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March 12, 2003

BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

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Re: STB Finance Docket No. 33697, National Railroad
Passenger Corporation under 49 U.S.C. § 24308(a) -
Petition for Declaratory Order - Weight of Rail

Dear Secretary Williams:

Enclosed for filing are an original and fifteen copies
of the "National Railroad Passenger Corporation's Reply in
Opposition To Respondents' Petition for Reconsideration." Also
enclosed are three diskettes, each containing an electronic copy
of the pleading.

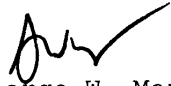
Thank you for your assistance in this matter.

Sincerely,

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Public Record


George W. Mayo, Jr.
Counsel for National Railroad
Passenger Corporation

GWM:jms

Enclosures

cc (w/enc.): The Honorable Roger Nober (courtesy copy)
The Honorable Wayne O. Burkes (courtesy copy)
The Honorable Linda J. Morgan (courtesy copy)
All Parties of Record

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BEFORE THE
SURFACE TRANSPORTATION BOARD

National Railroad Passenger
Corporation -- Petition for
Declaratory Order -- Weight
of Rail

STB Finance Docket No. 33697

NATIONAL RAILROAD PASSENGER CORPORATION'S
REPLY IN OPPOSITION TO RESPONDENTS'
PETITION FOR RECONSIDERATION

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March 12, 2003

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BEFORE THE
SURFACE TRANSPORTATION BOARD



_____)
National Railroad Passenger)
Corporation -- Petition for) STB Finance Docket No. 33697
Declaratory Order -- Weight)
of Rail)
_____)

**NATIONAL RAILROAD PASSENGER CORPORATION'S
REPLY IN OPPOSITION TO RESPONDENTS'
PETITION FOR RECONSIDERATION**

The National Railroad Passenger Corporation ("Amtrak") hereby submits its reply in opposition to the petition for reconsideration filed by Boston and Maine Corporation, Springfield Terminal Railway Company, and Portland Terminal Company (collectively, "Guilford" or "Respondents").

In its decision served on January 31, 2003 ("Weight of Rail III"), the Board ruled as follows:

We find that Amtrak has completed the line rehabilitation, according to the terms set out in Weight of Rail I. Therefore, it has complied with our conditions, and our analysis of this matter is complete. Accordingly, subject to FRA's safety jurisdiction, Guilford must permit Amtrak to operate over the line at issue at FRA Class 4 speeds.

Id. at 1.

The Board has thus resolved the narrow issue first presented to it in Weight of Rail I, 1/ ruling that Amtrak has satisfactorily demonstrated that the 115-pound rail installed on Guilford's Plaistow-Portland line will support the 79 miles-per-hour operations over that line proposed by Amtrak. The Board repeatedly took care, however, to emphasize that its decision is "[s]ubject to FRA's track safety requirements." Weight of Rail III at 5.

Despite the clarity of the Board's decision, Guilford still professes to be confused, asking the Board to repeat yet again that it did not intend to override the FRA's track safety requirements as they may apply to the Plaistow-Portland line or to displace the FRA's jurisdiction over safety-related issues pertaining to the line. The Board's decision could not be clearer: by its explicit terms, it does neither of these things.

The FRA's track safety standards and the FRA's jurisdiction remain fully intact with respect to the Plaistow-Portland line.

Rather than provide grounds for clarification of the Board's decision, Guilford's Petition seems to be telegraphing that Guilford plans to continue its resistance to 79 miles-per-hour Amtrak operations. The Board should decline Guilford's invitation to provide its advisory views with respect to how

1/ Amtrak employs in this Reply the Board's own short-hand references to its earlier decisions in this proceeding.

FRA's rules and standards should be applied to the Plaistow-Portland line. Having properly addressed the access issue that was before it, the Board should do no more.

Indeed, Guilford's Petition does not even purport to satisfy the requirements of 49 C.F.R. § 1115.3 (b), which provides that a reconsideration petition will be granted

only upon a showing of one or more of the following points:

(1) The prior action will be affected materially because of new evidence or changed circumstances.

(2) The prior action involves material error.

Since neither claim is made here (and neither could be supported), the Petition should be denied.

Prior to the commencement of the rehabilitation of the Plaistow-Portland line, Amtrak and Guilford entered into the so-called "Train Speeds Agreement." 2/ This agreement (among other things) modified the Terms and Conditions governing Amtrak's

[Footnote continued]

2/ The Northern New England Passenger Rail Authority ("NNEPRA") was also a party to the Train Speeds Agreement, which was made part of the record of this proceeding. See National Railroad Passenger Corporation's Motion for Further Clarification of the Board's October 22, 1999 Decision (Apr. 12, 2002), Murray V.S., Ex. 1.

operations over the line. 3/ The Train Speeds Agreement provided that with the exception of the rail weight issue (Amtrak and NNEPRA favoring use of 115-pound rail to rehabilitate the line, and Guilford advocating use of 132-pound rail), the parties had agreed upon the rehabilitation work which they "jointly acknowledged to be appropriate to permit the safe, consistent and continuous operation" of Amtrak trains at 79 miles-per-hour speeds. The parties agreed that Amtrak would submit the rail weight issue to the Board, and that if the Board concurred with Amtrak and NNEPRA that 115-pound rail was appropriate, then the Terms and Conditions would automatically be amended in certain specified respects to provide for Amtrak Class 4 operations over the Plaistow-Portland line.

Now that the Board has approved Amtrak 79 miles-per-hour operations, Guilford is obligated under Section 3.2 of the Terms and Conditions (as amended by the Train Speeds Agreement) to operate and maintain the Plaistow-Portland line "at a FRA Class 4 level that will permit comfortable ride quality and the operation of Amtrak trains at no less than those speeds shown in Appendix I of these Terms and Conditions," and to "permit

3/ Effective May 29, 1998, Amtrak and Guilford entered into Terms and Conditions for Operation Between Massachusetts/New Hampshire State Line and Portland, Maine (the "Terms and Conditions"). The Terms and Conditions reflect the terms and conditions imposed by the Board in National R.R. Passenger Corp. - Applic. - 49 U.S.C. 24308(a), 3 S.T.B. 157 (1998).

operation of Amtrak trains with a high level of on-time performance utilizing the schedules set forth in Appendix II of these Terms and Conditions." 4/

Amtrak will look to Guilford to satisfy these contractual obligations (which are derivative of the terms and conditions imposed by the Board in 1998). Obviously if temporary and localized track or weather conditions require that Amtrak's operating speeds must be reduced temporarily for safety reasons, Amtrak will be fully cooperative. But Amtrak will not accede to Guilford's invocation of safety considerations as a guise for avoiding its obligation to support Class 4 passenger operations over the Plaistow-Portland line.

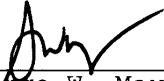
If Guilford fails to meet its Class 4 maintenance and other support responsibilities, Amtrak regrettably will have no choice but to pursue its legal remedies against Guilford. At this time, however, Amtrak has no dispute to place before the Board, and hopes to avoid the need for any further Board assistance with respect to its operations over Guilford's line.

4/ Appendix I (as amended by the Train Speeds Agreement) identifies by milepost contiguous segments on the Plaistow-Portland line and specifies that the segments so identified will be maintained to permit operations at the indicated speeds (ranging up to 79 miles-per-hour for certain segments); Appendix II (as amended by the Train Speeds Agreement) sets forth scheduled running times for Amtrak trains taking into account Class 4 operating speeds.

CONCLUSION

For the reasons set forth above, Amtrak requests that Guilford's Petition for Reconsideration be denied.

Respectfully submitted,



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Counsel for National Railroad
Passenger Corporation

March 12, 2003

CERTIFICATE OF SERVICE

I hereby certify that on this 12th day of March, 2003,
I caused to be served by the means indicated below a copy of the
foregoing National Railroad Passenger Corporation's Reply in
Opposition to Respondent's Petition for Reconsideration on the
following:

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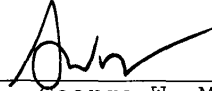
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A handwritten signature in black ink, appearing to read "G. Mayo", is written over a horizontal line.

George W. Mayo, Jr.