Before the
SURFACE TRANSPORTATION BOARD
Washington, D.C.

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 Line By Norfolk Southern Railway Company
to CSX Transportation Inc.

NOTICE OF INTENT TO PARTICIPATE

Please enter the appearance of the undersigned on behalf of the Baltimore Area Transit Association, (A citizens interest group located in the Baltimore Metropolitan Area). The Baltimore Area Transit Association intends to participate and become a party of record in the above captioned proceedings. Pursuant to 49 C.F.R. Sec 1104.12, service of all documents filed in this proceeding should be made upon the undersigned.

Dated: July 30, 1997

Respectfully submitted

John Hoy, President
Baltimore Area Transit Assoc.
P.O. Box 117
Glen Burnie MD 21060
CERTIFICATE OF SERVICE

I hereby certify that on July 30, 1997, a copy of the foregoing Baltimore Area Transit Association Notice of Intent to Participate was served by first class U.S. Mail postage prepaid upon the following:

James C. Bishop, Jr.
William C. Wooldridge
James L. Howe, III
Robert J. Cooney
George A. Aspatore
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9249

Richard A. Allen, Esquire
James A. Cadirwood
Andrew R. Plump
John V. Edwards
Zucker, Scuit &
Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Washington, D.C. 20006-3939

John M. Nannes
Scot B. Hutchinson
Skadden, Arps, Slate,
Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

Mark O. Aron
Peter J. Shudtz
CSX Corporation
One James Center
902 East Cary Street
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, Esquire
Richard L. Rasm
Paul T. Dennis
Arnold & Porter
555 12th Street N.W.
Washington, D.C. 20004-1202

Samuel M. Sipe, Jr.
Timothy M. Walsh
Steptoe & Johnson LLP
1330 Connecticut Avenue
Washington, D.C. 20005-1799

Timothy T. O'Toole
Constance L. Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Paul A. Cunningham, Esquire
Harkins Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, D.C. 20030
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 Indiana and Ohio Railroad, Inc. ("INOH"), 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,

[Signature]

Karl Morell
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, D.C. 20005
(202) 466-6530

Dated: August 6, 1997

Attorneys for:
INDIANA AND OHIO RAILROAD, INC.
CERTIFICATE OF SERVICE

I hereby certify that on this 6th day of August, 1997, I caused a copy of the foregoing Notice of Intent to Participate to be served by first class mail, postage prepaid, on Administrative Law Judge Jacob Leventhal and on the following parties:

JAMES C. BISHOP, JR
WILLIAM C. WOOLDRIDGE
JAMES L. HOWE, III
ROBERT J. COONEY
GEORGE A. ASPATONE
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9241

RICHARD A. ALLEN
JAMES A. CAIDERWOOD
ANDREW R. PLUMP
JOHN V. EDWARDS
Zuckert, Scuttt & Rasenberger, L.L.P.
888 Seventeenth Street, N.W., Suite 600
Washington, D.C. 20006-3939

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

SAMUEL M. SIE JR
TIMOTHY M. WALSH
Steptoe & Johnson LLP
1330 Connecticut Avenue
Washington, D.C. 20036-1785

PAUL A. CUNNINGHAM
Harkings Cunningham
1300 Nineteenth Street, N.W., Suite 600
Washington, D.C. 20036

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

RICHARD A. ALLEN
JAMES A. CAIDERWOOD
ANDREW R. PLUMP
JOHN V. EDWARDS
Zuckert, Scuttt & Rasenberger, L.L.P.
888 Seventeenth Street, N.W., Suite 600
Washington, D.C. 20006-3939

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, D.C. 20004-1202

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

Karl Morell
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 Indiana & Ohio Railway Company ("IORY"), 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,

[Signature]

Karl Morell
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, D.C. 20005
(202) 466-6530

Attorneys for:
INDIANA & OHIO RAILWAY COMPANY

Dated: August 6, 1997
CERTIFICATE OF SERVICE

I hereby certify that on this 6th day of August, 1997, I caused a copy of the foregoing Notice of Intent to Participate to be served by first class mail, postage prepaid, on Administrative Law Judge Jacob Leventhal and on the following parties:

JAMES C. BISHOP, JR.
WILLIAM C. WOOLDRIDGE
JAMES L. HOWE, III
ROBERT J. COONEY
GEORGE A. ASPATORE
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9241

JAMES A. CALDERWOOD
ANDREW R. PLUMP
JOHN V. EDWARDS
Zuckert, Scutt & Rasenberger, L.L.P.
888 Seventeenth Street, N.W., Suite 600
Washington, D.C. 20006-3939

JOHN M. NANNES
SCOTT B. HUTCHINS
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

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

PAUL A. CUNNINGHAM
Harkins Cunningham
1300 Nineteenth Street, N.W., Suite 500
Washington, D.C. 20036

MAK G. ARON
PETER J. SHUDTZ
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129

RICHARD A. ALLEN
PAUL R. HITCHCOCK
CSX Transportation, Inc.
500 Water Street,
Speed Code J-120
Jacksonville, FL 32202

JAMES C. BISHOP, JR.
P. MICHAEL GIFTOS
CSX Corporation
1330 Connecticut Avenue
Washington, D.C. 20036-1795

MARK G. ARON
PAUL R. HITCHCOCK
CSX Transportation, Inc.
500 Water Street,
Speed Code J-120
Jacksonville, FL 32202

RICHARD A. ALLEN
PAUL R. HITCHCOCK
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129

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

RICHARD A. ALLEN
PAUL R. HITCHCOCK
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129

RICHARD A. ALLEN
PAUL R. HITCHCOCK
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129

PAUL R. HITCHCOCK
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129

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

PAUL R. HITCHCOCK
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129

PAUL R. HITCHCOCK
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129

PAUL R. HITCHCOCK
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129

Karl Morell
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 LEASES / AGREEMENTS —

Conrail Inc. And Consolidated Rail Corp.

Notice of Intent to Participate

Fina Oil and Chemical Company hereby gives notice that it intends to participate as a party of record (POR) in the case instituted in Docket No. 33388, CSX Corp. et al. Control Conrail Inc. et al. Enclosed with the original and 25 copies of this Notice is a 3.5 inch diskette formatted so that it can be converted into WordPerfect 7.0.

Respectfully submitted,

Mike Spahn
Manager of Logistics and Distribution
Fina Oil and Chemical Company
8350 North Central Expressway
Dallas, Texas 75206
(214) 750-2898
CERTIFICATE OF SERVICE

I hereby certify that the original and 25 copies as well as a diskette of the Fina Oil and Chemical Company's Notice of Intent to Participate in STB Finance Docket No. 33388 have been served this 30th day of July by first-class mail, postage prepaid on the Surface Transportation Board, Office of the Secretary. Copies of this notice have also been served on Administrative Law Judge Jacob Leventhal and each of the applicant's representatives by first-class mail, postage prepaid.

Mike Spahis
Fina Oil and Chemical Company
Manager of Logistics and Distribution
8350 North Central Expressway,
Suite 1620
Dallas, TX 75206
(214) 750-2898
August 5, 1997

Dear Sir or Madam:

Enclosed please find an original and twenty-five (25) copies of Local 1913, International Longshoremen’s Union’s Notice of Intent to Participate in the above referenced matter.

Sincerely,

[Signature]

David Roloff

cc: James C. Bishop, Jr.
Richard A. Allen, Esquire
John M. Nannes
Mark G. Aron
P. Michael Giotos
Dennis G. Lyons, Esquire
Samuel M. Sipe, Jr.
Timothy T. O’Toole
Paul A. Cunningham, Esquire
Before The
SURFACE TRANSPORTATION BOARD
Washington, D.C.

Finance Docket No. 33388

CSX Corporation and CSX Transportation Inc.
Norfolk Southern Corporation and
Norfolk Southern Railway Company
Control and Operating Leases/Agreements
Conrail, Inc. and Consolidated Rail Corporation
Transfer of Line By Norfolk Southern Railway Company
To CSX Transportation Inc.

NOTICE OF INTENT TO PARTICIPATE

Please enter the appearance of the undersigned counsel on behalf of Local 1913 of the
International Longshoremen’s Association which intends to participate and become a party of
record in this proceeding. Pursuant to 49 C.F.R. §1104.12, service of all documents filed in this
proceeding should be made upon the undersigned.

Dated: August 5, 1997

Respectfully submitted,

GOLDSTEIN & ROLOFF

David Roloff (0038241)
Morris L. Hawk (0065495)
526 Superior Avenue, East
Suite 1440
Cleveland, Ohio 44114-1401

Counsel for Local 1913, International
Longshoremen’s Union
CERTIFICATE OF SERVICE

I hereby certify that on August 5, 1997, a copy of the foregoing Local 913, International Longshoremen's Union's Notice of Intent to Participate was served by first-class, U.S. Mail, postage prepaid, upon the following:

James C. Bishop, Jr.
William C. Wooldridge
James L. Howe, III
Robert J. Cooney
George A. Aspatore
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9241

Richard A. Allen, Esquire
James A. Calderwood
Andrew R. Plump
John V. Edwards
Zucken, Scatt & Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Washington, D.C. 20006-3939

John M. Nannes
Scot B. Hutchins
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

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

P. Michael Giftos
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Speed Code J-120
Jacksonville, FL 33202

Dennis G. Lyons, Esquire
Richard L. Rosen
Paul T. Denis
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202

Samuel M. Sipe, Jr.
Timothy M. Walsh
Steptoe & Johnson LLP
1330 Connecticut Avenue
Washington, D.C. 20036-1795

Timothy T. O'Toole
Constance L. Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Paul A. Cunningham, Esquire
Harkins Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, D.C. 20036

David Roloff
BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 33588

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.

OVERSIGHT PROCEEDING

NOTICE OF INTENT TO PARTICIPATE

Robert L. Evans
Occidental Chemical Corporation
Corporate Manager - Rail Transportation
P.O. Box 309050
Dallas, Texas 75380-9050

July 28, 1997
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.

Oversight Proceeding

Notice of Intent to Participate

Pursuant to Decision No. 6, served May 30, 1997 in this oversight proceeding, The Occidental Chemical Corporation hereby submits its Notice of Intent to Participate as a party of record (POR). Occidental requests that its representative, as listed below, be included in the service list maintained by the Board in this oversight proceeding so that the listed representative receives copies of all orders, notices and pleadings in this oversight proceeding.

Robert L. Evans
Occidental Chemical Corporation
Corporate Manager - Rail Transportation
P.O. Box 809050
Dallas, Texas 75380-9050

July 28, 1997
Transportation

July 30, 1997
Due Date: August 7, 1997

CERTIFICATE OF SERVICE

I hereby certify that I have this 30th day of July, 1997, served a copy of the foregoing notice upon the following persons, by first-class mail, postage prepaid, in accordance with the Board’s Rules of Practice:

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

Paul A. Cunningham
Harkins Cunningham
1300 Nineteenth Street, NW
Suite 600
Washington, DC 20036

Office of the Secretary
Case Control Branch
ATTN: S-8 Finance Docket No. 33388
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Richard A. Allen
Zuckert, Scourt & Rasenberger, L.L.P.
888 Seventeenth Street, NW
Suite 600
Washington, DC 20006-3939

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

Respectfully submitted,

Robert L. Evans
Occidental Chemical Corporation
Corporate Manager - Rail

P.O. Box 809050
Dallas, Texas 75380-9050

Robert L. Evans
August 6, 1997

Enclosed are the original and 25 copies of the Notice of Intent to Participate of the Chemical Manufacturers Association ("CMA-2"). Also enclosed is a diskette, formatted for Microsoft Word for Windows 95 Version 7.0a, containing a copy of CMA-2.

Sincerely,

Thomas E. Schick
Counsel

enclosures
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

NOTICE OF INTENT TO PARTICIPATE OF THE
CHEMICAL MANUFACTURERS ASSOCIATION

In accordance with Decisions No. 6 and 12 in this docket, the Chemical Manufacturers Association ("CMA") submits this Notice of Intent to Participate as a party of record ("POR"). Please place CMA's counsel on the service list as follows:

* Thomas E. Schick
  Chemical Manufacturers Association
  1300 Wilson Boulevard
  Arlington, Virginia 22209

* Please serve with one copy of public (redacted) and confidential versions.

** Scott N. Stone
  Patton Boggs L.L.P.
  2550 M Street, N.W.
  Washington, D.C. 20037

** Please serve with one copy of all versions including highly confidential material.

August 6, 1997

Thomas E. Schick
Counsel
Chemical Manufacturers Association
1300 Wilson Boulevard
Arlington, Virginia 22209
(703) 741-5172
Certificate of Service

I hereby certify that on this 6th day of August, 1997, copies of the Notice of Intent of Participation of the Chemical Manufacturers Association have been served by first-class mail, postage prepaid, on the representatives of the applicants and on Judge Eventhal.

Thomas E. Schick
August 5, 1997

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

ATTN: STB Finance Docket No. 33388

Enclosed please find the original and twenty-six copies of the Notice of Intent to Participate filed in behalf of the City of Lakewood, Ohio. Please return a file, time stamped copy in the enclosed, self-addressed, stamped envelope.

Thank you for your cooperation on this matter.

Very truly yours,

Sara J. Fagnilli

cc: Administrative Law Judge Jacob Leventhal
Mavor Madeline A. Cain
Director Paul F. Wingenfeld
Parties of Record
Before The
SURFACE TRANSPORTATION BOARD
Washington, D.C.

Finance Docket No. 33388

CSX Corporation and CSX Transportation Inc.
Norfolk Southern Corporation and
Norfolk Southern Railway Company
Control and Operating Leases/Agreement
Conrail, Inc. and Consolidated Rail Corporation
To CSX Transportation Inc.

NOTICE OF INTENT TO PARTICIPATE

Please enter the appearance of the undersigned on behalf of The City of
Lakewood, Ohio, which intends to participate and become a party of record in this
proceeding. Pursuant to 49 C.F.R. Section 1104.12, service of all documents filed
in this proceeding should be made upon the undersigned.

Respectfully submitted,

[Signature]
Sara J. Feinler
Director of Law
CITY OF LAKewood
12650 Detroit Avenue
Lakewood, Ohio 44107
CERTIFICATE OF SERVICE

I hereby certify that on August 5, 1997, a copy of the foregoing City of Lakewood Ohio's Notice of Intent To Participate was served by first-class, U.S. mail, postage prepaid upon the following:

James C. Bishop, Jr.
William C. Wooldridge
James L. Howe, III
Robert J. Cooney
George A. Aspatore
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9241

Richard A. Allen, Esquire
James A. Calderwood
Andrew R. Plump
John V. Edwards
Zuckert Scourt & Rasenberger, L.L.P.
888 Seventeenth Street N.W.
Washington, D.C. 20006-3939

John M. Nannes
Scot B. Hutchins
Skadden, Arps, Slate, Meagher & Flom L.L.P.
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

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

Thomas R. Rydman, President
Indian Creek Railroad Company
3905 W. 600 North
Anderson, Indiana 46011-9238

P. Michael Giros
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Speed Code J-120
Jacksonville, FL 32202

Denis G. Lyons, Esquire
Richard L. Rosen
Paul T. Denis
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202

Samuel M. Sipe, Jr.
Timothy M. Walsh
Sieptoe & Johnson L.L.P.
1330 Connecticut Avenue
Washington, D.C. 20036-1795

Timothy T. O'Toole
Constance L. Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Paul A. Cunningham, Esquire
Harkins Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, D.C. 20036

The Honorable Jacob Leventhal
Federal Energy Regulatory
Commission
888 First St., N.E., Suite 11F
Washington, DC 20426

Sara J. Fagnilli, Director of Law
City of Lakewood, Ohio
August 5, 1997

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

RE: STB Railroad Control Application - Finance Docket No. 33388
(CSX Corporation et al)

Dear Mr. Williams:

We wish to be a party of record and to be included on the service list for the above-cited docket.

The South Western Regional Planning Agency and the South Western Region Metropolitan Planning Organization are deeply interested in the plans of CSXT and Norfolk Southern Railroads for the division of Conrail.

We may be contacted at the above address or by telephone at (203) 866-5543. Material should be addressed to:

Richard C. Carpenter
Executive Director
South Western Regional Planning Agency
One Selleck Street, Suite 210
East Norwalk, CT 06855-1106

We certify that we have furnished a copy of this request to the following parties:

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

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

EQUAL OPPORTUNITY EMPLOYER
Hon. Vernon A. Williams  
August 5, 1997  
Page 2  

Richard C. Carpenter  
Executive Director  

We are enclosing 25 copies with this original letter, as required under the procedures, and have transmitted a copy by fax to the STB at (202) 565-9003.  

Respectfully submitted,  

Richard C. Carpenter  
Executive Director  

RCC: pp  
Enclosure:  

File: B\work\rgstbrnd.
August 5, 1997

VIA FACSIMILE AND OVERNIGHT MESSENGER

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
Attention: STB Finance Docket No. 33388
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 in the above-referenced proceeding are an original and 25 copies of the Notice of Intent to Participate of the Tennessee Valley Authority. Also enclosed is a 3.5 inch diskette containing the text of the filing in WordPerfect 7.0 format.

Respectfully submitted,

Edward S. Christenbury
General Counsel

Enclosures
NOTICE OF INTENT TO PARTICIPATE

Tennessee Valley Authority ("TVA") hereby notifies the Board that it intends to participate in the above-referenced proceeding. Service may be made on the undersigned counsel. TVA adopts the abbreviation "TVA" for identifying its pleadings.

Respectfully submitted,

Edward S. Christenbury
General Counsel

William L. Osteen
Associate General Counsel

Tennessee Valley Authority
400 West Summit Hill Drive
Knoxville, Tennessee 37902-1499
Telephone No. (423) 632-7304
Facsimile No. (423) 632-2422

Attorneys for Tennessee Valley Authority
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

I hereby certify that I have served this 5th day of August, 1997, a copy of the foregoing
“Notice of Intent to Participate” by first-class mail, postage prepaid, or by more expeditious
means, upon each of the following parties of record:

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

Richard A. Allen, Esq.
Zuckert, Scoult & Rasenberger, L.L.P.
Suite 600
888 Seventeenth Street, N.W.
Washington, D.C. 20006-3939

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

The Honorable Jacob Venthal
Administrative Law Judge
Federal Energy Regulatory Commission
Office of Hearings, Suite 11F
888 First Street, N.E.
Washington, D.C. 20426

Dennis G. Lyons, Esq.
Arnold & Porter
555 Twelfth Street, N.W.
Washington, D.C. 20004-1206

William L. Osteen
August 5, 1997

VIA FEDERAL EXPRESS

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
STB Finance Docket No. 33368

Dear Secretary:

I enclose an original and twenty-five (25) copies of a Notice of Intention to Participate filed on behalf of Eastman Kodak Company in the above-entitled proceeding. I also enclose a Certificate of Service upon Administrative Law Judge Jacob Leventhal, and counsel for applicants.

Respectfully submitted,

Byron D. Olsen
Participant’s Representative
DEPARTMENT OF TRANSPORTATION

Before the Surface Transportation Board
STB Finance Docket No. 33388

CXS Corp. and CXS Transportation, Inc.,
and Norfolk Southern Railway Co.

--Control and Operating Leases/Agreements--

Conrail, Inc. and Consolidated Rail Corporation

NOTICE OF INTENTION TO PARTICIPATE
BY EASTMAN KODAK COMPANY

Eastman Kodak Company, a New Jersey corporation, 343 State Street, Rochester, NY 14605, hereby notifies the Board and the Applicants in the above-entitled proceeding of its intention to participate actively in accordance with the Procedural Schedule issued by the Board and published in the Federal Register on May 30, 1997. It is requested that Eastman Kodak Company be listed as a Party of Record ("POR").

Dated: August 5, 1997

Respectfully submitted,

Participant's Representative

By:

Byron D. Olsen
Felhaber, Larson, Fenlon & Vogt, P.A
4200 First Bank Place
601 Second Avenue South
Minneapolis, MN 55402
(612) 339-6321 Fax: (612) 338-4608

Attorneys for Eastman Kodak Company
CERTIFICATE OF SERVICE

I certify that I have this day served copies of the attached Notice of Intention to Participate by Eastman Kodak Company upon the persons listed below at the addresses shown, by first class mail, prepaid:

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

Richard A. Allen, Esq.
Zuckert Scoull & Rasenberger L.L.P.
Suite 600
888 Seventeenth St. NW
Washington, DC 20006-3939

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

Richard A. Allen, Esq.
Zuckert Scoull & Rasenberger L.L.P.
Suite 600
888 Seventeenth St. NW
Washington, DC 20006-3939

Paul A. Cunningham, Esq.
Harkins Cunningham
Suite 600
1300 Nineteenth St. NW
Washington, DC 20036

Dated: August 5, 1991

Mary C. Drewitz
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

Gentlemen:

We hereby submit for filing the original and twenty-five (25) copies of this Notice of Intent to participate in the above proceeding as a party of record in behalf of:

National Steel Corporation  
4100 Edison Lakes Parkway  
Mishawaka, IN 46545-3440

We ask that our name be included in the Board's service list so that we will receive copies of all orders, notices, pleadings, etc.

This will confirm that a copy of this Notice has been simultaneously mailed to the parties shown on the attached list.
As required by the Board, we are enclosing a 3.5 inch IBM compatible floppy disk containing an electronic copy of this document. The material is written in WordPerfect 6.1 for windows which is convertible to WordPerfect 7.0.

Sincerely yours,

VUONO & GRAY, LLC

John A. Vuono

cc: National Steel Corporation
Re: STB Finance Docket No. 33388

SERVICE LIST

Honorable Jacob Leventhal
Administrative Law Judge
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.
Zuckert, Scovitt & Pasenberger, L.L.P.
Suite 600
888 Seventeenth Street, N.W.
Washington, DC 20006-3939

Paul A. Cunningham, Esq.
Harkins Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, DC 20036
August 5, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Room 711
1925 K Street, N.W.
Washington, DC 20423

Dear Mr. Williams:

Enclosed herewith is an original and twenty-five (25) copies of a Notice of Intent to Participate of Bunge Corporation in Finance Docket No. 33388.

Please advise of any questions.

Sincerely,

Ian Muir
Assistant Vice President

dk
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

NOTICE OF INTENT TO PARTICIPATE OF
BUNGE CORPORATION

Ian Muir
Assistant Vice President
Transportation Commodities Group
Bunge Corporation
11720 Borman Drive
St. Louis, MO 63146

Dated: August 5, 1997
NOTICE OF INTENT TO PARTICIPATE OF BUNGE CORPORATION

Bunge Corporation ("Bunge") hereby notifies the Board and the applicants of its intent to participate in this proceeding as a party of record.

It is requested that the following representative of Bunge be added to the official service list being prepared by the Board:

Ian Muir
Assistant Vice President
Transportation Commodities Group
Bunge Corporation
11720 Borman Drive
St. Louis, MO 63146
Respectfully submitted,

[Signature]

Ian Muir
Assistant Vice President
Transportation Commodities Group
Bunge Corporation
11720 Borman Drive
St. Louis, MO 63146
CERTIFICATE OF SERVICE

I hereby certify that I have, this 5th day of August, 1997, caused the foregoing document to be served by first-class mail on counsel for the applicants and on the FERC Administrative Law Judge assigned to handle discovery, as indicated below:

Richard A. Allen
James A. Calderwood
Zuckert, Scoult & Raser, LLP
888 17th St., N.W., #600
Washington, DC 20006

James L. Howe, III
George A. Aspatore
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510

Dennis G. Lyons
Richard L. Rosen
Arnold & Porter
555 12th Street, N.W.
Washington, DC 20004

P. Michael Giftos
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

Paul A. Cunningham
Robert M. Jenkins, III
Harkins Cunningham
1300 19th St., N.W., #600
Washington, DC 20036

Constance L. Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

John M. Nannes
Scot B. Hutchins
Skadden, Arps, Slate, Meagher & Flom, LLP
1440 New York Avenue, N.W.
Washington, DC 20005

Samuel M. Sipe, Jr.
Timothy M. Walsh
Steptoe & Johnson, LLP
1330 Connecticut Avenue, N.W.
Washington, DC 20036

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

The Honorable Jacob Leventhal
Administrative Law Judge
Federal Energy Regulatory Comm.
Suite 11F
888 First Street, N.E.
Washington, DC 20426

Ian Muir
August 4, 1997

Surface Transportation Board
Office of the Secretary
Case Control Unit
Attention STB Finance Docket #33388
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 - Control Inc. and Consolidated Rail Corporation.

Lear Mr. Secretary:

The Central Appalachia Empowerment Zone (CAEZ) of West Virginia hereby notifies the Surface Transportation Board, pursuant to Decision number 12 served July 23, 1997 in this above captioned Docket that the CAEZWV intends to participate in this proceeding as a full party of the record. Please add CAEZWV to the service list in this proceeding, at the following address:

CAEZ.WV
PO Box 176
Clay, WV 25043
(304) 587-2034
(304) 587-2027 FAX

Thank you for your attention to this matter.

Sincerely,

Terrell Ellis
Executive Director
Certificate of Service:

I hereby certify that I have this 4th day of August, 1997, caused copies of the foregoing document to be served by first-class mail upon Administrative Law Judge Jacob Leventhal and upon counsel for Applicants, as follows:

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

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

Paul A. Cunningham, Esq.
Parkins Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, DC 20036

Richard A. Allen, Esq.
Zuckert, Scott & Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Washington, DC 20006-3939

Terrell Ellis, Executive Director
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Dear Secretary Williams:

Subject: STB Finance Docket No. 33388

This is to formally advise you that the Connecticut Department of Transportation (CDOT) intends to participate and become a party of record in the subject proceeding.

The joint Railroad Control Application submitted to the Surface Transportation Board (STB) by CSX and Norfolk Southern (NS) on June 23, 1997, is extolled by the parties to be a historic restructuring of eastern railroading into two balanced and competitive systems. However, the contemplated division of Conrail's assets simply extends a historic imbalance of competition among Class I rail carriers in southern New England.

Perhaps the smallest, but most revealing, defect in the Operating Plan is that it defines the "North End" of the Northeast Corridor as extending from Zoo Tower in Philadelphia to Penn Station in New York (Volume 3A, Exhibit 13, 4.5.2.1.). This failure to acknowledge that the Northeast Corridor (and the I-95 Corridor) extends beyond New York City, best represents the applicants' apparent limited understanding of, if not limited interest in, southern New England.

According to the Plan, with the exception of the Providence and Worcester Railroad's (P&W) existing trackage rights for the movement of aggregate to Fresh Pond in New York, CSX would have exclusive rights on the New Haven Rail Line from New York City to New Haven. Clearly, the applicants' lack of focus on New Haven Rail Line operations and service opportunities in the state of Connecticut demands that another, more visionary, carrier be given the opportunity to market and serve the region.
Whether the proposed shared assets area on the southern tier of Amtrak’s Northeast Corridor is extended to New Haven, or whether a New Haven Line marketing/service agreement is reached between CSX and another carrier, southern access to Connecticut by a carrier committed to growing the southern New England market must be provided. If an acceptable and lasting New Haven Line freight marketing/service plan can be achieved by mutual agreement between carriers, CDOT will not look to the STB to impose further requirements. However, in the absence of such an agreement, CDOT will insist that the STB extend the shared assets area on the Northeast Corridor from Newark, New Jersey to New Haven, Connecticut.

Further, since Connecticut’s Fairfield County is not in attainment with the U.S. Environmental Protection Agency’s National Ambient Air Quality Standards, the development of measures to improve air quality and reduce congestion along the I-95 Corridor in Connecticut is an extremely high priority for CDOT. Therefore, it is of great concern that the state of Connecticut was not included in the by-state summary of impacts contained in the Environmental Report, Volume 6b, Part 2. Even if CSX post-transaction operations in Connecticut will not exceed the STB’s air quality thresholds for impact analysis in nonattainment areas, a statement to that effect and the calculations for decreased truck emissions resulting from ladings being diverted from highways should be included in the report.

CDOT views the impending restructuring of rail freight service in the states currently served by Conrail as an opportunity to truly foster balanced rail freight competition throughout the Northeast, improve service, and by extension reduce the volume of trucks in Connecticut’s I-95 Corridor. Though the division of Conrail’s assets as proposed will do little to this end, we remain confident that the STB process will rectify service deficiencies not addressed by the applicants.

Very truly yours,

James F. Sullivan
Commissioner
CERTIFICATE OF SERVICE

I hereby certify that a copy of the Connecticut Department of Transportation's Notice of Intent to Participate in STB Finance Docket 33388 was served by first class US mail, postage prepaid, upon the following:

Judge Jacob Leventhal
Federal Energy Regulatory Commission
888 First Street, N.E.
Suite 11f
Washington, DC 20426

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

Mr. Richard A. Allen, Esq.
Zuckert Scoutt & Rasenberger, L.L.P.
Suite 600
888 Seventeenth Street, N.W.
Washington, DC 20006-3939

Mr. Paul A. Cunningham, Esq.
Harkins Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, DC 20036


State of Connecticut
Department of Transportation

[Signature]
James F. Sullivan
Commissioner
August 5, 1997

By Overnight Delivery Service

SURFACE TRANSPORTATION BOARD
Office of the Secretary
Case Control Unit
1925 K Street, N.W.
Washington, D.C. 20423-001

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

To Whom It May Concern:

Submitted herewith for filing are the original and 25 copies of Metropolitan Transportation Authority’s Notice of Intent to participate and to become a party of record in the above-captioned case.

A certificate of service on the persons listed in the Board’s Decision No. 12, served July 23, 1997, is attached hereto.

Please contact me if any further information is required.

Respectfully submitted,

Anthony P. Semancik
Deputy General Counsel
(212) 878-7248
By Overnight Delivery Service

Vernon A. Williams, Secretary
SURFACE TRANSPORTATION BOARD
1925 K Street, N.W.
Washington, D.C. 20423-001

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

Dear Mr. Secretary:

By this letter, the Metropolitan Transportation Authority of the State of New York ("MTA") submits notice of its intent to participate in and to become a party of record in the above captioned case.

MTA is a public authority and public benefit corporation of the State of New York that was established for the purpose of overseeing a unified mass transportation system in the New York City metropolitan area. MTA is the parent organization of a number of operating subsidiaries and affiliates including the New York City Transit Authority, Triborough Bridge and Tunnel Authority, Manhattan and Bronx Surface Transit Operating Authority, Staten Island Rapid Transit Authority, Metropolitan Suburban Bus Authority, the Long Island Rail Road Company, and Metro-North Commuter Railroad Company ("Metro-North"). Metro-North has filed with the STB under separate cover its own notice of intent to be a party in this case, but in order to address any areas of concern pertinent to MTA or MTA's other operating agencies, we respectfully request that MTA be made a party in this case as well.

All relevant notices, copies of submissions and correspondence in this case should be sent to the following:

METROPOLITAN TRANSPORTATION AUTHORITY
347 Madison Avenue, 9th Floor
New York, N.Y. 10017
Attn: Anthony P. Semancik, Deputy General Counsel

Thank you for your attention to this request.

Respectfully submitted,

Anthony P. Semancik
Deputy General Counsel
(212) 878-7248
CERTIFICATE OF SERVICE

I, Anthony P. Semancik, hereby certify that on this 5th day of August, 1997, I caused a true copy of Metropolitan Transportation Authority's enclosed Notice of Intent to Participate in STB Finance Docket No. 33388 upon the following persons, by overnight courier service (Airborne Express):

Administrative Law Judge Jacob Leventhal
Federal Energy Regulatory Commission
888 First 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, Scoult & Rasenberger, L.L.P.
888 17th Street, N.W.
Suite 600
Washington, D.C. 20006-3939

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

Anthony P. Semancik
August 4, 1997

Mr. Vernon A. Williams
Office of the Secretary
Case Control Branch
Surface Transportation Board
1925 K Street, NW, Room 714
Washington, DC 20423

RE: STB Finance Docket No. 33388

Dear Mr. Williams:

Philadelphia Industrial Development Corporation (PIDC), the economic development agency of the City of Philadelphia, is a party at interest to the subject filing because it owns and maintains a railroad branch, the Northeast Philadelphia Airport Industrial Track, which is currently served by Conrail and is proposed to be served, according to the filing, by the Conrail Shared Assets Organization. Our Track has four active freight shippers, together generating volume of over 2,000 rail carloads shipped or received annually.

PIDC has developed rail-served industrial parks throughout the City of Philadelphia and a PIDC subsidiary, Philadelphia Food Distribution Center, has an extensive rail network which is served by Conrail, CSX and Canadian Pacific Railroad.

Please be advised that PIDC intends to participate in this Railroad Control Application proceeding, and intends to set forth its comments according to your Board’s schedule.

Sincerely,

G. CRAIG SCHELTER
Executive Vice President

GCS/EWD/mac

cc: Mayor Edward G. Rendell
Before The  
SURFACE TRANSPORTATION BOARD  
Washington, DC  

Finance Docket No. 33388  

CSX Corporation and CSX Transportation, Inc.  
Norfolk Southern Corporation and  
Norfolk Southern Railway Company  
Control and Operating Lease/Agreement  
Conrail, Inc. and Consolidated Rail Corporation  
to CSX Transportation, Inc.  

NOTICE OF INTENT TO PARTICIPATE  

Please enter the appearance of the undersigned on behalf of the Philadelphia Industrial Development Corporation (PIDC), Philadelphia, Pennsylvania, which intends to participate and become a party of record in this proceeding. Pursuant to 49 C.F.R. § 1104.12, service of all documents filed in this proceeding should be made upon the undersigned.  

PIDC has developed rail-served industrial parks throughout the City of Philadelphia and a PIDC subsidiary, Philadelphia Food Distribution Center, has an extensive rail network which is served by Conrail, CSX and Canadian Pacific Railroad.  

Dated: August 4, 1997  
Respectfully submitted  

[Signature]  
G. Craig Schelter, Executive Vice President  
PHILADELPHIA INDUSTRIAL DEVELOPMENT CORPORATION  
2600 Centre Square West  
1500 Market Street  
Philadelphia, PA 19102-2126
CERTIFICATE OF SERVICE

I hereby certify that on August 4, 1997 a copy of the foregoing Philadelphia Industrial Development Corporation’s (PIDC’s) Notice of Intent To Participate was served by first-class, U.S. mail, postage prepaid upon the following:

James C. Bishop, Jr.
William C. Wooldridge
James L. Howe, III
Robert J. Cooney
George A. Aspatore
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9241

Richard A. Allen, Esquire
James A. Calderwood
Andrew R. Plump
John V. Edwards
Zuckert, Scourt & Rasenberger, L.L.P.
888 Seventeenth Street, NW
Washington, DC 20006-3939

John M. Nannes
Scott B. Hutchins
Skadden, Arps, Slate,
Meagher & Flom L.L.P.
1440 New York Avenue, NW
Washington, DC 20005-2111

Mark G. Aron
Peter J. Shudtz
CSX Corporation
One James Center
902 East Cary Street
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, Esquire
Richard L. Rosen
Paul T. Denis
Arnold & Porter
555 Twelfth Street NW
Washington, DC 20004-1202

Samuel M. Sipe, Jr.
Timothy M. Walsh
Steptoe & Johnson L.L.P.
1330 Connecticut Avenue
Washington, DC 20036-1795

Timothy T. O'Toole
Constance L. Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Paul A. Cunningham, Esquire
Harkins Cunningham
Suite 600
1300 Nineteenth Street, NW
Washington, DC 20036

Sworn to and subscribed before me
this 4th day of August, 1997

Notary

G. CRAIG SCHELTER
Executive Vice President, PIDC

NOTARIAL SEAL
TERESA A. DeMUSIS, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Oct. 5, 1999
Before The
Surface Transportation Board
Washington, D.C.

Finance Docket No. 33388

CSX Corporation and CSX Transportation Inc.
Norfolk Southern Corporation and Norfolk Southern Railway Company
- Control and Operating Leases/Agreements -
Conrail, Inc. and Consolidated Rail Corporation
- Transfer of Line by Norfolk Southern Railway Company
To CSX Transportation Inc.

NOTICE OF INTENT TO PARTICIPATE

Please enter the appearance of the undersigned on behalf of the CMC Steel Group and Commercial Metals Company, a New York Stock Exchange company (CMC), which intends to participate and become a party of record in this proceeding. Pursuant to 49 C.F.R. § 1104.12, service of all documents filed in this proceeding should be made upon the undersigned.

Dated: August 5, 1997

Respectfully submitted,

Monty L. Parker, Vice President
Raw Materials & Transportation
CMC STEEL GROUP
P.O. Box 911
Seguin, TX 78156
(830) 372-8257
CERTIFICATE OF SERVICE

I hereby certify that on August 5, 1997, a copy of the foregoing CMC Steel Group's and Commercial Metals Company's Notice of Intent To Participate was served by first-class, U.S. mail, postage prepaid upon the following:

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

James C. Bishop, Jr.
William C. Wooldridge
James L. Howe, III
Robert J. Cooney
George A. Aspatore
NORFOLK SOUTHERN CORPORATION
Three Commercial Place
Norfolk, VA 23510-9241

Richard A. Allen, Esquire
James A. Calderwood
Andrew R. Plump, John V. Edwards
Zuckert, Scouett & Rassenberger, L.L.P.
888 Seventeenth Street, N.W.
Suite 600
Washington, DC 20006-3939

John M. Nannes & Scot B. Hutchins
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, DC 20005-2111

Mark G. Aron & Peter J. Shudtz
CSX CORPORATION
One James Center
902 East Cary Street
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, Esquire
Richard L. Rosen
Paul T. Denis
Arnold & Porter
555 12th Street, N.W.
Washington, DC 20004-1202

Samuel M. Sipe, Jr.
Timothy M. Walsh
Steptoe & Johnson LLP
1330 Connecticut Avenue
Washington, DC 20036-1795

Timothy T. O'Toole
Constance L. Abrams
Consolidated Rail Corp.
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Paul A. Cunningham, Esquire
Harkins Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, DC 20036

Monty L. Parker
August 5, 1997

VIA FEDERAL EXPRESS

Surface Transportation Board
Office of Secretary
Case Control Unit
Attention: STB Finance Docket NO. 33388
1925 K. Street, Northwest
Washington, DC 20423-0001

NOTICE TO PARTICIPATE

RE: CSX Corporation and Conrail:
STB Finance Docket No. 33388

Dear Secretary:

The Metropolitan Development Association of Syracuse & Central New York, Inc. respectfully requests that the board list us as a Party of Record. Also, please find enclosed 25 copies of our Notice to Participate and Certificate of Service indicating the Notice has been properly served via Federal Express on Judge Leventhal and the Applicant’s representatives, Dennis G. Lyons, Esq., Paul A. Cunningham, Esq. And Richard A. Allen, Esq.

Kindly forward any and all correspondence relative to this matter to our office.

Very truly yours,

METROPOLITAN DEVELOPMENT ASSOCIATION

By: Irwin L. Davis, Executive Vice President

Enclosures
CERTIFICATE OF SERVICE

RE: In re: CSX Corporation and CSX Transportation, Inc., et al;
STB Finance Docket No. 33388

The undersigned hereby certifies that a true and correct copy of the following paper was served on the date below:

NOTICE OF INTENT TO PARTICIPATE

BY FEDERAL EXPRESS TO:

Judge Jacob Leventhal
Federal Energy Regulatory Commission
888 First Street, N.E. - Suite 11F
Washington, DC 20426

Richard A. Allen, Esq.
Zuckert, Scourt & Rasenberger, LLP
Suite 600 888 Seventeenth Street, N.W.
Washington, DC 20006-3939

Paul A. Cunningham, Esq.
Harkins Cunningham
Suite 600
1306 - 19th Street, N.W.
Washington, DC 20036

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

Dated: August 5, 1997

Irwin L. Davis, Executive Vice President
Metroplitan Development Association of Syracuse & Central New York Inc.
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.

NOTICE OF INTENT OF THE CITY OF CINCINNATI TO PARTICIPATE IN PROCEEDING

Fay D. Dupuis
City Solicitor
City of Cincinnati
Room 214, City Hall
501 Plum Street
Cincinnati, OH 45202
513-352-3334

ENTERED
Office of the Secretary

AUG - 7 1997

Part of Public Record
Before the Surface Transportation Board

Finance Docket No. 33388

CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated Rail Corporation -- Transfer of Railroad Line by Norfolk Southern Railway Company to CSX Transportation, Inc.

Notices of Intent of the City of Cincinnati to Participate in Proceeding

Pursuant to Decision No. 6 herein, served by the Surface Transportation Board on May 30, 1997, the City of Cincinnati (the “City”) hereby provides notice to the Surface Transportation Board and Primary Applicants of its intent to participate as a party of record in this proceeding. The City is a municipal corporation in the State of Ohio. Accordingly, please place the named attorney, at the address provided, on the service list to receive all pleadings and decisions in this proceeding.
Respectfully submitted,

Fay D. Dupuis  
City Solicitor  
City c/o Cincinnati  
Room 214, City Hall  
801 Plum Street  
Cincinnati, Ohio 45202  
513-352-3334

Dated: August 5, 1997
CERTIFICATE OF SERVICE

I hereby certify that on this 5th day of August, 1997, a copy of the foregoing Notice of Intent to Participate was served upon the following people by first class mail, postage prepaid:

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

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

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

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

Fay D. Dupuis
City Solicitor
City of Cincinnati
Room 214, City Hall
801 Plum Street
Cincinnati, Ohio 45202
513-352-3334
VIA FEDERAL EXPRESS

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
Notice Of Intent To Participate In Proceeding

Dear Sir/Madam:

Please be advised that our office represents Paul J. Engelhart, William J. McIlfattrick, H.C. Kohout, Thomas F. Meehan, Lawrence Cirillo, Charles D. Nester, Jacqueline A. Maca, Donald E. Kraft, and Robert E. Graham, former employees of Consolidated Rail Corporation.

We have enclosed for filing our Notice Of Intent To Participate In Proceeding with respect to the above-captioned matter. Also, we have enclosed a copy of the Notice Of Intent To Participate In Proceeding which we would appreciate your time-stamping and returning to our office in the enclosed envelope.

Very truly yours,

BARBIN, LAUFFER & O'CONNELL

Harry C. Barbin

HCB:kac
Enclosures
cc: Richard A. Allen, Esquire
    Scot B. Hutchins, Esquire
    James C. Bishop, Jr., Esquire
    Mark G. Aron, Esquire
    P. Michael Giftos, Esquire
    Samuel M. Sipe, Jr., Esquire
    Dennis G. Lyons, Esquire
    Timothy T. O'Toole, Esquire
    James G. Rafferty, Esquire
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 23388

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

NOTICE OF INTENT TO
PARTicipate in Pproceeding

ENTERED
Office of the Secretary

AUG - 6 1997

Part of
Public Record
NOTICE OF INTENT TO PARTICIPATE IN PROCEEDING BY PARTICIPANTS OF THE SUPPLEMENTAL PENSION PLAN OF CONSOLIDATED RAIL CORPORATION

This is a notice of intent to participate in the proceeding in this above-captioned matter by certain former employees of Consolidated Rail Corporation ("CPC"), and certain railroad companies that were merged into CRC ("Retirees", herein) who allege as follows:

1. The Retirees consist of five (5) former non-agreement employees (non-union employees), and four (4) former agreement employees (union employees) as follows:

   (a) Paul J. Engelhart, 516 Meadowyck Lane, R.R. #4, Vincentown, New Jersey 08088, non-agreement (non-union) employee;
   (b) William J. McIlfatrick, 311 North Avenue, Secane, Pennsylvania 19018, non-agreement (non-union) employee;
   (c) H.C. Kohout, 53-1 Burning Tree Circle, Stuart, Florida 34997, non-agreement (non-union) employee;
   (d) Thomas F. Meehan, Jr., 3616 Gradyville Road, P. O. Box 204, Newtown Square, Pennsylvania 19073, non-agreement (non-union) employee;
   (e) Lawrence Cirillo, 3743 Brisbar Street, Harrisburg, Pennsylvania 17111, agreement (union) employee;
   (f) Charles D. Nester, 100 Bonsall Avenue, Aldan, Pennsylvania 19018, non-agreement (non-union) employee;
   (g) Jacqueline A. Mace, Moorestowne Woods Apts., 215 E. Camden Avenue, Apartment D-10, Moorestown, New Jersey 08057, agreement (union) employee;
   (h) Donald E. Kraft, 560 Hopewell Road, Atco, New Jersey 08004, agreement (union) employee; and
Robert E. Graham, 110 Oakwood Drive, Cinnaminson, New Jersey 08077, agreement (union) employer.

2. The Retirees are all participants in the Supplemental Pension Plan of Consolidated Rail Corporation ("SPP") which is a defined benefit, contributory pension plan.

3. The Retirees have an interest in the SPP with respect to the security for the defined pension benefit payable to them under the SPP, and they also have an interest in the surplus assets of the SPP because they contributed to the SPP.

4. The Retirees represent themselves and all other retirees who are participants or beneficiaries of participants of SPP who are similarly situated as a class.

5. All notices to the Retirees with respect to this matter should be served upon their attorney as set forth below.

WHEREFORE, the Retirees and all other participants of the SPP similarly situated as a class give notice of their intent to participate in the above proceeding.

Respectfully submitted,

BARBIN, LAUFFER O'CONNELL

By: ____________________________
   Harry C. Barbin, Esquire
   PA I.D. No. 08539
   William M. O'Connell, III, Esquire
   PA I.D. No. 20023
   608 Huntingdon Pike
   Rockledge, Pennsylvania 19111
   (215) 379-3015
CERTIFICATE OF SERVICE

I, HARRY C. BARBIN, ESQUIRE, hereby certify that I caused a copy of the foregoing to be deposited on July 30, 1997 in the United States Mail, first class, postage prepaid addressed to:

Richard A. Allen, Esquire
Zukert, Scoult & Rasenberger
888 Seventeenth Street, N.W.
Suite 600
Washington, D.C. 20006-3939

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

P. Michael Giftos, Esquire
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

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

James G. Rafferty, Esquire
Harkins Cunningham
1300 Nineteenth Street, N.W.
Suite 600
Washington, D.C. 20036

Scot B. Hutchins, Esquire
Skadden, Arps, Slate, Meagher & Flom, L.L.P.
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

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

Samuel M. Sipe, Jr., Esquire
Steptoe & Johnson, L.L.P.
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036-1795

Timothy T. O'Toole, Esquire
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19101

Dated: [Signature]
Harry C. Barbin, Esquire
July 28, 1997

Re: SURFACE TRANSPORTATION BOARD Finance Docket #33388

This is to provide notice of intent for BP America Inc. to participate as a party of record in the above noted Finance Docket. Please add the name of BP America Inc. to the list of parties of record to receive copies of all correspondence pertaining to this Finance Docket.

I hereby certify that I have served by First Class Mail, postage prepaid, to

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.
Zuckert, Scouler & Rasenberger, L.L.P.
Suite 600
888 Seventeenth Street, N.W.
Washington, DC 20006-3939

Paul A. Cunningham, Esq.
Harkins Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, DC 20036

Michael J. Garigan
Director, Distribution

MJG.bak
mjs871.doc
August 4, 1997

Dear Sir or Madam:

Enclosed for filing are the original and twenty-five copies of the “Notice of Massachusetts Central Railroad Corporation Intention to Participate in Proceedings.” Would you please date-stamp and return the extra copy of this document in the self-addressed, stamped envelope enclosed.

Thank you very much for your assistance.

Very truly yours,

James E. Howard

Enclosures
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

NOTICE OF MASSACHUSETTS CENTRAL RAILROAD CORPORATION
OF INTENTION TO PARTICIPATE IN PROCEEDINGS

Massachusetts Central Railroad Corporation ("Mass Central") is a rail carrier which operates a line of railroad between Palmer, Massachusetts and Barre, Massachusetts. Mass Central interchanges with Consolidated Rail Corporation ("Conrail") and New England Central at Palmer.

The application in these proceedings indicates that CSX will acquire and operate the Conrail lines in Massachusetts. Mass Central intends to participate actively in these proceedings in order to ensure that it will continue to have the ability to interchange not only with CSX as the acquirer of the Conrail lines, but also with other trunk line carriers which may be able to serve New England through New England Central and connections, such as Norfolk Southern, Canadian Pacific and Canadian National.
Please note our intention to participate and make Mass Central a party of record in these proceedings. For purposes of the service of documents, please send documents to Mass Central at the following address:

Stephen M. Fontaine  
Massachusetts Central Railroad Corporation  
One Wilbraham Street  
Palmer, MA 01069

Respectfully,

[Signature]

James E. Howard  
90 Canal Street  
Boston, MA 02114  
(617) 263-1322

Attorney for Massachusetts Central Railroad Corporation

Dated: August 4, 1997
CERTIFICATE OF SERVICE

The undersigned hereby certifies that on August 4, 1997 he served the "Notice of Massachusetts Central Railroad Corporation of Intention to Participate in Proceedings" by causing copies to be mailed by first class mail, postage prepaid, to the parties listed below:

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.
Zuckert Scouff & Rasenberger, LLP
Suite 600
888 17th Street, N.W.
Washington, DC 20006-3939

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

[Signature]
August 4, 1997

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

NOTICE OF INTENT TO PARTICIPATE

Dear Sir or Madam:

Enclosed for filing in the above referenced proceeding are
an original and 25 copies of Notice of Intent to Participate of
Pittsburg & Shawmut Railroad, Inc. (PSRR-1), along with a
diskette containing the document in a format (WordPerfect 6.1)
that can be converted into WordPerfect 7.0.
Office of the Secretary
Case Control Unit
August 4, 1997
Page 2

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,

Enclosures

cc: Dennis G. Lyons, Esq.
    Richard A. Allen, Esq.
    Paul A. Cunningham, Esq.
    Administrative Law Judge Jacob Leventhal.
NOTICE OF INTENT TO PARTICIPATE

Please take notice that Pittsburg & Shawmut Railroad, Inc. ("PSRR") intends to actively participate in this proceeding. The undersigned counsel is already on the service list in this proceeding. Please note the additional representation.

Dated: August 4, 1997

Attorneys for Pittsburg & Shawmut Railroad, Inc.
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 on this date a copy of the foregoing Notice of Intent to Participate  
of Pittsburg & Shawmut Railroad, Inc. was served by first class mail on the following persons  
specified in Decision No. 2, and on the parties shown on the attached list:  

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

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

Richard A. Allen, Esq.  
Zuckert, Scoult & Rasenberger, L.L.P.  
888 Seventeenth Street, N.W.  
Washington, DC 20006-3939  

Paul A. Cunningham, Esq.  
Harkins Cunningham  
1000 Nineteenth Street, NW, Suite 600  
Washington, DC 20036  

Dated: August 4, 1997  

ERIC M. HOCKY  

H:\WPDATA\TRANS\GW\PSRR\CR-MERGE\PSRR-1.DOC
August 4, 1997

Honorable Vernon A. Williams
Secretary, Case Control Branch
SURFACE TRANSPORTATION BOARD
1925 "K" Street, NW, 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 - TRANSFER OF RAILROAD LINE BY NORFOLK SOUTHERN RAILWAY COMPANY TO CSX TRANSPORTATION, INC.

Dear Secretary Williams:

Enclosed please find an original and twenty-five (25) copies of the Notice of Intent to Participate of UTU-GO513. Also enclosed is a 3.5 inch diskette containing the filing saved as WordPerfect 5.X for Windows, which can be converted to WordPerfect 7.0.

Also enclosed is an extra copy which we request that you time-stamp and return to us in the self-addressed, stamped envelope provided.

Sincerely yours,

James L. Rodgers
General Chairman - UTU

cc: All parties on 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 TRANSFER OF RAILROAD LINE BY NORFOLK SOUTHERN RAILWAY COMPANY TO CSX TRANSPORTATION, INC.

NOTICE OF INTENT TO PARTICIPATE OF THE UNITED TRANSPORTATION UNION - GO-513

J.L. Rodgers
General Chairman
UNITED TRANSPORTATION UNION
480 Osceola Avenue
Jacksonville Beach, Florida 32250
(904) 241-0355

Representative for UTU - GCA

Dated: August 4, 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

NOTICE OF INTENT TO PARTICIPATE OF THE UNITED TRANSPORTATION UNION - GO-513

Please enter the appearance in this proceeding of the below-named person on behalf of the United Transportation Union - GO-513 ("UTU-GO513"). UTU-GO-513 is a General Committee of Adjustment of the United Transportation Union and has members who will be impacted by the transactions. UTU-GO-513 intends to participate in this proceeding as a party of record. Accordingly, please place the named person at the address provided, on the service list to receive all pleadings and decisions in this proceeding.

Respectfully submitted:

J.L. Rodgers
General Chairman
UTU-GO-513
480 Osceola Avenue
Jacksonville Beach, Florida 32250

Dated: August 4, 1997
CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 4th day of August, 1997, a copy of the foregoing Notice of Intent to Participate of UTU-GO-513 was served upon the following people by first class mail, postage prepaid.

Richard A. Allen
Zuckert, Scoult, Rasenberger
888 17th Street, NW #600
Washington, DC 20006-3939

Mark G. Aron
CSX Corporation
One James Center
901 East Cary Street
Richmond, VA 23219

Donald G. Avery
Slover & Lottus
1224 Seventeenth St. NW
Washington, DC 20036-3003

Edward G. Banks, Jr.
Maryland & Delaware Railroad
106 Railroad Avenue
Federalsburg, MD 21632

Janice G. Barber
Burlington Northern Santa Fe Corporation
777 Main Street
3800 Continental Plaza
Ft. Worth, TX 76102-5384

Michael J. Bennane
House of Representatives
PO BOX 30014
Lansing, MI 48909

Martin W. Bercovici
Keller & Heckman
1001 “G” Street, NW, #500 West
Washington, DC 20001

Hon. Eric Bush
House of Representatives
State Capitol
Lansing, MI 48913

James D. Calderwood
Zuckert. Scoult & Rasenberger, LLP
888 17th Street, NW, #600
Washington, DC 20006-3939

Gabriel Calvo
The Ackerson Group
1275 Pennsylvania Avenue
Washington, DC 20004

James L. Rodgers
Missy Cassidy
Maryland Department of Transportation
PO BOX 8755
Baltimore-Washington International Airport
Maryland 21240-0755

Nichole E. Clark
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019-6150

Paul D. Coleman
Hoppell, Maye & Coleman
1000 Connecticut Avenue, NW #400
Washington, DC 20036-5302

John M. Cutler, Jr.
McCarthy, Sweeney, Harkaway
1750 Pennsylvania Avenue, NW #1105
Washington, DC 20036

Kelvin J. Dowd
Slover & Loftus
1224 17th Street, NW
Washington, DC 20036

John V. Edwards
Zuckert, Scoult, et al.
888 17th Street NW #600
Washington, DC 20006-3939

Roy T. Englert, Jr.
Mayer, Brown & Platt
2000 Pennsylvania avenue, NW #6500
Washington, DC 20006

John Gallagher
Fieldston Publications, Inc.
1800 Massachusetts Avenue, NW #500
Washington, DC 20036

Donald F. Griffin
400 N. Capitol Street, NW #852
Washington, DC 20001

Charles M. Chadwick
Maryland Midland Railway, Inc.
PO BOX 1000
Union Bridge, MD 21791

Steven A. Cohen
Wachtell, Lipton & Katz
51 West 52nd Street
New York, NY 10019

Paul A. Cunningham
Harkins, Cunningham
1300 19th Street, NW, #600
Washington, DC 20036

Hon. Alfonse D'Amato
ATTN: Peter Phipps
United States Senate
Washington, DC 20510

Richard S. Edelman
Highsaw, Maloney, Clarke
1050 Seventeenth St. NW #210
Washington, DC 20036

Daniel R. Elliott, III
United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107

Gerald W. Fauth, III
G W. Fauth & Associates, Inc.
PO BOX 2401
Alexandria, VA 22301

Hon. Carl F. Gnodtke
House of Representatives
State Capitol
Lansing, MI 48913

James M. Guinivan
Harkins Cunningham
1300 19th Street, NW #600
Washington, DC 20036-1609
Adriat. L. Steel, Jr.
Mayer, Brown & Platt
2000 Pennsylvania Avenue, NW #6500
Washington, DC 20006

Robert G. Szabo
V. Ness Feldman
1050 Thomas Jefferson St. NW
Washington, DC 20007

Richard E. Weicher
Burlington Northern Santa Fe Corporation
1700 East Golf Road, 6th Floor
Schaumburg, IL 60173

Henry W. Wick, Jr.
Wick, Streiff, et al.
1450 Two Chatham Center
Pittsburgh, PA 15219

Frederic L. Wood
Donelan, Cleary, et al.
1100 New York Avenue, NW #750
Washington, DC 20005-3934

Edward Wytkind, Executive Director
Transportation Trades Department AFL-CIO
400 North Capitol Street, SW #861
Washington, DC 20001

P. Michael Giftos
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

Celia C. Lovell
1500 “K” Street, NW #375
Washington, DC 20005-1209

Daniel J. Sweeney
McCarthy, Sweeney & Harkaway
1750 Pennsylvania Ave. NW #1105
Washington, DC 20006

Linda H. Trichel
Commercial National Bank
PO Box 21119
Shreveport, LA 71152

William W. Whitehurst, Jr.
421 Happy Hollow Road
Cockeysville, MD 21030-1711

Debra L. Willen
Guerrieri, Edmund, et al.
1331 “F” Street, NW, 4th Floor
Washington, DC 20004

William L. Wright
Public Utilities Corporation of Ohio
Borden Building, 7th Floor
180 East Broad Street
Columbus, OH 43215

Constance L. Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street, 16-A
Philadelphia, PA 19101-1416

Paul R. Hitchcock
CSX Transportation
Law Department
500 Water Street, SCJ-150
Jacksonville, FL 32202

Susan T. Morita
555 12th Street, NW
Washington, DC 20004-1202
Frank J. Pergolizzi  
Slover & Loftus  
1224 Seventeenth Street, NW  
Washington, DC 20036

Richard L. Rosen  
Arnold & Porter  
555 12th Street, NW  
Washington, DC 20004-1202

Peter J. Shudtz  
CSX Corporation  
901 East Cary Street  
One James Center  
Richmond, VA 23119

Mary Gabrielle Sprague  
555 Twelfth Street, NW  
Washington, DC 20004-1202
August 4, 1997

Surface Transportation Board
Office of the Secretary
Case Control Unit
ATTN: STB Finance Docket No. 33388
1925 K Street, NW
Washington, D.C. 20423-0001

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

Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are the original and twenty-five (25) copies of Notice of Intent to Participate as a Party of Record of Jacobs Industries (JI-1). Also enclosed is a 3.5 inch computer disk containing the text of this filing in WordPerfect 7.0 format.

Copies of this filing are being served via first-class mail, postage prepaid on the Honorable Jacob Leventhal and on counsel for applicants.

Sincerely,

JACOBS INDUSTRIES

James R. Jacobs
Member

Enclosures

cc: Honorable Jacob Leventhal
Applicant Representatives

Jacobs Industries 2 Quarry Lane-Stony Ridge, OH 43463 U.S.A.- (419) 833-9600-Fax (419) 833-9601
BEFORE THE
DEPARTMENT OF TRANSPORTATION
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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

JACOBS INDUSTRIES
NOTICE OF INTENT TO PARTICIPATE AS A PARTY OF RECORD

JACOBS INDUSTRIES

By: James R. Jacobs
Member
JACOBS INDUSTRIES
2 Quarry Lane
Stony Ridge, OH

Dated: August 4, 1997
NOTICE OF INTENT TO PARTICIPATE AS A PARTY OF RECORD

The Jacobs Industries hereby advises the Board of its intent to participate in the proceeding as a party of record. Please forward any notices to the undersigned as the address shown.

Respectfully submitted,

[Signature]
James R. Jacobs
Member
JACOBS INDUSTRIES
2 Quarry Lane
Stony Ridge, OH 43163

CERTIFICATE OF SERVICE

I hereby certify that the foregoing JACOBS INDUSTRIES (JI-1) Notice of Intent to Participate as a Party of Record was served this 4th day of August, 1997, via first-class mail, postage prepaid, upon the Honorable Jacob Leventhal and representatives of the applicants.

[Signature]
Anne K. Lauer
August 4, 1997

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Room 2215
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Finance Docket No. 33338

Dear Secretary Williams:

Please find enclosed for filing with the Board an original and twenty-five (25) copies of the Notice of Intent to Participate submitted on behalf of the Resources Warehousing & Consolidation Services Inc for filing in this proceeding. In accordance with 49 C.F.R. § 1180.4(a)(2), this party selects the acronym "RWCS" and, accordingly, the enclosed document is identified as RWCS-1. Finally, in accordance with Decision No. 6 in this proceeding, copies of the enclosed document are being served upon applicants' counsel and Administrative Law Judge Jacob Leventhal.

Should there be any questions about this filing, please call me at (202) 496-4920.

Respectfully submitted,

[Signature]

Paul H. Lamboley

Enclosures

cc: Hon. Jacob Leventhal
All parties of record
BEFORE THE JUICE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

NOTICE OF INTENT TO PARTICIPATE

Pursuant to Decision No. 6 in this proceeding, and in accordance with 49 C.F.R. §11804(a)(4), the Resources Warehousing & Consolidated Services Inc. (RWCS), hereby submits this Notice of Intent to Participate under the acronym "RWCS" and marked RWCS-1. RWCS generally supports the transactions proposed by the applicants and thus its participation is not in opposition but to secure competitive rail service for its facilities. RWCS respectfully requests that the representatives, as listed below, be included in the service list maintained by the Board in this proceeding so that the listed representatives receive copies of all orders, notices, and other pleadings in this proceeding.

RWCS requests that Applicants and other parties of record serve copies of all pleadings filed in this proceeding directly upon the indicated representatives as listed below:

Paul H. Lamboley, Esq.
1020 Nineteenth Street, NW, Suite 400
Washington, DC 20036-6105
Tel: (202) 496-4920
Fax: (202) 293-6200

Dated: August 6, 1997

Respectfully submitted,

Paul H. Lamboley
CERTIFICATE OF SERVICE

I hereby certify that on this ___ day of August 1997, copies of the foregoing NOTICE OF INTENT TO PARTICIPATE were served upon Administrative Law Judge Jacob Leventhal, Federal Energy Regulatory Commission, 888 First Street, NE, Suite 11F, Washington, DC 20426, counsel for applicant parties and upon other known parties of record attached hereto, first class mail, prepaid, in accordance with the rules of the Surface Transportation Board.

Paul M. Lamboley
August 4, 1997

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Room 2215  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423  

Re: Finance Docket No. 3338C

Dear Secretary Williams:

Please find enclosed for filing with the Board an original and twenty-five (25) copies of the Notice of Intent to Participate submitted on behalf of the Transportation Intermediaries Association for filing in this proceeding. In accordance with 49 C.F.R. § 1180.4(a)(2), this party selects the acronym “TIA” and, accordingly, the enclosed document is identified as TIA. Finally, in accordance with Decision No. 6 in this proceeding, copies of the enclosed document are being served upon applicants’ counsel and Administrative Law Judge Jacob Leventhal.

Should there be any questions about this filing, please call me at (202) 496-4920.

Respectfully submitted,

Paul H. Lamboley

Enclosures

cc: Hon. Jacob Leventhal  
All parties of record
BEFORE THE SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

NOTICE OF INTENT TO PARTICIPATE

Pursuant to Decision No. 6 in this proceeding, and in accordance with 49 C.F.R. §11804(a)(4), the Transportation Intermediaries Association (TIA), hereby submits this Notice of Intent to Participate under the acronym “TIA” and marked TIA-1. TIA respectfully requests that the representatives, as listed below, be included in the service list maintained by the Board in this proceeding so that the listed representatives receive copies of all orders, notices, and other pleadings in this proceeding.

TIA requests that Applicants and other parties of record serve copies of all pleadings filed in this proceeding directly upon the indicated representatives as listed below:

Robert Voltmann, CEO
Transportation Intermediaries Association
3601 Eisenhower Avenue
Suite 110
Alexandria, Virginia 22304-6439
Tel: (703) 329-1894
Fax: (703) 329-1698

Paul H. Lamboley, Esq.
1020 Nineteenth Street, NW
Suite 400
Washington, DC 20036-6105
Tel: (202) 496-4920
Fax: (202) 293-6200

Dated: August 1997

Respectfully submitted,

Paul H. Lamboley
CERTIFICATE OF SERVICE

I hereby certify that on this 6th day of August 1997, copies of the foregoing NOTICE OF INTENT TO PARTICIPATE were served upon Administrative Law Judge Jacob Leventhal, Federal Energy Regulatory Commission, 888 First Street, NE, Suite 11F, Washington, DC 20426, counsel for applicant parties and upon other known parties of record attached hereto, first class mail, prepaid, in accordance with the rules of the Surface Transportation Board.

Paul H. Lamboley
Counsel for Norfolk Southern Corporation and Norfolk Southern Railway Company

Mark G. Aron
Peter J. Shudtz
Ellen M. Fitzsimmons
CSX Corporation
One James Center
901 East Cary Street
Richmond, VA 23219
(804) 782-1400

P. Michael Giftcs
Douglas R. Maxwell
Paul T. McH.ock
Nicholas S. Yovanovich
Fred R. Birkholz
John W. Humes, Jr.
R. Lyle Key, Jr.
Charles M. Rosenberger
Pamela E. Savage
James D. Tomola
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202
(904) 359-3100

Dennis G. Lyons
Jeffrey A. Burt
Richard L. Rosen
Mary Gabrielle Sprague
Paul T. Denis
Drew A. Harker
Susan T. Morris
Susan B. Cassidy
Sharon L. Taylor
Jeffrey R. Denny
Jodi B. Danis
Chris P. Datz
Amanda J. Paracuellos
Arnold & Porter
555 12th Street, NW
Washington, DC 20004-1202
(202) 942-5000

Samuel M. Sipe, Jr.
Betty Jo Christian
Timothy M. Walsh
David H. Coburn
Carolyn D. Clayton
Siepert & Johnson LLP
1330 Connecticut Avenue, NW
Washington, DC 20036-1795
(202) 429-3000

Counsel for CSX Corporation and CSX Transportation, Inc.

Timothy T. O'Toole
Constance L. Abrams
Anne E. Treadway
John J. Paylor
Jonathan M. Broder
David C. Ziccardi
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19101
(215) 209-4000

Paul A. Cunningham
Richard E. Herzog
David A. Hirsh
Robert M. Jenkins, III
A. Carl Kaseman, III
Gerald P. Norton
James G. Raftery
Michael J. Gergen
James M. Guinitan
Joel A. Rabinoivitz
Harkins Cunningham
1300 Nineteenth Street, NW
Suite 600
Washington, DC 20036
(202) 973-7600

Counsel for Conrail Inc., and Consolidated Rail Corporation
NOTICE OF INTENT TO PARTICIPATE

The Corn Refiners Association, Inc., respectfully enters its notice of intent to participate as a party of record in STB Finance Docket No. 33388, the proposed acquisition of Conrail by CSX and Norfolk Southern Railroads.

Respectfully submitted,

Sherri K. Lehman
Director of Congressional Affairs
Corn Refiners Association, Inc.
1701 Pennsylvania Avenue, N. W.
Washington, D. C. 20006-5805
(202) 331-1534

August 5, 1997
CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Notice of Intent to Participate was served by first-class mail, postage prepaid, on this 5th day of August, 1997, upon:

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

Dennis G. Lyons, Esquire
Arnold & Porter
555 - 12th Street, N. W.
Washington, D. C. 20004-1209

Richard A. Allen, Esquire
Zuckert Scoult & Rasenberger, L.L.P.
Suite 600
888 Seventeenth Street, N. W.
Washington, D. C. 20006-3439

Paul A. Cunningham, Esquire
Harkins Cunningham
Suite 600
1300 Nineteenth Street, N. W.
Washington, D. C. 20036

Sherri K. Lehman

Sherri K. Lehman
August 5, 1997

Office of the Secretary
Surface Transportation Board
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

Redland Ohio, Inc.

Notice of Intent to Participate in Proceeding

Dear Secretary Williams:

By this letter, Redland Ohio, Inc. ("Redland") submits to the Surface Transportation Board notice of its intent to participate in the above-captioned proceeding. Redland hereby requests that it be added to the Board’s list of Parties of Record.

Redland ships aggregate and limestone from sites located at Woodville and Millersville, Ohio. At this point Redland has not yet determined the scope of its participation in this proceeding, but may, at the appropriate time and as circumstances warrant, issue comments or a request for protective conditions.

Redland understands that, by virtue of this submission, it will be added to the appropriate service lists, and it requests that the Board will furnish it with all relevant notices hereafter. Correspondence should be sent to Redland’s counsel as follows:

Redland Ohio, Inc.
"Redland"

1925 K Street, N.W.
Washington, D.C. 20423-0001
Vernon A. Williams
August 5, 1997
Page two

Keith G. O'Brien
Robert A. Wimbish
REA, CROSS & AUCHINCLOSS
Suite 420
1920 "N" Street, N.W.
Washington, D.C. 20036

Please contact the undersigned if we may be of any assistance.

Sincerely,

[Signature]

Keith G. O'Brien
Counsel for
Redland Ohio, Inc.

cc: David Chapman
CERTIFICATE OF SERVICE


[Signature]
Keith G. O'Brien
BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary, Surface Transportation Board
Case Control Branch
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

Dear Secretary Williams:

Enclosed for filing in the above-referenced docket are an original and twenty-five copies of Canadian Pacific Parties' Amended Notice of Intent To Participate. Also enclosed is a 3.5-inch diskette, formatted for WordPerfect 5.x for Windows, which can be converted to WordPerfect 7.0, containing the pleading.

Thank you for your assistance.

Sincerely,

George W. Mayo, Jr.
Attorney for Canadian Pacific Railway Company, Delaware and Hudson Railway Company Inc., Soo Line Corp., and St. Lawrence & Hudson Railway Company Limited

GWM:jms
Enclosures
cc: All Counsel of Record
The Honorable Jacob Leventhal
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

CANADIAN PACIFIC PARTIES'
AMENDED NOTICE OF INTENT TO PARTICIPATE

MARCELLA M. SZEL
Vice President-Legal Services
CANADIAN PACIFIC RAILWAY COMPANY
Suite 500
Gulf Canada Square
401 Ninth Avenue, S.W.
Calgary, Alberta T2P 4Z4
CANADA
(403) 218-7474

GEORGE W. MAYO, JR.
ERIC VON SALZEN
THOMAS B. LEARY
HOGAN & HARTSON L.L.P.
555 Thirteenth Street, N.W.
Washington, D.C. 20004-1109
(202) 637-5500

Attorneys for Canadian Pacific Railway Company, Delaware and
Hudson Railway Company Inc., Soo Line Corp., and St. Lawrence &
Hudson Railway Company Limited

August 5, 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

CANADIAN PACIFIC PARTIES'
NOTICE OF INTENT TO PARTICIPATE

Canadian Pacific Railway Company, Delaware and Hudson
Railway Company Inc., Soo Line Corp., and St. Lawrence & Hudson
Railway Company Limited (collectively “Canadian Pacific Parties”
or “CP”) hereby provide notice of their intent to participate as
active parties in this proceeding. Please include the following
individuals in the official Service List for the proceeding, so
that copies of all pleadings and decisions are served on them:

MARCELLA M. SZEL
Vice President-Legal Services
CANADIAN PACIFIC RAILWAY COMPANY
Suite 500
Gulf Canada Square
401 Ninth Avenue, S.W.
Calgary, Alberta T2P 4Z4
CANADA

and
Respectfully submitted,

MARCELLA M. SZEL
Vice President-Legal Services
CANADIAN PACIFIC RAILWAY COMPANY
Suite 500
Gulf Canada Square
401 Ninth Avenue, S.W.
Calgary, Alberta T2P 4J4
CANADA
(403) 218-7474

GEORGE W. MAYO, JR.
ERIC VON SALZEN
THOMAS B. LEARY
HOGAN & HARTSON L.L.P.
555 Thirteenth Street, N.W.
Washington, D.C. 20004-1109
(202) 637-5600

Attorneys for Canadian Pacific Railway Company, Delaware and Hudson Railway Company Inc., Soo Line Corp., and St. Lawrence & Hudson Railway Company Limited

August 5, 1997
CERTIFICATE OF SERVICE

I hereby certify that on this 5th day of August, 1997, I served by the means indicated below a copy of the foregoing Canadian Pacific Parties' Amended Notice of Intent To Participate on the following:

The Honorable Jacob Leventhal
Administrative Law Judge
Federal Energy Regulatory Commission
888 First Street, NE, Suite 11F
Washington, DC 20426
(by hand)

Counsel for Applicants
(by hand or first-class mail)

Counsel for all known parties of record
(by first-class mail)

_______________________________
George W. Mayo, Jr.
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:

Enclosed for filing in the above-captioned docket are the original and twenty-five (25) copies of Notice of Intent to Participate on Behalf of Belvidere & Delaware River Railway and Black River & Western Railroad ("BDRV-1"). Also enclosed is a 3.5-inch disk containing the text of this pleading in WordPerfect 6.1 format.

Copies of BDRV-1 are being served via first-class mail, postage prepaid, on the Honorable Jacob Leventhal and on counsel for Applicants. Please date-stamp the enclosed extra copy of BDRV-1 and return it to the messenger for our files.

Very truly yours,

Peter A. Greene

PAG:aas

cc: The Hon. Jacob Leventhal
Counsel for Applicants

[G:\PAG\LETTER\WILLIAMS.1.wpd]
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

NOTICE OF INTENT TO PARTICIPATE
ON BEHALF OF
BELVIDERE & DELAWARE RIVER RAILWAY
AND
BLACK RIVER & WESTERN RAILROAD

Please enter the appearances in this proceeding of the undersigned counsel on behalf of:

Belvidere & Delaware River Railway
P.O. Box 22
Ringoes, New Jersey 08551

and

Black River & Western Railroad
P.O. Box 200
Ringoes, New Jersey 08551
As required by the Board's Decision No. 12 and as evidenced by the attached Certificate of Service, copies of this Notice of Intent to Participate have been served on Judge Jacob Leventhal and on counsel for Applicants.

BELVIDERE & DELAWARE RIVER RAILWAY
AND BLACK RIVER & WESTERN RAILROAD

By: [Signature]
Peter A. Greene
David H. Baker
Thompson Hine & Flory LLP
1920 N Street, N.W., Suite 800
Washington, D.C. 20036

Dated: August 5, 1997

Its Attorneys
CERTIFICATE OF SERVICE

I hereby certify that on the 5th day of August, 1997 a copy of the foregoing Notice of Intent to Participate on Behalf of Belvidere & Delaware River Railway and Black River & Western Railroad was served via first class mail, postage prepaid on the following:

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

James C. Bishop, Jr., Esq.
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510-2191

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

John M. Nannes, Esq.
Skadden, Arps Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

Mark G. Aron, Esq.
CSX Corporation
One James Center
901 East Cary Street
Richmond, Virginia 23129

P. Michael Giftos, Esq.
CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

Dennis G. Lyons, Esq.
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202
Samuel M. Sipe, Jr., Esq.
Steptoe & Johnson LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036-1795

Timothy T. O'Toole, Esq.
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, Pennsylvania 19101

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

[Signature]

Peter A. Greene
August 5, 1997

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:

Enclosed for filing in the above-captioned docket are the original and twenty-five (25) copies of Notice of Intent to Participate on Behalf of East Penn Railway, Inc. and Lancaster Northern Railway (“EPRY-1”). Also enclosed is a 3.5-inch disk containing the text of this pleading in WordPerfect 6.1 format.

Copies of EPRY-1 are being served via first-class mail, postage prepaid, on the Honorable Jacob Leventhal and on counsel for Applicants. Please date-stamp the enclosed extra copy of EPRY-1 and return it to the messenger for our files.

Very truly yours,

Peter A. Greene

PAG:aas

cc: The Hon. Jacob Leventhal
Counsel for Applicants

[O:\PAG\LETTER\WILLIAMS.3.wp6]
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

NOTICE OF INTENT TO PARTICIPATE
ON BEHALF OF
EAST PENN RAILWAY, INC.
AND
LANCASTER NORTHERN RAILWAY

Please enter the appearances in this proceeding of the undersigned counsel on behalf of:

East Penn Railway, Inc.
P.O. Box 1271
Bristol, Pennsylvania 19007

and

Lancaster Northern Railway
P.O. Box 1271
Bristol, Pennsylvania 19007
As required by the Board's Decision No. 12 and as evidenced by the attached Certificate of Service, copies of this Notice of Intent to Participate have been served on Judge Jacob Leventhal and on counsel for Applicants.

EAST PENN RAILWAY, INC. AND LANCASTER NORTHERN RAILWAY

By:

Peter A. Greene
David H. Baker
Thompson Hine & Flory LLP
1920 N Street, N.W., Suite 800
Washington, D.C. 20036

Dated: August 5, 1997

Its Attorneys
CERTIFICATE OF SERVICE

I hereby certify that on the 5th day of August, 1997 a copy of the foregoing Notice of Intent to Participate on Behalf of East Penn Railway, Inc. and Lancaster Northern Railway was served via first class mail, postage prepaid on the following:

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

James C. Bishop, Jr., Esq.
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510-2191

Richard A. Allen, Esq.
Zuckert, Scoult & Rasenberger, L.L.P.
888 Seventeenth Street, N.W., Suite 600
Washington, D.C. 20006-3939

John M. Nannes, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

Mark G. Aron, Esq.
CSX Corporation
One James Center
901 East Cary Street
Richmond, Virginia 23129

P. Michael Giftsos, Esq.
CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

Dennis G. Lyons, Esq.
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202
Samuel M. Sipe, Jr., Esq.
Steptoe & Johnson LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036-1795

Timothy T. O'Toole, Esq.
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, Pennsylvania 19101

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

[Signature]

Peter A. Greene
August 5, 1997

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


Dear Secretary Williams:

This is to notify the Board and all known interested parties that it is the intent of the Transportation Trades Department, AFL-CIO (TTD), and each of its affiliated labor organizations1 to participate in the above referenced proceeding. Please enter the following individuals to the service list on behalf of TTD:

Edward Wytkind, Executive Director  
Larry Willis, Esq.  
Transportation Trades Department, AFL-CIO  
400 North Capitol Street, NW Suite 861  
Washington, D.C. 20001

Sincerely,

Edward Wytkind  
Executive Director

cc: All parties of record

---

1Attached is a complete list of TTD's 25 affiliated labor organizations.

Ron Carey, President  
Sonny Hall, Secretary-Treasurer  
Edward Wytkind, Executive Director
August 5, 1997

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


Dear Secretary Williams:

This is to notify the Board and all known interested parties that it is the intent of the Transportation Trades Department, AFL-CIO (TTD) and each of its affiliated labor organizations1 to participate in the above referenced proceeding. Please enter the following individuals to the service list on behalf of TTD:

Edward Wytkind, Executive Director
Larry Willis, Esq.
Transportation Trades Department, AFL-CIO
400 North Capitol Street, NW Suite 861
Washington, D.C. 20001

Sincerely,

Edward Wytkind
Executive Director

cc: All parties of record

1Attached is a complete list of TTD’s 29 affiliated labor organizations.
August 5, 1997

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

RE: Finance Docket No. 33388: CSX Corp., et al., Norfolk Southern Corp., et al., — Control and Operating Leases/Agreements — Conrail Inc., et al., Transfer of Railroad Line by Norfolk Southern Railway Co. To CSX Transportation, Inc.

Dear Secretary Williams:

This is to notify the Board and all known interested parties that it is the intent of the Transportation Trades Department, AFL-CIO (TTD) and each of its affiliated labor organizations to participate in the above referenced proceeding. Please enter the following individuals to the service list on behalf of TTD:

Edward Wytkind, Executive Director
Larry Willis, Esq
Transportation Trades Department, AFL-CIO
400 North Capitol Street, NW Suite 861
Washington, D.C. 20001

Sincerely,

Edward Wytkind
Executive Director

cc: All parties of record

1Attached is a complete list of TTD’s 29 affiliated labor organizations.

Ron Carey, President
Sonny Hall, Secretary-Treasurer
Edward Wytkind, Executive Director

900 N. Capitol Street, NW, Suite 861
Washington, DC 20001
phone 202.628.9262 . fax 202.628.0391

Office of the Secretary
AUG - 6 1997
5 Part of Public Record
TTD AFFILIATES

The following labor organizations are members of and represented by the TTD:

Air Line Pilots Association
Amalgamated Transit Union
American Federation of State, County and Municipal Employees
American Federation of Teachers
Association of Flight Attendants
American Train Dispatchers Department
Brotherhood of Locomotive Engineers
Brotherhood of Maintenance of Way Employees
Brotherhood of Railroad Signalmen
Communications Workers of America
Hotel Employees and Restaurant Employees Union
International Association of Fire Fighters
International Association of Machinists and Aerospace Workers
International Brotherhood of Boilermakers, Blacksmiths, Forgers and Helpers
International Brotherhood of Electrical Workers
International Brotherhood of Teamsters
International Longshoremen's and Warehousemen's Union
International Union of Operating Engineers
Marine Engineers Beneficial Association
Professional Airways Systems Specialists
Retail, Wholesale and Department Store Union
Service Employees International Union
Sheet Metal Workers International Association
Transportation Communications International Union
Transport Workers Union of America
United Brotherhood of Carpenters and Joiners of America
United Mine Workers of America
United Steelworkers of America
United Transportation Union
CERTIFICATE OF SERVICE

I hereby certify that the foregoing Notice of Intent to Participate was served, by first-class mail, postage prepaid, this 5th day of August 1997, upon all known parties in Finance Docket 33388.

Edward Wytkind
FED EX
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
NOTICE OF INTENT TO PARTICIPATE

Dear Sir or Madam:

Enclosed for filing in the above referenced proceeding are
an original and 25 copies of Notice of Intent to Participate of
Rochester & Southern Railroad, Inc. (RSR-1), along with a
diskette containing the document in a format (WordPerfect 6.1)
that can be converted into WordPerfect 7.0.
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

Enclosures

cc: Dennis G. Lyons, Esq.
    Richard A. Allen, Esq.
    Paul A. Cunningham, Esq.
    Administrative Law Judge Jacob Leventhal
NOTICE OF INTENT TO PARTICIPATE

Please take notice that Rochester & Southern Railroad, Inc. ("RSR") intends to actively participate in this proceeding. The undersigned counsel is already on the service list in this proceeding. Please note the additional representation.

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

Dated: August 4, 1997
Attorneys for Rochester & Southern Railroad, Inc.
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 on this date a copy of the foregoing Notice of Intent to Participate of Rochester & Southern Railroad, Inc. was served by first class mail on the following persons specified in Decision No. 2, and on the parties shown on the attached list.

Administrative Law Judge Jacob Lever, hal
Federal Energy Regulatory Commission
888 First Street, NE, Suite 11F
Washington, DC 20426

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

Richard A. Alien, Esq.
Zuel.et, Scoult & Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Washington, DC 20006-3939

Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth Street, NW, Suite 600
Washington, DC 20036

Dated: August 4, 1997

ERIC M. HOCKY
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>RANDOLPH L. SEGER</td>
<td>ROBERT B. SCOTT, MCHALE COOK &amp; WELCH, P.C.</td>
</tr>
<tr>
<td></td>
<td>320 N. MERIDIAN STREET, SUITE 1100</td>
</tr>
<tr>
<td></td>
<td>INDIANAPOLIS, IN 46204</td>
</tr>
<tr>
<td>KEVIN M. SHEYS</td>
<td>OPPENHEIMER WOLFF &amp; DONNELLY</td>
</tr>
<tr>
<td></td>
<td>1020 NINETEENTH STREET, N.W., SUITE 400</td>
</tr>
<tr>
<td></td>
<td>WASHINGTON, DC 20036-6105</td>
</tr>
<tr>
<td>WILLIAM C. SIFPEL</td>
<td>OPPENHEIMER WOLFF &amp; DONNELLY</td>
</tr>
<tr>
<td></td>
<td>TWO PRUDENTIAL PLAZA, 45TH FLOOR</td>
</tr>
<tr>
<td></td>
<td>180 NORTH STETSON AVENUE</td>
</tr>
<tr>
<td></td>
<td>CHICAGO, IL 60601</td>
</tr>
<tr>
<td>ROGER J. G. SZABO</td>
<td>VAN NESS FELDMAN, P.C.</td>
</tr>
<tr>
<td></td>
<td>1050 THOMAS JEFFERSON STREET, NW, SEVENTH FL.</td>
</tr>
<tr>
<td></td>
<td>WASHINGTON, DC 20007</td>
</tr>
<tr>
<td>HUGH H. WELSH</td>
<td>DEPUTY GENERAL COUNSEL</td>
</tr>
<tr>
<td></td>
<td>THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY</td>
</tr>
<tr>
<td></td>
<td>ONE WORLD TRADE CENTER, 67E</td>
</tr>
<tr>
<td></td>
<td>NEW YORK, NY 10048</td>
</tr>
<tr>
<td>MARGARET A. WUERSTLE, MAYOR</td>
<td>SHEILA MECK HYDE, ESQ.</td>
</tr>
<tr>
<td></td>
<td>CITY OF DUNKIRK</td>
</tr>
<tr>
<td></td>
<td>CITY HALL</td>
</tr>
<tr>
<td></td>
<td>342 CENTRAL AVENUE</td>
</tr>
<tr>
<td></td>
<td>DUNKIRK, NY 14048</td>
</tr>
<tr>
<td>R. L. YOUNG</td>
<td>MANAGING DIRECTOR-TRANSPORTATION</td>
</tr>
<tr>
<td></td>
<td>AMERICAN ELECTRIC POWER</td>
</tr>
<tr>
<td></td>
<td>P.O. BOX 700</td>
</tr>
<tr>
<td></td>
<td>LANCASTER, OH 43130-0700</td>
</tr>
<tr>
<td>DENISE L. SEGNA, CITY ATTORNEY</td>
<td>LAW DEPARTMENT</td>
</tr>
<tr>
<td></td>
<td>CITY OF HAMMOND</td>
</tr>
<tr>
<td></td>
<td>5925 CALUMET AVENUE</td>
</tr>
<tr>
<td></td>
<td>HAMMOND, IN 46320</td>
</tr>
<tr>
<td>KENNETH E. SIEGEL</td>
<td>ATA Litigation Center</td>
</tr>
<tr>
<td></td>
<td>2200 MILL ROAD</td>
</tr>
<tr>
<td></td>
<td>ALEXANDRIA, VA 22314-4677</td>
</tr>
<tr>
<td>DANIEL J. SWEENEY</td>
<td>JOHN M. CUTLER, JR.</td>
</tr>
<tr>
<td></td>
<td>MCCARTHY, SWEENEY &amp; HARKAWAY, P.C.</td>
</tr>
<tr>
<td></td>
<td>1750 PENNSYLVANIA AVENUE, NW</td>
</tr>
<tr>
<td></td>
<td>WASHINGTON, DC 20006</td>
</tr>
<tr>
<td>*MARCELLA M. SZEL</td>
<td>VICE PRESIDENT-LEGAL SERVICES</td>
</tr>
<tr>
<td></td>
<td>CANADIAN PACIFIC RAILWAY COMPANY</td>
</tr>
<tr>
<td></td>
<td>GULF CANADA SQUARE, SUITE 500</td>
</tr>
<tr>
<td></td>
<td>401 NINTH AVENUE, S.W.</td>
</tr>
<tr>
<td></td>
<td>CALGARY, ALBERTA 52P 424</td>
</tr>
<tr>
<td></td>
<td>CANADA</td>
</tr>
<tr>
<td>FREDERIC L. WOOD</td>
<td>NICHOLAS J. DIMICHAEL</td>
</tr>
<tr>
<td></td>
<td>DONELAN, CLEARY, WOOD &amp; MASON, P.C.</td>
</tr>
<tr>
<td></td>
<td>1100 NEW YORK AVENUE, NW, SUITE 750</td>
</tr>
<tr>
<td></td>
<td>WASHINGTON, DC 20005-3934</td>
</tr>
<tr>
<td>MARGARET A. WUERSTLE, MAYOR</td>
<td>SHEILA MECK HYDE, ESQ.</td>
</tr>
<tr>
<td></td>
<td>CITY OF DUNKIRK</td>
</tr>
<tr>
<td></td>
<td>CITY HALL</td>
</tr>
<tr>
<td></td>
<td>342 CENTRAL AVENUE</td>
</tr>
<tr>
<td></td>
<td>DUNKIRK, NY 14048</td>
</tr>
<tr>
<td>FREDERIC L. WOOD</td>
<td>NICHOLAS J. DIMICHAEL</td>
</tr>
<tr>
<td></td>
<td>DONELAN, CLEARY, WOOD &amp; MASON, P.C.</td>
</tr>
<tr>
<td></td>
<td>1100 NEW YORK AVENUE, NW, SUITE 750</td>
</tr>
<tr>
<td></td>
<td>WASHINGTON, DC 20005-3934</td>
</tr>
<tr>
<td>OWARD WYTKIND</td>
<td>EXECUTIVE DIRECTOR</td>
</tr>
<tr>
<td></td>
<td>TRANSPORTATION TRADES DEPARTMENT, AFL-CIO</td>
</tr>
<tr>
<td></td>
<td>400 NORTH CAPITOL STREET, NW</td>
</tr>
<tr>
<td></td>
<td>SUITE 861</td>
</tr>
<tr>
<td></td>
<td>WASHINGTON, DC 20001</td>
</tr>
</tbody>
</table>
August 4, 1997

FED EX
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

NOTICE OF INTENT TO PARTICIPATE

Dear Sir or Madam:

Enclosed for filing in the above referenced proceeding are
an original and 25 copies of Notice of Intent to Participate of
Allegheny & Eastern Railroad, Inc. (ALY-1), along with a diskette
containing the document in a format (WordPerfect 6.1) that can be
converted into WordPerfect 7.0.
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

Enclosures

cc: Lennis G. Lyons, Esq.
    Richard A. Allen, Esq.
    Paul A. Cunningham, Esq.
    Administrative Law Judge Jacob Leventhal
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 take notice that Allegheny & Eastern Railroad, Inc. ("ALY") intends to actively participate in this proceeding. The undersigned counsel is already on the service list in this proceeding. Please note the additional representation.

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

Dated: August 4, 1997

Attorneys for Allegheny & Eastern Railroad, Inc.
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 on this date a copy of the foregoing Notice of Intent to Participate of Allegheny & Eastern Railroad, Inc. was served by first class mail on the following persons specified in Decision No. 2, and on the parties shown on the attached list:

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

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

Richard A. Allen, Esq.
Zuckert, Scovil & Rosenberger, L.L.P.
888 Seventeenth Street, N.W.
Washington, DC 20006-3939

Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth Street, NW, Suite 600
Washington, DC 20036

Dated: August 4, 1997

ERIC M. HOCKY
August 4, 1997

BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
ATTN: STB Finance Docket 33388
1925 F 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:

Enclosed for filing in the above-referenced proceeding,
please find an original and 25 copies of the Notice of Intent to
Participate of the State of New York, by and through its Depart­
ment of Transportation (NYS-01). Also enclosed is a diskette
containing the text of this Notice in WordPerfect 5.1 format.

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

Thank you for your attention to this matter.

Sincerely,

[Signature]
William I. Slover
An Attorney for the State of
New York by and through its
Department of Transportation

Enclosures
BEFORE THE
SURFACE TRANSPORTATION BOARD

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

Finance Docket No. 33388

NOTICE OF INTENT TO PARTICIPATE OF THE STATE OF NEW YORK
BY AND THROUGH ITS DEPARTMENT OF TRANSPORTATION

The State of New York, by and through its Department of Transportation ("New York"), hereby notifies the Board of its intent to participate as a party of record in the above-captioned proceeding. Pursuant to 49 C.F.R. §1180.4(a)(2), New York selects the acronym "NYS" to identify all documents and pleadings it submits in this proceeding.

New York requests that the Board provide the following persons with copies of all pleadings, notices, and decisions in this proceeding:

John F. Guinan
Assistant Commissioner
Office of Passenger and Freight Transportation
1220 Washington Avenue
Albany, New York 12232-0502

William L. Slover
Kelvin J. Dowd
Jean M. Cunningham
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036
Respectfully submitted,

THE STATE OF NEW YORK BY AND THROUGH ITS DEPARTMENT OF TRANSPORTATION

OF COUNSEL: By: William L. Slover
Kelvin J. Dowd
Jean M. Cunningham
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Dated: August 4, 1997

Attorneys and Practitioners
CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing Notice of Intent to Participate were served this 4th day of August, 1997, by first-class mail, postage pre-paid, upon:

The Honorable Jacob Levanthal  
Federal Energy Regulatory Commission  
888 First 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, Scoult & 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

[Signature]

Joan M. Cunningham
August 4, 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

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 twenty-five copies of following pleading:

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

A copy of the pleading is provided on the enclosed 3.5" diskette in WordPerfect 5.1 for DOS format, which can be converted to WordPerfect 7.0. The document has been served in accordance with Decision No. 12. 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,

Christopher C. O'Hara

Enclosures

cc: The Honorable Jacob Leventhal
Applicants' Representatives
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

NOTICE OF INTENT TO PARTICIPATE
OF STEEL DYNAMICS, INC.

Steel Dynamics, Inc. ("SDI"), an Indiana corporation that owns and operates a steel mini-
mill located in DeKalb County, Indiana, and is a rail shipper, by its attorneys, provides its notice
of intent to participate as a party of record in this proceeding.

Please add the undersigned attorneys to the official service list for the above-referenced
proceeding and to the distribution list for all Surface Transportation Board decisions and/or
orders:

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

BRICKFIELD, BURCHETTE & RITTS, P.C.

Peter J. P. Brickfield
Peter J. Mattheis
Christopher C. O'Hara
Brickfield, Burchette & Ritts, P.C.
1025 Thomas Jefferson Street, NW
Ei-th Floor, West Tower
Washington, DC 20007

Telephone: (202) 342-0800
Facsimile: (202) 342-0807

Attorneys for Steel Dynamics, Inc.

Date: August 4, 1997
Certificate of Service

Finance Docket No. 33388

Pursuant to Decision No. 12 issued by the Board, I hereby certify that on this day of August, 1997, a copy of the foregoing document was served upon the following by United States mail, first class, postage prepaid:

The Hon. Jacob Leventhal
Administrative Law Judge
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.
Zuckert, Scott & Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Washington, DC 20006-3939

Paul A. Cunningham, Esq.
Harkins Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, DC 20036

Christopher C. O’Hara
Re: NOTICE OF INTENT TO PARTICIPATE: Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc., et al.

Dear Secretary Williams:

Pursuant to the Notice dated July 23, 1997 in the above-referenced proceeding, on behalf of Northern Indiana Public Service Company, I hereby file this, its Notice of Intent to Participate, in the above-referenced proceeding. Please add my name, as follows, to the service list, as counsel in this proceeding for Northern Indiana Public Service Company:

Sheldon A. Zabel
Schiff Hardin & Waite
7200 Sears Tower
Chicago, Illinois 60606
(312) 258-5540

Attached hereto is a Certificate of Service showing service as required by the July 23, 1997 Notice and, as also required, enclosed herewith are 25 copies of this Notice of Intent to Participate and Certificate of Service. I also have enclosed one additional copy and a stamped address envelope and would appreciate your marking that copy to indicate the filing and return it to me in the envelope.

Very truly yours,

Sheldon A. Zabel

SAZ/mjt
Attachment
cc: Kevin Strmatka
Certificate of Service

I, Sheldon A. Zabel, certify that I served a copy of the foregoing Notice of Intent to Participate on each of the following by causing a copy thereof to be mailed to each addressed as follows, first class postage prepaid, this 30th day of July, 1997.

Administrative Law Judge Jacob Leventhal
Federal Energy Regulatory Commission
888 First 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, Scott & Rosenberger, L.L.P.
888 Seventeenth Street, N.W.
Suite 600
Washington, D.C. 20006-3939

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

Sheldon A. Zabel

[Signature]
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.

JOINT NOTICE OF INTENT TO PARTICIPATE BY EFFINGHAM RAILROAD COMPANY AND THE ILLINOIS WESTERN RAILROAD COMPANY

Pursuant to the Surface Transportation Board's Decision No. 6, effective May 30, 1997, the Effingham Railroad Company (Effingham) and the Illinois Western Railroad Company (Illinois Western) are filing this joint notice of intent to participate as active parties of record in Finance Docket No. 33388. Effingham and Illinois Western have similar ownership interests and the same counsel. Therefore service may be made on a single party to meet the needs of both railroads.

The address of both Effingham and Illinois Western is:

Effingham Railroad Company
Illinois Western Railroad Company
Box 190
129 N. Kennedy Boulevard
Vandalia, Illinois

618-283-2268
618-283-2234 (24 Hour Fax)

Joint Motion to Intervene - Fin. Docket No. 33388

Service should be made on their counsel:

John M. Robinson
9616 Old Spring Road,
Kensington, MD 20895

301-949-5452 or
301-949-0127 (includes 24 hour fax)

Effingham and Illinois Western are both small, start-up short line railroads serving industrial parks located within the State of Illinois on Conrail's existing east-west mainline between Indianapolis and St. Louis. Both railroads, the State of Illinois, and the related local governments are actively engaged in making substantial capital investments in those industrial parks for the benefit of the carriers and the surrounding communities. Effingham presently has competitive rail connections with the Illinois Central Gulf and the Consolidated Rail Corporation at Effingham, Illinois. Illinois Western has competitive rail connections with the Burlington Northern-Santa Fe and the Consolidated Rail Corporation at Greenville, Illinois. Loss or deterioration of the competitive interchange at either location would materially affect the long term prospects of these investments. In addition, Effingham has entered into certain the short term certain real estate leases with Conrail that are essential to Effingham's future plans.

While Effingham and Illinois Western believe that it is in CSTX's interest to resolve these matters in a manner satisfactory
Joint Motion to Intervene - Fin. Docket No. 33388

to the smaller carriers, both are constrained to participate in this proceeding until the uncertainty surrounding these issues is resolved. Therefore Effingham and Illinois Western request that they be made parties of record in this proceeding. If this status is granted, service of the application may be limited to one copy of Volumes 1, 6A and 6B served on the counsel of record.

Respectfully submitted,

By John M. Robinson

Counsel to the Effingham Railroad Company and the Illinois Western Railroad Company

Dated August 1, 1997

Certificate of Service

I hereby certify that, pursuant to the Board's Decision No. 6 in this proceeding, I have filed an original and twenty-five copies of this filing with the Secretary of the Board, and that I have served this day August 1, 1997, by first class postage, prepaid, a copy of this filing on all parties listed in the Board's decision, at published at 62 F.R. 29387.

John M. Robinson

Washington, D.C.
Re: Notice of Intent to Participate by City of Dunkirk, NY
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

Gentlemen:

Enclosed are twenty-five (25) copies of Notice of Intent to Participate by the City of Dunkirk, New York, as you requested, along with a 3 1/2" computer disk. The original Notice was sent to you on Friday, July 25, 1997.

Very truly yours,

Sheila Meck Hyde
City Attorney

SMH:v
Enc.
Surface Transportation Board  
1925 K Street NW  
Washington, D.C. 20423-0001

Re: Notice of Intent to Participate  
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

Gentlemen:

Enclosed please find Notice of Intent to Participate by the City of Dunkirk, New York.

Also enclosed is a certification of the mailing of the above.

Very truly yours,

Sheila Meck Hyde
City Attorney

SMH: v
Enc.
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

NOTICE OF INTENT TO PARTICIPATE

Please take notice that The City of Dunkirk intends to actively participate in this proceeding. The following should be added to the service list in this proceeding:

Margaret A. Wuerstle,  
Mayor  
City Hall  
342 Central Avenue  
Dunkirk, New York 14048

Sheila Meck Hyde, Esq.  
City Attorney  
City Hall  
342 Central Avenue  
Dunkirk, New York 14048

CERTIFICATE OF SERVICE

I hereby certify that on this 25th day of July, 1997, copies of the foregoing NOTICE OF INTENT TO PARTICIPATE were served by first class mail, postage prepaid, in accordance with the rules of the Surface Transportation Board on the following persons specified in Decision No. 2, and upon the parties shown on the attached list:

Administrative Law Judge Jacob Leventhal
Federal Energy Regulatory Commission
Suite 1 1 F, 888 First Street, N.E.
Washington, DC 20426

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

Richard A. Allen, Esquire
Zuckert, Scoult & Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Washington, DC 20006-3939

Paul A. Cunningham, Esquire
Harkins Cunningham
1300 19th Street, N.W., Suite 600
Washington, DC 20036


Sheila Meck Hyde
Jean M. Cunningham  
1224 Seventeenth Street NW  
Washington DC 20036

Paul A. Cunningham  
1300 19th Street NW Suite 600  
Washington DC 20036

Honorable Alfonse D'Amato  
111 W. Huron Street, Room 620  
Buffalo, NY 14202

William Dickerson  
401 M Street SW  
Washington, DC 20460

Honorable John Dingell  
U.S. House Of Representatives  
Washington DC 20515

Paul M. Donovan  
3506 Idaho Ave NW  
Washington DC 20016

Kelvin J. Dowd  
1224 17th Street NW  
Washington DC 20036

John K. Dunleavy  
State Administration Bldg.  
133 State Street  
Montpelier VT 05633-5001

David Dysard  
PO Box 9508,  
300 Central Union Plaza  
Toledo, OH 43697-9508

Richard S. Edelman  
1050 Seventeenth Street NW, Suite 210  
Washington, DC 20036

Daniel R. Elliott III  
14600 Detroit Avenue  
Cleveland, OH 44107

Gerald W. Fauth III  
P. O. Box 2401  
116 South Royal Street  
South Alexandria VA 22314

Nathan R Fenno  
1 Railroad Avenue  
Cooperstown NY 13326

Hon. Kirk Fordice, Governor  
P O Box 139  
Jackson, MS 39205

Honorable Tillie K. Fowler  
US House Representatives  
Washington DC 20515

Garland B. Garrett Jr  
P O Box 25201  
Raleigh, NC 27611

Louis E Gitomer  
1455 F Street NW, Suite 225  
Washington DC 20005

Honorable John Glenn  
200 N High Street S-600  
Columbus, OH 43215-2408

Honorable Bob Graham  
United State Senate  
Washington DC 20510

Edward D. Greenberg  
1054 Thirty-First Street NW  
Washington DC 20007-4492

Robert E Greenlees  
1 Maritime Plaza, 7th Floor  
Toledo, OH 43604

Donald F Griffin  
400 N Capitol St, NW, Suite 852  
Washington DC 20001

Joseph Guerriero, Jr  
1331 F Street NW, 4th Floor  
Washington DC 20004

Michael P Harmonis  
325 7th Street, Suite 500  
Washington DC 20530

James W Harris  
1 World Trade Center,  
Ste 82 East  
New York NY 10048-0043

G W Herkner Jr  
One Penn Plaza East  
Newark, NJ 07105

William P Hernan Jr  
P O Box 180  
Hilliard, OH 43026

R E Herrmann  
6801 Black Horse Pike  
Egg Harbor Township, NJ 08234
Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 700  
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 -- Transfer of Railroad Line by Norfolk Southern Railway Company to CSX Transportation, Inc.

Dear Secretary Williams:

Enclosed you will find an original and 25 copies of the Notice of Appearance of the undersigned on behalf of U.S. Clay Producers Traffic Association, Inc. Also enclosed is a 3.5 inch diskette containing the filing in WordPerfect 5.1.

Please contact the undersigned if there are any questions concerning this Notice of Appearance.

Sincerely yours,

WICK, STREIFF, MEYER,  
McGRAIL & O’BOYLE, P.C.

[Signature]

Henry M. Wick, Jr.

cc: All Parties on 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

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

Henry M. Wick, Jr.
Wick, Streiff, Meyer,
Mc'rail & O'Boyle, P.C.
1450 Two Chatham Center
Pittsburgh, PA 15219
(412) 765-1600
Facsimile (412) 261-3783

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

Dated: August 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

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

Please enter the appearance in this proceeding of the below-named attorney on behalf of U.S. Clay Producers Traffic Association, Inc. as evidence of intent to participate in this proceeding as a party of record. Accordingly, please place the name of the undersigned on the service list to receive all pleadings and decisions in this proceeding.

Respectfully Submitted,

[Signature]

Henry M. Wick, Jr.
Wick, Streiff, Meyer,
McGrail & O'Boyle, P.C.
1450 Two Chatham Center
Pittsburgh, PA 15219
(412) 765-1600
facsimile (412) 261-3783

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

Dated: August 1, 1997
CERTIFICATE OF SERVICE

I hereby certify that on this 1st day of August, 1997, a copy of the foregoing Notice of Appearance was served by first class mail, postage prepaid, to the following persons specified by Decision No. 2 in this proceeding, and upon all known parties of record shown on the attached list:

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

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

Richard A. Allen, Esquire
Zuckert, Scott & Rasenberger, L.L.P.
858 Seventeenth Street, N.W.
Washington, D.C. 20006-3939

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

Dated: August 1, 1997

[Signature]

Henry M. Wick, Jr.
KNOW PARTIES OF RECORD

Charles E. Allenbaugh, Jr.
East Ohio Stone Company
2000 W. Bessoi Street
Alliance, OH 44601

Donald G. Avery
Slover & Loftus
1221 Seventeenth Street, N.W.
Washington, D.C. 20036-3003

J.R. Barbee
General Chairperson UTU
P.O. Box 9599
Knoxville, TN 37940

Janice G. Barber
The Burlington Northern and
Santa Fe Railway Company
3017 Lou Menk Drive
Ft. Worth, TX 76131

Honorable James A. Barcia
U.S. House of Representatives
Washington, D.C. 20515-2205

Norman H. Barthlow
Detroit Edison
2000 Second Avenue
Detroit, MI 48222

Stephen L. Bassford
L E Peabody & Associates, Inc.
1501 Duke Street, Suite 200
Alexandria, VA 22314-2401

Dinah Bear
Executive Office of the President
Council on Environmental Quality
Washington, DC 20503
Honorable David M. Beasley
Governor
P.O. Box 11369
Columbia, SC 29211

Martin W. Bercovici
Keller & Heckman
1001 G. Street, N.W. Suite 500 West
Washington, D.C. 20001

Honorable Joseph R. Biden
ATTN Rob Skomorucha
844 King Street
Wilmington, DE 19801

Honorable Rod. R. Blagojevich
U.S. House of Representatives
Washington, D.C. 20515-1305

Honorable Thomas J. Bliley, Jr.
U.S. House of Representatives
Washington, D.C. 20515

William A. Bon, General Counsel
Brotherhood of Maintenance of Way Employees
26555 Evergreen Road, Suite 200
Southfield, MI 48076

Anthony Bottalico
UTU
420 Lexington Avenue, Room 458-460
New York, NY 10017

Theresa M. Brennan
Two North Ninth Street
Allentown, PA 18101-1179

Christopher J. Burger
Central Properties
500 North Buckeye
Kokomo, IN 46903

Honorable Richard Burr
U.S. House of Representatives
Washington, D.C. 20515-3305
A. Scott Cauger  
Niagara Mohawk Power Corp.  
300 Erie Boulevard West  
Syracuse, NY 13202

Charles M. Chadwick  
Maryland Midland Railway, Inc.  
P.O. Box 1000  
Union Bridge, MD 21791

Honorable John H. Chafee  
United States Senate  
Washington, D.C. 20510-0001

Honorable Lawton Chiles  
Office of the Governor  
The Capitol  
Tallahassee, FL 32399-0001

Nicole E. Clark  
Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, NY 10019

Ray Clark  
Executive Office of the President  
Council on Environmental Quality  
Washington, D.C. 20503

Paul D. Coleman  
Hoppel Mayer & Coleman  
1000 Connecticut Avenue, N.W., Suite 400  
Washington, D.C. 20036-5302

Robert J. Cooper  
500 Water Street  
Jacksonville, FL 32202-4420

Jean M. Cunningham  
Slover & Loftus  
1224 Seventeenth Street, N.W.  
Washington, D.C. 20036
Hon. Alfonse D’Amato  
United States Senate  
111 W. Huron Street, Room 620  
Buffalo, NY 14202

William Dickerson  
U.S. Environmental Protection Agency  
410 M Street, S.W.  
Washington D.C. 20460

Nicholas J. DiMichael  
Donelan, Cleary, et al.  
1100 New York Avenue, N.W. Suite 750  
Washington, D.C. 20005-3934

Honorable John D. Dingell  
U.S. House of Representatives  
Washington, D.C. 20515

Paul M. Donovan  
LaRoe, Winn, et al.  
3506 Idaho Avenue, N.W.  
Washington, D.C. 20016

Kevin J. Dowd  
Sover & Loftus  
1224 17th Street, N.W.  
Washington, D.C. 20036

John K. Dunleavy  
Assistant Attorney General  
133 State Street, State Administration Building  
Montpelier, VT 05663-5001

David Dysard  
TMACOG  
P.O. Box 9508  
300 Central Union Plaza  
Toledo, OH 43697-9508

Richard S. Edelman  
Higshaw Mahoney Clarke  
1050 Seventeenth Street, N.W. Suite 219  
Washington, D.C. 20036
Robert Edwards  
Eastern Transport and Logistics  
1109 Launette Drive  
Cincinnati, OH  45230  

Daniil R. Elliott III  
United Transportation Union  
14600 Detroit Avenue  
Cleveland, OH  44107  

Gerald W. Fauth, III  
G. W. Fauth & Associates, Inc.  
P.O. Box 2401  
116 South Royal Street  
Alexandria, VA  22314  

Carl Feller  
Dekalb Agra Inc.  
P.O. Box 127  
4743 County Road 28  
Waterloo, IN  46793-0127  

Nathan R. Fenno  
Delaware Ostego Corporation  
1 Railroad Avenue  
Cooperstown, NY  13326  

Kirk Fordice, Governor  
State of Mississippi  
P.O. Box 339  
Hackett, MS  39205  

Honorable Tillie K. Fowler  
U.S. House of Representatives  
Washington, DC  20515  

Garland B. Garrett, Jr.  
NC Department of Transportation  
P.O. Box 25201  
Raleigh, NC  27611  

Louis E. Gitomer  
Ball Janik LLP  
1455 F Street, N.W. Suite 225  
Washington, DC  20005
Erika Z. Jones
Mayer, Brown & Platt
2000 Pennsylvania Avenue, N.W., Suite 6500
Washington D.C. 20006

Fritz R. Kahn
1100 New York Avenue, N.W., Suite 6500
Washington, D.C. 20006

Steven J. Kalish
McCarthy, Sweeney & Harkaway
1750 Pennsylvania Avenue, N.W.
Washington, D.C. 20006-4502

Honorable Marcy Kaptur
U.S. House of Representatives
Washington, D.C. 20515

Larry B. Karnes
Transportation Building
P.O. Box 30050
425 West Ottawa
Lansing, MI 48909

David D. King
Beaufort and Morehead Railroad Company
P.O. Box 25201
Raleigh, NC 27611-5201

L.P. King, Jr.
General Chairperson, UTU
145 Campbell Avenue, S.W., Suite 207
Roanoke, VA 24011

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

Stephen A. Macisaac
Prince William Deputy County Attorney
One County Complex Court
Prince William, VA 22192
Honorable Connie Mack  
United States Senate  
Washington DC  20510-0904

Larry D. Macklin  
402 W. Washington Street, Room 256  
Indianapolis, IN  46204

William G. Mahoney  
Highsaw, Mahoney & Clarke  
1050 Seventeenth Street, N.W. Suite 210  
Washington, D.C. 20036

Ron Marquardt  
Local Union 18109 UMWA  
R.D. #2  
Rayland, OH  43943

Robert E. Martinez  
Virginia Secretary of Transportation  
P.O. Box 1475  
Richmond, VA  23218

John K. Masser III, Esq.  
Donelan, Cleary, Wood & Maser, P.C.  
Suite 750  
1100 New York Avenue, N.W.  
Washington, D.C.  20005-3934

Theodore H. Matthews  
N.J. Department of Transportation  
1035 Parkway Avenue, CN-600  
Trenton, NJ 08625

Michael Mattia  
Institute of Scrap Recycling Industries, Inc.  
1325 G Street, N.W.  
Washington, DC  20005

George W. Mayo, Jr.  
Hogan & Hartson  
555 Thirteenth Street, N.W.  
Washington, DC  20004-1161
Michael F. McBride  
LeBouf Lamb Greene & MacRae, L.L.P.  
1875 Connecticut Avenue, N.W., Suite 1200  
Washington, DC 20009

Edward C. McCarthy  
Inland Steel Industries, Inc.  
30 West Monroe Street  
Chicago, IL 60603

Christopher C. McCracken  
Ulmer & Berne LLP  
1300 East Ninth Street, Suite 900  
Cleveland, OH 44114

Francis G. McKenna  
Anderson & Pendleton  
1700 K Street N.W., Suite 1107  
Washington, D.C. 20006

Honorable Michael McNulty  
U.S. House of Representatives  
Washington, DC 20515-3221

H. Douglas Midkiff  
65 West Broad Street, Suite 101  
Rochester, NY 14614-2210

Clinton J. Miller, III, General Counsel  
United Transportation Union  
14600 Detroit Avenue  
Cleveland, OH 44107-4250

C.V. Monin  
Brotherhood of Locomotive Engineers  
1370 Ontario Street  
Cleveland, OH 44107-4250

Jeffrey R. Moreland  
The Burlington Northern and  
Santa Fe Railway Company  
1700 East Golf Road  
Schaumburg, IL 60173
Karl Morell  
Ball, Janik & Novack  
1455 F Street, N.W., Suite 225  
Washington, D.C. 20005

Jeffrey O. Moreno  
Donelan Dleary Wood Maser  
1100 New York Avenue, N.W., Suite 750  
Washington, D.C. 20050-3934

Andrew M. Muller, Jr.  
P.O. Box 218  
Port Clinton, PA 19549

William A. Mullins  
Troutman Sanders LLP  
1300 I Street N.W., Suite 500 East  
Washington, DC 20005-3314

Robert E. Murray  
Ohio Valley Coal Company  
56854 Pleasant Ridge Road  
Allegheny, OH 43920

S.J. Nasca  
State Legislative Director, UTU  
35 Fuller Road, Suite 205  
Albany, NY 12205

Peter Q. Nyce, Jr.  
U.S. Department of the Army  
901 North Stuart Street  
Arlington, VA 22203

D.J. O'Connell  
General Chairperson, UTU  
410 Lancaster Avenue, Suite 5  
Haverford, PA 19041

Thomas M. O'Leary  
Ohio Rail Development Commission  
50 West Broad Street, 15th Floor  
Columbus, OH 43215
L. John Osborn
Sonnenschein Nath & Rosenthal
1301 K Street, N.W., Suite 600
Washington, D.C. 20005

Honorable Paul E. Patton
Office of the Governor
700 Capitol Avenue, Suite 100
Frankfort, KY 40601

F.R. Pickell
General Chairperson UTU
6797 North High Street, Suite 108
Worthington, OH 43085

Patrick R. Plummer
Guerrier, Edomnd & Clayman, P.C.
1331 F. Street, N.W.
Washington, DC 20004

Andrew R. Plump
Zukert, ScoufT Ra:enberger
888 17th Street, N.W., Suite 600
Washington, D.C., 20006-3939

Honorable Rob Portman
U.S. House of Representatives
8044 Montgomery Road, Room 540
Cincinnati, OH 45236

Larry R. Pruden
Transportation-Communications International Union
3 Research Place
Rockville, MD 20850

Honorable Deborah Pryce
U.S. House of Representatives
500 South Front Street, Room 1130
Columbus OH 43215

J.T. Reed
General Chairperson UTU
77 35 Baymeadows Way, Suite 109
Jacksonville, FL 32256
Honorable Ralph Regula  
U.S. House of Representatives  
Washington, D.C. 20515

Arvid E. Roach II  
Covington & Burling  
P.O. box 7556  
1201 Pennsylvania Avenue, N.W.  
Washington, D.C. 20044-7566

Charles M. Rosenberger  
CSX Transportation  
500 Water Street  
Jacksonville, FL 32202

K.E. Rowe  
General Chairperson UTU  
320 S. Main Street  
Plymouth, MI 48170

Honorable Bobby L. Rush  
U.S. House of Representatives  
Washington, D.C. 20515-9997

Thomas R. Rydman  
Indian Creek Railroad Company  
3905 W. 600 North  
Anderson, IN 46011

Honorable Rick Santorum  
U.S. Senate  
Washington, DC 20510-3804

R.K. Sargent  
General Chairperson UTU  
1319 Chestnut Street  
Kenova WV 25530

John L. Sarratt  
Kilpatrick, Stockton LLP  
4101 Lake Boone Trail  
Raleigh, NC 27607
Scott M. Saylor  
North Carolina Railroad Company  
3200 Atlantic Avenue, Suite 110  
Raleigh, NC 27604

Thomas E. Schick  
Chemical Manufacturers Association  
1300 Wilson Boulevard  
Arlington, VA 22209

Richard J. Schiefelbein  
Woodharbor Associates  
7801 Woodharbor Drive  
Fort Worth, TX 76179

Randolph L. Seger  
McHale, Cook & Welch PC  
320 North Meridian Street, Suite 1100  
Indianapolis, IN 46204

Denise L. Sejna  
City of Hammond  
5925 Calumet Avenue  
Hammond, IN 46320

Roger A. Serpe  
Indiana Harbor Belt Railroad  
175 West Jackson Boulevard, Suite 1460  
Chicago, IL 60604

Kevin M. Sheys  
Oppenheimer Wolff & Donnelly  
1020 Nineteenth Street, N.W.  
Suite 400  
Washington, DC 20036-6105

Arnold K. Shimelman  
Connecticut Assistant Attorney General  
P.O. Box 317546  
Newington, CT 06131

Philip G. Sido  
Union Camp Corporation  
1600 Valley Road  
Wayne, NJ 07470
Scott N. Stone  
Patton Boggs LLP  
2550 M. Street, N.W., 7th Floor  
Washington, DC 20037-1346

D.G. Strunk, Jr.  
General Chairperson, UTU  
817 Kilbourne Street  
Bellevue, OH 44811

K.D. Sturgis  
NC Department of Justice  
P.O. Box 629  
Raleigh, NC 27602

Daniel J. Sweeney  
McCarthy, Sweeney & Harkaway, P.C.  
1750 Pennsylvania Avenue, N.W. Suite 1105  
Washington, D.C. 20006

Robert G. Szabo  
V. Ness Fldman  
1050 Thomas Jefferson Street, N.W.  
Washington, D.C. 20007

J.E. Thomas  
Hercules Incorporated  
1313 North Market Street  
Wilmington, DE 19894

K.N. Thompson  
General Chairperson UTU  
11017-F Gravois Industrial Plaza  
St. Louis, MO 63128

Honorable Strom Thurmond  
United States Senate  
Washington, DC 20515

W. David Tidholm  
Hutcheson & Grundy  
1200 Smith Street, #3300  
Houston TX 77002
Robert G. Torricelli
District Office
25 Main Street
Hackensack, NJ 07601-7015

Honorable John Warner
United States Senate
P.O. Box 8817
235 Federal Building
Abingdon, VA 24210-0887

James R. Weiss
Preston, Gates, Ellis, et al.
1735 New York Avenue, N.W., Suite 500
Washington, DC 20006

Hugh H. Welsh
Law Department, Suite 67E
One World Trade Center
New York, NY 10048-0202

Charles H. White, Jr.
Galland, Kharasch & Garfinkle, P.C.
1054 Thirty-First Street, NW.
Washington, C.C. 20007-2293

William W. Whitehurst, Jr.
12421 Happy Hollow Road
Cockeysville, MD 21030-1711

Henry M. Wick, Jr.
Wick, Streiff, Meyer, McGrail & O'Boyle, P.C.
1450 Two Chatham Center
Pittsburgh, PA 15219

Robert J. Will
United Transportation Union
4124 Grave Run Road
Manchester, MD 21101

Debra L. Willen
Guerrieri, Edmond & Claymar P.C.
1331 F Street N.W., 4th Floor
Washington, DC 20004
C.D. Winebrenner
General Chairperson UTU
27801 Euclid Avenue, Room 200
Euclid OH 44132

David L. Winstead
P.O. Box 8755
BWI
Baltimore, MD 21240-0755

Timothy A. Wolfe
Wyandot Dolomite, Inc.
P.O. Box 99
1794 CO Road #99
Carey, OH 43316

Frederic L. Wood
Donelan, Cleary, Wood and Maser
1100 New York Avenue, N.W., Suite 750
Washington, DC 20005-3934

E.C. Wright
P.O. Box 2197 (PO 2007)
Surface Transportation Department
Houston, TX 77252

Edward Wytkind, Executive Director
Transportation Trades Department AFL-CIO
400 N. Capitol Street, S.W., Suite 861
Washington, D.C. 20001

R.L. Young
American Electric Power
P.O. Box 700
Lancaster, OH 43130

Scott M. Zimmerman
Zuckert Scultt & Rasenberger LLP
888 Seventeenth Street N.W.
Washington DC 20006

Henry M. Wick, Jr.
SUBJECT: Notice of Intent to Participate

To Whom It May Concern:

This letter is to inform you that the Northeast Ohio Four County Regional Planning and Development Organization (NEFCO) will actively participate in the proceedings of the Surface Transportation Board concerning the CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company acquisition and control of Conrail and the division of assets of Conrail by and between CSX and NS. It is my understanding that this letter will allow NEFCO to become a Party of Record, allowing it to receive copies of all filings and decisions.

This original letter and twenty-five (25) copies are being filed with the Secretary of the Board prior to the August 7, 1997 date. Also enclosed are copies of a certificate of service indicating that this notice has been properly served on Administrative Law Judge Jacob Leventhal, Federal Energy Regulatory Commission, and on the applicants' representatives as outlined in the Federal Register (July 23, 1997). Electronic copies of these documents are also enclosed.

Sincerely,

Sylvia R. Chinn-Levy,
Economic Development Planner
July 29, 1997

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

SUBJECT: Certificate of Service

To Whom It May Concern:

I certify that on July 30, 1997 I served all parties as outlined in the July 23, 1997 Federal Register a copy of a “Notice of Intent to Participate.” The parties specified in the Federal Register notice are as follows:

- The Surface Transportation Board plus 25 copies of the notice
- Judge Jacob Leventhal, Federal Energy Regulatory Commission
- Dennis G. Lyons, Arnold & Porter
- Richard A. Allen, Zuckert, Scoult & Resenberger
- Paul Cunningham, Harkins Cunningham

Sincerely,

Sylvia R. Chinn-Levy,
Economic Development Planner
Richard R. Wilson, P.C.  
Attorney at Law  
A Professional Corporation  
1126 Eighth Avenue, Suite 403  
Altoona, PA 16602  

July 31, 1997

STB Finance Docket No. 33388

Dear Sir:

Please be advised that we are filing this Notice of Intent to Participate on behalf of the following clients in the above captioned proceeding:

1. Northwest Pennsylvania Rail Authority
2. Ashland Railroad Company and Durham Transport, Inc.
3. Ohio Rail Corporation
5. The Transportation Committee of the Pennsylvania House of Representatives.
6. Southwestern Pennsylvania Regional Planning Commission

Very truly yours,

RICHARD R. WILSON, P.C.

Richard R. Wilson

Enclosures

xc: Administrative Law Judge Jacob Leventhal  
Dennis G. Lyons, Esq.
Richard A. Allen, Esq.
Paul A. Cunningham, Esq.
CERTIFICATE OF SERVICE

I hereby certify that on this 31st day of July, 1997, copies of the foregoing NOTICE OF INTENT TO PARTICIPATE were served by first class mail, postage prepaid, in accordance with the rules of the Surface Transportation Board on the following persons specified in Decision No. 2, and upon the parties shown on the attached list:

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

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

Richard A. Allen, Esquire
Zuckert, Scoult & Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Washington, D.C. 20006-3939

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

Richard R. Wilson
Pa. I.D. No. 25661
1126 Eighth Avenue, Suite 403
Altoona, PA 16602
(814) 944-5302
Clarence V. Monin
Brotherhood Of Locomotive Engineers
1370 Ontario Street
Cleveland, Ohio 44113

Arvid E. Ruten II
Covington & Burling
1201 Pennsylvania Avenue. N.W.
P. O. Box 7566
Washington, D. C. 20044-7566

Jean Pierre Ouellet
Chief Legal Officer and Corporate Secretary
Canadian National Railway Company
935 de La Gauchetiere Street West, 16th Fl.
Montreal, Quebec H3B 2M9
CANADA

L. John Osborn
Douglas E. Rosenthal
Gregory Y. Porter
Sonnenschein Nath & Rosenthal
Suite 600 East
1301 K Street, N.W.
Washington, D.C. 20005

Jeffrey R. Moreland
Richard E. Weicher
Burlington Northern Santa Fe Corporation
1700 East Golf Road
Schaumburg, IL 60173

Janice G. Barber
Michael E. Roper
Burlington Northern Santa Fe Corporation
3800 Continental Plaza
777 Main Street
Ft. Worth, TX 76102-5384

Erika Z. Jones
Adrian L. Steed, Jr.
Roy T. Englert, Jr.
Katherine A. Kusske
Mayer, Brown & Platt
2000 Pennsylvania Avenue, N.W.
Washington, D.C. 20006

Clinton J. Miller, III
Daniel R. Elliott, III
United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107

Paul D. Coleman
Neal M. Mayer
Hoppel, Mayer & Coleman
1000 Connecticut Avenue, N.W.
Washington, D.C. 20036

Marcella M. Szel, Esq.
Vice President - Legal Services
Canadian Pacific Railway Company
Suite 500, Gulf Canada Square
401 9th Avenue, S.W.
Calgary, Alberta T2P 424
CANADA
Michael F. McBride  
LeBoeuf, Lamb, Green & MacRae, LLP  
1875 Connecticut Avenue, N.W.  
Suite 1200  
Washington, D.C. 20009-5728

Nancy McFadden  
Paul Smith  
Senior Trial Attorneys  
Office of General Counsel  
U.S. Department of Transportation  
Office of the Secretary of Transportation  
400 Seventh Street, S.W.  
Washington, D.C. 20590

Mr. Robert Szabo  
Van Ness Feldman, P.C.  
1050 Thomas Jefferson Street, N.W.  
Seventh Floor  
Washington, DC 20007

Edward Wytkind, Executive Director  
Larry I. Willis  
Transportation Trades Department, AFL-CIO  
400 N. Capitol Street, NW  
Suite 861  
Washington, D.C. 20002

John L. Sarratt  
Kilpatrick Stockton LLP  
4101 Lake Boone Trail  
Raleigh, NC 27607

Henry M. Wick, Jr.  
Wick, Streifff, Meyer, Metz & O'Boyle, PC  
1450 Two Chatham Center  
Pittsburg, PA 15219-3427

Stephen A. MacIsaac  
Deputy County Attorney  
Prince William County  
One County Complex Court  
Prince William, VA 22192

Kevin M. Sheys  
Edward J. Fisherman  
Oppenheimer Wolff & Donnelly  
1020 Nineteenth Street, N.W  
Suite 400  
Washington, D.C. 20036

Andrew M. Muller  
President  
Reading Blue Mountain & Northern Railroad Co.  
P.O. Box 796  
Port Clinton, PA 19549

Theresa M. Brennan, Counsel  
Pennsylvania Power & Light Co.  
Two North Ninth Street  
Allentown, PA 18101
Karl Morell  
Louis E. Gitomer  
Ball Janik LLP  
1455 F Street, N.W.  
Suite 225  
Washington, D.C. 20005

Michael Mattia  
Director, Risk Management  
Institute of Scrap Recycling Industries, Inc.  
1325 G Street, N.W.  
Washington, D.C. 20005

Fred Congdon  
Executive Director  
Tennessee Association of County Executives  
226 Capitol Boulevard, Suite 306  
Nashville, Tennessee 37219

Charles A. Spitulnik  
Alicia M. Serfaty  
Hopkins & Sutter  
888 Sixteenth Street, N.W.  
Washington, D.C. 20006

R.L. Young  
Managing Director - Transportation  
American Electric Power  
P.O. Box 700  
Lancaster, OH 43130

Kenneth E. Siegel  
ATA Litigation Center  
2200 Mill Road  
Alexandria, VA 22314

David D. King  
Beaufort and Morehead Railroad Company  
P.O. Box 25201  
Raleigh, NC 27611

Mortimer B. Fuller, III  
Chairman  
Buffalo & Pittsburg Railroad, Inc.  
71 Lewis Street  
Greenwich, CT 06830

Carl W. Smith, President  
AMVEST Corporation  
One Boar's Head Place  
Charlottesville, VA 22905

Christopher C. McCracken  
Inajo Davis Chappell  
Ulmer & Berne LLP  
1300 East 9th Street  
Suite 900  
Cleveland, OH 44114
Scott N. Stone
Patton Boggs, LLP
2550 M Street, N.W.
Washington, D.C. 20037

David L. Hall
720 North Post Oak Road
Suite 400
Houston, Texas 77024

A.T. Udrys
Assistant General Counsel
Consumer Energy Company
212 West Michigan Avenue
Jackson, Michigan 49201

Robert S. Korpanty, P.E.
Senior Civil Engineer
Office of the Special Assistant for Transportation Engineering
720 Thimble Shoals Boulevard Suite 130
Newport News, Virginia 23606

H. Douglas Middick
Transportation Specialists
Genesee Transportation Council
65 West Broad Street, Suite 101
Rochester, NY 14614

Edward C. McCarthy
Assistant General Counsel
Inland Steel Industries, Inc.
30 West Monroe Street
Chicago, IL 60603

Edward R.K. Hargadon
Assistant Attorney General
Maryland Department of Transportation
P.O. Box 8755
BWI Airport, MD 21240

James R. Weiss
Preston Gates Ellis & Rouvelas Meeds LLP
1735 New York Avenue, NW
Suite 500
Washington, D.C. 20006

Charles M. Chadwick
Maryland Midway Railway, Inc.
P.O. Box 1000
Union Bridge, MD 21791

Sean D. Brandy
Corporate Drive
Kirkwood Industrial Park
P.O. Box 5224
Binghamton, NY 13902
Gary Edwards  
Somerset Railroad Corporations  
7725 Lake Road  
Barker, NY 14012

William P. Quinn  
Eric M. Hocky  
Gollatz, Griffin & Ewing, P.C.  
213 West Miner Street  
P.O. Box 796  
West Chester, PA 19381

Nathan R. Fenno  
Vice President & General Counsel  
Delaware Otsego Corporation  
One Railroad Avenue  
Cooperstown, NY 13326

A. Scott Cauger  
Niagara Mohawk Power Corporation  
300 Erie Boulevard West  
Syracuse, N.Y. 13202

John M. Nannes  
Scot B. Hutchins  
Skadden, Arps, Slate, Meagher & Flom LLP  
1440 New York Ave., N.W.  
Washington, D.C. 20005

Patrick B. Simmons  
NC Department of Transportation  
1 S. Wilmington Street, Room 557  
Raleigh, NC 27611

Grayson G. Kelly  
NC Department of Justice  
1 S. Wilmington Street  
Raleigh, NC 27611

K.D. Sturgis  
NC Department of Justice  
P.O. Box 629  
Raleigh, NC 27602

Scott M. Saylor  
North Carolina Railroad Company  
3200 Atlantic Avenue  
Suite 110  
Raleigh, NC 27604

Doreen C. Johnson  
Chief Antitrust Section  
Ohio Attorney General's Office  
30 E. Broad Street, 16th Floor  
Columbus, OH 43215
Dear Sir or Madam:

Enclosed for filing are the original and twenty-five copies of the "Supplement to Notice of Intention to Participate by Coalition of Northeastern Governors." Would you please date-stamp and return the extra copy of this document in the self-addressed, stamped envelope enclosed.

Thank you very much for your assistance.

Very truly yours,

James E. Howard
By letter dated July 28, 1997, a copy of which is attached, the Coalition of Northeastern Governors ("CONEG") provided notice of its intention to participate and become a party of record in these proceedings. The undersigned has been retained as counsel for CONEG in connection with these proceedings, and it is hereby requested that the undersigned be added to the service list as counsel for CONEG.

Respectfully,

James E. Howard
90 Canal Street
Boston, MA 02114
(617) 263-1322

Attorney for Coalition of Northeastern Governors

Dated: July 29, 1997
July 28, 1997

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
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:

Presented herewith for filing are an original and 25 copies of the Coalition of
Northeastern Governors (CONEG) intent to participate and become a party of record in the
proceedings of Finance Docket No. 33388. CONEG is an association whose members are the
Governors of Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York,
Pennsylvania, Rhode Island, and Vermont. The CONEG Policy Research Center, Inc., as the
non-profit secretariat to CONEG and acting on its behalf, requests that pursuant to 49 CFR
1104.12, service of all documents filed in this proceeding be made to the undersigned.

Respectfully yours.

By: Anne D. Stubb
Executive Director
CONEG Policy Research Center, Inc.
400 North Capitol Street, Suite 382
Washington, D.C. 20001
(202) 624-8450
CERTIFICATE OF SERVICE

The undersigned hereby certifies that on July 24, 1997 he served the "Supplement To Notice Of Intention To Participate By Coalition Of Northeastern Governors" by causing copies to be mailed by first class mail, postage prepaid, to the parties listed on the list below.

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.
Zuckert Scoutt & Rasenberger, LLP
Suite 600
888 17th Street, N.W.
Washington, DC 20006-3939

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

James E. Howard
90 Canal Street
Boston, MA 02114
(617) 263-1322
July 30, 1997

BY HAND DELIVERY

The Honorable Vernor A. Williams
Secretary
Surface Transportation Board
Case Control Unit
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:

Enclosed for filing in the above-referenced proceeding
are an original and 25 copies of the Notice of Intent to
Participate of Centerior Energy Corporation (CEC-02).

An additional copy of this pleading is also enclosed.
Kindly indicate receipt and filing by time-stamping this extra
copy and returning it with our messenger.

Thank you for your attention to this matter.

Sincerely,

C. Michael Loftus
An Attorney for Centerior
Energy Corporation

Enclosures
NOTICE OF INTENT TO PARTICIPATE
OF
CENTERIOR ENERGY CORPORATION

Centerior Energy Corporation, by its undersigned counsel, hereby gives notice of its intent to participate in this proceeding as a full party of record (POR), as its interests may appear. Centerior Energy Corporation selects the acronym "CEC" for identification of all documents and pleadings that it submits in this proceeding.

Respectfully submitted,
CENTERIOR ENERGY CORPORATION

By: C. Michael Loftus

1224 Seventeenth Street, N.W.
Washington, D.C. 20036
(202) 347-7170

Attorneys and Practitioners
CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing Notice of Intent to Participate were served this 30th day of July, 1997, by first class mail, postage pre-paid, upon Administrative Law Judge Jacob Leventhal, Federal Energy Regulatory Commission, 888 First Street, N.E., Suite 11F, Washington, D.C. 20426, and upon:

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

Richard A. Allen, Esq.
Zuckert, Scoult & Rasenberger, L.L.P.
808 17th Street, N.W.
Washington, D.C. 20006-3933

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

Frank J. Pergolizzi
Honorable Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street NW, Room 700
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
STD Finance Docket No. 33388
Notification of Intent to Participate in Proceedings

Dear Mr. Williams:

The Delaware Valley Regional Planning Commission (DVRPC) as the Metropolitan Planning Organization (MPO) for the nine-county Philadelphia region, is a party at interest to the subject filing. DVRPC is an interstate, intercounty, and intercity agency which provides continuing, comprehensive, and coordinated planning for the orderly growth and development of the Delaware Valley region.

DVRPC possesses a vital interest in all transportation services and facilities in the region. Among these concerns, as indicated by the Intermodal Surface Transportation Efficiency Act (ISTEA), is the efficient movement of freight. From its unique regional perspective, DVRPC recognizes that the subject filing has major implications for such considerations as economic development, competitive access, air quality and other environmental issues, shortlines, shippers, port facilities, and shared operations with passenger lines.

Please be advised that DVRPC desires to be placed on the service list as a party of record in Finance Docket No. 33388 and intends to participate in this Railroad Control Application proceeding, and to set forth its comments according to the schedule established by the STB.

As required, this notice has been served on Judge Leventhal and on applicants’ representatives.

All correspondence and notifications in this matter should be addressed to me. Also, please stamp a duplicate original of this letter and return it to me in the enclosed stamped self-addressed envelope.

Sincerely,

John J. Coscia
Executive Director

cc: Administrative Law Judge Jacob Leventhal, Federal Energy Regulatory Commission
Dennis G. Lyons, Esquire, Arnold & Porter
Richard A. Allen, Esquire, Zuckert, Scoult & Rasenberger
Paul A. Cunningham, Esquire, Harkins Cunningham
Commissioner John Haley, New Jersey Department of Transportation
Secretary Brad Mallory, Pennsylvania Department of Transportation
Mayor Ed Rendell, City of Philadelphia
Manny Stamatakis, Chairman, Delaware River Port Authority
DVRPC Board Members
Commonwealth of Pennsylvania * Bucks County * Chester County * Delaware County * Montgomery County * City of Philadelphia * City of Chester
State of New Jersey * Burlington County * Camden County * Gloucester County * Mercer County * City of Camden * City of Trenton