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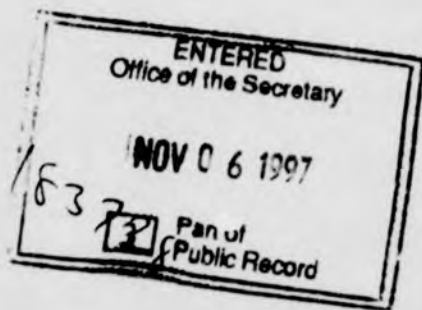
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BDRV-7



November 5, 1997



VIA FACSIMILE AND HAND DELIVERY

The Honorable Jacob Leventhal
Administrative Law Judge
Federal Energy Regulatory Commission
888 First Street, N.E., Suite 11F
Washington, D.C. 20426

J

Re: **Finance Docket No. 33388 (Sub. No. 72)**
CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Co. — Control and Operating Leases/Agreements — Conrail, Inc. and Consolidated Rail Corporation

Dear Judge Leventhal:

Please accept this letter as the joint response of Belvidere & Delaware River Railway ("BDRV") and the Black River & Western Railroad ("BRW") to the motion to compel filed by the Primary Applicants yesterday (CSX/NS/123). As I explained to Drew A. Harker, Esq. and John V. Edwards, Esq., counsel for Primary Applicants, I never received a copy of Mr. Harker's memorandum of October 17, 1997 requesting underlying work papers with respect to inconsistent or related applications. I never saw that memorandum until approximately 6:15 p.m., Monday evening when it was received as an attachment to the motion to compel.

I received a telephone call from Mr. Harker last week while I was on another call. I immediately returned the call and left a message with his secretary. To the best of my recollection that was on Wednesday or Thursday of last week. Mr. Harker left no message as to the purpose of his call and I did not hear back from him until Monday, November 3, 1997. That was the first notice that I had of his demand for underlying work papers.

Michael J. Klass, the witness who submitted a verified statement in support of the Joint Responsive Application for Trackage Rights pursuant to 49 C.F.R. §1180.4(d)(4) on behalf of BDRV and BRW is in Montreal this week. He will be returning to his office at the end of the week and has advised me that he can then compile his work papers and send them to me by overnight delivery so that they will be in my office on Monday. Unfortunately, I will be in Newark, New Jersey on Monday arguing a motion to dismiss in the U.S. District Court for the District of New

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The Honorable Jacob Leventhal
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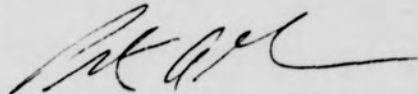
Jersey. I will also be unable to appear at the hearing before you tomorrow because I will be in Columbus, Ohio on Thursday, Friday and most of Saturday.

I advised Mr. Harker and Mr. Edwards by telephone this morning that I would have the work papers to them on Tuesday, November 11, 1997. I told them that they could represent to you that BDRV and BRW consent to an order directing us to produce the work papers by that date. However, they were unwilling to agree to such a consent motion.

If we had received Mr. Harker's October 17, 1997 memorandum or had otherwise been advised of his demand for the underlying work papers prior to Monday of this week, we could and would have produced them promptly and voluntarily. We submit that the Primary applicants will not be prejudiced by the delivery of our work papers next Tuesday since I am sure that their counsel have a sufficient number of other matters to keep them fully occupied between now and that date.

Your consideration of this request is sincerely appreciated.

Very truly yours,



Peter A. Greene

PAG:aas

cc: Drew A. Harker, Esq. (via facsimile)
John V. Edwards, Esq. (via facsimile)

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