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November 30, 2009

**Via Electronic Mail
Confirmed By Hand Delivery**

James McNulty, Secretary
Pennsylvania Public Utility Commission
P. O. Box 3265
Harrisburg, PA 17105-3265

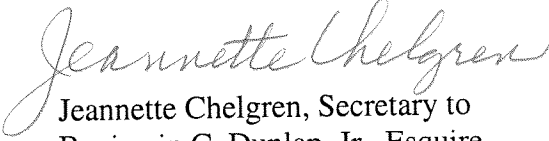
In re: Application of Norfolk Southern Railway Company to abolish the public rail-highway crossing of High Street above its tracks in the City of Bethlehem and the Borough of Hellertown, Northampton County, Pennsylvania (DOT # 592 787 H). PUC Docket No. A-2008-2075123

Dear Sir:

Attached please find the Prehearing Conference Memorandum of Norfolk Southern Railway Company in the above-referenced matter. In accordance with the accompanying Certificate of Service, we are serving a copy of the Petition on all parties of record by regular mail.

A hard copy of the attached Petition will be hand delivered to your office. If you have any questions, please don't hesitate to contact our office.

Sincerely yours,


Jeannette Chelgren, Secretary to
Benjamin C. Dunlap, Jr., Esquire

Enclosures

cc: All Parties of Record (w/enc.)
Randal S. Noe, Esquire (w/enc.)
Thomas Bracey (w/enc.)

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

**In re: Application of Norfolk Southern Railway :
Company to abolish the public rail-highway :
crossing of High Street above its tracks in the : Docket No. A-2008-2075123
City of Bethlehem and Borough of Hellertown, :
Northampton County, Pennsylvania :
(DOT # 592 787 H) :**

**PREHEARING CONFERENCE MEMORANDUM OF
NORFOLK SOUTHERN RAILWAY COMPANY**

Norfolk Southern Railway Company (“Norfolk Southern”), files this Prehearing Conference Memorandum pursuant to the requirements of Paragraph 3 of the Prehearing Conference Order of Administrative Law Judge Candace F. Melillo, dated October 27, 2009, in this matter.

History of the Proceeding

Norfolk Southern and the City of Bethlehem (“City”) have been in discussions for some time regarding the future of the subject bridge. The bridge is beyond its useful life span and is no longer necessary to separate the highway from the former rail line, which has been out of service since 1999 and on which service was abandoned pursuant to Surface Transportation Board authority in 2004.

Norfolk Southern filed an Application with the Commission on November 14, 2008, to abolish the crossing. To accomplish this, it agreed to remove the existing wooden bridge structure and replace it with fill that would support a one-lane roadway, as is currently on the bridge, at its sole cost and expense. Specifically, the proposed scope of work would support at 16-foot wide roadway for a 12-foot side single traffic lane at a finished grade approximately 12 inches above the current

roadway elevation. Norfolk Southern was also willing to convey its property at the crossing at no cost to the City for the roadway.

At the field conference held on February 5, 2009, the parties agreed to the approval of Norfolk Southern's Application, along the general terms expressed in the Secretarial Letter issued by the Bureau of Transportation and Safety ("BTS") dated March 18, 2009. However, Norfolk Southern filed a Petition to Appeal the Secretarial Letter on April 6, 2009, to the extent that the Secretarial Letter included terms to which it did not agree regarding the scope of work to abolish the crossing. The City also filed a Petition to Appeal the Secretarial Letter asserting that the scope of work in the Secretarial Letter would interfere with potential trail development at the site.

Issues to be Presented

Norfolk Southern does not oppose potential trail development at the site, even though the City currently does not own the former rail line. Norfolk Southern acknowledges that it has some responsibility for maintenance of the crossing structure under the Commission Order entered September 1, 1999, at Docket M-00991256. That is why Norfolk Southern has offered to provide the base for the current one-lane roadway on fill at the site, to provide the City the equivalent of what it has now. Alternatively, Norfolk Southern has also offered to contribute to the City the amount it would cost to perform this work to use as it likes for any other bridge or roadway construction at the site. However, Norfolk Southern will not agree to pay more than the aforementioned cost to construct a new bridge at the site which would be a betterment over the service provided by the current bridge and would solely benefit the City as there is no longer a rail-highway crossing at the site.

Proposed Witness and the Subject of His Testimony

At this point in time, it is believed that an engineering witness for Norfolk Southern, Thomas M. Bracey, would be its sole witness. Mr. Bracey would testify as to the condition and life span of the bridge. He would also testify regarding the basis for an equitable cost contribution by Norfolk Southern to the project. As discussions further develop, Norfolk Southern reserves the right to name additional witnesses, should the need arise.

Procedural Schedule

Norfolk Southern thinks that this is a case that should settle and has already initiated discussions with counsel for the City in that regard. Norfolk Southern intends to request a break in the prehearing conference to continue those discussions when all parties are in attendance. Norfolk Southern thinks that it would make the most sense to see how those discussions develop and to base a procedural schedule upon any progress or lack thereof. The parties should be able to agree upon such a schedule and report back to the Administrative Law Judge upon a reconvening of the prehearing conference or subsequent to it, as she desires.

Respectfully submitted,
NAUMAN, SMITH, SHISSLER & HALL, LLP



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Counsel for Norfolk Southern Railway Company

Date: November 30, 2009

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

**In re: Application of Norfolk Southern Railway :
Company to abolish the public rail-highway :
crossing of High Street above its tracks in the : Docket No. A-2008-2075123
City of Bethlehem and Borough of Hellertown, :
Northampton County, Pennsylvania :
(DOT # 592 787 H) :**

CERTIFICATE OF SERVICE

I hereby certify that I served one (1) copy of the Petition to Appeal of Secretarial Letter of Norfolk Southern Railway Company, in the above action, this day by electronic mail and by depositing the same in the United States mail, postage prepaid, in Harrisburg, Pennsylvania, addressed to:

Via Electronic Mail/Regular Mail:

Adm. Law Judge Candace F. Melillo
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E-mail: kmelillo@state.pa.us

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Via Regular First Class Mail:

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Northampton County Solicitor
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Easton, PA 18042

Lower Saucon Authority
Attn: Tiffany T. Clewell
3706 Old Philadelphia Pike
Bethlehem, PA 18015

Moravian College
Attn: Facilities Services
1415 Cortland Street
Bethlehem, PA 18018

PPL Electric Utilities Corporation
Attn: Jennifer Perdick
827 Housman Road
Allentown, PA 18104

XO Communication
C/o De-Tech Inc.
Attn: Robert Freed
120 N. Pearl Street
Crestline, OH 44827

Bethlehem City Dept. of Water/Sewer
Attn: Carl Newswanger
10 E. Church Street
Bethlehem, PA 18018

UGI Utilities Inc.
Attn: Linda Sofranek
2121 City Line Road
Bethlehem, PA 180172

Verizon Pennsylvania, Inc.
Attn: Ernestine Draper
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Philadelphia, PA 19107


Hellertown Boro Authority/Hellertown Boro
Attn: Glenn B. Higbie
501 Durham Street
PO Box 81
Hellertown, PA 18055

RCN Telecom Services, Inc.
Attn: Bob Roe
1525 Valley Center Parkway
Bethlehem, PA 18017

Suburban Propane LP
Attn: Mike Merrill
240 Route 10 West
Whippany, NJ 07981

Borough of Hellertown
685 Main Street
Hellertown, PA 18055

Date: November 30, 2009


Jeannette Chelgren, Secretary to
Benjamin C. Dunlap, Jr., Esquire