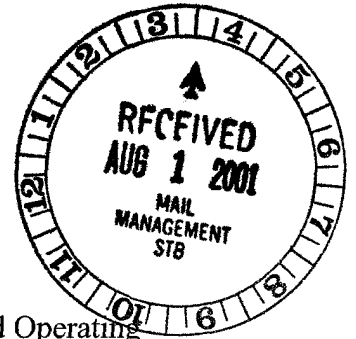


203046
ENTERED
Office of the Secretary
AUG 01 2001
Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388



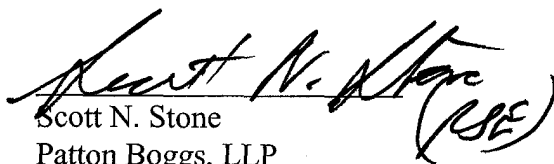
CSX Corporation et al., Norfolk Southern Corp. et al.--Control and Operating
Leases/Agreements--Conrail Inc. and Consolidated Rail Corp.

JOINT PETITION OF VARIOUS UNIONS
AND THE COMMONWEALTH OF PENNSYLVANIA
FOR ENFORCEMENT OF ORDER, OR ALTERNATIVELY TO REOPEN FOR ORDER
DIRECTING COMPLIANCE WITH COMMITMENTS,
OR ALTERNATIVELY FOR RELIEF NOT OTHERWISE PROVIDED-FOR

NOTICE OF FILING OF SIGNED DECLARATION OF ALAN M. SCHEER

Because of time constraints in preparation of the reply of the Union Petitioners and the Commonwealth of Pennsylvania to this Board's Decision No. 186, Petitioners had to file a fax copy of the Declaration of Alan M. Scheer. Petitioners are now filing with this notice the original of Mr. Scheer's declaration.

Respectfully submitted,


(SE)

Scott N. Stone
Patton Boggs, LLP
2550 M Street, N.W.
Washington, D.C. 20037

Counsel for the Commonwealth of
Pennsylvania



Richard S. Edelman
O'DONNELL, SCHWARTZ
& ANDERSON, P.C.
1900 L Street, N.W., Suite 707
Washington, DC 20036
202-898-1824

Counsel for the Unions

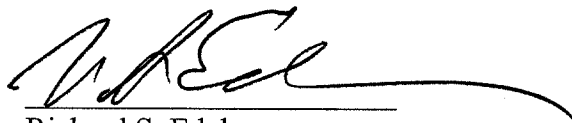
July 31, 2001

CERTIFICATE OF SERVICE

I hereby certify that I have caused to be mailed copies of the foregoing Notice of Filing of Signed Declaration of Alan M. Scheer by First Class Mail upon the persons listed on the current official service list in Finance Docket No. 33388. Applicants and as many other parties as possible were served by mail on August 1, 2001, other parties will be served on August 2, 2001.

8/1/01

Date



Richard S. Edelman

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

CSX Corporation and CSX Transportation, Inc.,
Norfolk Southern Corp. and Norfolk
Southern Ry. Co.--Control and Operating
Leases/Agreements--Conrail Inc.
and Consolidated Rail Corporation
Transfer of Railroad Line by Norfolk
Southern Railway Company to CSX Transportation, Inc.

DECLARATION OF ALAN M. SCHEER

I, ALAN M. SCHEER, declare under penalty of perjury, and pursuant to 28 U.S.C. § 1746, that the following is true, correct, and based upon personal knowledge.

1. I am an International Representative of the International Brotherhood of Boilermakers, Iron Ship Builders, Blacksmiths, Forgers and Helpers ("IBB"). The IBB represents employees of Norfolk Southern Ry. ("NSR") at its Hollidaysburg Car Shop ("HCS") who, perform boilermaker and blacksmith work at the Shop. The IBB actively participated in the STB proceedings on the CSX Corp. and Norfolk Southern Corp. acquisition of control and division of the Consolidated Rail Corp. ("Conrail") ("Conrail Transaction").

2. Norfolk Southern's response to this Board's Order in Decision No. 186 regarding NS' planned closing of the HCS asserts that this organization did not rely on NS' representations that NS would retain and invest in the HCS and the Juniata Locomotive Shop ("Altoona Shops") because we did not refer to those representations when we withdrew our opposition to approval of the Conrail Transaction. However, we saw no need to explicitly state our reliance on NS' representations about the Altoona Shops because this was not a matter of a private arrangement

between the union and the carrier. In the Application filed with the Board, NS had stated clearly, and in detail, that it would continue to use and invest in the Altoona Shops, and that it expected to increase employment in the Shops. Moreover, NS had been explicit in its public statements about the commitments it had made in the Application and elsewhere about the Shops. We certainly did not understand NS to have said that NS merely thought the Shops would be useful and that it hoped and expected to use them, but for no definite period of time, as NS has claimed in its response to Decision No. 186. And no person at NS ever said that to us. Accordingly, we had no reason to recite NS' representations about the Altoona Shops as part of our reason for withdrawing from opposition to the Transaction.

3. I want to emphasize that NS' representations about the Altoona shops were a key consideration in the union's decision to withdraw from opposition to the Transaction. The Altoona shops were the largest shops on the Conrail system and therefore the largest employers of members of this union workers on the Conrail system. Continued employment, and stability of employment at current work locations for workers represented by this union was necessarily important for us in deciding our positions on the Transaction. There is simply no basis for NS' assertion that this organization did not rely on NS' representations about the Altoona Shops in withdrawing from opposition to the Conrail Transaction. NS' current plan to close the HCS is a clear repudiation of those representations on which we relied.

7/13/01
Date

Alan M. Scheer
Alan M. Scheer