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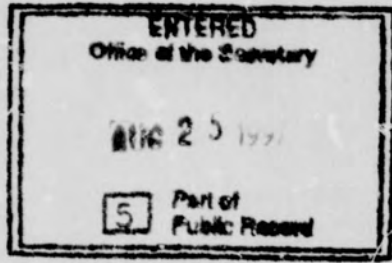
ISRR-2

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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

181344



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

Attorney for:
INDIANA 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

Indiana Southern Railroad, Inc. ("ISRR"), 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, ISRR 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.

1. Indianapolis

Overhead trackage rights between MP 6.0 on ISRR's Petersburg Secondary in Indianapolis, Indiana and Indianapolis Power & Light's Perry K facility in Indianapolis, Indiana over the Consolidated Rail Corporation ("CRC") rail line to be acquired by CSX Transportation, Inc. ("CSXT").

2. Indianapolis

Overhead trackage rights between MP 6.0 on ISRR's Petersburg Secondary in Indianapolis, Indiana and Indianapolis Power & Light's Stout facility located on the Indiana Railroad ("INRD") over a segment of CRC rail line to be acquired by CSXT and a segment of INRD's rail line.

3. Indianapolis

Local trackage rights over CRC's Indianapolis Belt Line in Indianapolis, Indiana to be acquired by CSXT.

4. Indianapolis - Terre Haute

Local trackage rights between Indianapolis, Indiana and Terre Haute, Indiana over CRC's rail line to be acquired by CSXT.

5. Indianapolis - Shelbyville

Local trackage rights between Indianapolis, Indiana and Shelbyville, Indiana over CRC's rail line to be acquired by CSXT.

6. Indianapolis - Crawfordsville

Local trackage rights between Indianapolis, Indiana and Crawfordsville, Indiana over CRC's rail line to be acquired by CSXT.

7. Indianapolis - Frankfort

Local trackage rights between Indianapolis, Indiana and Frankfort, Indiana over CRC's rail line to be acquired by CSXT.

8. Indianapolis - Muncie

Local trackage rights between Indianapolis, Indiana and Muncie, Indiana over CRC's rail line to be acquired by CSXT.

PETITION FOR CLARIFICATION
OR WAIVER

ISRR is a class III rail carrier providing rail service over approximately 176 miles of track between Evansville, Indiana and Indianapolis, Indiana. ISRR's anticipated responsive application merely includes trackage rights over eight segments of rail line, totalling approximately 300 miles in length. Accordingly, ISRR 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 ISRR 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 ISRR 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 conditions ISRR intends to seek merely involve approximately 300 miles of trackage rights. Moreover, the conditions clearly will have no anticompetitive effects. Rather, the conditions are procompetitive and are intended to eliminate certain anticompetitive effects of the Primary Application in this proceeding. Accordingly, ISRR urges the Board to consider its anticipated responsive application as a minor transaction.

Alternatively, ISRR 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 conditions ISRR anticipates seeking, would provide the Board with information that is totally useless in assessing the merits of ISRR's responsive application, and would impose an onerous and unnecessary burden on ISRR. ISRR is aware of the Board's criteria for imposing conditions on the Primary Application and that ISRR must meet those criteria to justify a grant of

its responsive application. The filing requirements ISRR seeks to have waived would neither diminish ISRR's ability to meet its burden of proof nor impede the Board's ability fully to assess the merits of ISRR's requested conditions.

In summary, ISRR respectfully urges the Board to clarify that ISRR's anticipated responsive application is minor or, alternatively, to grant the requested waiver of filing requirements.

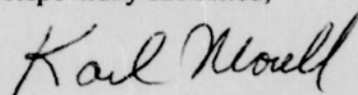
ISRR also requests the following two specific clarifications or waivers:

1. ISRR seeks clarification or waiver of the definition of "applicant" in 49 C.F.R. § 1180.3 (a) to exclude RailTex, Inc. ("RailTex"). ISRR does not believe that RailTex, its noncarrier parent, is properly characterized as "initiating [the proposed] transaction[s]". In any event, requiring RailTex to file as an applicant would impose unnecessary burdens on ISRR without enhancing the Board's ability to evaluate the competitive and financial impacts of the conditions ISRR anticipates seeking.

2. ISRR seeks clarification or waiver of the definition of "applicant carrier" in 49 C.F.R. § 1180.3 (b) to exclude all of ISRR's affiliated carriers in the RailTex family. RailTex currently controls 22 class III railroads, including ISRR, operating in 22 states, as well as three rail carriers that operate in Canada. Those carriers are operated autonomously under separate management, independently of ISRR, and would not be affected by the trackage rights ISRR anticipates seeking in its responsive application. Characterizing these affiliated carriers as "applicant carriers" would impose significant burdens on ISRR, without materially enhancing the

Board's ability to evaluate the competitive and financial effects of the transactions to be proposed by ISRR.

Respectfully submitted,

A handwritten signature in cursive script that reads "Karl Morell".

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

Attorneys for:
INDIANA SOUTHERN
RAILROAD, INC.

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.
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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

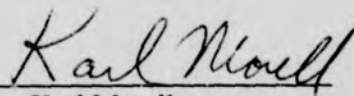
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Harkings Cunningham
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Washington, D.C. 20036

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PETER J. SHUDTZ
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Richmond, VA 23129

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PAUL R. HITCHCOCK
CSX Transportation, Inc.
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Speed Code J-120
Jacksonville, FL 32202

DENNIS G. LYONS
RICHARD L. ROSEN
PAUL T. DENIS
Arnold & Porter
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Washington, D.C. 20004 1202

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


Karl Morell

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William C. Sigel
(312) 616-5874

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

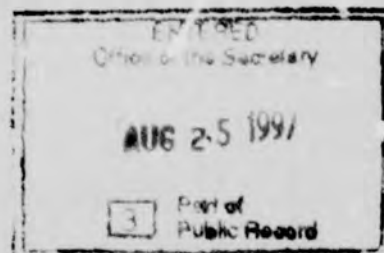
Re: **Finance Docket No. 33388**
CSX Corporation and CSX Transportation, Inc.,
Norfolk Southern Corporation and Norfolk
Southern Railway Company -- Control and
Operating Leases/Agreements -- Conrail Inc.
and Consolidated Rail Corporation

Finance Docket No. 33388 (Sub-No. 61)
Bessemer and Lake Erie Railroad Company --
Trackage Rights -- Lines of CSX Transportation,
Inc. and Pennsylvania Lines, LLC

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 Bessemer and Lake Erie Railroad Company (BLE-3) and the Petition for Clarification or Waiver of Transtar, Inc. and Bessemer and Lake Erie Railroad Company (BLE-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 BLE-3 and BLE-4 have been served by first class mail, postage prepaid, on all designated parties of record in this proceeding.



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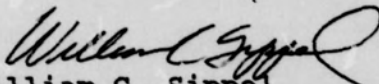
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(181347)

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 Bessemer and Lake Erie
Railroad Company

WCS:tjl

Enclosures

cc: Parties on Certificate of Service

181341

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-NC. 51)

BESSEMER AND LAKE ERIE RAILROAD COMPANY
-- TRACKAGE RIGHTS --
LINES OF CSX TRANSPORTATION, INC.
AND PENNSYLVANIA LINES LLC

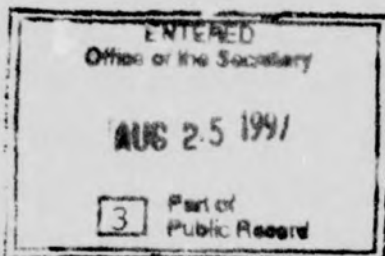
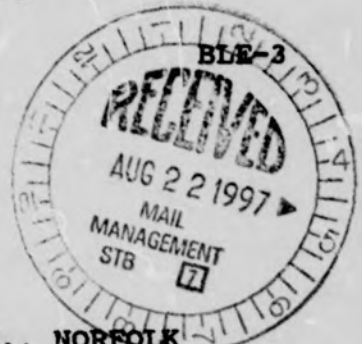
**DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION OF
TRANSTAR, INC. AND BESSEMER AND LAKE ERIE RAILROAD COMPANY**

Robert N. Gentile
Colette Ferris-Shotton
Transtar, Inc.
135 Jamison Lane
P.O. Box 69
Monroeville, PA. 15146
(412) 829-6890

William C. Sippel
Kevin M. Sheys
Oppenheimer Wolff & Donnelly
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180 North Stetson Avenue
Chicago, Illinois 60601
(312) 616-1800

**ATTORNEYS FOR TRANSTAR, INC.
AND BESSEMER AND LAKE ERIE
RAILROAD COMPANY**

Dated: August 22, 1997



BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

FINANCE DOCKET NO. 33388 (SUB-NO. 61)

BESSEMER AND LAKE ERIE RAILROAD COMPANY
-- TRACKAGE RIGHTS --
LINES OF CSX TRANSPORTATION, INC.
AND PENNSYLVANIA LINES LLC

DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION OF
TRANSTAR, INC. AND BESSEMER AND LAKE ERIE RAILROAD COMPANY

Pursuant to Decision Nos. 6 and 12 herein, served on May 30, 1997 and July 23, 1997, respectively, Transtar, Inc. ("Transtar") and the Bessemer and Lake Erie Railroad Company ("BLE") 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) BLE; (2) Birmingham Southern Railroad Company, a Class III switching and terminal carrier in Birmingham, Ensley, Fairfield and Bessemer, Alabama; (3) Elgin, Joliet and Eastern Railway Company, a Class II carrier operating in and around Chicago in the states of Illinois and Indiana; (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.

BLE is a Class II carrier which owns and operates approximately 150 route miles of rail line between North Bessemer, Pennsylvania and Conneaut, Ohio on Lake Erie. It primarily handles bulk commodities, particularly coal, iron ore and limestone.

Transtar and BLE believe that the proposed control of Consolidated Rail Corporation ("Conrail") by CSX Corporation and Norfolk Southern Corporation and the proposed division of Conrail's assets between CSX Transportation, Inc. ("CSXT") and Norfolk Southern Railway Company ("NSR") will have serious anticompetitive effects on the transportation of coal in the eastern United States, and particularly from origins on the former Monongahela Railway Company ("MGA") in southwestern Pennsylvania and northern West Virginia. Transtar and BLE oppose the proposed transaction in the absence of conditions which will mitigate these anticompetitive effects and ensure the

continuation of competitive traffic routings for coal, including routings on BLE via the Conneaut Dock at Conneaut, Ohio.

Transtar and BLE 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, overhead trackage rights either over the Pennsylvania Lines LLC line (former Conrail) between Pittsburgh and Shire Oaks, Pennsylvania or over CSXT's line between Pittsburgh and Brownsville, Pennsylvania for the sole purpose of transporting coal originating at mines on the former MGA destined to Conneaut Dock at Conneaut, Ohio for movement beyond, together with haulage rights via NSR over the former MGA lines between such mines and Shire Oaks or Brownsville, as the case may be, on the same terms and conditions as applicable to CSXT. The above condition shall apply only in the event that NSR provides haulage services to CSXT over former MGA lines.

In addition to the foregoing, Transtar and BLE also anticipate that they will seek additional competitive conditions pertaining to coal originating on the former MGA lines, not requiring the filing of a responsive application, in their comments and evidentiary submission scheduled to be filed on October 21, 1997.

WHEREFORE, Transtar and BLE respectfully submit this description of their anticipated responsive application in this proceeding.

Respectfully submitted,

By: William C. Sippel (SAMP)
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 BESSEMER AND LAKE ERIE
RAILROAD COMPANY

Dated: August 22, 1997

CERTIFICATE OF SERVICE

I hereby certify that on this 22nd day of August, 1997,
a copy of the foregoing Description of Anticipated Responsive
Application of Transtar, Inc. and Bessemer and Lake Erie Railroad
Company (BLE-3) was served by first class mail, postage prepaid,
upon:

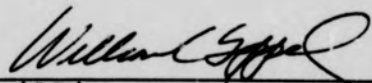
Dennis G. Lyons, Esq.
Arnold & Porter
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Richard A. Allen, Esq.
Zuckert, Scoutt & Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Suite 600
Washington, DC 20006-3939

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

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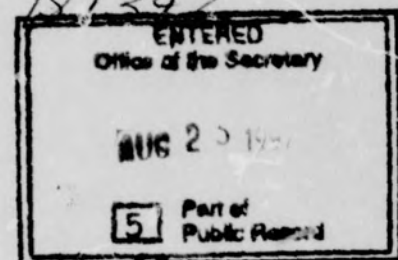
BEFORE THE
SURFACE TRANSPORTATION BOARD

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
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Suite 225
1455 F Street, N.W.
Washington, D.C. 20005
(202) 466-6530

Attorneys for:
INDIANA & OHIO RAILWAY
COMPANY

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

Indiana & Ohio Railway Company ("IORY"), 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, IORY 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.

1. Riverfront Running Track

Local trackage rights over the Riverfront Running Track in Cincinnati, Ohio owned by Norfolk Southern Railway Company ("NS").

2. Queensgate Yard

Overhead trackage rights through the Queensgate Yard in Cincinnati, Ohio owned by CSX Transportation, Inc. ("CSXT").

3. Columbus-Cincinnati

Local trackage rights between East Norwood, Ohio and the CSXT Parsons Yard in Columbus, Ohio over the rail line owned by CSXT.

4. Monroe-Middletown

Local trackage rights between Monroe, Ohio and Middletown, Ohio over the rail line owned by Consolidated Rail Corporation ("CRC") and to be acquired by NS.

5. Columbus

Overhead trackage rights between CSXT's Parsons Yard in Columbus, Ohio and NS's Watkins Yard in Columbus, Ohio over the rail line owned by CSXT.

6. Sidney-Quincy

Local trackage rights between Sidney, Ohio and Quincy, Ohio over the rail line owned by CRC and to be acquired by CSXT.

7. Sharronville-Columbus

Local trackage rights between Sharronville, Ohio and Columbus, Ohio over the rail line owned by CRC and to be acquired by NS.

8. Quincy-New London

Local trackage rights between Quincy, Ohio and New London, Ohio over the rail line owned by CRC and to be acquired by CSXT.

9. Delta-Toledo

Local trackage rights between Delta, Ohio and Toledo, Ohio over the rail line owned by NS.

10. Springfield-Columbus

Local trackage rights between Springfield, Ohio and Columbus, Ohio over the rail line owned by CRC and to be acquired by NS.

11. Lima-Fort Wayne

Local trackage rights between Lima, Ohio and Fort Wayne, Indiana over the rail line owned by CRC and to be acquired by CSXT.

12. Lima

Local trackage rights over CRC's Erie track in Lima, Ohio.

13. Quincy-Maryville

Local trackage rights between Quincy, Ohio and Maryville, Ohio over the rail line owned by CRC and to be acquired by CSXT.

PETITION FOR CLARIFICATION
OR WAIVER

IORY is a class III rail carrier providing rail service over approximately 244 miles of track between Cincinnati, Ohio and Diann, Michigan. IORY's anticipated responsive application merely includes trackage rights over thirteen segments of rail line, totalling approximately 550 miles in length. Accordingly, IORY 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 IORY 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 IORY 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 conditions IORY intends to seek merely involve approximately 550 miles of trackage rights. Moreover, the conditions clearly will have no anticompetitive effects. Rather, the conditions are procompetitive and are intended to eliminate certain anticompetitive effects of the Primary Application in this proceeding. Accordingly, IORY urges the Board to consider its anticipated responsive application as a minor transaction.

Alternatively, IORY 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)	Inter- corporate 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 conditions IORY anticipates seeking, would provide the Board with information that is totally useless in assessing the merits of IORY's responsive application, and would impose an onerous and unnecessary burden on IORY. IORY is aware of the Board's criteria for imposing conditions on the Primary Application and that IORY must meet those criteria to justify a grant of its responsive application. The filing requirements IORY seeks to have waived would neither diminish IORY's ability to meet its burden by proof nor impede the Board's ability fully to assess the merits of IORY's requested conditions.

In summary, IORY respectfully urges the Board to clarify that IORY's anticipated responsive application is minor or, alternatively, to grant the requested waiver of filing requirements.

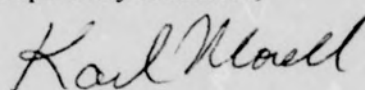
IOY also requests the following two specific clarifications or waivers:

1. IORY seeks clarification or waiver of the definition of "applicant" in 49 C.F.R. § 1180.3 (a) to exclude RailTex, Inc. ("RailTex"). IORY does not believe that RailTex, its noncarrier parent, is properly characterized as "initiating [the proposed] transaction[s]". In any event, requiring RailTex to file as an applicant would impose unnecessary burdens on IORY

without enhancing the Board's ability to evaluate the competitive and financial impacts of the conditions IORY anticipates seeking.

2. IORY seeks clarification or waiver of the definition of "applicant carrier" in 49 C.F.R. § 1180.3 (b) to exclude all of IORY's affiliated carriers in the RailTex family. RailTex currently controls 22 class III railroads, including IORY, operating in 22 states, as well as three rail carriers that operate in Canada. Those carriers are operated autonomously under separate management, independently of IORY, and would not be affected by the trackage rights IORY anticipates seeking in its responsive application. Characterizing these affiliated carriers as "applicant carriers" would impose significant burdens on IORY, without materially enhancing the Board's ability to evaluate the competitive and financial effects of the transactions to be proposed by IORY.

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:
INDIANA & OHIO RAILWAY
COMPANY

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:

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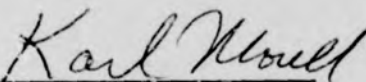
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ID-181334

8-22-97

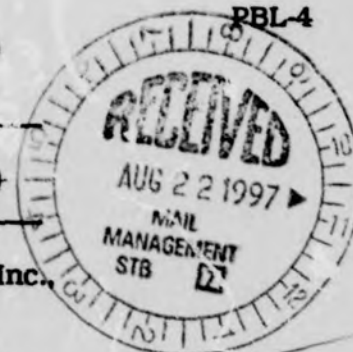
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181334

Before The
SURFACE TRANSPORTATION BOARD
Washington, D.C.

Finance Docket No. 33388 (~~Sub No. 59~~)

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 --



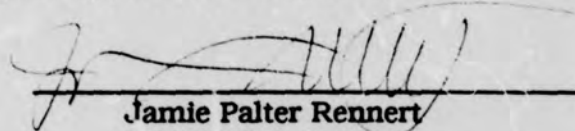
**Certificate of Service of
the Philadelphia Belt Line Railroad Company**

Pursuant to Decision No. 21 of the Surface Transportation Board, I hereby certify that on August 22, 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 Philadelphia Belt Line Railroad Company submitted thus far in this proceeding:

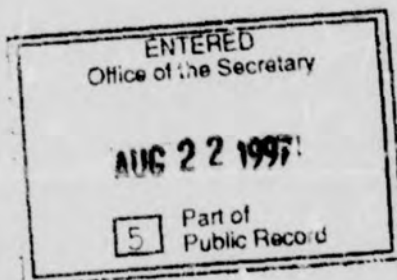
Notice of Intent to Participate (PBL-1) (dated April 16, 1997)

Notice of Intent to Participate (PBL-1) (dated June 2, 1997)

Dated: August 22, 1997



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ORIGINAL

NECR-2

D

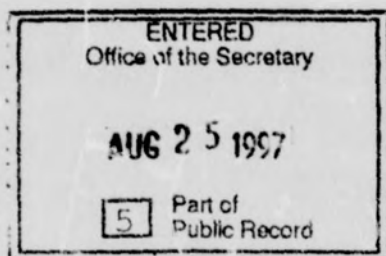
BEFORE THE
SURFACE TRANSPORTATION BOARD

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



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Attorneys for:
NEW ENGLAND CENTRAL
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

New England Central Railroad, Inc. ("NECR"), 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, NECR 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.

1. Palmer - West Springfield

Local trackage rights between Palmer, Massachusetts and West Springfield, Massachusetts over the Consolidated Rail Corporation ("CRC") rail line to be acquired by CSX Transportation, Inc. ("CSXT").

2. West Springfield - Selkirk

Local trackage rights between West Springfield, Massachusetts and Selkirk, New York over the CRC rail line to be acquired by CSXT.

3. Selkirk - New York

Local trackage rights between Selkirk, New York and New York, New York over the CRC rail line to be acquired by CSXT.

PETITION FOR CLARIFICATION
OR WAIVER

NECR is a class III rail carrier providing rail service over approximately 343 miles of track between East Alburg, Vermont and New London, Connecticut. NECR's anticipated responsive application merely includes trackage rights over three segments of rail line, totalling approximately 267 miles in length. Accordingly, NECR 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 NECR 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 NECR 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 conditions NECR intends to seek merely involve approximately 267 miles of trackage rights. Moreover, the conditions clearly will have no anticompetitive effects. Rather, the conditions are procompetitive and are intended to eliminate certain anticompetitive effects of the Primary Application in this proceeding. Accordingly, NECR urges the Board to consider its anticipated responsive application as a minor transaction.

Alternatively, NECR 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 conditions NECR anticipates seeking, would provide the Board with information that is totally useless in assessing the merits of NECR's responsive application, and would impose an onerous and unnecessary burden on NECR. NECR is aware of the Board's criteria for imposing conditions on the Primary Application and that NECR must meet those criteria to justify a grant of its responsive application. The filing requirements NECR seeks to have waived would neither diminish NECR's ability to meet its burden of proof nor impede the Board's ability fully to assess the merits of NECR's requested conditions.

In summary, NECR respectfully urges the Board to clarify that NECR's anticipated responsive application is minor or, alternatively, to grant the requested waiver of filing requirements.

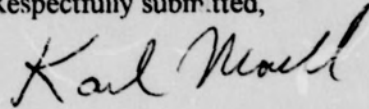
NECR also requests the following two specific clarifications or waivers:

1. NECR seeks clarification or waiver of the definition of "applicant" in 49 C.F.R. § 1180.3 (a) to exclude RailTex, Inc. ("RailTex"). NECR does not believe that RailTex, its noncarrier parent, is properly characterized as "initiating [the proposed] transaction[s]". In any event, requiring RailTex to file as an applicant would impose unnecessary burdens on NECR without enhancing the Board's ability to evaluate the competitive and financial impacts of the conditions NECR anticipates seeking.

2. NECR seeks clarification or waiver of the definition of "applicant carrier" in 49 C.F.R. § 1180.3 (b) to exclude all of NECR's affiliated carriers in the RailTex family. RailTex currently controls 22 class III railroads, including NECR, operating in 22 states, as well as three rail carriers that operate in Canada. Those carriers are operated autonomously under separate

management, independently of NECR, and would not be affected by the trackage rights NECR anticipates seeking in its responsive application. Characterizing these affiliated carriers as "applicant carriers" would impose significant burdens on NECR, without materially enhancing the Board's ability to evaluate the competitive and financial effects of the transactions to be proposed by NECR.

Respectfully submitted,



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(202) 466-6530

Attorneys for:
NEW ENGLAND CENTRAL
RAILROAD, INC.

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:

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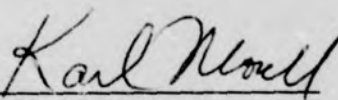
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HARVEY E. WEINER
ROSE-MICHELE WEINER*
JOSEPH F. YENOUSKAS

*NOT ADMITTED IN D.C.

August 22, 1997



BY HAND

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

LIRC No. 2

D

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

Dear Secretary Williams:

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

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

Very truly yours,

Jo A. DeRoche

Jo A. DeRoche

Enclosure

ENTERED	
Office of the Secretary	
AUG 25 1997	
5	Part of Public Record

LIRC-2

BEFORE THE
SURFACE TRANSPORTATION BOARD

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

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

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

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ATTORNEYS FOR

LOUISVILLE & INDIANA RAILROAD
COMPANY

Dated: August 22, 1997



BEFORE THE
SURFACE TRANSPORTATION BOARD

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

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

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

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

I. Description of Anticipated Responsive Application.

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

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

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

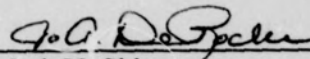
II. Petition for Clarification and Waiver.

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

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

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

Respectfully submitted,



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ATTORNEYS FOR

**LOUISVILLE & INDIANA RAILROAD
COMPANY**

Dated: August 22, 1997

f:\94037\001\dms153\rf.doc

CERTIFICATE OF SERVICE

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

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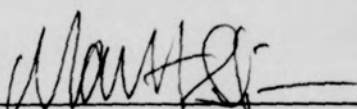
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August 22, 1997



By Hand

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Washington, D.C. 20423-0001

Re: Finance Docket No. 33388, CSX and Norfolk Southern -- Control and Lease -- Conrail

Dear Secretary Williams:

On behalf of Canadian National Railway Company ("CN") and Grand Trunk Western Railroad Incorporated ("GTW"), enclosed are the signed original and 25 copies of their Comments and Description of Anticipated Responsive Applications (CN-8) and Petition for Waiver or Clarification of Railroad Consolidation Procedures (CN-9). For your convenience, a 3.5-inch floppy diskette in Wordperfect 5.1 is enclosed.

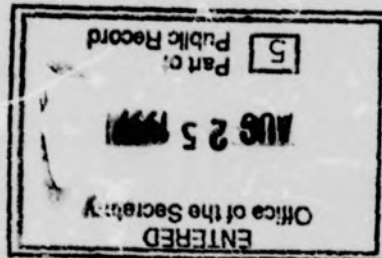
Kindly stamp the enclosed additional copy of this letter at the time of filing and return it to our messenger.

Sincerely yours,

L. John Osborn

Enclosures

cc: Director David M. Konschnik
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181587

CN-8

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.

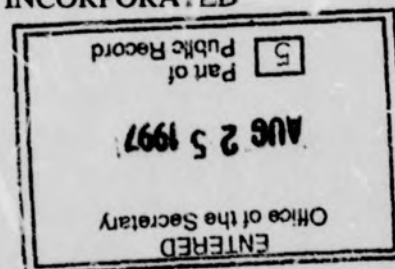
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Dated: August 22, 1997



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

CANADIAN NATIONAL RAILWAY COMPANY'S
COMMENTS AND DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATIONS

Canadian National Railway Company ("CN") and Grand Trunk Western Railroad Incorporated ("GTW")¹ hereby provide the following comments and accompanying description of the responsive applications CN currently anticipates filing in response to the proposed acquisition and breakup of Conrail by CSX and NS.² While these comments also describe certain proposed conditions, CN reserves the right to seek, in its October 21, 1997

¹ Except where the context indicates otherwise, CN as used herein will embrace CN's wholly-owned subsidiary Grand Trunk Corporation ("GTC") and its subsidiary GTW.

² Unless the context indicates otherwise, "CSX" will embrace both CSX Corporation and CSX Transportation, Inc., "NS" will embrace both Norfolk Southern Corporation and Norfolk Southern Railway Company, and "Conrail" will embrace both Conrail Inc. and Consolidated Rail Corporation.

evidentiary submission, other conditions that do not require the filing of a responsive application.³

A. Preliminary Statement

CN today has announced a settlement agreement between CN and CSX with respect to the CSX acquisition of its share of Conrail assets. The parties intend to draft a more definitive agreement in the coming weeks, and will make an appropriate submission to the Board for any aspect of the final agreement that may require Board approval. The settlement embodies a joint-marketing, access and trackage rights agreement that directly responds to the need for balanced rail competition for Canada-U.S. traffic. The settlement also includes provisions that will improve transit times for CSX intermodal traffic in Chicago.

The key elements of the settlement are:

- A mechanism permitting CN and CSX to quote through rates for the entire movement of new business between certain points on each carrier's system, which will provide customers more responsive pricing.
- New arrangements at Buffalo, NY, which will enable CN and CSX to better compete for new business in the region.
- Operating arrangements in Chicago that will cut transit times for CSX intermodal trains by allowing them to operate over segments of CN track.

As a result of this settlement, CN now supports the proposed acquisition of Conrail assets by CSX. CN is confident that the settlement with CSX will preserve CN's ability to participate in the continued expansion of Canada-U.S. trade. CN also believes that the

³ By way of example, but without limitation, CN currently intends to seek conditions requiring the assignment and extension of certain existing trackage rights agreements, as well as various other conditions needed to remedy anticompetitive effects of the Primary Application and to render that application consistent with the public interest.

settlement will increase the level of rail competition at Buffalo, NY, providing important benefits to shippers.

Although CN, on the basis of this settlement with CSX, does not oppose approval of the Primary Application, CN nevertheless believes that approval of the application should be made subject to certain limited conditions, which the settlement leaves CN free to pursue. CN therefore intends to remain an active party in this proceeding for the purpose of seeking such limited conditions.

B. Description of Responsive Applications⁴

CN anticipates that it will file responsive applications and supporting evidence seeking the following relief:

(1) Detroit Area

CN is concerned that the reconfiguration of Conrail assets and operations proposed by the Primary Application will have the unfavorable effect of impeding competitive access and/or efficient operations by other carriers conducting operations in the Detroit area. CN currently intends to seek conditions that will facilitate the free flow of commerce in the Detroit area and will preserve the competitive access and operating efficiencies now enjoyed by CN and other carriers. The following is a preliminary list of the conditions, including trackage rights, that CN intends to seek (certain of these proposed conditions are overlapping, and may be sought in the alternative):

⁴ In the interest of providing the greatest possible notice, CN has sought to be specific in describing the trackage rights it currently intends to seek. However, CN reserves the right to make such modifications to these requests on October 21, 1997 as may be needed to accomplish their overall intended purpose.

- (a) CN has existing trackage rights, for limited purposes, to operate over the Conrail tracks from CP Vinewood to Stanley Yard, Toledo. Such track rights should be made permanent and unrestricted.
- (b) CN intends to seek trackage rights from CP Vinewood to "FN" Interlocking on the Conrail line because a part of the current NS/CN parallel routing becomes excessively congested, impeding CN operations, and because another portion is likely to be downgraded by NS.
- (c) CN intends to seek a condition requiring non-discriminatory dispatching of the Milwaukee Jct. control point, where CN traffic predominates, near the north end of the Detroit Shared Assets Area. A substantial volume of CN traffic today passes through Milwaukee Jct., much of which moves from and to points beyond the Detroit terminal area. Increased traffic volumes are projected to flow through Milwaukee Jct. as a result of the merger, and an assurance of equitable dispatch is essential to prevent disruption of CN's operations and to provide competitive balance at Detroit.
- (d) CN intends to seek authority to construct a connection(s) from CN (DTSL) to Conrail and thence to the Trenton, MI power plant dumper site, to permit a CSX-CN route to compete for traffic moving to Detroit Edison's Trenton Channel power plant. Such authority is needed to ensure that there is balanced competition at this Shared Asset point, because the post-merger CSX single-line route to this plant will be highly circuitous in comparison to the NS single-line route.
- (e) CN intends to propose the creation of a beneficial "paired track" arrangement at Detroit, from Milwaukee Jct. on the north side of Detroit to FN Tower in the south near Trenton, MI.

The proposed "paired track" arrangement warrants further comment. CN believes that there exist significant opportunities for achieving more efficient rail operations in Detroit. From Milwaukee Jct. on the north side of Detroit to FN Tower in the south near Trenton, MI, Conrail and CN currently maintain generally parallel double track lines. With the inclusion of a segment of NS track from West Detroit to Delray over which CN operates on trackage rights, these lines form a contiguous parallel routing through the central corridor of Detroit.

The asset realignment and service changes proposed by the Primary Application for the Detroit area will result in significant traffic increases for some portions of the parallel routings of Conrail and CN through this central corridor, and will likely produce significant delays and disruptions of service, not only for CN but also for the Applicants.

To address these problems, CN advocates the establishment of a paired track arrangement under which, from the vicinity of Milwaukee Jct. in the north to and including FN Tower in the south, the CN Shoreline Subdivision tracks, the Conrail tracks (to be assigned to the Shared Assets Territory) and the NS intermediate segment (West Detroit to Delray) would be combined for operating convenience and dispatched on a non-discriminatory, first-come-first-served basis. Such an arrangement could provide for the construction of new connections (if any were required) and the apportionment of costs on an equitable basis. The purpose and effect of the paired track arrangement would be to minimize conflicting movements and relieve certain chronically congested choke points. The arrangement would not result in any change in commercial relationships, any new access to customers or any changes in other non-operating functions from those that exist today. The arrangement would exist under, and be fully compatible with, the proposed Shared Assets Area described in the Primary Application.

(2) Chicago Area

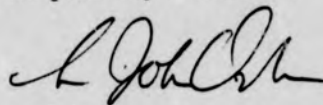
CN believes that the realignment of assets and operations proposed by Applicants in the Chicago terminal area will adversely affect CN's operations over both its owned lines and its connecting route (by virtue of existing trackage rights) to the Gibson Yard of the Indiana Harbor Belt Railroad Company ("IHB"). To protect CN's existing service to Gibson Yard, CN

intends to seek trackage rights from South Bend (MP 436.9) on the Conrail Chicago main line thence to the diverging Conrail Porter Branch (MP 482.0/240.7) and to Gibson Yard (MP 259.5) or, in the alternative, from station point Hays (MP 9.2) on the Conrail Kankakee Line (where the CN (GTW) crosses Conrail) northward to Gibson Yard (MP 3.8), together with authority to build such connections from CN to the subject lines as may be required.

(3) Buffalo Area

Today CN connects with NS at Buffalo via overhead trackage rights NS holds over the Conrail line extending generally from Black Rock, at International Bridge, to NS' Tiff Yard near CP "Draw." For operating convenience, CN currently has the ability to deliver traffic directly to NS at Tiff Yard. Given the realignment of Conrail assets proposed through the breakup, and in order to ensure preservation of the direct CN-NS interchange at Buffalo in the future, CN intends to request trackage rights over the Conrail lines from CP "H" to CP "Draw," a distance of about 9 miles.

Respectfully submitted,



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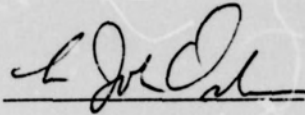
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Dated: August 22, 1997

Certificate of Service

The undersigned hereby certifies that on this 22nd day of August, 1997, he served a true copy of the foregoing on counsel for all known parties by first-class mail, postage prepaid.

A handwritten signature in dark ink, appearing to read "L. John Osborn", is written over a horizontal line.

L. John Osborn