Hon. Vernon A. Williams, Secretary  
Surface Transportation Board  
Mercury Building, #711  
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:

In accordance with Decision No. 27, I hereby certify that a copy of all filings submitted so far in this proceeding on behalf of the parties listed on Schedule A have been served on Robert J. Cooper at his corrected address. An original and ten (10) copies of this letter are enclosed as required by Decision No. 21.
Hon. Vernon A. Williams, Secretary
September 9, 1997
Page 2

Kindly time stamp the enclosed extra copy of this letter to indicate receipt and return it to me in the self-addressed envelope provided for your convenience.

Respectfully,

ERIC M. HOCKY

cc: Robert J. Cooper
SCHEDULE A

Representing:

Bethlehem Steel Corporation and its subsidiary railroads ("BSCX")

Buffalo & Pittsburgh Railroad, Inc. ("BPRR")

Allegheny & Eastern Railroad, Inc. ("ALY")

Rochester & Southern Railroad, Inc. ("RSR")

The New York, Susquehanna and Western Railway Corporation ("NYSW")

Pittsburg & Shawmut Railroad, Inc. ("PSRR")

Reading Blue Mountain & Northern Railroad Company ("RBMN")
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 LINE BY NORFOLK SOUTHERN RAILWAY COMPANY
TO CSX TRANSPORTATION, INC.

NOTICE OF INTENT TO PARTICIPATE

Please take notice that the City of Cleveland intends to participate and become a party of record in this proceeding. Service of all documents filed in this proceeding should be made upon the undersigned.

Respectfully submitted,

SHARON SOBOL JORDAN (0006731)
Director of Law

By:

RICHARD F. HORVATH (0030912)
Assistant Director of Law

City of Cleveland
Department of Law - Rm. 106
601 Lakeside Avenue
Cleveland, Ohio 44114
(216) 664-2808

DATE: September 9, 1997
CERTIFICATE OF SERVICE

I hereby certify that on September 9, 1997, a copy of the foregoing Notice of Intent to Participate was served by first-class, U.S. Mail, postage prepaid, upon the following:

Honorable Jacob Leventhal
Administrative Law Judge
Federal Energy Regulatory Commission
888 - 1st Street, N.E.
Suite 11F
Washington, DC 20426 US

David A. Abraham
Suite 631W
7315 Wisconsin Avenue
Bethesda, MD 20814 US

Nels Ackerson
The Ackerson Group
1275 Pennsylvania Avenue, NW
Suite 1100
Washington, DC 2004-2404 US

Richard A. Allen
Zuckert, Scout, Rasenberger
888 7th Street, NW
Suite 600
Washington, DC 20006-3939 US

Charles E. Allenbaugh, Jr.
East Ohio Stone Company
2000 W. Bessom Street
Alliance, Ohio 44601 US

William D. Ankner
Rhode Island Dept. of Transportation
Two Capitol Hill
Providence, RI 02903 US

Donald G. Avery
Slover & Loftus
1224 Seventeenth Street, NW
Washington, DC 20036-3003 US

T. Scott Bannister
T. Scott Bannister & Associates
1300 Des Moines Building
405 Sixth Avenue
Des Moines, IA 50309 US

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

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

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

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

Dinah Bear
Executive Office of the President
Council on Environmental Quality
Washington, DC 20503 US

Martin W. Bercovici
Keller & Heckman
1001 G. Street, NW
Suite 500 West
Washington, DC 20001 US

David Berger
Berger & Montague, P.C.
1622 Locust Street
Philadelphia, PA 19103-6305US
Robert J. Cooper
General Chairperson
500 Water Street
Jacksonville, FL 32202-4420 US

J. Doyle Corman
Main Line Management Services, Inc.
520 Fellowship Road
Suite A-105
Mount Laurel, NJ 08054-3407US

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

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

Jean M. Cunningham
Slover & Loftus Cunningham
1224 Seventeenth St., NW
Washington, DC 20036 US

Paul A. Cunningham
Harkins Cunningham
1300 19th Street, NW-Ste.600
Washington, DC 20036 US

Irwin L. Davis
1980 State Tower Bldg.
Syracuse, NY 13202 US

Sandra J. Dearden
MDCO Consultants, Inc.
407 South Dearborn-St. 1145
Chicago, IL 60605 US

Jo A. DeRoche
Weiner, Brodsky, et al.
1350 New York Avenue, NW
Suite 800
Washington, DC 20005-4797 US

Nicholas J. DiMichael
Donelan, Cleary, et al.
1100 New York Avenue, NW
Suite 750
Washington, DC 20005-3934 US

David W. Donely
Laroe, Winn, et al.
3506 Idaho Avenue, NW
Washington, DC 20016 US

Kelvin J. Dowd
Slover & Loftus
1224 17th Street, NW
Washington, DC 20036 US

Daniel Duff
American Public Transit Assoc
1201 New York Avenue, NW
Washington, DC 20005 US

Joanne A. DeRoche
Weiner, Brodsky, et al.
1350 New York Avenue, NW
Suite 800
Washington, DC 20005-4797 US

Donald W. Dunleavy
230 State Street
UTU State Legal Director
PA AFL-CIO Bldg. 2nd Floor
Harrisburg, PA 17101-1138 US

Kelvin J. Dowd
Slover & Loftus
1224 17th Street, NW
Washington, DC 20036 US

Daniel Duff
American Public Transit Assoc
1201 New York Avenue, NW
Washington, DC 20005 US

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

Donald W. Dunleavy
230 State Street
UTU State Legal Director
PA AFL-CIO Bldg. 2nd Floor
Harrisburg, PA 17101-1138 US

Fay E. Dupuis
City Solicitor
City Hall
801 Plum Street - Rm. 214
Cincinnati, OH 45202 US

David Dysard
TMACOG
P.O. Box 9508
300 Central Union Plaza
Toledo, OH 43697-9508 US
Gary A. Ebert  
City of Bay Village  
350 Dover Center Road  
Bay Village, OH 44140 US

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

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

Sara J. Fagnilli  
Director of Law  
1250 Detroit Avenue  
Lakewood, Ohio 44107 US

Carl Feller  
Dekalb Agra, Inc.  
P.O. Box 127  
4743 County Road 28  
Waterloo, IN 46793-0127

Edward J. Fishman  
Oppenheimer, Wolf & Donnelly  
1020 Nineteenth Street, NW  
Suite 400  
Washington, DC 20036 US

Garland B. Garrett, Jr.  
North Carolina Dept. of Transportation  
P.O. Box 25201  
Raleigh, NC 27611 US

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

Peter A. Gilbertson  
Regional RRS Of America  
122 C. Street, NW-Ste. 850  
Washington, DC 20001 US

Richard S. Edelman  
Highsaw, Mahoney & Clark  
1050 Seventeenth Street, NW  
Suite 210  
Washington, DC 20036 US

Daniel R. Elliott, III  
Assistant General Counsel  
United Transportation Union  
14600 Detroit Avenue  
Cleveland, Ohio 44107 US

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

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

Michael P. Ferro  
Millennium Petrochemical, Inc.  
11500 Northlake Drive  
Cincinnati, OH 45249 US

J.D. Fitzgerald  
UTU, General Chairperson  
400 E. Evergreen Boulevard  
Suite 217  
Vancouver, WA 98660-3264 US

Stephen M. Fontaine  
Massachusetts Central Railroad  
One Wilbraham Street  
Palmer, MA 01069 US

Richard A. Gavril  
16700 Gentry Lane - No. 104  
Tinley Park, IL 60477 US

Louis E. Gitomer  
Ball & Jank, LLP  
1455 F. Street, NW - St. 225  
Washington, DC 20005 US
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>City, State, Zip Code</th>
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</thead>
<tbody>
<tr>
<td>Eric M. Hocky</td>
<td>Gollatz, Griffin, Ewing</td>
<td>West Chester, PA 19381-0796US</td>
</tr>
<tr>
<td>James E. Howard</td>
<td>90 Canal Street</td>
<td>Boston, MA 02114 US</td>
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<tr>
<td>Brad F. Huston</td>
<td>Cyprus Amax Coal Sales Corp. 400 Technecenter Drive Suite 320 Milford, OH 45150 US</td>
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<tr>
<td>Ernest J. Ierardi</td>
<td>Nixon, Hargrave, Devans &amp; Doyle, L.L.P. P.O. Box 1051 Clinton Square Rochester, NY 14603-1051 US</td>
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<tr>
<td>James R. Jacobs</td>
<td>Jacobs Industries 2 Quarry Lane Stony Ridge, OH 43463 US</td>
<td></td>
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<tr>
<td>Frank N. Jorgensen</td>
<td>The Elk River Railroad, Inc. P.O. Box 460 Summersville, WV 26651 US</td>
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<tr>
<td>Steven J. Kalish</td>
<td>McCarthy, Sweeney &amp; Harkaway 1750 Pennsylvania Avenue, NW Washington, DC 20006-4502 US</td>
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<tr>
<td>Richard E. Kerth</td>
<td>Transportation Manager Champion International Corp. 101 Knightsbridge Drive Hamilton, OH 45020-0001 US</td>
<td></td>
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<tr>
<td>J.T. Holland</td>
<td>Eastern Shore Railroad, Inc. P.O. Box 312 Cape Charles, VA 23310 US</td>
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<tr>
<td>John Hoy</td>
<td>P.O. Box 117</td>
<td>Glen Burnie, MD 21060 US</td>
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<tr>
<td>Sheila Meck Hyde</td>
<td>City Attorney 342 Central Avenue Dunkirk, NY 14048 US</td>
<td></td>
</tr>
<tr>
<td>Doreen C. Johnson</td>
<td>Chief Antitrust Section Ohio Attorney General Office 30 E. Broad Street-16th Flr. Columbus, OH 43215 US</td>
<td></td>
</tr>
<tr>
<td>Terrence D. Jones</td>
<td>Keller &amp; Heckman 1001 G. Street, NW Suite 500 West Washington, DC 20001 US</td>
<td></td>
</tr>
<tr>
<td>Fritz R. Kahn</td>
<td>1100 New York Avenue, NW Suite 750 West Washington, DC 20005-3934 US</td>
<td></td>
</tr>
<tr>
<td>Larry B. Karnes</td>
<td>Transportation Building P.O. Box 30050 425 West Ottawa Lansing, MI 48909 US</td>
<td></td>
</tr>
<tr>
<td>David D. King</td>
<td>Beaufort and Morehead RR Co. P.O. Box 25201 Raleigh, NC 27611-5201 US</td>
<td></td>
</tr>
</tbody>
</table>
Michael F. McBride
LeBoeuf, Lamb, Green & McCalla, L.L.P.
1875 Connecticut Avenue, NW
Suite 1200
Washington, DC 20009 US

Christopher C. McCracken
Ulmer & Berne, L.L.P.
1300 East Ninth Street
Suite 900
Cleveland, OH 44114 US

James F. McGrail
Commonwealth of Massachusetts
Executive Office of Transportation & Const.
10 Park Plaza - Rm. 3170
Boston, MA 02116-3969 US

Coletta McNamee, Sr.
Cudell Improvement, Inc.
11500 Franklin Blvd.-Ste.104
Cleveland, OH 44102 US

Clinton J. Miller, III
General Counsel
United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107-4250 US

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

Jan Muir
Bunge Corporation
P.O. Box 28500
St. Louis, MO 63146 US

John R. Nadolny
Vice President & General Counsel
Boston & Maine Corporation
Iron Horse Park
No Billerica, MA 01862 US

Edward C. McCarthy
Inland Steel Industries, Inc.
30 West Monroe Street
Chicago, IL 60603 US

Thomas F. McFarland, Jr.
McFarland & Herman
20 North Wacker Drive
Suite 1330
Chicago, IL 60606-3101 US

Francis G. McKenna
Anderson & Pendleton
1700 K. Street, NW
Suite 1107
Washington, DC 20006 US

H. Douglas Midkiff
65 West Broad Street, Ste. 101
Rochester, NY 14614-2210 US

G. Paul Moates
Sidley & Austin
1722 Eye Street, NW
Washington, DC 20006 US

Karl Morell
Ball & Jank, L.L.P.
1455 F. Street, NW
Suite 225
Washington, DC 20005 US

William A. Mullins
Troutman Sanders, L.L.P.
1300 I Street, NW
Suite 500 East
Washington, DC 20005-3314 US

S.J Nasca
State Legislative Director
UTU
35 Fuller Road - Ste. 205
Albany, NY 12205 US
John F. Wing, Chairman
Citizens Advisory Committee
601 North Howard Street
Baltimore, MD 21201 US

RICHARD F. HORVATH
September 9, 1997

To All Parties of Record

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

Dear Sir/Madam:

Due to delay in compiling the documents for mailing, the original of the enclosed Motion to Late-File a Notice of Intent to Participate and the original of Notice of Intent to Participate were mailed to the Surface Transportation Board on September 9, 1997, not on September 5, 1997 as shown on the first and second pages of the enclosed documents. The original of the documents filed with the Board contain the correct date of September 9, 1997.

Please contact me if you have any questions regarding this matter.

Respectfully submitted,

Richard F. Horvath
Chief Assistant Director of Law

RFH/sm
September 11, 1997

BY HAND DELIVERY

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

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

Dear Secretary Williams:

On behalf of Steel Dynamics, Inc. (“SDI”), please find enclosed for filing an original and
ten copies of the Certificate of Service of Steel Dynamics, Inc. (SDI-6).

Please do not hesitate to contact me if you have any questions or concerns. Thank you for
your cooperation in this matter.

Very truly yours,

Christopher C. O’Hara

cc: The Honorable Jacob Leventhal
All Parties of Record (with the next mailing)
BEFORE THE SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

CERTIFICATE OF SERVICE OF STEEL DYNAMICS, INC.

Pursuant to Decision No. 27 of the Surface Transportation Board, I hereby certify that on September 10, 1997, the Party of Record listed in Decision No. 27 was served, by United States mail, first class, postage prepaid, with a copy of this document and of the following filings:

Entry of Appearance of Steel Dynamics, Inc. (SDI-1)

Comments of Steel Dynamics, Inc. on the Proposed Procedural Schedule (SDI-2)

Reply of Steel Dynamics, Inc. to the Petition for Waiver Filed by NS (SDI-3)

Notice of Intent to Participate of Steel Dynamics, Inc. (SDI-4)

Decision No. 21 Certificate of Service (SDI-5)

Christopher C. O'Hara
Brickfield, Burchette & Ritts, P.C.
1025 Thomas Jefferson Street, NW
Eighth Floor, West Tower
Washington, DC 20007

Telephone: (202) 342-0800
Facsimile: (202) 342-0807

Attorneys for Steel Dynamics, Inc.

Date: September 10, 1997
VIA HAND DELIVERY

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

Dear Sir or Madam:

Enclosed for filing are the original and twenty-five copies of the “Errata to ‘Description by Coalition of Northeastern Governors of Responsive Application,’” CNEG-4. Also enclosed is a 3.5” diskette formatted for WordPerfect 6.1 which can be converted to WordPerfect 7.0.

Would you please date-stamp and return the extra copy of this document to the messenger. Thank you very much for your assistance.

Very truly yours,

Anne D. Stubbs
Executive Director

Enclosures
Footnote 1 on page 1 of the “Description by Coalition of Northeastern Governors of Responsive Application” (CNEG-3) should read as follows:

As the State of New Jersey, by and through its Department of Transportation, and the Commonwealth of Pennsylvania and Governor Thomas J. Ridge have entered their own appearances in this case and will be developing their own positions, the views presented here do not necessarily represent those of the State of New Jersey, or the Commonwealth of Pennsylvania and Governor Ridge.

Respectfully submitted,

COALITION OF NORTHEASTERN GOVERNORS

James E. Howard LLC
90 Canal Street
Boston, MA 02114
(617) 263-1322

Attorney for Coalition of Northeastern Governors

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

Dated: September 8, 1997
CERTIFICATE OF SERVICE

I hereby certify that on September 8, 1997 the “Errata to ‘Description by Coalition of Northeastern Governors of Responsive Application” was served by mailing copies by first class mail, postage prepaid, to the Parties of Record listed on the service list compiled by the Board and included in Decision 21 dated August 19, 1997 and to Administrative Law Judge Jacob Leventhal, Federal Energy Regulatory Commission, 888 First Street, N.E., Suite 11F, Washington, DC 20426.

Anne D. Stubbs
VIA HAND DELIVERY

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

Dear Sir or Madam:

Enclosed for filing are the original and twenty-five copies of the "Errata to 'Description by Coalition of Northeastern Governors of Responsive Application,'" CNEG-4. Also enclosed is a 3.5" diskette form. 'ted for WordPerfect 6.1 which can be converted to WordPerfect 7.0.

Would you please date-stamp and return the extra copy of this document to the messenger. Thank you very much for your assistance.

Very truly yours,

Anne D. Stubbs
Executive Director

Enclosures
Footnote 1 on page 1 of the Description by Coalition of Northeastern Governors of Responsive Application" (CNEG-3) should read as follows:

As the State of New Jersey, by and through its Department of Transportation, and the Commonwealth of Pennsylvania and Governor Thomas J. Ridge have entered their own appearances in this case and will be developing their own positions, the views presented here do not necessarily represent those of the State of New Jersey, or the Commonwealth of Pennsylvania and Governor Ridge.

Respectfully submitted,

COALITION OF NORTHEASTERN GOVERNORS

James E. Howard LLC
90 Canal Street
Boston, MA 02114
(617) 263-1322

Attorney for Coalition of Northeastern Governors

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

Dated: September 8, 1997
CERTIFICATE OF SERVICE

I hereby certify that on September 8, 1997 the "Errata to "Description by Coalition of Northeastern Governors of Responsive Application" was served by mailing copies by first class mail, postage prepaid, to the Parties of Record listed on the service list compiled by the Board and included in Decision 21 dated August 19, 1997 and to Administrative Law Judge Jacob Leventhal, Federal Energy Regulatory Commission, 888 First Street, N.E., Suite 11F, Washington, DC 20426.

Anne D. Stubbs
The Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Suite 600  
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. 27 in the above-referenced proceeding, enclosed please find an original and 10 copies of the Certificate of Service of Northern Ohio & Western Railway, L.L.C., Newburgh & South Shore Railroad, LTD., Manufacturers’ Junction Railway, L.L.C., Georgia Woodlands Railroad, L.L.C., and Chicago Rail Link, L.L.C.

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

Sincerely,

Karl Morell

Enclosures (1)
BEFORE THE
SURFACE TRANSPORTATION BOARD

STB 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

NORTHERN OHIO & WESTERN RAILWAY, L.L.C., NEWBURGH & SOUTH SHORE RAILROAD, LTD., MANUFACTURERS' JUNCTION RAILWAY, L.L.C., GEORGIA WOODLANDS RAILROAD, L.L.C., AND CHICAGO RAIL LINK, L.L.C., CERTIFICATE OF SERVICE

In accordance with the Decision No. 27 served September 8, 1997, in the above-captioned matter, Northern Ohio & Western Railway, L.L.C., Newburgh & South Shore Railroad, LTD., Manufacturers' Junction Railway, L.L.C., Georgia Woodlands Railroad, L.L.C., and Chicago Rail Link, L.L.C., hereby certify that on September 10, 1997, they served on Mr. Cooper copies of all filings they have submitted so far in this proceeding by first-class mail, postage prepaid.

Respectfully submitted,

[Signature]

Karl Morell
BALL JANIK LLP
1455 F Street, N.W., Suite 225
Washington, DC 20005
202-638-3307
September 10, 1997

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 600
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:


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

Sincerely,

Karl Morell

Enclosures (1)
BEFORE THE
SURFACE TRANSPORTATION BOARD

STB 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

PITTSBURGH INDUSTRIAL RAILROAD, INC., NEW ENGLAND CENTRAL RAILROAD,
INC., INDIANA AND OHIO RAILROAD, INC., INDIANA SOUTHERN RAILROAD, INC.,
INDIANA & OHIO RAILWAY COMPANY, AND CONNECTICUT SOUTHERN
RAILROAD, INC.'S CERTIFICATE OF SERVICE

In accordance with the Decision No. 27, served September 8, 1997, in the above-captioned matter, Pittsburgh Industrial Railroad, Inc., New England Central Railroad, Inc., Indiana and Ohio Railroad, Inc., Indiana Southern Railroad, Inc., Indiana & Ohio Railway Company, and Connecticut Southern Railroad, Inc. hereby certify that on September 10, 1997, they served on Mr. Cooper copies of all filings they have submitted so far in this proceeding by first-class mail, postage prepaid.

Respectfully submitted,

Karl Morell
BALL JANIK LLP
1455 F Street, N.W., Suite 225
Washington, DC 20005
202-638-3307
The Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Suite 600  
Washington, DC 20423  

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

Dear Secretary Williams:

Pursuant to Decision No. 27 in the above-referenced proceeding, enclosed please find an original and 10 copies of the Certificate of Service of Ann Arbor Railroad.

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

Sincerely,

Karl Morell

Enclosures (1)
BEFORE THE
SURFACE TRANSPORTATION BOARD

*****************************************************************************

STB 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

*****************************************************************************

ANN ARBOR RAILROAD'S CERTIFICATE OF SERVICE

In accordance with the Decision No. 27, served September 8, 1997, in the above-captioned matter, Ann Arbor Railroad hereby certifies that on September 10, 1997, it served on Mr. Cooper copies of all filings they have submitted so far in this proceeding by first-class mail, postage prepaid.

Respectfully submitted,

[Signature]

Karl Morell
BALL JANIK LLP
1455 F Street, N.W., Suite 225
Washington, DC 20005
202-638-3307

Attorney for Ann Arbor Railroad
BEFORE THE
SURFACE TRANSPORTATION BOARD

STB 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

---------------------------------------------

DELAWARE VALLEY RAILWAY COMPANY, INC.
HURON AND EASTERN RAILWAY COMPANY, INC.
SAGINAW VALLEY RAILWAY COMPANY, INC.
RAILAMERICA, INC.
CERTIFICATE OF SERVICE

In accordance with the Decision No. 27, served September 8, 1997, in the above-captioned matter, Delaware Valley Railway Company, Inc., Huron and Eastern Railway Company, Inc., Saginaw Valley Railway Company, and RailAmerica, Inc. hereby certify that on September 10, 1997, they have served on Robert J. Cooper copies of all filings they have submitted so far in this proceeding by first-class mail, postage prepaid.

Respectfully submitted,

[Signature]

Louis E. Gitomer
BALL JANIK LLP
1455 F Street, N.W., Suite 225
Washington, D.C. 20005
202-638-3307


September 10, 1997
BEFORE THE
SURFACE TRANSPORTATION BOARD

STB 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

APL LIMITED'S CERTIFICATE OF SERVICE

In accordance with the Decision No. 27, served September 8, 1997, in the above-captioned matter, APL Limited hereby certifies that on September 10, 1997, it has served on Robert J. Cooper copies of all filings it has submitted so far in this proceeding by first-class mail, postage prepaid.

Respectfully submitted,

Louis B. Gitomer
BALL JANIK LLP
1455 F Street, N.W., Suite 225
Washington, D.C. 20005
202-638-3307

Attorney for APL Limited

September 10, 1997
August 29, 1997

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

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

Dear Secretary Williams:

Enclosed are an original and ten (10) copies of the Certificate of Service of
Iowa Interstate Railroad, Ltd. for filing in the above-referenced proceeding.

Sincerely,

T. Scott Bannister

TSB: hjw
Enclosures

1029-1/cor/47472
Before The
SURFACE TRANSPORTATION BOARD
Washington, D.C.

Finance Docket No. 33388

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

Certificate of Service of Iowa Interstate Railroad, Ltd.

Pursuant to Decision No. 21 of the Surface Transportation Board, I hereby certify that 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 filing of Iowa Interstate Railroad, Ltd. previously submitted thus far in this proceeding: Comments in Opposition to Control Application and Description of Anticipated Inconsistent and Responsive Application.

Dated: August 29, 1997

T. Scott Bannister
T. Scott Bannister and Associates
1300 Des Moines Building
405 - Sixth Avenue
Des Moines, IA 50309
Telephone: 515-222-0177
Fax: 515-244-8258

Counsel for Iowa Interstate Railroad, Ltd.
September 11, 1997

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Room 711
Washington, D.C. 20423

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

Dear Secretary Williams:

Enclosed for filing in the above captioned docket are the original and twenty-five copies of the Reply to Applicants' Appeal From Decisions of Administrative Law Judge (NYSEG-9).

Also enclosed is 3.5-inch diskette containing the text of these pleadings. Please date stamp the enclosed extra copies of the pleadings and return it to the messenger for our files.

Sincerely yours,

William A. Mullins
Attorney for New York State Electric & Gas

Enclosures

cc: The Honorable Jacob Leventhal
    Paul A. Cunningham, Esq.
    Richard A. Allen, Esq.
    Dennis G. Lyons, Esq.
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

REPLY TO APPLICANTS' APPEAL FROM DECISIONS OF ADMINISTRATIVE LAW JUDGE

WILLIAM A. MULLINS
SANDRA L. BROWN
TROUTMAN SANDERS LLP
1300 1 STREER, N.W.
SUITE 500 EAST
WASHINGTON, D.C. 20005-3314
202 274-2950 (PHONE)
202-274-2994 (FAX)

ATTORNEYS FOR NEW YORK STATE ELECTRIC AND GAS

September 11, 1997
NYSEG submits this reply to Applicants' Appeal\(^1\) from two of Administrative Law Judge Leventhal's ("ALJ") decisions\(^2\) rebuffing the Applicants' self undertaken decision to redact "competitively sensitive or proprietary information" from the documents they have been ordered to produce and from the Judge's holding that the Protective Order\(^3\) in this matter specifically provides for a mechanism to protect such "competitively sensitive or proprietary information" from improper disclosure. To permit the Applicants to continue their current practice of self-redacting non-privileged information simply because such information is "competitively sensitive or proprietary information" in essence creates a \textit{Highly-Highly} Confidential category which is not encompassed in the Protective Order. Applicants' obvious disregard for the Protective Order, which they drafted, should not be endorsed by the Surface Transportation Board. (The "Board").

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\(^1\) Applicants filed an Appeal on September 8, 1997 marked CSX/NS-70.

\(^2\) The decisions subject to appeal are Decision No. 26, served September 5, 1997 and an oral ruling of the ALJ delivered on September 5, 1997 during a discovery conference.

\(^3\) The Protective Order in this matter was requested by the Applicants and the Board instituted it in Decision No. 1 served April 16, 1997.
REPLY ARGUMENT

As pointed out in the Board’s Decisions No. 6 and 17 in this matter, “[a]ppeals from discovery decisions of the ALJ are to be granted only ‘to correct a clear error of judgment’ or to ‘prevent a manifest injustice.’” 49 CFR 1115.1(c). In addition, the regulation states that such appeals are disfavored and will only be granted in exceptional circumstances. Id. Yet, in their appeal, Applicants make only a passing comment at this crucial standard of review and make no viable argument to address why Judge Leventhal’s decisions were a “clear error of judgment” and should be overturned to “prevent a manifest injustice.” Applicants have not, and indeed cannot, meet this burden to overrule the ALJ decisions in question.

Applicants partition their appeal argument into three categories: (1) that the information at issue is extraordinarily sensitive; (2) that a balancing of commercial harm against relevance is required; and (3) that the Protective Order does not offer sufficient protection from competitive harm.

A. Regardless of the commercial sensitivity of the self-redacted information, the Protective Order provides a sufficient mechanism to prevent the unlawful and harmful disclosure of such information.

As mentioned above, the Protective Order in this matter was requested and drafted by the Applicants. The purpose of the Protective Order is to “ensure[] that [confidential, proprietary or commercially sensitive] information and data produced by any party in response to a discovery request or otherwise will be used solely for purposes of this proceeding and not for any other business or commercial use.” Decision No. 1 at 1-2. In addition, the scope of the Protective Order is stated to include both (1) the exchange and disclosure of commercially sensitive information between the Applicants as necessary to prepare and defend their application; and (2) the disclosure of commercially sensitive information to non-Applicant parties.
For some reason, Applicants have not objected to exchanging confidential materials among themselves. Indeed, as Conrail has placed copies of NYSEG’s contracts into the document depository, Applicants outside counsel and consultants can review NYSEG’s “commercial” information, but Applicants are refusing to produce unredacted copies of contracts and bid information related to other utility companies for NYSEG to review, even though Judge Leventhal has ordered the documents produced as responsive to NYSEG-3. August 28, 1997 Tr. at 39, 50, Excerpts attached as Exhibit A. Applicants attempt to bolster their argument that redactions are permissible because NYSEG and the Applicants recently agreed to the production of certain documents in a redacted form. NYSEG did recently agree with the Applicants that certain documents could be produced in a redacted form. However, NYSEG agreed to this only because the Applicants have in effect refused to produce any documents containing commercially sensitive information, see General Objection No. 6 in CSX/NS-67, Excerpts attached as Exhibit B, despite the fact Judge Leventhal had ordered Applicants to produce documents responsive to NYSEG’s requests.

Applicants would have the Board believe that thousands and thousands of pages have been produced in the depository and that very few pages contain redactions. First, these “thousands” of pages include the magnitude of pages from the filings/pleadings in this matter, including Applicant witnesses’ workpapers. Second, some of the documents produced in the depository are different from the documents provided directly to certain parties by the Applicants. Third, Applicants fail to point out that only about 700 pages have been produced in direct response to NYSEG’s requests and over half are from Conrail. Indeed, as of this date, which is over two weeks since ordered to produce documents, NS and CSX have produced documents relative to only two interrogatories.
NYSEG has repeatedly had to go in front of the ALJ in an effort to obtain discovery from the Applicants. Each time, NYSEG has offered to limit their discovery requests in an attempt to compromise with the Applicants. Most of the time, the ALJ found the proposed limitations acceptable and ordered the documents produced, even over Applicants objections. Nevertheless, NYSEG has received few substantive documents from the Applicants. Therefore, NYSEG has been forced to make bargains for the hostage held documents in light of the fact that only 39 days are left for NYSEG and the other shippers/utilities to present all their evidence and argument before the Board.

All of these facts point to exactly why the Board should issue a general rule against these redactions. The Applicants are fully aware that protesting parties only have 120 days to present their entire argument and evidence. This means that the Applicants need only stall for less than four months and they can effectively quash any efforts to review any internal Applicant information and thus prevent any meaningful opposition to the proposed control proceeding. Therefore, Applicants should not be permitted to redact any produced documents and if Applicants desire to redact non-privileged information from future documents, Applicants should first seek authority from the Board under Paragraph 17 of the Protective Order.

Applicants’ reasoning as to why they will not produce “commercially sensitive” information is based almost entirely on the assertion that the Protective Order does not provide sufficient protection against the subsequent use of the information in negotiations. Nevertheless, Applicants never raised this concern when they petitioned the Board for issuance of a Protective Order. Instead, the requested and granted petition already covers the exact information redacted by the Applicants.
The Protective Order defines “confidential information” as including, but not limited to, the identification of shippers and receivers in conjunction with shipper-specific or other traffic data, the confidential terms of contracts with shippers, confidential financial, rate and cost data and any other competitively sensitive or proprietary information. This is the exact information which the Applicants have taken it upon themselves to redact in direct disregard for Paragraph 17\(^4\) of the Protective Order. The Board should not condone Applicants newly created *Highly-Highly* Confidential designation.

In addition, Applicants state that the Protective Order does not address the issue that the confidential information will be or might be used in negotiations with the railroads.\(^5\) This is also incorrect. The Protective Order makes a distinction between Confidential and Highly Confidential information for this very reason. Documents designated Highly Confidential are disclosed only to outside counsel and consultants and may not be disclosed to the client, employees of the client or its subsidiaries, affiliates, or owners. Furthermore, all confidential information is specifically restricted to use for the preparation and presentation of evidence and argument in this proceeding.

Applicants lengthy argument on why the Protective Order does not protect subsequent negotiations between the parties fails to mention an important factor – outside counsel for the railroads are permitted and presumably are exchanging confidential information among the

---

\(^4\) Paragraph 17 provides that the Board, ALJ, or delegated officer must determine that good cause has been shown before any provision of the Protective Order is suspended.

\(^5\) Applicants also imply in their Appeal brief and outright state in their Reply to NYSEG’s Petition for Clarification of Decision No. 1 that NYSEG’s outside consultant advises utilities in such negotiations. CSX/NS-73 at p.9 and 10. NYSEG believes that the Applicants are referring to Mr. Crowley. However, NYSEG has not retained Mr. Crowley nor Mr. Crowley’s firm in this matter. NYSEG has requested, and has ordered, that Applicants produce certain NYSEG related information. While this information has been given to Mr. Crowley, it was given for the purpose of his study being conducted for ACE, et. al. Mr. Crowley is not a NYSEG consultant.
Applicants in order to present their case as permitted in reason one of the Protective Order and cited above. Yet, Applicants would now like a different rule for outside counsel of the shippers who are attempting to rebut Applicants evidence.

Furthermore, although Applicants state otherwise, they clearly seem to think that the shippers’ outside counsel cannot work in a professional manner and abide by the undertakings signed in this proceeding. Outside counsel and in-house counsel are distinguishable. To treat them effectively the same, would, in the Applicants own words, “reduce the Highly Protective designation to a mere formality with no substantive effect.” CSX/NS-32 at p. 3. This is exactly what the Applicants are doing by redacting information which by definition will only be seen by outside counsel and outside consultants.

As best stated by Judge Leventhal, permitting the Applicants to produce redacted documents has the “effect of an ephemeral compliance with the [discovery] decisions but without substance.” Decision No. 26. Therefore, the Board should issue a decision requiring the Applicants to produce the documents ordered by the ALJ in unredacted form subject to the conditions of the Protective Order.

B. Applicants’ relevance argument is an attempt at an untimely Appeal of the ALJ’s Order served July 18, 1997 and an attempt to prevent meaningful discovery in this proceeding.

Applicants spend a considerable time arguing that the documents and/or redacted material are not relevant and that the production of such material would constitute an impermissible discovery fishing expedition. CSX/NS-70 at p. 12. However, this argument should have been made after the ALJ ordered the documents produced back in July. At the time of the order, the ALJ agreed that the original discovery requests were too broad and prevented a “fishing expedition” by limiting the discovery requests. Any additional limitation sought by the Applicants should have
been filed and/or addressed with ACE’s Appeal which resulted in Decision No. 17 by the Board. All relevance issues have already been addressed and affirmed by the ALJ and the Board.

Applicants’ untimely attempt to appeal the production of these documents on the grounds of relevance is also a tactic at further delay in this proceeding. Not only are Applicants failing to produce the documents to ACE, Applicants are in effect failing to provide discovery to every other party in this proceeding, including NYSEG. Responsive documents are placed in the document depository so that duplicative discovery can be avoided. See, Decision No. 10, ¶¶ 1 and 15. In other words, so that any party, subject to the confidential undertakings, can view the documents produced to other parties without the necessity of a duplicative request.

The ALJ ordered the Applicants to produce documents to ACE. In doing so the ALJ and indeed the Board recognized that the documents are relevant to other theories beyond the one-lump theory. This is further supported by the fact that the ALJ has ordered that the Applicants produce to NYSEG, who is not raising the one-lump theory, the same documents produced to ACE. However, as stated above, the documents produced in the depository contain not only the redactions as provided to ACE, they also contain further redactions. All of this results in further delay by the Applicants.

The Applicants make their delay strategy perfectly clear by disregarding the purpose and scope of the Protective Order by redacting responsive documents after the opposing party already had to fight for the documents at a discovery conference before the ALJ. In addition, Applicants then assert in their Reply to NYSEG’s Petition for Clarification of Decision No 1 (CSX/NS-73) that even the Board’s ruling of ACE’s discovery should not apply to other parties. Instead, every issue should be addressed on a case-by-case basis. This continual and repetitive arguing could
easily take up more than four months and leave all opposing parties with no evidence to support their arguments submitted to the Board. Precisely what the Applicants would like to see happen.

CONCLUSION

NYSEG respectfully requests that the Board look through the forest at the real tree the Applicants are standing behind – delay – and deny the Applicants’ Appeal. In addition, the Board should issue a broader clarification that the delay tactics by the Applicants will not be tolerated.

Specifically, the Board should conclude that redactions are not permitted and that the production of confidential and commercially sensitive materials are already provided for in the provisions of the Protective Order.

Respectfully Submitted, this 11th day of September, 1997.

WILLIAM A. MULLINS
SANDRA L. BROWN
TROUTMAN SANDERS LLP
1300 I STREET, N.W.
SUITE 500 EAST
WASHINGTON, D.C. 20005-3314
202 274-2950 (PHONE)
202-274-2994 (FAX)

ATTORNEYS FOR NEW YORK STATE
ELECTRIC AND GAS
CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing "Reply to Applicants' Appeal from Decisions of Administrative Law Judge" (NYSEG-X) was served this 11th day of September, 1997, by facsimile transmission to Applicants' representatives, Judge Leventhal and to all other persons on the Restricted Service and by first-class mail, postage prepaid, to all other parties of record in STB Finance Docket No. 33388.

Sandra L. Brown
Attorney for New York State Electric & Gas
UNITED STATES OF AMERICA

SURFACE TRANSPORTATION BOARD

DISCOVERY CONFERENCE

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

Finance Docket No. 33388

Thursday,
August 28, 1997

Washington, D.C.

The above-entitled matter came on for a oral argument in Hearing Room 3 of the Federal Energy Regulatory Commission, 888 First Street, N.E. at 9:30 a.m.

BEFORE: THE HONORABLE JACOB LEVENTHAL
Administrative Law Judge

NEAL R. GROSS
COURT REPORTERS AND TRANSCRIBERS
1323 RHODE ISLAND AVE., N.W.
WASHINGTON, D.C. 20005-3701
JUDGE LEVENTHAL: All right. I'm going to rule that NYSEG's entitled to receive the same information that I have previously ruled that ACE can receive. I think that the information sought by NYSEG at this point cannot lead to acquiring admissible evidence in this case.

If NYSEG wants to test the competition for coal, they can have it by the competition that may exist now between Norfolk Southern and CSX in their connecting point with Conrail.

All right. That disposes of 1 and 2. Let's go off the record for a moment.

(Whereupon, the foregoing matter went off the record at 10:16 a.m. and went back on the record at 10:18 a.m.)

JUDGE LEVENTHAL: Item No. 3.

MR. MULLINS: Your Honor, this -- I guess I'm a little confused by your prior ruling when you say the documents to A. Can I ask a clarification on that?

JUDGE LEVENTHAL: Sure.

MR. MULLINS: Are you then just upholding...
limiting, all you're doing when you rule that way is
saying Conrail should produce their documents because
NS and CSX are not going to really have any documents.

JUDGE LEVENTHAL: Well, if you had access
to the documents they're producing for ACE, would that
satisfy your request?

MR. MULLINS: No, Your Honor, because
you've limited it.

JUDGE LEVENTHAL: No, no. Suppose you had
the documents that you're requesting here limited to
those shipments that ended up at destinations served
by Conrail for ACE. In other words, if there is
connecting shipment that originated on an NS line, and
interchanged with Conrail and delivered to ACE and you
had the information that they're furnishing to ACE,
wouldn't that give you the same information you want?

In other words, what you're doing here is
instead of having the broad request that all documents
to every destination served by these railroads, you're
getting one portion of it, the portion that relates to
shipments going to ACE.

MR. MULLINS: Well, ACE --
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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

APPLICANTS’ RESPONSE TO THE
SECOND DISCOVERY REQUEST FROM
NEW YORK STATE ELECTRIC & GAS COMPANY

Applicants hereby respond to the Second Discovery Request from New York State Electric & Gas Company ("NYSEG" or "requester") (NYSEG-4).

GENERAL RESPONSES

The following general responses are made with respect to all of the requests and interrogatories.

1. Applicants have conducted a reasonable search for responsive information to respond consistent with the stated objections. Except as objections are noted herein, all responsive information has been or

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1 "Applicants" refers collectively to CSX Corporation and CSX Transportation (collectively, "CSX"), Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively, "NS"), and Consolidated Rail Corporation and Conrail Inc. (collectively, "Conrail").

2 Thus, any response that states that responsive documents are being produced is subject to the General Objections, so that, for example, any documents subject to attorney-client privilege or the work product doctrine
shortly will be made available for inspection and copying in Applicants' depository, which is located at the offices of Arnold & Porter in Washington, D.C.

2. Where objections have been raised as to the scope of the interrogatory, Applicants are willing to discuss searching for and producing information covered by a more limited request or interrogatory taking account the stated objections.

3. Production of information or documents does not necessarily imply that they are relevant to this proceeding, and is not to be construed as waiving any applicable objection.

4. In line with past practice in cases of this nature, Applicants have not secured verifications for the answers to interrogatories herein. Applicants are prepared to discuss the matter with requester if this is of concern with respect to any particular answer.

**GENERAL OBJECTIONS**

The following general objections are made with respect to all of the interrogatories. Any additional specific objections are stated at the beginning of the response to each interrogatory.

1. Applicants object to the production of, and are not producing, documents or information subject to
the attorney-client privilege, the work product doctrine and/or the joint or common interest privilege.

2. Applicants object to the production of, and are not producing, documents prepared in connection with, or information relating to, possible settlement of this or any other matter.

3. Applicants object to the production of, and are not producing, public documents or information that is readily available, including but not limited to documents on public file at the Surface Transportation Board (STB), the Securities and Exchange Commission (SEC), or any other government agency or court, or that have appeared in newspapers of other public media.

4. Applicants object to the production of, and are not producing, draft verified statements and documents relating thereto, in accordance with past practice in railroad control proceedings.

5. Applicants object to the production of, and are not producing, information or documents that are as readily obtainable by the requester from its own files.

6. Applicants object to the production of, and are not producing, confidential or sensitive commercial information, including information subject to disclosure restrictions imposed by law, in other proceedings, or by contractual obligation to third
parties, and that is of insufficient materiality to warrant production here even under a protective order.

7. Applicants object to the extent that the interrogatories seek information in a form not maintained by Applicants in the regular course of business or not readily available in the form requested, on the ground that such information could only be developed, if at all, through unduly burdensome and oppressive special studies, which are not ordinarily required and which Applicants object to performing.

8. Applicants object to the interrogatories as overbroad and unduly burdensome to the extent that they seek information for periods prior to January 1, 1995.

9. Applicants object to the definition of "competition," which requester limits to intramodal competition.

**INTERROGATORIES**

Interrogatory No. 1: Identify each line segment over 10 miles in length owned by any Applicant (solely or jointly) where "pusher" or "helper" locomotives are used to assist a trackage rights carrier (tenant carrier) for any portion of its movement over the segment.

Subject to their general objections, Applicants will place responsive documents, if any, in Applicants' depository.

Interrogatory No. 2: Identify and produce all documents that refer to, relate to or evidence the use
September 10, 1997

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

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

Dear Secretary Williams:

Enclosed are an original and ten (10) copies of the Certificate of Service of the Florida Power & Light Company (FPL-3) for filing in the above-referenced proceeding. An additional copy is enclosed for file stamp and return with our messenger.

Sincerely,

Jamie Palter Rennert

Enclosures

cc: The Honorable Jacob Leventhal
Before The
SURFACE TRANSPORTATION BOARD
Washington, D.C.

Finance Docket No. 33388

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

Certificate of Service of the Florida Power & Light Company

Pursuant to Decision No. 27 of the Surface Transportation Board, I hereby certify that on September 10, 1997, Robert J. Cooper was served at his corrected address, by first-class U.S. mail, postage prepaid, with the following filings of the Florida Power & Light Company submitted thus far in this proceeding:

Notice of Intent to Participate (FPL-1)
Certificate of Service (FPL-2)

Dated: September 10, 1997

Jamie Palter Rembert
HOPKINS & SUTTER
888 Sixteenth Street, NW
Washington, D.C. 20006
(202) 835-8000

Counsel for Florida Power & Light Company
September 10, 1997

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

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

Dear Secretary Williams:

Enclosed are an original and ten (10) copies of the Certificate of Service of the Philadelphia Belt Line Railroad Company (PBL-5) for filing in the above-referenced proceeding. An additional copy is enclosed for file stamp and return with our messenger.

Sincerely,

Jamie Palter Rennert

Enclosures

cc: The Honorable Jacob Leventhal
Before The  
SURFACE TRANSPORTATION BOARD  
Washington, D.C.  

Finance Docket No. 33388 (Sub-No. 53)  

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. 27 of the Surface Transportation Board, I hereby certify that on September 10, 1997, Robert J. Cooper was served at his corrected address, 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)  
Description of Responsive Application To Be Filed By The Philadelphia Belt Line Railroad (PBL-2)  
Petition for Waiver or Clarification of Railroad Consolidation Procedures, Submitted by the Philadelphia Belt Line Railroad Company (PBL-3)  
Certificate of Service (PBL-4)  

Dated: September 10, 1997

Jamie Palter Rennert  
HOPKINS & SUTTER  
888 Sixteenth Street, NW  
Washington, D.C. 20006  
(202) 835-8000  

Counsel for Philadelphia Belt Line Railroad Company
September 10, 1997

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

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

Dear Secretary Williams:

Enclosed are an original and ten (10) copies of the Certificate of Service of the New York City Economic Development Corporation (NYC-5) for filing in the above-referenced proceeding. An additional copy is enclosed for file stamp and return with our messenger.

Sincerely,

Jamie Palter Rennert

Enclosures

cc: The Honorable Jacob Leventhal
Before The
SURFACE TRANSPORTATION BOARD
Washington, D.C.

Finance Docket No. 33388 (Sub-No. 54)

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 New York City Economic Development Corporation

Pursuant to Decision No. 27 of the Surface Transportation Board, I hereby
certify that on September 10, 1997, Robert J. Cooper was served at his corrected
address, by first-class U.S. mail, postage prepaid, with the following filings of the New
York City Economic Development Corporation submitted thus far in this proceeding:

Notice of Intent to Participate (NYC-1) (dated April 16, 1997)
Notice of Intent to Participate (NYC-1) (dated June 2, 1997)
Description of Responsive Application To Be Filed By The New York City Economic
Development Corporation (NYC-2)
Petition for Waiver or Clarification of Railroad Consolidation Procedures, Submitted by
the New York City Economic Development Corporation (NYC-3)
Certificate of Service (NYC-4)

Dated: September 10, 1997

Jamie Palter Rennert
HOPKINS & SUTTER
888 Sixteenth Street, NW
Washington, D.C. 20006
(202) 835-8000

Counsel for New York City Economic Development Corporation, acting on behalf of the City of New York, New York
September 10, 1997

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

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

Dear Secretary Williams:

Enclosed are an original and ten (10) copies of the Certificate of Service of the Commuter Rail Division of the Regional Transportation Authority and the Northeast Illinois Regional Commuter Railroad Corporation, d/b/a Metra (METR-3) for filing in the above-referenced proceeding. An additional copy is enclosed for file stamp and return with our messenger.

Sincerely,

Jamie Palter Rennert

Enclosures

cc: The Honorable Jacob Leventhal
Before The
SURFACE TRANSPORTATION BOARD
Washington, D.C.

Finance Docket No. 33388

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

Certificate of Service of the Commuter Rail Division of the
Regional Transportation Authority and the Northeast Illinois
Regional Commuter Railroad Corporation, d/b/a/ Metra

Pursuant to Decision No. 27 of the Surface Transportation Board, I hereby
certify that on September 10, 1997, Robert J. Cooper was served at his corrected
address, by first-class U.S. mail, postage prepaid, with the following filings of the
Commuter Rail Division of the Regional Transportation Authority and the Northeast
Illinois Regional Commuter Railroad Corporation, d/b/a/ Metra submitted thus far in this
proceeding:

Notice of Intent to Participate (METR-1)
Certificate of Service (METR-2)

Dated: September 10, 1997

Jamie Palter Rennert
HOPKINS & SUTTER
888 Sixteenth Street, NW
Washington, D.C. 20006
(202) 835-8000

Counsel for Commuter Rail Division of
the Regional Transportation Authority
and the Northeast Illinois Regional
Commuter Railroad Corporation, d/b/a/
Metra
September 11, 1997

BY HAND DELIVERY

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

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

Dear Secretary Williams:

On behalf of Steel Dynamics, Inc. (“SDI”), please find enclosed for filing an original and
ten copies of the Certificate of Service of Steel Dynamics, Inc. (SDI-6).

Please do not hesitate to contact me if you have any questions or concerns. Thank you for
your cooperation in this matter.

Very truly yours,

Christopher C. O’Hara

cc: The Honorable Jacob Leventhal
All Parties of Record (with the next mailing)
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

CERTIFICATE OF SERVICE
OF STEEL DYNAMICS, INC.

Pursuant to Decision No. 27 of the Surface Transportation Board, I hereby certify that on September 10, 1997, the Party of Record listed in Decision No. 27 was served by United States mail, first class, postage prepaid with a copy this document and of the following filings:

Entry of Appearance of Steel Dynamics, Inc. (SDI-1)

Comments of Steel Dynamics, Inc. on the Proposed Procedural Schedule (SDI-2)

Reply of Steel Dynamics, Inc. to the Petition for Waiver Filed by NS (SDI-3)

Notice of Intent to Participate of Steel Dynamics, Inc. (SDI-4)

Decision No. 21 Certificate of Service (SDI-5)

Christopher C. O’Hara
Brickfield, Burchette & Ritts, P.C.
1025 Thomas Jefferson Street, NW
Eighth Floor, West Tower
Washington, DC 20007

Telephone: (202) 342-0800
Facsimile: (202) 342-0807

Attorneys for Steel Dynamics, Inc.

Date: September 10, 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

CERTIFICATE OF SERVICE OF PRIOR FILINGS OF COMMONWEALTH OF PENNSYLVANIA, GOVERNOR THOMAS J. RIDGE AND PENNSYLVANIA DEPARTMENT OF TRANSPORTATION

The Commonwealth of Pennsylvania, Governor Thomas J. Ridge and the Pennsylvania Department of Transportation hereby certify that they have served the following on all parties of record and on Administrative Law Judge Jacob Leventhal:

- PA-1 Notice of Intent to Participate of Commonwealth of Pennsylvania, Governor Thomas J. Ridge and Pennsylvania Department of Transportation
- PA-2 Comments of Commonwealth of Pennsylvania, Governor Thomas J. Ridge and Pennsylvania Department of Transportation on Proposed Scope of Environmental Impact Statement
- PA-3 Description of Anticipated Responsive Application
- PA-4 Certificate of Service of Prior Filings of Commonwealth of Pennsylvania, Governor Thomas J. Ridge and Pennsylvania Department of Transportation
Respectfully submitted,

[Signature]

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 27, 1997
Chemical Manufacturers Association ("CMA") hereby certifies that it has served the following on all parties of record in this proceeding and on Administrative Law Judge Jacob Leventhal:

- **CMA-1** Comments of the Chemical Manufacturers Association
- **CMA-2** CMA's First Interrogatories to CSX Parties
- **CMA-3** CMA's First Interrogatories to NS Parties
- **CMA-4** CMA's First Interrogatories to Conrail Parties
- **CMA-5** Notice of Intent to Participate of the Chemical Manufacturers Association

---

This filing was originally designated as CMA-2 when filed with the Board. An original and 25 copies of the filing with the corrected designation CMA-5 are enclosed herewith.
Respectfully submitted,

[Signature]

Thomas E. Schmitz
Assistant General Counsel
Chemical Manufacturers Association
1300 Wilson Boulevard
Arlington, VA 22209
(703) 741-5172

[Signature]

Scott N. Stone
Patton Boggs, L.L.P.
2550 M Street, N.W.
Washington, DC 20037
(202) 457-6335

Dated: August 27, 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

GRA'S CERTIFICATE OF SERVICE OF PRIOR FILINGS

GRA, Incorporated ("GRA") hereby certifies that it has served (1) GRA-1, GRA's Notice of Intent to Participate, and (2) GRA-2, this Certificate of Service of Prior Filings, on all parties of record in this proceeding and on Administrative Law Judge Jacob Leventhal.

Respectfully submitted,

[Signature]

John J. Grocki, Executive Vice President
GRA, Incorporated
One Jenkintown Station
115 West Avenue
Jenkintown, PA 19046

dated: August 25, 1997
VIA OVERNIGHT COURIER

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

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

Dear Secretary Williams:

Enclosed you will find an original and 10 copies of the Certificate of Service required by STB Decision No. 21 in the above-styled case.

Sincerely,

FROST & JACOBS LLP

By Sandra L. Nunn

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

CERTIFICATE OF SERVICE OF
SOUTHWEST OHIO REGIONAL TRANSIT AUTHORITY

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

Counsel for Southwest Ohio Regional Transit Authority

Dated: August 28, 1997
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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

CERTIFICATE OF SERVICE OF
SOUTHWEST OHIO REGIONAL TRANSIT AUTHORITY

I hereby certify that, on this 28th day of August, 1997, a copy of the Notice of Intent to Participate of Southwest Ohio Regional Transit Authority previously filed with the Surface Transportation Board on August 1, 1997 (the "NOIP") was served by first class mail, postage prepaid upon Administrative Law Judge Jacob Leventhal and all persons designated as a "Party of Record" on the service list attached to STB Decision No. 21 dated August 19, 1997, to the extent that the NOIP was not previously served upon such persons. The NOIP is the only previous filing by Southwest Ohio Regional Transit Authority to date in the above-styled case.

Sandra L. Nunn

Dated: August 28, 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. 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

Dear Secretary Williams:

Pursuant to Decision No. 21 in the above-referenced proceeding, I am enclosing a Certificate of Service indicating that the Canadian Pacific Railway Company, Delaware and Hudson Railway Company, Inc., Soo Line Railroad Company, and St. Lawrence & Hudson Railway Company Limited (collectively, the "CP Parties") have served on all Parties of Record (not earlier served) the pleadings which the CP Parties have to date filed in this proceeding.

[Certificate of Service]

Thank you for your assistance.

Sincerely,

George W. Mayo, Jr.
CERTIFICATE OF SERVICE

I hereby certify that as of this 29th day of August, 1997, I served, by first-class mail (postage prepaid), on all Parties of Record (not earlier served) the pleadings which the CP Parties have to date filed in this proceeding.

George W. Mayo, Jr.
August 29, 1997

VIA HAND DELIVERY
Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, NW Seventh Floor
Washington, DC 20423-0001

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

Dear Secretary Williams:

Pursuant to Decision 21 in the above referenced proceeding, Consumers United for Rail Equity has hereby served a copy of all filings submitted so far in this proceeding on each Party of Record.

Please date stamp and return the enclosed five additional copies via our messenger. Please contact me if you have any questions regarding this matter.

Respectfully submitted,

Robert G. Szabo
Executive Director and Counsel
Consumers United for Rail Equity

Enclosure
CERTIFICATE OF SERVICE

I hereby certify that I have this day served a copy of all filings submitted so far in this proceeding by the Consumers United for Rail Equity upon each person designated on the official service list compiled by the Secretary in this proceeding by first-class mail, postage pre-paid.

Dated at Washington, D.C. this 29th day of August, 1997

[Signature]

Stephen M. Spina
Van Ness Feldman
A Professional Corporation
1050 Thomas Jefferson Street, N.W.
Washington, D.C. 20007
(202) 298-1800
BY HAND

August 29, 1997

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

Re: Certification of Service Pursuant to  
Decision No. 21 in Finance Docket No. 33388

On behalf of the Applicants in the above-referenced proceeding, pursuant to Decision No. 21 enclosed please find an original and 10 copies of Applicants' "Certificate of Service Pursuant to Decision No. 21 in Finance Docket No. 33388."

Please contact myself ((202) 942-5858) or Jodi Danis ((202) 942-5241) if you have any questions.

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

Very truly yours,

Dennis G. Lyons  
ARNOLD & PORTER  
Counsel for CSX Corporation and CSX Transportation, Inc.

Enclosures
CERTIFICATE OF SERVICE
PURSUANT TO DECISION NO. 21 IN FINANCE DOCKET NO. 33388

I, Jodi B. Danis, certify that on August 29, 1997, I caused to be served by first class mail, on each Party of Record listed on the service list attached to Decision No. 21 in Finance Docket 33388, a true and correct copy of all filings previously submitted by CSX Corporation, CSX Transportation, Inc., Norfolk Southern Corporation, Norfolk Southern Railway Company, Conrail Inc. and Consolidated Rail Corporation ("Applicants") in the above-referenced proceeding.

Jodi B. Danis
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202
(202) 342-5241

On behalf of Applicants

Dated: August 29, 1997
August 29, 1997

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

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

Dear Secretary:

Enclosed you will find an original and ten copies of our Certificate of Service indicating that we have served all Parties of Record with our Notice of Intent to Participate as Parties of Record: National Association of Reversionary Property Owners and Landowners who are Members of Plaintiffs Class in Indiana.

Sincerely,

THE ACKERSON GROUP, CHARTERED

Susan E. Chamberlin
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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

CERTIFICATE OF SERVICE

Nels J. Ackerson, Esq.
James R. Baarda, Esq.
Susan E. Chamberlin, Esq.
THE ACKERSON GROUP, CHARTERED
1275 Pennsylvania Ave, N.W.
Suite 1160
Washington, D.C. 20004-2417
(202) 638-1100

On behalf of the National Association of Reversionary Property Owners and Landowners who are Members of Plaintiffs Class in Lewellen v. Consolidated Rail Corp., Cause No. 54C01 9406 CP 0187 (Montgomery Circuit Court, Indiana).

Dated: August 29, 1997
CERTIFICATE OF SERVICE

I hereby certify that on this 29th day of August 1997, a copy of our Notice of Intent to Participate as Parties of Record: National Association of Reversionary Property Owners and Landowners who are Members of Plaintiffs Class in Indiana was served upon the following by first class, postage prepaid U.S. mail.

Susan E. Chamberlin

Abraham, David G.
Suite 631W
7315 Wiscosin Avenue
Baltimore, Md. 20814

Allen, Richard A. Esq.
Zuckert, Scout. Rasenberger
888 17th Street, NW
Suite 600
Washington, DC
20006-3939

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

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

Avery, Donald G. Esq.
Slover & Loftus
1224 Seventeenth Street, NW
Washington, DC
20036-3003

Bannister, T. Scott
T. Scott Bannister and Associates
1300 Des Moines Bldg
405 Sixth Avenue
Des Moines, IA 50309

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

Barbin, Harry C. Esq.
Barbin Lauffer & O’Conneill
608 Huntingdon Pike
Rockledge, PA 19111

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

Bear, Ms. Dinah
Executive Office of the President
Council on Environmental Quality
Washington, DC 20503

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

Bercovici, Martin W.
Keller & Heckman
1001 G St., NW
Suite 500 West
Washington, DC 20001

Berger, David
Berger and Montague, P.C.
1622 Locust St.
Philadelphia, PA
19103-6305

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

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

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

Bottaioico, Anthony
UTU
420 Lexington Avenue
Room 458-460
New York, NY 10017

Brady, Thomas C.
Brady Brooks & O’Connell LLP
41 Main Street
Salamanca, NY 14779-0227

Bright, William T.
200 Greenbrier Road
P.O. Box 149
Summersville, WV 26641

Brindza, Anita R.
The One Fifteen Hundred Building
11500 Franklin Blvd., Suite 104
Cleveland, OH 44102

Brown, Stephen H.
Vorys Sater Seymour and Pease
1828 L Street, NW
Washington, DC 20036

Cap’n, Ross B.
Nati Assoc of Railroad Passengers
900 Second St., NW
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>City</th>
<th>State</th>
<th>Zip</th>
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<tbody>
<tr>
<td>Uthoff, Stephen M.</td>
<td>110 West Ocean Blvd Suite C</td>
<td>Long Beach, CA</td>
<td>CA</td>
<td>90302</td>
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<td>Coniglio &amp; Uthoff</td>
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<tr>
<td>Van Dyke, J. William</td>
<td>N.J. Transportation Planning</td>
<td>One Newark</td>
<td>NJ</td>
<td>07102</td>
</tr>
<tr>
<td>Authority</td>
<td>Center 17th Floor</td>
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<td>Van Slyke, William C.</td>
<td>N.J. Transportation Planning</td>
<td>152 Washington Ave</td>
<td>NY</td>
<td>12210</td>
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<td>Authority</td>
<td>Albany</td>
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<td>Vuono, John A.</td>
<td>Vuono &amp; Gray 2310 Grant Bldg.</td>
<td>Pittsburgh, PA</td>
<td>PA</td>
<td>15219</td>
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<tr>
<td>Walker, F. Ronalds</td>
<td>Citizens Gas &amp; Coke Utility</td>
<td>2020 N Meridian St</td>
<td>IN</td>
<td>46202</td>
</tr>
<tr>
<td>Citizens Advisory Committee</td>
<td>601 North Howard St.</td>
<td>Baltimore, MD</td>
<td>MD</td>
<td>21201</td>
</tr>
<tr>
<td>Weiss, James R.</td>
<td>Preston Gates Ellis et al.</td>
<td>1373 New York Ave, NW</td>
<td>NY</td>
<td>Suite 500</td>
</tr>
<tr>
<td>Walter, Jack A.</td>
<td>WCI Steel Inc. 1040 Pine Avenue SE</td>
<td>Warren, OH</td>
<td>OH</td>
<td>44483</td>
</tr>
<tr>
<td>Weiss, James R.</td>
<td>Preston Gates Ellis et al.</td>
<td>1373 New York Ave, NW</td>
<td>NY</td>
<td>Suite 500</td>
</tr>
<tr>
<td>Wyandotte, Inc.</td>
<td>1054 31st Street NW</td>
<td>Washington, DC</td>
<td>DC</td>
<td>2007-4452</td>
</tr>
<tr>
<td>Whitehurst, William W. Jr.</td>
<td>12421 Happy Hollow Road</td>
<td>Cockeysville, MD</td>
<td>MD</td>
<td>21030</td>
</tr>
<tr>
<td>Whitehurst, William W. Jr.</td>
<td>12421 Happy Hollow Road</td>
<td>Cockeysville, MD</td>
<td>MD</td>
<td>21030</td>
</tr>
<tr>
<td>Wick, Henry M. Jr.</td>
<td>Wick, Streiff, et al.</td>
<td>1450 Two Chatham Center</td>
<td>PA</td>
<td>15219</td>
</tr>
<tr>
<td>Will, Robert J.</td>
<td>United Transportation Union</td>
<td>4134 Grave Run Rd</td>
<td>MD</td>
<td>21102</td>
</tr>
<tr>
<td>Wilson, Richard R.</td>
<td>1126 Eight Ave Suite 403</td>
<td>Altoona, PA</td>
<td>PA</td>
<td>16602</td>
</tr>
<tr>
<td>Wimbish, Robert A.</td>
<td>Rea, Cross &amp; Auchincloss</td>
<td>1920 N Street NW</td>
<td>DC</td>
<td>Suite 420</td>
</tr>
<tr>
<td>Wing, John F.</td>
<td>Chairman</td>
<td>27801 Euclid Av Room 200</td>
<td>OH</td>
<td>44132</td>
</tr>
<tr>
<td>Wolf, Timothy A.</td>
<td>Wyandotte, Inc. 1054 31st Street NW</td>
<td>Washington, DC</td>
<td>DC</td>
<td>2007-4452</td>
</tr>
<tr>
<td>Wolfe, Timothy A.</td>
<td>Wyandotte, Inc. 1054 31st Street NW</td>
<td>Washington, DC</td>
<td>DC</td>
<td>2007-4452</td>
</tr>
<tr>
<td>Wood, Frederic L.</td>
<td>Donelan, Cleary, Wood &amp; Maser PC</td>
<td>1100 New York Ave NW</td>
<td>DC</td>
<td>Suite 750</td>
</tr>
<tr>
<td>Wright, E.C.</td>
<td>Rail Transportation</td>
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<td>Procurement Ma</td>
<td>1007 Market Street</td>
<td></td>
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<td>Wynns, L. Pat</td>
<td>Suite 210</td>
<td></td>
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<td>Wytkind, Edward</td>
<td>Executive Director</td>
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<td>Zimmerman, Scott M.</td>
<td>Special Counsel</td>
<td></td>
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<td>Zullig, Walter E. Jr.</td>
<td>Special Counsel</td>
<td></td>
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<td>Zabel, Sheldon A.</td>
<td>Schiff Hardin &amp; Waite</td>
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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 Railway Company
—Control And Operating Leases/Agreements—
Conrail Inc. And Consolidated Rail Corporation

CERTIFICATE OF SERVICE OF
INLAND STEEL INDUSTRIES, INC.

In accordance with Decision No. 21, served August 19, 1997, in the above-captioned matter, Inland Steel Industries, Inc. hereby certifies that it has served on each Party of Record as listed in Decision No. 21 copies of all filings it has submitted so far in this proceeding by first-class mail, postage prepaid, this 29th day of August, 1997.

Respectfully submitted,

Edward C. McCarthy, Esq.
Assistant General Counsel
Inland Steel Industries, Inc.
30 West Monroe St.
Chicago, IL  60603
312-899-3148

August 29, 1997
June 6, 1997

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


Dear Secretary Williams:

This letter is to notify the Board and the parties that, pursuant to 49 C.F.R. §1180.4(e)(5)(v), the undersigned is requesting that the applicants serve a copy of their primary application and other pleadings on the following, as the representative of Inland Steel Industries, Inc. ("Inland"):  

Edward C. McCarthy, Esq.
Assistant General Counsel
Inland Steel Industries, Inc.
30 West Monroe St.
Chicago, IL 60603

This letter is also to request the Board to place Inland and the above representative on the list of all parties of record that will be prepared and issued under the provisions of 49 C.F.R. §1180.4(a)(4). In accordance with 49 C.F.R. §1180.4(a)(2), Inland selects the acronym "ISI-x" for identifying all documents and pleadings it submits in this proceeding.

Copies of this letter are being served on all persons presently known to be parties of record.

Sincerely yours,

Edward C. McCarthy

cc: All current parties of record
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423  

Re: Finance Docket No. 33388  
CSX & Norfolk Southern-Control-ConRail

Dear Mr. Williams:

This is to certify, in accordance with Decision No. 21, that I have served copies of the following pleadings upon all parties of record by first class mail, postage-prepaid:

- Notice of Intent to Participate, by Joseph C. Szabo (United Transportation Union-Illinois Legislative Board)

- Notice of Intent to Participate, by Village of Riverdale

- Notice of Intent to Participate, by Charles D. Bolan (United Transportation Union-General Committee of Adjustment (ALS))

- Notice of Intent to Participate, by John D. Fitzgerald (United Transportation Union-General Committee of Adjustment (GO 386))

- Notice of Intent to Participate, by Frank R. Pickell (United Transportation Union-General Committee of Adjustment-Conrail West & South/ Norfolk Southern Railway Co. (GO-777))
August 29, 1997

HAND DELIVERED

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

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

Dear Secretary Williams:

Enclosed are an original and ten (10) copies of the Certificate of Service of the Tennessee Valley Authority (TVA-2) for filing in the above-referenced proceeding. Please note that a copy of this filing is also enclosed on a 3.5-inch diskette in WordPerfect 7.0 format.

Respectfully submitted,

[Signature]
William L. Osteen
Associate General Counsel

Enclosures
cc (Enclosure):
   The Honorable Jacob Leventhal
   Administrative Law Judge
   Federal Energy Regulatory Commission
   Office of Hearings, Suite 11F
   888 First Street, N.E.
   Washington, D.C. 20426

All Parties of Record
Pursuant to Decision No. 21 of the Surface Transportation Board, I hereby certify that on August 29, 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 filing of the Tennessee Valley Authority submitted thus far in this proceeding:

Notice of Intent to Participate (TVA-1)

Dated: August 29, 1997

William L. Osteen
Associate General Counsel
Tennessee Valley Authority
400 West Summit Hill Drive
Knoxville, Tennessee 37902
Telephone No. (423) 632-7304
Facsimile No. (423) 632-2422

Attorney for Tennessee Valley Authority
August 5, 1997

VIA FACSIMILE AND OVERNIGHT MESSENGER

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

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

Dear Secretary Williams:

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

Respectfully submitted,

Edward S. Christenbury

CLY: GFH
Enclosures
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

NOTICE OF INTENT TO PARTICIPATE

Tennessee Valley Authority ("TVA") hereby notifies the Board that it intends to participate in the above-referenced proceeding. Service may be made on the undersigned counsel. TVA adopts the abbreviation "TVA" for identifying its pleadings.

Respectfully submitted,

Edward S. Christenbury
General Counsel

William L. Osteen
Associate General Counsel

Tennessee Valley Authority
400 West Summit Hill Drive
Knoxville, Tennessee 37902-1499
Telephone No. (423) 632-7304
Facsimile No. (423) 632-2422

Attorneys for Tennessee Valley Authority
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

CERTIFICATE OF SERVICE

I hereby certify that I have served this 3th day of August, 1997, a copy of the foregoing “Notice of Intent to Participate” by first-class mail, postage prepaid, or by more expeditious means, upon each of the following parties of record:

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

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

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

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

Dennis G. Lyons, Esq.
Arnold & Porter
555 Twelfth Street, N.W.
Washington, D.C. 20074-1206

William L. Osteen
BEFORE THE SURFACE TRANSPORTATION BOARD
FINANCE DOCKET NO. 33388 (SUB-NUMBER 42)

CERTIFICATE OF SERVICE

I hereby certify that, pursuant to the provisions of Decision No. 21 served August 19, 1997 under STB Finance Docket No. 33388 (Sub-Number 42), that a true and authentic copy of the Notice of intent to Participate and the Description of Anticipated Responsive Application was served on all parties of record identified in Decision No. 21, via first class mail, postage prepaid on this 28th day of August, 1997.

Respectfully submitted,

WILLIAM D. ANKNER, Ph.D.
DIRECTOR
To: All Parties of Record

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

Pursuant to STB Decision No. 21 in the above-referenced proceeding, please be advised that the following documents have been submitted to the Surface Transportation Board for filing:

On behalf of The Society of the Plastics Industry, Inc.

SPI-1 Commits Regarding Procedural Schedule
SPI-2 Notice of Appearance

On behalf of Eighty-Four Mining Company

EFM-1 Notice of Appearance

On behalf of ARCO Chemical Company

ARCO-1 Notice of Appearance

Should you wish to receive copies of any of the foregoing documents, please contact the undersigned.

Very truly yours,

Martin W. Bercovici
BEFORE THE

Surface Transportation Board

WASHINGTON, D.C. 20423

STB Finance Docket No. 33388

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

CERTIFICATE OF SERVICE

I hereby certify that the attached notification of all filings submitted to date in STB
Finance Docket No. 33388 on behalf of: The Society of the Plastics Industry, Inc., Eighty-Four Mining Company and ARCO Chemical Company has been served upon all Parties of
Record in this proceeding by first-class mail, postage prepaid, on this 29th day of August,
1997, as ordered in STB Decision No. 21, dated August 19, 1997.

Respectfully submitted,

Martin W. Bercovici
Keller and Heckman LLP
1001 G Street, NW, Suite 500 West
Washington, DC 20001
(202) 434-4444

Attorney for The Society of the Plastics Industry,
Inc., Eighty-Four Mining Company and ARCO
Chemical Company

August 29, 1997
BEFORE THE
SURFACE TRANSPORTATION BOARD

STB 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

UNITED TRANSPORTATION UNION'S CERTIFICATE OF SERVICE

In accordance with the Decision No. 21, served August 19, 1997, in the above-captioned matter, United Transportation Union hereby certifies that they have served on each Party of Record copies of all filings they have submitted so far in this proceeding by first-class mail, postage prepaid.

Respectfully submitted,

Daniel R. Elliott, III
Assistant General Counsel
United Transportation Union
14600 Detroit Avenue
Cleveland, Ohio 44107
(216) 228-9400
FAX (216) 228-0937

Attorney for United Transportation Union

August 29, 1997
May 6, 1997

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

Re: Entry of Appearance, Finance Docket No. 33386  
CSX Corp., et al., Norfolk Southern Corp., et al., –  
Control and Operating Leases/Agreements – Conrail Inc., et al., – Transfer of Railroad LIn.: By Norfolk Southern Railway Co. to CSX Transportation, Inc.

Dear Secretary Williams:

Please enter my appearance on behalf of the United Transportation Union in the above-referenced proceeding and include me on the service list.

Thank you for your attention to this matter.

Sincerely,

Daniel R. Elliott, III  
Assistant General Counsel

cc: C. L. Little, International President  
C. J. Miller, III, General Counsel
August 29, 1997

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

Re: Finance Docket No. 33388,
CSX Corporation, et al., Norfolk Southern Corp.,
et al. — Railroad Control Application —
Conrail Inc., et al.

Dear Secretary Williams:

The United Transportation Union ("UTU"), through its undersigned counsel, hereby files notice of its intent to participate in the above-referenced case as a party of record. Service of all documents upon the UTU may be made to the undersigned counsel.

Enclosed are an original and 25 copies of this letter. Thank you for your attention to this matter.

Sincerely,

[Signature]
Daniel R. Elliott, III
Assistant General Counsel
United Transportation Union
14600 Detroit Avenue
Cleveland, Ohio 44107
(216) 228-9400
FAX (216) 228-0937
CERTIFICATE OF SERVICE

I, Daniel R. Elliott, III, certify that, on this 29th day of August, 1997, I caused a copy of the foregoing document to be served by first-class mail, postage prepaid on applicants' representatives and all known parties of record in Finance Docket No. 33388, and on Hon. Jacob Leventhal, Federal Energy Regulatory Commission, 888 First Street, N.E., Suite 11F, Washington, DC 20426.

Daniel R. Elliott, III
Joint Motion for an Extension of Time for Applicants to Respond to Allied Rail Unions’ Appeal from Administrative Law Judge’s Discovery Ruling (ARU-14)

Applicants and the Allied Rail Unions ("ARU", and together with Applicants, "Movants") hereby submit this joint motion for an extension of the time in which Applicants must respond to an appeal from a discovery ruling entered by Administrative Law Judge Jacob Leventhal. Movants ask that the Board grant Applicants an extension of time in which to respond to Wednesday, September 3, 1997. In support of this motion, Movants state as follows:

1/ "Applicants" refers to CSX Corporation and CSX Transportation (collectively "CSX"). Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively "NS"), and Consolidated Rail Corporation and Conrail Inc. (collectively "Conrail").
On Tuesday, August 26, 1997, ARU timely filed an appeal of certain rulings made by ALJ Leventhal during a discovery conference held on August 21, 1997. Under the procedural schedule governing this proceeding, Applicants have three business days in which to file a response. STB Finance Docket No. 33388, CSX Corp., et al., Norfolk Southern Corp., et al. -- Control and Operating Leases/Agreements -- Conrail Inc., et al., Decision No. 6, Notice of Procedural Schedule, served May 30, 1997, slip op. at 7. Under this schedule, Applicants would have until Friday, August 29, 1997 to file a response.

Due to an inadvertent error whereby ARU served this appeal on Applicants by regular mail, rather than by facsimile or hand, Applicants did not receive the appeal until the morning of Wednesday, August 27, 1997, when ARU's counsel realized the omission and served Applicants by facsimile transmission. Accordingly, by virtue of this error Applicants have less than the three business days prescribed to prepare their response.

Under the circumstances, ARU and Applicants jointly request an extension of time to Wednesday, September 3, 1997 for Applicants to file their response. Monday, September 1, 1997 is Labor Day and Tuesday, September 2 is the day scheduled for the deposition Messrs. Pieffer and Spenski -- CSX Transportation's Vice President Labor Relations and Norfolk Southern's Vice President Labor Relations, respectively. In light of the fact that the persons primarily responsible for preparing Messrs. Pieffer and Spenski for the deposition will be the same persons primarily responsible for responding to the issues raised by the ARU appeal, Movants respectfully request an additional day for the Applicants to respond.
The short extension of time requested will not prejudice any parties nor affect the
procedural schedule in any way.

Respectfully submitted.

Mark G. Aron
Peter J. Shuotz
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129
(804) 782-1400

P. Michael Giftos
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202
(904) 359-3100

Dennis G. Lyons
Drew A. Harker
Jodi B. Danis
Arnold & Porter
155 12th Street, N.W.
Washington, D.C. 20004
(202) 942-5000

Samuel M. Sipe, Jr.
David H. Coburn
Steptoe & Johnson LLP
1330 Connecticut Avenue
Washington, D.C. 20036
(202) 429-3000

Ronald M. Johnson
Elizabeth Kandravy
Akin, Gump, Strauss, Hauer, & Feld LLP
1333 New Hampshire Ave, N.W
Washington, D.C. 20036

Counsel for CSX Corporation
and CSX Transportation, Inc.

Counsel for Norfolk Southern
Corporation and Norfolk Southern
Railway Company
Counsel for Brotherhood of Maintenance of Way Employes
Timothy T. O'Toole
Constance L. Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103
(215) 209-4000

Paul A. Cunningham
Gerald P. Norton
Harkins Cunningham
1300 Nineteenth Street, N.W.
Suite 600
Washington, D.C. 20036
(202) 973-7600

Counsel for Conrail Inc. and Consolidated Rail Corporation

Of Counsel:
William A. Bon
General Counsel
Brotherhood of Maintenance of Way Employes
26555 Evergreen Road
Suite 200
Southfield, MI 48076
(810) 948-1010

Donald F. Griffin, Esq.
Brotherhood of Maintenance of Way Employes
400 North Capitol St., N.W.
Suite 852
Washington, D.C. 20001-1511
(202) 638-2135

Counsel for Brotherhood of Maintenance of Way Employes

Dated: August 28, 1997
CERTIFICATE OF SERVICE

I, John V. Edwards, certify that on August 28, 1997 I caused a true and correct copy of the foregoing CSX/NS-55; ARU-15, Joint Motion for an Extension of Time for Applicants to Respond to Allied Rail Union's Appeal from Administrative Law Judge's Discovery Ruling (ARU-14), to be served by first class mail, postage prepaid, or more expeditious means, on all parties of record on the official service list, and by facsimile service or by hand delivery all persons on the Restricted Service List in STB Finance Docket No. 33388 and the following:

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

Dated: August 28, 1997
VIA OVERNIGHT MAIL

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 ASHTA Chemicals Inc. (ASHT-4). Also enclosed is a 3.5-inch disk containing the text of this pleading in WordPerfect 5.1 format.

Copies of ASHT-4 are being served via first-class mail, postage prepaid on the Honorable Jacob Laventhal and on All Counsel of Record, including counsel for Applicants. Please date-stamp the enclosed extra copy of the pleading and return it in the enclosed self-addressed envelope. If you have any questions, please contact me at (216) 621-8400. Thank you.

Very truly yours,

[Signature]

Inajo Davis Chappell

Enclosures

cc: The Honorable Jacob Laventhal
    All Counsel of Record
BEFORE THE SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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

ASHTA CHEMICALS INC.
DESCRIPTION OF RESPONSIVE OR INCONSISTENT APPLICATION

By: Christopher C. McCracken, Esq.
Inajo Davis Chappell, Esq.
Ulmer & Berne
1300 East Ninth Street, Suite 900
Cleveland, Ohio 44114-1583
(216) 621-8400

Dated: August 22, 1997
BEFORE THE
SURFACE TRANSPORTATION BOARD

________________________________
Finance Docket No. 33388

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

________________________________
ASHTA CHEMICALS INC.
DESCRIPTION OF RESPONSIVE OR
INCONSISTENT APPLICATION

ASHTA Chemicals Inc. ("ASHTA") has 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 ASHTA's statement of its intent and general statement.

Although ASHTA has not yet determined what, if any, additional comments it intends to make with respect to the proposed Conrail control transaction, ASHTA has determined that it will actively participate in this proceeding as necessary to ensure that the transaction genuinely opens up rail competition, better service, rates and balanced competition, in the areas affecting ASHTA 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, ASHTA intends to participate as its interests may appear. Such participation may include, inter alia, (i) an appropriate responsive application pertaining to competitive access, reciprocal switching, or other rights to Applicants' lines in Ashtabula, Ohio; and (ii) such responsive applications or requests for other conditions as may be necessary to permit ASHTA to compete effectively by assuring access to CSX, Norfolk Southern lines, line segments, or other terminal facilities or operations affected by the proposed Conrail transaction.

Respectfully submitted,

CHRISTOPHER/C. McCracken, ESQ.
INAJO DAVIS CHAPPELL, ESQ.
ULMER & BERNE
1300 East Ninth Street, Suite 900
Cleveland, Ohio 44114
216-621-8400

CERTIFICATE OF SERVICE

I hereby certify that copies of the Description of Responsive or Inconsistent Application of ASHTA Chemicals Inc. (ASHTA-4) have been served this 25th 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.

CHRISTOPHER C. McCracken, ESQ.
One of the Attorneys for Ashta Chemicals Inc.
August 27, 1997

Dear Sir or Madam:

Enclosed for filing are the original and ten copies of a certificate of service for the “Notice of Massachusetts Central Railroad Corporation of Intention to Participate in Proceedings” (MCER-1).

Would you please date-stamp and return the extra copy of this document in the self-addressed, stamped envelope enclosed? Thank you very much for your assistance.

Very truly yours,

James E. Howard

Enclosures
BEFORE THE SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on August 27, 1997 he served the “Notice of Massachusetts Central Railroad Corporation of Intention to Participate in Proceedings” (MCFR-1) by causing copies to be mailed by first class mail, postage prepaid, to the Parties of Record on the service list compiled by the Board and included in Decision 21 dated August 19, 1997 and on Administrative Law Judge Jacob Leventhal, Federal Energy Regulatory Commission, 888 First Street, N.E., Suite 11F, Washington, DC 20426.

James E. Howard
90 Canal Street.
Boston, MA 02114
(617) 263-1322
Honorable Vernon A. Williams, Secretary  
Surface Transportation Board (Case Control Unit)  
1925 K Street, N.W.  
Washington, D.C. 20423-0001  

Re: 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.  
Finance Docket No. 33388  

Dear Mr. Williams:

Enclosed for filing in the above matter are the original and 10 copies of a certificate of service stating that the State of Vermont’s previous filing in this matter (a June 16, 1997 document entitled “State of Vermont’s Notice of Intent to Participate”) has been served on each Party of Record identified as such on the service list attached to the Board’s Decision No. 21 (decided August 19, 1997).

Sincerely,

John K. Dunleavy  
Assistant Attorney General

jkd/bem  
Enclosures  
cc: Parties of Record
BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.

Finance Docket No. 33388

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

CERTIFICATE OF SERVICE

I hereby certify that on this 25th day of August, 1997, on behalf of the State of Vermont, I served by first-class mail, postage pre-paid, or Federal Express overnight delivery, copies of a June 16, 1997 document entitled “State of Vermont’s Notice of Intent to Participate” (to date, the State of Vermont’s only filing in this matter) upon each Party of Record identified as such on the service list attached to the Board’s Decision No. 21 (decided: August 19, 1997).

John K. Dunleavy

[Signature]
BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.

Finance Docket No. 33388

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

STATE OF VERMONT'S
NOTICE OF INTENT TO PARTICIPATE

William H. Sorrell
Attorney General of Vermont
John K. Dunleavy
Assistant Attorney General
Vermont Agency of Transportation
133 State Street
Montpelier, VT 05633-0001
(802) 828-2831
FAX: (802) 828-2817

Attorneys for the State of Vermont

June 16, 1997
STATE OF VERMONT'S
NOTICE OF INTENT TO PARTICIPATE

A. Introduction

On April 10, 1997, CSX Corporation (CSXC), CSX Transportation, Inc. (CSXT), Norfolk Southern Corporation (NSC), Norfolk Southern Railway Company (NSR), Conrail, Inc (CRI) and Consolidated Rail Corporation (CRC) filed a notice of intention with the Surface Transportation Board (Board) that they intend to file an application under 49 U.S.C. §§ 11323-24 (referred to as the “primary application”) seeking Board authorization for, among other things, (a) the acquisition by CSX and NS of control of Conrail, and (b) the division of the assets of Conrail by and between CSX and NS. The applicants indicated that they expect to file their primary application, and any related applications, petitions, and notices, on or before July 10, 1997, but not before June 16, 1997. In Decision No. 6, dated May 22, 1997 and published in the Federal Register at 62 Fed. Reg. 29,387-91 (May 30, 1997), the Board issued a final procedural schedule providing for issuance of a final decision no later than 350 days after filing of the primary application.
In its Decision No. 6, the Board recognized the "magnitude" of the applicants' proposed transaction, "concerning the restructuring of rail service within the entire Eastern United States," and acknowledged that significant environmental issues (including, for example, intercity passenger service and commuter rail service) are likely to arise during this proceeding. *Id.*, 62 Fed. Reg. at 29,388.

**B. The State of Vermont's Interests**

The State of Vermont (Vermont) has a long-standing commitment to encourage, through preservation and modernization, continued service by railroad lines that directly affect the economy of Vermont. As part of this commitment, Vermont has since 1965 acquired significant line segments throughout the State (and extending into the adjacent State of New York) and leased those segments to operating railroads for continuance of freight service.\(^1\) In the early 1980's, Vermont participated actively in the proceedings involving merge of the Boston & Maine (B&M), Delaware & Hudson (D&H) and Maine Central (MEC) railroads under the auspices of Guilford Transportation Industries, Inc. (GTI).\(^2\) In 1988, Vermont provided financial support for Amtrak's condemnation of and subsequent rehabilitation of the former Boston & Maine

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\(^1\) See, *e.g.*, *State of Vermont and Vermont Ry., Inc. -- Acquisition and Operation in Vermont*, 320 I.C.C. 330 (1963), modified 320 I.C.C. 609 (1964) (approval for state purchase of Bennington-Burlington segment of former Rutland Railway and its lease to and operation by Vermont Railway, Inc.).

Connecticut River Line between Brattleboro and Windsor, VT,\(^3\) thereby allowing Amtrak to restore its daily *Montrealer* passenger train service between Washington, DC and Montreal, Quebec and facilitating revitalization of freight service by the former Central Vermont Railway (CV) between New London, CT and the Canadian border at East Alburgh, VT.\(^4\) Since April 1, 1995, Vermont has provided financial operating support to Amtrak for its *Vermonter* passenger train service between Washington, DC and St. Albans, VT, thereby preserving daily service over the bulk of the route formerly served by the *Montrealer*. More recently, Vermont has helped fund rehabilitation of the Clarendon & Pittsford Railroad between the D&H junction at Whitehall, NY and Rutland, VT, making it possible for Amtrak, with financial operating assistance from Vermont, to inaugurate its new daily *Ethan Allen Express* service between New York, NY and Rutland, VT, beginning on December 2, 1996.

Conrail’s lines do not actually enter Vermont. However, they nonetheless provide crucial links between Vermont and the national railroad network, in particular through the interchanges with NECR at Palmer, MA and through interchanges with GTI and the D&H near Albany, NY. Both the *Vermonter* and *Ethan Allen Express* passenger train services operate, in part, over Conrail trackage. As the Board already recognized in its Decision No. 6, the sale of Conrail and division of its assets between CSX and NS will involve restructuring of rail service throughout the


\(^4\)Freight service along the former CV New London - East Alburgh route has been operated by New England Central Railroad, Inc. (NECR), a subsidiary of RailTex, Inc., since February 1995.
entire Eastern United States. While Vermont has not yet taken a position on the proposed transaction, Vermont is concerned about possible adverse impacts on Vermont shippers, passengers and rail carriers and, to protect its interests, intends to seek party status in the forthcoming proceeding.

C. Notice of Intent to Participate

For the reasons stated above, please take notice that the State of Vermont intends to participate in this matter, in accordance with the notice published by the Board at 62 Fed. Reg. 29,387 - 29,391 (May 30, 1997).

Respectfully submitted,

WILLIAM H. SORRELL
Attorney General
State of Vermont

By:

John K. Dunleavy
Assistant Attorney General
Vermont Agency of Transportation
133 State Street
Montpelier, VT 05633-0001
(802) 828-2831
FAX: (802) 828-2817

June 16, 1997
PARTY OF RECORD
DAVID G ABRAHAM
SUITE 631W
7315 WISCONSIN AVENUE
BETHESDA MD 20814 US

Represented: INDIANA PORT COMMISSION

PARTY OF RECORD
NELS ACKERSON
THE ACKERSON GROUP
1275 PENNSYLVANIA AVENUE NW SUITE 1100
WASHINGTON DC 20004-2404 US

Represented: NATIONAL ASSOCIATION OF REVERSIONARY PROPERTY OWNERS AND LAW DOWNERS

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

PARTY OF RECORD
RICHARD A ALLEN
ZUCKERT, SCOUT, RASERBERGER
809 17TH STREET NW STE 600
WASHINGTON DC 20006-3939 US

Represented: NORFOLK SOUTHERN CORPORATION

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

Represented: EAST OHIO STONE COMPANY

PARTY OF RECORD
WILLIAM J ANKNER
R I DEPT OF TRANSPORTATION
TWO CAPITOL HILL
PROVIDENCE RI 02903 US

Represented: RHODE ISLAND DEPARTMENT OF TRANSPORTATION

PARTY OF RECORD
DONALD G AS-VERY
SLOVER & LOFTUS
1224 SEVENTEENTH STREET NW
WASHINGTON DC 20036-3003 US

Represented: AMVEST CORPORATION

PARTY OF RECORD
T SCOTT BANNISTER
T SCOTT BANNISTER AND ASSOCIATES
1300 DES MOINES BLVDG 405 SIXTH AVENUE
DES MOINES IA 50309 US

Represented: IOWA INTERSTATE RAILROAD LTD

PARTY OF RECORD
J B BARBEE
GENERAL CHAIRPERSON UTU
P O BOX 9599
KNOXVILLE TN 37940 US

Represented: UNITED TRANSPORTATION UNION GENERAL COMMITTEE OF ADJUSTMENT Go-898

PARTY OF RECORD
HARRY C BARBIN
BARBIN LAUFFER & O'CONNELL
608 HUNTINGDON PLACE
ROCKLEDGE PA 19111 US

Represented: CHARLES D MESTER
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 20515-2205 US

PARTY OF RECORD
NORMAN H BLOW
DETROIT EDISON
2000 SECOND AVENUE
DETROIT MI 48202-178

Represented: DETROIT EDISON COMPANY

PARTY OF RECORD
JINAH 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
J JOSPORT TN 37662 US

Represented: EASTMAN CHEMICAL COMPANY

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

Represented: ARCO CHEMICAL COMPANY

PARTY OF RECORD
DAVID BERGER
BERGER AND MONTAGUE P C
1622 LOCUST ST
PHILADELPHIA PA 19103-6305 US

Represented: 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
FINANCE DOCKET NO. 33388

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

Represented: EASTERN TRANSPORT AND LOGISTICS

PARTY OF RECORD
DANIEL R. ELLIOTT III, ASST GENERAL COUNSEL
UNITED TRANSPORTATION UNION
14605 DETROIT AVENUE
CLEVELAND OH 44107 US

PARTY OF RECORD
TERRILL ELLIS
CINCINNATI OH

Represented: CENTRAL APPALACHIA EMPOWERMENT ZONE OF WEST VIRGINIA

PARTY OF RECORD
ROBERT L. EVANS
OXYCHEM
P.O. BOX 89050
DALLAS TX 75380 US

PARTY OF RECORD
GARY A. EBERT
CITY OF BAY VILLAGE OHIO

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

PARTY OF RECORD
EDWARD J. FISHMAN
OPPENHEIMER WOLFF & DONNELLY
1020 NINETEENTH ST NW SUITE 210
WASHINGTON DC 20036 US

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

Represented: ALLIED RAIL UNIONS
PARTY OF RECORD
J D FITZGERALD
UTU, GENERAL CHAIRPERSON
400 E EVERGREEN BLVD STE 217
VANCOUVER WA 98660-3264 US

Represent: UNITED TRANSPORTATION UNION-GENERAL COMMITTEE OF ADJUSTMENT GO 386

PARTY OF RECORD
STEPHEN M FONTAINE
MASSACHUSETTS CENTRAL RAILROAD CORPORATION
ONE WILBRAM STREET
PALMER MA 01069 US

Represent: MASSACHUSETTS CENTRAL RAILROAD CORPORATION

GOVERNOR
HONORABLE KIRK FORDICE, GOVERNOR
STATE OF MISSISSIPPI
P O BOX 139
JACKSON MS 32053 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 23201
RALEIGH NC 27611 US

PARTY OF RECORD
MICHAEL J GARRIGAN
BP CHEMICALS INC
4440 WARENSVILLE CTR RD
CLEVELAND OH 44128 US

Represent: BP AMERICA INC

PARTY OF RECORD
RICHARD A GAVRE
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

Represent: REGIONAL RAILROADS OF AMERICA'S

PARTY OF RECORD
LOUIS G GITOMER
BALL JANIK LLP
1455 F STREET NW SUITE 225
WASHINGTON DC 20005 US

Represent: 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 HOUSE ATTN: ANNA BELL
200 N HIGH STREET 5-600
COLUMBUS OH 43215-2408 US

Finance Docket No. 33388

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

Represent: PENNSYLVANIA SENATE TRANSPORTATION COMMITTEE

PARTY OF RECORD
ANDREW P GOLSTEIN
McCRARY, SWEENEY ET AL
1750 PENNSYLVANIA AVE NW
WASHINGTON DC 20006 US

Represent: 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

Represent: NATIONAL LIME & STONE COMPANY

PARTY OF RECORD
EDWARD D GREENBERG
GALL & KRASKE, MORSE & GARTNICK
1054 THIRTY-FIRST STREET NW
WASHINGTON DC 20007-4492 US

Represent: 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 NW, SUITE 800
WASHINGTON DC 20036 US

Represent: 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

Represent: 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 812
WASHINGTON DC 20001 US

PARTY OF RECORD
JOHN J GROCKI
GRA INC
115 WEST AV ONE JENKINTOWN STATION
JENKINTOWN PA 19046 US

Represent: GRA INCORPORATED
PARTY OF RECORD
JAMES F. MCRAIL
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 20515-2211 US

PARTY OF RECORD
H DOUGLAS MIDKIFF
65 WEST BROAD ST STE 101
ROCHESTER NY 14614-2210 US
Represents: GENESSEE 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 44107-4230 US

PARTY OF RECORD
G PAUL MOATES
SIDLEY & AUSTIN
1722 EYE STREET N W
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

FINANCE DOCKET NO. 33388

PARTY OF RECORD
KARL MORELL
BALL JANIC 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 LLC
INDIANA & INDIAN 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 28590
ST LOUIS MO 63146 US
Represents: BUNGE CORPORATION

PARTY OF RECORD
WILLIAM A. MULLINS
TROUTMAN SANDERS LLP
1300 1 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
33 FULLER ROAD STE 205
ALBANY NY 12205 US

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

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 OBRIEN
RE pod CROSS AND AUCHINCLOS.
1920 N STREET NW, STE 420
WASH DC 20036 US

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

PARTY OF RECORD
D J OCONNELL
GENERAL CHAIRPERSON UTU
410 LANCASTER AV STE 5
HARRISBURG PA 19041 US

Represent: 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

Represent: STEEL DYNAMICS INC

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

Represent: OHIO RAIL DEVELOPMENT COMMISSION

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

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

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

Represent: EASTMAN KODAK COMPANY

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

Represent: 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

Represent: TENNESSEE VALLEY AUTHORITY

PARTY OF RECORD
MONTY L PAKER
CMC STEEL GROUP
P O BOX 911
SEGUIN TX 78155 US

Represent: CMC STEEL GROUP
COMMERCIAL METALS COMPANY

FINANCE DOCKET NO. 33388

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

PARTY OF RECORD
LAWRENCE PEPPER JR
GRUCCHIO PEPPER
617 EAST LANDIS AV
VINELAND NJ 08360 US

Represent: SOUTH JERSEY TRANSPORTATION
PLANNING ORGANIZATION

PARTY OF RECORD
P R PICKELL
GENERAL CHAIRPERSON UTU
5797 NORTH HIGH ST STE 106
WORTHINGTON OH 43085 US

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

PARTY OF RECORD
P R PLUMMER
ZUCKERT, SCOUTT, RASENBERGER
601 17TH STREET NW STE 600
WASHINGTON DC 20004 US

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

PARTY OF RECORD
JOSEPH R. POMPONIO
FEDERAL RAILROAD ADMIN.
400 7TH ST SW RCC-20
WASHINGTON DC 20590 US

Represent: FEDERAL RAILROAD ADMINISTRATOR

MEMBER OF CONGRESS
HONORABLE DEBORAH PRYCE
U.S. HOUSE OF REPRESENTATIVES
5044 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

Represent: FEDERAL RAILROAD ADMINISTRATOR

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

PARTY OF RECORD
HAROLD P STEIN JR SENIOR VP & GENERAL COUNSEL
NATIONAL MINING ASSOCIATION
1130 SEVENTEENTH ST NW
WASHINGTON DC 20036 US

Represent: NATIONAL MINING ASSOCIATION
PARTY OF RECORD
J T REED
GENERAL CHAIRPERSON UTU
7783 BAY MEADOWS WAY STE 109
JACKSONVILLE FL 32256 US

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

MEMBER OF CONGRESS
HONORABLE RALPH REGULA
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20513 US

GOVERNOR
HONORABLE THOMAS J RIDGE
GOVERNOR, COMMONWEALTH OF PENNSYLVANIA
223 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

Represented: UNION PACIFIC CORP
UNION PACIFIC RAILROAD COMPANY

MEMBER OF CONGRESS
HONORABLE CHARLES ROBB
UNITED STATES SENATE
WASHINGTON DC 20510 US

PARTY OF RECORD
JAMES F ROBERTS
210 E LOMBARD STREET
BALTIMORE MD 21202 US

Represented: COALBEDD INTERNATIONAL TRADING

PARTY OF RECORD
JOHN M ROBINSON
9416 OLD SPRING ROAD
KENSINGTON MD 20895-3124 US

Represented: EFFINGHAM RAILROAD COMPANY
ILLINOIS WESTERN RAILROAD COMPANY

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

Represented: UNITED TRANSPORTATION UNION GO-513

PARTY OF RECORD
EDWARD J RODRIGUEZ
PO BOX 298
67 MAIN ST
CENTERBROOK CT 06419 US

Represented: HOUSATONIC RAILROAD CO INC

PARTY OF RECORD
DAVID ROLLOFF
GOLSTEIN & ROLLOFF
526 SUPERIOR AVENUE EAST SUITE 1440
CLEVELAND OH 44114 US

Represented: 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

Represented: 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 11TH FLOOR
CHICAGO IL 60601 US

Represented: STATE OF ILLINOIS

MEMBER OF CONGRESS
HON WILLIAM V. ROTHI 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
3903 W 600 NORTH
ANDERSON IN 46011 US

Represented: 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
1315 CHESTNUT STREET
KENOVA WV 25530 US

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

MEMBER OF CONGRESS
HONORABLE THOMAS C. SAWSER
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

Represented: PHILADELPHIA INDUSTRIAL DEVELOPMENT CORPORATION
FINANCE DOCKET NO. 33388

PARTY OF RECORD
CHARLES A SPIETLNIK
HOPKINS & SUTTER
800 SIXTEENTH STREET NW
WASHINGTON DC 20006 US

Represented: COMMUTER RAIL DIVISION REGIONAL
TRANSIT AUTHORITY-NORTHEAST
ILLINOIS REGIONAL COMMUTER RR CORP DBA METRA
FLORIDA POWER & LIGHT COMPANY
NEW YORK CITY ECONOMIC DEVELOPMENT
CORPORATION
PHILADELPHIA BELT LINE RAILROAD COMPANY

PARTY OF RECORD
MARY GABRIELLE SPAGLUE
555 TWELFTH STREET NW
WASHINGTON DC 20004-1202 US

MEMBER OF CONGRESS
HONorable J. E. STOKES
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

PARTY OF RECORD
EILEEN S. STOMMES, DIRECTOR, TAM DIVISION
AGRICULTURAL MARKETING SERVICE, USDA
P. O. BOX 96456
WASHINGTON DC 20090-5456 US

Represented: U. S. DEPARTMENT OF AGRICULTURE

PARTY OF RECORD
SCOTT K. STONE
PATTON BOOGS L.L.P
2500 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 STRICK JR
GENERAL CHAIRPERSON UTU
817 KILBOURNE STREET
BELLEVUE NE 68121 US

Represented: 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 06111 US

Represented: 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

Represented: PENNSYLVANIA POWER & LIGHT COMPANY

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

Represented: CONSUMERS UNITED FOR RAIL EQUITY

PARTY OF RECORD
J E THOMAS
HERCULES INCORPORATED
1313 NGRTH MARKET STREET
WILMINGTON DE 19884 US

PARTY OF RECORD
K THOMPSON
GENERAL CHAIRPERSON UTU
1101 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
PHILADELPH PA 19103 US

Represented: CITY OF PHILADELPHIA PA

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

MEMBER OF CONGRESS
HONorable ROBERT G. TORRICELLI
1 RIVERFRONT 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.
2100 SOUTH DIRKSEN PARKWAY ROOM 302
SPRINGFIELD IL 62703-1535 US

Represented: ILLINOIS DEPARTMENT OF
TRANSPORTATION

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

Represented: CITY OF AVON LAKE OH

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

Represented: 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

Represented: NORTH JERSEY TRANSPORTATION
PLANNING AUTHORITY
Before the
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423

Finance Docket 3338
CSX Corporation and CSX Transportation, Inc
Norfolk and Southern Corporation, et al

CERTIFICATE OF SERVICE

Indiana Port Commission, through its below signed Registered Representative, herewith certifies that it has complied this date with the service requirements in Decision No. 21 of August 19, 1997, by having mailed, first class mail, postage paid, to each Party of Record a copy of each prior filing which was not previously served upon such Parties of Record.

Bethesda, Maryland
August 26, 1997

David G. Abraham
Registered Representative for
Indiana Port Commission
7315 Wisconsin Avenue
Bethesda, Maryland 20814
August 28, 1997

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

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 Maryland Department of Transportation.

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

Respectfully submitted,

Laurence R. Latourette

Enclosures

cc: All Parties of Record on Service List
BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Docket N. 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

MARYLAND DEPARTMENT OF TRANSPORTATION'S CERTIFICATE OF
SERVICE

In accordance with the Decision No. 21, served August 19, 1997, in the
above-captioned matter, I hereby certify that each Party of Record has been served with
copies of all filings submitted by the Maryland Department of Transportation in this
proceeding by first-class mail, postage prepaid.

Respectfully submitted,

Laurence R. Latourette
Preston Gates Ellis & Rouvelas Meeds LLP
1735 New York Avenue, N.W.
Suite 500
Washington, D.C. 20006

Attorney for Maryland Department of
Transportation

August 28, 1997
May 1, 1997

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Mercury Building
Suite 700
1925 K Street, NW
Washington DC 20006


Dear Mr. Williams:

On April 11, 1997, the applicants in the above-referenced proceeding submitted, inter alia, their Notice of Intent to File Railroad Control Application (the "Notice") and Petition to Establish Procedural Schedule ("Petition") to the Surface Transportation Board ("Board"). This letter is to request that the Board place the Maryland Department of Transportation ("MDOT") and its outside counsel at the addresses indicated below on the list of parties of record prepared and issued under the provisions of 49 C.F.R. § 1180.4(a)(4). MDOT intends to participate in this proceeding as an active party. As such, in accordance with 49 C.F.R. § 1180.4(a)(2), the MDOT selects the acronym "MDOT-x" for identifying all documents and pleadings they submit.

Edward R.K. Hargadon, Esq.
Assistant Attorney General
Chief Counsel to the Department
Maryland Department of Transportation
P.O. Box 8755
BWI Airport, MD 21240

James R. Weiss, Esq.
Preston Gates Ellis & Rouvelas Meeds LLP
1735 New York Avenue, NW
Suite 500
Washington, DC 20006-5209

Copies of this letter are being served on all persons presently on the Commission’s service list, including the applicants’ representatives identified in the notice of prefilinig notification published in the Federal Register at 62 F.R. 19390 (April 21, 1997.)
In addition, MDOT and the applicants are in discussions to confirm aspects of the proposed transaction that could resolve the concerns of the State of Maryland about the effects of the transaction on Maryland shippers and employees. These include:

- the nature and extent of competitive rail service to the Port of Baltimore and to other Northeast ports;
- infrastructure improvements that will preserve and enhance rail competition in the State; and issues pertaining to the preservation of jobs in the State.

The applicants have committed to providing the State within the next several weeks certain information that is pertinent to these issues to enable the State to make a timely determination of its position on the merits of the applications.

In anticipation that applicants will perform as promised, and after careful examination of the Petition, MDOT believes that it is in the interest of the citizens of Maryland and in the general public interest that the Board accept the expedited schedule that the applicants have proposed in the Petition.

Sincerely,

David L. Winstead
Secretary
Ms. Elaine K. Kaiser
Chief, Section of Environmental Analysis
Environmental Filing
Office of the Secretary, Case Control Unit
STB Finance Docket No. 33388
Surface Transportation Board
1225 K Street, N.W.
Washington, D.C. 20423-0001

Subject: Comments on Proposed EIS Scope, 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 Ms. Kaiser,

Thank you for the opportunity to comment on the Proposed EIS Scope for the above referenced STB Finance Docket No. 33388, which is generally referred to as the CSX and Norfolk Southern purchase of Conrail.

The Maryland Mass Transit Administration (MTA) of the Maryland Department of Transportation (MDOT) has reviewed the Proposed EIS Scope and has the following comments to offer:

- Based on information contained in the Application, it is our understanding that there will not be any significant new track construction or abandonments planned in Maryland. There will be some improvements made to existing yards, tracks, and other facilities. With this understanding, we anticipate limited potential impact to the environment in Maryland.

- The proposed scope sets thresholds for increases in freight rail operations, i.e. increases in the average trains per day, at levels consistent with 49 CFR 1105.7. It is your intention to conduct appropriate environmental analyses for regions in Maryland affected by increased freight rail movement. In particular, we note proposed increases in freight traffic of more than eight additional trains between Washington and Point of Rocks and between Hagerstown and Harrisburg and of more than three trains in the designated air quality non-attainment areas between Washington and Baltimore.

- Maryland has two major metropolitan areas which are designated non-attainment areas for air quality. The Washington region is designated as "serious" and the Baltimore region is designated as "severe." In addition, Cecil County, Maryland is part of the Wilmington region and is designated as a "serious" non-attainment area. Because of these designations, we understand the lower threshold levels for air quality analysis will be used.

- We expect that the EIS will include the appropriate level of information consistent with the federal regulations for all eleven categories noted in the proposed scope.

Ms. phone number (410) 767-8787
FAX number (410) 333-0489
TTY (410) 539-3497

William Donald Schaefer Tower 6 Saint Paul Street  •  Baltimore, Maryland 21202-1614
Regarding transportation system evaluation, in addition to the analysis of potential environmental impacts on commuter rail service, the EIS should also review effects of the transaction on the operation or expansion of commuter rail service that may have an environmental impact.

Again, thank you for the opportunity to comment on the proposed scope of the EIS. We look forward to reviewing the draft EIS. Please change your mailing list to delete Kenneth Gock and direct future mailings to my attention. If you have any questions, please contact me at the number below.

Sincerely,

Harvey L. Flechner
Director
Office of Planning and Programming
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

CERTIFICATE OF SERVICE OF
PENNSYLVANIA POWER & LIGHT COMPANY

Pursuant to Decision No. 21 in this proceeding, I hereby certify that copies of all prior filings by Pennsylvania Power & Light Company in Finance Docket No. 33388 have been served by first-class mail, postage prepaid, upon all parties of record on the official service list and upon FERC Administrative Law Judge Leventhal.

Dated: August 28, 1997
VIA HAND DELIVERY

August 28, 1997

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

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 Regional Railroads of America.

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

Respectfully submitted,

Peter A. Gilbertson

Enclosures

cc: All Parties of Record on Service List
BEFORE THE
SURFACE TRANSPORTATION BOARD

STB 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

REGIONAL RAILROADS OF AMERICA'S
CERTIFICATE OF SERVICE

In accordance with the Decision No. 21, served August 19, 1997, in the above-captioned matter, I hereby certify that each Party of Record has been served with copies of all filings submitted by the Regional Railroads of America in this proceeding by first-class mail, postage prepaid.

Respectfully submitted,

[Signature]

Leslie Anne Yezerinec

August 28, 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

REGIONAL RAILROADS OF AMERICA'S
NOTICE OF INTENT TO PARTICIPATE

Peter A. Gilbertson
President
Regional Railroads of America
122 C Street, N.W.
Suite 850
Washington, D.C. 20001
(202)638-7790

August 7, 1997
Dear Secretary Williams:

Enclosed are the original and ten (10) copies of the Certificate of Service of American Electric Power, Atlantic City Electric Company, Delmarva Power & Light Company, Indianapolis Power & Light Company, The Fertilizer Institute, and The Ohio Valley Coal Company (ACE, et al.-10) for filing in the above-reference proceeding. Also enclosed is a 3.5" diskette containing the documentation in WordPerfect format.

Please note that the Board’s listing of the Parties of Record ("POR") in Decision No. 21 for the undersigned is not correct. I also represent Indianapolis Power & Light Company as stated in the "Notice of Intent to Participate (AEP, et al.-1)" filed June 12, 1997. Additionally, I no longer represent Somerset Railroad Corporation. Therefore, that name should be deleted from the "PORs" listed below my name.
Please date stamp and return the enclosed three additional copies via our messenger.

Very truly yours,

Michael F. McBride
Bruce W. Neely
Linda K. Breggin
Brenda Durham
Joseph H. Fagan

Attorneys for American Electric Power, Atlantic City Electric Company, Delmarva Power & Light Company, Indianapolis Power & Light Company, The Fertilizer Institute, and The Ohio Valley Coal Company

Enclosures

cc (w/Enclosures as stated): All Parties of Record not Previously Served
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCIAL 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

Pursuant to Decision No. 21 of the Surface Transportation Board, I hereby certify that on August 28, 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, or by more expeditious means, with the following filings of American Electric Power, Atlantic City Electric Company, Delmarva Power & Light Company, Indianapolis Power & Light Company, The Fertilizer Institute, and The Ohio Valley Coal Company submitted thus far in this proceeding:

1)  Reply in Opposition to Petition for Waiver and to Petition For Protective Order of Atlantic City Electric Company, Delmarva Power & Light Company, Indianapolis Power & Light Company, and The Ohio Valley Coal Company ("AEP, et al.")

2)  Request for Informal Opinion Regarding Voting Trust Agreement


4)  Notice of Intent to Participate of AEP, et al.
5) Notice of Intent to Participate of The Fertilizer Institute

6) Letter to Secretary Vernon A. Williams dated July 21, 1997

7) Appeal of AEP, et al, from the Order of the Presiding Judge Restricting Discovery, and Motion for Expedited Consideration.

8) Appeal of AEP, et al, from the August 20, 1997 Order of the Presiding Judge Restricting Discovery, and Motion for Expedited Consideration

VIA HAND DELIVERY
Office of the Secretary
Case Control Unit
ATTN: STB Finance Dkt. 3338
Surface Transportation Board
Mercury Building
1925 K Street, N.W.
Washington, DC 20423-0001

VIA HAND DELIVERY
Mr. Vernon Williams, Secretary
Surface Transportation Board
Mercury Building, 7th Floor
1925 K Street, N.W.
Washington, DC 20423-0001

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

VIA HAND DELIVERY
David M. Konschnik, Director
Office of Proceedings
Surface Transportation Board
Mercury Building
1925 K Street, N.W.
Washington, DC 20423

John J. Grocki, Esq.
GRA, Inc.
One Jenkintown Station
115 West Avenue
Jenkintown, PA 19046

William G. Mahoney, Esq.
Richard S. Edelman, Esq.
Melissa Kirgis, Esq.
Highsaw, Mahoney & Clarke, P.A.
1050 Seventeenth Street, N.W., Suite 210
Washington, DC 20036

Donald F. Griffin, Esq.
Assistant General Counsel
Brotherhood of Maintenance of Ways Employees
400 N. Capitol Street, N.W., Suite 852
Washington, DC 20001-1511

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

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

Scott N. Stone, Esq.
John L. Oberdorfer, Esq.
Patton, Boggs, L.L.P.
2550 M Street, N.W.
Washington, DC 20037
Mr. Edward Wytkind, Executive Director
Transportation Trades Department, AFL-CIO
400 N. Capitol Street, N.W., Suite 861
Washington, DC 20002

Michael P. Harmonis, Esq.
Transportation, Energy & Agriculture Section
Antitrust Division
U.S. Department of Justice
325 Seventh Street, N.W., Suite 500
Washington, DC 20530

Robert Szabo, Esq.
Van Ness Feldman, P.C.
1050 Thomas Jefferson Street, N.W.
Seventh Floor
Washington, DC 20007

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

Charles A. Spitulnik, Esq.
Hopkins & Sutter
888 16th Street, N.W.
Washington, DC 20006

Ms. Doreen C. Johnson
Chief, Antitrust Section
Ohio Attorney General's Office
State Office Tower
30 E. Broad Street - 16th Floor
Columbus, OH 43215-3428

William A. Mullins, Esq.
Troutman Sanders, L.L.P.
1300 I Street, N.W.
Suite 500 East
Washington, DC 20005

Edward J. Fishman, Esq.
Oppenheimer Wolff & Donnelly
1020 Nineteenth Street, N.W., Suite 400
Washington, DC 20036

Thomas J. Litwiler, Esq.
Oppenheimer Wolff & Donnelly
1020 Nineteenth Street, N.W., Suite 400
Washington, DC 20036

Paul H. Lamboley, Esq.
Oppenheimer Wolff & Donnelly
1020 Nineteenth Street, N.W., Suite 400
Washington, DC 20036

Eric M. Hocky, Esq.
Gollatz, Griffin & Ewing, P.C.
213 West Miner Street
P.O. Box 796
West Chester, PA 19381-0796

Mr. Donald Knight
Vice President - Fuel Supply
Indianapolis Power & Light Company
25 Monument Circle
P. O. Box 1595
Indianapolis, IN 46206-1595

David Barnard, Esq.
Indianapolis Power & Light Company
25 Monument Circle
P. O. Box 1595
Indianapolis, IN 46206-1595

Mr. Donald J. Casey
Director, Regulatory Programs
The Fertilizer Institute
501 Second Street, N.E.
Washington, D.C. 20002

Mr. Robert E. Herrmann
Manager of Fuels
Atlantic City Electric Company
6801 Black Horse Pike
Egg Harbor, NJ 08234

Mr. Robert E. Murray
President
The Ohio Valley Coal Company
29525 Chagrin Boulevard, Suite 111
Pepper Pike, OH 44122
Mr. Harry C. Barbin, Esq.
Barbin Lauffer & O'Connell
608 Huntingdon Pike
Rockledge, PA 19111

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

Mr. Dinah Bear
Executive Office of the President
Council on Environmental Quality
Washington, DC 20503

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

Mr. David Berger
Berger and Montague, P.C.
1622 locust Street
Philadelphia, PA 19103-6305

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

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

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

Thomas C. Brady, Esq.
Brady Brochts & O Connell, L.L.P.
41 Main Street
Salamanca, NY 14779-0227

William T. Bright, et al.
P.O. Box 149
200 Greenbrier Road
Summersville, WV 26641

Ms. Anita R. Brindza
The One Fifteen Hundred Building
11500 Franklin Blvd., Suite 104
Cleveland, OH 44102

Mr. Ross B. Capon
National Association of Railroads Passenger
900 Second Street, N.E., Suite 308
Washington, DC 20002-3557

Hamilton L. Carmouchee, Esq.
Corporation Counsel
City of Gary
401 Broadway, 4th Floor
Gary, IN 46402

Mr. Richard C. Carpenter
I Selleck Street, Suite 210
East Norwalk, CT 06855

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

Ms. Sylvia Chinn-Levy
Intergovernmental Co-Op
969 Copley Road
Akron, OH 44320-2992

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

John F. Collins, Esq.
Collins, Collins & Kantor, P.C.
267 North Street
Buffalo, NY 14201

Mr. Michael Connelly
City of East Chicago
4525 Indianapolis Blvd.
East Chicago, IL 46312
Mr. Robert J. Cooper
General Chairperson
United Transportation Union
500 Water Street
Jacksonville, FL 32202-4420

Mr. J. Doyle Corman
Main Line Management Services Inc.
520 Fellowship Road, Suite A-105
Mt. Laurel, NJ 08054-3407

Mr. John J. Coscia
Executive Director
Delaware Valley Regional Planning Commission
111 South Independence Mall East
Philadelphia, PA 19106

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

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

Ms. Sandra J. Dearden
MDCO Consultants, Inc.
407 South Dearborn, Suite 1145
Chicago, IL 60605

Jo A. Deroche, Esq.
Mark H. Sidman, Esq.
Weiner, Brodsky, Sidman
1350 New York Avenue, N.W., Suite 800
Washington, DC 20005-4797

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

Mr. Daniel Duff
American Public Transit Association
1201 New York Avenue, N.W.
Washington, DC 20005

John K. Dunleavy, Esq.
Assistant Attorney General
133 State Street, State Admin. Bldg.
Montpelier, VT 05633-5001

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

Mr. David Dysard
Toledo Metro Area Council of Government
P.O. Box 9508
300 Central Union Plaza
Toledo, OH 43697-9508

Mr. Gary A. Ebert
City of Bay Village
350 Dover Center Road
Bay Village, OH 44150

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

Mr. Terrell Ellis
Central Appalachia Empowerment Zone of WV
P.O. Box 176
Clay, WV 25043

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

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

Mr. Carl Feller
Dekalb Agra Inc
P.O. Box 127
4743 County Road 28
Walterloo, IN 46793-0127
<table>
<thead>
<tr>
<th>Name</th>
<th>Company/Location</th>
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<tbody>
<tr>
<td>Mr. Michael P. Ferro</td>
<td>Millennium Petrochemicals, Inc. 11500 Northlake Drive</td>
</tr>
<tr>
<td>Mr. Vaughn R. Groves</td>
<td>Pittston Coal Company P.O. Box 5100</td>
</tr>
<tr>
<td>Mr. J.D. Fitzgerald</td>
<td>UTU, General Chairperson 400 E. Evergreen Blvd., Suite 217</td>
</tr>
<tr>
<td>Mr. David Hall</td>
<td>Commonwealth Consulting Associates 720 North Post Oak Road, Suite 330</td>
</tr>
<tr>
<td>Mr. Stephen M. Fontaine</td>
<td>Massachusetts Central Railroad Corporation One Wilbraham Street</td>
</tr>
<tr>
<td>Mr. James W. Harris</td>
<td>The Metropolitan Planning Organization 1 World Trade Center, Suite 82 East</td>
</tr>
<tr>
<td>Mr. Garland Garrett, Jr.</td>
<td>NC Department of Transportation P.O. Box 25201 Raleigh, NC 27611</td>
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<tr>
<td>Mr. Charles S. Hesse, President</td>
<td>Charles Hesse Associates 8270 Stoney Brook Drive Chargrin Falls, OH 44023</td>
</tr>
<tr>
<td>Mr. Michael J. Garrigan</td>
<td>BP Chemicals Inc. 4440 Warrensville Center Road Cleveland, OH 44128</td>
</tr>
<tr>
<td>Mr. Richard A. Gavril</td>
<td>16700 Gentry Lane, No. 104 Tinley Park, IL 60477</td>
</tr>
<tr>
<td>Mr. Charles S. Hesse, President</td>
<td>Charles Hesse Associates 8270 Stoney Brook Drive Chargrin Falls, OH 44023</td>
</tr>
<tr>
<td>Mr. Douglas P. Golden</td>
<td>533 Fellowship Road, Suite 200 Mt. Laurel, NJ 08054</td>
</tr>
<tr>
<td>Mr. James E. Howard</td>
<td>90 Canal Street Boston, MA 02114</td>
</tr>
<tr>
<td>Mr. John Gordon</td>
<td>National Lime &amp; Stone Company P.O. Box 120 Findlay, OH 45840</td>
</tr>
<tr>
<td>Mr. John Hoy</td>
<td>P.O. Box 117 Glen Burnie, MD 21060</td>
</tr>
<tr>
<td>Mr. Robert E. Greenlese</td>
<td>Toledo-Lucas County Port Authority 1 Maritime Plaza, Suite 700 Toledo, OH 43604</td>
</tr>
<tr>
<td>Mr. Bard F. Huston</td>
<td>Cyprus Amax Coal Sales Corp. 400 Technecenter Drive, Suite 320 Milford, OH 45150</td>
</tr>
</tbody>
</table>
Sheila Meek Hyde, Esq.
City Hall
342 Central Avenue
Dunkirk, NY 14048

Earnest Jerardi, Esq.
Nixon, Hargrave, Devans, Doyle, L.L.P.
P.O. Box 1051
Clinton Square
Rochester, NY 14603-1051

William P. Jackson, Jr., Esq.
Jackson & Jessup, P.C.
P.O. Box 1240
3426 North Washington Blvd.
Arlington, VA 22210

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

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

Mr. Larry B. Karnes
Transportation Building
P.O. Box 30050
425 West Ottawa
Lansing, MI 48909

Mr. Richard E. Kerth, Transportation Manager
Champion International Corp.
101 Knightsbridge Drive
Hamilton, OH 45020-0001

Mr. L.P. King, Jr.
General Chairperson, UTU
145 Campbell Avenue, S.W.
Suite 207
Roanoke, VA 24011

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

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

Mr. John K. Leary, General Manager
Southeastern Pennsylvania Transportation Authority
1234 Market Street, 5th Floor
Philadelphia, PA 19107-3780

Ms. Sherri Lehman
Director, Congressional Affairs
Corn Refiners Association
1701 Pennsylvania Avenue, N.W.
Washington, DC 20006-5805

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

Gordon P. MacDougall
1025 Connecticut Avenue, N.W., Suite 410
Washington, DC 20036

Mr. Ronald Marquardt
Local Union 1810
UMWA
R.D. #2
Rayland, OH 43943

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

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

Christopher C. McCraken, Esq.
Ulmer & Berne, L.L.P.
1300 East Ninth Street, Suite 900
Cleveland, OH 44114
K. N. Thompson
General Chairperson UTU
11017-F Gravois Industrial Plaza
St. Louis, MO 63128

William R. Thompson, Esq.
City of Philadelphia
Law Department
1600 Arch Street, 10th Floor
Philadelphia, PA 19013

W. David Tidholm, Esq.
Huicheson & Grundy
1200 Smith Street, Suite 3300
Houston, TX 77002

Merrill L. Travis
Illinois Department of Transportation
2300 South Dirksen Parkway, Room 302
Springfield, IL 62703-4555

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

Stephen M. Uthoff
Coniglio & Uthoff
110 West Ocean Boulevard, Suite C
Long Beach, CA 90802

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

Mr. William C. Van Slyke
152 Washington Avenue
Albany, NY 12210

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

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

Mr. Jack A. Walier
WC! Steel Inc.
1040 Pine Avenue, SE
Warren, OH 44483

James R. Weiss, Esq.
Preston, Gates, Ellis, et al.
1735 New York Avenue, N.W., Suite 500
Washington, DC 20006

Jay Westbrook
City Hall, Room 216
601 Lakeside Avenue, NE
Cleveland, OH 44114

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

Mr. Richard R. Wilson
1126 Eight Avenue, Suite 403
Altoona, PA 16602

C.D. Winebrenner
General Chairperson UTU
27801 Euclid Avenue, Room 200
Euclid, OH 44132

John F. Wing, Chairman
Citizens Advisory Committee
601 North Howard Street
Baltimore, MD 21201

Sargeant W. Wise
Livonia, Avon & Lakeville Railroad Corp.
P.O. Box 190-B
5769 Sweeteners Blvd.
Lakeville, NY 14480

Mr. Timothy A. Wolfe
Wyandot Dolliotte, Inc.
P.O. Box 99
1794 Co Rd #99
Carey, OH 43316
E.C. Wright
Rail Transportation Procurement Manager
1007 Market Street, DuPont Building 3100
Wilmington, DE 19898

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

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

Walter E. Zullig, Jr., Esq.
Special Counsel
Metro-North Commuter Railroad Company
347 Madison Avenue
New York, NY 10017-3706

Brenda Durham
August 28, 1997

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Room 711
Washington, D.C. 20423

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

Dear Secretary Williams:

Pursuant to Decision No. 21, served on August 19, 1997 in the above referenced proceeding, please find the enclosed original and ten copies of the Certificate of Service for The Kansas City Southern Railway Company (KCS-2), The Gateway Western Railway Company and The Gateway Eastern Railway Company (GWWR-2). Also enclosed are copies of all filings submitted by KCS and GWWR in this proceeding prior to the issuance of the Board’s official service list in Decision No. 21.

Sincerely yours,

William A. Mullins

Enclosures

cc: The Honorable Jacob Leventhal
Paul A. Cunningham, Esq.
Richard A. Allen, Esq.
Dennis G. Lyons, Esq.
BLFRE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

CERTIFICATE OF SERVICE

I hereby certify that true copies of all filings submitted by The Kansas City Southern Railway Company (KCS), The Gateway Western Railway Company and The Gateway Eastern Railway Company (GWWR) in Finance Docket 33388 prior to the service date of Board Decision No. 21 have been served this 28th day of August, 1997, by first class mail, postage prepaid, to Administrative Law Judge Jacob Leventhal and to all Parties of Record on the service list attached to Board Decision No. 21.

Respectfully submitted,

William A. Mullins
TROUTMAN SANDERS LLP
1300 1 Street, N.W.
Suite 500 East
Washington, D.C. 20005-3314
202-274-2950 (PHONE)
202-274-2994 (FAX)

July 2, 1997

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1924 K Street, NW
Room 711
Washington, D.C. 20423

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

Dear Secretary Williams:

Enclosed for filing in the above captioned docket are the original and twenty-five copies of the Notice of Appearance of The Kansas City Southern Railway Company (KCS-1). Also enclosed is 3.5-inch diskette containing the text of this pleading.

Please date stamp the enclosed extra copy of the pleading and return it to the messenger for our files.

Sincerely yours,

William A. Mullins
Attorney for The Kansas City Southern Railroad Company

Enclosures

cc: The Honorable Jacob Leventhal
    Paul A. Cunningham, Esq.
    Richard A. Allen, Esq.
    Dennis G. Lyons, Esq.
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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

NOTICE OF APPEARANCE OF
THE KANSAS CITY SOUTHERN RAILWAY COMPANY

Richard P. Bruening
Robert K. Dreiling
114 West 11th Street
Kansas City, Missouri 64105
Tel: (816) 556-0392
Fax: (816) 556-0227

Attorneys for The Kansas City Southern Railway Company

William A. Mullins
David B. Foshee
TROUTMAN SANDERS LLP
1300 I Street, N.W.
Suite 500 East
Washington, D.C. 20005
Tel: (202) 274-2950
Fax: (202) 274-2994

Attorneys for The Kansas City Southern Railway Company

July 2, 1997
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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

NOTICE OF APPEARANCE OF
THE KANSAS CITY SOUTHERN RAILWAY COMPANY

Please enter the appearances in this proceeding of the below-named attorneys on behalf of

The Kansas City Southern Railway Company ("KCS"). The Kansas City Southern Railway
Company intends to participate in this proceeding as a Party Of Record. Accordingly, please
place the named attorneys, at the addresses provided, on the service list to receive all pleadings
and decisions in this proceeding. By copy of this pleading, I am requesting applicants to serve us
with copies of all pleadings filed to date and any future filings.

This 2nd day of July, 1997.

Richard P. Bruening
Robert K. Dreiling
114 West 11th Street
Kansas City, Missouri 64105
Tel: (816) 556-0392
Fax: (816) 556-0227

Atorneys for The Kansas City Southern
Railway Company

William A. Mullins
David B. Foshee
TROUTMAN SANDERS LLP
1300 1 Street, N.W.
Suite 500 East
Washington, D.C. 20005
Tel: (202) 274-2950
Fax: (202) 274-2994

Atorneys for The Kansas City Southern
Railway Company
CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing "Notice of Appearance of The Kansas City Southern Railway Company" (KCS-1) was served this 2nd day of July, 1997, by delivering or depositing a copy in the United States mail in a properly addressed envelope with adequate postage thereon addressed to Applicants' representatives and Judge Leventhal.

Attorney for The Kansas City Southern Railway Company
July 2, 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 Secretary Williams:

Enclosed for filing in the above captioned docket are the original and twenty-five copies of the Notice of Appearance of the Gateway Western Railway Company and the Gateway Eastern Railway Company (GWRR-1). Also enclosed is 3.5-inch diskette containing the text of this pleading.

Please date stamp the enclosed extra copy of the pleading and return it to the messenger for our files.

Sincerely yours,

William A. Mullins
Attorney for the Gateway Western Railway Company and the Gateway Eastern Railway Company

Enclosures

cc: The Honorable Jacob Leventhal
Paul A. Cunningham Esq.
Richard A. Allen, Esq.
Dennis G. Lyons, Esq.
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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

NOTICE OF APPEARANCE OF
THE GATEWAY WESTERN RAILWAY COMPANY
AND THE GATEWAY EASTERN RAILWAY COMPANY

Richard P. Bruening
Robert K. Dreiling
114 West 11th Street
Kansas City, Missouri 64105
Tel: (816) 556-0392
Fax: (816) 556-0227

William A. Mullins
David B. Foshee
TROUTMAN SANDERS LLP
1300 I Street, N.W.
Suite 500 East
Washington, D.C. 20005
Tel: (202) 274-2950
Fax: (202) 274-2994

Attorneys for the Gateway Western Railway Company and the Gateway Eastern Railway Company

July 2, 1997
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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

NOTICE OF APPEARANCE OF
THE GATEWAY WESTERN RAILWAY COMPANY
AND THE GATEWAY EASTERN RAILWAY COMPANY

Please enter the appearances in this proceeding of the attorneys listed herein on behalf of the Gateway Western Railway Company and the Gateway Eastern Railway Company ("GWWR"). The Gateway Western Railway Company and the Gateway Eastern Railway Company intend to participate in this proceeding as a Party Of Record. Accordingly, please place the named attorneys at the addresses provided on the service list to receive all pleadings and decisions in this proceeding. By copy of this pleading, I am requesting applicants to serve us with copies of all pleadings filed to date and any future filings.
This 2nd day of July, 1997.

Richard P. Bruening
Robert K. Dreiling
114 West 11th Street
Kansas City, Missouri 64105
Tel: (816) 556-0392
Fax: (816) 556-0227

Atorneys for the Gateway Western Railway Company and the Gateway Eastern Railway Company

William A. Mullins
David B. Foshee
TROUTMAN SANDERS LLP
1300 I Street, N.W.
Suite 500 East
Washington, D.C. 20005
Tel: (202) 274-2950
Fax: (202) 274-2994

Atorneys for the Gateway Western Railway Company and the Gateway Eastern Railway Company
CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing "Notice of Appearance of the Gateway Western Railway Company and the Gateway Eastern Railway" (GWWR-1) was served this 2nd day of July, 1997, by delivering or depositing a copy in the United States mail in a properly addressed envelope with adequate postage thereon addressed to Applicants' representatives and Judge Leventhal.

[Signature]
Attorney for the Gateway Western Railway Company and the Gateway Eastern Railway Company
August 28, 1997

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
19.5 K Street, NW
Room 711
Washington, D.C. 20423

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

Dear Secretary Williams:

Pursuant to Decision No. 21, served on August 19, 1997 in the above referenced proceeding, please find the enclosed original and ten copies of the Certificate of Service for New York State Electric and Gas (NYSEG-7). Also enclosed are copies of all filings submitted by NYSEG in this proceeding prior to the issuance of the Board’s official service list in Decision No. 21.

Please date stamp the enclosed extra copy of the Certificate of Service and return it to the messenger for our files.

Sincerely yours,

William A. Mullins
Attorney for New York State Electric & Gas

Enclosures

cc: The Honorable Jacob Leventhal
Paul A. Cunningham, Esq.
Richard A. Allen, Esq.
Dennis G. Lyons, Esq.
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

CERTIFICATE OF SERVICE

I hereby certify that true copies of all filings submitted by New York State Electric & Gas (NYSEG) in Finance Docket 33388 prior to the service date of Board Decision No. 21 have been served this 28th day of August, 1997, by first class mail, postage prepaid, to Administrative Law Judge J. cob Leventhal and to all Parties of Record on the service list attached to Board Decision No. 21.

Respectfully submitted,

William A. Mullins
TROUTMAN SANDERS LLP
1300 I Street, N.W.
Suite 500 East
Washington, D.C. 20005-3314
202-274-2950 (PHONE)
202-274-2994 (FAX)

Attorney for New York State Electric & Gas
June 19, 1997

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

Re: CSX Corp./Norfolk Southern Corp. — Control and Operating Leases/Agreements — Conrail: Finance Docket No. 33388

Dear Secretary Williams:

Enclosed are the original and 25 copies of a “Notice of Intent to Participate” on behalf of New York State Electric & Gas Corporation and Somerset Railroad Corporation for filing in the above-referenced proceeding. Also enclosed is a 3.5” diskette containing the document in Wordperfect format.

Please date stamp and return the enclosed four additional copies via our messenger.

Very truly yours,

Michael F. McBride
Linda K. Breggin
Daniel Aronowitz
Brenda Durham

Attorneys for New York State Electric & Gas Corporation and Somerset Railroad Corporation

cc (w/encl.): Paul A. Cunningham, Esq.
Dennis G. Lyons, Esq.
Richard A. Allen, Esq.
June 19, 1997

Respectfully submitted,

Michael F. McBride
Linda K. Breggin
Daniel Aronowitz
Brenda Durham
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
1875 Connecticut Avenue, N.W., Suite 1200
Washington, DC 20009-5728
(202) 986-8050 (Telephone)
(202) 986-8102 (Facsimile)

Attorneys for New York State Electric & Gas
Corporation and Somerset Railroad Corporation
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

CERTIFICATE OF SERVICE

I hereby certify that I have served this 4 \^{th} day of June, 1997, a copy of the
foregoing "Notice of Intent to Participate" by first-class mail, postage prepaid, or by more
expeditious means, upon each of the following parties of record:

Office of the Secretary
Case Control Unit
ATTN: STB Finance Dkt. 33388
Surface Transportation Board
Mercury Building
1925 K Street, N.W.
Washington, DC 20423-0001
VIA HAND DELIVERY

Mr. Vernon Williams, Secretary
Surface Transportation Board
Mercury Building
1925 K Street, N.W.
Washington, DC 20423-0001
VIA HAND DELIVERY

Dennis G. Lyons, Esq.
Arnold & Porter
555 Twelfth Street, N.W.
Washington, DC 20004-1202
VIA FACSIMILE

David M. Konschnik, Director
Office of Proceedings
Surface Transportation Board
Mercury Building
1925 K Street, N.W.
Washington, DC 20423
VIA HAND DELIVERY
Honorable Jacob Leventhal  
Administrative Law Judge  
Federal Energy Regulatory Commission  
Office of Hearings, Suite 11F  
888 First Street, N.E.  
Washington, DC 20426

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

John M. Nannes, Esq.  
Scott B. Hutchins, Esq.  
Skadden, Arps, Slate, Meager & Flom, L.L.P.  
1440 New York Avenue, N.W.  
Washington, DC 20005-2111  
VIA FACSIMILE

Samuel M. Sipe, Jr., Esq.  
Timothy M. Walsh, Esq.  
David H. Corburn, Esq.  
Steptoe & Johnson, L.L.P.  
1330 Connecticut Avenue, N.W.  
Washington, DC 20036  
VIA FACSIMILE

Richard A. Allen, Esq.  
James A. Calderwood, Esq.  
Andrew R. Plump, Esq.  
John V. Edwards, Esq.  
Zuckert, Scoult & Rasenberger, L.L.P.  
888 Seventeenth Street, N.W.  
Washington, DC 20006-3939  
VIA FACSIMILE

Michael F. McBride
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

NOTICE OF INTENT TO PARTICIPATE

New York State Electric & Gas Corporation and Somerset Railroad Corporation

hereby notify the Board of their intent to participate in the above-referenced proceeding.

Service may be made on the undersigned counsel We also request that service be made on the
following:

Mr. Sean D. Brady
Manager-Strategic Planning, Generation
New York State Electric & Gas
Corporation
Corporate Drive
Kirkwood Industrial Park
P.O. Box 5224
Binghamton, NY 13902-5224
Telephone: (607) 762-7497
Facsimile: (607) 762-7770

Mr. Gary Edwards
Superintendent Railroad Operations
Somerset Railroad Corporation
7725 Lake Road
Barker, NY 14012
Telephone: (716) 795-9501
Facsimile: (716) 795-5014
July 29, 1997

The Honorable Vernor A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Room 711
Washington, D.C. 20423

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

Dear Secretary Williams:

Enclosed for filing in the above captioned docket are the original and twenty-five copies of the Notice of Substitution of Counsel (NYSE&G-2 for New York State Electric & Gas. Also enclosed is 3.5-inch diskette containing the text of this pleading.

Please date stamp the enclosed extra copy of the pleading and return it to the messenger for our files.

Sincerely yours,

William A. Mullins
Attorney for New York State Electric & Gas

Enclosures

cc: The Honorable Jacob Leventhal
Paul A. Cunningham, Esq.
Richard A. Allen, Esq.
Dennis G. Lyons, Esq.
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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

NOTICE OF SUBSTITUTION OF COUNSEL FOR
NEW YORK STATE ELECTRIC & GAS

William A. Mullins
John R. Molm
Sandra L. Brown
TROUTMAN SANDERS LLP
1300 I Street, N.W.
Suite 500 East
Washington, D.C. 20005
Tel: (202) 274-2950
Fax: (202) 274-2994

Attorneys for New York State Electric & Gas

July 29, 1997
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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

NOTICE OF SUBSTITUTION OF COUNSEL FOR
NEW YORK STATE ELECTRIC & GAS

Please enter the appearances in this proceeding of the below-named persons on behalf of
New York State Electric & Gas ("NYSE&G") and remove Michael F. McBride of LeBoeuf,
Lamb, Greene & MacRae, LLP as counsel of record (as NYSE&G originally requested in its
Notice of Appearance filed June 30, 1997, NYSE&G-1). New York State Electric & Gas intends
to participate in this proceeding as a Party Of Record. Accordingly, please place the named
persons, at the address provided, on the service list to receive all pleadings and decisions in this
proceeding. By copy of this pleading, I am requesting applicants to serve us with copies of all
pleadings filed to date and any future filings.
This 29th day of July, 1997.

Jim Mulligan  
Sean D. Brady  
New York State Electric & Gas Corporation  
Corporate Drive  
Kirkwood Industrial Park  
P.O. Box 5224  
Binghamton, N.Y. 13902-5224

William A. Mullins  
John R. Molm  
Sandra L. Brown  
TROUTMAN SANDERS LLP  
1300 I Street, N.W.  
Suite 500 East  
Washington, D.C. 20005  
Tel: (202) 274-2950  
Fax: (202) 274-2994

Attorneys for New York State Electric & Gas
CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing "Notice of Substitution of Counsel for New York State Electric & Gas" (NYSEG-2) was served this 29th day of July, 1997, by delivering or depositing a copy in the United States mail in a properly addressed envelope with adequate postage thereon addressed to Applicants' representatives and Judge Leventhal.

[Signature]

Attorney for New York State Electric & Gas