

STB

FD-33388

6-24-02

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BUSINESS

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ENVIRONMENTAL DOCUMENT

SURFACE TRANSPORTATION BOARD

Washington, DC 20423

Office of Economics, Environmental Analysis, and Administration

June 24, 2002

Ms. Constance A. Sadler
Sidley, Austin, Brown & Wood, LLP
1501 K Street, NW
Washington, D.C. 20005

Re: STB Finance Docket No. 33388 – CSX and Norfolk Southern – Control and Acquisition – Conrail – Shellpot Bridge, Wilmington, Delaware

Dear Ms. Sadler:

I am writing in response to your June 21, 2002 letter in which you request clarification regarding the status of Environmental Condition 15 of the Surface Transportation Board's (Board) decision in July 1998 approving the Conrail Acquisition. Environmental Condition 15 required Norfolk Southern (NS) to preserve the historic integrity of the Shellpot Bridge in Wilmington, Delaware until completion of the section 106 process of the National Historic Preservation Act, and to conduct a feasibility study including a preliminary design for the rehabilitation of the Shellpot Bridge. (See CSX Corp., et al. & Norfolk Southern Corp., et al. – Control and Operation Leases/Agreements – Conrail Inc., et al., STB Finance Docket No. 33388 (decision No. 89) (STB served July 23, 1998)). You indicate that NS believes that Environmental Condition 15 has been satisfied and that NS would like to begin rehabilitation work on the Shellpot Bridge in July 2002.

I have reviewed the information in your letter as well as correspondence prepared by SEA addressing the Shellpot Bridge.

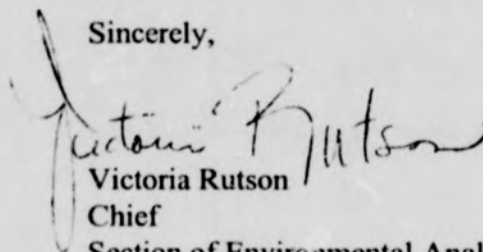
On September 3, 1999, the Board's Section of Environmental Analysis (SEA) sent a letter to the Advisory Council on Historic Preservation (ACHP) summarizing the measures that had been implemented by the Board in conclusion of the section 106 process for the Conrail Acquisition. SEA informed the ACHP, among other things, that NS had performed the required feasibility study for the Shellpot Bridge and submitted the feasibility report to the Delaware State Historical Preservation Officer (SHPO) on February 27, 1999. The letter also stated that SEA's independent third party consultants had performed additional analysis of the historic structures in the area, based on concerns raised by the SHPO during consultation, and determined that there would be no adverse effect on historic resources in the area from the proposed project. SEA's

third party consultants, who act under the supervision and guidance of SEA and are essentially an extension of SEA's staff, submitted a letter to the SHPO on August 13, 1998 indicating their conclusion of no adverse effect, and also stated that "[t]here will be No Adverse Effect on railroad bridges due to the forecasted increase of rail traffic or heavier car loads." The SHPO did not provide SEA with written comments regarding the feasibility study or the no adverse effect finding.

The ACHP's regulations at 36 CFR 800.5(c) provide the SHPO with 30 days to disagree with an agency's finding of no adverse effect. Based on no evidence to the contrary, SEA believes that the section 106 process has been completed for the Shellpot Bridge and that Environmental Condition 15 has been satisfied.

Unless I receive information from the SHPO to the contrary by July 3, 2002, I will be providing the Board with SEA's recommendation to remove Environmental Condition 15 from this proceeding as a satisfied condition sometime next week. If you have any questions regarding this matter, please do not hesitate to contact me at (202) 565-1545.

Sincerely,



Victoria Rutson
Chief
Section of Environmental Analysis

cc: Mr. Daniel R. Griffith (via fax and mail)
Delaware State Historical Preservation Officer
Tudor Industrial Park
604 Otis Drive
Dover, DE 19901-3611

Ms. Gwenyth Davis (via fax and mail)
Delaware State Historic Preservation Office
15 The Green
Dover, DE 19901-3611

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ARNOLD & PORTER

Mary Gabrielle Sprague
Mary_Gay_Sprague@aporter.com

202.942.5773
202.942.5999 Fax

555 Twelfth Street, NW
Washington, DC 20004-1206

January 15, 2002

John J. Dolfi
427 Elmhurst Drive
Belle Vernon, PA 15012



Re: Surface Transportation Board Finance Docket No. 33388,
Noise Mitigation Condition

Dear Mr. Dolfi:

I received a copy of your letter to Ms. Victoria Rutson dated January 1, 2002. Please accept my apologies for not writing to you earlier. I could have written a short letter soon after our October 1 telephone discussion memorializing CSX's rejection of your proposed "Memorandum of Agreement," but I was delaying my correspondence pending the development of our plan for structural sound insulation so that you would have before you your positive options and not merely a rejection.

Under your proposed Memorandum of Agreement, CSX would agree to construct a noise barrier on its right-of-way along Rail Road Street in Webster, PA. I explained during our discussion that CSX does not plan to implement Environmental Condition 11 through construction of a noise barrier. You also suggested that this matter could be resolved through a cash settlement of an unspecified amount, but one in excess of the \$7,500/structure offered to you in June 2001. I also explained during our discussion that, to maintain consistency in the noise mitigation program, CSX cannot offer you a cash settlement in excess of the \$7,500/structure offered to other property owners. That offer remains open.

As I mentioned, if you choose not to accept the cash settlement offer, CSX plans to offer you structural sound insulation. This will likely involve the replacement of certain doors and windows with sound-insulating doors and windows. I have not yet been in touch with you to offer you an agreement to participate in this structural sound insulation program because CSX and NS are still working out the technical specifications for this program. Although you did not previously receive a letter from me rejecting your proposals in writing, rest assured that CSX has been proceeding "in a serious manner" to implement Environmental Condition 11 with respect to the two properties you own in Webster, Pennsylvania and the other properties that are subject to Environmental Condition 11.

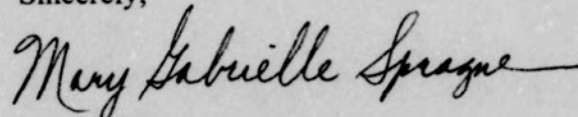
ARNOLD & PORTER

John J. Dolfi
January 15, 2002
Page 2

As soon as I have a specific structural sound insulation program and agreement to offer you, I will contact you and the other property owners. In the meantime, if you have any questions, you may contact me at 202-942-5773.

With best regards.

Sincerely,



Mary Gabrielle Sprague
*Counsel for CSX Corporation and
CSX Transportation, Inc.*

cc: Victoria Rutson, SEA

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WRITER'S DIRECT NUMBER
(202) 736-8071

WRITER'S E-MAIL ADDRESS
csadler@sidley.com

January 4, 2002

By Hand Delivery—Original and 25 Copies

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

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Office of the Secretary

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**Re: Finance Docket No. 33388--CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company--Control and Operating Leases/Agreements--Conrail, Inc. and Consolidated Rail Corporation:
Negotiated Agreement with City of Waynesboro, Virginia**

Dear Secretary Williams:

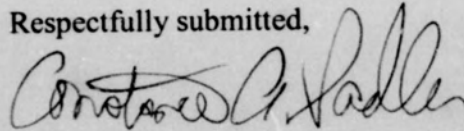
Norfolk Southern Corporation and Norfolk Southern Railway Company hereby submit a Negotiated Agreement with the City of Waynesboro, Virginia pursuant to Environmental Condition 11 of Decision No. 89 (slip op. at 401-02). This Negotiated Agreement effectuates the Board's preference for privately negotiated solutions stated in Decision No. 89 (slip op. at 153): "[To] give effect to privately negotiated solutions whenever possible, we clarify that negotiated agreements will remain available as an alternative to the local and site-specific mitigation imposed here (for example, specific grade crossing upgrade mitigation, real time monitoring for emergency response delay, or noise mitigation)." Environmental Condition 11 similarly provides that the specific terms of the condition may be superseded by a Negotiated Agreement with the responsible local government that satisfies that community's environmental concerns.

As stated in the enclosed Negotiated Agreement, the parties request that Environmental Condition 11 be amended by deleting the City of Waynesboro receptors from those identified on the Riverton Junction, VA to Roanoke, VA line segment (N-100) and that Environmental Condition 51 be amended by adding this Negotiated Agreement with the City of Waynesboro, dated November 14, 2001, to the list of Negotiated Agreements entered into by Norfolk Southern.

January 4, 2002
Page 2

Thank you for your assistance in this matter. Please contact me at (202) 736-8071 should you have any questions about this submission.

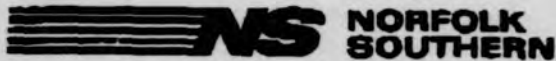
Respectfully submitted,



Constance A. Sadler

Enclosure

cc: Victoria J. Rutson, Esq.
Phyllis Johnson-Ball
Waynesboro City Manager Schuyler M. Giles



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

COPY

Bruno Maestri
 Vice President
 Public Affairs

mailed
 11-14-01

October 23, 2001

Mr. Schuyler M. Giles
 Waynesboro City Manager
 503 West Main Street - Room 210
 Waynesboro, VA 22980

Re: Norfolk Southern/ CSX Acquisition of Conrail: Noise Mitigation

Dear Mr. Giles:

Thank you for consulting with Norfolk Southern regarding the potential environmental effects of increased train traffic, specifically a projected increase in train wayside noise levels, in your community.

We understand that some inquiries have been made by individuals or communities in Virginia concerning the accuracy of the noise-sensitive receptor counts within the noise contour parallel to Norfolk Southern rail line segment N-100 (Riverton Junction, VA to Roanoke, VA) identified by the Surface Transportation Board ("STB" or the "Board") in the Final Environmental Impact Statement ("FEIS") for the Conrail transaction as the locations eligible for noise mitigation. Because the Board as well as Norfolk Southern want to ensure that an accurate count of eligible noise-sensitive receptors has been made, the STB recently undertook a field survey, conducted by the STB's independent environmental consultants, to verify through field measurements the eligible noise-sensitive receptor structures within your community ("STB field survey"). As the term is applied by the STB, "noise-sensitive receptors" include occupied residences, schools, libraries, churches, hospitals, retirement communities and nursing homes. The noise mitigation eligibility criteria that were applied by the STB in its decision approving the Conrail Acquisition (STB Finance Docket No. 33388, Dec. No. 89 (service date July 23, 1998) ("Decision No. 89") at Environmental Condition 11) were applied by the STB's independent environmental consultants within the noise contour identified by the STB in the FEIS for rail line segment N-100. That noise contour consists of the area within 73 feet of either side of the center of the rail line.

We have now received the results of the STB field survey. The Board has determined that there are a total of three sensitive noise receptors within the incorporated limits of the Town of Waynesboro that constitute the receptors eligible for noise mitigation by Norfolk Southern. Based on the verified field count completed by the STB's environmental consultants, Norfolk Southern is offering to pay to your community the sum of \$30,000 should you decide to enter into a Negotiated Agreement to resolve on a community level the noise mitigation requirement imposed by the Board. I have enclosed a copy of the proposed Negotiated Agreement which we

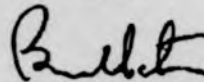
previously provided to you for your consideration, now modified to reflect the revised settlement figure based on the STB's verification of the number of eligible receptors within your community. If you wish to enter into the proposed Negotiated Agreement, the settlement monies may be used for the benefit of the citizens of your community for such public projects as you select.

Should you prefer that we directly contact the noise-sensitive receptors identified in the SEA field survey, we need your countersignature to this letter as indicated below.

We require by November 15, 2001 either your return of the signed Negotiated Agreement or your return of the countersigned letter indicating your concurrence that Norfolk Southern should directly contact the individual eligible receptors in your community verified by the STB field survey. If you decide to enter into the Negotiated Agreement, we will submit the signed document to the STB for approval and ask the Board to enter the approved Negotiated Agreement as a binding settlement under Environmental Condition 51 of Decision No. 89 and to remove your community from the list of remaining Environmental Condition 11 mitigation obligations under Decision No. 89. If you decide instead that Norfolk Southern should contact the three STB-identified eligible receptors, we will file the countersigned letter indicating that preference with the Board to document satisfaction of our obligation under Environmental Condition 11 to consult with and obtain the written concurrence of the responsible local government with respect to noise mitigation at the noise-sensitive receptor locations within Town of Waynesboro eligible for noise mitigation under the criteria developed by the STB.

By November 15, 2001, please either notify me by phone or in writing of your desire to enter into the proposed Negotiated Agreement with Norfolk Southern on behalf of the Town of Waynesboro or, alternatively, return the countersigned letter to me to indicate your concurrence that Norfolk Southern contact the three individual eligible noise-sensitive receptors in Waynesboro. If we have not received notice from you of your acceptance on behalf of the Town of Waynesboro of the terms of the Negotiated Agreement or your countersignature to this letter by that date, we will assume that you wish us to proceed with direct contacts to the individual eligible noise-sensitive receptors identified through the STB field survey.

Sincerely,



Bruno Maestri
Vice President

Accepted and Agreed to:

City of Waynesboro
By: [Signature]
City Manager

Date: 11/14/2001

cc: Scott Muir

October 23, 2001

Mr. Schuyler M. Giles
Waynesboro City Manager
503 West Main Street - Room 210
Waynesboro, VA 22980

Re: Negotiated Agreement Relating to the NS/CSX Acquisition of Conrail

Dear Mr. Giles:

Norfolk Southern consulted with the Town of Waynesboro, Virginia regarding the environmental impact of increased train traffic resulting from Norfolk Southern's acquisition of Conrail, including wayside noise, and specifically Environmental Condition No. 11 imposed by the Surface Transportation Board (STB).

The Town of Waynesboro and Norfolk Southern have jointly developed this negotiated agreement to satisfy the concerns of Waynesboro with respect to environmental impacts related to the Conrail acquisition, including the impacts addressed in the STB's Environmental Condition No. 11. Pursuant to this Negotiated Agreement, Norfolk Southern will pay the Town of Waynesboro the sum of thirty thousand dollars (\$30,000).

The Town of Waynesboro intends to utilize said funds, in its sole discretion, for the benefit of the citizens of Waynesboro and for other appropriate public purposes as determined by the Town of Waynesboro.

This Negotiated Agreement will be filed with the Surface Transportation Board to document satisfaction with Environmental Condition 11 with respect to Waynesboro, Virginia. The parties intend that this Negotiated Agreement will supersede any other obligation under Environmental Condition 11.

The parties jointly request the Surface Transportation Board's approval by submitting this Negotiated Agreement to be incorporated into Environmental Condition 51 of Finance Docket No. 33388, Decision No. 89. This Negotiated Agreement will become effective upon an order of the Surface Transportation Board accepting this Agreement.

Please countersign this letter to indicate your agreement.

Sincerely,

Scott Muir

C. S. Muir
Special Representative

Accepted and Agreed to by the Town of Waynesboro, Virginia.

City of Waynesboro

[Signature]

[Signature]

Date 11/14/2001

[Title]

[Title]

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WRITER'S DIRECT NUMBER
(202) 736-8071

WRITER'S E-MAIL ADDRESS
csadler@sidley.com

January 4, 2002

By Hand Delivery—Original and 25 Copies

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Room 700
1925 K Street, N.W.
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**Re: Finance Docket No. 33388—CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company—Control and Operating Leases/Agreements—Conrail, Inc. and Consolidated Rail Corporation:
Negotiated Agreement with Warren County, Virginia**

Dear Secretary Williams:

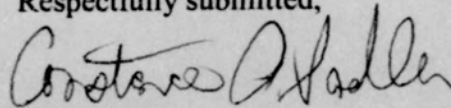
Norfolk Southern Corporation and Norfolk Southern Railway Company hereby submit a Negotiated Agreement with Warren County, Virginia pursuant to Environmental Condition 11 of Decision No. 89 (slip op. at 401-02). This Negotiated Agreement effectuates the Board's preference for privately negotiated solutions stated in Decision No. 89 (slip op. at 153): "[To] give effect to privately negotiated solutions whenever possible, we clarify that negotiated agreements will remain available as an alternative to the local and site-specific mitigation imposed here (for example, specific grade crossing upgrade mitigation, real time monitoring for emergency response delay, or noise mitigation)." Environmental Condition 11 similarly provides that the specific terms of the condition may be superseded by a Negotiated Agreement with the responsible local government that satisfies that community's environmental concerns.

As stated in the enclosed Negotiated Agreement, the parties request that Environmental Condition 11 be amended by deleting Warren County receptors outside the Town of Front Royal from those identified on the Riverton Junction, VA to Roanoke, VA line segment (N-100) and that Environmental Condition 51 be amended by adding this Negotiated Agreement with Warren County, Virginia, dated November 7, 2001, to the list of Negotiated Agreements entered into by Norfolk Southern.

January 4, 2002
Page 2

Thank you for your assistance in this matter. Please contact me at (202) 736-8071 should you have any questions about this submission.

Respectfully submitted,



Constance A. Sadler

Enclosure

cc: Victoria J. Rutson, Esq.
Phyllis Johnson-Ball
Stuart L. Rudscille, Chairman, Warren County Board of Supervisors
Douglas W. Napier, Warren County Attorney

COUNTY OF WARREN



Office of the County Attorney
220 North Commerce Avenue, Suite 100
Front Royal, Virginia 22630

Phone: (540) 636-6674

FAX: (540) 636-6980

e-mail: dnapier@shentel.net
jgrim@shentel.net

Douglas W. Napier
County Attorney

Jennifer A. Grim
Administrative Asst.

November 8, 2001

**BOARD OF
SUPERVISORS**

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Stuart L. Rudacille
South River
District

VICE-CHAIRMAN
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District

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Happy Creek
District

John E. Vance
Fork
District

Benjamin H. Waddle
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District

Douglas P. Stanley
County
Administrator

Via Facsimile: (202) 383-4018

Norfolk Southern Corporation
Attn: C. Scott Muir, Special Rep. for Public Affairs
1500 K Street Northwest, Suite 375
Washington, D.C. 20005

**RE: *Negotiated Settlement Relating to the NS/CSX Acquisition of
Conrail
Warren County, Virginia***

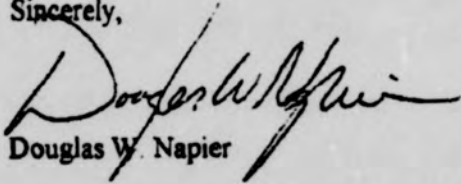
Dear Scott:

Enclosed please find an originally signed copy of the Agreement dated October 23, 2001, where the Warren County Board of Supervisors does accept a negotiated settlement relating to the Norfolk Southern/CSX Acquisition of Conrail.

Please let me know if there is anything further that I need to do.

With best regards,

Sincerely,


Douglas W. Napier

DWN/jag

Enclosure

October 23, 2001

Mr. Douglas Stanley
County Administrator
Warren County, VA

Re: Negotiated Agreement Relating to the NS/CSX Acquisition of Conrail

Dear Mr. Stanley:

Norfolk Southern consulted with Warren County, Virginia regarding the environmental impact of increased train traffic resulting from Norfolk Southern's acquisition of Conrail, including wayside noise, and specifically Environmental Condition No. 11 imposed by the Surface Transportation Board (STB).

Warren County and Norfolk Southern have jointly developed this negotiated agreement to satisfy the concerns of Warren County outside the incorporated limits of the Town of Front Royal with respect to environmental impacts related to the Conrail acquisition, including the impacts addressed in the STB's Environmental Condition No. 11. Pursuant to this Negotiated Agreement, Norfolk Southern will pay Warren County the sum of twenty thousand dollars (\$20,000).

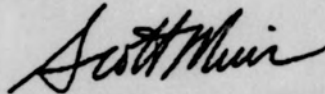
Warren County intends to utilize said funds, in its sole discretion, for the benefit of the citizens of Warren County and for other appropriate public purposes as determined by Warren County.

This Negotiated Agreement will be filed with the Surface Transportation Board to document satisfaction with Environmental Condition 11 with respect to Warren County, Virginia outside the incorporated limits of the Town of Front Royal. The parties intend that this Negotiated Agreement will supersede any other obligation under Environmental Condition 11.

The parties jointly request the Surface Transportation Board's approval by submitting this Negotiated Agreement to be incorporated into Environmental Condition 51 of Finance Docket No. 33388, Decision No. 89. This Negotiated Agreement will become effective upon an order of the Surface Transportation Board accepting this Agreement.

Please countersign this letter to indicate your agreement.

Sincerely,



C. S. Muir
Special Representative

Accepted and Agreed to by Warren County, Virginia.

Stuart L. Bushnell
[Signature]

Date NOVEMBER 7, 2001

CHAIRMAN, BOARD OF SUPERVISORS
[Title]

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WRITER'S E-MAIL ADDRESS
csadler@sidley.com

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January 4, 2002

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Secretary
Surface Transportation Board
Room 700
1925 K Street, N.W.
Washington, D.C. 20423

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**Re: Finance Docket No. 33388--CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company--Control and Operating Leases/Agreements--Conrail, Inc. and Consolidated Rail Corporation:
Negotiated Agreement with Page County, Virginia**

Dear Secretary Williams:

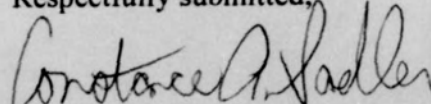
Norfolk Southern Corporation and Norfolk Southern Railway Company hereby submit a Negotiated Agreement with Page County, Virginia pursuant to Environmental Condition 11 of Decision No. 89 (slip op. at 401-02). This Negotiated Agreement effectuates the Board's preference for privately negotiated solutions stated in Decision No. 89 (slip op. at 153): "[To] give effect to privately negotiated solutions whenever possible, we clarify that negotiated agreements will remain available as an alternative to the local and site-specific mitigation imposed here (for example, specific grade crossing upgrade mitigation, real time monitoring for emergency response delay, or noise mitigation)." Environmental Condition 11 similarly provides that the specific terms of the condition may be superseded by a Negotiated Agreement with the responsible local government that satisfies that community's environmental concerns.

As stated in the enclosed Negotiated Agreement, the parties request that Environmental Condition 11 be amended by deleting the receptors from Page County, including the Town of Shennandoah, Virginia, from those identified on the Riverton Junction, VA to Roanoke, VA line segment (N-100) and that Environmental Condition 51 be amended by adding this Negotiated Agreement with Page County, Virginia, dated November 20, 2001, to the list of Negotiated Agreements entered into by Norfolk Southern.

January 4, 2002
Page 2

Thank you for your assistance in this matter. Please contact me at (202) 736-8071 should you have any questions about this submission.

Respectfully submitted,



Constance A. Sadler

Enclosure

cc: Victoria J. Rutson, Esq.
Phyllis Johnson-Ball
Page County Administrator C. Dean BeLer

October 23, 2001

Mr. C. Dean BeLer
County Administrator - Page County, VA
117 South Curt Street
Luray, VA 22835

Re: Negotiated Agreement Relating to the NS/CSX Acquisition of Conrail

Dear Mr. BeLer :

Norfolk Southern consulted with Page County, Virginia regarding the environmental impact of increased train traffic resulting from Norfolk Southern's acquisition of Conrail, including wayside noise, and specifically Environmental Condition No. 11 imposed by the Surface Transportation Board (STB).

Page County and Norfolk Southern have jointly developed this negotiated agreement to satisfy the concerns of Page County outside the incorporated limits of the Towns of Stanley and Luray with respect to environmental impacts related to the Conrail acquisition, including the impacts addressed in the STB's Environmental Condition No. 11. Pursuant to this Negotiated Agreement, Norfolk Southern will pay Page County the sum of fifty thousand dollars (\$50,000).

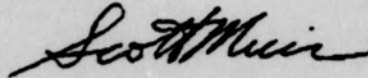
Page County intends to utilize said funds, in its sole discretion, for the benefit of the citizens of Page County and for other appropriate public purposes as determined by Page County.

This Negotiated Agreement will be filed with the Surface Transportation Board to document satisfaction with Environmental Condition 11 with respect to Page County, Virginia outside the incorporated limits of the Towns of Stanley and Luray. The parties intend that this Negotiated Agreement will supersede any other obligation under Environmental Condition 11.

The parties jointly request the Surface Transportation Board's approval by submitting this Negotiated Agreement to be incorporated into Environmental Condition 51 of Finance Docket No. 33388, Decision No. 89. This Negotiated Agreement will become effective upon an order of the Surface Transportation Board accepting this Agreement.

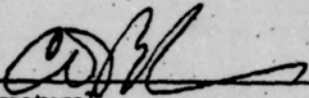
Please countersign this letter to indicate your agreement.

Sincerely,



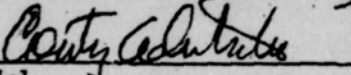
C. S. Muir
Special Representative

Accepted and Agreed to by Page County, Virginia.



[Signature]

Date 6/15/21 _____



[Title]

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NOV 20 2001

PAGE COUNTY
ADMINISTRATOR

To: Dean Belter cc: Bill Alshie
Fax: 540-743-4533 Pages: 1+1 = (2)
Date: 11-19-01
From: Scott

Dean/Bill - I know our letter
was confusing w/ 2 signature
lines. Please send/fax us
a note that PageCo wishes to
negotiate a county-wide settlement
to correct the signature on page 2
of Bruno's letter. See attached?
copy. Thanks

Scott



Scott Muir
Special Representative
Public Affairs
DE, MD & NJ

We wish, and are
authorized to accept
County wide settlement

Norfolk Southern Corporation
1500 K Street, N.W. Suite 375
Washington, D.C. 20005
202/297-6087
Fax 202/363-4018
email: cmuir@nsco.p.com

CDent 11/20/01

C. B. Alshie

STB

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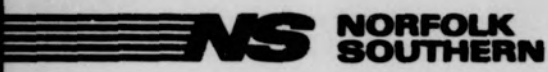
11-20-01

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

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Bruno Maestri
Vice President
Public Affairs

NOV 21 2001

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November 20, 2001

By Hand Delivery - Original and 25 Copies

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



Re: STB Finance Docket No. 33388 (Service Date - July 23, 1998):
CSX and NS - Control and Acquisition of Conrail; Certification of
Norfolk Southern Compliance with Environmental Condition 8(A)

Dear Secretary Williams:

Enclosed please find twenty-five (25) hard copies and one electronic copy of Quarterly Report Number 13 for the subject environmental condition certifying compliance in accordance with STB Decision No. 89.

Yours very truly,

Bruno Maestri 55.

Enclosure

cc: Victoria J. Rutson (5 copies)

203913

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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 LEASE AGREEMENTS --
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

Decision 89, as Amended by Decision 96
Appendix Q, Environmental Conditions
III. Local or Site-Specific Environmental Conditions
Condition 8(A): Highway/Rail At-Grade Crossings

Quarterly Report Number 13 for
Norfolk Southern Corporation and
Norfolk Southern Railway Company

November 20, 2001

CERTIFICATION OF COMPLIANCE

In accordance with Environmental Condition 8(A) set forth in Appendix Q to Decision No. 89 of the Surface Transportation Board in Docket No. 33388, Norfolk Southern Corporation and Norfolk Southern Railway Company ("Norfolk Southern") hereby certify that Norfolk Southern has complied with the requirements of Condition 8(A), with respect to the following location:

State	Crossing Name, County and City	FRA ID	Rail Line Segment ID	Current Warning Device	Proposed Post-Acquisition Device	In Service Date
VA	SR7, Clarke County, Berryville	468599F	N-091	Passive	Cantilever Signals and Train Detection Circuitry	8/14/01*

* Pursuant to STB Decision No. 154, served May 31, 2000, in Finance Docket No. 33388, the deadline for completion of the requirements of Condition 8(A) for the SR7 at-grade crossing was extended until August 22, 2001.

Certified by:

Bruno Maestri 5-5.

Bruno Maestri
Vice President
Public Affairs

Date: November 20, 2001

STB

FD-33388

9-19-01

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ENVIRONMENTAL DOCUMENT

SURFACE TRANSPORTATION BOARD
Washington, DC 20423

Section of Environmental Analysis

September 19, 2001

Mr. John J. Dolfi
427 Elmhurst Drive
Belle Vernon, Pennsylvania 15012

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

Dear Mr. Dolfi:

Thank you for providing me a copy of your letter of your August 22, 2001, to the House Subcommittee on Railroads. In your letter, you express your continuing concern about your claim for damages to your property in Webster, Pennsylvania as a result of the CSX Transportation, Inc. (CSX) and Norfolk Southern Railway Company control of Conrail Inc. Also, you state that CSX and its Agent refuse to meet and enter into serious negotiations regarding your claim. You further state that penalties should be levied against CSX for its failure to comply with an agreement that you reference as the "Noise Abatement Agreement by and between CSX And the Board." Finally, you ask that CSX not be granted an extension of time to comply with the noise condition imposed by the Surface Transportation Board (Board).

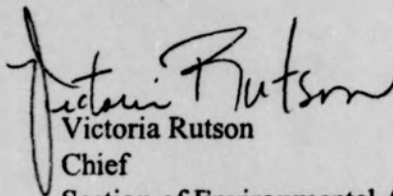
As I discussed in my June 7, 2001 letter to you, the Board – in Environmental Condition No. 11 of Appendix Q of Decision No. 89, issued on July 23, 1998 – required CSX to mitigate wayside noise (locomotive engine and wheel/rail noise) at noise-sensitive receptor locations within the established 70 decibel noise contour boundary for this line segment (Sinns, PA to Brownsville, Pennsylvania). As you are aware, the implementation deadline for compliance by CSX with the Board's noise condition was August 22, 2001. CSX has requested and the Board has granted a 6-month extension of the deadline provided for in Condition No. 11, until February 22, 2002. CSX stated in its request for an extension that it is continuing to have discussions with the owners of the remaining structures, and, if an agreement is not reached with particular property owners in the near future, CSX will promptly evaluate feasible alternatives for implementing Condition No. 11 with respect to the structures.

You state that CSX has offered you a settlement agreement that is 25 percent less than they offered similar property owners. The Board encourages negotiated settlement agreements

because these agreements may be more effective, and in some cases more far-reaching, than the environmental mitigation options that the Board may impose unilaterally. However, the Board does not oversee or have jurisdiction over such privately negotiated agreements. If you would like information on negotiated agreements involving your community, you may contact CSX's legal representative, Ms. Mary Gabrielle Sprague at (202) 942-5773. Ms. Sprague's address is Arnold and Porter, 555 Twelfth Street, NW, Washington DC 20004-1202.

I hope that this information is helpful. I have placed your letter and my response in the environmental docket for this proceeding. Please do not hesitate to contact Phillis Johnson-Ball, of my staff, at (202) 565-1530, if you require further assistance.

Sincerely,



Victoria Rutson

Chief

Section of Environmental Analysis

SECRET

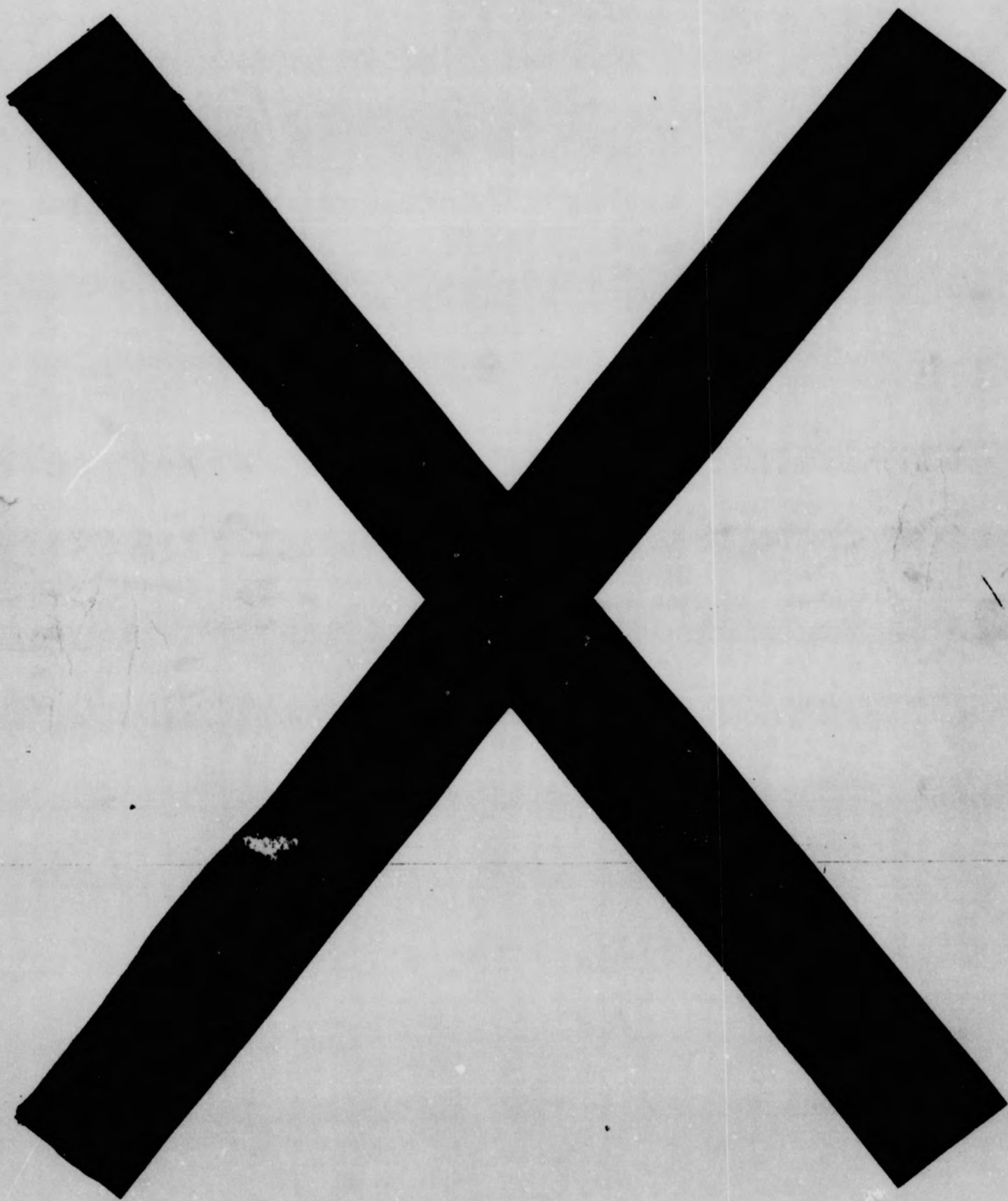
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9-19-01

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ENVIRONMENTAL DOCUMENT

SURFACE TRANSPORTATION BOARD
Washington, DC 20423

Section of Environmental Analysis

September 19, 2001

Mr. John J. Dolfi
427 Elmhurst Drive
Belle Vernon, Pennsylvania 15012

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

Dear Mr. Dolfi:

Thank you for providing me a copy of your letter of your August 22, 2001, to the House Subcommittee on Railroads. In your letter, you express your continuing concern about your claim for damages to your property in Webster, Pennsylvania as a result of the CSX Transportation, Inc. (CSX) and Norfolk Southern Railway Company control of Conrail Inc. Also, you state that CSX and its Agent refuse to meet and enter into serious negotiations regarding your claim. You further state that penalties should be levied against CSX for its failure to comply with an agreement that you reference as the "Noise Abatement Agreement by and between CSX And the Board." Finally, you ask that CSX not be granted an extension of time to comply with the noise condition imposed by the Surface Transportation Board (Board).

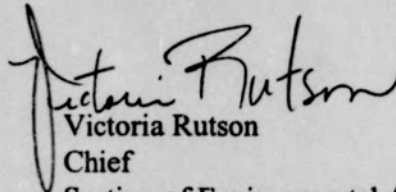
As I discussed in my June 7, 2001 letter to you, the Board – in Environmental Condition No. 11 of Appendix Q of Decision No. 89, issued on July 23, 1998 – required CSX to mitigate wayside noise (locomotive engine and wheel/rail noise) at noise-sensitive receptor locations within the established 70 decibel noise contour boundary for this line segment (Sinns, PA to Brownsville, Pennsylvania). As you are aware, the implementation deadline for compliance by CSX with the Board's noise condition was August 22, 2001. CSX has requested and the Board has granted a 6-month extension of the deadline provided for in Condition No. 11, until February 22, 2002. CSX stated in its request for an extension that it is continuing to have discussions with the owners of the remaining structures, and, if an agreement is not reached with particular property owners in the near future, CSX will promptly evaluate feasible alternatives for implementing Condition No. 11 with respect to the structures.

You state that CSX has offered you a settlement agreement that is 25 percent less than they offered similar property owners. The Board encourages negotiated settlement agreements

because these agreements may be more effective, and in some cases more far-reaching, than the environmental mitigation options that the Board may impose unilaterally. However, the Board does not oversee or have jurisdiction over such privately negotiated agreements. If you would like information on negotiated agreements involving your community, you may contact CSX's legal representative, Ms. Mary Gabrielle Sprague at (202) 942-5773. Ms. Sprague's address is Arnold and Porter, 555 Twelfth Street, NW, Washington DC 20004-1202.

I hope that this information is helpful. I have placed your letter and my response in the environmental docket for this proceeding. Please do not hesitate to contact Phillis Johnson-Ball, of my staff, at (202) 565-1530, if you require further assistance.

Sincerely,

A handwritten signature in cursive script that reads "Victoria Rutson". The signature is written in dark ink and is positioned above the printed name and title.

Victoria Rutson
Chief
Section of Environmental Analysis



STB

FD-33388

8-31-01

K

STBSEA



ENVIRONMENTAL DOCUMENT

SURFACE TRANSPORTATION BOARD

Washington, DC 20423

Office of Economics, Environmental Analysis, and Administration

August 31, 2001

Mr. Frank Komlenic
811 Railroad Street Rear
South Versailles Township
Coulters, PA 15028

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

Dear Mr. Komlenic:

Thank you for your letter expressing your concerns regarding environmental impacts to you and your community resulting from the Conrail Acquisition by CSX Transportation, Inc. (CSX) and the Norfolk Southern Railway Company (NS) (docketed at the Surface Transportation Board as Finance Docket No. 33388). Below, I have tried to respond to your concerns and provide some background information on the Conrail Acquisition, the circumstances in that proceeding under which the Board required CSX and NS to take steps to reduce environmental impacts directly related to the Conrail transaction, and the specific analysis conducted for your community.

You state in your letter that additional train traffic by CSX has resulted in increased noise, pollution from diesel fumes, blocked crossings, and potential problems associated with emergency response in your community. You are also concerned that CSX and the South Versailles Township Commissioners are engaged in negotiations that would preclude residents of the Township who are directly affected by noise from the additional trains from receiving compensation.

To comply with its obligations under the National Environmental Policy Act, the Board's Section of Environmental Analysis (SEA) undertook an extensive environmental review for the Conrail Acquisition. This review included preparation of a Draft and Final Environmental Impact Statement (EIS), as well as extensive public outreach and consideration of public comments. As part of its environmental review, SEA identified all NS and CSX rail line segments that would be affected by the Conrail Acquisition. South Versailles Township was

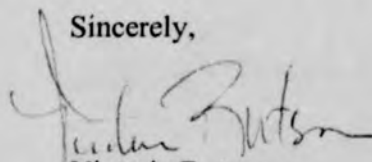
identified as located on CSX's Cumberland to Sinns line segment (C-033). Traffic levels on this line segment were projected to increase from 27.4 trains per day to 32.5 trains per day, an increase of 5.1. This increase in traffic did not trigger the Board's thresholds for detailed noise analysis, therefore, SEA did not conduct a detailed analysis on this line segment, consistent with the Board's environmental rules (49 CFR 1105.7(e)).

The projected train traffic increases on this segment did trigger the Board's thresholds related to air quality and the movement of hazardous materials. SEA evaluated the change in air pollutant emission levels for Allegheny County (which is designated as a "nonattainment area" by the U.S. Environmental Protection Agency, and thus subject to the Board's lower threshold for air quality analysis) and determined that the net emission increase would not be significant. Similarly, SEA evaluated the impact of increased movement of hazardous materials and determined that the potential for a spill or accidental release would not be significant. Accordingly, SEA did not recommend mitigation line segment. SEA's complete environmental analysis for the Conrail acquisition is available on the Board's website at www.stb.dot.gov.

You state that CSX is negotiating with the Township Commissioners regarding the closing of a railroad crossing in lieu of compensation for noise impacts in the Township. The Board encourages negotiated settlement agreements because these agreement may be more effective, and in some cases more far-reaching, than the environmental mitigation options that the Board may impose unilaterally. However, the Board does not oversee or have jurisdiction over privately negotiated agreements. If you would like information on negotiated agreements involving your community, you may contact CSX's legal representative, Ms. Mary Gabrielle Sprague at (202) 942-5773. Ms. Sprague's address is: Arnold & Porter, 555 Twelfth Street, NW, Washington, DC 20004-1202.

I hope that this information is helpful. I have placed your letter and this response in the environmental docket for this proceeding. Please feel free to contact Phillis Johnson-Ball of my staff at (202) 565-1530 if you have further questions.

Sincerely,



Victoria Rutson
Chief

STB

FD-33388

6-26-01

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WRITER'S DIRECT NUMBER
(202) 736-8071

WRITER'S E-MAIL ADDRESS
csadler@sidley.com

June 26, 2001

By Hand Delivery—Original and 25 Copies

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

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**Re: Finance Docket No. 33388--CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company--Control and Operating Leases/Agreements--Conrail, Inc. and Consolidated Rail Corporation:
Negotiated Agreement with Rockingham County, Virginia**

Dear Secretary Williams:

Norfolk Southern Corporation and Norfolk Southern Railway Company hereby submit a Negotiated Agreement with Rockingham County, Virginia pursuant to Environmental Condition 11 of Decision No. 89 (slip op. at 401-02). This Negotiated Agreement effectuates the Board's preference for privately negotiated solutions stated in Decision No. 89 (slip op. at 153): "[To] give effect to privately negotiated solutions whenever possible, we clarify that negotiated agreements will remain available as an alternative to the local and site-specific mitigation imposed here (for example, specific grade crossing upgrade mitigation, real time monitoring for emergency response delay, or noise mitigation)." Environmental Condition 11 similarly provides that the specific terms of the condition may be superseded by a Negotiated Agreement with the responsible local government that satisfies that community's environmental concerns.

As stated in the enclosed Negotiated Agreement, the parties request that Environmental Condition 11 be amended by deleting Rockingham County receptors from those identified on the Riverton Junction, VA to Roanoke, VA line segment and that Environmental Condition 51 be amended by adding this Negotiated Agreement with Rockingham County, dated June 19, 2001, to the list of Negotiated Agreements entered into by Norfolk Southern.

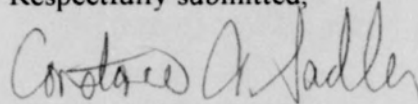
Honorable Vernon A. Williams

June 26, 2001

Page 2

Thank you for your assistance in this matter. Please contact me at (202) 736-8071 should you have any questions about this submission.

Respectfully submitted,

A handwritten signature in cursive script that reads "Constance A. Sadler".

Constance A. Sadler

Enclosure

cc: Victoria J. Rutson
Elaine K. Kaiser
William G. O'Brien, Rockingham County Administrator

May 30, 2001

Rockingham County Board of Supervisors
Rockingham County Administration Center
20 East Gay Street
Harrisonburg, VA 22802

Re: Negotiated Agreement relating to the NS/CSX Acquisition of Conrail

Dear Board Members:

Norfolk Southern consulted with Rockingham County regarding the environmental impact of increased train traffic resulting from Norfolk Southern's acquisition of Conrail, including wayside noise, and specifically Environmental Condition No. 11 imposed by the Surface Transportation Board (STB).

The Rockingham County Board of Supervisors and Norfolk Southern have jointly developed this negotiated agreement to satisfy the concerns of Rockingham County with respect to environmental impacts related to the Conrail acquisition, including the impacts addressed in the STB's Environmental Condition No. 11. Pursuant to this Negotiated Agreement, Norfolk Southern will pay Rockingham County the sum of twenty thousand dollars (\$20,000).

Rockingham County intends to utilize said funds, in its sole discretion, for the benefit of the citizens of Rockingham County and for other appropriate public purposes as determined by the Rockingham County Board of Supervisors.

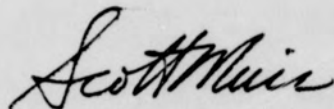
This Negotiated Agreement will be filed with the Surface Transportation Board to document satisfaction with Environmental Condition 11 with respect to Rockingham County, VA. The parties intend that this Negotiated Agreement will supersede any other obligation under Environmental Condition 11.

Rockingham County, VA
May 30, 2001
Page 2

The parties jointly request the Surface Transportation Board's approval by submitting this Negotiated Agreement to be incorporated into Environmental Condition 51 of Finance Docket No. 33388, Decision No. 89. This Negotiated Agreement will become effective upon an order of the Surface Transportation Board accepting this Agreement.

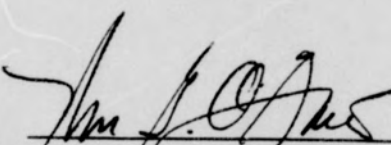
Please countersign this letter to indicate your agreement.

Sincerely,



C. S. Muir
Special Representative

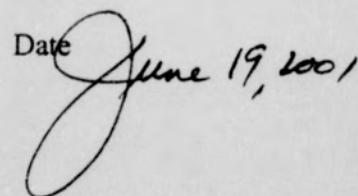
Accepted and Agreed to by Rockingham County, Virginia.



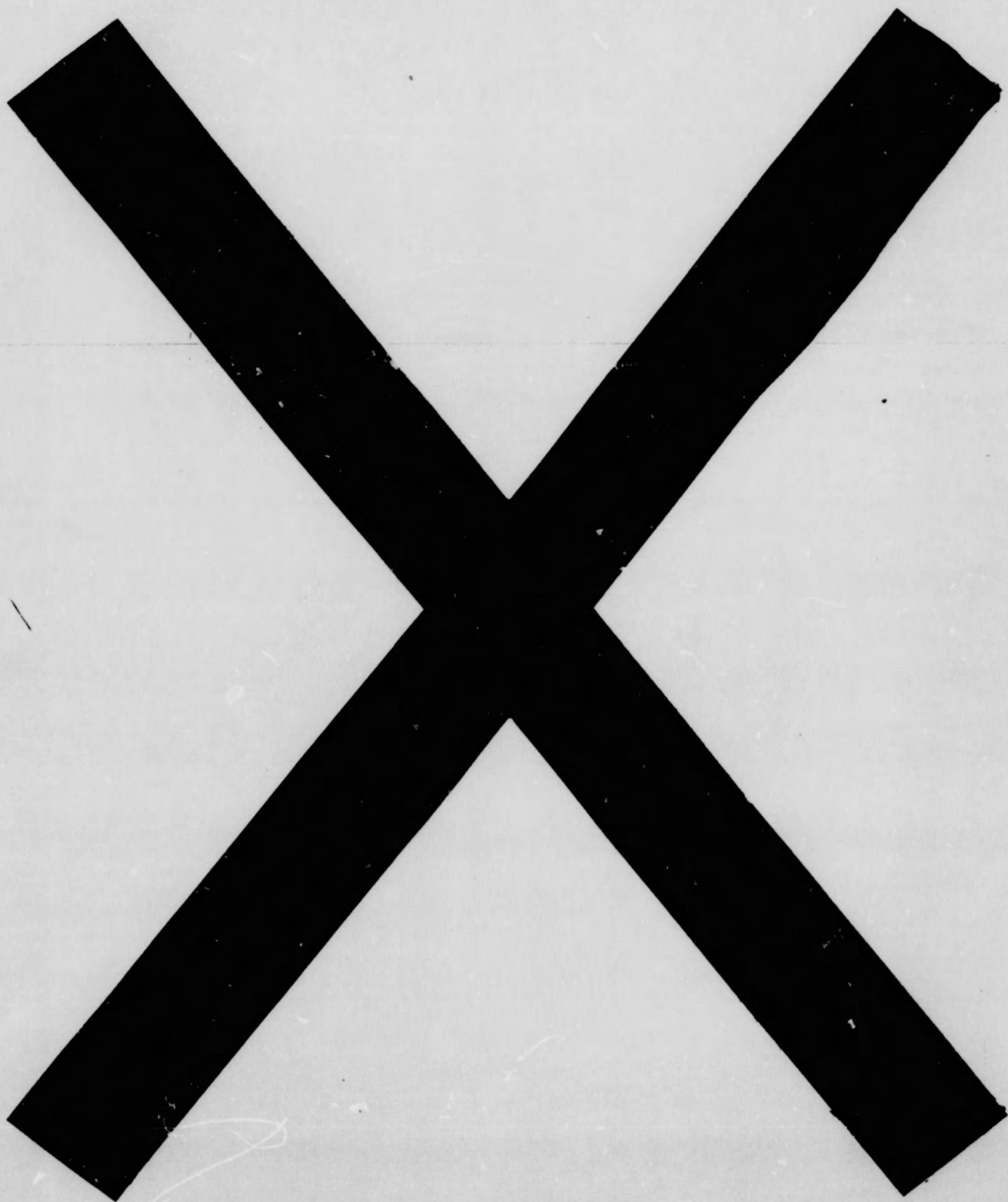
[Signature]

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Date



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Surface Transportation Board
Room 700
1925 K Street, N.W.
Washington, D.C. 20423



**Re: Finance Docket No. 33388--CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company--Control and Operating Leases/Agreements--Conrail, Inc. and Consolidated Rail Corporation:
Negotiated Agreement with Nicholas County, West Virginia**

Dear Secretary Williams:

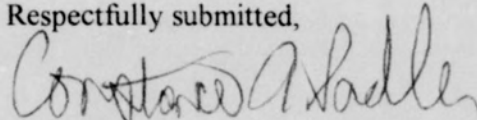
Norfolk Southern Corporation and Norfolk Southern Railway Company hereby submit a Negotiated Agreement with Nicholas County, West Virginia pursuant to Environmental Condition 11 of Decision No. 89 (slip op. at 401-02). This Negotiated Agreement effectuates the Board's preference for privately negotiated solutions stated in Decision No. 89 (slip op. at 153): "[To] give effect to privately negotiated solutions whenever possible, we clarify that negotiated agreements will remain available as an alternative to the local and site-specific mitigation imposed here (for example, specific grade crossing upgrade mitigation, real time monitoring for emergency response delay, or noise mitigation)." Environmental Condition 11 similarly provides that the specific terms of the condition may be superseded by a Negotiated Agreement with the responsible local government that satisfies that community's environmental concerns.

As stated in the enclosed Negotiated Agreement, the parties request that Environmental Condition 11 be amended by deleting the Nicholas County receptors from those identified on the Fola Mine, WV to Deepwater, WV line segment and that Environmental Condition 51 be amended by adding this Negotiated Agreement with Nicholas County, dated May 16, 2001, to the list of Negotiated Agreements entered into by Norfolk Southern.

May 24, 2001
Page 2

Thank you for your assistance in this matter. Please contact me at (202) 736-8071 should you have any questions about this submission.

Respectfully submitted,

A handwritten signature in cursive script that reads "Constance A. Sadler".

Constance A. Sadler

Enclosure

cc: Elaine K. Kaiser
Vicki Rutson
Tom Blankenship, President, Nicholas County Commission

May 3, 2001

Tom Blankenship, President
Nicholas County Commission
700 Main Street Suite #1
Summersville, WV 26651

Re: Negotiated Agreement Relating to the NS/CSX Acquisition of Conrail

Dear President:

Norfolk Southern consulted with the Nicholas County Commission regarding the environmental impact of increased train traffic resulting from Norfolk Southern's acquisition of Conrail, including wayside noise, and specifically Environmental Condition No. 11 imposed by the Surface Transportation Board (STB).

The Nicholas County Commission and Norfolk Southern have jointly developed this negotiated agreement to satisfy the concerns of Nicholas County with respect to environmental impacts related to the Conrail acquisition, including the impacts addressed in the STB's Environmental Condition No. 11. Pursuant to this Negotiated Agreement, Norfolk Southern will pay Nicholas County the sum of ten thousand dollars (\$10,000).

The Nicholas County Commission intends to utilize said funds, in its sole discretion, for the benefit of the citizens of the Nicholas County and for other appropriate public purposes as determined by the Nicholas County Commission.

This Negotiated Agreement will be filed with the Surface Transportation Board to document satisfaction with Environmental Condition 11 with respect to the Nicholas County, WV. The parties intend that this Negotiated Agreement will supersede any other obligation under Environmental Condition 11.

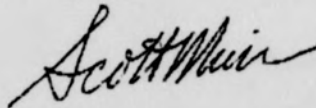
Nicholas County, WV
May 3, 2001

Page 2

The parties jointly request the Surface Transportation Board's approval by submitting this Negotiated Agreement to be incorporated into Environmental Condition 51 of Finance Docket No. 33388, Decision No. 89. This Negotiated Agreement will become effective upon an order of the Surface Transportation Board accepting this Agreement.

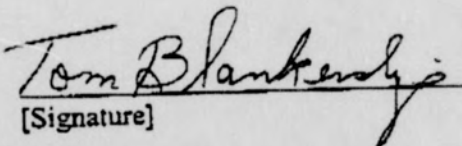
Please countersign this letter to indicate your agreement.

Sincerely,

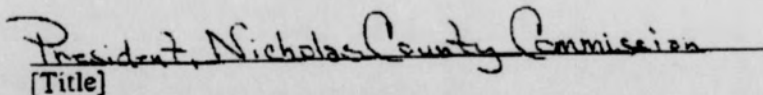


C. S. Muir
Special Representative

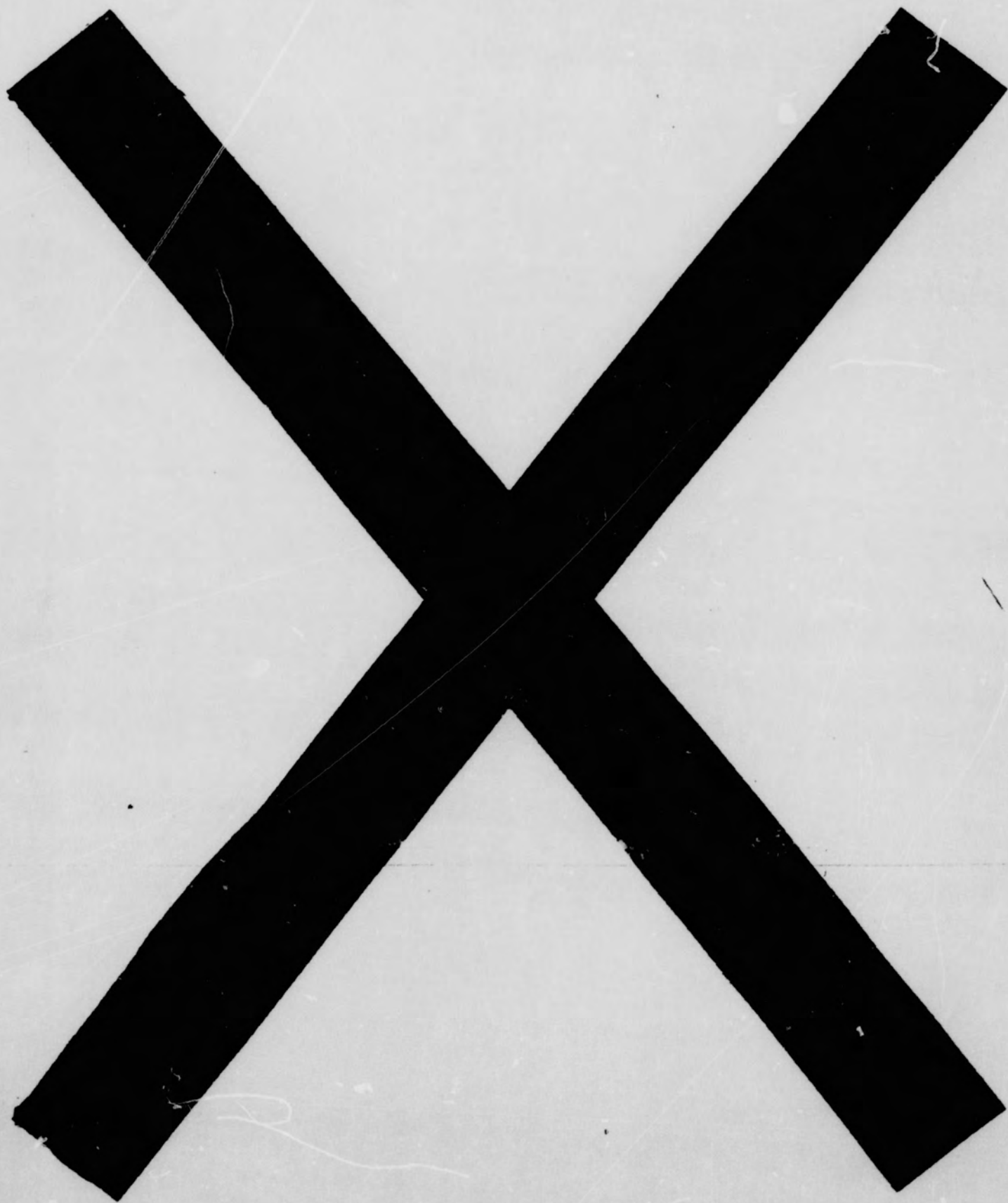
Accepted and Agreed to by the Nicholas County Commission.


[Signature]

Date May 16, 2001


[Title]

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csadler@sidley.com

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May 21, 2001

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Washington, D.C. 20423

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**Re: Finance Docket No. 33388--CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company--Control and Operating Leases/Agreements--Conrail, Inc. and Consolidated Rail Corporation:
Negotiated Agreement with Village of Oak Harbor, Ohio**

Dear Secretary Williams:

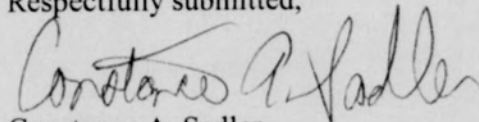
Norfolk Southern Corporation and Norfolk Southern Railway Company (Norfolk Southern) hereby submit a Negotiated Agreement, dated May 15, 2001, with the Village of Oak Harbor, Ohio (Negotiated Agreement) pursuant to Environmental Condition 36(B) of Decision No. 89 in STB Finance Docket No. 33388. This Negotiated Agreement effectuates the Board's preference for privately negotiated solutions stated in Decision No. 89 (slip op. at 153): "[To] give effect to privately negotiated solutions whenever possible, we clarify that negotiated agreements will remain available as an alternative to the local and site-specific mitigation imposed here (for example, specific grade crossing upgrade mitigation, real time monitoring for emergency response delay, or noise mitigation)."

As stated in the Negotiated Agreement, the Village of Oak Harbor, Ohio and Norfolk Southern request that the Board issue an order providing that Environmental Condition 36(B) of Decision No. 89 be superceded by the Negotiated Agreement and that Environmental Condition 51 of Decision No. 89 be amended to include this Negotiated Agreement in the list of Negotiated Agreements under Environmental Condition 51.

The Honorable Vernon A. Williams
May 21, 2001
Page 2

Thank you for your assistance in this matter. Please contact me at (202) 736-8071 should you have any questions about this submission.

Respectfully submitted,



Constance A. Sadler

Enclosure

cc: Elaine K. Kaiser, Esq., Surface Transportation Board
Vicki Rutson, Esq., Surface Transportation Board
Tim Wilkins, Village Administrator, Village of Oak Harbor



Norfolk Southern Corporation
65 East State Street, Suite 1000
Columbus, Ohio 43215
Direct: 614/460-3510
Fax: 614/464-1466
email: wjharris@nscorp.com

William J. Harris, III
Resident Vice President
Public Affairs

May 2, 2001

Mr. Tim Wilkins
Village Administrator
Village of Oak Harbor
146 Church Street
Oak Harbor, Ohio 43449

Re: Negotiated Agreement with the Village of Oak Harbor
and Norfolk Southern Corporation

Dear Mr. Wilkins:

On behalf of Norfolk Southern Corporation ("Norfolk Southern"), please accept my thanks for the time you have dedicated to the opportunities and environmental issues associated with Norfolk Southern's rail operations in the Village of Oak Harbor, Ohio ("Village" or "Oak Harbor"). The consultations among Oak Harbor, the Ohio Rail Development Commission ("ORDC") and Norfolk Southern regarding the acquisition of Conrail and the related environmental effects of increased train traffic through Oak Harbor identified by the Surface Transportation Board ("STB"), including emergency response vehicle dispatching, have been very productive. This letter agreement memorializes the outcome of those discussions and correspondence among the Village and Norfolk Southern ("Negotiated Agreement").

Oak Harbor and Norfolk Southern have jointly developed this Negotiated Agreement to satisfy the Village's environmental concerns related to the Conrail transaction and to facilitate the closure of two rail/highway at-grade crossings at Oak Street and Walnut Street in Oak Harbor. The parties to this Negotiated Agreement have agreed that, in lieu of the mitigation established by the STB in Environmental Condition 36(B) of Decision No. 89, STB Docket No. 33388 and in consideration for the closure of the at-grade crossings at Oak Street and at Walnut Street, Norfolk Southern shall pay the sum of \$262,000 to the Village to fund the partial cost of the following highway projects in Oak Harbor: 1) replacement of the existing underpass at Park Street, including the Norfolk Southern bridge at Park Street; 2) closure of the at-grade crossings at Oak Street and Walnut Street; 3) construction of cul-de-sacs at Oak Street and Walnut Street; and 4) improvement of the profile at Washington Street. The Village agrees that all costs of completing those projects in excess of the \$262,000 provided by Norfolk Southern under this Negotiated Agreement will be satisfied through federal, state and/or local public funding obtained by Oak Harbor in coordination with ORDC. Norfolk Southern agrees to design and construct the rail bridge at the Park Street underpass in coordination with the Village, and Oak Harbor agrees to reimburse Norfolk Southern for any such design and construction costs incurred by Norfolk Southern. The Village, in coordination with the ORDC, agrees to obtain all

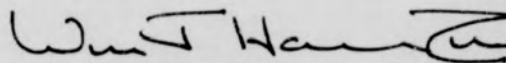
Tim Wilkins
Negotiated Agreement
Norfolk Southern & Oak Harbor
Page 2 of 2

necessary federal, state and/or local approval and authority needed to administer and complete the projects.

This Negotiated Agreement will be filed with the STB to document Norfolk Southern's satisfaction of Environmental Condition 36(B) of Decision No. 89, STB Docket No. 33388, with respect to the Village of Oak Harbor, and is intended to supersede any other obligations under Environmental Condition 36(B). The parties jointly request the Board's approval by requesting that this Negotiated Agreement be incorporated into Environmental Condition 51 of Decision No. 89 of Finance Docket No. 33388. This Negotiated Agreement will become effective upon an order of the Board accepting this agreement. Payment of \$247,000 will be made by Norfolk Southern to the City within ninety days after the Board's issuance of such an order. Payment of an additional \$15,000 will be made within ninety days after final closure of the two at-grade crossings at Oak Street and Walnut Street or on March 1, 2002, whichever is later.

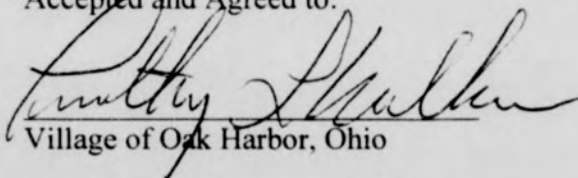
Please countersign this letter to indicate your agreement.

Sincerely yours,



William J. Harris, III
Resident Vice President

Accepted and Agreed to:



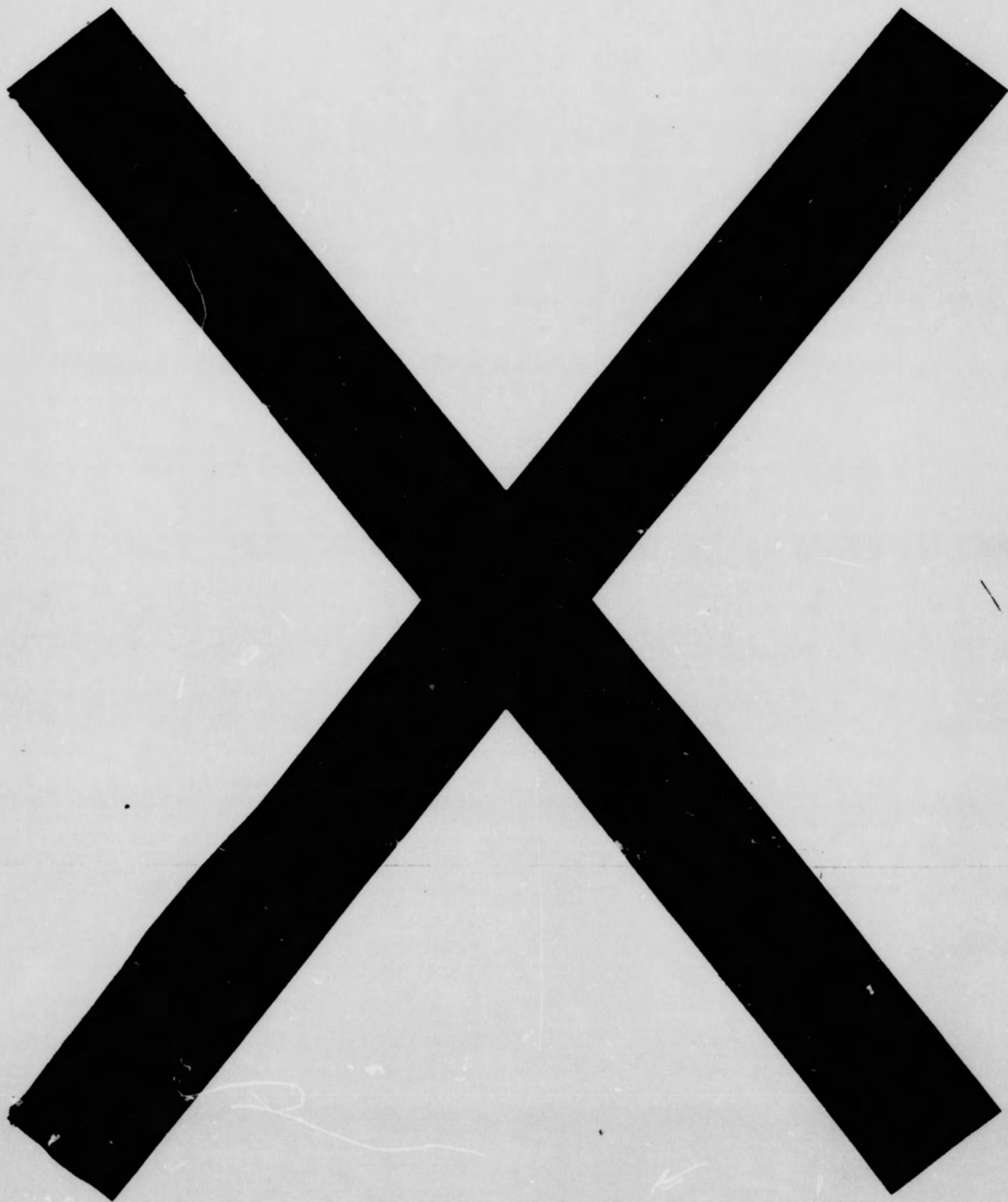
Village of Oak Harbor, Ohio

Name: Timothy L. Wilkins

Title: Village Administrator

Date: May 15, 2001

cc: James E. Seney – Executive Director Ohio Rail Development Commission



STB

FD-33388

5-10-01

K

202195

ARNOLD & PORTER

Mary Gabrielle Sprague
Mary_Gay_Sprague@aporter.com
202.942.5773
202.942.5999 Fax
555 Twelfth Street, NW
Washington, DC 20004-1206

202/95
ENTERED
Office of the Secretary

MAY 10 2001

Part of
Public Record

May 10, 2001

BY HAND DELIVERY – Original and 25 Copies

The Honorable Vernon A. Williams
Secretary, Surface Transportation Board
Mercury Building, Room 700
1925 K Street, N.W.
Washington, D.C. 20423

K



Re: Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated Rail Corporation – Negotiated Agreement with Perrysburg Township, Wood County, Ohio

Dear Secretary Williams:

CSX Corporation and CSX Transportation, Inc. hereby submit a Negotiated Agreement with Perrysburg Township pursuant to Environmental Condition 11 of Decision No. 89 (slip op. at 401-02). This Negotiated Agreement effectuates the Board's preference for privately negotiated solutions stated in Decision No. 89 (slip op. at 153): "[To] give effect to privately negotiated solutions whenever possible, we clarify that negotiated agreements will remain available as an alternative to the local and site-specific mitigation imposed here (for example, specific grade crossing upgrade mitigation, real time monitoring for emergency response delay, or noise mitigation)." Environmental Condition 11 similarly provides that the specific terms of the condition may be superseded by a Negotiated Agreement with the responsible local government that satisfies that community's environmental concerns.

As stated in the enclosed Negotiated Agreement, the parties request that Environmental Condition 11 be amended by deleting Perrysburg Township from the list of communities on the Deshler, OH to Toledo, OH line segment and that Environmental Condition 51 be amended by adding this Negotiated Agreement with Perrysburg Township, dated April 5, 2001, and accepted by Perrysburg Township on May 7, 2001, to the list of Negotiated Agreements entered into by CSX.

590451

ARNOLD & PORTER

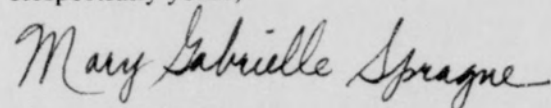
Hon. Vernon A. Williams

May 10, 2001

Page 2

Thank you for your assistance in this matter. Please contact me (202-942-5773) if you have any questions about this submission.

Respectfully yours,



Mary Gabrielle Sprague
*Counsel for CSX Corporation and
CSX Transportation, Inc.*

Enclosure

cc: Victoria Rutson, SEA
John Hrosko, Clerk, Perrysburg Township



Neal F. Zimmers
Resident Vice President

37 West Broad St., Suite 1050
Columbus, OH 43215
(614) 469-9820
Fax (614) 469-4640
E-Mail Neal.Zimmers@CSX.com

RECEIVED

APR 09 2001

PERRYSBURG TOWNSHIP

April 5, 2001

John Hrosko, Clerk
Perrysburg Township
26609 Lime City Road
Perrysburg, OH 43551

Re: Negotiated Agreement Relating to CSX/NS Acquisition of Conrail

Dear Mr. Hrosko:

Thank you for the time you dedicated to the opportunities and environmental issues associated with CSX's operations through your community. CSX consulted with Perrysburg Township, Wood County regarding the environmental effects identified by the Surface Transportation Board of increased train traffic, including wayside noise, through Perrysburg Township, Wood County. Perrysburg Township, Wood County and CSX have jointly developed this Negotiated Agreement to satisfy the Perrysburg Township, Wood County environmental concerns. CSX will pay Perrysburg Township, Wood County \$10,000.00. Perrysburg Township, Wood County agrees to utilize the settlement amount in its sole discretion for the benefit of the citizens of Perrysburg Township, Wood County, for appropriate public purposes including noise mitigation.

This Negotiated Agreement will be filed with the Surface Transportation Board to document satisfaction of Environmental Condition 11 with respect to Perrysburg Township, Wood County, and is intended to supersede any other obligations under Environmental Condition 11. The parties jointly request the Board's approval by requesting that this Negotiated Agreement be incorporated into Environmental Condition 51 of Finance Docket No. 33388, Decision No. 89. This Negotiated Agreement will become effective upon an order of the Board accepting this agreement.

Please countersign this letter to indicate your agreement.

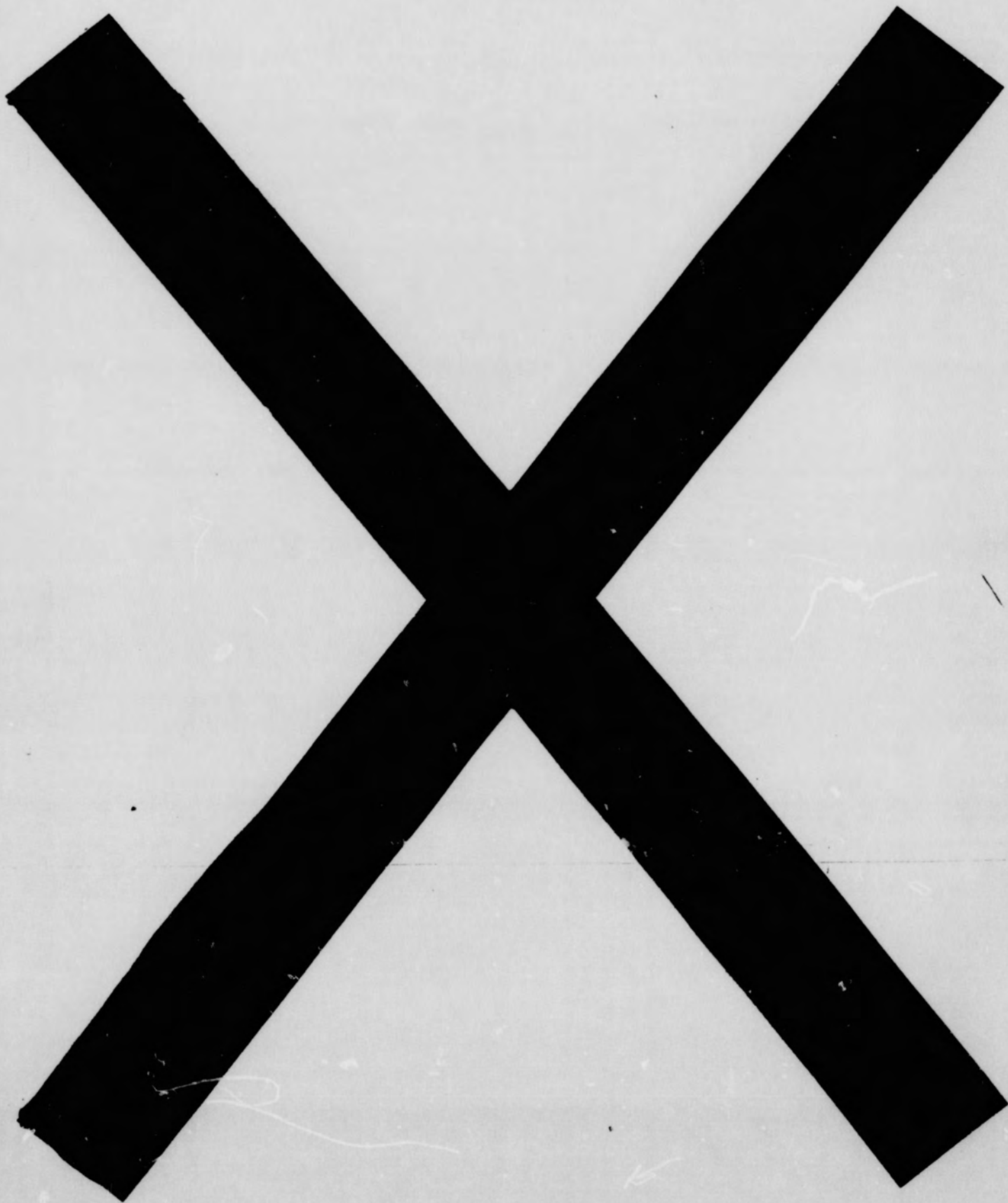
Sincerely,

Neal F. Zimmers
Resident Vice President

Accepted and Agreed to:

Perrysburg Township, Wood County

Date: 5-7-2001



STB

FD-33388

5-9-01

K

202177

202177

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WRITER'S DIRECT NUMBER
(202) 736-8071

ENTERED
Office of the Secretary

MAY 09 2001

Part of
Public Record

May 9, 2001



WRITER'S E-MAIL ADDRESS
csadler@sidley.com

By Hand Delivery—Original and 25 Copies

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

**Re: Finance Docket No. 33388--CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company--Control and Operating Leases/Agreements--Conrail, Inc. and Consolidated Rail Corporation:
Negotiated Agreement with Town of Gauley Bridge, West Virginia**

Dear Secretary Williams:

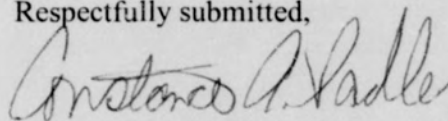
Norfolk Southern Corporation and Norfolk Southern Railway Company hereby submit a Negotiated Agreement with the Town of Gauley Bridge, West Virginia pursuant to Environmental Condition 11 of Decision No. 89 (slip op. at 401-02). This Negotiated Agreement effectuates the Board's preference for privately negotiated solutions stated in Decision No. 89 (slip op. at 153): "[To] give effect to privately negotiated solutions whenever possible, we clarify that negotiated agreements will remain available as an alternative to the local and site-specific mitigation imposed here (for example, specific grade crossing upgrade mitigation, real time monitoring for emergency response delay, or noise mitigation)." Environmental Condition 11 similarly provides that the specific terms of the condition may be superseded by a Negotiated Agreement with the responsible local government that satisfies that community's environmental concerns.

As stated in the enclosed Negotiated Agreement, the parties request that Environmental Condition 11 be amended by deleting the Town of Gauley Bridge receptors from those identified on the Fola Mine, WV to Deepwater, WV line segment and that Environmental Condition 51 be amended by adding this Negotiated Agreement with the Town of Gauley Bridge, dated May 2, 2001, to the list of Negotiated Agreements entered into by Norfolk Southern.

Secretary Williams
May 9, 2001
Page 2

Thank you for your assistance in this matter. Please contact me at (202) 736-8071 should you have any questions about this submission.

Respectfully submitted,



Constance A. Sadler

Enclosure

cc: Elaine K. Kaiser
Mayor Eugene Hogan, Town of Gauley Bridge, WV

Secretary Williams
May 9, 2001
Page 3

bcc: Bruno Maestri
C. Scott Muir
A. Gayle Jordan
John V. Edwards
Andrew R. Plump
James Spatarella

Peter Shudtz
Carl Gerhardstein
Mary Gabrielle Sprague
David Coburn

April 27, 2001

Mayor Eugene Hogan
Town of Gauley Bridge
P.O. Box 490
Gauley Bridge, WV 25085

Re: Negotiated Agreement Relating to the NS/CSX Acquisition of Conrail

Dear Mayor Hogan:

Norfolk Southern consulted with the Town of Gauley Bridge, WV regarding the environmental impact of increased train traffic resulting from Norfolk Southern's acquisition of Conrail, including wayside noise, and specifically Environmental Condition No. 11 imposed by the Surface Transportation Board (STB).

The Town of Gauley Bridge and Norfolk Southern have jointly developed this negotiated agreement to satisfy the concerns of the Town of Gauley Bridge with respect to environmental impacts related to the Conrail acquisition, including the impacts addressed in the STB's Environmental Condition No. 11. Pursuant to this Negotiated Agreement, Norfolk Southern will pay the Town of Gauley Bridge the sum of ten thousand dollars (\$10,000).

The Town of Gauley Bridge intends to utilize said funds, in its sole discretion, for the benefit of the citizens of the Town of Gauley Bridge and for other appropriate public purposes as determined by the Town of Gauley Bridge.

This Negotiated Agreement will be filed with the Surface Transportation Board to document satisfaction with Environmental Condition 11 with respect to the Town of Gauley Bridge, WV. The parties intend that this Negotiated Agreement will supersede any other obligation under Environmental Condition 11.

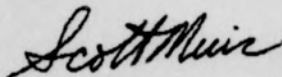
Town of Gauley Bridge, WV
April 27, 2001

Page 2

The parties jointly request the Surface Transportation Board's approval by submitting this Negotiated Agreement to be incorporated into Environmental Condition 51 of Finance Docket No. 33388, Decision No. 89. This Negotiated Agreement will become effective upon an order of the Surface Transportation Board accepting this Agreement.

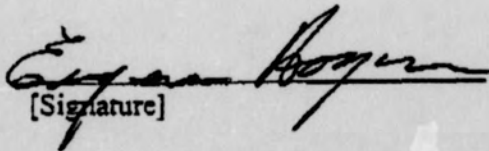
Please countersign this letter to indicate your agreement.

Sincerely,



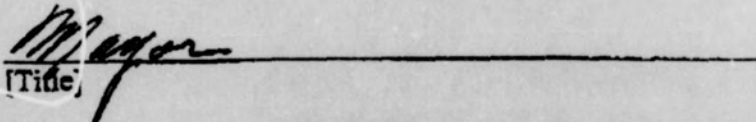
C. S. Muir
Special Representative

Accepted and Agreed to by the Town of Gauley Bridge, West Virginia.

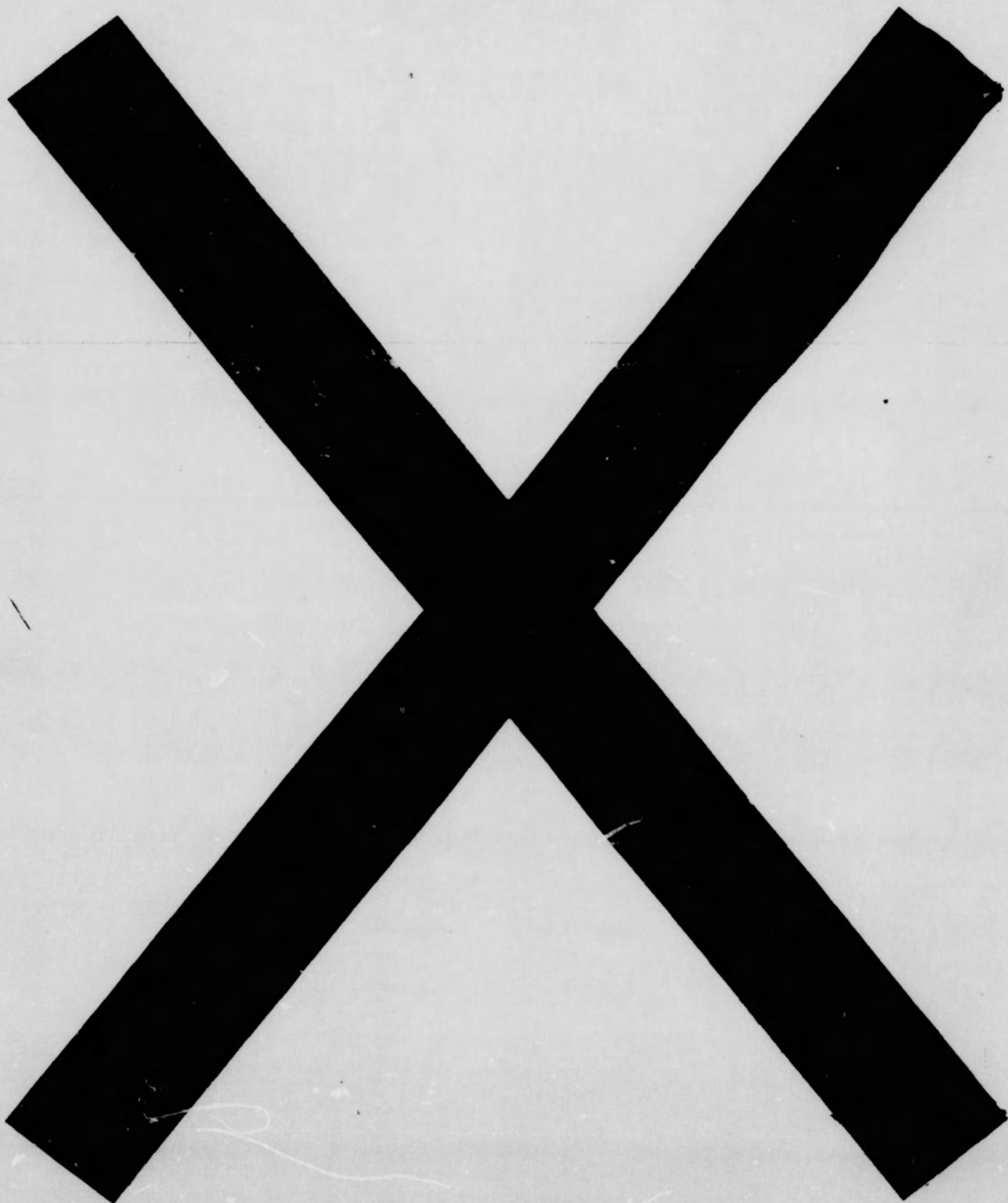


[Signature]

Date 5/02/01



[Title]

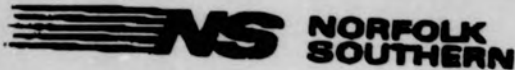


STB

FD-33388

5-5-98

K



Norfolk Southern Corporation
Public Affairs Department
1500 K Street, N.W. Suite 1175
Washington, D. C. 20005
202 383-4166
202 383-4018 FAX

ENVIRONMENTAL DOCUMENT

BY HAND

Washington, D.C. - May 5, 1998

Ms. Elaine K. Kaiser
Chief
Section of Environmental Analysis
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Re: Finance Docket No. 33388: CSX and NS - Control and Acquisition of Conrail

Subject: Request for Additional Analysis of "Cloggsville Connection" Alternative

SEA#: NS-R-0051

Dear Ms. Kaiser

This letter responds to SEA's request for additional analysis related to the proposed mitigation for Greater Cleveland/Cloggsville (the subject of our April 16, 1998 submittal of an environmental report on the Cloggsville Connection mitigation proposal). That information is described and provided for SEA's use below.

Additional Information Requested by SEA on Environmental Impacts Related to NS' Rerouting Mitigation Proposal for the Greater Cleveland Area

In accordance with the directions from Mr. Michael Dalton, NS is providing information on analysis of grade crossing safety and delay information for the line segments affected by NS' proposed modification of train traffic routes as a potential mitigation measure in the Greater Cleveland area. In accordance with the directions from Mr. John Morton, SEA's consultant, the

Additional Analysis for Proposed Mitigation for Greater Cleveland/Cloggsville
May 5, 1998

Ms. Elaine Kaiser
May 5, 1998
Page 2

analysis was performed applying the data and methods used by SEA in the DEIS, except where more current ADT information was obtained from the Public Utilities Commission of Ohio (PUCO).

Affected NS Line Segments

Rail traffic changes on 16 NS line segments would occur as a result of the above-mentioned mitigation proposal. Some line segments would experience an increase in traffic levels from those presented in the Applicants' Environmental Report, while other line segments would experience a decrease in traffic levels. These line segments, the change in traffic relative to 1995 base case conditions and whether these traffic level changes meet the thresholds, as defined in the DEIS, to merit analysis for grade crossing safety (increase of eight or more trains per day) and delay (increase that meets or exceeds the STB's threshold for air quality analysis) analysis are listed in Table 1.

Ms. Elaine Kaiser
 May 5, 1998
 Page 3

Table 1
Line Segments with Train Traffic Changes Under the NS
Rerouting Mitigation Proposal for Greater Cleveland Area

ID#	Line Segment Description	Change in Number of Trains/Day from 1995 base case levels	Meets DEIS Threshold for Grade Crossing Safety Analysis?	Meets DEIS Threshold for Grade Crossing Delay Analysis?
N-095	Rochester, PA to Youngstown, OH	-5.5	No	No
N-082	Youngstown to Ashtabula, OH	+1.5	No	No
N-075	Ashtabula to Cleveland (Cloggsville), OH	+13.0	Yes	Yes
N-080	Cleveland (Cloggsville) to Vermilion, OH	+0.4	No	No
N-285	Rochester, PA to Alliance, OH	-1.0	No	No
N-084	Alliance to White, OH	+14.3	Yes	Yes
N-081	White to Cleveland (CP-181), OH	+27.8	Yes	Yes
N-293 A&B	Cleveland (CP-181) to CP-190, OH	+5.1	No	Yes
N-293C	CP-190 to Berea, OH	+14.7	Yes	Yes
N-074E	Cleveland (Cloggsville) to CP-190, OH	+11.8	Yes	Yes
N-293D	Berea, to Vermilion, OH	+6.7	No	Yes
N-072	Vermilion to Bellevue	+10.4	Yes	Yes
N-079	Bellevue to Oak Harbor	+18.5	Yes	Yes
N-294	Vermilion to Oak Harbor	-5.9	No	No
n/a	Vermilion Connection west of Coen Road	+0.9	No	No
n/a	Vermilion Connection east of Coen Road	+11.6	Yes	Yes

Additional Analysis for Proposed Mitigation for Greater Cleveland/Cloggsville
 May 5, 1998

Ms. Elaine Kaiser
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Page 4

Grade Crossing Methodology

The same standard FRA method used in the DEIS (at pages B-22 and B-23 of Volume 5A) to predict the number of accidents at a crossing based on data on the characteristics and the reported collision history for the crossing has been applied here by NS. The relevant crossing characteristics and reported collision history for each affected crossing from FRA's crossing grade inventory and 1991 through 1995 accident history were obtained from SEA. More recent ADT information for some grade crossings was received from PUCO in late April, 1998. This more recent ADT information was used in the grade crossing safety analysis where available. The grade crossing safety data is presented in attached Table 2.

The FRA developed this method as a way for state agencies to rank crossings by accident frequency in order to identify crossings that potentially qualify for safety improvements appropriate to state-wide needs. The procedure is not intended to single out crossings on a national basis without considering the many other factors, including criteria appropriate to the individual state, which may influence accident rates and decisions as to safety improvements.

Traffic Delay Methodology

To analyze highway/rail at-grade crossing delays, NS applied the DEIS criteria for line segments that would exceed the STB's environmental analysis thresholds for air quality analysis and roadways that have ADTs of 5,000 or greater. In Section C.4.3 of Volume 5A of the DEIS, SEA included five delay calculations: blocked crossing time per train, crossing delay per stopped vehicle, number of vehicles delayed per day, maximum vehicle queue, and average delay for all vehicles. In its Supplemental Errata to the DEIS dated February 2, 1998, SEA provided a correction to the crossing delay per stopped vehicle formula. In Appendix NS-2 of NS' Comments on the DEIS, NS presented a different equation (developed by Stanford Research Institute for the FRA) for calculating the crossing delay per stopped vehicle. NS believes the

Additional Analysis for Proposed Mitigation for Greater Cleveland/Cloggsville
May 5, 1998

Ms. Elaine Kaiser
May 5, 1998
Page 5

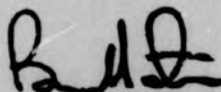
Stanford Research Institute ("SRI") formula presented in NS' comments on the DEIS will provide a more accurate reflection of the crossing delay per stopped vehicle. However, NS recognizes that SEA may prefer the formula presented in the DEIS. Therefore, the data supplied herein includes the results of both means (SEA's Supplemental Errata version and SRI's version) of calculating the crossing delay per stopped vehicle. The grade crossing delay data using the SRI formula for crossing delay per stopped vehicle are presented in attached Table 3. The crossing delay per stopped vehicle data using the Supplemental Errata formula are presented in attached Table 4. The same data sources (SEA/FRA and PUCO) used for the grade crossing safety analysis were used for the grade crossing delay analysis.

The following rail line segments met the DEIS trains per day threshold for grade crossing delay analysis but either do not cross any roads at-grade or do not have any at-grade crossings with an ADT of 5,000 vehicles per day or higher:

- N-081 - White to Cleveland (no at-grade crossings with an ADT of 5,000 or greater)
- N-074E - Cleveland (Cloggsville) to CP-190 (no at-grade crossings)
- N-293A&B - Cleveland (CP-181) to CP-190 (no at-grade crossings)
- Vermilion connection east of Coen Road (no at-grade crossings)

Please let us know if you require any additional information or explanation.

Sincerely yours,



Bruno Maestri
System Director
Environmental Protection

Additional Analysis for Proposed Mitigation for Greater Cleveland/Cloggsville
May 5, 1998

Ms. Elaine Kaiser
May 5, 1998
Page 6

cc: Michael Dalton
John Morton
William Novak
Michael Johnson
Steven Lee
Constance Sadler
Andrew Plump
Mary Gabrielle Sprague
W.C. Wooldridge
A. G. Jordan
J. A. Allman
C. J. Wehrmeister
W. J. Harris
R. L. Crawford
Julie Sanford
Suzanne Burrows

Additional Analysis for Proposed Mitigation for Greater Cleveland/Cloggsville
May 5, 1998

**Table 2
Highway/Rail At-Grade Crossing Accident Frequency**

County	FRA ID	Street Name	Present Safety Device	ADT	Number of Roadway Lanes	Maximum Speed	Total Accidents 1991-1995	Total Trains Per Day		Accidents Per Year		
								Pre-Transaction	Post-Transaction	Pre-Transaction	Post-Transaction	Change
N-072 - VERMILION TO BELLEVUE												
ERIE	472308V	STATE STREET	Gate	5330	2	60	1	15.6	26.0	0.079	0.090	0.011
ERIE	472312K	COEN ROAD	Gate	420	2	60	1	15.6	26.0	0.055	0.061	0.007
ERIE	472313S	RISDEN ROAD	Gate	390	2	60	1	15.6	26.0	0.054	0.061	0.006
ERIE	472315F	BARNES ROAD	Passive	340	2	60	0	15.6	26.0	0.046	0.055	0.010
ERIE	472316M	STANLEY ROAD	Passive	110	2	60	0	15.6	26.0	0.033	0.041	0.008
ERIE	472318H	JOPPA ROAD	Gate	270	2	60	0	15.6	26.0	0.014	0.017	0.003
ERIE	472320C	FRALEY ROAD	Gate	290	2	60	1	15.6	26.0	0.052	0.058	0.006
ERIE	472321J	DARROW ROAD	Gate	570	2	60	0	15.6	26.0	0.017	0.021	0.004
ERIE	472322R	SMOKEY ROAD	Passive	100	2	60	2	15.6	26.0	0.150	0.170	0.020
ERIE	472323X	STATE ROUTE 61	Flasher	2430	2	60	0	15.6	26.0	0.043	0.051	0.008
ERIE	472325L	DARROWS ROAD	Flasher	760	2	60	0	15.6	26.0	0.030	0.037	0.007
ERIE	472325L	DARROWS ROAD	Flasher	760	2	60	0	15.6	26.0	0.034	0.017	0.003
ERIE	472328G	JEFFRIES ROAD	Gate	270	2	60	0	15.6	26.0	0.033	0.041	0.008
ERIE	472329N	WEIKEL ROAD	Passive	110	2	60	0	15.6	26.0	0.036	0.044	0.008
ERIE	472334K	HOOVER ROAD	Passive	140	2	60	0	15.6	26.0	0.025	0.031	0.006
ERIE	472341V	STRECKER ROAD	Flasher	420	2	60	0	15.6	26.0	0.035	0.043	0.008
ERIE	472344R	THOMAS ROAD	Passive	130	2	60	0	15.6	26.0	0.014	0.017	0.003
ERIE	472345X	RANSOM ROAD	Gate	250	2	60	0	15.6	26.0	0.014	0.017	0.003
ERIE	472348T	PATTEN TRACT ROAD	Passive	540	2	60	1	15.6	26.0	0.126	0.144	0.019
ERIE	472351B	STATE ROUTE 99	Gate	2300	2	25	1	15.6	26.0	0.076	0.086	0.010
HURON	481638A	CENTER ST	Gate	670	2	25	2	15.6	26.0	0.106	0.117	0.012
N-075 - ASHTABULA TO CLEVELAND (CLOGGSVILLE)												
ASHTABULA	471985U	GARY AVENUE	Gate	810	2	35	1	13.0	26.0	0.058	0.068	0.010
ASHTABULA	471986H	JEFFERSON AVENUE*	Flasher	1154	2	35	0	13.0	26.0	0.032	0.042	0.010
ASHTABULA	471988P	WEST 52ND STREET	Gate	2590	2	35	1	13.0	26.0	0.068	0.081	0.012
ASHTABULA	471989W	WEST AVENUE	Gate	8000	2	35	0	13.0	26.0	0.030	0.038	0.008
ASHTABULA	471990R	NATHAN AVENUE	Flasher	1310	2	35	1	13.0	26.0	0.087	0.105	0.018
ASHTABULA	471991X	SAMUEL AVENUE*	Flasher	459	2	60	0	13.0	26.0	0.024	0.031	0.008
ASHTABULA	471992E	WOODMAN AVENUE	Gate	4330	2	60	1	13.0	26.0	0.074	0.087	0.013
ASHTABULA	471993L	SANBORN ROAD*	Flasher	1812	2	60	1	13.0	26.0	0.094	0.113	0.019
ASHTABULA	471997N	STATE ROUTE 45	Gate	4930	2	60	0	13.0	26.0	0.027	0.034	0.008
ASHTABULA	471998V	DEPOT ROAD*	Flasher	916	2	60	1	13.0	26.0	0.081	0.098	0.017

Table 2
Highway/Rail At-Grade Crossing Accident Frequency

County	FRA ID	Street Name	Present Safety Device	ADT	Number of Roadway Lanes	Maximum Speed	Total Accidents 1991-1995	Total Trains Per Day		Accidents Per Year		
								Pre-Transaction	Post-Transaction	Pre-Transaction	Post-Transaction	Change
ASHTABULA	472001J	BROWN ROAD*	Passive	291	2	60	0	13.0	26.0	0.041	0.053	0.013
ASHTABULA	472004E	MYERS ROAD	Gate	740	2	60	0	13.0	26.0	0.017	0.022	0.005
ASHTABULA	472005I	CENTENNIAL ROAD	Gate	2020	2	60	0	13.0	26.0	0.022	0.028	0.007
ASHTABULA	472007A	SHERMAN STREET	Gate	2110	2	60	0	13.0	26.0	0.022	0.028	0.007
ASHTABULA	472008G	BROADWAY AVENUE	Gate	7320	2	60	0	13.0	26.0	0.029	0.038	0.008
ASHTABULA	472009N	EAGLE AVENUE*	Flasher	1098	2	60	0	13.0	26.0	0.031	0.041	0.010
ASHTABULA	472010I	CHESTNUT STREET	Gate	120	2	60	1	13.0	26.0	0.045	0.052	0.006
ASHTABULA	472011P	WRST STREET	Gate	260	2	60	0	13.0	26.0	0.013	0.017	0.004
ASHTABULA	472012W	WALTER/MAIN ROAD	Gate	230	2	60	1	13.0	26.0	0.049	0.057	0.007
LAKE	472013D	COUNTY LINE ROAD	Gate	2810	2	60	0	13.0	26.0	0.023	0.030	0.007
LAKE	472015S	DATES ROAD	Gate	510	2	60	0	13.0	26.0	0.015	0.020	0.005
LAKE	472017V	LAKE STREET	Gate	8810	2	60	0	13.0	26.0	0.031	0.039	0.008
LAKE	472018M	DAYTON ROAD	Gate	890	2	60	0	13.0	26.0	0.018	0.023	0.006
LAKE	472023J	WOOD ROAD	Gate	101	2	60	1	13.0	26.0	0.045	0.051	0.006
LAKE	472024R	TOWNLIN ROAD	Gate	1120	2	60	0	13.0	26.0	0.019	0.024	0.006
LAKE	472025X	DAVIS ROAD	Gate	570	2	60	0	13.0	26.0	0.016	0.021	0.005
LAKE	472026F	MAIN STREET*	Flasher	1590	2	60	1	13.0	26.0	0.091	0.110	0.019
LAKE	472027L	MAPLE*	Flasher	997	2	60	0	13.0	26.0	0.030	0.040	0.009
LAKE	472028T	SHEPARD ROAD	Flasher	1360	2	60	0	13.0	26.0	0.034	0.044	0.010
LAKE	472029A	BAKER ROAD	Passive	10	1	60	0	13.0	26.0	0.008	0.012	0.003
LAKE	472030J	LANE ROAD	Gate	1250	2	60	0	13.0	26.0	0.019	0.025	0.006
LAKE	472031D	PARK ROAD*	Flasher	1784	2	60	0	13.0	26.0	0.036	0.047	0.011
LAKE	472032H	MADISON AVENUE	Gate	3590	2	60	2	13.0	26.0	0.118	0.137	0.019
LAKE	472033P	RIVERSIDE DRIVE*	Flasher	2781	2	60	0	13.0	26.0	0.042	0.053	0.011
LAKE	472035D	BANK ST	Gate	2320	2	30	0	13.0	26.0	0.022	0.029	0.007
LAKE	472036K	STATE STREET	Gate	2990	2	30	0	13.0	26.0	0.024	0.031	0.007
LAKE	472039F	LIBERTY ST	Gate	7580	2	35	0	13.0	26.0	0.030	0.038	0.008
LAKE	472040A	CHESTNUT STREET	Gate	5980	2	35	0	13.0	26.0	0.028	0.036	0.008
LAKE	472044C	MENTOR AVENUE	Gate	19260	2	60	0	13.0	26.0	0.036	0.046	0.010
LAKE	472045J	JACKSON STREET	Gate	5230	2	60	0	13.0	26.0	0.027	0.035	0.008
LAKE	472046R	HISSELY ROAD	Gate	6360	2	60	0	13.0	26.0	0.028	0.036	0.008
LAKE	472048E	HOPKINS ROAD	Gate	5460	2	60	0	13.0	26.0	0.027	0.035	0.008

Table 2
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LAKE	472263R	PATTERSON DRIVE	Gate	250	2	60	1	13.0	26.0	0.050	0.057	0.008
LAKE	472050F	STATION STREET	Gate	2100	2	60	1	13.0	26.0	0.066	0.078	0.012
LAKE	472051M	MAPLE STREET*	Flasher	857	2	60	0	13.0	26.0	0.029	0.038	0.009
LAKE	472052U	HART STREET	Gate	2150	2	60	1	13.0	26.0	0.069	0.082	0.013
LAKE	472055P	PELTON STREET	Gate	4380	2	60	0	13.0	26.0	0.026	0.034	0.008
LAKE	472056W	ERIE STREET	Gate	8570	2	60	0	13.0	26.0	0.030	0.039	0.008
LAKE	472060L	CHURCH STREET* C152	Flasher	702	2	50	0	13.0	26.0	0.027	0.036	0.009
LAKE	472062A	BEILDER RD	Gate	2965	2	60	0	13.0	26.0	0.024	0.031	0.007
LAKE	472064N	E. 305TH/RUSH RD.	Gate	6164	4	60	0	13.0	26.0	0.035	0.044	0.009
LAKE	472068R	I. LOYD ROAD	Gate	7400	2	35	0	13.0	26.0	0.029	0.038	0.008
LAKE	472070S	DEPOT RD	Flasher	20	2	35	1	13.0	26.0	0.041	0.046	0.005
CUYAHOGA	472089J	CHARDON ROAD	Gate	4770	4	60	0	13.0	26.0	0.033	0.042	0.009
CUYAHOGA	472093Y	DHLE ROAD	Gate	15430	2	60	0	13.0	26.0	0.035	0.044	0.009
CUYAHOGA	472097B	WAYSIDE ROAD	Gate	3770	2	35	0	13.0	26.0	0.025	0.032	0.007
CUYAHOGA	472098H	LONDON ROAD	Gate	5310	2	35	0	13.0	26.0	0.027	0.035	0.008

N-081 - WHITE TO CLEVELAND (CP-181)

CUYAHOGA	524226K	AETNA	Gate	2560	2	40	2	14.5	42.3	0.124	0.156	0.032
CUYAHOGA	524223P	BESSEMER	Gate	2680	2	40	1	14.5	42.3	0.076	0.099	0.023
CUYAHOGA	524190E	EAST 26TH ST	Gate	3500	2	40	0	14.5	42.3	0.024	0.033	0.010

N-084 - ALLIANCE TO WHITE

STARK	503008V	PATTERSON	Gate	5150	2	40	0	28.4	42.7	0.040	0.046	0.006
STARK	503010W	WALNUT	Flasher	470	2	40	1	28.4	42.7	0.096	0.107	0.011
STARK	503011D	PARK AVE	Flasher	460	2	40	0	28.4	42.7	0.038	0.044	0.006
STARK	503012K	KEYSTONE	Flasher	620	2	40	0	28.4	42.7	0.041	0.048	0.006
STARK	503013S	UNION	Gate	4420	2	40	0	28.4	42.7	0.039	0.044	0.005
STARK	503014Y	VINE ST	Gate	450	2	40	2	28.4	42.7	0.114	0.124	0.010
STARK	503015F	GASKILL	Gate	1240	2	60	0	28.4	42.7	0.029	0.034	0.005
STARK	503016M	ROCKHILL	Gate	1510	2	60	0	28.4	42.7	0.031	0.035	0.005
STARK	503018B	FLORIDA AVE	Passive	230	2	60	0	28.4	42.7	0.052	0.060	0.008
STARK	503019H	GREENBOWER RD	Passive	500	2	60	1	28.4	42.7	0.146	0.161	0.016
STARK	503020C	MAIN ST	Passive	30	1	60	1	28.4	42.7	0.086	0.096	0.010
PORTAGE	503021J	GERMAN CHURCH	Passive	20	2	60	0	28.4	42.7	0.026	0.031	0.005

**Table 2
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PORTAGE	503022K	IRON ST.	Gate	3160	2	60	0	28.4	42.7	0.036	0.041	0.005
PORTAGE	503025L	WATERLOO RD	Gate	1350	2	60	1	28.4	42.7	0.081	0.089	0.008
PORTAGE	503028G	STROUP	Gate	320	2	60	1	28.4	42.7	0.065	0.072	0.007
PORTAGE	503029N	MOFF RD	Passive	30	2	60	0	28.4	42.7	0.029	0.035	0.006
PORTAGE	503030H	WILKES RD	Gate	110	2	60	0	28.4	42.7	0.016	0.019	0.003
PORTAGE	503031P	INDUSTRY RD	Gate	270	2	60	0	28.4	42.7	0.020	0.024	0.004
PORTAGE	503568C	HATRICK RD	Gate	360	2	60	3	28.4	42.7	0.155	0.167	0.013
PORTAGE	503564N	NEW MILFORD	Gate	960	2	60	0	28.4	42.7	0.028	0.032	0.004
PORTAGE	503565G	LYNN RD	Gate	380	2	60	1	28.4	42.7	0.067	0.073	0.007
PORTAGE	503564A	SANDYLAKE RD	Gate	470	2	60	0	28.4	42.7	0.023	0.027	0.004
PORTAGE	503558W	LAKE ST	Gate	940	2	60	0	28.4	42.7	0.027	0.032	0.004
SUMMIT	524356G	E. HIGHLAND RD	Gate	4140	2	50	0	28.4	42.7	0.038	0.044	0.005
SUMMIT	503033D	TWINSBURG	Gate	1140	2	50	0	28.4	42.7	0.029	0.033	0.005
SUMMIT	503034K	HINES HILL RD	Gate	950	2	50	2	28.4	42.7	0.125	0.137	0.012
SUMMIT	503540T	STOW RD	Gate	6390	2	60	1	28.4	42.7	0.102	0.112	0.010
CUYAHOGA	524232N	MCCRACKEN***	Gate	4120	2	50	1	28.4	42.7	0.096	0.105	0.010
CUYAHOGA	524339R	W. GLENDALE***	Gate	2480	2	50	0	28.4	42.7	0.034	0.039	0.005
CUYAHOGA	524340K	W. GRACE***	Gate	7590	2	50	0	28.4	42.7	0.043	0.049	0.006
N-293C - CP-190 TO BEREA												
CUYAHOGA	523941R	FRONT ST**	Gate	10834	2	50	0	52.4	67.1	0.057	0.059	0.002
CUYAHOGA	523940J	SHELDON RD*	Gate	6580	2	35	0	52.4	67.1	0.052	0.055	0.002
CUYAHOGA	523937B	EASTLAND RD*	Gate	11026	2	35	0	52.4	67.1	0.057	0.059	0.002
N-079 - BELLEVUE TO OAK HARBOR												
SANDUSKY	473673T	CR 292**	Passive	417	2	55	1	7.7	26.2	0.107	0.135	0.028
SANDUSKY	473672L	CR 177**	Flasher	1630	2	55	1	7.7	26.2	0.085	0.110	0.025
SANDUSKY	473671E	CR 302**	Passive	814	2	20	0	7.7	26.2	0.041	0.056	0.015
SANDUSKY	473669D	MT. PLEASANT RD.**	Gate	2997	2	20	0	7.7	26.2	0.023	0.031	0.008
SANDUSKY	473668W	KILBOURNE**	Gate	8439	2	20	2	7.7	26.2	0.131	0.155	0.024
SANDUSKY	473667P	YORK ST**	Passive	388	2	20	0	7.7	26.2	0.033	0.046	0.014
SANDUSKY	473647C	CR 236**	Passive	1167	2	55	0	7.7	26.2	0.053	0.070	0.017
SANDUSKY	473646A	WOODLAND**	Flasher	5585	2	55	0	7.7	26.2	0.046	0.063	0.017
SANDUSKY	473643E	SPRING ST**	Gate	1228	2	35	0	7.7	26.2	0.019	0.025	0.007

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SANDUSKY	473692X	AMANDA ST**	Flasher	1505	2	35	0	7.7	26.2	0.031	0.045	0.014
SANDUSKY	473691R	NELSON ST**	Passive	277	2	35	0	7.7	26.2	0.033	0.046	0.013
SANDUSKY	473690J	GEORGE ST**	Gate	924	2	35	1	7.7	26.2	0.058	0.069	0.011
SANDUSKY	473688H	VINE ST**	Flasher	1082	2	35	0	7.7	26.2	0.028	0.041	0.013
SANDUSKY	473687H	MAIN ST**	Gate	5783	2	35	0	7.7	26.2	0.027	0.036	0.009
SANDUSKY	473686U	MAPLE ST**	Flasher	3028	2	35	0	7.7	26.2	0.039	0.054	0.015
SANDUSKY	473685M	CHURCH ST**	Flasher	565	2	35	0	7.7	26.2	0.023	0.034	0.011
SANDUSKY	473684F	DUANE ST**	Flasher	280	2	35	0	7.7	26.2	0.018	0.027	0.009
SANDUSKY	473683Y	EAST ST**	Passive	1667	2	35	0	7.7	26.2	0.053	0.071	0.017
SANDUSKY	473681K	CR 260**	Passive	1981	2	55	0	7.7	26.2	0.062	0.080	0.018
SANDUSKY	473680D	CR 175**	Gate	1393	2	55	3	7.7	26.2	0.146	0.169	0.023
SANDUSKY	473679J	COBLEY RD**	Passive	259	1	55	0	7.7	26.2	0.036	0.050	0.014
SANDUSKY	473678C	CR 270**	Passive	281	2	55	0	7.7	26.2	0.037	0.052	0.015
SANDUSKY	473711A	STATE**	Gate	19129	4	25	0	7.7	26.2	0.043	0.055	0.011
SANDUSKY	473709Y	HAYES AVE**	Gate	5308	4	40	0	7.7	26.2	0.033	0.043	0.010
SANDUSKY	473707K	BUCHANAN ST**	Flasher	2516	2	40	0	7.7	26.2	0.037	0.052	0.015
SANDUSKY	473706I	SMITH RD**	Gate	1588	2	50	0	7.7	26.2	0.020	0.027	0.007
SANDUSKY	473705W	FINFROCK RD**	Passive	1240	2	50	2	7.7	26.2	0.205	0.251	0.045
SANDUSKY	473704P	CR 198**	Gate	1296	2	50	1	7.7	26.2	0.061	0.073	0.012
SANDUSKY	473703H	STATE ROUTE 19**	Flasher	2222	2	50	0	7.7	26.2	0.035	0.050	0.015
SANDUSKY	473702B	CR 212**	Passive	359	2	50	0	7.7	26.2	0.038	0.053	0.015
SANDUSKY	473700M	CR 220**	Passive	87	2	50	0	7.7	26.2	0.025	0.036	0.011
SANDUSKY	473698N	CR 224**	Passive	443	2	50	0	7.7	26.2	0.041	0.056	0.015
OTTAWA	473754I	WATER ST**	Gate	6428	2	35	0	7.7	26.2	0.028	0.037	0.009
OTTAWA	473752E	PORTAGE RIVER RD**	Passive	1277	2	55	0	7.7	26.2	0.055	0.073	0.018
OTTAWA	473750R	CULLMON RD**	Passive	180	2	55	0	7.7	26.2	0.032	0.046	0.014
OTTAWA	473747H	ELMORE EAST RD**	Passive	196	2	55	0	7.7	26.2	0.033	0.047	0.014
OTTAWA	473745U	BLOOM RD**	Passive	134	1	55	0	7.7	26.2	0.030	0.042	0.012
SANDUSKY	473731I	SR 19**	Flasher	4543	2	50	0	7.7	26.2	0.043	0.060	0.016
SANDUSKY	473730E	LINDSEY RD**	Passive	129	1	50	0	7.7	26.2	0.028	0.041	0.012
SANDUSKY	473728D	BOOKTOWN RD**	Passive	872	2	50	0	7.7	26.2	0.049	0.066	0.017
SANDUSKY	473726P	FANGHONER RD**	Passive	505	2	50	1	7.7	26.2	0.109	0.137	0.028

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SANDUSKY	473719E	PORT CLINTON/FRONT**	Gate	2123	2	35	0	7.7	26.2	0.021	0.029	0.007
SANDUSKY	473717R	SAND ST**	Passive	505	2	35	0	7.7	26.2	0.039	0.054	0.015
SANDUSKY	473716J	NORTH ST**	Passive	367	2	35	1	7.7	26.2	0.097	0.122	0.026
SANDUSKY	473742Y	CR 89**	Passive	16	1	55	0	7.7	26.2	0.015	0.022	0.007
SANDUSKY	473740K	CR 153**	Passive	68	2	55	0	7.7	26.2	0.024	0.035	0.011
SANDUSKY	473739R	CR 143**	Passive	87	2	55	0	7.7	26.2	0.026	0.038	0.012
SANDUSKY	473734G	CR 127**	Passive	161	2	55	0	7.7	26.2	0.031	0.045	0.014
SANDUSKY	473665B	SOUTHWEST ST**	Gate	2733	2	50	0	7.7	26.2	0.023	0.030	0.008

* More recent ADT information received from the Public Utilities Commission of Ohio on April 23, 1998.
 ** More recent ADT information received from the Public Utilities Commission of Ohio on April 24, 1998.
 *** Crossing data taken from the FRA Wheeling and Lake Erie Line database.
 ^ This crossing will be grade separated under the Cloggsville Connection Alternative.

TABLE 3
HIGHWAY/RAIL AT-GRADE CROSSING VEHICLE DELAYS AND QUEUES
 (using Stanford Research Institute's formula for calculating Average Delay/Vehicle)

FRA ID	Street Name	Number of Roadway Lanes	ADT	Train Speed (mph) ¹	Train Length (feet)	Trains Per Day	Pre-Transaction					Post-Transaction					Av Del Vel (sec)
							Total Blocked Time/ Train (min)	Average Delay/ Veh. (min)	Number of Vehicles Delayed Per Day	Maximum Vehicle Queue	Average Delay for all Vehicles (sec/veh)	Train Length (feet)	Trains Per Day	Total Blocked Time/ Train (min)	Average Delay/ Veh. (min)	Number of Vehicles Delayed Per Day	
N-075-ASHTABULA TO CLEVELAND (CLOGGSVILLE)																	
471989W	West Ave.	2	8000	35	4889	13.0	2.1	1.3	159.3	16.6	3.0	5000	26.0	2.1	1.4	306.7	17.0
472008G	Broadway Ave. (SR 534)	2	7328	50	4889	13.0	1.5	1.1	106.2	11.8	1.9	5000	26.0	1.6	1.1	216.3	12.0
472017F	Lake St. (SR 528)	2	8810	50	4889	13.0	1.6	1.1	127.8	14.2	1.9	5000	26.0	1.6	1.1	280.3	14.4
472039F	Liberty St.	2	7580	35	4889	13.0	2.1	1.3	142.4	15.8	3.0	5000	26.0	2.1	1.4	299.8	18.1
472040A	Chestnut St.	2	5980	35	4889	13.0	2.1	1.3	112.3	12.4	3.0	5000	26.0	2.1	1.4	229.3	12.7
472044C	Menior Ave. (U.S. 20)	4	18280	50	4889	13.0	1.9	1.1	279.3	15.5	1.9	5000	26.0	1.6	1.1	588.0	15.8
472045J	Jackson St.	2	5230	50	4889	13.0	1.6	1.1	75.9	8.4	1.9	5000	26.0	1.6	1.1	154.5	8.8
472048R	Halsley Rd.	2	8360	50	4889	13.0	1.6	1.1	92.2	10.2	1.9	5000	26.0	1.6	1.1	187.9	10.4
472049E	Hopkins Rd.	2	5480	50	4889	13.0	1.6	1.1	79.2	8.8	1.9	5000	26.0	1.6	1.1	161.3	8.9
472066W	Erie St.	2	8570	50	4889	13.0	1.8	1.1	124.3	13.8	1.9	5000	26.0	1.6	1.1	253.2	14.0
472064N	E. 305th/Rush Rd.	4	6184	50	4889	13.0	1.6	1.1	89.4	5.0	1.9	5000	26.0	1.6	1.1	182.1	5.0
472068R	Lloyd Rd. (SR 633)	2	7400	35	4889	13.0	2.1	1.3	139.0	15.4	3.0	5000	26.0	2.1	1.4	283.7	15.7
472083Y	Dille Rd.	2	16430	50	4889	13.0	1.6	1.1	223.8	24.8	1.9	5000	26.0	1.6	1.1	456.9	25.2
472089H	London Rd.	2	5310	35	4889	13.0	2.1	1.3	99.8	11.0	3.0	5000	26.0	2.1	1.4	203.6	11.3
N-084-ALLIANCE TO WHITE																	
503006V	Patterson	2	5150	35	5600	28.4	2.3	1.5	235.5	11.9	8.0	5000	42.7	2.1	1.4	324.3	18.9
503541T	Stow Rd-CR108	2	6390	50	5600	28.4	1.8	1.2	223.4	11.3	5.0	5000	42.7	1.6	1.1	318.1	18.5
524340K	W Grace***	2	7590	40	5600	28.4	2.1	1.3	313.0	15.9	6.7	5000	42.7	1.9	1.3	432.2	14.8
***Crossing data taken from the FRA Wheeling and Lake Erie Line database.																	
N-283C-CP-188 TO BEREA																	
523941R	Front St**	2	10834	40	5600	52.4	2.1	1.3	824.3	22.7	12.3	5000	87.1	1.9	1.3	969.5	20.8
523940J	Sheldon Rd*	2	8580	40	5600	52.4	2.1	1.3	500.8	13.8	12.3	5000	87.1	1.9	1.3	586.8	12.8
523937B	Eastland Rd*	2	11028	40	5600	52.4	2.1	1.3	838.8	23.1	12.3	5000	87.1	1.9	1.3	988.7	21.2

* More recent ADT information received from the Public Utilities Commission of Ohio on April 23, 1998.
 ** This crossing will be grade separated under the Cloggsville Connection Alternative.

¹ At SEA's request, train speeds were based on the conservative DEIS methodology.

TABLE 3
HIGHWAY/RAIL AT-GRADE CROSSING VEHICLE DELAYS AND QUEUES
 (using Stanford Research Institute's formula for calculating Average Delay/Vehicle)

FRA ID	Street Name	Number of Roadway Lanes	ADT	Train Speed (mph) ¹	Train Length (feet)	Trains Per Day	Pre-Transaction					Post-Transaction						
							Total Blocked Time/ Train (min)	Average Delay/ Veh. (min)	Number of Vehicles Delayed Per Day	Maximum Vehicle Queue	Average Delay for all Vehicles (sec/veh)	Train Length (feet)	Trains Per Day	Total Blocked Time/ Train (min)	Average Delay/ Veh. (min)	Number of Vehicles Delayed Per Day	Maximum Vehicle Queue	Average Delay for all Vehicles (sec/veh)
N-293D-BEREA TO VERMILION¹																		
523864Y	West Ridge Rd. [*]	2	5882	40	5600	52.4	2.1	1.3	447.5	12.3	12.3	5000	59.1	1.9	1.3	463.6	11.3	11.9
523861S	Olive St. [*]	3	8883	40	5600	52.4	2.1	1.3	599.2	9.3	12.3	5000	59.1	1.9	1.3	527.5	8.8	11.9
523860K	Abbe Rd. [*]	2	5527	40	5600	52.4	2.1	1.3	420.5	11.8	12.3	5000	59.1	1.9	1.3	435.8	10.6	11.9
523848V	SR 83 [*]	2	9889	40	5600	52.4	2.1	1.3	752.4	20.7	12.3	5000	59.1	1.9	1.3	779.4	19.0	11.9
523844G	Chestnut Ridge [*]	2	5528	40	5600	52.4	2.1	1.3	420.6	11.8	12.3	5000	59.1	1.9	1.3	435.7	10.6	11.9
523840E	Stearns Rd.	2	7385	40	5600	52.4	2.1	1.3	562.7	15.5	12.3	5000	59.1	1.9	1.3	582.9	14.2	11.9
523839K	Fitch Rd. [^]	2	8354	40	5600	52.4	2.1	1.3	483.4	13.3	12.3	5000	59.1	1.9	1.3	500.8	12.2	11.9
523838P	Columbia Rd. (SR 252) [*]	2	14218	40	5600	52.4	2.1	1.3	1081.8	29.7	12.3	5000	59.1	1.9	1.3	1120.5	27.3	11.9

¹ - ADTs not available for Mapleway, Brookside and Lewis Roads.
^{*} More recent ADT information received from the Public Utilities Commission of Ohio on April 23, 1998.
[^] This crossing will be grade separated under the Cloggsville Connection Alternative.

N-072-VERMILION TO BELLEVUE

472303V	STATE STREET	2	5330	50	4869	15.6	1.6	1.1	92.8	8.6	2.38	5000	26	1.8	1.1	157.5	8.7	4.0
---------	--------------	---	------	----	------	------	-----	-----	------	-----	------	------	----	-----	-----	-------	-----	-----

N-078-BELLEVUE TO OAK HARBOR

473754T	WATER ST ^{**}	2	8428	35	4869	7.7	2.1	1.3	71.5	13.4	1.79	5000	26.2	2.1	1.4	246.3	13.6	6.3
473711A	STATE ^{**}	4	19129	25	4869	7.7	2.7	1.7	277.5	26.0	2.88	5000	26.2	2.8	1.7	985.0	26.5	10.2
473709Y	HAYES AVE ^{**}	4	5388	30	4869	7.7	2.3	1.5	68.5	6.2	2.21	5000	26.2	2.4	1.5	231.2	6.4	7.8
473898A	WOODLAND ^{**}	2	5585	40	4869	7.7	1.9	1.2	56.2	10.5	1.50	5000	26.2	1.9	1.3	195.1	10.7	5.3
473887B	MAIN ST. ^{**}	2	5783	35	4869	7.7	2.1	1.3	64.3	12.0	1.79	5000	26.2	2.1	1.4	223.4	12.3	6.3
473868W	KILBOURNE ^{**}	2	8438	25	4869	7.7	2.7	1.7	122.4	22.9	2.88	5000	26.2	2.8	1.7	425.7	23.4	10.2

^{**} More recent ADT information received from the Public Utilities Commission of Ohio on April 24, 1998.

¹ At SEA's request, train speeds were based on the conservative DEIS methodology.

Table 4
HIGHWAY AT-GRADE CROSSING VEHICLE DELAYS
 (using the DEIS formula)

FRA ID	Street Name	ADT	Train Speed (mph) [†]	Pre-Transaction		Post-Transaction	
				Average Delay/Veh. (min)	Average Delay for all Vehicles (sec/veh)	Average Delay/Veh. (min)	Average Delay for all Vehicles (sec/veh)

N-075-ASHTABULA TO CLEVELAND (CLOGGSVILLE)

471989W	West Ave.	8000	35	1.4	3.1	1.4	6.4
472008G	Broadway Ave. (SR 534)	7320	50	1.0	1.8	1.0	3.7
472017F	Lake St. (SR 528)	8810	50	1.1	1.9	1.1	3.9
472039F	Liberty St.	7580	35	1.3	3.0	1.4	6.3
472040A	Chestnut St.	5980	35	1.3	2.8	1.3	5.9
472044C	Mentor Ave. (U.S. 20)	19260	50	1.8	3.2	1.8	6.5
472045J	Jackson St.	5230	50	0.9	1.6	1.0	3.4
472046R	Heisley Rd.	6360	50	1.0	1.7	1.0	3.6
472048E	Hopkins Rd.	5460	50	1.0	1.7	1.0	3.4
472056W	Erie St.	8570	50	1.1	1.9	1.1	3.9
472064N	E. 305th/Rush Rd.	6164	50	1.0	1.7	1.0	3.5
472068R	Lloyd Rd. (SR 633)	7400	35	1.3	3.0	1.4	6.2
472093Y	Dittle Rd.	15430	50	1.5	2.5	1.5	5.2
472098H	London Rd.	5310	35	1.2	2.8	1.3	5.8

N-084-ALLIANCE TO WHITE

503008V	Patterson	5150	35	1.4	7.5	1.2	9.4
503541T	Stow Rd-CR106	6390	50	1.1	4.6	1.0	5.8
524340K	W Grace***	7590	40	1.3	6.6	1.2	8.4

***Crossing data taken from the FRA Wheeling and Lake Erie Line database.

N-293C-CP-190 TO BEREA

523941R	Front St [^]	10834	40	1.5	13.9	1.4	15.0
523940J	Sheldon Rd [*]	6580	40	1.3	11.8	1.2	12.7
523937B	Eastland Rd [*]	11026	40	1.5	14.0	1.4	15.1

^{*} More recent ADT information received from the Public Utilities Commission of Ohio on April 23, 1998.

[^]This crossing will be grade separated under the Cloggsville Connection Alternative.

[†] At SEA's request, train speeds were based on the conservative DEIS methodology.

Table 4
HIGHWAY AT-GRADE CROSSING VEHICLE DELAYS
(using the DEIS formula)

FRA ID	Street Name	ADT	Train Speed (mph) [†]	Pre-Transaction		Post-Transaction	
				Average Delay/Veh. (min)	Average Delay for all Vehicles (sec/veh)	Average Delay/Veh. (min)	Average Delay for all Vehicles (sec/veh)
N-293D-BEREA TO VERMILION[‡]							
523864T	West Ridge Rd.*	5882	40	1.3	11.5	1.2	10.9
523851S	Olive St.*	6693	40	1.3	11.8	1.2	11.3
523850K	Abbe Rd.*	5527	40	1.2	11.4	1.1	10.8
523846V	SR 83*	9889	40	1.5	13.4	1.3	12.7
523844G	Chestnut Ridge*	5528	40	1.2	11.4	1.1	10.8
523840E	Stearns Rd.	7395	40	1.3	12.1	1.2	11.5
523839K	Fitch Rd [^]	6354	40	1.3	11.7	1.2	11.1
523836P	Columbia Rd. (SR 252)*	14216	40	1.8	16.2	1.6	15.4

* = ADTs not available for Mapleway, Brookside and Lewis Roads.

* More recent ADT information received from the Public Utilities Commission of Ohio on April 23, 1998.

[^]This crossing will be grade separated under the Cloggsville Connection Alternative.

N-072-VERMILION TO BELLEVUE

472308V	STATE STREET	5330	50	0.9	1.98	1.0	3.4
---------	--------------	------	----	-----	------	-----	-----

N-079-BELLEVUE TO OAK HARBOR

473754T	WATER ST**	6428	35	1.3	1.71	1.3	6.0
473711A	STATE**	19129	25	3.0	5.29	3.1	18.8
473709Y	HAYES AVE**	5308	30	1.4	2.08	1.4	7.4
473696A	WOODLAND**	5585	40	1.1	1.36	1.1	4.8
473687B	MAIN ST.**	5783	35	1.2	1.67	1.3	5.9
473668W	KILBOURNE**	8439	25	1.8	3.12	1.8	11.1

**More recent ADT information received from the Public Utilities Commission of Ohio on April 24, 1998.

[†] At SEA's request, train speeds were based on the conservative DEIS methodology.

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1722 EYE STREET, N.W.
WASHINGTON, D.C. 20006
TELEPHONE 202 736 8000
FACSIMILE 202 736 8711

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FACSIMILE TRANSMISSION

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To: Phylis Johnson-Ball Fax No.: 202-565-9000

Contact #: 202-565-1674 Co. Name: Surface Transportation Board

To: _____ Fax No.: _____

Contact #: _____ Co. Name: _____

or S&A Location (check one) Addressee's Extension: 8071

Chicago Dallas LA (Century City) New York LA (Downtown) London Tokyo Singapore

From: Constance A. Sadler

Comments: 202 736-8321

This is a retransmission of the following pages: _____

This message is intended only for the use of the individual or entity to which it is addressed and may contain information that is privileged, confidential, and exempt from disclosure under applicable law. If the reader of this message is not the intended recipient or the employee or agent responsible for delivering the message to the intended recipient, you are hereby notified that any dissemination, distribution, or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original message to us at the above address via the U.S. Postal Service. Thank you.

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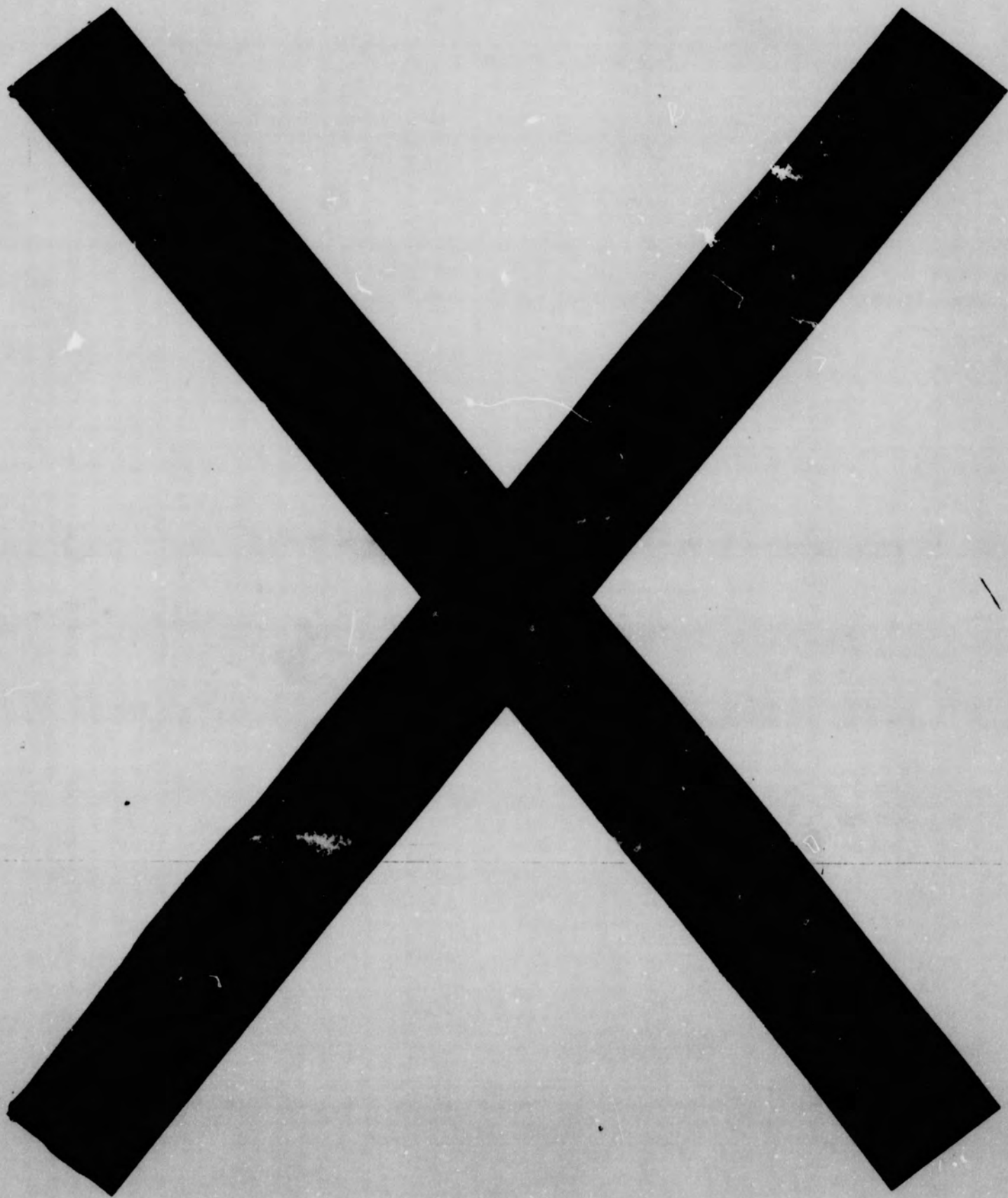
Message Sent: Receipt confirmed _____ Receipt not confirmed _____

Comment: _____

Special instructions: _____

Time: _____

Operator initials: _____



STB

FD-33388

4-30-01

K

202088

202088

ARNOLD & PORTER

Mary Gabrielle Sprague
Mary_Gay_Sprague@aporter.com
202.942.5773
202.942.5999 Fax
555 Twelfth Street, NW
Washington, DC 20004-1206

April 30, 2001

BY HAND DELIVERY – Original and 25 Copies

The Honorable Vernon A. Williams
Secretary, Surface Transportation Board
Mercury Building, Room 700
1925 K Street, N.W.
Washington, D.C. 20423

**ENTERED
Office of the Secretary**

MAY 01 2001

**Part of
Public Record**



**Re: Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated Rail Corporation –
Negotiated Agreement with City of Weston, Ohio**

Dear Secretary Williams:

CSX Corporation and CSX Transportation, Inc. hereby submit a Negotiated Agreement with the City of Weston pursuant to Environmental Condition 11 of Decision No. 89 (slip op. at 401-02). This Negotiated Agreement effectuates the Board's preference for privately negotiated solutions stated in Decision No. 89 (slip op. at 153): "[To] give effect to privately negotiated solutions whenever possible, we clarify that negotiated agreements will remain available as an alternative to the local and site-specific mitigation imposed here (for example, specific grade crossing upgrade mitigation, real time monitoring for emergency response delay, or noise mitigation)." Environmental Condition 11 similarly provides that the specific terms of the condition may be superseded by a Negotiated Agreement with the responsible local government that satisfies that community's environmental concerns.

As stated in the enclosed Negotiated Agreement, the parties request that Environmental Condition 11 be amended by deleting the City of Weston from the list of communities on the Deshler, OH to Toledo, OH line segment and that Environmental Condition 51 be amended by adding this Negotiated Agreement with the City of Weston, dated March 5, 2001, and accepted by the City of Weston on April 16, 2001, to the list of Negotiated Agreements entered into by CSX.

584581

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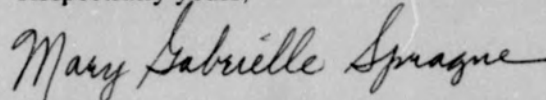
Hon. Vernon A. Williams

April 30, 2001

Page 2

Thank you for your assistance in this matter. Please contact me (202-942-5773) if you have any questions about this submission.

Respectfully yours,



Mary Gabrielle Sprague
*Counsel for CSX Corporation and
CSX Transportation, Inc.*

Enclosure

cc: Elaine K. Kaiser
James Myers, Mayor, City of Weston



Neal F. Zimmers
Resident Vice President

37 West Broad St., Suite 1050
Columbus, OH 43215
(614) 469-9820
Fax (614) 469-4640
E-Mail Neal.Zimmers@CSX.com

March 5, 2001

James Myers, Mayor
P.O. Box 61
Weston, Ohio 43569

Re: Negotiated Agreement Relating to CSX Acquisition of Conrail

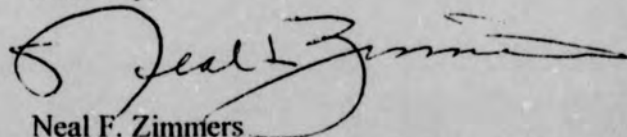
Dear Mayor Myers:

Thank you for the time you dedicated to the opportunities and environmental issues associated with CSX's operations through your community. CSX consulted with the City of Weston regarding the environmental effects identified by the Surface Transportation Board of increased train traffic, including wayside noise, through the City of Weston. The City of Weston and CSX have jointly developed this Negotiated Agreement to satisfy the City of Weston's environmental concerns. CSX will pay the City of Weston \$130,000.00. The City of Weston agrees to utilize the settlement amount in its sole discretion for the benefit of the citizens of the City of Weston, for appropriate public purposes including noise mitigation.

This Negotiated Agreement will be filed with the Surface Transportation Board to document satisfaction of Environmental Condition 11 with respect to the City of Weston, and is intended to supersede any other obligations under Environmental Condition 11. The parties jointly request the Board's approval by requesting that this Negotiated Agreement be incorporated into Environmental Condition 11 of Finance Docket No. 33388, Decision No. 89. This Negotiated Agreement will become effective upon an order of the Board accepting this agreement.

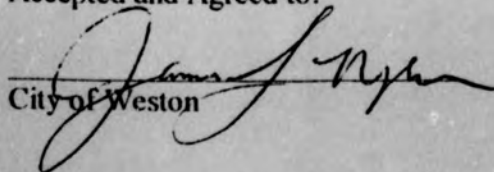
Please countersign this letter to indicate your agreement.

Sincerely,



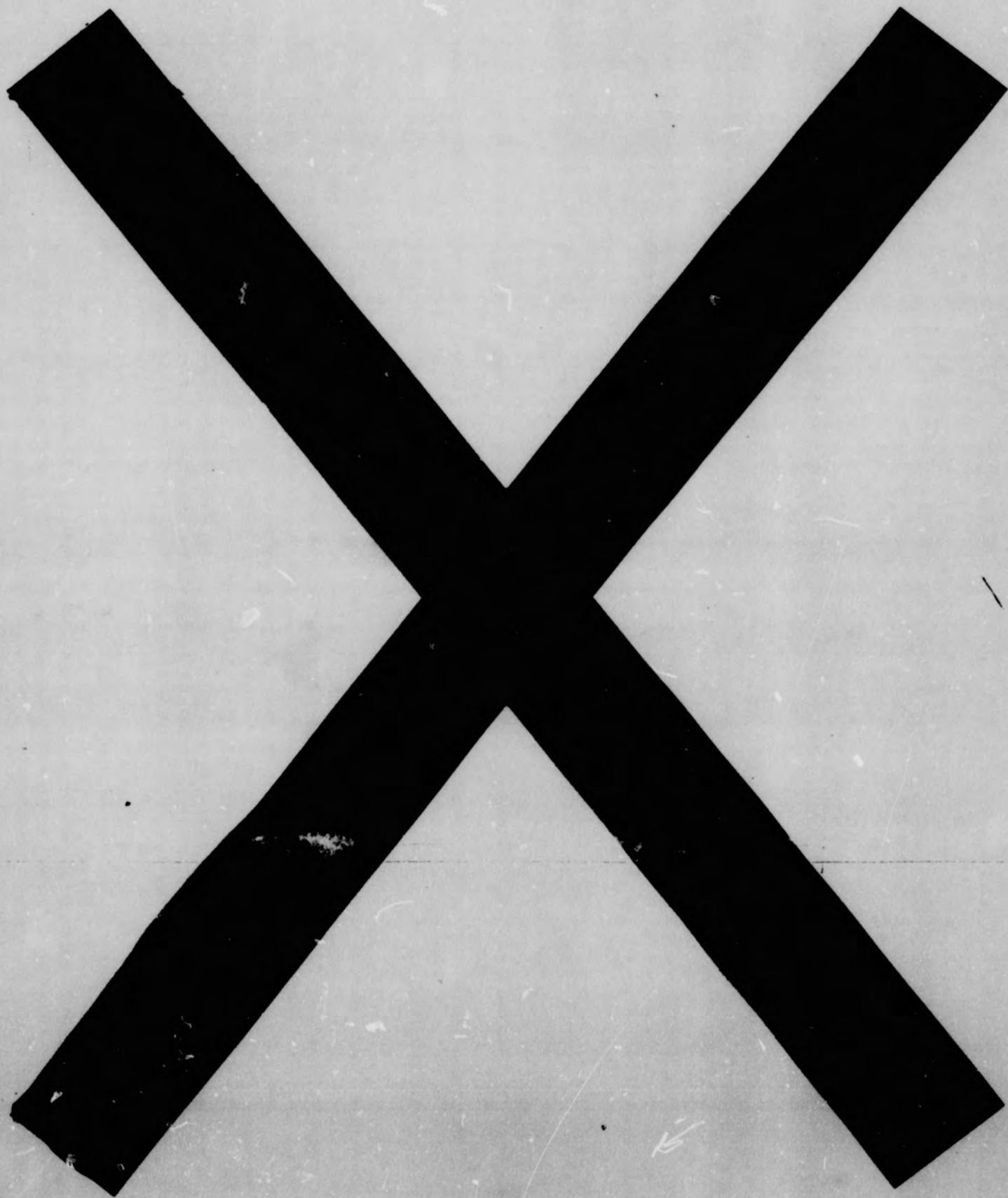
Neal F. Zimmers

Accepted and Agreed to:



City of Weston

Date 4/16/01



STB

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3-20-01

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R

WRITER'S DIRECT NUMBER
(202) 736-8071

WRITER'S E-MAIL ADDRESS
csadler@sidley.com

March 20, 2001

By Hand Delivery—Original and 25 Copies

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



ENTERED
Office of the Secretary
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Re: Firance 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: Negotiated Agreement with Town of Grottoes, Virginia

Dear Secretary Williams:

Norfolk Southern Corporation and Norfolk Southern Railway Company hereby submit a Negotiated Agreement with the Town of Grottoes, Virginia pursuant to Environmental Condition 11 of Decision No. 89 (slip op. at 401-02). This Negotiated Agreement effectuates the Board's preference for privately negotiated solutions stated in Decision No. 89 (slip op. at 153): "[To] give effect to privately negotiated solutions whenever possible, we clarify that negotiated agreements will remain available as an alternative to the local and site-specific mitigation imposed here (for example, specific grade crossing upgrade mitigation, real time monitoring for emergency response delay, or noise mitigation)." Environmental Condition 11 similarly provides that the specific terms of the condition may be superseded by a Negotiated Agreement with the responsible local government that satisfies that community's environmental concerns.

As stated in the enclosed Negotiated Agreement, the parties request that Environmental Condition 11 be amended by deleting the Town of Grottoes receptors from those identified on the Riverton Junction, VA to Roanoke, VA line segment and that Environmental Condition 51 be amended by adding this Negotiated Agreement with the Town of Grottoes, dated March 11, 2001, to the list of Negotiated Agreements entered into by Norfolk Southern.

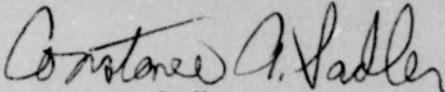
SIDLEY & AUSTIN

WASHINGTON, D.C.

The Honorable Vernon A. Williams
March 20, 2001
Page 2

Thank you for your assistance in this matter. Please contact me at (202) 736-8071 should you have any questions about this submission.

Respectfully submitted,


Constance A. Sadler

Enclosure

cc: Elaine K. Kaiser
Grottoes Town Council



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

Bruno Maestri
Vice President
Public Affairs

January 23, 2001

Town Council
Town of Grottoes, VA
601 Dogwood Avenue
Grottoes, VA 24441



Re: Negotiated Agreement Relating to the NS/CSX Acquisition of Conrail

Dear Town Council Members:

Norfolk Southern consulted with the Grottoes Town Council regarding the environmental impact of increased train traffic resulting from Norfolk Southern's acquisition of Conrail, including wayside noise, and specifically Environmental Condition No. 11 imposed by the Surface Transportation Board (STB).

The Grottoes Town Council and Norfolk Southern have jointly developed this negotiated agreement to satisfy the concerns of the Town of Grottoes with respect to environmental impacts related to the Conrail acquisition, including the impacts addressed in the STB's Environmental Condition No. 11. Pursuant to this Negotiated Agreement, Norfolk Southern will pay the Town of Grottoes, VA the sum of forty thousand dollars (\$40,000).

The Grottoes Town Council intends to utilize said funds, in its sole discretion, for the benefit of the citizens of the Town of Grottoes and for other appropriate public purposes as determined by the Grottoes Town Council.

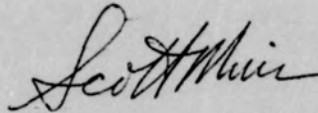
This Negotiated Agreement will be filed with the Surface Transportation Board to document satisfaction with Environmental Condition 11 with respect to the Town of Grottoes, VA. The parties intend that this Negotiated Agreement will supersede any other obligation under Environmental Condition 11.

Town of Grottoes, VA
January 23, 2001
Page 2

The parties jointly request the Surface Transportation Board's approval by submitting this Negotiated Agreement to be incorporated into Environmental Condition 51 of Finance Docket No. 33388, Decision No. 89. This Negotiated Agreement will become effective upon an order of the Surface Transportation Board accepting this Agreement.

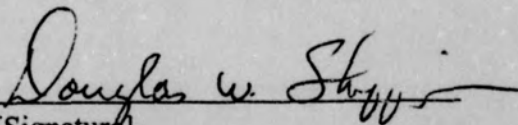
Please countersign this letter to indicate your agreement.

Sincerely,

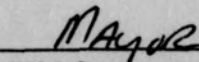


C. S. Muir
Special Representative

Accepted and Agreed to by the Town of Grottoes, Virginia.

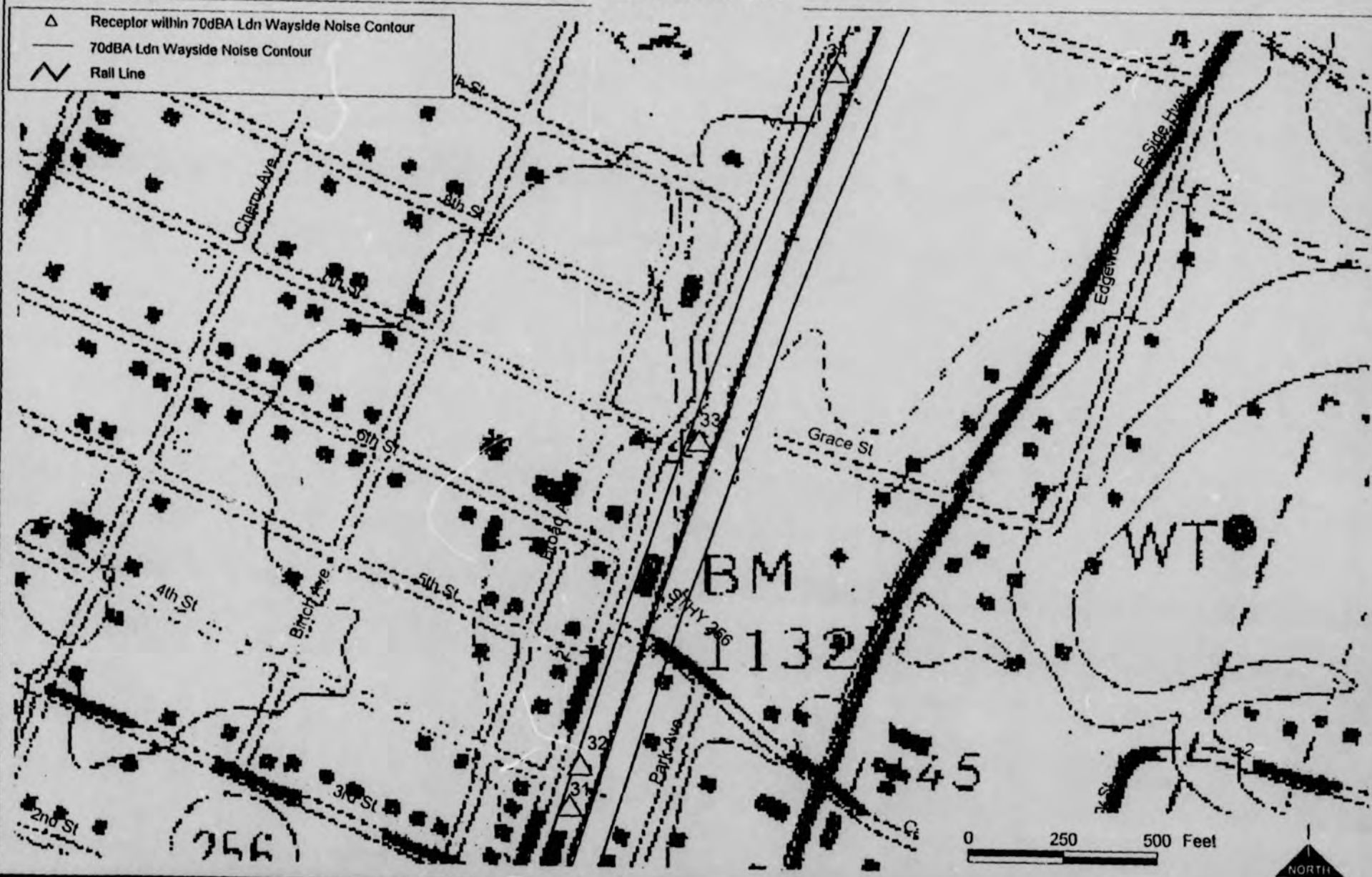

[Signature]

Date 3-11-01


[Title]

STB VA Grottoes 012301

Attachment #7

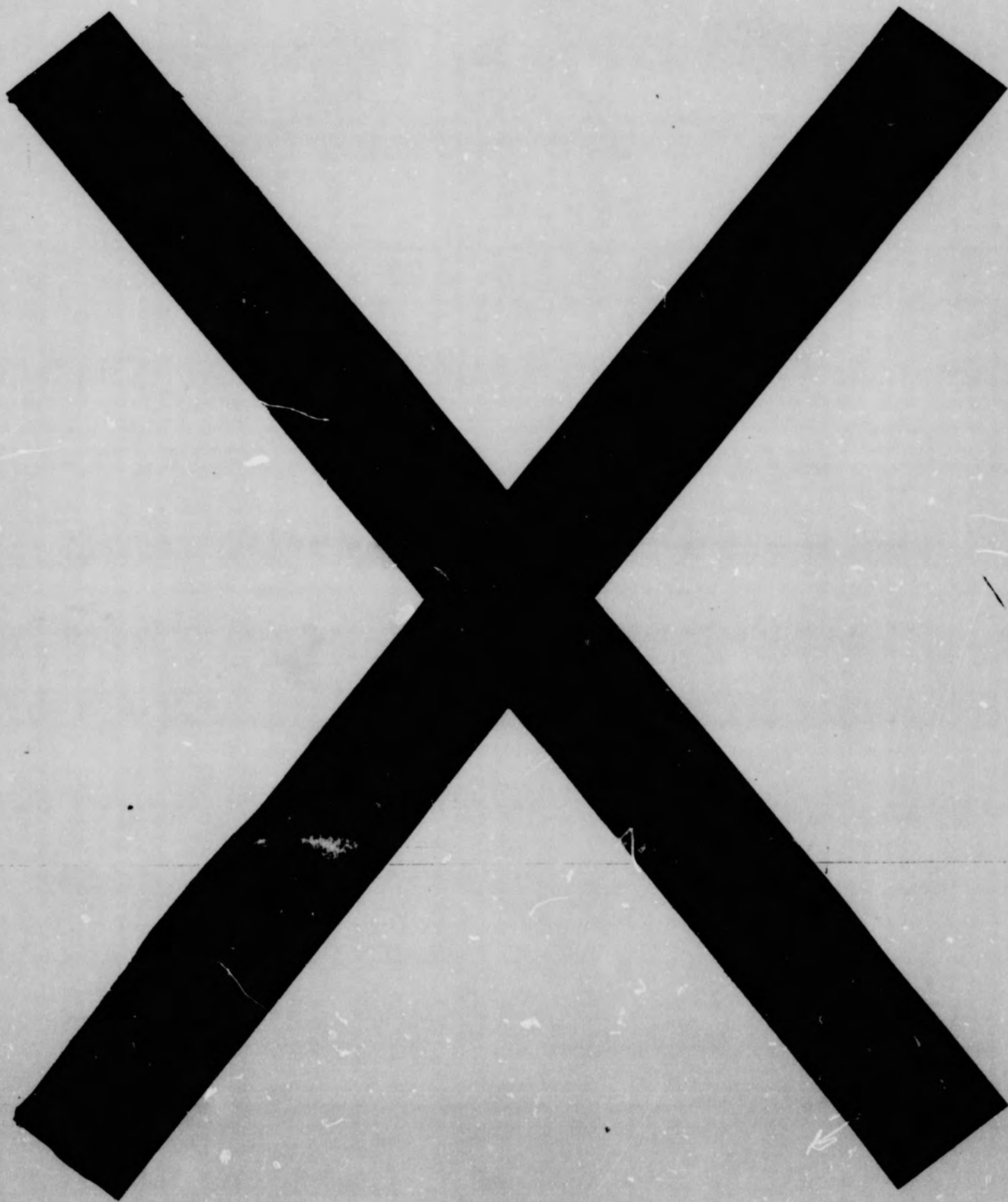


Proposed Conrail Acquisition

Final Environmental Impact Statement

FIGURE 130 Area 15
RIVERTON JCT.-TO-ROANOKE, N-100 Receptors Within 70dBA Ldn Wayside Noise Contour

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STB

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Office of the Secretary

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FEB 20 2001

WRITER'S DIRECT NUMBER
(202) 736-8071

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Public Record

WRITER'S E-MAIL ADDRESS
csadier@sidley.com

February 20, 2001

By Hand Delivery—Original and 25 Copies

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



**Re: Finance Docket No. 33388--CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company--Control and Operating Leases/Agreements--Conrail, Inc. and Consolidated Rail Corporation:
Negotiated Agreement with Town of Luray, Virginia**

Dear Secretary Williams:

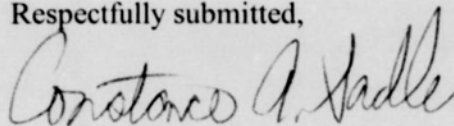
Norfolk Southern Corporation and Norfolk Southern Railway Company hereby submit a Negotiated Agreement with the Town of Luray, Virginia pursuant to Environmental Condition 11 of Decision No. 89 (slip op. at 401-02). This Negotiated Agreement effectuates the Board's preference for privately negotiated solutions stated in Decision No. 89 (slip op. at 153): "[To] give effect to privately negotiated solutions whenever possible, we clarify that negotiated agreements will remain available as an alternative to the local and site-specific mitigation imposed here (for example, specific grade crossing upgrade mitigation, real time monitoring for emergency response delay, or noise mitigation)." Environmental Condition 11 similarly provides that the specific terms of the condition may be superseded by a Negotiated Agreement with the responsible local government that satisfies that community's environmental concerns.

As stated in the enclosed Negotiated Agreement, the parties request that Environmental Condition 11 be amended by deleting the Town of Luray receptors from those identified on the Riverton Junction, VA to Roanoke, VA line segment and that Environmental Condition 51 be amended by adding this Negotiated Agreement with the Town of Luray, dated February 12, 20001, to the list of Negotiated Agreements entered into by Norfolk Southern.

The Honorable Vernon A. Williams
February 20, 2001
Page 2

Thank you for your assistance in this matter. Please contact me at (202) 736-8071 should you have any questions about this submission.

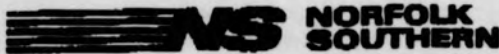
Respectfully submitted,

A handwritten signature in cursive script that reads "Constance A. Sadler".

Constance A. Sadler

Enclosure

cc: Elaine K. Kaiser
Luray Town Council



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

Bruno Maestri
Vice President
Public Affairs

January 23, 2001

Town Council
Town of Luray, VA
P.O. Box 629
45 East Main Street
Luray, VA 22835



Re: Negotiated Agreement Relating to the NS/CSX Acquisition of Conrail

Dear Luray Town Council Members:

Norfolk Southern consulted with the Luray Town Council regarding the environmental impact of increased train traffic resulting from Norfolk Southern's acquisition of Conrail, including wayside noise, and specifically Environmental Condition No. 11 imposed by the Surface Transportation Board (STB).

The Luray Town Council and Norfolk Southern have jointly developed this negotiated agreement to satisfy the concerns of the Town of Luray with respect to environmental impacts related to the Conrail acquisition, including the impacts addressed in the STB's Environmental Condition No. 11. Pursuant to this Negotiated Agreement, Norfolk Southern will pay the Town of Luray the sum of eighty thousand dollars (\$80,000).

The Luray Town Council intends to utilize said funds, in its sole discretion, for the benefit of the citizens of the Town of Luray and for other appropriate public purposes as determined by the Luray Town Council.

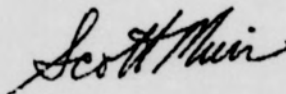
This Negotiated Agreement will be filed with the Surface Transportation Board to document satisfaction with Environmental Condition 11 with respect to the Town of Luray, VA. The parties intend that this Negotiated Agreement will supersede any other obligation under Environmental Condition 11.

Town of Luray, VA
January 23, 2001
Page 2

The parties jointly request the Surface Transportation Board's approval by submitting this Negotiated Agreement to be incorporated into Environmental Condition 51 of Finance Docket No. 33388, Decision No. 89. This Negotiated Agreement will become effective upon an order of the Surface Transportation Board accepting this Agreement.

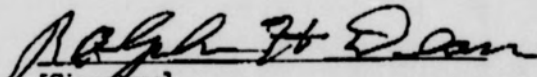
Please countersign this letter to indicate your agreement.

Sincerely,

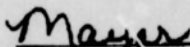


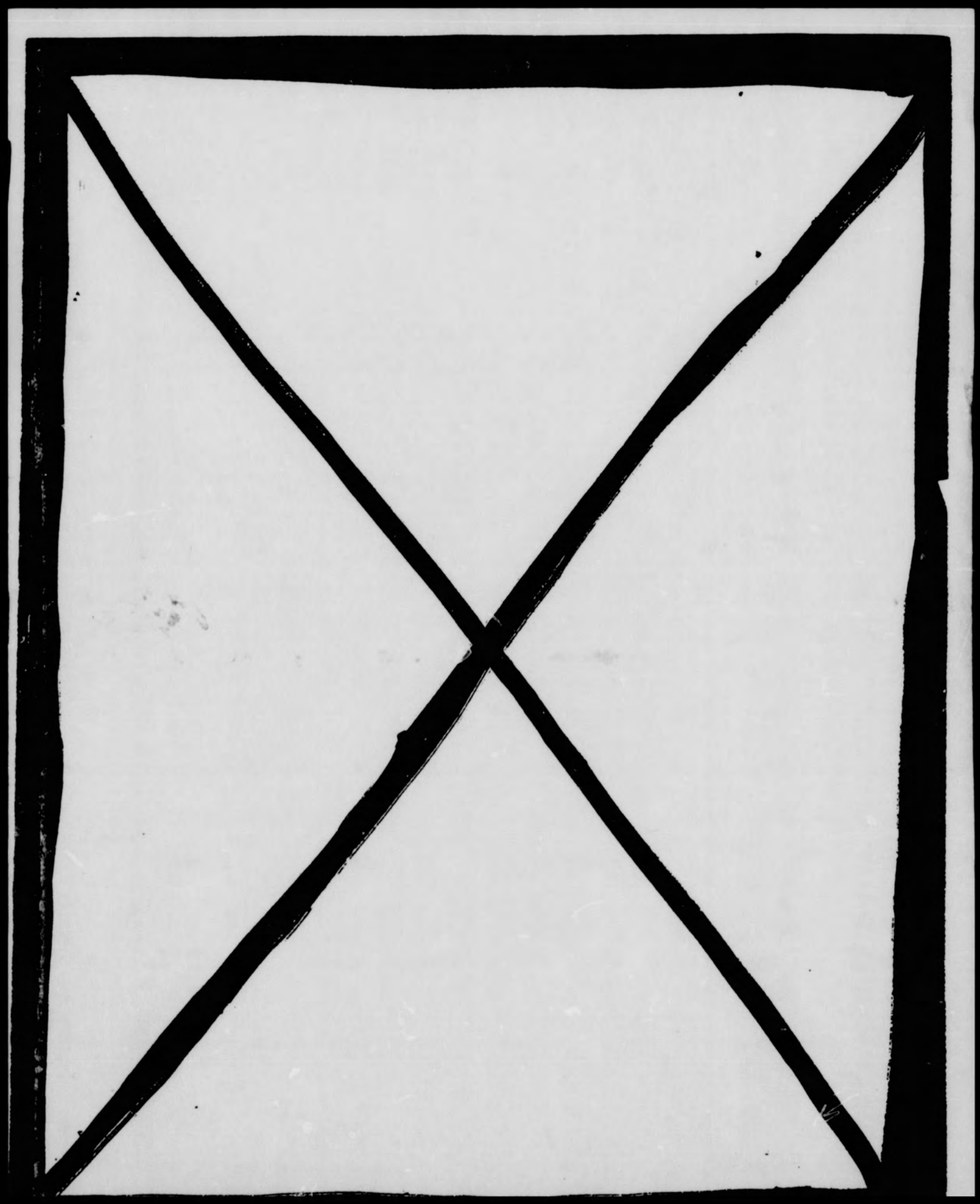
C. S. Muir
Special Representative

Accepted and Agreed to by the Town of Luray, Virginia.


[Signature]

Date Feb. 12, 2001


[Title]



STB

FD-33388

1-19-01

K

201351

ENTERED
Office of the Secretary

JAN 22 2001

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Public Record



DAVID H. COBURN
(202) 429-8063
dcoburn@steptoel.com

January 19, 2000

BY HAND DELIVERY – Original and 25 Copies

The Honorable Vernon A. Williams
Secretary, Surface Transportation Board
Mercury Building, Room 700
1925 K Street, N.W.
Washington, D.C. 20423

K

Re: *Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company – Control and Operating Leases/Agreements – Conrail Inc. and Consolidated Rail Corporation*
Negotiated Agreement with McKeesport, PA

Dear Secretary Williams:

CSX Corporation and CSX Transportation, Inc. hereby submit a Negotiated Agreement with McKeesport, PA pursuant to Environmental Condition 11 of Decision No. 89 (slip op. at 401-02). This Negotiated Agreement effectuates the Board's preference for privately negotiated solutions stated in Decision No. 89 (slip op. at 153): "[To] give effect to privately negotiated solutions whenever possible, we clarify that negotiated agreements will remain available as an alternative to the local and site-specific mitigation imposed here (for example, specific grade crossing upgrade mitigation, real time monitoring for emergency response delay, or noise mitigation)." Environmental Condition 11 similarly provides that the specific terms of the condition may be superseded by a Negotiated Agreement with the responsible local government that satisfies that community's environmental concerns.

The Sinns to Brownsville line segment traverses McKeesport. The attached settlement agreement covers the receptors in that city. The parties request that Environmental Condition 11 be amended by deleting McKeesport from the list of communities on the Sinns and Brownsville line segment and that Environmental Condition 51 be amended by adding this Negotiated Agreement with McKeesport dated December 19, 2000, and accepted by McKeesport on January 3, 2001, to the list of Negotiated Agreements entered into by CSX.

The Honorable Vernon A. Williams
January 19, 2001
Page 2

Thank you for your assistance in this matter. Please contact me (202-429-8063) if you have any questions about this submission.

Sincerely,

David H. Coburn/la

David H. Coburn
Counsel for CSX Corporation and CSX
Transportation, Inc.

DHC:dj

Enclosure

cc: Elaine K. Kaiser
Mayor Wayne Kucich, McKeesport



Stephen C. Thienel
Regional Vice President
State Relations

2 N. Charles Street, 11th Floor
Baltimore, MD 21201
(410) 613-6900

December 19, 2000

The Honorable Wayne Kucich
Mayor
City of McKeesport
201 Lysle Boulevard
McKeesport, PA 15132

Re: Negotiated Agreement Relating to CSX Acquisition of Conrail

Dear Mayor Kucich:

Thank you for the time you dedicated to the opportunities and environmental issues associated with CSX's operations through your community. CSX consulted with the City of McKeesport ("City") regarding the environmental effects identified by the Surface Transportation Board of increased train traffic, including wayside noise, through the City. The City and CSX have jointly developed this Negotiated Agreement to satisfy the City's environmental concerns. CSX will pay the City \$170,000. The City agrees to utilize the settlement amount in its sole discretion for the benefit of the citizens of the City for appropriate public purposes including noise mitigation.

This Negotiated Agreement will be filed with the Surface Transportation Board to document satisfaction of Environmental Condition 11 with respect to the City, and is intended to supersede any other obligations under Environmental Condition 11. The parties jointly request the Board's approval by requesting that this Negotiated Agreement be incorporated into Environmental Condition 11 of Finance Docket No. 33388, Decision No. 89. This Negotiated Agreement will become effective upon an order of the Board accepting this agreement.

Please countersign this letter to indicate your agreement.

Sincerely yours,

Stephen C. Thienel

Accepted and Agreed to:

City of McKeesport

Date 1-3-01



STB

FD-33388

1-12-01

K

201308

201308

ENTERED
Office of the Secretary

JAN 16 2001

Part of
Public Record

DAVID H. COBURN
(202) 429-8063
dcoburn@step toe.com



January 12, 2000

BY HAND DELIVERY – Original and 25 Copies

The Honorable Vernon A. Williams
Secretary, Surface Transportation Board
Mercury Building, Room 700
1925 K Street, N.W.
Washington, D.C. 20423

Re: *Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company – Control and Operating Leases/Agreements – Conrail Inc. and Consolidated Rail Corporation*
Negotiated Agreement with Milton Center, OH

Dear Secretary Williams:

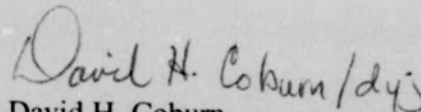
CSX Corporation and CSX Transportation, Inc. hereby submit a Negotiated Agreement with Milton Center, Ohio pursuant to Environmental Condition 11 of Decision No. 89 (slip op. at 401-02). This Negotiated Agreement effectuates the Board's preference for privately negotiated solutions stated in Decision No. 89 (slip op. at 153): "[To] give effect to privately negotiated solutions whenever possible, we clarify that negotiated agreements will remain available as an alternative to the local and site-specific mitigation imposed here (for example, specific grade crossing upgrade mitigation, real time monitoring for emergency response delay, or noise mitigation)." Environmental Condition 11 similarly provides that the specific terms of the condition may be superseded by a Negotiated Agreement with the responsible local government that satisfies that community's environmental concerns.

The Deshler to Toledo line segment traverses Milton Center. The attached settlement agreement covers the receptors in that village. The parties request that Environmental Condition 11 be amended by deleting Milton Center on the Deshler to Toledo line segment from the list of communities and that Environmental Condition 51 be amended by adding this Negotiated Agreement with Milton Center dated November 14, 2000, and accepted by Milton Center on December 20, 2000, to the list of Negotiated Agreements entered into by CSX.

The Honorable Vernon A. Williams
January 12, 2001
Page 2

Thank you for your assistance in this matter. Please contact me (202-429-8063) if you have any questions about this submission.

Sincerely,

A handwritten signature in dark ink that reads "David H. Coburn/dyj". The signature is written in a cursive style with a large initial 'D' and a trailing 'djy'.

David H. Coburn
Counsel for CSX Corporation and CSX
Transportation, Inc.

DHC:dyj

Enclosure

cc: Elaine K. Kaiser
Mayor Albert Torres, Milton Center

November 14, 2000

Albert Torres, Mayor
P.O. Box 15
Milton Center, Ohio 43541

Re: Negotiated Agreement Relating to CSX Acquisition of Conrail

Dear Mayor Torres:

Thank you for the time you dedicated to the opportunities and environmental issues associated with CSX's operations through your community. CSX consulted with the Village of Milton Center regarding the environmental effects identified by the Surface Transportation Board of increased train traffic, including wayside noise, through the Village of Milton Center. The Village of Milton Center and CSX have jointly developed this Negotiated Agreement to satisfy the Village of Milton Center's environmental concerns. CSX will pay the Village of Milton Center \$40,000.00. The Village of Milton Center agrees to utilize the settlement amount in its sole discretion for the benefit of the citizens of the Village of Milton Center, for appropriate public purposes including noise mitigation.

This Negotiated Agreement will be filed with the Surface Transportation Board to document satisfaction of Environmental Condition 11 with respect to the Village of Milton Center, and is intended to supersede any other obligations under Environmental Condition 11. The parties jointly request the Board's approval by requesting that this Negotiated Agreement be incorporated into Environmental Condition 11 of Finance Docket No. 33388, Decision No. 89. This Negotiated Agreement will become effective upon an order of the Board accepting this agreement.

Please countersign this letter to indicate your agreement.

Sincerely,

Neal F. Zimmers

Neal F. Zimmers

Accepted and Agreed to:

Albert N. Jones
Village of Milton Center

Date DEC 20 - 00



STB

FD-33388

1-5-01

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201187

SIDLEY & AUSTIN

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CHICAGO
DALLAS
LOS ANGELES
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SEATTLE

1722 EYE STREET, N.W.
WASHINGTON, D.C. 20006
TELEPHONE 202 736 8000
FACSIMILE 202 736 8711

HONG KONG
LONDON
SHANGHAI
SINGAPORE
TOKYO

FOUNDED 1866

WRITER'S DIRECT NUMBER
(202) 736-8071

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WRITER'S E-MAIL ADDRESS
csadler@sidley.com

January 5, 2001



By Hand Delivery – Original and 25 Copies

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Mercury Building, Room 700
1925 K Street, N.W.
Washington, D.C. 20423

Re: **Finance Docket No. 33388--CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company--Control and Operating Leases/Agreements--Conrail, Inc. and Consolidated Rail Corporation:
Negotiated Agreement with City of Conneaut, Ohio**

Dear Secretary Williams:

Norfolk Southern Corporation and Norfolk Southern Railway Company (Norfolk Southern) hereby submit a Negotiated Agreement, dated December 28, 2000, with the City of Conneaut, Ohio (Negotiated Agreement) pursuant to Environmental Condition 28 of Decision No. 89 in STB Finance Docket No. 33388. This Negotiated Agreement effectuates the Board's preference for privately negotiated solutions stated in Decision No. 89 (slip op. at 153): "[To] give effect to privately negotiated solutions whenever possible, we clarify that negotiated agreements will remain available as an alternative to the local and site-specific mitigation imposed here (for example, specific grade crossing upgrade mitigation, real time monitoring for emergency response delay, or noise mitigation)."

As stated in the Negotiated Agreement, the City of Conneaut, Ohio and Norfolk Southern request that the Board issue an order providing that Environmental Condition 28 of Decision No. 89 be superceded by the Negotiated Agreement and that Environmental Condition 51 of Decision No. 89 be amended to include this Negotiated Agreement in the list of Negotiated Agreements under Environmental Condition 51.

SIDLEY & AUSTIN

WASHINGTON, D.C.

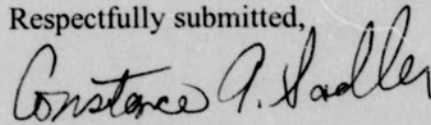
The Honorable Vernon A. Williams

January 5, 2001

Page 2

Thank you for your assistance in this matter. Please contact me at (202) 736-8071 should you have any questions about this submission.

Respectfully submitted,

A handwritten signature in cursive script that reads "Constance A. Sadler".

Constance A. Sadler

Enclosure

cc: Elaine K. Kaiser
Robert Herron, City Manager, City of Conneaut

ROBERT HERRON
CITY MANAGER

City of Conneaut

City Hall Building
294 Main Street
Conneaut, Ohio 44030
Telephone (440) 593-7401
Fax (440) 593-6908

E-mail: conneautcityhall@suite224.net

December 29, 2000

Michael Scime, Manager
Public Affairs
Norfolk Southern Corporation
One American Square
Suite 1370, Box 82069
Indianapolis, IN 46282



Dear Mr. Scime:

Enclosed, please find a signed, Negotiated Agreement between the City of Conneaut and the Norfolk Southern Railroad, relating to the acquisition of Conrail dated November 15, 2000. I have also enclosed Ordinance No. 157-00, which authorizes me to sign this agreement.

Thank you for your consideration and cooperation. If you have any questions, please feel free to contact me.

Sincerely,
CITY OF CONNEAUT

A handwritten signature in black ink, appearing to read 'RDH', with a horizontal line extending to the right.

Robert Herron
City Manager

RDH/pb

cc: Tony Zampedro, Law Director
John Williams, Finance Director

Enclosures

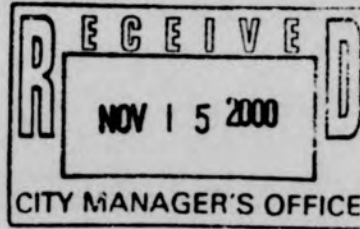


Norfolk Southern Corporation
 One American Square
 Suite 1370, Box 82069
 Indianapolis, IN 46282
 317-635-4845
 317-267-9732 FAX

Michael Scime
 Manager
 Public Affairs

November 15, 2000

Mr. Robert Herron
 City Manager, City of Conneaut
 294 Main Street
 Conneaut, OH 44030



Re: Negotiated Agreement Between the City of Conneaut and Norfolk Southern Relating to the Acquisition of Conrail

Dear Mr. Herron:

Thank you for the time you have dedicated to the opportunities and environmental issues associated with Norfolk Southern's rail operations through your community. Norfolk Southern consulted with the City of Conneaut ("City") regarding the acquisition of Conrail and the related environmental effects identified by the Surface Transportation Board ("STB"), including emergency response vehicle dispatching, of increased trains through the City. The City and Norfolk Southern have jointly developed this Negotiated Agreement to satisfy the City's environmental concerns. Norfolk Southern will pay the City the sum of \$207,000. The City agrees to utilize the settlement amount in its sole discretion for the benefit of the citizens of Conneaut for appropriate public purposes including alternative emergency response mitigation.

This Negotiated Agreement will be filed with the Surface Transportation Board to document Norfolk Southern's satisfaction of Environmental Condition 28 of Decision No. 89, STB Docket No. 33388, with respect to the City of Conneaut, and is intended to supersede any other obligations under Environmental Condition 28. The parties jointly request the Board's approval by requesting that this Negotiated Agreement be incorporated into Environmental Condition 51 of Decision No. 89 of Finance Docket 33388. This Negotiated Agreement will become effective upon an order of the Board accepting this agreement, and payment will be made by Norfolk Southern to the City within ninety days of the Board's issuance of such order.

Please countersign this letter to indicate your agreement.

Sincerely,

Michael Scime
 Manager of Public Affairs

Accepted and Agreed to:

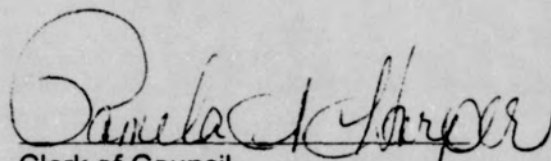
City of Conneaut

Date: 12-28-00

STATE OF OHIO)
)
COUNTY OF ASHTABULA)

I, Pamela S. Harper, Clerk of Council of the City of Conneaut, Ohio, do hereby certify that the foregoing is a true and correct copy of Ordinance No. 157-00 , and that the same has been duly authenticated as provided by law.

IN TESTIMONY WHEREOF, I have affixed my hand and official seal this 28th day of December, 2000.



Clerk of Council
THE CITY OF CONNEAUT, OHIO

ORDINANCE NO. 157-00

Introduced By Mr. Chicatelli

AN ORDINANCE TO AUTHORIZE THE CITY MANAGER TO ENTER INTO AN AGREEMENT BETWEEN THE CITY OF CONNEAUT AND NORFOLK SOUTHERN RAILROAD RELATING TO THE ACQUISITION OF CONRAIL, AND DECLARING AN EMERGENCY. (Attached hereto and marked Exhibit "A")

BE IT ORDAINED, by the City of Conneaut, County of Ashtabula and State of Ohio:

SECTION 1. That the City Manager is hereby authorized to enter into an agreement between the City of Conneaut and Norfolk Southern Railroad relating to the acquisition of Conrail. (Attached hereto and marked Exhibit "A")

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

SECTION 3. That this ordinance is hereby declared to be an emergency measure in the interests of public peace, health and safety and shall, therefore, go into immediate effect upon its passage and signing by the President of Council.

Passed this 27th day of December, 2000.

James H. Rauer
President of Council

ATTEST:

Janet K. Hoyer
Clerk of Council



STB

FD-33388

1-5-01

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201186

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1722 EYE STREET, N.W.
WASHINGTON, D.C. 20006
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FACSIMILE 202 736 8711

HONG KONG
LONDON
SHANGHAI
SINGAPORE
TOKYO

WRITER'S DIRECT NUMBER
(202) 736-8071

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WRITER'S E-MAIL ADDRESS
csadler@sidley.com

January 5, 2001

By Hand Delivery – Original and 25 Copies

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Mercury Building, Room 700
1925 K Street, N.W.
Washington, D.C. 20423

**Re: Finance Docket No. 33388--CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company--Control and Operating Leases/Agreements--Conrail, Inc. and Consolidated Rail Corporation:
Negotiated Agreement with City of Ashtabula, Ohio**

Dear Secretary Williams:

Norfolk Southern Corporation and Norfolk Southern Railway Company (Norfolk Southern) hereby submit a Negotiated Agreement, dated December 29, 2000, with the City of Ashtabula, Ohio (Negotiated Agreement) pursuant to Environmental Condition 25 of Decision No. 89 in STB Finance Docket No. 33388. This Negotiated Agreement effectuates the Board's preference for privately negotiated solutions stated in Decision No. 89 (slip op. at 153): "[To] give effect to privately negotiated solutions whenever possible, we clarify that negotiated agreements will remain available as an alternative to the local and site-specific mitigation imposed here (for example, specific grade crossing upgrade mitigation, real time monitoring for emergency response delay, or noise mitigation)."

As stated in the Negotiated Agreement, the City of Ashtabula, Ohio and Norfolk Southern request that the Board issue an order providing that Environmental Condition 25 of Decision No. 89 be superseded by the Negotiated Agreement and that Environmental Condition 51 of Decision No. 89 be amended to include this Negotiated Agreement in the list of Negotiated Agreements under Environmental Condition 51.

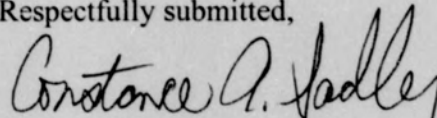
SIDLEY & AUSTIN

WASHINGTON, D.C.

The Honorable Vernon A. Williams
January 5, 2001
Page 2

Thank you for your assistance in this matter. Please contact me at (202) 736-8071 should you have any questions about this submission.

Respectfully submitted,



Constance A. Sadler

Enclosure

cc: Elaine K. Kaiser
August Pugliese, City Manager, City of Ashtabula

CITY OF ASHTABULA
OFFICE OF CITY MANAGER

MUNICIPAL BUILDING
4400 MAIN AVENUE
ASHTABULA, OHIO 44004

AUGUST PUGLIESE
CITY MANAGER



(440) 992-7103
Fax: (440) 992-4515

December 29, 2000

Norfolk Southern Corporation
Michael Scime, Manager of Public Affairs
One American Square
Suite 1370, Box 82069
Indianapolis, IN 46282



RE: Negotiated Agreement Between the City of Ashtabula and Norfolk Southern
Relating to the Acquisition of Conrail

Dear Mr. Scime:

Attached please find the appropriate paperwork in reference to the aforementioned agreement between the City of Ashtabula and Norfolk Southern Corporation along with a certified copy of Ordinance 2000-189 pertaining to that agreement. This should satisfy the requirements for that agreement.

Any further information or concerns that you may have regarding this matter may be addressed to Manager Pugliese at the above listed address or telephone number.

Sincerely,

A handwritten signature in cursive script that reads "Brenda J. Sanders".

Brenda J. Sanders
Executive Secretary

enclosures



Norfolk Southern Corporation
One American Square
Suite 1370, Box 82069
Indianapolis, IN 46282
317-635-4845
317-267-9732 FAX

Michael Scime
Manager
Public Affairs



November 15, 2000

Mr. August Pugliese
City Manager, City of Ashtabula
4400 Main Ave.
Ashtabula, OH 44004

Re: Negotiated Agreement Between the City of Ashtabula and Norfolk Southern Relating to the Acquisition of Conrail

Dear Mr. Pugliese:

Thank you for the time you have dedicated to the opportunities and environmental issues associated with Norfolk Southern's rail operations through your community. Norfolk Southern consulted with the City of Ashtabula ("City") regarding the acquisition of Conrail and the related environmental effects identified by the Surface Transportation Board ("STB"), including emergency response vehicle dispatching, of increased trains through the City. The City and Norfolk Southern have jointly developed this Negotiated Agreement to satisfy the City's environmental concerns. Norfolk Southern will pay the City the sum of \$212,000. The City agrees to utilize the settlement amount in its sole discretion for the benefit of the citizens of Ashtabula for appropriate public purposes including alternative emergency response mitigation.

This Negotiated Agreement will be filed with the Surface Transportation Board to document Norfolk Southern's satisfaction of Environmental Condition 25 of Decision No. 89, STB Docket No. 33388, with respect to the City of Ashtabula, and is intended to supersede any other obligations under Environmental Condition 25. The parties jointly request the Board's approval by requesting that this Negotiated Agreement be incorporated into Environmental Condition 51 of Decision No. 89 of Finance Docket 33388. This Negotiated Agreement will become effective upon an order of the Board accepting this agreement, and payment will be made by Norfolk Southern to the City within ninety days of the Board's issuance of such order.

Please countersign this letter to indicate your agreement.

Sincerely,

Michael Scime
Manager of Public Affairs

Accepted and Agreed to:

August A. Pugliese
City of Ashtabula

Date: 12-29-00

December 28, 2000
Council Meeting of December 29, 2000



ORDINANCE NO. 2000-189

AN ORDINANCE AUTHORIZING THE CITY MANAGER TO ENTER INTO AN AGREEMENT WITH THE NORFOLK SOUTHERN CORPORATION/NORFOLK SOUTHERN RAILWAY COMPANY.

WHEREAS, the daily operations of the City Manager's Department and the public peace, health, safety and welfare require the enactment of this ordinance; and

WHEREAS, on July 20, 1998 the United States Surface Transportation Board, hereinafter STB, determined the Norfolk Southern Corporation/Norfolk Southern Railway Company, hereinafter NS, in Decision Number 89, at Condition 25, NS shall, with the concurrence of the City of Ashtabula, Ohio, provide, install and maintain a real-time train location monitoring system; and

WHEREAS, the City of Ashtabula, Ohio and the NS have determined to satisfy the City of Ashtabula, Ohio's real-time train location monitoring system entitlement via the NS paying, directly to the City of Ashtabula, Ohio, \$212,000.00; and

WHEREAS, upon the City of Ashtabula, Ohio receiving the aforesaid \$212,000.00 the NS's obligation to provide, install and maintain a real-time train location monitoring system as provided in STB Decision Number 89 at Condition 25, shall be waived.

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of Ashtabula, Ohio that:

SECTION 1. That the City Manager is authorized to enter into an Agreement with the NS through which the City of Ashtabula, Ohio will receive from the NS \$212,000.00 and, as a result of NS paying to the City the aforesaid \$212,000.00, the NS obligation to provide, install and maintain a real-time train location monitoring system as provided in STB Decision Number 89 at Condition 25, dated July 20, 1998, shall be waived.

SECTION 2. For the reasons stated in the preamble, this ordinance if approved by the votes of five (5) or more members of Council, shall take effect upon its passage; otherwise thirty (30) days thereafter.

December 28, 2000

Page Two

PASSED: December 29, 2000 J. Simon
PRESIDENT OF COUNCIL

ATTEST: Roberta E. Henge
CLERK OF COUNCIL

APPROVED: August A. Pughe
CITY MANAGER

Approved as to Form and Correctness
This 28 day of December, 2000.

Thomas J. Simon
THOMAS J. SIMON
ASHTABULA CITY SOLICITOR

HEREBY CERTIFY THAT THE ABOVE
IS A TRUE AND CORRECT COPY OF
THE ORIGINAL ORDINANCE # 2000-189

Roberta E. Henge C.M./ATE
CLERK OF COUNCIL



STB

FD-33388

11-22-00

K

ID-200600





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



Bruno Maestri
Vice President
Public Affairs

November 22, 2000

By Hand Delivery – Original and 25 Copies

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

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Office of the Secretary

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Re: STB Finance Docket No. 33388 (Service Date – July 23, 1998):
CSX and NS – Control and Acquisition of Conrail

Subject: Certification of Norfolk Southern Compliance with Environmental Condition
8(A)

Dear Secretary Williams:

Enclosed please find twenty-five (25) hard copies and one electronic copy of Quarterly Report Number 9 for the subject environmental condition certifying compliance in accordance with STB Decision No. 89. There are six projects that remain "open" under this condition. Five (5) projects were extended for a period of 1-year (see Decisions 153 through 157); one (1) project was extended 6-months (see Decision 168). We are therefore continuing the quarterly certification process during the extension period.

Yours very truly,

Bruno Maestri

Enclosure

cc: Elaine K. Kaiser (5 copies)



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 LEASE AGREEMENTS --
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

Decision 89, as Amended by Decision 96
Appendix Q, Environmental Conditions
III. Local or Site-Specific Environmental Conditions
Condition 8(A): Highway/Rail At-Grade Crossings

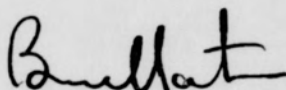
Quarterly Report Number 9 for
Norfolk Southern Corporation and
Norfolk Southern Railway Company

November 22, 2000

CERTIFICATION OF PROJECT COMPLETION

In accordance with Environmental Condition 8(A) set forth in Appendix Q to Decision No. 89 of the Surface Transportation Board in Docket No. 33388, Norfolk Southern Corporation and Norfolk Southern Railway Company ("Norfolk Southern") hereby certify that Norfolk Southern has complied with the requirements of Condition 8(A). None of the remaining "open" projects were completed during this quarter.

Certified by:



Bruno Maestri
Vice President
Public Affairs

Date: November 22, 2000

STB

FD-33388

5-22-00

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19874

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

Bruno Maestri
 Vice President
 Public Affairs

May 22, 2000

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 Office of the Secretary

MAY 23 2000

Part of
 Public Record



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

Re: STB Finance Docket No. 33388 (Service Date - July 23, 1998):
CSX and NS - Control and Acquisition of Conrail

Subject: Certification of Norfolk Southern Compliance with Environmental Condition
8(A)

Dear Secretary Williams:

Enclosed please find twenty-five (25) hard copies and one electronic copy of Quarterly Report Number 7 for the subject environmental condition certifying compliance in accordance with STB Decision No. 89.

Also, enclosed please find twenty-five (25) hard copies and one electronic copy of "Errata to Quarterly Report Number 2 and Quarterly Report Number 5 of Norfolk Southern Corporation and Norfolk Southern Railway Company".

Quarterly Report Number 2 was submitted to the Board on February 19, 1999. In that report, the date indicated as the "in service" date for the Condition 8(A) improvements to the Rockland Road at-grade crossing in Winchester, Virginia is not correct. The correct date is November 9, 1998.

Quarterly Report Number 5 was submitted to the Board on November 22, 1999. Two at-grade crossings were incorrectly included in that report: 1) the Fangboner Road grade crossing in Kingsway, Ohio; and 2) the Rockland Road grade crossing in Winchester, Virginia¹. Neither of

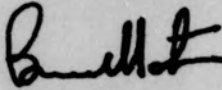
¹ In Appendix Q to the Board's July 23, 1998 order, the Fangboner Road grade crossing (FRA 473726P) is identified as being located in Kingsway, Ohio, whereas in Appendix D to the February 10, 1999 Railroad Corridor Safety Agreement ("Railroad Corridor Safety Agreement") Norfolk Southern entered into with the Ohio Rail Development Commission and the Public Utilities Commission of Ohio, the location of that grade crossing is identified as Fremont, Ohio. In Quarterly Report Number 5, Norfolk Southern also refers to the Fangboner Road grade crossing location as Kingsway, Ohio. Similarly, the Rockland Road grade crossing (FRA 468634S) is identified in Appendix Q as being located in Winchester, Virginia, whereas Norfolk Southern refers to the location of that grade crossing as Cedarville, Virginia. In both cases, the grade crossings are located between two local communities and thus either description of their location may be used.

The Honorable Vernon A. Williams
May 22, 2000
Page 2

those grade crossings should have been included in Quarterly Report Number 5. With respect to the Fangboner Road grade crossing, the Railroad Corridor Safety Agreement incorporates the Fangboner Road grade crossing. The Railroad Corridor Safety Agreement supersedes Norfolk Southern's obligations under Condition 8(A); therefore, formal certification of completion of the improvements to the Fangboner Road grade crossing to the Board is not required and the reference to the Fangboner Road grade crossing should be deleted from Quarterly Report Number 5. Finally, as noted above, certification of the completion of the Condition 8(A) requirement with respect to the Rockland Road grade crossing was reported in Norfolk Southern's Quarterly Report Number 2. Its inclusion again in Quarterly Report Number 5 was an error.

Please accept my apologies for any confusion that may have been caused by these errors in Quarterly Report Number 2 and Quarterly Report Number 5.

Yours very truly,



Bruno Maestri

Enclosure

cc: Elaine K. Kaiser (5 copies)



**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 LEASE AGREEMENTS --
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION**

**Decision 89, as Amended by Decision 96
Appendix Q, Environmental Conditions
III. Local or Site-Specific Environmental Conditions
Condition 8(A): Highway/Rail At-Grade Crossings**

**Quarterly Report Number 7 for
Norfolk Southern Corporation and
Norfolk Southern Railway Company**

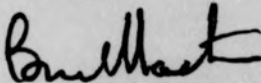
May 22, 2000

CERTIFICATION OF PROJECT COMPLETION

In accordance with Environmental Condition 8(A) set forth in Appendix Q to Decision No. 89 of the Surface Transportation Board in Docket No. 33388, Norfolk Southern Corporation and Norfolk Southern Railway Company ("Norfolk Southern") hereby certify that Norfolk Southern has complied with the requirements of Condition 8(A) with respect to the following locations:

State	Crossing Name, County, and City	FRA ID	Rail Line Segment ID	Current Warning Device	Proposed Post-Acquisition Device	In Service Date
IN	Cedar Street, Cass, Logansport	484216S	N-046	Passive	Flashing Lights	02/24/00
IN	18 th Street, Cass, Logansport	484229T	N-046	Flashing Lights	Gates	02/10/00
MD	Reiff Church Rd., Washington, Mauginsville	534883D	N-091	Passive	Flashing Lights	04/05/00
MD	Shawley Dr., Washington, Mauginsville	534887F	N-091	Passive	Flashing Lights	04/17/00

Certified by:



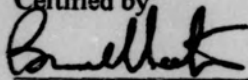
Bruno Maestri
Vice President
Public Affairs

Date: May 22, 2000

Errata to the February 19, 1999 "Quarterly Report Number 2 for Norfolk Southern Corporation and Norfolk Southern Railway Company" and the November 22, 1999 "Quarterly Report Number 5 for Norfolk Southern Corporation and Norfolk Southern Railway Company"

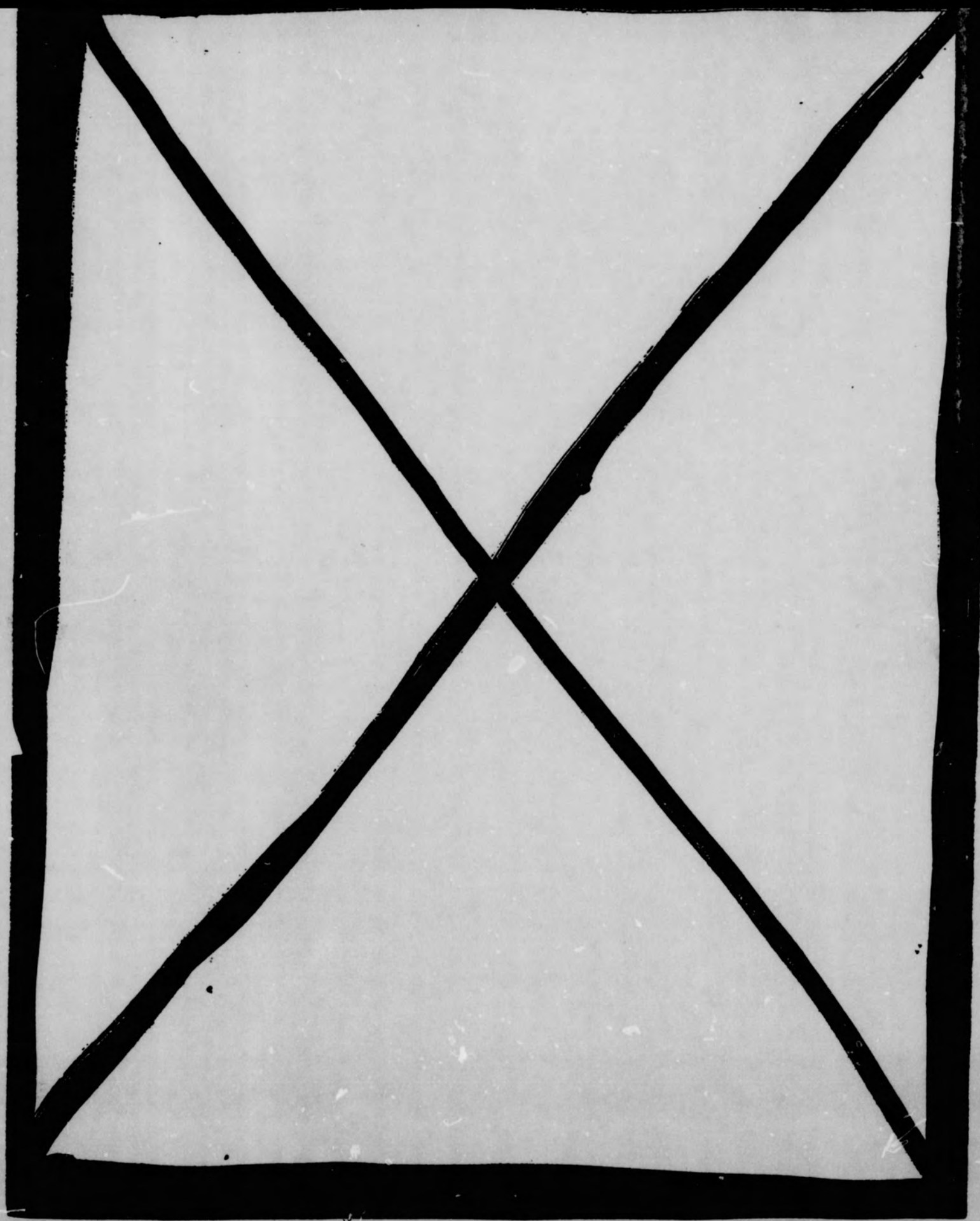
1. In Quarterly Report Number 2 for Norfolk Southern Corporation and Norfolk Southern Railway Company, submitted February 19, 1999, the "in service" date for Rockland Road should be November 9, 1998 rather than November 11, 1998.
2. The entry for the Fangboner Road grade crossing in Kingsway, Ohio should be deleted from Quarterly Report Number 5 for Norfolk Southern Corporation and Norfolk Southern Railway Company, submitted November 22, 1999.
3. The entry for the Rockland Road grade crossing in Cedarville, Ohio should also be deleted from Quarterly Report Number 5 for Norfolk Southern Corporation and Norfolk Southern Railway Company.

Certified by:



Bruno Maestri
Vice President
Public Affairs

Date: May 22, 2000



STB

FD-33388

5-17-00

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ARNOLD & PORTER

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

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

NEW YORK
DENVER
LOS ANGELES
LONDON

MARY GABRIELLE SPRAGUE
(202) 942-5773



May 17, 2000

BY HAND DELIVERY - Original and 25 Copies

The Honorable Vernon A. Williams
Secretary, Surface Transportation Board
Mercury Building, Room 700
1925 K Street, N.W.
Washington, D.C. 20423

ENTERED
Office of the Secretary

MAY 18 2000

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Public Record

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Re: Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated Rail Corporation - Negotiated Agreement with Village of Wellington, Ohio

Dear Secretary Williams:

CSX Corporation and CSX Transportation, Inc. hereby submit a Negotiated Agreement with the Village of Wellington pursuant to Environmental Condition 11 of Decision No. 89 (slip op. at 401-02). This Negotiated Agreement effectuates the Board's preference for privately negotiated solutions stated in Decision No. 89 (slip op. at 153): "[To] give effect to privately negotiated solutions whenever possible, we clarify that negotiated agreements will remain available as an alternative to the local and site-specific mitigation imposed here (for example, specific grade crossing upgrade mitigation, real time monitoring for emergency response delay, or noise mitigation)." Environmental Condition 11 similarly provides that the specific terms of the condition may be superseded by a Negotiated Agreement with the responsible local government that satisfies that community's environmental concerns.

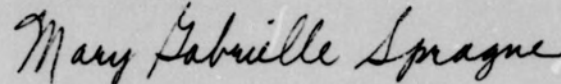
As stated in the enclosed Negotiated Agreement, the parties request that Environmental Condition 11 be amended by deleting the Village of Wellington from the list of communities on the Berea, OH to Greenwich, OH line segment and that Environmental Condition 51 be amended by adding this Negotiated Agreement with the Village of Wellington, dated March 24, 2000, and accepted by the Village of Wellington on April 17, 2000, to the list of Negotiated Agreements entered into by CSX.

ARNOLD & PORTER

Hon. Vernon A. Williams
May 17, 2000
Page 2

Thank you for your assistance in this matter. Please contact me (202-942-5773) if you have any questions about this submission.

Respectfully yours,



Mary Gabrielle Sprague
Counsel for CSX Corporation and
CSX Transportation, Inc.

Enclosure

cc: Elaine K. Kaiser
Mayor Barbara O'Keefe, Village of Wellington



12780 Levan Road
Livonia, MI 48150
(734) 464-4948

Thomas G. Drake
Regional Vice President-State Relations

March 24, 2000

The Honorable Barbara O'Keefe
Mayor, Village of Wellington
115 Willard Memorial Square
Wellington, Ohio 44090

Re: Negotiated Agreement Relating to CSX/NS Acquisition of Conrail

Dear Mayor O'Keefe:

Thank you for the time you dedicated to the opportunities and environmental issues associated with CSX's proposed operations through your community. CSX consulted with the Village of Wellington regarding the environmental effects identified by the Surface Transportation Board of increased train traffic, including wayside noise, through the Village of Wellington. The Village of Wellington and CSX have jointly developed this Negotiated Agreement to satisfy the Village of Wellington's environmental concerns. CSX will pay the Village of Wellington \$380,000.00. The Village of Wellington agrees to utilize the settlement amount in its sole discretion for the benefit of the citizens of the Village of Wellington, for appropriate public purposes, including noise mitigation.

This Negotiated Agreement will be filed with the Surface Transportation Board to document satisfaction of Environmental Condition 11 with respect to the Village of Wellington, and is intended to supersede any other obligations under Environmental Condition 11. The parties jointly request the Board's approval by requesting that this Negotiated Agreement be incorporated into Environmental Condition 51 of Finance Docket No. 33388, Decision 89. This Negotiated Agreement will become effective upon an order of the Board accepting this agreement.

Please countersign this letter to indicate your agreement.

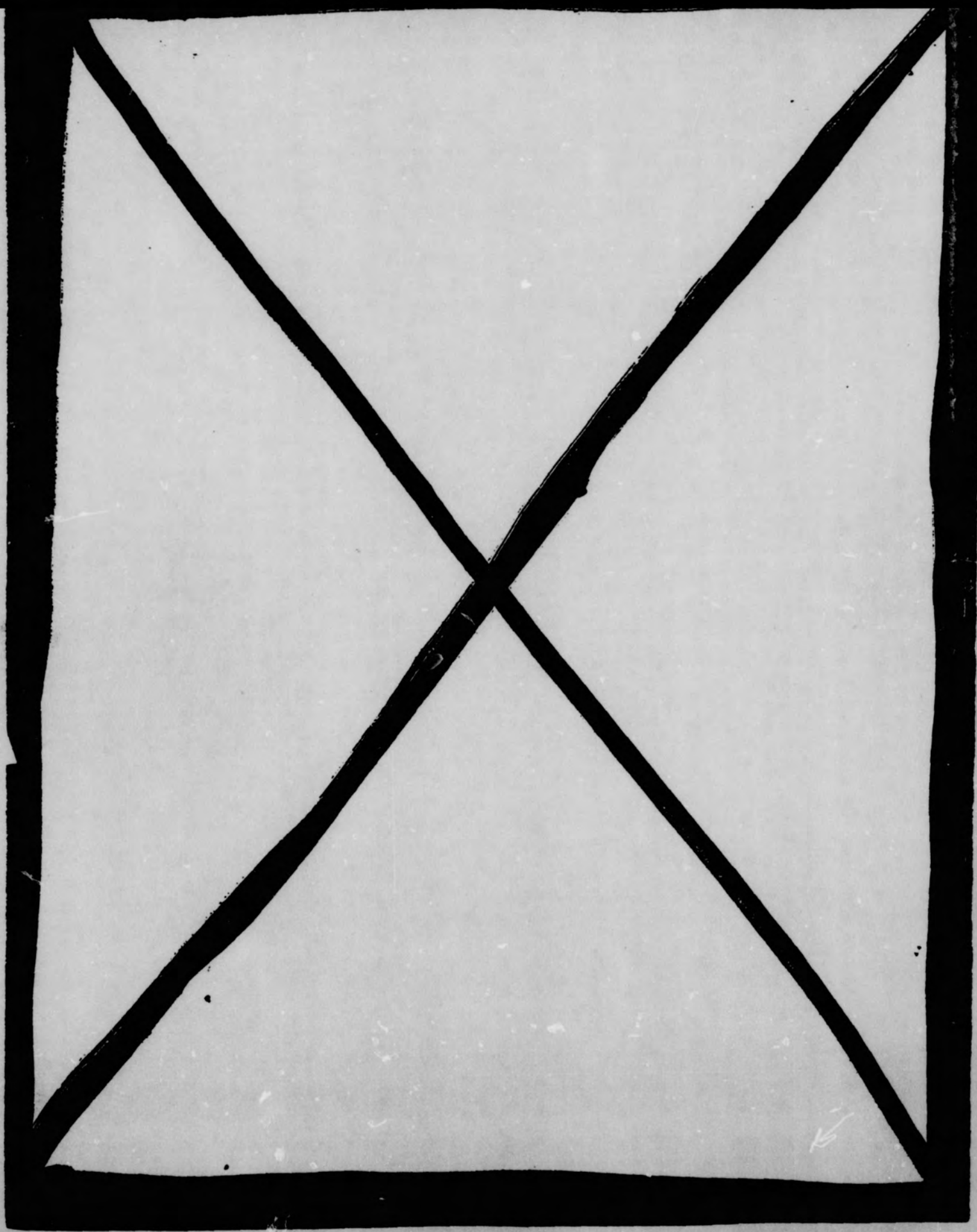
Sincerely,

Thomas G. Drake

Accepted and Agreed to:

Barbara O'Keefe, Mayor
Village of Wellington

Date: 4-17-00



STB

FD-33388

4-28-00

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SIDLEY & AUSTIN

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

CHICAGO
DALLAS
LOS ANGELES
NEW YORK

1722 EYE STREET, N.W.
WASHINGTON, D.C. 20006
TELEPHONE 202 736 8000
FACSIMILE 202 736 8711

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LONDON
SHANGHAI
SINGAPORE
TOKYO

FOUNDED 1866

WRITER'S DIRECT NUMBER
(202) 736-8071

April 28, 2000



BY HAND DELIVERY – Original and 25 Copies

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

ENTERED
Office of the Secretary

APR 28 2000

Part of
Public Record

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

Subject: Negotiated Agreement with Indiana Dept. of Transportation and Tippecanoe County Board of Commissioners

Dear Secretary Williams:

Norfolk Southern Corporation and Norfolk Southern Railway Company hereby submit a Negotiated Agreement, dated September 8, 1999, with the Tippecanoe County Board of Commissioners and the Indiana Department of Transportation pursuant to Condition 8(A) of Appendix Q of the Board's Decision No. 89 in the above-referenced docket.

Condition 8(A) requires, *inter alia*, that Norfolk Southern install flashing lights at the at-grade crossing located at CR 400 S in West Point, Indiana in Tippecanoe County. Alternatively, Condition 8(A) provides that Norfolk Southern may satisfy this requirement by entering into a negotiated agreement with the affected local jurisdiction and the state department of transportation to provide for "alternative safety improvements in the vicinity of the [identified highway/rail at-grade crossing] that achieve at least an equivalent level of safety enhancement."

In accordance with Condition 8(A), the Negotiated Agreement provides for the closure of the NS at-grade crossing at CR 400 South, superseding the requirement that flashing lights be installed at this crossing. The Negotiated Agreement effectuates the STB's preference

April 28, 2000

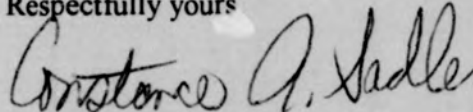
Page 2

for privately negotiated solutions stated in Decision No. 89 (slip op. at 153): "[To] give effect to privately negotiated solutions whenever possible, we clarify that negotiated agreements will remain available as an alternative to the local and site-specific mitigation imposed here (for example, specific grade crossing upgrade mitigation, real time monitoring for emergency response delay, or noise mitigation)."

Norfolk Southern requests that Condition 8(A) of Appendix Q of Decision No. 89 be amended by deleting the requirement that Norfolk Southern install flashing lights at CR 400 S in West Point, Indiana, Tippecanoe County and that Condition 51 of Appendix Q be amended by adding the enclosed Negotiated Agreement signed by Norfolk Southern Corporation, the Indiana Department of Transportation and the Tippecanoe County Board of Commissioners to the list of Negotiated Agreements entered into by Norfolk Southern.

Thank you for your assistance in this matter. Please contact me at (202) 736-8071 if you have any questions about this submission.

Respectfully yours



Constance A. Sadler

Counsel for Norfolk Southern Corporation and
Norfolk Southern Railway Company

Enclosure

cc: Elaine K. Kaiser
Steve Hull, Engineering Services Manager, Indiana Dept. of Transportation
John Knochel, President, Tippecanoe Cty. Bd. of Commissioners

August 12, 1999

The Tippecanoe County Board of Commissioners
C/O Steve Murray, Executive Director
County Highway Department
20 N. 3rd Street
Lafayette, IN 47901

Dear Commissioners:

The Indiana Department of Transportation and Norfolk Southern have been discussing a highway-rail corridor project with the county highway department. We all share the same concern for crossing safety and believe that the following proposal will be of benefit at several of the county's railroad crossings.

As you are aware, Indiana consistently ranks in the top five states for the number of car-train collisions. In part, this is due to the number of public railroad crossings in Indiana. In many areas crossings with little traffic are very close together. At one time, all of these crossings may have been necessary but as traffic patterns changed and as automobiles allowed for faster travel, many crossings became redundant. In some cases, it is possible to construct connecting roads to carry traffic to nearby crossings, making it even more feasible to close redundant crossings.

By closing some crossings and upgrading warning devices at others, motorists who previously used crossings only equipped with signs can cross the tracks with the benefit of additional train-activated warning devices. Each year, INDOT selects a certain number of crossings it believes merit the installation of gates and warning lights. INDOT does this by comparing the benefits and cost of various projects and selecting the ones that most reduce the potential for accidents given the limited amount of funding available. By closing some crossings and signaling others, a county can increase the benefit side of INDOT's equation and better justify a signal project at a remaining crossing.

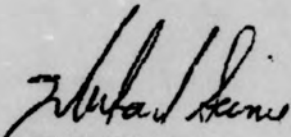
Together with Steve Murray, we have developed a proposal to close the crossings at County Roads 575 West and 400 South. The county would construct a connecting road, north of the tracks between CR 400 South and CR 500 West. This would allow traffic on 400 South to detour with minimal inconvenience and prevent the creation of a dead-end road. If both crossings can be closed, INDOT would fully fund the installation of gates and lights at the CR 500 West crossing. This would not only provide additional warning to motorists detouring from CR 400 South but would also benefit all motorists using CR 500 West.

The Tippecanoe County Board of Commissioners
August 12, 1999
Page 2

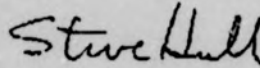
In recognition of the county's consent to close the two crossings, Norfolk Southern would provide a grant to the county in the amount of \$55,000 which could be used to fund a significant part of the connecting road construction. Norfolk Southern's Real Estate Department will also work with the county towards granting an easement for the connecting road so that property acquisition costs can be kept to a minimum. Of course any easement on railroad property would have to allow for a safe separation between the road and our tracks and would have to be reviewed by senior management.

It is our hope that you find the benefits of this proposal more than justify any minor inconvenience to the motoring public and that the Board could approve this project. Please indicate if the Board finds the proposal outlined in this letter to be acceptable by signing in the space provided below and returning a copy to us. In the meantime, do not hesitate to contact either of us with any questions or concerns.

Sincerely,



Michael Scime
Norfolk Southern Corporation
Manager of Public Affairs



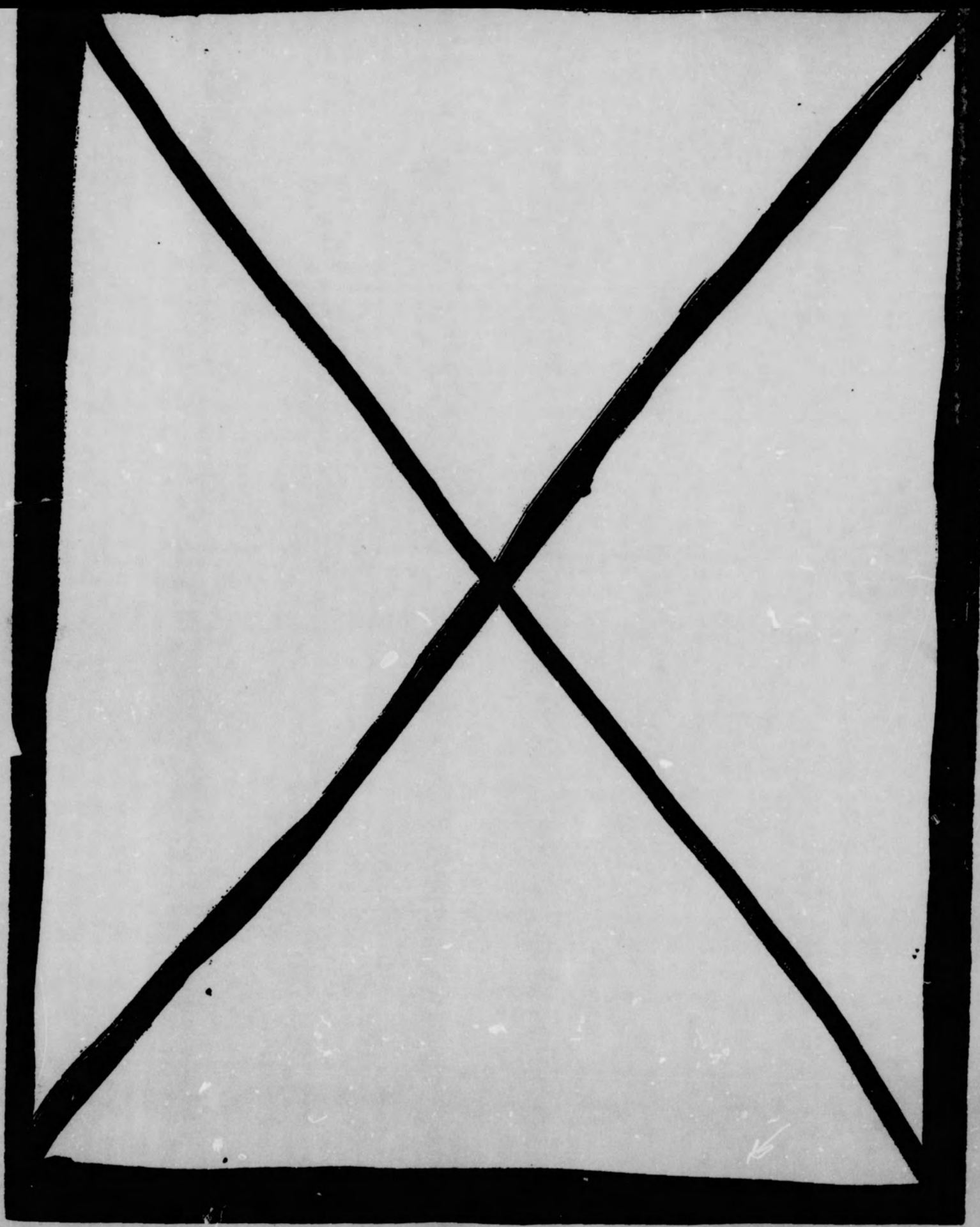
Steve Hull
Indiana Dept. of Transportation
Engineering Services Manager

Approved and Accepted by the Tippecanoe County Board of Commissioners:



President, Board of Commissioners

9-8-99
Date



STB

FD-33388

4-6-00

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FEDS



Office of the Chairman

FD 33388
Surface Transportation Board
Washington, D.C. 20423-0001

ENVIRONMENTAL DOCUMENT

April 6, 2000

The Honorable Jolene M. Molitoris
Administrator
Federal Railroad Administration
1120 Vermont Avenue, NW
Washington, DC 20590

Dear Administrator Molitoris:

The purpose of this letter is to request the submission of your Second Briefing Report on safety integration related to the acquisition of Conrail by CSX Transportation, Inc. (CSXT) and Norfolk Southern Corporation (NS). This second Briefing Report was due November 15, 1999, for the six-month period ending October 15, 1999.

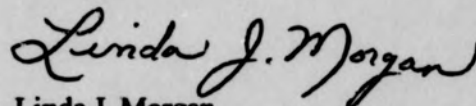
As you know, in the Conrail Acquisition proceeding, the Board agreed that it would require CSXT and NS to file detailed Safety Integration Plans (SIPs), developed within guidelines established by FRA, explaining how the proposed operational aspects of the acquisition would be implemented safely. Subsequently, the Board and FRA entered into a Memorandum of Understanding (MOU), with the concurrence of the Department of Transportation, regarding the monitoring of the ongoing safety integration process. Under the terms of the MOU, the railroads are to coordinate with FRA regarding what should be addressed in the SIPs process to ensure that the Conrail Acquisition is safely implemented, and FRA is to provide the Board with periodic reports advising it of the railroads' progress, at least on a biannual basis.

In May 1999, we received a Briefing Report covering the pre-split period between July 23, 1998, and April 15, 1999. Under the terms of the MOU, the next periodic report was due in six months, or by November 15, 1999. In your letter of February 18, 2000, you advised us that the Second Briefing Report would arrive at the Board during the first quarter of 2000. You also suggested that the FRA Office of Safety was interfacing closely with the Board's Office of Compliance and Enforcement on safety assessments as they are updated. We are eager to receive your second Briefing Report, as your First Briefing Report preceded the actual split date (June 1, 1999). We also look forward to the interface between the responsible offices that you have suggested.

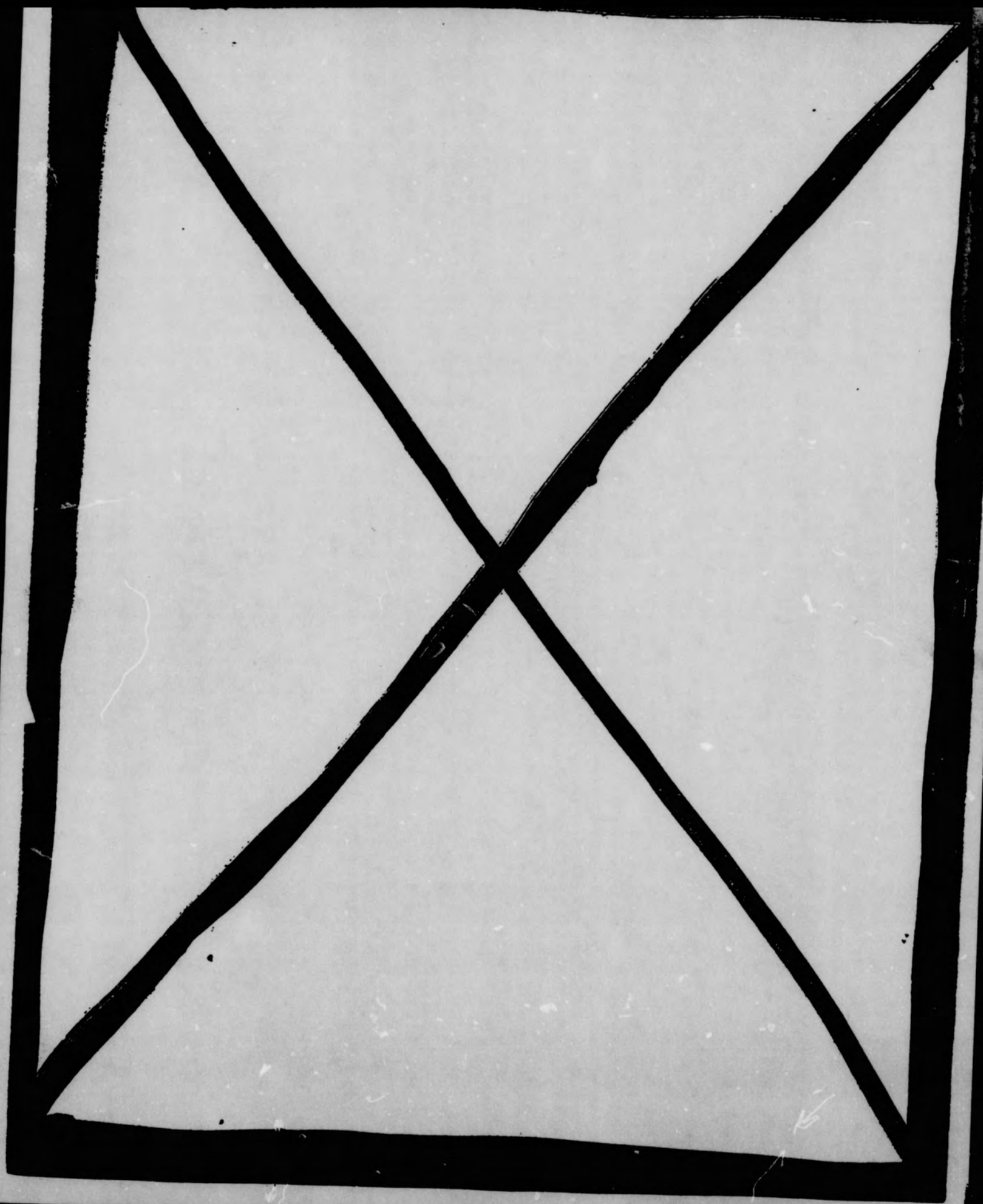
Additionally, under the terms of the MOU, FRA is required to "report significant safety integration issues to the Board if and when they occur," and FRA may request the Board to exercise its oversight authority and to take action to correct identified deficiencies and to address safety problems arising out of the approved transaction. We are aware from recent press accounts that FRA has found track defects on the lines of CSXT. It appears that this current FRA investigation may be related to the SIPs process. In this regard, it would seem appropriate that you inform us of your concerns and recommendations in this matter promptly, and I look forward to the interface, which you have suggested should be occurring, as it relates to your recent findings.

The monitoring of the railroads' safety integration progress pursuant to the MOU is very important, and I hope that our agencies can continue to work cooperatively in this effort. I look forward to your prompt response in this matter.

Sincerely,


Linda J. Morgan

cc: The Honorable Rodney E. Slater
Secretary - U.S. Department of Transportation



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CONRAIL®

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MAY 25 1999

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May 24, 1999

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

RE: STB Finance Document No. 33388 (Service Date - July 23, 1998): CSX and NS - Control and Acquisition of Conrail

Subject: Certification of Conrail Shared Assets Compliance with Environmental Condition 5(A)

Dear Secretary Williams:

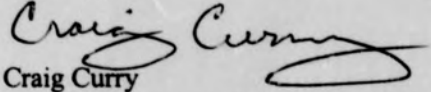
Enclosed please find twenty-five (25) hard copies and one electronic copy for the subject environmental condition certifying compliance in accordance with STB Decision No. 89.

If you have any questions regarding this submission, until June 1, 1999 I can be reached at the address noted on this stationary, and phone number 215-209-1686. After June 1, 1999, the address and phone number will be:

Conrail, Suite 400
1000 Howard Boulevard
Mount Laurel, NJ 08054

Phone number 609-231-2008

Sincerely,


Craig Curry
Chief Environmental and Safety Officer

cc: Ms. Elaine Kaiser (5 copies)
Mr. Bob Allen - CSX
Mr. Bruno Maestri - NS

Mr. Timothy T. O'Toole
Ms. Cheryl Cook

ENTERED
Office of the Secretary

MAY 25 1999

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**SURFACE TRANSPORTATION BOARD
STB FINANCE DOCUMENT NO. 33388**

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

**Decision 89, as Amended by Decision 96
Appendix Q, Environmental Conditions
I. General Environmental Conditions
Condition 5(A): Safety: Hazardous Materials Transport**

**Certification for
Conrail Inc. and Consolidated Rail Corporation**

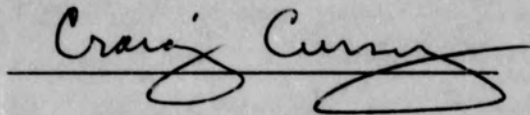
May 24, 1999

CERTIFICATION OF PROJECT COMPLETION

In accordance with Environmental Condition 5(A) set forth in Appendix Q to decision No. 89 of the Surface Transportation Board in Docket No. 33388, Conrail and Consolidated Rail Corporation (Conrail) hereby certify that Conrail has complied with the requirements of Condition 5(A).

A dedicated toll free telephone number was provided to local emergency planning commissions along the rail segments identified in Condition No. 4(C). The telephone number provides access to personnel at Conrail's dispatch center 24 hours per day, 7 days per week.

Certified by:

A handwritten signature in cursive script, reading "Craig Curry", written over a horizontal line.

Craig Curry
Conrail - Chief Environmental and Safety Officer

Date: May 24, 1999

STB FD

33398

5-25-99

K

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CONRAIL

194602

May 24, 1999

ENTERED
Office of the Secretary
MAY 25 1999

Part of
Public Record



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

RE: STB Finance Document No. 33388 (Service Date - July 23, 1998): CSX and NS - Control and Acquisition of Conrail

Subject: Certification of Conrail Shared Assets Compliance with Environmental Condition 4(C)

Dear Secretary Williams:

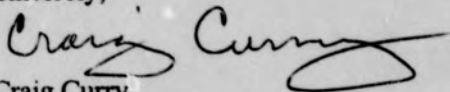
Enclosed please find twenty-five (25) hard copies and one electronic copy for the subject environmental condition certifying compliance in accordance with STB Decision No. 89.

If you have any questions regarding this submission, until June 1, 1999 I can be reached at the address noted on this stationary, and phone number 215-209-1686. After June 1, 1999, the address and phone number will be:

Conrail, Suite 400
1000 Howard Boulevard
Mount Laurel, NJ 08054

Phone number 609-231-2008

Sincerely,


Craig Curry
Chief Environmental and Safety Officer

cc: Ms. Elaine Kaiser (5 copies)
Mr. Bob Allen - CSX
Mr. Bruno Maestri - NS

Mr. Timothy T. O'Toole
Ms. Cheryl Cook

194602

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Office of the Secretary

MAY 25 1999

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**SURFACE TRANSPORTATION BOARD
STB FINANCE DOCUMENT NO. 33388**

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

**Decision 89, as Amended by Decision 96
Appendix Q, Environmental Conditions
I. General Environmental Conditions
Condition 4(C): Safety: Hazardous Materials Transport**

**Certification for
Conrail Inc. and Consolidated Rail Corporation**

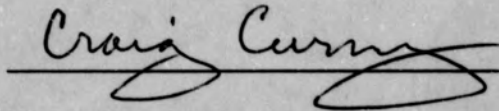
May 24, 1999

CERTIFICATION OF PROJECT COMPLETION

In accordance with Environmental Condition 4(C) set forth in Appendix Q to decision No. 89 of the Surface Transportation Board in Docket No. 33388, Conrail and Consolidated Rail Corporation (Conrail) hereby certify that Conrail has compiled with the requirements of Condition 4(C) with respect to rail segment PN, NJ to Bayway, NJ. (S-032)

On April 29, 1999, Conrail distributed current Hazardous Materials Emergency Response Plans to Essex and Union County Emergency Planning Commissions in New Jersey.

Certified by:

A handwritten signature in cursive script, reading "Craig Curry", is written over a horizontal line.

Craig Curry
Conrail - Chief Environmental and Safety Officer

Date: May 24, 1999

STB FD

33398

5-25-99

K

194601

CONRAIL

194601

May 24, 1999

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

ENTERED
Office of the Secretary
MAY 25 1999

Part of
Public Record



RE: STB Finance Document No. 33388 (Service Date - July 23, 1998): CSX and NS - Control and Acquisition of Conrail

Subject: Certification of Conrail Shared Assets Compliance with Environmental Condition 4(B)

Dear Secretary Williams:

Enclosed please find twenty-five (25) hard copies and one electronic copy for the subject environmental condition certifying compliance in accordance with STB Decision No. 89.

If you have any questions regarding this submission, until June 1, 1999 I can be reached at the address noted on this stationary, and phone number 215-209-1686. After June 1, 1999, the address and phone number will be:

Conrail, Suite 400
1000 Howard Boulevard
Mount Laurel, NJ 08054

Phone number 609-231-2008

Sincerely,

Craig Curry
Chief Environmental and Safety Officer

cc: Ms. Elaine Kaiser (5 copies)
Mr. Bob Allen - CSX
Mr. Bruno Maestri - NS

Mr. Timothy T. O'Toole
Ms. Cheryl Cook

194601

ENTERED
Office of the Secretary

MAY 25 1999

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Public Record



SURFACE TRANSPORTATION BOARD
STB FINANCE DOCUMENT NO. 33388

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

Decision 89, as Amended by Decision 96
Appendix Q, Environmental Conditions
I. General Environmental Conditions
Condition 4(B): Safety: Hazardous Materials Transport

Certification for
Conrail Inc. and Consolidated Rail Corporation

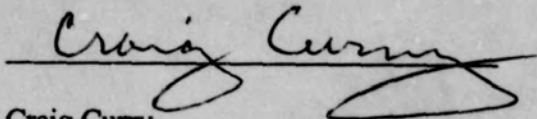
May 24, 1999

CERTIFICATION OF PROJECT COMPLETION

In accordance with Environmental Condition 4(B) set forth in Appendix Q to decision No. 89 of the Surface Transportation Board in Docket No. 33388, Conrail and Consolidated Rail Corporation (Conrail) hereby certify that Conrail has complied with the requirements of Condition 4(B) with respect to rail segments Park Jct., PA to Philadelphia Frankford Jct., PA (S-232), and Philadelphia Frankford Jct., to Camden, NJ (S-233).

On April 29, 1999, Conrail distributed current Hazardous Materials Emergency Response Plans to Philadelphia, PA and Camden County, NJ, Emergency Planning Commissions.

Certified by:

A handwritten signature in cursive script, reading "Craig Curry", written over a horizontal line.

Craig Curry
Conrail - Chief Environmental and Safety Officer

Date: May 24, 1999

STB FD

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5-25-99

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CONRAIL

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May 24, 1999

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

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RE: STB Finance Document No. 33388 (Service Date - July 23, 1998): CSX and NS - Control and Acquisition of Conrail

Subject: Certification of Conrail Shared Assets Compliance with Environmental Condition 4(A)

Dear Secretary Williams:

Enclosed please find twenty-five (25) hard copies and one electronic copy for the subject environmental condition certifying compliance in accordance with STB Decision No. 89.

If you have any questions regarding this submission, until June 1, 1999 I can be reached at the address noted on this stationary, and phone number 215-209-1686. After June 1, 1999, the address and phone number will be:

Conrail, Suite 400
1000 Howard Boulevard
Mount Laurel, NJ 08054

Phone number 609-231-2008

Sincerely,

Craig Curry
Chief Environmental and Safety Officer

cc: Ms. Elaine Kaiser (5 copies)
Mr. Bob Allen - CSX
Mr. Bruno Maestri - NS

Mr. Timothy T. O'Toole
Ms. Cheryl Cook

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SURFACE TRANSPORTATION BOARD
STB FINANCE DOCUMENT NO. 33388

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

Decision 89, as Amended by Decision 96
Appendix Q, Environmental Conditions
I. General Environmental Conditions
Condition 4(A): Safety: Hazardous Materials Transport

Certification for
Conrail Inc. and Consolidated Rail Corporation

May 24, 1999

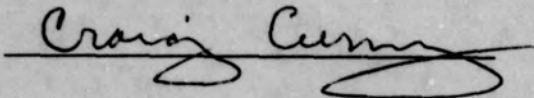
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CERTIFICATION OF PROJECT COMPLETION

In accordance with Environmental Condition 4(A) set forth in Appendix Q to decision No. 89 of the Surface Transportation Board in Docket No. 33388, Conrail and Consolidated Rail Corporation (Conrail) hereby certify that Conrail has complied with the requirements of Condition 4(A) with respect to rail segments Park Jct., PA to Philadelphia Frankford Jct., PA (S-232), and Philadelphia Frankford Jct., to Camden, NJ (S-233).

Conrail has complied with and will continue to comply with Association of American Railroads (AAR) key route guidelines on the above referenced rail segments. ("Recommended Railroad Operating Practices for Transportation of Hazardous Materials" AAR Circular No. OT-55-B)

Certified by:



Craig Curry
Conrail - Chief Environmental and Safety Officer

Date: May 24, 1999

STB FD

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May 24, 1999

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

RE: STB Finance Document No. 33388 (Service Date - July 23, 1998): CSX and NS - Control and Acquisition of Conrail

Subject: Certification of Conrail Shared Assets Compliance with Environmental Condition 1(A)

Dear Secretary Williams:

Enclosed please find twenty-five (25) hard copies and one electronic copy for the subject environmental condition certifying compliance in accordance with STB Decision No. 89.

If you have any questions regarding this submission, until June 1, 1999 I can be reached at the address noted on this stationary, and phone number 215-209-1686. After June 1, 1999, the address and phone number will be:

Conrail, Suite 400
1000 Howard Boulevard
Mount Laurel, NJ 08054

Phone number 609-231-2008

Sincerely,

Craig Curry
Chief Environmental and Safety Officer

cc: Ms. Elaine Kaiser (5 copies)
Mr. Bob Allen - CSX
Mr. Bruno Maestri - NS

Mr. Timothy T. O'Toole
Ms. Cheryl Cook

194 599

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**SURFACE TRANSPORTATION BOARD
STB FINANCE DOCUMENT NO. 33388**

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

**Decision 89, as Amended by Decision 96
Appendix Q, Environmental Conditions
I. General Environmental Conditions
Condition 1(A): Safety: Highway/Rail At Grade Crossings**

**Certification for
Conrail Inc. and Consolidated Rail Corporation**

May 24, 1999

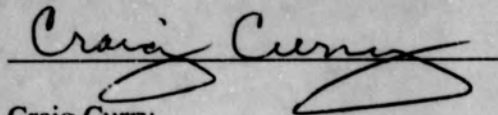
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CERTIFICATION OF PROJECT COMPLETION

In accordance with Environmental Condition 1(A) set forth in Appendix Q to decision No. 89 of the Surface Transportation Board in Docket No. 33388, Conrail and Consolidated Rail Corporation (Conrail) hereby certify that Conrail has compiled with the requirements of Condition 1(A) with respect to rail segment S-020.

The installation of permanent signs at public highway/rail at-grade crossings displaying a toll free telephone number and unique highway/rail at-grade crossing identification number to report accidents and crossing malfunctions was completed on April 27, 1999. The toll free number is 1 (800) 799-0994.

Certified by:

A handwritten signature in cursive script, reading "Craig Curry", is written over a horizontal line.

Craig Curry
Conrail - Chief Environmental and Safety Officer

Date: May 24, 1999

STB FD

33388

5-25-99

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May 24, 1999

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

RE: STB Finance Document No. 33388 (Service Date - July 23, 1998): CSX and NS - Control and Acquisition of Conrail

Subject: Certification of Conrail Shared Assets Compliance with Environmental Condition 1(B)

Dear Secretary Williams:

Enclosed please find twenty-five (25) hard copies and one electronic copy for the subject environmental condition certifying compliance in accordance with STB Decision No. 89.

If you have any questions regarding this submission, until June 1, 1999 I can be reached at the address noted on this stationary, and phone number 215-209-1686. After June 1, 1999, the address and phone number will be:

Conrail, Suite 400
1000 Howard Boulevard
Mount Laurel, NJ 08054

Phone number 609-231-2008

Sincerely,

Craig Curry
Chief Environmental and Safety Officer

cc: Ms. Elaine Kaiser (5 copies)
Mr. Bob Allen - CSX
Mr. Bruno Maestri - NS

Mr. Timothy T. O'Toole
Ms. Cheryl Cook



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Office of the Secretary
MAY 25 1999
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**SURFACE TRANSPORTATION BOARD
STB FINANCE DOCUMENT NO. 33388**

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

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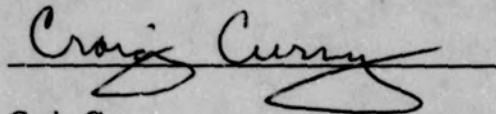
May 24, 1999

CERTIFICATION OF PROJECT COMPLETION

In accordance with Environmental Condition 1(B) set forth in Appendix Q to decision No. 89 of the Surface Transportation Board in Docket No. 33388, Conrail and Consolidated Rail Corporation (Conrail) hereby certify that Conrail has complied with the requirements of Condition 1(B) with respect to rail segment S-020.

The installation of temporary notification signs at public highway/rail at-grade crossings to advise motorists of the impending increase in train traffic was completed on March 8, 1999.

Certified by:

A handwritten signature in cursive script, reading "Craig Curry", is written over a solid horizontal line.

Craig Curry
Conrail - Chief Environmental and Safety Officer

Date: May 24, 1999

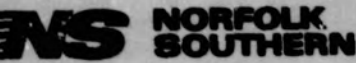
STB FD 33398

5-24-99

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Norfolk Southern Corporation
1500 K Street, N.W., Suite 375
Washington, D.C. 20005
202 383-4166
202 383-4425 (Direct)
202 383-4018 (Fax)

Bruno Maestri
Assistant Vice President
Public Affairs



Washington, DC - May 24, 1999

By Hand Delivery - Original and 25 Copies

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20243-0001



Re: Finance Docket No. 33388; CSX and NS - Control and Acquisition of Conrail

Subj: Appendix Q, Environmental Conditions Status Report

Dear Secretary Williams:

Enclosed are twenty-five (25) hard copies and one electronic copy of a status report as of May 17, 1999, on Norfolk Southern's progress in satisfying the Environmental Conditions contained in Appendix Q of Decision No. 89, issued on July 23, 1998. As you will see, all of the Environmental Conditions required by the June 1, 1999 Closing Date applicable to NS have been completed.

If you need additional information or have any questions concerning the report, please advise.

Sincerely,

Bruno Maestri

ENTERED
Office of the Secretary

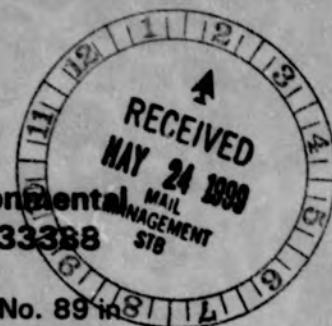
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Enclosures

cc: Elaine K. Kaiser

**Norfolk Southern's Status Report on Compliance with Environmental
Conditions of Decision No. 89 in STB Finance Docket No. 33388**



On July 23, 1998, the STB issued its written decision (STB Decision No. 89 in Finance Docket No. 33388) approving the acquisition and control of Conrail, Inc. and Consolidated Rail Corporation (Conrail) by CSX Corporation and CSX Transportation, Inc. (CSX) and Norfolk Southern Corporation and Norfolk Southern Railway company (NS), subject to certain conditions. Appendix Q of the Decision contains the Environmental Conditions.

Applicants have been requested to provide the STB with a status report on their respective progress in satisfying the Environmental Conditions imposed by the STB. The Environmental Conditions applicable to NS can be categorized as follows:

1. Environmental Conditions to be completed by NS prior to the June 1, 1999 Closing Date;
2. Additional Environmental Conditions completed by NS in advance of the Closing Date;
3. Environmental Conditions requiring ongoing compliance by NS; and
4. Environmental Conditions for which compliance activities are not yet completed.

The following pages describe the status of NS's compliance with each of the above categories, first with a general narrative for each category, and then with four subsequent tables providing detailed information concerning NS compliance with each of the categories individually.

Overall, as of May 17, 1999, approximately 70% of the total Environmental Conditions applicable to NS have been completed or represent situations of ongoing compliance; and 100% of the Environmental Conditions required by the June 1, 1999 Closing Date applicable to NS have been completed.

1) Environmental Conditions to be completed by NS prior to the June 1, 1999 Closing Date

Several of the Environmental Conditions require actions to be completed by NS before the June 1, 1999 Closing Date. As indicated in the Table 1, NS has satisfied all of the Environmental Conditions, as modified, required to be completed by the June 1, 1999 Closing Date.

2) Additional Environmental Conditions completed by NS

Some of the Environmental Conditions that are applicable to NS contain deadlines that will occur after the June 1, 1999 Closing Date and others have no specified deadlines. Table 2 summarizes those Environmental Conditions that have been completed by NS from the group of post-Closing Date or undated Environmental Conditions.

3) Environmental Conditions requiring ongoing compliance by NS during STB oversight period

Several of the Environmental Conditions applicable to NS specify compliance with existing regulations or industry guidelines, or require continuous or periodic action by NS. In addition, some Environmental Conditions require the use of "best management practices" for certain activities. Because it is NS's internal policy to comply with applicable regulations and pertinent industry guidelines, there are no specific additional actions required to be undertaken by NS to satisfy many of these conditions. These types of requirements are summarized in Table 3. As shown in the comments, NS is in compliance with those Environmental Conditions that are currently applicable and will conduct the specified actions at such future dates as are required in the Environmental Conditions. As these conditions require ongoing action by NS, no completion date is listed.

4) Environmental Conditions for which compliance activities not yet completed

Table 4 delineates the status of Environmental Conditions for which compliance activity by NS is currently underway, but not yet completed. Examples of these types of Environmental Conditions include projects that are still in the construction stage or requirements that NS participate in periodic meetings with local government authorities for a specified period.

Table 1. Environmental Conditions to be Completed by NS Prior to the June 1, 1999 Closing Date			
Environ. Cond. No.	Description of Environmental Conditions	Date Completed	Certification/Submittals by NS to STB (where applicable)
<i>General, Safety: Highway/Rail At-grade Crossings</i>			
1(B)	Post increased train traffic signs	4/23/99	Certification filed 4/30/99.
<i>Regional, Safety: Hazardous Materials Transport</i>			
4(A)	Comply with AAR "key routes" guidelines and revisions	4/30/99	Certification filed 5/13/99; also requires ongoing compliance - see Table 3.
4(B)	Distribute Hazmat Emergency Response Plans	2/22/99	Certification filed 2/22/99; also requires ongoing compliance - see Table 3.
4(C)	Develop and provide local Hazmat Emergency Response Plans	2/22/99	Certification filed 2/22/99.
5(A)	Provide toll-free numbers to emergency response organizations	2/22/99	Certification filed 2/22/99.
<i>Local, Transportation: Highway/rail At-grade Crossing Delay</i>			
8(B)	Complete negotiations with Ohio regarding highway/rail at-grade crossing improvements	2/10/99	Agreement filed 2/17/99.
<i>Local, Cultural Resources</i>			
15	Complete 106 Process of NHPA for Shellpot Bridge in Wilmington, DE	2/18/99	No certification or filing with STB required.
<i>Local (specific locations are included in "Description of Requirement")</i>			
20(A)	Modify local component of HazMat Emergency Response Plan for environmental justice (EJ) populations - Attica, IN	2/19/99	Certification filed 2/22/99.
20(B)	Provide Operation Respond software and training - Attica, IN	2/15/99	Certification filed 2/22/99.
22(A)	Modify local component of HazMat Emergency Response Plan for EJ populations - Lafayette, IN	2/19/99	Certification filed 2/22/99.
22(B)	Provide Operation Respond software and training - Lafayette, IN	2/15/99	Certification filed 2/22/99.
27(A)	Modify local component of HazMat Emergency Response Plan for EJ populations - Cleveland Heights, OH	3/12/99	Certification filed 3/16/99.
27(B)	Provide Operation Respond software and training - Cleveland Heights, OH	2/15/99	Certification filed 2/22/99.
30(A)	Modify local component of HazMat Emergency Response Plan for EJ populations - Euclid, OH	4/20/99	Certification filed 4/21/99.
30(B)	Provide Operation Respond software and training - Euclid, OH	2/15/99	Certification filed 2/22/99.
35	Consult with city to resolve local concerns and report to STB in writing - North Ridgeville, OH	2/22/99	Report submitted 2/22/99.
37	Upgrade warning devices at Thomas Rd. - Oxford Township, OH	12/18/98	Certification filed 2/22/99.

Note: Information contained in the above table reflects the status of Environmental Conditions pertinent to NS as of May 17, 1999.

Table 2. Additional Environmental Completed by NS in Advance of the June 1, 1999 Closing Date			
Environ. Cond. No.	Description of Environmental Condition	Date Completed	Comments
<i>Local, Transportation: Highway/rail At-grade Crossing Delay</i>			
10	Implement operational improvements for specified portions of two rail segments.	10/31/98	No specified deadline and no required certification or filing.
<i>Local, Natural Resources</i>			
16	Coordinate with USFWS and OH DNR regarding presence of Indiana bat before construction of Vermilion connection.	3/30/99	Construction east of Coen Rd. completed 3/30/99. Construction west of Coen Rd. postponed. No disturbance of Indiana bat habitat west of Coen Rd. has occurred.
<i>Local (specific locations are included in "Description of Environmental Condition")</i>			
18	Limit construction of Tolono Connection to avoid adverse impacts on Daggy Street - Tolono, IL	3/12/99	Construction completed 3/12/99. Daggy Street was not adversely impacted; no specified deadline and no required certification or filing.
19	Install flashing lights and gates at specified crossings - Alexandria, IN	11/18/98	No specified deadline and no required certification or filing.
20(C)	Fund training at Nat'l training center - Attica, IN	2/20/99	No specified deadline and no required certification or filing.
22(C)	Fund training at Nat'l Training Center - Lafayette IN	2/20/99	No specified deadline and no required certification or filing.
24	Implement Trespasser Abatement Program; make Operation Lifesaver presentations available	9/14/98	No specified deadline and no required certification or filing.
26(B)	Assign personnel to mobilize add'l emergency response personnel - Greater Cleveland, OH	10/15/98	No specified deadline and no required certification or filing.
27(C)	Fund training at national training center - Cleveland Heights, OH	2/20/99	No specified deadline and no required certification or filing.
30(C)	Fund training at national training center - Euclid, OH	2/20/99	No specified deadline and no required certification or filing.
31(B)	Install constant warning time circuits at all highway/rail at-grade crossings - Fostoria	3/30/99	No specified deadline and no required certification or filing.
36(A)	Construct new highway/rail at-grade crossing at Toussaint-Portage Road - Oak Harbor, OH	12/8/98	No specified deadline and no required certification or filing.
43(A)	Modify local component of HazMat Emergency Response Plan for EJ populations - Seneca Nation, NY	2/20/99	No specified deadline and no required certification or filing.
43(B)	Provide Operation Respond software and training - Seneca Nation, NY	2/15/99	No specified deadline and no required certification or filing.
48	Do not alter historic integrity of sites in Bucyrus, OH until Section 106 is completed	11/30/98	No specified deadline and no required certification or filing.

Note: Information contained in the above table reflects the status of Environmental Conditions pertinent to NS as of May 17, 1999.

Table 3. Environmental Conditions Requiring Ongoing Compliance by NS During the STB Oversight Period		
Environ. Cond. No.	Description of Environmental Condition	Comments
<i>General, Safety: Highway/Rail At-grade Crossings</i>		
1(C)	Promptly conduct maintenance around crossings required to comply with applicable regulations.	Current NS policy in place.
2	Comply with AAR "key train" guidelines.	NS currently meets AAR key train standards and will continue to meet such standards after the Closing Date.
<i>Regional, Hazardous Materials Transport</i>		
4(A)	Comply with AAR "key routes" guidelines and revisions	NS submitted certification, and will continue to meet such guidance; see also Table 1.
4(B)	Distribute Hazmat Emergency Response plans	NS submitted certification, and will distribute plans every three years, as required; see also Table 1.
5(B)	Notify USFWS and State DNR's if hazmat release has potential to affect wetlands or habitats	Current NS policy in place and in compliance.
<i>Regional, Safety: Freight Rail Operations</i>		
7	Comply with FRA rule for gross ton-mile inspections	Current NS policy in place and in compliance.
<i>Local (specific locations are included in "Description of Environmental Condition")</i>		
33	Inform and assist City if new regulations are promulgated related to train horn sounding - Mentor, OH	NS is tracking developments with respect to such future regulations.
39	If Vermilion connection requires new crossing at Coen Rd, design to minimize differences between elevations of road and rail lines - Vermilion, OH	Will comply if crossing is required.
<i>Environmental Conditions for constructions and Abandonments</i>		
44	Employ specified Best Management Practices	Current NS policy in place and in compliance.
45	Comply with applicable regulations	Current NS policy in place and in compliance.
<i>Safety Integration Conditions</i>		
49(A)	Comply with Safety Integration Plans	Current NS policy in place and compliance ongoing with the FRA.
49(B)	Participate in ongoing regulatory activities associated with safety integration plans	Current NS policy in place and cooperation ongoing with FRA.
<i>Monitoring and Enforcement Condition</i>		
50	Petition the STB for material changes in conditions	NS to report need for any changes to STB, if necessary.
<i>Negotiated Agreements</i>		
51	Comply with terms of Negotiated Agreements	Current NS policy in place; working with all parties to meet requirements of each condition.

Note: Information contained in the above table reflects the status of Environmental Conditions pertinent to NS as of May 17, 1999.

Table 4. NS progress Towards Completion of Remaining Environmental Conditions			
Environ. Cond. No.	Description of Environmental Condition	Due Date	Comments
<i>General, Safety: Highway/Rail at-grade Crossings</i>			
1(A)	Post toll-free phone numbers on specified crossings.	9/1/99	Letters notifying police agencies mailed 5/14/99.
1(D)	Make Operation Lifesaver available	Not Stated	17 of 23 segments are totally completed. The remaining 6 segments are 2/3 complete.
<i>Regional, Safety: Hazardous Materials Transport</i>			
4(D)	Implement real-time or desktop simulation emergency response drills	8/22/00	3 of 9 segments are completed.
6	Establish FMEA	8/22/00	In progress.
<i>Local (specific locations are included in "Description of Environmental Conditions")</i>			
8(A)	Upgrade warning devices at specified crossings	8/22/00	Five warning devices upgrades have been completed; all others in design or engineering phase; most recent quarterly certification filed 5/24/99.
11	Mitigate noise at noise-sensitive receptors along specified segments	8/22/00	Field reviews in progress.
21	Attend meetings with 4 City Consortium - E. Chicago, Hammond, Gary, and Whiting, IN	8/22/01	Meeting attendance req'd for 3 years. NS collecting req'd data, awaiting invitation for meetings.
25	Install a real-time train location monitoring system - Ashtabula, OH	Not Stated	Preliminary design completed on technology; meetings with City to be scheduled.
26(A)	Fund track structure and signal system modifications for Cloggsville - Greater Cleveland, OH	Not Stated	On schedule. Phase I construction completed. Phase II design in progress.
26(C)	Install add'l train defect detection devices to scan all trains entering City - Greater Cleveland, OH	Not Stated	Engineering scheduled for completion 6/99.
26(D)	Implement specific actions for all rail lines with increased traffic, including a) eliminating existing jointed rail; b) using rail lubrication systems; c) inspecting bridges and overpasses; and d) establishing a community liaison.	Not Stated	a) There is no existing jointed rail in subject areas. b) Plans in progress to install lubrication systems. c) Plans in progress to conduct inspections. d) NS appointed individuals for liaison for NS lines and for Conrail lines destined for NS.
28	Install a real-time train location monitoring system - Conneaut, OH	Not Stated	Preliminary design completed on technology; meetings with City to be scheduled.

Table 4. NS progress Towards Completion of Remaining Environmental Conditions			
Environ. Cond. No.	Description of Environmental Condition	Due Date	Comments
31(A)	Provide a real-time monitoring system - Fostoria, OH	Not Stated	CSX and NS held meeting with City to present final plans; currently in design phase.
31(C)	Install direct voice hotline or closed circuit television - Fostoria, OH	Not Stated	Technology has been selected.
36(B)	Install a real-time train location monitoring system - Oak Harbor, OH	Not Stated	Preliminary design completed on technology; meetings with City to be scheduled.
42(A)	Relocate NS traffic onto new tracks in CSX right-of-way - Erie, PA	Not Stated	In progress; traffic to be relocated after construction is completed.
42(B)	Prior to removal of 19th St. facilities, document with photographs and relocate guard shanty to museum - Erie, PA	Prior to removal of 19th St. facilities	Photographic documentation completed; guard shanty will be moved after track construction is completed.

Note: Information contained in the above table reflects the status of Environmental Conditions pertinent to NS as of May 17, 1999.

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Norfolk Southern Corporation
 1500 K Street, N.W., Suite 375
 Washington, D.C. 20005
 202 383-4166
 202 383-4425 (Direct)
 202 383-4018 (Fax)



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May 24, 1999

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

Re: STB Finance Docket No. 33388 (Service Date - July 23, 1998):
CSX and NS - Control and Acquisition of Conrail

Subject: Certification of Norfolk Southern Compliance with Environmental Condition
8(A)

Dear Secretary Williams:

Enclosed please find twenty-five (25) hard copies and one electronic copy of Quarterly Report Number 3 for the subject environmental condition certifying compliance in accordance with STB Decision No. 89.

Yours very truly,

Bruno Maestri

Enclosures

cc: Ms. Elaine K. Kaiser (5 copies)

**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 LEASE AGREEMENTS --
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION**

**Decision 89, as Amended by Decision 96
Appendix Q, Environmental Conditions
III. Local or Site-Specific Environmental Conditions
Condition 8(A): Highway/Rail At-Grade Crossings**

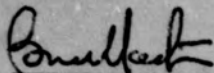
**Quarterly Report Number 3 for
Norfolk Southern Corporation and
Norfolk Southern Railway Company**

May 24, 1999

CERTIFICATION

In accordance with Environmental Condition 8(A) set forth in Appendix Q to Decision No. 89 of the Surface Transportation Board in Docket No. 33388, Norfolk Southern Corporation and Norfolk Southern Railway Company ("Norfolk Southern"), Norfolk Southern is required to certify completion of warning upgrades at specified crossings on a quarterly basis. Although progress continues on fulfilling the requirements of this condition, no warning upgrades were completed during the period from February 23 - May 22, 1999.

Certified by:



Bruno Maestri
Assistant Vice President
Public Affairs

Date: May 24, 1999

STB FD

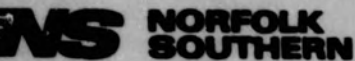
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Norfolk Southern Corporation
1500 K Street, N.W., Suite 375
Washington, D.C. 20005
202 383-4166
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202 383-4018 (Fax)

Bruno Maestri
Assistant Vice President
Public Affairs

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

K

Re: STB Finance Docket No. 33388 (Service Date - July 23, 1998);
CSX and NS - Control and Acquisition of Conrail

Subject: Certification of Norfolk Southern's Compliance with Environmental Condition
4(A)

Dear Secretary Williams:

Enclosed please find twenty-five (25) hard copies and one electronic copy of a certification by Norfolk Southern of compliance with Environmental Condition 4(A). This certification is submitted in accordance with STB Decision No. 89.

Yours very truly,

Bruno Maestri

Enclosures

cc: Ms. Elaine K. Kaiser (5 copies)

ENTERED
Office of the Secretary
MAY 13 1999

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Public Record

**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 LEASE AGREEMENTS --
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION**

**Decision 89, as Amended by Decision 96
Appendix Q, Environmental Conditions
II. Regional Environmental Conditions
Condition 4(A): Hazardous Materials Transport**

**Certification for
Norfolk Southern Corporation and
Norfolk Southern Railway Company**

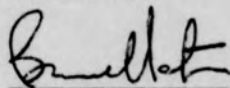
May 10, 1999

CERTIFICATION OF PROJECT COMPLETION

In accordance with Environment's Condition 4(A) set forth in Appendix Q to Decision No. 89 of the Surface Transportation Board in Docket No. 33388, Norfolk Southern Corporation and Norfolk Southern Railway Company ("Norfolk Southern") hereby certify that Norfolk Southern has complied with the requirements of Condition 4(A) with respect to the following routes and segments:

Route	Rail Line Segment ID
Salisbury, NC to Asheville, NC	N-360
Asheville, NC to Leadvale, TN	N-361
New Line, TN to Leadvale, TN	N-392
Bulls Gap, TN to Frisco, TN	N-399
Frisco, TN to Kingsport, TN	N-406
Suffern, NY to Campbell Hall, NY	N-062
Campbell Hall, NY to Port Jervis, NY	N-063
Port Jervis, NY to Binghamton, NY	N-245
Binghamton, NY to Waverly, NY	N-246
Waverly, NY to Corning, NY	N-247
Corning, NY to Buffalo, NY	N-065
Ebenezer Jct., NY to Buffalo, NY	N-061
Butler, IN to Fort Wayne, IN	N-041
Alexandria, IN to Muncie, IN	N-040
Moberly, MO to CA Junction, MO	N-478
Buffalo FW, NY to Ashtabula, OH	N-070
Ashtabula, OH to Cleveland (Cloggsville), OH	N-075
Cleveland (Cloggsville), OH to CP-190, OH	N-074
Vermilion, OH to Bellevue, OH	N-072
Oak Harbor, OH to Bellevue, OH	N-079
Bethlehem, PA to Allentown, PA	N-203
Reading, PA to Reading Belt Jct., PA	N-216
Poe ML, VA to Petersburg, VA	N-432
Croxtton, NJ to Ridgewood Jct., NJ	N-050
Ridgewood Jct., NJ to Suffern, NY	N-064

Certified by:



Bruno Maestri
Assistant Vice President
Public Affairs

Date: May 10, 1999

STB FD

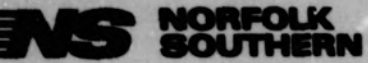
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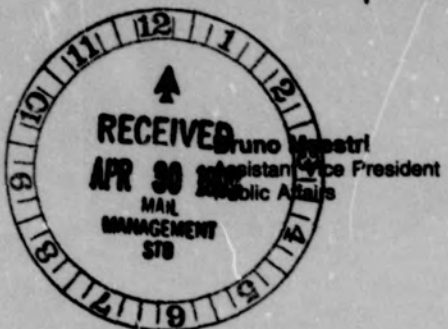
K

194274

194274



Norfolk Southern Corporation
1500 K Street, N.W., Suite 375
Washington, D.C. 20005
202 383-4166
202 383-4425 (Direct)
202 383-4018 (Fax)



April 30, 1999

By Hand Delivery - Original and 25 Copies

ENTERED
Office of the Secretary
APR 30 1999
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Public Record

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

Re: STB Finance Docket No. 33388 (Service Date - July 23, 1998):
CSX and NS - Control and Acquisition of Conrail

Subject: Certification of Norfolk Southern Compliance with Environmental Condition
1(B)

Dear Secretary Williams:

Enclosed please find twenty-five (25) hard copies and one electronic copy for the subject environmental condition certifying compliance in accordance with STB Decision No. 89.

Yours very truly,

Bruno Maestri

Enclosures

cc: Ms. Elaine K. Kaiser (5 copies)

194274

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Office of the Secretary
APR 30 1999
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**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 LEASE AGREEMENTS --
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION**

**Decision 89, as Amended by Decision 96
Appendix Q, Environmental Conditions
I. General Environmental Conditions
Condition 1(B): Safety: Highway/Rail At-Grade Crossings**

**Certification for
Norfolk Southern Corporation and
Norfolk Southern Railway Company**

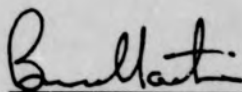
April 30, 1999

CERTIFICATION OF PROJECT COMPLETION

In accordance with Environmental Condition 1(B) set forth in Appendix Q to Decision No. 89 of the Surface Transportation Board in Docket No. 33388, Norfolk Southern Corporation and Norfolk Southern Railway Company ("Norfolk Southern") hereby certify that Norfolk Southern has complied with the requirements of Condition 1(B) with respect to the following rail segments:

Rail Line Segment	Segment Description
N-033	Tilton, IL to Decatur, IL
N-040	Alexandria, IN to Muncie, IN
N-041	Butler, IN to Ft. Wayne, IN
N-044	Ft. Wayne, IN to Peru, IN
N-045	Lafayette Jct., IN to Tilton, IL
N-046	Peru, IN to Lafayette Jct., IN
N-061	Ebenezer Jct., NY to Buffalo, NY
N-070	Buffalo FW, NY to Ashtabula, OH
N-071	Bucyrus, OH to Bellevue, OH
N-072	Vermilion, OH to Bellevue, OH
N-073	Fairgrounds (Columbus), OH to Bucyrus, OH
N-074	Cleveland (Cloggsville), OH to CP-190, OH
N-075	Ashtabula, OH to Cleveland (Cloggsville), OH
N-077	Oak Harbor, OH to Miami, OH
N-079	Oak Harbor, OH to Bellevue, OH
N-081	White, OH to Cleveland, OH
N-084	Alliance, OH to White, OH
N-085	Bellevue, OH to Sandusky Dock, OH
N-086	Miami, OH to Airline, OH
N-293	CP-190, OH to Berea, OH
N-090	Rutherford, PA to Harrisburg, PA
N-091	Harrisburg, PA to Riverton Jct., VA
N-100	Riverton Jct., VA to Roanoke, VA

Certified by:



Bruno Maestri
Assistant Vice President
Public Affairs

Date: April 30, 1999

STB

FD

33388

4-21-99

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194209

194209



Norfolk Southern Corporation
1500 K Street, N.W., Suite 375
Washington, D.C. 20005
202 383-4166
202 383-4425 (Direct)
202 383-4018 (Fax)

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Office of the Secretary

APR 21 1999

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Public Record

Bruno Maestri
Assistant Vice President
Public Affairs

April 21, 1999

By Hand Delivery - Original and 25 Copies

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



Re: STB Finance Docket No. 33388 (Service Date - July 23, 1998):
CSX and NS - Control and Acquisition of Conrail

Subject: Certification of Norfolk Southern's Compliance with Environmental Condition
30(A)

Dear Secretary Williams:

Enclosed please find twenty-five (25) hard copies and one electronic copy of a certification by Norfolk Southern of compliance with Environmental Condition 30(A), pertaining to Euclid, Ohio, certifying compliance in accordance with STB Decision No. 39.

Yours very truly,

Bruno Maestri

Enclosures

cc: Ms. Elaine K. Kaiser (5 copies)

ENTERED
Office of the Secretary

APR 21 1999

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Public Record



**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 LEASE AGREEMENTS --
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION**

Decision 89, as Amended by Decision 96
Appendix Q, Environmental Condition
III. Local or Site-Specific Environmental Conditions
Condition 30(A): Euclid, Ohio

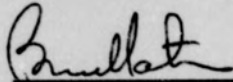
Certification for
Norfolk Southern Corporation and
Norfolk Southern Railway Company

April 21, 1999

CERTIFICATION OF PROJECT COMPLETION

In accordance with Environmental Condition 30(A) set forth in Appendix Q to Decision No. 89 of the Surface Transportation Board in Docket No. 33388, Norfolk Southern Corporation and Norfolk Southern Railway Company ("Norfolk Southern") hereby certify that Norfolk Southern adapted and modified the local component of its required Hazardous Materials Emergency Response Plan to account for the special needs of minority and low-income populations adjacent to or in the immediate vicinity of its rail line segment(s) in Euclid, Ohio.

Certified by:



Bruno Maestri
Assistant Vice President
Public Affairs

Date: April 21, 1999

STB

FD

33388

4-12-99

K

194131



Robert V. Allen
General Manager-
Safety, Environmental & Oper. Practices

Office of the Secretary

APR 12 1999

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Public Record

194(131)

500 Water Street - J305
Jacksonville, FL 32202
(904) 359-7502
(FAX) (904) 359-4889



April 8, 1999

K

The Honorable Vernon A. Williams
Secretary, Surface Transportation Board
Mercury Building, Room 700
1925 K Street, N.W.
Washington, D.C. 20423

Re: Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company – Control and Operating Leases/Agreements – Conrail Inc. and Consolidated Rail Corporation – Clarification Regarding CSX's Compliance with Environmental Condition 5(A)

Dear Secretary Williams:

I am writing to clarify the certification of CSX's Compliance with Environmental Condition 5(A) made in my letter dated March 25, 1999. Environmental Condition 5(A) required CSX to provide dedicated toll-free telephone numbers to the emergency response organizations or coordinating bodies responsible for each community located along the CSX and Shared Area rail line segments identified in Environmental Conditions 4(A) and 4(C), Decision No. 89, Appendix Q at pages 387-9. CSX complied with this condition by providing the dedicated toll-free telephone number in the Hazardous Materials Emergency Response Plans provided pursuant to Environmental Conditions 4(B) and 4(C). A corrected certification of project completion for Environmental Condition 5(A) is enclosed.

Respectfully yours,

Robert V. Allen

cc: Elaine K. Kaiser

bcc:

Mr. David Coburn

Mr. Thomas Drake

Mr. Carl Gerhardstein

Ms. Pamela Korchun

Mr. Peter Shutz

Ms. Mary G. Sprague

Mr. Steven Watson

Mr. Bruno Maestri

Ms. Constance Sadler

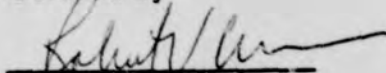
(Revised 4/6/99)
CERTIFICATION OF PROJECT COMPLETION

In accordance with Environmental Condition (5A) set forth in Appendix Q to Decision No. 89, as modified by Appendix B to Decision No. 96, of the Surface Transportation Board in Docket No. 33388, CSX Corporation and CSX Transportation, Inc. ("CSX") hereby certify that CSX has complied with the requirements of Condition 5(A) with respect to the following routes and segments.

Route	Rail Line Segment ID	Local Emergency Response Org. or Coordinating Body
LaGrange, GA to Parkwood, AL	C-376	Chambers Co. EMA, Lafayette, AL Clay Co. EMA, Ashland, AL Jefferson Co. EMA, Birmingham, AL Randolph Co EMA, Wedowee, AL Shelby Co. EMA, Columbiana, AL Talladega Co. EMA, Talladega, AL Troup Co., Burt Langley, Atlanta, GA
Manchester, GA to LaGrange, GA	C-377	Troup Co, Meriwether Co., & Talbot Co., handled by Chief, Burt Langley, Atlanta, GA
Relay, MD to Jessup, MD	C-037	Baltimore Co., Chris Hawley Towson, MD Howard Co., Dep. Chief John Frank, Columbia, MD
Jessup, MD to Alexandria Jct., MD	C-034	Howard Co., Dep. Chief John Frank, Columbia, MD Georges Co., Fire Chief, A. D. Bell, Largo, MD
Alexandria Jct., MD to Washington, DC	C-031	Prince Co., Fire Chief A.D. Bell, Largo, MD Washington, DC, District of Columbia LEPC
Trenton, NJ to Port Reading, NJ	C-769	Mercer Co., Comm. Clerks Office, Trenton, NJ Middlesex Co., Health Dept., Edison, NJ
Ashley Junction, SC to Yemassee, SC	C-344	Beaufort Co., William Winn, Beaufort, SC Charleston Co., William McLean, No. Charleston, SC Colleton Co., Susan Gant, Walterboro, SC Hampton Co., Tom Watson, Hampton, SC
Quaker, OH to Mayfield, OH	C-073	Cuyahoga Co., M. A. Withrow, Cleveland, OH
Mayfield, OH to Marcy, OH	C-072	Cuyahoga Co., M. A. Withrow, Cleveland OH
Marcy, OH to Short, OH	C-069	Cuyahoga Co., M. A. Withrow, Cleveland, OH
Short, OH to Berea, OH	C-074	Cuyahoga Co., M. A. Withrow, Cleveland, OH
NJ Cabin, KY to Columbus, OH	C-230	Franklin Co., J. R. Thomas, Columbus, OH Pickaway Co., John Roll, Circleville, OH Pike Co., Larry Travis, Waverly, OH Ross Co., G. Vandemark, Chillicothe, OH Scioto Co., Kimberly Carver, Portsmouth, OH Greenup Co., LEPC, Greenup, KY
Columbus, OH to Marion, OH	C-229	Delaware Co., Brian Stanfill, Delaware, OH Franklin Co., J. R. Thomas, Columbus, OH Marion Co., D. J. Caprino, Marion, OH

Route	Rail Line Segment ID	Local Emergency Response Org. or Coordinating Body
Marion, OH to Fostoria, OH	C-070	Marion Co., D. J. Caprino, Marion, OH Seneca Co, Daniel Stahl, Tiffin, OH Wyandot Co., M. R. Hetzel, Upper Sandusky, OH
Fostoria, OH to Toledo, OH	C-228	Seneca Co., Daniel Stahl, Tiffin, OH Wood Co., J. E. Larson, Bowling Green, OH
Deshler, OH to Toledo, OH	C-065	Henry Co., Tim Weaver, Napoleon, OH Lucas Co., Bill Halsey, Toledo, OH Wood Co., J. E. Larson, Bowling Green, OH
West Falls, PA to CP Newton Jct., PA	C-766	Philadelphia Co., Sally Hardy, Philadelphia, PA
CP Newton Jct., PA to CP Wood, PA	C-767	Bucks Co., John Dougherty, Doylestown, PA Montgomery Co., D. D. Parker, Eagleville, PA Philadelphia Co., Sally Hardy, Philadelphia, PA
CP Wood, PA to Trenton, NJ	C-768	Mercer Co., Clerks Office, Trenton, NJ Bucks Co., John Dougherty, Doylestown, PA
Berea, OH to Greenwich, OH	C-061	Cuyahoga Co., M. A. Withrow, Cleveland, OH Huron Co., William Ommert, Norwalk, OH Lorain Co., Tom Kelley, Elyria, OH
Greenwich, OH to Willard, OH	C-068	Huron Co., William Ommert, Norwalk, OH
Willard, OH to Fostoria, OH	C-075	Huron Co., William Ommert, Norwalk, OH Seneca Co., Daniel Stahl, Tiffin, OH
Deshler, OH to Willow Creek, IN	C-066	Dekalb Co., Paul Freeburn, Auburn, IN Elkhart Co., Don Abel, Nappanee, IN Kosciusko Co., Maurice Beer, Warsaw, IN La Porte Co., Roger Wolfe, La Porte, IN Marshall Co., Wayne Smith, Plymouth, IN Noble Co., Russell Carteaux, Avilla, IN Porter Co., R. D. Cascon, Valparaiso, IN St. Joseph Co., LEPC, South Bend, IN Defiance Co., Ned Speiser, Defiance, OH Henry Co., Tim Weaver, Napoleon, OH
Park Jct., PA to Philadelphia, PA	S-232	Philadelphia Co., Sally Hardy, Philadelphia, PA
Philadelphia Frankford Jct., PA to Camden, NJ	S-233	Camden Co., Dept. of Health, Blackwood, NJ Philadelphia Co., Sally Hardy, Philadelphia, PA
PN, NJ to Bayway, NJ	S-032	Essex Co., J. W. Coltre, Cedar Grove, NJ Union Co., Bur. of Env. Affairs, Westfield, NJ

Certified By:



Robert V. Allen
GM, Safety Environmental
& Operating Practices

Date: March 25, 1999



Robert V. Allen
General Manager-
Safety, Environmental & Opr. Practices

500 Water Street - J305
Jacksonville, FL 32202
(904) 359-7502
(FAX) (904) 359-4889

ENTERED
Office of the Secretary

APR 12 1999

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Public Record

April 8, 1999



The Honorable Vernon A. Williams
Secretary, Surface Transportation Board
Mercury Building, Room 700
1925 K Street, NW
Washington, DC 20423

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 Conditions 29(C), 31(F), 32(B), 34(C), 38(B), and 41(B)

Dear Secretary Williams:

Enclosed please find twenty-five (25) hard copies and one electronic copy of a document that certifies CSX's compliance with Environmental Conditions 29(C), 31(F), 32(B), 34(C), 38(B), and 41(B). These certifications are submitted in accordance with STB Decision No. 89 and Decision No. 117, which extended the deadline for completion of the referenced conditions until April 22, 1999.

Respectfully yours,

Robert V. Allen

cc:
Ms. Elaine K. Kaiser (5 copies)

The Honorable Vernon A. Williams

- 2 -

April 8, 1999

bcc:

Mr. David Coburn
Mr. H. R. Elliott
Mr. C. A. Gerhardstein
Ms. Pam Korchun
Mr. Bruno Maestri
Mr. P. J. Shutz
Ms. Mary G. Sprague
Mr. Mike Ruehling
Ms. Debra Stewart

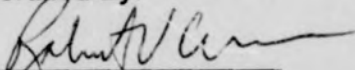
"Environmentally on Track"

CERTIFICATION OF PROJECT COMPLETION

In accordance with Environmental Conditions 29(C), 31(F), 32(B), 34(C), 38(B), and 41(B) set forth in Appendix Q to Decision No. 89, as modified by Decision No. 117 of the Surface Transportation Board in Docket No. 33388, CSX Corporation and CSX Transportation, Inc. ("CSX") hereby certify that CSX has complied with the requirements of conditions 29(C), 31(F), 32(B), 34(C), 38(B) and 41(B) by providing computer hardware and software and training to the communities identified in those conditions as follows:

<u>Condition No.</u>	<u>Town</u>	<u>Individual Recv. Material</u>	<u>Date Computer & Software Delivered & Training Conducted</u>
29(C)	Defiance, OH	Ned A. Speiser, Director Defiance County Emergency Mgt. Agcy.	March 30, 1999
31(F)	Fostoria, OH	Russell C. Rife, Fire Chief City of Fostoria	March 31, 1999
32(B)	Holgate, OH	Timothy Weaver, Director Henry County EMA	March 30, 1999
34(C)	New London, OH	John R. Chapin, Chief New London Fire Dept.	March 31, 1999
38(B)	Tiffin, OH	Willis E. Einsel, Chairman Seneca Co. Emergency Planning Committee	March 31, 1999
41(B)	Willard, OH	W. James Ratliff, Chief Willard Fire Department	March 31, 1999

Certified By:



Robert V. Allen
GM, Safety Environmental
& Operating Practices

April 8, 1999

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**SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET 33388**



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

Decision 89, as Amended by Decision 117
Appendix Q, Environmental Conditions
III. Local or Site-Specific Environmental Conditions

CSX Corporation and
CSX Transportation, Inc.
Certification of Compliance with Environmental Conditions

April 8, 1999

**SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET 33388**



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

**Decision 89, as Amended by Decision 117
Appendix Q, Environmental Conditions
III. Local or Site-Specific Environmental Conditions**

**CSX Corporation and
CSX Transportation, Inc.
Certification of Compliance with Environmental Conditions**

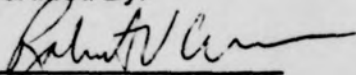
April 8, 1999

CERTIFICATION OF PROJECT COMPLETION

In accordance with Environmental Conditions 29(C), 31(F), 32(B), 34(C), 38(B), and 41(B) set forth in Appendix Q to Decision No. 89, as modified by Decision No. 117 of the Surface Transportation Board in Docket No. 33388, CSX Corporation and CSX Transportation, Inc. ("CSX") hereby certify that CSX has complied with the requirements of conditions 29(C), 31(F), 32(B), 34(C), 38(B) and 41(B) by providing computer hardware and software and training to the communities identified in those conditions as follows:

<u>Condition No.</u>	<u>Town</u>	<u>Individual Recv. Material</u>	<u>Date Computer & Software Delivered & Training Conducted</u>
29(C)	Defiance, OH	Ned A. Speiser, Director Defiance County Emergency Mgt. Agcy.	March 30, 1999
31(F)	Fostoria, OH	Russell C. Rife, Fire Chief City of Fostoria	March 31, 1999
32(B)	Holgate, OH	Timothy Weaver, Director Henry County EMA	March 30, 1999
34(C)	New London, OH	John R. Chapin, Chief New London Fire Dept.	March 31, 1999
38(B)	Tiffin, OH	Willis E. Einsel, Chairman Seneca Co. Emergency Planning Committee	March 31, 1999
41(B)	Willard, OH	W. James Ratliff, Chief Willard Fire Department	March 31, 1999

Certified By:



Robert V. Allen
GM, Safety Environmental
& Operating Practices

April 8, 1999

STB

FD

33388

4-1-99

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194057

19405-7



Robert V. Allen
General Manager-
Safety, Environmental & Opr. Practices

500 Water Street - J305
Jacksonville, FL 32202
(904) 359-7502
(FAX) (904) 359-4889

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Office of the Secretary

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March 25, 1999



K

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

STB Finance Docket No. 33388 (Service Date – July 23, 1998);
CSX and NS – Control and Acquisition of Conrail. Certification of CSX's
Compliance with Environmental Conditions 4(B), 4(C), and 5(A)

Dear Secretary Williams:

Enclosed please find twenty-five (25) hard copies and one electronic copy of three separate documents; a certification of CSX's compliance with Environmental Condition No. 4(B), a certification of CSX's compliance with Environmental Condition No. 4(C), and a certification of CSX's compliance with Environmental Condition No. 5(A). These certifications are submitted in accordance with STB Decision No. 89.

Yours very truly,

Robert V. Allen

Enclosures

cc: Ms. Elaine K. Kaiser (5 copies)

**SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET 33388**



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

ENTERED
Office of the Secretary

APR 01 1999

Part of
Public Record

Decision 89, as Amended by Decision 96
Appendix Q, Environmental Conditions
II. Regional Environmental Conditions
Conditions 4(B), 4(C), and 5(A): Hazardous Materials Transport

Certification for
CSX Corporation and
CSX Transportation, Inc.

March 25, 1999

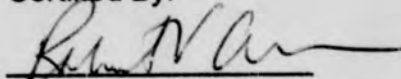
CERTIFICATION OF PROJECT COMPLETION

In accordance with Environmental Condition (4B) set forth in Appendix Q to Decision No. 89, as modified by Appendix B to Decision No. 96, of the Surface Transportation Board in Docket No. 33388, CSX Corporation and CSX Transportation, Inc. ("CSX") hereby certify that CSX has complied with the requirements of Condition 4(B) with respect to the following routes and segments.

Route	Rail Line Segment ID	Local Emergency Response Org. or Coordinating Body
LaGrange, GA to Parkwood, AL	C-376	Chambers Co. EMA, Lafayette, AL Clay Co. EMA, Ashland, AL Jefferson Co. EMA, Birmingham, AL Randolph Co. EMA, Wedowee, AL Shelby Co. EMA, Columbiana, AL Talladega Co. EMA, Talladega, AL Troup Co., Burt Langley, Atlanta, GA
Manchester, GA to LaGrange, GA	C-377	Troup Co, Meriwether Co., & Talbot Co., handled by Chief, Burt Langley, Atlanta, GA
Relay, MD to Jessup, MD	C-037	Baltimore Co., Chris Hawley Towson, MD Howard Co., Dep. Chief John Frank, Columbia, MD
Jessup, MD to Alexandria Jct., MD	C-034	Howard Co., Dep. Chief John Frank, Columbia, MD Georges Co., Fire Chief, A. D. Bell, Largo, MD
Alexandria Jct., MD to Washington, DC	C-031	Prince Co., Fire Chief A.D. Bell, Largo, MD Washington, DC, District of Columbia LEPC
Trenton, NJ to Port Reading, NJ	C-769	Mercer Co., Comm. Clerks Office, Trenton, NJ Middlesex Co., Health Dept., Edison, NJ
Ashley Junction, SC to Yemassee, SC	C-344	Beaufort Co., William Winn, Beaufort, SC Charleston Co., William McLean, No. Charleston, SC Colleton Co., Susan Gant, Walterboro, SC Hampton Co., Tom Watson, Hampton, SC
Quaker, OH to Mayfield, OH	C-073	Cuyahoga Co., M. A. Withrow, Cleveland, OH
Mayfield, OH to Marcy, OH	C-072	Cuyahoga Co., M. A. Withrow, Cleveland OH
Marcy, OH to Short, OH	C-069	Cuyahoga Co., M. A. Withrow, Cleveland, OH
Short, OH to Berea, OH	C-074	Cuyahoga Co., M. A. Withrow, Cleveland, OH
NJ Cabin, KY to Columbus, OH	C-230	Franklin Co., J. R. Thomas, Columbus, OH Pickaway Co., John Roll, Circleville, OH Pike Co., Larry Travis, Waverly, OH Ross Co., G. Vandermark, Chillicothe, OH Scioto Co., Kimberly Carver, Portsmouth, OH Greenup Co., LEPC, Greenup, KY
Columbus, OH to Marion, OH	C-229	Delaware Co., Brian Stanfill, Delaware, OH Franklin Co., J. R. Thomas, Columbus, OH Marion Co., D. J. Caprino, Marion, OH

Route	Rail Line Segment ID	Local Emergency Response Org. or Coordinating Body
Marion, OH to Fostoria, OH	C-070	Marion Co., D. J. Caprino, Marion, OH Seneca Co, Daniel Stahl, Tiffin, OH Wyandot Co., M. R. Hetzel, Upper Sandusky, OH
Fostoria, OH to Toledo, OH	C-228	Seneca Co., Daniel Stahl, Tiffin, OH Wood Co., J. E. Larson, Bowling Green, OH
Deshler, OH to Toledo, OH	C-065	Henry Co., Tim Weaver, Napoleon, OH Lucas Co., Bill Halsey, Toledo, OH Wood Co., J. E. Larson, Bowling Green, OH
West Falls, PA to CP Newton Jct., PA	C-766	Philadelphia Co., Sally Hardy, Philadelphia, PA
CP Newton Jct., PA to CP Wood, PA	C-767	Bucks Co., John Dougherty, Doylestown, PA Montgomery Co., D. D. Parker, Eagleville, PA Philadelphia Co., Sally Hardy, Philadelphia, PA
CP Wood, PA to Trenton, NJ	C-768	Mercer Co., Clerks Office, Trenton, NJ Bucks Co., John Dougherty, Doylestown, PA
Berea, OH to Greenwich, OH	C-061	Cuyahoga Co., M. A. Withrow, Cleveland, OH Huron Co., William Ommert, Norwalk, OH Lorain Co., Tom Kelley, Elyria, OH
Greenwich, OH to Willard, OH	C-068	Huron Co., William Ommert, Norwalk, OH
Willard, OH to Fostoria, OH	C-075	Huron Co., William Ommert, Norwalk, OH Seneca Co., Daniel Stahl, Tiffin, OH
Deshler, OH to Willow Creek, IN	C-066	Dekalb Co., Paul Freeburn, Auburn, IN Elkhart Co., Don Abel, Nappanee, IN Kosciusko Co., Maurice Beer, Warsaw, IN La Porte Co., Roger Wolfe, La Porte, IN Marshall Co., Wayne Smith, Plymouth, IN Noble Co., Russell Carteaux, Avilla, IN Porter Co., R. D. Cascon, Valparaiso, IN St. Joseph Co., LEPC, South Bend, IN Defiance Co., Ned Speiser, Defiance, OH Henry Co., Tim Weaver, Napoleon, OH
Park Jct., PA to Philadelphia, PA	S-232	Philadelphia Co., Sally Hardy, Philadelphia, PA
Philadelphia Frankford Jct., PA to Camden, NJ	S-233	Camden Co., Dept. of Health, Blackwood, NJ Philadelphia Co., Sally Hardy, Philadelphia, PA
PN, NJ to Bayway, NJ	S-032	Essex Co., J. N. Coltre, Cedar Grove, NJ Union Co., Bur. of Env. Affairs, Westfield, NJ

Certified By:



Robert V. Allen
GM, Safety Environmental
& Operating Practices

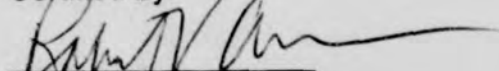
Date: March 25, 1999

CERTIFICATION OF PROJECT COMPLETION

In accordance with Environmental Condition (4C) set forth in Appendix Q to Decision No. 89, of the Surface Transportation Board in Docket No. 33388, CSX Corporation and CSX Transportation, Inc. ("CSX") hereby certify that CSX has complied with the requirements of Condition 4(C) with respect to the following routes and segments

Route	Rail Line Segment ID	Local Emergency Response Org. or Coordinating Body
Marion, OH to Fostoria, OH	C-070	Marion Co., D. J. Caprino, Marion, OH Seneca Co., Daniel Stahl, Tiffin, OH Wyandot, OH, M. R. Hetzel, Upper Sandusky, OH
Fostoria, OH to Toledo, OH	C-228	Seneca Co., Daniel Stahl, Tiffin, OH Wood Co., J. E. Larson, Bowling Green, OH
Quaker, OH to Mayfield, OH	C-073	Cuyahoga Co., M. A. Withrow, Cleveland, OH
Mayfield, OH to Marcy, OH	C-072	Cuyahoga Co., M. A. Withrow, Cleveland, OH
Marcy, OH to Short, OH	C-069	Cuyahoga Co., M. A. Withrow, Cleveland, OH
Short, OH to Berea, OH	C-074	Cuyahoga Co., M. A. Withrow, Cleveland, OH
Berea, OH to Greenwich, OH	C-061	Cuyahoga Co., M. A. Withrow, Cleveland OH Huron Co., William Ommert, Norwalk, OH Lorain Co., Tom Kelley, Elyria, OH
Greenwich, OH to Willard, OH	C-068	Huron Co., William Ommert, Norwalk, OH
Willard, OH to Fostoria, OH	C-075	Seneca Co., Daniel Stahl, Tiffin, OH Huron Co., William Ommert, Norwalk, OH
Deshler, OH to Willow Creek, IN	C-066	Dekalb Co., Paul Freeburn, Auburn, IN Elkhart Co., John Hulewicz, Kosciusko Co., Avis Gunter, La Porte Co., Roger Wolfe, La Porte, IN Marshall Co., Wayne Smith, Plymouth, IN Noble Co., Russell Carteaux, Avilla, IN Porter Co., R. D. Cascon, Valparaiso, IN St. Joseph Co., LEPC, Defiance Co., Ned Speiser, Defiance, OH Henry Co., Tim Weaver, Napoleon, OH
PN, NJ to Bayway, NJ	S-032	Essex Co., J. N. Coltre, Cedar Grove, NJ Union Co., Bur. of Env. Affairs, Westfield, NJ

Certified By:



Robert V. Allen
GM, Safety Environmental
& Operating Practices

Date: March 25, 1999

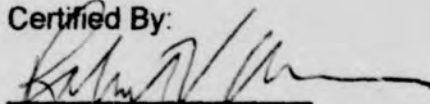
CERTIFICATION OF PROJECT COMPLETION

In accordance with Environmental Condition (5A) set forth in Appendix Q to Decision No. 89, as modified by Appendix B to Decision No. 96, of the Surface Transportation Board in Docket No. 33388, CSX Corporation and CSX Transportation, Inc. ("CSX") hereby certify that CSX has complied with the requirements of Condition 4(B) with respect to the following routes and segments.

Route	Rail Line Segment ID	Local Emergency Response Org. or Coordinating Body
LaGrange, GA to Parkwood, AL	C-376	Chambers Co. EMA, Lafayette, AL Clay Co. EMA, Ashland, AL Jefferson Co. EMA, Birmingham, AL Randolph Co. EMA, Wedowee, AL Shelby Co. EMA, Columbiana, AL Talladega Co. EMA, Talladega, AL Troup Co., Burt Langley, Atlanta, GA
Manchester, GA to LaGrange, GA	C-377	Troup Co, Meriwether Co., & Talbot Co., handled by Chief, Burt Langley, Atlanta, GA
Relay, MD to Jessup, MD	C-037	Baltimore Co., Chris Hawley Towson, MD Howard Co., Dep. Chief John Frank, Columbia, MD
Jessup, MD to Alexandria Jct., MD	C-034	Howard Co., Dep. Chief John Frank, Columbia, MD Georges Co., Fire Chief, A. D. Bell, Largo, MD
Alexandria Jct., MD to Washington, DC	C-031	Prince Co., Fire Chief A.D. Bell, Largo, MD Washington, DC, District of Columbia LEPC
Trenton, NJ to Port Reading, NJ	C-769	Mercer Co., Comm. Clerks Office, Trenton, NJ Middlesex Co., Health Dept., Edison, NJ
Ashley Junction, SC to Yemassee, SC	C-344	Beaufort Co., William Winn, Beaufort, SC Charleston Co., William McLean, No. Charleston, SC Colleton Co., Susan Gant, Walterboro, SC Hampton Co., Tom Watson, Hampton, SC
Quaker, OH to Mayfield, OH	C-073	Cuyahoga Co., M. A. Withrow, Cleveland, OH
Mayfield, OH to Marcy, OH	C-072	Cuyahoga Co., M. A. Withrow, Cleveland OH
Marcy, OH to Short, OH	C-069	Cuyahoga Co., M. A. Withrow, Cleveland, OH
Short, OH to Berea, OH	C-074	Cuyahoga Co., M. A. Withrow, Cleveland, OH
NJ Cabin, KY to Columbus, OH	C-230	Franklin Co., J. R. Thomas, Columbus, OH Pickaway Co., John Roll, Circleville, OH Pike Co., Larry Travis, Waverly, OH Ross Co., G. Vandemark, Chillicothe, OH Scioto Co., Kimberly Carver, Portsmouth, OH Greenup Co., LEPC, Greenup, KY
Columbus, OH to Marion, OH	C-229	Delaware Co., Brian Stanfill, Delaware, OH Franklin Co., J. R. Thomas, Columbus, OH Marion Co., D. J. Caprino, Marion, OH

Route	Rail Line Segment ID	Local Emergency Response Org. or Coordinating Body
Manon, OH to Fostoria, OH	C-076	Marion Co., D. J. Caprino, Marion, OH Seneca Co., Daniel Stahl, Tiffin, OH Wyandot Co., M. R. Hetzel, Upper Sandusky, OH
Fostoria, OH to Toledo, OH	C-228	Seneca Co., Daniel Stahl, Tiffin, OH Wood Co., J. E. Larson, Bowling Green, OH
Deshler, OH to Toledo, OH	C-065	Henry Co., Tim Weaver, Napoleon, OH Lucas Co., Bill Halsey, Toledo, OH Wood Co., J. E. Larson, Bowling Green, OH
West Falls, PA to CP Newton Jct., PA	C-766	Philadelphia Co., Sally Hardy, Philadelphia, PA
CP Newton Jct., PA to CP Wood, PA	C-767	Bucks Co., John Dougherty, Doylestown, PA Montgomery Co., D. D. Parker, Eagleville, PA Philadelphia Co., Sally Hardy, Philadelphia, PA
CP Wood, PA to Trenton, NJ	C-768	Mercer Co., Clerks Office, Trenton, NJ Bucks Co., John Dougherty, Doylestown, PA
Berea, OH to Greenwich, OH	C-061	Cuyahoga Co., M. A. Withrow, Cleveland, OH Huron Co., William Ommert, Norwalk, OH Lorain Co., Tom Kelley, Elyria, OH
Greenwich, OH to Willard, OH	C-068	Huron Co., William Ommert, Norwalk, OH
Willard, OH to Fostoria, OH	C-075	Huron Co., William Ommert, Norwalk, OH Seneca Co., Daniel Stahl, Tiffin, OH
Deshler, OH to Willow Creek, IN	C-066	Dekalb Co., Paul Freeburn, Auburn, IN Elkhart Co., Don Abel, Nappanee, IN Kosciusko Co., Maurice Beer, Warsaw, IN La Porte Co., Roger Wolfe, La Porte, IN Marshall Co., Wayne Smith, Plymouth, IN Noble Co., Russell Carteaux, Avilla, IN Porter Co., R. D. Cascon, Valparaiso, IN St. Joseph Co., LEPC, South Bend, IN Defiance Co., Ned Speiser, Defiance, OH Henry Co., Tim Weaver, Napoleon, OH
Park Jct., PA to Philadelphia, PA	S-232	Philadelphia Co., Sally Hardy, Philadelphia, PA
Philadelphia Frankford Jct., PA to Camden, NJ	S-233	Camden Co., Dept. of Health, Blackwood, NJ Philadelphia Co., Sally Hardy, Philadelphia, PA
PN, NJ to Bayway, NJ	S-032	Essex Co., J. N. Coltre, Cedar Grove, NJ Union Co., Bur. of Env. Affairs, Westfield, NJ

Certified By:



Robert V. Allen

GM, Safety Environmental
& Operating Practices

Date: March 25, 1999

STB

FD

33388

3-16-99

K

193708



Norfolk Southern Corporation
 1500 K Street, N.W., Suite 375
 Washington, D.C. 20005
 202 383-4166
 202 383-4425 (Direct)
 202 383-4018 (Fax)

193708

Bruno Maestri
 Assistant Vice President
 Public Affairs

March 16, 1999



By Hand Delivery - Original and 25 Copies

ENTERED
 Office of the Secretary

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

MAR 16 1999
 Part of
 Public Record

Re: STB Finance Docket No. 33388 (Service Date - July 23, 1998):
CSX and NS - Control and Acquisition of Conrail

Subject: Certification of Norfolk Southern's Compliance with Environmental Conditions
27(A)

Dear Secretary Williams:

Enclosed please find twenty-five (25) hard copies and one electronic copy of a certification by Norfolk Southern of compliance with Environmental Conditions 27(A), pertaining to Cleveland Heights, Ohio, certifying compliance in accordance with STB Decision No. 89.

Yours very truly,

Bruno Maestri

Enclosures

cc: Ms. Elaine K. Kaiser (5 copies)

**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 LEASE AGREEMENTS --
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION**

**Decision 89, as Amended by Decision 96
Appendix Q, Environmental Conditions
III. Local or Site-Specific Environmental Conditions
Condition 27(A): Cleveland Heights, Ohio**

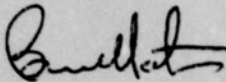
**Certification for
Norfolk Southern Corporation and
Norfolk Southern Railway Company**

March 16, 1999

CERTIFICATION OF PROJECT COMPLETION

In accordance with Environmental Condition 27(A) set forth in Appendix Q to Decision No. 89 of the Surface Transportation Board in Docket No. 33388, Norfolk Southern Corporation and Norfolk Southern Railway Company ("Norfolk Southern") hereby certify that Norfolk Southern adapted and modified the local component of its required Hazardous Materials Emergency Response Plan to account for the special needs of minority and low-income populations adjacent to or in the immediate vicinity of its rail line segments in Cleveland Heights, Ohio.

Certified by:



Bruno Maestri
Assistant Vice President
Public Affairs

Date: March 16, 1999

STB

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33388

3-3-99

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FEDS

**Advisory
Council On
Historic
Preservation**

CENTRAL ADMINISTRATIVE UNIT

REC'D: 3/3/99

DOCUMENT # 3/4/99 9:10:45 AM

RECEIVED
MAR 3 1999
MANAGEMENT
STB

The Old Post Office Building
1100 Pennsylvania Avenue, NW, #809
Washington, DC 20004

**ENVIRONMENTAL
DOCUMENT**

FEB 19 1999

Ms. Elaine K. Kaiser
Chief, Environmental Analysis Section
Surface Transportation Board
The Mercury Building
1925 K St. NW
Washington, DC 20243

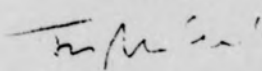
REF: STB Docket No. 33388, Memorandum of Agreement for treatment of historic properties for Railroad Control Application of CSX Corporation and CSX Transportation, Inc.

Dear Ms. Kaiser:

Enclosed is a copy of the executed Memorandum of Agreement for the referenced project. By carrying out the terms of the Agreement, the Surface Transportation Board will have fulfilled its responsibilities under Section 106 of the National Historic Preservation Act and the Council's regulations.

We appreciate your cooperation in reaching this Agreement. If you have any questions, do not hesitate to call me at 202-606-8554.

Sincerely,



Tom McCulloch, Ph.D.
Office of Planning and Review

Enclosure

Administratively Confidential

**Memorandum of Agreement
Surface Transportation Board
CSX Corporation and CSX Transportation, Inc.
Illinois Historic Preservation Agency and
Advisory Council on Historic Preservation
Pursuant to 36 CFR 800.6(a)**

THIS MEMORANDUM OF AGREEMENT ("MOA") entered into this _____ day of _____, 1998, by and among the Surface Transportation Board ("STB"), the CSX Corporation and CSX Transportation, Inc. ("CSX"), Illinois Historic Preservation Agency ("SHPO") (Collectively, hereinafter the "Parties") and accepted by the Advisory Council on Historic Preservation (the "Council").

WITNESSETH:

WHEREAS, Section 106 of the National Historic Preservation Act, 16 U.S.C. 470f (the "Act") requires a federal agency head with jurisdiction over a federally assisted undertaking to take into account the effects of an undertaking on properties included in or eligible for the National Register of Historic Places (the "National Register") and, prior to approval of an undertaking, to afford the Council a reasonable opportunity to comment on the undertaking; and

WHEREAS, on June 23, 1997, a consolidated Railroad Control Application ("RCA") was filed with the Surface Transportation Board (STB) under 49 U.S.C. 11323-25 by CSX Corporation, and CSX Transportation, Inc. ("CSX"); Norfolk Southern Corporation, and Norfolk Southern Railway Company ("NSRC"); and Conrail Inc. and Consolidated Rail Corporation ("CONRAIL"), jointly seeking authority for NSRC and CSX to acquire control of CONRAIL, and for the subsequent division of CONRAIL'S assets ("CONRAIL ACQUISITION"). Finance Docket No. 33388); and

WHEREAS, CSX pursuant to said RCA proposes various activities to implement the acquisition, involving properties eligible for listing on the National Register; and

WHEREAS, the construction of a new railroad connection in Caseyville, Illinois ("EXERMONT CONNECTION") will have an adverse effect on Mees-Nochta (11S1198), ("the Archeological Site"); and

WHEREAS, Phase II archeological testing has been conducted at the Archeological Site and the results of said testing and a proposed Data Recovery Plan have been reviewed and approved by SHPO; and

WHEREAS, the 75th Street Tower in Chicago, Illinois is no longer in use, and while its disposition is not an undertaking of the RCA before STB, CSX with the concurrence of STB has included the future disposition of this resource in its consultation with SHPO; and

WHEREAS, STB and CSX have consulted with SHPO pursuant to 36 CFR Part 800, regulations implementing Section 106 of the National Historic Preservation Act (16 U.S.C. 470f):

NOW, THEREFORE, the Parties agree that the undertaking shall be implemented in accordance with the following stipulations ("Stipulations"):

I. STIPULATIONS:

STB will ensure that the following measures will be carried out:

A. Archaeological Mitigation of Mees-Nochta (11S1198) Site:

1. Prior to the initiation of any construction activities at the Archaeological Site by CSX, the Data Recovery Plan entitled "The Archaeological Mitigation of the Mees-Nochta (11S1198) Site, dated May 15, 1998 by John E. Kelly, Ph.D., shall be undertaken and carried out in consultation with SHPO. If the Data Recovery Plan is completed in consultation with SHPO the undertaking will have no adverse effects upon the Archaeological Site.
2. Prior to the initiation of any construction activities, CSX shall contact John E. Kelly, Ph.D., to review the proposed borrow material areas to assess the archaeological potential of such areas. If such areas possess archaeological potential, CSX shall consult with SHPO to ensure compliance with Section 106 and Illinois SHPO Guidelines for Archaeological Reconnaissance Surveys/Reports. If such areas are determined not to possess archaeological potential, CSX shall notify SHPO of its determination in writing and CSX may proceed with the removal of the borrow material.

B. 75th Street Tower, Chicago

Prior to demolition of the 75th Street Tower, CSX will perform the following measures:

1. The 75th Street Tower, its interlocking machinery and related appurtenances shall be documented to Level III of the Illinois HABS/HAER Standards, dated July 1995. Documentation shall include written description and large format photography (4" x 5") of the tower and its interlocking machinery sufficient to define the condition and operation of the interlocking functions at this location. A sketch plan shall be prepared to define the context of the tower and its relationship to the tracks that it served. An original archival and three (3) microfiche copies shall be prepared and submitted to SHPO.
2. The interlocking machinery, train board and related appurtenances within the tower building shall be made available to an appropriate railroad or historical museum that will agree to preserve them in a manner that retains their historical integrity and provide an educational interpretation of their railroad function in an exhibit accessible to the public. The museum screening process and the proposed museum shall be reviewed with SHPO prior to the selection of the museum. CSX shall carefully dismantle the equipment under the supervision of an historical architect or industrial historian who shall inventory and mark such equipment in a manner that will enable it to be reassembled in a historically accurate manner. CSX shall crate the equipment so that it can be moved to the selected museum without damage. CSX shall deliver the equipment to the loading dock of the selected museum and notify SHPO that it has completed this donation.

II. ADMINISTRATIVE CONDITIONS:

- A. All stipulations shall be undertaken and completed within one hundred sixty (160) days from the date of STB approval of the RCA.

B. While archaeological investigations at the Archaeological Site indicate that there is no evidence of human remains at the Archaeological Site, if burials are discovered during execution of the Data Recovery Plan, work shall immediately cease, the St. Clair County coroner shall be notified and SHPO shall be consulted to ensure compliance with the Human Skeletal Remains Protection Act (20 ILCS 3440, 17 IAC 4170) and the Native American Graves Protection and Repatriation Act ("NAGPRA").

C. Should any changes occur in the RCA's undertakings that could have an effect on properties listed in or eligible for the National Register, CSX shall consult with STB and SHPO prior to the implementation of such changes to determine the effect of the changes on historic properties and to devise measures to mitigate any adverse effects in accordance with 36 CFR 800.5. STB shall notify the Council regarding any additional determinations of effect and mitigative measures agreed upon by the STB and SHPO.

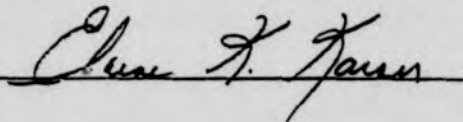
D. In the event a dispute arises in connection with the implementation of the Stipulations, the Parties shall consult to resolve the matter. If STB determines that the dispute cannot be resolved, STB shall forward all relevant documentation to the Council and request the further comments of the Council pursuant to Section 800.6.

III. COUNCIL ACCEPTANCE

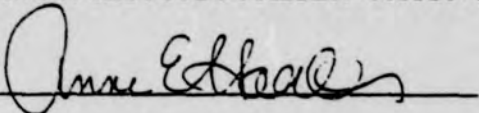
Execution of this Agreement by the Parties and acceptance of its terms and conditions by the Council evidence that STB has afforded the Council an opportunity to comment on the undertaking and its effect on historic properties and that STB has taken into account the effects on historic properties.

AGREED:

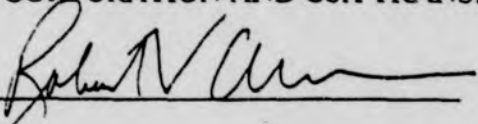
SURFACE TRANSPORTATION BOARD

By:  Date: 9/29/98

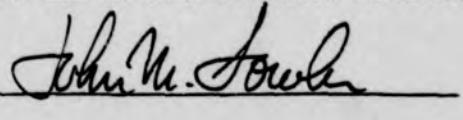
ILLINOIS HISTORIC PRESERVATION AGENCY

By:  Date: 8-28-98

CSX CORPORATION AND CSX TRANSPORTATION, INC.

By:  Date: 9-15-98

ACCEPTED for the ADVISORY COUNCIL ON HISTORIC PRESERVATION

By:  Date: 2/18/99

STB

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33388

3-3-99

K

FEDS

**Advisory
Council On
Historic
Preservation**

**ENVIRONMENTAL
DOCUMENT**



The Old Post Office Building
1100 Pennsylvania Avenue, NW, #809
Washington, DC 20004

FEB 19 1999

Ms. Elaine K. Kaiser
Chief, Environmental Analysis Section
Surface Transportation Board
The Mercury Building
1925 K St. NW
Washington, DC 20243

REF: STB Docket No. 33388, Memorandum of Agreement for treatment of historic properties for Railroad Control Application of CSX Corporation and CSX Transportation, Inc.

Dear Ms. Kaiser:

Enclosed is a copy of the executed Memorandum of Agreement for the referenced project. By carrying out the terms of the Agreement, the Surface Transportation Board will have fulfilled its responsibilities under Section 106 of the National Historic Preservation Act and the Council's regulations.

We appreciate your cooperation in reaching this Agreement. If you have any questions, do not hesitate to call me at 202-606-8554.

Sincerely,

Tom McCulloch, Ph.D.
Office of Planning and Review

Enclosure

Administratively Confidential

Memorandum of Agreement
Surface Transportation Board
CSX Corporation and CSX Transportation, Inc.
Illinois Historic Preservation Agency and
Advisory Council on Historic Preservation
Pursuant to 36 CFR 800.6(a)

THIS MEMORANDUM OF AGREEMENT ("MOA") entered into this _____ day of _____, 1998, by and among the Surface Transportation Board ("STB"), the CSX Corporation and CSX Transportation, Inc. ("CSX"), Illinois Historic Preservation Agency ("SHPO") (Collectively, hereinafter the "Parties") and accepted by the Advisory Council on Historic Preservation (the "Council").

WITNESSETH:

WHEREAS, Section 106 of the National Historic Preservation Act, 16 U.S.C.470f (the "Act") requires a federal agency head with jurisdiction over a federally assisted undertaking to take into account the effects of an undertaking on properties included in or eligible for the National Register of Historic Places (the "National Register") and, prior to approval of an undertaking, to afford the Council a reasonable opportunity to comment on the undertaking; and

WHEREAS, on June 23, 1997, a consolidated Railroad Control Application ("RCA") was filed with the Surface Transportation Board (STB) under 49 U.S.C. 11323-25 by CSX Corporation, and CSX Transportation, Inc. ("CSX"); Norfolk Southern Corporation, and Norfolk Southern Railway Company ("NSRC"); and Conrail Inc. and Consolidated Rail Corporation ("CONRAIL"), jointly seeking authority for NSRC and CSX to acquire control of CONRAIL, and for the subsequent division of CONRAIL'S assets ("CONRAIL ACQUISITION"), Finance Docket No. 33388); and

WHEREAS, CSX pursuant to said RCA proposes various activities to implement the acquisition, involving properties eligible for listing on the National Register; and

WHEREAS, the construction of a new railroad connection in Caseyville, Illinois ("EXERMONT CONNECTION") will have an adverse effect on Mees-Nochta (11S1198), ("the Archeological Site"); and

WHEREAS, Phase II archeological testing has been conducted at the Archeological Site and the results of said testing and a proposed Data Recovery Plan have been reviewed and approved by SHPO; and

WHEREAS, the 75th Street Tower in Chicago, Illinois is no longer in use, and while its disposition is not an undertaking of the RCA before STB, CSX with the concurrence of STB has included the future disposition of this resource in its consultation with SHPO; and

WHEREAS, STB and CSX have consulted with SHPO pursuant to 36 CFR Part 800, regulations implementing Section 106 of the National Historic Preservation Act (16 U.S.C.470f):

NOW, THEREFORE, the Parties agree that the undertaking shall be implemented in accordance with the following stipulations ("Stipulations"):

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1. The 75th Street Tower, its interlocking machinery and related appurtenances shall be documented to Level III of the Illinois HABS/HAER Standards, dated July 1995. Documentation shall include written description and large format photography (4" x 5") of the tower and its interlocking machinery sufficient to define the condition and operation of the interlocking functions at this location. A sketch plan shall be prepared to define the context of the tower and its relationship to the tracks that it served. An original archival and three (3) microfiche copies shall be prepared and submitted to SHPO.

2. The interlocking machinery, train board and related appurtenances within the tower building shall be made available to an appropriate railroad or historical museum that will agree to preserve them in a manner that retains their historical integrity and provide an educational interpretation of their railroad function in an exhibit accessible to the public. The museum screening process and the proposed museum shall be reviewed with SHPO prior to the selection of the museum. CSX shall carefully dismantle the equipment under the supervision of an historical architect or industrial historian who shall inventory and mark such equipment in a manner that will enable it to be reassembled in a historically accurate manner. CSX shall crate the equipment so that it can be moved to the selected museum without damage. CSX shall deliver the equipment to the loading dock of the selected museum and notify SHPO that it has completed this donation.

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A. All stipulations shall be undertaken and completed within one hundred sixty (160) days from the date of STB approval of the RCA.

B. While archaeological investigations at the Archaeological Site indicate that there is no evidence of human remains at the Archaeological Site, if burials are discovered during execution of the Data Recovery Plan, work shall immediately cease, the St. Clair County coroner shall be notified and SHPO shall be consulted to ensure compliance with the Human Skeletal Remains Protection Act (20 ILCS 3440, 17 IAC 4170) and the Native American Graves Protection and Repatriation Act ("NAGPRA").

C. Should any changes occur in the RCA's undertakings that could have an effect on properties listed in or eligible for the National Register, CSX shall consult with STB and SHPO prior to the implementation of such changes to determine the effect of the changes on historic properties and to devise measures to mitigate any adverse effects in accordance with 36 CFR 800.5. STB shall notify the Council regarding any additional determinations of effect and mitigative measures agreed upon by the STB and SHPO.

D. In the event a dispute arises in connection with the implementation of the Stipulations, the Parties shall consult to resolve the matter. If STB determines that the dispute cannot be resolved, STB shall forward all relevant documentation to the Council and request the further comments of the Council pursuant to Section 800.6.

III. COUNCIL ACCEPTANCE

Execution of this Agreement by the Parties and acceptance of its terms and conditions by the Council evidence that STB has afforded the Council an opportunity to comment on the undertaking and its effect on historic properties and that STB has taken into account the effects on historic properties.

AGREED:

SURFACE TRANSPORTATION BOARD

By: Chun F. Kuan

Date: 9/29/98

ILLINOIS HISTORIC PRESERVATION AGENCY

By: Anna Edwards

Date: 8-28-98

CSX CORPORATION AND CSX TRANSPORTATION, INC.

By: Robert V. Allen

Date: 9-15-98

ACCEPTED for the ADVISORY COUNCIL ON HISTORIC PRESERVATION

By: John M. Towler

Date: 2/18/99