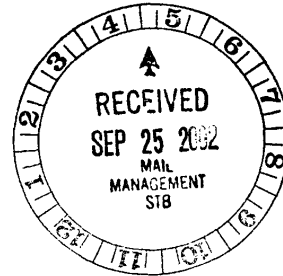


ZUCKERT SCOUTT & RASENBERGER, L.L.P.
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September 25, 2002



BY HAND DELIVERY

206268

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

Re: CSX Corp. et al. – Control and Operating Leases/Agreements – Conrail Inc. et al., Finance Docket No. 33388 (Sub-No. 91) (General Oversight)

Dear Secretary Williams:

Enclosed for filing in the above-referenced proceeding are the original and 25 copies of NS-10, "Norfolk Southern's Reply To The Comments Of Cargill, Incorporated." Also enclosed is a 3.5-inch computer disk containing the text of NS-10 in WordPerfect 5.0 format.

Kindly date-stamp the enclosed additional 2 copies of NS-10 and return them to our messenger.

Sincerely,

Scott M. Zimmerman

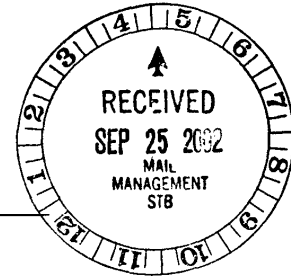
Enclosures

cc: All parties of record

ENTERED
Office of Proceedings
SEP 25 2002
Part of
Public Record

NS-10

BEFORE THE
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET No. 33388 (Sub-No. 91)

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
(GENERAL OVERSIGHT)

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**NORFOLK SOUTHERN'S REPLY
TO THE COMMENTS OF CARGILL, INCORPORATED**

Pursuant to the Board's Decision No. 9 in this proceeding, served September 13, 2002, Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively, "NS") submit the following in reply to the submission of Cargill, Incorporated (CARG-5) filed with the Board on August 5, 2002.

Cargill's comments pertain to its soybean processing and refining facility at Sidney, Ohio. Sidney is a CSX/Conrail 2-to-1 point identified in the CSX/NS/Conrail control application. See Finance Docket No. 33388, CSX/NS-18 (Application Vol. 1) at 546, 549.

Cargill asserts that the present arrangement under which CSX and NS provide for NS service to Cargill's Sidney facility (thus preserving two-carrier access) is not adequate, and "will render Cargill non-competitive in the soybean meal market to NS destinations." CARG-5 at 5. Cargill asks the Board "to take sufficient oversight action to ensure that Cargill is protected as a 2-to-1 shipper in the Conrail merger." CARG-5 at 5.

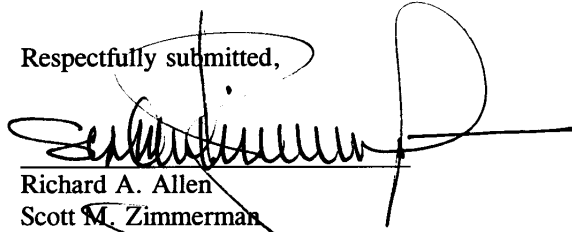
Soon after the original Cargill filing, NS and CSX began discussions and NS made a series of proposals in an effort to craft a new access arrangement acceptable to the carriers and Cargill. Over the past several weeks, however, CSX has failed to meet or discuss the matter substantively with NS despite several overtures by NS to do so.

Late yesterday, CSX sent a written letter proposal addressed to Cargill. NS received the letter proposal substantially after close of business. The proposal has not been discussed with, much less approved by, NS.

NS remains willing to meet with CSX to discuss resolution, in a manner consistent with Board precedent and practice. NS continues to believe that the matter can be resolved in a manner satisfactory to the carriers and Cargill without the need for Board intervention, although resolution based on the CSX proposal seems doubtful at best. Nevertheless, given that NS only received the CSX document well after close of business last night, NS respectfully reserves the right to respond, and notes that it intends to respond, in due course.

John V. Edwards
**NORFOLK SOUTHERN
CORPORATION**
Three Commercial Place
Norfolk, Virginia 23510-2191
(757) 629-2838

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Richard A. Allen", is written over a horizontal line. The signature is fluid and cursive, with a large loop at the end.

Richard A. Allen
Scott M. Zimmerman
**ZUCKERT, SCOUTT &
RASENBERGER, LLP**
888 Seventeenth Street, NW
Suite 700
Washington, D.C. 20006
(202) 298-8660

*Attorneys for Norfolk Southern Corporation
and Norfolk Southern Railway Company*

September 25, 2002

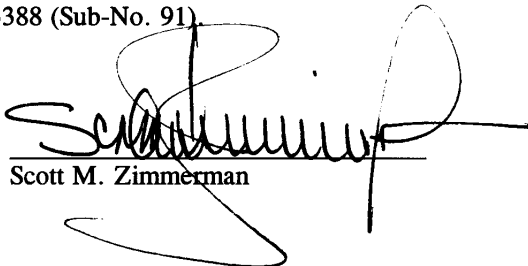
CERTIFICATE OF SERVICE

I certify that on September 25, 2002 a true copy of NS-10 was served by hand delivery
upon:

Jeffrey O. Moreno
Thompson Hine LLP
1920 N Street, NW
Suite 800
Washington, D.C. 20036
Attorney for Cargill, Incorporated

Dennis G. Lyons
Arnold & Porter
555 Twelfth Street, NW
Washington, D.C. 20004
*Attorney for CSX Corporation and
CSX Transportation, Inc.*

and by first class U.S. Mail, postage prepaid, or by more expeditious means, upon all other
parties of record in Finance Docket No. 33388 (Sub-No. 91)



Scott M. Zimmerman