

ARNOLD & PORTER

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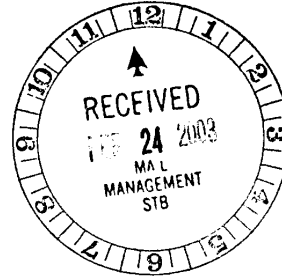
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February 24, 2003

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



ENTERED
Office of Proceedings

FEB 24 2003

Part of
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 – CSX and Conrail Certification of Compliance with Environmental Condition 11**

Dear Secretary Williams:

CSX Corporation and CSX Transportation, Inc. hereby certify that they have completed their compliance with Environmental Condition 11. At the request of Conrail, we are also certifying that Conrail has completed its compliance with Environmental Condition 11. In Decision No. 205 (served February 22, 2002), the Board granted CSX and Conrail an extension to February 22, 2003 to complete their compliance. CSX and Conrail completed their compliance within this extension period.

Pursuant to Environmental Condition 11 of Appendix Q of Decision No. 89 in the above proceeding, Applicants were 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."

CSX implemented Environmental Condition 11 in the following ways. CSX submitted to the Board 31 Negotiated Agreements under Environmental Condition 11, all of which were approved by the Board. Significantly, these Negotiated Agreements covered all of the eligible receptors identified in Environmental Condition 11 that are located in Indiana and Ohio. CSX also entered into Negotiated Agreements with nine responsible local governments in Pennsylvania. Elizabeth Township and Rostraver Township, PA informed CSX that they wished CSX to contact individual property owners. CSX contacted the

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individual property owners as requested, and entered into individual agreements covering all of the eligible structures.

Conrail complied with Environmental Condition 11 with respect to the eligible receptors located in the Detroit Shared Assets Area in the same ways. Conrail entered into Negotiated Agreements with two responsible local governments, both of which were approved by the Board. Allen Park, Ash Township, and Lincoln Park, MI informed Conrail that they wished Conrail to contact individual property owners. Conrail contacted the individual property owners as requested, and entered into individual agreements covering all of the eligible structures.

Please contact me (202-942-5773) if you have any questions about this certification.

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