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October 23, 2001

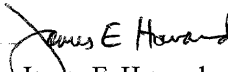
Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Re: Ex Parte No. 586

Dear Secretary Williams:

In accordance with the Board's decision served on September 20, 2001 in Ex Parte No. 586, please include my name on the list of arbitrators being compiled for purposes of this proceeding. Enclosed is a resume summarizing my qualifications to serve as an arbitrator. Please let me know if you need additional information.

Very truly yours,


James E. Howard

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James E. Howard has been engaged in the practice of law and business consulting activities as James E. Howard LLC since July, 1996. Prior to that time he was a partner in the Pittsburgh and Boston offices of Kirkpatrick & Lockhart. Mr. Howard has concentrated his legal practice in two principal areas - rail transportation and bankruptcy/work out/restructuring matters. He also does commercial litigation and transactional work. Since 1996, he has also provided consulting services from time to time in conjunction with Mercer Management Consulting, Inc. and other transportation consultants.

During the 1970s, Mr. Howard represented the Trustees of Penn Central Transportation Company, which became the principal component of Conrail. Mr. Howard worked closely with the Trustees and management and was involved in all aspects of the rail operations of Penn Central, including obtaining approximately \$300 million in federal subsidies for Penn Central's operations and negotiating and implementing a plan of reorganization.

Mr. Howard represented Guilford Transportation Industries in connection with its acquisition of three railroads - Boston and Maine, Maine Central, and Delaware and Hudson. He successfully handled the proceedings before the Interstate Commerce Commission and the Court of Appeals for approval of the acquisitions, which created a system that operated between Maine and Buffalo and between Montreal and Washington, D.C.

Professional Experience

Representative transactions and cases in which Mr. Howard has been involved include the following:

Rail Regulatory and Transactional

- Represented the Trustees of Penn Central Transportation Company in the then largest corporate reorganization in history.
- Counsel for Guilford Transportation Industries in connection with the acquisition of the stock of Boston and Maine Railroad, Maine Central Railroad, and Delaware and Hudson Railway, the financial restructuring of D&H, and obtaining approval of the

transactions by the Interstate Commerce Commission.

- Represented Kiamichi Railroad in connection with its acquisition by StatesRail.
- Represented Bangor & Aroostock Railroad in its opposition before the ICC to the attempt by Canadian Pacific to abandon its line in Maine and the subsequent purchase of the line by BAR and approval by the ICC.
- Counsel for the Coalition of Northeastern Governors in the proceedings before the Surface Transportation Board for approval of the acquisition of Conrail by NS and CSX.
- Representation of various rail carriers, including Providence and Worcester Railroad, Massachusetts Central, Arkansas and Missouri Railroad, Maine Coast Railroad, Bay Colony Railroad, and Seminole Gulf Railroad before the ICC and STB in proceedings relating to acquisitions, leases, operating agreements, trackage rights, and abandonment.
- Counsel to various railroads and financial institutions, including BTM Capital and Massachusetts Central Railroad, for purposes of the negotiation of equipment leases.
- Represented various clients for purposes of the negotiation and drafting of rail transportation contracts, leases, operating agreements, trackage rights agreements, and other instruments.
- Counseled clients concerning coverage under the Railroad Retirement Act.

Rail Litigation and Arbitration

- Obtained a decision (affirmed on appeal) in favor of Ametek, a plastics processor, in a demurrage dispute with several Class I rail carriers.
- Secured an injunction in favor of Bay Colony against the U.S. Army Corps of Engineers in a dispute involving a rail bridge.
- Represented Massachusetts Central successfully in several contract disputes and other matters.
- Defended Penn Central in an arbitration proceeding in which the Federal Railroad Administration sought to recover \$30 million.
- Represented Seminole Gulf in a dispute with an abutting property owner.

- Represented Boston and Maine in various litigation and arbitration matters with Amtrak and Central Vermont Railway.
- Represented Montana Western Railway in an arbitration with a Class I carrier.
- Represented Bay State Transit in litigation against Massachusetts Bay Transportation Authority for breach of a commuter rail contract.

Bankruptcy and Reorganization

- Represented the Trustees of Penn Central during the successful reorganization of PCTC, including the resolution of claims involving 15 lessor companies that were also in bankruptcy and 15 other lessors that were not.
- Served as the Chapter 11 Trustee of Boston Publishing Company, a catalog sales company.
- Acted as counsel for the official unsecured creditors committees in several Chapter 11 cases, including George Caldwell Company and Crafts Precision Industries.
- Represented secured and unsecured creditors in numerous Chapter 11 cases.
- Successfully obtained relief from the automatic stay on behalf of secured creditors in several cases.
- Obtained a judgment on behalf of a secured creditor against owners of a debtor in an adversary proceeding trial in the bankruptcy court.

Non-Rail Commercial Litigation

- Defended Federal Express in litigation brought by a lessor.
- Obtained judgments in a U.S. District Court against guarantors of debt.
- Represented a beneficiary of a letter of credit in a dispute with the issuer bank.
- Brought suit on behalf of an agent for a commission that a financial institution refused to pay.
- Defended a household goods mover against a claim by a shipper, successfully involving the Carmack Amendment to preempt state claims.

- Sued an insurance company to recover on credit insurance on behalf of the former Bank of New England.

Other Transactional Matters

- Represented a European company in an effort to make an equity investment in an American company providing transportation services.
- Counsel for Rounder Records in its acquisition of the assets of Flying Fish Records.
- Represented the licensee of a new mass transit technology in the acquisition of rights to develop the technology in Asia and sublicensing such technology.
- Counsel to the American subsidiary of a French transportation company in connection with entry into the American commuter rail and passenger rail markets.

Consulting and Counseling

- Advised the government of South Africa on the privatization of its commuter rail system.
- Worked with the government of Hong Kong in its effort to privatize the subway system through a stock offering.
- Provided workout and restructuring advice to numerous companies.
- Represented various companies in connection with efforts to sell or purchase assets or stock.
- Provided on-going advice to CONEG on rail issues, including intercity passenger service matters.

Professional Affiliations

James E. Howard LLC, Member (Boston, MA 1996-present)

Founded private practice firm with concentrations in transportation and reorganization

Kirkpatrick & Lockhart, Partner (Boston, MA 1984-1996)

Founded and acted as managing partner of Boston office of a Pittsburgh-based national law firm

Kirkpatrick & Lockhart, Partner (Pittsburgh, PA 1981-1984)

Private Practice, Sole Practitioner (Philadelphia, PA 1980-1981)

Penn Central Transportation Company, Attorney for Trustees (Philadelphia, PA 1971-1980)

Montgomery, McCracken, Walker & Rhoads, Associate (Philadelphia, PA 1969-1971)

Education

University of Pennsylvania Law School (LL.B., 1969)

Yale University (B.A., 1966)

Bar Association Memberships and Professional Activities

American Bar Association

Boston Bar Association

Association for Transportation Law, Logistics and Policy

American Shortline and Regional Railroad Association

Massachusetts Bar Association

Transportation Lawyers Association

New England Railroad Club

American Bankruptcy Institute

Court Admissions

United States District Court for the Eastern District
of Pennsylvania and the District of Massachusetts
United States Court of Appeals for the First, Second,
Third, Seven and District of Columbia Circuits

United States Supreme Court
Commonwealth of Massachusetts
Commonwealth of Pennsylvania