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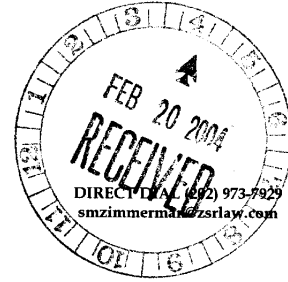
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SCOTT M. ZIMMERMAN

February 20, 2004



BY HAND DELIVERY

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 CSX/NS-5, the "Joint Report of CSX Corporation, CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Co."

Kindly date-stamp the enclosed additional 2 copies of CSX/NS-5 and return them to our messenger.

Sincerely,

A handwritten signature in black ink, appearing to read 'Scott M. Zimmerman', with a long horizontal flourish extending to the right.

Scott M. Zimmerman

Enclosures

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CSX/NS-5

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)

JOINT REPORT OF CSX CORPORATION, CSX TRANSPORTATION, INC.,
NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY CO.

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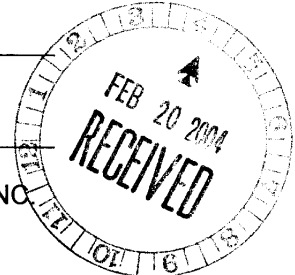
Peter J. Shudtz
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904-359-1192

Date: February 20, 2004

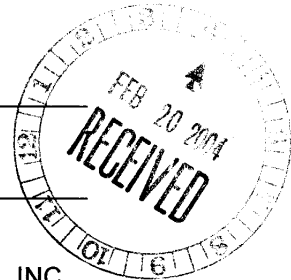
Richard A. Allen
Scott M. Zimmerman
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BEFORE THE
SURFACE TRANSPORTATION BOARD

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)

**JOINT REPORT OF CSX CORPORATION, CSX TRANSPORTATION, INC.,
NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY CO.**

CSX Corporation and CSX Transportation, Inc. (collectively, "CSX") and Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively, "NS") hereby submit this Joint Report to the Board supplementing the record with respect to the comments submitted by National Lime and Stone Company ("NLS") in the fourth annual round of the Conrail general oversight proceeding. CSX and NS submit this Joint Report to inform the Board that CSX and NS have reached an agreement – unassociated with conditions imposed by the Board on its approval of the Conrail transaction – that will have the effect of extending the term of trackage rights relevant to NLS, as well as other aggregate shippers, for an additional five years.

In Decision No. 89 approving the Conrail transaction, the Board imposed a limited and temporary condition affecting NLS and another Ohio aggregate shipper, Wyandot Dolomite ("Wyandot"). Ordering Paragraph No. 43 provides that, with respect to those two shippers, NS and CSX must adhere to their offer to provide certain described single-line service for movements of aggregates, much the same services over the same period that they had separately agreed to provide to another Ohio aggregate shipper, Martin Marietta Materials, in settlement agreements. *CSX Corp. et al.—Control and Operating Leases/Agreements—Conrail Inc. et al.*, 3 S.T.B. 196, 390 (1998).

In Decision No. 96, the Board clarified the limited nature of this condition – that NS and CSX must adhere to that condition only for a five-year term expiring May 31, 2004. See *CSX Corp. et al.—Control and Operating Leases/Agreements—Conrail Inc. et al.*, 3 S.T.B. 764, 772, 789 (1998). The limited term of the settlement agreements with Martin Marietta (and the imposed conditions on behalf of NLS and Wyandot) was a recognition that market conditions never remain static, but nevertheless CSX and NS were willing to provide these particular shippers a limited term to continue operating in their respective then-current shipping lanes while developing new markets in the post-transaction environment.

In comments submitted in the fourth annual round of the Conrail general oversight proceeding, NLS noted that it and CSX "are negotiating a new service agreement to replace the service [NLS] presently receives under the auspices of Condition No. 43." NLS-3 at 3. In Decision No. 11 in the Conrail general oversight proceeding, the Board took no action on the NLS comments because NLS sought no

new relief from the Board. See *CSX Corp., et al. – Control and Operating Leases/Agreements – Conrail Inc. et al.*, STB Finance Docket No. 33388 (Sub-No. 91) (served Jan. 21, 2004), *slip op.* at 11.

NS and CSXT have recently reached an agreement – outside of the Conrail proceeding and unassociated with the conditions imposed in Decision No. 89 – that will extend the term of three trackage rights agreements¹ that are instrumental in moving traffic for the Ohio aggregate shippers. Specifically, NS and CSXT have agreed to double – to ten years – the term of: (1) the NSR trackage rights over the Toledo Terminal Subdivision for the movement of aggregates between Toledo and Woodville; (2) the CSXT trackage rights over the Fort Wayne Line for the movement of aggregates between Crestline and Wooster, OH; and (3) the CSXT trackage rights for the movement of aggregates between Crestline and Alliance, OH.

This commercial agreement further makes unnecessary any action by the Board with regard to the comments of NLS.

¹ Technically, the three trackage rights agreements are so-called “Form A” attachments to certain master trackage rights agreements that were approved by the Board as a part of its approval of the Conrail transaction. Each Form A deals with different line segments, and each contains certain terms and conditions that are unique to the rights granted with regard to those segments.

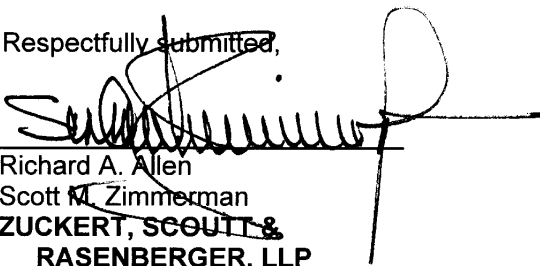
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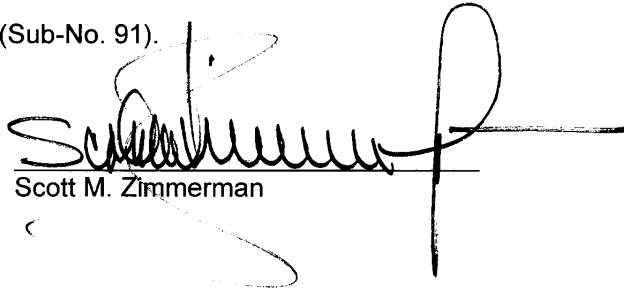
Respectfully submitted,



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CERTIFICATE OF SERVICE

I certify that on February 20, 2004 a true copy of CSX/NS-5 was served by first class U.S. Mail, postage prepaid, or by more expeditious means, upon all known parties of record in Finance Docket No. 33388 (Sub-No. 91).



Scott M. Zimmerman