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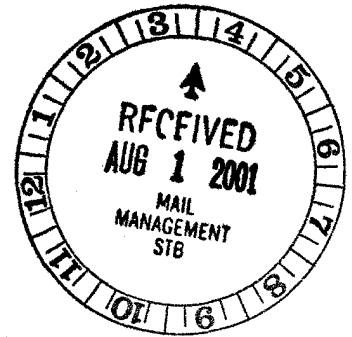
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Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388



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

**JOINT PETITION OF VARIOUS UNIONS
AND THE COMMONWEALTH OF PENNSYLVANIA
FOR ENFORCEMENT OF ORDER, OR ALTERNATIVELY TO REOPEN FOR ORDER
DIRECTING COMPLIANCE WITH COMMITMENTS,
OR ALTERNATIVELY FOR RELIEF NOT OTHERWISE PROVIDED-FOR
**REPLY OF VARIOUS UNIONS
AND THE COMMONWEALTH OF PENNSYLVANIA TO
NORFOLK SOUTHERN CORPORATION'S
MOTION FOR LEAVE TO FILE A REPLY TO THEIR REPLY
TO NORFOLK SOUTHERN RESPONSE TO DECISION NO. 186****

The Unions¹ and the Commonwealth of Pennsylvania ("Petitioners"), oppose the motion of Norfolk Southern Corp. ("NS") for leave to submit an additional filing in the matter concerning its plans to close the Hollidaysburg Car Shop ("HCS"). Petitioners respectfully submit that an additional filing by NS is inappropriate given the nature of the Board's Order in Decision No. 186, the history of filings in this matter, and the lack of significance of the material NS proposes to submit. Alternatively, if the Board allows NS to file the additional material, Petitioners respectfully submit that they should be allowed to respond to NS' latest filing. In that event, petitioners further submit that the record should then be closed, with an equal number of filings per side, so that the Board can move quickly to rule on the Petition, since NS has stated

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")

that it plans to act on October 1, 2001, unless the Board orders it not to do so.

Petitioners submit that NS' motion fails to demonstrate that it should be allowed to make a fourth filing in this matter. Not only have the parties each had the opportunity to make three filings concerning the Joint Petition, the Board gave NS the opportunity to supplement the record after the Board initially determined that NS' response to the Joint Petition was unpersuasive. Furthermore, NS was allowed an additional two weeks to respond to Decision No. 186. NS had three months from the date of filing of the Joint Petition, six weeks from the filing of the Petitioners' response to NS' reply, and over a month from the issuance of Decision No. 186 to respond to Petitioners' arguments and the Board's show cause order. Since the Board's Order essentially placed a burden on NS to defend its plans, NS had every reason to say whatever it had to say and to produce any evidence it believed would support its position.

Nor can NS claim that the reply evidence Petitioners submitted was improper, or that NS was unfairly surprised by the Petitioners' evidence and arguments on these issues. Since the Board's Decision No. 186 essentially found NS' arguments generally unpersuasive, and since the Board allowed the filing of replies, NS should have said whatever it needed to say to support its claims, and there was nothing improper in Petitioners' filing responsive evidence.

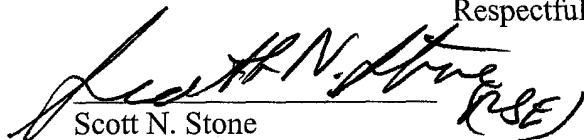
With regard to the issue of insourcing work that NS could have done in 2000 and would have been able to do in 2001, Petitioners had already argued that NS had given up or ignored work that could have been done at the HCS, and NS' response to Decision No. 186 included a long argument addressing that issue, so NS should not have been surprised that the Petitioners' reply included evidence on that issue. Similarly, Petitioners had already asserted that NS appeared to rely on "creative accounting" (May 9 filing at 11 n. 2), so NS can not claim that it was unfairly surprised by the argument in Petitioners' reply to NS' response to Decision No. 186

that NS' accounting regarding the HCS seems questionable and without substantiation-- since it appeared that NS counted insourcing labor costs twice and included unexplained labor costs.

NS has suggested that the Petitioners somehow waived the right to submit additional evidence when their May 9 reply to NS's first filing did not answer NS' claims regarding additional insourcing work or challenge NS' accounting for the HCS. The short answer to this argument is that the Board allowed replies to NS' response to Decision No. 186 without any restrictions. However, Petitioners also note that the May 9 filing was a reply to NS' reply filed April 17. Petitioners were not replying as of right, but on motion to leave to file. They therefore focused on the most important points, while noting their differences with NS with respect to the relevance and accuracy of NS' claims of good faith in seeking insourcing work and of financial losses at the HCS. May 9 filing at 10, 11, 14-15.

For all of these reasons, Petitioners respectfully submit that NS' motion for leave to file its reply and additional evidence should be denied. However, if the Board does allow NS' fourth filing, Petitioners submit that they should be allowed to file their response that is attached hereto, and that the record should then be closed with an equal number of filings per side so that the Board can move quickly to rule on the Petition.

Respectfully submitted,



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August 1, 2001

CERTIFICATE OF SERVICE

I hereby certify that I have caused to be mailed copies of the foregoing
Reply of Various Unions and the Commonwealth of Pennsylvania to Norfolk Southern
Corporation's Motion for Leave to File a Reply to Their Response to Decision No. 186
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 August 1, 2001, other
parties will be served on August 2, 2001.

8/1/01
Date


Richard S. Edelman