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BMWE - 9

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34495

BUCKINGHAM BRANCH RAILROAD CO.
-Lease-
CSX TRANSPORTATION, INC.

NON-CONFIDENTIAL EXHIBITS TO THE
COMMENTS OF THE
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES

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Dated: August 24, 2004

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NORTH MOUNTAIN STUDY
REVENUE TONS FOR HAZ MAT COMMODITIES BY STCC

STCC	COMMODITY DESCRIPTION	YR 2003 CH	YR 2002 CH	YR 2001 CH
2812220	SODIUM (SODA), CAUSTIC	3,513	772	
2814125	COAL TAR CREOSOTE		204	
2818164	GLYCOL ETHERS, NEC		261	
2899991	CHEMICALS, NEC		68	
2911610	ASPHALT (ASPHALTUM),		67	
2911990	PARAFFIN OR PETROLEUM	232	282	766
2912111	PROPANE GAS, LIQUEFIED	3,560	4,503	393
2912112	ISOBUTANE GAS, LIQUEFIED			1,139
2912190	LIQUEFIED PETROLEUM GAS,	3,520	4,127	8,934

0656

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BBRR-5/CSXT-5

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34495

BUCKINGHAM BRANCH RAILROAD COMPANY—LEASE—
CSX TRANSPORTATION, INC.

RESPONSE OF BUCKINGHAM BRANCH RAILROAD COMPANY AND
CSX TRANSPORTATION, INC. TO BROTHERHOOD OF MAINTENANCE OF WAY
EMPLOYEES' FIRST SET OF INTERROGATORIES TO APPLICANTS

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Dated: July 16, 2004

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34495

BUCKINGHAM BRANCH RAILROAD COMPANY—LEASE—
CSX TRANSPORTATION, INC.

RESPONSE OF BUCKINGHAM BRANCH RAILROAD COMPANY AND
CSX TRANSPORTATION, INC. TO BROTHERHOOD OF MAINTENANCE OF WAY
EMPLOYEES' FIRST SET OF INTERROGATORIES TO APPLICANTS

Buckingham Branch Railroad Company ("BB") and CSX Transportation, Inc. ("CSXT") respond to the First Set of Interrogatories of the Brotherhood of Maintenance of Way Employees ("BMWE") received on July 1, 2004 (the "Interrogatories").

GENERAL RESPONSES

The following general responses are made with respect to all of the Interrogatories.

1. BB and CSXT have conducted a reasonable search for responsive information to respond consistent with the stated objections.¹
2. Where objections have been raised to the scope of the request, BB and CSXT are willing to discuss searching for and producing information covered by a more limited request taking into account the stated objection.
3. Production of information does not necessarily imply that it is relevant to this proceeding, and is not to be construed as waiving any applicable objection.

¹ Thus, any response that states that responsive documents are being produced is subject to the General Objections, so that, for example, any documents subject to attorney-client privilege or the work product doctrine are not being produced.

4. BB and CSXT will produce documents in answer to interrogatories where BB and CSXT deem it appropriate under 49 C.F.R. § 1114.26(b).

5. In line with past practice in proceeding of this nature, BB and CSXT have not secured verifications for the answers to interrogatories herein. BB and CSXT are prepared to discuss the matter with BMW if this is of concern with respect to any particular answer.

GENERAL OBJECTIONS

The following general objections are made with respect to all of the Interrogatories. Any additional specific objections are stated at the beginning of the response to each Interrogatory.

1. BB and CSXT object to production of, and are not producing, information subject to the attorney-client privilege, the work product doctrine, or administratively confidential documents.

2. BB and CSXT object to production of, and are not producing, information prepared in connection with, or information relating to, possible settlement of this or any other matter.

3. BB and CSXT object to production of, and are not producing, information that is readily available, including but not limited to information on public file at the Surface Transportation Board ("STB"), the Securities and Exchange Commission, or any other government agency or court, or that has appeared in newspapers or other public media.

4. BB and CSXT object to the production of, and are not producing, information that is as readily attainable by BMW from its own files.

5. BB and CSXT object to the production of, and are not producing, information containing confidential or sensitive commercial information, including information subject to disclosure restrictions imposed by law in other proceedings or by contractual obligation to third parties, and that is of insufficient materiality to warrant production here even under a protective order.

6. BB and CSXT object to the production of, and are not producing, information to the extent it is sought in a form not maintained by BB or CSXT in the regular course of business and is not readily available in the form requested, on the ground that such information could only be developed, if at all, through unduly burdensome and oppressive special studies, which are not ordinarily required and which BB and CSXT object to performing.

7. BB and CSXT object to BMW's Definitions and Instructions to the extent that they seek to impose requirements that exceed those specified in the applicable discovery rules and guidelines.

8. BB and CSXT object to Instruction "iii." because BMW has not addressed all of the individual Interrogatories to BB and CSXT, but has addressed specific Interrogatories to either BB or CSXT. BB and CSXT will respond to the Interrogatories as they have been submitted by BMW.

9. BB and CSXT object to the production of, and are not producing, information that pre-dates January 1, 2001 as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence this proceeding, and as unduly burdensome to produce.

INTERROGATORIES

1. Can BB physically interchange with any carrier other than CSXT?

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB and CSXT further object to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines. BB and CSXT further object to this interrogatory on the ground that it is ambiguous.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that BB can physically interchange with carriers other than CSXT.

2. Are there any financial or contractual disincentives, special payments to be made by, or penalties to, BB if it interchanges with any carrier besides CSXT?

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB and CSXT further object to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines. BB and CSXT further object to this interrogatory on the ground that it is ambiguous. BB and CSXT further object to this interrogatory on the ground that BMW is impermissibly requesting BB and CSXT to provide a legal opinion to BMW.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that the unredacted Lease Agreement between BB and CSXT has been previously provided to BMW's counsel under seal and provides the information sought in this interrogatory.

3. Describe how customers receiving freight from shippers on the leased lines, and how entities shipping to customers on the leased lines, via movements handled by CSXT and BB will see that freight has been handled by BB? Will waybills reflect billing by BB?

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

BB and CSXT further object to this interrogatory on the ground that it is ambiguous. BB and CSXT further object to this interrogatory on the ground that BMWWE is impermissibly requesting BB and CSXT to provide a legal opinion to BMWWE.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that: (a) for local traffic, BB will issue all billing which includes (i) bill of lading (receipt for goods tendered for shipment), (ii) waybill for use by operating personnel to transport the carload as requested by the shipper and (iii) freight bill for the services performed; (b) for interchange traffic customers will see that freight has been handled by BB for the following reasons: (i) the pricing agreement/contract shows that BB is a participating carrier, (ii) BB is included in the route as a line-haul carrier, (iii) the bill of lading, waybill and freight bill show that BB is a participating carrier in the movement, or (iv) customers will see that freight is handled by BB because BB personnel will communicate with the customers and BB train crews will pick up and deliver their carload shipments; and (c) waybills will reflect billing by BB.

4. Describe the revenue generated annually on the Leased Lines for each year since 2000 that has been derived from:

- a) Overhead traffic;
- b) Aggregate trains to and from the Martin Marietta quarry at Verdon;
- c) Shippers on the Leased Lines who will be served by BB if the Transaction is approved.

Objection: CSXT objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. CSXT further objects to this interrogatory as burdensome. CSXT further objects to this interrogatory as requiring the conduct of a special study. CSXT further objects to this interrogatory as requiring CSXT to provide "HIGHLY CONFIDENTIAL" information.

Response: Without waiving the General Objections and Specific Objections, CSXT states information responsive to Interrogatory No. 4 is attached on a separate "HIGHLY

CONFIDENTIAL” page.

5. Describe the mix of freight shipped over the Leased Lines in tons for each year since 2000 for the 5 largest types of freight shipped on the line during that period.

Objection: CSXT objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. CSXT further objects to this interrogatory as burdensome. CSXT further objects to this interrogatory on the ground that it is ambiguous. CSXT further objects to this interrogatory as requiring CSXT to provide “HIGHLY CONFIDENTIAL” information.

Response: Without waiving the General Objections and Specific Objections, CSXT states information responsive to Interrogatory No. 5 is attached on a separate “HIGHLY CONFIDENTIAL” page.

6. Are there any hazardous materials shipped on the Leased Lines that will be handled by BB if the Transaction is approved? If the answer is yes, describe the types of hazardous materials and the amount shipped on the Leased Lines each year since 2000.

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB and CSXT further object to this interrogatory as burdensome. BB and CSXT further object to this interrogatory as requiring the conduct of a special study.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that documents responsive to this interrogatory are being produced.

7. If the Transaction is approved, who will receive the revenue from Amtrak operations over the leased lines, CSXT or BB?

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB and CSXT further object to this interrogatory on the ground that it is ambiguous.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that the unredacted Lease Agreement between BB and CSXT has been previously provided to BMW's counsel under seal and provides the information sought in this interrogatory.

8. Why does BB seek to eliminate the Train Control System ("TCS") on the Leased Lines and operate the lines as a dark territory?

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory on the ground that it is ambiguous. BB further objects to this interrogatory on the ground that BMW is impermissibly requesting BB to provide a legal opinion to BMW.

Response: Without waiving the General Objections and Specific Objections, BB states that BB seeks to optimize allocation of safety resources. The traffic level on the Line (one local train five days per week on any part of the line, a total of six Amtrak trains/week, and four westbound empty hopper trains per day) is light. BB believes this line can be operated safely as dark territory by incorporating some or all of the following ideas: (a) train schedules that leave open tracks for Amtrak, (b) track inspections coordinated with Amtrak running times, and (c) reliable dispatching. Additionally, BB plans to install additional ties using the money that would have gone into maintaining the signal system. This would increase the overall safety of operations on the Line. It should be noted, that any change to the signal system would only be accomplished with the consent and cooperation of Amtrak and the FRA.

9. Describe the signal work that Applicants plan for CSXT signalmen to continue to do on the Leased Lines for the first two years of the lease while BB will be trying to eliminate the TCS.

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB and CSXT further object to this interrogatory on the ground that it is ambiguous.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that CSXT's signalmen will continue the current work that they perform on the Line, which includes typical maintenance and that the unredacted Lease Agreement between BB and CSXT has been previously provided to BMW's counsel under seal and provides the information sought in this interrogatory.

10. Who will do dispatching on Leased Lines if the Transaction is approved? How will dispatching for the CSXT overhead and Martin Marietta trains, Amtrak trains and BB trains be coordinated? Will CSXT have any control over any dispatching by BB, if so what is the nature of that control?

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that the unredacted Lease Agreement between BB and CSXT has been previously provided to BMW's counsel under seal and provides the information sought in this interrogatory.

11. Describe the condition of each segment of the Leased Lines by its FRA track classification (e.g. Class 1, 2, 3, 4, 5, 6, and excepted).

Objection: CSXT objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. CSXT further objects to this interrogatory as burdensome. CSXT further objects to this interrogatory as requiring the conduct of a special study. CSXT further objects to this interrogatory as unduly vague and over broad in that it does not limit the length of time that CSXT must search its files.

Response: Without waiving the General Objections and Specific Objections, CSXT states that documents responsive to this interrogatory are being produced.

12. Provide data on the number of ties and rails installed on the Leased Lines each year since 1994.

Objection: CSXT objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. CSXT further objects to this interrogatory as burdensome. CSXT further objects to this interrogatory as requiring the conduct of a special study.

Response: Without waiving the General Objections and Specific Objections, CSXT states that documents responsive to this interrogatory are being produced.

13. State whether BB will own each of the following types of maintenance of way equipment or devices, whether BB will rent such equipment or devices, whether BB will borrow, rent or otherwise contract for use of such equipment or devices from CSXT (if so, on what terms), or whether BB plans not to use such equipment or devices:

- a) Geometry car
- b) Gauge resistant measurement system
- c) Automated rail flaw detection equipment

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory as unduly vague and over broad in that it does not define the terms "Geometry car", "Gauge resistant measurement system", and "Automated rail flaw detection equipment", terms susceptible to more than one meaning.

Response: Without waiving the General Objections and Specific Objections, BB states that BB does not own a geometry car, gauge restraint measurement system, or automated rail flaw detection equipment. BB does not plan to use a gauge restraint measurement system. BB will use automated rail flaw detection equipment and will contract these services out. BB may

use a geometry car periodically and will contract this service out when needed. There is no plan to use CSXT equipment.

14. State whether there is any maintenance of way equipment that BB plans to borrow, rent or otherwise contract for from CSXT, and if so, on what term.

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines.

Response: Without waiving the General Objections and Specific Objections, BB states that there is no maintenance of way equipment that BB plans to borrow, rent or otherwise contract for from CSXT.

15. Describe the number of maintenance of way employees and the number of signalmen who worked on the Leased Lines from 1994 to the present, by number of employees and number of man-hours worked (if available).

Objection: CSXT objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. CSXT further objects to this interrogatory as burdensome. CSXT further objects to this interrogatory as requiring the conduct of a special study. CSXT further objects to this interrogatory on the ground that it is ambiguous.

Response: Without waiving the General Objections and Specific Objections, CSXT states that the following table responds to this interrogatory.

	YEAR		
	2001	2002	2003
MW Employees (BMWE)	13	13	13
Man-Hours Worked	26,602	25,386	26,715
Signalmen (BRS)			

	13	15	15
Man-Hours Worked	21,801	21,856	24,309

16. Will CSXT be performing any review or inspections of the track and right of way of the Leased Lines, if the Transaction is approved and BB begins operations?

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Without waiving the General Objections and Specific Objections, CSXT and BB state that the unredacted Lease Agreement between BB and CSXT has been previously provided to BMW's counsel under seal and provides the information sought in this interrogatory.

17. Does CSXT have any expectations, requirements or contingencies with respect to BB's maintenance of the Leased Lines with respect to:

- a) Improvements on the Lease Lines;
- b) Maintenance on the Leased Lines;
- c) Capital investments on the Leased Lines.

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Without waiving the General Objections and Specific Objections, CSXT states that the unredacted Lease Agreement between BB and CSXT has been previously provided to BMW's counsel under seal and provides the information sought in this interrogatory.

18. Are there any circumstances in which CSXT could terminate the lease, or alter the terms of the lease because of BB's levels of maintenance on the lines, or the condition of the lines?

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

BB and CSXT further object to this interrogatory as unduly vague and over broad. BB and CSXT further object to this interrogatory on the ground that it is ambiguous. BB and CSXT further object to this interrogatory on the ground that BMW is impermissibly requesting BB and CSXT to provide a legal opinion to BMW.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that the unredacted Lease Agreement between BB and CSXT has been previously provided to BMW's counsel under seal and provides the information sought in this interrogatory.

19. Do the applicants have any expectations or plans regarding grants or investments in the Leased Lines by the Commonwealth of Virginia?

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB and CSXT further object to this interrogatory as burdensome. BB and CSXT further object to this interrogatory on the ground that it is ambiguous. BB and CSXT further object to this interrogatory as unduly vague and over broad in that it does not limit the length of time that BB and CSXT must search their files.

Response: Without waiving the General Objections and Specific Objections, BB states that BB plans to apply for and compete with other short line railroads for funds available from the Commonwealth's Rail Preservation Program. However, BB has no commitments concerning such funds.

20. Are there any circumstances in which CSXT may end the lease prior to the completion of its term?

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

BB and CSXT further object to this interrogatory as unduly vague and over broad. BB and CSXT further object to this interrogatory on the ground that it is ambiguous.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that the unredacted Lease Agreement between BB and CSXT has been previously provided to BMW's counsel under seal and provides the information sought in this interrogatory.

21. Does the agreement between CSXT and BB provide for, or allow CSXT to impose, any limits on marketing, customers or freight carried on the Leased Lines?

Objection: BB and CSXT object to this interrogatory as burdensome. BB and CSXT further object to this interrogatory as unduly vague and over broad. BB and CSXT further object to this interrogatory on the ground that it is ambiguous. BB and CSXT further object to this interrogatory on the ground that BMW is impermissibly requesting BB and CSXT to provide a legal opinion to BMW.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that the unredacted Lease Agreement between BB and CSXT has been previously provided to BMW's counsel under seal and provides the information sought in this interrogatory.

22. What were CSXT's plans for maintenance on, upgrades to, and investment in the Leased Lines as of the end of 2002?

Objection: CSXT objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. CSXT further objects to this interrogatory as burdensome. CSXT further objects to this interrogatory as requiring the conduct of a special study. CSXT further objects to this interrogatory on the ground that it is ambiguous.

Response: Without waiving the General Objections and Specific Objections, CSXT states that the maintenance plans have been the same for several years. CSXT inspects the Line in compliance with FRA requirements. CSXT performs the following maintenance: installing safety ties, spot surfacing rail, and performing any other routine maintenance such as bolt replacement, switch component tightening, etc. CSXT did not plan any capital work for the Line between 2002 and 2004.

23. Does the agreement between CSXT and BB provide for, or allow CSXT to impose, any limits in the nature and quality of equipment that BB can use on the Lease Lines?

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB and CSXT further object to this interrogatory as burdensome. BB and CSXT further object to this interrogatory on the ground that it is ambiguous.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that the unredacted Lease Agreement between BB and CSXT has been previously provided to BMW's counsel under seal and provides the information sought in this interrogatory.

24. Are there any arrangements between BB and CSXT regarding any priority for CSXT overhead traffic, and CSXT aggregate trains to and from the Martin Marietta facility at Verdon?

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB and CSXT further object to this interrogatory as burdensome. BB and CSXT further object to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines. BB and CSXT further object to this interrogatory on the ground that it is ambiguous. BB and CSXT further object to this interrogatory as unduly vague and over

broad in that it does not limit the length of time that BB and CSXT must search their files and it does not limit the information to the Transaction, the Lease or the Leased Lines.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that the unredacted Lease Agreement between BB and CSXT has been previously provided to BMW's counsel under seal and provides the information sought in this interrogatory, and that specific arrangements are being developed.

25. Describe any CSXT grant applications or other requests for funding for the Leased Lines from the Federal Government, Commonwealth of Virginia, or any local government, since 1997?

Objection: CSXT objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. CSXT further objects to this interrogatory as burdensome. CSXT further objects to this interrogatory as requiring the conduct of a special study. CSXT further objects to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines. CSXT further objects to this interrogatory on the ground that it is ambiguous.

Response: Without waiving the General Objections and Specific Objections, CSXT states that it has not accepted funds from the Virginia Rail Preservation Program since 2001. Two projects have been applied for and accepted under the Rail Industrial Access Program since 2001. In both instances, the application and the grants were awarded directly to the industry and not CSXT. There are probably some section 130 grade crossing funds expended along the line and the Virginia Department of Transportation does provide CSXT with an annual maintenance fee for signalized grade crossings. There is a three party public project agreement between CSXT, the Virginia Department of Transportation and a local government for a bridge project.

26. State whether CSXT has made, or will make, any guarantees or reimbursement arrangements with BB based traffic or revenue generated on the Leased Lines.

Objection: CSXT objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. CSXT further objects to this interrogatory on the ground that it is ambiguous.

Response: Without waiving the General Objections and Specific Objections, CSXT states that the unredacted Lease Agreement between BB and CSXT has been previously provided to BMW's counsel under seal and provides the information sought in this interrogatory.

27. What are the "operating economies, improved service and improved financial viability" that Applicants expect as cited on page 5 of the Application? Describe the basis for each such expectation.

Objection: BB and CSXT object to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that operating economies will result from (a) well managed loyal and dedicated staff, (b) cross training of staff, (c) regularly scheduled work that eliminates unproductive travel time, (d) fewer locomotives requiring less capital and maintenance, and (e) more frequent train service, which keeps rail cars moving and reduces car hire cost.

Without waiving the General Objections and Specific Objections, BB and CSXT state that improved service as described in Exhibit 15-Minor Transaction Operating Plan (Application, page 97) will consist of 5 day-per-week train service for local customers over the entire line which enable movement from one end of the line to the other in 24 to 48 hours versus present one to three day-per-week train service and reports of nine days for local service.

Without waiving the General Objections and Specific Objections, BB and CSXT state that improved financial viability will be realized as shippers and receivers (customers) plan to increase rail shipments because of regular and reliable five day-per-week train service. Based on

information furnished by customers, all of them expect rail tonnage (carloads) to show a marked increase. For example, Luck Stone Corporation states in a letter dated July 12, 2004 to STB supporting the application as follows: "We ship approximately 200 carloads annually of crushed stone, and it is our plan to increase rail usage based on reliable five days-per-week service. With the Service Plan outlines by the Buckingham Branch, it is our hope to expand our market area and increase rail shipment to the 800 carload per year level". Based on the rail industry record, shortlines generally grow (about 7% per year) at twice the rate of the Class I's (about 3.5% per year).

Without waiving the General Objections and Specific Objections, BB and CSXT state that the Transaction will contribute to CSXT's financial viability by reducing its capital requirements and contributing to the rationalization of its rail system.

Without waiving the General Objections and Specific Objections, BB and CSXT state that the Transaction will contribute to the financial viability of BB by expanding its operations and the opportunity for increased revenues from operating the Line. In addition, the Applicants expect the Line to be more financially viable, because they anticipate that BB will be able to grow rail traffic on the Line. Increased traffic will lead to increased revenues.

Without waiving the General Objections and Specific Objections, BB and CSXT state that the basis for expectations on financial viability is the historical experience of short line railroads in the operation of rail lines serving smaller markets, which have been acquired from Class I carriers. This experience shows that short line railroads with locally based management can often grow traffic on such rail lines. The basis for CSXT's expectation that the Transaction will add to its financial viability is its experience over the last nearly 20 years with numerous line transactions.

Without waiving the General Objections and Specific Objections, BB and CSXT state that CSXT will realize operating economies from the Transaction, because it will no longer have the expenses associated with the operation of this line, such as the costs of operating, repairing and maintaining locomotives and other equipment necessary for the operation and maintenance of the Line and utility and other expenses.

28. Explain how BB “will assume the common carrier obligation on the Line” as described on page 12 of the Application when CSXT is still serving the Martin Marietta facility at Verdon and is operating overhead movements on the Leased Lines.

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB and CSXT further object to this interrogatory on the ground that it is ambiguous.

Response: Without waiving the General Objections and Specific Objections, BB states that BB will assume the common carrier obligation on the line by providing local freight service to all customers on the line. BB will handle the waybilling, switching, customer service, marketing, track maintenance, bridge maintenance, ROW maintenance, and other responsibilities as the common carrier. Concerning the Martin Marietta facility, CSXT will only handle the revenue rock train moves to and from the Newport News, VA area and will pay BB for the trackage rights. BB will still serve Martin Marietta for CSXT ballast train moves as well as any other business developed out of this facility. The overhead empty westbound moves by CSXT will be fewer in number than are currently handled over the line and will generate income for BB.

29. Explain how the Transaction advances CSXT’s goal of “reduce[ing] its capital needs; rationalize[ing] its rail system and restructure[ing] its business” as referred to on page 4 of the Lease Agreement, page 41 of the Application.

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB and CSXT further object to this interrogatory as unduly vague and over broad.

Response: Without waiving the General Objections and Specific Objections, CSXT states that CSXT has been reducing its capital needs by reducing the size of its rail system and focusing its resources, both capital and people on markets that provide a satisfactory return on CSXT's investment. In that regard, CSXT has been rationalizing its rail system by disposing, through sale, lease, or abandonment, of rail lines that serve smaller customer bases and do not generate enough local rail traffic to justify CSXT's investment. CSXT has sold or leased nearly 4,500 miles of track to short lines over the last 20 years. The transactions can be structured in various ways. CSXT may sell the entire rail line. It may sell the track and improvements and lease the right of way on a long-term basis. Or, it may lease the track and right of way on a long term basis. Regardless of the nature of the transaction, CSXT is no longer responsible for the maintenance and upkeep or improvements to the track, bridges, tunnels, buildings, or related structures. These are the responsibility of the short line. Thus, CSXT's capital needs are reduced, because the rail system that it operates is smaller. For example, CSXT spent approximately \$ 8.9 million over the last five years in capital investments in the lines to be leased to BB.

Without waiving the General Objections and Specific Objections, CSXT states that CSXT also saves on capital investment, because, as a result of line sales and leases, CSXT eliminates its need for locomotives and various equipment necessary to serve and maintain rail lines that are sold or leased. For example, in this Transaction, CSXT will no longer need to

provide locomotives to serve shippers on the Line. The locomotives will be furnished by BB as part of its operation.

Without waiving the General Objections and Specific Objections, CSXT states that the demand for transportation services is constantly changing. Many of the traditional sources of rail traffic have disappeared or diminished for one reason or another. CSXT has been restructuring its business to pursue opportunities that make sense in this new environment and make a contribution to revenues at a level that justifies CSXT's investment in its business. In addition, a key to success in the current marketplace for transportation is to provide a high level of service. Given that CSXT has limited resources in the form of people, capital, equipment, and technology, CSXT is required to focus its efforts and resources on rail lines where it believes there is a higher demand for its service. For example, CSXT continues to restructure its business to focus its efforts and investment on rail lines with higher density of traffic and longer hauls. CSXT is forced to disinvest in lines where a relatively small number of carloads are handled. Such lines can be better served by locally-based short line operators. The local traffic on the Line fits these characteristics.

Without waiving the General Objections and Specific Objections, CSXT states that line sale and lease transactions rationalize CSXT's system by focusing its resources on rail line markets that contribute to a satisfactory return on its investment in people, equipment, infrastructure and technology. The local market served by the Line does not generate enough carloads to justify efforts by CSXT to continue to use its limited resources to serve this market and attempt to grow the business on this Line. However, experience shows that there may be potential for a locally-based short line railroad to grow traffic on this Line.

30. Identify the public grade crossings on the Leased Lines and describe the crossing protection at each crossing.

Objection: CSXT objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. CSXT further objects to this interrogatory as burdensome.

Response: Without waiving the General Objections and Specific Objections, CSXT states that documents responsive to this interrogatory are being produced.

31. Provide the gross ton miles for the Leased Lines since 1997.

Objection: CSXT objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. CSXT further objects to this interrogatory as burdensome. CSXT further objects to this interrogatory as requiring the conduct of a special study.

Response: Without waiving the General Objections and Specific Objections, CSXT states that documents responsive to this interrogatory are being produced.

32. Provide the revenue ton miles for the Leased Lines since 1997.

Objection: CSXT objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. CSXT further objects to this interrogatory as burdensome. CSXT further objects to this interrogatory as requiring the conduct of a special study.

Response: Without waiving the General Objections and Specific Objections, CSXT states that "HIGHLY CONFIDENTIAL" documents responsive to this interrogatory are being produced.

33. What is the condition of the current BB line by FRA track classification?

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB

further objects to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines.

Response: Without waiving the General Objections and Specific Objections, BB states that the current BB line is FRA track Class 1.

34. What was the condition of the current BB line by FRA classification at the time the line was acquired by BB?

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines.

Response: Without waiving the General Objections and Specific Objections, BB states that the current BB line was excepted track when acquired in 1989.

35. Describe the number of ties and rails installed on the current BB line each year since BB acquired the line.

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory as burdensome. BB further objects to this interrogatory as requiring the conduct of a special study. BB further objects to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines.

Response: Without waiving the General Objections and Specific Objections, BB states that the following table responds to this interrogatory.

Year	Ties	Rail feet	Bridge timbers
2001:	857	1400	326
2002:	812	600	331
2003:	1003	100	581

2004 ytd: 592 1680 172

36. What have been BB's capital investments in the current BB line each year since BB acquired the line?

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory as burdensome. BB further objects to this interrogatory as requiring the conduct of a special study. BB is a small family owned Sub-Chapter S corporation and a response to this interrogatory would result in disclosure of proprietary and competitively sensitive information.

Response: BB will not respond to this interrogatory.

37. Identify all Federal, Virginia and local government grants (including amount and purpose) received by BB for its current line since BB acquired the line.

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory as burdensome.

Response: Without waiving the General Objections and Specific Objections, BB states that BB has received the following Federal, State, and Local grants:

2001	VDRPT Rail Preservation	\$400,000
2002	VDRPT Rail Preservation	\$500,000
2003	VDRPT Rail Preservation	\$375,000

38. Provide the total employment on the current BB line since the line was acquired.

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines.

Response: Without waiving the General Objections and Specific Objections, BB states that BB started with two employees in 1989, and currently has sixteen employees.

39. Identify all roadway maintenance machines owned by BB.

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory as burdensome. BB further objects to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines.

Response: Without waiving the General Objections and Specific Objections, BB states that it owns the following roadway maintenance machines: Kershaw on track Brush Cutter, Kershaw Tie Handler, RTW Tie Handler, Kershaw Ballast Regulator, Fairmont Switch Tamper, Kershaw Bridge Unit, Jackson Tie Inserter, Burro Crane, Industrial Brownhoist Locomotive Crane, Ford F-800 Track Truck w/crane, aux hydraulics, etc., International Track Truck w/crane, aux hydraulics, etc., Chevrolet Kodiak Knuckle Boom Truck w/20' dump bed, International Rotary Dump Truck, Two John Deere Backhoe Loaders, Ford F-800 Boom Truck set up with Vegetation Spray Equipment, and Three Hy-Rail Inspection Trucks.

40. Identify all BB employees who currently perform work that is traditionally known as maintenance of way work.

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines. BB further objects to this interrogatory on the ground that disclosure of specific identities of non-management level employees is not relevant

nor could it lead to discovery of relevant evidence and that such disclosure would be invasive of the privacy of those individuals and would expose them to unwarranted annoyance.

Response: Without waiving the General Objections and Specific Objections, BB states that there are seven employees who perform work that is traditionally known as maintenance of way work.

41. Identify all BB employees who currently perform work that is traditionally known as train or engine service work,

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines. BB further objects to this interrogatory on the ground that disclosure of specific identities of non-management level employees is not relevant nor could it lead to discovery of relevant evidence and that such disclosure would be invasive of the privacy of those individuals and would expose them to unwarranted annoyance.

Response: Without waiving the General Objections and Specific Objections, BB states that it employs five employees who perform work that is traditionally know as train or engine service work.

42. Explain how BB plans to “cross-train” its employees as referred to on pages 10 and 27 of the Application; and state whether all employees will be cross-trained or only some.

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory on the ground that it is ambiguous.

Response: Without waiving the General Objections and Specific Objections, BB states that BB plans to train and cross train its employees using qualified instructors and training programs. BB plans to cross train all train and engine service employees as engineers and

conductors. Additionally, BB will cross train all of its train and engine service employees to be able to perform some routine maintenance of way functions. BB also plans to cross train maintenance of way employees, who are interested and qualified, to be conductors as the need arises.

43. Identify any FRA citation or violation received by BB on the current BB line.

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines. BB further objects to this interrogatory on the ground that it is ambiguous. BB further objects to this interrogatory as unduly vague and over broad in that it does not limit the length of time that BB must search its files and it does not limit the information to the Transaction, the Lease or the Leased Lines.

Response: Without waiving the General Objections and Specific Objections, BB states that it has never received an FRA citation or violation.

44. Provide the background and experience of any BB manager responsible for engineering and/or track and right of way work, or any person BB intends to hire as manager responsible for engineering and/or the track and right of way work.

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines.

Response: Without waiving the General Objections and Specific Objections, BB states that the BB manager currently responsible for engineering and/or track and right of way work started working in the railroad industry September 1981 through May 1982 on the Southern Pacific Transportation Company in California as a trainman (brakeman). From June 1982 to

February 1987 he joined CSXT as Trackman/Assistant Foreman with the following duties: maintain and repair railway track on the ex C&O Virginia division, work on tie gangs, section gangs, surfacing units, curve patch units, under cutter, gauging units, anchor spike gangs and crossing gangs, and authority to obtain track time. Beginning in November 1988 he worked part-time for BB maintaining the 17 miles of trackage as well as maintaining rolling stock, including painting equipment. He is knowledgeable in the required areas of FRA track standards and AAR interchange rules. He joined BB full time October 2000 and has always shown great interest in right-of-way, track needs, bridge structures and maintaining them in a safe and efficient manner. While BB has under consideration several options to meet additional needs, it would be premature at this time to make any such decisions.

45. Has BB received any representation, assurances or commitments regarding any grants or other funding from the Commonwealth of Virginia or any local government for the Leased Lines? If the answer is yes, describe any such representation, assurance or commitment.

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory as over broad.

Response: Without waiving the General Objections and Specific Objections, BB states that BB has not received any representations, assurances or commitments regarding any grants or other funding from the Commonwealth of Virginia or any local government for the Line.

46. Describe all passenger train operations on the current BB line including excursion trains; provide the number of trains per month, and number of passengers per month since January 2003.

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory as burdensome. BB further objects to this interrogatory as requiring the conduct of a special study. BB further objects to this interrogatory as unduly vague

and over broad in that it does not specify this Transaction, the Lease or the Leased Lines. BB further objects to this interrogatory as unduly vague and over broad in that it does not limit the length of time that BB must search its files and it does not limit the information to the Transaction, the Lease or the Leased Lines.

Response: Without waiving the General Objections and Specific Objections, BB states BB that has an active train excursion program that is conducted with assistance from the Old Dominion Chapter of the National Railway Historical Society. Seasonal public trips are provided in the spring, fall and before Christmas. Occasionally special private trips will be scheduled. Since January 1, 2003, BB has had the following excursions: (a) April 2003, 1 train, 86 passengers; (b) May 2003, 8 trains, 1466 passengers; (c) July 2003, 1 train, 71 passengers; (d) October 2003, 6 trains, 1124 passengers; (e) December 2003, 12 trains, 1208 passengers; (f) May 2004, 5 trains, 952 passengers; and (g) June 2004, 2 trains, 368 passengers.

47. Identify all portions of BB's current line used for passenger/excursion service.

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines. BB further objects to this interrogatory as unduly vague and over broad in that it does not limit the length of time that BB must search its files and it does not limit the information to the Transaction, the Lease or the Leased Lines.

Response: Without waiving the General Objections and Specific Objections, BB states that BB uses its current line from MP 0.1 to MP 16.5 for the excursion service described above in question 46. Some of the trips do not cover this entire distance.

48. Describe any arrangement that BB has had or has with any other party for the performance of maintenance of way work between:

- a) January 1, 2000 and the present; and,
- b) After BB begins operating the Leased Lines, if the Transaction is approved.

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines.

Response: Without waiving the General Objections and Specific Objections, BB states that: (a) Occasionally, BB will hire a local contractor to assist its crews in performing track maintenance. Other than that, BB has performed all of its own track and bridge maintenance since January 1, 2001. (b) BB does not have any agreements with any other party for the performance of maintenance of way work after BB begins operating the Line, if the transaction is approved. BB plans to initially hire eight additional employees to perform maintenance of way work on the Line.

49. Has BB had any arrangement for it to perform maintenance of way work for anyone else since 1997? If so, describe the nature of such arrangement, state whether the arrangement is still in effect, and if not, why not.

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory as burdensome. BB further objects to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines. BB further objects to this interrogatory on the ground that BMW is impermissibly requesting BB and CSXT to provide a legal opinion to BMW.

Response: Without waiving the General Objections and Specific Objections, BB states that occasionally BB will fill requests from customers or other local businesses to perform maintenance work on private industry tracks. Additionally, from 1994 until March of 2003, BB

operated and maintained approximately 20 miles of track from Staunton, VA to Pleasant Valley, VA, for the Shenandoah Valley Railroad. As part of that agreement, BB was paid to do required inspections and maintenance on the line. This agreement expired on March 1, 2003. Pursuant to the expiration of the agreement, BB is no longer responsible for the track maintenance of that line.

50. Identify the public grade crossings on the current BB lines and describe the crossing protection at each crossing.

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB and CSXT further objects to this interrogatory as burdensome. BB further objects to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines.

Response: Without waiving the General Objections and Specific Objections, BB states that the following table responds to this interrogatory.

Milepost	Road	Protection
0.20	Rt. 687	X-bucks
2.12	Rt. 652	Flashing Lights
4.00	Rt. 675	Flashing Lights & Gates
6.07	Rt. 671	Flashing Lights
8.53	Rt. 610	X-bucks
9.58	Rt. 622	X-bucks
12.13	Rt. 617	Flashing Lights
12.67	Rt. 731	X-bucks
13.67	Rt. 669	X-bucks

14.83	Rt. 631	X-bucks
16.55	US 15	Flashing Lights & Gates
17.03	Rt. 1001	X-bucks
17.23	Rt. 1003	X-bucks

51. Provide the gross ton miles for the current BB lines since January 1, 1997.

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory as burdensome. BB further objects to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines.

Response: Without waiving the General Objections and Specific Objections, BB states that the following table responds to this interrogatory.

2001	2,756,020 gross ton miles
2002	1,839,390 gross ton miles
2003	2,075,850 gross ton miles

52. Provide the revenue ton miles for the current BB lines since January 1, 1997.

Objection: BB objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this interrogatory as burdensome. BB further objects to this interrogatory as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines.

Response: Without waiving the General Objections and Specific Objections, BB states that the following table responds to this interrogatory.

2001	2,010,730 revenue ton miles
------	-----------------------------

2002 1,343,850 revenue ton miles

2003 1,513,830 revenue ton miles

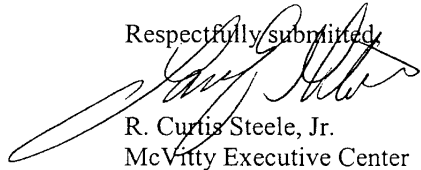
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Dated: July 16, 2004

Respectfully submitted,



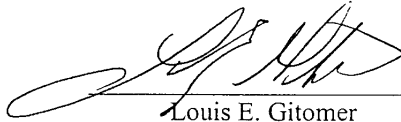
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Counsel for Buckingham Branch Railroad
Company

CERTIFICATE OF SERVICE

I hereby certify that I have caused the foregoing document to be served by hand delivery
on counsel for the Brotherhood of Maintenance of Way Employees.



Louis E. Gitomer
July 16, 2004



BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34495

BUCKINGHAM BRANCH RAILROAD COMPANY—LEASE—
CSX TRANSPORTATION, INC.

RESPONSE OF BUCKINGHAM BRANCH RAILROAD COMPANY AND
CSX TRANSPORTATION, INC. TO BROTHERHOOD OF MAINTENANCE OF WAY
EMPLOYEES' FIRST SET OF REQUESTS FOR PRODUCTION OF DOCUMENTS TO
APPLICANTS

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Counsel for Buckingham Branch Railroad
Company

Dated: July 16, 2004

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34495

BUCKINGHAM BRANCH RAILROAD COMPANY—LEASE—
CSX TRANSPORTATION, INC.

RESPONSE OF BUCKINGHAM BRANCH RAILROAD COMPANY AND
CSX TRANSPORTATION, INC. TO BROTHERHOOD OF MAINTENANCE OF WAY
EMPLOYEES' FIRST SET OF REQUESTS FOR PRODUCTION OF DOCUMENTS TO
APPLICANTS

Buckingham Branch Railroad Company ("BB") and CSX Transportation, Inc. ("CSXT") respond to the First Set of Requests for Production of Documents of the Brotherhood of Maintenance of Way Employees ("BMWE") received on July 1, 2004 (the "Document Requests").

GENERAL RESPONSES

The following general responses are made with respect to all of the Document Requests.

1. BB and CSXT have conducted a reasonable search for responsive documents to respond consistent with the stated objections.¹
2. Where objections have been raised to the scope of the request, BB and CSXT are willing to discuss searching for and producing documents covered by a more limited request taking into account the stated objection.

¹ Thus, any response that states that responsive documents are being produced is subject to the General Objections, so that, for example, any documents subject to attorney-client privilege or the work product doctrine are not being produced.

3. Production of documents does not necessarily imply that they are relevant to this proceeding, and is not to be construed as waiving any applicable objection.

4. BB and CSXT reserve the right to supplement this Response if additional documents are discovered.

GENERAL OBJECTIONS

The following general objections are made with respect to all of the Document Requests. Any additional specific objections are stated at the beginning of the response to each Document Request.

1. BB and CSXT object to production of, and are not producing, documents subject to the attorney-client privilege, the work product doctrine, or administratively confidential documents.

2. BB and CSXT object to production of, and are not producing, documents prepared in connection with, or information relating to, possible settlement of this or any other matter.

3. BB and CSXT object to production of, and are not producing, public documents that are readily available, including but not limited to documents on public file at the Surface Transportation Board ("STB"), the Securities and Exchange Commission, or any other government agency or court, or that have appeared in newspapers or other public media.

4. BB and CSXT object to the production of, and are not producing, documents that are as readily attainable by BMW from its own files.

5. BB and CSXT object to the production of, and are not producing, documents containing confidential or sensitive commercial information, including information subject to disclosure restrictions imposed by law in other proceedings or by contractual obligation to third parties, and that is of insufficient materiality to warrant production here even under a protective order.

6. BB and CSXT object to the production of, and are not producing, documents to the extent they are sought in a form not maintained by BB or CSXT in the regular course of business and are not readily available in the form requested, on the ground that such documents could only be developed, if at all, through unduly burdensome and oppressive special studies, which are not ordinarily required and which BB and CSXT object to performing.

7. BB and CSXT object to BMW's Definitions and Instructions to the extent that they seek to impose requirements that exceed those specified in the applicable discovery rules and guidelines.

8. BB and CSXT object to Instruction "iii." because BMW has not addressed all of the individual Document Requests to BB and CSXT, but has addressed specific Document Requests to either BB or CSXT. BB and CSXT will respond to the Document Requests as they have been submitted by BMW.

9. BB and CSXT object to the production of, and are not producing, documents that pre-date January 1, 2001 as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence this proceeding, and as unduly burdensome to produce.

DOCUMENT REQUESTS

1. All documents that include any written representation that CSXT provided to BB prior to any exchange of a draft lease agreement(s).

Objections: BB and CSXT object to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB and CSXT further object to this document request as burdensome. BB and CSXT further object to this document request as requiring the conduct of a special study. BB and CSXT further object to this document request as unduly vague and over broad in that it is not limited to this Transaction or the Leased Lines.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT will produce documents responsive to Document Request No. 1.

2. All documents that include any written solicitations or background information that CSXT provided BB prior to any exchange of a draft lease agreement(s).

Objections: BB and CSXT object to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB and CSXT further object to this document request as burdensome. BB and CSXT further object to this document request as requiring the conduct of a special study. BB and CSXT further object to this document request as unduly vague and over broad in that it does not specify this Transaction or the Leased Lines. BB and CSXT further object to this document request on the ground that it is ambiguous. BB and CSXT further object to this document request as unduly vague and over broad in that it does not limit the length of time that BB and CSXT must search their files and it does not limit the documents to the Transaction, the Lease or the Leased Lines.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT will produce documents responsive to Document Request No. 2.

3. Any FRA reports, citations or findings about the Leased Lines since January 1, 1997.

Objections: CSXT objects to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. CSXT further objects to this document request as burdensome. CSXT further objects to this document request as requiring the conduct of a special study. CSXT further objects to this document request on the ground that it is ambiguous. CSXT further objects to this document request as unduly vague and over broad in that it does not define the terms "FRA reports, citations or findings", terms that are susceptible to more than one meaning.

Response: Without waiving the General Objections and Specific Objections, CSXT will produce FRA inspection reports and citations concerning track conditions on the Line.

4. Any FRA reports, citations or findings about the current BB lines since January 1, 1997.

Objections: BB objects to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this document request as requiring the conduct of a special study. BB further objects to this document request on the ground that it is ambiguous. BB further objects to this document request as unduly vague and over broad in that it does not define the terms "FRA reports, citations or findings", terms that are susceptible to more than one meaning.

Response: Without waiving the General Objections and Specific Objections, BB will produce FRA inspection reports and citations concerning track conditions.

5. Any written descriptions of current BB maintenance of way positions, and other non-managerial BB positions.

Objections: BB objects to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this document request as unduly vague and over broad in that it does not

specify this Transaction, the Lease or the Leased Lines. BB further objects to this document request on the ground that it is ambiguous. BB further objects to this document request as unduly vague and over broad in that it does not limit the length of time that BB must search its files and it does not limit the documents to the Transaction, the Lease or the Leased Lines.

Response: Without waiving the General Objections and Specific Objections, BB will produce documents responsive to Document Request No. 5.

6. Any written descriptions of BB maintenance of way positions, and other non-managerial BB positions for BB operations if the Transaction is approved.

Objections: BB objects to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this document request as burdensome. BB further objects to this document request on the ground that it is ambiguous.

Response: Without waiving the General Objections and Specific Objections, BB states that no documents responsive to Document Request No. 6 exist. Such written job descriptions are being developed.

7. All documents that include from the Commonwealth of Virginia for grants or other investment in rail lines.

Objections: BB and CSXT object to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB and CSXT further object to this document request as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines. BB and CSXT further object to this document request on the ground that it is ambiguous. BB and CSXT further object to this document request as unduly vague and over broad in that it does not limit the length of

time that BB and CSXT must search their files and it does not limit the documents to the Transaction, the Lease or the Leased Lines.

Response: No documents will be provided because BB and CSXT do not understand Document Request No. 7.

8. Track charts for the Leased Lines.

Objections: CSXT objects to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. CSXT further objects to this document request on the ground that it is ambiguous.

Response: Without waiving the General Objections and Specific Objections, CSXT will produce documents responsive to Document Request No. 8.

9. Track charts for the current BB line.

Objections: BB objects to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this document request as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines.

Response: Without waiving the General Objections and Specific Objections, BB will produce documents responsive to Document Request No. 9.

10. All documents that include maintenance schedule for the Leased Lines since 1994.

Objections: CSXT objects to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. CSXT further objects to this document request as burdensome. CSXT further objects to this document request as requiring the conduct of a special study. CSXT further object to this document request on the ground that it is ambiguous.

Response: Without waiving the General Objections and Specific Objections, CSXT will produce documents responsive to Document Request No. 10.

11. All documents showing CSXT's plans for maintenance on, upgrades to, and investment in the Leased Lines as of the end of 2002.

Objections: CSXT objects to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. CSXT further objects to this document request as burdensome. CSXT further objects to this document request as requiring the conduct of a special study. CSXT further object to this document request on the ground that it is ambiguous.

Response: Without waiving the General Objections and Specific Objections, CSXT will produce documents responsive to Document Request No. 11.

12. Net income statements and balance sheets for BB since January 1, 1997.

Objections: BB objects to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB further objects to this document request as burdensome. BB further objects to this document request as requiring the conduct of a special study. BB further objects to this document request as unduly vague and over broad in that it does not specify this Transaction, the Lease or the Leased Lines. As a small family owned private corporation, BB further objects to disclosure of proprietary and competitively sensitive information.

Response: BB will not produce documents responsive to Document Request No. 12.

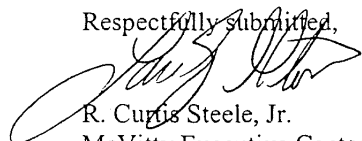
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Counsel for CSX Transportation, Inc.

July 16, 2004

Respectfully submitted,



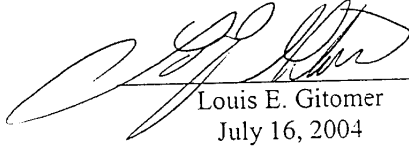
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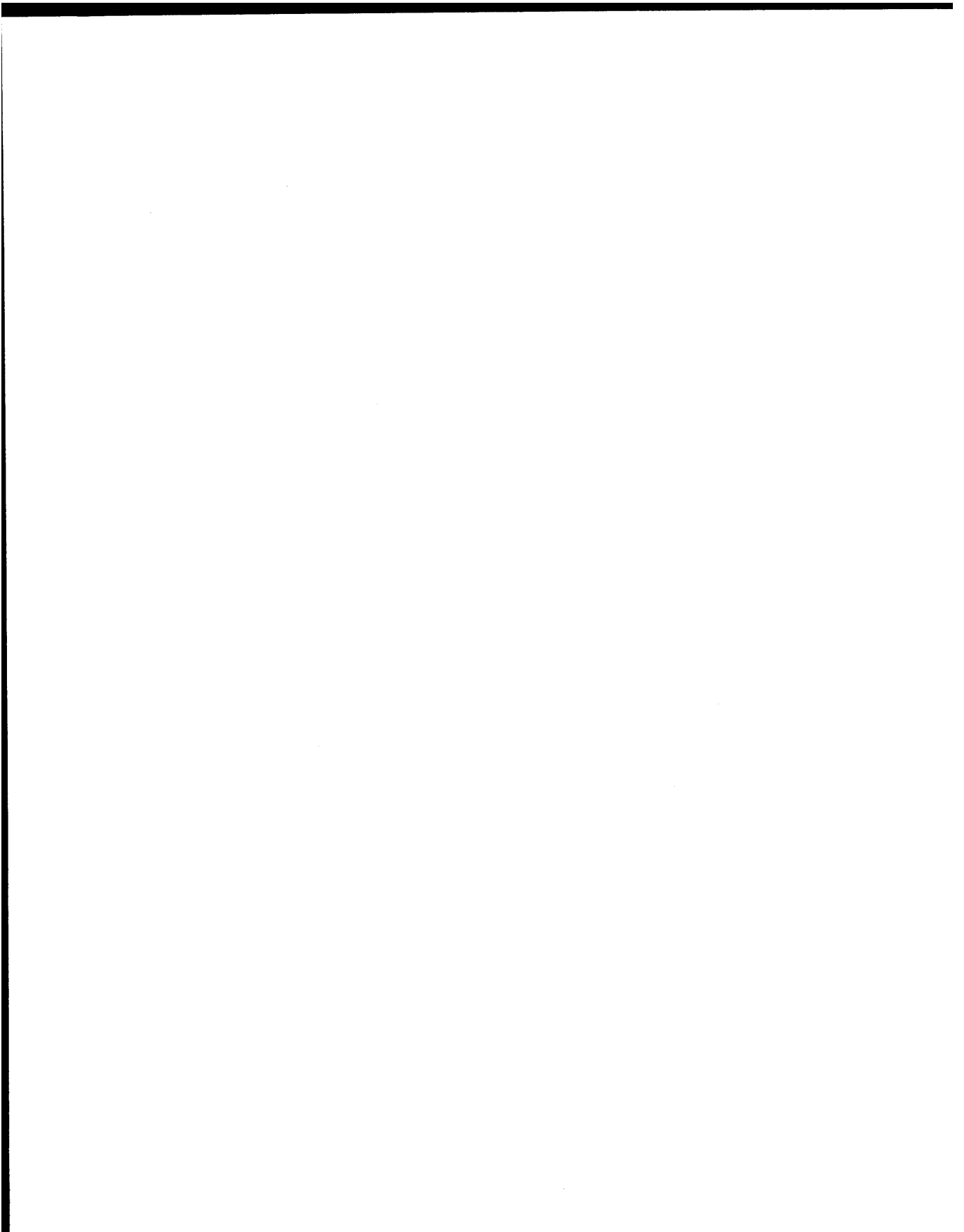
Counsel for Buckingham Branch Railroad
Company

CERTIFICATE OF SERVICE

I hereby certify that I have caused the foregoing document to be served by hand delivery
on counsel for the Brotherhood of Maintenance of Way Employees.



Louis E. Gitomer
July 16, 2004



BBRR-6/CSXT-6

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34495

BUCKINGHAM BRANCH RAILROAD COMPANY—LEASE—
CSX TRANSPORTATION, INC.

RESPONSE OF BUCKINGHAM BRANCH RAILROAD COMPANY AND
CSX TRANSPORTATION, INC. TO BROTHERHOOD OF MAINTENANCE OF WAY
EMPLOYEES' SECOND SET OF REQUESTS FOR PRODUCTION OF DOCUMENTS TO
APPLICANTS

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Counsel for CSX Transportation, Inc.

Counsel for Buckingham Branch Railroad
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Dated: August 11, 2004

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34495

BUCKINGHAM BRANCH RAILROAD COMPANY—LEASE—
CSX TRANSPORTATION, INC.

RESPONSE OF BUCKINGHAM BRANCH RAILROAD COMPANY AND
CSX TRANSPORTATION, INC. TO BROTHERHOOD OF MAINTENANCE OF WAY
EMPLOYEES' FIRST SET OF REQUESTS FOR PRODUCTION OF DOCUMENTS TO
APPLICANTS

Buckingham Branch Railroad Company ("BB") and CSX Transportation, Inc. ("CSXT") respond to the First Set of Requests for Production of Documents of the Brotherhood of Maintenance of Way Employees ("BMW") received on July 30, 2004 (the "Document Requests").

GENERAL RESPONSES

The following general responses are made with respect to all of the Document Requests.

1. BB and CSXT have conducted a reasonable search for responsive documents to respond consistent with the stated objections.¹
2. Where objections have been raised to the scope of the request, BB and CSXT are willing to discuss searching for and producing documents covered by a more limited request taking into account the stated objection.

¹ Thus, any response that states that responsive documents are being produced is subject to the General Objections, so that, for example, any documents subject to attorney-client privilege or the work product doctrine are not being produced.

3. Production of documents does not necessarily imply that they are relevant to this proceeding, and is not to be construed as waiving any applicable objection.

4. BB and CSXT reserve the right to supplement this Response if additional documents are discovered.

GENERAL OBJECTIONS

The following general objections are made with respect to all of the Document Requests. Any additional specific objections are stated at the beginning of the response to each Document Request.

1. BB and CSXT object to production of, and are not producing, documents subject to the attorney-client privilege, the work product doctrine, or administratively confidential documents.

2. BB and CSXT object to production of, and are not producing, documents prepared in connection with, or information relating to, possible settlement of this or any other matter.

3. BB and CSXT object to production of, and are not producing, public documents that are readily available, including but not limited to documents on public file at the Surface Transportation Board ("STB"), the Securities and Exchange Commission, or any other government agency or court, or that have appeared in newspapers or other public media.

4. BB and CSXT object to the production of, and are not producing, documents that are as readily attainable by BMW from its own files.

5. BB and CSXT object to the production of, and are not producing, documents containing confidential or sensitive commercial information, including information subject to disclosure restrictions imposed by law in other proceedings or by contractual obligation to third parties, and that is of insufficient materiality to warrant production here even under a protective order.

6. BB and CSXT object to the production of, and are not producing, documents to the extent they are sought in a form not maintained by BB or CSXT in the regular course of business and are not readily available in the form requested, on the ground that such documents could only be developed, if at all, through unduly burdensome and oppressive special studies, which are not ordinarily required and which BB and CSXT object to performing.

7. BB and CSXT object to BMW's Definitions and Instructions to the extent that they seek to impose requirements that exceed those specified in the applicable discovery rules and guidelines.

8. BB and CSXT object to Instruction "iii." because BMW has not addressed all of the individual Document Requests to BB and CSXT, but has addressed specific Document Requests to either BB or CSXT. BB and CSXT will respond to the Document Requests as they have been submitted by BMW.

9. BB and CSXT object to the production of, and are not producing, documents that pre-date January 1, 2001 as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence this proceeding, and as unduly burdensome to produce.

DOCUMENT REQUESTS

12. The Transaction Agreement referred to in the Lease paragraph 7.

Objections: BB and CSXT object to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT will produce HIGHLY CONFIDENTIAL documents responsive to Document Request No. 12.

13. The agreement regarding interchange at Doswell, VA, referred to in the Lease Exhibit F Article 3.B.

Objections: BB and CSXT object to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that an agreement responsive to Document Request No. 13 does not exist at this time.

14. A final version of Lease Exhibit F (the one already produced is marked "draft").

Objections: BB and CSXT object to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that a final agreement responsive to Document Request No. 14 does not exist at this time.

15. Exhibit I to the Lease that is referred to in Article I of Exhibit F to the Lease.

Objections: BB and CSXT object to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that the Exhibit responsive to Document Request No. 15 does not exist at this time.

16. Any agreement between BB and CSXT regarding the benefits and obligations of Amtrak operations over the Leased Lines referred to in the Lease ¶26.

Objections: BB and CSXT object to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that an agreement responsive to Document Request No. 16 does not exist at this time.

17. Documents that identify all carloadings to and from the Martin Marietta facility at Verdon; both non-revenue and revenue carloadings.

Objections: CSXT objects to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. CSXT further objects to this document request as burdensome. CSXT further objects to this document request on the ground that it is ambiguous.

Response: Without waiving the General Objections and Specific Objections, CSXT states that the number of carloads has previously been produced.

18. Documents that provide the information that is provided in document 0008 that show carloadings for the leased lines that will be retained by CSXT?

Objections: BB and CSXT object to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB and CSXT further object to this document request as unduly vague and over broad. BB and CSXT further object to this document request on the ground that it is ambiguous.

Response: No documents will be provided because BB and CSXT do not understand Document Request No. 18.

19. Documents that provide information comparable to that in documents 0015-0022, for the Washington and Piedmont Subdivisions.

Objections: BB and CSXT object to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that documents 0015-0022 contain the information for the Washington and Piedmont Subdivisions.

20. Documents that provide information comparable to that in documents nos. 0652, 0653, 0655, 0656, 0671, and 0672, for the Washington and Piedmont Subdivisions.

Objections: BB and CSXT object to this document request as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that document nos. 0652, 0653, 0655, 0656, 0671, and 0672 contain the information for the Washington and Piedmont Subdivisions.

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Counsel for CSX Transportation, Inc.

August 11, 2004

Respectfully submitted,



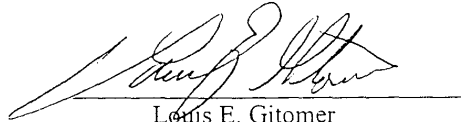
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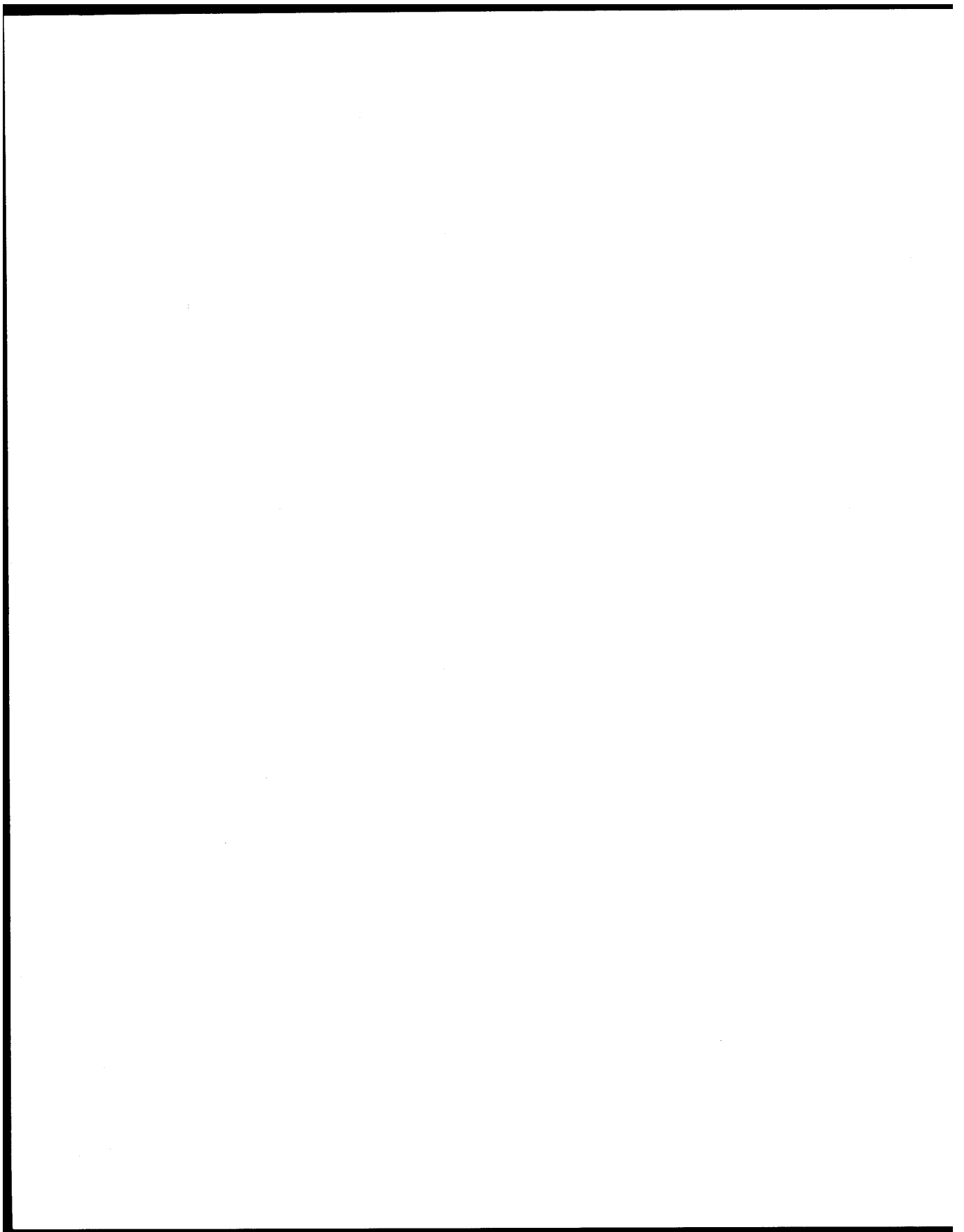
Counsel for Buckingham Branch Railroad
Company

CERTIFICATE OF SERVICE

I hereby certify that I have caused the foregoing document to be served by hand delivery
on counsel for the Brotherhood of Maintenance of Way Employees.

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer
August 11, 2004



BBRR-7/CSXT-7

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34495

BUCKINGHAM BRANCH RAILROAD COMPANY—LEASE—
CSX TRANSPORTATION, INC.

RESPONSE OF BUCKINGHAM BRANCH RAILROAD COMPANY AND
CSX TRANSPORTATION, INC. TO BROTHERHOOD OF MAINTENANCE OF WAY
EMPLOYEES' SECOND SET OF INTERROGATORIES TO APPLICANTS

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Counsel for Buckingham Branch Railroad
Company

Dated: August 11, 2004

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34495

BUCKINGHAM BRANCH RAILROAD COMPANY—LEASE—
CSX TRANSPORTATION, INC.

RESPONSE OF BUCKINGHAM BRANCH RAILROAD COMPANY AND
CSX TRANSPORTATION, INC. TO BROTHERHOOD OF MAINTENANCE OF WAY
EMPLOYEES' FIRST SET OF INTERROGATORIES TO APPLICANTS

Buckingham Branch Railroad Company ("BB") and CSX Transportation, Inc. ("CSXT")
respond to the Second Set of Interrogatories of the Brotherhood of Maintenance of Way
Employees ("BMWE") received on July 30, 2004 (the "Interrogatories").

GENERAL RESPONSES

The following general responses are made with respect to all of the Interrogatories.

1. BB and CSXT have conducted a reasonable search for responsive information to
respond consistent with the stated objections.¹
2. Where objections have been raised to the scope of the request, BB and CSXT are
willing to discuss searching for and producing information covered by a more limited request
taking into account the stated objection.
3. Production of information does not necessarily imply that it is relevant to this
proceeding, and is not to be construed as waiving any applicable objection.

¹ Thus, any response that states that responsive documents are being produced is subject to the
General Objections, so that, for example, any documents subject to attorney-client privilege or
the work product doctrine are not being produced.

4. BB and CSXT will produce documents in answer to interrogatories where BB and CSXT deem it appropriate under 49 C.F.R. § 1114.26(b).

5. In line with past practice in proceeding of this nature, BB and CSXT have not secured verifications for the answers to interrogatories herein. BB and CSXT are prepared to discuss the matter with BMW if this is of concern with respect to any particular answer.

GENERAL OBJECTIONS

The following general objections are made with respect to all of the Interrogatories. Any additional specific objections are stated at the beginning of the response to each Interrogatory.

1. BB and CSXT object to production of, and are not producing, information subject to the attorney-client privilege, the work product doctrine, or administratively confidential documents.

2. BB and CSXT object to production of, and are not producing, information prepared in connection with, or information relating to, possible settlement of this or any other matter.

3. BB and CSXT object to production of, and are not producing, information that is readily available, including but not limited to information on public file at the Surface Transportation Board ("STB"), the Securities and Exchange Commission, or any other government agency or court, or that has appeared in newspapers or other public media.

4. BB and CSXT object to the production of, and are not producing, information that is as readily attainable by BMW from its own files.

5. BB and CSXT object to the production of, and are not producing, information containing confidential or sensitive commercial information, including information subject to disclosure restrictions imposed by law in other proceedings or by contractual obligation to third parties, and that is of insufficient materiality to warrant production here even under a protective order.

6. BB and CSXT object to the production of, and are not producing, information to the extent it is sought in a form not maintained by BB or CSXT in the regular course of business and is not readily available in the form requested, on the ground that such information could only be developed, if at all, through unduly burdensome and oppressive special studies, which are not ordinarily required and which BB and CSXT object to performing.

7. BB and CSXT object to BMW's Definitions and Instructions to the extent that they seek to impose requirements that exceed those specified in the applicable discovery rules and guidelines.

8. BB and CSXT object to Instruction "iii." because BMW has not addressed all of the individual Interrogatories to BB and CSXT, but has addressed specific Interrogatories to either BB or CSXT. BB and CSXT will respond to the Interrogatories as they have been submitted by BMW.

9. BB and CSXT object to the production of, and are not producing, information that pre-dates January 1, 2001 as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence this proceeding, and as unduly burdensome to produce.

INTERROGATORIES

53. Describe all the revenue generated annually on the Leased Lines for each year since 2000 that has been derived from all traffic to and from the Martin Marietta facility at Verdon.

Objection: CSXT objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. CSXT further objects to this interrogatory as unduly vague and over broad.

Response: Without waiving the General Objections and Specific Objections, CSXT states that information responsive to Interrogatory No. 53 has previously been provided.

54. Identify all carloadings to and from the Martin Marietta facility at Verdon; if that information is maintained in categories of non-revenue and revenue carloadings, please provide answers for both categories.

Objection: CSXT objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. CSXT further objects to this interrogatory as requiring a special study.

Response: Without waiving the General Objections and Specific Objections, CSXT states that information concerning revenue carloads responsive to Interrogatory No. 54 has previously been provided.

55. Explain the answer previously provided to BMW's First Interrogatory No. 28 that "CSXT will only handle the revenue rock train moves to and from the Newport News, VA area and will pay BB for the trackage rights"; in particular

- a) explain how many revenue rock train carloadings per month are anticipated;
- b) what are the trackage rights arrangements for the revenue rock trains moves to and from the Newport News, VA area.

Objection: CSXT objects to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. CSXT further objects to this interrogatory on the ground that it is ambiguous.

Response: Without waiving the General Objections and Specific Objections, CSXT states that: (a) information responsive to Interrogatory No. 55(a) has previously been provided; and (b) the unredacted Lease Agreement between BB and CSXT has been previously provided to BMW's counsel under seal and provides the information sought in this interrogatory.

56. With respect to document no. 0008, does the chart show only the carloadings for the leased lines that will be accessible to BB, and exclude carloadings for the line that will be retained by CSXT?

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state yes.

57. With respect to document no. 0008, what does "Non-Rev/Co Mat'l 2004 Forecast" mean?

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state Non-Revenue Company Material 2004 Forecast.

58. With respect to document no. 0008, is that document intended to be responsive to BMW's prior interrogatory nos. 4 and 5?

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state yes.

59. With respect to documents 0015-0022, please provide comparable information for the Washington and Piedmont Subdivisions.

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that Document Nos. 0015-0022 contain the information for the Washington and Piedmont Subdivisions.

60. With respect to document no. 0015-0022, please explain what is meant by "Non-Revenue Carloads of Company Material", explain why such information was excluded from those charts and provide the information for "Non-Revenue Carloads of Company Material".

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence. BB and CSXT further object to this interrogatory on the ground that it requires a special study.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that "Non-Revenue Carloads of Company Material" are loaded rail cars of materials that CSXT uses in its rail operation, where the transportation of those loaded cars does not generate revenue for CSXT; that CSXT had originally planned to continue handling such loaded cars, but decided to allow BB to handle them because the payments for transportation service made to BB were lower than CSXT's cost of operation; and that CSXT does not have information on origin/destination pairs for such traffic, only the volume.

61. With respect to documents nos. 0652, 0653, 0655, 0656, 0671, and 0672, please provide comparable information for the Washington and Piedmont Subdivisions.

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that Document Nos. 0652, 0653, 0655, 0656, 0671, and 0672 contain the information for the Washington and Piedmont Subdivisions.

62. Are documents nos. 0622-0651 intended to be responsive to BMW's interrogatories nos. 11 and 12 and request for production no. 11?

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state yes.

63. With respect to documents no. 0653, explain the abbreviations STCC, AG, CH, CO, EM, and PA.

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state Standard Transportation Commodity Code, Agriculture, Chemicals, Coal, Emerging Markets, and Paper and Forest Products.

64. What is the Transaction Agreement referred to in paragraph 7 of the Lease?

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Without waiving the General Objections and Specific Objections, CSXT states that HIGHLY CONFIDENTIAL documents responsive to this interrogatory are being produced.

65. Paragraph 26(a) of the Lease refers to negotiations with Amtrak over allocation of the benefits and obligations of Amtrak operations over the leased Lines, are such negotiations completed? And if so what are the terms that have been negotiated?

Objection: BB and CSXT object to this interrogatory as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

Response: Without waiving the General Objections and Specific Objections, BB and CSXT state that such negotiations are not completed and that final terms have not been negotiated.

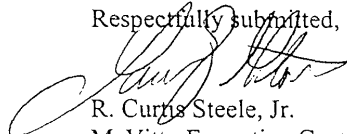
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Counsel for CSX Transportation, Inc.

Dated August 11, 2004

Respectfully submitted,



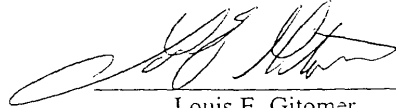
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Counsel for Buckingham Branch Railroad
Company

CERTIFICATE OF SERVICE

I hereby certify that I have caused the foregoing document to be served by hand delivery
on counsel for the Brotherhood of Maintenance of Way Employees.



Louis E. Gitomer
August 11, 2004

3

BMWE-__

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34495

BUCKINGHAM BRANCH RAILROAD CO.
-Lease--
CSX TRANSPORTATION, INC.

DECLARATION OF E. RANDALL BRASSELL AND ROY D. GRIFFITH

RANDALL BRASSELL and ROY D. GRIFFITH, declare under penalty of perjury that the following is true and correct and based upon personal knowledge:

1. I, Randall Brassell, am the General Chairman of the Allied Eastern Federation ("AEF") of the Brotherhood of Maintenance of Way Employees ("BMWE"). BMWE is the duly designated representative for collective bargaining under Section 1 Sixth of the RLA, 45 U.S.C. §151 Sixth, of employees of CSX Transportation Inc. ("CSXT") working in the class or craft of maintenance of way employee. The AEF is a BMWE subordinate unit responsible for contract administration and providing representation for CSXT maintenance of way employees on various portions of CSXT, including maintenance of way employees who work on the lines between Richmond and Clifton Forge, VA, and related lines, that are the subject of this proceeding. I worked as a maintenance of way employee for CSXT and/or its predecessor railroads for 17 years, from 1974 to 1991. I have been certified to inspect track under Rule 213.7(b) since June 1977. I held the position of track foreman.

2. I, Roy D. Griffith, am a Vice Chairman of the BMWE Allied Eastern Federation. I worked as a maintenance of way employee for CSXT and/or its predecessor railroads for 28 years, holding positions such as trackman, welder helper, machine operator, track foreman and

track inspector; I worked as a track inspector for the last 19 years of my employment with CSXT, prior to becoming a full time Union officer. I hold seniority on the lines between Richmond and Clifton Forge, VA and related lines that are the subject of this proceeding.

3. Among other things, CSXT maintenance of way employees perform work involved with the construction, maintenance, inspection and repair of track and right of way, and structures and facilities of CSXT.

4. The BMWWE has repeatedly complained to CSXT and the United States Department of Transportation Federal Railroad Administration about the deteriorating conditions of the track and right of way of the lines between Richmond and Clifton Forge. We are aware that the FRA has been making regular and intense inspections of the lines between Richmond and Clifton Forge, and has cited CSXT with numerous violations. We are also aware that the lines are in very poor condition and that CSXT has done only minimal work on these lines, mostly to make repairs in response to FRA inspections and/or findings of violations.

5. The condition of these lines is so poor that in January of 2002, a CSXT GRMS Car (a Gauge Restraint Measurement Car) being used to inspect the track, particularly to assess gauge width (the distance between rails to insure that equipment stays on the tracks) derailed while doing an inspection. The GRMS car rolled over and a number of CSXT employees were injured. Attached hereto as Exhibit A are pictures and documents pertaining to that crash.

6. On January 11, 2002, I, Randall Brassell wrote to David Myers, FRA Deputy Regional Administrator, advising him that a BMWWE inspection of the track had identified numerous defects, that BMWWE had communicated its concerns to the FRA, that the GRMS Car had derailed causing injuries and that the derailment could have involved propane cars instead of a

test car. A copy of that letter is included in Attachment A to this Declaration.

7. On February 25, 2002 Deputy Administrator Myers responded to me (Randall Brassell) stating that the FRA shared BMW's concerns, that inspections had shown numerous defects (mostly insufficient joint ties, and less than the required bolts in joints due to loose, missing or broken bolts), that CSXT generally corrected the cited defects but the same defects were generally found at other locations, and that "Conditions of the Piedmont Subdivision are in fact marginal in regard to compliance with the FRA Track Safety Standards". Mr. Myers noted that CSXT had said that "Ties will be replaced, the track will be resurfaced to combat the surface bent rail at joints and a bolt tightening machine will be operated across the subdivision. We are pressing CSX to adhere to this plan, which we hope can be completed during the current production season". A copy of that letter is included in Attachment A to this Declaration.

8. On April 1, 2002 Mr. Myers again wrote to me (Randall Brassell), advising that a follow-up inspection on the Allegheny and Piedmont Subdivisions had found numerous violations, including many citations for violations "for excessive track gauge under load associated with the poor crosstie conditions", that "Crosstie conditions on the Piedmont Subdivision are deteriorating faster than the local forces can deal with them, and that CSXT's 2002 system production schedule shows no production work for the Piedmont Subdivision. We will continue to periodically inspect that subdivision and violations will continue to be cited until CSX gives meaningful attention to the conditions there". A copy of that letter is included in Attachment A to this Declaration.

9. Notwithstanding the FRA's repeated inspections and citations for violations, the lines between Richmond and Clifton Forge have continued to deteriorate and CSXT has failed to do

anything more than fix defects that have been identified.

10. After the announcement of the proposed lease of the lines between Clifton Forge and Richmond to Buckingham Branch Railroad, we again inspected various portions of the lines, and we once again found numerous and serious defects. Among other things, in numerous locations we found defective ties, subsidence of the right of way, fouled and missing ballast, missing and broken bolts, defective joints, excessive (wide) gauge and overgrown vegetation. We also found that bridge timbers were defective and that crossties were generally in deplorable condition, particularly between mile posts 118.8 and 160.4. Additionally there were numerous violations and tie plate problems such as plates separated from ties or rails, slipped tie plates and missing spikes, between mile posts 207.8 and 276.1, territory over which Amtrak trains operate; these are major violations for track used for Amtrak operations. Copies of pictures showing representative samples of the defects and violations we found, with an explanatory index, are included in Exhibit B to this Declaration.

11. I, Roy Griffith, have taken the opportunity to inspect various segments of the current BB line. It appears that operations on the line are limited to 10 miles an hour. The line is not used for the number of cars running on the Clifton Forge to Richmond line, the line is not used for transport of hazardous materials, it is not in condition for transport of hazardous materials; and there are no Amtrak operations on the line. Even for a Class 1 track, I found defects and FRA violations in the short segments of the line I was able to inspect(I could not inspect the entire line as BB officials asked me to leave).

12. It is important to recognize that I had not inspected this track for 15 years and was generally unfamiliar with the condition of the track; someone familiar with track who knows

where problems have occurred is more likely to find defects and FRA violations. Over 2 miles that I was able to inspect, I found 3 FRA citable violations, not just defects. At one location I found a joint where the rail separation was at 58 and 1/4 inches, when Class 1 track tolerance is 58 inches (normal gauge is 56 1/2 inches), so this joint was in excess of the allowance for Class 1 track. At another location I noted a brand new crosstie that had been improperly gauged at 58 inches rather than the correct 56 and 1/2 inches. And at a third location I found the rail separation to be 58 and 1/16 inches. I believe that the finding of 3 FRA violations within 2 miles is unusual and significant, and suggestive that while BB has labeled the track as Class 1, it is not actually at the Class 1 level.

13. We understand that BB does not plan to have the following key pieces of equipment for track inspection and maintenance and repair. BB does not plan to have a geometry car, a gauge restraint measurement system, or automated rail flaw detection equipment. These pieces of equipment are typical and important maintenance of way equipment today; and they are particularly necessary when a track and right of way is in bad condition as are the lines between Richmond and Clifton Forge.

14. Additionally, as part of my (Roy Griffith's) inspection and observation of the BB track work and equipment I observed that BB's maintenance of way equipment was of 1970s vintage; in fact, I observed a scarifier/tie inserter that I personally used in 1978. Such equipment is adequate for the sort of line currently operated by BB, but it is plainly inadequate for the Richmond-Clifton Forge Line, given its traffic, and traffic mix and the condition of its track and roadbed

15. A major part of the traffic on the lines between Richmond and Clifton Forge lines are

CSXT overhead movements of empty hopper cars as part of a coordinated movement with traffic on the James River Subdivision (Clifton Forge to Galdstone, VA) and the Rivanna Subdivision (Gladstone Richmond, VA) -- the "James River Line". Full hoppers move east over the James River Line to Richmond, and empties return on the Lines to Be Leased. The directional routing of these trains with westbound empties moving on the Richmond-Clifton Forge Line greatly facilitates CSXT's coal train movements. In the absence of westbound movements on the Richmond-Clifton Forge Line, empty hoppers would go back up on the James River Line which means that there would be head to head meetings of eastbound full hoppers and westbound empties. In that event, trains would have to wait on sidings, slowing the movements in both directions and consuming the allowable work hours for the trains crews; it could become necessary for CSXT to replace train crews due to the increased transit times.

16, In addition to having personal knowledge of the Richmond-Clifton Forge Line, I also have personal knowledge about the James River Line. I am aware that there is a substantial risk of flooding of the James River Line. There were major floods in 1969, 1972, 1985 and twice in 1987. I was working on the James River Line in 1985 when the flooding was so serious that the Rivanna Subdivision was closed for two months--there were washouts of ballast and movements of track in various locations. The line was opened but with speed restrictions after two months, and the line was not returned to normal until a year later. I was also working on the line in 1987 when the two floods also closed the line. There have also been instances when the flooding was not severe enough to seriously damage the track or roadbed, but the water was high enough to make it dangerous to operate trains. I also note that there are often occasions in the Spring and Summer when the James River Line is closed or curfewed for repairs or maintenance. In

instances of flooding and repairs causing closures of the James River Line, CSXT has re-routed traffic over the Clifton Forge-Richmond Line.

I declare under penalty of perjury pursuant to 28 U.S.C. §1746, that the foregoing statements that are attributed to me are true and accurate.

8/18/04
Date

E. Randall Brassell
E. Randall Brassell

I declare under penalty of perjury pursuant to 28 U.S.C. §1746, that the foregoing statements that are attributed to me are true and accurate.

Date

Roy D. Griffith

instances of flooding and repairs causing closures of the James River Line, CSXT has re-routed traffic over the Clifton Forge-Richmond Line.

I declare under penalty of perjury pursuant to 28 U.S.C. §1746, that the foregoing statements that are attributed to me are true and accurate.

Date

E. Randall Brassell

I declare under penalty of perjury pursuant to 28 U.S.C. §1746, that the foregoing statements that are attributed to me are true and accurate.

Date

*review by Roy Griffith and approved
by him. Signed copy to be filed.*

Roy D. Griffith

RF

**BRASSELL/GRIFFITH DECLARATION
EXHIBIT A**

Allied Eastern Federation BMW

112 Neverbreak Drive
Hendersonville, TN 37075
(615) 822-3475 (877) 343-3475
Fax: (615) 824-2164

January 11, 2002

David R. Myers
Deputy Regional Administrator
Federal Railroad Administration
Scott Plaza Two, Suite 550
Philadelphia, PA 19113

Dear Sir:

This refers to a recent accident which occurred on the Piedmont Subdivision near Hanover, VA. As you may know by now, the CSX GRMS Car derailed and rolled over resulting in a number of injuries to CSX employees.

The Organization initially inspected a portion of this same Subdivision last Spring and found numerous defects which resulted in an inspection by the FRA of the entire Subdivision between Richmond and Gordonsville, VA. We were advised in July that your inspection found that we were correct in our concerns and that your inspectors also found numerous defects which were quickly corrected. Approximately 60 days after that inspection we returned and found that many of the defects we initially found, and some that were clearly noted by the FRA, had not been corrected. It should also be noted that the timbering gang that had been assigned to work this Subdivision had been furloughed. We advised you of our repeat inspection and requested another inspection. Earlier this week the GRMS Car derailed and turned over at M. P. 102 on the Piedmont Subdivision. A number of employees were injured, including BMW members. The cause of the derailment appeared to be a broken joint bar.

Would you please advise me of the result of your last inspection and whether or not there are any additional efforts planned to compel CSX's compliance. It appears that our fears that this condition could result in derailments or injuries has been realized. Obviously, this accident could have been worse and might have involved propane cars, or fatalities. We remain very concerned and hope that this recent event will result in improvements on the Piedmont before the situation gets worse.

A response at your earliest convenience would be appreciated.

David R. Myers
Page 2
January 11, 2002

Yours truly,

A handwritten signature in cursive script, reading "Randall Brassell". The signature is written in black ink and extends horizontally across the page.

Randall Brassell
Vice Chairman, AEF/BMWE

cc: J. R. Cook
F. N. Simpson
J. Lydick
C. Rhodes



U.S. Department
of Transportation
**Federal Railroad
Administration**

Region II

2 International Plaza
Suite 550
Philadelphia, PA 19113

February 25, 2002

Mr. Randall Brassell
Vice-Chairman
Allied Eastern Federation
Brotherhood of Maintenance of Way Employees
112 Neverbreak Drive
Hendersonville, TN 37075

Dear Mr. Brassell:

This is in response to your letter dated January 11, 2002, in which you expressed concern over the safety of track conditions on the Piedmont Subdivision of the Allegheny Division of CSX Transportation (CSX). We wish you to understand that the Federal Railroad Administration shares your concern.

The FRA and its State partners in the Commonwealth of Virginia have been performing an ongoing series of regular and special inspections on the Piedmont Subdivision. In 2001, detailed inspections of the entire 75 miles were conducted in February, June, and October. It is true that each series of inspections has detected numerous non-complying conditions, with the most prevalent being insufficient joint ties and less than the required number of bolts in joints due to loose or missing (broken out) joint bolts. Each time, the local M of W personnel were able to correct all cited defects, but each subsequent inspection has found numerous similar conditions at different locations.

Conditions on the Piedmont Subdivision are in fact marginal in regard to compliance with the FRA Track Safety Standards. The railroad recognized this some months ago and imposed a speed restriction of 25 MPH on the entire line and lowered the FRA Class of track from Class 3 to Class 2. Such an action does not improve track conditions, but it does reduce the safety risk. We have made a point of making CSX engineering managers aware of conditions on this line and of our concerns, and CSX has assured us that action will be taken to improve the subdivision significantly.

The recent derailment of the Gauge Restraint Measurement System (GRMS) car has set back the implementation of CSX's rehabilitation plan. However, CSX intends to bring in another GRMS car to conduct a thorough survey as soon as practicable and to determine all locations needing joint tie replacements. Following the GRMS survey, an on-ground survey is to be made to visually identify any other locations needing ties which the GRMS car does not identify. Ties

will be replaced, the track will be surfaced to combat the surface bent rail at joints, and a bolt tightening machine will be operated across the subdivision. We are pressing CSX to adhere to this plan, which we hope can be completed during the current production season.

The most recent FRA inspections were conducted in February of this year. Large numbers of joint tie and bolt defects were again found. Detailed follow-up inspections are scheduled for late March. At that time, notwithstanding CSX's indicated rehabilitation plans, the FRA will take appropriate enforcement action, if necessary. We agree that CSX should be encouraged to act now to correct the conditions you point out. Our own inspections strongly imply that local maintenance resources are inadequate to make improvements on this line.

In regard to the GRMS car derailment in January, we have been advised that both joint bars at the joint where it derailed were broken prior to the car's arrival. However, it has not been determined how long they had been broken. Two freight trains had traversed the area that morning with no mishaps nor reports of anything being amiss in that area. The GRMS car imparts a lateral load of 4,000 pounds to the rails while testing. It appears that the lateral load caused the joint to mis-align just enough to catch a wheel flange, allowing the wheel to climb atop the rail and derail.

The local CSX inspector had not been over the line yet that day, so if the joint bars had perhaps broken beneath one of the trains, it would have not been detected. As far as the CSX inspector's technical ability, we are advised that he is one of the better inspectors on the division and reports many deficiencies during his routine tours.

The derailment caused injuries to several CSX employees, all of whom received treatment. Thus, all of the injuries are reportable to the FRA, and must be reported by the end of February. We will monitor this to ensure compliance and take appropriate action if the injuries are not reported.

To recap, the FRA agrees with your general assessment of track conditions on the Piedmont Subdivision, and shares your dissatisfaction with CSX's actions to date. The follow-up inspections to be conducted in late March, plus any additional information from CSX which may be forthcoming at that time, will determine what specific action FRA will take.

Yours truly,

David R. Myers

David R. Myers
Regional Administrator



U.S. Department
of Transportation

**Federal Railroad
Administration**

Region II

2 International Plaza
Suite 550
Philadelphia, PA 19113

April 1, 2002

Mr. Randall Brassell
Vice-Chairman
Allied Eastern Federation
Brotherhood of Maintenance of Way Employees
112 Neverbreak Drive
Hendersonville, TN 37075

Dear Mr. Brassell:

This refers to our letter to you dated February 25, 2002, in which we advised you of our intentions in regard to track conditions on the Piedmont Subdivision of the Alleghany Division of CSX Transportation (CSX).

A series of follow-up inspections was initiated during the week of March 25, 2002, following a survey run by CSX's Gage Restraint Measurement (GRMS) car. We have cited numerous violations for excessive track gage under load, associated with the poor crosstie conditions. The inspections will be resumed on April 8 and continued until complete, and additional violations for gage or tie conditions will be cited as appropriate.

Crosstie conditions on the Piedmont Subdivision are deteriorating faster than the local forces can deal with them, and CSX's 2002 system production schedule shows no production work for the Piedmont Subdivision. We will continue to periodically inspect that subdivision and violations will continue to be cited until CSX gives meaningful attention to the conditions there.

As we stated in our previous letter, we share your concerns and intend to pursue this situation until we are satisfied that the Piedmont Subdivision has been brought into compliance.

Yours truly,

David R. Myers
Regional Administrator

ALLEGHANY SUB 0830/07: NO 1 M/T MP CA 317.4 TAKEN O.O.S. BY SPERRY CAR
A/CY CRACKED RAIL. M OF W NOTIFIED. OK 1425/07.
BETWEEN WHITCOMB AND WS.

OHIO RIVER SUB 0840/07: AUTO NEAR TRACK MP BN 160.8, NOT ON TRACK.
0930/07 ALL CLEAR AND TRACK OK.

RIVANNA SUB 0915/07: E/B U72403 LEFT TRACK LITE BETWEEN IRWIN AND MAIDENS
ON NO 2 M/T. SIGNALS AND M OF W NOTIFIED. 1100/07 REPORTED
IP BE BROKE RAIL MP CAB 32.1. OK 1350/07. NO DELAYS.

PIEDMONT SUB 1225: W00407 GRMS-1 DERAILED AND TURNED OVER; MP CA 102 AT
HANOVER 1 MILE EAST OF RT 54. T/M JOHN PETTY, DICK SPATAFORE
ENROUTE. JAX PCC NOTIFIED AND NOTIFIED EMERGENCY RESPONSE
PEOPLE AT HANOVER. NOTIFIED PAUL TUCKER, GARY BETHEL &
DON HENSLEY. PEOPLE ARE INJURED. EMERGENCY PEOPLE UNABLE TO
DRIVE TO LOCATION. WILL HI-RAIL IN WITH TRACK INSPECTOR.
LATER: REPORTS GRMS-1 WAS ON SIDE AND DID NOT TURN OVER.
CAR RETRACKED 1930. TRACK OK'D 0024/08

MOUNTAIN SUB 1425/07: E/B T86107 HAS DRAWHEAT OUT W.E. OF 25TH CAR FROM
HEAD END. WILL TAKE HEAD 25 CARS INC B/O TO ROWLESBURG AND
GO BACK GET REAR OF TRAIN. THIS HAPPENED JUST WEST OF ROWLESBURG
ON SINGLE M/T. RFE MULVEY AND VINCI NOTIFIED. CAR # PEPX 624.

RIVANNA SD - 1805/07 U73904 LEFT TRACK LITE ON JUST WEST OF WEST END
HOWARDSVILLE. 1855 MAINTAINER FOUND BROKE RAIL MP 91.5.
M OF W WALKED U71405 OVER DELAYED 2 HOURS. WALKED E64907
OVER DELAYED 1'30" Q30206 DELAYED 85MIN TRACK OK 2339/07

PENINSULA SD - 1845/07 TRACK LITE ON E/E LEEHALL FOUND BAO INSULATED JOINT
M OF W TO CHANGE OUT TRACK OK.0140/08

PENINSULA SD - 2055/7 TRACK LITE ON BETWEEN RIVANNA JCT AND AM JCT
OK 2330 NOTHING FOUND LITE WENT OUT

PENINSULA SD 0155/08 TRACK LIGHT ON MAIN TRACK BETWEEN TOPPINGS AND NORGE
SIGNALS AND M OF W NOTIFIED... 0230/08 MTR.FOUND BROKEN RAIL
MP CA 38.9 WILL WALK U71405 OVER BREAK.. M OF W ENROUTE
OK'D _____

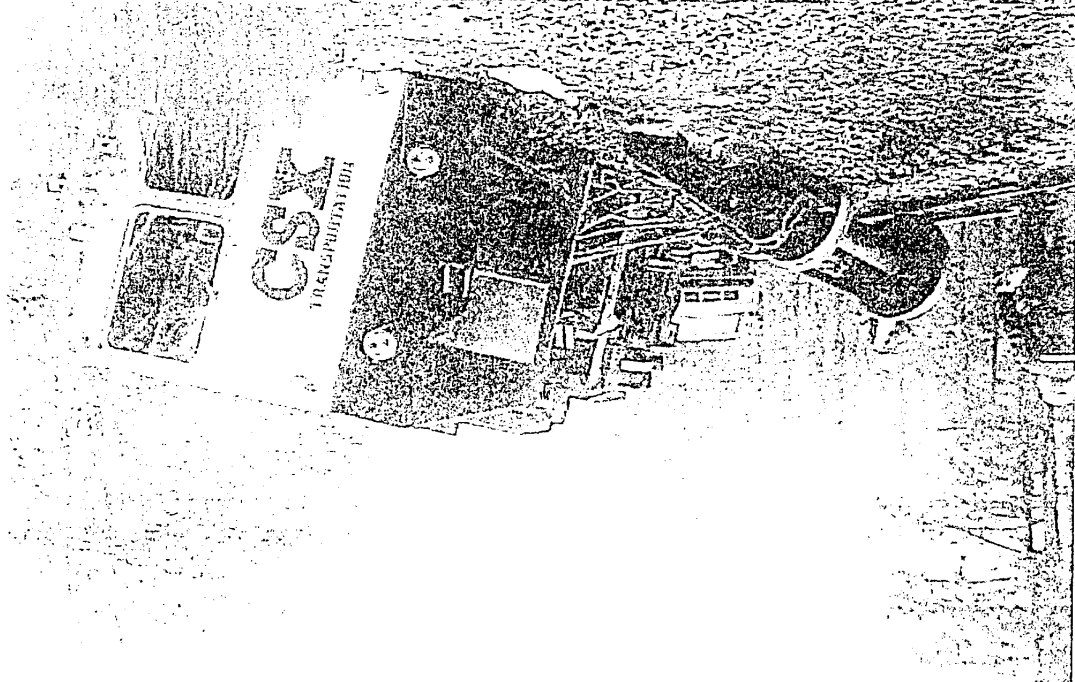
***** STOP AND FLAG *****
DIVISION SUBDIVISION ROAD NAME MILEPOST CAUSE ISSUED
ALLEGHANY PIEDMONT MARTIN MARIETTA CA 115.1 FALSE ACTIVATION 0313/05
OK'D 0700/6
ALLEGHANY PENINSULA YORKTOWN CA 27.5 FALSE ACTIVATION 0529/05
OK'D 0810/6

***** CURFEWS *****

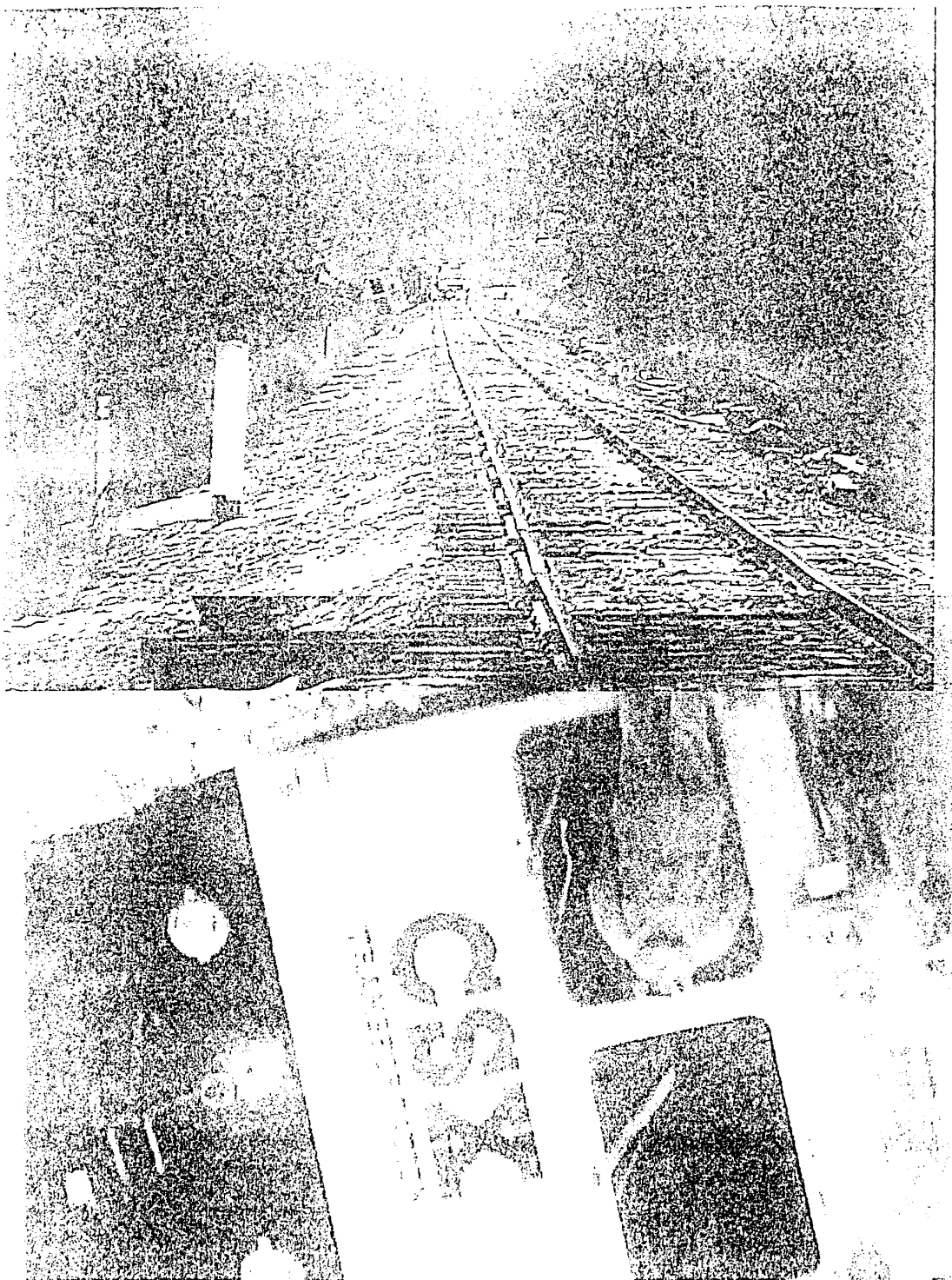
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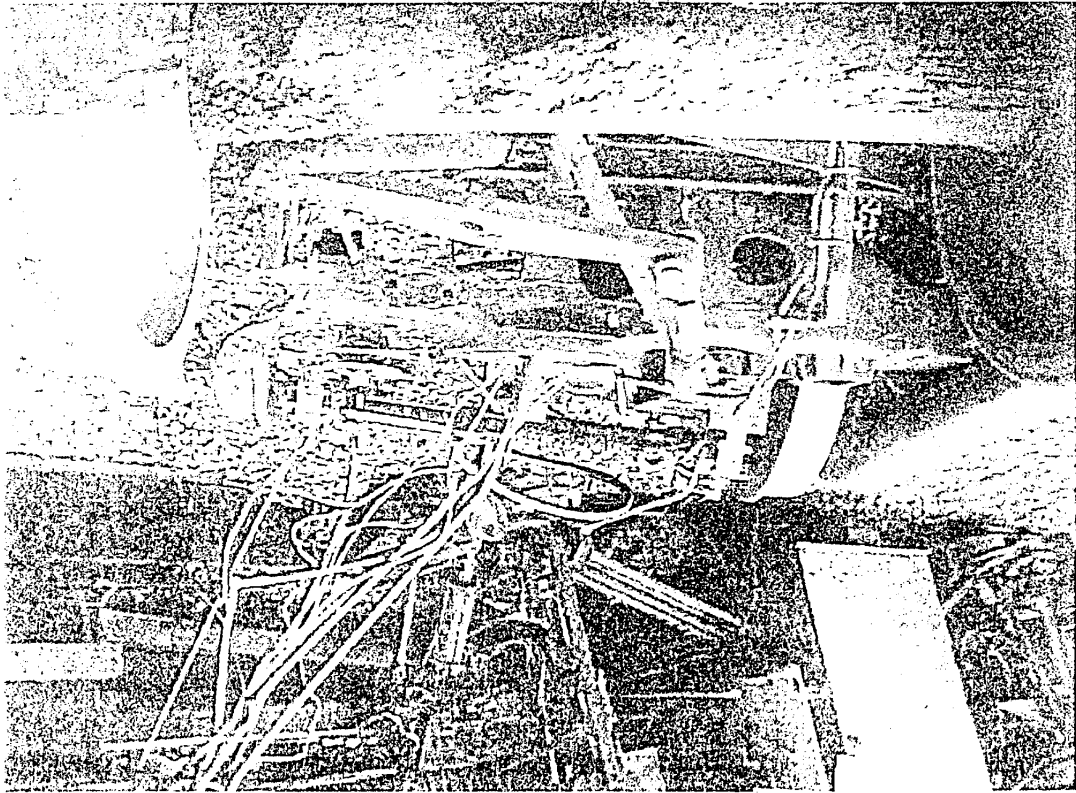


2007 80 19



2007 80, 10







**BRASSELL/GRIFFITH DECLARATION
EXHIBIT B**

**INDEX TO ROY D. GRIFFITH
PICTURES OF TRACK AND ROADBED PROBLEMS* ON
CSX TRANSPORTATION RICHMOND-CLIFTON FORGE LINE - NORTH
MOUNTAIN SUBDIVISION****

*All defects noted are FRA violations.

**Amtrak operates over this portion of right-of-way.

Picture #	Mile Post	Observations
1	Milepost CA 189.9	Fouled Ballast – Muddy Track - FRA Violation - 213.103, code 103.02 - Ballast does not provide proper drainage for the track, which causes premature tie deterioration and surfaced problems which appears is exactly what is happening.
2	Milepost CA 204.2	Same as above - This is in Turnout (switch location). Probably 100 of the turnouts on the North Mountain alone. It appears the track is LOW, (profile defect) through the frog guardrail location. Switches are very important locations and are usually harder to maintain proper surface. It has to be done.
3	Milepost CA 304 .3	Fouled Ballast - Muddy Track- FRA Violation - 213.103, code 103.2 - Ballast does not provide proper drainage for the track. This is at a rail joint location, a possibility of breaking the bars in half can occur very easily because of the weakness in the track structure. There are miles of jointed rail on this territory, one joint ever 39 foot multiplied times two.

4	Milepost CA 251.7	Same defect as above. Next to a public road crossing. Amtrak operates at 60 MPH over many of these road crossings.
5	Milepost CA 272.3	Ties have been split and broken in the center, due to prior derailment where the rail wheels have ridden on the ties instead of the rail. If the ties are already in poor condition, one derailment on already bad ties can be very dangerous. Usually ties are left in the track months, even years before being replaced. Refer To #6 example.
6	Milepost CA 272.5	Ties appear to be defective already, that have been cut by a derailment. possible FRA violation 213.109 - ties are required to be effectively distributed to support each 39 foot segment of track. FRA code 109.3, 109.4.
7	Milepost CA 272.9	Combination of the above described defects at the same location. Possible violation of FRA rule 213.1 a combination of track conditions, none of which individually amounts to deviation from the requirements of the track class concerned many require remedial action to provide for a safe operations over that track.
8	Milepost CA 237.39	Classic examples of Fouled Ballast - Muddy Track - Drainage of the roadbed is essential to providing proper track conditions. Providing proper drainage is costly. But if this is not accomplished, other track conditions will soon deteriorate such as alignment surface, crosslevel, ties, rail, plates, etc.
9	Milepost CA 274.3	Example of defective ties along with fouled ballast.
10	Milepost CA 274.5	Example of already weak tie condition, along with previous derailment. Amtrak is running on this now.

11	Milepost CA 274.9	Defective ties very descriptive example. When you have numerous weak and defective ties together withing a short distance can obviously become a hazard and or dangerous. Also in violation of the FRA requirements.
12	Milepost CA 274.8	Defective ties, cut by a previous derailment, at the approach to bridge. This bridge is located over a highway or stream or river. There are numerous such bridges on NorthMountain Subdivision not mention, there are several Tunnels going through mountains on this Subdivision.

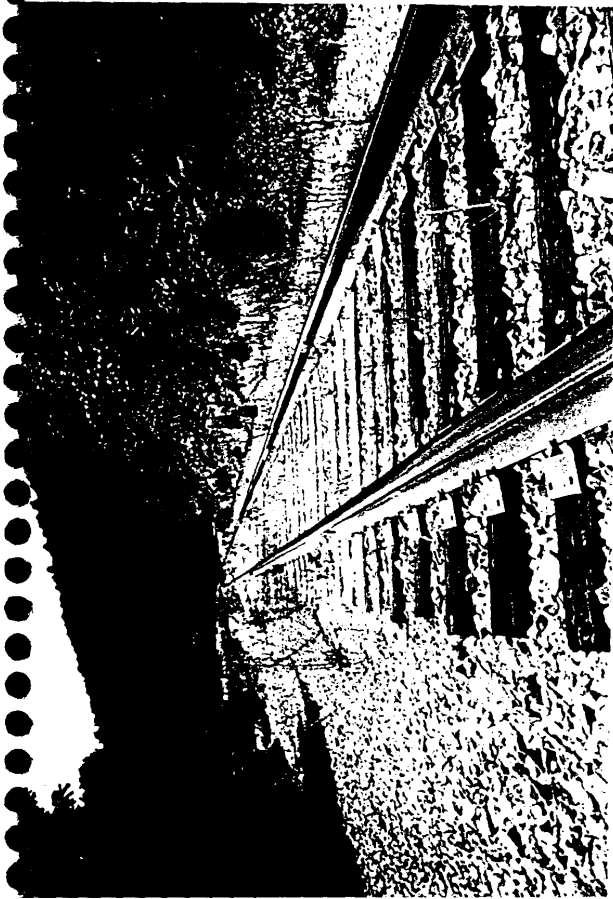


1 Milepost 189.9



2 Milepost 204.2

3 Milepost 204.3



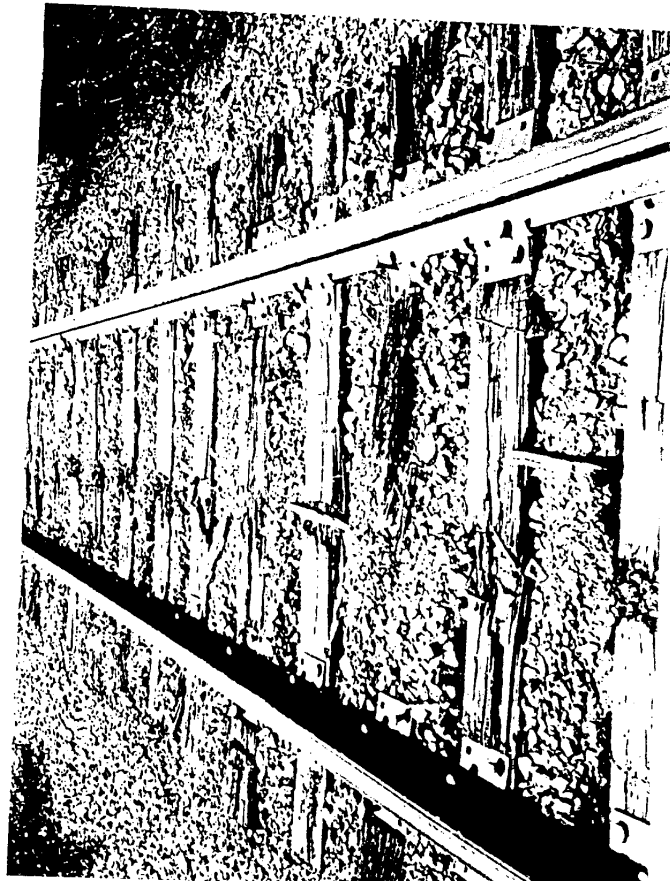
4 Milepost 201.78



5 Milepost 272.3



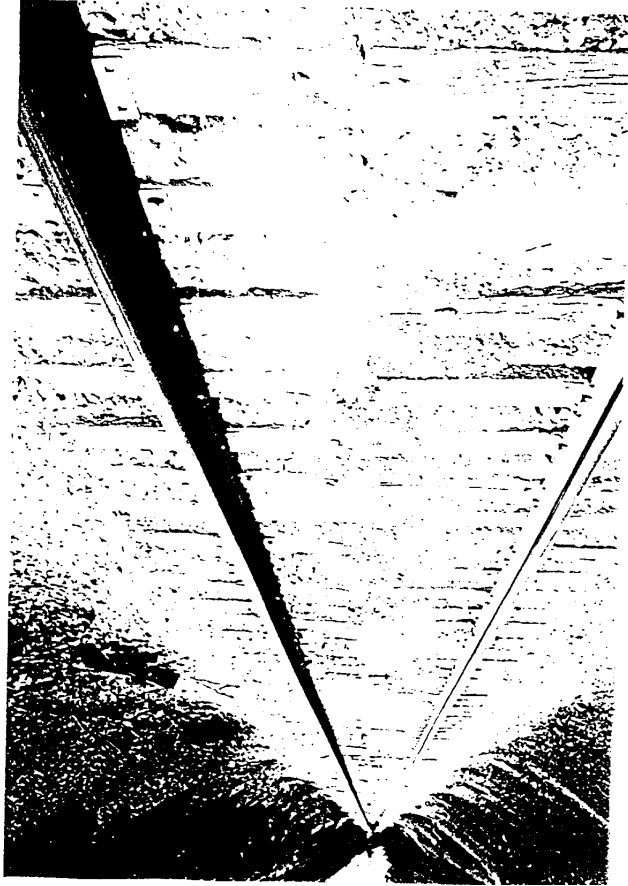
6 Milepost 272.5



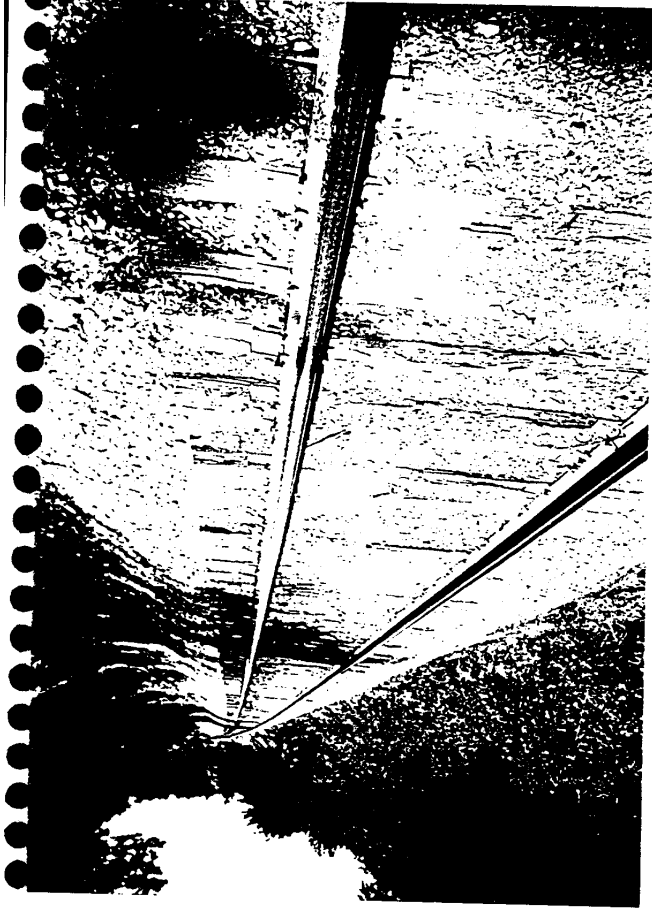
7 Milepost 272.9



8 Milepost 273.9



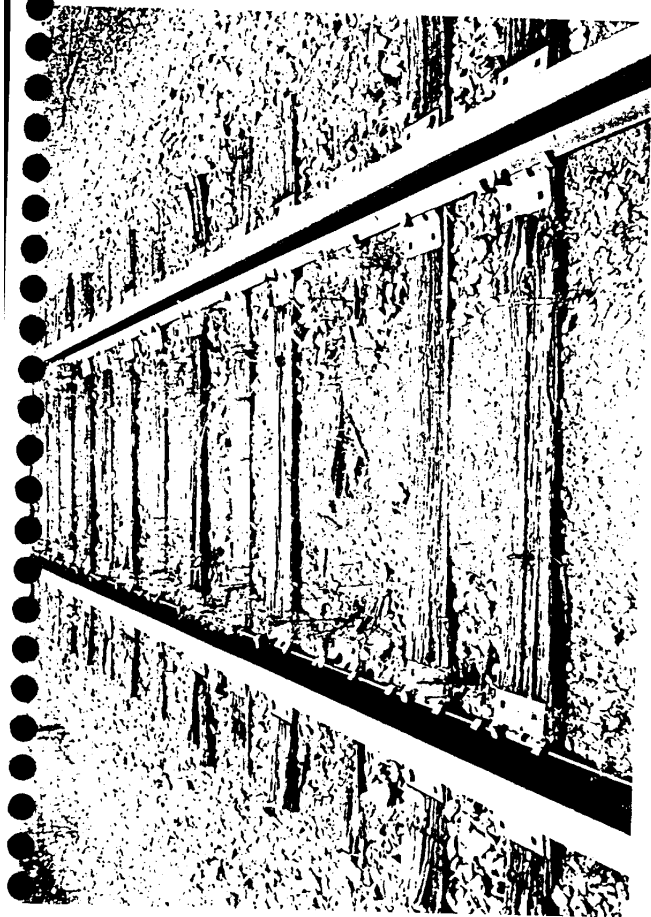
9 Mile post 274.35



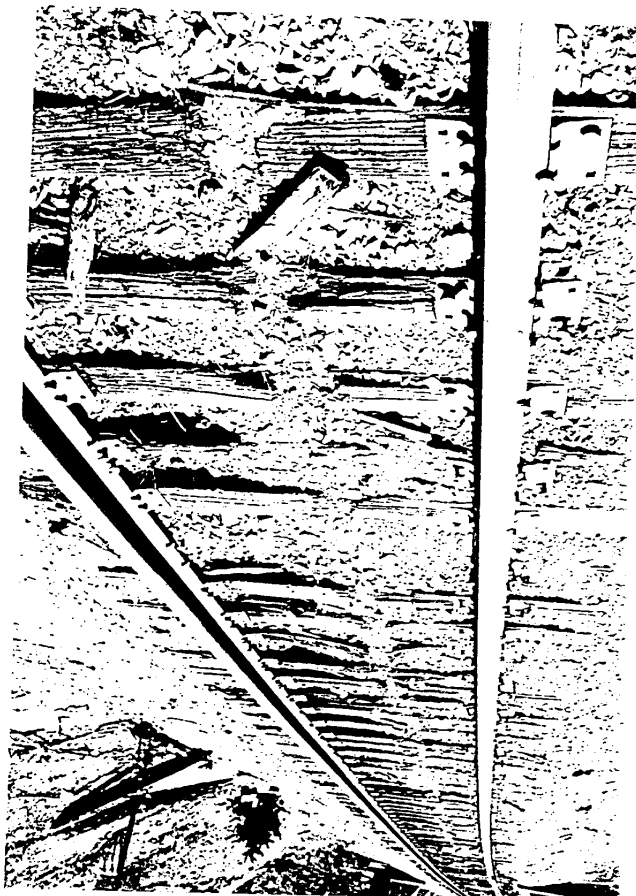
10 mile post 274.50



11 Mile post 274.90

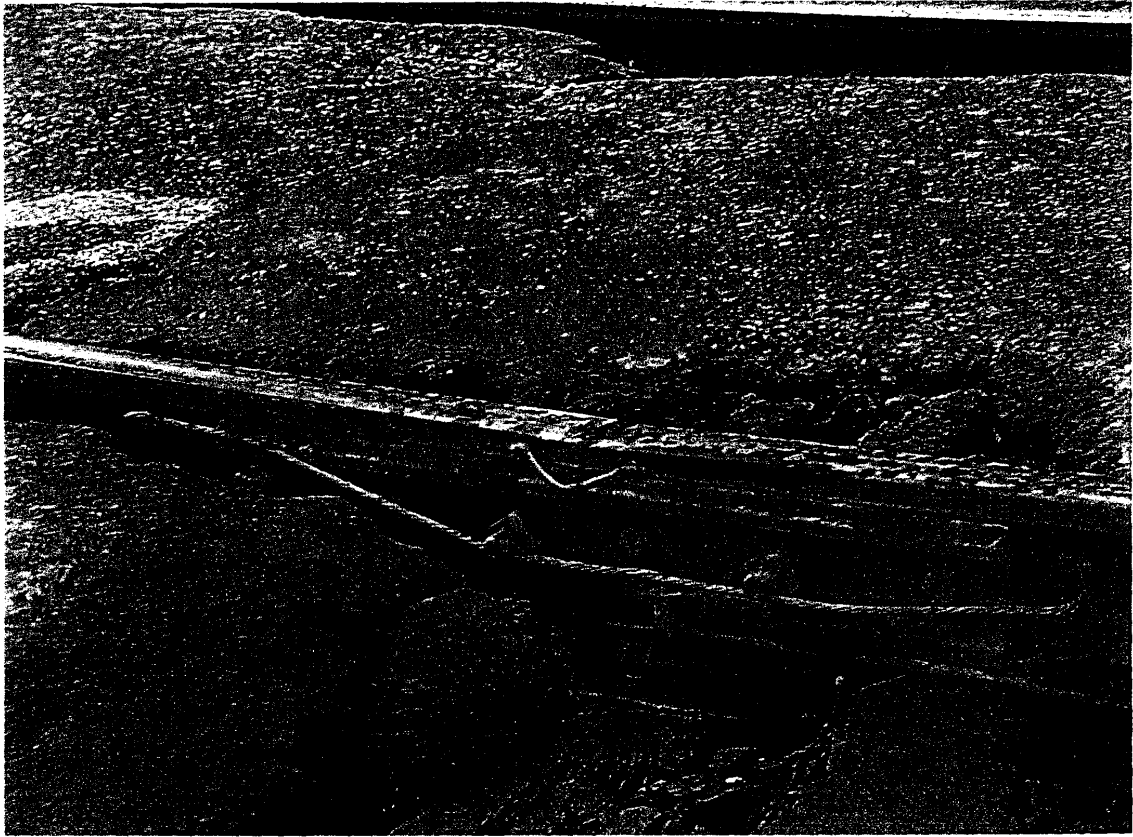


12 Mile post 274.80



**BRASSELL/GRIFFITH DECLARATION
EXHIBIT C**

BA 115.95 CROSSING
PIEDMONT



BA 115.95 CROSSING
PIEDMONT



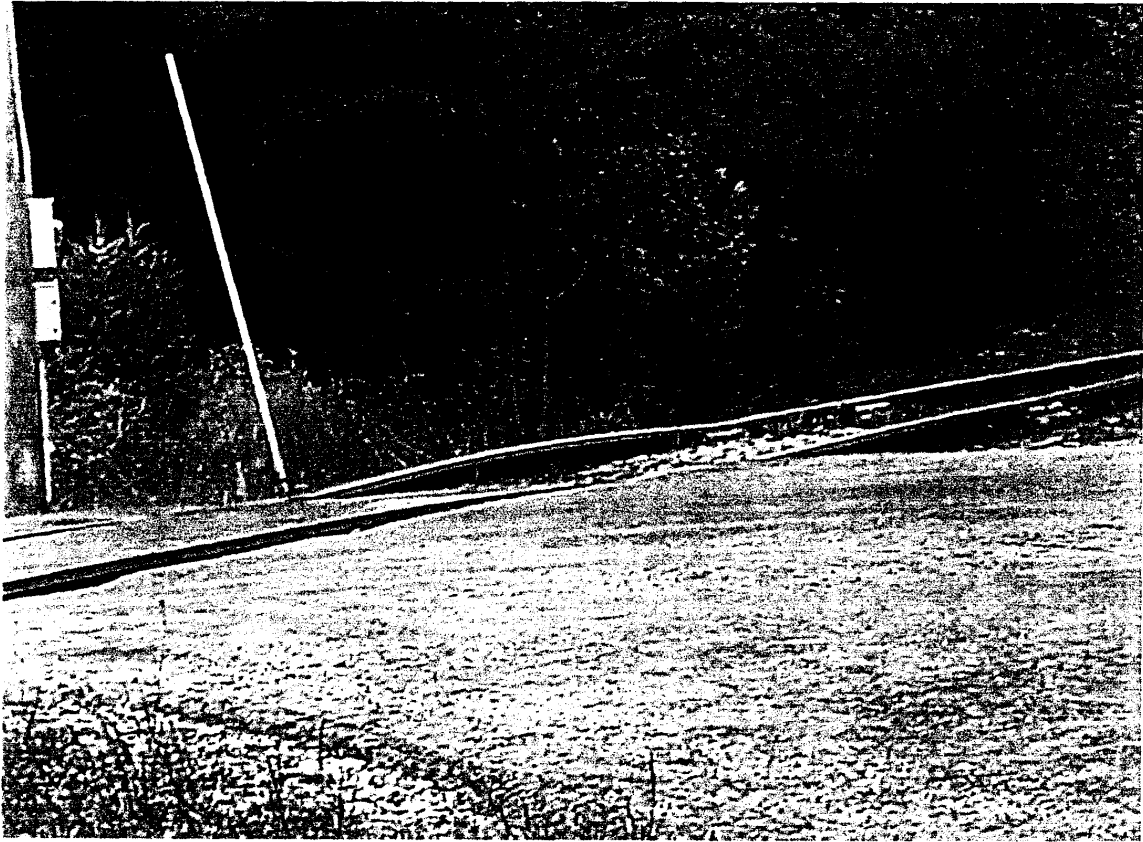
BA 115.93 CROSSING
PIEDMONT



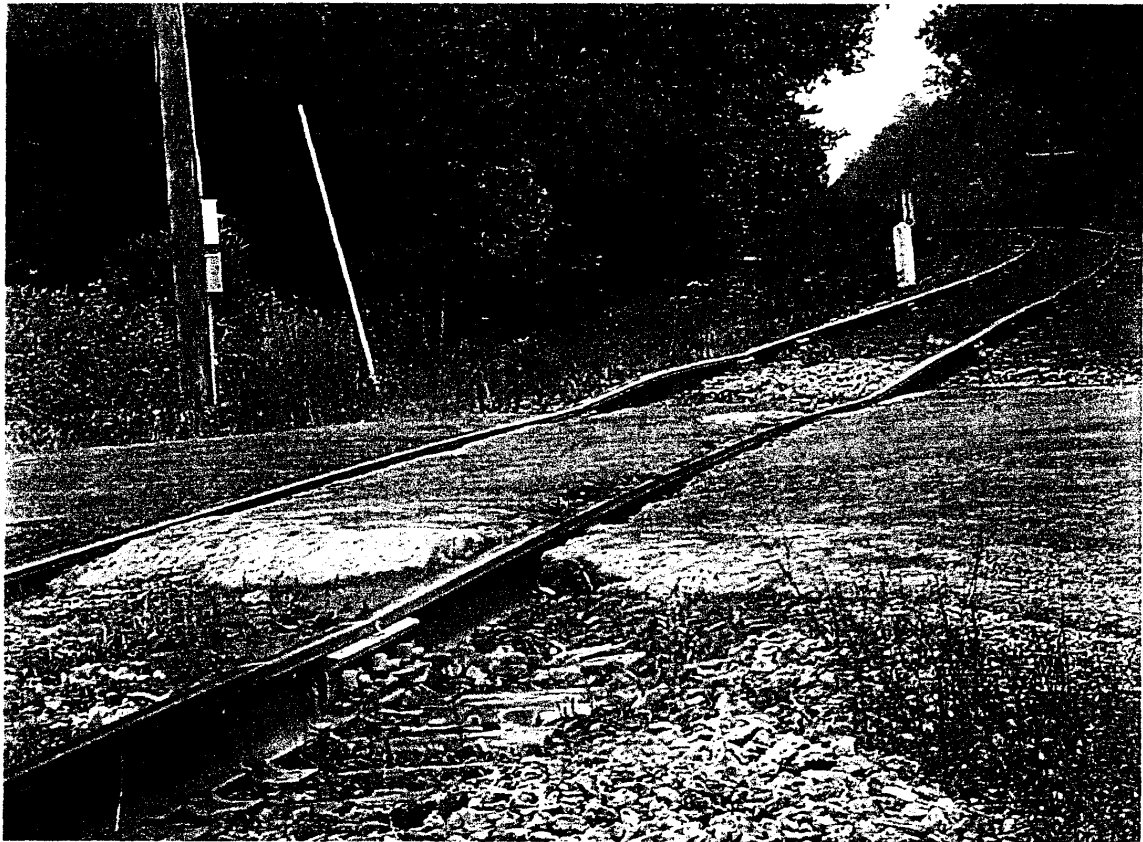
BA 115.95 CROSSING
PIEDMONT



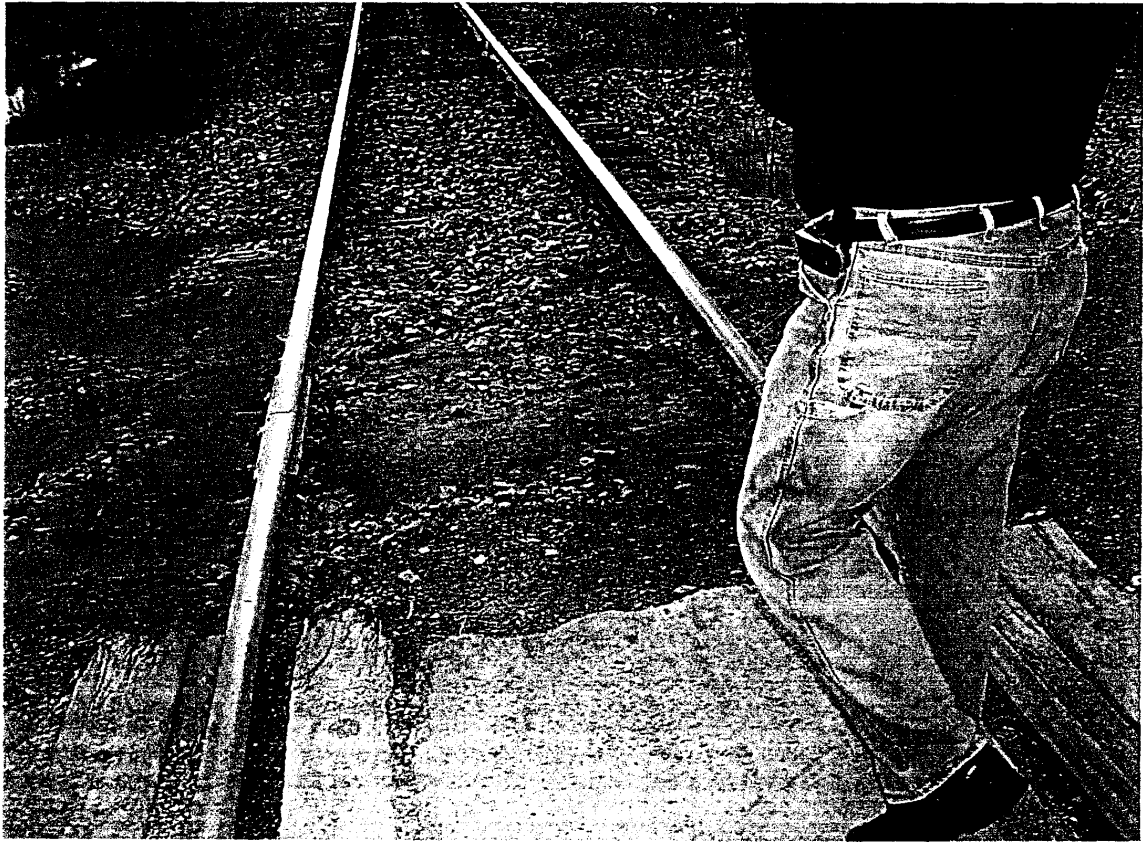
BA 115.95 CROSSING
PIEDMONT



BA 115.95 CROSSING
PIEDMONT



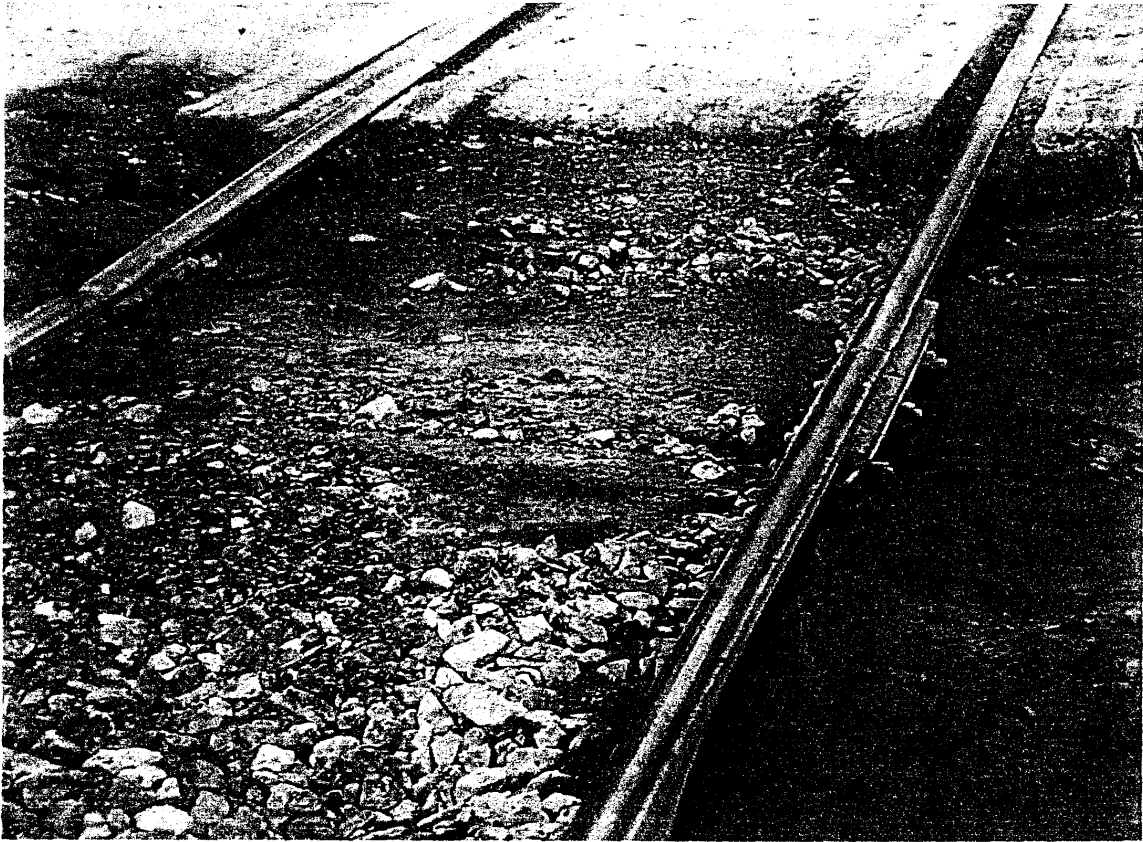
CA 115.13 CROSSING
PIEDMONT



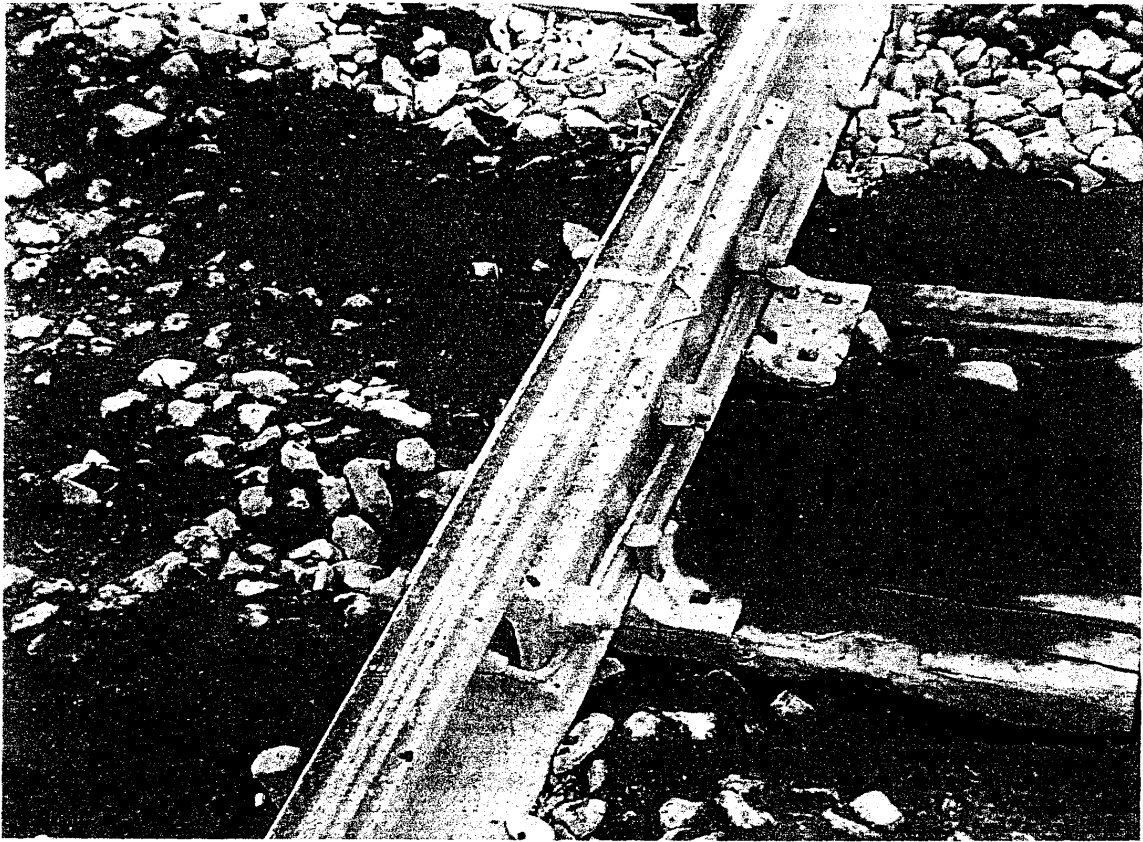
CA 115.13 CROSSING
FREMONT



CA 115.13 CROSSING
FIEDMONT



CA 115.13 CRUSSING
Piedmont



CA 115.13 CROSSING
PIEDMONT



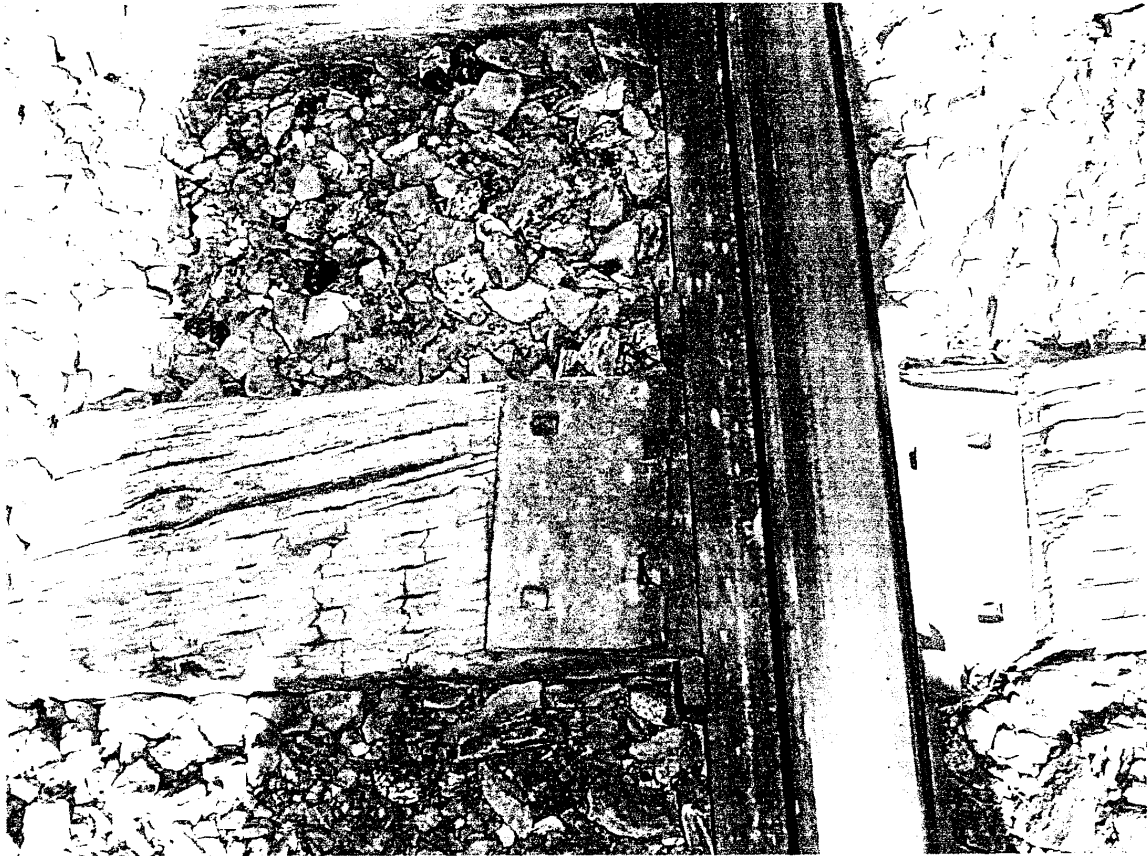
CA 115.13 CROSSING
DIEDMONT



NORTH MOUNTAIN SUB

CA 208.4

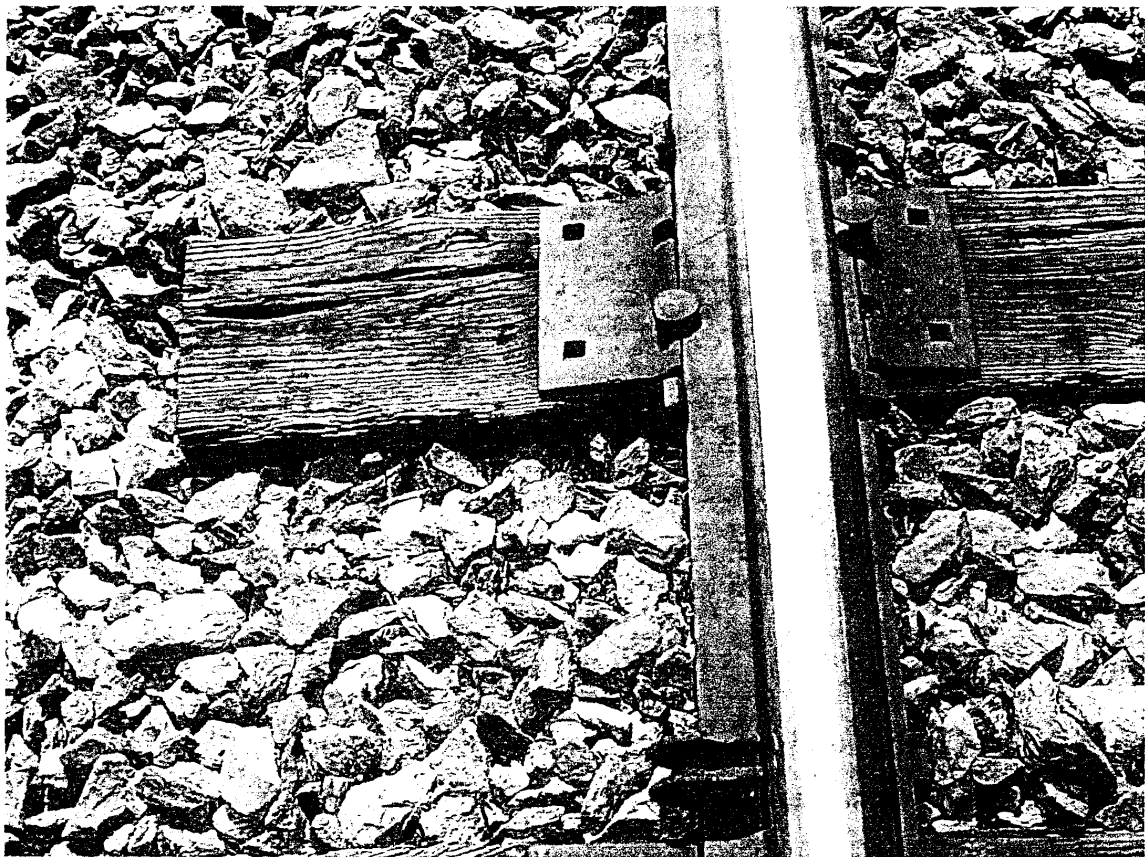
CA 208.8



NORTH MOUNTAIN SUB

CA 208.4

CA 208.8



NORTH MOUNTAIN SUB
CA 308.4
CA 208.8



NORTH MOUNTAIN SUB

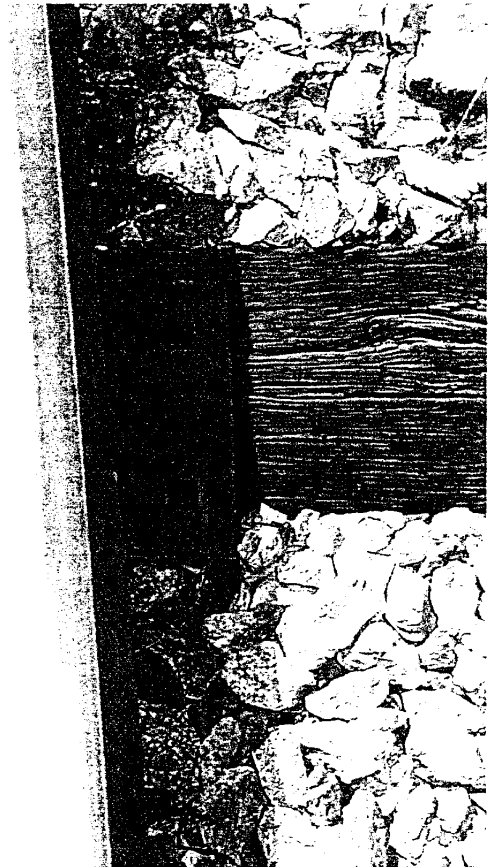
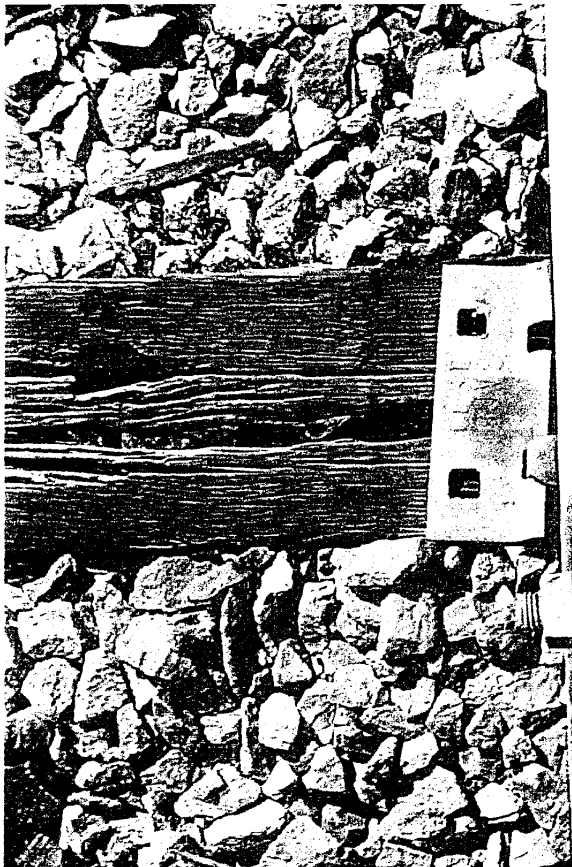
CA 208.4

CA 203.8



NORTH MOUNTAIN SUB

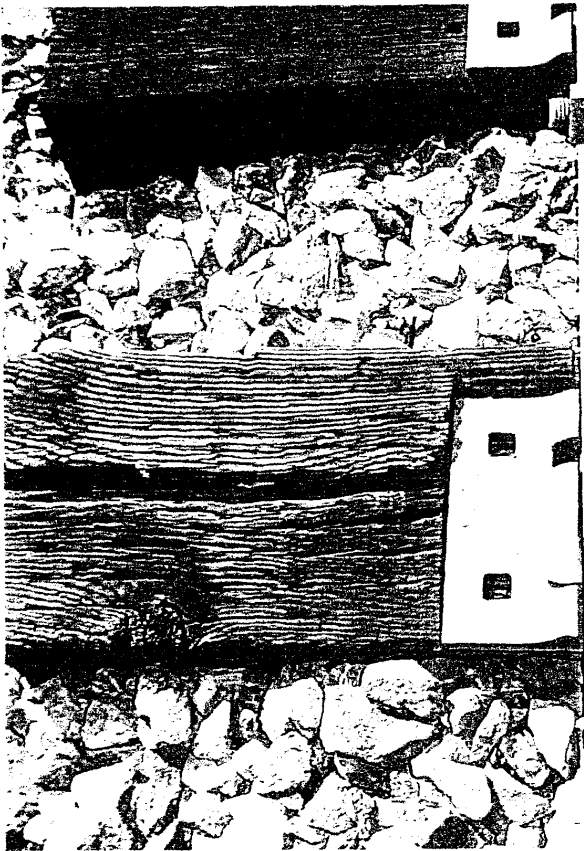
CA 208.4
EA 203.8



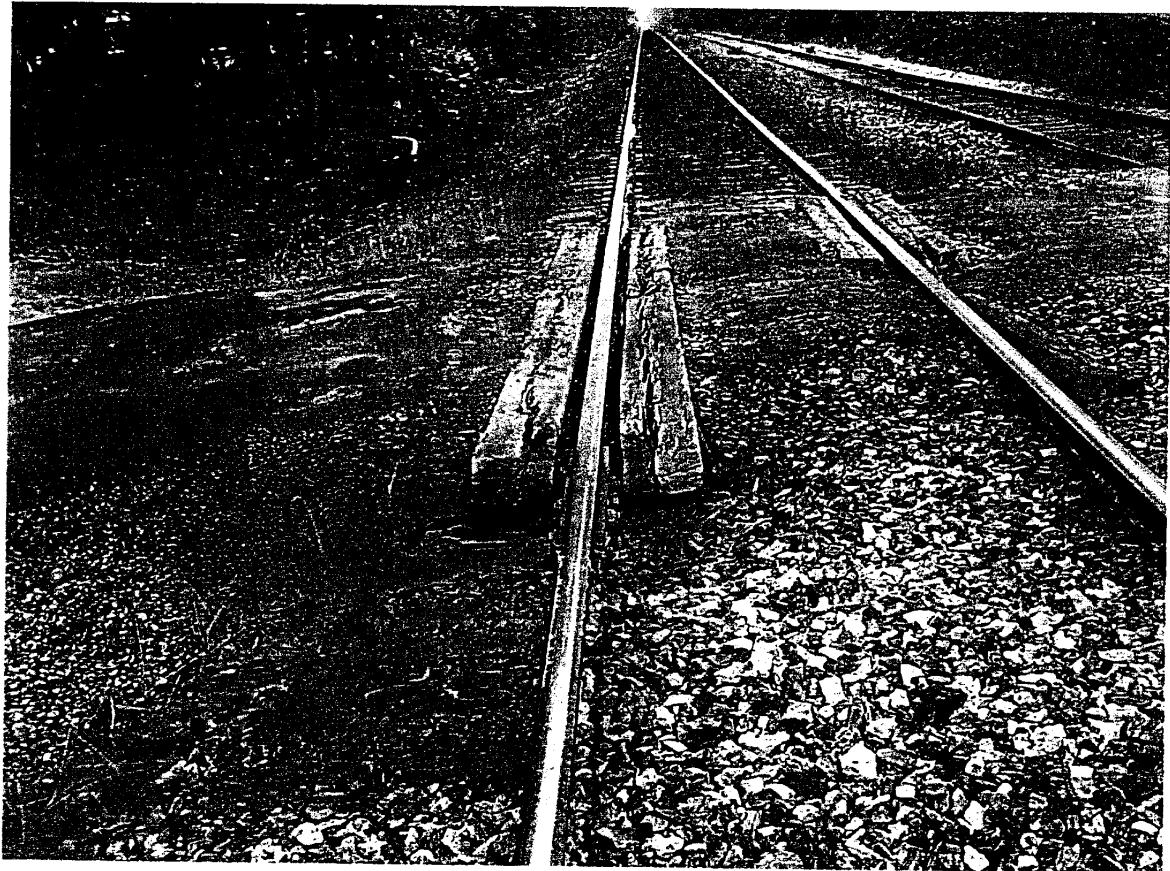
NORTH MOUNTAIN SUB

CA 208.4

CA 208.8



BA 117.6 CROSSING
PIEDMONT



BA 117.6 CROSSING
PIEDMONT



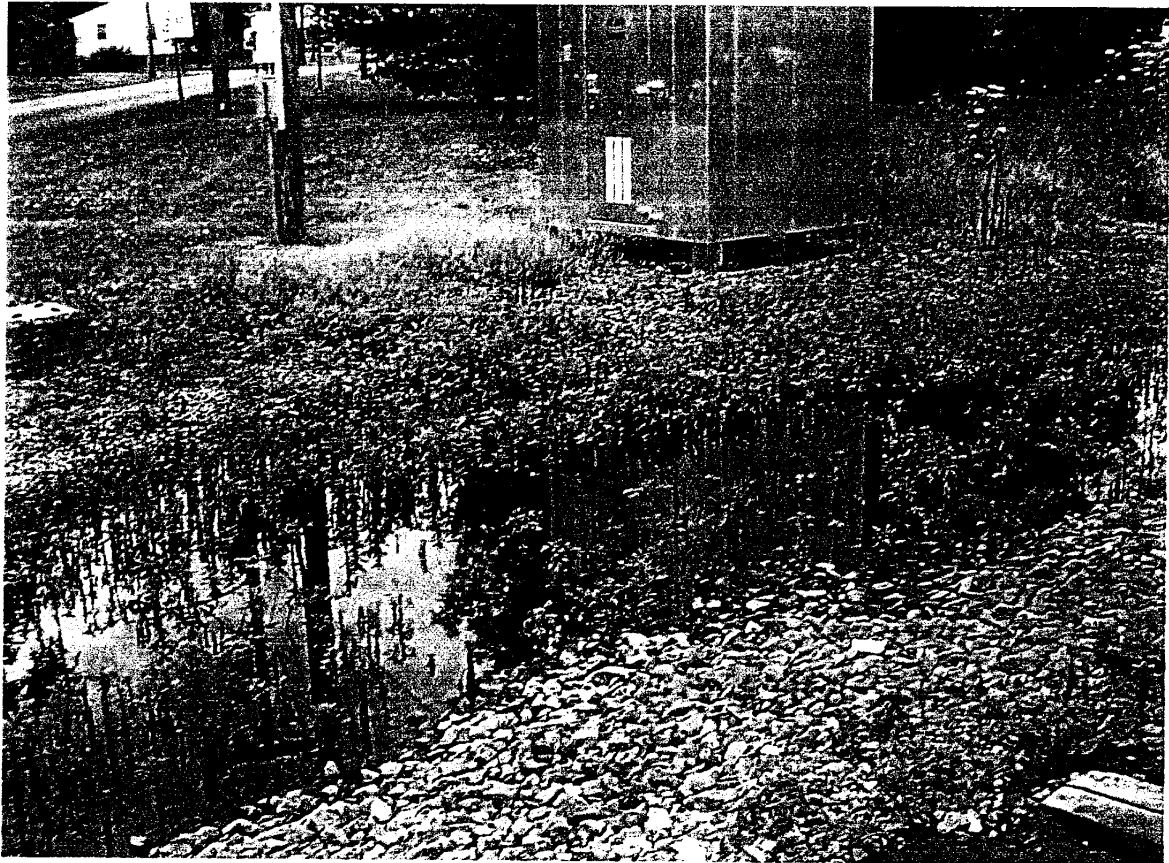
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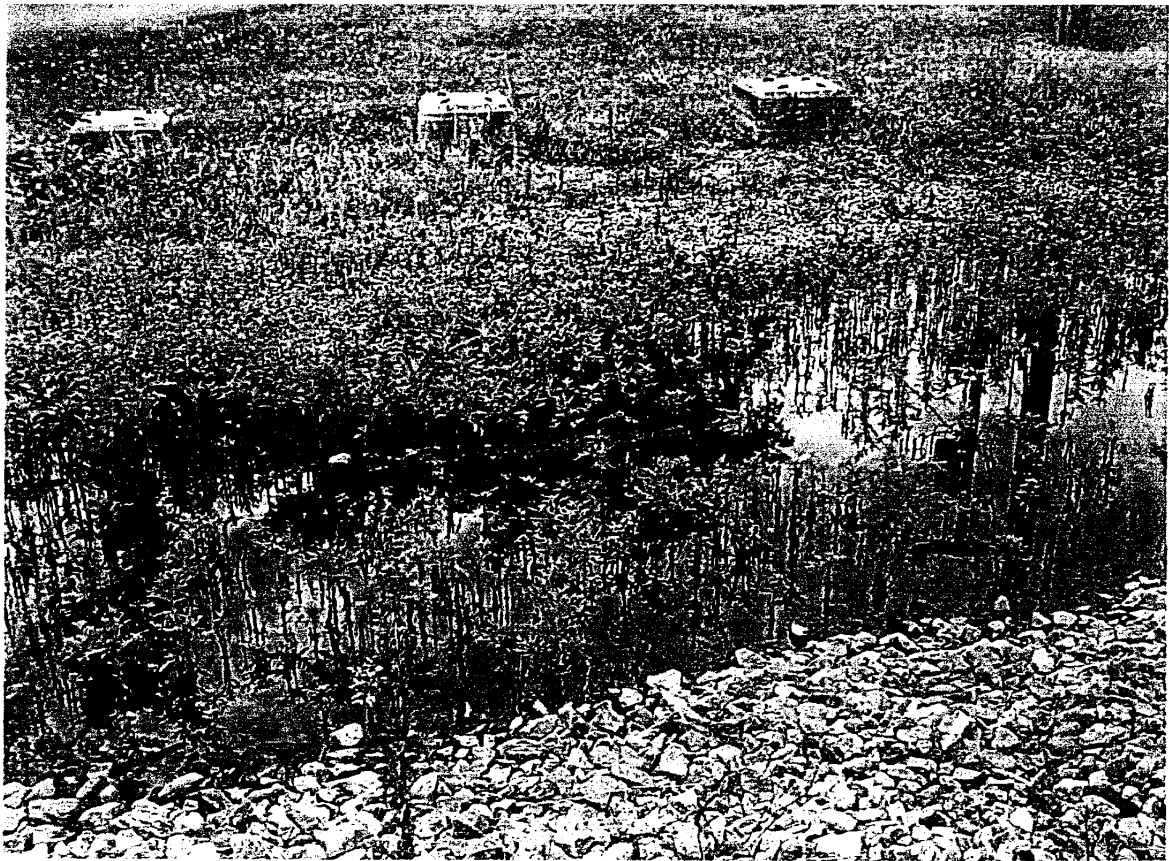
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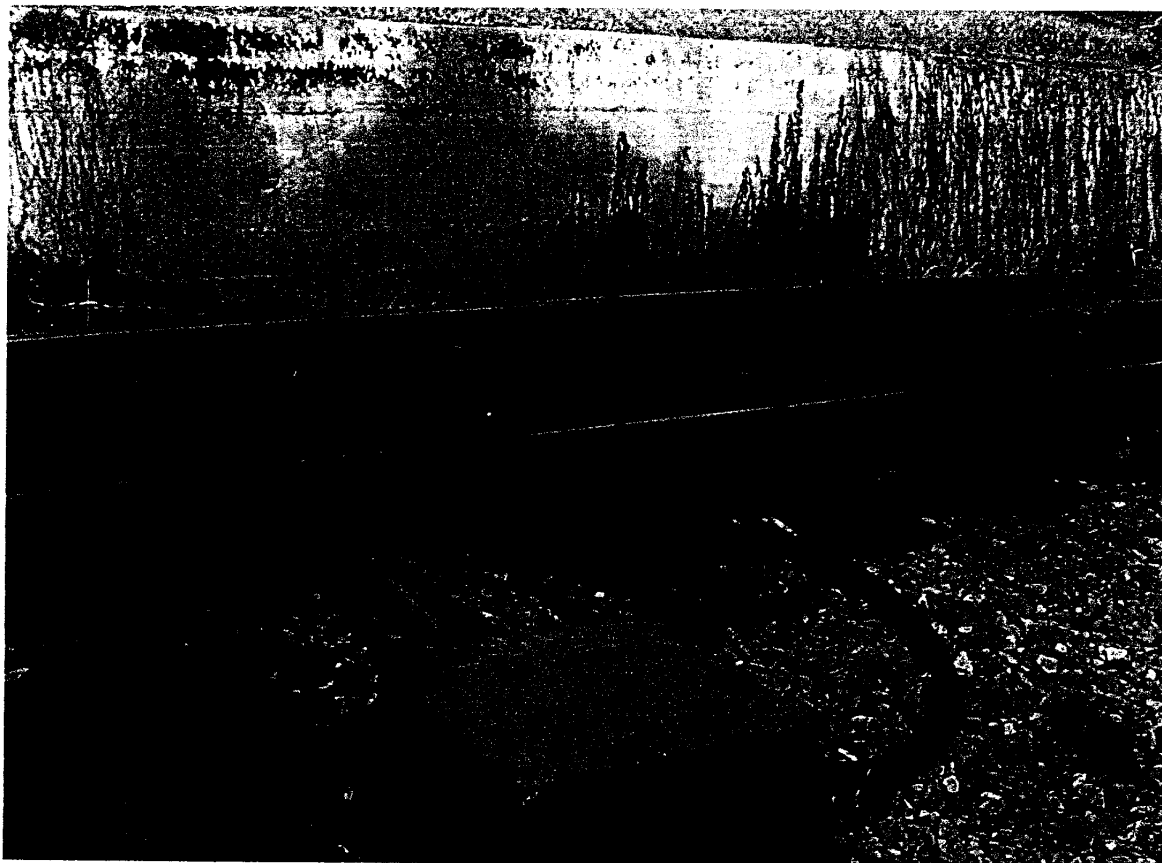
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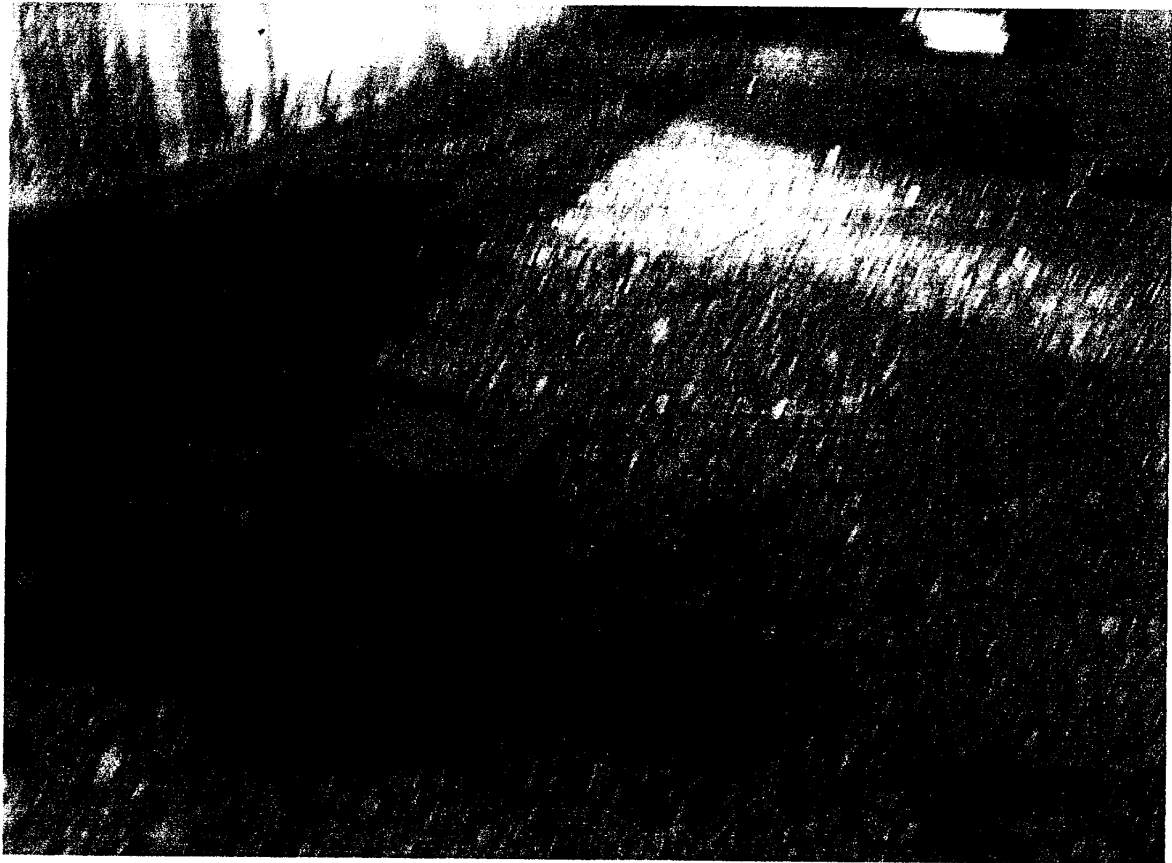
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BA 180,8
Washington Sub



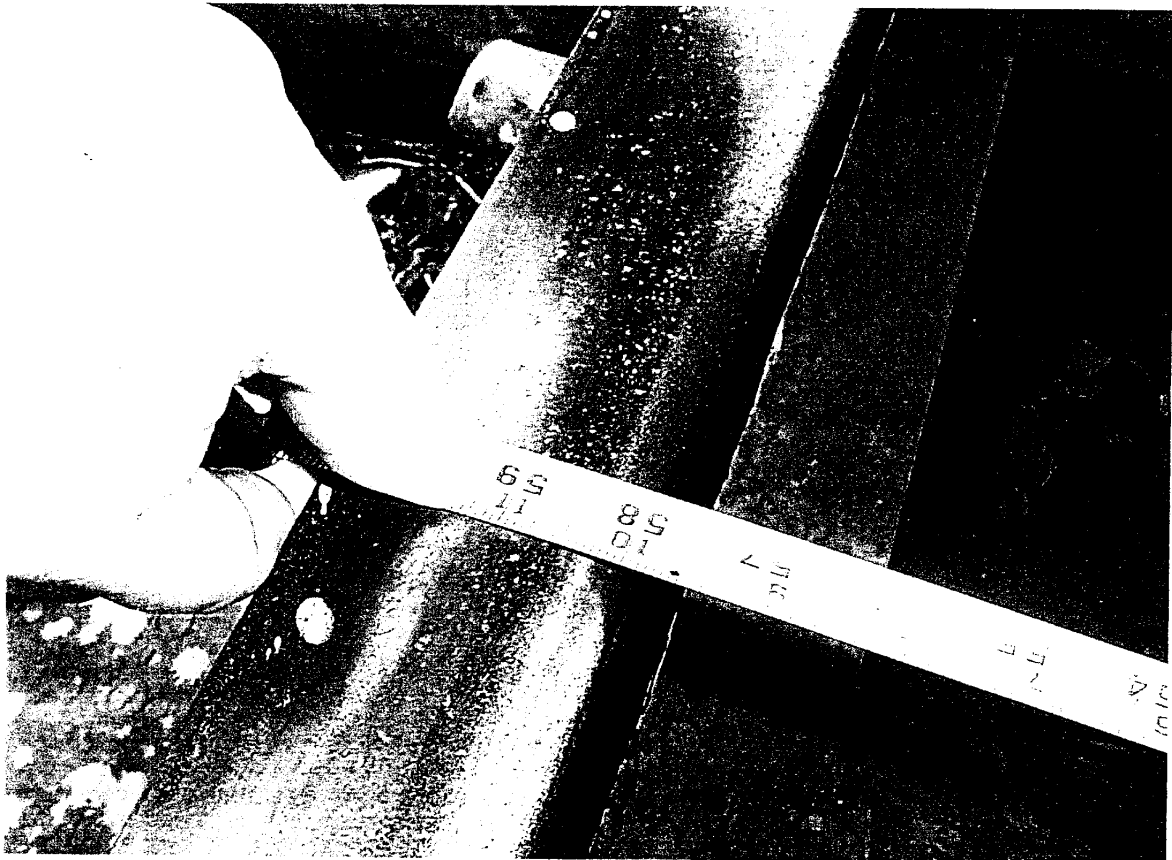
BA 180:8
Washington Sub



BA 180.8
Washington Sub



BA 180.8
Washington Sub



BA 180.8
Washington Sub

