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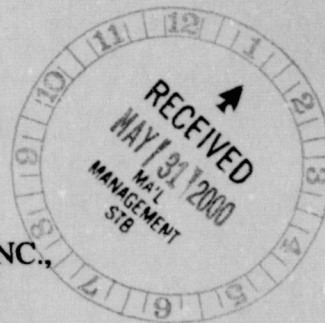
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BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388 (Sub-No. 91)

NLS-1



CSX CORPORATION AND CSX TRANSPORTATION, INC.,
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
--CONTROL AND OPERATING LEASES/AGREEMENTS--
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

NOTICE OF INTENT TO PARTICIPATE
OF NATIONAL LIME AND STONE COMPANY

National Lime and Stone Company (National) hereby notifies the Board of its intent to participate in the above-referenced proceeding. All documents in this proceeding should be served on the undersigned.

Respectfully submitted,

Clark Evans Downs
Kenneth B. Driver
Jones, Day Reavis & Pogue
51 Louisiana Avenue, N.W.
Washington, D.C. 20001
(202) 879-3939 (phone)
(202) 626-1700 (fax)
kbdriver@jonesday.com (e-mail)

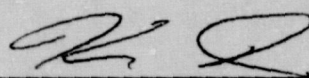
Counsel for
National Lime and Stone Company

May 31, 2000

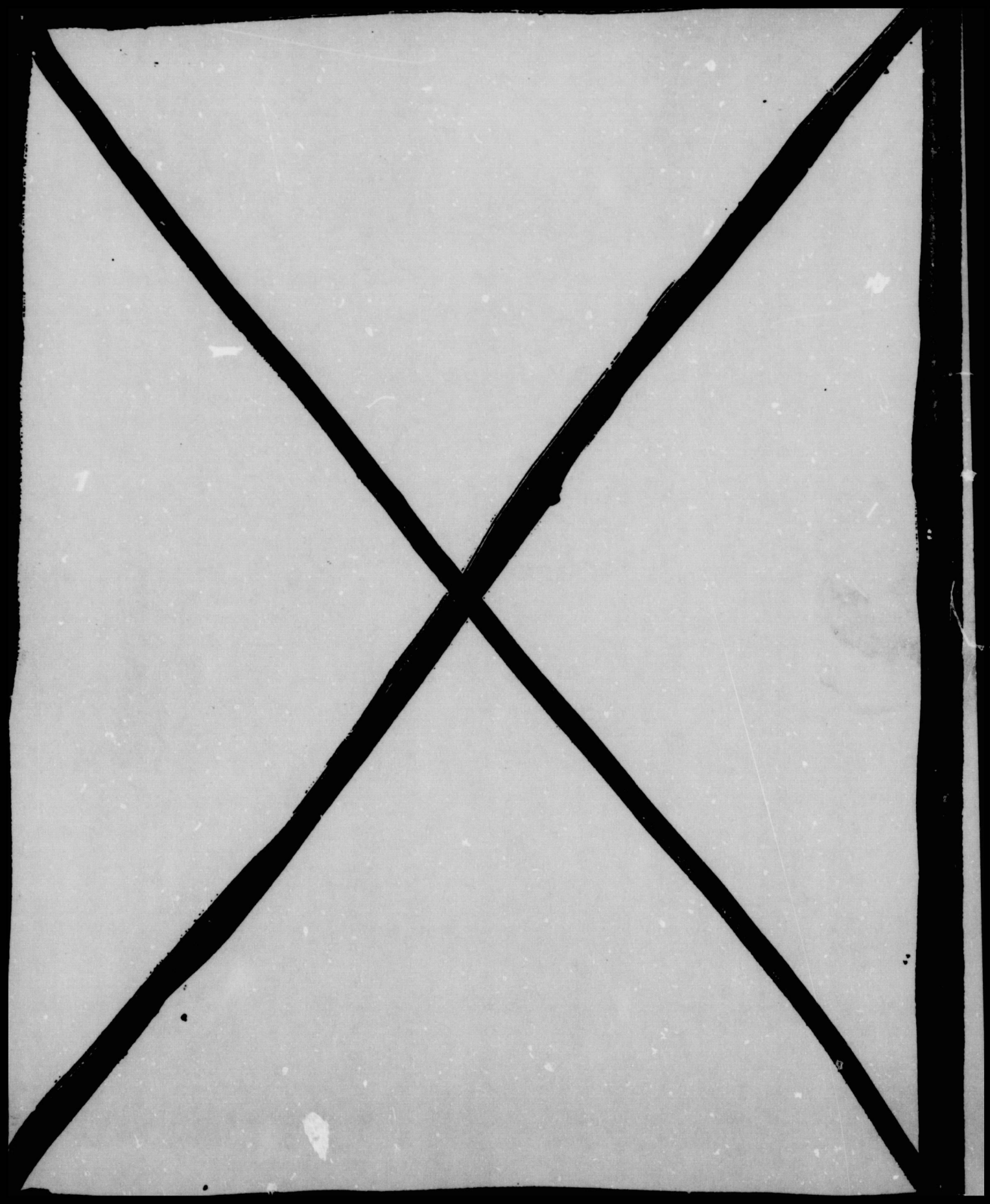
CERTIFICATE OF SERVICE

I certify that I will cause today to be served a conformed copy of the foregoing "Notice of Intent to Participate of National Lime and Stone Company" by first class mail, properly addressed with postage prepaid, or more expeditious manner of delivery, upon all parties of record in Finance Docket No. 33388 (Sub-No. 91).

Dated at Washington, D.C., this 31st day of May, 2000.



Kenneth B. Driver



STB

FD-33388 (SUB 91)

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May 19, 2003

BY HAND DELIVERY

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001



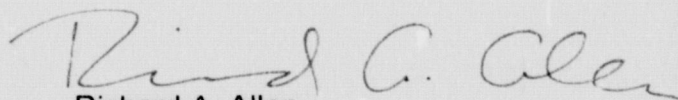
Re: CSX Corp. et al. – Control and Operating Leases/Agreements – Conrail Inc. et al., Finance Docket No. 33388 (Sub-No. 91) (General Oversight)

Dear Secretary Williams:

Enclosed for filing in the above-referenced proceeding are the original and 25 copies of CSX/NS-3, "Joint Report of Norfolk Southern' and CSX Regarding Cargill, Inc." Also enclosed is a 3.5-inch computer disk containing the text of CSX/NS-3 in WordPerfect 5.0 format

Kindly date-stamp the enclosed additional 2 copies of CSX/NS-3 and return them to our messenger.

Sincerely,


Richard A. Allen

Enclosures

cc: Jeffrey Moreno, Esq. (by hand)

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BEFORE THE
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET No. 33388 (Sub-No. 91)

CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
— CONTROL AND OPERATING LEASES/AGREEMENTS —
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

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(GENERAL OVERSIGHT)

**JOINT REPORT OF NORFOLK SOUTHERN AND CSX
REGARDING CARGILL, INC.**

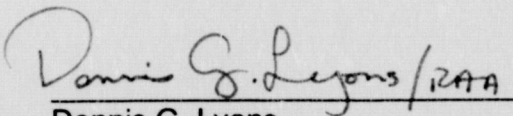
Norfolk Southern Corporation and Norfolk Southern Railway Company (together, "NS"), and CSX Corporation and CSX Transportation, Inc. (collectively "CSX") submit this joint report regarding their efforts to address the concerns raised in this proceeding by Cargill, Inc. ("Cargill.")

CSX and NS recognize that the length of time that has passed between the filing in August 2002 of Cargill's pleading to the Board in this matter has been frustrating to their mutual customer. The carriers have been endeavoring to resolve the matter for some time. Efforts have been intensified in recent weeks, including an on-site meeting at Sidney, Ohio that a Cargill representative attended.

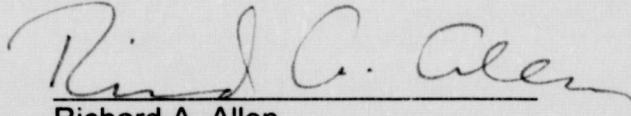
The central difficulty confronted is that, operationally speaking, a transfer of cars between NS and Cargill is a costly and difficult process. Physical access to Sidney by NS involves substantial cost and operational difficulty. The carriers believe, however, that they are close to resolving the matter in a way that will result in Cargill traffic being delivered to NS at a location that is operationally efficient for NS, at a charge that NS will be confident will allow it to offer competitive market rates for the overall movement.

CSX and NS will report further to the Board when an agreement is signed, or in any event, by Monday, June 9, 2003.

Respectfully submitted,



Dennis G. Lyons
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Washington, D.C. 20004-1202
(202) 942-5000



Richard A. Allen
**ZUCKERT, SCOUTT &
RASENBERGER, LLP**
888 Seventeenth Street, NW
Suite 700
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(202) 298-8660

*Attorneys for CSX Corporation and CSX
Transportation, Inc.*

*Attorneys for Norfolk Southern Corporation
and Norfolk Southern Railway Company*

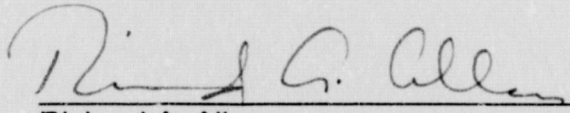
May 19, 2003

CERTIFICATE OF SERVICE

I certify that on May 19, 2003 a true copy was of CSX/NS-3 was served by hand
delivery upon:

Jeffrey O. Moreno
Thompson Hine LLP
1920 N Street, NW
Suite 800
Washington, D.C. 20036

Attorney for Cargill, Incorporated


Richard A. Allen

STB

FD-33388 (SUB 91)

9-12-01

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ARNOLD & PORTER

Dennis G. Lyons
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555 Twelfth Street, NW
Washington, DC 20004-1206

September 12, 2001

BY HAND

The Honorable Vernon A. Williams, Secretary
Surface Transportation Board
Office of the Secretary
1925 K Street, NW
Washington, DC 20423-0001



Re: STB Finance Docket No. 33388 (Sub-No. 91)
CSX Corporation and CSX Transportation, Inc.,
Norfolk Southern Corporation and Norfolk Southern Railway Company
– Control and Operating Leases/Agreements –
Consolidated Rail Inc. and Consolidated Rail Corporation (General Oversight)

Dear Secretary Williams:

The attached filing, consisting of both “Public” and “Highly Confidential” versions of CSX-6, the “Reply of Applicants CSX Corporation and CSX Transportation, Inc., to Motion of Indianapolis Power & Light Company to File a Response to August 6, 2001 Replies of CSX and Norfolk Southern to IPL’s July 16, 2001 Comments,” was ready for filing yesterday, its due date; but the filing was prevented by the notorious events which affected Washington yesterday. I believe that this would constitute “good cause” for a one-day extension of time so as to permit the filing to be made today. Accordingly, we respectfully request that you receive the attached filing.

If a more formal request is necessary, please advise.

Respectfully yours,

Dennis G. Lyons
Counsel for CSX Corporation and
CSX Transportation, Inc.

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Office of the Secretary

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Enclosures
cc All Parties of Record

Washington, DC New York Los Angeles Century City Denver London Northern Virginia

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ARNOLD & PORTER

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Office of the Secretary

SEP 12 2001

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Public Record

September 11, 2001

BY HAND

The Honorable Vernon A. Williams, Secretary
Surface Transportation Board
Office of the Secretary
1925 K Street, NW
Washington, DC 20423-0001

Dennis G. Lyons
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Re: STB Finance Docket No. 33388 (Sub-No. 91)
CSX Corporation and CSX Transportation, Inc.,
Norfolk Southern Corporation and Norfolk Southern Railway Company
– Control and Operating Leases/Agreements –
Conrail Inc. and Consolidated Rail Corporation (General Oversight)

Dear Secretary Williams:

Enclosed are the originals and twenty five (25) copies of CSX-6, the "Reply of Applicants CSX Corporation and CSX Transportation, Inc., to Motion of Indianapolis Power & Light Company to File a Response to August 6, 2001 Replies of CSX and Norfolk Southern to IPL's July 16, 2001 Comments" (the "Reply") for filing in the above-referenced docket. The Reply is being submitted in two versions: the first one is marked "Public Version – Redacted," and the second is marked "Highly Confidential Version."

The Highly Confidential Version is submitted in a separate package or packages marked as "Highly Confidential – Subject to Protective Order."

A Verified Statement of John E. Haselden is attached to each version. The original executed Verified Statement of John E. Haselden has been delayed due to a problem with the courier service. Mr. Haselden has in the meantime provided a faxed copy of his Verified Statement, and his statement is being filed in that form herewith. We will submit his original manually signed verified statement when received.

A Certificate of Service will be found in the Public Version.

ARNOLD & PORTER

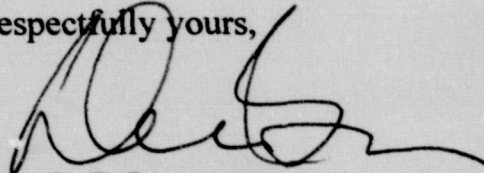
The Honorable Vernon A. Williams, Secretary
September 11, 2001
Page 2

Please note that a 3.5-inch diskette containing a WordPerfect formatted copy of this filing is also enclosed for each Version.

Kindly date-stamp the enclosed additional copy of this letter and the Reply Comments at the time of filing and return them to our messenger.

Thank you for your assistance in this matter. Please contact the undersigned at (202) 942-5858 if you have any questions.

Respectfully yours,



Dennis G. Lyons
*Counsel for CSX Corporation and
CSX Transportation, Inc.*

rjm
Enclosures
cc All Parties of Record (Public Version)



PUBLIC VERSION — REDACTED

203397

CSX-6

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 33388 (SUB-NO. 91)

CSX CORPORATION AND CSX TRANSPORTATION, INC., NORFOLK
SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY
COMPANY — CONTROL AND OPERATING LEASES/AGREEMENTS —
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION
(GENERAL OVERSIGHT)

**REPLY OF APPLICANTS CSX CORPORATION AND
CSX TRANSPORTATION, INC.,
TO MOTION OF INDIANAPOLIS POWER & LIGHT COMPANY
TO FILE A RESPONSE TO AUGUST 6, 2001 REPLIES OF CSX AND
NORFOLK SOUTHERN TO IPL'S JULY 16, 2001 COMMENTS**

PUBLIC VERSION — REDACTED

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ENTERED
Office of the Secretary

SEP 12 2001

Part of
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Counsel for Applicants
**CSX Corporation and
CSX Transportation, Inc.**

Dated: September 11, 2001

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* Page references differ from those in the Highly Confidential Version because of the redactions.

PUBLIC VERSION — REDACTED

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 33388 (Sub-No. 91)

**CSX CORPORATION AND CSX TRANSPORTATION, INC., NORFOLK
SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY
COMPANY — CONTROL AND OPERATING LEASES/AGREEMENTS —
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION
(GENERAL OVERSIGHT)**

**REPLY OF APPLICANTS CSX CORPORATION AND
CSX TRANSPORTATION, INC.,
TO MOTION OF INDIANAPOLIS POWER & LIGHT COMPANY
TO FILE A RESPONSE TO AUGUST 6, 2001 REPLIES OF CSX AND
NORFOLK SOUTHERN TO IPL'S JULY 16, 2001 COMMENTS**

PUBLIC VERSION — REDACTED

On August 22, 2001, Indianapolis Power & Light Company ("IP&L") filed a Motion for leave to file a reply to the replies filed on August 6, 2001, by CSX Corporation and CSX Transportation, Inc. (collectively "CSX"), and by Norfolk Southern.¹ This is CSX's reply to that Motion.

¹ With the Motion IP&L filed its reply (called a "Response") to the CSX and NS replies. We will cite the IP&L Motion as "Motion" and the Highly Confidential Version of its Response as "IP&L Rep." (or, context permitting, simply "Rep.") Citations to CSX's August 6, 2001 reply will be to its designation, "CSX-5." Other conventional abbreviations used in CSX-5 will be used herein.

**THE MOTION IS NOT WELL-FOUNDED
AND SHOULD BE DENIED; THE PROPOSED REPLY
ADDS NOTHING RELEVANT OF SUBSTANCE**

The Motion should be denied because it offers no basis for overriding the Board's rule (49 C.F.R. §1104.13(c)) that: "A reply to a reply is not permitted."² None of the five reasons cited in the Motion is valid.³

First IP&L says (Motion at 1-2) that there were arguments made in CSX-5 which it was unreasonable to expect IP&L to anticipate. But the question presented by IP&L's request for a new condition permitting ISRR to have direct access to Stout involves the extent to which the existing conditions approximate the competitive constraints which existed pre-Transaction in 1996. So it was obvious: (a) that CSX would compare the present state of INRD's bidding in the year 2001 with its bidding in the last contract negotiated for Stout, in 1996; (b) that CSX would cite a number of reasons why the disused Conrail and CSX Tariffs were not appropriate metrics for competition in long-term coal transportation contracting; (c) that CSX would point out that it would be rather peculiar to award ISRR direct access over INRD's property to Stout on the basis of the fact that ISRR participated with NS in making a bid which IP&L does not like, and that ISRR had a conflict of interest; (d) that IP&L had in its July 16 Comments gone a

² The Board's Decision No. 5 in this proceeding, served February 2, 2001, similarly contemplated that there only would be Replies made, on or before August 6, 2001, to the comments made by shippers and other members of the public on or before July 16, 2001, not further Replies to those Replies. See the ordering paragraphs 3 and 4 of that Decision, at 33.

³ IP&L numbers two of its five reasons as "2" so its numbering only goes as high as "4."

long way in distancing itself from the presentation of the feasibility of the build-out which it successfully argued before the Board in 1997-98, without any intervening change of circumstances; and (e) indeed, that if IP&L did not anticipate and discuss those issues, CSX would call attention to the fact that IP&L had not discussed them — issues which in most cases IP&L has not yet discussed even in the Reply that it wishes to file.

Second, IP&L contends (Motion at 2) that CSX has not adequately summarized the position of INRD in the present negotiations with IP&L. As developed below (in point 8), that contention is only half-heartedly made in the Reply and the few exceptions taken by IP&L are baseless.

Third, it is apparently contended (Motion at 2) that since the Board's rejections in 1999 and 2000 of IP&L's last two attempts to obtain the relief that it presently seeks were affirmed without the need for much judicial discussion by two different United States Courts of Appeals, the Board's procedural rules must be ignored. No response needs to be made to this non-sequitur.

Fourth, IP&L contends (Motion at 2-3) that since IP&L "may" have the burden of proof (which IP&L in fact clearly does) it should have the right to the final word. But under the Administrative Procedure Act, the party which is the "proponent" of an "order" always has the burden of proof; the maker of every motion or petition before the Board is in that posture; yet the Board's rules contemplate that there shall be only a petition or motion and a reply; not a reply to a reply. IP&L thus claims an "exception" which would entirely swallow up the Board's rule.

Finally, it is said that no harm will come to anyone if IP&L is granted leave to file its response (Motion at 3). But there will be harm; the Board's rules anticipate that CSX (and NS) will have the last word, and the purpose of the IP&L Motion is to take that from them. Clearly, given the erroneous statements of fact made by IP&L and the irrelevant arguments in which it persists, deprivation of the last word on the part of CSX would be a serious invasion of its rights. In support of this, we offer the following, which demonstrates that what IP&L seeks to add to the record adds nothing of substance to the positions expressed in the major filings of the parties on July 16, 2001 (IP&L's Comments), and August 6, 2001 (CSX-5 and NS-6), and the little that it does add is either irrelevant or clearly erroneous.

1. **IP&L Misses the Point.** — Like its original comments filed on July 16, IP&L's latest submission grossly misconceives the issue before the Board. The issue before the Board is not whether the package of conditions which it awarded IP&L in Decision No. 89, served July 23, 1998, authorizing the Conrail Transaction, produced a rail competitor that was equal in competitive strength to INRD itself in providing service to Stout. The issue, as the Board clearly has said on numerous occasions,⁴ is whether the competitive pressures on INRD as to its

⁴ See the discussion at CSX-5 at II-14-15 of the Board's intent to "approximate" the "pre-transaction marketing conditions" provided by the interchange service between ISRR and Conrail with the delivery to Stout through switching by INRD. The Board repeated the basis of Decision No. 89 in its Decision No. 125 in May 1999 and in its Decision No. 3 in the present General Oversight proceeding in November 2000: "we intended to preserve the competition that Conrail had provided at Stout" (Decision No. 125 at 5); "competitive counterweight to INRD's efficient single line service at Stout to the extent that Conrail/ISRR did before the

Footnote continued on next page

service to Stout which existed prior to the Conrail Transaction were substantially replicated after the Transaction, as conditioned by the Board. Those competitive pressures included the possibility of build-out to Stout, clearly preserved by the Board,⁵ and some rail competition to INRD's long-haul movement of coal from Southern Indiana points that was presented through a joint-line movement involving ISRR and Conrail, with switching by INRD into the Stout Plant.

2. **How the Pre-Transaction Competitive Factors Played Out.** — The extent to which these competitive pressures existed was demonstrated in 1996 during the bidding for a major long-term contract for Southern Indiana coal transportation into Stout. INRD won that competition hands-down against ISRR and Conrail, to the extent that IP&L was willing to award 90% of its coal requirements at Stout to INRD. At some time after that award, Conrail established a tariff for joint-line coal movements from some locations in Southern Indiana to points which included Stout. That tariff attracted very little of the potential nondedicated coal that moved to Stout outside of the requirements of the 1996 INRD Contract; over a 29-month period only **** tons moved under it as compared to approximately **** tons that were available for movements outside

Footnote continued from previous page

transaction" (Decision No. 3 in the present docket at 7). IP&L occasionally even pays lip service to this. *See Rep. at 1.*

⁵ Preservation of the build-out option was the major component of the package of conditions it awarded to IP&L. *See Decision No. 89 at 117, and the discussion at CSX-5 at II-13-14.* IP&L's recent filings betray a considerable reluctance toward using that option. *See IP&L July 16, 2001 Comments at 5-6; IP&L Rep. at 6*

the 1996 Contract.⁶ See CSX-5 at II-3-7; II-19-20; V.S. Haselden para. 8 (filed with CSX-5); Ext. 7 to Volume II of CSX-5.

3. The Board Granted IP&L More Than It Had Before the Conrail Transactions, But IP&L Wants Still More. — As noted in CSX-5, the Board took action in its major Decision No. 89 in July 1998 to preserve the build-out option at Stout, contrary to CSX's contentions. It also granted IP&L's request that NS be made the successor to Conrail as far as providing a second rail carrier with access to Stout. Again, this was over CSX's objections. The Board denied ISRR's request, seconded by IP&L, that ISRR be granted direct access to Stout. The Board gave ISRR/NS improved access over that of their predecessor, ISRR/Conrail. NS was entitled (and required on demand of IP&L) to run trains directly into Stout, unlike Conrail which was dependent on a switch by INRD, its competitor. Nonetheless IP&L wants still more options that did not exist in 1996 and a degree of competition that it never had.

IP&L wants ISRR to be able to run its trains on a single-line basis directly into Stout. IP&L complains (Rep. at 2) that the NS labor costs (because of the

⁶ Entry of Conrail's movements into Stout via INRD switch was provided for in the 1996 Contract at a greatly reduced rate. Nonetheless, IP&L made almost no use of the alternative ISRR/Conrail movement available to it under the 1996 Contract requiring INRD to switch non-INRD movements into Stout. The contractual arrangements left **** of Stout's requirements free to be handled in this fashion. The period from the start of the 1996 Contract at the beginning of 1997 through the Conrail "Split Date" on June 1, 1999, covers 29 months. Assuming gross requirements of 1.5 million tons a year at Stout, the "free" movements that could be handled by ISRR/Conrail amounted to **** tons. Only **** trains involving a total of **** tons ever made the trip.

work rules applicable to the large rail carriers as opposed to the shortlines) add additional costs to the ISRR/NS movements; so it wants to eliminate NS from that movement. But Conrail was a large rail carrier itself and certainly operated under labor rules similar to those of other large rail carriers, like NS. IP&L wants to have two single-line movements available into Stout from Southern Indiana, both by shortline, smaller carriers, with their low-cost structures that are well-tailored to relatively short hauls.⁷ But direct access by two shortline carriers serving the coal mines in Southern Indiana was something which Stout never had. Once again, IP&L shows its indifference to what the Board has said was the purpose of its condition and is the issue in this case.

4. IP&L's Irrelevant Comparison and CSX's Relevant

Comparison. — Just as in 1996 prior to the Conrail Transaction, when IP&L was conducting a major bidding and negotiation process for long-term contract delivery arrangements to Stout, another such bidding and negotiation process is going on now. IP&L has referred to some of the details of that current bidding and negotiation process in its submissions to the Board.⁸ To “prove” its case, IP&L wants to compare the bids currently made by a combination of ISRR and NS, not

⁷ IP&L wants this, of course, while maintaining the option it received of service by NS from all of NS's many coal mines and those of its transcontinental connections, in case environmental requirements make it impossible or disadvantageous to continue to burn Southern Indiana coal. See CSX-5 at 11-10.

⁸ See IP&L's July 16, 2001 Comments at 2-4 and its Exhibits 1 and 2. In IP&L's lexicon, it is all right for IP&L to discuss the ISRR/NS bids in its filings; it is a wrongful “injection” of the Board into the negotiations for CSX to discuss INRD's bids. See IP&L Rep. at 5.

with the bids made by ISRR and Conrail in 1996 in the long-term contract bidding that took place then, but against the Conrail Tariff, and curiously, the successor CSX Tariff.⁹ The IP&L approach is to compare the ISRR/NS bids not against the bids that were made by ISRR/Conrail during the 1996 bidding process (with any appropriate cost escalation) but against a tariff under which very little coal moved to Stout (the Conrail Tariff) and a tariff maintained by CSX itself under which no coal at all has moved there. That approach is patently absurd. It tells us nothing about the competitive factors which existed in 1996 and whether they are being substantially replicated now.

In contrast, CSX has endeavored to compare the outcome of the competitive pressures on INRD that prevailed in 1996 — which the Board set out to replicate in the conditions that it imposed in 1998 — with the outcome of the current competitive pressures on INRD. CSX does this by looking at the bids made by INRD now — bids for a **** contract, not a simple flash in the pan — to see whether they reflect the same degree of competitive pressure. We did that at pp. II-21 through II-28 of CSX-5 and demonstrated that the arrangements and pricing proposed by INRD now are ****. INRD is not a charitable organization

⁹ While in the final analysis the contentions by IP&L concerning the percentages by which the ISRR/Conrail bid exceeded the CSX Tariff rates or the Conrail Tariff rates are irrelevant, it must be remembered that IP&L told those bidders, after their first quotation ****. IP&L Comments filed July 16, 2001, Ex. 2. It is hardly common for participants in an informal negotiation to make their best bids at the outset. Thus, even the irrelevant statistics are questionable in themselves, because of the refusal of IP&L to receive a second bid unless ****, thus making the percentage comparisons that are the essence of IP&L's case meaningless even on their own terms.

and the only explanation for its current bids must be that it is now subject to substantially the same competitive pressures as existed in 1996.

IP&L says that it is irrelevant what INRD is now bidding because “the circumstances with INRD service to IPL have not changed as a result of the Conrail acquisition” but “those involving Conrail have, and it is that change which is having an effect on the INRD negotiations.” Rep. at 5. But why does IP&L not want to look at the “INRD negotiations” to see whether they have been affected in a manner adverse to IP&L by the NS substitution for Conrail? Why does it not want to compare them with the 1996 negotiations and the outcome of those negotiations? Why does it want only to compare the ISRR/NS bids with an irrelevant pair of tariffs? The answer is clear that any study of the “INRD negotiations” reveals that the same degree of pricing constraint is operating on INRD as was the case in 1996. *See CSX-5 at II-21-28.* IP&L makes no serious effort to claim that the present proposals are ****. The few quibbles that IP&L makes on this score are discussed below in Part 8.

IP&L has at its disposal the records of the proposals made to it by ISRR and Conrail in 1996 to handle its contractual business at Stout, either through individual or joint bids. Those proposals were not good enough to succeed, but they might be a meaningful comparison to judge the ISRR/NS proposals today. It should have been very obvious to a sophisticated party like IP&L that such comparisons, if favorable to its contentions, would be useful evidence to present to the Board. IP&L has not brought them forward, either in its Comments or its Motion and Reply. Instead, it makes comparisons with irrelevant tariffs — tariffs

which do not give utility coal shippers the stability they need and which reflect a grand total of two train movements!

5. Further on the Irrelevancy of the Conrail Tariff. — The Board is well aware of the reasons why coal-burning electric utilities rely on long-term contracts. They seek a long-term cooperative working relationship that provides a predictable reasonable cycle time for utility-furnished equipment, deliveries scheduled in accordance with their loading plans, long-term price protection so that the transportation cost factor in fuel supply can be predicted and controlled, and a host of other custom-tailored provisions.

A perusal of the 1996 IP&L/INRD Contract (Exhibit 3 to Volume II, the Highly Confidential Supplement of CSX-5) and a comparison of it with the Conrail Tariff (Exhibit 7 therein) makes that plain. The Conrail Tariff is about half a page long, apart from its ornamental cover page. It is starkly lacking in detail. It carries an expiration date of only three months from publication and the rates may be changed more quickly than that. The only price protections available are those in the Board's maximum rate regulatory powers; there are no contractual protections. The absence of detail in the tariff indicates a complete lack of contractual permanence and stability either in terms of commitment by the carrier, over and above its common law and statutory duties, or of commitment by the shipper.

In contrast, the 1996 Contract is a sophisticated document of 19 single-spaced pages. The provisions are highly technical and have obviously been worked out in arduous negotiations between the parties. Coal deliveries are to

be made by the carrier not simply in fulfillment of whatever duties the general law imposes on it, but “in accordance with IPL’s shipping schedule” (Article IV). Firm rates for numerous movements are quoted (Article VIII) and the extent to which there can be price adjustment during the four-year life of the contract (and beyond) are spelled out in a formula (Article IX; *see* Article II.1 for the phase-down after the term). **** is provided (Article XI). An alternative dispute resolution procedure is provided (Article XXI). IP&L is given an option **** (Article III). A clause requiring INRD to assist other carriers competing with itself by providing them cheap switching over INRD’s line is provided (Article VIII.B).

To compare this sort of premiere, detailed service agreement — providing for a long-term “marriage” between the carrier and the utility shipper — with the common carrier, unilateral, one-shot relationship contemplated by the tariff is absurd. Conrail never agreed to keep any particular tariff rate in effect for more than three months, which was the commitment that it made in the 1987 Conrail Contract (Exhibit 1 at 18, § 21, to CSX-5, Volume II). As noted above, almost no real-world use was made of the Conrail Tariff now relied upon by IP&L.

That IP&L makes the Conrail Tariff the centerpiece of comparison in its case demonstrates the general lack of merit in that case.¹⁰

¹⁰ Somewhat mysteriously, IP&L appears also to rely on the CSX Tariff as a comparison to the ISRR/NS long-term contract bids. Since a basic argument of IP&L in the Conrail case during 1997-98 was that CSX could not replicate the competition that Conrail provided, because of CSX’s affiliation with INRD, and accordingly NS should be substituted for Conrail’s role, this reliance on CSX seems rather peculiar. CSX, in a proffer made June 1, 1998, immediately prior to Oral Argument, offered to keep the Conrail Tariff in place with no price escalation

Footnote continued on next page

6. **IP&L Misapplies a Merger Guideline.** — IP&L also claims that the fact that the ISRR/NS bid for serving the Stout plant exceeds the INRD bid, or the current INRD rate, or the CSX tariff, **** means that ISRR/NS is not a competitive constraint on INRD. IP&L invokes the antitrust agencies' Horizontal Merger Guidelines and the FERC merger regulation. Rep. at 2-3. But IP&L misapplies the Guideline benchmark; it is used in the Guidelines to help define relevant markets. A price *difference* between market participants **** has nothing to do with the issue addressed by the Guideline, which is whether Company X could impose a "small but significant and nontransitory" *increase in its price*¹¹ — **** — without leading so many customers to switch to alternative products or

Footnote continued from previous page

for five years and with only RCAF(U) escalation thereafter, as a compromise if IP&L would drop its contentions. That proposal had already been scornfully rejected by IP&L, and the Board rejected CSX's proposal to have the Board impose the proffer as a condition on the Transaction. See the details at CSX-5 at II-20. Thus, the CSX Tariff can be changed at any time within the general limits imposed by law. IP&L asserts that CSX, in 1998, in a footnote in CSX-180, gave a commitment to the Board restricting the extent to which it would revise the Conrail Tariff once it had adopted it on the Split Date (Rep. at 5). IP&L suggests that this was a factor in the Board's approval of the Transaction. Besides the fact that the footnote language in question is not that of commitment, but simply of intent for the foreseeable future, the major difficulty with IP&L's contention is that CSX-180 was not, as IP&L says, filed in 1998 (that is, prior to the Board's Decision No. 89 served July 23, 1998). It was filed on March 1, 1999, after the Board had rendered Decision No. 89 and had disposed of the petitions for reconsideration. There is no support whatsoever for any contention that the Board relied on the footnote in question in any regard.

¹¹ The same confusion is found in the IP&L citation of the *CF Industries* case (Rep. at 3). It involved a 20% price increase by Koch, the "Company X" itself, as the passage quoted by IP&L makes plain, not price differentials among market participants. See also our discussion of that case at CSX-5 at II-28 n.35.

suppliers that it would make the increase unprofitable; if Company X could, then those products and suppliers would be deemed not to be in the same market as Company X.¹² The Guideline is completely irrelevant to the issue here: whether the competitive pressure exercised by ISRR/NS on INRD is approximately equal to that exercised by ISRR/Conrail on INRD immediately prior to the Conrail Transaction.

7. **ISRR's Situation.** — Other issues presented by CSX in CSX-5 should have been anticipated by IP&L, and indeed, are not even effectively answered in the IP&L August 22 Reply. CSX raised the issue as to whether the ISRR/NS bids were affected by ISRR's very natural desire to be awarded direct access to Stout without participation by NS in the route. No such factor existed to distract ISRR in 1996, when there was no open oversight proceeding; ISRR then had no temptation to do other than sharpen its pencil in calculating its revenue requirements. IP&L claims that this clear conflict of interest is sheer speculation on the part of CSX, but given ISRR's obligations to act in the best interests of its stockholders, it clearly is a factor which any intelligent adult would have to

¹² Indeed, in a services market characterized by confidential bidding for substantially all of the service requirements of customers on a long-term basis (the situation here), it would hardly be surprising that competitors facing different fixed or variable costs, different capacity positions, and other conditions, would offer quotes that vary ****. That does not mean that those competing bidders are not in the same relevant market and that their presence does not have an effect on one another. The Guideline does not say so.

consider.¹³ All that is unknown is the extent to which ISRR was distracted by the prospect of direct access to Stout. IP&L's contention, in plain English, is that the joint bid by ISRR and NS is so far off the mark that, of all people, ISRR itself should be afforded the right to invade INRD's property and deliver coal to Stout all by itself. But if ISRR might be part of an alleged "problem," why should it be made the "solution"? IP&L simply asserts that whatever problem exists is not ISRR's, but NS's. It asks the Board to assume that ISRR's pencil was sharp and NS's was dull. No evidence of this is provided, and NS has no motivation at all to act otherwise than to make the best possible bid, as did Conrail.

Outrageously, IP&L says that any conflict of interest which ISRR has is something which is endemic in the structure created by the Board. Rep. at 4 n.5. The Board's actions with respect to Stout in Decision No. 89 were certainly not favorable to CSX, but they are not subject to the criticism which IP&L makes of them. The fact of the matter is that the conflict of interest which ISRR has exists only as long as IP&L keeps alive its proposal that ISRR be given direct line-haul access to Stout. If there is a problem, it is a problem of IP&L's creation, not of the Board's.

8. The CSX Case as to the Constraints on INRD's Pricing Stands Unrebutted. — As noted above, IP&L made some minor quibbles concerning the description given in the Haselden Verified Statement in support of CSX-5 and in

¹³ NS's Reply Comments pointed out that its bids were largely driven by the stated revenue needs of ISRR, "the very carrier that IP&L seeks to have serve the Stout plant directly." NS-6 at 9.

CSX-5 Volume II as to the state of play in terms of the INRD proposals made to IP&L. These quibbles are all without merit.

First, IP&L claimed (Rep. at 4 n.4) that the "Express Service" is a new form of service and accordingly is not comparable to the service provided by INRD under the 1996 Contract. It also claimed that there will be additional costs to IP&L because of the need to construct a further siding. *Id.*

Like the existing service, the Express Service has as its core the movements of coal from various places in Southern Indiana and the unloading of that coal at the Stout Plant. Comparison is not difficult. There are some additional capital costs involved in Express Service, but these will be prepaid by INRD, and the only extra costs to IP&L are completely quantifiable — they are per-ton costs which were fully identified in the Haselden V.S. and in the discussion at CSX-5 at II-21-24. Those costs are fully quantified and presented on a per ton basis in CSX-5. What has not been quantified are the savings to IP&L in having to furnish fewer train sets, since the Express Service operation involves a more intensive and efficient use of customer-furnished equipment. The failure of the CSX submission to quantify IP&L's savings only made the comparison with the 1996 Contract more favorable to the INRD proposal.

Next, IP&L said (Rep. at 3) that CSX had not disclosed the **** involved in the Express Service proposal. That disclosure was clearly made, however, in V.S. Haselden, para. 7 and in CSX-5 at II-23, 24.

Moreover, while it is very easy to compare the pricing of the Express Service with the existing service under the 1996 Contract (once one overlooks the

equipment savings to IP&L — a factor which only made the INRD offer better), the pricing of the proposed Standard Service — exactly the same service as under the 1996 Contract — is also given in full (*see* V.S. Haselden paras. 5, 6; CSX-5 at II-22, 23, 24). IP&L does not even have a quibble to offer here.

Finally, IP&L erroneously claimed that INRD's pricing which CSX quoted in its submission applied only ****. Reply at 4 n.4. This assertion is misleading. INRD's outstanding proposal at the time of the CSX-5 filing was exactly as reported in the Haselden V.S. and in CSX-5 at II-21 to II-24. INRD had asked for a commitment **** and if that commitment was given, INRD's commitment would be for the entirety of IP&L's requirements at Stout. However, as was made plain in CSX-5 at II-24, IP&L had ****. *See also* V.S. Haselden, para. 7. ****.

Clearly none of this changes the point that CSX made in CSX-5. The proposed rates were ****.

IP&L's apparent position was that it is entitled to ****. IP&L's mention of it before the Board again demonstrates that it wished to receive from the Board as a handout a competitive position which it did not have before the Conrail Transaction. Obviously there was nothing wrong in IP&L's trying to negotiate a one-sided contract where its commitments are substantially lower than those of its counterparty; but it would not have been right for the Board to assist it in that regard by awarding competitive enhancements that go beyond replicating the situation that was in place when the 1996 Contract was negotiated prior to the Conrail Transaction.

* * * * *

On September 7, 2001, INRD notified CSX that it had reached an agreement in principle with IP&L regarding a new, long-term coal transportation contract for the Stout Plant. See the attached Verified Statement of John Haselden. CSX understands that INRD expects that a definitive agreement will be executed shortly, and CSX will notify the Board when that has happened. CSX understands that IP&L has not agreed to withdraw the Comments and request for further conditions it made in its July 16, 2001, filing. CSX has been requested by INRD not to disclose the details of the new agreement in this Reply, and CSX sees no reason to make such a disclosure given the agreement in principle. In Part 8 hereof, CSX has accordingly limited its discussion of the negotiating issues to those issues and positions current on August 22, 2001, the date of filing of IP&L's Motion and Reply.

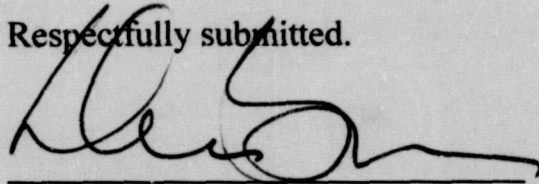
CONCLUSION

The IP&L submission of August 22 adds essentially nothing to the materials already before the Board, and indeed, IP&L's failure to respond with any evidence available to it or to its ally ISRR contradicting CSX's evidence demonstrates the weakness of its case. By not addressing the present INRD bids and their relationship to INRD's 1996 Contract pricing, admittedly constrained by the factors which the Board intended to approximate in its July 1998 decision, IP&L attempts to perform "Hamlet" without putting Hamlet onstage. Instead, IP&L chooses to compare the ISRR/NS bid for a long-term contract with two tariffs under which only two trains have moved in four and a half years.

For these, and for the other reasons stated herein, the IP&L Motion for leave to file should not be granted.

If, however, the Board wishes to make an exception and consider the IP&L "Reply to a Reply," we respectfully request that it consider the material contained in this Reply while considering the assertions made by IP&L, and that it not grant the request of IP&L that ISRR be given direct access over INRD to enter the Stout Plant as an award for joining in a bid with NS which IP&L claims it does not like. IP&L has demonstrated no grounds for that "relief" or for any other alteration of the Board's conditions.

Respectfully submitted.



Of Counsel:

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Paul R. Hitchcock
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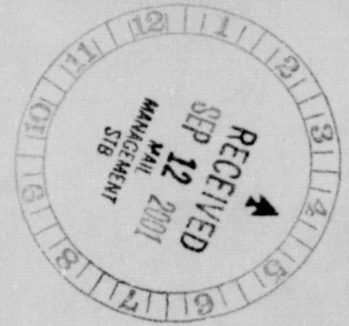
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Counsel for Applicants
CSX Corporation and
CSX Transportation, Inc.

Dated: September 11, 2001

**BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, D.C.**



CSX CORPORATION ET AL. -- CONTROL
AND OPERATING LEASES/AGREEMENTS --
CONRAIL, INC. ET AL.

(GENERAL OVERSIGHT)

Finance Docket No. 33388
(Sub-No. 91)

VERIFIED STATEMENT OF JOHN E. HASELDEN

1. I am John E. Haselden. I am the Director of Marketing of The Indiana Rail Road Company ("INRD"). In this capacity I am INRD's lead negotiator dealing with the negotiation of a new coal transportation contract between INRD and Indianapolis Power & Light ("IP&L") for transportation of coal from southern Indiana mines to IP&L's Stout Plant.¹

2. On September 7, 2001 INRD and IP&L reached an agreement in principle for a long term coal transportation contract for the transportation of coal to IP&L's Stout Plant. That agreement covers the usual issues in a long term rail transportation agreement such as price, service and volume commitments.

3. INRD expects that it and IP&L will sign a definitive agreement within the next ten days. Once such an agreement has been signed, INRD will notify CSX of that fact and ask CSX to notify the Board.

¹ AES, the new owner of IP&L, has renamed the "Stout Plant" the Harding Street Plant. Because the "Stout Plant" name has been used throughout the Conrail litigation, to avoid confusion I will continue to use that name.

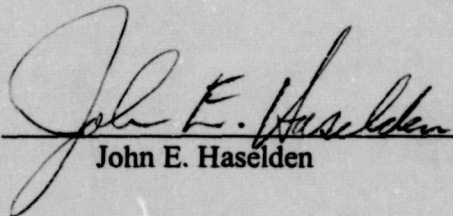
**HIGHLY CONFIDENTIAL
SUBJECT TO PROTECTIVE ORDER**

4. As part of their agreement, INRD and IP&L have agreed that there should be no further disclosure of the details of their contact negotiations to the Board and to other parties to this proceeding. Accordingly, INRD has asked CSX to limit its arguments in response to IP&L's most recent filing to those necessary (i) to correct IP&L's misstatements of fact as of the date of the IP&L filing, and (ii) to continue its opposition to IP&L's request for modification of the Board's conditions imposed in Decision No. 89 -- an opposition which INRD fully endorses.

DECLARATION

I declare under penalty of perjury that the foregoing is true and correct.

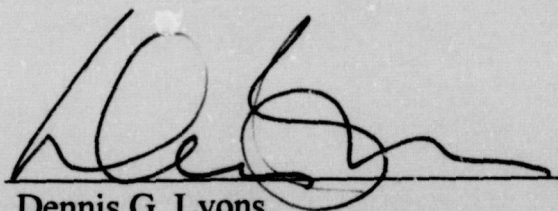
Executed on September 10, 2001


John E. Haselden

CERTIFICATE OF SERVICE

The undersigned counsel for CSX Corporation and CSX Transportation, Inc., hereby certifies that on this 11th day of September, 2001, a copy of the foregoing "Reply of Applicants CSX Corporation and CSX Transportation, Inc., to Motion of Indianapolis Power & Light Company to File a Response to August 6, 2001 Replies of CSX and Norfolk Southern to IP&L's July 16, 2001 Comments," Public Version, was served on all parties of record by first-class mail, postage prepaid, or more expedited method.

I further certify that a copy of the Highly Confidential Version of that Reply was that day served by hand on Michael F. McBride, Esq., counsel for Indianapolis Power & Light Company, and will be furnished on request to outside counsel for other parties of record who certify that they have executed the Highly Confidential Undertaking under the Protective Order applicable to this matter.



Dennis G. Lyons
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*Attorney for CSX Corporation and
CSX Transportation, Inc.*

STB

FD-33388 (SUB91) 5-31-00

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ENTERED
Office of the Secretary

TROUTMAN SANDERS LLP

ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

MAY 31 2000

Part of
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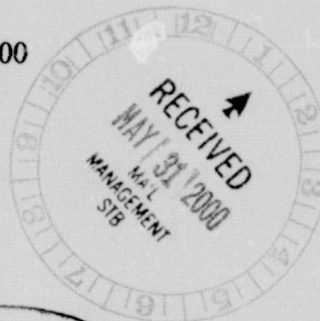
David C. Reeves
david.reeves@troutmansanders.com

Direct Dial: 202-274-2932
Fax: 202-274-2917

May 31, 2000

VIA HAND DELIVERY

Surface Transportation Board
Office of the Secretary, Case Control Unit
Attn: Finance Docket No. 33388 (Sub-No. 91)
1925 K Street, N.W.
Washington, D.C. 20423-0001



RE: Finance Docket No. 33388 (Sub-No. 91), *CSX Corporation and CSX Transportation, Inc. Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated Rail Corporation*, General Oversight

Dear Secretary Williams:

The undersigned represents AES Eastern Energy (herein "AESE") in connection with the above-captioned matter. Please accept this letter as AESE's Notice of Intent to Participate in this proceeding and list the following as representing AESE as a party of record:

David C. Reeves
TROUTMAN SANDERS LLP
1300 I Street, N.W.
Suite 500 East
Washington, D.C. 20005-3314

Please also list:

Gary P. Edwards
AES EASTERN ENERGY
7725 Lake Road
Barker, NY 14012

as an interested party.

TROUTMAN SANDERS LLP
ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

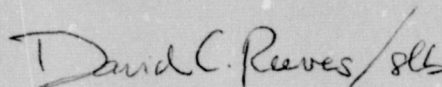
Honorable Vernon A. Williams

May 31, 2000

Page 2

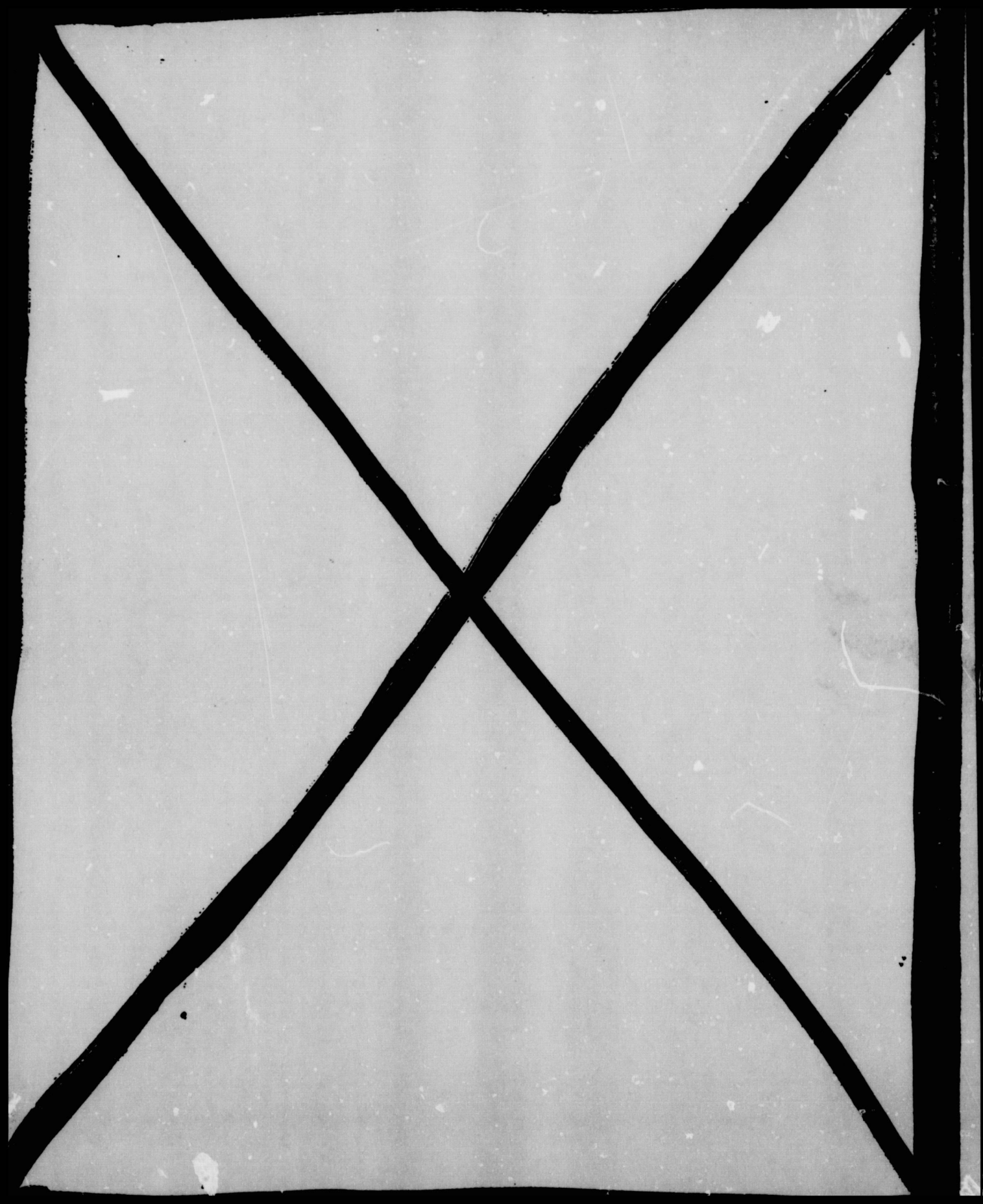
By copy of this letter, I am notifying applicants' counsel of AESE's intention to participate in the proceeding. Please acknowledge receipt and filing of this notice by date stamping the enclosed 26th copy of this letter and returning it to the messenger for our files. If you have any questions about this matter, please contact me at (202) 274-2932.

Sincerely,

A handwritten signature in dark ink, reading "David C. Reeves/sll". The signature is written in a cursive, flowing style.

David C. Reeves

cc: Gary P. Edwards
Richard A. Allen
Dennis G. Lyons



STB

FD-33388 (SUB91) 5-31-00

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198832



City of Cleveland

Michael R. White, Mayor

Department of Law

Cornell P. Carter, Director
601 Lakeside Avenue, Room 106
Cleveland, Ohio 44114-1077
216/664-2800 • Fax 216/664-2667

198832



May 30, 2000

The Honorable Vernon A. Williams, Secretary
Office of the Secretary
Case Control Unit
Attn: STB Finance Docket No. 33388 (Sub-No. 91)
The Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Re: Conrail Merger Oversight,
Finance Docket No. 33388 (Sub-No. 91)

Dear Sir:

I am enclosing an original and twenty-five copies of the Notice of Intent to Participate of the City of Cleveland, Ohio, to be filed in the above referenced proceeding. An additional copy is enclosed for date-stamp and to be returned in the enclosed self-addressed stamped envelope. Please note that a diskette in Microsoft Word 97 format is also enclosed.

Very truly yours,

Richard F. Horvath
Chief Corporate Counsel
City of Cleveland

ENTERED
Office of the Secretary

MAY 31 2000

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Enclosures

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Before the
SURFACE TRANSPORTATION BOARD
Washington, D.C. 20423



FINANCE DOCKET NO. 33388 (Sub-No. 91)

CONRAIL MERGER OVERSIGHT

**NOTICE OF INTENT TO PARTICIPATE
OF
THE CITY OF CLEVELAND, OHIO**

Please enter the appearance of the undersigned counsel on behalf of the City of
Cleveland, Ohio, which intends to participate as a party of record in this proceeding.

Respectfully submitted,

Cornell P. Carter
Director of Law

By: 

Richard F. Horvath
Chief Corporate Counsel

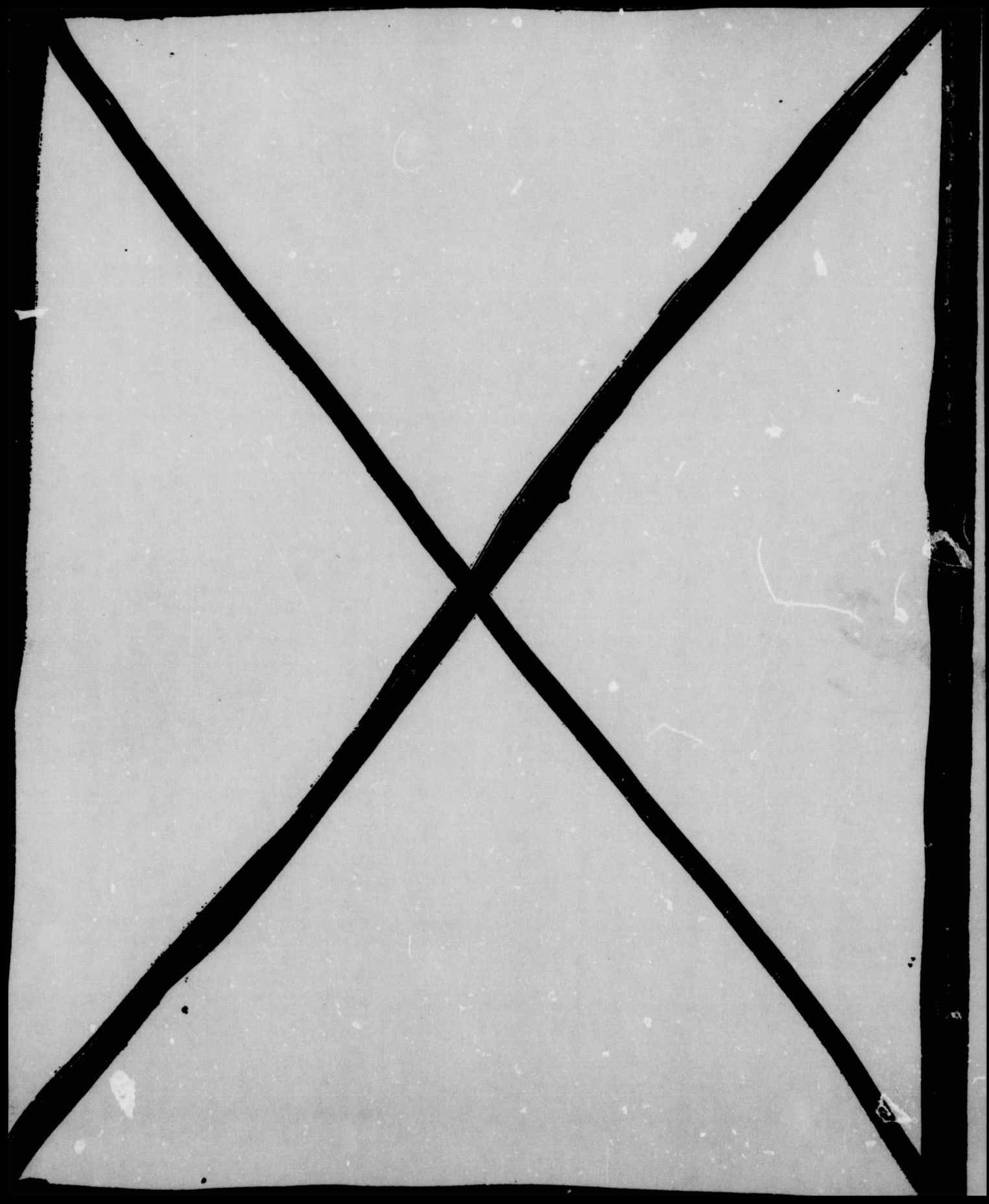
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Cleveland, Ohio 44114
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Counsel for the City of Cleveland, Ohio
Dated: May 30, 2000

ENTERED
Office of the Secretary

MAY 31 2000

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FD-33388 (SUB91) 5-30-00

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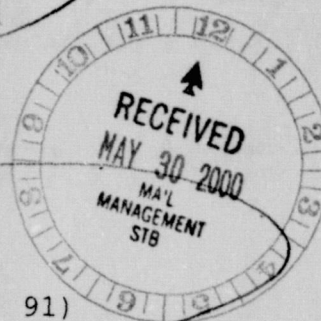
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Office of the Secretary

MAY 31 2000

ERIC M. HOCKY
emhocky@ggelaw.com

**Part of
Public Record**

May 25, 2000



Surface Transportation Board
Office of the Secretary
Case Control Unit
Attn: STB Finance Docket No. 33388 (Sub-No. 91)
1925 K Street, N.W.
Washington, DC 20423-0001

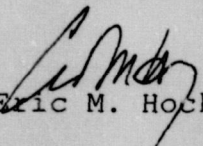
Re: STB Finance Docket No. 33388 (Sub-No. 91)
CSX and Norfolk Southern-Control and
Operating Leases-Conrail (General Oversight)
Notice of Intent to Participate

Dear Sir or Madam:

Enclosed for filing in the above referenced proceeding are an original and 25 copies of Notice of Intent to Participate of New Hope & Ivyland Railroad (NHRR-1), along with a diskette containing the document in a format (WordPerfect 5/7/8) that can be converted by, and into, WordPerfect 7.0.

Please time stamp the extra copy of this letter to indicate receipt, and return it to me in the stamped self-addressed envelope provided for your convenience.

Very truly yours,


Eric M. Hocky

Enclosures

cc: Dennis G. Lyons, Esq.
Richard A. Allen, Esq.

198815

NHRR-1

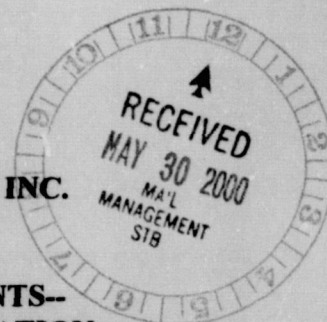
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Office of the Secretary

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BEFORE THE
SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET NO. 33388 (Sub-No. 91)

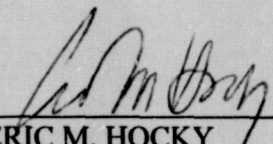
CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
--CONTROL AND OPERATING LEASES/AGREEMENTS--
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION



(General Oversight)

NOTICE OF INTENT TO PARTICIPATE

Please take notice that New Hope & Ivyland Railroad ("NHRR")¹ intends to actively participate in this proceeding. The undersigned counsel is already on the service list in this proceeding. Please note the additional representation.



ERIC M. HOCKY
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GOLLATZ, GRIFFIN & EWING, P.C.
213 West Miner Street
P.O. Box 796
West Chester, PA 19381-0796
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Dated: May 25, 2000

Attorneys for New Hope & Ivyland Railroad

¹ "New Hope & Ivyland Railroad" is the trade name for Bucks County Railroad Preservation and Restoration Corporation.

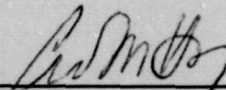
CERTIFICATE OF SERVICE

I hereby certify that on this date a copy of the foregoing Notice of Intent to Participate of New Hope & Ivyland Railroad was served by first class mail on the following persons specified in Decision No. 1:

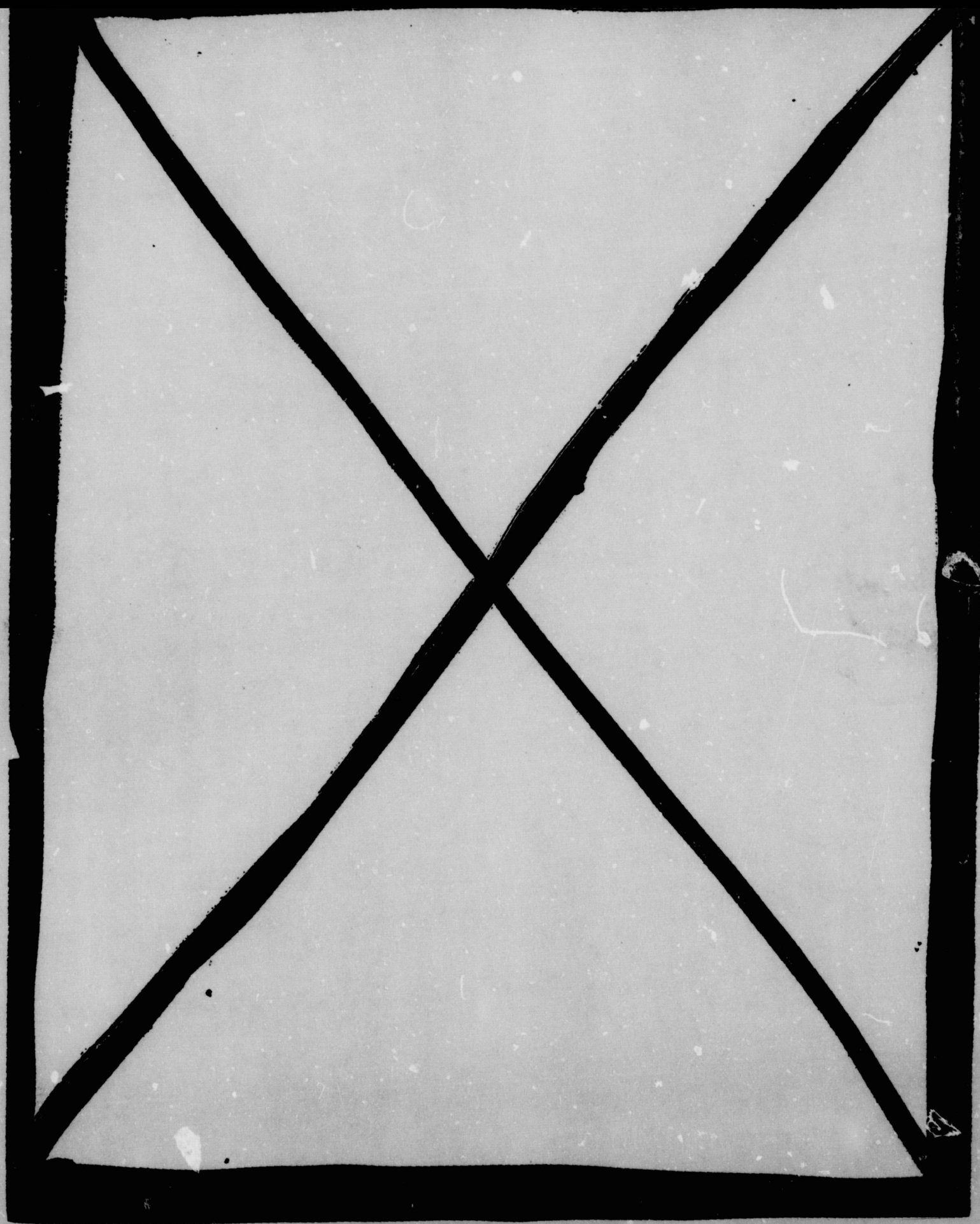
Dennis G. Lyons, Esq.
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Richard A. Allen, Esq.
Zuckert, Scoutt & Rasenberger, LLP
888 17th Street, N.W.
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Dated: May 25, 2000



ERIC M. HOCKY



STB

FD-33388 (SUB91) 5-26-00

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THOMAS M. AUCHINCLOSS, JR.

LEO C. FRANEY

JOHN D. HEFFNER

KEITH G. O'BRIEN

BRYCE REA, JR.

BRIAN L. TROLANO

DONALD E. CROSS (1923-1986)

ENTERED
Office of the Secretary

May 26, 2000

MAY 30 2000



Part of
Surface Transportation Board
Office of the Secretary
Case Control Unit

Attn: STB Finance Docket No. 33388 (Sub-No. 91)
1925 K Street, NW
Washington, DC 20423-0001

Re: Notice of Intent to Participate
STB Finance Docket No. 33388 (Sub-No. 91)
CSX Corporation and CSX Transportation,
Inc., Norfolk Southern Corporation and
Norfolk Southern Railway Company--Control
and Operating Leases/Agreements--Coal, rail,
Inc. and Consolidated Rail Corporation
(General Oversight)

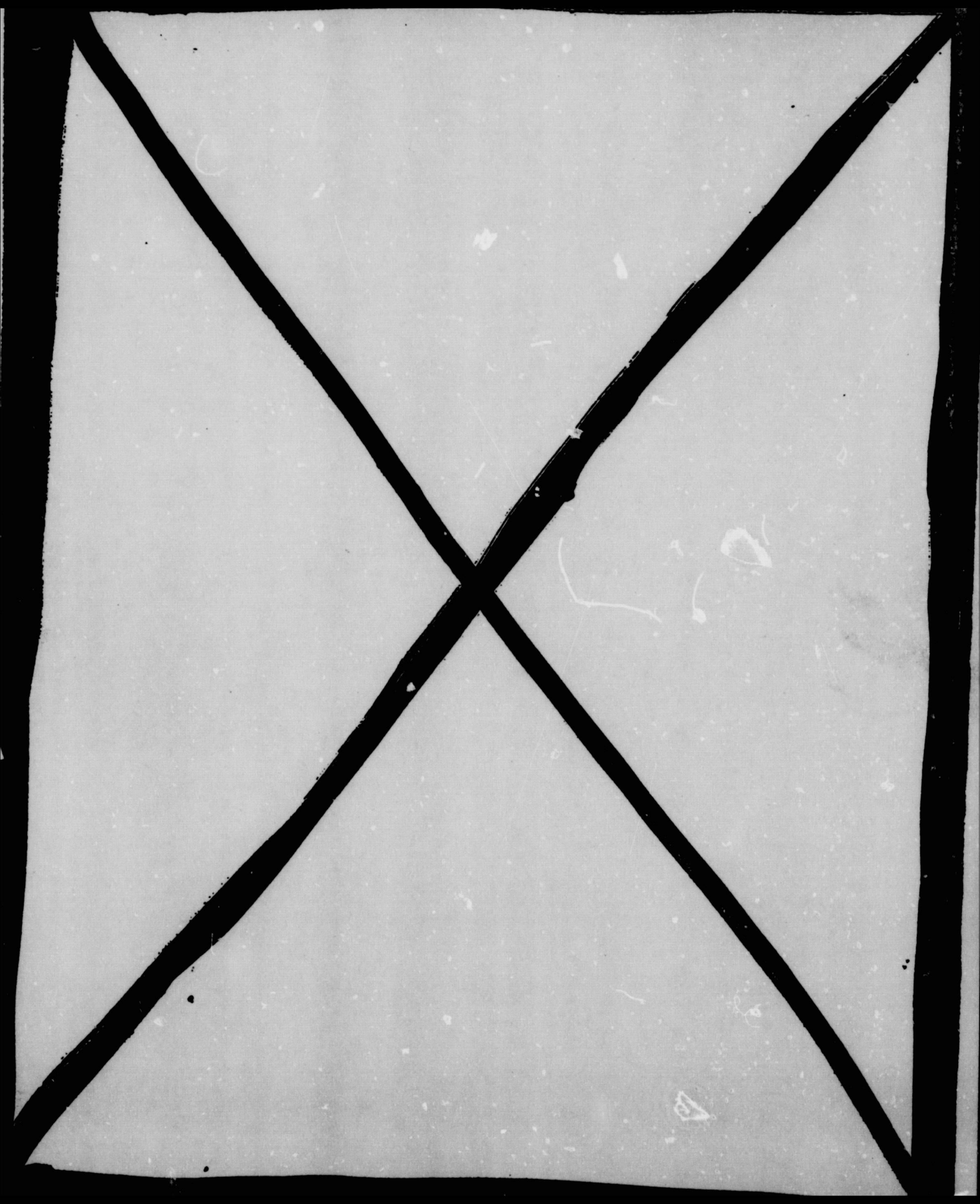
Dear Secretary Williams:

The Attorney General for the State of Ohio together with the Ohio Rail Development Commission, the Public Utilities Commission of Ohio and the Ohio Emergency Management Agency have requested that we file a notice of intent to participate in the oversight proceedings.

Sincerely,

Keith G. O'Brien
Counsel for the State of Ohio,
Ohio Rail Development Commission,
the Public Utilities Commission
of Ohio and the Ohio Emergency
Management Agency

cc: Dennis G. Lyons, Esq.
Richard A. Allen, Esq.



STB

FD-33388 (SUB91) 5-26-00

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LAW OFFICES

REA, CROSS & AUCHINCLOSS

SUITE 570

1707 L STREET, N.W.

WASHINGTON, D. C. 20036

(202) 785-3700

FACSIMILE: (202) 659-4934

DONALD E. CROSS (1923-1986)

THOMAS M. AUCHINCLOSS, JR.

LEO C. FRANEY

JOHN D. HEFFNER

KEITH G. O'BRIEN

BRYCE REA, JR.

BRIAN L. TROIANO

Office of the Secretary

MAY 30 2000

Part of
Public Record

May 26, 2000



Surface Transportation Board
Office of the Secretary
Case Control Unit
Attn: STB Finance Docket No. 33388 (Sub-No. 91)
1925 K Street, NW
Washington, DC 20423-0001

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ENTERED
Office of the Secretary

MAY 30 2000

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Public Record

Re: Notice of Intent to Participate
STB Finance Docket No. 33388 (Sub-No. 91)
CSX Corporation and CSX Transportation,
Inc., Norfolk Southern Corporation and
Norfolk Southern Railway Company--Control
and Operating Leases/Agreements--Conrail,
Inc. and Consolidated Rail Corporation
(General Oversight)

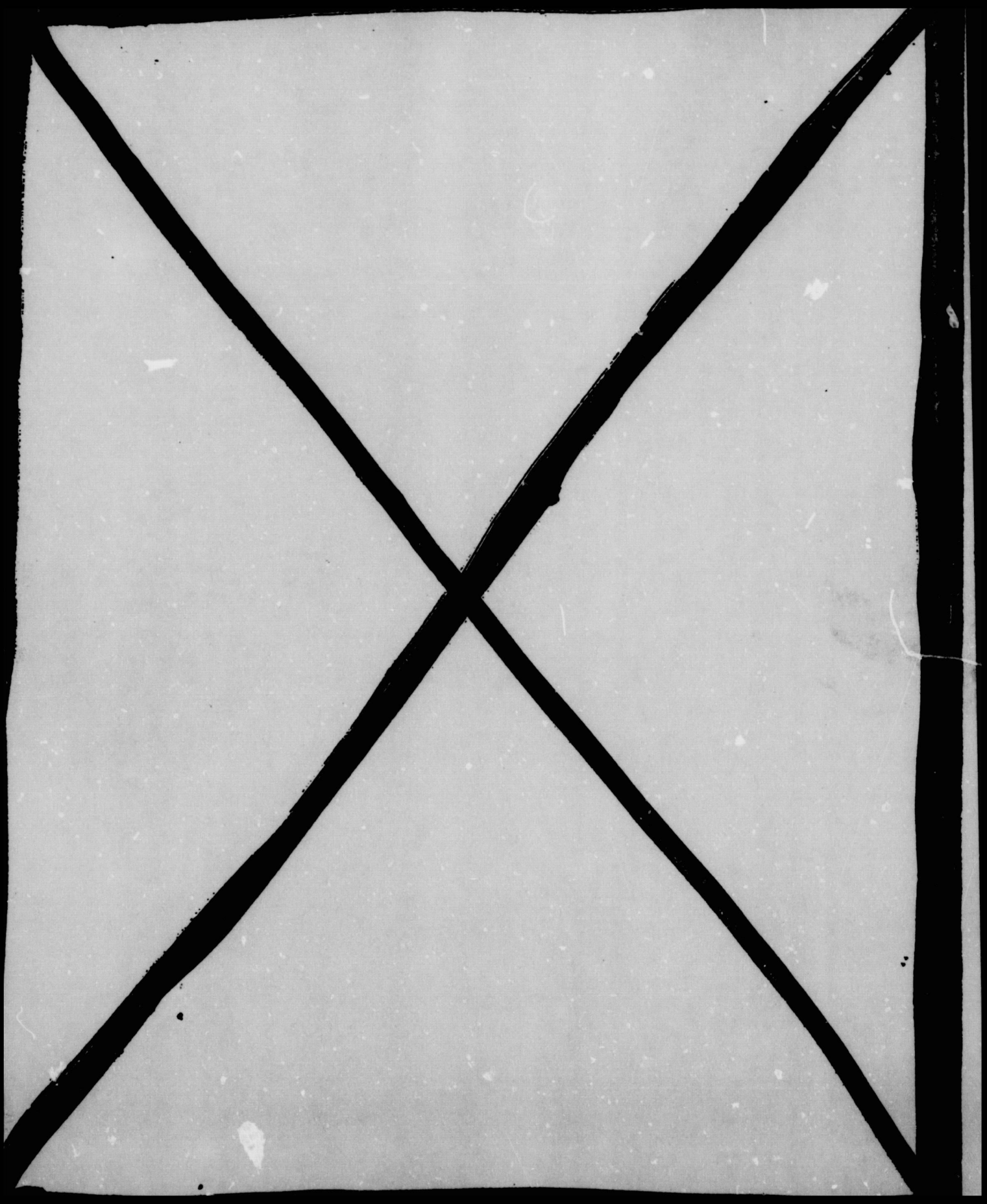
Dear Secretary Williams:

In response to the Board's Notice, Wyandot Dolomite, Inc., has requested that we file a notice of intent to participate in the oversight proceedings.

Sincerely,

Keith G. O'Brien
Counsel for Wyandot Dolomite,
Inc.

cc: Dennis G. Lyons, Esq.
Richard A. Allen, Esq.



STB

FD-33388 (SUB91) 5-26-00

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GOLLATZ, GRIFFIN & EWING, P.C.
ATTORNEYS AT LAW

PHILADELPHIA OFFICE:
SIXTEENTH FLOOR
TWO PENN CENTER PLAZA
PHILADELPHIA, PA 19102
(215) 563-9400

213 WEST MINER STREET
POST OFFICE BOX 796
WEST CHESTER, PA 19381-0796

WILMINGTON OFFICE:
1901 SUPERFINE LANE
SUITE 2
WILMINGTON, DE 19802
(302) 428-3761

DELAWARE COUNTY
CONFERENCE FACILITY:
205 N. MONROE STREET
MEDIA, PA 19063
(610) 565-6040

Telephone (610) 692-9116
Telecopier (610) 692-9177
E-Mail: gge@ggelaw.com

PITTSBURGH OFFICE:
225 ROSS STREET
2ND FLOOR
PITTSBURGH, PA 15219
(412) 434-7930

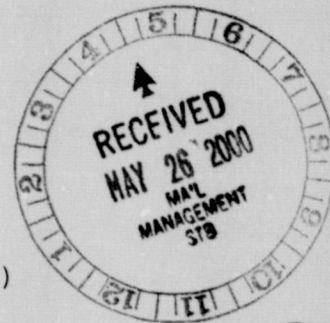
ENTERED
Office of the Secretary

MAY 30 2000

Part of
Public Record

May 23, 2000

ERIC M. HOCKY
emhocky@ggelaw.com



Surface Transportation Board
Office of the Secretary
Case Control Unit
Attn: STB Finance Docket No. 33388 (Sub-No. 91)
1925 K Street, N.W.
Washington, DC 20423-0001

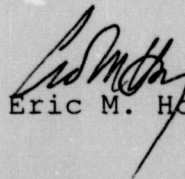
Re: STB Finance Docket No. 33388 (Sub-No. 91)
CSX and Norfolk Southern-Control and
Operating Leases-Conrail (General Oversight)
Notice of Intent to Participate

Dear Sir or Madam:

Enclosed for filing in the above referenced proceeding are an original and 25 copies of Notice of Intent to Participate of Finger Lakes Railway Corp. (FGLK-1), along with a diskette containing the document in a format (WordPerfect 6/7/8) that can be converted by, and into, WordPerfect 7.0.

Please time stamp the extra copy of this letter to indicate receipt, and return it to me in the stamped self-addressed envelope provided for your convenience.

Very truly yours,


Eric M. Hocky

Enclosures

cc: Dennis G. Lyons, Esq.
Richard A. Allen, Esq.

198805

FGLK-1

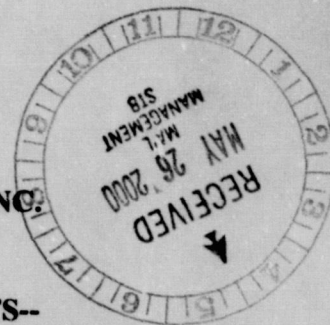
ENTERED
Office of the Secretary

MAY 30 2000

Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET NO. 33388 (Sub-No. 91)

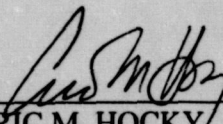
**CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
--CONTROL AND OPERATING LEASES/AGREEMENTS--
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION**



(General Oversight)

NOTICE OF INTENT TO PARTICIPATE

Please take notice that Finger Lakes Railway Corp. ("FGLK") intends to actively participate in this proceeding. The undersigned counsel is already on the service list in this proceeding. Please note the additional representation.



ERIC M. HOCKY
WILLIAM P. QUINN
GOLLATZ, GRIFFIN & EWING, P.C.
213 West Miner Street
P.O. Box 796
West Chester, PA 19381-0796
(610) 692-9116

Dated: May 23, 2000

Attorneys for Finger Lakes Railway Corp.

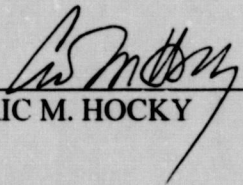
CERTIFICATE OF SERVICE

I hereby certify that on this date a copy of the foregoing Notice of Intent to Participate of Finger Lakes Railway Corp. was served by first class mail on the following persons specified in Decision No. 1:

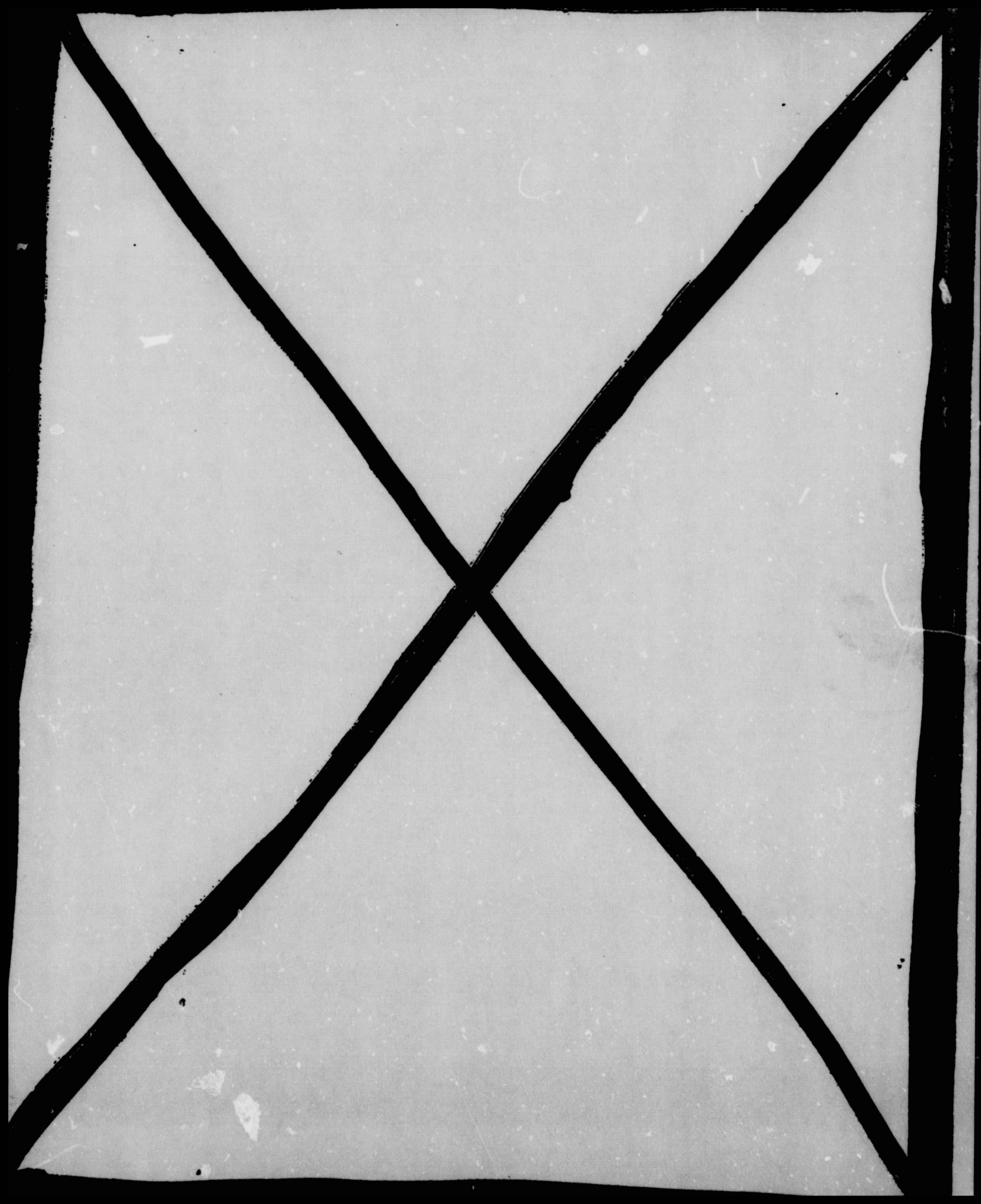
Dennis G. Lyons, Esq.
Arnold & Porter
555 12th Street, N.W.
Washington, DC 20004-1202

Richard A. Allen, Esq.
Zuckert, Scoutt & Rasenberger, LLP
888 17th Street, N.W.
Washington, DC 20006-3939

Dated: May 23, 2000



ERIC M. HOCKY



STB FD-33388 (SUB91) 5-26-00 D 198806

198806

Richard R. Wilson, P.C.
Attorney at Law
A Professional Corporation
1126 Eighth Avenue, Suite 403
Altoona, PA 16602

(814) 944-5302
888-454-3817 (Toll Free)
(814) 944-6978 FAX
rrwilson@mail.csrlink.net

Of Counsel to:
Vuono & Gray LLC
2310 Grant Building
Pittsburgh, PA 15219
(412) 471-1800
(412) 471-4477 FAX

May 24, 2000

Case Control Unit
Office of the Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

ENTERED
Office of the Secretary

MAY 30 2000

Part of
Public Record



Attn: STB Finance Docket No: 33388 (Sub No. 91)

Dear Sir:

Please place the undersigned on the service list in the above captioned proceeding. I represent the following parties who seek to be included as official participants in the General Oversight Proceedings:

Representative Richard A. Geist, Chairman House Transportation Committee
General Assembly of the Commonwealth of Pennsylvania

North Shore Railroad Company, Nittany & Bald Eagle Railroad Company, Lycoming Valley Railroad Company, Juniata Valley Railroad Company, Union County Industrial Railroad, Shamokin Valley Railway Company and Stourbridge Railroad Company

SEDA-COG Joint Rail Authority

To facilitate service of documents, Norfolk Southern and CSX need serve only one set of their submissions with the undersigned counsel.

Thank you for your attention to this matter.

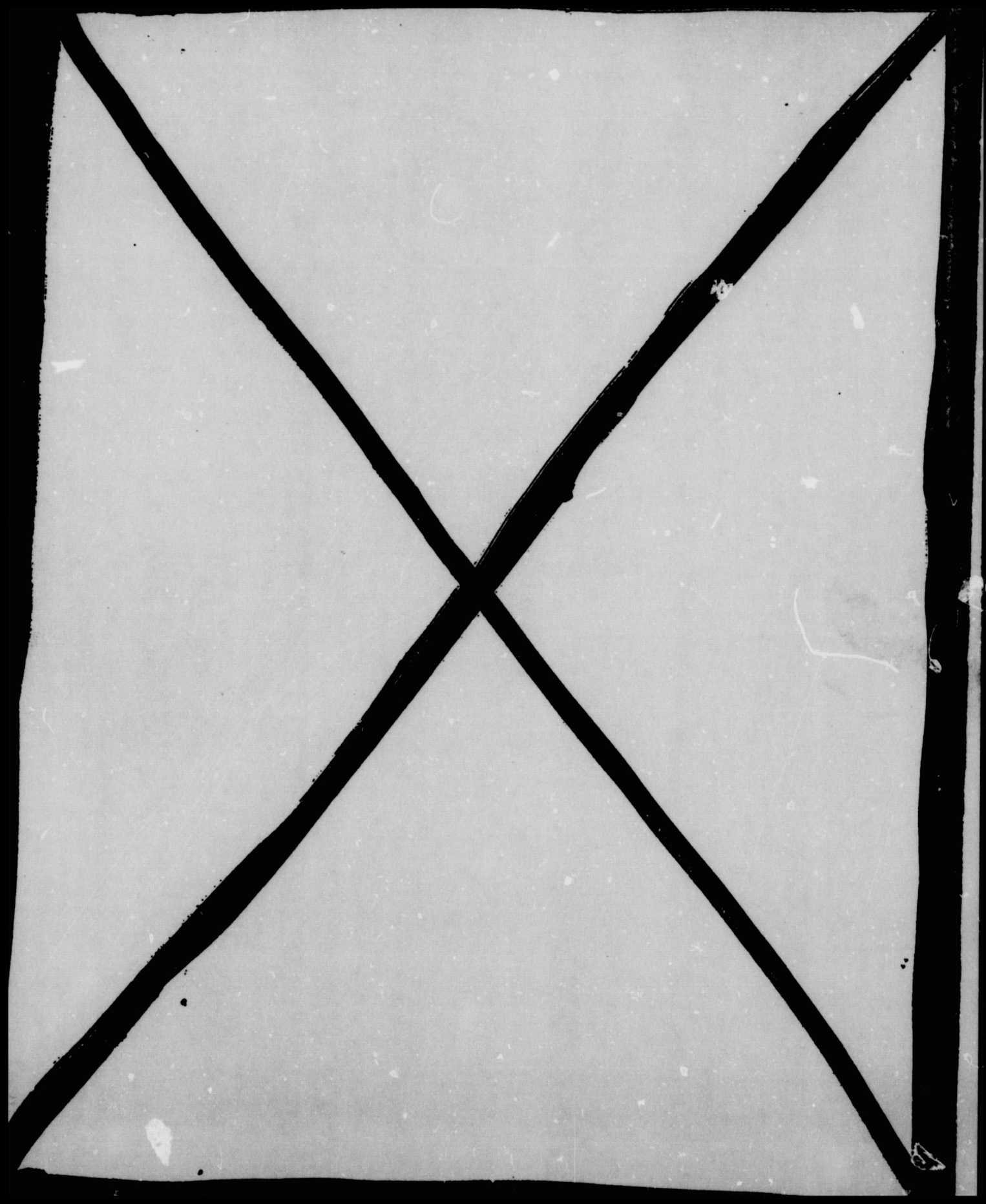
Very truly yours,

RICHARD R. WILSON, P.C.

Richard R. Wilson

RRW/klh

xc: Dennis G. Lyons, Esq.
Richard A. Allen, Esq.
The Honorable Richard A. Geist
Richard D. Robey
Jeffrey K. Stover



STB

FD-33388 (SUB91) 5-24-00

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ENTERED
Office of the Secretary

MAY 24 2000

Part of
Public Record

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

888 SIXTEENTH STREET, N. W., WASHINGTON, D.C. 20006-4103 (202) 835-8000

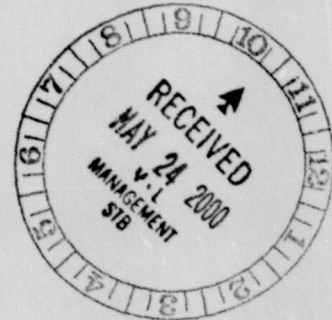
FAX (202) 835-8136

INTERNET <http://www.hopsut.com>

CHICAGO OFFICE THREE FIRST NATIONAL PLAZA 60602-4209

CHARLES A. SPITULNIK
(202) 835-8196
Direct Fax: (202) 835-8136
E-Mail: CSpitulnik@hopsut.com

May 24, 2000



The Honorable Vernon Williams
Office of the Secretary
Case Control Unit
Attn: STB Finance Docket No. 33388 (Sub-No. 91)
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Re: *CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements - Conrail Inc. and Consolidated Rail Corporation, Finance Docket No. 33388 (Sub-No. 91)*

Dear Sir:

I am enclosing an original and twenty-five (25) copies of the Notice of Intent to Participate for New York City Economic Development Corporation ("NYCEDC") (EDC-1) in the above-referenced proceeding. An additional copy is enclosed for date-stamp and return to our messenger. Please note that a copy of this filing is also enclosed on a 3.5 inch diskette in WordPerfect 5.X format.

Sincerely,

A handwritten signature in dark ink, appearing to read "Charles A. Spitulnik".

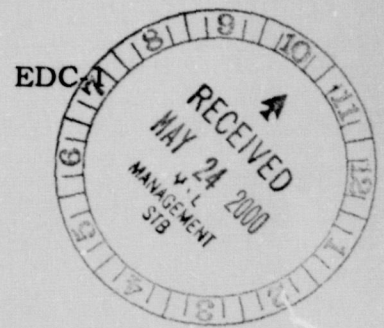
Charles A. Spitulnik

Enclosure

Before the
Surface Transportation Board
Washington, D.C.

Finance Docket No. 33388

**CSX CORPORATION AND CSX TRANSPORTATION, INC.,
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
- - CONTROL AND OPERATING LEASES/AGREEMENTS - -
CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION**



Finance Docket No. 33388 (Sub-No. 91)

GENERAL OVERSIGHT

NOTICE OF INTENT TO PARTICIPATE

The NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION ("NYCEDC"),
by its undersigned counsel, hereby submits this Notice of its intent to participate as a
party of record in this proceeding, and requests that it be placed on the official Service
List herein.

Respectfully submitted,

Charles A. Spitulnik
Hopkins & Sutter
888 16TH Street, N.W.
Washington, D.C. 20006
(202) 835-8196

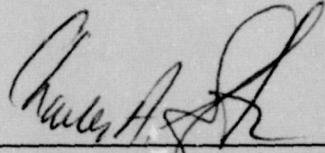
Dated: May 24, 2000

CERTIFICATE OF SERVICE

I hereby certify that on May 24, 2000, a copy of the Notice of Intent to Participate for the New York City Economic Development Corporation ("NYCEDC") (EDC-1) was served by hand delivery upon the following:

Dennis G. Lyons
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202

Richard A. Allen
Zuckert, Scoutt & Rasenberger, L.L.P.
888 17th Street, N.W., Suite 600
Washington, D.C. 20006-3939



Charles A. Spitulnik



STB

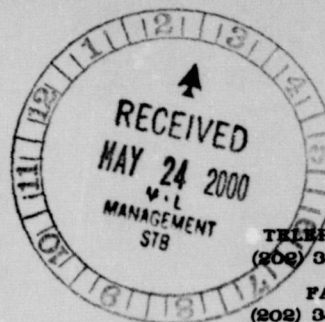
FD-33388 (SUB91) 5-24-00

D

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WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PETER A. PROHL
DANIEL M. JAFFE

SLOVER & LOFTUS
ATTORNEYS AT LAW
1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036



TELEPHONE:
(202) 347-7170

FAX:
(202) 347-3619

WRITER'S E-MAIL:
cml@sloverandloftus.com

cml@sloverandloftus.com

May 24, 2000

BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
ATTN: STB Finance Docket 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

ENTERED
Office of the Secretary

MAY 24 2000

Section
Public Notice

Sub 91

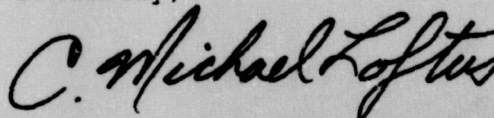
Re: Finance Docket No. 33388, CSX Corporation
and CSX Transportation Inc., Norfolk Southern
Corporation and Norfolk Southern Railway
Company -- Control and Operating Leases/
Agreements -- Conrail Inc. and Consolidated
Rail Corporation (General Oversight)

Dear Secretary Williams:

Enclosed for filing in the above-referenced proceeding,
please find the original and ten (10) copies of the Notice of Intent
to Participate of the Cities of East Chicago, Indiana; Hammond,
Indiana; Gary, Indiana; and Whiting, Indiana (collectively, the "Four
City Consortium") in the above-captioned proceeding. We are serving
copies of the Notice of Intent on counsel for CSX and Norfolk
Southern.

We have included an extra copy of the filing. Kindly
indicate receipt by time-stamping the copy and returning it with our
messenger.

Sincerely,



C. Michael Loftus
An attorney for the
Four City Consortium

CML:svs

The Honorable Vernon A. Williams
May 24, 2000
Page 2

cc: Dennis G. Lyons, Esq.
Richard A. Allen, Esq.

Enclosures

198758
ENTERED
Office of the Secretary

MAY 24 2000

Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD



CSX CORPORATION AND CSX
TRANSPORTATION, INC., NORFOLK
SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY
COMPANY -- CONTROL AND OPERATING
LEASES/AGREEMENTS -- CONRAIL INC.
AND CONSOLIDATED RAIL
CORPORATION (GENERAL OVERSIGHT)

Finance Docket No. 33388
(Sub-No. 91)

NOTICE OF INTENT TO PARTICIPATE

Pursuant to the Board's Decision served February 9, 2000 in the above-captioned proceeding, the Cities of East Chicago, Indiana; Hammond, Indiana; Gary, Indiana; and Whiting, Indiana (collectively, the "Four City Consortium"), hereby notifies the Board of its intent to participate in this proceeding and requests that it be placed on the service list as a party of record.

Service of filings on the Four City Consortium in this proceeding should be made on its undersigned counsel.

OF COUNSEL:

Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Dated: May 23, 2000

Respectfully submitted,

C. Michael Loftus
Christopher A. Mills
Peter A. Pfohl
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036
(202) 347-7170

Attorneys for the Four City Consortium



STB

FD-33388 (SUB91) 5-24-00

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Office of the Secretary

MAY 24 2000

Part of
Public Record

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

888 SIXTEENTH STREET, N. W., WASHINGTON, D.C. 20006-4103 (202) 835-8000

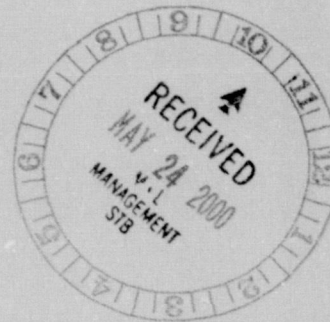
FAX (202) 835-8136

INTERNET <http://www.hopsut.com>

CHICAGO OFFICE THREE FIRST NATIONAL PLAZA 60602-4209

CHARLES A. SPITULNIK
(202) 835-8196
Direct Fax: (202) 835-8136
E-Mail: CSpitulnik@hopsut.com

May 24, 2000



The Honorable Vernon Williams
Office of the Secretary
Case Control Unit
Attn: STB Finance Docket No. 33388 (Sub-No. 91)
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Re: *CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements - Conrail Inc. and Consolidated Rail Corporation, Finance Docket No. 33388 (Sub-No. 91)*

Dear Sir:

I am enclosing an original and twenty-five (25) copies of the Notice of Intent to Participate for the State of Maryland (MD-1) in the above-referenced proceeding. An additional copy is enclosed for date-stamp and return to our messenger. Please note that a copy of this filing is also enclosed on a 3.5 inch diskette in WordPerfect 5.X format.

Sincerely,

A handwritten signature in dark ink, appearing to read "Charles A. Spitulnik".

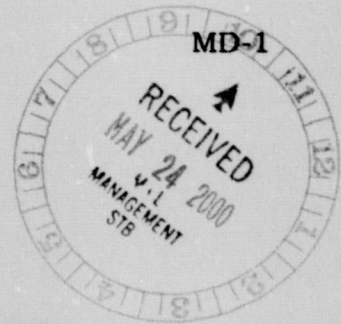
Charles A. Spitulnik

Enclosure

Before the
Surface Transportation Board
Washington, D.C.

Finance Docket No. 33388

**CSX CORPORATION AND CSX TRANSPORTATION, INC.,
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
- - CONTROL AND OPERATING LEASES/AGREEMENTS - -
CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION**



Finance Docket No. 33388 (Sub-No. 91)

GENERAL OVERSIGHT

NOTICE OF INTENT TO PARTICIPATE

The State of Maryland, by its undersigned counsel, hereby submits this Notice of its intent to participate as a party of record in this proceeding, and requests that it be placed on the official Service List herein.

Respectfully submitted,

Charles A. Spitulnik
Hopkins & Sutter
888 16TH Street, N.W.
Washington, D.C. 20006
(202) 835-8196

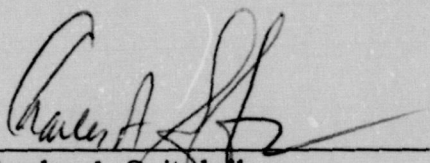
Dated: May 24, 2000

CERTIFICATE OF SERVICE

I hereby certify that on May 24, 2000, a copy of the Notice of Intent to Participate for the State of Maryland (MD-1) was served by hand delivery upon the following:

Dennis G. Lyons
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202

Richard A. Allen
Zuckert, Scoutt & Rasenberger, L.L.P.
888 17th Street, N.W., Suite 600
Washington, D.C. 20006-3939



Charles A. Spitulnik



STB

FD-33388 (SUB91) 5-5-00

D

198437

198437

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

WILLIAM L. SLOVER

C. MICHAEL LOFTUS

DONALD G. AVERY

JOHN H. LE SEUR

KELVIN J. DOWD

ROBERT D. ROSENBERG

CHRISTOPHER A. MILLS

FRANK J. PERGOLIZZI

ANDREW B. KOLESAR, JR. of the Secretary

PETER A. PFOHL

DANIEL M. JAFFE

TELEPHONE:
(202) 347-7170

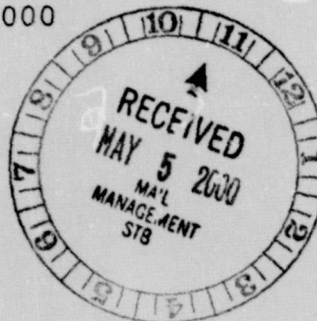
FAX:
(202) 347-3619

WRITER'S E-MAIL:

May 5, 2000

MAY 05 2000

Part of
Public Record



cam@sloverandloftus.com

BY HAND DELIVERY

Hon. Vernon L. Williams, Secretary

Surface Transportation Board

Case Control Unit

Attn: STB Finance Docket No. 33388 (Sub-No. 91)

1925 K Street, N.W.

Washington, D.C. 20423-0001

Re: Finance Docket No. 33388 (Sub-No. 91)
Conrail Control-General Oversight Proceeding

Dear Sir:

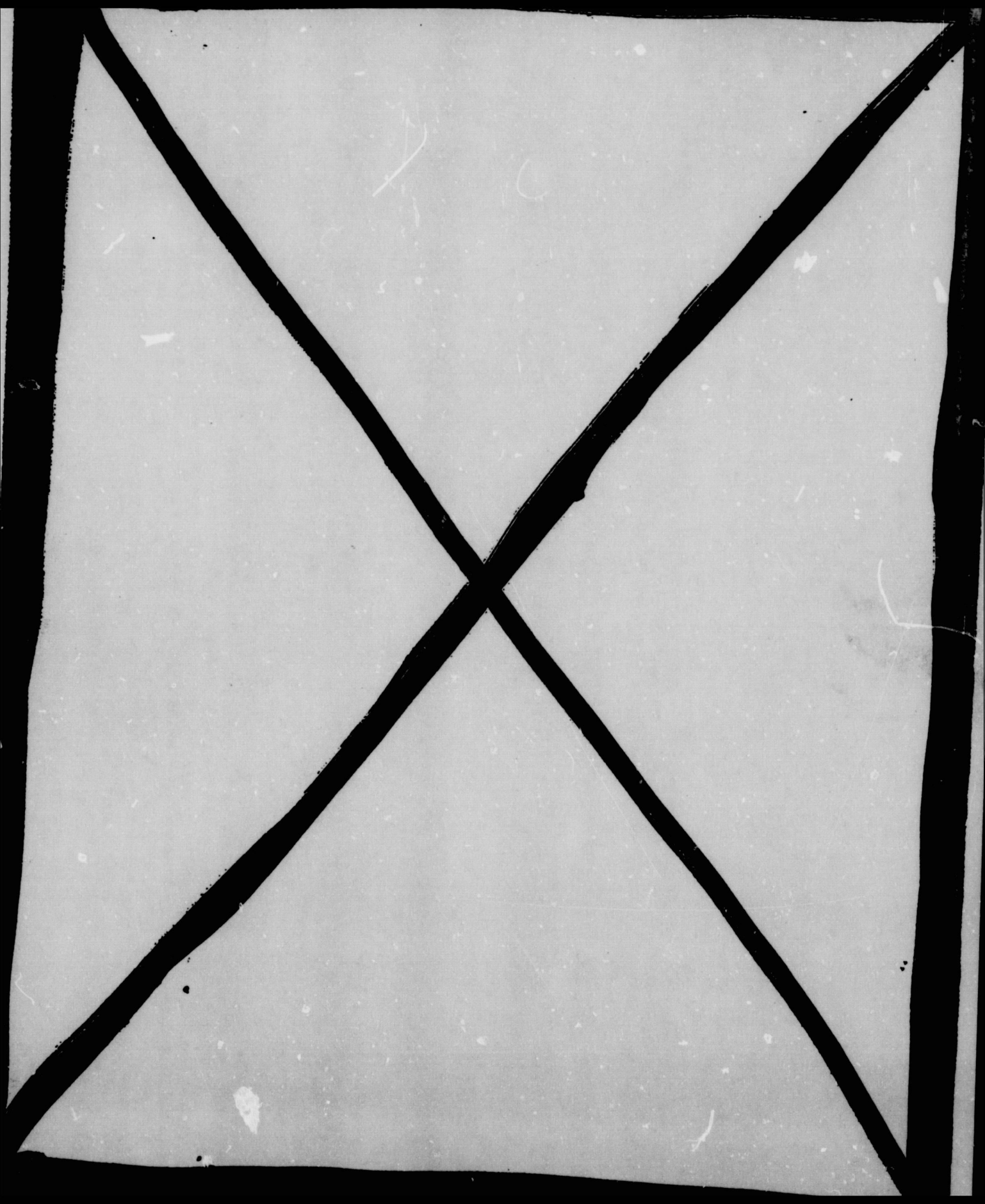
Please add the undersigned, as counsel for PSI Energy, Inc., to the service list for the above-referenced proceeding. Copies of all CSX and NS filings relating to the general oversight proceeding should also be provided to the undersigned.

Sincerely,

Christopher A. Mills

CAM/mfw

cc: Donald P. Bogard, Esq.
Dennis G. Lyons, Esq. (Counsel for CSX)
Richard A. Allen, Esq. (Counsel for NS)



STB

FD-33388 (SUB91) 5-5-00

D

198436



198436

Telephone: 248-340-2177
Facsimile: 248-340-2175
E-Mail: tom_pastore@guardian.com

ENTERED
Office of the Secretary

MAY 05 2000

May 4, 2000

Part of
Public Record

VIA UPS OVERNIGHT COURIER

Case Control Unit
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001



Re: STB Finance Docket No. 33388 (Sub-No. 91)
Notice of Intent to Participate

Dear Sir/Madam:

Please accept this letter as Guardian Industries Corp.'s NOTICE OF INTENT TO PARTICIPATE in the above referenced matter. Guardian has previously requested to be included on the Service List. All communications should be directed to:

Guardian Industries Corp.
Attn: Colleen DeGaynor
2300 Harmon Road
Auburn Hills, MI 48326

A copy of this request has been mailed to CSX's and NS's representatives.

Very truly yours,

Thomas M. Pastore
Assistant General Counsel

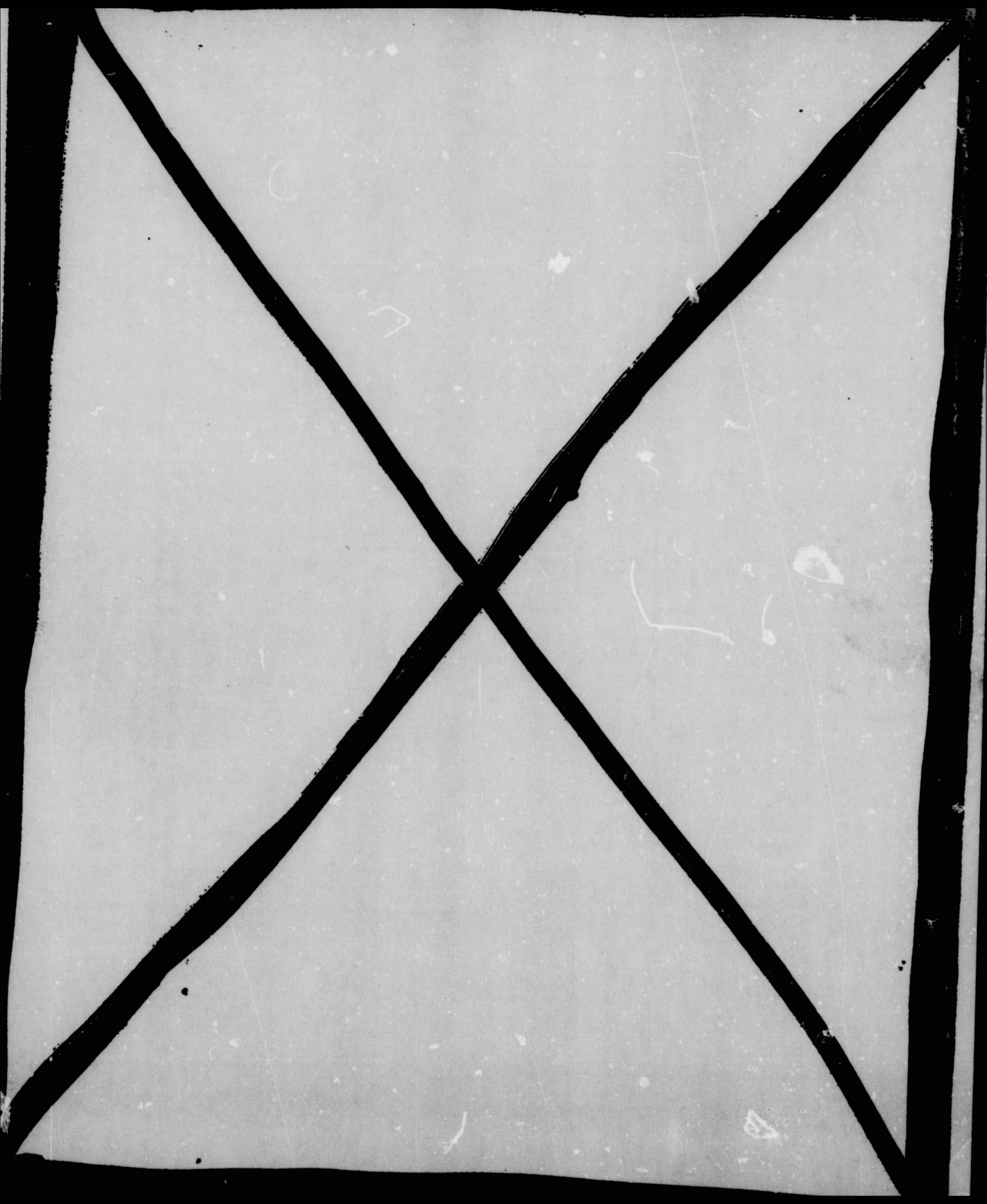
Enclosures: 25 copies
tmp/

cc: Dennis G. Lyons, Esq.
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202

Counsel for CSX

Richard A. Allen, Esq.
Zuckert, Scoutt & Rasenberger, LLP
888 17th Street, N.W.
Washington, D.C. 20006-3939

Counsel for NS



STB

FD-33388 (SUB91)

4-25-00

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198316

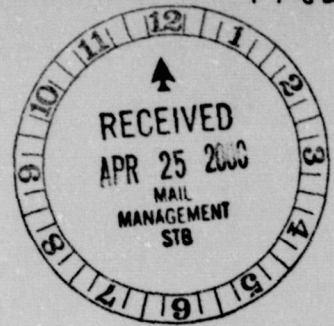


Corn Products International, Inc.
6500 South Archer Avenue
Bedford Park, IL 60501-1933

April 12, 2000

Surface Transportation Board
Office of the Secretary
Case Control Unit
Attn. STB Docket No. 33388 (Sub-No. 91)
1925 K Street, N.W.
Washington, D.C. 20004-1202

ENTERED
Office of the Secretary
APR 25 2000
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Public Record



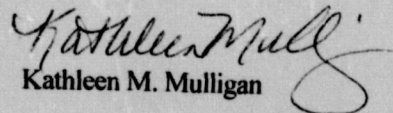
Re: STB Finance Docket No. 33388 (Sub-No. 91); CSX Corporation et al.

Dear Sir or Madam:

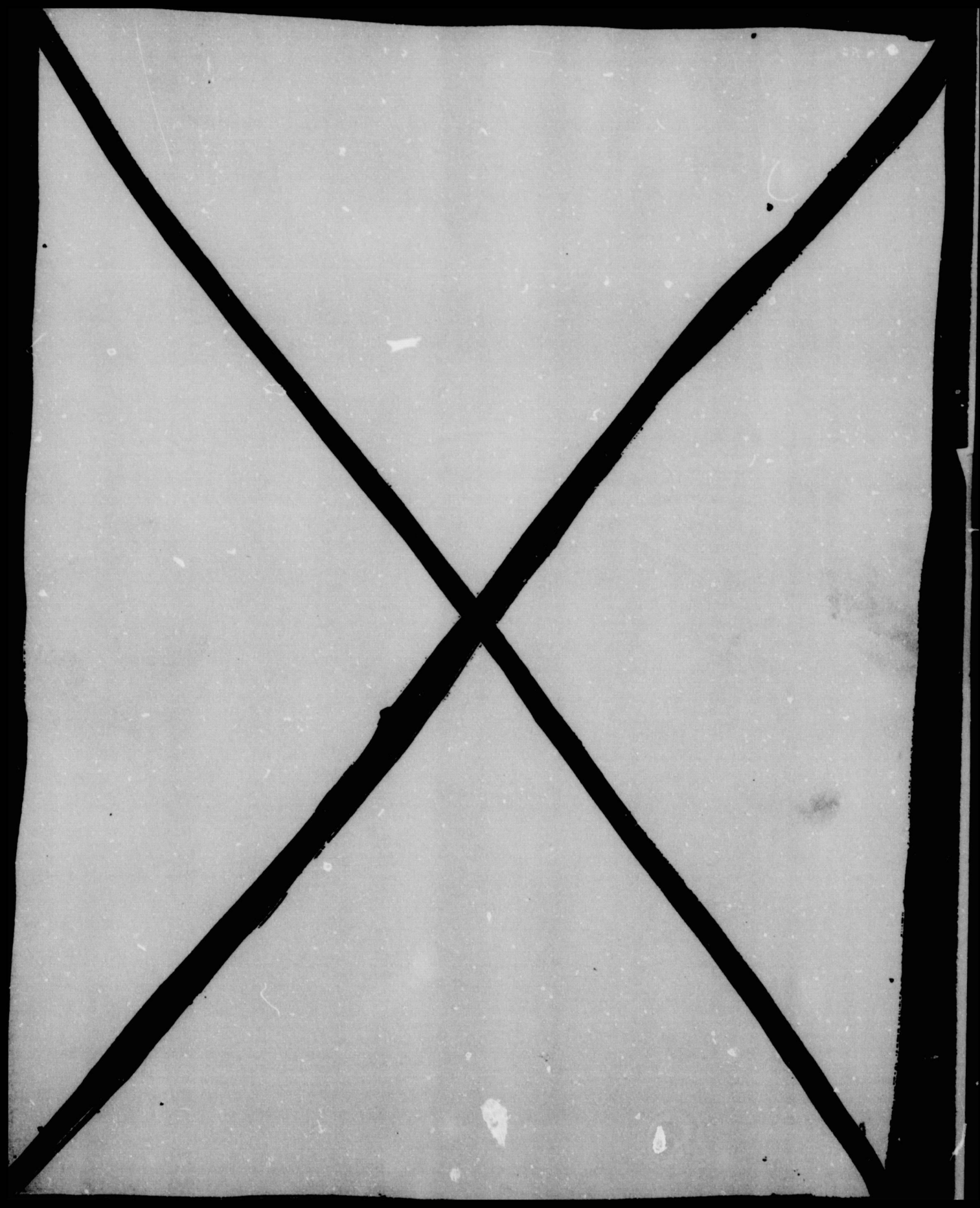
I write to request that Corn Products International, Inc. be noted as a party of record in the above-mentioned general oversight proceeding and that we receive copies of filings and decisions, directed to my attention at the address listed above.

Please call me at (708) 563-6903 with any questions. Thank you.

Sincerely,


Kathleen M. Mulligan

C: Dennis G. Lyons, Esq.
Richard A. Allen, Esq.



STB

FD-33388 (SUB91)

4-24-00

D

198308

198308

GOLLATZ, GRIFFIN & EWING, P.C.
ATTORNEYS AT LAW

PHILADELPHIA OFFICE:
SIXTEENTH FLOOR
TWO PENN CENTER PLAZA
PHILADELPHIA, PA 19102
(215) 563-9400

213 WEST MINER STREET
POST OFFICE BOX 796
WEST CHESTER, PA 19381-0796

WILMINGTON OFFICE:
1901 SUPERFINE LANE
SUITE 2
WILMINGTON, DE 19802
(302) 428-3761

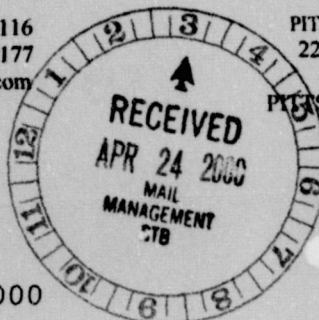
DELAWARE COUNTY
CONFERENCE FACILITY:
205 N. MONROE STREET
MEDIA, PA 19063
(610) 565-6040

Telephone (610) 692-9116
Telecopier (610) 692-9177
E-Mail: gge@ggelaw.com

PITTSBURGH OFFICE:
225 ROSS STREET
2ND FLOOR
PITTSBURGH, PA 15219
(412) 434-7930

ERIC M. HOCKY
emhocky@ggelaw.com

April 21, 2000



Surface Transportation Board
Office of the Secretary
Case Control Unit
Attn: STB Finance Docket No. 33388 (Sub-No. 91)
1925 K Street, N.W.
Washington, DC 20423-0001

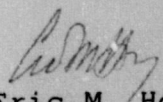
Re: STB Finance Docket No. 33388 (Sub-No. 91)
CSX and Norfolk Southern-Control and
Operating Leases-Conrail (General Oversight)
Notice of Intent to Participate

Dear Sir or Madam:

Enclosed for filing in the above referenced proceeding are an original and 25 copies of Notice of Intent to Participate of the Bethlehem Steel Corporation subsidiary railroads (PSCX-1), along with a diskette containing the document in a format (WordPerfect 6/7/8) that can be converted by, and into, WordPerfect 7.0.

Please time stamp the extra copy of this letter to indicate receipt, and return it to me in the stamped self-addressed envelope provided for your convenience.

Very truly yours,


Eric M. Hocky

Enclosures

cc: Dennis G. Lyons, Esq.
Richard A. Allen, Esq.

EMH/bah
H:\WPDATA\TRANS\BSCX\Conrail (Sub-91)\STB01.wpd

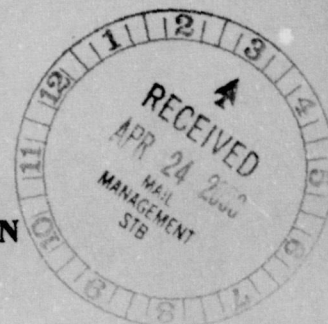
ENTERED
Office of the Secretary
APR 25 2000
Part of
Public Record

BSCX-1

BEFORE THE
SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET NO. 33388 (Sub-No. 91)

CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
--CONTROL AND OPERATING LEASES/AGREEMENTS--
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

(General Oversight)



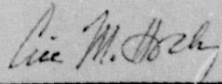
NOTICE OF INTENT TO PARTICIPATE

Please take notice that the Bethlehem Steel Corporation subsidiary railroads listed on Schedule A (collectively, "BSCX") intend to actively participate in this proceeding. The following should be added to the service list in this proceeding:

Patrick A. Sabatino
Subsidiary Railroads
Room 660 Martin Tower
1170 Eighth Avenue
Bethlehem, PA 18016-7699

The undersigned counsel should also be added to the service list in this proceeding.

ENTERED
Office of the Secretary
APR 25 2000
Part of
Public Record


WILLIAM P. QUINN
ERIC M. HOCKY
GOLLATZ, GRIFFIN & EWING, P.C.
213 West Miner Street
P.O. Box 796
West Chester, PA 19381-0796
(610) 692-9116

Dated: April 21, 2000

Attorneys for the Bethlehem Steel Corporation
subsidiary railroads

Schedule A

Keystone Railroad, Inc., and its divisions
Philadelphia, Bethlehem and New England Railroad Company
Lake Michigan and Indiana Railroad Company

Steelton & Highspire Railroad Company

South Buffalo Railway Company

Patapsco & Back Rivers Railroad Company

Cambria & Indiana Railroad Company

Conemaugh & Black Lick Railroad Company

Upper Merion and Plymouth Railroad Company

Brandywine Valley Railroad Corporation

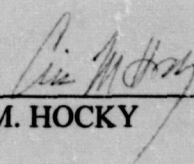
CERTIFICATE OF SERVICE

I hereby certify that on this date a copy of the foregoing Notice of Intent to Participate of the Bethlehem Steel Corporation subsidiary railroads was served by first class mail on the following persons specified in Decision No. 1:

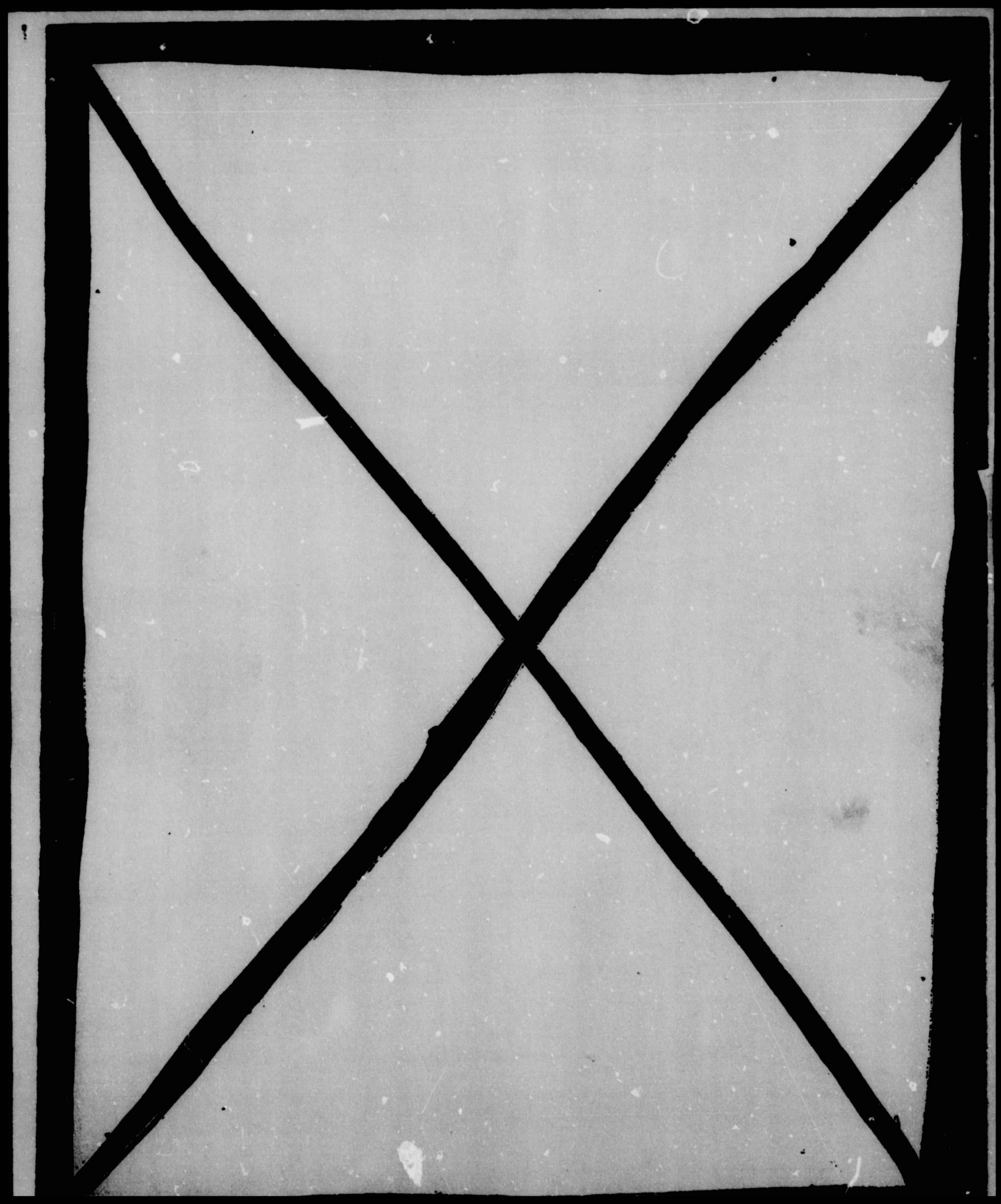
Dennis G. Lyons, Esq.
Arnold & Porter
555 12th Street, N.W.
Washington, DC 20004-1202

Richard A. Allen, Esq.
Zuckert, Scoutt & Rasenberger, LLP
888 17th Street, N.W.
Washington, DC 20006-3939

Dated: April 21, 2000



ERIC M. HOCKY



STB

FD-33388 (SUB91)

4-24-00

D

198307

**OFFICE:**

One O'Hare Centre
6250 North River Road
Suite 9000
Rosemont, IL 60018
Tel (847) 318-4600

MAILING ADDRESS:

P.O. Box 5062
Rosemont, IL 60017-5062

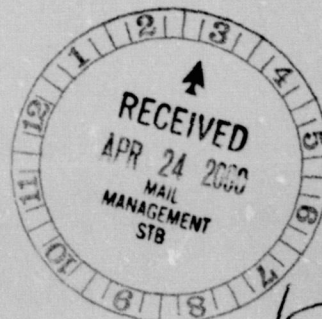
Website: www.wclx.com

April 19, 2000

ENTERED
Office of the Secretary

APR 25 2000

Part of
Public Record



Office of the Secretary
Surface Transportation Board
Case Control Unit
1925 K Street, N.W.
Washington, DC 20423-0001

Re: STB Finance Docket No. 33388 (Sub-No. 91)
CSX Corporation and ~~CSX~~ Transportation Inc., Norfolk-Southern
Corporation and Norfolk Southern Railway Company -- Control and
Operating Lease/Agreements -- Conrail Inc. and Consolidated Rail
Corporation (General Oversight)

Dear Sir or Madam:

Wisconsin Central Ltd., Fox Valley & Western Ltd., Sault Ste. Marie Bridge Company (Class II carriers), Wisconsin Chicago Link Ltd. (a Class III carrier), and Algoma Central Railway Inc. (a Canadian corporation), are rail common carriers serving the states of Wisconsin, Michigan, Illinois, Minnesota and the Province of Ontario. Collectively they constitute the Wisconsin Central System.

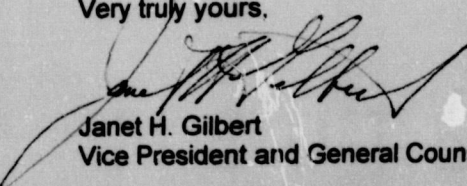
The Wisconsin Central System serves notice that it intends to participate, acting through the undersigned, in Finance Docket No. 33388 (Sub-No. 91). Please serve WCS as follows:

Janet H. Gilbert
Vice President and General Counsel
Wisconsin Central System
6250 North River Road
Suite 9000
Rosemont, IL 60018

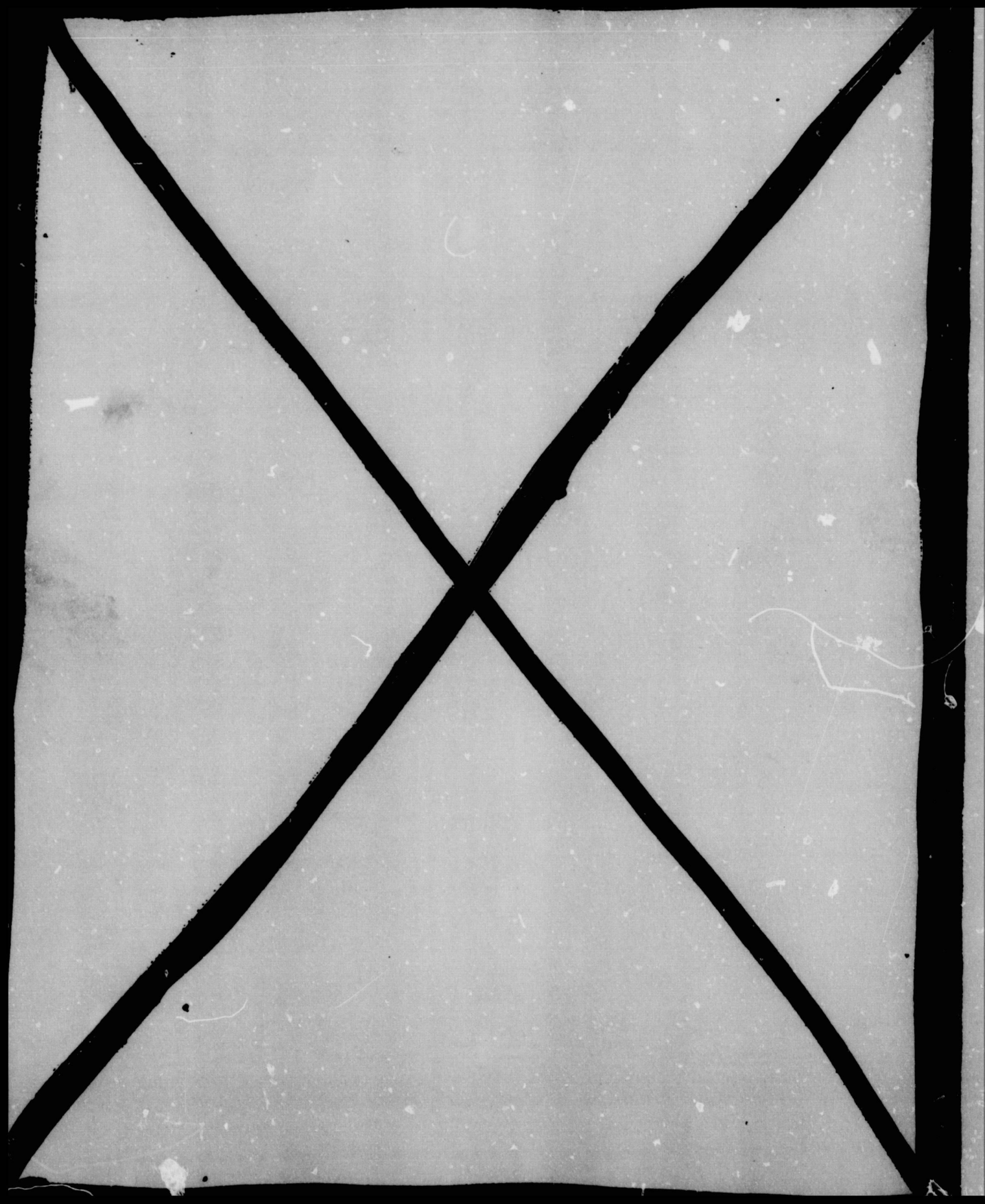
Telephone: (847) 318-4691
Facsimile: (847) 384-5428
Email: jhgilbert@wclx.com

It would be appreciated if you would date stamp the enclosed copy of this letter showing that an original and 25 copies has been received, and return it to the undersigned in the enclosed self-addressed, stamped envelope provided for your convenience.

Very truly yours,


Janet H. Gilbert
Vice President and General Counsel

CC: Dennis G. Lyons, Esq., Arnold & Porter (Rep. CSX)
Richard A. Allen, Esq., Zuckert, Scutt & Rasenberger (Rep. NS)



STB

FD-33388 (SUB91)

4-10-00

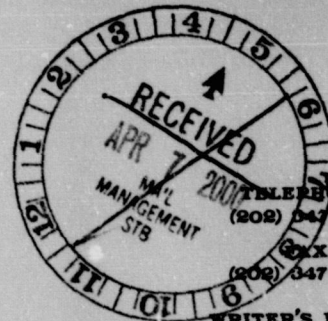
D

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WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PETER A. PFOHL
DANIEL M. JAFFE

SLOVER & LOFTUS
ATTORNEYS AT LAW
1294 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

ENTERED
Office of the Secretary
APR 12 2000
Part of
Public Record



TELEPHONE:
(202) 347-7170

FAX:
(202) 347-3619

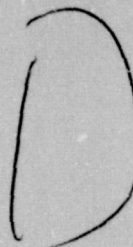
WRITER'S E-MAIL:

kjd@sloverandloftus.com

April 7, 2000

BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
Attn: STB F.D. 33556
1925 K Street, N.W.
Washington, D.C. 20423-0001



Re: Finance Pocket No. 33388 (Sub-No. 91), CSX Corporation, et al. -- Control and Operating Leases/Agreements -- Conrail Inc., et al.
(General Oversight)

Dear Mr. Williams:

Enclosed for filing in the referenced proceeding please find an original and ten (10) copies of the Notice of Intent to Participate of the State of New York, along with a diskette (in WordPerfect format) containing an electronic version the filing.

Also enclosed is an extra copy of the Notice, which we request be time-stamped as evidence of filing and returned to our messenger.

Thank you for your attention to this matter.

Sincerely,

Kelvin J. Dowd
An Attorney for the State of
New York

Enclosures

ENTERED
Office of the Secretary

APR 12 2000

Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

CSX CORPORATION AND CSX)
TRANSPORTATION, INC., NORFOLK)
SOUTHERN CORPORATION AND)
NORFOLK SOUTHERN RAILWAY)
COMPANY -- CONTROL AND OPERATING)
LEASES/AGREEMENTS -- CONRAIL, INC.)
CONSOLIDATED RAIL CORPORATION)
(GENERAL OVERSIGHT))

Finance Docket No. 33388
(Sub-No. 91)

**NOTICE OF INTENT
TO PARTICIPATE**

The State of New York, acting by and through the New York State Department of Transportation, hereby gives notice of its intent to participate in the captioned proceeding, as its interests may appear.

Respectfully Submitted,

THE STATE OF NEW YORK,
ACTING BY AND THROUGH THE
NEW YORK STATE DEPARTMENT OF
TRANSPORTATION

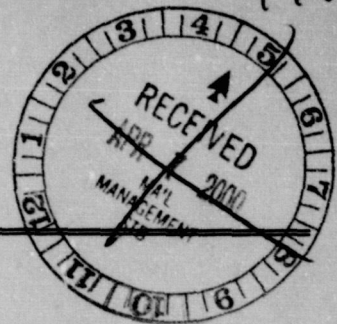
By: William L. Slover
Kelvin J. Dowd
Peter A. Pfohl
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036
(202) 347-7170

OF COUNSEL:

Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Dated: April 7, 2000

Attorneys & Practitioners



CERTIFICATE OF SERVICE


I hereby certify that on this 7th day of April, 2000, I caused copies of the foregoing Notice to be served upon counsel for the Applicants in Finance Docket No. 33388 by first-class United States mail, postage prepaid, addressed as follows:

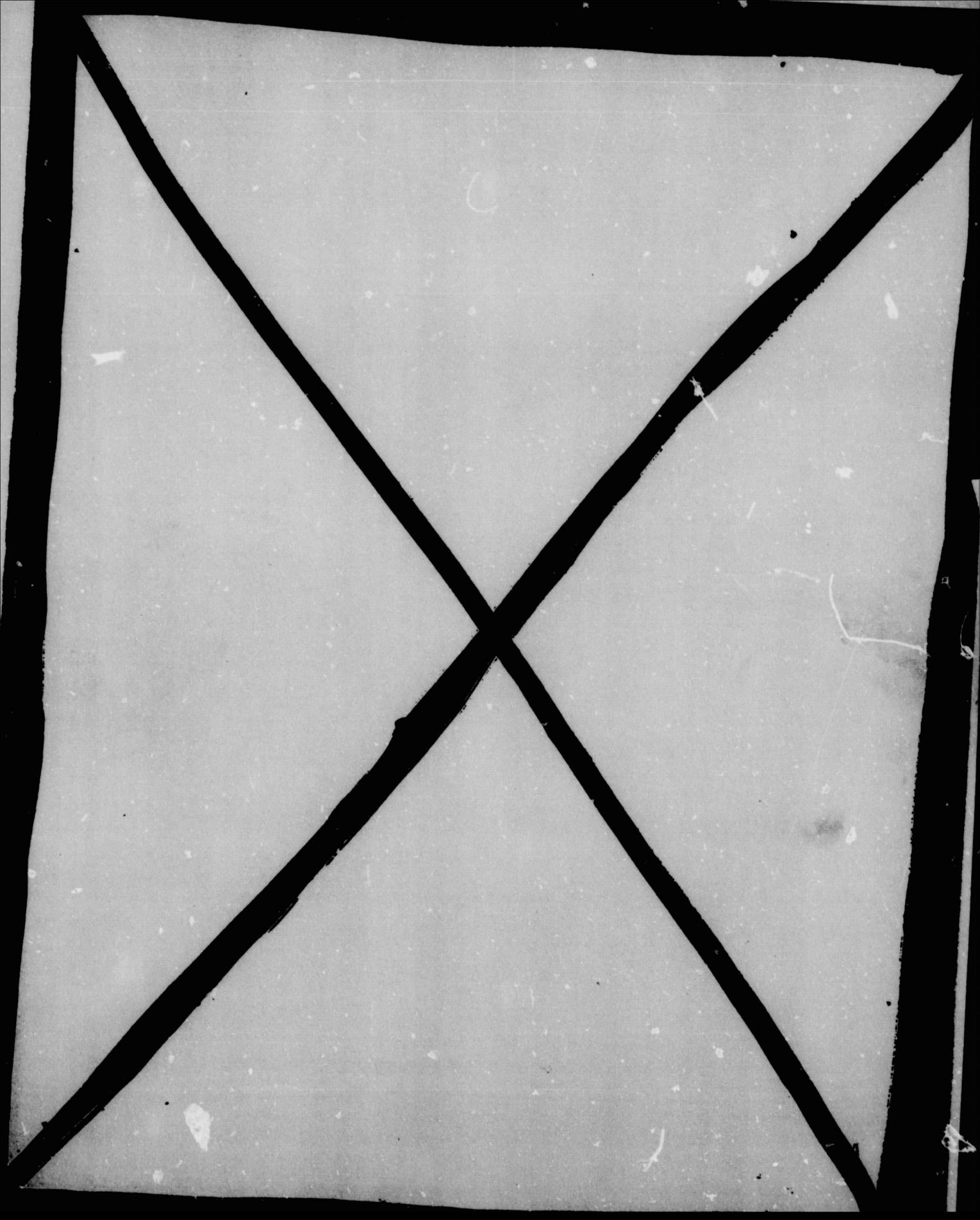
Richard A. Allen, Esq.
Zuckert, Scoutt & Rasenberger,
L.L.P.
888 17th Street, N.W.
Washington, D.C. 20006-3939

James C. Bishop
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-2191

Dennis G. Lyons, Esq.
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004

Mark G. Aron
Peter J. Shudtz
CSX Corporation
One James Center
901 East Cary Street
Richmond, VA 23129


Kelvin J. Dowd
An Attorney for the State
of New York



STB

FD-33388 (SUB91)

4-10-00

D

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19803)

THOMPSON
HINE & FLORY LLP

Attorneys at Law



April 10, 2000

VIA HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Case Control Unit
ATTN: STB Finance Docket No. 33388 (Sub-No. 91)
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Re: STB Finance Docket No. 33388 (Sub-No. 91),
CSX Corporation and CSX Transportation, Inc.,
Norfolk Southern Corporation and Norfolk Southern
Railway Company — Control and Operating Leases/Agreements —
Conrail, Inc. and Consolidated Rail Corporation (General Oversight)

Dear Secretary Williams:

Please find enclosed for filing in the above-referenced proceeding an original and twenty-five (25) copies of the Notice of Intent to Participate, submitted to the Board on behalf of the Institute of Scrap Recycling Industries, Inc. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

ENTERED
Office of the Secretary

APR 11 2000

Part of
Public Record

Sincerely yours,

John K. Maser III
Attorney for the Institute of
Scrap Recycling Industries, Inc.

Enclosures

101640
049781.03

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 33388 (Sub-No. 91)

**CSX CORPORATION AND CSX TRANSPORTATION, INC., NORFOLK SOUTHERN
CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY**

---Control and Operating Leases/Agreements---

**CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION
(GENERAL OVERSIGHT)**

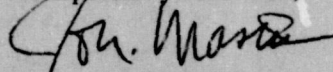
NOTICE OF INTENT TO PARTICIPATE

Pursuant to Decision No. 1 in this general oversight proceeding, served February 9, 2000, the Institute of Scrap Recycling Industries, Inc. ("ISRI") hereby submits its Notice of Intent to Participate. ISRI respectfully requests that its representatives, as listed below, be included in the service list prepared by the Board in this proceeding so that the listed representatives receive copies of all orders, notices, and other pleadings in this proceeding. Further, ISRI requests that CSX and Norfolk Southern serve copies of all pleadings filed in this proceeding directly upon the indicated representatives as listed below:

John K. Maser III, Esq.
Jeffrey O. Moreno, Esq.
THOMPSON HINE & FLORY LLP
1920 N Street, NW, Suite 800
Washington, DC 20036

Michael Mattia
Director, Risk Management
INSTITUTE OF SCRAP RECYCLING
INDUSTRIES, INC.
1325 G Street, NW
Washington, DC 20005

Respectfully submitted,

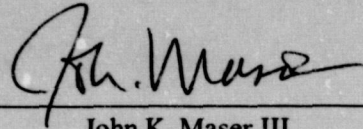


John K. Maser III
Jeffrey O. Moreno
THOMPSON HINE & FLORY LLP
1920 N Street, NW, Suite 800
Washington, DC 20036
Telephone: 202/331-8800
Facsimile: 202/331-8330
*Attorneys for Institute of Scrap
Recycling Industries, Inc.*

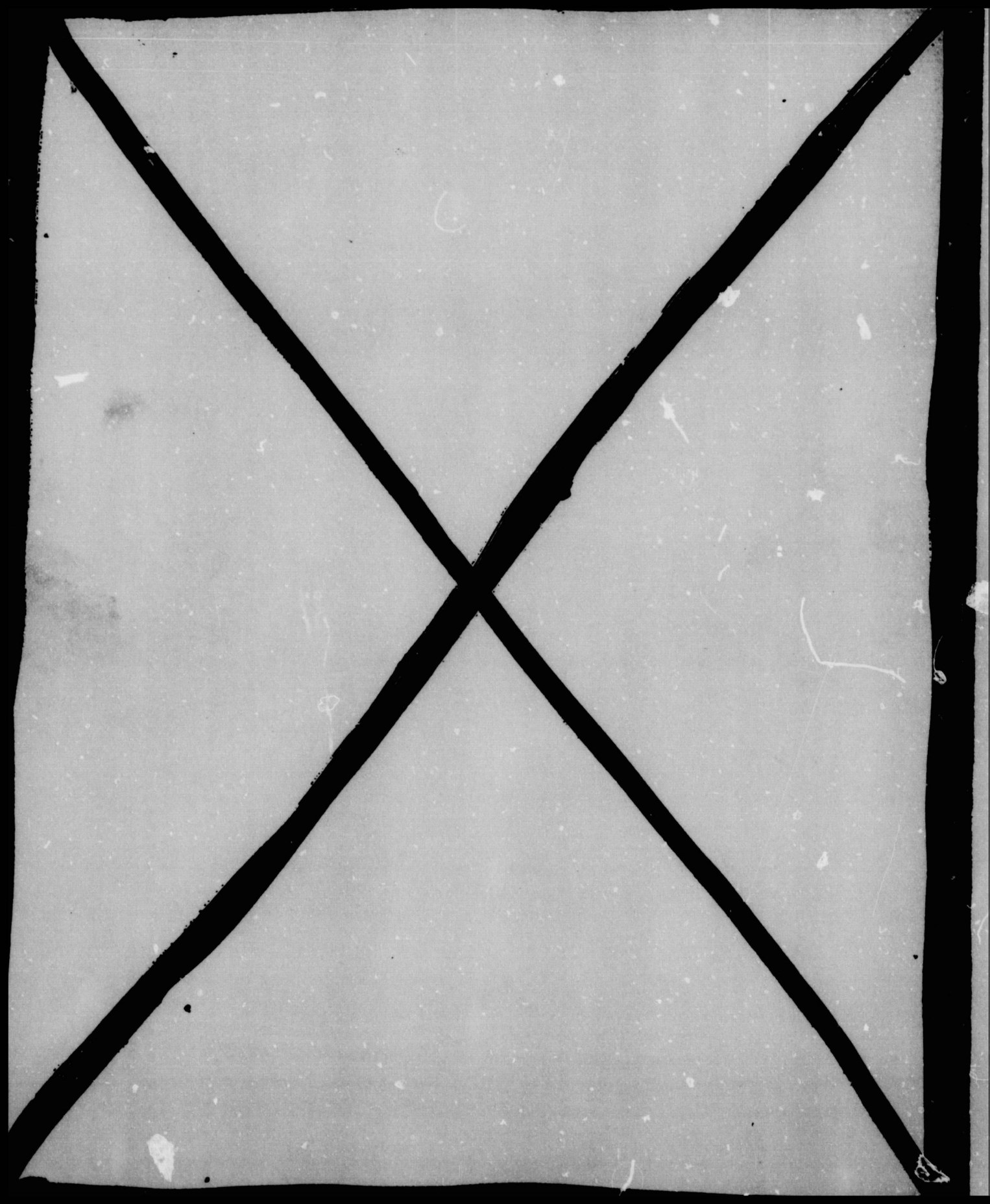
April 10, 2000

CERTIFICATE OF SERVICE

I hereby certify that on this tenth day of April, 2000, copies of the foregoing NOTICE OF INTENT TO PARTICIPATE were served upon Dennis G. Lyons, Esquire, Arnold & Porter, 555 12th Street, NW, Washington, DC 20004-1202 and Richard A. Allen, Esquire, Zuckert, Scoutt & Rasenberger, L.L.P., 888 Seventeenth Street, NW, Washington, DC 20006-3939 by first-class mail, postage prepaid, in accordance with the rules of the Surface Transportation Board.



John K. Maser III



STB

FD-33388 (SUB91)

4-10-00

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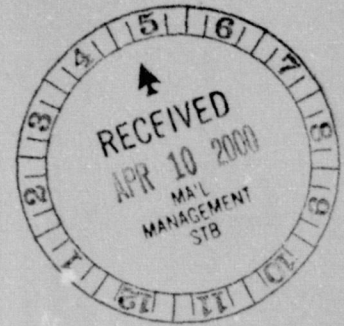
198030

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**THOMPSON
HINE & FLORY LLP**

Attorneys at Law

April 10, 2000



VIA HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Case Control Unit
ATTN: STB Finance Docket No. 33388 (Sub-No. 91)
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Re: **STB Finance Docket No. 33388 (Sub-No. 91),
CSX Corporation and CSX Transportation, Inc.,
Norfolk Southern Corporation and Norfolk Southern
Railway Company — Control and Operating Leases/Agreements —
Conrail, Inc. and Consolidated Rail Corporation (General Oversight)**

Dear Secretary Williams:

Please find enclosed for filing in the above-referenced proceeding an original and twenty-five (25) copies of the Notice of Intent to Participate, submitted to the Board on behalf of the American Forest & Paper Association. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

ENTERED
Office of the Secretary

APR 11 2000

Part of
Public Record

Sincerely yours,

John K. Maser III
Attorney for the American Forest &
Paper Association

Enclosures

101641
049711.01

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 33388 (Sub-No. 91)

**CSX CORPORATION AND CSX TRANSPORTATION, INC., NORFOLK SOUTHERN
CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY**

---Control and Operating Leases/Agreements---

**CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION
(GENERAL OVERSIGHT)**

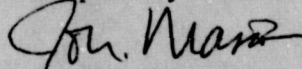
NOTICE OF INTENT TO PARTICIPATE

Pursuant to Decision No. 1 in this general oversight proceeding, served February 9, 2000, the American Forest & Paper Association ("AF&PA") hereby submits its Notice of Intent to Participate. AF&PA respectfully requests that its representatives, as listed below, be included in the service list prepared by the Board in this proceeding so that the listed representatives receive copies of all orders, notices, and other pleadings in this proceeding. Further, AF&PA requests that CSX and Norfolk Southern serve copies of all pleadings filed in this proceeding directly upon the indicated representatives as listed below:

John K. Maser III, Esq.
Jeffrey O. Moreno, Esq.
THOMPSON HINE & FLORY LLP
1920 N Street, NW, Suite 800
Washington, DC 20036

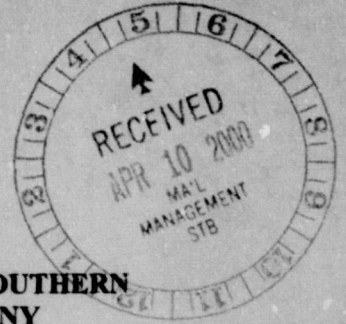
David B. Hershey
Director, Transportation
AMERICAN FOREST & PAPER
ASSOCIATION
1111 19th Street, NW
Washington, DC 20036

Respectfully submitted,



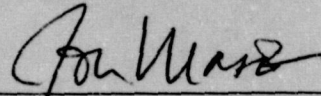
John K. Maser III
Jeffrey O. Moreno
THOMPSON HINE & FLORY LLP
1920 N Street, NW, Suite 800
Washington, DC 20036
Telephone: 202/331-8800
Facsimile: 202/331-8330
*Attorneys for American Forest &
Paper Association*

April 10, 2000

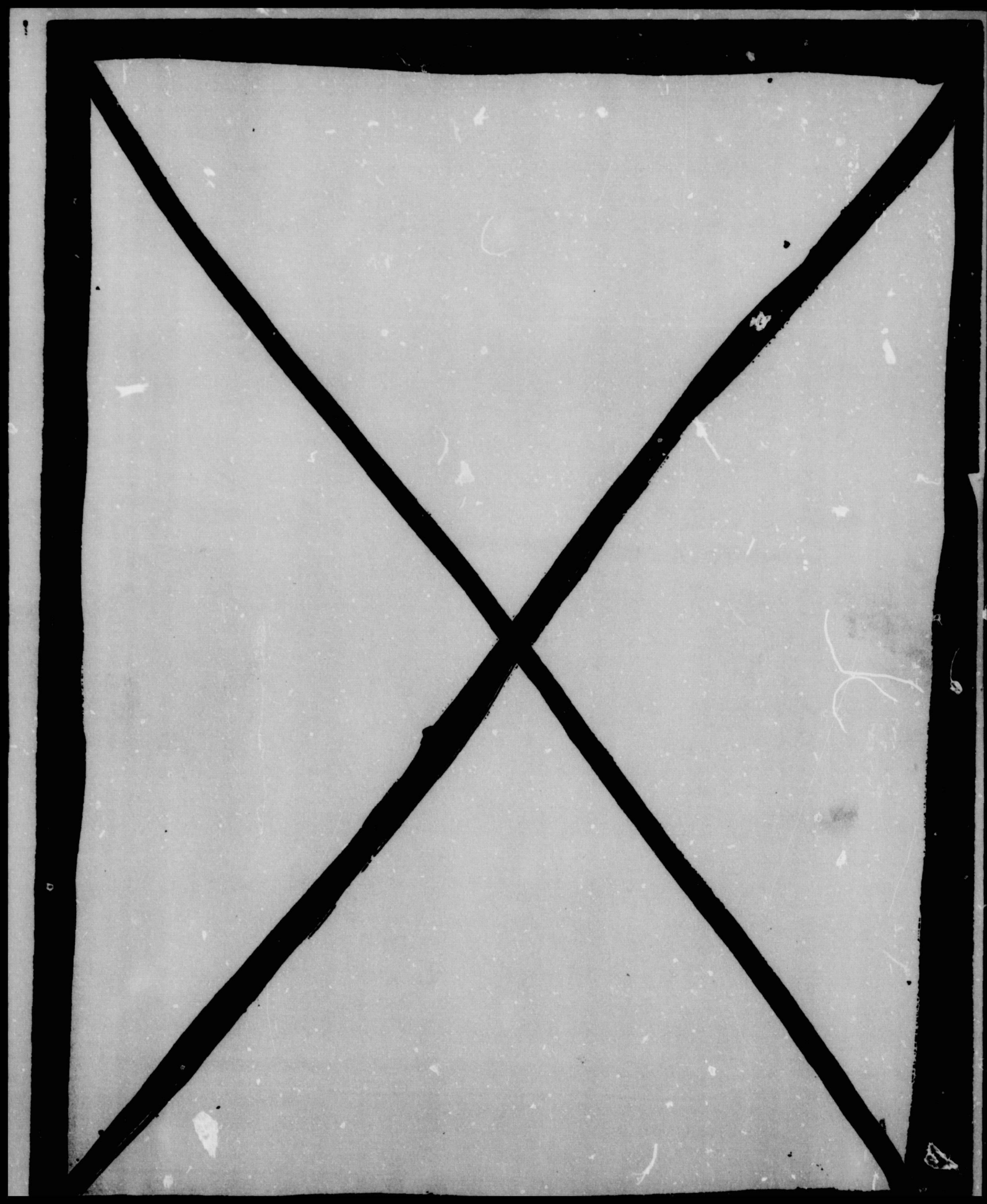


CERTIFICATE OF SERVICE

I hereby certify that on this tenth day of April, 2000, copies of the foregoing NOTICE OF INTENT TO PARTICIPATE were served upon Dennis G. Lyons, Esquire, Arnold & Porter, 555 12th Street, NW, Washington, DC 20004-1202 and Richard A. Allen, Esquire, Zuckert, Scoutt & Rasenberger, L.L.P., 888 Seventeenth Street, NW, Washington, DC 20006-3939 by first-class mail, postage prepaid, in accordance with the rules of the Surface Transportation Board.



John K. Maser III



STB

FD-33388 (SUB91)

4-4-00

D

197978

HENRY M. WICK, JR.
CHARLES J. STREIFF
CARL F. MEYER
DAVID M. O'BOYLE
VINCENT P. SZELIGO
LUCILLE N. WICK
RICHARD T. SCHADLE

LAW OFFICES

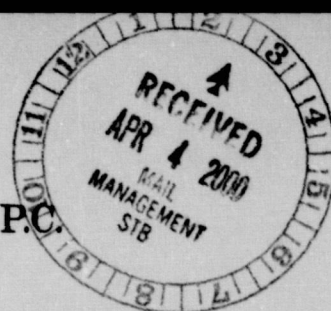
WICK, STREIFF, MEYER, O'BOYLE & SZELIGO, P.C.

1450 TWO CHATHAM CENTER
PITTSBURGH, PA 15219-3427

(412) 765-1600

FACSIMILE
(412) 261-3783

E-MAIL
wsmos@sgi.net



DUFF OFFICE CENTER, SUITE 203
10 DUFF ROAD
PITTSBURGH, PA 15235-3206
(412) 241-7227

ENTERED
Office of the Secretary

APR 05 2000
Part of
Public Record

March 30, 2000

Re: STB Finance Docket 33388 (Sub-No. 91) - CSX/NS
Control - Conrail (General Oversight)
Our File: 2452.52

ENTERED
Office of the Secretary

APR 05 2000

Part of
Public Record

Surface Transportation Board
Office of the Secretary
Case Control Unit - ATT. FD33388 Sub91
1925 K Street, N.W.
Washington, D.C. 20423-0001

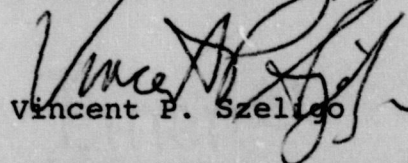
Dear Sir or Madam:

Enclosed are the original and twenty-five copies of the Notice of U.S. Clay Producers Traffic Association, Inc. of Intent to Participate in the CSX/NS/Conrail general oversight proceeding opened at STB Finance Docket No. 33388 (Sub-No. 91) by order served February 9, 2000. USCPTA is a party to FD 33388 and provides this Notice so that it will also be listed as a party of record in Sub-No. 91.

Please add my name to the mailing list as counsel to the U.S. Clay Producers Traffic Association. A copy of this submission has been served upon Dennis G. Lyons, Esq. (CSX) and Richard A. Allen Esq. (NS). A diskette is also enclosed.

Very truly yours,

WICK, STREIFF, MEYER,
O'BOYLE & SZELIGO, P.C.


Vincent P. Szeligo

SC

Enclosure

cc: Thomas G. Flaherty (w/encl.)
Dennis G. Lyons, Esq. (w/encl.)
Richard A. Allen, Esq. (w/encl.)

VPS6822.WP

12/28/99

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

original

**ENTERED
Office of the Secretary**

APR 05 2000

**Part of
Public Record**

12328

**STB Finance Docket No. 33388
(Sub-No. 91)**

CSX/NS/CR General Oversight



NOTICE OF INTENT OF U.S. CLAY PRODUCERS TRAFFIC ASSOCIATION, INC.

Henry M. Wick, Jr.
Vincent P. Szeligo
**Wick, Streiff, Meyer,
O'Boyle & Szeligo, P.C.**
1450 Two Chatham Center
Pittsburgh, PA 15219-3427
(412) 765-1600
facsimile (412) 261-3783
E-MAIL WSMOS@WSMOSLAW.COM

Counsel for U.S. Clay Producers
Traffic Association, Inc

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

**STB Finance Docket No. 33388
(Sub-No. 91)**

CSX/NS/CR General Oversight

NOTICE OF INTENT OF U.S. CLAY PRODUCERS TRAFFIC ASSOCIATION, INC.

Take Notice, that the U.S. Clay Producers Traffic Association, Inc. ("USCPTA") intend to participate as a party of record in the general oversight proceeding opened at Sub-No. 91 and wish to be served with copies of all orders, notices and pleading filed in connection with this docket and required to be served upon parties of record.

Service should be directed to:

Vincent P. Szeligo, Esquire
1450 Two Chatham Center
Pittsburgh, PA 15219-3427

DESCRIPTION OF CLAY PRODUCERS AND THEIR RAIL TRAFFIC

U.S. Clay Producers Traffic Association, Inc. (Clay Producers) is a non-profit association of producers of clay engaged in producing and shipping clay in all modes of transportation from the relatively concise geographic location of clay deposits in Georgia, South Carolina and Tennessee origins to numerous industries throughout the United States, Canada, Mexico, and the world. The Association was formed to provide information to members concerning transportation of clay by railroads, motor carriers and by water, as a forum for discussion of developments and information concerning regulation by governing authorities, and to represent the interests of its members in transportation matters before regulatory agencies, such as this Board.

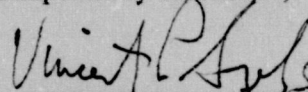
The members of the Clay Producers represent approximately 95% of the industry in terms of total clay shipments. The principal clay shippers represented in this proceeding and their respective offices are:

Albion Kaolin Company
Dry Branch Kaolin (IMERYS)
ECC International (IMERYS)
Engelhard Corporation
Evans Clay Company
H.C. Spinks Clay Co., Inc.
J. M. Huber Company.
Oil-Dri Corporation of America
Thiele Kaolin Company
Unimin Corporation
Wilkinson Kaolin Associates, Ltd.

Hephzibah, GA
Dry Branch, GA
Atlanta, GA
McIntyre, GA
McIntyre, GA
Paris, TN
Edison, NJ
Ochlocknee, GA
Sandersville, GA
New Canaan, CT
Gordon, GA

Clay Producers utilize a fleet of over 6,600 tank and hopper cars to move approximately 11 million tons of clay annually from a relatively concise geographic area in Georgia, South Carolina and Tennessee to customers located throughout the United States, Canada, Mexico, and the rest of the world. Clay Producers represent over 95% of the clay tonnage shipped. Clay Producers' clay traffic is heavy and not easily handled by truck. It is captive to the railroads since over 60% of the domestic shipments move over 500 miles and 40% move over 1,000 miles.

Respectfully submitted,

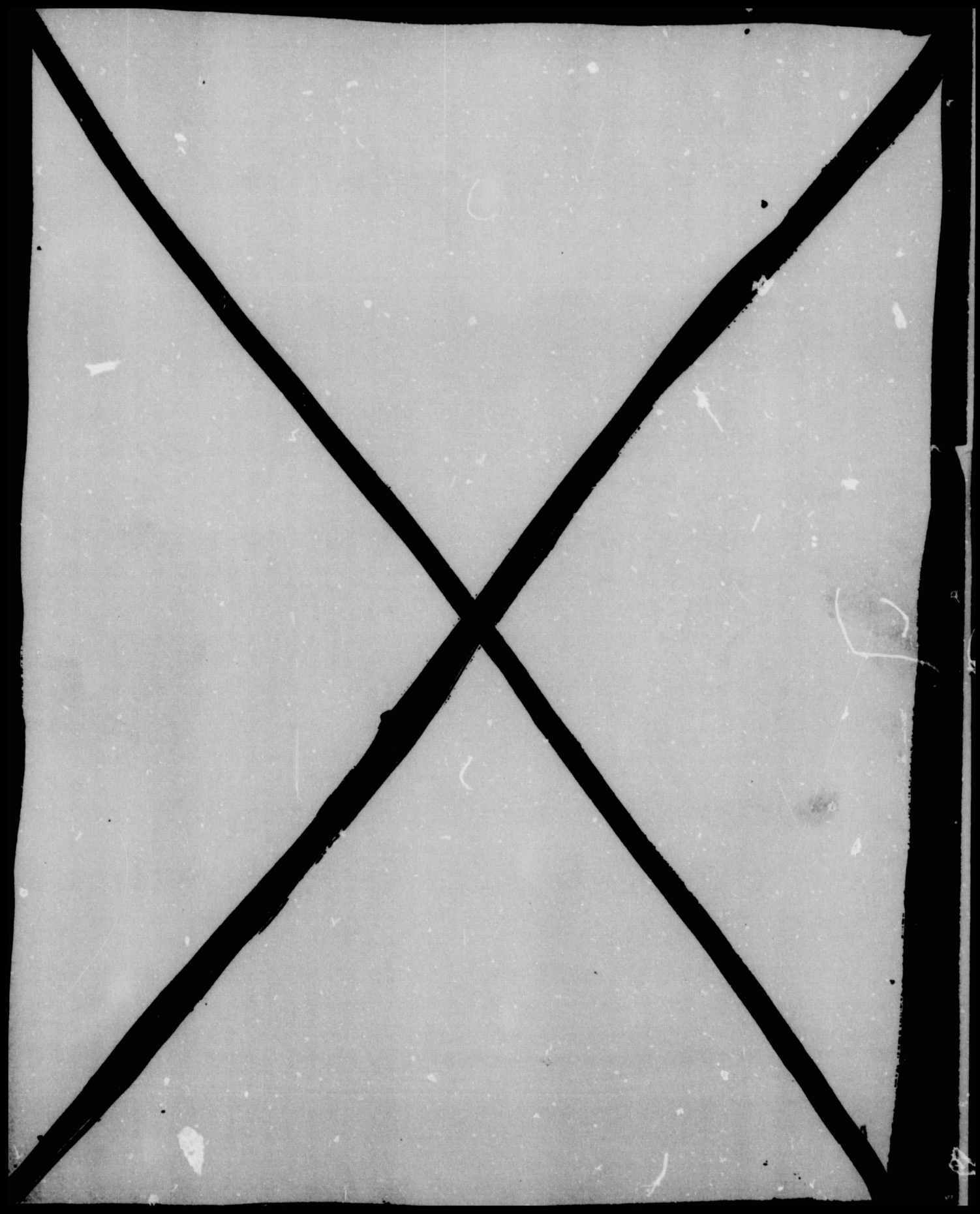


Henry M. Wick, Esquire
Vincent P. Szeligo, Esquire
Wick, Streiff, Meyer,
O'Boyle & Szeligo, P.C.
1450 Two Chatham Center
Pittsburgh, PA 15219-3427
(412) 765-1600
Facsimile (412) 261-3783
WSMOS@WSMOSLAW.COM

Attorneys for
US CLAY PRODUCERS TRAF-
FIC ASSOCIATION, INC.

Dated: March 30, 2000

R:\WPDOCS\VPS\VPS2000\VPS6823 WP



STB

FD-33388 (SUB91)

4-3-00

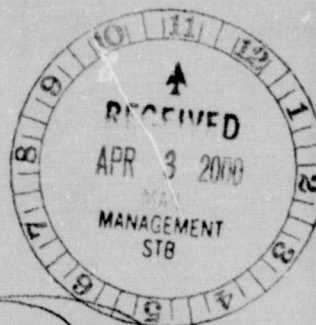
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TATE & LYLE
North American Sugars Inc.

3900 EAST MEXICO AVENUE
SUITE GL 10
DENVER, CO 80210
TEL (303) 830-3939
(800) 523-7497
FAX (303) 830-3941



March 29, 2000

Surface Transportation Board
Office of the Secretary
Case Control Unit
Attn: STB Finance Docket No. 33388 (Sub-No. 91)
1925 K Street N. W.
Washington, DC 20423-0001

ENTERED
Office of the Secretary

APR 03 2000

Part of
Public Record

My name is N. Chet Whitehouse and I'm Manager - Rail & Intermodal Transportation for Tate & Lyle North American Sugars Inc. We operate two (2) rail served cane sugar refineries, one at Arabi, Louisiana (the Chalmette Refinery) and one at Baltimore, Maryland (the Baltimore Refinery).

I am, hereby requesting that I be added to the list of Official participants for the general oversight proceeding, and to receive copies of CSX Transportation's and Norfolk Southern Corporation's filings relating to STB Finance Docket No. 33388 (Sub-No. 91).

Sincerely,

N. Chet Whitehouse
Manager - Rail & Intermodal Transportation
Tate & Lyle North American Sugars Inc.
3900 East Mexico Avenue, Suite GL 10
Denver, CO 80210

CC: Richard A. Allen, Esq
Zuckert, Scoutt & Rasenberger, LLP
888 17th Street N. W.
Washington, DC 20006-3939

Dennis G. Lyons, Esq
Arnold & Porter
555 12th Street
Washington, DC 20004-1202



STB

FD-33388 (SUB91)

3-29-00

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OPPENHEIMER

OPPENHEIMER WOLFF & DONNELLY LLP

1350 Eye Street N.W., Suite 200
Washington, D.C. 20005-3324

202.312.8000
Fax 202.312.8100

Direct Dial: 202.312.8200
E-Mail: KSheys@oppenheimer.com

ENTERED
Office of the Secretary

MAR 30 2000
Part of
Public Record

March 29, 2000

Case Control Unit
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

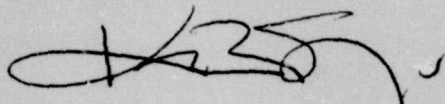
Re: STB Finance Docket No. 33388 (Sub-No. 91)

Dear Sir/Madam:

Please place Livonia, Avon & Lakeville Railroad Corporation on the service list for the general oversight proceeding referenced in the above-referenced docket.

Thank you for your assistance in this matter.

Respectfully submitted,

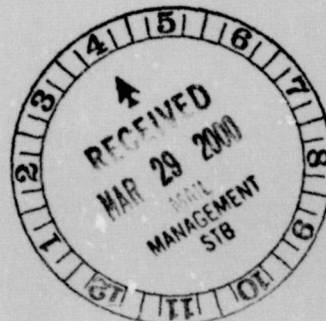


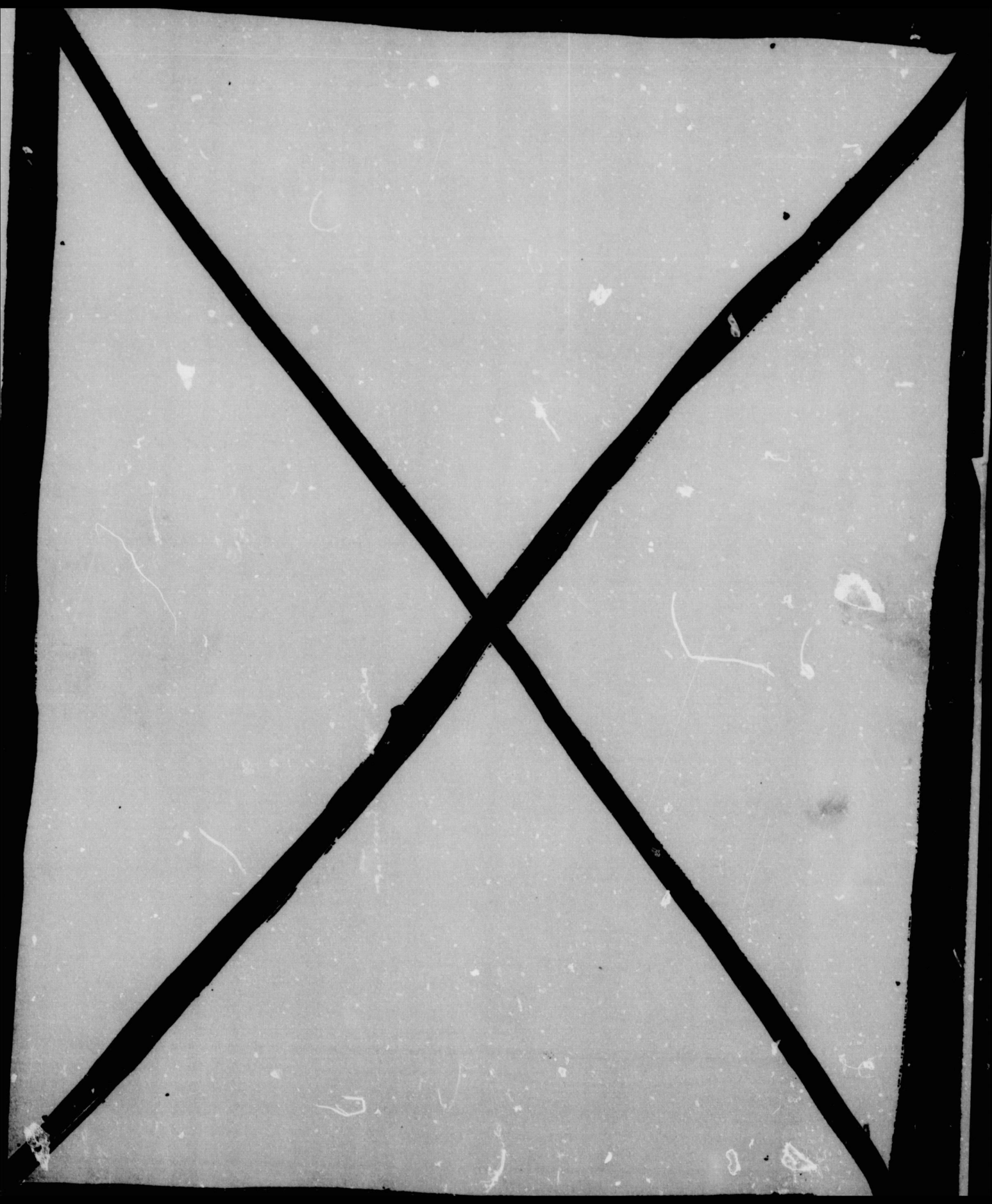
Kevin M. Sheys
Attorney for Livonia, Avon &
Lakeville Railroad Corporation

cc: Dennis G. Lyons, Esq.
Richard A. Allen, Esq.

Amsterdam New York
Brussels Orange County
Chicago Paris
Geneva Saint Paul
Los Angeles Silicon Valley
Minneapolis Washington, D.C.

www.oppenheimer.com





STB

FD-33388 (SUB91)

3-22-00

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OPPENHEIMER WOLFF & DONNELLY
(ILLINOIS)

Two Prudential Plaza
45th Floor
180 North Stetson Avenue
Chicago, IL 60601-6710

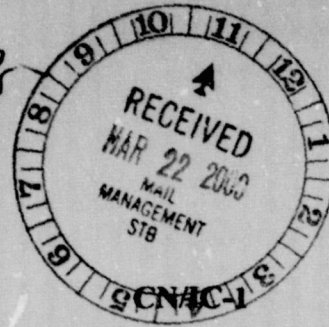
(312) 616-1800
FAX (312) 616-5800

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Office of the Secretary

MAR 22 2000

Part of
Public Records

March 21, 2000



Firm/Affiliate Offices

- Amsterdam*
- Brussels*
- Chicago
- Geneva*
- Los Angeles*
- Minneapolis*
- New York*
- Orange County*
- Paris*
- Saint Paul*
- Silicon Valley*
- Washington, D.C.*

www.owdlaw.com

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 700
Washington, DC 20006

Re: **Finance Docket No. 33388 (Sub-No. 91)**
CSX Corp. and CSX Transportation, Inc., Norfolk Southern Corp.
and Norfolk Southern Railway Company -- Control and Operating
Leases/Agreements -- Conrail Inc. and Consolidated Rail Corp.
(General Oversight)

Dear Secretary Williams:

Pursuant to Decision No. 1 herein (at 4, n.5), the following individual wishes to be designated a party of record and placed on the service list in this proceeding, representing Canadian National Railway Company, Grand Trunk Western Railroad, Inc., Illinois Central Railroad Company and Chicago, Central & Pacific Railroad Company:

Myles L. Tobin
Vice President - U.S. Legal Affairs
Canadian National/Illinois Central
455 North Cityfront Plaza Drive
Chicago, IL 60611-5317

Twenty-five copies of this letter are enclosed for filing at the Board. An extra copy also is enclosed, and I would request that you date-stamp that copy to show receipt of this filing and return it to me in the provided envelope. Thank you for your assistance.

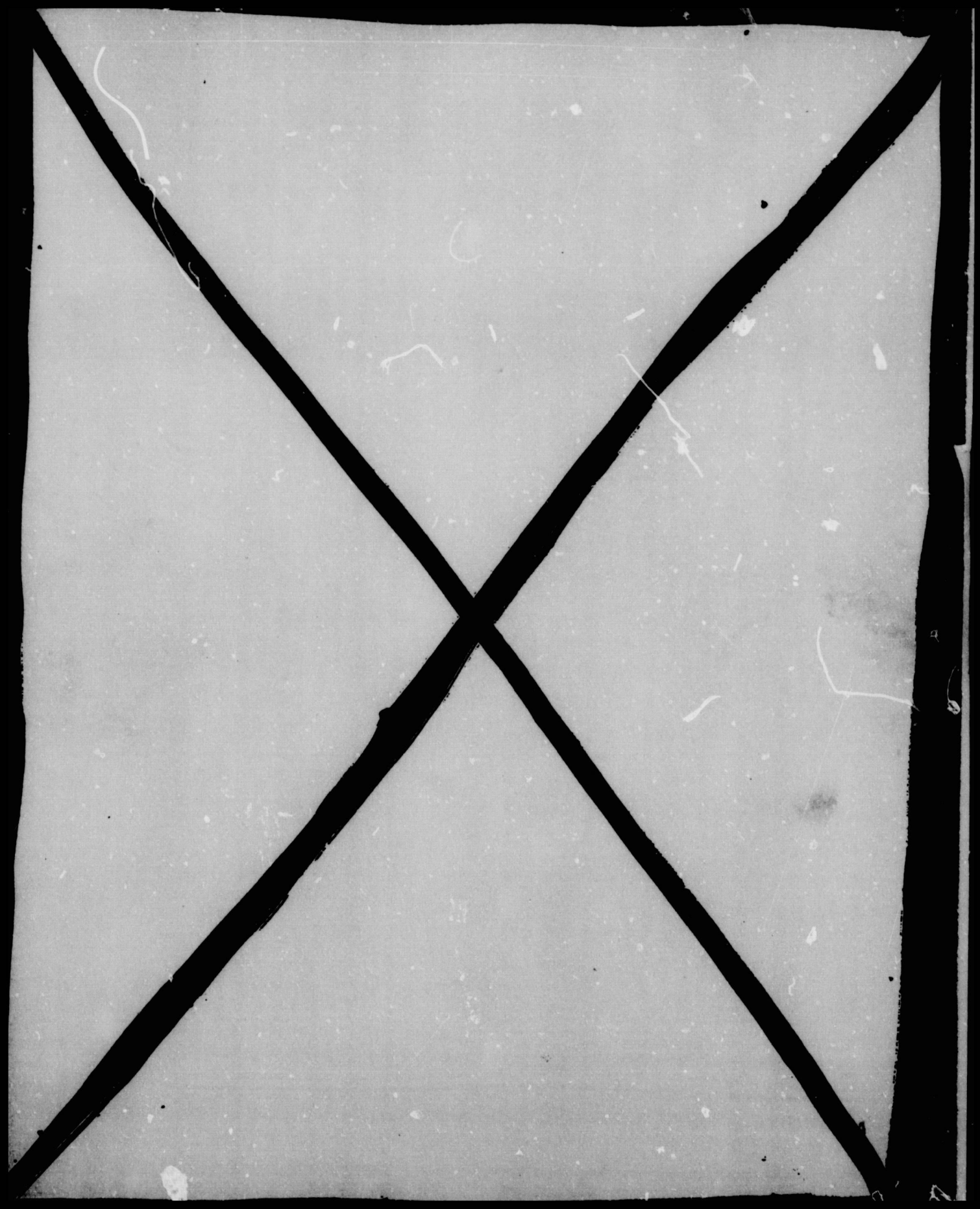
Respectfully submitted,

William C. Sippel

WCS:tjl

Enclosures

cc: Dennis G. Lyons, Esq.
Richard A. Allen, Esq.



STB

FD-33388 (SUB91)

3-16-00

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Metro-North Railroad



March 13, 2000

Hon. Vernon A. Williams
Secretary- Surface Transportation Board
Case Control Unit, Attn: STB Finance Docket #33388(Sub-No.91)
1925 K Street NW
Washington DC 20423-0091

Re: Finance Docket Number 33388 (Sub-No. 91)

Dear Secretary Williams:

Transmitted herewith are the original and 25 copies of the notice of intention to participate in the above referenced proceeding submitted on behalf of Metro-North Commuter Railroad Company. A 3.5" IBM compatible floppy diskette convertible by and into WordPerfect 7.0 containing this notice also is enclosed.

Please call me at (212)340-2027 in the event of any questions.

Very truly yours,

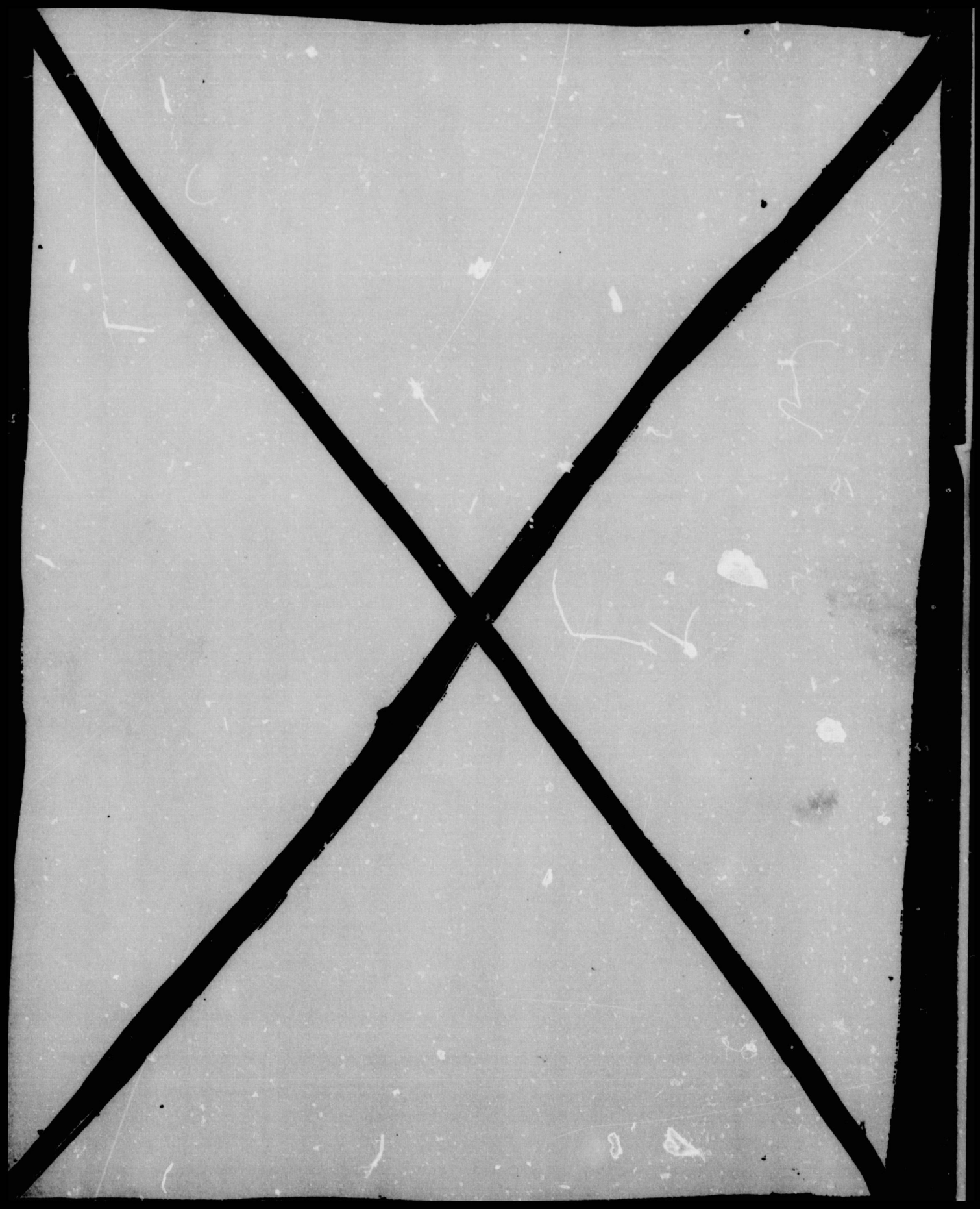
Walter E. Zullig, Jr.
Special Counsel

WEZ:aa

Cc: Dennis G. Lyons, Esq.
Richard A. Allen, Esq.

ENTERED
Office of the Secretary
MAR 16 2000
Part of
Public Record

ENTERED
Office of the Secretary
MAR 16 2000
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Public Record



STB

FD-33388 (SUB91)

3-16-00

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**CANADIAN
PACIFIC
RAILWAY**

Legal Services

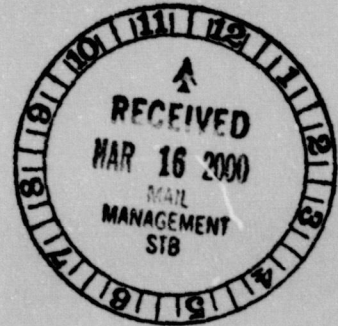
Suite 800
501 Marquette Avenue
P.O. Box 530
Minneapolis, Minnesota
55440

Tel (612) 337-7665
Fax (612) 347-8203

Direct Line (612) 347-8325
e-mail tim_mulcahy@cpr.ca

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D



Calgary

M M Szel Q.C.
Vice President
Corporate Secretary

Laura Sugimoto
Director

D E Adolph
D F Barnhardt
T M Bews
K L Fleming
C J Goldie
P A Guthrie
G V Mackenzie
H D Piercy
M W Shannon
G D Wilson

Toronto
M R St. Louis

Montreal
J C Paré

Minneapolis
T G Mulcahy

13 March 2000

**Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Unit
1925 K. Street, N.W.
Washington, D.C. 20423-0001**

Re: **STB Finance Docket No. 33388 (Sub-No.91)**

Dear Mr. Williams:

Enclosed for filing in the above-captioned proceeding are an original and twenty-five copies of Canadian Pacific Railway Company's Notice of Intent to Participate (CPR-1). Also enclosed is a computer disk containing a copy of this submission in Word Perfect format.

Please date stamp two of the extra copies and return to them in the stamped self-addressed envelope provided.

Very truly yours,

Timothy Mulcahy
Attorney for Canadian Pacific Railway Company.

cc: Dennis G. Lyons, Esq. (by regular mail)
Richard A. Allen, Esq. (by regular mail)

Hdd/enclosure

ENTERED
Office of the Secretary

MAR 16 2000

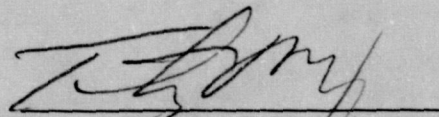
Part of
Public Record

CERTIFICATE OF SERVICE

I hereby certify that on this 13th day of March, 2000, I caused copies of the foregoing Notice to be served, by first-class mail, postage prepaid, on the following counsel:

192817
Dennis G. Lyons, Esq.
Arnold & Porter
555 12th Street, N.W.
Washington, DC 20004-1202

Richard A. Allen, Esq.
Zuckert, Scoutt & Rasenberger, LLP
888 17th Street, N.W.
Washington, DC 20006-3939


Timothy G. Mulcahy

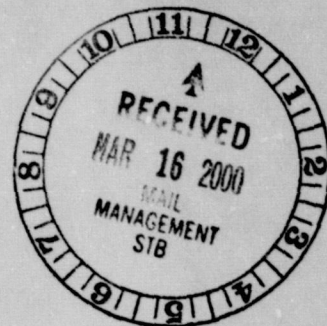
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Office of the Secretary

MAR 16 2000

Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388 (Sub-No. 91)



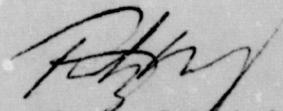
CSX CORPORATION AND CSX TRANSPORTATION, INC.,
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
-- CONTROL AND OPERATING LEASES/AGREEMENTS --
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION
(GENERAL OVERSIGHT)

NOTICE OF INTENT TO PARTICIPATE AS A PARTY OF RECORD

Canadian Pacific Railway Company and its U.S. affiliates, Soo Line Railroad Company ("Soo") and Delaware and Hudson Railway Company, Inc. ("DHRC") (collectively "CPR"), through the undersigned counsel, hereby provide notice of their intent to participate as a party of record in this proceeding.

Please include the undersigned counsel on the STB's Service List in this proceeding.

Respectfully submitted,



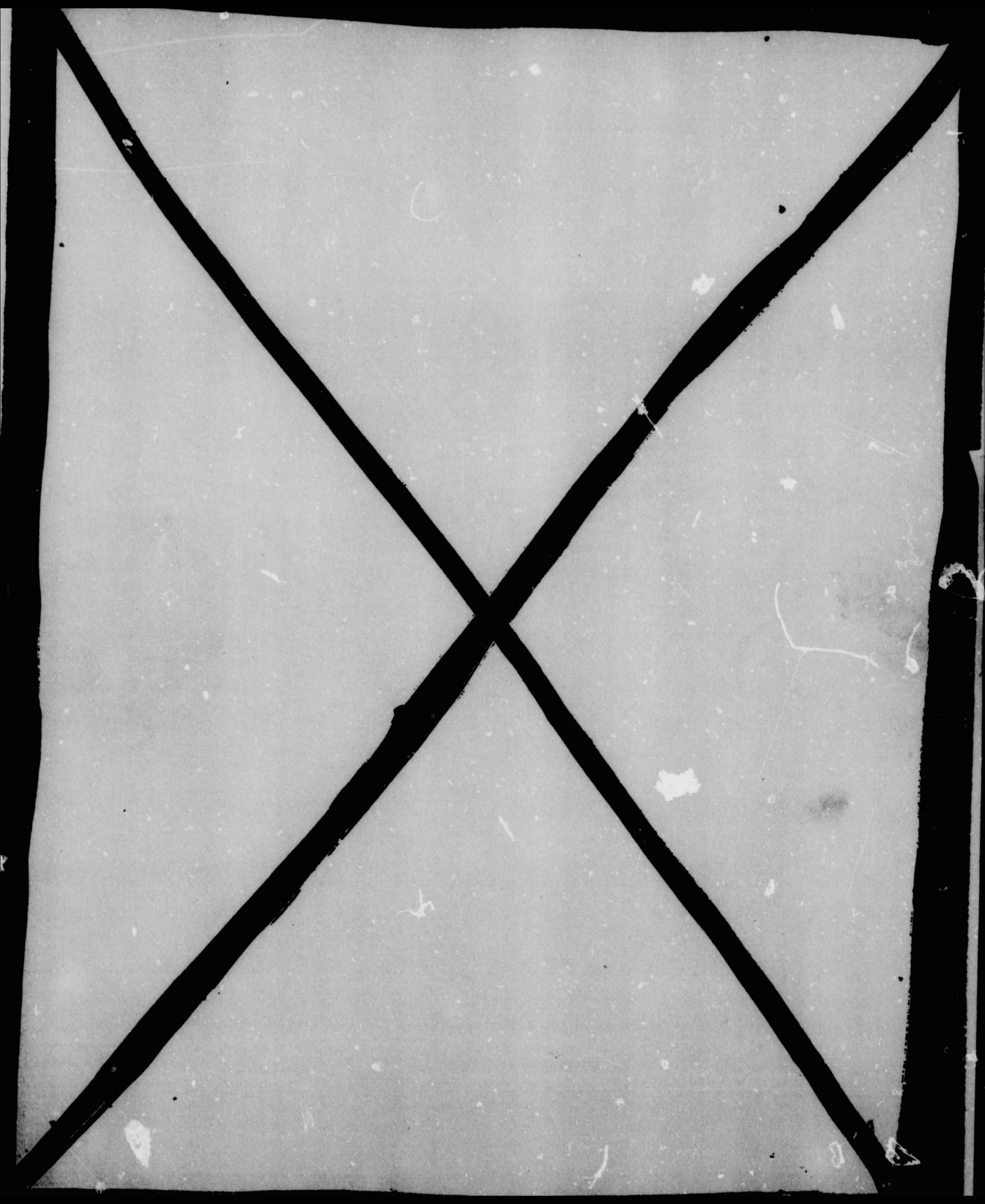
Timothy G. Mulcahy
Canadian Pacific Railway

Marcella Szel
Vice President – Legal Services
Company
Canadian Pacific Railway Company
401 9th Ave., S.W.
Gulf Canada Square, Suite 500
Calgary, Alberta T2P 4Z4
CANADA
(403) 319 – 7474

Suite 1000
105 South Fifth Street
Minneapolis, MN 55402
(612) 347- 8325

Attorneys for Canadian Pacific
Railway Company

Dated: March 10, 2000



STB

FD-33388 (SUB91)

3-16-00

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ORIGINAL

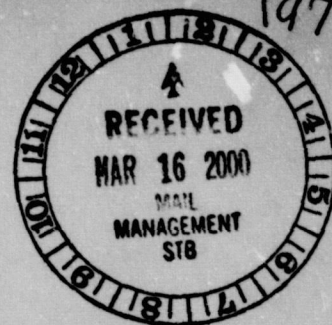
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Office of the Secretary

MAR 17 2000

Part of
Public Record

Before the

SURFACE TRANSPORTATION BOARD



Finance Docket No. 33388 (Sub-No. 91)

CSX CORPORATION AND CSX TRANSPORTATION, INC., NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY-CONTROL AND OPERATING LEASES/AGREEMENTS-CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION
(GENERAL OVERSIGHT)

NOTICE OF INTENT TO PARTICIPATE

Village of Riverdale hereby gives notice of its intent to participate in the entitled matter, and to be a party of record.

TIMOTHY C. LAPP
16231 Wausau Avenue
South Holland, IL 60473

March 16, 2000

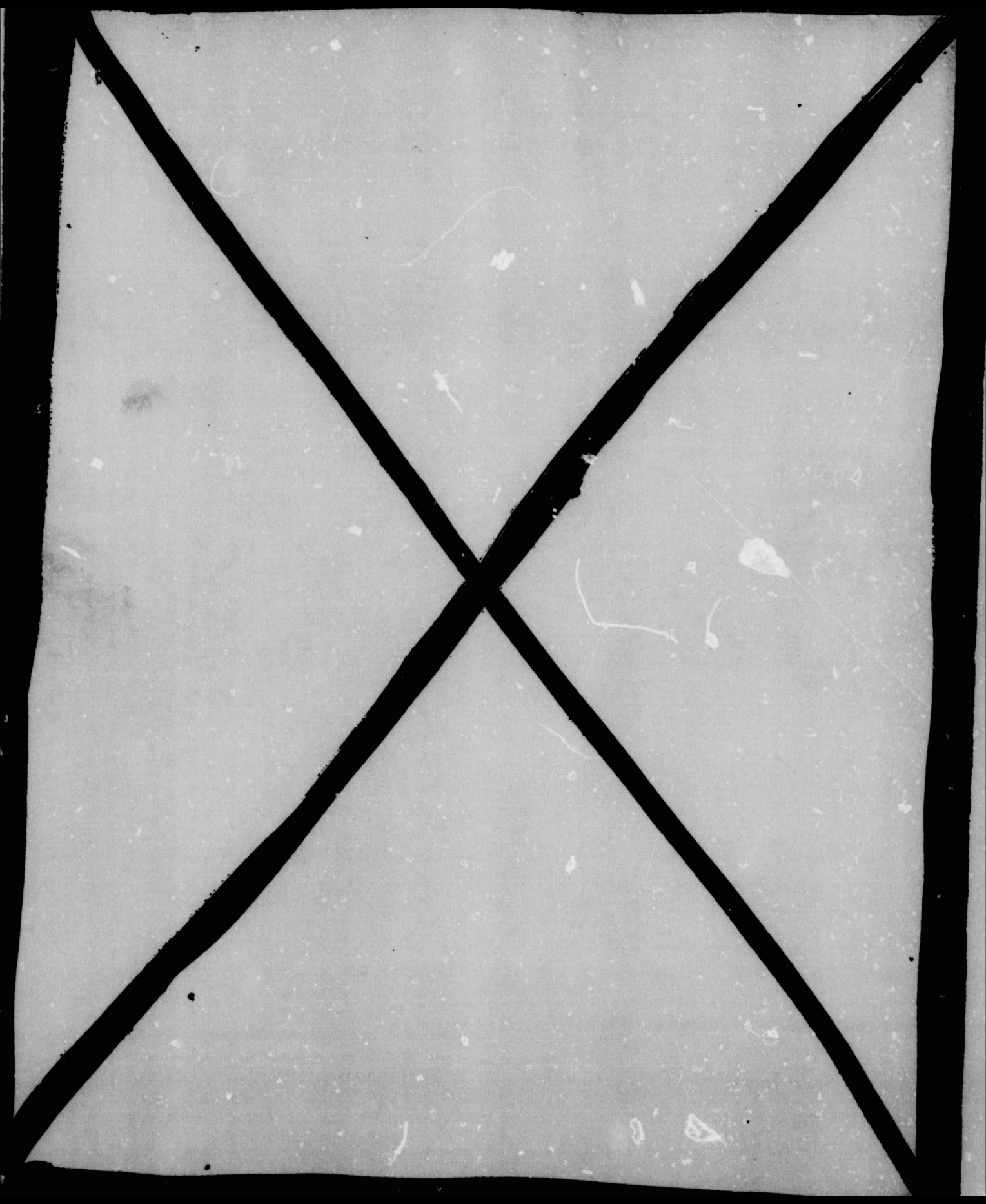
Attorney for Village of Riverdale

Certificate of Service

I hereby certify I have served a copy of the foregoing upon Dennis G. Lyons, 555-12th St., N.W., Washington DC 20004-1202, and upon Richard A. Allen, 888-17th St., N.W., Washington DC 20006-3939, by first class mail postage-prepaid.

Riverdale IL

Timothy C. Lapp



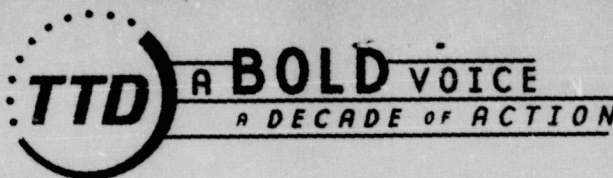
STB

FD-33388 (SUB91)

3-13-00

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197695

February 29, 2000

Case Control Unit
Office of the Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Attn: STB Finance Docket No. 33388 (Sub-No. 91)

Dear Sir or Madam:

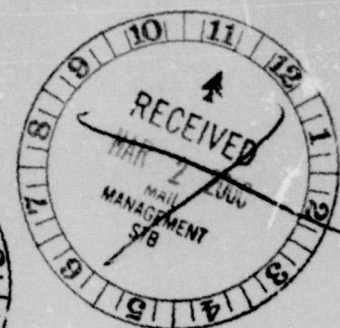
I am writing to inform you that the Transportation Trades Department, AFL-CIO (TTD) would like to be included on the service list for the STB's general oversight proceeding of the Conrail merger. TTD represents 29 affiliated unions that together represent several million workers in virtually every sector of the transportation industry, including the 13 unions that represent rail workers.

If you have any questions regarding this request, please contact me directly or Elizabeth Pile on my staff at 202/628-9262.

Sincerely,

Edward Wytkind
Executive Director

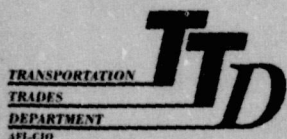
cc: Dennis G. Lyons, Esq.
Richard A. Allen, Esq.



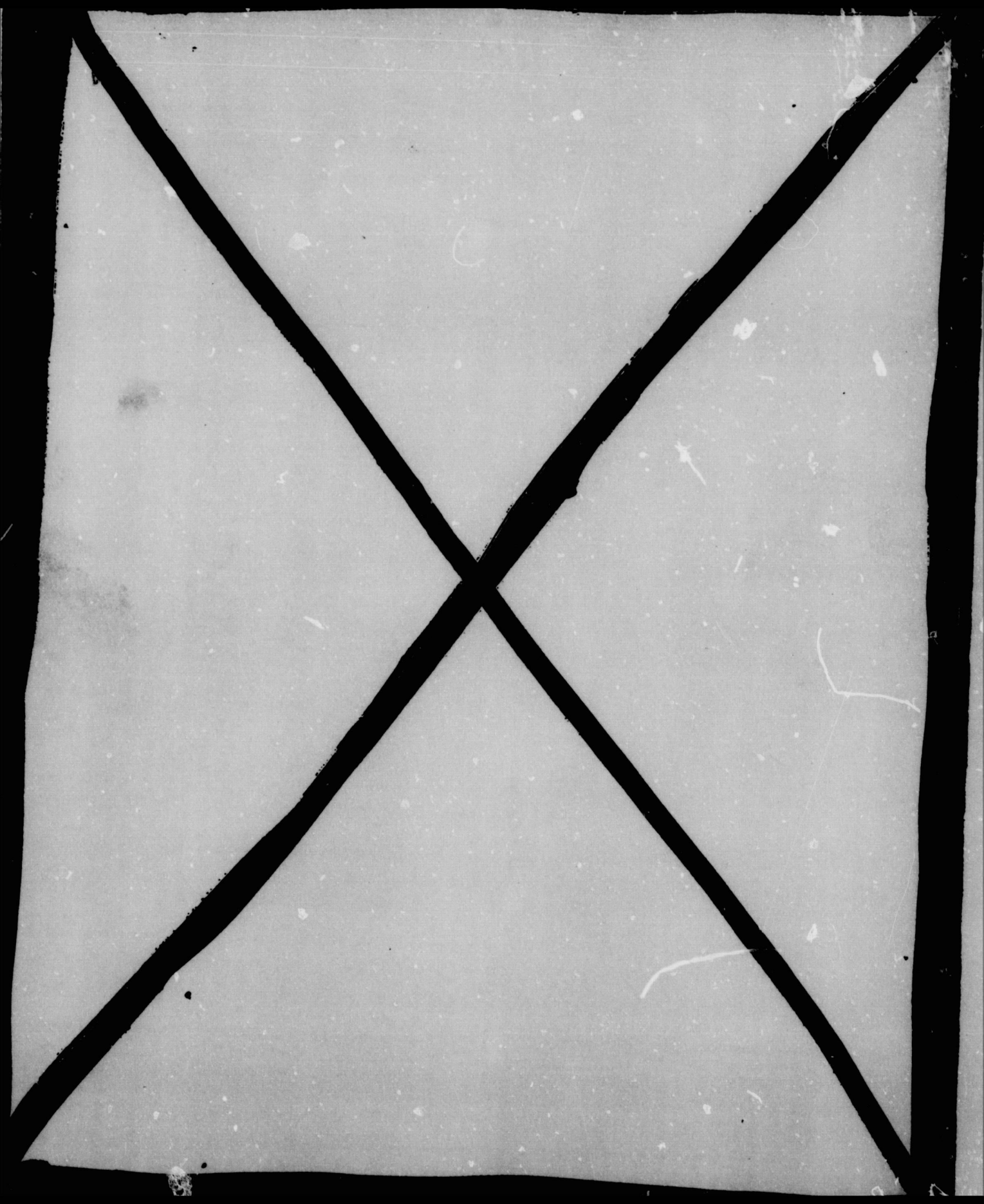
ENTERED
Office of the Secretary

MAR 14 2000

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Public Record



1025 Connecticut Avenue, NW, Suite 1005 | Washington, DC 20036
phone 202.628.9262 | fax 202.628.0391 | www.TTD.org
Sonny Hall, President | Patricia Friend, Secretary-Treasurer
Edward Wytkind, Executive Director



STB

FD-33388 (SUB91)

2-28-00

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197489
Founded
December 29, 1899

Transportation Communications International Union

**Challenging
the future
with over a
century
of pride!**

ENTERED
Office of the Secretary

MAR 02 2000

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Public Record

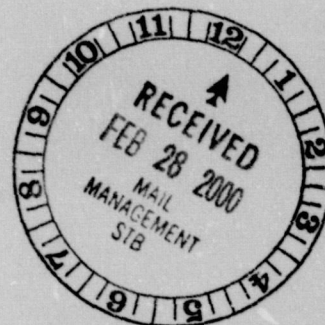
Robert A. Scardelletti, International President

LEGAL DEPARTMENT

Mitchell M. Kraus, General Counsel

Christopher J. Tully, Assistant General Counsel

February 24, 2000



VIA FIRST CLASS U.S. MAIL

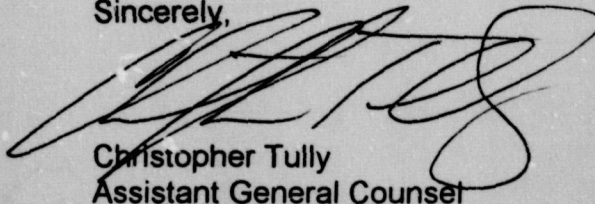
Surface Transportation Board
Office of the Secretary
Case Control Unit
1925 K Street, N.W.
Washington, D.C. 20423-0001

ATTN: STB Finance Docket No. 33388 (Sub-No. 91)

To Whom It May Concern.

Enclosed please find an original and twenty-five (25) copies of the request to the Transportation Communications International Union ("TCU") to be placed on the service list in the above-referenced proceeding. Pursuant to the Board's decision of February 8, 2000, copies of this request have been served upon counsel for CSX and NS.

Sincerely,



Christopher Tully
Assistant General Counsel

Enclosures

cc: D. Lyons, Esq.
R. Allen, Esq.

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ENTERED
Office of the Secretary

MAR 02 2000

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Public Record

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB Finance Docket No. 33388 (Sub-No. 91)



**CSX CORP. AND CSX TRANSPORTATION, INC., NORFOLK SOUTHERN CO.
AND NORFOLK SOUTHERN RAILWAY CO.- CONTROL AND OPERATING
LEASES/AGREEMENTS-CONRAIL INC. AND CONSOLIDATED RAIL CORP.
(GENERAL OVERSIGHT)**

**TRANSPORTATION COMMUNICATIONS INTERNATIONAL UNION'S
REQUEST TO BE PLACED ON THE SERVICE LIST**

Pursuant to the Board's decision of February 8, 2000, the Transportation Communications International Union ("TCU") hereby requests to add the following to the service list for the above-referenced proceeding:

Mitcheli M. Kraus, General Counsel
Christopher Tully, Assistant General Counsel
Transportation Communications International Union
3 Research Place
Rockville, Maryland 20850

Copies of this request have been sent as well to representatives of CSX and Norfolk Southern.

Respectfully submitted

Mitchell M. Kraus
General Counsel
Christopher Tully
Assistant General Counsel
Transportation Communications
International Union
3 Research Place
Rockville, MD 20850
(301) 948-4910

Dated: February 24, 2000

CERTIFICATE OF SERVICE

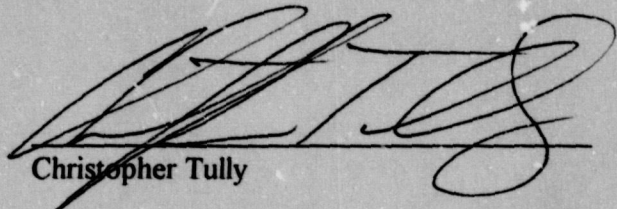
I hereby certify that a true and accurate copy of the foregoing Request to Be Placed on Service List was served by first-class United States mail, postage prepaid, this 24th day of February, 2000, upon the following:

Dennis G. Lyons, Esq.
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202

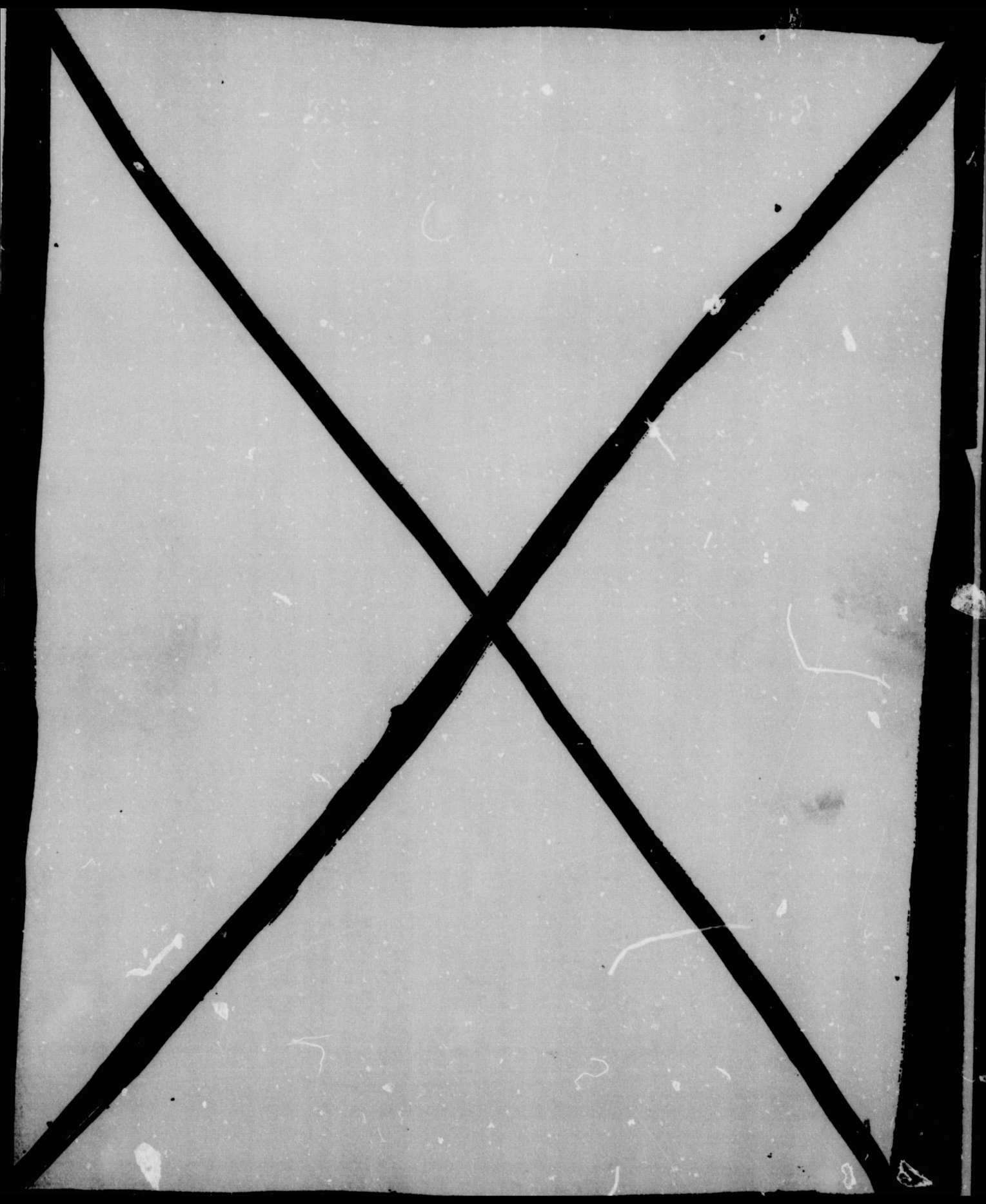
*Attorney for CSX Corporation and CSX
Transportation, Inc.*

Richard A. Allen, Esq.
Zuckert, Scoutt & Rasenberger, LLP
888 17th Street, N.W.
Washington, D.C. 20006-3939

*Attorney for Norfolk Southern Corporation and
Norfolk Southern Railway Company*



Christopher Tully



STB

FD-33388 (SUB91)

2-28-00

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197471



Brotherhood of Locomotive Engineers

1370 ONTARIO STREET
CLEVELAND, OHIO 44113-1702
TELEPHONE: (216) 241-2630
FAX: (216) 241-6516



197471

February 23, 2000

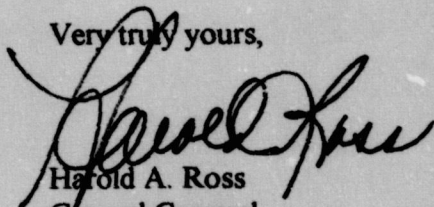
Surface Transportation Board
Office of the Secretary
Case Control Unit
Attn: **STB Finance Docket No. 33388 (Sub-No. 91)**
1925 K Street, N.W.
Washington, D.C. 20423-0001

ENTERED
of the Secretary
MAR 02 2000
Part of
Public Record

Dear Sir/Madam:

Enclosed are the original and ten (10) copies of the Brotherhood of Locomotive Engineers' Notice of Intent to Participate in the above case with attached certificate of service, and a 3.5-inch IBM-compatible floppy diskette convertible into WordPerfect 7.0 format.

Very truly yours,


Harold A. Ross
General Counsel

enclosure

cc: Dennis G. Lyons, Esq.
Richard A. Allen, Esq.

197471

**BEFORE THE
SURFACE TRANSPORTATION BOARD**



CSX CORPORATION, ET AL. ---)
CONTROL AND OPERATING LEASES/)
AGREEMENTS --- CONRAIL, INC. and)
CONSOLIDATED RAIL CORPORATION) STB Finance Docket No. 33388 (Sub-No. 91)
[OVERSIGHT PROCEEDING])

**BROTHERHOOD OF LOCOMOTIVE ENGINEERS'
NOTICE OF INTENT TO PARTICIPATE**

ENTERED
Office of the Secretary

MAR 02 2000

Part of
Public Record

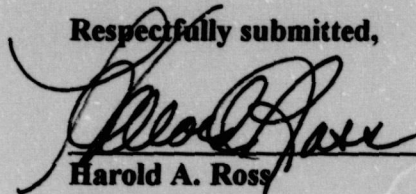
The Brotherhood of Locomotive Engineers ("BLE"), which is the collective bargaining representative for the craft of locomotive engineers on the applicant rail carriers, including Consolidated Rail Corporation, hereby gives notice of intent to participate in the above-entitled proceeding. BLE's principal offices are located at Mezzanine - Standard Building, 1370 Ontario Street, Cleveland, Ohio 44113-1702.

Those persons representing the Brotherhood of Locomotive Engineers and who should be placed on the service list for this proceeding are:

Harold A. Ross, Esquire
General Counsel
1548 Standard Building
1370 Ontario Street
Cleveland, Ohio 44113-1740
(216) 861-1313

Thomas C. Brennan, Esquire
Staff Counsel
Mezzanine - Standard Building
1370 Ontario Street
Cleveland, Ohio 44113-1702
(216) 241-2630 Ext. 601

Respectfully submitted,

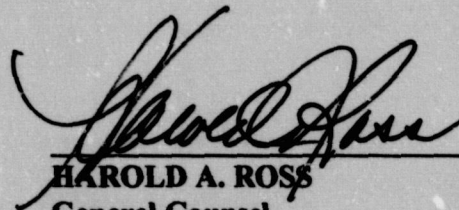
A handwritten signature in dark ink, appearing to read "Harold A. Ross", is written over a horizontal line.

Harold A. Ross
General Counsel
Brotherhood of Locomotive Engineers

Dated: February 23, 2000
Cleveland, Ohio

CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing Notice of Intent to Participate of the Brotherhood of Locomotive Engineers have been served by mailing copies, first class postage prepaid, to Dennis G. Lyons, Esq., Arnold & Porter, 555 12th Street, N.W., Washington, D.C. 20004-1202, attorney for CSX, and Richard A. Allen, Esq., Zuckert, Scoutt & Rasenberger, LLP, 888 17th Street, N.W., Washington, D.C. 20006-3939, attorneys for NS, on this 23rd day of February 2000.

A handwritten signature in dark ink, appearing to read "Harold A. Ross", is written over a horizontal line.

HAROLD A. ROSS

General Counsel

Brotherhood of Locomotive Engineers



STB

FD-33388 (SUB91)

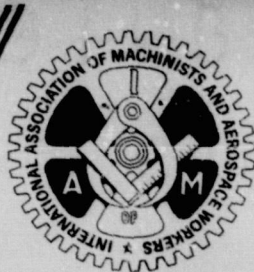
2-28-00

D

197470

1974/70
~~1974/70~~

**International
Association of
Machinists and
Aerospace Workers**



9000 Machinists Place
Upper Marlboro, Maryland 20772-2687

Area Code 301
967-4500

OFFICE OF THE GENERAL VICE PRESIDENT

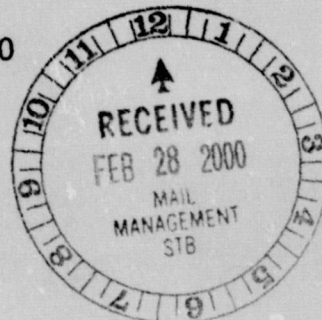
ENTERED
Office of the Secretary

MAR 02 2000

Public Record

File: Surface Transportation Board

February 24, 2000



Attn: STB Finance Docket No. 33388 (Sub-No. 91)

Case Control Unit
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Re: CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation
and Norfolk Southern Railway Company – Control and Operating Leasing/
Agreements–Conrail Inc. and Consolidated Rail Corporation
Finance Docket No. 33388

To Whom It May Concern:

By this letter, the IAM hereby requests that we be added to the Service List for the above-referenced general oversight proceeding. Enclosed are the original and twenty-five (25) copies of this letter and a diskette containing the letter formatted in Corel WordPerfect 8.0. Representatives of the other parties to this proceeding have been notified by first-class mail.

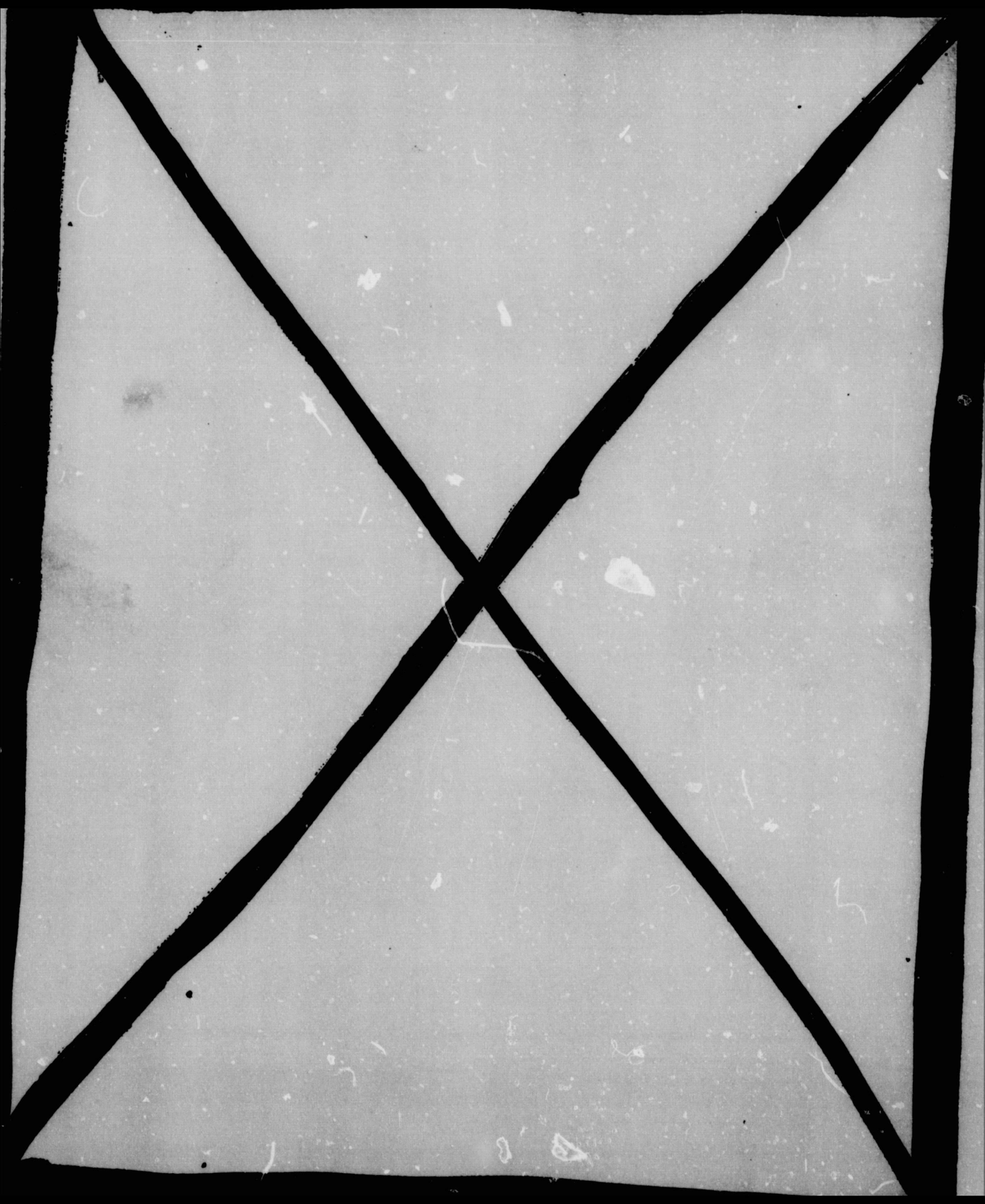
Thank you for your consideration.

Sincerely,

Robert Roach, Jr.
GENERAL VICE PRESIDENT

RR/pch
Enclosures

cc: Arnold & Porter
Zuckert, Scoutt & Rasenberger
Filipovic
Reynolds



STB

FD-33388 (SUB91)

2-28-00

D

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**U.S. Department of
Transportation**

Office of the Secretary
of Transportation

GENERAL COUNSEL

400 Seventh St., S.W.
Washington, D.C. 20590

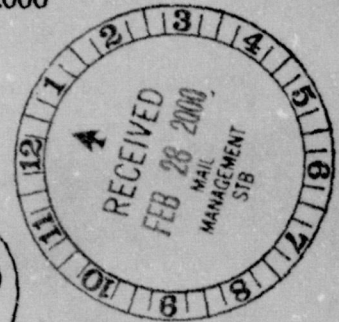
February 28, 2000

Vernon A. Williams, Secretary
Surface Transportation Board
Suite 700
1925 K Street, N.W.
Washington, D.C. 20423-0001

ENTERED
Office of the Secretary

MAR 02 2000

Part of
Public Record



Re: Fin. Dkt. No. 33388 (Sub-No. 91)

Dear Secretary Williams:

Pursuant to the order of the Surface Transportation Board served February 9, the United States Department of Transportation hereby gives notice of its intent to participate in the above-referenced proceeding. Please place the individuals listed below on the Service List. Enclosed herewith are twenty-five copies of this notice, as well as a computer diskette of this notice convertible into WordPerfect 7.0.

Respectfully submitted,

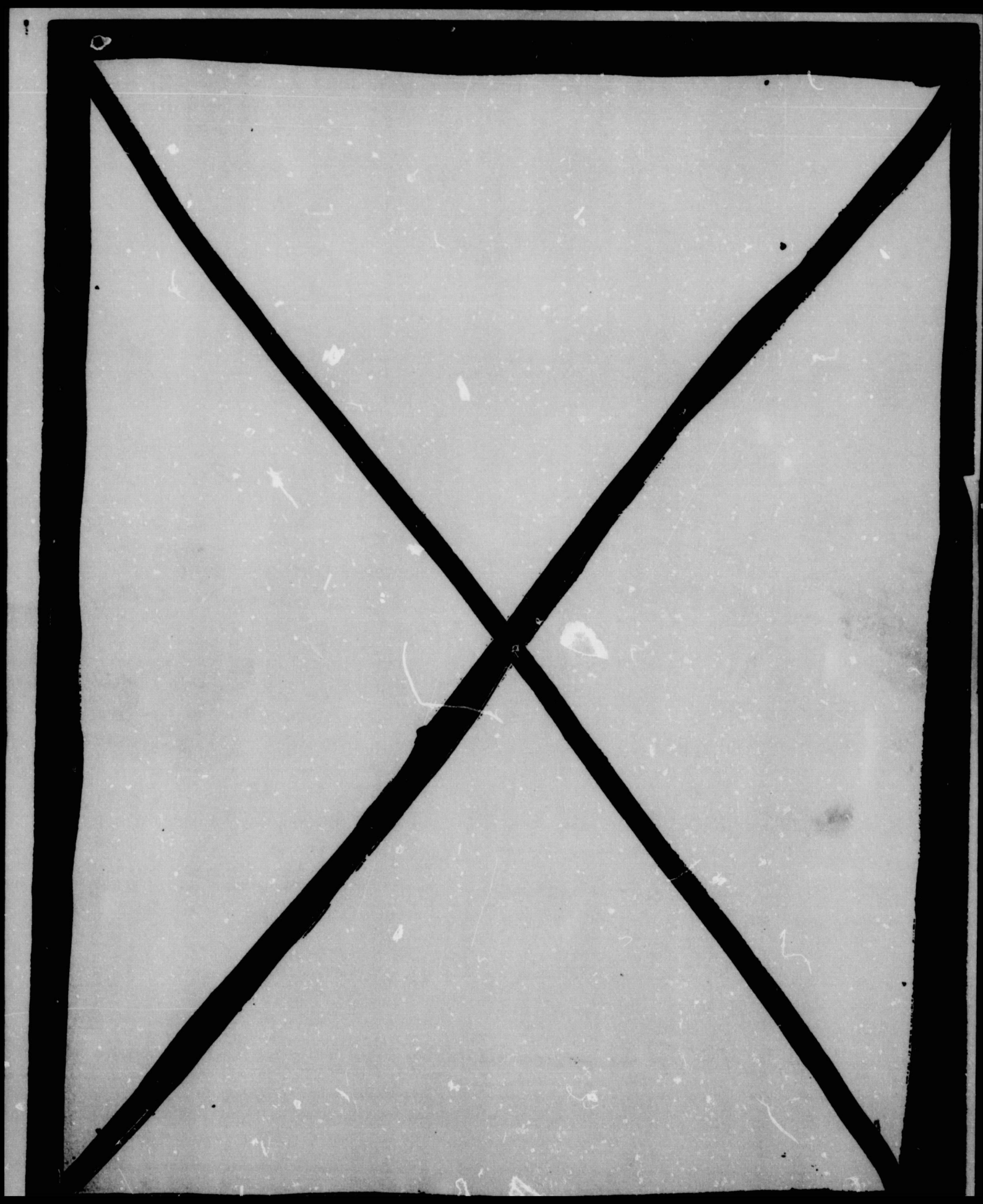
Paul Samuel Smith
Senior Trial Attorney

Joseph R. Pomponio
Federal Railroad Administration
1120 Vermont Avenue, N.W. RCC-20
Washington, D.C. 20590

Paul Samuel Smith
U.S. Department of Transportation
400 Seventh Street, S.W. C-30
Washington, D.C. 20590

cc: Dennis G. Lyons, Esq.
Richard A. Allen, Esq.

Enclosures



STB

FD-33388 (SUB91)

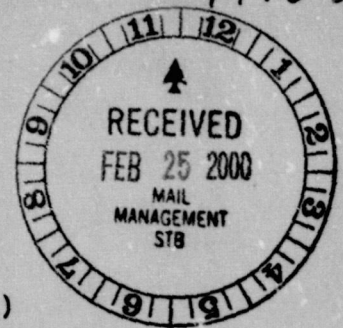
2-25-00

D

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ORIGINAL

Before the
SURFACE TRANSPORTATION BOARD



Finance Docket No. 33388 (Sub-No. 91)

CSX CORPORATION AND CSX TRANSPORTATION, INC., NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY-CONTROL AND OPERATING LEASES/AGREEMENTS-CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION
(GENERAL OVERSIGHT)

ENTERED
Office of the Secretary

FEB 28 2000

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Public Record

NOTICE OF INTENT TO PARTICIPATE

D

Joseph C. Szabo, ^{1/}for and on behalf of United Transportation Union-Illinois Legislative Board, gives notice of intent to participate in the entitled matter, and be a party of record.

GORDON P. MacDOUGALL
1025 Connecticut Ave., N.W.
Washington DC 20036

February 25, 2000

Attorney for Joseph C. Szabo

1/ Illinois Legislative Director for United Transportation Union, with offices at 8 So. Michigan Avenue, Chicago, IL 60603.

Certificate of Service

I hereby certify I have served a copy upon Dennis G. Lyons, 555-12th St., N.W., Washington DC 20004-1202, and upon Richard A. Allen, 888-17th St., N.W., Washington, DC 20006-3939, by first class mail postage-prepaid.

Washington DC

Gordon P. MacDougall



STB

FD-33388 (SUB91)

2-25-00

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ENTERED
Office of the Secretary

FEB 22 2000

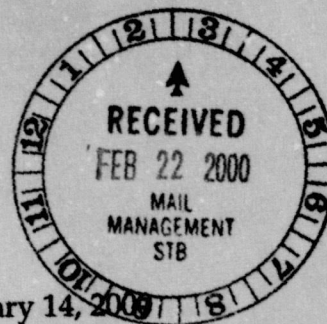
Part of
Public Record

W. W. WHITEHURST & ASSOCIATES, INC.

ECONOMIC CONSULTANTS

12421 HAPPY HOLLOW ROAD
COCKEYSVILLE, MARYLAND 21030

PHONE (410) 252-2422



February 14, 2000

Surface Transportation Board
Office of the Secretary
Case Control Unit
ATTN: STB Finance Docket No. 33388 (Sub-No. 91)
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Sirs:

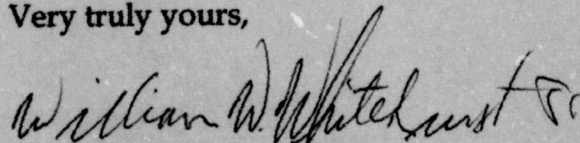
Please add my name and address to the service list as a party of record ("POR") with intent to participate in STB Finance Docket No. 33388 (Sub-No. 91) CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements - Conrail Inc. and Consolidated Rail Corporation (General Oversight).

PARTY OF RECORD

William W. Whitehurst, Jr.
W. W. Whitehurst & Associates, Inc.
Economic Consultants
12421 Happy Hollow Road
Cockeysville, MD 21030-1711

This original plus 25 copies are attached with this request. Please notify me if there are any other requirements to become a party of record in this case.

Very truly yours,


William W. Whitehurst, Jr.

cc: Dennis G. Lyons, Esq., Arnold & Porter
Richard A. Allen, Esq., Zuckert, Scoult & Rasenberger, LLP

WWW:rtp



STB

FD-33388 (SUB91)

2-22-00

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AMERICAN SHORT LINE AND
REGIONAL RAILROAD ASSOCIATION

The Voice of America's Independent Railroads

FEB 22 2000

Alice C. Saylor

Part Vice President & General Counsel
Public Record

February 17, 2000



Case Control Unit
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Re: STB Finance Docket No. 33388 (Sub-No. 91), CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated Rail Corporation (GENERAL OVERSIGHT)

Request to be Added to Service List

Dear Secretary Williams:

Pursuant to the recent Notice issued by the Surface Transportation Board in the above-captioned proceeding, please place the following on the Service List being compiled in the Conrail Merger General Oversight Proceeding:

Alice C. Saylor, VP & General Counsel
American Short Line and Regional Railroad Association
1120 G Street, N.W.; Suite 520
Washington, D.C. 20005

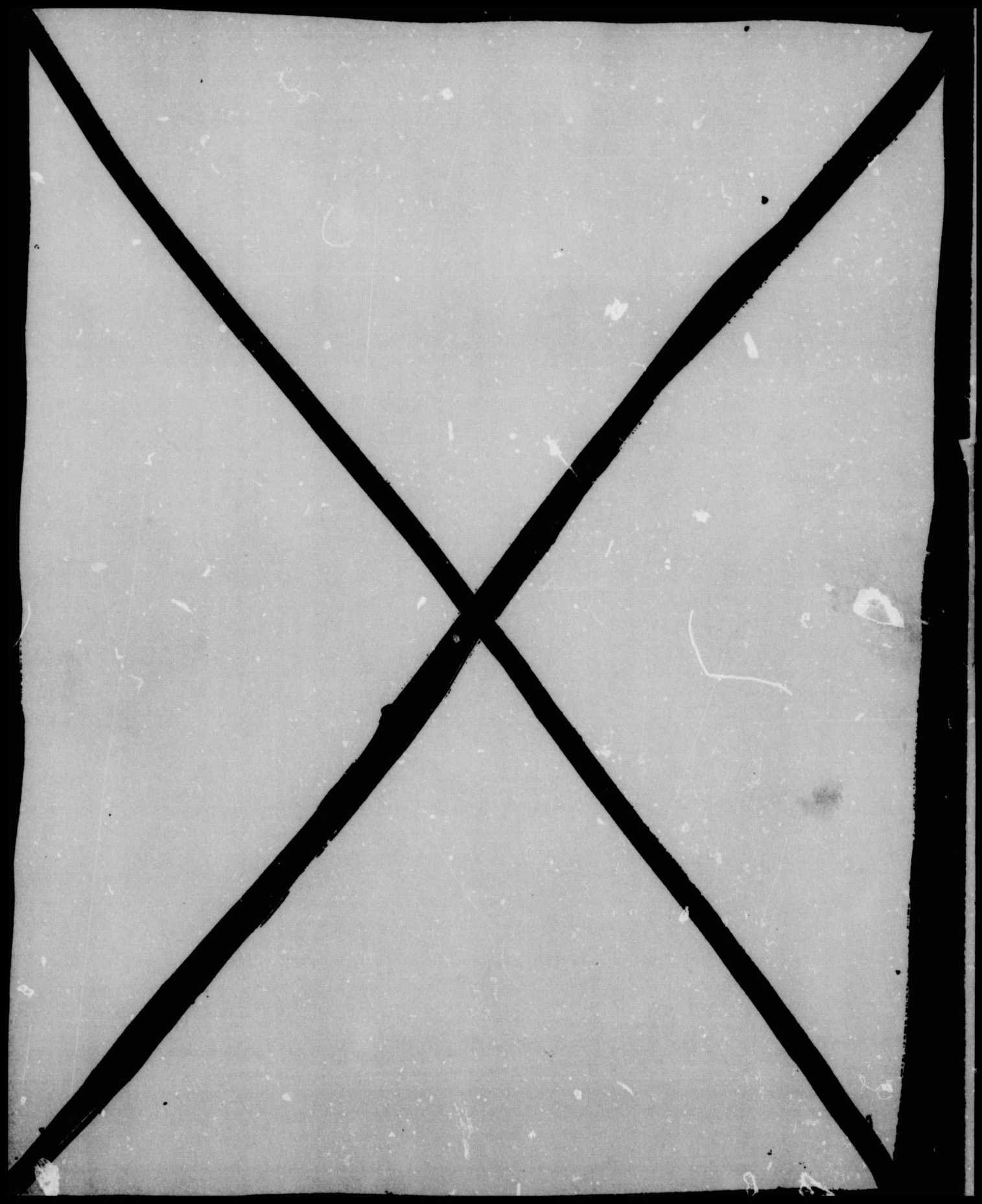
Written notice is being given to CSX's and NS's representatives by copy of this letter sent to the addresses indicated below.

Sincerely,

Alice C. Saylor
Alice C. Saylor

cc: Dennis G. Lyons, Esq., Arnold & Porter, 555 12th Street, N.W., Washington, D.C. 20004-1202 (representing CSX)

Richard A. Allen, Esq., Zuckert, Scoutt & Rasenberger, LLP, 888 17th Street, N.W., Washington, D.C. 20006-3939 (representing NS)



STB

FD-33388 (SUB91)

2-22-00

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ORIGINAL

196983

ENTERED
Office of the Secretary

FEB 22 2000

Part of
Public Record

THOMAS F. MCFARLAND, JR.
mcfarland@aol.com

LAW OFFICES
McFARLAND & HERMAN

20 NORTH WACKER DRIVE-SUITE 1330

CHICAGO, ILLINOIS 60606-2902

TELEPHONE (312) 236-0204

FAX (312) 201-9695

mchermn@aol.com



February 18, 2000

Vernon A. Williams, Secretary
Surface Transportation Board
Case Control Unit, Suite 713
1925 K Street, N.W.
Washington, DC 20423-0001

Re: STB Finance Docket No. 33388 (Sub-No. 91), *CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated Rail Corporation (General Oversight)*

Dear Mr. Williams:

Pursuant to Decision No. 1 in the above proceeding, served February 9, 2000, at page 4, this is to provide written notification that WINAMAC SOUTHERN RAILWAY COMPANY desires to be placed on the service list and to receive copies of CSX's and NS's filings in this general oversight proceeding.

Twenty-five copies accompany the original of this notification. Counsel for CSX and NS are being served.

Kindly acknowledge receipt by date stamping the enclosed duplicate copy of this letter and return in the self-addressed stamped envelope.

Very truly yours,

Tom McFarland

Thomas F. McFarland, Jr.
Attorney for WINAMAC SOUTHERN
RAILWAY COMPANY

McFarland & Herman

Vernon A. Williams, Secretary
February 18, 2000
Page 2

cc: Dennis G. Lyons
Arnold & Porter
555 Twelfth St., N.W.
Washington, DC 20004-1202

Richard A. Allen
Zuckert, Scoutt & Rasenberger
888 Seventeenth St., N.W.
Washington, DC 20006-3939



STB

FD-33388 (SUB91)

2-18-00

D

196959



Yvonne E. Almazan
Attorney
ENTERED
Office of the Secretary

FEB 18 2000
Part of
Public Record

Office of the Secretary
Case Control Unit
Surface Transportation Board
Attn: STB Finance Docket No. 33388 (Sub-No. 91)
1925 K Street, N.W.
Washington, DC 20423-0001

RE: Finance Docket No. 33388 (Sub-No. 91)

Gentlemen:

Please add the following person to the Service List for the above-referenced general oversight proceeding:

Larry T. Jenkins
Lyondell Chemical Company
1221 McKinney Street
Suite 14-215
Houston, Texas 77010

Please send copies of all reports and filings to Mr. Jenkins. As required, enclosed are 25 copies of this letter and a diskette. Please call me if you have any questions.

Very truly yours,

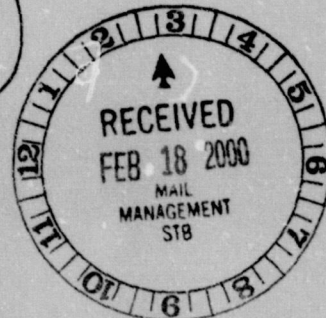
Yvonne E. Almazan
Yvonne E. Almazan KB

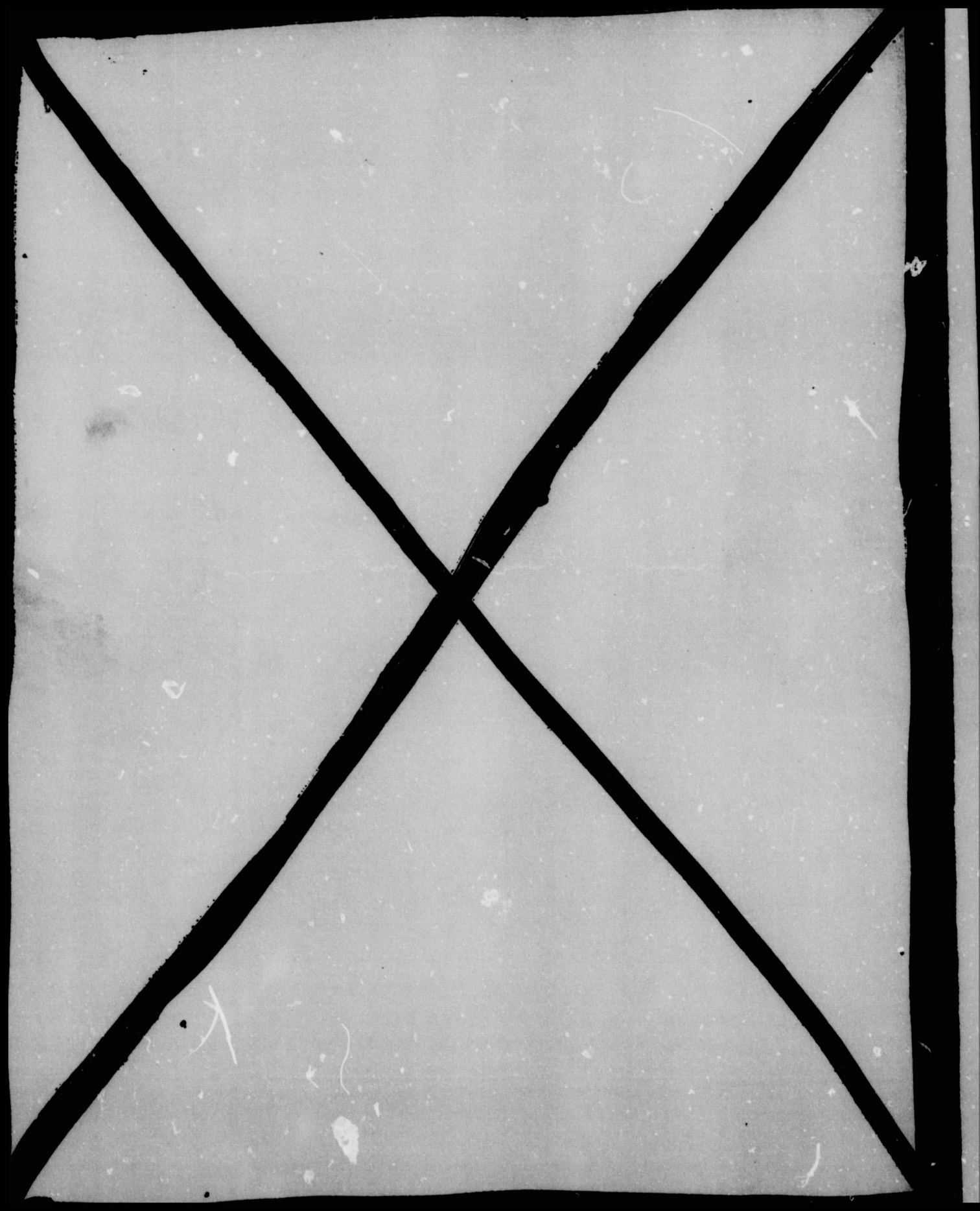
YEA/ksb
Enclosures

cc: Dennis G. Lyons, Esq.
Arnold & Porter
555 12th Street, N.W.
Washington, DC 20004-1202

Richard A. Allen, Esq.
Scoutt & Rasenberger, LLP
888 17th Street, N.W.
Washington, DC 20006-3939

One Houston Center
1221 McKinney
Suite 1600
P.O. Box 3646
Houston, TX 77253-3646
Telephone: 713.652.7200





STB

FD-33388 (SUB91)

2-17-00

D

196952

WEINER, BRODSKY, SIDMAN & KIDER
ATTORNEYS AT LAW

PROFESSIONAL CORPORATION

1350 NEW YORK AVENUE, N.W., SUITE 800

WASHINGTON, D.C. 20005-4797

(202) 628-2000

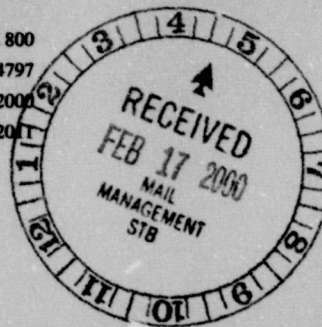
TELECOPIER (202) 628-2011

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Office of the Secretary

FEB 18 2000
Part of
Public Record

February 17, 2000



RICHARD J. ANDREANO, JR.
JAMES A. BRODSKY
JO A. DeROCHE
CYNTHIA L. GILMAN
KAREN R. GUSTAVSON*
DON J. HALPERN
MITCHEL H. KIDER
SUSAN L. KORYTKOWSKI
SHERRI L. LEDNER
TODD A. NEWMAN
LEAH SCHMULEWITZ GETLAN
MARK H. SIDMAN
RUGENIA SILVER
JOHN D. SOCKNAT
MICHAEL S. WALDRON
HARVEY E. WEINER
ROSE-MICHELE WEINRYB
JOSEPH F. YENOUSKAS

*NOT ADMITTED IN D.C.

BY HAND

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

D

CSS - 1

Re: STB Finance Docket No. 33388 (Sub-No. 91), CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated Rail Corporation (General Oversight)

Dear Secretary Williams:

Pursuant to Decision No. 1 of the Surface Transportation Board in the above-referenced proceeding, Chicago SouthShore & South Bend Railroad hereby files its request to be placed on the service list as a party of record in this proceeding. Accordingly, enclosed for filing are 25 copies of this request. Also enclosed is a 3.5-inch disk containing this filing formatted in Word Perfect.

Materials should be sent to the following address:

Mark H. Sidman
Weiner, Brodsky, Sidman & Kider, P.C.
1350 New York Avenue, N.W.
Suite 800
Washington, D.C. 20005-4797
(202) 628-2000 (telephone)
(202) 628-2011 (facsimile).

WEINER, BRODSKY, SIDMAN & KIDER, P.C.

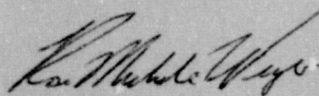
Honorable Vernon A. Williams

- 2 -

February 17, 2000

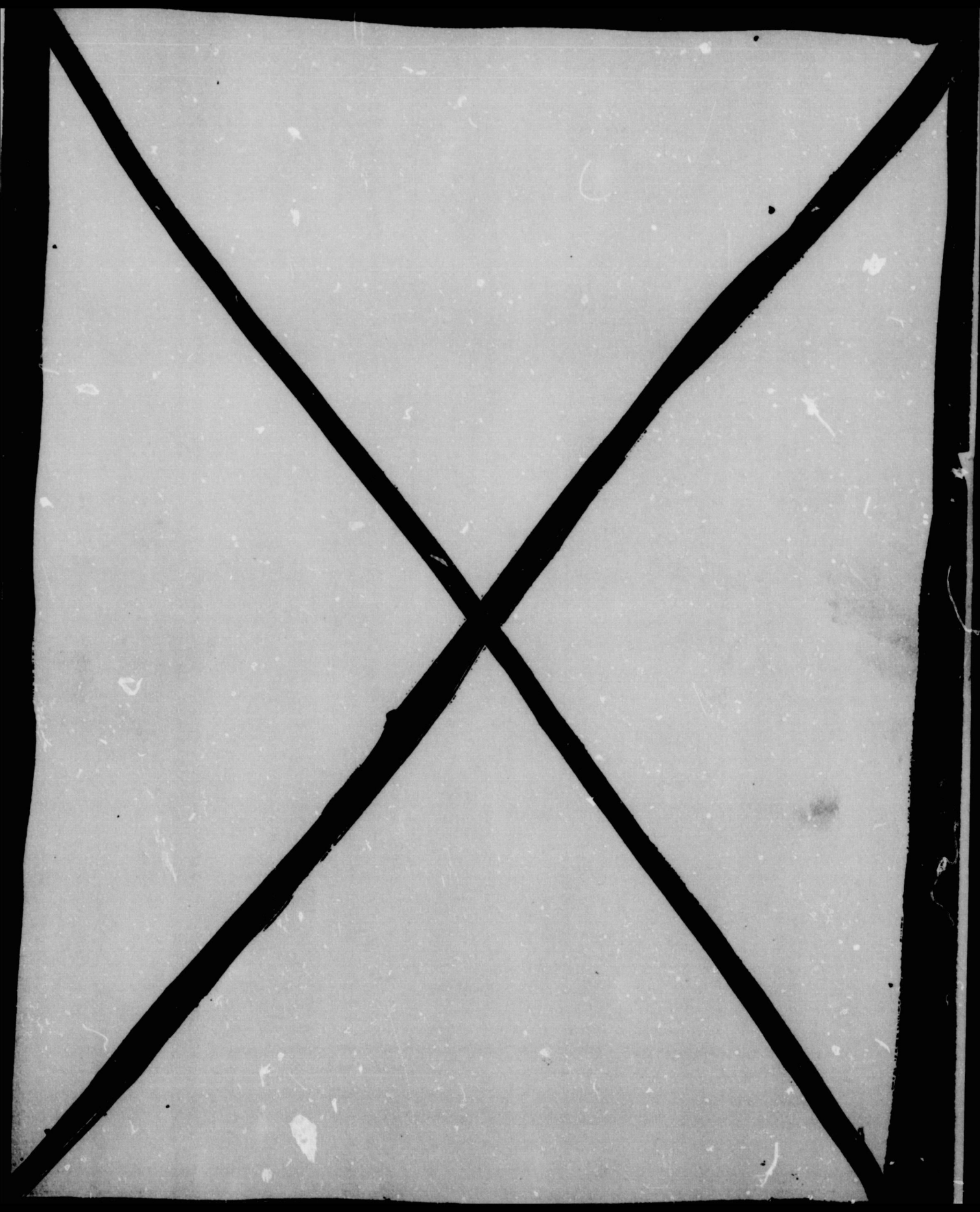
Please acknowledge receipt of this letter by date-stamping the enclosed acknowledgment copy and returning it to our messenger.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Rose-Michele Weinryb".

Rose-Michele Weinryb

cc: Dennis G. Lyons, Esq. (by hand)
Richard A. Allen, Esq. (by hand)



STB

FD-33388 (SUB91)

2-17-00

D

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WEINER, BRODSKY, SIDMAN & KIDER

ATTORNEYS AT LAW

PROFESSIONAL CORPORATION

1350 NEW YORK AVENUE, N.W., SUITE 800

WASHINGTON, D.C. 20005-4797

(202) 628-2000

TELECOPIER (202) 628-2011

RICHARD J. ANDREANO, JR.
JAMES A. BRODSKY
JO A. DeROCHE
CYNTHIA L. GILMAN
KAREN R. GUSTAVSON*
TON J. HALPERN
MITCHEL H. KIDER
SUSAN L. KORYTKOWSKI
SHERRI L. LEDNER
TODD A. NEWMAN
LEAH SCHMULEWITZ GETLAN
MARK H. SIDMAN
RUGENIA SILVER
JOHN D. SOCKNAT
MICHAEL S. WALDRON
H. RVEY E. WEINER
ROSE-MICHELE WEINRYB
JOSEPH F. YENOUSKAS

*NOT ADMITTED IN D.C.

LIRC - 1

ENTERED
Office of the Secretary

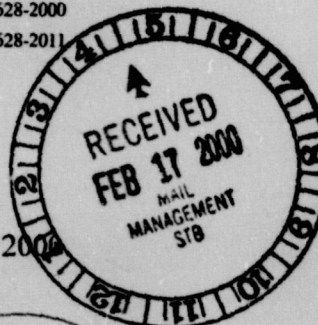
FEB 18 2000

Part of
Public Record

BY HAND

Secretary Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

February 17, 2000



Re: STB Finance Docket No. 33388 (Sub-No. 91), CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated Rail Corporation (General Oversight)

Dear Secretary Williams:

Pursuant to Decision No. 1 of the Surface Transportation Board in the above-referenced proceeding, Louisville & Indiana Railroad Company hereby files its request to be placed on the service list as a party of record in this proceeding. Accordingly, enclosed for filing are 25 copies of this request. Also enclosed is a 3.5-inch disk containing this filing formatted in Word Perfect.

Materials should be sent to the following address:

Mark H. Sidman
Weiner, Brodsky, Sidman & Kider, P.C.
1350 New York Avenue, N.W.
Suite 800
Washington, D.C. 20005-4797
(202) 628-2000 (telephone)
(202) 628-2011 (facsimile).

WEINER, BRODSKY, SIDMAN & KIDER, P.C.

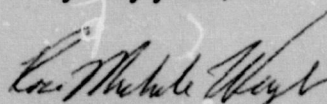
Secretary Vernon A. Williams

- 2 -

February 17, 2000

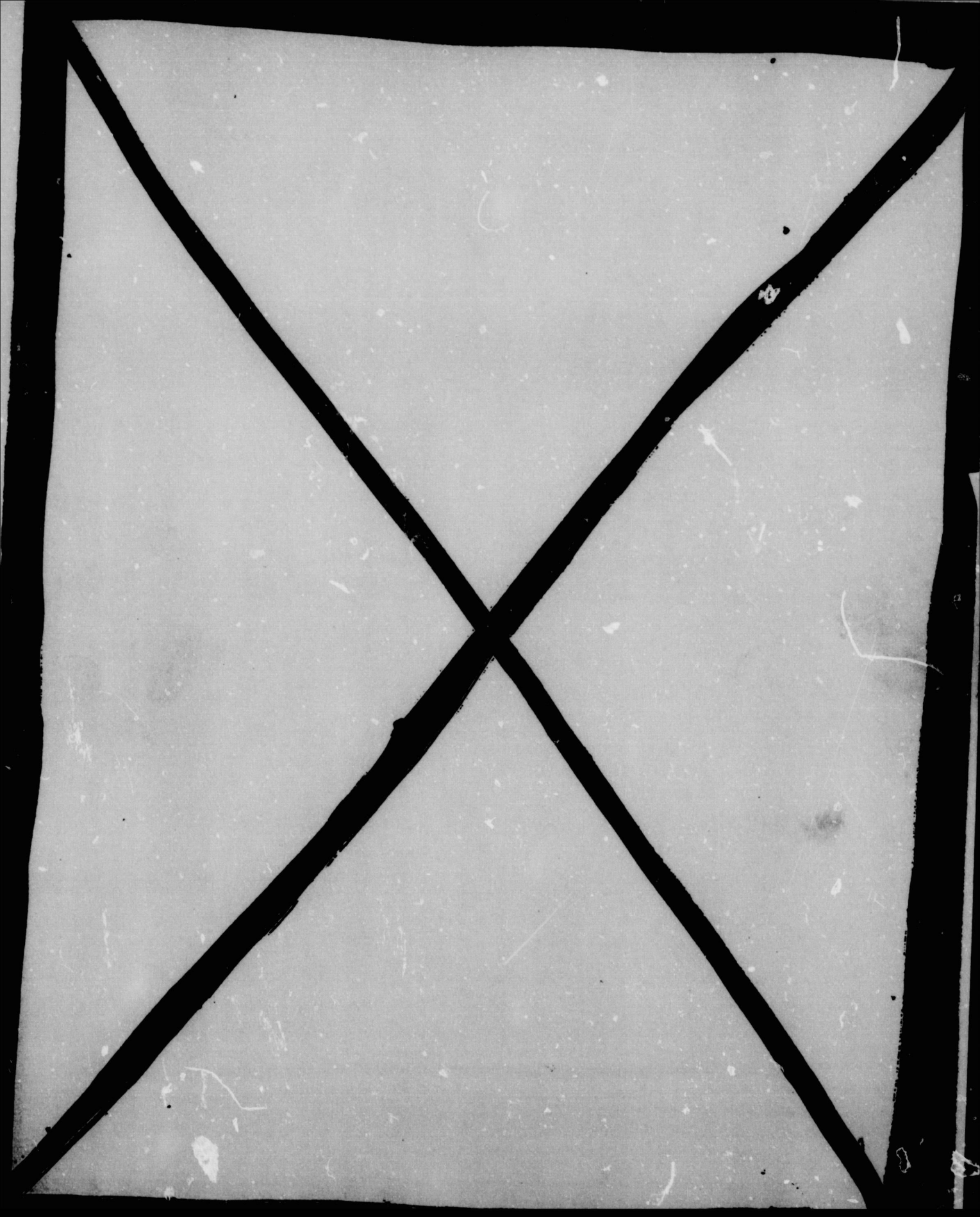
Please acknowledge receipt of this letter by date-stamping the enclosed acknowledgment copy and returning it to our messenger.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Rose-Michele Weinryb".

Rose-Michele Weinryb

cc: Dennis G. Lyons, Esq. (by hand)
Richard A. Allen, Esq. (by hand)



STB

FD-33388 (SUB91)

2-17-00

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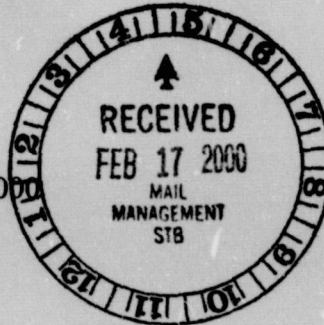
WEINER, BRODSKY, SIDMAN & KIDER
ATTORNEYS AT LAW

PROFESSIONAL CORPORATION

1350 NEW YORK AVENUE, N.W., SUITE 800
WASHINGTON, D.C. 20005-4797
(202) 628-2000
TELECOPIER (202) 628-2011

ENTERED
Office of the Secretary
FEB 18 2000
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Public Record

February 17, 2000



RICHARD J. ANDREANO, JR.
JAMES A. BRODSKY
JO A. DeROCHE
CYNTHIA L. GILMAN
KAREN R. GUSTAVSON*
DON J. HALPERN
MITCHEL H. KIDER
SUSAN L. KORYTKOWSKI
SHERRI L. LEDNER
TODD A. NEWMAN
LEAH SCHMULEWITZ GETLAN
MARK H. SIDMAN
RUGENIA SILVER
JOHN D. SOCKNAT
MICHAEL S. WALDRON
HARVEY E. WEINER
ROSE-MICHELE WEINRYB
JOSEPH F. YENOUSKAS

*NOT ADMITTED IN D.C.

HAND

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

NYAR - 1

Re: STB Finance Docket No. 33388 (Sub-No. 91), CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated Rail Corporation (General Oversight)

Dear Secretary Williams:

Pursuant to Decision No. 1 of the Surface Transportation Board in the above-referenced proceeding, New York & Atlantic Railway Company hereby files its request to be placed on the service list as a party of record in this proceeding. Accordingly, enclosed for filing are 25 copies of this request. Also enclosed is a 3.5-inch disk containing this filing formatted in Word Perfect.

Materials should be sent to the following address:

Mark H. Sidman
Weiner, Brodsky, Sidman & Kider, P.C.
1350 New York Avenue, N.W.
Suite 800
Washington, D.C. 20005-4797
(202) 628-2000 (telephone)
(202) 628-2011 (facsimile).

WEINER, BRODSKY, SIDMAN & KIDER, P.C.

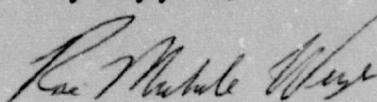
Honorable Vernon A. Williams

- 2 -

February 17, 2000

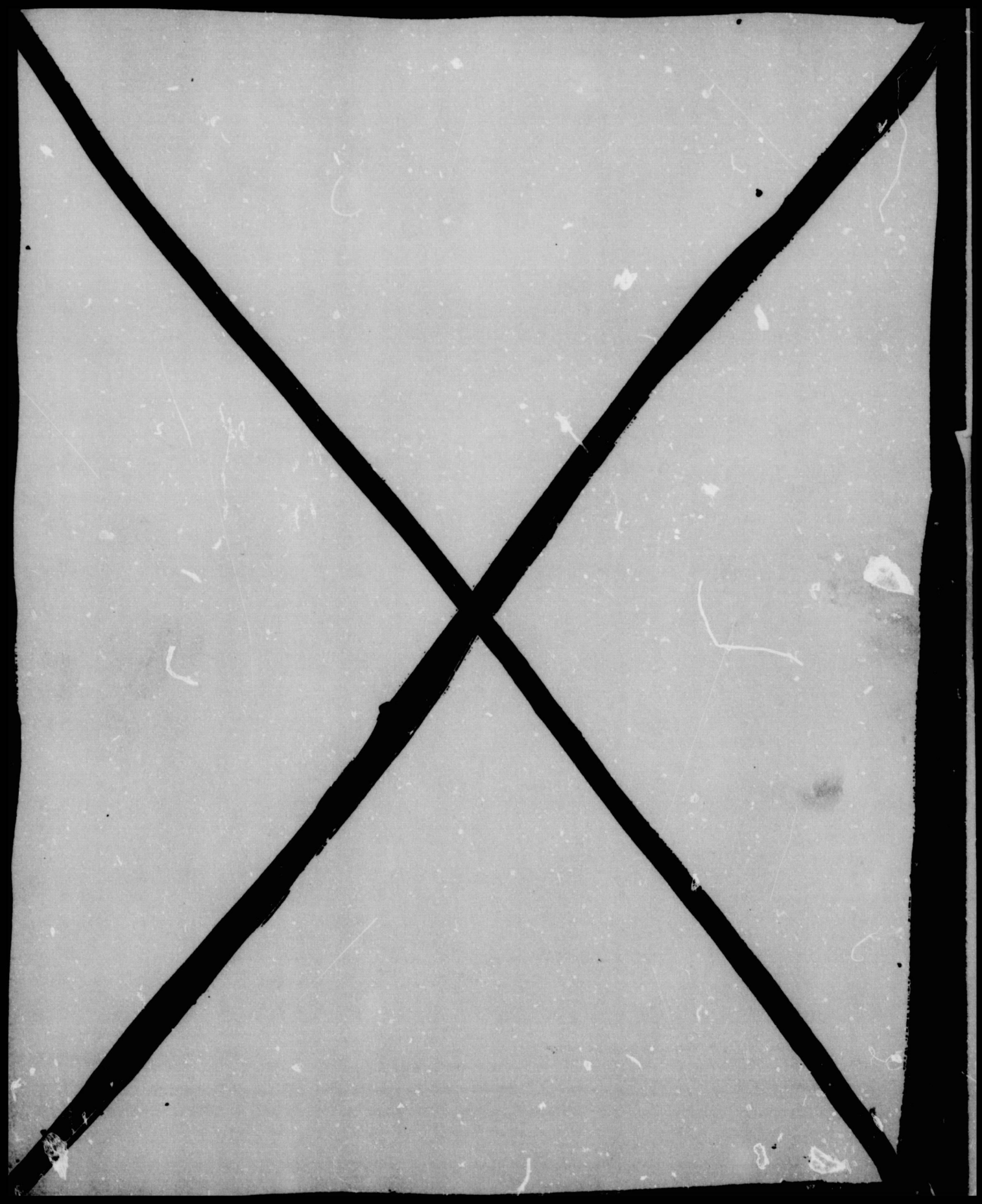
Please acknowledge receipt of this letter by date-stamping the enclosed acknowledgment copy and returning it to our messenger.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Rose-Michele Weinryb".

Rose-Michele Weinryb

cc: Dennis G. Lyons, Esq. (by hand)
Richard A. Allen, Esq. (by hand)



STB

FD-33388 (SUB91)

2-16-00

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ORIGINAL

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Office of the Secretary

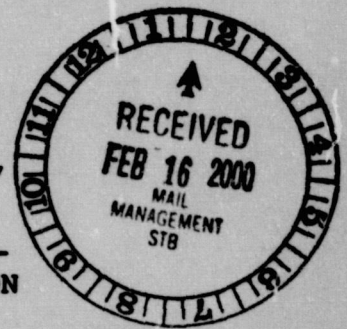
FEB 17 2000

Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388 (SUB-NO. 91)

CSX CORPORATION AND CSX TRANSPORTATION, INC.,
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
-- CONTROL AND OPERATING LEASES/AGREEMENTS --
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION
(GENERAL OVERSIGHT)



NOTICE OF INTENT TO PARTICIPATE OF
CITY OF SANDUSKY, OHIO

Pursuant to Decision No. 1 in the above-entitled proceeding, served February 9, 2000, the City of Sandusky, Ohio ("Sandusky") gives notice of its intent to participate, requests inclusion on the service list as a party of record, and requests copies of the CSX and Norfolk Southern filings relating to the general oversight proceeding.

Respectfully submitted,

CITY OF SANDUSKY, OHIO

By: 


Steven J. Kalish
McCarthy, Sweeney & Harkaway, P.C.
1750 Pennsylvania Ave., N.W.
Washington, D.C. 20006
(202) 393-5710

Dated: February 16, 2000

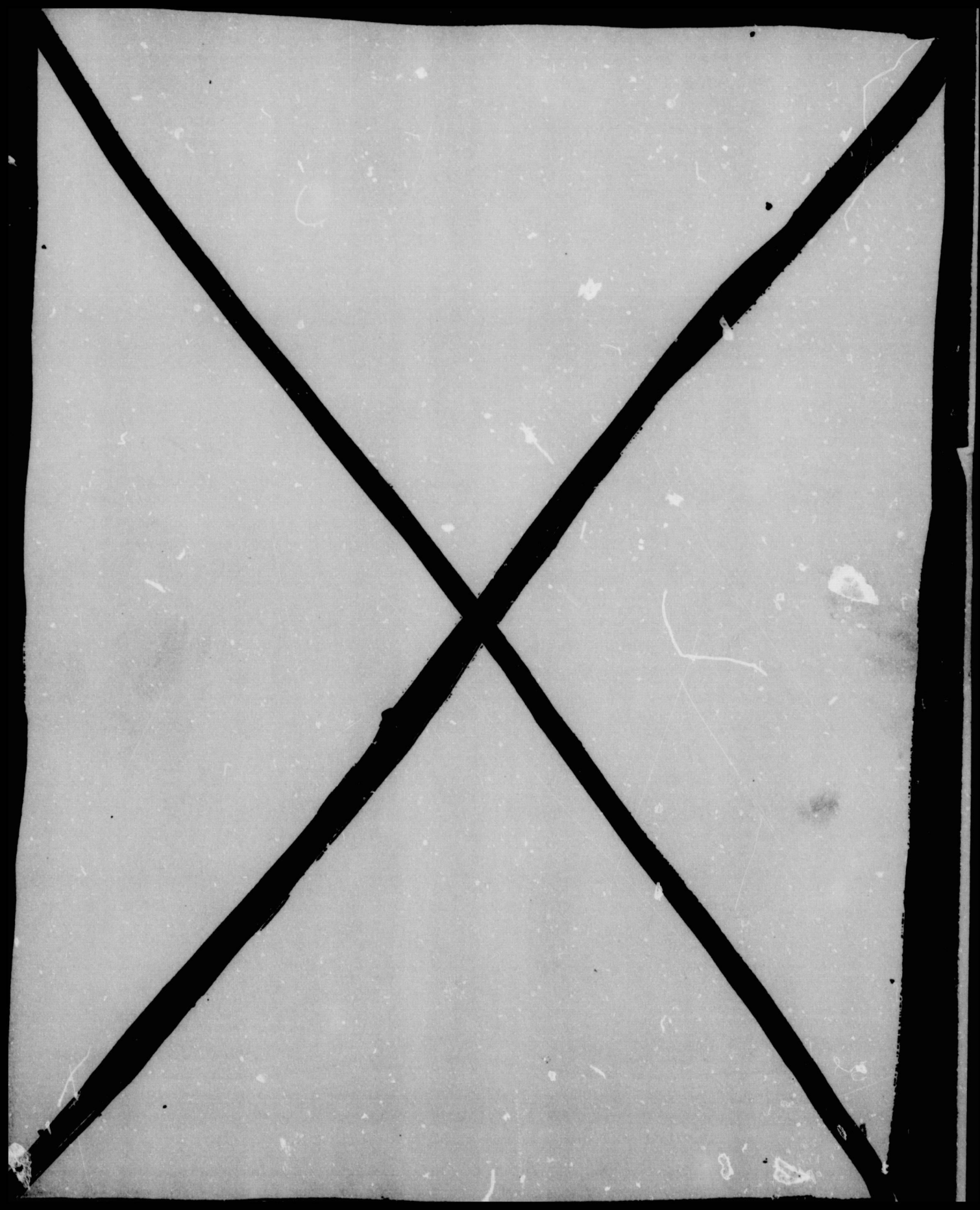
CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing have been served, by first class mail, postage prepaid, upon Dennis G. Lyons, Esq., Arnold & Porter, 555 12th Street, N.W., Washington, DC 20004-1202 and Richard A. Allen, Esq., Zuckert, Scoutt & Rasenberger, LLP, 888 17th Street, N.W., Washington, DC 20006-3939.

Dated at Washington, D.C., this 16th day of February, 2000.



Steven J. Kalish



STB

FD-33388 (SUB91)

2-15-00

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LAROE, WINN, MOERMAN & DONOVAN

ATTORNEYS AT LAW

3900 HIGHWOOD COURT, N.W.

WASHINGTON, D. C. 20007

TELEPHONE (202) 298-8100

FAX (202) 298-8200

ENTERED
Office of the Secretary

FEB 16 2000

Part of
Public Record



February 15, 2000

Vernon A. Williams, Secretary
Office of the Secretary
Case Control Branch
ATTN: STB Finance Docket No. 33388 (Sub-No. 91)
Surface Transportation Board.
1925 K Street, NW
Washington, DC 20423-0001

Re: CSX Corporation and CSX Transportation Inc., Norfolk
Southern Corporation and Norfolk Southern Railway
Company - Control and Operating Leases/Agreements -
Conrail Inc., and Consolidated Rail Corporation,
Finance Docket No. 33388 (Sub-No. 91)

Dear Secretary Williams:

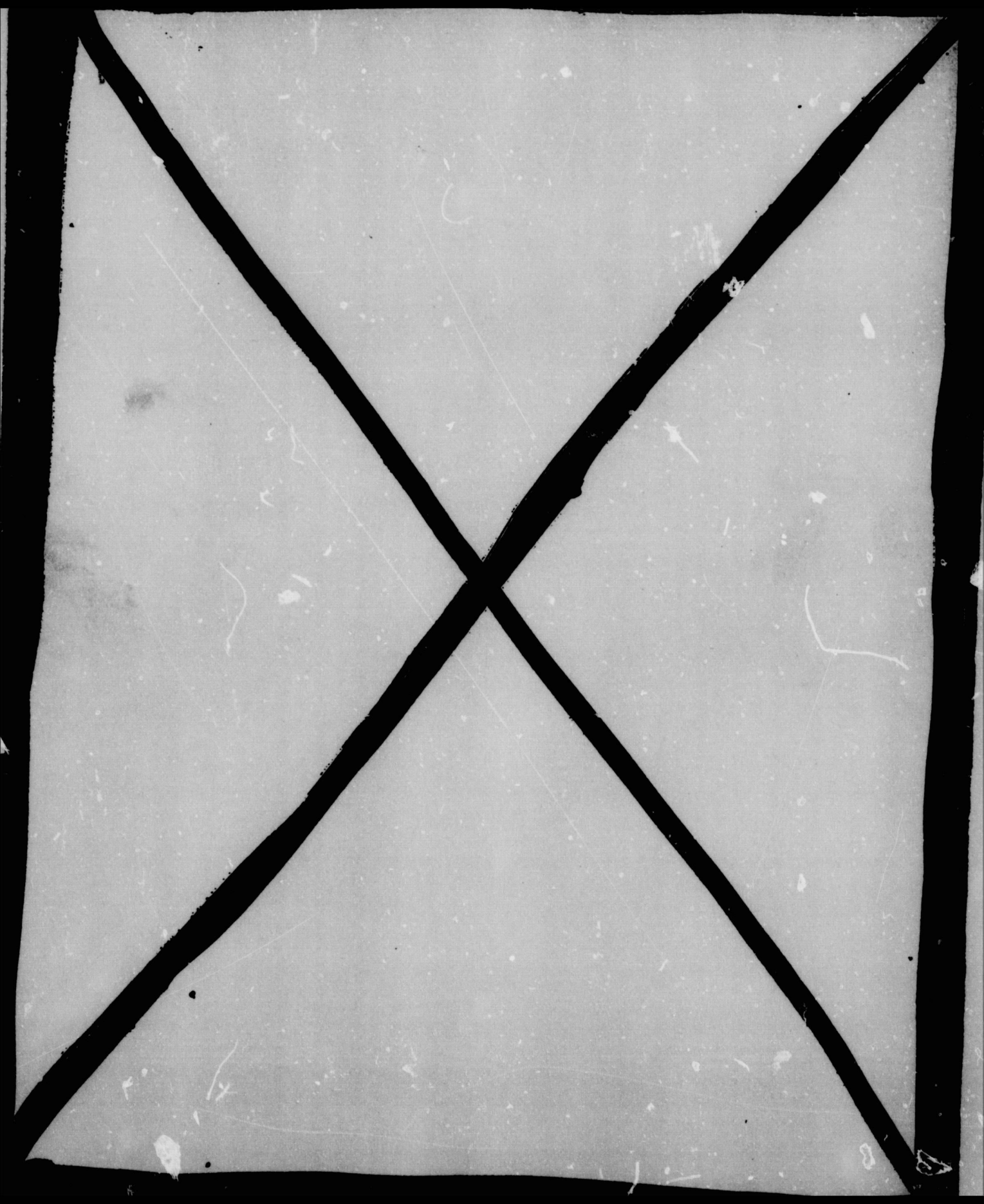
Pursuant to the Board's order of February 9, 2000, the undersigned wishes to be placed on the service list in the above-captioned proceeding on behalf of the Port Authority of New York and New Jersey.

Paul M. Donovan
LaRoe, Winn, Moerman & Donovan
3900 Highwood Court, N.W.
Washington, DC 20007
(202) 298-8100
(202) 29808200 (fax)

Very truly yours,

Paul M. Donovan

cc: Dennis G. Lyons, Esq.
Richard A. Allen. Esq.



STB

FD-33388 (SUB91)

2-15-00

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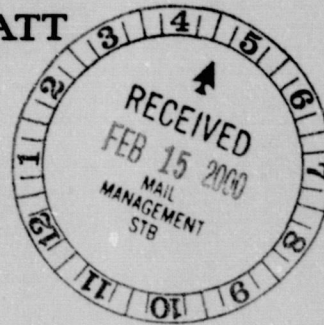
196929

196929

MAYER, BROWN & PLATT

1909 K STREET, N.W.

WASHINGTON, D.C. 20006-1101



MAIN TELEPHONE
202-263-3000
MAIN FAX
202-263-3300

ERIKA Z. JONES

DIRECT DIAL (202) 263-3232
ejones@mayerbrown.com

February 15, 2000

VIA HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street NW
Washington, DC 20423

ENTERED
Office of the Secretary
FEB 16 2000
Part of
Public Record

RE: Finance Docket No. 33388 (Sub-No. 91), *CSX Corporation and CSX Transportation, Inc., Norfolk Southern Railway Company - Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated Rail Corporation (General Oversight)*

Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are the original and twenty-five (25) copies of Notice of Intent to Participate of The Burlington Northern and Santa Fe Railway Company (BNSF-1). Also enclosed is a 3.5-inch disk containing the text of this pleading in WordPerfect 6.1 format.

Copies of BNSF-1 are being served via first-class mail, postage prepaid on Dennis G. Lyons, Esq. and Richard A. Allen, Esq., representatives of CSX and NS, respectively. I would appreciate it if you would date-stamp the enclosed extra copy of the pleading and return it to the messenger for our files.

Sincerely,

Erika Z Jones/als
Erika Z. Jones

Enclosures

cc: Dennis G. Lyons, Esq.
Richard A. Allen, Esq.

196.929

BNSF-1

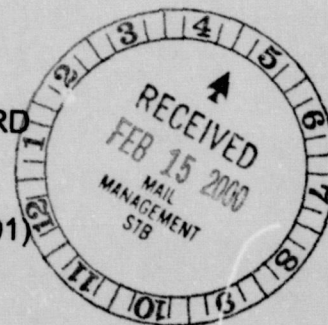
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BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388 (Sub-No. 91)



CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation
and Norfolk Southern Railway Company -- Control and Operating
Leases/Agreements -- Conrail Inc. and Consolidated Rail Corporation
(General Oversight)

**NOTICE OF INTENT TO PARTICIPATE OF
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**

Please enter the appearance in this proceeding of the below-named attorneys on behalf of The Burlington Northern and Santa Fe Railway Company. The Burlington Northern and Santa Fe Railway Company intends to participate in this proceeding as a party of record.

Accordingly, please place the named attorneys, at the addresses provided, on the service list to receive all pleadings and decisions in this proceeding.

Respectfully submitted,

Erika Z. Jones/dls

Jeffrey R. Moreland
Richard E. Weicher
Michael E. Roper
The Burlington Northern and
Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131
(817) 352-1350

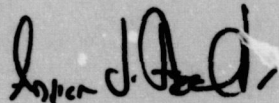
Erika Z. Jones
Adrian L. Steel, Jr.
Mayer, Brown & Platt
1909 K Street NW
Washington, DC 20006
(202) 263-3000

Attorneys for The Burlington Northern and Santa Fe Railway Company

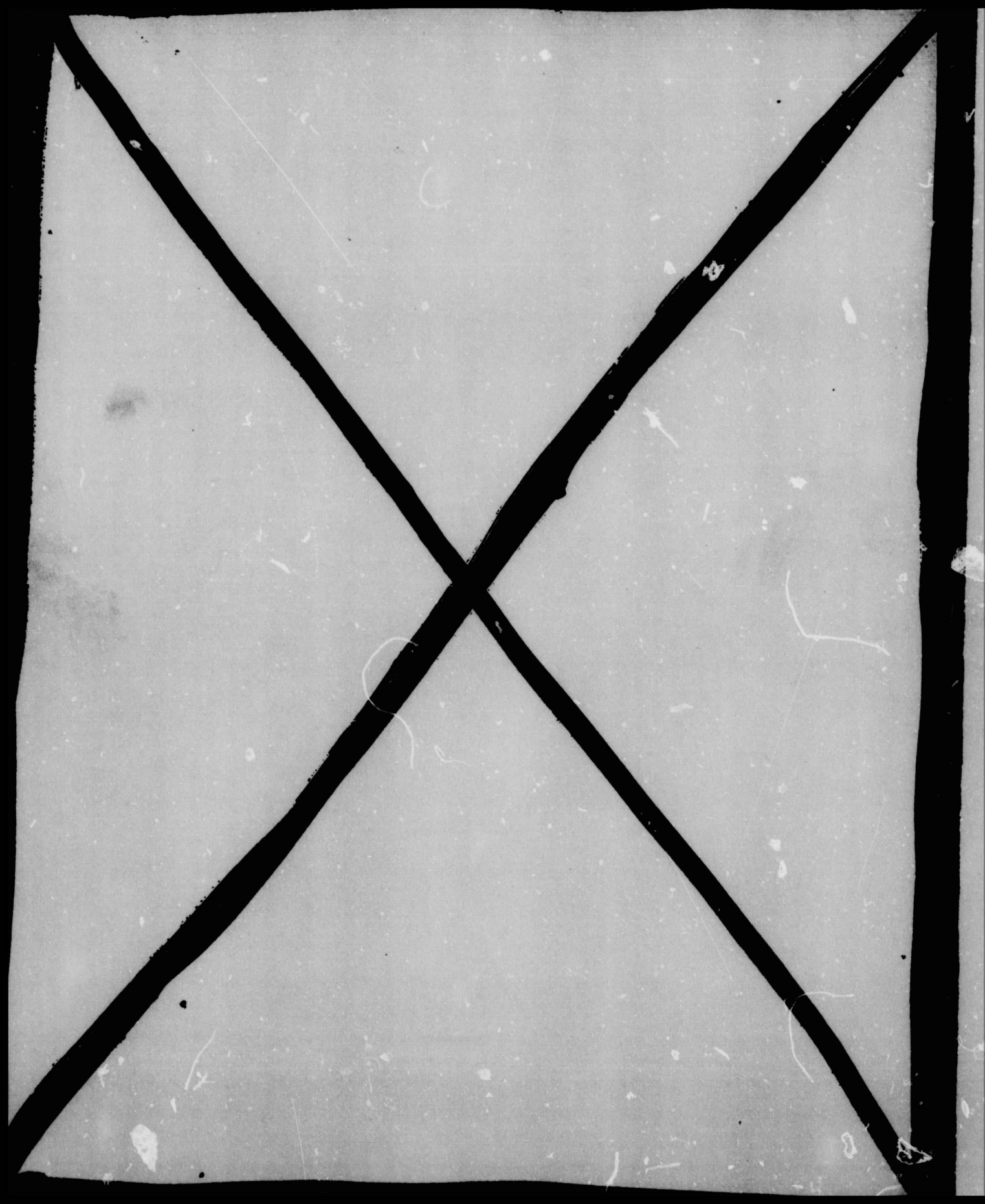
February 15, 2000

CERTIFICATE OF SERVICE

I hereby certify that copies of the Notice of Intent to Participate of The Burlington Northern and Santa Fe Railway Company (BNSF-1) have been served this 15th day of February 2000, by first-class mail, postage prepaid on Dennis G. Lyons, Esq. and Richard A. Allen, Esq.

A handwritten signature in dark ink, appearing to read "Adrian L. Steel, Jr.", is written over a horizontal line.

Adrian L. Steel, Jr.



STB

FD-33388 (SUB91)

2-14-00

D

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196948
Amtrak

196948
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February 14, 2000

Direct Dial: (202) 906-3987

Fax: (202) 906-2821



Mr. Vernon A. Williams
Surface Transportation Board
Office of the Secretary
Case Control Unit
ATTN: STB Finance Docket No. 33842
1925 K Street, N.W.
Washington, D.C. 20423-0001

Re: STB Finance Docket No. 33388 (Sub-No. 91)
CSX Corp. and CSX Transportation Inc., Norfolk Southern
Corp. and Norfolk Southern Ry. – Control and Operating
Leases/Agreements – Conrail Inc. and Consolidated Rail
Corp. (General Oversight)

Dear Mr. Williams:

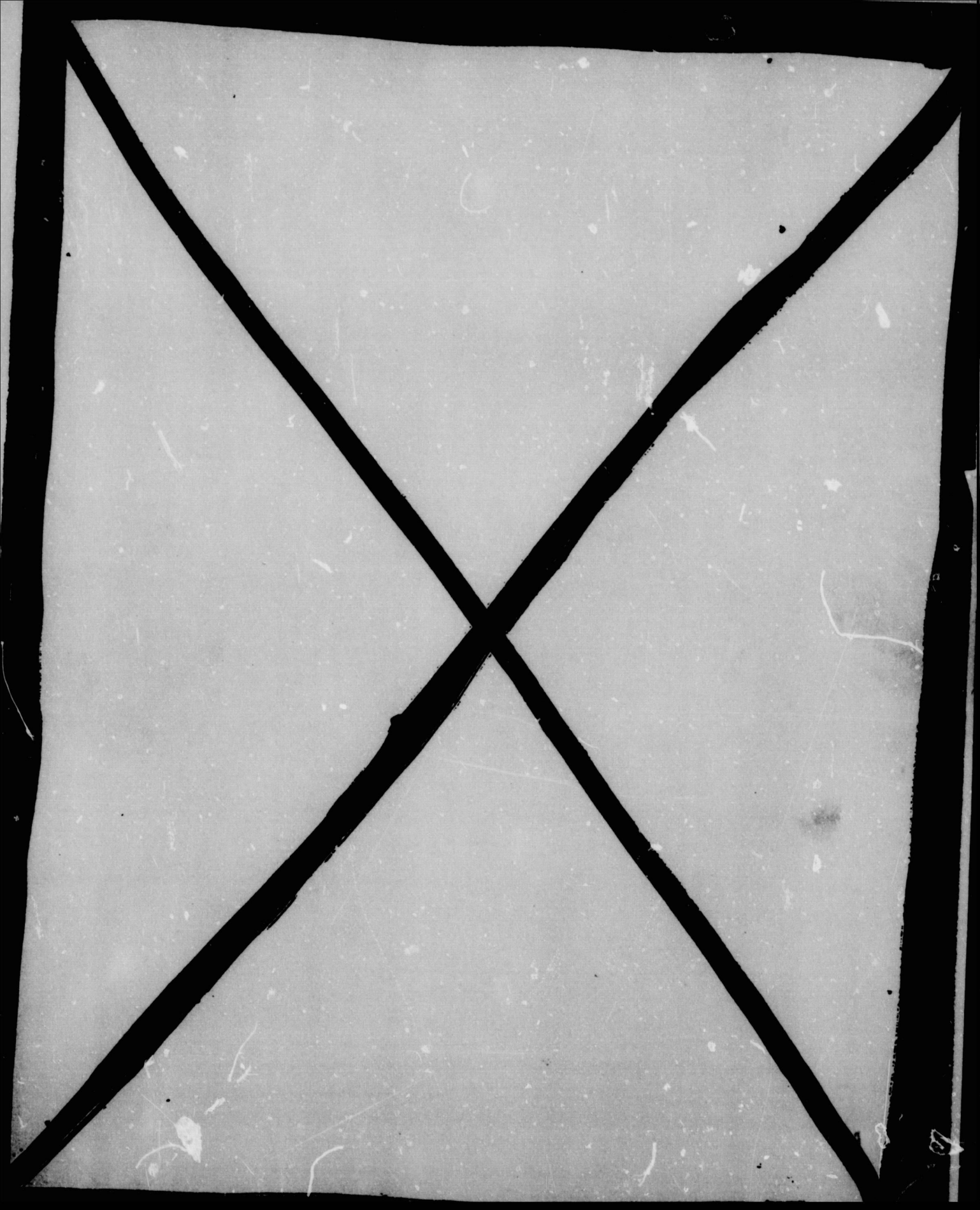
The National Railroad Passenger Corporation (Amtrak) intends to participate as a party of record in the above-captioned proceeding, and requests that its undersigned counsel be added to the service list.

Very truly yours,

Richard G. Slattery
Richard G. Slattery

Counsel for the National
Railroad Passenger Corp. (Amtrak)

cc: Dennis G. Lyons, Esq.
Richard A. Allen, Esq.



STB FD-33388 (SUB91) 5-1-00 I 198367

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TELEX: 440274 FACSIMILE: (202) 986-8022

WRITER'S DIRECT DIAL:
(202) 986-8050

May 1, 2000

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VIA HAND DELIVERY

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W., 7th Floor
Washington, DC 20423

ENTERED
Office of the Secretary

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Part of
Public Record

Re: Finance Docket 33388 (Sub-No. 91) (Oversight);
CSX Corporation and CSX Transportation, Inc., et al.

Dear Secretary Williams:

By order served February 9, 2000, the Board issued its first "Oversight" Decision in the above-referenced proceeding. That Decision requires CSX Corporation and CSX Transportation, Inc. ("CSX") and Norfolk Southern Corporation and Norfolk Southern Railway Company ("NS") to file Reports with the Board by June 1, 2000 as to the working of the various conditions imposed by the Board, with an opportunity provided thereafter for public comments and, the submission of evidence by the public in response to the assertions made by CSX and NS. As the Board knows, Indianapolis Power & Light Company ("IPL"), a party in Finance Docket No. 33388, is dissatisfied with the working of the conditions imposed by the Board to provide relief to IPL at the E.W. Stout and Perry K Plants in Indianapolis, Indiana.

Accordingly, we hereby request that the Board direct NS to address in its Reports whether it has been able to compete for any business at the Stout or Perry K Plants, or whether any rates or other terms it may have proposed to IPL were deemed uncompetitive by IPL, and whether it was thereafter able to offer competitive rates. Moreover, as the Board knows, NS has not been able to serve new customers during its operational problems, and the Board should require NS to indicate whether that includes IPL. The Board should also require CSX to state whether its 89 percent-owned subsidiary, The Indiana Rail Road Company ("INRD"), has felt any competitive pressure from NS at either the Stout or Perry K Plants.

Mr. Vernon A. Williams, Secretary
May 1, 2000
Page 2

Moreover, as the Board is aware, IPL was dissatisfied with the Board's refusal to require CSX or NS to provide it with the trackage rights agreement that CSX, NS, and INRD entered into for service by NS at the Stout Plant. CSX has now made representations to the U.S. Court of Appeals for the Second Circuit in Case No. 98-4285 (L) and Consolidated Cases about that agreement. See CSX Brief at 38 n.28. Accordingly, and because other provisions of the trackage rights agreement which IPL has never seen may impair the ability of NS to compete at the Stout Plant, we hereby request that the Board order CSX and NS to provide a copy of that agreement to IPL to permit it to participate meaningfully in the above-referenced Oversight proceeding.

Respectfully submitted,



Michael F. McBride
Bruce W. Neely

Attorneys for Indianapolis Power
& Light Company

cc: Dennis Lyons, Esq.
Richard Allen, Esq.
Karl Morell, Esq.
Michael Harmonis, Esq.



STB

FD-33388 (SUB 91)

2-12-01

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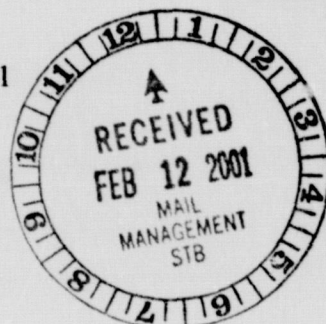
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Public Record

American
Chemistry
Council

Good Chemistry
Makes It Possible

February 8, 2001



The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Re: STB Finance Docket No. 33388 (Sub-No. 91), CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company – Control and Operating Leases/Agreements – Conrail Inc. and Consolidated Rail Corporation [General Oversight]

Dear Secretary Williams:

The American Chemistry Council ("the Council" or "ACC") has reviewed the Conrail General Oversight decision that was issued on February 2, 2001, by the Surface Transportation Board ("the Board"). This letter explains the Council's views concerning how the Board addressed our comments in that important decision.

The Council appreciates that the Board recognized our praise for the safe manner in which CSX and Norfolk Southern implemented the Conrail transaction. Safety is the paramount concern of the Council's membership and the rail carriers who transport the products of the business of chemistry.

As the trade association representing the business of chemistry, the Council strives to provide complete and accurate information. For that reason, the Council is disturbed that the Board cited one of our comments out-of-context. "With respect to rates," as the Board noted on page 11 of its February 2 decision, "ACC indicates that the division of Conrail and the resulting new rail-to-rail competition have resulted in reduced rates for a number of its members." A comment to that effect appeared in our discussion under "Competition and Service" (ACC-2, page 3), which also quoted similar observations from the annual oversight reports that had been submitted by the two railroads. Our observation about rates was clearly a preamble to our concern about service:

"Unfortunately, however, many of the same shippers have suffered from service disruptions during the past year."



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But the Board chose to ignore our point about the quality of rail service, although "Service Instability" was the very first topic in the Board's own summary of the four days of testimony that it heard in STB Ex Parte No. 582, Public Views on Major Rail Consolidations. On March 17, 2000, the Board's decision in that proceeding said:

"1. Service Instability. Rail mergers are pursued to increase efficiency and to improve service. At least at the beginning, however, service disruptions have accompanied the implementation of recent large mergers, and many shippers have experienced substantial adverse impacts in connection with the last round of mergers, beginning with the combination of the BN and SF systems, proceeding with the UP acquisition of the Southern Pacific (SP) system, and ending with the acquisition and division of Conrail by CSX and NS."

The Board certainly seemed concerned about post-merger service disruptions (including Conrail) when it decided that the "public interest" required a 15-month rail merger moratorium and a new merger guidelines rulemaking. Yet service disruptions did not appear to warrant the Board's own attention in the Conrail General Oversight decision. There, the Board responded (page 12) to concerns about service disruptions with the message that "operational and service issues generally will continue to be handled through operational monitoring by our Office of Compliance and Enforcement."

The Council also provided balanced comments based on our extensive experience on the Conrail Transaction Council ("CTC"). But the Board dismissed our observation that the CTC process had not resulted in the adoption of two important service-related measures that are of concern to rail customers: (1) corridor-specific transit time measures, and (2) pre-merger service benchmarks. The Board did note our recognition that the CTC had generally been a useful forum. But we also expected a fair examination of our specific concern that certain performance measures had not been resolved within the CTC.

The Board even denied the validity of our comment that the CTC process had not been used to provide shippers, through their participating trade associations, with information about the procedure each railroad would use to address freight claims relating to its service disruption. The Board wrote on page 13 of the decision:

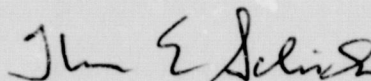
"While the members of the CTC may certainly agree to include claims issues as part of their discussion agenda, it would be inappropriate for us to attempt to impose such a requirement on the privately negotiated CTC."

The Council finds this to be a remarkable – if not outrageous – statement. In 1998, the Board approved the Conrail transaction as being in the "public interest." An explicit condition of that approval was that the CTC would be a forum to review "the service-related aspects of the transaction" and the recent decision acknowledges the relevance of "claims issues." Most significantly, the Board is the only government

agency authorized to approve, condition and oversee rail mergers. How can the Board deem the substance of one of its own conditions to be merely a private matter?

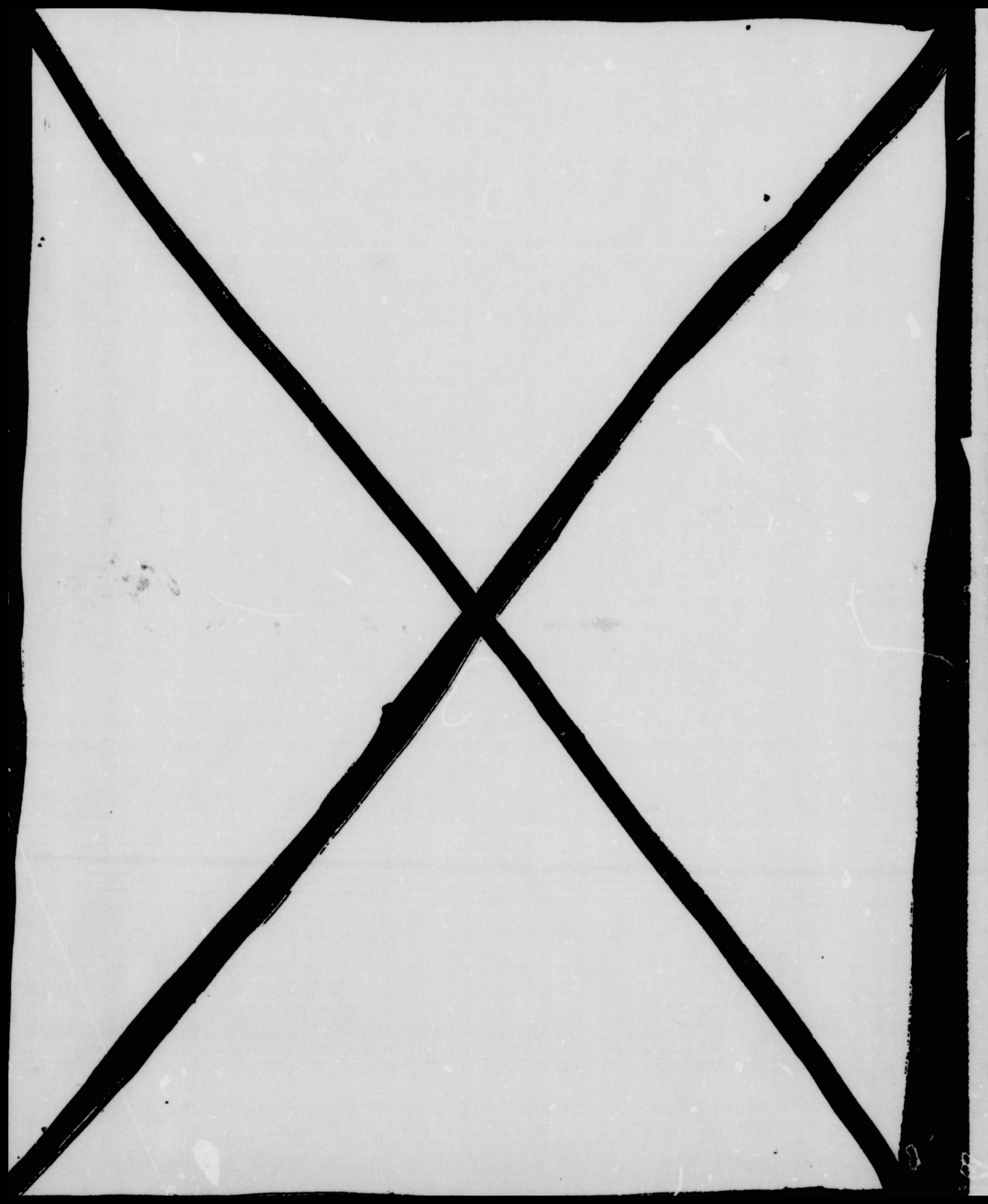
In railroading, as in all other industries, service improvements arise from competition. Over the past two decades the Board and its predecessor have approved a series of mergers that have incrementally, but cumulatively, reduced rail competition in the United States to a substantial degree. The Council takes seriously its opportunities to comment in generic rulemakings, such as Ex Parte 582 (Sub-No. 1), and on specific transactions, including the Conrail General Oversight proceeding. We are therefore especially disappointed that the Board took a one-sided view of its oversight process and quoted so selectively from the Council's comments.

Sincerely,

A handwritten signature in dark ink, appearing to read "Thomas E. Schick", written in a cursive style.

Thomas E. Schick
Counsel
Distribution Team

cc: Honorable Linda J. Morgan
Honorable William Clyburn, Jr.
Honorable Wayne O. Burkes



STB

FD-33388 (SUB 91)

1-26-01

J

CITY



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

FILE IN DOCKET

FD-33388
(Sub-No. 91)

January 26, 2001

Mr. J. Justin Murphy
Chief of Staff
Four City Consortium
6949 Kennedy Avenue, Suite E
Hammond, Indiana 46323

Re: Conrail Oversight Proceeding/Four City Consortium

Dear Mr. Murphy:

Thank you for your letter of January 4th, updating me on the efforts of the Four City Consortium to reach agreement with CSX and Norfolk Southern (NS) on environmental mitigating conditions for the Four Cities area, and for your comments on the first of the quarterly community status reports requested by the Board.

I am pleased to learn that the Four City Consortium and railroad representatives have been meeting regularly on your issues, and that an agreement with CSX is imminent. It is unfortunate that outstanding issues remain unresolved between NS and the Four Cities Consortium.

We have been in contact with NS about this matter, and I will continue my efforts to ensure that there is an active and constructive dialogue in the private sector on these important issues. I also will make sure that you receive any relevant correspondence, as you have requested. In this regard, enclosed is a letter that I have received from NS in response to your letter. I will have your letter, my response, and the response from NS all placed in the docket for the Conrail proceeding. Please do not hesitate to keep me informed on developments as they occur.

Sincerely,

Linda J. Morgan

Linda J. Morgan

Enclosure



FILE IN DOCKET

Norfolk Southern Corporation
1500 K Street, N.W., Suite 375
Washington, D.C. 20005
202/383-4166
Direct: 202/383-4425
Fax: 202/383-4018
email: bmaestri@nscorp.com

Bruno Maestri
Vice President
Public Affairs

January 18, 2001

Honorable Linda J. Morgan
Chairman
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Re: Response to Letter Dated January 4, 2001, from the Four City
Consortium to the Surface Transportation Board

Dear Chairman Morgan:

Norfolk Southern ("NS") is in receipt of the above referenced letter from the Four City Consortium ("Four Cities"). Two overall themes seem to dominate that letter: 1) the Four Cities is critical of NS for failing to reach a settlement with it, when CSX did; and, 2) the Four Cities is critical of NS for instituting a court proceeding to determine the constitutionality of certain local and state laws associated with issues the Four Cities wishes to be dealt with in settlement. We take this opportunity to address several points raised by the Four Cities, including those two themes, but we necessarily must leave certain matters relevant to the federal litigation to adjudication in that forum.

Failure to Reach Settlement

In its letter, the Four Cities criticizes NS for the failure of the parties to reach a settlement regarding operations in the Four Cities area. The Four Cities seek assurances from NS that go far beyond compliance with the mitigating conditions the Surface Transportation Board ("Board") imposed in the Conrail Control Transaction. NS is in compliance with those conditions and, for the reasons already set forth in filings before the Board in the General Oversight Proceeding, NS does not believe that further mitigation is warranted. As such, any settlement NS and the Four Cities reach that requires operational modifications or the construction of infrastructure improvements beyond those required by the Board in its Decisions should be the result of a mutually beneficial and voluntary effort by the parties to resolve their differences. Although this has not yet occurred, it certainly is not the result of a lack of effort on the part of NS.

Federal Litigation

The Four Cities further criticizes NS's decision to exercise its right to seek a judicial determination of whether the City of Hammond's ("Hammond") enforcement of

certain local and state laws is preempted by federal law or otherwise unenforceable. At the time NS filed suit in federal court, the fine exposure for citations then pending was 2.7 million dollars. The total fine exposure now exceeds 3.2 million dollars. NS met with Hammond officials prior to filing suit in an effort to avoid litigation. Since filing suit, NS has remained open to possible settlement agreements, and has communicated with Hammond concerning settlement on numerous occasions. Hammond has either rejected, without a counter-proposal, or failed to respond at all, to NS's several attempts at settlement.

NS cannot, of course, address through this letter to the Board, a non-party, specific matters that are involved in the pending litigation. We do note, however, that the Four Cities attempts in its letter to marry an out-of-context excerpt from the Conrail FEIS with an out-of-context excerpt from the statement of NS Terminal Superintendent, Mr. Burl Scott, that was submitted in the federal court action, to obliquely raise concerns about the NS operating plan submitted in the 1997 application covering the Conrail Transaction. (These statements are taken out of context. For example, Mr. Scott made clear at his deposition, which Mr. Murphy attended, that NS has rerouted trains where feasible to the Lake Front Line.) Certain traffic must, of necessity, continue to use the Nickel Plate Line. NS has never contended differently. In short, the position taken by NS in the federal court action is wholly consistent with its representations to the Board and in no way undermines the credibility of that operating plan as a basis for the conclusions reached in the Conrail Control process. Moreover, it is worth noting that the Four Cities has previously raised these same allegations of inaccurate traffic projections with the Board. The Board rejected these allegations in Decision 96, served October 19, 1998.

Attendance at Joint Meetings

The Four Cities charges that NS "did not bring any knowledgeable operating personnel" to the joint meeting on October 19, 2000, a meeting that occurred under Condition 21 of Board Decision No. 114, served February 4, 1999. The mid-October meeting took place only four (4) days after Mr. Richard Joram was transferred to replace Mr. Scott as Terminal Superintendent - Chicago Terminal, as Mr. Scott had been transferred to our Columbus Terminal in Ohio. As such, neither Mr. Scott nor Mr. Joram was able to attend. The NS representatives who did attend explained, at the opening of the meeting, that an operations representative from NS was not able to attend due to these recent changes in staff.

Decision No. 114 requires NS to participate in regularly scheduled meetings to provide a forum for assessing certain specified matters and to provide a status report on the progress of operational and capital improvements required by the Board. NS has discharged these responsibilities. Absent unusual circumstances, NS has an operating representative attend the scheduled meetings in addition to the public affairs or other NS representatives. A failure to do so violates neither the spirit nor the letter of the Board's Decision.

Steps to Alleviate Traffic Congestion

NS wishes to inform the Board that NS, together with the Indiana Harbor Belt Railroad and CSX, have taken numerous concrete actions, beyond those required by the mitigation conditions in the Conrail Control Transaction, to address the Four Cities' concerns and to alleviate traffic congestion. NS disputes the Four Cities' characterization that only "a few steps" have been taken.

For example:

1. NS and the IHB completed their joint installation of power switches on the northeast wye at Osborn on December 16, 2000. Such installation now allows the IHB dispatchers to operate these switches by remote control. Previously, a crew member had to dismount the train and throw these switches by hand.
2. The Hohman interlocking is in the process of being converted from a manual interlocking system to a remote operation system. The conversion will enable dispatchers to monitor and better coordinate train traffic from a remote location.
3. NS has rerouted traffic from the Nickel Plate Line to the Lake Front Line.
4. NS issued special instructions, requested by Hammond, regarding blocked crossings to its Chicago Terminal train and engine crews.
5. Phone communications between our Cummins Bridge Operator and the IHB Dispatcher have been improved via the installation of a direct intercom system, which allows the dispatcher to better coordinate and anticipate train movements. As a result, fewer blocked crossings occur.
6. NS is presently undertaking a project that will update the signals between State Line and Calumet Yard. The update will allow trains to operate on either track in either direction at the track's maximum speed. Currently, trains are governed by directional running. If a train is operating on "the wrong side" of the tracks, it must operate at a restricted speed. This too will reduce the potential for blocked crossings.

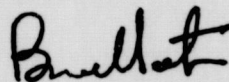
NS has and will continue to implement prudent measures to address the operational impact on the Four Cities area. NS wishes to be a good corporate neighbor and will continue its efforts towards achieving that goal. At the same time, however, NS must pursue important legal concerns that it believes should be addressed in court. That is the position that NS presently finds itself in with respect to Hammond's efforts to enforce local and state laws that NS believes are unenforceable. NS would of course

Response to Four Cities' Letter
January 18, 2001
Page 4

prefer that the federal lawsuit be resolved amicably, but recognizes that it is not the Board's intent, through this informal reporting process, to become entwined in the pending litigation.

I trust that this explanation puts these short-term difficulties in perspective. I would be happy to provide any additional information you may require. Per his request, we have copied Mr. Murphy on this response and will send to him copies of each future informal quarterly community status report that we submit to you.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Bruno Maestri', with a stylized, cursive script.

Bruno Maestri

cc: Vice Chairman Clyburn
Commissioner Burkes
Mayor Bercik
Mayor Dedelow
Mayor King
Mayor Pastrick
Justin Murphy, Esquire



Robert A. Pastrick
MAYOR

THE CITIES OF EAST CHICAGO, INDIANA; GARY, INDIANA;
HAMMOND, INDIANA; AND WHITING, INDIANA, COLLECTIVELY

THE FOUR CITY CONSORTIUM

FILE IN DOCKET

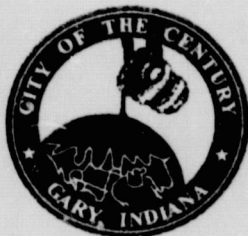
January 4, 2001

Honorable Linda J. Morgan
Chairwoman
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

COMMON ADDRESS:
6949 Kennedy Avenue, Suite E
Hammond, Indiana 46323
(219) 844-3025
Fax: 844-3400

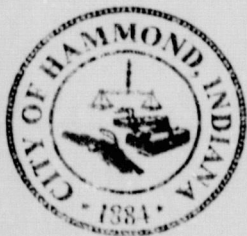
Re: Conrail Oversight + Proceeding/Four City Consortium

Dear Chairwoman Morgan:



Scott King
MAYOR

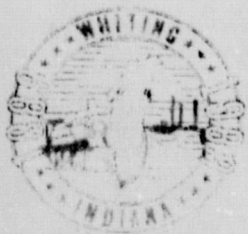
I am writing on behalf of the Cities of East Chicago, Gary, Hammond and Whiting, Indiana (the "Four City Consortium") with respect to the first informal quarterly community status reports by CSX and NS concerning implementation of the environmental mitigating conditions for the Four City Consortium imposed by the STB in approving the Conrail transaction. These reports were submitted under cover of letters to you from Michael J. Ruehling of CSX and Bruno Maestri of NS dated November 15, 2000.



Duane Dedelow
MAYOR

As indicated in the reports, representatives of the Four Cities and the two railroads have been meeting periodically (as required by the conditions imposed in Decision Nos. 89 and 114 in the Conrail control proceeding) to discuss railroad operations in the region and the continuing rail/highway grade crossing congestion and blockage problems. The railroads have been submitting informal quarterly progress reports on these issues.

In general, CSX's report is complete and accurate. For your information, the Consortium has reached an agreement in principle with CSX concerning further steps to alleviate the blocked-crossing problem and the rerouting of trains off the BOCT line onto the grade-separated Porter Branch/IHB corridor. The Consortium expects that a new settlement agreement will be executed in early January, and then submitted to the Board for adoption as a condition to its approval of the Conrail transaction. This agreement would obviate the need for the additional conditions with respect to CSX requested in the Consortium's July 14, 2000 Comments in the Conrail oversight proceeding.



Robert J. Bercik
MAYOR

Working Together to Build a Better Tomorrow

Honorable Linda J. Morgan

Re: Conrail Oversight Proceeding/Four City Consortium

January 4, 2001

Page 2

The situation with respect to NS is different. Its status report is incomplete and misleading. One item in the NS report is particularly troublesome. The last bullet paragraph on page 4 states that NS representatives attended a comprehensive joint meeting in mid-October. What the report fails to say is that NS did not bring any knowledgeable operating personnel to this meeting, and the Consortium's questions with respect to NS's progress in alleviating grade crossing congestion/blockage problems have largely gone unanswered. The Consortium believes NS's failure to bring knowledgeable operating people to these meetings violates the spirit, if not the letter, of Environmental Condition No. 21 in Decision No. 114.

In addition, although NS has taken a few steps to alleviate the rail/highway grade crossing problem on the Nickel Plate line in Hammond, the Consortium has been unable to reach a comprehensive settlement agreement with NS as it has with CSX. As a result, and due to increased grade crossing blockages on NS's Nickel Plate line by stopped trains due to the Conrail transaction, the Four Cities have had to enforce local crossing ordinances (and the Indiana state law) by issuing more than 500 citations to NS for often-lengthy blockages of rail/highway grade crossings. NS responded by filing a lawsuit in federal district court seeking to have Hammond's crossing ordinance and the state law declared unconstitutional on grounds of federal preemption. Hammond is defending this lawsuit vigorously.

Through this lawsuit, Hammond has also learned of additional facts which raise questions about the credibility of representations made by NS during the Conrail control proceeding as to its projected post-transaction operations in Northwest Indiana. In particular, with regard to the critical NS "Nickel Plate" line traversing the southern portions of Gary and Hammond, NS previously represented to the Board that traffic would decrease from 26.3 to 11.2 trains per day following the transaction due to its ability and intention to reroute trains to its alternative, Lakeshore Line extending to/from Chicago. The Board referenced this representation in developing environmental mitigation conditions affecting the Consortium. As stated in the Board's Final Environmental Impact Statement, "NS would reduce the congestion problems that it currently faces on the Nickel Plate Line segment by rerouting various trains to the Lakeshore Line" (formerly controlled by Conrail and acquired by NS as part of the Conrail Transaction). See Final EIS, Vol. 6C, at N-126.

Honorable Linda J. Morgan

Re: Conrail Oversight Proceeding/Four City Consortium

January 4, 2001

Page 3

In a recent federal court filing, NS's former Senior Superintendent of Terminals in the Chicago/Northwest Indiana region apparently contradicts NS's earlier representations. "I have also reviewed the portion of [the expert for the City of Hammond's affidavit where he says that Norfolk Southern can avoid blocking grade crossings in Hammond, by re-rerouting traffic to the Lake Front Main. There is no practical way for trains operating between Chicago and Fort Wayne over the Nickel Plate Line to be re-routed over the Lake Front Main." NS Reply Brief, Supplemental Declaration of Burl Scott, Norfolk Southern Railway Co. v. City of Hammond, Indiana, Cause No. 2:00CV357JM (N.D. Ind. filed June 6, 2000) at ¶ 14. The NS witness also confirms that NS is currently running approximately 25 trains per day over the Nickel Plate line -- a far cry from NS's earlier representations that it would achieve a 15.1 train per day reduction over the line and reduce congestion by moving trains to its grade-separated lines along the Lake Michigan lakefront.

Finally, while we received from CSX and NS copies of their first informal quarterly community status reports (and we are providing copies of this response to CSX and NS), we would request that copies of any such future correspondence (and any Board responses thereto) addressing issues affecting the interests of the Consortium be sent to the undersigned, so that the Consortium may be in a position to respond, as appropriate and as its interests may require.

Very truly yours,

FOUR CITY CONSORTIUM

BY: J. JUSTIN MURPHY
CHIEF OF STAFF

cc: Vice Chairman Burkes
Commissioner Clyburn
Mayor Bercik
Mayor Dedelow
Mayor King
Mayor Pastrick
Michael J. Ruehling (CSX)
Bruno Maestri (NS)
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