



Federal Election Commission
Washington, DC 20463

December 17, 2009

Lawrence M. Noble
Skadden, Arps, Slate, Meagher & Flom
1440 New York Ave., NW
Washington, DC 20005-2111

Re: ADR 515 (RAD 09L-33)
Norfolk Southern Corporation Good Government Fund and Marque Ledoux,
Treasurer

Dear Mr. Noble:

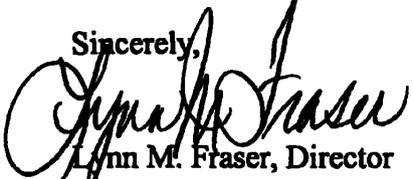
Enclosed is the signed copy of the agreement resolving the referral initiated on September 15, 2009 by the Federal Election Commission ("FEC/Commission") involving Norfolk Southern Corporation Good Government Fund and Marque Ledoux, Treasurer ("Respondents"). The agreement for ADR 515 (RAD 09L-33) was approved by the Commission on December 17, 2009 – the effective date of the agreement.

Note the specific time frames for compliance in paragraph 6 of the agreement. **Please forward to this office, a statement confirming Respondent's compliance with the terms listed in the aforementioned agreement.** The letter should note the dates on which Respondents satisfied each of the terms listed in paragraph 6, and contain the ADR caption and case number. **The civil penalty payment should be sent to the attention of the Accounting/Finance Office of the FEC. The civil penalty under the agreement is due on or before January 17, 2010. Please put the ADR case number on the civil penalty check as well, to ensure crediting to the correct case.**

As you are aware, the settlement agreement will be made part of the record that is released to the public. The Commission will also place on the record copies of the complaint/referral, correspondence exchanged between your office and this office prior to our entry into settlement negotiations and reports prepared for the Commission by this office to assist in its consideration of this matter. The Commission is obliged by Federal statute to place on the public record documents in closed enforcement and alternative dispute resolution cases; accordingly, copies of documents relative to this matter will be forwarded shortly to the FEC's Public Information Office.

This agreement resolves the matter that was initiated by the Commission pursuant to information ascertained in the normal course of carrying out its supervisory responsibilities regarding violations of federal election campaign laws. I appreciate your assistance in effectively resolving this matter and bringing the case to a mutually acceptable conclusion.

Sincerely,



Lynn M. Fraser, Director
Alternative Dispute Resolution Office
202-694-1665

Enclosure: Agreement

cc: Chris Wedderburn, Finance and Accounting Office
Room 819

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**Federal Election Commission
Washington, DC 20463**

Case Number: ADR 515
Source: RAD 09L-33
Case Name: Norfolk Southern Corporation
Good Government Fund

NEGOTIATED SETTLEMENT

This matter was initiated by the Federal Election Commission (Commission) pursuant to information ascertained in the normal course of carrying out its supervisory responsibilities. Following review of the matter, and in an effort to promote compliance with the Federal Election Campaign Act of 1971, as amended, (FECA) and resolve this matter, the Commission entered into negotiations with Lawrence M. Noble, Esq., representing the Norfolk Southern Corporation Good Government Fund and Marque Ledoux, in his official capacity as Treasurer (the Committee or Respondents). It is understood that this agreement will have no precedential value relative to any other matters coming before the Commission.

Negotiations between the Commission and Respondents addressed the issues raised in this referral. The parties agree to resolve the matter according to the following terms:

1. The Commission entered into this agreement as part of its responsibility for administering the FECA, and in an effort to promote compliance on the part of Respondents. The Commission's use of alternative dispute resolution procedures (ADR) is guided by "The Administrative Dispute Resolution Act of 1996," 5 U.S.C. § 572 and is an extension of 2 U.S.C. § 437g.
2. Respondents voluntarily enter into this agreement with the Commission.
3. The Reports Analysis Division (RAD) referred the Respondents for failing to disclose all financial activity on their 2009 April Monthly Report. The Committee filed an amended 2009 April Monthly Report on May 12, 2009 that disclosed additional receipts of \$102,282.28.
4. Treasurers of political committees are required to report all financial activity, including all receipts, pursuant to the FECA. 2 U.S.C. §§ 434(a)(1), 434(b)(2), 11 C.F.R. §§ 104.1, 104.3(a).
5. Respondents contend that in March 2009, they made changes to the method by which their payroll software aggregated employee payroll deductions for the Committee. Respondents made this change to the payroll system in an effort to add an additional safeguard to prevent the system from inadvertently deducting an amount in excess of the annual contribution limit when an employee changed his or her method of contributing to the Committee from a specified dollar amount to a percentage of pay. Shortly after the

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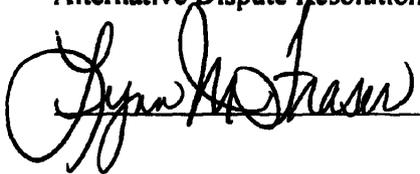
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change was implemented, Respondents determined that the change had resulted in the payroll deduction program making a one-time erroneous transfer of \$102,282.28 to the Committee. As soon as the problem was identified, Respondents assert they took steps to undo the change to ensure no further excessive transfers were made. Respondents refunded the erroneous transfer and amended all relevant reports.

- 6. Respondents, in an effort to avoid similar errors in the future, agree to: (a) send a representative to a FEC conference within twelve (12) months of the effective date of this agreement; (b) develop and maintain a compliance manual within thirty (30) days of the effective date of this agreement; and (c) pay a civil penalty of \$1,000 within thirty (30) days of the effective date of this agreement.
- 7. Respondents agree that all information provided to resolve this matter is true and accurate to the best of their knowledge and that they sign this agreement under penalty of perjury pursuant to 28 U.S.C. § 1746.
- 8. The parties agree that if Respondents fail to comply with the terms of this settlement, the Commission may submit any unpaid civil penalty to the U.S. Treasury for collection or undertake civil action in the U.S. District Court for the District of Columbia to secure compliance.
- 9. This agreement shall become effective on the date signed by all parties and approved by the Commission. Respondents shall comply with the terms of this agreement as set out in paragraph 6 above.
- 10. This Negotiated Settlement constitutes the entire agreement between the parties on ADR 515 (RAD 09L-33), and resolves those issues identified in paragraph 3 above. No other statement, promise or agreement, either written or oral, made by either party, not included herein, shall be enforceable.

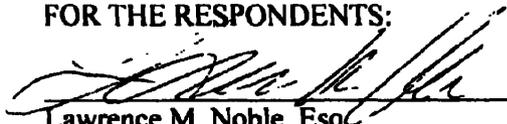
FOR THE COMMISSION:

Lynn M. Fraser, Director
Alternative Dispute Resolution Office



12/17/09
Date Signed

FOR THE RESPONDENTS:



Lawrence M. Noble, Esq.
Representing Norfolk Southern Corporation Good
Government Fund and Marque Ledoux, Treasurer

12/1/09
Date Signed