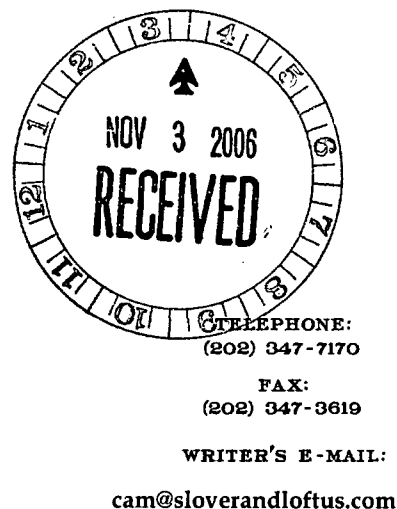


WILLIAM L. SLOVER
C. MICHAEL LOFTUS
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PETER A. PFOHL
DANIEL M. JAFFE

OF COUNSEL
DONALD G. AVERY

SLOVER & LOFTUS
ATTORNEYS AT LAW
1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036-3003

November 3, 2006



BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board - Case Control Unit
1925 K Street, N.W.
Washington, D. C. 20423

218031

ENTERED
Office of Proceedings

NOV 3 - 2006

Part of
Public Record

Re: Finance Docket No. 33388 (Sub-No. 100)
CSX Corporation, et al. - Control and Operating Leases/Agreements -
Conrail Inc., et al. (Petition for Supplemental Order)

Dear Secretary Williams:

Enclosed for filing in the above-referenced proceeding are the original and ten copies of Bridgewater Resources, Inc.'s and ECDC Environmental, L.L.C.'s Supplement to Petition for Clarification or in the Alternative for Supplemental Order - North Jersey Shared Assets Area.

Please note that this document contains several color pages. Their locations are denoted by tape flags in the unbound original.

Kindly acknowledge receipt of these materials by date-stamping and returning the enclosed extra copy of this letter to our messenger.

Sincerely,

Christopher A. Mills

CAM:jml
Enclosures

cc: Service List per Certificate of Service

BEFORE THE
SURFACE TRANSPORTATION BOARD



CSX CORPORATION AND CSX
TRANSPORTATION, INC., NORFOLK
SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY
COMPANY – CONTROL AND
OPERATING LEASES/AGREEMENTS –
CONRAIL INC. AND CONSOLIDATED
RAIL CORPORATION

218031
Finance Docket No. 33388
(Sub-No. 100)

(Petition for Supplemental Order)

ENTERED
Office of Proceedings

NOV 3 - 2006

Part of
Public Record

SUPPLEMENT TO
PETITION FOR CLARIFICATION OR IN THE ALTERNATIVE FOR
SUPPLEMENTAL ORDER – NORTH JERSEY SHARED ASSETS AREA

- CONTAINS COLOR IMAGES -

BRIDGEWATER RESOURCES, INC.
ECDC ENVIRONMENTAL, L.L.C.

OF COUNSEL:

Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

By: Christopher A. Mills
Stephanie M. Pisanelli
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036
(202) 347-7170

Dated: November 3, 2006

Their Attorneys

CSX CORPORATION AND CSX	)	
TRANSPORTATION, INC., NORFOLK	)	
SOUTHERN CORPORATION AND	)	
NORFOLK SOUTHERN RAILWAY	)	Finance Docket No. 33388
COMPANY – CONTROL AND	)	(Sub-No. 100)
OPERATING LEASES/AGREEMENTS –	)	
CONRAIL INC. AND CONSOLIDATED	)	
RAIL CORPORATION	)	(Petition for Supplemental Order)
	)	

Pursuant to the Board's decisions in this proceeding served July 31, 2006 and August 29, 2006, Bridgewater Resources, Inc. ("BRI") and ECDC Environmental, L.L.C. ("ECDC") hereby submit this supplement to their petition requesting the Board to issue an order clarifying or supplementing the limits of the North Jersey Shared Assets Area ("NJSAA") established under the Transaction Agreement among the Conrail control applicants, as approved by the Board in *CSX Corp., et al. – Control – Conrail Inc., et al.*, Decision No. 89, 3 S.T.B. 196 (1998) ("*Decision No. 89*").

BRI/ECDC's petition was filed on January 20, 2006. It seeks an order permitting Conrail, in addition to or in lieu of Norfolk Southern Railway Company ("NS"), to provide switching service for loaded and empty cars of municipal solid waste between BRI's waste transfer facility near Port Reading Jct./Manville, NJ and CSX

Transportation, Inc.'s ("CSX") Manville Yard, which is located a few hundred yards as the crow flies from the BRI facility.¹ Specifically, the petition seeks clarification that the BRI transfer facility is located within or can be served by Conrail from within the NJSAA as established by the Transaction Agreement and approved by the Board in *Decision No. 89*. Alternatively, the petition seeks a supplemental order authorizing Conrail to provide switching service to the BRI facility. The petition included substantial evidence, in the form of a verified statement by one of the nation's leading rail operations experts, Paul Reistrup, indicating that the westerly limit of the NJSAA in the area – denominated as "CP-Port Reading Jct." in the Transaction Agreement – includes the railroad-owned tracks with which BRI's private spur to its waste transfer facility connects.

On February 9, 2006, NS filed a motion to dismiss BRI/ECDC's petition. In a decision served July 31, 2006 ("July 31 Decision"), the Board denied NS's motion to dismiss insofar as it sought clarification with respect to the limits of the NJSAA, but granted dismissal with respect to BRI/ECDC's alternative request for a supplemental order authorizing Conrail to switch the BRI facility.² The July 31 Decision also established a procedural schedule that authorized limited discovery by BRI/ECDC

¹ The petition seeks switching service from Conrail primarily because NS's switching service has been deficient, causing MSW to pile up at the BRI transfer facility resulting in two citations by the New Jersey Department of Environmental Protection. See petition at 10-11. In addition, BRI/ECDC understand that Conrail's switching charges (unlike those of NS and CSX) are cost-based.

² The Board interpreted this request as seeking to extend the limits of the NJSAA to include the BRI facility. BRI/ECDC reserve their right to challenge this aspect of the July 31 Decision at the appropriate time.

“regarding the parties’ intent involving the boundaries of the NJSAA” (*id.* at 2). The procedural schedule was subsequently extended by Board decisions served August 16, 2006 and August 29, 2006.

BRI/ECDC engaged in the limited discovery authorized by the July 31 Decision. The discovery sought to elicit information concerning the principal question raised by the Board in denying NS’s motion to dismiss: what was the intent of the parties to the Transaction Agreement in defining the NJSAA boundaries. Specifically, the Board stated that it was “particularly interested in what the parties meant by the use of the term ‘CP,’ or control point, in defining the SAAs.” July 31 Decision at 5.

BRI/ECDC submit this supplement to their petition, as authorized by the July 31 Decision, to assist the Board in answering this question. They demonstrate, on the basis of the materials provided by NS, Conrail and CSX in discovery,³ and the second supplemental verified statement of Paul H. Reistrup included herewith, that the only logical interpretation of the term “CP-Port Reading Jct.” (which defines the limits of the NJSAA in the area) is that it was intended to include the railroad-owned trackage and facilities between the approach signals for the Port Reading Jct. interlocking on the Lehigh Line and the Trenton Line. This means it includes the location where the private

³ BRI/ECDC note that NS, CSX and Conrail lodged “relevancy objections” to some of BRI/ECDC’s discovery requests, and that BRI/ECDC filed a motion to compel responses to these requests on September 5, 2006. The Board has not yet ruled on the motion to compel. If the Board grants the motion, BRI/ECDC reserve the right to refer to any responses to the disputed discovery requests in their reply to comments submitted in response to this supplement to their petition, which is due on December 5, 2006.

spur serving the BRI transfer facility connects with the Lehigh Line. Accordingly, the Board should declare that Conrail is authorized to provide switching service to the BRI facility under the Transaction Agreement and *Decision No. 89*.

II. THE PARTIES' INTENT IN DEFINING THE LIMITS OF THE NJSAA AT PORT READING JCT.

In the July 31 Decision the Board stated that in its motion to dismiss NS had presented “strong evidence, based on the transaction agreement, to support its claim that the BRI facility is located outside the NJSAA.” *Id.* at 4.⁴ However, the Board went on to authorize “limited discovery to further develop the record as to what the parties intended in their original transaction agreement before resolving the issues that are presented here” – thus acknowledging uncertainty as to such intent.

The question to which the Board desires an answer is what the parties to the Transaction Agreement meant by defining the westerly limit of the NJSAA in the Manville/Port Reading Jct. area as “CP-Port Reading Jct.” If “CP-Port Reading Jct.” includes the railroad-owned tracks and facilities between the approach signals for Port Reading Jct.,⁵ then the switch connection to BRI’s private spur (which is located between

⁴ The decision discusses only the materials submitted by NS in its motion; it does not mention the evidence submitted by BRI/ECDC in the two verified statements of Mr. Reistrup. The extent to which the Board considered this evidence is unclear.

⁵ Port Reading Jct. is the location where the former Conrail (now CSX) Trenton Line used to cross, and now converges with, the former Conrail (now NS) Lehigh Line. At Port Reading Jct., the Lehigh Line becomes Conrail’s shared-asset line which extends eastward to Bound Brook, NJ and (along with other shared-asset lines) beyond to Port Reading, the New Jersey Chemical Coast, Oak Island, *etc.*

the westerly home signal and its approach signal on the Lehigh Line) is part of the NJSAA and the BRI facility can be switched by Conrail. If "CP-Port Reading Jct." includes only the railroad-owned tracks and facilities between the home signals for Port Reading Jct., then the switch connection to BRI's facility is located outside the NJSAA and Conrail does not have the right to switch the BRI facility.

In his second supplemental verified statement included with this filing ("Reistrup 3"⁶), Mr. Reistrup evaluates the NS, CSX and Conrail responses to BRI/ECDC's discovery requests in terms of the extent to which they shed light on the railroads' intent in denominating "CP-Port Reading Jct." as the westerly limit of the NJSAA in the area of BRI's transfer facility.⁷ Mr. Reistrup's testimony indicates that the discovery responses are inconclusive as to exactly what track and facilities the railroads intended to include within the "CP" at Port Reading Jct. However, several Conrail documents produced in discovery confirm Mr. Reistrup's original interpretation that the CP includes all railroad-owned track, signals and electronic circuitry between the approach signals for the interlocking at Port Reading Jct.

⁶ Mr. Reistrup previously submitted two verified statements on behalf of BRI/ECDC in this case. The first ("Reistrup 1") accompanied the original petition. The second ("Reistrup 2") accompanied BRI/ECDC's reply to NS's motion to dismiss.

⁷ NS's, CSX's and Conrail's responses to BRI/ECDC's discovery requests, including pertinent documents that were produced by the railroads, are included as Exhibits 1 through 3 to Mr. Reistrup's testimony. The interrogatory responses by each railroad are for the most part identical.

For example, the railroads' discovery responses reiterate NS's statements in its motion to dismiss concerning the division of ownership of the Lehigh Line between Conrail and NS, and they note the division of responsibility between the two carriers for track and signal maintenance and for control of train operations. They also cite FRA rules defining home signals, approach signals and interlocking limits. However, as Mr. Reistrup points out, none of these divisions and FRA definitions answers the question as to what the parties to the Transaction Agreement intended to include within the CP at Port Reading Jct. – although they do confirm Mr. Reistrup's earlier testimony in this proceeding that a CP is not a single point. *See* Reistrup 1 at 5-6; Reistrup 2 at 2-4; Reistrup 3 at 2-3 (Conrail's maintenance responsibility extends west of the switch connection between the Lehigh and Trenton Lines beyond the end of Conrail's ownership at Lehigh Line Milepost 35.92, to the home signal at Milepost 36.0, and its operational control extends west to the approach signal at Milepost 38.4).

In addition, none of the materials submitted by the respondents contradicts Mr. Reistrup's earlier testimony in this proceeding that, under custom and practice in the railroad industry, a CP includes all tracks and electronic circuitry between the approach signals for a railroad interlocking. In fact, certain Conrail documents produced in discovery, describing and displaying the rail CP and interlocking signal facilities at Port Reading Jct., confirm that Conrail itself has used this definition. *See* Reistrup 3 at 4-6 and Exhibits 1 and 4 thereto. Since none of the involved railroads has provided any indicia of intent that contradicts the common (and Conrail-used) definition of a CP, that

definition should govern. Thus, the Board should rule that “CP-Port Reading Jct.” includes all railroad facilities between the three sets of approach signals for the interlocking at Port Reading Jct.

III. CONRAIL’S ABILITY TO SERVE THE BRI FACILITY

Under the Transaction Agreement and the Shared Assets Area Operating Agreement for North Jersey (“NJSAA Operating Agreement”),⁸ NS and CSX may provide through freight service to and from points located within the NJSAA. *See, e.g.,* NJSAA Operating Agreement § 3(a)(iii). Conrail, however, is authorized to provide switching service to industries located on or served by trackage that is located within the NJSAA. *See* NJSAA Operating Agreement § 3(d)(I). The NJSAA Operating Agreement also expressly authorizes Conrail to switch cars to and from CSX’s Manville Yard, even though the yard itself is a CSX asset and technically not part of the NJSAA. *See* NJSAA Operating Agreement § 3(c)(iii) and Transaction Agreement Schedule 1, Item I (NYC Allocated Assets), Par. C(15).

As shown above and in Mr. Reistrup’s accompanying verified statement, the switch connection between the Lehigh Line and the private spur serving BRI’s waste transfer facility is among the railroad-owned facilities encompassed within “CP-Port Reading Jct.,” and thus is located within the NJSAA. Under the terms of the NJSAA Operating Agreement delineating the operating rights of NS, CSX and Conrail, it follows

⁸ Relevant excerpts from these agreements are appended to NS’s February 9, 2006 motion to dismiss BRI/ECDC’s petition as Exhibits 1 and 2 thereto.

that Conrail is authorized to switch cars between the BRI waste transfer facility and Manville Yard.

CONCLUSION

For the foregoing reasons, BRI/ECDC respectfully request that the Board clarify *Decision No. 89* by finding that BRI's waste transfer facility in Bridgewater Township, NJ is connected to railroad-owned facilities located within the NJSAA, and that Conrail is authorized to switch cars between the BRI facility and CSX's Manville Yard under the terms of the NJSAA Operating Agreement.

Respectfully submitted,

BRIDGEWATER RESOURCES, INC.
and ECDC ENVIRONMENTAL, L.L.C.

OF COUNSEL:

Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Dated: November 3, 2006

By: Christopher A. Mills
Stephanie M. Pisanelli
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036
(202) 347-7170



Their Attorneys

CERTIFICATE OF SERVICE

I hereby certify that on this 3rd day of November, 2006 I served copies of the foregoing Supplement to Petition upon all parties of record in this proceeding, as follows:

By Hand and E-mail:

Richard A. Allen, Esq.
Nisha Saxena
Zuckert, Scoutt & Rasenberger, L.L.P.
888 Seventeenth Street, N.W., Suite 600
Washington, D.C. 20006-3939

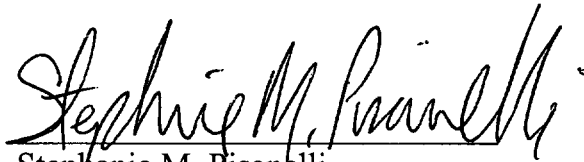
By E-mail and Overnight Delivery Service:

John V. Edwards, Esq.
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-2191

Stephen C. Armbrust, Esq.
Counsel
CSX Transportation, Inc.
500 Water Street, J-150
Jacksonville, FL 32202

John K. Enright, Esq.
Assistant General Counsel
Consolidated Rail Corporation
1000 Howard Boulevard
Mt. Laurel, NJ 08054-2355

Eric Strohmeyer
CNJ Rail Corporation
838 Carnoustie Drive
Bridgewater, NJ 09907


Stephanie M. Pisanelli

Finance Docket. No. 33388 (Sub-No. 100)

**SECOND SUPPLEMENTAL VERIFIED STATEMENT
OF PAUL H. REISTRUP**

My name is Paul H. Reistrup. I am the same Paul H. Reistrup who previously submitted two verified statements in this proceeding. My initial verified statement, dated January 9, 2006, was included with the petition for clarification or in the alternative for supplemental order with respect to the North Jersey Shared Assets Area ("NJSAA") filed in this proceeding by Bridgewater Resources, Inc. ("BRI") and ECDC Environmental, L.L.C. ("ECDC"). My supplemental verified statement, dated February 23, 2006, was included with BRI/ECDC's reply to Norfolk Southern Corporation and Norfolk Southern Railway Company's ("NS") motion to dismiss the petition in this proceeding. My qualifications are set forth in my initial verified statement.

In its decision served July 31, 2006, denying NS's motion to dismiss with respect to BRI/ECDC's petition for clarification, the Board authorized BRI/ECDC to pursue limited discovery to develop the record as to what the parties to the Conrail Transaction Agreement intended by denominating "CP-Port Reading Jct." as the limit of the NJSAA in the vicinity of Port Reading Jct./Manville, NJ. BRI/ECDC have undertaken the discovery authorized by the Board, and have provided the respondent railroads' interrogatory responses and the documents they produced to me for review.¹ The purpose of my second supplemental verified statement is to respond, in light of the

¹ Copies of the responses to BRI/ECDC's discovery requests, including relevant excerpts from the documents that were produced, are attached hereto as Exhibits 1 (NS), 2 (CSX) and 3 (Conrail).

railroads' discovery responses, to the Board's request for elucidation as to what the parties to the Transaction Agreement intended by the term "CP-Port Reading Jct." and whether Conrail is authorized to provide switching service to the BRI facility in light of that intent.

Based on my review of the Transaction Agreement, my previous verified statements, the verified statement of Conrail's Chief Engineer attached to NS's motion to dismiss, and the discovery responses submitted by NS, Conrail and CSX, the following facts that are relevant to the "intent" question have been established:

1. The division of property ownership of the Lehigh Line as between Conrail and NS as a result of the Conrail control transaction is at Valuation Station 2244+ 97 (Milepost 35.92). Milepost 35.92 is located west of the switch connection between the Lehigh and Trenton Lines, but east of the home signal for the interlocking at Port Reading Jct. located at approximately Milepost 36.0. Milepost 35.92 is the westerly boundary of the right-of-way for the former Reading Connector at the location where it crossed the Lehigh Line by means of an at-grade crossing diamond, before the diamond and related trackage were removed.²
2. The interlocking at Port Reading Jct. includes three sets of home signals and related approach signals, which govern train operations to/through Port Reading Jct. In three directions. Approaching from the west on the Lehigh line, these include the home signals on the two tracks (the main track and the Royce Running Track) at Milepost 36.0, which are maintained by Conrail (as is the trackage east of this home signal) notwithstanding that the home signal is not located on Conrail property. The related approach signals are located at Milepost 38.4, which is west of where BRI's private spur connects with the Lehigh Line. These approach signals, and the

² See Exhibit 5 to my initial V.S. of 1/9/06; NS motion to dismiss filed February 9, 2006, at 10 and Exhibit 5 thereto at 5, 7 (also included in Exhibit 1 hereto); responses to Interrogatory No. 1; NS and Conrail track charts included with their responses to BRI/ECDC's initial discovery requests; color schematics of "cut points" near Port Reading Jct. included with CSX's responses to BRI/ECDC's initial discovery requests.

trackage between the approach signals and the home signals at Milepost 36.0, are maintained by NS.³

3. The home signals and the related approach signals at Port Reading Jct. are interconnected electronically; the aspect of a home signal normally governs the aspect of the related approach signal. The home signals (and operations through the interlocking) are controlled by Conrail dispatchers. NS dispatchers exercise control of operations between the westerly approach and home signals on the Lehigh Line, to the extent that (for example) these dispatchers can authorize an eastbound train to proceed past a “red” approach signal up to the home signal if no other train occupies the track.⁴
4. Although the terms “CP” or controlled point and “interlocking” have essentially the same meaning under railroad operating practice, these terms are not synonymous under applicable FRA rules cited by NS, CSX and Conrail in their discovery responses.⁵ The railroads have not provided any definitive information as to whether they intended the westerly limit of the CP at Port Reading Jct. and the westerly limit of the interlocking at Port Reading Jct. (as defined in the FRA rules) to mean one and the same point, or as to exactly what they intended to include within the CP at Port Reading Jct.
5. Under widely accepted railroad parlance and practice, a “CP” includes all railroad property between the approach signals for a designated interlocking.⁶ NS, Conrail and CSX have not presented anything that contradicts this common definition of a CP. In fact, the 1998 schematic of “CP-Port Reading Jct.” produced by Conrail (attached hereto as Exhibit 4) confirms the accepted definition of a CP because it shows all of the approach and home signals at the Port Reading Jct. interlocking.

³ See my initial V.S. dated January 9, 2006 at 6; responses to Interrogatory Nos. 2, 12 and 13; Exhibit 4 attached hereto.

⁴ See Tierney V.S. included with NS motion to dismiss at 2; responses to Interrogatory Nos. 11 and 12.

⁵ See responses to Interrogatory No. 10; 49 CFR Part 236, Subpart G.

⁶ See my supplemental V.S. dated February 23, 2006 at 2-4.

Some amplification is warranted. As stated in No. 2 above, three sets of home signals and related approach signals govern trains operating to/through the interlocking at Port Reading Jct. They are shown on the diagram dated 1-1-98 labeled "CP-Port Reading Jct." produced by Conrail in response to BRI/ECTC's Document Request No. 2. A copy of this diagram, on which I have noted the locations of these home and approach signals (as well as the location where BRI's private spur connects with the Lehigh Line), is attached hereto as Exhibit 4. One set of home and approach signals governs train operations to/through Port Reading Jct. from the west, on the Lehigh Line. A second set of home and approach signals governs train operations to/through Port Reading Jct. from the south, on the Trenton Line. A third set governs train operations to/through Port Reading Jct. from the east, on the Lehigh Line.

In their responses to BRI/ECDC's Interrogatory No. 1, NS, CSX and Conrail repeated the assertion by NS in its motion to dismiss that a CP is a single point, not an area. It is certainly true that the westerly limit of the NJSAA on the Lehigh Line is a point, and to this extent the term "CP-Port Reading Jct." does refer to a point.⁷

However, the materials submitted by the respondents, read in light of the FRA definition

⁷ The railroads' statements on the location of this point are inconsistent. On one hand, they claim that the boundary of the CP at Port Reading Jct. is located at the point of division of property ownership between Conrail and NS at MP 35.92. However, all three railroads acknowledge that Conrail maintains the home signals and controls operations between the home signals, notwithstanding that the westerly home signal for Port Reading Jct. is located at MP 36.0 which is on NS property. Since Conrail controls this home signal, it follows under the provisions of the NJSAA Agreement cited at page 6 of NS's motion to dismiss that the NJSAA extends west to the point where Conrail's operational control ends. As indicated in the text, this is the approach signal at MP 38.4.

of a CP, confirm that the “CP” at Port Reading Jct. encompasses more than a single point. The CP clearly includes the railroad-owned trackage and facilities between the easterly and westerly home signals for the Port Reading Jct. interlocking on the Lehigh Line, as well as the railroad-owned tracks and facilities north of the southerly home signal on the Trenton Line. Some of this trackage (including related signal facilities) is owned by NS or CSX, not Conrail, but it is all clearly maintained by Conrail, train operations on this trackage are controlled by Conrail dispatchers, and it is therefore encompassed within the CP.

The FRA definition of a CP in 49 CFR is also instructive:

§236.782 Point, Controlled.

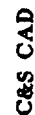
A location where signals and/or other functions of a traffic control system are controlled from the control machine.

NS, CSX and Conrail appear to concede that this definition at least encompasses the area within FRA-defined interlocking limits, given their responses to BRI/ECDC’s Interrogatory No. 10 which cite the definition of interlocking limits in 49 CFR § 236.753 (“The tracks between the opposing home signals of an interlocking).” However, a mere reference to the FRA rule defining interlocking limits does not demonstrate that the parties to the Transaction Agreement intended to narrowly define “CP-Port Reading Jct.” as extending only to the home signals for the interlocking. The railroads have acknowledged that the home signals at an interlocking are interconnected with the approach signals and that the aspects of the approach signals change automatically depending on the aspects of the home signals which govern train movements within the

interlocking. This means that Conrail effectively controls all train operations between the three sets of approach signals for the Port Reading Jct. interlocking. This is consistent with the general understanding in the railroad industry that a CP includes the tracks and electronic circuits between the approach signals for an interlocking. It is also consistent with what is shown on the 1998 Conrail schematic of "CP-Port Reading Jct." (my Exhibit 4). By including both the home and the approach signals in this schematic, its preparer considered them part of the CP at this location. (Conrail also provided a second version of the same schematic, dated 1/1/06, which is included in Exhibit 3 hereto. It shows the same home and approach signals at the same locations as the 1998 version of the schematic reproduced in Exhibit 4.)

Further confirmation that the interlocking (and CP) at Port Reading Jct. includes the westerly approach signal on the Lehigh Line is provided by a three-page document produced by NS in discovery. This document, which appears immediately after the NS track charts in Exhibit 1 to my testimony, was prepared by Conrail in October of 2003. The first page shows the signal plan and revisions for Port Reading Jct. The second and third pages are drawings that show the track layout/circuit diagrams for the signal plan shown on the first page. Note that the "approach stick circuits" are included in line 13 of the signal plan on the first page. This shows that Conrail included the approach signals and circuits as part of the Port Reading Jct. interlocking, and thus as part of the CP at Port Reading Jct.

In summary, the parties to the Transaction Agreement have not presented anything demonstrating a narrow intent in denominating the limit of the NJSAA as “CP-Port Reading Jct.” Therefore, the commonly accepted meaning of the term “CP” in the railroad industry (which was confirmed by Conrail in the documents discussed above) should be used, and “CP-Port Reading Jct.” should be deemed to include all railroad property between the approach signals on the Lehigh Line. That property includes the turnout (switch connection) for BRI’s private spur. This means that the BRI switch connection is located within the NJSAA, and thus that Conrail is authorized under the Transaction Agreement to provide switching service between the BRI facility and CSX’s Manville Yard.



RDW

VERIFICATION

I, Paul H. Reistrup, verify under penalty of perjury that I have read the foregoing Second Supplemental Verified Statement and know the contents thereof, and that the same are true and correct except as to those matters stated on information and belief, and as to those, that I believe them to be true. Further, I certify that I am qualified and authorized to file this statement.


Paul H. Reistrup

Executed on: October 26, 2006.

EXHIBIT 1

**NS responses to BRI/ECDC'S Initial discovery requests served 8/4/06,
including excerpted documents produced with the responses**

**Interrogatory Nos. 1-9
Request for Production Nos. 1-5**

NS responses to BRI/ECDC's second discovery requests served 9/22/06

**Interrogatory Nos. 10-14
Request for Production No. 6**

Before The
Surface Transportation Board

Finance Docket No. 33388 (Sub-No. 100)

CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
— CONTROL AND OPERATING LEASES/AGREEMENTS —
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

**RESPONSE OF NORFOLK SOUTHERN CORPORATION AND NORFOLK
SOUTHERN RAILWAY COMPANY TO PETITIONERS' REVISED DISCOVERY
REQUESTS**

Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively, "NS") submit the following responses to the revised discovery requests submitted by petitioners Bridgewater Resources, Inc ("BRI") and ECDC Environmental L.L.C. ("ECDC") on August 4, 2006 to the extent such requests are addressed to NS.

GENERAL OBJECTIONS

NS submitted objections to certain of petitioners' revised discovery requests on August 29, 2006 on the grounds that the discovery request objected to goes beyond the "limited discovery" allowed by the Board in its July 31, 2006 Decision or is otherwise irrelevant to any issue presented by the BRI/ECDC petition instituting this proceeding and not reasonably calculated to lead to the discovery of relevant evidence. The Board has not yet ruled on petitioners' subsequent motion to overrule those objections, and NS adheres to and incorporates those objections in this response.

INTERROGATORIES

1. *Please identify all property, including tracks, signals, signals and interlocking circuits, derails, right-of-way and other rail facilities, included in or covered by the controlled point ("CP") at Port Reading Junction, NJ.*

NS objects to this interrogatory on the ground that it is ambiguous. This interrogatory appears to be based on the incorrect assumption that "CP Port Reading Junction" encompasses an area rather than designating a point or transverse line. If the Lehigh Line is considered as a geometrical line, "CP Port Reading Junction," as used in the agreement (hereafter "Transaction Agreement") dated as of June 10, 1997 among NS, CSX Corporation and CSX Transportation, Inc. (collectively "CSX"), Conrail Inc. and Consolidated Rail Corporation (collectively "Conrail") and CRR Holdings LLC, which the Board approved in Decision No. 89 in this proceeding, is a point on the Lehigh Line at Milepost 35.92 that marks the boundary between the portion of the Lehigh Line allocated by the Transaction Agreement to Pennsylvania Lines, LLC ("PRR") for the use of NS and the portion allocated to the North Jersey Shared Assets Area ("NJSAA"). If the Lehigh Line is considered as an area comprising the width of its right-of-way, then CP Port Reading Junction as used in the Transaction Agreement is a perpendicular line across the right-of-way at Milepost 35.92 marking the boundary between the portion of the Lehigh Line allocated to PRR and the portion allocated to the NJSAA. Inasmuch as CP Port Reading Junction in either event does not comprise an area, the interrogatory cannot be answered meaningfully.

Train movements over CP Port Reading Junction are controlled by a series of interconnected signals known as an interlocking. *See* 49 C.F.R. §236.751. If the intention of this interrogatory is to ask the location of the signals comprising this interlocking and the property on

which train movements are controlled by those signals, then the interlocking comprises the following signals shown on the “Track Layout – Sheet 3” being provided herewith: 67RC, 67R, 75R, 67L (2W-1) and 67L (2W-2). Those signals control train movements over tracks to the east of signals 67RC, 67R and 75R and west of signals 67L (2W-1) and 67 L (2W-2).

2. Please indicate the point of the Lehigh Line (including the Royce Running Track) west of the switch connection between the Lehigh Line and the Trenton Line at Port Reading Jct. where Conrail’s track, signals and other facilities maintenance obligation ends and NS’ track, signals and maintenance obligation begins.

NS objects to this interrogatory on the grounds that asking where Conrail’s and NS’ maintenance “obligation[s]” begin and end calls for a legal conclusion. By mutual agreement and practice, it is NS’ understanding that Conrail has maintained the signals 67RC and 67R shown on the “Track Layout – Sheet 3” and the tracks east of the insulated joints adjacent to those signals, and NS has maintained the track and signals west of those insulated joints.

3. Please describe the present status and disposition of the Reading Connector, including but not limited to:

- a. The status and/or disposition of the line under the Final System Plan;*
- b. Whether authority was sought and obtained from the ICC, STB or other governmental authority to abandon or discontinue service on the Reading Connector or any part thereof; and if so, the docket number, the date when the abandonment or discontinuance authority became final, and the date when the abandonment or discontinuance authority was exercised; and*
- c. Whether the Reading Connector or any part thereof (including the underlying right-of-way) was sold or leased to another person(s), and if so, the date of the sale or lease, the name of the person(s) to which the property was sold or leased, and the specific property sold or leased.*

NS adheres to the objection to this interrogatory stated in the objections served on August 29, 2006.

4. If the portion of the Reading Connector that crossed the Lehigh Line at grade in the vicinity of Port Reading Jct. were reconstructed/restored to service, either by order of the STB or otherwise, please describe the extent to which the restored Reading Connector would be located within the CP at Port Reading Jct. or otherwise located within the NJSAA.

NS adheres to the objection to this interrogatory stated in the objections served on August 29, 2006.

5. Please describe (a) Conrail's ownership and operating rights with respect to the line segment identified as the "GSA Lead" and described as extending from NS Lehigh Line Conn. To "CSX Trenton Line" in the list of CRC Retained Assets on page 102 of Volume 8B of the Railroad Control Application in STB Finance Docket No. 33388, and (b) what this line segment is used for.

NS understands that the "GSA Lead" was a track that once connected the Lehigh Line and the Trenton Line, but that Conrail had not operated on the track for many years prior to Split Date and that the northern half of this track, which was connected to the Lehigh Line, had been removed by Split Date.

6. Please identify any line segments or railyard facilities located within the NJSAA that are not owned by Conrail.

As indicated in the list of CRC Retained Assets on page 102 of Volume 8B of the Railroad Control Application in STB Finance Docket No. 33388, the following lines not owned by Conrail are part of the NJSAA: Amtrak's Northeast Corridor line between Hamilton, NJ and Lane, NJ; NJT's Raritan Valley Line between Aldene, NJ and Bound Brook, NJT's North Coast Line between Rahway (Union), NJ and Neptune Yard, NJ; NJT's Bayonne Line between Bayonne, NJ and Greenville, NJ; NJT's Southern Secondary between Red Bank, NJ and Glidden, NJ; and NJT's Freehold Secondary between Freehold, NJ and Farmingdale, NJ. In

addition, Section 1(tt) of the Shared Assets Area Operating Agreement for North Jersey defines the NJSAA to include "Operator Facilities and Jointly-Operated Facilities directly (without intermediate connection by another railroad) attached to trackage included within" the NJSAA. Operator Facilities and Jointly-Operated Facilities within the NJSAA not owned by Conrail include: Manville Yard; North Bergen intermodal terminal (headroom only); South Kearney intermodal terminal (freight portion only); Elizabeth Yard (aka Trumbull Street Yard) (see Vol. 8B at 85-85 and Vol 3B at 194-196); and Croxton Yard (see Vol 8B at 89; Vol 3B at 196-198). These lines and facilities do not necessarily include all the lines and facilities not owned by Conrail that are part of the NJSAA. As stated in Attachment 1 to the Transaction Agreement: "All CRC lines are not listed herein. Lines listed include main line routes, primary branch lines and other lines which may need clarification."

7. Please identify the point(s) on NJ Transit's Raritan Valley Line west of Bound Brook, NJ where (a) Conrail's property ownership interest(s) end and (b) west of which NS alone presently provides switching service to and from shipping and receiving facilities.

NS adheres to the objection to this interrogatory stated in the objections served on August 29, 2006.

8. Please state where the point on the former Lehigh Valley Railroad (now NJ Transit's Raritan Valley) line representing the beginning of the portion of that line that Conrail transferred to Pennsylvania Lines LLC by quitclaim deed, as described in paragraph 2 on page 5 of Exhibit B to NS's February 9, 2006 Motion to Dismiss BRI/ECDC's Petition in this proceeding, is located in relation to Bound Brook Junction (the point where the former Reading Connector connected with what is now the Raritan Valley line).

NS adheres to the objection to this interrogatory stated in the objections served on August 29, 2006.

DOCUMENT PRODUCTION REQUESTS

1. *Please produce all documents related to the establishment of the boundaries of the NJSAA in the vicinity of Port Reading Junction/Manville, NJ, including but not limited to documents describing what is meant by/included within CP-Port Reading Jct.*

Documents responsive to this request include:

- (1) the Transaction Agreement and the exhibits thereto, which are not being produced, as petitioners possess them.
- (2) the verified statement of Timothy C. Tierney dated February 3, 2006 and attached to NS' motion to dismiss the petition in this proceeding filed February 9, 2006, which is not being produced as it was previously provided to petitioners.
- (3) the quitclaim deed made June 1, 1999 and exhibits thereto by which Consolidated Rail Corporation conveyed certain property in Somerset County, Jersey to Pennsylvania Lines, LLC, which is being produced.

NS' search of its files has disclosed no other documents responsive to this request.

2. *Please produce all documents defining the boundaries of the NJSAA in the vicinity of Port Reading Junction/Manville, NJ, including but not limited to the following (note: if a document was included in the Application in Finance Docket No. 33388 you may identify the location of the document in the Application rather than producing a separate copy thereof):*

a. color-coded maps or schematics showing railroad lines in New Jersey north of Trenton prepared and/or used by CSX, NS and/or Conrail in connection with CSX's and NS's agreement to divide the assets of Conrail and establish the NJSAA;

b. maps, schematics or other documents identifying the specific cut points establishing the limits of the NJSAA in the vicinity of Port Reading Junction/Manville, NJ;

c. maps, schematics or other documents identifying (1) the rail lines in the vicinity of Port Reading Jct./Manville/Bound Brook Jct., NJ but located outside the limits of the NJSAA that are subject to any form of trackage or operating rights, and (2) which carrier(s) have such rights over which specific lines;

- d. maps, schematics or other documents identifying customer rail shipping and receiving facilities located within the NJSAA in the vicinity of Bound Brook, Bound Brook Junction, Port Reading Junction and Manville, NJ; and*
- e. maps, schematics or other documents identifying which rail carrier(s) would have and/or have had the ability to physically serve each customer rail shipping and receiving facility identified in response to (d) above (including without limitation the BRI facility) after the Split Date.*

NS adheres to the objection to this document request stated in the objections served on August 29, 2006 to the extent it seeks documents related to New Jersey Transit's Raritan Valley line for the reasons stated in its response to Interrogatories 7 and 8.

Other documents responsive to the request include the documents referred to in response to Document Request No. 1 and Document Request No. 5 and sheets 1, 2 and 3 of a chart of signals in the vicinity of CP Port Reading Junction referred to in the response to Interrogatory No. 1.

- 4. Please produce a copy of the current Local Movement Guidelines as described in Sections 1(aa) and 3(a)(v) of the Applicants' Shared Assets Area Operating Agreement for North Jersey.*

Although the form of the Shared Assets Area Operating Agreement for North Jersey contained in Volume 8C of the Application referred in Sections 1(aa) and 3(a)(v) to "Local Movement Guidelines," the agreement as subsequently executed change that term to "Operating Plan." NS understands that Conrail will provide petitioners a copy of the current Operating Plan applicable to the NJSAA and will designate it as a Confidential Document under the protective order in this proceeding.

- 5. Please produce copies of the current track charts or condensed profiles for the trackage within the CP at Port Reading Jct. and for portions of the Lehigh Line and Trenton Line located within five miles in any direction from the CP at Port Reading Jct.*

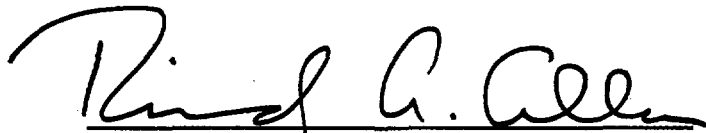
NS objects to the first part of this document request as ambiguous for the reasons stated in the response to Interrogatory No. 1. NS' current track charts of NS' portion of the Lehigh

Line located within five miles of CP Port Reading Jct. are being produced.

6. Please produce copies of property or valuation maps showing the current property ownerships, rights-of-way and leaseholds for the railroad-owned portions of all trackage described in Request for Production No. 1.

Property maps responsive to this request are exhibits to the quitclaim deed dated June 1, 1999 referred to in the response to Document Request No. 1. The valuation map of Port Reading Junction, Map V-3/24, is indicated by recording page "BK2258PG389."

Respectfully submitted,



John V. Edwards
**NORFOLK SOUTHERN
CORPORATION**
Three Commercial Place
Norfolk, Virginia 23510-2191
(757) 629-2657

Richard A. Allen
Nisha Saxena
**ZUCKERT, SCOUTT &
RASENBERGER, LLP**
888 Seventeenth Street, NW
Suite 700
Washington, D.C. 20006
(202) 298-8660

September 18, 2006

VERIFICATION

State of Virginia
County of Norfolk
City of SSJ

John H. Friedman, being duly sworn, deposes and says that he has read the foregoing responses to the interrogatories contained in Petitioners' Discovery Requests to Applicants dated August 4, 2006, knows the facts asserted there are true and that the same are true as stated.

JH

Subscribed and sworn to before me this 18th day of September, 2006.

Jessel M. Wiggins
Notary Public

My commission expires 1-31-07

CERTIFICATE OF SERVICE

I certify that I have this 18th day of September, 2006, caused copies of the foregoing Response of Norfolk Southern Corporation and Norfolk Southern Railway Company to Petitioner's Revised Discovery Requests to be served by hand or first class mail, postage prepaid, on the following:

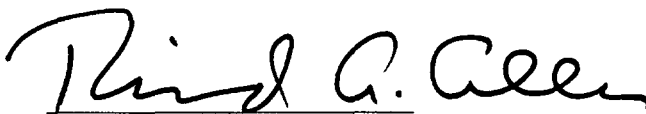
John K. Enright
Assistant General Counsel
Consolidated Rail Corporation
1000 Howard Blvd.
Mt. Laurel, NJ 08054-2355

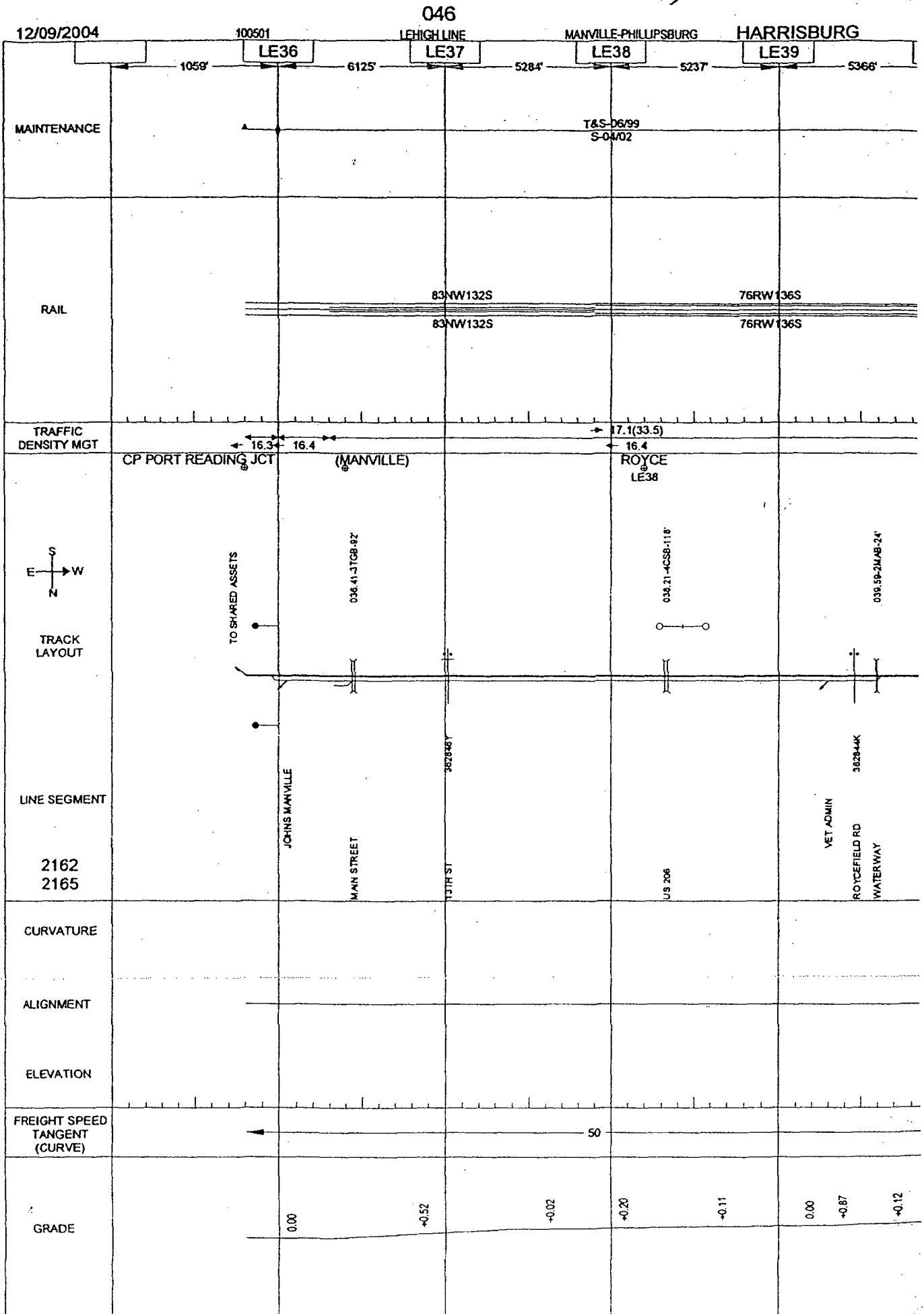
Steven C. Armbrust
Counsel
CSX Transportation, Inc.
500 Water St., J-150
Jacksonville, FL 32202
(904)359-1229

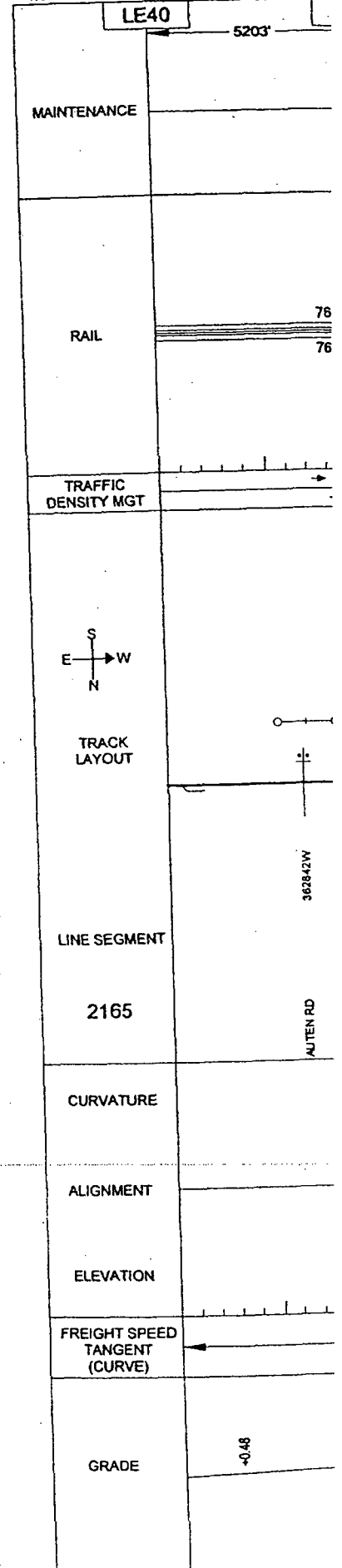
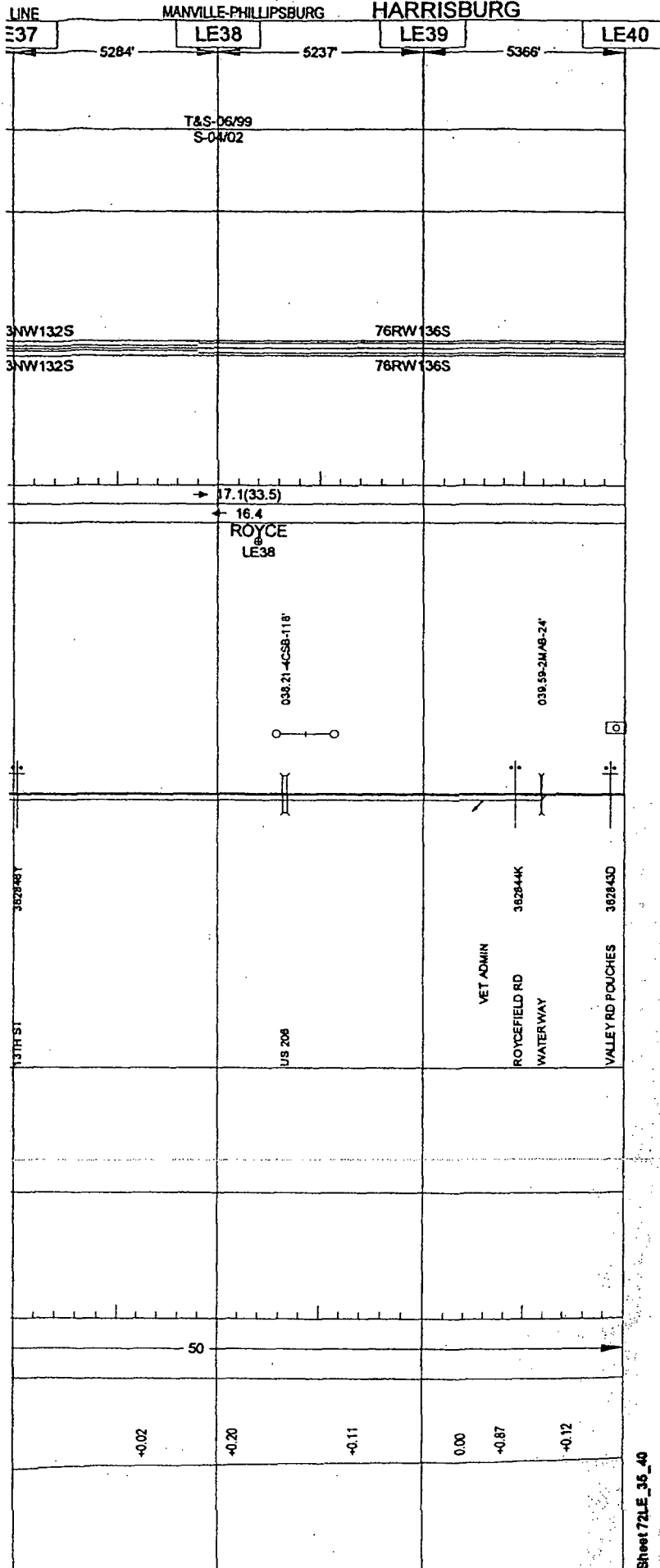
John V. Edwards
Norfolk Southern Corporation Three
Commercial Place
Norfolk, Virginia 23510-2191
(757) 629-2657

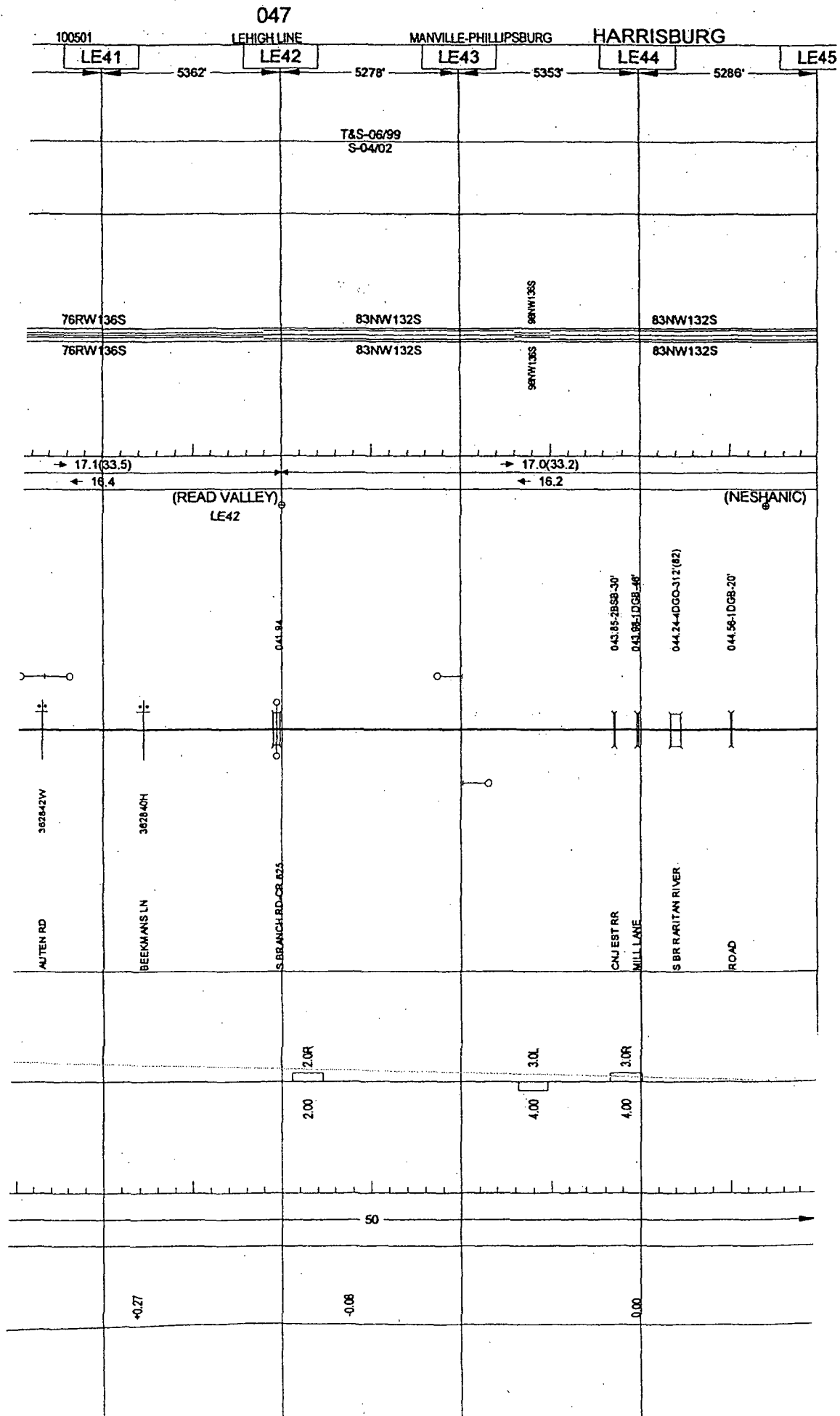
Christopher A. Mills
Slover & Loftus
1224 17th St., N.W.
Washington, D.C. 20036

Eric Strohmeyer
CNJ Rail Corporation
838 Carnoustic Drive
Bridgewater, NJ 09907


Richard A. Allen







INDEX

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NOTES

- : FOR MATERIAL REFERENCE SEE PLAN S-1002
 * DENOTES TWISTED PAIR
 GROUND IN ACCORDANCE WITH CS-9001-A

CAS CAD



EMIGH LINE

MANVILFENI

MANVILFENI

PORT READING JCT.

TITLE, NOTES, INDEX AND REVISIONS

APPROVED: _____

PHILADELPHIA, PA. CHIEF E

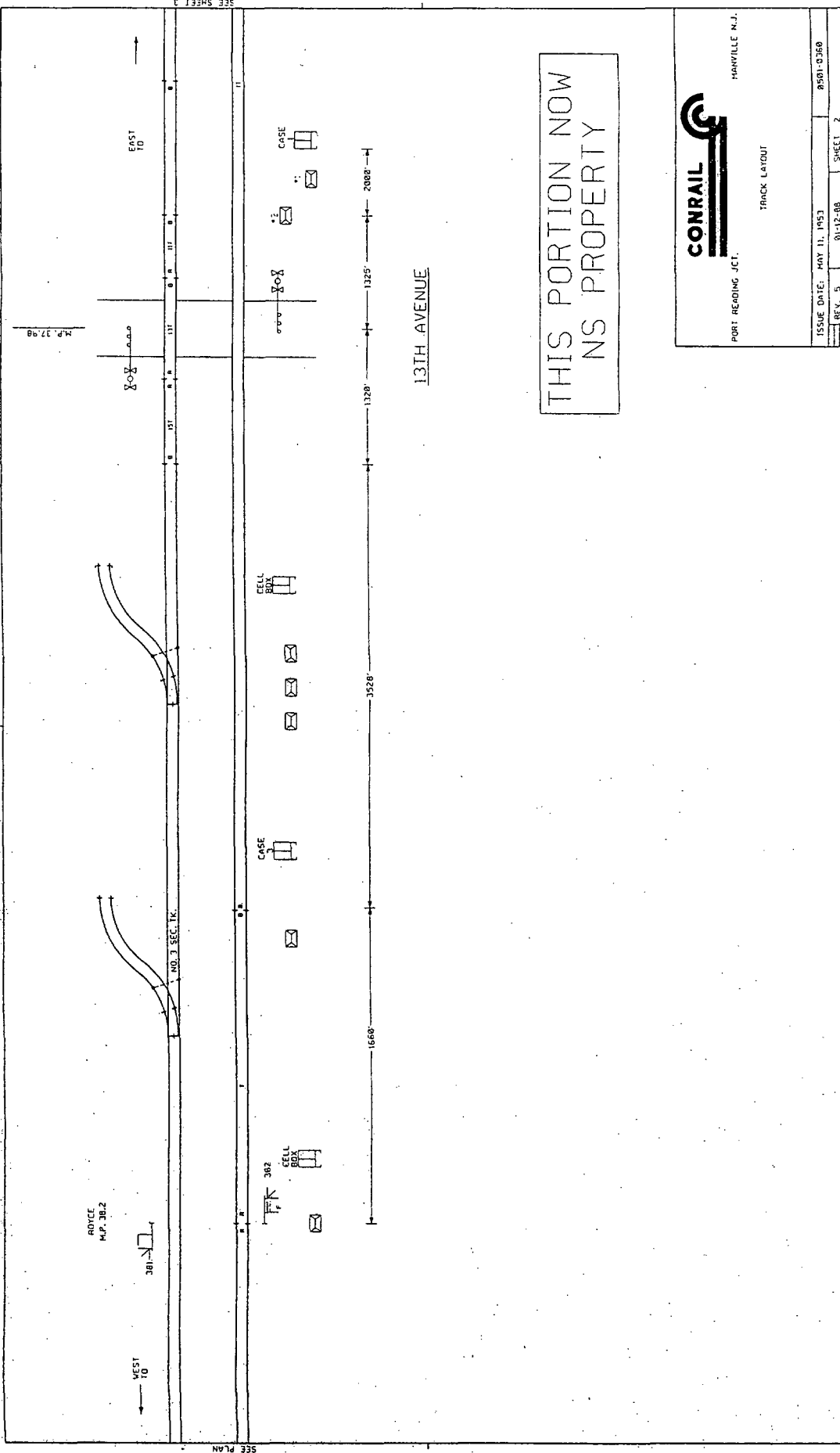
ISSUE DATE: MAY 11, 1953

REV. 9	10-27-03	SHEET 1
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CONRAIL

PORT READING JCT. HANVILLE N.J.

TRACK LAYOUT

ISSUE DATE: MAY 11, 1953	REV. 5	01-12-88	SHEET 2
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Norfolk Southern Corporation
Real Estate and Contract Services
600 West Peachtree Street
Suite 1702 One Georgia Center
Atlanta, Georgia 30308-3803
Telecopier: 404 527-4560
Telephone: 404 529-2386

Lori A. Kelley
Legal Assistant

March 20, 2000

RE: Conrail Acquisition Deeds

Mary Ann Mullady:

Herewith please find the following recorded deed copies from Consolidated Rail Corporation to Pennsylvania Lines LLC dated May 19, 1999 and effective June 1, 1999 for filing in the Company Archives:

<u>Indiana</u>	<u>Maryland</u>	<u>Michigan</u>	<u>New Jersey</u>
Allen	Anne Arundel	Berrien	Bergen
Benton	Baltimore		Hudson
Noble	Baltimore (city)		Hunterdon (cert. copy)
Tippencanoe	Cecil		Morris
Warren	Harford		Passaic
	Prince Georges		Somerset
	Washington		Union
	Worcester		

<u>Ohio</u>	<u>Pennsylvania</u>	<u>New York</u>
Ashtabula	Beaver	Broome
Athens	Blair	Chataqua
Erie	Cumberland	Erie
Madison	Crawford-corrective	Livingston
Montgomery	Dauphin	Rockland
Trumbull	Lebanon	Schuyler
Wayne	Luzerne	Tioga
	Mercer- corrective	Tompkins
	Perry	Yates
	York	

RECEIVED IN
ARCHIVES

MAR 22 2000

HANDLED BY

MAM RDM

4-12 CWH CRG

Please call if you have any questions regarding the documents.

Sincerely,

Lori A. Kelley
Legal Assistant
Internal-2nd.wpd

~~SYSTEMS ENGINEER- REAL ESTATE~~

DOCUMENT COPY ATTACHED
FOR POSTING

ASST. CORPORATE SECRETARY

DATE 9-5-02 HANDLED BY KAT

This instrument prepared by
and please return to:

Linda V. Hill-Everett
Senior Real Estate Counsel
Norfolk Southern Corporation
Suite 1702, One Georgia Center
600 West Peachtree Street, NW
Atlanta, Georgia 30308-3603

Linda V. Hill-Everett
Linda V. Hill-Everett

COMMONWEALTH LAND TITLE INS.
PO BOX 532
CEDAR KNOLLS NJ 07927
m3754

FILED

JUN 01 1999

DEFOREST B. SOARIES, JR.
SECRETARY OF STATE

Name and Address of Taxpayer:
Pennsylvania Lines LLC
c/o Norfolk Southern Railway Company
10 Franklin Road SE
Roanoke, Virginia 24042-0028

QUITCLAIM DEED

THIS INDENTURE, made the 1st day of June, 1999,

BETWEEN: CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation, having
its principal office at 2001 Market Street, Philadelphia, Pennsylvania 19101-1419, referred to as the
Grantor,

AND PENNSYLVANIA LINES LLC, a Delaware limited liability company, and wholly
owned subsidiary, whose tax mailing address is c/o Norfolk Southern Railway Company, 110
Franklin Road SE, Roanoke, Virginia 24042-0028, referred to as the Grantee.

WHEREAS, as a plan of corporate reorganization, Grantor has created Grantee as its wholly
owned subsidiary; and

WHEREAS, as a part of that plan of reorganization, Grantor has agreed to a contribution
to the capital assets of Grantee of certain real estate interests, including lines of railroad thereon, in
several states within the United States;

Transfer of Ownership. The Grantor does hereby remise, release, and forever quitclaim
unto the said Grantee the property described below. This transfer is made for no consideration. The
said Grantor hereby quitclaims unto the said Grantee, its successors and assigns, the property
identified below.

BK2258PG381

COUNTY OF SOMERSET

CONSIDERATION - 0 -
REALTY TRANSFER FEE \$100.00
DATE 6/1/99 BY CH

REC SEP 23/1999 12:24PM 045441

SOMERSET COUNTY CLERK SDH 66.00

Tax Map Reference. (N.J.S.A. 46:15-2.1) Municipality of _____, Block No. _____, Lot No.(s) _____, Account No. _____.

[X] No property tax identification number is available on the date of this Deed. (Check box if applicable.)

Property. The property consists of all of Grantor's interests in the Real Estate situated in the County of Somerset, State of New Jersey, substantially as shown on Exhibit A and more particularly described in Exhibit B, attached hereto and made a part hereof (hereinafter "Property"). TOGETHER with, in "as is, where is" condition and without any express or implied warranty, as to condition or fitness for any purpose, all of Grantor's right, title, and interest in the road bed, tracks, depots, yards, storage and parking areas, culverts, bridges, tunnels, buildings, structures, communication and signal facilities, fixtures, and all other railroad appurtenances located upon or appurtenant to the Property, and all sidings and spur tracks contiguous to and connected to the Property, except as provided in the attached Exhibits; TOGETHER with all mineral rights, timber rights, rights to cross public roads, fiber optic rights, rights of repurchase or reversion, and air rights in any way appertaining to the Property; SUBJECT, however, to any conditions, restrictions, reservations, agreements, leases, encroachments, licenses or easements, whether or not of record; and, RESERVING, unto Grantor, its successors and assigns, but only to the extent and duration necessary to continue in effect those existing fiber optic agreements of Grantor impacting the property which have been reserved by Grantor under a separate agreement, a nonexclusive easement to install, construct, operate, maintain, repair, renew, and replace a fiber optic communication system over, through, and across the Property. Such easement providing for and including, but only to the extent required by the existing fiber optic agreements, among other things, the right to install, construct, operate, maintain, repair, renew and replace fiber optic cable, associated electronics, repeater shelters, terminal facilities, connection boxes and pull boxes, and related facilities; the right to install power supply facilities; the right to attach the fiber optic cable and related facilities to existing bridges and to install it in existing tunnels; and the right of ingress and egress for access purposes; all such rights to be exercised without any payment by Grantor for same. Such easement to be exercised in a manner which does not interfere with the rail operations of Grantee or the ability of Grantee to grant other such communication easements or licenses, except to the extent the effective exercise of this easement reasonably entails such interference, and upon exercise of such easement, Grantor, at Grantor's sole expense, will restore the Property to a condition adequate for continued rail operations by Grantee.

Type of Deed. This Deed is called a Quitclaim Deed. The Grantor makes no promise as to ownership or title, but simply transfers whatever interest the Grantor has to the Grantee.

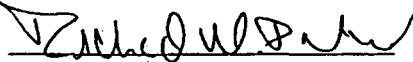
(REMAINDER OF PAGE INTENTIONALLY LEFT BLANK)

BK2258PG382

CERTIFICATION OF ADDRESS

I hereby certify that the precise residence of the Grantee herein is:

Pennsylvania Lines LLC
c/o Norfolk Southern Railway Company
110 Franklin Road SE
Roanoke, Virginia 24042-0028



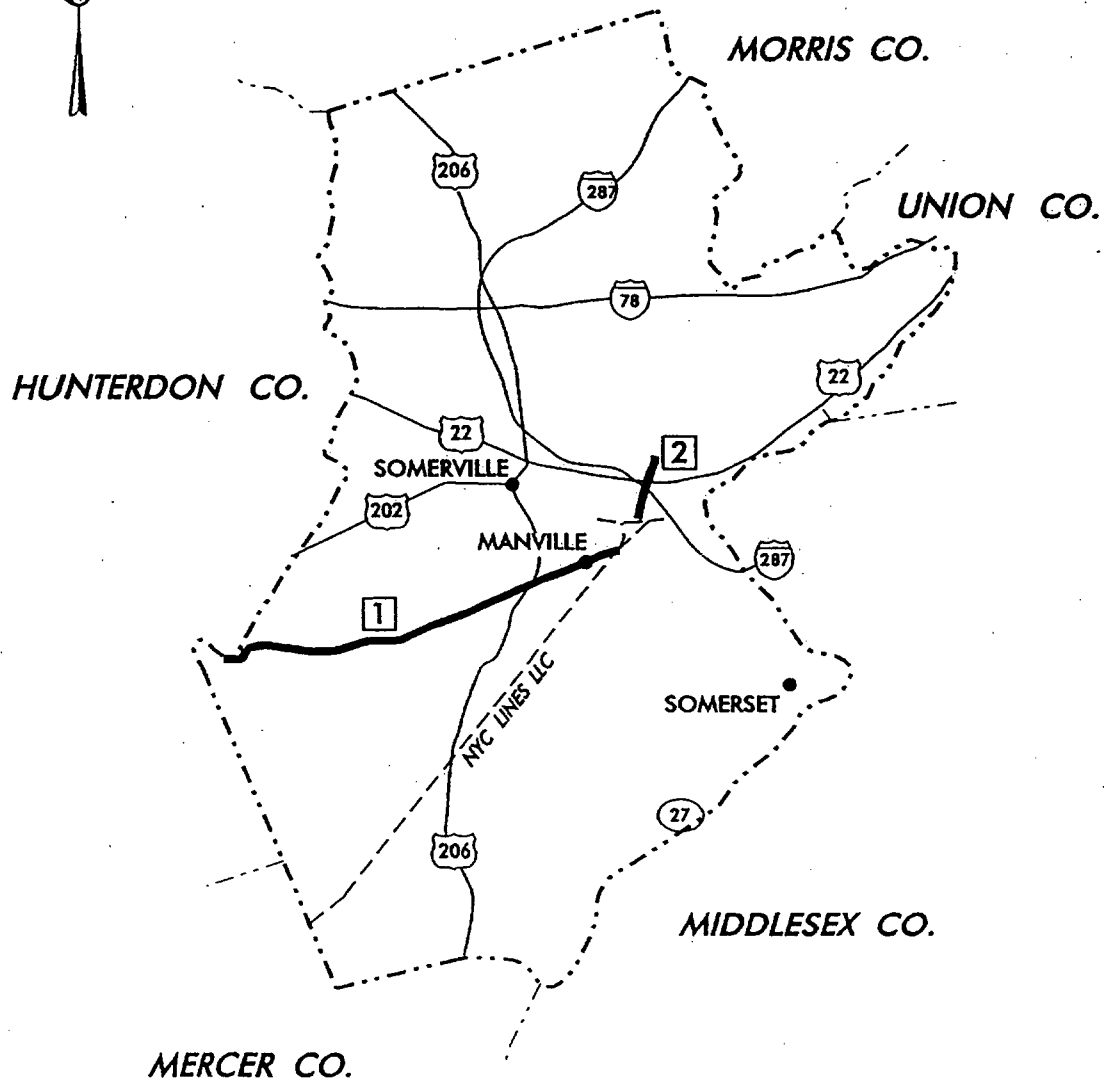
For Grantee

NJ-SOMERSET-CRQCD
REV. 5/12/99

BK2258PG384

EXHIBIT A

SOMERSET COUNTY, NJ



- 1 LC 0502A, VS 3
- 2 LC 0231, VS 1b

BK2258PG385

EXHIBIT B

Somerset County, New Jersey Lehigh Valley Railroad Company Lehigh Valley Main Line

All right, title and interest of Grantor in that line of railroad being the former Lehigh Valley Railroad Company, being known as the Lehigh Valley Main Line, comprised of land and right of way for main tracks, branch lines, sidings and other appurtenant railroad facilities lying and being in Somerset County, New Jersey, being further identified as USRA Line Code 0502A as described in deed from Robert C. Haldeman, as Trustee of the Property of Lehigh Valley Railroad Company to Consolidated Rail Corporation, as recorded with the Office of the County Clerk of Somerset County, New Jersey, in Book 1511, Page 363, and being more particularly described as follows:

Said portion of the Lehigh Valley Railroad, which runs between Port Reading Junction and the common line between Somerset and Hunterdon County, beginning at a point on the track centerline of said Railway, said point being at the northwesterly right of way of the former Delaware and Bound Brook Railroad near Manville at approximate Railway Valuation Station 2244+97, more or less, as shown on Exhibit B-1 and on Railway Valuation Map V-3/24; thence, continuing along the centerline of track with a right of way of varying width in a generally westwardly direction for a distance of 57,694 feet, more or less, to a point at the common line between Branchburg Township, Somerset County and Readington Township, Hunterdon County, New Jersey, said point being further identified as Railway Valuation Station 1668+03 as shown on Railway Valuation Map V-3/35. Said portion of railroad being substantially as shown on Railway Valuation Maps V-3/24 through V-3/35, inclusive, attached hereto and made a part hereof.

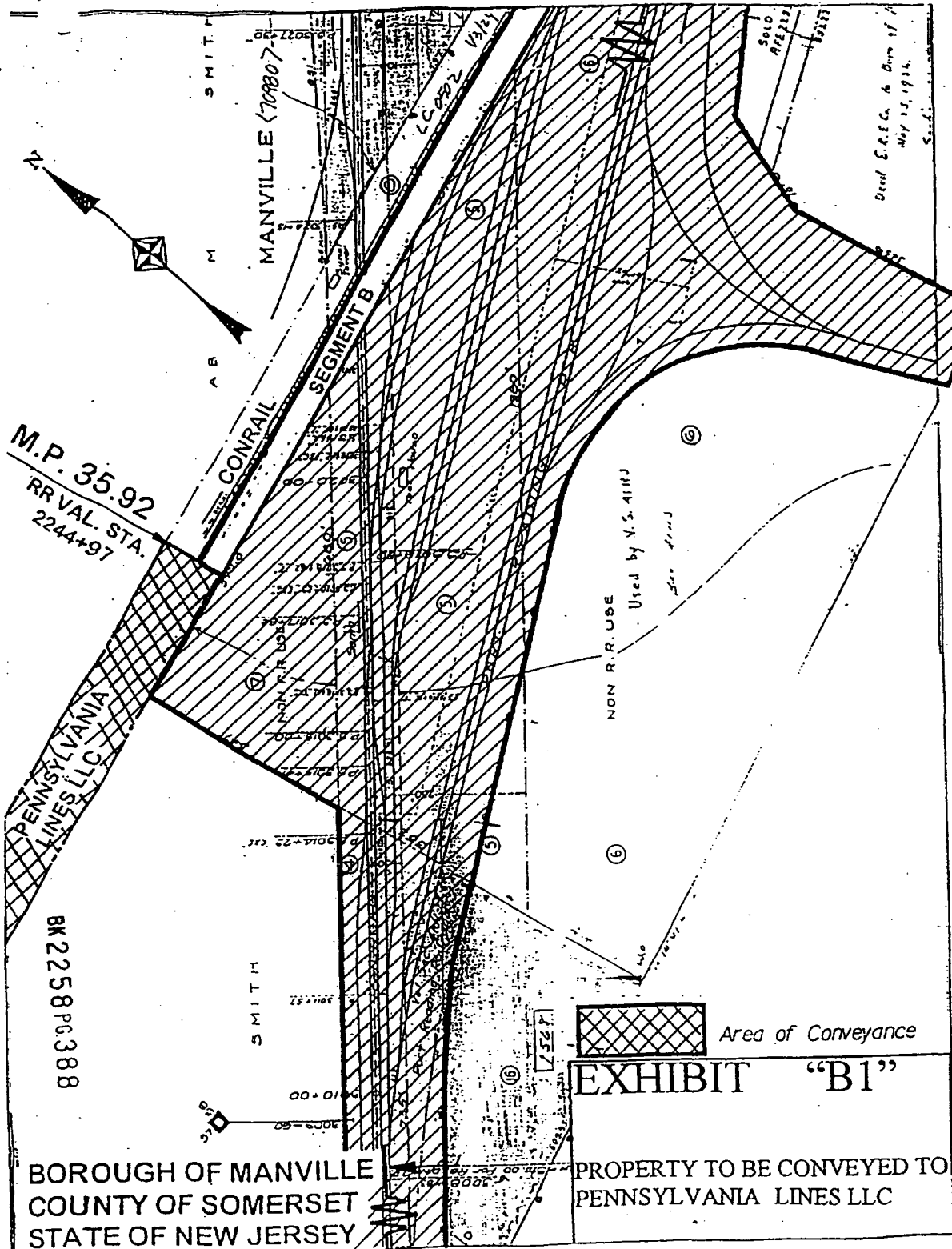
The Central Railroad Company of New Jersey Middle Brook Branch

All right, title and interest of Grantor in that line of railroad being the former The Central Railroad of New Jersey, being known as the Middle Brook Branch, comprised of land and right of way for main tracks, branch lines, sidings and other appurtenant railroad facilities lying and being in Somerset County, New Jersey, being further identified as USRA Line Codes 0231, 0201 as described in deed from R. D. Timpany, as Trustee of the Property of The Central Railroad Company of New Jersey, to Consolidated Rail Corporation, dated March 30, 1976, as recorded with the Office of the County Clerk of Somerset County, New Jersey on October 12, 1978, and being more particularly described as follows:

Said portion of railroad beginning at a point on the track centerline of said Railway, said point being at the northerly right of way of the former Central Jersey Main Line Railroad, which runs between Jersey City and Philadelphia, and identified as Railway Valuation Station 0+00, more or less, as shown on Railway Valuation Map V-Ib/39a; thence,

continuing with said Railway along the centerline of track with a right of way of varying width in a generally northerly direction for a distance of 10,671 feet, more or less, to the point of terminus, said point being further identified as Railway Valuation Station 106+71 as shown on Railway Valuation Map V-Ib/39b. Said portion of railroad being substantially as shown on Railway Valuation Maps V-Ib/39a and V-Ib/39b attached hereto and made a part hereof.

Also, INCLUDING Grantor's remaining rights, title and interest in the line of Railroad known as the Raritan Valley Railroad that lies west of Middle Brook Branch including Somerville Yard.



BOROUGH OF MANVILLE
COUNTY OF SOMERSET
STATE OF NEW JERSEY

PROPERTY TO BE CONVEYED TO
PENNSYLVANIA LINES LLC

BROOK OF MANVILLE

RIGHT OF WAY AND TRUCK MAP
Index List
 LEMMON VALLEY R. R. CO. OF NEW JERSEY,
 INCORPORATED BY THE
 LEMMON VALLEY R. R.
 STATION BEING TO FRANK BEHN

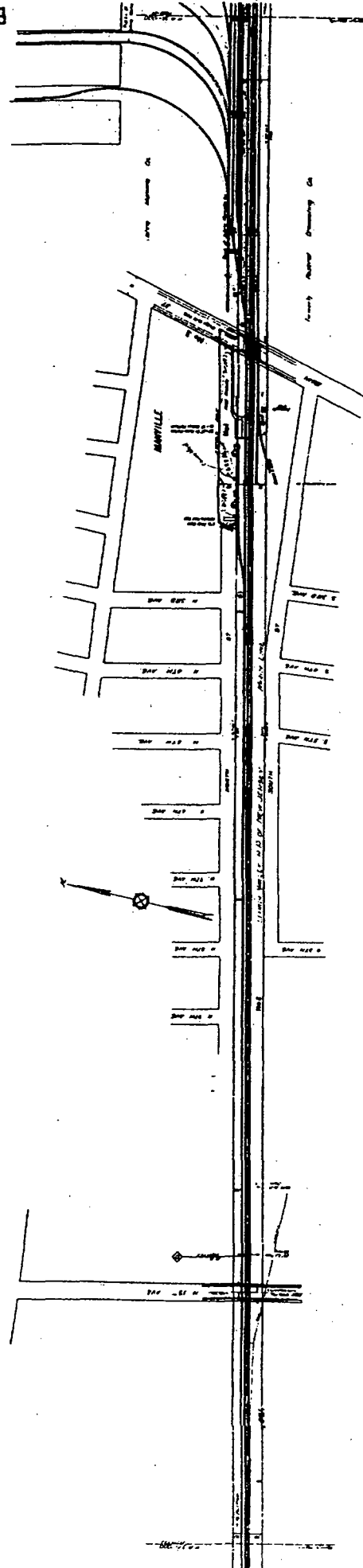
V18 F47

1958-1959 "Barn" 2000-10-10

0507029



COUNTY OF SOMERSET, N.J.
BOROUGH OF MANVILLE



RIGHT OF WAY AND TRACK MAP
LEHIGH VALLEY R.R. CO.
LEHIGH VALLEY R.R. CO. NEW JERSEY
LEHIGH VALLEY R.R. CO.
LEHIGH VALLEY R.R. CO.
LEHIGH VALLEY R.R. CO.
LEHIGH VALLEY R.R. CO.

MANVILLE, N.J.
LEHIGH VALLEY R.R. CO.
LEHIGH VALLEY R.R. CO.
LEHIGH VALLEY R.R. CO.
LEHIGH VALLEY R.R. CO.
LEHIGH VALLEY R.R. CO.

FILE F47
Manville, N.J.

Before The
Surface Transportation Board

Finance Docket No. 33388 (Sub-No. 100)

CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
— CONTROL AND OPERATING LEASES/AGREEMENTS —
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

**RESPONSE OF NORFOLK SOUTHERN CORPORATION AND NORFOLK
SOUTHERN RAILWAY COMPANY TO PETITIONERS' SECOND DISCOVERY
REQUESTS**

Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively, "NS") submit the following responses to the Petitioners' Second Discovery Requests To Consolidated Rail Corporation and Norfolk Southern Railway Company that petitioners Bridgewater Resources, Inc ("BRI") and ECDC Environmental L.L.C. ("ECDC") served on September 22, 2006 to the extent such requests are addressed to NS.

GENERAL OBJECTIONS

NS objects to petitioners' Second Discovery Requests to the extent that they go beyond the "limited discovery" allowed by the Board in its July 31, 2006 Decision or are otherwise irrelevant to any issue presented by the BRI/ECDC petition instituting this proceeding and not reasonably calculated to lead to the discovery of relevant evidence.

INTERROGATORIES

Interrogatory No. 10:

49 C.F.R § 236.751, cited in the second paragraphs of your responses to BRI/ECDC's Interrogatory No. 1, defines an interlocking as:

An arrangement of signals and signal appliances operated from an interlocking machine and so interconnected by means of mechanical and/or other electronic locking that their movements must succeed each other in proper sequence, train movements over all routes being governed by signal indication.

Please state whether, under this definition, an interlocking includes the approach signals and related circuits as well as the home signals and related circuits. If your answer to this question is "no" please give the reason for such answer

NS objects to this interrogatory on the ground that the term "related circuits" is not defined and is ambiguous. Subject to this objection, NS responds that an interlocking includes home signals (which are defined in 49 C.F.R. §236.806) but does not include approach signals (which are defined in §236.803). This is clear from §236.753, which defines "Limits, interlocking" as: "The tracks between the opposing home signals of an interlocking."

Interrogatory No. 11:

In the second paragraphs of your responses to BRI/ECDC's Interrogatory No.1 you stated that the signals comprising the interlocking at CP-Port Reading Junction include the home signals and the property on which train movements are controlled by those signals.¹ Please indicate whether the electronic circuits for these home signals are connected with the electronic circuits for the approach signals for CP-Port Reading Junction, and whether movements of the approach signals and home signals succeed each other in sequence so that train movements past these signals are governed by related signal indications.

The approach signals for CP-Port Reading Junction are connected electronically to the home signals for Port Reading Junction. The aspects of the approach signals change automatically according to several conditions, including, but not limited to, the aspects of the

home signals governing train movements within the interlocking. Other conditions that may automatically affect the aspects of the approach singles include the condition of the track, the status of switches and the presence or absence of other trains on the track between the approach signals and the home signals. The approach signals are not themselves controlled by the dispatcher who controls the home signals governing train movements through an interlocking. The home signals succeed each other in sequence to ensure that train movements through an interlocking will proceed in sequence, but approach signals do not necessarily succeed each other in sequence, and train movements past different approach signals to an interlocking do not necessarily proceed in sequence.

Interrogatory No. 12:

Please identify (a) the locations of the approach signals for the interlocking at CP-Port Reading Junction, and (b) which railroad controls train movements between the approach signals for CP-Port Reading Junction on the Lehigh Line.

The nearest approach signal on the Lehigh Line west of CP Port Reading Junction is located at Mile Post LE-38.4. NS' dispatcher in Harrisburg controls the movement of trains between that approach signal and the home signals governing movements through CP Port Reading Junction.

Interrogatory No. 13:

In your answers to BRI/ECDC's Interrogatory No. 2 you stated that Conrail has maintained the westerly home signals on the Lehigh Line at CP-Port Reading Junction² and the tracks east of the insulated joints adjacent to those signals, and NS has maintained the track and signals west of those insulated joints. Please identify who has maintained and/or is responsible

(...continued)

¹ NS and Conrail each identified these signals as signals 67RC, 67R, 73R, 67L (2w-1) AND 671 (2w-2). CSX identified these signals as signals 2E-2, 2E-1, 2E-3, 2W-1 and 2W-2.

² NS and Conrail each identified these signals as signals 67RC and 67R. CSX identified these signals as the signals located at 2f-2 and 2E-1.

for maintaining the westerly approach signals and related circuits on the Lehigh Line for the interlocking at Port Reading Jet. (i.e. the signals identified in your answers to Interrogatory No. 12 above).

NS maintains the approach signal at Mile Post LE-38.4 and the track circuitry between this signal and the home signals at 67RC and 67R shown on the "Track Layout – Sheet 3" provided previously to petitioners.

Interrogatory No. 14:

In your responses to BRI/ECDC's Interrogatory No. 5 you stated that Conrail has not operated over the "GSA Lead" track for many years prior to Split Date and that the northern half of this track, which was connected to the Lehigh Line, had been removed by Split Date. Please describe (a) the status of the southern half of this track (is it in place or has it been removed, etc.), (b) whether this track connected with any other track or facilities included in the CRC Retained Assets and/or the NJSAA as described in the Transaction Agreement, and (c) if the answer to (b) above is "no," why this track was included in the CRC Retained Assets if it did not connect with any other CRC Retained Assets.

NS objects to this interrogatory on the ground that it goes beyond the limited discovery permitted to petitioners by the Board's decision of July 31, 2006, is irrelevant to any issue presented by petitioners' Petition for Clarification Or, In the Alternative, For Supplemental Order and is not reasonably calculated to lead to the discovery of relevant evidence.

NS understands that Conrail may be providing information responsive to this interrogatory.

Interrogatory No. 15:

The print of trackage and property ownerships in the vicinity of Manville/Port Reading Junction labeled "Cut Point Assignments" and dated 8/07/98, produced by CSX in response to BRI/ECDC's Document Request Nos. 1 and/or 2, refers to "NS PROPOSED SIDING EXTENSION - 2500'" with an arrow pointing to a location that appears to be on CSX property as designated on the print. Please identify (a) the exact location of this proposed siding extension, including its end points by milepost, and (b) its status (including but not limited to when it is expected to be constructed, who is to own it, and who is to pay for it).

NS objects to this interrogatory on the ground that it goes beyond the limited discovery

permitted to petitioners by the Board's decision of July 31, 2006, is irrelevant to any issue presented by petitioners' Petition for Clarification Or, In the Alternative, For Supplemental Order and is not reasonably calculated to lead to the discovery of relevant evidence.

Without waiving the foregoing objection, NS states that no siding has been constructed and none is planned in the vicinity of CP Port Reading Junction, and NS does not know where the exact location of the proposed siding referenced in Interrogatory 15 would have been.

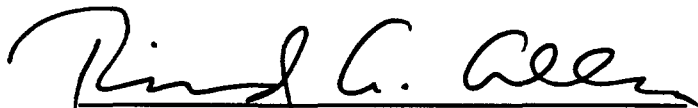
DOCUMENT PRODUCTION REQUESTS

Request for Production No. 6:

Please produce all documents related to the location, status, ownership and payment for the construction cost of the NS proposed siding extension described in interrogatory No. 15 above.

None.

Respectfully submitted,



John V. Edwards
**NORFOLK SOUTHERN
CORPORATION**
Three Commercial Place
Norfolk, Virginia 23510-2191
(757) 629-2657

Richard A. Allen
Nisha Saxena
**ZUCKERT, SCOUTT &
RASENBERGER, LLP**
888 Seventeenth Street, NW
Suite 700
Washington, D.C. 20006
(202) 298-8660

October 10, 2006

VERIFICATION

I, John H. Friedmann, declare under penalty of perjury that the foregoing is true and correct to be best of my knowledge and belief. Further, I certify that I am qualified and authorized to file this response. Executed on this October 9, 2006.


John H. Friedmann

CERTIFICATE OF SERVICE

I certify that I have this 10th day of October, 2006, caused copies of the foregoing Response of Norfolk Southern Corporation and Norfolk Southern Railway Company to Petitioner's Second Discovery Requests to be served by hand or first class mail, postage prepaid, on the following:

John K. Enright
Assistant General Counsel
Consolidated Rail Corporation
1000 Howard Blvd.
Mt. Laurel, NJ 08054-2355

Steven C. Armbrust
Counsel
CSX Transportation, Inc.
500 Water St., J-150
Jacksonville, FL 32202
(904)359-1229

John V. Edwards
Norfolk Southern Corporation Three
Commercial Place
Norfolk, Virginia 23510-2191
(757) 629-2657

Christopher A. Mills
Slover & Loftus
1224 17th St., N.W.
Washington, D.C. 20036

Eric Strohmeyer
CNJ Rail Corporation
838 Carnoustic Drive
Bridgewater, NJ 09907

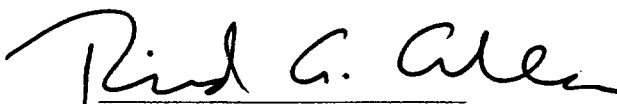

Richard A. Allen

EXHIBIT 2

**CSX responses to BRI/ECDC'S Initial discovery requests served 8/4/06,
including excerpted documents produced with the responses**

**Interrogatory Nos. 1-9
Request for Production Nos. 1-5**

CSX responses to BRI/ECDC's second discovery requests served 9/22/06

**Interrogatory Nos. 10-14
Request for Production No. 6**

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388 (Sub-No. 100)

CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
— CONTROL AND OPERATING LEASES/AGREEMENTS —
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

OBJECTIONS OF CSX CORPORATION AND CSX TRANSPORTATION, INC.
TO PETITIONERS' REVISED DISCOVERY REQUEST

Steven C. Armbrust, Esq.
Counsel
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202
(904) 359-1229

Attorney for: CSX CORPORATION AND
CSX TRANSPORTATION, INC.

Dated: September 18, 2006

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388 (Sub-No. 100)

CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
— CONTROL AND OPERATING LEASES/AGREEMENTS —
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

OBJECTIONS OF CSX CORPORATION AND CSX TRANSPORTATION, INC.
TO PETITIONERS' REVISED DISCOVERY REQUEST

CSX Corporation ("CSX Corp.") and CSX Transportation, Inc. ("CSXT" and, together with CSX Corp., "CSX") respond below to the revised discovery requests (the "Discovery Requests") submitted by petitioners Bridgewater Resources, Inc ("BRI") and ECDC Environmental L.L.C. ("ECDC" and, together with BRI, the "Petitioners") on August 4, 2006, to the extent such requests are addressed to CSX. Petitioners revised the discovery requests initially submitted on January 30, 2006 in response to the decision of the Surface Transportation Board (the "Board" or "STB") served on July 31, 2006 (the "July Decision").

CSX objected to certain of the Discover Requests (the "Subject Discovery Requests") on August 28, 2006 (the "Initial Response") on the grounds (the "Subject Relevancy Objections") that certain items in such discovery requests are either (i) beyond the "limited discovery" allowed by the Board in the July Decision and/or (ii) otherwise irrelevant to any issue presented in this proceeding and not reasonably calculated to lead to the discovery of relevant evidence, in each case while reserving its right to (i) collect additional information responsive to the Subject Discovery Requests and (ii) object to the Discovery Requests (including, without limitation, the

Subject Discovery Requests) on any other ground within the time frame set forth in the motion filed jointly by the Respondents on August 25, 2006. In addition to the Subject Relevancy Objections, CSX made the following general objections to the Discovery Requests: (i) CSX objected to Petitioners' Definitions and Instructions (as defined in the Discovery Requests) to the extent that they seek to impose requirements that exceed those specified in the applicable discovery rules and guidelines and (ii) CSX objected to any informational requests that relate to any date that is (i) prior to the date that CSX made its first offer to acquire Conrail or (ii) after the date that the Transaction Agreement was executed by the parties thereto, in each case as irrelevant to the subject matter of this proceeding and not reasonably calculated to lead to the discovery of admissible evidence in this proceeding (collectively the "Initial General Objections" and, together with the Subject Relevancy Objections, the "Initial Objections"). The Board has not yet ruled on Petitioners' motion to overrule the Initial Objections, and CSX maintains and incorporates the Initial Objections in this response; should the Board grant Petitioners' motion to overrule the Initial Objections, CSX reserves the right to object to the applicable Subject Discovery Requests on grounds other than the Initial Objections. (Capitalized terms used herein but not defined herein shall have the meanings set forth in the Initial Response.)

GENERAL OBJECTIONS

The following general objections (collectively, the "General Objections" and, together with the objections set forth in the Initial Response, the "Objections") are made with respect to the Discovery Requests. Any additional specific objections are stated at the beginning of the response to each Discovery Request.

1. CSX objects to production of, and reserves the right not to produce, documents or information subject to the attorney-client privilege, the work product doctrine, or administratively confidential documents or information.

2. CSX objects to production of, and reserves the right not to produce, public documents or information that is readily available, including but not limited to documents on public file at the STB, the Securities and Exchange Commission, or any other government agency or court, or that have appeared in newspapers or other public media.

3. CSX objects to the production of, and reserves the right not to produce, information or documents that are as readily attainable by Petitioners from their own files.

4. CSX objects to the production of, and reserves the right not to produce, information or 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.

SUBJECT DISCOVERY REQUESTS

I. INTERROGATORIES

Interrogatory No. 1. Please identify all property, including tracks, signals, signals and interlocking circuits, derails, right-of-way and other rail facilities, included in or covered by the controlled point ("CP") at Port Reading Junction, NJ.

Objection:

CSX objects to this interrogatory because it is an ambiguous question that is not possible to answer as posed. Respondents maintain that the Transaction Agreement, the Deed and their

respective exhibits control with respect to any determination of the property rights of the respective Respondents. In this regard, it is incorrect to assume that "CP Port Reading Junction" encompasses a geographical area rather than a geographical point or line. Accordingly, the "CP Port Reading Junction" is a point on the Lehigh Line at Milepost 35.92 that marks the boundary between the portion of the Lehigh Line allocated by the Transaction Agreement to Pennsylvania Lines, LLC ("PRR") for the use of NS and the portion allocated to the North Jersey Shared Assets Area ("NJSAA"). If the Lehigh Line is considered as an area comprising the width of its right-of-way, then the "CP Port Reading Junction" is a perpendicular line across the right-of-way at Milepost 35.92 marking the boundary between the portion of the Lehigh Line allocated to PRR and the portion allocated to the NJSAA.

Although the above paragraph is dispositive with respect to this Interrogatory, assuming, *arguendo*, that this interrogatory is asking the location of the signals comprising this interlocking and the property on which train movements are controlled by those signals, then the interlocking is comprised of the following signals, which are set forth on the "CP-Port Reading Junction" Conrail C&S Department map attached hereto as Exhibit A (the "Reading Junction Map"): 2E-2, 2E-1, 2E-3, 2W-1 and 2W-2. Those signals control train movements over tracks to the east of signals 2E-2, 2E-1 and west of signals 2W-1 and 2W-2 and north of signal 2E-3.

Interrogatory No. 2. Please indicate the point of the Lehigh Line (including the Royce Running Track) west of the switch connection between the Lehigh Line and the Trenton Line at Port Reading Jct. where Conrail's track, signals and other facilities maintenance obligation ends and NS' track, signals and maintenance obligation begins.

Objection:

CSX objects to this interrogatory on the grounds that asking where Conrail's and NS' maintenance obligations begin and end requires a legal opinion. Nevertheless, upon information and belief, Conrail has maintained the signals located at 2E-2 and 2E-1 on the Reading Junction Map and the tracks east of the insulated joints adjacent to those signals, and NS has maintained the track and signals west of those insulated joints.

Interrogatory No. 3. Please describe the present status and disposition of the Reading Connector, including but not limited to:

- a. The status and/or disposition of the line under the Final System Plan.
- b. Whether authority was sought and obtained from the ICC, STB or other governmental authority to abandon or discontinue service on the Reading Connector or any part thereof; and if so, the docket number, the date when the abandonment or discontinuance authority became final, and the date when the abandonment or discontinuance authority was exercised.
- c. Whether the Reading Connector or any part thereof (including the underlying right-of-way) was sold or leased to another person(s), and if so, the date of the sale or lease, the name of the person(s) to which the property was sold or leased, and the specific property sold or leased.

Objection:

CSX objects to this interrogatory as set forth in its Initial Response.

Interrogatory No. 4. If the portion of the Reading Connector that crossed the Lehigh Line at grade in the vicinity of Port Reading Jct. were reconstructed/restored to service, either by order of the STB or otherwise, please describe the extent to which the restored Reading Connector would be located within the CP at Port Reading Jct. or otherwise located within the NJSAA.

Objection:

CSX objects to this interrogatory as set forth in its Initial Response.

Interrogatory No. 5. Please describe (a) Conrail's ownership and operating rights with respect to the line segment identified as the "GSA Lead" and described as extending from "NS Lehigh Line Conn." to "CSX Trenton Line" in the list of CRC Retained Assets on page 102 of Volume 8B of the Railroad Control Application in STB Finance Docket No. 33388, and (b) what this line segment is used for.

Upon information and belief, (i) the "GSA Lead" was a track that once connected the NS Lehigh Line and the CSX Trenton Line, (ii) Conrail has not operated on such track for many years prior to the Split Date (referred to in NS' February 9, 2006 Motion to Dismiss that was filed in this proceeding) and (iii) the northern half of such track, which was connected to the NS Lehigh Line, was removed prior to the Split Date.

Interrogatory No. 6. Please identify any line segments or rail facilities located within the NJSAA that are not owned by Conrail.

Based on a review of the CRC Retained Assets on page 102 of Volume 8B of the Railroad Control Application in STB Finance Docket No. 33388, the following lines not owned by Conrail are part of the NJSAA: Amtrak's Northeast Corridor line between Hamilton, New Jersey and Lane, New Jersey (*i.e.*, south of the Amtrak Newark Airport Station); NJT's Raritan Valley Line between Aldene, New Jersey and Bound Brook, NJT's North Coast Line between Rahway (Union), New Jersey and Neptune Yard, New Jersey; NJT's Bayonne Line between Bayonne, New Jersey and Greenville, New Jersey; NJT's Southern Secondary between Red

Bank, New Jersey and Glidden, New Jersey; and NJT's Freehold Secondary between Freehold, New Jersey and Farmingdale, New Jersey. In addition, Section 1(tt) of the Shared Assets Area Operating Agreement for North Jersey defines the NJSAA to include "Operator Facilities and Jointly-Operated Facilities directly (without intermediate connection by another railroad) attached to trackage included within" the NJSAA. Operator Facilities and Jointly-Operated Facilities within the NJSAA not owned by Conrail include: Manville Yard; North Bergen intermodal terminal (headroom); South Kearney intermodal terminal (freight); Elizabeth Yard (aka Trumbull Street Yard) (see Vol. 8B at 85-86 and Vol. 3B at 194-196); and Croxton Yard (see Vol. 8B at 89; Vol. 3B at 196-198).

Please note that Attachment 1 to the Transaction Agreement (see Vol. 8B at 95) states that "[a]ll CRC lines are not listed herein. Lines listed include main line routes, primary branch lines and other lines which may need clarification." Accordingly, the foregoing lines and facilities may not include all the lines and facilities that are not owned by Conrail but that are part of the NJSAA.

Interrogatory No. 7. Please identify the point(s) on NJ Transit's Raritan Valley Line west of Bound Brook, NJ where (a) Conrail's property ownership interest(s) end and (b) west of which NS alone presently provides switching service to and from shipping and receiving facilities.

Objection:

CSX objects to this interrogatory as set forth in its Initial Response.

II. DOCUMENT PRODUCTION REQUESTS

Document Request No. 1. Please produce all documents related to the establishment of the boundaries of the NJSAA in the vicinity of Port Reading Junction/Manville, NJ, including but not limited to documents describing what is meant by/included within CP-Port Reading Jct.

Without waiving the Objections, in addition to the documents already produced to Petitioners in this proceeding (*e.g.*, the Transaction Agreement and exhibits thereto), CSX has produced documents responsive to this request.

Document Request No. 2. Please produce all documents defining the boundaries of the NJSAA in the vicinity of Port Reading Junction/Manville, NJ, including but not limited to the following (note: if a document was included in the Application in Finance Docket No. 33388 you may identify the location of the document in the Application rather than producing a separate copy thereof):

- a. color-coded maps or schematics showing railroad lines in New Jersey north of Trenton prepared and/or used by CSX, NS and/or Conrail in connection with CSX's and NS's agreement to divide the assets of Conrail and establish the NJSAA;
- b. maps, schematics or other documents identifying the specific cut points establishing the limits of the NJSAA in the vicinity of Port Reading Junction/Manville, NJ;
- c. maps, schematics or other documents identifying (1) the rail lines in the vicinity of Port Reading Jct./Manville/Bound Brook Jct., NJ but located outside the limits of the NJSAA that are subject to any form of trackage or operating rights, and (2) which carrier(s) have such rights over which specific lines;
- d. maps, schematics or other documents identifying customer rail shipping and receiving facilities located within the NJSAA in the vicinity of Bound Brook, Bound Brook Junction, Port Reading Junction and Manville, NJ; and
- e. maps, schematics or other documents identifying which rail carrier(s) would have and/or have had the ability to physically serve each customer rail shipping and receiving facility identified in response to (d) above (including without limitation the BRI facility) after the Split Date.

Response:

CSX objects to this document request to the extent it seeks documents related to New Jersey Transit's Raritan Valley line for the reasons stated in its Initial Response to Interrogatory 7.

Furthermore, and without waiving the Objections, in addition to the documents already produced to Petitioners in this proceeding (*e.g.*, the Transaction Agreement and exhibits thereto), CSX has produced documents responsive to this request.

Document Request No. 4. Please produce a copy of the current Local Movement Guidelines as described in Sections 1(aa) and 3(a)(v) of the Applicants' Shared Assets Area Operating Agreement for North Jersey.

Without waiving the Objections, CSX will not produce this document as it has been informed that Conrail will produce the document responsive to this request.

Document Request No. 5. Please produce copies of the current track charts or condensed profiles for the trackage within the CP at Port Reading Jct. and for portions of the Lehigh Line and Trenton Line located within five miles in any direction from the CP at Port Reading Jct.

Without waiving the Objections (including, without limitation, its objection to Interrogatory No. 1), CSX will not produce this document as it has been informed that Conrail will produce the document responsive to this request.

Document Request No. 6. Please produce copies of property or valuation maps showing the current property ownerships, rights-of-way and leaseholds for the railroad-owned portions of all trackage described in Request for Production No. 5 above.

Without waiving the Objections, CSX has produced documents responsive to this request.

Respectfully submitted,



Steven C. Armbrust, Esq.
Counsel
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202
(904) 359-1229

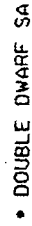
Attorney for: CSX CORPORATION AND
CSX TRANSPORTATION, INC.

Dated: September 18, 2006

Exhibit A

[Please see attached]

R.C. FROM MT. LAUREL, N.J.
(M.P. 35.8)



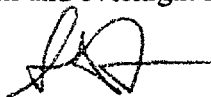
SHARED ASSETS	CONRAIL C.&S. DEPT.	PHILADELPHIA, PA.
"CP-PORT READING JCT." LEHIGH LINE MANVILLE, NJ		
	DATE: 1-1-98	SHEET N1
0501-0360		

LOW VOLTAGE
G.E. SERIES 6 CODE SYSTEM
SWITCH RAIL HEATERS ARE GAS TYPE

ROW

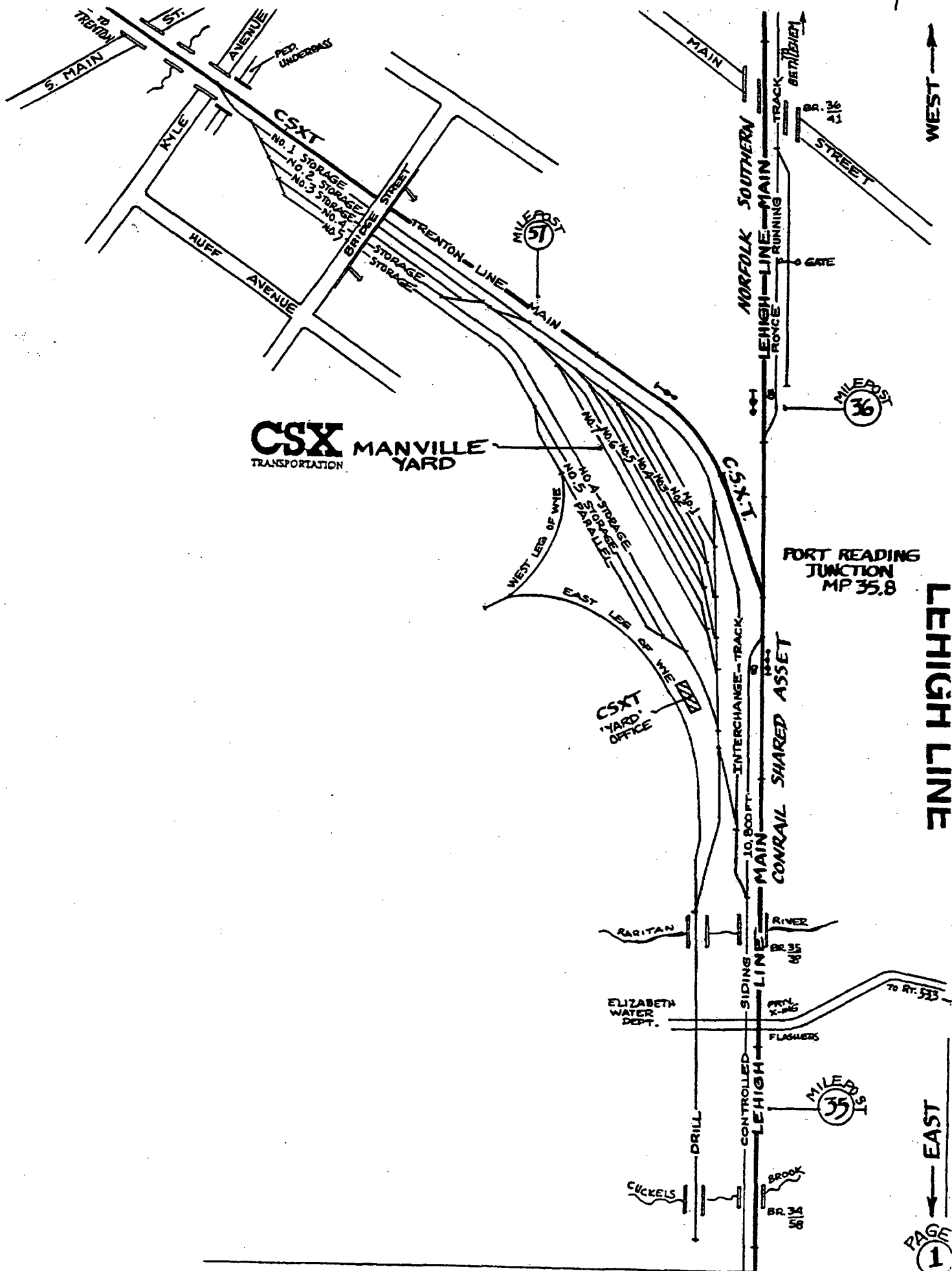
CERTIFICATE OF SERVICE

I hereby certify that on this 18th day of September, 2006 I served copies of the foregoing Response of CSX Corporation and CSX Transportation, Inc. to Petitioners' Discovery Requests upon counsel for the other Parties of Record by electronic mail and overnight DHL express mail.

A handwritten signature in black ink, appearing to be 'S. Armbrust', written over a horizontal line.

Steven C. Armbrust

SEP 75



CSXT Outpoint Identification		Location	Description/Valuation	Jt. Fac.	Inter-Modal	Other	Map Date
BA 2 Loney's Lane Lead		Baltimore County, MD	REDACTED	•			08/07/98
BA 3 Beck		Baltimore County, MD					08/07/98
BA 4 Merchants Terminal Lead		"					
BA 5 Trappe Road		"					
BA 2B Information		"					
BA 2C Information		"					
NJ 2 #4 Track		Belle Meade, NJ	CSXT to receive ownership of the south 36' (±) strip of land on the Lehigh Valley Line and defined as a longitudinal line halfway between tracks #212 and #215 extending from the west end of bridge 35/38 at valuation station 2272+17 to fifty feet (50') west of signal at C.P. Port Reading Jct. at valuation station 2244+97. (Track #221 [CSXT ownership] located on Port Reading V 41 NJ/2, VS 81+1, LC 0336 and Lehigh Valley of NJ V 3/24, LC 0502 main track #201 [shared]). The balance of the property is to remain with SAC.	•			08/07/98
NJ 3 GSA Depot		Belle Meade, NJ					
NN 1 Manville Conn. Track NN 1A Manville Yard		Manville Yard, NJ		•			08/07/98
NN 2B		"	Info only! The former extension of the CSXT Port Reading Line north from C.P. Port Reading Jct. to the NS Portian Valley line has been sold. Therefore, CSXT has no liability to bridge removal or scrap clean-up.				

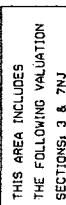
Borough of Manville

[illegible]

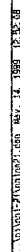
AREA INSIDE BOLD LINE INDICATES
PROPERTY CONVEYED TO CSXT FROM
CONRAL 06/10/99

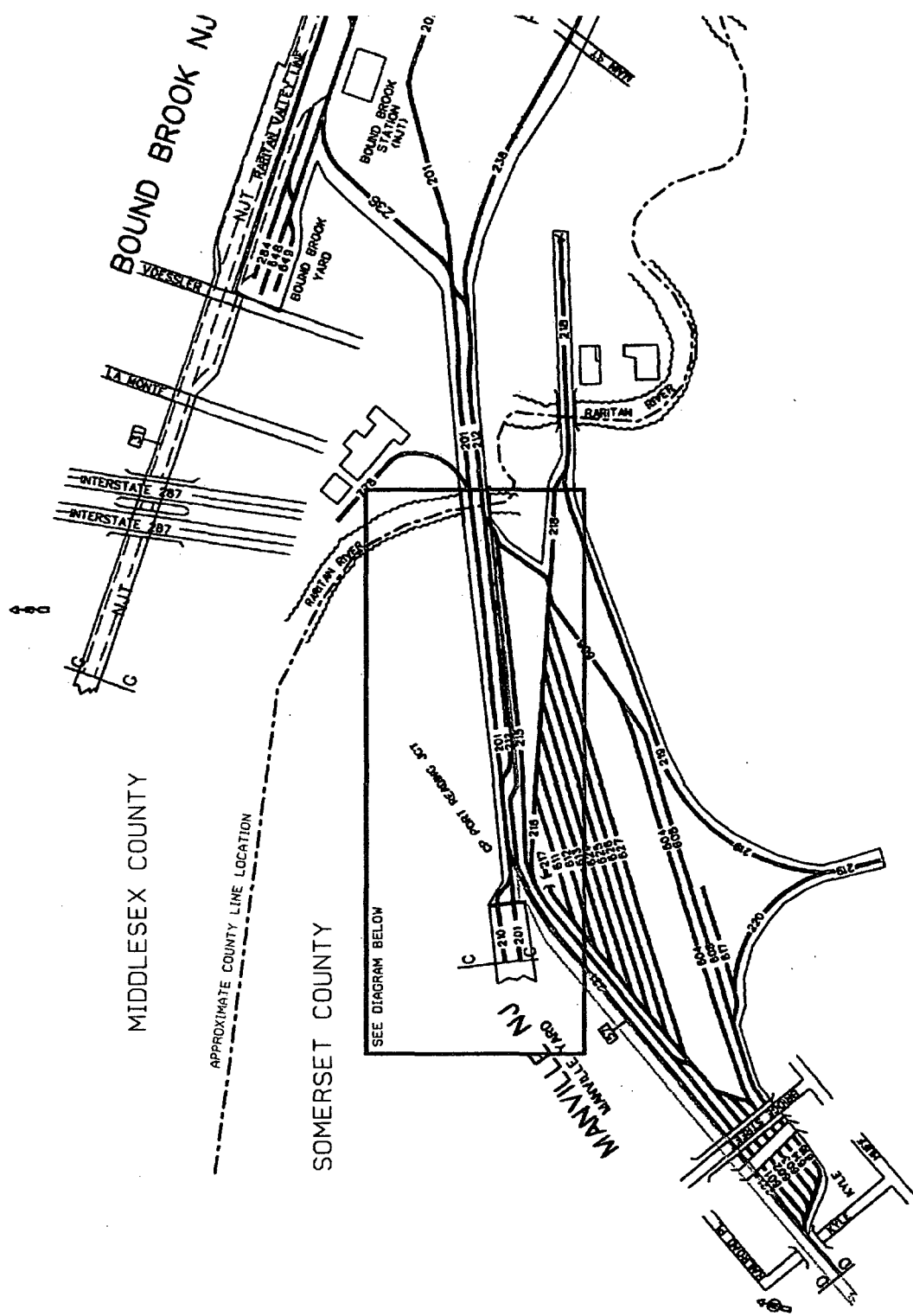
0501079
0502029

QAZ 0



LEHIGH VALLEY OF N.J.
V 3/24, LC 0502





LEHIGH VALLEY OF N.J.

V 3/24, LC 0502

NN-2B
FOLDER # 70980
V7NJ/27A

36

2240+51

NN-21A
PASSING
TRACK

50 ft

VS 2244+97

DWARF SIG
VS 2245+47

LIGHT SYSTEM

TRACKS REMOVED

SOLD

50 ft

201

212

215

PS=2259+90

PS=2258+06

216

NN-1

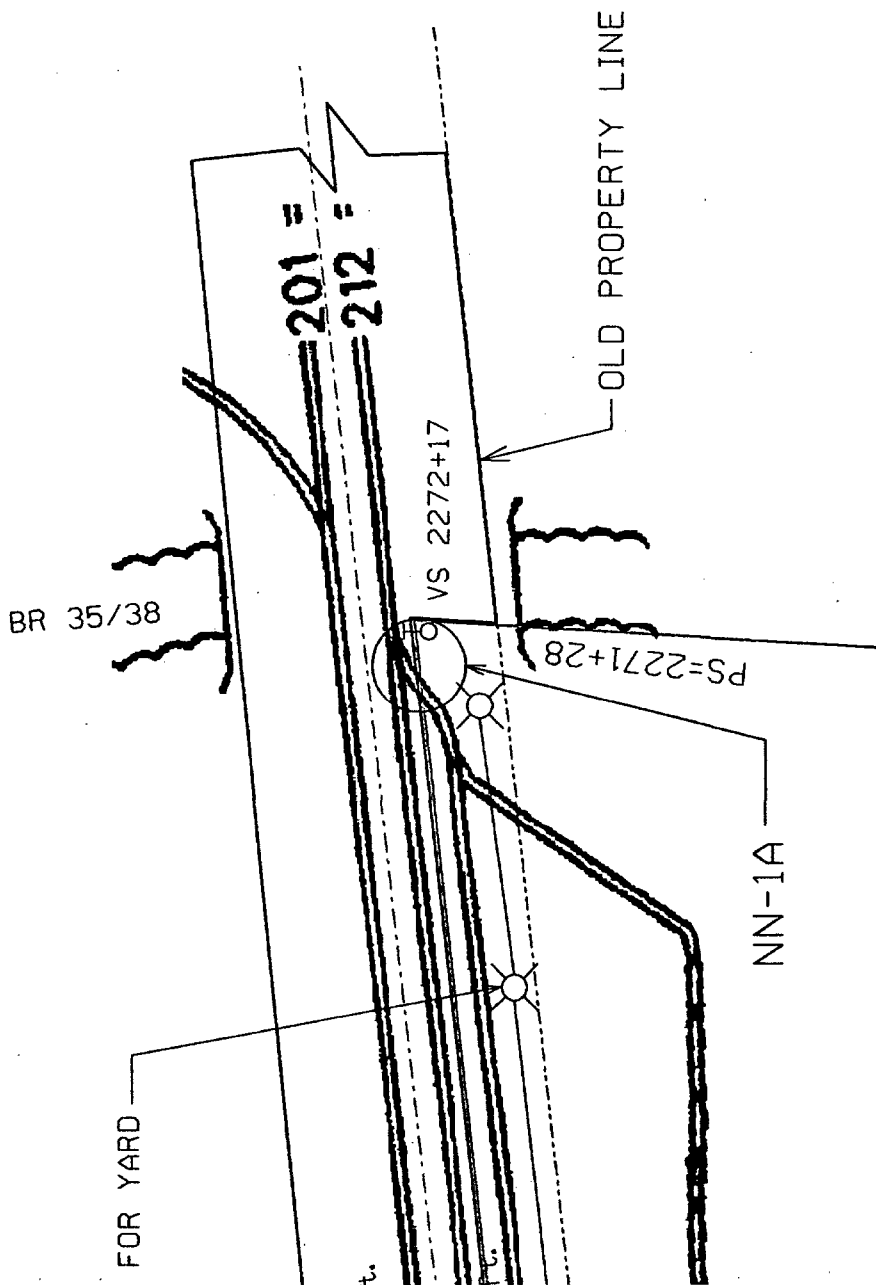
NN-21
MAIN LINE

PORT READING CO.

V41 NJ/2, VS 8141, LC 0336

NS PROPOSED SIDING
EXTENSION - 2500'

CSX
REAL PROPERTY



SOLD PARCEL



NS RIGHTS ON CSXT OWNERSHIP



SHARED CSXT AND NS



CSXT OWNERSHIP



NS OWNERSHIP



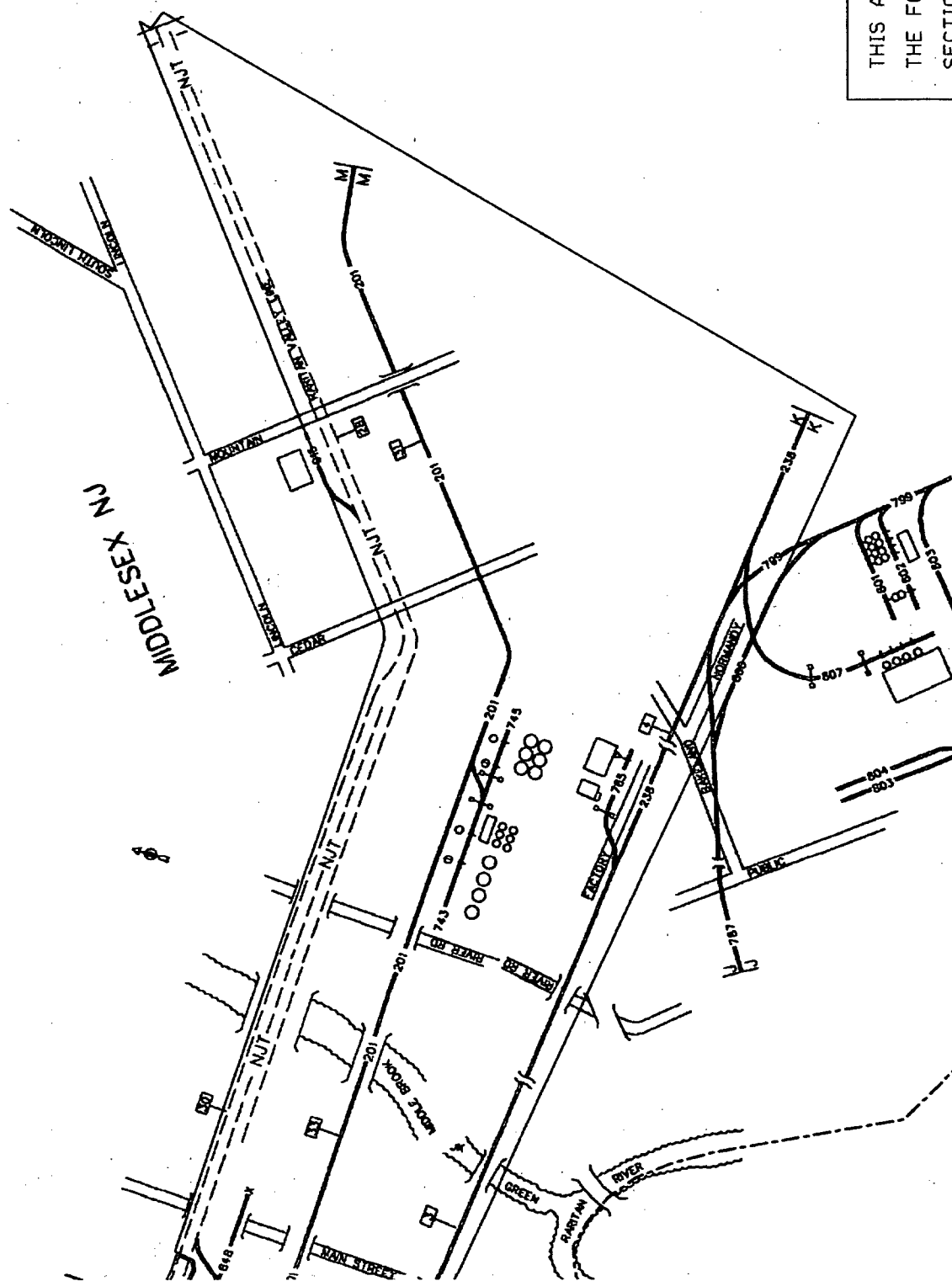
RADIO STATION

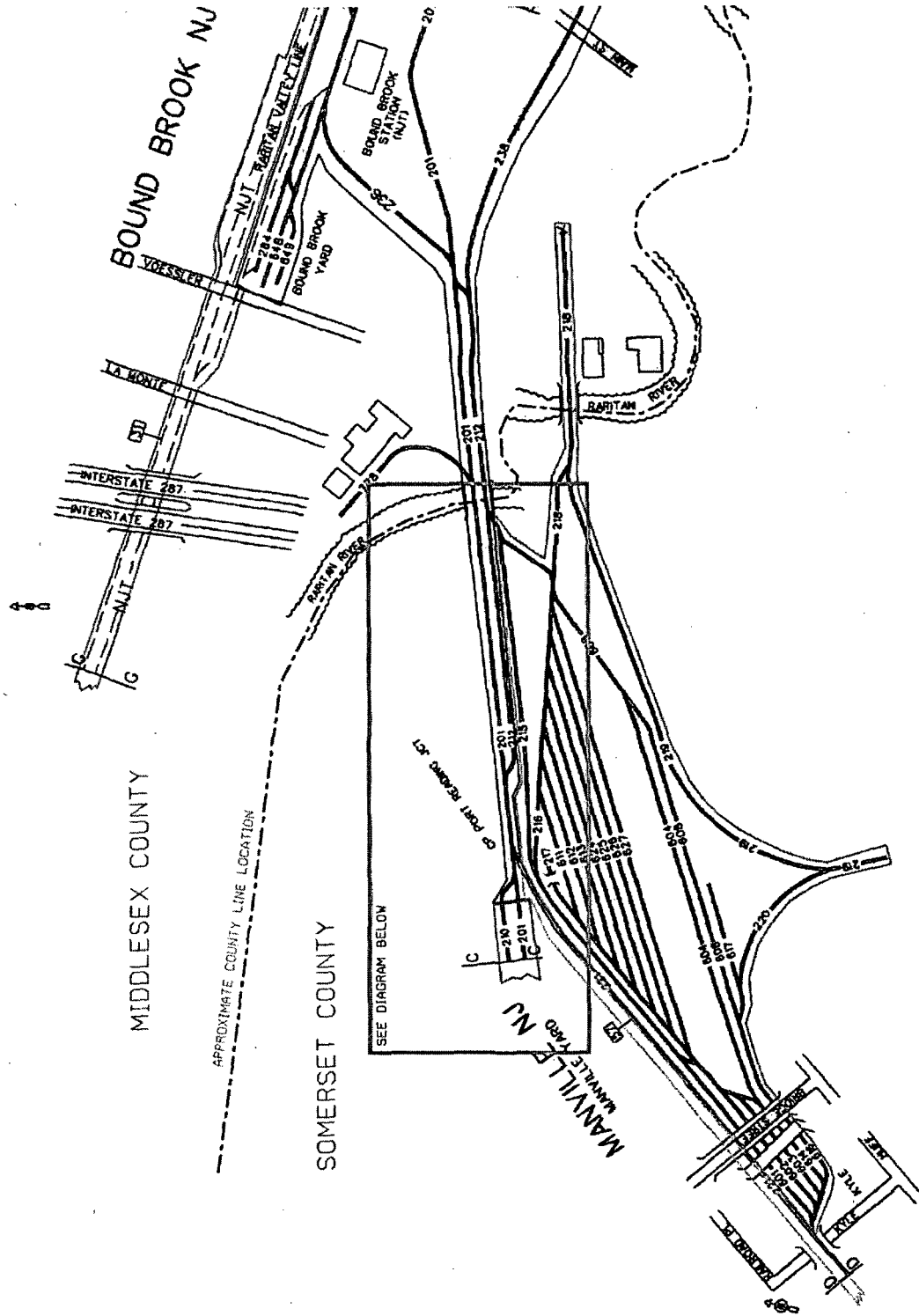
CUT POINT ASSIGNMENTS

NN-1, NN-1A,
NN-21, & NN-21A
MANVILLE YARD
NEW JERSEY

NOT TO SCALE

8/07/98





BOUND BROOK NJ

LA MONTE

INTERSTATE 287

INTERSTATE 287

NJ-TARBORO VALLEY LINE

BOUND BROOK STATION

BOUND BROOK YARD

BARITAN RIVER

PORT READING JCT

SEE DIAGRAM BELOW

MANVILLE NJ

LA MONTE

INTERSTATE 287

INTERSTATE 287

NJ-TARBORO VALLEY LINE

BOUND BROOK STATION

BOUND BROOK YARD

BARITAN RIVER

PORT READING JCT

SEE DIAGRAM BELOW

MANVILLE NJ

LA MONTE

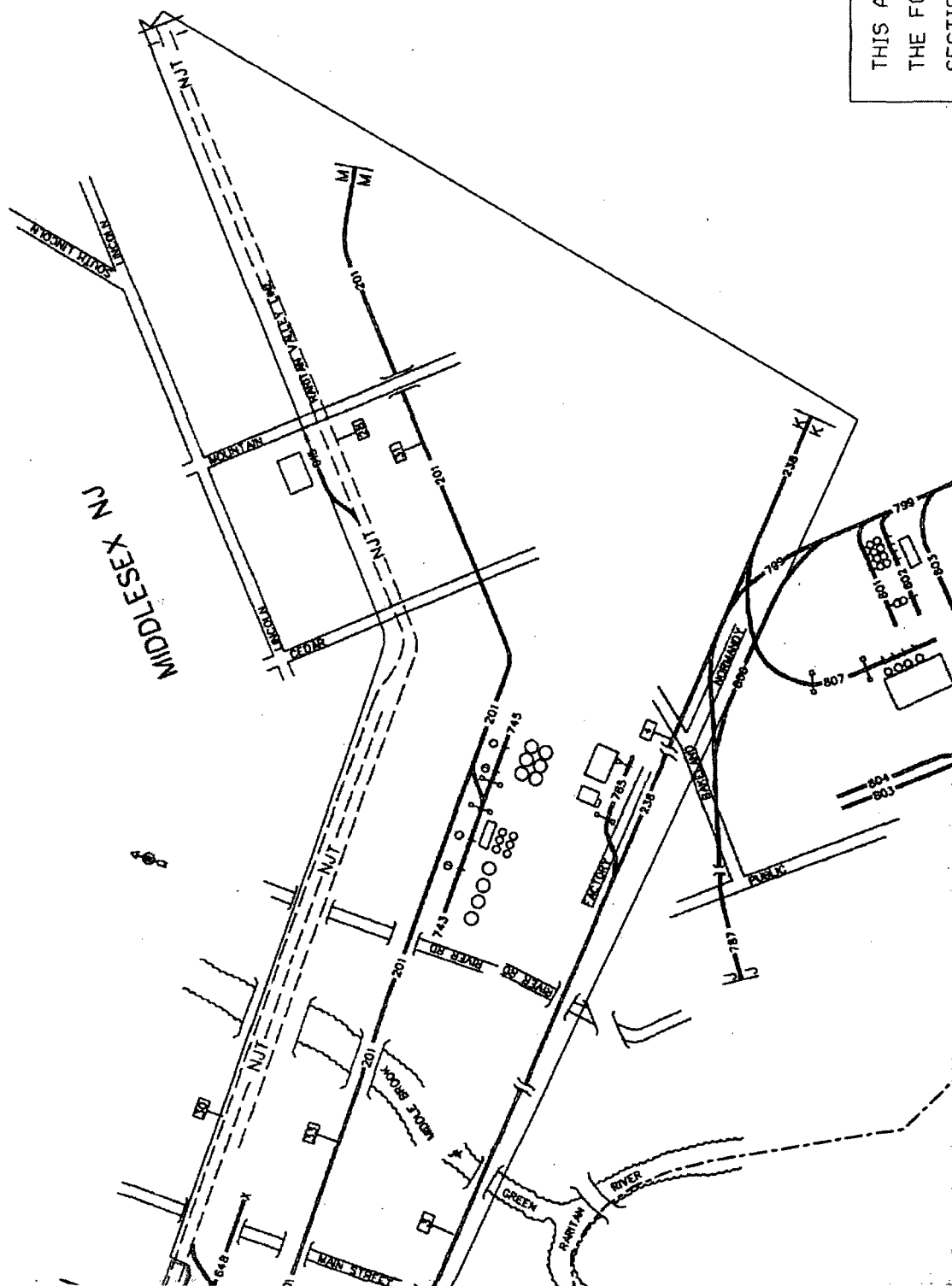
INTERSTATE 287

INTERSTATE 287

NJ-TARBORO VALLEY LINE

BOUND BROOK STATION

BOUND BROOK YARD



BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388 (Sub-No. 100)

CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
— CONTROL AND OPERATING LEASES/AGREEMENTS —
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

REPLY OF CSX CORPORATION AND CSX TRANSPORTATION, INC.
TO PETITIONERS' SECOND DISCOVERY REQUESTS

Steven C. Armbrust, Esq.
Counsel
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202
(904) 359-1229

Attorney for: CSX CORPORATION AND
CSX TRANSPORTATION, INC.

Dated: October 10, 2006

CSX Corporation ("CSX Corp.") and CSX Transportation, Inc. ("CSXT" and, together with CSX Corp., "CSX") submit the following responses to the Petitioners' Second Discovery Requests submitted on September 22, 2006 to the extent such requests are addressed to CSX. Capitalized terms used herein but not defined herein have the meanings set forth in CSX's Objections to Petitioner's Revised Discovery Requests, dated September 18, 2006 (the "September 18 Objections").

GENERAL OBJECTIONS

In addition to and not in limitation of the objections of CSX set forth in the September 18 Objections and the Objections of CSX Corporation and CSX Transportation, Inc. to Petitioners' Revised Discovery Request, delivered on August 28, 2006, CSX objects to Petitioners' Second Discovery Requests to the extent that they go beyond the "limited discovery" allowed by the July Decision or are otherwise irrelevant to any issue presented by the petition instituting this proceeding and not reasonably calculated to lead to the discovery of relevant evidence.

I. INTERROGATORIES

Interrogatory No. 10: 49 C.F.R § 236.751, cited in the second paragraphs of your responses to BRI/ECDC's Interrogatory No. 1, defines an interlocking as:

An arrangement of signals and signal appliances operated from an interlocking machine and so interconnected by means of mechanical and/or other electronic locking that their movements must succeed each other in proper sequence, train movements over all routes being governed by signal indication.

Please state whether, under this definition, an interlocking includes the approach signals and related circuits as well as the home signals and related circuits. If your answer to this question is "no" please give the reason for such answer.

Objection:

First, CSX notes that it did not make the above-mentioned citation. Nevertheless, CSX objects to this interrogatory on the ground that the term “related circuits” is not a defined term and is therefore ambiguous. Subject to and without waiving this objection, please note that an “interlocking” includes “home signals” (as defined in 49 C.F.R. §236.806), but does not include “approach signals” (as defined in 49 C.F.R. §236.803). Indeed, 49 C.F.R. §236.753 defines the limits of an “interlocking” as “[t]he tracks between the opposing home signals of an interlocking.”

Interrogatory No. 11: In the second paragraphs of your responses to BRI/ECDC’s Interrogatory No.1 you stated that the signals comprising the interlocking at CP-Port Reading Junction include the home signals and the property on which train movements are controlled by those signals.¹ Please indicate whether the electronic circuits for these home signals are connected with the electronic circuits for the approach signals for CP-Port Reading Junction, and whether movements of the approach signals and home signals succeed each other in sequence so that train movements past these signals are governed by related signal indications.

Objection:

CSX objects to this interrogatory on the ground that it goes beyond the limited discovery permitted by the July Decision, is irrelevant to any issue presented by the petition instituting this proceeding and is not reasonably calculated to lead to the discovery of relevant evidence. Each approach signal for CP-Port Reading Junction is connected electronically to a single home signal for Port Reading Junction. The characteristics of an approach signal change automatically based on, among other things, the characteristics of the applicable home signals governing train

¹ NS and Conrail each identified these signals as signals 67RC, 67R, 73R, 67L (2w-1) [and] 671 (2w-2). CSX identified these signals as signals 2E-2, 2E-1, 2E-3, 2W-1 and 2W-2.

movements within the interlocking. However, the approach signals are not controlled by the dispatcher who controls the home signals governing train movements through an "interlocking", and, as stated previously, are not part of an "interlocking".

Interrogatory No. 12: Please identify (a) the locations of the approach signals for the interlocking at CP-Port Reading Junction, and (b) which railroad controls train movements between the approach signals for CP-Port Reading Junction on the Lehigh Line.

Answer:

The nearest approach signal on the Lehigh Line west of CP-Port Reading Junction is located at Mile Post LE-38.4. NS' Harrisburg dispatcher controls the movement of trains between that approach signal and the home signals governing movements through CP-Port Reading Junction.

Interrogatory No. 13: In your answers to BRI/ECDC's Interrogatory No. 2 you stated that Conrail has maintained the westerly home signals on the Lehigh Line at CP-Port Reading Junction² and the tracks east of the insulated joints adjacent to those signals, and NS has maintained the track and signals west of those insulated joints. Please identify who has maintained and/or is responsible for maintaining the westerly approach signals and related circuits on the Lehigh Line for the interlocking at Port Reading Jet. (*i.e.* the signals identified in your answers to Interrogatory No. 12 above).

² NS and Conrail each identified these signals as signals 67RC and 67R. CSX identified these signals as the signals located at 2E-2 and 2E-1.

Answer:

NS maintains the approach signal at Mile Post LE-38.4 and the track circuitry between this signal and the home signals at 2E-2 and 2E-1 shown on Exhibit A to the September 18 Objections.

Interrogatory No. 14: In your responses to BRI/ECDC's Interrogatory No. 5 you stated that Conrail has not operated over the "GSA Lead" track for many years prior to Split Date and that the northern half of this track, which was connected to the Lehigh Line, had been removed by Split Date. Please describe (a) the status of the southern half of this track (is it in place or has it been removed, etc.), (b) whether this track connected with any other track or facilities included in the CRC Retained Assets and/or the NJSAA as described in the Transaction Agreement, and (c) if the answer to (b) above is "no," why this track was included in the CRC Retained Assets if it did not connect with any other CRC Retained Assets.

Objection:

CSX objects to this interrogatory on the ground that it goes beyond the limited discovery permitted by the July Decision, is irrelevant to any issue presented by the petition instituting this proceeding and is not reasonably calculated to lead to the discovery of relevant evidence.

Nevertheless, subject to and without waiving the foregoing objection, please note that CSX has been informed that Conrail may be responding to this Interrogatory.

Interrogatory No. 15: The print of trackage and property ownerships in the vicinity of Manville/Port Reading Junction labeled "Cut Point Assignments" and dated 8/07/98, produced by CSX in response to BRI/ECDC's Document Request Nos. 1 and/or 2, refers to "NS PROPOSED SIDING EXTENSION - 2500'" with an arrow pointing to a location that appears to be on CSX property as designated on the print. Please identify (a) the exact location of this proposed siding extension, including its end points by milepost, and (b) its status (including but not limited to when it is expected to be constructed, who is to own it, and who is to pay for it).

Objection:

CSX objects to this interrogatory on the ground that it goes beyond the limited discovery permitted by the July Decision, is irrelevant to any issue presented by the petition instituting this proceeding and is not reasonably calculated to lead to the discovery of relevant evidence.

Nevertheless, subject to and without waiving the foregoing objection, upon information and belief, no siding was constructed or is planned to be constructed in the vicinity of CP-Port Reading Junction, and it is unknown where the exact location of the proposed siding referenced in Interrogatory 15 would have been.

II. DOCUMENT PRODUCTION REQUESTS

Request for Production No. 6: Please produce all documents related to the location, status, ownership and payment for the construction cost of the NS proposed siding extension described in interrogatory No. 15 above.

CSX is not aware of any such documents and, accordingly, has no such documents to produce.

Respectfully submitted,



Steven C. Armbrust, Esq.

Counsel

CSX Transportation, Inc.

500 Water Street

Jacksonville, FL 32202

(904) 359-1229

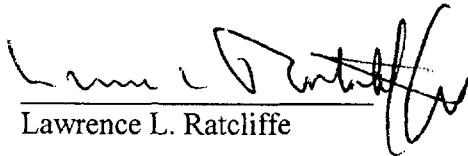
Attorney for: CSX CORPORATION AND
CSX TRANSPORTATION, INC.

Dated: October 10, 2006

VERIFICATION

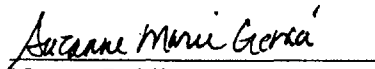
State of Florida,
County of Duval,

I, Lawrence L. Ratcliffe, Director of Network Planning at CSX Transportation, Inc.,
being duly sworn, deposes and says that he has read the foregoing responses to the
interrogatories and document production requests contained in Petitioners' Discovery
Requests to Applicants dated October 10, 2006, knows the facts asserted there are true
and that the same are true as stated.



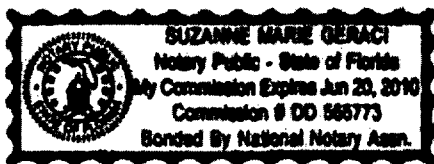
Lawrence L. Ratcliffe

Subscribed and sworn to before me this 9th day of October, 2006.



Notary Public

My commission expires June 20, 2010.



CERTIFICATE OF SERVICE

I certify that I have this 10th day of October, 2006, caused copies of the foregoing Reply of CSX to Petitioners' Second Discovery Requests to be served upon counsel for the other Parties of Record and upon Eric Strohmeier, VP and COO of CNJ Rail Corporation.



Steven C. Armbrust

EXHIBIT 3

**Conrail responses to BRI/ECDC'S Initial discovery requests served 8/4/06,
including excerpted documents produced with the responses**

**Interrogatory Nos. 1-9
Request for Production Nos. 1-5**

**Conrail responses to BRI/ECDC's second discovery requests served
9/22/06**

**Interrogatory Nos. 10-14
Request for Production No. 6**

Before The
Surface Transportation Board

Finance Docket No. 33388 (Sub-No. 100)

CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
— CONTROL AND OPERATING LEASES/AGREEMENTS —
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

**RESPONSE OF CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION TO
PETITIONERS' REVISED DISCOVERY REQUESTS**

Conrail Inc. and Consolidated Rail Corporation ("Conrail") submit the following responses to the revised discovery requests submitted by petitioners Bridgewater Resources, Inc ("BRI") and ECDC Environmental L.L.C. ("ECDC") on August 4, 2006 to the extent such requests are addressed to Conrail.

GENERAL OBJECTIONS

Conrail submitted objections to certain of petitioners' revised discovery requests on August 28, 2006 on the grounds that the discovery requests objected to go beyond the "limited discovery" allowed by the Board in its July 31, 2006 Decision or are otherwise irrelevant to the issues in this proceeding and are otherwise not reasonably calculated to lead to the discovery of relevant evidence. Since the Board has not yet ruled on petitioners' subsequent motion to overrule those objections, Conrail continues those objections and incorporates them in this response.

INTERROGATORIES

1. *Please identify all property, including tracks, signals, signals and interlocking circuits, derails, right-of-way and other rail facilities, included in or covered by the controlled point ("CP") at Port Reading Junction, NJ.*

Conrail objects to this interrogatory on the grounds that it is ambiguous. This interrogatory appears to assume incorrectly that "CP Port Reading Junction" encompasses an area rather than a specific point or transverse line. If the Lehigh Line is considered as a geometrical line, "CP Port Reading Junction," as used in the agreement (hereafter "Transaction Agreement") dated as of June 10, 1997 among NS, CSX Corporation and CSX Transportation, Inc. (collectively "CSX"), Conrail Inc. and Consolidated Rail Corporation (collectively "Conrail") and CRR Holdings LLC, which the Board approved in Decision No. 89 in this proceeding, is a point on the Lehigh Line at Milepost 35.92 that marks the boundary between the portion of the Lehigh Line allocated by the Transaction Agreement to Pennsylvania Lines, LLC ("PRR") for the use of NS and the portion allocated to the North Jersey Shared Assets Area ("NJSAA"). If the Lehigh Line is considered as an area comprising the width of its right-of-way, then CP Port Reading Junction is a perpendicular line across the right-of-way at Milepost 35.92 marking the boundary between the portion of the Lehigh Line allocated to PRR and the portion allocated to the NJSAA. Since CP Port Reading Junction in either instance does not comprise an area, the interrogatory cannot be answered meaningfully.

Train movements over CP Port Reading Junction are controlled by a series of interconnected signals known as an interlocking. *See* 49 C.F.R. §236.751. If this interrogatory is seeking the location of the signals comprising this interlocking and the property on which train movements are controlled by those signals, then the interlocking comprises the following signals shown on Sheet N1, "CP-Port Reading Jct." of "2006 Conrail Interlockings" being provided

herewith: 67RC, 67R, 75R, 67L (2W-1) and 67L (2W-2). Those signals control train movements over tracks to the east of signals 67RC, 67R and 75R and west of signals 67L (2W-1) and 67 L (2W-2).

2. Please indicate the point of the Lehigh Line (including the Royce Running Track) west of the switch connection between the Lehigh Line and the Trenton Line at Port Reading Jct. where Conrail's track, signals and other facilities maintenance obligation ends and NS' track, signals and maintenance obligation begins.

Conrail objects to this interrogatory on the grounds that it calls for a legal conclusion. Conrail has maintained the signals 67RC and 67R shown on the "Track Layout – Sheet 3" and the tracks east of the insulated joints adjacent to those signals, and Conrail believes that NS has maintained the track and signals west of those insulated joints.

3. Please describe the present status and disposition of the Reading Connector, including but not limited to:

- a. The status and/or disposition of the line under the Final System Plan;*
- b. Whether authority was sought and obtained from the ICC, STB or other governmental authority to abandon or discontinue service on the Reading Connector or any part thereof; and if so, the docket number, the date when the abandonment or discontinuance authority became final, and the date when the abandonment or discontinuance authority was exercised; and*
- c. Whether the Reading Connector or any part thereof (including the underlying right-of-way) was sold or leased to another person(s), and if so, the date of the sale or lease, the name of the person(s) to which the property was sold or leased, and the specific property sold or leased.*

Conrail adheres to the objection to this interrogatory stated in the objections served on August 28, 2006.

4. If the portion of the Reading Connector that crossed the Lehigh Line at grade in the vicinity of Port Reading Jct. were reconstructed/restored to service, either by order of the STB or otherwise, please describe the extent to which the restored Reading Connector would be located within the CP at Port Reading Jct. or otherwise located within the NJSA.

Conrail adheres to the objection to this interrogatory stated in the objections served on August 28, 2006.

5. Please describe (a) Conrail's ownership and operating rights with respect to the line segment identified as the "GSA Lead" and described as extending from NS Lehigh Line Conn. To "CST Trenton Line" in the list of CRC Retained Assets on page 102 of Volume 8B of the Railroad Control Application in STB Finance Docket No. 33388, and (b) what this line segment is used for.

Conrail believes that the "GSA Lead" was a track that once connected the Lehigh Line and the Trenton Line; however, Conrail had not operated on the track for many years prior to Split Date and that the northern half of this track, which was connected to the Lehigh Line, had been removed by Split Date.

6. Please identify any line segments or railyard facilities located within the NJSAA that are not owned by Conrail.

As indicated in the list of CRC Retained Assets on page 102 of Volume 8B of the Railroad Control Application in STB Finance Docket No. 33388, the following lines not owned by Conrail are part of the NJSAA: Amtrak's Northeast Corridor line between Hamilton, NJ and Lane (immediately south of the Amtrak Newark Airport Station); NJT's Raritan Valley Line between Aldene, NJ and Bound Brook, NJT's North Coast Line between Rahway (Union), NJ and Neptune Yard, NJ; NJT's Bayonne Line between Bayonne, NJ and Greenville, NJ; NJT's Southern Secondary between Red Bank, NJ and Glidden, NJ; and NJT's Freehold Secondary between Freehold, NJ and Farmingdale, NJ. In addition, Section 1(tt) of the Shared Assets Area Operating Agreement for North Jersey defines the NJSAA to include "Operator Facilities and Jointly-Operated Facilities directly (without intermediate connection by another railroad)

attached to trackage included within" the NJSAA. Operator Facilities and Jointly-Operated Facilities within the NJSAA not owned by Conrail include: Manville Yard; North Bergen intermodal terminal; South Kearney intermodal terminal; Elizabeth Yard (aka Trumbull Street Yard) (see Vol. 8B at 85-85 and Vol 3B at 194-196); Croxton Yard; and E-Rail intermodal facility (see Vol 8B at 89; Vol 3B at 196-198).] These lines and facilities do not necessarily include all the lines and facilities not owned by Conrail that are part of the NJSAA. As stated in Attachment 1 to the Transaction Agreement: "All CRC lines are not listed herein. Lines listed include main line routes, primary branch lines and other lines which may need clarification."

7. Please identify the point(s) on NJ Transit's Raritan Valley Line west of Bound Brook, NJ where (a) Conrail's property ownership interest(s) end and (b) west of which NS alone presently provides switching service to and from shipping and receiving facilities.

Conrail adheres to the objection to this interrogatory stated in the objections served on August 28, 2006.

8. Please state where the point on the former Lehigh Valley Railroad (now NJ Transit's Raritan Valley) line representing the beginning of the portion of that line that Conrail transferred to Pennsylvania Lines LLC by quitclaim deed, as described in paragraph 2 on page 5 of Exhibit B to NS's February 9, 2006 Motion to Dismiss BRI/ECDC's Petition in this proceeding, is located in relation to Bound Brook Junction (the point where the former Reading Connector connected with what is now the Raritan Valley line).

Conrail adheres to the objection to this interrogatory stated in the objections served on August 28, 2006.

9. Please state whether Conrail provides or has provided, since the Split Date, switching service to any shipping or receiving facility that is located on right-of-way, property or track in or near the NJSAA that Conrail does not own under the Shared Assets Area Operating Agreement for North Jersey and/or any other agreements implementing the Conrail control transaction approved by the board in Decision No. 89 in Finance Docket No. 33388. If the answer to this question is affirmative, please identify (a) each facility to or from which switching service is or has been provided since the Split

Date, including its location and the name of the shipper or receiver involved, (b) the traffic switched, and (c) the name of the yard(s) or other points to or from which Conrail delivered or received the traffic to/from NS or CSX.

Conrail adheres to the objection to this interrogatory stated in the objections served on August 28, 2006.

DOCUMENT PRODUCTION REQUESTS

1. Please produce all documents related to the establishment of the boundaries of the NJSAA in the vicinity of Port Reading Junction/Manville, NJ, including but not limited to documents describing what is meant by/included within CP-Port Reading Jct.

Documents responsive to this request include:

- (1) the Transaction Agreement and the exhibits thereto, which are not being produced, as petitioners possess them.
- (2) the verified statement of Timothy C. Tierney dated February 3, 2006 and attached to NS' motion to dismiss the petition in this proceeding filed February 9, 2006, which is not being produced as it was previously provided to petitioners.
- (3) the quitclaim deed made June 1, 1999 and exhibits thereto by which Consolidated Rail Corporation conveyed certain property in Somerset County, Jersey to Pennsylvania Lines, LLC, which is being produced.

Conrail's search of its files has disclosed no other documents responsive to this request.

2. Please produce all documents defining the boundaries of the NJSAA in the vicinity of Port Reading Junction/Manville, NJ, including but not limited to the following (note: if a document was included in the Application in Finance Docket No. 33388 you may identify the location of the document in the Application rather than producing a separate copy thereof):

a. color-coded maps or schematics showing railroad lines in New Jersey north of Trenton prepared and/or used by CSX, NS and/or Conrail in connection with CSX's and NS's agreement to divide the assets of Conrail and establish the NJSAA;

b. maps, schematics or other documents identifying the specific cut points establishing the

limits of the NJSAA in the vicinity of Port Reading Junction/Manville, NJ;

c. maps, schematics or other documents identifying (1) the rail lines in the vicinity of Port Reading Jct./Manville/Bound Brook Jct., NJ but located outside the limits of the NJSAA that are subject to any form of trackage or operating rights, and (2) which carrier(s) have such rights over which specific lines;

d. maps, schematics or other documents identifying customer rail shipping and receiving facilities located within the NJSAA in the vicinity of Bound Brook, Bound Brook Junction, Port Reading Junction and Manville, NJ; and

e. maps, schematics or other documents identifying which rail carrier(s) would have and/or have had the ability to physically serve each customer rail shipping and receiving facility identified in response to (d) above (including without limitation the BRI facility) after the Split Date.

Conrail adheres to the objection to this document request stated in the objections served on August 28, 2006 to the extent it seeks documents related to New Jersey Transit's Raritan Valley line for the reasons stated in its response to Interrogatories 7 and 8.

Other documents responsive to the request include the documents referred to in response to Document Request No. 1, Document Request No. 5 and Interrogatory 1 and the hand drawn map entitled "Lehigh Line, page 1" enclosed herewith.

3. *Please produce all documents related to the sale, lease, abandonment or other disposition of the Reading Connector or any part thereof (including but not limited to treatment or disposition thereof under the Final System Plan).*

Conrail adheres to the objection to this interrogatory stated in the objections served on August 28, 2006.

4. *Please produce a copy of the current Local Movement Guidelines as described in Sections 1(aa) and 3(a)(v) of the Applicants' Shared Assets Area Operating Agreement for North Jersey.*

Although the form of the Shared Assets Area Operating Agreement for North Jersey contained in Volume 8C of the Application referred in Sections 1(aa) and 3(a)(v) to "Local

Movement Guidelines,” the agreement as subsequently executed change that term to “Operating Plan.” Attached is a copy of the current Operating Plan applicable to the NJSAA (3 pages), which Conrail deems to be a Confidential Document under the protective order in this proceeding.

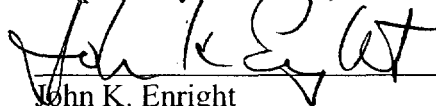
5. Please produce copies of the current track charts or condensed profiles for the trackage within the CP at Port Reading Jct. and for portions of the Lehigh Line and Trenton Line located within five miles in any direction from the CP at Port Reading Jct.

Conrail objects to the first part of this document request as ambiguous for the reasons stated in the response to Interrogatory No. 1. Conrail’s current track charts of the Lehigh Line located within five miles of CP Port Reading Jct. are being produced.

6. Please produce copies of property or valuation maps showing the current property ownerships, rights-of-way and leaseholds for the railroad-owned portions of all trackage described in Request for Production No. 1.

Property maps responsive to this request are exhibits to the quitclaim deed dated June 1, 1999 referred to in the response to Document Request No. 1. Computer Animated Drawings (“CADs”) are being produced for the Conrail owned portions of the Lehigh Line and Port Reading Secondary for the areas described in Request for Production No. 1. These CADs were computer generated from the Valuation Maps for the lines depicted.

Respectfully submitted,



John K. Enright
Consolidated Rail Corporation
Conrail, Inc.
1000 Howard Blvd.
Mt. Laurel, NJ 08054
(856) 231-7206
(856) 231-7264

September 15, 2006

Response to Document Production Request No. 2

"CP-PORT READING JCT."

R.C. FROM MT. LAUREL, N.J.
(M.P. 35.8)

WESTWARD
TO CP PATTENBURG

ROYCE RUNNING TRACK

LEHIGH LINE → 67LAT
← 67LCAT

EASTWARD
TO CP BOUND BROOK



B68T

*15

A68T

1

A

B

C

SA

2E-2

(67R)

SA

2E-1

(67R)

SA

382

SA

IT

SA

3

*15

A.E.I.

CL

75R

2E-3

CL

54E

CL

TRENTON LINE

TO CP WING

SOUTH

MOVEMENT SWITCH FROG
GRS 5D 5. #15
GRS 5D 7 #20
GRS 5D 1 #15

LOW VOLTAGE
G.E. SERIES 6 CODE SYSTEM
SWITCH RAIL HEATERS ARE GAS TYPE

* DOUBLE DWARF SA

SHARED ASSETS CONRAIL C. & S. DEPT. PHILADELPHIA, PA.

"CP-PORT READING JCT."

LEHIGH LINE
MANVILLE, NJ

DATE: 1-1-98 SHEET N1

0501-0360

C&S CAD

RDW

Response to Document Production Request No. 4

Maps by Line Code

for Line Code: 0336

File Name	Mile Posts		New VS	Book No.	Old VS	Map No	Station	County	State	Former Road
033600000	0.0	0.5	8141	76	41	1	Port Reading Junction	Somerset	NJ	PR
033600050	0.5	1.0	8141	76	41	2		Somerset	NJ	PR
033600100	1.0	1.5	8141	76	41	3		Somerset	NJ	PR
033600150	1.5	2.0	8141	76	41	4		Somerset	NJ	PR
033600200	2.0	2.5	8141	76	41	5		Somerset	NJ	PR
033600250	2.5	3.0	8141	76	41	6	Bound Brook	Somerset	NJ	PR
033600250	3.0	3.5	8141	76	41	7	Bound Brook	Middlesex	NJ	PR
033600350	3.5	4.0	8141	76	41	8	Middlesex	Middlesex	NJ	PR
033600350	4.0	4.5	8141	76	41	9	Middlesex	Middlesex	NJ	PR
033600450	4.5	5.0	8141	76	41	10	Piscataway	Middlesex	NJ	PR

Line

Line Code:

8141 76 41

8141 76 41

8141 76 41

8141 76 41

8141 76 41

8141 76 41

8141 76 41

8141 76 41

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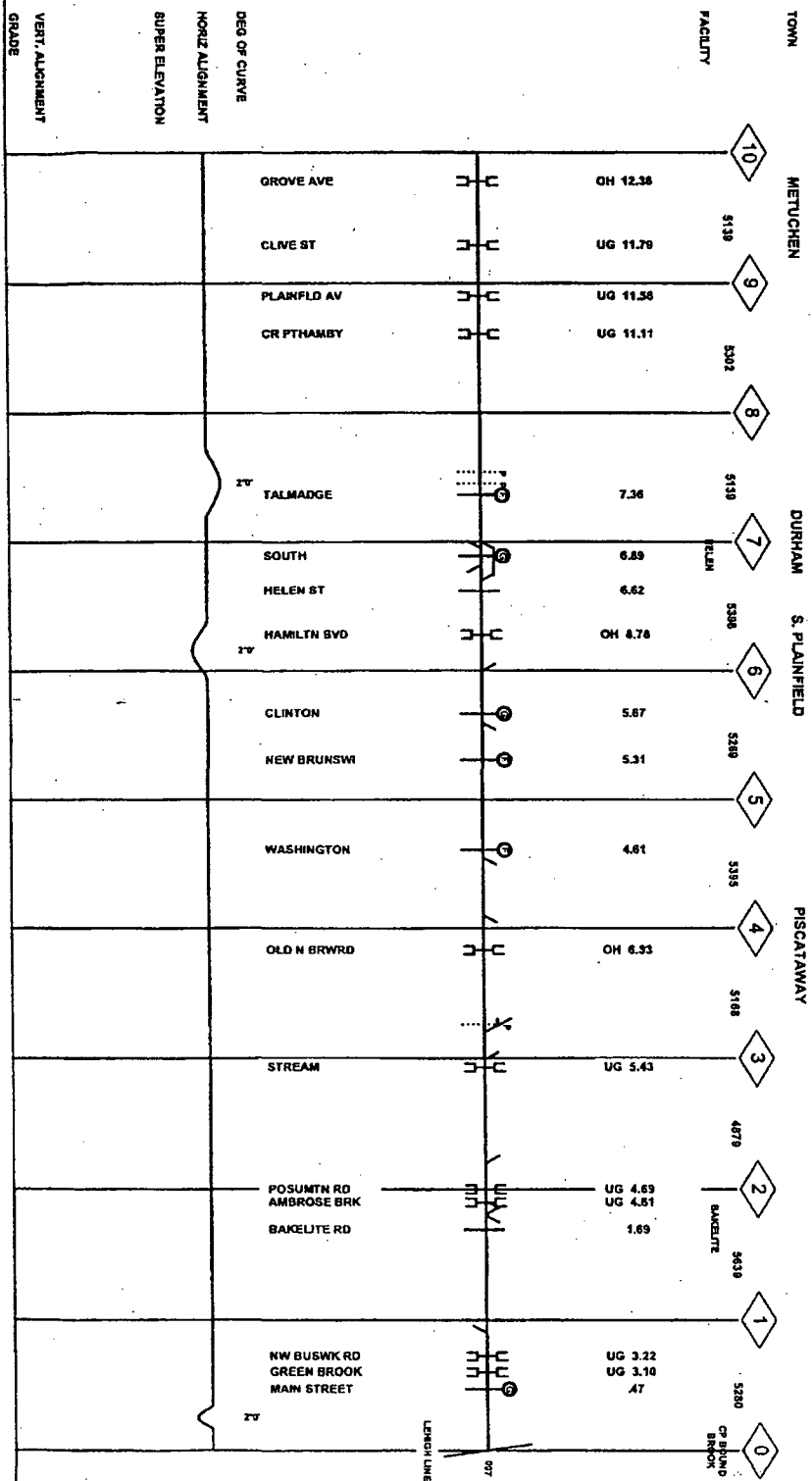
8141 76 41

8141 76 41

8141 76 41

8141 76 41

8141 76 41

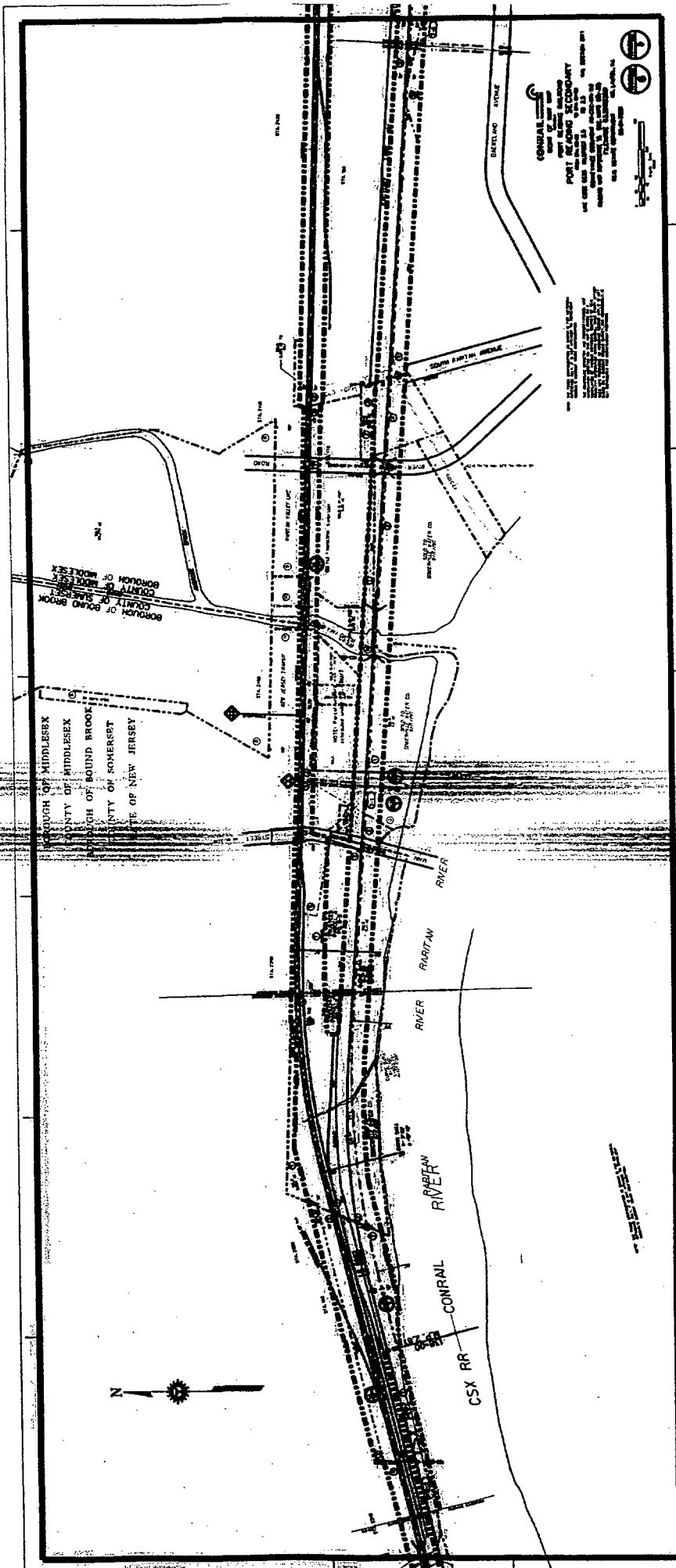
[illegible]

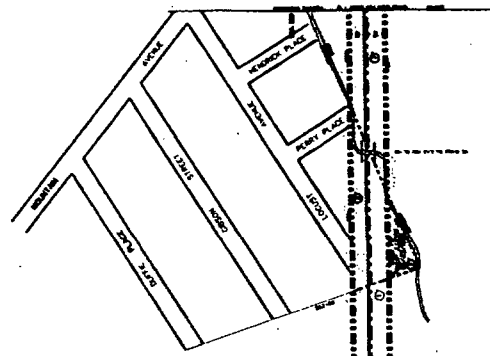
Maps by Line Code

for Line Code: 0502

File Name	Mile Posts		New VS	Book No.	Old VS	Map No	Station	County	State	Former Road
	From	To								
✓ 050203020	30.2	31.2	8203	76	3	19	Middlesex	Middlesex	NJ	LV
✓ 050203120	31.2	32.2	8203	76	3	20		Somerset	NJ	LV
✓ 050203220	32.2	33.2	8203	76	3	21	Bound Brook	Somerset	NJ	LV
✓ 050203320	33.2	34.2	8203	76	3	22		Somerset	NJ	LV
✓ 050203420	34.2	35.2	8203	76	3	23		Somerset	NJ	LV
✓ 050203520	35.2	36.2	8203	76	3	24	Port Reading Jct	Somerset	NJ	LV

Response to Document Production Request No. 6





CONFIDENTIAL

REPORT OF THE NEW
PORT READING SECONDARY
SCHOOL DISTRICT
FOR THE YEAR 1963-64

THE NEW PORT READING SECONDARY
SCHOOL DISTRICT HAS A TOTAL
ENROLLMENT OF 1,100 STUDENTS
AND A TOTAL OF 110 TEACHERS.
THE DISTRICT IS A MEMBER OF THE
NEW JERSEY ASSOCIATION OF
SCHOOL DISTRICTS.

1. NAME OF DISTRICT: NEW PORT READING SECONDARY SCHOOL DISTRICT

2. ADDRESS: 1000 NEWPORT AVENUE, NEWPORT, NEW JERSEY 07856

3. PHONE: (908) 526-1234

4. FAX: (908) 526-1234

5. E-MAIL: NEWPORT@NJED.ORG

6. WEBSITE: WWW.NJED.ORG

7. CONTACT PERSON: DR. J. J. JONES

8. CONTACT TITLE: SUPERINTENDENT

9. CONTACT PHONE: (908) 526-1234

10. CONTACT FAX: (908) 526-1234

11. CONTACT E-MAIL: J.JONES@NJED.ORG

12. CONTACT WEBSITE: WWW.NJED.ORG

13. CONTACT ADDRESS: 1000 NEWPORT AVENUE, NEWPORT, NEW JERSEY 07856

14. CONTACT CITY: NEWPORT

15. CONTACT STATE: NEW JERSEY

16. CONTACT ZIP: 07856

17. CONTACT COUNTRY: UNITED STATES OF AMERICA

18. CONTACT CONTINENT: NORTH AMERICA

19. CONTACT OCEAN: ATLANTIC OCEAN

20. CONTACT CLIMATE: CONTINENTAL CLIMATE

21. CONTACT TIME ZONE: EST/EDT

22. CONTACT CURRENCY: US DOLLAR

23. CONTACT LANGUAGE: ENGLISH

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35. CONTACT MEDICATIONS: VARIOUS

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50. CONTACT PHYSICAL HEALTH HISTORY: VARIOUS

51. CONTACT IMMUNIZATION HISTORY: VARIOUS

52. CONTACT VACCINATION HISTORY: VARIOUS

53. CONTACT SCREENING HISTORY: VARIOUS

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55. CONTACT TREATMENT HISTORY: VARIOUS

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59. CONTACT REFERENCE HISTORY: VARIOUS

60. CONTACT SOURCE HISTORY: VARIOUS

61. CONTACT DATE OF BIRTH: VARIOUS

62. CONTACT DATE OF DEATH: VARIOUS

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155. CONTACT DATE OF FOLLOW-UP: VARIOUS

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159. CONTACT DATE OF SOURCE: VARIOUS

160. CONTACT DATE OF BIRTH: VARIOUS

161. CONTACT DATE OF DEATH: VARIOUS

162. CONTACT DATE OF ENTRY: VARIOUS

163. CONTACT DATE OF EXIT: VARIOUS

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165. CONTACT DATE OF NEXT CONTACT: VARIOUS

166. CONTACT DATE OF FOLLOW-UP: VARIOUS

167. CONTACT DATE OF REFERRAL: VARIOUS

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213. CONTACT DATE OF REFERENCE: VARIOUS

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215. CONTACT DATE OF BIRTH: VARIOUS

216. CONTACT DATE OF DEATH: VARIOUS

217. CONTACT DATE OF ENTRY: VARIOUS

218. CONTACT DATE OF EXIT: VARIOUS

219. CONTACT DATE OF LAST CONTACT: VARIOUS

220. CONTACT DATE OF NEXT CONTACT: VARIOUS

221. CONTACT DATE OF FOLLOW-UP: VARIOUS

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223. CONTACT DATE OF CONSULTATION: VARIOUS

224. CONTACT DATE OF REFERENCE: VARIOUS

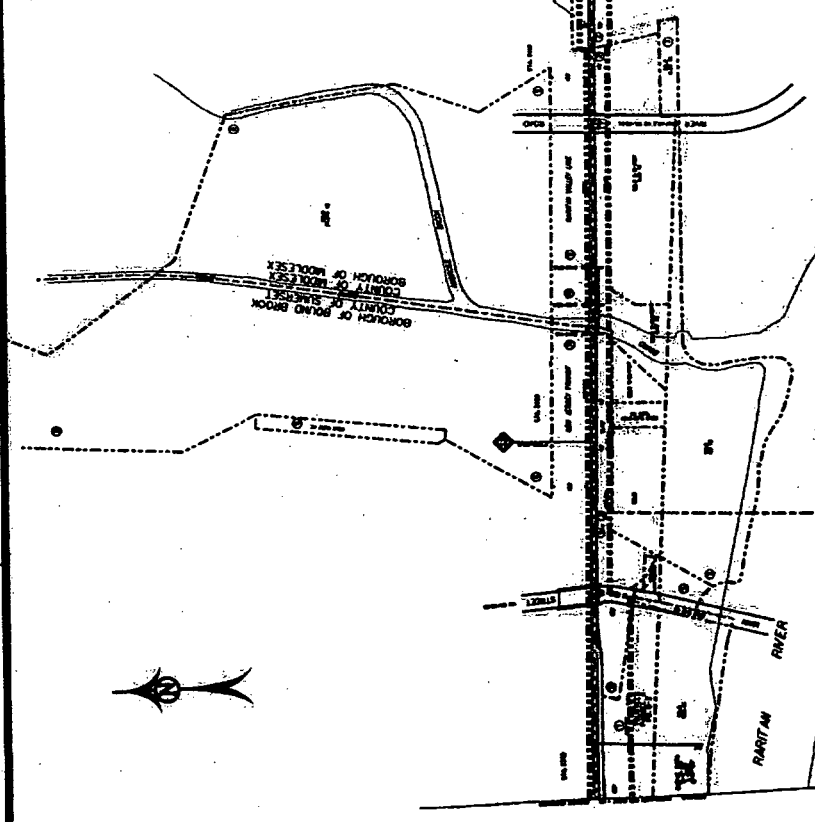
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226

...the ...

— 2007-2008 —

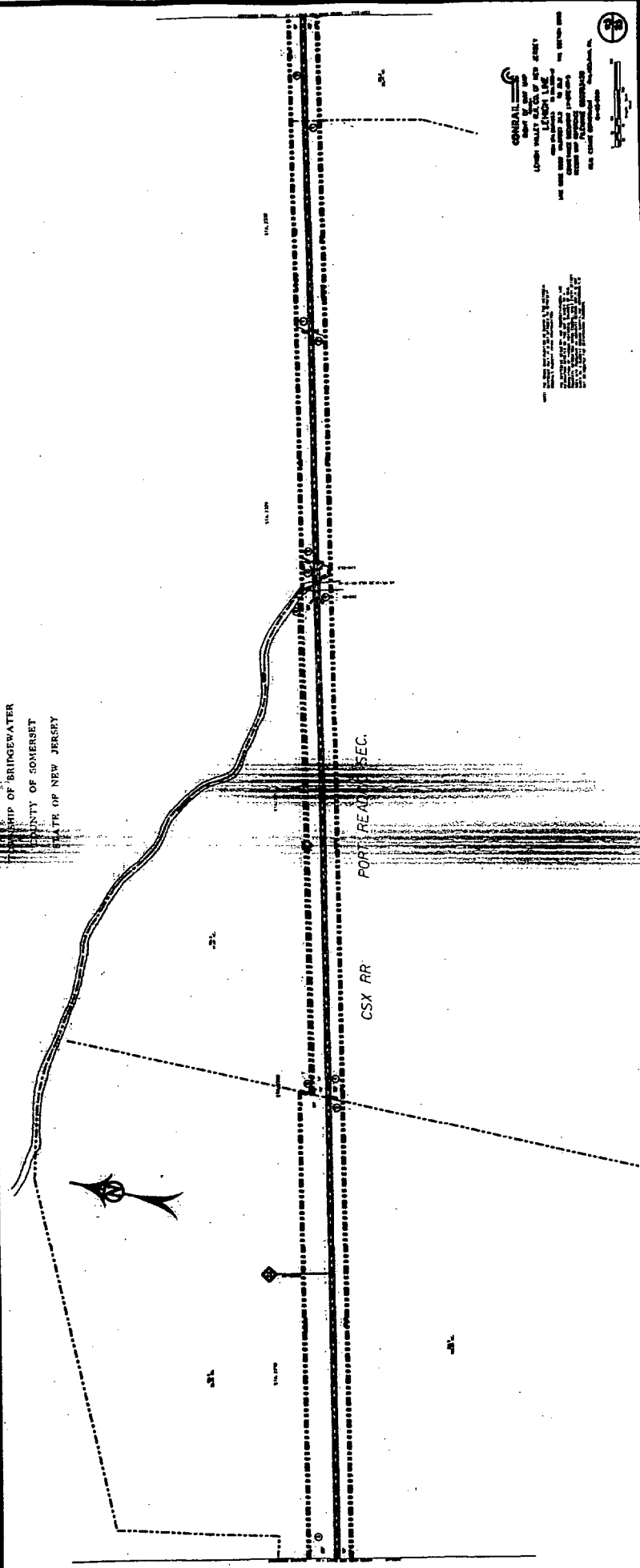
BOROUGH OF MIDDLESEX
COUNTY OF MIDDLESEX
BOROUGH OF BOUND BROOK
COUNTY OF SOMERSET
STATE OF NEW JERSEY



CONGALL
Road & Bridge
1000 Valley Road, Suite 200
Lancaster, PA 17602
Tel: 717/391-1111
Fax: 717/391-1112
www.congall.com

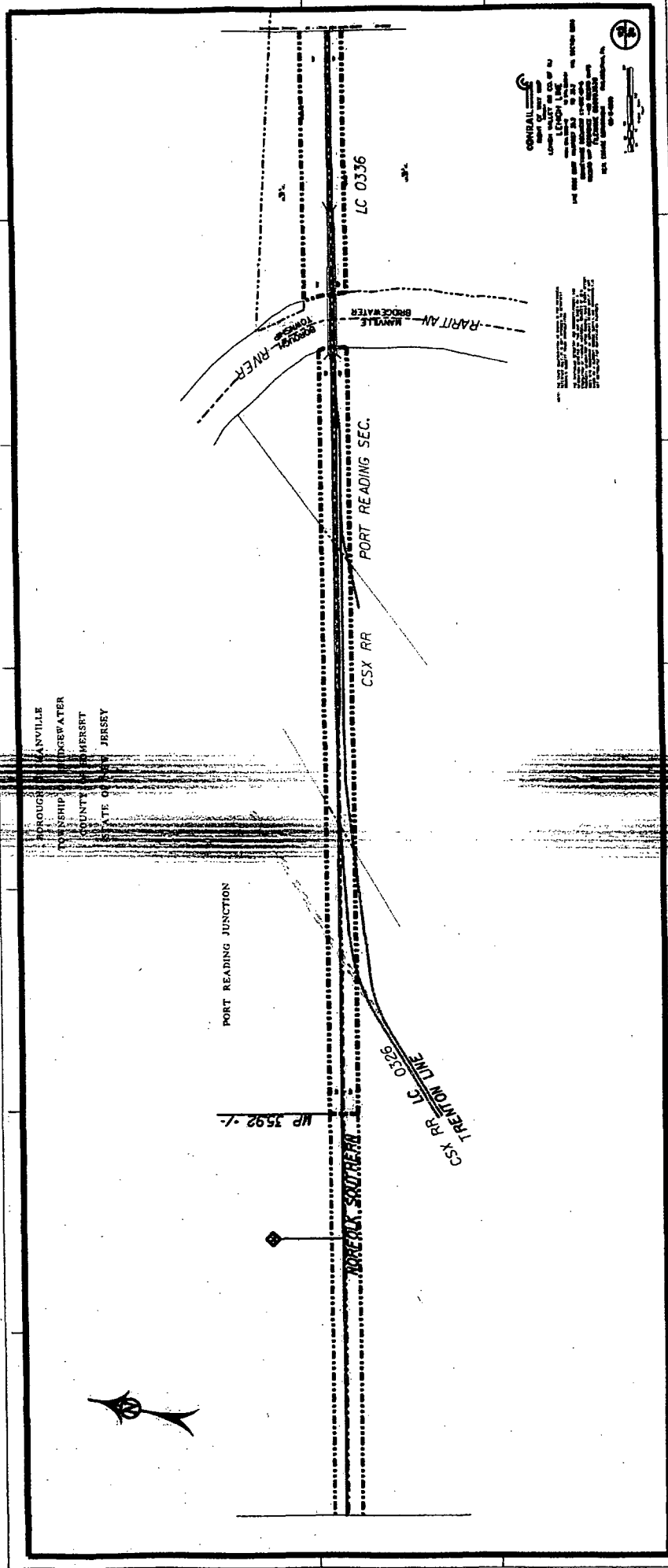
PROPOSED
ALIGNMENT

TOWNSHIP OF BRIDGEWATER
COUNTY OF SOMERSET
STATE OF NEW JERSEY



CONRAIL
PORT READING
COUNTY OF SOMERSET
STATE OF NEW JERSEY
DATE: 10/1/06
BY: [Signature]
CHECKED BY: [Signature]
APPROVED BY: [Signature]
SCALE: 1" = 40'

THESE PLANS WERE PREPARED BY THE ENGINEER AND CHECKED BY THE ENGINEER. THE ENGINEER IS NOT RESPONSIBLE FOR THE ACCURACY OF THE DATA OR THE RESULTS OF THE ANALYSIS. THE ENGINEER IS NOT RESPONSIBLE FOR THE DESIGN OF THE STRUCTURES OR THE CONSTRUCTION OF THE PROJECT.



— 1987.15.5.11.15 15:15 —

1. The first step in the process of the investigation is the identification of the problem. This is done by the investigator who is responsible for the investigation. The investigator must identify the problem and the scope of the investigation. The investigator must also identify the objectives of the investigation and the methods to be used. The investigator must also identify the resources available for the investigation.

2. The second step in the process of the investigation is the collection of data. This is done by the investigator who is responsible for the investigation. The investigator must collect data that is relevant to the problem and the objectives of the investigation. The investigator must also collect data that is reliable and valid. The investigator must also collect data that is complete and accurate.

3. The third step in the process of the investigation is the analysis of data. This is done by the investigator who is responsible for the investigation. The investigator must analyze the data that has been collected and identify the patterns and trends. The investigator must also analyze the data to identify the causes of the problem and the solutions to the problem.

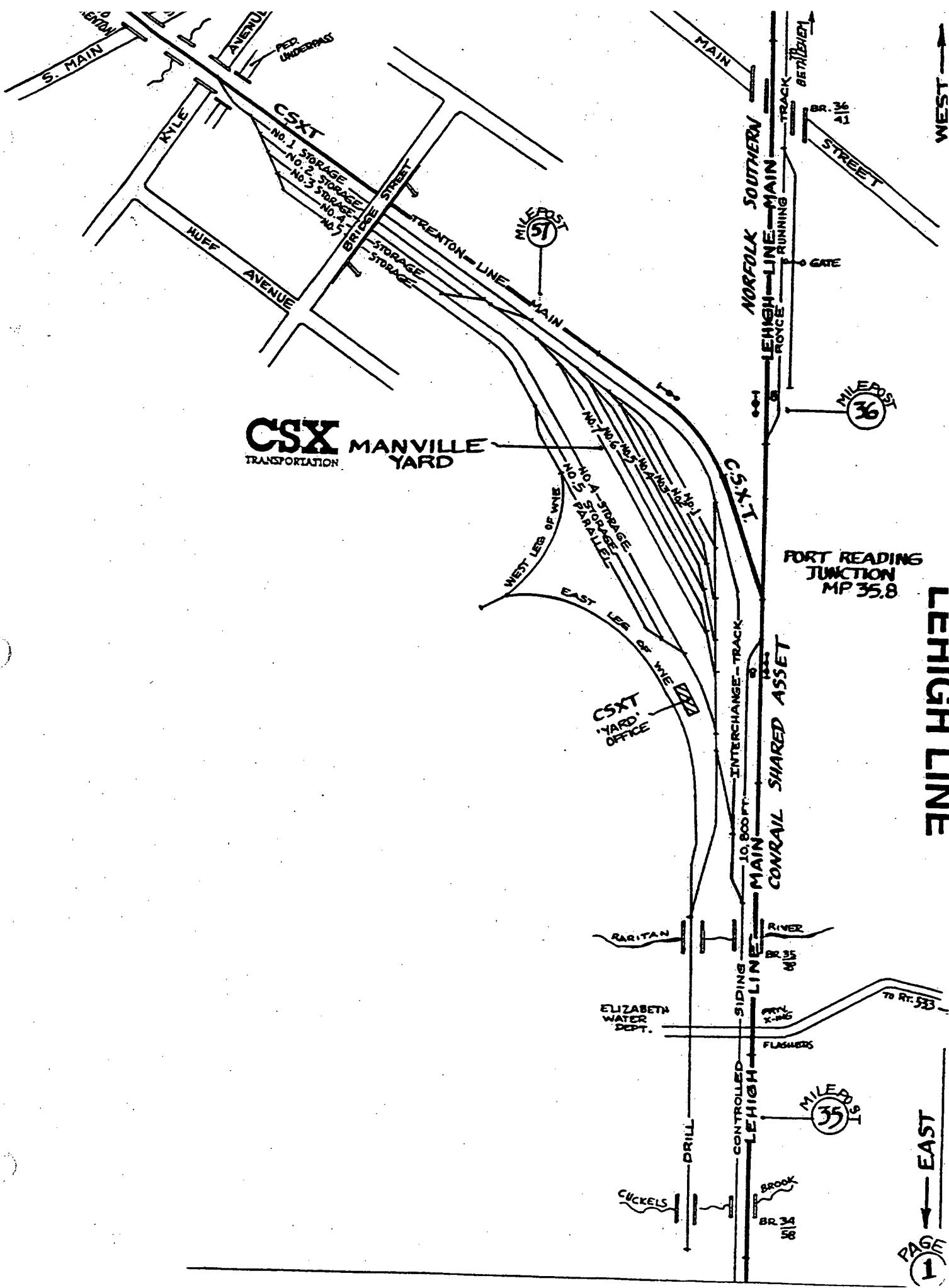
4. The fourth step in the process of the investigation is the interpretation of data. This is done by the investigator who is responsible for the investigation. The investigator must interpret the data that has been analyzed and identify the meaning of the data. The investigator must also interpret the data to identify the implications of the data and the actions that should be taken.

5. The fifth step in the process of the investigation is the reporting of data. This is done by the investigator who is responsible for the investigation. The investigator must report the data that has been collected, analyzed, and interpreted. The investigator must also report the findings of the investigation and the recommendations for action.

WEST

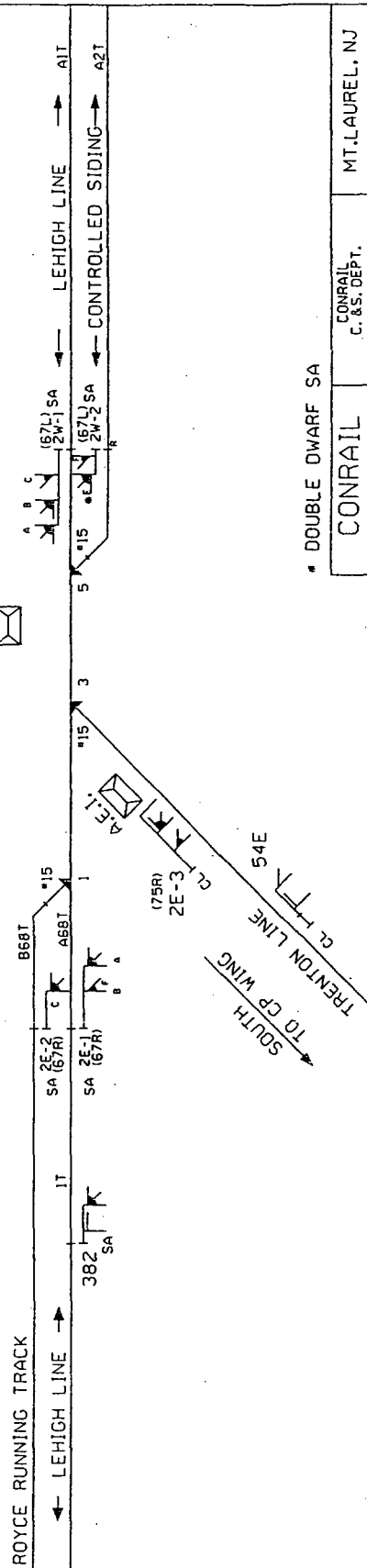
LEHIGH LINE

PAGE 1
EAST



R.C. FROM MT. LAUREL, N.J.
(M.P. 35.8)

EASTWARD
TO CP BOUND BROOK



ALL SWITCH MACHINES ARE GRS 5H HV
G.E. SERIES 6 CODE SYSTEM
SWITCH RAIL HEATERS ARE ELECTRIC

DOUBLE DWARF SA

CONRAIL	CONRAIL C. & S. DEPT.	MT. LAUREL, NJ
"CP-PORT READING JCT." LEHIGH LINE MANVILLE, NJ		
	DATE: 1-1-06	SHEET N1
0501-0360		

C&S CAD

WRG

Before The
Surface Transportation Board

Finance Docket No. 33388 (Sub-No. 100)

CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
— CONTROL AND OPERATING LEASES/AGREEMENTS —
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

**RESPONSE OF CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION
TO PETITIONERS' SECOND DISCOVERY REQUESTS**

Conrail Inc. and Consolidated Rail Corporation (collectively, "Conrail") submit the following responses to the Petitioners' Second Discovery Requests To Consolidated Rail Corporation and Norfolk Southern Railway Company dated September 22, 2006 to the extent such requests are addressed to Conrail.

GENERAL OBJECTIONS

Conrail objects to petitioners' Second Discovery Requests to the extent that they go beyond the "limited discovery" allowed by the Board in its July 31, 2006 Decision or are otherwise irrelevant to any issue presented by the subject petition and not reasonably calculated to lead to the discovery of relevant evidence.

INTERROGATORIES

Interrogatory No. 10:

49 C.F.R § 236.751, cited in the second paragraphs of your responses to BRI/ECDC's Interrogatory No. 1, defines an interlocking as:

An arrangement of signals and signal appliances operated from an interlocking machine and so interconnected by means of mechanical and/or other electronic locking that their movements must succeed each other in proper sequence, train movements over all routes being governed by signal indication.

Please state whether, under this definition, an interlocking includes the approach signals and related circuits as well as the home signals and related circuits. If your answer to this question is "no" please give the reason for such answer

Conrail objects to this interrogatory on the ground that the term "related circuits" is not defined and is ambiguous. Subject to this objection, Conrail responds that an interlocking includes home signals (which are defined in 49 C.F.R. §236.806) but does not include approach signals (which are defined in §236.803). This is clear from §236.753, which defines "Limits, interlocking" as: "[T]he tracks between the opposing home signals of an interlocking."

Interrogatory No. 11:

In the second paragraphs of your responses to BRI/ECDC's Interrogatory No. 1 you stated that the signals comprising the interlocking at CP-Port Reading Junction include the home signals and the property on which train movements are controlled by those signals.¹ Please indicate whether the electronic circuits for these home signals are connected with the electronic circuits for the approach signals for CP-Port Reading Junction, and whether movements of the approach signals and home signals succeed each other in sequence so that train movements past these signals are governed by related signal indications.

¹ NS and Conrail each identified these signals as signals 67RC, 67R, 73R, 67L (2w-1) AND 671 (2w-2). CSX identified these signals as signals 2E-2, 2E-1, 2E-3, 2W-1 and 2W-2.

The approach signals for CP-Port Reading Junction are connected electronically to the home signals for Port Reading Junction. The aspects of the approach signals change automatically according to several conditions, including, but not limited to, the aspects of the home signals governing train movements within the interlocking. Other conditions that may automatically affect the aspects of the approach signals include the condition of the track, the status of switches and the presence or absence of other trains on the track between the approach signals and the home signals. The approach signals are not themselves controlled by the dispatcher who controls the home signals governing train movements through an interlocking. The home signals succeed each other in sequence to ensure that train movements through an interlocking will proceed in sequence, but approach signals do not necessarily succeed each other in sequence, and train movements past different approach signals to an interlocking do not necessarily proceed in sequence.

Interrogatory No. 12:

Please identify (a) the locations of the approach signals for the interlocking at CP-Port Reading Junction, and (b) which railroad controls train movements between the approach signals for CP-Port Reading Junction on the Lehigh Line.

Subpart (a) of this interrogatory is directed to NS. As to subpart (b), the NS dispatcher in Harrisburg controls the movement of trains between that approach signal and the home signals governing movements through CP Port Reading Junction.

Interrogatory No. 13:

In your answers to BRI/ECDC's Interrogatory No. 2 you stated that Conrail has maintained the westerly home signals on the Lehigh Line at CP-Port Reading Junction² and the tracks east of the insulated joints adjacent to those signals, and NS has maintained the track and signals west of those insulated joints. Please identify who has maintained and/or is responsible for maintaining the westerly approach signals and related circuits on the Lehigh Line for the interlocking at Port Reading Jet. (i.e. the signals identified in your answers to Interrogatory No. 12 above).

NS maintains the approach signal at Mile Post LE-38.4 and the track circuitry between this signal and the home signals at 67RC and 67R shown on the "Track Layout – Sheet 3" provided previously to petitioners.

Interrogatory No. 14:

In your responses to BRI/ECDC's Interrogatory No. 5 you stated that Conrail has not operated over the "GSA Lead" track for many years prior to Split Date and that the northern half of this track, which was connected to the Lehigh Line, had been removed by Split Date. Please describe (a) the status of the southern half of this track (is it in place or has it been removed, etc.), (b) whether this track connected with any other track or facilities included in the CRC Retained Assets and/or the NJSAA as described in the Transaction Agreement, and (c) if the answer to (b) above is "no," why this track was included in the CRC Retained Assets if it did not connect with any other CRC Retained Assets.

Conrail objects to this interrogatory on the ground that it goes beyond the limited discovery permitted by the Board's decision of July 31, 2006, is irrelevant to any issue presented by petitioners' Petition for Clarification Or, In the Alternative, For Supplemental Order and is otherwise not reasonably calculated to lead to the discovery of relevant evidence. In its September 15, 2006 response to petitioners' Interrogatory No. 5, Conrail stated that it understands that the "GSA Lead" was a track that once connected the Lehigh Line and the Trenton Line, but that it had not operated on the track for many

² NS and Conrail each identified these signals as signals 67RC and 67R. CSX identified these signals as the signals located at 2E-2 and 2E-1.

years prior to Split Date and that the northern half of this track, which was at one time connected to the Lehigh Line, had been removed by Split Date.

While Conrail could have declined to respond to Interrogatory No. 5 on relevancy grounds, the additional information sought by Interrogatory No. 14 is clearly irrelevant and not reasonably calculated to lead to relevant evidence. The former GSA Lead, which was several miles west of CP Port Reading Junction, is not in the vicinity of BRI's facility and could never have been used to serve that facility. The present status of that track and why it was included in the CRC Retained Assets has no conceivable relevance to whether track serving BRI's facility was intended by the parties to the Transaction Agreement to be included in the NJSAA or what the parties intended by the term "CP Port Reading Junction," which are the issues as to which the Board's July 31, 2006 Decision allowed "limited discovery."

Subject to the foregoing objection, Conrail, based on its review of a 1942 agreement between the Reading Company and the United States of America ("USA") the USA built the southern half of the GSA Lead Track in or around 1942 at its expense to service its Bound Brook War Aid Depot at Flagtown and Belle Mead, New Jersey. As of split date, this track was no longer in service. When cutpoints were established for CSXT, it was recognized that the underlying right-of-way and the GSA Lead itself were probably not owned by Conrail, an opinion supported by the 1942 Reading/USA agreement. Since the track was neither active nor owned by Conrail, it was not treated as an operating asset to be allocated to CSXT or NSR. Rather, it was treated as a residual

asset, i.e. non-operating, to be retained by Conrail to the extent that Conrail had any interest in it, which, in light of the 1942 agreement, was highly doubtful.

Interrogatory No. 15:

The print of trackage and property ownerships in the vicinity of Manville/Port Reading Junction labeled "Cut Point Assignments" and dated 8/07/98, produced by CSX in response to BRI/ECDC's Document Request Nos. 1 and/or 2, refers to "NS PROPOSED SIDING EXTENSION - 2500'" with an arrow pointing to a location that appears to be on CSX property as designated on the print. Please identify (a) the exact location of this proposed siding extension, including its end points by milepost, and (b) its status (including but not limited to when it is expected to be constructed, who is to own it, and who is to pay for it).

This Interrogatory is not directed to Conrail.

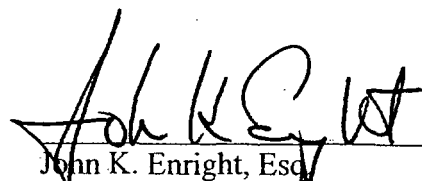
DOCUMENT PRODUCTION REQUESTS

Request for Production No. 6:

Please produce all documents related to the location, status, ownership and payment for the construction cost of the NS proposed siding extension described in interrogatory No. 15 above.

This document production request is not directed to Conrail.

Respectfully submitted,



John K. Enright, Esq.
Consolidated Rail Corporation
1000 Howard Boulevard
Mt. Laurel, NJ 08054
(856) 231-7206

October 9, 2006

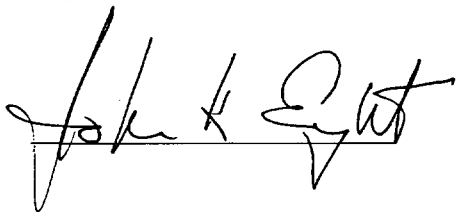
VERIFICATION

State of New Jersey, :

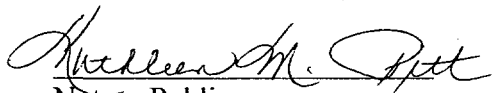
SS:

County of Burlington,:

John Enright, being duly sworn, deposes and says that he has read the foregoing responses to the interrogatories contained in Petitioners' Second Discovery Requests to Applicants dated September 22, 2006, knows the facts asserted there are true and that the same are true as stated.



Subscribed and sworn to before me this 11th day of October, 2006.


Notary Public

My commission expires _____

Kathleen M. Pitt
Notary Public
State of New Jersey
My Commission Expires July 20, 2010

CERTIFICATE OF SERVICE

I certify that I have this 9th day of October, 2006, caused copies of the foregoing Response of Conrail Inc. and Consolidated Rail Corporation to Petitioners' Second Discovery Requests to Applicants to be served by UPS overnight delivery service on the following:

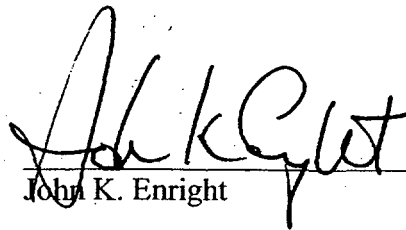
Christopher A. Mills, Esq.
Slover & Loftus
1224 17th St., N.W.
Washington, D.C. 20036

Richard A. Allen, Esq.
Zuckert, Scoutt & Rasenberger, LLP
888 Seventeenth Street, NW
Suite 700
Washington, D.C. 20006

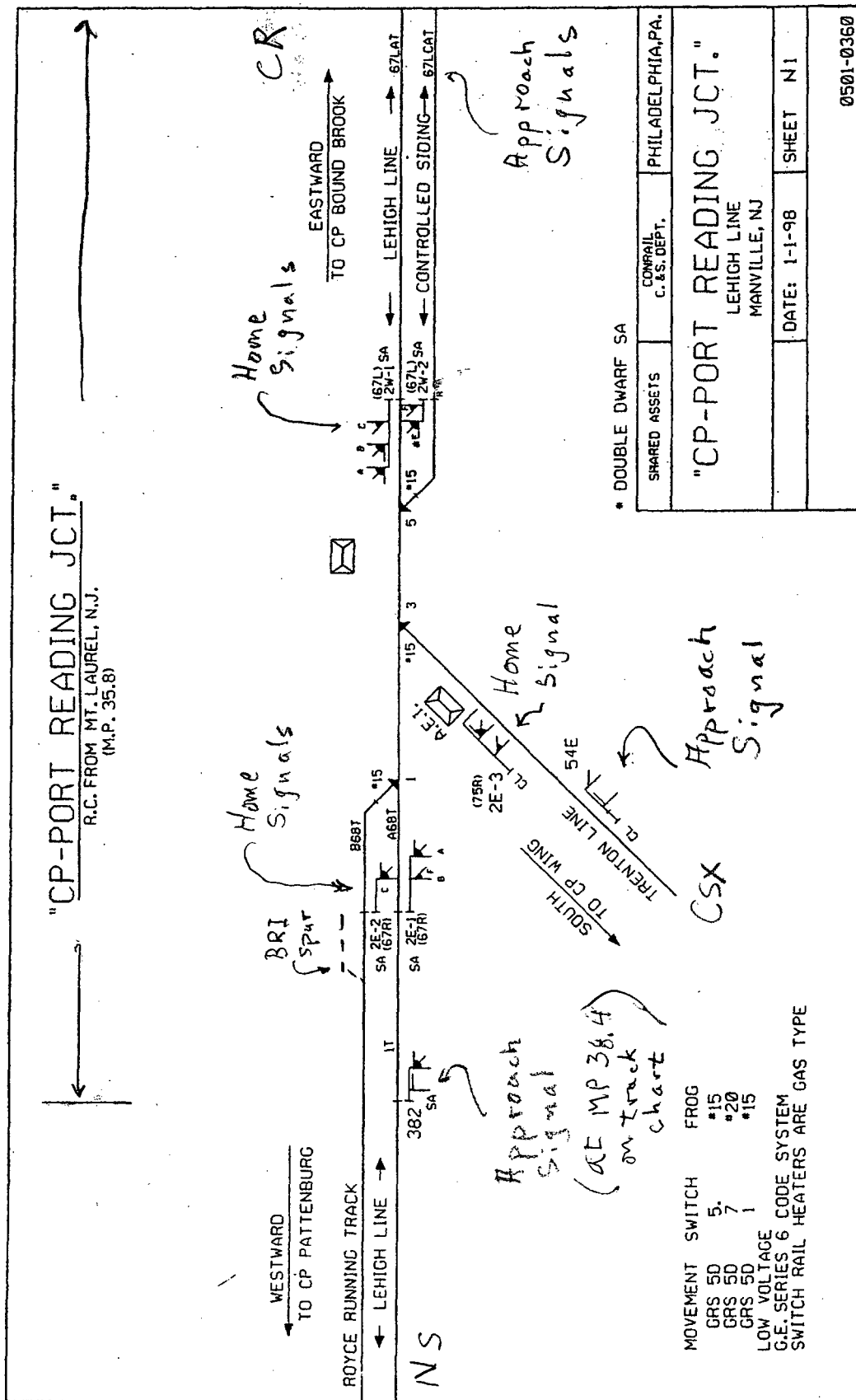
John V. Edwards, Esq.
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-2191

Steven C. Armbrust, Esq.
Counsel
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

Eric Strohmeier
CNJ Rail Corporation
838 Carnoustic Drive
Bridgewater, NJ 09907



John K. Enright



C&S CAD

PHR Marking 22 Oct '06