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LAW OFFICES  
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CHICAGO, ILLINOIS 60606-2902  
TELEPHONE (312) 236-0204  
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*mchermn@aol.com*

THOMAS F. McFARLAND, JR.  
*tmcfarlnd@aol.com*

August 21, 1997



By Federal Express overnight

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

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 KGC-2, Description Of Anticipated Responsive Application And Petition For Waiver And Clarification, for filing in the above proceeding in behalf of Kokomo Grain Co., Inc.

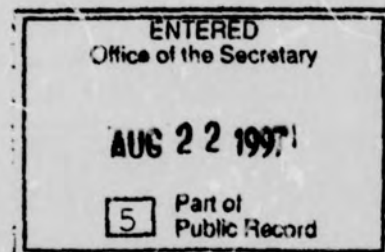
Also enclosed is a 3.5" diskette formatted for WordPerfect 7.0.

Very truly yours,

*Tom McFarland*

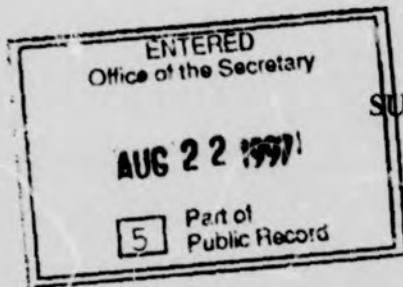
Thomas F. McFarland, Jr.  
Attorney for Kokomo Grain Co., Inc.

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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

---

**DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION  
AND  
PETITION FOR WAIVER AND CLARIFICATION**

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Fursuant to the Board's procedural schedule, KOKOMO GRAIN CO., INC. (KGC)  
hereby describes a responsive application that it anticipates filing and petitions for waiver or  
clarification of certain regulations in conjunction with that application.

**DESCRIPTION OF RESPONSIVE APPLICATION**

KGC contemplates filing a responsive application for overhead trackage rights in behalf of  
CENTRAL RAILROAD COMPANY OF INDIANAPOLIS (CERA), a Class 3 rail carrier, or in  
behalf of another rail carrier not affiliated with NORFOLK SOUTHERN RAILWAY COMPANY  
(NS) or CSX TRANSPORTATION, INC. (CSX), o. in its own behalf, over NS' rail line between  
Tipton, Indiana and Frankfort, Indiana, a distance of approximately 25 miles, including the right  
to interchange traffic directly with CSX at Frankfort, IN.

KGC recognizes that because it may not be an "applicant carrier" as defined in 49 C.F.R. § 1180.3(b), an applicant carrier who may receive such requested trackage rights as a result of KGC's application may have to resolve carrier-specific issues in a follow-up proceeding.

#### **PETITION FOR WAIVER OR CLARIFICATION**

KGC hereby petitions for waiver or clarification of the same regulations that were waived or clarified in conjunction with similar inconsistent and responsive applications filed in Finance Docket No. 32549, *Burlington Northern, Inc., et al. -- Control and Merger -- Santa Fe Pacific Corporation, et al.*; see, e.g., Finance Docket No. 32549 (Sub-No. 13), *Houston Lighting and Power Company -- Trackage Rights over Lines of The Atchison, Topeka and Santa Fe Railway Company in Texas*, Decision No. 22, Notice of Acceptance of Responsive Application filed by Houston Lighting and Power Company, 60 F.R. 27781 (May 25, 1995).

Included in the regulations sought to be waived are the following:

- (1) waiver of the six-month prenotification requirement for applications requiring an Environmental Impact Statement (49 C.F.R. § 1105.10[a][1]); and
- (2) waiver of all requirements in 49 C.F.R. § 1180 for the inclusion of information from "applicant carriers" in a responsive application. KGC is a noncarrier seeking a trackage rights condition in behalf of a suitable third-party carrier(s) or for itself for the purpose of preserving competition. The identity of such third-party carrier(s) is not known at this time. KGC thus is not able to supply the information in 49 C.F.R. § 1180 normally expected from responsive-applicant carriers in trackage rights proceedings.



Respectfully submitted,

KOKOMO GRAIN CO., INC.  
1002 W. Morgan St.  
P.O. Box 745  
Kokomo, IN 46903-0745

Protestant

*Thomas F. McFarland Jr.*

THOMAS F. MCFARLAND, JR.  
McFARLAND & HERMAN  
20 North Wacker Drive  
Suite 1330  
Chicago, IL 60606-2902  
(312) 236-0204

Attorney for Protestant

DUE DATE: August 22, 1997

### **CERTIFICATE OF SERVICE**

I hereby certify that I have this 21st day of August, 1997, served copies of the foregoing  
Description Of Anticipated Responsive Application And Petition For Waiver And Clarification by  
overnight 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, NW.  
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

and on all other parties of record in accordance with Decision No. 12.

Thomas F. McFarland Jr.  
Thomas F. McFarland, Jr.

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8-22-97

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OPPENHEIMER WOLFF & DONNELLY

1020 Nineteenth Street N.W.  
Suite 400  
Washington, D.C. 20036-6105

(202) 293-6300  
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Direct Mail: 202-496-4909

181434  
Brussels  
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Irvine  
Los Angeles  
Minneapolis  
New York  
Paris  
Saint Paul  
San Jose  
Washington, D.C.

August 22, 1997



**VIA HAND DELIVERY**

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

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

Dear Secretary Williams:

Pursuant to Decision No. 21 in the above-referenced proceeding, enclosed please find an original and 10 copies of the Certificate of Service of Northern Virginia Transportation Commission and Potomac and Rappahannock Transportation Commission.

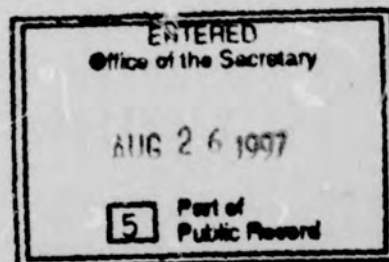
Please contact the undersigned if you have any questions regarding this matter.

Respectfully submitted,

Edward J. Fishman

Enclosures

cc: All Parties of Record on Service List



**CERTIFICATE OF SERVICE**

I hereby certify that on this 22nd day of August, 1997, a copy of all filings in Finance Docket No. 33388 submitted by Northern Virginia Transportation Commission and Potomac and Rappahannock Transportation Commission prior to the service date of Board Decision No. 21 have been served by first class mail upon Administrative Law Judge Jacob Leventhal and all Parties of Record on the service list attached to Board Decision No. 21.

A handwritten signature in black ink, appearing to read "Edward J. Fishman", written over a horizontal line.

Edward J. Fishman

STB

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181425



OPPENHEIMER WOLFF & DONNELLY

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Suite 400  
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(202) 293-6300  
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Direct Dial: 202-496-4909

August 22, 1997

**VIA HAND DELIVERY**

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

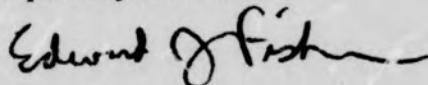
**Re: Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc.,  
Norfolk Southern Corporation and Norfolk Southern Railway Company -  
Control and Operating Leases/Agreements - Conrail Inc. and Consolidated  
Rail Corporation - Transfer of Railroad Line by Norfolk Southern Railway  
Company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

Dear Secretary Williams:

Pursuant to Decision No. 21 in the above-referenced proceeding, enclosed please find an original and 10 copies of the Certificate of Service of New Jersey Transit Corporation and New Jersey Department of Transportation.

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

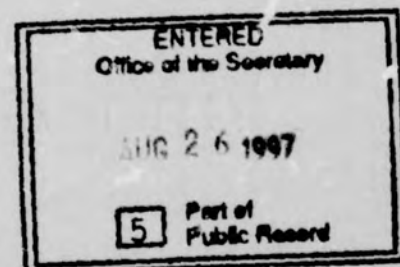
Respectfully submitted,



Edward J. Fishman

Enclosures

cc: All Parties of Record on Service List

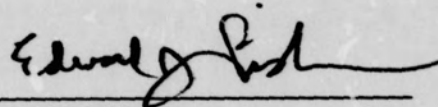


181425  
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Los Angeles  
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Paris  
Saint Paul  
San Jose  
Washington D.C.



**CERTIFICATE OF SERVICE**

I hereby certify that on this 22nd day of August, 1997, a copy of all filings in Finance Docket No. 33388 submitted by **New Jersey Transit Corporation** and **New Jersey Department of Transportation** prior to the service date of Board Decision No. 21 have been served by first class mail upon Administrative Law Judge Jacob Leventhal and all Parties of Record on the service list attached to Board Decision No. 21.

A handwritten signature in cursive script, appearing to read "Edward J. Fishman", written over a horizontal line.

Edward J. Fishman

STB

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8-22-97

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OPPENHEIMER WOLFF & DONNELLY

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August 22, 1997

**VIA HAND DELIVERY**

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

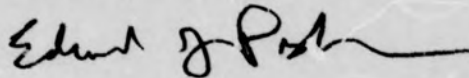
**Re: Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc.,  
Norfolk Southern Corporation and Norfolk Southern Railway Company –  
Contract and Operating Leases/Agreements – Conrail Inc. and Consolidated  
Rail Corporation – Transfer of Railroad Line by Norfolk Southern Railway  
Company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

Dear Secretary Williams:

Pursuant to Decision No. 21 in the above-referenced proceeding, enclosed please find an original and 10 copies of the Certificate of Service of R.J. Corman Parties.

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

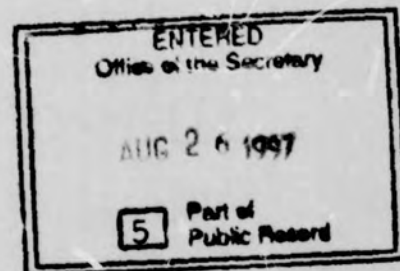
Respectfully submitted,



Edward J. Fishman

Enclosures

cc: All Parties of Record on Service List



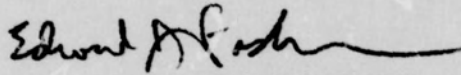
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Chicago  
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Geneva  
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Los Angeles  
Minneapolis  
New York  
Paris  
Saint Paul  
San Jose  
Washington, D.C.



**CERTIFICATE OF SERVICE**

I hereby certify that on this 22nd day of August, 1997, a copy of all filings in Finance Docket No. 33388 submitted by R.J. Corman Parties prior to the service date of Board Decision No. 21 have been served by first class mail, postage prepaid, upon Administrative Law Judge Jacob Leventhal and all Parties of Record on the service list attached to Board Decision No. 21.



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Edward J. Fishman

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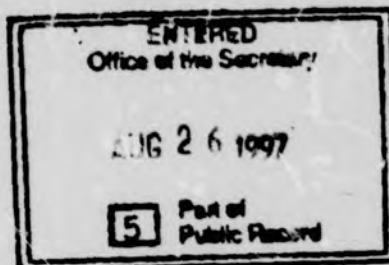
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Brussels

Chicago

Minneapolis

New York

Paris

Saint Paul

Washington, D.C.

August 22, 1997

**VIA HAND DELIVERY**

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



Re: Finance Docket No. 33388

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

Finance Docket No. 33388 (~~Sub No. 11~~) <sup>63-181437</sup>  
Illinois Central Railroad Company -- Purchase  
and Trackage Rights -- CSX Transportation, Inc.

Finance Docket No. 33388 (~~Sub No. 11~~) <sup>63-181428</sup>  
Conrail Inc. and Consolidated Rail Corporation --  
Divestiture of Ownership -- Indiana Harbor Belt  
Railroad Company

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceedings are an original and twenty-five copies of the Description of Anticipated Responsive Application of Illinois Central Railroad Company (IC-2), dated August 22, 1997. A computer diskette containing the text of these filings in WordPerfect 5.1 format also is enclosed.

In accordance with the Board's recently-issued service list, copies of IC-2 have been served by first class mail, postage prepaid, on all designated parties of record in this proceeding.

OPPENHEIMER WOLFF & DONNELLY

Mr. Vernon A. Williams  
August 22, 1997  
Page 2

If you have any questions regarding these filings,  
please feel free to contact me. Thank you for your assistance on  
this matter.

Respectfully submitted,

Thomas J. Litwiler (SAM)

Thomas J. Litwiler  
Attorney for Illinois Central  
Railroad Company

TJL:tl

Enclosures

cc: Parties on Certificate of Service

BEFORE THE  
SURFACE TRANSPORTATION BOARD

---

FINANCE DOCKET NO. 33388

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

FINANCE DOCKET NO. 33388 (SUB-NO. 62) -18/427

ILLINOIS CENTRAL RAILROAD COMPANY  
-- PURCHASE AND TRackage RIGHTS --  
CSX TRANSPORTATION, INC.

FINANCE DOCKET NO. 33388 (SUB-NO. 68) -18/428

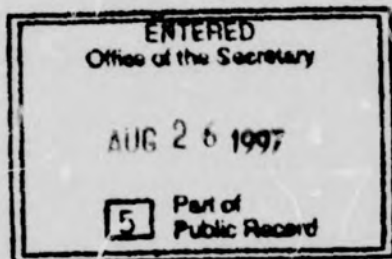
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION  
-- DIVESTITURE OF OWNERSHIP --  
INDIANA HARBOR BELT RAILROAD COMPANY

---

**DESCRIPTION OF ANTICIPATED RESPONSIVE  
APPLICATION OF ILLINOIS CENTRAL RAILROAD COMPANY**

Ronald A. Lane  
Myles L. Tobin  
Illinois Central Railroad Company  
455 North Cityfront Plaza Drive  
Chicago, IL 60611-5504  
(312) 755-7621

William C. Sippel  
Thomas J. Litwiler  
Oppenheimer Wolff & Donnelly  
Two Prudential Plaza, 45th Floor  
180 North Stetson Avenue  
Chicago, Illinois 60601  
(312) 616-1300



**ATTORNEYS FOR ILLINOIS CENTRAL  
RAILROAD COMPANY**

Dated: August 22, 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

FINANCE DOCKET NO. 33388 (SUB-NO. 52)

ILLINOIS CENTRAL RAILROAD COMPANY  
-- PURCHASE AND TRACKAGE RIGHTS --  
CSX TRANSPORTATION, INC.

FINANCE DOCKET NO. 33388 (SUB-NO. 68)

CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION  
-- DIVESTITURE OF OWNERSHIP --  
INDIANA HARBOR BELT RAILROAD COMPANY

---

**DESCRIPTION OF ANTICIPATED RESPONSIVE  
APPLICATION OF ILLINOIS CENTRAL RAILROAD COMPANY**

Pursuant to Decision Nos. 6 and 12 herein, served on May 30, 1997 and July 23, 1997, respectively. Illinois Central Railroad Company ("IC") hereby submits this description of the responsive application which IC expects to file in this proceeding on or before October 21, 1997.

IC is a Class I common carrier by rail which operates approximately 2600 route miles of rail line in six midwestern and south central states. IC is a wholly-owned subsidiary of IC Corp., a non-carrier holding company. Through CCP Holdings, Inc., another wholly-owned subsidiary, IC Corp. also controls the Chicago, Central & Pacific Railroad Company, a Class II rail carrier which operates approximately 700 miles of rail line in



Illinois and Iowa, and the Cedar River Railroad Company, a Class III rail carrier operating approximately 100 miles of line in Iowa and Minnesota.

IC believes that certain aspects of the proposed transaction involving the control of Consolidated Rail Corporation ("Conrail") by the parents of CSX Transportation, Inc. ("CSXT") and Norfolk Southern Railway Company ("NSR") will result in serious anticompetitive effects requiring the imposition of ameliorating conditions. IC anticipates filing herein a responsive application pursuant to 49 C.F.R. § 1180.4(d)(4) for the following transactions to be sought as conditions on any Board approval of the Primary Application:

1. IC's purchase of CSXT trackage extending between Leewood and Aulon in Memphis, Tennessee. This trackage connects with IC main line trackage at either end, and is more particularly described in that certain agreement, dated January 22, 1907, between IC's predecessor, the Yazoo and Mississippi Valley Railroad Company, and two of CSXT's predecessors, the Louisville and Nashville Railroad Company and the Nashville, Chattanooga and St. Louis Railway Company. As part of the proposed transaction, IC would grant back trackage rights to CSXT over the acquired trackage.

The Leewood-Aulon trackage forms an integral part of Illinois Central's main line between Chicago and New Orleans. It is at best a secondary track for CSXT, used by CSXT primarily for some run-through trains and switching operations. In the past several months, due to changes in CSXT dispatching operations,

CSXT has begun to cause significant interference with and delays to IC's through train movements over the Leewood-Aulon trackage. As a result of the transaction proposed in the Primary Application, the new CSX/Conrail system lines will compete with IC lines for certain rail traffic. The ability of CSXT to control a "choke point" on IC's main line is anti-competitive, and must be remedied.

2. IC's acquisition of overhead trackage rights over CSXT's line of railroad extending between Odin, Illinois and Cincinnati, Ohio, including the reconstruction of a connection at Odin, interchange rights to all other carriers in the Cincinnati area (and in particular NSR), and access via reciprocal switching to all industries in the Cincinnati area.

After consummation of their proposed transaction, CSXT and NSR will have the opportunity to economically close efficient gateways in favor of more inefficient long-haul routes, to the detriment of many shippers throughout the United States. In recognition of this potential, and its intent not to economically close efficient gateways, NSR has executed an agreement with IC which recognizes the principle of open gateways and the need to offer market competitive rates and divisions via pre-existing efficient gateways. To date, CSXT has refused to recognize this principle or to execute a comparable agreement. Therefore, to more adequately protect IC's gateways for its shippers, IC believes that trackage rights between Odin and Cincinnati are vital to ameliorate the anti-competitive effects of any CSXT gateway closures.



3. IC's acquisition of an ownership interest in and local/overhead trackage rights over the Indiana Harbor Belt Railroad Company ("IHB"), as well as IC's assumption of dispatching authority for that railroad.

Many of the major carriers in Chicago have advised IC of their significant concerns regarding the anti-competitive impact of the control which CSXT/NSR will possess over the belt and terminal carriers in the Chicago switching district. The Chicago switching district is acknowledged as the most important terminal in the United States for the facilitation of the free flow of east-west and north-south traffic throughout North America. Following their proposed transaction, CSXT and NSR will have effective control of all three major terminal/belt carriers in the Chicago terminal: IHB, The Belt Railway Company of Chicago, and The Baltimore & Ohio Chicago Terminal Railroad Company. The ability, as a result of the merger, of the Primary Applicants (and in particular CSXT) to regulate, and therefore control, nearly all traffic moving through the Chicago terminal will give rise to the ability of those carriers (and in particular CSXT) to favor their traffic vis a vis the traffic of other carriers with whom they are in direct competition. This aggregation of control and market power must be reduced. Accordingly, IC believes that it is in the best interest of the rail carriers serving Chicago that all or a portion of Conrail's IHB stock be divested and that a neutral carrier or group of carriers acquire that stock and be responsible for non-discriminatory dispatching of rail traffic over the IHB. IC

believes that it is a neutral carrier which would be in an ideal position to dispatch the traffic on a non-discriminatory basis.

In addition to the foregoing, IC also anticipates that it will seek additional competitive conditions, not requiring the filing of a responsive application, in its comments and evidentiary submission scheduled to be filed on October 21, 1997.

WHEREFORE, IC respectfully submits this description of its intended responsive application in this proceeding.

Respectfully submitted,

By: Myles L. Tobin / SAM  
Ronald A. Lane  
Myles L. Tobin  
Illinois Central Railroad Company  
455 North Cityfront Plaza Drive  
Chicago, IL 60611-5504  
(312) 755-7621

William C. Sippel  
Thomas J. Litwiler  
Oppenheimer Wolff & Donnelly  
Two Prudential Plaza, 45th Floor  
180 North Stetson Avenue  
Chicago, Illinois 60601  
(312) 616-1800

**ATTORNEYS FOR ILLINOIS CENTRAL  
RAILROAD COMPANY**

Dated: August 22, 1997

**CERTIFICATE OF SERVICE**

I hereby certify that on this 22nd day of August, 1997,  
a copy of the foregoing Description of Anticipated Responsive  
Application of Illinois Central Railroad Company (IC-2) was  
served by first class mail, postage prepaid, upon:

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

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

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

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

and upon all parties of record appearing on the Surface  
Transportation Board's official service list in this proceeding,  
served August 19, 1997.

Thomas J. Litwiler /SAM  
Thomas J. Litwiler

STB

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33388

8-22-97

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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

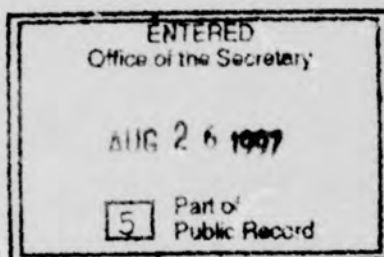
FINANCE DOCKET NO. 3 388 (~~SUB NO. 62~~) - 181427

ILLINOIS CENTRAL RAILROAD COMPANY  
-- PURCHASE AND TRackage RIGHTS --  
CSX TRANSPORTATION, INC.

FINANCE DOCKET NO. 33388 (~~SUB NO. 62~~) - 181428

CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION  
-- DIVESTITURE OF OWNERSHIP --  
INDIANA HARBOR BELT RAILROAD COMPANY

DESCRIPTION OF ANTICIPATED RESPONSIVE  
APPLICATION OF ILLINOIS CENTRAL RAILROAD COMPANY



Ronald A. Lane  
Myles L. Tobin  
Illinois Central Railroad Company  
455 North Cityfront Plaza Drive  
Chicago, IL 60611-5504  
(312) 755-7621

William C. Sippel  
Thomas J. Litwiler  
Oppenheimer Wolff & Donnelly  
Two Prudential Plaza, 45th Floor  
180 North Stetson Avenue  
Chicago, Illinois 60601  
(312) 616-1800

ATTORNEYS FOR ILLINOIS CENTRAL  
RAILROAD COMPANY

Dated: August 22, 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

FINANCE DOCKET NO. 33388 (SUB-NO. 62)

ILLINOIS CENTRAL RAILROAD COMPANY  
-- PURCHASE AND TRackage RIGHTS --  
CSX TRANSPORTATION, INC.

FINANCE DOCKET NO. 33388 (SUB-NO. 68)

CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION  
-- DIVESTITURE OF OWNERSHIP --  
INDIANA HARBOR BELT RAILROAD COMPANY

---

**DESCRIPTION OF ANTICIPATED RESPONSIVE  
APPLICATION OF ILLINOIS CENTRAL RAILROAD COMPANY**

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IC is a Class I common carrier by rail which operates approximately 2600 route miles of rail line in six midwestern and south central states. IC is a wholly-owned subsidiary of IC Corp., a non-carrier holding company. Through CCF Holdings, Inc., another wholly-owned subsidiary, IC Corp. also controls the Chicago, Central & Pacific Railroad Company, a Class II rail carrier which operates approximately 700 miles of rail line in



Illinois and Iowa, and the Cedar River Railroad Company, a Class III rail carrier operating approximately 100 miles of line in Iowa and Minnesota.

IC believes that certain aspects of the proposed transaction involving the control of Consolidated Rail Corporation ("Conrail") by the parents of CSX Transportation, Inc. ("CSXT") and Norfolk Southern Railway Company ("NSR") will result in serious anticompetitive effects requiring the imposition of ameliorating conditions. IC anticipates filing herein a responsive application pursuant to 49 C.F.R. § 1180.4(d)(4) for the following transactions to be sought as conditions on any Board approval of the Primary Application:

1. IC's purchase of CSXT trackage extending between Leewood and Aulon in Memphis, Tennessee. This trackage connects with IC main line trackage at either end, and is more particularly described in that certain agreement, dated January 22, 1907, between IC's predecessor, the Yazoo and Mississippi Valley Railroad Company, and two of CSXT's predecessors, the Louisville and Nashville Railroad Company and the Nashville, Chattanooga and St. Louis Railway Company. As part of the proposed transaction, IC would grant back trackage rights to CSXT over the acquired trackage.

The Leewood-Aulon trackage forms an integral part of Illinois Central's main line between Chicago and New Orleans. It is at best a secondary track for CSXT, used by CSXT primarily for some run-through trains and switching operations. In the past several months, due to changes in CSXT dispatching operations,

CSXT has begun to cause significant interference with and delays to IC's through train movements over the Leewood-Aulon trackage. As a result of the transaction proposed in the Primary Application, the new CSX/Conrail system lines will compete with IC lines for certain rail traffic. The ability of CSXT to control a "choke point" on IC's main line is anti-competitive, and must be remedied.

2. IC's acquisition of overhead trackage rights over CSXT's line of railroad extending between Odin, Illinois and Cincinnati, Ohio, including the reconstruction of a connection at Odin, interchange rights to all other carriers in the Cincinnati area (and in particular NSR), and access via reciprocal switching to all industries in the Cincinnati area.

After consummation of their proposed transaction, CSXT and NSR will have the opportunity to economically close efficient gateways in favor of more inefficient long-haul routes, to the detriment of many shippers throughout the United States. In recognition of this potential, and its intent not to economically close efficient gateways, NSR has executed an agreement with IC which recognizes the principle of open gateways and the need to offer market competitive rates and divisions via pre-existing efficient gateways. To date, CSXT has refused to recognize this principle or to execute a comparable agreement. Therefore, to more adequately protect IC's gateways for its shippers, IC believes that trackage rights between Odin and Cincinnati are vital to ameliorate the anti-competitive effects of any CSXT gateway closures.

3. IC's acquisition of an ownership interest in and local/overhead trackage rights over the Indiana Harbor Belt Railroad Company ("IHB"), as well as IC's assumption of dispatching authority for that railroad.

Many of the major carriers in Chicago have advised IC of their significant concerns regarding the anti-competitive impact of the control which CSXT/NSR will possess over the belt and terminal carriers in the Chicago switching district. The Chicago switching district is acknowledged as the most important terminal in the United States for the facilitation of the free flow of east-west and north-south traffic throughout North America. Following their proposed transaction, CSXT and NSR will have effective control of all three major terminal/belt carriers in the Chicago terminal: IHB, The Belt Railway Company of Chicago, and The Baltimore & Ohio Chicago Terminal Railroad Company. The ability, as a result of the merger, of the Primary Applicants (and in particular CSXT) to regulate, and therefore control, nearly all traffic moving through the Chicago terminal will give rise to the ability of those carriers (and in particular CSXT) to favor their traffic vis a vis the traffic of other carriers with whom they are in direct competition. This aggregation of control and market power must be reduced. Accordingly, IC believes that it is in the best interest of the rail carriers serving Chicago that all or a portion of Conrail's IHB stock be divested and that a neutral carrier or group of carriers acquire that stock and be responsible for non-discriminatory dispatching of rail traffic over the IHB. IC

believes that it is a neutral carrier which would be in an ideal position to dispatch the traffic on a non-discriminatory basis.

In addition to the foregoing, IC also anticipates that it will seek additional competitive conditions, not requiring the filing of a responsive application, in its comments and evidentiary submission scheduled to be filed on October 21, 1997.

WHEREFORE, IC respectfully submits this description of its intended responsive application in this proceeding.

Respectfully submitted,

By: Myles L. Tobin *RAM*

Ronald A. Lane

Myles L. Tobin

Illinois Central Railroad Company

455 North Cityfront Plaza Drive

Chicago, IL 60611-5504

(312) 755-7621

William C. Sippel

Thomas J. Litwiler

Oppenheimer Wolff & Donnelly

Two Prudential Plaza, 45th Floor

180 North Stetson Avenue

Chicago, Illinois 60601

(312) 616-1800

**ATTORNEYS FOR ILLINOIS CENTRAL  
RAILROAD COMPANY**

Dated: August 22, 1997



**CERTIFICATE OF SERVICE**

I hereby certify that on this 22nd day of August, 1997,  
a copy of the foregoing Description of Anticipated Responsive  
Application of Illinois Central Railroad Company (IC-2) was  
served by first class mail, postage prepaid, upon:


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

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

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

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

and upon all parties of record appearing on the Surface  
Transportation Board's official service list in this proceeding,  
served August 19, 1997.

*Thomas J. Litwiler*   
\_\_\_\_\_  
Thomas J. Litwiler

STB

FD

33388

8-22-97

D

181437

181437

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

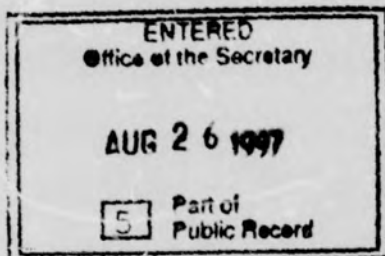
D

CERTIFICATE OF SERVICE

I hereby certify that, pursuant to the provisions of Decision No. 21 served August 19, 1997 in the above-captioned case, a copy of the attached Notice of Intent to Participate was served on all parties of record identified in Decision No. 21, via first class mail, postage prepaid on this 22<sup>nd</sup> day of August, 1997.

Respectfully submitted,

EAST PENN RAILWAY, INC. AND  
LANCASTER NORTHERN RAILWAY



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

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

Dated: August 22, 1997

Its Attorneys



EPRY-1

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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



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

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

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

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

and

Lancaster Northern Railway  
P.O. Box 1271  
Bristol, Pennsylvania 19007

As required by the Board's Decision No. 12 and as evidenced by the attached Certificate of Service, copies of this Notice of Intent to Participate have been served on Judge Jacob Leventhal and on counsel for Applicants.

EAST PENN RAILWAY, INC. AND  
LANCASTER NORTHERN RAILWAY

By: 

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

Dated: August 5, 1997

Its Attorneys

### CERTIFICATE OF SERVICE

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

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

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

Richard A. Allen, Esq.  
Zuckert, Scoutt & Rasenberger, L.L.P.  
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Washington, D.C. 20006-3939

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

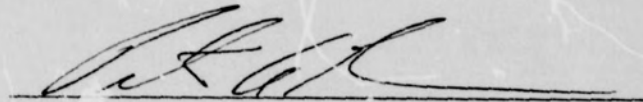
P. Michael Giftos, Esq.  
CSX Transportation, Inc.  
500 Water Street  
Jacksonville, Florida 32202

Dennis G. Lyons, Esq.  
Arnold & Porter  
555 12<sup>th</sup> Street, N.W.  
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Steptoe & Johnson LLP  
1330 Connecticut Avenue, N.W.  
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Paul A. Cunningham, Esq.  
Harkins Cunningham  
1300 Nineteenth Street, N.W., Suite 600  
Washington, D.C. 20036

  
Peter A. Greene

STB

FD

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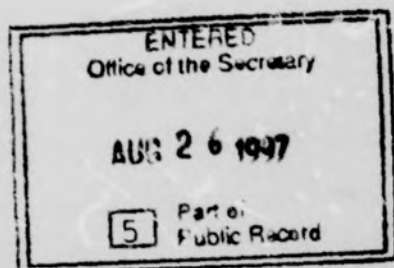
8-22-97

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181438

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BDRV-2



BEFORE THE  
SURFACE TRANSPORTATION BOARD



Finance Docket No. 33388

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

**JOINT DESCRIPTION OF ANTICIPATED  
RESPONSIVE APPLICATIONS  
OF THE  
BELVIDERE & DELAWARE RIVER RAILWAY  
AND THE  
BLACK RIVER & WESTERN RAILROAD**

In accordance with the provisions of Decision No. 12 served July 23, 1997, the Belvidere & Delaware River Railway ("BDRV") and the Black River & Western Railroad ("BRW") submit this joint description of anticipated responsive applications.

BDRV and BRW are separately owned but commonly managed shortline railroads operating in Western New Jersey.



BDRV began operations in 1995 on 16 miles of track between a connection with CR at Phillipsburg, New Jersey and Milford, New Jersey. BDRV serves four customers that transport pulp, paper, lumber and aggregates.

BRW was formed in 1965, and currently operates 17 miles of track between the CR connection at Three Bridges, New Jersey and Lambertville, New Jersey. BRW serves four customers that transport plastics, lumber and aggregates.

BDRV and BRW intend to file applications requesting that the Surface Transportation Board ("STB") impose specific conditions on the proposed acquisition of Consolidated Rail Corporation ("CR") by CSX Transportation, Inc. ("CSXT") and Norfolk Southern Railway Company ("NS") in order to protect BDRV and BRW from adverse impacts of the acquisition.

The specific conditions to be requested by BDRV and BRW are:

1. removal of the restriction on the Canadian Pacific Railway's ("CP") Delaware and Hudson Railway ("D&H") that prevents interchange between D&H and BDRV at Phillipsburg and between D&H and BRW at Three Bridges, respectively, where D&H operates over CR on trackage rights.
2. grant of trackage rights to BDRV over the NS between the BDRV connection at Phillipsburg, New Jersey with the line to be acquired by NS and Manville, New Jersey, where the lines of NS and CSXT connect, or some other operationally feasible point at which the lines of NS and CSXT connect.
3. grant of trackage rights to BRW over the NS between the BRW connection at Three Bridges, New Jersey with the line to be acquired by NS and Manville, New Jersey, where



the lines of NS and CSXT connect, or some other operationally feasible point at which the lines of NS and CSXT connect.

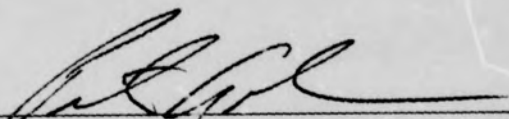
4. grant of trackage rights to BDRV and BRW over the NS on the line to be acquired by NS between the BDRV-NS connection at Phillipsburg, New Jersey and the BRW-NS connection at Three Bridges, New Jersey.

5. require that CSXT and NS maintain existing deregulated rates issued by CR, or in which CR participates, to and from stations on BDRV and BRW, for a period of 6 months, or until the scheduled expiration date of the rate, whichever is later.

BDRV and BRW will request these conditions in order to: (1) maintain their competitive positions vis-a-vis adjacent railroads who will acquire access to two line haul carriers as a consequence of the proposed acquisition; (2) correct competitive imbalances that will be exacerbated by the acquisition; and (3) insure an orderly transition of rates and service subsequent to the acquisition.

Respectfully submitted,

BELVIDERE & DELAWARE RIVER RAILWAY  
AND BLACK RIVER & WESTERN RAILROAD

By: 

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

Dated: August 22, 1997

Its Attorneys

### **CERTIFICATE OF SERVICE**

I hereby certify that on the 22<sup>nd</sup> day of August, 1997 a copy of the foregoing Joint Description of Anticipated Responsive Applications of the Belvidere & Delaware River Railway and The Black River & Western Railroad was served via first class mail, postage prepaid on the following and all other persons identified in Decision No. 21 as Parties of Record:

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

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

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John M. Nannes, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
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Washington, D.C. 20005-2111

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

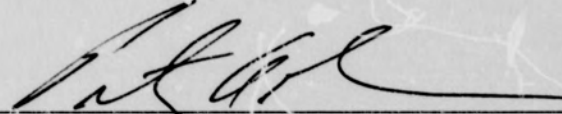
P. Michael Giftos, Esq.  
CSX Transportation, Inc.  
500 Water Street  
Jacksonville, Florida 32202

Dennis G. Lyons, Esq.  
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1330 Connecticut Avenue, N.W.  
Washington, D.C. 20036-1795

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Two Commerce Square  
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Philadelphia, Pennsylvania 19101

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



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Peter A. Greene

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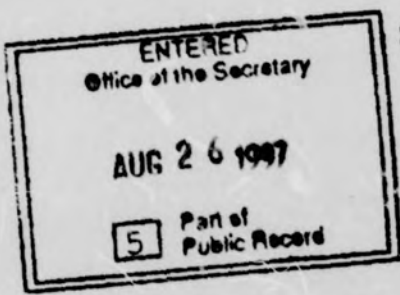
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181439

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BVDR-3



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

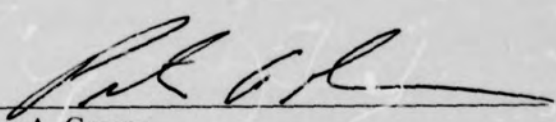
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CERTIFICATE OF SERVICE

I hereby certify that, pursuant to the provisions of Decision No. 21 served August 19, 1997 in the above-captioned case, a copy of the attached Notice of Intent to Participate was served on all parties of record identified in Decision No. 21, via first class mail, postage prepaid on this 22<sup>nd</sup> day of August, 1997.

Respectfully submitted,

BELVIDERE & DELAWARE RIVER RAILWAY  
AND BLACK RIVER & WESTERN RAILROAD

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

Dated: August 22, 1997

Its Attorneys

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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



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

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

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

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

and

Black River & Western Railroad  
P.O. Box 200  
Ringoes, New Jersey 08551



As required by the Board's Decision No. 12 and as evidenced by the attached Certificate of Service, copies of this Notice of Intent to Participate have been served on Judge Jacob Leventhal and on counsel for Applicants.

**BELVIDERE & DELAWARE RIVER RAILWAY  
AND BLACK RIVER & WESTERN RAILROAD**

By: 

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

Dated: August 5, 1997

Its Attorneys

### CERTIFICATE OF SERVICE

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

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

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

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

John M. Nannes, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
1440 New York Avenue, N.W.  
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Mark G. Aron, Esq.  
CSX Corporation  
One James Center  
901 East Cary Street  
Richmond, Virginia 23129

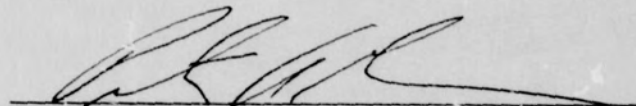
P. Michael Ciftos, Esq.  
CSX Transportation, Inc.  
500 Water Street  
Jacksonville, Florida 32202

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

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

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

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

  
Peter A. Greene

STB

FD

33388

8-22-97

D

181443

181443

BEFORE THE  
SURFACE TRANSPORTATION BOARD

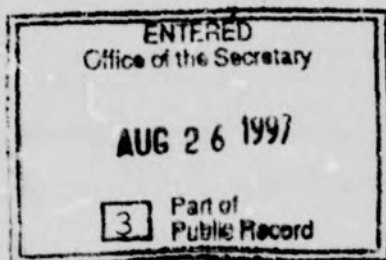
Finance Docket No. 33388

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

Finance Docket No. 33388 (Sub-No. 39)

LIVONIA, AVON & LAKEVILLE RAILROAD CORPORATION -  
PURCHASE - LINE OF CONSOLIDATED RAIL CORPORATION

**DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION OF  
LIVONIA, AVON & LAKEVILLE RAILROAD CORPORATION**



Sergeant W. Wise, Esq.  
Livonia, Avon & Lakeville Railroad Corporation  
5769 Sweeteners Boulevard  
P.O. Box 190-B  
Lakeville, NY 14480  
(716) 346-2090

Counsel for Livonia, Avon & Lakeville  
Railroad Corporation

Dated: August 21, 1997



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 OPERATION LEASES/AGREEMENTS -  
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

Finance Docket No. 33388 (Sub-No 39)

LIVONIA, AVON & LAKEVILLE RAILROAD CORPORATION -  
PURCHASE - LINE OF CONSOLIDATED RAIL CORPORATION

---

**DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION OF  
LIVONIA, AVON & LAKEVILLE RAILROAD CORPORATION**

Pursuant to Decision Nos. 6 and 12 herein, served on May 30, 1997 and July 23, 1997, respectively, Livonia, Avon & Lakeville Railroad Corporation ("LAL") hereby submits this description of the responsive application which LAL expects to file in this proceeding on or before October 21, 1997.

LAL is a class III railroad which owns and operates approximately 30 miles of rail line between Genesee Junction Yard in Chili, New York, immediately south of Rochester, and Lakeville, New York.<sup>1</sup> LAL provides service on this line to a number of shippers and communities in Livingston

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<sup>1</sup> The Primary Application erroneously indicates that the rail line between Mortimer, New York (just east of Genesee Junction Yard) and Avon, New York is owned by Consolidated Rail Corporation ("Conrail"). CSX/NS-18 at 36. The Board's decision accepting the Primary Application repeats this assertion. Decision No. 12 at 4. LAL purchased Conrail's Genesee Junction-Mortimer-Avon Line in 1996. Livonia, Avon & Lakeville Railroad Corporation - Acquisition and Operation Exemption - Line of Consolidated Rail Corporation, Finance Docket No. 32754 (STB served March 11, 1996).



and Monroe Counties, New York. LAL interchanges traffic with Conrail at Genesee Junction Yard. This interchange will be with CSX Transportation, Inc. ("CSXT") following the proposed division of Conrail between CSXT and Norfolk Southern Railway Company ("NS").

LAL also operates approximately 35 miles of trackage between Hammondsport, Bath and Wayland, New York owned by the Steuben County Industrial Development Authority. This operation, referred to as LAL's "Southern Division," does not connect with LAL's Genesee Junction-Lakeville line (known as the "Northern Division") and is not directly related to the anticipated responsive application described herein.

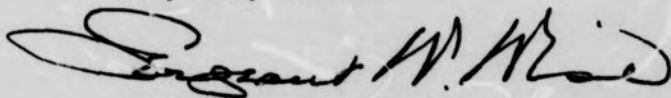
LAL was organized in 1964 as a community effort to save branchline trackage proposed for abandonment by the Erie Lackawanna Railroad Company, and today is owned by some 520 local shareholders. LAL handled 2,900 carloads of traffic in 1996, more than double the railroad's volume in 1992. LAL service is essential to the survival and competitiveness of food processing and agricultural businesses in Livingston County and provides most of the accessible rail infrastructure in the Town of Henrietta, a prime warehousing and industrial area in the Rochester suburbs.

Conrail retains ownership of the Genesee Junction Yard in Chili, and LAL is permitted to operate into the yard from the east for purposes of interchanging traffic with Conrail. Genesee Junction Yard has three tracks and is approximately three-quarters of a mile long. It is used exclusively to interchange traffic between Conrail and LAL. Rochester & Southern Railroad, Inc. ("R&S"), a member of the Genesee & Wyoming family of railroads, connects to the west end of Genesee Junction Yard, but LAL and R&S are unable to interchange traffic with each other due to Conrail's ownership of the yard itself. R&S' line extends south from Rochester and connects at Silver Springs, New York with Conrail's Southern Tier line. The Southern Tier route will be allocated to NS as part of the proposed division of Conrail's assets.

LAL believes that the proposed control of Conrail by the parents of CSXT and NS and the division of Conrail's assets between CSXT and NS will adversely affect competitive rail service for the shippers and receivers on LAL's line and for LAL itself. LAL accordingly opposes the proposed transaction in its present, unconditioned form. LAL anticipates filing herein a responsive application pursuant to 49 C.F.R. § 1180.4(d)(4) asking that any Board approval of the Primary Application be conditioned upon the conveyance of Conrail's Genesee Junction Yard at Chili, New York to LAL, at a price to be negotiated by CSXT and LAL (or, failing a negotiated agreement, be set by the Board). Such conveyance would occur concurrently with the division of Conrail's assets between CSXT and NS.

WHEREFORE, LAL respectfully submits this description of its anticipated responsive application in this proceeding.

Respectfully submitted,



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(716) 346-2000

Counsel for Livonia, Avon & Lakeville  
Railroad Corporation

Dated: August 21, 1997

**CERTIFICATE OF SERVICE**

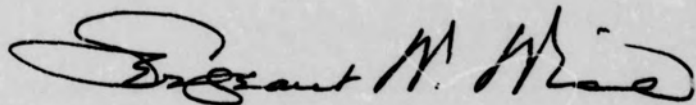
I hereby certify that on this 21<sup>st</sup> day of August, 1997, a copy of the foregoing  
Description of Anticipated Responsive Application of Livonia, Avon & Lakeville Railroad Corporation  
(LAL-2) was served by first class mail, postage prepaid, upon:

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Sergeant W. Wise

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\*NOT ADMITTED IN D.C.

August 22, 1997



**BY HAND**

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

CERA No. 2

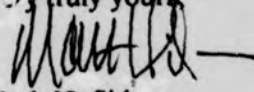
Re: STB Finance Docket No. 33388 (Sub. No. 65), CSX Corp. and CSX  
Transp., Inc., Norfolk Southern Corp. and Norfolk Southern Ry. Co. --  
Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated  
Rail Corp.

Dear Secretary Williams:

On behalf of our client, Central Railroad Company of Indianapolis, enclosed are an original and 25 copies of its Description of Anticipated Responsive Application and Petition for Clarification and Waiver (the "Filing"). In accordance with Decision No. 6 by the Surface Transportation Board, dated May 30, 1997, also enclosed is a 3.5 inch disk containing this Filing formatted in Word Perfect. This Filing and the accompanying disk are designated as CERA No. 2, in accordance with 49 C.F.R. § 1180.4(a)(2).

Please acknowledge receipt of this letter by date-stamping the enclosed acknowledgment copy and returning it to our messenger.

Very truly yours,

  
Mark H. Sidman

Enclosure



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August 25, 1997



Hon. Vernon A. Williams  
Secretary  
Case Control Branch  
Attn: STB Finance Docket No. 33388  
Surface Transportation Board  
1925 K Street, NW  
Washington, D.C. 20423

**CERA No. 2**

Re: STB Finance Docket No. 33388 (Sub-No. 65), CSX  
Corp. and CSX Transp., Inc., Norfolk Southern Corp. and Norfolk  
Southern Ry. Co. - Control and Operating Leases/Agreements -  
Conrail Inc. and Consolidated Rail Corp.

Dear Secretary Williams:

On behalf of our client, Central Railroad Company of Indianapolis, enclosed are 25 copies of its Description of Anticipated Responsive Application and Petition for Clarification and Waiver, which was filed on Friday, August 22, 1997. At the time of filing, the required number of copies were inadvertently omitted.

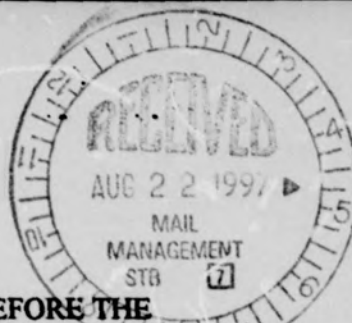
Please acknowledge receipt of this letter by date-stamping the enclosed acknowledgment copy and returning it to our messenger.

Very truly yours,

Jo A. DeRoche

Enclosures





CERA-2

**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

---

**FINANCE DOCKET NO. 33388 (Sub-No. 65)**

---

**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**

---

**DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION AND  
PETITION FOR CLARIFICATION AND WAIVER OF CENTRAL RAILROAD  
COMPANY OF INDIANAPOLIS**

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**ATTORNEYS FOR**

**CENTRAL RAILROAD COMPANY OF  
INDIANAPOLIS**

Dated: August 22, 1997

BEFORE THE  
SURFACE TRANSPORTATION BOARD

---

FINANCE DOCKET NO. 33388 (Sub-No. 65)

---

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

---

**DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION AND  
PETITION FOR CLARIFICATION AND WAIVER OF  
CENTRAL RAILROAD COMPANY OF INDIANAPOLIS**

Central Railroad Company of Indianapolis ("CERA") hereby submits its Description of Anticipated Responsive Application (the "Filing"), in accordance with the procedural schedule established by the Surface Transportation Board (the "Board") in Finance Docket No. 33388, Decision No. 6, served May 30, 1997, and the Board's regulations at 49 C.F.R. § 1180.4. CERA will submit to the Board, by October 21, 1997, its inconsistent or responsive application (the "Responsive Application") to the primary application filed by CSX Corporation, CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company (the "Applicants") in the above-captioned proceedings.

**I. Description of Anticipated Responsive Application.**

The transaction described by the Applicants will result in substantial loss of traffic over the lines owned and operated by CERA. In its Responsive Application, CERA will ask the

Board to require that its rail assets become part of the transaction described by Applicants in their Primary Application. CERA will also seek to obtain rights and/or properties as conditions to the transaction, as are necessary to ensure that the essential service it provides to on-line shippers is preserved.

CERA is negotiating with CSX Transportation and Norfolk Southern to address the effects that the transaction described in the primary application would have on CERA. Although CERA is hopeful that those negotiations will result in a mutually satisfactory agreement, it is submitting this Filing to preserve its right to file a Responsive Application if those negotiations are not fruitful.

## **II. Petition for Clarification and Waiver.**

CERA requests that the Board clarify that the inclusion of the rail assets of CERA in the transaction described in the Primary Application would be a "minor transaction" for purposes of 49 C.F.R. § 1180.2(c) and for purposes of the filing fees set forth in 49 C.F.R. Part 1002.2.

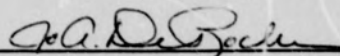
CERA owns and operates approximately 80 miles of line in Indiana as a class III railroad.

Inclusion of CERA's properties in the transaction proposed by the Applicants will not result in any anticompetitive effects.

CERA also seeks a waiver from the requirement that responsive applicants file a Responsive Environmental Report or Environmental Verified Statement (together, the "Environmental Filing") by October 1, 1997. In connection with any proposed inclusion of its rail assets in the transaction described in the Primary Application, CERA will not have access to the information and data necessary to make the Environmental Filing. This is the case because it will be difficult to predict with any degree of certainty the operational changes that might be made by Primary Applicants as a result of inclusion of the CERA properties. Accordingly, any statement

by CERA regarding the environmental affects of the inclusion of its properties would be speculative. CERA requests that the Board clarify that the consideration of the issues that are to be addressed in the Environmental Filing be delayed until after the Board determines that, to avoid a loss of essential service, the CERA rail assets must be included in the transaction proposed by the Primary Applicants.

Respectfully submitted,



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**ATTORNEYS FOR**

**CENTRAL RAILROAD COMPANY OF  
INDIANAPOLIS**

Dated: August 22, 1997

F:\94109\001\jld1076brf.doc

## **CERTIFICATE OF SERVICE**

I hereby certify that on August 22, 1997, a copy of the foregoing Description of Anticipated Responsive Application and Petition for Clarification and Waiver of Central Railroad Company of Indianapolis was served by first-class mail, postage pre-paid, on the following addressees:

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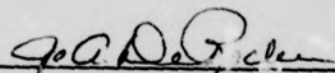
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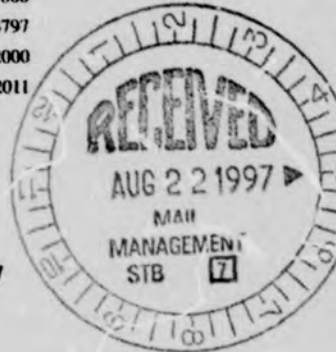
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**BY HAND**

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

CIND No. 2

Re: STB Finance Docket No. 33388 (Sub. No. 66), CSX Corp. and CSX  
Transp., Inc., Norfolk Southern Corp. and Norfolk Southern Ry. Co. --  
Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated  
Rail Corp.

Dear Secretary Williams:

On behalf of our client, Central Railroad Company of Indiana, enclosed are an original and 25 copies of its Description of Anticipated Responsive Application and Petition for Clarification and Waiver (the "Filing"). In accordance with Decision No. 6 by the Surface Transportation Board, dated May 30, 1997, also enclosed is a 3.5 inch disk containing this Filing formatted in Word Perfect. This Filing and the accompanying disk are designated as CIND No. 2, in accordance with 49 C.F.R. § 1180.4(a)(2).

Please acknowledge receipt of this letter by date-stamping the enclosed acknowledgment copy and returning it to our messenger.

Very truly yours,

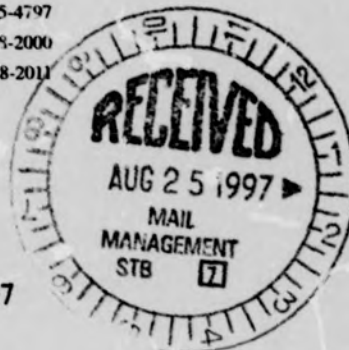
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**CIND No. 2**

P.e: STB Finance Docket No. 33388 (Sub-No. 56), CSX  
Corp. and CSX Transp., Inc., Norfolk Southern Corp. and Norfolk  
Southern Ry. Co. - Control and Operating Leases/Agreements -  
Conrail Inc. and Consolidated Rail Corp.

Dear Secretary Williams:

On behalf of our clients, Central Railroad Company of Indiana, enclosed are 25 copies of its Description of Anticipated Responsive Application and Petition for Clarification and Waiver, which was filed on Friday, August 22, 1997. At the time of filing, the required number of copies were inadvertently omitted.

Please acknowledge receipt of this letter by date-stamping the enclosed acknowledgment copy and returning it to our messenger.

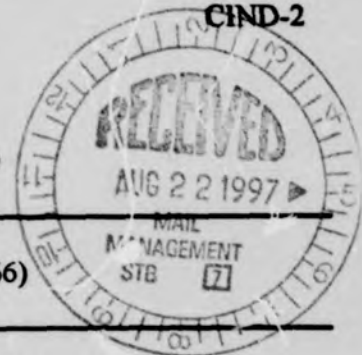
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Enclosures

BEFORE THE  
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388 (Sub-No. 66)



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

**DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION AND  
PETITION FOR CLARIFICATION AND WAIVER OF  
CENTRAL RAILROAD COMPANY OF INDIANA**

Central Railroad Company of Indiana ("CIND") hereby submits its Description of Anticipated Responsive Application (the "Filing"), in accordance with the procedural schedule established by the Surface Transportation Board (the "Board") in Finance Docket No. 33388, Decision No. 6, served May 30, 1997, and the Board's regulations at 49 C.F.R. § 1180.4. CIND will submit to the Board, by October 21, 1997, its inconsistent or responsive application (the "Responsive Application") to the primary application filed by CSX Corporation, CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company (the "Applicants") in the above-captioned proceedings.

**I. Description of Anticipated Responsive Application.**

The transaction described by the Applicants will result in substantial loss of traffic over the lines owned and operated by CIND. In its Responsive Application, CIND will ask the Board to require that its rail assets become part of the transaction described by Applicants in their Primary



Application. CIND will also seek to obtain rights and/or properties as conditions to the transaction, as are necessary to ensure that the essential service it provides to on-line shippers is preserved between Thatcher, IN and Cincinnati, OH.

CIND is negotiating with CSX Transportation and Norfolk Southern to address the effects that the transaction described in the primary application would have on CIND. Although CIND is hopeful that those negotiations will result in a mutually satisfactory agreement, it is submitting this Filing to preserve its right to file a Responsive Application if those negotiations are not fruitful.

## **II. Petition for Clarification and Waiver.**

CIND requests that the Board clarify that the inclusion of the rail assets of CIND in the transaction described in the Primary Application would be a "minor transaction" for purposes of 49 C.F.R. § 1180.2(c), and for purposes of the filing fees set forth in 49 C.F.R. Part 1002.2.

CIND owns and operates approximately 85 miles of line in Indiana and Ohio. It is a class III railroad. Inclusion of CIND's properties in the transaction proposed by the Applicants will not result in any anticompetitive effects.

CIND also seeks a waiver from the requirement that responsive applicants file a Responsive Environmental Report or Environmental Verified Statement (together, the "Environmental Filing") by October 1, 1997. In connection with any proposed inclusion of its rail assets in the transaction described in the Primary Application, CIND will not have access to the information and data necessary to make the Environmental Filing. This is the case because it will be difficult to predict with any degree of certainty the operational changes that might be made by Primary Applicants as a result of inclusion of the CIND properties. Accordingly, any statement by CIND regarding the environmental affects of the inclusion of its properties would be speculative. CIND requests that the Board clarify that the consideration of the issues that are to



be addressed in the Environmental Filing be delayed until after the Board determines that, to avoid a loss of essential service, the CIND rail assets must be included in the transaction proposed by the Primary Applicants.

Respectfully submitted,



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**ATTORNEYS FOR**

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Dated: August 21, 1997

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## **CERTIFICATE OF SERVICE**

I hereby certify that on August 22, 1997, a copy of the foregoing Description of Anticipated Responsive Application and Petition for Clarification and Waiver of Central Railroad Company of Indiana was served by first-class mail, postage pre-paid, on the following addressees:

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BEFORE THE  
SURFACE TRANSPORTATION BOARD

---

FINANCE DOCKET NO. 33388 (Sub-No. 66)

---

CSX CORPORATION AND CSX TRANSPORTATION, INC.,  
NORFOLK SOUTHERN CORPORATION AND  
NORFOLK SOUTHERN RAILWAY COMPANY – CONTROL AND  
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DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION AND  
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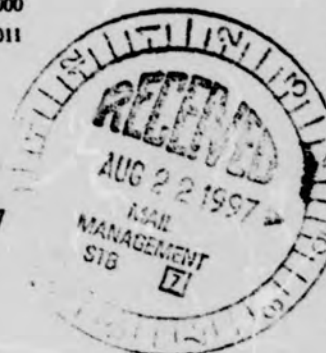
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August 22, 1997



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**BY HAND**

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

LIRC No. 2

Re: STB Finance Docket No. 33388 (Sub. No. 64), CSX Corp. and CSX  
Transp., Inc., Norfolk Southern Corp. and Norfolk Southern Ry. Co. --  
Control and Operating Leases/Agreements -- Conrail Inc. and  
Consolidated Rail Corp.

Dear Secretary Williams:

On behalf of our client, Louisville & Indiana Railroad Company, enclosed are an original and 25 copies of its Description of Anticipated Responsive Application and Petition for Clarification and Waiver (the "Filing"). In accordance with Decision No. 6 by the Surface Transportation Board, dated May 30, 1997, also enclosed is a 3.5 inch disk containing this Filing formatted in Word Perfect. This Filing and the accompanying disk are designated as LIRC No. 2, in accordance with 49 C.F.R. § 1180.4(a)(2).

Please acknowledge receipt of this letter by date-stamping the enclosed acknowledgment copy and returning it to our messenger.

Very truly yours,

Jo A. DeRoche

Enclosure



**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

**FINANCE DOCKET NO. 33388 (Sub-No. 64)**



**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**

**DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION AND  
PETITION FOR CLARIFICATION AND WAIVER OF  
LOUISVILLE & INDIANA RAILROAD COMPANY**

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**ATTORNEYS FOR**

**LOUISVILLE & INDIANA RAILROAD  
COMPANY**

**Dated: August 22, 1997**

BEFORE THE  
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388 (Sub-No. 64)

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

**DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION AND  
PETITION FOR CLARIFICATION AND WAIVER OF  
LOUISVILLE & INDIANA RAILROAD COMPANY**

This Description of Anticipated Responsive Application is submitted on behalf of Louisville & Indiana Railroad Company ("LIRC") in accordance with the procedural schedule established in Decision No. 6 of Finance Docket No. 33388, served May 30, 1997, and the regulations set forth at 49 C.F.R. § 1180.4. LIRC intends to submit to the Surface Transportation Board (the "Board"), by October 21, 1997, an inconsistent or responsive application (the "Responsive Application") to the primary application (the "Primary Application") filed by CSX Corporation, CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company (the "Applicants") in these proceedings.

**I. Description of Anticipated Responsive Application.**

The transaction described in the Primary Application will cause a catastrophic loss of traffic over the rail lines owned and operated by LIRC. In its Responsive Application, LIRC will seek inclusion of its rail assets in the transaction described in the Primary Application.

Alternatively, LIRC will seek to obtain such rights and/or properties, and/or request that the Board impose such conditions on the transaction, as are necessary to ensure that essential service is preserved in the rail corridor from Indianapolis, IN to Louisville, KY.

LIRC is engaged in negotiations with CSX Transportation to address the anticompetitive effects that the transaction described in the Primary Application would have on the markets served by LIRC. Although LIRC is hopeful that those negotiations will result in a mutually satisfactory agreement, it is filing this Description of Anticipated Responsive Application to preserve its right to file a Responsive Application if those negotiations are not fruitful. In the event that LIRC enters into an agreement with CSX Transportation, it will notify the Board.

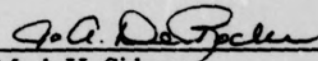
## **II. Petition for Clarification and Waiver.**

LIRC requests that the Board clarify that the inclusion of the rail assets of LIRC in the transaction described in the Primary Application would be a "minor transaction" for purposes of 49 C.F.R. § 1180.2(c), and for purposes of the filing fees set forth in 49 C.F.R. Part 1002.2. LIRC owns and operates approximately 106 miles of railroad in Indiana and Kentucky. It is a Class III railroad. Inclusion of LIRC's properties in the transaction proposed by the Applicants will not result in any anticompetitive effects.

LIRC also seeks a waiver from the requirement that responsive applicants file a Responsive Environmental Report or Environmental Verified Statement (together, the "Environmental Filing") by October 1, 1997. In connection with any proposed inclusion of its rail assets in the transaction described in the Primary Application, LIRC will not have access to the information and data necessary to make the Environmental Filing. This is the case because it will be difficult to predict with any degree of certainty the operational changes that might be made by Primary Applicants as a result of inclusion of the LIRC properties. Accordingly, any statement by

LIRC regarding the environmental affects of the inclusion of its properties would be speculative. LIRC requests that the Board clarify that the consideration of the issues that are to be addressed in the Environmental Filing be delayed until after the Board determines that, to avoid a loss of essential service, the LIRC rail assets must be included in the transaction proposed by the Primary Applicants.

Respectfully submitted,



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COMPANY**

Dated: August 22, 1997

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## **CERTIFICATE OF SERVICE**

I hereby certify that on August 22, 1997, a copy of the foregoing Description of Anticipated Responsive Application and Petition for Clarification and Waiver of Louisville & Indiana Railroad Company was served by first-class mail, postage pre-paid, on the following addressees:

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Edward Wytkind, Executive Director  
Transportation Trades Dept. AFL-CIO  
400 North Capitol Street, SW, Ste. 861  
Washington, D.C. 20001

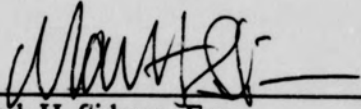
R.L. Young  
American Electric Power  
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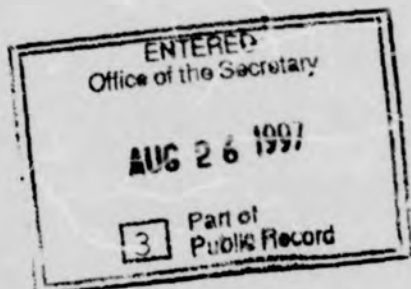
  
Mark H. Sidman, Esq.

181465

**WEINER, BRODSKY, SIDMAN & KIDER**  
ATTORNEYS AT LAW

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1350 NEW YORK AVENUE, N.W., SUITE 800  
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(202) 628-2000  
TELECOPIER (202) 628-2011



Hon. Vernon A. Williams  
Secretary  
Case Control Branch  
Attn: STB Finance Docket No. 33388  
Surface Transportation Board  
1925 K Street, NW  
Washington, D.C. 20423

August 25, 1997



181465

H. GERRY ANDERSON\*  
RICHARD J. ANDREANO, JR.  
JAMES A. BRODSKY  
JENNIFER A. COHN  
JO A. DeROCHE  
CYNTHIA L. GILMAN  
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PAUL C. OAKLEY  
MARK H. SIDMAN  
RUGENIA SILVER  
HARVEY E. WEINER  
ROSE-MICHELE WEINRYB\*  
JOSEPH F. YENOUSKAS

\*NOT ADMITTED IN D.C.

**LIRC No. 2**

Re: STB Finance Docket No. 33388 (Sub-No. 64), CSX  
Corp. and CSX Transp., Inc., Norfolk Southern Corp. and Norfolk  
Southern Ry. Co. - Control and Operating Leases/Agreements -  
Conrail Inc. and Consolidated Rail Corp.

Dear Secretary Williams:

On behalf of our client, Louisville and Indiana Railroad Company, enclosed are 25 copies of its Description of Anticipated Responsive Application and Petition for Clarification and Waiver, which was filed on Friday, August 22, 1997. At the time of filing, the required number of copies were inadvertently omitted, along with the 3.5 inch Word Perfect disk containing the LIRC-2 filing.

Please acknowledge receipt of this letter by date-stamping the enclosed acknowledgment copy and returning it to our messenger.

Very truly yours,

Jo A. DeRoche

Enclosures



STB

FD

33388

8-22-97

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**SLOVER & LOFTUS**

ATTORNEYS AT LAW  
1224 SEVENTEENTH STREET, N.W.  
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WILLIAM L. SLOVER  
C. MICHAEL LOFTUS  
DONALD G. AVERY  
JOHN H. LE SEUR  
KELVIN J. DOWD  
ROBERT D. ROSENBERG  
CHRISTOPHER A. MILLS  
FRANK J. PEEJOLIZZI  
ANDREW B. KOLESAR III



August 22, 1997

BY HAND

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

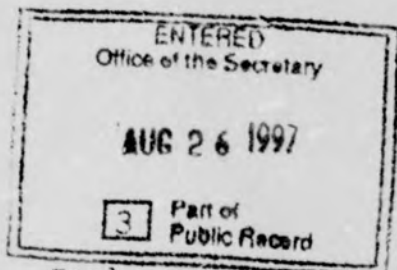
Re: Finance Docket No. 33388, *CSX Corporation and CSX Transportation, Inc. and Norfolk Southern Railway Company--Control and Operating Leases/Agreements--Conrail Inc. and Consolidated Rail Corporation--Transfer of Railroad Line by Norfolk Southern Railway Company to CSX Transportation, Inc.*

Dear Mr. Secretary:

Enclosed for filing in the captioned proceeding please find an original and twenty-five (25) copies of a "Description of Anticipated Responsive Application by the East Jersey Railroad Company."

Also enclosed is a diskette with the enclosed filing in Wordperfect 5.1 form.

Thank you for your attention to this matter.

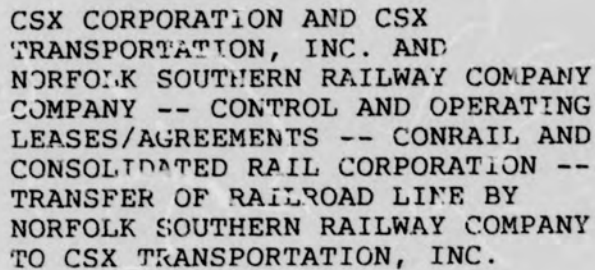
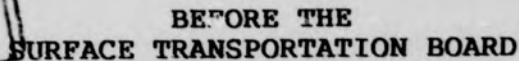


Encl.

cc: ALJ Leventhal  
Parties of Record

Sincerely,

*Donald G. Avery*  
Donald G. Avery



Finance Docket No. 33388

The East Jersey Railroad Company ("EJRR") hereby gives notice that it presently anticipates filing a responsive application in this proceeding on October 21, 1997, seeking trackage rights over Conrail's rail lines and associated rail facilities between the junction of such lines with EJRR's own lines in Bayonne, New Jersey, and Conrail's Oak Island Yard. Such trackage rights would be limited to (1) overhead movements on Conrail's Constable Hook track, between points on EJRR's lines, and (2) overhead movements between EJRR's lines, on the one hand, and suitable interchange tracks in Oak Island Yard on the other, for purposes of interchange with CSX Transportation and Norfolk Southern.

Respectfully Submitted,

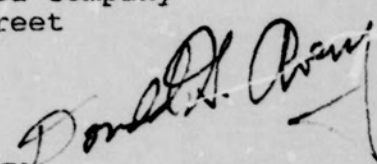
East Jersey Railroad Company  
250 East Second Street  
Bayonne, NJ 07002

Of Counsel:

SLOVER & LOFTUS  
1224 17th Street, NW  
Washington, DC 20036

Dated: August 22, 1997

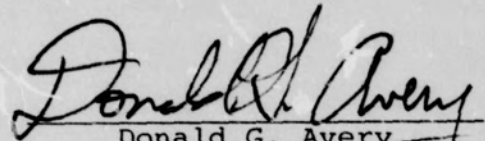
By: C. Michael Loftus  
Donald G. Avery  
1224 17th Street, NW  
Washington, DC 20036  
(202) 347-7170

A handwritten signature in dark ink, appearing to read "Donald G. Avery", is written over the typed name and address of Donald G. Avery.

Attorneys for the East Jersey  
Railroad Company

Certificate of Service

I hereby certify that I have this 22nd day of August, 1997, caused copies of the foregoing document to be served by first-class mail upon Administrative Law Judge Leventhal and upon all parties of record, as listed on the official service list issued by the Board on August 19, 1997 in Decision No. 21.

  
Donald G. Avery



STB

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8-21-97

D

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August 20, 1997

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



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

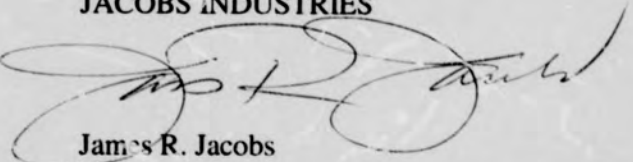
Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are the original and twenty-five (25) copies of Notice of Intent to Participate as a Party of Record of Jacobs Industries (JI-2). Also enclosed is a 3.5 inch computer disk containing the text of this filing in WordPerfect 7.0 format.

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

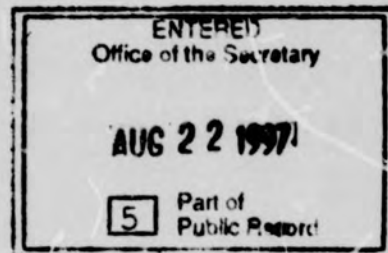
Sincerely,

JACOBS INDUSTRIES

  
James R. Jacobs  
Member

Enclosures

cc: Honorable Jacob Leventhal  
Applicant Representatives



181318

BEFORE THE  
DEPARTMENT OF TRANSPORTATION  
SURFACE TRANSPORTATION BOARD



Finance Docket No. 33388

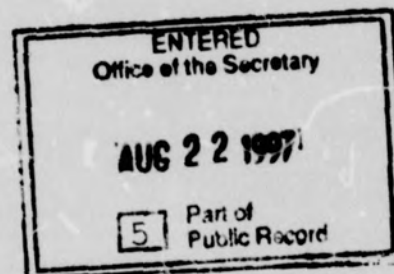
CSX CORPORATION AND CSX TRANSPORTATION, INC.,  
NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN  
RAILWAY COMPANY -- CONTROL AND OPERATING LEASES/AGREEMENTS --  
CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION

JACOBS INDUSTRIES  
DESCRIPTION OF ANTICIPATED RESPONSE

JACOBS INDUSTRIES

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

Dated: August 20, 1997



### DESCRIPTION OF ANTICIPATED RESPONSE

The applicants, CSX / NS per published plan, intend to divide the Stanley Yard facility, Toledo, Ohio. Jacobs Industries has two points in response.

**Point One:** Stanley yard, Toledo, Ohio to be divided by both applicants; yet service to our facility within Stanley yard will be open only to one.

Our facility, J-Star Consolidated, Inc., a rail logistic service provider industry is located within the Stanley yard complex. Stanley yard will be operated by both applicants, but published service plan states service will only be afforded by one applicant. Thereby our established industry will place it's competitive abilities within the control of only one of the applicants.

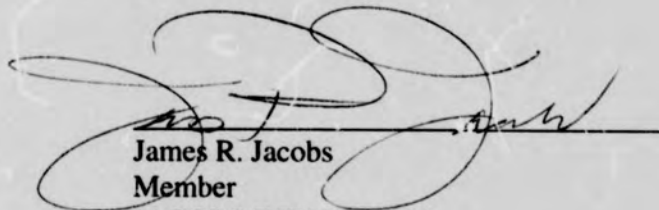
It will be our intent to display lack of competitive control, basic disassembling of private investment and business plan if Surface Transportation Board allows the above statement.

**Point Two:** Our type of industry, an established rail logistic service provider industry, located on Consolidated Rail, within the Midwest market region must be dual served or have access from both applicants to remain competitive and whole.

It will be our intent to display to the Board, why logistic industries originally located on Consolidated Rail within the Midwest markets such as Toledo, Ohio must have dual access of both remaining class one carriers.

Our intent as a rail logistic service provider," We must maintain the ability to be serviced by both remaining applicants for true competitive equalization."

Respectfully submitted,



James R. Jacobs

Member

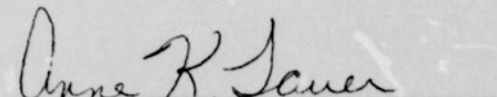
JACOBS INDUSTRIES

2 Quarry Lane

Stony Ridge, OH 43463

**CERTIFICATE OF SERVICE**

I hereby certify that the foregoing JACOBS INDUSTRIES (JI-2) Notice of Intent to Participate as a Party of Record was served this 20<sup>th</sup> day of August, 1997, via first-class mail, postage prepaid, upon the Honorable Jacob Leventhal and representatives of the applicants.

  
\_\_\_\_\_  
Anne K. Lauer



STB

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8-21-97

D

181319



STATE OF CONNECTICUT  
DEPARTMENT OF TRANSPORTATION

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

Phone:

181319



August 21, 1997



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

Dear Secretary Williams:

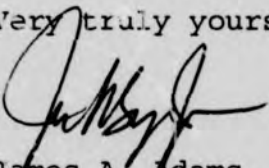
Subject: STB Finance Docket Number 33388

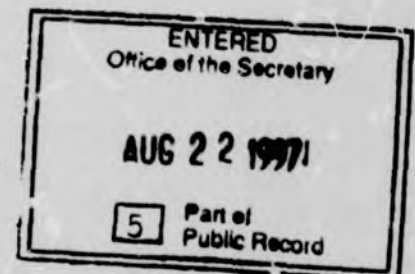
This is to formally advise you that the Connecticut Department of Transportation (CDOT) intends to file an inconsistent or responsive application in the subject proceeding.

As outlined in Commissioner Sullivan's August 5, 1997 submittal to the Board, CDOT remains unconvinced that the contemplated transaction adequately addresses the historic imbalance of competition among class I rail carriers in southern New England. Most simply stated, the proposed transaction fails to provide a direct competitive intermodal freight access to southern New England, and more particularly, the state of Connecticut. Without such access, congestion and air quality impacts in Connecticut's I-95 Corridor cannot be mitigated.

As was stated in the aforementioned August 5, 1997 CDOT submittal, whether the proposed shared assets area on the southern tier of Amtrak's Northeast Corridor is extended to New Haven, or whether an intermodal marketing and/or service agreement(s) is reached between or among class I carriers, competitive access to Connecticut must be provided to carriers committed to effecting a significant diversion of tonnage from motor carrier to rail.

Very truly yours,

  
James A. Adams  
Deputy Commissioner



## CERTIFICATE OF SERVICE

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

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

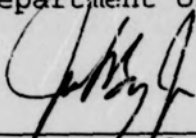
Mr. Dennis G. Lyons, Esq.  
Arnold and Porter  
555 12th Street, N.W.  
Washington, D.C. 20004-1202

Mr. Richard A. Allen, Esq.  
Zuckert Scoutt & Rasenberger, L.L.P.  
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Washington, DC 20006-3939

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

Dated at Newington, Connecticut, August, 1997.

State of Connecticut  
Department of Transportation

  
\_\_\_\_\_  
James A. Adams  
Deputy Commissioner

STB

FD

33388

8-21-97

D

181325

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

CHARLES H. WHITE, JR.  
E-MAIL: cwhite@gl-mg.com

CANAL SQUARE  
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FACSIMILE: (202) 342-5219  
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E-MAIL: gkmg@mg.com

ROBERT N. KHARASCH  
C.F. COUNSEL

GEORGE F. GALLAND (1910-1985)

WRITER'S DIRECT DIAL NUMBER  
(202) 342-6789

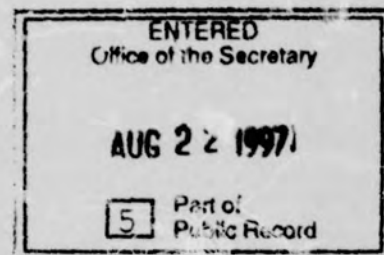
August 21, 1997



**VIA HAND DELIVERY**

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

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



Dear Mr. Williams:

Enclosed for filing please find an original and 25 copies of the Description of Responsive Application of Stark Development Board, Inc. in the above-titled proceeding. Also enclosed please find a computer disk with the same information. Copies have been served on all parties of record in this proceeding.

XIN JI YUAN-GKMG LAW OFFICE  
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GALLAND, KHARASCH & GARFINKLE, P.C.

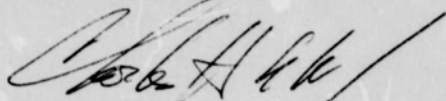
Mr. Vernon Williams

August 21, 1997

Page 2

Will you kindly stamp and return the enclosed copy of this service letter when the documents are filed.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Charles H. White, Jr.", with a long, sweeping horizontal stroke extending to the right.

Charles H. White, Jr.

Counsel for Stark Development Board, Inc.

Enclosure

cc: Counsel for Parties of Record

181325

BEFORE THE  
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35588



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

DESCRIPTION OF RESPONSIVE APPLICATION  
OF STARK DEVELOPMENT BOARD, INC.

In accordance with the procedural schedule issued by the Board in its Decision No. 6 in this proceeding, Stark Development Board, Inc. ("SDB") (owner of the Neomodal facility) hereby submits the following description of its anticipated Responsive Application.

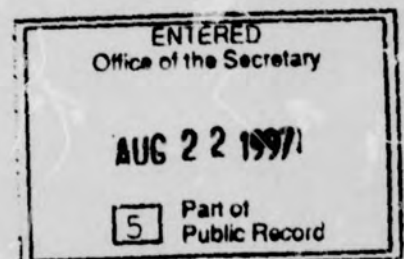
Respectfully submitted,

Charles H. White, Jr.  
GALLAND, KHARASCH &  
GARFINKLE, P.C.  
1054 31st Street, N.W.  
Washington, D.C. 20007  
Tel: (202) 342-5200  
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Randall C. Hunt, Esq.  
KRUGLIAK, WILKINS, GRIFFITHS  
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Counsel for Stark Development Board, Inc.

August 21, 1997



## **DESCRIPTION OF RESPONSIVE APPLICATION OF STARK DEVELOPMENT BOARD, INC.**

The Stark Development Board ("SDB") is a 501(c)(3) corporation located in Stark County, Ohio. SDB is the owner of the NEOMODAL Terminal ("Terminal"), a "state-of-the art" intermodal rail freight terminal uniquely funded by Federal Highway Administration ("FHWA") and the Ohio Department of Transportation ("ODOT") with Intermodal Surface Transportation Efficiency Act ("ISTEA") funds and Congestion Mitigation Air Quality ("CMAQ") funds. The purpose of this inland port terminal is to provide competitive access for Northeast Ohio industries to world markets while reducing pollution from over-the-road truck traffic and creating economic development in the area.

ODOT and FHWA have invested the following public funds:

Wheeling & Lake Erie ("WLE") Truck Relocation	\$ 2,000 000
SDB Terminal Construction/Equipment	11,200,000
State Route 21 Highway Improvements	<u>3,400,000</u>
TOTAL PUBLIC FUNDS	\$16,600,000

The Terminal is a public sector, private sector partnership, which purposely selected a terminal site located on the Wheeling & Lake Erie Railway ("WLE"), a regional railroad with direct competitive connections to Conrail, Norfolk Southern ("NS"), and CSX Transportation ("CSXT"). This site provided Stark County and Northeast Ohio with competitive truck rail intermodal and general freight services.

It is imperative that competitive rail service remain intact after NS and CSXT divide up the Conrail system. Competitive rates, reliable service with competitive transit times and direct access to intermodal rail transfer points from more than one Class 1 carrier are necessary for survival in the domestic and world market.

Indications to date are that Northeast Ohio, its industry, and in particular, the Terminal will be adversely impacted by the proposed NS/CSXT-Conrail Merger ("Merger"). Under the proposed transactions, Stark County and Northeast Ohio and its industry will be significantly disadvantaged in domestic and world markets, and will suffer the loss of economic development.

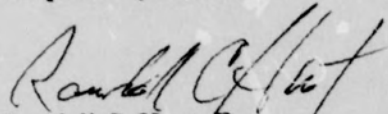
The SDB, ODOT, and FHWA are particularly concerned about the impact of the proposed transactions on the Terminal's servicing carrier, the WLE, which is the linchpin for the competitive service intended by this public funding. The SDB, ODOT and FHWA believe that the WLE will be severely damaged by the proposed Conrail realignments if appropriate conditions are not imposed. If the surviving Class 1 carriers, NS and CSXT, purposely bypass the Terminal and do not integrate it into their service plans and provide a competitive environment, then the SDB, the Terminal, ODOT, FHWA and industry in Stark County and Northeast Ohio will suffer irreparable harm.

Therefore, SDB requests that the Surface Transportation Board require from NS and CSXT the following:

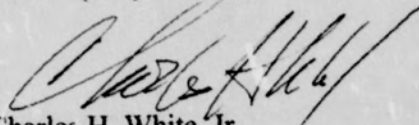
1. To negotiate, on a timely basis, an appropriate settlement with SDB and ODOT to protect the current and future users of the Terminal.
2. To provide the Terminal "take or pay" lift contracts that would repay the public sector investors over time (including the losses incurred by traffic diversions resulting from negotiations between NS/CSX and Conrail); or in the alternative, that NS and/or CSXT be directed to purchase the Terminal outright at a fair market price and integrate it into their systems with trackage rights from WLE.

Until negotiations are final, SDB opposes the proposed transactions and continues to seek inclusion of its Terminal facility as described.

Respectfully submitted,



Randall C. Hunt, Esq.  
KRUGLIAK, WILKINS, GRIFFITHS  
& DOUGHERTY CO., L.P.A.  
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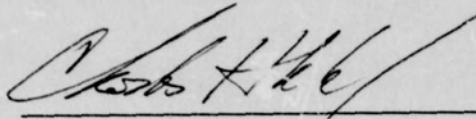
Counsel for Stark Development Board, Inc.

August 21, 1997



CERTIFICATE OF SERVICE

I, Charles H. White, Jr., certify that on the 22nd day of August, 1997 I served true copies of the foregoing Description of Responsive Application filed on behalf of Stark Development Board on counsel of record by first class mail postage prepaid.

A handwritten signature in cursive script, appearing to read "Charles H. White, Jr.", is written over a horizontal line.

Charles H. White, Jr.

Counsel for Stark Development Board