

STB FD 33388 5-22-98 K 29206V6D 3/10



SURFACE TRANSPORTATION BOARD
Washington, DC 20423

Section of Environmental Analysis

December 19, 1997

Re: Finance Docket No. 33388 -- CSX and Norfolk Southern -- Control and Acquisition --
Draft Environmental Impact Statement (Draft EIS)

Dear Reference Librarian:

The attached Draft Environmental Impact Statement (Draft EIS), prepared by the Surface Transportation Board's Section of Environmental Analysis (SEA), addresses the potential environmental effects of the proposed Acquisition of Conrail Inc. by Norfolk Southern Railroad and CSX Railroad. SEA is asking your library to place this document in a reference or other appropriate section to allow for public access and review. Please keep this material available until September 1, 1998.

This Draft EIS addresses potential environmental effects that include safety, transportation, air quality, noise, historic and cultural resources, energy, water resources, biological resources, hazardous materials transport, land use, Native American issues, and environmental justice. This Draft EIS also includes SEA's preliminary recommendations for mitigating the possible environmental effects of the Proposed Conrail Acquisition. SEA is encouraging public comment, which it will consider in preparing a Final EIS. Instructions for submitting comments on the proposed Acquisition are contained in this document's Executive Summary.

Thank you for your assistance in this matter. Should you have any questions or comments, please call SEA's toll-free Environmental Hotline at 1-888-869-1997.

Sincerely yours,

Elaine K. Kaiser
Environmental Project Director
Section of Environmental Analysis

Enclosures: Draft EIS
Spanish Translation of Draft EIS Executive Summary

[THIS PAGE INTENTIONALLY LEFT BLANK]

Letters to Native American Tribes and Bureau of Indian Affairs

Following are letters SEA sent to two Native American tribes potentially affected by the proposed Conrail Acquisition. The letters describe potential impacts to tribal land as a result of the proposed Acquisition. SEA also issued general fact sheets containing information regarding the proposed Acquisition. Additionally, SEA sent a letter to the Bureau of Indian Affairs in reference to the two Native American tribes potentially affected by the proposed Acquisition.

[THIS PAGE INTENTIONALLY LEFT BLANK]



SURFACE TRANSPORTATION BOARD
Washington, DC 20423

Section of Environmental Analysis

November 26, 1997

Mr. Franklin Keel
Area Director
U.S. Department of the Interior
Bureau of Indian Affairs
3701 N. Fairfax Drive, Mail Stop 260-VASQ
Arlington, Virginia 22203

Re: Finance Docket No. 33388 - CSX and Norfolk Southern - Control and Acquisition -- Native American issues related to the Proposed Acquisition of Conrail

Dear Mr. Keel,

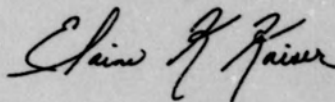
As you know, on June 23, 1997, CSX Corporation (CSX) and Norfolk Southern Corporation (NS) jointly applied to the Surface Transportation Board (Board) for authority to acquire Conrail Inc. To evaluate and consider the potential environmental impacts that could result from the Proposed Acquisition, the Board's Section of Environmental Analysis (SEA) is preparing an Environmental Impact Statement (EIS).

As part of this environmental review, SEA has identified two potentially affected rail segments that travel through Federally designated Native American Reservations. One Norfolk Southern rail line travels through the Cattaraugus Indian Reservation in New York, and one CSX rail line travels through the Poarch Creek Indian Reservation in Alabama.

If the Proposed Acquisition is approved, CSX's Montgomery to Flomaton rail line through Alabama, and NS's Ashtabula, OH to Buffalo, NY rail line through New York, could potentially experience increases in hazardous material transport. If the increase was determined to be significant, and both or either of these lines were classified as a "Major Key Route" for hazardous material transport (i.e. an increase to more than 10,000 hazardous materials rail cars per year), SEA would make preliminary mitigation recommendations including: 1) restricting train speed to 50mph; 2) upgrading the railroad tracks; and 3) establishing a Hazardous Materials Response Plan for the surrounding area which includes coordination with local emergency response providers.

As part of a public outreach effort, SEA is issuing informational materials to each of the potentially affected tribes to notify them of the Proposed Acquisition and invite their participation and comment. Should you have any questions or further comments, please contact Vicki Rutson at (202) 565-1545.

Sincerely yours,

A handwritten signature in cursive script, reading "Elaine K. Kaiser".

Elaine K. Kaiser
Chief
Section of Environmental Analysis

cc: Michael Schindler, Seneca Nation of Indians
Eddie L. Tullis, Poarch Band of Creek Indians



SURFACE TRANSPORTATION BOARD
Washington, DC 20423

Section of Environmental Analysis

November 26, 1997

Mr. Eddie L. Tullis
Chairman
Poarch Band of Creek Indians
5811 Jack Springs Road
Atmore, Alabama 36502

Re: Finance Docket No. 33388 - CSX and Norfolk Southern - Control and Acquisition -- Poarch Band of Creek Indians' Reservation as related to Proposed Acquisition of Conrail

Dear Mr. Tullis,

On June 23, 1997, the railroad companies CSX Corporation (CSX) and Norfolk Southern Corporation (NS) jointly applied to the Surface Transportation Board (Board) for authority to acquire a third railroad company, Conrail Inc. The Board's Section of Environmental Analysis (SEA) is currently conducting a study to assess any potential environmental effects that could result from the Proposed Acquisition. As part of an extensive outreach effort to local communities, SEA would like to inform you of potential changes the acquisition could have on rail operations in your area, and provide you with general information regarding the railroad companies' proposal.

As part of the environmental review, SEA is publishing an Environmental Impact Statement (EIS) that analyzes the Proposed Acquisition's potential effects on safety, transportation, air quality, noise, cultural/historic resources, energy use, water resources, biological resources, hazardous materials transport, land use, socioeconomic effects, Native American issues and environmental justice. A Draft EIS is scheduled to be released in December 1997 and SEA will send a copy to your attention. The DEIS will be available for a 45-day public review and comment period and SEA encourages your participation in the environmental review process. A Final EIS will address all public comments and is scheduled to be distributed in May, 1998.

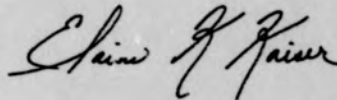
SEA's preliminary analysis indicates that a CSX rail segment that runs from Montgomery, AL to Flomaton, AL, passing through the Poarch Creek Reservation, could experience increased train traffic. As a result of increased trains, the Montgomery to Flomaton rail line could experience an increase in hazardous material transport. If the

512

Proposed Acquisition is approved, and there is a significant hazardous materials increase, SEA would recommend that CSX and NS comply with the Association of American Railroads (AAR) strict, industry-wide safety standards for hazardous materials transport, including installation of special defect detectors on railroad tracks, regular track inspections, and employee training. SEA would also recommend that CSX and NS adopt additional AAR safety guidelines including a maximum train speed of 50 mph and direct toll-free telephone access between railroad dispatch centers and emergency response facilities in surrounding communities.

The Board will consider the entire environmental record, including public comments, the Draft EIS and the Final EIS in making its final decision on the Proposed Acquisition. Enclosed for your reference is a fact sheet outlining the major details of the Proposed Acquisition. Additional information is also available at SEA's "Conrail Acquisition Web Page" at www.conrailmerger.com. Should you have any further questions, please call our Environmental Hotline at 1-888-869-1997 (TDD for the hearing impaired 202-565-1695).

Sincerely yours,



Elaine K. Kaiser
Chief
Section of Environmental Analysis

Enclosure

cc: Franklin Keel, Bureau of Indian Affairs, U.S. Department of the Interior



SURFACE TRANSPORTATION BOARD
Washington, DC 20423

Section of Environmental Analysis

November 26, 1997

Mr. Michael Schindler
President
Seneca Nation of Indians
1490 Route 438
Irving, New York 14081

Re: Finance Docket No. 33388 - CSX and Norfolk Southern - Control and Acquisition -- Cattaraugus Indian Reservation as related to Proposed Acquisition of Conrail

Dear Mr. Schindler,

On June 23, 1997, the railroad companies CSX Corporation (CSX) and Norfolk Southern Corporation (NS) jointly applied to the Surface Transportation Board (Board) for authority to acquire a third railroad company, Conrail Inc. The Board's Section of Environmental Analysis (SEA) is currently conducting a study to assess any potential environmental effects that could result from the Proposed Acquisition. As part of an extensive outreach effort to local communities, SEA would like to inform you of potential changes the acquisition could have on rail operations in your area, and provide you with general information regarding the railroad companies' proposal.

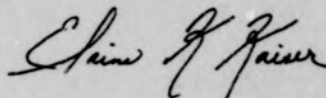
As part of the environmental review, SEA is publishing an Environmental Impact Statement (EIS) that analyzes the Proposed Acquisition's potential effects on safety, transportation, air quality, noise, cultural/historic resources, energy use, water resources, biological resources, hazardous materials transport, land use, socioeconomic effects, Native American issues and environmental justice. A Draft EIS (DEIS) is scheduled to be released in December 1997 and SEA will send a copy to your attention. The DEIS will be available for a 45-day public review and comment period and SEA encourages your participation in the environmental review process. A Final EIS will address all public comments and is scheduled to be distributed in May, 1998.

SEA's preliminary analysis indicates that the NS rail segment that runs from Ashtabula, OH to Buffalo, NY, and passes through the Cattaraugus Reservation, could experience increased train traffic. As a result of increased trains, the Ashtabula to Buffalo rail line could experience an increase in hazardous material transport. If the

Proposed Acquisition is approved and there is a significant hazardous materials increase, SEA would recommend that CSX and NS comply with the Association of American Railroads (AAR) strict, industry-wide safety standards for hazardous materials transport, including installation of special defect detectors on railroad tracks, regular track inspections, and employee training. SEA would also recommend that CSX and NS adopt additional AAR safety guidelines including a maximum train speed of 50 mph and direct toll-free telephone access between railroad dispatch centers and emergency response facilities in surrounding communities.

The Board will consider the entire environmental record, including public comment, the Draft EIS and the Final EIS in making its final decision on the Proposed Acquisition. Enclosed for your reference is a fact sheet outlining the major details of the Proposed Acquisition. Additional information is also available at SEA's "Conrail Acquisition Web Page" at www.conrailmerger.com. Should you have any further questions, please call our Environmental Hotline at 1-888-869-1097 (TDD for the hearing impaired 202-565-1695).

Sincerely yours,



Elaine K. Kaiser
Chief
Section of Environmental Analysis

Enclosure

cc: Franklin Keel, Bureau of Indian Affairs, U.S. Department of the Interior

Acknowledgment Receipt Letter

Following is a copy of the acknowledgment letter SEA issued to all parties that submitted comments during the public comment period.

[THIS PAGE INTENTIONALLY LEFT BLANK]



SURFACE TRANSPORTATION BOARD
Washington, DC 20423

Section of Environmental Analysis

January 27, 1998

Dear Interested Party:

Thank you for your recent comments concerning the Proposed Conrail Acquisition. After considering all the public comments, the Surface Transportation Board's (Board) Section of Environmental Analysis (SEA) will prepare a Final Environmental Impact Statement (EIS). The Final EIS will include additional analysis of the potential environmental impacts associated with the Proposed Conrail Acquisition, and SEA's final environmental mitigation recommendations to the Board to address potential environmental impacts. SEA plans to issue the Final EIS in late May 1998. In making its final decision, the Board will consider the entire environmental record, including all public comments, the Draft EIS, and the Final EIS. The Board plans to issue its final written decision on July 23, 1998.

We appreciate your concerns and are carefully considering them. If you have any additional questions regarding environmental issues or the environmental review process for the Proposed Conrail Acquisition, please call SEA's toll-free Environmental Hotline at 1-888-869-1997, or visit our website at <http://www.conrailmerger.com>. Thank you again for your comments.

Sincerely yours,

Elaine K. Kaiser
Environmental Project Director
Section of Environmental Analysis

[THIS PAGE INTENTIONALLY LEFT BLANK]

**Informational Letter Regarding Potential Effects
of the Proposed Conrail Acquisition on Historic Properties in Ohio**

In response to the Ohio State Historic Preservation Office's interest, SEA issued to interested parties a letter accompanied by informational materials regarding the proposed Conrail Acquisition's potential effects on historic properties in Ohio. Following is a copy of the letter SEA issued to notify interested parties of the proposed Acquisition's potential effects and of the public comment period.

[THIS PAGE INTENTIONALLY LEFT BLANK]



SURFACE TRANSPORTATION BOARD
Washington, DC 20423

Section of Environmental Analysis

September 15, 1997

Name
Title
Street Address
City, State, Zip

Re: Finance Docket No. 33388 – CSX and Norfolk Southern – Control and Acquisition of
Conrail: Section 106 of the National Historic Preservation Act Process in Ohio

Dear :

The purpose of this letter is twofold: 1) to initiate public involvement in Ohio for the Section 106 Process of the National Historic Preservation Act; and 2) to provide you with the opportunity to comment about potential effects on historic properties that may occur in Ohio as a result of the proposed acquisition of Conrail by CSX Corporation (CSX) and Norfolk Southern Corporation (NS). On June 23, 1997, CSX and NS filed a consolidation application (pursuant to 49 U.S.C. Section 11323-25) with the Surface Transportation Board (Board), which has authority to review railroad acquisitions.

Pending a final decision on the proposed transaction, CSX and NS plan to acquire and operate various former Conrail lines as part of their own railroad systems. Operating changes may include construction and abandonment of new rail line segments or rail facilities. CSX and NS have stated that the proposed changes will increase overall efficiency, fuel conservation, and reduce operating costs for the newly-acquired system.

The National Environmental Policy Act, the National Historic Preservation Act, the Board's environmental regulations, and other related environmental laws require the Board to consider the effects of the proposed Conrail acquisition on historic properties. The Board's Section of Environmental Analysis (SEA) conducts the environmental analysis on behalf of the Board and makes final environmental recommendations to the Board to consider in making its decision.

Enclosed with this letter is the following information:

1. A description and a map of the project(s) that CSX and NS plan to undertake in or near your community;
2. A summary of known historic properties in the project area;
3. An assessment prepared by SEA's independent third-party consultants that describes the potential effects of the proposed acquisition on the known historic properties in the project area. The SEA consultants that prepared the assessment are from Ohio and have specialized knowledge in the fields of history, railroads, archaeology, and architecture; and
4. A fact sheet that describes the overall proposed acquisition.

The Board is soliciting written comments regarding the proposed acquisition's potential effects on known historic properties. The director of the Ohio Historic Preservation Office (OHPO) and the designated Ohio State Historic Preservation Officer, Amos J. Loveday, is appointed by the governor to implement the state's historic preservation programs. Mr. Loveday and his office are cooperating with the SEA to facilitate the review of the potential effects of the proposed acquisition on historic properties. The OHPO will forward to SEA any comments they receive on the proposed acquisition. Please send your written comments to:

Mr. David Snyder
Review and Compliance Department
Ohio Historic Preservation Office
567 East Hudson Street
Columbus, Ohio 43211-1030

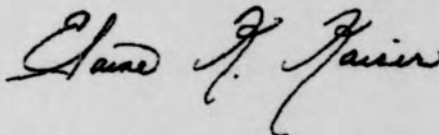
The Section 106 process of the National Historic Preservation Act addresses only historic preservation issues. Comments transmitted to Mr. Snyder should address only historic preservation. For any comments on other environmental aspects of the proposed Conrail acquisition, please submit an original with ten (10) copies of your written comments to:

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

Attention: Elaine K. Kaiser
Chief
Environmental Filing

Thank you for taking the time to assist the Board with its environmental review. If you have any additional questions regarding environmental issues or the environmental review process for the proposed acquisition, please call SEA's toll-free Environmental Hotline at (888) 869-1997. Additional information is available on the Internet at SEA's Conrail Acquisition Web Page at www.conrailmerger.com. Thank you again for your assistance.

Sincerely yours,



Elaine K. Kaiser
Chief
Section of Environmental Analysis

Enclosures

**A Newspaper Notice for Additional Environmental Justice Communities
and the Federal Register Notice for Additional Environmental Analysis**

SEA identified potential impacts in additional communities after publishing the Draft EIS. SEA issued a notice to local newspapers in these communities that described newly identified impacts and solicited comments from the communities within a 45-day comment period. Following is a copy of the notice, as well as a copy of the February 27, 1998, Federal Register Notice for Additional Environmental Analysis.

[THIS PAGE INTENTIONALLY LEFT BLANK]

Surface Transportation Board

Section of Environmental Analysis

Release of Draft Environmental Impact Statement and Additional Information

Proposed Conrail Acquisition

The Surface Transportation Board's (Board) Section of Environmental Analysis (SEA) released its Draft Environmental Impact Statement (EIS) for the Proposed Conrail Acquisition on December 12, 1997. The Draft EIS includes SEA's independent analysis of potential environmental impacts and SEA's preliminary recommendations for mitigating possible environmental effects of the Proposed Acquisition of Conrail by Norfolk Southern (NS) and CSX. Comments on the Draft EIS were due on February 2, 1998.

Based on continuing analysis, SEA has identified some potential hazardous materials transportation safety, noise, highway/rail at-grade crossing safety and delay, and/or environmental justice impacts that could affect your county. This information was not included in the Draft EIS and is based in part on updated data that was not received until after the Draft EIS was issued. SEA has distributed this new information to your county for public review.

To ensure that the county has the opportunity to comment on the new information, SEA is providing an additional 45-day comment period limited to the new analysis. The public comment period is March 2, 1998, through April 15, 1998. SEA will consider all timely comments received in response to the new information in preparing its Final EIS, which is scheduled to be issued in late May, 1998. The Board will consider the entire environmental record, including all timely public comments, the Draft EIS, and the Final EIS in making its final decision on the Proposed Conrail Acquisition. The Board will hold an open voting conference on June 8, 1998, and will issue its final written decision on July 23, 1998.

All interested parties who wish to receive a copy of the Draft EIS or the new information can call SEA's toll-free Environmental Hotline at 1-(888)-869-1997. For more information, contact Michael Dalton, SEA Program Manager for the Proposed Conrail Acquisition at (202) 565-1530 [TDD for the hearing impaired: (202) 565-1695]. Information about the Proposed Acquisition and Draft EIS can also be found at the following web site: <http://www.conrailmerger.com>.

Citizens who wish to file a comment may submit one original. However, government agencies and businesses are required to submit an original and 10 copies to:

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

In the lower left hand corner, indicate:
Attn: Elaine K. Kaiser
Environmental Project Director
Environmental Filing

[THIS PAGE INTENTIONALLY LEFT BLANK]

820 will be evaluated and an EIS will be prepared. The EIS process was selected because the proposed project lies primarily within a densely developed urban area. This area has the potential for greater social, economic, and environmental impacts than any other section. Alternate routes for development along with public consensus for the preferred alignment alternative will be addressed in the EIS. This highway portion connects the Forth Worth CBD with the Cities of River Oaks, Samson Park, and Lake Worth in northwestern Tarrant County. It will provide residents and businesses of these cities with improved travel within the corridor. An Environmental Assessment will be prepared for the second project from I.H. 820 to F.M. 1886.

The proposed facility will be a six to eight lane divided freeway with auxiliary lanes where needed. The project will include frontage road construction and there will be full control of access along the length of the facility. Right of way will vary between 73 and 137 meters (240 and 450 feet). All existing at-grade crossings will be eliminated and grade separations or interchanges will be constructed at major thoroughfares.

S.H. 199 is currently a basic 4 lane urban expressway with limited access control and is the principal transportation facility in northwest Tarrant County. No other parallel freeways or principal artery exists within the S.H. 199 corridor. Committed congestion reduction strategies for the S.H. 199 corridor consist of the regional Transportation Demand Management Program that includes Employee Trip Reduction programs and area-wide ridesharing. All reasonable existing and future alternate modes of transportation available to the corridor will not sufficiently lower the projected 2016 traffic volume to the desired level of service. The proposed expansion will safely and efficiently provide for the mobility needs of the area. A project concept conference with local officials was held April 7, 1987. In 1987, two public meetings were held to discuss alternate routes for the proposed project. A third public meeting was held in 1988.

To ensure that the full range of issues related to this proposed action are addressed and all significant issues identified, comments and suggestions are invited from all interested parties. Comments or questions concerning the proposed action and the EIS should be directed to the FHWA at the address provided.

(Catalog of Federal Domestic Assistance Program Number 20.205, Highway Research, Planning and Construction. The regulations implementing Executive Order 12372 regarding intergovernmental consultation on Federal programs and activities apply to this program.)

David L. Gibbs,

Acting Division Administrator, Austin, Texas.

[FR Doc. 98-4934 Filed 2-27-98; 8:45 am]

BILLING CODE 4910-22-M

DEPARTMENT OF TRANSPORTATION

Federal Railroad Administration

Petition for Waivers of Compliance

In accordance with 49 CFR 211.9 and 211.41, notice is hereby given that the Federal Railroad Administration (FRA) has received a request for a waiver of compliance with certain requirements of the Federal safety laws and regulations. The petition is described below, including the regulatory provisions involved, the nature of the relief being requested and the petitioner's arguments in favor of relief.

Long Island Rail Road

[FRA Docket Number LI-95-1]

The Long Island Rail Road (LIRR) seeks to extend a previously granted temporary waiver of compliance with certain provisions of the Locomotive Safety Standards (49 CFR 229). LIRR is seeking relief from the requirements of § 229.135 that all trains operating over 30 mph shall be equipped with an event recorder by May 5, 1995. LIRR requests the compliance date be extended to December 31, 1999. The railroad states they have experienced numerous problems with test units designed for their MU locomotive fleet and this has caused significant delays in installations of the event recorders.

Metro-North Railroad

[FRA Docket Number LI-94-10]

The Metro-North Railroad (MNCW) seeks to extend a previously granted temporary waiver of compliance with certain provisions of the Locomotive Safety Standards (49 CFR 229). MNCW is seeking relief from the requirements of § 229.135 that all trains operating over 30 mph shall be equipped with an event recorder by May 5, 1995. MNCW requests the compliance date be extended to December 31, 1999. The railroad states they have experienced numerous problems with test units designed for their MU locomotive fleet and this has caused significant delays in installations of the event recorders.

Interested parties are invited to participate in these proceedings by

submitting written reviews, data, or comments. FRA does not anticipate scheduling a public hearing in connection with these proceedings since the facts do not appear to warrant a hearing. If any interested party desires an opportunity for oral comment, they should notify FRA, in writing, before the end of the comment period and specify the basis for their request.

All communications concerning these proceedings should identify the appropriate docket number (e.g., Waiver Petition Docket Number LI-95-1 and LI-94-10), and must be submitted in triplicate to the Docket Clerk, Chief Counsel, Federal Railroad Administration, Nassif Building, 400 Seventh Street, S.W., Washington, D.C. 20590. Communications received within 45 days from the publication of this notice will be considered by FRA before final action is taken. Comments received after that date will be considered as far as practicable. All written communications concerning these proceedings are available for examination during regular business hours (9 a.m.-5 p.m.) at FRA's temporary relocation at 1120 Vermont Ave N.W., room 7051, Washington, D.C. 20005.

Issued in Washington, D.C. on February 24, 1998.

Grady C. Cothen,

Deputy Associate Administrator for Safety Standards and Program Development

[FR Doc. 98-5320 Filed 2-27-98; 8:45 am]

BILLING CODE 4910-06-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 33388]

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

AGENCY: Surface Transportation Board
ACTION: Notice of availability of additional environmental information on the Proposed Conrail Acquisition and Opportunity for public review and comment by those who could be affected by that information.

SUMMARY: On December 12, 1997, the Surface Transportation Board's (Board) Section of Environmental Analysis (SEA) issued a Draft Environmental Impact Statement (Draft EIS) for the Proposed Acquisition of Conrail by Norfolk Southern (NS) and CSX.

Comments on the Draft EIS were due February 2, 1998. In its continuing process of evaluation, SEA has identified some additional potential hazardous materials transportation safety, noise, and highway/rail at-grade crossing safety and delay impacts of the Proposed Acquisition. This information was not included in the Draft EIS and is based in part on updated data that was not received until after the Draft EIS was issued. Specifically, (1) on November 24, 1997, CSX advised SEA that it would revise its calculation of the

transportation of hazardous materials due to an error in methodology; (2) on December 23, 1997 and February 20, 1998, CSX provided SEA with the revised hazardous materials transportation safety data; and (3) SEA identified sensitive receptors within noise contours using aerial photographs and more precise analytical tools, such as geographic information systems (GIS), that were not available prior to SEA completing the Draft EIS.

SEA's additional analysis has identified four rail line segments with

potential hazardous materials transportation safety impacts that SEA did not identify as such in the Draft EIS. In addition, SEA has identified eight rail line segments that now may warrant noise mitigation. Although SEA had identified these segments in the Draft EIS as being potentially affected by noise, SEA did not recommend noise mitigation for them in the Draft EIS. The affected rail line segments and their locations that fall into these two categories include:

Segment description	Affected counties/cities
New Hazardous Material Transport Safety Segments:	
NJ Cabin, KY to Columbus, OH	KY: Greenup County; OH: Franklin, Pickaway, Pike, Ross, and Scioto Counties; Cities of Columbus, Circleville, Chillicothe, and Portsmouth.
CP Newtown Jct., PA to CP Wood, PA	Bucks, Montgomery, and Philadelphia Counties; City of Philadelphia.
CP Wood, PA to Trenton, NJ	PA: Bucks County; NJ: Mercer County; City of Ewing.
Deshler, OH to Toledo, OH	Henry and Wood Counties.
Segments That May Warrant Noise Mitigation:	
Warsaw, IN to Tolleston, IN	Kosciusko, La Porte, Lake, Marshall, Porter, and Starke Counties; Cities of Gary, Hobart, Lake Station, Plymouth, Portage, Valparaiso, and Warsaw.
Sinns, PA to Brownsville, PA	Allegheny, Fayette, and Westmoreland Counties; Cities of Clairton, McKeesport, and Monessen.
Riverton Jct., VA to Roanoke, VA	Augusta, Botetourt, Clarke, Page, Roanoke, Rockbridge, Rockingham, and Warren Counties; Cities of Buena Vista, Roanoke, and Waynesboro.
Coming, NY to Geneva, NY	Chemung, Ontario, Schuyler, Steuben, and Yates Counties; Cities of Coming and Geneva.
Alexandria, IN to Muncie, IN	Delaware and Madison Counties; Cities of Alexandria and Muncie.
Bellevue, OH to Sandusky Dock, OH	Erie and Huron Counties; Cities of Bellevue and Sandusky.
Elmore, WV to Deepwater, WV	Fayette, Raleigh, and Wyoming Counties; Cities of Mullins and Oak Hill.
Deepwater, WV to Fola Mine, WV	Fayette and Nicholas Counties.

As a result of the refined analysis described above, SEA has also concluded that 12 additional rail line segments may have high, adverse and disproportionate effects on minority or low-income communities listed below, as a result of potential effects of hazardous materials transportation safety, noise, and/or highway/rail at-grade crossing safety and delay. These rail line segments and communities include:

Segment description	Affected counties/cities
Potential Impacted Minority and Low-Income Populations:	
Manchester, GA to La Grange, GA	Meriwether and Troup Counties; Cities of La Grange and Manchester.
West Falls, PA to CP Newtown Jct., PA	Philadelphia County; City of Philadelphia.
Bethlehem, PA to Allentown, PA	Lehigh and Northampton Counties; Cities of Allentown and Bethlehem.
Asheville, NC to Leadvale, TN	NC: Buncomb and Madison Counties; City of Asheville; TN: Cocke County; City of Newport.
Frisco, TN to Kingsport, TN	Hawkins and Sullivan Counties; City of Kingsport.
Poe ML, VA to Petersburg, VA	Chesterfield County; Cities of Colonial Heights and Petersburg.
Park Jct., PA to Frankford Jct., PA	Philadelphia County; City of Philadelphia.
Frankford Jct., PA to Camden, NJ	NJ: Camden County; City of Camden; PA: Philadelphia County; City of Philadelphia.
Ashtabula, OH to Buffalo, NY	OH: Ashtabula County; Cities of Ashtabula and Conneaut; PA: Erie County; City of Erie; NY: Chautauqua and Erie Counties; Cities of Buffalo, Dunkirk, and Lackawanna.
PN, NJ to Bayway, NJ	Union County; City of Elizabeth.
Warsaw, IN to Tolleston, IN	Kosciusko, La Porte, Lake, Marshall, Porter, and Starke Counties; Cities of Gary, Hobart, Lake Station, Plymouth, Portage, Valparaiso, and Warsaw.
Alexandria, IN to Muncie, IN	Delaware and Madison Counties; Cities of Alexandria and Muncie.

This new information does not change or alter SEA's prior analysis, results, or preliminary mitigation recommendations in other impact areas.

nor does it affect the integrity of the information contained in the Draft EIS. However, to ensure that anyone affected by the results of the refined analysis

noted above has the opportunity to review and comment on it, through this notice SEA is providing a limited, 45-day comment period. During this

period, anyone affected by SEA's refined analysis may submit written comments to SEA on the potential environmental effects of that information on their community. Written comments addressing that information must be submitted to SEA no later than April 15, 1998. SEA will consider any timely comments received in the Final EIS, which is scheduled to be issued in late May 1998. The Board will then consider the entire environmental record, including all public comments, the Draft EIS, and the Final EIS in making its final decision on the Proposed Conrail Acquisition. The Board will hold an open voting conference on June 8, 1998 and intends to issue its final written decision on July 23, 1998.

Individuals who wish to file a comment may submit one original. However, government agencies and businesses are required to submit an original plus 10 copies.

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

In the lower left-hand corner of the envelope, indicate: Attn: Elaine K. Kaiser, Environmental Project Director, Section of Environmental Analysis, Environmental Filing.

FOR ADDITIONAL INFORMATION: Contact Michael Dalton, SEA Program Manager for the Proposed Conrail Acquisition at (202) 565-1530 [TDD for the hearing impaired: (202) 565-1695]. Information about the Proposed Acquisition and Draft EIS can be found at the web site <<http://www.conrailmerger.com>> and SEA's toll-free Environmental Hotline at (888) 869-1997.

Issued: March 2, 1998.

By the Board, Elaine K. Kaiser, Chief, Section of Environmental Analysis.

Vernon A. Williams,

Secretary.

[FR Doc. 98-5303 Filed 2-27-98; 8:45 am]

BILLING CODE 4915-00-P

DEPARTMENT OF THE TREASURY

[Treasury Order Number 102-21]

Designation of the Assistant Secretary for Management and Chief Financial Officer as the Chief Operating Officer

Dated: February 23, 1998.

1. By virtue of the authority vested in the Secretary of the Treasury, including the authority vested by 31 U.S.C. 321(b), I hereby designate the Assistant Secretary for Management and Chief Financial Officer as the Department's Chief Operating Officer for purposes of the Presidential Memorandum, "Implementing Management Reform in the Executive Branch," dated October 1, 1993.

2. This Order shall expire January 20, 2001.

Robert E. Rubin,

Secretary of the Treasury.

[FR Doc. 98-5208 Filed 2-27-98; 8:45 am]

BILLING CODE 4810-25-P

DEPARTMENT OF THE TREASURY

Bureau of the Public Debt

Proposed Collection: Comment Request

ACTION: Notice and request for comments.

SUMMARY: The Department of the Treasury, as part of its continuing effort to reduce paperwork and respondent burden, invites the general public and other Federal agencies to take this opportunity to comment on proposed and/or continuing information collections, as required by the Paperwork Reduction Act of 1995, Public Law 104-13 (44 U.S.C. 3506(c)(2)(A)). Currently the Bureau of the Public Debt within the Department of the Treasury is soliciting comments concerning the Regulations Governing Payments by the Automated Clearing House method on Account of United States Securities.

DATES: Written comments should be received on or before May 1, 1998, to be assured of consideration.

ADDRESSES: Direct all written comments to Bureau of the Public Debt, Vicki S.

Thorpe, 200 Third Street, Parkersburg, WV 26106-1328.

FOR FURTHER INFORMATION CONTACT: Requests for additional information should be directed to Vicki S. Thorpe, Bureau of the Public Debt, 200 Third Street, Parkersburg, WV 26106-1328, (304) 480-6553.

SUPPLEMENTARY INFORMATION:

Title: Regulations Governing Payments by the Automated Clearing House Method on Account of United States Securities.

OMB Number: 1535-0094.

Abstract: The regulations authorize payment to investors in United States securities by the Automated Clearing House (ACH Method).

Current Actions: None.

Type of Review: Extension.

Affected Public: Individuals, Businesses or other for-profit, and state or local governments.

Estimated Total Annual Burden Hours: 1.

Request for Comments

Comments submitted in response to this notice will be summarized and/or included in the request for OMB approval. All comments will become a matter of public record. Comments are invited on: (a) Whether the collection of information is necessary for the proper performance of the functions of the agency, including whether the information shall have practical utility; (b) the accuracy of the agency's estimate of the burden of the collection of information; (c) ways to enhance the quality, utility, and clarity of the information to be collected; (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology; and (e) estimates of capital or start-up costs and costs of operation, maintenance, and purchase of services to provide information.

Dated: February 24, 1998.

Vicki S. Thorpe,

Manager, Graphics, Printing and Records Branch.

[FR Doc. 98-5226 Filed 2-27-98; 8:45 am]

BILLING CODE 4810-39-P

[THIS PAGE INTENTIONALLY LEFT BLANK]

**Public Service Announcement and Cover Letter
for Additional Environmental Justice Communities**

SEA issued public service announcements to local radio stations in additional environmental justice communities. Following are copies of the public service announcement and accompanying cover letter SEA distributed to notify these additional communities of the proposed Conrail Acquisition.

[THIS PAGE INTENTIONALLY LEFT BLANK]



SURFACE TRANSPORTATION BOARD
Washington, DC 20423

Section of Environmental Analysis

February 25, 1998

**Re: Finance Docket No. 33388 — CSX and Norfolk Southern — Control and
Acquisition — Conrail: Public Service Announcement**

To: Director of Public Service Announcements

Attached, please find a public service announcement regarding a proposed railroad acquisition. On June 23, 1997, two major freight railroads, CSX Corporation and Norfolk Southern Corporation (NS), filed a joint application with the Surface Transportation Board (Board) to acquire Conrail, Inc., and subsequently divide Conrail's assets. The Board's Section of Environmental Analysis (SEA) is currently conducting a study to evaluate possible environmental effects associated with the Proposed Acquisition. We ask that your station please air the attached public service announcement as many times as possible between March 9 and March 20, 1998. The information is intended to inform your local community of the proposed transaction and provide instruction on how to obtain further information.

Should you have any questions or comments, please contact Mike Dalton, SEA's Program Manager for the Proposed Conrail Acquisition, at (202) 565-1530.

[THIS PAGE INTENTIONALLY LEFT BLANK]

**Surface Transportation Board
Section of Environmental Analysis**

Proposed Conrail Acquisition

**PSA Radio Spot
:30**

Two railroad companies, CSX Corporation and Norfolk Southern Corporation, are seeking authority from a Federal agency, the Surface Transportation Board, to acquire and divide a third rail company, Conrail Inc.

If you would like to comment or get further information on how the proposed acquisition may affect local rail activities, please call the toll free Environmental Hotline at 1-888-869-1997 (TDD for the hearing impaired 202-565-1695).

[THIS PAGE INTENTIONALLY LEFT BLANK]

Letter to Interested Parties in Additional Environmental Justice Communities

Following is a copy of the letter SEA mailed to interested parties in additional environmental justice communities. SEA mailed letters to community organizations and public and elected officials in these additional communities informing them of newly identified impacts and the comment period SEA provided for these communities.

[THIS PAGE INTENTIONALLY LEFT BLANK]



SURFACE TRANSPORTATION BOARD
Washington, DC 20423

Section of Environmental Analysis

February 27, 1998

Re: Finance Docket No. 33388 — CSX and Norfolk Southern — Control and Acquisition — Conrail: Community Notification

To: Interested Parties

In June 1997, two major freight railroads, CSX Corporation (CSX) and Norfolk Southern Corporation (NS), filed a joint application with the Surface Transportation Board (Board) to acquire Conrail, Inc., and subsequently divide Conrail's assets.

As part of the environmental review of the proposed Conrail Acquisition, the Board's Section of Environmental Analysis (SEA) is conducting a study of the potential environmental effects associated with the proposed changes in rail operations. SEA prepared a Draft Environmental Impact Statement (Draft EIS) for the proposed Conrail Acquisition that addresses a broad range of environmental issues including safety, transportation, air quality, noise, historic and cultural resources, energy, water resources, biological resources, hazardous materials transport, land use, Native American issues, and environmental justice. The Draft EIS also includes SEA's preliminary recommendations for mitigating the possible effects of the proposed Conrail Acquisition. The Draft EIS was issued for public review and comment on December 12, 1997. Comments on the Draft EIS were due February 2, 1998.

In its continuing process of analysis, SEA has identified potential environmental impacts in your county that could result from the proposed Conrail Acquisition. SEA has also concluded that certain rail line segments may have high, adverse and disproportionate effects on minority or low-income communities as a result of potential effects of hazardous materials transportation safety, noise, and/or highway/rail at-grade crossing safety and delay.

The Draft EIS, and additional information that includes potential noise, hazardous materials transportation safety and/or highway/rail at-grade crossing safety and delay impacts specific to your county, is currently available for review in the local libraries listed below.

- ▶ Erie Public Library - 160 East Front Street, Erie, PA 16507
- ▶ Eddenborough Library - 124 Meadville Street, Eddenborough, PA 16412
- ▶ Lawrence Park Library - 4212 Iroquois Avenue, Erie, PA 16511
- ▶ Liberty Park Library - 3428 Liberty Center, Erie, PA 16508
- ▶ McCord Memorial Library - 32 West Main, P.O. Box 427, North East, PA 16428
- ▶ Mill Creek Mall Library - 600 Mill Creek, Erie, PA 16565
- ▶ Presque Isle Library - 902 West Erie Plaza, Erie, PA 16510
- ▶ Southeast Library - 1815 East 38th Street, Erie, PA 16510

This information also has been distributed to Federal, state, and regional agencies, and county administrators for each affected county.

To ensure that anyone affected by the new information has the opportunity to review and comment on it, SEA is providing a limited 45-day comment period. During this period, anyone affected by SEA's refined analysis may submit written comments to SEA on the potential environmental effects of that information on their county. Written comments addressing that information must be submitted to SEA no later than April 15, 1998. SEA will consider any timely comments in the Final EIS, which is scheduled to be issued in late May, 1998. The Board will then consider the entire environmental record, including all public comments, the Draft EIS, and the Final EIS in making its final decision on the proposed Conrail Acquisition. The Board will hold an open voting conference on June 8, 1998, and intends to issue its final decision on July 23, 1998.

Citizens who wish to file a comment may submit one original. However, government agencies and businesses are required to submit an original plus 10 copies to:

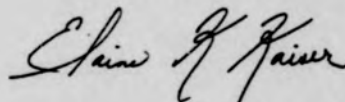
Address: Office of the Secretary
Case Control Unit
Finance Docket No. 33388
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

In the lower left hand corner, indicate:

Attn: Elaine K. Kaiser
Environmental Project Director
Section of Environmental Analysis
Environmental Filing

If you have further questions, please call SEA's toll-free Environmental Hotline at 1-(888)-869-1997 [TDD for the hearing impaired: (202) 565-1695] or visit the web site <<http://www.conrailmerger.com>>.

Sincerely yours,



Elaine K. Kaiser
Environmental Project Director
Section of Environmental Analysis

Outreach Strategies for Additional Environmental Justice Communities

SEA developed outreach strategies for newly identified communities with potential environmental justice effects. These strategies outline the steps SEA followed to notify environmental justice communities about the proposed Conrail Acquisition. Attached are strategies SEA developed for these newly identified communities.

[THIS PAGE INTENTIONALLY LEFT BLANK]

**Conrail Acquisition
Draft Environmental Outreach Strategy
Allentown, PA**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on Norfolk Southern's Bethlehem-to-Allentown (N-203) line that runs through the Allentown, PA.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and additional project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ The Allentown Public Library: 1210 West Hamilton Street, Allentown, Pennsylvania 18104
- ▶ Parkland Community Library: 4422 Walbert Avenue, Allentown, Pennsylvania, 18104

Media

Newspapers:

- ▶ *The Morning Call*, daily; coverage includes all of the following counties: Skyville, Western Monroe, Carbon, Bucks, Berks, Northampton, Lehigh.

Radio Stations:

- ▶ *WHOL-AM, 1600*; talk, religious, Hispanic programming
- ▶ *WLEV-FM, 100.7*; easy listening programming
- ▶ *WTKZ-AM, 1320*; sports programming

Area Organizations

- ▶ Allentown - Lehigh County Chamber of Commerce
- ▶ Lehigh Consistory AASR
- ▶ Negro Culture Association

City and Elected Officials

- ▶ William L. Heydt, Mayor

City Council

- ▶ Ernest E. Toth, President
- ▶ Frank J. Concannon, Vice President
- ▶ David K. Bausch
- ▶ David M Howells Sr.
- ▶ Terrence P. Spinosa
- ▶ Todd A. Stephens
- ▶ Emma D. Tropiano

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Angola, NY
Farham, NY**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on Norfolk Southern's Buffalo, NY-to-Ashtabula, OH (N-070) line that runs through the Villages of Angola and Farham, NY.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and additional project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Angola Public Library: 34 N. Main Street, Angola, NY 14006

Media

Newspapers:

- ▶ *The Sun and Erie Independent*, weekly
- ▶ *The Buffalo News*, daily; coverage includes western New York

Radio Stations:

- ▶ *WUSL-FM*, 98.9; urban contemporary programming

Area Organizations

- ▶ Angola Information Center

City and Elected Officials and Elected Officials

- ▶ Terry Caber, Mayor of Farnham

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Asheville, NC
Woodfin, NC**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on Norfolk Southern's Asheville, NC to Leadvale, TN ((N-361)) line that runs through Asheville and Woodfin, North Carolina.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and additional project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Park Memorial Library, 67 Haywood Sreet, Asheville, NC 28801
- ▶ East Branch Library, 902 Tunnel Road, Asheville, NC 28805
- ▶ North Branch Library, 37 Marchmont Drive, Asheville, NC 28804

Media

Newspapers:

- ▶ *Asheville Citizen-Times*, daily; coverage includes all of Buncombe County

Radio Stations:

- ▶ *WCQS-FM, 88.1*; news, classical, jazz programming

Area Organizations

- ▶ River Link
- ▶ Southern Appalachian Forest Coalition
- ▶ Downtown Club of Asheville
- ▶ Southern Appalachian Biodiversity

City and Elected Officials and Elected Officials

- ▶ Leni Sitnik, Mayor of Asheville
- ▶ James C. Westbrook Jr., Asheville City Manager

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Bethlehem/Fountain Hill, PA**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on Norfolk Southern's Bethlehem-to-Allentown (N-203) line that runs through Bethlehem and Fountain Hill, Pennsylvania.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Bethlehem Public Library, Bethlehem, PA 18016-0801

Media

Newspapers:

- ▶ *Bethlehem Star*, weekly; coverage includes Bethlehem.
- ▶ *The Morning Call*, daily; coverage includes Bethlehem

Radio Stations:

- ▶ *WDIY-FM, 88.1*; variety programming
- ▶ *WGPA-AM, 1100*; talk, oldies programming

Area Organizations

- ▶ Bethlehem Chamber of Commerce
- ▶ Independent Citizens Club

City and Elected Officials and Elected Officials

- ▶ Donald T. Cunningham, Jr., Mayor of Bethlehem

City Council:

- ▶ Robert J. Donchez, President
- ▶ Jean Belinski,
- ▶ Johh B. Callahan
- ▶ James A. Delgrosso
- ▶ James S. Gregory
- ▶ J. Michael Schweder
- ▶ Magdalena F. Szabo

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Buffalo, NY**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on Norfolk Southern's Buffalo, NY to Ashtabula, OH N-070 line that runs through the City of Buffalo, New York.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Buffalo & Erie County Public Library: Lafayette Square, Buffalo NY 14203

The Draft EIS and additional information will be distributed to the following Branch Libraries through the Buffalo & Erie County Public Library:

- ▶ Cazonia Branch Library
- ▶ Crane Branch Library
- ▶ Dudley Branch Library
- ▶ East Clinton Branch Library
- ▶ East Delevan Branch Library
- ▶ Fairfield Branch Library
- ▶ Fronczak Branch Library
- ▶ Kensington Branch Library
- ▶ Lakeview Branch Library
- ▶ Martin Luther King Jr. Branch Library
- ▶ Mead Branch Library
- ▶ Niagara Branch Library
- ▶ North Jefferson Branch Library
- ▶ North Park Branch Library

- ▶ Northwest Branch Library
- ▶ Riverside Branch Library

Media

Newspapers:

- ▶ *The Buffalo News*, daily, coverage includes Western New York
- ▶ *South Buffalo News*, weekly

Radio Stations:

- ▶ *WBEN-AM*, 930; talk, news, sports programming
- ▶ *WBFO-FM*, 88.7; news, jazz programming
- ▶ *WBLK-FM*, 93.7; urban contemporary programming
- ▶ *WDCX-FM*, 99.5; religious programming
- ▶ *WECK-AM*, 1230; easy listening programming
- ▶ *WEDG-FM*, 103.3; alternative programming
- ▶ *WGR-AM*, 550; talk, news, sports programming
- ▶ *WGRF-FM*, 96.9; classic rock programming
- ▶ *WHTT-AM*, 1120; gospel programming
- ▶ *WHTT-FM*, 104.1; oldies programming
- ▶ *WJYE-FM*, 96.1; adult contemporary programming
- ▶ *WKSE-FM*, 98.5; CHR programming
- ▶ *WLCE-FM*, 92.9; rock alternative programming
- ▶ *WMJQ-FM*, 102.5; adult contemporary programming
- ▶ *WNED-AM*, 970; talk, news contemporary programming
- ▶ *WNED-FM*, 94.5; classical contemporary programming
- ▶ *WNJA-FM*, 89.7; classical contemporary programming
- ▶ *WUFO-AM*, 108; urban contemporary, gospel contemporary programming
- ▶ *WWKB-AM*, 1520; sports contemporary programming
- ▶ *WWWS-AM*, 1400; urban contemporary, solid gold contemporary programming
- ▶ *WYRK-FM*, 106.5; country contemporary programming

Area Organizations

- ▶ African American Cultural Center
- ▶ NAACP
- ▶ Dept. of Community Development, Office for the Environment
- ▶ United Way of Buffalo

City and Elected Officials and Elected Officials

- ▶ Mayor Anthony M. Mesiello

City Council

- ▶ Alfred Coppola
- ▶ Barbara Miller-Williams
- ▶ David Franczyk
- ▶ David Czajka
- ▶ Byron Brown
- ▶ Robert Quintana
- ▶ Dale Zuchlewski
- ▶ Bonnie Lockwood
- ▶ Kevin Heller

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

[THIS PAGE INTENTIONALLY LEFT BLANK]

**Conrail Acquisition
Draft Environmental Outreach Strategy
Camden, New Jersey**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on CSX's and Norfolk Southern's Frankford Junction-to-Camden (S-233) shared line that runs through the City of Camden, New Jersey.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Camden Free Public Library, Main Branch: 418 Federal Street, Camden, NJ 08101
- ▶ Camden Free Public Library, Fairview Branch: 1503 Collins Road, Camden, NJ 08104
- ▶ Camden Free Public Library, Isabel Miller Branch: 8th and Van Hook Streets, Camden, NJ 08103
- ▶ Camden Free Public Library, North Camden Branch: 6th and Erie Streets, Camden, NJ 08103
- ▶ Camden Free Public Library, Kaighn Ave Branch: 1155 Haddon Avenue, Camden, NJ

Media

Newspapers:

- ▶ *Courier Post*, daily; coverage includes all of Camden City

Radio Stations:

- ▶ *WKDN-FM, 106.9*; religious programming
- ▶ *WSSJ-AM, 1310*; oldies programming
- ▶ *WTMR-AM, 800*; religious programming

Area Organizations

- ▶ United Way
- ▶ NAACP
- ▶ NJ Citizen Action
- ▶ Concerned Citizens of North Camden
- ▶ DIV. on Civil Rights
- ▶ Chamber of Commerce

City and Elected Officials

- ▶ Mayor, Milton Milan

City Council:

- ▶ Gwendolyn Faison, President
- ▶ Michael A.G. Devlin, Vice-President
- ▶ Angel Fuentes
- ▶ Gilbert Wilson
- ▶ Israel Nieves
- ▶ Ali Sloan-El, Sr.
- ▶ Francisco Moran

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

[THIS PAGE INTENTIONALLY LEFT BLANK]

Conrail Acquisition Draft Environmental Outreach Strategy Colonial Heights, VA

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on Norfolk Southern's Poe, VA -to- Petersburg, VA (N-432) line that runs through the City of Colonial Heights, Virginia.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and additional project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Colonial Heights Library, 1000 Yacht basin Drive, Colonial Heights, VA 23834

Media

Newspapers:

- ▶ *Daily Press*, daily; coverage includes all of Southeastern VA
- ▶ *The Virginian Pilot*, daily; coverage includes all of Southwestern VA

Radio Stations:

- ▶ *WDYI-FM, 105.7*; religious programming
- ▶ *WGGM-AM, 820*; Christian programming
- ▶ *WGCV-AM, 1240*; gospel programming

Area Organizations

- ▶ Colonial Heights Chamber of Commerce

City and Elected Officials and Elected Officials

- ▶ Charles Pounes, Mayor

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Conneaut, OH**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on Norfolk Southern's Ashtabula-to-Buffalo (N-070) line that runs through Conneaut, Ohio.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and additional project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Conneaut City Library: 282 State Street, Conneaut City, Ohio, 44030

Media

Newspapers:

- ▶ *The Courier*, weekly
- ▶ *The Mayville Sentinel*, weekly

Radio Stations:

- ▶ *WGOJ - FM, 105.5*, religious programming
- ▶ *WWOW - AM, 1360*, talk, news, country programming

Area Organizations

- ▶ Chamber of Commerce
- ▶ Conneaut Fish & Game
- ▶ Conneaut Community Center

City and Elected Officials and Elected Officials

- ▶ Robert Herron, City Manager

City Council

- ▶ Deborah Newcomb
- ▶ Jake Chichtelli
- ▶ Charles Kreger
- ▶ Richard Showalter
- ▶ William Ryan
- ▶ Richard McBride
- ▶ James Laur

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Dunkirk, NY**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on Norfolk Southern's Buffalo, NY-to-Ashtabula, OH (N-070) line that runs through the City of Dunkirk, New York.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and additional project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Dunkirk Public Library: 526 Cental Avenue, Dunkirk NY 14048

Media

Newspapers:

- ▶ *The Evening Observer*, daily; covers all of Chautauqua County

Radio Stations:

- ▶ WCQA-FM 96.5; country programming
- ▶ WDOE-AM 1410; oldies programming

Area Organizations

- ▶ Northern Chautauqua Chamber of Commerce

City and Elected Officials and Elected Officials

- ▶ Mayor Robert Kesicki

Council Members

- ▶ Norm Nalepa
- ▶ Chet Kozlowski
- ▶ Donald Stoye
- ▶ Janet Jankowski Goerge
- ▶ Paul Van Den Borver

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

Conrail Acquisition Draft Environmental Outreach Strategy Edgewood, OH

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on Norfolk Southern's Ashtabula, OH-to-Buffalo, NY (N-070) line that runs through Ashtabula County, including the Town of Edgewood, Ohio.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and additional project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Henderson Public Library: 54 East Jefferson Street Jefferson, 44047

Media

Newspapers:

- ▶ *The Courier*, daily; coverage includes all of Ashtabula County
- ▶ *The Star Beacon*, daily; coverage includes all of Ashtabula County

Radio Stations:

- ▶ WCVJ-FM, 90.9; Christian programming
- ▶ WFUN - AM, 970; news, oldies, sports programming
- ▶ WREO - FM 97.1, adult contemporary programming

City and Elected Officials

County Commissioners

- ▶ Duane S. Feher
- ▶ Robert J. Boggs
- ▶ L. George Distel

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Elizabeth, NJ**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic of CSX & Norfolk Southern's PN-to-Bayway (S-032) shared line that runs through the City of Elizabeth.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS to these libraries to be placed in their reference or other appropriate section.

- ▶ Elizabeth Public Library: 115 Broad Street, Elizabeth, NJ 07202
- ▶ Elizabeth Public Library: Elmora Branch 740 West Grand St., Elizabeth, NJ 07202

Media

Newspapers:

- ▶ *The Elizabeth Reporter*, weekly
- ▶ *Elizabeth Gazette*, weekly
- ▶ *La Voz Spanish Newspaper*, weekly

Radio Stations:

- ▶ *WJDM - AM, 1530*, ethnic programming

Area Organizations

- ▶ Cai Environmental Services

City and Elected Officials and Elected Officials

- ▶ J. Christian Bollwage, Mayor

Council Members

- ▶ Manny Grova
- ▶ Elizabeth J. Kotarski
- ▶ Robert M. Jaspan
- ▶ Iris Brown
- ▶ A. Tony Moteiro
- ▶ Angelo A. Paternoster, President
- ▶ Dr. Orlando Edreira,
- ▶ Edward Jackus,
- ▶ Patricia Perkins-Auguste

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Erie, PA**

**Including Fairview Township, Lawrence Park Township, Harbor Creek
and the Boroughs of Girard, Lake City, North East, Wesleyville**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on Norfolk Southern's Ashtabula-to-Buffalo (N-070) line that runs through the City of Erie and surrounding areas.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Erie Public Library: 160 East Front Street, PA 16507
- ▶ Eddenborough Branch: 124 Meadville Street Eddenborough PA 16412
- ▶ Lawrence Park Library: 4212 Iroquois Avenue Erie, 16511
- ▶ Liberty Park Library: 3428 Liberty Center Erie, 16508
- ▶ Mill Creek Mall Library: 600 Mill Creek Erie, PA 16565
- ▶ Presque Isle Library: 902 W. Erie Plaza, Erie, PA 16510
- ▶ Southeast Branch Library: 1815 East 38 Street Erie PA 16510

STB

FD

33388

5-22-98

K

29206V6D

4/10

Media

Newspapers:

- ▶ *Erie Times*, daily; coverage includes Northwestern Pennsylvania
- ▶ *The Morning News*, daily; coverage includes Northwestern Pennsylvania
- ▶ *Lake Shore Visitor*, weekly

Radio Stations:

- ▶ *WFLP-FM, 1330*, talk, sports programming
- ▶ *WJET-FM, 102.3*, contemporary programming
- ▶ *WFGO-FM, 94.7*, oldies programming
- ▶ *WERG- FM, 89.9*, progressive programming
- ▶ *WLKK-AM, 1400*, talk, sports programming
- ▶ *WQ LN-FM, 91.3*, classical, jazz programming
- ▶ *WRIE-AM, 1260*, nostalgia programming
- ▶ *WXTA-FM, 97.9*, country programming

Area Organizations

- ▶ National Minority Coalition
- ▶ United Way of Erie
- ▶ Greater Erie Community Action Committee
- ▶ First Environmental
- ▶ JFK Minority Development Enterprise
- ▶ Pennsylvania Community Affairs
- ▶ Community Integration Incorporated
- ▶ Erie Area Chamber of Commerce
- ▶ Erie Economic & Community Development Zoning Office
- ▶ Economic Development Corporation of Erie County
- ▶ Erie Community Foundation
- ▶ Enterprise Development Center of Erie County, Inc.
- ▶ Erie Regional Peace and Justice Center
- ▶ Hispanic-American Council
- ▶ Path Square Inner City Neighborhood Association
- ▶ Black Family Foundation
- ▶ NAACP

City and Elected Officials and Elected Officials

Erie

- ▶ Mayor Joyce Savocchio
- ▶ Council Member Mario Bagnoni
- ▶ Council Member Joseph Borgia
- ▶ Council Member Melvin Witherspoon
- ▶ Council Member James Casey
- ▶ Council Member Gayle Wright
- ▶ Council Member James Thompson

Fairview Township

- ▶ Supervisor George McKinley
- ▶ Supervisor Brad Bier
- ▶ Supervisor Peter Kraus

Girard Borough

- ▶ Borough Manager Richard C. Higley

Lake City Borough

- ▶ Mayor Bernie Teodorski

North East Borough

- ▶ Mayor Alison Smith

Lawrence Park Township

- ▶ Board of Commissioners

Wesleyville Borough

- ▶ Mayor E. Paul Johnson

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be

logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Hobart, IN
Lake Station, IN**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on CSX's Warsaw, IN-to-Tolleston, IN (C-026) line that runs through the Cities of Hobart, IN and Lake Station, IN.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Hobart Public Library / Lake County Public Library; 100 Main Street, Hobart, IN, 46342-4351
- ▶ Lake Station Public Library; 2400 Central Avenue, Gary, IN, 46407

Media

Newspapers:

- ▶ *The Post-Tribune*, daily; coverage includes all of Lake and Porter Counties
- ▶ *The Times*, daily; coverage includes all of Lake County

Radio Stations:

- ▶ WGVE - FM, 88.7; variety programming
- ▶ WLTH - AM, 1370; variety programming
- ▶ WJOB - AM, 1230; talk, adult standards, sports programming
- ▶ WXRD - FM, 103.9; country programming
- ▶ WYCA - FM, 92.3; religious programming
- ▶ WZVN - FM, 107.1; adult contemporary programming

Area Organizations

- ▶ Hobart Chamber of Commerce
- ▶ Centro Latino Society

City and Elected Officials and Elected Officials

- ▶ Linda Buzinec, Mayor of Hobart
- ▶ Shirley A. Wadding, Mayor of Lake Station

Hobart City Council

- ▶ Ron Blake - Council, 1st District
- ▶ Carl Lindsey - Council, 2nd District
- ▶ Robert Paulson - Council, 3rd District
- ▶ Thomas Campbell - Council, 4th District
- ▶ Margaret Kuchta - Council, 5th District
- ▶ Don Potrebic - Council, At Large
- ▶ Matt Claussen - Council, At Large

Lake Station City Council

- ▶ Stephen Paradine - Council, At Large
- ▶ Ronald Good - Council, At Large
- ▶ Michael Deppe - Council, 1st District
- ▶ Danny Whitten - Council, 2nd District
- ▶ Effie Whitten - Council, 3rd District
- ▶ Pete Mendez - Council, 4th District
- ▶ S. Wallace Riley - Council, 5th District

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Kingsport City, TN**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on Norfolk Southern's Frisco-to-Kingsport (N-406) line that runs through the City of Kingsport.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ The Kingsport Public Library: 400 Broad Street, Kingsport 37660
- ▶ The Carver Branch Library: 1013 Douglass Street, Kingsport 37660

Media

Newspapers:

- ▶ *Kingsport Daily News*, daily; coverage includes Sullivan County
- ▶ *Kingsport Times News*, daily; coverage includes Northeastern Tennessee and Southwestern Virginia

Radio Stations:

- ▶ *WKPT-AM, 1400*, nostalgia programming
- ▶ *WTFM-FM, 98.5*, adult contemporary programming

Area Organizations

- ▶ Kingsport Public Information Office
- ▶ Kingsport Planning Office
- ▶ Kingsport Area Chamber of Commerce, Inc.
- ▶ Kingsport Tomorrow
- ▶ United Way of Greater Kingsport

City and Elected Officials and Elected Officials

- ▶ Mayor Ruth Montgomery

City Council

- ▶ Alderman Lon Boyd
- ▶ Alderman Lowry Doggett
- ▶ Alderman Roy Harmon
- ▶ Alderman Peggy Turner
- ▶ Alderman Mason Vaughn

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
LaGrange, GA**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on CSX's Manchester, GA-to-LaGrange, GA (C-377) line that runs through the City of LaGrange.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ LaGrange Memorial Library: 701 Lincoln Street LaGrange, GA 30240
- ▶ Lagrange College Library: 601 Broad Street, LaGrange, GA 30240
- ▶ Ethel W. Knight Library: 601 Union Street, LaGrange, GA 30240

Media

Newspapers:

- ▶ *LaGrange Daily News*, daily; coverage includes Troup County
- ▶ *Meriwether Free Press*, weekly

Radio Stations:

- ▶ *WLAG-AM, 1240; talk programming*
- ▶ *WMXY-AM, 720; country programming*
- ▶ *WOAK-FM, 90.9; rock programming*
- ▶ *WTRP-AM, 620; news programming*

City and Elected Officials and Elected Officials

- ▶ *Jeff Lukken, Mayor*

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Lackawanna, NY
Blasdell, NY**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on Norfolk Southern's Buffalo, NY-to-Ashtabula, OH (N-070) line that runs through the Cities of Lackawanna, NY and Blasdell, NY.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Lackawanna Public Library: 560 Ridge Road, Lackawanna NY 14218
- ▶ Blasdell Branch Library: 54 Madison Avenue, Blasdell NY 14219

Media

Newspapers:

- ▶ *The Front Page*, weekly

Radio Stations:

- ▶ *WBEN-AM 930*; talk, news, sports programming
- ▶ *WBFO-FM 88.7*; news, jazz programming
- ▶ *WBLK-FM 93.7*; urban contemporary programming
- ▶ *WDCX-FM 99.5*; religious programming
- ▶ *WECK-AM 1230*; easy listening programming
- ▶ *WEDG-FM 103.3*; alternative programming

- ▶ *WGR-AM 550*; talk, news, sports programming
- ▶ *WGRF-FM, 96.9*; classic rock programming
- ▶ *WHTT-AM 1120*; oldies programming
- ▶ *WJYE-FM*; adult contemporary programming
- ▶ *WKSE-FM 98.5*; CHR programming
- ▶ *WLCE-FM 92.9*; rock alternative programming
- ▶ *WMJQ-FM 102.5*; adult contemporary programming
- ▶ *WNED-AM 970*; talk, news contemporary programming
- ▶ *WNED-FM 94.5*; classical contemporary programming
- ▶ *WNJA-FM 89.7*; classical contemporary programming
- ▶ *WUFO-AM 108*; urban contemporary, gospel contemporary programming
- ▶ *WWKB-AM 1520*; sports contemporary programming
- ▶ *WWWS-AM 1400*; urban contemporary, solid gold contemporary programming
- ▶ *WYRK-FM 106.5*; country contemporary programming

Area Organizations

- ▶ NAACP
- ▶ Community Action Organization of Erie County
- ▶ Department of Environment and Planning

City and Elected Officials and Elected Officials

- ▶ Ricardo Estrada - Blasdell Mayor

Blasdell Council Members

- ▶ Daniel Kuzub
- ▶ Gerard DePasquale

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Manchester, GA**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on CSX's Manchester-to-LaGrange (C-377) line that runs through the City of Manchester.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Pine Mt Regional Library: 501 Perry Avenue, Manchester, GA 31816

Media

Newspapers:

- ▶ *Atlanta Journal-Constitution*, daily; distribution to Greater Atlanta
- ▶ *Manchester Star Mercury*, daily; distribution to Manchester
- ▶ *The Reporter*, weekly

Radio Stations:

- ▶ *WKZJ-FM*, 95.7, contemporary programming
- ▶ *WYFK FM*, 89.5, religious programming

Area Organizations

- ▶ Meriwether County Chamber of Commerce

City and Elected Officials and Elected Officials

- ▶ Dorsey L. Wilson, Mayor

Council Members

- ▶ W J "Ted" Anderson
- ▶ Floyd Dubose
- ▶ Patti Sue S. Parks
- ▶ Grady McCalmon, City manager

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Marshall, NC**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on Norfolk Southern's Asheville, NC-to-Leadville, TN (N-361) line that runs through the City of Marshall.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Marshall Public Library: 90 East South Main P.O. Box 236 Marshall 28753

Media

Newspapers:

- ▶ *The News-Record*, weekly

Radio Stations:

- ▶ *WHBK-AM, 1460*; gospel programming

Area Organizations

- ▶ Madison County Environmental Alliance
- ▶ Madison County Chamber of Commerce
- ▶ Communities and Schools of Madison County

City and Elected Officials and Elected Officials

- ▶ Mayor Ed Niles

Council Members

- ▶ David Allen
- ▶ Susie Davis
- ▶ R.B. McDavitt
- ▶ Edward Morton
- ▶ Joe Penland Jr.

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Mount Carmel, TN**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on Norfolk Southern's Frisco-to-Kingsport (N-406) line that runs through the City of Mount Carmel.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Mount Carmel City Library: 100 ½ East Main Street, Mount Carmel, TN 37645

Media

Newspapers:

- ▶ *Kingsport Times News*, daily; coverage includes Northeastern Tennessee & Southwestern Virginia
- ▶ *Kingsport Daily News*, daily; coverage includes Sullivan County

Radio Stations:

- ▶ *WKPT-AM, 1400*; nostalgia programming
- ▶ *WKPT-FM, 98.5*; adult contemporary programming

City and Elected Officials and Elected Officials

- ▶ Mayor James L. Dean
- ▶ Vice Mayor James Evans

City Council

- ▶ Wayne Alley
- ▶ Howard Vaughn
- ▶ Gary Lawson
- ▶ Eugene Christian
- ▶ Carl Wolfe

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Muncie, IN**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on Norfolk Southern's Alexandria, IN, -to- Muncie, IN (N-040) line that runs through the City of Muncie, IN.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Muncie Public Library; 301 East Jackson Street, Muncie, IN, 47305-1878
- ▶ Maring Grace Branch Library; 1808 South Madison Street, Muncie, IN, 47302-3475
- ▶ Vivian Conley Branch Library; 1824 East Centennial Avenue, Muncie, IN, 47303-2423
- ▶ John F. Kennedy Branch Library; 1700 West McGalliard Road, Muncie, IN, 47304-2207

Media

Newspapers:

- ▶ *The Muncie Star Press*, daily; coverage includes all of Delaware County
- ▶ *The Muncie Times*, weekly

Radio Stations:

- ▶ *WBEST - FM, 92.1; news, classical programming*
- ▶ *WBSW - FM, 90.9; news, classical programming*
- ▶ *WERK - AM, 990; oldies programming*
- ▶ *WERK - FM, 104.9; oldies programming*
- ▶ *WWHI - FM, 91.3; adult contemporary, educational programming*
- ▶ *WWWO - FM 93.5; classic rock programming*
- ▶ *WXFN - AM, 1340; sports programming*

Area Organizations

- ▶ Chamber of Commerce
- ▶ Environmental Enhancement Project

City and Elected Officials and Elected Officials

- ▶ Dan Canon, Mayor

City Council

- ▶ Sam Marshall
- ▶ David Taylor
- ▶ Mary Jo Barton
- ▶ Jack Isenburger
- ▶ John Rust
- ▶ Monte Murphy
- ▶ Bruce Wiemer
- ▶ Barbara Demaree
- ▶ William O. Shroyer

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

Conrail Acquisition Draft Environmental Outreach Strategy Newport, TN

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on Norfolk Southern's Asheville, NC-to-Leadvale, TN (N-361) line that runs through the City of Newport.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Stokely Memorial Library: 383 East Broadway Street, Newport TN 37821

Media

Newspapers:

- ▶ *Newport Plain Talk*, weekly

Radio Stations:

- ▶ *WLIK-AM*, 1270; country programming
- ▶ *WNPC-AM*, 1060; country programming
- ▶ *WNPC-FM*, 92.9; country programming

Area Organizations

- ▶ Chamber of Commerce
- ▶ Cooke County-Newport Environmental Action Team

City and Elected Officials and Elected Officials

- ▶ Mayor James E. Robinson
- ▶ Vice-Mayor R. Dykes

City Council

- ▶ Harold Allen
- ▶ Connie Ball
- ▶ Jimmy Clark

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
North Kingsville, OH**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on Norfolk Southern's Ashtabula-to-Buffalo (N-070) line that runs through the City of North Kingsville.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Kingsville Public Library: 6006 Academy Ave., Kingsville, 44068

Media

Newspapers:

- ▶ *The Star Beacon*, daily; coverage includes all of Ashtabula County

Radio Stations:

- ▶ *WFUN - AM, 970* ; news, oldies, sports programming
- ▶ *WREO - FM, 97.1*; adult contemporary programming

Area Organizations

- ▶ Ashtabula Planning Commission

City and Elected Officials and Elected Officials

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

Conrail Acquisition Draft Environmental Outreach Strategy Pennsauken, NJ

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on CSX's and Norfolk Southern's Frankford Junction-to-Camden (S-233) shared line that runs through the City of Pennsauken.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Pennsauken Free Public Library: 5605 Crescent Boulevard, Pennsauken, NJ 08043
- ▶ Camden County Library 203 Laurel Rd, Voorhees, NJ 08043

Media

Newspapers:

- ▶ *The Courier Post*, daily; coverage includes Camden, Burlington and Gloucester Counties

Radio Stations:

- ▶ *KYW-AM, 1060*; news programming
- ▶ *WPEN-AM, 950*; big band programming

Area Organizations

- ▶ Chamber of Commerce
- ▶ CPAC: Community Planning & Advocacy Council
- ▶ Community Information Network
- ▶ UOSS

City and Elected Officials and Elected Officials

- ▶ Mayor Ricardo V. Taylor

City Council:

- ▶ Robert Cummings
- ▶ Bill Orth
- ▶ Geri Tabako
- ▶ Steven Petrillo

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Petersburg, Virginia**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on Norfolk Southern's Poe-to-Petersburg (N-432) line that runs through the City of Petersburg.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Petersburg Public Library: 137 S. Sycamore St., Petersburg, VA 23803-4257
- ▶ Petersburg Public Library: A. P. Hill Branch, 1237 Halifax St., Petersburg, VA 23803
- ▶ Petersburg Public Library: Rodof Sholom Branch, 1865 S Sycamore St., Petersburg, VA 238051
- ▶ Hopewell Public Library: 245 Center St., Petersburg, VA 23803
- ▶ Chesterfield County Library: Ettrick-Matoaca Branch, 4501 River Rd., Petersburg, VA 23803
- ▶ Appomattox Regional Library: Prince George , 6402 Courthouse Rd, Petersburg, VA 23801
- ▶ Dinwiddie Appomattox Regional Library: 5736 Boydton Plank Rd., Petersburg, VA 23803

Media

Newspapers:

- ▶ *The Petersburg Progress Index*, daily; coverage includes all of Petersburg
- ▶ *The Petersburg Monitor*, weekly; coverage includes Petersburg City

Radio Stations:

- ▶ *WREJ-AM, 1540*; gospel programming
- ▶ *WSOJ-FM, 100.3*; urban contemporary programming
- ▶ *WZOD-AM, 1290*; oldies programming

Area Organizations

- ▶ Small Business Development Center
- ▶ United Way

City and Elected Officials and Elected Officials

- ▶ Mayor Rosalyn R Dance
- ▶ Vice Mayor Larry C Tucker
- ▶ City Manager B David Canada

City Council:

- ▶ Joe R. East, Jr.
- ▶ Kevin A. Hill
- ▶ Annie M. Mickens
- ▶ George Pilarinos
- ▶ Dama E. Rice
- ▶ Susan Crawford

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where

interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

[THIS PAGE INTENTIONALLY LEFT BLANK]

**Conrail Acquisition
Draft Environmental Outreach Strategy
Philadelphia, Pennsylvania**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on CSX's and Norfolk Southern's Park Junction-to-Frankford Junction (S-232) line that runs through the City of Philadelphia.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ The Free Library of Philadelphia: 1901 Vine Street, Philadelphia, PA 19103
- ▶ Bushrod Branch Library: 6304 Castor Avenue, Philadelphia, PA 19149
- ▶ Bustleton Avenue Branch Library: 10199 Bustleton Avenue, Philadelphia, PA 19116
- ▶ Chestnut Hill Branch Library: 8711 Germantown Avenue, Philadelphia, PA 19118
- ▶ Eastwick Branch Library: 2851 Island Avenue, Philadelphia, PA 19153
- ▶ Fox Chase Branch Library: 501 Rhawn Street, Philadelphia, PA 19124
- ▶ Haverford Branch Library: 5543 Haverford Avenue, Philadelphia, PA 19139
- ▶ Northwest Regional Library: 68 W. Cheltenham Avenue, Philadelphia, PA 19144
- ▶ RG DeRodriguez Branch Library: 600 W. Girard Avenue, Philadelphia, PA

19123

- ▶ Richmond Branch Library: 2987 Almond Street, Philadelphia, PA 19134
- ▶ South Philadelphia Branch Library: 1700 S. Broad Street, Philadelphia, PA 19145
- ▶ Welsh Road Branch Library: 9233 Roosevelt Boulevard, Philadelphia, PA 19114

Newspapers:

- ▶ *Philadelphia Daily News*, daily; coverage includes Southeastern Pennsylvania and Southern New Jersey
- ▶ *Philadelphia Inquirer*, daily; coverage includes Southeastern Pennsylvania and Southern New Jersey
- ▶ *Chestnut Hill Local*, weekly
- ▶ *Philadelphia City Paper*, weekly
- ▶ *Girard Home News*, weekly
- ▶ *The Globe Times*, weekly
- ▶ *La Actualidad*, weekly
- ▶ *Philadelphia New Observer*, weekly
- ▶ *Philadelphia Sun*, weekly
- ▶ *Philadelphia Tribune*, tri-weekly
- ▶ *Philadelphia Weekly*, weekly
- ▶ *The Review*, weekly
- ▶ *Scoop USA*, weekly

Radio Stations:

- ▶ *KYW-AM, 1060*, news programming
- ▶ *WHAT-AM, 1340*, talk and urban contemporary programming
- ▶ *WIP-AM, 610*, talk and sports programming
- ▶ *WJAZ-FM, 91.7*, classical and jazz programming
- ▶ *WKDU-FM, 91.7*, variety programming
- ▶ *WOGL-FM, 98.1*, oldies programming
- ▶ *WPHE-AM, 690*, Hispanic - talk programming
- ▶ *WRTI-FM, 90.1*, classical and jazz programming
- ▶ *WURD-AM, 900*, Hispanic programming
- ▶ *WUSL-FM, 98.9*, urban contemporary programming
- ▶ *WXPB-FM, 88.5*, adult album alternative programming
- ▶ *WVSP-FM, 94.1*, rock programming

Area Organizations

- ▶ Department of Human Services
- ▶ The Office of City Representative
- ▶ The Office of Housing and Community Development
- ▶ Mayor's Office of Community Services
- ▶ Minority Business Enterprise Council
- ▶ Philadelphia Commission on Human Relations
- ▶ The Committee of Seventy
- ▶ Philadelphia Empowerment Zone
- ▶ Delaware Valley Regional Planning Commission
- ▶ Clean Air Council

City and Elected Officials and Elected Officials

- ▶ Mayor Edward G. Rendell
- ▶ President of City Council, John F. Street
- ▶ Council-at-Large, Augusta A. Clark
- ▶ Council-at-Large, David Cohen
- ▶ Council-at-Large, Happy Fernandez
- ▶ Council-at-Large, Frank Rizzo, Jr.
- ▶ Council-at-Large, James Kenney
- ▶ Council-at-Large, Thacher Longstreth
- ▶ Council-at-Large, Angel Ortiz
- ▶ First District, Frank DiCicco
- ▶ Second District, Anna C. Verna
- ▶ Third District, Jannie L. Blackwell
- ▶ Fourth District, Michael A. Nutter
- ▶ Fifth District, John F. Street
- ▶ Sixth District, Joan L. Krajewski
- ▶ Seventh District, Richard Mariano
- ▶ Eighth District, Donna Reed Miller
- ▶ Ninth District, Marian B. Tasco
- ▶ Tenth District, Brian J. O'Neil

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where

interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Plymouth, IN**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on CSX's Warsaw, IN -to- Tolleston, IN, (C-026) line that runs through the City of Plymouth, IN.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Plymouth Public Library; 201 North Center Street, Plymouth, IN, 46563-2103

Media

Newspapers:

- ▶ *South Bend Tribune*; coverage includes North Indiana and South-West Michigan
- ▶ *The Bremen Enquirer*; coverage includes all of Marshall County
- ▶ *Bourbon News Mirror*; coverage includes all of Marshall County
- ▶ *The Culver Citizen*; coverage includes all of Marshall County

Radio Stations:

- ▶ *WTCA - AM, 1050*; oldies programming
- ▶ *WZOC - FM, 94.3*; oldies programming

Area Organizations

- ▶ Chamber of Commerce
- ▶ Plymouth Conservation Club

City and Elected Officials and Elected Officials

- ▶ Jack Greenlee, Mayor

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Portage, IN**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on CSX's Warsaw, IN -to- Tolleston, IN (C-026) line that runs through the City of Portage, IN.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Portage Public Library: 2670 Lois Street, Portage, IN, 46368

Media

Newspapers:

- ▶ *Chesterton Tribune*, coverage includes all of Porter County
- ▶ *Post - Tribune*, coverage includes all of Lake and Porter Counties

Radio Stations:

- ▶ *WAKE-AM, 1500*; adult standard programming

Area Organizations

- ▶ Portage Chamber of Commerce

City and Elected Officials and Elected Officials

► Sammy L. Maletta, Mayor of Portage

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Ripley, NY**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on Norfolk Southern's Buffalo, NY-to-Ashtabula, OH (N-070) line that runs through the City of Ripley, NY.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Ripley Free Library: 64 West Main Street, Ripley, NY 14775

Media

Newspapers:

- ▶ *Westfield County Quality Guide*, weekly

City and Elected Officials and Elected Officials

- ▶ Supervisor John Potter

City Council

- ▶ Dean Utteg
- ▶ Craig Rotunda
- ▶ Allan Waters

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where

written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Valparaiso, IN
Wanatah, IN**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on CSX's Warsaw, IN.-to-Tolleston, IN (C-026) line that runs through the Cities of Valparaiso, IN and Wanatah, IN.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Valparaiso Public Library; 103 Jefferson Street, Valparaiso, IN, 46383-4820
- ▶ Porter County Public Library; 403 West 700 North Long Run Road, Valparaiso, IN, 46385
- ▶ Wanatah Public Library; P.O. Box 299, 104 North Main, Wanatah, IN, 46390

Media

Newspapers:

- ▶ *Northwest Indiana Journal*, daily; coverage includes Northwest Indiana
- ▶ *The Vidette Times*, weekly; coverage includes all of Porter County

Radio Stations:

- ▶ *WAKE - AM, 1500*; adult standard programming
- ▶ *WLJE - FM, 105.5*; country programming

Area Organizations

- ▶ Valparaiso Chamber of Commerce
- ▶ La Porte County Chamber of Commerce

City and Elected Officials and Elected Officials

- ▶ David A. Butterfield, Mayor

Valparaiso City Council

- ▶ Anthony W. Hahn
- ▶ Al Eisenmenger
- ▶ Don Larr
- ▶ Aaron Carlberg
- ▶ Don Ragsdale
- ▶ Jon Costas
- ▶ James Ellsworth

Wanatah City Council

- ▶ Nathan Howell, President

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Bourbon, IN
Etna Green, IN
Warsaw, IN**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on CSX's Warsaw, IN -to- Tolleston, IN (C-026) line that runs through the Cities of Warsaw, Etna Green, and Bourbon.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is lending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Warsaw Public Library; 310 East Main Street, Warsaw, IN 46580
- ▶ Bourbon Public Library; 307 North Main Street, Bourbon, IN 46504

Media

Newspapers:

- ▶ *The Warsaw Times-Union*; coverage includes Warsaw, Bourbon, Etna Green, Syracuse, and Pierceton

Radio Stations:

- ▶ *WLZQ - FM, 101.1*; adult contemporary programming
- ▶ *WRSW - AM, 1480*; rock programming
- ▶ *WRSW - FM, 107.3*; classic rock programming

Area Organizations

- ▶ Warsaw Chamber of Commerce

City and Elected Officials and Elected Officials

- ▶ Ernest Wiggins, Mayor of Warsaw

Bourbon City Council

- ▶ Bill Keyser, President
- ▶ Larry Wattenberger
- ▶ Ken Keller, Sr.
- ▶ Jacqueline Murphy

Etna Green City Council

- ▶ Andy Cook, President
- ▶ Laura Baker, Clerk-Treasurer

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Conrail Acquisition
Draft Environmental Outreach Strategy
Westfield Village, NY**

As part of the environmental review process, SEA prepared an outreach plan to reach disadvantaged populations potentially impacted by proposed increases in train traffic on Norfolk Southern's Ashtabula-to-Buffalo (N-070) line that runs through Westfield Village.

The purpose of this outreach effort is to ensure that the Draft Environmental Impact Statement (Draft EIS), public notices, and project information are disseminated to effectively reach the area's population and allow for meaningful public input.

INFORMATION DISSEMINATION

DEIS Repositories

Libraries: SEA is sending a copy of the Draft EIS and additional information to these libraries to be placed in their reference or other appropriate section.

- ▶ Patterson Library: 40 South Portage St. Westfield NY 14787

Media

Newspapers:

- ▶ *West County Quality Guide*, weekly

Radio Stations:

- ▶ *WJTN-AM, 1240*, full-service programming

Area Organizations

- ▶ Westfield Village Chamber of Commerce

City and Elected Officials and Elected Officials

- ▶ Mayor Ronald D. Catalano
- ▶ Deputy Mayor Jerry Laporte

Board of Trustees

- ▶ Harry L. Barton
- ▶ David L. Carr
- ▶ William H. Imm

PUBLIC INPUT/COMMENT

All informational materials SEA distributes will include the contact name and address where written comments can be submitted, and the comment due date. All comments submitted will be logged into a central comment tracking database and distributed to appropriate team members. Team members will carefully review all comments and determine follow-up steps. All comments will be addressed by topic area in the Final EIS.

Informational materials will also include the toll-free environmental hotline number where interested parties can get more information. SEA will log and track all inquiries. Team members will review these inquiries to determine if any additional action is necessary.

**Letter to Reference Librarian
in Additional Environmental Justice Communities**

Following is a copy of a letter SEA prepared for reference librarians in newly identified environmental justice communities requesting that the librarians place the Draft EIS in a reference or other appropriate section of their libraries for public review. SEA sent copies of the Draft EIS and this accompanying cover letter to local libraries in communities with potential environmental justice issues resulting from additional environmental analysis.

[THIS PAGE INTENTIONALLY LEFT BLANK]



SURFACE TRANSPORTATION BOARD
Washington, DC 20423

Section of Environmental Analysis

February 27, 1998

Re: Finance Docket No. 33388 -- CSX and Norfolk Southern -- Control and Acquisition -- Conrail: Draft Environmental Impact Statement and New Information

Dear Reference Librarian:

On June 23, 1997, CSX Corporation (CSX) and Norfolk Southern Corporation (NS) jointly applied to the Surface Transportation Board (Board) for authority to acquire Conrail, Inc. and subsequently divide Conrail's assets. The Board's Section of Environmental Analysis (SEA) has prepared a Draft Environmental Impact Statement (Draft EIS) to evaluate and consider the potential environmental impacts of the Proposed Conrail Acquisition. SEA is asking your library to place the Draft EIS and this new information in a reference or other appropriate section to allow for public access and review. Please keep all these materials available until at least April 15, 1998.

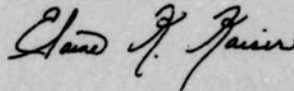
In the continuing process of evaluation, SEA has identified some potential hazardous materials transportation safety, noise, and/or highway/rail at-grade crossing safety and delay impacts of the Proposed Acquisition that could affect your county. This information was not included in the Draft EIS and is based in part on updated data that was not received until after the Draft EIS was issued. Enclosed with this letter is the new information regarding your county. The Draft EIS addresses potential environmental effects that include safety, transportation, air quality, noise, historic and cultural resources, energy, water resources, biological resources, hazardous materials transport, land use, Native American issues, and environmental justice. The Draft EIS also includes SEA's preliminary recommendations for mitigating the possible environmental effects of the Proposed Conrail Acquisition.

To ensure that anyone affected by the information has the opportunity to review and comment on it, SEA is providing a limited 45-day comment period. During this period, anyone affected by SEA's refined analysis may submit written comments to SEA on the potential environmental effects of that information on their county. Written comments addressing that information must be submitted to SEA no later than April 15, 1998. SEA will consider any timely comments in the Final EIS, which is scheduled to be issued in late May 1998. The Board will then consider the entire environmental record, including all public comments, the Draft EIS, and the Final EIS in making its final decision on the Proposed Conrail Acquisition. The Board

will hold an open voting conference on June 8, 1998 and intends to issue its final decision on July 23, 1998.

Thank you for your assistance in this matter. Should you have any questions or comments, please call SEA's toll-free Environmental Hotline at 1-888-869-1997 or access the web site at <<http://www.conrailmerger.com>>.

Sincerely yours,

A handwritten signature in cursive script, appearing to read "Elaine K. Kaiser".

Elaine K. Kaiser
Environmental Project Director
Section of Environmental Analysis

Enclosure

**Letter to Mayors and County Administrators
in Additional Environmental Justice Communities**

Following are sample copies of letters SEA prepared for mayors and county administrators in newly identified environmental justice communities.

[THIS PAGE INTENTIONALLY LEFT BLANK]



SURFACE TRANSPORTATION BOARD
Washington, DC 20423

Section of Environmental Analysis

February 27, 1998

Honorable Dorsey L. Wilson
Mayor
City of Manchester, Georgia
PO. Box 366
Manchester, GA 31816

Re: Finance Docket No. 33388 -- CSX and Norfolk Southern -- Control and
Acquisition -- Conrail: Draft Environmental Impact Statement and New
Information

Dear Mayor Wilson:

As you may know, on June 23, 1997 CSX Corporation (CSX) and Norfolk Southern Corporation (NS) jointly applied to the Surface Transportation Board (Board) for authority to acquire Conrail Inc. and subsequently divide Conrail's assets. The Board's Section of Environmental Analysis (SEA) has prepared a Draft Environmental Impact Statement (Draft EIS) to evaluate and consider the potential environmental impacts of the Proposed Conrail Acquisition.

Enclosed is a copy of the Draft EIS. Based on SEA's continuing analysis, new hazardous materials transportation safety and noise information relating specifically to your county has been identified for your review and comment. As you can see, based on this data, SEA has preliminarily identified potential environmental effects including hazardous materials transportation safety, noise and/or highway/rail at-grade crossing safety and delay impacts resulting from increased train traffic along the C-377 rail line segment from Manchester, Georgia to LaGrange, Georgia in your county. SEA has also concluded that some of these potential environmental impacts may have high, adverse and disproportionate effects on minority and low-income communities.

Your participation in the EIS process is important in helping to address potential environmental impacts that could result from the Proposed Conrail Acquisition and ensuring that effective mitigation measures are undertaken where appropriate. Accordingly, SEA is providing an additional 45-day comment period for your county, limited to the new hazardous materials transportation safety, noise and highway/rail at-grade crossing safety and delay information provided here.

SEA will consider any comments received from your county in preparing the Final EIS. All comments must be filed with SEA no later than April 15, 1998, because the Final EIS is scheduled to be issued in late May 1998. The Board will consider the entire environmental record, including all public comments, the Draft EIS, and the Final EIS in making its final decision on the Proposed Conrail Acquisition. The Board will hold an open voting conference on June 8, 1998 and intends to issue its final decision on July 23, 1998.

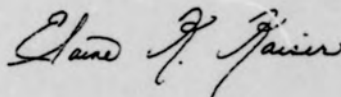
Citizens who wish to file a comment may submit one original. However, government agencies and businesses are required to submit an original plus 10 copies.

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

In the lower left hand corner, indicate:
Attn: Elaine K. Kaiser
Environmental Project Director
Section of Environmental Analysis
Environmental Filing

If you have any questions, please feel free to contact Mike Dalton, SEA's Program Manager for the Proposed Conrail Acquisition, at (202) 565-1530.

Sincerely,



Elaine K. Kaiser
Environmental Project Director
Section of Environmental Analysis

Enclosure



SURFACE TRANSPORTATION BOARD
Washington, DC 20423

Section of Environmental Analysis

February 27, 1998

Mr. Ray Borggren
Board Of Commissioners President
Marshall County
112 W. Jefferson Street
Plymouth, IN 46563-1764

Re: Finance Docket No. 33388 -- CSX and Norfolk Southern -- Control and
Acquisition -- Conrail: Draft Environmental Impact Statement and New
Information

Dear Mr. Borggren:

As you may know, on June 23, 1997 CSX Corporation (CSX) and Norfolk Southern Corporation (NS) jointly applied to the Surface Transportation Board (Board) for authority to acquire Conrail Inc. and subsequently divide Conrail's assets. The Board's Section of Environmental Analysis (SEA) has prepared a Draft Environmental Impact Statement (Draft EIS) to evaluate and consider the potential environmental impacts of the Proposed Conrail Acquisition.

Enclosed is a copy of the Draft EIS. Based on SEA's continuing analysis, new hazardous materials transportation safety and noise information relating specifically to your county has been identified for your review and comment. As you can see, based on this data, SEA has preliminarily identified potential environmental effects including hazardous materials transportation safety, noise and/or highway/rail at-grade crossing safety and delay impacts resulting from increased train traffic along the C-026 rail line segment from Warsaw, Indiana to Tolleston, Indiana in your county. SEA has also concluded that some of these potential environmental impacts may have high, adverse and disproportionate effects on minority and low-income communities.

Your participation in the EIS process is important in helping to address potential environmental impacts that could result from the Proposed Conrail Acquisition and ensuring that effective mitigation measures are undertaken where appropriate. Accordingly, SEA is providing an additional 45-day comment period for your county, limited to the new hazardous materials transportation safety, noise and highway/rail at-grade crossing safety and delay information provided here.

SEA will consider any comments received from your county in preparing the Final EIS. All comments must be filed with SEA no later than April 15, 1998, because the Final EIS is scheduled to be issued in late May 1998. The Board will consider the entire environmental record, including all public comments, the Draft EIS, and the Final EIS in making its final decision on the Proposed Conrail Acquisition. The Board will hold an open voting conference on June 8, 1998 and intends to issue its final decision on July 23, 1998.

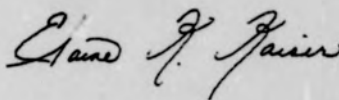
Citizens who wish to file a comment may submit one original. However, government agencies and businesses are required to submit an original plus 10 copies.

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

In the lower left hand corner, indicate:
Attn: Elaine K. Kaiser
Environmental Project Director
Section of Environmental Analysis
Environmental Filing

If you have any questions, please feel free to contact Mike Dalton, SEA's Program Manager for the Proposed Conrail Acquisition, at (202) 565-1530.

Sincerely,



Elaine K. Kaiser
Environmental Project Director
Section of Environmental Analysis

Enclosure

Follow-up Letter to County Administrators in Consultation Communities

SEA sent a follow-up letter to county administrators in communities that could be affected by newly identified potential hazardous materials transportation safety and/or noise impacts. The letter included a description of these potential impacts and solicited comments from the communities within a 45-day comment period. Following is a copy of the letter.

[THIS PAGE INTENTIONALLY LEFT BLANK]



SURFACE TRANSPORTATION BOARD
Washington, DC 20423

Section of Environmental Analysis

February 27, 1998

Re: Finance Docket No. 33388 -- CSX and Norfolk Southern -- Control and
Acquisition -- Conrail: Community Notification -- New Analysis

Dear County Administrator:

In mid-December, you were mailed a copy of the Draft Environmental Impact Statement (Draft EIS), prepared by the Surface Transportation Board's Section of Environmental Analysis (SEA), regarding the potential environmental effects of the Proposed Acquisition of Conrail, Inc. by Norfolk Southern Railroad and CSX Railroad. On January 12, 1998, SEA sent an Errata to all interested parties in an effort to facilitate review of the Draft EIS, clarify some of its information, and correct data discrepancies. Comments on the Draft EIS were due February 2, 1998.

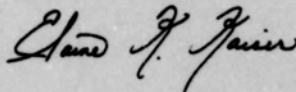
In the continuing process of evaluation, SEA has identified some potential hazardous materials transportation safety and/or noise impacts that could affect your county. This information was not in the Draft EIS and is based in part on updated data that was not received until after the Draft EIS was issued. Enclosed with this letter is the new information regarding your county.

This new information does not change or alter SEA's prior analysis, results, or preliminary mitigation recommendations in other environmental impact areas, nor does it affect the integrity of the information contained in the Draft EIS. However, to ensure that your county has the opportunity to comment on the new analysis, SEA is providing a 45-day comment period for your county that is limited to the new information provided here. SEA will consider any comments received from your county by April 15, 1998 in preparing a Final EIS. Public comments must be filed with SEA no later than that date because the Final EIS is scheduled to be issued in late May 1998.

The Board will consider the entire environmental record, including all public comments, the Draft EIS, and the Final EIS in making its final decision on the Proposed Conrail Acquisition. The Board will hold an open voting conference on June 8, 1998 and intends to issue its final written decision on July 23, 1998.

If you have any questions or comments, please call SEA's toll-free Environmental Hotline at 1-888-869-1997 or access the web site at <<http://www.conrailmerger.com>>. Thank you for your interest and participation in the EIS process.

Sincerely yours,



Elaine K. Kaiser
Environmental Project Director
Section of Environmental Analysis

Enclosure

APPENDIX R
All Relevant Board Decisions

CONTENTS

	Page
APPENDIX R: ALL RELEVANT BOARD DECISIONS	R-1
Board Decision No. 6	R-3
Board Decision No. 9	R-19
Board Decision No. 12	R-33
Board Decision No. 52	R-73
Board Decision No. 54	R-79
Board Decision (Sub-No. 1)	R-95
Board Decision No. 71	R-125
Board Decision No. 73	R-129
Board Decision No. 75	R-133

[THIS PAGE INTENTIONALLY LEFT BLANK]

APPENDIX R

ALL RELEVANT BOARD DECISIONS

This appendix includes copies of the Surface Transportation Board's (the Board's) decisions relevant to the proposed Conrail Acquisition. The following list identifies and briefly describes the Board's decisions. Copies of the Board's decisions follow in the listed order.

- STB Finance Docket No. 33388 — Board Decision No. 6. This Board decision, effective May 30, 1997, is a notice of issuance of the final procedural schedule.
- STB Finance Docket No. 33388 — Board Decision No. 9. This Board decision, effective June 11, 1997, grants a waiver to the Applicants¹ to file separate applications for seven construction projects in advance of final ruling on the primary Application.
- STB Finance Docket No. 33388 — Board Decision No. 12. This Board decision, effective July 23, 1997, is a notice of acceptance of the primary application and related filings, and a notice of related proposed abandonments.
- STB Finance Docket No. 33388 — Board Decision No. 52. This Board decision, effective November 3, 1997, requires the Applicants to prepare Safety Integration Plans.
- STB Finance Docket No. 33388 — Board Decision No. 54. This Board decision, effective November 12, 1997, is a notice of acceptance of Responsive Applications and related filing.
- STB Finance Docket No. 33388 (Sub-No.1). This Board decision, effective November 25, 1997, gives the Board's final approval to the Applicants, subject to certain environmental mitigation conditions, to build seven proposed construction projects.

¹ "The Applicants" refers to CSX Corporation and CSX Transportation, Inc. (CSX); Norfolk Southern Corporation and Norfolk Southern Railway Company (NS); and Conrail, Inc., and Consolidated Rail Corporation (Conrail).

- STB Finance Docket No. 33388 — Board Decision No. 71. This Board decision, effective March 17, 1998, directs SEA and the consultants to cease, until April 15, 1998, any further informal discussions with the affected parties in the Greater Cleveland Area².
- STB Finance Docket No. 33388 — Board Decision No. 73. This Board decision, effective March 20, 1998, clarifies that Decision No. 71 was intended to facilitate negotiations among the various interested parties.
- STB Finance Docket No. 33388 — Board Decision No. 75. This Board decision, effective April 15, 1998, acknowledges that the parties referenced in Decision Nos. 71 and 73 remain in serious negotiations and extends the prohibition on further informal discussions by SEA and the consultants to April 23, 1998.

² The Greater Cleveland area includes Cleveland, East Cleveland, Berea, Brook Park, Olmstead Falls, and the West Shore suburbs (Lakewood, Bay Village, Rocky River, and Westlake).

BOARD DECISION NO. 6

STB

FD

33388

5-22-98

K

29206V6D

5/10

[THIS PAGE INTENTIONALLY LEFT BLANK]

27870
EB

SURFACE TRANSPORTATION BOARD

DECISION

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

AGENCY: Surface Transportation Board.

ACTION: Decision No. 6; Notice of Issuance of Procedural Schedule.

SUMMARY: Having received public comments on applicants' proposed procedural schedule and applicants' reply to those comments, the Board is issuing a final procedural schedule. This schedule provides for issuance of a final decision no later than 350 days after filing of the primary application.

EFFECTIVE DATE: The effective date of this decision is May 30, 1997. Notices of intent to participate in this proceeding will be due 45 days after the primary application is filed. All descriptions of inconsistent and responsive applications, as well as any petitions for waiver or clarification with respect thereto, will be due 60 days after the primary application is filed. All comments, protests, requests for conditions, inconsistent and responsive applications, and any other opposition evidence and argument will be due 120 days after the primary application is filed. For further information, see the procedural schedule set forth below.

ADDRESSES: An original and 25 copies¹ of all documents, referring to STB Finance Docket No. 33388, must be sent to the Office of the Secretary, Case Control Branch, ATTN: STB Finance Docket No. 33388, Surface Transportation Board, 1925 K Street, N.W., Washington, DC 20423-0001.² In addition, one copy of all documents in this proceeding must be sent to Administrative Law Judge Jacob Leventhal, Federal Energy Regulatory Commission, 888 First Street, N.E., Suite 11F, Washington, DC 20426 [(202) 219-2538; FAX: (202) 219-3289] and to each of the applicants' representatives: (1) Dennis G. Lyons, Esq., Arnold & Porter, 555 12th Street, N.W., Washington, DC 20004-1202; (2) Richard A. Allen, Esq., Zuckert Scoutt & Rasenberger, L.L.P., Suite 600, 888 Seventeenth Street, N.W., Washington, DC 20006-3939; and (3) Paul A. Cunningham, Esq., Harkins Cunningham, Suite 600, 1300 Nineteenth Street, N.W., Washington, DC 20036.

FOR FURTHER INFORMATION CONTACT: Julia M. Farr, (202) 565-1613. [TDD for the hearing impaired: (202) 565-1695.]

SUPPLEMENTARY INFORMATION: On April 10, 1997, CSX Corporation (CSXC), CSX Transportation, Inc. (CSXT), Norfolk Southern Corporation (NSC), Norfolk Southern Railway

¹ In addition to submitting an original and 25 copies of all documents filed with the Board, parties are requested also to submit all pleadings and attachments as computer data contained on a 3.5-inch diskette formatted for WordPerfect 7.0 (or formatted so that it can be converted into WordPerfect 7.0) and clearly labeled with the identification acronym and number of the pleading contained on the diskette. See 49 CFR 1180.4(a)(2). The computer data contained on the computer diskettes submitted to the Board will be subject to the protective order granted in Decision No. 1, served on April 16, 1997 (as modified in Decision No. 4, served May 2, 1997), and is for the exclusive use of Board employees reviewing substantive and/or procedural matters in this proceeding. The flexibility provided by such computer data will facilitate timely review by the Board and its staff.

² In order for a document to be considered a formal filing, the Board must receive an original and 25 copies of the document, which must show that it has been properly served. Documents transmitted by facsimile (FAX), as in the past, will not be considered formal filings and thus are not encouraged because they will result in unnecessarily burdensome, duplicative processing in what we expect to become a voluminous record.

Applicants may file in bound volumes an original and 25 copies of related applications, petitions, and notices of exemption; however, to facilitate our processing of these related filings, we will require that applicants also file two unbound copies of each of these filings.

Company (NSR), Conrail Inc. (CRI), and Consolidated Rail Corporation (CRC)³ filed a notice of intent (CSX/NS-1) that they intend to file an application under 49 U.S.C. 11323-25 (referred to as the "primary application") seeking Board authorization for, among other things, (a) the acquisition by CSX and NS of control of Conrail, and (b) the division of the assets of Conrail by and between CSX and NS.⁴ Applicants expect to file their primary application, and any related applications, petitions, and notices, on or before July 10, 1997, but not before June 16, 1997.

In Decision No. 2, served April 21, 1997, and published that day in the *Federal Register* at 62 FR 19390, we determined that the transaction contemplated by applicants is a major transaction as defined at 49 CFR 1180.2(a), and we invited comments due May 1, 1997, on applicants' proposed procedural schedule. Comments were filed, and on May 8, 1997, applicants filed a consolidated reply to the comments (CSX/NS-11).

Over 25 comments were received in response to Decision No. 2. Comments were filed by shipper organizations, shippers (including electric utilities), ports, railroads, government parties, and rail labor unions. We have carefully reviewed all of the comments that we received on the proposed procedural schedule. Given the magnitude of applicants' proposed transaction concerning the restructuring of rail service within the entire Eastern United States, we have determined that a 350-day procedural schedule (which is more than applicants had proposed, but less than the statutory maximum) will ensure that all parties are accorded due process and allow

³ CSXC and CSXT are referred to collectively as CSX. NSC and NSR are referred to collectively as NS. CRI and CRC are referred to collectively as Conrail. CSX, NS, and Conrail are referred to collectively as applicants.

⁴ By letter dated April 24, 1997, applicants submitted, pursuant to 49 CFR 1013.3(a), an Amended and Restated Voting Trust Agreement (hereinafter referred to as Joint-VTA-1) that NSC, CSXC, and Green Acquisition Corporation propose to enter into with an institutional trustee, Deposit Guaranty National Bank, and a limited liability company to be formed shortly. NSC and CSXC intend that the Trustee will hold, in the voting trust (hereinafter referred to as the Joint Voting Trust) to be established pursuant to Joint-VTA-1, all common shares of Conrail Inc. (CRI): (1) acquired previously, and separately, by NSC and CSXC and currently held in separate voting trusts; or (2) hereafter acquired by NSC and CSXC pursuant to the Third Supplement (dated April 10, 1997) to the Second Offer to Purchase (the Second Offer, dated December 6, 1996). NSC and CSXC intend that the Joint Voting Trust to be established pursuant to Joint-VTA-1 will be a single consolidated voting trust ultimately superseding and replacing the previously established separate voting trusts. An informal staff opinion letter with respect to the voting trust was issued on May 8, 1997.

us time to consider fully all of the issues in this proceeding, including environmental issues, and reach a timely resolution of this matter.

In particular, this schedule will permit us to take the hard look at environmental issues as required by the National Environmental Policy Act (NEPA) and the related regulations of the Council on Environmental Quality. The Board's Section of Environmental Analysis (SEA) has determined that the preparation of an Environmental Impact Statement (EIS) is warranted for this proceeding. This determination is based on the nature and scope of environmental issues (e.g., intercity passenger service and commuter rail service) that are likely to arise in this proceeding as well as SEA's evaluation of the information available to date, including the Preliminary Environmental Report filed on May 16, 1997. We agree with SEA that an EIS is warranted in this proceeding. The procedural schedule that we are adopting will provide the necessary time to enable us to undertake an EIS.

Within this procedural schedule, we will be able to consider fully all issues affecting the public interest, and will also be able to address cumulative impacts and crossover effects of prior mergers as appropriate. Further, we will consider the transaction in light of any settlement agreements that the applicants may reach with any parties.

We are not unmindful of the concerns parties have raised regarding the amount of time necessary to prepare their cases or of the concerns applicants have raised regarding employment uncertainty among Conrail management and possible deterioration in Conrail service during the pendency of this proceeding, and have crafted the attached procedural schedule with fairness to all parties in mind. While we are sensitive to applicants' concerns and their desire to have an expedited schedule, we believe that the 350-day schedule that we are adopting is not unduly long and will not result in lasting adverse effects on the Conrail system or properties. We believe that the longer schedule is necessary and appropriate for this case to allow sufficient time for participation by the public and consideration by the Board, including the preparation of an EIS. Accordingly, we have adjusted the procedural schedule proposed by applicants to give more time for the submission and review of evidence and arguments, and to provide adequate time for preparing an EIS.

Environmental reporting for primary applicants. As indicated above, applicants filed their joint Preliminary Environmental Report (PER) on May 16, 1997. CSX and NS will provide detailed and updated information (with supporting documentation) and environmental impact analyses in the Environmental Report (ER) they will file with their primary application and related applications, petitions, and notices. CSX and NS will provide a copy of the ER to all parties of record in this proceeding; appropriate federal, state, and local agencies; and affected parties according to the Board's environmental rules found in 49 CFR part 1105.

As discussed above, SEA has determined that the preparation of an EIS is warranted for this proceeding. A notice of intent to prepare an EIS will be published in the *Federal Register* shortly, which will explain in further detail the EIS process for this proceeding. SEA will initiate public scoping as soon as possible after the joint application and environmental report are filed to allow interested persons to participate in determining the scope of the EIS that will be prepared. SEA anticipates that the final scope of the EIS will be issued approximately 80 days after the filing of the joint application.

When, as here, the preparation of an environmental impact statement is contemplated for a railroad proceeding, the Board's environmental rules at 49 CFR 1105.10(a)(1) normally require the prospective applicants to submit to SEA a 6-month prefiling notice in advance of the application. However, where appropriate, 49 CFR 1105.10(c) allows the waiver of this 6-month prefiling notice. Here, SEA for some time has been engaged in on-going consultations with both CSX and NS about the proposed merger and the potential associated environmental impacts. Moreover, the applicants' joint PER provided detailed descriptive information about the project. In these circumstances, SEA believes that there is no need for the 6-month waiting period. Therefore, as indicated in Decision No. 7 (served concurrently herewith, but not published in the *Federal Register*), the 6-month prefiling notice requirement will be waived in this case.

Environmental reporting for inconsistent and responsive applicants. In order for us to fulfill our responsibilities under NEPA and other environmental laws, inconsistent and responsive applicants must submit certain environmental information. To facilitate the environmental review process, inconsistent and responsive applicants will be required to file by Day F + 100 either (1) a verified statement that the inconsistent or responsive application will have no significant environmental impact or (2) a responsive environmental report (RER) that contains detailed environmental information regarding the inconsistent or responsive application.

The RER. The RER should comply with all requirements for environmental reports contained in our environmental rules at 49 CFR 1105.7. Also, the RER should address the environmental issues identified in the final scope of the EIS for the entire merger, to the extent such issues are applicable to the particular inconsistent or responsive application. (For example, if, in the final scope of the EIS, SEA identified potential rail commuter service impacts as an issue to be addressed, we would expect the RER also to address that issue if commuter services were involved in the particular inconsistent or responsive application.)

The RER should be based on consultations with SEA and the various agencies set forth in 49 CFR 1105.7(b). In addition, the information in the RER should be organized as follows: Executive Summary; Purpose and Need for Agency Action; Description of the Inconsistent or Responsive Application and Related Operations; Description of the Affected Environment; Description of Alternatives; Analysis of the Potential Environmental Impacts; Proposed

Mitigation; and Appropriate Appendices that include correspondence and consultation responses, bibliography, and a list of preparers.

The purpose of an RER is to provide us the information we need to assess the potential environmental impacts of all inconsistent and responsive applications in the context of the overall merger proposal. After an RER is received, SEA will verify the information contained in the document. If the RER is acceptable, SEA will include the RER with the Draft EIS for the entire merger that will be served and made available for public comment.

In order to ensure timely, consistent, and appropriate environmental documentation, inconsistent and responsive applicants must consult with SEA as early as possible. If an RER is insufficient, we may require additional environmental information or reject the inconsistent or responsive application.

A verified statement of no significant impact. If an action proposed under an inconsistent or responsive transaction would typically fall within 49 CFR 1105.6(c)(2), an RER would not be required because such an action is generally exempt from environmental review. In such a case, the inconsistent or responsive applicant would be required to file only a verified statement. The verified statement must demonstrate that the inconsistent or responsive application meets the exemption criteria of 49 CFR 1105.6(c)(2). Again, anyone desiring to file an inconsistent application or responsive application must consult with SEA as early as possible regarding the appropriate environmental documentation.

SEA will review the verified statements. If a verified statement is insufficient, we may require additional environmental information or reject the inconsistent or responsive application. The verified statements, like the RERs, will be included in the Draft EIS, which will be available for public review and comment.

Notice of intent to participate. All documents received by the Board concerning this proceeding will become part of the public record and will be placed in the public docket for inspection and copying. Only those documents considered formal filings (i.e., those meeting the filing specifications discussed above in the ADDRESSES section) will be downloaded to the so-called pleading list. Moreover, persons who submit documents that are not considered formal filings will not be placed on the service list in this proceeding.

We will compile and issue an official service list at an early stage in this proceeding to facilitate the participation of those persons who will be actively participating as "parties of record" (POR). We are requiring these persons to notify the Board, in writing, within 45 days after the primary application is filed, of their intent to participate actively in this proceeding. In order to be designated a POR, a person must submit an original plus 25 copies of the notice along with a certificate of service to the Secretary of the Board indicating that the notice has been

properly served on applicants' representatives and Judge Leventhal.⁵ Every future filing by an POR must have its own certificate of service indicating that all PORs on the service list and Judge Leventhal have been served with a copy of the filing. Members of the United States Congress will be designated as MOC and Governors will be designated as GOV on the service list. They are *not* parties of record and need *not* be served with copies of filings, unless designated as a POR.

We will continue to follow our practice regarding the service of Board actions established in *Union Pacific Corporation, Union Pacific Railroad Company, and Missouri Pacific Railroad Company--Control and Merger--Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and The Denver and Rio Grande Western Railroad Company*, Finance Docket No. 32760 (UP/SP). See UP/SP, Decision No. 15 (STB served Feb. 16, 1996), at 2-3. Copies of decisions, orders, and notices will be served only on those persons who are designated as POR, MOC, or GOV on the official service list. All other interested parties are encouraged to make advance arrangements with the Board's copy contractor, DC News & Data, Inc. (DC News), to receive copies of Board decisions, orders, and notices served in this proceeding. DC News will handle the collection of charges and the mailing and/or faxing of decisions to persons who request this service. The telephone number for DC News is: (202) 289-4357.

Comments, protests, requests for conditions, and any other opposition evidence and argument. Most commenters support Day F + 120 as the minimum time necessary to prepare comments, protests, requests for conditions, and any other opposition evidence and argument. Applicants support giving persons at least 120 days to make such submissions. We will keep Day F + 120 as the due date for the filing of comments, protests, requests for conditions, and any other opposition evidence and argument. All inconsistent and responsive applications, including comments from the United States Department of Justice (DOJ) and the United States Department of Transportation (DOT), are also due on Day F + 120. Every party intending to file an inconsistent or responsive application must contact the Office of the Secretary at (202) 565-1681 to reserve an STB Finance Docket No. 33388 Sub-Number to use in filing the description of anticipated inconsistent or responsive application due on Day F + 60. Also, as set forth above in our discussion of environmental reporting, every party intending to file an inconsistent or responsive application must file a Responsive Environmental Report or Environmental Verified Statement on Day F + 100.

⁵ The Office of the Secretary will start compiling the official service list in this proceeding after service of this decision adopting a procedural schedule. Persons named on any earlier service list will not automatically be placed on the official service list for this proceeding. Therefore, any person who wishes to be a POR must file a notice of intent to participate after the date of service of the decision and on or before Day F + 45.

Responses and rebuttals. Numerous commenters (including DOT) have requested additional time (ranging from 40-70 days) to digest and respond to comments, protests, requested conditions, and inconsistent and responsive applications. Given the complexity and magnitude of issues that potentially may arise in this proceeding, we will extend the due date proposed by applicants in their schedule by 25 days, thus providing the parties with a total of 55 days to file these responses. Responses to inconsistent and responsive applications, comments, protests, requested conditions, and opposition evidence and argument, as well as rebuttal in support of the primary application, will be due on Day F + 175.

We will not allow parties filing comments, protests, and requests for conditions to file rebuttal in support of those pleadings. Parties filing inconsistent and/or responsive applications have a right to file rebuttal evidence, while parties simply commenting, protesting, or requesting conditions do not. *UP/SP*, Decision No. 6 (ICC served Oct. 19, 1995, at 7-8, and published Oct. 23, 1995, at 60 FR 54384); *Burlington Northern Inc. and Burlington Northern Railroad Company--Control and Merger--Santa Fe Pacific Corporation and The Atchison, Topeka and Santa Fe Railway Company*, Finance Docket No. 32549, Decision No. 16 (ICC served Apr. 20, 1995), at 11. Several commenters seek additional time for parties to prepare rebuttal filings. The National Industrial Transportation League (NITL) seeks 25 days for the preparation of rebuttal filings; Allied Rail Unions (ARU), the Port Authority of New York and New Jersey, and DOT seek 30 days; and three electric utilities seek 40 days. Rebuttal in support of inconsistent and responsive applications will be due on Day F + 205, which will allow inconsistent and responsive applicants 30 days instead of 15 days to prepare their rebuttals.

Briefs. Many commenters request more time to prepare their briefs. We will expand the schedule to allow parties 20 more days to prepare their briefs (not to exceed 50 pages), which will be due on Day F + 245. Applicants state that, while their proposed transaction involves a single, overall primary application and an agreed-upon division of Conrail, their proposed transaction also involves the extension of two separate and competing railroads into the territory now served by Conrail, and separate, competing operating and marketing plans for those two railroads. Applicants therefore request to file separate, 50-page briefs because, as applicants contend, there may be a considerable number of arguments made individually by CSX and NS, and many points of opposition to be responded to that are peculiar to one or the other. Some parties argue that applicants should file a single brief. Some parties argue that, if applicants are permitted to file separate briefs, then all other parties should be permitted to file longer briefs. We will allow CSX and NS to file separate, 50-page briefs. We are unpersuaded that other parties should be permitted to file longer briefs. Applicants will have only 50 pages to address arguments of dozens of parties. Other parties should easily be able to respond to several parties in the same number of pages or less. We therefore will continue to restrict briefs to 50 pages, which we think will be more than adequate for the parties succinctly to present their arguments.

Other dates. A number of parties request additional time to prepare for oral argument (e.g., NITL requests to have 25 days to prepare for oral argument; and ARU requests to have 60 days to prepare for oral argument). Several parties urge that the Board should take more time (e.g., at least 45 days) to consider briefs before the voting conference and to take the time necessary to consider fully the overall record. We will extend the schedule to allow parties to have 45 days (Day F + 290), rather than 15 days, to prepare for oral argument (close of record). The voting conference (at the Board's discretion) is scheduled 5 days thereafter on Day F + 295, which will allow the Board 50 days, rather than 20 days, to consider the briefs. The date of service of the final decision is scheduled 55 days thereafter on Day F + 350.

Discovery. The Society of Plastics raises concern that applicants may burden parties with discovery requests before the filing of comments, and proposes revised language for the procedural schedule. We do not find it necessary to revise any language in the procedural schedule. We will clarify, however, that discovery on parties filing comments, protests, requests for conditions, and inconsistent and responsive applications may begin on Day F + 120, or earlier if parties mutually agree.

In accordance with our decision in STB Ex Parte No. 527 served on October 1, 1996, and published in the *Federal Register* on October 8, 1996 (61 FR 52710), parties should not file any discovery requests or materials with the Board unless they are attached as part of an evidentiary submission, motions to compel, or responses thereto. The Secretary's Office will otherwise reject them.

If the parties wish to engage in any discovery or establish any discovery guidelines, they are directed to consult with Administrative Law Judge Jacob Leventhal. Judge Leventhal is authorized to convene a discovery conference, if necessary and as appropriate, in Washington, DC, and to establish such discovery guidelines, if any, as he deems appropriate. However, Judge Leventhal is not authorized to make adjustments to, or to modify, the dates in the procedural schedule. We believe the schedule as adopted allows sufficient time for meaningful discovery. Any interlocutory appeal to a decision issued by Judge Leventhal will be governed by the stringent standard of 49 CFR 1115.1(c): "Such appeals are not favored; they will be granted only in exceptional circumstances to correct a clear error of judgment or to prevent manifest injustice." See *Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company--Control--Chicago and North Western Transportation Company and Chicago and North Western Railway Company*, Finance Docket No. 32133, Decision No. 17, at 9 (ICC served July 11, 1994) (applying the "stringent standard" of 49 CFR 1115.1(c) to an appeal of an interlocutory decision issued by former Chief Administrative Law Judge Paul S. Cross).

Deadlines applicable to appeals and replies. As in prior merger proceedings, we think it appropriate to tighten the deadlines provided by 49 CFR 1115.1(c). Accordingly, the provisions of the second sentence of 49 CFR 1115.1(c) to the contrary notwithstanding, an appeal to a

decision issued by Judge Leventhal must be filed within 3 working days of the date of his decision, and any response to any such appeal must be filed within 3 working days thereafter. Likewise, any reply to any procedural motion filed with the Board itself in the first instance must also be filed within 3 working days of the date the motion is filed.

Errata filings. The procedural schedule that we are adopting should provide parties ample time to build a sufficient record for us to make a reasoned decision in this proceeding. We do not intend to permit this process to be marred by the filing of errata sheets significantly altering the evidence and conclusions contained in earlier submissions, as such filings may curtail the ability of parties to respond fully and adequately to the record within the time frames we have established.

Merger-related abandonments. As indicated in Decision No. 7, the procedural schedule applicable to merger-related abandonments will be as follows: (1) all merger-related abandonment proposals (which may be filed as applications, petitions, and/or notices) are to be filed, with any and all supporting documentation, simultaneously with the primary application; and (2) if the primary application is complete, we shall publish in the *Federal Register*, by Day F + 30, notice of the acceptance of the primary application as well as notice of any merger-related abandonment proposals. Thereafter, with respect to each merger-related abandonment proposal: (3) interested parties must file notifications of intent to participate in the proceeding by Day F + 45; (4) interested parties must file opposition submissions, requests for public use conditions, and/or Trails Act requests by Day F + 120; (5) applicants may file rebuttal in support of their abandonment proposals, and/or responses to any requests for public use conditions and Trails Act requests, by Day F + 175; (6) as with the primary application and all related matters, briefs shall be due by Day F + 245, oral argument will be held on Day F + 290, and a voting conference will be held, at the Board's discretion, on Day F + 295; and (7) if, in the final decision served on Day F + 350, we approve the primary application, we shall also address, in that final decision, each of the abandonment proposals, and all matters (including requests for public use conditions and Trails Act requests) relative thereto; and if we either approve or exempt any of the abandonment proposals, we shall allow interested parties to file, no later than 10 days after the date of service of the final decision, offers of financial assistance with respect to any approved or exempted abandonments.

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

Decided: May 22, 1997.

By the Board, Chairman Morgan and Vice Chairman Owen.

Vernon A. Williams
Secretary

FINAL PROCEDURAL SCHEDULE

- F - 30 Preliminary Environmental Report, including supporting documents due.
- F Primary application & related applications, petitions, and notices filed.
[Environmental Report, including all supporting documents due.]
- F + 30 *Federal Register* publication of: notice of acceptance of primary application and related applications, petitions, and notices; and notice(s) of any merger-related abandonment applications, petitions, and notices of exemption.
- F + 45 Notification of intent to participate in proceeding due.
- F + 60 Description of anticipated inconsistent and responsive applications due; petitions for waiver or clarification due with respect to such applications.
- F + 100 Responsive Environmental Report and Environmental Verified Statements for inconsistent and responsive applicants due.
- F + 120 Inconsistent and responsive applications due. All comments, protests, requests for conditions, and any other opposition evidence and argument due. Comments by U.S. Department of Justice and U.S. Department of Transportation due. With respect to all merger-related abandonments: opposition submission, requests for public use conditions, and Trails Act requests due.
- F + 150 Notice of acceptance (if required) of inconsistent and responsive applications published in the *Federal Register*.
- F + 175 Response to inconsistent and responsive applications due. Response to comments, protests, requested conditions, and other opposition arguments and evidence due. Rebuttal in support of primary application and related applications, petitions, and notices due. With respect to all merger-related abandonments: rebuttal due; and responses to requests for public use and Trails Act conditions due.
- F + 205 Rebuttal in support of inconsistent and responsive applications due.
- F + 245 Briefs due, all parties (not to exceed 50 pages).
- F + 290 Oral argument (close of record).

F + 295 Voting conference (at Board's discretion).

F + 350 Date of service of final decision.
With respect to any approved or exempted abandonments: offers of financial assistance may be filed no later than 10 days after the date of service of the final decision.

Notes: Immediately upon each evidentiary filing, the filing party will place all documents relevant to the filing (other than documents that are privileged or otherwise protected from discovery) in a depository open to all parties, and will make its witnesses available for discovery depositions. Access to documents, subject to protective order, will be appropriately restricted. Parties seeking discovery depositions may proceed by agreement. Discovery on responsive and inconsistent applications will begin immediately upon their filing. The Administrative Law Judge assigned to this proceeding will have the authority initially to resolve any discovery disputes.

[THIS PAGE INTENTIONALLY LEFT BLANK]

BOARD DECISION NO. 9

[THIS PAGE INTENTIONALLY LEFT BLANK]

SURFACE TRANSPORTATION BOARD

DECISION

STB Finance Docket No. 33388

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

Decision No. 9¹

Decided: June 11, 1997

On April 10, 1997, CSX Corporation (CSXC), CSX Transportation, Inc. (CSXT), Norfolk Southern Corporation (NSC), Norfolk Southern Railway Company (NSR), Conrail Inc. (CRI), and Consolidated Rail Corporation (CRC)² filed their notice of intent to file an application seeking our authorization for: (a) the acquisition by CSX and NS of control of Conrail, and (b) the division of Conrail's assets by and between CSX and NS. In Decision No. 5, served and published in the *Federal Register* on May 13, 1997, at 62 FR 26352, we invited comments from interested persons respecting the CSX-1 and NS-1 petitions filed May 2, 1997, by applicants

¹ This decision also embraces the following proceedings: STB Finance Docket No. 33388 (Sub-No. 1), *CSX Transportation, Inc., and Consolidated Rail Corporation--Construction--Crestline, OH*; STB Finance Docket No. 33388 (Sub-No. 2), *CSX Transportation, Inc., and Consolidated Rail Corporation--Construction--Willow Creek, IN*; STB Finance Docket No. 33388 (Sub-No. 3), *CSX Transportation, Inc., and Consolidated Rail Corporation--Construction--Greenwich, OH*; STB Finance Docket No. 33388 (Sub-No. 4), *CSX Transportation, Inc., and Consolidated Rail Corporation--Construction--Sidney Junction, OH*; STB Finance Docket No. 33388 (Sub-No. 5), *Norfolk Southern Railway Company and Consolidated Rail Corporation--Construction--Colson/Bucyrus, OH*; STB Finance Docket No. 33388 (Sub-No. 6), *Norfolk Southern Railway Company and Consolidated Rail Corporation--Construction--Alexandria, IN*; and STB Finance Docket No. 33388 (Sub-No. 7), *Norfolk Southern Railway Company--Construction--Sidney, IL*.

² CSXC and CSXT are referred to collectively as CSX. NSC and NSR are referred to collectively as NS. CRI and CRC are referred to collectively as Conrail. CSX, NS, and Conrail are referred to collectively as applicants.

CSX and NS, wherein applicants seek, for seven construction projects, waivers of our otherwise applicable "everything goes together" rule.³ The requested waivers, if granted, would allow CSX and NS to begin construction on the seven projects following the completion of our environmental review of the constructions, and our issuance of further decisions exempting or approving construction, but in advance of a final ruling on the primary application.

Seven construction projects, more fully detailed below, are the focus of the two petitions. Applicants contend that it is important that these projects (all of which involve relatively short connections between two rail carriers and which have a total length of fewer than 4 miles) be constructed prior to a decision on the primary application. Applicants claim that these connections must be in place prior to a decision on the primary application so that, if and when we approve the primary application, CSXT (with respect to four of the connections) and NSR (with respect to the other three) will be immediately able to provide efficient service in competition with each other. Applicants contend that, without early authorization to construct these connections, both CSXT and NSR would be severely limited in their ability to serve important (though different) customers. At the same time, applicants recognize that there can be no construction until we complete our environmental review of each of these construction projects and we issue a decision approving the construction, or an exemption from our otherwise applicable construction approval criteria, and impose whatever environmental conditions that we find appropriate.

The CSX Connections. If we grant its waiver request, CSXT will file, in four separate dockets,⁴ a notice of exemption pursuant to 49 CFR 1150.36 for construction of a connection at Crestline, OH, and petitions for exemption pursuant to 49 U.S.C. 10502 and 49 CFR 1121.1 and 1150.1(a) for the construction of connections at Greenwich and Sidney, OH, and Willow Creek, IN. CSXT indicates that it would consult with appropriate federal, state, and local agencies with respect to any potential environmental effects from the construction of these connections and would file environmental reports with our Section of Environmental Analysis (SEA) at the time that the notice and petitions are filed. The connections at issue are as follows:

- (1) Two main line CRC tracks cross at Crestline, and CSXT proposes to construct in the northwest quadrant a connection track between those two CRC main lines.

³ Our regulations provide that applicants shall file, concurrently with their 49 U.S.C. 11323-25 primary application, all "directly related applications, e.g., those seeking authority to construct or abandon rail lines, * * * ." 49 CFR 1180.4(c)(2)(vi). Our regulations also provide, however, that, for good cause shown, we can waive a portion, but not all, of the requirements otherwise imposed by our regulations. 49 CFR 1180.4(f)(1).

⁴ These dockets will be sub-dockets 1, 2, 3, and 4 under STB Finance Docket No. 33388.

The connection would extend approximately 1,507 feet⁵ between approximately MP 75.4 on CRC's North-South main line between Greenwich, OH, and Indianapolis, IN, and approximately MP 188.8 on CRC's East-West main line between Pittsburgh, PA, and Ft. Wayne, IN.

- (2) CSXT and CRC cross each other at Willow Creek, and CSXT proposes to construct a connection track in the southeast quadrant between the CSXT main line and the CRC main line. The connection would extend approximately 2,800 feet between approximately MP BI-236.5 on the CSXT main line between Garrett, IN, and Chicago, IL, and approximately MP 248.8 on the CRC main line between Porter, IN, and Gibson Yard, IN (outside Chicago).
- (3) The lines of CSXT and CRC cross each other at Greenwich, and CSXT proposes to construct connection tracks in the northwest and southeast quadrants between the CSXT main line and the CRC main line. The connection in the northwest quadrant would extend approximately 4,600 feet between approximately MP BG-193.1 on the CSXT main line between Chicago and Pittsburgh, and approximately MP 54.1 on the CRC main line between Cleveland and Cincinnati. A portion of this connection in the northwest quadrant would be constructed utilizing existing trackage and/or right-of-way of the Wheeling & Lake Erie Railway Company. The connection in the southeast quadrant would extend approximately 1,044 feet between approximately MP BG-192.5 on the CSXT main line and approximately MP 54.6 on the CRC main line.
- (4) CSXT and CRC lines cross each other at Sidney Junction, and CSXT proposes to construct a connection track in the southeast quadrant between the CSXT main line and the CRC main line. The connection would extend approximately 3,263 feet between approximately MP BE-96.5 on the CSXT main line between Cincinnati, OH, and Toledo, OH, and approximately MP 163.5 on the CRC main line between Cleveland, OH, and Indianapolis, IN.

CSXT argues that, if it cannot begin the early construction of these four connections, its ability to compete with NSR will be severely compromised. CSXT claims that, if it could not offer competitive rail service from New York to Chicago and New York to Cincinnati using lines that it proposes to acquire from CRC, the achievement of effective competition between CSXT and NSR would be delayed significantly. CSXT adds that, if it cannot compete effectively with NSR "out of the starting blocks," this initial competitive imbalance could have a deleterious and

⁵ CSXT's correction, filed May 21, 1997, modified the length of this connection from 1,142 feet at MP 75.5 to 1,507 feet at MP 75.4.

long-term effect on CSXT's future operations and its ability to compete effectively with NSR, even when the connections are ultimately built. CSXT claims that, if its waiver was not granted, the time needed for construction and signal work could delay competitive operations for as long as 6 months after we take final action on the primary application.

The NS Connections. If we grant its waiver request, NSR will file, in three separate dockets,⁶ petitions for exemption pursuant to 49 U.S.C. 10502 and 49 CFR 1121.1 and 1150.1(a) for the construction of connections at Alexandria, IN, Colson/Bucyrus, OH,⁷ and Sidney, IL. NSR indicates that it would consult with appropriate federal, state, and local agencies with respect to any potential environmental effects from the construction of these connections and would file environmental reports with SEA at the time that the petitions are filed. The connections at issue are as follows:

- (1) The Alexandria connection would be in the northeast quadrant between former CRC Marion district lines to be operated by NSR and NSR's existing Frankfort district line. The new connection would allow traffic flowing over the Cincinnati gateway to be routed via a CRC line to be acquired by NSR to CRC's Elkhart Yard, a major CRC classification yard for carload traffic. This handling would permit such traffic to bypass the congested Chicago gateway. NSR estimates that the Alexandria connection would take approximately 9.5 months to construct.
- (2) The Colson/Bucyrus connection would be in the southeast quadrant between NSR's existing Sandusky district line and the former CRC Ft. Wayne line. This new connection would permit NSR to preserve efficient traffic flows, which otherwise would be broken, between the Cincinnati gateway and former CRC northeastern points to be served by NSR. NSR estimates that the Colson/Bucyrus connection would take approximately 10.5 months to construct.
- (3) The Sidney connection would be between NSR and Union Pacific Railroad Company (UPRR) lines. NSR believes that a connection would be required in the southwest quadrant of the existing NSR/UPRR crossing to permit efficient handling of traffic flows between UPRR points in the Gulf Coast/Southwest and NSR points in the Midwest and Northeast, particularly customers on CRC properties to be served by NSR. NSR estimates that the Sidney connection would take approximately 10 months to construct.

⁶ These dockets would be sub-dockets 5, 6, and 7 under STB Finance Docket No. 33388.

⁷ Although NSR in its petition describes this connection as Colson/Bucyrus, the correct designation is Colson/Bucyrus. See diagram attached to NS-1.

Comments. Four comments opposing applicants' waiver requests were filed. Steel Dynamics, Inc. (SDI) filed comments (SDI-3) on May 6, 1997; The Allied Rail Unions (ARU)⁸ filed comments (ARU-3) on May 15, 1997; American Trucking Associations, Inc. (ATA) filed comments on May 16, 1997; and The Council on Environmental Quality, Executive Office of the President (CEQ) late-filed comments on June 4, 1997.⁹ On June 4, 1997, CSX filed a reply (CSX-3) to the comments of ARU and ATA; and NS filed a reply (NS-3) to the comments of SDI, ARU, and ATA. On June 6, 1997, CSX and NS filed a joint reply (CSX/NS-16) to the comments of CEQ.

Steel Dynamics, Inc. SDI asks us to deny NSR's waiver petition and to require NSR to file any construction application or exemption with its primary application.¹⁰ SDI believes that NSR's three proposed construction connections are intertwined with the issues involved in the primary application. Creating separate dockets for these connections, according to SDI, will not be an efficient use of the Board's resources nor permit an adequate review of the issues involved in the Midwest region. SDI contends that the proposed transfer of NSR's Fort Wayne line to CRC, followed by CRC's transfer of the line, under a long-term operating agreement, to CSXT, see Decision No. 4, slip op. at 6-7, is intended to disguise the asserted fact that the acquisition of Conrail will create duplicate Chicago-bound lines only about 25 miles apart, running through Waterloo and Fort Wayne, IN. SDI maintains that our consideration of issues as complex as NSR's proposed connections and the possible divestiture of duplicate lines should not precede our review of the primary application.¹¹

⁸ ARU's membership includes American Train Dispatchers Department/BLE; Brotherhood of Locomotive Engineers; Brotherhood of Maintenance of Way Employees; Brotherhood of Railroad Signalmen; Hotel Employees and Restaurant Employees International Union; International Brotherhood of Boilermakers, Iron Ship Builders, Blacksmiths, Forgers and Helpers; International Brotherhood of Electrical Workers; The National Conference of Firemen & Oilers/SEIU; and Sheet Metal Workers' International Association.

⁹ As indicated in Decision No. 5, the comments filed by CEQ were due no later than June 2, 1997. We have accepted and considered CEQ's comments, and have permitted applicants to reply to the comments by June 6, 1997.

¹⁰ SDI did not address the merits of CSXT's waiver petition.

¹¹ SDI also asserts that NS has not sought waiver of our requirement that waiver petitions be filed at least 45 days prior to the filing of the primary application. See 49 CFR 1180.4(f)(2). SDI therefore asks us to clarify that NS may not file its application before June 16, 1997, regardless of whether NS-1 is granted. We note that, in accordance with the procedural schedule
(continued...)

The Allied Rail Unions. ARU opposes the CSX-1 and NS-1 waiver petitions as inconsistent with our review of the primary application. ARU argues that, by requesting the waivers, CSXT and NSR seek leverage for our ultimate approval of the application, while allegedly evading public scrutiny and comment on the transaction as a whole. ARU maintains that the construction projects are directly related to, and are dependent on, our approval of the primary transaction, and that the construction projects should be authorized only if the transaction itself is authorized. ARU argues that our merger regulations already confer a significant advantage on the applicants because they may immediately file for related abandonments and line transfers, even though they do not currently own the affected lines. ARU avers that, as a consequence, CSXT and NSR have no basis to seek additional advantage through their waiver requests. ARU contends that applicants offered no evidence to support their "competitive disadvantage" or "delay of public benefits" arguments. According to the unions, the applicants' arguments on competitive disadvantage are inherently inconsistent because both carriers assert that they will be disadvantaged unless their respective petitions are granted. Accordingly, ARU believes that a reasonable competitive balance can be maintained by denying both waiver petitions.

American Trucking Associations, Inc. ATA asks us to reserve judgment on the seven construction projects until the primary application is filed and reviewed by the parties. ATA contends that our approval of the waivers, despite any disclaimer to the contrary, could be interpreted by the public as tacit support for the primary application and inadvertently stifle full debate on the relevant issues. According to ATA, early consideration of the construction projects will unreasonably burden the parties and the Board's staff by requiring incremental participation in the transaction approval process. ATA also maintains that the competitive impact of the seven construction projects could not be adequately determined in the absence of consideration of the primary application.

The Council on Environmental Quality, Executive Office of the President. CEQ believes that the construction and operation aspects of applicants' track connection projects should be assessed at the same time so that the environmental impacts of operating these rail lines can be properly evaluated. CEQ cites its regulations at 40 CFR 1508.25(a)(1) that, when actions are "closely related," they "should be discussed in the same impact statement." CEQ also maintains that bifurcation of the related decisions appear to conflict with 40 CFR 1506.1(c)(3), which

¹¹(...continued)

adopted in Decision No. 6 (served and published on May 30, 1997) applicants may not file their primary application until 30 days after the filing of applicants' Preliminary Environmental Report, which was filed on May 16, 1997. The primary application, therefore, may be filed only on or after June 16, 1997. SDI's request in this regard is moot.

prohibits agencies from taking actions that will prejudice the ultimate decision in a programmatic environmental impact statement (EIS). In this regard, CEQ contends that, even though the proposed merger does not involve a programmatic EIS, if we grant the proposed waivers, the likelihood that we will subsequently deny the merger tends to decrease.

According to CEQ, courts have recognized the need to prepare a comprehensive EIS when actions are functionally or economically related in order to prevent projects from being improperly segmented. CEQ argues that the fact that applicants are willing to risk our eventual disapproval of the merger does not remove the interdependence of these individual decisions.

DISCUSSION AND CONCLUSIONS

Applicants' waiver petitions will be granted. It is understandable that applicants want to be prepared to engage in effective, vigorous competition immediately following consummation of the control authorization that they intend to seek in the primary application.¹² We are not inclined to prevent applicants from beginning the construction process simply to protect them from the attendant risks. We emphasize what applicants acknowledge--that any resources they expend in the construction of these connections may prove to be of little benefit to them if we deny the primary application, or approve it subject to conditions unacceptable to applicants, or approve the primary application but deny applicants' request to operate over any or all of the

¹² In this regard, we note that ARU is simply wrong in its assertion that a reasonable competitive balance can be maintained by denying both waiver petitions, so that neither carrier would face unanswered competition from the other. In their original petitions requesting waiver, both CSX and NS separately explained that these connections would permit each carrier to be able, as soon as possible following any Board approval of the primary application, to link its expanded system and compete with the other carrier in areas in which the other carrier's infrastructure would already be in place. As CSX has further explained (CSX-3 at 8):

CSX and NS have requested permission to construct connections that largely address different markets. Three of CSX's connections are intended to allow it to provide competitive services on routes linking Chicago and New York and the fourth on Northeast-Southeast routes served via Cincinnati. These are routes that NS will be able to serve immediately upon any Board approval of the Acquisition. NS's proposed connections, on the other hand, are focused on allowing it to compete with CSX in serving southwestern markets and to make use of an important Chicago-area yard used for interchanging traffic with western carriers. Denying the waiver petitions will only assure that inequality in competition, and the potential long term problems created by such inequality, will occur.

seven connections. Nonetheless, given applicants' willingness to assume those risks, we will grant the waivers they seek in CSX-1 and NS-1.

ARU maintains in its comments that applicants have no basis for seeking the waivers. Our rules, however, specifically provide for such requests, and we have entertained numerous waiver and clarification petitions in previous rail merger cases, as well as this one. *See, e.g.* Decision No. 7 (STB served May 30, 1997). ATA and SDI argue that the competitive effect of the involved connections should be considered as part of the primary application. We agree. Applicants' *operations* over these connections are interdependent with the primary application, and we will consider the competitive impact of the projects and the environmental effects of those operations along with our consideration of the primary application. Without authority to operate over the seven track connections for which the waivers are sought, applicants' construction projects alone will have no effect on competition. We emphasize that the waiver petitions that we are granting here are restricted to the construction of, and not the operation over, the seven connection projects described above.

The commenters complain that granting the waivers constitutes a prejudicial "rush to judgment" with respect to the primary application. However, as we emphasized in our May 13, 1997 request for comments, our grant of these waivers will not, in any way, constitute approval of, or even indicate any consideration on our part respecting approval of, the primary application. We also found it appropriate to note that, if we granted the waivers sought in the CSX-1 and NS-1 petitions, applicants would not be allowed to argue that, because we had granted the waivers, we should approve the primary application. We affirm those statements here.

Environmental considerations. CEQ has advised us not to consider the proposed construction projects separately from the operations that will be conducted over them. CEQ's recommendation is based upon its regulations at 40 CFR 1508.25(a)(1)(i)-(iii), and upon various court decisions, indicating that "when a given project effectively commits decisionmakers to a future course of action [] this form of linkage argue[s] strongly for joint environmental evaluation." *Coalition of Sensible Transp. v. Dole*, 826 F.2d 60, 69 (D.C. Cir. 1987). We believe, however, that we have the authority to consider the proposed construction projects separately, and agree with the applicants that permitting the construction proceedings to go forward now would be in the public interest and would not foreclose our ability to take the requisite hard look at all potential environmental concerns.

After reviewing the matter, we do concur with CEQ that regulatory and environmental issues concerning both the construction and operating aspects of these seven small construction

projects should be viewed together.¹³ Thus, in reviewing these projects separately, we will consider the regulatory and environmental aspects of these proposed constructions and applicants' proposed operations over these lines together in the context of whether to approve each individual physical construction project.¹⁴ The operational implications of the merger as a whole, including operations over the 4 or so miles embraced in the seven construction projects, will be examined in the context of the EIS that we are preparing for the overall merger. That EIS may result in further environmental mitigating conditions. No rail operations can begin over these seven segments until completion of the EIS process and issuance of a further decision.

We believe that CEQ may have misconstrued the merger project as consisting of just two roughly equivalent elements: construction and operation. In fact, these seven construction projects, including the operations over them, are but a tiny facet of an over \$10 billion merger project. To put matters in perspective, the construction projects together amount to fewer than 4 miles of connecting track for a 44,000-mile rail system covering the eastern half of the United States.¹⁵ Our approval of the construction exemptions will in no way predetermine the outcome of our merger decision. As was the case in *North Carolina v. City of Virginia Beach*, 951 F.2d 596, 602 (4th Cir. 1991) (*North Carolina*), segmentation of one phase of a larger project prior to completion of environmental review will not have "direct and substantial probability of influencing [the agency's] decision" on the overall project. *Accord, South Carolina ex. rel. Campbell v. O'Leary*, 64 F.3d 892, 898-99 (4th Cir. 1995). Approval of the constructions will not make approval of the merger any more likely, and we have made that clear to the railroads in

¹³ The applicable statute for both construction and operation of new rail lines is 49 U.S.C. 10901, which requires us to permit such actions unless they are shown to be inconsistent with the public convenience and necessity.

¹⁴ We will have the information we need to do this because applicants' environmental report that will accompany the application will address the environmental impacts of both the construction and proposed operation of these projects. In addition, as discussed below, applicants will be required to file a detailed preliminary draft environmental assessment (PDEA) for each of the seven projects.

¹⁵ Applicants point out that much of the construction on these short segments will take place within existing rights-of-way, suggesting that they will be unlikely to have significant environmental impacts. *Compare Thomas v. Peterson*, 753 F.2d 754 (9th Cir. 1985) (*Thomas*) (where the Forest Service proposed to construct a road through a pristine wilderness). Applicants also suggest that there are no alternative routings for these projects. That issue, however, has not yet been determined; it will be examined in the environmental assessments (EAs) or other environmental documents that will be prepared for each of these construction projects.

advance. *Compare Thomas* (where the Forest Service committed substantial *public* funds to a road project that could not be recovered absent its approval of related logging projects) with *North Carolina*, 951 F.2d at 602 (where, as here, the facts reflect that the city proposing the project accepted the risk that funds expended or constructed could be lost if the overall project were not approved).

Nor will separate consideration and approval of these small construction projects in any way undermine our ability to give meaningful and thorough consideration to all environmental issues surrounding the larger merger proposal. We have not, by segmenting these construction projects, broken down the environmental impacts of the merger into insignificant pieces escaping environmental review. See *Swain v. Brinegar*, 542 F.2d 364 (7th Cir. 1976). Indeed, we are preparing an EIS for the overall merger, and we will undertake appropriate environmental documentation for each of the seven individual construction projects. Our approach is appropriate because the environmental impacts of these constructions tend to be localized, whereas the impacts of the merger will affect a much larger area (quite likely the Eastern United States).

In sum, separate consideration of the seven construction projects and their environmental impacts should not be precluded by 40 CFR 1508.25 because: (1) approval of the construction projects will not automatically trigger approval of the merger; moreover, we have already determined to do an EIS for the merger and separate approval of these construction projects will in no way affect that decision; and (2) these appear to be "garden-variety connection projects" that will proceed at the railroads' financial risk, independent of the much larger merger proposal.

Having decided to grant the petitions for waiver, we will now set out some details of how we plan to proceed. In order to fulfill our responsibilities under the National Environmental Policy Act (NEPA) and related environmental laws, we will require applicants to submit certain information on the environmental effects of the construction and operation of the seven proposed connections. As noted, the applicants will file an environmental report with the primary application that will address all of the construction projects associated with the proposed merger, including the seven connections discussed in this decision.

In addition, we will require that applicants provide a specific PDEA for each individual construction project covered by this decision. Each PDEA must comply with all of the requirements for environmental reports contained in our environmental rules at 49 CFR 1105.7. Also, the PDEA must be based on consultations with our Section of Environmental Analysis (SEA) and the federal, state, and local agencies set forth in 49 CFR 1105.7(b), as well as other appropriate parties. The information in the PDEA should be organized as follows: Executive Summary; Description of Each Construction Project Including Proposed Operations; Purpose and Need for Agency Action; Description of the Affected Environment; Description of Alternatives; Analysis of the Potential Environmental Impacts; Proposed Mitigation; and Appropriate

Appendices that include correspondence and consultation responses. If a PDEA is insufficient, we may require additional environmental information or reject the document. We advise the applicants to consult with SEA as soon as possible concerning the preparation and content of each PDEA.

As part of the environmental review process, SEA will independently verify the information contained in each PDEA, conduct further independent analysis, as necessary, and develop appropriate environmental mitigation measures. For each project, SEA plans to prepare an EA, which will be served on the public for its review and comment. The public will have 20 days to comment on the EA, including the proposed environmental mitigation measures. After the close of the public comment period, SEA will prepare Post Environmental Assessments (Post EAs) containing SEA's final recommendations, including appropriate mitigation. In making our decision, we will consider the entire environmental record, including all public comments, the EAs, and the Post EAs.

Should we determine that any of the construction projects could potentially cause, or contribute to, significant environmental impacts, then the project will be incorporated into the EIS for the proposed merger and will not be separately considered. In order to provide SEA with adequate time to incorporate the proposed connections into the draft EIS, if warranted, applicants must file the PDEAs no later than Day F+75 under the procedural schedule established in Decision No. 6.

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

It is ordered:

1. The CSX-1 and NS-1 petitions for waiver are granted.
2. NSR and CSXT must serve copies of this decision on the Council on Environmental Quality, the Environmental Protection Agency's Office of Federal Activities, and the Federal Railway Administration, and certify that they have done so within 5 days from the date of service of this decision.
3. This decision is effective on the date of service.

By the Board, Chairman Morgan and Vice Chairman Owen.

Vernon A. Williams
Secretary

[THIS PAGE INTENTIONALLY LEFT BLANK]

BOARD DECISION NO. 12

[THIS PAGE INTENTIONALLY LEFT BLANK]

SERVICE DATE - JULY 23, 1997

SURFACE TRANSPORTATION BOARD

DECISION

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

AGENCY: Surface Transportation Board.

ACTION: Decision No. 12; Notice of Acceptance of Primary Application and Related Filings; Notice of Related Abandonments Proposed By Applicants.¹

SUMMARY: The Board is accepting for consideration the primary application and related filings filed June 23, 1997, by CSX Corporation (CSXC), CSX Transportation, Inc. (CSXT), Norfolk Southern Corporation (NSC), Norfolk Southern Railway Company (NSR), Conrail Inc. (CRR), and Consolidated Rail Corporation (CRC).² The primary application seeks Board approval and authorization under 49 U.S.C. 11321-25 for: (1) the acquisition by CSX and NS of control of Conrail; and (2) the division of the assets of Conrail by and between CSX and NS. The related filings, which include (among other things) two abandonment petitions and three abandonment notices, seek related relief contingent upon approval of the primary application.

DATES: The effective date of this decision is July 23, 1997. Any person who wishes to participate in this proceeding as a party of record must file, no later than August 7, 1997, a notice of intent to participate. Descriptions of responsive (including inconsistent) applications, and petitions for waiver or clarification regarding those applications, must be filed by August 22, 1997. Responsive (including inconsistent) applications, written comments (including comments of the U.S. Secretary of Transportation and the U.S. Attorney General), protests, requests for conditions, and any other opposition evidence and argument must be filed by October 21, 1997. For further information respecting dates, see Appendix B.

¹ This decision covers: (i) the primary application, which was filed in the STB Finance Docket No. 33388 lead docket; and (ii) the 39 related filings (1 application, 16 petitions, and 22 notices), which were filed in the 40 embraced dockets listed in Appendix A (one related filing, respecting the proposed abandonment in Edgar and Vermilion Counties, IL, was filed in two dockets).

² CSXC and CSXT, and their wholly owned subsidiaries, are referred to collectively as CSX. NSC and NSR, and their wholly owned subsidiaries, are referred to collectively as NS. CRR and CRC, and their wholly owned subsidiaries, are referred to collectively as Conrail. CSX, NS, and Conrail are referred to collectively as applicants.

ADDRESSES: An original and 25 copies of all documents must be sent to the Surface Transportation Board, Office of the Secretary, Case Control Unit, ATTN.: STB Finance Docket No. 33388, 1925 K Street, N.W., Washington, DC 20423-0001.³

In addition to submitting an original and 25 paper copies of each document filed with the Board, parties are also requested to submit one electronic copy of each such document. Further details respecting such electronic submissions are provided below.

Furthermore, one copy of each document filed in this proceeding must be sent to Administrative Law Judge Jacob Leventhal, Federal Energy Regulatory Commission, 888 First Street, N.E., Suite 11F, Washington, DC 20426 [(202) 219-2538; FAX: (202) 219-3289] and to each of applicants' representatives: (1) Dennis G. Lyons, Esq., Arnold & Porter, 555 12th Street, N.W., Washington, DC 20004-1202; (2) Richard A. Allen, Esq., Zuckert, Scoutt & Rasenberger, L.L.P., Suite 600, 888 Seventeenth Street, N.W., Washington, DC 20006-3939; and (3) Paul A. Cunningham, Esq., Harkins Cunningham, Suite 600, 1300 Nineteenth Street, N.W., Washington, DC 20036.

FOR FURTHER INFORMATION CONTACT: Julia M. Farr, (202) 565-1613. [TDD for the hearing impaired: (202) 565-1695.]

SUPPLEMENTARY INFORMATION: The transaction for which approval is sought in the primary application involves: the purchase by CSX and NS, by and through their subsidiaries, of all of the stock of CRR; the operation or use of some of Conrail's lines and assets by CSX and NS separately; and the operation or use of the remainder of Conrail's lines and assets by CSX and NS jointly.

THE APPLICANTS. CSX operates approximately 18,504 route miles and 31,961 track miles of railroad in 20 states east of the Mississippi River and in Ontario, Canada. Of that total, approximately 1,607 miles are operated under trackage rights while the remaining mileage is either owned by CSX or operated by CSX under contract or lease. CSX has principal routes to, and serves, virtually every major metropolitan area east of the Mississippi River, from Chicago, IL, St. Louis, MO, Memphis, TN, and New Orleans, LA, on the West to Miami, FL, Jacksonville, FL, Charleston, SC, Norfolk, VA, Washington, D.C., and Philadelphia, PA, on the East. Other major metropolitan areas served by CSX include Atlanta, GA, Nashville, TN, Cincinnati, OH, Detroit, MI, Pittsburgh, PA, Baltimore, MD, Charlotte, NC, Birmingham, AL, and Louisville, KY. CSX interchanges traffic with other railroads at virtually all of the aforementioned locations and at numerous other points on its railroad system.

NS operates approximately 14,282 route miles and 25,236 track miles of railroad in 20 states, primarily in the South and the Midwest, and in Ontario, Canada. Of that total,

³ In order for a document to be considered a formal filing, the Board must receive an original and 25 copies of the document, which must show that it has been properly served. Documents transmitted by facsimile (FAX) will not be considered formal filings and are not encouraged because they will result in unnecessarily burdensome, duplicative processing in what we expect to become a voluminous record.

approximately 1,520 miles are operated under trackage rights while the remaining mileage is either owned by NS or operated by NS under contract or lease. NS has routes to, and serves, virtually every major market in an area that stretches from Kansas City, MO, in the Midwest to Norfolk, VA, in the East, to Chicago, IL, and Buffalo, NY, in the North, and to New Orleans, LA, and Jacksonville, FL, in the South. These markets include Memphis, Chattanooga and Knoxville, TN; St. Louis, MO; Fort Wayne, IN; Detroit, MI; Toledo, Cincinnati, Columbus, and Cleveland, OH; Louisville and Lexington, KY; Bluefield, WV; Alexandria, Roanoke, Lynchburg, and Richmond, VA; Winston-Salem, Raleigh, Durham, Charlotte, and Morehead City, NC; Greenville, Spartanburg, Columbia, and Charleston, SC; Atlanta, Macon, Valdosta, and Savannah, GA; Bessemer, Birmingham, Montgomery, and Mobile, AL; Des Moines, IA; and Peoria, Springfield, and Decatur, IL. NS interchanges traffic with other railroads at virtually all of the locations mentioned above and at numerous other locations on its railroad system.

Conrail operates approximately 10,500 miles of railroad in the Northeast and Midwest, and its primary network forms an "X" connecting Chicago (via the Chicago Line) and East St. Louis (via the St. Louis and Indianapolis Lines) in the West, with Boston, MA, New York, NY, and Northern New Jersey (via the Chicago Line and other main lines), and with Pittsburgh, Harrisburg, PA, Philadelphia, Baltimore, and Washington, DC (via the Pittsburgh Line and other main lines) in the East. The "hub" of the "X" is located in, and about, Cleveland, OH.

Conrail's Chicago Line extends between Chicago and the Albany, NY, area and connects there (through the Selkirk Branch) with the River Line (serving North Jersey via the west shore of the Hudson River), the Hudson Line (through which Conrail reaches New York City and Long Island), and the Boston Line (which extends to Boston and via which Conrail serves New England). Other important routes contiguous to the Chicago Line include the Detroit Line (between Detroit and a connection with the Chicago Line at Toledo), the Michigan Line (the portion between Detroit and Kalamazoo), and the Kalamazoo Secondary and Branch (between Kalamazoo, MI, and Elkhart, IN, on the Chicago Line), the Montreal Secondary (between Syracuse, NY, and Adirondack Junction, Quebec), and the Southern Tier (between Buffalo, NY, and Croxton, NJ).

Conrail's St. Louis Line extends between East St. Louis, IL, and Indianapolis, IN, connecting there with the Indianapolis Line which, in turn, extends between Indianapolis and the Cleveland area (connection with the Chicago Line). Conrail's Cincinnati Line (between Cincinnati and Columbus, OH) and its Columbus Line (between Columbus and Galion, OH, on the Indianapolis Line) and the Scottslawn Secondary Track (between Columbus and Ridgeway, OH, on the Indianapolis Line) all accommodate traffic flows between other parts of the Conrail system and Cincinnati, Columbus and/or Conrail points served via the West Virginia Secondary Track between Columbus and the Kanawha Valley of West Virginia.

Conrail's principal interchange points are in Chicago, East St. Louis and Salem, IL, via Union Pacific Railroad Company (UPRR) trackage rights between Salem and St. Elmo on the St. Louis Line; Streator, IL; Cincinnati; Hagerstown, MD; and Washington, D.C. Other important interchange points include Effingham, IL; Fort Wayne, IN; Toledo and Columbus, OH; Buffalo and Niagara Falls, NY; Montreal, Quebec; Rotterdam Junction, NY; and Worcester (including Barbers), MA.

THE PROPOSED TRANSACTION. The transaction for which approval is sought in the primary application involves the joint acquisition of control by CSX and NS of CRR and its subsidiaries (the Control Transaction), and the division between CSX and NS of the operation and use of Conrail's assets (the Division). The Control Transaction and the Division are governed principally by an agreement (the Transaction Agreement) dated as of June 10, 1997, between CSXC, CSXT, NSC, NSR, CRR, CRC, and CRR Holdings LLC (CRR Holdings, a recently created limited liability company jointly owned by CSXC and NSC). See CSX/NS-25, Volumes 8B & 8C (the Transaction Agreement, including various schedules and exhibits). The Control Transaction and the Division are also governed by a letter agreement (the CSX/NS Letter Agreement) dated as of April 8, 1997, between CSXC and NSC, but only to the extent such CSX/NS Letter Agreement has not been superseded either by the Transaction Agreement or by the agreement (the CRR Holdings Agreement) that governs CRR Holdings. See CSX/NS-25, Volume 8A at 350-99 (the CSX/NS Letter Agreement) and at 400-36 (the CRR Holdings Agreement).

ACQUISITION OF CONTROL OF CONRAIL. CSX and NS have already acquired 100% of the common stock of CRR in a series of transactions that included a CSX tender offer that was consummated on November 20, 1996, a NS tender offer that was consummated on February 4, 1997, a joint CSX/NS tender offer that was consummated on May 23, 1997, and a merger that was consummated on June 2, 1997. In the aftermath of this series of transactions: CRC remains a direct wholly owned subsidiary of CRR; CRR has become a direct wholly owned subsidiary of Green Acquisition Corp. (Tender Sub); Tender Sub is now a direct wholly owned subsidiary of CRR Holdings; and CRR Holdings is jointly owned by CSXC and NSC (CSXC holds a direct 50% voting interest and a 42% equity interest in CRR Holdings; NSC holds a direct 50% voting interest and a 58% equity interest in CRR Holdings). The merger that was consummated on June 2, 1997 (the Merger), involved the merger of Green Merger Corp. (Merger Sub, a direct wholly owned subsidiary of Tender Sub) into CRR, with CRR being the surviving corporation; and, in connection with the Merger: (i) each remaining outstanding share of CRR common stock not held by CSX, NS, or their affiliates was converted into the right to receive \$115 in cash, without interest; and (ii) the shares of Merger Sub, all of which were then owned by Tender Sub, were converted into 100 newly issued shares of CRR, all of which were placed into a voting trust (the CSX/NS Voting Trust) to prevent CSXC and NSC, and their respective affiliates, from exercising control of CRC and its carrier subsidiaries pending review by the Board of the primary application. See CSX/NS-25, Volume 8A at 323-49 (the agreement that governs the CSX/NS Voting Trust).

At the present time, the affairs of CRR and CRC are under the control of their independent boards of directors. The Transaction Agreement provides that, following the effective date of the Board's approval of the primary application (the Control Date), CRR and CRC will each be managed by a board of directors consisting of six directors divided into two classes, each class having three directors. On each board, CSXC will have the right to designate three directors and NSC will likewise have the right to designate three directors; and actions that require the approval of either board will require approval both by a majority of the directors on that board designated by CSX and by a majority of the directors on that board designated by NS.

DIVISION OF CONRAIL. The Transaction Agreement provides that, if the primary application is approved, the division of the operation and use of Conrail's assets will be effected

on the Closing Date, which is defined as the third business day following the date on which certain conditions precedent (including the effectiveness of a final Board order and, where necessary, sufficient labor implementing agreements) shall have been satisfied or waived, or such other date as may be agreed upon. See CSX/NS-18 at 11; CSX/NS-25, Volume 8B at 45. It is anticipated that, during the period beginning on the Control Date and ending on the Closing Date, CSX and NS will exercise joint control of Conrail as a separately functioning rail system.

Formation of NYC and PRR. To effect the Division, CRC will form two wholly owned subsidiaries (referred to collectively as the Subsidiaries): New York Central Lines LLC (NYC) and Pennsylvania Lines LLC (PRR). CSXC will have exclusive authority to appoint the officers and directors of NYC; NSC will likewise have exclusive authority to appoint the officers and directors of PRR; and CRC, as the sole member of the Subsidiaries, will (with certain exceptions) follow CSXC's and NSC's directions with respect to the management and operation of NYC and PRR, respectively.

Allocation of Conrail Assets and Liabilities. On the date of the Division, CRC will assign to NYC and PRR certain of CRC's assets. NYC will be assigned those CRC assets designated to be operated as part of CSX's rail system (the NYC-Allocated Assets), and PRR will be assigned those CRC assets designated to be operated as part of NS's rail system (the PRR-Allocated Assets). These assets will include, among other things, certain lines and facilities currently operated by CRC, whether owned by CRC or operated by CRC under trackage rights. Certain additional assets (referred to as the Retained Assets) will continue to be held by CRC and CRC (or their subsidiaries other than NYC and PRR) and will be operated by them for the benefit of CSX and NS. In addition, on the date of the Division: the former Conrail line now owned by NS that runs from Fort Wayne, IN, to Chicago, IL (the Fort Wayne Line), will be transferred to CRC in a like-kind exchange for CRC's Chicago South/Illinois Lines (the Streator Line); and CRC will assign the Fort Wayne line to NYC, to be operated together with the other Conrail lines to be assigned to NYC and used by CSX as part of CSX's rail system.

Assets Allocated to NYC. The NYC-Allocated Assets will include the following primary routes currently operated by Conrail (routes over which Conrail operates pursuant to trackage rights are designated "TR"):

(1) NY/NJ Area to Cleveland (New York Central Railroad route), including (a) line segments from North NJ Terminal to Albany (Selkirk), (b) Albany to Poughkeepsie, NY, (c) Poughkeepsie to New York City (TR), (d) New York City to White Plains (TR), (e) Albany to Cleveland via Syracuse, Buffalo and Ashtabula, OH, (f) Boston to Albany, (g) Syracuse to Adirondack Jct., PQ, (h) Adirondack Jct. to Montreal (TR), (i) Woodard, NY, to Oswego, NY, (j) Syracuse to Hawk, NY, (k) Hawk to Port of Oswego (TR), (l) Buffalo Terminal to Niagara Falls/Lockport, (m) Lockport to West Somerset (TR), (n) Syracuse to NYSW/FL connections, NY, (o) Albany/Boston Line to Massachusetts branch lines, (p) Albany/Boston Line to Massachusetts branch lines (TR), (q) New York City to Connecticut branch lines (TR), (r) Connecticut branch lines (TR), (s) Connecticut Branch lines, (t) Churchville, NY, to Wayneport, NY, (u) Mortimer, NY, to Avon, NY, and (v) Rochester Branch, NY;

(2) Crestline, OH, to Chicago (Pennsylvania Railroad route), including (a) Crestline to Dunkirk, OH, (b) Dunkirk to Ft. Wayne, IN, (c) Ft. Wayne to Warsaw, IN, (d) Warsaw to Chicago Terminal (Clarke Jct.), IN, and (e) Adams, IN, to Decatur, IN;

(3) Berea to E. St. Louis, including (a) Cleveland Terminal to Crestline, (b) Crestline to E. St. Louis via Galion, OH, Ridgeway, OH, Indianapolis, IN, Terre Haute, IN, Effingham, IL, and St. Elmo, IL, (c) Anderson, IN, to Emporia, IN, (d) Columbus to Galion, (e) Terre Haute to Danville, IL, (f) Danville to Olin, IN, (g) Indianapolis to Rock Island, IN, (h) Indianapolis to Crawfordsville, (i) Indianapolis to Shelbyville, IN, (j) HN Cabin, IL, to Valley Jct., IL, (k) St. Elmo to Salem, IL (TR), (l) Muncie (Walnut Street), IN, to New Castle RT, IN (TR), and (m) New Castle RT, IN;

(4) Columbus to Toledo, including (a) Columbus to Toledo via Ridgeway, (b) Toledo Terminal to Woodville, and (c) Toledo Terminal to Stonyridge, OH;

(5) Bowie to Woodzell, MD, including (a) Bowie to Morgantown, and (b) Brandywine to Chalk Point;

(6) NY/NJ to Philadelphia (West Trenton Line), including Philadelphia to North NJ Terminal;

(7) Washington, D.C., to Landover, MD;

(8) Quakertown Branch, line segment from Philadelphia Terminal to Quakertown, PA (TR), and

(9) Chicago Area, line segment from Porter, IN, to the westernmost point of Conrail ownership in Indiana.

Along with these lines, CSXT will operate certain yards and shops, as well as the Conrail Philadelphia Headquarters and Philadelphia area information technology facilities.

Assets Allocated to PRR. The PRR-Allocated Assets will include the following primary routes currently operated by Conrail (routes over which Conrail operates pursuant to trackage rights are designated "TR"):

(1) NJ Terminal to Crestline (Pennsylvania Railroad route), including (a) North NJ Terminal to Allentown, PA, via Scranton, NJ, (b) Little Falls, NJ, to Dover, NJ (TR), (c) Orange, NJ, to Denville, NJ (TR), (d) Dover to Rockport (TR), (e) Rockport to E. Stroudsburg via Phillipsburg, NJ, (f) Allentown Terminal, (g) Orange to NJ Terminal (TR), (h) NJ Terminal to Little Falls (TR), (i) Bound Brook to Ludlow, NJ (TR), (j) Allentown, PA, to Harrisburg via Reading, (k) Harrisburg Terminal, (l) Harrisburg to Pittsburgh, (m) Conemaugh Line via Saltsburg, PA, (n) Pittsburgh to W. Brownsville, PA, (o) Central City, PA, to South Fork, PA, (p) Pittsburgh Terminal, (q) Monongahela, PA, to Marianna, PA, (r) Pittsburgh to Alliance, OH, via Salem, (s) Beaver Falls, PA, to Wampum, PA, (t) Alliance to Cleveland Terminal, (u) Mantua, OH, to Cleveland Terminal, (v) Alliance to Crestline, (w) Alliance to Omal, OH, (x) Rochester, PA, to Yellow Creek, OH, (y) E. Steubenville, WV, to Weirton, WV,

(z) Steubenville Branches Bridge, OH, (aa) Pittsburgh Branches, (bb) Ashtabula to Youngstown, OH, (cc) Ashtabula Harbor to Ashtabula, (dd) Niles, OH, to Latimer, OH, (ee) Alliance, OH, to Youngstown, (ff) Youngstown to Rochester, (gg) Allentown to Hazelton, PA, (hh) CP Harris, PA, to Cloe, PA (TR), (ii) Cloe to Shelocta, PA, (jj) Tyrone, PA, to Lock Haven, PA (TR), (kk) Creekside, PA, to Homer City, PA, (ll) Monongahela Railroad, (mm) portion of Kinsman Connection in Cleveland, (nn) portion of 44 Ind. Track including Dock 20 Lead, and (oo) Gem Ind. Track-Lordstown, OH;

(2) Cleveland to Chicago (New York Central Railroad route), including (a) Cleveland Terminal to Toledo Terminal, (b) Elyria, OH, to Lorain, OH, (c) Toledo Terminal to Sylvania, OH, (d) Toledo Terminal to Goshen, IN, (e) Elkhart, IN, to Goshen, and (f) Elkhart to Porter, IN;

(3) Philadelphia to Washington (Amtrak's Northeast Corridor, referred to as NEC), including (a) Philadelphia Terminal to Perryville, MD (TR), (b) Wilmington Terminal, DE, (c) Perryville to Baltimore (TR), (d) Baltimore Terminal, (e) Baltimore Bay View to Landover, MD (TR), (f) Baltimore to Cockeysville, MD, (g) Pocomoke, MD, to New Castle Jct., DE, (h) Harrington, DE, to Frankford/Indian River, DE, (i) Newark, DE, to Porter, DE, (j) Claremont R.T., (k) Loneys Lane Lead, and (l) Grays Yard (TR);

(4) Michigan Operations (excluding the Detroit Shared Assets Area), including (a) Toledo Terminal to Detroit Terminal, (b) Detroit Terminal to Jackson, MI, (c) Jackson to Kalamazoo, MI, (d) Kalamazoo to Elkhart, IN, (e) Jackson to Lansing, MI, (f) Kalamazoo to Grand Rapids, (g) Kalamazoo to Porter, IN (TR), (h) Kalamazoo Ind. Track, and (i) Comstock Ind. Track;

(5) Eastern Pennsylvania lines, including (a) Philadelphia Terminal to Reading, (b) Reading Terminal, (c) Thorndale, PA, to Woodbourne, PA, (d) Leola/Chesterbrook, PA, lines, (e) Philadelphia Terminal to Lancaster, PA (TR), (f) Lancaster to Royalton, PA (TR), (g) Lancaster to Lititz/Columbia, PA, (h) portion of Stoney Creek Branch, (i) West Falls Yard, and (j) Venice Ind. Track;

(6) Indiana lines, including (a) Anderson to Goshen via Warsaw, (b) Marion to Red Key, IN, and (c) Lafayette Ind. Track;

(7) Buffalo to NY/NJ Terminal, including (a) NJ/NY Jct. to Suffern, NY (TR), (b) Suffern to Port Jervis, NY, (c) Port Jervis to Binghamton, (d) Binghamton to Waverly, (e) NJ/NY Jct. to Spring Valley, NY (TR), (f) Paterson Jct., NJ, to Ridgewood, NJ (TR), (g) Waverly to Buffalo, (h) Waverly to Mehoopany, PA, (i) Sayre, PA, to Ludlowville, NY, (j) Lyons, NY, to Himrods Jct., NY, (k) Corning, NY, to Himrods Jct., NY, (l) North Jersey Terminal to Paterson Jct., NJ (TR), (m) Paterson Jct. to North Newark, NJ, and (n) NJ/NY Jct. to North Jersey Terminal (TR);

(8) Buffalo to Harrisburg and South, including (a) Perryville, MD, to Harrisburg, PA, (b) Carlisle, PA, to Harrisburg, (c) Wago, PA, to York (area), PA, (d) Harrisburg to Shocks, PA, (e) Williamsport, MD, to Buffalo via Harrisburg, PA, (f) Watsonstown, PA, to Strawberry Ridge, PA, (g) Ebenezer Jct., NY, to Lackawanna, NY, (h) Hornell, NY, to Corry, PA, (i) Corry to Erie, PA (TR), and (j) Youngstown to Oil City, PA;

(9) Cincinnati to Columbus to Charleston, WV, including (a) Columbus to Cincinnati, (b) Cincinnati Terminal, (c) Columbus Terminal to Truro, OH, (d) Truro to Charleston, WV, (e) Charleston to Cornelia, WV, and (f) Charleston to Morris Fork, WV;

(10) Chicago South/Illinois operations, including (a) Osborne, IN, to Chicago Heights, IL, via Hartsdale, (b) Hartsdale to Schneider, IN, (c) Schneider to Hennepin, IL, (d) Keensburg, IL, to Carol, IL, and (e) Schneider to Wheatfield, IN; and

(11) Chicago Market, including (a) Western Ave. Operations/Loop to Cicero/Elsdon, IL, (b) Chicago to Porter, IN, (c) Clarke Jct., IN, to CP 501, IN, (d) CP 509 to Calumet Park, IL, (e) Western Ave. Ind. Track, (f) Old Western Ave. Ind. Track, (g) North Joint Tracks, (h) Elevator Lead & Tri-River Dock, (i) CR&I Branch, (j) 49th Street Ind. Track, (k) 75th Street to 51st Street (TR), (l) Port of Indiana, IN, and (m) CP 502, IN, to Osborne, IN.

Along with these lines, the abandoned Conrail line from Danville to Schneider, IL, will also be a PRK-Allocated Asset.

Allocated Assets: Other Aspects. Certain equipment will be included in the NYC-Allocated Assets and the PRR-Allocated Assets and will be made available to CSXT and NSR pursuant to a CSXT Equipment Agreement and a NSR Equipment Agreement, respectively. Much of the locomotive equipment and rolling stock equipment, however, will not be included in the NYC- and PRR-Allocated Assets but will be included, instead, in the Retained Assets (discussed below), and will be leased by CRC or its affiliates to NYC or PRR pursuant to equipment agreements to be negotiated by the parties.

CRC currently holds certain trackage rights over CSXT and NSR. In general (though there are exceptions), CRC will assign the trackage rights that it holds over CSXT to PRR (to be operated by NSR), and it will assign the trackage rights that it holds over NSR to NYC (to be operated by CSXT).

The shares currently owned by Conrail in TTX Company (TTX, formerly known as Trailer Train) will be allocated to NYC and PRR. Applicants' current ownership interest in TTX is: CSX, 9.345%; NS, 7.788%; CRC, 21.807%. Following approval of the primary application, the ownership of TTX by applicants and their subsidiaries will be as follows: CSX, 9.345%; NYC, 10.125%; NS, 7.788%; PRR, 11.682%.

Conrail's 50% interest in Triple Crown Services Company will be allocated to PRR.

Certain additional special treatments are provided in particular areas within the allocated assets. A description of the areas in which special arrangements are made is set forth below under the caption "Other Areas with Special Treatments."⁴

⁴ The Transaction Agreement also contemplates that certain CRC facilities currently used for the benefit of the entire Conrail system: will be operated, during a transition period following (continued...)

Applicants indicate that they have taken steps to ensure that all of the existing contractual commitments of Conrail to its shippers will be fulfilled. The Transaction Agreement provides that all transportation contracts of CRC in effect as of the Closing Date (referred to as Existing Transportation Contracts) will remain in effect through their respective stated terms and will be allocated as NYC-Allocated Assets and PRR-Allocated Assets, and that the obligations under them shall be carried out after the Closing Date by CSXT, utilizing NYC-Allocated Assets, and by NSR, using PRR-Allocated Assets, or pursuant to the Shared Assets Areas Agreements, as the case may be. The Transaction Agreement further provides, with respect to the Existing Transportation Contracts: that CSXT and NSR will allocate the responsibilities to serve customers under these contracts; and that CSXT and NSR shall cooperate as necessary to assure shippers under these contracts all benefits, such as volume pricing, volume refunds, and the like, to which they are contractually entitled.

Retained Assets. The Retained Assets include assets contained within three Shared Assets Areas (the Detroit Shared Assets Area, the North Jersey Shared Assets Area, and the South Jersey/Philadelphia Shared Assets Area) that are more fully described below.

The Retained Assets also include Conrail's System Support Operations (SSO) facilities, including equipment and other assets associated with such facilities, currently used by Conrail to provide support functions benefitting its system as a whole, including Conrail's: (1) customer service center in Pittsburgh, PA; (2) crew management facility in Dearborn, MI; (3) system maintenance-of-way equipment center in Canton, OH; (4) signal repair center in Columbus, OH; (5) system freight claims facility in Buffalo, NY; (6) system non-revenue billing facility at Bethlehem, PA; (7) system rail welding plant at Lucknow (Harrisburg), PA; (8) system road foreman/engineer training center at Philadelphia and Conway, PA; (9) police operations center at Mt. Laurel, NJ; (10) the Philadelphia Division headquarters building and offices located at Mount Laurel, NJ; and (11) other SSO facilities identified by CSX and NS prior to the Closing Date. Each SSO Facility will be operated by Conrail for the benefit of CSXT/NYC and NSR/PRR, and the costs of operating each SSO Facility will be retained by Conrail as "Corporate Level Liabilities" and will be shared between CSX and NS.⁵

Liabilities. In general: NYC will assume all liabilities arising on or after the Closing Date that relate predominantly to the NYC-Allocated Assets; PRR will assume all such liabilities that relate predominantly to the PRR-Allocated Assets; CRC will be responsible for all such liabilities that do not relate predominantly to the NYC- or PRR-Allocated Assets; and CRC will also be responsible for certain liabilities arising prior to the Closing Date.

⁴(...continued)

the Closing Date, for the joint benefit of CSX and NS; and will be operated, after such transition period, for the party to whom they have been allocated. See CSX/NS-18 at 11 (lines 14-18) and 12 (line 1 & n.3).

⁵ At least some of the SSO Facilities will apparently be operated for the joint benefit of CSX and NS "for a short period" only. See CSX/NS-18 at 12 (lines 2-5).

Separation Costs (as defined in the Transaction Agreement, *see* CSX/NS-25, Volume 8B at 20) incurred following the Control Date in connection with Conrail agreement employees now working jobs at or in respect of NYC-Allocated Assets will be the sole responsibility of CSX, while Separation Costs incurred in connection with Conrail agreement employees now working jobs at or in respect of PRR-Allocated Assets will be the sole responsibility of NS. Separation Costs incurred in connection with Conrail agreement employees working jobs at or in respect of Retained Assets will be shared by CSX and NS. Separation Costs incurred following the Control Date for Conrail agreement employees at Conrail's Altoona and Hollidaysburg shops will be the responsibility of NS, and Separation Costs incurred following the Control Date in connection with agreement employees at Conrail's Philadelphia headquarters and technology center and Conrail's Pittsburgh customer service center will be the responsibility of CSX. Separation Costs for eligible Conrail non-agreement employees will be shared by CSX and NS.

After the Closing Date, compensation and other expenses (excluding Separation Costs) for agreement employees (other than certain Conrail employees performing general and administrative functions) working jobs at or in respect of NYC-Allocated Assets will be the sole responsibility of CSX, while such expenses for such agreement employees working jobs at or in respect of PRR-Allocated Assets will be the sole responsibility of NS.

Operation of Assets. Applicants indicate: that CSXT and NYC will enter into the CSXT Operating Agreement, which provides for CSXT's use and operation of the NYC-Allocated Assets; that NSR and PRR will enter into the NSR Operating Agreement, which provides for NSR's use and operation of the PRR-Allocated Assets; and that CRC, NYC, PRR, CSXT and/or NSR will enter into Shared Assets Areas Operating Agreements, which provide for the operation of certain Shared Assets Areas for the benefit of both CSXT and NSR.

CSXT and NSR Operating Agreements. The CSXT Operating Agreement and the NSR Operating Agreement (collectively, the Allocated Assets Operating Agreements) provide that CSXT and NSR will each have the right, for an initial term of 25 years, to use and operate, as part of their respective systems, the NYC-Allocated Assets and the PRR-Allocated Assets. Those agreements will require CSXT and NSR each to bear the responsibility for and the cost of operating and maintaining their respective Allocated Assets. CSXT and NSR will each receive for its own benefit and in its own name all revenues and profits arising from or associated with the operation of its Allocated Assets.

CSXT will pay NYC an operating fee based on the fair market rental value of the NYC-Allocated Assets. NSR will similarly pay PRR an operating fee based on the fair market rental value of the PRR-Allocated Assets. CSXT and NSR will have the right to receive the benefits of NYC and PRR, respectively, under any contract or agreement included in the NYC-Allocated Assets or the PRR-Allocated Assets, respectively, and, with the consent of NYC and PRR, respectively, to modify or amend any such contract or agreement on behalf of NYC and PRR.

CSXT and NSR will each have the right to renew its Allocated Assets Operating Agreement for two additional terms of ten years each. The Allocated Assets Operating Agreements contemplate that, upon termination of the agreements, CSXT and NSR will be

deemed to have returned their Allocated Assets to NYC or PRR, subject to any regulatory requirements.

Shared Assets Areas and Operating Agreements. Both CSXT and NSR will be permitted to serve shipper facilities located within the three Shared Assets Areas (North Jersey, South Jersey/Philadelphia, and Detroit), which will be owned, operated, and maintained by CRC for the exclusive benefit of CSX and NS. CSXT and NSR will enter into a Shared Assets Area Operating Agreement with CRC in connection with each of the Shared Assets Areas, and CRC will grant to CSXT and NSR the right to operate their respective trains, with their own crews and equipment and at their own expense, over any tracks included in the Shared Assets Areas. CSXT and NSR will each have exclusive and independent authority to establish all rates, charges, service terms, routes, and divisions, and to collect all freight revenues, relating to freight traffic transported for its account within the Shared Assets Areas. Other carriers that previously had access to points within the Shared Assets Areas will continue to have the same access as before.

(1) The North Jersey Shared Assets Area encompasses all northern New Jersey trackage east of and including the NEC, and also (a) certain line segments north of the NEC as it turns East to enter the tunnel under the Hudson River, (b) the CRC Lehigh line west to Port Reading Junction, (c) the rights of CRC on the New Jersey Transit Raritan line, (d) the CRC Port Reading Secondary line west to Bound Brook, (e) the CRC Perth Amboy Secondary line west to South Plainfield, and (f) the NEC local service south to the Trenton area.

(2) The South Jersey/Philadelphia Shared Assets Area encompasses all CRC "Philadelphia" stations and stations within the Philadelphia City limits, industries located on the CRC Chester Industrial and Chester Secondary tracks, all CRC trackage in Southern New Jersey, CRC's rights on the NEC north from Zoo Tower in Philadelphia to Trenton, NJ, and the Ameriport intermodal terminal and any replacement of such terminal built substantially through public funding.

(3) The Detroit Shared Assets Area encompasses all CRC trackage and access rights east of the CP-Townline (Michigan Line MP 7.4) and south to and including Trenton (Detroit Line MP 20).⁶

Other Areas with Special Treatments. A number of other areas, though not referred to as Shared Assets Areas, are nevertheless subject to special arrangements that provide for a sharing of routes or facilities to a certain extent.

(1) Monongahela Area: Although the CRC lines formerly a part of the Monongahela Railway will be operated by NSR, CSXT will have equal access for 25 years, subject to renewal, to all current and future facilities located on or accessed from the former Monongahela Railway, including the Waynesburg Southern.

⁶ For a more complete description of the three Shared Assets Areas, see CSX/NS-18 at 46-49 (and references there cited).

(2) Chicago Area: Both CSXT and NSR will have access to CRC's rights concerning access to and use of the Willow Springs Yard of The Burlington Northern and Santa Fe Railway Company (BNSF); applicants will enter into an agreement concerning their respective rights as successors to Conrail and as parties controlling the controlling shareholder in the Indiana Harbor Belt Railway (IHB), a 51%-owned subsidiary of CRC (the stock of IHB will be a CRC-retained asset); certain trackage rights of CRC over IHB will be assigned or made available to NYC to be operated by CSXT or to PRR to be operated by NSR; CSXT and NSR will enter into an agreement to permit each of them to maintain current access and trackage rights enjoyed by them over terminal railroads in the Chicago area; and CSX will be granted an option, exercisable if CSXT and BNSF come under common control, to purchase the Streator Line from Osborne, IN, to Streator, IL.

(3) Ashtabula Harbor Area: NSR will have the right to operate and control CRC's Ashtabula Harbor facilities, with CSXT receiving use and access, up to a proportion of the total ground storage, throughput, and tonnage capacity of 42%.

(4) Buffalo Area: CSXT will operate Seneca Yard, and NSR will receive access to yard tracks in that yard.

(5) Cleveland Area: CRC's switching yard at Collinwood will be operated by CSXT and its Rockport Yard will be operated by NSR.

(6) Columbus, OH: NSR will operate CRC's Buckeye Hump Yard, and CSXT will operate the former Local Yard and intermodal terminal at Buckeye.

(7) Erie, PA: Norfolk and Western Railway Company (NW, a wholly owned NSR subsidiary) will have a permanent easement and the right to build a track on the easement along the CRC right of way through Erie, PA, to be operated by CSXT. NW will have trackage rights in Erie to connect its route from Corry to its existing Buffalo-Cleveland line if such connection can be achieved without using the CRC Buffalo-Cleveland line to be operated by CSXT.

(8) Fort Wayne, IN: CSX will operate the line between Fort Wayne and Chicago, currently owned by NSR.

(9) Indianapolis, IN: NSR will have overhead trackage rights from Lafayette and Muncie to Hawthorne Yard to serve, via CSXT switch, shippers that presently receive service from two railroads.

(10) Toledo, OH: CRC's Stanley Yard will be operated by CSXT, and its Airline Junction Yard will be operated by NSR.

(11) Washington, D.C.: CRC's Landover Line from Washington, D.C., to Landover, MD, will be allocated to NYC, and NSR will be given overhead trackage rights.

(12) Allocation of Rights with Respect to Freight Operations Over Amtrak's NEC: CRC's NEC overhead trackage rights north of New York (Penn Station) will be assigned to NYC. Both NYC and PRR will have overhead rights to operate trains between Washington, D.C., and New

York (Penn Station), subject to certain limitations. From Zoo Tower, Philadelphia, to Penn Station, NY, CRC's NEC rights to serve local customers will be part of the Retained Assets and CRC will assign those rights to NYC and PRR, with NYC and PRR having equal access to all local customers and facilities. Between Washington, D.C., and Zoo Tower, Philadelphia, CRC's NEC rights to serve local customers will be assigned to PRR. The right to serve local customers on the NEC north of New York (Penn Station) will be assigned to NYC.⁷

SUCCESSION TO CONRAIL ACTIVITIES. Applicants intend that the Allocated Assets conveyed to NYC and PRR will be operated for them by CSXT and NSR, respectively, and that both the Allocated Assets conveyed to NYC and PRR as well as the Retained Assets made available by CRC to CSXT or NSR or both will be enjoyed and used by CSXT and NSR (subject to the terms of the governing agreements) as if the carrier in question were itself CRC. Applicants similarly intend that the Shared Assets Areas will be used, enjoyed, and operated as fully by CSXT and NSR as if each of them were CRC.

THE CONTINUING CONRAIL ACTIVITIES. From the Closing Date forward, CSXT and NSR will be responsible for all of the operating expenses and new liabilities attributable to the assets which they are operating. It is expected, however, that most of the pre-Closing Date liabilities of CRC, CRR, and their subsidiaries will remain in place. It is contemplated that CRC will pay its pre-Closing Date liabilities, including its debt obligations, out of payments received, either directly or through NYC and PRR, from CSXT and NSR in connection with the Allocated Assets and the Shared Assets Areas. Applicants expect that such payments will be sufficient to permit CRC and its subsidiaries (1) to cover their operating, maintenance, and other expenses, (2) to pay all of their obligations as they mature, (3) to provide dividends to CRR sufficient to permit it to discharge its debts and obligations as they mature, and (4) to receive a fair return for the operation, use, and enjoyment by CSXT and NSR of the Allocated Assets and Shared Assets Areas. Applicants add, however, that if for any reason these sources of funds to CRC and CRR prove insufficient to permit them to pay and discharge their obligations, CSX and NS have agreed that CRR Holdings shall provide the necessary funds, which it will obtain from CSXC and NSC.

Applicants anticipate that, following the Division of Conrail, approximately 350 employees will be employed by Conrail in the Philadelphia area (where the headquarters of CRR and CRC are now located). These employees will include Conrail employees managing and operating trains for CSX and NS, the employees in the local Shared Assets Area, and the management personnel for the continuing Conrail functions. In addition, each of CSX and NS anticipates establishing a regional headquarters-type function in Philadelphia at which an undetermined number of additional personnel will be employed.

It is intended that, following the Division: CRC will not hold itself out to the public as performing transportation services directly and for its own account; CRC will not enter into any contract (other than with CSXT or NSR) for the performance of transportation services; and all

⁷ For a more complete description of the areas addressed here under the heading "Other Areas with Special Treatments," see CSX/NS-18 at 49-54 (and references there cited).

transportation services performed by CRC will be performed as agent or subcontractor of CSXT or NSR.

"2-to-1" SITUATIONS. Applicants claim: that the division of Conrail proposed in the primary application has enabled applicants to avoid, "wherever possible," situations where shippers will see their rail options decline from two carriers to one; and that in "virtually all of the few" 2-to-1 situations that the division proposed in the primary application would otherwise have entailed, CSX and NS have agreed to provide one another with trackage and/or haulage rights that will permit the continuation of two rail carrier service. *See CSX/NS-18 at 4. See also CSX/NS-18 at 74-75 (CSX will provide trackage or haulage rights that will allow for alternative rail service to facilities that otherwise would be, as a result of the transaction proposed in the primary application, rail-served solely by CSX) and 80 (NS will provide trackage or haulage rights that will allow for alternative rail service to facilities that otherwise would be, as a result of the transaction proposed in the primary application, rail-served solely by NS).*

LABOR IMPACT. Applicants have provided three Labor Impact Exhibits, each using a different base line in calculating the impacts that the transactions proposed in the primary application and the related filings will have on rail carrier employees. *See CSX/NS-26 (filed July 7, 1997), which: (a) corrects the single Labor Impact Exhibit filed with the primary application itself on June 23, 1997, see CSX/NS-18 at 24-25; CSX/NS-20, Volume 3A at 485-546; and CSX/NS-20, Volume 3B at 493-526; and (b) adds two additional Labor Impact Exhibits. See also Decision No. 7, served May 30, 1997, slip op. at 8-9 (we required applicants to use the year 1995 as the base line for setting forth the impacts the proposed transactions will have on rail carrier employees, but we added that applicants, if they were so inclined, would be allowed to supplement 1995 data with data demonstrating employment reductions in 1996 and/or 1997).*

Applicants' 1996/97 Labor Impact Exhibit projects, with respect to both the CSX and NS expanded systems, that the proposed transactions will result in the abolition of 3,090 jobs and the creation of 1,109 jobs (for a net loss of 1,981 jobs), and will also result in the transfer of an additional 2,323 jobs. *See CSX/NS-26, 1996/97 Exhibit at 13. The 1996/97 Exhibit is based on an April 1, 1997 nonagreement employee count and a November 1996 agreement employee count.*

Applicants' 1996 Labor Impact Exhibit projects, with respect to both the CSX and NS expanded systems, that the proposed transactions will result in the abolition of 3,822 jobs and the creation of 1,152 jobs (for a net loss of 2,670 jobs), and will also result in the transfer of an additional 2,323 jobs. *See CSX/NS-26, 1996 Exhibit at 16. The 1996 Exhibit is based on calendar year 1996 average monthly employment levels.⁸*

Applicants' 1995 Labor Impact Exhibit project, with respect to both the CSX and NS expanded systems, that the proposed transactions will result in the abolition of 6,654 jobs and the creation of 1,699 jobs (for a net loss of 4,955 jobs), and will also result in the transfer of an

⁸ The 1996 Labor Impact Exhibit submitted with the CSX/NS-26 filing on July 7, 1997, is a slightly corrected version of the Labor Impact Exhibit submitted with the primary application itself on June 23, 1997.

additional 2,288 jobs. *See* CSX/NS-26, 1995 Exhibit at 33. The 1995 Exhibit is based on calendar year 1995 average monthly employment levels. *But see* CSX/NS-26, Peifer/Spenski V.S. at 1 n.1 (1995 data is incomplete).

Applicants emphasize that the projections contained in their Labor Impact Exhibits are short term projections; applicants maintain that, in the long term, the transactions proposed in the primary application and the related filings will provide opportunities for rail transportation growth and, therefore, new jobs. Applicants anticipate that, if we approve the transactions proposed in the primary application and the related filings, we will impose on such transactions the standard labor protective conditions customarily imposed on similar such transactions. *See* CSX/NS-18 at 25.

RELIEF REQUESTED IN THE PRIMARY APPLICATION. In the STB Finance Docket No. 33388 lead docket, applicants seek: approval of the transaction proposed in the primary application (in paragraph 1 below); approval of certain "elements" of that transaction, referred to as Transaction Elements (in paragraphs 2, 3, 4, 5, 6, 7, 8, 9, 10, and 11 below); and a "fairness determination" respecting the terms under which CSX and NS have acquired all of the common stock of CRR (in paragraph 12 below).

(1) Applicants seek approval and authorization, pursuant to 49 U.S.C. 11323 and 11324, of the acquisition by CSXC and NSC (each a noncarrier corporation controlling one or more rail carriers) of joint control of, and the power to exercise joint control over, CRR (also a noncarrier corporation controlling one or more rail carriers). *See* 49 U.S.C. 11323(a)(5).⁹

(2) Applicants seek approval and authorization, pursuant to 49 U.S.C. 11323 and 11324, of the acquisition by NYC and PRR of, and of the operation by CSXT and NSR over, the CRC lines and other assets, including without limitation trackage and other rights, that will be allocated to NYC and PRR, respectively. Applicants also ask that we expressly provide that, pursuant to the sought approval and authorization under 49 U.S.C. 11323 and 11324, and notwithstanding any purported limitations on assignability, NYC and PRR each will have the same right, title, and interest in the CRC lines and other assets forming its part of the Allocated Assets as CRC itself now has, including the power to pass the use and enjoyment of those lines and other assets to CSXT and NSR.¹⁰

⁹ As applicants note, although joint control by CSXC and NSC of Conrail as a separately functioning rail system will last only until the Division is effected, such joint control, even though transitory, requires approval and authorization under 49 U.S.C. 11323(a)(5). *See* CSX/NS-18 at 90 & n.14.

¹⁰ The CRC lines and other assets to be allocated to NYC and PRR include both: (i) those owned by CRC; and also (ii) those not owned by CRC but operated by CRC under leases, trackage rights, and similar arrangements (such arrangements are hereinafter referred to as "Trackage Agreements"). Because applicants are concerned that CRC's interests under some of these Trackage Agreements may be subject to limitations on assignability, approval and authorization under 49 U.S.C. 11323 and 11324 has been sought in order to bring these Trackage (continued...)

(3) Applicants request a declaratory order that 49 U.S.C. 10901 does not apply to the transfer of the Allocated Assets to NYC and PRR.¹¹ Applicants concede that, because NYC and PRR are not now carriers, an argument can be made that authority under 49 U.S.C. 10901 is required for the transfer; applicants maintain, however, that the transfer should be viewed in context as simply a part of a larger transaction involving the operation by CSX and NS of the assets to be transferred to NYC and PRR, respectively; and applicants claim that the transfer, when viewed in context, requires authorization not under 49 U.S.C. 10901 but rather under 49 U.S.C. 11323 and 11324. In the event we do not issue the sought declaratory order, applicants seek authorization for the transfer of the CRC assets to NYC and PRR: under 49 U.S.C. 10901; and, in order to bring the transfer within the scope of the immunizing power of 49 U.S.C. 11321(a), also under 49 U.S.C. 11323 and 11324.

(4) Applicants seek approval and authorization, pursuant to 49 U.S.C. 11323 and 11324: (i) for CSXT and NSR to enter into the Allocated Assets Operating Agreements and to operate the assets held by NYC and PRR, respectively; (ii) for CSXT, NSR, and CRC to enter into the three Shared Assets Areas Operating Agreements and to operate the assets in such areas; and (iii) for CSX and NS to use, operate, perform, and enjoy the Allocated Assets and the assets in the Shared Assets Areas consisting of assets other than routes (including, without limitation, the Existing Transportation Contracts). See 49 U.S.C. 11323(a)(2). See also 49 U.S.C. 11323(a)(6). Applicants also request a declaratory order, or a declaration to the same effect as a declaratory order: (a) that, by virtue of the immunizing power of 49 U.S.C. 11321(a), CSX and NS will have the authority to conduct operations over the routes of CRC covered by the Trackage Agreements as fully and to the same extent as CRC itself could, whether or not such routes are listed in CSX/NS-18, Appendix L (CSX/NS-18 at 216-24), and notwithstanding any clause in any such agreement purporting to limit or prohibit unilateral assignment by CRC of its rights thereunder; and (b) that, also by virtue of the immunizing power of 49 U.S.C. 11321(a), CSX and NS may use, operate, perform, and enjoy the Allocated Assets and the assets in the Shared Assets Areas consisting of assets other than routes (including, without limitation, the Existing Transportation Contracts) as fully and to the same extent as CRC itself could.

(5) For the period following the transfer of CRC assets to NYC and PRR, applicants seek approval and authorization, pursuant to 49 U.S.C. 11323 and 11324: (a) for CSXC, NSC, and CRR to continue to control NYC and PRR; and (b) for the common control, by CSXC, CSXT, NSC, NSR, CRR, and CRC of (i) NYC and PRR, and (ii) the carriers currently controlled by CSXC, CSXT, NSC, NSR, CRR, and CRC. Such authorization and approval will be necessary because, as applicants note: CRC, NYC, and PRR will not be part of a "single system" of rail carriers, and therefore authorization to control CRC will not in and of itself imply authorization to control NYC and PRR; and, although CSX will exercise day-to-day control of NYC and NS will exercise day-to-day control of PRR, the fact that certain major actions concerning NYC and

¹⁰(...continued)

Agreements within the scope of the immunizing power of 49 U.S.C. 11321(a). See *Norfolk & Western Ry. Co. v. American Train Dispatchers' Ass'n*, 499 U.S. 117 (1991).

¹¹ As applicants note, the immunizing power of 49 U.S.C. 11321(a) does not extend to an authorization under 49 U.S.C. 10901.

PRR will remain under the control of CRC will result in an ongoing common control relationship involving CSXC, NSC, and CRR, and the subsidiaries of each.

(6) Applicants seek approval and authorization, pursuant to 49 U.S.C. 11323 and 11324: for the acquisition by CSXT of certain trackage rights over PRR; and for the acquisition by NSR of certain trackage rights over NYC. *See* 49 U.S.C. 11323(a)(6). The lines over which these trackage rights will run are listed in items 1.B and 1.A, respectively, of Schedule 4 to the Transaction Agreement. *See* CSX/NS-25, Volume 8B at 110-21.¹²

(7) Applicants seek approval and authorization, pursuant to 49 U.S.C. 11323 and 11324, of the trackage rights provided to CSXT, *see* CSX/NS-25, Volume 8C at 715-57, to access all current and future facilities located on or accessed from the former Monongahela Railway, including the Waynesburg Southern. *See* 49 U.S.C. 11323(a)(6).¹³

(8) The trackage rights covered by paragraph 6 include, among many other such trackage rights, certain trackage rights to be acquired by NSR over the NYC Bound Brook, NJ-Woodbourne, PA line. *See* CSX/NS-25, Volume 8B at 112 (item 20). These particular trackage rights, however, are intended to be temporary in duration, and will expire, by their terms, at the end of 3 years. Applicants therefore seek authorization, pursuant to 49 U.S.C. 10903, for NSR to discontinue the Bound Brook-Woodbourne trackage rights in accordance with the terms thereof.¹⁴

(9) Applicants seek approval and authorization, pursuant to 49 U.S.C. 11323 and 11324, of certain incidental trackage rights granted in connection with operations within the Shared Assets Areas. These trackage rights include: (i) trackage rights granted by CSXT to NSR and

¹² The trackage rights identified in Schedule 4 to the Transaction Agreement, *see* CSX/NS-25, Volume 8B at 110-21, fall into three categories: existing trackage rights held by CRC over other carriers, which are covered in paragraph 4 above; new trackage rights to be held by CSXT over PRR and by NSR over NYC, which are covered in this paragraph 6; and certain additional new trackage rights provided for in the related filings in STB Finance Docket No. 33388 (Sub-Nos. 25, 27, 28, 29, 30, 32, 33, & 34), which are covered in the "Related Filings" discussion below. *See* CSX/NS-18 at 96 n.17.

¹³ Applicants indicate, *see* CSX/NS-18 at 96 (lines 9-10), that the rights referenced in paragraphs 6 and 7 fall under 49 U.S.C. 11323(a)(2) (approval and authorization required for a "purchase, lease, or contract to operate property of another rail carrier by any number of rail carriers"). The rights referenced in paragraphs 6 and 7, however, appear to be trackage rights, and we therefore believe that these rights fall under 49 U.S.C. 11323(a)(6) (approval and authorization required for the acquisition "by a rail carrier of trackage rights over, . . . or joint use of, a railroad line . . . owned or operated by another rail carrier").

¹⁴ Applicants indicate that, in due course, NSR will "abandon" its Bound Brook-Woodbourne trackage rights. *See* CSX/NS-18 at 96-97 (item e) and 103 (item e). We think it would be more accurate to say that NSR will "discontinue" these trackage rights.

CRC; and (ii) trackage rights granted by NSR to CSXT and CRC. See CSX/NS-18 at 97-98. See also CSX/NS-25, Volume 8C at 76, 115-16, and 156.¹⁵

(10) To the extent that any matter concerning either (i) the joint ownership by CSX and NS of CRR, CRC, NYC, and/or PRR, or (ii) the Transaction Agreement and the Ancillary Agreements referred to therein,¹⁶ including the provision for handling Existing Transportation Contracts, might be deemed to be a pooling or division by CSX and NS of traffic or services or of any part of their earnings, applicants request approval for such pooling or division under 49 U.S.C. 11322.¹⁷

(11) Applicants seek approval and authorization, pursuant to 49 U.S.C. 11323 and 11324, for the transfer of CRC's Streator Line from CRC to NSR/NW.¹⁸

(12) Applicants seek a determination that the terms under which CSX and NS, both individually and jointly, have acquired all of the common stock of CRR are fair and reasonable to the stockholders of CSXC, the stockholders of NSC, and the stockholders of CRR. See *Schwabacher v. United States*, 334 U.S. 192 (1948).

RELATED FILINGS. In STB Finance Docket No. 33388 (Sub-No. 1), CSXT has filed a notice of exemption under 49 CFR 1150.36 to construct and operate, at Crestline, OH, a connection track in the northwest quadrant of the intersection of CRC's North-South line between

¹⁵ Applicants indicate, see CSX/NS-18 at 98 (lines 1-2), that the rights referenced in paragraph 9 fall under 49 U.S.C. 11323(a)(2). The rights referenced in paragraph 9, however, appear to be trackage rights, and we therefore believe that these rights fall under 49 U.S.C. 11323(a)(6).

¹⁶ As used in the Transaction Agreement, the term "Ancillary Agreements" means the Equipment Agreements, the CSXT Operating Agreement, the NSR Operating Agreement, the NYC LLC Agreement, the PRR LLC Agreement, the CRR Holdings LLC Agreement, the Trackage Rights Agreements, the CSXT/NSR Haulage Agreements, the Tax Allocation Agreement, the Shared Assets Agreements, and the Other Operating Agreements. See CSX/NS-25, Volume 8B at 10.

¹⁷ Such approval under 49 U.S.C. 11322 is sought because, as applicants note, payments with respect to the rights granted in connection with both the Allocated Assets and the Shared Assets Areas, as well as payments for the services performed by CRC in connection with the Shared Assets Areas, are to be made by CSXT and NSR to entities (CRC or its subsidiaries) in which both CSX and NS will have economic interests.

¹⁸ See Decision No. 4 (served May 2, 1997), slip op. at 7 n.16: "The transfer of the Streator line from CRC to NSR will be considered in the lead docket because this transfer, like all aspects of the division of CRC assets between CSX and NS, is integral to, and an inseparable part of, the control transaction." See also CSX/NS-22 at 446, defining the Streator Line as the CRC line running: (i) between MP 6.3 at Osborn, IN, and MP 33.2 at Schneider, IN; and (ii) between MP 56.4 at Wheatfield, IN, and MP 186.0 at Moronts, IL.

Greenwich, OH, and Indianapolis, IN, and CRC's East-West line between Pittsburgh, PA, and Ft. Wayne, IN. The connection will extend approximately 1,507 feet between approximately MP 75.4 on the North-South line and approximately MP 188.8 on the East-West line.¹⁹

In STB Finance Docket No. 33388 (Sub-No. 2), CSXT has filed a petition under 49 U.S.C. 10502 for exemption from the provisions of 49 U.S.C. 10901 to construct and operate, in Willow Creek, IN, a connection track in the southeast quadrant of the intersection between CSXT's line between Garrett, IN, and Chicago, IL, and CRC's line between Porter, IN, and Gibson Yard, IN (outside Chicago). The connection will extend approximately 2,800 feet between approximately MP BI-236.5 on the CSXT line and approximately MP 248.8²⁰ on the CRC line.²¹

In STB Finance Docket No. 33388 (Sub-No. 3), CSXT has filed a petition under 49 U.S.C. 10502 for exemption from the provisions of 49 U.S.C. 10901 to construct and operate, in Greenwich, OH, connection tracks in the northwest and southeast quadrants of the intersection between the CSXT line between Chicago and Pittsburgh and the CRC line between Cleveland and Cincinnati. The connection in the northwest quadrant, a portion of which will be constructed utilizing existing trackage and/or right-of-way of the Wheeling & Lake Erie Railway Company, will extend approximately 4,600 feet between approximately MP BG-193.1 on the CSXT line and approximately MP 54.1 on the CRC line. The connection in the southeast quadrant will

¹⁹ In accordance with the waiver granted in Decision No. 9, served June 12, 1997, and as indicated in the notice published in the *Federal Register* on July 11, 1997 (62 FR 37331), we will consider on an expedited basis, in advance of our consideration of the primary application: (i) the physical construction of the Crestline connection track, as proposed in the STB Finance Docket No. 33388 (Sub-No. 1) embraced docket; and (ii) operation thereof by CSXT. The operational implications of the transactions proposed in the primary application and in the related filings as a whole, including proposed operations over the Crestline connection track, if authorized, will be examined in the context of the environmental impact statement (EIS) that will be prepared by our Section of Environmental Analysis (SEA).

²⁰ We question the MP 248.8 designation, *see* CSX/NS-22 at 106 (line 1); our review of CRC's timetable for its Porter Branch suggests that the correct designation may be MP 246.8. We also question CSXT's assertion that the Sub-No. 2 connection track will provide a direct link between CRC and CSXT tracks "and the parallel IHB line at Willow Creek," *see* CSX/NS-22 at 106 (lines 16-17); our review of CRC's timetable for its Porter Branch suggests that the link with IHB may be at Ivanhoe, not at Willow Creek.

²¹ In accordance with the waiver granted in Decision No. 9, and as indicated in the notice published in the *Federal Register* concurrently herewith, we will consider on an expedited basis, in advance of our consideration of the primary application: (i) the physical construction of the Willow Creek connection track, as proposed in the STB Finance Docket No. 33388 (Sub-No. 2) embraced docket; and (ii) operation thereof by CSXT. The operational implications of the transactions proposed in the primary application and in the related filings as a whole, including proposed operations over the Willow Creek connection track, if authorized, will be examined in the context of the EIS that will be prepared by SEA.

extend approximately 1,044 feet between approximately MP BG-192.5 on the CSXT line and approximately MP 54.6 on the CRC line.²²

In STB Finance Docket No. 33388 (Sub-No. 4), CSXT has filed a petition under 49 U.S.C. 10502 for exemption from the provisions of 49 U.S.C. 10901 to construct and operate, at Sidney Junction, OH, a connection track in the southeast quadrant of the intersection between the CSXT line between Cincinnati, OH, and Toledo, OH, and the CRC line between Cleveland, OH, and Indianapolis, IN. The connection will extend approximately 3,263 feet between approximately MP BE-96.5 on the CSXT line and approximately MP 163.5 on the CRC line.²³

In STB Finance Docket No. 33388 (Sub-No. 5), NW has filed a petition under 49 U.S.C. 10502 for exemption from the provisions of 49 U.S.C. 10901 to construct and operate, at Sidney, IL, a connection track between the UPRR north-south line between Chicago, IL, and St. Louis, MO, and the NW east-west line between Decatur, IL, and Tilton, IL. The connection, which will be in the southwest quadrant of the intersection of the two lines, will be approximately 3,256 feet in length.²⁴

In STB Finance Docket No. 33388 (Sub-No. 6), NW has filed a petition under 49 U.S.C. 10502 for exemption from the provisions of 49 U.S.C. 10901 to construct and operate, at

²² In accordance with the waiver granted in Decision No. 9, and as indicated in the notice published in the *Federal Register* concurrently herewith, we will consider on an expedited basis, in advance of our consideration of the primary application: (i) the physical construction of the Greenwich connection tracks, as proposed in the STB Finance Docket No. 33388 (Sub-No. 3) embraced docket; and (ii) operation thereover by CSXT. The operational implications of the transactions proposed in the primary application and in the related filings as a whole, including proposed operations over the Greenwich connection tracks, if authorized, will be examined in the context of the EIS that will be prepared by SEA.

²³ In accordance with the waiver granted in Decision No. 9, and as indicated in the notice published in the *Federal Register* concurrently herewith, we will consider on an expedited basis, in advance of our consideration of the primary application: (i) the physical construction of the Sidney Junction connection track, as proposed in the STB Finance Docket No. 33388 (Sub-No. 4) embraced docket; and (ii) operation thereover by CSXT. The operational implications of the transactions proposed in the primary application and in the related filings as a whole, including proposed operations over the Sidney Junction connection track, if authorized, will be examined in the context of the EIS that will be prepared by SEA.

²⁴ In accordance with the waiver granted in Decision No. 9, and as indicated in the notice published in the *Federal Register* concurrently herewith, we will consider on an expedited basis, in advance of our consideration of the primary application: (i) the physical construction of the Sidney connection track, as proposed in the STB Finance Docket No. 33388 (Sub-No. 5) embraced docket; and (ii) operation thereover by NW. The operational implications of the transactions proposed in the primary application and in the related filings as a whole, including proposed operations over the Sidney connection track, if authorized, will be examined in the context of the EIS that will be prepared by SEA.

Alexandria, IN, a connection track between the CRC line between Anderson, IN, and Goshen, IN, and the NW line between Muncie, IN, and Frankfort, IN. The connection, which will be in the northeast quadrant of the intersection of the two lines, will be approximately 970 feet in length.²⁵

In STB Finance Docket No. 33388 (Sub-No. 7), NW has filed a petition under 49 U.S.C. 10502 for exemption from the provisions of 49 U.S.C. 10901 to construct and operate, at Bucyrus, OH, a connection track between NW's Bellevue, OH-Columbus, OH line and CRC's Ft. Wayne, IN-Crestline, OH line. The connection, which will be in the southeast quadrant of the intersection of the two lines, will be approximately 2,467 feet in length.²⁶

In STB Finance Docket No. 33388 (Sub-No. 8), CSXT has filed a notice of exemption under 49 CFR 1150.36 to construct and operate, at Little Ferry, NJ, two connection tracks between the CRC Selkirk-North Bergen line and the New York, Susquehanna and Western Railway (NYS&W) Paterson-Croton line. The first connection will extend approximately 480 feet between approximately MP 5.75 on the CRC line and approximately MP 5.65 on the NYS&W line. The second connection will extend approximately 600 feet between approximately MP 4.04 on the CRC line and approximately MP 4.15 on the NYS&W line.

In STB Finance Docket No. 33388 (Sub-No. 9), CSXT and The Baltimore and Ohio Chicago Terminal Railroad Company (B&OCT, a wholly owned CSXT subsidiary) have filed a notice of exemption under 49 CFR 1150.36 to construct and operate a connection track in the vicinity of 75th Street SW, Chicago, IL, in the southwest quadrant of the intersection of the lines of B&OCT and The Belt Railway Company of Chicago (BRC). The connection will extend approximately 1,640 feet between approximately MP DC-22.43 on B&OCT's North-South line between Cleveland and Brighton Park, and approximately MP 12.95 on BRC's East-West line between Bedford Park Yard and South Chicago Yard.

²⁵ In accordance with the waiver granted in Decision No. 9, and as indicated in the notice published in the *Federal Register* concurrently herewith, we will consider on an expedited basis, in advance of our consideration of the primary application: (i) the physical construction of the Alexandria connection track, as proposed in the STB Finance Docket No. 33388 (Sub-No. 6) embraced docket; and (ii) operation thereover by NW. The operational implications of the transactions proposed in the primary application and in the related filings as a whole, including proposed operations over the Alexandria connection track, if authorized, will be examined in the context of the EIS that will be prepared by SEA.

²⁶ In accordance with the waiver granted in Decision No. 9, and as indicated in the notice published in the *Federal Register* concurrently herewith, we will consider on an expedited basis, in advance of our consideration of the primary application: (i) the physical construction of the Bucyrus connection track, as proposed in the STB Finance Docket No. 33388 (Sub-No. 7) embraced docket; and (ii) operation thereover by NW. The operational implications of the transactions proposed in the primary application and in the related filings as a whole, including proposed operations over the Bucyrus connection track, if authorized, will be examined in the context of the EIS that will be prepared by SEA.

In STB Finance Docket No. 33388 (Sub-No. 10), CSXT has filed a petition under 49 U.S.C. 10502 for exemption from the provisions of 49 U.S.C. 10901 to construct and operate a connection track in Exermont, IL, in the northwest quadrant of the intersection between CSXT's Cincinnati-East St. Louis line and CRC's Cleveland-East St. Louis line. The connection will extend approximately 3,590 feet between approximately MP BC-327.9 on the CSXT line and approximately MP 231.4 on the CRC line.

In STB Finance Docket No. 33388 (Sub-No. 11), CSXT and B&OCT have filed a notice of exemption under 49 CFR 1150.36 to construct and operate a connection track in the vicinity of Lincoln Avenue in Chicago, IL, in the northeast quadrant of the intersection of the lines of B&OCT and IHB. The connection will extend approximately 840 feet between approximately MP DC-9.5 on B&OCT's line between Cleveland and Barr Yard, and approximately MP 10.43 on IHB's line between Gibson Yard and Blue Island Jct.

In STB Finance Docket No. 33388 (Sub-No. 12), NSR has filed a petition under 49 U.S.C. 10502 for exemption from the provisions of 49 U.S.C. 10901 to construct and operate, at Kankakee, IL, a connection track between the Illinois Central Railroad Company (ICR) Chicago, IL-Gibson City, IL north-south line, over which NSR has trackage rights, and the CRC Streator, IL-Schneider, IN east-west line. The connection, which will be in the southeast quadrant of the intersection of the two lines, will be approximately 1,082 feet in length.

In STB Finance Docket No. 33388 (Sub-No. 13), NW has filed a notice of exemption under 49 CFR 1150.36 to construct and operate a connection track at Tolono, IL, in the southeast quadrant of the intersection of the ICR line between Chicago, IL, and Centralia, IL, and the NW line between Decatur, IL, and Tilton, IL. The connection will be about 1,600 feet in length.

In STB Finance Docket No. 33388 (Sub-No. 14), NW has filed a petition under 49 U.S.C. 10502 for exemption from the provisions of 49 U.S.C. 10901 to construct and operate, at Butler, IN, a connection track between NW's Detroit, MI-Fort Wayne, IN line and CRC's Elkhart, IN-Toledo, OH line. The connection, which will be in the northwest quadrant of the intersection of the two lines, will be approximately 1,750 feet in length.

In STB Finance Docket No. 33388 (Sub-No. 15), NW has filed a notice of exemption under 49 CFR 1150.36 to construct and operate a connection track at Tolleston, IN. This track, which will connect a NW line and a CRC line, will be about 930 feet in length.

In STB Finance Docket No. 33388 (Sub-No. 16), NW has filed a notice of exemption under 49 CFR 1150.36 to construct and operate a double track connection at Hagerstown, MD. This track, which will connect a NW line and a CRC line, will be about 800 feet in length.

In STB Finance Docket No. 33388 (Sub-No. 17), NW has filed a notice of exemption under 49 CFR 1150.36 to construct and operate a connection track at Ecorse Junction (Detroit), MI. This track, which will connect a NW line and a CRC line, will be about 400 feet in length.

In STB Finance Docket No. 33388 (Sub-No. 18), NW has filed a petition under 49 U.S.C. 10502 for exemption from the provisions of 49 U.S.C. 10901 to construct and operate, at

Blasdell (Buffalo), NY, a connecting track approximately 2,500 feet in length between NW's Erie, PA-Buffalo, NY Line and CRC's Buffalo, NY-Harrisburg, PA Line.

In STB Finance Docket No. 33388 (Sub-No. 19), NW has filed a notice of exemption under 49 CFR 1150.36 to construct and operate, at Gardenville Junction (Buffalo), NY, a connecting track approximately 1,700 feet in length between CRC's Buffalo, NY-Harrisburg, PA Line and CRC's Ebenezer Secondary Track.

In STB Finance Docket No. 33388 (Sub-No. 20), NW has filed a notice of exemption under 49 CFR 1150.36 to construct and operate, at Columbus, OH, a NW-CRC connecting track approximately 1,423 feet in length. *See CSX/NS-22 at 315 (map).*

In STB Finance Docket No. 33388 (Sub-No. 21), NW has filed a petition under 49 U.S.C. 10502 for exemption from the provisions of 49 U.S.C. 10901 to construct and operate, at Oak Harbor, OH, a connecting track approximately 4,965 feet in length between, and in the northwest quadrant of the intersection of, NW's Toledo, OH-Bellevue, OH line and CRC's Toledo, OH-Cleveland, OH line.

In STB Finance Docket No. 33388 (Sub-No. 22), NW has filed a petition under 49 U.S.C. 10502 for exemption from the provisions of 49 U.S.C. 10901 to construct and operate, at Vermilion, OH, a connecting track approximately 5,398 feet in length between NW's Cleveland, OH-Bellevue, OH line and CRC's Toledo, OH-Cleveland, OH line.

In STB Finance Docket No. 33388 (Sub-No. 23), NW has filed a notice of exemption under 49 CFR 1180.2(d)(5) regarding a joint project involving relocation of NW's rail line running down 19th Street in Erie, PA (a distance of approximately 6.1 miles, between approximately MP B-85.10 near Downing Avenue and approximately MP B-91.25 west of Pittsburgh Avenue) to a parallel railroad right-of-way currently owned and operated by CRC that will be allocated to CSXT in connection with the primary application.

In STB Finance Docket No. 33388 (Sub-No. 24), CRC and NW have filed a petition under 49 U.S.C. 10502 for exemption from the provisions of 49 U.S.C. 11323-25 regarding the acquisition by CRC (or by NYC) of the Fort Wayne Line, between MP 441.8 at Fort Wayne, IN, and MP 319.2 at Tolleston (Gary), IN. *See CSX/NS-22 at 446 and 449 (indicating that the mileposts are as stated in the preceding sentence). But see CSX/NS-22 at 461-62 (indicating that the mileposts are MP 441.8 at Tolleston and MP 319.2 at Fort Wayne).*

In STB Finance Docket No. 33388 (Sub-No. 25), NW and CSXT have filed a notice of exemption under 49 CFR 1180.2(d)(7) regarding the acquisition by NW of trackage rights over approximately 32.7 miles of a CSXT line between Lima, OH (Erie Junction), at or near CSXT MP BE-129.2, and Sidney, OH, at or near CSXT MP BE-96.5. The trackage rights to be acquired by NW include overhead trackage rights between Lima and Sidney and local trackage rights that will allow NW to serve 2-to-1 shippers at Sidney.

In STB Finance Docket No. 33388 (Sub-No. 26), CSXC, CSXT, and The Lakefront Dock and Railroad Terminal Company (LD&RT) have filed an application seeking approval and authorization under 49 U.S.C. 11323-25 for the acquisition and exercise by CSXC and CSXT of

control of LD&RT, and the common control of LD&RT and CSXT and the other rail carriers controlled by CSXT and/or CSXC. LD&RT, a Class III railroad in which CSXT and CRC each currently owns a 50% voting stock interest, operates approximately 17 miles of yard tracks at Oregon, OH.

In STB Finance Docket No. 33388 (Sub-No. 27), NW and CSXT have filed a notice of exemption under 49 CFR 1180.2(d)(7) regarding the acquisition by NW of overhead trackage rights over approximately 5 to 6 miles of a CSXT line between Columbus, OH (Parsons Yard), at or near CSXT MP CJ 71.5, and Scioto, OH, at or near CSXT MP CK 2.5.

In STB Finance Docket No. 33388 (Sub-No. 28), CSXT and NW have filed a notice of exemption under 49 CFR 1180.2(d)(7) regarding the acquisition by CSXT of overhead trackage rights over approximately 2.02 miles of a NW line between Columbus, OH (Watkins Yard), at or near NW MF N-696.7, and Bannon, OH, at or near NW MP N-698.72.

In STB Finance Docket No. 33388 (Sub-No. 29), CSXT and NW have filed a notice of exemption under 49 CFR 1180.2(d)(7) regarding the acquisition by CSXT of overhead trackage rights over approximately 1.4 miles of a NW line between Erie Junction (Delray), MI, at or near MP D4.4, and Ecorse Junction, MI, at or near MP D5.8.

In STB Finance Docket No. 33388 (Sub-No. 30), NW and CSXT have filed a notice of exemption under 49 CFR 1180.2(d)(7) regarding the acquisition by NW of overhead trackage rights over approximately 1.7 miles of a CSXT line between the connection of two CSXT lines near Washington Street at or near MP 123.7, and the connection of two CSXT lines at Pine at or near MP 122.0, in Indianapolis, IN.

In STB Finance Docket No. 33388 (Sub-No. 31), CSXC and CSXT have filed a petition under 49 U.S.C. 10502 for exemption from the provisions of 49 U.S.C. 11323-25, to the extent those provisions may apply, regarding the acquisition by CSXC and CSXT of control of Albany Port Railroad Corporation (APR). APR, which operates approximately 16.5 miles of track at the Port of Albany, NY, is owned in equal 50% shares by CRC and D&H Corporation (D&H, an affiliate of Canadian Pacific Limited); and, if the primary application is approved, CRC's 50% interest in APR will be allocated to CSXT in the Division.²⁷

In STB Finance Docket No. 33388 (Sub-No. 32), NW and B&OCT have filed a notice of exemption under 49 CFR 1180.2(d)(7) regarding the acquisition by NW of overhead trackage rights over approximately 9.8 miles of the IHB McCook Branch between the connection of IHB and B&OCT at McCook, IL, at or near MP 28.5, and the connection of IHB and Canadian Pacific Rail System at Franklin Park, IL, at MP 39.3.²⁸

²⁷ Implicit in the Sub-No. 31 docket is a request for a determination that acquisition by CSXC and CSXT of a 50% interest in APR will not enable CSXC and CSXT to "control" APR within the meaning of 49 U.S.C. 11323.

²⁸ Applicants indicate that the Sub-No. 32 trackage rights run for approximately 9.8

(continued...)

In STB Finance Docket No. 33388 (Sub-No. 33), NW and B&OCT have filed a notice of exemption under 49 CFR 1180.2(d)(7) regarding the acquisition by NW of trackage rights over B&OCT's Barr Subdivision between the connection of the NSR Chicago Line and the B&OCT line at Pine Junction, IN (CP 497) and: (i) the connection with B&OCT's McCook Subdivision at Blue Island Junction, IL, at or near MP DC 14.9, a distance of approximately 14.9 miles; and beyond to (ii) the B&OCT/THB connection at McCook, IL, at or near MP 28.5, a distance of approximately 13.6 miles.

In STB Finance Docket No. 33388 (Sub-No. 34), CSXT and NW have filed a notice of exemption under 49 CFR 1180.2(d)(7) regarding the acquisition by CSXT of overhead trackage rights over approximately 45.5 miles of a NW line between Bucyrus, OH, at or near NW MP S-63.0, and Sandusky, OH, at or near NW MP S-108.5. The trackage rights to be acquired by CSXT, although described as "overhead" trackage rights, will allow CSXT to access 2-to-1 shippers at Sandusky.

In STB Docket Nos. AB-167 (Sub-No. 1181X) and AB-55 (Sub-No. 551X), CRC and CSXT, respectively, have filed a notice of exemption under 49 CFR 1152.50 to abandon an approximately 29-mile portion of the Danville Secondary Track between MP 93.00± at Paris, IL, and MP 122.00± at Danville, IL, in Edgar and Vermilion Counties, IL. The line, which is presently owned and operated by CRC and which is proposed to be operated by CSXT pursuant to the authority sought in the primary application, traverses United States Postal Service Zip Codes 61846, 61870, 61883, 61924, and 61944.

In STB Docket No. AB-290 (Sub-No. 194X), NW has filed a notice of exemption under 49 CFR 1152.50 to abandon a line between MP SK-2.5 near South Pond, IN, and MP SK-24.0 near Dillon Junction, IN, a distance of approximately 21.5 miles in St. Joseph and La Porte Counties, IN. The line traverses or adjoins United States Postal Service Zip Codes 46613, 46614, 46619, 46536, 46554, and 46365.

In STB Docket No. AB-290 (Sub-No. 195X), NW has filed a petition under 49 U.S.C. 10502 for exemption from the provisions of 49 U.S.C. 10903 to abandon a line between MP I-137.3 near Dillon Junction, IN, and MP I-158.8 near Michigan City, IN, a distance of approximately 21.5 miles in La Porte County, IN. The line traverses or adjoins United States Postal Service Zip Codes 46350 and 46360.

In STB Docket No. AB-290 (Sub-No. 196X), NW has filed a petition under 49 U.S.C. 10502 for exemption from the provisions of 49 U.S.C. 10903 to abandon a line between MP TM-5.0 in Toledo, OH, and MP TM-12.5 near Maumee, OH, a distance of approximately 7.5 miles in Lucas County, OH. The line traverses or adjoins United States Postal Service Zip Codes 43612, 43613, 43606, 43607, 43609, and 43614.

²⁸(...continued)

miles. See CSX/NS-22 at 420 and 425. By our calculations, however, these trackage rights would appear to run for approximately 10.8 miles.

In STB Docket No. AB-290 (Sub-No. 197X), NW has filed a notice of exemption under 49 CFR 1152.50 to abandon the Toledo Pivot Bridge extending between MP CS-2.8 and MP CS-3.0 near Toledo, OH, a distance of approximately 0.2 miles in Lucas County, OH. The line traverses or adjoins either United States Postal Service Zip Code 42611 or United States Postal Service Zip Code 43611 (see CSX/NS-22 at 84-86).

PRIMARY APPLICATION AND RELATED FILINGS ACCEPTED. We are accepting the primary application for consideration because it is in substantial compliance with the applicable regulations, waivers, and requirements. See 49 U.S.C. 11321-25; 49 CFR part 1180. We are also accepting for consideration all of the related filings, which are also in substantial compliance with the applicable regulations, waivers, and requirements.²⁹

PUBLIC INSPECTION. The primary application and all related filings, including the various accompanying exhibits, are available for inspection in the Docket File Reading Room (Room 755) at the offices of the Surface Transportation Board, 1925 K Street, N.W., in Washington, DC.

PROCEDURAL SCHEDULE. In Decision No. 6, served May 30, 1997, and published that day in the *Federal Register* at 62 FR 29387, we adopted a procedural schedule.³⁰ To provide further notice to interested persons, we have attached that schedule to this decision as Appendix B and have filled in all of the dates.

NOTICE OF INTENT TO PARTICIPATE. Any person who wishes to participate in this proceeding as a party of record (POR) must file with the Secretary of the Board, no later than

²⁹ We reserve the right to require the filing of supplemental information from applicants or any other party or individual, if necessary to complete the record in this matter.

³⁰ In Decision No. 9, we added to the procedural schedule adopted in Decision No. 6 by requiring applicants to file, by September 5, 1997, Preliminary Draft Environmental Assessments for the construction projects referenced in the STB Finance Docket No. 33388 (Sub-Nos. 1, 2, 3, 4, 5, 6, and 7) embraced dockets. As indicated in the notice published in the *Federal Register* on July 11, 1997 (62 FR 37331), we will consider on an expedited basis, in advance of our consideration of the primary application: (i) the physical construction of the Crestline connection track, as proposed in the STB Finance Docket No. 33388 (Sub-No. 1) embraced docket; and (ii) operation thereover by CSXT. As indicated in the notices published in the *Federal Register* concurrently herewith, we will consider on an expedited basis, in advance of our consideration of the primary application: (i) the physical construction of the Willow Creek, Greenwich, Sidney Junction, Sidney, Alexandria, and Bucyrus connection tracks, as proposed in the STB Finance Docket No. 33388 (Sub-Nos. 2, 3, 4, 5, 6, and 7) embraced dockets, respectively; and (ii) operation thereover by applicants. As further indicated in the notice published on July 11, 1997, and in the notices published concurrently herewith, the operational implications of the transactions proposed in the primary application and in the related filings as a whole, including proposed operations over the Crestline, Willow Creek, Greenwich, Sidney Junction, Sidney, Alexandria, and Bucyrus connection tracks, if authorized, will be examined in the context of the EIS that will be prepared by SEA.

August 7, 1997, an original plus 25 copies of a notice of intent to participate, accompanied by a certificate of service indicating that the notice has been properly served on Judge Leventhal and on applicants' representatives.

We will serve, as soon as practicable after August 7, 1997, a notice containing the official service list (the service list notice). Each party of record will be required to serve upon all other parties of record, within 10 days of the service date of the service list notice, copies of all filings previously submitted by that party (to the extent such filings have not previously been served upon such other parties). Each party of record will also be required to file with the Secretary of the Board, within 10 days of the service date of the service list notice, an original plus five copies of a certificate of service indicating that the service required by the preceding sentence has been accomplished. Every filing made by a party of record after the service date of the service list notice must have its own certificate of service indicating that both Judge Leventhal and all PORs on the service list have been served with a copy of the filing. Members of the United States Congress (MOCs) and Governors (GOVs) are not parties of record (PORs) and therefore need not be served with copies of filings, unless any such Member or Governor is designated as a POR.

As noted in Decision No. 6, slip op. at 5, 62 FR at 29389, we will serve copies of our decisions, orders, and notices only on those persons who are designated on the official service list as either POR, MOC, or GOV. All other interested persons are encouraged to make advance arrangements with the Board's copy contractor, DC News & Data, Inc. (DC News), to receive copies of Board decisions, orders, and notices served in this proceeding. DC News will handle the collection of charges and the mailing and/or faxing of decisions, orders, and notices to persons who request this service. The telephone number for DC News is: (202) 289-4357.³¹

DESCRIPTIONS OF, AND PETITIONS RESPECTING, RESPONSIVE (INCLUDING INCONSISTENT) APPLICATIONS. Because the transaction proposed by applicants constitutes a major transaction within the meaning of our rail consolidation rules (49 CFR part 1180),³² railroads intending to file responsive (including inconsistent) applications must submit descriptions of those applications by August 22, 1997. The description must state that the commenting railroad intends to file an application seeking affirmative relief that requires an application to be filed with the Board (e.g., divestiture, purchase, trackage rights, inclusion,

³¹ An interested person does not need to be on the service list to obtain a copy of the primary application or any other filing made in this proceeding. Our Railroad Consolidation Procedures provide: "Any document filed with the Board (including applications, pleadings, etc.) shall be promptly furnished to interested persons on request, unless subject to a protective order." See 49 CFR 1180.4(a)(3), as recently amended in *Railroad Consolidation Procedures--Modification of Fee Policy*, STB Ex Parte No. 556, 62 FR 9714, 9717 (Mar. 4, 1997) (interim rules), 62 FR 28375 (May 23, 1997) (final rules). Furthermore, DC News will provide, for a charge, copies of the primary application or any other filing made in this proceeding, except to the extent any such filing is subject to the protective order heretofore entered in this proceeding.

³² See Decision No. 2, served April 21, 1997, and published that day in the *Federal Register* at 62 FR 19390.

construction, or abandonment) and must include a general statement of what that application is expected to include. This will be considered a prefiling notice without which the Board will not entertain applications for this type of relief.

Petitions for waiver or clarification by responsive (including inconsistent) applicants must be filed by August 22, 1997. Each responsive (including inconsistent) application filed and accepted will be consolidated with the primary application in this proceeding. Parties should contact the Office of the Secretary, Case Control Unit, at 202-565-1681 to obtain docket numbers for their responsive (including inconsistent) applications.

Any responsive (including inconsistent) applicant must file, by October 1, 1997, either: (1) a verified statement that the responsive (including inconsistent) application will have no significant environmental impact; or (2) a responsive environmental report (RER) that contains detailed environmental information regarding the responsive (including inconsistent) application. See Decision No. 6, slip op. at 3-4, 62 FR at 29388-89.

RESPONSIVE (INCLUDING INCONSISTENT) APPLICATIONS, COMMENTS, PROTESTS, REQUESTS FOR CONDITIONS, AND OTHER OPPOSITION EVIDENCE AND ARGUMENT. Any interested persons, including the U.S. Secretary of Transportation and the U.S. Attorney General, may file written comments, protests, requests for conditions, and any other opposition evidence and argument, and/or responsive (including inconsistent) applications, no later than October 21, 1997. This deadline applies to comments, etc., addressing either the primary application or any of the related filings submitted with the primary application. An original and 25 copies of such comments, etc., must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, ATTN.: STB Finance Docket No. 33388, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, as previously noted, parties are also requested to submit one electronic copy of each document filed with the Board. Further details respecting such electronic submissions are provided below.

Written comments, etc., must be concurrently served by first class mail on the U.S. Secretary of Transportation, the U.S. Attorney General, Judge Leventhal, applicants' representatives, and all other parties of record.

Written comments, etc., shall include: (1) the docket number and title of the proceeding; (2) the name, address, and telephone number of the commenting party and its representative upon whom service shall be made; (3) the commenting party's position, i.e., whether it supports or opposes the proposed transaction; (4) a list of any specific protective conditions sought; and (5) an analysis of the issues with particular attention to our general policy statement for the merger or control of at least two Class I railroads (49 CFR 1180.1), the statutory criteria (49 U.S.C. 11324), and antitrust policy.

Protesting parties are advised that, if they seek either the denial of the primary application or the imposition of conditions upon any approval thereof, on the theory that approval without imposition of conditions will harm either their ability to provide essential services and/or competition, they must present substantial evidence in support of their positions. See *Lamoille Valley R.R. Co. v. ICC*, 711 F.2d 295 (D.C. Cir. 1983).

OTHER DATES. The procedural schedule adopted in Decision No. 6 further provides: (1) that rebuttal in support of the primary application, or in support of any of the related filings, must be filed by December 15, 1997; (2) that responses to any responsive (including inconsistent) applications, as well as responses to all comments, protests, requests for conditions, and other opposition evidence and argument, must also be filed by December 15, 1997; (3) that rebuttal in support of any responsive (including inconsistent) applications must be filed by January 14, 1998; (4) that briefs may be filed by February 23, 1998; (5) that oral argument will be heard on April 9, 1998; (6) that, at the discretion of the Board, a voting conference will be held on April 14, 1998; and (7) that the final written decision, addressing the primary application and the related filings, and also addressing any responsive (including inconsistent) applications, will be served on June 8, 1998.

DATES RESPECTING ABANDONMENTS. We will process the abandonments proposed by applicants in accordance with the overall procedural schedule, rather than applying the procedural schedules required by 49 U.S.C. 10904 and our 49 CFR part 1152 abandonment regulations.³³ Therefore, with respect to each related abandonment proposal: (1) in order to be designated a party of record (POR), a person must file with the Secretary of the Board, no later than August 7, 1997, an original plus 25 copies of a notice of intent to participate along with a certificate of service indicating that the notice has been properly served on Judge Leventhal and on applicants' representatives; (2) opposition submissions, requests for public use conditions,³⁴ and/or Trails Act requests³⁵ must be filed by October 21, 1997; (3) rebuttal in support of the abandonment proposals, and/or responses to any requests for public use conditions and Trails Act requests, must be filed by December 15, 1997; (4) as with the primary application and all related matters, briefs may be filed by February 23, 1998, oral argument will be held on April 9, 1998, and a voting conference will be held, at the Board's discretion, on April 14, 1998; and (5) if, in the final decision served on June 8, 1998, we approve the primary application, we shall also address, in that final decision, each of the abandonment proposals, and all matters (including requests for public use conditions and Trails Act requests) relative thereto; and if we exempt any of the abandonment proposals, we shall require interested persons to file, no later than 10 days after the date of service of the final decision, offers of financial assistance³⁶ with respect to any of the exempted abandonments.

DISCOVERY. In Decision No. 1, served April 16, 1997, this proceeding was assigned to Judge Leventhal for the handling of all discovery matters and the initial resolution of all

³³ All references herein to our 49 CFR part 1152 abandonment regulations are to our new regulations, which took effect on January 23, 1997. See *Abandonment and Discontinuance of Rail Lines and Rail Transportation Under 49 U.S.C. 10903*, STB Ex Parte No. 537, 61 FR 67876 (Dec. 24, 1996), 62 FR 34669 (June 27, 1997).

³⁴ See 49 CFR 1152.28 (61 FR at 67894).

³⁵ See 49 CFR 1152.29 (61 FR at 67894-96).

³⁶ See 49 CFR 1152.27 (61 FR at 67891-94).

discovery disputes. In Decision No. 10, served June 27, 1997, Judge Leventhal adopted discovery guidelines to govern the conduct of discovery in this proceeding.

DEADLINES APPLICABLE TO APPEALS AND REPLIES. As noted in Decision No. 6, slip op. at 7, 62 FR at 29390: any appeal to a decision issued by Judge Leventhal must be filed within 3 working days of the date of his decision; any response to any such appeal must be filed within 3 working days of the date of filing of the appeal; and any reply to any motion filed with the Board itself in the first instance must be filed within 3 working days of the date of filing of the motion.

ENVIRONMENTAL REVIEW PROCESS: SCOPE. By notice served July 3, 1997, and published in the *Federal Register* on July 7, 1997, at 62 FR 36332, the Board's Section of Environmental Analysis (SEA): (a) provided notice to interested persons that, to evaluate and consider the potential environmental impacts that may result from the transactions proposed in the primary application and in the related filings, SEA intends to prepare an environmental impact statement (EIS); (b) set out the draft scope of the EIS that SEA intends to prepare; (c) directed that written comments respecting the draft scope be filed by August 6, 1997; and (d) set forth projected time frames for conducting the EIS process.

ELECTRONIC SUBMISSIONS. In addition to submitting an original and 25 paper copies of each document filed with the Board, parties are also requested to submit, on diskettes (3.5-inch IBM-compatible floppies) or compact discs, one electronic copy of each such document. Textual materials must be in, or convertible into, WordPerfect 7.0. Spreadsheets must be in, or convertible into, Lotus 1-2-3 Version 7.³⁷ Each diskette or compact disc should be clearly labeled with the identification acronym and number of the corresponding paper document, see 49 CFR 1180.4(a)(2), and a copy of such diskette or compact disc should be provided to any other party upon request. The data contained on the diskettes and compact discs submitted to the Board will be subject to the protective order granted in Decision No. 1, served April 16, 1997 (as modified in Decision No. 4, served May 2, 1997), and will be for the exclusive use of Board employees reviewing substantive and/or procedural matters in this proceeding. The flexibility provided by such computer data will facilitate timely review by the Board and its staff.³⁸

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

³⁷ Parties intending to submit spreadsheets in formats other than Lotus 1-2-3 Version 7 may wish to consult with our staff regarding such submissions. Some (though not all) spreadsheets prepared in other formats, though perhaps not convertible into Lotus 1-2-3 Version 7, may nevertheless be useable by our staff. For further information, contact Julia M. Farr, (202) 565-1613.

³⁸ The electronic submission requirements set forth in this decision supersede, for the purposes of this proceeding, the otherwise applicable electronic submission requirements set forth in our regulations. See 49 CFR 1104.3(a), as amended in *Expedited Procedures for Processing Rail Rate Reasonableness, Exemption and Revocation Proceedings*, STB Ex Parte No. 527, 61 FR 52710, 52711 (Oct. 8, 1996), 61 FR 58490, 58491 (Nov. 15, 1996).

It is ordered:

1. The primary application in STB Finance Docket No. 33388, and the related filings in the various embraced dockets listed in Appendix A, are accepted for consideration.
2. The parties shall comply with the procedural requirements described in this decision.
3. Any appeal to a decision issued by Judge Leventhal must be filed within 3 working days of the date of his decision, and any response to any such appeal must be filed within 3 working days of the date of filing of the appeal.
4. Any reply to any motion filed with the Board itself in the first instance must be filed within 3 working days of the date of filing of the motion.
5. This decision is effective on July 23, 1997.

Decided: July 15, 1997.

By the Board, Chairman Morgan and Vice Chairman Owen.

Vernon A. Williams,
Secretary

APPENDIX A: EMBRACED PROCEEDINGS

This decision covers both the STB Finance Docket No. 33388 lead proceeding and the following embraced proceedings:

STB Finance Docket No. 33388 (Sub-No. 1), *CSX Transportation, Inc.--Construction and Operation Exemption--Connection Track at Crestline, OH;*

STB Finance Docket No. 33388 (Sub-No. 2), *CSX Transportation, Inc.--Construction and Operation Exemption--Connection Track at Willow Creek, IN;*

STB Finance Docket No. 33388 (Sub-No. 3), *CSX Transportation, Inc.--Construction and Operation Exemption--Connection Tracks at Greenwich, OH;*

STB Finance Docket No. 33388 (Sub-No. 4), *CSX Transportation, Inc.--Construction and Operation Exemption--Connection Track at Sidney Junction, OH;*

STB Finance Docket No. 33388 (Sub-No. 5), *Norfolk and Western Railway Company--Construction and Operation Exemption--Connecting Track With Union Pacific Railroad Company at Sidney, IL;*

STB Finance Docket No. 33388 (Sub-No. 6), *Norfolk and Western Railway Company--Construction and Operation Exemption--Connecting Track With Consolidated Rail Corporation at Alexandria, IN;*

STB Finance Docket No. 33388 (Sub-No. 7), *Norfolk and Western Railway Company--Construction and Operation Exemption--Connecting Track With Consolidated Rail Corporation at Bucyrus, OH;*

STB Finance Docket No. 33388 (Sub-No. 8), *CSX Transportation, Inc.--Construction and Operation Exemption--Connection Track at Little Ferry, NJ;*

STB Finance Docket No. 33388 (Sub-No. 9), *CSX Transportation, Inc. and The Baltimore and Ohio Chicago Terminal Railroad Company--Construction and Operation Exemption--Connection Track at 75th Street SW, Chicago, IL;*

STB Finance Docket No. 33388 (Sub-No. 10), *CSX Transportation, Inc.--Construction and Operation Exemption--Connection Track at Exermont, IL;*

STB Finance Docket No. 33388 (Sub-No. 11), *CSX Transportation, Inc. and The Baltimore and Ohio Chicago Terminal Railroad Company--Construction and Operation Exemption--Connection Track at Lincoln Avenue, Chicago, IL;*

STB Finance Docket No. 33388 (Sub-No. 12), *Norfolk Southern Railway Company--Construction and Operation Exemption--Connecting Track With Consolidated Rail Corporation at Kankakee, IL;*

STB Finance Docket No. 33388 (Sub-No. 13), *Norfolk and Western Railway Company--Construction and Operation Exemption--Connecting Track With Illinois Central Railroad Company at Tolono, IL;*

STB Finance Docket No. 33388 (Sub-No. 14), *Norfolk and Western Railway Company--Construction and Operation Exemption--Connecting Track With Consolidated Rail Corporation at Butler, IN;*

STB Finance Docket No. 33388 (Sub-No. 15), *Norfolk and Western Railway Company--Construction and Operation Exemption--Connecting Track With Consolidated Rail Corporation at Tolleston, IN;*

STB Finance Docket No. 33388 (Sub-No. 16), *Norfolk and Western Railway Company--Construction and Operation Exemption--Connecting Track With Consolidated Rail Corporation at Hagerstown, MD;*

STB Finance Docket No. 33388 (Sub-No. 17), *Norfolk and Western Railway Company--Construction and Operation Exemption--Connecting Track With Consolidated Rail Corporation at Ecorse Junction (Detroit), MI;*

STB Finance Docket No. 33388 (Sub-No. 18), *Norfolk and Western Railway Company--Construction and Operation Exemption--Connecting Track With Consolidated Rail Corporation at Blasdell (Buffalo), NY;*

STB Finance Docket No. 33388 (Sub-No. 19), *Norfolk and Western Railway Company--Construction and Operation Exemption--Connecting Track With Consolidated Rail Corporation at Gardenville Junction (Buffalo), NY;*

STB Finance Docket No. 33388 (Sub-No. 20), *Norfolk and Western Railway Company--Construction and Operation Exemption--Connecting Track With Consolidated Rail Corporation at Columbus, OH;*

STB Finance Docket No. 33388 (Sub-No. 21), *Norfolk and Western Railway Company--Construction and Operation Exemption--Connecting Track With Consolidated Rail Corporation at Oak Harbor, OH;*

STB Finance Docket No. 33388 (Sub-No. 22), *Norfolk and Western Railway Company--Construction and Operation Exemption--Connecting Track With Consolidated Rail Corporation at Vermilion, OH;*

STB Finance Docket No. 33388 (Sub-No. 23), *Norfolk and Western Railway Company--Joint Relocation Project Exemption--Over CSX Transportation, Inc. (Currently Consolidated Rail Corporation) at Erie, PA;*

STB Finance Docket No. 33388 (Sub-No. 24), *Consolidated Rail Corporation--Acquisition Exemption--Line Between Fort Wayne, IN, and Tolleston (Gary), IN;*

STB Finance Docket No. 33388 (Sub-No. 25), *Norfolk and Western Railway Company--Trackage Rights Exemption--CSX Transportation, Inc.*;

STB Finance Docket No. 33388 (Sub-No. 26), *CSX Corporation and CSX Transportation, Inc.--Control--The Lakefront Dock and Railroad Terminal Company*;

STB Finance Docket No. 33388 (Sub-No. 27), *Norfolk and Western Railway Company--Trackage Rights Exemption--CSX Transportation, Inc.*;

STB Finance Docket No. 33388 (Sub-No. 28), *CSX Transportation, Inc.--Trackage Rights Exemption--Norfolk and Western Railway Company*;

STB Finance Docket No. 33388 (Sub-No. 29), *CSX Transportation, Inc.--Trackage Rights Exemption--Norfolk and Western Railway Company*;

STB Finance Docket No. 33388 (Sub-No. 30), *Norfolk and Western Railway Company--Trackage Rights Exemption--CSX Transportation, Inc.*;

STB Finance Docket No. 33388 (Sub-No. 31), *CSX Corporation and CSX Transportation, Inc.--Control Exemption--Albany Port Railroad Corporation*;

STB Finance Docket No. 33388 (Sub-No. 32), *Norfolk and Western Railway Company--Trackage Rights Exemption--The Baltimore and Ohio Chicago Terminal Railroad Company*;

STB Finance Docket No. 33388 (Sub-No. 33), *Norfolk and Western Railway Company--Trackage Rights Exemption--The Baltimore and Ohio Chicago Terminal Railroad Company*;

STB Finance Docket No. 33388 (Sub-No. 34), *CSX Transportation, Inc.--Trackage Rights Exemption--Norfolk and Western Railway Company*;

STB Docket No. AB-167 (Sub-No. 1181X), *Consolidated Rail Corporation--Abandonment Exemption--In Edgar and Vermilion Counties, IL*;

STB Docket No. AB-55 (Sub-No. 551X), *CSX Transportation, Inc.--Abandonment Exemption--In Edgar and Vermilion Counties, IL*;

STB Docket No. AB-290 (Sub-No. 194X), *Norfolk and Western Railway Company--Abandonment Exemption--Between South Bend and Dillon Junction in St. Joseph and La Porte Counties, IN*;

STB Docket No. AB-290 (Sub-No. 195X), *Norfolk and Western Railway Company--Abandonment Exemption--Between Dillon Junction and Michigan City in La Porte County, IN*;

STB Docket No. AB-290 (Sub-No. 196X), *Norfolk and Western Railway Company--Abandonment Exemption--Between Toledo and Maumee in Lucas County, OH; and*