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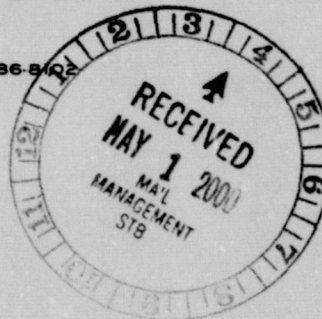
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May 1, 2000



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

ENTERED  
Office of the Secretary

MAY - 2 2000

Part of  
Public Record

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

Dear Secretary Williams:

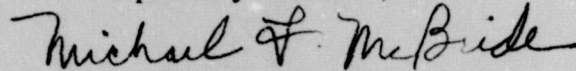
By order served February 9, 2000, the Board issued its first "Oversight" Decision in the above-referenced proceeding. That Decision requires CSX Corporation and CSX Transportation, Inc. ("CSX") and Norfolk Southern Corporation and Norfolk Southern Railway Company ("NS") to file Reports with the Board 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  
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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.



