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Before the
SURFACE TRANSPORTATION BOARD
Washington, D.C.



Final Docket No. 33388

CSX Corporation and CSX Transportation Inc.
Norfolk Southern Corporation and
Norfolk Southern Railway Company

****Control and Operating Leases/Agreements****

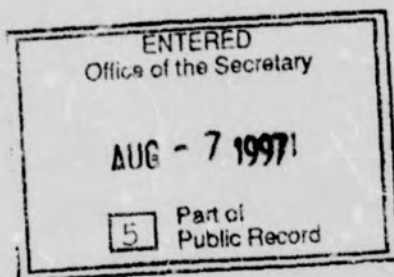
Conrail Inc and Consolidated Rail Corporation
Transfer of Line By Norfolk Southern Railway Company
to CSX Transportation Inc.

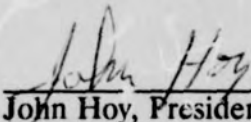
NOTICE OF INTENT TO PARTICIPATE

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 forgoing 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 23510-9241

Richard A. Allen, Esquire
James A. Calderwood
Andrew R. Plump
John V. Edwards
Zuckerman, Scoutt &
Rasenberger, LLP.
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. Shultz
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129

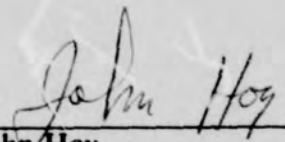
P. Michael Giftos
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Speed Code J-120
Jacksonville, FL 32202

Dennis G. Lyons, Esquire
Richard L. Rosen
Paul T. Denis
Arnold & Porter
555 12th Street, N.W.
Washington, 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. 20033


John Hoy

STB

FD

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8-6-97

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ORIGINAL

INOH-1

ENTERED
Office of the Secretary

AUG 07 1997

3 Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 33388

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



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,

Karl Morell

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

Attorneys for:
INDIANA AND OHIO RAILROAD, INC.

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

RICHARD A. ALLEN
JAMES A. CALDERWOOD
ANDREW R. PLUMP
JOHN V. EDWARDS
Zuckert, Scoutt & 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, Meahger & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

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

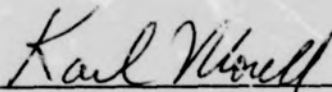
PAUL A. CUNNINGHAM
Harkings Cunningham
1300 Nineteenth Street, N.W., Suite 600
Washington, D.C. 20036

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

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

STB

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8-6-97

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181030

ORIGINAL

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,

Karl Morell

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 23516-9241

RICHARD A. ALLEN
JAMES A. CALDERWOOD
ANDREW R. PLUMP
JOHN V. EDWARDS
Zuckert, Scoutt & 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. SIPE, JR.
TIMOTHY M. WALSH
Steptoe & Johnson LLP
1330 Connecticut Avenue
Washington, D.C. 20036-1795

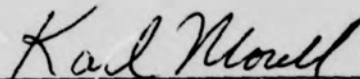
PAUL A. CUNNINGHAM
Harkings Cunningham
1300 Nineteenth Street, N.W., Suite 500
Washington, D.C. 20036

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
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

STB

FD

33388

8-6-97

D

181004

181004
FINA-1

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 33388

CSX Corp. And CST Transportation, Inc., Norfolk Southern Corp.

And Norfolk Southern Railway Co..

- CONTROL AND OPERATING LEASES / AGREEMENTS -

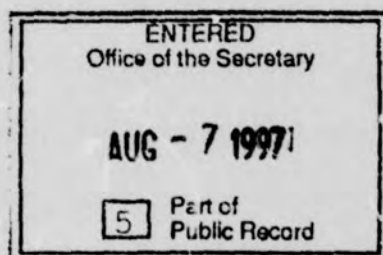
Conrail Inc. And Consolidated Rail Corp.

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 Spafis
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

STB

FD

33388

8-6-97

D

181005

GOLDSTEIN & ROLOFF

Attorneys at Law

1440 THE LEADER BLDG.
CLEVELAND, OHIO 44114
(216) 771-6655
FAX (216) 771-7559

JOYCE GOLDSTEIN
DAVID ROLOFF
MORRIS L. HAWK
BRYAN P. O'CONNOR

August 5, 1997

Clerk of the Surface Transportation Board
1925 K Street, N.W.
Room 700
Washington, D.C. 20423

Re: STB Finance Docket No. 33388

Dear Sir or Madam:

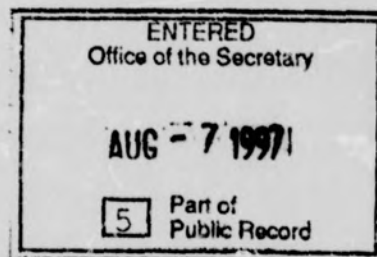
Enclosed please find an original and twenty-five (25) copies of Local 1913, International Longshoremen's Union's Notice of Intent to Participate in the above referenced matter.

Sincerely,

David Roloff (MLH)

David Roloff

cc: James C. Bishop, Jr.
Richard A. Allen, Esquire
John M. Nannes
Mark G. Aron
P. Michael Giftos
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

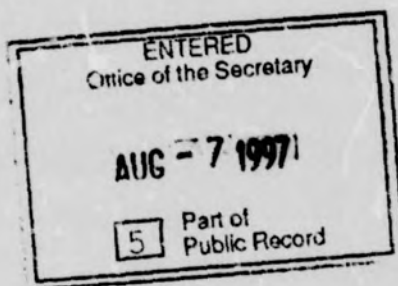


CSX Corporation and CSX Transportation Inc.
Norfolk Southern Corporation and
Norfolk Southern Railway Company
Control and Operating Leases/Agreements
Conrail, Inc. and Consolidated Rail Corporation
Transfer of Line By Norfolk Southern Railway Company
To CSX Transportation Inc.

NOTICE OF INTENT TO PARTICIPATE

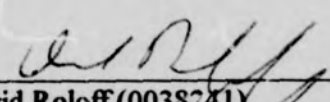
Please enter the appearance of the undersigned counsel on behalf of Local 1913 of the International Longshoremen's Association which intends to participate and become a party of record in this proceeding. Pursuant to 49 C.F.R. §1104.12, service of all documents filed in this proceeding should be made 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 1913, 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
Zuckert, Scoutt &
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. Shultz
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129

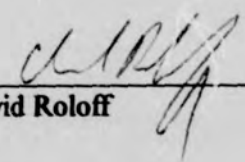
P. Michael Giftos
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Speed Code J-120
Jacksonville, FL 33202

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

STB

FD

33388

8-6-97

D

181006

BEFORE THE
SURFACE TRANSPORTATION BOARD

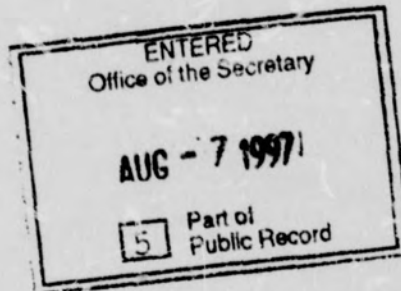


STB FINANCE DOCKET NO. 33588

CSX CORPORATION AND CSX TRANSPORTATION, INC., NORFOLK
SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY
- CONTROL AND OFFERING 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 809050
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.

A handwritten signature in cursive script, appearing to read "Robert L. Evans".

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

Respectfully submitted,

Robert L. Evans
Occidental Chemical Corporation
Corporate Manager - Rail

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

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:

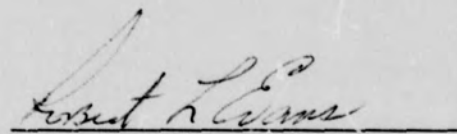
Dennis G. Lyons
Arnold & Porter
555 12th Street, NW
Washington, DC 20004-1202

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

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

Richard A. Allen
Zuckert, Scoutt & 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


Robert L. Evans

STB

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33388

8-6-97

D

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181007



CHEMICAL MANUFACTURERS ASSOCIATION

August 6, 1997



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

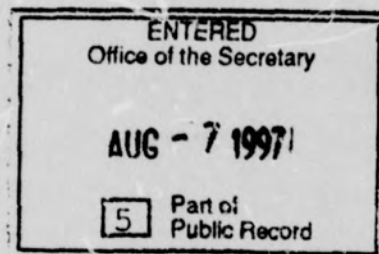
Enclosed are the original and 25 copies of the Notice of Intent to Participate of the Chemical Manufacturers Association ("CMA-2"). Also enclosed is a diskette, formatted for Microsoft Word for Windows 95 Version 7.0a, containing a copy of CMA-2.

Sincerely,

Thomas E. Schick

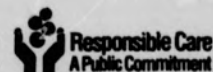
Thomas E. Schick
Counsel

enclosures



INNOVATION, TECHNOLOGY AND RESPONSIBLE CARE® AT WORK

1300 WILSON BLVD., ARLINGTON, VA 22209 • TELEPHONE 703-741-5000 • FAX 703-741-6000



181007



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

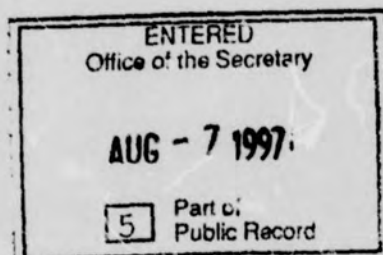
In accordance with Decisions No. 6 and 12 in this docket, the Chemical Manufacturers Association ("CMA") submits this Notice of Intent to Participate as a party of record ("POR"). Please place CMA's counsel on the service list as follows:

* 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
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 Leventhal.

Thomas E. Schick
Thomas E. Schick

STB

FD

33388

8-6-97

D

181008

181098



12650 DETROIT AVENUE • 44100 • 216/529-6030 • FAX 216/226-2514

SARA J. FAGNILL
DIRECTOR OF LAW

ROGER D. TIBBETTS
ASSISTANT LAW DIRECTOR

KEVIN M. SPELLACY
PROSECUTOR

DENIS P. DUNN
ASSISTANT LAW DIRECTOR/
ASSISTANT PROSECUTOR

MATTHEW J. KING
ASSISTANT LAW DIRECTOR/
ASSISTANT PROSECUTOR

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.

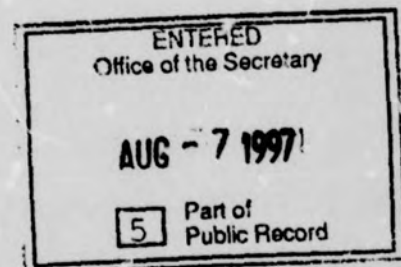
Very truly yours,

A handwritten signature in cursive script, appearing to read "Sara J. Fagnill".

Sara J. Fagnill

SJF/skg

cc: Administrative Law Judge Jacob Leventhal
Mayor Madeline A. Cain
Director Paul F. Wingenfled
Parties of Record



181008

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.

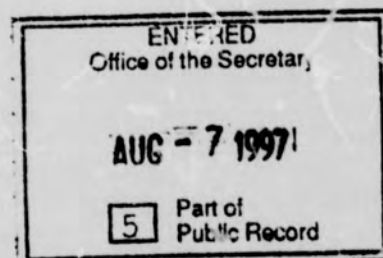
NOTICE OF INTENT TO PARTICIPATE

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,

Sara J. Fagnill
Director of Law
CITY OF LAKEWOOD
12650 Detroit Avenue
Lakewood, Ohio 44107

LAW DEPARTMENT
CITY OF LAKEWOOD
12650 DETROIT AVENUE
(216) 529-6030
FAX (216) 228-2514



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 Scoutt &
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. Shudtz
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

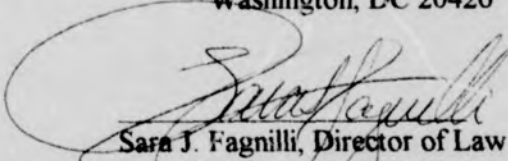
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Richard L. Rosen
Paul T. Denis
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202

Samuel M. Sipe, Jr.
Timothy M. Walsh
Steptoe & Johnson 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

STB

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8-6-97

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SOUTH WESTERN REGIONAL PLANNING AGENCY

DARIEN GREENWICH NEW CANAAN NORWALK STAMFORD WESTON WESTPORT WILTON
1 SELLECK STREET, SUITE 210, EAST NORWALK, CT 06855 TEL: (203) 866-5543 FAX: (203) 866-6502

SWRPA - 1

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.

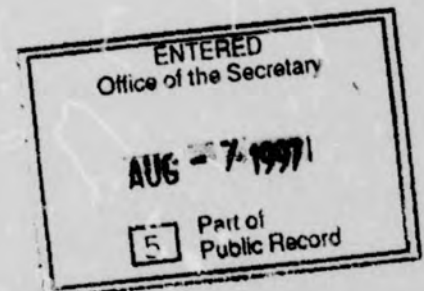
We may be contacted at the above address or by telephone at (203) 866-5543. Material should be addressed to:

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

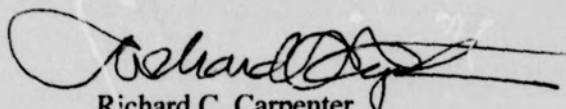
Page 2

Richard A. Allen
Zuckert, Scoutt & Rasenberger, LLP
888 Seventeenth Street, NW
Washington DC 20006-3939

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

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,

A handwritten signature in dark ink, appearing to read "Richard C. Carpenter", with a large, stylized flourish extending to the right.

Richard C. Carpenter
Executive Director

RCC:pp

Enclosures

File: B:\wrkg6stbrld.

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Tennessee Valley Authority, 400 West Summit Hill Drive, Knoxville, Tennessee 37902

Edward S. Christenbury
General Counsel

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:

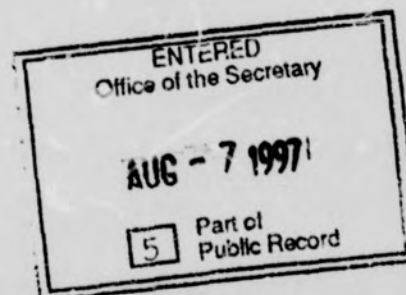
Enclosed for filing in the above-referenced proceeding are an original and 25 copies of the Notice of Intent to Participate of the Tennessee Valley Authority. Also enclosed is a 3.5 inch diskette containing the text of the filing in WordPerfect 7.0 format.

Respectfully submitted,

William Z. Oster

Edward S. Christenbury

Enclosures



181010

TVA-1

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 33388



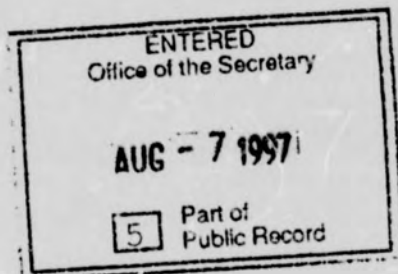
**CSX CORPORATION AND CSX TRANSPORTATION, INC.,
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
--CONTROL AND OPERATING LEASES / AGREEMENTS--
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION**

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
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:

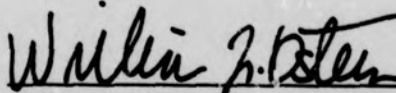
Office of the Secretary
Case Control Branch
Attention: STB Finance Docket No. 33388
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Richard A. Allen, Esq.
Zuckert, Scoutt & 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 J. 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

STB

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8-6-97

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A PROFESSIONAL ASSOCIATION OF ATTORNEYS AT LAW

4200 FIRST BANK PLACE
601 SECOND AVENUE SOUTH
MINNEAPOLIS, MINNESOTA 55402-4302
612 339-6321 • FACSIMILE 612 338-0535

Byron D. Olsen
(612) 373-8512
Facsimile: (612) 338-4608
E-mail: bolsen@felhaber.com

2100 MINNESOTA WORLD TRADE CENTER
30 EAST SEVENTH STREET
SAINT PAUL, MINNESOTA 55101-4901
612 222-6321 • FACSIMILE 612 222-8905

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. 33388**

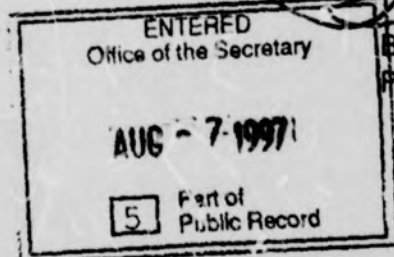
Dear Secretary:

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

mc
Enclosure



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**

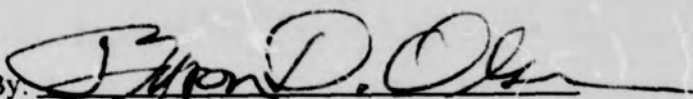


Eastman Kodak Company, a New Jersey corporation, 343 State Street, Rochester, NY 14605, hereby notifies the Board and the Applicants in the above-entitled proceeding of its intention to participate actively in accordance with the Procedural Schedule issued by the Board and published in the Federal Register 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

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

Richard A. Allen, Esq.
Zuckert Scoutt & 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, 1997

Mary C. Drewitz
Mary C. Drewitz

STB

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8-6-97

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Law Offices

VUONO & GRAY

John A. Vuono
William A. Gray
Mark T. Vuono*
Richard R. Wilson
Dennis J. Kusturiss
Christine M. Dolfi
Louise R. Schrage
**Also Admitted in Florida*

2310 Grant Building
Pittsburgh, PA 15219-2383

August 4, 1997

Telephone
(412) 471-1800

Facsimile
(412) 471-4477

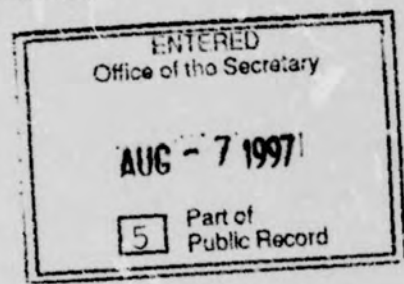
Re: CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company
--Control and Operating Leases/Agreement--Conrail Inc. and Consolidated Rail Corporation
STB Finance Docket No. 33388

D



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

FEDERAL EXPRESS



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.

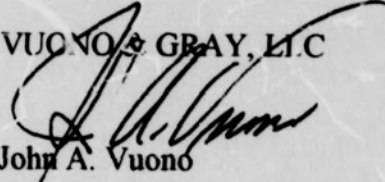
This will confirm that a copy of this Notice has been simultaneously mailed to the parties shown on the attached list.

Page Two
August 4, 1997

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, L.L.C.



John A. Vuono

CW/4843

Enclosure

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, Scott & 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

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8-6-97

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BUNGE  CORPORATION

VIA FEDERAL EXPRESS



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.

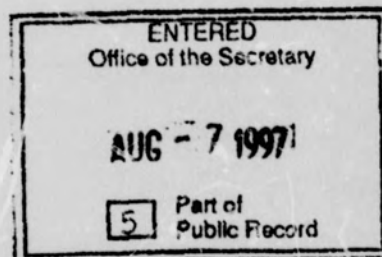
Please advise of any questions.

Sincerely,



Ian Muir
Assistant Vice President

dk



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Bunge-1

BEFORE THE
SURFACE TRANSPORTATION BOARD



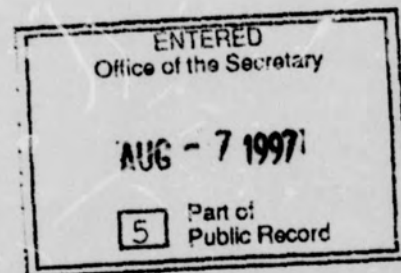
FINANCE DOCKET NO. 33388

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

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



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

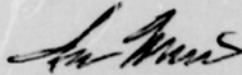
Bunge Corporation ("Bunge") hereby notifies the Board and the applicants of its intent to participate in this proceeding as a party of record.

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,

A handwritten signature in dark ink, appearing to read "Ian Muir". The signature is fluid and cursive, with the first name "Ian" being more prominent than the last name "Muir".

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, Scoutt &
Rosenberger, LLP
888 17th St., N.W., #600
Washington, DC 20006

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

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

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

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

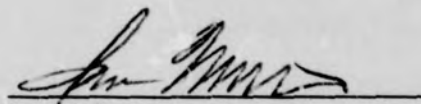
James L. Howe, III
George A. Aspatore
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510

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

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

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

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


Ian Muir

STB

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CAEZWV

...an Enterprise Community

P.O. Box 176, Clay, WV 25043 (304) 587-2034 Fax (304) 587-2027

CAEZ-1

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

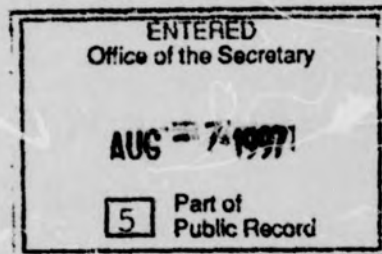


RE: CSX Corporation and CSX Transportation,
Inc., Norfolk Southern Corporation and
Norfolk Southern Railway Company -
Control and Operating Leases/Agreements-
Control Inc. and Consolidated Rail
Corporation.

Dear 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:

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



Thank you for your attention to this matter.

Sincerely,

Terrell Ellis

Terrell Ellis
Executive Director

BRAXTON - CLAY - FAYETTE - NICHOLAS - ROANE

Central Appalachia Empowerment Zone of West Virginia

Certificate of Service

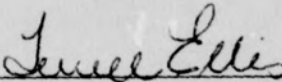
I hereby certify that I have this 4th day of August, 1997, caused copies of the foregoing document to be served by first-class mail upon Administrative Law Judge Jacob Leventhal and upon counsel for Applicants, as follows:

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, Scoutt & Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Washington, DC 20006-3939



Terrell Ellis, Executive Director

STB

FD

33388

8-6-97

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STATE OF CONNECTICUT

DEPARTMENT OF TRANSPORTATION

100 BERLIN TURNPIKE, P.O. BOX 317546
NEWINGTON, CONNECTICUT 06131-7546

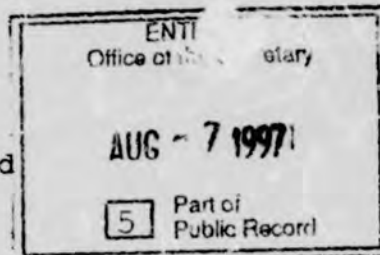


Office of the
Commissioner

An Equal Opportunity Employer

August 5, 1997

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.

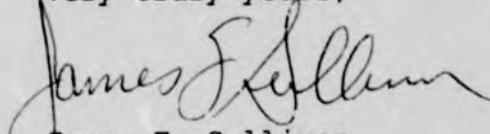
August 5, 1997

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 loadings 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



STATE OF CONNECTICUT
DEPARTMENT OF TRANSPORTATION

2800 BERLIN TURNPIKE, P.O. BOX 317546
NEWINGTON, CONNECTICUT 06131-7546



Office of the
Commissioner

An Equal Opportunity Employer

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

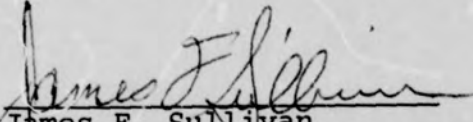
Mr. Dennis G. Lyons, Esq.
Arnold and Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202

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

Dated at Newington, Connecticut, August, 1997.

State of Connecticut
Department of Transportation


James F. Sullivan
Commissioner

STB

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Metropolitan Transportation Authority

State of New York

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:

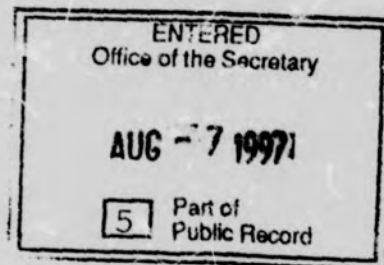
Submitted herewith for filing are the original and 25 copies of
Metropolitan Transportation Authority's Notice of Intent to
participate and to become a party of record in the above-
captioned case.

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



D



Metropolitan Transportation Authority

State of New York
August 5, 1997

By Overnight Delivery Service

Vernon A. Williams, Secretary
SURFACE TRANSPORTATION BOARD
1925 K Street, N.W.
Washington, D.C. 20403-001

ORIGINAL



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 submission 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

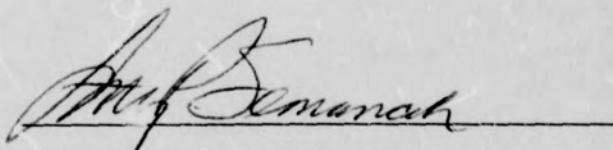
I, Anthony P. Semancik, hereby certify that on this 5th day of August, 1997, I caused a true copy of Metropolitan Transportation Authority's enclosed Notice of Intent to Participate in STB Finance Docket N . 33388 upon the following persons, by overnight courier service (Airborne Express):

Administrative Law Judge Jacob Ieventhal
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, Scoutt & 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

A handwritten signature in dark ink, appearing to read 'Anthony P. Semancik', is written over a horizontal line.

Anthony P. Semancik

S STB FD 33388 8-6-97 D 181020

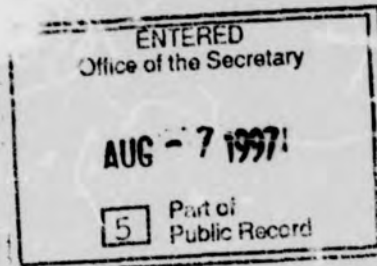


PHILADELPHIA INDUSTRIAL DEVELOPMENT CORPORATION

WILLIAM P. HANKOWSKY
President

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

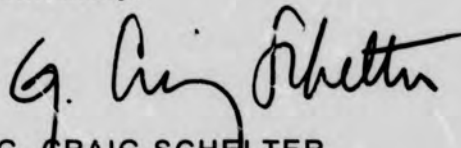
Dear Mr. Williams:

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

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, Scoutt &
Rasenberger, L.L.P.
888 Seventeenth Street, NW
Washington, DC 20006-3939

John M. Nannes
Scot 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 200036-1795

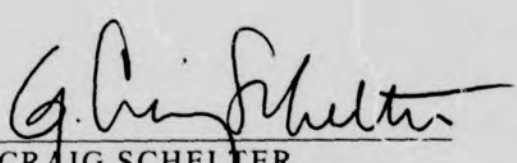
Timothy T. O'Toole
Constance L. Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

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

Teresa A. DeMusi


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

STB FD

33388

8-6-97

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181021

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.

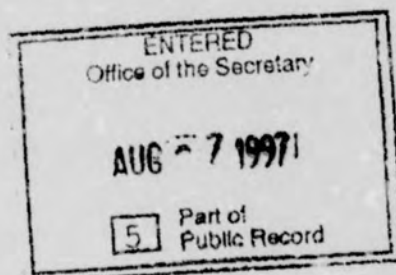
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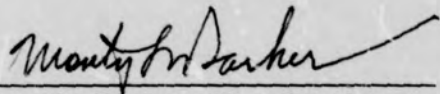
NOTICE OF INTENT TO PARTICIPATE

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
(83C) 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, Scoutt & Rasenberger, 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

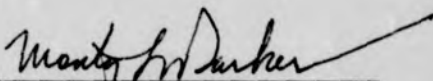
P. Michael Giftos
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Speed Code J-120
Jacksonville, FL 32202

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

STB

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181022

MDA

METROPOLITAN DEVELOPMENT ASSOCIATION OF SYRACUSE & CENTRAL NEW YORK INC.

STEPHEN ROGERS • CHAIRMAN

H. DOUGLAS BARCLAY • PRESIDENT
IRWIN L. DAVIS • EXECUTIVE VICE PRESIDENT

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



D

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,

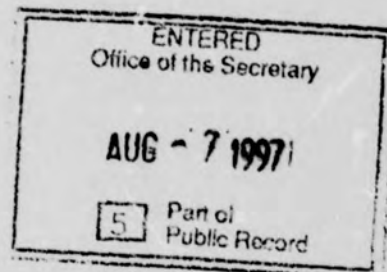
METROPOLITAN DEVELOPMENT ASSOCIATION

By:

Irwin L. Davis, Executive Vice President

ILD/nm

Enclosures



MDA

METROPOLITAN DEVELOPMENT ASSOCIATION OF SYRACUSE & CENTRAL NEW YORK INC.

STEPHEN ROGERS • CHAIRMAN

H. DOUGLAS BARCLAY • PRESIDENT

IRWIN L. DAVIS • EXECUTIVE VICE PRESIDENT

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

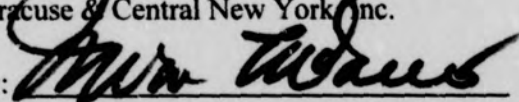
Richard A. Allen, Esq.
Zuckert, Scoutt & Rasenberger, LLP
Suite 600 888 Seventeenth Street, N.W.
Washington, DC 20006-3939

Paul A. Cunningham, Esq.
Harkins Cunningham
Suite 600
1300 - 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

Metropolitan Development Association of
Syracuse & Central New York Inc.

By: 

Irwin L. Davis, Executive Vice President

STB

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33388

8-6-97

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181023

BEFORE THE
SURFACE TRANSPORTATION BOARD

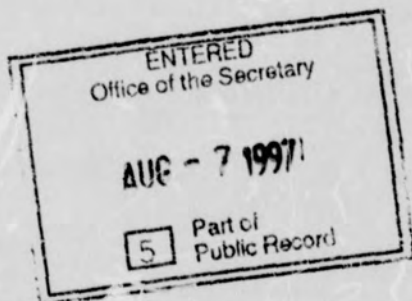


Finance Docket No. 33388

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
301 Plum Street
Cincinnati, OH 45202
513-352-3334





BEFORE THE
SURFACE TRANSPORTATION BOARD

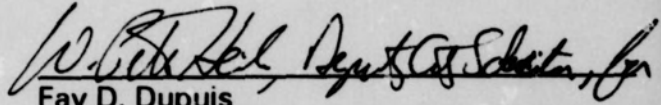
Finance Docket No. 33388

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**

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,

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

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

Dated: August 5, 1997

CERTIFICATE OF SERVICE

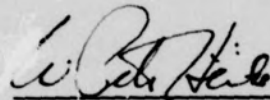
I hereby certify that on this 5th day of August, 1997, a copy of the foregoing Notice of Intent to Participate was served upon the following people by first class mail, postage prepaid:

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, Scoutt & 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

STB

FD

33388

8-5-97

D

180977

180 777

LAW OFFICES

BARBIN, LAUFFER & O'CONNELL

(PROFESSIONAL CORPORATION)

608 HUNTINGDON PIKE

ROCKLEDGE, PENNSYLVANIA 19046-4490

TELEPHONE (215) 479-3015

TELECOPIER (215) 663-8906

HARRY C. BARBIN
JOHN W. LAUFFER
GEORGE P. O'CONNELL
WILLIAM M. O'CONNELL, III



July 30, 1997

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**

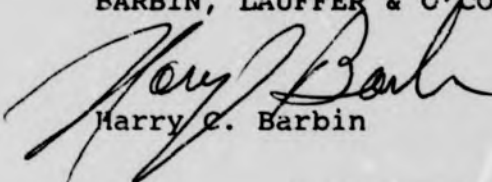
Dear Sir/Madam:

Please be advised that our office represents Paul J. Engelhart, William J. McIlfatrick, H.C. Kohout, Thomas F. Meehan, Lawrence Cirillo, Charles D. Nester, Jacqueline A. Mace, 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

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

180977

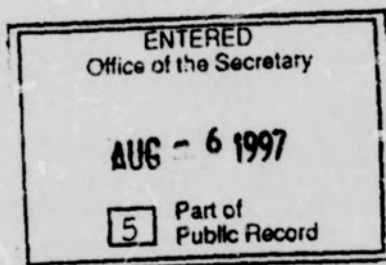


**BEFORE THE
SURFACE TRANSPORTATION BOARD**

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 IN PROCEEDING**



**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 ("CRC"), 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, 5311 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

(i) Robert E. Graham, 110 Oakwood Drive, Cinnaminson, New Jersey 08077, agreement (union) employee.

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.

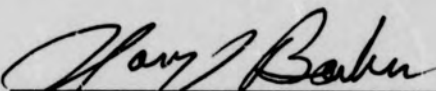
5. All notices to the Retirees with respect to this matter should be served upon their attorney as set forth below.

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, Scoutt & Rasenberger
888 Seventeenth Street, N.W.
Suite 600
Washington, D.C. 20006-3939

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

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

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

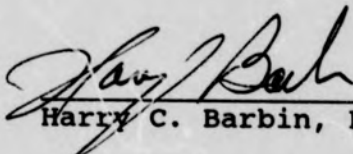
P. Michael Giftos, Esquire
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

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

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

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

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


Harry C. Barbin, Esquire

Dated: July 30, 1997

STB

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33388

8-5-97

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180978



BP AMERICA

180978



Warrensville Facility
4440 Warrensville Center Road
Cleveland, Ohio 44128-2137
Tel: (216) 585-5600
Fax: (216) 586-5621

July 28, 1997

BP-1

D

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

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.

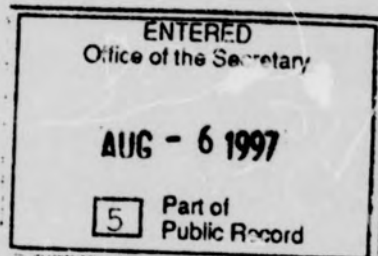
I hereby certify that I have served by First Class Mail, postage prepaid, to

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



Michael J. Garrigan
Director, Distribution

STB

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8-5-97

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180980

180980

JAMES E. HOWARD LLC
ATTORNEY AT LAW
90 CANAL STREET
BOSTON, MASSACHUSETTS 02114

TEL (617) 263-1322
FAX (617) 263-2322



VIA FEDERAL EXPRESS

Office of the Secretary
Case Control Branch
Attn: STB Finance Docket 33388
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

D

August 4, 1997

Dear Sir or Madam:

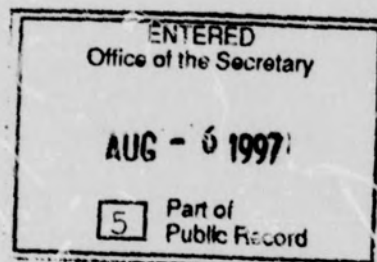
Enclosed for filing are the original and twenty-five copies of the "Notice of Massachusetts Central Railroad Corporation of Intention to Participate in Proceedings." Would you please date-stamp and return the extra copy of this document in the self-addressed, stamped envelope enclosed.

Thank you very much for your assistance.

Very truly yours,

James E. Howard

Enclosures



BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

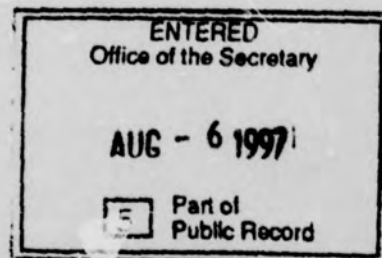


CSX Corporation and CSX Transportation, Inc.,
Norfolk Southern Corporation and Norfolk Southern Railway Company
– Control And Operating Leases/Agreements –
Conrail Inc. and Consolidated Rail Corporation

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.

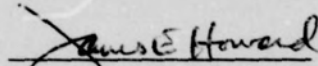
The application in these proceedings indicates that CSX will acquire and operate the Conrail lines in Massachusetts. Mass Central intends to participate actively in these proceedings in order to insure that it will continue to have the ability to interchange not only with CSX as the acquirer of the Conrail 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,


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

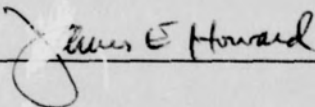
The undersigned hereby certifies that on August 4, 1997 he served the "Notice of Massachusetts Central Railroad Corporation of Intention to Participate in Proceedings" by causing copies to be mailed by first class mail, postage prepaid, to the parties listed below:

Administrative Law Judge Jacob Leventhal
Federal Energy Regulatory Commission
838 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



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ATTORNEYS AT LAW

213 WEST MINER STREET
POST OFFICE BOX 796
WEST CHESTER, PA 19381-0796

PHILADELPHIA OFFICE:
SIXTEENTH FLOOR
TWO PENN CENTER PLAZA
PHILADELPHIA, PA 19102
(215) 563-9400

Telephone (610) 692-9116
Telecopier (610) 692-9177
E-MAIL: GGE@GGE.ATTMAIL.COM

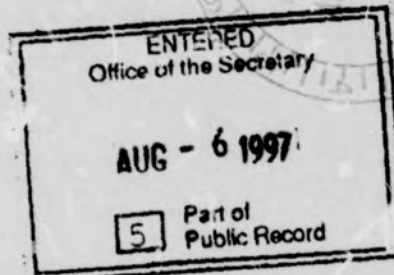
DELAWARE COUNTY OFFICE:
205 NORTH MONROE STREET
POST OFFICE BOX 1430
MILFORD, PA 19063
(610) 563-6040

ERIC M. HOCKY

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

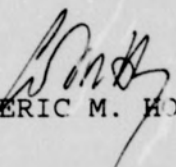
Dear Sir or Madam:

Enclosed for filing in the above referenced proceeding are an original and 25 copies of Notice of Intent to Participate of 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,


ERIC M. HOCKY

Enclosures

cc: Dennis G. Lyons, Esq.
Richard A. Allen, Esq.
Paul A. Cunningham, Esq.
Administrative Law Judge Jacob Leventhal

180982

PSRR-1

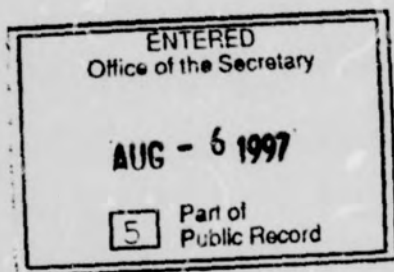
BEFORE THE
SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET NO. 33388

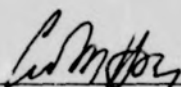
CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
~~--CONTROL AND OPERATING LEASES/AGREEMENTS--~~
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION



NOTICE OF INTENT TO PARTICIPATE

Please take notice that 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.





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

Dated: August 4, 1997

Attorneys for Pittsburg & Shawmut Railroad, Inc.

ORIGINAL

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:

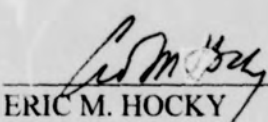
Administrative Law Judge Jacob Leventhal
Federal Energy Regulatory Commission
888 First Street, NE, Suite 11F
Washington, DC 20426

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

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1200 Nineteenth Street, NW, Suite 600
Washington, DC 20036

Dated: August 4, 1997



ERIC M. HOCKY

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CHIEF LEGAL OFFICER AND CORPORATE SECRETARY
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BINGHAMTON, NY 13902-5224

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INDIANAPOLIS, IN 46204

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WASHINGTON, DC 20036-6105

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2200 MILL ROAD
ALEXANDRIA, VA 22314-4677

WILLIAM C. SIPPEL
OPPENHEIMER WOLFF & DONNELLY
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CANADA

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DEPUTY GENERAL COUNSEL
THE PORT AUTHORITY OF NEW YORK
AND NEW JERSEY
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WASHINGTON, DC 20005-3934

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SHEILA MECK HYDE, ESQ.
CITY OF DUNKIRK
CITY HALL
342 CENTRAL AVENUE
DUNKIRK, NY 14048

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LARRY WILLIS
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WASHINGTON, DC 20001

R. L. YOUNG
MANAGING DIRECTOR-TRANSPORTATION
AMERICAN ELECTRIC POWER
P.O. BOX 700
LANCASTER, OH 43130-0700

STB

FD

33388

8-5-97

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180984

United

Transportation

Union

J.L. RODGERS
General Chairman

R.G. BOLING
Assistant Chairman

L.D. MOODY
Assistant Chairman

J.R. FREEMAN
Vice Chairman

E.E. MURPHY
Secretary

GENERAL COMMITTEE OF ADJUTANT
CSX Transportation (I. & N.)
CRR - NC&StL - MONON - C&E



480 Osceola Avenue
Jacksonville Beach, FL 32250
Phone: (904) 241-0754
FAX (904) 241-3229

August 4, 1997

Honorable Vernon A. Williams
Secretary, Case Control Branch
SURFACE TRANSPORTATION BOARD
1925 "K" Street, NW, Room 700
Washington, DC 20423-0001



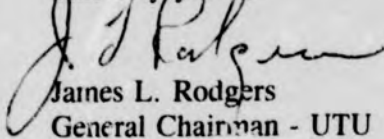
**RE: FINANCE DOCKET NO. 33388, CSX CORPORATION
AND CSX TRANSPORTATION, INC. NORFOLK
SOUTHERN CORPORATION AND NORFOLK SOUTHERN
RAILWAY COMPANY - CONTROL AND OPERATING
LEASES/AGREEMENTS - CONRAIL, INC. AND
CONSOLIDATED RAIL CORPORATION - TRANSFER
OF RAILROAD LINE BY NORFOLK SOUTHERN
RAILWAY COMPANY TO 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.

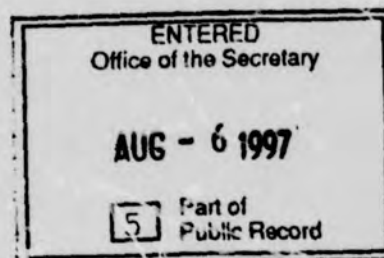
Also enclosed is an extra copy which we request that you time-stamp and return to us in the self-addressed, stamped envelope provided.

Sincerely yours,


James L. Rodgers
General Chairman - UTU

GMT

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**

A handwritten signature in dark ink, appearing to read "J.L. Rodgers".

**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

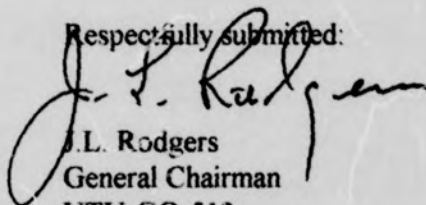
FINANCE DOCKET NO. 33388

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.

James L. Rodgers

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

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

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

Nichole E. Clark
Wachtell, Lipton, Rosen & Katz
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Zuckert, Scoutt, et al.
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Paul A. Cunningham
Harkins Cunningham
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Hon. Alfonse D'Amato
ATTN: Peter Phipps
United States Senate
Washington, DC 20510

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Highsaw, Maloney, Clarke
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Washington, DC 20036

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

Hon. Carl F. Gnodtke
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State Capitol
Lansing, MI 48913

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Washington, DC 20036-1609

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New Jersey Transit Rail Operations
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Statehouse
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Hoppel, Meyer & Coleman
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Washington, DC 20036

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Washington, DC 20009

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State Capitol
Lansing, MI 48913

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Dean R. Kleckner
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Park Ridge, IL 60068

Hon. Jacob Leventhal
Administrative Law Judge
Federal Energy Regulation Comm.
Office of Hearings
888 First Street, NE #11thF
Washington, DC 20426

C. Michael Loftus
Stover & Loftus
1224 Seventeenth Street, NW
Washington, DC 20036

William G. Mahoney
Highsaw, Mahoney & Clarke
1050 Seventeenth St. NW #210
Washington, DC 20036

George W. Mayo, Jr.
Hogan & Hartson
555 Thirteenth Avenue, NW
Washington, DC 20004-1161

Jeffrey R. Moreland
Santa Fe Pacific Corporation, et al.
17 East Golf Road
Schaumburg, IL 60173

Christopher C. O'Hara
Brickfield, Burchette & Ritts, PC
8th Floor - 1025 Thomas Jefferson St. NW
Washington, DC 20007

L. John Osborn
M. Sonneschein, Nath & Rosenthal
1301 "K" Street, NW #600
Washington, DC 20005

David L. Petri
Distribution Services of America, Inc.
208 North Street
Foxboro, MA 02035

Aavid E. Roach, II
Covington & Burling
PO BOX 7566
1201 Pennsylvania Avenue, NW
Washington, DC 20044-7566

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

John Scholl
Illinois Agricultural Association
PO BOX 2901
Bloomington, IL 61702

Alison Shipman
National Corn Growers Association
122 "C" Street, NW #510
Washington, DC 20001

Richard G. Slattery
Amtrak
60 Massachusetts Avenue, NE
Washington, DC 20002

Thomas M. O'Leary
Ohio Rail Development Commission
50 West Broad Street, 15th Floor
Columbus, OH 43215

Jean Pierre Ouellet
Chief Legal Officer &
Corporate Secretary
Canadian National Railway Company
935 de La Gauchetiere St. West
16th Floor
Montreal, Quebec H3B 2M9

Andrew R. Plump
Zuckert, Scoutt, Rosenberger
888 17th Street, NW #600
Washington, DC 20006-3939

Michael E. Roper
Burlington Northern Santa Fe Corp.
777 Main Street
3800 Continental Place
Ft. Worth, TX 76102

Thomas A. Schmitz
The Fieldston Co. Inc.
1800 Massachusetts Ave, NW #500
Washington, DC 20036

Edward M. Selfe
Bradley, Arant, Rose & White
PO BOX 830709
2001 Park Place, #1400
Birmingham, AL 35283-0709

Samuel M. Sipe, Jr.
Steptoe & Johnson
1330 Connecticut Ave, NW
Washington, DC 20036-1795

Paul Samuel Smith
U.S. Department of Transportation
400 Seventh Street, SW
Room No. 4102 - C-30
Washington, DC 20590

Adrian 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, Edmond, 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. Shultz
CSX Corporation
901 East Cary Street
One James Center
Richmond, VA 23119

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

STB

FD

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8-5-97

D

180986

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 -- Ccorail, 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.

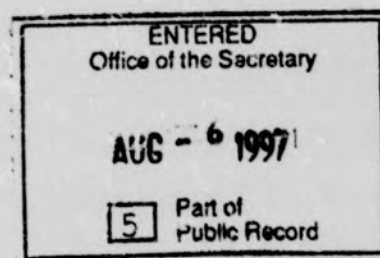
Sincerely,

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

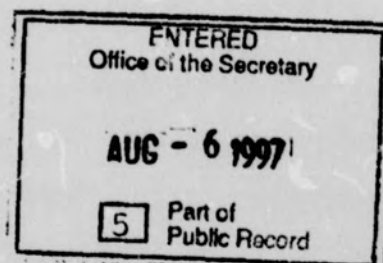
CSX CORPORATION AND CSX TRANSPORTATION, INC.,
NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN
RAILWAY COMPANY -- CONTROL AND OPERATING LEASES/AGREEMENTS --
CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION

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

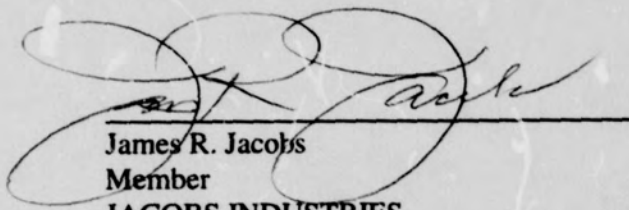
Dated: August 4, 1997



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.

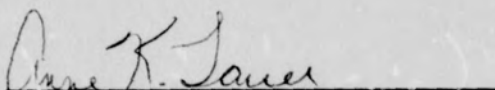
Respectfully submitted,

A large, stylized handwritten signature in dark ink, appearing to read 'James R. Jacobs', is written over a horizontal line.

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.

A handwritten signature in dark ink, appearing to read 'Arne K. Lauer', is written over a horizontal line.
Arne K. Lauer

STB

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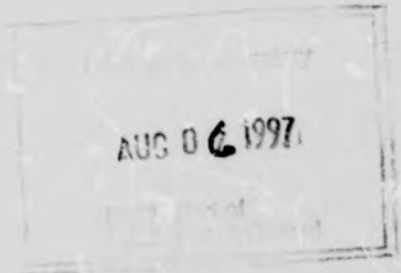
8-5-97

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180991

190991

PAUL H. LAMBOLEY
SUITE 400
1020 NINETEENTH STREET NW
WASHINGTON, D. C. 20036
TEL 202.496.4920
FAX 202.293.6200



August 4, 1997

D

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

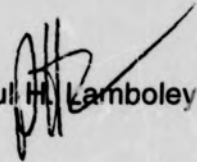
Re: Finance Docket No. 33388

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,


Paul H. Lamboley

Enclosures

cc: Hon. Jacob Leventhal
All parties of record

180991

(RWCS-1)

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

AUG 06 1997 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

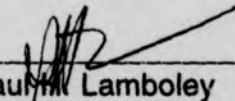
Pursuant to Decision No. 6 in this proceeding, and in accordance with 49 C.F.R. §1180.4(a)(4), the Resources Warehousing & Consolidated Services Inc. (RWCS), hereby submits this Notice of Intent to Participate under the acronym "RWCS" and marked RWCS-1. RWCS generally supports the transactions proposed 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

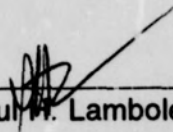
Dated: August 4th, 1997

Respectfully submitted,


Paul H. Lamboley

CERTIFICATE OF SERVICE

I hereby certify that on this 4th 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

James C. Bishop, Jr.
William C. Wooldridge
J. Gary Lane
James L. Howe, III
Robert J. Cooney
A. Gayle Jordan
George A. Aspatore
James R. Raschall
Roger A. Petersen
Greg E. Summy
James A. Squires
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-2191
(757) 629-2838

Richard A. Allen
James A. Calderwood
Andrew R. Plump
John V. Edwards
Zuckert, Scoutt & Rasenberger, LLP
888 Seventeenth Street, NW
Suite 600
Washington, DC 20006-3939
(202) 371-7400

*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 23129
(804) 782-1400

P. Michael Giftos
Douglas R. Maxwell
Paul R. Hitchcock
Nicholas S. Yovanovic
Fred R. Birkholz
John W. Humes, Jr.
D. Lyle Key, Jr.
Charles M. Rosenberger
Pamela E. Savage
James D. Tomoia
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. Morita
Susan B. Cassidy
Sharon L. Taylor
Jeffrey R. Denman
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
Steptoe & 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 B. Herzog
David A. Hirsh
Robert M. Jenkins, III
A. Carl Kaseman, III
Gerald P. Norton
James G. Rafferty
Michael J. Gergen
James M. Guinivan
Joel A. Rabinovitz
Harkins Cunningham
1300 Nineteenth Street, NW
Suite 600
Washington, DC 20036
(202) 973-7600

*Counsel for Conrail Inc., and
Consolidated Rail Corporation*

STB

FD

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8-5-97

D

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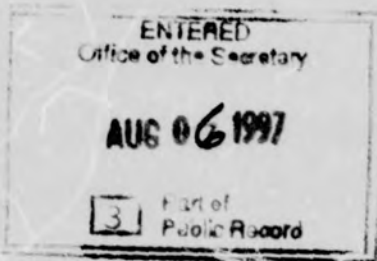
180992

PAUL H. LAMBOLEY
SUITE 400
1020 NINETEENTH STREET NW
WASHINGTON, D. C. 20036

TEL 202.496.4920
FAX 202.293.6200

180992

D



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. 33388

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

180992
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

ENTERED
Office of the Secretary

AUG 06 1997

3 Part of
Public Record

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

Pursuant to Decision No. 6 in this proceeding, and in accordance with 49 C.F.R. §1180.4(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.

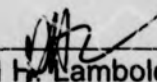
TIA requests that Applicants and other parties of record serve copies of all pleadings filed in this proceeding directly upon the indicated representatives as listed below:

Robert Voltmann, CEO
Transportation Intermediaries Association
3601 Eisenhower Avenue
Suite 110
Alexandria, Virginia 22304-6439
Tel: (703) 329-1894
Fax: (703) 329-1898

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

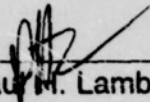
Dated: August 4th, 1997

Respectfully submitted,


Paul H. Lamboley

CERTIFICATE OF SERVICE

I hereby certify that on this 4th 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

James C. Bishop, Jr.
William C. Wooldridge
J. Gary Lane
James L. Howe, III
Robert J. Cooney
A. Gayle Jordan
George A. Aspatore
James R. Raschall
Roger A. Petersen
Greg E. Summy
James A. Squires
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-2191
(757) 629-2838

Richard A. Allen
James A. Calderwood
Andrew R. Plump
John V. Edwards
Zuckert, Scoutt & Rasenberger, LLP
888 Seventeenth Street, NW
Suite 600
Washington, DC 20006-3939
(202) 371-7400

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

Mark G. Aron
Peter J. Shultz
Ellen M. Fitzsimmons
CSX Corporation
One James Center
901 East Cary Street
Richmond, VA 23129
(804) 782-1400

P. Michael Giftes
Douglas R. Maxwell
Paul R. Hitchcock
Nicholas S. Yovanovic
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

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Richard L. Rosen
Mary Gabrielle Sprague
Paul T. Denis
Drew A. Harker
Susan T. Morita
Susan B. Cassidy
Sharon L. Taylor
Jeffrey R. Denman
Jodi B. Danis
Chris P. Datz
Amanda J. Paracuellos
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555 12th Street, NW
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David H. Coburn
Carolyn D. Clayton
Captoe & 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
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A. Carl Kaseman, III
Gerald P. Norton
James G. Rafferty
Michael J. Gergen
James M. Guinivan
Joel A. Rabinovitz
Harkins Cunningham
1300 Nineteenth Street, NW
Suite 600
Washington, DC 20036
(202) 973-7600

*Counsel for Conrail Inc., and
Consolidated Rail Corporation*

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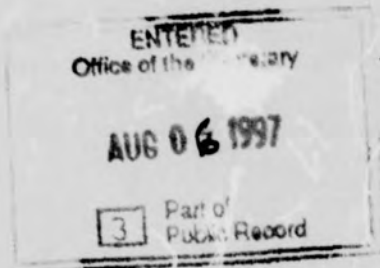
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CRA-1

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423



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

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

Sherri K. Lehman
Director of Congressional Affairs
Corn Refiners Association, Inc.
1701 Pennsylvania Avenue, N. W.
Washington, D. C. 20006-5805
(202) 331-1634

August 5, 1997

CERTIFICATE OF SERVICE

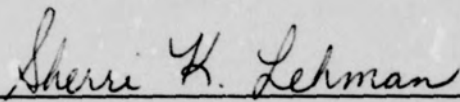
I hereby certify that a copy of the foregoing Notice of Intent to Participate was served by first-class mail, postage prepaid, on this 5th day of August, 1997, upon:

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. 20004-1207

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

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



Sherri K. Lehman

STB

FD

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8-5-97

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180995

LAW OFFICES

REA, CROSS & AUCHINCLOSS

SUITE 420

1920 N STREET, N.W.

WASHINGTON, D. C. 20036

(202) 785-3700

FACSIMILE: (202) 659-4934

THOMAS M. AUCHINCLOSS, JR.

LEO C. FRANEY

JOHN D. HEFFNER

KEITH G. O'BRIEN

BRYCE REA, JR.

BRIAN L. TROIANO

ROBERT A. WIMBISH

SURFACE
TRANSPORTATION BOARD



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 - 1

**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:

ENTERED
Office of the Secretary

AUG 06 1997

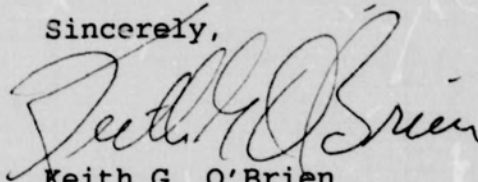
3 Part of
Public Record

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,

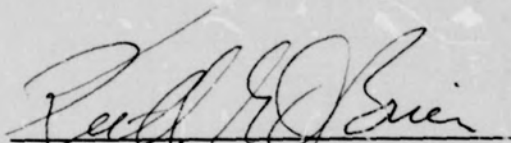
A handwritten signature in dark ink, appearing to read "Keith G. O'Brien", written in a cursive style.

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

cc: David Chapman

CERTIFICATE OF SERVICE

I hereby certify that I have this 5th day of August 1997, served a copy of the foregoing Notice of Intent to Participate on (1) Administrative Law Judge Jacob Leventhal, Federal Energy Regulatory Commission, 888 First Street, N.E., Suite 11F, Washington, D.C. 20426; (2) Dennis G. Lyons, Esq., Arnold & Porter, 555 12th Street, N.W., Washington, D.C. 20004-1202; (3) Richard A. Allen, Esq., Zuckert, Scout & Rasenberger, L.L.P., Suite 600, 888 Seventeenth Street, N.W., Washington, D.C. 20006-3939; and (4) Paul A. Cunningham, Esq., Harkins Cunningham, Suite 600, 1300 Nineteenth Street, N.W., Washington, D.C. 20036.


Keith G. O'Brien

STB

FD

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8-5-97

D

180996

180596

HOGAN & HARTSON
L.L.P.

GEORGE W. MAYO, JR.
PARTNER
DIRECT DIAL (202) 637-5679

August 5, 1997

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

COLUMBIA SQUARE
555 THIRTEENTH STREET, NW
WASHINGTON, DC 20004-1109
TEL (202) 637-5600
FAX (202) 637-5910



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) 637-5600

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

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

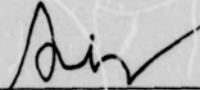
Canadian Pacific Railway Company, Delaware and Hudson Railway Company Inc., Soo Line Corp., and St. Lawrence & Hudson Railway Company Limited (collectively "Canadian Pacific Parties" or "CP") hereby provide notice of their intent to participate as active parties in this proceeding. Please include the 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

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

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 4T4
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

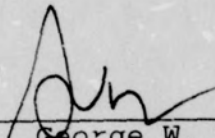
CERTIFICATE OF SERVICE

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.

STB

FD

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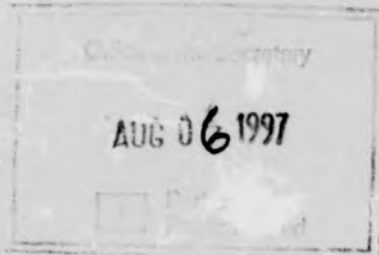
THOMPSON
HINE & FLORY LLP

Attorneys at Law

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 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]

180997

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:

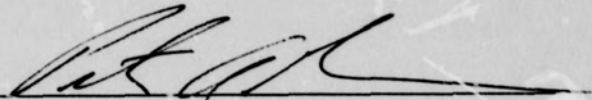
Belvidere & Delaware River Railway
P.O. Box 22
Ringoes, New Jersey 08551

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: 

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

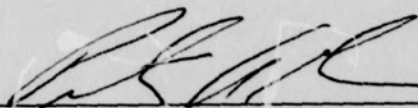
P. Michael Giftos, Esq.
CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

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



Peter A. Greene

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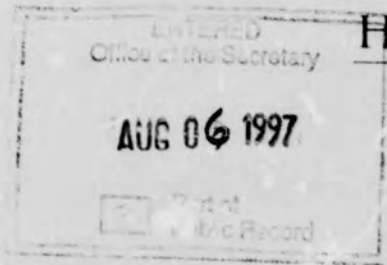
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THOMPSON
HINE & FLORY LLP

Attorneys at Law

August 5, 1997



D



VIA HAND DELIVERY

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

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

Dear Secretary Williams:

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

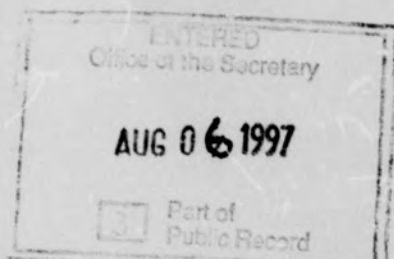
cc: The Hon. Jacob Leventhal
Counsel for Applicants

[G:\PAG\LETTER\WILLIAMS.3.wpd]

180998

EPRY-1

BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Docket No. 33388



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

**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:

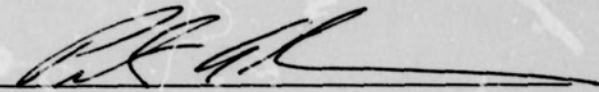
East Penn Railway, Inc.
P.O. Box 1271
Bristol, Pennsylvania 19007

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

John M. Nannes, Esq.
Skadden, Arps, Slate, Mcagher & 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

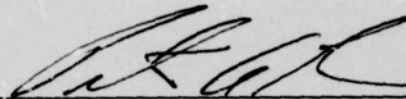
P. Michael Giftos, Esq.
CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

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

A handwritten signature in dark ink, appearing to read 'P. A. Greene', is written over a horizontal line.

Peter A. Greene

STB

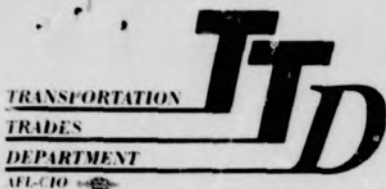
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August 5, 1997

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.

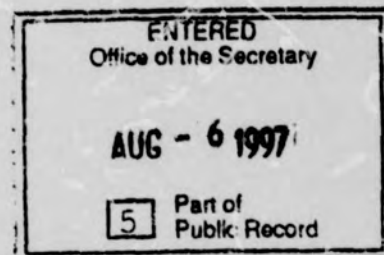
Dear Secretary Williams:

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 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.



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D

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.

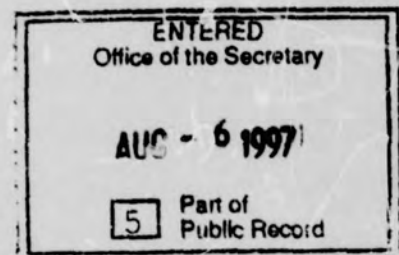
Dear Secretary Williams:

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 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.

STB

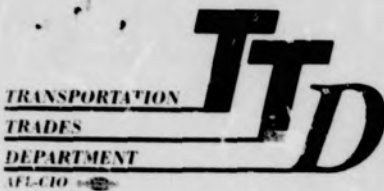
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8-5-97

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D

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.

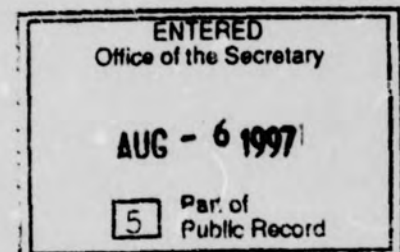
Dear Secretary Williams:

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 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.

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.

A handwritten signature in black ink, appearing to read 'Edward Wykind', with a large, stylized flourish above the name.

Edward Wykind

STB

FD

33388

8-5-97

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

213 WEST MINER STREET
POST OFFICE BOX 796
WEST CHESTER, PA 19381-0796

PHILADELPHIA OFFICE:
SIXTEENTH FLOOR
TWO PENN CENTER PLAZA
PHILADELPHIA, PA 19102
(215) 563-9400

Telephone (610) 692-9116
Telecopier (610) 692-9177
E-MAIL: GGE@GGE.ATTMAIL.COM

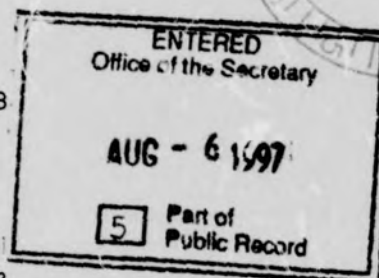
DELAWARE COUNTY OFFICE:
205 NORTH MONROE STREET
POST OFFICE BOX 1430
MEDIA, PA 19063
(610) 565-6040

ERIC M. HOCKY

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

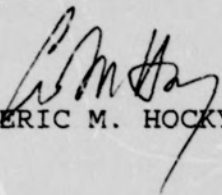
Dear Sir or Madam:

Enclosed for filing in the above referenced proceeding are an original and 25 copies of Notice of Intent to Participate of 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.

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,



ERIC M. HOCKY

Enclosures

cc: Dennis G. Lyons, Esq.
Richard A. Allen, Esq.
Paul A. Cunningham, Esq.
Administrative Law Judge Jacob Leventhal

180983

RSR-1

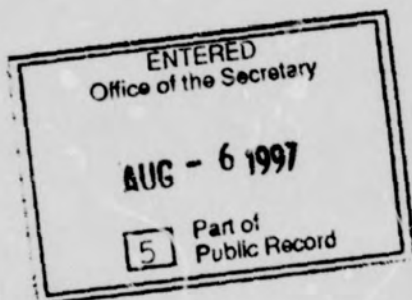
BEFORE THE
SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET NO. 33388

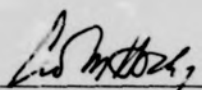
CSX CORPORATION AND CSX TRANSPORTATION, INC.
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
~~CONTROL AND OPERATING LEASES/AGREEMENTS~~
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION



NOTICE OF INTENT TO PARTICIPATE

Please take notice that 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
GCLLATZ, 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.

ORIGINAL

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:

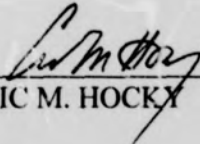
Administrative Law Judge Jacob Leverhal
Federal Energy Regulatory Commission
888 First Street, NE, Suite 11F
Washington, DC 20426

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

Richard A. Allen, Esq.
Zuckert, Scoutt & 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

JANICE G. BARBER
MICHAEL E. ROPER
THE BURLINGTON NORTHERN SANTA FE CORPORATION
3017 LOU MENK DRIVE
FORT WORTH, TX 76131-2830

SEAN D. BRADY
MANAGER, STRATEGIC PLANNING-GENERATION
NEW YORK STATE ELECTRIC & GAS CORPORATION
CORPORATE DRIVE, KIRKWOOD INDUSTRIAL PARK
P.O. BOX 5224
BINGHAMTON, NY 13902-5224

A. SCOTT CAUGER
SENIOR COUNSEL
NIAGARA MOHAWK POWER CORPORATION
300 ERIE BOULEVARD WEST
SYRACUSE, NY 13202

PAUL M. DONOVAN
LAROE, WINN, MOERMAN & DONOVAN
3506 IDAHO AVENUE, NW
WASHINGTON, DC 20016

DONALD F. GRIFFIN
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES
400 NORTH CAPITOL ST., NW, SUITE 852
WASHINGTON, DC 20001-1511

WILLIAM P. HERNAN, JR.
GENERAL CHAIRMAN
UNITED RAILWAY SUPERVISORS ASSOCIATION
P.O. BOX 180
HILLIARD, OH 43025-0180

ERIKA Z. JONES
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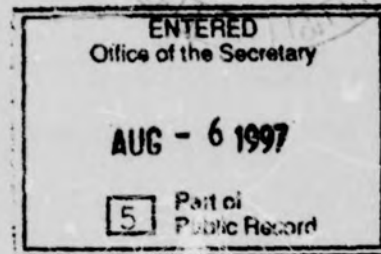
DELAWARE COUNTY OFFICE:
205 NORTH MONROE STREET
POST OFFICE BOX 1430
MEDIA, PA 19063
(610) 565-6040

ERIC M. HOCKY

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

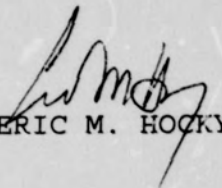
Dear Sir or Madam:

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.

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,



ERIC M. HOCKY

Enclosures

cc: Dennis G. Lyons, Esq.
Richard A. Allen, Esq.
Paul A. Cunningham, Esq.
Administrative Law Judge Jacob Leventhal

180981

ALY-1

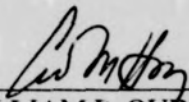
BEFORE THE
SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET NO. 33388

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

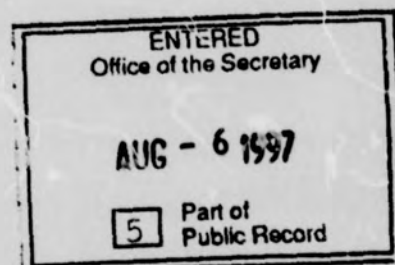
Please take notice that Allegheny & Eastern Railroad, Inc. ("ALY") intends to actively participate in this proceeding. The undersigned counsel is already on the service list in this proceeding. Please note the additional representation.



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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:

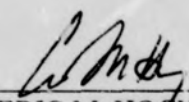
Administrative Law Judge Jacob Leventhal
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Dated: August 4, 1997



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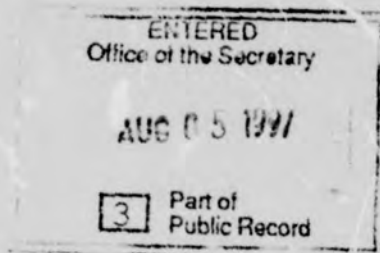
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ROBERT D. ROSENBERG
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FRANK J. PERGOLIZZI
ANDREW B. KOLFSAR III



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



D

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

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 Department 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,

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

Enclosures

180945

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

ENTERED
Office of the Secretary

AUG 05 1997

3 Part of
Public Record

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

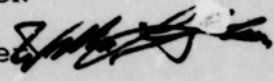
Respectfully submitted,

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

OF COUNSEL:

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

Dated: August 4, 1997

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

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

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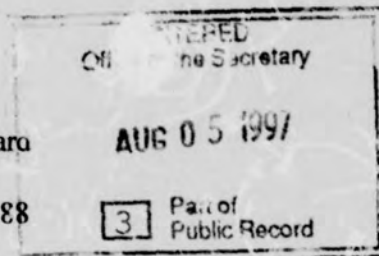
D

WASHINGTON, D.C.
AUSTIN, TEXAS

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.**

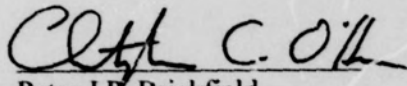
Steel Dynamics, Inc. ("SDI"), an Indiana corporation that owns and operates a steel mini-mill located in DeKalb County, Indiana, and is a rail shipper, by its attorneys, provides its notice of intent to participate as a party of record in this proceeding.

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.

A handwritten signature in dark ink, appearing to read "Peter J. Brickfield", is written over a horizontal line.

Peter J.F. 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

Telephone: (202) 342-0800

Facsimile: (202) 342-0807

Attorneys for Steel Dynamics, Inc.

Date: August 4, 1997

Certificate of Service

Finance Docket No. 33388

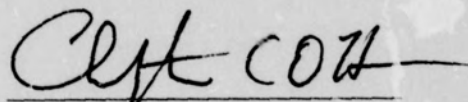
Pursuant to Decision No. 12 issued by the Board, I hereby certify that on this 4th day of August, 1997, a copy of the foregoing document was served upon the following by United States mail, first class, postage prepaid:

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
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Zuckert, Scoutt & Rasenberger, L.L.P.
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Harkins Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, DC 20036


Christopher C. O'Hara

STB

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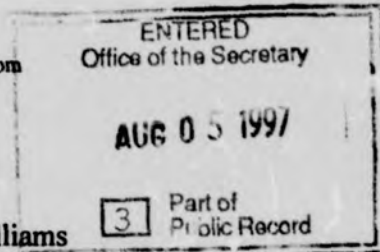
180949

SCHIFF HARDIN & WAITE

A Partnership Including Professional Corporations

7200 Sears Tower, Chicago, Illinois 60606-2473
Telephone (312) 876-1000 Facsimile (312) 258-5600

Sheldon A. Zabel
(312) 258-5540
Email: szabel@schiffhardin.com



July 30, 1997



Chicago
Washington
New York
Peoria
Merrillville

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

**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,

A handwritten signature in cursive script that reads "Sheldon A. Zabel".

Sheldon A. Zabel

SAZ/mjt
Attachment
cc: Kevin Strnatka

Certificate of Service

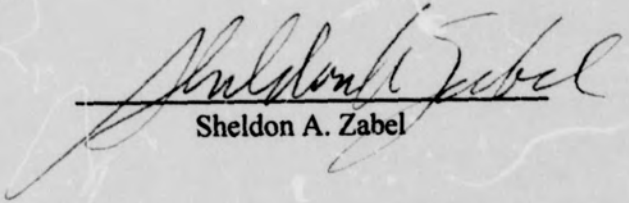
I, Sheldon A. Zabel, certify that I served a copy of the foregoing Notice of Intent to Participate on each of the following by causing a copy thereof to be mailed to each addressed as follows, first class postage prepaid, this 30th day of July, 1997.

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

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Harkins Cunningham
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Sheldon A. Zabel

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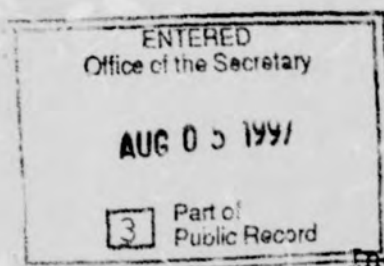
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Before the
SURFACE TRANSPORTATION BOARD



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.

D

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, 1997,¹ 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 made 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)

¹Published at 62 F.R., No. 104, at 29387-91 (1997).

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

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,

John M. Robinson
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. 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
John M. Robinson

Washington, D.C.

STB

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8-4-97

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180958



ENTERED
Office of the Secretary

SHEILA MECK HYDE
CITY ATTORNEY

3 Part of
Public Record

CITY OF DUNKIRK
DEPARTMENT OF LAW
CITY HALL, DUNKIRK, N.Y. 14048
(716) 366-0452
FAX (716) 366-2049

July 31, 1997



Surface Transportation Board
1925 K Street NW
Washington, D.C. 20423-0001

**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.



CITY OF DUNKIRK
DEPARTMENT OF LAW
CITY HALL, DUNKIRK, N.Y. 14048
(716) 366-3452
FAX (716) 366-2049

SHEILA MECK HYDE
CITY ATTORNEY

July 25, 1997

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,

A handwritten signature in cursive script that reads "Sheila Meck Hyde".

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**

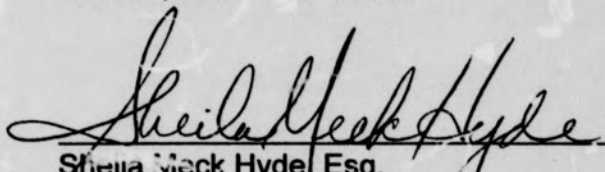
NOTICE OF INTENT TO PARTICIPATE

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

Dated: July 25, 1997.


Sheila Meck Hyde, Esq.
Attorney for the City of Dunkirk
City Hall
342 Central Avenue
Dunkirk, New York 14048
Phone: 716-366-9866
Fax: 716-366-2049

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:

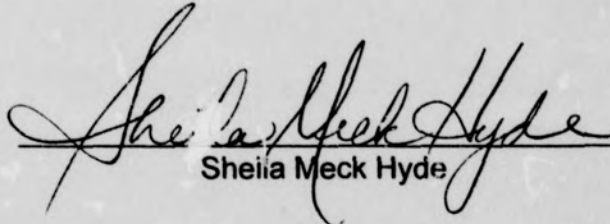
Administrative Law Judge Jacob Leventhal
Federal Energy Regulatory Commission
Suite 111F, 888 First Street, N.E.
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Washington, DC 20036

Dated: July 25, 1997.


Sheila Meek Hyde

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Washington, DC 20503

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U S House of Representatives
Washington, DC 20515-1305

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Washington DC 20002

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Charlottesville, VA. 22905

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U S House Of Representatives
Washington DC 20515

Paul Samuel Smith
400 7th St Sw , Room 4102 C-30
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1500 Federal Reserve Building
Richmond, VA 23219

Hon Arlen Specter
United States Senate
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WashingtonDC 20515

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Hackensack NJ 07601-7015

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P.O Box. 8817
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Euclid, OH 44132

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Baltimore, MD 21240-0755

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Washington DC20005-3934

Margaret A. Wuerstle, Mayor
City Hall
342 Central Ave
Dunkirk, NY 14048

Edward Wytkind
Executive Director
400 N Capitol St, Sw Ste 861
WashingtonDC20001

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

Scott M. Zimmerman
888 Seventeenth Street NW
Washington DC 20006

STB

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LAW OFFICES

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

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CHARLES J. STREIFF
CARL F. MEYER
PATRICIA L. McGRAIL
DAVID M. O'BOYLE
VINCENT P. SZELIGO
LUCILLE N. WICK
RONALD J. McDEMA
JOHN M. SMITH

1450 TWO CHATHAM CENTER
PITTSBURGH, PA 15219-3427

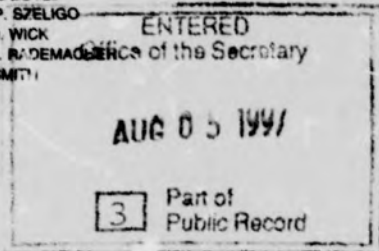
(412) 765-1630

FACSIMILE
(412) 261-3783

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DUFF OFFICE CENTER, SUITE 203
10 DUFF ROAD
PITTSBURGH, PA 15235-3206
(412) 241-7227



August 1,



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.

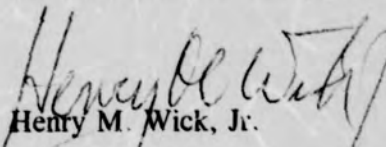
Dear Secretary Williams:

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.


Henry M. Wick, Jr.

HMW:ks

cc: All Parties on Certificate of Service

180967

USC-1

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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

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



Henry M. Wick, Jr.
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McGrail & O'Boyle, P.C.
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Counsel for U.S. Clay Producers
Traffic Association, Inc.

Dated: August 1, 1997

BEFORE THE
SURFACE TRANSPORTATION BOARD

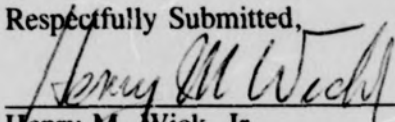
Finance Docket No. 33388

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,



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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:

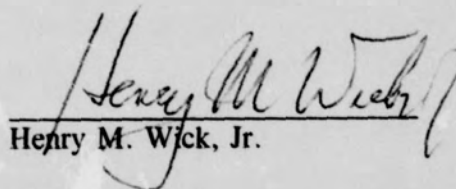
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Dated: August 1, 1997


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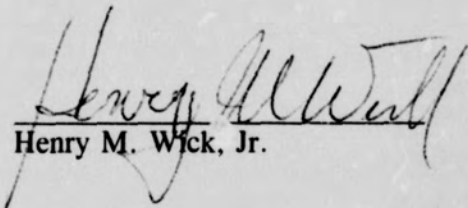
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Henry M. Wick, Jr.

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FD

33388

8-4-97

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NEFCO

NORTHEAST OHIO FOUR COUNTY REGIONAL PLANNING & DEVELOPMENT ORGANIZATION

969 Copley Road, Akron, Ohio 44320-2992

(330) 836-5731 • Fax (330) 836-7703

Christopher Smeiles, Chairman

Joseph Hadley, Jr., Executive Director

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: Notice of Intent to Participate

To Whom It May Concern:

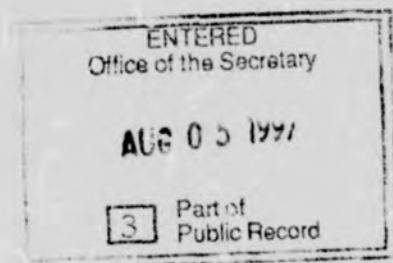
This letter is to inform you that the Northeast Ohio Four County Regional Planning and Development Organization (NEFCO) will actively participate in the proceedings of the Surface Transportation Board concerning the CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk 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

Sylvia R. Chinn-Levy,
Economic Development Planner



NEFCO

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Christopher Smeiles, Chairman

Joseph Hadley, Jr., Executive Director

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

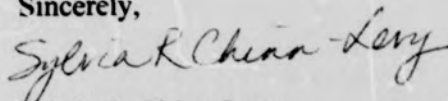
SUBJECT: Certificate of Service

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, Scoutt & Resenberger
- Paul Cunningham, Harkins Cunningham

Sincerely,



Sylvia R. Chinn-Levy,
Economic Development Planner



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33388

8-4-97

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Office of the Secretary

Surface Transportation Board

Case Control Unit, ATTN: STB Finance Docket No: 33388

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July 31, 1997

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(412) 471-1800
(412) 471-4477 FAX

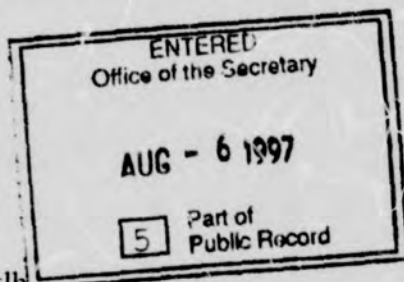
Re: CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company—Control and Operating Leases/Agreements—Conrail, Inc. and Consolidated Rail Corporation - Notice of Intent to Participate

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. Ohi Rail Corporation
4. Richard D. Robey, North Shore Railroad Company, Nittany & Bald Eagle Railroad Company, Juniata Valley Railroad Company, Shamokin Valley Railroad Company, Lycoming Valley Railroad Company, Sturbridge Railroad Company and Wellesboro & Corning Railroad Company (affiliated railroads)
5. The Transportation Committee of the Pennsylvania House of Representatives.
6. Southwestern Pennsylvania Regional Planning Commission



Very truly yours,

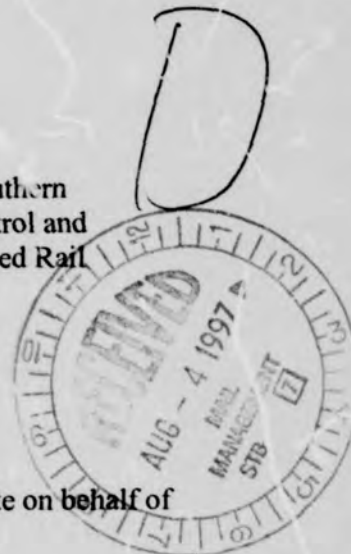
RICHARD R. WILSON, P.C.

Richard R. Wilson

RRW/klh

Enclosures

cc: Administrative Law Judge Jacob Leventhal
Dennis G. Lyons, Esq.
Richard A. Allen, Esq.
Paul A. Cunningham, Esq.



CERTIFICATE OF SERVICE

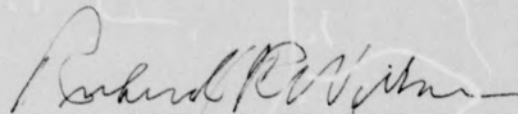
I hereby certify that on this 31st day of July, 1997, copies of the foregoing NOTICE OF INTENT TO PARTICIPATE were served by first class mail, postage prepaid, in accordance with the rules of the Surface Transportation Board on the following persons specified in Decision No. 2, and upon the parties shown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

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

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Washington, D.C. 20006-3939

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The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
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The Honorable Gus Owen
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Washington, D.C. 20006

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Toledo, OH 43697

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United Railway Supervisor's Association
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Hilliard, OH 43026

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STB

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ATTORNEY AT LAW
90 CANAL STREET
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TEL (617) 263-1322
FAX (617) 263-2322



VIA FEDERAL EXPRESS

Office of the Secretary
Case Control Branch
Attn: STB File Docket 33388
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

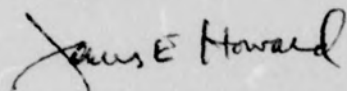
July 29, 1997

Dear Sir or Madam:

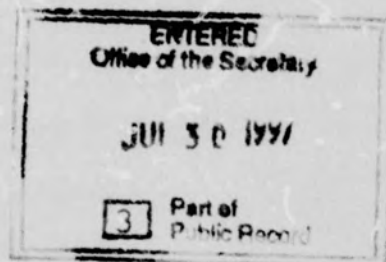
Enclosed for filing are the original and twenty-five copies of the "Supplement to Notice of Intention to Participate by Coalition of Northeastern Governors." Would you please date-stamp and return the extra copy of this document in the self-addressed, stamped envelope enclosed.

Thank you very much for your assistance.

Very truly yours,


James E. Howard

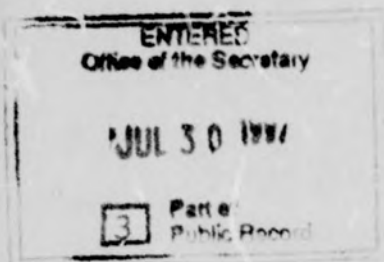
Enclosures



BEFORE THE SURFACE TRANSPORTATION BOARD

180833
FINANCE DOCKET NO. 33388

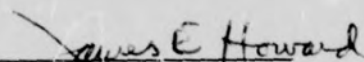
CSX Corporation and CSX Transportation, Inc..
Norfolk Southern Corporation and Norfolk Southern Railway Company
- Control And Operating Leases/Agreements -
Conrail Inc. and Consolidated Rail Corporation



SUPPLEMENT TO NOTICE OF
INTENTION TO PARTICIPATE BY
COALITION OF NORTHEASTERN GOVERNORS

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 LLC
90 Canal Street
Boston, MA 02114
(617) 263-1322

Attorney for Coalition of Northeastern Governors

Dated: July 29, 1997

CONEG

COALITION OF NORTHEASTERN GOVERNORS

Governor Angus S. King, Jr., Chairman
Anne D. Stubbs, Executive Director

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. Stubbs
Anne D. Stubbs
Executive Director
CONEG Policy Research Center, Inc.
400 North Capitol Street, Suite 382
Washington, D.C. 20001
(202) 624-8450

CERTIFICATE OF SERVICE

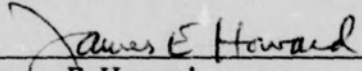
The undersigned hereby certifies that on July 29, 1997 he served the "Supplement To Notice Of Intention To Participate By Coalition Of Northeastern Governors" by causing copies to be mailed by first class mail, postage prepaid, to the parties listed on the list below.

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

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ANDREW J. MOLESAR III

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802 347-7170

July 30, 1997



BY HAND DELIVERY

The Honorable Vernon 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).

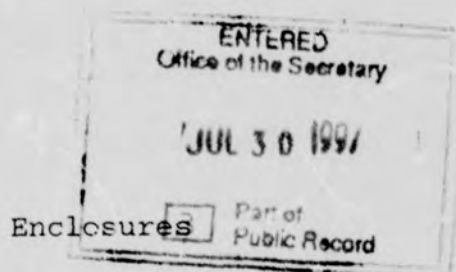
An additional copy of this pleading is also enclosed. Kindly indicate receipt and filing by time-stamping this extra copy and returning it with our messenger.

Thank you for your attention to this matter.

Sincerely,

C. Michael Loftus

C. Michael Loftus
An Attorney for Centerior
Energy Corporation



183840

CEC-02

BEFORE THE
SURFACE TRANSPORTATION BOARD

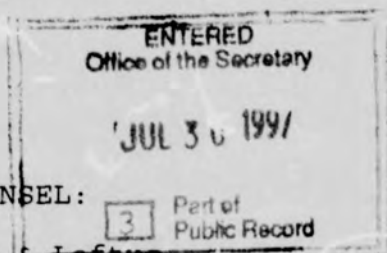
CSX CORPORATION AND CSX
TRANSPORTATION, INC. NORFOLK
SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
COMPANY -- CONTROL AND OPERATING
LEASES/AGREEMENTS -- CONRAIL, INC.
AND CONSOLIDATED RAIL CORPORATION

Finance Docket No. 33388



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.



OF COUNSEL:
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Dated: July 30, 1997

Respectfully submitted,

CENTERIOR ENERGY CORPORATION

By: *C. Michael Loftus*
C. Michael Loftus
Frank J. Pergolizzi
1224 Seventeenth Street, N.W.
Washington, D.C. 20036
(202) 347-7170

Attorneys and Practitioners

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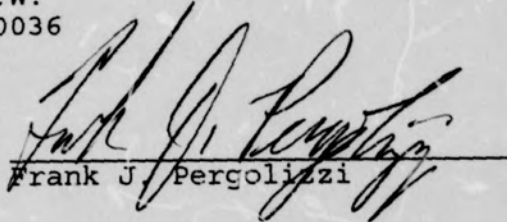
CERTIFICATE OF SERVICE

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:

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Frank J. Pergolizzi

STB

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7-30-97

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**DELAWARE VALLEY
REGIONAL PLANNING COMMISSION**

The Bourse Building, 111 South Independence Mall East
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Telephone: (215) 592-1800
Fax: (215) 592-9125

July 24, 1997



Honorable Vernon A. Williams, Secretary
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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
STB 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, Scoutt & 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