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194217



Charles M. Rosenberger
Senior Counsel
Admitted in Virginia
Not Admitted in Florida

194217
Law Department
500 Water Street (J150)
Jacksonville, FL 32202
Phone: (904) 359-1250
FAX: (904) 359-1248

ENTERED
Office of the Secretary

APR 22 1999

Part of
Public Record

April 19, 1999

Via Airborne Express - Overnight Delivery

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

This refers to Decision No. 89 in the above-captioned proceeding. Ordering Paragraph No. 36 in that Decision provides that "CSX must attempt to negotiate, with IC, a resolution of the CSX/IC dispute regarding dispatching of the Leewood-Aulon line in Memphis." The Board further ordered CSX and IC to advise them of the status of their negotiations. In Decision No. 119, the Board extended until April 21, 1999 the deadline for submitting a status report on this matter.

CSX and IC have set up a protocol for dispatching the Leewood-Aulon line and have agreed to test it for a period extending until August 1, 1999. At the end of the test period, the parties will report back to the Board.

Respectfully submitted,

Charles M. Rosenberger

CMR/dam

Vernon A. Williams

- 2 -

April 19, 1999

cc: **Mr. Ronald A. Lane**
Mr. Myles L. Tobin
Illinois Central Railroad Company
455 North Cityfront Plaza Drive
Chicago, IL 60611-5504

Mr. William C. Sippel
Mr. Thomas J. Litwiler
Oppenheimer Wolff & Donnelly
Two Prudential Plaza, 45th Floor
180 North Stetson Avenue
Chicago, IL 60601

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STATE OF DELAWARE
DEPARTMENT OF JUSTICE

M. JANE BRADY
ATTORNEY GENERAL



April 12, 1998

PLEASE RESPOND TO:

P. O. Box 778
Dover, DE 19903
Ph: (302) 739-1575
Fax: (302) 739-6119
fchranck@smtp.dot.state.de.us

Honorable Vernon A. Williams, Secretary
Surface Transportation Board
Case Control Unit
1972 M Street NW
Washington, DC 20423-0001

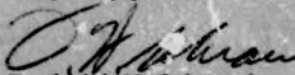
RE: STB Finance Docket No. 33388 Oral Argument Request

Dear Secretary Williams:

The Delaware Department of Transportation (DelDOT) intends to participate at the oral argument that the Surface Transportation Board will hold in the above-captioned matter on June 4, 1998. DelDOT will limit its presentation to one of the matters raised in its previous filings in this matter, namely the need to include the area of the Port of Wilmington as part of a Shared Asset Area, or that CSX be provided rationally-priced trackage rights for Port service as a result of this proceeding. DelDOT requests 5 minutes of speaking time. The undersigned will be making the presentation on behalf of DelDOT.

Enclosed are 25 copies of this letter. Thank you for your consideration.

Very truly yours,


Frederick H. Schranck
Deputy Attorney General

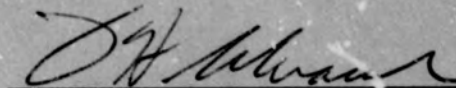
FHS/sa

cc: The Honorable Jacob Leventhal
All Parties of Record (per service list)

ENTERED Office of the Secretary
APR 13 1998
5 Part of Public Record

CERTIFICATE OF SERVICE

I hereby certify that I have caused this letter to be served by first class mail,
postage pre-paid, on all parties of record in STB Finance Docket No. 33388



Frederick H. Schranck
Deputy Attorney General

SWORN TO and SUBSCRIBED before me this 9th Day of April, 1998.



Notary Public

My Term Expires
Sept. 28, 2000

STB

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Metro-North Railroad



March 30, 1998

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

Re: STB Finance Docket No. 33388 Oral Argument

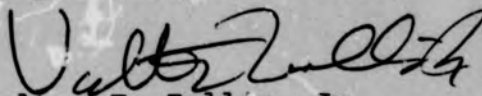
Dear Secretary Williams:

Pursuant to Decision No. 70, served March 12, 1998, Metro-North Commuter Railroad Company ("MNCR") hereby advises the Board of its desire to participate in the June 4, 1998 oral argument. The sole purpose of our participation will be to address our request that a condition be imposed to require Conrail or Norfolk Southern to convey title to the line of railroad between the division post at Suffern, NY and CP Sparrow at Port Jervis, NY, subject to a reservation of trackage rights in favor of Conrail or NS as appropriate.

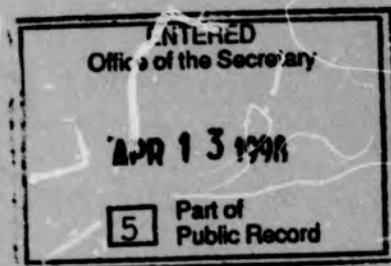
MNCR respectfully requests ten minutes of speaking time at the oral argument.

Enclosed are 25 copies of this letter. Copies are being sent to all parties of record.

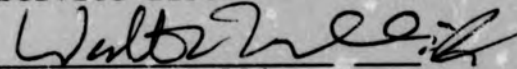
Respectfully submitted,


Walter E. Zullig, Jr.
Special Counsel

Attorney for Metro-North Commuter
Railroad Company



I hereby certify that I have caused this letter to be served by first class mail, postage prepaid, on all parties of record in STB Finance Docket No. 33388 as indicated on the official service list.


Walter E. Zullig, Jr.
March 30, 1998

STB

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33388

4-9-99

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194126

BALL JANIK LLP
ATTORNEYS

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

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947



April 9, 1999

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, DC 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 for filing please find the original and 25 copies of the Reply of Indiana Southern Railroad, Inc., to Further Report of Norfolk Southern (ISR-13). Also enclosed is a 3.5 inch diskette containing the filing in Word 6.

Please time and date stamp the extra copy of the filing and return it with our messenger.

If you have any questions, please contact me.

Sincerely,

Karl Morell

Enclosures

ORIGINAL

ISRR-13

ENTERED
Office of the Secretary
APR 12 1999
Part of
Public Record

BEFORE THE

SURFACE TRANSPORTATION BOARD

STB FINANCE LOCKET 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

REPLY OF INDIANA SOUTHERN RAILROAD, INC., TO FURTHER REPORT OF
NORFOLK SOUTHERN PURSUANT TO DECISION NO. 115 REGARDING ACCESS TO
IP&L'S STOUT PLANT

Karl Morell
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, D.C. 20005
(202) 638-3307

Attorneys for:
INDIANA SOUTHERN
RAILROAD, INC.

Dated: April 9, 1999

BEFORE THE
SURFACE TRANSPORTATION BOARD

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

REPLY OF INDIANA SOUTHERN RAILROAD, INC., TO FURTHER REPORT OF
NORFOLK SOUTHERN PURSUANT TO DECISION NO. 115 REGARDING ACCESS TO
IP&L'S STOUT PLANT

Indiana Southern Railroad, Inc. ("ISRR"), hereby replies to the Further Report Pursuant to Decision No. 115 Regarding Access to IP&L's Stout Plant ("Report"), NS-77, filed on March 22, 1999, by Norfolk Southern Corporation and Norfolk Railway Company (collectively "NS").¹

In its Report, NS informed the Surface Transportation Board ("Board") that NS had reached an agreement in principle with the Indiana Rail Road Company ("INRD") that will grant NS trackage rights over the INRD into the Stout Plant.² NS also reported that it had reached an alternative agreement in principle with INRD and CSX that would allow ISRR to use the switching services of CSX and INRD for coal movements to the Stout Plant in the event NS decides that it cannot compete for the Stout traffic. ISRR was not consulted by NS nor informed of the tentative agreements until ISRR received NS's Report. To this day, the only information

¹ NS-77 contains both NS's Reply to CSX's Petition for Reconsideration in part or Clarification of Decision No. 115 and the Report. ISRR is replying only to the Report.

² In its Report, NS does not address whether it has the necessary trackage rights to operate over CSX Transportation, Inc. ("CSX") in Indianapolis in order to access Crawford Yard, interchange traffic with ISRR and connect with the INRD.

ISRR has concerning the agreements is the brief summary contained in NS-77. For as long as the Stout Plant relies on Indiana coal, ISRR is an intricate and essential component of the condition imposed by the Board in this proceeding to preserve competition at the Stout Plant. Consequently, ISRR feels compelled to provide the Board its views on the efficacy of the tentative agreements NS has reached with INRD and CSX.

NS claims that the two agreements will increase from two to three the competitive alternatives Indianapolis Power & Light Company ("IPL") will have for coal movements to the Stout Plant from Indiana origins. NS's contention is incorrect both in a quantitative and particularly a qualitative sense. As reported by NS, the two agreements are mutually exclusive in that the switching arrangement involving INRD and CSX will only come into play if NS is unable to compete via the trackage rights. In other words, IPL does not have a choice between the two alternatives, it is NS that gets to choose which alternative is available to IPL. Consequently, IPL will continue to have only two choices: INRD direct and either ISRR-NS via the NS trackage rights or ISRR-CSX-INRD via the switching arrangement. More importantly, neither of the two alternatives NS has tentatively agreed to will provide any meaningful competition to INRD's direct service to the Stout Plant and, therefore, will render IPL's Stout Plant captive to CSX and its subsidiary, the INRD.

The NS-INRD tentative trackage rights agreement appears to technically comply with the condition imposed by the Board in Decision No. 89 on behalf of IPL, but not with the spirit of that condition nor with the Board's subsequent findings in Decision Nos. 96 and 115. In Decision No. 96, the Board explained that the condition it had imposed on behalf of IPL was intended "to ensure efficient and competitive service." Decision 96 at 14. In Decision No. 115,

the Board stated that if "the ISRR-NS movement into Stout proves to be problematic, ISRR and NS may choose to negotiate a mutually beneficial agreement through which ISRR operates as NS' agent for movements into [the Stout] plant." Decision No. 115 at 4. Since the Board issued Decision No. 115, the uncontroverted evidence of record in this proceeding is that NS, because of operational constraints, is unable to replicate the competitive option Consolidated Rail Corporation ("Conrail") currently provides in Indianapolis for coal movements to the Stout Plant or to otherwise effectively compete with INRD through a joint ISRR-NS movement to that Plant.

Subsequent to the issuance of Decision No. 115, IPL filed a pleading, IP&L-22, containing a Verified Statement of Michael A. Weaver, IPL's Manager of its Fuel Supply Organization, in which Mr. Weaver testified that, in an IPL and NS meeting held on January 7, 1999, NS admitted to IPL that "it would not be able to effectively compete with INRD for transportation of ISRR-origin coal to the Stout Plant." IP&L-22, Weaver V.S. at 3. ISRR has also informed the Board that NS expressed the same reservations to ISRR in previous meetings with ISRR. See ISRR-12 at 4.

Since the filing of IP&L-22 and ISRR-12, placing directly in issue NS' conceded inability effectively to compete for the Stout traffic, NS has filed at least two pleadings (NS-77 and NS-78) and two letters (Letter dated March 29, 1999, and Letter dated April 2, 1999). In not one of these filings with the Board does NS address, much less refute, the sworn testimony of Mr. Weaver. In NS-78, NS takes a most strident and, in ISRR's view, inexplicable position -- vigorously opposing the views expressed by IPL in IP&L-23 and appearing to act as a front for CSX, rather than as an arch competitor of CSX, by supporting CSX's understandably self-interested motive of subverting any meaningful competition to the Stout Plant. In NS-77, NS

coyly avoids the issue of whether it can effectively compete for the Stout traffic via the trackage rights arrangement it intends to enter into with INRD. Instead, with great circumlocution, NS reported to the Board that:

Although NS's rights will provide a constraint on CSX and INRD pricing, whether NS will be able to provide that service at a price equal to or lower than the price of CSX/INRD pricing to the plant will depend on many factors that cannot be predicted with certainty. It cannot be denied, however, that the fact that NS's closest line is 60 miles away at Lafayette, IN will provide a substantial challenge to NS to provide a price-competitive interline service with ISRR.

NS-77 at 3.

One cannot refute NS's contention that its trackage rights arrangement with INRD will provide a constraint, at some level, on CSX-INRD pricing for coal movements to the Stout Plant. Transporting coal to Stout by wheel barrel also places a constraint on CSX-INRD pricing, albeit not an effective constraint. As the Board well knows, the determining issue is not whether there are transportation options available that are operationally feasible, but rather whether the alternative options are competitively effective. In the Report, NS expressly acknowledges the insurmountable operational hurdles it faces in competing for the Stout traffic by pointing out the crews and locomotives that would be used to serve Stout are located at least 60 miles from Indianapolis. In previous filings with the Board, ISRR and IPL demonstrated that, because NS has no presence in Indianapolis, NS is hopelessly handicapped in competing with CSX-INRD for coal traffic moving to the Stout Plant. By any reasonable interpretation of NS's filings with the Board to date and NS's unrefuted representations to IPL and ISRR, NS has reached the same conclusion that it can not effectively compete for the Stout traffic.

Knowing that it cannot compete, NS, without consulting IPL, ISRR or the Board, entered into an alternative arrangement with CSX and INRD that would require ISRR to interchange the

Stout traffic with its competitor, CSX-INRD. The alternative arrangement allows NS to wash its hands of the matter, but leaves ISRR with an unfriendly connection that has every incentive to disadvantage coal movements from the ISRR and as a practical matter renders the Stout Plant captive to CSX.

NS claims that the switching arrangement would give ISRR essentially the same access to the Stout Plant that it has today via Conrail. Conrail, however, is today a friendly connection for ISRR. Conrail has a strong economic incentive to work with ISRR, both in terms of price and service, to ensure that ISRR-Conrail coal movements to Stout are competitive with the INRD. CSX, on the other hand, has a strong economic incentive to disadvantage ISRR originated coal shipments for obvious reasons. Railroads compete both through price and service options. The switching arrangement apparently would freeze the current Conrail and INRD switching charges, subject to an escalation provision. ISRR, therefore, would be saddled with an ever escalating component of its overall cost of serving the Stout Plant. Also, ISRR's competitor will always know one component of ISRR's overall price. More importantly, ISRR's service to the Stout Plant would necessarily be at the mercy of CSX. The CSX and INRD switching services could easily be manipulated and degraded so as to render ISRR's service non-competitive.

In any event, one need not dwell long on the switching arrangement, since the Board has already rejected this very arrangement in Decision No. 82. Prior to oral argument in this proceeding, CSX offered to continue the current switching arrangements as a solution to the loss of competition at Stout. The Board appropriately rejected CSX's offer finding it inadequate to remedy IPL's loss of competition. Notwithstanding the Board's specific findings, NS and CSX attempt to resurrect the very same arrangement that has already been rejected by the Board and

offer it as a substitute for the condition imposed by the Board. The Board need do no more than be consistent and once again summarily reject that arrangement.

Also, the Board and its predecessor the Interstate Commerce Commission ("ICC") have consistently rejected similar conditions in merger proceedings during the last two decades. The switching arrangement is simply a rate freeze with an escalation provision not unlike the DT&I Conditions the ICC routinely imposed prior to 1982.³ The imposition future of such conditions was rejected by the ICC in *Conditions*. The Board in this proceeding specifically rejected the idea of reinstituting a policy of imposing rate freezing arrangements. Decision No. 89 at 77. In this and prior merger cases, the Board and the ICC rectified 2-to-1 situations by imposing conditions that provided a competing carrier direct access to the facility losing rail competition. NS and CSX would have the Board alter that policy by adopting a rate fix. The logical extension of the NS-CSX solution would be for the Board to simply order the merging carriers to freeze their rates at all 2-to-1 locations in lieu of granting trackage rights to another carrier.

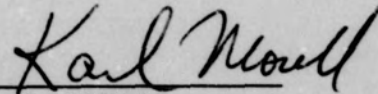
In Decision Nos. 89, 96 and 115, the Board determined that IPL was entitled to effective competition at its Stout Plant. The Board specifically rejected CSX's proposed rate fix and granted NS direct access to the Stout Plant. In so doing, the Board recognized that effective competition can only be preserved if two carriers have the opportunity to compete head-to-head on price and service. IPL is entitled to real competition not artificial rate freezes.

ISRR urges the Board to reject the proposed switching arrangement and to order NS to serve Stout directly via the trackage rights. If NS is unable effectively to compete for the Stout

³ The DT&I Conditions were collectively interpreted to require "rate equalization". See *Traffic Protective Condition*, 366 I.C.C. 112, 113 (1982) ("*Conditions*").

traffic, NS should be ordered to step aside and turn over its trackage rights to ISRR or make
ISRR NS's agent.

Respectfully submitted,

A handwritten signature in cursive script, reading "Karl Morell", written over a horizontal line.

KARL MORELL
Of Counsel
BALL JANIK LLP
1455 F Street, N.W.
Suite 225
Washington, D.C. 20005
(202) 638-3307

Attorney for:
INDIANA SOUTHERN
RAILROAD, INC.

Dated: April 9, 1999

CERTIFICATE OF SERVICE

I hereby certify that on this 22nd day of March, 1999, I caused a copy of the Reply of Indiana Southern Railroad, Inc. (ISRR-12), to be served on the following parties by first class mail, postage prepaid, or by more expeditious means:

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

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

Michael F. McBride, Esq.
LeBoeuf, Lamb, Green & MacRae, L.L.P.
1875 Connecticut Avenue, N.W.
Suite 1200
Washington, D.C. 20009-5728

Jonathan M. Broder, Esq.
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19101-1416

Michael P. Harmonis, Esq.
Transportation, Energy and
Agriculture Section
U.S. Department of Justice
Antitrust Division
325 7th Street, N.W., Suite 500
Washington, D.C. 20530


Karl Morell

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U. S. Department of Justice

Antitrust Division

325 7th Street, N.W., Suite 500
Washington, DC 20530

April 9, 1998

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

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Re: STB Finance Docket No. 33388 -- Oral Argument

Ladies & Gentlemen:

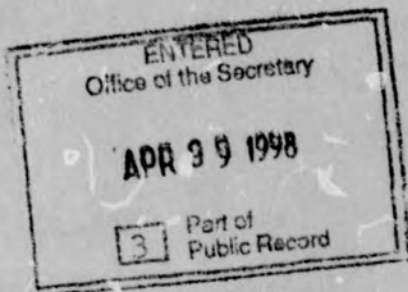
In response to the Board's Decision No. 70, served March 12, 1998, the Department hereby confirms that it will participate in the oral argument. We request ten minutes of speaking time to present the case that the Board should impose conditions to resolve competitive problems at certain electric utility plants in Indiana and Maryland before approving the proposed transaction.

Sincerely yours,

Michael P. Harmonis

Michael P. Harmonis
Attorney

cc: Parties of Record



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ARLEN SPECTER
PENNSYLVANIA

187025

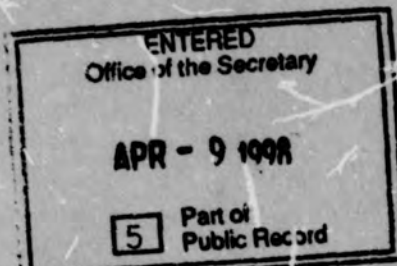
COMMITTEES:
JUDICIARY
APPROPRIATIONS
VETERANS' AFFAIRS
GOVERNMENTAL AFFAIRS

United States Senate

WASHINGTON, DC 20510-3802

April 8, 1998

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



Re: STB Finance Docket No. 33388

Dear Secretary Williams:

I am writing to request an opportunity to participate in oral arguments regarding the Conrail acquisition on June 4, 1998.

As indicated in my formal written comments, I am greatly concerned about the proposed breakup of Conrail. I intend to address several subjects of significance to Pennsylvania which merit the attention of the Board, such as the impact on Conrail's labor force, the impact on shippers, trackage rights and other agreements involving short line railroads, commuter rail, and other parties negotiating with CSX and Norfolk Southern, the future of the Conrail headquarters in Philadelphia, and the impact on ports such as the Port of Philadelphia.

I believe that 15 minutes would be sufficient for my presentation to the Board and would appreciate the opportunity to appear at the beginning of the session to accommodate my Senate schedule.

Thank you for your assistance on this matter.

Sincerely,

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

Arlen Specter

AS:dr

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MTA • LONG ISLAND R.R. • METRO NORTH R.R. • CONRAIL • DELAWARE & HUDSON CANADIAN PACIFIC • B & M R.R. • NORFOLK SOUTHERN • SOUTH BUFFALO R.R. • R & S R.R. • NATIONAL SCHOOL BUS • TRAILWAYS • CSX R.R. • AIRPORT GROUP INTERNATIONAL • BUFFALO • PITTSBURGH • STATEN ISLAND RAPID TRANSIT OPERATING AUTHORITY • SPRINGFIELD TERMINAL R.R.

united transportation union



NEW YORK STATE LEGISLATIVE BOARD

Samuel J. Nasca
State Legislative Director/
Chairperson
35 Fuller Road, Suite 205
Albany, New York 12205
Telephone (518) 438-8403
Fax (518) 438-8404

Vice Chairpersons



FL-CIO

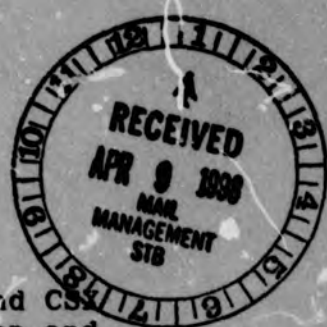
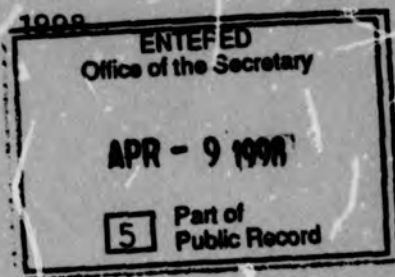


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J.T. Cannon (Commuter) 95
R.J. Vincent (Bus) 1908
A. Pascarella (Yard) 292
D.M. Murphy (C&T) 1968
W. Joerdman (E) 256
J. [unclear] (Non-Ops) 1978

Vaughn Packer
Secretary-Treasurer

April 8, 1998



Surface Transportation Board
Office of the Secretary
Hon. Vernan A. Williams
Case Control Unit
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:

Pursuant to decision No. 70, served March 12, 1998, the New York State Legislative Board of the United Transportation Union ("NYS-UTU"), hereby advises the Board of its desire to participate in the June 4, 1998, oral argument phase of the proceedings in Finance Docket No. 33388. The NYS UTU intends to address the safety and service concerns we have that relate to New York State, that the acquisition will create.

We estimate that we will need approximately 10 minutes to make our oral presentation.

Enclosed are 25 copies of this filing and copies will be forwarded to all Parties of Record, by First Class Mail.

Respectfully submitted,

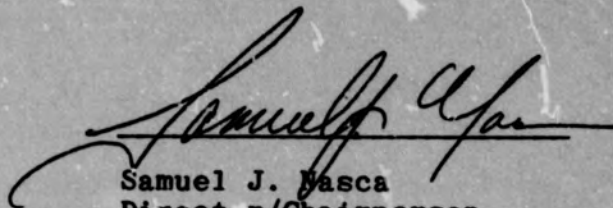
Samuel J. Nasca

Samuel J. Nasca
Director/Chairperson
New York State Legislative
United Transportation Union



Certificate of Service

I hereby certify that a copy of the enclosed filing has been served on all Parties of Record, by First Class U.S. Mail, postage pre-paid.



Samuel J. Masca
Director/Chairperson
New York State Legislative Board



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BALL JANIK LLP
ATTORNEYS

ORIGINAL

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

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

KARL MORELL

April 9, 1998



The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, DC 20423-0001

Re: STB Finance Docket No. 33388, Oral Argument

Dear Secretary Williams:

Pursuant to Decision No. 70, Indiana Southern Railroad, Inc. ("ISRR") hereby requests to participate in the oral argument scheduled for June 4, 1998, in the above-referenced proceeding.

At oral argument, ISRR will address the significant loss of competition that would result from the Board's approval of the primary application without appropriate conditions: (1) at Indianapolis Power & Light's two coal burning plants in Indianapolis, IN; (2) in the City of Indianapolis; and (3) in the area surrounding Indianapolis. ISRR will also address the loss of essential services on the ISRR rail system and the merits of the conditions ISRR has requested the Board to impose if the primary application is approved.

ISRR requests ten (10) minutes speaking time at the oral argument.

Enclosed are 25 copies of this letter.



Respectfully submitted,

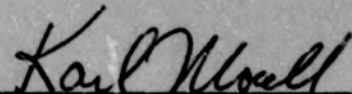
Karl Morell

Karl Morell
Attorney for:
Indiana Southern Railroad, Inc.

The Honorable Vernon A. Williams
April 9, 1998
Page 2

CERTIFICATE OF SERVICE

I hereby certify that on this date I caused a copy of the foregoing letter to be served by first-class mail, postage pre-paid, on all parties of record in this proceeding.


Karl Morell

STB

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4-9-98

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187036

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NLS-7

JONES, DAY, REAVIS & POGUE

METROPOLITAN SQUARE

1450 G STREET, N.W.

WASHINGTON, D.C. 20005-2028

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DALLAS
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LOS ANGELES
NEW DELHI
NEW YORK
PARIS
PITTSBURGH
RIYADH
TAIPEI
TOKYO

TELEPHONE: 202-879-3939
FACSIMILE: 202-737-2832
WRITER'S DIRECT NUMBER:

(202) 879-3883

April 9, 1998

VIA HAND DELIVERY

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



Re: STB Finance Docket No. 33388 -- Oral Argument

Dear Secretary Williams:

Pursuant to Decision No. 70, served March 12, 1998, National Lime & Stone Company (National) hereby notifies the Board of its intent to participate in the June 4, 1998 oral argument in the above-referenced proceeding. In oral argument, National will address its request for conditions. National currently relies on single-line service provided by Conrail. As a result of the transaction, this single-line service will be transformed into two-line service. National has requested that the Board impose appropriate conditions to protect National from a loss of essential services caused by this "1-to-2" effect of the merger. In addition, National has requested a condition to remedy a reduction in competitive alternatives available to National that arises out of the impact of the proposed transaction on the Wheeling & Lake Erie Railway Company.

National requests fifteen minutes in which to present its oral argument. The undersigned, one of National's attorneys, will present oral argument on National's behalf.

Respectfully submitted,

Clark Evans Downs/KBD

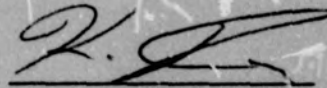
Clark Evans Downs

cc: Thomas W Palmer, Esq.

CERTIFICATE OF SERVICE

I hereby certify that I have this day served, by first-class mail, postage prepaid, or by more expeditious means, a true and correct copy of the foregoing NLS-7 (notice of intent to participate in oral argument of National Lime & Stone Company) upon all parties of record in Finance Docket No. 33388.

Dated at Washington, D.C. this 9th day of April, 1998.

A handwritten signature in dark ink, appearing to read "K. B. Driver", written over a horizontal line.

Kenneth B. Driver

STB

FD

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4-9-98

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187038

BALL JANIK LLP

ATTORNEYS

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

KARL MORELL

April 9, 1998

ORIGINAL



The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, DC 20423-0001

Re: STB Finance Docket No. 33388, Oral Argument

Dear Secretary Williams:

Pursuant to Decision No. 70, New England Central Railroad, Inc. ("NECR") hereby requests to participate in the oral argument scheduled for June 4, 1998, in the above-referenced proceeding.

At oral argument, NECR will address the loss of essential services on the NECR rail system and the significant reduction in competition in the New England area that would result from the Board's approval of the primary application without appropriate conditions. NECR will also address the merits of the conditions it has requested the Board to impose if the primary application is approved.

NECR requests ten (10) minutes speaking time at the oral argument.

Enclosed are 25 copies of this letter.



Respectfully submitted,

Karl Morell

Karl Morell
Attorney for:
New England Central Railroad, Inc.

The Honorable Vernon A. Williams
April 9, 1998
Page 2

CERTIFICATE OF SERVICE

I hereby certify that on this date I caused a copy of the foregoing letter to be served by first class mail, postage pre-paid, on all parties of record in this proceeding.

Karl Morell
Karl Morell

STB

FD

33388

4-9-98

D

187039

187039
ORIGINAL

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
FACSIMILE 72-783-6947

KARL MORELL



April 9, 1998

D

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, DC 20423-0001

Re: STB Finance Docket No. 33:88 Oral Argument

Dear Secretary Williams:

Pursuant to Decision No. 70, Ann Arbor Railroad ("AA") hereby requests to participate in the oral argument scheduled for June 4, 1998, in the above-referenced proceeding.

At oral argument, AA will address the loss of essential services on the AA rail system and the significant reduction in competition in the Toledo, Ohio - Chicago, Illinois rail corridor that would result from the Board's approval of the primary application without appropriate conditions. AA will also address the merits of the conditions it has requested the Board to impose if the primary application is approved.

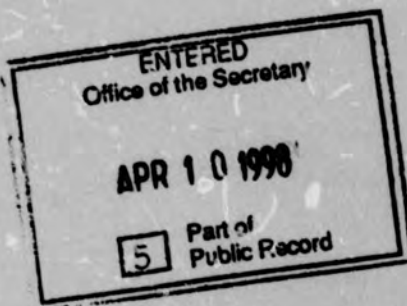
AA requests ten (10) minutes speaking time at the oral argument.

Enclosed are 25 copies of this letter.

Respectfully submitted,

Karl Morell

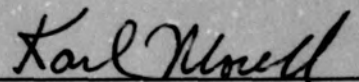
Karl Morell
Attorney for:
Ann Arbor Railroad



The Honorable Vernon A. Williams
April 9, 1998
Page 2

CERTIFICATE OF SERVICE

I hereby certify that on this date I caused a copy of the foregoing letter to be served by first-class mail, postage pre-paid, on all parties of record in this proceeding.



Karl Morell

STB

FD

33388

4-9-98

D

187037

LAW OFFICES

ZUCKERT, SCOUTT & RASENBERGER, L.L.P.

888 SEVENTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-3939
TELEPHONE : (202) 298-8660
FACSIMILES: (202) 342-0683
(202) 342-1316

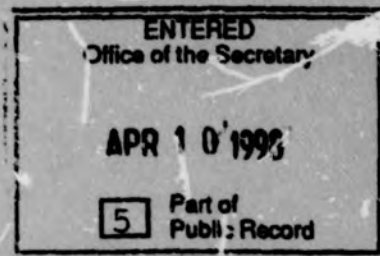
RICHARD A. ALLEN



April 9, 1998

Via Hand Delivery

Vernon A. Williams
Secretary
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

Dear Secretary Williams:

Enclosed for filing is an original and twenty-five copies of CSX/NS-203, Errata to Applicants' Briefs." Also enclosed is a 3-1/2" computer disk containing the pleading in Wordperfect 5.1 format, which is capable of being read by Wordperfect for Windows 7.0.

Should you have any questions regarding this, please call.

Sincerely,

Richard A. Allen

Counsel for Norfolk Southern
Corporation and Norfolk
Southern Railway Company

Enclosures

cc: Hon. Jacob Leventhal
All Parties of Record

CSX/NS-203

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



ERRATA TO APPLICANTS' BRIEFS

Applicants Norfolk Southern Corporation and Norfolk Southern Railway Company submit the following further errata to the brief, NS-62, filed on February 23, 1998, and Applicants CSX Corporation and CSX Transportation, Inc. submit the following errata to the brief, CSX-140, filed on February 23, 1998:

The word "discontinuance" should be changed to "abandonment" on Page F-10, line 11 of NS-62 and on Page F-9, line 15 of CSX-140.

Respectfully submitted,

Richard A. Allen
Zuckert, Scoutt & Rasenberger, LLP
888 Seventeenth Street, N.W.
Suite 600
Washington, DC 20006-3939
(202) 298-8660

Counsel for Norfolk Southern Corporation
and Norfolk Southern Railway Company

Dennis G. Lyons /nam

Dennis G. Lyons
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20036-1795
(202) 942-5000

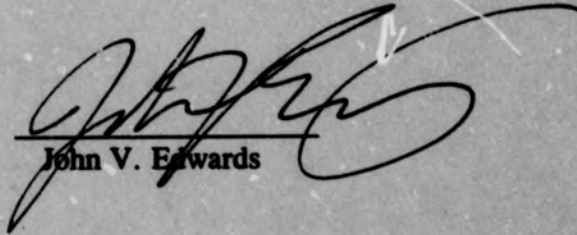
Counsel for CSX Corporation and CSX
Transportation, Inc.

Dated: April 9, 1998

CERTIFICATE OF SERVICE

I, John V. Edwards, hereby certify that on this 9th day of April, 1998, I have caused to be served a true and correct copy of the foregoing CSX/NS-203, Errata to Applicants' Briefs, by first class mail, postage prepaid, or by more expeditious means, on all parties of record, and by hand delivery on:

The Honorable Jacob Leventhal
Administrative Law Judge
Federal Energy Regulatory Commission
Office of Hearings
825 North Capitol Street, N.W.
Washington, D.C. 20426



John V. Edwards

Dated: April 9, 1998

STB

FD

33388

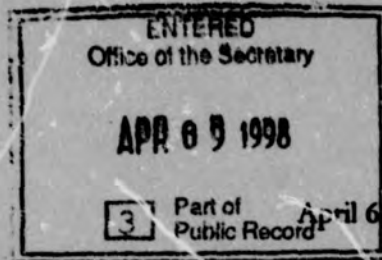
4-9-98

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187029

EQUISTAR

Michael P. Pardo
Litigation Counsel
Direct Line: 713.652.7284
Facsimile: 713.652.4631



Equistar Chemicals, LP
One Houston Center, Suite 1601
1221 McKinney Street
P.O. Box 2583
Houston, Texas 77252-2583
Phone: 713.652.7200

SURFACE TRANSPORTATION BOARD
Office of the Secretary
Case Control Unit
1925 K Street, N.W.
Washington, DC 20423



MPI-3

**RE: Finance Docket No. 33388 – Oral Argument
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**

Ladies and Gentlemen:

In connection with the above-captioned Docket, and pursuant to Decision No. 70, decided March 10, 1998, Millennium Petrochemicals Inc. ("Millennium") requests participation in the oral argument in this cause scheduled for June 4, 1998.

In accordance with Decision No. 70, Millennium states:

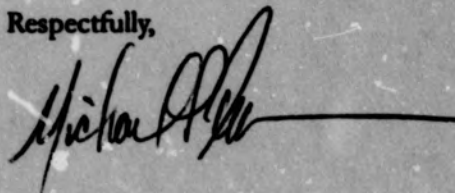
1. The issues proposed to be addressed are: the inadequacies of the Applicants' Operating Plans with respect to the North Jersey Shared Asset Area ("NJSAA"); the impact of the Applicants' Operating Plans for the NJSAA on Millennium's Northeast Regional Distribution Center; and Millennium's request of conditions (MPI-2).
2. As a party of record, Millennium seeks to support its request for conditions (MPI-2).
3. Millennium proposes to limit its presentation to seven minutes.

With this original, I enclose 25 copies plus one 3.5: diskette.

Should you have any questions in connection with this matter, please do not hesitate to contact the undersigned.

April 6, 1998

Respectfully,

A handwritten signature in dark ink, appearing to read "Michael P. Ferro", followed by a long horizontal line extending to the right.

Michael P. Ferro
Attorney for
MILLENNIUM PETROCHEMICALS INC.

cc: All parties of record

STB

FD

33388

4-9-98

D

187031

LAW OFFICES

KELLER AND HECKMAN LLP

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JOSEPH E. KELLER (1907-1984)
JEROME H. HECKMAN
WILLIAM H. BORNHESAN, JR.
MALCOLM D. MACARTHUR
WAYNE V. BLACK
TERENCE D. JONES
MARTIN W. BERCOVICI
JOHN S. ELDRED
RICHARD J. LEIGHTON
ALFRED S. RECHERT
DOUGLAS J. BEHR
RAYMOND A. KOWALSKI
SHIRLEY A. COFFIELD
MICHAEL F. MORRONE
JOHN S. RICHARDS
JEAN SAVIGNY
JOHN B. GURBICK
PETER L. DE LA CRUZ
MELVIN S. DROZEN
LAWRENCE R. HALPRIN
R. LPH A. SIMMONS
RICHARD F. HANN

C. DOUGLAS JARRETT
SHEILA A. MILLAR
GEORGE S. MISO
GAREN E. DODGE
PATRICK J. HURD
JUDITH BAPP
DAVID S. SARVADI
CATHERINE R. NIELSEN
JEAN-PIERRE MONTFORT
JUSTIN C. POWELL
JONATHAN R. SPENCER
SUSAN M. HAFEL
AMY N. RODGERS
ELLIOT BELLOS
MARK L. IZKOFF
BRIAN T. ASKBY
ARTHUR S. GARRETT III
ELIZABETH R. HARRISON
ROBERT M.J. LOCKWOOD
CAROL MOORS TOTI
JOAN C. SYLVAN
MARTHA E. MARRAPESE
JOHN E. REESE

NICOLE S. DONATH
DEBORAH ROSEN WHITE
DAVID R. JOY
FREDERICK A. STEARNS
TODD A. HARRISON
JOHN F. FOLEY
TONY RUSSELL EPPS
THOMAS C. BERGER
RACHIDA SEMAR
JOHN F.C. LUDWIG
ROMAN J. KERSHBERG
PAULA DEZA
MICHAEL C. HOCHMAN
JOHN S. O'LOUGHLIN JR.
JAMES A. GOLDSTEIN
EVON W. H. D.
JANEL QUINTARTO
DAVID CH. LASHWAY
TASHA J. LEE
AMY E. FORTENBERRY

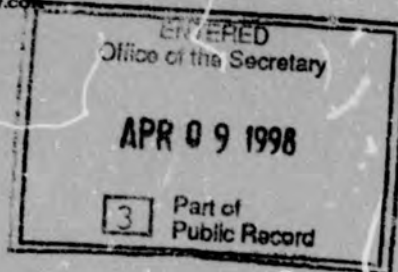
*NOT ADMITTED IN D.C.
*RESIDENT BRUSSELS

SCIENTIFIC STAFF

DANIEL S. DIXLER, Ph. D.
CHARLES V. BREDER, Ph. D.
ROBERT A. MATHEWS, Ph. D., D.A.B.T.
JOHN F. MODDERMAN, Ph. D.
HOLLY HUTHIRE FOLEY
JANETTE HOUK, Ph. D.
LESTER BORODINSKY, Ph. D.
THOMAS C. BROWN
MICHAEL T. FLOOD, Ph. D.
ANDREW P. JOVANOVIK, Ph. D.
ANNA GERSELY, Ph. D.
STEPHANIE M. CORBITT
JUSTIN J. FREDERICO, Ph. D.
RACHEL E. FREER

TELECOMMUNICATIONS
ENGINEER
RANDALL D. YOUNG
WRITER'S DIRECT ACCESS

187031
April 9, 1998



EFM-16

(202) 434-4144

Bercovici@khlaw.com

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

Re: STB Finance Docket No. 33388; Request to Participate in Oral Argument
Eighty-Four Mining Company

Dear Secretary Williams:

Please be advised that Eighty-Four Mining Company desires to participate in oral argument before the Board concerning the acquisition of Conrail by CSX Corporation and Norfolk Southern Corporation. The undersigned will address (i) the injury to be suffered by Eighty-Four Mining Company as a result of structuring the transaction to grant joint access by applicants to all of the direct competitors of Eighty-Four Mining Company while relegating EFM to single-carrier service, and (ii) the appropriateness of the Board crafting a remedy to prevent this injury from occurring. As reflected in the issues to be addressed, EFM requests the Board to impose a condition in the event it approves the transaction.

We respectfully request ten (10) minutes of time for argument before the Board.

Your attention to the foregoing is very much appreciated.

Very truly yours,

Martin W. Bercovici

c: All Parties of Record

STB

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CMA-20
SPI-14



BEFORE THE SURFACE TRANSPORTATION BOARD

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

JOINT REQUEST TO PARTICIPATE
IN ORAL ARGUMENT
OF THE
CHEMICAL MANUFACTURERS ASSOCIATION AND
THE SOCIETY OF THE PLASTICS INDUSTRY, INC.

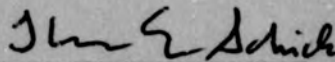
APRIL 9, 1998

In accordance with Decision No. 70 in this docket, which the Surface Transportation Board ("Board") served on March 12, 1998, the Chemical Manufacturers Association ("CMA") and The Society of the Plastics Industry, Inc. ("SPI") submit their Joint Request To Participate In Oral Argument on June 4, 1998.

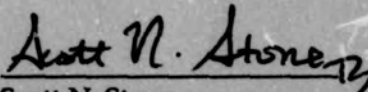
SFI and CMA oppose the primary application. Nonetheless, if the Board decides to approve the primary application, CMA and SPI respectfully request that the Board impose 14 carefully tailored conditions to protect chemical and plastics shippers.

SPI and CMA jointly request that they be granted a single 15-minute period at oral argument in which to address the board about the concerns of the plastics and chemical industries and the CMA-SPI conditions. Further, CMA and SPI hereby advise the board that they will meet on April 22, 1998, with other parties of record to develop an agreed structure and allocation of time for the oral argument.

Respectfully submitted,

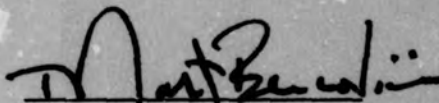


Thomas E. Schick, Counsel
Chemical Manufacturers Association
1300 Wilson Boulevard
Arlington, Virginia 22209
703-741-5172



Scott N. Stone
Patton Boggs L.L.P.
2550 M Street, N.W.
Washington, D.C. 20037
202-457-6335

Counsel for the Chemical Manufacturers Association



Martin W. Bercovici
Keller and Heckman, L.L.P.
1001 G Street, N.W. - Suite 500 West
Washington, D.C. 20001
202-434-4144

Counsel for The Society of the Plastics Industry, Inc.

CERTIFICATE OF SERVICE

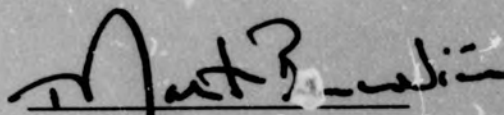
I hereby certify that on this 9th day of April, 1998, copies of the Joint Request To Participate In Oral Argument of the Chemical Manufacturers Association and The Society of the Plastics Industry, Inc. was served by first-class mail, postage prepaid, upon all parties of record and by hand upon the following:

Administrative Law Judge Jacob Leventhal
Federal Energy Regulatory Commission
888 1st Street, N.E. - Suite 11F
Washington, D.C. 20426

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

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

Paul A. Cunningham, Esq.
Harkins Cunningham
Suite 600
1300 19th Street, N.W.
Washington, D.C. 20036



Martin W. Bercovici

STB

FD

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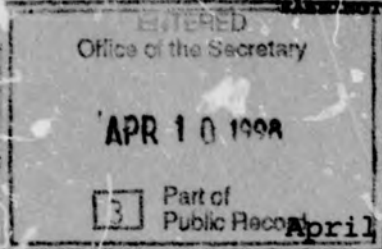
SLOVER & LOFTUS

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 III
JEAN M. CUNNINGHAM
PETE A. PFORL



202 347-7117

BY HAND DELIVERY

The Hon. Vernon A. Williams
Secretary
Case Control Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Re: STB Finance Docket No. 33388 Oral Argument

Dear Mr. Williams:

In accordance with the Board's Decision No. 70 in the above-referenced proceeding, Centerior Energy Corporation n/k/a FirstEnergy Corp. ("Centerior") hereby informs the Board that it wishes to participate in oral argument:

- (1) Centerior will address the issue of whether additional conditions are needed to ameliorate the anticompetitive impact of the proposed transaction upon Centerior.
- (2) Centerior opposes the primary application absent the imposition of Centerior's requested conditions.
- (3) Centerior respectfully requests seven (7) minutes of oral argument time.

Thank you for your attention to this matter.

Sincerely,

Frank J. Pergolizzi
An Attorney for Centerior
Energy Corporation

cc: Parties of record

CERTIFICATE OF SERVICE

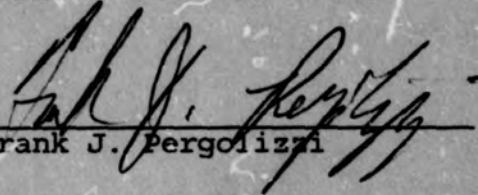
I hereby certify that on this 9th day of April, 1998,
I have caused copies of the foregoing letter to be served via
first-class mail, postage prepaid upon:

The Hon. Rodney Slater
Secretary
U.S. Department of Transp.
400 7th Street, S.W.
Suite 10200
Washington, D.C. 20590

The Hon. Janet Reno
Att'y Gen. of the United
States
U.S. Department of Justice
10th & Constitution Ave., N.W.
Room 4400
Washington, D.C. 20530

The Hon. Jacob Leventhal
Federal Energy Regulatory Comm.
888 First Street, N.E.
Suite 11F
Washington, D.C. 20426

and upon all parties of record in Finance Docket No. 33388.


Frank J. Pergolizzi

STB

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4-9-98

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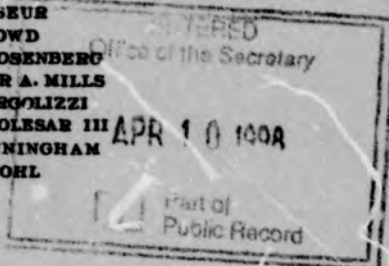
187052

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

187052
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
JEAN M. CUNNINGHAM
PETER A. PYOHL



April 9, 1998

202 347-7170



BY HAND DELIVERY

The Hon. Vernon A. Williams
Secretary
Case Control Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Re: STB Finance Docket No. 33388 (Oral Argument)

Dear Secretary Williams:

Pursuant to the Board's Decision No. 70, served March 12, 1998 in the referenced proceeding, Consumers Energy Company hereby requests to participate in the Board's June 4, 1998 oral argument.

At oral argument, Consumers Energy intends to address (1) the adverse impact that the transaction, as proposed, would have on competition for the transportation of coal to Consumers' electric generating facilities; and (2) the adverse impact of the so-called "acquisition premium" being paid by the Applicants for Conrail on Consumers' ability to secure meaningful rate and other regulatory relief in future proceeding before the Board.


Consumer requests ten (10) minutes of time at the Board's June 4, 1998 oral argument, to present its position.

Pursuant to the Board's Decision No. 70, we have enclosed twenty-five (25) copies of this letter, and an extra copy to be time-stamped and returned to our messenger. Additionally, the undersigned hereby certifies that copies of this letter have been served via first-class mail, postage prepaid, on all

The Hon. Vernon A. Williams
April 9, 1998
Page 2

parties of record, the United States Secretary of Transportation,
the Attorney General of the United States, and the Honorable
Jacob Leventhal.

Respectfully submitted,


Kelvin J. Dowd
An Attorney for
Consumers Energy Company

STB

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4-9-98

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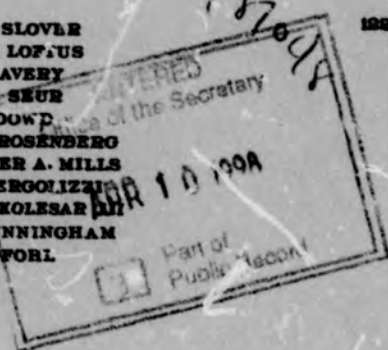
187048

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

WILLIAM L. SLOVER
C. MICHAEL LOFAUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR
JEAN M. CUNNINGHAM
PETER A. PFORL



D

202 347-7170

April 9, 1998



BY HAND DELIVERY

The Hon. Vernon A. Williams
Secretary
Case Control Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Re: STB Finance Docket No. 33388 (Oral Argument)

Dear Secretary Williams:

Pursuant to the Board's Decision No. 70, served March 12, 1998 in the referenced proceeding, the National Railroad Passenger Corporation ("Amtrak") hereby requests an opportunity to participate in the Board's June 4, 1998 oral argument.

At oral argument, Amtrak intends to address (1) the need for imposition of its requested on-time performance oversight condition and good-faith cooperation condition, if the Board decides to approve the proposed transaction; and (2) the legal and practical reasons why the Board should not, and indeed cannot, "override" Conrail's lack of authority to admit multiple freight carriers onto Amtrak's Northeast Corridor without Amtrak's consent.

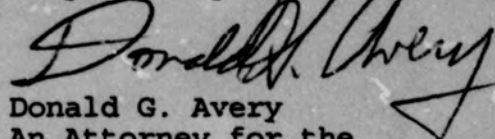
Amtrak requests ten (10) minutes of time at the Board's June 4, 1998 oral argument, to present its position.

Pursuant to the Board's Decision No. 70, we have enclosed twenty-five (25) copies of this letter, and an extra copy to be time-stamped and returned to our messenger. Additionally, the undersigned hereby certifies that copies of this letter have been served via first-class mail, postage prepaid, on all

The Hon. Vernon A. Williams
April 9, 1998
Page 2

parties of record, the United States Secretary of Transportation,
the Attorney General of the United States, and the Honorable
Jacob Leventhal.

Respectfully submitted,



Donald G. Avery
An Attorney for the
National Railroad Passenger
Corporation

STB

FD

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4-9-98

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RICHARD J. LEIGHTON
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RAYMOND A. KOWALSKI
SHIRLEY A. COFFIELD
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JOHN B. GUSICK
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RACHA SEMAL
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PAULA DEZA
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JENNIFER A. GOLDSTEIN
DEVON M. HILL
DANIEL QUINART
DAVID C. LASHWAY
TAP, JR. J. LEE
AMY E. FORTY-BERRY

*NOT ADMITTED IN D.C.
PRESIDENT BRUSSELS

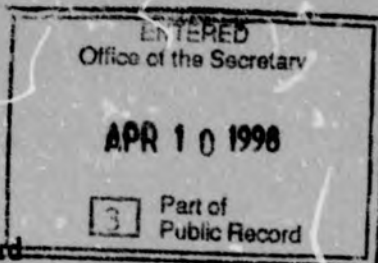
SCIENTIFIC STAFF
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CHARLES V. BREDER, Ph. D.
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JOHN P. MODDERMAN, Ph. D.
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ENGINEER
RANDALL D. YOUNG

WRITERS DIRECT ACCESS

ARCO-6

April 9, 1998



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Bercovici@khlaw.com

D

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

Re: STB Finance Docket No. 33388; Request to Participate in Oral Argument
ARCO Chemical Company

Dear Secretary Williams:

Please be advised that ARCO Chemical Company desires to participate in oral argument before the Board concerning the acquisition of Conrail by CSX Corporation and Norfolk Southern Corporation. The undersigned will address the need to condition the transaction, if approved by the Board, to maintain reciprocal switching provided by either CSX or NS to Conrail where, post-transaction, the other of the applicant carriers will be substituted for Conrail in the future rendition of service.

We respectfully request seven (7) minutes of time for argument before the Board.

Your attention to the foregoing is very much appreciated.

Very truly yours,

Martin W. Bercovici
Martin W. Bercovici

c: All Parties of Record

STB

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4-9-98

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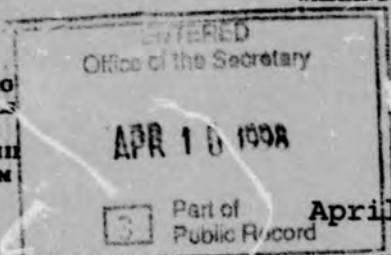
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ATTORNEYS AT LAW

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CHRISTOPHER A. MILLER
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
JEAN M. CUNNINGHAM
PETER A. PFOHL



April 9, 1998

202 347-7170

BY HAND DELIVERY

The Hon. Vernon A. Williams
Secretary
Case Control Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423



Re: STB Finance Docket No. 33388 (Oral Argument)

Dear Secretary Williams:

Pursuant to the Board's Decision No. 70, served March 12, 1998 in the referenced proceeding, the State of New York hereby requests to participate in the Board's June 4, 1998 oral argument.

At oral argument, New York will address the adverse competitive and other public interest impacts that the transaction, as proposed, would have on rail shippers, passengers, communities and other constituents within the State. New York opposes the Primary Application absent the granting of New York's Joint Responsive Application, and the imposition of specific conditions regarding commuter and inter-city passenger service protection, contract assumption, and freight service preservation over the Southern Tier Extension, as detailed in New York's Comments and Brief.

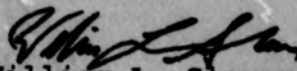
New York requests twenty (20) minutes of time at the Board's June 4, 1998 oral argument, to present its case for relief and respond to any questions.

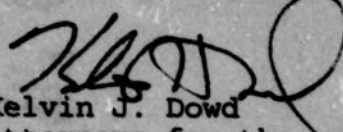
Pursuant to the Board's Decision No. 70, we have enclosed twenty-five (25) copies of this letter, and an extra copy to be time-stamped and returned to our messenger. Additionally, the undersigned hereby certifies that copies of this letter have been served via first-class mail, postage prepaid, on all

The Hon. Vernon A. Williams
April 9, 1998
Page 2

parties of record, the United States Secretary of Transportation,
the Attorney General of the United States, and the Honorable
Jacob Leventhal.

Respectfully submitted,


William L. Slover


Kelvin J. Dowd
Attorneys for the
State of New York

WLS:cef

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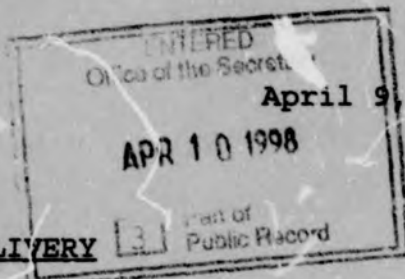
WILLIAM L. SLOVER
C. MICHAEL LOFTUS
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ROBERT D. BOENBERG
CHRISTOPHER A. WILLS
FRANK J. PERGOLINI
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PETER A. PFOHL

SLOVER & LOFTUS

ATTORNEYS AT LAW

1894 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20006

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1998

202 347-7170

VIA HAND DELIVERY

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



Re: STB Finance Docket No. 33388 Oral Argument

Pursuant to the Surface Transportation Board's Decision No. 70 served March 12, 1998 in the above-referenced proceeding, the Cities of East Chicago, Indiana; Hammond, Indiana; Gary, Indiana; and Whiting, Indiana (Collectively, the "Four City Consortium"), by this letter, hereby request to participate in the Board's June 4, 1998 oral argument.

The Four City Consortium intends to address in oral argument the significant adverse incremental public health and safety, environmental, and socio-economic impacts that the proposed transaction would have on northwest Indiana as a result of Applicants' planned rail traffic operations in the region.¹ The Four Cities oppose the Application absent (a) the imposition by the Board of certain targeted ameliorative conditions to mitigate the negative impacts that would result from approval of the Application, and (b) the imposition of Board oversight for a period of five years to ensure the Applicants' compliance with these conditions.

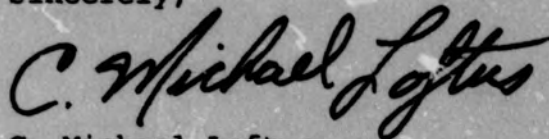
The Four City Consortium requests fifteen (15) minutes of oral presentation time at the Board's June 4, 1998 oral argument to present its position.

¹ The Four Cities have set forth their position in detail in their Comments and Request for Conditions filed October 21, 1997 (FCC-9), in their Comments on the Draft Environmental Impact Statement filed with the Board's Section of Environmental Analysis February 2, 1998 (FCC-13), and in their Brief filed February 23, 1998 (FCC-15).

The Honorable Vernon A. Williams
April 9, 1998
Page 2

Pursuant to the Board's Decision No. 70, we have enclosed 25 copies of this letter filing and an extra copy to be time/date stamped and returned to our messenger.

Sincerely,

A handwritten signature in black ink that reads "C. Michael Loftus". The signature is written in a cursive, slightly slanted style.

C. Michael Loftus
An Attorney for the
Four City Consortium

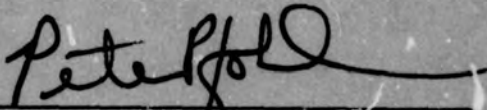
CERTIFICATE OF SERVICE

I hereby certify on this 9th day of April, 1998, I have caused copies of the foregoing letter to be served via first-class mail, postage prepaid on all parties of record in Finance Docket No. 33388 and upon:

The Hon. Rodney Slater
Secretary
U.S. Department of Transp.
400 7th Street, S.W.
Suite 10200
Washington, D.C. 20590

The Hon. Janet Reno
Att'y Gen. of the United States
U.S. Department of Justice
10th & Constitution Ave., N.W.
Room 4400
Washington D.C. 20530

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



Peter A. Pfohl

STB

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SLOVER & LOFTUS

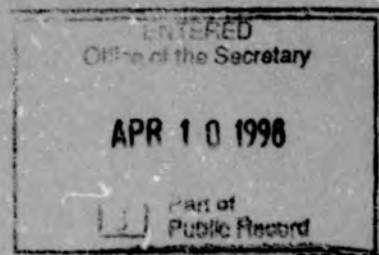
ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20006

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KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLINI
ANDREW B. KOLLSAR
JEAN M. CUNNINGHAM
PETER A. PFORL

April 9, 1998



208 347 7170

BY HAND DELIVERY

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

D



Re: STB Finance Docket No. 33388 Oral Argument

Dear Secretary Williams:

Pursuant to Decision No. 70 in the above proceeding served March 12, 1998, please be advised that Potomac Electric Power Company ("PEPCO") desires to participate in the oral argument scheduled for June 4, 1998.

PEPCO will address its request that a condition be imposed requiring CSX Transportation, Inc. to grant trackage rights to Norfolk Southern Railway Company over Conrail's Popes Creek Secondary line in Maryland to enable NS to provide competition to CSXT in transporting coal to PEPCO's Chalk Point and Morgantown Generating Stations. PEPCO opposes the primary application unless such a condition is imposed. PEPCO requests seven minutes of speaking time at the oral argument.

In accordance with Decision No. 70, we have enclosed 25 copies of this letter for filing and an extra copy to be date-stamped and returned to our messenger.

Respectfully submitted,

Christopher A. Mills
An Attorney for Potomac
Electric Power Company

CAM:mfw
Enclosures

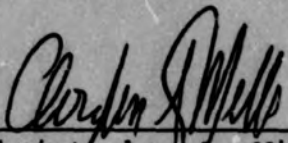
CERTIFICATE OF SERVICE

I hereby certify that on this 9th day of April, 1998,
I have caused copies of the foregoing letter to be served via
first-class mail, postage prepaid, on all parties of record in
Finance Docket No. 33388 and upon:

The Hon. Rodney Slater
Secretary
U.S. Department of Transp.
400 7th Street, S.W.
Suite 10200
Washington, D.C. 20590

The Hon. Janet Reno
Att'y Gen. of the United States
U.S. Department of Justice
10th & Constitution Ave., N.W.
Room 4400
Washington, D.C. 20530

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



Christopher A. Mills

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Guardian

1280 Porter Road • Bear, Delaware 19701 • 302-834-1000 • 1-800-345-4395 • Fax: 302-834-0386

April 6, 1998

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

RE: STB Finance Docket No. 33388 Oral Argument

Guardian Construction Company is a small, woman owned business located in Bear, Delaware. Guardian has performed various projects during the past twenty (20) years for Amtrak, Conrail, and CSX Transportation. Guardian is currently under contract for CSX Transportation in the Philadelphia, PA area.

The issues we wish to address at the Oral Arguments scheduled for June 4, 1998 are our concerns that the subject acquisition of Conrail by CSX and NS will result in a non-competitive, monopolistic, and non-responsive entity which will have a very serious adverse impact on its customers, suppliers and contractors.

The current CSX project mentioned above, is having a very serious financial impact on Guardian due to problems caused by CSX. Guardian submitted a claim in February, and as of this date has not yet received a reply or acknowledgment from CSX even though we requested same numerous times.

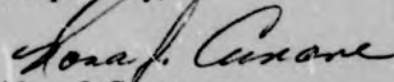
We are very concerned that these kinds of problems will multiply if the acquisition by CSX of Conrail takes place. Just this one project is almost one (1) year behind schedule.

Guardian, for the reasons mentioned above, opposes the Primary Application, the Responsive Applications, and the various Requests for Conditions.

The speaking time requested by Guardian is approximately fifteen (15) minutes.

Please feel free to contact me at 1-800-345-4395, or our attorney, Mr. David D. Gilliss, Esq. at (410) 738-6384 should you have any questions, or require any additional information concerning this matter.

Respectfully,



Nona J. Cunane
President

cc: (25) Surface Transportation Board
Joseph Cunane, Jr. Guardian
Robert A. Jadick, Guardian

Alvin R. Carpenter, President CSX Transportation
R. K. Beckham, Chief Engineer CSX Transportation
David D. Gilliss, Esq., Niles, Barton & Wilmer

C:\DOCS\CUNANE\LETTERS\CSX3.WPD



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DENNIS J. KUCINICH

10TH DISTRICT, OHIO

1730 LONGWORTH OFFICE BUILDING
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Congress of the United States
House of Representatives

187016
Committees:
Government Oversight
Education and Labor

April 8, 1998



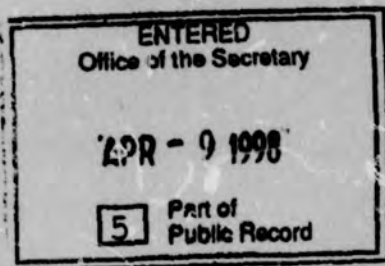
Office of the Secretary
U.S. Surface Transportation Board
Case Control Unit
1925 K Street, NW
Washington, D.C. 20423-0001

Re: STB Finance Docket No. 33388 Oral Argument

To whom it may concern:

Pursuant to Decision No. 70, served March 12, 1998, Congressman Dennis J. Kucinich (OH-10) hereby advises the Board of his wish to participate in the June 4, 1998, oral argument. In response to the Board's request for information, Congressman Kucinich states as follows:

- 1) Congressman Kucinich's oral argument will address a) Congressman Kucinich's proposal for rerouting through freight traffic around Cleveland via the Wheeling & Lake Erie Railroad's right-of-way through Canton and Bellevue using an independent dispatching entity; b) the feasibility of Norfolk Southern's November 25, 1997, proposed alternative routing of trains between Cleveland and Vermilion; and c) funding requirements for the alternative routing.
- 2) Congressman Kucinich opposes the Railroad Control Application as proposed by Norfolk Southern and CSX railroads on June 23, 1997. Congressman Kucinich supports the environmental and economic conditions proposed in his February 20, 1998, brief. Congressman Kucinich reserves the right to support or oppose any environmental mitigation condition to be proposed by the Section on Environmental Analysis in its Final Environmental Impact Statement.
- 3) Congressman Kucinich requests 10 minutes of speaking time at the oral argument.



Sincerely,

Martin D. Gelfand
Staff Counsel for Congressman Dennis J. Kucinich

cc: Parties of Record

STB

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4-8-98

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(216) 621-8400

April 6, 1998

Columbus Office
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Columbus, Ohio 43215-3506
Fax (614) 228-8561
Telephone (614) 228-8400

VIA OVERNIGHT MAIL

(ASHT-14)



Surface Transportation Board
Office of the Secretary
The Honorable Vernon A. Williams
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 Co. -- Control and Operating Leases/Agreements - Conrail, Inc. and Consolidated Rail Corporation

Dear Secretary Williams:

In accordance with the March 10, 1998 Decision No. 70 of the Surface Transportation Board in the captioned docket, ASHTA Chemicals Inc. ("ASHTA") hereby requests participation in the oral argument in this case scheduled for June 4, 1998. ASHTA will address its request for conditions as set forth in ASHT-11 and ASHT-13.

Specifically, ASHTA will address the economic and environmental impacts resulting from the proposed transaction and the harm to the public interest and to ASHTA that will result if appropriate conditions are not imposed; namely reciprocal switching, or other competitive access, at the West Yard or other points along the Ashtabula, Ohio-Buffalo, New York route. ASHTA seeks to support its Request for Conditions (ASHT-11 and ASHT-13) by participating in the June 4, 1998 oral argument, and expects to limit its presentation to ten (10) minutes.

One original and twenty-six copies of this letter are enclosed. Please return the extra copy to us date-stamped in the enclosed self-addressed envelope. Copies of this letter are being served via first-class mail, postage prepaid, on the Honorable Jacob Leventhal, counsel for Applicants, and all parties of record.

Very truly yours,

Inajo Davis Chappell
Inajo Davis Chappell

114/774486.D1
Enclosures
cc: All Parties on Official Service List (w/encl.)



STB

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D. G. LYONS
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April 7, 1999



The Honorable Vernon A. Williams
Secretary, Surface Transportation Board
Mercury Building, Room 700
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:

Enclosed are an original and twenty-five (25) copies of CSX-182, "Response of CSX Corporation and CSX Transportation, Inc. to Report of Norfolk Southern Filed Pursuant to Decision No. 115," for filing in the above-referenced docket.

Please note that a 3.5-inch diskette containing a WordPerfect 5.1 formatted copy of the filing is also enclosed.

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

Thank you for your assistance in this matter. Please contact me if you have any questions.

Respectfully yours,

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

ENTERED
Office of the Secretary

APR 07 1999

Part of
Public Record

ENTERED
Office of the Secretary

APR 07 1999

Part of
Public Record

Enclosures
via hand delivery

cc: All Parties Listed on the
Certificate of Service



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

ENTERED
Office of the Secretary

APR 7 1999
RESPONSE OF CSX CORPORATION AND CSX TRANSPORTATION, INC.
TO REPORT OF NORFOLK SOUTHERN FILED PURSUANT TO DECISION NO. 115

Part of
Public Record

Samuel M. Sipe, Jr.
David H. Coburn
STEPTOE & JOHNSON LLP
1330 Connecticut Ave., N.W.
Washington, D.C. 20036-1795
(202) 429-3000

Mark G. Aron
Peter J. Shudtz
CSX CORPORATION
One James Center
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Richmond, VA 23129
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Dennis G. Lyons
Sharon L. Taylor
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555 Twelfth Street, N.W.
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P. Michael Giftos
Paul R. Hitchcock
CSX TRANSPORTATION, INC.
One James Center
500 Water Street
Speed Code J-120
Jacksonville, FL 32202
(904) 359-3100

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

April 7, 1999

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

**RESPONSE OF CSX CORPORATION AND CSX TRANSPORTATION, INC.
TO REPORT OF NORFOLK SOUTHERN FILED PURSUANT TO DECISION NO. 115**

On March 22, 1999, Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively, "NS") filed NS-77, which contained, among other things, their "Further Report Pursuant to Decision No. 115 Regarding Access to IP&L's Stout Plant." Another interest has filed, and other interests may file, responses to that Report.¹ This is the response of CSX Corporation and CSX Transportation, Inc. (collectively, "CSX") to that Report.

The NS Report contained in NS-77 shows that CSX and NS have made provision for competitive access to IP&L's Stout Plant which fully comports with the Board's requirements in the conditions imposed in this case, and indeed surpasses them. While

¹ See letter response, IP&L-23, filed by Indianapolis Power & Light Company ("IP&L"), dated March 25, 1999, but apparently filed on March 26, 1999.

the cry of IP&L is always for "more," IP&L's position has greatly improved as a result of the Transaction, the Board's actions, and private responses by the Applicants.

Prior to the Transaction, Stout, which has historically burned Southern Indiana coal, had two primary alternatives: movements from Southern Indiana mines "all the way" on INRD or movements from Southern Indiana mines served by ISRR, with switching under the Conrail tariff and divisional arrangements and final delivery by INRD. Coal from Conrail sources in the East or from the West via interchanges at transcontinental gateways was also a possibility should Stout burn other than Southern Indiana coal, but Conrail had access to the smallest number of Eastern mines of any of the three major Eastern carriers.

After the Transaction, as a result of the Board's actions and the private arrangements made by the Applicants, Stout will have access to INRD-origin coal by movements from Southern Indiana mines on INRD "all the way"; to ISRR-origin coal from Southern Indiana mines by the Board-mandated trackage rights for NS over CSX and INRD; to coal from ISRR Southern Indiana mines under the arrangements worked out between CSX and NS and announced by NS in NS-77 at 3-4, which preserve the Conrail switching and divisional arrangements for bringing ISRR coal into Stout, in effect contractually preventing the old Conrail tariff from expiring or being cancelled or modified (except pursuant to the RCAF(U)); to Eastern and Western coal to which NS

has access via NS' trackage rights to enter Stout; and to Eastern and Western coal to which CSX has access, to be delivered to Stout through a CSX/INRD move.²

The result thereby gives Stout access to all the coal mined at mines served by INRD and ISRR in Southern Indiana, all of the mines served by CSX or NS (and their connections) through the Eastern United States, and all the coal produced in the West that is available in interchange to CSX and NS at the transcontinental gateways. It is difficult to identify any coal produced in the United States at a mine that is rail-served that would not be accessible to Stout by rail under these arrangements.

IP&L, as noted above, still seems dissatisfied. *First*, it claims that it should have been permitted to participate in the negotiation of the trackage rights agreements between CSX and NS and between INRD and NS. It cites (IP&L-23 at 2) Decision No. 96 at 26, ¶ 8, ordering that "CSX, NS, ISRR, and IP&L should attempt to negotiate a mutually satisfactory solution respecting any MP 6.0 interchange problems" and any problems "necessarily incidental to a MP 6.0 interchange problem." See also Decision No. 111 at 1. But the difficulties of effecting interchange at MP 6.0 were a separate problem, long ago resolved through a mutual acceptance of interchange at Crawford Yard. See

² In addition, both before and after the Transaction, coal movements from Southern Indiana mines served otherwise than by INRD and ISRR are possible. Some of the coal used at Stout is produced at Farmersburg, at a mine served by CP (a former Soo Line station) and interchanged with INRD at Linton, IN. See CSX/NS-177, Vol. 2A at 195 (Hoback V.S.). This coal could also be interchanged by CP with ISRR and delivered to Stout under any of the ISRR-origin routings referred to in the text. There is also at least one Southern Indiana coal producer about 75 miles from Indianapolis which has a fleet of trucks capable of serving Stout mine-to-plant. *Id.* at 197.

CSX-180 at 10, citing IP&L's undesignated letter of January 19, 1999, reporting that resolution. Remaining then was the negotiation of the trackage rights terms, which, as is generally the case, took place in head-to-head negotiations between the carriers involved, and here resulted in an outcome satisfactory to the negotiating parties. While IP&L was not a party to those negotiations, the agreements resulting from them will be, as they must be, filed with the Board pursuant to 49 C.F.R. §§ 1180.4(g)(i) and 1180.6(a)(7)(ii).

Second, the arrangement with NS preserving the Conrail tariff and divisional arrangements is obviously beneficial, and the fact that it is subject to RCAF(U) adjustment does not make it unlawful, as IP&L has claimed (IP&L-23 at 3-6; IP&L-22 at 18-19). In the latter filing, relying on Railroad Cost Recovery Procedures — Productivity Adjustment, 5 I.C.C.2d 434 (1989), *aff'd sub nom. Edison Electric Institute v. ICC*, 969 F.2d 1221 (D.C. Cir. 1992), and by implication, the ICC's earlier decision in Railroad Cost Recovery Procedures, 3 I.C.C.2d 60 (1986), IP&L has contended that either a tariff provision purporting to adjust, periodically, a rate based on the RCAF(U) index (actually not presented here) or an action taken to adjust a tariff where the adjustment coincides with a change in the RCAF(U) index, would be *per se* unlawful.

The precedents cited by IP&L neither say nor hold anything of the sort. What they held was that the Board's predecessor was within its authority, in determining how to adjust the 1980 "Base Rates" under old Section 10707a of title 49, in using a productivity-adjusted index. The Base Rate provision of the old statute provided a safe harbor: a rate that was in effect and unchallenged at the time of the enactment of the

Staggers Act in 1980 was deemed to be *per se* reasonable; and an adjustment of such a rate in accordance with an index promulgated by the ICC was also deemed reasonable. See old Section 10707(a)(2)(B) of title 49.

At the present time, there is no comparable provision in the statute, and, more pertinently, we are not considering the availability of a safe harbor in a Section 10701/10707 rate case. Under the law, rates for movements to Stout may be challenged by a shipper as unreasonable, subject to the remaining safe harbors in the Act. See 49 U.S.C. §§ 10701, 10704 and 10707. If a rate is subject to relief under §§ 10701 and 10707, either originally or as a result of an adjustment to the rate in accordance with a formula or otherwise, the Board is to grant relief, assuming that the Board finds that the carrier "has market dominance over the transportation to which the rate applies"³ and that the rate is not "reasonable." A finding of such "market dominance" is a necessary prerequisite before "reasonableness" can be examined and a finding of unreasonableness can be made, or to put the matter another way, there is a safe harbor if market dominance is not found. The point is that the way in which a rate is arrived at is not the focus: The questions are whether market dominance exists and, if so, whether the rate is unreasonable. That can only be decided in a real-life case under Sections 10701 and

³ Under Section 10707(d)(1), the Board is directed to find that market dominance does not exist in the event that the rate charged results in a revenue-variable cost percentage of less than 180%. Variable costs are determined for the carrier "only by using such carrier's unadjusted costs" calculated under URCS or an alternative methodology adopted by the Board, indexed quarterly to account for current wage and price levels. That is the only statutory function of wage and price cost indices in Section 10701/10707 rate cases.

10707, not in a rail combination case, where, as here, the Board is engaged in preserving (or, as here, actually enlarging) the extent of rail competition that existed before.

The decisions cited by IP&L thus have nothing to do with any issue now before the Board. Use of an adjustment formula is not *per se* unlawful or wrong; the resulting rate for the movement has to be examined under the statute in a real, concrete case. It is premature to look into complex issues of "market dominance" and "reasonableness" now.

Thus, the arrangements made between CSX and NS to protect the old Conrail tariff and divisional arrangements for the benefit of NS are perfectly lawful in and of themselves. The arrangements contractually prohibit upward adjustments to the tariff other than any made in accordance with RCAF(U). That commitment will last as long as the trackage rights granted NS last. As IP&L had before, it will have the power to complain that the rate for its movement, original or as adjusted, is unreasonable. IP&L thus retains all the legal rights it had plus stands to gain from the contractual inhibitions on changing the rates that NS has bargained for.

* * * * *

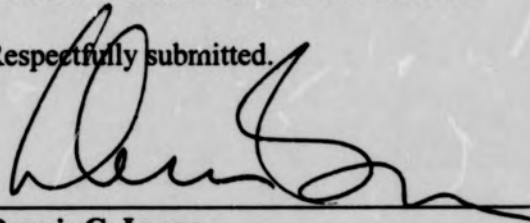
In summary: NS is receiving the trackage rights to Stout that the Board ordered. IP&L has gotten more than that through the agreement about the tariff. IP&L's options have been increased and its protections extended from what it had before the Transaction. IP&L's present complaints center on the rates to be charged in the tariffs which CSX has covenanted will be kept. They are premature and are not properly a subject for Board

attention now. The NS Report thus indicates that the Board would do well to close the present controversy over Stout by granting CSX's Petition for Clarification,⁴ retaining its oversight powers and its powers under Sections 10701 and 10707.

CONCLUSION

The new arrangements, as reported by NS in NS-77, promote increased competitive access to the Stout Plant, and the criticisms of them are not well founded.

Respectfully submitted.



Samuel M. Sipe, Jr.
David H. Coburn
STEPTOE & JOHNSON LLP
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(202) 429-3000

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P. Michael Giftos
Paul R. Hitchcock
CSX TRANSPORTATION, INC.
One James Center
500 Water Street
Speed Code J-120
Jacksonville, FL 32202
(904) 359-3100

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

April 7, 1999

⁴ There has been no response to CSX's demonstration (CSX-180 at 14) that the structure of the Board's Ordering Paragraphs in Decision No. 115 precludes any contention that "agency" trackage rights for ISRR had been effectively authorized by that Decision.

CERTIFICATE OF SERVICE

I, Dennis G. Lyons, certify that on April 7, 1999, I have caused to be served a true and correct copy of the foregoing "Response of CSX Corporation and CSX Transportation, Inc. to Report of Norfolk Southern Filed Pursuant to Decision No. 115," to the following parties, by first-class mail, postage prepaid, or by more expeditious means:

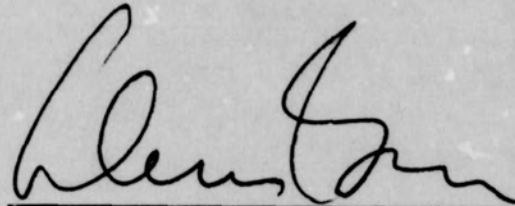
Richard A. Allen, Esq.
Patricia Bruce, Esq.
ZUCKERT, SCOUTT & RASENBERGER
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Counsel to NS

Kari Morell, Esq.
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Counsel to ISRR

Michael F. McBride, Esq.
Brenda Durham, Esq.
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Counsel to IP&L

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Michael P. Harmonis, Esq.
Transportation, Energy and
Agriculture Section
U.S. Department of Justice
Antitrust Division
325 7th Street, N.W., Suite 500
Washington, D.C. 20530

A handwritten signature in dark ink, appearing to read "Dennis G. Lyons", written over a horizontal line.

DENNIS G. LYONS

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186987



F. W. GODWIN, General Chairman
THOMAS B. VASSIE, Secretary-Treasurer
Telephone: (716) 827-2653
FAX: (716) 827-2655

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General Committee of Adjustment

Brotherhood of Locomotive Engineers

Consolidated Rail Corporation

810 Abbott Road, Suite 200, Buffalo, New York 14220

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April 6, 1998

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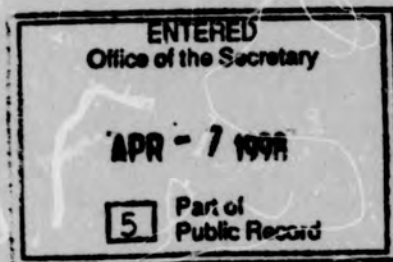
Surface Transportation Board
Office of the Secretary - Vernon A. Williams
Case Central Unit
1925 K Street NW
Washington, DC 20423-0001

RE: STB Finance Docket No. 33388 - Oral Argument

Dear Sir:

The Brotherhood of Locomotive Engineers - Consolidated Rail Corporation - General Committee of Adjustment wishes to make an Oral Argument on June 4, 1998. We, the Officers of the B.of L.E.-Conrail-G.C.of A. oppose the Primary Application, the Responsive Applications on the basis that the split-up of Conrail by Norfolk Southern and CSX will place our members, our fellow employees and the public in harms way in regard to total disregard to safety. I estimate the time needed will be fifteen minutes.

I remain



Sincerely yours,

R. W. Godwin

R. W. Godwin
General Chairman

RWG:rm

c: C. V. Monin, President
E. Dubroski, 1st Vice President
L. D. Jones, V.P. & Nat'l. Leg. Rep.
E. W. Rodziewicz, Vice President
P. Sorrows, Vice President
L. W. Sykes, District Chairman
W. A. Thompson, District Chairman
T. B. Vassie, Secretary/Treasurer
J. P. Chappelle, NJ Leg. Chairman

J. F. Collins, NYC Leg. Chairman
N. D. Hendrickson, PA Leg. Chairman
W. T. O'Brien, OH Leg. Chairman
R. T. Pentland, DoFC Leg. Chairman
J. G. Small, IL Leg. Chairman
G. J. Newman, MA Leg. Chairman
W. M. Verdeyen, IN Leg. Chairman
All Local Chairmen - With Post Copy

STB

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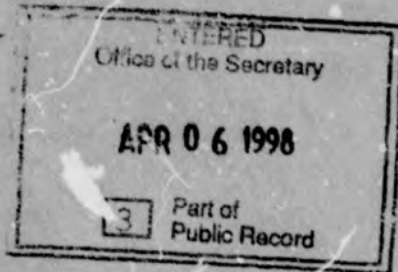
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March 31, 1998
P.O. Box 908
48398 Old Goose Bay Road
Redwood, New York 13679

PHONE: 315-462-5311

CELLULAR: 315-345-3850

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

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REQUEST FOR TIME FOR ORAL ARGUMENT

S.T.B. 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

ISSUES TO BE ADDRESSED: Locomotive Engineers Seniority and the system of seniority that is proposed. The Equities, Prior Rights and Prior-Prior Rights to work on the proposed "Northern District on the CSX System.

POSITION TO THE PRIMARY APPLICATION: We neither support or oppose the primary application. Our only interest is in the preservation of the Rights, Prior Rights, Prior-Prior Rights and Equities of the Locomotive Engineers represented by Division 227 of "The Brotherhood of Locomotive Engineers" and others of a common interest.

SPEAKING TIME REQUIRED: Five (5) minutes and any additional time to respond to questions.

Yours, etc. etc.

A handwritten signature in dark ink, appearing to read "Angelo J. Chick, Jr.".

Angelo J. Chick, Jr.
Local Chairman
Brotherhood of Locomotive
Engineers Division 227

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TRANSPORTATION • COMMUNICATIONS INTERNATIONAL UNION



AFL-CIO, CLC

LEGAL DEPARTMENT



April 6, 1998

ROBERT A. SCARDELLETTI
International President

MITCHELL M. KRAUS
General Counsel

CHRISTOPHER J. TULLY
Assistant General Counsel



VIA HAND DELIVERY

Mr. Vernon A. Williams, Secretary
Case Control Branch
ATTN: STB Finance Docket No. 33388
Surface Transportation Board
1925 K Street, NW
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 Mr. Williams:

Enclosed please find an original and twenty-five copies of
the Transportation • Communications International Union's Notice
of Intent to Participate in Oral Argument and Request for
Argument Time (TCU-16) in the above-captioned matter.

Thank you for your attention to this matter.

Very truly yours,

Mitchell M. Kraus
General Counsel

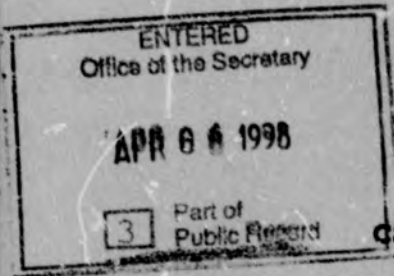
MMK:fm

Enclosures

CC: The Honorable Jacob Leventhal

All Parties of Record (per Service List)

186969



**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'S
NOTICE OF INTENT TO PARTICIPATE IN ORAL ARGUMENT
AND REQUEST FOR ARGUMENT TIME**

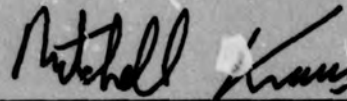
Pursuant to Decision No. 70 in the above-captioned proceeding, the Transportation Communications International Union (TCU) hereby gives notice of its intent to participate in the oral argument scheduled for June 4, 1998. TCU opposes the primary application.

TCU has agreed to share argument time with the other labor organizations opposing the application. These are those participating jointly herein as the Allied Rail Unions, the International Association of Machinists and the United Railway Supervisors Association. For the reasons set forth in the Allied Rail Unions' notice of intent, the unions opposed to the application, including TCU, jointly request forty (40) minutes of argument time to be allocated among them.

TCU intends to address the following issues in its argument:

1. The reasons for not approving the application, including anticipated service and safety problems;
2. Assuming arguendo that the application is approved, the reasons for imposing enhanced labor protection, including attrition protection and separation pay;
3. The reasons to reject NS' plan to impose its collective bargaining agreements on its allocated portion of Conrail;
4. The reasons to reject CSX's plan for the clerical craft to form a single field seniority district under the Conrail collective bargaining agreement;
5. The reasons to reject CSX's plan to transfer clerical employees' seniority without providing a job; and
6. The need to clarify that Article I, Section 3 of New York Dock prohibits Applicants from overriding protective agreements such as the Feb. 7 or SUB agreements.

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: April 6, 1998

CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing Transportation•Communications International Union's Notice of Intent to Participate in Oral Argument and Request for Argument Time were served this 6th day of April, 1998, by first-class mail, postage prepaid, upon all parties of record in this proceeding.



Mitchell M. Kraus

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

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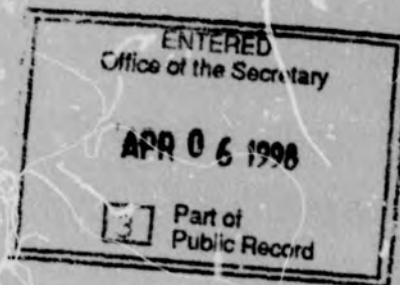
ERIC M. HOCKY

April 3, 1998

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FEDEX

Office of the Secretary
Case Control Unit
ATTN: STB Finance Docket No. 33388
Surface Transportation Board
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
ORAL ARGUMENT


Dear Sir or Madam:

Pursuant to Decision No. 70, please be advised that Reading Blue Mountain & Northern Railroad Company ("RBMN") wishes to participate in the oral argument scheduled for June 4, 1998. RBMN will speak in support of the conditions described in RBMN-5 that it has requested be imposed if the Board approves the transactions proposed in the primary application. RBMN requests ten (10) minutes speaking time at the oral argument.

Office of the Secretary
Case Control Unit
April 3, 1998
Page 2

As required by Decision No. 70, an original and 25 copies of this letter are enclosed for filing. Kindly time stamp the enclosed extra copy of this letter to indicate receipt and return it to me in the self-addressed envelope provided for your convenience.

Respectfully,

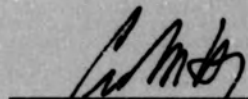


ERIC M. HOCKY

CERTIFICATE OF SERVICE

I hereby certify that on this date a copy of the foregoing letter was served on all parties of record in this proceeding by United States First Class Mail, postage prepaid.

Dated: April 3, 1998



Eric M. Hocky

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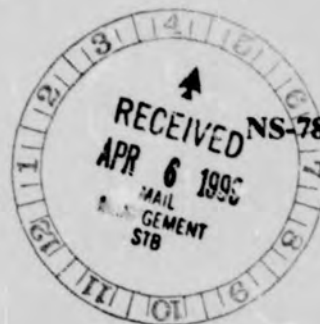
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BEFORE THE
SURFACE TRANSPORTATION BOARD

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

ENTERED
Office of the Secretary

APR 06 1999

Part of
Public Record

NORFOLK SOUTHERN'S RESPONSE TO IP&L-23

Norfolk Southern Corporation and Norfolk Southern Railway Company (together, "NS") hereby respond to the letter filed by counsel for the Indianapolis Power & Light Company ("IP&L") on March 26, 1999, and designated as IP&L-23.¹

In that letter, IP&L comments on NS's March 22, 1999 report, contained in NS-77, regarding its acquisition of trackage rights over the Indiana Rail Road Company ("IRR") to serve IP&L's Stout plant. In doing so, however, IP&L also seeks additional affirmative relief

¹ Because, as noted immediately below, IP&L does not simply comment on NS's March 22, 1999 report, but, as this pleading will demonstrate, also seeks additional affirmative relief pertaining to the Stout plant to the potential detriment of NS, NS submits that the Board's regulations, *see* 49 CFR § 1104.13(a), as well as considerations of due process, provide NS the opportunity to respond to IP&L's requests. To the extent, however, that the Board nevertheless might construe this response as a "reply to a reply" under 49 CFR § 1104.13(c), NS seeks leave to file this response, for that same reason: IP&L seeks new, affirmative relief that would directly affect rights granted to NS, to which NS otherwise would have no opportunity to respond.

from the Board including, among other things, that the Board either (1) direct NS to permit Indiana Southern Railroad ("ISRR") to act as NS's agent for movements into IP&L's Stout plant, or (2) transfer NS's right of direct access to the Stout plant that the Board granted in Decision No. 89 (as further elaborated upon in Decision Nos. 96 and 115), to ISRR for Indiana coal.²

Preliminary Matters

Before discussing the merits of the additional relief IP&L seeks, a few preliminary comments are in order. First NS notes with regret the unfortunate and unnecessarily hostile tenor of IP&L's letter, and the various mischaracterizations of NS's position upon which IP&L apparently believes it must rely. Contrary to IP&L's overheated rhetoric, NS has not "bushwhacked" IP&L, has not "depart[ed] from what the Board ordered," and has not "attempt[ed] to abandon" its trackage rights over INRD to Stout. It has, rather, worked diligently to carry out the terms of the Board's orders with respect to IP&L, and has worked cooperatively with IP&L in attempting to do so. NS and IP&L and their representatives have had a number of discussions and consultations between them during the past few months, as NS has noted in previous reports, *see, e.g.*, NS-74 at 2; Letter from Richard A. Allen to STB Secretary Vernon A. Williams, dated and filed December 18, 1998, at 1, and as IP&L itself has reported to the Board, *see* Letter from Michael F. McBride to STB Secretary Vernon A. Williams, dated January 19, 1999, at 1. Indeed, NS recently sought to advance the very relief granted to IP&L in Decision Nos. 89 and 96 — direct NS access to the Stout plant — by asking the Board to direct CSX to

² Indeed, it should be noted that, with respect to the latter option, the Board previously considered a request by ISRR itself that it be granted trackage rights to Stout, *see* Decision No. 89 at 213, and rejected that request, *see id.* at 93-95 and 116-117. The Board also rejected a prior request by IP&L that the Board require NS to assign its rights to ISRR. *See* Decision No. 115 at 4.

compel INRD, its subsidiary, to grant NS the necessary trackage rights. See NS-74 at 3; NS-75 at 3-9. And in the very report to which IP&L now objects, NS reported that it and INRD had in fact agreed in principle on the terms of that trackage rights agreement. NS-77 at 3. Hardly the "bushwhacking" IP&L would make it out to be.

IP&L also wrongly accuses NS (among others) of violating the Board's orders by not including IP&L in certain discussions regarding NS's trackage rights over INRD, and about the CSX/INRD switching arrangement, described in NS-77. The Board in Decision No. 96 said that "CSX, NS, ISRR and IP&L should attempt to negotiate a mutually satisfactory solution respecting any *MP 6.0 interchange problems* (and respecting any *related problems* that may *necessarily be incidental* to a MP 6.0 interchange problem)." Decision No. 96 at 26 ¶ 8 (emphasis supplied). But discussions among NS, CSX and INRD to hammer out the commercial terms of the trackage rights agreement between INRD and NS and discussions involving a proposed business arrangement to use the switching services of CSX and INRD that would facilitate a possible future "mutually beneficial" arrangement between NS and ISRR plainly are outside the scope of "problems that may be necessarily incidental to a MP 6.0 interchange problem," and, to the extent that such discussions took place without IP&L's participation, the participants did not violate any order of the Board.

Finally, IP&L asks the Board to order NS to provide the agreements referenced in NS-77 to IP&L (among others) and to permit IP&L and other parties an indeterminate period of time to review them and submit written comments thereon to the Board. IP&L-23 at 6. (This, ironically, after IP&L sought expedited consideration of its new requests for relief, see IP&L-23 at 1, and of its efforts to prevent NS from responding to them, citing the need to resolve Stout matters as quickly as possible. See IP&L-24 at 1.) In granting the substantive relief to IP&L that

it has, the Board has declined to impose any such disclosure requirement and comment period, requiring only that the parties report to it on the progress of negotiations about MP 6.0 interchange problems, *see* Decision No. 89 at 14; Decision No. 111 at 2, and that CSX and NS report to the Board as to whether the required NS trackage rights into Stout have been procured, *see* Decision No. 115 at 4. IP&L has offered no reason for the Board to deviate from that course and add yet another round (and possibly multiple rounds) of review, comment, and response. Granting IP&L's request would inject new and substantial delays into a process that already has gone on too long. Imposing a new and time-consuming procedure now is especially unnecessary because, in any event, once the NS/CSX/CR transaction has been implemented, IP&L will retain the right to come back to the Board, if necessary, to seek further relief pursuant to the Board's retained oversight authority, based on actual experience as it develops. *See* Decision No. 115 at 4.

IP&L's New Request for Additional Relief

Now to the heart of the matter. IP&L takes issue with the fact that NS, CSX and INRD, in addition to negotiating the terms of a trackage rights agreement permitting, as the Board has ordered, NS to access directly the Stout plant over INRD's lines, have also agreed in principle on a commercial arrangement that would permit NS an additional option, over and above using its trackage rights, to use the switching services of CSX and INRD for the movement of coal from the ISRR to Stout. *See* NS-77 at 3-4. IP&L asserts that NS thus seeks to "depart from what the Board has ordered" and "attempt to abandon" its trackage rights over INRD. IP&L-23 at 2. IP&L therefore asks the Board to either (1) "direct[] NS to permit ISRR to act as NS' agent, as already ordered in Decision No. 115", or (2) "transfer[] NS' right of direct access to the Stout Plant to ISRR for Indiana coal." IP&L-23 at 7.

A recap of what the Board ordered and what the parties have done is sufficient to show that the relief IP&L seeks is not warranted. In Decision No. 115, the most recent Board decision pertaining to IP&L matters, the Board first directed CSX to procure from its subsidiary INRD the necessary trackage rights to give NS direct access, over INRD's lines, to Stout. As NS reported in NS-77 (at p. 3), CSX, NS and INRD have agreed in principle on the terms of a such a trackage rights agreement.

The Board then further declared:

If NS comes to share ISRR's concerns over any potential inefficiencies associated with an ISRR-NS movement into Stout, or if, after having been given an opportunity to work, the ISRR-NS movement into Stout proves to be problematic, ISRR and NS may choose to negotiate a mutually beneficial agreement through which ISRR operates as NS' agent for movements into that plant. In addition, demonstrated deficiencies in the operations into Stout may be examined as part of our review in the oversight process of whether there is a need at that time to modify the terms of the relief we have granted in order to preserve competition that existed prior to implementation of the approved transaction.

Decision No. 115 at 4 (emphasis added).

Although NS believes the language pertaining to ISRR acting as NS's "agent" is unclear and requires further clarification or reconsideration by the Board, see NS-77, on a number of other points relevant to IP&L's new request for relief the above-quoted passage is crystal clear: The Board did not, as IP&L wrongly states, order NS to permit ISRR to act as its agent, but rather, as the highlighted language above demonstrates, simply permitted NS the option of negotiating a "mutually beneficial" alternate arrangement with ISRR if future circumstances warrant. The Board also made clear that NS's trackage rights into Stout should be given a chance to work before any additional remedial action is considered. Additionally, any alternative to NS's own use of its trackage right is a matter for eventual negotiation between NS and ISRR, toward an agreement mutually agreeable to those parties.

Contrary to IP&L's claim that the arrangement reported by NS is a departure from what the Board has ordered for Stout, or an abandonment of NS's trackage rights, quite the opposite is true. NS, CSX and INRD have reached agreement in principle on the required NS trackage rights over INRD, paving the way for the direct NS access to Stout that the Board ordered. Meanwhile, NS and ISRR are working to develop a joint rate for movement of southern Indiana coal to Stout. Moreover, NS and CSX/INRD also have agreed on a commercial arrangement, the purpose and effect of which, as explained in NS-77, is to make possible a future, mutually-beneficial alternative arrangement between NS and ISRR, in lieu of direct NS access via its trackage rights, should those parties come to believe it is warranted — again, as the Board contemplated in Decision No. 115. Indeed, as pointed out in NS-77, these arrangements will provide the potential for Stout to benefit from three service options for southern Indiana coal: service by CSX/INRD; joint ISRR/NS service; or service by ISRR with switching by CSX/INRD (the switching subject to certain fixed terms). This is more that Stout enjoys today. See NS-77 at 4.

IP&L complains that the switching agreement among NS, CSX and INRD is not good enough because it contemplates rate adjustment based on RCAF(U) rather than RCAF(A), see IP&L-23 at 3-4. But this criticism misses the point, and provides no basis for the Board now to take further action as IP&L demands. IP&L, remarkably, interprets its "statutory right to preserve existing competition" to include a guarantee of reduced rates, relying as its "authority" on a letter filed in a different docket by a non-party to this proceeding. See IP&L-23 at 5 (citing to a UP letter filed in Finance Docket No. 33556 arguing that "genuine competition" involves "rate decreases"). The Board, of course, has said no such thing here (and indeed rejected, as IP&L admits, the "requests of IP&L and others for rate caps," see IP&L-23 at 7 n. 8).

What the Board has tried to do here and elsewhere in this Transaction, as well as in other rail consolidations, is to preserve the pre-Transaction state of affairs with respect to competing service options, in this case by requiring direct NS access to Stout via trackage rights, and, as set out in Decision No. 115, leaving open the possibility of an alternate, mutually-beneficial arrangement to be agreed between NS and ISRR in the future if NS believes it warranted.

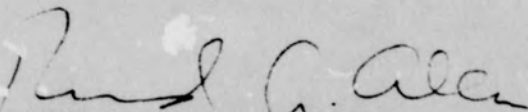
That preservation of service options is exactly what the parties have done in negotiating the agreements reported in NS-77. Those agreements are fully consistent with the Board's mandate: they provide for direct NS access to Stout via trackage rights over INRD, as the Board ordered, and establish a CSX/INRD switching arrangement that may make possible, if circumstances warrant, a future NS-ISRR "mutually beneficial" alternative arrangement, also as Decision No. 115 contemplates. It is IP&L, not NS, that now proposes to depart from Decision No. 115 by urging the Board immediately to either take NS's trackage rights away before they have begun, or impose an alternative arrangement — the specific terms of which IP&L doesn't explain — that the Board in Decision No. 115 plainly said is to be discretionary and contingent upon the negotiation by NS and ISRR of terms that are mutually beneficial to them. IP&L has suggested no material error, changed circumstances, or new evidence that would justify a further reopening of this matter now,³ and NS urges the Board not to do so.

³ As the Board also pointed out in Decision No. 115, IP&L can petition the Board for further modification of the conditions pertaining to Stout as part of the Board's ongoing oversight of the NS/CSX/CR transaction. But logically, that can only happen, of course, after Day One.

CONCLUSION

For the foregoing reasons, NS respectfully requests that the Board decline to impose the relief requested in IP&L-23.

Respectfully submitted,



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Dated: April 6, 1999

CERTIFICATE OF SERVICE

I hereby certify that on this 6th day of April, 1999, "Norfolk Southern's Response to IP&L-23" was served by first class mail, postage prepaid, or by more expeditious means, on the parties listed below:

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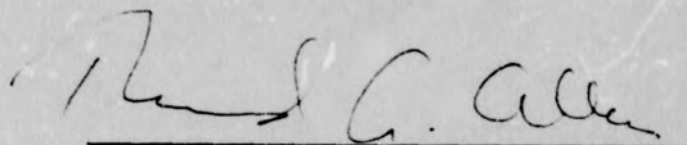
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Richard A. Allen

STB

FD

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194079

SURFACE TRANSPORTATION BOARD

Memorandum

194079



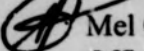
DATE: April 5, 1999

TO : Ellen Keys, Assistant Secretary
Section of Publications/Records
Office of the Secretary

RECEIVED
Office of the Secretary

APR - 5 1999

Part of
Public Record

FROM :  Mel Clemens, Director
Office of Compliance and Enforcement

SUBJECT : STB FINANCE DOCKET NO. 33388 - OPERATIONAL MONITORING DATA

Attached are the original and two copies of the public data files provided to this office by CSX and Norfolk Southern as required in the above proceeding, which are to be committed to the docket for public reference. As requested, I am providing the three paper copies to Ron Douglas, two for the docket and one for DC News. If there are any questions, please don't hesitate to contact me or Jim Greene.

Attachments

cc: Chairman Morgan
Vice Chairman Clyburn
Commissioner Burkes
Richard Armstrong
Ron Douglas
Charles Renninger

500 Water Street (J215)
Jacksonville, FL 32202
(904) 366-4092
FAX: (904) 359-2263

R.J. Haulter
Assistant Vice President-Integration Planning

April 1, 1999

Melvin F. Clemens, Jr.
Director Office of Compliance and Enforcement
Surface Transportation Board
Washington, DC 20423-0001

Dear Mr. Clemens:

Attached to this letter are the Operational Monitoring Reports required in STB Finance Docket No. E-3388.

The reports are presented in the following order:

Labor Implementing Agreements	Page 1
Labor Task Force	Page 2
Construction and Other Capital Projects Table	Pages 3-4
Information Technology	Pages 5-9
Customer Service	Pages 10
Training	Pages 11

Note: Italicized information indicates a change or update from the last report.

Please contact Bob Haulter, Assistant Vice President-Integration Planning at CSX Transportation (E-mail: Bob_Haulter@csx.com) if there are any issues that need clarification or explanation. As information, coincident with filing this report with the STB, CSXT has made this report available on our web site (www.csx.com).

Very truly yours,

Bob Haulter

cys: Peter J. Shudtz, Vice President
Law & General Counsel

Paul R. Hitchcock - J150
Senior Counsel

CSX TRANSPORTATION, INC.
STB OPERATIONAL MONITORING REPORT
As of March 31, 1999

Table of Contents

The reports are presented in the following order:

Labor Implementing Agreements	Page 1
Labor Task Force	Page 2
Construction and Other Capital Projects Table	Pages 3-4
Information Technology	Pages 5-9
Customer Service	Pages 10
Training	Pages 11

Note: Italicized information indicates a change or update from the last report.

STB OPERATIONAL MONITORING REPORT

As of March 31, 1999

LABOR

The status of the Labor Implementing Agreements is as follows:

Labor Organization	Status
International Brotherhood of Boilermakers, Iron Ship Builders, Blacksmiths, Forgers and Helpers	Implementing agreement reached.
United Railway Supervisors Association - on behalf of the claim agents	Implementing agreement reached.
United Railway Supervisors Association - on behalf of the engineering supervisors	Implementing agreement reached.
National Conference of Firemen & Oilers	Implementing agreement reached.
American Railway and Airway Supervisors Association, Division of TCU, representing bridge inspectors	Implementing agreement reached.
Fraternal Order of Police	Implementing agreement reached.
American Train Dispatchers Department of the Brotherhood of Locomotive Engineers	Implementing agreement reached.
International Brotherhood of Electrical Worker	Implementing agreement reached.
Sheet Metal Workers International Association	Implementing agreement reached.
United Railway Supervisors Association on behalf of Mechanical Department Supervisors	Implementing agreement reached.
United Transportation Union	Implementing agreement reached.
United Transportation Union - Yardmasters Department	Implementing agreement reached.
Brotherhood of Locomotive Engineers	Implementing agreement was ratified on all carriers, except for one district on CSX. Arbitration for that one district occurred on March 18, 1999. The decision is expected by April 15, 1999.
Brotherhood of Maintenance of Way Employees	CSXT, NSR and Conrail have reached an agreement with BMWE, subject to ratification by membership, which settles the BMWE petition for review to the STB.
Brotherhood of Railway Signalmen	Implementing agreement has been reached.
International Association of Machinist	Implementing agreement has been reached.
Transportation Communication International Clerks Union	Implementing agreement has been reached.
Brotherhood Railway Carmen Division - TCU and Transport Workers Union of America	Implementing agreement has been reached with TCU (BRC). Arbitration with TWU was held on January 22, 1999. The arbitrator issued an award establishing the implementing agreement on February 27, 1999. TWU appealed the award to the STB on March 18, 1999.

STB OPERATIONAL MONITORING REPORT

As of March 31, 1999

LABOR

Labor Management Task Force

CSXT continues to send an invitation to each union with which an implementing agreement has been reached and which will continue to represent employees on CSXT to participate in a labor task force similar to the one established with the United Transportation Union. To date, the National Conference of Firemen & Oilers, the International Brotherhood of Boilermakers, Ironship Builders, Blacksmiths, Forgers and Helpers, *Transportation Communications International Union* and the International Brotherhood of Electrical Workers have responded affirmatively to our invitation to participate in a labor task force similar to the one established with the United Transportation Union.

The International Association of Machinist and Aerospace Workers also was invited to establish a labor task force. The Organization respectfully declined the invitation citing its current participation in the CSXT labor/management safety program and the SACP Program currently being sponsored by the Federal Railroad Administration. The IAM did, however, state that it "will always be willing to meet with representatives of CSXT and other rail labor representatives to discuss specific issues concerning the application of our implementing agreement and safety related issues as deemed necessary and appropriate."

STB OPERATIONAL MONITORING REPORT

As of March 31, 1999

CONSTRUCTION AND OTHER CAPITAL PROJECTS

Location		Project	Status	Expected Completion * Date
1)	Greenwich, Ohio to Pine Junction, Indiana	Construct 2 nd main track with TCS on B&O including connections.	Complete	4Q 98
2)	Quaker to Greenwich, Ohio	Construction by Conrail of 2 nd main track with TCS.	Complete	4Q 98
3)	Willard, Ohio	Yard Expansion	Complete	1Q 99
4a)	Crestline, Ohio	a) Construct or rehabilitate connection tracks with Indianapolis Line.	a) Underway	2Q 99
4b)	Sidney, Ohio	b) Connection Track	b) Complete	4Q 98
4c)	Marion, Ohio	c) Rehabilitate Connection Track	c) Complete	1Q 99
5)	Carleton, Michigan	Connect track with Conrail	Complete	4Q 98
6a)	Alice, Indiana	a) Siding Extension	a) Complete	a) 3Q 98
6b)	Harwood, Indiana	b) Siding Extension	b) Complete	b) 4Q 98
7a)	Chicago, Illinois	a) Intermodal Expansions	a) Complete	a) 3Q 98
7b)	Cleveland, Ohio	b) Intermodal Expansions	b) Substantially Complete	b) 1Q 99
7c)	Philadelphia, Pennsylvania	c) Intermodal Expansions	c) Underway	c) 2Q 99
7d)	Little Ferry, New Jersey	d) Intermodal Expansions	d) Complete	d) 3Q 98
8)	Philadelphia, Pennsylvania	Rebuild Eastwick connection track with Conrail.	Complete	4Q98
9)	Hobart, Indiana to Tolleston, Indiana	Restoration of connection and main track between Hobart & Tolleston.	Substantially Complete	2Q 99

STB OPERATIONAL MONITORING REPORT
As of March 31, 1999

CONSTRUCTION AND OTHER CAPITAL PROJECTS

Location	Project	Status	Expected Completion Date
10) Chicago, Illinois	Chicago area-upgrade connection tracks and other improvements.	Substantially Complete	2Q 99
11) Newell & New Castle, Pennsylvania	Upgrade capacity on the Mon. Subdivision	Complete	4Q 98
12) Albany, New York to Bergen, New Jersey	Extend 3 sidings by Conrail on River Line	Complete	4Q 98
13) Little Ferry, New Jersey	Connection track Conrail/NYSW	Underway	2Q 99
14) Dolton, Illinois	Connection track @ Lincoln Avenue CSX/IHB	Substantially Complete	1Q 99

STB OPERATIONAL MONITORING REPORT

As of March 31, 1999

INFORMATION TECHNOLOGY

Information Technology

The implementation strategy, training plans, and status of the Information Technology (IT) initiatives affecting the following Operating Areas are summarized:

- ❖ Customer Service
 - Electronic Customer Connectivity
- ❖ Operations Personnel
 - Crew Management
- ❖ Transportation
 - Car Management & Movement
 - Locomotive Management
 - Train Dispatching

Operating Area	Implementation Strategy	Status	Training
Customer Service Electronic Customer Connectivity	<p>All inbound (e.g. bill-of-lading) and outbound (e.g. car tracing) electronic communications with existing Conrail customers are to be migrated to CSX and NS. All customers will be informed of their system migration options and have the opportunity to test the replacement electronic connections prior to a transfer of the customer communications links on Day 1.</p> <p>CSX and NS will work with all affected customers and EDI vendors to develop migration plans</p>	<p>Systems development in process and on schedule</p> <p>A joint letter was distributed to current Conrail customers</p> <p>Existing and new Conrail Electronic Commerce customers have been contacted by CSX in separate mailings</p> <p>Electronic Commerce Certification of Conrail customers acquired by CSX is in progress.</p>	<p>All customers will be provided adequate systems documentation and a detailed description of any changes to their current Conrail-provided electronic services</p>

STB OPERATIONAL MONITORING REPORT

As of March 31, 1999

INFORMATION TECHNOLOGY

Operating Area	Implementation Strategy	Status	Training
Operations Personnel Crew Management	<p>Separation of callings desks (CSX, NS, SAC) in Dearborn, MI has been pre-negotiated and is in place. There will be a phased roll-out of eight calling desks to TECS – the CSX Crew Calling System. The first desk will be rolled out 60 days after Day 1.</p> <p>T&E Crews will continue to submit paper time sheets to Dearborn, MI until the TECS desk roll-out is completed. Paperless payroll implementation will take place 2 weeks after each TECS desk implementation. The entire roll-out will take approximately eight months.</p>	Systems development in process and on schedule	CSX Payroll officers will train T&E employees on the CSX Payroll system immediately following the implementation of TECS. Local Chairman will participate in the training. Training documents have been prepared and presented to Conrail personnel.

STB OPERATIONAL MONITORING REPORT

As of March 31, 1999

INFORMATION TECHNOLOGY

Operating Area	Implementation Strategy	Status	Training
Transportation Car Management and Movement	<p>Field personnel will continue using Conrail application systems supporting yard inventory, train consisting and work orders after Day 1.</p> <p>Disposition and management of empty cars will occur in Jacksonville using CSX systems after Day 1 to ensure coordinated system wide transportation operations.</p> <p>Customers on the acquired territory will continue to order empty cars and obtain information on order status as they do today.</p> <p>CSX systems will be rolled-out to the acquired Conrail territory in 5 phases after Day 1.</p>	Systems development in process and on schedule.	<p>Conrail Car Management team has been hired for the transition period. Training of Conrail Car Management staff will begin 60 days prior to Day 1.</p> <p>Training of affected field location personnel to begin 30 days prior to each field roll-out phase.</p>

STB OPERATIONAL MONITORING REPORT

As of March 31, 1999

INFORMATION TECHNOLOGY

Operating Area	Implementation Strategy	Status	Training
Transportation Locomotive Management	<p>CSX Locomotive Management System (LMS) will be used to manage locomotives in CSX acquired territory beginning on Day 1. This will occur from the Operations Center in Philadelphia, PA for approximately 180 days after Day 1. The management team in Philadelphia will consist of two locomotive managers and one senior locomotive manager. Dual entry of locomotive assignments will be made to the Conrail Locomotive Distribution System. Shutdown of Conrail LDS will accompany field roll-out and will be dependent upon other Conrail Systems (TRIMS & TMS) no longer relying on assignments being passed from Conrail LDS.</p> <p>Within 180 days after Day 1, locomotive management for the acquired Conrail territory will be relocated to the Kenneth Dufford Center in Jacksonville. Two CSX Locomotive Managers will manage the acquired territory at that time.</p>	<p>System Testing is in progress and on schedule;</p> <p>One training class of CR personnel on CSX LMS was completed.</p>	<p>Locomotive managers for the acquired Conrail territory will be trained on the CSX Locomotive Management System 60 days prior to Day 1 with sessions in both Jacksonville, FL and Philadelphia, PA. Management will conduct the training and will include cross training of CSX and Conrail cultures.</p>

STB OPERATIONAL MONITORING REPORT

As of March 31, 1999

INFORMATION TECHNOLOGY

Operating Area	Implementation Strategy	Status	Training
Transportation Train Dispatching	<p>Train dispatchers will continue to use current Conrail systems. Phase 1 geographic realignments will separate dispatchers into CSX, NS & SAC entities within current division offices. Phase 1 will complete 90-120 days after Day 1.</p> <p>Phase 2 division realignment will move dispatchers to acquiring road's division. CSX Cleveland East dispatcher in Dearborn, MI will move to CSX headquarters in Indianapolis, IN. CSX Chesapeake & Riverline dispatchers in Mt. Laurel, NJ will move to CSX headquarters in Albany, NY. Phase 2 will complete 90-120 days after an implementing agreement has been reached.</p> <p>Phase 2 moves are contingent upon Phase 1 realignment completion for territory being transferred. Also contingent upon an implementing agreement being in place with the ATDD.</p>	<p>Systems development has been completed and implementation is proceeding on schedule.</p> <p>Phase 1 realignments : Albany, & Indianapolis complete. Dearborn Division started. Philadelphia Division Completed 3/19/99</p> <p>Phase 2 realignments: Two dispatcher desks moved from Mt. Laurel to Harrisburg on 3/16/99 – Five additional desks scheduled to move 3/29/99.</p> <p>Phase 2 projected to complete 30-60 days after Day 1.</p> <p>Implementing agreements are now in place.</p>	<p>Dispatchers will be trained on their new territory using the current processes in place at Conrail.</p>

STB OPERATIONAL MONITORING REPORT

As of March 31, 1999

CSX Customer Service Progress Report

The following report outlines our progress toward the twin goals of 1) Achieving and maintaining customer confidence in the transaction, and 2) Insuring the integration of the acquired territories and personnel into the Customer Service Center in Jacksonville.

The Transition Process

Full scale data testing continues, with scenarios under test covering virtually every kind of data transaction anticipated for Split Day and beyond. As an example, the complete cross-property move of an Intermodal train from Boston to Chicago is reported in the Test Region (off-line), viewing all results for compliance with current reporting standards. Defects are then logged and followed through for correction.

A final coordination meeting is planned for April 14th and 15th. During this session, every Task Leader in the Customer Service operation in both Jacksonville and Pittsburgh will be asked to declare his or her state of readiness for the cut-over. Any trouble spots will receive the full attention of management for correction. All this, it should be noted, is being done in addition to our regularly maintained Customer Interface workplan and weekly readiness conference calls.

Personnel

An implementing agreement has been reached with the Transportation Communications Union, enabling the contract employee selection process for CSXT, NS, and the Shared Areas to begin. On November 20, 1998, CSXT issued notice of intent to acquire 183 clerical employees for the operation of the CSXT acquired areas, to be headquartered temporarily in the Pittsburgh NCSC facility. The roll-down process has been completed. *As many as 70% of the new employees are now on the positions they will occupy on Day One.* Training is proceeding across a broad front, to include all crafts and their supervision. Customer Service is utilizing the three months allowed by the new Split Date to perform additional clerical training.

Non-contract managers continue to co-locate in both Pittsburgh and Jacksonville as these procedures are worked out. The objective is to promote a seamless integration of CR/CSXT operations and cultures.

Customer Familiarization

Shipping guides providing essential information on doing business with CSX have been mailed to customers in the acquired areas. Similar guides, customized for the purpose, have been sent to customers in the Shared Areas.

Electronic Commerce customers have all been prepared for the Split Day conversion. In addition, all customers that will be "flash cut" completely to CSX systems on Day One (the Philadelphia Greenwich Yard area is the principle location) have been identified, and will be systematically briefed on how they will be affected.

STB OPERATIONAL MONITORING REPORT

As of March 31, 1999

STB Status Report on Training

Clerical Employees

We continue to work with CR field representatives to identify trainees for the Pre-Day One training. To alleviate traveling time clerical employees outside their territorial boundaries, adjustments have been made to the schedule and new training sites defined. Service Lane Administrators are scheduling the clerical force for training with T&D. Coordination of training for the Payroll Department continues. A new Clerical payroll trainee guide was developed and submitted to Payroll for review. The Timekeeper's trainee guide is approximately 55% complete. Biweekly participation in the Technology Infrastructure team meetings is providing a means to identify and resolve CR/CSX technical issues. We continue to move as planned with our training milestones.

Train & Engine Service Employees

Pre-Day One T&E Training is presently being conducted by Conrail rules/risk management trainers on the territories to be acquired during the Conrail acquisition. Pre-Day One training for crews assigned to inter-territorial assignments is continuing. Train the Trainer classes for HPO mentors who will assist in Pre-Day One training are scheduled for April. Field Roll Out training materials for T&E employees have been completed.

Crew Management

Split Date training for Crew Management employees is fully developed and scheduled to be delivered in May. Subsequent training to coincide with the implementation of the Transportation Employees Calling System will begin shortly after Split Date and will be completed during the 4th quarter. T&E reference manuals are scheduled to be mailed out. B&O agreement training is scheduled.

Field Transportation Supervisors

Day One CR Trainmaster and Yardmaster training is about 50% complete. Orientation has begun for Mechanical Operations and Train Dispatchers, and is also about 50% complete. All Day One training in these areas should be complete by the middle of May, which is two weeks prior to Split Date. Post Day One training has been developed and piloted for Trainmasters and Yardmasters. Next month we will begin training "implementers" who will assist us in the Day One cutover to CSX.

Scheduling

In March, major training efforts began in the Engineering and Mechanical Departments. Over 30% of Conrail train crews have received orientation training. Extended training for inter-territorial train crews has also begun. Over 980 classes are planned, with 250 instructors now involved in corporate-wide training efforts. Monitors indicate that over 270 classes will be completed by April 1.

194079

Norfolk Southern Corporation

STB Operational Monitoring Report

As of March 31, 1999

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Note: Bold print indicates changes from previous report.

* To be disclosed under a different cover or in a later report.

** Data not required at this time.

Surface Transportation Board Operational Monitoring Report

As of March 31, 1999

LABOR

Labor Implementing Agreements

Labor Organization	Status
International Brotherhood of Boilermakers, Iron Ship Builders, Blacksmiths, Forgers and Helpers	Implementing Agreement reached
United Railway Supervisors Association - on Behalf of claim agents	Implementing Agreement reached
United Railway Supervisors Association - on behalf of engineering supervisors	Implementing Agreement reached
United Railway Supervisors Association - on Behalf of the mechanical department supervisors for the Conrail properties operated by NS	Implementing Agreement reached
National Conference of Firemen & Oilers	Implementing Agreement reached
American Railway and Airway Supervisors Association, Division of TCU, representing Bridge inspectors	Implementing Agreement reached
Fraternal Order of Police	Implementing Agreement reached
International Brotherhood of Electrical Workers	Implementing Agreement reached
Sheet Metal Workers' International Association	Implementing Agreement reached
American Train Dispatchers Department, Brotherhood of Locomotive Engineers	Implementing Agreement reached
International Association of Machinists and Aerospace Workers	Implementing Agreement reached
Transportation Communications International Union	Implementing Agreement reached.
United Transportation Union	Implementing Agreement reached
Brotherhood of Railroad Signalmen	Implementing Agreement reached
United Transportation Union - Yardmasters Department	Implementing Agreement reached
Brotherhood of Locomotive Engineers	Implementing agreement was ratified on all carriers, except for one district on CSXT. Arbitration for that one district occurred on March 18, 1999. The decision is expected by April 15, 1999.
Brotherhood Railway Carmen - Div. TCU and Transport Workers Union of America	Agreement reached with BRC. Arbitration with TWU held on January 22, 1999. The arbitrator issued an award on February 27, 1999 imposing the negotiated agreement. TWU appealed the award to the STB on March 18, 1999.

Surface Transportation Board Operational Monitoring Report

As of March 31, 1999

LABOR

Labor Organization	Status
Brotherhood of Maintenance and Way Employees	Arbitrated Implementing Agreement rendered January 14, 1999. The Referee's decision was appealed to the STB on February 12, 1999. NSR, CSXT and Conrail have reached agreements with BMWE, subject to ratification, which will settle the BMWE petition for review to the STB.

Note: Bold print indicates changes from previous report.

Surface Transportation Board Operational Monitoring Report

As of March 31, 1999

LABOR

Labor-Management Task Forces

Norfolk Southern and the United Transportation Union (UTU) have an ongoing Labor Management Task Force consisting of NS's Vice President - Labor Relations and the President of the UTU. The Task Force encourages frequent communications between upper-level management of the two organizations and has worked well to facilitate an implementing agreement and to assure prompt consideration of implementation and safety issues related to the Conrail transaction.

As of the end of the reporting period, NS has invited organizations with which an implementing agreement has been finalized (and which will continue to represent employees) to form Labor Management Task Forces. Similar to the UTU Task Force, each Task Force will enable upper-level management of NS and the particular labor organization to review issues and concerns about implementation of the Conrail transaction with preservation of the highest levels of safety. Invitations have been sent to: the Boilermakers, Iron Ship Builders, Blacksmiths, Forgers and Helpers; National Conference of Firemen & Oilers; American Train Dispatchers Department of the Brotherhood of Locomotive Engineers; International Brotherhood of Electrical Workers; Sheet Metal Workers International Association; the Transportation Communications International Union; the Association of Machinists and Aerospace Workers; and the Brotherhood of Railroad Signalmen. Each Task Force will be unique to each labor organization, and will involve operations, safety and labor relations staff as appropriate and the craft General Chairmen representing NS and Conrail employees.

A task force meeting with the American Train Dispatchers Department was held on November 17, 1998, at which ongoing training and qualifications procedures were reviewed. A task force meeting with the Brotherhood of Railroad Signalmen was held on February 18, 1999.

Note: Bold print indicates changes from previous report.

Surface Transportation Board Operational Monitoring Report

As of March 31, 1999

CONSTRUCTION AND OTHER CAPITAL PROJECTS

Location		Project	Dept	Phase	Status
Alexandria	IN	Construct track connection Estimated Completion Date: Complete	Track	Design	Complete
				Grading	Complete
				Const	Complete
			Signal	Design	Complete
				Const	Complete
Allentown - Reading	PA	Traffic Control System	Signal	Design	In progress
	PA	Estimated Completion Date: 4Q99		Const	
Angola	NY	Upgrade existing siding, construct new siding Estimated Completion Date: Complete	Track	Design	Complete
				Grading	Complete
				Const	Complete
			Bridge	Design	Complete
				Const	Complete
			Signal	Design	Complete
				Const	Complete
Attica	IN	Extend siding 4,580 track feet Estimated Completion Date: Complete	Track	Design	Complete
				Grading	Complete
				Const	Complete
			Signal	Design	Complete
Boundbrook	NJ	Extend siding 15,000 track feet Estimated Completion Date: 1Q00	Track	Design	Project being defined.
				Grading	
			Signal	Const	
				Design	
Bristol	VA	Extend siding 14,255 track feet Estimated Completion Date: Complete	Track	Design	Complete
				Grading	Complete
				Const	Complete
			Bridge	Design	Complete
				Const	Complete
			Signal	Design	Complete
				Const	Complete
Bucyrus	OH	Construct track connection Estimated Completion Date: Complete	Land		Complete
			Track	Design	Complete
				Grading	Complete
				Const	Complete
			Signal	Design	Complete
Buffalo - Cleveland	NY	Traffic control system and remove pole line.	Signal	Design	In progress
	OH	Estimated Completion Date: 4Q99		Const	In progress
Butler	IN	Construct track connection Estimated Completion Date: 4Q99	Track	Design	Project being defined.
				Grading	
			Signal	Design	
Chicago	IL	Expand and improve 47th St Yard Intermodal Terminal Estimated Completion Date: 4Q99	Track	Design	In progress
				Grade/Pave	
Cloggsville	OH	Track Rehabilitation Estimated Completion Date: Complete	Track	Design	Complete
				Const	Complete

Surface Transportation Board Operational Monitoring Report

As of March 31, 1999

CONSTRUCTION AND OTHER CAPITAL PROJECTS

Location	Project	Dept	Phase	Status
Cloggsville	OH Construct second main Estimated Completion Date: 4Q99	Track	Design	In progress
			Grading	
		Bridge	Design	In progress
Columbus	OH Construct track connection Estimated Completion Date: Complete		Const	
		Signal	Design	
			Const	
Crockett	VA Construct 9,100 foot new siding Estimated Completion Date: Complete	Track	Design	Complete
			Grading	Complete
			Const	Complete
Croxtton	NJ Expand and improve intermodal terminal Estimated Completion Date: 4Q99	Signal	Design	Complete
			Const	Complete
E-Rail	NJ Expand and improve intermodal terminal Estimated Completion Date: 3Q99	Land	Design	Complete
		Track	Design	Complete
			Grading	Complete
Erie	PA Erie Track Realign Project Estimated Completion Date: 4Q99		Const	Complete
		Bridge	Design	Complete
			Const	Complete
Flemington	NJ Construct 12,500 foot siding Estimated Completion Date: 1Q00	Signal	Design	Complete
			Const	Complete
Hadley Jct (Ft Wayne)	IN Double tracking Estimated Completion Date: 4Q99	Track	Design	Project being defined.
			Grading	
			Const	
Hagerstown Sec (Greencastle)	PA Construct siding Estimated Completion Date: Complete	Signal	Design	Project being defined.
			Const	
Hagerstown Sec	PA Traffic Control Estimated Completion Date: 4Q99	Track	Design	Complete
			Grading	Complete
			Const	Complete
Hagerstown Sec	PA Traffic Control Estimated Completion Date: 4Q99	Signal	Design	Complete
			Const	Complete

Surface Transportation Board Operational Monitoring Report

As of March 31, 1999

CONSTRUCTION AND OTHER CAPITAL PROJECTS

Location	Project	Dept	Phase	Status
Harrisburg (Rutherford)	PA Construct intermodal terminal Estimated Completion Date: 2Q00	Track	Design	In progress
			Grade/Pave	
Harrisburg - Reading	PA Traffic Control System and remove pole line PA Estimated Completion Date: 4Q99	Signal	Design	In progress
			Const	
KD Tower - Cumberland Falls	KY Extending double track 10,120 feet KY Estimated Completion Date: 2Q99	Track	Design	Complete
			Grading	In progress
			Const	In progress
		Signal	Design	Complete
			Const	In progress
Knoxville - Chattanooga	TN Double Stack Clearances TN Estimated Completion Date: Complete	Track	Design	Complete
			Const	Complete
		Bridge	Design	Complete
Marshfield	IN Upgrade and extend siding 7,908 feet Estimated Completion Date: Complete	Land		Complete
		Track	Design	Complete
			Grading	Complete
			Const	Complete
		Bridge	Design	Complete
			Const	Complete
		Signal	Design	Complete
			Const	Complete
Oak Harbor	OH Construct track connection Estimated Completion Date: Complete	Land		Complete
		Track	Design	Complete
			Grading	Complete
			Const	Complete
		Signal	Design	Complete
			Const	Complete
Pattensburg	NJ Clearance-9 Bridges Estimated Completion Date: 2Q99	Bridge	Design	Complete
			Const	In progress
Pattensburg	NJ Siding Extensions Estimated Completion Date: Complete	Track	Design	Complete
			Grading	Complete
			Const	Complete
		Signal	Design	Complete
			Const	Complete
Pattensburg	NJ Tunnel Clearance Estimated Completion Date: 2Q99	Bridge	Design	Complete
			Const	In progress
Philadelphia	PA Construct crossover - Zoo Estimated Completion Date: 4Q99	Track	Design	Project being defined
			Grading	
			Const	
		Signal	Design	
			Const	
Piney Flats	TN Extend siding 6,610 feet Estimated Completion Date: Complete	Land		Complete
		Track	Design	Complete
			Grading	Complete
			Const	Complete
		Signal	Design	Complete
			Const	Complete

Surface Transportation Board Operational Monitoring Report

As of March 31, 1999

CONSTRUCTION AND OTHER CAPITAL PROJECTS

Location	Project	Dept	Phase	Status
Port Reading	NJ Chemical Coast Clearance Projects Estimated Completion Date: 4Q99	Track	Design Const	In progress
		Bridge	Design Const	In progress
Rader	TN Extend siding 5,187 feet Estimated Completion Date: Complete	Land		Complete
		Track	Design	Complete
			Grading	Complete
			Const	Complete
		Bridge	Design Const	Complete Complete
		Signal	Design Const	Complete Complete
Reading - Philadelphia	PA Traffic Control System and remove pole line PA Estimated Completion Date: 2Q00	Signal	Design Const	In progress
Riverton Jct - Roanoke	VA Clearance projects VA Estimated Completion Date: Complete	Bridge	Design Const	Complete Complete
Sandusky (Bellevue)	OH Construct Triple Crown Terminal Estimated Completion Date: 2Q99	Track	Design	Complete
			Grade/Pave	Complete
		Building	Const	In progress
Sidney	IL Construct track connection Estimated Completion Date: Complete	Track	Design Grading Const	Complete Complete Complete
		Signal	Design Const	Complete Complete
Sido	MO Double tracking 36,458 track feet Estimated Completion Date: Complete	Track	Design Grading Const	Complete Complete Complete
		Bridge	Design Const	Complete Complete
		Signal	Design Const	Complete Complete
Sloan	IL Extend siding 5,027 track feet Estimated Completion Date: Complete	Track	Design Grading Const	Complete Complete Complete
		Signal	Design Const	Complete Complete
Southern Tier	NY Southern Tier Rehabilitation Estimated Completion Date: 4Q99	Track	Const	Project being defined.
		Bridge	Design Const	In progress
St Louis (Mitchell)	MO Expand Mitchell Triple Crown Terminal Estimated Completion Date: 2Q99	Track	Design	In progress
			Grade/Pave	
		Signal	Design Const	In progress
Toledo	OH Intermodal Terminal Estimated Completion Date: 4Q99	Track	Design Grade/Pave	Project being defined.

Surface Transportation Board Operational Monitoring Report

As of March 31, 1999

CONSTRUCTION AND OTHER CAPITAL PROJECTS

Location	Project	Dept	Phase	Status
Tolono	IL Track Connection Estimated Completion Date: 2Q99	Track	Design	Complete
			Grading	Complete
			Const	Complete
		Signal	Design	Complete
			Const	In progress
Vermillion	OH Track Connection Estimated Completion Date: Complete	Land		Complete
		Track	Design	Complete
			Grading	Complete
			Const	Complete
		Signal	Design	Complete
			Const	Complete

Note: Bold print indicates changes from previous report. If status of project phase is blank, work on that part of the project has not yet begun.

Surface Transportation Board Operational Monitoring Report
As of March 31, 1999

INFORMATION TECHNOLOGY

Systems Integration

The NS technology integration strategy calls for NS systems to be used on the Conrail properties that NS will operate. Some of the NS systems will be operational for the new area effective Closing Date, while others, particularly the transportation systems, will be integrated geographically over a period of several months after Closing Date.

There are two components that are required to implement this strategy. First, NS's systems group must ensure that our systems have the capacity to accommodate the operation of the new territory. Second, the Conrail systems group must modify existing Conrail systems so that they will become compatible with the NS systems upon Closing Date.

In order to prepare for the implementation of the new systems, each project must go through a planning stage and a development stage. The planning stage of the systems integration process involves the analysis and preparation of functional and technical specifications for the systems and the subsequent development stage involves the construction (coding), and testing of the systems.

There are three phases of testing through which our transportation and operations systems must undergo: unit, systems and integration. All of the operations systems have completed or are nearly finished with integration testing. The integration testing of the transportation systems is underway and will be complete in the Second Quarter of 1999. Once the new systems are implemented across all of the NS geography, use of the Conrail systems will be discontinued.

Note: Bold print indicates changes from previous report.

Surface Transportation Board Operational Monitoring Report
As of March 31, 1999

INFORMATION TECHNOLOGY

Systems and Personnel Training

Operating Area	Project	Status
TRANSPORTATION		
Car Management and Movement Includes Thoroughbred Yard Enterprise System (TYES) and Central Yard Operations (CYO) System	Systems – Multiple projects	Development. Systems and integration testing Estimated completion date: 2Q99
	Personnel Training	
	Prepare training materials for TYES and CYC	Complete
	Trainer orientation	In progress
	TYES training at Conrail locations	In progress
Train Dispatching	Systems	Development complete; Currently in implementation Estimated Completion date: 2Q99
	Personnel Training	
	Prepare computer-based training materials for Norfolk Southern Train Information System (TIS) and Train System Accident Reporting System (TSAR).	Complete
Locomotive Management	Train Conrail employees at Dearborn, Pittsburgh, and Mt. Laurel	Estimated beginning date: 2Q99
	Systems	Development complete; Integration testing in progress Estimated completion date: 2Q99
	Personnel Training	
	Prepare training materials; conduct pilot sessions	Complete
	Trainer orientation	Estimated completion date: 2Q99
	Train employees at 8 Conrail locations	Estimated completion date: 2Q99

Surface Transportation Board Operational Monitoring Report

As of March 31, 1999

INFORMATION TECHNOLOGY

Operating Area	Project	Status
OPERATIONS PERSONNEL		
Crew Management	Systems	Final stages of integration testing Estimated completion date: 2Q99
	Personnel Training	
	Prepare training materials	Complete
	Train Conrail employees	Estimated completion date: 2Q99
Train and Engine (T&E) Payroll	Personnel Training	
	Prepare training materials; conduct pilot sessions	Complete
	Train T&E crews	Estimated beginning date: 2Q99
Non-Train and Engine Payroll	Personnel Training	
	Prepare training materials; conduct pilot sessions	Complete
	Trainer orientation	In progress
	Train Conrail employees	Estimated completion date: 2Q99
CUSTOMER SERVICE		
Electronic Customer Connectivity	Systems	Development and testing Estimated completion date: 2Q99
	Personnel Training	
	Testing new systems	Estimated completion date: 2Q99
	Customer Coordination	
	Information to be distributed to customers	In progress
National Customer Service Center	Personnel Training	
	Prepare training materials	Complete
	Train employees in Pittsburgh and Atlanta	In progress

Note: Bold print indicates changes from previous report.

Surface Transportation Board Operational Monitoring Report

As of March 31, 1999

CUSTOMER SERVICE

Transition Process

Transition team members for NS have been selected and confirmed to work in Philadelphia in Customer Service for an undetermined period of time after Split Date. Space has been defined and equipment will be set up in the near future for this group to operate from.

Personnel

A transition team for Customer Service has been organized, staff selected, and will be functional after Split Date, in quarters located in Philadelphia, for an undetermined period of time. Additional training stations have been set up at three locations – Conway Yard (Pittsburgh), Elkhart, Indiana, and Columbus, Ohio – for training personnel involved in implementing new data systems on NS portions of Conrail. We have consummated a contract with an outside firm to supply 50 additional trainers, beginning November 30th, to assist in systems rollout. Supervisory positions have now all been filled for Data Quality and the Agency Operations Center. We also still expect to make offers to approximately 215 Conrail agreement personnel when implementing agreements have been consummated with TCU. **For those positions in Customer Service which Conrail personnel elected not to fill, NS is in the process of interviewing and training additional personnel.**

Customer Awareness

NS continues to host customer meetings to evaluate and provide feedback on the Company's planning processes and strategies. **NS continues to make numerous meetings and presentations in order to keep our customers informed.**

The Customer Resource Guide has been completed and is in the process of being distributed. This guide will provide customers with all resources and information necessary for doing business with the new NS.

The Help Desk Directory, to be released at a later date, will also provide a way for customers and employees to easily obtain information about NS. This guide to services and benefits will list key phone numbers that will connect users to areas that may assist them in answering questions about NS. It will be available in three formats: a pocket guide for employees, a list for customers and an expanded version available for downloading from the internet.

Note: Bold print indicates changes from previous report.

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GUERRIERI, EDMOND & CLAYMAN, P.C.

1331 F STREET, N.W.
WASHINGTON, D.C. 20004

(202) 624-7400
FACSIMILE (202) 624-7420

JOSEPH GUERRIERI, JR.
JOHN A. EDMOND
ROBERT S. CLAYMAN
DEBRA L. WILLEN
JEFFREY A. BARTOS
ANNA L. FRANCIS*
ELISE B. STEINBERG
ANDREA HOLLAND LARUE*

*Not Admitted to D.C.

April 3, 1998



VII. HAND DELIVERY

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

Re: STB Finance Docket No. 33388 Oral Argument

Enclosed for filing in the above-referenced proceeding, please find an original and 25 copies of the International Association of Machinists and Aerospace Workers' ("IAM") Notice Of Intent To Participate In Oral Argument. Also enclosed is a 3.5" diskette containing the text of this filing in WordPerfect 6.0/6.1 format.

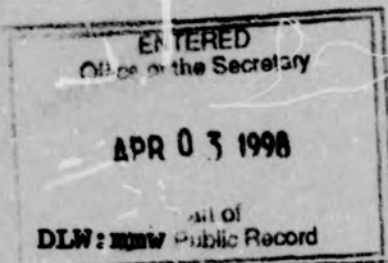
I have included an additional copy to be date-stamped and returned with our messenger.

Thank you for your attention to this matter.

Sincerely,

Debra L. Willen

Debra L. Willen
Counsel for the IAM



cc: Allison Beck, Esq.
Mark Filipovic
Robert L. Reynolds

**BEFORE THE
SURFACE TRANSPORTATION BOARD**



FINANCE DOCKET NO. 33388

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

**THE INTERNATIONAL ASSOCIATION OF MACHINISTS
AND AEROSPACE WORKERS' NOTICE OF
INTENT TO PARTICIPATE IN ORAL ARGUMENT**

Pursuant to Decision No. 70 in this proceeding, the International Association of Machinists and Aerospace Workers ("IAM") hereby gives notice of its intent to participate in oral argument, scheduled for June 4, 1998, and requests argument time.

The IAM opposes the primary application. The IAM has agreed to share argument time with the other labor organizations opposing the primary application, namely, the Allied Rail Unions ("ARU"), the Transportation Communications International Union ("TCU"), and the United Railway Supervisors Association ("URSA"). For the reasons set forth in the ARU's notice of their intent to participate, the unions opposed to the application, including the IAM, jointly request forty (40) minutes of argument time to be allocated among them as they see fit.

The IAM intends to address the following issues in oral argument:

(1) whether the proposed transaction should be rejected because of its adverse impact upon the affected employees;

(2) whether the proposed transaction should be disapproved because of anticipated safety problems; and

(3) whether, in the event that the primary application is approved, the applicants' plan to abrogate the Conrail collective bargaining agreements should be rejected.

Respectfully submitted,

Debra L. Willen

Joseph Guerrieri, Jr.
Debra L. Willen
GUERRIERI, EDMOND & CLAYMAN, P.C.
1331 F Street, N.W., Suite 400
Washington, DC 20004
(202) 624-7400

Counsel for the IAM

Date: April 3, 1998

CERTIFICATE OF SERVICE

I hereby certify that copies of the International Association of Machinists and Aerospace Workers' Notice of Intent to Participate in Oral Argument were served this 3rd day of April, 1998, by first-class mail, postage pre-paid, upon all parties of record in this proceeding.

Debra L. Willen
Debra L. Willen

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GUERRIERI, EDMOND & CLAYMAN, P.C.

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ANNA L. FRANCES
ELISE B. STEINBERG
ANDREA HOLLAND LARUE*

*Not Admitted in D.C.



April 3, 1998



VIA HAND DELIVERY

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

Re: STB Finance Docket No. 33388 Oral Argument

Enclosed for filing in the above-referenced proceeding, please find an original and 25 copies of the United Railway Supervisors Association's ("URSA") Notice Of Intent To Participate In Oral Argument. Also enclosed is a 3.5" diskette containing the text of this filing in WordPerfect 6.0/6.1 format.

I have included an additional copy to be date-stamped and returned with our messenger.

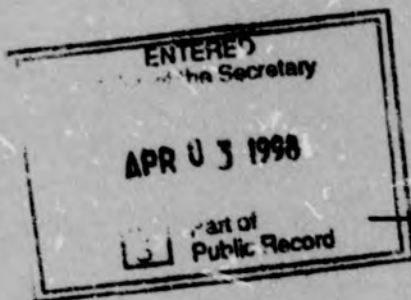
Thank you for your attention to this matter.

Sincerely,

Debra L. Willen
Counsel for URSA

DLW:nnw

cc: Norman Schultz
Richard P. Miller
W.P. Hernan, Jr.
L.A. Michaels



**BEFORE THE
SURFACE TRANSPORTATION BOARD**



FINANCE DOCKET NO. 33388

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

**THE UNITED RAILWAY SUPERVISORS ASSOCIATION'S
NOTICE OF INTENT TO PARTICIPATE IN ORAL ARGUMENT**

Pursuant to Decision No. 70 in this proceeding, the United Railway Supervisors Association ("URSA") hereby gives notice of its intent to participate in oral argument, scheduled for June 4, 1998, and requests argument time.

URSA opposes the primary application. URSA has agreed to share argument time with the other labor organizations opposing the primary application, namely, the Allied Rail Unions ("ARU"), the Transportation Communications International Union ("TCU"), and the International Association of Machinists and Aerospace Workers ("IAM"). For the reasons set forth in the ARU's notice of their intent to participate, the unions opposed to the application, including URSA, jointly request forty (40) minutes of argument time to be allocated among them as they see fit.

URSA intends to address the following issues in oral argument:

(1) whether the proposed transaction should be rejected because of its adverse impact upon the affected employees;

(2) whether the proposed transaction should be disapproved because of anticipated safety problems; and

(3) whether, in the event that the primary application is approved, the applicants' plan to abrogate the Conrail collective bargaining agreements and effectively extinguish URSA's representation certifications should be rejected.

Respectfully submitted,

Debra L. Willen

Debra L. Willen
GUERRIERI, EDMOND & CLAYMAN, P.C.
1331 F Street, N.W., Suite 400
Washington, DC 20004
(202) 624-7400

Counsel for URSA

Date: April 3, 1998

CERTIFICATE OF SERVICE

I hereby certify that copies of the United Railway Supervisors Association's Notice of Intent to Participate in Oral Argument were served this 3rd day of April, 1998, by first-class mail, postage pre-paid, upon all parties of record in this proceeding.

Debra L. Willen

Debra L. Willen

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AMERICAN TRUCKING ASSOCIATIONS



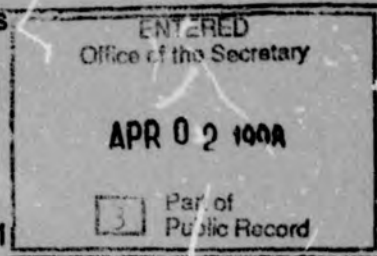
2200 Mill Road • Alexandria, VA 22314-4677

Kenneth E. Siegel
Deputy General Counsel

Tel. (703) 838-1857
Fax (703) 683-3226

April 2, 1998

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Suite 700
Case Control Unit
925 K Street, N.W.
Washington, D.C. 20423-0001



Re: STB Finance Docket No. 33388 Oral Argument

Dear Secretary Williams:

American Trucking Associations ("ATA") intends to participate at the oral argument that the Surface Transportation Board will hold in the above entitled matter on June 4, 1998. ATA will limit its presentation to those matters addressed in its comments and briefs involving safe operations of intermodal equipment and improvement of conditions at rail/highway crossings. Subject to the imposition of these and the other conditions requested by it, ATA does not oppose the primary transaction. ATA will be taking no position on the responsive applications and other requests for conditions, although it would support those proposals seeking increased competition in those areas proposed to be served by one railroad after the completion of the instant acquisition. ATA requests 8 minutes of speaking time. The undersigned will be making the presentation on behalf of ATA.

Enclosed are 25 copies of this letter. Please time and date stamp the extra copy of this letter and return it with our messenger. Thank you for your assistance. If you have any questions, please call me.

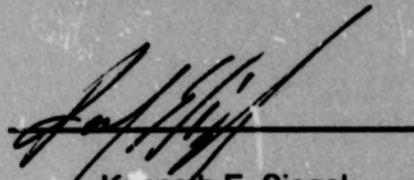
Sincerely,

Kenneth E. Siegel
Counsel for American
Trucking Associations, Inc.

Enclosures

Honorable Vernon A. Williams
April 2, 1998
Page 2

I hereby certify that I have caused this letter to be served by first class mail, postage pre-paid on all parties of record in STB Finance Docket No. 33388.

A handwritten signature in dark ink, appearing to read "Kenneth E. Siegel", is written over a solid horizontal line.

Kenneth E. Siegel
Date

STB

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186887

LAW OFFICES

EARL L. NEAL & ASSOCIATES, L.L.C.

EARL L. NEAL
MICHAEL D. LEBOY
ANNE L. FREDD
RICHARD F. FRIEDMAN
TERRANCE L. DIAMOND

LANGDON D. NEAL
D. RAINELL RAJIS
FRANCINE D. LYNCH
GRADY B. MURDOCK, JR.
JEANETTE SUBSETT
JEROME A. GREGAN
J. PAULA RODERICK
HEIDEL E. GRAMAM
ELIZABETH GRAMAJOS
SHARON L. TILLER
ROBERT E. MESA

OF COUNSEL
GEORGE N. LIGHTON
EARL J. BARNES

ENTERED
Office of the Secretary

MAR 31 1998

Part of
Public Record

March 30, 1998



SURFACE TRANSPORTATION BOARD

Office of the Secretary

Case Control Unit

1925 K Street, N.W.

Washington, DC 20423-0001

Re: Finance Docket No. 33388- Oral Argument

Ladies and Gentlemen:

In connection with the above-captioned docket, and pursuant to Decision No. 70, decided March 10, 1998, the Illinois International Port District (Port of Chicago) requests participation in the oral argument in this cause scheduled for June 4, 1998.

In accordance with Decision No. 70, the Port of Chicago states:

1. The issues proposed to be addressed are: the Port of Chicago's Request for Conditions (Port/Chi-2); the impact upon intermodal competition at the Port of Chicago and the service to shippers located on the east side at the Port of Chicago resulting from the applicant's proposed purchase of Conrail's assets; the detriment to service at the east side of the Port of Chicago caused by the applicant's proposed closing of the Calumet Yard; and the inequitable impact at the Port of Chicago of single carrier service in comparison with the Shared Service Asset arrangements at other ports on the east coast.

2. As a party of record, the Port of Chicago seeks to support its Request for Conditions (Port/Chi-2).

3. The Port of Chicago proposes to limit its presentation to ten minutes.

SURFACE TRANSPORTATION BOARD

**Attn: Honorable Vernon A. Williams
Secretary**

March 30, 1998

Page 2

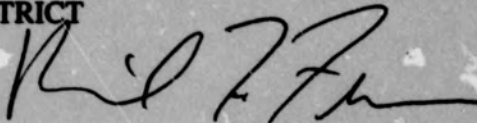
With this original, I enclose 25 copies plus one 3.5" disk.

Should you have any questions in connection with this matter, please do not hesitate to contact the undersigned.

Very truly yours,

EARL L. NEAL & ASSOCIATES, L.L.C.

**Attorneys for ILLINOIS INTERNATIONAL PORT
DISTRICT**



By: **Richard F. Friedman**

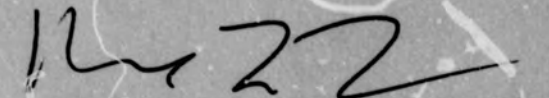
**RFF/ck
Enclosures**

cc: **All parties of record**

CERTIFICATE OF SERVICE

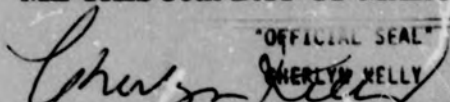
RICHARD F. FRIEDMAN, an attorney, being duly sworn, states that he caused the attached *request to participate at oral argument of Illinois International Port District (Port/Chi-5)*, to be served on the following parties, as follows:

1. All parties of record by causing the same to be mailed by Ikon Document Services to the parties of record, postage prepaid, by United States Mail, prior to 9:00 p.m. on March 30, 1998.



Richard F. Friedman

**SUBSCRIBED AND SWORN TO BEFORE
ME THIS 30th DAY OF MARCH, 1998.**


"OFFICIAL SEAL"
SHERILYN KELLY
NOTARY PUBLIC, STATE OF ILLINOIS
COMMISSION EXPIRES 06/04/99

SERVICE LIST- DOCKET NO. 33388

DAVID G ABRAHAM
7315 WISCONSIN AVE.- SUITE 400W
BETHESDA MD 20814
Represents: INDIANA PORT COMMISSION

RICHARD A. ALLEN
ZUCKERT, SCOUT, RASENBERGER
888 17TH STREET N W STE 600
WASHINGTON DC 20006-3939
Represents: CSX-NS-CONRAIL
NORFOLK SOUTHERN CORPORATION
NORFOLK SOUTHERN RAILWAY
COMPANY

CHARLES E ALLENBAUGH JR
EAST OHIO STONE COMPANY
2000 W BESSON ST
ALLIANCE OH 44601
Represents: EAST OHIO STONE COMPANY

WILLIAM D ANKNER PHD
RI DEPT OF TRANSPORTATION
TWO CAPITOL HILL
PROVIDENCE RI 02903
Represents: RHODE ISLAND DEPARTMENT
OF TRANSPORTATION

DONALD G AVERY
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036-3003
Represents: AMVEST CORPORATION
EAST JERSEY RAILROAD COMPANY
NATIONAL RAILROAD PASSENGER
CORPORATION (AMTRAK)
THE EAST NEW JERSEY RAILROAD
COMPANY
VAUGHAN RAILROAD COMPANY

T SCOTT BANNISTER
T SCOTT BANNISTER AND ASSOCIATES
1300 DES MOINES BLDG ;
405 SIXTH AVENUE
DES MOINES IA 50309
Represents: IOWA INTERSTATE RAILROAD
LTD

J R BARBEE
GENERAL CHAIRPERSON UTU
P.O. BOX 9599
KNOXVILLE TN 37940-1998
Represents: UNITED TRANSPORTATION
UNION GENERAL COMMITTEE OF
ADJUSTMENT GO-898

JANICE G BARBER
BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY
3017 LOU MENK DRIVE
FORT WORTH TX 76131
Represents:

HARRY C BARBIN, ESQ. P A I.D. NO.08539
WILLIAM M O'CONNELL, III. ESQ P A I.D.
NO 20023; BARBIN LAUFFER &
O'CONNELL
608 HUNTINGDON PIKE
ROCKLEDGE PA 19046
Represents: BARBIN LAUFFER &
O'CONNELL
CHARLES D NESTER
DONALD E KRAFT
H C KOHOUT
JACQUELINE A MACE
LAWRENCE CIRILLO
PAUL I ENGELHART
PAUL J ENGELHART ET AL
ROBERT E GRAHAM
THOMAS F MEEHAN JR.
WILLIAM J MCILFATRICK

STEPHEN L. BASSFORD
L E PEABODY & ASSOCIATES INC
1501 DUKE STREET SUITE 200
ALEXANDRIA VA 22314-2401
Represents:

DINAH BEAR
COUNCIL ON ENVIRONMENTAL
QUALITY
722 JACKSON PLACE NW
WASHINGTON DC 20503
Represents:

JAMES L BELCHER
EASTMAN CHEMICAL COMPANY
PO BOX 431
KINGSPORT TN 37662
Represents: EASTMAN CHEMICAL CO

MARTIN W. BERCOVICI
KELLER & HECKMAN
1001 G ST NW SUITE 500 WEST
WASHINGTON DC 20001
Represents: ARCO CHEMICAL COMPANY
EIGHTY-FOUR MINING COMPANY
SOCIETY OF PLASTICS INDUSTRY
THE SOCIETY OF THE PLASTICS
INDUSTRY INC

DAVID BERGER
BERGER AND MONTAGUE, P. C.
1622 LOCUST ST
PHILADELPHIA PA 19103-6305
Represents: A HERB KEREKESCH AND
GEORGE DONAHUE

CHARLES D BOLAM
UNITED TRANSPORTATION UNION
1400-20TH STREET
GRANITE CITY IL 62040
Represents: UNITED TRANSPORTATION
UNION-GENERAL COMMITTEE OF
ADJUSTMENT

WILLIAM A BON, GENERAL COUNSEL
BROTHERHOOD OF MAINTENANCE OF
WAY EMPLOYEES
26555 EVERGREEN ROAD SUITE 200
SOUTHFIELD MI 48076
Represents:

KARYN A BOOTH
DONELAN CLEARY WOOD AND
MASER PC
1100 NEW YORK AVE NW SUITE 750
WASHINGTON DC 20005
Represents: AK STEEL CORPORATION
ANKER ENERGY CORPORATION ETAL

ANTHONY BOTTALICO UTU

420 LEXINGTON AVE-ROOM 458-460
NEW YORK NY 10017
Represents: UNITED TRANSPORTATION
UNION GENERAL COMMITTEE OF
ADJUSTMENT GO-532

WILLIAM T BRIGHT
P O BOX 149
200 GREENBRIER ROAD
SUMMERSVILLE WV 26651
Represents: THE WEST VIRGINIA ASSOC
FOR ECONOMIC DEVELOPMENT
THROUGH THE JOINT USE OF CONRAIL
TRACKS BY NORFOLK SOUTHERN AND
CSXT

ANITA R BRINDZA
THE ONE FIFTEEN HUNDRED BUILDING
11500 FRANKLIN BLVD SUITE 104
CLEVELAND OH 44102
Represents: WESTERN-ELMWOOD-BEREA
CORPORATION

STEPHEN H BROWN
VORYS SATER SEYMOUR AND PEASE
1828 L STREET N W
WASHINGTON DC 20036
Represents: FRATERNAL ORDER OF
POLICE NATIONAL LABOR COUNCIL
CONRAIL NO 1

CHRISTOPHER J BURGER PRESIDENT
CENTRAL RAILROAD COMPANY OF
INDIANAPOLIS
500 NORTH BUCKEYE
KOKOMO IN 46903-0554
Represents: CENTRAL RAILROAD
COMPANY OF INDIANAPOLIS

BILL CAMPBELL
MAYOR CITY OF ATLANTA
55 TRINITY AVENUE, S.W.
ATLANTA GA 30335-0300
Represents:

ROSS L CAPON
NATL ASSOC OF RAILROADS PASSENGER

900 SECOND ST N STE 308
WASH DC 20002-3557
Represents: NATIONAL ASSOCIATION OF
RAIL ROAD PASSENGERS

EILEEN CAREY
CITY OF CHICAGO CITY HALL RM 700
121 NORTH LASALLE STREET
CHICAGO IL 60602
Represents:

HAMILTON L CARMOUCHE,
CORPORATION COUNSEL
CITY OF GARY
401 BROADWAY 4TH FLOOR
GARY IN 46402
Represents: CITY OF GARY INDIANA

RICHARD C CARPENTER
1 SELLECK STREET SUITE 210
EAST NORWALK CT 06855
Represents: SOUTH WESTERN REGION
METROPOLITAN PLANNING
ORGANIZATION
SOUTH WESTERN REGIONAL PLANNING
AGENCY

CHARLES M CHADWICK
MARYLAND MIDLAND RAILWAY INC
P O BOX 1070
UNION BRIDGE MD 21791
Represents:

ANGELO J CHICK JR, LOCAL CHAIRMAN
P O BOX 908
48398 OLD GOOSE BAY ROAD
REDWOOD NY 13679
Represents: BROTHERHOOD OF
LOCOMOTIVE ENGINEERS DIVISION 227

SYLVIA CHINN-LEVY
INTERGOVERNMENTAL CO-OP
969 COPLEY ROAD

AKRON OH 44320-2992
Represents: NORTHEAST OHIO FOUR
COUNTY REGIONAL PLANNING &
DEVELOPMENT ORGANIZATION

ELAINE L CLARK
MAINE DEPT OF TRANSPORTATION
16 STATE HOUSE STATION
AUGUSTA ME 04333
Represents: MAINE DEPARTMENT OF
TRANSPORTATION

NICOLE E. CLARK
WACHTELL, LIPTON, ROSEN & KATZ
51 WEST 52ND STREET
NEW YORK NY 10019-6150
Represents:

DENNIS COFFEY
TEN PARK PLACE
BOSTON MA 02116
Represents:

PAUL D. COLEMAN
HOPPEL MAYER & COLEMAN
1000 CONNECTICUT AVE NW-SUITE 400
WASHINGTON DC 20036-5302
Represents: DELAWARE RIVER PORT
AUTHORITY; PHILADELPHIA REGIONAL
PORT AUTHORITY
SOUTH JERSEY PORT CORPORATION
THE PORT OF PHILADELPHIA AND
CAMDEN INC

JOHN F COLLINS
COLLINS, COLLINS, & KANTOR PC
267 NORTH STREET
BUFFALO NY 14201
Represents: CONRAIL GENERAL
COMMITTEE OF ADJUSTMENT
NEW YORK STATE LEGISLATIVE BOARD
R W GODWIN GENERAL CHAIRMAN

MICHAEL CONNELLY
CITY OF EAST CHICAGO
4525 INDIANAPOLIS BLVD
EAST CHICAGO IN 46312

Represents: CITY OF EAST CHICAGO
INDIANA

ROBERT J COOPER
GENERAL CHAIRPERSON UTU
1238 CASS ROAD
MAUMEE OH 43537
Represents:

J DOYLE CORMAN
MAIN LINE MGMNT SERVICES INC
520 FELLOWSHIP ROAD STE A-105
MOUNT LAUREL NJ 08054-3407
Represents:

JOHN J COSCIA, EXECUTIVE DIRECTOR
DELAWARE VALLEY REGIONAL
PLANNING COMMISSION
111 SOUTH INDEPENDENCE MALL EAST
PHILADELPHIA PA 19106
Represents: DELAWARE VALLEY
REGIONAL PLANNING COMMISSION

STEVE M COULTER
EXXON COMPANY USA
PO BOX 3272
HOUSTON TX 77253-3272
Represents: EXXON CHEMICALS
AMERICAS; EXXON COMPANY U S A

JEAN M CUNNINGHAM
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036
Represents:

PAUL A CUNNINGHAM
HARKINS CUNNINGHAM
1300 19TH STREET, N. W., STE 600
WASHINGTON DC 20036
Represents: CONRAIL; CONRAIL INC
CONSOLIDATED RAIL CORPORATION

M W CURRIE
GENERAL CHAIRPERSON UTU
3030 POWERS AVENUE STE 2
JACKSONVILLE FL 32250
Represents: UNITED TRANSPORTATION

UNION GO-851

JOHN M. CUTLER, JR.
MCCARTHY SWEENEY HARKAWAY
1750 PENNSYLVANIA AVE N W
SUITE 1105
WASHINGTON DC 20036
Represents: ORANGE AND ROCKLAND
UTILITIES INC

IRWIN L. DAVIS
1900 STATE TOWER BLDG.
SYRACUSE NY 13202
Represents: METROPOLITAN
DEVELOPMENT ASSOCIATION OF
SYRACUSE & CENTRAL
NEW YORK INC

SANDRA J. DEARDEN
MDCO CONSULTANTS, INC.
407 SOUTH DEARBORN, SUITE 1145
CHICAGO IL 60605
Represents: MDCO CONSULTANTS INC

WILLIAM DICKERSON
U S ENVIRONMENTAL PROTECTION
AGENCY
401 M STREET SW (2252A)
WASHINGTON DC 20460
Represents:

NICHOLAS J. DIMICHAEL
DONELAN, CLEARY, ET AL.
1100 NEW YORK AVENUE N W STE 750
WASHINGTON DC 20005-3934
Represents: WEST VIRGINIA COALS, INC.

DAVID W. DONLEY
3361 STAFFORD ST
PITTSBURGH PA 15204-1441
Represents: WEIRTON STEEL
CORPORATION

PAUL M. DONOVAN
LAROE, WINN, ETAL
3506 IDAHO AVE NW
WASHINGTON DC 20016
Represents: PORT AUTHORITY OF NEW

YORK AND NEW JERSEY

KELVIN J. DOWD
SLOVER & LOFTUS
1224 17TH STREET N W
WASHINGTON DC 20036
Represents: CONSUMERS ENERGY
COMPANY: GPU GENERATION INC

CLARK EVANS DOWNS
JONES, DAY, REAVIS & POGUE
1450 G STREET N W
WASHINGTON DC 20005-2088
Represents: NATIONAL LIME & STONE
COMPANY

DANIEL DUFF
AMERICAN PUBLIC TRANSIT ASSOC
1201 NEW YORK AV NW
WASH DC 20005
Represents: AMERICAN PUBLIC TRANSIT
ASSOCIATION

JOHN K DUNLEAVY
ASSISTANT ATTORNEY GENERAL
133 STATE STREET STATE ADM BLDG
MONTPELIER VT 05633-5001
Represents: STATE OF VERMONT

DONALD W DUNLEVY
230 STATE STREET
UTU STATE LEG DIR
PA AFL-CIO BLDG 2ND FL
HARRISBURG PA 17101-1138
Represents: UNITED TRANSPORTATION
UNION PENNSYLVANIA STATE
LEGISLATIVE BOARD

FAY D DUPUIS, CITY SOLICITOR
CITY HALL
801 PLUM STREET ROOM 214
CINCINNATI OH 45202
Represents: CITY OF CINCINNATI OHIO

MARTIN T DURKIN ESQ
DURKIN & BOGGIA ESQS
PO BOX 378
71 MT VERNON STREET
RIDGEFIELD PARK NJ 07660

Represents: VILLAGE OF RIDGEFIELD
PARK NEW JERSEY

DAVID DYSARD
TMACOG
PO BOX 9508
300 CENTRAL UNION PLAZA
TOLEDO OH 43697-9508
Represents: TOLEDO METRO AREA
COUNCIL OF GOVT

GARY A EBERT
CITY OF BAY VILLAGE
350 DOVER CENTER ROAD
BAY VILLAGE OH 44140
Represents: CITY OF BAY VILLAGE OHIO

RICHARD S. EDELMAN
HIGHSAW MAHONEY CLARKE
1050 SEVENTEENTH ST., N W, SUITE 210
WASHINGTON DC 20036
Represents: ALLIED RAIL UNIONS

ROBERT EDWARDS
EASTERN TRANSPORT AND LOGISTICS
1109 LANETTE DRIVE
CINCINNATI OH 45230
Represents: EASTERN TRANSPORT AND
LOGISTICS

GARY EDWARDS SUPERINTENDENT OF
RR OPERATIONS
SOMERSET RAILROAD
7725 LAKE ROAD
BARKER NY 14012
Represents: SOMERSET RAILROAD
CORPORATION

DANIEL R. ELLIOTT III ASST GENERAL
COUNSEL
UNITED TRANSPORTATION UNION
14600 DETROIT AVENUE
CLEVELAND OH 44107
Represents: UNITED TRANSPORTATION

UNION

TERRELL ELLIS
CAEZVV
P O BOX 176
CLAY WV 25043
Represents: CENTRAL APPALACHIA
EMPOWERMENT ZONE OF WEST
VIRGINIA

ROBERT L. EVANS
OXYCHEM
P O BOX 809050
DALLAS TX 75380
Represents: OCCIDENTAL CHEMICAL
CORPORATION

SARA J FAGNILLI DIRECTOR OF LAW
CITY OF LAKEWOOD
12650 DETROIT AVENUE
LAKEWOOD OH 44107
Represents: CITY OF LAKEWOOD OHIO

GERALD W. FAUTH, III
G. W. FAUTH & ASSOCIATES INC.
P O BOX 2401
ALEXANDRIA VA 22301
Represents: G. W. FAUTH & ASSOCIATES,
INC.
GERALD W FAUTH III

CARL FELLER
DEKALB AGRA INC
P. O. BOX 127
4743 COUNTY ROAD 28
WATERLOO IN 46793-0127
Represents: DEKALB AGRA INC

MICHAEL P. FERRO
MILLENNIUM PETROCHEMICALS, INC.
11500 NORTHLAKE DRIVE
CINCINNATI OH 45249
Represents: MILLENNIUM
PETROCHEMICALS INC F/K/A QUANTUM
CHEMICAL

CORPORATION

J D FITZGERALD
UTU, GENERAL CHAIRPERSON
400 E EVERGREEN BLVD STE 217
VANCOUVER WA 98660-3264
Represents: UNITED TRANSPORTATION
UNION-GENERAL COMMITTEE OF
ADJUSTMENT GO 386

STEPHEN M FONTAINE
MASSACHUSETTS CENTRAL RAILROAD
CORPORATION
ONE WILBRAHAM STREET
PALMER MA 01069
Represents: MASSACHUSETTS CENTRAL
RAILROAD CORPORATION

ROBERT C. FREAS
SR. VICE PRESIDENT, MARKETING
FRANKLIN INDUSTRIAL MINERALS
612 TENTH AVENUE, NORTH
NASHVILLE TN 37203
Represents:

GARLAND B GARRETT JR
NC DEPT OF TRANSPORTATION
P O BOX 25201
RALEIGH NC 27611
Represents:

MICHAEL J GARRIGAN
BP CHEMICALS INC
4440 WARRENSVILLE CTR RD
CLEVELAND OH 44128
Represents: BP AMERICA INC

RICHARD A GAVRIL
16700 GENTRY LANE NO 104
TINLEY PARK IL 60477
Represents: RICHARD A GAVRIL

PETER A GILBERTSON
LOUISVILLE & INDIANA RAILROAD
COMPANY
53 W. JACKSON BOULEVARD, STE 350
CHICAGO IL 60604
Represents: LOUISVILLE & INDIANA
RAILROAD COMPANY

PETER A GILBERTSON
REGIONAL RRS OF AMERICA
122 C ST NW STE 850
WASHINGTON DC 20001
Represents: REGIONAL RAILROADS OF
AMERICA

LOUIS E GITOMER
BALL JANIK LLP
1455 F STREET NW SUITE 225
WASHINGTON DC 20005
Represents: APL LIMITED; DELAWARE
VALLEY RAILWAY COMPANY INC;
HURON AND EASTERN RAILWAY COM-
PANY INC; RAILAMERICA INC; SAGINAW
VALLEY RAILWAY COMPANY INC

DOUGLAS S GOLDEN
MAIN LINE MANAGEMENT SERVICES INC
520 FELLOWSHIP ROAD SUITE A-105
MOUNT LAUREL NJ 08054-3407
Represents: PENNSYLVANIA SENATE
TRANSPORTATION COMMITTEE

ANDREW P. GOLDSTEIN
MCCARTHY, SWEENEY ET AL.
1750 PENNSYLVANIA AVE NW
WASHINGTON DC 20006
Represents: NATIONAL GRAIN AND FEED
ASSOCIATION

EDWARD D. GREENBERG
GALLAND, KHARASCH, MORSE &
GARFINKLE
1054 THIRTY-FIRST STREET NW
WASHINGTON DC 20007-4492
Represents: PROVIDENCE AND
WORCESTER RAILROAD COMPANY
STEEL WAREHOUSE CO INC; THE
INTERNATIONAL PAPER COMPANY

PETER A. GREENE
THOMPSON HINE FLORY
1920 N STREET N W, SUITE 800
WASHINGTON DC 20036
Represents: BAY STATE MILLING
COMPANY; BELVIDERE & DELAWARE
RIVER RAILWAY BLACK RIVER &
WESTERN RAILROAD; EAST PENN

RAILWAY INC; LANCASTER NORTHERN
RAILWAY

ROBERT E GREENLESE
TOLEDO-LUCAS COUNTY PORT
AUTHORITY
1 MARITIME PLAZA SUITE 700
TOLEDO OH 43604
Represents: TOLEDO-LUCAS COUNTY
PORT AUTHORITY

R A GRICE
GENERAL CHAIRPERSON UTU
11017-F GRAVOIS INDUSTRIAL PLAZA
ST LOUIS MO 63128
Represents:

DONALD F GRIFFIN
BROTHERHOOD OF MAINTENANCE OF
WAY EMPLOYEES
400 N CAPITOL ST NW SUITE 852
WASHINGTON DC 20001
Represents:

JOHN J GROCKI
GRA INC
115 WEST AV ONE JENKINTOWN STA
JENKINTOWN PA 19046
Represents: GRA INCORPORATED
GRA'S INCORPORATED

VAUGHN R GROVES
PITTSTON COAL COMPANY
PO BOX 5100
LEBANON VA 24266
Represents: PITTSTON COAL COMPANY

JOSEPH GUERRIERI, JR.
GUERRIERI, EDMOND, ET. AL
1331 F STREET N W, 4TH FLOOR
WASHINGTON DC 20004
Represents:

DAVID L HALL
COMMONWEALTH CONSULTING
ASSOCIATES

720 NORTH POST OAK ROAD
SUITE 330
HOUSTON TX 77024
Represents: SHELL CHEMICAL COMPANY
SHELL OIL COMPANY

MICHAEL P HARMONIS
U S DEPT OF JUSTICE
325 7TH STREET SUITE 500
WASHINGTON DC 20530
Represents: U S DEPARTMENT OF JUSTICE

JAMES W HARRIS
THE METROPOLITAN PLANNING
ORGANIZATION
1 WORLD TRADE CENTER
STE 82 EAST
NEW YORK NY 10048-0043
Represents:

NICOLE HARVEY
THE DOW CHEMICAL COMPANY
2020 DOW CENTER
MIDLAND MI 48674
Represents: THE DOW CHEMICAL
COMPANY

JOHN D. HEFFNER, ESQ.
REA, CROSS & AUCHINCLOSS
1707 L STREET NW SUITE 570
WASHINGTON DC 20036
Represents: EMPIRE STATE PASSENGER
ASSOCIATION; FORT ORANGE PAPER
COMPANY; NEW YORK CROSS HARBOR
RAILROAD TERMINAL CORPORATION
WABASH & WESTERN RAILWAY CO
D/B/A MICHIGAN SOUTHERN
RAILROAD INC

R J HENEFELD
PPG INDUSTRIES INC
ONE PPG PLACE
PITTSBURGH PA 15272
Represents: PPG INDUSTRIES INC.

G W HERKNER JR
NJ TRANSIT RAIL OPERATIONS
ONE PENN PLAZA EAST
NEWARK NJ 07105

Represents:

WILLIAM P HERNAN JR GENERAL
CHAIRMAN
P O BOX 180
HILLIARD OH 43026
Represents:

CHARLES S HESSE, PRESIDENT
CHARLES HESSE ASSOCIATES
8270 STONEY BROOK DRIVE
CHAGRIN FALLS OH 44023
Represents: OHIO STEEL INDUSTRY
ADVISORY COUNCIL

LYNN A. HISER
A. E. STALEY MFG. CO
2200 E ELDORADO STREET
DECATUR IL 62525
Represents:

ERIC M. HOCKY
GOLLATZ, GRIFFIN, EWING
213 WEST MINER STREET
WEST CHESTER PA 19381-0796
Represents: ALLEGHENY & EASTERN
RAILROAD INC; BETHLEHEM STEEL
CORPORATION ET AL; BUFFALO &
PITTSBURGH RAILROAD INC; NEW YORK
SUSQUEHANNA AND WESTERN
RAILWAY CORPORATION; PITTSBURGH
& SHAWMUT RAILROAD INC; READING
BLUE MOUNTAIN AND NORTHERN
RAILROAD COMPANY; ROCHESTER &
SOUTHERN RAILROAD INC

JAMES E. HOWARD
90 CANAL STREET
BOSTON MA 02114
Represents: COALITION OF
NORTHEASTERN GOVERNORS

JOHN HOY
P O BOX 117
GLEN BURNIE MD 21060
Represents: BALTIMORE AREA TRANSIT
ASSOCIATION

BRAD F HUSTON
CYPRUS AMAX COAL SALES CORP
400 TECHNECENTER DRIVE STE 320
MILFORD OH 45150
Represents:

SHEILA MECK HYDE CITY ATTORNEY
CITY HALL
342 CENTRAL AVENUE
DUNKIRK NY 14048
Represents: CITY OF DUNKIRK NEW YORK

ERNEST J IERARDI
NIXON HARGRAVE DEVANS DOYLE LLP
PO BOX 1051
CLINTON SQUARE
ROCHESTER NY 14603-1051
Represents: ROCHESTER GAS AND
ELECTRIC CORPORATION

WILLIAM P. JACKSON, JR.
JACKSON & JESSUP, P. C.
P O BOX 1240
3426 NORTH WASHINGTON BLVD
ARLINGTON VA 22210
Represents: A T MASSEY COAL COMPANY
INC ET AL

JAMES R JACOBS
JACOBS INDUSTRIES
2 QUARRY LANE
STONY RIDGE OH 43463
Represents: JACOBS INDUSTRIES

DOREEN C JOHNSON CHIEF ANTITRUST
SECTION-OHIO ATTY GENERAL OFFICE
30 E BROAD STREET 16TH FLOOR
COLUMBUS OH 43215
Represents: OHIO ATTORNEY GENERALS
OFFICE

TERRENCE D JONES
KELLER & HECKMAN
1001 G ST NW STE 500 WEST
WASHINGTON DC 20001
Represents: NORTH AMERICAN LOGISTIC
SERVICES A DIVISION OF MARS

INCORPORATED

FRANK N JORGENSEN
THE ELK RIVER RAILROAD INC
P O BOX 460
SUMMERSVILLE WV 26651
Represents: THE ELK RIVER RAILROAD
INC

FRITZ R KAHN
1100 NEW YORK AVE. NW- STE 750 WEST
WASHINGTON DC 20005-3934
Represents: MARTIN MARIETTA
MATERIALS INC
SHINTECH INC

STEVEN J. KALISH
MCARTHY, SWEENEY & HARKAWAY
1750 PENNSYLVANIA AVE NW
WASHINGTON DC 20006-4502
Represents: THE TOWN OF HAYMARKET

LARRY B. KARNES
TRANSPORTATION BUILDING
PO BOX 30050;425 WEST OTTAWA
LANSING MI 48909
Represents: MICHIGAN DEPARTMENT OF
TRANSP

RICHARD E. KERTH, TRANS. MGR.
CHAMPION INTERNAT'L CORP
101 KNIGHTSBRIDGE DRIVE
HAMILTON OH 45020-0001
Represents: CHAMPION INTERNATIONAL
CORPORATION

DAVID D KING
BEAUFORT AND MOREHEAD RR CO
PO BOX 25201
RALEIGH NC 27611-5201
Represents:

L P KING JR
GENERAL CHAIRPERSON UTU
145 CAMPBELL AVE SW STE 207
ROANOKE VA 24011
Represents: UNITED TRANSPORTATION
UNION GENERAL COMMITTEE OF
ADJUSTMENT N & W-C

MITCHELL M KRAUS, GENERAL
COUNSEL-TRANSPORTATION
COMMUNICATIONS INTNL UNION
3 RESEARCH PLACE
ROCKVILLE MD 20850
Represents: TRANSPORTATION
COMMUNICATIONS INTERNATIONAL
UNION

HON DENNIS J KUCINICH
UNITED STATES HOUSE
REPRESENTATIVES
WASHINGTON DC 20515
Represents: CITIZENS 10TH
CONGRESSIONAL DISTRICT OF OHIO

PAUL H. LAMBOLEY
1020 NINETEENTH ST, N.W. STE 400
WASHINGTON DC 20036-6105
Represents: RESOURCES WAREHOUSING &
CONSOLIDATION SERVICES INC
SOUTHERN TIER WEST REGIONAL
PLANNING AND DEVELOPMENT BOARD
TRANSPORTATION INTERMEDIARIES
ASSOCIATION

LAURENCE R. LATOURETTE
PRESTON GATES ELLIS ETAL
1735 NY AVE NW SUITE 500
WASHINGTON DC 20006
Represents: STATE OF MARYLAND

J PATRICK LATZ
HEAVY LIFT CARGO SYSTEM
PO BOX 51451
INDIANAPOLIS IN 46251-0451
Represents: HEAVY LIFT CARGO SYSTEMS

JOHN K. LEARY, GENERAL MANAGER
SOUTHEASTERN PENNSYLVANIA
TRANSPORTATION AUTHORITY
1234 MARKET STREET 5TH FLOOR
PHILADELPHIA PA 19107-3780
Represents: SOUTHEASTERN
PENNSYLVANIA TRANSPORTATION
AUTHORITY

SHERRI LEHMAN DIRECTOR OF
CONGRESSIONAL AFFAIRS
CORN REFINERS ASSOC
1701 PENNSYLVANIA AVE NW
WASHINGTON, DC 20006-5805
Represents: CORN REFINERS ASSOCIATION
INC

JUDGE JACOB LEVENTHAL, OFFICE OF
HEARINGS-FEDERAL ENERGY
REGULATORY COMMISSION
888 - 1ST ST, N.E. STE 11F
WASHINGTON DC 20426

THOMAS J. LITWILER
OPPENHEIMER WOLFF & DONNELLY
180 N STETSON AVE 45TH FLOOR
CHICAGO IL 60601
Represents: CEDAR RIVER RAILROAD
COMPANY; FOX VALLEY & WESTERN
LTD; ILLINOIS CENTRAL RAILROAD
COMPANY CHICAGO CENTRAL &
PACIFIC RAILROAD COMPANY AND
CEDAR RIVER RAILROAD COMPANY
R J CORMAN PARTIES; R J CORMAN
RAILROAD COMPANIES; SAULT STE
MARIE BRIDGE COMPANY; TRANSTAR
INC AND BESSEMER AND LAKE ERIE
RAILROAD COMPANY; TRANSTAR INC
AND ELGIN JOLIET AND EASTERN
RAILROAD COMPANY; WISCONSIN
CENTRAL LTD; WISCONSIN CENTRAL
TRANSPORTATION CORPORATION
EDWARD LLOYD
RUTGERS ENVIRONMENTAL LAW CLINIC
15 WASHINGTON STREET
NEWARK NJ 07102
Represents: TRI-STATE TRANSPORTATION
CAMPAIGN

C MICHAEL LOFTUS
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036
Represents: CENTERIOR ENERGY
CORPORATION; DETROIT EDISON
COMPANY; EAST CHICAGO INDIANA-
HAMMOND INDIANA-GARY INDIANA-
WHITING INDIANA; THE FOUR CITY

CONSORTIUM; POTOMAC ELECTRIC
POWER COMPANY; POTOMAC ELECTRIC
POWER COMPANY; THE DETROIT
EDISON COMPANY

DENNIS G LYONS
ARNOLD & PORTER
555 TWELFTH STREET NW
WASHINGTON DC 20004
Represents: CSX CORPORATION INC
CSX TRANSPORTATION INC
CSX TRANSPORTATION INC

GORDON P. MACDOUGALL
1025 CONNECTICUT AVE NW -STE 410
WASHINGTON DC 20036
Represents: CHARLES D BOLAM
FRANK R PICKELL
JOHN D FITZGERALD
JOSEPH C SZABO

GORDON P. MACDOUGALL
1025 CONNECTICUT AVE NW-STE 410
WASHINGTON DC 20036
Represents: VILLAGE OF RIVERDALE

LARRY D MACKLIN
INDIANA DIVISION OF HISTORIC
PRESERVATION
402 W WASHINGTON ST.- RM 274
INDIANAPOLIS IN 46204
Represents:

RON MARQUARDT
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R D #2
RAYLAND OH 43943
Represents:

ROBERT E MARTINEZ
VA SECRETARY OF TRANSP
P O BOX 1475
RICHMOND VA 23218
Represents: COMMONWEALTH OF
VIRGINIA

JOHN K. MASER, III
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WASHINGTON DC 20005-3934
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AK STEEL CORPORATION
CARGILL INCORPORATED
ERIE-NIAGARA RAIL STEERING
COMMITTEE; INSTITUTE OF SCRAP
RECYCLING INDUSTRIES INC;
JOSEPH SMITH & SONS INC; NIAGARA
MOHAWK POWER CORPORATION

THEODORE H MATTHEWS
NJ DEPARTMENT OF TRANSPORTATION
1035 PARKWAY AVENUE CN-600
TRENTON NJ 08625
Represents:

DAVID J MATTY
CITY OF ROCKY RIVER
21012 HILLIARD ROAD
ROCKY RIVER OH 44116-3398
Represents: CITY OF ROCKY RIVER OHIO

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Represents: CANADIAN PACIFIC RAILWAY
COMPANY; DELAWARE AND HUDSON
RAILWAY COMPANY INC; DELAWARE
AND HUDSON RAILWAY COMPANY INC;
SOO LINE CORP; SOO LINE RAILROAD
CO; SOO LINE RAILROAD COMPANY
ST LAWRENCE & HUDSON RAILWAY
COMPANY LIMITED

MICHAEL F. MCBRIDE
LEBOEUF LAMB GREENE & MACRAE,
LLP
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Represents: AMERICAN COAL SALES
COMPANY-AMERICAN ELECTRIC POWER
SERVICE CORPORATION ETAL;
AMERICAN ELECTRIC POWER
ATLANTIC CITY ELECTRIC COMPANY
CSX-NS; DELMARVA POWER & LIGHT
COMPANY; FERTILIZER INSINUATE
INDIANAPOLIS POWER & LIGHT
COMPANY; OHIO MINING AND
RECLAMATION ASSOCIATION;
THE FERTILIZER INSTITUTE,
THE OHIO VALLEY COAL COMPANY

R. LAWRENCE MCCAFFREY, JR.
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RAILWAY COMPANY

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ASHTA CHEMICALS INC

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GROUP

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MCHUE & SHERMAN, ESQS.
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NADLER; THE HONORABLE
CHRISTOPHER SHAYS; THE HONORABLE
CHARLES RANGEL; THE HONORABLE
BEN GILMAN; THE HONORABLE
BARBARA KENNELLY; THE HONORABLE
NANCY JOHNSON; THE HONORABLE
CHARLES SCHUMER; THE HONORABLE
ROSA DELAURO; THE HONORABLE
MICHAEL FORBES; THE HONORABLE
SAM GEJDENSON; THE HONORABLE
NITA LOWEY; THE HONORABLE MAJOR
OWENS; THE HONORABLE THOMAS
MANTON; THE HONORABLE MAURICE
HINCHEY; THE HONORABLE ED TOWNS;
THE HONORABLE CAROLYN B.
MALONEY; THE HONORABLE NYDIA M.
VELAZQUEZ; THE HONORABLE FLOYD
FLAKE; THE HONORABLE GARY
ACKERMAN; THE HONORABLE
ELLIOT L. ENGEL; THE HONORABLE
LOUISE M. SLAUGHTER; THE
HONORABLE JOHN LAFALCE; THE
HONORABLE MICHAEL MCNULTY; AND
THE HONORABLE JAMES MALONEY,
MEMBERS OF THE U.S. HOUSE OF
REPRESENTATIVES

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Represents: ANN ARBOR RAILROAD
CHICAGO RAIL LINK LLC; CONNECTICUT
SOUTHERN RAILROAD INC; GEORGIA
WOODLANDS RAILROAD LLC;
INDIANA & OHIO RAILWAY COMPANY;
INDIANA AND OHIO RAILROAD INC
INDIANA SOUTHERN RAILROAD INC
MANUFACTURERS JUNCTION RAILWAY
LLC; NEW ENGLAND CENTRAL
RAILROAD INC; NEWBURGH & SOUTH
SHORE RAILROAD LTD; NORTHERN OHIO
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GATEWAY EASTERN RAILWAY
COMPANY; THE GATEWAY WESTERN
RAILWAY COMPANY; THE KANSAS CITY
SOUTHERN RAILWAY COMPANY

THE HONORABLE JERROLD NADLER

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GOVERNOR THOMAS J RIDGE AND THE
DEPARTMENT OF TRANSPORTATION-
COMMONWEALTH OF PENNSYLVANIA
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GO-777

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UNION PACIFIC CORPORATION
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Represents:

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IL ASSISTANT ATTORNEY GENERAL
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Represents: STATE OF ILLINOIS

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Represents:

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INDIAN CREEK RAILROAD COMPANY

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Represents: INDIAN CREEK RAILROAD
COMPANY

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UNION GENERAL COMMITTEE OF
ADJUSTMENT; CSXT -C&O NORTH

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Represents: PHILADELPHIA IND TRIAL
DEVELOPMENT CORPORATION

STB

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DENNIS G. LYONS
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NEW YORK
DENVER
LOS ANGELES
LONDON

April 2, 1998



BY 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

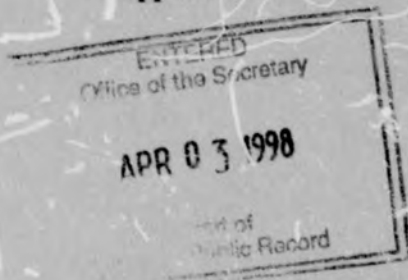
Dear Secretary Williams:

Enclosed are an original and twenty-five (25) copies of the "Opposition of Applicants CSX Corporation and CSX Transportation, Inc., to 'Motion To Become party of Record' of Richard and Judith Bell and George Rigarner" for filing in the above-referenced docket.

Please note that a copy of this filing is also enclosed on a 3.5-inch 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 copy of this letter and the Opposition Brief at the time of filing and return them to our messenger.



Respectfully yours,

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

Enclosures

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

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388



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

**OPPOSITION OF APPLICANTS CSX CORPORATION
AND CSX TRANSPORTATION, INC., TO
"MOTION TO BECOME PARTY OF RECORD"
OF RICHARD AND JUDITH BELL AND
GEORGE RIGAMER**

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500 Water Street
Speed Code J-120
Jacksonville, FL 32202
(904) 359-3100

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

April 2, 1998

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

**OPPOSITION OF APPLICANTS CSX CORPORATION AND
CSX TRANSPORTATION, INC., TO "MOTION TO
BECOME PARTY OF RECORD" OF RICHARD AND
JUDITH BELL AND GEORGE RIGAMER**

Applicants CSX Corporation and CSX Transportation, Inc., oppose the "Motion to Become Party of Record" filed, apparently, on March 30, 1998, in this matter by Richard and Judith Bell and George Rigamer, individually and as class representatives in case pending in a Civil District Court in the State of Louisiana.¹ Movants have been parties plaintiff in the New Orleans litigation for some time, commencing well before the filing of the Application in this matter. On September 9, 1997, after trial, they obtained a substantial jury verdict against, among other defendants, CSX Transportation, Inc. While on September 25, 1997, the Civil District Court entered judgment on that verdict, the Supreme Court of Alabama, on October 31, 1997,

¹ While the motion contains a certificate of service of counsel dated March 23, 1998, reciting service by first-class mail "on counsel for all parties to this proceeding," as of this writing, ten days later, the undersigned counsel has not received such Motion; its existence became known to counsel through other sources, only today.

concluded that "the trial court erred in rendering a judgment awarding damages prior to rendering a judgment adjudicating all liability issues" and ordered that the judgment of the trial court be "vacated and set aside."


The Motion should be denied. Movants are completely out of time and their filing is grossly inconsistent with the Board's procedural orders. Comments and any supporting evidence from interested parties were due for filing in this proceeding no later than October 21, 1997. The present Motion is five months out of time by that standard. The times for filing rebuttal evidence and for filing briefs have also long come and gone in this case.

No reason is given in the Motion for the failure to file in these proceedings in a timely fashion. Movants claim "that they have evidence relative to CSXT's safety policies and procedures, as well as its attitudes and activities in response to a massive chemical spill in a densely populated area of New Orleans, Louisiana, all of which may have a bearing on the desirability of the proposed merger." But they presumably had and submitted whatever that evidence was to the Louisiana Civil District Court prior to the September 9, 1997, verdict; and they make no showing of why they could not have submitted whatever it is they wish to submit to this Board in a timely fashion by the October 21, 1997, date for filing comments and evidence.

CONCLUSION

For the reasons stated, the Motion should be denied.

Respectfully submitted,



DENNIS G. LYONS

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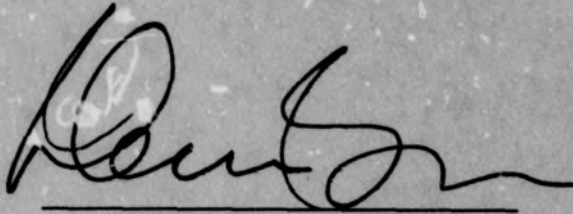
PAUL R. HITCHCOCK
CSX TRANSPORTATION, INC.
500 Water Street
Speed Code J-120
Jacksonville, FL 32202
(904) 359-3100

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

April 2, 1998

CERTIFICATE OF SERVICE

I, Dennis G. Lyons, certify that on April 2, 1998, I have caused to be served a true and correct copy of the foregoing CSX-142, Opposition of Applicants CSX Corporation and CSX Transportation, Inc., to "Motion to Become Party of Record" of Richard and Judith Bell and George Rigamer on counsel for the movants and on all parties of Record in Finance Docket No. 33388, by first-class mail, postage prepaid, or by more expeditious means.



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

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ARNOLD & PORTER

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MARY GABRIELLE SPRAGUE
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NEW YORK
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LONDON

April 1, 1999



BY HAND DELIVERY - Original and 25 Copies

The Honorable Vernon A. Williams
Secretary, Surface Transportation Board
Mercury Building, Room 700
1925 K Street, N.W.
Washington, D.C. 20423

Office of the Secretary

APR - 1 1999

Part of
Public Record

D

**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 -
Negotiated Agreement with Deshler, Ohio**

Dear Secretary Williams:

CSX Corporation and CSX Transportation, Inc. hereby submit a Negotiated Agreement with the Village of Deshler pursuant to Environmental Condition 11 of Decision No. 89 (Appendix Q). This Negotiated Agreement effectuates the Board's preference for privately negotiated solutions stated in Decision No. 89 (at 153): "[To] give effect to privately negotiated solutions whenever possible, we clarify that negotiated agreements will remain available as an alternative to the local and site-specific mitigation imposed here (for example, specific grade crossing upgrade mitigation, real time monitoring for emergency response delay, or noise mitigation)." Environmental Condition 11 similarly provides that the specific terms of the condition may be superseded by a Negotiated Agreement with the responsible local government that satisfies that community's environmental concerns.

As stated in the enclosed Negotiated Agreement, the parties request that Environmental Condition 11 be amended by deleting Deshler from the list of communities on the Deshler, OH to Toledo, OH line segment and that Environmental Condition 51 be amended by adding this Negotiated Agreement with the Village of Deshler, dated March 22, 1999, to the list of Negotiated Agreements entered into by CSX.

ARNOLD & PORTER


Hon. Vernon A. Williams

April 1, 1999

Page 2

Thank you for your assistance in this matter. Please contact me (202-942-5773) if you have any questions about this submission.

Respectfully yours,

A handwritten signature in cursive script that reads "Mary Gabrielle Sprague". The signature is written in dark ink and is positioned above the printed name and title.

Mary Gabrielle Sprague
Counsel for CSX Corporation and
CSX Transportation, Inc.

Enclosure

cc: Elaine K. Kaiser
Mayor Dan Volkman, Village of Deshler



Thomas G. Drake
Regional Vice President-State Relations

12780 Levan Road
Livonia, MI 48150
(734) 464-4948

March 8, 1999

Mr. Dan Volkman
Mayor, Village of Deshler
101 E. Main Street
Deshler, Ohio 43516

Re: Negotiated Agreement Relating to CSX/NS Acquisition of Conrail

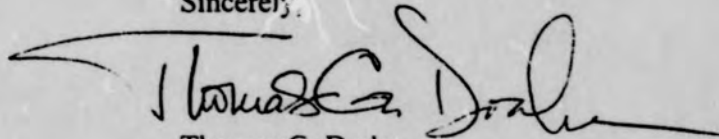
Dear Mayor Volkman:

Thank you for the time you dedicated to the opportunities and environmental issues associated with CSX's proposed operations over the Toledo Subdivision. CSX consulted with the Village of Deshler regarding the environmental effects identified by the Surface Transportation Board of increased train traffic, including wayside noise, through the Village of Deshler. The Village of Deshler and CSX have jointly developed this Negotiated Agreement to satisfy the Village of Deshler's environmental concerns. CSX will pay the Village of Deshler \$130,000.00. The Village of Deshler agrees to utilize the settlement amount in its sole discretion for the benefit of the citizens of the Village of Deshler, for appropriate public purposes including noise mitigation.

This Negotiated Agreement will be filed with the Surface Transportation Board to document satisfaction of Environmental Condition 11 with respect to the Village of Deshler, and is intended to supersede any other obligations under Environmental Condition 11. The parties jointly request the Board's approval by requesting that this Negotiated Agreement be incorporated into Environmental Condition 51 of Finance Docket No. 33388, Decision No. 89. This Negotiated Agreement will become effective upon an order of the Board accepting this agreement.

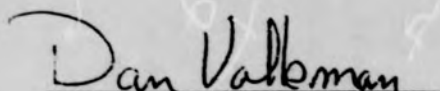
Please countersign this letter to indicate your agreement.

Sincerely,



Thomas G. Drake

Accepted and Agreed to:



Dan Volkman
Village of Deshler, Ohio

Date: 3-22-99

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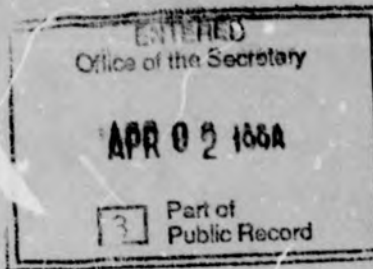
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Metro-North Railroad



March 30, 1998

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

Re: STB Finance Docket No. 33388 Oral Argument

Dear Secretary Williams:

Pursuant to Decision No. 70, served March 12, 1998, Metro-North Commuter Railroad Company ("MNCR") hereby advises the Board of its desire to participate in the June 4, 1998 oral argument. The sole purpose of our participation will be to address our request that a condition be imposed to require Conrail or Norfolk Southern to convey title to the line of railroad between the division post at Suffern, NY and CP Sparrow at Port Jervis, NY, subject to a reservation of trackage rights in favor of Conrail or NS as appropriate.

MNCR respectfully requests ten minutes of speaking time at the oral argument.

Enclosed are 25 copies of this letter. Copies are being sent to all parties of record.

Respectfully submitted,

Walter E. Zullig, Jr.
Special Counsel

Attorney for Metro-North Commuter
Railroad Company

I hereby certify that I have caused this letter to be served by first class mail, postage prepaid, on all parties of record in STB Finance Docket No. 33388 as indicated on the official service list.

Walter E. Zullig, Jr.
March 30, 1998

STB

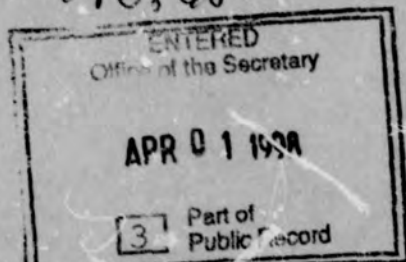
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MCHUGH & SHERMAN
ATTORNEYS AT LAW
20 EXCHANGE PLACE, 51ST FLOOR
NEW YORK, N.Y. 10005
(212) 483-0875
FACSIMILE (212) 483-0876



JOHN F. MCHUGH
DEBORAH SHERMAN
TINA SACHELI

W. PATRICK QUAST
OF COUNSEL

*ALSO ADMITTED IN OHIO

March 20, 1998

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

Re. Finance Docket No. 33388

Dear Secretary Williams:

This office represents Congressman Jerrold Nadler and twenty three other Members of Congress representing the States of New York and Connecticut, who are seeking either to disallow the merger or the imposition of conditions relating to the provision of needed competitive services within the area east of the Hudson River, invoking the Board's authority under the provisions of §§ 10907(c)(1); 11324(c) and 11102 of the Act. We would like to participate in the oral argument on June 4, 1998. We would like to reserve 15 minutes speaking time, 5 minutes of which we would like to reserve for reply.

Enclosed please find twenty five copies of this letter. Please time and date stamp the extra copy and return it to the undersigned in the enclosed self addressed and stamped envelope.

Thank you for your attention to this matter.

Very truly yours
McHugh & Sherman

John F. McHugh

JERROLD NADLER
8TH DISTRICT, NEW YORK

REPLY TO:

WASHINGTON OFFICE:
2448 RAYBURN BUILDING
WASHINGTON, DC 20515
(202) 225-5635

DISTRICT OFFICE:
11 BEACH STREET
SUITE 910
NEW YORK, NY 10013
(212) 334-3207

DISTRICT OFFICE:
532 NEPTUNE AVENUE
BROOKLYN, NY 11224
(718) 373-3198

E-mail: nadler@hr.house.gov
Web: <http://www.house.gov/nadler/>

Congress of the United States
House of Representatives
Washington, DC 20515

JUDICIARY COMMITTEE

SUBCOMMITTEES

BANKING MONETARY
COMMERCIAL AND
ADMINISTRATIVE LAW
CONSTITUTION

TRANSPORTATION AND
INFRASTRUCTURE COMMITTEE

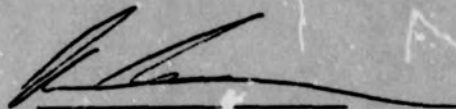
SUBCOMMITTEES

RAILROADS
SURFACE TRANSPORTATION

REGIONAL WORKING GROUP

Certificate of Service

I, Brett Heimov, certify that on March 30, 1998, I have caused to be served by first-class mail a true and correct copy of the attached brief on all parties that have appeared in STB Finance Docket no. 33388.



Brett Heimov

Dated: March 30, 1998

STB

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**Illinois
Central**

Myles L. Tobin
Associate General Counsel



ENTERED
Office of the Secretary

APR 01 1998

Part of
Public Record

VIA FEDERAL EXPRESS

March 31, 1998

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

Illinois Central Railroad
455 North Cityfront Plaza Drive
Chicago, Illinois 60611-5504

312 755-7624

312 755-7629 Fax



RE: STB Finance Docket No. 33388 Oral Argument

Dear Secretary Williams:

This letter will constitute Illinois Central Railroad Company's request to participate in oral argument in the above referenced proceeding. Illinois Central will address the following issues at oral argument: (1) CSX's operational chokehold on IC's rail system at Memphis has serious post-merger anticompetitive implications, and the STB should order CSX to divest its two mile line between Leewood and Aulon in order to prevent those significant anticompetitive harms, and (2) Illinois Central's "efficient gateway condition" is essential in assuring shipper access to existing efficient service options, and is therefore necessary to assure adequate transportation service and effective competition in the post-merger environment.

In view of these issues of vital importance to Illinois Central and the shipping public, Illinois Central requests 20 minutes in which to present its oral argument. Myles Tobin, Illinois Central's Associate General Counsel, will present the oral argument.

Very truly yours,

Myles Tobin
MLT/ps

cc: Parties of Record

STB

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ARNOLD & PORTER555 TWELFTH STREET, N.W.
WASHINGTON, D.C. 20004-1702(202) 942-5000
FACSIMILE: (202) 942-5999MARY GABRIELLE SPRAGUE
(202) 942-5773NEW YORK
DENVER
LOS ANGELES
LONDON

April 1, 1999

**ENTERED**
Office of the Secretary

APR - 1 1999

Part of
Public Record**BY HAND DELIVERY - Original and 25 Copies**The Honorable Vernon A. Williams
Secretary, Surface Transportation Board
Mercury Building, Room 700
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 -
Request for Extension of Time for Environmental Condition 8(B)

Dear Secretary Williams:

CSX Corporation and CSX Transportation, Inc. hereby request an extension until June 1, 1999 to complete negotiations with the State of Ohio (by and through the Ohio Attorney General, Ohio Rail Development Commission and Public Utilities Commission of Ohio) regarding highway/rail at-grade crossing improvements, as provided for in Decision No. 89, Appendix Q, Environmental Condition 8(B). In Decision Nos. 108 and 116, the Board previously granted extensions of time to complete negotiations until April 5, 1999.

Since issuance of Decision No. 116, the parties have worked diligently to draft the Railroad Corridor Agreement that will document their agreement in principle. Unfortunately, the parties believe that they will be unable to resolve a few outstanding issues by April 5, 1999, but believe that those few issues can be resolved in the near future and that the final agreement can be executed by June 1, 1999. We hope that we have not imposed unduly on the Board by requesting a series of short extensions of time. The interim deadlines have facilitated the progress the parties have been able to make toward this Agreement, which will serve the interests of all concerned.

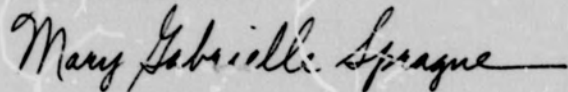
We are authorized to represent that the State of Ohio concurs in this request.

ARNOLD & PORTER

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

Please call me (202-942-5773) or Keith G. O'Brien, Counsel for the State of Ohio (202-785-3700), or Thomas M. O'Leary of the Ohio Rail Development Commission (614-644-0313) if you have any questions about this request for an extension of time.

Respectfully yours,

A handwritten signature in cursive script, reading "Mary Gabrielle Sprague", followed by a horizontal line.

Mary Gabrielle Sprague
Counsel for CSX Corporation and
CSX Transportation, Inc.

cc: Elaine K. Kaiser
Keith O'Brien
Thomas M. O'Leary

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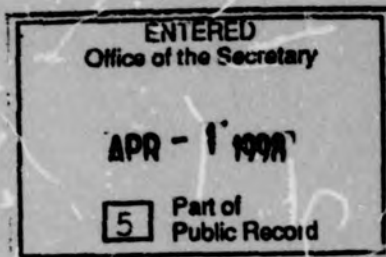
F. Ronalds Walker
Associate Counsel

Phone: 927-4750 Fax: 927-4549
E-Mail: admfrw@cgcgu.com

March 25, 1998

BY MAIL

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



Re: STB Finance Docket No. 33388 Oral Argument

Dear Secretary Williams:

Citizens Gas & Coke Utility (CGCU) desires to participate at the oral argument held in this matter, presently scheduled for June 4, 1998. CGCU will address reasons for the Board to impose competitive conditions upon the Transaction Agreement, either setting switching charges at a reasonable rate to assure robust competition and setting a long-term freight rate for CSX Corporation or assuring Norfolk Southern co-equal use of the Indianapolis Switching facilities to be acquired by CSX from Conrail under the proposed transaction. With such competitive conditions imposed, Citizens Gas supports the primary application, but takes no position on the applicant's responsive application. CGCU requests five (5) minutes' speaking time.

Enclosed are twenty-five (25) copies of this letter. Please date and time-stamp the twenty-sixth copy of this letter and return it in the enclosed envelope. Thank you. Should you have any questions, please feel free to call.

Sincerely yours,

F. Ronalds Walker

I hereby certify that I have caused this letter to be served by first-class mail, postage pre-paid on all parties of record in STB Finance Docket No. 33388.

F. Ronalds Walker