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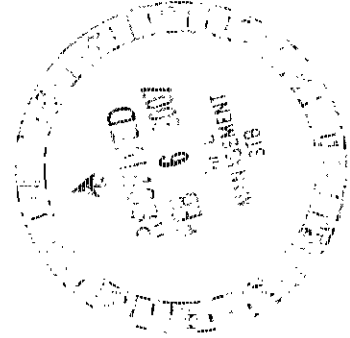
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February 6, 2007

BY HAND DELIVERY

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



Re: CSX Corp. *et al.* – Control and Operating Leases/Agreements – Conrail
Inc. *et al.*, Finance Docket No. 33388 (Sub-No. 100), Petition for
Clarification Or in the Alternative For Supplemental Order-North Jersey
Shared Assets Area.

Dear Secretary Williams:

I enclose for filing in the above captioned proceeding an original and ten copies
each of (1) Motion of Norfolk Southern Corporation and Norfolk Southern Railway
Company For Leave to File Reply To Comments of CNJ Rail Corporation and James
Riffin d/b/a/ The Raritan Valley Connecting Railroad and (2) Reply of Norfolk Southern
Corporation and Norfolk Southern Railway Company To Comments of CNJ Rail
Corporation and James Riffin d/b/a/ The Raritan Valley Connecting Railroad.

Sincerely,

David M. Endersbee

Enclosures

cc: All parties of Record

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Public Record

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

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**MOTION OF NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN
RAILWAY COMPANY FOR LEAVE TO FILE REPLY TO COMMENTS OF CNJ RAIL
CORPORATION AND JAMES RIFFIN DBA THE RARITAN VALLEY CONNECTING
RAILROAD**

Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively, “NS”) respectfully move for leave to file the accompanying reply to comments filed in this proceeding on December 1, 2006 by two parties neither of which had previously filed comments in this proceeding, CNJ Rail Corporation (“CNJ”) and James Riffin d/b/a The Raritan Valley Connecting Railroad (“Riffin”). The Board’s decision served November 22, 2006 provided that “Petitioners will have until December 13, 2006 [subsequently extended to February 6, 2007] to reply to those comments [filed on or before December 1, 2006 to the petitioners’ supplement to their petition],” but it did not specifically provide for replies by other parties to such comments.

In their comments, CNJ and Riffin make assertions and arguments not previously made by petitioners. These are not arguments that NS could reasonably have anticipated, and NS has not had an opportunity to respond to them. NS therefore respectfully requests the Board to

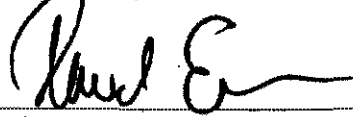
permit it to file a response to those comments. The Board has permitted such responses on many occasions in the interests of a complete record and to ensure a just determination of the issues. See 49 C.F.R. § 1100.3, which provides that the Board's rules are to be "construed liberally to secure just . . . determination of the issues presented." See also, e.g. MVC Transportation, LLC – Acquisition Exemption – P&LE Properties, Inc., Finance Docket No. 34462, served October 20, 2004; Norfolk Southern Railway Co. – Abandonment Exemption – In Nottoway, Prince Edward, Cumberland, and Appomattox Counties, VA, Docket No. AB-290 (Sub-No. 252X), served January 18, 2005; Union Pacific Railroad Co. – Abandonment Exemption – In Rio Grande and Mineral Counties, CO, Docket No. AB-33 (Sub-No. 132X), served June 22, 2004; CSX Transportation Inc. – Abandonment Exemption – In Summit County, OH, Docket No. AB-55 (Sub-No. 631X), served May 12, 2004; Reading Blue Mountain and Northern Railroad Co. – Lease and Operation Exemption – Norfolk Southern Railway Co. and Pennsylvania Lines LLC, Finance Docket No. 34048, served August 1, 2001; Jefferson Terminal Railroad Co. – Acquisition and Operation Exemption – Crown Enterprises, Finance Docket No. 33950, decision served March 19, 2001.¹ Moreover, allowing NR to reply to the comments of CNJ and Riffin will neither unfairly prejudice any party nor delay the proceeding.

¹ Inasmuch as the CNJ and Riffin comments were ostensibly filed in reply to the supplement to the petition filed by the petitioners, not in reply to any pleading by NS, it seems doubtful that the Board's general rule against replies to replies, 49 C.F.R. § 1104.13(c), would apply to a response to those comments by NS. If it does, however, NS requests a waiver of the rule for the reasons stated.

CONCLUSION

The Board should grant the motion of NS to file a reply to the comments filed by CNJ and Riffin on December 1, 2006.

Respectfully submitted,



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*Attorneys for
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February 6, 2007

CERTIFICATE OF SERVICE

I certify that I have this 6th day of February, 2007, caused copies of the foregoing Motion of Norfolk Southern Corporation and Norfolk Southern Company for Leave to File Reply to Comments of CNJ Rail Corporation and James Riffin d/b/a The Raritan Valley Connecting Railroad to be served by hand or first class mail, postage prepaid, on the following:

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