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**BEFORE THE  
SURFACE TRANSPORTATION BOARD**



=====  
CSX Corporation and CSX Transportation Inc.,     )  
Norfolk Southern Corporation and Norfolk     )  
Southern Railway Company--Control and     ) Finance Docket #33388  
operating leases/agreements-Conrail Inc. and     )  
Consolidated Rail Corporation"     )  
=====

**NOTICE OF INTENT TO PARTICIPATE**

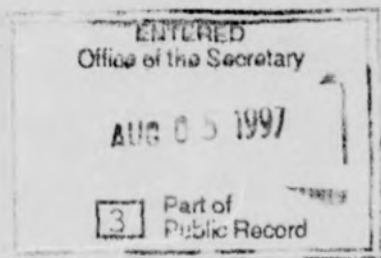
The National Association of Railroad Passengers hereby gives notice that it intends to participate in the above-captioned proceeding as a full party of record.

Copies of this Notice of Intent are being served upon Judge Leventhal and upon council for the Applicants, as specified by the Board in Decision No. 12

Please include the undersigned, Ross B. Capon, the association's executive director, on the official service list for this proceeding, at the address shown below his signature.

Respectfully submitted,

Ross B. Capon  
National Association of Railroad Passengers  
900 Second Street, NE, Suite 308  
Washington, DC 20002-3557



## **CERTIFICATE OF SERVICE**

I hereby certify that I have, this 1st day of August, 1997, caused copies of the foregoing document to be served by first-class mail upon Administrative Law Judge Jacob Leventhal and on applicants' representatives.

Honorable Judge Jacob Leventhal  
Administrative Law Judge  
Federal Energy Regulatory Commission  
Suite 11F  
888 First Street, NE  
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, NW  
Washington, DC 20006-3939

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

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

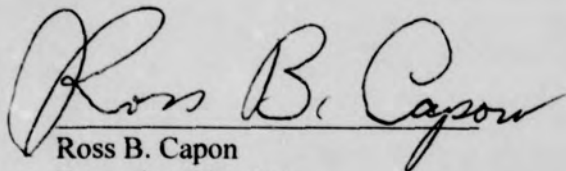
P. Michael Giftos  
Paul R. Hitchcock  
CSX Transportation Inc.  
500 Water Street  
Speed Code J-120  
Jacksonville, FL 32202

Dennis G. Lyons, Esquire  
Richard L. Rosen  
Paul T. Denis  
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Washington, DC 20004-1202

Samuel M. Sipe, Jr.  
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Steptoe & Johnson LLP  
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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 St., NW  
Washington, DC 20036



Ross B. Capon  
Executive Director  
National Association of Railroad Passengers

STB

FD

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8-4-97

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180944



180944

**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

1100 NEW YORK AVENUE, N.W.  
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER (202) 371-0900

August 4, 1997

Via Hand Delivery

Honorable Vernon A. Williams  
Secretary, Case Control Unit  
ATTN: STB Finance Docket No. 33388  
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:

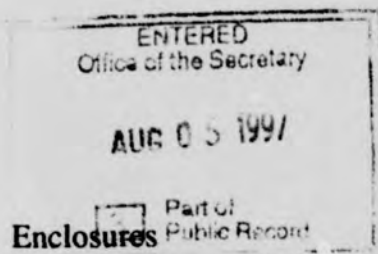
Please find enclosed for filing in the above-reference proceeding an original and twenty-five (25) copies of the Notice of Intent to Participate, submitted to the Board on behalf of AK Steel Corporation. In accordance with 49 C.F.R. § 1180.4(a)(2), this party selects the acronym "AKSC" and, accordingly, the enclosed document is identified as AKSC-1.

In accordance with Decision No. 2 in this proceeding, copies of this document are being served upon Applicants' counsel and Administrative Law Judge Jacob Leventhal. Also enclosed is a 3.5-inch diskette containing the text of this pleading in WordPerfect 7.0 format. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Sincerely yours,

A handwritten signature in cursive script that reads 'John K. Maser III'.

Frederic L. Wood  
John K. Maser III  
Attorneys for AK Steel Corporation



BEFORE THE SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

*CSX Corp. et al --- Control and Operating  
Leases/Agreements --- Conrail Inc. et al.*



NOTICE BY AK STEEL CORPORATION OF INTENT TO PARTICIPATE

Pursuant to Decision No. 6 in this proceeding (served May 30, 1997), 62 Fed Reg. 29387, AK Steel Corporation hereby notifies the Applicants and the Board of its intention to participate in this proceeding as a party of record. This will also serve as a request to the Applicants that, pursuant to 49 C.F.R. §1180.4(c)(5)(v), they serve a copy of their primary application on the following, as representatives of AK Steel Corporation:

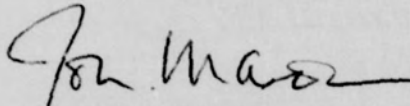
Frederic L. Wood  
John K. Maser III  
Donelan, Cleary, Wood & Maser, P.C.  
1100 New York Avenue, N.W., Suite 750  
Washington, D.C. 20005-3934

John J. Kuzman, Jr.  
Litigation Counsel  
AK Steel Corporation  
703 Curtis Street  
Middletown, OH 45043

This notice is also to request the Board to place AK Steel Corporation and the above representatives on the list of all parties of record that will be prepared and issued under the provisions of 49 C.F.R. §1180.4(a)(4), as further amplified in Decision 6 at 4-5. In

accordance with 49 C.F.R. §1180.4(a)(2), AK Steel Corporation selects the acronym "AKSC-x" for identifying all documents and pleadings it submits in this proceeding.

Respectfully submitted,



Frederic L. Wood  
John K. Maser III  
Donelan, Cleary, Wood & Maser, P.C.  
1100 New York Avenue, N.W., Suite 750  
Washington, D.C. 20005-3934  
Tel. (202) 371-9500

Attorneys for:  
AK Steel Corporation

Dated: August 4, 1997  
Due Date: August 7, 1997

. . .

## CERTIFICATE OF SERVICE

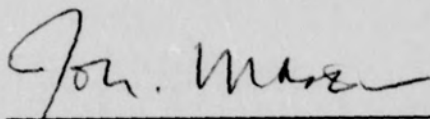
I hereby certify that I have this 4th day of August, 1997, served a copy of the foregoing notice upon the following persons, by telecopy and by first-class mail, postage prepaid, in accordance with the Board's Rules of Practice:

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

Richard A. Allen  
Zuckert, Scout & Rasenberger, LLP  
888 Seventh 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

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



---

John K. Maser III

STB

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JOHN E. COLLINS  
WILLIAM B. COLLINS  
STEVEN L. KANTOR  
JOHN E. MAXWELL  
BRIAN G. REDDY  
ALAN D. VOOS  
JOSEPH A. COLLINS  
LLOYD J. FINCHBECK

180943  
**COLLINS, COLLINS & KANTOR**

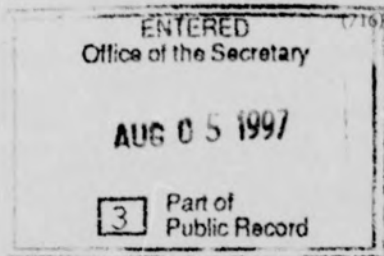
ATTORNEYS AT LAW

A PROFESSIONAL CORPORATION

267 NORTH STREET  
BUFFALO, NEW YORK 14201

(716) 885-9700 • FAX: (716) 885-9770

JOHN T. COLLINS  
(1923-1991)



July 31, 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**

To whom it may concern:

Enclosed are an original and 25 copies of the Notice of Intent to Participate, filed on behalf of the Brotherhood of Locomotive Engineers, Conrail General Committee of Adjustment, R.W. Godwin, General Chairman, and Brotherhood of Locomotive Engineers, New York State Legislative Board.

Very truly yours,

**COLLINS, COLLINS & KANTOR, P.C.**

*John F. Collins*  
**JOHN F. COLLINS, ESQ.**

JFC:car  
Enclosures



180943

ENTERED  
Office of the Secretary

AUG 05 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 BROTHERHOOD OF LOCOMOTIVE ENGINEERS, CONRAIL GENERAL COMMITTEE OF ADJUSTMENT, R.W. GODWIN, GENERAL CHAIRMAN, AND BROTHERHOOD OF LOCOMOTIVE ENGINEERS, NEW YORK STATE LEGISLATIVE BOARD (Collectively, "BLE") which intends to participate and become a party of record in this proceeding. Service of all documents filed in this proceeding should be made upon the undersigned.

Respectfully submitted,

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

Dated: July 31, 1997

**COLLINS, COLLINS & KANTOR**

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

CERTIFICATE OF SERVICE

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

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

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

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

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

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

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



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

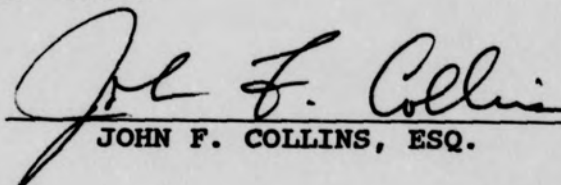
SAMUEL M. SIPE, JR.  
TIMOTHY M. WALSH  
Steptoe & Johnson LLP  
1330 Connecticut Avenue  
Washington, DC 20036-1795

MARK G. ARON  
PETER J. SHUDTZ  
CSX Corporation  
One James Center  
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, DC 20004-1202

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

  
JOHN F. COLLINS, ESQ.

STB

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8-4-97

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# FROST & JACOBS LLP

180938

2500 PNC CENTER  
201 EAST FIFTH STREET  
CINCINNATI, OHIO 45202-4182  
(513) 651-6800 • FACSIMILE: (513) 651-6981  
WEB SITE: HTTP://WWW.FROJAC.COM

COLUMBUS OFFICE  
ONE COLUMBUS, SUITE 1000  
10 WEST BROAD STREET  
COLUMBUS, OHIO 43215-3467  
(614) 464-1211  
FACSIMILE: (614) 464-1737

MIDDLETOWN OFFICE  
400 FIRST NATIONAL BANK BUILDING  
2 NORTH MAIN STREET  
MIDDLETOWN, OHIO 45042-1981  
(513) 422-2001  
FACSIMILE: (513) 422-3010

KENTUCKY OFFICE  
1100 VINE CENTER TOWER  
333 WEST VINE STREET  
LEXINGTON, KENTUCKY 40507-1634  
(606) 254-1100  
FACSIMILE: (606) 253-2990

SANDRA L. NUNN  
(513) 651-6780  
snunn@frojac.com

August 1, 1997

## VIA OVERNIGHT COURIER

Honorable Vernon A. Williams  
Secretary, Case Control Branch  
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 Intent to Participate of Southwest Ohio Regional Transit Authority. 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,

FROST & JACOBS LLP

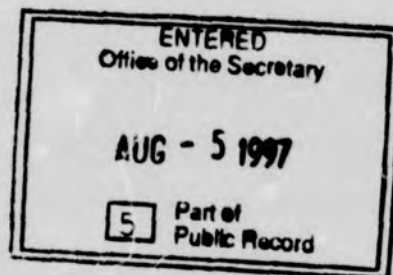
By

Sandra L. Nunn

SLN/mrm  
Enclosures

cc: All Parties on Certificate of Service

438400.01



BEFORE THE  
SURFACE TRANSPORTATION BOARD

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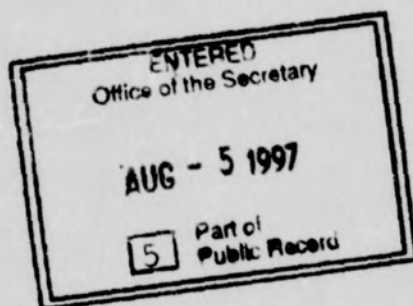
Finance Docket No. 33388

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.

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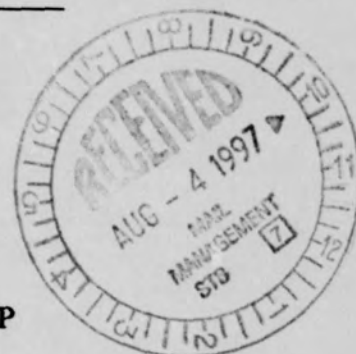
NOTICE OF INTENT TO PARTICIPATE OF  
SOUTHWEST OHIO REGIONAL TRANSIT AUTHORITY

---



Sandra L. Nunn  
Charles E. Schroer  
FROST & JACOBS LLP  
2500 PNC Center  
201 East Fifth Street  
Cincinnati, Ohio 45202  
(513) 651-6800

Counsel for Southwest Ohio  
Regional Transit Authority



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

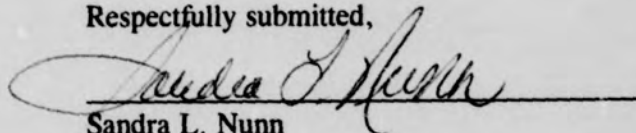
---

**NOTICE OF INTENT TO PARTICIPATE OF  
SOUTHWEST OHIO REGIONAL TRANSIT AUTHORITY**

---

Please enter the appearance in this proceeding of the below-named attorneys on behalf of Southwest Ohio Regional Transit Authority ("SORTA"). SORTA is a political subdivision of the State of Ohio and an owner of the Oasis Line. SORTA intends to participate in this proceeding as a party of record. Accordingly, please place the named attorneys, at the address provided, on the service list to receive all pleadings and decisions in this proceeding.

Respectfully submitted,



Sandra L. Nunn  
Charles E. Schroer

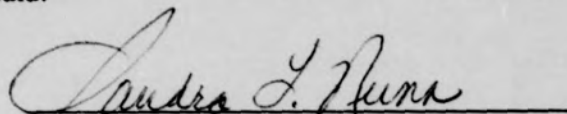
FROST & JACOBS LLP  
2500 PNC Center  
201 East Fifth Street  
Cincinnati, Ohio 45202  
(513) 651-6800

Counsel for Southwest Ohio  
Regional Transit Authority

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 Intent to Participate of Southwest Ohio Regional Transit Authority was served upon the following people by first class mail, postage prepaid.

  
Sandra L. Nunn

Richard A. Allen  
Zuckert, Scoutt, Rasenberger  
888 17<sup>th</sup> Street, N.W., Suite 600  
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Mark G. Aron  
CSX Corporation  
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Washington, D.C. 20036-3003

Edward G. Banks, Jr.  
Maryland & Delaware Railroad  
106 Railroad Ave.  
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  
P.O. Box 30014  
Lansing, MI 48909

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

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



James A. Calderwood  
Zuckert, Scutt & Rasenberger, L.L.P.  
888 17th Street, N.W., Suite 600  
Washington, D.C. 20006-3939

Gabriel Calvo  
The Ackerson Group  
1275 Pennsylvania Ave., N.W.  
Washington, D.C. 20004

Missy Cassidy  
Maryland Department of Transportation  
P.O. Box 8755  
Baltimore-Washington International Airport  
Maryland 21240-0755

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

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

Steven A. Cohen  
Wachtell, Lipton & Katz  
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1000 Connecticut Ave., N.W., Suite 400  
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Paul A. Cunningham  
Harkins Cunningham  
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Washington, D.C. 20036

John M. Cutler, Jr.  
McCarthy Sweeney Harkaway  
1750 Pennsylvania Ave., N.W., Suite 1105  
Washington, D.C. 20036

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

Paul D. DeMariano  
The Port of Philadelphia & Camden, Inc.  
3460 North Delaware, Suite 200  
Philadelphia, PA 19134

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

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

Richard S. Edelman  
Highsaw Mahoney Clarke  
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Washington, D.C. 20036

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Zuckert, Scoutt et al.  
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Washington, D.C. 20006-3939

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

Roy T. Englert, Jr.  
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Gerald W. Fauth, III  
G. W. Fauth & Associates, Inc.  
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John Gallagher  
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Hon. Carl F. Gnodtke  
House of Representatives  
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Lansing, MI 48913

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Harkins Cunningham  
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Washington, D.C. 20036-1609

Hon. Robert F. Hagan  
Ohio 64th House District  
562 Madera Ave.  
Youngstown, OH 44504

Patrick C. Hendericks  
Iowa Legislative Director UTU  
317 E 5th Street, Suite 11  
Des Moines, IA 50309



G.W. Herkner, Jr.  
New Jersey Transit Rail Operations  
One Penn Plaza East  
Newark, NJ 07105

Hon. Sandra J. Hill  
House of Representatives  
State Capitol  
Lansing, MI 48913

James L. Howe III  
Norfolk Southern Corporation  
3 Commercial Place  
Norfolk, VA 23510-2191

Erika Z. Jones  
Mayer, Brown & Platt  
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Washington, D.C. 20006

Hon. Wayne M. Jones  
Ohio House of Representatives  
Statehouse  
Columbus, OH 43215

Dean R. Kleckner  
223 Touhy Ave.  
Park Ridge, IL 60068

Kathryn A. Kusske  
Mayer, Brown & Platt  
2000 Pennsylvania Ave., N.W.  
Washington, D.C. 20006

Hon. Jacob Leventhal  
Administrative Law Judge  
Federal Energy Regulation Commission  
Office of Hearings  
888 First Street, N.E., Suite 11F  
Washington, D.C. 20426

John M. Livingood  
201 Glencolter Court  
Severna Park, MD 21146

C. Michael Loftus  
Slover & Loftus  
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Washington, D.C. 20036

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Highsaw, Mahoney & Clarke  
1050 Seventeenth Street, N.W., Suite 210  
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Neal M. Mayer  
Hoppel Mayer & Coleman  
1000 Connecticut Ave., N.W., Suite 400  
Washington, D.C. 20036

George W. Mayo, Jr.  
Hogan & Hartson  
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Washington, D.C. 20004-1161

Michael F. McBride  
LeBoeuf Lamb Greene & MacRae, L.L.P.  
1875 Connecticut Ave., N.W., Suite 1200  
Washington, D.C. 20009

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

Christopher C. O'Hara  
Brickfield Burchette & Ritts PC  
8<sup>th</sup> Floor  
1025 Thomas Jefferson Street, N.W.  
Washington, D.C. 20007

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

L. John Osborn  
Sonnenschein Nath & Rosenthal  
1301 K Street, N.W., Suite 600  
Washington, D.C. 20005

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

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

Andrew R. Plump  
Zuckert, Scutt, Rasenberger  
888 17th Street, N.W., Suite 600  
Washington, D.C. 20006-3939

Hon. Vincent "Joe" Porreca  
State Representative  
P.O. Box 30014  
Capitol Building Room B-76  
Lansing, MI 48909-7514

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

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

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

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

Thomas A. Schmitz  
The Fieldston Co., Inc.,  
1800 Massachusetts Ave., N.W., Suite 500  
Washington, D.C. 20036

Jon Scholl  
Illinois Agricultural Association  
P.O. Box 2901  
Bloomington, IL 61702

Edward M. Selfe  
Bradley Arant Rose & White  
P.O. Box 830709  
2001 Park Place, Suite 1400  
Birmingham, AL 35283-0709

Alison Shipman  
National Corn Growers Association  
122 C Street, N.W., Suite 510  
Washington, D.C. 20001

Samuel M. Sipe, Jr.  
Steptoe & Johnson  
1330 Connecticut Ave., N.W.  
Washington, D.C. 20036-1795

Richard G. Slattery  
Amtrak  
60 Massachusetts Ave., N.E.  
Washington, D.C. 20002

Paul Samuel Smith  
U.S. Department of Transportation  
400 Seventh Street, S.W., Room 4102 C-30  
Washington, D.C. 20590

Adrian L. Steel, Jr.  
Mayer, Brown & Platt  
2000 Pennsylvania Ave., N.W., Suite 6500  
Washington, D.C. 20006

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

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

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

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

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

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

Debra L. Willen  
Guerrieri, Edmond, et al.  
1331 F Street, N.W., 4th Floor  
Washington, D.C. 20004

Frederic L. Wood  
Donelan, Cleary, et al.  
1100 New York Ave., N.W., Suite 750  
Washington, D.C. 20005-3934

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

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

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

George R. Arnold  
M.C.C.A.  
1306 St. Louis Street  
Edwardsville, IL 62025-1906

William A. Bon  
26555 Evergreen Road, Suite 200  
Southfield, MI 48076

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

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

Celia C. Lovell  
Suite 375  
1500 K Street, N.W.  
Washington, D.C. 20005-1209

Susan T. Morita  
555 12th Street, N.W.  
Washington, D.C. 20004-1202

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

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

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

Mary Gabrielle Sprague  
555 Twelfth Street, N.W.  
Washington, D.C. 20004-1202

Timothy M. Walsh  
Steptoe & Johnson  
1330 Connecticut Ave., N.W.  
Washington, D.C. 20036-1795

Bruce B. Wilson  
Consolidated Rail Corporation  
2001 Market Street  
Philadelphia, PA 19101-1417

STB

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8-4-97

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180937



180937

D

**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

1100 NEW YORK AVENUE, N.W.

WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

August 4, 1997

Via Hand Delivery

Honorable Vernon A. Williams  
Secretary, Case Control Unit  
ATTN: STB Finance Docket No. 33388  
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:

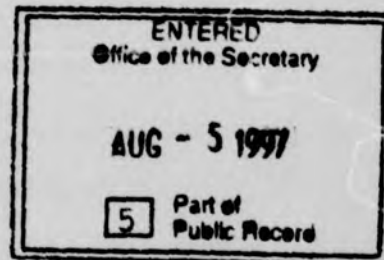
Please find enclosed for filing in the above-reference proceeding an original and twenty-five (25) copies of the Notice of Intent to Participate, submitted to the Board on behalf of Joseph Smith & Sons, Inc. In accordance with 49 C.F.R. § 1180.4(a)(2), this party selects the acronym "JSSI" and, accordingly, the enclosed document is identified as JSSI-1.

In accordance with Decision No. 2 in this proceeding, copies of this document are being served upon Applicants' counsel and Administrative Law Judge Jacob Leventhal. Also enclosed is a 3.5-inch diskette containing the text of this pleading in WordPerfect 7.0 format. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

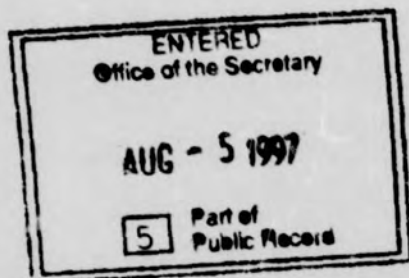
Sincerely yours,

John K. Maser III  
Attorney for Joseph Smith & Sons, Inc.

Enclosures



180437



JSSI-1



**BEFORE THE SURFACE TRANSPORTATION BOARD**

Finance Docket No. 33388

*CSX Corp. et al --- Control and Operating  
Leases/Agreements --- Conrail Inc. et al.*

**NOTICE BY JOSEPH SMITH & SONS, INC.  
OF INTENT TO PARTICIPATE**

Pursuant to Decision No. 6 in this proceeding (served May 30, 1997), 62 Fed Reg. 29387, Joseph Smith & Sons, Inc. hereby notifies the Applicants and the Board of its intention to participate in this proceeding as a party of record. This will also serve as a request to the Applicants that, pursuant to 49 C.F.R. §1180.4(c)(5)(v), they serve a copy of their primary application on the following, as representatives of Joseph Smith & Sons, Inc.:

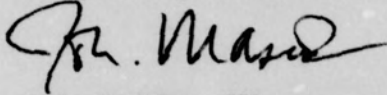
John K. Maser III  
Frederic L. Wood  
Karyn A. Booth  
Donelan, Cleary, Wood & Maser, P.C.  
1100 New York Avenue, N.W., Suite 750  
Washington, D.C. 20005-3934

This notice is also to request the Board to place Joseph Smith & Sons, Inc. and the above representatives on the list of all parties of record that will be prepared and issued under the provisions of 49 C.F.R. §1180.4(a)(4), as further amplified in Decision 6 at 4-5.



In accordance with 49 C.F.R. §1180.4(a)(2), Joseph Smith & Sons, Inc. selects the acronym "JSSI-x" for identifying all documents and pleadings it submits in this proceeding.

Respectfully submitted,



John K. Maser III  
Frederic L. Wood  
Karyn A. Booth  
Donelan, Cleary, Wood & Maser, P.C.  
1100 New York Avenue, N.W., Suite 750  
Washington, D.C. 20005-3934  
Tel. (202) 371-9500

Attorneys for:  
Joseph Smith & Sons, Inc.

Dated: August 4, 1997  
Due Date: August 7, 1997

## CERTIFICATE OF SERVICE

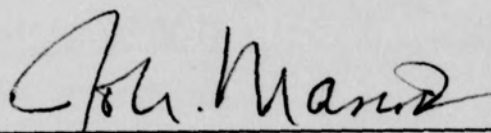
I hereby certify that I have this 4th day of August, 1997, served a copy of the foregoing notice upon the following persons, by telecopy and by first-class mail, postage prepaid, in accordance with the Board's Rules of Practice:

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

Richard A. Allen  
Zuckert, Scout & Rasenberger, LLP  
888 Seventh 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

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



---

John K. Maser III

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July 28, 1997



D

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

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

Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are the original and twenty-five (25) copies of  
Notice of Intent to Participate as a Party of Record of the Toledo-Lucas County Port Authority  
(TLCPA-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.

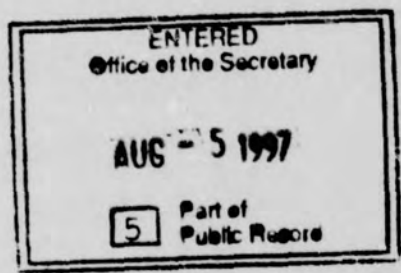
Sincerely,

TOLEDO-LUCAS COUNTY PORT AUTHORITY

Robert E. Greenlese  
Director of Surface Transportation and Logistics

Enclosures

cc: Honorable Jacob Leventhal  
Applicants' Representatives



TLCPA-1

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

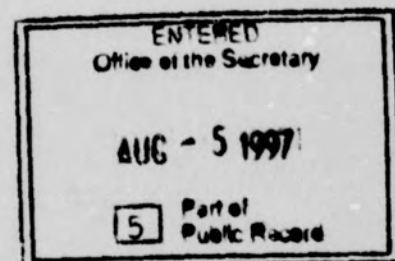
-----

TOLEDO-LUCAS COUNTY PORT AUTHORITY  
NOTICE OF INTENT TO PARTICIPATE AS A PARTY OF RECORD

TOLEDO-LUCAS COUNTY PORT AUTHORITY

By: Robert E. Greenlese  
Director of Surface Transportation and Logistics  
TOLEDO-LUCAS COUNTY PORT AUTHORITY  
One Maritime Plaza, Suite 700  
Toledo, Ohio 43604-1866

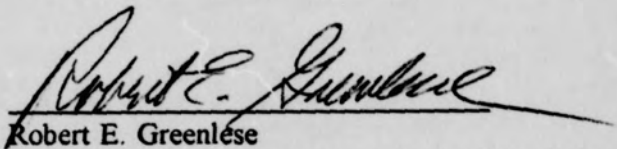
Dated: July 27, 1997



**NOTICE OF INTENT TO PARTICIPATE AS A PARTY OF RECORD**

The TOLEDO-LUCAS COUNTY PORT AUTHORITY hereby advises the Board of its intent to participate in the proceeding as a party of record. Please forward any notices to the undersigned at the address shown.

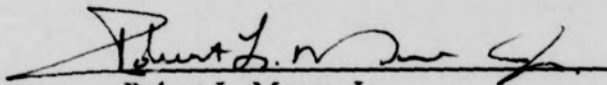
Respectfully submitted,



Robert E. Greenlese  
Director of Surface Transportation and Logistics  
TOLEDO-LUCAS COUNTY PORT AUTHORITY  
One Maritime Plaza, Suite 700  
Toledo, Ohio 43604-1866

**CERTIFICATE OF SERVICE**

I hereby certify that the foregoing TOLEDO-LUCAS COUNTY PORT AUTHORITY (TLCPA-1) Notice of Intent to Participate as a Party of Record was served this 28th day of July, 1997, via first -class mail, postage prepaid, upon the Honorable Jacob Leventhal and representatives of the applicants.



Robert L. Moore, Jr.

STB

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8-4-97

D

180935



# BERGER & MONTAGUE, P.C.

1622 LOCUST STREET

PHILADELPHIA, PA 19103-6365

TELEPHONE (215) 875-3000

FAX (215) 875-4604

\*ALSO ADMITTED IN NY  
\*\*ALSO ADMITTED IN FL  
‡ALSO ADMITTED IN DE  
‡‡ALSO ADMITTED IN NJ  
†ALSO ADMITTED IN GA  
††ALSO ADMITTED IN MD  
§ALSO ADMITTED IN DC

DAVID BERGER \*§  
HAROLD BERGER  
H. LADDIE MONTAGUE, JR. §  
STANLEY R. WOLFE  
MERRILL G. DAVIDOFF \*  
SHERRIE R. SAVETT  
DANIEL BERGER  
JAY ROBERT STIEFEL  
GARY E. CANTOR  
HOWARD I. LANGER  
STEPHEN A. WHINSTON  
MARTIN I. TWERSKY  
TODD S. COLLINS ‡  
CAROLE A. BRODERICK  
RUSSELL D. HENKIN ‡  
PETER R. KAHANA  
RUTHANNE GORDON  
ALAN M. SANDALS §  
STEPHEN D. RAMOS  
KAREN SCHAFFEL ORMAN  
JEANNE A. MARKEY ‡  
KENNETH L. FOX \*§ ‡  
PATRICIA D. GUGIN †  
JONATHAN D. BERGER  
PETER B. NORDBERG  
LAWRENCE DEUTSCH ‡  
JOHN R. TAYLOR

SHERYL SATZBERG LEVY  
LAWRENCE J. LEDERER §  
JEROME M. MARCUS  
THOMAS F. HUGHES ‡  
CATHERINE S. McLAUGHLIN  
JEFFREY M. KRULIK \* ‡  
BART D. COHEN  
MICHAEL T. FANTINI §  
DAVID F. SORENSON  
STUART J. GUBER  
ARTHUR STOCK  
MICHAEL L. BLOCK ‡  
JONATHAN AUERBACH ‡  
BRET P. FLAHERTY  
GENNA D. KIDD  
CHARLES P. GOODWIN ‡  
JANE L. ISTVAN  
KENDALL S. ZYLSTRA  
JOEL M. SWEET ‡  
ERIC L. CRAMER \*  
LEAH R. STOLKER ‡  
DANIEL M. COHEN ‡  
SCOTT M. LEMPERT ‡  
NICHOLAS J. GUILIANO  
LAURA S. STEIN ‡  
PHYLLIS M. PARKER ‡  
JILL E. STERBAKOV

WRITER'S DIRECT DIAL NUMBER:

215-875-4627

WRITER'S DIRECT FAX NUMBER:

215-875-5707

July 30, 1997

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

Attention: STB Finance Docket No. 33388

Dear Surface Transportation Board:

On behalf of our clients we wish to participate as a party of record in the above-referenced matter. Accordingly, enclosed please find for filing one original Notice of Intent to Participate evidencing proper service and twenty-five copies. Also enclosed is a diskette containing one electronic copy.

Respectfully submitted,

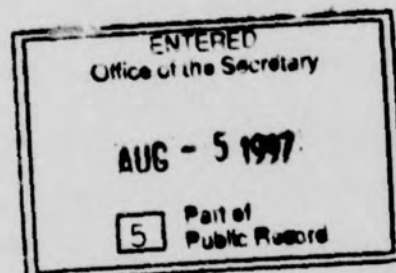
*Patricia D. Gugin*

Patricia D. Gugin  
for Berger & Montague, P.C.

PDG:jj

Enclosure

cc: Honorable Jacob Leventhal  
Richard Allen, Esquire  
Dennis G. Lyons, Esquire  
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

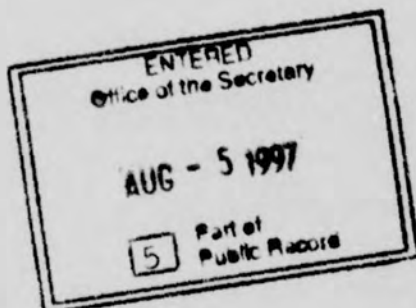
Please enter the appearance of the undersigned counsel on behalf of A. Herb Kerekesch and George Donahue, who intend to participate and become parties of record in this proceeding. Pursuant to 49 C.F.R. § 1104.12, service of all documents filed in this proceeding should be made upon the undersigned.

Dated: 7/30/97

Respectfully submitted,

*David Berger*

David Berger  
Harold Berger  
Patricia D. Gugin  
Charles P. Goodwin  
BERGER & MONTAGUE, P.C.  
1622 Locust Street  
Philadelphia, PA 19103  
(215) 875-3000



*Louis Tarasi*

Louis Tarasi  
The Tarasi Law Firm, P.C.  
510 Third Avenue  
Pittsburgh, PA 15219-2191  
(412) 391-7135

Attorneys for A. Herb Kerekesch  
and George Donahue

**CERTIFICATE OF SERVICE**

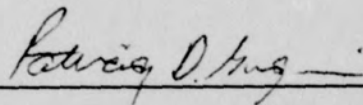
I hereby certify that on July 30, 1997, a copy of the foregoing Notice Of Intent To Participate was served by first class, U.S. mail, postage prepaid upon the following:

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

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

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

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

  
\_\_\_\_\_

One Of The Attorneys For  
A. Herb Kerekesch and  
George Donahue

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 A. Herb Kerekesch and George Donahue, who intend to participate and become parties 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: 7/30/97

Respectfully submitted,

David Berger  
Harold Berger  
Patricia D. Gugin  
Charles P. Goodwin  
BERGER & MONTAGUE, P.C.  
1622 Locust Street  
Philadelphia, PA 19103  
(215) 875-3000

Louis Tarasi  
The Tarasi Law Firm, P.C.  
510 Third Avenue  
Pittsburgh, PA 15219-2191  
(412) 391-7135

Attorneys for A. Herb Kerekesch  
and George Donahue

**CERTIFICATE OF SERVICE**

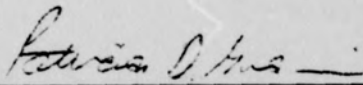
I hereby certify that on July 30, 1997, a copy of the foregoing Notice Of Intent To Participate was served by first class, U.S. mail, postage prepaid upon the following:

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

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

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

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

  
\_\_\_\_\_

One Of The Attorneys For  
A. Herb Kerekesch and  
George Donahue

Before The  
SURFACE TRANSPORTATION BOARD  
Washington, D.C.

Finance Docket No. 33388



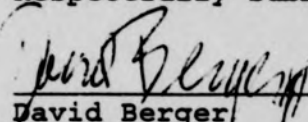
CSX Corporation and CSX Transportation Inc.  
Norfolk Southern Corporation and  
Norfolk Southern Railway Company  
-- Control and Operating Leases/Agreements --  
Conrail, Inc. and Consolidated Rail Corporation --  
Transfer of Line By Norfolk Southern Railway Company  
To CSX Transportation Inc.

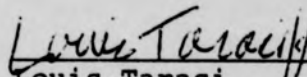
NOTICE OF INTENT TO PARTICIPATE

Please enter the appearance of the undersigned counsel on behalf of A. Herb Kerekesch and George Donahue, who intend to participate and become parties 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: 7/30/97

Respectfully submitted,

  
\_\_\_\_\_  
David Berger  
Harold Berger  
Patricia D. Gugin  
Charles P. Goodwin  
BERGER & MONTAGUE, P.C.  
1622 Locust Street  
Philadelphia, PA 19103  
(215) 875-3000

  
\_\_\_\_\_  
Louis Tarasi  
The Tarasi Law Firm, P.C.  
510 Third Avenue  
Pittsburgh, PA 15219-2191  
(412) 391-7135

Attorneys for A. Herb Kerekesch  
and George Donahue



. . . .

**CERTIFICATE OF SERVICE**

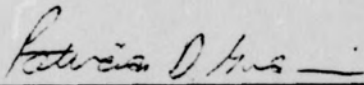
I hereby certify that on July 30, 1997, a copy of the foregoing Notice Of Intent To Participate was served by first class, U.S. mail, postage prepaid upon the following:

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

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

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

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

  
\_\_\_\_\_

One Of The Attorneys For  
A. Herb Kerekesch and  
George Donahue

STB

FD

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8-4-97

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CHAIRMAN  
James H. Cleave  
Marine Technology Board

VICE CHAIRMAN  
Roger N. Ackerman  
Carnegie Incorporated

VICE CHAIR/FINANCE  
Arlan A. Townsend  
Crain's New York Business

CEO/PRESIDENT  
Daniel S. Walsh

William F. Allen  
Wilson Allen

Harold R. Amersson  
Proforma Publishing, Inc.

Matthew Augustine  
Ethex Industries, Inc.

Ginger Cannon Bailey  
Rackmore International, Inc.

Frederick D. Belkley  
Graham Corporation

Bruce W. Boyea  
Security Mutual Life Insurance

Dayton T. Brown, Jr.  
Dayton T. Brown, Inc.

Richard J. Carola  
Carola, Pugh & Company, Inc.

Jeremiah T. Carr  
Rochester Telephone Company

Robert B. Cote  
Brooklyn Union

Philip L. Collins  
Knutson Company of America

John Dillon  
International Paper Company

Michael J. Doyle  
Piedmont Valley Wine Company

Allan E. Dugan  
Ketch Corporation

Michael J. Falcone  
Pioneer Development Company

Guy Fauconneau  
Carnier Corporation

Gale S. Fitzgerald  
GTC, Inc.

Robert F. Flacke  
Fort William Henry Corporation

Lewis Golub  
Golub Corporation

Richard A. Grasso  
New York Stock Exchange

John E. Harrison  
Northrop Grumman Corporation

Jerry Hayes  
Ford Motor Company

Michael Hagarty  
The Chase Manhattan Corporation

W. Craig Haston  
Ulrica National Insurance Group

Hector M. Hyacinthe  
Packard Frigate Organization, Inc.

Richard A. Jalkut  
NYNEX Telecommunications

Harry P. Kamen  
Methu

Bernard J. Kennedy  
National Fuel Gas Company

David H. Komansky  
Merrill Lynch & Co., Inc.

Allen J. Krowe  
Texaco Inc.

Philip A. Laskow  
Emat & Young LLP

Donald R. Led Duke  
Duke, Bette & Led Duke, Inc.

Stanford Lipsey  
The Buffalo News

John R. Loveland  
O'Brien & Gere Limited

John E. Mack  
Central Hudson Gas & Electric

Michael D. Marvin  
Mazinta Corporation

F.X. Matt, II  
F.X. Matt Brewing Company

William D. Matthews  
Crescent 12

Thomas C. McDermott  
Goulds Pump & Inc.

Eugene R. McGrath  
Consolidated Edison Co. of New York

Richard A. Molyneux  
Hixson

Nicholas G. Moore  
Coopers & Lybrand L.L.P.

James J. Morgan  
Philip Morris Inc.

Eric Muller  
Eric Muller and Associates

Robert L. Nardelli  
GE Power Systems

Heidi A. Nauveau  
The Agracore Companies

Gerhard J. Neumaier  
Energy & Environment, Inc.

Henry A. Panasci, Jr.  
Cynthia Management Group, LLC

James E. Preston  
Avon Products, Inc.

Chris Pullman  
Buck & Paine, Inc.

Wesley D. Ratcliff  
Advanced Technological Solutions, Inc.

John B. Robinson, Jr.  
Foster Financial Group

Lawrence Rudin  
Rudin Management Company, Inc.

Jinda S. Sanford  
BIM Corporation

Muriel Silber  
Muriel Silber & Company, Inc.

Robin B. Smith  
Kushner Learning House

Paul S. Speranza  
Wingman Food Markets, Inc.

William C. Steere, Jr.  
Pizer Inc.

Ben R. Stuart  
O'Brien & Gere

Wesley W. von Schack  
New York State Electric & Gas

Lawrence F. Weinbach  
Andersen Worldwide

Sheila W. Welling  
Walling

Robert G. Wimmers  
Manufacturers and Trades Trust Company



180934  
WILLIAM C. VAN SLYKE  
Legislative Analyst



**The Business Council of New York State, Inc.**  
Surface Transportation Board  
Office of Secretary  
1925 K Street NW  
Washington, D.C. 20423

July 31, 1997



To Whom It May Concern: *FD33388*

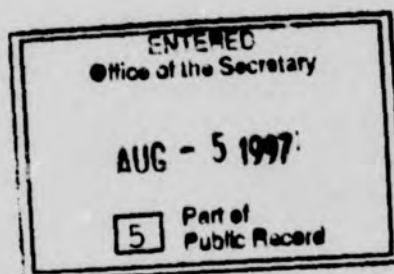
**RE: Notice of Participation: Surface Transportation Board Review of CSX/Norfolk-Southern Acquisition of Conrail**

The Business Council of New York State, Inc., representing more than 4,000 businesses, trade associations and chambers of commerce, hereby gives notice of our intention to participate in the Surface Transportation Board's review of the proposed acquisition of Conrail by CSX and Norfolk-Southern railroads.

Accordingly, please include our organization in any and all associated matters concerning the proposal.

Sincerely,

bus /



**CHAIRMAN**  
James H. Cleave  
Morgan Walland Bank

**VICE CHAIRMAN**  
Roger G. Ackerman  
Cottingham Incorporated

**VICE CHAIR/FINANCE**  
Alair A. Townsend  
Crain's New York Business

**CEO/PRESIDENT**  
Daniel B. Walsh

William F. Allyn  
Weich Allyn, Inc.

Harold R. Andersen  
Phoenix Metal Fabricating, Inc.

Matthew Augustine  
Ethics Industries, Inc.

Ginger Cannon Bailey  
Bendro International, Inc.

Frederick D. Berkeley  
Graham Corporation

Bruce W. Boyea  
Security Mutual Life Insurance

Dwight T. Brown, Jr.  
Dwight T. Brown, Inc.

Richard J. Carola  
Finch, Bruyn & Company, Inc.

Jeremiah T. Carr  
Rochester Tele. Phone Company

Robert B. Coen  
Brooklyn Union

Philip L. Collins  
Aurora and Company of America

John Dillon  
International Paper Company

Michael J. Doyle  
Woodmont Valley Wine Company

Alan E. Dugan  
Xerox Corporation

Michael J. Falcone  
Pioneer Development Company

Guy Fauconneau  
Pioneer Corporation

Gale S. Fitzgerald  
CTG, Inc.

Robert F. Flacke  
Fort William Henry Corporation

Levi S. Golub  
Golub Corporation

Richard A. Grasso  
New York Stock Exchange

John E. Harrison  
Northrop Grumman Corporation

Jerry Hayes  
Ford Motor Company

Michael Hegarty  
The Chase Manhattan Corporation

W. Craig Heston  
Ulrich National Insurance Group

Hector M. Hyacinthe  
Richard Frank Organization, Inc.

Richard A. Jalkut  
NYNEX Telecommunications

Harry P. Kamen  
MerLife

Bernard J. Keithedy  
National Fuel Gas Company

David H. Kamansky  
Merrill Lynch & Co., Inc.

Allen J. Krowe  
Texaco Inc.

Philip A. Laskawy  
Emst & Young Ltd.

Donald R. Led Duke  
Bary, Bette & Led Duke, Inc.

Stanford Lipsey  
The Buffalo News

John R. Loveland  
Olin & Sons Limited

John F. Mack  
Central Hudson Gas & Electric

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MapInfo Corporation

F.X. Matt, II  
F.X. Math Brewing Company

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Goulds Pump, Inc.

Eugene R. McGrath  
Consolidated Edison Co. of New York

Richard A. Motyueux  
KeyBank

Nicholas G. Moore  
Coopers & Lybrand LLP

James J. Morgan  
Philip Morris U.S.A.

Eric Mower  
Eric Mower and Associates

Robert L. Nardelli  
GE Power Systems

Heidi A. Nauveau  
The Alcoa Corporation

Gerhard J. Neumann  
Ecology & Environment, Inc.

Henry A. Panasci, Jr.  
Cygnus Management Group, LLC

James E. Preston  
Avon Products, Inc.

Chris Pulley  
Buck & Sullivan, Inc.

Wesley D. Ratcliff  
Advanced Technological Solutions, Inc.

John B. Robinson, Jr.  
First Financial Group

Lewis Rudin  
Rudin Management Company, Inc.

Linda S. Sanford  
IBM Corporation

Muriel Siebert  
Muriel Siebert & Company, Inc.

Robin B. Smith  
Business Clearing House

Paul S. Speranza  
Weigand Food Markets, Inc.

William C. Steere, Jr.  
Phelan Inc.

Ben R. Stuart  
Dresser Corp.

Wesley W. van Schack  
New York State Electric & Gas

Lawrence F. Weinbach  
Andersen Worldwide

Sheila W. Wellington  
Cofinity

Robert G. Wilmer  
Manufacturers and Traders Trust Company



**WILLIAM C. VAN SLYKE**  
Legislative Analyst

## The Business Council of New York State, Inc.

### RE: Certification of Service

I, William Van Slyke, representing The Business Council of New York State, Inc., do hereby certify on this date, August 1, 1997, that I have served the below-listed parties, via express courier, a notice of participation regarding the Surface Transportation Board's review of the application by CSX Corp. and Norfolk Southern Corp. to acquire and divide Conrail.

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

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

Richard A. Allen  
Zuckert, Scoutt & Rafenberger  
Suite 600  
888 17th Street NW  
Washington, D.C. 20006-3939

Paul A. Cunningham  
Harkins & Cunningham  
Suite 600  
1300 19th Street NW  
Washington, D.C. 20036

County of Albany  
State of New York

On the 1st day of August, 1997, personally appeared before me William C. Van Slyke who acknowledged to me that he executed the within document.



*William C. Van Slyke*  
William C. Van Slyke

*[Signature]*  
Notary Public  
Comm expires 5-31-98

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EDWARD J. RODRIGUEZ

ATTORNEY AT LAW

67 MAIN STREET

ENTERED  
Office of the Secretary  
POST OFFICE BOX 298  
CENTERBROOK, CONNECTICUT 06409

AUG 04 1997

3 Part of  
Public Record

TEL: (860) 767-9629

(860) 388-9629

FAX: (860) 767-7419

July 30, 1997



Office of the Secretary  
Surface Transportation Board  
1201 Constitution Avenue N.W.  
Washington, DC 20423

Re: Finance Docket No: 33388  
Acquisition of Consolidated Rail Corporation by CSX  
and Norfolk Southern Corporation

Housatonic Railroad's Notice of Intent to Participate

Dear Secretary Williams:

Enclosed is an original and 25 copies of Housatonic Railroad's  
Notice of Intent to Participate in the above proceeding.

Please stamp a copy of this letter to indicate receipt and  
return it to me in the enclosed envelope.

Thank you.

Very truly yours,

*Edward J. Rodriguez*  
Edward J. Rodriguez

EJR/swf

180929



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

HOUSATONIC RAILROAD'S NOTICE OF INTENT TO PARTICIPATE

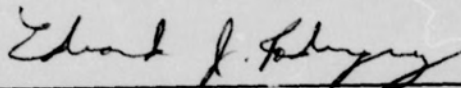
Housatonic Railroad Company, Inc., (HRRC) hereby gives notice that it intends to participate as a party of record in the above-captioned proceeding. HRRC's participation may include submission of a responsive application, comments, a request for protective conditions or such other participation as it may deem appropriate.

HRRC hereby requests that it be made a party to this proceeding, that it be added to the appropriate service lists and

that the Board furnish it with all relevant notices.

Correspondence should be sent to the undersigned as counsel for  
Housatonic Railroad Company, Inc.

Respectfully submitted,



Edward J. Rodriguez  
HOUSATONIC RAILROAD COMPANY, INC.  
P.O. Box 298  
Centerbrook, CT 06409  
(860) 767-9629

Counsel for Housatonic Railroad  
Company, Inc.

Date: July 29, 1997



CERTIFICATE OF SERVICE

I hereby certify that on the 29th day of July, 1997, I served a copy of the foregoing Housatonic Railroad Company, Inc.'s Notice of Intent to Participate by first class mail, postage prepaid, upon:

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

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

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

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

Richard G. Slattery, Esq.  
National Railroad Passenger Corporation  
60 Massachusetts Avenue, N.E.  
Washington, D.C. 20002

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

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

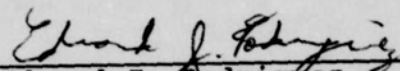
Mark G. Aron, Esq.  
Peter J. Schudtz, Esq.  
Ellen M. Fitzsimmons, Esq.  
CSX Corporation  
One James Center  
901 East Cary Street  
Richmond, VA 23129



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

Samuel M. Sipe, Jr., Esq.  
Steptoe & Johnson, LLP  
1330 Connecticut Avenue, N.W.  
Washington, DC 20036-1795

Timothy O'Toole, Esq.  
Constance L. Abrams, Esq.  
Consolidated Rail Corporation  
Two Commerce Square  
2001 Market Street  
Philadelphia, PA 19101

  
Edward J. Rodriguez

STB

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# meco consultants, inc.

407 south dearborn, suite 1145 • chicago, illinois 60605

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July 21, 1997

Vernon A. Williams  
Surface Transportation Board  
Case Control Unit, Suite 713  
1925 K Street, N.W.  
Washington, DC 20423-0001



D

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

Dear Mr. Williams:

Enclosed please find an original and 25 copies of MDCO-1, a Notice of Intent to Participate in the above proceeding.

Very truly yours,



Sandra J. Dearden  
Principal



BEFORE THE  
SURFACE TRANSPORTATION BOARD

---

Finance Docket No. 33388

MDCO-1



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

---

MDCO Consultants, Inc. hereby gives notice of its intent to participate as a Party of Record (POR) in this proceeding. It adopts the acronym "MDCO" for its filings. An original and 25 copies of this Notice are being sent to the Office of the Secretary, together with a 3.5 inch diskette containing this notice, formatted to Word 7.0 for Windows 95.

Respectfully submitted,

SANDRA J. DEARDEN  
MDCO CONSULTANTS, INC.  
407 South Dearborn, Suite 1145  
Chicago, IL 60605  
(312) 697-0836

Dated: July 21, 1997

### **CERTIFICATE OF SERVICE**

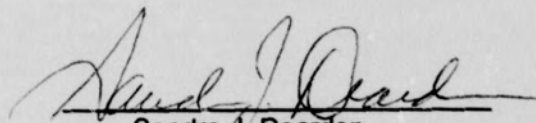
I hereby certify that I have this 21<sup>st</sup> day of July, 1997, served copies of the foregoing Notice of Intent to Participate by first class mail upon the following:

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 12<sup>th</sup> Street, N.W.  
Washington, DC 20004-1202

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

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

  
Sandra J. Dearden

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MPI-1

**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

**Finance Docket No. 33388**

**CSX CORPORATION and CSX TRANSPORTATION, INC.  
NORFOLK SOUTHERN CORP. and NORFOLK  
SOUTHERN RY. CO.**

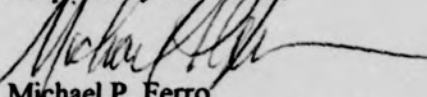
**— Control and Operating Leases/Agreements —  
CONRAIL, INC. and  
CONSOLIDATED RAIL CORPORATION  
Transfer of Railroad line by  
Norfolk Southern Railway Company to CSX Transportation, Inc.**

**NOTICE OF INTENT TO PARTICIPATE**

Millennium Petrochemicals Inc. (formerly known as Quantum Chemical Corporation)  
("Millennium"), by and through its attorneys, hereby notifies the Surface Transportation Board of  
its intent to participate in the oversight proceeding.

MPI requests that it be placed on the service list for this docket.

Respectfully submitted,

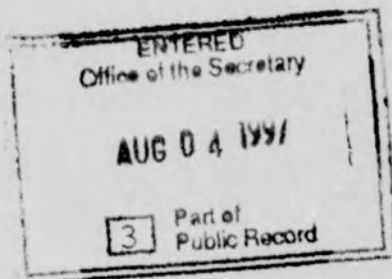
  
Michael P. Ferro

Millennium Petrochemicals Inc.  
11500 Northlake Drive  
Cincinnati, Ohio 45249  
(513) 530-6808  
(513) 530-6562 FAX

**Attorney for Millennium Petrochemicals Inc.**

Martin W. Bercovici  
Keller & Heckman  
1001 G Street, N.W.  
Suite 500 West  
Washington, DC 20001  
(202) 434-4100

**Of Counsel for Millennium Petrochemicals Inc.**





**CERTIFICATE OF SERVICE**

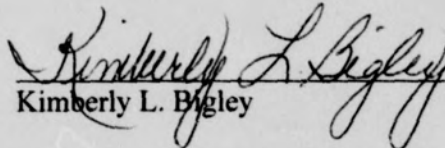
I, Kimberly L. Bigley, a secretary at the law firm of Keller and Heckman, LLP, hereby certify that a copy of the foregoing Notice of Intent to Participate (MPI-1) was served by first-class mail, postage prepaid, on this 1<sup>st</sup> day of August, 1997, upon:

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

Dennis G. Lyons, Esquire  
Arnold & Porter  
555 12<sup>th</sup> Street, NW  
Washington, DC 20004-1202

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

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

  
\_\_\_\_\_  
Kimberly L. Bigley

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**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

1100 NEW YORK AVENUE, N.W.  
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

August 1, 1997

**Via Hand Delivery**

Honorable Vernon A. Williams  
Secretary, Case Control Unit  
ATTN: STB Finance Docket No. 33388  
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*

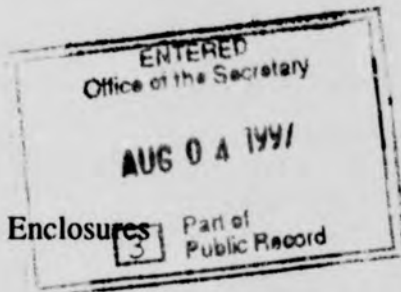
Dear Secretary Williams:

Please find enclosed for filing in the above-reference proceeding an original and twenty-five (25) copies of the Notice of Intent to Participate, submitted to the Board on behalf of Niagara Mohawk Power Corporation. In accordance with 49 C.F.R. § 1180.4(a)(2), this party selects the acronym "NIMO" and, accordingly, the enclosed document is identified as NIMO-1.

In accordance with Decision No. 2 in this proceeding, copies of this document are being served upon Applicants' counsel and Administrative Law Judge Jacob Leventhal. Also enclosed is a 3.5-inch diskette containing the text of this pleading in WordPerfect 7.0 format. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Sincerely yours,

John K. Maser III  
Attorney for Niagara Mohawk Power Corporation



BEFORE THE  
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

*CSX Corp. et al --- Control and Operating  
Leases/Agreements --- Conrail Inc. et al.*



NOTICE BY NIAGARA MOHAWK POWER CORPORATION  
OF INTENT TO PARTICIPATE

Pursuant to Decision No. 6 in this proceeding (served May 30, 1997), 62 Fed Reg. 29387, Niagara Mohawk Power Corporation hereby notifies the Applicants and the Board of its intention to participate in this proceeding as a party of record. This will also serve as a request to the Applicants that, pursuant to 49 C.F.R. §1180.4(c)(5)(v), they serve a copy of their primary application on the following, as representatives of Niagara Mohawk Power Corporation:

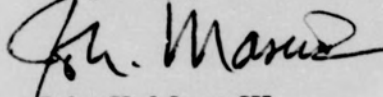
John K. Maser III  
Frederic L. Wood  
Karyn A. Booth  
Donelan, Cleary, Wood & Maser, P.C.  
1100 New York Avenue, N.W., Suite 750  
Washington, D.C. 20005-3934

A. Scott Cauger  
Senior Counsel  
Niagara Mohawk Power Corporation  
300 Erie Boulevard West  
Syracuse, NY 13202

This notice is also to request the Board to place Niagara Mohawk Power Corporation and the above representatives on the list of all parties of record that will be prepared and issued under the provisions of 49 C.F.R. §1180.4(a)(4), as further amplified in Decision 6

at 4-5. In accordance with 49 C.F.R. §1180.4(a)(2), Niagara Mohawk Power Corporation selects the acronym "NIMO-x" for identifying all documents and pleadings it submits in this proceeding.

Respectfully submitted,



John K. Maser III  
Frederic L. Wood  
Karyn A. Booth  
Donelan, Cleary, Wood & Maser, P.C.  
1100 New York Avenue, N.W., Suite 750  
Washington, D.C. 20005-3934  
Tel. (202) 371-9500

Attorneys for:  
Niagara Mohawk Power Corporation

Dated: August 1, 1997  
Due Date: August 7, 1997

## CERTIFICATE OF SERVICE

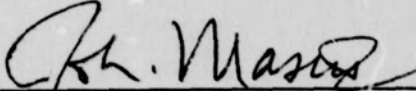
I hereby certify that I have this 1st day of August, 1997, served a copy of the foregoing notice upon the following persons, by telecopy and by first-class mail, postage prepaid, in accordance with the Board's Rules of Practice:

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

Richard A. Allen  
Zuckert, Scout & Rasenberger, LLP  
888 Seventh 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

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

  
\_\_\_\_\_  
John K. Maser III

STB

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ORIGINAL

NGFA-1

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BEFORE THE  
SURFACE TRANSPORTATION BOARD

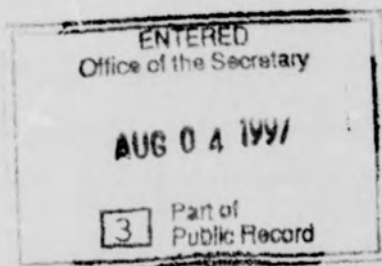
FINANCE DOCKET NO. 33388

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



NOTICE OF INTENT TO PARTICIPATE OF  
NATIONAL GRAIN AND FEED ASSOCIATION

David C. Barrett, Jr.  
Counsel for Public Affairs  
National Grain and Feed Association  
Suite 820  
1201 Ne York Avenue, N.W.  
Washington, DC 20005  
(202) 289-0873



Andrew P. Goldstein  
McCarthy, Sweeney & Harkaway, P.C.  
Suite 1105  
1750 Pennsylvania Avenue, N.W.  
Washington, DC 20006  
(202) 393-5710

Attorneys for  
National Grain and Feed Association

Dated: July 30, 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**

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**NOTICE OF INTENT TO PARTICIPATE OF  
NATIONAL GRAIN AND FEED ASSOCIATION**

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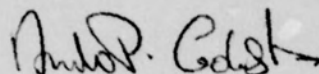
National Grain and Feed Association ("NGFA") hereby notifies the Board and the applicants of its intent to participate in this proceeding as a party of record.

It is requested that the following counsel for NGFA be added to the official service list being prepared by the Board:

David C. Barrett, Jr.  
National Grain and Feed  
Association  
Suite 830  
1201 New York Avenue, N.W.  
Washington, DC 20005

Andrew P. Goldstein  
McCarthy, Sweeney & Harkaway, PC  
Suite 1105  
1750 Pennsylvania Avenue, N.W.  
Washington, DC 20006

Respectfully submitted,



David C. Barrett, Jr.  
Counsel for Public Affairs  
National Grain & Feed Association  
Suite 830  
1201 New York Avenue, N.W.  
Washington, DC 20005  
(202) 289-0873

Andrew P. Goldstein  
McCarthy, Sweeney & Harkaway, P.C.  
Suite 1105  
1750 Pennsylvania Avenue, N.W.  
Washington, DC 20006  
(202) 393-5710

**CERTIFICATE OF SERVICE**

I hereby certify that I have, this 30th day of July, 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 &  
Rasenberger, 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., NW, #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

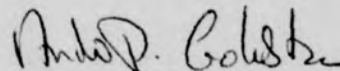
James L. Howe, III  
George A. Aspatore  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510

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



---

Andrew P. Goldstein

STB

FD

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8-1-97

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**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

1100 NEW YORK AVENUE, N.W.  
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

August 1, 1997

D



**Via Hand Delivery**

Honorable Vernon A. Williams  
Secretary, Case Control Unit  
ATTN: STB Finance Docket No. 33388  
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:

Please find enclosed for filing in the above-reference proceeding an original and twenty-five (25) copies of the Notice of Intent to Participate, submitted to the Board on behalf of Cargill, Incorporated. In accordance with 49 C.F.R. § 1180.4(a)(2), this party selects the acronym "CARG" and, accordingly, the enclosed document is identified as CARG-1.

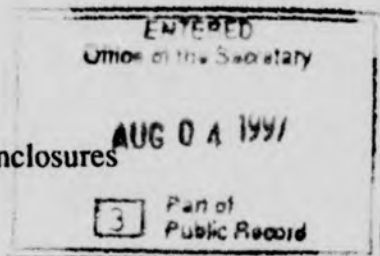
In accordance with Decision No. 2 in this proceeding, copies of this document are being served upon Applicants' counsel and Administrative Law Judge Jacob Leventhal. Also enclosed is a 3.5-inch diskette containing the text of this pleading in WordPerfect 7.0 format. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Sincerely yours,

*John K. Maser III*

John K. Maser III  
Attorney for Cargill, Incorporated

Enclosures





CARG-1

BEFORE THE  
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

*CSX Corp. et al --- Control and Operating  
Leases/Agreements --- Conrail Inc. et al*



NOTICE BY CARGILL, INCORPORATED  
OF INTENT TO PARTICIPATE

Pursuant to Decision No. 6 in this proceeding (served May 30, 1997), 62 Fed Reg. 29387, Cargill, Incorporated hereby notifies the Applicants and the Board of its intention to participate in this proceeding as a party of record. This will also serve as a request to the Applicants that, pursuant to 49 C.F.R. §1180.4(c)(5)(v), they serve a copy of their primary application on the following, as representatives of Cargill, Incorporated:

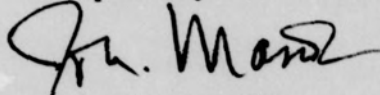
John K. Maser III  
Frederic L. Wood  
Karyn A. Booth  
Donelan, Cleary, Wood & Maser, P.C.  
1100 New York Avenue, N.W., Suite 750  
Washington, D.C. 20005-3934

Ronald E. Hunter  
Senior Attorney  
Cargill, Incorporated  
15407 McGinty Road West  
Wayzata, MN 55391-2399

This notice is also to request the Board to place Cargill, Incorporated and the above representatives on the list of all parties of record that will be prepared and issued under the provisions of 49 C.F.R. §1180.4(a)(4), as further amplified in Decision 6 at 4-5. In

accordance with 49 C.F.R. §1180.4(a)(2), Cargill, Incorporated selects the acronym "CARG-x" for identifying all documents and pleadings it submits in this proceeding.

Respectfully submitted,



John K. Maser III  
Frederic L. Wood  
Karyn A. Booth  
Donelan, Cleary, Wood & Maser, P.C.  
1100 New York Avenue, N.W., Suite 750  
Washington, D.C. 20005-3934  
Tel. (202) 371-9500

Attorneys for:  
Cargill, Incorporated

Dated: August 1, 1997  
Due Date: August 7, 1997

## CERTIFICATE OF SERVICE

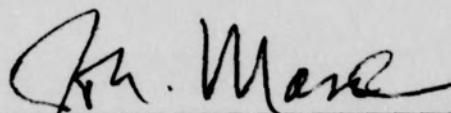
I hereby certify that I have this 1st day of August, 1997, served a copy of the foregoing notice upon the following persons, by telecopy and by first-class mail, postage prepaid, in accordance with the Board's Rules of Practice:

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

Richard A. Allen  
Zuckert, Scout & Rasenberger, LLP  
888 Seventh 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

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



---

John K. Maser III

STB

FD

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d.

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LAW OFFICES

**REA, CROSS & AUCHINCLOSS**

SUITE 420

1920 N STREET, N.W.

THOMAS M. AUCHINCLOSS, JR.

LEO C. FRANEY

JOHN D. HEFFNER

KEITH G. O'BRIEN

BRYCE REA, JR.

BRIAN L. TROIANO

ROBERT A. WIMBUSH

ENTERED  
Office of the Secretary

WASHINGTON, D. C. 20036

(202) 785-3700

FACSIMILE (202) 659-4934

AUG 04 1997

3 Panel  
Public Record



July 31, 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

NYCH - 1

**New York Cross Harbor Railroad Terminal Corporation:**

**Notice of Intent to Participate in Proceeding**

Dear Secretary Williams:

By this letter, the New York Cross Harbor Railroad Terminal Corporation ("NYCH") submits to the Surface Transportation Board notice of its intent to participate in the above-captioned proceeding. NYCH hereby requests that it be added to the Board's list of Parties of Record.

NYCH, a common carrier by railroad with rail facilities in New York (New York City) and New Jersey, has not yet determined the scope of its participation in this proceeding, but may, at the appropriate time and as circumstances warrant, issue comments, a request for protective conditions, or it may elect to submit a responsive application.

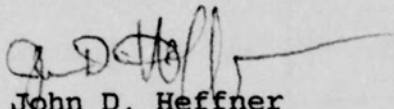
NYCH understands that, by virtue of this submission, it will be added to the appropriate service lists, and that the Board will furnish it with all relevant notices hereafter. Correspondence should be sent to NYCH's counsel as follows:

Vernon A. Williams  
July 31, 1997  
Page Two

John D. Heffner  
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 "J.D. Heffner", with a long horizontal flourish extending to the right.

John D. Heffner

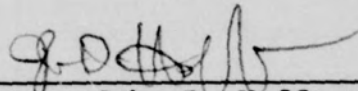
Counsel for New York Cross Harbor  
Railroad Terminal Corporation

cc: Robert Crawford



CERTIFICATE OF SERVICE

I hereby certify that I have this 31st day of July, 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.

  
\_\_\_\_\_  
John D. Heffner



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8-1-97

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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 J. HENDERSON  
KEITH G. O'BRYEN, Secretary  
BRYCE WEA, JR.  
BRIAN L. TROIANO  
ROBERT A. WILLIAMS

AUG 04 1997

3 Part of  
Public Record

July 31, 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

**FOPC - 1**

**Fort Orange Paper Company:  
Notice of Intent to Participate in Proceeding**

Dear Secretary Williams:

By this letter, the Fort Orange Paper Company ("FOPC") submits to the Surface Transportation Board notice of its intent to participate in the above-captioned proceeding. FOPC hereby requests that it be added to the Board's list of Parties of Record.

FOPC -- a Castleton-on-Hudson, New York-based rail shipper and manufacturer of paper products -- 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.

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

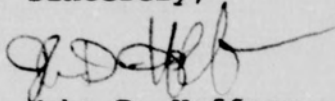
180922  
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Vernon A. Williams  
July 31, 1997  
Page Two

John D. Heffner  
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 "J.D. Heffner", with a long horizontal flourish extending to the right.

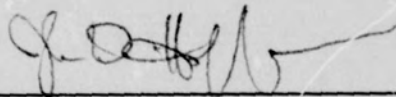
John D. Heffner

Counsel for the Fort Orange Paper  
Company

cc: John P. Hay, Jr.

CERTIFICATE OF SERVICE

I hereby certify that I have this 31st day of July, 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.



---

John D. Heffner

STB

FD

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8-1-97

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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. TROLANO

ROBERT A. WIMBUSH

ENTERED  
Office of the Secretary

AUG 04 1997

3 Part of  
Public Record



July 31, 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

**ESPA - 1**

**Empire State Passengers Association:  
Notice of Intent to Participate in Proceeding**

Dear Secretary Williams:

By this letter, the Empire State Passengers Association ("ESPA") submits to the Surface Transportation Board notice of its intent to participate in the above-captioned proceeding. ESPA hereby requests that it be added to the Board's list of Parties of Record.

ESPA, an advocacy group committed to enhancing and preserving passenger rail service in the State of New York, 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.

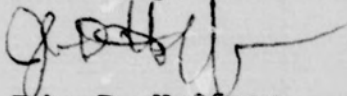
ESPA understands that, by virtue of this submission, it will be added to the appropriate service lists, and it requests that the Board will furnish it with all relevant notices hereafter. Correspondence should be sent to ESPA's counsel as follows:

Vernon A. Williams  
July 31, 1997  
Page Two

John D. Heffner  
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 "John D. Heffner", with a long horizontal flourish extending to the right.

John D. Heffner

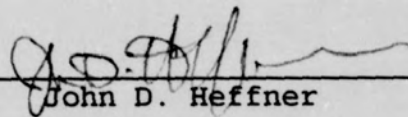
Counsel for the Empire State  
Passengers Association

cc: Frank Barry



CERTIFICATE OF SERVICE

I hereby certify that I have this 31st day of July, 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.

  
\_\_\_\_\_  
John D. Heffner

STB

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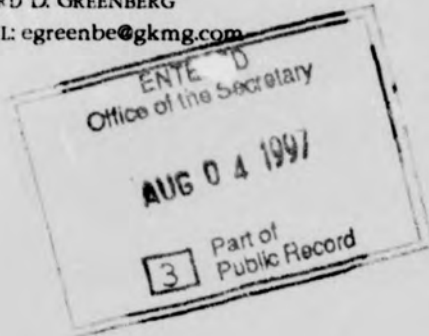
180920

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GALLAND, KHARASCH & GARFINKLE, P.C.  
ATTORNEYS AT LAW

EDWARD D. GREENBERG  
E-MAIL: egreenbe@gkmg.com



August 1, 1997

CANAL SQUARE  
1054 THIRTY-FIRST STREET, N.W.  
WASHINGTON, D.C. 20007-4492  
TELEPHONE: (202) 342-5200  
FACSIMILE: (202) 342-5219  
(202) 337-8787  
E-MAIL: gkmg@gkmg.com

ROBERT N. KHARASCH  
OF COUNSEL  
GEORGE F. GALLAND (1910-1985)  
WRITER'S DIRECT DIAL NUMBER  
(202) 342-5219

**VIA COURIER**

Mr. Vernon A. Williams, Secretary  
Office of the Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 711  
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--Transfer of Railroad Line by Norfolk Southern Railway Company to CSX Transportation, Inc. (Finance Docket No. 33388)

Dear Secretary Williams:

Enclosed please find an original and twenty-five (25) copies of the Notice of Appearance of The International Paper Company in the above-referenced docket.

Also enclosed is an additional copy of the filing to be date-stamped when filed and returned to us.

Should you have any questions concerning this, please do not hesitate to contact us.

Very truly yours,

Edward D. Greenberg

Enclosures

XIN JI YUAN-GKMG LAW OFFICE  
AFFILIATED FIRM  
SUITE A-1603, VANTONE NEW WORLD PLAZA  
NO. 2, FU CHENG MEN WAI AVENUE  
BEIJING 100037 PEOPLE'S REPUBLIC OF CHINA  
TEL: 011-86-10-6858 8501 FAX: 011-86-10-6858-8505  
E-MAIL: xjylaw@pku.edu.cn



**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 Railroad Line by Norfolk  
Southern Railway Company to CSX Transportation, Inc.**

**NOTICE OF APPEARANCE**

Please enter the appearance of the undersigned counsel on behalf of the The International Paper Company, which intends to participate and become a party of record in these proceedings. Please add the names of individuals listed below as separate entries to the service list, and make service of all future pleadings and other correspondence on both:

Charles E. McHugh  
Manager, Transportation Procurement  
The International Paper Company  
6400 Poplar Avenue  
Memphis, TN 38197

Edward D. Greenberg, Esq.  
Galland, Kharasch & Garfinkle, P.C.  
1054 - 31st Street, N.W.  
Washington, DC 10007

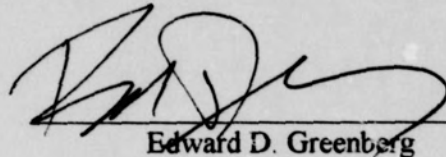
Respectfully submitted,

Edward D. Greenberg  
Galland, Kharasch & Garfinkle, P.C.  
1054 - 31st Street, N.W.  
Washington, DC 20007  
(202) 342-5200

Dated: August 1, 1997

## **CERTIFICATE OF SERVICE**

I certify that on this 1st day of August, 1997 I caused a copy of the foregoing Notice of Appearance to be served by first-class mail, postage prepaid, on Applicants' representatives, all parties of record and on the Honorable Jacob Levanthal, Federal Energy Regulatory Commission, 888 First Street, N.E., Suite 11F, Washington, D.C. 20426.



Edward D. Greenberg

STB

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33388

7-31-97

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180878

**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

1100 NEW YORK AVENUE, N.Y.  
WASHINGTON, D.C. 20005-3534

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

July 31, 1997

D

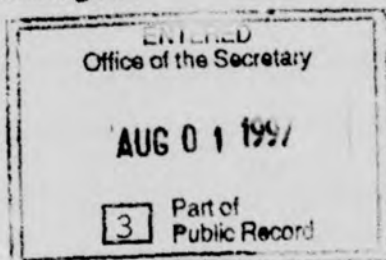
**Via Hand Delivery****The Honorable Vernon A. Williams  
Secretary****Case Control Unit****ATTN: STB Finance Docket No. 33388****Surface Transportation Board****1925 K Street, N.W.****Washington, D.C. 20423-0001**

**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:**

Please find enclosed for filing in the above-referenced proceeding an original and twenty-five (25) copies of the Notice of Intent to Participate, submitted to the Board on behalf of Erie-Niagara Rail Steering Committee. In accordance with 49 C.F.R. § 1180.4(a)(2), this party has selected the acronym "ENRS" and, accordingly, the enclosed document is identified as ENRS-1

In accordance with Decision No. 2 in this proceeding, copies of this document are being served upon Applicants' counsel and Administrative Law Judge Jacob Leventhal. Also, enclosed is a 3.5-inch diskette containing the text of this pleading in WordPerfect 7.0 format. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.



Sincerely yours,

**John K. Maser III  
Attorney for Erie-Niagara Rail Steering Committee**

**Enclosures  
4898-020**



BEFORE THE  
SURFACE TRANSPORTATION BOARD

---

Finance Docket No. 33388

*CSX Corp. et al --- Control and Operating  
Leases/Agreements --- Conrail Inc. et al.*

---



---

NOTICE BY ERIE-NIAGARA RAIL STEERING  
COMMITTEE OF INTENT TO PARTICIPATE

---

Pursuant to Decision No. 6 in this proceeding (served May 30, 1997), 62 Fed Reg. 29387, Erie-Niagara Rail Steering Committee hereby notifies the Applicants and the Board of its intention to participate in this proceeding as a party of record. The current members of the Erie-Niagara Rail Steering Committee are listed in Attachment A hereto. This will also serve as a request to the Applicants that, pursuant to 49 C.F.R. §1180.4(c)(5)(v), they serve a copy of their primary application on the following, as representatives of the Erie-Niagara Rail Steering Committee:

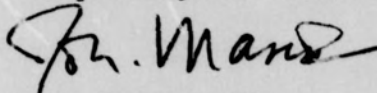
John K. Maser III  
Frederic L. Wood  
Karyn A. Booth  
Donelan, Cleary, Wood & Maser, P.C.  
1100 New York Avenue, N.W., Suite 750  
Washington, D.C. 20005-3934

Dr. Ronald W. Coan  
Executive Director  
Erie County Industrial Development Agency  
424 Main Street, Suite 300-Liberty Building  
Buffalo, NY 14202-3595

This notice is also to request the Board to place the Erie-Niagara Rail Steering Committee and the above representatives on the list of all parties of record that will be

prepared and issued under the provisions of 49 C.F.R. §1180.4(a)(4), as further amplified in Decision 6 at 4-5. In accordance with 49 C.F.R. §1180.4(a)(2), the Erie-Niagara Rail Steering Committee selects the acronym "ENRS-x" for identifying all documents and pleadings it submits in this proceeding.

Respectfully submitted,



John K. Maser III  
Frederic L. Wood  
Karyn A. Booth  
Donelan, Cleary, Wood & Maser, P.C.  
1100 New York Avenue, N.W., Suite 750  
Washington, D.C. 20005-3934  
Tel. (202) 371-9500

Attorneys for:  
Erie-Niagara Rail Steering Committee

Dated: July 31, 1997  
Due Date: August 7, 1997

**Attachment A**

**ERIE-NIAGARA RAIL STEERING COMMITTEE**

**Erie County Industrial Development Agency  
424 Main Street, Ste.300-Liberty Building  
Buffalo, NY 14202**

**County of Erie  
95 Franklin Street, Room 106  
Buffalo, NY 14202**

**County of Niagara  
3240 Beechwood Circle  
Niagara Falls, NY 14304**

**Niagara Business Alliance  
151 West Genesee Street  
Lockport, NY 14094**

**Greater Buffalo Partnership  
Main Place Tower, Suite 300  
Buffalo, NY 14202  
Niagara Mohawk Power Corporation  
300 Erie Boulevard, West  
Syracuse, NY 13202**

**New York State Electric & Gas  
Corporation  
Box 3287  
Ithaca, NY 14852**

**General Mills, Inc.  
54 South Michigan Avenue  
Buffalo, NY 14203**

## CERTIFICATE OF SERVICE

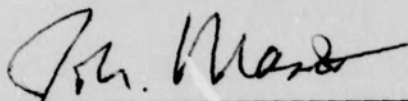
I hereby certify that I have this 31st day of July, 1997, served a copy of the foregoing notice upon the following persons, by telecopy and by first-class mail, postage prepaid, in accordance with the Board's Rules of Practice:

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

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

Richard A. Allen  
Zuckert, Scout & Rasenberger, LLP  
888 Seventh Street, N.W., Suite 600  
Washington, D.C. 20006-3939

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



---

John K. Maser III

STB

FD

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7-31-97

D

180868

347 Madison Avenue  
New York, NY 10017-3739  
212 340-3000

Donald N. Nelson  
President

180868



## Metro-North Railroad



July 30, 1997

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

RE: Finance Docket No. 33388

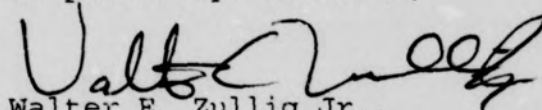
Ladies/Gentlemen:

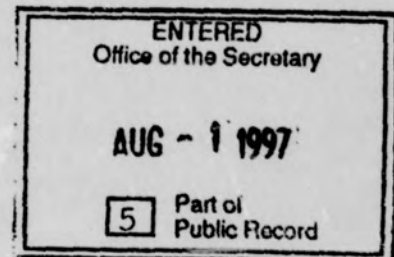
Transmitted for filing are the original and 25 copies of Metro-North Commuter Railroad Company's Notice of Intent to Participate in the above-captioned proceeding.

A Certificate of Service on the persons listed in the Board's Decision served July 23, 1997, is attached.

Please get in touch with me if anything further is required.

Respectfully submitted,

  
Walter E. Zullig Jr.,  
Special Counsel







## Metro-North Railroad

July 30, 1997

Surface Transportation Board  
Office of the Secretary  
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:

By this letter, Metro-North Commuter Railroad Company ("MNCR") submits notice to the Surface Transportation Board of its intent to participate in the above-captioned proceeding.

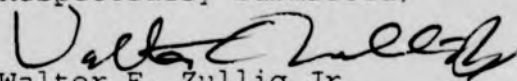
MNCR is a public benefit corporation of the State of New York which provides commuter railroad passenger transportation over several railroad lines which radiate out of Grand Central Terminal in New York City. Under the proposal submitted by CSX and Norfolk Southern ("NS") in the instant case, CSX will operate freight train service over portions of three of MNCR's lines. Likewise, NS will operate freight train service over a fourth line over which commuter railroad passenger service is operated by NJ Transit Rail Operations, Inc., under a service contract with MNCR.

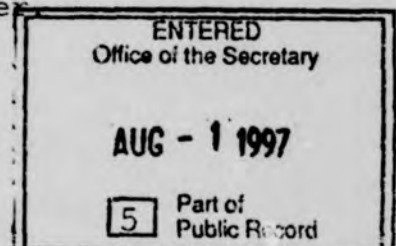
MNCR hereby requests that it be made a party to this proceeding, that it be added to the appropriate service lists, and that the Board furnish it with all relevant notices hereafter. Correspondence should be sent as follows:

Walter E. Zullig Jr., Esq., Special Counsel  
Metro-North Commuter Railroad Company  
347 Madison Avenue (19th Floor)  
New York, NY 10017

Thank you for your courtesy in this matter.

Respectfully submitted,

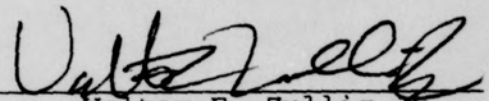
  
Walter E. Zullig Jr.  
Special Counsel





CERTIFICATE OF SERVICE

I hereby certify that I have this 30th day of July 1997 served a copy of the foregoing Notice of Intent to Participate on Administrative Law Judge Jacob Leventhal, Dennis G. Lyons, Esq., Richard A. Allen, Esq. and Paul A. Cunningham, Esq. by means of U. S. Mail, first class postage prepaid.

  
Walter E. Zullig Jr.

STB

FD

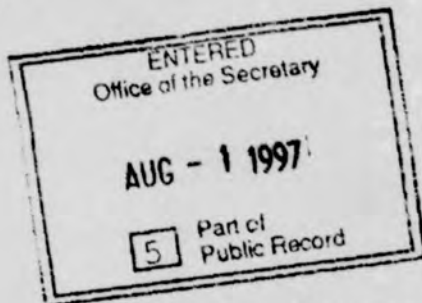
33388

7-31-97

D.

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BEFORE THE  
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388



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

D

**NOTICE OF INTENT TO PARTICIPATE**

Pursuant to the Board's Decision No. 6 served May 30, 1997, the Railway Labor Executives' Association and its affiliated organizations,<sup>1</sup> the Brotherhood of Maintenance of Way Employees and the International Brotherhood of Electrical Workers state their intention to participate in these proceedings through their counsel Highsaw, Mahoney & Clarke, P.C. For purposes of this proceeding, all of these organizations will participate in this case and they will be referred to collectively herein as the "Allied Rail Unions" or "ARU". Service of filings in this case on the ARU should be provided to William G. Mahoney, Richard S. Edelman and L. Pat Wynns as counsel for the ARU and to William A.

---

<sup>1</sup> The RLEA affiliated organizations are: American Train Dispatchers Department/BLE; Brotherhood of Locomotive Engineers; Brotherhood of Railroad Signalmen; Hotel Employees and Restaurant Employees International Union; International Brotherhood of Boilermakers, Iron Ship Builders, Blacksmiths, Forgers and Helpers; International Brotherhood of Firemen & Oilers; and Sheet Metal Workers; International Association.

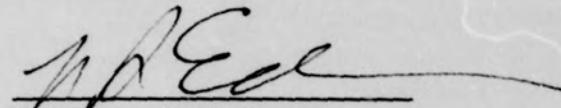
Bon and Donald F. Griffin for the Brotherhood of Maintenance of Way Employees.

Respectfully submitted,

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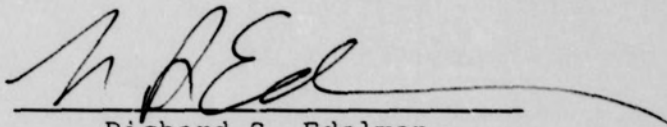
Counsel for Railway Labor  
Executives Association and its,  
affiliated organizations,  
Brotherhood of Maintenance of  
Way Employees, and Interna-  
tional Brotherhood of  
Electrical Workers

Dated: July 31, 1997

**CERTIFICATE OF SERVICE**

I hereby certify that I have caused to be served one copy of the foregoing Notice of Intent To Participate, by first-class mail, postage prepaid, to the offices of the parties on the attached list.

Dated at Washington, D.C. this 31<sup>st</sup> day of July, 1997.

  
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7-31-97

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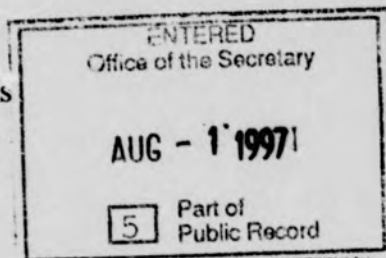
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July 31, 1997

**BY HAND**

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



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

Dear Secretary Williams:

The following are appearing in this proceeding on behalf of APL Limited.

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Vice President & General Counsel  
APL Land Transport Services  
1111 Broadway  
Oakland, CA 94607

Louis E. Gitomer  
Of Counsel  
Ball Janik, LLP  
Suite 225  
1455 F Street, N.W.  
Washington, D.C. 20005

Please add our names to the service list for receipt of all decisions of the Surface Transportation Board and the presiding Administrative Law Judge and for the service of all pleadings by all parties to these proceedings.

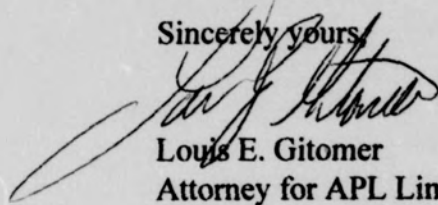
Honorable Vernon A. Williams

July 31, 1997

Page 2

Enclosed are an original and 25 copies of this letter, along with file apl.001 on a 3.5-inch floppy diskette formatted in Microsoft Word 6.0, which is convertible into WordPerfect 7.0. Please time and date stamp the extra copy of this letter and return it with our messenger. Thank you for your assistance.

Sincerely yours,

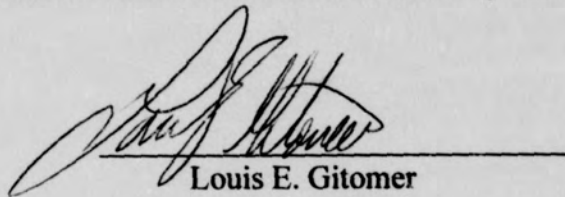


Louis E. Gitomer

Attorney for APL Limited

**CERTIFICATE OF SERVICE**

I hereby certify that I have this day served copies of this document upon each of applicants' representatives and the Honorable Jacob Leventhal by first class mail postage pre-paid.



Louis E. Gitomer

July 31, 1997

STB

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7-31-97

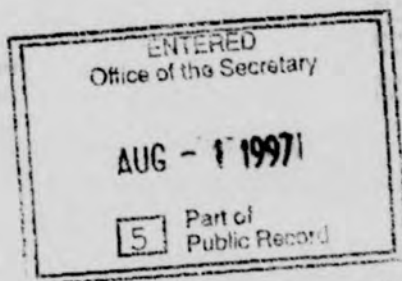
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# Vorys, Sater, Seymour and Pease

52 East Gay Street • Post Office Box 1008 • Columbus, Ohio 43216-1008 • Telephone (614) 464-6400 • Facsimile (614) 464-6350 • Telex 241348 • Cable VORYSATH



July 30, 1997

Writer's Direct Dial Number  
(614) 464-8318



## **VIA HAND-DELIVERY**

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

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

NOTICE OF INTENT TO PARTICIPATE  
OF FRATERNAL ORDER OF POLICE,  
NATIONAL LABOR COUNCIL, CONRAIL NO. 1

Dear Secretary Williams:

Please take notice that the Fraternal Order of Police, National Labor Council, Conrail No. 1 ("FOP-NLC-Conrail No. 1") intends to participate in the above-referenced proceedings before the Surface Transportation Board. The FOP-NLC-Conrail No. 1 is the duly authorized, designated, and recognized representative of the Conrail employees in the craft or class of Police Officers below the rank of Captain. See Consolidated Rail Corp., 16 NMB 377 (1989).

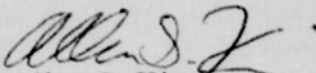
Additionally, Allen S. Kinzer of the law firm of Vorys, Sater, Seymour and Pease, 52 East Gay Street, P. O. Box 1008, Columbus, Ohio 43216-1008, and Stephen H. Brown of the law firm of Vorys, Sater, Seymour and Pease, 1828 L Street N.W., 11th Floor, Washington, D.C. 20036-5109, hereby enter

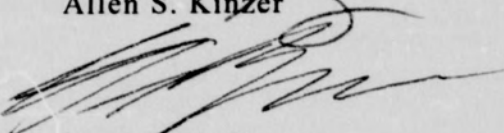


Secretary Vernon A. Williams  
July 30, 1997  
Page 2

their appearance as the representatives of the Fraternal Order of Police, National Labor Council, Conrail No. 1.

Respectfully submitted,

  
Allen S. Kinzer

  
Stephen H. Brown

ASK/SHB/mps

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

STB

FD

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7-30-97

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DOW-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

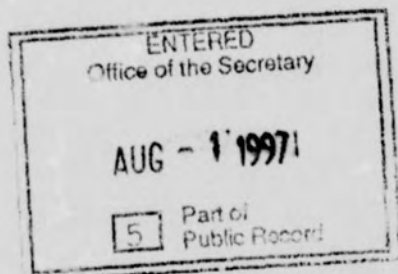
*(Handwritten mark resembling a large 'D' or a loop)*

**NOTICE OF APPEARANCE**

The Dow Chemical Company respectfully herewith enters its appearance as a party of record in STB Finance Docket No. 33388, the proposed acquisition of Conrail by CSX and Norfolk Southern railroads.

The Dow Chemical Company adopts the acronym "Dow" for identification of its pleadings in this proceeding.

Respectfully submitted,



*Nicole Harvey*

Nicole Harvey  
The Dow Chemical Company  
2020 Dow Center  
Midland, Michigan 48674  
(517) 636-5956

**CERTIFICATE OF SERVICE**

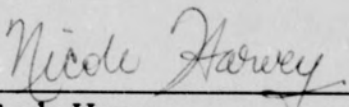
I hereby certify that a copy of the foregoing Notice of Appearance was served by first class mail, postage prepaid, on this 23rd day of July, 1997, upon:

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

Dennis G. Lyons, Esquire  
Arnold & Porter  
555 12<sup>th</sup> Street, NW  
Washington, DC 20004-1202

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

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

  
\_\_\_\_\_  
Nicole Harvey

STB

FD

33388

7-29-97

D

180831

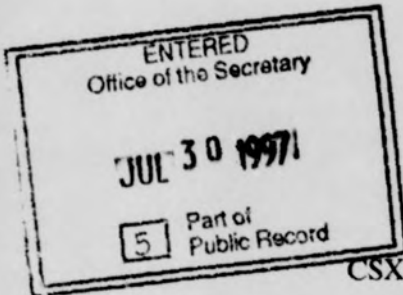
186831

ORIGINAL

PPL-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 PENNSYLVANIA POWER & LIGHT COMPANY

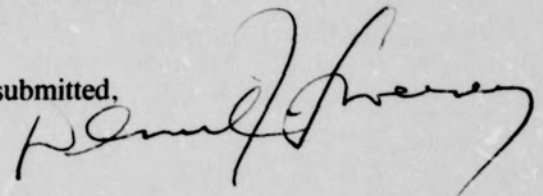
In accordance with the procedural schedule issued by the Board in its Decision No. 6 in this proceeding, Pennsylvania Power & Light Company ("PP&L") hereby notifies the Board and all known interested parties of its intent to participate in this proceeding as a party of record. This formal notice of intent to participate confirms but supersedes the notice of intent to participate (also designated PPL-1) filed May 1, 1997, prior to issuance of Decision No. 6.

It is requested that the following counsel for PP&L be added to the official service list being prepared by the Board:

Theresa M. Brennan  
Counsel  
Pennsylvania Power & Light Co.  
Two North Ninth Street  
Allentown, PA 18101-1179

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

Respectfully submitted,



Daniel J. Sweeney  
John M. Cutler, Jr.  
McCarthy, Sweeney & Harkaway, P.C.  
Suite 1105  
1750 Pennsylvania Avenue, N.W.  
Washington, D.C. 20006  
(202) 393-5710

Attorneys for Pennsylvania  
Power & Light Company

Dated: July 29, 1997



## CERTIFICATE OF SERVICE

I hereby certify that I have this 29<sup>th</sup> day of July, 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 matters, as indicated below. Copies have also been served by first-class mail on all known parties of record.

Richard A. Allen  
James A. Calderwood  
Zuckert, Scoutt &  
Rasenberger, LLP  
888 17<sup>th</sup> Street, N.W., #600  
Washington, D.C. 20006

Dennis G. Lyons  
Richard L. Rosen  
Arnold & Porter  
555 12<sup>th</sup> Street, N.W.  
Washington, D.C. 20004

Paul A. Cunningham  
Robert M. Jenkins, III  
Harkins Cunningham  
1300 19<sup>th</sup> Street, N.W., #600  
Washington, D.C. 20036

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

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

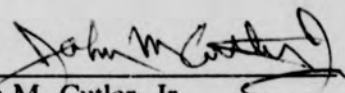
James L. Howe, III  
George A. Aspatore  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510

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, D.C. 20036

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

  
John M. Cutler, Jr.

STB

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**HOGAN & HARTSON**  
**L.L.P.**

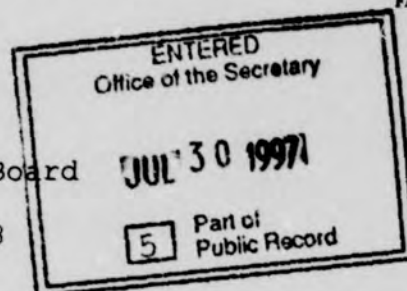
**GEORGE W. MAYO, JR.**  
PARTNER  
DIRECT DIAL (202) 637-5679

July 29, 1997

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

BY HAND DELIVERY

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



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

Dear Secretary Williams:

Enclosed for filing in the above-referenced docket are an original and twenty-five copies of Canadian Pacific Parties' 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.,  
and Soo Line Corp.

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'  
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., and  
Soo Line Corp.

July 29, 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

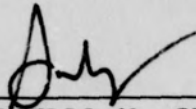
Canadian Pacific Railway Company, Delaware and Hudson Railway Company Inc., and Soo Line Corp. (collectively "Canadian Pacific Parties" or "CP") hereby provide notice of their intent to participate as active parties in this proceeding. Please include the following individuals in the official Service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

July 29, 1997



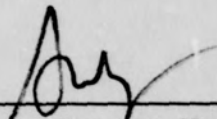
CERTIFICATE OF SERVICE

I hereby certify that on this 29th day of July, 1997, I served by the means indicated below a copy of the foregoing Canadian Parties' 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

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ANGUS S. KING, JR.  
GOVERNOR

STATE OF MAINE  
DEPARTMENT OF TRANSPORTATION  
16 STATE HOUSE STATION  
AUGUSTA, MAINE  
04333-0016



LEGAL SERVICES Tel: (207)287-2682 Fax: (207)287-6738  
MDOT TDD Tel: (207)287-3392

**VIA FEDERAL EXPRESS**

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

July 25, 1997

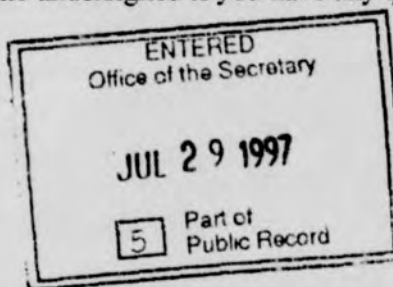


**RE: Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc.,  
Norfolk Southern Corporation and Norfolk Southern Railway Company --  
Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated  
Rail Corporation -- Transfer of Railroad Line by Norfolk Southern Railway  
Company to CSX Transportation, Inc.**

Dear Secretary Williams:

Enclosed you will find an original and 25 copies of the Notice of Appearance of the State of Maine Department of Transportation. Also enclosed is a 3.5 inch diskette containing the filing in WordPerfect 6.0 and 7.0.

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



Very truly yours,

*Elaine L. Clark*

Elaine L. Clark  
Attorney

ELC/pjv  
Encs.

cc w/encs.: Honorable Angus S. King, Jr., Governor  
John G. Melrose, Commissioner, MDOT  
Robert D. Elder, Director, Office of Freight Transportation, MDOT  
Honorable Jacob Leventhal, ALJ, FERC  
All Parties on Certificate of Service  
All Addresses in STB Decision, STB Finance Docket No. 33388  
Service Date - May 30, 1997



PRINTED ON RECYCLED PAPER



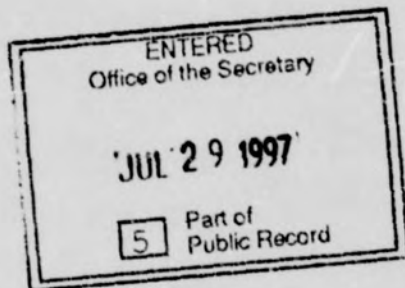
**BEFORE THE  
SURFACE TRANSPORTATION BOARD**



**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 APPEARANCE OF  
STATE OF MAINE DEPARTMENT OF TRANSPORTATION**



**Thomas G. Reeves  
Chief Counsel  
State of Maine  
Department of Transportation  
16 State House Station  
Augusta, Maine 04333-0016  
(207) 287-2681**

**Elaine L. Clark  
Attorney  
State of Maine  
Department of Transportation  
16 State House Station  
Augusta, Maine 04333-0016  
(207) 287-2681**

**Dated: July 25, 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.**

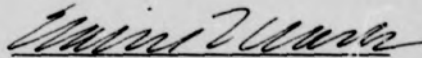
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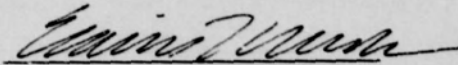
**NOTICE OF APPEARANCE OF  
STATE OF MAINE DEPARTMENT OF TRANSPORTATION**

---

Please enter the appearance in this proceeding of the below-named attorneys on behalf of the State of Maine Department of Transportation (the "Department"). The Department is a political subdivision of the State of Maine. The Department intends to participate in this proceeding as a party of record. Accordingly, please place the named attorneys, at the addresses provided, on the service list to receive one copy of all pleadings and decisions in this proceeding.

Respectfully submitted,

 *Acting Chief  
Counsel, for*  
Thomas G. Reeves  
Chief Counsel  
State of Maine  
Department of Transportation  
16 State House Station  
Augusta, Maine 04333-0016  
(207) 287-2681



Elaine L. Clark

Attorney

State of Maine

Department of Transportation

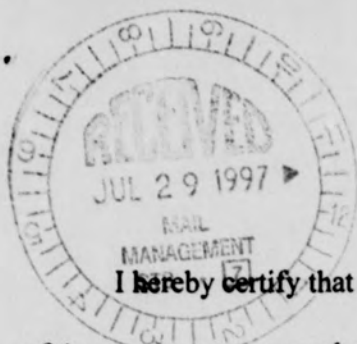
16 State House Station

Augusta, Maine 04333-0016

Dated: July 25, 1997

oft/appear.lwp





**CERTIFICATE OF SERVICE**



I hereby certify that on this 25 day of JULY, 1997, a copy of the foregoing Notice of Appearance was served upon the following people by first class mail, postage prepaid.

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

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

Donald G. Avery  
Slover & Loftus  
1224 Seventeenth Street, N.W.  
Washington, D.C. 20036-3003

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

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

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

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

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

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

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

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

Honorable Richard Burr  
U.S. House of Representatives  
Washington, D.C. 20515-3305

A. Scott Cauger  
Niagara Mohawk Power Corp.  
300 Erie Blvd West  
Syracuse, NY 134202

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

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

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

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

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

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

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

Jean M. Cunningham  
Slover & Loftus  
1224 Seventeenth Street, N.W.  
Washington, DC 20036

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

Hon. Alfonse D'Amato  
United States Senate  
111 W. Huron Street, Room 620  
Buffalo, NY 14202

William Dickerson  
U.S. Environmental Protection Agency  
401 M Street, S.W.  
Washington, DC 20460

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

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

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

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

John K. Dunleavy  
Assistant Attorney General  
133 State Street, State Administration Building  
Montpelier, VT 05633-5001

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

Richard S. Edelman  
Higginson Mahoney Clarke  
1050 Seventeenth Street, N.W., Suite 210  
Washington, D.C. 20036

Robert Edwards  
Eastern Transport and Logistics  
1109 Lanette Drive  
Cincinnati, OH 45230

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

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

Carl Feller  
Dekalb Agra Inc.  
P.O. Box 127  
4743 County Road 28  
Waterloo, IN 46793-0127  
Nathan R. Fenno  
Delaware Otsego Corporation  
1 Railroad Avenue  
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7-29-97

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180826

180826

THOMPSON  
HINE & FLORY LLP

Attorneys at Law

July 29, 1997

**VIA HAND DELIVERY**

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1920 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 Bay State Milling Company ("BSMC-1"). Also enclosed is a 3.5-inch disk containing the text of this pleading in WordPerfect 6.1 format.

Copies of BSMC-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 BSMC-1 and return it to the messenger for our files.

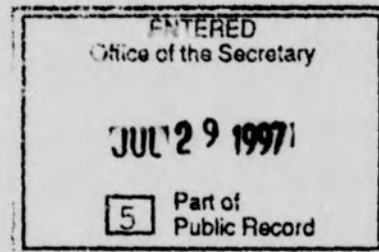
Very truly yours,

Peter A. Greene

PAG:aas

cc: The Hon. Jacob Leventhal  
Counsel for Applicants

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



BSMC-1

BEFORE THE  
SURFACE TRANSPORTATION BOARD

\_\_\_\_\_  
Finance Docket No. 33388  
\_\_\_\_\_



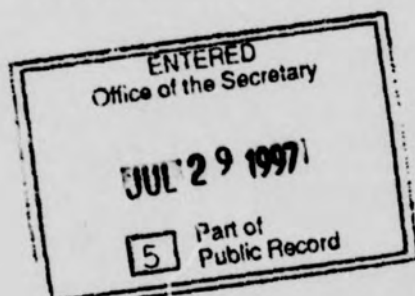
CSX CORPORATION AND CSX TRANSPORTATION, INC.,  
NORFOLK SOUTHERN CORPORATION  
AND NORFOLK SOUTHERN RAILWAY COMPANY  
—CONTROL AND OPERATING LEASES/AGREEMENTS—  
CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION

\_\_\_\_\_  
**NOTICE OF INTENT TO PARTICIPATE  
ON BEHALF OF  
BAY STATE MILLING COMPANY**

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

Bay State Milling Company  
100 Congress Street  
Quincy, Massachusetts 02169

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.



BAY STATE MILLING COMPANY

By: \_\_\_\_\_

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

Dated: July 29, 1997

Its Attorneys

### **CERTIFICATE OF SERVICE**

I hereby certify that on the 29<sup>th</sup> day of July, 1997 a copy of the foregoing Notice of Intent to Participate on Behalf of Bay State Milling Company was served via first class mail, postage prepaid on the following:

The Hon. Jacob Leventhal  
Administrative Law Judge  
Federal Energy Regulatory Commission  
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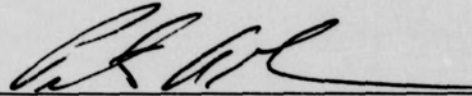
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A handwritten signature in black ink, appearing to read 'Peter A. Greene', is written over a horizontal line.

Peter A. Greene



STB

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180825

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Before The  
SURFACE TRANSPORTATION BOARD  
Washington, D.C.

Finance Docket No. 33388



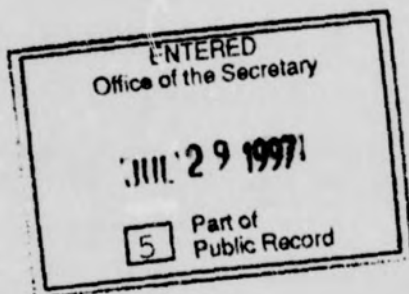
CSX Corporation and CSX Transportation Inc.,  
Norfolk Southern Corporation and  
Norfolk Southern Railway Company  
--Control and Operating Leases / Agreements--  
Conrail Inc. and Consolidated Rail Corporation

**NOTICE OF INTENT TO PARTICIPATE**

Eastman Chemical Company hereby gives notice that it intends to actively participate as a party of record (POR) in the proceeding instituted in Docket No. 33388, decision effective May 20, 1997. An original and 25 copies of this Notice is being sent to the Office of the Secretary, together with a 3.5 inch diskette formatted so that it can be connected into WordPerfect 7.0.

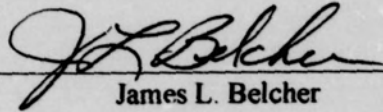
Respectfully Submitted,

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Senior Logistics Representative  
Eastman Chemical Company  
200 South Wilcox Drive  
P. O. Box 431  
Kingsport, TN 37662  
(423) 229-4337



Certificate of Service

I hereby certify that I have this 17<sup>th</sup> day of July 1997 caused to be mailed upon all parties a copy of the foregoing Notice of Intent to Participate by first-class mail, postage prepaid.

  
James L. Belcher

STB

FD

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7-28-97

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180818

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July 28, 1997

**BY HAND DELIVERY**

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



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

Dear Secretary Williams:

Enclosed please find CSX/NS-31, the Response of Applicants CSX Corporation, CSX Transportation, Inc., Norfolk Southern Corporation, Norfolk Southern Railway Company, To Petition of Allied Rail Unions for Declaratory Order Regarding Existing Acquisition of Control of Conrail by NS and CSX, in the above-referenced docket.

Accompanying this letter are an original and twenty-five copies of the Submission, as well as a formatted diskette in WordPerfect 6.1.

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

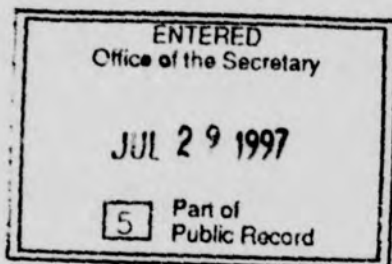
Kindly date stamp the enclosed two additional copies of this letter at the time of filing and return them to our messenger.

Respectfully yours,

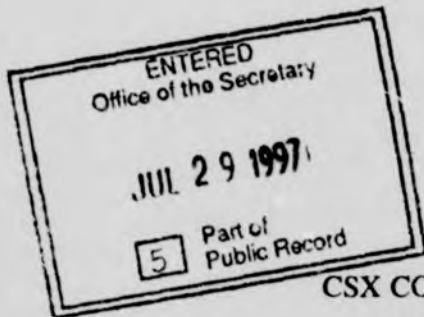
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By: 

Dennis G. Lyons  
Counsel for CSX Corporation and  
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Enclosures  
cc: Service List



BEFORE THE  
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

180818  
CSX/NS-31



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

RESPONSE OF APPLICANTS CSX CORPORATION,  
CSX TRANSPORTATION, INC., NORFOLK SOUTHERN  
CORPORATION, NORFOLK SOUTHERN RAILWAY COMPANY,  
TO PETITION OF ALLIED RAIL UNIONS FOR  
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July 28, 1997

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BEFORE THE  
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

**RESPONSE OF APPLICANTS CSX CORPORATION,  
CSX TRANSPORTATION, INC., NORFOLK SOUTHERN  
CORPORATION, NORFOLK SOUTHERN RAILWAY COMPANY,  
TO PETITION OF ALLIED RAIL UNIONS FOR  
DECLARATORY ORDER REGARDING EXISTING  
ACQUISITION OF CONTROL OF CONRAIL BY NS AND CSX**

**I. INTRODUCTION AND SUMMARY**

The Petition filed by the Allied Rail Unions ("ARU") asks the Board to declare that NS and CSX are currently in control of Conrail, and to order divestiture or impose labor protective benefits immediately.<sup>1</sup> It is cast in form as an attack on the Voting Trust Agreement employed in this case in connection with the joint Tender Offer and cash-out merger employed by NS and CSX. But in reality it is an attack on the Board's long-established regulations providing for voting trusts. The basic objection raised by the Petition is that the directors of the target company, even though they are its historic directors, independently

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<sup>1</sup> We refer to Norfolk Southern Corporation as "NSC," to its rail subsidiary Norfolk Southern Railroad Company as "NSR," and to them collectively as "NS"; to CSX Corporation as "CSXC," to its railroad subsidiary, CSX Transportation, Inc., as "CSXT," and to them collectively as "CSX"; and to Conrail Inc. as "Conrail Inc.," to its railroad subsidiary Consolidated Rail Corporation as "CRC," and to them collectively as "Conrail." CRR Holdings LLC, a limited liability company jointly owned by CSXC and NSC will be referred to as "CRR Holdings" and its subsidiary Green Acquisition Corp. (originally a subsidiary of CSXC) as "Tender Sub."

elected by its stockholders prior to the acquisition, owe loyalty to the acquiring company as a shareholder; and that accordingly they are subservient to the wishes of the directors of the acquiring company or companies. This is claimed to be the case despite what the voting trust agreement and the law and its interpretation by the Board and its predecessor say. This charge could be made in every case where a voting trust is used under the STB's regulations. Indeed, at points in the Petition, the mask that this case is different is dropped and Petitioners make it plain that they are attacking the general institution and use of voting trusts before the STB and want the Board to change its long-established regulations and policies.<sup>2</sup>

## II. STATEMENT OF FACTS

**The Genesis of the Present Voting Trust Agreement.** -- The voting trust complained of by ARU is an "Amended and Restated Voting Trust Agreement, dated as of April 8, 1997" (found at CSX/NS-25, Vol. 8A, at 323 *et seq.*) (the "Voting Trust Agreement"), to which CSXC, NSC, CRR Holdings, Tender Sub and Deposit Guaranty National Bank are parties. It was the last of a series of five voting trust agreements (two of them in two alternative forms) submitted to the Board's staff for informal, nonbinding opinions under Section 1013.3 of the Board's regulations. It received a favorable opinion from the Secretary of the Board by letter dated May 8, 1997.

During the period when CSX and NS were contesting the acquisition of Conrail, CSX and NS separately submitted predecessor voting trust agreements to the STB staff for an informal opinion. Each of these received the informal

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<sup>2</sup> See Part V, pp. 17-18, below. There are some specific issues raised at the end of the Petition as to the present Voting Trust and other agreements specific to this case. We reply to these in Part VI.

opinion of the Board's staff that the voting trust agreements would effectively insulate the settlor (CSX or NS) from a violation of Subtitle IV of Title 49 of the United States Code that would result if the settlor were to acquire, without authorization, a sufficient interest in the carrier subsidiaries of Conrail Inc. to result in control of those carriers.

On October 23, 1996, CSX submitted a voting trust agreement, dated as of October 15, 1996, among CSXC, Tender Sub and Deposit Guaranty National Bank. This was the subject of a favorable opinion by the Secretary dated November 6, 1996 and was used for the acquisition of the first 19.9% of the stock acquired by CSX's subsidiary, Tender Sub, in December 1996. On December 27, CSX submitted an amended and restated voting trust agreement, dated as of December 18, 1996, which received a favorable opinion of the Secretary dated January 8, 1997.

On October 25, 1996, NS submitted a proposed voting trust agreement among NSC, Atlantic Acquisition Corporation ("AAC") and First National Bank. Neither this voting trust nor the alternative proposed voting trust agreement which NS submitted on November 6, 1996 were ever used, although both received favorable opinions from the Secretary. On January 31, 1997, NS submitted two alternative forms (VTA-3 and VTA-4) of voting trust agreements. Both received a favorable opinion of the Secretary dated February 14, 1997, and one of them, VTA-3, was put into effect. See CSX/NS-25, Volume 8A at 297, et seq. This was later amended and restated in a voting trust agreement dated as of

February 18, 1997, under which NS acquired 9.9% of the Conrail Inc. stock.<sup>3</sup>  
See CSX/NS-25, Volume 8A at 310, *et seq.*

As is well known, in March and April 1997 CSX, NS and Conrail resolved their differences and agreed to the transaction now before the Board. The current Voting Trust Agreement was developed as part of that process; it was a markup of the original CSX voting trust agreement and of the proposed amended CSX voting trust agreement which had been submitted to the Staff in December 1996 and had been the subject of a favorable opinion in January 1997. Like the December 1996 version, it contemplated not simply a tender offer but a "cash-out" merger so that, pending Board consideration of the parties' Application to exercise control, 100% of the stock of Conrail Inc. would be in the Voting Trust.<sup>4</sup> Changes were made in the earlier (December 1996) version to recognize the facts that it was to be a joint voting trust; that the stock originally deposited in NS's voting trust would be transferred to it; and that the 19.9% of Conrail's stock previously acquired and placed in the voting trust would remain in it.

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<sup>3</sup> The NS voting trusts had some special features designed to deal with the fact that NS' bid for Conrail stock has not been approved by the directors of Conrail and thus was a so-called "hostile" bid. These features prompted CSX and Conrail to suggest to the Board's staff that the NS voting trusts did not comport with the Board's regulations and did not provide for adequate independence. The Board's staff uniformly rejected these contentions. These features are not present in the current Voting Trust Agreement.

<sup>4</sup> The "merger" referred to in the Voting Trust Agreement is not what might be colloquially referred to as a "merger," that is, the physical integration of the operations of Conrail, partly with those of CSX and partly with those of NS. Rather it is the technical "merger" of a shell corporation into Conrail Inc., employed simply to "top-off" the acquisition of the last percentage of outstanding Conrail Inc. shares. The corporate governance of Conrail Inc., and of its subsidiary, CRC (which has a similar board of directors to that of Conrail Inc.), is under the control of its board of directors. Pennsylvania Business Corp. Law, 15 Pa. C.S.A. § 1721.

The current Voting Trust Agreement is not much of an original literary composition. Both it and the earlier versions submitted in 1996 were strongly derivative from voting trust agreements used by Union Pacific in its abortive effort to acquire Santa Fe at the time of the BN/SF transaction and in the UP/SP transaction.

The UP voting trusts in the Santa Fe and SP situations, in their turn, were descended from a series of voting trusts used by parties in rail mergers and other ICC regulated transactions throughout the years following the adoption of the Board's predecessor's voting trust regulations in Part 1013, title 49 C.F.R., on October 17, 1979.<sup>5</sup> The text of those regulations has remained unchanged since their original adoption; in drafting voting trust agreements, parties have generally followed the practice of using as models variations of recent voting trust agreements that have been the subject of favorable informal review by the staff of the Board or its predecessor, the Interstate Commerce Commission. That is certainly the case as to the Voting Trust Agreement under attack by the ARU Petition; it was a descendant both forms used in prior transactions and of those reviewed by the staff earlier in the "battle for Conrail."

**The Present Situation.** -- At the present time 100% of the stock of Conrail Inc. is in the Voting Trust. The present Voting Trust contemplated this.<sup>6</sup>

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<sup>5</sup> Indeed, the use of voting trusts in ICC-regulated transactions, and their acceptance by the ICC, anteceded the ICC's 1979 adoption of formal regulations. See *Illinois Central R. Co. v. United States*, 263 F. Supp. 421 (E.D. Ill. 1966), *aff'd*, 385 U.S. 457 (1967); *B.F. Goodrich Co. v. Northwest Industries*, 303 F. Supp. 53, 58-61 (D. Del. 1969), *aff'd*, 424 F.2d 1349 (3d Cir.), *cert. denied*, 400 U.S. 822 (1970).

<sup>6</sup> After the first CSX voting trust and the first version of the NS voting trust agreement, all the forms of voting trust agreements submitted by the parties contemplated that approval processes before the Board might take place, at least in part, following the acquisition of 100% of the stock of Conrail Inc. by the bidder and its deposit in the Voting Trust.



The voting stock structure in which the Conrail Inc. stock is currently held is well described in the Board's Decision No. 12, at 3. As there reflected, the Joint CSX/NS Tender Offer was consummated on May 23, 1997, with the result that over 90% of the Conrail stock was held in the Voting Trust. The entity making the Tender Offer was Tender Sub. On June 2, 1997, the remaining Conrail Inc. stock was acquired through a "cash-out" merger of a newly created subsidiary without significant assets, Green Merger Corp., into Conrail Inc. As a result of this merger, all of the remaining publicly held stock of Conrail Inc. was changed into cash in the amount of \$115 per share, and Tender Sub became the owner of all of the outstanding stock of Conrail Inc. (100 new shares). Tender Sub was, and is, a direct wholly owned subsidiary of CRR Holdings; CRR Holdings is jointly owned by CSXC and NSC on a 50-50 basis as far as control is concerned and a 42-58 basis in terms of equity interest. All of the new shares of Conrail Inc. were put in the Voting Trust, as contemplated by its terms. Accordingly, while Tender Sub is the "beneficial" owner of 100% of the stock of Conrail Inc., it does not have stock certificates and cannot vote the stock; the Trustee, Deposit Guaranty National Bank, is the holder of record of the Conrail Inc. stock, has the stock certificates, and has the power to vote the stock as prescribed by the Voting Trust; and all Tender Sub has to show for its ownership is a voting trust certificate.

Neither the Tender Offer nor the cash-out merger changed the corporate governance structure of Conrail Inc. or its railroad subsidiary, CRC. The last election of the Board of Directors of Conrail Inc. took place on May 15, 1996, when a class of four directors, Claude S. Brinegar, Daniel B. Burke, Roger S. Hillas and E. Bradley Jones, was elected, with their three-year terms expiring in 1999. Continuing in office (having been elected in 1994 and 1995),



following the 1996 election were directors H. Furlong Baldwin, David M. LeVan, David H. Swanson, Kathleen Foley Feldstein, David B. Lewis, John C. Marous, Raymond T. Schuler and Gail J. McGovern.<sup>7</sup>

**The Present Voting Trust Agreement.** -- The present Voting Trust Agreement fully complies with the Board's regulations set forth at 49 C.F.R. Part 1013. With the exception of a few matters on which the Agreement itself provides specific voting instructions, the Agreement places stock voting decisions in the hands of people not connected with CSX or NS. Now that there are no public stockholders, the trustee is to vote the stock "in accordance with the instructions of a majority of the persons who are currently [April 8, 1997] the directors of the Company [Conrail Inc.] and their nominees as successors and who shall then be directors of the Company." (§ 4, CSX/NS-25, Vol. 8A at 328-29.) Of course, the directors of Conrail Inc. had been elected prior to the battle for Conrail -- over the course of three years -- by the public shareholders or by the directors so elected.

As just noted, like voting trusts in prior cases, the Voting Trust Agreement gives the Trustee specific stock voting instructions on a few matters, all of which involve the acquisition of stock ownership and implementation of the transaction and do not involve the day-to-day operations of Conrail. Most of these matters, moreover, are either now ancient history or matters which may not be faced until the middle of 1998. See § 4, CSX/NS-25, Vol. 8A at 328-29. The Trustee is directed to vote in favor of the "merger" (*id.* at 328); but that was

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<sup>7</sup> Ms. McGovern was elected to the Board in July 1996 to replace a director who resigned. Conrail Inc. historically had a "staggered board" of 12 directors in three classes of four each. Biographical information about these directors is contained in Appendix A hereto, taken from SEC filings. These directors also serve as directors of CRC. The board of Conrail Inc. now has one-year non-staggered terms (see Appendix B) but as developed in the text, since the board is, under the Voting Trust Agreement, self-perpetuating, this is immaterial.

simply the cash-out merger, and that merger has already been accomplished. The Trustee is directed to vote in favor of any action necessary to the acquisition of stock ownership (as contrasted to control) of Conrail Inc. by CSX, NS, Tender Sub, and CRR Holdings (*id.*), but the acquisition of the stock by them (in the Voting Trust) has already occurred. Conrail independently has taken all necessary corporate action on the part of Conrail to authorize the preparation and filing of the Application for the acquisition of control. *See* CSX/NS-18, Vol. 1, at 110-11, 117-18. The Trustee is given instructions as to who to vote for in the case of an "election contest" under the SEC rules (CSX/NS-25, Vol. 8A at 328), but there can be no further election contests since the only stockholder entitled to vote is the Trustee. The Trustee is to vote in favor of a disposition of the Conrail Inc. stock if requested by Tender Sub or if ordered by the STB on divestiture (*id.* at 329), but obviously those actions would negate any possibility of control, not cause control. The Trustee is also directed not to vote in favor of actions violating the merger agreement or the transaction agreement to which Conrail Inc. is a party (*id.* at 329); we discuss that provision in Part VI, below.

Those actions are all either: (1) moot given the occurrence of the "cash-out" merger; (2) relate to possible future events (like the possibility of divestiture); or (3) simply require Conrail Inc. to observe its agreements. On all other matters coming before the stockholders, the Trustee is to vote in accordance with the instructions of a majority of the historic directors of Conrail Inc. or their nominees as successors who at the time in question are directors of Conrail Inc.

Thus, the directors of Conrail Inc., chosen by the stockholders in 1994, 1995 and 1996, long before the battle for control of Conrail took place, exercise their authority in two ways: *first*, under corporate law, they are responsible for the management of Conrail Inc.; *second*, by interaction with the terms of the

Voting Trust, they, in effect, direct the voting of the stock of Conrail Inc. to the same extent as if they were its stockholders. They may perpetuate themselves in office; may choose their successors (who will then acquire the same powers) if they wish to retire from the Board; and, with a very few exceptions, may take any other actions which the shareholders might take. Of course, they may not take any actions which would result in electing officers, nominees, directors or representatives of CSX, NS, or CRR Holdings as officers or directors of Conrail Inc. or CRC. (§ 5, CSX/NS-25, Vol. 8A at 330.) In addition, of course, the Conrail Inc. directors are subject to law, and Federal law prohibits the exercise of control over Conrail Inc. and its carrier subsidiary CRC by CSX or NS unless and until this Board authorizes control. And this Board's predecessor has made it plain that the prohibitions on exercising control prematurely are also prohibitions on submitting to, or cooperating with, unauthorized control. See Santa Fe Southern Pacific Corp. -- Control -- Southern Pacific Transp. Co., F.D. 30400, served Feb. 27, 1987, at 2 (hereinafter, 1987 SF/SP Order).

### **III. THE ATTACK ON THE CSX/NS USE OF VOTING TRUST IS REALLY AN ATTACK ON THE BOARD'S VOTING TRUST REGULATIONS AND THE STANDARD PRACTICE UNDER THEM**

The crux of the Petition's attack is that CSX and NS now own, through their subsidiary CRR Holdings, 100% of the stock of Conrail Inc. That ownership, ARU argues, gives CSX and NS control over Conrail Inc. because the directors and officers of CRR Holdings are also directors and officers of CSX and NS and because the trustee under the voting trust "has a fiduciary obligation to vote the [Conrail Inc.] stock in the best interests of [Conrail Inc.'s] shareholders." (Pet at 7-8.)

ARU's argument is really an attack on the basic concept of voting trusts and, if accepted, would never permit one railroad (or railroad holding company) to acquire ownership of another railroad's (or railroad holding company's) stock pending regulatory approval by use of a voting trust. In all previous cases involving voting trusts, the acquiring carrier or carriers have owned some or all of the stock of the acquired carrier pending regulatory approval, either directly or through a subsidiary, and the voting trustee has operated under a general obligation to act in the interest of the owners of the voting trust stock. Indeed, at one point ARU candidly acknowledges that its position is that "[a] voting trust is inherently inadequate as protection against the unauthorized exercise of control of a carrier." (Pet. at 13.)

ARU's basic argument has been consistently rejected by the Board, the ICC and the courts. As the ICC said in the BN/Santa Fe case "the Commission and the courts have long recognized that the use of an independent voting trust is an acceptable means of acquiring securities of publicly held carriers prior to Commission approval of control under 49 U.S.C. § 11343. . . ." Finance Docket No. 32619, Union Pacific Corporation, et al. -- Request for Informal Opinion -- Voting Trust Agreement ("1995 UP Voting Trust Decision"), 1995 ICC LEXIS 1, served January 6, 1995, at \*9-\*10.<sup>8</sup> See also, Reliance Group Holdings, Inc., Petition for Declaratory Order, 366 I.C.C. 446, 453 (1982) ("We have recognized the independent voting trust, when properly used, to be an appropriate mechanism for acquiring control of publicly held regulated carriers while at the same time avoiding violation of section 11343."); Water Transp.

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<sup>8</sup> The Commission was discussing a December 20, 1994 Commission decision in the same proceeding which cited B.F. Goodrich Co. v. Northwest Industries, Inc., 303 F. Supp. 53 (D. Del. 1969), aff'd on other grounds, 424 F.2d 1349 (3d Cir. 1970), cert. denied, 400 U.S. 822 (1971); Water Transport Ass'n v. ICC, 715 F.2d 581 (D.C. Cir. 1982), cert. denied, 465 U.S. 1006 (1984).



Ass'n -- Petition for Declaratory Order -- American Commercial Lines Voting Trust, 367 I.C.C. 559, 567-58 (1983), aff'd, Water Transp. Assoc'n v. Interstate Commerce Commission, 715 F.2d 581 (D.C. Cir. 1983) ("Water Transport") (an independent voting trust can insulate a carrier from an unlawful control violation under the Panama Canal Act, then Section 11341, in the same way that it can insulate a carrier from an unlawful control violation under then Section 11343); Union Pacific R. Co. v. Santa Fe Industries, Inc., D.D.C., C.A. No. 83-3671, Dec. 13, 1983 (court may not grant injunctive relief under Section 16 of the Clayton Act where voting trust under ICC regulations was employed); Illinois Central R. Co. v. United States, 263 F. Supp. 421 (N.D. Ill. 1966), aff'd, 385 U.S. 457 (1967).

The current situation and the current Voting Trust Agreement do not differ in any material respect from previous cases. The only difference between the Conrail acquisition and past rail acquisitions is that here there are two separate acquiring enterprises, CSX and NS, so it was necessary to establish a company (CRR Holdings) which was jointly owned by them to serve as the parent of the acquisition vehicle and, following Board authorization, to exercise control over the continuing Conrail.

The fact that the directors and officers of CRR Holdings are also directors and officers of NS and CSX is completely immaterial to the question of control of Conrail Inc. As a jointly owned company, it was appropriate to have its board of directors and its officers composed of representatives of both CSX and NS. When a single acquiror uses a special acquisition corporation to effect a tender offer or similar corporate transaction, the practice is to have its directors and officers chosen from the director and officer ranks of the parent company. The difference between having, say, the directors and officers of UP Acquisition

Corporation come from UP itself in UP/SP and the arrangements here where the two of CSX and NS provide the directors and officers of CRR Holdings, is a difference without a distinction.

The Petition contends that the voting trust "fails to neutralize the real source of operational control -- the directors." (Pet. at 13.) This apparently means that the directors of Conrail Inc. will take orders from the directors of CRR Holdings. *See* Pet at 7: "CRR Holdings . . . undisputably can control the actions of its subsidiary." Conrail Inc. directors are said to be "subject to the commands of CRR Holdings' directors." (Pet. at 9.) ARU claims that the structure is, for this reason, claimed to be "inherently inadequate." (Pet. at 8.)

However, the structure at issue is identical to those in prior voting trust arrangements permitted by the Board, its predecessor and the courts. Often a company will acquire a controlling block of stock and thus become the majority or entire beneficial owner of the stock of a carrier or holding company. The stock is put in a voting trust. Invariably, the beneficiary of the voting trust -- and hence the "parent" of the target in the Petition's analysis -- is the acquiring company or an acquisition subsidiary of it.

The purpose of the Board's and its predecessor's voting trust regulations is obvious -- it is to submit railroad management and railroad capital to the same tests of the marketplace that American industry generally is subject to. The Board's processes of examining in the public interest the acquisition of control are relatively long -- they take somewhere between 9 months and 16 months, following an initial "blackout" or "waiting" period of three months before they can start (reduced to 2½ months in this case). In the rest of American industry, there are, with few exceptions, no such lengthy regulatory examination periods, and tender offers and mergers can be consummated in a



period of one or two months, the usual time for the Hart-Scott-Rodino Act and SEC aspects of the acquisition to be complied with. So that the regulatory process does not act as an impediment to the free movement of capital or as a possible entrenchment of inefficient management, the Board's rules contemplate a separation of ownership of the stock -- whether obtained in a tender offer or a cash-out or other merger -- and the exercise of control and integration of the companies.<sup>9</sup> The exercise of control and integration is characteristically negated by a voting trust which leaves in place the historic directors and management of the target company. While those managers may owe a fiduciary duty to the new beneficial owner or owners, it is one thing to owe a fiduciary duty to a stockholder and another to take orders from him and to run the business that you

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<sup>9</sup> As the court stated in Water Transport:

Because of this long [regulatory] delay, merging carriers often have an economic incentive to complete the transaction first and seek ICC approval later. The ICC has long permitted carriers to do this by use of an independent voting trust. If the acquiring carriers put the stock of the acquired carriers in an independent voting trust, the ICC holds that the transaction does not violate § 11343 because the acquiring carrier does not "control" the acquired carrier. See Voting Trust Rules, 49 C.F.R. § 1013 (1982). This construction of § 11343 has been upheld by the courts and is not disputed here.

Water Transport, 715 F.2d at 582 (citing B.F. Goodrich Co. v. Northwest Indus., 303 F. Supp. 53, 58-61 (D. Del. 1969), aff'd on other grounds, 424 F.2d 1349, 1357 (3d Cir.), cert. denied, 400 U.S. 822 (1970); Illinois Cent. R.R. v. United States, 263 F. Supp. 421, 424 (N.D. Ill. 1966) (3-judge court), aff'd, 385 U.S. 457 (1967)). See also, Finance Docket No. 32549, Burlington Northern Inc. and Burlington Northern Railroad Company -- Control and Merger -- Santa Fe Pacific Corporation and The Atchison, Topeka and Santa Fe Railway Company ("BN/Santa Fe"), served August 23, 1995 (Commissioner McDonald commenting) ("The availability of the voting trust mechanism in rail mergers means that initial financial transactions can be consummated quickly, with regulatory approval sought while the voting trust is in place. And, the risk of regulatory rejection or modification thus can be shifted to the party willing to bear it.").

are managing as a division or part of the stockholder's business.<sup>10</sup> That is the premise of Part 1013 of the Board's regulations, and those regulations have been upheld in every court challenge to them or to their application. See Water Transport Ass'n v. ICC, 715 F.2d 581 (D.C. Cir. 1983), cert. denied, 465 U.S. 1006 (1984), which is an *a fortiori* case in which the Commission permitted the use of a voting trust agreement in a case of a rail carrier's acquisition of a water carrier, where the Panama Canal Act was involved, a statute which posed verbal difficulties to the use of a voting trust which the general control statute, covering rail-rail combinations, did not. (Compare old 49 U.S.C. § 11321(a)(1) with old § 11343(a).) See also B.F. Goodrich Co. v. Northwestern Industries, supra (voting trust antecedent to Commission's rules); Illinois Central R. Co. v. United States, supra (same); Union Pacific R. Co. v. Santa Fe Industries, Inc., supra (1979 Regulations).

#### IV. THE ATTACK ON THE CSX/NS VOTING TRUST IS WITHOUT MERIT

The Commission has repeatedly stated, relying on Colletti Control -- Comet Freight Lines, 38 M.C.C. 95, 97 (1942), that "control is the power or authority to manage, direct, superintend, restrict, regulate, govern, administer, or oversee." It should be clear that the control at issue here, "[t]he kind of control contemplated by the statute[,] is the power to manage the day to day affairs of the

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<sup>10</sup> Indeed, in the Union Pacific/Burlington Northern proxy battle for control of the Atchison, Topeka and Santa Fe ("ATSF"), Burlington Northern challenged a voting trust that Union Pacific contemplated using to acquire the stock of ATSF in order to protect itself from an unlawful control violation. One of the basis for the Commission's decision in UP Voting Trust Decision rejecting Burlington Northern's challenge was that "there is no reason to believe that the trustee will not properly carry out its fiduciary duties to ensure that Santa Fe will remain a strong, independent, effective competitor" during the pendency of the regulatory approval process. UP Voting Trust Decision, 1995 ICC LEXIS at \*10.

entity assertedly controlled." Finance Docket No. 31243, Declaratory Order -- Control -- Rio Grande Industries, Inc., 1988 ICC LEXIS 257 (Aug. 11, 1988) ("Rio Grande"). In this case that power remains in the hands of the directors of Conrail Inc.

The directors of CRR Holdings do not in fact control the directors of Conrail Inc. or of CRC. There is no interlock between them and there cannot be before Board approval. Neither CRR Holdings nor its directors have the power to remove the directors of Conrail Inc. or CRC. The directors of Conrail Inc. are the persons who were elected directors by its public stockholders in 1994, 1995, and 1996, prior to the takeover battle, plus one replacement director, also elected in 1996, prior to that battle. Under the Voting Trust Agreement they have been given, in effect, the power to choose their successors and to cause the trust stock to be voted against their own removal and in favor of their reelection and/or the election of their nominees.

It is a firm rule of corporate law that the directors of a subsidiary corporation are to manage its affairs. McAdams v. Constellation Development Corp., 66 F.3d 931, 937 (8th Cir. 1995); In re Consumer Power Company Derivative Litigation, 132 F.R.D. 455, 463 (E.D. Mich. 1990). Direct management of the affairs of a subsidiary by the directors of a parent is inconsistent with corporate law. Chicago, M. & St. P. Ry. Co. v. Minneapolis Civic & Commerce Ass'n, 247 U.S. 497 (1918); San Antonio Telephone Co., Inc. v. American Telephone & Telegraph Co., 499 F.2d 349, 351 (5th Cir. 1974); In re Chicken Antitrust Litigation, 407 F. Supp. 1285, 1297 (N.D. Ga. 1975). Here any such direct management is impossible because there are no interlocks between the Board of CRR Holdings and the Board of Conrail Inc.; such interlocks are prohibited at this juncture by the Voting Trust Agreement and

governing law. See 49 U.S.C. § 11328; 49 C.F.R. Pt. 1185. The independent board of Conrail Inc. is the same board that governed Conrail as a publicly held-owned corporation; they manage it as an independent company. There have been no material changes in the directorship or in the management of Conrail Inc. or CRC since October 1996.

The entire premise of the Board's regulations is that by leaving the management of a rail carrier or rail holding company in the hands of its historic directors and officers, control by the beneficiary of a voting trust will be avoided. As noted above, of course the Conrail directors and officers are fiduciaries for the Conrail stockholders, but they always were. To run the business as best they can is to act in the best interests of the shareholders, whether there are 200,000 of them or two of them. That does not mean that the Conrail directors are required to run the business as if it was an appendage of the stockholders' business. The Board's predecessor has made it plain that they are to operate it as an independent company, for the ultimate benefit either of the beneficiaries if the acquisition is approved or of the eventual other owner or owners if it is not and divestiture is ordered. 1987 SF/SP Order at 2. In this case, and in the ordinary case of the Board's regulations, during the pendency of the voting trust the existing directors and management are to run the enterprise as an independent rail carrier, as they have in the past.

Indeed, there are no requirements of pertinent corporate law to the effect that a corporation which is owned by a single entity must be run as if it were a division of that entity (or, if owned by two entities, as a joint venture between them); but even if there were, it would be overridden by the requirements of federal law that require that Conrail not be managed as a



controlled entity by the other two railroads and that the management of its day-to-day affairs must remain in the hands of its own directors and management and not and in the hands of anyone else. Rio Grande.

The basic thrust of the attack mounted in the Petition is not simply directed at the present situation; it is directed at any use of the Board's voting trust regulations in connection with rail acquisitions and would mean that Tender Offers and other methods of modern American capital finance could not be employed in rail acquisitions; and that, accordingly, rail management would not be subject to the same discipline of the marketplace, and capital could not move as freely into rail investments, as is the case in most of the rest of the American economy.

**V. IN FACT, THE PETITION ADMITS THAT IT IS  
REQUESTING A CHANGE IN THIS BOARD'S  
CONSISTENT PRACTICE AND POLICIES  
WITH RESPECT TO VOTING TRUSTS;  
NO JUSTIFICATION FOR SUCH A  
CHANGE IN POLICY IS PRESENTED**

While the Petition never cites the Board's Voting Trust regulations and points to no violation of them, it does admit that in "prior years" voting trusts were "allowed" under what is said to be an "erroneous assumption" that they would prevent the exercise of control. Pet. at 17-18.

In fact, voting trusts have been routinely used in railroad mergers (and other mergers regulated by the Board's predecessor) from the time of adoption of the present regulations in October 1979 (and before) to the present, and have led to a movement of capital in the industry that has had, together with the reforms of the Staggers Act which was passed at about the same time, a revitalizing effect on the industry. The Commission's and the Board's Voting Trust regulations

have not been changed one iota in that whole period, and no "erroneous assumptions" have been demonstrated.

The only authority cited by the Petition to the effect that the Commission's and the Board's regulations are the fruit of an "erroneous assumption" is the action taken by the Commission in the 1987 SF/SP Order, which clarified the intent of the voting trust used in that transaction and directed the parties to refrain from certain actions. No changes in the Commission's or Board's regulations were made after that decision, the Commission and the Board obviously concluding that the possibility of abuse of a beneficial device does not mean that the beneficial device should be abolished. While the Commission's and the Board's attitudes as to what provisions they will look with favor on in Voting Trust Agreements may have evolved over the years, the fundamental position that beneficial ownership of stock may be separated from control remains, and the Petition's attack on it must fail.

Applicants are fully cognizant of the rules established by the Voting Trust Agreement, the regulations and the prior decisions of the Board and its predecessor. The Voting Trust was created -- and will continue to be administered -- in compliance with those rules. As a matter both of fact and of law, such compliance precludes any possibility of premature, unlawful control.

#### **VI. THE VARIOUS ASSERTIONS AS TO SPECIFIC ELEMENTS OF ALLEGED CONTROL CITED IN THE PETITION ARE WITHOUT MERIT**

At the end of the Petition, there is presented a litany of complaints about the specifics of the Voting Trust and other agreements involved here, which are claimed to constitute unlawful "control." These complaints are without merit.



To reply to them at length would unduly lengthen this response and accordingly we present a summary reply to each item in this lengthy list:

1. The provision restricting changes in the date of the Conrail annual meeting. (Pet. at 29.) The only business that is unique to an "annual" shareholders meeting is the election of directors -- but, effectively, there is a self-perpetuating board of directors of Conrail Inc., consisting of the directors who were elected prior to the execution of even the first CSX Merger Agreement and the battle for control. Their continued incumbency cannot be "control" by NS or CSX. Indeed, as developed above, the continued incumbency of the historic board makes it plain that there is no control by NS or CSX over Conrail, and is one of the premises of the Board's regulations.

2. The provisions for voting in favor of the merger and for supporting slates of directors in favor of the merger. (Pet. at 20-21.) But the merger has been accomplished -- it was simply a device to acquire the fraction of stock that was not tendered. All the merger agreements were executed under the direction of Conrail Inc.'s independent board of directors, represented by independent counsel. The "merger" is not, of course, the "colloquial" merger, that is, the transaction currently before the Board for approval, but the "cash-out" acquisition of the last small percentage of public shares, so that the entirety of the stock of Conrail Inc. winds up in the Voting Trust. Since the exercise of control through that stock remains subject to the Board's approval, this argument of the Petition is circular and begs the question.

3. The provision that the stock may not be voted in favor of a violation of the merger agreement or of the agreements to which Conrail Inc. is a party providing for the transactions before the Board (this would include the Transaction Agreement of June 10, 1997).

(Pet. at 21-22.) But both the merger agreement and its various amendments and the Transaction Agreement were authorized by the independent directors of Conrail Inc., and none of those agreements provides for the exercise of control over Conrail Inc. prior to the authorization by the STB; they all contemplate that that control will be exercised only if Board approval occurs.

4. The prohibition against changes in the Articles and Bylaws of Conrail Inc. (Pet. at 23.) Those Articles and Bylaws are the "plainest" of "plain vanilla" as Appendix B to this Response demonstrates.<sup>11</sup> A prohibition against changing the Articles and Bylaws is not, in any event, control over the day-to-day operations of a rail carrier, which is the test of control established by the Board. See Rio Grande.

5. The provision that if there are no more "continuing directors," the trustee will vote the stock in its discretion with due regard to the interests of the beneficial owners. (Pet. at 23.) But (a) this contingency is highly unlikely, there being at the moment 12 surviving "continuing directors" of Conrail Inc.; and their chosen successors also qualify as such directors; and (b) the only interest of

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<sup>11</sup> The Petition suggests that the use of Merger Sub's articles and bylaws as those of Conrail Inc. following the squeeze-out merger was somehow sinister. (Pet. at 24-25.) But Conrail Inc.'s old articles and bylaws were complicated as appropriate for a public company with several classes of stock, stockholder or "poison-pill" rights, etc. The new, plain vanilla articles and bylaws are appropriate for a company with a single stockholder. The historic Conrail directors approved them by approving the cash-out merger.

CSX and NS that the trustee may consider if this were to happen is the interest of CSX and NS as investors, divorced from their interests in their own railroads. (See VT § 4, CSX/NS-25, Vol. 8A at 329.)

6. The contractual provisions requiring that the Merger Agreement be respected. (Pet. at 24-25.) These simply require Conrail Inc. to observe an agreement made under the authority of its independent board of directors.

7. The assumption and assertion that the Conrail directors will have the company run in various ways that suit the ends of CSX and NS. (Pet. 19-20.) This is rank speculation, asserted without a shred of proof, and ascribes to the Conrail directors a willingness to flout the law -- indeed, without any profit to themselves or reason or motive to do so.

8. The negative covenants and other protective provisions of the Merger Agreement. (Pet. at 27-29.) These are common provisions conventionally inserted in merger agreements so that, when regulatory approval, stockholder approval, or the Hart-Scott-Rodino Act processes are concluded, the acquiring company will obtain a company which is essentially the same as that which it bargained for. None of the provisions in question affect the day-to-day operations of the business of Conrail as an independent rail operation; they are designed to restrict material actions taken outside the ordinary course of business or which would have a binding effect on CSX or NS after the change of control and division of Conrail's operations.<sup>12</sup>

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<sup>12</sup> The Petition claims that there is a lawsuit in the Delaware Chancery Court claiming that these provisions amount to an unlawful control of Conrail by CSX  
[Footnote continued on next page]

9. The provisions respecting the application process. (Pet. at 25-26.) The independent board of Conrail voted in favor of the transactions contemplated by the Application. These provisions simply provide an orderly manner for prosecuting the Application. They do not concern the day-to-day operations of Conrail Inc. or its subsidiaries. The prosecution of the application is recognized as a legitimate subject of cooperation between the proposed acquiror(s) and the target despite the voting trust. 1987 SF/SP Order at 2.

10. The provisions for a "transition team." (Pet. at 26-27.) The express purpose of the transition team is to deal with achieving a smooth transition (thereby presumably avoiding the disastrous, disorderly transition that disfigured Conrail's principal predecessor, the Penn Central). Again, the function of "planning for the merger" is expressly recognized by precedent of the Board's predecessor. 1987 SF/SP Order at 2. The provisions expressly provide that the team is not to exercise control. In a topsy turvy argument, the Petition urges that David LeVan's presence on the transition team is a badge of

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[Footnote continued from previous page]  
and NS. See Pet. at 28 n.13 and the newspaper clipping attached to it. This claim is incorrect. At the preliminary injunction hearing, Delaware counsel for the plaintiff, who was accompanied before the Court by counsel experienced in STB matters, Michael F. McBride, Esq. (transcript of Hearing of July 11, 1997, Matlack Bulk Intermodal Services, Inc. v. Consolidated Rail Corporation, et al., Del. Ch., No. 15695 at 2), said that "that is not part of our case, that they have somehow used improper means in -- *vis-a-vis* the rules, regulations or statutes governing the STB . . . ." (*Id.* at 78.) In refusing to grant plaintiff a preliminary injunction, Vice Chancellor Balick, among other things, said: "Norfolk Southern has cited authority from the predecessor of the Surface Transportation Board, accepting that an agreement to -- for this kind of what the Court called negative comity, to preserve the benefit of the bargain, is reasonable and not in violation of federal law." (*Id.* at 107.) The motion for preliminary injunction was denied. Although this decision was reported in the press, no mention of this was made by ARU.

control by NS and CSX over Conrail. But Mr. LeVan is the historic CEO of Conrail Inc., chosen by its independent board of directors, and will not be employed by any of the Applicants, including Conrail, following the consummation of control after Board authorization. He would be an unlikely vehicle for the exercise of unlawful control.

## **VII. CONCLUSION**

The primary thrust of the Petition is an attack on the normal application of the Board's voting trust rules and on their premise that beneficial ownership can be separated from control. The Petition ignores the many years of experience under the Voting Trust regulations, ICC decisions under and predating them, and the conclusions uniformly reached by the courts both before and after 1979.

No charge has been made that the Voting Trust violates the Board's regulations. The Voting Trust Agreement here, and its ancestors, have been repeatedly the subject of favorable opinions. The litany of particular charges against specific features of the documents is baseless.

For the reasons stated, the Petition should be denied. Since the Petition is not well-founded on the merits, there is no reason to grant any relief, and the alternative forms of relief requested -- divestiture or the immediate imposition of protective benefits, should also be denied.

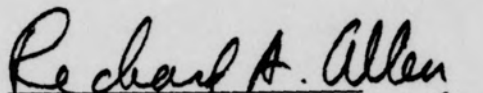
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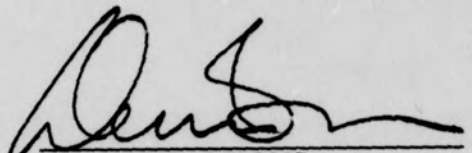


  
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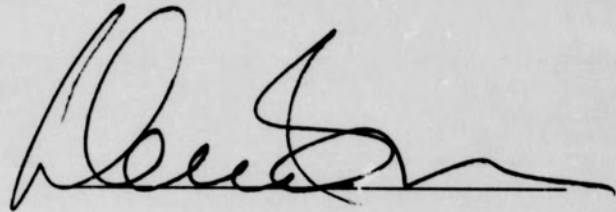
Counsel for CSX Corporation and CSX  
Transportation, Inc.

July 28, 1997



**CERTIFICATE OF SERVICE**

I, Dennis G. Lyons, certify that on July 28, 1997, I have caused to be served a true and correct copy of the foregoing CSX/NS-31, Response of Applicants CSX Corporation, CSX Transportation, Inc., Norfolk Southern Corporation, Norfolk Southern Railway Company, To Petition of Allied Rail Unions for Declaratory Order Regarding Existing Acquisition of Control of Conrail by NS and CSX, on all parties that have appeared in Finance Docket No. 33388, by first-class mail, postage prepaid, or by more expeditious means, as listed on the Service list.

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

## Appendix A

### **BIOGRAPHIES OF CURRENT CONRAIL DIRECTORS**

**SOURCE:** Proxy Statement dated April 3, 1996, for Conrail Inc.'s Annual Meeting of Shareholders Held on May 15, 1996, and 10-K Report for 1996 (filed in March 1997).

#### **CLAUDE S. BRINEGAR**

Vice Chairman of Unocal Corp., a high technology earth resources company, from August 1989 to June 1995. Retired from Unocal Corp. in May 1992, where he held the position of Executive Vice President - Administration and Planning, since 1989. Director, Maxicare Health Plans, Inc., and a visiting scholar at Stanford University.

#### **DANIEL B. BURKE**

Chairman and Owner, Portland, Maine Baseball Inc., 1994 to present. Retired in February 1994 from Capital Cities/ABV, Inc. where he held the positions of President and Chief Executive Officer since June 1990. Director, Capital Cities/ABC, Inc., Rohm and Haas Co., Avon Products, Inc., Morgan Stanley Group Incorporated and Darden Restaurants.

#### **ROGER S. HILLAS**

Retired in January 1993 from Meritor Savings Bank where he held the positions of Chairman and Chief Executive Officer between July 1988 and December 1992. Director, P.H. Glatfelter Company, Toll Bros., Inc., The Bon-Ton Stores, Inc. and VF Corporation.

#### **E. BRADLEY JONES**

Retired in December 1984 from LTV Steel Company where he held the positions of Chairman and Chief Executive Officer and Group Vice President of LTV Corporation. Director, TRW, Inc., NAACO Materials Handling Group, Cleveland-Cliffs, Inc., Birmingham Steel Corporation and RPM, Inc.; Trustee, first Union Real Estate Equity and Mortgage Investments and Trustee, Fidelity Group of Funds.

#### **H. FURLONG BALDWIN**

Chairman and Chief Executive Officer of Mercantile Bankshares Corporation since prior to January 1991. Director, Mercantile Bankshares Corporation, Baltimore Gas & Electric Company, GRC International, Inc. and USF&G Corporation.

**DAVID M. LEVAN**

President and Chief Executive Officer of Conrail since March 1995. President and Chief Operating Officer of Conrail between September 1994 and March 1995. Executive Vice President between November 1993 and September 1994. Senior Vice President-Operations between July 1992 and November 1993. Senior Vice President-Operating Systems and Strategy between November 1991 and June 1992. Senior Vice President - Corporate Systems between November 1990 and November 1991.

**DAVID H. SWANSON**

President and Chief Executive Officer of Countrymark Cooperative, Inc., a farm supply and marketing cooperative, since December 1995. Chairman and Chief Executive Officer of Explorer Nutritional Group, an animal nutrition company, and Chairman of premiere Agri-Technologies, Inc., an international agricultural business, between January 1995 and December 1995. Chief Executive Officer of Premiere Agri-Technologies, Inc. between January 1994 and January 1995. Chairman, President and Chief Executive officer of Central Soya Company, Inc. between 1986 and January 1994. Director, Fiduciary Trust International.

**KATHLEEN FOLEY FELDSTEIN**

President of Economics Studies, Inc., a private consulting firm, since prior to January 1, 1991. Director, Bank America Corporation, Digital Equipment Corporation and John Hancock Mutual Life Insurance Company.

**DAVID B. LEWIS**

Chairman of Lewis, White & Clay, P.C., a law firm, since prior to January 1991. Director, LG&E Energy Corp., Comerica Bank, and TRW, Inc. Lewis, White & Clay provided legal services to Conrail in 1995.

**JOHN C. MAROUS**

Retired in July 1990 from Westinghouse Electric Corporation where he held the position of Chairman and Chief Executive Officer between January 1988 and July 1990. Director, Bell Atlantic Corporation, Connecticut Mutual Life Insurance Company and Mellon Bank, N.A.

**GAIL J. McGOVERN**

Executive Vice President, Consumer Markets of AT&T since January 1997. Executive Vice President, Business Markets of AT&T between November 1995 and January 1997. Vice President, Business Services of AT&T between April 1994 and November 1995. Vice President, Strategy of AT&T between August 1993 and April 1994. Vice President, 800 Service of AT&T between January 1992 and August 1993.

**RAYMOND T. SCHULER**

Retired in September 1990 from the Business Council of New York State, Inc., where he held the positions of Vice Chairman, President and Chief Executive Officer. Director, Oneida, Ltd.

**Appendix B**

**Articles of Incorporation**

**and**

**By-Laws**

**of**

**Green Merger Corp.**

**which became the**

**Articles of Incorporation**

**and**

**By-Laws**

**of**

**Conrail Inc.**

**in the Merger**



BYLAWS OF  
GREEN MERGER CORP.  
(a Pennsylvania corporation)

SHAREHOLDERS' MEETINGS

1.1 PLACE. Meetings of shareholders shall be held at the principal office of the Corporation or at such other place within or without the Commonwealth of Pennsylvania as may be fixed by the Board of Directors.

1.2 ANNUAL MEETING. An annual meeting of shareholders for the election of directors and the transaction of such other business as may properly come before the meeting shall be held in each calendar year. The Board of Directors shall, by resolution, set the date, time and place of the annual meeting. If no date and place is set by the Board of Directors, the annual meeting shall be held on the first Monday of May in each year, if not a legal holiday under the laws of Pennsylvania, and, if a legal holiday, then on the next succeeding business day.

1.3 SPECIAL MEETINGS. Special meetings of shareholders may be called at any time by the Board of Directors, by shareholders entitled to cast at least 20% of the votes that all shareholders are entitled to cast at the meeting, or by the President, any Vice President, the Secretary, the Assistant Secretary, the Treasurer or the Assistant Treasurer of the Corporation. At any time, upon written request of any person who has called a special meeting, it shall be the duty of the Secretary of the Corporation to fix the time of the meeting which, if the meeting is called by the Board of Directors or by shareholders entitled to cast at least 20% of the votes that all shareholders are entitled to cast at the meeting, shall be held not more than 60 days after the receipt of the request. If the Secretary neglects or refuses to fix the time of the meeting, the person or persons calling the meeting may do so.

1.4 NOTICE. Written notice, stating the place, day and hour of each meeting of shareholders and, in the case of a special meeting, the general nature of the business to be transacted, shall be given by, or at the direction of, the Secretary of the Corporation to each shareholder of record entitled to vote at the meeting at least five days prior to the day named for the meeting, or ten days in the case of a meeting called to consider a fundamental change under Chapter 19 of the Pennsylvania Business Corporation Law of 1988, as amended. If the Secretary neglects or refuses to give notice of a meeting, the person or persons calling the meeting may do so.

1.5 QUORUM AND ADJOURNMENT. The presence, in person or by proxy, of shareholders entitled to cast at least a majority of the votes that all shareholders are entitled to cast on a particular matter to be acted upon at the meeting shall constitute a quorum for the purposes of consideration and action on the matter. Any regular or special meeting may be adjourned for such period and to such place as the shareholders present and entitled to vote shall direct, but any meeting at which directors are to be elected shall be adjourned only from day to day, or for such longer periods not exceeding 15 days each as the shareholders present and entitled to vote shall direct, until the directors have been elected. The shareholders present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine. Notwithstanding the foregoing, (i) those shareholders entitled to vote who attend a meeting of shareholders at which directors are to be elected that has been previously adjourned for lack of a quorum, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of electing directors and (ii) those shareholders entitled to vote who attend a meeting that has been previously adjourned for one or more periods aggregating at least 15 days because of an absence of a quorum, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of acting upon any matter set



forth in the notice of the meeting if the notice states that those shareholders who attend the adjourned meeting shall nevertheless constitute a quorum for the purposes of acting upon the matter.

**1.6 TELEPHONE MEETINGS.** Shareholders may participate in any shareholders' meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Shareholders so participating will be deemed present at the meeting.

**1.7 ACTION BY SHAREHOLDERS.** Except as may be otherwise required by law or specified in the Articles of Incorporation or in a bylaw adopted by the shareholders, whenever any corporate action is to be taken by a vote of the shareholders, it shall be authorized by a majority of the votes cast at a duly organized meeting of shareholders by the holders of shares entitled to vote thereon.

**1.8 WRITTEN CONSENT.** Any action required or permitted to be taken at a meeting of the shareholders or of a class of shareholders may be taken without a meeting, if, prior or subsequent to the action, a consent or consents in writing, setting forth the action so taken, shall be signed by all of the shareholders who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Corporation. Any action required or permitted to be taken at a meeting of the shareholders or of a class of shareholders may be taken without a meeting upon the written consent of shareholders who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. The consents shall be filed with the Secretary of the Corporation. The action shall not become effective until after at least ten days' written notice of the action has been given to each shareholder entitled to vote thereon who has not consented thereto.

**1.9 SHAREHOLDERS LIST.** The officer or agent having charge of the transfer books for shares of the Corporation shall make a complete list of the shareholders entitled to vote at any meeting of shareholders, arranged in alphabetical order, with the address of and the number of shares held by each such shareholder. The list shall be produced and kept open at the time and place of each meeting of shareholders and shall be subject to the inspection of any shareholder during the meeting for the purposes thereof.

**1.10 RECORD DATE.** The Board of Directors may fix a time prior to the date of any meeting of shareholders as a record date for the determination of the shareholders entitled to notice of, or to vote at, the meeting, which time, except in the case of an adjourned meeting, shall be not more than 90 days prior to the date of the meeting of shareholders. Only shareholders of record on the date fixed shall be so entitled notwithstanding any transfer of shares on the books of the Corporation after any record date fixed as provided in this section. The Board of Directors may similarly fix a record date for the determination of shareholders of record for any other purpose. When a determination of shareholders of record has been made as provided in this section for purposes of a meeting, the determination shall apply to any adjournment thereof unless the Board of Directors fixes a new record date for the adjourned meeting.

## **DIRECTORS**

**2.1 BOARD OF DIRECTORS.** Unless otherwise provided by law, all powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the Corporation shall be set by resolution of the Board.

**2.2 ELECTION AND TERM OF OFFICE.** Except as provided in these bylaws, directors shall be elected by the shareholders. Each director shall be a natural person of full age who need not be a resident of Pennsylvania or a shareholder of the Corporation. Directors shall hold office for one year and until their successors have been selected and qualified, or until their earlier death, resignation or removal.

2.3 VACANCIES. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by a majority of the remaining directors though less than a quorum, or by a sole remaining director. A director selected to fill a vacancy shall serve for the balance of the unexpired term.

2.4 ANNUAL MEETING. An annual meeting of the Board of Directors shall be held each year as soon as practicable after the annual meeting of shareholders, at the place where such meeting of shareholders was held or at such other place as the Board of Directors may determine, for the purpose of organization of the Board, election of officers and the transaction of any other business as may properly be brought before the meeting. No notice of any kind of the annual meeting of the Board of Directors need be given to either old or new directors.

2.5 REGULAR MEETING. Regular meetings of the Board of Directors may be held at such times and at such places as the directors may determine from time to time. Notice of regular meetings need not be given.

2.6 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President or by a majority of the directors then in office. Notice of every special meeting shall be given to each director not later than the second day immediately preceding the day of such meeting in the case of notice by mail or courier service, and not later than during the day immediately preceding the day of such meeting in the case of notice delivered personally or by telephone, telex, TWX or telecopier. Such notice shall state the time and place of the meeting, but neither the business to be transacted at, nor the purpose of, the meeting need be specified in the notice of such meeting.

2.7 TELEPHONE MEETINGS. The Board of Directors may participate in meetings of the Board by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Directors so participating will be deemed present at the meeting.

2.8 QUORUM. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present and voting at a meeting at which a quorum is present shall be the acts of the Board of Directors.

2.9 UNANIMOUS CONSENT. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if, prior or subsequent to the action, a consent or consents in writing setting forth the action so taken shall be signed by all the directors in office and shall be filed with the Secretary of the Corporation.

2.10 PAYMENTS TO DIRECTORS. The directors may be reimbursed for the expenses of attending Board meetings and committee meetings and may be paid a fixed sum for attendance at each meeting or such other compensation for their services as may, from time to time, be fixed by the Board of Directors. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

2.11 SALARIES. The salaries and other compensation of officers and assistant officers shall be fixed by the Board of Directors.

2.12 DISTRIBUTIONS. The directors may, to the extent permitted by law, authorize and the Corporation may make distributions from time to time.

2.13 LIABILITY OF DIRECTORS. A director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his office as provided for under Section 1713 of the Pennsylvania Business Corporation Law of 1988, as amended, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Any repeal, amendment, or modification of

this Section shall be prospective only and shall not increase, but may decrease a director's liability with respect to actions or failures to act occurring prior to such change.

2.14 REMOVAL OF DIRECTORS. Any directors may be removed from office without assigning any cause by the vote of the shareholders.

2.15 ALTERNATE DIRECTORS. The shareholders may select an alternate for each director. In the absence of a director from a meeting of the Board of Directors, such director's alternate may attend the meeting or execute a written consent and exercise the powers of the absent director.

### COMMITTEES

3.1 ESTABLISHMENT AND POWERS. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to serve at the pleasure of the Board, consisting in each case of one or more directors, and may designate one or more directors as alternate members of such a committee. Any committee, to the extent provided in the resolution by which it is established, shall have and may exercise all of the powers and authority of the Board of Directors except that a committee shall not have any power or authority as to the following:

- (a) The submission to shareholders of any action requiring approval of shareholders under the Pennsylvania Business Corporation Law of 1988, as amended;
- (b) The creation or filling of vacancies in the Board of Directors;
- (c) The adoption, amendment or repeal of these bylaws;
- (d) The amendment or repeal of any resolution of the Board of Directors that by its terms is amendable or repealable only by the Board of Directors; and
- (e) Action on matters committed by a resolution of the Board of Directors to another committee of the Board of Directors.

In the absence or disqualification of a member and alternate member or members of a committee, the member or members of the committee present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another director to act at the meeting in place of the absent or disqualified member.

3.2 QUORUM. A majority of the directors appointed to a committee shall constitute a quorum for the transaction of business, and the acts of a majority of the directors appointed to a committee present and voting at a meeting of the committee at which a quorum is present shall be the acts of the committee.

3.3 MEETINGS AND NOTICES. A committee may, by resolution, fix regular meeting dates of which no notice need be given to members of the committee. Special meetings of a committee may be held at the call of the chairman of the committee upon such notice as is provided in these bylaws for special meetings of the Board of Directors. Any action required or permitted to be taken at a meeting of the members of a committee may be taken without a meeting if, prior or subsequent to the action, a consent or consents in writing setting forth the action so taken shall be signed by all the members of the committee and shall be filed with the Secretary of the Corporation.

3.4 BOARD SUBMISSION. All action taken by the committees shall be reported to the Board not later than the next succeeding regular meeting of the Board.



## OFFICERS

4.1 **NUMBER.** The officers of the Corporation shall be a President, a Secretary, and a Treasurer, or persons who shall act as such, regardless of the name or title by which they may be designated, elected or appointed, and, in addition, the Corporation may have one or more Vice Presidents and such other officers and assistant officers as the Board of Directors may elect. Any assistant officer shall have all the authority vested in an officer. All officers shall be natural persons of full age. Any number of offices may be held by the same person. Officers may but need not be shareholders or members of the Board of Directors.

4.2 **ELECTION.** The officers and assistant officers shall be elected or appointed by the Board of Directors at its annual meeting, or as soon thereafter as possible, and shall hold office for a term of one year and until their successors are selected and qualified or until their earlier death, resignation or removal by the Board of Directors.

4.3 **VACANCIES.** A vacancy by reason of death, resignation or removal of any officer or assistant officer or by reason of the creation of a new office may be filled by the Board of Directors.

4.4 **GENERAL DUTIES.** All officers and assistant officers, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these bylaws and as may be determined by resolution of the Board of Directors not inconsistent with these bylaws.

4.5 **PRESIDENT.** The President shall be the chief executive officer of the Corporation and shall have active executive management of its operations, subject, however to the control of the Board of Directors. The President shall, in general, perform all duties incident to the office of President and such other duties as may be assigned by the Board of Directors. The President shall preside at all meetings of the shareholders and of the Board of Directors.

4.6 **VICE PRESIDENTS.** The Vice President, or if there shall be more than one, the Vice Presidents in the order determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

4.7 **SECRETARY.** The Secretary shall be custodian of the books and records of the Corporation other than those in the custody of the Treasurer. The Secretary shall be custodian of the seal and is hereby authorized to affix the seal to all documents, the execution and delivery of which are duly authorized. The Secretary shall record the minutes of all meetings of shareholders and of the Board of Directors and shall be responsible for the giving of all notices of such meetings in accordance with these bylaws. The Secretary shall, in general, perform such other duties as are incident to the office of Secretary and as may be assigned by the Board of Directors or by the President. Any Assistant Secretary shall have all the authority vested in the Secretary.

4.8 **TREASURER.** The Treasurer shall be the financial officer of the Corporation. The Treasurer shall have charge and custody of, and be responsible for, all funds of the Corporation and the books and records relating to the same, and shall deposit all such funds in the name of the Corporation in depositories selected by the Board of Directors. The Treasurer shall render to the President and the Board of Directors, upon request, an account of all transactions taken as Treasurer and of the financial condition of the Corporation. The Treasurer shall, in general, perform such other duties as are incident to the office of Treasurer and as may be assigned by the Board of Directors or by the President. The Treasurer shall, if required to do so by the Board of Directors, furnish bond in such form and amount and to cover such risks as the Board of Directors may determine. Any Assistant Treasurer shall have all the authority vested in the Treasurer.

4.9 REMOVAL OF OFFICERS. Any officer or agent may be removed by the Board of Directors with or without cause.

#### INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER PERSONS

5.1 INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER PERSONS. The Corporation shall indemnify any director, officer, employee or agent of the Corporation or any of its subsidiaries who was or is an "authorized representative" of the Corporation (which shall mean, for the purpose of this Article, a director or officer of the Corporation, or a person serving at the request of the Corporation as a director, officer, partner, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise) and who was or is a "party" (which shall include for purposes of this Article the giving of testimony or similar involvement) or is threatened to be made a party to any "proceeding" (which shall mean for purposes of this Article any threatened, pending or completed action, suit, appeal or other proceeding or any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, its shareholders or otherwise) by reason of the fact that such person was or is an authorized representative of the Corporation to the fullest extent permitted by law, including without limitation indemnification against expenses (which shall include for purposes of this Article attorneys' fees and disbursements), damages, punitive damages, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding unless the act or failure to act giving rise to the claim is finally determined by a court to have constituted willful misconduct or recklessness. If an authorized representative is not entitled to indemnification in respect of a portion of any liabilities to which such person may be subject, the Corporation shall nonetheless indemnify such person to the maximum extent for the remaining portion of the liabilities.

5.2 ADVANCEMENT OF EXPENSES. The Corporation shall pay the expenses (including attorneys' fees and disbursements) actually and reasonably incurred in defending a proceeding on behalf of any person entitled to indemnification under Section 5.1 in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article and may pay such expenses in advance on behalf of any employee or agent on receipt of a similar undertaking. The financial ability of such authorized representative to make such repayment shall not be prerequisite to the making of an advance.

5.3 EMPLOYEE BENEFIT PLANS. For purposes of this Article, the Corporation shall be deemed to have requested an officer, director, employee or agent to serve as fiduciary with respect to an employee benefit plan where the performance by such person of duties to the Corporation also imposes duties on, or otherwise involves services by, such person as a fiduciary with respect to the plan; excise taxes assessed on an authorized representative with respect to any transaction with an employee benefit plan shall be deemed "fines"; and action taken or omitted by such person with respect to an employee benefit plan in the performance of duties for a purpose reasonably believed to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interests of the Corporation.

5.4 SECURITY FOR INDEMNIFICATION OBLIGATIONS. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate.

5.5 RELIANCE UPON PROVISIONS. Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

5.6 AMENDMENT OR REPEAL. All rights of indemnification under this Article shall be deemed a contract between the Corporation and the person entitled to indemnification under this Article pursuant to which the Corporation and each such person intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not limit, but may expand, any rights or obligations in respect of any proceeding whether commenced prior to or after such change to the extent such proceeding pertains to actions or failures to act occurring prior to such change.

5.7 SCOPE OF ARTICLE. The indemnification, as authorized by this Article, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall continue as to a person who has ceased to be an officer, director, employee or agent in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors and administrators of such person.

### FINANCIAL STATEMENTS TO SHAREHOLDERS

6.1 FINANCIAL STATEMENTS. Unless otherwise agreed between the Corporation and a shareholder, the Corporation shall furnish to the shareholders annual financial statements, including at least a balance sheet as of the end of each fiscal year and a statement of income and expenses for the fiscal year. The financial statements shall be prepared on the basis of generally accepted accounting principles, if the Corporation prepares financial statements for the fiscal year on that basis for any purpose, and may be consolidated statements of the Corporation and one or more subsidiaries.

### STOCK CERTIFICATES

7.1 ISSUANCE. Stock certificates shall be issued to all shareholders. Stock certificates shall be executed, by facsimile or otherwise, by the President or any Vice President and the Secretary or Assistant Secretary or the Treasurer or Assistant Treasurer, or by such other officers as the Board of Directors may direct. The fact that an officer whose signature, manual or in facsimile, appears on any stock certificate shall cease to be an officer of the Corporation, either before or after such certificate is issued, shall not invalidate such certificate.

7.2 LOSS OR DESTRUCTION OF STOCK CERTIFICATES. In case of loss or destruction of a stock certificate, no new certificate shall be issued in lieu thereof except upon satisfactory proof to the Board of Directors of such loss or destruction and, in the discretion of the Board of Directors, upon the posting of a bond or other indemnity in an amount satisfactory to the Board.

### NOTICES

8.1 NOTICE. Whenever written notice is required to be given to any person by law, the Articles of Incorporation or these bylaws, it may be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by telegram (with messenger service specified), telex or TWX (with answerback received) or courier service, charges prepaid, or by facsimile transmission, to the address (or the telex, TWX, facsimile number or telephone number) appearing on the books of the Corporation or, in the case of a director, to the address supplied by the director to the Corporation for the purpose of notice. If the notice is sent by mail, telegram or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United



States mail or with a telegraph office or courier service for delivery to that person or, in the case of telex or TWX, when dispatched or, in the case of facsimile transmission, when received. A notice of meeting shall specify the place, day and hour of the meeting and, in the case of a special meeting of shareholders, the general nature of the business to be transacted.

8.2 WAIVER OF NOTICE. Whenever any written notice is required to be given under law, the Articles of Incorporation or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

### MISCELLANEOUS PROVISIONS

9.1 VALIDITY. Any note, mortgage, evidence of indebtedness, contract or other document, or any assignment or endorsement thereof, executed or entered into between the Corporation and any other person, when signed by the President or any Vice President or the Secretary or the Treasurer of the Corporation, or by such other officer or officers as the Board of Directors may from time to time designate, shall be deemed to be properly executed for and in behalf of the Corporation.

9.2 FISCAL YEAR. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

### AMENDMENTS

10.1 AMENDMENT. These bylaws may be altered, amended or repealed and new bylaws may be adopted by (i) a majority of the votes cast at a duly organized meeting of shareholders or (ii) with respect to those matters that are not by statute committed expressly to the shareholders, by the vote of a majority of the directors of the Corporation present and voting at any duly organized meeting of directors or by the unanimous written consent of the directors of the Corporation. In the case of a meeting of shareholders, written notice shall be given to each shareholder that the purpose, or one of the purposes, of the meeting is to consider the adoption, amendment or repeal of the bylaws, and a copy of the proposed amendment or a summary of the changes to be effected thereby shall be included in, or enclosed with, the notice. No alteration, amendment or repeal of these bylaws that limits indemnification rights, increases the liability of directors or changes the manner or vote required to make such alteration, amendment or repeal, shall be made except by the affirmative vote of the shareholders entitled to cast at least a majority of the votes which all shareholders are entitled to cast thereon.

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Filed with the Department of State on \_\_\_\_\_

Entity Number 2732173

*[Signature]*  
Secretary of the Commonwealth

**ARTICLES OF INCORPORATION - FOR PROFIT  
OF  
GREEN MERGER CORP.**

In compliance with the requirements of 15 Pa.C.S. § 1306 (relating to articles of incorporation), the undersigned, desiring to incorporate a business-stock corporation, hereby states that:

1. The name of the corporation is: Green Merger Corp.
2. The name of the corporation's commercial registered office provider in this Commonwealth and the county of venue is: CT Corporation System, Philadelphia County.
3. The corporation is incorporated under the provisions of the Business Corporation Law of 1988, as amended.
4. The purpose of the corporation is and it shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Pennsylvania Business Corporation Law of 1988, as amended.
5. The term for which the corporation is to exist is perpetual.
6. The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) shares of Common Stock, par value \$1.00 per share.
7. The shareholders of the corporation shall not have the right to cumulate their votes for the election of directors of the corporation.
8. These articles of incorporation may be amended in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.
9. The name and address of the incorporator is:

Anthony DeSanto  
Require Assist  
219 Pine Street  
Harrisburg, PA 17101

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PA Dept. of State

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end page

IN TESTIMONY WHEREOF, the incorporator has signed these  
Articles of Incorporation this 23rd day of December, 1996.

  
\_\_\_\_\_  
Anthony DeSanto, Incorporator

STB

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**HARKINS CUNNINGHAM**

ATTORNEYS AT LAW  
SUITE 600  
1300 NINETEENTH STREET, N.W.  
WASHINGTON, D.C. 20036-1609  
202 973-7600  
ACSIMILE 202 973-7610

WRITER'S DIRECT DIAL

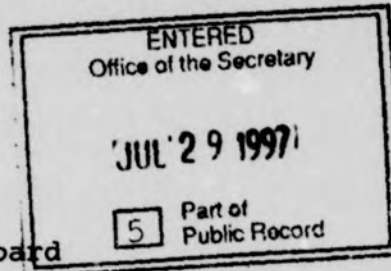
(202) 973-7605

1800 ONE COMMERCE SQUARE  
2005 MARKET STREET  
PHILADELPHIA, PA 19103-7042  
215 851-6700  
FACSIMILE 215 851-6710

July 28, 1997

By Hand Delivery

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Mercury Building  
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**

Dear Secretary Williams:

Enclosed are 25 copies of Reply of Conrail Inc. and Consolidated Rail Corporation to Petition of Allied Rail Unions for Declaratory Order Regarding Existing Control of Conrail by NS and CSX (CR-5).

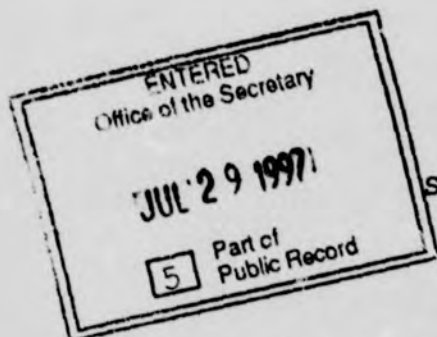
Respectfully submitted,

*Paul A. Cunningham*  
Paul A. Cunningham

Counsel for Conrail Inc. and  
Consolidated Rail Corporation

cc: All Parties 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 --

REPLY OF CONRAIL INC. AND CONSOLIDATED RAIL  
CORPORATION TO PETITION OF ALLIED RAIL UNIONS  
FOR DECLARATORY ORDER REGARDING EXISTING  
CONTROL OF CONRAIL BY NS AND CSX

By Petition dated July 18, 1997 (ARU-6), a group styling itself Allied Rail Unions ("ARU" or "petitioners"), asks the Surface Transportation Board ("Board") to declare that Norfolk Southern Corporation and Norfolk Southern Railway Co. ("NS") and CSX Corporation and CSX Transportation, Inc. ("CSX") have "already acquired control of Conrail without prior STB approval" (ARU-6 at 2-3). ARU asks the Board to order CSX and NS to divest themselves of such control or, in the alternative, to declare that the achievement of such "de facto" control is "subject to employee protections" (ARU-6 at 3).

After reciting a version of the events leading up to the filing of the control application herein, and of Conrail's current corporate structure, petitioners conclude that "CSX and NS have complete control over [Conrail's] day-to-day operations and the Voting Trust does absolutely nothing" to relieve that situation (ARU-6 at 8). This result is said by ARU to be due to



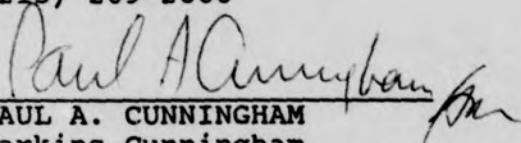
"the practicalities of business relationships and human nature" and to "the inherent inadequacy" of a voting trust to insulate Conrail from premature control (id.).

While Conrail declines at this time to speculate about petitioners' view of "practicality" or "human nature," it endorses the reply of CSX and NS rebutting ARU's allegations of the "inherent inadequacy" of voting trusts. Conrail plainly and unequivocally denies that it is now or has at any time been controlled by NS and/or CSX. And Conrail states that it operates, as it has since 1976, as a fully independent entity, responsible for its own decisions, performance, and results. Conrail will continue to do so unless and until this Board approves the application at issue herein and its approval becomes effective.

Accordingly, Conrail urges the Board to reject and dismiss ARU's petition.

Respectfully submitted,

TIMOTHY T. O'TOOLE  
CONSTANCE L. ABRAMS  
Consolidated Rail Corporation  
Two Commerce Square  
2001 Market Street  
Philadelphia, PA 19103  
(215) 209-2000

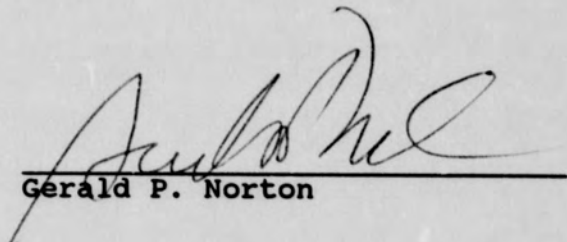
  
PAUL A. CUNNINGHAM  
Harkins Cunningham  
1300 19th Street, N.W.  
Washington, DC 20036  
(202) 973-7600  
Counsel for Conrail Inc. and  
Consolidated Rail Corporation

July 28, 1997

CERTIFICATE OF SERVICE

I hereby certify that I have, this 28th day of July, 1997, caused the foregoing Reply of Conrail Inc. and Consolidated Rail Corporation to Petition of Allied Rail Unions for Declaratory Order Regarding Existing Control of Conrail by NS and CSX (CR-5) to be served on all parties who have entered an appearance in Finance Docket No. 33388 by sending a copy by first-class mail, postage prepaid, and by hand delivery on the parties listed below:

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

  
\_\_\_\_\_  
Gerald P. Norton

STB

FD

33388

7-28-97

D

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LAW OFFICES  
ZUCKERT, SCOUTT & RASENBERGER, L.L.P.  
888 SEVENTEENTH STREET, N.W.  
WASHINGTON, D.C. 20006-3939  
TELEPHONE: (202) 298-8660  
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(202) 342-1316

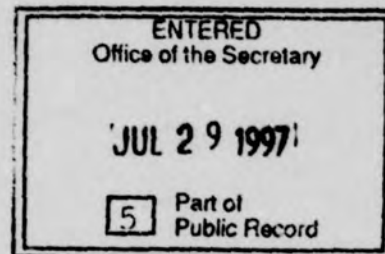


ANDREW R. PLUMP

July 28, 1997

By Hand Delivery

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



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

Dear Secretary Williams:

Enclosed for filing in the above-referenced docket is an original and 25 copies of CSX/NS-32, Applicants' Reply to United Transportation Union's Motion to Waive Highly Confidential Requirement Regarding United Transportation Union's Inside Counsel. Also enclosed is 3 1/2" computer disk containing the filing in a format which can be read by Wordperfect 7.0.

If you have any questions on this, please call.

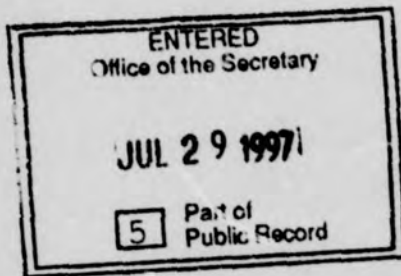
Sincerely,

*Andrew R. Plump*  
Andrew R. Plump

enclosures

cc: The Honorable Judge Leventhal  
All Parties of Record

180811



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

APPLICANTS' REPLY TO  
UNITED TRANSPORTATION UNION'S  
MOTION TO WAIVE HIGHLY CONFIDENTIAL  
REQUIREMENT REGARDING UNITED  
TRANSPORTATION UNION'S INSIDE COUNSEL

Applicants, CSX<sup>1/</sup>, NS, and Conrail respectfully oppose the motion of the United Transportation Union ("UTU") to waive the provision in the governing protective order to permit UTU's inside general counsel access to materials designated "Highly Confidential" by parties to this proceeding. UTU has not shown a sufficient need for the waiver and has not demonstrated that the purposes of the protective order's access restrictions are inapplicable to UTU. The Board should deny UTU's motion.

<sup>1/</sup> CSX Corporation and CSX Transportation, Inc. are referred to collectively as "CSX." Norfolk Southern Corporation and Norfolk Southern Railway Company are referred to collectively as "NS." Conrail Inc. and Consolidated Railway Corporation are referred to collectively as "Conrail."

The governing protective order, issued in Decision No. 1, served April 16, 1997, and subsequently modified in Decision No. 4, served May 2, 1997, is based on protective orders issued in several recent proceedings.<sup>2/</sup> The relevant section provides:

8. Information and documents designated or stamped as "HIGHLY CONFIDENTIAL" may not be disclosed in any way, directly or indirectly, to any employee of a party to these Proceedings, or to any other person or entity except to an outside counsel or outside consultant to a party to these Proceedings, or to an employee of such outside counsel or outside consultant, who, before receiving access to such information or documents, has been given and has read a copy of this Protective Order and has agreed to be bound by its terms by signing a confidentiality undertaking substantially in the form set forth at Exhibit B to this Order.

Decision No. 1, slip op. at 4. UTU asks the Board to modify the protective order to permit its in-house counsel access to materials designated Highly Confidential on the grounds that: (1) unlike many other labor unions and other parties, UTU has chosen to participate in this proceeding without outside counsel, and (2) UTU, as a labor union, does not have the same commercial motivation as shippers and other railroads to disclose and use such information in its dealings with the producers<sup>3/</sup> of such Highly Confidential materials.

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<sup>2/</sup> See, e.g., Finance Docket No. 32760, Union Pacific Corporation, Union Pacific Railroad Company, and Missouri Pacific Railroad Company -- Control and Merger -- Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and The Denver and Rio Grande Western Railroad Company ("UP/SP"), Decision No. 2, served September 1, 1995; Finance Docket No. 32549, Burlington Northern Inc. and Burlington Northern Railroad Company -- Control and Merger -- Santa Fe Pacific Corporation and The Atchison, Topeka and Santa Fe Railway Company ("BN/Santa Fe"), Decision served July 15, 1994). The protective orders in those proceedings were based, in turn, on orders governing prior merger proceedings.

<sup>3/</sup> Highly confidential material produced by parties other than Applicants is safeguarded by the protective order as well. Other parties, including other rail carriers, may be reluctant to fully participate and take certain positions if the protective order does not fully protect their highly confidential materials from disclosure to in-house counsel.



UTU's choice to participate in this proceeding without outside counsel does not entitle it to the requested modification. A serious, substantial reason is required for the type of modification of the protective order that UTU seeks, and it has shown none. UTU has not suggested that it is unable to retain outside counsel, or that it faces any concrete hardship. It alleges no more than mere inconvenience, which is not sufficient.

In this regard, UTU is exactly like all other parties to the proceeding who choose to participate without outside counsel. The protective order was imposed, in part, because "[u]nrestricted disclosure of proprietary or commercially sensitive information and data could cause serious competitive injury to the parties" and to "ensure[] that such information and data produced by any party in response to a discovery request or otherwise will be used solely for purposes of this proceeding and nor for any other business or commercial use." Decision No. 1, slip op. at 1-2. To permit a party access to this information merely by foregoing the entry of appearance of outside counsel would be to reduce the Highly Protective designation to a mere formality with no substantive effect.

UTU's asserted distinction between the motivations driving labor organizations and commercial enterprises is one without substance in this context. It is true that labor unions are not competitors to shippers or railroads, but labor unions regularly engage in arms-length business negotiations with railroads, just like shippers and railroads do -- only the subjects of the negotiations are different. Labor access to confidential commercial and proprietary information not otherwise available to it can adversely affect those arms-length negotiations to the same extent as can shipper and rail competitor access. As a result, parties producing Highly Confidential materials in this proceeding could be adversely affected by the disclosure

of such materials to labor unions as well as to shippers and railroads. See, Finance Docket No. 31468, Notice of Exemption -- Issuance of Securities and Assumption of Liabilities -- Illinois Central Railroad Company, 1989 ICC LEXIS 135, June 13, 1989 (decision denying UTU petition to permit UTU to receive materials filed under seal); Cf., Finance Docket No. 31730, Rio Grande Industries, Inc., et al. -- Trackage Rights -- Burlington Northern Railroad Company lines between Kansas City, Mo and Chicago, IL, 1990 ICC LEXIS 341, October 25, 1990 (rejecting UTU appeal of the imposition of a protective order in a trackage rights class exemption revocation proceeding). See also, BN/Santa Fe, 1995 ICC LEXIS 100, served May 3, 1995, at \*5 (discussing potential adverse affects of disclosure to in-house counsel of commercial entities).

As discussed above, the protective order governing this proceeding is not new or unique. It is based on protective orders entered in similar proceedings under 49 U.S.C. § 11323 and its predecessor statutes. Generally, the Board and its predecessor, the Interstate Commerce Commission ("Commission"), have denied requests similar to that found in the UTU Motion when those requests have come from railroads (see, e.g., UP/SP, Decision No. 2 (request of Kansas City Southern Railway Company)), trade associations (see, e.g., UP/SP, Decision No. 7, served October 27, 1995 (request of National Industrial Transportation League)), and others (see, e.g., id. (request of Western Resources, Inc.); BN/Santa Fe, Decision No. 21, served May 3, 1994 (requests of Phillips Petroleum Company and Western Resources, Inc., both of which were represented by both in-house and outside counsel)).

In BN/Santa Fe, the Commission granted a joint petition of the applicants and the Transportation•Communications International Union requesting modification of the

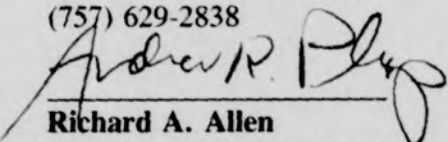
protective order (the "TCU Motion") in that proceeding substantially in the manner requested here by UTU. BN/Santa Fe, Decision No. 12, served March 13, 1995. The fact that the Commission found it reasonable in BN/Santa Fe for an exception to be made to the terms of a protective order in a situation in which the applicants agreed to the modification and no other party opposed it does not mandate that a similar exception be made here, where the Applicants oppose the requested modification.

It should not be inferred from Applicants' instant opposition to the UTU Motion that Applicants question whether UTU's inside counsel intends in good faith to comply with the dictates of the protective order. Instead, Applicants wish to reduce the risk of inadvertent disclosure of confidential information and to mitigate against the possibility that knowledge gained through this proceeding will be used, intentionally or otherwise, in commercial dealings or labor negotiations in the future. See, e.g., FTC v. Exxon Corp., 636 F.2d 1336, 1350 (D.C. Cir. 1980) ("[I]t is very difficult for the human mind to compartmentalize and selectively suppress information once learned, no matter how well-intentioned the effort may be to do so.").

For the foregoing reasons, Applicants respectfully request that the Board deny UTU's Motion to Waive Highly Confidential Requirement Regarding United Transportation Union's Inside Counsel.

Respectfully submitted,

**James C. Bishop, Jr.**  
**William C. Wooldridge**  
**J. Gary Lane**  
**James L. Howe III**  
**Robert J. Cooney**  
**George A. Aspatore**  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510-9241  
(757) 629-2838

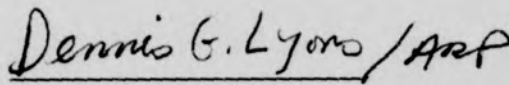
  
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**James A. Calderwood**  
**Andrew R. Plump**  
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**John M. Nannes**  
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Counsel for Norfolk Southern  
Corporation and Norfolk Southern  
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CSX Corporation  
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**P. Michael Giftos**  
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*Paul A. Cunningham / ARP*

**Paul A. Cunningham**  
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*Counsel for Conrail Inc. and Consolidated  
Rail Corporation*

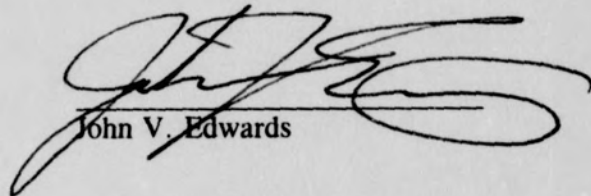
July 28, 1997



CERTIFICATE OF SERVICE

I, John V. Edwards, certify that on July 28, 1997 I have caused to be served by first class mail, postage prepaid, or by more expeditious means a true and correct copy of the foregoing CSX/NS-32, Applicants' Reply To United Transportation Union's Motion to Waive Highly Confidential Requirement Regarding United Transportation Union's Inside Counsel, on all parties that have appeared in STB Finance Docket No. 33388 and by hand delivery on the following:

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



John V. Edwards

Dated: July 28, 1997



STB

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7-28-97

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180815

**SLOVER & LOFTUS**

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

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

July 28, 1997

BY HAND

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. 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 Mr. Secretary:

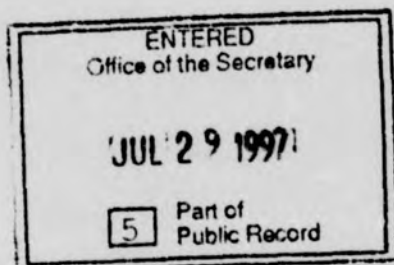
Enclosed for filing in the captioned proceeding please find an original and twenty-five (25) copies of a corrected "Notice of Intent to Participate" for the National Railroad Passenger Corporation (AMTRAK). Please substitute this for the Notice filed and served earlier today. That notice inadvertently included the name of a new attorney who has not yet been admitted to the bar.

Also enclosed is a diskette containing this document in Wordperfect 5.1 form (convertible into Wordperfect 7.0).

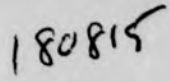
Thank you for your attention to this matter.

Sincerely,

*Donald G. Avery*  
 Donald G. Avery



Encl.



NRPC-02A  
(corrected)

**RECEIVED**  
JUL 28 1997  
MAIL  
MANAGEMENT  
STB

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Finance Docket No. 33388

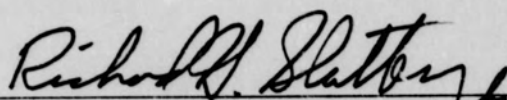
The National Railroad Passenger Corporation (Amtrak) hereby gives notice that it intends to participate in the above-captioned proceeding as a full party of record (POR), and that it will use the acronym "NRPC."<sup>1</sup>

Copies of this Notice of Intent are being served upon Judge Leventhal and upon counsel for the Applicants, as specified by the Board in Decision No. 12.

Please include the undersigned counsel for Amtrak on the official service list for this proceeding, at the addresses shown below their respective signatures.

<sup>1</sup>Amtrak previously filed a Notice of Intent to Participate on May 27, 1997. Pursuant to Decision No. 6, however, Amtrak is filing this second notice, which also augments its counsel listing.

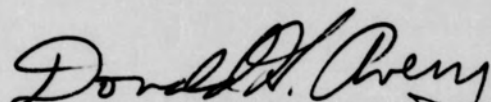
Respectfully submitted,

  
Richard G. Slaterry *by 26A*  
NATIONAL RAILROAD PASSENGER  
CORPORATION  
60 Massachusetts Avenue, NE  
Washington, DC 20002  
(202) 906-3987

OF COUNSEL:

Slover & Loftus  
1224 Seventeenth St., NW  
Washington, DC 20036

Date: July 28, 1997

  
Donald G. Avery  
Frank J. Pergolizzi  
SLOVER & LOFTUS  
1224 Seventeenth Street, NW  
Washington, DC 20036  
(202) 347-7170

Certificate of Service

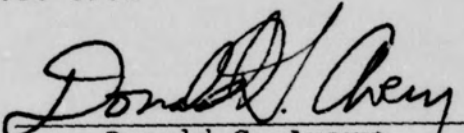
I hereby certify that I have this 28th day of July, 1997, caused copies of the foregoing document to be served by first-class mail upon Administrative Law Judge Jacob Leventhal and upon counsel for Applicants, as follows:

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

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

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

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

  
Donald G. Avery

STB

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7-28-97

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# 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

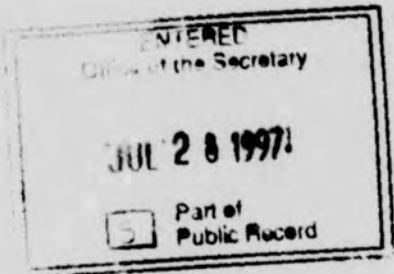
Re: Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control and Operating Leases/Agreements -- Conrail Inc. And Consolidated Rail Corporation

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

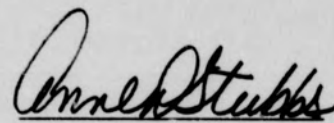
I hereby certify that on July 28, 1997, a copy of the foregoing Coalition of Northeastern Governors' Notice of Intent to Participate was served by first-class, U.S. mail, postage prepaid upon the following:

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

  
Anne D. Stubbs



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ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

WILLIAM L. SLOVER  
C. MICHAEL LOFTUS  
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KELVIN J. DOWD  
ROBERT D. ROSENBERG  
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ANDREW B. KOLESAR III

July 28, 1997



The Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
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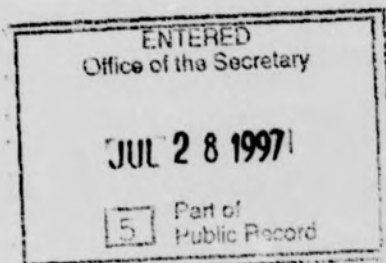
Re: Finance Docket No. 33388, *CSX Corporation and CSX Transportation, Inc. and Norfolk Southern Railway Company--Control and Operating Leases/Agreements--Conrail Inc. and Consolidated Rail Corporation--Transfer of Railroad Line by Norfolk Southern Railway Company to CSX Transportation, Inc.*

Dear Mr. Secretary:

Enclosed for filing in the captioned proceeding please find an original and twenty-five (25) copies of a "Notice of Intent to Participate" for the National Railroad Passenger Corporation (AMTRAK).

Also enclosed is a diskette containing this document in Wordperfect 5.1 form (convertible into Wordperfect 7.0).

Thank you for your attention to this matter.

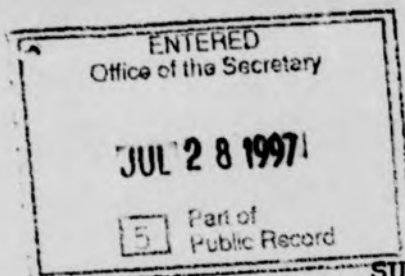


Sincerely,

*Donald G. Avery*

Donald G. Avery

Encl.



180811

BEFORE THE  
SURFACE TRANSPORTATION BOARD



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

Finance Docket No. 33388

SECOND NOTICE OF INTENT TO PARTICIPATE OF  
THE NATIONAL RAILROAD PASSENGER CORPORATION (AMTRAK)

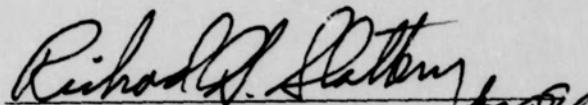
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Respectfully submitted,

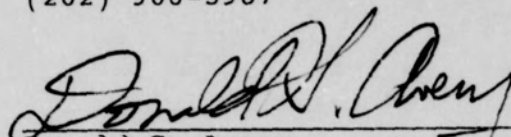


Richard G. Slattery  
NATIONAL RAILROAD PASSENGER  
CORPORATION  
60 Massachusetts Avenue, NE  
Washington, DC 20002  
(202) 906-3987

OF COUNSEL:

Slover & Loftus  
1224 Seventeenth St., NW  
Washington, DC 20036

Date: July 28, 1997



Donald G. Avery  
Frank J. Pergolizzi  
Peter A. Phohl  
SLOVER & LOFTUS  
1224 Seventeenth Street, NW  
Washington, DC 20036  
(202) 347-7170



. . . .

Certificate of Service

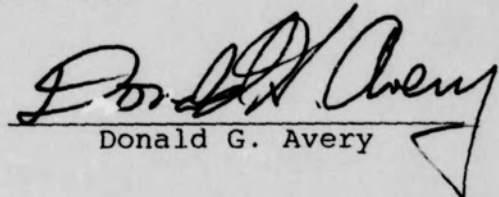
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