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BEFORE THE
SURFACE TRANSPORTATION BOARD

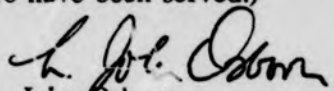
Finance Docket No. 33388

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

CANADIAN NATIONAL RAILWAY COMPANY'S
CERTIFICATE OF SERVICE

As required by Decision No. 21, served on August 19, 1997 in this matter, Canadian National Railway Company ("CN") and Grand Trunk Western Railroad Incorporated ("GTW") hereby certify that they have served on each Party of Record copies of all filings they have submitted so far in this proceeding by first-class mail, postage prepaid. (CN-1 through CN-3 were filed in earlier dockets, so CN-4 through CN-10 have been served.)

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GRAND TRUNK WESTERN RAILROAD INCORPORATED

Dated: August 28, 1997

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.

CANADIAN NATIONAL RAILWAY COMPANY'S
RESPONSE IN OPPOSITION TO PETITION FOR WAIVER OF THREE-MONTH NOTICE
REQUIREMENT (CSX/NS-2)

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Dated: April 16, 1997

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.

CANADIAN NATIONAL RAILWAY COMPANY'S
RESPONSE IN OPPOSITION TO PETITION FOR WAIVER OF THREE-MONTH NOTICE
REQUIREMENT (CSX/NS-2)

Canadian National Railway Company ("CN") hereby responds to the Petition For Waiver of 49 C.F.R. § 1108.4(b)(1), filed on April 10, 1997 by CSX, NS and Conrail (CSX/NS-2).¹ For the reasons set forth here, the Board should not grant the waiver on the terms requested by Applicants.

At the outset, there are good reasons to question the need for *any* waiver of the 3-month notice requirement and *any* expedition of the Board's merger review process. The only

¹ Unless the context indicates otherwise, "CSX" will embrace both CSX Corporation and CSX Transportation, Inc., "NS" will embrace both Norfolk Southern Corporation and Norfolk Southern Railway Company, and "Conrail" will embrace both Conrail Inc. and Consolidated Rail Corporation.

justification for a waiver offered by Applicants is their voluntary decision to make a total cash outlay of over \$10 billion "up front." Putting aside for the moment the prudence of this decision, it clearly is one that is entirely of the Applicants' own making, and should not dictate the schedule of proceedings before the Board.²

Any waiver of the 3-month notice requirement would cut into time needed by the Board and all parties to deal with a transaction of the size and scope proposed in this proceeding. Applicants themselves undoubtedly have a great deal of work to do in order to prepare a proper application, and may well need at least three full months. Indeed, even though they seek a waiver, Applicants do not state that they *will* file the application before July 10; instead, they merely say that they "hope to file their application as much as four or five weeks earlier . . ." than July 10. (Notice of Intent at 4). The pre-filing notice period also is needed by other parties, who in just the last few days have received only preliminary information as to the proposed terms of the CSX/NS "carve up" of Conrail.

If there is to be any expedition whatsoever of the Conrail merger proceedings, however, it is better that it come during the period when the application is being *prepared*, rather than during the period when the application is being analyzed, responded to and acted upon by the agency with responsibility to decide this matter. Thus, if Applicants truly believe that they can prepare and submit a proper application prior to July 10, any resulting waiver of the pre-filing notice requirement should not set a precedent for truncating the 365-day procedural schedule earlier adopted by the Board for considering a proposed Conrail merger.

² CN reserves the right to comment further on the proposal of Applicants to pay the over \$10 billion cash consideration "up front," as this proposal may bear upon the procedural schedule and other aspects of the merger proceedings.

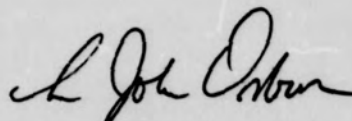
The *post-filing* procedural schedule, as to which the Board presumably will invite further comments, instead should reflect the need for careful consideration of the important issues raised by this merger proposal, and should take into account any shortening of the 3-month notice requirement that may have been granted.

Finally, a complete and open-ended waiver of the 3-month notice requirement, as requested by Applicants, is inappropriate and would be prejudicial to all other parties. A complete waiver theoretically would permit the application to be filed next week, or at any time after issuance of the waiver decision. This would permit far more expedition than Applicants even claim to need, since they merely "hope" to file on approximately two months' notice. But it would create considerable uncertainty for the Board and for other parties, who conceivably could be faced with a "surprise" filing of the application five or six weeks from now. Thus, if the Board is inclined to grant any waiver, it should not grant a complete waiver, and instead should preserve a minimal notice period -- certainly not less than two months -- so that the agency and other interested parties will be better able to plan for the filing of the application.

Conclusion

For all of these reasons, the Board either should deny the waiver or should limit the waiver so as to require notice of not less than two months.

Respectfully submitted,



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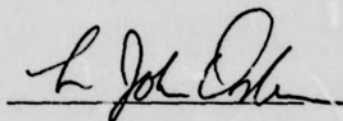
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Attorneys for:
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Dated: April 16, 1997

Certificate of Service

The undersigned hereby certifies that on this 16th day of April, 1997, he served a true copy of the foregoing on counsel for all known parties by first-class mail, postage prepaid.



L. John Osborn

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.

CANADIAN NATIONAL RAILWAY COMPANY'S
RESPONSE IN OPPOSITION TO PETITION FOR PROTECTIVE ORDER (CSX/NS-3)

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Attorneys for:
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Dated: April 16, 1997

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.

CANADIAN NATIONAL RAILWAY COMPANY'S
RESPONSE IN OPPOSITION TO PETITION FOR PROTECTIVE ORDER (CSX/NS-3)

Canadian National Railway Company ("CN") hereby responds to the Petition For Protective Order, filed on April 10, 1997 by CSX, NS and Conrail (CSX/NS-3).¹ For the reasons set forth below, the Board should invite comments from all parties before issuing a Protective Order, so that important issues relating to the exchange of information between "arch competitors" can be properly addressed.

CN recognizes that the Board's practice in recent cases has been to issue a Protective Order without awaiting comments from other parties. Under such an approach, a party

¹ Unless the context indicates otherwise, "CSX" will embrace both CSX Corporation and CSX Transportation, Inc., "NS" will embrace both Norfolk Southern Corporation and Norfolk Southern Railway Company, and "Conrail" will embrace both Conrail Inc. and Consolidated Rail Corporation.

opposed to certain terms of the Protective Order must file a petition for reconsideration, reopening, or modification of the order. For a number of reasons, such an approach would be inappropriate and prejudicial in this proceeding, which raises issues different from those presented in prior railroad merger cases.

The critical distinction in this case is that CSX and NS are "arch competitors" who are not proposing to merge, but instead are collaborating in an effort to acquire and divide a third competitor, Conrail. In other words, CSX and NS are principal competitors today, and the competition between them necessarily must be preserved -- or even intensified -- both during and after the merger proceeding, even if the Board approves the proposed transaction. The instant case is quite different from prior mergers considered by the Board, in which the applicants sharing information in order to submit an application were proposing to become one company upon issuance of a Board decision approving the proposed merger. In UPSP, for example, UPRR and SPRR had competing operations in certain markets. They necessarily collaborated in the preparation of an application, but the entire thrust of the proposed transaction, as ultimately approved by the Board, was that competition between UPRR and SPRR did not, under the appropriate conditions, need to be preserved. In the instant case, no party -- and certainly not the Applicants themselves -- would argue that competition between CSX and NS should be diminished in any way, even if the proposed transaction is approved. The intensive pre-merger and post-merger competitive relationship between the joint applicants, CSX and NS, makes it necessary to craft the terms of any Protective Order with extreme care.

The Protective Order proposed by Applicants is ambiguous at best, and silent at worst, as to the appropriateness of, and need for, exchanges of confidential, competitively sensitive information between CSX and NS. In this regard, we refer not merely to competitively sensitive Conrail information obtained by CSX directly from Conrail, competitively sensitive Conrail information obtained by NS directly from Conrail, or even the exchange of competitively sensitive Conrail information between CSX and NS. Even beyond such exchanges of Conrail information, the proposed Protective Order would permit the transfer of competitively sensitive *CSX information* to NS, and the transfer of competitively sensitive *NS information* to CSX.

The proposed Protective Order contains no limitations whatsoever on the identities, positions and numbers of CSX and NS personnel who could obtain competitively sensitive information from their company's arch competitor. The only limitation on such exchanges of information is a requirement that the exchange be "for the purpose of preparing for or participating in the Proceedings, but not for any other business, commercial, or other competitive purpose" This is a determination that CSX and NS personnel would make unilaterally, with no standards to govern their determination. The Board and other parties would have no knowledge of the type or scope of information exchanges CSX and NS elect to engage in. Finally, it would be up to the individual CSX and NS personnel who receive sensitive information from their chief competitor to refrain -- if, indeed, this would be humanly possible -- from subsequently using such information for "commercial" purposes in the ordinary course of their work.

In these circumstances, the potential for misuse of competitively sensitive information is quite great. CSX and NS marketing personnel could freely exchange the most sensitive information as to prices and other terms on which transportation is provided. The nature of such exchanges would be hidden from their customers and from other parties. Yet during and after the current merger case, these same personnel would be expected to compete aggressively with each other, while somehow blotting from their minds the sensitive information they obtained from their participation in the merger case. Ironically, the Board imposes much more stringent limitations on access to the Waybill Sample, which contains competitively sensitive information and, in its "raw" form, generally is not made available to in-house railroad personnel, and certainly is not made available to railroad marketing personnel.

Before a Protective Order is adopted in this case, the Board should invite further comments -- including comments from Applicants themselves -- regarding the extent to which CSX and NS really need to directly exchange any of their own competitively sensitive information in order to prepare an application. If CSX and NS are indeed to remain vigorous competitors after any Board decision approving the proposed merger, do CSX and NS really need to collaborate in projecting the results of such post-merger competition? Do CSX and NS intend to make joint assumptions as to the post-merger rate levels and service offerings of both companies? Is such a collaboration really necessary or desirable?

Access by CSX and NS personnel to competitively sensitive Conrail information appears to present somewhat lesser risks, and may be more necessary to the preparation of an application. The application, at least, will propose that Conrail be subsumed into its two

competitors in the event of a favorable Board decision, making the CSX-Conrail and NS-Conrail exchanges somewhat more like the UPRR-SPRR exchanges that took place in UPSP. But it is important to remember that the Board ultimately may deny the proposed acquisition of Conrail by CSX and NS, or may impose conditions deemed unacceptable to Applicants, in which case the merger would not be consummated. It is important to ensure that, in such circumstances, future competition among CSX, NS and Conrail will not have been compromised. Accordingly, the Board should invite all parties to comment as to the appropriateness of placing some limitations on the transfer of competitively sensitive Conrail information to CSX and NS.

The Board also should consider whether antitrust immunity would extend to all or any of the exchanges of competitively sensitive information that may occur under the Protective Order in this case, and whether the availability of such immunity would depend upon whether the merger application is approved or denied. Applicants presumably will argue that, at least in the event the merger is consummated pursuant to a favorable Board decision, all information exchanges undertaken in furtherance of the merger approval process would be entitled to antitrust immunity. The likelihood that Applicants would claim antitrust immunity in such circumstances underscores the need for a Protective Order that contains appropriate safeguards. The Protective Order should permit only information exchanges that are necessary to the process of Board review, and should establish a "bright line" between proper and improper exchanges. The Protective Order proposed by Applicants fails to do so, particularly in the context of a collaboration between principal post-merger competitors.

Finally, it is extremely important that the Board invite comments in order to afford full consideration of these issues *before* issuing a Protective Order. It would be unfair to deny other parties a reasonable opportunity to comment on the proposed order, and require them instead to seek to overturn an effective Board decision. In addition, if an inappropriate Protective Order were issued at this time, competitively damaging information exchanges would be sanctioned by the Board, and potentially would receive antitrust immunity that could not subsequently be withdrawn. Allowing a brief period for comments will give the Board and all parties an opportunity to consider the changes that should be made to the proposed Protective Order, given the novel circumstances of this case.²

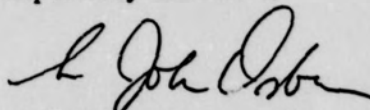
Conclusion

For all of these reasons, the Board should invite comments on the proposed Protective Order so as to ensure that the order ultimately adopted contains appropriate safeguards reflecting the special circumstances of this case.

² If additional time is allowed for comments, CN will provide a more detailed analysis of these issues than has been possible in the short time since the pending petition was filed.

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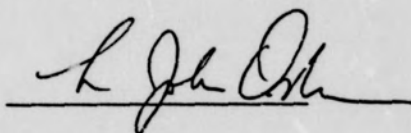
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Dated: April 16, 1997

Certificate of Service

The undersigned hereby certifies that on this 16th day of April, 1997, he served a true copy of the foregoing on counsel for all known parties by first-class mail, postage prepaid.



L. John Osborn

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.

CANADIAN NATIONAL RAILWAY COMPANY'S
COMMENTS ON PROPOSED PROCEDURAL SCHEDULE

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Dated: May 1, 1997

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.

CANADIAN NATIONAL RAILWAY COMPANY'S
COMMENTS ON PROPOSED PROCEDURAL SCHEDULE

Canadian National Railway Company ("CN") hereby provides the following comments on the procedural schedule proposed by the Joint Applicants¹ in CSX/NS-4, to which the Board invited comments in Decision No. 2, served April 21, 1997.

For the reasons set forth below, the 255-day schedule proposed by applicants is unduly short, and should not be adopted. The Board should retain the 365-day procedural schedule earlier adopted for the separate proposals to acquire Conrail in CSX/Conrail² and

¹ As used herein, unless the context indicates otherwise, "CSX" includes CSX Corporation and CSX Transportation, Inc., "NS" includes Norfolk Southern Corporation and Norfolk Southern Railway Company, and "Conrail" includes Conrail, Inc. and Consolidated Rail Corporation. CSX, NS and Conrail are collectively referred to as "Joint Applicants."

² See Finance Docket No. 33220, CSX Corporation and CSX Transportation, Inc. -- Control and Merger -- Conrail, Inc. and Consolidated Rail Corporation, Decision No. 8, served January 30, 1997 (unprinted) ("CSX/Conrail").

NS/Conrail.³ A 365-day schedule constitutes the minimum amount of time needed to conduct proceedings on a transaction as unique and complex as that presented in the instant case, which involves the proposed purchase and break-up of the largest railroad in the Northeast by its only other large railroad competitors in the East. The Joint Applicants, moreover, have advanced no valid reasons why more expedited treatment is needed.

**A. The "Front End" of the Proposed Schedule Is Appropriate, and Should
Not Be Shortened or Altered**

As a preliminary matter, there should be no controversy as to the "front end" of the schedule proposed by Joint Applicants, which is identical to the procedural schedules earlier adopted by the Board in CSX/Conrail and NS/Conrail. When the Board adopted those schedules, it received and considered extensive comments on the issue of whether opposition evidence and requests for conditions should be due on day F + 120, at the same time as inconsistent and responsive applications. This issue had two facets. The first concerned the undue burden that would result if opposition evidence and requests for conditions were required to be filed sooner than day F + 120. The second, as noted by CSX and NS themselves, concerned the impracticality of having separate due dates, and the distinct advantages of having a "consolidated" due date at F + 120 for all opposition evidence, requests for conditions, and responsive (including inconsistent) applications. The Board wisely adopted this approach.

³ See Finance Docket No. 33286, Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control -- Conrail, Inc. and Consolidated Rail Corporation, Decision No.

⁴ served January 30, 1997 (unprinted) ("NS/Conrail").

In their petition now seeking the adoption of a 255-day schedule, the Joint Applicants properly urge that the Board not alter the "front end" of the schedule previously adopted. CSX/NS-4 at 6-7. They recognize that those deadlines "reflect the well-considered, unanimous preferences" of all interested parties.

In short, there is no controversy regarding the "front end" of the schedule through F + 120, the Board should adhere to the approach followed in its earlier decisions.

B. The "Back End" of the 255-Day Schedule Proposed by Joint Applicants Is Unduly Truncated, and the Board Should Retain the 365-Day Schedule Earlier Adopted

The Joint Applicants' proposal for the "back end" of the schedule is onerous, unrealistic, and seeks expedition at the expense of full, thoughtful consideration of the issues raised by the proposed transaction. The application in this case will seek approval of the largest merger in the history of the railroad industry. The setting is the East -- and, to a large extent, the Northeast -- where no major railroad merger has occurred for many years. In a very real sense, the instant proceedings will constitute the resumption -- after a more than two-decade hiatus -- of a restructuring process that began in the 1970s. In its earlier phase, this restructuring process involved massive bankruptcies, extreme disruptions in rail service, and an unusually high level of governmental participation in the form of special legislation, the expenditure of substantial federal funds, and governmental ownership of Conrail. In order to decide the instant case, it will be necessary and appropriate to consider not only the current competitive environment, but also the unique circumstances and policy considerations that led to the creation of Conrail. A 365-day schedule is the minimum amount of time that the Board should allow for these purposes.

Indeed, the Board itself previously recognized the appropriateness of a 365-day schedule for deciding any merger involving Conrail. As the agency stated: "In summary, the procedural schedule we adopt here consisting of a 365-day time period is both fair to all of the parties and allows us sufficient time to resolve the unique issues that we anticipate will arise in connection with any merger proposal involving Conrail." See CSX/Conrail, Decision No. 8 at 8, and NS/Conrail, Decision No. 4 at 8 (emphasis added).⁴

The accelerated, 255-day schedule now proposed by Joint Applicants is based on a faulty premise. Joint Applicants argue that the 365-day schedule early adopted by the Board was based entirely on the likelihood that a major inconsistent application would be filed. They say that "the situation of the two other major rail carriers in the Eastern United States filing inconsistent and hostile application [sic] to acquire all or substantially all of Conrail in the same docket is no longer presented, and adjustments tailored to that situation are not required." CSX/NS-4 at 4-5. There are two significant flaws in this argument.

The first is an assumption that the existing 365-day schedule would have proven adequate to allow proper consideration of competing, inconsistent applications to acquire Conrail. Would have been possible, within just the 60-day period between F + 120 and F + 180, to have completed all the steps required to address not just "garden variety" responsive applications, but also a separate and inconsistent proposal to acquire Conrail?⁵ While we will

⁴ The Board also stated that the schedule must allow more time than otherwise might be needed "[b]ecause there has not been a major merger in the East since the early 1980s" See CSX/Conrail, Decision No. 3 at 7, and NS/Conrail, Decision No. 1 at 5.

⁵ These steps necessarily would have included the completion all document discovery on such applications, the conduct all depositions, analysis of the responsive and inconsistent applications, and preparation of all opposition evidence and/or applications responsive to the

never know for sure, it is far from clear that the 365-day schedule would have permitted proper consideration of such an inconsistent application.

In any event, even if it is assumed that the 365-day schedule somehow would have accommodated an inconsistent application to acquire Conrail, it does not follow that the absence of such an inconsistent application now justifies a shorter schedule. The current proposal itself involves unique issues of enormous importance -- a fact that Joint Applicants seek to downplay. But Joint Applicants, in a moment of candor, do acknowledge that this case will have some of the attributes and complexities of a case involving competing, inconsistent applications, stating:

This case . . . involves the extension of two separate and competing railroads into the territory now served by Conrail. It also involves separate, competing operating and marketing plans for those two railroads. The process thus has many of the aspects of separate applications by the two carriers.

CSX/NS-4 at 8. In other words, the two largest rail carriers in the East are proposing to acquire and divide their only significant rail competitor through a series of collaborative transactions that might be regarded as two mergers. This, combined with the fact that no significant railroad mergers have been consummated in the East for many years, is more than sufficient to justify a 365-day schedule.

inconsistent application. In this regard, the Board has observed that, since descriptions of inconsistent and responsive applications were to be filed on F + 60, parties would have "in effect" 120 days to prepare their responses due on Day F + 180. CSX/Conrail, Decision No. 8 at 7, and NS/Conrail, Decision No. 4 at 7. With all due respect, even though the F + 60 description is of some value, it is no substitute for having an inconsistent or responsive application in hand, together with the necessary discovery. Also during the period between F + 60 and F + 120, parties necessarily are occupied with other matters -- such as responding to the primary application.

Joint Applicants also overlook the possibility that, notwithstanding the absence of an inconsistent application to acquire Conrail, this case may well involve one or more responsive applications that will require thorough consideration. CN, for its part, is highly concerned with the shortfall in rail competition that would result from the current CSX/NS proposal, and CN is likely to seek affirmative relief through a responsive application. Other parties may also seek relief that would require the filing of responsive applications. Under the schedule proposed by Joint Applicants, all discovery with respect to such responsive applications would need to be completed, and all evidence in response to such applications would need to be filed, in a period of just 30 days. Rebuttal then would be due just 15 days later, with briefs following by just another 20 days. This is simply too tight a schedule for a case as significant as the break-up of Conrail.

Another serious deficiency in the 255-day schedule proposed by Joint Applicants is that it would rob the Board itself of the time needed for careful deliberation of the important issues presented. It must be assumed that the Board's members will be unlikely to know how they will resolve these issues until briefs are filed, and perhaps until they hear oral argument. The 365-day schedule itself will allow just 45 days from the filing of briefs to the voting conference, but the proposed 255-day schedule would cut this critical period to just 20 days, making it difficult or even impossible for the members to digest the huge record before casting their votes. It would be unwise to adopt such a shortened schedule in so important a case, particularly when a new member is likely to join the Board in the near future -- perhaps even after the primary application is filed. Obviously, the shortened schedule also would make it extremely difficult for the agency's staff to prepare a thorough decision.

Joint Applicants seek to justify the proposed 255-day schedule by alluding to the UPSP proceeding. As the Board has recognized, however, the transaction proposed in that case involved rail lines in the West, where other mergers recently had been proposed and implemented. Indeed, the proposal in UPSP was largely a response to the merger recently approved in BNSF, and expedited treatment in UPSP could be justified not only by the very fresh merger experience in the West but also by the concern that, without a prompt decision, the proposed UPSP system might fall behind its competitor BNSF. An additional factor that logically could have influenced the schedule in UPSP was concern about the viability of SP. Such factors are missing in this case. The CSX/NS proposal to acquire and divide Conrail is not made in response to any other recent merger, and Conrail is secure as an independent carrier.⁶

This brings us to the Joint Applicants' purported justification for more expedited treatment than that already afforded by a 365-day schedule. In essence, they seek to justify an accelerated schedule by relying on their own decision to pay for Conrail's stock "up front," and to use a voting trust or trusts to complete the transaction even before filing an application with this Board. As a related matter, they express concern that, during the period of uncertainty pending Board consideration of the transaction (exacerbated by their own election to use voting trusts), there may be "attrition" of Conrail's management. CSX/NS-4 at 5-6.

⁶ Joint Applicants also seem to suggest that the instant case will be simpler than UPSP. They say that UPSP involved "serious competitive issues," and then go on to claim: "The transaction contemplated here will not present such [serious competitive] issues. On the contrary, it is clear that this transaction will significantly enhance rail competition in the Eastern United States." CSX/NS-4 at 4. This self-serving comment should be wholly discounted. It must be presumed that a merger of this historic proportion will raise "serious competitive issues," and CN intends to demonstrate the presence of such issues.

Joint Applicants' own determination to make an expenditure of over \$10 billion without awaiting formal Board review of their proposal should not and cannot justify greater expedition of the case than otherwise would be warranted.

CN is well aware that the Board has expedited its handling of major merger cases in recent years, and now regards the deadlines imposed by the statute as an "outside limit" that can be beaten in most cases.⁷ But it is significant that the current 15-month schedule allowed by the statute represents a substantial shortening of the time permitted for deciding railroad merger cases from that allowed in prior years, and already reflects the progress the Board and its predecessor agency have made in accelerating the merger process. Joint Applicants nevertheless are asking the Board, in deciding the largest merger in the history of the industry, to use just over one-half of the 15-months allowed under the newly-shortened statutory schedule. It is reasonable to ask: if all, or at least a substantial portion, of the recently-enacted 15-month schedule is not used for a case as significant as the break-up of Conrail, what meaning does it have? Certainly, deciding the instant case on a 365-day schedule, and thereby consuming less than 80% of the time now allowed under the statute, would constitute a very efficient and commendable performance by the agency charged with reconciling all of the conflicting interests presented in a case of this magnitude.⁸

⁷ As the Board stated in UPSP, "[O]ur interpretation of the 15-month schedule set out in section 11325(b) is that it provides an outside limit on how long the Board may take to resolve a major merger proceeding, and is not necessarily an endorsement of a longer schedule." Finance Docket No. 32760, Union Pacific Corp. -- Control and Merger -- Southern Pacific Rail Corp., Decision No. 10 at 4, served Jan. 26, 1996 (unprinted).

⁸ It should not be overlooked that the Board already has accommodated Joint Applicants by waiving the 3-month pre-filing notice requirement. Decision No. 2, served April 21, 1997.

C. If CSX and NS Are Permitted to File Separate Briefs, the Page Limit For Other Parties Should be 75 Pages

Joint Applicants propose that CSX and NS be permitted to file separate briefs, each subject to the 50-page limit imposed on other parties. (They are silent as to whether Conrail would join in both such briefs, though it must be assumed that Conrail would not file separately.) The justification offered for allowing separate CSX and NS briefs is that they are "separate and competing railroads" and will have "separate, competing operating and marketing plans." CSX/NS-4 at 8.

Given the unique circumstances of this case, and the fact that CSX and NS must remain competitors (whether or not the proposed transaction is approved), there is some logic to the request for separate briefs. However, it would be unfair to other parties if this request were granted without some further adjustment. CSX and NS each would have up to 50 pages to address such matters as their "separate, competing operating and marketing plans," but other parties would have only 50 pages to address all aspects of the case, including the separate plans of both CSX and NS.

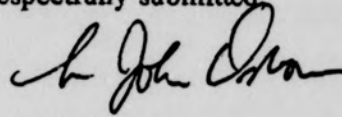
If this CSX/NS request is to be granted, a reasonable and fair compromise would be to limit CSX and NS to 50 pages each, but to allow other parties to file briefs of up to 75 pages. With this adjustment, other parties would not be unduly constricted in their efforts to address the issues raised by the separate CSX and NS plans to implement this proposed joint acquisition of a major competitor.

CONCLUSION

For all of these reasons, CN respectfully requests that --

- (1) the Board adhere to the 365-day schedule previously adopted; and
- (2) if the request for separate, 50-page CSX and NS briefs is granted, the Board allow other parties to file briefs of up to 75 pages.

Respectfully submitted,



Jean Pierre Ouellet
Chief Legal Officer and Corporate
Secretary
Canadian National Railway Company
935 de La Gauchetiere Street West
16th Floor
Montreal, Quebec
H3B 2M9
(514) 399-2100

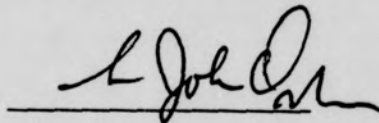
L. John Osborn
Douglas E. Rosenthal
Amber C. Haskett
Sonnenschein Nath & Rosenthal
1301 K Street, N.W.
Suite 600 East
Washington, D.C. 20005
(202) 408-6351

Attorneys for:
CANADIAN NATIONAL RAILWAY COMPANY

Dated: May 1, 1997

Certificate of Service

The undersigned hereby certifies that on this 1st day of May, 1997, he served a true copy of the foregoing on counsel for all known parties by first-class mail, postage prepaid.



L. John Osborn

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

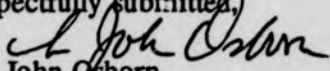
CSX CORPORATION AND CSX TRANSPORTATION, INC., NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY -- CONTROL AND OPERATING LEASES/AGREEMENTS -- CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION -- TRANSFER OF RAILROAD LINE BY NORFOLK SOUTHERN RAILWAY COMPANY TO CSX TRANSPORTATION, INC.

CANADIAN NATIONAL'S
NOTICE OF INTENT TO PARTICIPATE

Canadian National Railway Company ("CN") and Grand Trunk Western Railroad Incorporated ("GTW") hereby provide notice that they intend to participate fully as parties of record in this proceeding. Service of all decisions, pleadings and correspondence should be made on the counsel for CN and GTW whose names appear below.

Jean Pierre Ouellet
Chief Legal Officer and Corporate Secretary
Canadian National Railway Company
935 de La Gauchetiere Street West
16th Floor
Montreal, Quebec
H3B 2M9
(514) 399-2100

Respectfully submitted,

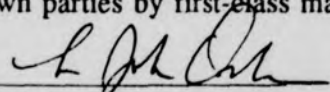

L. John Osborn
Douglas E. Rosenthal
Elizabeth A. Ferrell
Sonnenschein Nath & Rosenthal
1301 K Street, N.W.
Suite 600 East
Washington, D.C. 20005
(202) 408-6351

Attorneys for:
CANADIAN NATIONAL RAILWAY COMPANY
GRAND TRUNK WESTERN RAILROAD INCORPORATED

Dated: August 7, 1997

Certificate of Service

The undersigned hereby certifies that on this 7th day of August, 1997, he served a true copy of the foregoing on counsel for all known parties by first-class mail, postage prepaid.


L. John Osborn

STB

FD-33388

ID-181666

9-2-97

D

181666

D

JOHN M. ROBINSON
ATTORNEY AT LAW
9616 OLD SPRING ROAD
KENSINGTON, MARYLAND 20895

(301)949-5452



September 2, 1997

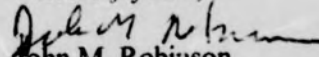
The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
ATTN: STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

Finance Docket No. 33388
CSX Corp. And CSX Transportation,
Inc., Norfolk Southern Corp., and Norfolk Southern
Railway Co.-Control and Operating Lease
Agreements-Conrail Inc. and Consolidated Rail Corp.

Dear Secretary Williams:

Pursuant to Decision No. 21 in the captioned proceeding is enclosed an original plus ten copies of a certificate of service of the Effingham Railroad Company and the Illinois Western Railroad Company. That decision was received by the undersigned, a part time practitioner, while on travel, and the necessary service prepared over the Labor Day weekend in response to the obligation. Since the only relevant filing to date was the notice to participate, no harm will be derived by any party if the service is four days out of time. I therefore request that the Board accept the late service. Also pursuant to that order please be advised that the two previously named parties have adopted a CBI as a their joint three letter identifying code.

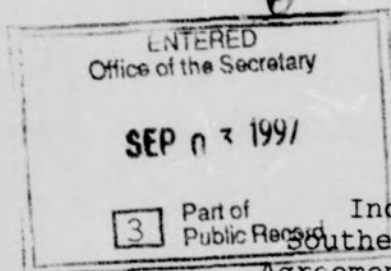
Sincerely yours,


John M. Robinson

18/66
Before the

SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388



CSX Corp. And CSX Transportation,
Inc., Norfolk Southern Corp., and Norfolk
Southern Railway Co.-Control and Operating Lease
Agreements-Conrail Inc. and Consolidated Rail Corp.

Pursuant to the Surface Transportation Board's Decision No. 21 issued August 19, 1997, I hereby certify that a copy of all documents filed with the Board to date by the Effingham Railroad Company and the Illinois Western Railroad Company have been served on each party of record in the captioned proceeding, first class postage prepaid.

John M. Robinson

John M. Robinson
9616 Old Spring Road
Kensington, Md.

20895

September 2, 1997.

STB

FD-33388

ID-181667

9-2-97

D

681667

ENTERED
Office of the Secretary

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3 Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

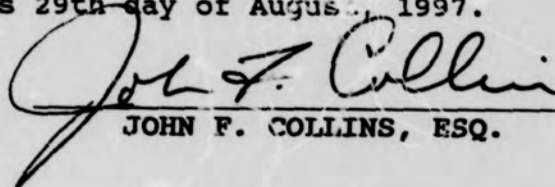
STB FINANCE DOCKET NO. 33388



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

CERTIFICATE OF SERVICE

I hereby certify that, pursuant to the provisions of Decision No. 21, served August 19, 1997 in the above-captioned matter, a copy of the attached Notice of Intent to Participate was served on all parties of record identified in Decision 21, via first class mail, postage prepaid on this 29th day of August, 1997.


JOHN F. COLLINS, ESQ.

COLLINS, COLLINS & KANTOR

ATTORNEYS AT LAW • 267 NORTH STREET • BUFFALO, NEW YORK 14201 • (716) 885-9700 • FAX: (716) 885-9770

BEFORE THE
SURFACE TRANSPORTATION BOARD

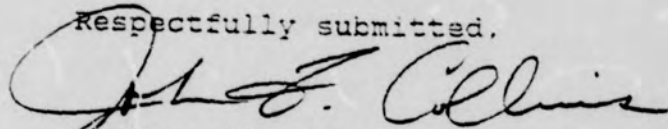
STB FINANCE DOCKET NO. 33388

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

NOTICE OF INTENT TO PARTICIPATE

Please enter the appearance of the undersigned on behalf of the BROTHERHOOD OF LOCOMOTIVE ENGINEERS, CONRAIL GENERAL COMMITTEE OF ADJUSTMENT, R.W. GODWIN, GENERAL CHAIRMAN, AND BROTHERHOOD OF LOCOMOTIVE ENGINEERS, NEW YORK STATE LEGISLATIVE BOARD (collectively, "BLE") which intends to participate and become a party of record in this proceeding. Service of all documents filed in this proceeding should be made upon the undersigned.

Respectfully submitted,



JOHN F. COLLINS, ESQ., of Counsel
COLLINS, COLLINS & KANTOR, P.C.
267 North Street
Buffalo, New York 14201
(716) 885-9700

Dated: July 31, 1997

CERTIFICATE OF SERVICE

I hereby certify that on July 31, 1997, a copy of the foregoing BROTHERHOOD OF LOCOMOTIVE ENGINEERS, CONRAIL GENERAL COMMITTEE OF ADJUSTMENT, R.W. GODWIN, GENERAL CHAIRMAN, AND BROTHERHOOD OF LOCOMOTIVE ENGINEERS, NEW YORK STATE LEGISLATIVE BOARD's (Collectively, "BLE") Notice of Intent to Participate was served by first-class, U.S. mail, postage prepaid upon the following parties:

SURFACE TRANSPORTATION BOARD
OFFICE OF THE SECRETARY
Case Control Unit
ATTN.: STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20423-0001

ADMINISTRATIVE LAW JUDGE JACOB LEVENTHAL
Federal Energy Regulatory Commission
888 First Street, N.E., Suite 11F
Washington, DC 20426

DENNIS G. LYONS, ESQ.
Arnold & Porter
555 12th Street, N.W.
Washington, DC 20004-1202

RICHARD A. ALLEN, ESQ.
JAMES A. CALDERWOOD
ANDREW R. PLUMP
JOHN V. EDWARDS
Zuckert Scoutt & Rasenberger, L.L.P.
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Washington, DC 20006-3939

PAUL A. CUNNINGHAM, ESQ.
Harkins Cunningham
1300 Nineteenth Street, N.W., Suite 600
Washington, DC 20036

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WILLIAM C. WOODRIDGE
JAMES L. HOWE, III
ROBERT J. COONEY
GEORGE A. ASPATORE
Norfolk Southern Corporation
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Norfolk, VA 23510-9241

JOHN M. NANNES
SCOT B. HUTCHINS
Skadden, Arps, Slate, Meahger & Flom, LLP
1440 New York Avenue, N.W.
Washington, DC 20005-2111

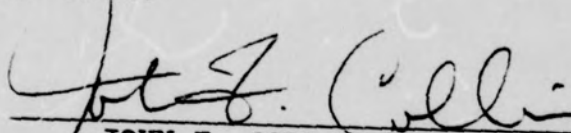
SAMUEL M. SIPE, JR.
TIMOTHY M. WALSH
Steptoe & Johnson LLP
1330 Connecticut Avenue
Washington, DC 20036-1795

MARK G. ARON
PETER J. SHUDTZ
CSX Corporation
One James Center
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Richmond, VA 23129

P. MICHAEL GIFTOS
PAUL R. HITCHCOCK
CSX Transportation, Inc.
500 Water Street
Speed Code J-120
Jacksonville, FL 32202

DENNIS G. LYONS
RICHARD L. ROSEN
PAUL T. DENIS
Arnold & Porter
555 12th Street, N.W.
Washington, DC 20004-1202

TIMOTHY T. O'TOOLE
CONSTANCE L. ABRAMS
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103


JOHN F. COLLINS, ESQ.

STB

FD-33388

ID-181655

9-2-97

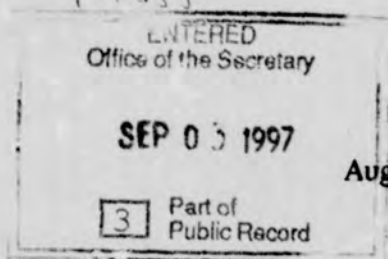
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OPPENHEIMER WOLFF & DONNELLY

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

(312) 516-1800
FAX (312) 616-5800

Thomas J. Litwiler
(312) 616-5861



August 29, 1997



Brussels

Chicago

Minneapolis

New York

Paris

Saint Paul

Washington, D.C.

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 700
Washington, DC 20423-0001

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

Dear Secretary Williams:

Pursuant to Decision No. 21, served on August 19, 1997, I hereby certify that on August 28, 1997, the prior pleadings of Wisconsin Central Transportation Corporation, Wisconsin Central Ltd., Fox Valley & Western Ltd. and Sault Ste. Marie Bridge Company were served by first class mail, postage prepaid, on all parties of record herein under cover of the attached letter.

Ten copies of this certificate, with attachment, are enclosed for filing at the Board. Please feel free to contact me should any questions arise regarding this matter.

Respectfully submitted,

Thomas J. Litwiler
Attorney for Wisconsin Central Transportation
Corporation, Wisconsin Central Ltd., Fox Valley &
Western Ltd. and Sault Ste. Marie Bridge Company

TJL:tl

Attachment

cc: ALJ Jacob Leventhal, FERC

OPPENHEIMER WOLFF & DONNELLY

Two Prudential Plaza
45th Floor
180 North Stetson Avenue
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August 28, 1997

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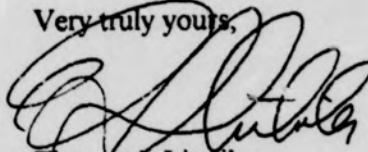
To All Parties of Record

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

Dear Sir/Madam:

Pursuant to Decision No. 21 served by the Surface Transportation Board on August 19, 1997, enclosed please find copies of all filings made by **Wisconsin Central Transportation Corporation, Wisconsin Central Ltd., Fox Valley & Western Ltd. and Sault Ste. Marie Bridge Company** in the above-captioned proceeding prior to the Board's issuance of Decision No. 21.

Very truly yours,



Thomas J. Litwiler
Attorney for Wisconsin Central Transportation
Corporation, Wisconsin Central Ltd., Fox Valley &
Western Ltd. and Sault Ste. Marie Bridge Company

TJL:tl

Enclosures

cc: ✓ Mr. Vernon A. Williams, STB
ALJ Jacob Leventhal, FERC

STB

FD-33388

ID-181657

9-2-97

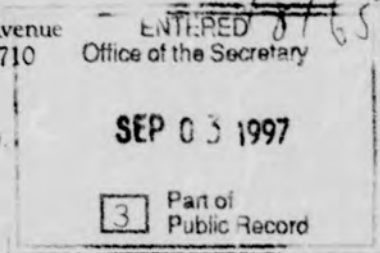
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OPPENHEIMER WOLFF & DONNELLY

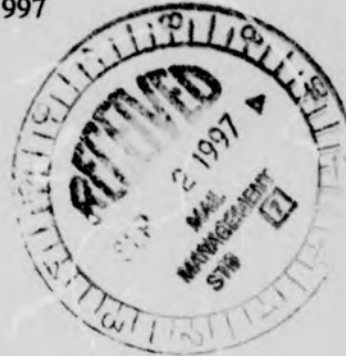
Two Prudential Plaza
45th Floor
180 North Stetson Avenue
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Thomas J. Litwiler
(312) 616-5861



August 29, 1997



Brussels

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VIA FEDERAL EXPRESS

Mr. William A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 700
Washington, DC 20423-0001

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

Dear Secretary Williams:

Pursuant to Decision No. 21, served on August 19, 1997, I hereby certify that on August 28, 1997, the prior pleadings of Transtar, Inc., Bessemer and Lake Erie Railroad Company and Elgin, Joliet and Eastern Railway Company were served by first class mail, postage prepaid, on all parties of record herein under cover of the attached letter.

Ten copies of this certificate, with attachment, are enclosed for filing at the Board. Please feel free to contact me should any questions arise regarding this matter. Thank you for your assistance.

Respectfully submitted

Thomas J. Litwiler
Attorney for Transtar, Inc.,
Bessemer and Lake Erie Railroad Company
and Elgin, Joliet and Eastern Railway Company

TJL:tl

Attachment

cc: ALJ Jacob Leventhal, FERC

OPPENHEIMER WOLFF & DONNELLY

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

(312) 616-1800
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Thomas J. Litwiler
(312) 616-5861

August 28, 1997

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Saint Paul

Washington, D.C.

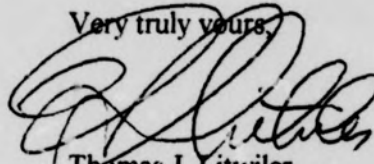
To All Parties of Record

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

Dear Sir/Madam:

Pursuant to Decision No. 21 served by the Surface Transportation Board on August 19, 1997, enclosed please find copies of all filings made by **Transtar, Inc., Bessemer and Lake Erie Railroad Company and Elgin, Joliet and Eastern Railway Company** in the above-captioned proceeding prior to the Board's issuance of Decision No. 21.

Very truly yours,



Thomas J. Litwiler
Attorney for Transtar, Inc.,
Bessemer and Lake Erie Railroad Company
and Elgin, Joliet and Eastern Railway Company

TJL:tl

Enclosures

cc: ✓ Mr. Vernon A. Williams, STB
ALJ Jacob Leventhal, FERC

STB

FD-33388

ID-181658

9-2-97

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181 658
OPPENHEIMER WOLFF & DONNELLY

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Thomas J. Litwiler
(312) 616-5861



August 29, 1997



Brussels

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Washington, D.C.

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 700
Washington, DC 20423-0001

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

Dear Secretary Williams:

Pursuant to Decision No. 21, served on August 19, 1997, I hereby certify that on August 28, 1997, the prior pleadings of Illinois Central Railroad Company, Chicago Central & Pacific Railroad Company and Cedar River Railroad Company were served by first class mail, postage prepaid, on all parties of record herein under cover of the attached letter.

Ten copies of this certificate, with attachment, are enclosed for filing at the Board. Please feel free to contact me should any questions arise regarding this matter. Thank you for your assistance.

Respectfully submitted,

Thomas J. Litwiler
Attorney for Illinois Central Railroad Company,
Chicago, Central & Pacific Railroad Company
and Cedar River Railroad Company

TJL:tl

Attachment

cc: ALJ Jacob Leventhal, FERC

OPPENHEIMER WOLFF & DONNELLY

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

(312) 616-1800
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Thomas J. Litwiler
(312) 616-5861

August 28, 1997

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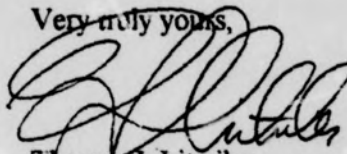
To All Parties of Record

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

Dear Sir/Madam:

Pursuant to Decision No. 21 served by the Surface Transportation Board on August 19, 1997, enclosed please find copies of all filings made by **Illinois Central Railroad Company, Chicago, Central & Pacific Railroad Company and Cedar River Railroad Company** in the above-captioned proceeding prior to the Board's issuance of Decision No. 21.

Very truly yours,



Thomas J. Litwiler
Attorney for Illinois Central Railroad Company,
Chicago, Central & Pacific Railroad Company
and Cedar River Railroad Company

TJL:tl

Enclosures

cc: ✓ Mr. Vernon A. Williams, STB
ALJ Jacob Leventhal, FERC

STB

FD-33388

ID-181539

8-27-97

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181539

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

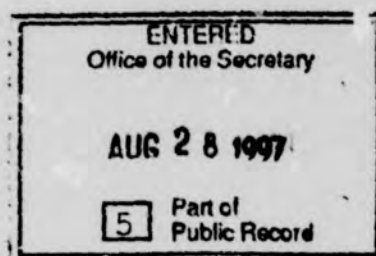
WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVEY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III



August 27, 1997

BY HAND DELIVERY

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



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:

Pursuant to Decision No. 21 in the above-referenced proceeding, enclosed is an original plus ten (10) copies of a certificate of service of the Cities of East Chicago, Indiana; Hammond, Indiana; Gary, Indiana; and Whiting, Indiana (collectively "The Four City Consortium") (FCC).

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

Sincerely,

C. Michael Loftus

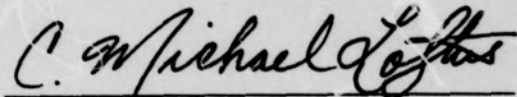
C Michael Loftus
An Attorney for the Cities of
East Chicago, Indiana
Hammond, Indiana
Gary, Indiana
Whiting, Indiana
Collectively "The Four City
Consortium"

Enclosures

cc: The Honorable Jacob Leventhal
All Parties of Record

CERTIFICATE OF SERVICE

I hereby certify that pursuant to Decision No. 21 in 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, (decision served Aug. 19, 1997), a copy of all filings submitted so far in this proceeding by the Cities of East Chicago, Indiana; Hammond, Indiana; Gary, Indiana; and Whiting, Indiana (collectively "The Four City Consortium") were served on each Party of Record (to the extent such filings have not previously been served upon other parties) this 27th day of August, 1997, by first-class mail, postage pre-paid.


C. Michael Loftus

STB

FD-33388

ID-181524

8-27-97

D

181524



**Attorney General
Betty D. Montgomery**

August 26, 1997



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

D

Re: Final 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.

Dear Secretary Williams:

Pursuant to Decision No. 21 in the above-referenced proceeding, enclosed please find an original and 10 copies of the Certificate of Service of Ohio Attorney General's Office, Antitrust Section.

Please contact the undersigned if you have any questions regarding this matter.

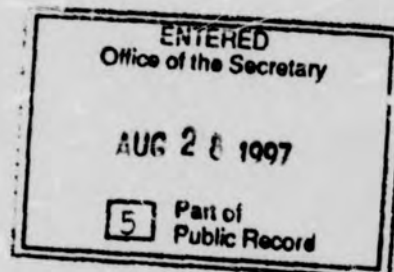
Sincerely,

A handwritten signature in cursive script, appearing to read "Doreen C. Johnson".

Doreen C. Johnson
Assistant Attorney General
Section Chief, Antitrust
30 E. Broad Street, 16th Floor
Columbus, Ohio 43215

encls.

cc: All Parties of Record on Service List



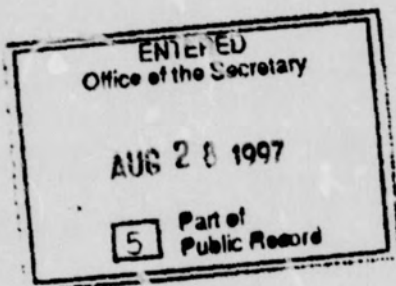
conrailwilliams.825

State Office Tower / 30 East Broad Street / Columbus, Ohio 43215-3428
An Equal Opportunity Employer



CERTIFICATE OF SERVICE

I hereby certify that on this 26th day of August, 1997, a copy of all filings in Finance Docket No. 33388 submitted by Ohio Attorney General, Antitrust Section prior to the service list date of Board Decision No. 21 have been served by first class mail upon Administrative Law Judge Jacob Leventhal and all Parties of Record on the service list attached to Board Decision No. 21.



Doreen C. Johnson
DOREEN C. JOHNSON

STB

FD-33388

ID-181525

8-27-97

D

181525

BRICKFIELD
BURCHETTE
RITTS, PC

August 27, 1997

BY HAND DELIVERY

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

D



WASHINGTON, D.C.
AUSTIN, TEXAS

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

Dear Secretary Williams:

On behalf of Steel Dynamics, Inc. ("SDI"), please find enclosed for filing an original and ten copies of the Certificate of Service of Steel Dynamics, Inc. (SDI-5).

Please do not hesitate to contact me if you have any questions or concerns. Thank you for your cooperation in this matter.

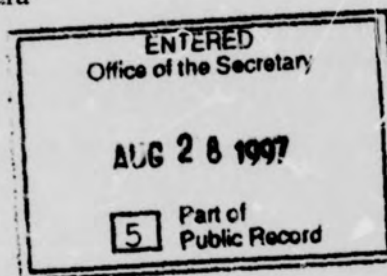
Very truly yours,

A handwritten signature in cursive script, appearing to read "Chry C. O'H".

Christopher C. O'Hara

Enclosure

cc: The Honorable Jacob Leventhal
All Parties of Record



181525

SDI-5

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

**CERTIFICATE OF SERVICE
OF STEEL DYNAMICS, INC.**

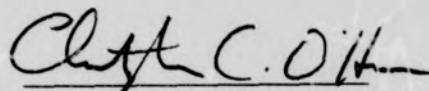
Pursuant to Decision No. 21 of the Surface Transportation Board, I hereby certify that on August 27, 1997, all Parties of Record listed in Decision No. 21 were served (who were not previously served), by United States mail, first class, postage prepaid with copies this document and of the following filings:

Entry of Appearance of Steel Dynamics, Inc. (SDI-1)

Comments of Steel Dynamics, Inc. on the Proposed Procedural Schedule (SDI-2)

Reply of Steel Dynamics, Inc. to the Petition for Waiver Filed by NS (SDI-3)

Notice of Intent to Participate of Steel Dynamics, Inc. (SDI-4)



Christopher C. O'Hara
Brickfield, Burchette & Ritts, P.C.
1025 Thomas Jefferson Street, NW
Eighth Floor, West Tower
Washington, DC 20007

Telephone: (202) 342-0800

Facsimile: (202) 342-0807

Attorneys for Steel Dynamics, Inc.

Date: August 27, 1997

STB

FD-33388

ID-181526

8-27-97

D

MAYER, BROWN & PLATT

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

ADRIAN L. STEEL JR.
DIRECT DIAL (202) 778-0630
asteel@mayerbrown.com

181526
MAIN TELEPHONE
202-463-2000
MAIN FAX
202-661-0473

August 27, 1997



D

VIA HAND DELIVERY

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

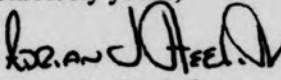
Re: Finance Docket No. 33388, CSX Corporation and CSX Transportation,
Inc., Norfolk Southern Corporation and Norfolk Southern Railway Co. --
Control and Operating Leases/Agreements -- Conrail Inc. and
Consolidated Rail Corporation

Dear Secretary Williams:

Pursuant to Decision No. 21 in the above-referenced proceeding, enclosed please find an original and ten (10) copies of the Certificate of Service of The Burlington Northern and Santa Fe Railway Company.

I would appreciate it if you would date-stamp the enclosed extra copy of the Certificate of Service and return it to the messenger for our files. If you have any questions, please contact me at (202) 778-0630. Thank you.

Sincerely yours,


Adrian L. Steel, Jr.

Enclosures

cc: All Parties of Record on Service List

| | |
|-------------------------|--------------------------|
| ENTERED | |
| Office of the Secretary | |
| AUG 28 1997 | |
| 5 | Part of Public Record |

CERTIFICATE OF SERVICE

I hereby certify that a copy of all filings in Finance Docket No. 33388 submitted by The Burlington Northern and Santa Fe Railway Company prior to the service date of Board Decision No. 21 have been served this 27th day of August, 1997, by first-class mail, postage prepaid on the Honorable Jacob Leventhal and on all Parties of Record on the service list attached to Board Decision No. 21.

John J. Allen

STB

FD-33388

ID-181527

8-27-97

D

181527

LAROE, WINN, MOERMAN & DONOVAN

ATTORNEYS AT LAW
3506 IDAHO AVENUE, N. W.
WASHINGTON, D. C. 20018
TELEPHONE (202) 362-3010
FAX (202) 362-3050



August 27, 1997

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

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

Dear Secretary Williams:

Enclosed are an original and ten (10) copies of the
Certificate of Service of the Port Authority of New York and New
Jersey (NYNJ-7) for filing in the above-captioned proceeding. An
additional copy is enclosed for file stamp and return with our
messenger. Please note that a copy of this filing is also enclosed
on a 3.5-inch diskette in WordPerfect 5.1 format.

Very truly yours,

Paul M. Donovan

Enclosure

cc: The Honorable Jacob Leventhal
All Parties of Record

| | |
|-------------------------|--------------------------|
| ENTERED | |
| Office of the Secretary | |
| AUG 28 1997 | |
| 5 | Part of Public Record |

181527

NYNJ-2



BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

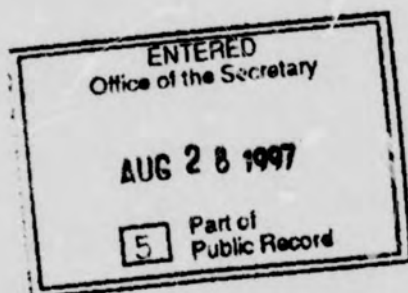
CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
-CONTROL AND OPERATING LEASES/AGREEMENTS-
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

CERTIFICATE OF SERVICE OF THE PORT
AUTHORITY OF NEW YORK AND NEW JERSEY

Pursuant to Decision 21, I hereby certify that on August 27, 1997, all Parties of Record listed in Decision 21 were served by first-class mail, postage prepaid, with the following filings of the Port Authority of New York and New Jersey submitted thus far in this proceeding:

PANY/NJ-1; NYNJ-2; and NYNJ-3

Dated: August 27, 1997



Paul M. Donovan
LaRoe, Winn, Moernan & Donovan
3506 Idaho Avenue N.W.
Washington, DC 20016
(202) 362-3010

Attorney for
The Port Authority of New York
and New Jersey

STB

FD-33388

ID-181529

8-27-97

D

181529

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

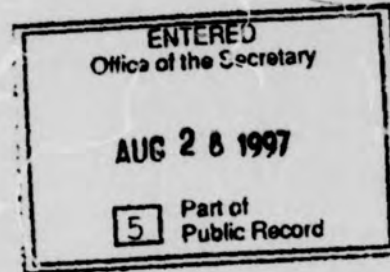
WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III



August 27, 1997

BY HAND DELIVERY

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



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:

Pursuant to Decision No. 21 in the above-referenced proceeding, enclosed is an original plus ten (10) copies of a certificate of service of the National Railroad Passenger Corporation ("AMTRAK") (NRPCC).

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

Sincerely,

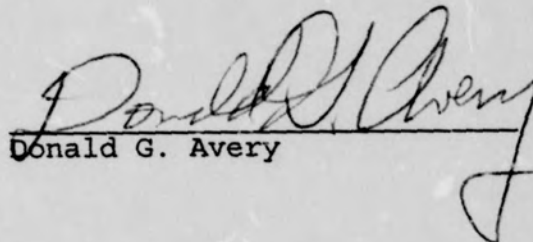
Donald G. Avery
An Attorney for the National
Railroad Passenger Corporation

Enclosures

cc: The Honorable Jacob Leventhal
All Parties of Record

CERTIFICATE OF SERVICE

I hereby certify that pursuant to Decision No. 21 in 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, (decision served Aug. 19, 1997), a copy of all filings submitted so far in this proceeding by the National Railroad Passenger Corporation ("AMTRAK") (NRPC) were served on each Party of Record (to the extent such filings have not previously been served upon other parties) this 27th day of August, 1997, by first-class mail, postage pre-paid.


Donald G. Avery

STB

FD-33388

ID-181530

8-27-97

D

181530

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N.W.

WASHINGTON, D. C. 20036

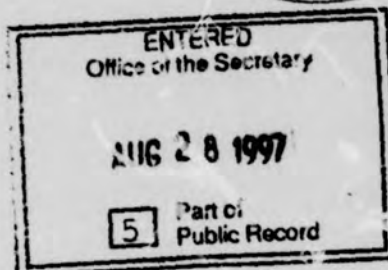
WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III



August 27, 1997

BY HAND DELIVERY

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



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:

Pursuant to Decision No. 21 in the above-referenced proceeding, enclosed is an original plus ten (10) copies of a certificate of service of East Jersey Railroad Company (EJRR).

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

Sincerely,

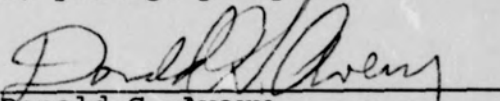
Donald G. Avery
An Attorney for East Jersey
Railroad Company

Enclosures

cc: The Honorable Jacob Leventhal
All Parties of Record

CERTIFICATE OF SERVICE

I hereby certify that pursuant to Decision No. 21 in 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, (decision served Aug. 19, 1997), a copy of all filings submitted so far in this proceeding by East Jersey Railroad Company (EJRR) were served on each Party of Record (to the extent such filings have not previously been served upon other parties) this 27th day of August, 1997, by first-class mail, postage pre-paid.


Donald G. Avery

STB

FD-33388

ID-181531

8-27-97

D

(18153)

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

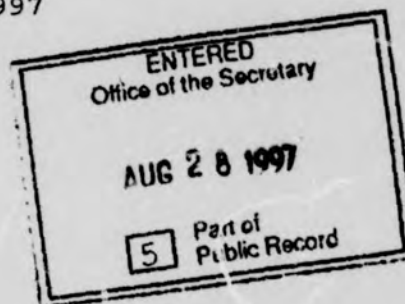
WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III



August 27, 1997

BY HAND DELIVERY

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



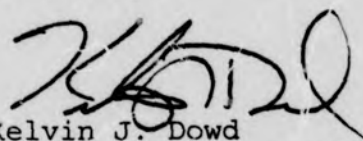
Re: Finance Docket No. 33388
CSX Corporation and CSX Transportation, Inc.,
Norfolk Southern Corporation and Norfolk
Southern Railway Company -- Control and Operating
Leases/Agreements -- Conrail Inc.
and Consolidated Rail Corporation

Dear Secretary Williams:

Pursuant to Decision No. 21 in the above-referenced proceeding, enclosed is an original plus ten (10) copies of a certificate of service of Consumers Energy Company (CE).

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

Sincerely,

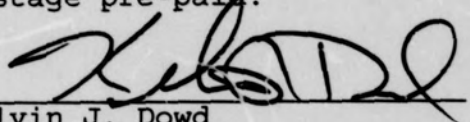

Kelvin J. Dowd
An Attorney for Consumers
Energy Company

Enclosures

cc: The Honorable Jacob Leventhal
All Parties of Record

CERTIFICATE OF SERVICE

I hereby certify that pursuant to Decision No. 21 in 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, (decision served Aug. 19, 1997), a copy of all filings submitted so far in this proceeding by Consumers Energy Company (CE) were served on each Party of Record (to the extent such filings have not previously been served upon other parties) this 27th day of August, 1997, by first-class mail, postage pre-paid.


Kelvin J. Dowd

STB

FD-33388

ID-181532

8-27-97

D

181532

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

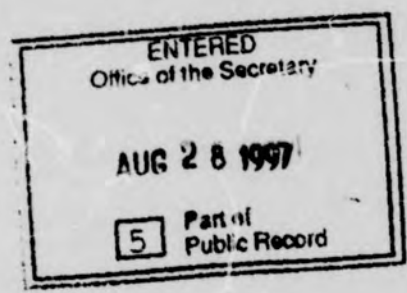


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August 27, 1997

BY HAND DELIVERY

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



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:

Pursuant to Decision No. 21 in the above-referenced proceeding, enclosed is an original plus ten (10) copies of a certificate of service of GPU Generation, Inc. (GPU).

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

Sincerely,

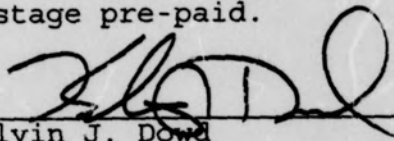
Kelvin J. Dowd
An Attorney for GPU
Generation, Inc.

Enclosures

cc: The Honorable Jacob Leventhal
All Parties of Record

CERTIFICATE OF SERVICE

I hereby certify that pursuant to Decision No. 21 in 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, (decision served Aug. 19, 1997), a copy of all filings submitted so far in this proceeding by GPU Generation, Inc. were served on each Party of Record (to the extent such filings have not previously been served upon other parties) this 27th day of August, 1997, by first-class mail, postage pre-paid.


Kelvin J. Dowd

STB

FD-33388

ID-181533

8-27-97

D

181533

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

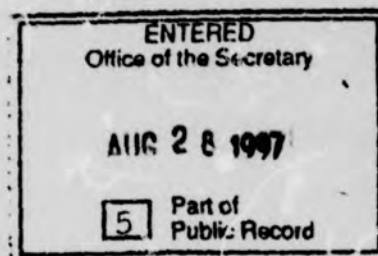
WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III



August 27, 1997

BY HAND DELIVERY

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



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

Dear Secretary Williams:

Pursuant to Decision No. 21 in the above-referenced proceeding, enclosed is an original plus ten (10) copies of a certificate of service of the State of New York, by and through its Department of Transportation (NYS).

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

Sincerely,

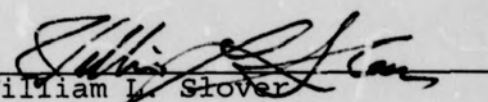
William L. Slover
An Attorney for the State of
New York by and through its
Department of Transportation

Enclosures

cc: The Honorable Jacob Leventhal
All Parties of Record

CERTIFICATE OF SERVICE

I hereby certify that pursuant to Decision No. 21 in 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, (decision served Aug. 19, 1997), a copy of all filings submitted so far in this proceeding by the State of New York, by and through its Department of Transportation (NYS) were served on each Party of Record (to the extent such filings have not previously been served upon other parties) this 27th day of August, 1997, by first-class mail, postage pre-paid.


William L. Slover

STB

FD-33388

ID-181538

8-27-97

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181538

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

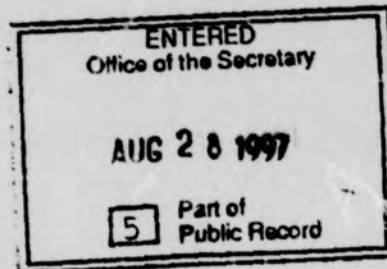
WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III



August 27, 1997

BY HAND DELIVERY

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



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:

Pursuant to Decision No. 21 in the above-referenced proceeding, enclosed is an original plus ten (10) copies of a certificate of service of the Detroit Edison Company (DE).

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

Sincerely,

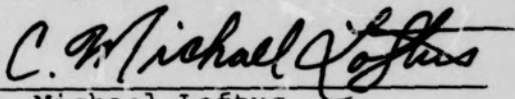
C. Michael Loftus
An Attorney for the Detroit Edison
Company

Enclosures

cc: The Honorable Jacob Leventhal
All Parties of Record

CERTIFICATE OF SERVICE

I hereby certify that pursuant to Decision No. 21 in 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, (decision served Aug. 19, 1997), a copy of all filings submitted so far in this proceeding by the Detroit Edison Company (DE) were served on each party of Record (to the extent such filings have not previously been served upon other parties) this 27th day of August, 1997, by first-class mail, postage pre-paid.


C. Michael Loftus

STB

FD-33388

ID-181333

8-22-97

D

181333

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

888 SIXTEENTH STREET, N.W., WASHINGTON, D.C. 20006-4103 (202) 835-8000
FACSIMILE (202) 835-8136
INTERNET <http://www.hopsut.com>

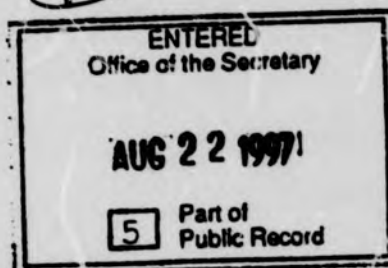
CHICAGO OFFICE THREE FIRST NATIONAL PLAZA 60602-4205
DETROIT OFFICE 2800 LIVERNOIS AVENUE 220 TROY, MI 48063-1220



JAMIE PALTER RENNERT
(202) 835-8196

August 22, 1997

Vernon A. Williams, Secretary
Office of the Secretary
Case Control Branch
ATTN: STB Finance Docket No. 33388
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001



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

Sub 54

Dear Secretary Williams:

Enclosed are an original and ten (10) copies of the Certificate of Service of the New York City Economic Development Corporation (NYC-4) for filing in the above-referenced proceeding. An additional copy is enclosed for file stamp and return with our messenger. Please note that a copy of this filing is also enclosed on a 3.5-inch diskette in WordPerfect 5.1 format.

Sincerely,

[Signature]
Jamie Palter Rennert

Enclosure

cc: The Honorable Jacob Leventhal
All Parties of Record

181333

Before The
SURFACE TRANSPORTATION BOARD
Washington, D.C.

Finance Docket No. 33388 (Sub-No. 54)



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


**Certificate of Service of
the New York City Economic Development Corporation**

Pursuant to Decision No. 21 of the Surface Transportation Board, I hereby certify that on August 22, 1997, all Parties of Record listed in Decision No. 21 were served (to the extent not previously served), by first-class U.S. mail, postage prepaid, with the following filings of the New York City Economic Development Corporation submitted thus far in this proceeding:

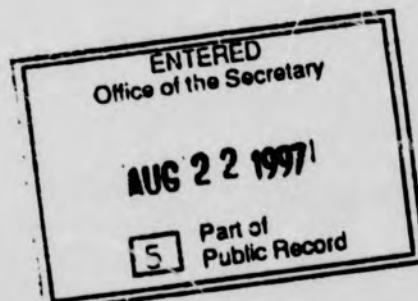
Notice of Intent to Participate (NYC-1) (dated April 16, 1997)

Notice of Intent to Participate (NYC-1) (dated June 2, 1997)

Dated: August 22, 1997



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Economic Development
Corporation, acting on behalf of
the City of New York, New York