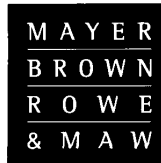


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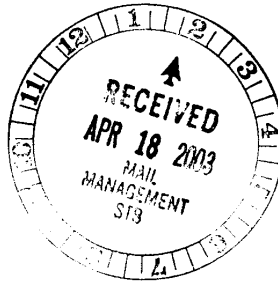
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April 18, 2003

BY HAND-DELIVERY

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



Re: Finance Docket No. 34319
Consolidated Rail Corporation –
Declaratory Order Proceeding

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Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are an original and ten copies of Consolidated Rail Corporation's Motion to File a Reply to a Reply and Conrail's Reply to AT&T's "Response in Opposition to Consolidated Rail Corporation's Petition for Institution of a Declaratory Order Proceeding." Please date-stamp the extra copy that is enclosed and return it to our representative.

Also enclosed is a diskette containing the Motion and Reply in electronic format.

Sincerely yours,

A handwritten signature in dark ink, appearing to read "RMJ".
Robert M. Jenkins III

RMJ/bs

Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34319

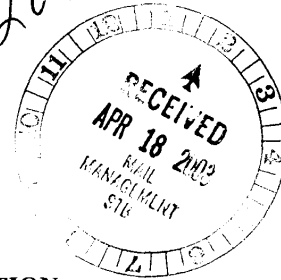
CONSOLIDATED RAIL CORPORATION –
DECLARATORY ORDER PROCEEDING

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MOTION OF CONSOLIDATED RAIL CORPORATION
FOR LEAVE TO FILE A REPLY TO A REPLY



Consolidated Rail Corporation (“Conrail”), pursuant to 49 C.F.R. §§ 1100.3 and 1110.9, respectfully requests leave to file the accompanying Reply to the “Response in Opposition to Consolidated Rail Corporation’s Petition for Institution of a Declaratory Order Proceeding,” filed by AT&T Communications, Inc. (“AT&T”) on April 7, 2003. Although the Board’s rules normally do not permit a reply to a reply, 49 C.F.R. § 1104.13(c), the Board will entertain such a reply in the interests of justice for good cause shown. *See Delaware and Hudson Ry. v. Consolidated Rail Corp.*, 9 I.C.C.2d 989, 990 (1993). Here, as set forth in the accompanying Reply, AT&T has significantly mischaracterized the issue before the Board and the relevant authority. Accordingly, good cause exists for granting Conrail’s motion.

Respectfully submitted,

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Attorneys for Consolidated Rail Corporation

Dated: April 18, 2003