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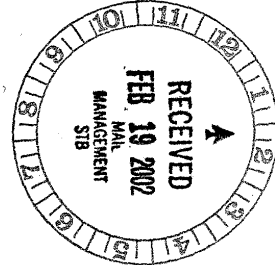
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February 19, 2002

BY HAND DELIVERY – Original and 25 Copies

The Honorable Vernon A. Williams
Secretary, Surface Transportation Board
Mercury Building, Room 700
1925 K Street, N.W.
Washington, D.C. 20423

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Office of the Secretary
FEB 19 2002
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Public Record



Re: Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated Rail Corporation --

Petition for Extension of Time for Completion of Compliance with Environmental Condition 11

Dear Secretary Williams:

CSX Corporation and CSX Transportation, Inc. hereby request a one-year extension, until February 22, 2003, to complete their compliance with Environmental Condition 11. At the request of Conrail, we are also requesting a one-year extension for Conrail to complete its compliance with Environmental Condition 11.

Pursuant to Environmental Condition 11 of Appendix Q of Decision No. 89 in the above proceeding, Applicants are required, with the written concurrence of the responsible local governments, to mitigate train wayside noise at the locations identified in the table entitled "Receptors that Meet Wayside Noise Mitigation Criteria." Environmental Condition 11 further provides that the specific requirements of the condition "shall not apply to those communities that have executed Negotiated Agreements with Applicants that satisfy the communities' environmental concerns." In Decision No. 166 (served August 22, 2000), the Board granted CSX and Conrail a one-year extension of the original compliance date and established an amended compliance date of August 22, 2001. In Decision No. 195 (served August 21, 2002), the Board granted CSX and Conrail a further six-month extension to February 22, 2002.

CSX has worked diligently to implement Environmental Condition 11. CSX has submitted to the Board 31 Negotiated Agreements under Environmental Condition 11, all of which have been approved by the Board. Significantly, the Negotiated Agreements cover all of the eligible receptors identified in Environmental Condition 11 that are located in Indiana

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and Ohio. CSX also entered into Negotiated Agreements with nine responsible local governments in Pennsylvania. Only Elizabeth Township and Rostraver Township informed CSX that they wished CSX to contact individual property owners. There are 28 structures eligible for noise mitigation in these townships. CSX has contacted the individual property owners as requested, and, to date, has entered into agreements covering 24 of the 28 eligible structures. Thus CSX has satisfied Environmental Condition 11 with respect to over 99% of the structures eligible for noise mitigation under that Condition. CSXT has not yet satisfied Environmental Condition 11 with respect to only four structures on the CSXT system.

Conrail has also worked diligently to comply with Environmental Condition 11 with respect to the eligible receptors located in the Detroit Shared Assets Area. Conrail entered into Negotiated Agreements with two responsible local governments, both of which were approved by the Board. However, Allen Park, Ash Township, and Lincoln Park, MI informed Conrail that they wished Conrail to contact individual property owners. There are 10 structures eligible for noise mitigation in these communities. Conrail has contacted the individual property owners as requested, and, to date, has entered into agreements covering five of the eligible structures and is in the process of finalizing one additional settlement. Thus, Conrail has not yet satisfied Environmental Condition 11 with respect to only four structures in the Detroit Shared Assets Area.

During the past six-month extension period, CSX and Conrail entered into a number of settlement agreements with individual property owners. When it appeared that CSX and Conrail might not be able to enter into settlements with the owners of all eligible receptors, CSX and Conrail worked with Norfolk Southern and noise mitigation consultants to develop a protocol for a structural sound insulation program for the remaining eligible receptors.

CSX and Conrail intend to move forward expeditiously with the sound insulation program once a protocol has been approved. However, in light of the fact that a sound insulation program involves many steps and entails many variables, as explained below, CSX and Conrail believe that it is prudent to request a one-year extension to complete their compliance with Environmental Condition 11.

The proposed program contemplates that each property owner will be offered the choice of a monetary settlement agreement or a structural insulation agreement. CSX and Conrail anticipate that the property owners will be afforded at least a month to make their selection. If a property owner selects the sound insulation agreement, the relevant railroad's noise mitigation consultant will assess the property, including taking pre-mitigation noise measurements. The consultant will develop an individualized proposed design plan for the structure based on that assessment. The property owner will be afforded an opportunity to review the design plan and either approve it or request reasonable modifications for CSX or Conrail to consider. The property owner will also be informed of any building code,

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structural integrity or similar issues identified during the property assessment or during the installation of the sound insulation treatments, and will be responsible for addressing any such issues. It is anticipated that sound insulation treatments will involve replacement of some windows and/or doors with windows and/or doors designed to reduce the transmission of noise as specified by the noise mitigation consultant. Installation will then proceed, followed by the taking of post-mitigation noise measurements.

Where all conditions are favorable, CSX and Conrail will make every effort to accomplish this program in less than a year. However, it can be anticipated that all conditions will not be favorable with respect to every eligible structure, and that the program could take up to a year to complete. CSX and Conrail believe that a one-year extension for satisfaction of Environmental Condition 11 with respect to the remaining small number of eligible structures (a total of eight at present) is reasonable and necessary and would serve the public interest by providing adequate time for implementation of the sound insulation program.

For these reasons, we respectfully request that the time for completion of compliance with Environmental Condition 11 be extended until February 22, 2003.

Respectfully submitted,



Mary Gabrielle Sprague
*Counsel for CSX Corporation and
CSX Transportation, Inc.*

cc: Victoria J. Rutson, SEA
Phillis Johnson-Ball, SEA
Neil Ferrone, Director Safety and Environmental, Conrail