

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

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DOCKET NO. FD 36836

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**NORFOLK SOUTHERN RAILWAY COMPANY
– ACQUISITION OF CONTROL –
NORFOLK & PORTSMOUTH BELT LINE RAILROAD COMPANY**

**REVISED MOTION FOR
PROPOSED PROCEDURAL SCHEDULE**

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March 21, 2025

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Corporation and Norfolk Southern Railway
Company**

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On February 14, 2025, Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively, “NS”) filed an application seeking authority of the Surface Transportation Board (“Board” or “STB”) for the effective control of the Norfolk & Portsmouth Belt Line Railroad Company (“NPBL”) that NS has effectively exercised for several decades (the “Proposed Transaction”). On March 14, 2025, the Board served a decision determining that the Proposed Transaction was to be considered a “significant” transaction, rather than a “minor” transaction.¹ This revised motion for a procedural schedule² is responsive to that decision.

¹ Norfolk Southern Corp. and Norfolk Southern Ry. Co. – Acquisition of Control – Norfolk & Portsmouth Belt Line Rr. Co., FD 36836, Decision No. 2 (STB served March 14, 2025) (“Decision No. 2”), slip op. at 7. In that decision, the Board also directed NS to indicate the year to be used for the impact analysis required in a significant transaction, which NS hereby states is to be the calendar year 2023 due to the unavailability of the 2024 STB waybill data at this time. However, if the STB 2024 waybill data becomes available in time for use in this proceeding, NS would prefer to use 2024 as the base year.

² NS had previously filed a motion, designated as NS-3, proposing a procedural schedule for adoption by the Board. That procedural schedule, however, was premised on the assumption that the transaction under consideration would be determined to be a minor transaction, not a significant transaction.

As stated above, in Decision No. 2, also published in the Federal Register on March 14, 2025,³ the Board determined that the Proposed Transaction would be considered by the Board as a significant transaction.⁴ The Board stated that it would consider the application that NS filed on February 14, 2025 as the prefiling notification normally required as an element of the procedural requirements typically required of a significant transaction.⁵ The Board directed NS to file, no later than March 21, 2025, a revised procedural schedule that reflects the Board’s determinations made in Decision No. 2. NS hereby submits that revised proposed procedural schedule.

The proposed procedural schedule should be adopted. It reflects the procedural schedule originally proposed by the Board in CSX Corp. and CSX Transportation, Inc. et al. – Control and Merger – Pan Am Systems, Inc. et al., FD 36472, Decision No. 2 (STB served April 22, 2021) (“CSXT/Pan Am”). Furthermore, because the proposed acquisition of control will not result in either operational changes that would exceed any of the thresholds in 49 CFR 1105.7(e)(4) or (5),⁶ no environmental assessment is required or accounted for in the proposed procedural schedule. 49 CFR 1105.6(c)(1)(i).

NS proposes that the Board issues a decision adopting the following procedural schedule:

³ Norfolk Southern Corp. and Norfolk Southern Ry. Co. – Acquisition of Control – Norfolk & Portsmouth Belt Line Rr. Co., 90 Fed. Reg. 12440 (March 14, 2025).

⁴ The Board stated that its initial “classification of the Proposed Transaction as significant should not be read to suggest how the Board might ultimately assess and weigh the effects of the transaction under 49 U.S.C. 11324(d) after development of a more complete record.” Decision No. 2, at 7, note 6.

⁵ Id.

⁶ The Board has waived the requirements of 49 CFR 1180.8(b), which otherwise would have required a more detailed operating plan than is required for minor applications. The Board did so in recognition that there will be no change from current operations or in existing traffic volumes should the Board approve the Proposed Transactions. Id. at 8.

F + 0	Revised Application filed. ⁷
F + 30	Board notice of acceptance of the Revised Application to be published in the Federal Register. Discovery may begin.
F + 40	Notices of intent to participate in the Proceeding are due.
F + 60	Descriptions of anticipated responsive, including inconsistent, applications due. Petitions for waiver or clarification with respect to such applications due. All comments, protests, requests for conditions, and any other evidence and argument in opposition to the Revised Application or Related Transactions due, including filings by the U.S. Department of Justice (DOJ) and the U.S. Department of Transportation (USDOT).
F + 90	Responsive, including inconsistent, applications due.
F + 135	Responses to comments, protests, requests for conditions, other opposition due, including to DOJ and USDOT filings. Responses to responsive, including inconsistent, applications due. Rebuttal in support of the Application due. Discovery Closes.
F + 165	Rebuttal in support of responsive, including inconsistent, applications due.
TBD	Public hearing (if necessary). ⁸
F + 180	Final briefs due. (Close of the evidentiary record.)
F + 270	Final decision served, 90 days after the date of the closing of the evidentiary record in the Proceeding.
F + 300	Date by which a final decision will become effective, 30 days after it is served.

⁷ The prefiling notification must be submitted between 2 to 4 months prior to the proposed filing of an application in a significant transaction. 49 CFR 1180.4(b)(1). Because the application filed on February 14, 2025 is to be considered the prefiling notification, the application to be submitted in this Proceeding should be filed between April 14, 2025 and June 14, 2025. The Board directed NS to include in this pleading the approximate filing date of the supplement that will perfect the application, which NS anticipates will be on or shortly before June 14, 2025.

⁸ NS does not believe that a public hearing will be required, but 49 U.S.C. 11324(a) provides that the Board will hold a public hearing unless it determines that it would not be necessary in the public interest. Because that determination has not yet been made, NS accommodates such a public hearing in the proposed procedural schedule.

NS continues to believe that the issues involved in this proceeding are well known to the host of potential participants, and the Board. NS has proposed a revised procedural schedule that provides a reasonable time for the development and submission of comments and any potential responsive or inconsistent application. Publication of a procedural schedule as set forth above ensures that interested parties will have the ability to present their arguments without unduly delaying a decision in this matter.

Respectfully submitted,

/s/ William A. Mullins

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Attorneys for Norfolk Southern Corporation
and Norfolk Southern Railway Company

March 21, 2025

CERTIFICATE OF SERVICE

I certify that, on March 21, 2025, in keeping with 49 CFR §1180.4(c)(5), I have caused to be served a copy of the forgoing Revised Motion for Proposed Procedural Schedule upon the Governor (or Executive Officer), Public Service Commission, and the Department of Transportation of each State in which NS and NPBL are situated; upon the Secretary of the Department of Transportation, the Attorney General of the United States, and the Federal Trade Commission, and upon each Party of Record in this Proceeding.

/s/ William A. Mullins
William A. Mullins

Attorney for Norfolk Southern Corporation and
Norfolk Southern Railway Company