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JEAN M. CUNNINGHAM
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B

December 17, 1997

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

DEC 17 1997

Public Record

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

Dear Secretary Williams:

On December 15, 1997, Centerior Energy Corporation ("Centerior") received a copy of the "Response of CSX and Norfolk Southern to Centerior Energy Corporation's Petition to File Supplemental Comments" (CSX/NS-179). The Applicants do not oppose the acceptance of Centerior's Supplemental Comments. Response at 2, 8-9. Rather, after setting forth eight (8) pages responding to Centerior's Supplemental Comments, the Applicants request the right to file supplemental evidence or comments 21 days after the Board accepts Centerior's filing. Centerior submits this letter in opposition to that request.¹

The Board should deny the Applicants' request to submit additional rebuttal evidence and comments to Centerior's Supplemental Comments. Through their Response, the Applicants

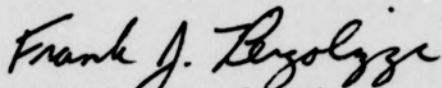
¹Centerior believes that the Applicants have engaged in a highly creative characterization of the otherwise clear terms of the Ohio Valley Settlement Agreement discussed in Centerior's Supplemental Comments. Recognizing the Board's rule prohibiting replies to replies, however, Centerior will not respond here. Centerior submits that this Agreement speaks for itself -- and says something entirely different than what the Applicants would like Centerior, other interested parties, and the Board to believe.

The Hon. Vernon A. Williams
December 17, 1997
Page 2

have already commented upon both the terms of the Ohio Valley Agreement and Centerior's Supplemental Comments relating to that Agreement. The Applicants have also relied on the Ohio Valley Settlement Agreement and commented on its effects on Centerior in their December 15, 1997 Rebuttal submission. See CSX/NS-176, at XIV-6, XIV-27. They should not be afforded a third opportunity to attempt to explain this highly objectionable Agreement.

Accordingly, Centerior requests that the Board accept its December 10, 1997 Supplemental Comments and reject the Applicants' request to file additional rebuttal comments or evidence.

Respectfully submitted,



Frank J. Pergolizzi
An Attorney for Centerior
Energy Corporation

FJP:vma

cc: Counsel for Applicants (via telecopier)
All Parties of Record (via first-class mail)

STB

FD-33388

ID-184657

12-4-97

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INDIANA HARBOR BELT RAILROAD COMPANY

175 West Jackson Boulevard, Suite 1460
Chicago, Illinois 60604

ROGER A. SERPE
GENERAL COUNSEL

TELEPHONE (312) 715-3168
FAX (312) 715-3 69

December 3, 1997

VIA FEDERAL EXPRESS No. 4494366376

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



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

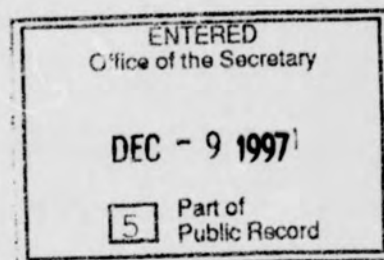
Dear Secretary Williams:

Enclosed for filing are an original and 25 copies of Indiana Harbor Belt Railroad Company's Objections to Four Cities Consortium's First Set of Interrogatories and Document Requests. Please acknowledge receipt of this letter by date-stamping the enclosed acknowledgment copy and returning it to me in the enclosed self-addressed, postage prepaid envelope.

Very truly yours,

ROGER A. SERPE
General Counsel

RAS/ddl
Enclosures



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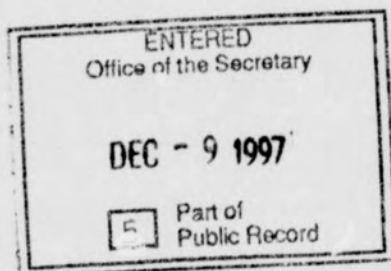
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

CSX CORPORATION AND CSX TRANSPORTATION, INC.
— CONTROL AND MERGER —
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION



OBJECTIONS OF INDIANA HARBOR BELT RAILROAD COMPANY,
A PARTICIPATING PARTY TO CITIES OF EAST CHICAGO, INDIANA; HAMMOND,
INDIANA; GARY, INDIANA; AND WHITING, INDIANA FIRST SET OF
INTERROGATORIES AND DOCUMENT REQUESTS TO
INDIANA HARBOR BELT RAILROAD COMPANY



Roger A. Serpe
General Counsel
Suite 1460
175 West Jackson Boulevard
Chicago, Illinois 60604-2704
(312) 715-3868

Dated: December 3, 1997

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

CSX CORPORATION AND CSX TRANSPORTATION, INC.
— CONTROL AND MERGER —
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

**OBJECTIONS OF INDIANA HARBOR BELT RAILROAD COMPANY,
A PARTICIPATING PARTY TO CITIES OF EAST CHICAGO, INDIANA; HAMMOND,
INDIANA; GARY, INDIANA; AND WHITING, INDIANA FIRST SET OF
INTERROGATORIES AND DOCUMENT REQUESTS TO
INDIANA HARBOR BELT RAILROAD COMPANY**

Indiana Harbor Belt Railroad Company ("IHB") submits its objections to the First Set of Interrogatories and Document Production Requests to IHB served by Cities of East Chicago, Indiana; Hammond, Indiana; Gary, Indiana; and Whiting, Indiana ("The Four Cities Consortium") on November 26, 1997.

General Objections

The following objections are made with respect to all of the interrogatories and document requests (collectively "requests"):

1. The requests are untimely. Under the Board's procedural schedule, which has been in effect since May 22, 1997, discovery was to be initiated and completed prior to the due date for filing comments and requests for conditions which was October 21, 1997. Four Cities Consortium has had ample time to pursue its discovery requests, but has failed to make this request in a timely fashion.
2. The requests violate the agreement reached between IHB and Four Cities Consortium regarding discovery. Although the current requests were labeled as Four

Cities First Set of Interrogatories and Document Production Requests to IHB, a previous set of written discovery relating to IHB's operations was propounded on Consolidated Rail Corporation. Pursuant to Judge Leventhal's recommendation, these requests were redirected to IHB. After several lengthy discussions with counsel for The Four Cities Consortium, IHB in good faith, on October 17, 1997, produced certain requested information even though it was under no legal obligation to do so. IHB provided its responses pursuant to an express understanding between the parties that its responses would constitute full and complete compliance with any and all of The Four Cities discovery requests.

3. The requests are irrelevant. Discovery was permitted, as needed, by those parties seeking information necessary to the preparation of their comments, requests for conditions and responsive applications. Those filings were due on October 21, 1997. In fact, The Four Cities Consortium did file its Comments and Requests for Conditions with the Board. The information sought in these requests was not necessary or relevant to their filing.

4. IHB objects to the extent that the requests seek documents containing confidential or sensitive commercial information that have previously been determined in this proceeding not to be discoverable and further are either irrelevant or of insufficient materiality to warrant production.

5. IHB objects to the requests to the extent they seek documents and/or information in a form not maintained by IHB in the normal course of business.

6. IHB objects to the requests to the extent they seek documents and/or information that require IHB to speculate as the requests are based upon hypothetical situations and further seek opinions as to such hypothetical situations. The requests are primarily focused on an IHB line between Calumet Park, Illinois and Tolleston, Indiana. IHB does not operate a line between Calumet Park, Illinois and Tolleston,

Indiana. The requests ask IHB to assume that said imaginary rail line exists. These requests go beyond the established scope of discovery.

7. The requests are premature. Four Cities has filed its Comments and Requests for Conditions in response to CSX's and NS's proposed operating plans, however, neither CSX nor NS has yet to file their replies to Four Cities' comments. If the Board is inclined to allow additional discovery at this late date, then IHB should not be required to respond to these requests at this time as their relevance and materiality cannot be accurately determined until after CSX and NS have filed their replies.

Additional Objections to Specific Requests

In addition to the General Objections, IHB makes the following objections to the requests.

A. Interrogatories.

1. Does the IHB line between Calumet Park, IL and Tolleston, IN presently have sufficient capacity to accommodate a daily average of 17 eastbound CSX trains without interfering with IHB's present operations on this line?

2. If the answer to Question 1 is negative, please describe in detail the reasons why the IHB line lacks such capacity and what physical changes or improvements, if any, would be required to enable it to have such capacity.

3. Would the addition of a daily average of 17 east-bound CSX trains to this line interfere with IHB's provision of service to any of its existing customers, including but not limited to Inland Steel Company's Indiana Harbor Works?

4. If the answer to Question 3 is affirmative, please describe in detail the specific customer(s) affected, the reasons why such interference would result, the nature of the interference, and why physical changes or improvements, if any, would be required to prevent such interference.

OBJECTION TO REQUESTS 1-4: IHB objects to these requests as they are unduly vague and require speculation and conjecture. IHB also objects to these requests as they would require special studies to formulate a response.

5. Identify and describe in detail IHB's commercial arrangements and agreements with the other rail carriers listed below pertaining to their use of and operation over the IHB line or any other rail lines controlled by IHB: Conrail, CP/SOO, CSX, BOCT, EJE, I&M and NS.

6. Does CSX presently have the ability to operate its own trains over all or any portion of the IHB line?

7. Describe in detail the procedure(s) that presently govern an increase by (a) Conrail and (b) CSX in the frequency of operation of its own trains over all or any portion of the IHB line.

OBJECTION TO REQUESTS 5-7: IHB objects to these requests as unduly vague and burdensome and overbroad in that they request information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. IHB also objects to the extent this request requires disclosure of confidential and highly sensitive commercial information.

8. Assuming that the present commercial arrangements and agreements governing operations by other railroads over the IHB line remain in place after the Transaction is consummated, and that CSX and NS succeed to Conrail's rights and obligations under such arrangements and agreements, describe in detail the procedure(s) that would govern CSX's ability (as a successor to Conrail) to increase the frequency of operations of its own trains over the IHB line.

9. Assuming that IHB's present management continues in place after consummation of the Transaction, does IHB have any objection to implementation of the Four Cities' Alternative Routing Plan?

OBJECTION TO REQUESTS 8-9: See response to Requests 1-4.

10. Has any representatives of IHB had any communication with any representative of any of the Applicants concerning (a) the Four Cities' October 21, 1997 Comments and Request for Conditions generally, or (b) any aspect of the Four Cities' Alternative Routing Plan?

11. If the answer to any part of Question 5 is affirmative, please identify and describe in detail each such communication.

OBJECTION TO REQUESTS 10-11: See response to Requests 5-7.

B. Document Requests

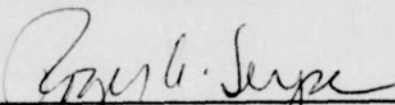
1. Produce copies of all documents identified in response to Interrogatory No. 5.

2. Produce copies [sic] all documents identified in response to Interrogatory No. 11.

OBJECTION TO REQUESTS 1-2: See response to Requests 5-7.

Respectfully submitted,

**INDIANA HARBOR BELT
RAILROAD COMPANY**

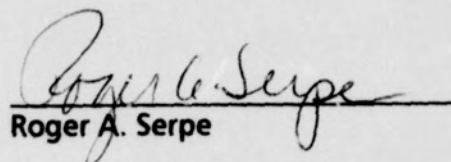


ROGER A. SERPE, General Counsel

Roger A. Serpe, Esq.
Indiana Harbor Belt Railroad Company
175 W. Jackson Boulevard
Suite 1460
Chicago, Illinois 60604-2704
(312) 715-3868

CERTIFICATE OF SERVICE

I hereby certify that on this 4th day of December, 1997, I caused a copy of the foregoing **OBJECTIONS OF INDIANA HARBOR BELT RAILROAD COMPANY, A PARTICIPATING PARTY TO CITIES OF EAST CHICAGO, INDIANA; HAMMOND, INDIANA; GARY, INDIANA; AND WHITING, INDIANA FIRST SET OF INTERROGATORIES AND DOCUMENT REQUESTS TO INDIANA HARBOR BELT RAILROAD COMPANY** to be served by facsimile transmission upon counsel listed on the Restrictive Service List in this proceeding.


Roger A. Serpe

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FD-33388

5-21-01

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ZUCKERT SCOUTT & RASENBERGER, L.L.P.
ATTORNEYS AT LAW

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Telephone [202] 298-8660 Fax [202] 342-0683
www.zsrlaw.com

RICHARD A. ALLEN



May 21, 2001

BY HAND

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

ENTERED
Office of the Secretary
MAY 21 2001
Part of
Public Record

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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

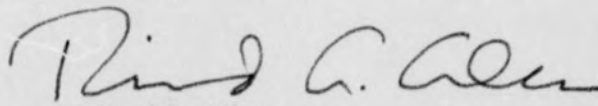
Dear Secretary Williams:

I enclose herewith for filing in the above-referenced docket the original and 25 copies of NS-80 and NS-81.

A 3-1/2" computer disk of containing the text of both pleadings in Wordperfect 5.1 format, which is capable of being read by Wordperfect for Windows 7.0 is also enclosed.

Should you have any questions regarding this, please call.

Sincerely,


Richard A. Allen

Enclosures

cc: Hon. Linda J. Morgan
Hon. Wayne O. Burkes
Hon. William Clyburn, Jr.
Julia Farr, Esq.
All parties of record in Finance Docket No. 33388

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ENTERED
Office of the Secretary
MAY 21 2001
Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD
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

**NORFOLK SOUTHERN'S OPPOSITION TO THE
PETITION OF VARIOUS UNIONS AND THE COMMONWEALTH OF
PENNSYLVANIA FOR LEAVE TO FILE**

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George A. Aspatore
Jeffrey H. Burton
John V. Edwards
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Scott M. Zimmerman
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SIDLEY AUSTIN BROWN & WOOD
1722 Eye Street, N.W.
Washington, D.C. 20006
(202) 736-8000

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

May 21, 2001

BEFORE THE
SURFACE TRANSPORTATION BOARD

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



**NORFOLK SOUTHERN'S OPPOSITION TO THE
PETITION OF VARIOUS UNIONS AND THE COMMONWEALTH OF
PENNSYLVANIA FOR LEAVE TO FILE**

On March 28, 2001 certain rail unions and the Commonwealth of Pennsylvania filed a Joint Petition seeking certain specified and unspecified relief related to the announcement by Norfolk Southern Railway Company (hereafter, collectively with its parent, Norfolk Southern Corporation, "NS") of its intention to close its Hollidaysburg, PA railcar repair shops on or about September 1, 2001. On April 17, 2001, NS filed a reply to that petition, showing that the petitioners' claims for relief are groundless.

On May 10, 2001, the petitioners filed a petition for leave to reply to NS' reply, which was accompanied by a reply consisting of 38 pages of text and nine exhibits (hereafter "Response").

NS opposes the petition for leave to file. The Board's rules are unambiguous: "A reply to a reply is not permitted." 49 C.F.R. § 1104.13(c). Although the Board on occasion has permitted replies to replies, petitioners have not justified such an exception here. Petitioners

argue that they should be excused from the normal rule because they need to respond to "new assertions of fact [in NS' reply] that the Petitioners believe are either incorrect or incomplete." Petition at 2. They also wish to place before the Board an assortment of materials that are not part of the record in this case, most of which were publicly available long before the joint petition was filed.

Petitioners' arguments strain even the Board's well-known indulgence regarding replies to replies. Petitioners claim that they want to respond to address and supposedly correct new facts contained in NS' reply, but the Response does *not* do that. Instead, the Response is an excuse to introduce evidence most of which could have been submitted in the initial Joint Petition and to reargue the issues. Petitioners have offered no persuasive grounds for departing from the Board's long-standing rule in this case.¹

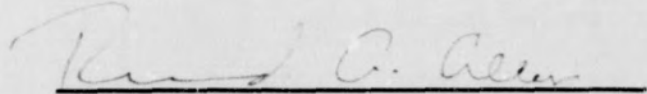
If the Board nevertheless grants the petition for leave to file, NS respectfully requests an opportunity to file the accompanying Supplemental Reply (NS-81). Because the Response relies on materials that were not included in the Joint Petition, fairness requires that NS be given an opportunity to respond. Petitioners have stated that they would have no objection to NS' filing such a reply.

CONCLUSION

The petition for leave to file a reply to NS' reply should be denied. Alternatively, if the petition is granted, NS should be permitted to file the accompanying Supplemental Reply, NS-81.

¹ We also note that the Response was not filed within the 20-day period that the rules require of replies to initial pleadings.

Respectfully submitted,



Richard A. Allen

Scott M. Zimmerman

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RASENBERGER, LLP

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

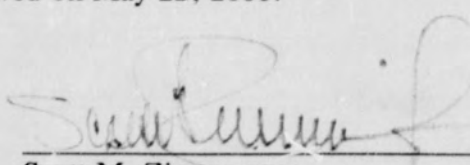
CERTIFICATE OF SERVICE

I hereby certify that on May 21, 2001, a true copy of NS-80 was served by hand delivery upon the following:

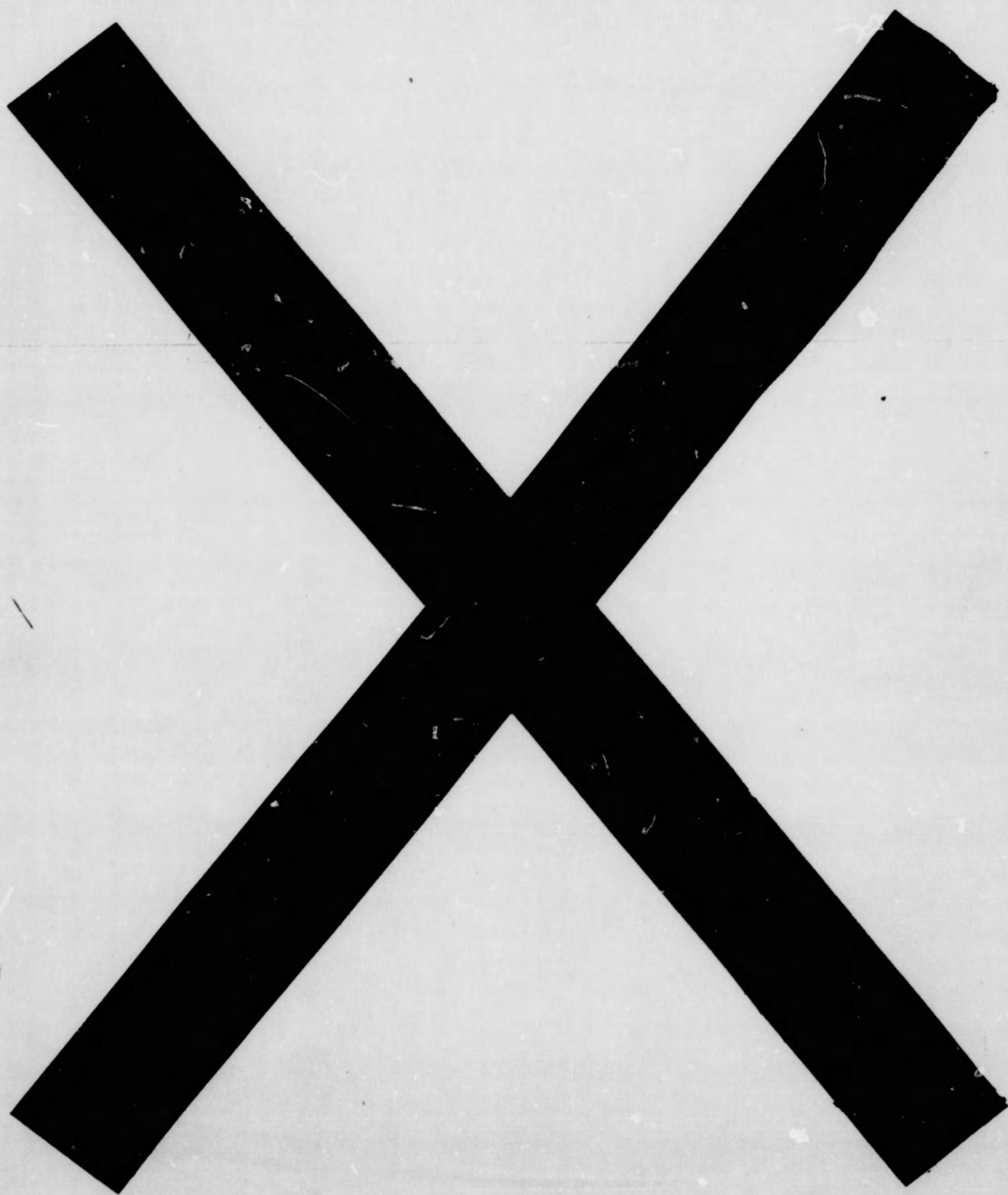
Richard S. Edelman
O'Donnell, Schwartz & Anderson, P.C.
1900 L Street, N.W.
Suite 707
Washington, D.C. 20036

Scott N. Stone
Patton Boggs, LLP
2550 M Street, N.W.
Washington, D.C. 20037

I further certify that a copy of NS-80 has been served, by first class U.S. mail, postage prepaid, or by more expeditious means, on all other parties of record in Finance Docket No. 33388 on May 21, 2001, or will be so served on May 22, 2001.



Scott M. Zimmerman



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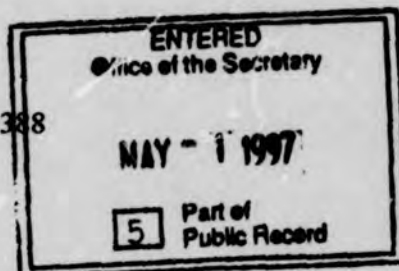


Ohio Rail Development Commission

50 West Broad Street, Suite 1510 • Columbus, Ohio 43215 • (614) 644-0306 phone • (614) 728-4520 fax

April 30, 1997

Office of the Secretary
Case Control Branch
ATTN.: Finance Docket No. 33388
Surface Transportation Board
Mercury Building
1925 K Street, N.W.
Washington, D.C. 20423



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To Whom It May Concern:

The Ohio Rail Development Commission (ORDC), as the legislated agent for the state rail program in Ohio, requests it be made a party of record in Finance Docket No. 33388.

Further, the Commission requests that the Board extend the time period for proceedings on this docket. CSX Corporation (CSX), Norfolk Southern Corporation (NS), Consolidated Rail Corporation (Conrail) et al. have notified the Board of their intent to file a joint application for control of Conrail. In a petition filed April 10, 1997 (CSX/NS-4) asked for an expedited procedural schedule, to be completed 255 days after the control application is filed.

The Ohio Rail Development Commission objects to the expedited schedule, and requests the board use the 365-day schedule that would have been used in the Conrail control proceedings of Finance Docket No. 33286. The longer schedule is requested for reasons as noted below.

1. None of the railroad companies involved has provided detailed information to ORDC regarding operation changes, service lanes, line abandonments, crew cuts, etc.

A) Whereas the news about the Conrail merger/control has indeed been available for many months, the exact nature of the impact on Ohio shippers and workers has yet to be revealed. Preliminary and unofficial information indicates there will be irrevocable damage to Ohio's coal, steel, aggregate and electric generation industries. Neither CSX nor NS has responded to requests to clarify loss of competitive access by steel producers, and loss of single line service for coal and aggregate producers.

B) Since line abandonments will be decided as part of the control proceedings, it is essential to have such lines identified prior to setting a schedule. Depending on the number of such lines, and the number of industries and communities on each line, a shorter schedule may not provide enough time to determine local issues and

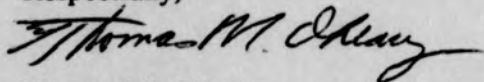
to raise capital to preserve rail service on a line CSX or NS may abandon.

C) Viability of Ohio's short line and regional railroads is at risk. The undisclosed changes in yards, terminals, routes and operations by the three railroads involved in this proceeding may result in some Class II and Class III losing market access, or being forced to accept operating timetables that do not respond to customer needs. Further, car supply has not been addressed by the control applicants.

- 2) Though the Board has said it would consider reversing mergers in the West if its conditions were not upheld by the railroads, and the Board can take the same position in the Conrail control matter, the decisions in this proceeding will have a practical outcome as if the decisions were permanent. Impacts of these decisions will be so broad and affect many non-rail industry sectors. Jobs, plant location, tax base, economic development, utility rates, market access/market share are all at risk. Neither the rail industry nor any other public or private sector will benefit from fast-track decision-making.

ORDC's mandate from the Ohio General Assembly is to promote, preserve and enhance rail service in Ohio because rail service is critical to Ohio's economy. We make our requests in light of our mandate, and ask that the Board extend the schedule.

Respectfully,



Thomas M. O'Leary
Executive Director

TMO/bab

Enc: 25 copies to Board

c: Administrative Law Judge Jacob Leventhal

Richard A. Allen, Esq.

Dennis G. Lyons, Esq.

Paul A Cunningham, Esq.

STB

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4-30-97

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TCU/STW/IAM-1

BEFORE THE
SURFACE TRANSPORTATION BOARD

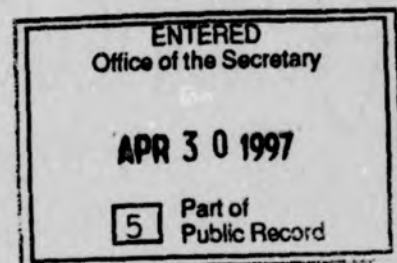
Finance Docket No. 33388

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 --
TRANSFER OF RAILROAD LINE BY NORFOLK SOUTHERN
RAILWAY COMPANY TO CSX TRANSPORTATION, INC.



TRANSPORTATION COMMUNICATIONS INTERNATIONAL UNION,
UNITED TRANSPORTATION UNION AND
INTERNATIONAL ASSOCIATION OF MACHINISTS AND AEROSPACE WORKERS'
OPPOSITION TO PETITION TO WAIVE
WAITING PERIOD UNDER 49 C.F.R. § 1180.4(b)(1)

On April 10, 1997, CSX Corporation ("CSXC"), CSX Transportation, Inc. ("CSXT"), Norfolk Southern Corporation ("NSC"), Norfolk Southern Railway Company ("NSRC") and Conrail, Inc. ("CRI") and Consolidated Rail Corporation ("CRC") ("Applicants") filed a notice of intent to file a railroad merger application for Board authorization under 49 U.S.C. §§ 11323-25 for a transaction set forth in their Clarification of Notice of Intent to File Railroad Control Application (CSX/NS-5), filed April 21, 1997. Also on April 10, 1997, Applicants filed a Petition asking the STB to waive the three month waiting period established under 49 C.F.R. § 1108.4(b)(1). As set forth below in this opposition, there is no good purpose in granting Applicants' request and to do so will damage the public interest.



REPLY IN OPPOSITION TO WAIVER PETITION

The Transportation Communications International Union ("TCU"), United Transportation Union ("UTU") and the International Association of Machinists and Aerospace Workers ("IAM") jointly file this Reply in Opposition to Applicants' April 10, 1997, Petition for Waiver of 49 C.F.R. § 1180.4(b)(1).

Given the importance of this proceeding and its impact on rail employees, TCU, UTU and IAM do not believe it is in the public interest to shorten any of the Board's timing requirements, including the minimum three-month interval between the prefiling notification and the formal application.

Applicants' observation that notice of the proposed transaction "has already been provided in many forms" and, hence, "the public has already been afforded sufficient notice of the proposed application for the control of Conrail" minimizes the importance of providing adequate time for the Board and all parties to deal with a transaction of the size and scope proposed in this proceeding. In fact, since CSX and NS are proposing to split up Conrail, parties such as labor unions are going to have to prepare a response to two formal applications, including two operating plans, rather than only one application and one operating plan, which would have been the case if only one of the two carriers were purchasing Conrail. Furthermore -- even now -- major elements of the transaction are still not clear, or can be changed by mutual agreement of NS and CSX. Thus, the public, including rail

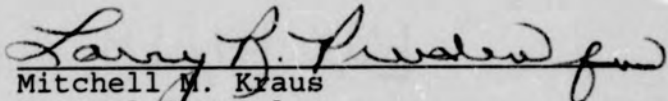
employees, are not on notice of the transaction in the necessary detail even at this point.

Finally, a complete and open-ended waiver of the 3-month notice requirement, as requested by Applicants, is inappropriate and would be prejudicial to everyone except the Applicants. A complete waiver theoretically would permit the application to be filed at any time. This would permit far more than Applicants are seeking and would create considerable uncertainty for the Board and for other parties, who conceivably could be faced with a "surprise" filing of the application at any time. The procedural requirements of 49 C.F.R. § 1180(b)(1) have served the public interest in all previous major transactions, and Applicants have not shown why the Board should now deviate from its own regulations.

Conclusion

For all of these reasons, the Board should deny Applicants' Petition of Waiver in its entirety.

Respectfully submitted,



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Larry R. Pruden
Assistant General Counsel
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 Joseph Guerrieri, Jr.

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 Guerrieri, Edmond & Clayman, P.C.
 1331 F Street, NW, 4th Floor
 Washington, DC 20001
 (202) 624-7400
 Counsel for IAM

Dated: April 30, 1997

CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing were mailed this 30th day of April, 1997, via first-class mail, postage prepaid, to the following:

Mr. Jacob Leventhal
 Administrative Law Judge
 Federal Energy Regulatory Commission
 888 First Street, NE, Suite 11F
 Washington, DC 20426

James C. Bishop, Jr., Esquire
 Norfolk Southern Corporation
 Three Commercial Place
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Washington, DC 20004-1202

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Steptoe & Johnson LLP
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Washington, DC 20036

Richard A. Edelman, Esquire
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1050 - 17th Street, NW, Suite 210
Washington, DC 20036

Larry J. Pineson

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ARNOLD & PORTER

555 TWELFTH STREET, N.W.
WASHINGTON, D.C. 20004-1206

(202) 942-5000
FACSIMILE: (202) 942-5999

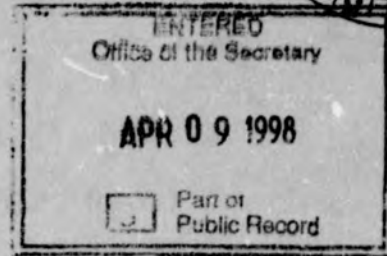
DENNIS G. LYONS
(202) 942-5858



April 6, 1998

HAND DELIVERY

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



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

Dear Secretary Williams:

Please accept this as an "Errata" correcting a typographical error in CSX142, "Opposition of Applicants CSX Corporation and CSX Transportation, Inc., to 'Motion to Become Party of Record' of Richard and Judith Bell and George Rigamer," filed with you on April 2, 1998.

In the last line of text on the first page of that Opposition, there was a reference to the "Supreme Court of Alabama." That should have been a reference to the "Supreme Court of Louisiana."

This letter is being submitted in 25 copies, and with it, a 3.5" diskette in WordPerfect 6.1 format.

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

Kindly date stamp the enclosed additional copies of this letter and return them to our messenger.

Respectfully yours,

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

cc: Henry T. Dart, Esq.
All Parties of Record

STB

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4-6-98

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DENNIS G. LYONS
(202) 942-5858

NEW YORK
DENVER
LOS ANGELES
LONDON

CSX-143

April 6, 1998



HAND DELIVERY

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

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

Dear Secretary Williams:

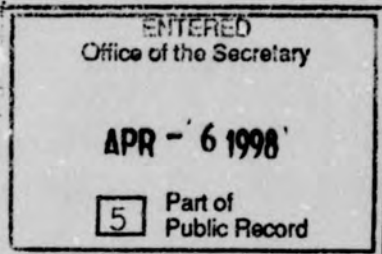
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Respectfully yours,

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

cc: Henry T. Dart, Esq.
All Parties of Record

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LEBOEUF, LAMB, GREENE & MACRAE
L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

NEW YORK
WASHINGTON
ALBANY
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DENVER
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LOS ANGELES
NEWARK
PITTSBURGH
PORTLAND, OR
SALT LAKE CITY
SAN FRANCISCO
BRUSSELS
PARIS
MOSCOW
ALMATY
LONDON
(A LONDON-BASED
MULTINATIONAL PARTNERSHIP)
SAO PAULO
IN ASSOCIATION WITH
TAVARES GUERREIRO ADVOGADOS

EXPEDITED CONSIDERATION REQUESTED

April 1, 1999

IP&L-24

VIA HAND DELIVERY

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

B

ENTERED
Office of the Secretary
APR - 2 1999
Part of
Public Record

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

Dear Secretary Williams:

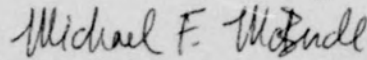
Indianapolis Power & Light Company ("IPL") has received NS' March 29, 1999 letter to the Board stating its intention to file a reply to IP&L-23 on or before April 6, 1999. IPL is opposed to NS being allowed to file a reply to IPL's Reply (IP&L-23) to NS-77, filed March 22, 1999, because that would be an impermissible reply to a reply. 49 C.F.R. § 1104.13(c). Further, NS is in error in claiming that IP&L-23 seeks "additional affirmative relief." On the contrary, IPL merely seeks to have the Board "stick to its guns" in the manner provided in Decision No. 115. IP&L-23 at 7.

In IP&L-23, IPL merely replied to that portion of NS-77 that constituted NS' Report. Under the Board's rules, any further replies would be inappropriate and similar further pleadings, if allowed, could go on indefinitely. IPL sought expedited consideration in IP&L-23 precisely because the give and take on the issues surrounding access to IPL's Stout Plant has gone on for nine months and the matter needs to be resolved so that IPL -- not CSX or NS -- can negotiate with the railroads which will be serving the Stout Plant. As explained previously, IPL has been unable to negotiate with CSX because it claims uncertainty surrounding operations in Indianapolis, and NS has also stated to IPL that it needs further information about operations in Indianapolis to provide an unqualified offer to IPL.

The Honorable Vernon A. Williams
April 1, 1999
Page 2

Accordingly, IPL opposes NS' illegitimate attempt to grant itself the right to file impermissible reply to IPL's Reply to NS' Report. Further, IPL hereby requests that the Board advise all parties by the close of business on or before Monday, April 5, 1999, that no replies will be permitted to IPL's Reply (IPL-23) to NS' March 22, 1999 Report, so that another round of pleadings is not generated by NS' April 6, 1999 reply.

Respectfully submitted,

Michael F. McBride

Michael F. McBride
Brenda Durham

Attorneys for Indianapolis Power
& Light Company

cc: Chairman Linda J. Morgan (courtesy copy)
Vice Chairman William Clyburn, Jr. (courtesy copy)
Commissioner Wayne Burkes (courtesy copy)
Richard A. Allen, Esq.
Karl Morell, Esq.
Fred E. Birkholz, Esq.
George A. Aspatore, Esq.
Dennis G. Lyons, Esq.
Michael Harmonis, Esq. (Dep't of Justice)
The Honorable Michael Dunn (Dep't of Agriculture)

STB

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ID-186606

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307
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lgitomer@bjllp.com

186608
LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

ENTERED
Office of the Secretary

MAR 25 1998

March 25, 1998

BY HAND

Part of
Public Record



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

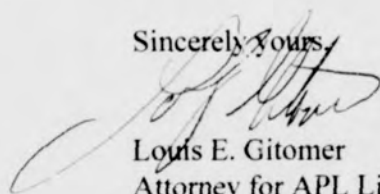
Re: STB Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc.,
Norfolk Southern Corporation and Norfolk Southern Railway Company--Control
and Operating Leases/Agreements--Conrail Inc. and Consolidated Rail
Corporation

Dear Secretary Williams:

Enclosed are the original and 25 copies of the verification of Dan C. Pendleton to be included as part of the Opposition of APL Limited to Petition of Applicants CSX Corporation and CSX Transportation, Inc., to Declassify Certain Portions of the Record, APL-19, which was filed on March 24, 1998. As explained yesterday, the verification was sent from Oakland, CA on March 23rd, but DHL was fogged in in Chicago on the night of March 23rd and the morning of March 24th and was unable to deliver the package until today.

Please time and date stamp the extra copy of this letter. Thank you for your assistance. If you have any questions, please call me.

Sincerely yours,


Louis E. Gitomer
Attorney for APL Limited

Enclosures

cc: Highly Confidential Restricted Service List

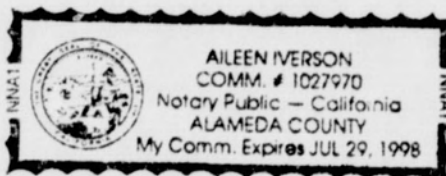
State of California)
) ss.
County of Alameda)

I, Dan C. Pendleton, being first duly sworn, solemnly swears (or affirms) that I have read the foregoing statement, know the contents thereof, and that the facts therein are true as stated.

Dan C. Pendleton

Subscribed and sworn to before me at Oakland, California, this 23rd day of March, 1998.

Aileen Iverson
Notary Public



AH980323LTSaa-0145ai-csx

