

**Exhibit No. 15**

**OPERATING PLAN - MINOR**

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(Operating Plan - Minor)**

INRD's proposed operating plan for the combined system is based on current traffic levels and traffic flows. It consists of a "hub and spoke" operation for manifest trains, local switching arrangements, and an overlay of unit trains carrying primarily coal, but also petroleum coke, scrubber stone, and potash. This narrative description of the operating plan shows what services will be provided, their frequency and timing if scheduled, and how the different operations fit together.

**NARRATIVE DESCRIPTION OF THE OPERATING PLAN**

Hub and Spoke Operation-Merchandise Traffic

The hub and spoke operation for manifest trains is most easily described with the aid of a diagram. Listed below each "end point" is a specification of the manifest train serving that location. In each case the manifest train operates between the end point and Latta Yard.

**Terre Haute**

LATHT (out) 1300 --> 1400  
LATHT (in) 1600 --> 2100

**Indianapolis (Senate Ave)**

SALA 0900 --> 1900  
LASA 1200 --> 2000

**Latta**

**Palestine**

LAPAT (out) 0000 --> 0300  
LAPAT (in) 0600 --> 0900

**Bedford**

LABFT (out) 0100 --> 0530  
LABFT (in) 0730 --> 1130

**Louisville**

LALV 0100 --> 1200  
LVLA 0000 --> 1130

The foregoing diagram clearly shows the hub and spoke nature of over-the-road manifest train operations.

(i) Train names indicate their starting and ending points.<sup>1</sup> Thus, Train SALA originates at Senate Avenue, INRD's Indianapolis terminal, and runs to Latta Yard. LASA starts at Latta Yard and runs to Senate Avenue in Indianapolis.

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<sup>1</sup> These are not necessarily the crew starting and end points as will be discussed below.

**INRD-1 SOO-1**

(ii) Trains ending in "T" will operate in "turn" service, meaning that they originate at the designated origin point, run to their destination, turn, return to the origin point and terminate there. In the case of turn trains, the first two letters indicate the starting point and the second two the intermediate destination. Thus, Train LAPAT is a turn train that originates at Latta Yard and runs to Palestine, drops its cars, picks up cars for Latta Yard, and returns to Latta Yard. In the diagram above, the outbound train from the originating location is indicated by "(out)", the inbound train returning to the originating location is indicated by "(in)".

(iii) Turn train runs have been designed so that their trip times will, under normal circumstances, permit the completion of the round trip movement in one shift and within the on-duty limits of the Hours of Service Act. Manifest train runs have been designed so that it is possible to recrew the train at a suitable intermediate point so that the originating crew can return to its on duty point in train service within the limits of the Hours of Service Act.

(iv) On days when service is provided to Louisville, Bedford, IN will be served by Trains LALV and LVLA instead of turn Train LABFT. Both LABFT and LALA/LVLA will serve the Crane Naval Surface Warfare Center at Crane, IN, an intermediate point on the Latta Subdivision between Latta Yard and Bedford, IN.

(v) All crews for the manifest trains will report for duty at Latta Yard except for the Train SALA crew, which will go on duty at Senate Avenue (Indianapolis).<sup>2</sup>

Switching and Local Train Service

The same diagram can be used to illustrate the switching and local transfer operations that are contemplated.

Terre Haute (Van Yard)  
0500 Switch 7 days  
1400 Switch 5 days

Indianapolis (Senate Avenue)  
0500 Switch 6 days  
1400 Switch 5 days  
1400 Transfer 6 days  
1930 Transfer 6 days

Latta Yard  
0800 Switch 6 days  
1600 Switch 6 days

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<sup>2</sup> Trains SALA and LASA will change crews at Switz City, IN. The SALA crew which goes on duty at Senate Avenue, Indianapolis, will leave the train at Switz City, pick up LASA and take it to Indianapolis. The crew that takes Train LASA from Latta Yard to Switz City will leave the train at Switz City and return to Latta Yard as the crew of Train SALA from Switz City to Latta Yard.

## INRD-1 SOO-1

Palestine  
0300 Switch 5 days

0700 PAROT (now "ROB-1") 7 days  
1900 PANET (now ROB-2) 6 days

Bedford  
(Switching at Bedford performed  
by the road train)

Louisville  
(Switching at Louisville performed  
by the road train or by Norfolk  
Southern ("NS"))

The diagram shows that at Terre Haute there will be two switch jobs, one working seven days per week, the other five in contrast to one switch job working today.

At Indianapolis there will be two switch jobs and two transfer trains. One of the transfer trains will go to CSXT's Avon Yard where INRD interchanges with CSXT. The second transfer train will first service ExxonMobil's Regional Distribution Center at State Street Yard, then will go to Hawthorne Yard where INRD interchanges with NS, and then will proceed to IP&L's Harding Street power plant where it will pull empty coal cars. This operation is similar to that in place today.

At Latta there will be two switch jobs, each working six days per week, while at Palestine there will be one switch job working five days per week, and two turn trains, one running between Palestine Yard and Robinson Yard where it will serve Marathon Petroleum and other local industries, the other running between Palestine Yard and INRD's interchange with CN at Newton, IL.

In Bedford, switching will be performed by the road train, and in Louisville, either by the road train or by NS pursuant to the terms of the Louisville Terminal Agreement.

### Unit Train Service

There are nine unit train movements to be accommodated.<sup>3</sup>

1. Farmersburg ==> Cinergy (Fayette) --> Farmersburg (coal)
2. Farmersburg ==> Linton ==> INRD ==> IP&L (Indianapolis) --> Farmersburg (coal)
3. Farmersburg ==> ISRR ==> IP&L (Eagle Valley) --> INRD --> Farmersburg (coal)
4. CSXT/Terre Haute ==> Ameren (Lis) --> CSXT/Terre Haute (coal)
5. CSXT/Terre Haute ==> INRD ==> Elnora ==> ISRR ==> IP&L and Alcoa --> INRD --> CSXT/Terre Haute (coal)
6. Bloomington ==> Hoosier Energy (Merrom) --> Bloomington (scrubber stone)
7. CSXT/Terre Haute ==> Gasification Plant (Fayette) --> CSXT/Terre Haute (pet coke)
8. Soo/Chicago ==> (CSXT Haulage) ==> Terre Haute ==> Jeffersonville (potash)

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<sup>3</sup> ==> indicates a loaded movement, ---> indicates an empty movement.

## INRD-1 SOO-1

9. Triad Mine (Switz City) ==> IP&L (Harding Street) --> Triad Mine<sup>4</sup> (**JRickoff Check**)

The operating plan for the unit trains is similar to the hub and spoke operation for merchandise trains.

1. The Farmersburg/Cinergy (Fayette) train will shuttle between Farmersburg and the Cinergy plant at Fayette, normally five days per week as is the case today.
- 2 & 3 The Farmersburg ==> IP&L (Indianapolis) and the Farmersburg ==> ISRR (IP&L/Eagle Valley ) trains will bring empties to Latta Yard from the power plants. The empties will be moved from Latta Yard to Farmersburg, loaded, the loads will be returned to Latta Yard where the over-the-road trains will start destined for IP&L in Indianapolis, and for interchange with ISRR at Beehunter, IN for delivery to IP&L at Eagle Valley. Each of these trains will operate with the same frequency as today. The trains will be crewed from the Latta pool.
4. The CSXT/Terre Haute ==> Ameren (Lis) train originates in the Powder River Basin. Today, CSXT gets the train in Chicago from Union Pacific, and delivers it to INRD at Sullivan, IN where INRD interchanges with CSXT. The train is then moved by INRD over its line to Ameren at Lis, IL. This train normally operates seven days per week. Some time after the acquisition of the Latta Subdivision, this train will be changed to a routing via St. Louis. When that change occurs, CSXT will receive the train at St. Louis and deliver it to INRD at Terre Haute. These trains will be crewed by INRD from the Palestine pool until their routing is changed from Chicago/Sullivan to St. Louis/Terre Haute, at which time the trains will be crewed from the Terre Haute pool.
5. The CSXT/Terre Haute ==> INRD ==> Elnora ==> ISRR ==> IP&L and Alcoa trains originate at Peabody's Vermillion Grove coal mine on CSXT's line near Danville, IL. CSXT will deliver these trains to INRD at Van Yard in Terre Haute. INRD will then move them to the interchange with ISRR at Elnora, IN. ISRR will deliver the trains to the Alcoa plant at Newburgh, IN.
6. The Bloomington ==> Hoosier Energy (Merrom) train originates at the Rogers Quarry on INRD's Ellettsville Branch near Bloomington, IN. The train carries scrubber stone to the Hoosier Energy generating station at Merrom, IN, also on INRD's present line. The train currently operates six days per week and this operation will continue after INRD acquires the Line. This train will be crewed on an assigned basis from Latta and will operate as it does today.

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<sup>4</sup> There are also occasional trains originating at coal mines on ISRR's line destined for the Hoosier Energy power plant at Merrom, IN. These trains will be accommodated on the same as needed basis as is the case today.

#### INRD-1 SOO-1

7. The petroleum coke train originates at Rosemount, MN and ends at the Wabash River gasification plant at Fayette, IN. One operational change that will be made after INRD acquires the Latta Subdivision is that the train will be powered by INRD locomotives. This will balance the potash train (discussed below) which will be powered by CPRC locomotives. The "coke train" will be delivered to INRD at Chicago and will move to a suitable holding location (likely the Keller Siding) where it will be held and INRD will move blocks of cars into the gasification plant as that plant is able to accommodate them. The empty train will be delivered to CSXT at Spring Hill. This train will operate one or two days per week.
8. The potash trains are seasonal with the season beginning in November and ending in April. The potash business has comprised approximately 3000 cars per season in recent years. These trains originate on CPRC in Saskatchewan and will be moved by CPRC crews to Chicago where they will be interchanged with INRD for movement to Louisville. CSXT will haul the trains from Chicago to the Spring Hill interchange with the Latta Subdivision south of Terre Haute where INRD crews will take over and move them to Louisville and then back to Jeffersonville, IN. These trains will be crewed from the T&E pool at Terre Haute.
9. The Triad Mine train is a unit train that operates once a week from the Triad Mine at Switz City, IN to IP&L's Harding Street power plant in Indianapolis. It will operate on the same basis after the Transaction.

These unit train movements have been scheduled to fit them into the flow of manifest traffic, to avoid congestion at the power plants and/or load outs, and to minimize trains interfering with each other on the lines.

#### Potential Chicago - Terre Haute Haulage Arrangement

The current volume of manifest traffic moving between Chicago and Terre Haute is small. Soo currently operates trains three times per week between those points. INRD believes a five times per week service frequency is essential to build traffic in this corridor. Accordingly, INRD plans to pursue the possibility of entering into a haulage agreement with CSXT, under which CSXT would haul cars for INRD from its interchange point at Clearing Yard in Chicago to Terre Haute. This would make it economical for INRD to offer merchandise service between Chicago and Terre Haute on a much more frequent basis than would be feasible if INRD provided the service itself based on the present limited volume of traffic.

If INRD reaches such a haulage arrangement with CSXT, the operation of manifest trains is expected to be very similar to the interchange arrangements planned between CSXT and INRD in Terre Haute. Specifically, CSXT would deliver haulage cars to INRD at its Baker Yard in Terre Haute. INRD will collect both haulage cars and cars interchanged with CSXT, and move them to Van Yard on the Latta Subdivision. Cars destined to points south of Terre Haute would be moved to Latta Yard. Traffic to and from destinations in the Terre Haute

## INRD-1 SOO-1

area would move via Van Yard in Terre Haute, not via Latta Yard as is the case today. This change will, in INRD's estimation, save approximately 24 hours on each move to or from or through Chicago.

### Potential New Business

INRD has identified a number of potential new business opportunities. None of them is sufficiently certain of coming to fruition that the operating plan can incorporate them with specificity. Nevertheless, the present operating plan is sufficiently flexible to accommodate new business to the extent that it develops.

If INRD is able to develop a rail move of coal from the Solar mine at Lewis, IN through the Lewis Dock load-out on the Latta Subdivision to Hoosier Energy's Merrom power plant, it most likely would move the traffic in a unit train over the Latta Subdivision to the connection with INRD's present line and then over INRD's line west to the Merrom power station. The size and frequency of the train would depend on Hoosier Energy's requirements, Solar's capacity, and INRD's ability to develop an attractive price and service package. Such a train would be crewed from the Latta pool.

If INRD is able to develop a rail move of coal from the Cannelsburg mine to the Ohio River at Jeffersonville/Louisville, it most likely would try to do so through the DAVCO load-out near Crane, IN. How new traffic through the DAVCO load-out would be handled will depend on the volumes that can be developed. One option would be to move the cars in existing trains moving to Louisville. If volume could be developed sufficiently, a unit train might make more sense.

The development of a move of scrubber stone from the Rogers Quarry in Bloomington to Cinergy's Cayuga power plant would likely require a move similar to the one currently operating from Rogers Quarry to Hoosier Energy's power plant at Merrom, IN. In this case, the traffic would go north on the Latta Subdivision to Terre Haute where it would be interchanged with CSXT for delivery to the Cinergy facility at Cayuga, IN. Such a train would be crewed from Latta Yard. Its frequency of operation would depend on customer requirements and the extent to which INRD could put together a rate and service package superior to other alternatives available to Cinergy at Cayuga.<sup>5</sup>

Presently foreseeable new merchandise business, including additional traffic from Crane Naval Surface Warfare Center and additional grain traffic from the Terre Haute area, could be accommodated in existing merchandise trains, unless, in the case of the grain traffic, the development is very large. INRD has no basis for believing that any potential new traffic would exceed the capacity of existing trains.

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<sup>5</sup> The development of potential scrubber stone moves to the Ohio River or points south is too speculative at this time to make any estimates of how the traffic would be handled.