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October 25, 2022

VIA E-FILING

Cynthia T. Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington DC 20423-0001

Re: Norfolk Southern Railway Company, Tennessee Railway Company, and Tennessee, Alabama & Georgia Railway Company— Corporate Family Exemption, FD 36634

Dear Ms. Brown:

Enclosed for e-filing in the above-referenced matter is an errata correcting an inadvertently omitted reference to a historic report not being required on page 8 of Norfolk Southern Railway Company, Tennessee Railway Company, and Tennessee, Alabama & Georgia Railway Company, October 11, 2022, corporate family exemption filing. Also enclosed, are maps that have been electronically reduced to allow for e-filing. The maps are designated as pages 12-A through 12-E. If there are any questions concerning this e-filing, please contact me by telephone at (202) 663-7831 or by e-mail at czorbaugh@bakerandmiller.com. If I am unavailable, you may contact my colleague, William A. Mullins, by telephone at (202) 663-7823 or by e-mail at wmullins@bakerandmiller.com

Sincerely,

/s/ *Crystal M. Zorbaugh*

Crystal M. Zorbaugh

Attorney for Norfolk Southern Railway Company,
Tennessee Railway Company, and Tennessee, Alabama &
Georgia Railway Company

Enclosures
cc: Parties of Record

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36634

**NORFOLK SOUTHERN RAILWAY COMPANY, TENNESSEE RAILWAY COMPANY,
AND TENNESSEE, ALABAMA & GEORGIA RAILWAY COMPANY
— CORPORATE FAMILY EXEMPTION —**

**ERRATA TO OCTOBER 11, 2022
VERIFIED NOTICE OF EXEMPTION**

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**Attorneys for Norfolk Southern
Railway Company, Tennessee Railway
Company, and Tennessee, Alabama &
Georgia Railway Company**

October 25, 2022

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36634

**NORFOLK SOUTHERN RAILWAY COMPANY, TENNESSEE RAILWAY COMPANY,
AND TENNESSEE, ALABAMA & GEORGIA RAILWAY COMPANY
— CORPORATE FAMILY EXEMPTION —**

**ERRATA TO OCTOBER 11, 2022, CORPORATE FAMILY EXEMPTION NOTICE OF
EXEMPTION**

Since submitting Norfolk Southern Railway Company, Tennessee Railway Company, and Tennessee, Alabama & Georgia Railway Company (collectively “NSR Parties”) corporate family exemption filing on October 11, 2022, NSR Parties discovered an inadvertent omission on page 8 related to a historic report not being required; thus, NSR Parties is providing a replacement page to correct that omission. Additionally, at the Board’s request, NSR Parties has reduced the file size of its system map and other related maps included herein as pages 12-A through 12-E to allow for e-filing instead of accessing the maps via an FTP link. NSR Parties is also providing a replacement to page 7 to remove the reference to the FTP link.

Respectfully submitted,

/s/ *Crystal M. Zorbaugh*

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October 25, 2022

Attorneys for Norfolk Southern Railway
Company, Tennessee Railway Company,
and Tennessee, Alabama & Georgia Railway
Company

cc: Parties of Record

49 C.F.R. §1180.6 (a) (1) (iii) -- Purpose of the Transaction.

The purpose sought to be accomplished through this transaction is to improve operating and administrative efficiencies within the corporate family.

49 C.F.R. §1180.6 (a) (5) -- List of States in Which the Parties' Property is Located.⁹

NSR and its consolidated railroad subsidiaries own or operate lines of railroad in the District of Columbia and the States of Alabama, Delaware, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Maryland, Michigan, Mississippi, Missouri, New Jersey, New York, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee, Virginia, and West Virginia. TRC's Line to be transferred to NSR and to be operated by NSR is in the State of Tennessee. TAG's Line to be transferred to NSR and to be operated by NSR are in the States of Tennessee, Alabama, and Georgia.

49 C.F.R. §1180.6 (a) (6) -- Map Exhibit.

A map showing the lines of railroad owned by TRC and TAG in relation to the NSR rail system is included in Exhibit B. Maps showing the lines of TRC and TAG are also included in Exhibit B.¹⁰

49 C.F.R. §1180.6 (a) (7) (ii) -- Agreement.

Pursuant to a written agreement (yet to be executed), NSR will merge two of its affiliates, Tennessee Railway Company (TRC) and the Tennessee, Alabama & Georgia Railway Company (TAG) into NSR. The Agreement will contain no restrictions on interchange with railroads outside

⁹ Consistent with 49 C.F.R. §1180.3 and 49 C.F.R. §1180.6 (a) (5), NSR has listed all states in which any part of the property of an applicant carrier is situated. The term applicant carrier is defined as any applicant that is a rail carrier; any rail carrier operating in the United States, Canada, and/or Mexico in which an applicant holds a controlling interest; and all other rail carriers involved in the transaction.

¹⁰ Exhibit B contains the following maps: System map at page 12A, TRC maps at pages 12B & 12C, and TAG maps at pages 12D & 12E.

the corporate family.

49 C.F.R. §1180.4 (g) (1) (i) -- Level of Labor Protection.

No effects on employees are anticipated. However, the interest of any rail employees will be addressed by imposition, pursuant to 49 U.S.C. § 10502(g) and § 11326 of standard labor protective provisions, as set forth in New York Dock Ry. – Control – Brooklyn Eastern Dist., 360 I.C.C. 60 (1979).

49 C.F.R. §1105.6 through 1105.8—Environmental & Historic Report.

The proposed corporate family transaction will not have a significant effect on the quality of the human environment or consumption of energy. Because the proposed merger involves only a change of ownership and does not involve a change in carrier operations, the proceeding is exempt from environmental review under 49 CFR §1105.6(c)(2)(i) and 49 CFR §1105.8(b)(2).¹¹ In fact, the incumbent operator will continue to operate the Line; thus, operational changes, if any, would be de minimis.

Respectfully submitted,

/s/ Crystal M. Zorbaugh

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¹¹ A sale, lease, or transfer between corporate affiliates does not require the preparation of a historic report.

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

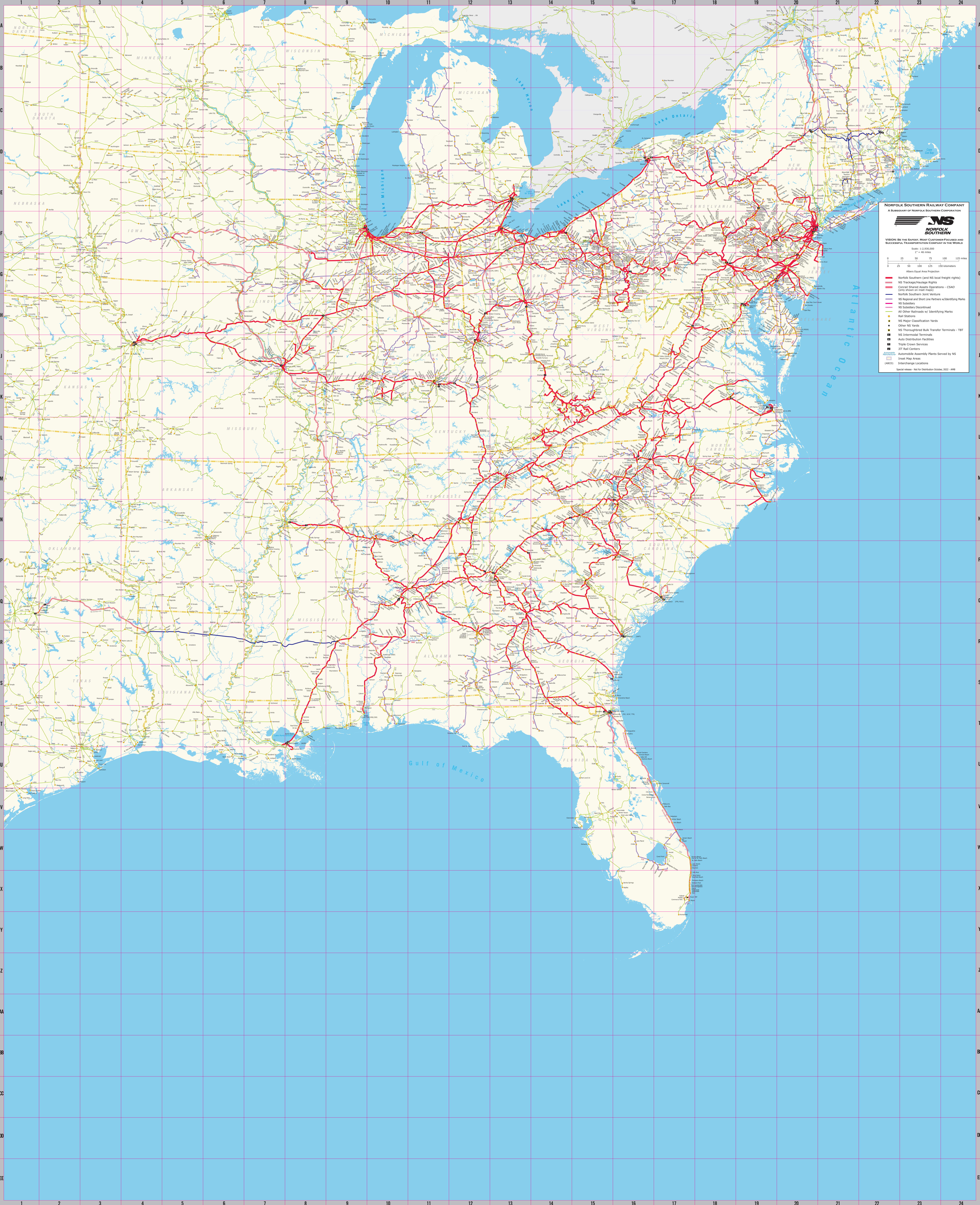
FD 36634

**NORFOLK SOUTHERN RAILWAY COMPANY, TENNESSEE RAILWAY COMPANY,
AND TENNESSEE, ALABAMA & GEORGIA RAILWAY COMPANY
— CORPORATE FAMILY EXEMPTION —**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. §1180.2(d)(3)**

EXHIBIT B

MAPS



NORFOLK SOUTHERN RAILWAY COMPANY
A SUBSIDIARY OF NORFOLK SOUTHERN CORPORATION

NS
NORFOLK SOUTHERN

VISION: BE THE BARRETT. MOST CUSTOMER FOCUSED AND SUCCESSFUL TRANSPORTATION COMPANY IN THE WORLD.

Scale: 1:2,930,000
1" = 46 miles

0 25 50 100 125 150 kilometers
0 25 50 100 125 miles
Albers Equal Area Projection

- Norfolk Southern (and NS local freight rights)
- NS Trackage/Lease Rights
- Control Shared Assets Operations - CSX
- Norfolk Southern Joint Venture
- NS Regional and Short Line Partners w/Identifying Marks
- NS Subsidiary
- NS Subsidiary Discontinued
- All Other Railroads w/ Identifying Marks
- Rail Stations
- NS Major Classification Yards
- Other NS Yards
- NS Thoroughbred Bulk Transfer Terminals - TBT
- NS Intermediate Terminals
- Auto Distribution Facilities
- Triple Crown Services
- IT Rail Centers
- Automobile Assembly Plants Served by NS
- Inset Map Areas
- Interchange Locations
- AMCS

Special release - Not for Distribution October, 2022 - AMB

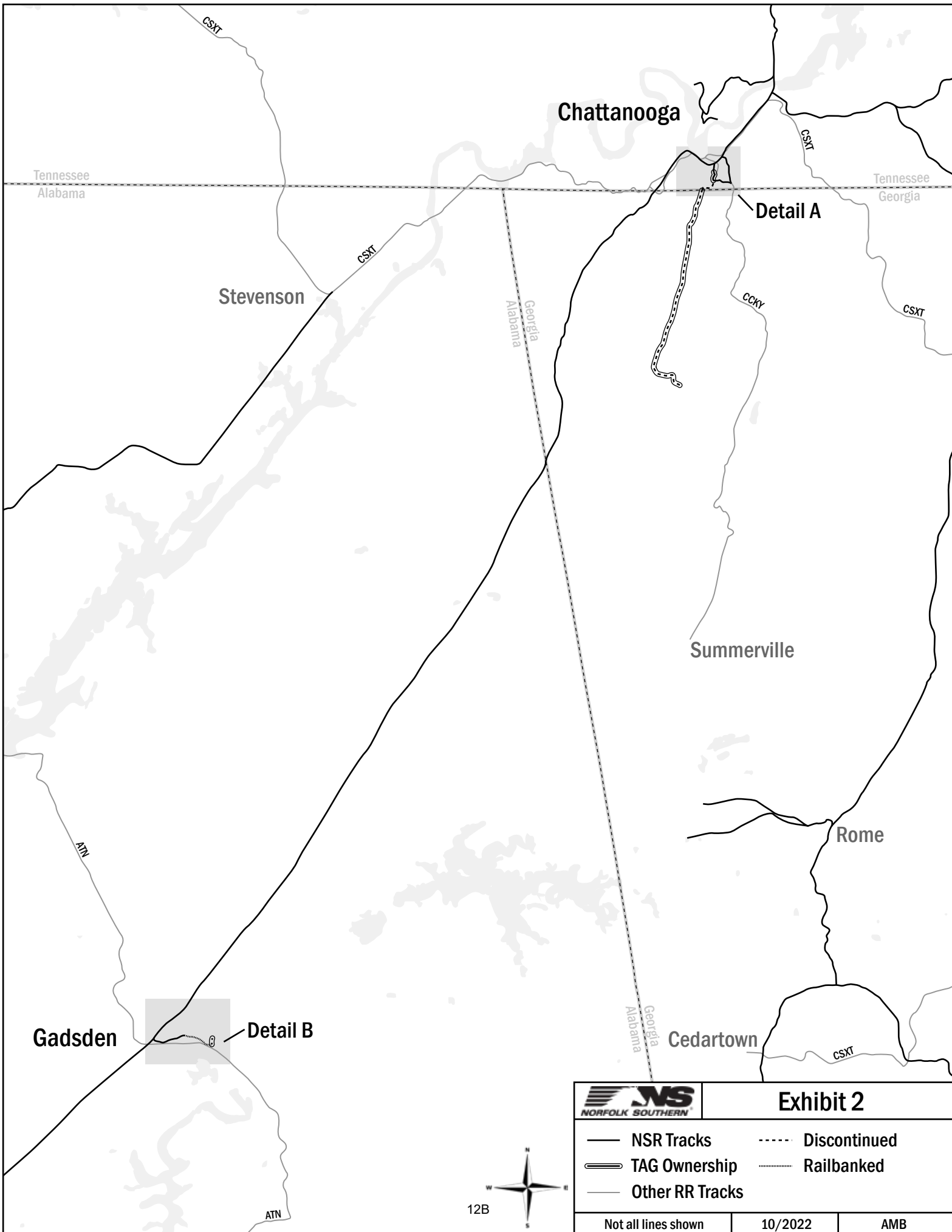


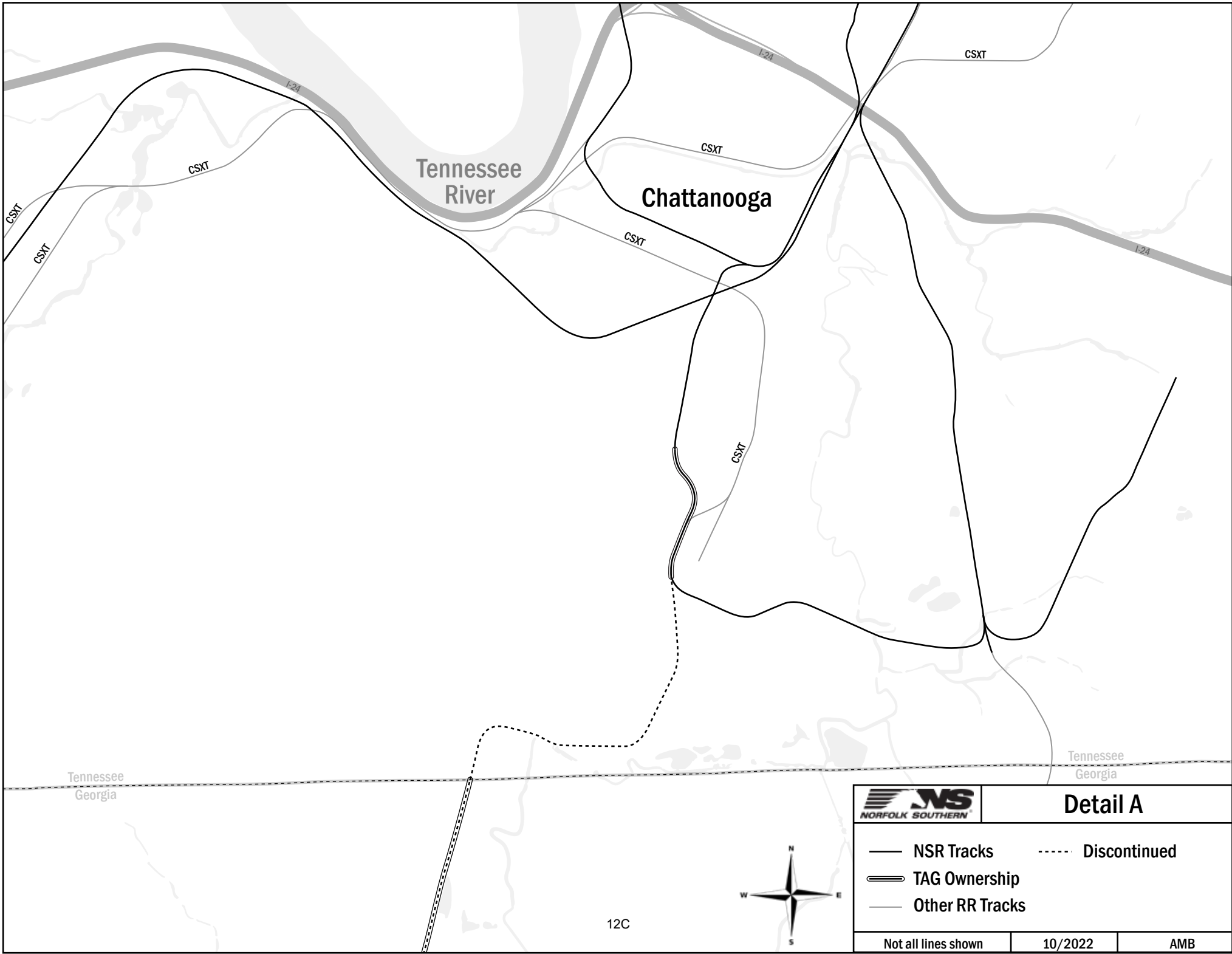
Exhibit 2

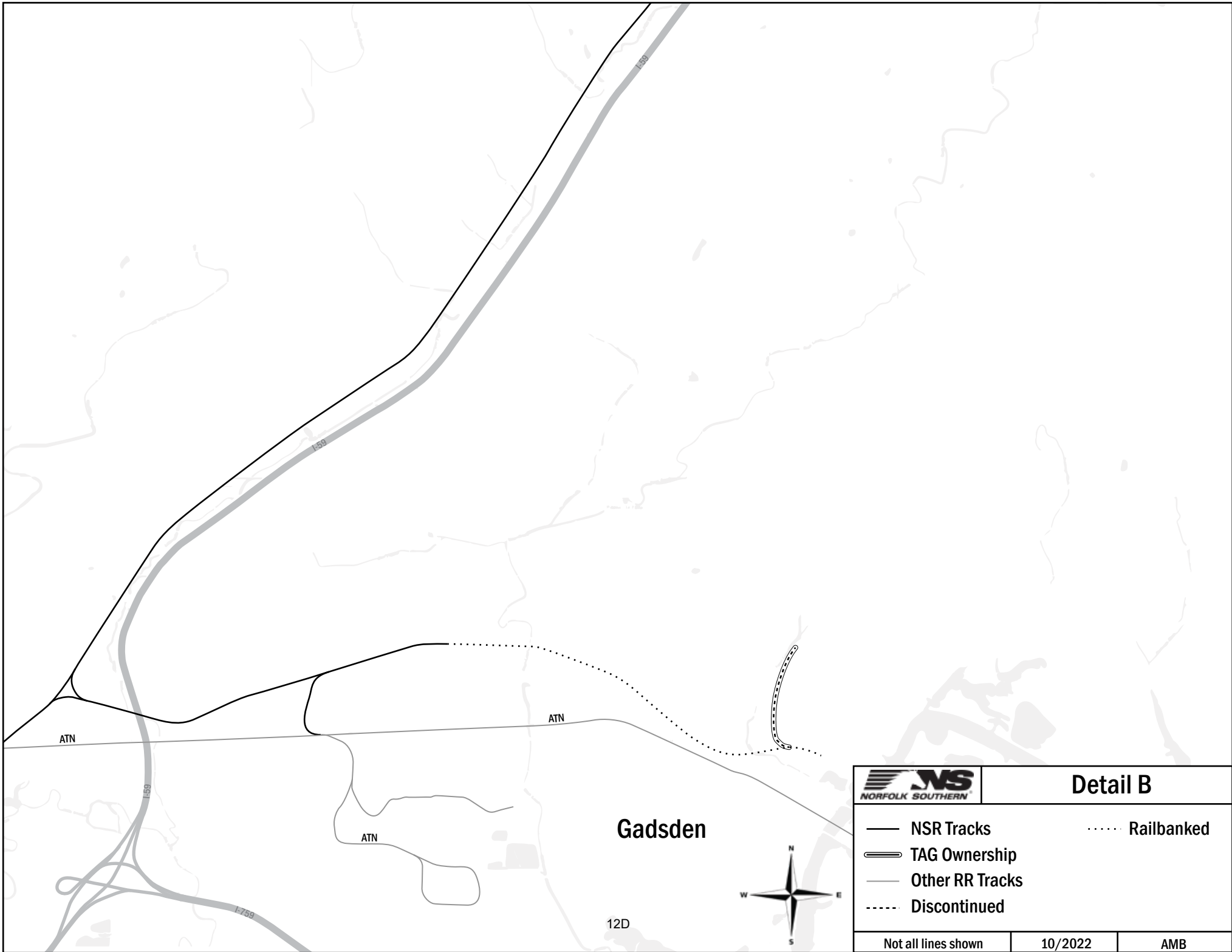
- | | |
|-------------------|----------------------|
| — NSR Tracks | - - - - Discontinued |
| == TAG Ownership | Railbanked |
| — Other RR Tracks | |

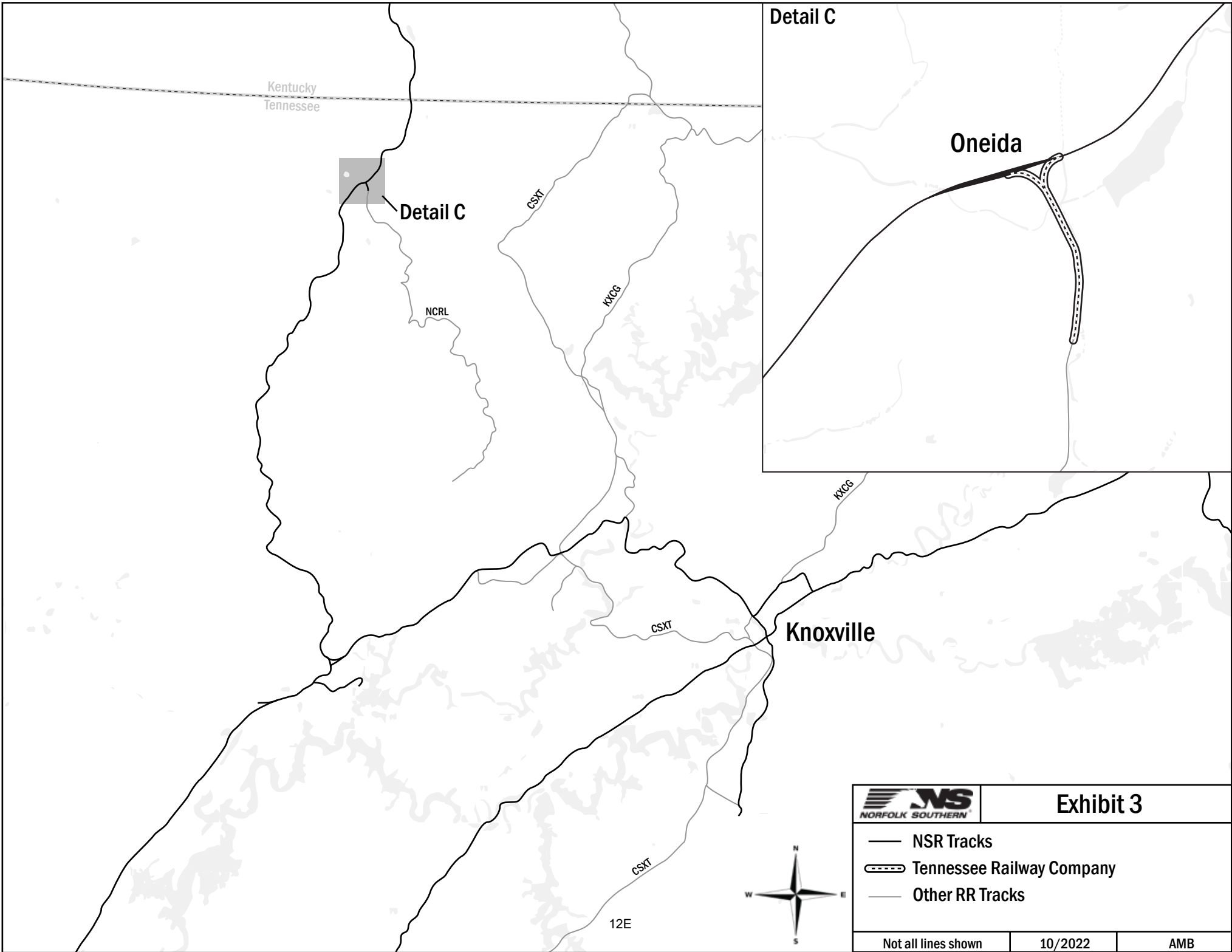
Not all lines shown

10/2022

AMB







Detail C

Oneida

Detail C

Knoxville



Exhibit 3

- NSR Tracks
- - - Tennessee Railway Company
- Other RR Tracks

Not all lines shown

10/2022

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