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September 28, 2004



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The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 700
Washington, D.C. 20423-0001

Re: Finance Docket No. 33388, Altoona and Blair County Quarterly Report

Dear Secretary Williams:

I am pleased to submit the enclosed original and ten copies of Norfolk Southern's tenth quarterly report, as required by Decision No. 198 (served September 19, 2001) in Finance Docket No. 33388, describing Norfolk Southern's efforts to develop insourcing business for the Juniata Locomotive Shop and to work with the Altoona and Blair County area on alternative economic development projects.

The enclosed quarterly report builds on the information provided in NS' previous quarterly reports. In this tenth report, newly-added information, covering developments during the third quarter of 2004, is highlighted in **Bold**.

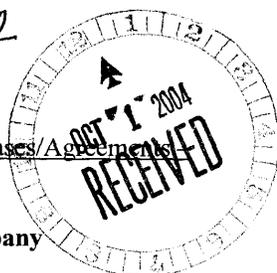
Very truly yours,

Bruno Maestri

Enclosures

cc: (w/encl.) Chairman Roger P. Nober
Vice Chairman Francis P. Mulvey
Commissioner W. Douglas Buttrey
The Honorable Arlen Apecter
Scott N. Stone, Esquire
Richard S. Edelman, Esquire

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STB Finance Docket No. 33388
CSX Corp., et al., Norfolk Southern Corp., et al., - Control and Operating Leases/Agreements
Conrail Inc., et al.

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**Fifth Quarterly Report of Norfolk Southern Railway Company
Regarding the Altoona and Blair County Area**

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(as of October 1, 2004)

Norfolk Southern Railway Company ("NS") submits this quarterly report pursuant to Decision No. 198 (served September 19, 2001) in Finance Docket No. 33388. This report describes NS' efforts since the beginning of the second quarter 2002 to attract insourcing business to the Juniata Locomotive Shop and its efforts to work with the Altoona and Blair County area on alternative economic development projects. In this report, updates from NS' previous report will appear in **Bold**. This report begins with a description of the major industrial facilities in the Altoona/Blair County area that can be served by NS.

As noted previously, NS' efforts to secure insourcing projects for JLS and to develop commercial relationships with regard to other facilities in the Altoona and Blair County area are ongoing and often involve commercially sensitive negotiations. Accordingly, in some cases, NS will not present a detailed discussion of particular initiatives in this report in order to protect NS' competitive and commercial efforts. In some cases, particular initiatives of significant competitive and commercial import will not be discussed at all until such time as agreements are reached.

Facilities in the Altoona/Blair County Area

The following are major industrial facilities in the Altoona/Blair County area that can be served by NS or by shortline railroads connected to NS:

Ardie J. Dillion Industrial Park is an industrial park located in the Interstate 99 Enterprise Zone.¹ It is located on Interstate 99 approximately half way between Tyrone and Altoona, and is adjacent to NS lines. Seven industries are located in the industrial park.

Juniata Locomotive Shop ("JLS") is one of NS' two current facilities for major locomotive repair, overhaul and heavy maintenance. (The other such facility is located in Roanoke, Virginia.) JLS also provides running repairs to NS' fleet of locomotives, as do other facilities on the NS system. The facility, which dates from 1890, has a total of 28 buildings. The on-site power plant, through its three coal-fired boilers and two turbine-generators, provides power to the facility. The E & M Shop houses the main overhaul facilities (current overhaul capacity estimated to be 340 units per year), the wheel shop, the traction motor shop and other dedicated facilities. The dedicated paint building has two paint booths currently operating. NS

¹ Companies that locate within an "Enterprise Zone" are eligible for low-interest loans, corporate income tax credits, job training assistance, and grants.

stores and performs maintenance on its 21 car fleet of business cars and 9 research and test cars in another building. The facility serves as the part distribution center for the entire NS locomotive running repair system.

The JLS facilities were last completely renovated in the early 1980s, but partial renovations and modernizations have continued since that time. For example, a new power assembly line was installed in May 2002. Several portions of the shops were rehabilitated in 2000 and 2001, including the EMD overhaul line, the truck shop, the wheel shop, the motor shop and the power assembly cleaning area. Additional modernizations and rehabilitations will be performed as capital becomes available and when the work is justified.

Hollidaysburg Car Shop (“HCS”), one of several railroad car repair facilities on the NS system, is scheduled to close July 21, 2002. The facility, first operational in 1955, consists of over three-quarters of a million square feet of enclosed shop and car production space sitting on over 360 acres of land. The building housing the Shops is over one-half mile long and at points it is nearly 330 feet wide. The building contains four main tracks over 3,000 feet long, 12 overhead cranes, and three paint and blast facilities. Up to 3,500 rail cars can be stored at the Shops at any one time. There are over 65 miles of rail tracks in the main building and elsewhere throughout the property. The facility is located in a Keystone Opportunity Zone.²

Northern Altoona KOZ Site is a warehousing/distribution/manufacturing heavy industrial site that is located close to Interstate 99. The facility is located in a Keystone Opportunity Zone and along the Interstate 99 Enterprise Zone. NS rail service is available to the site. There are no occupants of this site as of June 2002.

Robert C. Jubelier Business Park is a distribution/logistics facility. Located along Interstate 99 at Business Route 220, the facility is located in a Keystone Opportunity Zone and along the Interstate 99 Enterprise Zone. As of June 2002, one trucking company is located at the facility. The park is served by the Nittany & Bald Eagle Railroad, a shortline connected to NS.

Rose Yard is a NS rail yard that borders on JLS.

South Altoona Business Park is an in-town industrial park facility located in an Enterprise Zone. Nine companies are located in the facility. NS rail service is available to the site.

Walter Business Park is a distribution business park with access to the Everett Railroad, a shortline connected to NS.

William W. Ward Business Park is an industrial/business park located south of Altoona and west of Interstate 99. Eight companies are located in the facility. NS rail service is available to the site.

² A business located in an “Opportunity Zone” is eligible for an extended period of state and local tax relief.

JLS Insourcing and Altoona/Blair County Economic Development

The following are the major insourcing projects undertaken or planned at JLS and other NS efforts regarding alternative economic development in the Altoona/Blair County area commencing with the second quarter of 2002:

- A JLS locomotive overhaul insourcing project for CSX, covering a total of 195 units at the rate of approximately eight overhauls per month, has just been completed during the second quarter, 2002.
- On October 25, 2001, NS' Thoroughbred Mechanical Services ("TMS") finalized a contract for a JLS locomotive remanufacturing insourcing project for First Union, covering approximately two units per month, which began in November 2000 and is scheduled to be completed in April 2004.
- NS has had discussions with the Altoona Blair County Development Corporation ("ABCD Corp.") for several years regarding ABCD Corp.'s interest in acquiring NS' Rose Yard for industrial development. NS has advised ABCD Corp. that NS does not wish to sell the property at present but is aware of ABCD Corp.'s continuing interest in it.
- ABCD Corp. is currently pursuing a \$100,000 grant from the US Department of Commerce Economic Development Administration for the purpose developing a regional marketing study for Blair County and the Interstate 99 corridor. The study will include investigation of highest and best use of the HCS in addition to a targeted marketing effort for the Interstate 99 corridor. Norfolk Southern provided ABCD Corp. a grant of \$50,000 in last year to assist with the fifty-percent local match requirement for the EDA funds.
- During May 2002, an industry contacted NS about leasing a portion of HCS. The NS mechanical, industrial development and other departments are proceeding to explore issues related to the proposed lease arrangement.
- On June 6, 2002, the Director of NS Industrial Development issued to six national real estate brokers a request for proposals to become the exclusive listing agent to represent the HCS property. It is anticipated that these proposals will be evaluated in July with selection of a broker in August.
- On June 18, 2002, the President of NS Development and Director of NS Industrial Development met with officials of ABCD Corp. to discuss progress in the marketing of the HCS facility. ABCD Corp. has discussed the development of a local task force to aid in that effort, and NS has agreed to participate.

- On June 18, 2001, the President of NS Development and Director of NS Industrial Development met with officials of a local trucking company to explore the possible development of a rail to truck transfer facility.
- On June 21, 2002, NS' Thoroughbred Mechanical Services group announced that it had reached an agreement with General Motors (EMD) to modify, over a period of two years, 46 General Motors EMD locomotives that are in service for the Long Island Railroad.
- One June 24 and 25, 2002, Director of NS Industrial Development conducted a site tour of HCS for two real estate brokers responding to NS' request for proposals to become the exclusive listing agent.
- In response to the June 6, 2002 request for proposals discussed above, on July 10, 2002 two of the six national brokers contacted by NS forwarded to NS Industrial Development proposals to become the exclusive listing agent to represent the HCS property. Three other firms reviewed the proposal opportunity and elected not to respond with proposals, and the sixth firm was non-responsive.
- As anticipated, the Hollidaysburg Car Shops were closed on July 21, 2002. With the closure of HCS, many routine railcar maintenance items such as air hoses and brake shoes that were previously furnished to short line and regional railroads from inventory at HCS are now being supplied to these customers from inventory at JLS and other points.
- At the request of the NS Industrial Development Department, on July 23, 2002, a seventh broker specializing in the disposition of major industrial facilities presented a formal proposal for site planning consulting services, including potential site brokerage.
- Members of NS' Industrial Development and Real Estate Departments met with the two responding brokers on August 2, 2002.
- On August 21, 2002, NS' Industrial Development Director met with a private party interested in the possible purchase of the HCS.
- On August 27, 2002, NS's Industrial Development and Real Estate Departments met with the seventh broker that NS had solicited to represent the HCS.
- Following the August 21, 2002 meeting referred to above, on September 5, 2002, NS' Industrial Development Director conducted a site tour of HCS for the private party interested in the possible purchase of the HCS.
- On September 5, 2002, the first of the 46 locomotives to be modified for the Long Island Railroad under the above-referenced agreement with General Motors arrived at JLS, and the work is underway.
- On September 19, 2002, the NS Industrial Development Department was contacted by the Everett Railroad regarding the expansion of one of its existing customers in Blair

County. NS Industrial Development has agreed to provide preliminary engineering services for this project, with a site meeting to follow.

- TMS contracted with the North San Diego Transit District for the remanufacture one F40 locomotive per year for five years.
- TMS contracted with the Aberdeen, Carolina & Western Railway Company for the overhaul of two GP38 locomotives and the reconstruction of one wrecked GP38 locomotive. The overhaul locomotives arrived at the JLS on September 27, 2002, and are currently in production.
- On September 24, 2002, NS Industrial Development Department participated in a site meeting with Everett Railroad regarding the expansion of facilities to serve an existing Everett Railroad customer in Blair County.
- On October 15, 2002, NS Industrial Development provided an information package regarding the HCS to the Governor's Action Team of Pennsylvania for their subsequent submission to a manufacturing company seeking a North American facility.
- NS Industrial Development provided preliminary plans to the Everett Railroad on October 15, 2002 showing proposed track changes for the customer.
- NS Industrial Development provided further revised preliminary plans to the Everett Railroad on October 29, 2002 showing proposed revised track changes for the customer.
- On November 6, 2002, NS Industrial Development provided requested follow-up information on the HCS to the Governor's Action Team.
- On November 14, 2002, NS Industrial Development Director conducted a site tour of the HCS for ABCD Corp.'s consultant, Synergy Real Estate Corporation. Synergy Real Estate Corporation is performing a marketing study as part of the project grant funding provided by the U.S. Department of Commerce, Economic Development Administration.
- On December 3, 2002, NS Industrial Development provided requested additional follow-up information on the HCS to the Governor's Action Team.
- On December 16, 2002, NS Industrial Development Director conducted a site tour of the HCS for a potential investor.
- TMS has contracted with Metro North Railway Co. for the remanufacture of two F40 locomotives to be used by New Jersey Transit, and work on those locomotives is underway.
- On January 14, 2003, NS Industrial Development Director conducted a site tour of the HCS for ABCD Corp.'s consultant, L. Robert Kimball & Associates. L. Robert Kimball & Associates is an engineering firm that is performing a site assessment of the HCS as

part of marketing study being performed by Synergy Real Estate Corporation. This project is the recipient of grant funding provided by the U.S. Department of Commerce, Economic Development Administration.

- On January 30, 2003, NS Industrial Development Director, NS Resident Vice President, and NS Director Public Relations met with representatives of the Blair County Commission and representatives of ABCD Corp. to discuss Keystone Opportunity Zone benefits for the HCS.
- On February 12, 2003, NS Industrial Development Director accompanied by ABCD Corp. team conducted a site tour of the HCS for a representative of an international manufacturing company that is seeking a site for a North American manufacturing facility.
- On February 26, 2003, NS Industrial Development Director met with a private investor interested in acquiring or leasing the HCS.
- On February 27, 2003, NS Industrial Development Director participated in ABCD Corp.'s "Hollidaysburg Car Shop Highest and Best Use Study" Task Force Meeting.
- On April 25, 2003, NS Industrial Development Director met with an industry located in Duncansville, Blair County, PA about establishing rail service to a building the industry had recently leased to expand their current Duncansville operations. Service has been established via a formerly out-of-service track and the industry began to receive rail shipments in May 2003. The industry expanded both employment and investment at this new location.
- On May 16, 2003, NS received an offer from a private investor to purchase the HCS property. NS continues to review the offer and engage in dialog with the investor.
- During the third quarter of 2003, the NS Real Estate Department, in conjunction with NS Industrial Development, has had continued dialog with the potential private investor that made an offer for the purchase of the HCS.
- On July 22, 2003, NS Industrial Development Director attended and participated in ABCD Corp.'s "Hollidaysburg Car Shop Highest and Best Use Study" Task Force Meeting.
- On September 30, 2003, NS Industrial Development Director conducted a tour of the HCS for overseas representatives of the Pennsylvania Department of Community and Economic Development, Office of International Business Development.
- During the fourth quarter of 2003, the NS Real Estate Department, in conjunction with NS Industrial Development, maintained dialog with the potential private investor that made an offer for the purchase of the HCS.

- On October 17, 2003 NS Industrial Development Director attended and participated in ABCD Corp.'s "Hollidaysburg Car Shop Highest and Best Use Study" Task Force Meeting. Synergy Real Estate Corporation provided the final report of their study at this meeting.
- On November 26, 2003, a Final Report addressing the environmental remediation of the Hollidaysburg Car Shop and Reclamation Plant was submitted to the Pennsylvania Department of Environmental Protection.
- On December 10, 2003 NS Industrial Development Director conducted a site tour of the HCS for officials of a manufacturing company evaluating the site for a possible facility location.
- NS' Thoroughbred Mechanical Services has secured, as insourcing work for 2004, the rebuilding of ten engines and 8 locomotives for Amtrak.
- During the first quarter of 2004, the NS Real Estate Department, in conjunction with the NS Industrial Development Department, maintained dialog with the potential private investor that made an offer for the purchase of the HCS.
- During the first quarter of 2004, the NS Real Estate Department initiated a review of the HCS site to assess the viability of "clearing the site" of track and structures in line with several of the development strategies outlined in the Synergy Real Estate "Hollidaysburg Car Shop Highest and Best Use Study" Report. This review is ongoing as of the end of the first quarter 2004.
- In January 2004, NS Thoroughbred Mechanical Services began work on 8 engine rebuilds and 10 alternator rebuilds for American Equipment Company.
- In April 2004, NS Thoroughbred Mechanical Services contracted with the General Electric Company for the rebuild of one B36-7 locomotive for a company in Colombia, South America.
- In May 2004, the Juniata Locomotive Shop began work on the second of five F40 locomotives to be rebuilt for the North San Diego Transit District.
- **On July 9, 2004, July 19, 2004, and September 17, 2004, NS Industrial Development Department conducted site tours of the HCS for three interested parties.**
- **During the third quarter of 2004, the Altoona Blair County Development Corporation expressed interest in possibly acquiring the HCS site for redevelopment. Preliminary discussions between ABCD Corp. and NS were held on August 25, 2004. Discussions are continuing as of the end of September.**

- **In September 2004, NS took steps to have GE locomotive overhaul work that could not be reasonably performed at Roanoke performed at Juniata Locomotive Shop.**
- **In September 2004, NS Thoroughbred Mechanical Services secured a contract with Virginia Railway Express to perform top deck overhauls to two GP39-2C locomotives.**
- **Norfolk Southern held several open employment application sessions during the final two weeks of September in Altoona, Johnstown and Pittsburgh for mechanical positions at Juniata.**