX 338
VINTON, VIRGINIA 24179

PHONE (540) 983-0607
FAX (540) 983-0621

In Docket

JD-33388

Council Members

Robert R. Altice
C. Buford Barton
Donald L. Davis
William E. Obenchain, Jr.

October 17, 1997

The Honorable Linda J. Morgan
Chair, U. S. Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

RE: Case #33388CSX/NS-Contract and
Operating Leases and Agreements
Conrail, Inc. and Consolidated Rail Corporation

Dear Ms. Morgan:

The Vinton Town Council wishes to go on record seeking the Surface Transportation Board's support for including during its deliberations for the above merger, the maintenance of jobs within the NS system and more specifically the Roanoke Valley.

The Council received material regarding this matter at its September 16, 1997 meeting. The material discussed the maintenance of jobs in the existing Conrail, CSX and NS systems. The Council wishes to support the working citizens of the NS facilities in the Roanoke Valley and asks that all due and deliberate consideration be given during your deliberations regarding this merger to maintaining these facilities, and maintaining the existing rail employment level in the Roanoke area to the greatest extent feasible during the ongoing efforts by Norfolk Southern Corporation to purchase Conrail operations.

Thank you for consideration of this request.

Sincerely,

Charles Hill

Charles Hill
Mayor

CRH/csr

RECEIVED
SURFACE TRANSPORTATION
BOARD
OCT 21 3 04 PM '97
CHAIRMAN MORGAN

STB

FD-33388

11-21-97

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ID-STATES



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

*File in
Docket
JD-33388*

November 21, 1997

The Honorable Norman J. Levy
New York State Senate
30 South Ocean Avenue
Room 305
Freeport, NY 11520

Dear Senator Levy:

Thank you for both of your letters forwarding correspondence from your constituent, Mr. Bill O'Brien, expressing concerns regarding the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads. Specifically, Mr. O'Brien recommends that specific conditions be imposed to address competitive issues in New York.

This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388. As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998. Because this case is still pending, it would be inappropriate for me to comment on your specific concerns.

I already have had your letter, and those of your constituent, made a part of the public docket in this proceeding, so that they can be considered along with the other comments received. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan

Linda J. Morgan



THE SENATE
STATE OF NEW YORK
ALBANY

NORMAN J. LEVY
8TH DISTRICT

COMMITTEE ASSIGNMENTS
CHAIRMAN, TRANSPORTATION
CHAIRMAN, SENATE MAJORITY CONFERENCE
CHAIRMAN, SENATE TASK FORCE
ON DRUNK DRIVING
CHAIRMAN, LEGISLATIVE COMMISSION
ON CRITICAL TRANSPORTATION CHOICES

MEMBER
ALCOHOLISM & DRUG ABUSE
FINANCE
EDUCATION
JUDICIARY
LABOR
RULES

PLEASE RESPOND
ALBANY OFFICE:
() ROOM 811
LEGISLATIVE OFFICE BUILDING
ALBANY, NEW YORK 12247
(518) 455-3341
✓ DISTRICT OFFICE:
30 SOUTH OCEAN AVENUE
ROOM 305
FREEPORT NEW YORK 11520
(516) 546-4100

October 17, 1997

Ms. Linda Morgan, Chairwoman
Surface Transportation Board
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

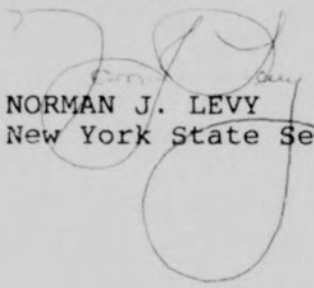
Dear Ms. Morgan:

On September 15, 1997, I wrote to you on behalf of Mr. Bill O'Brien, who resides at 79-43 268th Street, Floral Park, New York, and to date have received no response. I am enclosing, for your convenience, a copy of Mr. O'Brien's original correspondence to me.

I would greatly appreciate your expeditious review of this matter and being afforded the benefit of your comments as they will be most helpful in responding to Mr. O'Brien.

Thank you for your prompt attention to this request. I shall look forward to hearing from you.

Sincerely,


NORMAN J. LEVY
New York State Senator

NJL:11
Encl.

OFFICE OF
CHAIRMAN MORGAN

OCT 21 3 44 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Aug. 20, 1997

SIR:

The Surface Transportation Board has requested public comment on the Conrail acquisition by Norfolk Southern & CSX Railroads. As a supporter of rail transportation and an elected official, I would suggest several conditions to be imposed by the STB which would benefit New York. This window of opportunity could be used to correct transportation difficulties that the Federally created Conrail imposed on the Long Island & Lower Hudson Valley region.

FIRST CONDITION

The New York & Atlantic RR be granted trackage rights between Bush Junction Brooklyn and Greenville, N.J., over the Cross Harbor RR. This should put the Belkirk Curle into its deserved final rest.

SECOND CONDITION

AUG 26 REC'D

The New York & Atlantic RR be granted trackage rights over CSX between Fresh Pond Junction & Oak Point, Bronx and freight rights over the entire Metro-North System with the exception of the Port Jervis Line. This would restore a missing part of the old New Haven Line between Fresh Pond Junction and New Haven, Conn. A rail short-cut between N.J. & the Port of N.Y. would be created into Boston and New England, which would coincide with the dredging of N.Y. Harbor, rebuilding of the N.Y. Port Facilities and the rebuilding of the Amtrak line to Boston. Today there are about 3400 rail carloads originating in N.J. destined for New England. The potential is 123,750. N.J. receives 13,400 carloads from New England but 102,500 carloads could be sent via this routing (source N.J. D.O.T.). That's 867,300 less trucks crossing N.Y. State. The current Conrail bias & presumably CSX's, against Metro-North Freight shippers, who want to ship traffic south, could then be addressed. Some examples: Jack Frost Sugar, located in Tonkers, ships refined sugar by truck, because Conrail will only ship South after first going North to Belkirk; Metro-North buys sand in Central N.J. for use in their Diesel Engines. The sand is trucked to Croton because this routing is cheaper. In an odd twist,

King's Lumber on the Brewster Line in upper Westchester, used to receive two to three cars a week from Conrail. Since the Housatonic RR took service, the lumber is trucked from Danbury, because the Housatonic will not equip their engines for use on a commuter RR.

These conditions should go a long way towards removing truck traffic from the Hudson River corridor and roads, reducing congestion, pollution, and cutting infrastructure damage and increasing economic opportunities in the region.

I would hope that you would make these and other views known to the Surface Transportation Board.

Sincerely

Bill O'Brien

79-43 268 St

Floral Park, NY 11004

STB

FD-33388

11-21-97

J

ID-BUSINESS



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

File in Docket
FD-33388

November 21, 1997

Mr. Henry J. Deiters
Executive Vice President
Rowell Chemical Corporation
15 Salt Creek Lane
Suite 205
Hinsdale, IL 60521

Dear Mr. Deiters:

Thank you for your correspondence expressing your concerns regarding the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and expressing your support for conditions proposed by the Illinois Central Railroad. This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties, including the Illinois Central Railroad, addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998. Because this case is still pending, it would be inappropriate for me to comment on your specific concerns.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan



ROWELL Chemical Corporation

15 SALT CREEK LANE • SUITE 205 • HINSDALE, ILLINOIS 60521 • 630/920-8833 • FAX: 630/920-8994

October 24, 1997

The Honorable Linda J. Morgan
Chairman
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

CHAIRMAN MORGAN

OCT 24 5 15 PM '97

SURFACE TRANSPORTATION BOARD

Re: Finance Docket No. 33388, CSX Corporation,
et al. - Control and Operating Leases/Agreements
Conrail Corporation, et al.

Dear Chairman Morgan:

I am Executive Vice President for Rowell Chemical Corporation. Rowell is a large chemical distribution company in the Midwest with annual sales of over \$30,000,000.00. We are a major shipper of critical inorganic chemicals with facilities at Willow Springs, Illinois. Conrail today serves markets which are vital to the transportation of our traffic. The proposed control of Conrail by CSX and NS will directly and substantially affect us.

Since the announcement of CSX's and NS' proposed control of Conrail, Rowell has reviewed the materials provided by NS and CSX and listened with interest to what these carriers and others have said with respect to the benefits and effects of this control application. Although it appears that the proposed application may provide public benefits in certain markets, there remain, however, markets vital to this Company which we believe would be adversely affected by the merger. Absent the availability of effective competitive alternative routings to these markets, we do not believe that the proposed merger can or should be approved.

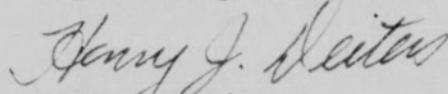
The Illinois Central Railroad is a vital link in the transportation route structure to and from eastern markets. The ability of CSX to adversely impact IC's route through economic closure of gateways or creation of operating impediments at Memphis is neither appropriate nor acceptable where, as here, CSX's proposed application will enable it to control much of the rail traffic in the Eastern United States. Illinois Central's routings and gateways to eastern markets are in heavy use now and are extremely efficient. We want those gateways to remain open and available without artificial economic constraints.

CSX
NACD
Responsible
Distribution
Process

should not be allowed to close those gateways through a rate structure which forces traffic to CSX's long-haul routes. Further, Illinois Central's rail line is fast and efficient. The ability of CSX to operationally impede that rail line at Memphis should not be condoned and must be remediated.

We believe that Illinois Central, as a major railroad with the lowest operating ratio of any Class I, a route structure that would provide neutral access to all eastern gateways, and a willingness to invest its capital in its lines, has the necessary resources, commitment and incentive to provide an effective competitive alternative to and from eastern markets that we believe is necessary if Conrail is to be controlled by NS and CSX. We, therefore, strongly support Illinois Central's proposed conditions to the CSX application.

Respectfully submitted,

A handwritten signature in cursive script, reading "Henry J. Deiters".

Henry J. Deiters
Executive Vice President

HJD/transboard1024



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

File in Docket
JS-33388

November 21, 1997

Mr. Cliff Edwards
Logistics Coordinator
Nucor-Yamato Steel Co.
Post Office Box 1228
Blytheville, AR 72316

Dear Mr. Edwards:

Thank you for your correspondence expressing your concerns regarding the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and expressing your support for conditions proposed by the Illinois Central Railroad. This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties, including the Illinois Central Railroad, addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998. Because this case is still pending, it would be inappropriate for me to comment on your specific concerns.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan

NUCOR-YAMATO STEEL CO.

Post Office Box 1228 ♦ Blytheville, Arkansas 72316 ♦ Telephone 501/762-5500 ♦ Fax 501/762-5154

Cliff Edwards
Logistics Coordinator
Nucor-Yamato Steel
PO Box 1228
Blytheville, AR 72316

November 6, 1997

The Honorable Linda J. Morgan
Chairman
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Re: Finance Docket No. 33388, CSX Corporation, et al. - Control and
Operating Leases/Agreements - Conrail Corporation, et al.

Dear Chairman Morgan:

I am the Logistics Coordinator for Nucor-Yamato Steel. Nucor-Yamato Steel is a producer of wide flange steel beams, with annual sales of over 2,200,000 tons. We ship 12,000-13,000 rail loads per year from our facility in Blytheville, AR. Conrail today serves markets which are vital to the transportation of our traffic. The proposed control of Conrail by CSX and NS will directly and substantially affect us.

Since the announcement of CSX's and NS's proposed control of Conrail, Nucor-Yamato has reviewed the materials provided by NS and CSX and listened with interest to what these carriers and others have said with respect to the benefits and effects of this control application. Although it appears that the proposed application may provide public benefits in certain markets, we want to be sure the application increases competition to the markets we serve. Absent the availability of effective competitive alternative routings to these markets, we do not believe that the proposed merger can or should be approved.

The NS and CSX will control much of the rail traffic in the Eastern United States. The Illinois Central is an extremely efficient railroad and currently offers a competitive choice to shippers through its various routes and gateways. We believe those gateways should remain open, and without artificial economic constraints that would lessen the level of competition that currently exists.

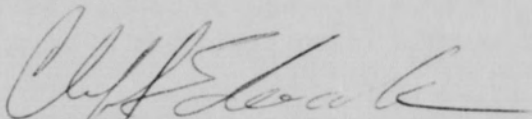
Nucor-Yamato customers have experienced problems between the UP/SP and BNSF with cases in which one or the other railroad would not deliver cars over the other railroad's line at 2 to 1 customer locations. According to the Illinois Central, this same type of situation is happening on trackage between Leewood and Aulon in Memphis, TN. According to them, the CSX is "impeding Illinois Central's ability to move through Memphis". Even though all the railroads say they will work together after the merger, this has not been proven in the west and we fear it will not be the case in the east. We want to be sure that service on all railroads gets better after the merger.

Nucor-Yamato has seen the level of competition, with respect to our business, decrease in the previous two mergers between UP/SP and the BNSF. We have seen the level of service decrease

after the UP/SP merger. We support the proposed CSX and NS control of Conrail, if it creates more competition among the railroads and better service for Nucor-Yamato. We also strongly believe the Illinois Central can provide neutral access to all eastern gateways, and that the control of Conrail should not be allowed to negatively affect the valuable service Illinois Central provides.

We support Illinois Central in trying to maintain the competition that exists pre-control of Conrail, and in trying to improve service over the Leewood to Aulon trackage that is part of their main line.

Sincerely,

A handwritten signature in cursive script, appearing to read "Cliff Edwards".

Cliff Edwards
Logistics Coordinator



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

File in Docket
FD-33388

November 21, 1997

Mr. Steve Geneva
General Manager-Transportation
Ultramar Diamond Shamrock Corp.
P.O. Box 696000
San Antonio, TX 78269-6000

Dear Mr. Geneva:

Thank you for your correspondence expressing your concerns regarding the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and expressing your support for conditions proposed by the Illinois Central Railroad. This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties, including the Illinois Central Railroad, addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998. Because this case is still pending, it would be inappropriate for me to comment on your specific concerns.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan

October 17, 1997

The Honorable Linda J. Morgan
Chairman
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Steve Geneva
General Manager
Transportation

CHAIRMAN MORGAN

OCT 21 6 09 PM '97

RECEIVED
SURFACE TRANSPORTATION

**Re: Finance Docket No. 33388, CSX Corporation,
et al. - Control and Operating Leases/Agreements-
Conrail Corporation, et al.**

Dear Chairman Morgan:

I am Manager, Transportation for Diamond Shamrock Company. Diamond Shamrock is a petrochemicals producer with annual sales of over eleven billion dollars. We are a major shipper of liquid petroleum gases and lubricating oils with facilities at Three Rivers and Mont Belvieu Texas. Conrail today serves markets which are vital to the transportation of our traffic. The proposed control of Conrail by CSX and NS will directly and substantially affect us.

Since the announcement of CSX's and NS's proposed control of Conrail, Diamond Shamrock has reviewed the materials provided by NS and CSX and listened with interest to what these carriers and others have said with respect to the benefits and effects of this control application. Although it appears that the proposed application may provide public benefits in certain markets, there remain, however, markets vital to this Company which we believe would be adversely affected by the merger. Absent the availability of effective competitive alternative routings to these markets, we do not believe that the proposed merger can or should be approved.

The Illinois Central Railroad is a vital link in the transportation route structure to and from eastern markets. The ability of CSX to adversely impact IC's route through economic closure of gateways or creation of operating impediments at Memphis is neither appropriate nor acceptable where, as here, CSX's proposed application will enable it to control much of the rail traffic in the Eastern United States. Illinois Central's routings and gateways to eastern markets are in heavy use now and are extremely efficient. We want those gateways to remain open and available without artificial economic constraints. CSX should not be allowed to close those gateways through a rate structure which forces traffic to CSX's long-haul routes. Further, Illinois Central's rail line is fast and efficient. The ability of CSX to operationally impede that rail line at Memphis should not be condoned and must be remediated.

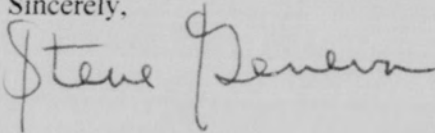
The Honorable Linda J. Morgan

October 17, 1997

Page 2

We believe that Illinois Central, as a major railroad with the lowest operating ratio of any Class I, a route structure that would provide neutral access to all eastern gateways, and a willingness to invest its capital in its lines, has the necessary resources, commitment and incentive to provide an effective competitive alternative to and from eastern markets that we believe is necessary if Conrail is to be controlled by NS and CSX. We, therefore, strongly support Illinois Central's proposed conditions to the CSX application.

Sincerely,

A handwritten signature in cursive script that reads "Steve Geneva". The signature is written in dark ink and is positioned above the printed name.

Steve Geneva

SG/lw

Enclosures

STB

FD-33388

11-21-97

J

ID-BUSINESS



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

File in Docket
JD - 33388

November 21, 1997

Mr. John M. Pollack
General Manager - Pricing
Compass Consolidators Inc.
47 Stephen Street
Lemont, IL 60439

Dear Mr. Pollack:

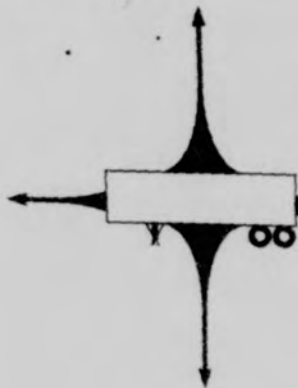
Thank you for your correspondence expressing your concerns regarding the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and expressing your support for conditions proposed by the Illinois Central Railroad. This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties, including the Illinois Central Railroad, addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998. Because this case is still pending, it would be inappropriate for me to comment on your specific concerns.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan



COMPASS CONSOLIDATORS INC.

47 Stephen Street
Lemont, IL 60439
Phone: (630) 243-0200
Fax: (630) 243-0250

October 21, 1997

The Honorable Linda J. Morgan
Chairman
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Re: **Financial Docket No. 33388, CSX Corporation, et. al.**
Control and Operating Leases/Agreements
Conrail Corporation, et. al.

Dear Chairman Morgan:

I am the General Manager for Compass Consolidators, Inc., a full service intermodal marketing company with annual sales over \$32,000,000. We are a major shipper of intermodal and carload freight within the United States, Canada and Mexico, and are headquartered in Lemont, Illinois. Conrail today serves markets that are vital to the transportation of our traffic. The proposed control of Conrail by CSX and NS will directly and substantially affect us.

Since the announcement of CSX's and NS's proposed control of Conrail, Compass Consolidators, Inc. has reviewed the materials proposed by CSX and NS and listened with interest to what these carriers and others have said with respect to the benefits and effects of this control application. Although it appears that the proposed application may provide public benefits in certain markets, these remain, however, markets vital to this company, which we believe would be adversely affected by the merger. Absent the availability of effective competitive alternative routings to these markets, we do not believe that the proposed merger can or should be approved.

The Illinois Central Railroad is a vital link in the transportation route structure to and from eastern markets. The ability of CSX to adversely impact Illinois Central's route through economic closure of gateways, or creation of operating impediments at Memphis, is neither appropriate nor acceptable where, as here, CSX's proposed

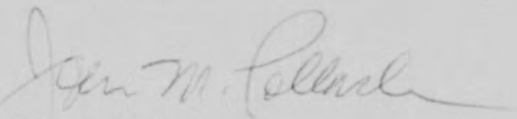
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SURFACE TRANSPORTATION
BOARD
OCT 21 5 06 PM '97
CHAIRMAN MORGAN

The Honorable Linda J. Morgan
October 21, 1997
Page Two

application will enable it to control much of the rail traffic in the eastern United States. Illinois Central's routings and gateways to eastern markets are in heavy use now and are extremely efficient. We want those gateways to remain open and available without artificial economic constraints. CSX should not be allowed to close those gateways through a rate structure which forces traffic to CSX's long-haul routes. Further, Illinois Central's rail line is fast and efficient. The ability of CSX to operationally impede the rail line at Memphis should not be condoned and must be remedied.

We believe that Illinois Central, as a major railroad with the lowest operating ratio of any Class I, a route structure that would provide neutral access to all eastern gateways, and a willingness to invest its capital in its lines, has the necessary resources, commitment and incentive to provide an effective competitive alternative to and from eastern markets that we believe is necessary if Conrail is to be controlled by CSX and NS. We, therefore, strongly support Illinois Central's proposed conditions to the CSX application.

Respectfully submitted,



John M. Pollack
General Manager - Pricing

JMP:dep



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

*File in
Docket
JD-33388*

November 21, 1997

Mr. Rick Reeves
President
Mr. Martin J. Marasco
Executive Director
Altoona-Blair County Development Corp.
4500 Sixth Avenue
Altoona, PA 16602

Dear Mr. Reeves and Mr. Marasco:

Thank you for your letter expressing your support for the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads. You indicate that positive meetings have occurred between your organization and the applicants.

This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388. As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998. Because this case is still pending, it would be inappropriate for me to comment on specific issues.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan



ALTOONA • BLAIR COUNTY
DEVELOPMENT CORPORATION

November 6, 1997

Ms. Linda Morgan, Chairperson
Surface Transportation Board
1625 K. Street N.W.
Washington, D.C. 20423

CHAIRMAN MORGAN

NOV 12 4 02 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

RE: Proposed Norfolk Southern/Conrail Merger

Dear Ms. Morgan:

The Altoona-Blair County Development Corporation is the lead economic development organization in the Altoona-Blair County, Pennsylvania area and has assumed the **role of catalyst** for synergistic economic development collaboration throughout the entire I-99 Regional Growth Corridor. Our roots go back to our founding in 1946. We bring to the viewpoint an **economic development heritage** of over half a century.

Our City, our County, our Region - is the focus of a railroad history dating from 1848. Once home to the world's largest railroad repair and construction facilities, we bring to the 21st century a railroad **heritage and understanding** of five generations of craftsmen, and that - most certainly - make us unique.

History becomes meaningful and important to us - **only when it teaches us a lesson** - the most valuable of which is a "**living lesson**." Being a railroad center for 150 years has been both positive and negative and has had the same effect on our culture. But beyond question - our railroad history has taught us that **most valuable of lessons** - "**how to work**." Through five generations of skilled craftsman, "steam and cinders" have been in our blood. Today we know and appreciate the advantages of DC vs. AC motors and why high-speed turnouts are a necessity.

Does that mean we're out of touch with today's economic realities? - Not at all. During the last 50 years, the Blair County economy has undergone a **drastic shift** from "mostly hard manufacturing" to a more **balanced sector economy**. This was especially true during the late 1980's and into the '90's. It is both unusual and very healthy to see manufacturing, distribution, services and retail make up **equal sectors of an economy**.

IDC
IDA
CDC
EZP

1616 KTH AVENUE • ALTOONA, PENNSYLVANIA 16602
PHONE: 814-944-6113 • FAX: 814-946-0157
EMAIL: abed@abedcorp.org
WEB SITE: <http://www.abedcorp.org>

Page Two
Ms. Linda Morgan
November 6, 1997

At the Altoona-Blair County Development Corporation and throughout our regional community - we support progress. We support someone who knows how to *do it better*. We support a better, *more agile*, highly competitive *value-added rail system*. We take no part in resistance to change - and we're convinced - that future success for our region and our people lies in creating a *"cooperative advantage."*

Based on the information that has been presented to date, we believe that Altoona/Blair County stands to **benefit greatly** from the Conrail restructuring - **new capital investment** to improve the Hollidaysburg Car Shops and the Juniata Locomotive Shops - **resulting in increased employment** opportunities for the entire region.

Early indications also point to an outstanding potential *collaborative relationship* with *Norfolk Southern's Industrial Development Department*. Our introductory meetings have provided a preview of a *shared growth vision* and an obvious *core competency* in both *tactical industrial development* and *strategic economic development*. More and more, our inter-connected world requires - and rewards - those who are *skilled in the "connection process."*

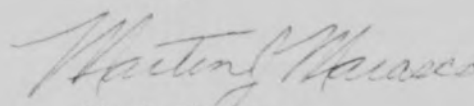
We conclude by *pledging our support* to the joint merger proposal filed with the Surface Transportation Board by Norfolk Southern and CSX calling for the restructuring of Conrail operations. As an organization serving a community with a rail service past, we see the potential for the future - we see a *collaborative partner* in *Norfolk Southern*, a partner that will allow us to *mutually create growth* and jobs for our Blair County citizens. After all, that's our basic mission. *Your support of this merger* can only enhance our opportunity for a successful continuation of our on-going mission.

Sincerely,



Rick Reeves
President

Sincerely,



Martin J. Marasco
Executive Director

C: Congressman Bud Shuster
Senator Robert C. Juhiliner
David Goode
ABCD Corp. Executive Committee



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

File in Docket
FD-33388

November 21, 1997

Mr. G. Fredric Stunkard
Manager Rail Fleet Services
Zeneca Ag Products
1800 Concord Pike
P.O. Box 15458
Wilmington, DE 19850-5458

Dear Mr. Stunkard:

Thank you for your correspondence expressing your concerns regarding the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and expressing your support for conditions proposed by the Illinois Central Railroad. This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties, including the Illinois Central Railroad, addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998. Because this case is still pending, it would be inappropriate for me to comment on your specific concerns.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan

ZENECA

Zeneca Ag Products

1800 Concord Pike

P.O. Box 1545

Wilmington, DE 19850-1458

Telephone (302) 886-1000

Fax (302) 886-1553

Oct 27 6 09 PM '97
CHAIRMAN MORGAN

RECEIVED
SURFACE TRANSPORTATION
BOARD

October 22, 1997

The Honorable Linda J. Morgan
Chairman
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

RE: Finance Docket No. 33388, CSX Corporation,
et al, - Control and Operating Leases/Agreements -
Conrail Corporation, et al.

Dear Chairman Morgan:

I am the Manager of Rail Fleet Services for Zeneca Ag Products. Zeneca Ag Products manufacturers and markets agricultural and horticultural chemicals other than fertilizers with annual sales of over \$800 Million in North America. We are a major shipper, receiver of intermediate chemicals and shipper of technical herbicides by rail with facilities at St. Gabriel, LA, Lemoyne, AL, Bayport, TX, Omaha, NE and North Little Rock, AR. Conrail today serves markets which are vital to the transportation of our traffic. The proposed control of Conrail by CSX and NS will directly and substantially affect us.

Since the announcement of CSX's and NS' proposed control of Conrail, Zeneca has reviewed the materials provided by NS and CSX and listened with interest to what these carriers and others have said with respect to the benefits and effects of this control application. Although it appears that the proposed application may provide public benefits in certain markets, there remain, however, markets vital to this Company which we believe would be adversely affected by the merger as proposed. Absent the availability of effective competitive alternative routings to these markets, we do not believe that the proposed merger can or should be approved.



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A Zeneca Company

ZENECA

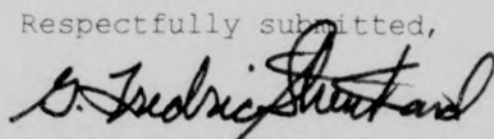
The Honorable Linda J. Morgan
October 22, 1997
Page 2

The Illinois Central Railroad is a vital link in the transportation route structure to and from eastern and midwestern markets. The ability of CSX to adversely impact IC's route through economic closure of gateways or creation of operating impediments at Memphis is neither appropriate nor acceptable under CSX's proposed application, which will enable it to control much of the rail traffic in the Eastern United States. Illinois Central's routings and gateways to eastern markets are in heavy use now and are extremely efficient. We want those gateways to remain open and available without artificial economic constraints. CSX should not be allowed to close those gateways through a rate structure which forces traffic to CSX's long-haul routes.

Much of Zeneca Ag Products business is seasonal and requires reliable, fast, efficient service to our primary market areas. Loss of IC's direct service to gateways into these areas, particularly from our St. Gabriel, LA plant, will jeopardize our sales. Closure of gateways providing CSX long-haul routes will also force our traffic through numerous additional terminalling operations which will unduly delay these time critical shipments. Further continued dispatch of trains, under a hostage mentality, through Memphis is another situation leading to the kinds of problems we, the shipping public, are suffering following the Southern Pacific takeover. CSX's ability to operationally impede IC's North-South movement through Memphis must not be condoned and remedied prior to their proposed control of any part of the current Conrail system.

We believe that Illinois Central, as a major railroad with the lowest operation ratio of any Class I, a route structure that would provide neutral access to all eastern gateways, and a willingness to invest its capital in its lines, has the necessary resources, commitment and incentive to provide an effective competitive alternative to and from eastern markets that we believe is necessary if Conrail is to be controlled by NS and CSX. We, therefore, strongly support Illinois Central's proposed conditions to the CSX application.

Respectfully submitted,



G. Fredric Stunkard
Manager Rail Fleet Services



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

File in Docket
FD-33388

November 21, 1997

Mr. J. A. Volovich
Export and Logistics Lead
Zeneca Ag Products
1800 Concord Pike
P.O. Box 15458
Wilmington, DE 19850-5458

Dear Mr. Volovich:

Thank you for your correspondence expressing your concerns regarding the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and expressing your support for conditions proposed by the Illinois Central Railroad. This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

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I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan

ZENECA

Zeneca Ag Products
1800 Concord Pike
P.O. Box 15458
Wilmington, DE 19850-5458

October 22, 1997

Telephone (302) 886-1000

Fax (302) 886-1553

The Honorable Linda J. Morgan
Chairman
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

OFFICE OF
CHAIRMAN MORGAN

OCT 21 6 09 PM '97

RECEIVED
SURFACE TRANSPORTATION

RE: Finance Docket No. 33388, CSX Corporation,
et al, - Control and Operating Leases/Agreements -
Conrail Corporation, et al.

Dear Chairman Morgan:

I am the Export and Logistics Lead for Zeneca Ag Products. Zeneca Ag Products manufactures and markets agricultural and horticultural chemicals other than fertilizers with annual sales of over \$800 Million in North America. We are a major shipper, receiver of intermediate chemicals and shipper of technical herbicides by rail with facilities at St. Gabriel, LA, Lemoyne, AL, Bayport, TX, Omaha, NE and North Little Rock, AR. Conrail today serves markets which are vital to the transportation of our traffic. The proposed control of Conrail by CSX and NS will directly and substantially affect us.

Since the announcement of CSX's and NS' proposed control of Conrail, Zeneca has reviewed the materials provided by NS and CSX and listened with interest to what these carriers and others have said with respect to the benefits and effects of this control application. Although it appears that the proposed application may provide public benefits in certain markets, there remain, however, markets vital to this Company which we believe would be adversely affected by the merger as proposed. Absent the availability of effective competitive alternative routings to these markets, we do not believe that the proposed merger can or should be approved.



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A subsidiary of Zeneca Inc.

ZENECA

The Honorable Linda J. Morgan
October 22, 1997
Page 2

The Illinois Central Railroad is a vital link in the transportation route structure to and from eastern and midwestern markets. The ability of CSX to adversely impact IC's route through economic closure of gateways or creation of operating impediments at Memphis is neither appropriate nor acceptable under CSX's proposed application, which will enable it to control much of the rail traffic in the Eastern United States. Illinois Central's routings and gateways to eastern markets are in heavy use now and are extremely efficient. We want those gateways to remain open and available without artificial economic constraints. CSX should not be allowed to close those gateways through a rate structure which forces traffic to CSX's long-haul routes.

Much of Zeneca Ag Products business is seasonal and requires reliable, fast, efficient service to our primary market areas. Loss of IC's direct service to gateways into these areas, particularly from our St. Gabriel, LA plant, will jeopardize our sales. Closure of gateways providing CSX long-haul routes will also force our traffic through numerous additional terminalling operations which will unduly delay these time critical shipments. Further continued dispatch of trains, under a hostage mentality, through Memphis is another situation leading to the kinds of problems we, the shipping public, are suffering following the Southern Pacific takeover. CSX's ability to operationally impede IC's North-South movement through Memphis must not be condoned and remedied prior to their proposed control of any part of the current Conrail system.

We believe that Illinois Central, as a major railroad with the lowest operation ratio of any Class I, a route structure that would provide neutral access to all eastern gateways, and a willingness to invest its capital in its lines, has the necessary resources, commitment and incentive to provide an effective competitive alternative to and from eastern markets that we believe is necessary if Conrail is to be controlled by NS and CSX. We, therefore, strongly support Illinois Central's proposed conditions to the CSX application.

Respectfully submitted,



J. A. Volovich
Export and Logistics Lead



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

File in Docket
FD-33388

November 21, 1997

Mr. Dale P. Walsh
Materials Flow Manager
Rubicon Inc.
P.O. Box 517
Geismar, LA 70734

Dear Mr. Walsh:

Thank you for your correspondence expressing your concerns regarding the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and expressing your support for conditions proposed by the Illinois Central Railroad. This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties, including the Illinois Central Railroad, addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998. Because this case is still pending, it would be inappropriate for me to comment on your specific concerns.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan

RUBICON INC.

October 20, 1997

The Honorable Linda J. Morgan
Chairman
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Re: **Finance Docket No. 33388, CSX Corporation, et al**
Control and Operating Leases/Agreements -
Conrail Corporation, et al.

Dear Chairman Morgan:

I am Materials Flow Manager for Rubicon, Inc. Rubicon is a manufacturer of chemical commodities with annual sales of over \$750,000,000. We are a major shipper with facilities at Geismar, LA. Conrail today serves markets which are vital to the transportation of our products. The proposed control of Conrail by CSX and NS could directly and substantially affect us.

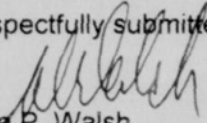
Since the announcement of CSX's and NS' proposed control of Conrail, Rubicon has reviewed the materials provided by NS and CSX and listened with interest to what these carriers and others have said with respect to the benefits and effects of this control application. Although it appears that the proposed application may provide public benefits in certain markets, there remain, however, markets vital to this Company which we believe would be adversely affected by the merger. Absent the availability of effective competitive alternative routings to these markets, we do not believe that the proposed merger can or should be approved.

The Illinois Central Railroad is a vital link in the transportation route structure to and from eastern markets. The ability of CSX to adversely impact IC's route through economic closure of gateways or creation of operating impediments at Memphis is neither appropriate nor acceptable where, as here, CSX's proposed application will enable it to control much of the rail traffic in the Eastern United States. Illinois Central's routings and gateways to eastern markets are in heavy use now and are extremely efficient. We want those gateways to remain open and available without artificial economic constraints. CSX should not be allowed to close those gateways through a rate structure which forces traffic to CSX's long-haul routes. Further, Illinois Central's rail line is fast and efficient. The ability of CSX to operationally impede that rail line at Memphis should not be condoned and must be remediated.

The Honorable Linda J. Morgan
October 20, 1997
Page 2

We believe that Illinois Central, as a major railroad with the lowest operating ratio of any Class 1, a route structure that would provide neutral access to all eastern gateways, and a willingness to invest its capital in its lines, has the necessary resources, commitment and incentive to provide an effective competitive alternative to and from eastern markets that we believe is necessary if Conrail is to be controlled by NS and CSX. We, therefore, strongly support Illinois Central's proposed conditions to the CSX application.

Respectfully submitted,



Dale P. Walsh
Materials Flow Manager

DPW:DB

c: Mr. Donald H. Skelton (ICRR)

Description of Responsive Application Conditions

The Illinois Central has consistently been an aggressive supporter of maintaining gateway options to connecting carriers. By including the Illinois Central in the route, shippers are assured of several efficient interchange points between eastern and western railroads. This provides shippers with expanded routing options into connecting carriers' territory. You, the shipper, need only look at the service problems occurring in the west, as underscoring exactly why routing options are of vital necessity. Our proposed conditions will help us preserve those routing options for you.

Gateway Protection:

- Each year thousands of carloads are routed to or from Conrail's origins/destinations via Illinois Central's efficient main line and its Illinois gateways.
- After consummation of the Conrail merger, CSX will have the opportunity to economically close Illinois Central's efficient gateways in favor of more inefficient long-haul routes to the detriment of many shippers throughout the United States.
- In order to maximize customer benefits, CSX must not be able to economically close efficient gateways.
- NS has agreed, in writing, not to economically close Illinois Central's gateways. CSX refuses to commit itself to this principle of open gateways.
- Therefore, to adequately protect Illinois Central's gateways for its shippers, Illinois Central believes that the Surface Transportation Board should attach a condition which will obligate CSX to charge the same rate per mile via Illinois Central's Illinois gateways that CSX charges for its alternate routes.
- This condition will not obligate you to move the traffic via Illinois Central, nor will it guarantee that we will move that traffic. Rather, by obligating CSX to charge the same per mile rate via alternate routes, Illinois Central will have the opportunity to compete for the traffic and insure that you have routing alternatives. An outline of the requested condition is as follows:

CSX agrees that for traffic moving to or from stations on CSX's lines and the lines of CSX's short line connections, upon request of Illinois Central or its customers, CSX will join with Illinois Central in market competitive joint rates via Illinois Central's Illinois gateways where the applicable joint line routes are reasonably efficient (distance considered) and/or where a competitive service package can be offered to the customer. In constructing joint rates via Illinois Central, CSX agrees that its portion of such joint rates shall be at rate levels comparable on a per mile basis with CSX's revenue requirement via the portion of its preferred long-haul route between the same origins and destinations. The parties by mutual agreement shall be free to establish joint rates on bases differing from those specified above.

Purchase of CSX trackage extending between Leewood and Aulon in Memphis, Tennessee.

- Leewood to Aulon is a two mile segment of Illinois Central's main line in Memphis - but it is owned and controlled (dispatched) by CSX.
- The Leewood-Aulon trackage forms an integral part of Illinois Central's main line between Chicago and New Orleans.
- It is at best a secondary track for CSX, used by CSX primarily for some run-through trains and switching operations.
- As a result of the transaction proposed in the Primary Application, the new CSX/Conrail system lines will compete with Illinois Central lines for portions of your rail traffic.
- In the past several months, due to changes in CSX dispatching operations, CSX has begun to cause significant interference with and delays to Illinois Central's through train movements over the Leewood-Aulon trackage.
- The ability of CSX to control a "choke point" on Illinois Central's main line is anti-competitive and must be remedied.
- Illinois Central believes that the Surface Transportation Board should allow Illinois Central to own and dispatch the Leewood-Aulon trackage while allowing CSX to operate over that trackage under trackage rights. This will preserve the integrity of Illinois Central's main line, while at the same time continuing to enable CSX to use the line for its secondary movements.



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

File in Docket
JD-33388

November 21, 1997

Mr. Michael Lee Albert
Manager-Planning and Logistics
Airgas Carbonic Industries
3700 Crestwood Parkway
Suite 200
Duluth, GA 30096-5583

Dear Mr. Albert:

Thank you for your correspondence expressing your concerns regarding the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads, and expressing your support for conditions proposed by the Illinois Central Railroad. This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

As you may know, the Board adopted a procedural schedule for deciding the merits of the control application filed in this proceeding, which it recently extended by 45 days to accommodate the filing of safety integration plans by the applicant railroads. As provided by the procedural schedule, the Board has received comments and evidentiary submissions from all interested parties, including the Illinois Central Railroad, addressing the merits of the merger proposal, which were filed with the Board on or before October 21, 1997. The Board is currently analyzing those filings. A final written decision in this matter will be issued on July 23, 1998. Because this case is still pending, it would be inappropriate for me to comment on your specific concerns.

I am having your letter made a part of the public docket in this proceeding. I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan

Linda J. Morgan



3700 CRESTWOOD PARKWAY, SUITE 200, DULUTH, GEORGIA 30096-5583
(770) 717-2200 FAX: (770) 717-2222

November 4, 1997

The Honorable Linda J. Morgan
Chairman
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Verified Statement

Re: Finance Docket No. 33388, CSX Corporation,
et al. Control and Operating Leases/Agreements-
Conrail Corporation, et al.

Dear Chairman Morgan:

My name is Michael Lee Albert, I am Manager-Planning and Logistics for Airgas Carbonic Industries in Duluth, Georgia. My office address is 3700 Crestwood Parkway, Suite 200, Duluth, GA 30096-5583. In my position, I am responsible for product supply and distribution to eighteen branch locations throughout the eastern USA. I have served my company in my current capacity for 11 years. Although I have offered my support to the proposed control of Conrail by CSX and NS, I offered this support subject to several conditions. Primarily, I wish to object to any plans that may adversely affect the excellent service we now receive to the Northeastern United States via the IC/Conrail gateway at Effingham, Illinois.

Airgas Carbonic Industries is a producer and marketer of liquid carbon dioxide and dry ice products operating primarily in the Eastern United States. Our products are used throughout many industries and primary uses include beverage carbonation and refrigeration. The company distributes its products from eighteen different sites, but originates rail shipments of liquid carbon dioxide from only three plants, two of which are located on the CSX, the other and largest rail shipper is located on the Illinois Central. Carbonic Industries shipped 2,267 carloads of liquid carbon dioxide during 1996, most of which we also inbounded at Carbonic Industries redistribution terminals. Our primary production plants are at Jackson, MS (1,000 tons per day) and Augusta, GA (1200 tons per day), and it is from these two plants that 97% of our rail shipments originate. The Augusta, GA plant was expanded to a production rate of 1,200 tons per day during September 1997.

Since the announcement of CSX's and NS' proposed control of Conrail, Airgas Carbonic Industries has reviewed the materials provided by the NS and CSX and listened with interest to what these carriers have said with respect to the benefits and effects of this control application. Although it appears that the proposed application may provide public benefits in certain markets (including those served and contemplated by Airgas Carbonic Industries), there remain, however, markets vital to this Company which we believe would be adversely affected by the merger. Absent the availability of effective competitive alternative routings to these markets, we do not believe that the proposed merger can or should be approved (in its present form).

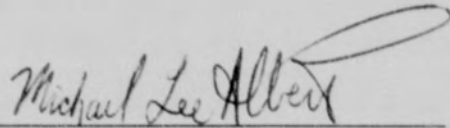
Airgas Carbonic Industries relies very heavily on the Illinois Central as a vital link in the transportation route structure for its product to eastern markets. The ability of CSX to adversely impact IC's route through closure of vital gateways or creation of operating impediments at Memphis is neither appropriate nor acceptable where, as here, CSX's proposed application will enable it to control much of the rail traffic in the Eastern United States. Illinois Central's routings and gateways to eastern markets are in heavy use now and are functioning extremely efficiently. We wish those gateways to remain open and available without artificial economic restraints. CSX should not be allowed to close those gateways through a rate structure, which effectively forces traffic to CSX's long-haul routes. Further, Illinois Central's rail line is fast and efficient. The ability of CSX to operationally impede that rail line at Memphis (Leewood to Aulon) should not be condoned and must be remediated. I believe that the Illinois Central has offered to purchase this section of track.

Over 60% of our current product inventory is traveling in railcars. Carbon dioxide is a by-product of other production processes and production plants cannot be positioned near markets unless there is a by-product stream available. Most markets must be reached via the railroads. Rail cost containment and improved operating efficiencies are a major part of our business plan and our growth strategy. The proposed transaction is positive for Airgas Carbonic Industries if the conditions outlined above are met. I have expressed this sentiment personally to John Snow, CSX's Chairman of the Board. Now is the time to prevent problems that could occur as a result of this otherwise sound plan. Let's not "throw out the baby with the bathwater" and keep what is working rather than make wholesale changes. I believe we have all seen what happened in the West with UP/SP and wish to avoid that type of constraint to transportation and our economy. The only way for the new CSX and NS systems to meet their performance goals is to increase business by attracting more freight to the railroads. It can only do this by working to achieve collective efficiencies, incorporating what is already working well on the acquired lines. I have full confidence in the new systems to provide more shipping options to more markets at better pricing than is currently available (if these types of pitfalls are avoided).

Linda J. Morgan
November 4, 1997
Page 3

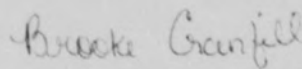
In conclusion, Airgas Carbonic Industries generally supports the application and requests that the Board move as expeditiously as to assure approval as long as the conditions that I have outlined are met. We honestly feel this transaction provides an opportunity to improve service efficiency and promote the growth of rail traffic in the East. We also feel it can benefit consumers and the overall economy as more options for product supply from and to this region becomes economically and physically possible. The Illinois Central, the CSX and NS are excellent companies with visionary leadership; and the sooner this application is approved, the sooner these companies can yield the benefits that these combinations represent. We realize that a careful review of these transactions is required, and would urge you to include the requests contained herein in the conditions of your approval. With, and only with, the inclusion of these conditions, I encourage your approval of the application for control of Conrail.

I, Michael Lee Albert, 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. Executed this 4th day of November, 1997.



Michael Lee Albert
Manager-Planning and Logistics
Airgas Carbonic Industries

MLA: mla


11/4/97

Notary Public, Hall County, Georgia
My Commission Expires June 17, 2000

STB

FD-33388

11-20-97

J

ID-BUSINESS



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

*File in
Docket
JD-33388*

November 20, 1997

Mr. Gerald E.A. McDermott
TCU Dist. 1218
NJ Legislative Rep.
1049 Lynwood Lane
Somerdale, NJ 08083

Dear Mr. McDermott:

Thank you for your letter enclosing correspondence from your members expressing their concerns regarding the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads. This proceeding has been docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

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Because this case is still pending, it would be inappropriate for me to comment on your specific concerns. However, as you requested, I will have all of the material you sent included in the public docket, and will keep in mind your members' concerns as the case proceeds. The Board will issue a decision next year setting forth the procedures for speaking at the Board's oral argument in this case. You may check the Board's website at www.stb.dot.gov for this decision, or you may wish to contact the Board's Office of Public Services at 202-565-1592 for more information on this matter.

I appreciate your interest in this case. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan

October 16, 1997

RECEIVED
SURFACE TRANSPORTATION
BOARD
OCT 21 3 57 PM '97
OFFICE OF
CHAIRMAN MORGAN

Linda Morgan
Chairwoman-Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

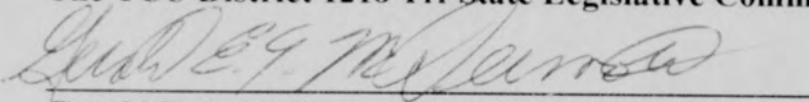
Dear Madam Chairwoman:

Enclosed with our letter to you of October 16, 1997, are the first batch of signed data sheets of our co-railworkers, who are in accord with the grave concerns expressed in this letter.

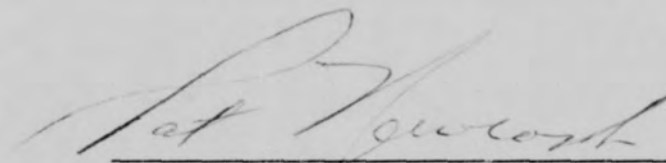
We are respectfully requesting that our letter to you, our initial batch of signed data sheets and the remaining batches of signed data sheets, which will be forthcoming, be made a part of your official docket for public discussion at an appropriate time before your board.

Also, as indicated in our letter of October 16, 1997, our TCU District 1218 Tri-State Legislative Committee would deeply appreciate an opportunity to appear before your committee to convey a rank and file viewpoint concerning the impending NS/CSXT acquisition.

Respectfully,
The TCU District 1218 Tri-State Legislative Committee



Gerald E.A. McDermott, TCU Dist. 1218 NJ Legislative Rep.
1049 Lynwood Lane, Somerdale, N.J. 08083



**Pat Newcomb, TCU Dist. 1218 Pres./FST-PA.Legislative Rep.
923 Winton Street, Philadelphia, Pa. 19148**

**Butch Van Hekle, TCU District 1218 Legislative Representative
803 Penna Avenue, New Castle, Dela. 19720**

cc.

**Gus Owen-Member of Surface Transportation Board
William Clyburn, Jr. Member of Surface Trans.Board
R.A. Scardelletti, TCIU International President
H.W. Randolph, Jr., TCIU International Legislative Director
A.P. Santoro, Jr., TCU General Chairman-S.B. No.86
Robert C. Torricelli, U.S. Senator, New Jersey
Frank R. Lautenberg, U.S. Senator, New Jersey
Robert E. Andrews, N.J. House Representative
Frank A. Lobiondo, N.J. House Representative
John Saxon, N.J. House Representative
Arlen Specter, U.S. Senator, Pennsylvania
Richard Santorum, U.S. Senator, Pennsylvania
Thomas M. Foglietta, PA. House Representative
Chaka Fattah, PA House Representative
Robert A. Borski, PA House Representative
William V. Roth, U.S. Senator, Delaware
Joseph R. Biden, Jr., U.S. Senator, Delaware
Michael Castle, Delaware House Representative
TCU Members**

October 16, 1997

Linda Morgan
Chairwoman-Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

Subject: Norfolk Southern/CSXT Acquisition of ConRail

Dear Madam Chairwoman:

Along with our undersigned co-railworkers with decades of committed service to the building and maturation of ConRail into an entity that has commanded a sale price of ten billion dollars, we bring before your consideration our concerns for our ability to plan for and secure the future economic stability of our families.

First and foremost, the attached signatures to this letter represents United States citizens who have fulfilled the requirements of their citizenship. They have earned their wages and have paid their federal, state, city, school and Railroad Retirement taxes for many, many decades. They all have built a common equity in the communities they live in and in the ConRail Corporation they raised out of the ashes. What will be the final economic result of their doing the right things?

The acquisition impact study presented to your board forecasts the loss of thousands of jobs in our Tri-State area of Pennsylvania, New Jersey and Delaware. The most severely impacted will be the TCU represented office workers in the Tri-State area, particularly, at the National Customer Service Center in Pittsburgh and Two Commerce Square in Philadelphia. Their jobs will either be abolished or moved to a location thousands of miles from their homes and families. Why is it necessary to move these jobs to a new location? The factual reality is that the majority of our office workers use telephones, fax machines, copy machines and computers to perform their duties. These machines and equipment can be operated from any location in the world transmitting information in micro-seconds. The only conclusion we are left with is that the corporate culture is willing to destroy local communities in order to foster the global economy.

Part and parcel to this acquisition will be the destruction of hundreds of thousands of truck drivers jobs. A recent letter published in the Philadelphia Inquirer from Teamster President John Morris conveyed the fact that for every unmanned truck that was transported on a rail car, nine and one-half truck driver jobs would be lost. For every newly created 100 car train the trucking industry would profit approximately 32 million dollars a year. This does not include the enormous savings

reaped from eliminating the expense of fuel, wear and tear and the payment of benefits to the truck drivers. The railroads profit on the new business will be astronomical.

Presently, the latest figures concerning the solvency of the Railroad Retirement system reflects funding of 15 billion dollars and solvency into the future. Nevertheless, also reflected in the latest evaluation is the ominous warning that drastic job cuts would threaten the solvency. Compounding the threat to Railroad Retirement pension solvency are two bills that if passed would be harmful to railworkers, railroad retirees and the future solvency of the Railroad Retirement funding. They are H.R. 2247, just reported out of Bud Shuster's Transportation Committee for a vote by the full House of Representatives and S-738, introduced in the Senate by Kay Bailey Hutchinson (R-Tex). Both bills deal with the funding of Amtrak. These bills permit wholesale contracting out of work, reduce the job protection from six years to zero on Amtrak. They also reduce job protection on freight railroads from six to two years. Estimates of job reductions on Amtrak if these bills pass are from eight to ten thousand employees. None of these employees would receive any payment at all. These two bills also reduce job protection on the freight railroads from six years to two. The projected ConRail cuts across the system due to the NS/CSXT acquisition would amount to about four thousand jobs lost. This four year reduction would save ConRail (or NS/CSXT) close to 740 million dollars(\$740,000,000.00) and cause the Railroad Retirement funding to suffer a loss of over two hundred forty million dollars(\$240,000,000.00).

It is extremely ironic, that the above two proposed bills are trying to revoke laws that in their essence are full of loop holes which historically have forced adversely affected workers into years of arbitrating their economic protection. Concurrent to this arbitration process the mortgage and food bills still have to be paid in a timely manner in order for the railworkers family to survive.

Unfortunately, another harsh reality of the mega-merger monster has reared it's ugly head. Over the past few months our E-mail Bulletin board has been deluged with horror stories of tragic deaths and the utter failure of the Union Pacific Railroad to accomplish their mega-merger. The communal uprising against mile long freight trains sprawled across their communities has reached a fever pitch.

In conclusion, we the undersigned ConRail TCU Railworkers oppose strongly the acquisition of the railroad we built and made profitable. We urge you to take an objective look at this acquisition and let ConRail be ConRail. If, the decision of the Board authorizes this acquisition, then we implore the Board to take the moral high-ground by strengthening our employee protection laws in a manner that shields our life long railworkers from financial disaster and protects the solvency of the Railroad Retirement system. We also strongly implore your Board to address the crucial pension solvency issues that will arise in the trucking industries due to an

approved acquisition and take strong action to ensure their job stability and pension solvency.

We also request that the members of our TCU District 1218 Tri-State Legislative Committee be given an opportunity to appear at an appropriate time before your committee to convey a rank and file viewpoint concerning the impending NS/CSXT acquisition .

We look forward to your help and advise.

Respectfully,

The Transportation Communications Union
Tri-State Legislative Committee

cc.

R.A. Scardelletti, T.C.I.U. International President
H.W. Randolph, Jr. T.C.I.U., International Legislative Director
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Jerry McDermott, N.J. Legislative Rep.
Butch Van Hekle, Del. Legislative Rep.
Cass Stepnowska, District Chairwoman TCU District 590
John Kroll, Division Chairman TCU System Board 86
Mike Cogliano, District Chairman TCU District 587
Joe Driscoll, Rank and File member
Jim Capaldi, Member District 1218 Board of Trustees
Edwina Newcomb, Rank and File member
Rich Dinsmore, Rank and File member
Ted Medrana, CBT District 1218

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The Transportation Communications Union
Tri-State Legislative Committee

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William V. Roth, U.S. Senator-Delaware
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John Kroll, Division Chairman TCU System Board 86
Mike Cogliano, District Chairman TCU District 587
Joe Driscoll, Rank and File member
Jim Capaldi, Member District 1218 Board of Trustees
Edwina Newcomb, Rank and File member
Rich Dinsmore, Rank and File member
Ted Medrana, CBT District 1218

STB

FD-33388

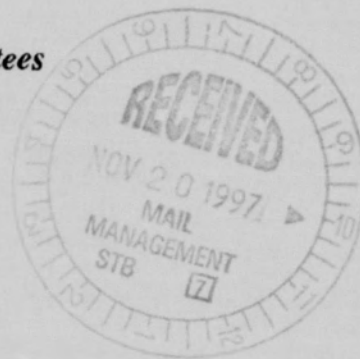
11-20-97

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ID-BUSINESS

***Norwich Township Board of Trustees
Norwich Township, OH***

**Fredrick Eldred, President
5960 Old Military Rd.
Willard, Ohio 44890
419-935-1501**



Memo

TO: Vernon Williams, Secretary, Surface Transportation Board

FROM: Fredrick Eldred, Board President

DATE: November 13, 1997

RE: CSX/NS/CR Acquisition; Finance Docket: 333888

Please find attached a resolution and a petition, regarding the above. Please make this part of the finance docket.

Thank you.

Mr. Vernon Williams, Secretary
Surface Transportation Board
12th and Constitution Avenue, N.W.
Washington, D.C. 20432



RE: CSX/Conrail merger: STB Finance Docket No. 3320.

Dear Sir:

On OCT. 13, 1997, the Members of the Norwich Township,
Huron County, Ohio, Board of Trustees, met and passed the following resolution:

RESOLVED: That the proposed acquisition of the Consolidated Rail Corporation (Conrail) by CSX Corporation is not in the interests of the citizens of Norwich Township, Ohio; because of the unusual hardships that it will impose on our Township, in the disruption of our local transportation system of roads at points where they cross either the CSX lines or the Conrail lines, both of which bisect our Township. The proposed CSX/CR acquisition will result in the closure of necessary roadways, the large scale destruction of our rural way of life and the increased danger to the populace on the remaining roadways because of unsafe conditions and inadequate protection from the large numbers of trains that will be crossing them.

We therefore request that the Surface Transportation Board reject the proposed acquisition of Conrail by CSX and any other proposal to merge with Conrail.

Please make our opposition and this resolution part of the record in the above mentioned finance docket.

Fred P. Elmer
Trustee

Martinez Edmlinger
Trustee

Herb Stockmasta
Trustee

cc: Huron County Commissioners
State of Ohio
Congressional Delegation

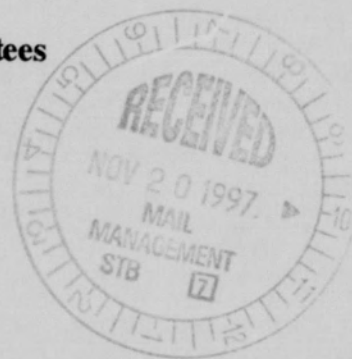
PETITION

We the undersigned, being residents and registered voters of _____ Road, Norwich Township, Ohio; wish to seek to stop the adverse conditions that will arise from the proposed CSX/CR transaction and more specifically, the adverse impact from the loss of our ability to freely and safely travel our Township, the disruption of local communication and the resulting decline in the quality of life in our part of the Township. We are also concerned about the increased train traffic and the resulting unsafe and hazardous conditions for the populace that will result from it.

Therefore, we ask that the Trustees of Norwich Township, Ohio pass the attached resolution and send it to the Surface Transportation Board in Washington, D.C., at the next meeting of the Trustees.

Name.....	Address.....	Date
Eileen R. Prater	2240 Daniels Rd. Willard, Ohio	9/24/97
Jennifer J. Vissal	2425 Daniels Rd. Willard, Ohio	9/24/97
Donna J. Niedmeyer	2361 Daniels Rd. Willard, Ohio	9/24/97
Rachel L. Hughes	2270 Daniels Rd. Willard, Ohio	9/24/97
Don E. Willard	5931 Egypt Rd. Willard, Ohio	9/24/97
Patricia A. Ditterman	5931 Egypt Rd. Willard, Ohio	9/24/97
April S. Niedmeyer	1802 Daniels Rd. Willard, Ohio	9/24/97
William R. Daniel	1621 Daniels Rd. Willard, Ohio	9/24/97
Dorothy S. Daniel	1621 Daniels Rd. Willard, Ohio	9/24/97
Jean Lytle	2270 Daniels Rd. Willard, Ohio	9/24/97
Donna J. Vissal	2270 Daniels Rd. Willard, Ohio	9/24/97
Bob Syse	2425 Daniels Rd. Willard, Ohio	9/24/97
Lynda M. Syse	2425 Daniels Rd. Willard, Ohio	9/24/97
Russell Niedmeyer	5730 Egypt Rd. Willard, Ohio	10/1/97
Christina Niedmeyer	5730 Egypt Rd. Willard, Ohio	10-2-97
Harold J. Lytle	5735 Egypt Rd. Willard, Ohio	10-7-97
John F. Hill	6291 Egypt Rd. Willard, Ohio	10-16-97
Pete Countreight	2568 Section Line 30 Willard, Ohio	10-16-97

Greenwich Township Board of Trustees
Greenwich Township, OH
5001 Nineveh Road, Greenwich, OH
419-752-8202



Memorandum

TO: Surface Transportation Board

FROM: S. Arthur Krikke, Board President

DATE: November 13, 1997

RE: CSX/NS/CR Transaction, Finance Docket: 333888

Please find attached a resolution passed by the Board of Trustees regarding the above captioned matter. Please make this part of the finance docket.

Thank you.

Mr. Vernon Williams, Secretary
Surface Transportation Board
12th and Constitution Avenue, N.W.
Washington, D.C. 20432



RE: CSX/Conrail merger: STB Finance Docket No 3320.

Dear Sir:

On Oct. 28, 1997, 1997, the Members of the Greenwich Township, Huron County, Ohio, Board of Trustees, met and passed the following resolution.

RESOLVE That the proposed acquisition of the Consolidated Rail Corporation (Conrail) by CSX Corporation is not in the interests of the citizens of Greenwich Township, Ohio; because of the unusual hardships that it will impose on our Township, in the disruption of our local transportation system of roads at points where they cross either the CSX lines or the Conrail lines, both of which bisect our Township. The proposed CSX/CR acquisition will result in the closure of necessary roadways, the large scale destruction of our rural way of life and the increased danger to the populace on the remaining roadways because of unsafe conditions and inadequate protection from the large numbers of trains that will be crossing them.

We therefore request that the Surface Transportation Board reject the proposed acquisition of Conrail by CSX and any other proposal to merge with Conrail, due to their disregard for public safety.

Please make our opposition and this resolution part of the record in the above mentioned finance docket.

Richard A. Fox
Trustee

Arthur C. Miller
Trustee

Robert M. McKee
Trustee

cc: Huron County Commissioners
State of Ohio
Congressional Delegation

STB

FD-33388

11-4-97

J

ID-BUSINESS



TRANSPORTATION • COMMUNICATIONS INTERNATIONAL UNION

ROBERT A. SCARDELLETTI

MITCHELL M. KRAUS

CHRISTOPHER J. TULLY

LEGAL DEPARTMENT

October 21, 1997

VIA HAND DELIVERY

Mr. Vernon A. Williams, Secretary
Case Control Branch
ATTN: FTH Finance Docket No. 19388
Surface Transportation Board
395 F Street, NW
Washington, DC 20423-6801

Re: Finance Docket No. 19388, 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:

Enclosed please find an original and twenty-five copies of
Transportation Communications International Union's Comments to
Proposed Railroad Control and Operating Leases Agreements
Application TCU-6, Verified Statement of Thomas F. Roth TCU-7,
Verified Statement of Noel M. Parker TCU-8, Verified Statement of
Robert A. Thomas TCU-9, and Certificate of Service TCU-10 in
the above-captioned matter.

Also enclosed are two 5 1/4-inch IBM compatible floppy disks
containing the above comments.

Thank you for your attention to this matter.

Very truly yours,

Mitchell M. Kraus

Mitchell M. Kraus
General Counsel

cc: Jacob Leventhal

cc: Record per Service List