

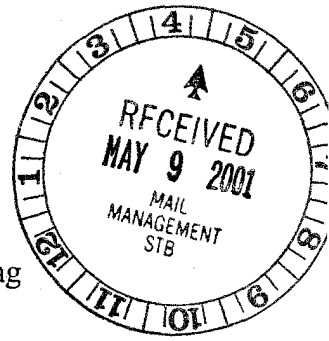
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BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

Corporation et al., Norfolk Southern Corp. et al.--Control and Operating
Leases/Agreements--Conrail Inc. and Consolidated Rail Corp.



**PETITION OF VARIOUS UNIONS AND THE
COMMONWEALTH OF PENNSYLVANIA TO RESPOND
TO NORFOLK SOUTHERN'S REPLY TO JOINT PETITION
FOR ENFORCEMENT OF ORDER, OR ALTERNATIVELY TO REOPEN
FOR ORDER DIRECTING COMPLIANCE WITH COMMITMENTS,
OR ALTERNATIVELY FOR RELIEF NOT OTHERWISE PROVIDED FOR**

The various Unions¹ and the Commonwealth of Pennsylvania, who filed a joint petition for enforcement, reopening or other relief in this proceeding with respect to NS' planned repudiation of the representations and commitments it made regarding the former Conrail Hollidaysburg Car Shop ("HCS"), hereby petition the Board for leave to file a response to the reply of Norfolk Southern Corp. ("NS") to the Joint Petition.

In support of this Petition the Unions and Pennsylvania note at the time they filed their Joint Petition on March 28, 2001, NS had expressly refused to provide the Unions with an explanation of the intended closure, beyond the vague and conclusory information in NS' press release on the subject. Now, however, NS has explained its position to the Board in its April 17, 2001 reply and the thirteen exhibits to the reply. The Unions and the Commonwealth believe that the assertions made by NSR require a response because they submit that NS's reply provides

¹ Transport Workers Union of America ("TWU") and the National Council of Firemen and Oilers/SEIU ("NCFO"), International Association of Machinists and Aerospace Workers ("IAM"), International Brotherhood of Boilermakers and Blacksmiths ("IBB") International Brotherhood of Electrical Workers ("IBEW"), Sheet Metal Workers International Association ("SMWIA") and Transportation Communications International Union ("TCU") (collectively referred to herein as "Unions")

new assertions of fact that the Petitioners believe are either incorrect or incomplete. Among other things NS has actually contended that it made no representations or commitments about retention and continued operation of the HCS, and it has relied on certain financial information not accessible to the Petitioners. With respect to the former contention, Petitioners have recently received information in connection with hearings before the Pennsylvania House of Representatives Transportation Committee, including a videotape of comments by NS CEO David Goode in Altoona, PA on "Day One", and testimony of an NS Resident Vice President in 1997, that Petitioners assert further demonstrate that NS made commitments regarding the HCS. With respect to the latter contention, Petitioners have reviewed NS' assertions regarding alleged economic factors in NS' decisionmaking. They have gathered information relating to that point that Petitioners assert demonstrates that, even if economic circumstances at the HCS could justify NS' decision to close the HCS, there has not been a significant change in economic circumstances at the HCS since the time that NS made its commitments.

Petitioners also seek to supply the Board with copies of testimony of NS' current Resident Vice President before the Pennsylvania House of Representatives Transportation Committee about NS' decision to close the HCS, and correspondence from NSR to three unions about the HCS closing— none of that information was available at the time that the Unions and the Commonwealth filed their Joint Petition.

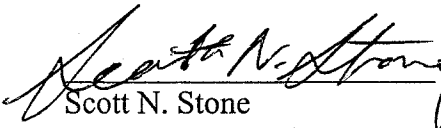
The Unions and the Commonwealth believe that the additional information that they seek to submit to the Board is highly relevant to the Board's consideration of the Joint Petition and should be available to the Board before it makes its decision. The Unions and the Commonwealth further submit that their submission of a response to NS' reply is appropriate

because, despite the Unions' express requests, NS had not provided them with any attempted justifications or data to support its action prior to their filing of the Joint Petition.

Petitioners also believe that NS will not be prejudiced by the submission of this response since it is predicated on statements and speeches made by its own officers, letters that NSR wrote to three of the Unions and data from NSR's own shop. Furthermore, Petitioners state that if NS believes that it has a need to respond to the additional evidence submitted by the Unions and the Commonwealth, they will not object to NSR's submission of a response addressed to the additional evidence filed within a time period similar to the time elapsed between the filing of NSR's Reply and Petitioners' Response.

Petitioners respectfully submit that their Joint Petition raises important questions about the Board's Order regarding the CSX/NS-Conrail transaction, the Board's preference for voluntary resolution of issues between applicants and interested parties in major consolidations, the efficacy of Board Oversight Orders and the ability of the Board to hold applicants in major rail consolidations accountable for the commitments that they make in seeking and obtaining STB approval of their transactions. For these reasons, the Unions and the Commonwealth of Pennsylvania respectfully request that they be granted leave to file a response to the Reply to their Joint Petition that was filed by NS.

Respectfully submitted,



(PSE)

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May 9, 2001



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Counsel for the Unions

CERTIFICATE OF SERVICE

I hereby certify that I have caused to be mailed copies of the foregoing Response of Various Unions and the Commonwealth of Pennsylvania To Norfolk Southern's Reply to Joint Petition for Enforcement of Order, or Alternatively to Reopen for Order Directing Compliance with Commitments, Or Alternatively for Relief Not Otherwise Provided-for by First Class Mail upon the persons listed on the current official service list in Finance Docket No. 33388. Because of the length of the service list in this proceeding representatives of the Applicants and as many other parties as possible were served by mail on May 9, 2001, other parties will be served on May 10, 2001. Washington D.C. counsel for Norfolk Southern are being served by hand on May 9, 2001.

5/9/01
Date


Richard S. Edelman