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December 12, 2012

Ms. Victoria Rutson
Director, Office of Environmental Analysis
395 E Street, SW
Washington, DC 20423-001

RE: **Finance Docket No. 35522 CSX Transportation, Inc.—Acquisition of
Easement—Grand Trunk Western Railroad Company**

Dear Ms. Rutson:

Since service of the Draft Environmental Assessment (the “Draft EA”) on October 5, 2012 in the above-entitled proceeding, CSX Transportation, Inc. (“CSXT”) has continued its efforts to explain its acquisition of a perpetual operating easement over approximately 22.37 miles of Grand Trunk Western Railroad Company’s (“GTW”) Elsdon Subdivision between the connection with CSXT at Munster, IN, milepost 31.07, and Elsdon, IL, milepost 8.7 (the “Elsdon Line”), referred to as the “Proposed Transaction,” to local officials and groups. This letter updates you on those meetings and presents CSXT’s views on the comments filed in response to the Draft EA.

Outreach Meetings

On October 23, 2012, CSXT met with officials of Evergreen Park and the 19th Ward of Chicago, including State Senator Ed Maloney, State Representative Bill Cunningham, and State Representative Kelly Burke and discussed traffic congestion, noise, and emergency responders. This meeting was follow up to a meeting conducted with State Senator Ed Maloney on September 19th and other members of the Illinois General Assembly over the summer of 2012. The purpose of the discussion was to have personnel from the consultant HDR Inc., and CSXT to answer questions about the Draft EA in person. First contact with all of the above was made in December 2010 or May 2011. CSXT then met with Christ Advocate Hospital on June 26, 2012; executive board members of the Village of Evergreen Park Chamber of Commerce on July 27, 2012; and Little Company of Mary Hospital on August 16, 2012. In each of the meetings, CSXT committed to working with communities to address concerns as CSXT has over the years as a member of the community.

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On October 25, 2012, CSXT met with State Senator Jacqueline Collins concerning traffic delays at 79th Street.

On November 5, 2012, CSXT met with the Evergreen Park Board of Trustees. CSXT discussed the importance and history of train operations in the Chicago Terminal to the national interest of the United States and provided a history of CSXT's current operations in Evergreen Park. Issues discussed that are specific to the Proposed Transaction included first responder response time and alternatives for notifying first responders that trains were operating through Evergreen Park of were about to enter Evergreen Park, including closed circuit television. CSXT previously met with Evergreen Park Mayor Jim Sexton in May 2011 to discuss train counts and potential mitigation.

On November 8, 2012, CSXT met with State Representative Bob Rita concerning quiet zones in Blue Island.

On November 9, 2012, CSXT met with Chicago Ward Alderman Lona Lane concerning traffic delays at 79th Street.

In addition, CSXT has continued discussions with Christ Advocate Hospital and Little Company of Mary Hospital, as well as first responders along the Elsdon Line.

Comments

CSXT has reviewed ten comments that the Surface Transportation Board (the "STB") received on the Proposed Transaction, including nine comments on the Draft EA and one concerning the Application. Following is a summary of each comment and CSXT's views on the appropriate response.

City of Blue Island, IL ("Blue Island"). Blue Island contends that the number of trains to be rerouted to the Elsdon Line through Blue Island would increase by 20 to 30 trains per day. Blue Island points out that about 150 trains per day currently travel through Blue Island over 23 grade crossings with each train passing over a minimum of four crossings.¹ Blue Island contends that it would not be able to absorb the additional noise pollution from the 20 to 30 trains per day that CSXT would reroute to the Elsdon Line. Blue Island states that it cannot afford to construct quiet zones ("QZs"), and instead requests a special exemption for whistle blowing within the corporate limits of Blue Island.

In response, CSXT notes that the Elsdon Line is one of seven rail lines running through Blue Island, and railroad traffic from the 150 trains per day is spread over all of these railroad lines, including several commuter routes. The Proposed Transaction would reroute 19 trains per

¹ CSXT cannot independently confirm that there are 150 trains per day running through Blue Island.

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day to the Elsdon Line through Blue Island (not the 20 to 30 trains per day suggested by Blue Island). The number of additional trains traveling through Blue Island would not be as great as projected by Blue Island because 16 of the 19 trains currently travel through Blue Island on the Baltimore & Ohio Chicago Terminal Railroad Company ("B&OCT") line between West 127th Street and the eastern boundary of Blue Island at the Little Calumet River.

Moreover, a majority of the Elsdon Line in Blue Island is in GTW-05, a designated QZ over two at-grade crossings. A small area south of the Calumet River is in GTW-04 and is not a QZ. This would be the only area of concern for horn noise with five at-grade crossings affected. OEA recognized the potential for noise issues in the Draft EA and CSXT proposed voluntary mitigation numbers ("VMN") 39-43 (Draft EA pages 4-7 and 4-8) to address horn noise, which OEA included in the Draft EA. In addition, CSXT commits to assist and support Blue Island in developing and seeking funding to develop a QZ in GTW-04 under 49 CFR Part 222 Subpart C. To that end, CSXT has met with Representative Rita and the Illinois Commerce Commission and has discussed the issue with the Federal Railroad Administration. CSXT also advises OEA that under 49 CFR §222.15(b) Blue Island may file a request for waiver with the Federal Railroad Administration of Use of Locomotive Horns at Public Highway-Rail Grade Crossings required under 49 CFR Part 222.

Chicagoland Chamber of Commerce (the "CCC"). CCC supports the Proposed Transaction. CCC does not have any comments on the environmental effects of the Proposed Transaction.

Since CCC has not raised any issues concerning the environmental effects of the Proposed Transaction, CSXT has no comments.

Environmental Law & Policy Center ("ELPC"). ELPC contends that a portion of the Elsdon Line between Thornton Junction and CN Junction, IL should be used as a reroute of Amtrak's Cardinal. ELPC asks OEA to examine the effect of the proposed reroute on CSXT's operations. ELPC also requests that a condition be imposed on the Proposed Transaction directing CSXT "to provide access over" the portion of the Elsdon Line between Thornton Junction and CN Junction, IL "to Amtrak." Specifically, ELPC requests "that Voluntary Measure 7 be rewritten to state that 'CSXT shall work with Amtrak on transferring its relationship on the Elsdon Line from GTW to CSXT and rerouting Amtrak's Cardinal trains onto this line and incorporating such into CSXT's Operating Agreement with Amtrak.'"

CSXT contends that the analysis and the concerns raised by ELPC are speculative at best and that the suggested changes to VMN 7 are unnecessary.

First, the rerouting of the Amtrak Cardinal between Thornton Junction and CN Junction is not related to the Proposed Transaction. GTW has notified Amtrak that upon consummation of the Proposed Transaction that any Amtrak operations over the Elsdon Line would no longer

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be governed by the agreement between Amtrak and GTW. CSXT and GTW agreed that upon consummation of the Proposed Transaction, any of Amtrak's continued operation over the Elsdon Line would be governed by the master agreement between CSXT and Amtrak.

Second, Amtrak has not sought the analysis or condition requested by ELPC. Even though there are plans to permanently reroute the Cardinal in the Chicago Terminal, the temporary reroute of Amtrak's Cardinal over the Elsdon Line between Thornton Junction and CN Junction is speculative. Amtrak has not approached CSXT about the use of a portion of the Elsdon Line. Moreover, CSXT and Amtrak are continuously engaged in discussions about Amtrak's operations over CSXT's railroad lines. Indeed, the Board is well aware of the result of certain discussions and agreement between CSXT and Amtrak that led to the lease by Amtrak of CSXT's Hudson Line in New York which includes (1) a line owned by CSXT between the westbound signal at Hoffmans, NY, milepost 169.77, and Poughkeepsie, NY, milepost 75.7, exclusive of certain defined properties, e.g., the freight yard in Hudson, NY and sidetracks, and (2) all facilities of CSXT that are used in the operation of the Amtrak-owned "Post Road" line of railroad between approximately milepost 187.4 in Niverville, NY and milepost 199.5 in Rensselaer, NY. *See National Railroad Passenger Corporation and CSX Transportation, Inc.—Petition For Declaratory Order*, STB Docket No. FD 35675 (served October 16, 2012).

In the Draft EA, OEA proposed VMN 7 requiring CSXT to work with Amtrak on transferring its relationship on the Elsdon Line from GTW to CSXT. Because of VMN 7 and for the reasons mentioned above, CSXT believes that the additional analysis and condition requested by ELPC have not been justified and are not required. VMN 7 satisfies the issues raised by ELPC.

Illinois Environmental Protection Agency ("IL EPA"). The IL EPA submitted a statement in response to the Draft EA stating that it "has no comments or objections to the proposed project."

Since IL EPA has not raised any issues concerning the environmental effects of the Proposed Transaction, CSXT has no comments.

Indiana State Historic Preservation Officer ("INSHPO"). The INSHPO had no comments concerning the Proposed Transaction. INSHPO does request compliance with state law "If any archaeological or human remains are uncovered during earthmoving activities."

CSXT would not engage in any earthmoving activities in Indiana as a result of the Proposed Transaction.

Little Company of Mary Hospital ("Hospital"). The Hospital is located at 2800 West 95th Street about 0.3 miles east of the Elsdon Line. The Hospital is concerned that the increased train traffic on the Elsdon Line would cause vehicle delays that would result in the delay of

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physicians, patients, staff, and emergency responders in reaching the Hospital.

CSXT is very concerned with timely emergency access to the Hospital. However, OEA took the delay of emergency responders into account when it prepared the Draft EA. The Draft EA, concluded that the longest the Proposed Transaction would block the at-grade crossing at 95th Street would be the 2.5 minutes it would take for a CSXT train to clear the crossing. No trains would stop here.

However, the Proposed Transaction would affect access to Advocate Christ Medical Center and Little Company of Mary Hospital, which are both located on 95th Street, since there is no grade separation near these hospitals. As the analysis presented in the Draft EA indicates, the longest the Proposed Transaction would block the at-grade crossing at 95th Street would be 2.5 minutes. In addition, any delay as a result of trains blocking the crossing at 95th Street would be limited as no trains would stop at any at-grade crossing as a result of the Proposed Transaction. Metro South Medical Center is located at 129th Street in Blue Island. Although trains could potentially block the at-grade crossing at 127th Street up to 2.5 minutes, this hospital is also located close to the grade separation at Vermont Street. Therefore, the Proposed Transaction would not tend to affect emergency responders heading to or from Metro South Medical Center. Although the Proposed Transaction could potentially affect emergency access for police and fire vehicles, the communities along the Elsdon Line maintain mutual aid agreements and other forms of intergovernmental agreements to contact each other in the event of blocked at-grade crossings.

Because the City of Chicago is the busiest portion of the Elsdon Line, public at-grade crossings in the city were analyzed. The City of Chicago has defined certain at-grade crossings as 911 crossings (i.e., primary routes for emergency responders). The City of Chicago and several railroads, including CSXT, signed a Memorandum of Understanding (MOU) on January 17, 2002, which is currently in effect. Under this MOU, CSXT calls the Office of Emergency Communications when a train will block a 911 crossing for 10 minutes or more and again when the train has cleared the at-grade crossing. In addition, CSXT and the Office of Emergency Communications prepare and submit four summaries per year to the Commissioner describing the location and cause of each obstruction. Based on this information, the Commissioner can add or delete crossings identified as primary routes for emergency responders. Additionally, CSXT has proposed voluntary mitigation (VMN 37) where CSXT would notify Emergency Services Dispatching Centers for communities along the affected segments of all crossings blocked by trains that are stopped and may be unable to move for a significant period of time for reasons beyond CSXT's control. CSXT has agreed to work with affected communities to minimize emergency vehicle delay by maintaining facilities for emergency communication with local Emergency Response Centers through a dedicated toll-free telephone number.

In Table 3.1-18 of the Draft EA, 95th Street is defined as a 911 crossing. Under the Proposed Transaction, trains would not stop on the Elsdon Line, which would reduce the

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potential for blocked at-grade crossings. Moreover, in the most congested region, the City of Chicago, CSXT has 911-designated at-grade crossings, further reducing the potential for blocking the roadways for emergency responders. In addition, the only at-grade crossing that would experience some effects on delay (79th Street) has not been identified as a primary route for emergency responders.

Moreover, OEA recommended adoption of CSXT's proposed VMN 6 and 37. In addition, OEA proposed mitigation measure No. ("MMN") 2 requiring CSXT to provide a closed circuit television (or comparable system) so that train movements could be predicted and emergency responders notified. CSXT is agreeable to VMN 6 and 37 and to implementing MMN 2, and has met with the Hospital (and other hospitals in the vicinity of the Elsdon line) and emergency responders to develop the proper system. CSXT intends to provide the proper system in order to alert the appropriate first responders as designated by the affected community.

Northeast Illinois Regional Commuter Railroad Corporation ("Metra"). Metra is concerned with the potential for delays to its SouthWest Service Line that crosses the Elsdon Line at Ashburn, IL. The SouthWest Service Line operates over a line of the Norfolk Southern Railway Company ("NS"). NS dispatches the SouthWest Service Line. Metra is concerned that additional delays would occur at the at-grade crossing of the IHB line at Chicago Ridge and at Ashburn on the Elsdon Line because of the increase in traffic proposed by CSXT.

Metra is also concerned that CSXT trains operating on the Elsdon Line would block crossings when they are held to allow a Metra train to operate through the Ashburn crossing.

Metra also suggests that the Villa Grove Subdivision between Dolton and Thornton Junction, IL, that it is considering using for what it calls SouthEast Service in the indefinite future, would have reduced capacity.

As a result of its concerns about delay of its SouthWest Service Line trains, Metra requests that the Board impose two conditions (1) that CSXT evaluate the feasibility of a railroad to railroad grade separation at Ashburn, and (2) monitoring of Metra delays at Ashburn and Chicago Ridge for at least three years, and requiring CSXT to take corrective action if the delays increase by limiting the length of freight trains, creating grade separations, or other unspecified measures.

With respect to the potential future SouthEast Service, Metra requests that the Board impose a condition that CSXT commit to evaluate and mitigate any reduced capacity to operate the SouthEast Service on the Villa Grove Subdivision.

In response, CSXT notes that there are existing protocols for modifying and monitoring relations and operations of freight railroads and commuter railroads in the Chicago area. In 2000, the passenger and freight railroad industry formed the Chicago Transportation

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Coordination Office (“CTCO”) to maximize the communications between and operations of the railroads in Chicago. Since the implementation of the CTCO, over 100 new Metra trains have been added to the system. In addition, rail freight traffic has increased by at least 10%.

CTCO is composed of full time representatives from the Chicago railroads, including CSXT and Metra at the superintendent level, who are in charge of the day to day operation of trains throughout the Chicago Terminal. There are daily reports to Metra about operations and Metra delays. CSXT operating personnel discuss and resolve operating issues with Metra everyday under the umbrella of CTCO. In addition, CTCO reports to the Chicago Planning Group (“CPG”), which the passenger and freight railroads in Chicago created. The CPG is composed of Vice Presidents of the members, including CSXT. CPG meetings are held on-site in Chicago on a quarterly basis where trouble shooting, fluidity of operations, and safety are reviewed. In addition, the City of Chicago, State of Illinois, Association of American Railroads, and Federal Highway Administration attend the meetings. Growth in freight rail traffic and Metra aspirations are handled through a regular review process and any issues are then resolved at CTCO. CTCO monitors freights, passenger and commuter train traffic in the Chicago Terminal by using an integrated track display panel and through the use of common data protocols. CSXT does not expect any impacts to commuter rail service at the Ridge and Ashburn crossings as a result of the Proposed Transaction because Metra trains will have priority on the Elsdon Line. Under the Proposed Transaction, a freight train would be held off of the Elsdon Line until it can move through the Ashburn crossings without stopping. Also the effects of the increase in the number of freight trains at the Ashburn crossing would be offset to some extent by the reduction in freight train movements at the Ridge crossing and the priority that Metra trains have over these rail/rail crossings.

CTCO is the entity that formed the Chicago Region Transportation and Efficiency Plan (“CREATE”) in 2003. CREATE is comprised by 70 engineering projects to reduce vehicular and railroad congestion and is deemed a project of national significance (to date 29 projects have either been completed or under construction with several more in advanced stages of engineering).

Thus, there are existing protocols in place to monitor and resolve delays to Metra caused by freight railroads. CTCO and CPG also have been involved in the successful expansion of Metra’s operations. CSXT does not believe that the imposition of an additional regulatory layer, as suggested by Metra, which did not even mention or explain CTCO and CPG in its comment, would result in any benefit, much less a benefit that would outweigh the costs that Metra proposes be added to railroad operations. It is difficult for CSXT to discern any benefit of collecting data and reporting it to the Board on a monthly or annual basis when the same data is acquired daily and discussed with Metra in real time so that problems can be immediately resolved.

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Moreover, as Metra has noted, a rail to rail grade separation would be constructed at Chicago Ridge. This is CREATE Project P7. Therefore, in CSXT's view, Metra's request that the Board monitor Chicago Ridge traffic is unnecessary since a grade separation would be constructed under CREATE. Moreover, if a grade separation is required at Ashburn, IL, it is more appropriate for the matter to be decided by CREATE, which has been tasked with improving passenger service in the Chicago area. There is a system in place in Chicago for responding to requests from Metra. This system has been very successful to date. Metra is now asking the Board to add another bureaucratic layer to the on the ground systems that already exist by seeking Board oversight of the Ashburn at-grade crossing. CTCO, CPG, and CREATE already exist to resolve those types of issues. The condition sought by Metra would result in a duplicate overview by the Board, without the operating expertise and experience that CTCO, CPG and CREATE have developed over the years. Moreover, the process that Metra proposes before the Board would be costly and time consuming because of the reporting required, the hearings the Board might hold, and the decisions that the Board would have to make, all of which duplicates CTCO, CPG and CREATE. CSXT does not believe that adding the Board to the CTCO, CPG, and CREATE processes is appropriate or cost effective.

With respect to the SouthEast Service over the Villa Grove Subdivision (See the Draft EA pages 2-4 to 2-5 for a description), CSXT points out that the service is speculative at best at this time. Moreover, as a result of the Proposed Transaction, CSXT intends to reroute trains from the Villa Grove Subdivision (nine per day south of Thornton Junction and about 11 per day north of Thornton Junction) to the Elsdon Line, thus increasing the capacity of the Villa Grove Subdivision. CSXT is unaware of any plans to reduce the capacity of the Villa Grove Subdivision. In addition, the Villa Grove Subdivision is jointly owned by CSXT and the Union Pacific Railroad Company ("UP"). When Metra's plans for the SouthEast Service become definite, CSXT believes that Metra can and will make use of CTCO and CREATE. However, since Metra would propose to use the joint CSXT-UP line, CSXT emphasizes that Metra must negotiate and reach an agreement with CSXT and UP before Metra can use their jointly owned Villa Grove Subdivision.

OEA recognized the interests of Metra in the Draft EA and recommended that the Board impose CSXT's proposed VMN 8, which requires CSXT to "engage Metra in exploring all options for future service." For the reasons discussed above, CSXT contends that the CTCO, CPG and CREATE do today and will in the future be able to address any future issues that Metra would have if CSXT were to acquire and operate the Elsdon Line, and that VMN 8 proposed in the Draft EA is appropriate.

State Representative Kelly Burke ("Rep. Burke"). By letter dated November 5, 2012, Rep. Burke filed a letter with the Board. In the letter, Rep. Burke raises numerous issues that other parties have also raised. Rep. Burke is concerned with crossing delays at 95th Street, including the delay of emergency responders in reaching the Hospital (see below) and Advocate

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Christ Medical Center. The proximity of the Elsdon Line to the Evergreen Park village hall, police department, post office, library, and junior high school raise safety concerns according to Rep. Burke. Rep. Burke is also concerned that the increase of traffic on the Elsdon Line would preclude the future expansion of service of Metra's SouthWest Service Line.

These issues, which were considered and analyzed in the Draft EA are summarized below. Where appropriate, the Draft EA proposed mitigation.

The delay of emergency responders has been addressed in above-response to the comments of the Hospital. Metra service has been addressed in the above-response to Metra. The Draft EA fully analyzed traffic and grade crossing delay (Draft EA 3-1 to 3-28), rail operations and safety (Draft EA 3-28 to 3-31), rail safety (Draft EA 3-31 to 3-45), and emergency response (Draft EA 3-45 to 3-51). The Draft EA proposed VMN 1-6 and 9-21 (Draft EA at 4-3 to 4-5) and MM 2 (Draft EA at 4-8 to 4-9), which CSXT accepts, which address the concerns of Rep. Burke.

United States Environmental Protection Agency ("EPA"). EPA seeks to modify VMN 44 to require CSXT to provide the informational materials concerning railroad safety without being asked. CSXT agrees to modify VMN 44 to read as follows: "all of CSXT's informational materials concerning railroad safety will be provided to elementary, middle, and high schools within 0.5 miles of the Elsdon Line in both English and Spanish."

EPA also requests that CSXT provide EPA's Environmental Justice Coordinator with the name of CSXT's liaison to support community concerns. CSXT agrees to modify MM 4 to read as follows: "In response to concerns raised regarding noise, emergency response, and other issue areas, CSXT shall, prior to initiating the operational changes associated with the Proposed Transaction and for a period of one year following the startup of operations on the Elsdon Line, CSXT shall establish a Community Liaison to consult with affected communities, businesses, and appropriate agencies; develop cooperative solutions to local concerns; be available for public meetings; and conduct periodic outreach. CSXT shall provide the name and phone number of the Community Liaison to elected public officials, community leaders in each community through which the rail line passes, including segments GTW-01 through GTW-06 on the Elsdon Line, and the EPA's Environmental Justice Coordinator.

Village of Evergreen Park (Evergreen Park"). Evergreen Park requests that the Board implement some of the suggestions in the comments dated November 28, 2012. Evergreen Park specifically suggests that the Board impose conditions requiring: (1) CSXT to restrict the number of trains on the Elsdon Line or provide an under pass at 95th Street because the additional number of trains on the Elsdon Line would impact emergency responders ability to reach Advocate Christ Medical Center and Little Company of Mary Hospital, and respond to incidents on the west side of the Elsdon Line; (2) CSXT to install continuous welded rail and take other mitigation measures to address noise and vibration; and (3) a prohibition on train traffic in

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Evergreen Park from Monday-Friday from 6:30 -10:00 am and 3:30-7:00, except on Friday from 3:00-7:00 pm (“rush hour”) because of traffic congestion.

In response to Evergreen Park, CSXT states that there is no current restriction on the number of trains that could run over the Line. The GTW could increase the number of trains that run on the Line without seeking approval from the Board or any other agency. Under both the No-Action Alternative and the Proposed Transaction the 2018 Crossing level of service at 95th Street would remain at an A and under the Proposed Transaction would not have a vehicle delay that exceeds 40 vehicle hours per day. See Draft EA at page 3-21. Thus, a grade separation is not warranted at 95th Street. As discussed in the Draft EA at page 3-22, The Federal Highway Administration’s 2002 *Guidance On Traffic Control Devices At Highway-Rail Grade Crossings*, lists 11 criteria for consideration of grade separation and when one or more of those criteria are met or exceeded, highway/rail grade crossings should be considered for grade separation. The 95th Street crossing does not meet any of the 11 criteria.

CSXT has addressed the issues relating to emergency responders serving Evergreen Park in its response to the Hospital. In addition the Draft EA considered emergency responders at pages 3-45 to 3-51 and addressed concerns those concerns by proposing VMN 6 and 37, and MM 2.

With regard to Evergreen Park’s request that CSXT install continuous welded rail, CSXT is willing to install continuous welded rail as consistent with its rail operations and normal maintenance and replacement policies. CSXT also voluntarily agrees to VMN 39-43 in the Draft EA pages 4-7 to 4-8.

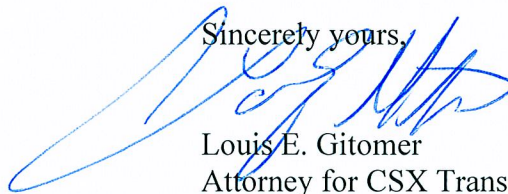
As to the prohibition on train traffic during rush hour, CSXT is would commit to using its best efforts to avoid running trains through the Evergreen Park at rush hour. However, CSXT must point out that operating a railroad is a dynamic process and that there may be times when CSXT would have to operate trains through Evergreen Park during rush hour.

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Conclusion. The Draft EA anticipated, analyzed, and addressed all of the concerns raised in the comments. The comments did not question the data or analyses made in the DEA. CSXT believes that the mitigation proposed in the Draft EA 4-3 to 4-9, which CSXT accepts, and the commitments made by CSXT in this letter fulfill the requirements that the Board consider, and mitigate where necessary, the environmental impacts of the Proposed Transaction.

If you have any questions or concerns or if you need additional information, please contact me.

Sincerely yours,



Louis E. Gitomer
Attorney for CSX Transportation, Inc.