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**American Public Transit Association**  
 1201 New York Avenue, N.W.  
 Washington, DC 20005-6141  
 Phone (202) 898-4000  
 FAX (202) 898-4070  
 <www.apta.com>



October 21, 1997

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President

William W. Millar

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

Dear Secretary Williams:

I write to provide the comments of the American Public Transit Association (APTA) regarding STB Finance Docket No. 33388, *CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements-Conrail, Inc. and Consolidated Rail Corporation*. Many of the Association's commuter rail members are submitting their own comments directly to the STB or comments are being made on their behalf by their respective state governments. The views presented here do not necessarily represent those of the individual transit agencies or the government of states in which they are located.

**Overview**

The relationship of a commuter railroad to a freight railroad is that of a captive shipper - a purchaser of service who frequently pays a higher price and gets inferior service. As outlined below, APTA is concerned that the pending acquisition will perpetuate this unequal relationship, further degrading the service and economics of America's current and future publicly owned commuter railroads. Our concerns are based upon the applicants' representations in their filing, prior commuter railroad experience with the applicants, and prior commuter railroad experience with large-scale freight railroad mergers. We urge the STB to put into place, as a stipulation to this acquisition, a process that will provide a means to resolve future disputes between freight and commuter railroads, and safeguard the public's interest in and investment in passenger rail service.

## **Background**

### ***About APTA***

The American Public Transit Association is a private, nonprofit trade association that represents the North American transit industry. Established in 1882, APTA has more than 1,100 members including local mass transit systems, manufacturers and suppliers, and consultants to the transit industry. More specifically, APTA includes among its members approximately 400 American public and private mass transit systems, which carry over 95 percent of those using public transit in the United States.

**APTA's Commuter Rail Members.** APTA's fourteen U. S. commuter rail members include the eleven commuter railroads that will be affected by the pending acquisition, railroads that carry over 352 million passengers a year and over 1.2 million passengers every weekday. A list of APTA's commuter railroad members is attached.

Our commuter railroad members who are affected by the acquisition are located along the length of the East Coast - from Massachusetts south through Connecticut, New York, New Jersey, Pennsylvania, Delaware, Maryland, Virginia, and Florida; as well as in the center of the nation, in Indiana and Illinois. In these corridors, commuter railroads play a central role in assuring mobility in the nation's largest and most densely populated urban areas, areas that also suffer from some of the worst traffic congestion and poorest air quality in the United States.

**Significant Growth in Commuter Rail.** The demand for commuter rail service is growing across the nation; indeed, ridership has increased 8.8% between 1993 and 1996. Established transit systems have gained 26 million new passenger trips a year during this period and new commuter rail operations that have recently become operational have experienced a 27% growth in ridership during the period.

Playing a role in the growth of commuter rail ridership has been the fact that since 1983 commuter railroads have invested billions of public tax dollars to improve their systems. These improvements have included investments in equipment and service, as well as investments in track and track structures. It is important to note that improvements to track and track structures have benefited both the commuter railroads and freight railroads. While a significant amount of the financing for these improvements has come from local, county and state resources, federal investments have clearly been the key element in the revival of commuter rail passenger service.

In a recently released report entitled *Commuter Rail: Serving America's Emerging Suburban/Urban Economy*, the economic benefits that commuter rail operations provide to the public were estimated to be \$5.2 billion a year. The report also noted that over 180 of the Fortune 500 companies are headquartered in areas served by the nation's commuter rail systems. These employers, as well as businesses of all sizes, rely upon the availability of efficient and effective commuter rail service to get workers to their jobs, on time, every day.

Without a doubt, the continued success and the future growth of commuter rail service is central to both regional and national economic strength, and the attainment of key national objectives. It is in this context that APTA provides comments about the proposed acquisition, an action that must be considered in light of both its current and future impact on commuter rail operators.

### **Comments**

#### ***Transportation System Access***

The most critical area of concern to commuter railroads regarding the proposed acquisition is the impact that it will have upon their ability to access railroad rights-of-way (ROW) in their service areas. While some commuter railroads own their own ROW and receive rents from freight railroads for the right to operate over commuter lines to reach freight customers and terminals, many more make rent payments to freight railroads for the right to operate over freight lines in providing commuter rail service.

All three of the freight railroads involved in this action -- Conrail, CSX and NS -- have existing operating agreements with commuter railroads. In a very real sense, commuter and freight rail operations are interconnected and interdependent, each having the ability to affect the economics and operating success of the other. The complexities of this relationship and the potential limitations that the acquisition could place on the ability of commuter railroads to provide passenger service at current levels, as well as to grow in the future, cannot be casually dismissed -- as has been done in the current application to the STB.

The inter-relationship of the freight and commuter railroads is further complicated by the way capital investments supporting commuter rail operations have been financed. It is important to understand that improvements made to upgrade freight tracks to permit passenger rail operations are generally carried out with public funds. In financing track, signal and related improvements to increase speeds to the level needed for efficient commuter rail operations or to achieve ride conditions appropriate for passenger operations, commuter railroads use public funds. In some cases these funds are federal grant receipts and in others they involve the use of state or local funds, including proceeds from long term debt.

The freight railroads, and specifically CSX, NS and Conrail, have benefited significantly from the investment of public funds, investments that have helped them obtain additional capacity and improve their private sector operations. These investments of public funds makes it even more imperative that commuter rail interests in and access to the freight railroads be protected.

In looking at the proposal at hand, the STB has established a three-year period in which to assess the implications and impacts associated with the acquisition. Unfortunately, that timeframe does not cover the period when many existing operating agreements expire and when the issue of trackage rights governing future commuter rail operations will be reexamined. By focusing on such short term, three-year, projections of freight traffic, the STB will not be able to ensure that existing and future commuter rail operators receive fair or even reasonable treatment from CSX and NS beyond that period.

Based upon past experience, we fully expect that commuter railroads that rent access to the trackage of or rights from CSX and NS will be faced with projections of increased freight traffic in their next round of negotiations. This increase in freight traffic will, in all likelihood, result in demands that commuter rail service be reduced or that the commuter rail operators finance additional capital improvements to accommodate the increased traffic. A close examination of the renegotiated operating rights agreements that have been approved to date will reveal that reductions have already been made in commuter rail service in order to accommodate increased freight traffic. While these reductions may have been made in light of other gains by our members, this is a one-time situation brought on by the need for CSX and NS to receive support for this merger. APTA is concerned that this will not be true in the future.

**Existing service.** The CSX and NS application identifies freight traffic increases that are expected to occur in the corridors that are shared with commuter rail operators. However, the application fails to demonstrate that the shared track/capacity issue has been considered in detail and that commuter rail systems can be assured that their operations will not be affected. Among the freight traffic increases that are cited in the application are seven additional trains a day in VPE's Fredericksburg corridor (a 40% increase) and seven to eight trains a day in MARC's Brunswick corridor. While some might not perceive these to be major increases, they are when considered in light of current traffic in the corridors. We expect that increases such as these could have a significant impact on commuter rail operations.

**System expansions.** Also of great concern is the impact of the proposed acquisition on plans that commuter rail operators have been developing to expand their operations in the future. These expansion plans, which are undertaken to address regional goals for economic development and growth, or to find low cost solutions to congestion problems, are supportive of broader national economic and environmental goals.

Because commuter railroads generally utilize federal funds to finance expansion of their systems, these plans take a long time to become operational. Many of our commuter rail members' long-term plans to expand their operations through the use of rail freight tracks/ROW, which are not currently used or are underused, could be negatively affected by the acquisition.

The two examples that follow demonstrate how important it is that assurances be made to commuter rail agencies that reasonable accommodation will be made to allow them to access the rail lines for the operation of expanded levels of rail passenger service:

NJ TRANSIT has been working on the expansion of its commuter rail network for a number of years. Using both federal and state funds, the agency has been studying the potential for commuter rail service to be restored in corridors that have been under the control of Conrail in southern New Jersey and the NYS&W in northern New Jersey. The planned expansions of the commuter rail system are important components in the State of New Jersey's plans to realize its economic, mobility, and environmental goals.

The Southeastern Pennsylvania Transportation Authority (SEPTA) is another transit agency that is actively pursuing system expansion and New Start funding. The proposed Cross County and Schuylkill Valley Metro projects are focusing on new light rail lines or commuter rail service along existing freight rail corridors, parallel to active Conrail freight service. Both projects respond to changing regional demographic, development and travel needs, as well as the need for transit agencies to serve new markets, promote economic development and support community revitalization. The Schuylkill Valley Metro would also reconnect the Philadelphia and Reading metropolitan areas for the first time since 1981.

**New commuter rail starts.** Across the United States, there is keen interest in initiating new commuter rail services. As part of the nation's agenda to enhance mobility and air quality through the reduction of automobile traffic and regional plans to encourage economic development and growth, these efforts are made possible through the use of federal and/or local funds, including funds raised by long-term public debt. New commuter operations, utilizing existing freight rights-of-way, are in advanced stages of planning in: Portland, Maine; Burlington, Vermont; Raleigh-Durham, North Carolina; Jacksonville and Tampa, Florida; Atlanta, Georgia; Nashville and Memphis, Tennessee; Cleveland, Ohio; Milwaukee, Wisconsin; and St. Louis, Missouri.

In light of the large number of "new starts" commuter rail operations that are actively under consideration, it is important that the CSX/NS acquisition not be allowed to become a deterrent to the development of new systems.

If this acquisition leads to greater restrictions on access to freight railroad rights-of-way, the establishment of new commuter rail operations could be affected. APTA believes that the STB should use this acquisition as an opportunity to promote cooperation between CSX and NS and commuter rail operations, ensuring that rights-of-way that are necessary for passenger service are available to the public, over the long term.

The central importance that access to CSX and NS lines has for current commuter rail operators, as well as future growth in the service, clearly indicates the need for a way to resolve disputes on this issue. In their discussions with the applicants, some commuter rail operators have been able to agree upon some form of accommodation regarding access issues. However, many of these accommodations were influenced by the need for public agency support for the proposed acquisition, a factor that will not be present in the future. APTA believes that, as a condition to the approval of this acquisition, the STB needs to define a process that will ensure that fair and reasonable operating rights agreements can be established in the future, with fair and reasonable compensation to CSX and NS. Such an action by the Board will assure that commuter rail service in freight corridors is protected for the American public interest in the future.

### ***Operating Service and Schedules***

Closely associated with the issue of operating rights and the ability of our members to access freight lines, is the issue of how freight operations affect commuter rail service and schedules. Because the proposed acquisition directly affects some of the most highly concentrated rail corridors in the nation, where freight traffic shares space with heavily-used commuter and intercity passenger service, the issue of operating performance and ability to maintain on-time service schedules is critical. We expect that where increases in freight traffic are projected on lines that are also used for passenger traffic, conflicts between freight and commuter rail service schedules will also increase. The 40% increase in freight traffic in VRE's Fredericksburg corridor is illustrative of an area where on-time performance problems could be expected.

The experience of the Southern California Regional Rail Authority (see comments dated August 1, 1997 in Finance Docket No. 32760 [Sub-No. 21]) with recent rail mergers confirms the potential for freight traffic to interfere with established passenger operations. This point has been underscored in even more recent media accounts regarding Metrolink's (California) on-time performance problems on its Riverside Line that it rents from the Union Pacific. The problems that the Union Pacific has encountered following its recent merger has made it difficult for several of our members to get railroad management to focus on commuter rail issues. Dispatching and coordination problems have gone unresolved, on-time performance is not a concern and communications in general have been difficult as the freight railroad has focused on its own problems.

Commuter rail service issues have had very low, or no, priority and commuter passengers have suffered through unnecessary delays and degradations in the quality of service that they receive. The freight railroad has focused on backed-up freight traffic and ignored its commuter rail partners.

Our concern regarding this issue is further underscored by the prior experience of our members with the parties to the acquisition and the parties' stated desire to adopt existing agreements, some of which are outdated. Both NS and CSX, in spite of the existence of operating agreements designed to protect commuter operations, have caused significant schedule problems for the Virginia Railway Express (VRE). In incidents that occurred during the summers of 1996 and 1997 that were reported in local media accounts, VRE's ability to operate its service in accordance with published schedules was negated by the actions of the freight railroad owners.

Such interference, which results in delays in commuter rail service and poor on-time performance, encourages passengers to view transit services as unreliable. When faced with poor on-time performance, these riders have the option to return to their cars and will do so, further impacting the environmental and safety of the riders (see APTA's comments STB Environmental Impact Statement). In our experience, and in survey after survey conducted by transit properties across the nation, unreliable service and poor on-time performance are the biggest factors that cause transit riders to abandon public transit service in favor of private automobiles.

We note that the operating plans that have been formulated by CSX and NS provide no details about how they will accommodate passenger operations and work cooperatively with commuter rail operators to ensure that their schedules are maintained in shared corridors. Schedule interference, dispatching, and maintenance procedures are critical to assessing the impact of the acquisition, and the STB must insure that the efforts of commuter rail operators to provide high quality service to customers will not be undermined by the actions of the freight railroads. As with the issue of access, it is important that the STB provide a means to resolve potential disputes beyond the three-year timeframe, ensuring that future freight traffic increases are not a reason for commuter rail schedules and service to be interrupted.

In addition, we think it is appropriate to move towards incentive-based operating agreements in shared corridors, an idea that most freight railroads have not been willing to consider in the past.

### ***Railroad Retirement***

The Railroad Retirement System, like Social Security, is a pay-as-you-go pension system that is a holdover from the days when freight and passenger rail operations were combined. Under the provisions of the Railroad Retirement Act, both commuter and freight railroads are charged a payroll tax based upon the number of active employees working for each system. This tax supports the pensions provided to railroad employees across the country -- the only private sector retirement system that is mandated by Congress.

Over the years, freight railroad employment has dropped significantly as employees have retired and the industry has consolidated, while commuter rail operations and their publicly funded workforces have expanded. This new environment has created a situation in which commuter rail operators -- funded by public and taxpayer dollars -- are providing large and growing subsidies to the freight railroads in the form of pension payments to freight railroad retirees. The workforce reductions that will result from the proposed acquisition, as well as the previous freight railroad mergers, have served to exacerbate the current situation in which commuter rail employer tax burdens are three times that of FICA-based employers. APTA is concerned that the proposed action will result in additional cross-subsidization of the freight railroads by publicly funded commuter railroads.

APTA suggests that the STB review the 1990 report "Commission on Railroad Retirement Reform". Further, the impact that this acquisition and further declines in freight railroad employment will have on commuter rail systems needs to be considered by the STB in conjunction with the Railroad Retirement Board. The STB needs to impose conditions to this acquisition that will ensure that CSX and NS fund any negative financial impacts of the merger upon the commuter railroads' contributions to railroad retirement.

### **Conclusion**

In the freight industry there is a group of customers who are known as "captive shippers," railroad customers who have no other alternatives in moving their products and are tied to one railroad. Because there is no competition for their business, captive shippers frequently pay higher rates and get poorer quality service.

The relationship of a commuter railroad to a freight railroad is that of a captive shipper. Commuter railroads that rent their tracks/ROW do not have an alternative way to transport their passengers. If they cannot use the tracks/ROW at the time that their customers want to travel, there is no need for their service. If their use of the railroad is subject to frequent delays, the quality of their service will be poor and it will go unused. And if they cannot gain reliable access to the railroad -- the only alternative is to abandon their passengers.

Our nation needs to maximize the public's use of mass transportation systems in order to enhance mobility and improve the environment. The establishment of cooperative and mutually beneficial relationships – not captive shipper relationships – between freight and commuter railroads is essential to the success and efficiency of the industry. The STB's review of the acquisition of Conrail's assets and rights by CSX and NS will play a role in how those relationships are defined in the future.

The American Public Transit Association urges you and the Board to ensure that commuter rail operations can continue to provide the American public with high quality and efficient transportation service.

Sincerely,

*William W. Millar*

William W. Millar  
President

FH:mat

cc APTA Commuter Rail Members

### **APTA's Commuter Railroad Members**

Caltrain, San Carlos, CA

Connecticut Department of Transportation, Newington, CT

Mass Transit Administration of Maryland (MARC), BWI Airport, MD

Massachusetts Bay Transportation Authority, Boston, MA

Metra, Chicago IL

MTA - Metro-North Commuter Railroad, New York, NY

MTA - Long Island Railroad, Jamaica, NY

New Jersey Transit Corporation, Newark, NJ

Northern Indiana Commuter Transportation District (NICTD), Chester, IN

Southeastern Pennsylvania Transportation Authority (SEPTA), Philadelphia, PA

Tri-County Commuter Rail Authority, Ft. Lauderdale, FL

Trinity Railway Express, Dallas, TX

Southern California Regional Rail Authority (Metrolink), Los Angeles, CA

Virginia Railway Express (VRE), Arlington, VA

STB

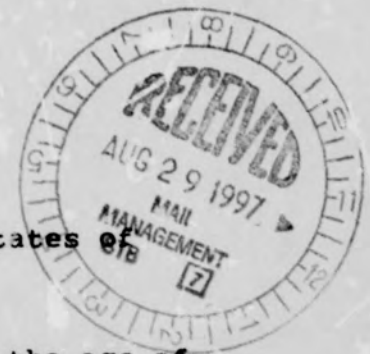
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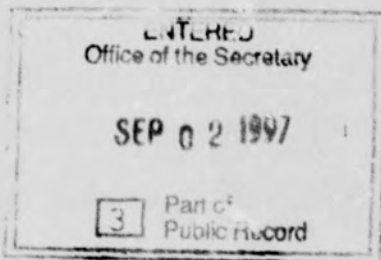


**AFFIDAVIT OF SERVICE BY MAIL**

State of New York, County of Jefferson, United States of America

I Angelo J. Chick, Jr., says: I am over the age of 21; I reside in the County of Jefferson, State of New York, United States of America. On this 27th day of August 1997 I served the attached **TOTAL ATTACHED FILINGS FILED WITH SURFACE TRANSPORTATION BOARD FOR FINANCE DOCKET NUMBER 33388** all Parties of Record listed in Decision Number 21 dated August 19, 1997 at address listed for Parties of Record listed by depositing a true copy of same enclosed in a post paid wrapper in an official depository under the exclusive care and custody of the U.S. Postal Service within the State of New York, United States of America.

Angelo J. Chick, Jr.



**NOTICE OF INTENT TO PARTICIPATE IN PROCEEDING DUE**

**S.T.B. 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

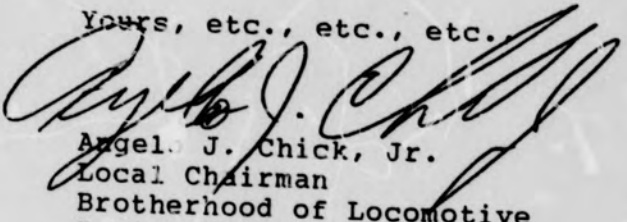
This is Notice of Intent to Participate in proceeding due  
for Surface Transportation Board Finance Docket Number 33388  
for myself individually and for and on behalf of the  
interests of the individuals and membership of Brotherhood  
of Locomotive Engineers Division 227, Chartered and located  
at Gouverneur, New York and Pulaski, New York with offices  
located at 48398 Old Goose Bay Road, P.O. Box 908, Redwood,  
New York 13679 and Meeting Place at Potsdam, New York and  
Watertown, New York and be recognized as a **"PARTY OF RECORD"**  
in any and all proceedings.

Dated: July 28, 1997

At: PO Box, 48398 Old Goose Bay Road  
Redwood, New York 13679

**COPY**

Yours, etc., etc., etc.

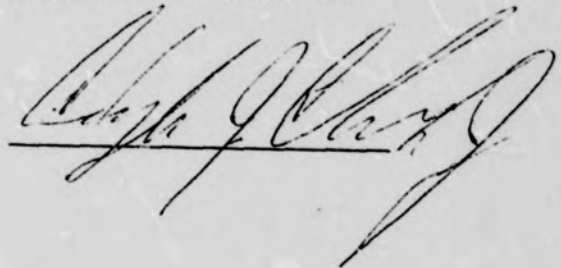
  
Angelo J. Chick, Jr.  
Local Chairman  
Brotherhood of Locomotive  
Engineers Division 227

**AFFIDAVIT OF SERVICE BY MAIL**

State of New York, County of Jefferson, United States of America

I Angelo J. Chick, Jr., being sworn says: I am over the age of 21; I reside in the County of Jefferson, State of New York, United States of America. On this 28th day of August 1997 I served the attached **NOTICE OF INTENT TO PARTICIPATE IN PROCEEDING DUE**, Dennis G. Lyons, Esq., Arnold & Porter, 555 12th Street, N.W., Washington, DC 20004-1202; Richard A. Allen, Esq., Zuckert Scoutt & Rasenberger, S.L.P., 600, 888 Seventeenth Street, N.W., Washington, DC 20006-3939; and Paul A. Cunningham, Esq., Harkins Cunningham, Suite 600, 1300 Nineteenth Street, N.W., Washington, DC 20036, by depositing a true copy of same enclosed in a post paid wrapper in an official depository under the exclusive care and custody of the U.S. Postal Service within the State of New York, United States of America.

Angelo J. Chick, Jr.



Subscribed and Sworn  
to before me this 28th  
day of July, 1997

*Concetta Lincoln*  
NOTARY PUBLIC

CONCETTA LINCOLN  
NOTARY PUBLIC STATE OF NEW YORK  
REGISTRATION NO. 01114629796  
QUALIFIED IN JEFFERSON COUNTY  
COMMISSION EXPIRES 04/30 98

**COPY**

August 14, 1997  
P.O. Box 908  
48398 Old Goose Bay Road  
Redwood, New York 13679

PHONE: 315-482-5311  
CELLULAR: 315-345-3050

Office of the Secretary  
Case Control Branch  
Attention STB Finance Docket NO. 33388  
Surface Transportation Board  
1925 "K" Street, NW  
Washington, D.C. 20423-0001

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**PETITION FOR CONDITIONS  
SURFACE TRANSPORTATION BOARD DOCKET NO 33388**

Angelo J. Chick, Jr. acting on behalf and for himself and the members of Brotherhood of Locomotive Engineers Division 227 ask that the following conditions be met for this Finance Docket Number 33388:

1. Any Seniority System established for the "Northern District" on the CSX System recognize the Equities, Rights, Prior Rights and Prior-Prior Rights to the Jobs and Equities established Prior to the acquisition of Con Rail by CSX and NS Corporations.

For these reasons listed:

1. Referring to Appendix "A" Projected Seniority, Agreement and Territory Changes Required for the Operating Plan, pages 485 through 490. The "Northern District" referred to on page 487 is entirely on the present Con Rail System and does not integrate with other former rail lines. The present Con Rail Agreements are more than adequate to give CSX the latitude to establish any service that might be envisioned. Article R-s-2 pages 35 through 40 of the present agreement between Con Rail and the Brotherhood of Locomotive Engineers would give CSX the right to establish any service envisioned and a corresponding agreement is contained in the Trainmen's Agreement with Con Rail.

2. Refer to page 489, "Since the Northern District will be composed entirely of former Conrail lines and employees, the Conrail collective bargaining agreements will be applicable." The present agreements are in part the result of legislation, the "North East Rail Services Act" of 1976, which sets forth certain conditions that require that Prior Rights and Equities be met.

3. Refer to page 489, 3rd paragraph, last sentence. CSX will have an efficient rule for qualifying employees Article G-s-13 page 109 through 111, and also for their transfer from one location to another Article S-e-3 under the

present Conrail - BLE Agreements.

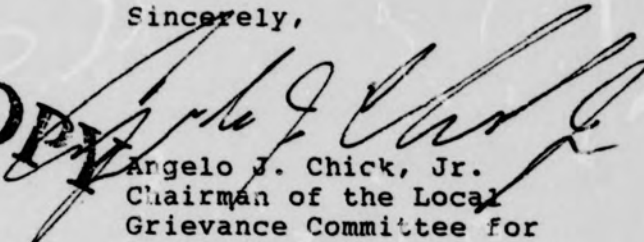
4. The present Conrail Agreement with the BLE does address the question of seniority in Article S-e-1 pages 65 through 69. This article makes any reference to date of hire seniority moot. Inasmuch as the present seniority for Conrail Engineers gives all Engineers on Conrail a System Seniority date of June 1, 1980 or a date subsequent to that date if Engineers Seniority had not been established prior to that date.

5. Any Seniority System that would not address the Rights, Prior Rights, Prior-Prior Rights and Equities and only address the "Date of Hire" for Locomotive Engineers will not only violate the present Conrail - BLE Agreement and the "North East Rail Services Act" but it will also violate the Constitution and Bylaws of the Brotherhood of Locomotive Engineers, Standing Rules 33, 34 and 35.

Respectively submitted for Brotherhood of Locomotive  
Engineers Division 227,

Sincerely,

**COPY**

  
Angelo J. Chick, Jr.  
Chairman of the Local  
Grievance Committee for  
Brotherhood of Locomotive  
Engineers Division 227

### **LIST OF EXHIBITS**

For: Petition for Conditions submitted by Angelo J. Chick,  
Jr., Chairman of the Local Grievance Committee for  
Division 227, Brotherhood of Locomotive Engineers

Surface Transportation Board Docket NO 33388

Exhibit "A" Article R-s-2, agreement between Consolidated  
Rail Corporation and the Brotherhood of Locomotive  
Engineers.

Exhibit "B" Article G-s-13, agreement between Consolidated  
Rail Corporation and the Brotherhood of Locomotive  
Engineers.

Exhibit "C" Part 4 Subpart B Section 1146 and Section 411 of  
Section 1131 of Public Law 97-35

Cited as the "Northeast Rail Services Act of 1981"

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## DISTRICT SERVICE

(a) Intraselector and interselector district road freight service may be established by the Corporation. Road freight service entirely within a Conrail selector district which runs through an established home or away-from-home terminal crew change point is intraselector district service. Road freight service between Conrail selector districts is interselector district service.

(b) Thirty days advance notice shall be given to the General Chairman when intraselector district road freight service is to be established by the Corporation where a prior-prior or prior right equity in the work may accrue to engineers within a Conrail selector district or when interselector district road service is to be established, the total mileage of all runs in such road freight service in which the engineers of the selector districts are entitled to participate, shall be determined, and these runs divided between the engineers of the selector districts entitled to participate on the basis of the percentage which the mileage actually run on each of the selector districts bears to the total mileage made in such service on the participating selector districts.

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(c) Engineers in interselector district road freight service may make up to three moves as follows at each of the (1) initial terminal, (2) intermediate points and (3) final terminal in addition to picking up/yarding the train; and in connection therewith, spot, pull, couple, or uncouple cars set out or picked up by them and reset any cars disturbed. Each move may include pick-ups, set-outs, getting or leaving the train on multiple tracks, interchanging with foreign railroads, transferring cars within a switching limit, and spotting and pulling cars at industries.

(d) When computing the mileage of an intraselector or interselector district run under the provisions of paragraph (b) whose actual mileage is less than 100, such actual mileage shall be proportionately expanded to 100 miles.

EXAMPLE: Intraselector or interselector district run makes 25 miles over selector district A, 15 miles over selector district B, and 10 miles over selector district C, such run making a total of 50 actual miles. In computing mileage of this run, selector district A should be credited with 50 miles, selector district B with 30 miles, selector district C with 20 miles.

(e) Services covered by paragraph (b) shall each be computed and allotted separately.

(f) Where computations under paragraph (b) develop that the engineers on no one selector district are entitled to all of a run or assignment, such run or assignment shall be considered as a rotating run or assignment to be periodically covered by the engineers of each selector district entitled to participate in proportion to their percentage interest in such run or assignment.

In such cases, the length of time in the complete cycle or periodic occupancy may be determined by the General Chairman, but in no event shall it exceed 1 year, nor be for a shorter period than 60 days.

EXAMPLE: Interselector district run makes 50 miles over selector district A, 33.4 miles over selector district B, and 16.6 miles over selector district C; such runs may be allotted to engineers on selector district A for 3 months, selector district B for 2 months, and to selector district C for 1 month. Such cycle, however, could not be greater than 6 months to selector district A, 4 months to selector district B, and 2 months to selector district C.

(g) In computing and allotting runs under paragraph (b), the mileage made over tracks within the switching limits of the initial and final terminal, or over foreign railroads, shall be considered neutral mileage to which none of the participating selector districts are entitled to credit.

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(h) In computing and allotting service under the provisions of paragraph (b), mileage made by extra crews shall be debited to the seniority district furnishing such extra crews in periodic checks made of such service. Such periodic check may be made as determined by the General Chairman, but in no event shall it be less often than once a year, nor more often than once in 60 days.

(i) The following conditions shall apply to intraseniority and interseniority district road service established under this article:

- (1) Runs shall be adequate for efficient operation and reasonable in regard to miles run, hours on duty and other conditions of work.
- (2) All miles operated over the number of miles comprising a basic day shall be paid for at the mileage rate established by the basic rate of pay for the first one hundred miles or less. Mileage rates of pay, for miles run in excess of the number of miles comprising a basic day, applicable to intraseniority and interseniority district runs now existing or to be established in the future shall not exceed the applicable rates as of June 30, 1986. Such rates shall be exempted from general, cost-of-living, or other forms of wage increases. Weight-on-drivers additives will apply to mileage rates calculated in accordance with this provision.
- (3) In order to expedite the movement of trains in intraseniority and interseniority district service, the Carrier shall determine the condition under which engineers may stop en route to eat. When engineers on intraseniority or interseniority runs are not permitted to stop to eat they shall be paid an allowance of \$2.00 for the trip.
- (4) Deadhead payments shall be as provided in Article G-c-1 except that on runs over two hundred miles payment for deadhead to employees with seniority in engine or train service established prior to November 1, 1985 shall be on the basis of one-half miles for the deadhead trip with not less than payment of a minimum day in separate service unless actual time consumed is greater, in which event the latter amount shall be allowed.
- (5) Engineers in intraseniority or interseniority district service cut out en route account hours of service shall be dead-headed to the destination terminal of the train.
- (6) Engineers assigned to regular assigned runs in intraseniority or interseniority district service shall not be held at the away-from-home terminal so that they cannot cover their assigned run out of the home terminal.

(7) When engineers are required to report for duty or are relieved from duty at a point other than the on and off duty point fixed for the service established hereunder, the engineer shall be furnished suitable transportation as provided in Article R-s-7.

(8) On runs which operate through an established home terminal the following additional conditions shall apply:

- (A) Any engineer adversely affected either directly or indirectly as a result of establishing service under this paragraph (i) (8) shall receive the protection afforded by Sections 6, 7, 8 and 9 of the Washington Job Protection Agreement of May 1936, except that for the purposes of this paragraph (i) (8), Section 7(a) is amended to read 100% (less earnings in outside employment) instead of 60% and extended to provide period of payment equivalent to length of service not to exceed 5 years and to provide further that allowances in Section 6 and 7 be increased by subsequent general wage increases.
- (B) Any engineer required to change his residence as a result of services established under this paragraph (i) (8) shall be subject to the benefits contained in Sections 10 and 11 of the Washington Job Protection Agreement and in addition to such benefits shall receive a transfer allowance of four hundred dollars and five working days instead of the "two working days" provided by Section 10(a) of said agreement. Under this paragraph, change of residence shall not be considered "required" if the reporting point to which the engineer is changed is not more than 30 miles from his former reporting point.

NOTE: If any engineer is entitled to benefits greater than those provided in paragraphs (i) (8) (A) and (B) by law such greater benefits shall apply subject to the terms and obligations of the Corporation and the engineer under such law.

#### Questions and Answers

1. Q. Re (a). Intraseniority district service is defined as service within a Conrail seniority district which runs through an established home or away-from-home terminal crew

change point. Will it be necessary to readvertise engineer positions in such service?

A. No.

2. Q. Re (c). Will this paragraph apply at points where yard crews are or are not employed?

A. Yes.

3. Q. Re (g). This provides that mileage made over tracks within the switching limits of the initial and final terminal shall be considered neutral mileage to which none of the participating seniority districts are entitled to credit. In some territories the mileage from the center of the yard at the initial terminal to the center of the yard at the final terminal has been used for equity allocation purposes, will this continue?

A. The mileage traversed over tracks within the switching limits of the initial and final terminal shall be considered neutral mileage for service established under this Article.

4. Q. Re (i)(2). Are there any exceptions wherein intraseniority and interseniority district runs would be paid for miles run over 100 at other than basic rate of pay for the first one hundred miles or less?

A. No.

5. Q. Re (i)(5). Doesn't this paragraph conflict with R-s-3 (b).

A. No, paragraph (i)(5) applies to inter and intra seniority district service (operating through an established crew change point) and R-s-3 (b) applies to other road service.

6. Q. Is the over-mile rate for interdivisional runs already in effect frozen?

A. Yes, at the rate of pay in effect on June 30, 1986.

7. Q. Are local or system agreements dealing with interdivisional runs canceled or have the over-miles just been frozen?

A. Such agreements are not canceled; however, payments for miles run in excess of the number of miles encom-

passed in the basic day are frozen at the rate of pay in effect on June 30, 1986 for the first 100 miles or less.

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EXHIBIT "B"

Article G-s-13 - QUALIFYING ON PHYSICAL CHARACTERISTICS

SEE OCT 19, 1996

(a) When an engineer exercises seniority to an engineer assignment which requires him to operate over territory in which he has not been qualified on the physical characteristics, he shall become qualified for service over such territory without expense to the Corporation.

(b) When an engineer is force assigned to an engineer's assignment for which no bids were received or is set up on an extra list, pursuant to paragraph (c) of Article S-e-3, which requires him or her to operate over territory in which he or she has not been qualified on the physical characteristics, the engineer shall become qualified for service over such territory and shall be compensated in accordance with paragraphs (c) and (d) of this Article.

(c) Engineers engaged in qualifying pursuant to paragraph (b) shall be compensated on an hourly basis for each day spent training to become qualified at the straight time basic through freight rate of pay, with a minimum of 8 hours.

(d) The maximum number of days an engineer engaged in qualifying pursuant to paragraph (b) may be compensated for while training to become qualified on a specific territory shall be determined by the Division Superintendent and the General Chairman of the Brotherhood of Locomotive Engineers. Any time necessary to qualify in excess of the time designated shall be at no expense to the Corporation.

(e) The manner in which an engineer receives his training to become qualified on the physical characteristics shall be determined by the Corporation.

(f) Before performing service on an assignment which requires him to operate over territory in which he has not been qualified, the engineer shall be required, without compensation therefor, to pass an examination on the physical characteristics of the territory involved. Engineers who are not examined on the physical characteristics within 48 hours after signifying they are ready for such examination

shall be paid 8 hours at the straight time basic rate of pay applicable to the class of service to which they are assigned for the dates their assignment is operated without them. When held off an extra list, they shall be paid 8 hours at the straight time basic rate of pay applicable to the preponderant class of service covered by that extra list for each calendar day they are withheld from the list and on which they do not perform service. Payment under this paragraph (f) shall cease if, when examined, the engineer fails to qualify.

(g) An engineer shall not be permitted to mark up on an extra list until he is qualified on the physical characteristics of all the territory accruing to that extra list.

(h) When an engineer is force assigned to an assignment in a territory where his qualification on the physical characteristics has lapsed he shall be allowed one trip or tour of duty under pay to requalify.

Questions and Answers

1. Q. Re (a). Does this apply to the voluntary exercise of seniority?

A. Yes.

2. Q. Re (a). Does this apply to prior right engineers who exercise their seniority off their prior right territory?

A. Yes, except where operations of the former railroads have been consolidated, prior right engineers will be allowed the qualifying time determined under paragraph (d) for the territory other than their prior right territory.

3. Q. Will paragraphs (b), (c), (d), (e) and (f) apply to the engineers who are on an extra list when new assignments to be covered by that extra list are established over territory on which such engineers are not qualified?

A. Yes.

4. Q. Re (d). Will engineers be provided pilots where the Superintendent and General Chairman have failed to determine qualifying time?

A. Yes, on an interim basis.

5. Q. Re (h). When pool freight service is advertised to

COPY

RAIL

TO BILL THOMPSON

*Working safely requires continuous improvement.*

LEONIS A. BROUCA  
VICE PRESIDENT  
LABOR RELATIONS

October 19, 1995

Mr. R. W. Godwin  
General Chairman  
Brotherhood of Locomotive Engineers  
810 Abbott Road, Suite 200  
Buffalo, NY 14220

Dear Mr. Godwin:

This refers to our continuing discussions concerning proposed amendments to the January 1, 1979 BLE Single Collective Bargaining Agreement. During the course of those discussions, we reached consensus on certain issues involving employee utilization. We agreed that a work force which is properly motivated to be qualified and reliably available serves both our interests. To further those goals we agreed to amend Articles G-s-13(b), S-e-3(c) and (d), S-e-4, S-e-1, as amended, and S-e-6(b), as amended, as well as S-e-3 and S-e-4 as follows:

I. ARTICLE G-s-13(b) is amended to read:

"When an Engineer is force assigned to an Engineer's assignment for which no bids were received or is set up on an extra list, pursuant to paragraph (c) of Article S-e-3, which requires him or her to operate over territory in which he or she is not qualified on the physical characteristics, the Engineer shall become qualified for service over such territory and shall be compensated in accordance with paragraphs (c) and (d) of this Article."

II. ARTICLE S-e-3(c) and (d) are amended to read:

"(c) If a permanent vacancy develops for an Engineer for which no valid applications are received or if an extra list is to be increased in accordance with paragraph (c), it shall be filled in the following order:

operate over alternate routes and the service is not operated over one or more of the available routes frequently enough for the engineers to remain qualified on the physical characteristics in compliance with the Corporation Operating Rules, will the engineers in the pool, although not force assigned, be allowed the trip provided for in paragraph (h) to requalify?

A. Yes.

6. Q. In cases where an engineer can't hold a job or assignment in territory where he is qualified and he is forced to exercise seniority to another territory where he is not qualified in order to work, will he be paid to qualify?

A. If an engineer is required by other provisions of this agreement to exercise seniority to a territory in which he is not qualified in order to work, he will be subject to the provisions of paragraph (b) or (h) of this Article.

7. Q. If during qualifying time an engineer must lay over at an away-from-home terminal, will he be subject to the provisions of Article G-c-4?

A. Yes.

the Railway Retirement Act of 1974 before amendment by this Act or under section 207(2) of Public Law 93-445 shall be increased only by the same percentage, or percentages, as an employee's annuity amount determined under section 3(b) of the Railroad Retirement Act of 1974 is increased under section 3(g) of the Railroad Retirement Act of 1974 on or after October 1, 1981. Section 4(g)(5) and 4(g)(6) of the Railroad Retirement Act of 1974, as amended by this Act, shall take effect on October 1, 1981.

(g) The amendments made by sections 1118(b), 1118(g), 1120(b), 1122(a)(2), 1122(b)(1), 1122(c), 1124, 1126, and 1127 of this Act shall take effect October 1, 1981.

(h) The amendments made by sections 1117(e)(2), 1117(f), 1118(h)(2), and 1119(i)(4) shall take effect January 1, 1982.

45 USC 231c.  
45 USC 231 note.

45 USC 231b.

### Subtitle E—Conrail

SEC. 1131. This subtitle may be cited as the "Northeast Rail Service Act of 1981".

Northeast Rail  
Service Act of  
1981.  
45 USC 1101  
note.

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Sec. 1147. Organization of USRA.  
Sec. 1148. Functions of USRA.  
Sec. 1149. Access to information.

COPY

45 USC 367.

stoppage arising out of the dispute, such employees shall not be eligible during the period of such work stoppage for benefits under the Railroad Unemployment Insurance Act.

"(g) If the emergency board selects a final offer submitted by the employees and the carrier refuses to accept such offer, the carrier shall not participate in any benefits of any agreement between carriers which is designed to provide benefits to such carriers during a work stoppage.

"(h) The provisions set forth in this section shall be the exclusive means for resolving any dispute relating to entering into an initial collective bargaining agreement between Amtrak Commuter or a commuter authority, as the case may be, and representatives of the various classes or crafts of employees to be transferred to Amtrak Commuter or such commuter authority."

#### Subpart B—Freight Employees

##### LABOR TRANSFER

Ante, p. 654.

SEC. 1146. (a) Title IV of the Regional Rail Reorganization Act of 1973, as added by this subtitle, is amended by adding at the end thereof the following new sections:

##### "LABOR TRANSFER AGREEMENTS

45 USC 769b.

"SEC. 411. (a) IMPLEMENTING AGREEMENT.—Within 30 days after the date any freight transfer agreement is entered into under this title, any Class I or Class II railroad purchasing rail properties under such agreement, including any entity that attains such status on the transfer date, and the representatives of the various crafts or classes of employees of the Corporation to be transferred to such railroad or other entity shall commence implementing agreement negotiations. Such negotiations shall—

"(1) determine the number of employees to be transferred to such railroad;

"(2) identify the specific employees of the Corporation to whom such railroad or other entity offers employment;

"(3) determine the procedure by which such employees may elect to accept employment with such railroad or other entity;

"(4) determine the procedure for acceptance of such employees into employment with such railroad or other entity;

"(5) determine the procedure for determining the seniority of such employees in their respective crafts or classes in the system of such railroad or other entity, which shall, to the extent possible, preserve their prior freight service seniority rights; and

"(6) ensure that all such employees are transferred to such railroad or other entity no later than 120 days after the date the transfer agreement is entered into under this title.

"(b) DECISION OF REFEREE.—(1) If no agreement with respect to the matters being negotiated pursuant to subsection (a) is reached within 30 days after the date such negotiations are commenced, the parties to the negotiations shall, within an additional 10 days, select a neutral referee. If the parties are unable to agree upon the selection of such a referee, the National Mediation Board shall promptly appoint a referee.

"(2) The referee shall commence hearings on the matters being negotiated pursuant to subsection (a) within 10 days after the date he is selected or appointed, and shall render a decision within 30 days

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after the date of commencement of such hearings. All parties may participate in the hearings, but the referee shall have the only vote.

"(3) The referee shall resolve and decide all matters in dispute with respect to the negotiation of the implementing agreement or agreements. The referee's decision shall be final and binding to the same extent as an award of an adjustment board under section 3 of the Railway Labor Act, and shall constitute the implementing agreement or agreements between the parties. The National Mediation Board shall fix and pay the compensation of such referees. 45 USC 153.

#### "LABOR CONDITIONS

"SEC. 412. (a) NEW YORK DOCK.—Employees of the Corporation who are transferred under this title shall be entitled to the labor protection benefits set forth in New York Dock Railway-Control-Brooklyn Eastern Terminal, 360 ICC 60 (1979), except as provided in subsection (b) of this section. 45 USC 769c.

"(b) ALTERNATIVES.—(1) If the entity to which such employees are transferred was a railroad under the provisions of subtitle IV of title 49, United States Code, prior to the date of transfer, and the parties are unable to reach a collective bargaining agreement under procedures referred to in subsection (a), the collective bargaining agreement in effect between such railroad and its employees shall govern. 45 USC 10101 et seq.

"(2) If the entity to which such employees are transferred was not a railroad under the provisions of subtitle IV of title 49, United States Code, prior to the date of transfer, and the parties are unable to reach a collective bargaining agreement under procedures referred to in subsection (a), the collective bargaining agreement in effect between the Corporation and its employees prior to the date of transfer shall govern.

"(c) CLASS III EXEMPTION.—The provisions of this section shall not apply to any Class III carrier."

(b) The table of contents of the Regional Rail Reorganization Act of 1973 is amended by striking out the items relating to title IV and inserting in lieu thereof the following new items:

#### "TITLE IV—TRANSFER OF FREIGHT SERVICE

- "Sec. 401. Interest of United States.
- "Sec. 402. Debt and preferred stock.
- "Sec. 403. Profitability determinations.
- "Sec. 404. Failure to sell as entity.
- "Sec. 405. Transfer plan.
- "Sec. 406. Consolidation of agreements.
- "Sec. 407. Public comment and congressional notification.
- "Sec. 408. Performance under agreements; effect.
- "Sec. 409. Assignment.
- "Sec. 410. Subsidiaries.
- "Sec. 411. Labor transfer agreements.
- "Sec. 412. Labor conditions."

#### PART 5—UNITED STATES RAILWAY ASSOCIATION

##### ORGANIZATION OF USRA

SEC. 1147. Section 201 of the Regional Rail Reorganization Act of 1973 (45 U.S.C. 711) is amended by striking out subsections (d) through (i), by redesignating subsections (j) and (k) as subsections (g) and (h), respectively, and by inserting after subsection (c) the following new subsections:

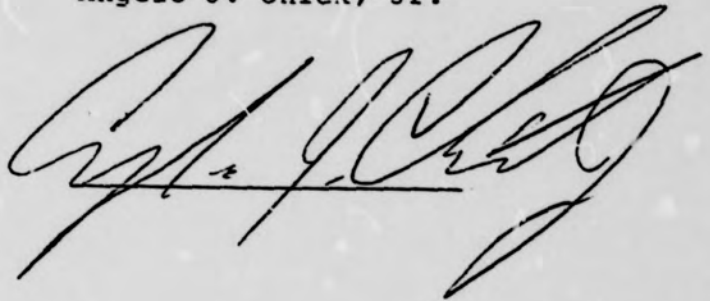
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**AFFIDAVIT OF SERVICE BY MAIL**

State of New York, County of Jefferson, United States of America

I Angelo J. Chick, Jr., says: I am over the age of 21; I reside in the County of Jefferson, State of New York, United States of America. On this 18th day of August 1997 I served the attached **PETITION FOR CONDITIONS AND LIST OF EXHIBITS AND EXHIBITS**, Dennis G. Lyons, Esq., Arnold & Porter, 555 12th Street, N.W., Washington, DC 20004-1202; Richard A. Allen, Esq., Zuckert Scoutt & Raseberger, L.L.P., 600, 888 Seventeenth Street, N.W., Washington, DC 20006-3939; and Paul A. Cunningham, Esq., Harkins Cunningham, Suite 600, 1300 Nineteenth Street, N.W., Washington, DC 20036, by depositing a true copy of same enclosed in a post paid wrapper in an official depository under the exclusive care and custody of the U.S. Postal Service within the State of New York, United States of America.

Angelo J. Chick, Jr.

A handwritten signature in dark ink, appearing to read 'Angelo J. Chick, Jr.', written over a horizontal line.

**COPY**

STB

FD-33388

ID-181622

8-29-97

D



181622  
One Newark Center, 17th floor, Newark, NJ 07102  
(201) 639-8400; fax (201) 639-1955

J. William Van Dyke, Chairman  
Joel S. Weiner, Executive Director

August 25, 1997

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



To The Secretary:

This notice is to certify that the North Jersey Transportation Planning Authority, Inc., J. William Van Dyke, Chairman, acting as representative before the STB in the matter of Docket No. 33388, has complied with the requirements of STB Decision No. 21 by supplying all Parties of Record with our filings to date. These materials were sent on Wednesday, August 27, 1997 by First Class U.S. Postage to all Parties of Record as listed in Bulletin No. 21.

Sincerely,

*J. William Van Dyke*

J. William Van Dyke  
Chairman



STB

FD-33388

ID-181625

8-29-97

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18/625



**Metro-North Railroad**



August 26, 1997

Honorable Vernon A. Williams  
Secretary  
Case Control Branch  
ATTN: STB Finance Docket No. 33388  
Surface Transportation Board  
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 Secretary Williams:

Pursuant to Decision No. 21 in the above-referenced proceeding, enclosed please find the original and ten copies of the Certificate of Service of Metro-North Commuter Railroad Company for filing in this matter.

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

Respectfully submitted,

Walter E. Zullig, Jr.  
Special Counsel  
(212) 340-2027


Enclosure

[62254/WEZ]/21

cc: Administrative Law Judge Jacob Leventhal  
All Parties of Record on Service List

CERTIFICATE OF SERVICE

I hereby certify that on this 26th day of August, 1997, a copy of all filings in Finance Docket No. 33388 submitted by Metro-North Commuter Railroad Company prior to the service date of Board Decision No. 21 have been served (to the extent not previously served), by first class U.S. mail, postage prepaid, upon Administrative Law Judge Jacob Leventhal and all Parties of Record on the service list attached to Board Decision No. 21.

  
WALTER E. ZULLIG, JR.



## Metro-North Railroad

July 30, 1997

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

RE: Finance Docket No. 33388


Ladies/Gentlemen:

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

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

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

Respectfully submitted,

  
Walter E. Zullig Jr.,  
Special Counsel



## Metro-North Railroad

July 30, 1997

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

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

Dear Secretary Williams:

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

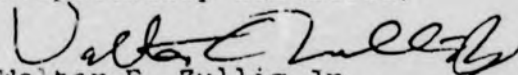
MNCR is a public benefit corporation of the State of New York which provides commuter railroad passenger transportation over several railroad lines which radiate out of Grand Central Terminal in New York City. Under the proposal submitted by CSX and Norfolk Southern ("NS") in the instant case, CSX will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

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

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

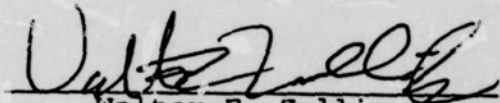
Thank you for your courtesy in this matter.

Respectfully submitted,

  
Walter E. Zullig Jr.  
Special Counsel

CERTIFICATE OF SERVICE

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

  
Walter E. Zullig Jr.

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STB

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ID-181627

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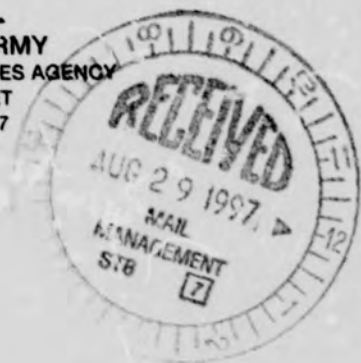
LETTERED  
Office of the Secretary

REPLY TO 2 1997  
ATTENTION OF

3 Part of  
Public Record

DEPARTMENT OF THE ARMY  
UNITED STATES ARMY LEGAL SERVICES AGENCY  
901 NORTH STUART STREET  
ARLINGTON, VA 22203-1837

August 23, 1997



D

Regulatory Law Office  
U 3963

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

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

Dear Secretary Williams:

Enclosed are an original and ten (10) copies of the Certificate of Service of the Department of Defense for filing in the subject proceeding. This filing is to comply with the provisions of this Board's Decision No. 21, served August 19, 1997 in this matter.

If anything further is required please contact me at (703) 696-1644.

Sincerely,

Peter Q. Nyce Jr.  
General Attorney  
Regulatory Law Office  
US Army Legal Services Agency  
901 N. Stuart St., Suite 713  
Arlington, VA 22203

Enclosure

cc: The Honorable Jacob Leventhal  
All Parties of Record

BEFORE THE SURFACE TRANSPORTATION BOARD



Finance Docket No. 33388

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

CERTIFICATE OF SERVICE

I hereby certify that, pursuant to the provisions of Decision No. 21 served August 19, 1997 in the above-captioned case, a copy of the attached request of the Department of Defense to become a "party of record" was served, by copy of this filing, on all parties of record identified in Decision No. 21, by first class mail, postage prepaid on this 28<sup>th</sup> day of August, 1997.

Respectfully Submitted,

Peter Q. Nyce Jr.  
Regulatory Law Office  
Us Army Legal Services Agency

STB

FD-33388

ID-181629

8-29-97

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347 Madison Avenue  
New York, NY 10017-3739  
212 878 7000 Tel

181629

ORIGINAL

**Metropolitan Transportation Authority**

State of New York

August 29, 1997

Vernon A. Williams, Secretary  
SURFACE TRANSPORTATION BOARD  
1925 K Street, N.W.  
Washington, D.C. 20423-0001



D

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

Dear Mr. Secretary:

Enclosed for filing in the above matter are the original and 10 copies of a certificate of service stating that Metropolitan Transportation Authority's previous filing in this matter (an August 5, 1997 Notice of Intent to Participate) has been served on Administrative Law Judge Jacob Leventhal and upon each Party of Record identified on the service list attached to the Board's Decision No. 21.

Respectfully submitted,

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



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

Parties of Record

BEFORE THE  
SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C.

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Finance Docket No. 33388

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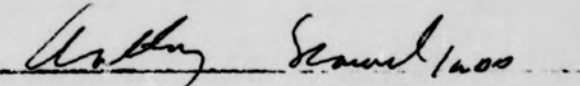
CSX Corp. and CSX Transportation Inc., Norfolk  
Southern Corp. and Norfolk Southern Railway Co. --  
Control and Operating Leases/Agreements -- Conrail  
Inc. and Consolidated Rail Corp.

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**CERTIFICATE OF SERVICE**

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I, Anthony P. Semancik, hereby certify that on this 29th day of August, 1997, I caused a true copy of Metropolitan Transportation Authority's August 5, 1997 Notice of Intent to Participate in STB Finance Docket No. 33388 (to date, Metropolitan Transportation Authority's only filing in this matter) to be served by first class U.S. mail, postage prepaid, upon Administrative Law Judge Jacob Leventhal and upon each Party of Record identified as such on the service list attached to the Board's Decision No. 21.



Anthony P. Semancik

STB

FD-33388

ID-181621

8-29-97

D



BEFORE THE  
SURFACE TRANSPORTATION BOARD



Finance Docket No. 33388

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

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**CERTIFICATE OF SERVICE**

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I hereby certify that I have served Administrative Law Judge Jacob Leventhal and all Parties of Record as provided on the attached list, by first class mail, with the notice of the American Public Transit Association's previous filing in the above captioned proceeding.

Mattie C. Condray  
Senior Counsel  
American Public Transit Association  
1201 New York Avenue, NW  
Washington, DC 20005  
202/898-4108

## PARTY OF RECORD

DAVID G ABRAHAM  
SUITE 631W  
7315 WISCONSIN AVENUE  
BETHESDA MD 20814 US

Represents: INDIANA FOR. COMMISSION

## PARTY OF RECORD

NELS ACKERSON  
THE ACKERSON GROUP  
1275 PENNSYLVANIA AVENUE N W SUITE 1100  
WASHINGTON DC 20004-2404 US

Represents: NATIONAL ASSOCIATION OF REVERSIONARY  
PROPERTY OWNERS AND  
LANDOWNERS

## GOVERNOR

HONORABLE GEORGE ALLEN  
GOVERNOR, COMMONWEALTH OF VIRGINIA  
STATE CAPITOL  
RICHMOND VA 23219 US

## PARTY OF RECORD

RICHARD A. ALLEN  
ZUCKERT, SCOTT T. RASCHERGER  
888 17TH STREET N W STE 600  
WASHINGTON DC 20006-3939 US

Represents: NORFOLK SOUTHERN CORPORATION  
NORFOLK SOUTHERN RAILWAY COMPANY

## PARTY OF RECORD

CHARLES E ALLENBAUGH JR  
EAST OHIO STONE COMPANY  
2000 W BESSON ST  
ALLIANCE OH 44601 US

Represents: EAST OHIO STONE COMPANY

## PARTY OF RECORD

WILLIAM D ANKNER  
RI DEPT OF TRANSPORTATION  
TWO CAPITAL HILL  
PROVIDENCE RI 02903 US

Represents: RHODE ISLAND DEPARTMENT OF  
TRANSPORTATION

## PARTY OF RECORD

DONALD G AVERY  
SLOVER & LOFTUS  
1224 SEVENTEENTH STREET NW  
WASHINGTON DC 20036-3003 US

Represents: AMVEST CORPORATION  
EAST JERSEY RAILROAD COMPANY  
NATIONAL RAILROAD PASSENGER CORPORATION  
(AMTRAK)  
VAUGHAN RAILROAD COMPANY

## PARTY OF RECORD

T SCOTT BANNISTER  
T SCOTT BANNISTER AND ASSOCIATES  
1300 DES MOINES BLDG 405 SIXTH AVENUE  
DES MOINES IA 50309 US

Represents: IOWA INTERSTATE RAILROAD LTD

## PARTY OF RECORD

J R BARBEE  
GENERAL CHAIRPERSON UTU  
P.O. BOX 9599  
KNOXVILLE TN 37940 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT GO-898

## PARTY OF RECORD

HARRY C BARRIN  
BARRIN LAUFFER & O'CONNELL  
608 HUNTINGDON PICE  
ROCKLEDGE PA 19111 US

Represents: CHARLES D NESTER

DONALD E KRAFT  
H C KOEBOOT  
JACQUELINE A MACE  
LAWRENCE CIRILLO  
PAUL J ENGELHART  
ROBERT E GRAHAM  
THOMAS F MEEHAN  
WILLIAM J MCILPATRICK

## MEMBER OF CONGRESS

HONORABLE JAMES A. BARCIA  
US HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-2205 US

## PARTY OF RECORD

NORMAN H. BARTLOW  
DETROIT EDISON  
2000 SECOND AVENUE  
DETROIT MI 48226 US

Represents: DETROIT EDISON COMPANY

## PARTY OF RECORD

DINAEL BLAR  
EXECUTIVE OFFICE OF THE PRESIDENT  
COUNCIL ON ENVIRONMENTAL QUALITY  
WASHINGTON DC 20503 US

## GOVERNOR

HONORABLE DAVID M BEASLEY  
GOVERNOR  
P. O. BOX 11369  
COLUMBIA SC 29211 US

## PARTY OF RECORD

JAMES L BELCHER  
EASTMAN CHEMICAL COMPANY  
PO BOX 431  
KINGSPORT TN 37662 US

Represents: EASTMAN CHEMICAL CO

## PARTY OF RECORD

MARTIN W. BERCOVICI  
KELLER & HECKMAN  
1001 G ST NW SUITE 500 WEST  
WASHINGTON DC 20001 US

Represents: ARCO CHEMICAL COMPANY  
EIGHTY-FOUR MINING COMPANY  
SOCIETY OF PLASTICS INDUSTRY

## PARTY OF RECORD

DAVID BERGER  
BERGER AND MONTAGUE, P. C.  
1622 LOCUST ST  
PHILADELPHIA PA 19103-6305 US

Represents: A HERB KEREKESCH AND GEORGE  
DONAHUE

## MEMBER OF CONGRESS

HON JOSEPH R BIDEN  
114 KING STREET  
WASHINGTON DC 20510 US

## MEMBER OF CONGRESS

HON. JOSEPH BIDEN  
UNITED STATES SENATE  
WASHINGTON DC 20510 US



MEMBER OF CONGRESS  
HONORABLE ROD R. BLAGOJEVICH  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-1305 US

MEMBER OF CONGRESS  
HON. TOM BILLEY  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
THOMAS R. BOBAK  
313 RIVER OAKS DRIVE  
CALUMET CITY IL 60409 US

Represents: VILLAGE OF RIVERDALE

PARTY OF RECORD  
CHARLES D BOLAM  
UNITED TRANSPORTATION UNION  
1479-20TH STREET  
GRANITE CITY IL 62040 US

Represents: UNITED TRANSPORTATION  
UNION-GENERAL COMMITTEE OF ADJUSTMENT

PARTY OF RECORD  
WILLIAM A. BON, GENERAL COUNSEL  
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES  
26555 EVERGREEN ROAD SUITE 200  
SOUTHFIELD MI 48076 US

PARTY OF RECORD  
ANTHONY BOTTALICO  
UTU  
420 LEXINGTON AVENUE ROOM 458-460  
NEW YORK NY 10017 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT GO-332

PARTY OF RECORD  
THOMAS C BFADY  
BRADY BROOKS & O'CONNELL LLP  
41 MAIN STREET  
SALAMANCA NY 14779-0227 US

Represents: SOUTHERN Tier WEST REGIONAL PLANNING  
AND DEVELOPMENT BOARD

MEMBER OF CONGRESS  
HON. JOHN BREAUX  
UNITED STATES HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
WILLIAM T. BRIGHT ETAL  
P O BOX 149  
200 GREENBRIER ROAD  
SUMMERSVILLE WV 26641 US

Represents: THE WEST VIRGINIA ASSOC FOR ECONOMIC  
DEVELOPMENT THROUGH THE JOINT USE OF CONRAIL  
TRACKS BY NORFOLK SOUTHERN AND CSXT

PARTY OF RECORD  
ANITA R. BRINDZA  
THE ONE FIFTEEN HUNDRED BUILDING  
11500 FRANKLIN BLVD SUITE 104  
CLEVELAND OH 44102 US

Represents: WESTERN-ELMWOOD-BEREA CORPORATION

MEMBER OF CONGRESS  
HON. SHERROD BROWN  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

STEPHEN H. BROWN  
VORYS SATER SEYMOUR AND PEARSE  
1828 L STREET N.W.  
WASHINGTON DC 20036 US  
Represents: FRATERNAL ORDER OF POLICE NATIONAL  
LABOR COUNCIL CONRAIL NO

MEMBER OF CONGRESS  
HON. ED BRYANT  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

MEMBER OF CONGRESS  
HONORABLE RICHARD BURR  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-1305 US

PARTY OF RECORD  
ROSS B. CAPON  
NATL ASSOC OF RAILROADS PASSENGER  
900 SECOND ST NE STE 308  
WASH DC 20002-3557 US

Represents: NATIONAL ASSOCIATION OF RAILROAD  
PASSENGERS

PARTY OF RECORD  
HAMILTON L. CARMOUCHE, CORPORATION COUNSEL  
CITY OF GARY  
401 BROADWAY 4TH FLOOR  
GARY IN 46401 US

Represents: CITY OF GARY INDIANA

PARTY OF RECORD  
RICHARD C. CAFFERTY  
1 SELLECK STREET SUITE 210  
EAST NORWALK CT 06855 US

Represents: SOUTH WESTERN REGION METROPOLITAN  
PLANNING ORGANIZATION  
SOUTH WESTERN REGIONAL PLANNING AGENCY

PARTY OF RECORD  
CHARLES M. CHADWICK  
MARYLAND MIDLAND RAILWAY INC  
P O BOX 1000  
UNION BRIDGE MD 21791 US

MEMBER OF CONGRESS  
HONORABLE JOHN H. CHAFETZ  
UNITED STATES SENATE  
WASHINGTON DC 20510-3902 US

MEMBER OF CONGRESS  
HONORABLE SALLY CHAMBLISS,  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
ANGELO J. CHICK JR., LOCAL CHAIRMAN  
P O BOX 48398 OLD GOOSE BAY ROAD  
REDWOOD NY 13679 US

Represents: BROTHERHOOD OF LOCOMOTIVE  
ENGINEERS DIVISION 227

GOVERNOR  
HONORABLE LAWTON CHILES  
OFFICE OF THE GOVERNOR  
THE CAPITOL  
TALLAHASSEE FL 32399-0001 US

PARTY OF RECORD  
SYLVIA CHINN-LEVY  
INTERGOVERNMENTAL CO-OP  
949 COPLEY ROAD  
AKRON OH 44320-2992 US

Represents: NORTHEAST OF THE FOUR COUNTY REGIONAL  
PLANNING & DEVELOPMENT ORGANIZATION

PARTY OF RECORD  
ELAINE L. CLARK  
MAINE DEPT OF TRANSPORTATION  
16 STATE HOUSE STATION  
AUGUSTA ME 04333 US

Represents: STATE OF MAINE DEPT OF TRANSP

PARTY OF RECORD  
NICOLE E. CLARK  
WACHTEL, LIPTON, ROSEN & KATZ  
51 WEST 52ND STREET  
NEW YORK NY 10019-6150 US

Represents:

PARTY OF RECORD  
PAUL D. COLEMAN  
HOPPEL, MAYER & COLEMAN  
100 CONNECTICUT AVE NW SUITE 400  
WASHINGTON DC 20036-5312 US

Represents: DELAWARE RIVER PORT AUTHORITY  
PHILADELPHIA REGIONAL PORT AUTHORITY  
SOUTH JERSEY PORT CORPORATION  
THE PORT OF PHILADELPHIA AND CAMDEN INC

PARTY OF RECORD  
JOHN F. COLLINS  
COLLINS, COLLINS, & KANTOR PC  
267 NORTH STREET  
BUFFALO NY 14201 US

Represents: CONRAIL GENERAL COMMITTEE OF  
ADJUSTMENT  
NEW YORK STATE LEGISLATIVE BOARD  
R W GODWIN GENERAL CHAIRMAN

PARTY OF RECORD  
MICHAEL CONNELLY  
CITY OF EAST CHICAGO  
4525 INDIANAPOLIS BLVD  
EAST CHICAGO IN 46312 US

Represents: CITY OF EAST CHICAGO INDIANA

PARTY OF RECORD  
ROBERT J. COOPER, GENERAL CHAIRPERSON  
500 WATER ST  
JACKSONVILLE FL 32202-4420 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT 348

PARTY OF RECORD  
J DOYLE CORMAN  
MAIN LINE MGMT SERVICES INC  
520 FELLOWSHIP ROAD STE A-105  
MOUNT LAUREL NJ 08054-3407 US

Represents:

PARTY OF RECORD  
JOHN J COSCIA, EXECUTIVE DIRECTOR  
DVRPC  
111 SOUTH INDEPENDENCE MALL EAST  
PHILADELPHIA PA 19106 US

Represents: DELAWARE VALLEY REGIONAL PLANNING  
COMMISSION

PARTY OF RECORD  
STEVE M COULTER  
EXXON COMPANY USA  
PO BOX 3272  
HOUSTON TX 77210-4692 US

Represents: EXXON CHEMICALS AMERICAS  
EXXON COMPANY U S A

PARTY OF RECORD  
JEAN M CUNNINGHAM  
SLOVER & LOFTUS  
1224 SEVENTEENTH STREET NW  
WASHINGTON DC 20036 US

Represents:

PARTY OF RECORD  
PAUL A. CUNNINGHAM  
HARKINS CUNNINGHAM  
1300 19TH STREET NW SUITE 600  
WASHINGTON DC 20036 US

Represents: CONRAIL INC  
CONSOLIDATED RAIL CORPORATION

MEMBER OF CONGRESS  
HONORABLE ALFONSE D'AMATO  
UNITED STATES SENATE  
WASHINGTON DC 20510 US

MEMBER OF CONGRESS  
HONORABLE ALFONSE D'AMATO  
UNITED STATES SENATE  
111 W. HURON STREET, ROOM 620  
BUFFALO NY 14202 US

PARTY OF RECORD  
ERWIN L. DAVIS  
190 STATE TOWER BLDG.  
SYRACUSE NY 13202 US

Represents: METROPOLITAN DEVELOPMENT  
ASSOCIATION OF SYRACUSE & CENTRAL  
NEW YORK INC

PARTY OF RECORD  
SANDRA J. DEARDEN  
MDCO CONSULTANTS, INC.  
407 SOUTH DEARBORN, SUITE 1145  
CHICAGO IL 60605 US

Represents: MDCC CONSULTANTS INC

PARTY OF RECORD  
JO A DEROCHÉ  
WEINER, BRODNY, ET AL  
1350 NEW YORK AVE NW SUITE 800  
WASHINGTON DC 20005-4797 US

Represents: LOUISVILLE & INDIANA RAILROAD  
COMPANY

PARTY OF RECORD  
NICHOLAS J. DEMICHAEL  
DONELAN, CLEARY, ET AL  
1100 NEW YORK AVENUE N W STE 750  
WASHINGTON DC 20005-3934 US

Represents: ANKER ENERGY CORPORATION  
BUFFALO COAL CO., INC.  
EVERGREEN MINING COMPANY  
MARYLAND COAL ASSOCIATION  
METTIX COAL CORPORATION  
PFC COALS INC  
TRI-STATE COAL ASSOCIATION  
VENTURE COAL SALES  
WEST VIRGINIA COALS, INC.

MEMBER OF CONGRESS  
HONORABLE JOHN D. DINGELL  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
DAVID W. DONELY  
3361 STAFFORD ST  
PITTSBURGH PA 15204-1441 US

Represents: WEIRTON STEEL CORPORATION

PARTY OF RECORD  
PAUL M. DONOVAN  
LARGE, WINN, ETAL  
3506 IDAHO AVE NW  
WASHINGTON DC 20016 US

PARTY OF RECORD  
KELVIN J. DOWD  
SLOVER & LOFTUS  
1224 17TH STREET N W  
WASHINGTON DC 20036 US

Representative: CONSUMERS ENERGY COMPANY  
GPU GENERATION INC

PARTY OF RECORD  
DANIEL DUFF  
AMERICAN PUBLIC TRANSIT ASSOC  
1201 NEW YORK AV NW  
WASH DC 20005 US

Representative: AMERICAN PUBLIC TRANSIT ASSOCIATION

PARTY OF RECORD  
JOHN M. DUNLEAVY  
ASSISTANT ATTORNEY GENERAL  
131 STATE STREET STATE ADM BLDG  
MONTPELIER VT 05633-5011 US

Representative: STATE OF VERMONT

PARTY OF RECORD  
DONALD W DUNLEVY  
230 STATE STREET  
UTU STATE LEG DIR  
PA AFL-CIO BLDG 2ND FL  
HARRISBURG PA 17101-1138 US

Representative: UNITED TRANSPORTATION UNION  
PENNSYLVANIA STATE LEGISLATIVE BLDG

PARTY OF RECORD  
FAY D DUPUIS, CITY SOLICITOR  
CITY HALL  
801 PLUM STREET ROOM 214  
CINCINNATI OH 45202 US

Representative: CITY OF CINCINNATI OHIO

PARTY OF RECORD  
DAVID DYSARD  
TMACOG  
PO BOX 9508  
300 CENTRAL UNION PLAZA  
TOLEDO OH 43697-9508 US

Representative: TOLEDO METRO AREA COUNCIL OF GOVT

PARTY OF RECORD  
GARY A EBERT  
CITY OF BAY VILLAGE  
350 DOVER CENTER ROAD  
BAY VILLAGE OH 44140 US

Representative: CITY OF BAY VILLAGE OHIO

PARTY OF RECORD  
RICHARD S. EDELMAN  
HIGHSAW MAHONEY CLARKE  
1050 SEVENTEENTH STREET N W, SUITE 210  
WASHINGTON DC 20036 US

Representative: ALLIED RAIL UNIONS

PARTY OF RECORD  
ROBERT EDWARDS  
EASTERN TRANSPORT AND LOGISTICS  
1109 LANETTE DRIVE  
CINCINNATI OH 45230 US

Representative: EASTERN TRANSPORT AND LOGISTICS

PARTY OF RECORD  
DANIEL R. ELLIOTT III ASST GENERAL COUNSEL  
UNITED TRANSPORTATION UNION  
14600 DETROIT AVENUE  
CLEVELAND OH 44107 US

PARTY OF RECORD  
TERRELL ELLIS  
CAEZ WV  
P O BOX 176  
CLAY WV 25643 US

Representative: CENTRAL APPALACHIA EMPOWERMENT  
ZONE OF WEST VIRGINIA

PARTY OF RECORD  
ROBERT L. EVANS  
OXYCHEM  
P O BOX 809030  
DALLAS TX 75380 US

Representative: OCCIDENTAL CHEMICAL CORPORATION

PARTY OF RECORD  
SARA J FAGNILLI DIRECTOR OF LAW  
1250 DETROIT AVENUE  
LAKEWOOD OH 44107 US

Representative: CITY OF LAKEWOOD OHIO

PARTY OF RECORD  
GERALD W. FAUTH III  
G. W. FAUTH & ASSOCIATES, INC.  
P. O. BOX 2401  
116 SOUTH ROYAL STREET  
ALEXANDRIA VA 22314 US

PARTY OF RECORD  
CARL FELLER  
DEKALB AGRA INC  
P. O. BOX 127  
4743 COUNTY ROAD 28  
WATERLOO IN 46793-0127 US

Representative: DEKALB AGRA INC

PARTY OF RECORD  
MICHAEL P. FERRO  
MILLENNIUM PETROCHEMICALS, INC.  
11500 NORTHLAKE DRIVE  
CINCINNATI OH 45249 US

Representative: MILLENNIUM PETROCHEMICALS INC F/K/A  
QUANTUM CHEMICAL CORPORATION

PARTY OF RECORD  
EDWARD J FISHMAN  
OPPENHEIMER WOLFF & DONNELLY  
1020 NINETEENTH ST NW STE 400  
WASHINGTON DC 20036 US

Representative: NEW JERSEY DEPARTMENT OF  
TRANSPORTATION  
NEW JERSEY TRANSIT CORPORATION  
NORTHERN VIRGINIA TRANSPORTATION  
COMMISSION-POTOMAC AND  
RAPPAHANNOCK TRANSPORTATION COMMISSION

## PARTY OF RECORD

J D FITZGERALD  
UTU, GENERAL CHAIRPERSON  
400 E EVERGREEN BLVD STE 217  
VANCOUVER WA 98660-3264 US

Represents: UNITED TRANSPORTATION UNION-GENERAL  
COMMITTEE OF ADJUSTMENT GG 386

## PARTY OF RECORD

STEPHEN M FONTAINE  
MASSACHUSETTS CENTRAL RAILROAD CORPORATION  
ONE WILBRAHAM STREET  
PALMER MA 01069 US

Represents: MASSACHUSETTS CENTRAL RAILROAD  
CORPORATION

## GOVERNOR

HONORABLE KIRK FORDICE, GOVERNOR  
STATE OF MISSISSIPPI  
P O BOX 139  
JACKSON MS 39203 US

## MEMBER OF CONGRESS

HONORABLE TIM LIEK FOWLER  
US HOUSE REPRESENTATIVES  
WASHINGTON DC 20515 US

## PARTY OF RECORD

GARLAND B GARRETT JR  
NC DEPT OF TRANSPORTATION  
P O BOX 25201  
RALEIGH NC 27611 US

## PARTY OF RECORD

MICHAEL J GARRIGAN  
BP CHEMICALS INC  
4440 WARRENSVILLE CTR RD  
CLEVELAND OH 44128 US

Represents: BP AMERICA INC

## PARTY OF RECORD

RICHARD A GAVRIL  
16700 GENTRY LANE NO 104  
TINLEY PARK IL 60477 US

## PARTY OF RECORD

PETER A GILBERTSON  
REGIONAL RRS OF AMERICA  
122 C ST NW STE 850  
WASHINGTON DC 20001 US

Represents: REGIONAL RAILROADS OF AMERICA'S

## PARTY OF RECORD

LOUIS E GITOMER  
BALL JANIK LLP  
1455 F STREET NW SUITE 225  
WASHINGTON DC 20005 US

Represents: APL LAND TRANSPORT SERVICES  
DELAWARE VALLEY RAILWAY COMPANY INC  
HURON AND EASTERN RAILWAY COMPANY INC  
RAILAMERICA INC  
SAGINAW VALLEY RAILWAY COMPANY INC

## MEMBER OF CONGRESS

HONORABLE JOHN GLENN  
U. S. SENATE ATTN: ANISA BELL  
200 N HIGH STREET S-600  
COLUMBUS OH 43215-2408 US

## PARTY OF RECORD

DOUGLAS S GOLDEN  
SUITE 200  
533 FELLOWSHIP ROAD  
MT LAUREL NJ 08054 US

Represents: PENNSYLVANIA SENATE TRANSPORTATION  
COMMITTEE

## PARTY OF RECORD

ANDREW P. GOLDSTEIN  
M. CARTHY, SWEENEY ET AL  
1750 PENNSYLVANIA AVE NW  
WASHINGTON DC 20006 US

Represents: ARCHER DANIELS MIDLAND CO  
NATIONAL GRAIN AND FEED ASSOCIATION

## PARTY OF RECORD

JOHN GORDON  
NATIONAL LIME & STONE COMPANY  
P. O. BOX 120  
FINDLAY OH 45840 US

Represents: NATIONAL LIME & STONE COMPANY

## MEMBER OF CONGRESS

HONORABLE BOB GRAHAM  
UNITED STATE SENATE  
WASHINGTON DC 20510 US

## PARTY OF RECORD

EDWARD D. GREENBERG  
GALLAND, KHARASCH, MORSE & GARFINKLE  
1054 THIRTY-FIRST STREET NW  
WASHINGTON DC 20007-4492 US

Represents: PROVIDENCE AND WORCESTER RAILROAD  
COMPANY  
STEEL WAREHOUSE CO INC  
THE INTERNATIONAL PAPER COMPANY

## PARTY OF RECORD

ETER A. GREENE  
THOMPSON HINE FLORY  
1820 N STREET N W, SUITE 800  
WASHINGTON DC 20036 US

Represents: BAY STATE MILLING COMPANY/  
BELVIDERE & DELAWARE RIVER RAILWAY  
BLACK RIVER & WESTERN RAILROAD  
EAST PENN RAILWAY INC  
LANCASTER NORTHERN RAILWAY

## PARTY OF RECORD

ROBERT E GREENLESE  
TOLEDO-LUCAS COUNTY PORT AUTHORITY  
1 MARITIME PLAZA SUITE 700  
TOLEDO OH 43604 US

Represents: TOLEDO-LUCAS COUNTY PORT AUTHORITY  
TOLEDO-LUCAS COUNTY PORT AUTHORITY

## PARTY OF RECORD

DONALD F GRIFFIN  
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES  
400 N CAPITOL ST NW SUITE 852  
WASHINGTON DC 20001 US

## PARTY OF RECORD

JOHN J GROCKI  
GRA INC  
115 WEST AV ONE JENKINTOWN STA  
JENKINTOWN PA 19046 US

Represents: GRA INCORPORATED

PARTY OF RECORD  
 VAUGHN R GROVES  
 PITTSBURGH COAL COMPANY  
 PO BOX 5100  
 LEBANON VA 24266 US

Representative: PITTSBURGH COAL COMPANY

PARTY OF RECORD  
 JOSEPH GUERRIERI, JR.  
 GUERRIERI, EDMOND, ET. AL  
 1331 F STREET N W, 4TH FLOOR  
 WASHINGTON DC 20004 US

PARTY OF RECORD  
 DAVID L HALL  
 COMMONWEALTH CONSULTING ASSOCIATES  
 720 NORTH POST OAK ROAD SUITE 330  
 HOUSTON TX 77024 US

Representative: SHELL CHEMICAL COMPANY  
 SHELL OIL COMPANY

MEMBER OF CONGRESS  
 HON. LEE N. HAMILTON  
 UNITED STATES HOUSE OF REPRESENTATIVES  
 WASHINGTON DC 20515 US

PARTY OF RECORD  
 MICHAEL P HARMONIS  
 U S DEPT OF JUSTICE  
 325 7TH STREET SUITE 500  
 WASHINGTON DC 20530 US

Representative: U. S. DEPARTMENT OF JUSTICE

PARTY OF RECORD  
 JAMES W HARRIS  
 THE METROPOLITAN PLANNING ORGANIZATION  
 1 WORLD TRADE CENTER STE 12 EAST  
 NEW YORK NY 10048-0043 US

PARTY OF RECORD  
 NICOLE HARVEY  
 THE DOW CHEMICAL COMPANY  
 2020 DOW CENTER  
 MIDLAND MI 48674 US

Representative: THE DOW CHEMICAL COMPANY

PARTY OF RECORD  
 JOHN D. HEFFNER, ESQ.  
 REA, CROSS & AUCHINCLOSS  
 1920 N STREET NW SUITE 420  
 WASHINGTON DC 20036 US

Representative: EMPIRE STATE PASSENGER ASSOCIATION  
 FORT ORANGE PAPER COMPANY  
 NEW YORK CROSS HARBOR RAILROAD TERMINAL  
 CORPORATION  
 WABASH & WESTERN RAILWAY CO D/B/A MICHIGAN  
 SOUTHERN RAILROAD

PARTY OF RECORD  
 R J HENEFELD  
 PPG INDUSTRIES INC  
 ONE PPG PLACE  
 PITTSBURGH PA 15272 US

Representative: PPG INDUSTRIES INC.

PARTY OF RECORD  
 WILLIAM P HERNAN JR GENERAL CHADMAN  
 P O BOX 180  
 HILLIARD OH 43026 US

PARTY OF RECORD  
 CHARLES S HESSE, PRESIDENT  
 CHARLES HESSE ASSOCIATES  
 1270 STONEY BROOK DRIVE  
 CHAGIN FALLS OH 44023 US

Representative: OHIO STEEL INDUSTRY ADVISORY COUNCIL

PARTY OF RECORD  
 ERIC M. HOCKY  
 GOLLATZ, GRIFFIN, EWING  
 213 WEST MINER STREET  
 WEST CHESTER PA 19381-0796 US

Representative: ALLEGHENY & EASTERN RAILROAD INC  
 BETHLEHEM STEEL CORPORATION ET AL  
 BUFFALO & PITTSBURGH RAILROAD, INC.  
 PITTSBURGH & SHAWMUT RAILROAD INC  
 READING BLUE MOUNTAIN & NORTHERN RAILROAD  
 COMPANY  
 ROCHESTER & SOUTHERN RAILROAD INC  
 THE NEW YORK SUSQUEHANNA AND WESTERN  
 RAILWAY CORPORATION

PARTY OF RECORD  
 J T HOLLAND  
 EASTERN SHORE RAILROAD INC  
 P O BOX 312  
 CAPE CHARLES VA 23310 US

Representative: EASTERN SHORE RAILROAD INC

PARTY OF RECORD  
 JAMES E. HOWARD  
 90 CANAL STREET  
 BOSTON MA 02114 US

Representative: COALITION OF NORTHEASTERN GOVERNORS  
 MASSACHUSETTS CENTRAL RAILROAD CORPORATION

PARTY OF RECORD  
 JOHN HOY  
 P O BOX 117  
 GLEN BURNIE MD 21060 US

Representative: BALTIMORE AREA TRANSIT ASSOCIATION

PARTY OF RECORD  
 BRAD F HUSTON  
 CYPRUS AMAX COAL SALES CORP  
 400 TECHNECENTER DRIVE STE 320  
 MILFORD OH 45150 US

PARTY OF RECORD  
 SHEILA MECK HYDE CITY ATTORNEY  
 CITY HALL  
 342 CENTRAL AVENUE  
 DUNKIRK NY 14048 US

Representative: CITY OF DUNKIRK NEW YORK

PARTY OF RECORD  
 ERNEST J HERARD  
 NIXON HARGRAVE DEVANS DOYLE LLP  
 PO BOX 1051  
 CLINTON SQUARE  
 ROCHESTER NY 14603-1051 US

Representative: ROCHESTER GAS AND ELECTRIC  
 CORPORATION

PARTY OF RECORD  
 WILLIAM P. JACKSON, JR.  
 JACKSON & JESSUP, P. C.  
 P O BOX 1240  
 3426 NORTH WASHINGTON BLVD  
 ARLINGTON VA 22210 US

Representative: A T MASSEY COAL COMPANY INC ET AL

PARTY OF RECORD  
JAMES R JACOBS  
JACOBS INDUSTRIES  
2 QUARR / LANE  
STONY RIDGE OH 43463 US

Represents: JACOBS INDUSTRIES

GOVERNOR  
HONORABLE F.B. JAMES, JR  
GOVERNOR  
STATE OF ALABAMA  
MONTGOMERY AL 36130 US

PARTY OF RECORD  
DOREEN C JOHNSON CHIEF ANTI-TRUST SECTION  
OHIO ATTY GENERAL OFFICE  
30 E BROAD STREET 16TH FLOOR  
COLUMBUS OH 43215 US

PARTY OF RECORD  
ERIKA Z. JONES  
MAYER, BROWN & PLATT  
2000 PENNSYLVANIA AVE N W SUITE 6500  
WASHINGTON DC 20006 US

Represents: BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

PARTY OF RECORD  
TERRENCE D JONES  
KELLER & HECKMAN  
1001 G ST NW STE 500 WEST  
WASHINGTON DC 20001 US

Represents: NORTH AMERICAN LOGISTIC SERVICES A  
DIVISION OF MARS INCORPORATED

PARTY OF RECORD  
FRANK N JORGENSEN  
THE ELK RIVER RAILROAD INC  
P O BOX 460  
SUMMERSVILLE WV 26651 US

Represents: THE ELK RIVER RAILROAD INC

PARTY OF RECORD  
FRITZ R KAHN  
1100 NEW YORK AVENUE NW SUITE 750 WEST  
WASHINGTON DC 20005-3934 US

Represents: MARTIN MARIETTA MATERIALS INC  
SHINTECH INC

PARTY OF RECORD  
STEVEN J KALISH  
MCARTHY, SWEENEY & HARKAWAY  
1750 PENNSYLVANIA AVE NW  
WASHINGTON DC 20006-4502 US

Represents: THE TOWN OF HAYMARKET

MEMBER OF CONGRESS  
HON MARCY KAPTUR  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
LARRY B. KARLIS  
TRANSPORTATION BUILDING  
PO BOX 30050  
425 WEST OTTAWA  
LANSING MI 48909 US

Represents: MICHIGAN DEPARTMENT OF TRANSP

PARTY OF RECORD  
RICHARD E. KERTH, TRANS. MGR.  
CHAMPION INTERNATL CORP  
101 KNIGHTSBRIDGE DRIVE  
HAMILTON OH 43020-0001 US

PARTY OF RECORD  
DAVID D KING  
BEAUFORT AND MOREHEAD BK CO  
PO BOX 25201  
RALEIGH NC 27611-5201 US

PARTY OF RECORD  
L P KING JR  
GENERAL CHAIRPERSON UTU  
145 CAMPBELL AVE SW STE 207  
ROANOKE VA 24011 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT N & W-C

PARTY OF RECORD  
MITCHELL M KRAUS GENERAL COUNSEL  
TRANSPORTATION COMMUNICATIONS INTERNATIONAL  
UNION  
3 RESEARCH PLACE  
ROCKVILLE MD 20850 US

Represents: TRANSPORTATION COMMUNICATIONS  
INTERNATIONAL UNION

PARTY OF RECORD  
HON DENNIS J KUCINICH  
UNITED STATES HOUSE REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents: CITIZENS 10TH CONGRESSIONAL DISTRICT  
OF OHIO

PARTY OF RECORD  
PAUL H LAMBOLEY  
OPPENHEIMER WOLFF & DONNELLY  
1020 19TH STREET, N.W., SUITE 400  
WASHINGTON DC 20036 US

Represents: RESOURCES WAREHOUSING &  
CONSOLIDATED SERVICES INC  
TRANSPORTATION INTERMEDIARIES ASSOCIATION

MEMBER OF CONGRESS  
HON. STEVE LATOURETTE  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
J PATRICK LA'Z  
HEAVY LIFT CARGO SYSTEM  
PO BOX 51451  
INDIANAPOLIS IN 46251-0451 US

Represents: HEAVY LIFT CARGO SYSTEMS

PARTY OF RECORD  
JOHN K. LEARY, GENERAL MANAGER  
SOUTHEASTERN PENNSYLVANIA TRANSPORTATION  
AUTHORITY  
1234 MARKET STREET 5TH FLOOR  
PHILADELPHIA PA 19107-3780 US

Represents: SOUTHEASTERN PENNSYLVANIA  
TRANSPORTATION AUTHORITY

PARTY OF RECORD  
SHERRI LEHMAN DIRECTOR OF CONGRESSIONAL  
AFFAIRS  
CORN REFINERS ASSOC  
1701 PA AV NW  
WASH DC 20006-5803 US

Represents: CORN REFINERS ASSOCIATION INC

ADMINISTRATIVE LAW JUDGE  
JUDGE JACOB LEVENTHAL, OFFICE OF HEARINGS  
FEDERAL ENERGY REGULATORY COMMISSION  
888 - 1ST ST, N.E. STE 11F  
WASHINGTON DC 20426 US

MEMBER OF CONGRESS  
HONORABLE WILLIAM O LIPINSKI  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20415 US

PARTY OF RECORD  
THOMAS J. LITWILER  
OPPENHEIMER WOLFF & DONNELLY  
180 N STETSON AVE 45TH FLOOR  
CHICAGO IL 60601 US

Represents: FOX VALLEY & WESTERN LTD  
ILLINOIS CENTRAL RAILROAD COMPANY CHICAGO  
CENTRAL & PACIFIC  
RAILROAD COMPANY AND CEDAR RIVER RAILROAD  
COMPANY  
R J CORMAN PARTIES  
R J CORMAN RAILROAD COMPANIES  
SAULT STE MARIE BRIDGE COMPANY  
TRANSTAR INC AND BESSEMER AND LAKE ERIE  
RAILROAD COMPANY  
TRANSTAR INC  
ELGIN JOLIET AND EASTERN RAILROAD COMPANY  
WISCONSIN CENTRAL LTD  
WISCONSIN CENTRAL TRANSPORTATION CORPORATION

PARTY OF RECORD  
EDWARD LLOYD  
RUTGERS ENVIRONMENTAL LAW CLINIC  
15 WASHINGTON STREET  
NEWARK NJ 07102 US

Represents: TRI-STATE TRANSPORTATION CAMPAIGN

PARTY OF RECORD  
C MICHAEL LOFTUS  
SLOVER & LOFTUS  
1224 SEVENTEENTH STREET NW  
WASHINGTON DC 20036 US

Represents: CENTERIOR ENERGY CORPORATION  
EAST CHICAGO INDIANA-HAMMOND INDIANA-GARY  
INDIANA THE FOUR CITY CONSORTIUM  
EAST CHICAGO INDIANA-HAMMOND INDIANA-GARY  
INDIANA-WHITING  
POTOMAC ELECTRIC POWER COMPANY  
THE DETROIT EDISON COMPANY

PARTY OF RECORD  
DENNIS G LYONS  
ARNOLD & PORTER  
555 12TH STREET NW  
WASHINGTON DC 20004-1202 US

Represents: CSX CORPORATION  
CSX TRANSPORTATION INC  
CSX-NS

PARTY OF RECORD  
GORDON P. MACDOUGALL  
1025 CONNECTICUT AVE NW SUITE 410  
WASHINGTON DC 20036 US

Represents: JOSEPH C SZABO

MEMBER OF CONGRESS  
HONORABLE CONNIE MACK  
UNITED STATES SENATE  
WASHINGTON DC 20510-0904 US

PARTY OF RECORD  
WILLIAM G. MAHONEY  
HIGHS AW, MAHONEY & CLARKE  
1050 SEVENTEENTH STREET NW SUITE 210  
WASHINGTON DC 20036 US

PARTY OF RECORD  
RON MARQUARDT  
LOCAL UNION 1810 UMWA  
RD #2  
RAYLAND OH 43943 US

PARTY OF RECORD  
ROBERT E MARTINEZ  
VA SECRETARY OF TRANSPORT  
P O BOX 1475  
RICHMOND VA 23218 US

Represents: COMMONWEALTH OF VIRGINIA

PARTY OF RECORD  
JOHN K. MASER, III  
DONELAN, CLEARY, WOOD, MASER  
1100 NEW YORK AVE NW SUITE 750  
WASHINGTON DC 20005-3934 US

Represents: ACME STEEL COMPANY  
AK STEEL CORPORATION  
CARGILL INCORPORATED  
ERIE-NIAGARA RAIL STEERING COMMITTEE  
INSTITUTE OF SCRAP RECYCLING INDUSTRIES INC  
JOSEPH SMITH & SONS INC  
NIAGARA MOHAWK POWER CORPORATION

PARTY OF RECORD  
DAVID J MATTY  
CITY OF ROCKY RIVER  
21012 HILLIARD ROAD  
ROCKY RIVER OH 44116-3396 US

Represents: CITY OF ROCKY RIVER OHIO

PARTY OF RECORD  
GEORGE W MAYO, JR.  
HOGAN & HARTSON  
555 THIRTEENTH STREET NW  
WASHINGTON DC 20004-1161 US

Represents: CANADIAN PACIFIC RAILWAY COMPANY  
DELAWARE AND HUDSON RAILWAY COMPANY INC  
SOO LINE CORP  
ST LAWRENCE & HUDSON RAILWAY COMPANY  
LIMITED

PARTY OF RECORD  
MICHAEL F. MCBRIDE  
LEBOEUF LAMB GREENE & MACRAE, L L P.  
1810 CONNECTICUT AVE NW, STE 1200  
WASHINGTON DC 20009 US

Represents: AMERICAN ELECTRIC POWER  
ATLANTIC CITY ELECTRIC COMPANY  
DELMARVA POWER & LIGHT COMPANY  
FERTILIZER INSTITUTE  
SOMERSET RAILROAD CORP  
THE OHIO VALLEY COAL COMPANY

PARTY OF RECORD  
EDWARD C MCCARTHY  
INLAND STEEL INDUSTRIES INC  
30 WEST MONROE STREET  
CHICAGO IL 60603 US

PARTY OF RECORD  
CHRISTOPHER C MCCracken  
ULMER & BERNE LLP  
1300 EAST NINTH STREET SUITE 900  
CLEVELAND OH 44114 US

Represents: ASHTA CHEMICAL INC

PARTY OF RECORD  
THOMAS F. MCFARLAND, JR.  
MCFARLAND & HERMAN  
20 NORTH WACKER DRIVE, SUITE 1330  
CHICAGO IL 60606-3101 US

Represents: KOKOMO GRAIN CO INC

**PARTY OF RECORD**  
 JAMES F. MCGRAIL  
 COMMONWEALTH OF MASS. EXEC. OFFICE OF TRANSP.  
 & CONST.  
 10 PARK PLAZA ROOM 3170  
 BOSTON MA 02116-3969 US

**Represents:** COMMONWEALTH OF MASSACHUSETTS  
 EXECUTIVE OFFICE OF TRANSPORTATION AND  
 CONSTRUCTION

**PARTY OF RECORD**  
 FRANCIS G. MCKENNA  
 ANDERSON & PENCORP  
 1700 K ST NW SUITE 1107  
 WASHINGTON DC 20006 US

**Represents:** WEST VIRGINIA STATE RAIL AUTHORITY

**PARTY OF RECORD**  
 COLETTA MCNAMEE SR  
 CUDELL IMPROVEMENT INC  
 11500 FRANKLIN BLVD STE 104  
 CLEVELAND OH 44102 US

**Represents:** CUDELL IMPROVEMENT INC

**MEMBER OF CONGRESS**  
 HONORABLE MICHAEL MCNULTY  
 U. S. HOUSE OF REPRESENTATIVES  
 WASHINGTON DC 20515-3221 US

**PARTY OF RECORD**  
 H DOUGLAS MIDKIFF  
 65 WEST BROAD ST STE 101  
 ROCHESTER NY 14614-2210 US

**Represents:** GENESEE TRANSPORTATION COUNCIL

**MEMBER OF CONGRESS**  
 HONORABLE BARBARA A. MIKULSKI  
 UNITED STATES SENATE  
 WASHINGTON DC 20510 US

**PARTY OF RECORD**  
 CLINTON J MILLER, III, GENERAL COUNSEL  
 UNITED TRANSPORTATION UNION  
 14600 DETROIT AVENUE  
 CLEVELAND OH 44107-4250 US

**PARTY OF RECORD**  
 G PAUL MOATES  
 SIDLEY & AUSTIN  
 1722 EYE STREET NW  
 WASHINGTON DC 20006 US

**Represents:** MOATES SIDLEY & AUSTIN

**PARTY OF RECORD**  
 C V MONIN  
 BROTHERHOOD OF LOCOMOTIVE ENGINEERS  
 1370 ONTARIO STREET  
 CLEVELAND OH 44113 US

**Represents:** BROTHERHOOD OF LOCOMOTIVE  
 ENGINEERS

**PARTY OF RECORD**  
 KARL MORELL  
 BALL JANIK LLP  
 1455 F STREET NW SUITE 225  
 WASHINGTON DC 20005 US

**Represents:** ANN ARBOR RAILROAD  
 CHICAGO RAIL LINK LLC  
 CONNECTICUT SOUTHERN RAILROAD INC  
 GEORGIA WOODLANDS RAILROAD L L C  
 INDIANA & OHIO RAILWAY COMPANY  
 INDIANA SOUTHERN RAILROAD INC  
 MANUFACTURERS JUNCTION RAILWAY L L C  
 NEW ENGLAND CENTRAL RAILROAD INC  
 NEWBURGH & SOUTH SHORE RAILROAD LTD  
 NORTHERN OHIO & WESTERN RAILWAY L L C  
 PITTSBURGH INDUSTRIAL RAILROAD INC

**PARTY OF RECORD**  
 IAN MUIR  
 BUNGE CORPORATION  
 P O BOX 28500  
 ST LOUIS MO 63146 US

**Represents:** BUNGE CORPORATION

**PARTY OF RECORD**  
 WILLIAM A. MULLINS  
 TROUTMAN SANDERS LLP  
 1300 I STREET NW SUITE 500 EAST  
 WASHINGTON DC 20005-3314 US

**Represents:** NEW YORK STATE ELECTRIC & GAS

**PARTY OF RECORD**  
 JOHN R NADOLNY, VICE PRESIDENT & GENERAL  
 COUNSEL  
 BOSTON & MAINE CORPORATION  
 IRON HORSE PARK  
 NO BILLERICA MA 01862 US

**Represents:** BOSTON AND MAINE CORPORATION  
 MAINE CENTRAL RAILROAD COMPANY  
 SPRINGFIELD TERMINAL RAILWAY COMPANY

**PARTY OF RECORD**  
 S J NASCA  
 STATE LEGISLATIVE DIRECTOR UTU  
 35 FULLER ROAD STE 205  
 ALBANY NY 12203 US

**PARTY OF RECORD**  
 GERALD P NORTON  
 HARKINS CUNNINGHAM  
 1300 19TH ST NW SUITE 600  
 WASHINGTON DC 20036 US

**PARTY OF RECORD**  
 SANDRA L NUNN  
 FROST & JACOBS LLP  
 201 EAST FIFTH STREET  
 CINCINNATI OH 45202 US

**Represents:** SOUTHWEST OHIO REGIONAL TRANSIT  
 AUTHORITY

**PARTY OF RECORD**  
 PETER Q. NYCE, JR.  
 U. S. DEPARTMENT OF THE ARMY  
 901 NORTH STUART STREET  
 ARLINGTON VA 22203 US

**Represents:** U. S. DEPARTMENT OF THE ARMY

PARTY OF RECORD  
KEITH O O'BRIEN  
REA, CROSS AND AUCHINCLOSS  
1920 N STREET NW, STE 420  
WASH DC 20036 US

Represents: OHIO RAIL DEVELOPMENT COMMISSION  
PUBLIC UTILITIES COMMISSION OF OHIO  
REDLAND OHIO INC

PARTY OF RECORD  
D J O'CONNELL  
GENERAL CHAIRPERSON UTU  
410 LANCASTER AVE STE 5  
HAVERFORD PA 19041 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT GO-770

PARTY OF RECORD  
CHRISTOPHER C O'HARA  
BRICKFIELD BURCHETTE & RITTS PC  
1725 THOMAS JEFFERSON ST NW EIGHTH FLOOR  
WASHINGTON DC 20007 US

Represents: STEEL DYNAMICS INC

PARTY OF RECORD  
THOMAS M O'LEARY  
OHIO RAIL DEVELOPMENT COMMISSION  
50 W BROAD STREET, 5TH FLOOR  
COLUMBUS OH 43215 US

Represents: OHIO RAIL DEVELOPMENT COMMISSION

PARTY OF RECORD  
JOHN L. OBERDORFER  
PATTON BOGGS LLP  
2550 M ST NW  
WASHINGTON DC 20037-1301 US

Represents: COMMONWEALTH OF PENNSYLVANIA  
GOVERNOR THOMAS J RIDGE  
PENNSYLVANIA DEPARTMENT OF TRANSPORTATION

PARTY OF RECORD  
BYRON D. OLSEN  
FELHARER LARSON FENLON & VOGT PA  
601 SECOND AVENUE SOUTH 4200 FIRST BANK PLACE  
MINNEAPOLIS MN 55402-4302 US

Represents: EASTMAN KODAK COMPANY

PARTY OF RECORD  
L JOHN OSBORN  
SONNENSCHEN NATH & ROSENTHAL  
1301 K STREET NW STE 600  
WASH DC 20005 US

Represents: CANADIAN NATIONAL RAILWAY COMPANY  
GRAND TRUNK WESTERN RAILROAD INCORPORATED

PARTY OF RECORD  
WILLIAM L OSTEEN  
ASSOCIATE GENERAL COUNSEL TVA  
400 WEST SUMMIT HILL DRIVE  
KNOXVILLE TN 37902 US

Represents: TENNESSEE VALLEY AUTHORITY

PARTY OF RECORD  
MONTY L PARKER  
CMC STEEL GROUP  
P O BOX 911  
SEGUN TX 78156 US

Represents: CMC STEEL GROUP  
COMMERCIAL METALS COMPANY

GOVERNOR  
HONORABLE PAUL E. PATTON  
GOVERNOR  
700 CAPITOL AVENUE, STE. 100  
FRANKFORT KY 40601 US

PARTY OF RECORD  
LAWRENCE PEPPER JR  
GRUCCIO PEPPER  
817 EAST LANDES AV  
VINELAND NJ 08360 US

Represents: SOUTH JERSEY TRANSPORTATION  
PLANNING ORGANIZATION

PARTY OF RECORD  
F R PICKELL  
GENERAL CHAIRPERSON UTU  
6797 NORTH HIGH ST STE 108  
WORTHINGTON OH 43085 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT  
CONRAIL WEST & SOUTH/NORFOLK SOUTHERN  
RAILWAY CO GO-777

PARTY OF RECORD  
PATRICK R PLUMMER  
GUERRIERI EDMOND & CLAYMAN PC  
1331 F ST NW  
WASH DC 20004 US

Represents: INTERNATIONAL ASSOCIATION OF  
MACHINISTS AND AEROSPACE WORKERS  
UNITED RAILWAY SUPERVISORS ASSOCIATION

PARTY OF RECORD  
ANDREW R PLUMP  
ZUCKERT, SCOUTT, RASENBERGER  
888 17TH STREET N W STE 600  
WASHINGTON DC 20006-3939 US

PARTY OF RECORD  
JOSEPH R. POMPONIO  
FEDERAL RAILROAD ADMIN.  
400 7TH ST SW RCC-30  
WASHINGTON DC 20590 US

Represents: FEDERAL RAILROAD ADMINIST.

MEMBER OF CONGRESS  
HONORABLE ROB PORTMAN  
U. S. HOUSE OF REPRESENTATIVES  
8044 MONTGOMERY ROAD, ROOM 540  
CINCINNATI OH 45236 US

PARTY OF RECORD  
LARRY R. PRUDEN  
TRANS. COMM. INTL UNION  
3 RESEARCH PLACE  
ROCKVILLE MD 20850 US

MEMBER OF CONGRESS  
HONORABLE DEBORAH PRYCE  
U. S. HOUSE OF REPRESENTATIVES  
500 SOUTH FRONT STREET, ROOM 1130  
COLUMBUS OH 43215 US

PARTY OF RECORD  
HAROLD P QUINN JR SENIOR VP & GENERAL COUNSEL  
NAT'L MINING ASSOCIATION  
1130 SEVENTEENTH ST NW  
WASH DC 20036 US

Represents: NATIONAL MINING ASSOCIATION

## PARTY OF RECORD

J T REED  
GENERAL CHAIRPERSON UTU  
7735 BAY MEADOWS WAY STE 109  
JACKSONVILLE FL 32256 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT B&O

## MEMBER OF CONGRESS

HON. RALPH REGULA  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

## GOVERNOR

HONORABLE THOMAS J RIDGE  
GOVERNOR, COMMONWEALTH OF PENNSYLVANIA  
225 MAIN CAPITOL BUILDING  
HARRISBURG PA 17120 US

## PARTY OF RECORD

ARVID E. ROACH II  
COVINGTON & BURLING  
PO BOX 7566  
1201 PENNSYLVANIA AVE N W  
WASHINGTON DC 20044-7566 US

Represents: UNION PACIFIC CORP  
UNION PACIFIC RAILROAD COMPANY

## MEMBER OF CONGRESS

HON. CHARLES ROBB  
UNITED STATES SENATE  
WASHINGTON DC 20510 US

## PARTY OF RECORD

JAMES F ROBERTS  
210 E LOMBARD STREET  
BALTIMORE MD 21202 US

Represents: COALARBED INTERNATIONAL TRADING

## PARTY OF RECORD

JOHN M ROBINSON  
9616 OLD SPRING ROAD  
KENSINGTON MD 20895-3124 US

Represents: EFFINGHAM RAILROAD COMPANY  
ILLINOIS WESTERN RAILROAD COMPANY

## PARTY OF RECORD

J L RODGERS  
GENERAL CHAIRMAN UTU  
480 OSCEOLA AVENUE  
JACKSONVILLE FL 32250 US

Represents: UNITED TRANSPORTATION UNION GO-513

## PARTY OF RECORD

EDWARD J RODRIQUEZ  
PO BOX 298  
67 MAIN ST  
CENTERBROOK CT 06409 US

Represents: HOUSATONIC RAILROAD CO INC

## PARTY OF RECORD

DAVID ROLOFF  
GOLDSTEIN & ROLOFF  
526 SUPERIOR AVENUE EAST SUITE 1440  
CLEVELAND OH 44114 US

Represents: LOCAL 1913 INTERNATIONAL  
LONGSHOREMEN'S UNION

## PARTY OF RECORD

JOHN IAY ROSACKER  
KS. DEPT OF TRANSP  
217 SE 4TH ST 2ND FLOOR  
TOPEKA KS 66603 US

Represents: KANSAS DEPARTMENT OF  
TRANSPORTATION

## PARTY OF RECORD

CHARLES M. ROSENBERGER  
CSX TRANSPORTATION  
500 WATER STREET  
JACKSONVILLE FL 32202 US

## PARTY OF RECORD

CHRISTINE H. BOSSO  
IL ASSISTANT ATTORNEY GENERAL  
100 W RANDOLPH ST 13TH FLOOR  
CHICAGO IL 60601 US

Represents: STATE OF ILLINOIS

## MEMBER OF CONGRESS

HON WILLIAM V. ROYCE  
U S SENATE  
WASHINGTON DC 20510-0001 US

## MEMBER OF CONGRESS

HONORABLE BOBBY L. RUSH  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-9997 US

## PARTY OF RECORD

THOMAS R RYDMAN PRESIDENT  
INDIAN CREEK RAILROAD COMPANY  
3905 W 600 NORTH  
ANDERSON IN 46011 US

Represents: INDIAN CREEK RAILROAD COMPANY

## MEMBER OF CONGRESS

HONORABLE RICK SANTORUM  
UNITED STATES SENATE  
WASHINGTON DC 20510-3804 US

## PARTY OF RECORD

R K SARGENT  
GENERAL CHAIRPERSON UTU  
1319 CHESTNUT STREET  
KENOVA WV 25530 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT CSXT -C&O NORTH

## MEMBER OF CONGRESS

HONORABLE THOMAS C. SAWYER  
PO BOX 1463  
SOUTH BEND IN 46624-1463 US

## MEMBER OF CONGRESS

HONORABLE THOMAS C. SAWYER  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON, DC 20423 US

## PARTY OF RECORD

SCOTT M SAYLOR  
NORTH CAROLINA RAILROAD CO  
3200 ATLANTIC AV STE 110  
RALIEGH NC 27604 US

## PARTY OF RECORD

G CRAIG SCHELTER  
PDC  
1500 MARKET STREET  
PHILADELPHIA PA 19102 US

Represents: PHILADELPHIA INDUSTRIAL DEVELOPMENT  
CORPORATION

PARTY OF RECORD  
FREDERICK H SCHRANCK  
PO BOX 778  
DOVER DE 19903 US

Represents: DELAWARE DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
RANDOLPH L. SEGER  
MCNALE COOK & WELCH PC  
320 N MERIDIAN STREET STE 1100  
INDIANAPOLIS IN 46204 US

Represents: CITY OF INDIANAPOLIS INDIANA

PARTY OF RECORD  
DIANE SEITZ  
CENTRAL HUDSON GAS & ELECTRIC CORP  
284 SOUTH AVENUE  
POUGHKEEPSIE NY 12601 US

Represents: CENTRAL HUDSON GAS & ELECTRIC  
CORPORATION

PARTY OF RECORD  
DENISE L. SELNA CITY ATTORNEY  
CITY OF HAMMOND  
5925 CALUMET AV  
HAMMOND IN 46320 US

Represents: CITY OF HAMMOND INDIANA

PARTY OF RECORD  
ANTHONY P. SEMANCIK  
347 MADISON AVENUE  
NEW YORK NY 10017-3706 US

Represents: METROPOLITAN TRANSPORTATION  
AUTHORITY

PARTY OF RECORD  
ROGER A. SERPE  
INDIANA HARBOR BELT RR  
175 WEST JACKSON BOULEVARD SUITE 1460  
CHICAGO IL 60604 US

Represents: INDIANA HARBOR BELT RAILROAD  
COMPANY

PARTY OF RECORD  
JAMES E. SHEPHERD  
TUSCOLA & SAGINAW BAY  
PO BOX 550  
OWOSSO MI 48867-0550 US

Represents: TUSCOLA & SAGINAW BAY RAILWAY  
COMPANY INC

PARTY OF RECORD  
MARK H. SIDMAN  
WEINER, BRODSKY, SIDMAN  
1350 NEW YORK AVE NW STE 800  
WASHINGTON DC 20005 US

Represents: CENTRAL RAILROAD COMPANY OF INDIANA  
CENTRAL RAILROAD COMPANY OF INDIANAPOLIS  
NEW YORK & ATLANTIC RAILWAY

PARTY OF RECORD  
PHILIP G. SIDO  
UNION CAMP CORPORATION  
1600 VALLEY ROAD  
WAYNE NJ 07470 US

Represents: UNION CAMP CORPORATION

PARTY OF RECORD  
KENNETH E. SIEGEL  
AMERICAN TRUCKING ASSOC.  
2200 MILL ROAD

ALEXANDRIA VA 22314-4677 US

PARTY OF RECORD  
PATRICK B. SIMMONS  
NC DEPT OF TRANSP  
1 S WILMINGTON STREET ROOM 557  
RALEIGH NC 27611 US

Represents: NORTH CAROLINA DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
WILLIAM C. SIPP  
OFFENHEIMER WOLFF & DONNELLY  
180 N STETSON AVE TWO PRUDENTIAL PLAZA 45TH  
FLOOR  
CHICAGO IL 60601 US

Represents: BESSEMER & LAKE ERIE RR CO  
ELGIN JOLIET AND EASTERN RAILWAY COMPANY  
TRANSTAR INC

PARTY OF RECORD  
RICHARD G. SLATTERY  
AMTRAK  
60 MASSACHUSETTS AVENUE N E  
WASHINGTON DC 20002 US

PARTY OF RECORD  
WILLIAM L. SLOVER  
SLOVER & LOFTUS  
1224 SEVENTEENTH STREET NW  
WASHINGTON DC 20036-3003 US

Represents: STATE OF NEW YORK DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
GARRET G. SMITH  
MOBIL OIL CORPORATION  
3225 GALLOWAY RD RM 8A903  
FAIRFAX VA 22037-0001 US

Represents: MOBIL OIL CORPORATION

MEMBER OF CONGRESS  
HON ROBERT F. SMITH  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
PAUL SAMUEL SMITH  
U. S. DEPT OF TRANSP  
410 7TH ST SW, ROOM 4102 C-30  
WASHINGTON DC 20590 US

Represents: U S DEPARTMENT OF TRANSPORTATION

PARTY OF RECORD  
MIKE SPANIS  
FINA OIL & CHEMICAL CO.  
PO BOX 2159  
DALLAS TX 75221 US

Represents: FINA OIL AND CHEMICAL COMPANY

MEMBER OF CONGRESS  
HON ARLEN SPECTER  
UNITED STATES SENATE  
WASHINGTON DC 20510-3802 US

PARTY OF RECORD  
CHARLES A SPITULNIK  
HOPKINS & SUTTER  
888 SIXTEENTH STREET NW  
WASHINGTON DC 20006 US

Represents: COMMUTER RAIL DIVISION REGIONAL  
TRANSPORT AUTHORITY-NORTHEAST  
ILLINOIS REGIONAL COMMUTER RR CORP D/B/A METRA  
FLORIDA POWER & LIGHT COMPANY  
NEW YORK CITY ECONOMIC DEVELOPMENT  
CORPORATION  
PHILADELPHIA BELT LINE RAILROAD COMPANY

PARTY OF RECORD  
MARY GABRIELLE SPAGUE  
555 TWENTH STREET NW  
WASHINGTON DC 20004-1202 US

MEMBER OF CONGRESS  
HON. LOUIS E. STOKES  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
EILEEN S. STOMMES, DIRECTOR, T&M DIVISION  
AGRICULTURAL MARKETING SERVICE, USDA  
P. O. BOX 96456  
WASHINGTON DC 20090-6456 US

Represents: U S DEPARTMENT OF AGRICULTURE

PARTY OF RECORD  
SCOTT N. STONE  
PATTON BOGGS LLP  
2550 M STREET NW 7TH FLOOR  
WASHINGTON DC 20037-1346 US

MEMBER OF CONGRESS  
HONORABLE TED STRICKLAND  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
D G STRUNK JR  
GENERAL CHAIRPERSON UTU  
817 KILBOURNE STREET  
BELLEVUE OH 44111 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT GO-687

PARTY OF RECORD  
JAMES F SULLIVAN  
CT DEPT OF TRANSPORTATION  
P O BOX 317546  
NEWINGTON CT 06131 US

Represents: CONNECTICUT DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
DANIEL J. SWEENEY  
MCCARTHY, SWEENEY & HARKAWAY, P. C.  
1750 PENNSYLVANIA AVE NW, STE 1105  
WASHINGTON DC 20006 US

Represents: PENNSYLVANIA POWER & LIGHT COMPANY

PARTY OF RECORD  
ROBERT G. SZABO  
V. NESS FELDMAN  
1050 THO JEFFERSON STREET, NW  
WASHINGTON DC 20007 US

Represents: CONSUMERS UNITED FOR RAIL EQUITY

PARTY OF RECORD  
JE THOMAS  
HERCULES INCORPORATED  
1313 NORTH MARKET STREET  
WILMINGTON DE 19894 US

PARTY OF RECORD  
K N THOMPSON  
GENERAL CHAIRPERSON UTU  
11017-F GRAVOIS INDUSTRIAL PLAZA  
ST LOUIS MO 63128 US

PARTY OF RECORD  
WILLIAM R THOMPSON  
CITY OF PHILADELPHIA LAW DEPT  
1600 ARCH ST 10TH FLOOR  
PHILADELPHIA PA 19103 US

Represents: CITY OF PHILADELPHIA PA

PARTY OF RECORD  
W DAVID TIDHOLM  
HUTCHESON & GRUNDY  
1200 SMITH STREET #3300  
HOUSTON TX 77002 US

MEMBER OF CONGRESS  
HONORABLE ROBERT G. TORRICELLI  
1 RIVER FRONT PLAZA, 3RD FLOOR  
NEWARK NJ 07102 US

MEMBER OF CONGRESS  
HONORABLE ROBERT G. TORRICELLI  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

MEMBER OF CONGRESS  
JAMES A TRAFICANT JR  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-3517 US

PARTY OF RECORD  
MERRILL L. TRAVIS  
ILLINOIS DEPT. OF TRANSP.  
2300 SOUTH DIRKSEN PARKWAY ROOM 302  
SPRINGFIELD IL 62703-4555 US

Represents: ILLINOIS DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
MAYOR VINCENT M URBIN  
150 AVON BELDEN RD  
AVON LAKE OH 44012 US

Represents: CITY OF AVON LAKE OHIO

PARTY OF RECORD  
STEPHEN M UTHOFF  
CONIGLIO & UTHOFF  
110 WEST OCEAN BOULEVARD SUITE C  
LONG BEACH CA 90802 US

Represents: THE RAIL-BRIDGE TERMINALS  
CORPORATION

PARTY OF RECORD  
J WILLIAM VAN DYKE  
NJ TRANSPORTATION PLANNING AUTHORITY  
ONE NEWARK CENTER 17TH FLOOR  
NEWARK NJ 07102 US

Represents: NORTH JERSEY TRANSPORTATION  
PLANNING AUTHORITY

PARTY OF RECORD  
WILLIAM C VAN SLYKE  
152 WASHINGTON AVENUE  
ALBANY NY 12210 US

Represents: THE BUSINESS COUNCIL OF NEW YORK  
STATE INC

MEMBER OF CONGRESS  
HONORABLE PETER J. VISCLOSKEY  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
JOHN A. VUONO  
VUONO & GRAY  
2310 GRANT BUILDING  
PITTSBURGH PA 15219 US

Represents: NATIONAL STEEL CORPORATION

PARTY OF RECORD  
FRONALDS WALKER  
CITIZENS GAS & COKE UTILITY  
2020 N MERIDIAN STREET  
INDIANAPOLIS IN 46202 US

Represents: CITIZENS GAS & COKE UTILITY

PARTY OF RECORD  
JACK A WALTER  
WCI STEEL INC  
1040 PINE AVENUE S E  
WARREN OH 44483 US

Represents: WCI STEEL INC

MEMBER OF CONGRESS  
HONORABLE JOHN WARNER  
UNITED STATES SENATE  
WASHINGTON DC 20510 US

MEMBER OF CONGRESS  
HONORABLE JOHN WARNER  
UNITED STATES SENATE  
P.O. BOX 85.7  
234 FEDERAL BUILDING  
ABINGDON VA 24210-0887 US

PARTY OF RECORD  
JAMES R WEISS  
PRESTON GATES ELLIS ET AL  
1725 NEW YORK AVENUE NW SUITE 500  
WASHINGTON DC 20006 US

Represents: MARYLAND DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
HUGH H. WELSH  
LAW DEPT., SUITE 67E  
ONE WORLD TRADE CENTER  
NEW YORK NY 10048-0202 US

PARTY OF RECORD  
JAY WESTBROOK  
CITY HALL RM 216  
601 LAKESIDE AV NE  
CLEVELAND OH 44114 US

Represents: CITY OF CLEVELAND OHIO

MEMBER OF CONGRESS  
HONORABLE BOB WEYGAND  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
CHARLES H. WHITE, JR.  
GALLAND, KHARASCH & GARFINKLE, P. C.  
1054 THIRTY-FIRST STREET NW  
WASHINGTON DC 20007-4492 US

Represents: STARK DEVELOPMENT BOARD INC  
WHEELING & LAKE ERIE RAILWAY COMPANY

PARTY OF RECORD  
WILLIAM W., JR. WHITEHURST  
W. W. WHITEHURST & ASSOCIATES, INC.  
12421 HAPPY HOLLOW ROAD  
COCKEYSVILLE MD 21030 US

Represents: W W WHITEHURST & ASSOCIATES INC

PARTY OF RECORD  
HENRY M. WICK, JR.  
WICK, STREFF, ET AL  
1450 TWO CHATHAM CENTER  
PITTSBURGH PA 15219 US

Represents: U S CLAY PRODUCERS TRAFFIC  
ASSOCIATION INC

PARTY OF RECORD  
ROBERT J WILL  
UNITED TRANSPORTATION UNION  
4134 GRAVE RUN RD  
MANCHESTER MD 21102 US

PARTY OF RECORD  
RICHARD R WILSON  
1126 EIGHT AV STE 403  
ALTOONA PA 16602 US

Represents: ASHLAND RAILROAD COMPANY  
DURHAM TRANSPORT INC  
JUNIATA VALLEY RAILROAD COMPANY  
LYCOMING VALLEY RAILROAD COMPANY  
NITTANY & BALD EAGLE RAILROAD COMPANY  
NORTH SHORE RAILROAD COMPANY  
NORTHWEST PENNSYLVANIA RAIL AUTHORITY  
OHI RAIL CORPORATION  
RICHARD D ROSEY  
SHAMOKIN VALLEY RAILROAD COMPANY  
SOUTHWESTERN PENNSYLVANIA REGIONAL PLANNING  
COMMISSION  
STURBRIDGE RAILROAD COMPANY  
TRANSPORTATION COMMITTEE PENNSYLVANIA HOUSE  
OF REPRESENTATIVES  
WELLESBORO & CORNING RAILROAD COMPANY

PARTY OF RECORD  
ROBERT A. WUMBISH, ESQ.  
REA, CROSS & AUCHINCLOSS  
1920 N STREET NW SUITE 420  
WASHINGTON DC 20036 US

Represents: CONNECTICUT CENTRAL RAILROAD

PARTY OF RECORD  
C D WINEBRENNER  
GENERAL CHAIRPERSON UTU  
27801 EUCLID AV RM 200  
EUCLID OH 44132 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT GO-651

PARTY OF RECORD  
JOHN F WING CHAIRMAN  
CITIZENS ADVISORY COMMITTEE  
601 NORTH HOWARD STREET  
BALTIMORE MD 21201 US

Represents: CITIZENS ADVISORY COMMITTEE

MEMBER OF CONGRESS  
HONORABLE BOB WILSON  
HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20510 US

PARTY OF RECORD  
SERGEANT W WISE  
LIVONIA, AVON & LAKEVILLE RAILROAD CORPORATION  
P. O. BOX 190-B  
5769 SWEET CREEK BLVD  
LAKEVILLE NY 14480 US

Represents: LIVONIA AVON & LAKEVILLE RAILROAD  
CORPORATION

PARTY OF RECORD  
TIMOTHY A WOLFE  
WYANDOT DOLomite, INC  
P O BOX 99 1794 CORD RD #99  
CAREY OH 43316 US

Represents: WYANDOT DOLomite INC

PARTY OF RECORD  
FREDERIC L. WOOD  
DONELAN, CLEARY, WOOD & MASER, P. C.  
1100 NEW YORK AVE NW STE 750  
WASHINGTON DC 20005-3934 US

Represents: NATIONAL INDUSTRIAL TRANSPORTATION  
LEAGUE

PARTY OF RECORD  
E C WRIGHT  
RAIL TRANSPORTATION PROCUREMENT MANAGER  
1007 MARKET STREET, DUPONT BLDG 3100  
WILMINGTON DE 19801 US

Represents: E I DU PONT DE NEMOURS AND COMPANY

PARTY OF RECORD  
L PAT WYNNIS  
SUITE 210  
1050 - 17TH STREET N W  
WASHINGTON DC 20036-5503 US

PARTY OF RECORD  
EDWARD WYTKIND, EXECUTIVE DIRECTOR  
TRANSPORTATION DEPT AFL-CIO  
400 MONTGOMERY ST SW STE 801  
WASHINGTON DC 20001 US

Represents: TRANSPORTATION TRADES DEPARTMENT  
AFL-CIO

PARTY OF RECORD  
SHELDON A ZABEL  
SCHIFF HARDIN & WAITE  
7200 SEARS TOWER  
CHICAGO IL 60606 US

Represents: NORTHERN INDIANA PUBLIC SERVICE  
COMPANY

PARTY OF RECORD  
SCOTT M ZIMMERMAN  
ZUCKERT SCOUTT & RASENBERGER L L P  
888 SEVENTEENTH STREET NW  
WASHINGTON DC 20006 US

PARTY OF RECORD  
WALTER E ZULLIG JR SPECIAL COUNSEL  
METRO-NORTH COMMUTER RAILROAD COMPANY  
347 MADISON AVE  
NEW YORK NY 10017-3706 US

Represents: METRO-NORTH COMMUTER RAILROAD  
COMPANY

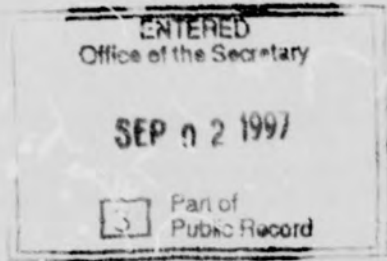
STB

FD-33388

ID-181615

8-29-97

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BEFORE THE

STB FINANCE DOCKET NO. 33388

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



**CERTIFICATE OF SERVICE**

In accordance with Decision No. 21, I hereby certify that a copy of all filings submitted so far in this proceeding by Reading Blue Mountain & Northern Railroad Company ("REBN") have been served on all Parties of Record designated in Decision No. 21.

William P. Quinn  
Eric M. Hocky  
GOLLATZ, GRIFFIN & EWING, P.C.  
213 West Miner Street  
P.O. Box 796  
West Chester, PA 19381-0796  
(610) 692-9116

Dated: August 28, 1997

Attorneys for Reading Blue Mountain & Northern  
Railroad Company

STB

FD-33388

ID-181619

8-29-97

D



D

BEFORE THE

STB FINANCE DOCKET NO. 33388

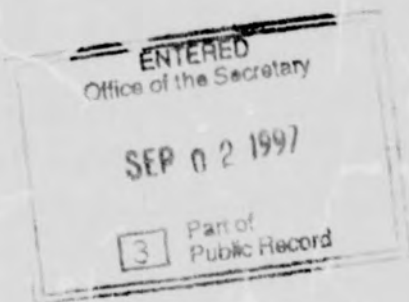
**CSX CORPORATION AND CSX TRANSPORTATION, INC.  
NORFOLK SOUTHERN CORPORATION AND  
NORFOLK SOUTHERN RAILWAY COMPANY  
--CONTROL AND OPERATING LEASES/AGREEMENTS--  
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION**

---

**CERTIFICATE OF SERVICE**

---

In accordance with Decision No. 21, I hereby certify that a copy of all filings submitted so far in this proceeding by The New York, Susquehanna and Western Railway Corporation ("NYSW") have been served on all Parties of Record designated in Decision No. 21.



William P. Quinn  
Eric M. Hocky  
GOLLATZ, GRIFFIN & EWING, P.C.  
213 West Miner Street  
P.O. Box 796  
West Chester, PA 19381-0796  
(610) 692-9116

Dated: August 28, 1997

Attorneys for The New York, Susquehanna  
and Western Railway Corporation

STB

FD-33388

ID-181620

8-29-97

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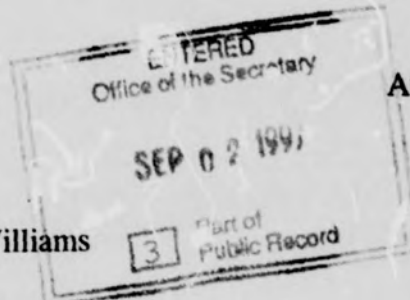


National Mining Association  
Foundation For America's Future

Harold P. Quinn, Jr.

Senior Vice President, General Counsel & Secretary

Legal & Regulatory Affairs



August 28, 1997



D

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 the National Mining Association.

Respectfully submitted,

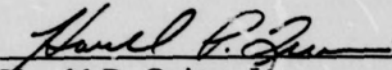
Harold P. Quinn, Jr.

Enclosures

cc: All Parties of Record on Service List

**CERTIFICATE OF SERVICE**

I hereby certify that on this 28th day of August, 1997, a copy of all filings in Finance Docket No. 33388 submitted by the National Mining Association 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.

  
\_\_\_\_\_  
Harold P. Quinn, Jr.

STB

FD-33388

ID-181614

8-29-97

D



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BEFORE THE

STB FINANCE DOCKET NO. 33388



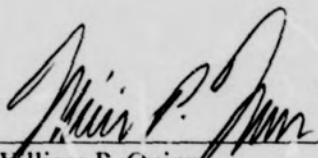
**CSX CORPORATION AND CSX TRANSPORTATION, INC.  
NORFOLK SOUTHERN CORPORATION AND  
NORFOLK SOUTHERN RAILWAY COMPANY  
--CONTROL AND OPERATING LEASES/AGREEMENTS--  
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION**

---

**CERTIFICATE OF SERVICE**

---

In accordance with Decision No. 21, I hereby certify that a copy of all filings submitted so far in this proceeding by Buffalo & Pittsburgh Railroad, Inc. ("BPRR") have been served on all Parties of Record designated in Decision No. 21.

  
\_\_\_\_\_  
William F. Quinn  
Eric M. Hocky  
GOLLATZ, GRIFFIN & EWING, P.C.  
213 West Miner Street  
P.O. Box 796  
West Chester, PA 19381-0796  
(610) 692-9116

Dated: August 28, 1997

Attorneys for Buffalo & Pittsburgh  
Railroad, Inc.

STB

FD-33388

ID-181613

8-29-97

D



BEFORE THE

STB FINANCE DOCKET NO. 33388

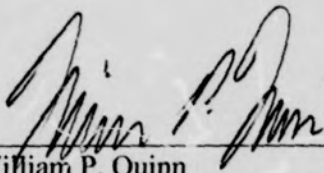
**CSX CORPORATION AND CSX TRANSPORTATION, INC.  
NORFOLK SOUTHERN CORPORATION AND  
NORFOLK SOUTHERN RAILWAY COMPANY  
--CONTROL AND OPERATING LEASES/AGREEMENTS--  
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION**

---

**CERTIFICATE OF SERVICE**

---

In accordance with Decision No. 21, I hereby certify that a copy of all filings submitted so far in this proceeding by Bethlehem Steel Corporation and its subsidiary railroads ("BSCX") have been served on all Parties of Record designated in Decision No. 21.



---

William P. Quinn  
Eric M. Hocky  
GOLLATZ, GRIFFIN & EWING, P.C.  
213 West Miner Street  
P.O. Box 796  
West Chester, PA 19381-0796  
(610) 692-9116

Dated: August 28, 1997

Attorneys for Bethlehem Steel Corporation  
and its subsidiary railroads

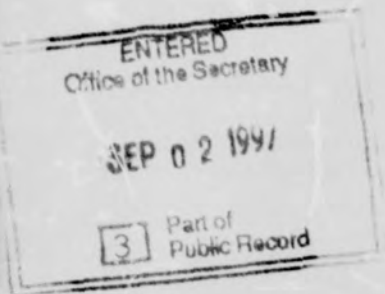
STB

FD-33388

ID-181612

8-29-97

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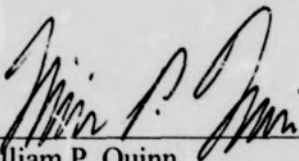
BEFORE THE

STB FINANCE DOCKET NO. 33388

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

CERTIFICATE OF SERVICE

In accordance with Decision No. 21, I hereby certify that a copy of all filings submitted so far in this proceeding by Pittsburg & Shawmut Railroad, Inc. ("PSRR") have been served on all Parties of Record designated in Decision No. 21.

  
\_\_\_\_\_  
William P. Quinn  
Eric M. Hocky  
GOLLATZ, GRIFFIN & EWING, P.C.  
213 West Miner Street  
P.O. Box 796  
West Chester, PA 19381-0796  
(610) 692-9116

Dated: August 28, 1997

Attorneys for Pittsburg & Shawmut Railroad, Inc.

STB

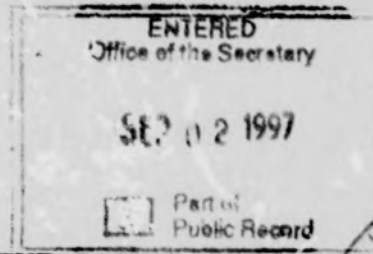
FD-33388

ID-181611

8-29-97

D

181211



RSR-4



BEFORE THE

STB FINANCE DOCKET NO. 33388

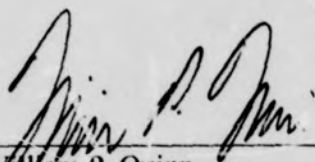
**CSX CORPORATION AND CSX TRANSPORTATION, INC.  
NORFOLK SOUTHERN CORPORATION AND  
NORFOLK SOUTHERN RAILWAY COMPANY  
--CONTROL AND OPERATING LEASES/AGREEMENTS--  
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION**

D

**CERTIFICATE OF SERVICE**

In accordance with Decision No. 21, I hereby certify that a copy of all filings submitted so far in this proceeding by Rochester & Southern Railroad, Inc. ("RSR") have been served on all Parties of Record designated in Decision No. 21.

**FILED**  
~~SEP 1 1997~~  
~~STB~~  
~~RECEIVED~~  
~~TRANSPORTATION BOARD~~

  
\_\_\_\_\_  
William P. Quinn  
Eric M. Hocky  
GOLLATZ, GRIFFIN & EWING, P.C.  
213 West Miner Street  
P.O. Box 796  
West Chester, PA 19381-0796  
(610) 692-9116

Dated: August 28, 1997

Attorneys for Rochester & Southern Railroad, Inc.

STB

FD-33388

ID-181608

8-29-97

D

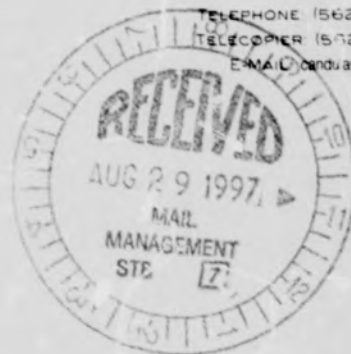
181608

**CONIGLIO & UTHOFF**

A PROFESSIONAL LAW CORPORATION  
110 WEST OCEAN BOULEVARD, SUITE C  
LONG BEACH, CALIFORNIA 90802-4615

TERRY J. CONIGLIO  
STEPHEN M. UTHOFF

ALSO ADMITTED IN THE  
DISTRICT OF COLUMBIA

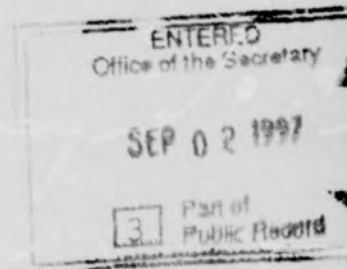


TELEPHONE (562) 491-4644  
TELECOPIER (562) 435-1976  
E-MAIL: tconduaw@aol.com

August 27, 1997

**VIA FEDERAL EXPRESS**

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



RE: RBTC Re: Access CSX/NS  
File No.: 2312

Dear Secretary Williams:

Enclosed for filing please find an original, ten (10) copies and a 3.5 diskette of The Rail Bridge Terminals (New Jersey) Corporation's Certificate of Service designated RBTC-3. The Certificate of Service is saved on the disk in WordPerfect 5.2 and Text formats.

Please file the enclosed and return a conformed copy to our office in the enclosed self-addressed stamped envelope.

Regards,

Stephen M. Uthoff

SMU:lme2  
Enclosures  
cc: John L. Miller

CONIGLIO & UTHOFF

A PROFESSIONAL LAW CORPORATION  
110 WEST OCEAN BOULEVARD, SUITE C  
LONG BEACH, CALIFORNIA 90802-4613

TERRY J. CONIGLIO\*  
STEPHEN M. UTHOFF

TELEPHONE: (562) 491-4644  
TELECOPIER: (562) 435-1976  
E-MAIL: candulaw@aol.com

\*ALSO ADMITTED IN THE  
DISTRICT OF COLUMBIA

August 27, 1997

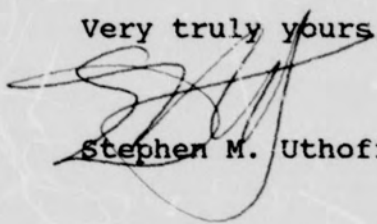
RE: Finance Docket No. 33388

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

Dear Party of Record:

Pursuant to Surface Transportation Board Decision No. 21,  
enclosed please find copies of all filings made by **The Rail-Bridge  
Terminals (New Jersey) Corporation** in this proceeding prior to the  
Board's issuance of the official service list.

Very truly yours,



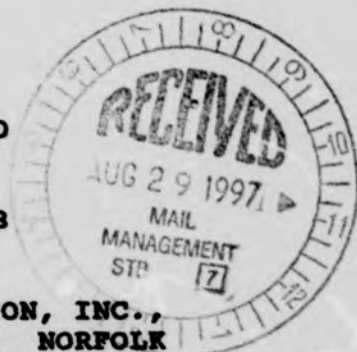
Stephen M. Uthoff

SMU:lme2  
Enclosures  
cc: See attached service list

ORIGINAL

BEFORE THE  
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 33388



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

RBTC-3

CERTIFICATE OF SERVICE

Pursuant to Decision No. 21 of The Surface Transportation Board, I hereby certify that on August 27, 1997, all Parties of Record listed in Decision No. 21 were served (to the extent not previously served), by first-class U.S. mail, postage prepaid, with the following filings of The Rail-Bridge Terminals (New Jersey) Corporation submitted thus far in this proceeding:

Notice of Intent to Participate (RBTC-1) (dated July 21, 1997)

Notice of Inconsistent or Responsive Application (RBTC-2)  
(dated August 13, 1997)

DATED: August 27, 1997

Respectfully submitted,

By: 

TERRY J. CONIGLIO  
STEPHEN M. UTHOFF  
CONIGLIO & UTHOFF  
A Professional Law Corporation  
Attorneys for The Rail-Bridge  
Terminals (New Jersey) Corporation  
110 West Ocean Boulevard, Suite C  
Long Beach, California 90802-4615  
Telephone: (562) 491-4644

CERTIFICATE OF TRANSMITTAL AND SERVICE

I hereby certify that I have this day served the foregoing document upon:

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

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

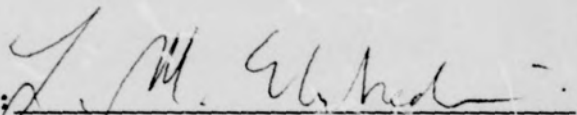
For all Parties of Record - see attached service list

by mailing, first class, postage prepaid a copy to each such person.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated at this 27th day of August, 1997 at Long Beach, California.

By:

  
LISA M. ELIAKEDIS

David Abraham  
7315 Wisconsin Ave  
Suite 631 W  
Bethesda, MD 20814

Nels Ackerson  
The Ackerson Group  
1275 Pennsylvania Ave  
Suite 1100  
Washington DC, 20004

Richard A. Allen  
Zuckert Scutt Rasenberger  
888 17th St NW  
Ste 600  
Washington, DC, 20006

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

William D Ankner  
RI Dept of Transportation  
Two Capitol Hill  
Providence, RI 02903

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

T. Scott Barnister  
T Scott Barnister & Assoc  
1300 Des Moines Bldg.  
405 Sixth Ave.

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

Harry C. Barbin  
Barbin, Lauffer & O'Connell  
608 Huntingdon Pike  
Rockledge, PA 19111

Des Moines, IA 50309

Norman H. Barthlow  
Detroit Edison  
2000 Second Avenue  
Detroit, MI 48226

Diana Bear  
Ex Office of the President  
Council Environmental Quality  
Washington, DC, 20503

James L. Belcher  
Eastman Chemical Co.  
P.O. Box 431  
Kingsport, TN 37662

Martin W Bercovici  
Keller & Heckman  
1001 G St NW

David Berger  
Berger & Montague, P.C.  
1622 Locust St.

Thomas R. Bobak  
313 River Oaks Drive  
Calumet City, IL 60409

Ste. 500 West  
Washington, DC, 20001

Philadelphia, PA 19103

Charles D. Bolam  
United Trans Union  
1400-20th Street  
Granite City, IL 62040

William A. Bon, General Counsel  
Brotherhood/Maintenance  
26555 Evergreen Rd.  
Ste 200  
Southfield, MI 48076

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

Thomas C Brady  
Brady Brooks & OConnell LLP  
61 Main St.  
Salamanca, NY 14779-3227

William T. Bright  
PO Box 149  
200 Greimbrier Rd  
Summersville, WV 26641

Anita R Brindza  
11500 Franklin Rd  
Suite 104  
Cleveland, OH 44102

Stephen H Brown  
Vorys, Sater, Seymour & Pease  
1828 L Street, N.W.  
Washington, DC, 20036

Ross T Capon  
National Association of Railroad Passenger  
900 Second St., N.E.  
Ste. 308  
Washington, DC, 20002-3557

Hamilton L Carmouche, Corp Counsel  
City of Gary  
401 Broadway, 4th Flr.  
Gary, IN 46402

Richard C. Carpenter  
1 Selleck St.  
Ste. 210  
East Norwalk, CT 06855

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

Angelo J. Chick, Jr.  
Local Chairman  
P.O. Box 48398  
Old Goose Bay Rd.  
Redwood, NY 13679

Sylvia Chinn-Levy  
Intergovernmental Co-Op  
969 Copley Rd  
Akron, OH 44320-2992

Paul M. Donovan  
Laroe, Winn, et al.  
3506 Idaho Ave., N.W.  
Washington, DC, 20016

Kelvin J. Dowd  
Slover & Loftus  
1224 17th St., N.W.  
Washington, DC, 20036

Daniel Duff  
American Public Transit Assoc  
1201 New York Ave., N.W.  
Washington, DC, 20005

John K Dunleavy  
Assistant Attorney General  
133 State St.  
State Adm. Bldg.  
Montpelier VT 05633-5001

Fay D. Dupuis, City Solicitor  
City Hall  
801 Plum St.  
Room 214  
Cincinnati, OH 45202

Donald W. Dunlevy  
PA AFL-CIO Bldg  
230 State St., 2nd Flr  
Harrisburg, PA 17101-1138

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

Gary A. Ebert  
City of Bay Village  
350 Dover Center Road  
Bay Village, OH 44140

Richard S. Edelman  
Highsaw, Mahoney, Clarke  
1050 Seventeenth St, NW  
Ste. 210  
Washington, DC, 20036

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

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

Terrell Ellis  
CAEZWV  
P.O. Box 176  
Clay, WV 25043

Robert L. Evans  
Oxychem  
P.O. Box 809050  
Dallas, TX 75380

Sara J. Fagnilli  
Director of Law  
1250 Detroit Ave.  
Lakewood, OH 44107

Gerald W. Fauth, III  
G.W. Fauth & Associates  
PO Box 241, 116 S. Royal St  
Alexandria, VA 22314

Carl Feller  
Dekalb Agra, Inc.  
PO Box 127  
4743 County Road 28  
Waterloo, IN

Michael P. Ferro  
Millennium Petrochemicals, Inc.  
11500 Northlake Dr.  
Cincinnati, OH 45249

Edward J. Fishman  
Oppenheimer Wolff & Donnelly  
1020 Nineteenth St. NW  
Ste. 400  
Washington, DC, 20036

Elaine L. Clark  
Maine Dept of Transportation  
16 State House Station  
Augusta, ME 04333

Nicole E. Clark  
Wachtell, Lipton, Rosen & Katz  
51 W. 52nd St.  
New York, NY 10019-6150

Paul D. Coleman  
Hoppel, Mayer & Coleman  
1000 Connecticut Ave. NW  
Ste. 400  
Washington, DC, 20036-5302

John F. Collins  
Collins, Collins & Kantor, PC  
267 N. Street  
Buffalo, NY 14201

Michael Connelly  
City of East Chicago  
4525 Indianapolis Blvd.  
East Chicago, IN 46312

Robert J. Cooper  
General Chairperson  
500 Water St.  
Jacksonville, FL 32202-4420

J. Doyle Corman  
Main Line Mgmt Services, Inc.  
520 Fellowship Rd.  
Ste. A-105  
Mount Laurel, NJ 08054-3407

John J. Coscia  
Executive Director, DVRPC  
111 S. Independence Mall East  
Philadelphia, PA 19106

Steve M. Coulter  
Exxon Company USA  
P.O. Box 3272  
Houston, TX 77210-4692

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

Paul A. Cunningham  
Harkins Cunningham  
1300 19th St. NW  
Ste. 600  
Washington, DC, 20036

Irwin L. Davis  
1900 State Tower Bldg.  
Syracuse, NY 13202

Sandra J. Deardon  
MDCO Consultants, Inc.  
407 S. Dearborn  
Ste. 1145  
Chicago, IL 60605

Jo A. Deroche  
Weiner, Brodsky, et al.  
1350 New York Ave. NW  
Ste. 800  
Washington, DC, 20005-4797

Nicholas J. Dimichael  
Donelan, Cleary, et al.  
1100 New York Ave. NW  
Ste. 750  
Washington, DC. 20005-3934

David W. Donely  
3361 Stafford St.  
Pittsburgh, PA 15204-1441

J.D. Fitzgerald  
UTU, General Chairperson  
400 E. Evergreen Blvd.  
Ste. 217  
Vancouver, WA 98660-3264

Stephen M. Fontaine  
Massachusetts Central Railroad Corp.  
One Wilbraham St.  
Palmer, MA 01069

Garland B. Garrett, Jr.  
N.C. Dept of Transportation  
P.O. Box 25201  
Raleigh, NC 27611

Michael J. Garrigan  
BP Chemicals, Inc.  
4440 Warrensville Ctr. Rd  
Cleveland, OH 44128

Richard A. Gavrill  
16700 Gentry Lane  
No. 104  
Tinley Park, IL 60477

Peter A. Gilbertson  
Regional RRS of America  
122 C St. NW  
Ste. 850  
Washington, DC, 20001

Louis F. Gitomer  
Ball Janik, LLP  
1455 F St. NW  
Ste. 225  
Washington, DC, 20005

Douglas S. Golden  
533 Fellowship Rd.  
Ste. 200  
Mt. Laurel, NJ 08054

Andrew P. Goldstein  
McCarthy, Sweeney, et al.  
1750 Pennsylvania Ave., N.W.  
Washington, DC, 20006

John Gordon  
National Lime & Stone Co.  
P.O. Box 120  
Findlay, OH 45840

Edward D. Greenberg  
Galland Khar sch Morse & Garfinkle  
1054 Thirty-First St., N.W.  
Washington, DC, 20007-4492

Peter A. Greene  
Thompson Hine Flory  
1920 N. St., N.W.  
Ste. 800  
Washington, DC, 20036

Robert E. Greenlese  
Toledo-Lucas County Port Authority  
1 Maritime Plaza  
Suite 700  
Toledo, OH 43604

Donald F. Griffin  
Brotherhood/Maintenance  
400 N. Capitol St. NW  
Ste. 852

Washington, DC. 20001

John J. Grocki  
GRA, Inc.  
115 W. Ave One  
Jenkintown Station  
Jenkintown, PA 19046

Vaughn R. Groves  
Pittston Coal Co.  
P.O. Box 5100  
Lebanon, VA 24266

Joseph Guerrieri, Jr.  
Guerrieri, Edmond, et al.  
1331 F St., N.W.  
4th Floor  
Washington, DC, 20004

David L. Hall  
Commonwealth Consulting Assoc.  
720 N. Post Oak Rd.  
Ste. 330  
Houston, TX 77024

Michael P. Harmonis  
U.S. Dept of Justice  
325 7th St.  
Ste. 500  
Washington, DC, 20530

James W. Harriss  
Metropolitan Planning Org.  
1 World Trade Center  
Ste. 82 East  
New York, NY 10048-0043

Nicole Harvey  
The Dow Chemical Co.  
2020 Dow Center  
Midland MI 48674

John D. Heffner, Esq.  
Rea, Cross & Auchincloss  
1920 N. St., N.W.  
Ste. 420  
Washington, DC, 20036

R.J. Henefeld  
PPG Industries, Inc.  
One PPG Place  
Pittsburg, PA 15272

William P. Hernan, Jr.  
General Chairman  
P.O. Box 180  
Hilliard, OH 43026

Charles S. Hesse, President  
Charles Hesse Associates  
8270 Stoney Brook Drive  
Chagrin Falls, OH 44023

Eric M. Hocky  
Gollatz, Griffin, Ewing  
213 W. Miner St.  
West Chester, PA 19381-0796

J.T. Holland  
Eastern Shore Railroad, Inc.  
P.O. Box 312  
Cape Charles, VA 23327

James E. Howard  
90 Canal Street  
Boston, MA 02114

John Hoy  
P.O. Box 117  
Glen Burne, MD 21060

Brad F. Huston  
Cyprus Amax Coal Sales Corp.  
400 Technecenter Dr.  
Ste. 320  
Milford, OH 45150

Sheila Meck Hyde  
City Attorney, City Hall  
342 Central Avenue  
Dunkirk, NY 14048

Ernest J. Ierardi  
Nixon Hargrave Devans Doyle LLP  
PO Box 1051, Clinton Square  
Rochester, NY 14603-1051

William P. Jackson, Jr.  
Jackson & Jessup, P.C.  
PO Box 1240  
3426 N. Washington Blvd.  
Arlington, VA 22210

James R. Jacobs  
Jacobs Industries  
2 Quarry Lane  
Stony Ridge, OH 43463

Doreen C Johnson  
Ohio Atty General Office  
30 E. Broad St.  
16th Flr  
Columbus, OH 43215

Erika Z. Jones  
Mayer, Brown & Platt  
2000 Pennsylvania Ave, NW  
Ste. 6500  
Washington, DC, 20006

Terrence D. Jones  
Keller & Heckman  
1001 G St., N.W.  
Ste. 500 West  
Washington, DC, 20001

Frank N. Jorgensen  
The Elk River Railroad, Inc.  
P.O. Box 460  
Summersville, WV 26651

Fritz R. Kahn  
1100 New York Ave, NW  
Ste. 750 West  
Washington, DC, 20005-3934

Steven J. Kalish  
McCarthy, Sweeney & Harkaway  
1750 Pennsylvania Ave., N.W.  
Washington, DC, 20006-4502

Larry B. Karnes  
Transportation Building  
PO Box 30050  
425 W. Ottawa  
Lansing, MI 48909

Richard E. Kerth, Trans. Mgr.  
Champion International Corp.  
101 Knightsbridge Dr.  
Hamilton, OH 45020-0001

David D. King  
Beaufort & Morehead RR Co.  
P.O. Box 25201  
Raleigh, NC 27611-5201

L.P. King, Jr.  
General Chairperson UTU  
145 Campbell Ave, SW  
Ste. 207  
Roanoke, VA 24011

Mitchell Kraus, General Counsel  
Transportation Communications Int'l  
3 Research Place  
Rockville, MD 20850

Honorable Dennis J. Kucinich  
United States  
House of Representatives  
Washington, DC, 20515

Paul H. Lamboley  
Oppenheimer Wolff & Donnelly  
1020 19th St., N.W.  
Ste. 400  
Washington, DC, 20036

J. Patrick Latz  
Heavy Lift Cargo System  
P.O. Box 51451  
Indianapolis, IN 46251-0451

John K. Leary, Genl Mgr.  
S.E. Pennsylvania Trans Authority  
1234 Market St.  
5th Flr.  
Philadelphia, PA 19107-3780

Sherri Lehman  
Corn Refiners Assoc.  
1701 Pennsylvania Ave., N.W.  
Washington, DC, 20006-5805

Administrative Law Judge Leventhal  
Off. Hearings, Fed Energy Regulatory  
888 - 1st St., N.E.  
Ste. 11F  
Washington, DC, 20426

Thomas J. Litwiler  
Oppenheimer Wolff & Donnelly  
180 N. Stetson Ave.  
45th Flr.  
Chicago, IL 60601

Edward Lloyd  
Rutgers Environmental Law Clinic  
15 Washington St.  
Newark, NJ 07102

C. Michael Loftus  
Slover & Loftus  
1224 Seventeenth St., N.W.  
Washington, DC, 20036

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

Gordon P. MacDougall  
1025 Connecticut Ave., N.W.  
Ste. 410  
Washington, DC, 20036

William G. Mahoney  
Highsaw, Mahoney & Clarke  
1050 Seventeenth St., N.W.  
Ste. 210  
Washington, DC, 20036

Ron Marquardt  
Local Union 1810 UMWA  
Road #2  
Rayland, OH 43943

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

John K. Maser, III  
Donelan, Cleary, Wood, Maser  
1100 New York Ave., N.W.  
Ste. 750

David J. Matty  
City of Rocky River  
21012 Hilliard Rd.  
Rocky River, OH 44116-3398

Washington, DC, 20005-3934

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

Michael F. McBride  
Leboeuf Lamb Green & Macrae, LLP  
1875 Connecticut Ave., N.W.  
Ste. 1200

Edward D. McCarthy  
Inland Steel Industries, Inc.  
30 W. Monroe St.  
Chicago, IL 60603

Washington DC, 20009

Christopher G. McCracken  
Ulmer & Berne, LLP  
1300 E. Ninth St.  
Ste. 900  
Cleveland, OH 44114

Thomas F. McFarland, Jr.  
McFarland & Helman  
20 N. Wacker Dr.  
Ste. 1330  
Chicago, IL 60606-3101

James F. McGrail  
Commonwealth of Mass Exec. Off.  
10 Park Plaza  
Room 2170  
Boston, MA 02116-3969

Francis G. McKenna  
Anderson & Pendleton  
1700 K St., N.W.  
Ste. 1107

Coletta McNamee, Sr.  
Cudell Improvement Inc.  
11500 Franklin Blvd.  
Ste. 104

H. Douglas Midkiff  
65 W. Broad St.  
Ste. 101  
Rochester, NY 14614-2210

Washington, DC, 20006

Cleveland, OH 44102

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

C V Monin  
Brotherhood of Locomotive Engineers  
1370 Ontario St.  
Cleveland, OH 44113

G. Paul Moates  
Sidley & Austin  
1722 I St., N.W.  
Washington, DC, 20006

Karl Morell  
Ball Janik LLP  
1455 F Street, N.W.  
Ste. 225  
Washington, DC, 20005

Ian Muir  
Bunge Corp  
P.O. Box 28500  
St. Louis, MO 63146

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

John R. Nadolny, Vice President  
Boston & Maine Corp  
Iron Horse Park  
North Billerica, MA 01862

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

Gerald P. Norton  
Harkins Cunningham  
1300 19th St., N.W.  
Suite 600  
Washington, DC, 20036

Sandra L. Nunn  
Frost & Jacobs, LLP  
201 E. Fifth St.  
Cincinnati, OH 45202

Peter Q. Nyce, Jr.  
U.S. Dept of the Army  
901 N. Stuart St.  
Arlington, VA 22203

Keith O'Brien  
Rea, Cross & Auchincloss  
1920 N. St., N.W.  
Ste. 420  
Washington, DC, 20036

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

Christopher O'Hara  
Brickfield Burchette & Ritts PC  
1025 Thomas Jefferson St., N.W.  
8th Flr  
Washington, DC, 20007

Thomas M O'Leary  
Ohio Rail Development Comm  
50 W. Broad St.  
5th Flr.  
Columbus, OH 43215

John L. Oberdorfer  
Petton Boggs, LLP  
2550 M St., N.W.  
Washington, DC, 20037-1301

Byron D. Olsen  
Felhaber Larson Fenlon & Vogt PA  
601 2nd Ave. S.,  
4200 First Bank Plz  
Minneapolis, MN 55402-4302

L. John Osborn  
Sonnenschein Nath & Rosenthal  
1301 K Street, N.W.  
Ste. 600  
Washington, DC, 20005

William L. Osteen  
Associate General Counsel TVA  
400 W. Summit Hill Dr.  
Knoxville, TN 37902

Monty L. Parker  
CMC Steel Group  
P.O. Box 911  
Seguin, TX 78156

Lawrence Pepper, Jr.  
Gruccio Pepper  
817 E. Landis Ave  
Vineland, NJ 08360

F R Pickell  
General Chairperson UTU  
6797 N. High St.  
Ste. 108  
Worthington, OH 43085

Patrick R. Plummer  
Guerrieri Edmond & Clayman PC  
1331 F St., N.W.  
Washington, DC, 20004

Andrew W. Plump  
Zuckert, Scoutt, Rasenberger  
888 17th St., N.W.  
Suite 600  
Washington, DC, 20006-3939

Joseph R. Pomponio  
Federal Railroad Admin  
400 7th St., S.W.  
RCC-20  
Washington, DC, q 20590

Larry R. Pruden  
Transp Comm Int'l Union  
3 Research Place  
Rockville, MD 20850

Harold P. Quinn, Jr., Senior VP  
Nat'l Mining Assoc  
1130 Seventeenth St., N.W.  
Washington, DC, 20036

J T Reed  
General Chairperson UTU  
7785 Bay Meadows Way  
Ste 109  
Jacksonville, FL 32256

Arvid E. Roach, II  
Covington & Burling  
PO Box 7566  
1201 Pennsylvania Ave. N.W.  
Washington, DC, 20044-7566

James F. Roberts  
210 E. Lombard St.  
Baltimore, MD 21202

John M. Robinson  
9616 Old Spring Rd.  
Kensington, MD 20895-3124

J L Rodgers  
General Chairman UTU  
480 Osceola Ave  
Jacksonville, FL 32250

Edward J. Rodriguez  
P.O. Box 298  
67 Main St.  
Centerbrook, CT 06409

David Roloff  
Goldstein & Roloff  
526 Superior Ave.  
East Ste. 1440  
Cleveland, OH 44114

John Jay Rosacker  
KS, Dept. of Transportation  
217 S.E. 4th St.  
2nd Floor  
Topeka, KS 66603

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

Christine H. Rosso  
IL Asst Atty General  
100 W. Randolph St.  
13th Flr.  
Chicago, IL 60601

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

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

Scott M. Saylor  
North Carolina Railroad Co.  
3200 Atlantic Ave  
Ste. 110  
Raleigh, NC 27604

G Craig Scheleter  
PIDC  
1500 Market St.  
Philadelphia, PA 19102

Frederick H. Schranck  
P.O. Box 778  
Dover, DE 19903

Randolph L. Seger  
McHale Cook & Welch PC  
320 N. Meridian St.  
Ste. 1100  
Indianapolis, IN 46204

Diane Seitz  
Central Hudson Gas & Electric Corp  
284 S. Avenue  
Poughkeepsie, NY 12601

Denise L. Sejna  
City Attorney, City of Hammond  
5925 Calumet Ave  
Hammond, IN 46230

Anthony P. Semancik  
347 Madison Ave.  
New York, NY 10017-3706

Roger A. Serpe  
Indiana Harbor Belt RR  
175 W. Jackson Blvd.  
Ste. 1460  
Chicago, IL 60604

James E. Shepherd  
Tuscola & Seginaw Bay  
P.O. Box 550  
Owosso, MI 48867-0550

Mark H. Sidman  
Weiner, Brodsky & Sidman  
1350 New York Ave. N.W.  
Ste. 800

Washington, DC, 20005

Patrick B. Simmons  
NC Dept of Transportation  
1 S. Wilmington St.  
Room 557

Raleigh, NC 27611

William L. Slover  
Slover & Loftus  
1224 Seventeenth St., N.W.  
Washington, DC, 20036-3003

Mike Spahis  
Fina Oil & Chemical Co.  
P.O. Box 2159  
Dallas, TX 75221

F. Ronalds Walker  
Citizens Gas & Coke Utility  
2020 N. Meridian St.  
Indianapolis, IN 46202

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

William W. Whitehurst, Jr.  
W.W. Whitehurst & Assoc  
12421 Happy Hollow Rd.  
Cockeysville, MD 21030

Richard R. Wilson  
1126 Eighth Ave.  
Ste. 403  
Altoona, PA 16602

John F. Wing, Chairman  
Citizens Advisory Comm  
601 N. Howard St.  
Baltimore, MD 21201

Eileen S. Stommes, Director T&M  
Div., Agricultural Marketing Service USDA  
P.O. Box 96456  
Washington, DC, 20090-6456

Philip G. Side  
Union Camp Corp  
1600 Valley Rd  
Wayne, NJ 07470

William C. Sippel  
Oppenheimer Wolff & Donnelly  
180 N. Stetson Ave.  
Two Prudential Plz, 45th Flr  
Chicago, IL 60601

Garret G. Smith  
Mobil Oil Corporation  
3225 Gallows Rd.  
Room 8A903  
Fairfax, VA 22037-0001

William C. Slyke  
152 Washington Ave.  
Albany, NY 12210

Jack A. Walter  
WCI Steel, Inc.  
1040 Pine Ave., S.E.  
Warren, OH 44483

Jay Westbrook  
City Hall, Room 216  
601 Lakeside Ave., N.E.  
Cleveland, OH 44114

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

Robert A. Wimbish, Esq.  
Rra, Cross & Auchincloss  
1900 N. St., N.W.  
Ste. 400  
Washington, DC, 20036

Charles A. Spitulnik  
Hopkins & Sutter  
888 Sixteenth St. N.W.  
Washington, DC, 20006

Scott N. Stone  
Patton Boggs, LLP  
2550 M. St. N.W.  
7th Flr.  
Washington, DC, 20037-1346

Kenneth E. Siegel  
American Trucking Assoc.  
2200 Mill Road  
Alexandria, VA 22314-4677

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

Paul Samuel  
U.S. Dept of Transportation  
400 7th St., S.W.  
Rm 4102 C-30  
Washington, DC, 20590

John A. Vuono  
Vuono & Gray  
2310 Grant Building  
Pittsburgh, PA 15219

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

Charles H. White, Jr.  
Ga. Land, Kharasch & Garfinkle, PC  
1034 Thirty-First St., N.W.  
Washington, DC, 20007-4492

Robert J. Will  
United Transportation Union  
4134 Grave Run Rd.  
Manchester, MD 21102

C D Winebrenner  
General Chairperson UTU  
27801 Euclid Ave  
Rm 200  
Euclid, OH 44132

Mary Gabrielle Sprague  
555 Twelfth St., N.W.  
Washington, DC, 20004-1202

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

James F. Sullivan  
CT Dept of Transportation  
P.O. Box 317546  
Newington, CT 06131

Daniel J. Sweeney  
McCarthy Sweeney & Harkaway PC  
1750 Pennsylvania Ave., N.W.  
Ste. 1105

Washington, DC, 20006

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

J E Thomas  
Hercules Inc.  
1313 N. Market St.  
Wilmington, DE 19894

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

William R. Thompson  
City of Philadelphia Law Dept.  
1600 Arch St.  
10th Flr.  
Philadelphia, PA 19103

W. David Tidholm  
Hutcheson & Grundy  
1200 Smith St., #3300

Houston, TX 77002

Merrill T. Travis  
Illinois Dept of Transportation  
2300 S. Dirksen Parkway

Rm 302  
Springfield, IL 62703-4555

Mayor Vincent M. Urbin  
150 Avon Belden Road  
Avon Lake, OH 44012

J. William Van Dyke  
NJ Transportation Planning Authority  
One Newark Center  
17th Flr.  
Newark, NJ 07102

Sergeant W. Wise  
Livonia, Avon & Lakeville RR Corp  
PO Box 190-B  
5769 Sweeteners Blvd.  
Lakeville, NY 14480

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

Frederic L. Wood  
Donelan, Cleary, Wood & Maser, PC  
1100 New York Ave., N.W.  
Ste. 750

Washington, DC, 20005-3934

E C Wright  
Rail Transportation Procurement Mgr  
1007 Market St.  
Dupont Bldg. 3100

Wilmington, DE 19098

L Pat Wynns  
1050-17th St., N.W.  
Ste. 210  
Washington, DC, 20036-5503

Edward Wytkind, Executive Director  
Transportation Trades Dept. AFL-CIO  
400 N. Capitol St., S.W.  
Ste. 861

Washington, DC, 20001

Sheldon A. Zabel  
Schiff Hardin & Waite  
7200 Sears Tower  
Chicago, IL 60606

Scott M. Zimmerman  
Zuckert Scoutt & Rasenberger  
888 Seventeenth St., N.W.  
Washington, DC, 20006

Walter E. Zullig Jr, Special Counsel  
Metro-North Commuter RR Co.  
347 Madison Ave.  
New York, NY 10017-3706

BEFORE THE  
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 33388



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

RBTC-2

NOTICE OF INCONSISTENT OR RESPONSIVE APPLICATION

In accordance with Decision 6 of the above referenced matter served by The Surface Transportation Board ("STB") on May 30, 1997 The Rail-Bridge Terminals (Ne. Jersey) Corporation ("RBTC") hereby submits its notice and description of the comments, protests, requests for conditions and other opposition evidence or in the alternative of inconsistent and responsive applications which it intends to file in the above-captioned matter.

RBTC currently operates the E-Rail intermodal facility located in Elizabeth, New Jersey. E-Rail is located in what has been designated the North Jersey Shared Assets Area ("SAA"). Although geographically part of the SAA, E-Rail has been allocated solely to NS. Other intermodal terminals found in the SAA geographical boundary have been allocated on an "equal access" basis to both CSX and NS.

The application is ambiguous as to the effect of this allocation of facilities on RBTC or its customer's ability to move its intermodal cargo pursuant to its current agreements with

Conrail, and it offers no explanation as to why other intermodal yards found in the SAA have been given equal access to CSX/NS, which is a distinct competitive advantage over the E-Rail facility operated by RBTC. Also, the application needs further clarification as to the intended operations of the E-Rail facility, (post approval), which apparently will be serviced by trackage that is part of the SAA but will function as a dedicated NS facility.

At present, RBTC contemplates only filing, comments, evidence and requests for conditions. However, it reserves its right to file responsive or inconsistent applications to address the subjects aforementioned.

DATED: August 13, 1997

Respectfully submitted,

By: 

TERRY J. CONIGLIO  
STEPHEN M. UTHOFF  
CONIGLIO & UTHOFF

A Professional Law Corporation  
Attorneys for The Rail-Bridge  
Terminals (New Jersey) Corporation  
110 West Ocean Boulevard, Suite C  
Long Beach, California 90802-4615  
Telephone: (562) 491-4644

CERTIFICATE OF TRANSMITTAL AND SERVICE

I hereby certify that I have this day served the foregoing document upon:

Secretary Vernon A. Williams  
Office of the Secretary  
Case Control Branch  
Attn: STB Finance Docket No. 33388  
1925 "K" St., N.W.  
Washington, D.C. 20423-0001

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

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

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

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

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

Samuel M. Sipe, Jr.  
Timothy M. Walsh  
Steptoe & Johnson, L.L.P.  
1300 Connecticut Ave.  
Washington, D.C. 20036-1795

G. Paul Moates  
Vincent F. Prada  
Sidley & Austin  
1722 "I" St., N.W.  
Washington, D.C. 20006

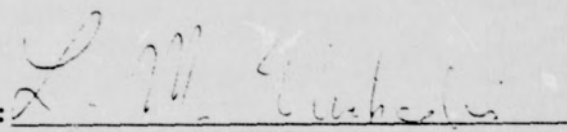
Larry Willis, Esq.  
Transportation Trades Department  
ALF-CIO  
400 N. Capitol St., N.W.  
Suite 861  
Washington, D.C. 20001

by mailing, first class, postage prepaid a copy to each such person.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

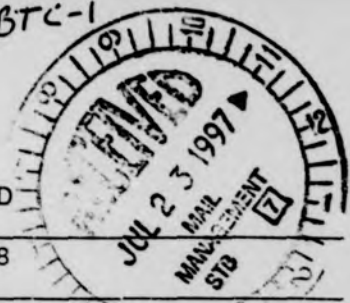
Dated at this 13th day of August, 1997 at Long Beach, California

By:

  
LISA M. ELIAKEDIS

RBTC-1  
BEFORE THE  
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 33388



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

NOTICE OF INTENT TO PARTICIPATE

Please take notice that The Rail-Bridge Terminals (New Jersey) Corporation hereby intends to participate in STB Finance Docket No. 33388, including, but not limited the application of CSX Corporation, CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company under 49 U.S.C. §11323-25 seeking the Service Transportation Board's authorization for, among other things, the acquisition and control of Conrail, Inc. and Consolidated Rail Corporation.

The Rail-Bridge Terminals (New Jersey) Corporation may be contacted through their counsel, Stephen M. Uthoff, Coniglio & Uthoff, a Professional Law Corporation, 110 West Ocean Boulevard, Suite C, Long Beach, California 90802-4615, (562) 491-4644.

DATED: July 21, 1997

Respectfully submitted,

By: 

TERRY J. CONIGLIO  
STEPHEN M. UTHOFF  
CONIGLIO & UTHOFF

A Professional Law Corporation  
Attorneys for The Rail-Bridge  
Terminals (New Jersey) Corporation  
110 West Ocean Boulevard, Suite C  
Long Beach, California 90802-4615  
Telephone: (562) 491-4644

DECLARATION RE: REPRESENTATION

I, Stephen M. Uthoff declare:

1. That I am an attorney at law duly licensed to practice before all of the Courts of the State of California and the Surface Transportation Board.

2. Terry J. Coniglio, Stephen M. Uthoff and the firm of Coniglio & Uthoff, a Professional Law Corporation have been retained to represent The Rail-Bridge Terminals (New Jersey) Corporation in the above-captioned matter.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed this 21st day of July, 1997 at Long Beach, California.

By: 

STEPHEN M. UTHOFF, Declarant

CERTIFICATE OF TRANSMITTAL AND SERVICE

I hereby certify that I have this day served the foregoing document upon: Administrative Law Judge, Jacob Leventhal, Federal Energy Regulatory Commission, 888 First Street, N.E., Suite 11F, Washington, D.C. 20426; Dennis G. Lyons, Esq., Arnold & Porter, 555 12th Street, N.W., Washington, D.C. 20004-1202; Richard A. Allen, Esq., Zuckert, Scoutt & Rasenberger, L.L.P., Suite 600, 888 Seventeenth Street, N.W., Washington, D.C. 20006-3939 and Paul A. Cunningham, Esq., Harkins, Cunningham, 1300 Nineteenth Street, N.W. Suite 600, Washington, D.C. 20036 by mailing, first class, postage prepaid a copy to each such person.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated at this 21st day of July, 1997 at Long Beach, California.

By: 

LISA M. ELIAKEDIS

STB

FD-33388

ID-181647

8-29-97

D

181647

ENTERED  
Office of the Secretary  
SEP 02 1997  
3 Part of  
Public Record

BEFORE THE

STB FINANCE DOCKET NO. 33388

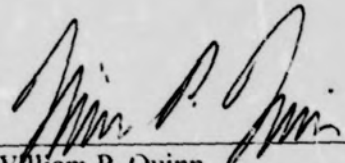


**CSX CORPORATION AND CSX TRANSPORTATION, INC.  
NORFOLK SOUTHERN CORPORATION AND  
NORFOLK SOUTHERN RAILWAY COMPANY  
--CONTROL AND OPERATING LEASES/AGREEMENTS--  
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION**

D

**CERTIFICATE OF SERVICE**

In accordance with Decision No. 21, I hereby certify that a copy of all filings submitted so far in this proceeding by Allegheny & Eastern Railroad, Inc. ("ALY") have been served on all Parties of Record designated in Decision No. 21.

  
\_\_\_\_\_  
William P. Quinn  
Eric M. Hocky  
GOLLATZ, GRIFFIN & EWING, P.C.  
213 West Miner Street  
P.O. Box 796  
West Chester, PA 19381-0796  
(610) 692-9116

Dated: August 28, 1997

Attorneys for Allegheny & Eastern Railroad, Inc.

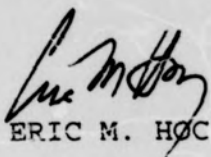
Office of the Secretary  
Case Control Unit  
August 22, 1997  
Page 2

- BPRR-3/ALY-3 - Petition of Buffalo & Pittsburgh Railroad, Inc. and Allegheny & Eastern Railroad, Inc. for Clarification and Waivers (Sub Docket Nos. 43-51)
- RSR-2 - Description of Responsive Applications Anticipated by Rochester & Southern Railroad, Inc. (Sub Docket Nos. 52 and 56)
- RSR-3 - Petition of Rochester & Southern Railroad, Inc. for Clarification and Waivers (Sub Docket Nos. 52 and 56).

Also enclosed is a diskette containing each of the four filings in a format (WordPerfect 6.1) that can be converted into WordPerfect 7.0.

Kindly time stamp the enclosed extra copy of this letter to indicate receipt and return it to me in the self-addressed envelope provided for your convenience.

Respectfully,

  
ERIC M. HOC Y

Enclosures

STB

FD-33388

ID-181590

8-22-97

D

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

181590

August 22, 1997



D

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

Re: Finance Docket No. 33388

Dear Secretary Williams:

Please find enclosed for filing with the Board an original and twenty-six (26) copies of the Description of Anticipated Responsive Application of the Resources Warehousing & Consolidation Services Inc. for filing in this proceeding.

In accordance with Decision No. 6 in this proceeding, copies of the enclosed document is being served upon Applicants' counsel, Administrative Law Judge Jacob Leventhal, and parties of record.

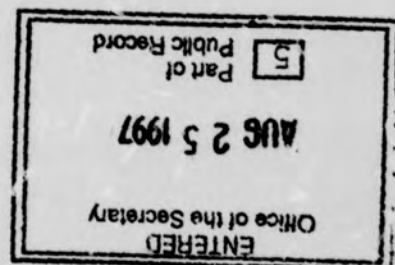
Please return a file-stamped copy in the envelope provided. Should there be any questions about this filing, please call me at (202) 496-4920.

Respectfully submitted,

Paul H. Lamboley

Enclosures

cc: Hon. Jacob Leventhal  
All parties of record



181590

(RWCS 2)

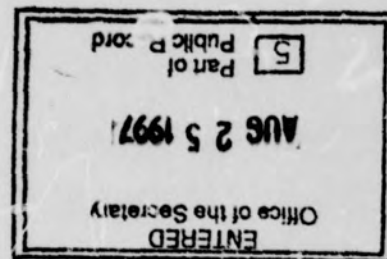
UNITED STATES OF AMERICA  
BEFORE THE  
SURFACE TRANSPORTATION BOARD

*Original*

STB FINANCE DOCKET NO. 33388

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

DESCRIPTION OF ANTICIPATED RESPONSE  
APPLICATION OF THE RESOURCES  
WAREHOUSING & CONSOLIDATION SERVICES INC.



Paul H. Lambole  
1020 Nineteenth Street, NW  
Suite 400  
Washington, D.C. 20036-6105  
Telephone: 202 496-4920  
Facsimile: 202-293-6200

Counsel for Resources Warehousing  
& Consolidation Services, Inc.

**DESCRIPTION OF ANTICIPATED RESPONSIVE  
APPLICATION OF THE SOUTHERN TIER WEST  
REGIONAL PLANNING AND DEVELOPMENT BOARD**

Resources Warehousing & Consolidation Services Inc. (RWCS) has offices, warehouses and terminal facilities located at 2200 Secaucus Road, North Bergen, NJ. Commonly owned Land Bridge Terminal Inc. (LBT) is also located at that address.

RWCS, a freight forwarder, provides warehousing, consolidation, and intermodal services for international trade from warehouse and terminal facilities owned and operated by RWCS - LBT being the terminal operator. RWCS is a significant intermodal terminal facility in Northern New Jersey.

RWCS intermodal facilities are located on the southern terminus of a north-south rail line owned and served by the New York Susquehanna & Western (NYSW). The Delaware Ostego Corporation (DO) owns the NYSW. The RWCS terminal lies between the North Bergen and Croxton Terminals, north of the Kearny - APL Terminal facility. RWCS has committed to substantial development and expansion of its intermodal facilities on property owned at its present location.

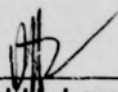
The recent CSX and NS agreement to acquire DO makes less clear the nature of rail services that may be available to RWCS. Earlier RWCS had discussions with DO, CSX and NS regarding rail service options at its facilities. RWCS desires to obtain additional information clarifying the DO arrangement and to negotiate service opportunities or commitments for its current intermodal facilities as well as the planned expansion.

RWCS supports the transaction proposed by the Applicants and does not anticipate difficulty in achieving satisfactory service options or commitments. However, out of an abundance of caution at this time, RWCS declares an intention to seek, if necessary, imposition of appropriate conditions for competitive rail service to its present and future facilities. In short RWCS does and will seek dual access to both NS and CSX service from its terminal, similar to the dual access applicants propose for the APL Terminal in Kearny. See Rail-road Control Application Vols. 3A, p. 227 and 3B, p. 194.

Accordingly, this procedurally required Notice and Description is filed as RWCS-2.

Dated: August 22, 1997

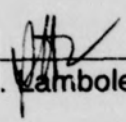
Respectfully submitted,

  
\_\_\_\_\_  
Paul H. Lamboley

Counsel for Resources Warehousing  
& Consolidation Services, Inc.

### **CERTIFICATE OF SERVICE**

I hereby certify that on this 22nd day of August 1997, copies of the foregoing Description of Anticipated Responsive Application of the Resources Warehousing & Consolidation Services, Inc. were served upon Administrative Law Judge Jacob Leventhal, Federal Energy Regulatory Commission, 888 First Street, NE, Suite 11F, Washington, DC 20426, counsel for applicant parties and upon other parties of record identified in Decision 21 attached hereto, first class mail, prepaid, in accordance with the rules of the Surface Transportation Board.

  
\_\_\_\_\_  
Paul H. Lamboley

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

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

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

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

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

Dennis G. Lyons  
Jeffrey A. Burt  
Richard L. Rosen  
Mary Gabrielle Sprague  
Paul T. Denis  
Drew A. Harker  
Susan T. Morita  
Susan B. Cassidy  
Sharon L. Taylor  
Jeffrey R. Denman  
Jodi B. Danis  
Chris P. Datz  
Amanda J. Paracuellos  
Arnold & Porter  
505 12th Street, NW  
Washington, DC 20004-1202  
(202) 942-5000

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

*Counsel for CSX Corporation and  
CSX Transportation, Inc.*

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

Paul A. Cunningham  
Richard B. Herzog  
David A. Hirs  
Robert M. Jenkins, III  
A. Carl Kaseman, III  
Gerald P. Norton  
James G. Rafferty  
Michael J. Gergen  
James M. Guinivan  
Joel A. Rabinovitz  
Harkins Cunningham  
1300 Nineteenth Street, NW  
Suite 600  
Washington, DC 20036  
(202) 973-7600

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

PARTY OF RECORD  
DAVID G ABRAHAM  
SUITE 631W  
7315 WISCONSIN AVENUE  
BETHESDA MD 20814 US

Representative: INDIANA POKE COMMISSION

PARTY OF RECORD  
NELS ACKERSON  
THE ACKERSON GROUP  
1275 PENNSYLVANIA AVENUE N W SUITE 1100  
WASHINGTON DC 20004-2404 US

Representative: NATIONAL ASSOCIATION OF PEPPERSTONY  
PROPERTY OWNERS AND  
LANDOWNERS

GOVERNOR  
HONORABLE GEORGE ALLEN  
GOVERNOR, COMMONWEALTH OF VIRGINIA  
STATE CAPITOL  
RICHMOND VA 23219 US

PARTY OF RECORD  
RICHARD A. ALLEN  
ZUCKERT, SCOUT, RASENBERGER  
888 17TH STREET N W STE 600  
WASHINGTON DC 20006-3939 US

Representative: NORFOLK SOUTHERN CORPORATION  
NORFOLK SOUTHERN RAILWAY COMPANY

PARTY OF RECORD  
CHARLES E ALLENBAUGH JR  
EAST OHIO STONE COMPANY  
2000 W BESSON ST  
ALLIANCE OH 44601 US

Representative: EAST OHIO STONE COMPANY

PARTY OF RECORD  
WILLIAM D ANKNER  
RI DEPT OF TRANSPORTATION  
TWO CAPITOL HILL  
PROVIDENCE RI 02903 US

Representative: RHODE ISLAND DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
DONALD G AVERY  
SLOVER & LOFTUS  
1224 SEVENTEENTH STREET NW  
WASHINGTON DC 20036-3003 US

Representative: AMVEST CORPORATION  
EAST JERSEY RAILROAD COMPANY  
NATIONAL RAILROAD PASSENGER CORPORATION  
(AMTRAK)  
VAUGHAN RAILROAD COMPANY

PARTY OF RECORD  
T SCOTT BANNISTER  
T SCOTT BANNISTER AND ASSOCIATES  
1300 DES MOINES BLDG 405 SIXTH AVENUE  
DES MOINES IA 50309 US

Representative: IOWA INTERSTATE RAILROAD LTD

PARTY OF RECORD  
J R BARBEE  
GENERAL CHAIRPERSON UTU  
P.O. BOX 9599  
KNOXVILLE TN 37940 US

Representative: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT GO-898

PARTY OF RECORD  
HARRY C BAREIN  
BAREIN LAUFFER & O'CONNELL  
608 HUNTINGDON PIKE  
ROCKLEDGE PA 19111 US

Representative: CHARLES D NESTER  
DONALD E KRAFT  
H C KOKOUT  
JACQUELINE A MACE  
LAWRENCE CIRILLO  
PAUL J ENGELHART  
ROBERT E GLEHAM  
THOMAS F McJEHAN  
WILLIAM J McILPATRICK

MEMBER OF CONGRESS  
HONORABLE JAMES A. BARCIA  
US HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-2205 US

PARTY OF RECORD  
NORMAN H. BARTHOW  
DETROIT EDISON  
2000 SECOND AVENUE  
DETROIT MI 48226 US

Representative: DETROIT EDISON COMPANY

PARTY OF RECORD  
DINAH BEAR  
EXECUTIVE OFFICE OF THE PRESIDENT  
COUNCIL ON ENVIRONMENTAL QUALITY  
WASHINGTON DC 20503 US

GOVERNOR  
HONORABLE DAVID M BELSLEY  
GOVERNOR  
P. O. BOX 11369  
COLUMBIA SC 29211 US

PARTY OF RECORD  
JAMES L BELCHER  
EASTMAN CHEMICAL COMPANY  
PO BOX 431  
KINGSPORT TN 37662 US

Representative: EASTMAN CHEMICAL CO

PARTY OF RECORD  
MARTIN W. BERCOVICI  
KELLER & HECKMAN  
1001 G ST NW SUITE 500 WEST  
WASHINGTON DC 20001 US

Representative: ARCO CHEMICAL COMPANY  
EIGHTY-FOUR MINING COMPANY  
SOCIETY OF PLASTICS INDUSTRY

PARTY OF RECORD  
DAVID BERGER  
BERGER AND MONTAGUE, P. C.  
1622 LOCUST ST  
PHILADELPHIA PA 19103-6305 US

Representative: A HERB KEREKESCH AND GEORGE  
DONAHUE

MEMBER OF CONGRESS  
HON JOSEPH R BIDEN  
344 KING STREET  
WILMINGTON DE 19801 US

MEMBER OF CONGRESS  
HON. JOSEPH BIDEN  
UNITED STATES SENATE  
WASHINGTON DC 20510 US

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U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-1305 US

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U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
THOMAS R. BOBAK  
313 RIVER OAKS DRIVE  
CALUMET CITY IL 60409 US

Represents: VILLAGE OF RIVERDALE

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CHARLES D. BOLAM  
UNITED TRANSPORTATION UNION  
1400-20TH STREET  
GRANITE CITY IL 62040 US

Represents: UNITED TRANSPORTATION  
UNION-GENERAL COMMITTEE OF ADJUSTMENT

PARTY OF RECORD  
WILLIAM A. BON, GENERAL COUNSEL  
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES  
26555 EVERGREEN ROAD SUITE 200  
SOUTHELD MI 48076 US

PARTY OF RECORD  
ANTHONY BOTTALICO  
UTU  
420 LEXINGTON AVENUE ROOM 458-460  
NEW YORK NY 10017 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT GO-532

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THOMAS C. BRADY  
BRADY BROOKS & O'CONNELL LLP  
41 MAIN STREET  
SALAMANCA NY 14779-0227 US

Represents: SOUTHERN TIER WEST REGIONAL PLANNING  
AND DEVELOPMENT BOARD

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HON. JOHN BREAUX  
UNITED STATES HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
WILLIAM T. BRIGHT ETAL  
P O BOX 149  
200 GREENBRIER ROAD  
SUMMERSVILLE WV 26641 US

Represents: THE WEST VIRGINIA ASSOC FOR ECONOMIC  
DEVELOPMENT THROUGH THE JOINT USE OF CONRAIL  
TRACKS BY NORFOLK SOUTHERN AND CSXT

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THE ONE FIFTY-FIVE HUNDRED BUILDING  
11500 FRANKLIN BLVD SUITE 104  
CLEVELAND OH 44102 US

Represents: WESTERN-ELMWOOD-BEREA CORPORATION

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U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

STEPHEN H. BROWN  
VORYS SATER SEYMOUR AND PEASE  
1828 L STREET N.W.  
WASHINGTON DC 20036 US  
Represents: FRATERNAL ORDER OF POLICE NATIONAL  
LABOR COUNCIL CONTRAIL NO

MEMBER OF CONGRESS  
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U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

MEMBER OF CONGRESS  
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U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-3305 US

PARTY OF RECORD  
ROSS B. CAPON  
NATL ASSOC OF RAILROADS PASSENGER  
900 SECOND ST NE STE 308  
WASH DC 20002-3557 US

Represents: NATIONAL ASSOCIATION OF RAILROAD  
PASSENGERS

PARTY OF RECORD  
HAMILTON I. CARMOUCHE, CORPORATION COUNSEL  
CITY OF GARY  
401 BROADWAY 4TH FLOOR  
GARY IN 46402 US

Represents: CITY OF GARY INDIANA

PARTY OF RECORD  
RICHARD C. CARPENTER  
1 SELLECK STREET SUITE 210  
EAST NORWALK CT 06855 US

Represents: SOUTH WESTERN REGIONAL METROPOLITAN  
PLANNING ORGANIZATION  
SOUTH WESTERN REGIONAL PLANNING AGENCY

PARTY OF RECORD  
CHARLES M. CHADWICK  
MARYLAND MIDLAND RAILWAY INC  
P O BOX 1000  
UNION BRIDGE MD 21791 US

MEMBER OF CONGRESS  
HONORABLE JOHN H. CHAFFEE  
UNITED STATES SENATE  
WASHINGTON DC 20510-3902 US

MEMBER OF CONGRESS  
HONORABLE SAXBY CHAMBLISS,  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
ANGELO J. CHICK JR., LOCAL CHAIRMAN  
P O BOX 48398 OLD GOOSE BAY ROAD  
REDWOOD NY 13679 US

Represents: BROTHERHOOD OF LOCOMOTIVE  
ENGINEERS DIVISION 227

GOVERNOR  
HONORABLE LAWTON CHILES  
OFFICE OF THE GOVERNOR  
THE CAPITOL  
TALLAHASSEE FL 32399-0001 US

PARTY OF RECORD  
SYLVIA CHANN-LEVY  
INTERGOVERNMENTAL CO-OP  
969 COPILEY ROAD  
AKRON OH 44320-2952 US

Represents: NORTHEAST OHIO FOUR COUNTY REGIONAL  
PLANNING & DEVELOPMENT ORGANIZATION

PARTY OF RECORD  
ELAINE L. CLARK  
MAINE DEPT OF TRANSPORTATION  
16 STATE HOUSE STATION  
AUGUSTA ME 04333 US

Representative: STATE OF MAINE DEPT OF TRANSP

PARTY OF RECORD  
NICOLE E. CLARK  
WACHTELL, LIPTON, ROSEN & KATZ  
51 WEST 52ND STREET  
NEW YORK NY 10019-6150 US

Representative:

PARTY OF RECORD  
PAUL D. COLEMAN  
HOPPEL, MAYER & COLEMAN  
1000 CONNECTICUT AVE NW SUITE 400  
WASHINGTON DC 20036-5332 US

Representative: DELAWARE RIVER PORT AUTHORITY  
PHILADELPHIA REGIONAL PORT AUTHORITY  
SOUTH JERSEY PORT CORPORATION  
THE PORT OF PHILADELPHIA AND CAMDEN INC

PARTY OF RECORD  
JOHN F. COLLINS  
COLLINS, COLLINS, & KANTOR PC  
267 NORTH STREET  
BUFFALO NY 14201 US

Representative: CONRAIL GENERAL COMMITTEE OF  
ADJUSTMENT  
NEW YORK STATE LEGISLATIVE BOARD  
R W GODWIN GENERAL CHAIRMAN

PARTY OF RECORD  
MICHAEL CONNELLY  
CITY OF EAST CHICAGO  
4525 INDIANAPOLIS BLVD  
EAST CHICAGO IN 46312 US

Representative: CITY OF EAST CHICAGO INDIANA

PARTY OF RECORD  
ROBERT J. COOPER, GENERAL CHAIRPERSON  
500 WATER ST  
JACKSONVILLE FL 32202-4420 US

Representative: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT 348

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J DOYLE CORMAN  
MAIN LINE MGMT SERVICES INC  
520 FELLOWSHIP ROAD STE A-105  
MOUNT LAUREL NJ 08054-3407 US

Representative:

PARTY OF RECORD  
JOHN J COSCIA, EXECUTIVE DIRECTOR  
DVRPC  
111 SOUTH INDEPENDENCE MALL EAST  
PHILADELPHIA PA 19106 US

Representative: DELAWARE VALLEY REGIONAL PLANNING  
COMMISSION

PARTY OF RECORD  
STEVE M COULTER  
EXXON COMPANY USA  
PO BOX 3272  
HOUSTON TX 77210-4692 US

Representative: EXXON CHEMICALS AMERICAS  
EXXON COMPANY U S A

PARTY OF RECORD  
JEAN M CUNNINGHAM  
SLOVER & LOFTUS  
1324 SEVENTEENTH STREET NW  
WASHINGTON DC 20036 US

Representative:

PARTY OF RECORD  
PAUL A. CUNNINGHAM  
HARKINS CUNNINGHAM  
1300 19TH STREET NW SUITE 600  
WASHINGTON DC 20036 US

Representative: CONRAIL INC  
CONSOLIDATED RAIL CORPORATION

MEMBER OF CONGRESS  
HONORABLE ALFONSE D'AMATO  
UNITED STATES SENATE  
WASHINGTON DC 20510 US

MEMBER OF CONGRESS  
HONORABLE ALFONSE D'AMATO  
UNITED STATES SENATE  
111 W. HURON STREET, ROOM 620  
BUFFALO NY 14202 US

PARTY OF RECORD  
IRWIN L. DAVIS  
1903 STATE TOWER BLDG.  
SYRACUSE NY 13202 US

Representative: METROPOLITAN DEVELOPMENT  
ASSOCIATION OF SYRACUSE & CENTRAL  
NEW YORK INC

PARTY OF RECORD  
SANDRA J. DEARDEN  
MDCO CONSULTANTS, INC.  
407 SOUTH DEARBORN, SUITE 1145  
CHICAGO IL 60605 US

Representative: MDCO CONSULTANTS INC

PARTY OF RECORD  
JO A DEROCHÉ  
WEINER, BRODSKY, ET AL  
1350 NEW YORK AVE NW SUITE 800  
WASHINGTON DC 20005-4797 US

Representative: LOUISVILLE & INDIANA RAILROAD  
COMPANY

PARTY OF RECORD  
NICHOLAS J. DIMICHAEL  
DONELAN, CLEARY, ET AL  
1100 NEW YORK AVENUE N W STE 750  
WASHINGTON DC 20005-3934 US

Representative: ANKER ENERGY CORPORATION  
BUFFALO COAL CO., INC.  
EVERGREEN MINING COMPANY  
MARYLAND COAL ASSOCIATION  
METTIG COAL CORPORATION  
PBS COALS INC  
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MEMBER OF CONGRESS  
HONORABLE JOHN D. DINGELL  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
DAVID W. DONELY  
3361 STAFFORD ST  
PITTSBURGH PA 15204-1441 US

Representative: WERTON STEEL CORPORATION

PARTY OF RECORD  
PAUL M. DONOVAN  
LAROE, WINN, ETAL  
3506 IDAHO AVE NW  
WASHINGTON DC 20016 US

PARTY OF RECORD  
KELVIN J. DOWD  
SLOVER & LOFTUS  
1224 17TH STREET N W  
WASHINGTON DC 20036 US

Representative: CONSUMERS ENERGY COMPANY  
GPU GENERATION INC

PARTY OF RECORD  
DANIEL DUFF  
AMERICAN PUBLIC TRANSIT ASSOC  
1201 NEW YORK AV NW  
WASH DC 20005 US

Representative: AMERICAN PUBLIC TRANSIT ASSOCIATION

PARTY OF RECORD  
JOHN K DUNLEAVY  
ASSISTANT ATTORNEY GENERAL  
133 STATE STREET STATE ADM BLDG  
MONTPELIER VT 05633-5001 US

Representative: STATE OF VERMONT

PARTY OF RECORD  
DONALD W DUNLEVY  
230 STATE STREET  
UTU STATE LEG DIR  
PA AFL-CIO BLDG 2ND FL  
HARRISBURG PA 17101-1138 US

Representative: UNITED TRANSPORTATION UNION  
PENNSYLVANIA STATE LEGISLATIVE BOARD

PARTY OF RECORD  
FAY D DUPUIS, CITY SOLICITOR  
CITY HALL  
801 PLUM STREET ROOM 214  
CINCINNATI OH 45202 US

Representative: CITY OF CINCINNATI OHIO

PARTY OF RECORD  
DAVID DYSARD  
TMACOG  
PO BOX 9508  
300 CENTRAL UNION PLAZA  
TOLEDO OH 43697-9508 US

Representative: TOLEDO METRO AREA COUNCIL OF GOVT

PARTY OF RECORD  
GARY A EBERT  
CITY OF BAY VILLAGE  
350 DOVER CENTER ROAD  
BAY VILLAGE OH 44140 US

Representative: CITY OF BAY VILLAGE OHIO

PARTY OF RECORD  
RICHARD S. EDELMAN  
HIGHSAW MAHONEY CLARKE  
1050 SEVENTEENTH STREET N W, SUITE 210  
WASHINGTON DC 20036 US

Representative: ALLIED RAIL UNIONS

PARTY OF RECORD  
ROBERT EDWARDS  
EASTERN TRANSPORT AND LOGISTICS  
1109 LANETTE DRIVE  
CINCINNATI OH 45230 US

Representative: EASTERN TRANSPORT AND LOGISTICS

PARTY OF RECORD  
DANIEL R. ELLIOTT III ASST GENERAL COUNSEL  
UNITED TRANSPORTATION UNION  
14600 DETROIT AVENUE  
CLEVELAND OH 44107 US

PARTY OF RECORD  
TERRELL ELLIS  
CAEZWV  
P O BOX 176  
CLAY WV 25043 US

Representative: CENTRAL APPALACHIA EMPOWERMENT  
ZONE OF WEST VIRGINIA

PARTY OF RECORD  
ROBERT L. EVANS  
OXYCHEM  
P O BOX 809050  
DALLAS TX 75380 US

Representative: OCCIDENTAL CHEMICAL CORPORATION

PARTY OF RECORD  
SARA J FAGNILLI DIRECTOR OF LAW  
1250 DETROIT AVENUE  
LAKEWOOD OH 44107 US

Representative: CITY OF LAKEWOOD OHIO

PARTY OF RECORD  
GERALD W. FAUTH III  
G. W. FAUTH & ASSOCIATES, INC.  
P. O. BOX 2401  
116 SOUTH ROYAL STREET  
ALEXANDRIA VA 22314 US

PARTY OF RECORD  
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DEKALB AGRA INC  
P. O. BOX 127  
4743 COUNTY ROAD 28  
WATERLOO IN 46793-0127 US

Representative: DEKALB AGRA INC

PARTY OF RECORD  
MICHAEL P. FERRO  
MILLENNIUM PETROCHEMICALS, INC.  
11500 NORTHLAKE DRIVE  
CINCINNATI OH 45249 US

Representative: MILLENNIUM PETROCHEMICALS INC F/K/A  
QUANTUM CHEMICAL CORPORATION

PARTY OF RECORD  
EDWARD J FISHERMAN  
OFFENHEIMER WOLFF & DONNELLY  
1020 NINETEENTH ST NW STE 400  
WASHINGTON DC 20036 US

Representative: NEW JERSEY DEPARTMENT OF  
TRANSPORTATION  
NEW JERSEY TRANSIT CORPORATION  
NORTHERN VIRGINIA TRANSPORTATION  
COMMISSION-POTOMAC AND  
RAPPAHANNOCK TRANSPORTATION COMMISSION

PARTY OF RECORD  
J D FITZGERALD  
UTU, GENERAL CHAIRPERSON  
400 E EVERGREEN BLVD STE 217  
VANCOUVER WA 98660-3264 US

Represents: UNITED TRANSPORTATION UNION-GENERAL  
COMMITTEE OF ADJUSTMENT GO 386

PARTY OF RECORD  
STEPHEN M FONTAINE  
MASSACHUSETTS CENTRAL RAILROAD CORPORATION  
ONE WILBRAHAM STREET  
PALMER MA 01069 US

Represents: MASSACHUSETTS CENTRAL RAILROAD  
CORPORATION

GOVERNOR  
HONORABLE KIRK FORDICE, GOVERNOR  
STATE OF MISSISSIPPI  
P O BOX 139  
JACKSON MS 39205 US

MEMBER OF CONGRESS  
HONORABLE TILLIE K FOWLER  
US HOUSE REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
GARLAND B GARRITT JR  
NC DEPT OF TRANSPORTATION  
P O BOX 25201  
RALEIGH NC 27611 US

PARTY OF RECORD  
MICHAEL J GARRIGAN  
BP CHEMICALS INC  
4440 WARRENSVILLE CTR RD  
CLEVELAND OH 44128 US

Represents: BP AMERICA INC

PARTY OF RECORD  
RICHARD A GAVRIL  
16700 GENTRY LANE NO 104  
TINLEY PARK IL 60477 US

PARTY OF RECORD  
PETER A GILBERTSON  
REGIONAL RRS OF AMERICA  
122 C ST NW STE 850  
WASHINGTON DC 20001 US

Represents: REGIONAL RAILROADS OF AMERICA'S

PARTY OF RECORD  
LOUIS E GITOMER  
BALL JANIK LLP  
1455 F STREET NW SUITE 225  
WASHINGTON DC 20005 US

Represents: APL LAND TRANSPORT SERVICES  
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RAILAMERICA INC  
SAGINAW VALLEY RAILWAY COMPANY INC

MEMBER OF CONGRESS:  
HONORABLE JOHN GLENN  
U. S. SENATE ATTN: ANISA BELL  
200 N HIGH STREET S-600  
COLUMBUS OH 43215-2408 US

PARTY OF RECORD  
DOUGLAS S GOLDEN  
SUITE 200  
533 FELLOWSHIP ROAD  
MT LAUREL NJ 08054 US

Represents: PENNSYLVANIA SENATE TRANSPORTATION  
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PARTY OF RECORD  
ANDREW P. GOLDSTEIN  
MCCARTHEY, SWEENEY ET AL.  
1750 PENNSYLVANIA AVE NW  
WASHINGTON DC 20006 US

Represents: ARCHER DANIELS MIDLAND CO  
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P. O. BOX 120  
FINDLAY OH 45840 US

Represents: NATIONAL LIME & STONE COMPANY

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UNITED STATE SENATE  
WASHINGTON DC 20510 US

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EDWARD D. GREENBERG  
GALLAND, KHARASCH, MORSE & GARFINKLE  
1254 THIRTY-FIRST STREET NW  
WASHINGTON DC 20007-4492 US

Represents: PROVIDENCE AND WORCESTER RAILROAD  
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THE INTERNATIONAL PAPER COMPANY

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THOMPSON HINE FLORY  
1920 N STREET N W, SUITE 800  
WASHINGTON DC 20036 US

Represents: BAY STATE MILLING COMPANY  
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BLACK RIVER & WESTERN RAILROAD  
EAST PENN RAILWAY INC  
LANCASTER NORTHERN RAILWAY

PARTY OF RECORD  
ROBERT E GREENLESE  
TOLEDO-LUCAS COUNTY PORT AUTHORITY  
1 MARITIME PLAZA SUITE 700  
TOLEDO OH 43604 US

Represents: TOLEDO-LUCAS COUNTY PORT AUTHORITY  
TOLEDO-LUCAS COUNTY PORT AUTHORITY

PARTY OF RECORD  
DONALD F GRIFFIN  
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES  
400 N CAPITOL ST NW SUITE 852  
WASHINGTON DC 20001 US

PARTY OF RECORD  
JOHN J GROCKI  
GRA INC  
115 WEST AV ONE JENKINTOWN STA  
JENKINTOWN PA 19046 US

Represents: GRA INCORPORATED

PARTY OF RECORD  
VAUGHN R GROVES  
PITSTON COAL COMPANY  
PO BOX 5100  
LEBANON VA 24266 US

Representative: PITSTON COAL COMPANY

PARTY OF RECORD  
JOSEPH GUERRIERI, JR.  
GUERRIERI EDMOND, ET. AL  
1331 F STREET N W, 4TH FLOOR  
WASHINGTON DC 20004 US

PARTY OF RECORD  
DAVID L HALL  
COMMONWEALTH CONSULTING ASSOCIATES  
720 NORTH POST OAK ROAD SUITE 330  
HOUSTON TX 77024 US

Representative: SHELL CHEMICAL COMPANY  
SHELL OIL COMPANY

MEMBER OF CONGRESS  
HON. LEE N. HAMILTON  
UNITED STATES HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
MICHAEL P HARMONIS  
U S DEPT OF JUSTICE  
325 7TH STREET SUITE 500  
WASHINGTON DC 20530 US

Representative: U. S. DEPARTMENT OF JUSTICE

PARTY OF RECORD  
JAMES W HARRIS  
THE METROPOLITAN PLANNING ORGANIZATION  
1 WORLD TRADE CENTER STE 82 EAST  
NEW YORK NY 10048-0043 US

PARTY OF RECORD  
NICOLE HARVEY  
THE DOW CHEMICAL COMPANY  
2020 DOW CENTER  
MIDLAND MI 48674 US

Representative: THE DOW CHEMICAL COMPANY

PARTY OF RECORD  
JOHN D. HEFFNER, ESQ.  
REA, CROSS & AUCHINCLOSS  
1920 N STREET NW SUITE 420  
WASHINGTON DC 20036 US

Representative: EMPIRE STATE PASSENGER ASSOCIATION  
FORT ORANGE PAPER COMPANY  
NEW YORK CROSS HARBOR RAILROAD TERMINAL  
CORPORATION  
WABASH & WESTERN RAILWAY CO D/B/A MICHIGAN  
SOUTHERN RAILROAD

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R J HENEFELD  
PPG INDUSTRIES INC  
ONE PPG PLACE  
PITTSBURGH PA 15272 US

Representative: PPG INDUSTRIES INC.

PARTY OF RECORD  
WILLIAM P HERNAN JR GENERAL CHAIRMAN  
P O BOX 180  
HILLIARD OH 43026 US

PARTY OF RECORD  
CHARLES S HESSE, PRESIDENT  
CHARLES HESSE ASSOCIATES  
8270 STONEY BROOK DRIVE  
CHAGRIN FALLS OH 44023 US

Representative: OHIO STEEL INDUSTRY ADVISORY COUNCIL

PARTY OF RECORD  
ERIC M. HOCKY  
COLLATZ, GRIFFIN, EWING  
213 WEST MINER STREET  
WEST CHESTER PA 19381-0796 US

Representative: ALLEGHENY & EASTERN RAILROAD INC  
BETHLEHEM STEEL CORPORATION ET AL  
BUFFALO & PITTSBURGH RAILROAD, INC.  
PITTSBURGH & SHAWMUT RAILROAD INC  
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ROCHESTER & SOUTHERN RAILROAD INC  
THE NEW YORK SUSQUEHANNA AND WESTERN  
RAILWAY CORPORATION

PARTY OF RECORD  
J T HOLLAND  
EASTERN SHORE RAILROAD INC  
P O BOX 312  
CAPE CHARLES VA 23310 US

Representative: EASTERN SHORE RAILROAD INC

PARTY OF RECORD  
JAMES E. HOWARD  
90 CANAL STREET  
BOSTON MA 02114 US

Representative: COALITION OF NORTHEASTERN GOVERNMENTS  
MASSACHUSETTS CENTRAL RAILROAD CORPORATION

PARTY OF RECORD  
JOHN HOY  
P O BOX 117  
GLEN BURNIE MD 21060 US

Representative: BALTIMORE AREA TRANSIT ASSOCIATION

PARTY OF RECORD  
BRAD F HUSTON  
CYPRUS AMAX COAL SALES CORP  
400 TECHNECENTER DRIVE STE 320  
MILFORD OH 45150 US

PARTY OF RECORD  
SHEILA MECK HYDE CITY ATTORNEY  
CITY HALL  
342 CENTRAL AVENUE  
DUNKIRK NY 14048 US

Representative: CITY OF DUNKIRK NEW YORK

PARTY OF RECORD  
ERNEST J HERARDI  
NIXON HARGRAVE DEVANS DOYLE LLP  
PO BOX 1051  
CLINTON SQUARE  
ROCHESTER NY 14603-1051 US

Representative: ROCHESTER GAS AND ELECTRIC  
CORPORATION

PARTY OF RECORD  
WILLIAM F. JACKSON, JR.  
JACKSON & JESSUP, P. C.  
P O BOX 1240  
3426 NORTH WASHINGTON BLVD  
ARLINGTON VA 22210 US

Representative: A T MASSEY COAL COMPANY INC ET AL

PARTY OF RECORD  
JAMES R JACOBS  
JACOBS INDUSTRIES  
2 QUARRY LANE  
STONY RIDGE OH 43463 US

Representative: JACOBS INDUSTRIES

GOVERNOR  
HONORABLE FOR JAMES, JR  
GOVERNOR  
STATE OF ALABAMA  
MONTGOMERY AL 36130 US

PARTY OF RECORD  
DOREEN C JOHNSON CHIEF ANTITRUST SECTION  
OHIO ATTY GENERAL OFFICE  
30 E BROAD STREET 16TH FLOOR  
COLUMBUS OH 43215 US

PARTY OF RECORD  
ERIKA Z. JONES  
MAYER, BROWN & PLATT  
2000 PENNSYLVANIA AVE N W SUITE 6500  
WASHINGTON DC 20006 US

Representative: BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

PARTY OF RECORD  
TERRENCE D JONES  
KELLER & HECKMAN  
1001 G ST NW STE 500 WEST  
WASHINGTON DC 20001 US

Representative: NORTH AMERICAN LOGISTIC SERVICES A  
DIVISION OF MARS INCORPORATED

PARTY OF RECORD  
FRANK N JORGENSEN  
THE ELK RIVER RAILROAD INC  
P O BOX 460  
SUMMERSVILLE WV 26651 US

Representative: THE ELK RIVER RAILROAD INC

PARTY OF RECORD  
FRITZ R KAHN  
1100 NEW YORK AVENUE NW SUITE 750 WEST  
WASHINGTON DC 20005-3934 US

Representative: MARTIN MARIETTA MATERIALS INC  
SHINTECH INC

PARTY OF RECORD  
STEVEN J. KALISH  
MCARTHY, SWEENEY & HARKAWAY  
1750 PENNSYLVANIA AVE N.W.  
WASHINGTON DC 20006-4502 US

Representative: THE TOWN OF HAYMARKET

MEMBER OF CONGRESS  
HON MARCY KAPTUR  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
LARRY B. KARNES  
TRANSPORTATION BUILDING  
PO BOX 30050  
425 WEST OTTAWA  
LANSING MI 48909 US

Representative: MICHIGAN DEPARTMENT OF TRANSP

PARTY OF RECORD  
RICHARD E. KERTH, TRANS. MGR.  
CHAMPION INTERNATL CORP  
101 KNIGHTSBRIDGE DRIVE  
HAMILTON OH 45020-0001 US

PARTY OF RECORD  
DAVID D KING  
BEAUFORT AND MOREHEAD RR CO  
PO BOX 25201  
RALEIGH NC 27611-5201 US

PARTY OF RECORD  
L P KING JR  
GENERAL CHAIRPERSON UTU  
145 CAMPBELL AVE SW STE 207  
ROANOKE VA 24011 US

Representative: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT N & W-C

PARTY OF RECORD  
MITCHELL M KRAUS GENERAL COUNSEL  
TRANSPORTATION COMMUNICATIONS INTERNATIONAL  
UNION  
3 RESEARCH PLACE  
ROCKVILLE MD 20850 US

Representative: TRANSPORTATION COMMUNICATIONS  
INTERNATIONAL UNION

PARTY OF RECORD  
HON DENNIS J KUCINICH  
UNITED STATES HOUSE REPRESENTATIVES  
WASHINGTON DC 20515 US

Representative: CITIZENS 10TH CONGRESSIONAL DISTRICT  
OF OHIO

PARTY OF RECORD  
PAUL H LAMBOLEY  
OFFENHEIMER WOLFF & DONNELLY  
1020 19TH STREET, N.W., SUITE 400  
WASHINGTON DC 20036 US

Representative: RESOURCES WAREHOUSING &  
CONSOLIDATED SERVICES INC  
TRANSPORTATION INTERMEDIARIES ASSOCIATION

MEMBER OF CONGRESS  
HON. STEVE LATOURETTE  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
J PATRICK LATZ  
HEAVY LIFT CARGO SYSTEM  
PO BOX 51451  
INDIANAPOLIS IN 46251-0451 US

Representative: HEAVY LIFT CARGO SYSTEMS

PARTY OF RECORD  
JOHN K. LEARY, GENERAL MANAGER  
SOUTHEASTERN PENNSYLVANIA TRANSPORTATION  
AUTHORITY  
1234 MARKET STREET 5TH FLOOR  
PHILADELPHIA PA 19107-3780 US

Representative: SOUTHEASTERN PENNSYLVANIA  
TRANSPORTATION AUTHORITY

PARTY OF RECORD  
SHERRI LEHMAN DIRECTOR OF CONGRESSIONAL  
AFFAIRS  
CORN REFINERS ASSOC  
1701 PA AV NW  
WASH DC 20006-5805 US

Representative: CORN REFINERS ASSOCIATION INC

ADMINISTRATIVE LAW JUDGE  
JUDGE JACOB LEVENTHAL, OFFICE OF HEARINGS  
FEDERAL ENERGY REGULATORY COMMISSION  
888 - 1ST ST, N.E. STE 11F  
WASHINGTON DC 20426 US

MEMBER OF CONGRESS  
HONORABLE WILLIAM O LIPINSKI  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20415 US

PARTY OF RECORD  
THOMAS J. LITWILER  
OPPENHEIMER WOLFF & DONNELLY  
180 N STETSON AVE 45TH FLOOR  
CHICAGO IL 60601 US

Represents: FOX VALLEY & WESTERN LTD  
ILLINOIS CENTRAL RAILROAD COMPANY CHICAGO  
CENTRAL & PACIFIC  
RAILROAD COMPANY AND CEDAR RIVER RAILROAD  
COMPANY  
R J CORMAN PARTIES  
R J CORMAN RAILROAD COMPANIES  
SAULT STE MARIE BRIDGE COMPANY  
TRANSTAR INC AND BESSEMER AND LAKE ERIE  
RAILROAD COMPANY  
TRANSTAR INC  
ELGIN JOLIET AND EASTERN RAILROAD COMPANY  
WISCONSIN CENTRAL LTD  
WISCONSIN CENTRAL TRANSPORTATION CORPORATION

PARTY OF RECORD  
EDWARD LLOYD  
RUTGERS ENVIRONMENTAL LAW CLINIC  
15 WASHINGTON STREET  
NEWARK NJ 07102 US

Represents: TRI-STATE TRANSPORTATION CAMPAIGN

PARTY OF RECORD  
C MICHAEL LOFTUS  
SLOVER & LOFTUS  
1224 SEVENTEENTH STREET NW  
WASHINGTON DC 20036 US

Represents: CENTERIOR ENERGY CORPORATION  
EAST CHICAGO INDIANA-HAMMOND INDIANA-GARY  
INDIANA THE FOUR CITY CONSORTIUM  
EAST CHICAGO INDIANA-HAMMOND INDIANA-GARY  
INDIANA-WHITING  
POTOMAC ELECTRIC POWER COMPANY  
THE DETROIT EDISON COMPANY

PARTY OF RECORD  
DENNIS G LYONS  
ARNOLD & PORTER  
555 12TH STREET NW  
WASHINGTON DC 20004-1202 US

Represents: CSX CORPORATION  
CSX TRANSPORTATION INC  
CSX-NS

PARTY OF RECORD  
GORDON P. MACDOUGALL  
1025 CONNECTICUT AVE NW SUITE 410  
WASHINGTON DC 20036 US

Represents: JOSEPH C SZABO

MEMBER OF CONGRESS  
HONORABLE CONNIE MACK  
UNITED STATES SENATE  
WASHINGTON DC 20510-0904 US

PARTY OF RECORD  
WILLIAM G. MAHONEY  
HIGHSAW, MAHONEY & CLARKE  
1050 SEVENTEENTH STREET NW SUITE 210  
WASHINGTON DC 20036 US

PARTY OF RECORD  
RON MARQUARDT  
LOCAL UNION 1810 UMW  
RD #2  
RAYLAND OH 43943 US

PARTY OF RECORD  
ROBERT E MARTINEZ  
VA SECRETARY OF TREASURY  
P O BOX 1475  
RICHMOND VA 23218 US

Represents: COMMONWEALTH OF VIRGINIA

PARTY OF RECORD  
JOHN K. MASER, III  
DONELAN, CLEARY, WOOD, MASER  
1100 NEW YORK AVE NW SUITE 750  
WASHINGTON DC 20005-3934 US

Represents: ACME STEEL COMPANY  
AK STEEL CORPORATION  
CARGILL INCORPORATED  
ERIE-NIAGARA RAIL STEERING COMMITTEE  
INSTITUTE OF SCRAP RECYCLING INDUSTRIES INC  
JOSEPH SMITH & SONS INC  
NIAGARA MOHAWK POWER CORPORATION

PARTY OF RECORD  
DAVID J MATTY  
CITY OF ROCKY RIVER  
21012 HILLIARD ROAD  
ROCKY RIVER OH 44116-3398 US

Represents: CITY OF ROCKY RIVER OHIO

PARTY OF RECORD  
GEORGE W MAYO, JR.  
HOGAN & HARTSON  
555 THIRTEENTH STREET NW  
WASHINGTON DC 20004-1161 US

Represents: CANADIAN PACIFIC RAILWAY COMPANY  
DELAWARE AND HUDSON RAILWAY COMPANY INC  
SOO LINE CORP  
ST LAWRENCE & HUDSON RAILWAY COMPANY  
LIMITED

PARTY OF RECORD  
MICHAEL F. MCHURD  
LEBOEUF LAMB GREENE & MACRAE, L. L. P.  
1875 CONNECTICUT AVE NW, STE 1200  
WASHINGTON DC 20009 US

Represents: AMERICAN ELECTRIC POWER  
ATLANTIC CITY ELECTRIC COMPANY  
DELMARVA POWER & LIGHT COMPANY  
FERTILIZER INSTITUTE  
SOMERSET RAILROAD CORP  
THE OHIO VALLEY COAL COMPANY

PARTY OF RECORD  
EDWARD C MCCARTHY  
INLAND STEEL INDUSTRIES INC  
30 WEST MONROE STREET  
CHICAGO IL 60603 US

PARTY OF RECORD  
CHRISTOPHER C MCCracken  
UMER & BERNE LLP  
1300 EAST 9TH STREET SUITE 900  
CLEVELAND OH 44114 US

Represents: ASHTA CHEMICAL INC

PARTY OF RECORD  
THOMAS F. MCFARLAND, JR.  
MCFARLAND & HERMAN  
20 NORTH WACKER DRIVE, SUITE 1330  
CHICAGO IL 60606-3101 US

Represents: KOKOMO GRAIN CO INC

PARTY OF RECORD  
JAMES F. MCGRAH  
COMMONWEALTH OF MASS. EXEC. OFFICE OF TRANSP.  
& CONST.  
10 PARK PLAZA ROOM 3170  
BOSTON MA 02116-3969 US

Represents: COMMONWEALTH OF MASSACHUSETTS  
EXECUTIVE OFFICE OF TRANSPORTATION AND  
CONSTRUCTION

PARTY OF RECORD  
FRANCIS G. MCKENNA  
ANDERSON & FENDLETON  
1700 K ST NW SUITE 1107  
WASHINGTON DC 20006 US

Represents: WEST VIRGINIA STATE RAIL AUTHORITY

PARTY OF RECORD  
COLETTA MCNAMEE SR  
CUDELL IMPROVEMENT INC  
11500 FRANKLIN BLVD STE 104  
CLEVELAND OH 44102 US

Represents: CUDELL IMPROVEMENT INC

MEMBER OF CONGRESS  
HONORABLE MICHAEL MCNULTY  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-3221 US

PARTY OF RECORD  
H DOUGLAS MIDKIFF  
65 WEST BROAD ST STE 101  
ROCHESTER NY 14614-2210 US

Represents: GENESEE TRANSPORTATION COUNCIL

MEMBER OF CONGRESS  
HONORABLE BARBARA A MUKULSKI  
UNITED STATES SENATE  
WASHINGTON DC 20510 US

PARTY OF RECORD  
CLINTON J MILLER, III, GENERAL COUNSEL  
UNITED TRANSPORTATION UNION  
14600 DETROIT AVENUE  
CLEVELAND OH 44107-4250 US

PARTY OF RECORD  
G PAUL MOATES  
SIDLEY & AUSTIN  
122 EYE STREET, NW  
WASHINGTON DC 20006 US

Represents: MOATES SIDLEY & AUSTIN

PARTY OF RECORD  
C V MONIN  
BROTHERHOOD OF LOCOMOTIVE ENGINEERS  
1370 ONTARIO STREET  
CLEVELAND OH 44113 US

Represents: BROTHERHOOD OF LOCOMOTIVE  
ENGINEERS

PARTY OF RECORD  
KARL MORELL  
BALL JANTK LLP  
1435 F STREET NW SUITE 225  
WASHINGTON DC 20005 US

Represents: ANN ARBOR RAILROAD  
CHICAGO RAIL LINK LLC  
CONNECTICUT SOUTHERN RAILROAD INC  
GEORGIA WOODLANDS RAILROAD LLC  
INDIANA & OHIO RAILWAY COMPANY  
INDIANA SOUTHERN RAILROAD INC  
MANUFACTURERS JUNCTION RAILWAY LLC  
NEW ENGLAND CENTRAL RAILROAD INC  
NEWBURGH & SOUTH SHORE RAILROAD LTD  
NORTHERN OHIO & WESTERN RAILWAY LLC  
PITTSBURGH INDUSTRIAL RAILROAD INC

PARTY OF RECORD  
IAN MUIR  
BUNGE CORPORATION  
P O BOX 28500  
ST LOUIS MO 63146 US

Represents: BUNGE CORPORATION

PARTY OF RECORD  
WILLIAM A. MULLINS  
TROUTMAN SANDERS LLP  
1300 I STREET NW SUITE 500 EAST  
WASHINGTON DC 20005-3314 US

Represents: NEW YORK STATE ELECTRIC & GAS

PARTY OF RECORD  
JOHN R NADOLNY, VICE PRESIDENT & GENERAL  
COUNSEL  
BOSTON & MAINE CORPORATION  
IRON HORSE PARK  
NO BILLERICA MA 01862 US

Represents: BOSTON AND MAINE CORPORATION  
MAINE CENTRAL RAILROAD COMPANY  
SPRINGFIELD TERMINAL RAILWAY COMPANY

PARTY OF RECORD  
S J NASCA  
STATE LEGISLATIVE DIRECTOR UTU  
35 FULLER ROAD STE 205  
ALBANY NY 12205 US

PARTY OF RECORD  
GEFFALD P NORTON  
HARKINS CUNNINGHAM  
1300 19TH ST NW SUITE 500  
WASHINGTON DC 20036 US

PARTY OF RECORD  
SANDRA L NUNN  
FROST & JACOBS LLP  
201 EAST FIFTH STREET  
CINCINNATI OH 45202 US

Represents: SOUTHWEST OHIO REGIONAL TRANSIT  
AUTHORITY

PARTY OF RECORD  
PETER Q. NYCE, JR.  
U. S. DEPARTMENT OF THE ARMY  
901 NORTH STUART STREET  
ARLINGTON VA 22203 US

Represents: U. S. DEPARTMENT OF THE ARMY

PARTY OF RECORD  
KEITH G O'BRIEN  
REA, CROSS AND AUCHINCLOSS  
1920 N STREET NW, STE 420  
WASH DC 20036 US

Represents: OHIO RAIL DEVELOPMENT COMMISSION  
PUBLIC UTILITIES COMMISSION OF OHIO  
REDLAND OHIO INC

PARTY OF RECORD  
D J O'CONNELL  
GENERAL CHAIRPERSON UTU  
410 LANCASTER AVE STE 5  
HAVERFORD PA 19041 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT GO-77

PARTY OF RECORD  
CHRISTOPHER C O'HARA  
BRICKFIELD BURCHETTE & RITTS PC  
1025 THOMAS JEFFERSON ST NW EIGHTH FLOOR  
WASHINGTON DC 20007 US

Represents: STEEL DYNAMICS INC

PARTY OF RECORD  
THOMAS M O'LEARY  
OHIO RAIL DEVELOPMENT COMMISSION  
50 W BROAD STREET 5TH FLOOR  
COLUMBUS OH 43215 US

Represents: OHIO RAIL DEVELOPMENT COMMISSION

PARTY OF RECORD  
JOHN L. OBERDORFER  
PATTON BOGGS LLP  
2550 M ST NW  
WASHINGTON DC 20037-1301 US

Represents: COMMONWEALTH OF PENNSYLVANIA  
GOVERNOR THOMAS J RIDGE  
PENNSYLVANIA DEPARTMENT OF TRANSPORTATION

PARTY OF RECORD  
BYRON D. OLSEN  
FELHABER LARSON FENLON & VOGT PA  
601 SECOND AVENUE SOUTH 4200 FIRST BANK PLACE  
MINNEAPOLIS MN 55402-4302 US

Represents: EASTMAN KODAK COMPANY

PARTY OF RECORD  
L JOHN OSBORN  
SONNENSCHN NATH & ROSENTHAL  
1301 K STREET NW STE 600  
WASH DC 20005 US

Represents: CANADIAN NATIONAL RAILWAY COMPANY  
GRAND TRUNK WESTERN RAILROAD INCORPORATED

PARTY OF RECORD  
WILLIAM L OSTEEN  
ASSOCIATE GENERAL COUNSEL TVA  
400 WEST SUMMIT HILL DRIVE  
KNOXVILLE TN 37902 US

Represents: TENNESSEE VALLEY AUTHORITY

PARTY OF RECORD  
MONTY L PARKER  
CMC STEEL GROUP  
P O BOX 911  
SEGUIN TX 78156 US

Represents: CMC STEEL GROUP  
COMMERCIAL METALS COMPANY

GOVERNOR  
HONORABLE PAUL E. PATTON  
GOVERNOR  
700 CAPITOL AVENUE, STE 100  
FRANKFORT KY 40601 US

PARTY OF RECORD  
LAWRENCE PEPPER JR  
GRUCCIO PEPPER  
817 EAST LANDIS AV  
VINELAND NJ 08160 US

Represents: SOUTH JERSEY TRANSPORTATION  
PLANNING ORGANIZATION

PARTY OF RECORD  
F R PICKELL  
GENERAL CHAIRPERSON UTU  
6797 NORTH HIGH ST STE 108  
WORTHINGTON OH 43085 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT  
CONRAIL WEST & SOUTH/NORFOLK SOUTHERN  
RAILWAY CO GO-777

PARTY OF RECORD  
PATRICK R PLUMMER  
GUERRIERI EDMOND & CLAYMAN PC  
1331 F ST NW  
WASH DC 20004 US

Represents: INTERNATIONAL ASSOCIATION OF  
MACHINISTS AND AEROSPACE WORKERS  
UNITED RAILWAY SUPERVISORS ASSOCIATION

PARTY OF RECORD  
ANDREW R PLUMF  
ZUCKERT, SCOUTT, RASENBERGER  
888 17TH STREET NW STE 600  
WASHINGTON DC 20006-3939 US

PARTY OF RECORD  
JOSEPH P. POMPONIO  
FEDERAL RAILROAD ADMIN.  
400 7TH ST SW RCC-30  
WASHINGTON DC 20590 US

Represents: FEDERAL RAILROAD ADMINIST.

MEMBER OF CONGRESS  
HONORABLE ROB PORTMAN  
U. S. HOUSE OF REPRESENTATIVES  
8044 MONTGOMERY ROAD, ROOM 540  
CINCINNATI OH 45236 US

PARTY OF RECORD  
LARRY R. PRUDEN  
TRANS. COMM. INTL UNION  
3 RESEARCH PLACE  
ROCKVILLE MD 20850 US

MEMBER OF CONGRESS  
HONORABLE DEBORAH PRYCE  
U. S. HOUSE OF REPRESENTATIVES  
500 SOUTH FRONT STREET, ROOM 1136  
COLUMBUS OH 43215 US

PARTY OF RECORD  
HAROLD P QUINN JR SENIOR VP & GENERAL COUNSEL  
NATL MINING ASSOCIATION  
1130 SEVENTEENTH ST NW  
WASH DC 20036 US

Represents: NATIONAL MINING ASSOCIATION

## PARTY OF RECORD

J T REED  
GENERAL CHAIRPERSON UTU  
7785 BAY MEADOWS WAY STE 109  
JACKSONVILLE FL 32256 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT B&O

## MEMBER OF CONGRESS

HON. RALPH REGULA  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

## GOVERNOR

HONORABLE THOMAS J RIDGE  
GOVERNOR, COMMONWEALTH OF PENNSYLVANIA  
225 MAIN CAPITOL BUILDING  
HARRISBURG PA 17120 US

## PARTY OF RECORD

ARVID E. ROACH II  
COVINGTON & HURLING  
PO BOX 7566  
1201 PENNSYLVANIA AVE N W  
WASHINGTON DC 20044-7566 US

Represents: UNION PACIFIC CORP  
UNION PACIFIC RAILROAD COMPANY

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HON. CHARLES ROBB  
UNITED STATES SENATE  
WASHINGTON DC 20510 US

## PARTY OF RECORD

JAMES F ROBERTS  
210 E LOMBARD STREET  
BALTIMORE MD 21202 US

Represents: COALARBED INTERNATIONAL TRADING

## PARTY OF RECORD

JOHN M ROBINSON  
9616 OLD SPRING ROAD  
KENSINGTON MD 20895-3124 US

Represents: EFFINGHAM RAILROAD COMPANY  
ILLINOIS WESTERN RAILROAD COMPANY

## PARTY OF RECORD

J L RODRIGUES  
GENERAL CHAIRMAN UTU  
480 OSCEOLA AVENUE  
JACKSONVILLE FL 32250 US

Represents: UNITED TRANSPORTATION UNION GO-513

## PARTY OF RECORD

EDWARD J RODRIQUEZ  
PO BOX 298  
67 MAIN ST  
CENTERBROOK CT 06409 US

Represents: HOUSATONIC RAILROAD CO INC

## PARTY OF RECORD

DAVID ROLOFF  
GOLDSTEIN & ROLOFF  
526 SUPERIOR AVENUE EAST SUITE 1440  
CLEVELAND OH 44114 US

Represents: LOCAL 1913 INTERNATIONAL  
LONGSHOREMEN'S UNION

## PARTY OF RECORD

JOHN JAY ROSACKER  
KS. DEPT OF TRANSP  
217 SE 4TH ST 2ND FLOOR  
TOPEKA KS 66603 US

Represents: KANSAS DEPARTMENT OF  
TRANSPORTATION

## PARTY OF RECORD

CHARLES M. ROSENBERGER  
CSX TRANSPORTATION  
500 WATER STREET  
JACKSONVILLE FL 32202 US

## PARTY OF RECORD

CHRISTINE H. ROSSO  
IL ASSISTANT ATTORNEY GENERAL  
100 W RANDOLPH ST 15TH FLOOR  
CHICAGO IL 60601 US

Represents: STATE OF ILLINOIS

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HON WILLIAM V. ROTH JR  
U S SENATE  
WASHINGTON DC 20510-0001 US

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HONORABLE BOBBY L. RUSH  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-9997 US

## PARTY OF RECORD

THOMAS R RYDMAN PRESIDENT  
INDIAN CREEK RAILROAD COMPANY  
3905 W 600 NORTH  
ANDERSON IN 46011 US

Represents: INDIAN CREEK RAILROAD COMPANY

## MEMBER OF CONGRESS

HONORABLE RICK SANTORUM  
UNITED STATES SENATE  
WASHINGTON DC 20510-3804 US

## PARTY OF RECORD

R K SARGENT  
GENERAL CHAIRPERSON UTU  
1319 CHESTNUT STREET  
KENOVA WV 25530 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT CSXT -C&O NORTH

## MEMBER OF CONGRESS

HONORABLE THOMAS C. SAWYER  
PO BOX 1463  
SOUTH BEND IN 46624-1463 US

## MEMBER OF CONGRESS

HONORABLE THOMAS C. SAWYER  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON, DC 20423 US

## PARTY OF RECORD

COTT M SAYLOR  
NORTH CAROLINA RAILROAD CO  
3209 ATLANTIC AV STE 110  
RALEIGH NC 27604 US

## PARTY OF RECORD

G CRAIG SCHELTER  
PDC  
1500 MARKET STREET  
PHILADELPHIA PA 19102 US

Represents: PHILADELPHIA INDUSTRIAL DEVELOPMENT  
CORPORATION

PARTY OF RECORD  
FREDRICK H SCHRANCK  
PO BOX 778  
DOVER DE 19903 US

Represents: DELAWARE DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
RANDOLPH L. SEGER  
MCMALE COOK & WELCH PC  
320 N MERIDIAN STREET STE 1100  
INDIANAPOLIS IN 46204 US

Represents: CITY OF INDIANAPOLIS INDIANA

PARTY OF RECORD  
DIANE SETTZ  
CENTRAL HUDSON GAS & ELECTRIC CORP  
284 SOUTH AVENUE  
POUGHKEEPSIE NY 12601 US

Represents: CENTRAL HUDSON GAS & ELECTRIC  
CORPORATION

PARTY OF RECORD  
DENISE L. SEJNA CITY ATTORNEY  
CITY OF HAMMOND  
3925 CALUMET AV  
HAMMOND IN 46320 US

Represents: CITY OF HAMMOND INDIANA

PARTY OF RECORD  
ANTHONY P. SEMANICK  
347 MADISON AVENUE  
NEW YORK NY 10017-3706 US

Represents: METROPOLITAN TRANSPORTATION  
AUTHORITY

PARTY OF RECORD  
ROGER A. SERPE  
INDIANA HARBOR BELT RR  
175 WEST JACKSON BOULEVARD SUITE 1460  
CHICAGO IL 60604 US

Represents: INDIANA HARBOR BELT RAILROAD  
COMPANY

PARTY OF RECORD  
JAMES E SHEPHERD  
TUSCOLA & SAGINAW BAY  
PO BOX 350  
OWOSSO MI 48867-0350 US

Represents: TUSCOLA & SAGINAW BAY RAILWAY  
COMPANY INC

PARTY OF RECORD  
MARK H. SIDMAN  
WEINER, BRODSKY, SIDMAN  
1350 NEW YORK AVE NW STE 800  
WASHINGTON DC 20005 US

Represents: CENTRAL RAILROAD COMPANY OF INDIANA  
CENTRAL RAILROAD COMPANY OF INDIANAPOLIS  
NEW YORK & ATLANTIC RAILWAY

PARTY OF RECORD  
PHILIP G SIDO  
UNION CAMP CORPORATION  
1600 VALLEY ROAD  
WAYNE NJ 07470 US

Represents: UNION CAMP CORPORATION

PARTY OF RECORD  
KENNETH E. SIEGEL  
AMERICAN TRUCKING ASSOC.  
2200 MILL ROAD

ALEXANDRIA VA 22314-4677 US

PARTY OF RECORD  
PATRICK B. SIMMONS  
NC DEPT OF TRANSP  
1 S WILMINGTON STREET ROOM 357  
RALEIGH NC 27611 US

Represents: NORTH CAROLINA DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
WILLIAM C. SIPPEL  
OFFENHEIMER WOLFF & DONNELLY  
180 N STETSON AVE TWO PRUDENTIAL PLAZA 45TH  
FLOOR  
CHICAGO IL 60601 US

Represents: BESSEMER & LAKE ERIE RR CO  
JOLIN JOLIET AND EASTERN RAILWAY COMPANY  
TRANSTAR INC

PARTY OF RECORD  
RICHARD G. SLATTERY  
AMTRAK  
60 MASSACHUSETTS AVENUE N E  
WASHINGTON DC 20002 US

PARTY OF RECORD  
WILLIAM L. SLOVER  
SLOVER & LOFTUS  
1224 SEVENTEENTH STREET NW  
WASHINGTON DC 20036-3003 US

Represents: STATE OF NEW YORK DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
GARRET G. SMITH  
MOBIL OIL CORPORATION  
3225 GALLOWAY RD RM 84903  
FAIRFAX VA 22037-0001 US

Represents: MOBIL OIL CORPORATION

MEMBER OF CONGRESS  
HON ROBERT F. SMITH  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
PAUL SAMUEL SMITH  
U. S. DEPT OF TRANSP  
400 7TH ST SW, ROOM 4102 C-30  
WASHINGTON DC 20590 US

Represents: U S DEPARTMENT OF TRANSPORTATION

PARTY OF RECORD  
MIKE SPANIS  
FINA OIL & CHEMICAL CO.  
PO BOX 2159  
DALLAS TX 75221 US

Represents: FINA OIL AND CHEMICAL COMPANY

MEMBER OF CONGRESS  
HON ARLEN SPECTER  
UNITED STATES SENATE  
WASHINGTON DC 20510-3802 US

PARTY OF RECORD  
CHARLES A SPITULNIK  
HOPKINS & SUTTER  
838 SIXTEENTH STREET NW  
WASHINGTON DC 20006 US

Representative: COMMUTER RAIL DIVISION REGIONAL  
TRANSPORT AUTHORITY-NORTHEAST  
ILLINOIS REGIONAL COMMUTER RR CORP D/B/A METRA  
FLORIDA POWER & LIGHT COMPANY  
NEW YORK CITY ECONOMIC DEVELOPMENT  
CORPORATION  
PHILADELPHIA BELT LINE RAILROAD COMPANY

PARTY OF RECORD  
MARY GABRIELLE SPRAGUE  
555 TWELTH STREET NW  
WASHINGTON DC 20004-1202 US

MEMBER OF CONGRESS  
HON. LOUIS E. STOKES  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
EILEEN S. STOMMES, DIRECTOR, T&M DIVISION  
AGRICULTURAL MARKETING SERVICE, USDA  
P. O. BOX 96456  
WASHINGTON DC 20090-6456 US

Representative: U S DEPARTMENT OF AGRICULTURE

PARTY OF RECORD  
SCOTT N. STONE  
PATTON BOGGS LLP  
2550 M STREET NW 7TH FLOOR  
WASHINGTON DC 20037-1346 US

MEMBER OF CONGRESS  
HONORABLE TED STRICKLAND  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
D G STRUNK JR  
GENERAL CHAIRPERSON UTU  
817 KILBOURNE STREET  
BELLEVUE OH 44811 US

Representative: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT GO-687

PARTY OF RECORD  
JAMES F SULLIVAN  
CT DEPT OF TRANSPORTATION  
P O BOX 317546  
NEWINGTON CT 06131 US

Representative: CONNECTICUT DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
DANIEL J. SWEENEY  
MCCARTHY, SWEENEY & HARKAWAY, P. C.  
1750 PENNSYLVANIA AVE NW, STE 1105  
WASHINGTON DC 20006 US

Representative: PENNSYLVANIA POWER & LIGHT COMPANY

PARTY OF RECORD  
ROBERT G. SZABO  
V NESS FELDMAN  
1050 THO JEFFERSON STREET, NW  
WASHINGTON DC 20007 US

Representative: CONSUMERS UNITED FOR RAIL EQUITY

PARTY OF RECORD  
J E THOMAS  
HERCULES INCORPORATED  
1313 NORTH MARKET STREET  
WILMINGTON DE 19894 US

PARTY OF RECORD  
K N THOMPSON  
GENERAL CHAIRPERSON UTU  
11017-F GRAVOIS INDUSTRIAL PLAZA  
ST LOUIS MO 63128 US

PARTY OF RECORD  
WILLIAM R THOMPSON  
CITY OF PHILADELPHIA LAW DEPT  
1600 ARCH ST 10TH FLOOR  
PHILADELPHIA PA 19103 US

Representative: CITY OF PHILADELPHIA PA

PARTY OF RECORD  
W DAVID TIDHOLM  
HUTCHESON & GRUNDY  
1200 SMITH STREET #3300  
HOUSTON TX 77002 US

MEMBER OF CONGRESS  
HONORABLE ROBERT G. TORRICELLI  
1 RIVER FRONT PLAZA, 3RD FLOOR  
NEWARK NJ 07102 US

MEMBER OF CONGRESS  
HONORABLE ROBERT G. TORRICELLI  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

MEMBER OF CONGRESS  
JAMES A TRAFICANT JR  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-3517 US

PARTY OF RECORD  
MERRILL L. TRAVIS  
ILLINOIS DEPT. OF TRANSP.  
2300 S. 10TH DIRKSEN PARKWAY ROOM 302  
SPRINGFIELD IL 62703-4555 US

Representative: ILLINOIS DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
MAYOR VINCENT M URBIN  
150 AVON BELDEN RD  
AVON LAKE OH 44012 US

Representative: CITY OF AVON LAKE OHIO

PARTY OF RECORD  
STEPHEN M UTHOFF  
CONIGLIO & UTHOFF  
110 WEST OCEAN BOULEVARD SUITE C  
LONG BEACH CA 90802 US

Representative: THE RAIL-BRIDGE TERMINALS  
CORPORATION

PARTY OF RECORD  
J WILLIAM VAN DYKE  
NJ TRANSPORTATION PLANNING AUTHORITY  
ONE NEWARK CENTER, 17TH FLOOR  
NEWARK NJ 07102 US

Representative: NORTH JERSEY TRANSPORTATION  
PLANNING AUTHORITY

PARTY OF RECORD  
WILLIAM C VAN SLYKE  
152 WASHINGTON AVENUE  
ALBANY NY 12210 US

Represents: THE BUSINESS COUNCIL OF NEW YORK  
STATE INC

MEMBER OF CONGRESS  
HONORABLE PETER J. VISCLOSKEY  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
JOHN A. VUONO  
VUONO & GRAY  
2310 GRANT BUILDING  
PITTSBURGH PA 15219 US

Represents: NATIONAL STEEL CORPORATION

PARTY OF RECORD  
FRONALDS WALKER  
CITIZENS GAS & COKE UTILITY  
2020 N MERIDIAN STREET  
INDIANAPOLIS IN 46202 US

Represents: CITIZENS GAS & COKE UTILITY

PARTY OF RECORD  
JACK A WALTER  
WCI STEEL INC  
1040 PINE AVENUE S E  
WARREN OH 44483 US

Represents: WCI STEEL INC

MEMBER OF CONGRESS  
HONORABLE JOHN WARNER  
UNITED STATES SENATE  
WASHINGTON DC 20510 US

MEMBER OF CONGRESS  
HONORABLE JOHN WARNER  
UNITED STATES SENATE  
P O BOX 8817  
235 FEDERAL BUILDING  
ABINGDON VA 24210-0887 US

PARTY OF RECORD  
JAMES P. WEISS  
PRESTON GATES ELLIS ET AL  
1735 NEW YORK AVENUE NW SUITE 500  
WASHINGTON DC 20006 US

Represents: MARYLAND DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
HUGH H. WELSH  
LAW DEPT., SUITE 67E  
ONE WORLD TRADE CENTER  
NEW YORK NY 10048-0202 US

PARTY OF RECORD  
RAY WESTBROOK  
CITY HALL RM 216  
601 LAKESIDE AV NE  
CLEVELAND OH 44114 US

Represents: CITY OF CLEVELAND OHIO

MEMBER OF CONGRESS  
HONORABLE BOE WEYGAND  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
CHARLES H. WHITE, JR.  
GALLAND, KHARASCH & GARFINKLE, P. C.  
1054 THIRTY-FIRST STREET NW  
WASHINGTON DC 20007-4492 US

Represents: STARK DEVELOPMENT BOARD INC  
WHEELING & LAKE ERIE RAILWAY COMPANY

PARTY OF RECORD  
WILLIAM W., JR. WHITEHURST  
W W WHITEHURST & ASSOCIATES, INC.  
12421 HAPPY HOLLOW ROAD  
COCKEYSVILLE MD 21030 US

Represents: W W WHITEHURST & ASSOCIATES INC

PARTY OF RECORD  
HENRY M. WICK, JR.  
WICK, STREIFF, ET AL  
1450 TWO CHATHAM CENTER  
PITTSBURGH PA 15219 US

Represents: U S CLAY PRODUCERS TRAFFIC  
ASSOCIATION INC

PARTY OF RECORD  
ROBERT J WILL  
UNITED TRANSPORTATION UNION  
4134 GRAVE RUN RD  
MANCHESTER MD 21102 US

PARTY OF RECORD  
RICHARD R WILSON  
1126 EIGHT AV STE 403  
ALTOONA PA 16602 US

Represents: ASHLAND RAILROAD COMPANY  
DURHAM TRANSPORT INC  
JUNIATA VALLEY RAILROAD COMPANY  
LYCOMING VALLEY RAILROAD COMPANY  
NITTANY & BALD EAGLE RAILROAD COMPANY  
NORTH SHORE RAILROAD COMPANY  
NORTHWEST PENNSYLVANIA RAIL AUTHORITY  
OHI RAIL CORPORATION  
RICHARD D ROBEY  
SHAMOKIN VALLEY RAILROAD COMPANY  
SOUTHWESTERN PENNSYLVANIA REGIONAL PLANNING  
COMMISSION  
STURBRIDGE RAILROAD COMPANY  
TRANSPORTATION COMMITTEE PENNSYLVANIA HOUSE  
OF REPRESENTATIVES  
WELLESBORO & CORNING RAILROAD COMPANY

PARTY OF RECORD  
ROBERT A. WIMBISH, ESQ.  
REA, CROSS & AUCHINCLOSS  
1920 N STREET NW SUITE 420  
WASHINGTON DC 20036 US

Represents: CONNECTICUT CENTRAL RAILROAD

PARTY OF RECORD  
C D WINEBRENNER  
GENERAL CHAIRPERSON UTU  
27801 EUCLID AV RM 200  
EUCLID OH 44132 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT GO-651

PARTY OF RECORD  
JOHN F WING CHAIRMAN  
CITIZENS ADVISORY COMMITTEE  
601 NORTH HOWARD STREET  
BALTIMORE MD 21201 US

Represents: CITIZENS ADVISORY COMMITTEE

MEMBER OF CONGRESS  
HONORABLE BOB WISE  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20510 US

PARTY OF RECORD  
SERGEANT W WISE  
LIVONIA, AVON & LAKEVILLE RAILROAD CORPORATION  
P. O. BOX 190-B  
5769 SWEETENERS BLVD  
LAKEVILLE NY 14480 US

~~Represents:~~ LIVONIA AVON & LAKEVILLE RAILROAD  
CORPORATION

PARTY OF RECORD  
TIMOTHY A WOLFE  
WYANDOT DOLOMITE INC  
P O BOX 99 1794 CO RD #99  
CAREY OH 43316 US

~~Represents:~~ WYANDOT DOLOMITE INC

PARTY OF RECORD  
FREDERIC L. WOOD  
DONELAN, CLEARY, WOOD & MASER, P. C.  
1100 NEW YORK AVE NW STE 750  
WASHINGTON DC 20005-3934 US

~~Represents:~~ NATIONAL INDUSTRIAL TRANSPORTATION  
LEAGUE

PARTY OF RECORD  
E C WRIGHT  
RAIL TRANSPORTATION PROCUREMENT MANAGER  
1007 MARKET STREET, DUPONT BLDG 3100  
WILMINGTON DE 19898 US

~~Represents:~~ E I DU PONT DE NEMOURS AND COMPANY

PARTY OF RECORD  
L PAT WYNNS  
SUITE 210  
1050 - 17TH STREET N W  
WASHINGTON DC 20036-5503 US

PARTY OF RECORD  
EDWARD WYTKIND, EXECUTIVE DIRECTOR  
TRANSP TRADES DEPT AFL-CIO  
400 N CAPITOL ST SW STE 861  
WASHINGTON DC 20001 US

~~Represents:~~ TRANSPORTATION TRADES DEPARTMENT  
AFL-CIO

PARTY OF RECORD  
SHELDON A ZABEL  
SCHIFF HARDIN & WAITE  
7200 SEARS TOWER  
CHICAGO IL 60606 US

~~Represents:~~ NORTHERN INDIANA PUBLIC SERVICE  
COMPANY

PARTY OF RECORD  
SCOTT M ZIMMERMAN  
ZUCKERT SCOUTT & RASENBERGER L L P  
888 SEVENTEENTH STREET NW  
WASHINGTON DC 20006 US

PARTY OF RECORD  
WALTER E ZULLIG JR SPECIAL COUNSEL  
METRO-NORTH COMMUTER RAILROAD COMPANY  
347 MADISON AVE  
NEW YORK NY 10017-3706 US

~~Represents:~~ METRO-NORTH COMMUTER RAILROAD  
COMPANY

STB

FD-33388

ID-181584

8-22-97

D

81584

**HOGAN & HARTSON**  
**LLP**

D

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

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

August 22, 1997

BY HAND DELIVERY

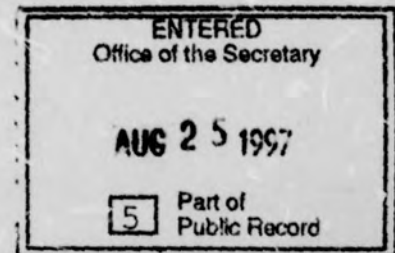
The Honorable Vernon A. Williams  
Secretary, Surface Transportation Board  
Case Control Branch  
ATTN: STB Finance Docket No. 33388  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001



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

Dear Secretary Williams:

Enclosed for filing in the above-referenced docket  
are an original and twenty-five copies of (1) Canadian  
Pacific Parties' Description of Anticipated Responsive  
Application, and (2) Canadian Pacific Parties' Petition for  
Waiver or Clarification of Railroad Consolidation Procedures.  
Also enclosed is a 3.5-inch diskette, formatted



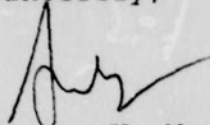
HOGAN & HARISON LLP

The Honorable Vernon A. Williams  
August 22, 1997  
Page 2

for WordPerfect 5.x for Windows, which can be converted to  
WordPerfect 7.0, containing the pleadings.

Thank you for your assistance.

Sincerely,



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

GWM:jms

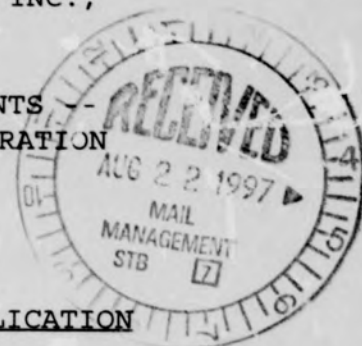
Enclosures

cc: All Counsel of Record  
The Honorable Jacob Leventhal

BEFORE THE  
SURFACE TRANSPORTATION BOARD

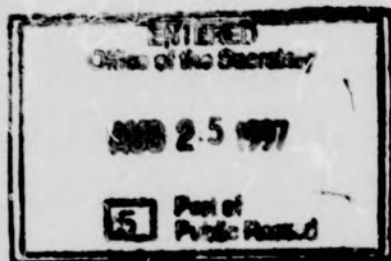
Finance Docket No. 33386

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



CANADIAN PACIFIC PARTIES'  
DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION

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



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

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

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

---

CANADIAN PACIFIC PARTIES'  
DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION

Pursuant to the Board's Decision No. 6, Canadian Pacific Railway Company ("CPR"), Delaware and Hudson Railway Company, Inc. ("D&H"), Soo Line Railroad Company ("Soo"), and St. Lawrence & Hudson Railway Company Limited ("StL&H") (collectively "Canadian Pacific Parties" or "CP") hereby provide a description of the responsive application D&H anticipates filing in this proceeding.

CPR is one of the two major Canadian railroads. It operates a rail network that serves most of the principal centers of Canada, as well as, through its own properties and those of its wholly owned subsidiaries D&H, Soo, and StL&H, certain major centers in the midwestern and northeastern United States. CPR acquired the assets of D&H, the nation's oldest transportation company, out of bankruptcy in 1991, and has committed substantial

resources in an effort to make D&H a viable competitive force in the northeastern United States.

The proposed transaction -- pursuant to which CSX Corporation and CSX Transportation, Inc. ("CSX") on the one hand, and Norfolk Southern Corporation and Norfolk Southern Railway Company ("NS") on the other, propose to acquire joint control of Conrail Inc. ("CRI") and to divide the assets of Consolidated Rail Corporation ("Conrail") into certain assets to be leased to them individually, certain assets to be sold to them individually, and certain assets to continue to be owned and operated by Conrail -- will threaten the ability of D&H to continue to provide competitive and essential services, and as a consequence will diminish the competitive options available to shippers and the public generally.

To ameliorate the adverse competitive impact of the proposed transaction and its effects on D&H, D&H anticipates filing a responsive application seeking the following relief:

(1) Reciprocal Switching. D&H will seek access through reciprocal switching rights (including without limitation intermediate switching rights) at non-discriminatory rates with respect to:

(a) North Jersey Shared Assets Area, including without limitation all existing and future customers, facilities, Port terminals, and shortline railroads within that area, which reciprocal switching rights will be utilized via appropriate

Conrail shared assets facilities, which in turn will be accessed via D&H's Oak Island, NJ yard, and via D&H's trackage rights;

(b) South Jersey/Philadelphia Shared Assets Area, including without limitation all existing and future customers, facilities, Port terminals and shortline railroads within that area (which area includes without limitation the current Philadelphia switching district and north section of the Belt Line Railway), which reciprocal switching rights will be utilized via appropriate Conrail shared assets facilities, which in turn will be accessed via D&H's existing Philadelphia facilities;

(c) Buffalo-Niagara Frontier terminal area, including without limitation elimination of restrictions on current D&H reciprocal switching rights within that area; and

(d) Baltimore, MD terminal area, including without limitation all existing and future customers, facilities, Port terminals and shortline railroads within the area. (To the extent that utilization of these reciprocal switching rights require agreement with Amtrak, D&H will pursue negotiation of the necessary Amtrak agreement; Conrail-related limitations on Amtrak's right to permit D&H to interchange traffic in connection with D&H's current trackage rights over Amtrak's lines would be eliminated under item 2 below).

(2) Elimination of Particular Restrictions in D&H's Existing Trackage Rights. D&H will seek elimination of particular restrictions contained in its existing trackage rights over CR lines which restrictions are an outgrowth of ill-advised

Final System Plan limitations on those rights. This will include elimination of the Amtrak-related restriction referenced in item 1(d) above, whether derived from the Final System Plan or contract. These restrictions serve to limit D&H's ability to carry particular types of traffic over certain CR (and Amtrak) lines and to interchange with particular carriers. In addition, D&H will seek certain de minimis trackage rights to make the elimination of the aforementioned restrictions effective.

(3) Trackage Rights. D&H will seek the following trackage rights:

(a) To provide a single-line competitive service to the shippers of New York and Long Island and provide an alternate competitive connection to the New York and Atlantic Railroad at Fresh Ponds, NY, D&H will seek full service trackage rights at non-discriminatory rates over the following route:

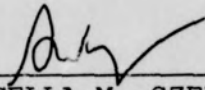
- over Conrail (CSX) trackage between Schenectady, NY and Poughkeepsie, NY;
- over Metro-North trackage between Poughkeepsie, NY and New York City (to the extent necessary, D&H will negotiate these trackage rights with Metro-North; D&H seeks only removal of any Conrail restrictions that would limit grant of these trackage rights to D&H); and
- then on to CR (CSX) trackage to Fresh Pond, NY.

(b) To provide a single-line competitive service to the shippers of the New York service area, D&H will seek

overhead trackage rights at non-discriminatory rates over the following route:

- over CR (CSX) trackage between its junction with the D&H at Kenwood Yard in Albany, NY, including Selkirk, NY as an intermediate point, and D&H's Oak Island, NJ terminal and/or the appropriate shared assets terminal in the North Jersey Shared Assets Area, including the right to serve directly Port of New York and New Jersey facilities.

Respectfully submitted,



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

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

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

August 22, 1997

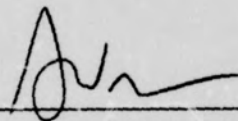
CERTIFICATE OF SERVICE

I hereby certify that on this 22nd day of August, 1997,  
I served by the means indicated below a copy of the foregoing  
Canadian Pacific Parties' Description of Anticipated Responsive  
Application on the following:

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

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

Counsel for parties of record (certain such  
counsel, identified for the first time in the  
Board's recently published service list, will be  
served within 10 days of the service date of such  
service list)  
(by first-class mail)



---

George W. Mayo, Jr.

STB

FD-33388

ID-181416

8-22-97

D

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

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

PHILADELPHIA OFFICE:  
SIXTEENTH FLOOR  
TWO PENN CENTER PLAZA  
PHILADELPHIA, PA 19102  
(215) 553-9400

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

DELAWARE COUNTY OFFICE:  
205 NORTH MONROE STREET  
POST OFFICE BOX 1430  
MEDIA, PA 19063  
(610) 365-6040

ERIC M. HOCKY

August 22, 1997



**HAND DELIVERY BY COURIER**

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

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

Dear Sir or Madam:

Enclosed for filing in the above referenced proceeding are  
the original and 25 copies of each of the following documents:

BPRR-2/ALY-2 - Description of Responsive Applications  
Anticipated By Buffalo & Pittsburgh Railroad,  
Inc. and Allegheny & Eastern Railroad, Inc.  
(Sub Docket Nos. 43-51)

D 181416  
RSR-2

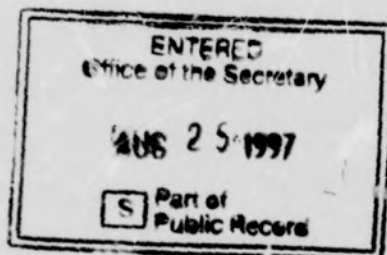
BEFORE THE  
SURFACE TRANSPORTATION BOARD  
STB FINANCE DOCKET NO. 33382

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 APPLICATIONS ANTICIPATED BY  
ROCHESTER & SOUTHERN RAILROAD, INC.

*(Sub Docket Nos. 32 and 36) encls*



William P. Quinn  
Eric M. Hocky  
GOLLATZ, GRIFFIN & EWING, P.C.  
213 West Miner Street  
P.O. Box 796  
West Chester, PA 19381-0796  
(610) 692-9116  
Attorneys for Rochester & Southern  
Railroad, Inc.

Dated: August 22, 1997

BEFORE THE  
**SURFACE TRANSPORTATION BOARD**  
STB FINANCE DOCKET NO. 33388

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

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**DESCRIPTION OF RESPONSIVE APPLICATIONS ANTICIPATED BY  
ROCHESTER & SOUTHERN RAILROAD, INC.**

(Sub Docket Nos. 52 and 56)

---

Rochester & Southern Railroad, Inc. ("RSR")<sup>1</sup> in accordance with Decision No. 7 served May 30, 1997, and Decision No. 12 served July 23, 1997, hereby files its Description of Anticipated Responsive Applications:

**INTRODUCTION**

RSR operates a line of railroad between Rochester and Silver Spring and a line between Machias and Ashford Junction in the State of New York.<sup>2</sup> RSR participates in routes with Buffalo & Pittsburgh Railroad, Inc. ("BPRR") and other railroads in the GWI system which

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<sup>1</sup> RSR is a wholly owned subsidiary of Genesee & Wyoming, Inc. ("GWI")

<sup>2</sup> RSR has Delaware and Hudson Railway haulage rights over tracks of Consolidated Rail Corporation ("Conrail") between Silver Spring and Buffalo, NY.

compete with routes of Conrail. The NS-CSXT transaction will provide new single line service routes that are expected to divert substantial traffic from RSR. To maintain continued financial stability and to address competitive harms caused by the primary transaction, RSR anticipates filing the responsive applications described herein.

A map showing the lines of RSR and its affiliates in the region is attached hereto.

#### **DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATIONS**

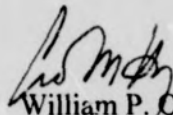
##### **Sub Docket No. 52**

RSR will seek authority under section 11323 or 10902 for the use of tracks in CSXT's yard at Genesee Junction, NY, for the direct interchange of traffic with Livonia, Avon & Lakeville Railroad without restrictions.

##### **Sub Docket No. 56**

RSR will seek authority under section 10903 to abandon its line of railroad between Machias and Ashford Junction, NY.

Respectfully submitted,



William P. Quinn  
Eric M. Hocky  
GOLLATZ, GRIFFIN & EWING, P.C.  
213 West Miner Street  
P.O. Box 796  
West Chester, PA 19381-0796  
(610) 692-9116  
Attorneys for Rochester & Southern  
Railroad, Inc.

Dated: August 22, 1997

### **CERTIFICATE OF SERVICE**

I hereby certify that on this date a copy of the foregoing document was served by first class mail on the following persons and on Parties of Record listed in Decision No. 21:

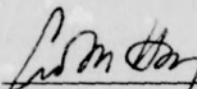
Administrative Law Judge Jacob Leventhal  
Federal Energy Regulatory Commission  
888 First Street, NE, Suite 11F  
Washington, DC 20426

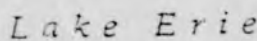
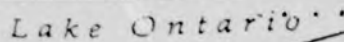
Dennis G. Lyons, Esq.  
Arnold & Porter  
555 12th Street, N.W.  
Washington, DC 20004-1202

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

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

Dated: August 22, 1997

  
Eric M. Hocky



April 20, 1996

SCALE OF MILES

IRS

STB

FD-33388

ID-181391

8-22-97

D

181391

~~181391~~

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

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

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

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

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

ERIC M. HOCKY

August 22, 1997



**HAND DELIVERY BY COURIER**

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

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

Dear Sir or Madam:

Enclosed for filing in the above referenced proceeding are  
the original and 25 copies of each of the following documents:

BPRR-2/ALY-2 - Description of Responsive Applications  
Anticipated By Buffalo & Pittsburgh Railroad,  
Inc. and Allegheny & Eastern Railroad, Inc.  
(Sub Docket Nos. 43-51)

Office of the Secretary  
Case Control Unit  
August 20, 1997  
Page 2

BPRR-3/ALY-3 - Petition of Buffalo & Pittsburgh Railroad,  
Inc. and Allegheny & Eastern Railroad, Inc.  
for Clarification and Waivers (Sub Docket  
Nos. 43-51)

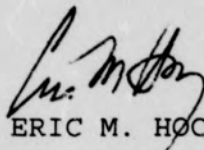
RSR-2 - Description of Responsive Applications  
Anticipated by Rochester & Southern  
Railroad, Inc. (Sub Docket Nos. 52 and 56)

RSR-3 - Petition of Rochester & Southern Railroad,  
Inc. for Clarification and Waivers (Sub  
Docket Nos. 52 and 56).

Also enclosed is a diskette containing each of the four  
filings in a format (WordPerfect 6.1) that can be converted into  
WordPerfect 7.0.

Kindly time stamp the enclosed extra copy of this letter to  
indicate receipt and return it to me in the self-addressed  
envelope provided for your convenience.

Respectfully,



ERIC M. HOCKY

Enclosures

181391

BPRR-2  
ALY-2



BEFORE THE

STB FINANCE DOCKET NO. 3388

**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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**DESCRIPTION OF RESPONSIVE APPLICATIONS ANTICIPATED BY  
BUFFALO & PITTSBURGH RAILROAD, INC. AND  
ALLEGHENY & EASTERN RAILROAD, INC.**

(Sub Docket Nos. 43 -51)

---

William P. Quinn  
Eric M. Hocky  
GOLLATZ, GRIFFIN & EWING, P.C.  
213 West Miner Street  
P.O. Box 796  
West Chester, PA 19381-0796  
(610) 692-9116  
Attorneys for Buffalo & Pittsburgh  
Railroad, Inc. and Allegheny & Eastern  
Railroad, Inc.

Dated: August 22, 1997

BEFORE THE  
**SURFACE TRANSPORTATION BOARD**  
STB FINANCE DOCKET NO. 33388



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

---

**DESCRIPTION OF RESPONSIVE APPLICATIONS ANTICIPATED BY  
BUFFALO & PITTSBURGH RAILROAD, INC. AND  
ALLEGHENY & EASTERN RAILROAD, INC.**

(Sub Docket Nos. 43-51)

---

Buffalo & Pittsburgh Railroad, Inc. ("BPRR") and its affiliate Allegheny & Eastern Railroad, Inc. ("ALY")<sup>1</sup>, in accordance with Decision No. 7 served May 30, 1997, and Decision No. 12 served July 23, 1997, hereby file their Description of Anticipated Responsive Applications:

**INTRODUCTION**

BPRR, a Class II rail carrier, operates lines of railroad in the States of Pennsylvania and New York which were acquired from CSX Transportation, Inc. ("CSXT") in 1988. See ICC Finance Docket No. 31116, *Buffalo & Pittsburgh Railroad, Inc.--Exemption--Acquisition & Operation of Lines in New York and Pennsylvania, et al.*, October 27, 1988, 1988 ICC LEXIS

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<sup>1</sup> BPRR and ALY are both wholly owned subsidiaries of Genesee & Wyoming Inc. ("GWI").

331. BPRR interchanges traffic with both Norfolk Southern Railway Company ("NS") and CSXT for traffic originating and terminating on their lines. The joint routes now compete with routes of Consolidated Rail Corporation ("Conrail") for most of this traffic. As a result of the transaction proposed in this proceeding, NS and CSXT will be able to provide single line service for much of this traffic, and will no longer need to use BPRR as a bridge carrier. This is confirmed by Applicants' own diversion studies which show that virtually all of this traffic, producing annual freight revenue of approximately \$8.3 million (approximately 40% of BPRR's annual freight revenue), is expected to be diverted as a result of that transaction. CSXT's studies estimate that about \$7.1 million will be diverted from BPRR annually, including over \$3.5 million of annual coal traffic revenue - the greatest loss of coal traffic forecast for any railroad.<sup>2</sup> Application, vol. 2A at 176, 183. Further, traffic diversion studies conducted for Norfolk Southern Railway Company ("NS") disclose that BPRR will lose an additional \$1.2 million of annual freight revenue. Application, vol. 2B at 8.

The enormity of the revenue loss confronting BPRR leaves it with two options: (i) it can seek inclusion in the CSXT or NS systems or (ii) it can reconfigure its lines of transportation in cooperation with contiguous rail lines in its corporate family through the aid of various operating rights over certain lines of CSXT or NS and abandonment of a segment of its lines that the

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<sup>2</sup> Traffic diversions estimated for BPRR included diversions from BPRR's sister companies, ALY, Rochester & Southern Railroad, Inc. ("RSR") and Genesee & Wyoming Railroad, Inc. Omitted were diversions from another affiliate serving the region, Pittsburg & Shawmut, Inc. ("PSR").

CSXT-NS transaction will cause to be redundant. These responses will require the filing of the responsive applications described below.<sup>3</sup>

BPRR and ALY had hoped to obviate the need for some or all of the responsive applications now anticipated through negotiations with CSXT (and to a lesser extent NS). If negotiations are ultimately productive, it may be unnecessary to seek all or part of the relief described here.

A map showing the lines of BPRR and ALY and their affiliates in the region is attached hereto.

## **DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATIONS**

### **A. Inclusion (Sub Docket No. 43)**

BPRR will seek to be included in the CSXT-NS transaction under 49 U.S.C. §11324(c). If inclusion is ordered by the Board, BPRR expects that, prior to consummation of inclusion, it will grant trackage rights to ALY over its line between Dubois and Johnsonburg, PA, and file for an exemption under 49 C.F.R. §1180.2(d)(7).

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<sup>3</sup> BPRR, ALY and their affiliates may seek other conditions that do not require responsive applications such as haulage rights and reductions in switching charges.

**B. Trackage Rights and Other Relief (Sub Docket Nos. 44-51)**

If inclusion is not ordered by the Board, BPRR and ALY<sup>4</sup> anticipate that they will apply for authority to abandon a line under 49 U.S.C. §10903 and will seek authority for trackage rights over lines of the Applicants under 49 U.S.C. §§11323-25 and for use of certain CSXT or NS tracks for interchange purposes under 49 U.S.C. §§11323-25 or 10902. To that end, the following responsive applications may be filed:

**Sub Docket No. 44**

BPRR will seek authority under section 10903 to abandon its line between Buffalo and Salamanca, NY.

**Sub Docket No. 45**

BPRR will seek authority under section 11323 for approximately 90 miles of overhead trackage rights over CSXT's Chicago Line<sup>5</sup> between Erie, PA and BPRR's Buffalo Creek Yard ("BPRR Yard") in Buffalo, NY; together with overhead trackage rights over CSXT's Chicago Line between BPRR Yard and Seneca Yard, all in Buffalo, NY, for interchange with SB. BPRR would have continued access from BPRR Yard to all carriers at Buffalo (including Canadian National, Canadian Pacific, and South Buffalo).

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<sup>4</sup> The relief sought will benefit BPRR and its affiliates operating in Pennsylvania and New York (ALY, RSR and PSR). As information is developed, it is possible that ALY may be the actual party to seek the relief described in Sub Docket Nos. 45, 47 and 51.

<sup>5</sup> References to lines of an Applicant include lines currently owned by the Applicant, as well as lines of Conrail that will be operated by the Applicant if the primary transaction is consummated.

#### **Sub Docket No. 46**

BPRR will seek authority under section 11323 for approximately 30 miles of overhead trackage rights over NS's Corry Extension and Buffalo Line between Salamanca and Machias, NY, via Olean, NY, with the right to serve a specified customer at the intermediate point of Franklinville, NY. This right to serve a customer will be limited to moving a specified commodity from Franklinville to points in western Pennsylvania on affiliated carriers BPRR, ALY and PSR.<sup>6</sup>

#### **Sub Docket No. 47**

BPRR will seek authority under section 11323 for approximately 130 miles of optional overhead trackage rights over CSXT's Chicago Line between Erie, PA, and a connection with WLE at Akron, OH, or another efficient interchange point. The option would be exercised when justified by traffic levels.<sup>7</sup>

#### **Sub Docket No. 48**

BPRR will seek authority under section 11323 for approximately 35 miles of restricted trackage rights over CSXT's portion of the Indiana Branch between Punxsatawney and Homer City, via Creekside, and over NS's portion between Creekside and Shelocta, all in Pennsylvania, limited to the right to handle coal to power plants located in Homer City and Shelocta.

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<sup>6</sup> BPRR would continue to be able to operate from Machias to Buffalo under existing trackage rights from Conrail.

<sup>7</sup> These rights would be used to supplement or replace CSXT's haulage for the Wheeling and Lake Erie Railroad ("WLE") between New Castle, PA, and Akron, OH, expanded to provide haulage for WLE between WLE's line and Erie, PA, for interchange with BPRR and ALY. BPRR will seek the expanded rights as a condition to approval of the primary transaction in these proceedings.

**Sub Docket No. 49**

BPRR will seek authority under sections 11323 or 10902 for the use of tracks in CSXT's New Castle Yard at New Castle, PA for the direct interchange of traffic with ISS Rail, Inc. without restrictions.<sup>8</sup>

**Sub Docket No. 50**

BPRR will seek authority under section 11323 for trackage rights between BPRR Yard and its affiliate, RSR, over either (i) CSXT's Water Level route between Buffalo and Rochester, NY, or (ii) NS's Southern Tier between Buffalo and Silver Spring, NY.

**Sub Docket No. 51**

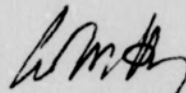
BPRR will seek authority under section 11323 or section 10902 for the use of tracks in CSXT's OD Yard at Erie, PA, to allow unrestricted direct interchange to NS on the connecting tracks that NS proposes to relocate at Erie (*see* Sub Docket No. 23).

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<sup>8</sup> BPRR will also seek the elimination of additional payments assessed under BPRR's lease with CSXT on traffic from the Petrolia Branch that BPRR would handle to New Castle Yard for interchange with carriers other than CSXT.

It is intended that ALY will provide haulage to BPRR between Johnsonburg and Erie, PA, over ALY's line and existing trackage rights. If necessary, ALY may seek amendment of its trackage rights agreement with CSXT to allow for the requested interchange rights.

Respectfully submitted,



William P. Quinn  
Eric M. Hocky  
GOLLATZ, GRIFFIN & EWING, P.C.  
213 West Miner Street  
P.O. Box 796  
West Chester, PA 19381-0796  
(610) 692-9116  
Attorneys for Buffalo & Pittsburgh  
Railroad, Inc. and Allegheny & Eastern  
Railroad, Inc.

Dated: August 22, 1997

## CERTIFICATE OF SERVICE

I hereby certify that on this date a copy of the foregoing document was served by first class mail on the following persons and on Parties of Record listed in Decision No. 21:

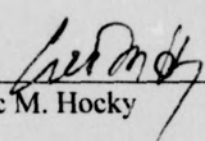
Administrative Law Judge Jacob Leventhal  
Federal Energy Regulatory Commission  
888 First Street, NE, Suite 11F  
Washington, DC 20426

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

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

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

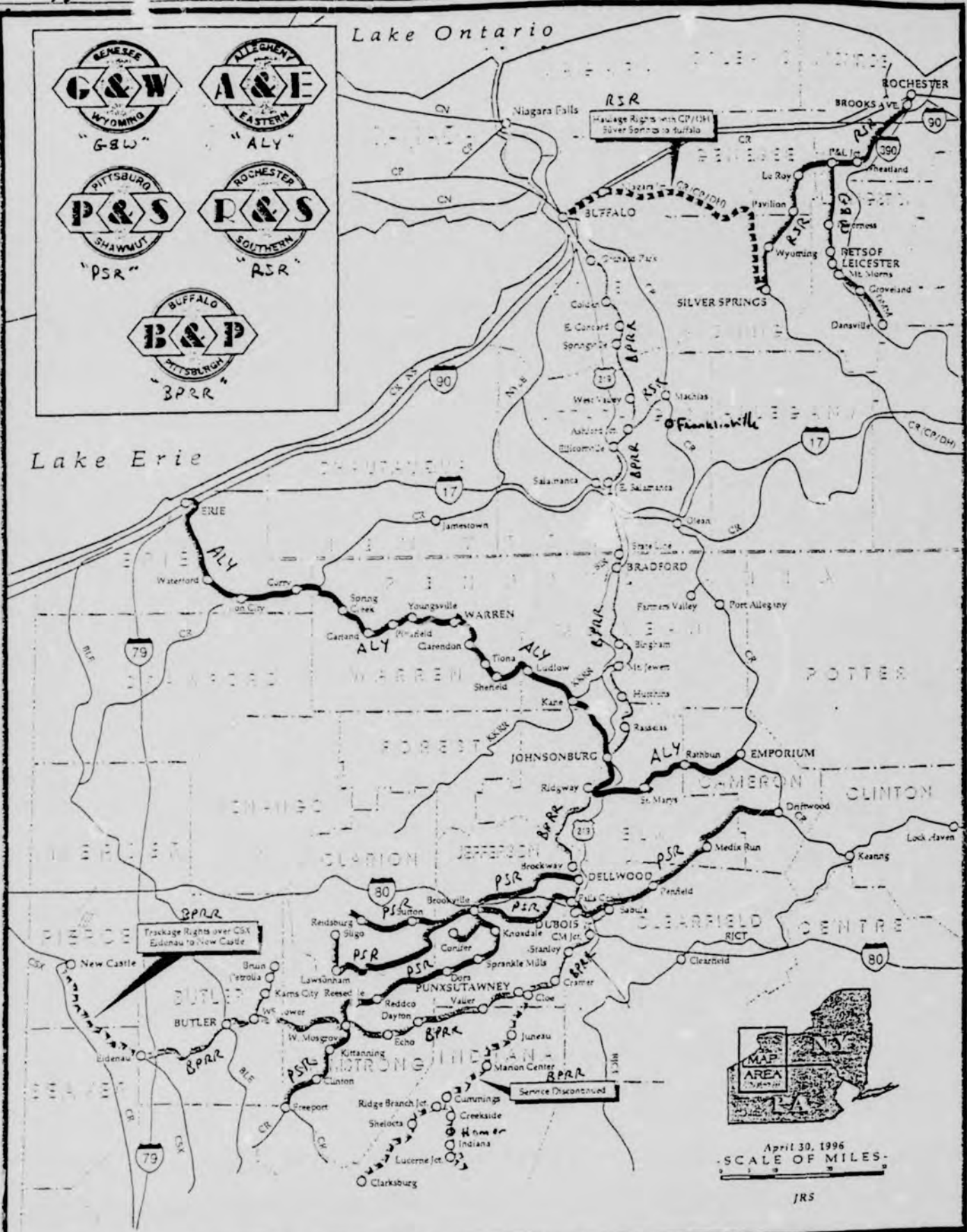
Dated: August 22, 1997

  
\_\_\_\_\_  
Eric M. Hocky

Lake Ontario



Lake Erie



April 30, 1996  
SCALE OF MILES

JRS

STB

FD-33388

ID-181381

8-22-97

D

181381



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 BY  
COMMONWEALTH OF MASSACHUSETTS  
OF RESPONSIVE APPLICATION

D

The Commonwealth of Massachusetts ("The Commonwealth") is a party of record in these proceedings, and through its Executive Office of Transportation & Construction has reviewed the primary application filed jointly by Norfolk Southern and CSX.

The Commonwealth is coordinating its review with the Massachusetts Bay Transportation Authority, the Massachusetts Port Authority and the Massachusetts Highway Department. The Commonwealth's overall impression is that the transaction will enhance rail freight transportation services in the eastern United States. However, the Commonwealth has two general concerns that the proposed transaction may have negative implications to railroad safety and economic competition in Massachusetts.

Therefore, in accordance with the procedural schedule of the Board's May 23, 1997 decision, the Commonwealth submits this description of a responsive application which it reserves the right to file later in the proceeding.

A. Safety

The application indicates a reduced level of commitment in Massachusetts, particularly in maintenance of way and signals. This is a major concern to the Commonwealth because MBTA has invested some \$40 million in the Conrail Right of Way to increase capacity to accommodate both passenger and freight operations. This reduction has the potential to impact safety and on time performance of commuter services.

Furthermore, these reductions indicate a decline in the level of utility effort by CSX to maintain these investments (track and signal). This follows a pattern of a reduced level of utility on the light density branch lines in southeastern Massachusetts (the so called "Boston Cluster" lines) which have experienced a decline in level of maintenance and resultant downturns in business activity. This also contributes to safety concerns because grade

crossing activity patterns are altered, and track maintenance declines.

#### PROPOSED ACTION

The Commonwealth proposes that META be assigned dispatching responsibility on the Boston Main Line between Boston and Selkirk, and on the branch lines in eastern Massachusetts. This local control will protect the MBTA investment, and provide a means of communication with CSX to assure that an adequate level of utility is maintained.

In conjunction with this concept the Commonwealth seeks the transfer of certain operating rights on certain of the light density branches. Examples are the Fall River/New Bedford branches, and portions of the Fitchburg secondary.

#### B. Competitive issues

The proposed transaction places Massachusetts and New England at a competitive disadvantage when compared to other major metropolitan regions on the east coast. This contradicts CSX Chairman Snow's verified statement in which he speaks about Conrail's lack of intense competition from a worthy Class 1 rival. The NS - CPR haulage rights agreement, cited as the NS entree to the New England markets, clearly is not a competitive and effective restraint on CSX domination of the Boston metropolitan market.

It appears that the parties have divided the markets and agreed to leave New England at a competitive disadvantage. Greater Boston and New England are comparable markets to Detroit and Philadelphia which will enjoy joint access operations of both CSX and NS. These joint operations will reduce track maintenance and capital costs for the two class ones, which savings will be passed onto local customers.

The lack of effective competition will have direct negative impacts on the state's economic competitiveness and will also impact the ability of regional and short line railroads to compete for rail freight traffic. In fact, the projections within the application illustrate substantial losses for several Massachusetts based short line railroads.

#### PROPOSED ACTION

The Commonwealth urges the parties to revise the plan to assure open access for Massachusetts shippers and local railroads to connect to both CSX and NS. As the application shows, direct access is the best way to assure vigorous competition. However, we are open to a proposal which would produce the kind of "worthy" competition which Conrail never faced in the Northeast.

Ultimately, the Board ought to leave open to review the

need to provide competitive access for metropolitan Boston and all of Massachusetts as well as for all of New England. This review should take place no later than three years after the Board's decision.

EIR issue: These proposed actions will have no negative environmental impact, and we will offer additional information on this matter after consultation with the Board's SEA.

Conclusion

The proposed acquisition of Corrail by CSX and NS has many positive attributes, and it is our hope that the issues cited above can be resolved by the parties. However, absent reliable commitments our responsive application will include requests for specific conditions or specific relief.

Respectfully,

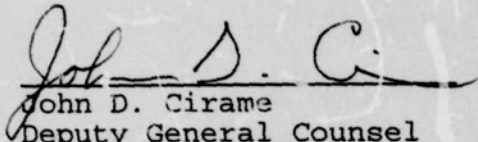


---

Patrick J. Moynihan  
Secretary  
Executive Office of Transportation  
& Construction  
Commonwealth of Massachusetts

CERTIFICATE OF SERVICE

I hereby certify that on the 21st day of August, 1997, I served a copy of the foregoing Commonwealth of Massachusetts' Description of the Responsive Application by first class mail, postage prepaid, upon the attached list of interested parties.

  
John D. Cirame  
Deputy General Counsel  
Counsel for the Commonwealth  
of Massachusetts Executive  
Office of Transportation and  
Construction

STB

FD-33388

ID-181355

8-22-97

D

OPPENHEIMER WOLFF & DONNELLY

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

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

William C. Sippel  
(312) 616-5874

181355

D

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

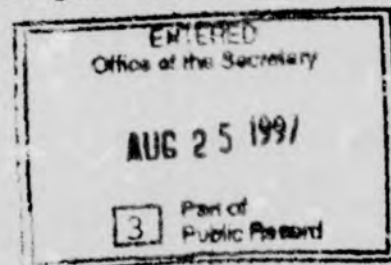
Finance Docket No. 33388 (Sub-No. 36)  
Transtar, Inc. and Elgin, Joliet and Eastern  
Railway Company -- Control -- Indiana Harbor  
Belt Railroad Company

181355  
~~181354~~  
~~181356~~  
~~181357~~

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are an original and twenty-five copies of the Description of Anticipated Responsive Application of Transtar, Inc. and Elgin, Joliet and Eastern Railway Company (EJE-3) and the Petition for Clarification or Waiver of Transtar, Inc. and Elgin, Joliet and Eastern Railway Company (EJE-4), both 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 EJE-3 and EJE-4 have been served by first class mail, postage prepaid, on all designated parties of record in this proceeding.

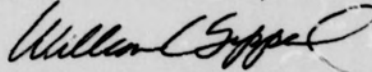


OPPENHEIMER WOLFF & DONNELLY

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

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

Respectfully submitted,



William C. Sippel  
Attorney for Transtar, Inc.  
and Elgin, Joliet and Eastern  
Railway Company

WCS:tjl

Enclosures

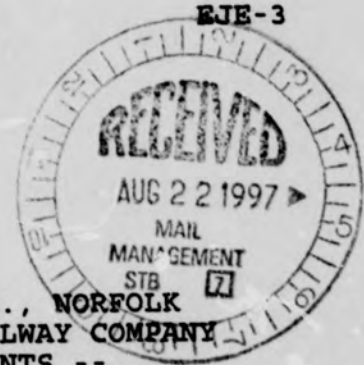
cc: Parties on Certificate of Service

181355

BEFORE THE  
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

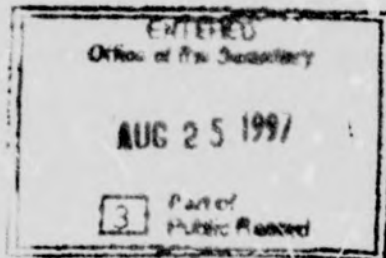
CSX CORPORATION AND CSX TRANSPORTATION, INC., NORFOLK  
SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY  
-- CONTROL AND OPERATING LEASES/AGREEMENTS --  
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION



FINANCE DOCKET NO. 33388 (SUB-NO. 36)

TRANSTAR, INC. AND  
ELGIN, JOLIET AND EASTERN RAILWAY COMPANY  
-- CONTROL --  
INDIANA HARBOR BELT RAILROAD COMPANY

DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION OF  
TRANSTAR, INC. AND ELGIN, JOLIET AND EASTERN RAILWAY COMPANY



Robert N. Gentile  
Colette Ferris-Shotton  
Transtar, Inc.  
135 Jamison Lane  
P.O. Box 68  
Monroeville, PA 15146  
(412) 829-6890

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

ATTORNEYS FOR TRANSTAR, INC.  
AND ELGIN, JOLIET AND EASTERN  
RAILWAY 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. 36)

TRANSTAR, INC. AND  
ELGIN, JOLIET AND EASTERN RAILWAY COMPANY  
-- CONTROL --  
INDIANA HARBOR BELT RAILROAD COMPANY

---

**DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION OF  
TRANSTAR, INC. AND ELGIN, JOLIET AND EASTERN RAILWAY COMPANY**

Pursuant to Decision Nos. 6 and 12 herein, served on May 30, 1997 and July 23, 1997, respectively, Transtar, Inc. ("Transtar") and the Elgin, Joliet and Eastern Railway Company ("EJE") hereby submit this description of the responsive application which they expect to file in this proceeding on or before October 21, 1997.

Transtar is a non-carrier transportation holding company which controls eight Board-regulated rail carrier subsidiaries: (1) EJE; (2) Bessemer and Lake Erie Railroad Company, a Class II carrier operating in western Pennsylvania and northeastern Ohio; (3) Birmingham Southern Railroad Company, a Class III switching and terminal carrier in Birmingham, Ensley, Fairfield and Bessemer, Alabama; (4) Duluth, Missabe and Iron Range Railway Company, a Class II carrier operating in

northeastern Minnesota and northwestern Wisconsin; (5) The Lake Terminal Railroad Company, a Class III switching carrier operating in Lorain, Ohio; (6) Union Railroad Company, a Class III carrier operating from North Bessemer to Clairton Junction, Pennsylvania, and thence to Clairton and Mifflin Junction, Pennsylvania; (7) McKeesport Connecting Railroad Company, a Class III switching operation in McKeesport, Pennsylvania; and (8) The Pittsburgh & Conneaut Dock Company, which operates a rail/water dock facility on Lake Erie at Conneaut, Ohio.

EJE is a Class II carrier that owns and operates 196 miles of mainline and branchline trackage in and around Chicago in the states of Illinois and Indiana. EJE's main line extends from Waukegan, Illinois through Joliet, Illinois to Gary, Indiana. Branch lines extend from Plainfield to East Morris, Illinois and from Gary to Whiting and East Chicago, Indiana and Hegewisch and South Chicago, Illinois. EJE functions as a linehaul and industrial switching railroad, serving a large number of industrial customers in the Chicago area and connecting with all line-haul carriers serving Chicago.

Transtar and EJE believe that the proposed control of Consolidated Rail Corporation ("Conrail") by CSX Corporation and Norfolk Southern Corporation and the proposed allocation of Conrail's assets -- including Conrail's 51% ownership interest in the Indiana Harbor Belt Railroad Company ("IHB"), a major Chicago area terminal and switching carrier -- to CSX Transportation, Inc. and Norfolk Southern Railway Company will have serious anticompetitive effects in the Chicago switching district,

particularly with respect to the interchange of traffic between carriers and the provision of intermediate switching services. Transtar and EJE oppose the proposed transaction in the absence of conditions which will mitigate these anticompetitive effects. Transtar and EJE anticipate filing herein a responsive application pursuant to 49 C.F.R. § 1180.4(d)(4) seeking, as a condition on any Board approval of the Primary Application, the divestiture of Conrail's controlling, 51% stock interest in the IHB to Transtar, EJE or another corporate affiliate.<sup>1</sup>

Transtar and EJE also anticipate that they may seek additional conditions, not requiring the filing of a responsive application, in their comments and evidentiary submission scheduled to be filed on or before October 21, 1997.

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<sup>1</sup> Transtar Holdings L.P. ("Holdings"), which owns 51% of the stock of Transtar, and Holdings' controlling general partner, Blackstone Transportation Company, Inc., also will join as parties to the responsive application to the extent necessary.

WHEREFORE, Transtar and EJE respectfully submit this description of their anticipated responsive application in this proceeding.

Respectfully submitted,

By: William C. Sippel / EJM

Robert N. Gentile  
Colette Ferris-Shotton  
Transtar, Inc.  
135 Jamison Street  
P.O. Box 68  
Monroeville, PA 15146  
(412) 829-6890

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

ATTORNEYS FOR TRANSTAR, INC.  
AND ELGIN, JOLIET AND EASTERN  
RAILWAY 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 Transtar, Inc. and Elgin, Joliet and Eastern Railway Company (EJE-3) was served by first class mail, postage prepaid, upon:

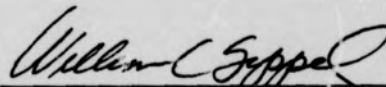
Dennis G. Lyons, Esq.  
Arnold & Porter  
555 12th Street, N.W.  
Washington, DC 20004-1202

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.

  
\_\_\_\_\_  
William C. Sippel

STB

FD-33388

ID-181371

8-22-97

D

OPPENHEIMER WOLFF & DONNELLY

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

(202) 293-6300  
FAX (202) 293-6200

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

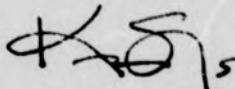
**Re: Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc.,  
Norfolk Southern Corporation and Norfolk Southern Railway Company --  
Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated  
Rail Corporation -- Transfer of Railroad Line by Norfolk Southern Railway 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

Dear Secretary Williams:

Enclosed you will find an original and 25 copies of the Description of Anticipated Responsive Application of New Jersey Transit Corporation (NJT-3) and the Petition for Clarification or Waiver of New Jersey Transit Corporation (NJT-4). Also enclosed is a 3.5 inch diskette containing the filings in WordPerfect 5.1.

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

Respectfully submitted,



Kevin M. Sheys

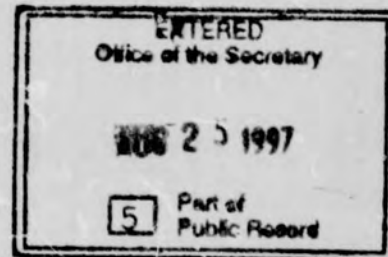
Enclosures

cc: All Parties of Record on Service List



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Brussels

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



181371

BEFORE THE  
SURFACE TRANSPORTATION BOARD



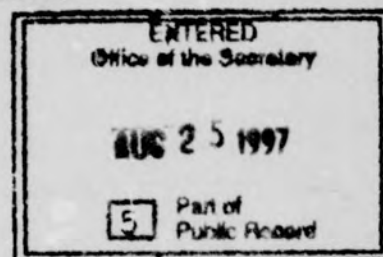
Finance Docket No. 33388

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. 38)

NEW JERSEY TRANSIT CORPORATION  
-- OPERATING RIGHTS --  
LINES OF CONSOLIDATED RAIL CORPORATION

**DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION  
OF NEW JERSEY TRANSIT CORPORATION**



Robert Shire  
Deputy Attorney General  
State of New Jersey  
Department of Law and Public Safety  
Division of Law  
One Penn Plaza East  
Newark, NJ 07105-2246  
(201) 491-7037

Kevin M. Sheys  
Thomas Lawrence III  
Thomas J. Litwiler  
Edward J. Fishman  
Oppenheimer Wolff & Donnelly  
1020 Nineteenth Street, N.W.  
Suite 400  
Washington, D.C. 20036  
(202) 293-6300

Counsel for New Jersey Transit Corporation

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. 38)**

**NEW JERSEY TRANSIT CORPORATION  
-- OPERATING RIGHTS --  
LINES OF CONSOLIDATED RAIL CORPORATION**

---

**DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION  
OF NEW JERSEY TRANSIT CORPORATION**

Pursuant to Decision Nos. 6 and 12 herein, served on May 30, 1997 and July 23, 1997, respectively, New Jersey Transit Corporation ("NJTC") hereby submits this description of the responsive application which NJTC intends to file in this proceeding on or before October 21, 1997.

New Jersey Transit Rail Operations, Inc. ("NJTRO"), an operating subsidiary of NJTC, operates approximately 591 commuter rail trains each weekday over 972 miles of rail line in the State of New Jersey owned by NJTC and by Consolidated Rail Corporation ("Conrail"), a Primary Applicant in this proceeding. NJTRO has an average weekday ridership of 170,000 trips and annual ridership of approximately 47 million. NJTRO was formed in 1982 to take over commuter rail services then provided by Conrail, and commenced operations on January 1, 1983. NJTC is an



instrumentality of the State of New Jersey, and is participating in this proceeding as a party of record with the New Jersey Department of Transportation ("NJDOT").

NJT believes that the proposed control of Conrail by the parents of CSXT and NSR, the division of Conrail's assets between CSXT and NS, the proposed joint operations of CSXT and NSR in the so-called North Jersey Shared Assets Area and the operational changes and congestion associated with these actions will have serious adverse impacts on existing and future commuter rail operations in the State of New Jersey, will diminish the adequacy of transportation to the public and, absent appropriate conditions to ameliorate these harms, would not be in the public interest. NJT 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:<sup>1</sup>

1. NJT's acquisition of operating rights over Conrail's line of railroad known as the Bordentown Secondary, between Trenton and Camden, New Jersey.
2. NJT's acquisition of operating rights over Conrail's line of railroad known as the Vineland Secondary, between Camden and Glassboro, New Jersey, including the Bulson Street Running Track.
3. NJT's acquisition of operating rights over Conrail's line of railroad known as the main line of the former Central Railroad Company of New Jersey or the Elizabeth Industrial Track, between Elizabethport and Cranford, New Jersey.

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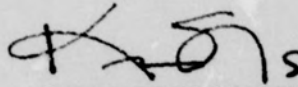
<sup>1</sup> NJT is filing concurrently herewith a Petition for Clarification or Waiver (NJT-4) that seeks, in part, a determination that these proposed transactions do not require the filing of a responsive application.

4. NJT's acquisition of operating rights over Conrail's line of railroad known as the Amboy Secondary Track between South Amboy and Monmouth Junction (via Jamesburg) and over Conrail's Freehold Secondary between Jamesburg and Freehold, all in New Jersey.
5. NJT's acquisition of operating rights over Conrail's line of railroad known as the Trenton Line between Bound Brook and West Trenton (via Port Reading Junction), in New Jersey.
6. NJT's acquisition of operating rights over Conrail's line of railroad known as the West Shore Line or the River Line between North Bergen, New Jersey and the New Jersey-New York state line.
7. NJT's acquisition of operating rights over Conrail's line of railroad known as the Northern Branch between CP Croxton and the New Jersey-New York state line.
8. NJT's acquisition of operating rights over the line of the New York, Susquehanna & Western Railway Company between Secaucus Road, in North Bergen, New Jersey and Pelton Road, in Warwick, New York.
9. NJT's acquisition of operating rights over Conrail's line of railroad known as the Washington Secondary between Netcong and Phillipsburg, New Jersey.
10. NJT's acquisition of operating rights over Conrail's line of railroad known as the Southern Secondary between South Lakewood and Woodmansie, New Jersey.

NJT and NJDOT may seek additional conditions, not requiring the filing of a responsive application, in their comments and evidentiary submission scheduled to be filed on or before October 21, 1997.

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

Respectfully submitted,



Robert Shire  
Deputy Attorney General  
State of New Jersey  
Department of Law and Public Safety  
Division of Law  
One Penn Plaza East  
Newark, NJ 07105-2246  
(201) 491-7037

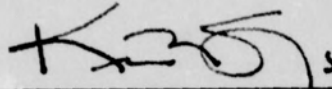
Kevin M. Sheys  
Thomas Lawrence III  
Thomas J. Litwiler  
Edward J. Fishman  
Oppenheimer Wolff & Donnelly  
1020 Nineteenth Street, N.W.  
Suite 400  
Washington, D.C. 20036  
(202) 293-6300

Counsel for New Jersey Transit Corporation

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 New Jersey Transit Corporation**  
(NJT-3) was served by first class mail, postage prepaid, upon Administrative Law Judge Jacob  
Leventhal and all Parties of Record on the Service List.

A handwritten signature in black ink, appearing to read 'K. Sheys', is written over a horizontal line.

Kevin M. Sheys

STB

FD-33388

ID-181365

8-22-97

D

OPPENHEIMER WOLFF & DONNELLY

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

(202) 293-6300  
FAX (202) 293-6200

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

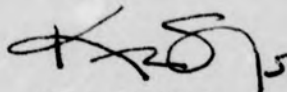
**Re: Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc.,  
Norfolk Southern Corporation and Norfolk Southern Railway Company --  
Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated  
Rail Corporation -- Transfer of Railroad Line by Norfolk Southern Railway 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

Dear Secretary Williams:

Enclosed you will find an original and 25 copies of the Description of Anticipated Responsive Application of R.J. Corman Parties (RJC-2) and the Petition for Clarification or Waiver of R.J. Corman Parties (RJC-4). Also enclosed is a 3.5 inch diskette containing the filings in WordPerfect 5.1.

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

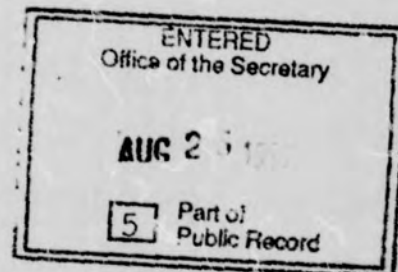
Respectfully submitted,



Kevin M. Sheys

Enclosures

cc: All Parties of Record on Service List



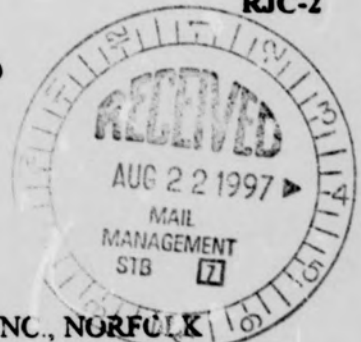
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RJC-2

BEFORE THE  
SURFACE TRANSPORTATION BOARD



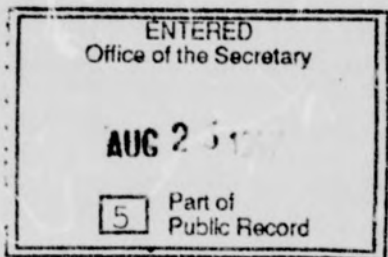
FINANCE DOCKET NO. 33388

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

FINANCE DOCKET NO. 33388 (Sub-No. 63)

R.J. CORMAN RAILROAD COMPANY/WESTERN OHIO LINE  
-- PURCHASE OR TRackage RIGHTS --  
LINE OF CONSOLIDATED RAIL CORPORATION

**DESCRIPTION OF ANTICIPATED RESPONSIVE  
APPLICATION OF R.J. CORMAN PARTIES**



Kevin M. Sheys  
Edward J. Fishman  
Thomas J. Litwiler  
Oppenheimer Wolff & Donnelly  
1020 Nineteenth Street, N.W.  
Suite 400  
Washington, DC 20036  
(202) 293-6300

ATTORNEYS FOR R.J. CORMAN PARTIES

Dated: August 22, 1997

BEFORE THE  
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33338

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. 63)

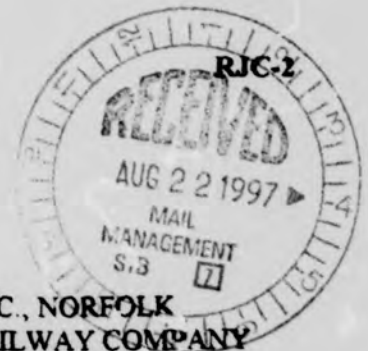
R.J. CORMAN RAILROAD COMPANY/WESTERN OHIO LINE  
-- PURCHASE OR TRACKAGE RIGHTS --  
LINE OF CONSOLIDATED RAIL CORPORATION

**DESCRIPTION OF ANTICIPATED RESPONSIVE  
APPLICATION OF R.J. CORMAN PARTIES**

Pursuant to Decision numbers 6 and 12 herein, served on May 30, 1997 and July 23, 1997, respectively, the R.J. Corman Parties<sup>1</sup> hereby submit this description of the responsive application which R.J. Corman Railroad Company/Western Ohio Line ("RJCW") intends to file in this proceeding on or before October 21, 1997.

RJCW is a common carrier by rail operating approximately 51.5 miles of line between Lima, Ohio and the Indiana/Ohio border. RJCW also operates a line of railroad between Lima and Glenmore, Ohio pursuant to a modified certificate of public convenience and necessity.

<sup>1</sup> R.J. Corman Railroad Corporation, R.J. Corman Railroad Company/Memphis Line, R.J. Corman Railroad Company/Western Ohio Line, R.J. Corman Railroad Company/Cleveland Line, R.J. Corman Railroad Company/Pennsylvania Lines Inc., R.J. Corman Railroad Company/Allentown Lines, Inc. and R.J. Material Sales Company are collectively referred to herein as the "R.J. Corman Parties" or "RJC."




See R.J. Corman Railroad Company/Western Ohio Line -- Modified Rail Certificate -- Between Lima and Glenmore, Ohio, Finance Docket No. 32753 (ICC served June 26, 1996). The Lima-Glenmore line is owned by the Van Wert County Port Authority and the Port Authority of Allen County.

RJCW believes that the proposed control of Consolidated Rail Corporation ("Conrail") by the parents of CSX Transportation, Inc. ("CSXT") and Norfolk Southern Railway Company ("NSR"), the division of Conrail's assets between CSXT and NSR and the associated operational changes will have serious adverse impacts on the shippers served by RJCW on the Lima-Glenmore line. Absent appropriate conditions to ameliorate these harms, RJCW believes that the proposed control of Conrail and division of its assets would not be in the public interest. RJCW anticipates filing a responsive application pursuant to 49 C.F.R. § 1180.4(d)(4) for the following transaction, to be sought as a condition on any Board approval of the Primary Application.

1. RJCW's acquisition of ownership of or trackage rights on Conrail's line of railroad between approximately milepost 54.4 and approximately milepost 52.1 in Lima, Ohio, subject to terms and conditions to be negotiated by the parties or, failing a negotiated agreement, set by the Board.

WHEREFORE, the R.J. Corman Parties respectfully submit this description of RJCW's anticipated responsive application in this proceeding.

Respectfully submitted,

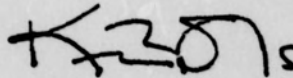
By:   
Kevin M. Sheys  
Edward J. Fishman  
Thomas J. Litwiler  
Oppenheimer Wolff & Donnelly  
1020 Nineteenth Street, N.W.  
Suite 400  
Washington, DC 20036  
(202) 293-6300

**ATTORNEYS FOR R.J. CORMAN PARTIES**

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 R.J. Corman Parties (RJC-2)**, was served by first class mail, postage prepaid, upon Administrative Law Judge Jacob Leventhal and all Parties of Record on the Service List.



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Kevin M. Sheys

STB

FD-33388

ID-181363

8-22-97

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MAYER. BROWN & PLATT

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

ERIKA Z. JONES

DIRECT DIAL (202) 778-0642

ejones@mayerbrown.com

August 22, 1997



VIA HAND DELIVERY

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

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

Dear Secretary Williams:

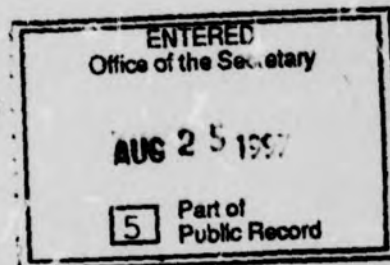
Enclosed for filing in the above-captioned docket are the original and twenty-five (25) copies of Description of Responsive or Inconsistent Application of The Burlington Northern and Santa Fe Railway Company (BNSF-3). Also enclosed is a 3.5-inch disk containing the text of this pleading in WordPerfect 6.1 format.

Copies of BNSF-3 are being served via first-class mail, postage prepaid on the Honorable Jacob Leventhal and on All Counsel of Record, including counsel for Applicants. I would appreciate it if you would date-stamp the enclosed extra copy of the pleading and return it to the messenger for our files. If you have any questions, please contact me at (202) 778-0642. Thank you.

Sincerely,

*Erika Z. Jones*

Erika Z. Jones



Enclosures

cc: The Hon. Jacob Leventhal  
All Counsel of Record

BEFORE THE  
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388



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

DESCRIPTION OF RESPONSIVE OR  
INCONSISTENT APPLICATION

Jeffrey R. Moreland  
Richard E. Weicher  
Sidney L. Strickland, Jr.  
The Burlington Northern and  
Santa Fe Railway Company  
1700 East Golf Road  
Schaumburg, IL 60173  
(847) 995-6887

Erika Z. Jones  
Adrian L. Steel, Jr.  
Roy T. Englert, Jr.  
Kathryn A. Kusske  
Mayer, Brown & Platt  
2000 Pennsylvania Ave., NW  
Washington, DC 20006  
(202) 463-2000

and

Janice G. Barber  
Michael E. Roper  
The Burlington Northern and  
Santa Fe Railway Company  
3017 Lou Menk Drive  
Fort Worth, Texas 76131-2830  
(817) 352-2352

Attorneys for The Burlington Northern and Santa Fe Railway Company

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

DESCRIPTION OF RESPONSIVE OR  
INCONSISTENT APPLICATION

On July 10, 1997, The Burlington Northern and Santa Fe Railway Company ("BNSF") filed its Notice of Intent to Participate in this proceeding as a party of record. Pursuant to the Board's Decision No. 12 herein, all parties intending to file a responsive or inconsistent application are required to state their intention to do so and to furnish a general statement of what such application is expected to include by August 22, 1997. In accordance with the Board's Decision, the following is BNSF's statement of its intent and general statement.

Although BNSF has not yet determined what, if any, additional comments it intends to make with respect to the proposed Conrail control transaction, BNSF has determined that it will actively participate in this proceeding as necessary to ensure the



maintenance of effective competition in those territories affecting BNSF and its customers. In this regard, several parties to this proceeding have indicated in their preliminary and discovery filings that they are opposed to the proposed control transaction and that they may seek conditions or make proposals with respect to the divestiture or sale of or access to Applicants' lines. Should such conditions or proposals be made, and depending on the nature of the requested relief, BNSF intends to participate as its interests may appear. Such participation may include, inter alia, (i) an appropriate responsive application pertaining to any proposed divestiture or sale of or other access to Applicants' lines in the Gulf Coast and Midwestern Regions; and (ii) such responsive applications or requests for other conditions as may be necessary to permit BNSF to compete effectively by assuring BNSF (a) access to CSX, Norfolk Southern or other terminal facilities or operations affected by the proposed Conrail transaction (e.g., trackage rights over trackage within the Chicago area), and (b) effective routing alternatives through major gateways.

Respectfully submitted,

Jeffrey R. Moreland  
Richard E. Weicher  
Sidney L. Strickland, Jr.  
The Burlington Northern and  
Santa Fe Railway Company  
1700 East Golf Road  
Schaumburg, IL 60173  
(847) 995-6887

and

Janice G. Barber  
Michael E. Roper  
The Burlington Northern and  
Santa Fe Railway Company  
3017 Lou Menk Drive  
Fort Worth, Texas 76131-2830  
(817) 352-2352

Erika Z. Jones

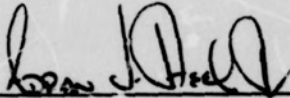
Erika Z. Jones  
Adrian L. Steel, Jr.  
Roy T. Englert, Jr.  
Kathryn A. Kusske  
Mayer, Brown & Platt  
2000 Pennsylvania Ave., NW  
Washington, DC 20006  
(202) 463-2000

Attorneys for The Burlington Northern and Santa Fe Railway Company

August 22, 1997

**CERTIFICATE OF SERVICE**

I hereby certify that copies of the Description of Responsive or Inconsistent Application of The Burlington Northern and Santa Fe Railway Company (BNSF-3) have been served this 22nd day of August, 1997, by first-class mail, postage prepaid on the Honorable Jacob Leventhal and on all Counsel of Record in Finance Docket No. 33388.

  
\_\_\_\_\_

STB

FD-33388

ID-181357

8-22-97

D

181357

**BALL JANIK LLP**

A T T O R N E Y S .

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307  
FACSIMILE 202-783-6947

D

KARL MORELL

kmorell@bjllp.com

August 22, 1997

**HAND DELIVER**

The Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Suite 600  
Washington, DC 20423-9001



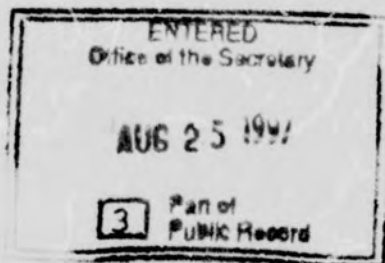
Re: STB Finance Docket No. 33388 CSX CORPORATION AND CSX  
TRANSPORTATION INC. NORFOLK SOUTHERN CORPORATION  
AND NORFOLK SOUTHERN RAILWAY COMPANY--CONTROL  
AND OPERATING LEASES/AGREEMENTS--CONRAIL INC. AND  
CONSOLIDATED RAIL CORPORATION

Dear Secretary Williams:

Enclosed for filing please find the original and 25 copies of the Description of Anticipated Responsive Applications and Petition for Clarification or Waiver on behalf of Ann Arbor Railroad. Also enclosed is a 3.5 inch diskette containing the filing in WordPerfect 5.2.

Please time and date stamp the extra copy and return it with our messenger.

If you have any questions, please contact me.



Sincerely,

*Karl Morell*

Karl Morell

181357  
ORIGINAL

AA-2

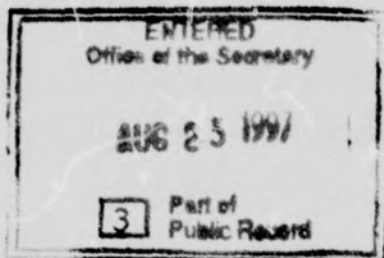
BEFORE THE  
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 33388

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

DESCRIPTION OF ANTICIPATED  
RESPONSIVE APPLICATIONS

PETITION FOR  
CLARIFICATION OR WAIVER



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

Attorneys for:  
ANN ARBOR RAILROAD

Dated: August 22, 1997

**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

---

**STB FINANCE DOCKET NO. 33388**

---

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

---

**DESCRIPTION OF ANTICIPATED  
RESPONSIVE APPLICATIONS**

**PETITION FOR  
CLARIFICATION OR WAIVER**

---

Ann Arbor Railroad ("AA"), pursuant to 49 U.S.C. § 11323-25, Decision No. 6 (served May 30, 1997) and Decision No. 12 (served July 23, 1997), hereby submits its Description of Anticipated Responsive Applications and Petition for Clarification or Waiver.

**DESCRIPTION OF CONDITIONS**

In accordance with the Surface Transportation Board's ("Board") Decision Nos. 6 and 12, AA describes below those conditions it anticipates seeking in this proceeding that require responsive applications. Conditions that do not require responsive applications are not described.

As the term is used below, "local" trackage rights include: (1) the right to operate trains over the lines described; (2) the right to interchange with all carriers (including shortlines) at all

junctions on the lines described; and (3) the right to serve all shippers, sidings and team tracks located on the lines described.

AA anticipates filing a responsive application seeking one of the following three trackage rights conditions:

1. Toledo - Chicago

Local trackage rights between Toledo, Ohio and Chicago, Illinois via Elkhart, Indiana over the Consolidated Rail Corporation ("CRC") rail line to be acquired by Norfolk Southern Railway Company ("NS").

2. Toledo - Chicago

Local trackage rights between Toledo, Ohio and Chicago, Illinois via Detroit and Grand Rapids, Michigan over the CSX Transportation, Inc. rail line.

3. Ann Arbor - Chicago

Local trackage rights between Ann Arbor, Michigan and Chicago, Illinois via Kalamazoo, Michigan over the CRC rail line to be acquired by NS.

PETITION FOR CLARIFICATION  
OR WAIVER

AA is a class III rail carrier providing rail service over approximately 53 miles of track between Ann Arbor, Michigan and Toledo, Ohio. AA's anticipated responsive application merely includes trackage rights over one of three rail lines approximately 275 to 325 miles in length. Accordingly, AA requests that its application be considered a minor transaction or, alternatively, that the Board waive certain regulatory provisions otherwise applicable to significant transactions.

The responsive application AA anticipates filing is clearly not a major transaction since it does not involve the control or merger of two or more class I railroads. See 49 C.F.R. § 1180.2 (a). Pursuant to the Board's rules, responsive applications which are not major transactions are presumed to be significant transactions. See 49 C.F.R. § 1180.4 (d) (4) (ii). The limited trackage rights AA anticipates seeking, however, do not fall within the Board's definition of significant transaction. A significant transaction is one of regional or national transportation significance. A transaction is not significant if it "clearly will not have any anticompetitive effects...." 49 C.F.R. § 1180.2 (b). The condition AA intends to seek merely involves approximately 275 to 325 miles of trackage rights. Moreover, the condition clearly will have no anticompetitive effects. Rather, the condition is procompetitive and is intended to eliminate certain anticompetitive effects of the Primary Application in this proceeding. Accordingly, AA urges the Board to consider its anticipated responsive application as a minor transaction.

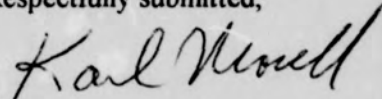
Alternatively, AA requests the Board to waive the following filing requirements that are otherwise applicable to significant transactions:

49 C.F.R. § 1180.6 (b) (3)	Change in control
49 C.F.R. § 1180.6 (b) (5)	Issues
49 C.F.R. § 1180.6 (b) (6)	Corporate chart
49 C.F.R. § 1180.6 (b) (7)	Noncarrier applicant
49 C.F.R. § 1180.6 (b) (8)	Intercompany relationships
49 C.F.R. § 1180.7	Market analyses
49 C.F.R. § 1180.8 (a)	Operational data for major or significant transactions

These filing requirements applicable to significant transactions are totally irrelevant to the limited condition AA anticipates seeking, would provide the Board with information that is totally useless in assessing the merits of AA's responsive application, and would impose an onerous and unnecessary burden on AA. AA is aware of the Board's criteria for imposing conditions on the Primary Application and that AA must meet those criteria to justify a grant of its responsive application. The filing requirements AA seeks to have waived would neither diminish AA's ability to meet its burden of proof nor impede the Board's ability fully to assess the merits of AA's requested condition.

In summary, AA respectfully urges the Board to clarify that AA's anticipated responsive application is minor or, alternatively, to grant the requested waiver of filing requirements.

Respectfully submitted,



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

Attorneys for:  
ANN ARBOR RAILROAD

Dated: August 22, 1997

. . . .

## CERTIFICATE OF SERVICE

I hereby certify that on this 22nd day of August, 1997, I caused a copy of the foregoing Descriptions of Anticipated Responsive Applications and Petition for Clarification or Waiver to be served by first class mail, postage prepaid, on Administrative Law Judge Jacob Leventhal and the following parties:

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

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

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

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

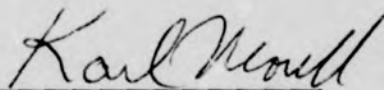
PAUL A. CUNNINGHAM  
Harkings Cunningham  
1300 Nineteenth Street, N.W., Suite 600  
Washington, D.C. 20036

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

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

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

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

  
Karl Morell

STB

FD-33388

ID-181355

8-22-97

D

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. 36)

TRANSTAR, INC. AND  
ELGIN, JOLIET AND EASTERN RAILWAY COMPANY  
-- CONTROL --  
INDIANA HARBOR BELT RAILROAD COMPANY

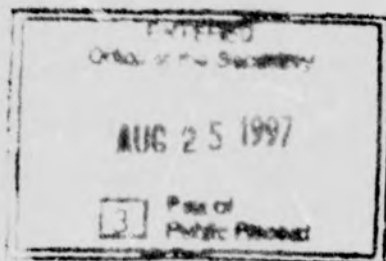
DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION OF  
TRANSTAR, INC. AND ELGIN, JOLIET AND EASTERN RAILWAY COMPANY

Robert N. Gentile  
Colette Ferris-Shotton  
Transtar, Inc.  
135 Jamison Lane  
P.O. Box 68  
Monroeville, PA 15146  
(412) 829-6890

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

ATTORNEYS FOR TRANSTAR, INC.  
AND ELGIN, JOLIET AND EASTERN  
RAILWAY COMPANY

Dated: August 22, 1997



BEFORE THE  
SURFACE TRANSPORTATION BOARD

---

FINANCE DOCKET NO. 33388

CSX CORPORATION AND CSA 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. 36)

TRANSTAR, INC. AND  
ELGIN, JOLIET AND EASTERN RAILWAY COMPANY  
-- CONTROL --  
INDIANA HARBOR BELT RAILROAD COMPANY

---

**DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION OF  
TRANSTAR, INC. AND ELGIN, JOLIET AND EASTERN RAILWAY COMPANY**

Pursuant to Decision Nos. 6 and 12 herein, served on May 30, 1997 and July 23, 1997, respectively, Transtar, Inc. ("Transtar") and the Elgin, Joliet and Eastern Railway Company ("EJE") hereby submit this description of the responsive application which they expect to file in this proceeding on or before October 21, 1997.

Transtar is a non-carrier transportation holding company which controls eight Board-regulated rail carrier subsidiaries: (1) EJE; (2) Bessemer and Lake Erie Railroad Company, a Class II carrier operating in western Pennsylvania and northeastern Ohio; (3) Birmingham Southern Railroad Company, a Class III switching and terminal carrier in Birmingham, Ensley, Fairfield and Bessemer, Alabama; (4) Duluth, Missabe and Iron Range Railway Company, a Class II carrier operating in

northeastern Minnesota and northwestern Wisconsin; (5) The Lake Terminal Railroad Company, a Class III switching carrier operating in Lorain, Ohio; (6) Union Railroad Company, a Class III carrier operating from North Bessemer to Clairton Junction, Pennsylvania, and thence to Clairton and Mifflin Junction, Pennsylvania; (7) McKeesport Connecting Railroad Company, a Class III switching operation in McKeesport, Pennsylvania; and (8) The Pittsburgh & Conneaut Dock Company, which operates a rail/water dock facility on Lake Erie at Conneaut, Ohio.

EJE is a Class II carrier that owns and operates 196 miles of mainline and branchline trackage in and around Chicago in the states of Illinois and Indiana. EJE's main line extends from Waukegan, Illinois through Joliet, Illinois to Gary, Indiana. Branch lines extend from Plainfield to East Morris, Illinois and from Gary to Whiting and East Chicago, Indiana and Hegewisch and South Chicago, Illinois. EJE functions as a linehaul and industrial switching railroad, serving a large number of industrial customers in the Chicago area and connecting with all line-haul carriers serving Chicago.

Transtar and EJE believe that the proposed control of Consolidated Rail Corporation ("Conrail"), by CSX Corporation and Norfolk Southern Corporation and the proposed allocation of Conrail's assets -- including Conrail's 51% ownership interest in the Indiana Harbor Belt Railroad Company ("IHB"), a major Chicago area terminal and switching carrier -- to CSX Transportation, Inc. and Norfolk Southern Railway Company will have serious anticompetitive effects in the Chicago switching district,

particularly with respect to the interchange of traffic between carriers and the provision of intermediate switching services. Transtar and EJE oppose the proposed transaction in the absence of conditions which will mitigate these anticompetitive effects. Transtar and EJE anticipate filing herein a responsive application pursuant to 49 C.F.R. § 1180.4(d)(4) seeking, as a condition on any Board approval of the Primary Application, the divestiture of Conrail's controlling, 51% stock interest in the IHB to Transtar, EJE or another corporate affiliate.<sup>1</sup>

Transtar and EJE also anticipate that they may seek additional conditions, not requiring the filing of a responsive application, in their comments and evidentiary submission scheduled to be filed on or before October 21, 1997.

---

<sup>1</sup> Transtar Holdings L.P. ("Holdings"), which owns 51% of the stock of Transtar, and Holdings' controlling general partner, Blackstone Transportation Company, Inc., also will join as parties to the responsive application to the extent necessary.

WHEREFORE, Transtar and EJE respectfully submit this description of their anticipated responsive application in this proceeding.

Respectfully submitted,

By: William C. Sippel / Gm

Robert N. Gentile  
Colette Ferris-Shotton  
Transtar, Inc.  
135 Jamison Street  
P.O. Box 68  
Monroeville, PA 15146  
(412) 829-6890

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

ATTORNEYS FOR TRANSTAR, INC.  
AND ELGIN, JOLIET AND EASTERN  
RAILWAY 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 Transtar, Inc. and Elgin, Joliet and Eastern Railway Company (EJE-3) was served by first class mail, postage prepaid, upon:

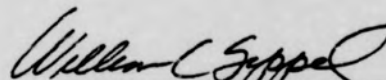
Dennis G. Lyons, Esq.  
Arnold & Porter  
555 12th Street, N.W.  
Washington, DC 20004-1202

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.  
Markins 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.

  
\_\_\_\_\_  
William C. Sippel

STB

FD-33388

ID-181352

8-22-97

D

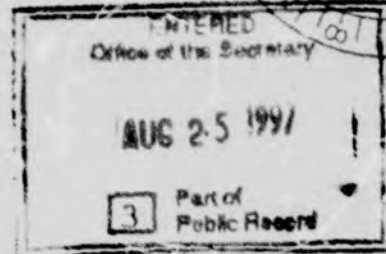
181352 D

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. 59)  
Wisconsin Central Ltd. -- Purchase and Related  
Trackage Rights -- Lines of The Baltimore & Ohio  
Chicago Terminal Railroad Company and Consolidated  
Rail Corporation

Finance Docket No. 33388 (Sub-No. 60)  
Conrail Inc. and Consolidated Rail Corporation --  
Divestiture of Control -- Indiana Harbor Belt  
Railroad Company

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are an original and twenty-five copies of the Description of Anticipated Responsive Application of Wisconsin Central Ltd. (WC-2) and the Petition for Clarification or Waiver of Wisconsin Central Ltd. (WC-3), both 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 WC-2 and WC-3 have been served by first class mail, postage prepaid on all designated parties of record in this proceeding.

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,

*Janet H. Gilbert*

Janet H. Gilbert  
Attorney for Wisconsin Central Ltd.

JHG:tjl

Enclosures

cc: Parties on Certificate of Service

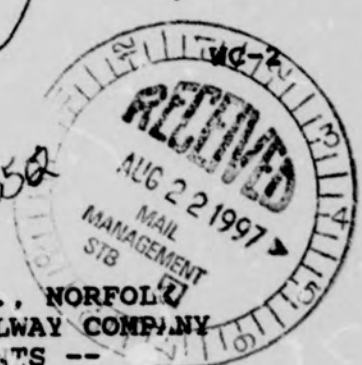
D 18/352

BEFORE THE  
SURFACE TRANSPORTATION BOARD

---

-15/352

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

~~15/352~~

FINANCE DOCKET NO. 33388 (SUB-NO. 59)

WISCONSIN CENTRAL LTD.  
-- PURCHASE AND RELATED TRackage RIGHTS --  
LINES OF THE BALTIMORE & OHIO CHICAGO TERMINAL  
RAILROAD COMPANY AND CONSOLIDATED RAIL CORPORATION

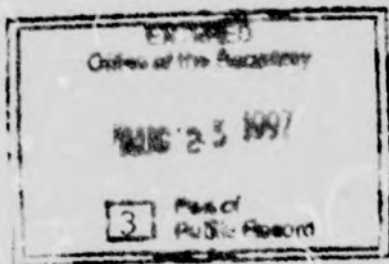
~~15/352~~

FINANCE DOCKET NO. 33388 (SUB-NO. 60)

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

---

**DESCRIPTION OF ANTICIPATED RESPONSIVE  
APPLICATION OF WISCONSIN CENTRAL LTD.**



Janet H. Gilbert  
General Counsel  
Wisconsin Central Ltd.  
6250 North River Road, Suite 9000  
Rosemont, IL 60018  
(847) 318-4691

**ATTORNEY FOR  
WISCONSIN CENTRAL LTD.**

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. 59)

WISCONSIN CENTRAL LTD.  
-- PURCHASE AND RELATED TRACKAGE RIGHTS --  
LINES OF THE BALTIMORE & OHIO CHICAGO TERMINAL  
RAILROAD COMPANY AND CONSOLIDATED RAIL CORPORATION

FINANCE DOCKET NO. 33388 (SUB-NO. 60)

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

---

**DESCRIPTION OF ANTICIPATED RESPONSIVE  
APPLICATION OF WISCONSIN CENTRAL LTD.**

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

WCL is a Class II common carrier by rail which owns or operates approximately 2000 route miles of rail line in the states of Wisconsin, Illinois, Michigan and Minnesota. WCL began operations in 1987 after acquiring its core rail lines from Soo Line Railroad Company. WCL is a wholly-owned subsidiary of Wisconsin Central Transportation Corporation ("WCTC"), which also

controls Fox Valley & Western Ltd. ("FVW"), a Class II common carrier by rail which owns approximately 500 miles of rail line within the state of Wisconsin, and the Sault Ste. Marie Bridge Company ("SSMB"), a Class III common carrier by rail which owns approximately 220 miles of rail line in northern Wisconsin and the Upper Peninsula of Michigan and between Sault Ste. Marie, Michigan and Sault Ste. Marie, Ontario, Canada. WCTC, FVW and SSMB are each participating as parties of record in this proceeding, see WC-1, dated August 6, 1997, and the relief sought herein by WCL is sought on behalf of those entities as well.

WCL's rail lines emanate north from Chicago, Illinois, and Chicago is by far the largest traffic gateway for the Wisconsin Central system. The efficient, timely and cost-effective interchange of traffic with other rail carriers at Chicago is absolutely critical to WCL's ability to offer competitive rail service. Together with its affiliates, WCL is the largest railroad in the state of Wisconsin and the Upper Peninsula of Michigan. Shippers in those states depend on WCL's capacity to move commodities through the Chicago gateway in interchange with other rail carriers. Any diminution in the competitiveness and efficiency of the Chicago gateway would have serious adverse effect on shippers and businesses in Wisconsin and Michigan's Upper Peninsula.

WCL does not have significant yard facilities in the Chicago terminal, and does not possess an ownership interest in any of the intermediate switching carriers at Chicago. WCL accordingly is dependent on competitive, neutral intermediate

switching carriers and the cooperation of other line-haul carriers in developing routings through the Chicago terminal to ensure the efficient interchange of traffic.

Whatever its virtues elsewhere in the Northeast, the proposed control of Consolidated Rail Corporation ("Conrail") by the parent corporations of CSX Transportation, Inc. ("CSXT") and Norfolk Southern Railway Company ("NSR") and the division of Conrail's assets between CSXT and NSR will not enhance rail transportation service in and through the Chicago gateway. To the contrary, WCL believes that the proposed transaction will have serious and on-going anticompetitive effects in the Chicago switching district, resulting from the domination of intermediate switching services by one or a small number of carriers, the increased market power of the Primary Applicants to compel self-serving but inefficient and anti-competitive interchange relationships, the loss of existing competitive interchange options, the elimination of direct interchanges, increased congestion and increased interchange and intermediate switching costs. The proposed transaction will not only adversely affect WCL and its shippers, but all other carriers operating and interchanging traffic within the Chicago switching district and their shippers as well.

In the absence of mitigation conditions to ameliorate these serious anticompetitive effects in the nation's most important railroad gateway, WCL strongly opposes the proposed transaction in its present form. WCL anticipates filing a responsive application pursuant to 49 C.F.R. § 1180.4(d)(4)

herein for the following transactions to be sought as conditions on any Board approval of the Primary Application:

1. WCL's purchase of: a) the Altenheim Subdivision of The Baltimore & Ohio Chicago Terminal Railroad Company ("B&OCT"), a CSXT subsidiary, between the connection with WCL at Madison Street in Forest Park and the connection with the Union Pacific Railroad Company and Conrail's former "Panhandle Line" at Rockwell Street (also known as Ogden Junction) in Chicago, and b) Conrail's "Panhandle Line" right-of-way and remaining track (currently unused) between Rockwell Street and Brighton Park in Chicago, together with related trackage rights to interchange traffic with The Burlington Northern and Santa Fe Railway Company ("BNSF") at 22nd Street, CSXT, NSR and BNSF at Brighton Park and Grand Trunk Western Railroad, Inc. (Canadian National) at the Railport facility in Chicago.

2. The divestiture by Conrail of its controlling, 51% stock interest in the Indiana Harbor Belt Railroad Company to a carrier or consortium of non-eastern carriers that may include, inter alia, WCL.

WCL also anticipates that it will seek a condition on any approval of the Primary Application requiring the merger of B&OCT into its parent, CSXT. As is explained further in WCL's Petition for Clarification or Waiver (WC-3), filed concurrently herewith, WCL does not believe that this transaction requires the filing of a responsive application by WCL.

In addition to the foregoing, WCL 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, WCL respectfully submits this description of its intended responsive application in this proceeding.

Respectfully submitted,

By: Janet H. Gilbert  
Janet H. Gilbert  
General Counsel  
Wisconsin Central Ltd.  
6250 North River Road, Suite 9000  
Rosemont, IL 60018  
(847) 318-4691

ATTORNEY FOR  
WISCONSIN CENTRAL LTD.

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 Wisconsin Central Ltd. (WC-2) was served by first class mail, postage prepaid, upon:

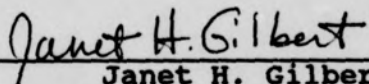
Dennis G. Lyons, Esq.  
Arnold & Porter  
555 12th Street, N.W.  
Washington, DC 20004-1202

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.



Janet H. Gilbert

STB

FD-33388

ID-181349

8-22-97

D

181349

ORIGINAL

CSO-2

BEFORE THE  
SURFACE TRANSPORTATION BOARD

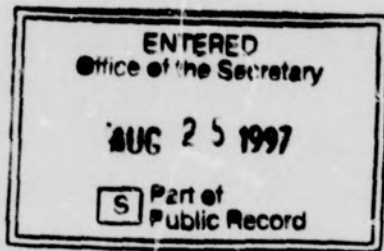
STB FINANCE DOCKET NO. 33388

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

DESCRIPTION OF ANTICIPATED  
RESPONSIVE APPLICATIONS

-181349

PETITION FOR  
CLARIFICATION OR WAIVER



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

Attorneys for:  
CONNECTICUT SOUTHERN  
RAILROAD, INC.

Dated: August 22, 1997

BEFORE THE  
SURFACE TRANSPORTATION BOARD

---

STB FINANCE DOCKET NO. 33388

---

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

---

DESCRIPTION OF ANTICIPATED  
RESPONSIVE APPLICATIONS

PETITION FOR  
CLARIFICATION OR WAIVER

---

Connecticut Southern Railroad, Inc. ("CSO"), pursuant to 49 U.S.C. § 11323-25, Decision No. 6 (served May 30, 1997) and Decision No. 12 (served July 23, 1997), hereby submits its Description of Anticipated Responsive Applications and Petition for Clarification or Waiver.

DESCRIPTION OF CONDITIONS

In accordance with the Surface Transportation Board's ("Board") Decision Nos. 6 and 12, CSO describes below the condition it anticipates seeking in this proceeding that requires a responsive application. Conditions that do not require responsive applications are not described.

As the term is used below, "local" trackage rights include: (1) the right to operate trains over the lines described, (2) the right to interchange with all carriers (including shortlines) at all

junctions on the lines described; and (3) the right to serve all shippers, sidings and team tracks located on the lines described.

1. New Haven - New York

Local trackage rights between New Haven, Connecticut and Fresh Pond Junction, New York over the rail line operated by Consolidated Rail Corporation ("CRC") and to be operated by CSX Transportation, Inc. ("CSXT").

PETITION FOR CLARIFICATION  
OR WAIVER

CSO is a class III rail carrier providing rail service over approximately 78 miles of track between Springfield, Massachusetts and New Haven, Connecticut. CSO's anticipated responsive application merely includes trackage rights over a rail line totalling approximately 75 miles in length. Accordingly, CSO requests that its application be considered a minor transaction or, alternatively, that the Board waive certain regulatory provisions otherwise applicable to significant transactions.

The responsive application CSO anticipates filing is clearly not a major transaction since it does not involve the control or merger of two or more class I railroads. See 49 C.F.R. § 1180.2 (a). Pursuant to the Board's rules, responsive applications which are not major transactions are presumed to be significant transactions. See 49 C.F.R. § 1180.4 (d) (4) (ii). The limited trackage rights CSO anticipates seeking, however, do not fall within the Board's definition of significant transaction. A significant transaction is one of regional or national transportation significance. A transaction is not significant if it "clearly will not have any anticompetitive effects..." 49 C.F.R. § 1180.2 (b). The condition CSO intends to seek merely involves approximately 75 miles of

trackage rights. Moreover, the condition clearly will have no anticompetitive effects. Rather, the condition is procompetitive and is intended to eliminate certain anticompetitive effects of the Primary Application in this proceeding. Accordingly, CSO urges the Board to consider its anticipated responsive application as a minor transaction.

Alternatively, CSO requests the Board to waive the following filing requirements that are otherwise applicable to significant transactions:

49 C.F.R. § 1180.6 (b) (3)	Change in control
49 C.F.R. § 1180.6 (b) (5)	Issues
49 C.F.R. § 1180.6 (b) (6)	Corporate chart
49 C.F.R. § 1180.6 (b) (7)	Noncarrier applicant
49 C.F.R. § 1180.6 (b) (8)	Intercompany relationships
49 C.F.R. § 1180.7	Market analyses
49 C.F.R. § 1180.8 (a)	Operational data for major or significant transactions

These filing requirements applicable to significant transactions are totally irrelevant to the limited condition CSO anticipates seeking, would provide the Board with information that is totally useless in assessing the merits of CSO's responsive application, and would impose an onerous and unnecessary burden on CSO. CSO is aware of the Board's criteria for imposing conditions on the Primary Application and that CSO must meet those criteria to justify a grant of its responsive application. The filing requirements CSO seeks to have waived would neither diminish CSO's ability to meet its burden of proof nor impede the Board's ability fully to assess the merits of CSO's requested condition.

In summary, CSO respectfully urges the Board to clarify that CSO's anticipated responsive application is minor or, alternatively, to grant the requested waiver of filing requirements.

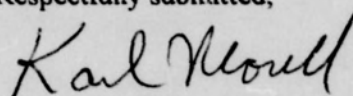
CSO also requests the following two specific clarifications or waivers:

1. CSO seeks clarification or waiver of the definition of "applicant" in 49 C.F.R. § 1180.3 (a) to exclude RailTex, Inc. ("RailTex"). CSO does not believe that RailTex, its noncarrier parent, is properly characterized as "initiating [the proposed] transaction". In any event, requiring RailTex to file as an applicant would impose unnecessary burdens on CSO without enhancing the Board's ability to evaluate the competitive and financial impacts of the condition CSO anticipates seeking.

2. CSO seeks clarification or waiver of the definition of "applicant carrier" in 49 C.F.R. § 1180.3 (b) to exclude all of CSO's affiliated carriers in the RailTex family. RailTex currently controls 22 class III railroads, including CSO, operating in 22 states, as well as three rail carriers that operate in Canada. Those carriers are operated autonomously under separate management, independently of CSO, and would not be affected by the trackage rights CSO anticipates seeking in its responsive application. Characterizing these affiliated carriers as "applicant carriers" would impose significant burdens on CSO, without materially enhancing the

Board's ability to evaluate the competitive and financial effects of the transactions to be proposed  
by CSO.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "Karl Morell". The signature is fluid and cursive, with the first name "Karl" and last name "Morell" clearly distinguishable.

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

Attorneys for:  
CONNECTICUT SOUTHERN  
RAILROAD, INC.

Dated: August 27, 1997

# CERTIFICATE OF SERVICE

I hereby certify that on this 22nd day of August, 1997, I caused a copy of the foregoing Descriptions of Anticipated Responsive Applications and Petition for Clarification or Waiver to be served by first class mail, postage prepaid, on Administrative Law Judge Jacob Leventhal and the following parties:

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

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

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

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

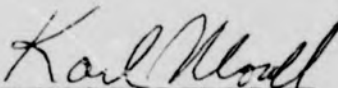
PAUL A. CUNNINGHAM  
Harkings Cunningham  
1300 Nineteenth Street, N.W., Suite 600  
Washington, D.C. 20036

MARK G. ARGON  
PETER J. SHUDTZ  
CSX Corporation  
One James Center  
902 East Cary Street  
Richmond, VA 23125

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

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

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



Karl Morell

STB

FD-33388

ID-181348

8-22-97

D

181348

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

D

August 22, 1997

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

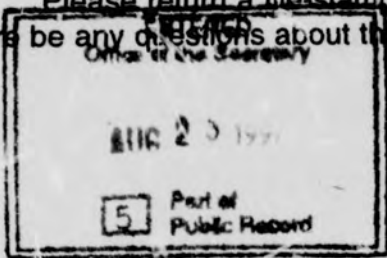
Re: Finance Docket No. 33388

Dear Secretary Williams:

Please find enclosed for filing with the Board an original and twenty-six (26) copies of the Description of Anticipated Responsive Application of the Southern Tier West Regional Planning & Development Board for filing in this proceeding.

In accordance with Decision No. 6 in this proceeding, copies of the enclosed document is being served upon Applicants' counsel, Administrative Law Judge Jacob Leventhal, and parties of record.

Please return a file-stamped copy in the envelope provided. Should there be any questions about this filing, please call me at (202) 496-4920.

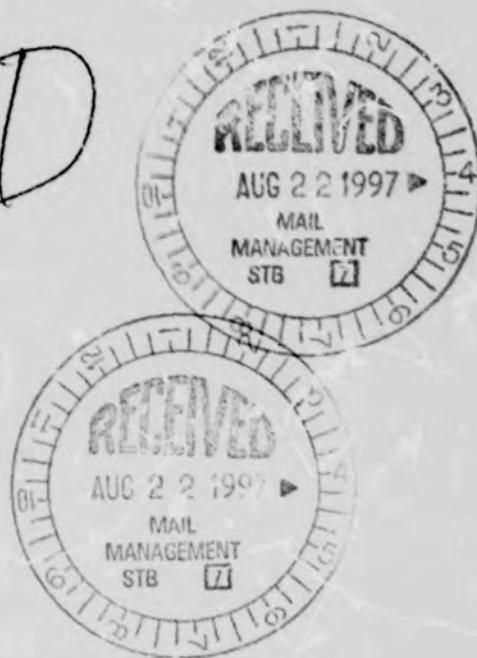
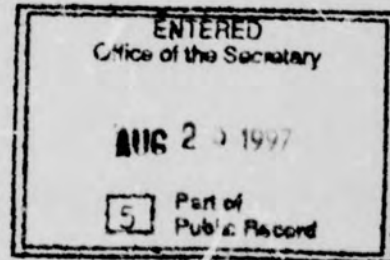


Respectfully submitted,

Paul H. Lamboley

Enclosures

cc: Hon. Jacob Leventhal  
All parties of record



181348

(STW-1)

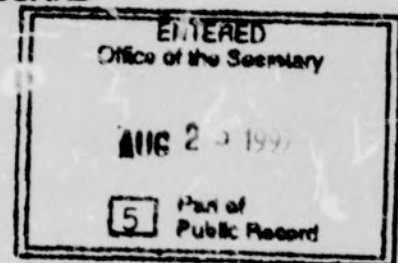
UNITED STATES OF AMERICA  
BEFORE THE  
SURFACE TRANSPORTATION BOARD

D

STB FINANCE DOCKET NO. 33388

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

DESCRIPTION OF ANTICIPATED RESPONSIVE  
APPLICATION OF THE SOUTHERN TIER WEST  
REGIONAL PLANNING AND DEVELOPMENT BOARD



Paul H. Lamborey  
1020 Nineteenth Street, NW  
Suite 400  
Washington, D.C. 20036-6105  
Telephone: 202-496-4920  
Facsimile: 202-293-6200

Counsel for Southern Tier West  
Regional Planning & Development  
Board

**DESCRIPTION OF ANTICIPATED RESPONSIVE  
APPLICATION OF THE SOUTHERN TIER WEST  
REGIONAL PLANNING AND DEVELOPMENT BOARD**

The Southern Tier West Regional Planning and Development Board ("STW") hereby submits this description of the responsive application which STW anticipates filing in this proceeding on or prior to October 21, 1997.

STW is a regional planning board representing the New York State counties of Allegany, Cattaraugus, and Chautauqua located in the southwestern corner of New York State. For purposes of this proceeding, STW also represents the county of Steuben, also in New York State.

The STW region is served by a Conrail line known as the Southern Tier Extension, which runs from Hornell, New York to Corry, Pennsylvania. Formerly part of the east-west main line of the Erie Lackawanna Railway Company, it connects at Hornell with Conrail's Buffalo-Jersey City "Southern Tier Line." Between Corry and Meadville, Pennsylvania, the former Erie Lackawanna main line is owned by the Northwest Pennsylvania Rail Authority. Between Meadville and Youngstown, Ohio, it is owned by Conrail. At Corry, connection is made to the Emporium-Erie line of the Allegheny & Eastern Railroad, a Class III carrier.

The STW region is also served by three north-south lines. Conrail's Buffalo-Harrisburg line intersects the Southern Tier Extension at Olean, New York. The Buffalo & Pittsburgh Railroad is a Class III railroad whose line passes over the Southern Tier Extension east of Salamanca, New York. The Buffalo & Pittsburgh is a corporate affiliate of the Allegheny & Eastern Railroad. Finally,

the New York and Lake Erie Railroad ("NY&LE") operates as a Class III carrier between Gowanda, New York and Conewango, New York. It possesses a dormant connection with the Southern Tier Extension at Waterboro, New York.

Conrail and Norfolk Southern operate separate main lines along the shore of Lake Erie in Chautauqua County. Inasmuch as these lines are at the periphery of the STW region, this filing does not address them.

Following the proposed division of Conrail between CSX Transportation ("CSXT") and the Norfolk Southern Railway Company ("NS"), the Southern Tier Extension and Conrail's Buffalo-Harrisburg line are designated for transfer to Norfolk Southern. Taken together with Conrail's Meadville-Youngstown line (which will also be conveyed to NS) and the Corry-Meadville segment owned by the Northwest Pennsylvania Rail Authority, the Southern Tier Extension could therefore form part of a continuous route between other NS lines at Hornell and Youngstown. Alternatively, it could form part of a continuous route between Hornell and Erie, using Conrail trackage rights over the Allegheny & Eastern Railroad which NS expects to acquire.

STW has been deeply involved in the future of the Southern Tier Extension since 1993. Following a comprehensive study of the line's future during 1993 and 1994, STW attempted to negotiate its acquisition from Conrail. Summarizing a long and difficult process, Conrail was generally willing to sell the line whenever Conrail believed that it would be able to sever a continuous route between CSXT at Youngstown and Canadian Pacific ("CP") at Hornell by abandoning the segment between Corry and Meadville. When this segment

was sold to the Northwest Pennsylvania Rail Authority pursuant to the order of the Interstate Commerce Commission in 1995 AB No. 167 (Sub No. 1139) Consolidated Rail Corp. - Abandonment between Corry and Meadville, in Erie and Crawford Counties, PA. (non print) served April 17, 1995 clarified July 18, 1995, Conrail terminated negotiations with STW.

While these negotiations were underway, traffic continued to deteriorate and large portions of the Southern Tier Extension were allowed to fall into disuse. At this time, two customers remain active in the vicinity of Jamestown, New York. They receive service from Olean, approximately 50 miles away. Remaining segments, totaling 92 miles out of the 146 miles between Hornell and Corry, are shut down altogether. The segment between Olean and Hornell was damaged by flooding in January 1996. Due to Conrail's failure to repair the damage, the washed out sections continue to erode, raising the cost of any repair that might be made.

Working closely with the New York State Department of Transportation and Congressman Amo Houghton, STW continues to seek an outcome for the Southern Tier Extension that will stabilize the future of rail service to active customers in the Jamestown area and revive use of the Hornell-Corry route for overhead freight traffic sufficient to support the costs of maintaining this essential piece of our region's economic development infrastructure.

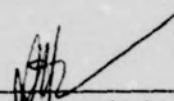
The CSX/NS merger filing fails to address Norfolk Southern's plans for the Southern Tier Extension in any way. STW believes that NS should be required to state specifically what its plans are for the Southern Tier Extension.

Though STW has been informed by Norfolk Southern that STW will receive further information about Norfolk Southern's plans for the Southern Tier Extension prior to October 21, 1997, we do not know what those plans are at this time. If they remain vague or call for abandonment or a continuation of Conrail's policy of abandonment-in-place, rail-dependent industries in the STW region will be adversely affected.

Accordingly, STW opposes the proposed division of Conrail's assets in its unconditioned form, and, pending receipt of further information from Norfolk Southern, may find it necessary to request that any Board approval of the Primary Application be conditioned upon the conveyance of the Southern Tier Extension to the counties represented by STW, so that the line may be operated as a regional railroad.

Dated: August 22, 1997

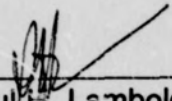
Respectfully submitted,

  
\_\_\_\_\_  
Paul M. Lamboley

Counsel for Southern Tier West  
Regional Planning & Development  
Board

### **CERTIFICATE OF SERVICE**

I hereby certify that on this 12<sup>nd</sup> day of August 1997, copies of the foregoing Description of Anticipated Responsive Application of the Southern Tier West Regional Planning and Development Board were served upon Administrative Law Judge Jacob Leventhal, Federal Energy Regulatory Commission, 888 First Street, NE, Suite 11F, Washington, DC 20426, counsel for applicant parties and upon other parties of record identified in Decision 21 attached hereto, first class mail, prepaid, in accordance with the rules of the Surface Transportation Board.

  
\_\_\_\_\_  
Paul H. Lamboley

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

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

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

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

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

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

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

*Counsel for CSX Corporation and  
CSX Transportation, Inc*

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

Faul A. Cunningham  
Richard B. Herzog  
David A. Hirsh  
Robert M. Jenkins, III  
A. Carl Kaseman, III  
Gerald P. Norton  
James G. Rafferty  
Michael J. Gergen  
James M. Guinivan  
Joel A. Rabinovitz  
Harkins Cunningham  
1300 Nineteenth Street, NW  
Suite 600  
Washington, DC 20036  
(202) 973-7600

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

PARTY OF RECORD  
DAVID G ABRAHAM  
SUITE 631W  
7315 WISCONSIN AVENUE  
BETHESDA MD 20814 US

Represents: INDIANA PORT COMMISSION

PARTY OF RECORD  
NELS ACKERSON  
THE ACKERSON GROUP  
1275 PENNSYLVANIA AVENUE N W SUITE 1100  
WASHINGTON DC 20004-2404 US

Represents: NATIONAL ASSOCIATION OF REVERSIONARY  
PROPERTY OWNERS AND  
LANDOWNERS

GOVERNOR  
HONORABLE GEORGE ALLEN  
GOVERNOR, COMMONWEALTH OF VIRGINIA  
STATE CAPITOL  
RICHMOND VA 23219 US

PARTY OF RECORD  
RICHARD A. ALLEN  
ZUCKERT, SCOUT, RASENBERGER  
888 7TH STREET N W STE 600  
WASHINGTON DC 20006-3939 US

Represents: NORFOLK SOUTHERN CORPORATION  
NORFOLK SOUTHERN RAILWAY COMPANY

PARTY OF RECORD  
CHARLES E ALLENBAUGH JR  
EAST OHIO STONE COMPANY  
2000 W BESSON ST  
ALLIANCE OH 44601 US

Represents: EAST OHIO STONE COMPANY

PARTY OF RECORD  
WILLIAM D ANKNER  
RI DEPT OF TRANSPORTATION  
TWO CAPITOL HILL  
PROVIDENCE RI 02903 US

Represents: RHODE ISLAND DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
DONALD G AVERY  
SLOVER & LOFTUS  
1224 SEVENTEENTH STREET NW  
WASHINGTON DC 20036-3003 US

Represents: AMVEST CORPORATION  
EAST JERSEY RAILROAD COMPANY  
NATIONAL RAILROAD PASSENGER CORPORATION  
(AMTRAK)  
VAUGHAN RAILROAD COMPANY

PARTY OF RECORD  
T SCOTT BANNISTER  
T SCOTT BANNISTER AND ASSOCIATES  
1300 DES MOINES BLDG 405 SIXTH AVENUE  
DES MOINES IA 50309 US

Represents: IOWA INTERSTATE RAILROAD LTD

PARTY OF RECORD  
J R LARBEE  
GENERAL CHAIRPERSON UTU  
P.O. BOX 9599  
KNOXVILLE TN 37940 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT GO-898

PARTY OF RECORD  
HARRY C BARBIN  
BARBIN LAUFFER & O'CONNELL  
608 HUNTINGDON PIKE  
ROCKLEDGE PA 19111 US

Represents: CHARLES D NESTER  
DONALD E KRAFT  
H C KOHOUT  
JACQUELINE A MACE  
LAWRENCE CIRILLO  
PAUL J ENGELHART  
ROBERT E GRAHAM  
THOMAS F MEEHAN  
WILLIAM J McILPATRICK

MEMBER OF CONGRESS  
HONORABLE JAMES A. BARCIA  
US HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-2202 US

PARTY OF RECORD  
NORMAN H. BARTHLOW  
DETROIT EDISON  
2600 SECOND AVENUE  
DETROIT MI 48226 US

Represents: DETROIT EDISON COMPANY

PARTY OF RECORD  
DINAH BEAR  
EXECUTIVE OFFICE OF THE PRESIDENT  
COUNCIL ON ENVIRONMENTAL QUALITY  
WASHINGTON DC 20503 US

GOVERNOR  
HONORABLE DAVID M BEASLEY  
GOVERNOR  
P. O. BOX 11369  
COLUMBIA SC 29211 US

PARTY OF RECORD  
JAMES L BELCHER  
EASTMAN CHEMICAL COMPANY  
PO BOX 431  
KINGSPORT TN 37662 US

Represents: EASTMAN CHEMICAL CO

PARTY OF RECORD  
MARTIN W. BERCOVICI  
KELLER & HECKMAN  
1001 G ST NW SUITE 300 WEST  
WASHINGTON DC 20001 US

Represents: ARCO CHEMICAL COMPANY  
EIGHTY-FOUR MINING COMPANY  
SOCIETY OF PLASTICS INDUSTRY

PARTY OF RECORD  
DAVID BERGER  
BERGER AND MONTAGUE, P. C.  
1622 LOCUST ST  
PHILADELPHIA PA 19103-6305 US

Represents: A HERB KEREKESCH AND GEORGE  
DONAHUE

MEMBER OF CONGRESS  
HON JOSEPH R BIDEN  
844 KING STREET  
WILMINGTON DE 19801 US

MEMBER OF CONGRESS  
HON. JOSEPH BIDEN  
UNITED STATES SENATE  
WASHINGTON DC 20510 US

MEMBER OF CONGRESS  
HONORABLE ROD R. BLAGOJEVICH  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-1305 US

MEMBER OF CONGRESS  
HON. TOM BLILEY  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
THOMAS R. FOLAK  
313 RIVER OAKS DRIVE  
CALUMET CITY IL 60409 US

Represents: VILLAGE OF RIVERDALE

PARTY OF RECORD  
CHARLES D. BOLAM  
UNITED TRANSPORTATION UNION  
1400-20TH STREET  
GRANITE CITY IL 62040 US

Represents: UNITED TRANSPORTATION  
UNION-GENERAL COMMITTEE OF ADJUSTMENT

PARTY OF RECORD  
WILLIAM A. BON, GENERAL COUNSEL  
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES  
26555 EVERGREEN ROAD SUITE 200  
SOUTHFIELD MI 48076 US

PARTY OF RECORD  
ANTHONY BOTTALICO  
UTU  
420 LEXINGTON AVENUE ROOM 458-460  
NEW YORK NY 10017 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT GO-532

PARTY OF RECORD  
THOMAS C. BRADY  
BRADY BROOKS & O'CONNELL LLP  
41 MAIN STREET  
SALAMANCA NY 14779-0227 US

Represents: SOUTHERN TIER WEST REGIONAL PLANNING  
AND DEVELOPMENT BOARD

MEMBER OF CONGRESS  
HON. JOHN BREAUX  
UNITED STATES HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
WILLIAM T. BRIGHT ETAL  
P O BOX 149  
200 GREENBRIER ROAD  
SUMMERSVILLE WV 26641 US

Represents: THE WEST VIRGINIA ASSOC FOR ECONOMIC  
DEVELOPMENT THROUGH THE JOINT USE OF CONRAIL  
TRACKS BY NORFOLK SOUTHERN AND CSX

PARTY OF RECORD  
ANITA R. BRINDZA  
THE ONE FIFTEEN HUNDRED BUILDING  
11500 FRANKLIN BLVD SUITE 104  
CLEVELAND OH 44102 US

Represents: WESTERN-ELMWOOD-BEREA CORPORATION

MEMBER OF CONGRESS  
HON. SHERROD BROWN  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

STEPHEN H. BROWN  
VORYS SATER SEYMOUR AND PEASE  
1828 L STREET N.W.  
WASHINGTON DC 20036 US  
Represents: FRATERNAL ORDER OF POLICE NATIONAL  
LABOR COUNCIL CONTRAIL NO

MEMBER OF CONGRESS  
HON. ED BRYANT  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

MEMBER OF CONGRESS  
HONORABLE RICHARD BURR  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-3305 US

PARTY OF RECORD  
ROSS B. CAPON  
NATL ASSOC OF RAILROADS PASSENGER  
900 SECOND ST NE STE 308  
WASH DC 20002-3557 US

Represents: NATIONAL ASSOCIATION OF RAILROAD  
PASSENGERS

PARTY OF RECORD  
HAMILTON L. CARMOUCHE, CORPORATION COUNSEL  
CITY OF GARY  
401 BROADWAY 4TH FLOOR  
GARY IN 46402 US

Represents: CITY OF GARY INDIANA

PARTY OF RECORD  
RICHARD C. CARPENTER  
1 SELLECK STREET SUITE 210  
EAST NORWALK CT 06855 US

Represents: SOUTH WESTERN REGION METROPOLITAN  
PLANNING ORGANIZATION  
SOUTH WESTERN REGIONAL PLANNING AGENCY

PARTY OF RECORD  
CHARLES M. CHADWICK  
MARYLAND MIDLAND RAILWAY INC  
P O BOX 1000  
UNION BRIDGE MD 21791 US

MEMBER OF CONGRESS  
HONORABLE JOHN H. CHAFEE  
UNITED STATES SENATE  
WASHINGTON DC 20510-3902 US

MEMBER OF CONGRESS  
HONORABLE SAXBY CHAMBLISS,  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
ANGELO J. CHICK JR, LOCAL CHAIRMAN  
P O BOX 48398 OLD GOOSE BAY ROAD  
REDWOOD NY 13679 US

Represents: BROTHERHOOD OF LOCOMOTIVE  
ENGINEERS DIVISION 227

GOVERNOR  
HONORABLE LAWTON CHILES  
OFFICE OF THE GOVERNOR  
THE CAPITOL  
TALLAHASSEE FL 32399-0001 US

PARTY OF RECORD  
SYLVIA CHINN-LEVY  
INTERGOVERNMENTAL CO-OP  
969 COPLEY ROAD  
AKRON OH 44326-3992 US

Represents: NORTHEAST OHIO FOUR COUNTY REGIONAL  
PLANNING & DEVELOPMENT ORGANIZATION

PARTY OF RECORD  
ELAINE L. CLARK  
MAINE DEPT OF TRANSPORTATION  
16 STATE HOUSE STATION  
AUGUSTA ME 04333 US

Represents: STATE OF MAINE DEPT OF TRANSP

PARTY OF RECORD  
NICOLE M. CLARK  
WACHTELL, LIPTON, ROSEN & KATZ  
51 WEST 52ND STREET  
NEW YORK NY 10019-6150 US

Represents:

PARTY OF RECORD  
PAUL D. COLEMAN  
HOPEL MAYER & COLEMAN  
1000 CONNECTICUT AVE NW SUITE 400  
WASHINGTON DC 20036-5302 US

Represents: DELAWARE RIVER PORT AUTHORITY  
PHILADELPHIA REGIONAL PORT AUTHORITY  
SOUTH JERSEY PORT CORPORATION  
THE PORT OF PHILADELPHIA AND CAMDEN INC

PARTY OF RECORD  
JOHN F. COLLINS  
COLLINS, COLLINS, & KANTOR PC  
267 NORTH STREET  
BUFFALO NY 14201 US

Represents: CONRAIL GENERAL COMMITTEE OF  
ADJUSTMENT  
NEW YORK STATE LEGISLATIVE BOARD  
R W GODWIN GENERAL CHAIRMAN

PARTY OF RECORD  
MICHAEL CONNELLY  
CITY OF EAST CHICAGO  
4525 INDIANAPOLIS BLVD  
EAST CHICAGO IN 46312 US

Represents: CITY OF EAST CHICAGO INDIANA

PARTY OF RECORD  
ROBERT J. COOPER, GENERAL CHAIRPERSON  
500 WATER ST  
JACKSONVILLE FL 32202-4420 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT 348

PARTY OF RECORD  
J DOYLE CORMAN  
MAIN LINE MGMNT SERVICES INC  
520 FELLOWSHIP ROAD STE A-105  
MOUNT LAUREL NJ 08054-3407 US

Represents:

PARTY OF RECORD  
JOHN J COSCIA, EXECUTIVE DIRECTOR  
DVRPC  
111 SOUTH INDEPENDENCE MALL EAST  
PHILADELPHIA PA 19106 US

Represents: DELAWARE VALLEY REGIONAL PLANNING  
COMMISSION

PARTY OF RECORD  
STEVE M COULTER  
EXXON COMPANY USA  
PO BOX 3272  
HOUSTON TX 77210-4692 US

Represents: EXXON CHEMICALS AMERICAS  
EXXON COMPANY USA

PARTY OF RECORD  
JEAN M CUNNINGHAM  
SLOVER & LOFTUS  
1224 SEVENTEENTH STREET NW  
WASHINGTON DC 20036 US

Represents:

PARTY OF RECORD  
PAUL A. CUNNINGHAM  
HARKINS CUNNINGHAM  
1300 19TH STREET NW SUITE 600  
WASHINGTON DC 20036 US

Represents: CONRAIL INC  
CONSOLIDATED RAIL CORPORATION

MEMBER OF CONGRESS  
HONORABLE ALFONSE D'AMATO  
UNITED STATES SENATE  
WASHINGTON DC 20510 US

MEMBER OF CONGRESS  
HONORABLE ALFONSE D'AMATO  
UNITED STATES SENATE  
111 W. HURON STREET, ROOM 620  
BUFFALO NY 14202 US

PARTY OF RECORD  
IRWIN L. DAVIS  
19-3 STATE TOWER BLDG.  
SYRACUSE NY 13202 US

Represents: METROPOLITAN DEVELOPMENT  
ASSOCIATION OF SYRACUSE & CENTRAL  
NEW YORK INC

PARTY OF RECORD  
SANDRA J. DEARDEN  
MDCO CONSULTANTS, INC.  
407 SOUTH DEARBORN, SUITE 1145  
CHICAGO IL 60605 US

Represents: MDCO CONSULTANTS INC

PARTY OF RECORD  
JO A DEROCHÉ  
WEINER, BRODSKY, ET AL  
1350 NEW YORK AVE NW SUITE 800  
WASHINGTON DC 20005-4797 US

Represents: LOUISVILLE & INDIANA RAILROAD  
COMPANY

PARTY OF RECORD  
NICHOLAS J. DIMICHAEL  
DONELAN, CLEARY, ET AL  
1100 NEW YORK AVENUE N W STE 750  
WASHINGTON DC 20005-3934 US

Represents: ANKER ENERGY CORPORATION  
BUFFALO COAL CO., INC.  
EVERGREEN MINING COMPANY  
MARYLAND COAL ASSOCIATION  
METTICKI COAL CORPORATION  
PBS COALS INC  
TRI-STATE COAL ASSOCIATION  
VENTURE COAL SALES  
WEST VIRGINIA COALS, INC.

MEMBER OF CONGRESS  
HONORABLE JOHN D. DINGELL  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
DAVID W. DONELY  
3361 STAFFORD ST  
PITTSBURGH PA 15204-1441 US

Represents: WEIRTON STEEL CORPORATION

PARTY OF RECORD  
PAUL M. DONOVAN  
LAROE, WINN, ETAL  
3506 IDAHO AVE NW  
WASHINGTON DC 20016 US

PARTY OF RECORD  
KELVIN J. DOWD  
SLOVER & LOFTUS  
1224 17TH STREET N W  
WASHINGTON DC 20036 US

Represents: CONSUMERS ENERGY COMPANY  
GPU GENERATION INC

PARTY OF RECORD  
DANIEL DUFF  
AMERICAN PUBLIC TRANSIT ASSOC  
1201 NEW YORK AV NW  
WASH DC 20005 US

Represents: AMERICAN PUBLIC TRANSIT ASSOCIATION

PARTY OF RECORD  
JOHN K DUNLEAVY  
ASSISTANT ATTORNEY GENERAL  
133 STATE STREET STATE ADM BLDG  
MONTPELIER VT 05633-3001 US

Represents: STATE OF VERMONT

PARTY OF RECORD  
DONALD W DUNLEVY  
230 STATE STREET  
UTU STATE LEG DIR  
PA AFL-CIO BLDG 2ND FL  
HARRISBURG PA 17101-1138 US

Represents: UNITED TRANSPORTATION UNION  
PENNSYLVANIA STATE LEGISLATIVE BOARD

PARTY OF RECORD  
FAY D DUPUIS, CITY S LLICITOR  
CITY HALL  
801 PLUM STREET ROOM 214  
CINCINNATI OH 45202 US

Represents: CITY OF CINCINNATI OHIO

PARTY OF RECORD  
DAVID DYSARD  
TMACOG  
PO BOX 9508  
300 CENTRAL UNION PLAZA  
TOLEDO OH 43697-9508 US

Represents: TOLEDO METRO AREA COUNCIL OF GOVT

PARTY OF RECORD  
GARY A EBERT  
CITY OF BAY VILLAGE  
350 DOVER CENTER ROAD  
BAY VILLAGE OH 44140 US

Represents: CITY OF BAY VILLAGE OHIO

PARTY OF RECORD  
RICHARD S. EDELMAN  
HIGHS AW MAHONEY CLARKE  
1050 SEVENTEENTH STREET N W, SUITE 210  
WASHINGTON DC 20036 US

Represents: ALLIED RAIL UNIONS

PARTY OF RECORD  
ROBERT EDWARDS  
EASTERN TRANSPORT AND LOGISTICS  
1109 LANETTE DRIVE  
CINCINNATI OH 45230 US

Represents: EASTERN TRANSPORT AND LOGISTICS

PARTY OF RECORD  
DANIEL R. ELLIOTT III ASST GENERAL COUNSEL  
UNITED TRANSPORTATION UNION  
14600 DETROIT AVENUE  
CLEVELAND OH 44107 US

PARTY OF RECORD  
TERRELL ELLIS  
CAEZ WV  
P O BOX 176  
CLAY WV 25043 US

Represents: CENTRAL APPALACHIA EMPOWERMENT  
ZONE OF WEST VIRGINIA

PARTY OF RECORD  
ROBERT L. EVANS  
OXYCHEM  
P O BOX 809050  
DALLAS TX 75380 US

Represents: OCCIDENTAL CHEMICAL CORPORATION

PARTY OF RECORD  
SARA J FAGNILLI DIRECTOR OF LAW  
1250 DETROIT AVENUE  
LAKEWOOD OH 44107 US

Represents: CITY OF LAKEWOOD OHIO

PARTY OF RECORD  
GERALD W. FAUTH III  
G. W. FAUTH & ASSOCIATES, INC.  
P. O. BOX 2401  
116 SOUTH ROYAL STREET  
ALEXANDRIA VA 22314 US

PARTY OF RECORD  
CARL FELLER  
DEKALB AGRA INC  
P. O. BOX 127  
4743 COUNTY ROAD 28  
WATERLOO IN 46793-0127 US

Represents: DEKALB AGRA INC

PARTY OF RECORD  
MICHAEL P. FERRO  
MILLENNIUM PETROCHEMICALS, INC.  
11500 NORTHLAKE DRIVE  
CINCINNATI OH 45249 US

Represents: MILLENNIUM PETROCHEMICALS INC F/K/A  
QUANTUM CHEMICAL CORPORATION

PARTY OF RECORD  
EDWARD J FISHMAN  
OFFENHEIMER WOLFF & DONNELLY  
1020 NINETEENTH ST NW STE 400  
WASHINGTON DC 20036 US

Represents: NEW JERSEY DEPARTMENT OF  
TRANSPORTATION  
NEW JERSEY TRANSIT CORPORATION  
NORTHERN VIRGINIA TRANSPORTATION  
COMMISSION-POTOMAC AND  
RAPPAHANNOCK TRANSPORTATION COMMISSION

PARTY OF RECORD  
J D FITZGERALD  
UTU, GENERAL CHAIRPERSON  
400 E EVERGREEN BLVD STE 217  
VANCOUVER WA 98660-3264 US

Represents: UNITED TRANSPORTATION UNION-GENERAL  
COMMITTEE OF ADJUSTMENT GO 386

PARTY OF RECORD  
STEPHEN M FONTAINE  
MASSACHUSETTS CENTRAL RAILROAD CORPORATION  
ONE WILBRAHAM STREET  
PALMER MA 01069 US

Represents: MASSACHUSETTS CENTRAL RAILROAD  
CORPORATION

GOVERNOR  
HONORABLE KIRK FORDICE, GOVERNOR  
STATE OF MISSISSIPPI  
P O BOX 139  
JACKSON MS 39205 US

MEMBER OF CONGRESS  
HONORABLE TILLIE K FOWLER  
US HOUSE REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
GARLAND B GARRETT JR  
NC DEPT OF TRANSPORTATION  
P O BOX 25201  
RALEIGH NC 27611 US

PARTY OF RECORD  
MICHAEL J GARRIGAN  
BP CHEMICALS INC  
4440 WARRENSVILLE CTR RD  
CLEVELAND OH 44128 US

Represents: BP AMERICA INC

PARTY OF RECORD  
RICHARD A GAVRIL  
16700 GENTRY LANE NO 104  
TINLEY PARK IL 60477 US

PARTY OF RECORD  
PETER A GILBERTSON  
REGIONAL RRS OF AMERICA  
122 C ST NW STE 850  
WASHINGTON DC 20001 US

Represents: REGIONAL RAILROADS OF AMERICA'S

PARTY OF RECORD  
LOUIS E GITOMER  
BALL JANIK LLP  
1455 F STREET NW SUITE 225  
WASHINGTON DC 20005 US

Represents: AFL LAND TRANSPORT SERVICES  
DELAWARE VALLEY RAILWAY COMPANY INC  
HURON AND EASTERN RAILWAY COMPANY INC  
RAILAMERICA INC  
SAGINAW VALLEY RAILWAY COMPANY INC

MEMBER OF CONGRESS  
HONORABLE JOHN GLENN  
U. S. SENATE ATTN: ANISA BELL  
200 N HIGH STREET S-600  
COLUMBUS OH 43215-7408 US

PARTY OF RECORD  
DOUGLAS S GOLDEN  
SUITE 200  
533 FELLOWSHIP ROAD  
MT LAUREL NJ 08054 US

Represents: PENNSYLVANIA SENATE TRANSPORTATION  
COMMITTEE

PARTY OF RECORD  
ANDREW P. GOLDSTEIN  
MCCARTHY, SWEENEY ET AL  
1750 PENNSYLVANIA AVE NW  
WASHINGTON DC 20006 US

Represents: ARCHER DANIELS MIDLAND CO  
NATIONAL GRAIN AND FEED ASSOCIATION

PARTY OF RECORD  
JOHN GORDON  
NATIONAL LIME & STONE COMPANY  
P. O. BOX 120  
FINDLAY OH 45840 US

Represents: NATIONAL LIME & STONE COMPANY

MEMBER OF CONGRESS  
HONORABLE BOB GRAHAM  
UNITED STATE SENATE  
WASHINGTON DC 20510 US

PARTY OF RECORD  
EDWARD D. GREENBERG  
GALLAND, KHARASCH, MORSE & GARFINKLE  
1054 THIRTY-FIRST STREET NW  
WASHINGTON DC 20007-4492 US

Represents: PROVIDENCE AND WORCESTER RAILROAD  
COMPANY  
STEEL WAREHOUSE CO INC  
THE INTERNATIONAL PAPER COMPANY

PARTY OF RECORD  
PETER A. GREENE  
THOMPSON HINE FLORY  
1920 N STREET N W, SUITE 900  
WASHINGTON DC 20036 US

Represents: BAY STATE MILLING COMPANY  
BELVIDERE & DELAWARE RIVER RAILWAY  
BLACK RIVER & WESTERN RAILROAD  
EAST PENN RAILWAY INC  
LANCASTER NORTHERN RAILWAY

PARTY OF RECORD  
ROBERT E GREENLESE  
TOLEDO-LUCAS COUNTY PORT AUTHORITY  
1 MARITIME PLAZA SUITE 700  
TOLEDO OH 43604 US

Represents: TOLEDO-LUCAS COUNTY PORT AUTHORITY  
TOLEDO-LUCAS COUNTY PORT AUTHORITY

PARTY OF RECORD  
DONALD F GRIFFIN  
BROTHERHOOD OF MAINTENANCE OF WAY EMPLOYEES  
400 N CAPITOL ST NW SUITE 952  
WASHINGTON DC 20001 US

PARTY OF RECORD  
JOHN J GROCKI  
GRA INC  
115 WEST AV ONE JENKINTOWN STA  
JENKINTOWN PA 19046 US

Represents: GRA INCORPORATED

PARTY OF RECORD  
VAUGHN & GROVES  
PITTSBURGH COAL COMPANY  
PO BOX 5100  
LEBANON VA 24266 US

Represents: PITTSBURGH COAL COMPANY

PARTY OF RECORD  
JOSEPH GUERRIERI, JR.  
GUERRIERI, EDMOND, ET. AL  
1331 F STREET N.W., 4TH FLOOR  
WASHINGTON DC 20004 US

PARTY OF RECORD  
DAVID L. HALL  
COMMONWEALTH CONSULTING ASSOCIATES  
720 NORTH POST OAK ROAD SUITE 330  
HOUSTON TX 77024 US

Represents: SHELL CHEMICAL COMPANY  
SHELL OIL COMPANY

MEMBER OF CONGRESS  
HON. LEE N. HAMILTON  
UNITED STATES HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
MICHAEL P. HARMONIS  
U.S. DEPT OF JUSTICE  
325 7TH STREET SUITE 500  
WASHINGTON DC 20530 US

Represents: U. S. DEPARTMENT OF JUSTICE

PARTY OF RECORD  
JAMES W. HARRIS  
THE METROPOLITAN PLANNING ORGANIZATION  
1 WORLD TRADE CENTER STE 82 EAST  
NEW YORK NY 10048-043 US

PARTY OF RECORD  
NICOLE HARVEY  
THE DOW CHEMICAL COMPANY  
2020 DOW CENTER  
MIDLAND MI 48674 US

Represents: THE DOW CHEMICAL COMPANY

PARTY OF RECORD  
JOHN D. HEFFNER, ESQ.  
REA, CROSS & AUCHINCLOSS  
1920 M STREET NW SUITE 420  
WASHINGTON DC 20036 US

Represents: EMPIRE STATE PASSENGER ASSOCIATION  
FORT ORANGE PAPER COMPANY  
NEW YORK CROSS HARBOR RAILROAD TERMINAL  
CORPORATION  
WABASH & WESTERN RAILWAY CO D/E/A MICHIGAN  
SOUTHERN RAILROAD

PARTY OF RECORD  
R. J. HENEFELD  
PPG INDUSTRIES INC  
ONE PPG PLACE  
PITTSBURGH PA 15272 US

Represents: PPG INDUSTRIES INC.

PARTY OF RECORD  
WILLIAM P. IERNAN JR. GENERAL CHAIRMAN  
P.O. BOX 180  
HILLIARD OH 43026 US

PARTY OF RECORD  
CHARLES S. HESSE, PRESIDENT  
CHARLES HESSE ASSOCIATES  
8270 STONEY BROOK - RIVE.  
CHAGRIN FALLS OH 44023 US

Represents: OHIO STEEL INDUSTRY ADVISORY COUNCIL

PARTY OF RECORD  
ERIC M. HOCKY  
GOLLATZ, GRIFFIN, EWING  
213 WEST MINER STREET  
WEST CHESTER PA 19381-0796 US

Represents: ALLEGHENY & EASTERN RAILROAD INC  
BETHLEHEM STEEL CORPORATION ET AL  
BUFFALO & PITTSBURGH RAILROAD, INC.  
PITTSBURGH & SHAWMUT RAILROAD INC  
READING BLUE MOUNTAIN & NORTHERN RAILROAD  
COMPANY  
ROCHESTER & SOUTHERN RAILROAD INC  
THE NEW YORK SUSQUEHANNA AND WESTERN  
RAILWAY CORPORATION

PARTY OF RECORD  
J. T. HOLLAND  
EASTERN SHORE RAILROAD INC  
P.O. BOX 312  
CAPE CHARLES VA 23310 US

Represents: EASTERN SHORE RAILROAD INC

PARTY OF RECORD  
JAMES E. POWARD  
90 CANAL STREET  
BOSTON MA 02114 US

Represents: COALITION OF NORTHEASTERN GOVERNORS  
MASSACHUSETTS CENTRAL RAILROAD CORPORATION

PARTY OF RECORD  
JOHN HOY  
P.O. BOX 117  
GLEN BURNIE MD 21060 US

Represents: BALTIMORE AREA TRANSIT ASSOCIATION

PARTY OF RECORD  
BRAD F. HUSTON  
CYPRUS AMAX COAL SALES CORP  
400 TECHCENTER DRIVE STE 320  
MILFORD OH 45150 US

PARTY OF RECORD  
SHEILA MECK HYDE CITY ATTORNEY  
CITY HALL  
342 CENTRAL AVENUE  
DUNKIRK NY 14048 US

Represents: CITY OF DUNKIRK NEW YORK

PARTY OF RECORD  
ERNEST J. IERARDI  
NIXON HARGRAVE DEVANS DOYLE LLP  
PO BOX 1051  
CLINTON SQUARE  
ROCHESTER NY 14603-1051 US

Represents: ROCHESTER GAS AND ELECTRIC  
CORPORATION

PARTY OF RECORD  
WILLIAM P. JACKSON, JR.  
JACKSON & JESSUP, P. C.  
P.O. BOX 1240  
3426 NORTH WASHINGTON BLVD  
ARLINGTON VA 22210 US

Represents: A. T. MASSEY COAL COMPANY INC ET AL

PARTY OF RECORD  
JAMES R. JACOBS  
JACOBS INDUSTRIES  
2 QUARRY LANE  
STONY RIDGE OH 43463 US

Represents: JACOBS INDUSTRIES

GOVERNOR  
HONORABLE BOB JAMES, JR  
GOVERNOR  
STATE OF ALABAMA  
MONTGOMERY AL 36130 US

PARTY OF RECORD  
DOREEN C JOHNSON CHIEF ANTITRUST SECTION  
OHIO ATTY GENERAL OFFICE  
30 E BROAD STREET 15TH FLOOR  
COLUMBUS OH 43215 US

PARTY OF RECORD  
ERIKA Z. JONES  
MAYER, BROWN & PLATT  
2000 PENNSYLVANIA AVE N W SUITE 6500  
WASHINGTON DC 20006 US

Represents: BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

PARTY OF RECORD  
TERRENCE D JONES  
KELLER & HECKMAN  
1001 G ST NW STE 500 WEST  
WASHINGTON DC 20001 US

Represents: NORTH AMERICAN LOGISTIC SERVICES A  
DIVISION OF MARS INCORPORATED

PARTY OF RECORD  
FRANK N JORGENSEN  
THE ELK RIVER RAILROAD INC  
P O BOX 460  
SUMMERSVILLE WV 26651 US

Represents: THE ELK RIVER RAILROAD INC

PARTY OF RECORD  
FRITZ R KAHN  
1100 NEW YORK AVENUE NW SUITE 750 WEST  
WASHINGTON DC 20005-1934 US

Represents: MARTIN MARIETTA MATERIALS INC  
SHINTECH INC

PARTY OF RECORD  
SILVIA T. KALISH  
MCARTHY, SWEENEY & HARKAWAY  
1750 PENNSYLVANIA AVE NW  
WASHINGTON DC 20006-4502 US

Represents: THE TOWN OF WYMARKET

MEMBER OF CONGRESS  
HON MARCY KAPTUR  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
LARRY B. KARNES  
TRANSPORTATION BUILDING  
PO BOX 30050  
425 WEST OTTAWA  
LANSING MI 48909 US

Represents: MICHIGAN DEPARTMENT OF TRANSP

PARTY OF RECORD  
RICHARD E. KERTH, TRANS. MGR.  
CHAMPION INTERNATL CORP  
101 KNIGHTSBRIDGE DRIVE  
HAMILTON OH 45020-0001 US

PARTY OF RECORD  
DAVID D KING  
BEAUFORT AND MOREHEAD RR CO  
PO BOX 25201  
RALEIGH NC 27611-5201 US

PARTY OF RECORD  
L P KING JR  
GENERAL CHAIRPERSON UTU  
145 CAMPBELL AVE SW STE 207  
ROANOKE VA 24011 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT N & W-C

PARTY OF RECORD  
MITCHELL M KRAUS GENERAL COUNSEL  
TRANSPORTATION COMMUNICATIONS INTERNATIONAL  
UNION  
3 RESEARCH PLACE  
ROCKVILLE MD 20850 US

Represents: TRANSPORTATION COMMUNICATIONS  
INTERNATIONAL UNION

PARTY OF RECORD  
HON DENNIS J KUCINICH  
UNITED STATES HOUSE REPRESENTATIVES  
WASHINGTON DC 20515 US

Represents: CITIZENS 10TH CONGRESSIONAL DISTRICT  
OF OHIO

PARTY OF RECORD  
PAUL H. LAMMOLEY  
OFFENHEIMER WOLFF & DONNELLY  
1020 19TH STREET, N.W., SUITE 400  
WASHINGTON DC 20036 US

Represents: RESOURCES WAREHOUSING &  
CONSOLIDATED SERVICES INC  
TRANSPORTATION INTERMEDIARIES ASSOCIATION

MEMBER OF CONGRESS  
HON. STEVE LATOURETTE  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
J PATRICK LATZ  
HEAVY LIFT CARGO SYSTEM  
PO BOX 51451  
INDIANAPOLIS IN 46251-0451 US

Represents: HEAVY LIFT CARGO SYSTEMS

PARTY OF RECORD  
JOHN K. LEARY, GENERAL MANAGER  
SOUTHEASTERN PENNSYLVANIA TRANSPORTATION  
AUTHORITY  
1234 MARKET STREET 5TH FLOOR  
PHILADELPHIA PA 19107-3780 US

Represents: SOUTHEASTERN PENNSYLVANIA  
TRANSPORTATION AUTHORITY

PARTY OF RECORD  
SHERRI LEHMAN DIRECTOR OF CONGRESSIONAL  
AFFAIRS  
CORN REFINERS ASSOC  
1701 PA AV NW  
WASH DC 20006-5805 US

Represents: CORN REFINER ASSOCIATION INC

ADMINISTRATIVE LAW JUDGE  
JUDGE JACOB LEVENTHAL, OFFICE OF HEARINGS  
FEDERAL ENERGY REGULATORY COMMISSION  
888 - 1ST ST, N.E. STE 11F  
WASHINGTON DC 20426 US

MEMBER OF CONGRESS  
HONORABLE WILLIAM O LIPINSKI  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20415 US

PARTY OF RECORD  
THOMAS J. LITWILER  
OPPENHEIMER WOLFF & DONNELLY  
180 N STETSON AVE 45TH FLOOR  
CHICAGO IL 60601 US

Represents: FOX VALLEY & WESTERN LTD  
ILLINOIS CENTRAL RAILROAD COMPANY CHICAGO  
CENTRAL & PACIFIC  
RAILROAD COMPANY AND CEDAR RIVER RAILROAD  
COMPANY  
R J CORMAN PARTIES  
R J CORMAN RAILROAD COMPANIES  
SAULT STE MARIE BRIDGE COMPANY  
TRANSTAR INC AND BESSEMER AND LAKE ERIE  
RAILROAD COMPANY  
TRANSTAR INC  
ELGIN JOLIET AND EASTERN RAILROAD COMPANY  
WISCONSIN CENTRAL LTD  
WISCONSIN CENTRAL TRANSPORTATION CORPORATION

PARTY OF RECORD  
EDWARD LLOYD  
RUTGERS ENVIRONMENTAL LAW CLINIC  
15 WASHINGTON STREET  
NEWARK NJ 07102 US

Represents: TRI-STATE TRANSPORTATION CAMPAIGN

PARTY OF RECORD  
C MICHAEL LOFTUS  
SLOVER & LOFTUS  
1224 SEVENTEENTH STREET NW  
WASHINGTON DC 20036 US

Represents: CENTERIOR ENERGY CORPORATION  
EAST CHICAGO INDIANA-HAMMOND INDIANA-GARY  
INDIANA THE FOUR CITY CONSORTIUM  
EAST CHICAGO INDIANA-HAMMOND INDIANA-GARY  
INDIANA-WIKITING  
POTOMAC ELECTRIC POWER COMPANY  
THE DETROIT EDISON COMPANY

PARTY OF RECORD  
DENNIS G LYONS  
ARNOLD & PORTER  
555 12TH STREET NW  
WASHINGTON DC 20004-1202 US

Represents: CSX CORPORATION  
CSX TRANSPORTATION INC  
CSX-NS

PARTY OF RECORD  
GORDON P. MACDOUGALL  
1025 CONNECTICUT AVE NW SUITE 410  
WASHINGTON DC 20036 US

Represents: JOSEPH C SZABO

MEMBER OF CONGRESS  
HONORABLE CONNIE MACK  
UNITED STATES SENATE  
WASHINGTON DC 20510-0904 US

PARTY OF RECORD  
WILLIAM G. MAHONEY  
HIGHSAW, MAHONEY & CLARKE  
1030 SEVENTEENTH STREET NW SUITE 210  
WASHINGTON DC 20036 US

PARTY OF RECORD  
RON MARQUARDT  
LOCAL UNION 1810 UMWA  
R.D.#2  
RAYLAND OH 43943 US

PARTY OF RECORD  
ROBERT E MARTINEZ  
VA SECRETARY OF TRANSP  
P O BOX 1475  
RICHMOND VA 23218 US

Represents: COMMONWEALTH OF VIRGINIA

PARTY OF RECORD  
JOHN K. MASER, III  
DONELAN, CLEARY, WOOD, MASER  
1100 NEW YORK AVE NW SUITE 750  
WASHINGTON DC 20005-3934 US

Represents: ACME STEEL COMPANY  
AK STEEL CORPORATION  
CARGILL INCORPORATED  
ERIE-NIAGARA RAIL STEERING COMMITTEE  
INSTITUTE OF SCRAP RECYCLING INDUSTRIES INC  
JOSEPH SMITH & SONS INC  
NIAGARA MOHAWK POWER CORPORATION

PARTY OF RECORD  
DAVID J MATTY  
CITY OF ROCKY RIVER  
21012 HILLIARD ROAD  
ROCKY RIVER OH 44116-3398 US

Represents: CITY OF ROCKY RIVER OHIO

PARTY OF RECORD  
GEORGE WHAYO, JR.  
HOGAN & HARTSON  
555 THIRTEENTH STREET NW  
WASHINGTON DC 20004-1161 US

Represents: CANADIAN PACIFIC RAILWAY COMPANY  
DELAWARE AND HUDSON RAILWAY COMPANY INC  
SOO LINE CORP  
ST LAWRENCE & HUDSON RAILWAY COMPANY  
LIMITED

PARTY OF RECORD  
MICHAEL T. MCBRIDE  
LEBOEUF LAMB GREENE & MACRAE, L.L.P.  
1875 CONNECTICUT AVE N W, STE 1200  
WASHINGTON DC 20009 US

Represents: AMERICAN ELECTRIC POWER  
ATLANTIC CITY ELECTRIC COMPANY  
DELMARVA POWER & LIGHT COMPANY  
FERTILIZER INSTITUTE  
SOMERSET RAILROAD CORP  
THE OHIO VALLEY COAL COMPANY

PARTY OF RECORD  
EDWARD C MCCARTHY  
INLAND STEEL INDUSTRIES INC  
30 WEST MONROE STREET  
CHICAGO IL 60603 US

PARTY OF RECORD  
CHRISTOPHER C MCCracken  
ULMER & BERNI LLP  
1300 EAST NINTH STREET SUITE 900  
CLEVELAND OH 44114 US

Represents: ASHTA CHEMICAL INC

PARTY OF RECORD  
THOMAS F. MCFARLAND, JR.  
MCFARLAND & HERMAN  
20 NORTH WACKER DRIVE, SUITE 1330  
CHICAGO IL 60606-3101 US

Represents: KOKOMO GRAIN CO INC

PARTY OF RECORD  
JAMES F. MCGRAIL  
COMMONWEALTH OF MASS. EXEC. OFFICE OF TRANSP.  
& CONST.  
10 PARK PLAZA ROOM 3170  
BOSTON MA. 02116-3969 US

Represents: COMMONWEALTH OF MASSACHUSETTS  
EXECUTIVE OFFICE OF TRANSPORTATION AND  
CONSTRUCTION

PARTY OF RECORD  
FRANCIS G. MCKENNA  
ANDERSON & PENDLETON  
1700 K ST NW SUITE 1107  
WASHINGTON DC 20006 US

Represents: WEST VIRGINIA STATE RAIL AUTHORITY

PARTY OF RECORD  
COLETTA MCNAMEE SR  
CUDELL IMPROVEMENT INC  
11500 FRANKLIN BLVD STE 104  
CLEVELAND OH 44102 US

Represents: CUDELL IMPROVEMENT INC

MEMBER OF CONGRESS  
HONORABLE MICHAEL MCNULTY  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-3221 US

PARTY OF RECORD  
H DOUGLAS MIDKIFF  
65 WEST BROAD ST STE 101  
ROCHESTER NY 14614-2110 US

Represents: GENESEE TRANSPORTATION COUNCIL

MEMBER OF CONGRESS  
HONORABLE BARBARA A MIKULSKI  
UNITED STATES SENATE  
WASHINGTON DC 20510 US

PARTY OF RECORD  
CLINTON J MILLER, III, GENERAL COUNSEL  
UNITED TRANSPORTATION UNION  
14600 DETROIT AVENUE  
CLEVELAND OH 44107-4250 US

PARTY OF RECORD  
G PAUL MOATES  
SIDLEY & AUSTIN  
1722 EYE STREET NW  
WASHINGTON DC 20006 US

Represents: MOATES SIDLEY & AUSTIN

PARTY OF RECORD  
C V MONIN  
BROTHERHOOD OF LOCOMOTIVE ENGINEERS  
1370 ONTARIO STREET  
CLEVELAND OH 44113 US

Represents: BROTHERHOOD OF LOCOMOTIVE  
ENGINEERS

PARTY OF RECORD  
KARL MORELL  
BALL JANIK LLP  
1455 F STREET NW SUITE 225  
WASHINGTON DC 20003 US

Represents: ANN ARBOR RAILROAD  
CHICAGO RAIL LINK LLC  
CONNECTICUT SOUTHERN RAILROAD INC  
GEORGIA WOODLANDS RAILROAD L L C  
INDIANA & OHIO RAILWAY COMPANY  
INDIANA SOUTHERN RAILROAD INC  
MANUFACTURERS JUNCTION RAILWAY L L C  
NEW ENGLAND CENTRAL RAILROAD INC  
NEWBURGH & SOUTH SHORE RAILROAD LTD  
NORTHERN OHIO & WESTERN RAILWAY L L C  
PITTSBURGH INDUSTRIAL RAILROAD INC

PARTY OF RECORD  
IAN MUIR  
BUNGE CORPORATION  
P O BOX 28500  
ST LOUIS MO 63146 US

Represents: BUNGE CORPORATION

PARTY OF RECORD  
WILLIAM A. MULLINS  
TROUTMAN SANDERS LLP  
1300 I STREET NW SUITE 500 EAST  
WASHINGTON DC 20005-3314 US

Represents: NEW YORK STATE ELECTRIC & GAS

PARTY OF RECORD  
JOHN F. NADOLNY, VICE PRESIDENT & GENERAL  
COUNSEL  
BOSTON & MAINE CORPORATION  
IRON HORSE PARK  
NO BILLERICA MA 01862 US

Represents: BOSTON AND MAINE CORPORATION  
MAINE CENTRAL RAILROAD COMPANY  
SPRINGFIELD TERMINAL RAILWAY COMPANY

PARTY OF RECORD  
S J NASCA  
STATE LEGISLATIVE DIRECTOR UTU  
35 FULLER ROAD STE 205  
ALBANY NY 12203 US

PARTY OF RECORD  
GERALD P NORTON  
HARKINS CUNNINGHAM  
1300 19TH ST NW SUITE 600  
WASHINGTON DC 20036 US

PARTY OF RECORD  
SANDRA L NUNN  
FROST & JACOBS LLP  
201 EAST FIFTH STREET  
CINCINNATI OH 45202 US

Represents: SOUTHWEST OHIO REGIONAL TRANSIT  
AUTHORITY

PARTY OF RECORD  
PETER Q. NYCE, JR.  
U. S. DEPARTMENT OF THE ARMY  
901 NORTH STUART STREET  
ARLINGTON VA 22203 US

Represents: U. S. DEPARTMENT OF THE ARMY

PARTY OF RECORD  
KEITH G O'BRIEN  
REA, CROSS AND AUCHINCLOSS  
1920 N STREET NW, STE 420  
WASHINGTON 20036 US

Represents: OHIO RAIL DEVELOPMENT COMMISSION  
PUBLIC UTILITIES COMMISSION OF OHIO  
VINELAND OHIO INC

PARTY OF RECORD  
D J O'CONNELL  
GENERAL CHAIRPERSON UTU  
410 LANCASTER AVE STE 5  
HAVERFORD PA 19041 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT GO-770

PARTY OF RECORD  
CHRISTOPHER C OHARA  
BRICKFIELD BURCHETTE & RITTS PC  
1025 THOMAS JEFFERSON ST NW EIGHTH FLOOR  
WASHINGTON DC 20007 US

Represents: STEEL DYNAMICS INC

PARTY OF RECORD  
THOMAS M O'LEARY  
OHIO RAIL DEVELOPMENT COMMISSION  
50 W BROAD STREET, 5TH FLOOR  
COLUMBUS OH 43215 US

Represents: OHIO RAIL DEVELOPMENT COMMISSION

PARTY OF RECORD  
JOHN L. OBERDORFER  
PATTON BOGGS LLP  
2550 M ST NW  
WASHINGTON DC 20037-1301 US

Represents: COMMONWEALTH OF PENNSYLVANIA  
GOVERNOR THOMAS J RIDGE  
PENNSYLVANIA DEPARTMENT OF TRANSPORTATION

PARTY OF RECORD  
BYRON D. OLSEN  
FELHABER LARSON FENLON & VOGT PA  
601 SECOND AVENUE SOUTH 4200 FIRST BANK PLACE  
MINNEAPOLIS MN 55402-4302 US

Represents: EASTMAN KODAK COMPANY

PARTY OF RECORD  
L JOHN OSBORN  
SONNENSCHN NATH & ROSENTHAL  
1301 K STREET NW STE 600  
WASHINGTON DC 20005 US

Represents: CANADIAN NATIONAL RAILWAY COMPANY  
GRAND TRUNK WESTERN RAILROAD INCORPORATED

PARTY OF RECORD  
WILLIAM L OSTEEN  
ASSOCIATE GENERAL COUNSEL TVA  
400 WEST SUMMIT HILL DRIVE  
KNOXVILLE TN 37902 US

Represents: TENNESSEE VALLEY AUTHORITY

PARTY OF RECORD  
MONTY L PARKER  
CMC STEEL GROUP  
P O BOX 911  
SEGUIN TX 78156 US

Represents: CMC STEEL GROUP  
COMMERCIAL METALS COMPANY

GOVERNOR  
HONORABLE PAUL E. PATTON  
GOVERNOR  
700 CAPITOL AVENUE, STE. 100  
FRANKFORT KY 40601 US

PARTY OF RECORD  
LAWRENCE PEPPER JR  
GRUCCIO PEPPER  
817 EAST LANDES AV  
VINELAND NJ 08360 US

Represents: SOUTH JERSEY TRANSPORTATION  
PLANNING ORGANIZATION

PARTY OF RECORD  
F R PICKELL  
GENERAL CHAIRPERSON UTU  
6797 NORTH HIGH ST STE 108  
WOR HINGTON OH 43085 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT  
CONRAIL WEST & SOUTH/NORFOLK SOUTHERN  
RAILWAY CO GO-777

PARTY OF RECORD  
PATRICK R PLUMMER  
GUERRIERI EDMOND & CLAYMAN PC  
1331 F ST NW  
WASHINGTON DC 20004 US

Represents: INTERNATIONAL ASSOCIATION OF  
MACHINISTS AND AEROSPACE WORKERS  
UNITED RAILWAY SUPERVISOR'S ASSOCIATION

PARTY OF RECORD  
ANDREW R PLUMP  
ZUCKERT, SCOUTT, RASENBERGER  
888 17TH STREET N W STE 600  
WASHINGTON DC 20006-3939 US

PARTY OF RECORD  
JOSEPH R. POMPONIO  
FEDERAL RAILROAD ADMIN.  
400 7TH ST SW RCC-20  
WASHINGTON DC 20590 US

Represents: FEDERAL RAILROAD ADMINIST.

MEMBER OF CONGRESS  
HONORABLE ROB PORTMAN  
U. S. HOUSE OF REPRESENTATIVES  
8044 MONTGOMERY ROAD, ROOM 540  
CINCINNATI OH 45236 US

PARTY OF RECORD  
LARRY R. PRUDEN  
TRANS. COMM. INTL UNION  
3 RESEARCH PLACE  
ROCKVILLE MD 20850 US

MEMBER OF CONGRESS  
HONORABLE DEBORAH PRYCE  
U. S. HOUSE OF REPRESENTATIVES  
500 SOUTH FRONT STREET, ROOM 1130  
COLUMBUS OH 43215 US

PARTY OF RECORD  
HAROLD P QUINN JR SENIOR VP & GENERAL COUNSEL  
NATL MINING ASSOCIATION  
1130 SEVENTEENTH ST NW  
WASHINGTON DC 20036 US

Represents: NATIONAL MINING ASSOCIATION

PARTY OF RECORD  
J T REED  
GENERAL CHAIRPERSON UTU  
7785 BAY MEADOWS WAY STE 109  
JACKSONVILLE FL 32256 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT B&O

MEMBER OF CONGRESS  
HON. RALPH REGULA  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

GOVERNOR  
HONORABLE THOMAS J RIDGE  
GOVERNOR, COMMONWEALTH OF PENNSYLVANIA  
225 MAIN CAPITOL BUILDING  
HARRISBURG PA 17120 US

PARTY OF RECORD  
ARVID E. ROACH II  
COVINGTON & BURLING  
PO BOX 7566  
1201 PENNSYLVANIA AVE NW  
WASHINGTON DC 20044-7566 US

Represents: UNION PACIFIC CORP  
UNION PACIFIC RAILROAD COMPANY

MEMBER OF CONGRESS  
HON. CHARLES ROBB  
UNITED STATES SENATE  
WASHINGTON DC 20510 US

PARTY OF RECORD  
JAMES F ROBERTS  
210 E LOMBARD STREET  
BALTIMORE MD 21202 US

Represents: COAL-ARBED INTERNATIONAL TRADING

PARTY OF RECORD  
JOHN M ROBINSON  
9616 OLD SPRING ROAD  
KENSINGTON MD 20895-3124 US

Represents: EFFINGHAM RAILROAD COMPANY  
ILLINOIS WESTERN RAILROAD COMPANY

PARTY OF RECORD  
J L RODGERS  
GENERAL CHAIRMAN UTU  
480 OSCEOLA AVENUE  
JACKSONVILLE FL 32250 US

Represents: UNITED TRANSPORTATION UNION GO-513

PARTY OF RECORD  
EDWARD J RODRIQUEZ  
PO BOX 298  
67 MAIN ST  
CENTERBROOK CT 06409 US

Represents: HOUSATONIC RAILROAD CO INC

PARTY OF RECORD  
DAVID ROLOFF  
GOLDSTEIN & ROLOFF  
526 SUPERIOR AVENUE EAST SUITE 1440  
CLEVELAND OH 44114 US

Represents: LOCAL 1913 INTERNATIONAL  
LONGSHOREMEN'S UNION

PARTY OF RECORD  
JOHN JAY ROSACKER  
KS. DEPT OF TRANSP  
217 SE 4TH ST 2ND FLOOR  
TOPEKA KS 66603 US

Represents: KANSAS DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
CHARLES M. ROSENBERGER  
CSX TRANSPORTATION  
500 WATER STREET  
JACKSONVILLE FL 32201 US

PARTY OF RECORD  
CHRISTINE H. ROSSO  
IL ASSISTANT ATTORNEY GENERAL  
100 W RANDOLPH ST 13TH FLOOR  
CHICAGO IL 60601 US

Represents: STATE OF ILLINOIS

MEMBER OF CONGRESS  
HON WILLIAM V. ROTH JR  
U S SENATE  
WASHINGTON DC 20510-0001 US

MEMBER OF CONGRESS  
HONORABLE BOBBY L. RUSH  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-9997 US

PARTY OF RECORD  
THOMAS R RYDMAN PRESIDENT  
INDIAN CREEK RAILROAD COMPANY  
3905 W 600 NORTH  
ANDERSON IN 46011 US

Represents: INDIAN CREEK RAILROAD COMPANY

MEMBER OF CONGRESS  
HONORABLE RICK SANTORUM  
UNITED STATES SENATE  
WASHINGTON DC 20510-3804 US

PARTY OF RECORD  
R K SARGENT  
GENERAL CHAIRPERSON UTU  
1319 CHESTNUT STREET  
KENOVA WV 25530 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT CSXT -C&O NORTH

MEMBER OF CONGRESS  
HONORABLE THOMAS C. SAWYER  
PO BOX 1463  
SOUTH BEND IN 46624-1463 US

MEMBER OF CONGRESS  
HONORABLE THOMAS C. SAWYER  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON, DC 20423 US

PARTY OF RECORD  
SCOTT M SAYLOR  
NORTH CAROLINA RAILROAD CO  
3200 ATLANTIC AV STE 110  
RALEIGH NC 27604 US

PARTY OF RECORD  
G CRAIG SCHELTER  
PIDC  
1500 MARKET STREET  
PHILADELPHIA PA 19102 US

Represents: PHILADELPHIA INDUSTRIAL DEVELOPMENT  
CORPORATION

PARTY OF RECORD  
FREDERICK H SCHRANCK  
PO BOX 778  
DOVER DE 19903 US

Represents: DELAWARE DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
RANDOLPH L. SEGER  
MCHALE COOK & WELCH PC  
320 N MERIDIAN STREET STE 1100  
INDIANAPOLIS IN 46204 US

Represents: CITY OF INDIANAPOLIS INDIANA

PARTY OF RECORD  
DIANE SEITZ  
CENTRAL HUDSON GAS & ELECTRIC CORP  
284 SOUTH AVENUE  
POUGHKEEPSIE NY 12601 US

Represents: CENTRAL HUDSON GAS & ELECTRIC  
CORPORATION

PARTY OF RECORD  
DENISE L SEJNA CITY ATTORNEY  
CITY OF HAMMOND  
5925 CALUMET AV  
HAMMOND IN 46320 US

Represents: CITY OF HAMMOND INDIANA

PARTY OF RECORD  
ANTHONY P. SEMANICK  
347 MADISON AVENUE  
NEW YORK NY 10017-3706 US

Represents: METROPOLITAN TRANSPORTATION  
AUTHORITY

PARTY OF RECORD  
ROGER A. SERPE  
INDIANA HARBOR BELT RR  
175 WEST JACKSON BOULEVARD SUITE 1460  
CHICAGO IL 60604 US

Represents: INDIANA HARBOR BELT RAILROAD  
COMPANY

PARTY OF RECORD  
JAMES E SHEPHERD  
TUSCOLA & SAGINAW BAY  
PO BOX 550  
OWOSSO MI 48867-0550 US

Represents: TUSCOLA & SAGINAW BAY RAILWAY  
COMPANY INC

PARTY OF RECORD  
MARK H. SIDMAN  
WEINER, BRODSKY, SIDMAN  
1350 NEW YORK AVE NW STE 800  
WASHINGTON DC 20005 US

Represents: CENTRAL RAILROAD COMPANY OF INDIANA  
CENTRAL RAILROAD COMPANY OF INDIANAPOLIS  
NEW YORK & ATLANTIC RAILWAY

PARTY OF RECORD  
PHILIP G SIDO  
UNION CAMP CORPORATION  
1600 VALLEY ROAD  
WAYNE NJ 07470 US

Represents: UNION CAMP CORPORATION

PARTY OF RECORD  
KENNETH E. SIEGEL  
AMERICAN TRUCKING ASSOC.  
2300 MILL ROAD

ALEXANDRIA VA 22314-4677 US

PARTY OF RECORD  
PATRICK B SIDMONS  
NC DEPT OF TRANSP  
1 S WILMINGTON STREET ROOM 557  
RALEIGH NC 27611 US

Represents: NORTH CAROLINA DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
WILLIAM C SUPPEL  
OFFENHEIMER WOLFF & DONNELLY  
180 N STETSON AVE TWO PRUDENTIAL PLAZA 45<sup>TH</sup>  
FLOOR  
CHICAGO IL 60601 US

Represents: BESSEMER & LAKE ERIE RR CO  
ELGIN JOLIET AND EASTERN RAILWAY COMPANY  
TRANSTAR INC

PARTY OF RECORD  
RICHARD G SLATTERY  
AMTRAK  
60 MASSACHUSETTS AVENUE N E  
WASHINGTON DC 20002 US

PARTY OF RECORD  
WILLIAM L. SLOVER  
SLOVER & LOFTUS  
1224 SEVENTEENTH STREET NW  
WASHINGTON DC 20036-3003 US

Represents: STATE OF NEW YORK DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
GARRET G SMITH  
MOBIL OIL CORPORATION  
3225 GALLOWAY RD RM BA903  
FAIRFAX VA 22037-0001 US

Represents: MOBIL OIL CORPORATION

MEMBER OF CONGRESS  
HON ROBERT F SMITH  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
PAUL SAMUEL SMITH  
U. S. DEPT OF TRANSP  
400 7TH ST SW, ROOM 4102 C-30  
WASHINGTON DC 20590 US

Represents: U S DEPARTMENT OF TRANSPORTATION

PARTY OF RECORD  
MIKE SPAHIS  
FINA OIL & CHEMICAL CO.  
PO BOX 2159  
DALLAS TX 75221 US

Represents: FINA OIL AND CHEMICAL COMPANY

MEMBER OF CONGRESS  
HON ARLEN SPECTER  
UNITED STATES SENATE  
WASHINGTON DC 20510-3802 US

PARTY OF RECORD  
CHARLES A SPITULNIK  
HOPKINS & SUTTER  
888 SIXTEENTH STREET NW  
WASHINGTON DC 20006 US

Represents: COMMUTER RAIL DIVISION REGIONAL  
TRANSPORT AUTHORITY-NORTHEAST  
ILLINOIS REGIONAL COMMUTER RR CORP D/B/A METRA  
FLORIDA POWER & LIGHT COMPANY  
NEW YORK CITY ECONOMIC DEVELOPMENT  
CORPORATION  
PHILADELPHIA BELT LINE RAILROAD COMPANY

PARTY OF RECORD  
MARY GABRIELLE SPRAGUE  
555 TWELTH STREET NW  
WASHINGTON DC 20004-1202 US

MEMBER OF CONGRESS  
HON. LOUIS E. STOKES  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
ELIEN S. STOMMES, DIRECTOR, T&M DIVISION  
AGRICULTURAL MARKETING SERVICE, USDA  
P. O. BOX 96456  
WASHINGTON DC 20090-6456 US

Represents: U S DEPARTMENT OF AGRICULTURE

PARTY OF RECORD  
SCOTT N. STONE  
PATTON BOGGS LLP  
2550 M STREET NW 7TH FLOOR  
WASHINGTON DC 20037-1346 US

MEMBER OF CONGRESS  
HONORABLE TED STRICKLAND  
U. S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
D G STRUNK JR  
GENERAL CHAIRPERSON UTU  
817 KILBOURNE STREET  
BELLEVUE OH 44811 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT GO-687

PARTY OF RECORD  
JAMES F SULLIVAN  
CT DEPT OF TRANSPORTATION  
P O BOX 317546  
NEWINGTON CT 06131 US

Represents: CONNECTICUT DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
DANIEL J. SWEENEY  
MCCARTHY, SWEENEY & HARKAWAY, P. C.  
1750 PENNSYLVANIA AVE NW, STE 1105  
WASHINGTON DC 20006 US

Represents: PENNSYLVANIA POWER & LIGHT COMPANY

PARTY OF RECORD  
ROBERT G SZABO  
V NESS FIDELMAN  
1050 THOMAS JEFFERSON STREET NW  
WASHINGTON DC 20007 US

Represents: CONSUMERS UNITED FOR RAIL EQUITY

PARTY OF RECORD  
J E THOMAS  
HERCULES INCORPORATED  
1313 NORTH MARKET STREET  
WILMINGTON DE 19894 US

PARTY OF RECORD  
K N THOMPSON  
GENERAL CHAIRPERSON UTU  
11017-F GRAVOIS INDUSTRIAL PLAZA  
ST LOUIS MO 63128 US

PARTY OF RECORD  
WILLIAM R THOMPSON  
CITY OF PHILADELPHIA LAW DEPT  
1600 ARCH ST 10TH FLOOR  
PHILADELPHIA PA 19103 US

Represents: CITY OF PHILADELPHIA PA

PARTY OF RECORD  
W DAVID TIDHOLM  
HUTCHESON & GRUNDY  
1200 SMITH STREET #3300  
HOUSTON TX 77002 US

MEMBER OF CONGRESS  
HONORABLE ROBERT G. TORRICELLI  
1 RIVER FRONT PLAZA, 3RD FLOOR  
NEWARK NJ 07102 US

MEMBER OF CONGRESS  
HONORABLE ROBERT G. TORRICELLI  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

MEMBER OF CONGRESS  
JAMES A TRAFICANT JR  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-3517 US

PARTY OF RECORD  
MERRILL L. TRAVIS  
ILLINOIS DEPT. OF TRANSP.  
2300 SOUTH DIRKSEN PARKWAY ROOM 302  
SPRINGFIELD IL 62733-4555 US

Represents: ILLINOIS DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
MAYOR VINCENT M URBIN  
150 AVON BELDEN RD  
AVON LAKE OH 44012 US

Represents: CITY OF AVON LAKE OHIO

PARTY OF RECORD  
STEPHEN M UTHOFF  
CONIGLIO & UTHOFF  
110 WEST OCEAN BOULEVARD SUITE C  
LONG BEACH CA 90802 US

Represents: THE RAIL-BRIDGE TERMINALS  
CORPORATION

PARTY OF RECORD  
J WILLIAM VAN DYKE  
NJ TRANSPORTATION PLANNING AUTHORITY  
ONE NEWARK CENTER 17TH FLOOR  
NEWARK NJ 07102 US

Represents: NORTH JERSEY TRANSPORTATION  
PLANNING AUTHORITY

PARTY OF RECORD  
WILLIAM C VAN SLYKE  
152 WASHINGTON AVENUE  
ALBANY NY 12210 US

Represents: THE BUSINESS COUNCIL OF NEW YORK  
STATE INC

MEMBER OF CONGRESS  
HONORABLE PETER J. VISCLOSKEY  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
JOHN A. VUONO  
VUONO & GRAY  
2310 GRANT BUILDING  
PITTSBURGH PA 15219 US

Represents: NATIONAL STEEL CORPORATION

PARTY OF RECORD  
FRONZIS WALKER  
CITIZENS GAS & COKE UTILITY  
2020 N MERIDIAN STREET  
INDIANAPOLIS IN 46202 US

Represents: CITIZENS GAS & COKE UTILITY

PARTY OF RECORD  
JACK A WALTER  
WCI STEEL INC  
1040 PINE AVENUE S E  
WARREN OH 44483 US

Represents: WCI STEEL INC

MEMBER OF CONGRESS  
HONORABLE JOHN WARNER  
UNITED STATES SENATE  
WASHINGTON DC 20510 US

MEMBER OF CONGRESS  
HONORABLE JOHN WARNER  
UNITED STATES SENATE  
P.O. BOX 8817  
235 FEDERAL BUILDING  
ARLINGTON VA 22210-0887 US

PARTY OF RECORD  
JAMES R WEISS  
PRESTON GATES ELLIS ET AL  
1735 NEW YORK AVENUE NW SUITE 500  
WASHINGTON DC 20006 US

Represents: MARYLAND DEPARTMENT OF  
TRANSPORTATION

PARTY OF RECORD  
HUGH H. WELSH  
LAW DEPT., SUITE 67E  
ONE WORLD TRADE CENTER  
NEW YORK NY 10048-0202 US

PARTY OF RECORD  
JAY WESTBROOK  
CITY HALL RM 216  
601 LAKESIDE AV NE  
CLEVELAND OH 44114 US

Represents: CITY OF CLEVELAND OHIO

MEMBER OF CONGRESS  
HONORABLE BOB WEYGAND  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US

PARTY OF RECORD  
CHARLES H. WHITE, JR.  
GALLAND, KHARASCH & GARFINKLE, P. C.  
1054 THIRTY-FIRST STREET NW  
WASHINGTON DC 20007-4492 US

Represents: STARK DEVELOPMENT BOARD INC  
WHEELING & LAKE ERIE RAILWAY COMPANY

PARTY OF RECORD  
WILLIAM W., JR. WHITEHURST  
W. W. WHITEHURST & ASSOCIATES, INC.  
12421 HAPPY HOLLOW ROAD  
COCKEYSVILLE MD 21030 US

Represents: W W WHITEHURST & ASSOCIATES INC

PARTY OF RECORD  
HENRY M. WICK, JR.  
WICK, STREIFF, ET AL  
1450 TWO CHATHAM CENTER  
PITTSBURGH PA 15219 US

Represents: U S CLAY PRODUCERS TRAFFIC  
ASSOCIATION INC

PARTY OF RECORD  
ROBERT J WILL  
UNITED TRANSPORTATION UNION  
4134 GRAVE RUN RD  
MANCHESTER MD 21102 US

PARTY OF RECORD  
RICHARD R WILSON  
1126 EIGHT AV STE 403  
ALTOONA PA 16602 US

Represents: ASHLAND RAILROAD COMPANY  
DURHAM TRANSPORT INC  
JUNIATA VALLEY RAILROAD COMPANY  
LYCOMING VALLEY RAILROAD COMPANY  
NITTANY & BALD EAGLE RAILROAD COMPANY  
NORTH SHORE RAILROAD COMPANY  
NORTHWEST PENNSYLVANIA RAIL AUTHORITY  
OHI RAIL CORPORATION  
RICHARD D ROBEY  
SHAMOKIN VALLEY RAILROAD COMPANY  
SOUTHWESTERN PENNSYLVANIA REGIONAL PLANNING  
COMMISSION  
STURBRIDGE RAILROAD COMPANY  
TRANSPORTATION COMMITTEE PENNSYLVANIA HOUSE  
OF REPRESENTATIVES  
WELLESBORO & CORNING RAILROAD COMPANY

PARTY OF RECORD  
ROBERT A. WIMBISH, ESQ.  
REA, CROSS & AUCHINCLOSS  
1920 N STREET NW SUITE 420  
WASHINGTON DC 20036 US

Represents: CONNECTICUT CENTRAL RAILROAD

PARTY OF RECORD  
C D WINEBRENNER  
GENERAL CHAIRPERSON UTU  
27801 EUCLID AV RM 200  
EUCLID OH 44132 US

Represents: UNITED TRANSPORTATION UNION GENERAL  
COMMITTEE OF ADJUSTMENT GO-651

PARTY OF RECORD  
JOHN F WING CHAIRMAN  
CITIZENS ADVISORY COMMITTEE  
601 NORTH HOWARD STREET  
BALTIMORE MD 21201 US

Represents: CITIZENS ADVISORY COMMITTEE

MEMBER OF CONGRESS  
HONORABLE BOB WISE  
U S HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20510 US

PARTY OF RECORD  
SERGEANT W WISE  
LIVONIA, AVON & LAKEVILLE RAILROAD CORPORATION  
P. O. BOX 190-B  
5769 SWEETENERS BLVD  
LAKEVILLE NY 14480 US

Represents: LIVONIA AVON & LAKEVILLE RAILROAD  
CORPORATION

PARTY OF RECORD  
TIMOTHY A WOLFE  
WYANDOT DOLOMITE, INC  
P O BOX 99 1794 CO RD #99  
CAREY OH 43316 US

Represents: WYANDOT DOLOMITE INC

PARTY OF RECORD  
FREDERIC L. WOOD  
DONELAN, CLEARY, WOOD & MASER, P. C.  
1100 NEW YORK AVE NW STE 750  
WASHINGTON DC 20005-3934 US

Represents: NATIONAL INDUSTRIAL TRANSPORTATION  
LEAGUE

PARTY OF RECORD  
E C WRIGHT  
RAIL TRANSPORTATION PROCUREMENT MANAGER  
1007 MARKET STREET, DUPONT BLDG 3100  
WILMINGTON DE 19898 US

Represents: E I DU PONT DE NEMOURS AND COMPANY

PARTY OF RECORD  
L PAT WYNNS  
SUITE 210  
1050 - 17TH STREET N W  
WASHINGTON DC 20036-5503 US

PARTY OF RECORD  
EDWARD WYTKIND, EXECUTIVE DIRECTOR  
TRANSP TRADES DEPT AFLCIO  
400 N CAPITOL ST SW STE 861  
WASHINGTON DC 20001 US

Represents: TRANSPORTATION TRADES DEPARTMENT  
AFL CIO

PARTY OF RECORD  
SHELDON A ZABEL  
SCHIFF HARDIN & WAITE  
7200 SEARS TOWER  
CHICAGO IL 60606 US

Represents: NORTHERN INDIANA PUBLIC SERVICE  
COMPANY

PARTY OF RECORD  
SCOTT M ZIMMERMAN  
ZUCKERT SCOUTT & RASENBERGER L L P  
888 SEVENTEENTH STREET NW  
WASHINGTON DC 20006 US

PARTY OF RECORD  
WALTER E ZULLIG JR SPECIAL COUNSEL  
METRO-NORTH COMMUTER RAILROAD COMPANY  
347 MADISON AVE  
NEW YORK NY 10017-3706 US

Represents: METRO-NORTH COMMUTER RAILROAD  
COMPANY

STB

FD-33388

ID-181346

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PATTON BOGGS, L.L.P.  
2550 M STREET, N.W.  
WASHINGTON, D.C. 20037-1350  
(202) 457-6000  
FACSIMILE (202) 457-6315

WRITER'S DIRECT DIAL

(202) 457-6424

August 22, 1997

**By Hand**

Vernon A. Williams, Secretary  
Case Control Branch  
ATTN: STB Finance Docket No. 33388  
Surface Transportation Board  
Suite 700  
1925 K Street, N.W.  
Washington, DC 20036



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:

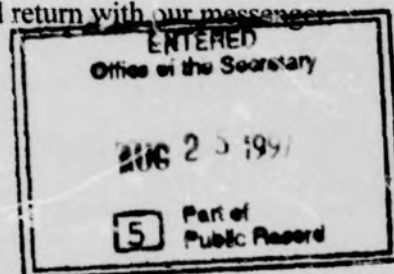
Enclosed for filing are an original and 25 copies of PA-3, the Description of Anticipated Responsive Application filed on behalf of the Commonwealth of Pennsylvania, Governor Thomas J. Ridge, and the Pennsylvania Department of Transportation. Also enclosed is a diskette containing PA-3 in WordPerfect format.

Please stamp the additional copy with the date of receipt and return with our messenger.

Sincerely,

*John L. Oberdorfer* /s/

John L. Oberdorfer



Outside Counsel for the Commonwealth of Pennsylvania,  
Governor Thomas J. Ridge, and the Pennsylvania  
Department of Transportation

181346

PA-3

BEFORE THE  
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388



CSX CORPORATION AND CSX TRANSPORTATION, INC., NORFOLK SOUTHERN  
CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY

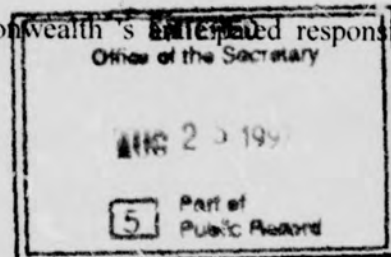
-- CONTROL AND OPERATING LEASES/AGREEMENTS --

CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION

The Commonwealth of Pennsylvania, Governor Thomas J. Ridge and the Pennsylvania Department of Transportation (hereinafter collectively "the Commonwealth") respectfully describe below the elements of a responsive application which they may file in this proceeding.<sup>1</sup>

Discovery in this matter is only in its early stages. As a result, the Commonwealth is still assessing the impacts of the transaction, and has not formally taken a position regarding the application. Therefore, the description below of the possible inconsistent application must necessarily be general. Subject to this caveat, the Commonwealth's anticipated responsive application would request the following conditions:

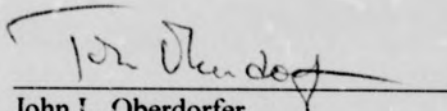


<sup>1</sup> The Commonwealth has in accordance with Decision No. 6 reserved Sub-No. 67 for its responsive application.

1. Conditions designating additional areas for joint access by NS and CSX in addition to the shared access areas and other jointly served areas proposed in the application.
2. Conditions designed to open shortline railroads in the Commonwealth to access by more than one class I rail carrier.
3. Conditions designed to remedy situations in which Pennsylvania shippers and receivers who now have single-system Conrail service will have to interline their shipments between CSX and NS after the proposed transaction.
4. Conditions designed to ensure that increased freight operations will not interfere with commuter and passenger service in the Commonwealth.
5. Conditions designed to ensure the financial soundness and responsibility of the surviving Conrail entity.
6. Conditions designed to mitigate labor and employment effects of the proposed transaction.

Respectfully submitted,

Paul A. Tufano, General Counsel  
Commonwealth of Pennsylvania  
Room 225, Main Capitol Building  
Harrisburg, PA 17120  
(717) 787-2551

  
John L. Oberdorfer  
Patton Boggs, L.L.P.  
2550 M Street, N.W.  
Washington, DC 20037  
(202) 457-6335

Counsel for Commonwealth of  
Pennsylvania, Governor Thomas J. Ridge,  
and Pennsylvania Department of  
Transportation

Dated: August 22, 1997

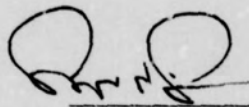
CERTIFICATE OF SERVICE

I hereby certify that I have served copies of the foregoing Description of Anticipated Responsive Application by first class mail upon all parties of record and Administrative Law Judge Jacob Leventhal, and by hand upon the following:

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.  
880 Seventeenth Street, N.W.  
Washington, DC 20006-3939

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

 to 8/22/97  
John L. Oberdorfer