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March 22, 2004

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The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Room 700
1925 K Street, N.W.
Washington, D.C. 20423

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*; Decision No. 89, Appendix Q –

Certification by Norfolk Southern Corporation and Norfolk Southern Railway Company of Completion of Compliance with Environmental Condition 11

Dear Secretary Williams:

Norfolk Southern Corporation and Norfolk Southern Railway Company (“Norfolk Southern” or NS”) hereby certify that Norfolk Southern has completed its mitigation obligations under Environmental Condition 11 of Appendix Q of Decision No. 89 (“Environmental Condition 11”) in the above-referenced proceeding.

Pursuant to Environmental Condition 11, Applicants are required, with the written concurrence of the responsible local governments, to mitigate train wayside noise at the locations identified by the Surface Transportation Board in the Environmental Condition 11 table entitled “Receptors that Meet Wayside Noise Mitigation Criteria.” Environmental Condition 11 further

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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."

Norfolk Southern previously informed the Surface Transportation Board ("STB" or "Board") that it had successfully completed its mitigation obligations under Environmental Condition 11 through negotiated agreements with local communities or, if requested by a local government, with individual property owners in that community, for rail line segments N-040 (Alexandria, IN to Muncie, IN), N-079 (Oak Harbor, OH to Bellevue, OH), N-080 (Bellevue, OH to Sandusky Dock, OH), N-111 (Fola Mine, WV to Deepwater, WV) and a portion of N-100 (Riverton Junction, VA to Roanoke, VA). The Board granted NS's request for an extension of time until March 22, 2004 to address the remaining portion of rail line segment N-100 in order to complete NS's Environmental Condition 11 obligations. Decision No. 211, STB Finance Docket No. 33388, served September 22, 2003.

With the assistance of local governmental representatives, NS completed a field verification survey along those portions of N-100 that were not subject to Negotiated Agreements or other settlement agreements. NS thereafter contacted the local governments of those jurisdictions to provide an opportunity to review the results of the field verification survey. NS contacted the owners of the noise-sensitive receptor locations along N-100 that were not already the subject of Negotiated Agreements or previous individual settlements. Through that effort, NS obtained settlements with the owners of the eligible noise-sensitive receptor locations along the remaining portion of rail line segment N-100.

In the case of a property located at N38°10.187, -W78°50.995 along N-100 near NS mile marker H135.8 in Crimora, Virginia, Norfolk Southern has attempted to contact the owner in person and by mail to obtain the information necessary to determine whether the property satisfies the eligibility criteria for noise mitigation under Environmental Condition 11. It appears to Norfolk Southern that the property likely does not qualify for noise mitigation under Environmental Condition 11. Nevertheless, Norfolk Southern on March 9, 2004 sent via registered mail a letter seeking such information from the owner or the owner's legal representative. To resolve this potential mitigation obligation under Environmental Condition 11, Norfolk Southern has established and will maintain for a period of one year, or until March 31, 2005, a fund containing the settlement monies that would be available to the owner of that property should the owner respond within that timeframe and provide information confirming that the property satisfies the eligibility criteria for noise mitigation under Environmental Condition 11. If the information necessary to confirm eligibility for noise mitigation under Environmental Condition 11 is not provided by the owner or the owner's legal representative by March 31, 2005, Norfolk Southern shall not be further obligated to maintain a settlement fund or

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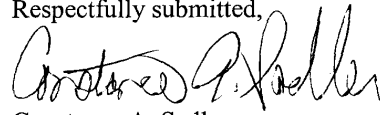
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otherwise offer noise mitigation in connection with the property.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Constance A. Sadler".

Constance A. Sadler

cc: Victoria J. Rutson, SEA
Bruno Maestri, Norfolk Southern Corporation