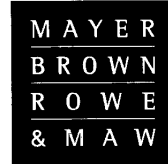


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December 11, 2003

Mayer, Brown, Rowe & Maw LLP
1909 K Street, N.W.
Washington, D.C. 20006-1101

Main Tel (202) 263-3000
Main Fax (202) 263-3300
www.mayerbrownrowe.com

BY HAND-DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Robert M. Jenkins III
Direct Tel (202) 263-3261
Direct Fax (202) 263-5261
rmjenkins@mayerbrown.com

Re: Finance Docket No. 34319
Consolidated Rail Corporation –
Declaratory Order Proceeding

ENTERED
Office of Proceedings

DEC 11 2003

Part of
Public Record

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are an original and ten copies of "Joint Motion to Hold Proceedings in Abeyance." Please date-stamp the extra copy that is enclosed and return it to our representative.

Sincerely yours,

A handwritten signature in black ink, appearing to read "RMJ".
Robert M. Jenkins III

RMJ/bs

Enclosures



209599

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 34319

**CONSOLIDATED RAIL CORPORATION –
DECLARATORY ORDER PROCEEDING**

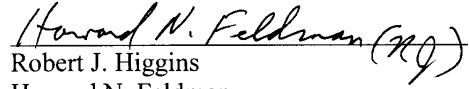
**JOINT MOTION TO HOLD PROCEEDINGS
IN ABEYANCE**



Plaintiff AT&T Communications, Inc. and Defendant Consolidated Rail Corporation respectfully move the Board to hold its proceedings in this matter in abeyance until February 4, 2004. Attached hereto is a “Joint Motion for a Further Stay of Discovery and to Extend the Time for the Surface Transportation Board to Answer Questions Referred to it by the Court” that the parties are simultaneously filing with the United States District Court for the Eastern District of Pennsylvania. As explained therein, the parties have executed a term sheet agreement in connection with settlement of the case that will moot the proceedings before the Board. However, the parties likely will not be able to finalize their settlement agreement before the time frames set by the Board and the Court for further action in their respective proceedings. Among other things, the joint motion to the Court requests that the Court extend the deadline it previously set for the Board’s decision in this matter. The parties will inform the Board as soon as the Court acts on that motion.

Lois J. Lipton
AT&T LAW DIVISION
222 W. Adams Street
Suite 1500
Chicago, IL 60606

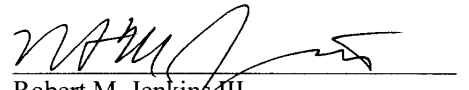
Respectfully submitted,


Robert J. Higgins
Howard N. Feldman
B. Haven Walling, Jr.
Laura Hamilton
**DICKSTEIN SHAPIRO MORIN &
OSHINSKY LLP**
2101 L Street, N.W.
Washington, D.C. 20037-1526
Telephone: (202) 785 9700
Facsimile: (202)-887 0689

Paul H. Lamboley
1701 Pennsylvania Avenue
Suite 300
Washington, DC 20006
Telephone: (202) 879-2623
Facsimile: (202) 879-2624

Attorneys for Plaintiff AT&T Communications, Inc.

Jonathan M. Broder
John K. Enright
CONSOLIDATED RAIL CORPORATION
16th Floor
2001 Market Street
Philadelphia, PA 19103
215-209-5012


Robert M. Jenkins III
Brad P. Rosenberg
MAYER, BROWN, ROWE & MAW LLP
1909 K Street, NW
Washington, DC 20006
Telephone: (202) 263-3261

Ralph G. Wellington
Nancy Winkelman
**SCHNADER HARRISON SEGAL &
LEWIS LLP**
1600 Market Street, Suite 3600
Philadelphia, PA 19103
Telephone: (215) 751-2000

Attorneys for Consolidated Rail Corporation

Dated: December 11, 2003

IN THE UNITED STATES DISTRICT COURT FOR
THE EASTERN DISTRICT OF PENNSYLVANIA

AT&T COMMUNICATIONS, INC.

Plaintiff,

v.

CONSOLIDATED RAIL CORPORATION

Defendant

C.A. No. 03 CV 147 (CMR)

**JOINT MOTION FOR A FURTHER STAY OF DISCOVERY
AND TO EXTEND THE TIME FOR THE SURFACE
TRANSPORTATION BOARD TO ANSWER QUESTIONS
REFERRED TO IT BY THE COURT**

Plaintiff AT&T Communications, Inc. and Defendant Consolidated Rail Corporation hereby respectfully move this Court to extend the 45-day stay of discovery previously imposed by the Court in its Order of November 21, 2003, by an additional 30 days, to February 4, 2004. The parties further request that this Court allow the Surface Transportation Board until the same date, February 4, 2004, to advise the Court of its answers to the questions referred to it by the Court in its Order of September 29, 2003. In support of this Motion, the parties state as follows:

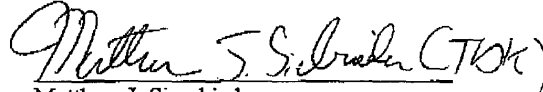
1. By Order dated November 21, 2003, this Court stayed discovery in this case for 45 days to allow the parties to begin settlement negotiations. The parties have made

significant progress in their settlement discussions and have executed a term sheet agreement. However, due to the complexity of the issues and the approaching holidays, they likely will not be able to finalize their settlement agreement until after the 45-day stay of discovery imposed by the Court has expired on January 5, 2004.

2. By Order dated September 29, 2003, this Court referred certain questions to the Surface Transportation Board and directed that the STB should advise the Court of its answers to these questions within 90 days, or by December 29, 2003. In view of the progress the parties have made with respect to settlement, the parties intend to file a joint petition with the STB to stay proceedings in that forum for a sufficient time in order to permit the parties to complete the documents for their settlement agreement. Because the proceeding in the STB were initiated pursuant to this Court's September 29, 2003 Order, the parties request that this Court enter a supplemental Order allowing the STB to stay those proceedings for the time necessary to complete the settlement.

WHEREFORE, the parties hereby request that this Court issue a supplemental Order staying discovery for an additional 30 days beyond the 45-day period imposed by the Court in its Order of November 21, 2003, or until February 4, 2004. The parties further request that this Court extend the time period by which the STB may advise the Court of its answers to the questions referred to it pursuant to the Court's Order of September 29, 2003, by an additional 38 days, or until February 4, 2004.

Respectfully submitted,



Matthew J. Siembieda

AT&T CORPORATE CENTER
2022 Chain Bridge Road, Room 3-D
Oakton, VA 22185

Blank Rome LLP
One Logan Square
18th & Cherry Streets
Philadelphia, PA 19103
Telephone: (215) 569-5500
Facsimile: (215) 569-5555

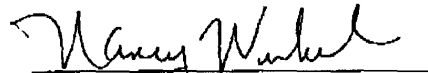
Lois J. Lipton
AT&T LAW DIVISION
222 W. Adams Street
Suite 1500
Chicago, IL 60606

Robert J. Higgins
Howard N. Feldman
B. Haven Walling, Jr.
Laura Hamilton
Jorge Kotelanski

**DICKSTEIN SHAPIRO MORIN &
OSBINSKY LLP**
2101 L Street, N.W.
Washington, D.C. 20037-1526
Telephone: (202) 785 9700
Facsimile: (202)-887 0689

Attorneys for Plaintiff AT&T Communications, Inc.

Robert M. Jenkins III
Brad P. Rosenberg
MAYER, BROWN, ROWE & MAW LLP
1909 K Street, NW
Washington, DC 20006
(202) 263-3261



Ralph G. Wellington
Nancy Winkelman
**SCHNADER HARRISON SEGAL &
LEWIS LLP**
1600 Market Street, Suite 3600
Philadelphia, PA 19103
Telephone: (215) 751-2000
Facsimile: (215) 751-2205

Jonathan M. Broder
John K. Enright
CONSOLIDATED RAIL CORPORATION
16th Floor
2001 Market Street
Philadelphia, PA 19103
215-209-5012

Attorneys for Defendant Consolidated Rail Corporation

Dated: December 11, 2003

IN THE UNITED STATES DISTRICT COURT FOR
THE EASTERN DISTRICT OF PENNSYLVANIA

AT&T COMMUNICATIONS, INC.

Plaintiff,

v.

CONSOLIDATED RAIL CORPORATION

Defendant

C.A. No. 03 CV 147 (CMR)

ORDER

AND NOW, this _____ day of _____, 2003, it is hereby
ORDERED that all discovery is STAYED an additional 30 days beyond the 45-day period
specified in this Court's order of November 21, 2003, or until February 4, 2004. Upon the
expiration of this period, the parties shall file a Joint Status Update addressing the progress of
settlement negotiations and any other appropriate matters.

It is further ORDERED that the Surface Transportation Board has an additional
38 days beyond the 90-day period specified in this Court's Order of September 29, 2003, or until
February 4, 2004, to advise this Court of the Board's answers to the questions referred to it
pursuant to that Order.

BY THE COURT:

RUFÉ, J.