

STB FD-33388 7-21-98 J ID-PUBLIC 1 OF 2



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Ms. Margaret Royce Galvin
5253 Hohman Avenue
Hammond, IN 46320

Dear Ms. Galvin:

Thank you for your letter 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. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

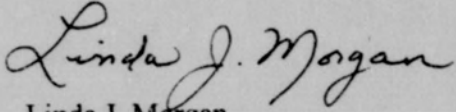
The Board recently conducted an extensive oral argument on the proposed transaction, hearing from more than 70 witnesses over the course of the 2-day argument held on June 3 and 4, 1998. Following oral argument, the Board held an open voting conference on June 8, 1998, at which we voted to approve the proposed transaction, subject to a number of conditions. The Board currently is preparing a final written decision that implements the vote at the voting conference, which is scheduled for issuance on July 23, 1998.

In voting for approval, the Board found that the transaction, as augmented by numerous settlement agreements among the parties and as further conditioned, would inject competition into the eastern United States in an unprecedented manner. The conditions adopted by the Board, while significant, recognize the operational and competitive integrity of the overall proposal and the importance of promoting and preserving privately-negotiated agreements. In particular, the Board's conditions include 5 years of oversight, along with substantial operational monitoring and reporting to ensure that the transaction is successfully implemented; mitigation of potential adverse impacts on the environment and on safety; recognition of employee interests, including a reaffirmation of the negotiation and arbitration process as the proper way to resolve important issues relating to employee rights; and several conditions that address the vital role of smaller railroads and regional concerns about competition.

With regard to your specific concerns, while not ordering implementation of the Alternative Route proposal, as a condition of approval, the Board has voted to require CSX to implement several operational improvements and safety measures in the Four City Consortium area of Indiana to mitigate the environmental impacts resulting from the proposed transaction. These include installing constant time warning devices, rerouting several trains off the Pine Junction to Barr Yard rail line segment, and upgrading the track structure and signal systems to allow increased train speeds on the Pine Junction to Barr Yard rail line.

I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,


Linda J. Morgan

FILE IN DOCKET

MARGARET ROYCE GALVIN

ATTORNEY AT LAW

5253 HOHMAN AVENUE
HAMMOND, INDIANA 46320

219/ 933-4715

FAX 219/ 933-7046

June 4, 1998

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

FAXED TO: 202/565-9015

Re: CSX and Norfolk Southern acquisition
of Conrail and Indiana Harbor Belt

Dear Ms. Morgan:

It is my understanding that in connection with the application of CSX and Norfolk Southern to acquire Conrail and IHB, that a consortium of the cities of Hammond, Gary, East Chicago and Whiting have presented to the Surface Transportation Board an alternative plan for the routing of railroad traffic after acquisition.

I have served, on a volunteer basis, on many long-range planning groups, particularly for the City of Hammond. I served on the Hammond Redevelopment Commission for 10 years and subsequently served as Corporation Counsel for the City of Hammond for 2 years.

I grew up in this area. In the 1950s, 1960s and early 1970s, the general populace routinely added 30 to 60 minutes to estimated travel time on any trip with a destination in one of these cities, for the sole purpose of allowing time to wait for trains. Visitors were amazed at this practice. Our major industries are located in the extreme north of the county, and it is literally impossible to get to them without crossing railroad tracks. In the mid-1970s, this area experienced a major contraction of primary industry, with a resulting prolonged local recession. Train traffic went down, partly due to the economy and partly due to efforts on the part of local communities to consolidate rail traffic into rail corridors.

This area has been working for decades to implement a long range plan to consolidate rail traffic into rail corridors so that bridges could be built to accomodate vehicular traffic. The Hohman Avenue bridge in Hammond was first proposed in the 1920s. Funding was a problem, and serious work began to obtain funding in the 1980s. The bridge was completed in 1995. I was not originally an enthusiastic supporter of this bridge project. I must tell you, however, that after it was built, it took me about 2 days to change my mind. Bridging over rail traffic is a good thing. Bridges are expensive. Funding is difficult to get. Consolidation of rail traffic into corridors which can be bridged provides real economic benefits to the community, as well as reducing injury risk to the public.

Surface Transportation Board

June 4, 1998

Page Two

In my experience working for and with government, I see as a deficiency, a failure to do prospective long term planning. As a consequence, we often have to deal with problems that could have been avoided in the first place, and the "fix" is much more costly.

We are an unusual area of the country in that our many municipalities have, in the past, operated as separate, insular entities, and little was done on a regional basis, even though you physically cannot tell when you go from one municipality to another. We have all suffered as a consequence. The mayors of Hammond, East Chicago, Gary and Whiting are to be commended for their actions in:

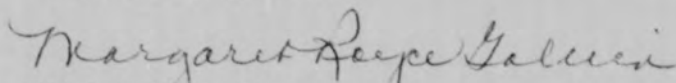
1. Getting together;
2. Acting in concert;
3. Coming up with a plan to avoid known problems before they occur again.

I suspect that railroads don't believe it, but I am personally convinced they will save money in the long run if they do not have to defend lawsuits, and pay damages to people who have been injured or killed at railroad crossings.

I urge you to adopt the Alternative Plan to route increased train traffic to maximize the use of rail lines that cross at separated grades and limit the number of trains that use street-level crossing.

Thank you for your attention to this correspondence.

Very truly yours,



MARGARET ROYCE GALVIN

MRG:bms



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. Tom Kadesch
24312 Flamingo Terrace
Gaithersburg, MD 20882-3912

Dear Mr. Kadesch:

Thank you for your recent letter 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. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

The Board recently conducted an extensive oral argument on the proposed transaction, hearing from more than 70 witnesses over the course of the 2-day argument held on June 3 and 4, 1998. Following oral argument, the Board held an open voting conference on June 8, 1998, at which we voted to approve the proposed transaction, subject to a number of conditions. The Board currently is preparing a final written decision that implements the vote at the voting conference, which is scheduled for issuance on July 23, 1998.

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I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan

24312 Flamingo Terrace
Gaithersburg, MD 20882-3912

May 6, 1998

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

OFFICE OF
CHAIRMAN MORGAN

MAY 7 4 10 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Ms. Morgan:

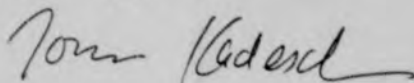
I am writing to you with regard to the pending decision before the STB to approve or disapprove the acquisition of Conrail by CSX Corporation and Norfolk Southern (NS) Corporation. I have a few comments I would like to make about the proposed acquisition, and I am hopeful you will consider the input of all interested parties when making the final decision regarding this case.

Having lived in the mid-Atlantic states for many years and witnessing the ever-increasing number of railroad mergers in this region, I understand the need for these companies to become larger to realize economies of scale. However, I am concerned that any further mergers will result in reduced competition with the remaining railroads having too much control over the marketplace. Despite the fact that CSX and NS tout the competitive benefits of their proposed acquisition of Conrail, the reality is that this competition will really only be seen in the New York metropolitan area. Throughout most of the Western Pennsylvania-Ohio-Indiana-Michigan-Illinois area, the number of competing railroads will be reduced from three to two. Also, competition will not come to Boston, since only CSX will be acquiring the Conrail line serving this area (NS's trackage rights into this region will not offset CSX's competitive advantage in this region). Furthermore, the heart of the old Conrail (the state of Pennsylvania) will be transferred in its entirety to NS, which will certainly not bring about competition in this area.

Furthermore, one of these companies, CSX, has frequently abandoned rail lines across its service territory, even in locations where rail traffic reductions did not exist. In fact, CSX's proposal to acquire Conrail's line from Ohio to St. Louis is to offset their earlier decision to abandon portions of their own line from Cumberland, MD to St. Louis, correcting an earlier mistake made by the company. I think such considerations need to be factored into the final decision regarding Conrail, to ensure that any customers served by one of the successor companies are not left empty-handed.

Thank you for listening to my concerns.

Very truly yours,



Tom Kadesch



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. and Mrs. Joe Tada
9587 Idlewood Dr.
Cleveland, OH 44144

Dear Mr. and Mrs. Tada:

Thank you for your letter 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. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

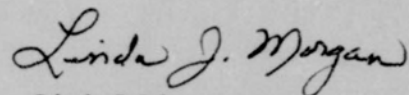
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With regard to your specific concerns, as a condition of approval, the Board has voted to require CSX to implement several operational improvements and safety measures in the Four City Consortium area of Indiana to mitigate the environmental impacts resulting from the proposed transaction. These include installing constant time warning devices, rerouting several trains off the Pine Junction to Barr Yard rail line segment, and upgrading the track structure and signal systems to allow increased train speeds on the Pine Junction to Barr Yard rail line.

I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is written in dark ink and is positioned above the printed name.

Linda J. Morgan

From: Mr. and Mrs Joe J. Lada
9587 Edgewood Drive
Brooklyn, Ohio 44144

RECEIVED
SURFACE TRANSPORTATION
BOARD

April 8, 1998

JUL 15 4 08 PM '98

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

FILE IN DOCKET

Ms. Linda J. Morgan: I hope in not writing this note in vain.
With just 17 trains passing by. We've try too cut down on
there "Track Noise" By planting 1 Row of Bush Trees and
a Hedge Approx 8 ft too 10 ft tall. It did cut down some
noise untill we get "HOT-Rods" speeding through here
Now just what are we too put up with = 40 = 47 trains
passing through. What you're asking us too do is too
"Cage" our self. Please understand our situation, and
too help face the "Sound Barrier".

Thank You
Joe and Lee Lada

June 10, 1998

Surface Transportation Board
To Chairman Linda Morgan

I'm writing this request that you would adopt an Alternative Plan of our four cities of Hammond, Whiting, East Chicago & Gary. I have been a resident of Hammond for 43 years & the area of the Heekinville section of Hammond is already saturated with train, trolleys. It's mind boggling to think it would be increased to 74% increase. Please reconsider what you're doing.

Mrs. Carolyn Downey

7000 Lindbergh Ave.

Hammond, In. 46323

JUN 15 4 10 PM '98

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SURFACE TRANSPORTATION
BOARD



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mrs. Carolyn Downey
7208 Lindberg
Hammond, IN 46323-2140

Dear Mrs. Downey:

Thank you for your letter 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. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

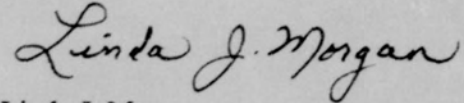
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Sincerely,

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Linda J. Morgan

CHAIRMAN

LINDA MORGAN —

I COULDN'T EXPRESS MY
THOUGHTS ON THE ISSUE
ANY MORE CLEARLY THAN
THE ENCLOSED EDITORIAL —

SINCERELY

Mr Joseph Regina
2718 WHITE OAK AVE
WHITING, IND.
46394

RECEIVED
SURFACE TRANSPORTATION
JUN 15 4 09 PM '98

EDITORIALS

More congestion, headaches

The issue: Sale of Conrail, which would mean increased train traffic in Northwest Indiana

Our opinion: The bureaucrats in Washington need to pay attention to the concerns of the everyday people who would be directly affected by the decision.

The federal government's plan to allow the sale of the Conrail railroad could mean worse headaches to thousands of Northwest Indiana motorists who already spend far too much time stuck at crossings.

The Surface Transportation Board should reconsider its preliminary approval and pay closer attention to an idea submitted by the mayors of Gary, Hammond, Whiting and East Chicago that would prevent a predicted significant increase in rail traffic through the region.

The board on Monday approved the \$11 billion acquisition of Conrail by the CSX and Norfolk Southern corporations, despite the protests of the mayors, who have banded together to form the Four Cities Consortium in an effort to lessen the sale's impact on this area.

Officials of the two railroads say they have plans to significantly increase rail traffic in Northwest Indiana as part of a marketing strategy to take freight off highways east of the Mississippi River.

Lawyers for the consortium presented an alternative plan that would allow the railroads to expand their businesses – but with a smaller impact on rail traffic – by routing it to tracks that have fewer street-level crossings.

That makes a great deal of sense.

The companies argued there would be less of an impact on the region than consortium members were figuring, because

of planned rail system upgrades and increased train speeds.

Although the feds apparently felt those promises were good enough, they said that as part of the approval they would monitor the progress of the railroads' plans to make sure terms of the deal were followed.

Consortium lawyers say that while they were pleased with safety-related conditions imposed as part of the agreement, the board did not go far enough.

They hope to convince the agency to revise its conditions – to make them more agreeable to wishes of the areas that will be most affected – before a final, written ruling on the agreement is issued July 23.

The board should listen carefully to the wishes of the representatives of the common folks in this region – those who would have to deal with the everyday problems increased rail traffic could bring.

It's easy for the bureaucrats in Washington to say the railroads' plan is acceptable – they don't have to worry about even worse traffic delays, or the higher risks of accidents caused by people going around gates, or the ambulances that are prevented from getting to hospitals by blocked crossings.

Northwest Indiana's representatives in Congress should take up the region's cause and make sure its voice is heard loud and clear before the ink dries on the board's decision.



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. Joseph Rogina Jr.
2718 White Oak Ave.
Whiting, IN 46394-2129

Dear Mr. Rogina:

Thank you for your letter 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. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

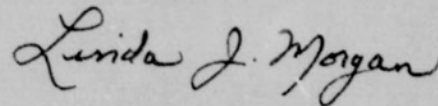
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Sincerely,

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Linda J. Morgan



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Leslie E. Flagg
6333 New Hampshire Ave.
Hammond, IN 46323

Dear Leslie Flagg:

Thank you for your letter 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. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

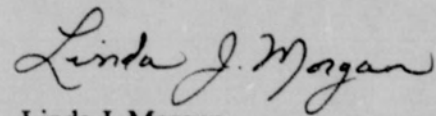
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Linda J. Morgan



cora flagg <coree@mail.netnitco.net> on 06/05/98 06:05:33 PM

FILE IN DOCKET

To: Linda Morgan/STB
cc:
Subject: Alternative Plan

Dear Chairperson Morgan:

This note is in response to the railroad proposal to increase traffic through our area. I am writing to protest this action and to request the adoption of the Alternative Plan proposed by the Mayors of our cities. I hope you will take this in consideration and I wish to express my thanks for being able to have input on this matter.

Sincerely,

Leslie E. Flagg

6333 New Hampshire Ave.

Hammond, Indiana 46323

219-844-3251 E-mail-Coree@mail.netnitco.net

OFFICE OF
CHAIRMAN MORGAN

JUN 10 12 03 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. Gary M. Ault
2303 Normandy Road
Schererville, IN 46375

Dear Mr. Ault:

Thank you for your letter 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. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

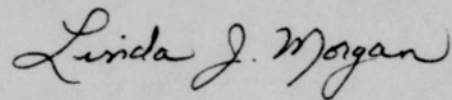
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Linda J. Morgan



Gary M Ault <Gary.M.Ault@slchicago.infonet.com> on 06/04/98 05:48:00 PM

To: Linda Morgan/STB
cc:
Subject: Proposed Rail Traffic INcrease n NW Indiana

FILE IN DOCKET

Chairman Linda Morgan:

I am writing to request that the Surface Transportation Board adopt the Alternative Plan for increasing rail traffic in Northwest Indiana put forth by the mayors of East Chicago, Gary, Hammond and Whiting.

This is an environmental issue (related to idling vehicles), a safety issue (related to both rail/vehicle accidents at grade crossings, and to interference with emergency vehicles) in addition to a community convenience issue.

I have been a resident of Northwest Indiana for over 20 years. I cannot count the times I have been significantly delayed in travel throughout the area by the current level of rail traffic. In many cases, I have missed my commuter train to downtown Chicago because of Norfolk Southern and Conrail traffic on lines which cross all major roadways in the area.

Like the mayors of the four cities, I do not oppose bringing more rail traffic to our area, because it is good for the economy. But, I strongly urge that the STB require any such increased traffic to make maximum use of grade-separated routes.

Gary M. Ault
2303 Normandy Road
Schererville, Indiana 46375
(219) 322-1923

OFFICE OF
CHAIRMAN MORGAN

JUN 10 12 03 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. Michael Guiden
7350 Woodmar Avenue
Hammond, IN 46323-2613

Dear Mr. Guiden:

Thank you for your letter 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. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

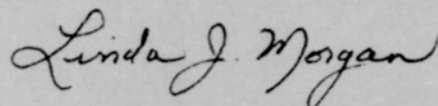
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With regard to your specific concerns, while not ordering implementation of the Alternative Route proposal, as a condition of approval, the Board has voted to require CSX to implement several operational improvements and safety measures in the Four City Consortium area of Indiana to mitigate the environmental impacts resulting from the proposed transaction. These include installing constant time warning devices, rerouting several trains off the Pine Junction to Barr Yard rail line segment, and upgrading the track structure and signal systems to allow increased train speeds on the Pine Junction to Barr Yard rail line.

I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is fluid and elegant, with the first letters of each word being capitalized and prominent.

Linda J. Morgan



michael guiden <alex@tsrcom.com> on 06/04/98 06:01:10 PM

FILE IN DOCKET

To: Linda Morgan/STB
cc:
Subject: northwest indiana train crossings

Dear Chairman Morgan:

I am writing today to urge you to support the Alternative Plan of the four cities consortium requiring railroads to limit the number of trains that use street level-crossings. As I understand it, the Alternative Plan allows for an increase in train traffic, maximization of rail line usage, and does not threaten the commerce, safety, and quality of life in northwest Indiana. The railroads' insistence on what they call "operational flexibility" can only have negative consequences for the entire region. There appears to be no reason why railroads cannot use separated grades whenever possible and still efficiently plan and move rail traffic.

Our family moved to northwest Indiana from Chicago in August 1995 and we have witnessed a rebirth of this area in the short time we have lived here. I am not against the acquisition of Conrail and the Indiana Harbor Belt and I am for the continued economic development of this area. If this acquisition can take place and not disrupt the lives and livelihood of everybody in northwest Indiana by simply limiting utilization of street-level crossings then it appears to be a solution that profits everybody. At present, northwest Indiana suffers from delays due to train traffic. There are numerous delays in the Hessville section of Hammond on 173rd Street, 169th Street, and Kennedy Avenue. I have been delayed numerous times on Indianapolis Boulevard near Summer Street en route to the South Shore station in East Chicago. Please accept the so-called Alternative Plan and do not increase the street-level crossings in this area.

Sincerely,
Michael Guiden

7350 Woodmar Avenue
Hammond, IN 46323-2613
219-989-1399
219-844-1891

OFFICE OF
CHAIRMAN MORGAN

JUN 10 12 03 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. William G. Mansfield
944 Westminster Lane
Munster, IN 46321

Dear Mr. Mansfield:

Thank you for your letter 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. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

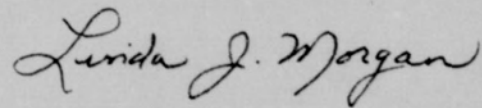
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Sincerely,

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Linda J. Morgan



Red2301@aol.com on 06/04/98 02:00:00 PM

FILE IN DOCKET

To: Linda Morgan/STB
cc:
Subject: North West Indiana Railroads

Linda Morgan
Surface Transportation Board

The CSX Corp. & Norfolk Southern Corp. plans to acquire Conrail & Indiana Harbor Belt & greatly increase rail traffic with longer delays, increased safety concerns, will have a negative impact on the entire region.

I feel our local elected officials voices should be heard & their ideas considered before a decision is made that will effect all of us in a negative manner.

Sincerely.

William G. Mansfield
944 Westminster Lane
Munster, In. 46321

OFFICE OF
CHAIRMAN MORGAN

JUN 10 12 03 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. Bernard M. Winner
941 Cornwallis Lane
Munster, IN 46321

Dear Mr. Winner:

Thank you for your letter 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. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

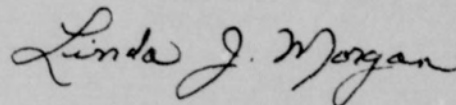
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I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is written in dark ink and is positioned above the printed name.

Linda J. Morgan



bmwin@juno.com (Bernard M Winner) on 06/04/98 10:00:59 AM

LE IN DOCKET

To: Linda Morgan/STB
cc:
Subject: RR Transportation in NW Indiana

Chairman Linda Morgan:

The alternative plan suggested by the four cities consortium for the increased railroad traffic certainly seems more logical and safer than the original routes. Please do it!

Bernard M. Winner
941 Cornwallis Lane
Munster, Indiana

46321

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SURFACE TRANSPORTATION
BOARD
JUN 10 12 03 PM '98
OFFICE OF
CHAIRMAN MORGAN



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. Eugene Ciastko
3930 Wabash Ave.
Hammond, IN 46327

Dear Mr. Ciastko:

Thank you for your letter 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. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

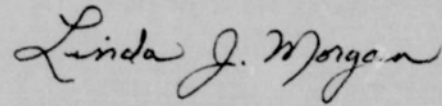
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Sincerely,

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Linda J. Morgan

June 5, 1998

FILE IN DOCKET

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

Dear Linda;

As a long-time Railroad-Crossing sufferer of Hammond, Indiana, I am appealing to you, and the rest of the Surface Transportation Board to please use the alternative route suggested by the Mayors of Hammond, East Chicago, Gary, and Whiting.

It is my understanding that using this alternative route would serve the railroads needs just as well as the route they have proposed. I have witnessed ambulances, and fire fighting-equipment losing precious time at railroad crossings as things are now. To use the plan that is presently proposed would make these problems even worse.

Please consider this proposal carefully, and consider, what if it was one of your own family in that ambulance or waiting for medical help, or for fire equipment to arrive?

Trustingly yours

Eugene Ciastko
Eugene Ciastko
3930 Wabash Ave
Hammond IN 46327

OFFICE OF
CHAIRMAN MORGAN

JUN 11 5 02 PM '98

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SURFACE TRANSPORTATION
BOARD



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Ms. Donna C. Hillier
4319 Grover Avenue
Hammond, IN 46327-1334

Dear Ms. Hillier:

Thank you for your letter 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. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

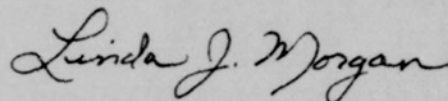
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Sincerely,

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Linda J. Morgan



"Donna C. Hillier" <hillier@calumet.purdue.edu> on 06/04/98 09:04:14 AM

To: Linda Morgan/STB
cc:
Subject: STB-Alternative Plan

FILE IN DOCKET

Dear Chair Linda Morgan,
This e-mail is to respectfully request your support of the Alternative Plan of the four cities, (Hammond, Whiting, East Chicago & Gary) that requires the railroads to make the choice that provides the greatest safety and the least inconvenience to the citizens of this area. I cross every track in Hammond to get to and from work daily. I would appreciate any support that you can give to this alternative plan.

Thank you,

Donna C. Hillier
4319 Grover Avenue
Hammond, IN 46327-1334

RECEIVED
SURFACE TRANSPORTATION
JUN 10 12 03 PM '98
OFFICE OF
CHAIRMAN MORGAN



Mr. Edward W. Creekmore
3826 176th Pl
Hammond, IN 46323

CHAIRMAN MORAN

JUN 10 12 26 PM '96

RECEIVED
SURNAME

Dear Sandra Morgan,

I'm writing in regard to the railroads wanting to increase the railroad traffic through our area.

We have too many trains now and we sure don't need any more. The line in the Hessville Area of Hammond, In. and sometime its hard for us to get out of our area when were going somewhere. They block some of the crossings for sometime and I pray everyday for our school kids that have to cross these tracks because some will jump over between the trains and I fear one day they want make it. Please do whatever you can to prevent this from happening and we'll be forever grateful. Thank you
Mrs & Mrs Ed Creekmore



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. and Mrs. Edward W. Creekmore
3826 176th Pl
Hammond, IN 46323

Dear Mr. and Mrs. Creekmore:

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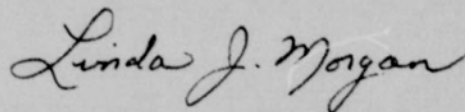
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Linda J. Morgan



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. Aravind Muzumdar
1425 Coventry Lane
Munster, IN 46321

Dear Mr. Muzumdar:

Thank you for your letter 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. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

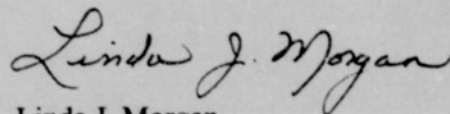
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Linda J. Morgan

FILE IN DOCKET

Aravind Muzumdar
1425 Coventry Lane
Munster, IN 46321

June 8, 1998

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

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUN 15 4 10 PM '98
OFFICE OF
CHAIRMAN MORGAN

RE: Plans for increased traffic in North-West Indiana by
CSX Corp. and Norfolk Southern Railroads upon
planned purchase of the Conrail Railroad

Dear Ms. Morgan:

An article in the June 4, 1998 Hammond (IN) Times stated that the CSX Corp. and Norfolk Southern Railroad are buying the Conrail Railroad and the Indiana Harbor Belt Line (IHB) tracks in northwest Indiana with plans to add additional train traffic at the surface level. This corner of industrial/business/residential part of Indiana is already saturated with surface rail crossings.

Gary, Indiana has an IHB overpass, currently not used over Grant Street and Broadway, two major north-south routes. It is my understanding that the CSX plan is to not use the overpass, but instead to add traffic on the Conrail surface tracks adjacent to the overpass. **The only Hospital and Trauma Center in the City of Gary is located on the heavily traveled north/south Grant Street artery between the Interstate 80/94, the Indiana Toll Road I-90, the area steel mills (USX) as well as businesses along the route. Broadway (IN-53) is Gary's main street and is also an artery between the Interstate 80/94, the Indiana Toll Road I-90, the area steel mills (USX) as well as business along the route.**

It is also my understanding that the Cities of Gary, Hammond, East Chicago and Whiting have proposed an alternate plan that calls for only three (3) street level crossings instead of twenty-seven (27) as proposed by the railroad. I definitely support this alternate plan and request that it be seriously considered by the railroad and your office.

Very truly yours,

Aravind Muzumdar

Aravind Muzumdar
1425 Coventry Lane
Munster, IN 46321

Business Address - 504 Broadway, Suite 1028
Gary, IN 46402

This many vehicles cross the CSX/BOCT tracks each day. 6-4-98

Indianapolis Boulevard.....	13,650
Railroad Avenue.....	7,500
Kennedy Avenue.....	7,325
Euclid Avenue.....	7,500
Cline Avenue.....	14,820
Calumet Avenue.....	17,000
Columbia Avenue.....	15,000

The railroad proposal will have the following negative impacts:

- 74% increase in vehicle crossing delay time daily
- 23 at-grade crossings added to daily Northwest Indiana train routes
- Heightened risk of human injury and fatality at local at-grade rail/highway crossing in the Four Cities
- Negative impact on provision of fire, police, and emergency service and public transportation
- Negative impact on commuters
- Negative impact on commercial districts, including casino traffic
- Negative impact on planned economic development projects in each of our Four Cities, including the expansion of Gary/Chicago airport, the urgently needed East Chicago vessel/barge transfer terminal; the Hammond lakefront development and rehabilitation of commercial/industrial districts.



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. John Kovach
1646 Brown Ave.
Whiting, IN 46394-1214

Dear Mr. Kovach:

Thank you for your letter 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. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

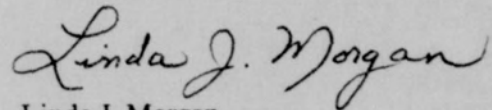
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I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is fluid and elegant, with the first and last names being more prominent than the middle initial.

Linda J. Morgan

Linda Morgan

FILE IN DOCKET

CHAIRMAN MORO

6-4-98


JUN 9

RECEIVED
SURFACE TRANSPORTATION
BOARD

I implore you as a citizen of Lake County Indiana to adopt an alternative plan which will provide greater safety and least inconvenience at our railroad crossings.

It is frequent that it takes me at times 20 to 25 minutes to travel to locations a distance of 3 to 4 miles because of delays in railroad traffic. It really is inconsiderate of the railroad companies to disregard our feelings by blocking our traffic corridors with long slow moving freight cars. It simply is ridiculous.

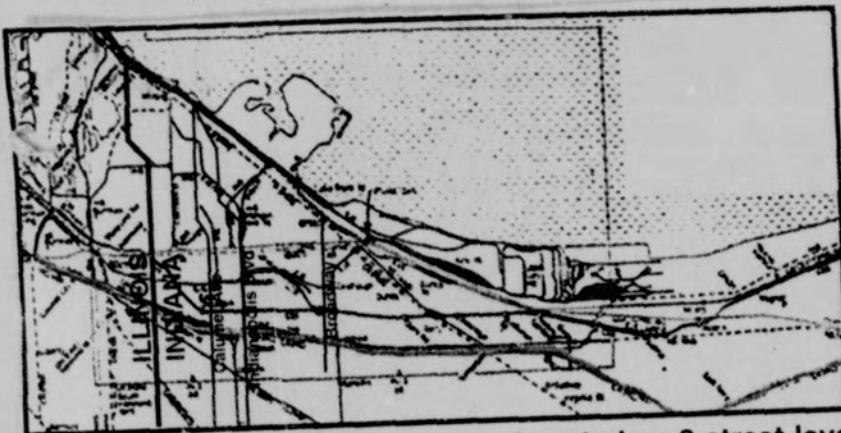
Please see the inserts which indicate the number of vehicles that are now affected by slow ^{and frequent} moving freights throughout our area also see the negative impacts these freights have on our communities.

 I urge the STB to study all aspects of this very serious problem that occurs every day in our Lake County areas.

Thank You for your consideration

John Kovach
1646 Brown Ave
Whiting, Indiana 46394

Please respond to



Four Cities Consortium proposed route has 3 street-level crossings instead of 27 as proposed by the railroads.

Rail route proposed for increased train traffic by the railroads.

Proposed alternative eastbound grade-separated route recommended by the four Mayors.



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Elder Vivian M. Green
5919 Wallace Road
Hammond, IN 46320

Dear Elder Green:

Thank you for your letter 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. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

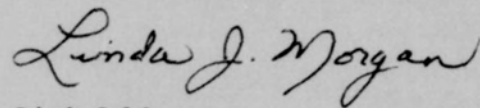
The Board recently conducted an extensive oral argument on the proposed transaction, hearing from more than 70 witnesses over the course of the 2-day argument held on June 3 and 4, 1998. Following oral argument, the Board held an open voting conference on June 8, 1998, at which we voted to approve the proposed transaction, subject to a number of conditions. The Board currently is preparing a final written decision that implements the vote at the voting conference, which is scheduled for issuance on July 23, 1998.

In voting for approval, the Board found that the transaction, as augmented by numerous settlement agreements among the parties and as further conditioned, would inject competition into the eastern United States in an unprecedented manner. The conditions adopted by the Board, while significant, recognize the operational and competitive integrity of the overall proposal and the importance of promoting and preserving privately-negotiated agreements. In particular, the Board's conditions include 5 years of oversight, along with substantial operational monitoring and reporting to ensure that the transaction is successfully implemented; mitigation of potential adverse impacts on the environment and on safety; recognition of employee interests, including a reaffirmation of the negotiation and arbitration process as the proper way to resolve important issues relating to employee rights; and several conditions that address the vital role of smaller railroads and regional concerns about competition.

With regard to your specific concerns, while not ordering implementation of the Alternative Route proposal, as a condition of approval, the Board has voted to require CSX to implement several operational improvements and safety measures in the Four City Consortium area of Indiana to mitigate the environmental impacts resulting from the proposed transaction. These include installing constant time warning devices, rerouting several trains off the Pine Junction to Barr Yard rail line segment, and upgrading the track structure and signal systems to allow increased train speeds on the Pine Junction to Barr Yard rail line.

I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is fluid and elegant, with the first letters of each word being capitalized and prominent.

Linda J. Morgan

FILE IN DOCKET

June 4, 1998

Elder Linen M. Green
5919 Wallace Road
Hammond, IN 46320
Phone: 219-931-6238

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

OFFICE
CHAIRMAN MORGAN

JUN 9 3 40 PM '98

RECEIVED
SURFACE TRANSPORTATION

Dear Chairman Morgan:

I am requesting that you adopt the Alternative Plan of the four cities (East Chicago, Gary, Hammond, Whiting). I was born and reared in the City of East Chicago, Indiana. I have lived in the Calumet region all of my life. My opinion is that the Alternative Plan is viable and "do-able". From what I have read about the railroad proposal, it would have a terrible, terrible impact on us. I am very definitely and fully behind the Alternative Plan. It is my hope and my prayer that you will decide in favor of this Plan for us.

Yours truly,
Elder Linen M. Green



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. and Mrs. John B. Elo
7110 Colorado Ave.
Hammond, IN 46323

Dear Mr. and Mrs. Elo:

Thank you for your letter 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. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

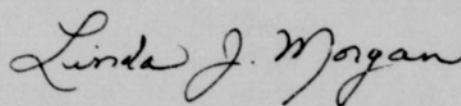
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I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is fluid and elegant, with the first and last names being more prominent than the middle initial.

Linda J. Morgan

FILE IN DOCKET

7110 Colorado Ave

Hammond, In 46323

June 4, 1998

Linda Morgan, Chairman
Surface Transportation Board
1935 K Street NW
Washington, D.C. 20423

OFFICE OF
CHAIRMAN MORGAN

JUN 9 3 40 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Ms. Morgan,

I request that the Board adopt the
Alternative Plan of our four cities.

I personally have been inconvenienced
by the numerous trains coming through
our town. (Sometimes four an hour in mid-day)
There have also been times our crossings
have been blocked for a half hour or more
at a time.

Please help our community by adopting
the Alternative Route proposed by the Four
Cities Consortium.

Thank you.

Phillip D. Eto
John B. Eto



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Ms. Gloria A. Kaminsky
2731 Schrage
Whiting, IN 46394

Dear Ms. Kaminsky:

Thank you for your letter 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. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

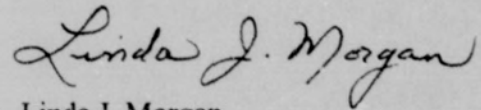
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Sincerely,

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Linda J. Morgan

June 5, 1998

FILE IN DOCKET

Chairman, Linda Morgan

I am writing in regards to the railroads going through our towns, which are Hammond, Whiting, East Chicago & Gary, Indiana. I urge & request (as a taxpayer) that you adopt the Alternative Plan of our four cities.

We have enough long tie-ups by the railroad of slow moving & trains just sitting & blocking our busy roads which are accesses to our hospitals. Many emergency vehicles are hampered by these 2 railroads.
CSX / BOCT

Gloria Kaminsky
2731 Schrage Ave
Whiting, Ind. 46394

CHAIRMAN MORGAN
OFFICE OF

JUN 8 3 41 PM '98

RECEIVED
SURFACE TRANSPORTATION



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Richard J. and Geraldine Tumidalsky
1438 Roberts Ave.
Whiting, IN 46394-1120

Dear Mr. and Mrs. Tumidalsky:

Thank you for your letter 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. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

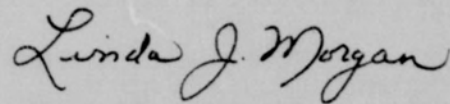
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Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is fluid and elegant, with the first name "Linda" and last name "Morgan" clearly legible.

Linda J. Morgan

6/7/98

Linda Margon, Chairman

FILE IN DOCKET

Dear Ms. Margon:

I am writing this letter to you in regards to the article in the Hammond Times on Thursday June 4, 1998. The article was referring to the trains coming thru our cities of Gary, E.C. Hammond and Whiting. We do not need anymore trains coming thru there tying up all our major roads. I am in favor of the 4 mayors ideas as to find other ways to solve this problem. My husband and myself are sick & tired of being held up by trains (slow moving like snails, and sitting on tracks waiting for switchings to proceed on to their destination. We've all been sitting for 15 minutes waiting - morning - afternoons - evenings. This is very frustrating.

Mr. Richard J. Tumidalsky
Mrs. Geraldine Tumidalsky
14308 Roberts Ave
Whiting, Ind.
46394

CHAMBERLAIN

JUN 11 1998

CHAMBERLAIN



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Ms. Christine M. Rutledge
6629 Kentucky Avenue
Hammond, IN 46323

Dear Ms. Rutledge:

Thank you for your letter 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. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

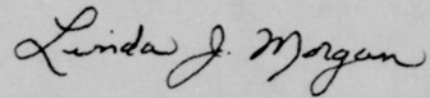
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Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is fluid and elegant, with the first letters of each word being capitalized and prominent.

Linda J. Morgan

GO

FILE IN DOCKET

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

OFFICE
CHAIRMAN MORGAN

JUN 8 6 00 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Chairman Morgan,

My name is Christine Rutledge. I have lived in Hammond, Indiana for 41 years. I am writing to you about the trains which cross through our city. The last few years have been terrible with the train traffic. The trains tie up our entire city. I am not talking about a five minute delay. They tie up our main thoroughfares throughout Northwest Indiana.

I am President of Hessville Little League. The baseball fields are approximately six blocks from my home. You would think it would take less than five minutes to get there. Unfortunately, I sit for at least 30 minutes waiting to cross the tracks because the trains are sitting. I watch young baseball players climb through the trains to get to the baseball fields because the trains are at a stop. I watch irate drivers backing up to turn around to go on the expressway. Our expressway is at a dead stop due to construction, but it is still faster than waiting for a train in Hammond. It should take me 15 minutes to get to work but I have to leave 40 minutes early to account for some of the trains. Sometimes I am still late for work. My husband is an ambulance driver and tells me of the many times a persons life is on the line because the ambulance is stuck waiting for a train.

Please come visit our city for a few days. Your welcome to stay at my house. I'll drive you around and show you firsthand how horrible train traffic is in Hammond. Pollution and accidents have increased due to the trains. Our Mayor has tried to help us. We call the police for long delays and they write tickets. It has not solved the problem. Please, please listen to the Mayors of Indiana. Think of the citizens. Think of our police, fire trucks, and ambulances. Our lives out counting on your help.

Sincerely,

Christine M. Rutledge
Christine M. Rutledge
6629 Kentucky Avenue
Hammond, IN 46323
(219) 845-6018

UNICORP FEDERAL CREDIT UNION
1703 CALUMET AVE
WHITING, IN 46394
(219) 659-5800
FACSIMILE NUMBER (219)659-2813

FACSIMILE TRANSMITTAL SHEET

TO: Chairman Linda Morgan

FROM: Chris Rutledge

COMPANY: _____

DATE: 6/8/98

FAX NUMBER: _____

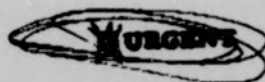
TOTAL NO. OF PAGES INCLUDING COVER: 2

PHONE NUMBER: _____

SENDER'S REFERENCE NUMBER: _____

RE: _____

YOUR REFERENCE NUMBER: _____



URGENT

☐ FOR REVIEW

☐ PLEASE COMMENT

☐ PLEASE REPLY

☐ PLEASE RECYCLE

NOTES/COMMENTS:

STB FD-33388 7-21-98 J ID-PUBLIC



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. Philip E. Kunz
President
Wellington Area Clergy Assoc.
P.O. Box 52
Wellington, OH 44090

Re: Finance Docket No. 33388: CSX and Norfolk Southern -- Control and
Acquisition -- Conrail

Dear Mr. Kunz:

Thank you for your recent letter expressing your concerns about rail traffic in the Wellington area.

On June 8th, in approving the Conrail acquisition, the Board voted to adopt the environmental conditions recommended by its Section of Environmental Analysis in the Final Environmental Impact Statement. We further directed CSX to consult with officials in Wellington, Ohio regarding their environmental concerns and report back to the Board the results of these negotiations within 6 months of the effective date of this decision. In this regard, the Board encourages private sector negotiations and resolution in any matters under our jurisdiction. We believe that negotiated solutions to address environmental concerns are more effective and may at times be more far-reaching than environmental mitigation options we could impose unilaterally. Our final written decision implementing the June 8th vote is to be served on July 23, 1998.

If you have additional questions concerning the environmental review process, please call me, or contact Elaine K. Kaiser, SEA's Environmental Project Director, or Mike Dalton, SEA's Project Manager for the Conrail Acquisition, at (202) 565-1530.

Sincerely,

Linda J. Morgan
Linda J. Morgan

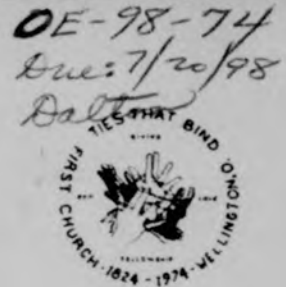
The First Congregational Church

(United Church of Christ)

P.O. BOX 52

WELLINGTON, OHIO 44090

Church Office 647-3308



April 22, 1998

FILE IN DOCKET

The Hon. Linda Morgan, Esq.
Chairperson
Surface Transportation Board
1925 K Street, NW.
Wash, DC 20423-0001

CHAIRMAN MORGAN

APR 21 5 14 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Ms Morgan:

Despite the good faith efforts of many citizens and their elected officials in Lorain CO. Ohio, CSX Transportation is still "stonewalling" on provision of necessary grade separations on the CO 61 line they seek to acquire from Conrail. Their public relations meetings have been glib, but with no commitment to the safety of the thousands of persons in the area. As you know, they propose to increase traffic on CO 61 by 400%. They are currently paying Conrail to double track the line.

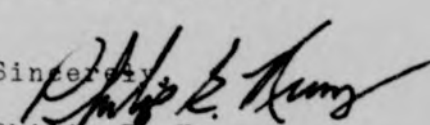
The CSX design thus far is beyond "Chutzpah," it is a deadly threat. The new CSX "Berlin Wall" will cutoff ambulance service in Wellington, Grafton, and LaGrange, Ohio. It will severely impact fire, police, and daily school bus traffic. An average of four 6400 ft. trains each hour amounts to a very effective barrier.

In addition, there are grave questions about the increase of hazardous cargo on CO 61 with attendant risks in the event of a derailment. [Curiously, Wellington once gained a local hospital in the early Sixties following a train wreck closing the line for four days. Under current Federal and State regulations of health facility costs, the hospital was closed.] If CSX rolls with their plan, expect to die if you need EMT transport from the south side of the line to the existing area hospitals.

Every responsible Town, County, and State authority has opposed the CSX merger plan because the firm has not made commitments to grade separations. Wellington Area Clergy Association joins in pleading for STB's rejection of the merger unless grade separations are provided at CSX expense. Obviously the people of Ohio do not exist to serve the profit interests of CSX, but CSX has a basic obligation to operate with public safety provisions a paramount condition.

Thank you for your interest.

Sincerely,


Philip E. Kunz
President, Wellington
Area Clergy Assoc.



Office of the Chairman

Surface Transportation Board

Washington, D.C. 20423-0001

FILE IN DOCKET

July 21, 1998

Ms. Theresa Dixon
115 Ashton Rd.
Upper Darby, PA 19082

Dear Ms. Dixon:

Thank you for your letter 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. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

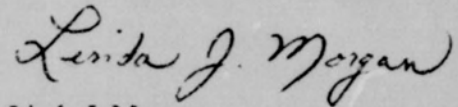
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With respect to the specific concerns raised in your letter, the Board has voted to impose the New York Dock labor protective conditions, along with certain other relief requested by rail labor. In particular, the Board made clear at the voting conference that its approval of the application does not indicate approval or disapproval of any of the involved collective bargaining agreement overrides that the applicants have argued are necessary to carry out the transaction.

I appreciate your interest in this matter. I will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is written in dark ink and is positioned above the printed name.

Linda J. Morgan

THERESA DIXON
115 ASHTON RD.
UPPER DARBY, PA 19082
TCU LODGE 590

Post-It® Fax Note 7671		Date <u>5/24/98</u>	# of Pages <u>1</u>
To <u>LINDA MORGAN</u>	From <u>THERESA DIXON</u>		
Co./Dept. <u>STB</u>	Co. <u>CONRAIL</u>		
Phone #	Phone # <u>215-209-2707</u>		
Fax #	Fax # <u>215-209-41531</u>		

DEAR MS. MORGAN:

FILE IN DOCKET

I am a writing to you because, as you are aware, the Philadelphia-based Consolidated Rail Corporation will be split by two other railroads - the Norfolk Southern and the CSXT.

This impending takeover will result in a \$22.3 million severance package for the CEO, David LeVan, and a severance package and bonuses for other management employees totaling \$1.5 billion. Management employees who have been working for Conrail for just a few years will walk away with large sums of money, and will participate in the distribution of proceeds from the sale of employee-owned stocks that netted in the amount of \$910 million.

On the other hand, most union employees have dedicated more than twenty five years of their lives to the Railroad. We will be thrown out without a job and without a just and equitable termination package. Conrail does not want to recognize the numerous contributions we have made towards making Conrail the \$20.3 billion company that it is today. We struggled against all odds to make it independent in the early days. We sacrificed, took wage deferrals and accepted changes in our work rules. In 1988, speaking before the Newcomen Society, Mr. Stanley Crane acknowledged the wage-deferral agreement that union members accepted at a critical point, and said, "Without it, we could not have saved the company."

We worked just as hard as management to make this Railroad a success and now that we have succeeded, the union employees are on the outside looking in.

Management claims that union members will be receiving six years salary under the labor agreement called New York Dock. Past history has shown that it is extremely difficult to fulfill the requirements of that agreement in order to collect anything.

You have shown your concern for the working people many times in the past. I am asking your help to stop this corporate greed, this most disgraceful discriminatory practice, and this great injustice taking place in the workplace today.

Sincerely Yours,

Theresa Dixon



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. Michael E. Donant
5320 Dunfred Cit. S.E.
Canton, OH 44707-1075

Dear Mr. Donant:

Thank you for your letter 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. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

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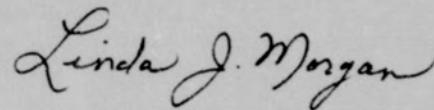
In voting for approval, the Board found that the transaction, as augmented by numerous settlement agreements among the parties and as further conditioned, would inject competition into the eastern United States in an unprecedented manner. The conditions adopted by the Board, while significant, recognize the operational and competitive integrity of the overall proposal and the importance of promoting and preserving privately-negotiated agreements. In particular, the Board's conditions include 5 years of oversight, along with substantial operational monitoring and reporting to ensure that the transaction is successfully implemented; mitigation of potential adverse impacts on the environment and on safety; recognition of employee interests, including a reaffirmation of the negotiation and arbitration process as the proper way to resolve important issues relating to employee rights; and several conditions that address the vital role of smaller railroads and regional concerns about competition.

With respect to the specific concerns raised in your letter, the Board has voted to impose the New York Dock labor protective conditions, along with certain other relief requested by rail labor. A basis part of the bargain embodied in the Washington Job Protection Agreement upon which the New York Dock conditions are based is that rail carriers are permitted to move employees to achieve the benefits of a merger transaction in return for up to 6 years of income protection and various other benefits, such as retraining and moving allowances. I am certainly aware that such displacements do result in hardships for employees and their families whenever

they are required to move their place of residence; however, New York Dock does compensate the employee for the cost of the move and provides for up to 6 years of income protection. Additionally, the Board has made clear at the voting conference that its approval of the application does not indicate approval or disapproval of any of the involved collective bargaining agreement overrides that the applicants have argued are necessary to carry out the transaction.

I appreciate your interest in this matter. I will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is fluid and elegant, with the first letters of each word being capitalized and prominent.

Linda J. Morgan

Michael E. Donant
5320 Dunfred Cir. S.E.
Canton, Ohio 44707-1075

5/22/98

FILE IN DOCKET

Chairman Surface Transportation Board
Case Control Unit STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC. 204323-0001

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUN 1 5 04 PM '98
OFFICE OF
CHAIRMAN MORGAN

Members of The Surface Transportation Board,

I have been following the railroad merger between Conrail, NS, and CSX. Myself, along with **109 other employees at the Conrail System Maintenance of Way Shop, located in Canton, Ohio**, are facing a battle that seems to have been lost before it barely began. Upon the Surface Transportation Board (STB) signing the proposal on June 8, 1998, **the Conrail facility at Canton will be closed** and the work will be moved to the locations of the other two Railroads involved. (NS / Charlotte, North Carolina : CSX / Richmond, Virginia) The closing of the Canton facility will affect many of our lives and family values.

"Labor is prior to, and independent of, capital. Capital is only the fruit of labor, and could never exist if labor had not first existed. Labor is the superior of capital, and deserves much the higher consideration."

Abraham Lincoln (1809-65), U.S. President
Message to Congress, December 3, 1861

It seems the words of Abraham Lincoln have been forgotten. With "big business" ruling the world, the people that make the fortunes for others have been given no considerations. Management at Conrail have been given the "Golden Parachute" as far as buy outs/ early retirement packages/ severance pay/ stay bonuses. The Union labor employees are given nothing. They are expected to relocate to one of the involved facilities with no capital gain of their own. This is hard to do on a salary of \$36,000.00 / year gross (\$24,000.00 / year net). It seems that the people who are in control of our lives have lost touch with reality.

If the Rail merger must be approved by the STB, (which at this time consist of two members; Chairman Linda J. Morgan / a Democrat from Maryland, and Vice Chairman Gus A. Owen / a Republican from California), **provisions should be made to protect the jobs of all people involved by keeping the Canton facility open.** Our destiny lies in the hands of these people.

"I hope our wisdom will grow with our power, and teach us, that the less we use our power, the greater it will be."

Thomas Jefferson (1743-1826) U.S. President
Letter June 12, 1815

Thank you,
Michael E. Donant



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. David W. Berger
133 North Fourth St.
Hamburg, PA 19526

Re: STB Finance Docket No. 33388

Dear Mr. Berger:

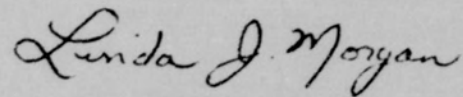
This is in reference to your letter regarding certain actions or proposals by unions that represent Conrail's operating crafts. You indicate that unions representing Conrail trainmen and engineers have decided to broaden their seniority rosters to include Conrail employees displaced from other areas. You are concerned that the operation of trains by employees unfamiliar with the area will adversely affect safety and customer service.

It appears that the action you describe has been undertaken unilaterally by your union and that any grievance over seniority should be directed to your union. Nevertheless, as you may be aware, at its June 8 open voting conference on the Conrail acquisition proposal in 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, the Board voted to approve the merger application, with conditions. In particular, the Board's conditions are to include 5 years of oversight, along with substantial operational monitoring and reporting to ensure that the transaction is successfully implemented; mitigation of potential adverse impacts on the environment and on safety; recognition of employee rights and interests; and conditions addressing the role of smaller railroads and regional concerns about competition.

The safety of applicants' post-transaction train operations has been, and continues to be, a primary focus of the Board. In this regard, the Board directed the filing by applicants CSX and Norfolk Southern of safety integration plans to ensure that the Conrail acquisition is implemented safely. The applicants have worked closely with the Federal Railroad Administration (FRA), the agency responsible for enforcement of rail safety regulations, to prepare and submit such plans, which have been scrutinized by both FRA and the Board. The U. S. Department of Transportation has concluded that applicants have addressed all of FRA's safety concerns. And, the Board and FRA have recently entered into a Memorandum of Understanding for monitoring the safe implementation of this transaction. I can assure you that the safety of train operations will not be ignored.

I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I can be of further assistance, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is fluid and elegant, with the first letters of each word being capitalized and prominent.

Linda J. Morgan

FILE IN DOCKET

David W. Berger
133 North Fourth St.
Hamburg, PA 19526
June 22, 1998
(610) 562 - 7622

Linda J. Morgan
Chairman
Surface Transportation Board
1201 Constitution Ave, NW
Washington, DC 20423

OFFICE OF
CHAIRMAN MORGAN

JUN 23 4 03 PM '98

RECEIVED
SURFACE TRANSPORTATION

Madam Chairman;

I would like to bring the attention of the Board to a situation that is developing on Conrail as a result of the takeover / merger by the NS and CSX. I am fully aware that the time frame for rebuttal has passed, but that in no way reduces the pertinence of this letter.

When the Environmental Study was conducted, the area of the employee's pre-existing seniority appears to have been overlooked or taken for granted.

Please allow me to give all of you a brief overview of the systems in place on Conrail. We are using prior rights where they apply and an "order of selection" in areas where there was an overlap of ownership by the previous carriers.

An example of "prior rights" would be a yard or section of railroad that was owned by the PC. Prior PC engineers and trainmen get the first pick of the jobs in these locations, with any unfilled jobs going on a straight seniority basis.

An example of "order of selection" would apply where two or more carriers shared work in the same geographic area. In these locations the work was prorated to reflect the amount of work the previous carriers had, with the trainmen and engineers of the previous carriers getting their respective share work. Again, any unfilled jobs would then be filled on a straight seniority basis.

The unions representing Conrail's operating crafts have decided to restructure the existing rosters. The resulting flux in manpower will create a situation where many of the long established Conrail employees will be displaced from areas where they have worked and are familiar by other employees of Conrail who suddenly find themselves in a more propitious position on the roster.

The situation created will be identical to last summer's fiasco on the UP/SP. Many employees familiar with the geography were displaced by those who were not. If you recall, this led to a condition that cost several lives, not to mention the cost in dollars and incredible gridlock. A condition, I'm certain none of you want to emulate.

It's obvious that an engineer who is not comfortable and relaxed in his surroundings is not going to operate a train as fast as someone who is, and the same condition exists across the spectrum of employees who will be involved. **This leads to gridlock, and that leads to unhappy customers and very dangerous situations!!**

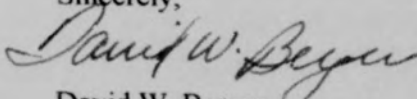
I would like to reiterate, the carriers are not calling for this. In fact they agreed to allow the unions to handle the issue at their discretion. **This is being done by the unions representing the train and engine crafts on Conrail only.**

The unions representing both CSX and NS have done the prudent thing and called for protection for their members, I feel certain they appreciate the ramifications of any other action.

It is my assertion that the Surface Transportation Board should closely monitor any action in this direction, and I strongly recommend that you intercede to stop it. Every effort should be made to create the most seamless transition possible and cause the least amount of shock for the customers, the general public, and the safety of the operating crafts involved!!

I appreciate your attention and hope you give this matter your full consideration.

Sincerely,


David W. Berger



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. Robert Eagle
27294 Georgetown Drive
Westlake, OH 44145

Re: Finance Docket No. 33388: CSX and Norfolk Southern -- Control and
Acquisition -- Conrail

Dear Mr. Eagle:

Thank you for your recent letter expressing your concerns about rail traffic being routed through the southwest area of metropolitan Cleveland.

Both CSX and NS have entered into negotiated agreements with numerous communities in the Greater Cleveland Area, including Cleveland, East Cleveland, Berea, Brook Park, Olmsted Falls, and the west shore communities of Bay Village, Rocky River, and Lakewood. NS' agreement with East Cleveland proposes a rerouting of 11 trains per day away from the East Cleveland area and improved connections in Cloggsville (in west Cleveland) and Vermillion, Ohio. These reroutings will result in essentially no additional train traffic (above 1995 base levels) in the west shore communities. Also, the agreements with Berea will result in the carriers participating in the construction of two new underpasses to address environmental concerns in that community.

The Board encourages private sector negotiations and resolution in any matters under our jurisdiction. We believe that negotiated solutions to address environmental concerns are more effective and may at times be more far-reaching than environmental mitigation options we could impose unilaterally. Accordingly, on June 8th, the Board voted to adopt these negotiated agreements as environmental conditions to its approval of the Conrail acquisition. Our final written decision implementing the June 8th vote is to be served on July 23, 1998.

If you have additional questions concerning the environmental review process, please call me, or contact Elaine K. Kaiser, SEA's Environmental Project Director, or Mike Dalton, SEA's Project Manager for the Conrail Acquisition, at (202) 565-1530.

Sincerely,

Linda J. Morgan
Linda J. Morgan

Robert Eagle
27294 Georgetown Dr.
Westlake, Ohio 44145
(216) 892-0956

OE-98-70
Due 7/20/98
Dalton

FILE IN DOCKET

Ms. Linda Morgan
Surface Transportation Bd.
1925 K Street N.W.
Suite 820
Washington, D.C. 20423

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAR 30 5 52 PM '98
OFFICE OF
CHAIRMAN MORGAN

Dear Ms. Morgan,

I am writing to you regarding the pending merger of Norfolk Southern and CSX railroads.

I understand that this merger is wanted by the two companies as a way to increase their profits and I am not opposed to that.

However, I am urging you and your committee members to use good judgement when making your decision by mandating the condition to the merger that has been proposed by our congressman, Dennis Kucinich and others.

This condition is that the rail traffic be routed through the southwest area of metropolitan Cleveland.

The above mentioned condition would be a win-win situation for all three parties involved.

This win-win situation would be achieved as follows:

- 1) The railroad companies would get the merger they desire in order to increase their profits.

2) The westshore communities and Cleveland would maintain a good quality of life because safety, environmental, traffic congestion and noise pollution would be reduced.

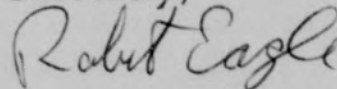
3) The southwest area communities would see their quality of life increase because overpass bridges would be constructed which would reduce their current traffic, safety and noise pollution situation.

Anytime that a plan can provide a "WIN" for all parties that are involved in an issue, that plan must be implemented.

Thank you for your time and again I ask you to please do what is right and institute the plan that will benefit us all.

Please feel free to contact me if you so desire.

Sincerely,



Robert Eagle

cc.

Cong. Dennis Kucinich
Senator Michael DeWine
Senator John Glenn

CSX + Berea - 6/1/98

NS + Bay Village, Rocky R. + Lakewood - 6/2/98

NS + Clev. 5/22/98

NS + E. Clev. 4/27/98

CSX + Clev. 6/4/98

CSX + E. Clev. 2/11/98

CSX + Brook Park 2/17/98

NS + CSX w/ Brook Park + Olmsted Falls, OH 2/24/98



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. Cameron McEwen
338 W. Main St.
Bound Brook, NJ 08805

Re: Finance Docket No. 33388: CSX and Norfolk Southern -- Control and
Acquisition -- Conrail

Dear Mr. McEwen:

Thank you for your letter dated June 1, 1998, about the proposed acquisition of Conrail by Norfolk Southern and CSX and your concerns about environmental impacts in the Bound Brook, NJ area.

In preparing the Environmental Impact Statement (EIS), the Board's Section of Environmental Analysis (SEA) conducted a comprehensive and exhaustive environmental review of the potential impacts of the Conrail Acquisition, which was one of the largest and most complex transactions ever considered by the Board. The transaction encompassed over 44,000 miles of rail lines in 24 states, affecting over 1,000 counties. SEA considered a broad range of environmental issues on a system-wide, regional, and local level.

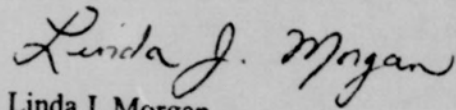
Because the Applicants projected a small increase of 2.7 trains per day on the Conrail line segment (which NS would acquire) from Bound Brook to Port Reading, and decreases in train traffic on several other line segments in the nearby Shared Assets Area, SEA determined that proposed changes in rail activity would not exceed the Board's thresholds for environmental analysis (generally 8 trains per day increase). Therefore, SEA concluded that no significant adverse environmental impacts would occur and did not recommend any mitigation.

The issue you raise concerning the recent increase in activity on the Conrail rail lines appears to be a pre-existing problem and not related to the Conrail Acquisition. While the Board has broad authority to impose conditions in railroad merger cases, that authority is not limitless. The Board does not have the authority to impose mitigation to remedy pre-existing conditions in a particular community nor impacts that are not a direct result of the transaction before it.

On June 8, 1998, the Board voted to approve the Conrail Acquisition with certain conditions, including environmental conditions. The Board will issue its final written decision on July 23, 1998.

If you have additional questions concerning the environmental review process, please call me, or contact Elaine K. Kaiser, SEA's Environmental Project Director, or Mike Dalton, SEA's Project Manager for the Conrail Acquisition, at (202) 565-1530.

Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan".

Linda J. Morgan

OE-98-72
Due: 7/22/98
Dutton

FILE IN DOCKET

June 1, 1998

Linda J Morgan
Chairman, Surface Transportation Board
Washington, DC 20423-0001

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUN 4 6 42 AM '98
CHAIRMAN MORGAN

Re: Conrail merger and the Borough of Bound Brook, NJ

Dear Chairman Morgan,

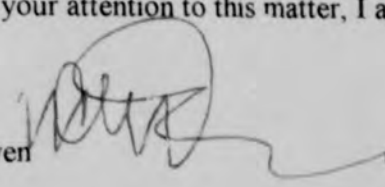
The Borough of Bound Brook is little more than a square mile in size. Its southern section has two stretches of Conrail right of way, one along the NJT Raritan Valley line, the other along the Raritan River on a line running from Bound Brook to West Trenton. Since the announcement of the Conrail merger, both these lines have seen a marked increase in activity. This has had profound environmental effect in Bound Brook in the following ways:

- a) freight activity on the Raritan Valley line takes place at night when NJT passenger trains are not running. Increased traffic entails increases in diesel and shunting noise in what remains a predominantly residential area. (Increased train whistles mentioned below.)
- b) increased use of the West Trenton line has meant increased closure of the grade-level crossing used by a spur of this line at the county highway leading across the Raritan River to South Bound Brook. When this crossing is closed, traffic backs up throughout both boroughs. Air and noise pollution are greatly increased. Emergency vehicles become trapped in the traffic.
- c) three grade-level crossings and a station are located within Bound Brook's small area. Another station and additional grade-level crossings are located in Bridgewater, immediately adjacent to Bound Brook, on both the Raritan Valley Line and the West Trenton Line. Increased freight traffic means increased use of air whistles at these crossings and stations. Since Bound Brook is already bombarded by thousands of whistles every day and night from passenger and freight trains, any increase in traffic resulting from the merger is an environmental disaster for the Borough.

Bound Brook is probably typical of many small communities which is already being impacted by the proposed merger, but which is too small to have the sorts of agencies required to monitor environmental impact and to make a submission to your Board. As a condition of the proposed merger, the Board might require that Norfolk/CSX develop a community liaison procedure to monitor and to mitigate local environmental problems like these. Note should be made that the sorts of problems experienced by Bound Brook seem to be unduly concentrated in minority areas.

With thanks for your attention to this matter, I am

Yours truly


Cameron McEwen
338 W Main St
Bound Brook, NJ 08805

cc: Elaine Kaiser, Chief/Environmental Section

Donald Beuger
 817 Chicago St.
 Hammond In
 46827

Dear Mrs Morgan —

We own three properties on
 Chicago St. Hammond In. we have
 observed the train tie up and the
 misfortune thru the years.

It would be wise, at this
 time, to reroute the the trains using
 the crossings already in place.

Which would help relieve
 our present problem and the ensuing
 traffic the merger would bring —

Thank you very much —

Donald Beuger

CHAIRMAN MORGAN
 OFFICE

JUN 15 4 09 PM '98

RECEIVED
 SURFACE TRANSPORTATION



Office of the Chairman

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

FILE IN DOCKET

FD-33388

July 21, 1998

Mr. Donald Burger
817 Chicago St.
Hammond, IN 46327

Dear Mr. Burger:

Thank you for your letter 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. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

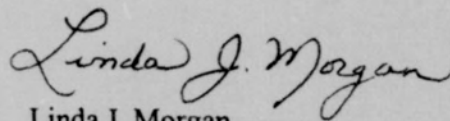
The Board recently conducted an extensive oral argument on the proposed transaction, hearing from more than 70 witnesses over the course of the 2-day argument held on June 3 and 4, 1998. Following oral argument, the Board held an open voting conference on June 8, 1998, at which we voted to approve the proposed transaction, subject to a number of conditions. The Board currently is preparing a final written decision that implements the vote at the voting conference, which is scheduled for issuance on July 23, 1998.

In voting for approval, the Board found that the transaction, as augmented by numerous settlement agreements among the parties and as further conditioned, would inject competition into the eastern United States in an unprecedented manner. The conditions adopted by the Board, while significant, recognize the operational and competitive integrity of the overall proposal and the importance of promoting and preserving privately-negotiated agreements. In particular, the Board's conditions include 5 years of oversight, along with substantial operational monitoring and reporting to ensure that the transaction is successfully implemented; mitigation of potential adverse impacts on the environment and on safety; recognition of employee interests, including a reaffirmation of the negotiation and arbitration process as the proper way to resolve important issues relating to employee rights; and several conditions that address the vital role of smaller railroads and regional concerns about competition.

With regard to your specific concerns, as a condition of approval, the Board has voted to require CSX to implement several operational improvements and safety measures in the Four City Consortium area of Indiana to mitigate the environmental impacts resulting from the proposed transaction. These include installing constant time warning devices, rerouting several trains off the Pine Junction to Barr Yard rail line segment, and upgrading the track structure and signal systems to allow increased train speeds on the Pine Junction to Barr Yard rail line.

I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,


Linda J. Morgan



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Ms. Beulah Labostrie
President
Louisiana Acorn
1024 Elysian Fields Ave.
New Orleans, LA 70117

Dear Ms. Labostrie:

Thank you for your letter 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, you express opposition to the merger because of concerns regarding CSX and hazardous material safety, particularly in Louisiana. The Conrail proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

The Board recently conducted an extensive oral argument on the proposed transaction, hearing from more than 70 witnesses over the course of the 2-day argument held on June 3 and 4, 1998. Following oral argument, the Board held an open voting conference on June 8, 1998, at which we voted to approve the proposed transaction, subject to a number of conditions. The Board currently is preparing a final written decision that implements the vote at the voting conference, which is scheduled for issuance on July 23, 1998.

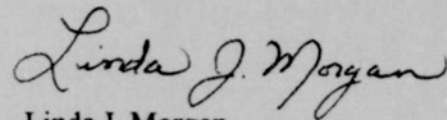
In voting for approval, the Board found that the transaction, as augmented by numerous settlement agreements among the parties and as further conditioned, would inject competition into the eastern United States in an unprecedented manner. The conditions adopted by the Board, while significant, recognize the operational and competitive integrity of the overall proposal and the importance of promoting and preserving privately-negotiated agreements. In particular, the Board's conditions include 5 years of oversight, along with substantial operational monitoring and reporting to ensure that the transaction is successfully implemented; mitigation of potential adverse impacts on the environment and on safety; recognition of employee interests, including a reaffirmation of the negotiation and arbitration process as the proper way to resolve important issues relating to employee rights; and several conditions that address the vital role of smaller railroads and regional concerns about competition.

With regard to your specific concerns, the Board for the first time in a railroad consolidation case required the preparation of an Environmental Impact Statement and Safety Integration Plans to address fully the environmental and safety concerns raised. The Board will be closely monitoring implementation of the environmental mitigation conditions and the safety

plans. In addition, you should be aware that, in connection with this merger, CSX has agreed to work with local officials to establish and maintain a specific hazardous materials transportation emergency response plan for the New Orleans area.

I appreciate your interest in this matter. I will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,


Linda J. Morgan

FILE IN DOCKET

Louisiana ACORN

1024 Elysian Fields Ave., New Orleans, LA 70117 • (504) 943-0044

May 27, 1998

Ms. Linda J. Morgan
Chairperson
The U.S. Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUN 1 5 05 PM '98
OFFICE OF
CHAIRMAN MORGAN

Dear Chairperson Morgan:

ACORN is a community organization of low/moderate income people. We have community groups organized in the predominantly African-American, on either side of the CSX-Norfolk Southern railroad tracks and switching yard in New Orleans. These communities are endangered by their proximity to the railroad tracks, long the home of tankcars laden with toxic chemicals. The many dangers from the heavy traffic and storage of the tankcars at the railroad switching yard and on it's tracks, and the chronic mismanagement of the them is one of the main reasons ACORN goes on record in opposition to the merger of CSX and Norfolk Southern with Conrail.

Since the prominent CSX disaster in our neighborhoods almost ten years ago, there have been continuous problems with this company's actions in New Orleans. There have even been more leaks and fires, with no remediation of the problems by CSX management. Further, CSX - Norfolk have property along the railroad tracks which is not maintained. This industrial strip is in the heart of New Orleans, the center of our city, amidst densely residential communities. Overgrown grass blights all of the properties surrounding these communities attracting rats, litter and other forms of dumping. CSX - Norfolk Southern Railroad are in constant violation of local health laws. They persist in stacking railroad ties and piles of gravel in one community, season in and season out, also in violation of local health laws. This property is also likely contaminated from creosote which has leached into the undrained ground after rains, when large pools of water stand there.

p. 2

Chairperson Morgan

The location of the switching yard between the neighborhoods ensure that the neighborhood streets, including one state highway is blocked every day and night for the switching procedure. All but two of the streets in two African-American communities were completely severed and can no longer be used by the public. However, no streets in the adjacent predominantly white communities have been severed by the company. The chopped-up affect in the neighborhoods where the streets were severed has contributed to the decline and blight of those areas which is typical of communities with industrial encroachment of this magnitude. Further, even today's newspaper carries an article about the frequent accidents caused by drivers attempting to "beat the train" by driving up one-way streets the wrong way, accelerating to the point of losing control of their vehicles and physically crashing into the homes on Montegut Street (on at least three separate occasions recently).

The switching procedure itself also slams railroad car against railroad car causing heavy vibrations which break foundations, ceilings, and tear up the basic structure of nearby homes -- some are up to one hundred years old in two historic communities.

The relentless insensitivity of the railroads is personified in their attitude towards the neighboring public. They do not return telephone calls or agree to meet with our community groups. They have no intention of being a good neighbor. Can you imagine how much more insensitive they would be *after* a merger?

The move of this switching yard from it's original, higher income white community to a lower income, predominantly African-American neighborhood is certainly a major indicator of environmental racism, as are the other chronic problems CSX Norfolk have refused to solve, that are addressed here. Please decide against this merger,

On behalf of the low and moderate income people,

Beulah Labostrie

Beulah Labostrie
President

cc: Senators Landrieu and Breaux
Congressman Jefferson
Media

STB FD-33388 7-21-98 J ID-BUSINESS



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. Jeffrey A. Saxon
Executive Vice President
LTV Steel Company, Inc.
200 Public Square
Cleveland, OH 44114-2308

Re: Finance Docket No. 33388: CSX and Norfolk Southern -- Control and
Acquisition -- Conrail

Dear Mr. Saxon:

Thank you for your recent letter expressing your concerns about rail traffic being routed through the southwest area of metropolitan Cleveland.

Both CSX and NS have entered into negotiated agreements with numerous communities in the Greater Cleveland Area, including Cleveland, East Cleveland, Berea, Brook Park, Olmsted Falls, and the west shore communities of Bay Village, Rocky River, and Lakewood. NS' agreement with East Cleveland proposes a rerouting of 11 trains per day away from the East Cleveland area and improved connections in Cloggsville (in west Cleveland) and Vermillion, Ohio. These reroutings will result in essentially no additional train traffic (above 1995 base levels) in the west shore communities. Also, the agreements with Berea will result in the carriers participating in the construction of two new underpasses to address environmental concerns in that community.


The Board encourages private sector negotiations and resolution in any matters under our jurisdiction. We believe that negotiated solutions to address environmental concerns are more effective and may at times be more far-reaching than environmental mitigation options we could impose unilaterally. Accordingly, on June 8th, the Board voted to adopt these negotiated agreements as environmental conditions to its approval of the Conrail acquisition. Our final written decision implementing the June 8th vote is to be served on July 23, 1998.

If you have additional questions concerning the environmental review process, please call me, or contact Elaine K. Kaiser, SEA's Environmental Project Director, or Mike Dalton, SEA's Project Manager for the Conrail Acquisition, at (202) 565-1530.

Sincerely,

Linda J. Morgan

OE-98-71
Due: 7/20/98
Dutton

 LTV Steel Company, Inc.

April 15, 1998

The Honorable Linda J. Morgan
Chairman
Surface Transportation Board
1925 K Street, N.W.
Suite 820
Washington, D.C. 20423

FILE IN DOCKET
OFFICE OF
CHAIRMAN MORGAN

APR 15 11 48 AM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Subject: FINANCE DOCKET NO. 33388

Dear Chairman Morgan:

LTV Steel is a significant user of Conrail, CSX, and NS rail service throughout the Midwest. LTV and our 17,000 employees operate significant manufacturing facilities in Illinois, Indiana, Ohio, and Pennsylvania that rely heavily upon efficient rail service for inbound raw materials and outbound finished products. Our integrated steel complex located in the City of Cleveland is critically dependent upon efficient rail service.

Annually, LTV moves about 4.9 MM tons throughout this area by rail, including 3.2 MM tons related to our Cleveland Works.

We understand that the Board is considering the impacts of a merger of the Conrail system into CSX and NS, including alternatives for routing rail traffic through the Cleveland area.

Regarding the merger, LTV expects that the Board will drive CSX and NS to increase rail efficiencies and competition, resulting in lower rail costs and improved service in this critical interstate East/West corridor.



The Honorable Linda J. Morgan

April 15, 1998

Page 2

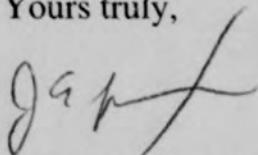
Concerning the alternatives for the Cleveland area, we hope that the Board will work to find a solution that delivers improved rail efficiencies/lower costs for rail customers and provides an appropriate response to the concerns of the City of Cleveland and local communities.

We understand that one option under consideration is the construction of a flyover in the City of Berea in order to reroute the flow of rail traffic through the area. We are concerned that the construction of the flyover will result in a significant disruption of rail traffic through the Cleveland area and will particularly impact our Cleveland Works. With much deliberation, we have not been able to identify a plan of operation that will allow us to operate effectively during the 3-5 year design and construction period. We understand that traffic volume and single track operation during construction will create a serious logjam. The cost of delays and the switching from rail to truck traffic is expected to cost LTV well over \$5 million per year, not including the risk of lost business due to the inability to reliably provide on-time delivery.

During the Board's review of alternatives, we request that serious consideration be given to the economic and service impacts that will occur during the project construction periods.

We strongly urge the Board to favorably consider options that provide increased rail efficiency and competition to drive the rail system to lower costs and to avoid alternatives that hamper the railroads and their customers' ability to compete.

Yours truly,

A handwritten signature in dark ink, appearing to read 'JAS', with a stylized flourish extending from the end.

Jeffrey A. Saxon
Executive Vice President

JAS:fam



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. James Johnson
Traffic Manager
Empire Wholesale Lumber Co.
P.O. Box 249
Akron, OH 44309-0249

Dear Jim:

Thank you for your letter 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, you express concern over the language used by the Board at its June 8, 1998 open voting conference in granting relief to the Wheeling & Lake Erie Railroad (W&LE).

As you know, the Board currently is preparing a final written decision implementing the vote at the voting conference, which is scheduled for issuance on July 23, 1998. The Board will include in that document appropriate language describing the relief it has voted to grant W&LE.

I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan



WHOLESALE LUMBER CO.

P.O. BOX 249 • AKRON, OHIO 44309-0249

TELEPHONE
330-434-4545
FAX
330-376-8741

Direct-Mill Carload & Truckload Wholesalers, Serving 34 States With Forest Products

JAMES JOHNSON
TRAFFIC MANAGER

FILE IN DOCKET

June 12, 1998

BY FAX TO: 202-565-9015

Honorable Linda J. Morgan
Chairman
Surface Transportation Board
1925 K Street NW
Washington DC 20423

Dear Chairman Morgan:

Enclosed is a courtesy copy of a letter that I recently sent to the Senators and Representatives who represent the Ohio counties in which the Wheeling & Lake Erie Railroad operates. As I have stated in the letter, I honestly believe that if Ohio loses the WLE there will be no Class I access for most WLE served communities and industries. Empire Wholesale Lumber Co. is committed to preserving the industrial employment base in this region. Our President, Mr. Harvey Graves, and I have expended significant time, energy and money to that end. We do not expect that this activity will "turn a profit" for the company; but, if we are successful, we will have contributed to the communities where we and our families live, work and die.

I recognize and sincerely appreciate that you have stated your intention to mitigate the merger damage that the WLE and other shortlines will sustain. But I have several distinct concerns with the language describing the WLE related conditions. The printed documents that I have seen use ambiguous terminology when describing the WLE conditions. The relief granted to the WLE, except for the Lima OH portion, is no more than what they were offered in a take it or leave it negotiation session which absolutely sends the wrong message to the purchasers. And, finally, if the mitigating conditions do not convey sufficient timely opportunities for the WLE to compete, the collateral damage to Ohio's economy will be significant. Language which is susceptible to lengthy interpretation actions before the Board or the courts could very well doom the WLE and the communities and industries that it serves.



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N · A · W

NATIONAL ASSOCIATION OF
WHOLESALE LUMBERMEN

Hon. Linda J. Morgan
June 12, 1998
Page 2

I am truly sorry for the Congressional activity that I hope the enclosed letter will generate. Northeast Ohio faced rather bleak alternatives between the time that Conrail announced the "Akron Cluster Sale" abandonment and the time that the WLE purchased that trackage. I cannot impress upon you - or the Congressional delegation of this area - how critical we believe WLE survival is to our future.

Sincerely,



James Johnson
Traffic Manager



EMPIRE WHOLESALE LUMBER CO.

P.O. BOX 249 • AKRON, OHIO 44309-0249

TELEPHONE
330-434-4545

FAX
330-376-8741

Direct-Mill Carload & Truckload Wholesalers, Serving 34 States With Forest Products

JAMES JOHNSON
TRAFFIC MANAGER

June 11, 1998

Honorable Mike DeWine
United States Senate
Room 140
Senate Russell Office Bldg.
Washington DC 20510

FAX: 202-224-6519

RE: Surface Transportation Board
Finance Docket 33388

Dear Senator DeWine:

On June 8, 1998, in open conference, the Surface Transportation Board (SurfBoard) approved the division of Conrail between Norfolk Southern (NS) and CSX Transportation (CSX). In the discussions and in a later hearing release the SurfBoard indicated that it will impose several ambiguously worded Wheeling & Lake Erie (WLE) related conditions on the merger:

- "(a) overhead haulage or trackage rights access to Toledo OH with connections to the Ann Arbor Railroad and other railroads there;
- (b) extension of WLE's lease for the Huron Docks [from Norfolk Southern];
- (c) overhead haulage or trackage rights to Lima OH, including a connection to the I&O";

Additionally, the SurfBoard's hearing release states, "We also will require that applicants negotiate with W&LE concerning mutually beneficial arrangements, including allowing the W&LE to provide service to aggregate shippers or to serve shippers along CSX's line from Benwood to Brooklyn Junction, WV."

There was no discussion of the WLE's request for access to Chicago IL over the least best track involved in the merger of the three Class I railroad's currently running over three



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KNOXVILLE, TENNESSEE
INDIANAPOLIS, INDIANA
ATLANTA, GEORGIA
MEMPHIS, TENNESSEE

N · A · W

NATIONAL ASSOCIATION OF
WHOLESALE LUMBERMEN

Senator Mike DeWine

June 11, 1998

Page 2

separate tracks between Chicago and Ohio. There was **no discussion** of proposed conditions which would protect the substantial public and private investment in the Neomodal facilities in Stark County. The later hearing press release clearly indicates the SurfBoard's recognition of the need to - and intention to - mitigate damage to affected shortlines. The conditions, as stated, are susceptible to multiple interpretations by even the most reasonable and rational individuals and hence implementation could be obstructed and delayed, frustrating the SurfBoard's stated intent.

The conditions as stated, in my opinion, are not sufficient to permit the survival of an independent WLE. As Harvey Graves, Empire's CEO, and I have stated in the past, the future of economic development in the 14 Ohio counties that the WLE serves is highly dependent upon the retention of responsive rail service. The WLE has been an extremely positive supporter of economic development on the rail lines that it acquired from the Norfolk Southern and the light density lines it saved from a Conrail abandonment. An integral part of the WLE's success has been their participation with NS and CSX in moves competing against Conrail. This acquisition gives the two buyers the very lines that they were successful in competing against by means of joint routing over the WLE, and thus eliminates as much as 25% of the WLE's annual income.

I am concerned that a WLE insolvency is very possible if the conditions imposed by the SurfBoard do not permit the WLE real opportunities to compete for sufficient new business to offset the lost overhead traffic revenue. The WLE currently provides essential services to communities and industries who once received those services from one or more of the Class I railroads. There is little reason for any of those communities or industries to expect a return of Class I railroad service in the event of the demise of the WLE.

Harvey Graves and I had hoped that the city administrations in Cuyahoga County would recognize the threat that additional rail traffic in general, and additional rail hazardous commodity traffic in specific, represented to their communities. The WLE lines from Bellevue and Willard in Huron County to Orrville or Canton in Wayne and Stark Counties offer both NS and CSX the opportunity to divert hazardous commodity traffic south around the Cleveland metropolitan area. Additionally, the WLE can provide a direct, rural route between Huron County OH and Hagerstown MD on hazardous and other commodities moving between Chicago and the Baltimore-Philadelphia-New York area. In either scenario, a SurfBoard ordered diversion of the hazardous commodity traffic over the WLE would have allowed the WLE to replace an important portion of significant revenues that will be lost as a result of the merger. Unfortunately, the Cuyahoga County communities grabbed the money and declared the merger to be without fault. Their abdication of their responsibility to protect their constituents resulted in significantly less pressure on the SurfBoard to order the use of the WLE lines as a safer - and often shorter (economically and environmentally better) - route for the hazardous commodities. This additional traffic will now be endured by the residents of Cuyahoga County.

Senator Mike DeWine

June 11, 1998

Page 3

As you may already know, I am a shipper member of the Railroad-Shippers Transportation Advisory Council of the Surface Transportation Board, a council that Congress created in the Interstate Commerce Commission Termination Act of 1995. As such, I am acutely aware of the need to proactively protect the small communities, the small shippers and the small railroads of this country; in fact, the TEA-21 provision which allows rail freight carriers access to infrastructure funding may have come from one of my suggestions in 1996. However, I am writing this letter as a representative of Empire Wholesale Lumber Co. and as an extremely concerned citizen of Ohio. The SurfBoard has approved the merger and announced that it will impose certain conditions. The exact extent of those conditions will be defined in a written order due out July 23, 1998. **The conditions mitigating damage to the WLE must be more clearly stated or enhanced for the benefit of your constituents.**

At a minimum, the announced conditions must be clarified as including **access to all shippers/receivers and all commodities along the lines to, and at the terminal areas of Toledo, Lima, Natrium and Brooklyn Junction plus specific definition of WLE direct track service limits and SurfBoard mandated reasonable reciprocal switch charges to all industries on NS and CSX outside direct track service limits but within terminal areas.** Reciprocal switching is one of the options available for the mitigation of competitive access concerns. Mandating that the WLE have access to all of the terminal area shippers/receivers, and mandating a maximum charge that NS and CSX can assess against the WLE for using their tracks for that access, maximizes the competitive opportunities of the WLE in the limited geographical area that the SurfBoard has described in it's discussion.

More preferably, the imposed conditions should include **the immediately preceding conditions plus diversion of all hazardous commodity traffic around Cuyahoga County by using the WLE; plus shifting of intermodal traffic to Neomodal.** All Class I railroads are rapidly approaching capacity constraints; shifting the lower revenue intermodal traffic off NS and CSX, between Huron County and N. E. Ohio, frees their crews and power for use on more profitable ventures and puts this less desirable - but needed - revenue into Neomodal and WLE - a classic win-win situation.

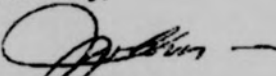
Ideally, **all of the conditions above plus the haulage rights and underlying trackage rights for WLE over one of the Chicago-Ohio mainlines** would insure the future viability of the communities who are dependent upon the WLE for rail service; but the Chicago remedy appears to be beyond the scope of what can be accomplished within the process of fleshing out of the framework of the present decision (unless the WLE files a petition for reconsideration).

I am at the disposal of you or your staff as necessary to achieve the above situations. For the record, neither I nor Empire Wholesale Lumber Co. has any financial interest in the WLE.

Senator Mike DeWine
June 11, 1998
Page 4

While the WLE personnel are aware of our concerns (and share them) they have had no input into this letter and we are not empowered to negotiate on their behalf. As the SurfBoard has already recognized and stated, this matter vastly transcends the private interests of the WLE. Indeed, the economic survival of many Ohio communities and many more Ohio employers hangs in the balance. If you agree with my assessment, your immediate expression of concern should be made directly with the Surface Transportation Board, at the address below, encouraging them to specifically order mitigating conditions for the WLE in clear, unambiguous and encompassing language. While both NS and CSX are honorable companies, it is highly unlikely that either will voluntarily give the WLE (or any other shortline) access to any more than the absolutely minimum legal interpretation of the SurfBoard's orders.

Sincerely,



James Johnson
Traffic Manager

cc: Harvey Graves, CEO, Empire Wholesale Lumber Co.

Courtesy copy to: Honorable Linda J. Morgan
Chairman
Surface Transportation Board
1925 K Street NW
Washington DC 20423



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. Tom Gallagher
Executive Director
Cortland County Chamber of Commerce
34 Tomkins Street
Cortland, NY 13045

Dear Mr. Gallagher:

Thank you for your letter expressing 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. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

The Board recently conducted an extensive oral argument on the proposed transaction, hearing from more than 70 witnesses over the course of the 2-day argument held on June 3 and 4, 1998. Following oral argument, the Board held an open voting conference on June 8, 1998, at which we voted to approve the proposed transaction, subject to a number of conditions. The Board currently is preparing a final written decision that implements the vote at the voting conference, which is scheduled for issuance on July 23, 1998.

In voting for approval, the Board found that the transaction, as augmented by numerous settlement agreements among the parties and as further conditioned, would inject competition into the eastern United States in an unprecedented manner. The conditions adopted by the Board, while significant, recognize the operational and competitive integrity of the overall proposal and the importance of promoting and preserving privately-negotiated agreements. In particular, the Board's conditions include 5 years of oversight, along with substantial operational monitoring and reporting to ensure that the transaction is successfully implemented; mitigation of potential adverse impacts on the environment and on safety; recognition of employee interests, including a reaffirmation of the negotiation and arbitration process as the proper way to resolve important issues relating to employee rights; and several conditions that address the vital role of smaller railroads and regional concerns about competition, including New York State.

I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan

CORTLAND
COUNTY

34 Tompkins Street • Cortland, New York 13045 • (607) 756-2814

June 1, 1998

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

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUN 4 6 42 PM '98
OFFICE OF
CHAIRMAN MORGAN

Dear Secretary Williams,

The Cortland County Chamber of Commerce representing over 400 businesses in Cortland County expresses our strong support for the joint acquisition of Conrail by CSX and Norfolk Southern.

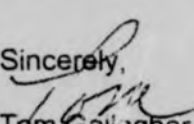
From a pro-competitive standpoint, the division of Conrail between two major railroads of roughly equal size and scope will mean more options and lower costs for New York shippers and consumers. For the first time in history, New York State will enjoy strong, direct north-south rail links, allowing Upstate companies and communities to ship and receive freight via a single rail line from everywhere east of the Mississippi, from Montreal in the North to Miami and New Orleans in the South. This has been a fact of business life in the southern states for many years, and New York can finally look forward to the erasure of this competitive disadvantage.

Cortland County has several companies in the lumber, marine and plastics business that rely on the railroad for transportation. But the benefits of this unique acquisition go beyond commercial considerations. From a safety perspective, CSX Transportation and Norfolk Southern have extraordinary track records. And both CSX and Norfolk Southern have a strong commitment to environmental excellence – a commitment that will be carried over into all new operation once the joint acquisition of Conrail is approved.

In fact, as single line service makes the rail option more attractive to New York shippers, we may see as many as 12.6 million truck miles diverted annually from New York highways. This will mean added road safety, fuel savings, and air quality benefits as well. Not to mention an estimated \$1.5 million in highway maintenance savings annually for the state.

We urge the Surface Transportation Board to approve the joint acquisition of Conrail with minimal conditions.

Sincerely,


Tom Gallagher
Executive Director
Cortland County Chamber of Commerce

Cc: Linda Morgan
Gus Owen



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. Michael Cope
President
Cope Bestway Express Inc.
PO Box 733
Grand Island, NY 14072

Dear Mr. Cope:

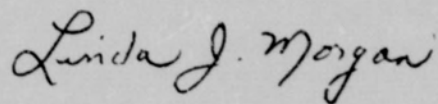
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The Board recently conducted an extensive oral argument on the proposed transaction, hearing from more than 70 witnesses over the course of the 2-day argument held on June 3 and 4, 1998. Following oral argument, the Board held an open voting conference on June 8, 1998, at which we voted to approve the proposed transaction, subject to a number of conditions. The Board currently is preparing a final written decision that implements the vote at the voting conference, which is scheduled for issuance on July 23, 1998.

In voting for approval, the Board found that the transaction, as augmented by numerous settlement agreements among the parties and as further conditioned, would inject competition into the eastern United States in an unprecedented manner. The conditions adopted by the Board, while significant, recognize the operational and competitive integrity of the overall proposal and the importance of promoting and preserving privately-negotiated agreements. In particular, the Board's conditions include 5 years of oversight, along with substantial operational monitoring and reporting to ensure that the transaction is successfully implemented; mitigation of potential adverse impacts on the environment and on safety; recognition of employee interests, including a reaffirmation of the negotiation and arbitration process as the proper way to resolve important issues relating to employee rights; and several conditions that address the vital role of smaller railroads and regional concerns about competition. In Buffalo, for example, while not every shipper will have direct service by two carriers, the transaction will create a two-carrier presence that will benefit shippers, and certain conditions imposed by the Board will reduce reciprocal switching charges in the area; and CSX's activities in the New York City area will face more competitive discipline than Conrail's do now, from the nearby presence of the New Jersey shared assets area.

I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is fluid and elegant, with the first letters of each word being capitalized and prominent.

Linda J. Morgan

COPE

BESTWAY Express Inc.

Phone: 716-875-6565

FAX: 716-875-1100

PO Box 733

Grand Island, New York 14072

5/28/98

FILE IN DOCKET

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

Dear Secretary Williams,

I am writing to express my support for the joint acquisition of Conrail by CSX and Norfolk Southern. This is a prime concern not only for myself but for my employees and customers as well.

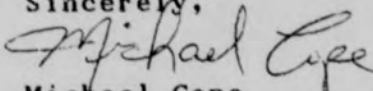
Having two distribution warehouses with one on each rail line puts us in a unique position to improve the over all traffic lanes in and out of Western New York if the acquisition results in favorable changes for all those involved.

Through our conversations with the ECIDA Buffalo Partnership, there will not be any changes in pricing for reciprocal switches between the railroads. We believe with out changes there would not be any competition in various traffic lanes. Since we have been a drayman for over twenty seven years we believe the rate structure would increase the overall amount of traffic in our area by simply giving the customers a choice! In addition we would hope that there would be an overall improvement in the quantity and quality of rail trailers made available to us and the customers.

We are fully aware of the many aspects that can and will change with this merger. Our concern is that the benefits out weigh the costs. The drayman and customers in New York need the joint acquisition and new competitive rate structure that should result.

I urge the Surface Transportation Board to approve the joint acquisition with minimal conditions.

Sincerely,



Michael Cope
President

c/c Linda Morgan
Gus Owen
Joel Malina

CHAIRMAN MORGAN

JUN 1 5 05 PM '98

RECEIVED
SURFACE TRANSPORTATION BOARD



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

FILE IN DOCKET

Office of the Chairman

July 21, 1998

Mr. David A. Luecke
President
The Reimeier Lumber Co.
1528 Gest Street
Cincinnati, OH 45203-1090

Dear Mr. Luecke:

Thank you for your letter expressing 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. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

The Board recently conducted an extensive oral argument on the proposed transaction, hearing from more than 70 witnesses over the course of the 2-day argument held on June 3 and 4, 1998. Following oral argument, the Board held an open voting conference on June 8, 1998, at which we voted to approve the proposed transaction, subject to a number of conditions. The Board currently is preparing a final written decision that implements the vote at the voting conference, which is scheduled for issuance on July 23, 1998.

In voting for approval, the Board found that the transaction, as augmented by numerous settlement agreements among the parties, including agreements with several Ohio communities, and as further conditioned, would inject competition into the eastern United States in an unprecedented manner. The conditions adopted by the Board, while significant, recognize the operational and competitive integrity of the overall proposal and the importance of promoting and preserving privately-negotiated agreements. In particular, the Board's conditions include 5 years of oversight, along with substantial operational monitoring and reporting to ensure that the transaction is successfully implemented; mitigation of potential adverse impacts on the environment and on safety; recognition of employee interests, including a reaffirmation of the negotiation and arbitration process as the proper way to resolve important issues relating to employee rights; and several conditions that address the vital role of smaller railroads in such areas as Ohio and regional concerns about competition.

I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan

FILE IN DOCKET

RIEMEIER LUMBER

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

Dear Secretary Williams,

I am writing to you to express my strong support for the joint acquisition of Conrail by CSX and Norfolk Southern.

This is a great transaction for the state of Ohio. It will mean more options and lower costs for Ohio shippers and consumers. And the resulting extension of single-line service into new markets means that Ohio shippers and receivers will be able to take advantage of numerous efficiencies, including: the elimination of unnecessary interchanges and delays on route, shorter trip distances, faster transit times, and expedited interchanges with other railroads.

The above efficiency points are very real for our lumber company. Often we cannot ship our material on a single-line; the resulting switches delay delivery and add cost. This is particularly noticeable in shipments originating in the Northeast. The joint acquisition of Conrail will resolve this problem.

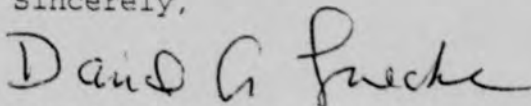
Because of the existing inefficiencies, often we must choose to ship by truck rather than rail. This weakens a rail system that is needed to be strong for United States' economic future.

The benefits of this unique rail acquisition go beyond commercial considerations. From a safety viewpoint, CSX Transportation and Norfolk Southern have extraordinary track records. And both CSX and Norfolk Southern have a strong commitment to environmental excellence - a commitment which will be carried over into all new operations once the joint acquisition on Conrail is approved.

As single line service makes the rail option more attractive to Ohio shippers, we may see as many as 97.6 million truck miles diverted annually from Ohio's highways. This will mean added road safety, fuel savings and air quality benefits as well. Not to mention an estimated \$11.7 million in highway maintenance savings annually for the state.

I urge the Surface Transportation Board to approve the joint acquisition of Conrail with minimal conditions.

Sincerely,



David A. Luecke
President

cc: Linda Morgan
Gus Owen



Office of the Chairman

Surface Transportation Board

Washington, D.C. 20423-0001

FILE IN DOCKET

July 21, 1998

Mr. Kenneth C. Gentz
President
Long Island Intermodal Sales
99 East Shore Drive
Babylon, NY 11702

Dear Mr. Gentz:

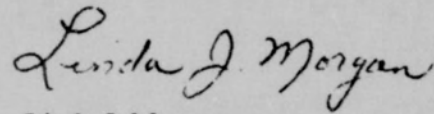
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In voting for approval, the Board found that the transaction, as augmented by numerous settlement agreements among the parties and as further conditioned, would inject competition into the eastern United States in an unprecedented manner. The conditions adopted by the Board, while significant, recognize the operational and competitive integrity of the overall proposal and the importance of promoting and preserving privately-negotiated agreements. In particular, the Board's conditions include 5 years of oversight, along with substantial operational monitoring and reporting to ensure that the transaction is successfully implemented; mitigation of potential adverse impacts on the environment and on safety; recognition of employee interests, including a reaffirmation of the negotiation and arbitration process as the proper way to resolve important issues relating to employee rights; and several conditions that address the vital role of smaller railroads and regional concerns about competition. In Buffalo, for example, while not every shipper will have direct service by two carriers, the transaction will create a two-carrier presence that will benefit shippers, and certain conditions imposed by the Board will reduce reciprocal switching charges in the area; and CSX's activities in the New York City area will face more competitive discipline than Conrail's do now, from the nearby presence of the New Jersey shared assets area.

I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is written in dark ink and is positioned above the printed name.

Linda J. Morgan



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

FILE IN DOCKET

Office of the Chairman

July 21, 1998

Mr. I.A. Thompson
President & CEO
Transco Railway Products Inc.
P.O. Box 271
Bucyrus, OH 44820-0271

Dear Mr. Thompson:

Thank you for your letter expressing 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. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

The Board recently conducted an extensive oral argument on the proposed transaction, hearing from more than 70 witnesses over the course of the 2-day argument held on June 3 and 4, 1998. Following oral argument, the Board held an open voting conference on June 8, 1998, at which we voted to approve the proposed transaction, subject to a number of conditions. The Board currently is preparing a final written decision that implements the vote at the voting conference, which is scheduled for issuance on July 23, 1998.

In voting for approval, the Board found that the transaction, as augmented by numerous settlement agreements among the parties, including agreements with several Ohio communities, and as further conditioned, would inject competition into the eastern United States in an unprecedented manner. The conditions adopted by the Board, while significant, recognize the operational and competitive integrity of the overall proposal and the importance of promoting and preserving privately-negotiated agreements. In particular, the Board's conditions include 5 years of oversight, along with substantial operational monitoring and reporting to ensure that the transaction is successfully implemented; mitigation of potential adverse impacts on the environment and on safety; recognition of employee interests, including a reaffirmation of the negotiation and arbitration process as the proper way to resolve important issues relating to employee rights; and several conditions that address the vital role of smaller railroads in such areas as Ohio and regional concerns about competition.

I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan

TRANSCO RAILWAY PRODUCTS INC.

P.O. Box 271

820 Hopley Avenue

Bucyrus, Ohio 44820-0271, 419-562-1031

Facsimile No. 419-562-3684

FILE IN DOCKET

Celebrating our 62nd Year (1936-1998)

I. A. THOMPSON
PRESIDENT & CEO

June 2, 1998

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

CHAIRMAN MORGAN

JUN 5 3 03 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Secretary Williams:

I am writing to you to express my strong support for the joint acquisition of Consolidated Rail Corporation by CSX Transportation and Norfolk Southern Corporation.

This is a great transaction for the State of Ohio. It will mean more options and lower costs for Ohio shippers and consumers. The resulting extension of single-line service into new markets means that Ohio shippers and receivers will be able to take advantage of numerous efficiencies including the elimination of unnecessary interchanges and delays on route, shorter trip distances, faster transit times and expedited interchanges with other railroads.

But the benefits of this unique rail acquisition go beyond commercial considerations. From a safety viewpoint, CSX and Norfolk Southern have extraordinary track records. Both CSX and Norfolk Southern have a strong commitment to environmental excellence, a commitment which will be carried over into all new operations once the joint acquisition of Conrail is approved.

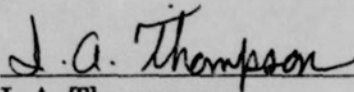
In fact, as single line service makes the rail option more attractive to Ohio shippers, we may see as many as 97.6 million track miles diverted annually from Ohio's highways. This will mean added road safety, fuel savings and air quality benefits as well, not to mention an estimated \$11.7 million in highway maintenance savings annually for the state.

TRANSCO RAILWAY PRODUCTS INC.

Vernon A. Williams
June 2, 1998
Page 2

I urge the Surface Transportation Board to approve the joint acquisition of
Conrail with minimal conditions.

Sincerely,



I. A. Thompson
Writer's Extension - 201

IAT/jcr

cc: Linda Morgan, Surface Transportation Board
Gus Owen, Surface Transportation Board
Vicki May, TRAC



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

FILE IN DOCKET

Office of the Chairman

July 21, 1998

Mr. M.E. Stone
Secretary
Ohio Pulp Mills, Inc.
2100 Losantiville Road
Cincinnati, OH 45237

Dear M.E. Stone:

Thank you for your letter expressing 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. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

The Board recently conducted an extensive oral argument on the proposed transaction, hearing from more than 70 witnesses over the course of the 2-day argument held on June 3 and 4, 1998. Following oral argument, the Board held an open voting conference on June 8, 1998, at which we voted to approve the proposed transaction, subject to a number of conditions. The Board currently is preparing a final written decision that implements the vote at the voting conference, which is scheduled for issuance on July 23, 1998.

In voting for approval, the Board found that the transaction, as augmented by numerous settlement agreements among the parties, including agreements with several Ohio communities, and as further conditioned, would inject competition into the eastern United States in an unprecedented manner. The conditions adopted by the Board, while significant, recognize the operational and competitive integrity of the overall proposal and the importance of promoting and preserving privately-negotiated agreements. In particular, the Board's conditions include 5 years of oversight, along with substantial operational monitoring and reporting to ensure that the transaction is successfully implemented; mitigation of potential adverse impacts on the environment and on safety; recognition of employee interests, including a reaffirmation of the negotiation and arbitration process as the proper way to resolve important issues relating to employee rights; and several conditions that address the vital role of smaller railroads in such areas as Ohio and regional concerns about competition.

I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan



Pulp manufactured from experienced fibres

OHIO PULP MILLS, INC.

2100 Losantiville Road
Cincinnati, Ohio 45237

Phone: 513/631-7400

Fax: 513/351-2129

May 28, 1998

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

FILE IN DOCK

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUN 1 5 05 PM '98
OFFICE OF
CHAIRMAN MORGAN

Dear Secretary Williams,

I am writing to you to express my strong support for the joint acquisition of Conrail by CSX and Norfolk Southern.

This is a great transaction for the state of Ohio. It will mean more options and lower cost for Ohio shippers and consumers. And the resulting extension of single-line service into new markets means that Ohio shippers and receivers will be able to take advantage of numerous efficiencies, including: the elimination of unnecessary interchanges and delays on route, shorter trip distances, faster transit times, and expedited interchanges with other railroads.

Due to the fact that Ohio Pulp Mills product is a wet product, it is vital that our product is delivered swiftly to our customers. In the winter it will freeze to the sides of the railcar. In the summer, it will mold. This acquisition could make it possible for us to use railcars instead of trucks. We could move our product to our customers faster.

But the benefits of this unique rail acquisition go beyond commercial considerations. From safety viewpoint, CSX Transportation and Norfolk Southern have extraordinary track records. And both CSX and Norfolk Southern have a strong commitment to environmental excellence--a commitment which will be carried over into all new operations once the joint acquisition of Conrail is approved.

In fact, as single line service makes the rail option more attractive to Ohio shippers, we may see as many as 96.6 million truck miles diverted annually from Ohio's highways. This will mean added road safety, fuel savings and air quality benefits as well, not to mention an estimated \$11.7 million in highway maintenance savings annually for the state.

I urge the Surface Transportation Board to approve the joint acquisition of Conrail with minimal conditions.

Sincerely,

OHIO PULP MILLS, INC.

M. E. Stone, Secretary

✓ CC: Linda Morgan
Gus Owen



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. Phil Shady
Traffic Manager
API Basco
2777 Walden Ave.
Buffalo, NY 14225

Dear Mr. Shady:

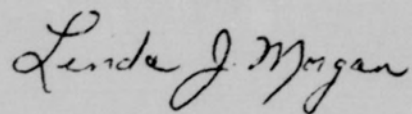
Thank you for your letter expressing support for the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

The Board recently conducted an extensive oral argument on the proposed transaction, hearing from more than 70 witnesses over the course of the 2-day argument held on June 3 and 4, 1998. Following oral argument, the Board held an open voting conference on June 8, 1998, at which we voted to approve the proposed transaction, subject to a number of conditions. The Board currently is preparing a final written decision that implements the vote at the voting conference, which is scheduled for issuance on July 23, 1998.

In voting for approval, the Board found that the transaction, as augmented by numerous settlement agreements among the parties and as further conditioned, would inject competition into the eastern United States in an unprecedented manner. The conditions adopted by the Board, while significant, recognize the operational and competitive integrity of the overall proposal and the importance of promoting and preserving privately-negotiated agreements. In particular, the Board's conditions include 5 years of oversight, along with substantial operational monitoring and reporting to ensure that the transaction is successfully implemented; mitigation of potential adverse impacts on the environment and on safety; recognition of employee interests, including a reaffirmation of the negotiation and arbitration process as the proper way to resolve important issues relating to employee rights; and several conditions that address the vital role of smaller railroads and regional concerns about competition. In Buffalo, for example, while not every shipper will have direct service by two carriers, the transaction will create a two-carrier presence that will benefit shippers, and certain conditions imposed by the Board will reduce reciprocal switching charges in the area; and CSX's activities in the New York City area will face more competitive discipline than Conrail's do now, from the nearby presence of the New Jersey shared assets area.

I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is fluid and elegant, with the first letters of each word being capitalized and prominent.

Linda J. Morgan

API Basco

FILE IN DOCKET

Phil Shady
Traffic Manager
API Basco
2777 Walden Ave
Buffalo, NY 14225

June 1, 1998

CHAIRMAN MORGAN

JUN 4 6 43 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Secretary Williams,

I am writing to you to express my strong support for the joint acquisition of Conrail by CSX and Norfolk Southern.

From a pro-competitive standpoint, the division of Conrail between two major railroads of roughly equal size and scope will mean more options and lower costs for New York shippers and consumers. For the first time in history, New York State will enjoy strong, direct north-south rail links, allowing Upstate companies and communities to ship and receive freight via a single rail line from everywhere east of the Mississippi, from Montreal in the North to Miami and New Orleans in the South. This has been a fact of business life in the southeastern states for many years, and New York can finally look forward to the erasure of this competitive disadvantage.

API Basco, Inc manufactures Heat Exchangers with shipping weights of 50 to 150 thousand pounds. Rail service is crucial to our business. In fact, a single line service makes the rail option more attractive to all of us in Western New York.

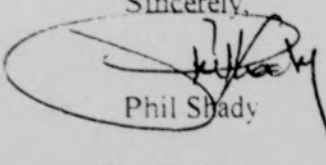
The benefits of this acquisition go beyond commercial consideration. It is my understanding that CSX and Norfolk Southern have an excellent safety record and a strong commitment to environmental issues, something we need and expect from all business.

Diversion of overweight and over dimension loads from highway to rail is also in the State taxpayer's best interest. It reduces highway congestion and in turn reduces highway maintenance cost.

These are the reasons for my support.

I urge the Surface Transportation Board to approve the joint acquisition of Conrail with minimal conditions.

Sincerely,


Phil Shady

API Basco Inc.
2777 Walden Avenue, Buffalo, New York 14225
(716) 684-6700 • Fax (716) 684-2129



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. John Toleikis
Whiting-Robertsdale Community
Development Corporation
1442 - 119th Street
Whiting, IN 46394

Dear Mr. Toleikis:

Thank you for your letter 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. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

The Board recently conducted an extensive oral argument on the proposed transaction, hearing from more than 70 witnesses over the course of the 2-day argument held on June 3 and 4, 1998. Following oral argument, the Board held an open voting conference on June 8, 1998, at which we voted to approve the proposed transaction, subject to a number of conditions. The Board currently is preparing a final written decision that implements the vote at the voting conference, which is scheduled for issuance on July 23, 1998.

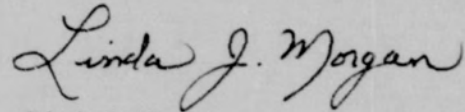
In voting for approval, the Board found that the transaction, as augmented by numerous settlement agreements among the parties and as further conditioned, would inject competition into the eastern United States in an unprecedented manner. The conditions adopted by the Board, while significant, recognize the operational and competitive integrity of the overall proposal and the importance of promoting and preserving privately-negotiated agreements. In particular, the Board's conditions include 5 years of oversight, along with substantial operational monitoring and reporting to ensure that the transaction is successfully implemented; mitigation of potential adverse impacts on the environment and on safety; recognition of employee interests, including a reaffirmation of the negotiation and arbitration process as the proper way to resolve important issues relating to employee rights; and several conditions that address the vital role of smaller railroads and regional concerns about competition.

With regard to your specific concerns, while not ordering implementation of the Alternative Route proposal, as a condition of approval, the Board has voted to require CSX to implement several operational improvements and safety measures in the Four City Consortium area of Indiana to mitigate the environmental impacts resulting from the proposed transaction.

These include installing constant time warning devices, rerouting several trains off the Pine Junction to Barr Yard rail line segment, and upgrading the track structure and signal systems to allow increased train speeds on the Pine Junction to Barr Yard rail line.

I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is fluid and elegant, with the first letters of each word being capitalized and prominent.

Linda J. Morgan



WHITING-ROBERTSDALE

WHITING-ROBERTSDALE COMMUNITY IMPROVEMENT CORPORATION
1442 - 119th STREET WHITING, INDIANA 46394

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

6/5/98

OFFICE
CHAIRMAN MORGAN

JUN 8 10 19 AM '98

RECEIVED
SURFACE TRANSPORTATION

Via Fax 202/565-9015

Re: Northwest Indiana Four Cities Consortium.
Re-routing of rail traffic.

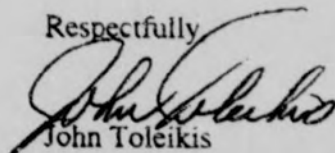
How often do you see true non-partisan cooperation? I'm sure you recognize this in the leaders of the Four Cities Consortium and the individuals who support them in their efforts to improve rail transportation problems in our communities. They represent a new spirit of cooperation that is really gaining a foothold throughout this area. Citizens in our varied cities and towns are beginning to feel linked as a common community because barriers, both real and imaginary, are being removed. It makes for a nicer place to live.

Railroads were critical to the development of our industries and they remain important, but not more important than our future development. Today, improper rail traffic has become one of the "barriers" that separate people and communities, and is one of several factors limiting improvement in our cities. We are trying very hard to improve Northwest Indiana and have seen much success, recently rising to number sixty on the list of best places to live in the United States.

Please listen carefully to the varied voices of people who live here asking you to adopt the Alternative Plan of the Four Cities. It would be sad if this spirit of cooperation were to become ineffective and incapable of improving a situation, especially when a better solution is offered.

Railroads helped make us what we are. Don't let railroads keep us from becoming everything we can be.

Respectfully



John Toleikis
President



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. Michael N. Emigh
President
Orchard Choice
2028 S. Third Street (93702)
P.O. Box 1987
Fresno, CA 93718

Dear Mr. Emigh:

Thank you for your letter 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. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

The Board recently conducted an extensive oral argument on the proposed transaction, hearing from more than 70 witnesses over the course of the 2-day argument held on June 3 and 4, 1998. Following oral argument, the Board held an open voting conference on June 8, 1998, at which we voted to approve the proposed transaction, subject to a number of conditions. The Board currently is preparing a final written decision that implements the vote at the voting conference, which is scheduled for issuance on July 23, 1998.

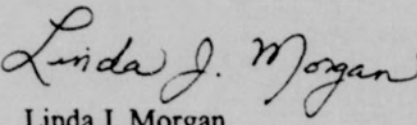
In voting for approval, the Board found that the transaction, as augmented by numerous settlement agreements among the parties and as further conditioned, would inject competition into the eastern United States in an unprecedented manner. The conditions adopted by the Board, while significant, recognize the operational and competitive integrity of the overall proposal and the importance of promoting and preserving privately-negotiated agreements. In particular, the Board's conditions include 5 years of oversight, along with substantial operational monitoring and reporting to ensure that the transaction is successfully implemented; mitigation of potential adverse impacts on the environment and on safety; recognition of employee interests, including a reaffirmation of the negotiation and arbitration process as the proper way to resolve important issues relating to employee rights; and several conditions that address the vital role of smaller railroads and regional concerns about competition.

With respect to the specific concerns raised in your letter, the Board has voted to override antiassignment and other similar provisions in Conrail transportation contracts for a period of 180 days following the date of the division of Conrail's assets between the two acquiring railroads. The Board believes that this relief is necessary to permit the applicants to carry out

their transaction in an orderly manner. Once the 180-day period expires, APL Limited and other shippers may elect to exercise any termination or renegotiation rights contained in their contracts, provided that the shipper has given 30 days' written notice to the carrier currently serving it under the contract.

I appreciate your interest in this matter. I will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,


Linda J. Morgan



April 2, 1998

FILE IN SECRET

CHAIRMAN MORGAN

APR 6 3 25 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

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

Dear Chairman Morgan:

I am aware that American President Lines' Limited is requesting that the non-assignment clause of its long-term transportation contract with Conrail not be overridden. APL should be permitted the opportunity to decide the specific service to be provided under the contract by CSX and NS.

The U.S. Department of Transportation in its brief to the Surface Transportation Board regarding the CSX Corporation and Norfolk Southern Corporation takeover of Conrail supports APL's position when it states:

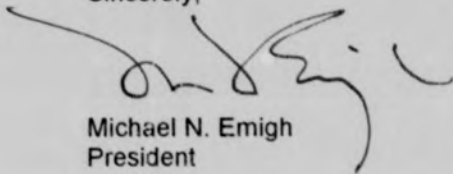
DOT believes that allowing shippers the right to choose between two acquiring carriers, in circumstances where either railroad could perform the services previously provided by a third, seems a fair compromise between the needs of railroads and those of shippers.

I think that APL warrants this type of relief. If APL's non-assignment clause is voided it will find itself bound to a partnership for some years with a competitor with whom it might well have refused to deal in the first instance.

I hope that the Surface Transportation Board will give favorable consideration to APL's request to be allowed to re-negotiate its Conrail contract because the NS and CSX route structures and facilities, following their dismemberment of Conrail, will be markedly different from those for which APL bargained with Conrail. In a free market, APL would be able to negotiate separately with CSX and NS unfettered by section 2.2 (C). This is especially true in light of the non-assignment clause APL negotiated with Conrail.

Thanking you for your consideration,

Sincerely,



Michael N. Emigh
President

cc: Vice Chairman Owen

G:\USER\AREA\MNE\MORG0401.DOC

Valley Fig Growers A Farmer-Owned Marketing Cooperative

2028 S. Third Street (93702) • P.O. Box 1987 • Fresno, CA 93718 USA

Phone 209.237.3893 • Fax 209.237.3898

STB-33887-21-98. J V/V/V



Office of the Chairman

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

FILE IN DOCKET

July 21, 1998

Mr. Pat Newcomb
President TCU District 1218
923 Winton Street
Philadelphia, PA 19148

Dear Mr. Newcomb:

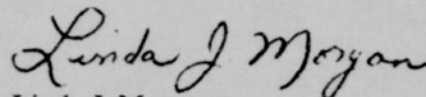
Thank you for your letter with enclosures concerning the proposal by CSX and Norfolk Southern to acquire control of Conrail and to divide certain assets of Conrail between them. You point out the sacrifices of Conrail employees in helping the carrier to survive, the inequities of the buyouts for Conrail management compared to what clerical employees may receive, and the plan by the acquiring carriers to move protected work of clerical employees thousands of miles away in an attempt to deny those workers their New York Dock benefits.

As you may know, at its June 8, 1998 open voting conference the Surface Transportation Board (Board) voted to approve the transaction, subject to a number of conditions, including protection for Conrail employees. Consistent with agency precedent, the Board imposed the New York Dock labor protective conditions, which were developed to compensate employees for their sacrifices made throughout the period of downsizing and restructuring in the rail industry. The Board also voted, as requested by rail labor, to reaffirm that its approval of the application does not indicate approval or disapproval of any of the involved collective bargaining agreement overrides that the applicants have argued are necessary to carry out the transaction. The Board further voted that, under New York Dock, applicants may not require the transfer of the seniority rosters for clerical employees to Jacksonville or other points that require them to move their place of residence, unless those employees are actually being offered positions there. The Board voted that issues relating to attrition protection and separation allowances beyond New York Dock are to be dealt with in the implementing agreement process, consistent with the handling of those issues in other recent merger proceedings. The Board also voted to direct applicants to meet with labor representatives to form task forces for the purpose of promoting labor-management dialogue concerning implementation and safety issues.

The Board is in the process of preparing its final written decision implementing its vote, which is scheduled to be issued on July 23, 1998. Because this case remains pending before the Board, it would be inappropriate for me to comment further.

I appreciate your interest in this matter. I will have your letter and enclosures, and my response, made a part of the public docket for this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is written in dark ink and is positioned above the printed name.

Linda J. Morgan



AFL-CIO, CLC

TRANSPORTATION • COMMUNICATIONS INTERNATIONAL UNION

Lodge/District No. _____

, 19 _____

FILE IN DOCKET

OFFICE OF
CHAIRMAN MORGAN

JUL 13 4 05 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

June 30, 1998

Linda Morgan

Chairwoman -Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

Dear Honorable Chairwoman:

I have just read ConRail CEO David Levan's letter to The Honorable Senator Rick Santorum of May 29, 1998, concerning correspondence from my Brother Richard Carroll, a 40 year plus Reading Railroad/ConRail employee. I am a 39 year career Pennsylvania Railroad/Penn Central Railroad & ConRail railworker. I am also the proud son of Pat Newcomb(former conductor) and deceased Railworker. Additionally, I can point to many relatives, be they, brothers, sisters, cousins or in laws who have between them over 300 years of committed service to the railroad industry and counting.

To be perfectly blunt, WE ALSO DO THE WORK,that produces the PROFITS!

Respectfully, I would like to address a few of CEO Levan's statements in his letter to the Senator. CEO Levan is correct in stating that the history of labor protection is long and storied. Employees did receive lifetime protection under TITLE V. Unfortunately, under the provisions of TITLE V, many railworkers were compensated under TITLE V, for overtime hours previously earned during the period used to establish their protective rates. This created a situation that mitigated the depletion of the TITLE V funding coming from the government. It is my understanding that ConRail at some point in 1981 would have become responsible for the TITLE V protection of it's employees. Prior to this happening ConRail called on the Congress to have the provisions of TITLE V changed and these changed provisions were embodied in the TITLE VII provisions of NERSA. Again, these provisions that were provided were federally -funded(tax-payer funded).

Now, we come to the "LET CONRAIL BE CONRAIL ERA". It was during this period of a possible takeover of ConRail by the Norfolk Southern that ConRail called on all it's employees to pull out all the stops in fighting the Norfolk Southern takeover of ConRail. I remember vividly the letters, the calls and the trips to Washington by rank and file union Railworkers and certain management employees in behalf of "LET CONRAIL BE CONRAIL."

To say that the corporate captains of ConRail survived due to the shared activism of labor and management during these trying times would not be an over-statement. That both would share in the final product of future production and profits would not become a reality. What

Address _____

the rank and file union railworker has witnessed since then is numerous golden parachute buyouts for certain management employees with many of these same former ConRail management employees returning to ConRail as consultants being paid hundreds of dollars a day. What knowledge did they pass on to their fellow management employees they left behind if they had to be called back to keep the ship afloat.

The Twenty-Two Million Dollar Man (\$22,000,000.00) David LeVan, in his letter to Senator Santorum, LeVan states that the Transportation Communications Union (TCU), the Brotherhood of Railway Signalmen, and the Brotherhood of Maintenance of Way Employees sought a labor protection agreement developed 32 years ago, the so-called February 7, 1965 Agreement. He states, "ConRail believed this was not a prudent model for settlement, given its prior experience with lifetime earnings protection which almost doomed ConRail."

What is CEO LeVan really saying?

Is he saying that his \$22,000,000.00 package is not a lifetime earnings protection?

Is he saying that the other million dollar golden parachutes to numerous VP's are not to be considered lifetime earnings protection?

If, we believe in a "fair days work for a fair days pay" and that we should not consume more than we produce then should these lucrative corporate buyouts also be called into question?

CEO LeVan also refers to the May 30, 1997 Interim Agreement with TCU that protects "otherwise furloughed employees". This agreement does not cover presently furloughed clerical employees or any furloughed employee who returned after the May 30th agreement was signed. This exclusion leaves many career ConRail employees uncovered by this agreement. The consequence will be that many will not be able to attain the railroad retirement credits needed to become eligible for a timely railroad retirement annuity and they may be adversely affected regarding labor protection eligibility. Another inequity that is worth mentioning is that many of the management recipients of lucrative buyout packages have far less service than the above mentioned uncovered clerical employees.

Regarding the NEW YORK DOCK PROTECTION:

The basic premise underlining the provisions of the New York Dock Agreement is that the carrier has to provide you work at your protected work location. If, the work is not provided then the protection is triggered. The grand design of the acquiring carriers concerning TCU office workers is to move their protected work location thousands of miles away. Many TCU office workers on the razor's edge of retirement would have to totally disrupt their families and leave their life long communities in order to fulfill the New York Dock provisions. Many other career TCU office workers would face this same problem at mid-life.

The above scenario in this electronic age is impractical and immoral. With the advent of computers, fax machines and other technological advances the destruction of families and communities is unnecessary. Is the primary purpose of moving these union employees to BUST THE UNION! If families and communities are destroyed as a result of this then so be it!

What is a fair solution?

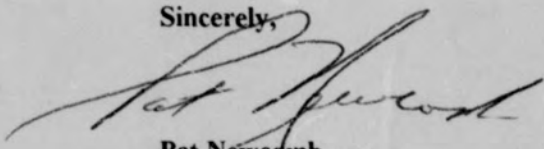
A fair severance package modeled after the TCU/BNSF merger agreement would be proper and equitable for all. (Enclosed)

I hope you will read this TCU/BNSF merger agreement and objectively reflect on what I have conveyed in behalf of our members and their families.

Also enclosed is a letter I have written to our International President Robert A. Scardelletti, along with a three page TCU District 1218 membership notice which respectfully raises possible solutions to the overall situation. We sincerely hope that you will also take an objective look at what is conveyed in these letters.

We look forward to your response and decision making concerning our appeal to you.

Sincerely,



Pat Newcomb
President TCU District 1218
923 Winton Street
Philadelphia, Pa. 19148
Tele.-1-215-271-7654

cc.

R.A. Scardelletti, International President, T.C.I.U.

A.P. Santoro, Jr., General Chairman, T.C.U. System Board No. 86

Senator Robert Torricelli

Rank and File TCU members

Senator Frank Lautenberg

Senator Ted Kennedy

Senator John Dingle

Senator Arlen Specter

Senator Joseph Biden

TCU Rank and File members

File.



TRANSPORTATION • COMMUNICATIONS
INTERNATIONAL UNION

Lodge/District No. _____

_____, 19 ____

AFL-CIO, CL June 22, 1998

R.A. Scardelletti
International President
Transportation Communications International Union
#3 Research Place
Rockville, Md. 20850

Subject: Implementing negotiations

Dear Brother Scardelletti:

Following is a three page notice and letter to the members of District 1218 concerning their present situation regarding the state of the T.C.U. negotiations with the NS and CSXT carriers. I hope along with many of our Brothers and Sisters that you will give some thought to what is conveyed in these three pages and give us the ability to further participate in our futures.

As you are surely aware, we are a communications union and we are trying to communicate with due respect to our leadership. But, the bottom line is that we cannot fully participate in this instantaneous world unless the receiver of our communications has an open door to our thoughts and ideas.

I would respectfully request that our International leadership take immediate steps to open up a WEBSITE or at least a list server that would accommodate the interchange of ideas and thoughts between our leaders and their rank and file members. If, we fail to do this to enhance the present negotiations then we certainly have to have a membership WEBSITE in the near future.

I look forward to your expeditious reply.

In Solidarity,

Pat Newcomb
President TCU District 1218
923 Winton Street
Philadelphia, Pa. 19148

Tele.-1-215-271-7654

cc.

International Executive Committee
A.P. Santoro, Jr.-General Chairman
TCU members.
File.

Address _____

Monday, June 22, 1998

TO ALL T.C.U. MEMBERS

DUE TO THE SEPTA STRIKE DISTRICT 1218 WILL NOT HOLD IT'S JUNE MEETING

WE WILL NOTIFY OUR MEMBERS WHEN THE NEXT DISTRICT 1218 MEETING WILL BE HELD

F.Y.L.....

Monday, June 22, 1998

TO ALL T.C.U. MEMBERS

DUE TO THE SEPTA STRIKE DISTRICT 1218 WILL NOT HOLD IT'S JUNE MEETING

WE WILL NOTIFY OUR MEMBERS WHEN THE NEXT DISTRICT 1218 MEETING WILL BE HELD

F.Y.L.....

On Wednesday, June 17th, I attended a TCU District meeting in North Jersey, which was held to present their members with an update from our International Officers concerning their meeting with NS and CSXT on Monday and Tuesday of that week. General Chairman Santoro along with International Vice-President Joel Parker mainly addressed how the Shared Assets Company would affect the TCU members in the North Jersey area.

Vice President Parker conveyed the following proposals that TCU presented to the carriers in behalf of all it's members.

TCU WANTS FOR ALL IT'S MEMBERS MAXIMUM CHOICE AND A MASTER IMPLEMENTING AGREEMENT.

TCU WANTS FOR ALL IT'S MEMBERS ADEQUATE MOVING EXPENSES.

TCU WANTS A SEPARATION AGREEMENT SIMILAR TO THE BNSF AGREEMENT.

Vice President Parker advised the members that the two railroads would be getting back to TCU with their counter proposals and that negotiations could take a few months.

TCU WILL WAIT FOR THE COUNTER PROPOSALS AND RESPOND ACCORDINGLY.

The floor was opened for questions and I raised the following in behalf of our membership:

That our Union open up a WEBSITE for all it's members so that they could interact with our negotiating team and possibly bring creative ideas to their attention that could be used to benefit all our members.

Vice President Parker advised that our Union was in the process of cutting back on staff due to financial restraints at the present time. I suggested, that maybe our members would be willing to support a WEBSITE. Vice President Parker then indicated that a WEBSITE was a possibility, maybe, in a few months.

I also proposed that our Union and the Carriers could find out the number of members who were close to retiring and the number of members who would be transferring to the new locations. Once this was known then the Union and Carriers could create a Surrogate Training BuyOut Plan. For example:

Senior union employee has 3 years to go until retirement age. The Senior union employee would take on a Junior union employee who will be moving to the new location. The Senior union employee would teach the Junior the job skills he has acquired over his career for a six-month period or less if appropriate. The Junior employee would then be able to transfer the skills and the experience of the Senior union employee with him to his new location. After the Senior union employee has finished the Surrogate Training period they would then be given a two and one-half year buyout package that would be based on 650 days times their established EMR and that would additionally include health and welfare coverage until age 62 and the appropriate credits toward their Railroad Retirement annuity at age 62.

Senior union employees who have two and one half years to go would engage in a six-month period of Surrogate Training and then receive a two year buyout package based on 520 days times their established EMR and that would additionally include health and welfare coverage until age 62 and the appropriate credits toward their Railroad Retirement annuity at age 62.

Senior union employees who have two years to go would engage in a six-month period of Surrogate Training and then receive a 390 day buyout based on 390 days times their established EMR rate and this package would additionally include health and welfare coverage until age 62 and the appropriate credits toward their Railroad Retirement annuity at age 62.

Senior employees who have one and one half years to go would engage in a six-month period of Surrogate Training and then receive a 360 day buyout based on 360 days time their established EMR rate and this package would additionally include health and welfare coverage until age 62 and the appropriate credits toward their Railroad Retirement annuity at age 62.

Senior employees who have one year to go would engage in a three-month period of Surrogate Training and then receive a 260 day buyout based on 260 days times their established EMR rate and this package would additionally include health and welfare coverage until age 62 and the appropriate credits toward their Railroad Retirement annuity at age 62.

All those union employees moving to a new location would be given the appropriate moving expenses and will after having established a new seniority district would be considered covered in the future under provisions of the BNSF AGREEMENT, which would also include the above Surrogate Training program. All those union employees not choosing to move to a new location and are unable to hold a regular position in their Home Zone would be put on a Reserve Extra Board and subject to recall in reverse seniority order and receive 85% of their established EMR with full health and welfare benefits until they retire along with the appropriate credits towards their Railroad Retirement annuity. Additionally, those who choose to go on a Reserve Extra Board would be given preferential consideration for employment with any passenger service employer engaged in passenger service. This would include Amtrak, Septa, New Jersey Transit, Metro-North etc. While engaged in working for the passenger service employer they would receive 100 % of their established EMR with the freight railroads and the passenger service employer paying agreed upon proportionate amounts. Included in these paid proportionate amounts would be the full health and welfare coverage until they retire and the appropriate credits toward their Railroad Retirement annuity. Those union employees choosing the Reserve Extra Board prior to engaging in work for a passenger service employer would be given the required training to become qualified to work for anyone of the passenger service employers. Upon completion of the training they would be certified to work for anyone of the passenger service employers within their Home Zone or within a newly

established Home Zone that would accommodate reasonable travel between the passenger service employers worksites.

The above ideas could certainly be further enhanced to the benefit of both the carriers and our union members through the implementing agreement negotiations. The essence is that it would allow both a phasing in and a phasing out period that would benefit all parties.

To all TCU members who feel that they may have similar or better ideas to enhance our TCU negotiations I would suggest that you call, write, e-mail or fax our TCU negotiators. Our TCU System Board address is:

TCU System Board No. 86

309 A Street

Wilmington, DE 19801

(302) 498-0959

FAX (302) 498-0969

Toll Free numbers are 1-800-732-2722 and 1-800-255-3837 (Dues Hotline).

In Solidarity,

Pat Newcomb, President District 1218

Our Toll Free number is.....1-888-875-2233..1218

Feel free to call and discuss your thoughts and ideas!

RICK SANTORUM
PENNSYLVANIA

COMMITTEES:

ARMED SERVICES
AGRICULTURE
RULES
JOINT ECONOMIC
AGING

United States Senate

WASHINGTON, DC 20510-3804

202-224-6324

PHILADELPHIA OFFICE:
SUITE 960 WIDENER BLDG.
ONE SOUTH PENN SQUARE
PHILADELPHIA, PA 19107
(215) 864-8900

June 1, 1998

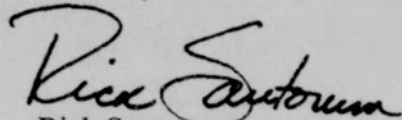
Mr. Richard Carroll
4417 Unruh Avenue
Philadelphia, PA 19135

Dear Mr. Carroll:

Enclosed please find the response I have received from Conrail to my inquiry on your behalf.

I hope you will find this information helpful. If you should have any additional questions regarding this or any other matter, please do not hesitate to contact me.

Sincerely,



Rick Santorum
United States Senate

RJS/mdw
encl:

ALTOONA OFFICE:
SUITE 202 REGENCY SQUARE
ROUTE 220 N.
ALTOONA, PA 16601
(814) 946-7023

ERIE OFFICE:
1705 W. 26TH STREET
ERIE, PA 16508
(814) 454-7114

HARRISBURG OFFICE:
221 STRAWBERY SQUARE
HARRISBURG, PA 17101
(717) 231-7540

LEHIGH VALLEY OFFICE:
3804 FEDERAL OFFICE BUILDING
604 W. HAMILTON STREET
ALLENTOWN, PA 18101
(610) 770-0142

PITTSBURGH OFFICE:
SUITE 250 LANDMARKS BLDG.
ONE STATION SQUARE
PITTSBURGH, PA 15219
(412) 562-0533

SCRANTON OFFICE:
527 LINDEN ST.
SCRANTON, PA 18503
(717) 344-8799

DAVID M. LeVAN
CHAIRMAN, PRESIDENT
AND CHIEF EXECUTIVE
OFFICER

May 29, 1998

The Honorable Rick Santorum
United States Senate
Suite 960 Widener Bldg.
One South Penn Square
Philadelphia, PA 19107

Dear Senator Santorum:

This refers to your letter dated April 7, 1998, concerning correspondence from Mr. Richard Carroll, a Conrail clerical employee. A number of arrangements already are in place which provide generous protection for clerical employees who may lose their positions.

The history of labor protection on Conrail is long and storied. Employees originally received lifetime earnings guarantees under Title V of the Regional Rail Reorganization Act, which provided for Conrail's formation in 1976. In 1981, Congress, in the Northeast Rail Service Act ("NERSA"), found that such lifetime earnings guarantees were "an obstacle to the establishment of improved rail service and continued rail employment in the Northeast region of the United States." Congress therefore eliminated Title V and replaced it with a more modest program, Title VII, which afforded eligible employees up to \$25,000 in federally-funded supplemental unemployment benefits, health and welfare coverage, separation allowances, and reimbursement for relocation and training expenses. In an Agreement dated September 17, 1985, Conrail and its labor organizations agreed to implement a Conrail-funded, Conrail-administered, employee protection plan which was modeled on the NERSA amendments. It is referred to as the Supplemental Unemployment Benefit or "S.U.B." Plan. Similar to Title VII, the plan provides Conrail funded compensation in addition to unemployment benefits, reimbursement for training and education, and relocation, in addition to continuation of health insurance benefits.

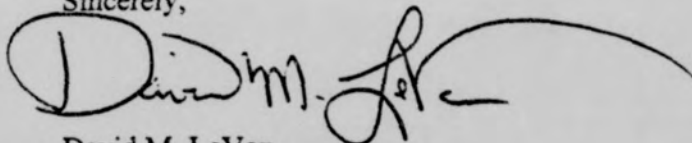
In the current bargaining round, a number of rail unions, including the Transportation Communication Union (TCU), representing clerical employees, sought to return to the days of lifetime earnings guarantees. TCU, the Brotherhood of Railway Signalmen, and the Brotherhood of Maintenance of Way Employees sought a labor protection agreement

The Honorable Rick Santorum
May 29, 1998
Page 2

developed 32 years ago, the so-called February 7, 1965 Agreement. Conrail believed this was not a prudent model for settlement, given its prior experience with lifetime earnings protection which almost doomed Conrail. The BRS and BMWWE ultimately reached negotiated settlements which enhanced their S.U.B. benefits. This issue however, was not resolved substantively by the September 9, 1996 TCU National Agreement and Conrail has continued to negotiate under the jurisdiction and with the assistance of the National Mediation Board. On May 30, 1997, an interim agreement was reached with TCU which provides that clerical employees will receive full pay and benefits even though they may be otherwise furloughed and provides them with numerous work opportunities. No such agreement has been concluded with any other organization.

* Also, as you may be aware, eligible Conrail agreement employees may receive up to six years of compensation and benefits under *New York Dock* labor protection conditions to be imposed by the Surface Transportation Board (formerly the I.C.C.) in Conrail's acquisition by CSXT and Norfolk Southern. Nonagreement or management employees may receive up to two years of compensation (versus six years pursuant to *New York Dock*) if they lose their jobs.

Sincerely,

A handwritten signature in dark ink, appearing to read "David M. LeVan", with a long, sweeping horizontal line extending to the right.

David M. LeVan
Chairman, President &
Chief Executive Officer



P. E. PICHURAN, General Secretary-Treasurer

E. L. DOBERSTEIN, Vice General Chairman
L. D. SWANSON, Vice General Chairman
K. D. GILDERMAN, Vice General Chairman



1/3/96 Transportation Communications Union

CONSOLIDATED SYSTEM BOARD OF ADJUSTMENT NO. 46

RICHARD A. ARNDT, GENERAL CHAIRMAN
(512) 291-2911
FAX (512) 291-2586

F.Y.I.

GREAT AGREEMENT!

**Let's ORGANIZE FOR
WHAT IS AHEAD FOR US.**

CIRCULAR 133-95

IN REPLY PLEASE REFER TO
FILE:

419-BN/ATSF-886

December 19, 1995

BN/ATSF MERGER

Mr. R. A. Scardelletti, International President
Transportation Communications Union
3 Research Place
Rockville, Maryland 20850

Dear Sir and Brother:

The counting of the ratification ballot for the Master Implementing Agreement relative to the Burlington Northern Santa Fe merger was completed late today. I am pleased to advise that of the members voting, 884 voted in favor of the Agreement.

International Vice President Gobel and I look forward to executing the Agreement.

Enclosed is a press release issued today and also the vote tally sheet.

Sincerely and fraternally,

Richard A. Arndt
General Chairman

PRESS RELEASE

<TRANSPORTATION COMMUNICATIONS UNION> • <405 SIBLEY STREET-SUITE 135>
• <ST. PAUL, MN 55101> • Phone: <(612)291-2911> • Fax <(612)291-2696>

For Immediate Release

Date: December 19, 1995
Contact: Richard A. Arndt
Phone: (612)291-2911
Fax: (612)291-2696

[Ratification of TCU/BNSF Merger Agreement]

[St. Paul, MN]— A proposed Master Implementing Agreement relative to existing job protective agreements for clerical employees on the combined Burlington Northern/Santa Fe Railroad was ratified today by 88% of the members voting. The ballots were mailed only to those active members employed by the former Burlington Northern line, currently comprised of about 8900 men and women working in twenty-three states between Washington and Florida. The BN clerical employees are represented by the Transportation Communications Union headquartered in St. Paul, MN, led by General Chairman Richard A. Arndt.

The agreement, which tremendously enhances current protective and relocation benefits, provides for upfront separation payments to basically three employee groups for \$100,000 that may be taken in one lump sum or spread over a 1, 2 or 3 year period, during which full health and welfare benefits are paid by the railroad. The three groups include: those surplus employees who are currently unable to hold a permanent position; those employees who are currently eligible for an unreduced retirement annuity, and, those employees who will become eligible for an unreduced retirement annuity within three years of January 1, 1996.

Employees who are protected by mergers prior to 1980, who choose not to follow their work to Topeka,

Kansas, or other locations and unable to hold a job, may elect to remain within their Home Zone, a radius of thirty miles of their current work location, and be eligible for the following: if they are unable to hold a regular position in their Home Zone and have ten years or less until they reach the age for an unreduced retirement annuity (generally considered age 62 with at least thirty years' service), they may go home and receive 100% of their pay with full health and welfare benefits paid by the railroad; if the employee has more than ten years until they reach the age for an unreduced retirement annuity, they may go home and receive 85% of their pay with full health and welfare benefits paid by the railroad until they retire.

For those employees protected after 1980, and others electing such coverage, who choose not to follow their work to Topeka, Kansas, or other locations, may select the option of separating from the railroad for \$100,000 or stay home on a Reserve Board for up to six years while being paid at 75% of their daily wage, plus full health and welfare benefits to be paid by the railroad. Re-location benefits for those employees choosing to follow their work include a \$20,000 transfer allowance, mileage for two vehicles, a 'made whole' real estate sale package, a househunting trip for the employee and spouse, childcare allowance, airfare, etc., or in lieu thereof, a lump sum payment of \$35,000 if the employee owns a home or \$17,500 if they rent or lease.

In return for these benefits, the railroad may contract out certain clerical work on an attrition basis, under certain conditions and has more latitude in the assignment and regulation of partially-exempt positions across the combined railroads.

The Agreement further provides for changes in current contract language making these upgrades in benefits permanent and sets forth a new procedure for filling vacancies at new destinations. In a joint effort to eliminate future disputes between the union and the railroad concerning the language, several questions and answers were exchanged and agreed to before mailing the proposed agreement to every active member.

STB FD-33388 7-20-98 J ID-CITY



Office of the Chairman

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

FILE IN DOCKET

July 20, 1998

The Honorable George D. Fosdick
Mayor
Village of Ridgefield Park
234 Main Street
Ridgefield Park, NJ 07660-2500

Re: Finance Docket No. 33388: CSX and Norfolk Southern -- Control and
Acquisition -- Conrail

Dear Mayor Fosdick:

Thank you for your letter dated June 19, 1998, about the proposed acquisition of Conrail by Norfolk Southern and CSX and your concerns about the analysis contained in the Environmental Impact Statement (EIS).

In preparing the EIS, the Board's Section of Environmental Analysis (SEA) conducted a comprehensive and exhaustive environmental review of the potential impacts of the Conrail Acquisition, which was one of the largest and most complex transactions ever considered by the Board. The transaction encompassed over 44,000 miles of rail lines in 24 states, affecting over 1,000 counties. SEA considered a broad range of environmental issues on a system-wide, regional, and local level.

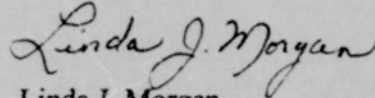
Because the Applicants projected a small increase of 1.2 trains per day on the Conrail line segment (which CSX would acquire) through Ridgefield Park, SEA determined that proposed changes in rail activity (increased train traffic) would not exceed the Board's thresholds for environmental analysis (generally 8 trains per day increase). Therefore, SEA concluded that no significant adverse environmental impacts would occur and did not recommend any specific mitigation.

The issue you raise concerning the New York, Susquehanna and Western Railroad appears to be a pre-existing problem and not related to the Conrail Acquisition. While the Board has broad authority to impose conditions in railroad merger cases, that authority is not limitless. The Board does not have the authority to impose mitigation to remedy either pre-existing conditions in a particular community or impacts that are not a direct result of the transaction before it.

On June 8, 1998, the Board voted to approve the Conrail Acquisition with certain conditions, including environmental conditions. The Board will issue its final written decision on July 23, 1998.

If you have additional questions concerning the environmental review process, please contact Elaine K. Kaiser, SEA's Environmental Project Director, or Mike Dalton, SEA's Project Manager for the Conrail Acquisition, at (202) 565-1530.

Sincerely,



Linda J. Morgan

GEORGE D. FOSDICK
Mayor

JOHN H. ANLIAN
JOHN B. DAVIS
BRIAN J. HUBERT
CARMEN A. OCELLO
Commissioners

SARAH WARLIKOWSKI
Village Clerk



234 Main Street
Ridgefield Park, NJ 07660-2500

FILE IN DOCKET

(201) 641-4950

Fax (201) 641-1248

Board of Commissioners

[HTTP://ci.ridgefield-park.NJ.US/](http://ci.ridgefield-park.NJ.US/)

June 19, 1998

Ms. Linda Morgan
Surface Transportation Board
1201 Constitution Avenue, N.W.
No. 4136
Washington, D. C. 20423

RE: Finance Docket No. 33388 - CSX and Norfolk Southern
Control and Acquisition-Conrail: Final Environmental
Impact Statement

Dear Ms. Morgan:

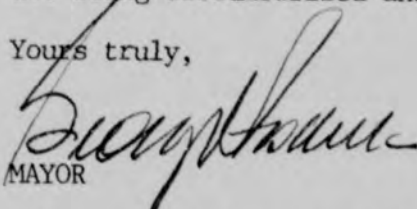
This will acknowledge receipt of the Environmental Impact Statement.

We find this statement to be superficial and regret that it fails to properly address the real concerns of the Village of Ridgefield Park. We would like to know who, if anyone, from the Surface Transportation Board contacted anyone in the Village of Ridgefield Park to discuss the issues we raised. We have no record of anyone visiting with us to see first hand the problems we cited. Further, we have been advised that, in other areas of the country, CSX and/or Norfolk Southern were required to address grade crossings concerns which in our case were ignored. Quite frankly, the handling of this matter has left a very bad taste with us and it seems to bolster the contention that big government responds to the large money interest and ignores the plight of ordinary citizens.

Please know that the Village of Ridgefield Park (settled in 1685) existed for over 120 years with an amicable relationship with the two railroads which pass through our community. It is only in the last several years that the Susquehanna Railroad altered its way of conducting business in our Village and caused the problems the Surface Transportation Board has failed to address.

It's quite evident that the conditions which we cited are being worsened by the Conrail acquisition. The failure of the Surface Transportation Board to give consideration to this municipality and to our citizens is inexcusable. The perfunctoral analysis is boilerplate recitation and does not address the issues we raised. To whom can citizens turn when their rights, the use of their property, and their pursuit of happiness are being circumscribed and destroyed.

Yours truly,


MAYOR

cc: Board of Commissioners
Martin T. Durkin

RECEIVED
SURFACE TRANSPORTATION BOARD
JUN 22 1 40 PM '98
CHAIRMAN MORGAN

STB

FD-33388

7-16-98

J

ID-PUBLIC



Office of the Chairman

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

FILE IN DOCKET

July 16, 1998

Ms. Mary C. Brewster
4529 Longleaf Rd.
Warrensville Heights, OH 44128

Dear Ms. Brewster:

Thank you for your letter expressing your opposition to the proposed acquisition of Conrail by Norfolk Southern (NS) and CSX, and your concerns about the potential adverse effect on your community resulting from the proposed transaction.

As you may know, as part of the Surface Transportation Board's (Board) review of the proposal by CSX and NS to acquire Conrail, the Board's Section of Environmental Analysis (SEA) conducted an environmental review of the potential environmental impacts associated with the proposed Conrail acquisition. SEA was fully aware that these issues were of major concern to the residents and businesses of Cleveland and northeast Ohio. SEA attended several public meetings in the area in order to hear those concerns first hand and discussed the issues with numerous local officials. SEA also formed special Ohio and Cleveland study teams to focus its review and analysis of the unique environmental impacts and concerns in this area, including the advantages and disadvantages of various routing alternatives through the Cleveland area.

After conducting an independent environmental analysis, reviewing all environmental information available to date, consulting with appropriate agencies, and fully considering all public comments, SEA issued a Final Environmental Impact Statement (EIS) on May 22, 1998, for consideration by the Board, which included a discussion of various routing alternatives and recommended mitigation to address environmental impacts. In its final decision, the Board would have taken into consideration the entire environmental record, including all public comments and the Final EIS. However, on June 4, 1998, at the second day of the Board's oral argument in the Conrail acquisition proceeding, Mayor of Cleveland Michael White and Mr. John Snow, Chairman, President and Chief Executive Officer of CSX, announced that they had reached agreement regarding mitigation of adverse effects that are specific to the City of Cleveland from the Conrail acquisition. At its June 8 open voting conference on the Conrail acquisition proposal, the Board approved the application with certain conditions. In accordance with the request of the parties, the Board will incorporate the agreement between Mayor White and Mr. Snow into its final written decision to be issued on July 23, 1998.

I will have your letter and my response made a part of the public record for this proceeding. I appreciate your interest in this matter.

Sincerely,

Linda J. Morgan
Linda J. Morgan

MAY 14 2 35 PM '98

May 8, 98

OFFICE OF
CHAIRMAN MORGAN

Dear Honorable Linda T. Morgan,

I'm writing because of the Conrail
CSX and Norfolk Southern. We are
totally disappointed with the News
that University Circle neighborhoods
would have freight traffic jump
from a current volume of 20
trains per day to a combined total
of 80 trains, with much of this
traffic occurring during the night
time hours. How disappointed is
a neighborhood of people with
disabilities and the elderly, who
has trouble sleeping at night. I
agree with the Plain Dealer on
April 12, 98, that increase of trains
would aggravate noise, pollution
and safety problems. Therefore, I
ask you to joint Cleveland Mayor
Michael White, let them know this merger
is morally wrong.

Thank you!
Mary Decker



Office of the Chairman

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

FILE IN DOCKET

July 16, 1998

Mr. Joseph R. Garcia, Jr.
Executive Director
Greater Cleveland Neighborhood
Centers Association
Midtown Professional Center
3135 Euclid Ave., Suite 103
Cleveland, OH 44115

Dear Mr. Garcia:

Thank you for your letter expressing your concerns regarding the proposed acquisition of Conrail by Norfolk Southern (NS) and CSX. Specifically, you raise issues related to potential adverse effects on public safety and the community environment resulting from the proposed transaction.

As you may know, as part of the Surface Transportation Board's (Board) review of the proposal by CSX and NS to acquire Conrail, the Board's Section of Environmental Analysis (SEA) conducted an environmental review of the potential environmental impacts associated with the proposed Conrail acquisition. SEA was fully aware that these issues were of major concern to the residents and businesses of Cleveland and northeast Ohio. SEA attended several public meetings in the area in order to hear those concerns first hand and discussed the issues with numerous local officials. SEA also formed special Ohio and Cleveland study teams to focus its review and analysis of the unique environmental impacts and concerns in this area, including the advantages and disadvantages of various routing alternatives through the Cleveland area.

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Cleveland from the Conrail acquisition. At its June 8 open voting conference on the Conrail acquisition proposal, the Board approved the application with certain conditions. In accordance with the request of the parties, the Board will incorporate the agreement between Mayor White and Mr. Snow into its final written decision to be issued on July 23, 1998.

I will have your letter and my response made a part of the public record for this proceeding. I appreciate your interest in this matter.

Sincerely,

Linda J. Morgan
Linda J. Morgan



Neighborhood Centers Association

DOCKET

Midtown Professional Center
3135 Euclid Ave., Suite 103
Cleveland, OH 44115
(216) 391-4707
Fax: (216) 391-4817
<http://little.nhlink.net/nca/ncahome.htm>

April 23, 1998

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

Dear Ms. Morgan:

Greater Cleveland Neighborhood Centers Association (GCNCA) opposes the acquisition of Conrail by Norfolk Southern and CSX Railroad Corporations unless the City of Cleveland alternative routing plan is adopted.

GCNCA is an Association of 21 multi-service neighborhood centers serving communities throughout the Greater Cleveland area. Many of its centers have been providing human services, working with neighborhood residents, and striving to build strong healthy communities to raise families for over 100 years.

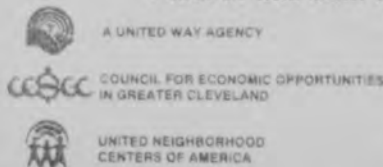
This quality of life, which our centers have worked with neighborhood residents to improve, is jeopardized by the greatly increased train traffic that will result from the proposed acquisition. Almost all of the neighborhoods in the City of Cleveland as well as East Cleveland and Garfield Heights that will be adversely impacted by this increased train traffic, are communities served by neighborhood centers. These communities are predominately minority, and include many of our most low-income areas.

With over 80 trains a day that would travel through many of our communities (Collinwood, Little Italy, Kinsman, Broadway, Fairfax, and East Cleveland), GCNCA is gravely concerned about the safety and environmental effects that will impact our neighborhoods as a result of the increased train traffic. The increased train traffic at the 13 grade crossings will seriously affect the ability of Emergency Medical Services, the Fire Department and the Police Department to respond to emergencies on a timely basis, which will result in the loss of lives and property. It is estimated that 126,000 carloads of hazardous waste per day will be moving through our neighborhoods as well as businesses adjacent to the tracks that store hazardous materials. If just one derailment were to occur it would put the safety of thousands of residents at immediate risk.

It is expected that homes, businesses and institutions located near the tracks will experience a three-fold increase in noise as well as major increases in odor, dust and vibration levels. Since most of this train traffic will run through low-income communities, most residents will not be

Member Centers: Alta House, Cuyahoga Falls Park Community Center, Collinwood Community Services Center, Early Childhood Enrichment Center, East Cleveland Neighborhood Center, East End Neighborhood House, Friendly Inn Settlement House, Garden Valley Neighborhood House, Garfield Heights Community Center, Goodrich-Gannett Neighborhood Center, Harvard Community Services Center, Heights Youth Center, Kathryn R. Tyler Neighborhood Center, League Park Center, Lexington-Bell Community Center, St. Martin de Porres Center, Merrick House, Muris #6, Taylor Multi-Services Center, Phillis Wheatley Association, University Settlement, West Side Community House. **Associate Members:** Cleveland Mediation Center, Cleveland Music School Settlement, Hiram House, Karamu House, Towards Employment, Inc.

Thomas J. Aumiller, President
Marion Johnson, Vice President
Anne Blum Hach, Treasurer
Bill Grulich, Secretary
Lynne B. Alfred, Past President
Joseph R. Garcia, Jr., Executive Director



The Honorable Linda J. Morgan
April 23, 1998

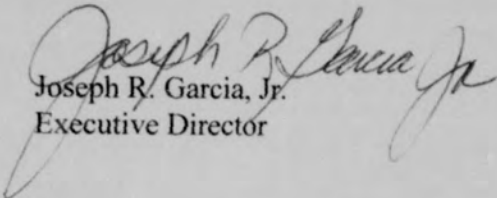
Page Two

able to afford the air-conditioning, air filters and sound insulation that is necessary to mitigate the environmental impact of the train traffic. Consequently, it can be expected that respiratory problems will increase, property values will decrease, and there will be a general loss of life for those living near the tracks.

GCNCA is not opposed to the acquisition of Conrail by CSX and Norfolk Southern, but is opposed to the routing of greatly increased train traffic through our residential communities. As an alternative to the increased train traffic through our residential neighborhoods, the City of Cleveland has proposed an alternative routing that would reroute the increased train traffic through predominately industrial areas. GCNCA supports this proposal.

Greater Cleveland Neighborhood Centers urges the Surface Transportation Board to reject the proposed acquisition of Conrail by CSX and Norfolk Southern as currently proposed. The economic benefits to the railroads as a result of the acquisition will be at the expense of the safety and quality of life of Greater Clevelanders, particularly the poor and minority residents. It is clearly fair and just to only approve the acquisition upon a rerouting plan that does not detrimentally impact Greater Cleveland residents.

Yours truly,


Joseph R. Garcia, Jr.
Executive Director

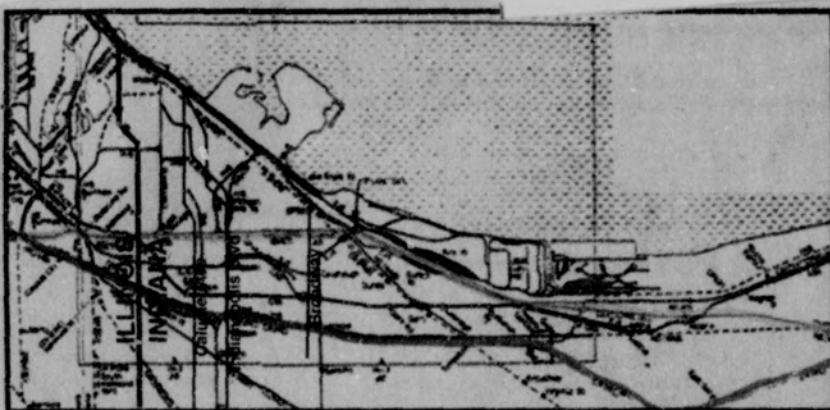
CHAIRMAN LINDA MORGAN

DEAR CHAIRMAN

AS A CONCERNED TAXPAYER
AND RESIDENT OF NORTH WEST
INDIANA, I AM IN FAVOR OF THE
PROPOSED ALTERNATE ROUTE AS
RECOMMENDED BY THE FOUR MAYORS.
AS A COMMUTER & DRIVER
I WOULD NOT LIKE TO SEE
MORE RAIL CROSSING TIE UP.
AND IF YOU STUDY THE
ROUTES YOU CANT HELP BUT
SEE HOW THE ROUTE AS
PROPOSED BY CSX CORPORATION
WILL CAUSE UNTOLD PROBLEMS
FOR NORTH WEST INDIANA.
PLEASE SEE FIT TO ADOPT
THE PLAN OF THE FOUR
MAYORS

Thank you
Raymond Longhouse

RECEIVED
JUN 11 1993
OFFICE OF
CHAIRMAN MORGAN



**Rail route
proposed for
increased train
traffic by the
railroads.**

**Proposed
alternative
eastbound grade-
separated route
recommended
by the four
Mayors.**

Four Cities Consortium proposed route has 3 street-level crossings instead of 27 as proposed by the railroads.



Office of the Chairman

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

FILE IN DOCKET

July 16, 1998

Mr. Raymond Longhauser
8039 Howard Ave.
Munster, IN 46321

Dear Mr. Longhauser::

Thank you for your letter 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. You express concerns regarding the effect of the merger on your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

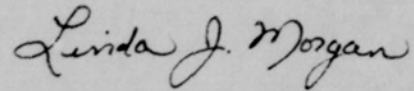
The Board recently conducted an extensive oral argument on the proposed transaction, hearing from more than 70 witnesses over the course of the 2-day argument held on June 3 and 4, 1998. Following oral argument, the Board held an open voting conference on June 8, 1998, at which we voted to approve the proposed transaction, subject to a number of conditions. The Board currently is preparing a final written decision that implements the vote at the voting conference, which is scheduled for issuance on July 23, 1998.

In voting for approval, the Board found that the transaction, as augmented by numerous settlement agreements among the parties and as further conditioned, would inject competition into the eastern United States in an unprecedented manner. The conditions adopted by the Board, while significant, recognize the operational and competitive integrity of the overall proposal and the importance of promoting and preserving privately-negotiated agreements. In particular, the Board's conditions include 5 years of oversight, along with substantial operational monitoring and reporting to ensure that the transaction is successfully implemented; mitigation of potential adverse impacts on the environment and on safety; recognition of employee interests, including a reaffirmation of the negotiation and arbitration process as the proper way to resolve important issues relating to employee rights; and several conditions that address the vital role of smaller railroads and regional concerns about competition.

With regard to your specific concerns, as a condition of approval, the Board has voted to require CSX to implement several operational improvements and safety measures in the Four City Consortium area of Indiana to mitigate the environmental impacts resulting from the proposed transaction. These include installing constant time warning devices, rerouting several trains off the Pine Junction to Barr Yard rail line segment, and upgrading the track structure and signal systems to allow increased train speeds on the Pine Junction to Barr Yard rail line.

I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is written in dark ink and is positioned above the printed name.

Linda J. Morgan

FILED 80CK248

We request that you adopt the Alternative Plan of the four cities, East Chicago, Gary, Hammond & Whiting, requiring the railroads to make the choice that provides the greatest safety & the least inconvenience for us ^{as} citizens

Thank you

Mr & Mrs Ralph Hendrickson
7425 Colorado Ave
Hammond, Indiana

46323

CHAIRMAN MORGAN
OFFICE

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SURFACE RECONSTRUCTION



Office of the Chairman

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

FILE IN DOCKET

July 16, 1998

Mr. and Mrs. Ralph Hendrickson
7425 Colorado Ave.
Hammond, IN 46323

Dear Mr. and Mrs. Hendrickson:

Thank you for your letter 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. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

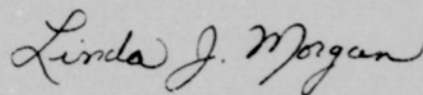
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With regard to your specific concerns, while not ordering implementation of the Alternative Route proposal, as a condition of approval, the Board has voted to require CSX to implement several operational improvements and safety measures in the Four City Consortium area of Indiana to mitigate the environmental impacts resulting from the proposed transaction. These include installing constant time warning devices, rerouting several trains off the Pine Junction to Barr Yard rail line segment, and upgrading the track structure and signal systems to allow increased train speeds on the Pine Junction to Barr Yard rail line.

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Sincerely,

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Linda J. Morgan



Office of the Chairman

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

FILE IN DOCKET

July 16, 1998

Mr. Greg Bloskey
5036 Alexander Avenue
East Chicago, IL 46312

Dear Mr. Bloskey:

Thank you for your letter 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. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

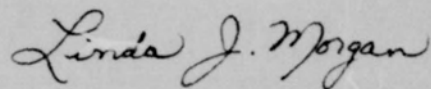
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With regard to your specific concerns, while not ordering implementation of the Alternative Route proposal, as a condition of approval, the Board has voted to require CSX to implement several operational improvements and safety measures in the Four City Consortium area of Indiana to mitigate the environmental impacts resulting from the proposed transaction. These include installing constant time warning devices, rerouting several trains off the Pine Junction to Barr Yard rail line segment, and upgrading the track structure and signal systems to allow increased train speeds on the Pine Junction to Barr Yard rail line.

I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is fluid and elegant, with the first letters of each word being capitalized and prominent.

Linda J. Morgan

FILE IN DOCKET

5036 Alexander Avenue
East Chicago, IN 46312
June 4, 1998

Ms. Linda Morgan
Chairperson
Surface Transportation Board
1925 K St. NW
Washington, D.D. 20423

Fax #202-565-9015

RE: CSX Corp./Norfolk Southern application for acquisition of Conrail
(includes Indiana Harbor Belt)

Dear Ms. Morgan: As I understand matters, the acquisition proposal is premised on vastly increased use of CSX trackage as it now exists. I object based on two facts: the existence of sixteen grade crossings within a 5 mile continuous length of CSX trackage involved here, and: the heavily industrialized area, resulting in congested roads and ALREADY FREQUENT DELAYS along this trackage due, in substantial part to STANDING TRAINS.

To demonstrate the congestion, traffic counts along seven of the busier grade crossings, referred to above, range from 7,300 to 15,000 EACH DAY. The fact that the CSX tracks CUT IN HALF the cities of Gary, East Chicago and Hammond means a significant reduction in response time for police, ambulances, and firemen.

A four-city consortium (Gary, Hammond, East Chicago and Whiting) has submitted an Alternative Plan for rail use which would allow CSX and Norfolk/Southern to avail themselves of the increased traffic, while posing a NET DECREASE in automotive traffic interruption.

For some time, the city of Hammond, In has proposed the increased use of the CONRAIL tracks and decreased use of the CSX tracks and of the Norfolk/Southern tracks. The reason is that, over the past twenty five years, and before the recent increase in train traffic, federal money was granted, and used, for construction of RAILROAD OVERPASSES at four of the most heavily used roads formerly affected by CONRAIL traffic. Former Hammond councilman George Carlson has said it is only logical to use the trackage with the overpasses to MAXIMUM advantage, and this process would greatly lessen the congestion Northwest Indiana already deals with along the Norfolk/Southern and CSX tracks today.

In closing, I ask you to consider the Alternative Plan submitted by the mayors of these four towns. I am a lifelong resident of the city of East Chicago, and reliable police, ambulance and fire service is important to me. Adoption of the plan proposed by the railroads will probably result in a FURTHER REDUCTION of these emergency services.

Thank you for your consideration,

Greg Blosskey
Greg Blosskey

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BOARD
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OFFICE OF
CHAIRMAN MORGAN



Office of the Chairman

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

FILE IN DOCKET

July 16, 1998

Ms. Geraldine Wendorf
4831 Columbia Avenue
Hammond, IN 46327

Dear Ms. Wendorf:

Thank you for your letter 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. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

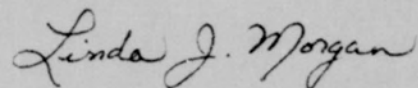
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I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is fluid and elegant, with the first letters of each word being capitalized and prominent.

Linda J. Morgan

June 4, 1998

FILE IN DOCKET

CHAIRMAN MORGAN

JUN 4 6 04 PM '98

RECEIVED
SURFACE TRANSPORTATION

SENT BY FAX 202/ 565-9015

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

Dear Chairman Morgan:

PLEASE, NO MORE TRAIN TRAFFIC THRU NW INDIANA!

As a resident of Hammond, I would like to comment on my situation. Starting at the very north end of Hammond at Lake Michigan and continuing south to its southern boundary, there is not one street in Hammond that a vehicle can travel without the possibility of being detained by a train.

It is not unusual that a train will be tying up the entire city by blocking all of its north/south traffic. Even worse, it is not unusual for a train to be completely stopped, putting the entire city's traffic flow at a standstill. It is not unusual that when approaching a crossing and having the gates come down, as many vehicles as possible will go around the gates until the train is almost on top of them (sometimes, unfortunately, it is on top of them). I have even seen semi trucks go around gates! Anything to avoid the wait...especially when through past experience we have seen the gates come down, the train approach and then stop just short of the street ... so nothing is moving...train nor vehicle traffic.

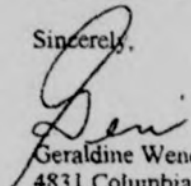
As a former commuter working in Chicago, there had been times when I (along with many, many other commuters) were waiting on the south side of a "parked" train as the South Shore commuter train we would be taking came and left the Hammond station without us. (Being late to work because of a delay of a commuter train is an acceptable excuse to most Chicago companies... waiting for a stopped freight train is not. They will tell you to plan better, but even though I would leave my house at the same time every day to catch the same commuter train, the railroad schedule would differ)

As a person growing up in Hammond in the 50's, downtown Hammond was the place to be. It was a place to meet your friends, shop, eat, go to a movie. The bad thing was the network of trains going through downtown Hammond. Then Woodmar was built and people no longer wanted to be bothered with waiting for trains in downtown Hammond. Then River Oaks and South Lake were built and for sure no one wanted to be bothered waiting for trains in downtown Hammond. Everyone took to the malls! It was the death of downtown Hammond.

At a time when we are experiencing a rebirth of our city...at a time we can say we are proud to live in Hammond...the last thing we need is an *increase* in railroad crossing delays.

Please adopt the Alternative Plan suggested by the Four Cities Consortium. Thank you.

Sincerely,


Geraldine Wendorf
4831 Columbia Avenue
Hammond, IN 46327

Cc Mayor Duane Dedlow, Jr.



Office of the Chairman

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

FILE IN DOCKET

July 16, 1998

Mr. Ray Guiden
5625 Homerlee Ave.
East Chicago, IL 46312

Dear Mr. Guiden:

Thank you for your letter 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. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

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I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan

Linda J. Morgan

FILE IN DOCKET

TO: Linda Morgan - Chairperson
Surface Transportation Board
1925 K Street NW
Washington, D.C. 20423

FROM: Ray Guiden
5625 Homerlee Ave
East Chicago, IN 46312

OFFICE OF
CHAIRMAN MORGAN

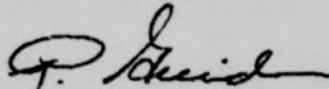
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RECEIVED
SURFACE TRANSPORTATION

Dear Ms Morgan;

I would like you to consider the Alternative Plan that has been presented to you by the Four Cities Consortium regarding railroad traffic in Northwest Indiana. The last thing we need in this area is more train traffic. There are times presently when we are literally paralyzed and can't get from one side of town to the other. Imagine what *this is doing now* to our emergency services, police, fire departments, ambulances, etc. and *what it will do* if you increase the traffic thru our communities !

Please consider and adopt the Alternative Plan conceived by the Mayors of East Chicago, Gary, Hammond & Whiting Indiana. This plan also has the support of the Indiana Dept of Transportation, U.S. Senator Richard Lugar, U.S. Sen Dan Coats, U.S. Rep Peter Visclosky, State Sen Lonnie Randolph, State Sen Earline Rogers, State Sen Rose Ann Antich, State Sen Robert Meeks, Lake County Indiana County Commissioners, and other elected officials. Thank you.



Ray Guiden



Office of the Chairman

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

FILE IN DOCKET

July 16, 1998

Ms. Deborah G. Corbets
President
The Junior League of Cleveland, Inc.
10819 Magnolia Drive
University Circle
Cleveland, OH 44106

Dear Ms. Corbets:

Thank you for your letter expressing your opposition to the proposed acquisition of Conrail by Norfolk Southern (NS) and CSX, and your concerns about the potential adverse effect to your community resulting from the proposed transaction.

As you may know, as part of the Surface Transportation Board's (Board) review of the proposal by CSX and NS to acquire Conrail, the Board's Section of Environmental Analysis (SEA) conducted an environmental review of the potential environmental impacts associated with the proposed Conrail acquisition. SEA was fully aware that these issues were of major concern to the residents and businesses of Cleveland and northeast Ohio. SEA attended several public meetings in the area in order to hear those concerns first hand and discussed the issues with numerous local officials. SEA also formed special Ohio and Cleveland study teams to focus its review and analysis of the unique environmental impacts and concerns in this area, including the advantages and disadvantages of various routing alternatives through the Cleveland area.

After conducting an independent environmental analysis, reviewing all environmental information available to date, consulting with appropriate agencies, and fully considering all public comments, SEA issued a Final Environmental Impact Statement (EIS) on May 22, 1998, for consideration by the Board, which included a discussion of various routing alternatives and recommended mitigation to address environmental impacts. In its final decision, the Board would have taken into consideration the entire environmental record, including all public comments and the Final EIS. However, on June 4, 1998, at the second day of the Board's oral argument in the Conrail acquisition proceeding, Mayor of Cleveland Michael White and Mr. John Snow, Chairman, President and Chief Executive Officer of CSX, announced that they had reached agreement regarding mitigation of adverse effects that are specific to the City of Cleveland from the Conrail acquisition. At its June 8 open voting conference on the Conrail acquisition proposal, the Board approved the application with certain conditions. In accordance with the request of the parties, the Board will incorporate the agreement between Mayor White and Mr. Snow into its final written decision to be issued on July 23, 1998.

I will have your letter and my response made a part of the public record for this proceeding. I appreciate your interest in this matter.

Sincerely,

Linda J. Morgan
Linda J. Morgan

The Junior League of Cleveland, Inc.

FILE IN DOCKET

May 13, 1998

Board of Trustees

Deborah Gillespy Corbets
President
Charlene A. Jones
President Elect
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Gail C. Larson
Marilyn G. Mason
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August A. Napoli, Jr.
Nancy Neylon
Garland Robinson
Sandra R. Schwartz
Darryl S. Tukufu, Ph.D.

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

Dear Chairman Morgan:

On behalf of the Board of Trustees and the 1,100 members of The Junior League of Cleveland, Inc., I am writing to express our opposition to the proposed CSX/Norfolk Southern acquisition of Conrail currently pending before the Federal Surface Transportation Board. If the railroads' proposed routing plan is not changed, the resulting increase in rail traffic will have a serious adverse impact on the safety, quality of life and well being of those who live, work and visit in the University Circle area and its adjacent neighborhoods:

- > Freight rail traffic on the CSX and NS lines which run through University Circle will jump from a current volume of 20 trains per day to a combined total of 80 trains per day - with much of this traffic occurring during night-time hours.
- > Noise levels from freight rail traffic will more than triple through University Circle.
- > Shipments of hazardous materials through the University Circle area will increase from 7,000 carloads per year to 81,000 carloads per year -- with no specific plans by the railroads to mitigate the consequences of derailments and spills.
- > Emergency response times will be jeopardized as crossings are blocked up to 10 minutes.
- > The increase in rail traffic will degrade air quality in the University Circle area through emissions of carbon monoxide, nitrogen dioxide and particulate matter.
- > The increase in freight rail traffic and the corresponding increases in noise, vibration, air pollution and safety hazards will reduce the desirability of the neighborhoods around University Circle as places to live and will result in reduced property values and an increase in property deterioration.

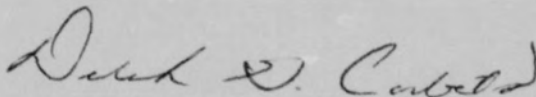
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SURFACE TRANSPORTATION
BOARD
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OFFICE OF
CHAIRMAN MORGAN

The Honorable Linda J. Morgan
May 13, 1998

Since 1912, the Junior League of Cleveland has been committed to improving the Greater Cleveland community. Clearly, the routing plan included in the proposed acquisition of Conrail by CSX/Norfolk Southern will have a tremendously negative impact on the University Circle area and its adjacent neighborhoods. Consequently, we are urging you to reject the proposal as it stands and consider the alternative routing plan suggested by the City of Cleveland. The City proposes that CSX routes its traffic on the Conrail main line which runs through mostly industrial areas along the lakeshore. This would reduce daily freight rail traffic through University Circle from the 80 trains in the CSX/NS proposal to as few as 37 trains. The City also advocates a number of measures to mitigate the effects of increased noise and safety hazards.

We urge you to reject the pending CSX/NS proposal. Thank you for your attention to this serious matter.

Sincerely,

A handwritten signature in cursive script, appearing to read "Deborah G. Corbets".

Deborah G. Corbets
President



Office of the Chairman

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

FILE IN DOCKET

July 16, 1998

Jerry and Lydia Osborne
202 East 250 South
Valparaiso, IN 46383

Dear Jerry and Lydia Osborne:

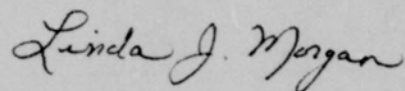
Thank you for your letter regarding the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

The Board recently conducted an extensive oral argument on the proposed transaction, hearing from more than 70 witnesses over the course of the 2-day argument held on June 3 and 4, 1998. Following oral argument, the Board held an open voting conference on June 8, 1998, at which we voted to approve the proposed transaction, subject to a number of conditions. The Board currently is preparing a final written decision that implements the vote at the voting conference, which is scheduled for issuance on July 23, 1998.

In voting for approval, the Board found that the transaction, as augmented by numerous settlement agreements among the parties and as further conditioned, would inject competition into the eastern United States in an unprecedented manner. The conditions adopted by the Board, while significant, recognize the operational and competitive integrity of the overall proposal and the importance of promoting and preserving privately-negotiated agreements. In particular, the Board's conditions include 5 years of oversight, along with substantial operational monitoring and reporting to ensure that the transaction is successfully implemented; mitigation of potential adverse impacts on the environment and on safety; recognition of employee interests, including a reaffirmation of the negotiation and arbitration process as the proper way to resolve important issues relating to employee rights; and several conditions that address the vital role of smaller railroads and regional concerns about competition. With regard to your specific concerns, while not ordering implementation of the Alternative Route proposal, as a condition of approval, the Board has voted to require CSX to implement several operational improvements and safety measures in the Four City Consortium area of Indiana to mitigate the environmental impacts resulting from the proposed transaction. These include installing constant time warning devices, rerouting several trains off the Pine Junction to Barr Yard rail line segment, and upgrading the track structure and signal systems to allow increased train speeds on the Pine Junction to Barr Yard rail line.

I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is written in dark ink and is positioned above the printed name.

Linda J. Morgan

JERRY AND LYDIA OSBORNE
202 EAST 250 SOUTH
VALPARAISO IN 46383

FILE IN DOCKET

June 5, 1998

Chairman Linda Morgan
Surface Transportation Board
1925 K Street NW
Washington DC 20423

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUN 9 3 39 PM '98
OFFICE OF
CHAIRMAN MORGAN

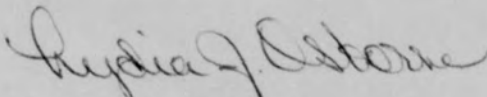
Dear Ms. Morgan:

I am writing to you regarding the rail route proposed for increased train traffic in connection with the acquisition of Conrail and Indiana Harbor Belt Railroads by CSX Corp. and Norfolk Corp.

Although I am not necessarily opposed to the acquisition, I am opposed to the railroads proposed rail route which puts increased train traffic at 27 street crossings. I am requesting that the Surface Transportation Board adopt the Alternative Plan of the four cities which puts the increased train traffic at separated grades rather than street-level crossings.

The Alternate Plan provides the greatest safety and the least inconvenience to our citizens. This choice does not penalize the railroads economically. I believe it is an obvious choice, a moral choice, and a win-win solution for all of us. Thank you.

Sincerely,



Lydia J. Osborne

STB FD-33388 7-16-98 J ID-BUSINESS



Office of the Chairman

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

FILE IN DOCKET

July 16, 1998

Ms. Lydia J. Osborne
President
Hessville Business Association
Box 2490
Hammond, IN 46323

Dear Ms. Osborne:

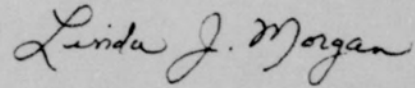
Thank you for your letter regarding the proposal by CSX and Norfolk Southern (NS) to acquire control of Conrail and to divide certain assets of Conrail between the two acquiring railroads. In your letter, you ask that the Alternative Route be considered for your community. The proceeding remains pending before the Surface Transportation Board (Board) as STB Finance Docket No. 33388.

The Board recently conducted an extensive oral argument on the proposed transaction, hearing from more than 70 witnesses over the course of the 2-day argument held on June 3 and 4, 1998. Following oral argument, the Board held an open voting conference on June 8, 1998, at which we voted to approve the proposed transaction, subject to a number of conditions. The Board currently is preparing a final written decision that implements the vote at the voting conference, which is scheduled for issuance on July 23, 1998.

In voting for approval, the Board found that the transaction, as augmented by numerous settlement agreements among the parties and as further conditioned, would inject competition into the eastern United States in an unprecedented manner. The conditions adopted by the Board, while significant, recognize the operational and competitive integrity of the overall proposal and the importance of promoting and preserving privately-negotiated agreements. In particular, the Board's conditions include 5 years of oversight, along with substantial operational monitoring and reporting to ensure that the transaction is successfully implemented; mitigation of potential adverse impacts on the environment and on safety; recognition of employee interests, including a reaffirmation of the negotiation and arbitration process as the proper way to resolve important issues relating to employee rights; and several conditions that address the vital role of smaller railroads and regional concerns about competition. With regard to your specific concerns, while not ordering implementation of the Alternative Route proposal, as a condition of approval, the Board has voted to require CSX to implement several operational improvements and safety measures in the Four City Consortium area of Indiana to mitigate the environmental impacts resulting from the proposed transaction. These include installing constant time warning devices, rerouting several trains off the Pine Junction to Barr Yard rail line segment, and upgrading the track structure and signal systems to allow increased train speeds on the Pine Junction to Barr Yard rail line.

I appreciate your interest in this matter, and will have your letter and my response made a part of the public docket in this proceeding. If I may be of further assistance, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Linda J. Morgan". The signature is fluid and elegant, with the first letters of each word being capitalized and prominent.

Linda J. Morgan

hessville

business association
box 2490, hammond, in 46323

June 5, 1998

FILE IN DOCKET

CHAIRMAN MORGAN

JUN 9 3 39 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Chairman Linda Morgan
Surface Transportation Board
1925 K Street NW
Washington DC 20423

Dear Ms. Morgan:

I am writing to you on behalf of the Hessville Business Association, an organization comprising of 70 business members from the Hessville neighborhood of Hammond, Indiana.

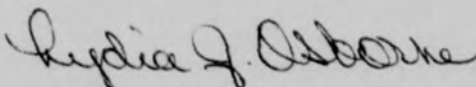
Our concern is regarding the rail route proposed for increased train traffic in connection with the acquisition of Conrail and Indiana Harbor Belt Railroads by CSX Corp. and Norfolk Corp.

Railroad tracks cut diagonally across Hessville dividing the neighborhood in half. Increased train traffic could greatly affect the success of our smaller businesses as well as the safety of our patrons.

Although we are not necessarily opposed to the acquisition, we are opposed to the railroads proposed rail route which puts increased train traffic at 27 street crossings. We are requesting that the Surface Transportation Board adopt the Alternative Plan of the four cities which puts the increased train traffic at separated grades rather than street-level crossings.

The Alternate Plan provides the greatest safety and the least inconvenience to our citizens. This choice does not penalize the railroads economically. I believe it is an obvious choice, a moral choice, and a win-win solution for all of us. Thank you.

Sincerely,



Lydia J. Osborne
HBA President

cc: Mayor Duane Dedelow

STB FD-33388 7-17-98 J ID-CITY



Office of the Chairman

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

FILE IN DOCKET

July 17, 1998

Ms. Janet Biddlecombe
Law Department
City of Berea
11 Berea Commons
Berea, OH 44017

Dear Ms. Biddlecombe:

Thank you for sending me a copy of your letter to Congressman Kucinich providing him with a copy of legislation passed by the City of Berea regarding its agreement with the applicants in the Conrail control proceeding, docketed at the Surface Transportation Board (Board) as STB Finance Docket No. 33388. I appreciate knowing of the progress that has been made in finalizing this agreement.

As you know, Board policy is to encourage privately negotiated agreements as solutions in matters pending before the Board. I congratulate you on your efforts and assure you that the Board will continue to give full consideration to all affected interests in cases that come before it.

I am having your letter made a part of the public docket in the Conrail control 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

FILE IN DOCKET

COPY

June 18, 1998

Honorable Dennis J. Kucinich
14400 Detroit Avenue
Cleveland, Ohio 44107

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUN 22 1 40 PM '98
OFFICE OF
CHAIRMAN MORGAN

Re: City of Berea Ordinance 98-58
Railroad Letter Agreement

Dear Congressman Kucinich:

Enclosed, per Greg Sponseller's request to me, is a certified copy of Berea's recently passed legislation entitled:

AUTHORIZING, RATIFYING AND APPROVING A LETTER AGREEMENT BETWEEN THE CITY OF BEREa AND U. S. CONGRESSMAN DENNIS J. KUCINICH, AND CSX CORPORATION AND NORFOLK SOUTHERN CORPORATION WITH RESPECT TO MITIGATION OF THE IMPACT OF THE ACQUISITION OF CONRAIL BY CSX CORPORATION AND NORFOLK SOUTHERN CORPORATION PENDING BEFORE THE FEDERAL SURFACE TRANSPORTATION BOARD AND DECLARING AN EMERGENCY.

Very truly yours,

CITY OF BEREa

Janet Biddlecombe
Law Department

Enc.

cc: Ms. Linda Morgan, Chairman
Surface Transportation Board

COUNCIL CHAMBER

City of Berea, Ohio

ORDINANCE No. 98-58

By Dan R. Folino Sponsored By Mayor Stanley J. Trupo

AN ORDINANCE

AUTHORIZING, RATIFYING AND APPROVING A LETTER AGREEMENT BETWEEN THE CITY OF BEREА AND U. S. CONGRESSMAN DENNIS J. KUCINICH, AND CSX CORPORATION AND NORFOLK SOUTHERN CORPORATION WITH RESPECT TO MITIGATION OF THE IMPACT OF THE ACQUISITION OF CONRAIL BY CSX CORPORATION AND NORFOLK SOUTHERN CORPORATION PENDING BEFORE THE FEDERAL SURFACE TRANSPORTATION BOARD AND DECLARING AN EMERGENCY.

WHEREAS, Conrail currently owns and operates two of its main rail lines that converge in the City of Berea and, pursuant to the joint application to the Federal Surface Transportation Board by CSX Corporation and Norfolk Southern Corporation to acquire the assets, including existing rail lines of Conrail, and, upon approval by the STB, Norfolk Southern will be acquiring the northerly line and CSX will be acquiring the southerly line, both of which converge in the City of Berea near Front Street; and

WHEREAS, the City has previously expressed its objections to the proposed acquisition and expressed its demands for significant mitigation of the impacts upon the residents and businesses in the City of Berea in its filings before the Surface Transportation Board and its Section on Environmental Analysis; and

WHEREAS, Mayor Stanley J. Trupo and the City administration, with significant cooperation and coordination with United States Representative Dennis J. Kucinich, have been negotiating for many months with the railroads in an effort to reach a framework for mitigation and to secure funding for essential mitigation, including underpasses at both Front Street and Bagley Road; and

WHEREAS, the result of such negotiations is that certain letter agreement between the City of Berea, Congressman Dennis J. Kucinich, CSX Corporation and Norfolk Southern Corporation, attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, it is in the best interests of the residents and businesses of the City of Berea and promotes the substantial health, safety and welfare of the citizens of the City of Berea that said letter agreement be approved, ratified and affirmed.

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of Berea, State of Ohio:

SECTION 1. That the letter agreement between the City of Berea, Congressman Dennis J. Kucinich, CSX Corporation and Norfolk Southern Corporation (Exhibit "A") is hereby authorized, ratified and approved.

SECTION 2. That it is found and determined that all formal actions of this Council concerning and relating to the adoption of this Ordinance were adopted in an open meeting of this Council, and that all deliberations of this Council and of any of its committees that resulted in such formal actions were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

COUNCIL CHAMBER

City of Berea, Ohio

ORDINANCE No. 98-58

By Dan R. Folino

Sponsored By Mayor Stanley J. Trupo

-2-

SECTION 3. That this Ordinance is hereby declared to be an emergency measure necessary for the immediate preservation of the public peace, property, health, safety or welfare, or providing for the usual daily operation of a municipal department, and for the further reason that it is immediately necessary to ratify said agreement in order to forward it to the Surface Transportation Board, thereby making approval of the acquisition of Conrail by the CSX Corporation and Norfolk Southern Corporation conditioned upon the terms of said Letter Agreement prior to the Board's issuance of its July written decision. Therefore, provided this Ordinance receives the affirmative vote of two-thirds of all members elected to Council, it shall take effect and be in force immediately upon its passage and approval by the Mayor; otherwise, from and after the earliest period allowed by law.

PASSED: June 15, 1998

Jeffrey D. King
President of Council

ATTEST: *Kathleen Russell Olmeda*
Clerk of Council

APPROVED: June 15, 1998

Stanley J. Trupo
Mayor

Approved as to Form:

Gregory M. Spivey
Director of Law

CERTIFICATE

I, KATHLEEN RUSSELL OLMEDA, CLERK OF COUNCIL OF THE CITY OF BEREA, OHIO,
DO HEREBY CERTIFY THAT THE FOREGOING IS A TRUE AND ACCURATE
COPY OF ORDINANCE/RESOLUTION NO. 98-58 PASSED ON
THE 15 DAY OF June 1998, BY SAID COUNCIL.
Kathleen Russell Olmeda
CLERK OF COUNCIL
June 16, 1998
DATE

CSX CORPORATION

NORFOLK SOUTHERN CORPORATION

901 E. Cary Street, Richmond, VA 23219
(804) 782-1476

Three Commercial Place, Norfolk, VA 23510
(757) 629-2677

June 1, 1998

The Honorable Stanley J. Trupo
Mayor, City of Berea
11 Berea Commons
Berea, OH 44017

Dear Mayor Trupo:

The City of Berea, the Honorable Dennis Kucinich, CSX and Norfolk Southern have jointly developed this Agreement in Principle. This Agreement addresses issues raised about train operations proposed by CSX and NS through the City under the CSX and NS Operating Plans, for the Conrail transaction pending before the Surface Transportation Board. Underlying this Agreement is the parties' recognition that efficient rail transportation promotes economic development and the parties' desire for sound rail operations that promote the quality of life.

CSX and NS have reviewed various plans and options for the routing and the rerouting of train traffic in the Greater Cleveland area. After analysis of the options by CSX, NS, and others, the parties acknowledge the railroads' belief that the CSX and NS Operating Plans present the superior approach for train movements over Conrail's Lakeshore and Short Line routes, provided that the impacts associated with such movements can be mitigated in accordance with the principles outlined below. Accordingly, the parties adopt the following agreement and the City and Congressman Kucinich hereby state their support for the CSX and NS Application and their Operating Plans.

1. Funding of Capital Projects - CSX and NS agree to participate with the Federal government and the State of Ohio to fully fund construction of a rail-highway underpass at Front Street in Berea at an estimated total project cost of \$28 million. CSX further agrees to participate with the Federal government and State of Ohio to fully fund a rail-highway underpass at Bagley Road in Berea at an estimated total project cost of \$17 million. The Front Street and Bagley Road grade separations are referred to herein as the "Projects." These Projects will be consistent with, and complementary to, the CSX-NS Operating Plans as filed, and amended, with the Surface Transportation Board. In no case shall the combined CSX-NS obligations for these Projects be more than \$16 million. In no event is either CSX or NS responsible for any costs associated with studying or mitigating any environmental impacts from these Projects. However, by so agreeing, the signatories shall not be deemed to have waived rights as they may have with respect to

June 1, 1998

Page Two

mitigation ordered by the Surface Transportation Board irrespective of the agreed to Projects.

2. Hazardous Materials Safety - CSX and NS agree to develop hazardous materials safety programs in concert with the appropriate public agencies. These programs will include, but are not limited to, joint training and notification and response procedures designed to minimize risks which may result from the transportation of hazardous materials.

3. Noise Mitigation - Consistent with definitions and criteria used by the Surface Transportation Board in its environmental process, CSX and NS agree to work cooperatively with the City to mitigate, at no cost to the City, increased noise levels from increased train traffic which may occur in certain areas. CSX and NS have retained independent consultants to conduct studies to determine the extent to which increased train traffic will impact the communities. CSX and NS will apply the results of such studies to determine the location and type of noise mitigation measures warranted, if any, and will consult with the City over the scope of the study area, final design and maintenance of any noise mitigation should such mitigation measures be warranted.

4. The City has raised a concern with respect to the condition of the Rocky River railroad bridges. CSX and NS commit to inspect their respective bridges as to their structural integrity and discuss with the City appropriate measures that may be warranted, consistent with applicable laws, regulations, and contractual obligations governing the structures.

5. The Front Street grade separation project may involve the purchase of property. To the extent that either railroad takes title to such property, and subject to the railroads' requirement for such property, CSX and NS agree to discuss with the City the potential donation of unused, residual property to the City.

6. CSX, NS and the City further agree to develop a work plan for items 1-5 no later than 90 days from the Closing Date. CSX, NS and the City agree to establish an Official Advisory Committee which shall consist of a representative from CSX, NS, the office of the Hon. Stanley Trupo and the office of the Hon. Dennis Kucinich to oversee development of the work plan; implementation of items 1-5 above; and to review issues which may, from time to time, arise among the parties.

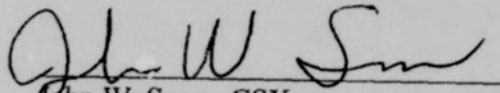
In exchange for these commitments, the City and Congressman Kucinich will indicate their support for the transaction before the Surface Transportation Board and other state and federal agencies. CSX, NS, the City and Congressman Kucinich will make a joint filing of these arrangements with the STB. Of course, these commitments are conditioned upon CSX and NS being able to secure the STB's approval of the Conrail transaction and to implement the CSX/NS Operating Plan, as proposed by CSX and NS, that will move CSX trains over the Short Line and to the Collinwood terminal, and NS trains over Conrail's Lakeshore Line and the Cloggsville Route. This agreement

June 1, 1998
Page Three

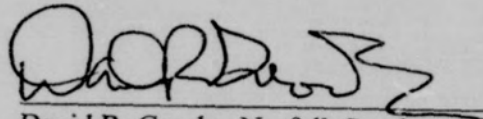
supercedes any prior filings or requests for conditions made by the City of Berea or Congressman Kucinich with the STB relating to environmental effects of the transaction on Berea.

If this Agreement is acceptable, kindly indicate your agreement on or before 5:00 p.m. Tuesday, June 2, 1998, in the space provided below.

Sincerely,

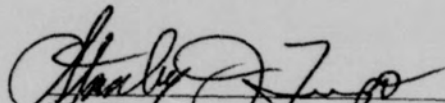
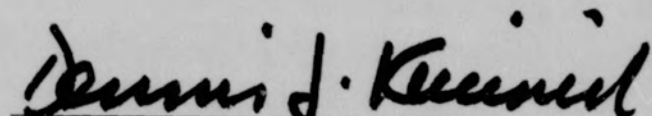


John W. Snow, CSX
Chairman, President and Chief Executive
Officer



David R. Goode, Norfolk Southern
Chairman, President and Chief Executive
Officer

Accepted and Agreed to:


The Honorable Stanley J. Trupo
Mayor, City of Berea
The Honorable Dennis Kucinich
United States House of Representatives

STB

FD-33388

7-17-98

J

ID-PUBLIC



Office of the Chairman

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

FILE IN DOCKET

July 17, 1998

Rev. Philip G. Racco
Pastor
Holy Rosary Roman Catholic Church
12021 Mayfield Road
Cleveland, OH 44106

Dear Rev. Racco:

Thank you for your letter regarding to the proposed acquisition of Conrail by Norfolk Southern (NS) and CSX, and your concerns about the potential adverse effect on public safety resulting from the proposed transaction.

As you may know, as part of the Surface Transportation Board's (Board) review of the proposal by CSX and NS to acquire Conrail, the Board's Section of Environmental Analysis (SEA) conducted an environmental review of the potential environmental impacts associated with the proposed Conrail acquisition. SEA was fully aware that these issues were of major concern to the residents and businesses of Cleveland and northeast Ohio. SEA attended several public meetings in the area in order to hear those concerns first hand and discussed the issues with numerous local officials. SEA also formed special Ohio and Cleveland study teams to focus its review and analysis of the unique environmental impacts and concerns in this area, including the advantages and disadvantages of various routing alternatives through the Cleveland area.

After conducting an independent environmental analysis, reviewing all environmental information available to date, consulting with appropriate agencies, and fully considering all public comments, SEA issued a Final Environmental Impact Statement (EIS) on May 22, 1998, for consideration by the Board, which included a discussion of various routing alternatives and recommended mitigation to address environmental impacts. In its final decision, the Board would have taken into consideration the entire environmental record, including all public comments and the Final EIS. However, on June 4, 1998, at the second day of the Board's oral argument in the Conrail acquisition proceeding, Mayor of Cleveland Michael White and Mr. John Snow, Chairman, President and Chief Executive Officer of CSX, announced that they had reached agreement regarding mitigation of adverse effects that are specific to the City of Cleveland from the Conrail acquisition. At its June 8 open voting conference on the Conrail acquisition proposal, the Board approved the application with certain conditions. In accordance with the request of the parties, the Board will incorporate the agreement between Mayor White and Mr. Snow into its final written decision to be issued on July 23, 1998.

I will have your letter and my response made a part of the public record for this proceeding. I appreciate your interest in this matter.

Sincerely,

Linda J. Morgan
Linda J. Morgan



Holy Rosary: *A Tradition To Be Shared*

12021 Mayfield Road • Cleveland, Ohio 44106 • 216/421-2995

FILE IN DOCKET

March 16, 1998

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

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAR 30 5 53 PM '98
OFFICE OF
CHAIRMAN MORGAN

Ref: Proposed CSX/Norfolk Southern acquisition of Conrail

Dear Ms. Morgan:

I am writing on behalf of two institutions:

1. Abington Arms, of which I am President of the Board of Trustees; and
2. The Community and Parish of Holy Rosary Catholic Church located in Little Italy, adjacent to the University Circle area.

Having lived in the University Circle/Little Italy area for the last nine years, I am aware of its unique personality. This includes the many people – elderly, young, hospitalized, students and families – who will be affected by the proposed merger and increased traffic of the railways.

I have reviewed the major issues and am alarmed at the increase of trains that will cut through this area. I am equally worried about the possibility of accidents with hazardous materials and a lack of evacuation plans, which were not allotted for in the original proposal. I encourage you to take Mayor White's concerns and alternate proposals very seriously.

As a very concerned resident, President of the Board of Trustees of Abington Arms and Pastor of Holy Rosary Roman Catholic Church, I am

Sincerely,

Rev. Philip G. Racco
Pastor

PGR:jn

cc: Mayor Michael R. White

Elizabeth Daunton
2181 Ambleside Drive Apt. 712
Cleveland, Ohio 44106

5.4.98

The Honorable Linda J. Morgan
Chair, the Surface Transportation
Board.
1425 K Street N.W.

Washington D.C. 20423-0001

Dear Ms Morgan,

I am a resident of Jackson

Rehoboth Community, which is located near
a couple of hundred yards of Conrail train
tracks in University Circle, Cleveland, Ohio

On returning from a hospital
stay I was surprised and disturbed by a
new development, the rattling of trains accompanied
by the strident blasts of whistles as
the trains passed through the area.

I was even more disturbed
to read in the campus news of
Case Western Reserve University

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BOARD
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OFFICE OF
CHAIRMAN MORGAN

2

of the merger of Conrad with the Norfolk
Southern and CSX railroads and the plan
to increase the number of trains along this
track from 20-82 a day.

In his consideration of this proposal
President Pitte (C.W.R.U.) holds that "these
tracks run directly through the Campus"
which includes the University Hospitals
Complex, student class-rooms and dormitories,
other residential homes for the elderly and a
nursing home, even nearer to the tracks.
Dr. Pitte states that "emissions from
train engines would be quadrupled in an
area in which air currents do not
rapidly disperse. Particulates and
other emissions might be expected to
concentrate in the University Circle area,
a situation that has implications
for public health."

Elizabeth Dauntton
 2181 Ambleside Drive Apt. 712
 Cleveland, Ohio 44106

I support his request to your board
 for a thorough discussion in the
 Community of the railroad's proposals
 including a review of the environmental
 consequences, particularly the various kinds
 of pollution referred to above.

I hope further that one of the Mayor
 of Cleveland's (Michael White) proposals
 to reroute buses through industrial
 corridors will be accepted by the
 S.T.B.

Thank you for kind consideration
 Sincerely

Elizabeth Dauntton M.A.
 Associate Professor of Medicine Emerita
 C.W.R.U. School of Medicine



Office of the Chairman

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

FILE IN DOCKET

July 17, 1998

Ms. Elizabeth Daunton
2181 Ambleside Drive
Apt. 712
Cleveland, OH 44106

Dear Ms. Daunton:

Thank you for your letter regarding to the proposed acquisition of Conrail by Norfolk Southern (NS) and CSX, and your concerns about the potential adverse effect on public safety resulting from the proposed transaction.

As you may know, as part of the Surface Transportation Board's (Board) review of the proposal by CSX and NS to acquire Conrail, the Board's Section of Environmental Analysis (SEA) conducted an environmental review of the potential environmental impacts associated with the proposed Conrail acquisition. SEA was fully aware that these issues were of major concern to the residents and businesses of Cleveland and northeast Ohio. SEA attended several public meetings in the area in order to hear those concerns first hand and discussed the issues with numerous local officials. SEA also formed special Ohio and Cleveland study teams to focus its review and analysis of the unique environmental impacts and concerns in this area, including the advantages and disadvantages of various routing alternatives through the Cleveland area.

After conducting an independent environmental analysis, reviewing all environmental information available to date, consulting with appropriate agencies, and fully considering all public comments, SEA issued a Final Environmental Impact Statement (EIS) on May 22, 1998, for consideration by the Board, which included a discussion of various routing alternatives and recommended mitigation to address environmental impacts. In its final decision, the Board would have taken into consideration the entire environmental record, including all public comments and the Final EIS. However, on June 4, 1998, at the second day of the Board's oral argument in the Conrail acquisition proceeding, Mayor of Cleveland Michael White and Mr. John Snow, Chairman, President and Chief Executive Officer of CSX, announced that they had reached agreement regarding mitigation of adverse effects that are specific to the City of Cleveland from the Conrail acquisition. At its June 8 open voting conference on the Conrail acquisition proposal, the Board approved the application with certain conditions. In accordance with the request of the parties, the Board will incorporate the agreement between Mayor White and Mr. Snow into its final written decision to be issued on July 23, 1998.

I will have your letter and my response made a part of the public record for this proceeding. I appreciate your interest in this matter.

Sincerely,

Linda J. Morgan

Linda J. Morgan