

**COMMENTS OF THE
COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF COMMUNITY
AND ECONOMIC DEVELOPMENT**

ON

STB FINANCE DOCKET NO. 33388 (sub. No. 91)

CSX-NS – CONTROL & OPERATING LEASES/AGREEMENTS – CONRAIL

MAY 3, 2004

By order issued July 20, 1998 (the “Approval Order”), the U.S. Surface Transportation Board (the “Board”) approved with conditions a complex transaction which included the acquisition of control of Consolidated Rail Corporation (“Conrail”) by CSX Corporation (“CSX”) and Norfolk Southern Corporation (“Norfolk Southern”) and the division of Conrail’s operating assets between CSX and Norfolk Southern (the “Conrail Transaction”).

By order dated February 12, 2004, the Board scheduled two hearings, on April 2, 2004 and May 3, 2004, to offer interested parties an opportunity to express concerns they may have regarding the Conrail Transaction. The Board’s order stated that the May 3 hearing will deal with all aspects of the Conrail Transaction other than shared asset areas.

The Commonwealth of Pennsylvania, acting by and through its Department of Community and Economic Development (the “Commonwealth”), thanks the Board for this opportunity to comment on our experience with the Conrail Transaction.

Our comments will be limited to one issue: the failure by both Norfolk Southern and CSX (such parties collectively, the “Purchasers”) to comply fully with their representations set forth in separate letter agreements, from Norfolk Southern and from CSX respectively, each dated October 21, 1997, addressed to the Governor of the Commonwealth of Pennsylvania and the Mayor of the City of Philadelphia (the “City”) and subsequently submitted for the record.

These letter agreements had been negotiated between the Purchasers, on the one hand, and the Commonwealth and the City, on the other hand, to address and alleviate the concerns of the Commonwealth and the City that the Conrail Transaction could have a massive adverse effect on economic development, jobs, railroad capital investment and corporate citizenship in Philadelphia and across the Commonwealth. In consideration of these letter agreements, the Commonwealth and the City supported the Conrail Transaction before the Board. As Governor Ridge and the Commonwealth stated in PA-8 (filed October 21, 1997, the same date as the letter agreements):

Representatives of the Governor and the Pennsylvania Department of Transportation have had numerous meetings with the Applicants regarding the benefits of the transaction for Pennsylvania. During the course of these meetings and in their filing Applicants have made commitments regarding investments and other benefits to the Commonwealth. These include contributions to Pennsylvania's economic development efforts We expect the Applicants to adhere to all commitments made in the Control Application. . . .

The Norfolk Southern and CSX letter agreements are attached as Exhibits A and B hereto respectively. Attached as Exhibit C hereto is a letter from counsel to the Commonwealth of Pennsylvania adding the two letter agreements to the record in this matter.

In the Approval Order, the Board directed Norfolk Southern and CSX to "adhere to all the representations they made during the course of this proceeding, whether or not such representations are specifically referenced in this decision."

In its letter agreement, Norfolk Southern stated as follows:

- I. Norfolk Southern, the Commonwealth and the City [of Philadelphia] will enter into an unprecedented public-private partnership to encourage rail-oriented industry to locate in Philadelphia and across Pennsylvania. Our respective commitments include:
 - B. Norfolk Southern, working with the Department of Community and Economic Development, Governor's Action Team and the Philadelphia Industrial Development Corporation ("PIDC"), *will expend a minimum of \$15 million in the five (5) years after STB approval of the Conrail Acquisition for rail-served economic development programs in Philadelphia and across the Commonwealth.* These programs will assist in land acquisition, facility construction and rail infrastructure installation with a focus on the Philadelphia Naval Business Center ("PNBC").
 - C. To complement the prior efforts, Norfolk Southern will pursue additional economic development incentive programs to encourage rail-oriented industry to locate in Philadelphia and across the state. Working with the Department of Community and Economic Development and the Governor's Action Team, Norfolk Southern will provide up front capital through these programs to assist potential rail customers in their costs of land acquisition, facility construction and rail infrastructure installation in exchange for contractual obligations for acceptable levels of rail business. *After STB approval, Norfolk Southern will make available for such projects a maximum of \$5 million annually and will continue this program for a minimum of five (5) years, thus*

making an additional \$25 million available for rail-oriented economic development projects.

(emphasis added) These economic development commitments were separate from and in addition to capital expenditure commitments set forth in section III of Norfolk Southern's letter agreement.

Norfolk Southern has treated its obligations under its letter agreement as binding. For example, in a letter dated April 5, 2001, a copy of which is attached as Exhibit D, Norfolk Southern stated:

While we have not kept you informed on a regular basis, I thought it would be useful to provide you with a current, comprehensive summary of our investments, with a specific focus on those programs agreed upon and committed to by Norfolk Southern and the Commonwealth.

Norfolk Southern has failed to carry out these commitments fully. Its commitments are expressly stated to be a partnership effort among the respective railroads, the Commonwealth and the City of Philadelphia. However, while Norfolk Southern has made substantial unrelated facility improvements, Norfolk Southern has failed to provide any significant funding for rail-related economic development projects brought to it for funding by the Commonwealth or the City. Only one project, for a total of \$40,500.00, has been funded by Norfolk Southern out of the \$15 Million for rail-served economic development programs to which it committed in paragraph I(B) of its letter agreement.

Likewise, Norfolk Southern has not complied with its commitment set forth in paragraph I(C) of its letter. It has completely failed to coordinate its projects with the Commonwealth or the City's economic development efforts. Moreover, even the completely independent customer-development projects referred to in its letter attached as Exhibit D total at most \$15.7 million, far less than the \$25 million to which it committed. See Exhibit D, p. 2.

Finally, Norfolk Southern has commenced only one of the four capital improvement projects to which it committed in Section III of its letter: an intermodal facility being constructed for Norfolk Southern by the Delaware River Port Authority. Norfolk Southern has yet to begin construction of its Triple Crown or auto facilities or its track connection at the Philadelphia Zoo interlocking, a total of \$21.4 million of capital investment commitments which it has not yet commenced.

CSX's commitments were similar. In its letter agreement, CSX stated as follows:

- I. CSX, the Commonwealth and the City [of Philadelphia] will enter into a public-private partnership in recognition of the changes that will occur in the Philadelphia area and to encourage rail-oriented industry to locate in Philadelphia and across Pennsylvania. . . . Our respective commitments include:

- C. To complement these efforts, CSX will establish a new economic development incentive program to encourage rail-oriented industry to locate in Philadelphia and across the Commonwealth. Working with the Department of Economic and Community Development [sic] and the Governor's Action Team, CSX will provide capital through these programs to assist potential rail customers in their costs of land acquisition, facility construction, installation of rail sidings, etc., in exchange for contractual obligations for certain levels of rail business. After STB approval, CSX will make available \$2M per year over a five year period (a total of \$10M) for this program.

(emphasis added) These economic development commitments were separate from and in addition to capital expenditure commitments set forth in section III of CSX's letter agreement.

Like Norfolk Southern, CSX has treated its obligations under its letter agreement as binding. For example, in a letter dated October 29, 2003, CSX requested that the Commonwealth consider funds proposed to be used to purchase property as a qualifying expenditure under an "Economic Development Fund to which CSX had committed funds at the time that Conrail was purchased."

Although CSX's record is better than Norfolk Southern's, CSX has also failed to carry out its commitments fully. Its commitments are also stated to be a partnership effort among the respective railroads, the Commonwealth and the City of Philadelphia. CSX has funded only \$550,000 of its commitment under section I(C) of its letter agreement, leaving approximately \$9.5 million.

Both carriers appear to be taking the position that the Board should consider rail infrastructure improvements totally unrelated to their 1997 commitments and undertaken for their own business reasons and without any consultation or cooperation with the Commonwealth or the City to count toward their commitments.

The Commonwealth urges the Board to reject this position, because it would allow Norfolk Southern and CSX unilaterally to alter or abrogate their commitments to the Commonwealth and the City, with which the Board in its Approval Order directed them to comply. Neither Norfolk Southern nor CSX can claim poverty as an excuse for not carrying out these commitments. Norfolk Southern has just reported record quarterly revenues and profits¹, while CSX had strong 2003 results, including "tremendous revenue growth" for the year, and over \$300 million in free cash flow.²

¹ www.nscorp.com (news release April 21, 2004)

² see http://www.csx.com/share/csx/investor/press_release/pressrel4q2003.pdf (news release Jan 27, 2004)

The Commonwealth respectfully requests that the Surface Transportation Board extend its oversight period during which these commitments must be fulfilled, and that the Board establish a schedule for their full compliance with their commitments and establish a means to monitor their progress.

Considering the railroads' pace in adhering to their representations during the initial five year period, and the length of time necessary to plan and construct capital improvements, we suggest to the Board extend its oversight of the Approval Order for an additional five year period of time.

- EXHIBIT A Letter to The Honorable Thomas Ridge, Governor of Pennsylvania and The Honorable Edward Rendell, Mayor of Philadelphia from David R. Goode, CEO, Norfolk Southern, dated October 21, 1997.
- EXHIBIT B Letter to The Honorable Thomas Ridge, Governor and The Honorable Edward Rendell, Mayor of Philadelphia from John W. Snow, CEO, CSX Corporation, dated October 21, 1997.
- EXHIBIT C Letter to The Hon. Vernon A. Williams, Secretary, Surface Transportation Board from John L. Oberdorfer, Patton Boggs, L.L.P., dated February 23, 1998.
- EXHIBIT D Letter to The Honorable Tom Ridge, Governor from David R. Goode, Norfolk Southern, dated April 5, 2001.
- EXHIBIT E Letter to David Yeager, Director, Governor's Action Team from D. Kevin Hurley, Assistant Vice President, CSX Real Property, dated October 29, 2003.

EXHIBIT A



Norfolk Southern Corporation
Three Commercial Plaza
Norfolk, Virginia 23510-2191
804 529-2610

David A. Goode
Chairman, President and
Chief Executive Officer

October 21, 1997

The Honorable Thomas Ridge
Governor of Pennsylvania
225 Main Capitol
Harrisburg, PA. 17120

The Honorable Edward Rendell
Mayor of Philadelphia
City Hall
Philadelphia, PA. 19107

Dear Governor Ridge and Mayor Rendell:

I appreciate the commitment and cooperation you and your representatives have demonstrated during the past few months as we have worked toward a mutual understanding of the benefits and challenges for the Commonwealth and the City resulting from the proposed Conrail Acquisition. An agreement about the significant issues has been our objective. I believe the goal is achievable and offer the following proposals toward that end:

I. Economic Development

Norfolk Southern, the Commonwealth and the City will enter into an unprecedented public-private partnership to encourage rail-oriented industry to locate in Philadelphia and across Pennsylvania. Our respective commitments include:

- A. Norfolk Southern will provide \$10 million in cash investments to supplement the public effort to attract Kvaerner ASA to the Philadelphia Navy Yard. Our payments, which will be directed by the state and city, will be made in five (5) equal, annual installments, with the initial installment to be made on July 1, 1998.
- B. Norfolk Southern, working with the Department of Community and Economic Development, the Governor's Action Team and the Philadelphia Industrial Development Corporation ("PIDC"), will expend a minimum of \$15 million in the five (5) years after STB approval of the Conrail Acquisition for rail-served economic development programs in Philadelphia and across the Commonwealth. These programs will assist in land acquisition, facility construction and rail infrastructure installation with a focus on the Philadelphia Naval Business Center ("PNBC").
- C. To complement the prior efforts, Norfolk Southern will pursue additional economic development incentive programs to encourage rail-oriented industry to locate in Philadelphia and across the state. Working with the Department of

Community and Economic Development and the Governor's Action Team, Norfolk Southern will provide up front capital through these programs to assist potential rail customers in their costs of land acquisition, facility construction and rail infrastructure installation in exchange for contractual obligations for acceptable levels of rail business. After STB approval, Norfolk Southern will make available for such projects a maximum of \$5 million annually and will continue this program for a minimum of five (5) years, thus making an additional \$25 million available for rail-oriented economic development projects.

- D. The City of Philadelphia, through the PIDC, and Norfolk Southern plan to execute a Development and Marketing Agreement that is being developed for the PNBC.
- E. The Delaware River Port Authority and Norfolk Southern plan to execute an agreement that is being developed for the location and operation of Norfolk Southern's intermodal terminal, referenced in ILB., at the AmeriPort Intermodal Terminal.
- F. The Commonwealth of Pennsylvania will approve the expenditure of ISTEA funds for signalization and track improvements on the Chambersburg line and such additional Pennsylvania projects as may subsequently be authorized by Congress involving lines owned or operated by Norfolk Southern, including the Erie track relocation project.

II Jobs

Job creation is one of the principal goals of our combined economic development efforts. Additionally, Norfolk Southern's job creation efforts will include:

- A. A Mid-Atlantic Regional headquarters will be located in Philadelphia. Initially, there will be seventy-five (75) jobs, including a Regional Vice President, at this site.
- B. One-hundred-fifty (150) new rail-related jobs will be created as a result of Norfolk Southern commercial and operational activities in the Philadelphia area during the three years after STB approval of the Conrail Acquisition.
- C. CSX and Norfolk Southern will jointly own Conrail Inc. Philadelphia will remain as the headquarters of Conrail Inc. for the 350 positions involved with the operation of the "Shared Assets Areas" and other continuing Conrail activities.

III. Capital Expenditures

The operating plan filed with the STB identifies more than \$235 million in capital improvement expenditures by or on behalf of Norfolk Southern in Pennsylvania. This is the largest expenditure by Norfolk Southern in any single state and includes an investment of more than \$30 million in Philadelphia for four major projects:

- A. Triple Crown facility (\$4 million);
- B. Intermodal facility (\$10 million);
- C. Automobile facility (\$16 million); and
- D. Track connection at Zoo interlocking (\$1.4 million).

IV. Passenger Rail

Freight and passenger rail operations share track in more than half of SEPTA's service territory. Norfolk Southern, the City and the Commonwealth will recommend to Conrail and SEPTA that the existing Trackage Rights Agreement be extended for five (5) years. Norfolk Southern agrees, subsequent to STB approval of the Conrail Acquisition, to negotiate seriously and in good faith the extension of SEPTA service on the Harrisburg and Morrisville lines, and such other issues as may be appropriate.

V. Corporate Citizenship

Norfolk Southern will be an active participant in civic and charitable affairs in Philadelphia and throughout Pennsylvania and, together with CSX, will encourage Conrail to fulfill its philanthropic commitments as of this date.

VI. Regulatory Review

On or before October 21, 1997, The Commonwealth of Pennsylvania and the City of Philadelphia will file written statements of support for the Conrail Acquisition with the STB. Additionally, you have agreed to encourage other elected officials and public agencies, including SEPTA and the DRPA, also to file timely statements of support.

Norfolk Southern's commitments in this letter are expressly conditioned upon STB approval of the Conrail Acquisition substantially as it was filed on June 23, 1997, and therefore, will take effect only upon closing of the Conrail Acquisition. Norfolk Southern's commitments

The Honorable Thomas Ridge
The Honorable Edward Rendell
October 21, 1997 - Page 4

also are conditioned upon fulfillment by Pennsylvania and Philadelphia of their reciprocal commitments, reflected in this letter and in the agreements under development.

Some of the issues I have addressed have common elements or involve mutual requirements with CSX. I believe that we and CSX are in agreement about the objectives and expect that you will memorialize your understandings with CSX in a similar fashion.

This unprecedented public-private partnership demonstrates Norfolk Southern's commitment to Pennsylvania and Philadelphia and to their future economic prosperity. We are excited about the opportunities that lie ahead and look forward to working closely with you.

Sincerely,

A handwritten signature in black ink, appearing to read "D. Goode", with a stylized flourish at the end.

David R. Goode

EXHIBIT B

John W. Snow
Chairman, President
Chief Executive Officer

October 21, 1997

The Honorable Thomas Ridge
Governor
Commonwealth of Pennsylvania
225 Main Capitol
Harrisburg, PA 17120The Honorable Edward Rendell
Mayor
City of Philadelphia
City Hall
Philadelphia, PA 19107

Dear Governor Ridge and Mayor Rendell:

We have worked together in a cooperative team over the last seven months, starting just after the announcement of the acquisition of Conrail by CSX and Norfolk Southern. We believe this historic transaction will provide competitive freight transportation to the Northeast that will benefit all shippers by providing improved value for rail freight transportation. Specifically, we have worked with representatives of the Commonwealth, the City of Philadelphia, SEPTA and the Port on economic development projects that can provide future benefits for the citizens of Pennsylvania. This letter outlines proposals necessary to advance developments of these projects consistent with the Commonwealth's and City's active support of the acquisition to the Surface Transportation Board.

I. Economic Development

CSX, the Commonwealth and the City will enter into a public-private partnership in recognition of the changes that will occur in the Philadelphia area and to encourage rail-oriented industry to locate in Philadelphia and across Pennsylvania. This partnership also will benefit the Jones Act trades, in which Sea-Land, a CSX subsidiary, participates. Our respective commitments include:

- A. CSX will provide \$10M in cash investments to supplement the public effort to attract Kvaerner ASA to the Philadelphia Navy Yard. Our payments, which will be directed by the state, will be made in five (5) equal, annual installments, with the initial installment to be made on July 1, 1998.
- B. CSX will expend a minimum of \$1M per year over the five (5) years (a total of \$5M) after merger approval for rail-served economic development programs in Philadelphia and across the Commonwealth. These programs will assist in land acquisition, facility construction and rail infrastructure improvements with a focus on Philadelphia.

- C. To complement these efforts, CSX will establish a new economic development incentive program to encourage rail-oriented industry to locate in Philadelphia and across the Commonwealth. Working with the Department of Economic and Community Development and the Governor's Action Team, CSX will provide capital through these programs to assist potential rail customers in their costs of land acquisition, facility construction, installation of rail sidings, etc., in exchange for contractual obligations for certain levels of rail business. After STB approval, CSX will make available \$2M per year over a five year period (a total of \$10M) for this program.
- D. The City of Philadelphia, through the PIDC, and CSX will execute a Marketing Agreement for the City of Philadelphia.
- E. The Delaware River Port Authority and CSX will execute an agreement for the development and operation of its intermodal terminal at Greenwich Yard.
- F. The Commonwealth of Pennsylvania will seek, along with CSX, and approve the expenditure of federal funds for clearance improvements on the West Trenton line from Philadelphia to the New Jersey border and approve funding for any such additional Pennsylvania projects as may be subsequently authorized by Congress involving lines owned or operated by CSX.
- G. The Commonwealth, the City of Philadelphia and CSX agree that it is in the Commonwealth's economic interest to have a strong, well-maintained and strategically located rail freight infrastructure.

2. Jobs

Job creation is the principal goal of our combined economic development efforts.

- A. CSX and Norfolk Southern will jointly own Conrail, Inc. Philadelphia will remain as the headquarters of Conrail, Inc. which, as detailed in our application to the STB, will have 350 positions involved with the operation of the "Shared Assets Areas" and other continuing Conrail activities.

- B. Thirty-five new rail-related jobs will be created in addition to 150 existing jobs, as a result of CSX commercial and operational activities in the Philadelphia area during the three years after STB approval of the acquisition.
- C. CSX anticipates establishing a regional office in Philadelphia that will include government relations, industrial development, sales and operations.

3. Capital Expenditures

The operating plan filed with the STB identifies more than \$27M in capital improvement expenditures by CSX in Pennsylvania with at least \$22M in Philadelphia for three major projects:

- A. Intermodal facility (\$15M): (The Delaware River Port Authority has offered to fund the construction of this facility pursuant to the agreement referred to in paragraph 1E.)
- B. Track connection at Eastwick interlocking (\$4M).
- C. Belmont Siding (\$3M).

4. Passenger Rail

Freight and passenger operations share track in more than half of SEPTA's service territory. Our CSX team has begun to work closely with SEPTA, Conrail and the Norfolk Southern to ensure safe on-time passenger and freight operations. CSX will consent to Conrail extending the SEPTA Trackage Rights Agreement for an additional five years as long as SEPTA provides unqualified liability coverage for CSX and the Conrail Shared Area Operations company (CSAO) backed by broad indemnification language and insurance.

5. Civic and Charitable Giving

After STB approval, CSX along with Norfolk Southern and Conrail, Inc. will ensure that all of Conrail's philanthropic obligations as of the date of this letter are met. The three companies will be active members of the civic and charitable community in Philadelphia and throughout the Commonwealth.

6. Regulatory Review

On or before October 21, 1997, the Commonwealth of Pennsylvania and the City of Philadelphia will file written statements of support for the Conrail acquisition with the STB. We anticipate that you will encourage other elected officials and public agencies, including SEPTA and the DRPA, to file timely statements of support and will otherwise continue to support the acquisition.

CSX's authority to acquire Conrail and expand operations in Pennsylvania and, therefore, the terms of our agreement, are expressly conditioned upon approval of the Conrail acquisition by the STB. Of course, CSX obligations contained in this letter are subject to the Commonwealth and the City satisfying their obligations.

Some of the issues I have addressed have common elements or mutual requirements with Norfolk Southern. I believe that we and Norfolk Southern are in agreement about the objectives and expect that you will memorialize your understandings with Norfolk Southern in a similar fashion.

I look forward to working closely with you in the future.

Sincerely,

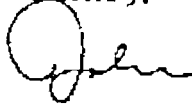
A handwritten signature in dark ink, appearing to be the name "John", written in a cursive style.

EXHIBIT C

EXHIBIT C

PATTON BOGGS, L.L.P.
2550 M STREET, N.W.
WASHINGTON, D.C. 20037-1350
(202) 457-6000
FACSIMILE (202) 457-6315

WRITER'S DIRECT DIAL
(202) 457-6424
PA-10

February 23, 1998

The Hon. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, NW
Suite 700
Washington, DC 20423-0001

Re: Finance Docket No. 33388, CSX and Norfolk Southern --
Control and Operating Lease/Agreements -- Conrail

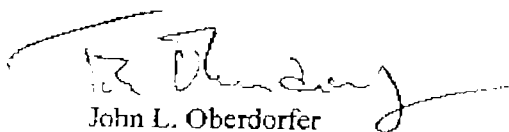
Dear Secretary Williams:

On behalf of the Commonwealth of Pennsylvania, Governor Thomas J. Ridge and the Pennsylvania Department of Transportation (collectively, "Pennsylvania"), I write in part to restate Pennsylvania's support for Applicants' proposed transaction.

Pennsylvania is also pleased to submit for the record two letter agreements dated October 21, 1997: one with Norfolk Southern and the other with CSX. The Mayor of the City of Philadelphia is also a party to both letter agreements.

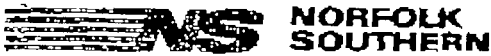
Pennsylvania is furnishing these agreements to the Board because it would like the Board to be aware of their existence and terms. Pennsylvania understands that while the obligations stated in the agreements depend upon Board approval of the proposed transaction, the agreements do not require the imposition of any conditions by the Board. Nonetheless, the agreements may be considered by the Board as constituting representations that the Applicants will comply with their respective terms. See Union Pacific/Southern Pacific merger case, Finance Docket No. 32760, Decision No. 44 served August 12, 1996 at p. 12, n.14. Accordingly, Pennsylvania is pleased to submit these agreements for inclusion in the record in this proceeding.

Sincerely,


John L. Oberdorfer

cc: parties of record
(attachment to parties on confidential service list only)

EXHIBIT D



Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510-2191
Telephone (757) 629-2610
Facsimile (757) 629-2306

David R. Goode
Chairman, President and
Chief Executive Officer

April 5, 2001

The Honorable Tom Ridge
Governor of Pennsylvania
Main Capitol Building, Room 225
Harrisburg, Pennsylvania 17120

Dear Governor Ridge:

I understand you and other members of your administration have expressed concern about Norfolk Southern's investment in the Commonwealth since the Conrail acquisition. While we have not kept you informed on a regular basis, I thought it would be useful to provide you with a current, comprehensive summary of our investments, with a specific focus on those programs agreed upon and committed to by Norfolk Southern and the Commonwealth.

- \$15 million over five years for rail-served economic development programs in Philadelphia and across the state.

Norfolk Southern, in partnership with Bethlehem Steel, has developed a \$12 million intermodal freight terminal at Bethlehem. This modern intermodal facility serves as the start of a comprehensive redevelopment of the former mill site in Bethlehem, bringing additional jobs to the area. In addition to serving industries in the Allentown/Bethlehem area, this terminal brings new economic activity to the area by also drawing freight from New Jersey points.

Regarding our agreement on the Philadelphia Naval Business Center (PNBC), I am happy to report that Norfolk Southern is very close to an agreement with the Delaware River Port Authority for construction of a \$15 million intermodal terminal at the site, to be financed by Norfolk Southern user fees. While negotiations for this agreement have taken longer than anticipated, I believe all involved will not question Norfolk Southern's continuous attention to the matter and dedication towards reaching an agreement. This terminal will be the cornerstone of the PNBC's rail-based economic growth.

Norfolk Southern has taken other actions to advance the redevelopment of the Naval Shipyard. Norfolk Southern has paid \$6 million in cash to date toward the public effort to attract Kvaerner ASA to the Philadelphia Naval Shipyard. Norfolk Southern also acquired additional (non-Conrail) trackage from CSXT in South

The Honorable Tom Ridge
April 5, 2001
Page Two

Philadelphia in order to improve NS's ability to serve the PNBC. NS anticipates financing more than \$1 million of improvements to this trackage.

- \$25 million over five years at \$5 million per year for rail-oriented economic development projects that include contractual obligations for acceptable levels of rail business.

Norfolk Southern has worked aggressively to fund track expansions and locations of new industries on our lines under this provision. Customers benefiting from NS's participation include R.R. Donnelly, Sun Oil, and Schmalbach Container. Approximately \$0.5 million has been expended on these projects.

I am happy to report Norfolk Southern has recently agreed in principle to reimburse the cost of a \$335,000 track expansion at Novalog, a steel importing firm working on the U.S. Steel Fairless Works site. This track expansion will allow Novalog to accommodate increased business levels. As intended under our agreement, this investment is directly tied to Novalog's shipping levels via Norfolk Southern.

I am especially proud to report Norfolk Southern's involvement in three major rail-oriented economic development projects that are helping to ensure Pennsylvania's energy independence and the continued prosperity of Pennsylvania's coal producers.

Norfolk Southern, in partnership with Tanoma Energy, recently opened a new \$3 million coal unloading facility for Midwest Generation's Homer City power plant, located in Indiana County. Homer City, one of the largest power plants in the Commonwealth, can now receive rail-originated coal for the first time. This ability to access competitively-priced coal (most of which is mined in Pennsylvania) is vital to the plant's future competitiveness.

Norfolk Southern and CSX are jointly funding a \$5.8 million batch-weigh loading system at Consol's Bailey Mine near Waynesburg. This new system at the Commonwealth's most productive coal mine enables the mine maximize the amount of coal the mine is able to load each day. Similar offers totaling \$6.1 million are outstanding at two other area coal mines.

Norfolk Southern also is building a \$28 million rail line to serve Key-Con's Keystone Power Plant in Shelocta. Like Homer City, Keystone is one of the largest power plants in Pennsylvania, and this new rail route will enable reliable and economical rail delivery of increased volumes of Pennsylvania coal by rail. I would be

The Honorable Tom Ridge
April 5, 2001
Page Three

remiss if I did not express my appreciation for the assistance of the Commonwealth in this project, especially the Department of Transportation which has helped greatly with this project.

In addition, Norfolk Southern has actively pursued several large rail-served industrial development projects that unfortunately went to other states or located on other railroads. Offers of assistance were also made to industries who either decided not to proceed with the project or were unwilling to contractually commit acceptable levels of rail traffic to Norfolk Southern.

I understand there were several situations when the Commonwealth attempted to locate rail-served industry but did not feel that it received cooperation from Norfolk Southern consistent with the terms of our agreement. Norfolk Southern will continue to work to fulfill not just the terms, but the spirit of the agreement.

- Additional Investment

Overall, I am proud of Norfolk Southern's record of investment in Pennsylvania. Norfolk Southern has already invested nearly \$250 million in the Commonwealth, including many dollars not envisioned in our initial application for control of our portion of Conrail.

In addition to the successful opening last year of Norfolk Southern's \$31 million Rutherford Intermodal hub in Swatara Township, some of our other major projects include:

- \$6.9 million to upgrade Conway yard near Pittsburgh
- \$6.8 million to improve signals and safety on our line between Harrisburg and Philadelphia
- \$4.9 million to construct and equip the NS Northern Region headquarters building near Harrisburg
- \$4.2 million to build new track capacity and signals in Harrisburg
- \$2.2 million for new connections at Bethlehem
- \$1.2 million to improve our fueling facility in Harrisburg

These investments are in addition to Norfolk Southern's investment of more than \$8 million in shop improvements.

The Honorable Tom Ridge
April 5, 2001
Page Four

- Telecommunications Investment

Pennsylvania should be particularly excited by \$52 million already invested in the Commonwealth by Thoroughbred Telecommunications and Technology (T-Cubed), Norfolk Southern's wholly-owned telecommunications subsidiary. This construction of fiber-optic capacity from the Ohio border through Pittsburgh and Harrisburg to Washington, DC is a major enhancement to the Pennsylvania's telecommunications infrastructure.

Harrisburg, now a rail and road hub, is slated to become a telecommunications center as well. Norfolk Southern's route structure placed Harrisburg clearly astride the Chicago -- Washington fiber route, a corridor that would have otherwise bypassed Harrisburg and all but a small portion of Pennsylvania. Six fiber optic routes are planned to radiate from Harrisburg, of which two are already built. The additional routes -- to Allentown/ Bethlehem and New York City, to Reading and Philadelphia, to Williamsport and Buffalo, and to Maryland -- are contingent on interest from telecommunications firms willing to partner with T-Cubed on their construction.

This investment has even greater potential for the Commonwealth, because T-Cubed installed excess capacity for later installation of fiber-optic cable along the route. Constructing now creates future capacity that can be quickly put to use.

- Norfolk Southern's Financial Challenge

Please understand that Norfolk Southern has made these substantial investments despite the very serious financial challenges facing us. I am sure you have seen the economy weaken, which has forced NS to take undesirable actions such as closing of the Hollidaysburg shop. While we have cut our quarterly dividend by 70% and reduced our management work force by nearly 25%, NS has endeavored to meet its investment commitments even in the face of the recent decline in rail traffic.

Given the concern over Norfolk Southern's investment levels, and other recent developments, I would very much like to meet with you at your earliest convenience. I am asking Rich Timmons, Norfolk Southern's Resident Vice President,

The Honorable Tom Ridge
April 5, 2001
Page Five

RECEIVED

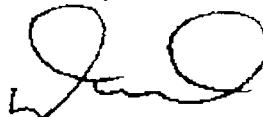
APR 10 2000

to contact your office to arrange such a meeting. Together I hope we can have a substantive discussion of the issues facing Norfolk Southern and Pennsylvania.

HCL

I very much look forward to meeting with you.

Sincerely,



David R. Goode

cy: H. C. Lewis ✓
R. F. Timmons

bc: R. M. Bennett
J. F. Corcoran
J. H. Friedmann
J. A. Hixon

EXHIBIT E

EXHIBIT E



D. Kevin Hurley
Assistant Vice President

October 29, 2003

Mr. David Yeager
Director
Governor's Action Team
100 Pine Street, Suite 100
Harrisburg, PA 17101

Dear Mr. Yeager:

This will follow up on our recent conversation regarding the desire of CSX to have certain purchases of railroad property by the Philadelphia Regional Port Authority (PRPA) qualify as eligible under an Economic Development Fund to which CSX had committed funds at the time that Conrail was purchased.

As background, in 2002 CSX sought to have a 44 acre parcel of land that it owned in South Philadelphia rezoned from industrial to commercial to permit the development of a new IKEA and other retail establishments to serve the South Philadelphia community. The PRPA felt that this rezoning would remove from the Port Zone valuable industrial land needed to allow the Port to expand. In exchange for the Port's support of the rezoning, CSX agreed to convey to the Port a pier facility that it had acquired from Conrail. It also agreed to support the Port in its efforts to acquire additional lands and a second pier from Conrail. Because the Port did not have the resources to acquire these properties, CSX offered to apply to the Governor's Action Team to allow the Port to use the remaining funds in the \$5 million CSX economic development commitment to be used as credits against real estate purchased from CSX and Conrail.

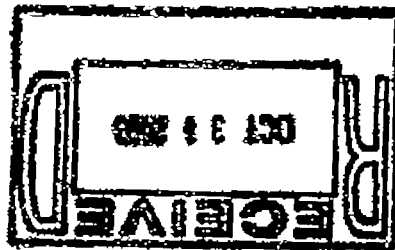
The PRPA has the primary responsibility to support and grow the port activity in the Port Zone which includes Philadelphia, Bucks and Delaware counties. The purchase of the CSX and Conrail parcels will allow the Port to expand on several different fronts which will be discussed individually below. They are particularly crucial to the Port because these sites are primarily located south of the Walt Whitman bridge which has superb rail access, is in close proximity to the Intermodal transfer facilities and there is no air draft restrictions as it relates to vessel's vertical clearance of the bridge. All of the properties are shown on the attached aerial map.

Pier 122 and 124:

These piers, owned by Conrail and CSX respectively, are the only bulk handling piers in Philadelphia, one designed for import and one for export. The export facility designed to handle coal has not been in use for almost 20 years and the import pier is marginally used

2 North Charles Street, 11th Floor
Baltimore, Maryland 21201
(410) 613-6156
FAX: (410) 613-6151
Kevin_Hurley@CSX.com

RE: 42101-0071



due to requisite improvements to the infrastructure. Both facilities are rail served and are contiguous. Acquisition of these piers would also provide the Port the option to pursue two opportunities, (1) maintaining and upgrade the existing pier structures and market them to the international bulk cargo market or (2) create a new facility by filling between the two piers and the adjacent land owned by the Commonwealth to create a marginal pier, a more modern and efficient way of handling the demands of commercial shippers and the long term obligations of a Strategic Military Port. The plan attached illustrates this potential and is shown as Southport Development.

With regard to this later project the PRPA is currently assessing environmental, engineering and economic issues. They have engaged a marine engineering firm, a port planning consultant and an economic analysis consultant to evaluate several options, the largest of which would create a new marine terminal with 89 acres and 2000 linear feet of marginal berth.

Pier 122 is supported by an approximate 20 acres of land which is connected to the Pier by a conveyor and has been traditionally used to stockpile imported bulk commodities. This storage is essential to any import operation of bulk materials to facilitate the transfer from vessel to rail or truck.

Whiskey Yard:

This 29 acre parcel of land owned by Conrail is currently vacant but was previously used to support the former Publicker distillery. Across Delaware Avenue from the Packer Avenue Marine Terminal, the Port's primary container facility, this land is essential for this facility to grow. Recently designated as a Strategic Military Port, much of the existing land currently used for storage of containers will need to be utilized to support military movements. The Whiskey Yard offers the most convenient and practical to continue the container operations and support the military in the short term. The yard also offers the flexibility of increasing the area for automobile storage yard due to its proximity to the Pier 98 Annex.

Savage Yard:

This too, is a vacant 12 acre parcel of land which is adjacent the Port's Pier 98 Annex, its import automobile operations. The current facility is often considered less competitive than the neighboring Port of Wilmington because it is not large enough to handle current demands. The acquisition of this land would allow for the expansion of the facility and increase the Port's competitive position. The combination of Whiskey and Savage Yards would also allow the Pier 98 Annex to expand to 100 acres, a minimum threshold requirement for handling large international automobile accounts.

The acquisition of these parcels would allow the Port to expand in several different areas included breakbulk, bulk and containerized cargo for commercial and military customers.

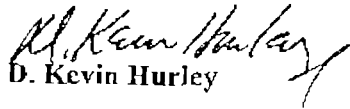
The CSX commercial development is anticipated to create over a thousand new jobs in South Philadelphia and add over a million dollars to the City's tax base. The port

Page 3

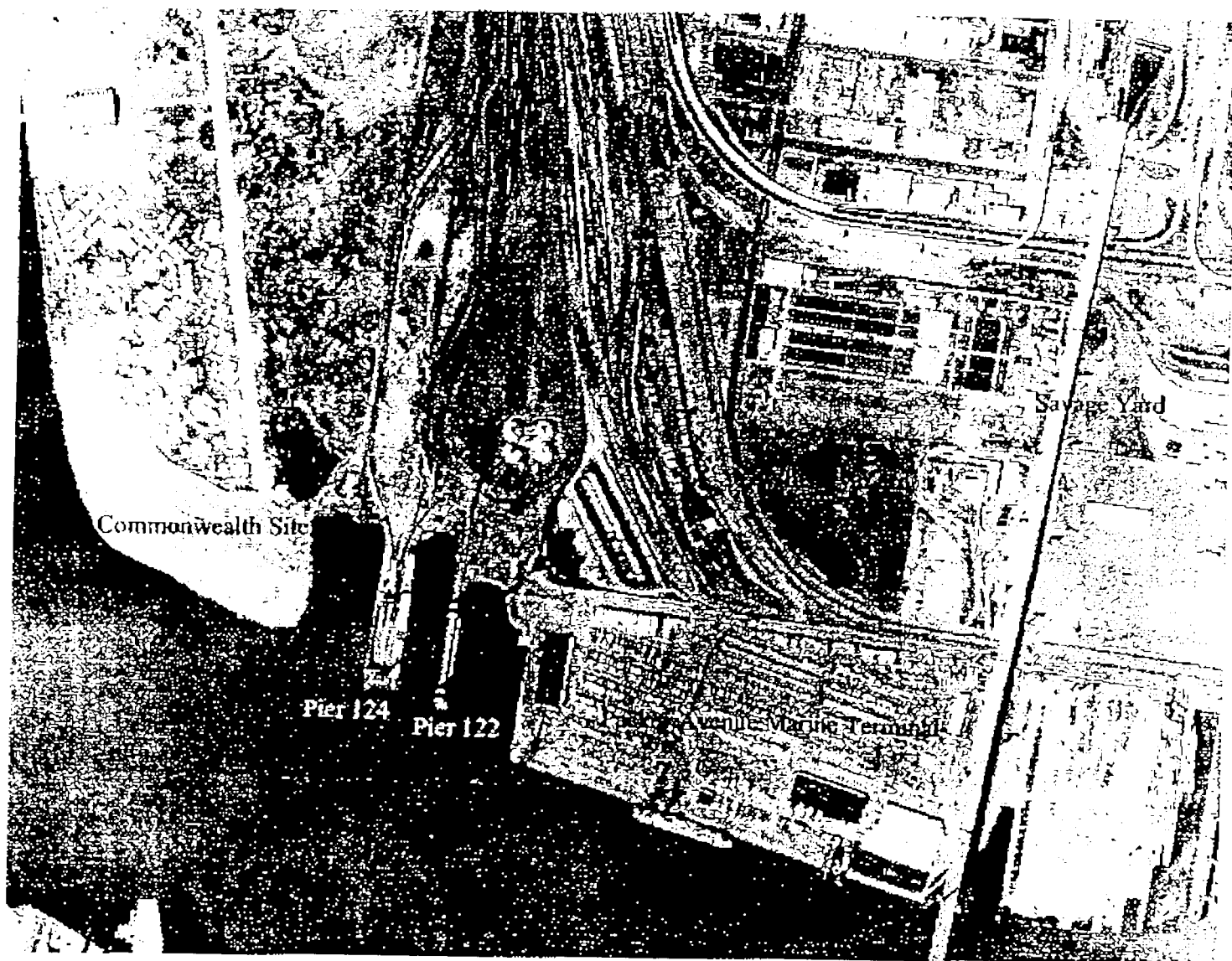
expansion has an even greater economic impact on the local community. The expansion would generate approximately 5.6 million tons of additional port traffic creating almost 4,000 direct, new jobs and over 2,300 induced and indirect jobs. It would also spin off benefits of increasing personal income by \$325 million, business revenue by \$443 million and creating additional \$33,627,000 in additional State and Local taxes.

If you have further questions about this proposal, I would be happy to arrange for a meeting with the PRPA so that this project could be discussed in greater detail.

Sincerely,


D. Kevin Hurley

CC: Mr. Robert Blackburn
Pennsylvania Regional Port Authority



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

CSX CORPORATION AND CSX	)
TRANSPORTATION, INC., NORFOLK	)
SOUTHERN CORPORATION AND	)
NORFOLK SOUTHERN RAILWAY	)
COMPANY -- CONTROL AND OPERATING	) Finance No. 33388 (Sub- No. 91)
LEASES/AGREEMENTS -- CONRAIL INC.	) (General Oversight)
AND CONSOLIDATION RAIL CORPORATION	)
	)
	)

CERTIFICATE OF SERVICE

This is to certify that on the 26th day of April, 2004, the undersigned caused the Comments of the Commonwealth of Pennsylvania for the Hearing May 3, 2004 to be served on the parties in the above-captioned proceeding, by electronic mail on those parties for whom a valid electronic mail address is listed in the service list for this matter, and by United States Mail, first class postage pre-paid, on the remaining parties:

David Peter Alan
P.O. Box 283
Millburn, NJ 07041

Richard A. Allen
Zuckert Scoutt & Rasenberger LLP
888 Seventeenth Street N W
Suite 700
Washington, DC 20006-3309
raallen@zsrlaw.com

American Short Line and Regional
Railroad Assoc.
General Counsel
50 F. Street, N.W. - Suite 7020
Washington, DC 20004

Bob Bailey
Port Jersey Railroad Company
203 Port Jersey Blvd.
Jersey City, NJ 07305

Michael J. Barron, Jr.
CN Railroad
17641 S. Ashland Avenue
Homewood, IL 60430
michael.barron@cn.ca

C. Jonathan Benner
Troutman Sanders LLP
401 9th Street, NW, Suite 1000
Washington, DC 20004-2134
jonathan.benner@troutmansanders.com

Martin W. Berecovic
Keller and Heckman LLP
1001 G St NW
Suite 500 West
Washington, DC 20001

Jonathan M. Broder
Consolidated Rail Corporation
2001 Market Street
Philadelphia, PA 19103-7044

Jim Bruno
Madison International Sales Company
101 Merritt 7
Norwalk, CT 06851

Thomas A. Collard
Southern Railroad of New Jersey
P.O. Box 122
Willingboro, NJ 08046

James Daley
County of Union New Department of
Economic Development
Elizabethtown Plaza
Elizabeth, NJ 07207

Nicholas J. DiMichael
Thompson Hine LLP
1920 N. Street, N.W., Suite 800
Washington, DC 20036
Nick.diMichael@thompsonhine.com

Paul M. Donovan
Laroe Winn Moerman & Donovan
4135 Parkglenn Court NW
Washington, DC 20007
paul.donovan2@verizon.net

Christopher A. Dow
Slover & Loftus
1224 17th Street N W
Washington, DC 20036-3003
kjd@sloverandloftus.com

Kelvin J. Dowd
AEP Texas North Company
1224 Seventeenth Street NW
Washington, DC 20036-3003
kjd@sloverandloftus.com

Kenneth B. Driver
Jones Day Reavis & Pogue
51 Louisiana Avenue NW
Washington, DC 20001-2113
kdriver@jonesday.com

Edward Duffy
2600 Centre Square West
1500 Market Street
Philadelphia, PA 19102-2126
info@pide-pa.org

Thomas F. Erickson, Jr.
P.O. Box 235
Wallingford, PA 19086
tom.erickson@railcents.com

Gordon R. Fuller
Morristown & Erie Railway Inc.
49 Abbett Avenue
Morristown, NJ 07960
morristown.erie@worldnet.att.net

Martin D. Gelfand
14400 Detroit Avenue
Lakewood, OH 44107

Michael P. Harmonis
Department of Justice
325 Seventh Street, NW
Washington, DC 20530

John D. Heffner
John D. Heffner, PLLC
1920 N Street, N.W., Suite 800
Washington, DC 20036
jheffner@verizon.net

Thomas W. Herlihy
US Dept. of Transportation
400 Seventh St. SW
Washington, DC 20590

Eric M. Hocky
Gollatz Griffin & Ewing P.C.
Four Penn Center
1600 John F. Kennedy Blvd Suite 200
Philadelphia, PA 19103-2808
emhocky@ggelaw.com

Richard F. Horvath
City of Cleveland
601 Lakeside Avenue - Room 106
Cleveland, OH 44114

John Hummer
North Jersey Transportation
Planning Authority
One Newark Center - 17th Floor
Newark, NJ 07102

Larry Jenkins
Lyondell Chemical Company
1221 McKinney Street - Suite 14-215
Houston, TX 77010

Fritz R. Kahn
Fritz R. Kahn PC
1920 N. Street NW - 8th Floor
Washington, DC 20036-1601
xiegc@worldnet.att.net

Steven J. Kalish
McCarthy Sweeney & Harkaway P.C.
2175 K. Street, N.W., Suite 600
Washington, DC 20037

Michael H. Klein
Mars Industries Inc.
3100 Lonyo Avenue
Detroit, MI 48209

Rosalind A. Knapp
U.S. Department of Transportation
400 Seventh Street, S.W.
Room 4102 C-30
Washington, DC 20590

Paul H. Lamboley
1701 Pennsylvania Avenue, NW
Suite 300
Washington, DC 20006

Timothy C. Lapp
16231 Wausau Avenue
South Holland, IL 60473

Jack Lettiere
State of New Jersey
Department of Transportation
P.O. Box 601
Trenton, NJ 08625-0601

Thomas J. Litwiler
Fletcher & Sippel LLC
29 North Wacker Drive, Suite 920
Chicago, IL 60606-2875
tlitwiler@fletcher-sippel.com

C. Michael Loftus
Slover & Loftus
1224 Seventeenth Street NW
Washington, DC 20036-3003
cml@sloverandloftus.com

Gordon P. MacDougall
1025 Connecticut Ave NW Suite 410
Washington, DC 20036

Bruno Maestri
Norfolk Southern Corporation
1500 K Street NW Suite 375
Washington, DC 20005
bmaestri@nscorp.com

John K. Maser III
Thompson Hine & Flory LLP
1920 N Street NW Ste 800
Washington, DC 20036-1601

Theodore Mathews
State of New Jersey DOT
P.O. Box 600
Trenton, NJ 08625

Michael F. McBride
Leboeuf Lamb Greene & MacRae
1875 Connecticut Avenue NW Ste 1200
Washington, DC 20009-5728
michael.mcbride@llgm.com

Thomas F. McFarland
208 South LaSalle St.
Suite 1890
Chicago, IL 60604-1112
mcfarland@aol.com

Craig S. Miller
1300 East Ninth Street
Suite 900
Cleveland, OH 44114-1583

Jeffrey O. Moreno
Thompson Hine LLP
1920 N Street, NW, Suite 800
Washington, DC 20036
jeff.moreno@thompsonhine.com

William A. Mullins
Baker & Miller PLLC
2401 Pennsylvania Ave.
NW-Suite 300
Washington, DC 20037
wmullins@bakerandmiller.com

Bruce H. Nelson
One PPG Place
Pittsburgh, PA 15272

Peter S. Palmer
One Newark Center
17th Floor
Newark, NJ 07102

Kenneth R. Pramik
840 Gessner Suite 1400
Houston, TX 77025
kennethpramik@cemexusa.com

Karl Morell
Ball Janik LLP
1455 F Street NW Suite 225
Washington, DC 20005
kmorell@dc.bjllp.com

Kathleen M. Mulligan
Corn Products International Inc.
Five Westbrook Corporate Center
West Chester, IL 60154

Theodore J. Narozanick
One Newark Center
17th Floor
Newark, NJ 07102

Keith G. O'Brien
Rea Cross & Auchincloss
1707 L Street, N.W., Suite 570
Washington, DC 20036
relaw@starpower.net

Thomas M. Pastore
Guardian Industries Corp
2300 Harmon Road
Auburn Hills, MI 48326

J T Reed
United Transportation Union
11363 San Jose Blvd Bldg #105
Jacksonville, FL 32223

David Reid
Novolog Bucks County Inc.
1 Sinter Road
Fairless Hills, PA 19030
david.reid@novologusa.com

Edward J. Rodriquez
P O Box 687
Old Lyme, CT 06371

Harold A. Ross
General Counsel
Brotherhood of Locomotive Engineers
1370 Ontario Street, Suite 1548
Cleveland, OH 44113-1740

Donald S. Shanis
Delaware Valley Regional Planning Comm.
The Bourse Bldg
111 S. Independence Mall East
Philadelphia, PA 19106-2515

Kevin M. Sheys
Kirkpatrick & Lockhart LLP
1800 Massachusetts Avenue NW
2nd Floor
Washington, DC 20036-1800
ksheys@kl.com

Richard G. Slattery
Amtrak
60 Massachusetts Avenue N E
Washington, DC 20002

Robert Roach Jr.
International Association of Machinists
and Aerospace Workers
900 Machinists Place
Upper Marlboro, MD 20772-2687

Robert D. Rosenberg
Slover & Loftus
1224 Seventeenth Street NW
Washington, DC 20036-3003
dmj@sloverandloftus.com

Constance A. Sadler
Sidley Austin Brown & Wood LLP
1501 K Street NW
Washington, DC 20005
csadler@sidley.com

Arthur B. Shenefelt
Amtrak-For-Profit
1200 New Rodgers Road
Bristol, PA 19007

Mark H. Sidman
Weiner Brodsky Sidman & Kider P C
1300 19th Street NW
5th Floor
Washington, DC 20036-1609

Charles A. Spitulnik
McLeod Watkinson & Miller
One Massachusetts Avenue NW Suite 800
Washington, DC 20001-1401
csputulnik@mwmlaw.com

Mary Gabrielle Sprague
Arnold & Porter
555 Twelfth Street NW - Ste 940
Washington, DC 20004-1206
Mary_Gay_Sprague@aporter.com

Edward T. Sprock
Daimler Chrysler
800 Chrysler Drive
Auburn Hills, MI 48326

Adrian L. Steel, Jr.
Mayer, Brown, Rowe & Maw, LLP
1909 K Street, N.W.
Washington, DC 20006-1101
asteel@mayerbrownrowe.com

Scott N. Stone
Patton Boggs
2550 M Street NW
Washington, DC 20037

Vincent P. Szeligo
Wick Streiff Meyer O'Boyle & Szeligo PC
1450 Two Chatham Center
Pittsburgh, PA 15219-3427
vszeligo@wsmoslaw.com

Paul C. Thompson
United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107-4250

Myles L. Tobin
Fletcher & Sippel LLC
29 North Wacker Drive, Suite 920
Chicago, IL 60606-2875
mtobin@fletcher-sippel.com

Christopher Tully
Transportation Communications
International Union
3 Research Place
Rockville, MD 20850

Kirk K. Van Tine
General Counsel
U.S. Dept. of Transportation
400 Seventh Street, S.W.
Washington, DC 20590

Rose-Michele Weinryb
Weiner Brodsky Sidman & Kider PC
1300 19th Street NW 5th Floor
Washington, DC 20036-1609

Hugh H. Welsh
The Port Authority of New York and
New Jersey
One Madison Avenue 7th Floor
New York, NY 10010

Western Sugar Cooperative
7555 East Hampden Avenue
Suite 600
Denver, CO 80231

William W. Whitehurst Jr.
W.W. Whitehurst & Associates, Inc.
12421 Happy Hollow Road
Cockeysville, MD 21030-1711

William R. Wright
34 Beech Street
Cranford, NJ 07016-1747

Scott M. Zimmerman
Zuckert Scoutt & Rasenberger LLP
888 Seventeenth Street NW Suite 700
Washington, DC 20006-3309
smzimmerman@zsrlaw.com

Walter E. Zullig Jr.
Metro-North Commuter Railroad Company
347 Madison Ave
New York, NY 10017-3706

Eugene R. Bailey
1 Hausel Road
Wilmington, DE 19801-5852

J. Robert Bray
600 World Trade Center
Norfolk, VA 23510-1679

Frederic L. Wood
Thompson Hine LLP
1920 N Street N.W. - Suite 800
Washington, DC 20036-1600
rick.woo@thompsonhine.com

Edward Wytkind
Executive Director
Transportation Trades Department
AFL-CIO
888 16th Street NW Suite 650
Washington, DC 20006

David F. Zoll
Chemical Manufacturers Association
Commonwealth Tower
1300 Wilson Blvd
Arlington, VA 22209

Donald W. Alexander
Savage Industries Inc.
5250 S Commerce Drive
Suite 200
Salt Lake City, UT 84107

Jason A. Blinkoff
452 York Street
Elizabeth, NJ 07201

Peter A. Gilbertson
Regional RRS of America
122 C ST NW, Ste. 850
Washington, DC 20001

James McCaffrey
1800 Washington Road
Consol Plaza
Pittsburgh, PA 15241-1421

Shaun M. McCaffrey
3801 Old Greenwood Road
Fort Smith, AR 72903

Christopher A. Mills
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, DC 20036-3003
cam@sloverandloftus.com

Michael B. Scanlan
PPL Coal Supply LLC
Two North Ninth Street GENPL7
Allentown, PA 18101

Thomas A. Schick
American Chemistry Council
1300 Wilson Boulevard
Arlington, VA 22209

John Schlosser
Kinder Morgan Liquids Terminals LLC
One Terminal Road
Carteret, NJ 07008

William Sippel
Fletcher & Sippel
29 North Wacker Drive, Ste. 920
Chicago, IL 60606-2875
wsippel@fletcher-sippel.com

Paul Samuel Smith
U.S. Department of Transportation
400 Seventh Street
S.W. Room 4102 C-30
Washington, DC 20590

William A. Strawn, II
47849 Paper Mill Road
Coshocton, OH 43812

Date: April 26, 2004

/s/John M. Whitlock
John M. Whitlock, Esquire
Attorney No. 35961