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U.S. Department of
Transportation

Office of the Secretary
of Transportation

GENERAL COUNSEL

400 Seventh St., S.W.
Washington, D.C. 20590

October 15, 1997

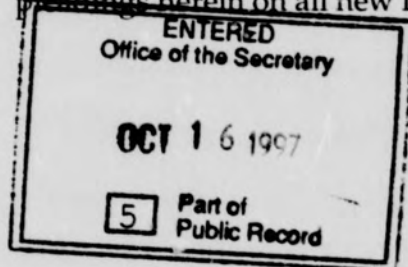
Vernon A. Williams, Secretary
Surface Transportation Board
Suite 700
1925 K Street, N.W.
Washington, D.C. 20423-0001



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

Dear Secretary Williams:

Pursuant to Decision No. 43 in the above-referenced proceeding, the United States Department of Transportation encloses herewith an original and ten copies of its Certificate of Service in this matter, attesting to the service of prior DOT proceedings herein on all new Parties of Record.



Respectfully submitted,

Paul Samuel Smith
Senior Trial Counsel

Enclosures

cc: New Parties of Record

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October 15, 1997

VIA HAND DELIVERY

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



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

Dear Secretary Williams:

Enclosed are the original and 25 copies of CSX/NS-105, Applicants' Response to Motion in Limine of Atlantic City Electric Company, American Electric Power, Delmarva Power & Light Company, and Indianapolis Power & Light Company for filing in the above-referenced proceeding. Also enclosed is a 3.5" diskette containing the document in WordPerfect format.

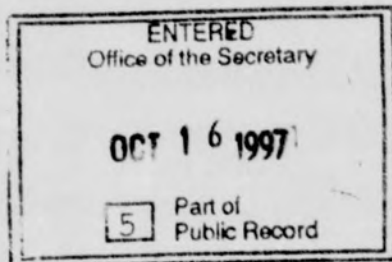
Please date-stamp and return the enclosed copy via our messenger.

Very truly yours,

Drew A. Harker

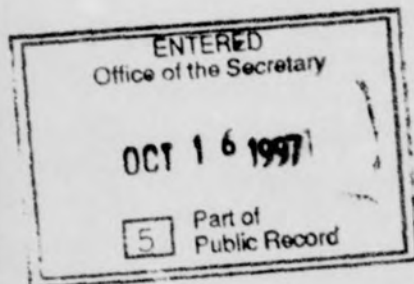
Drew A. Harker

Counsel for CSX Corporation
and CSX Transportation, Inc.



Enclosures

cc (w/Enclosure): Service List



BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

CSX/NS - 105



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

RESPONSE OF APPLICANTS TO MOTION IN
LIMINE OF ATLANTIC CITY ELECTRIC COMPANY,
AMERICAN ELECTRIC POWER, DELMARVA POWER & LIGHT
COMPANY, AND INDIANAPOLIS POWER & LIGHT COMPANY.

INTRODUCTION AND SUMMARY

Applicants CSX Corporation ("CSXC"), CSX Transportation ("CSXT"),¹
Norfolk Southern Corporation ("NSC"), Norfolk Southern Railway Company
("NSRC"),² Conrail Inc. ("CRI") and Consolidated Rail Corporation ("CRC")³ hereby
oppose the Motion In Limine of Atlantic City Electric Company, American Electric

¹ CSXC and CSXT are referred to collectively as "CSX."

² NSC and NSRC are referred to collectively as "NS."

³ CRI and CRC are referred to collectively as "Conrail."

Power, Delmarva Power & Light Company, and Indianapolis Power & Light Company ("Movants").⁴

Approximately two weeks before filing their Comments on the Primary Application, and without even a proffer of what evidence Movants plan on submitting with such Comments, and with Applicants' rebuttal filing over two months away, Movants request that the Board now exclude from Applicants' rebuttal any evidence that Movants were previously denied through discovery by the Board. It is Applicants' understanding that such an order has never been entered by the Board (and Movants cite to no such authority), and Applicants submit that there is no basis in the present proceeding to establish a new, unnecessary, and potentially dangerous precedent.

Having filed two overly broad discovery requests, one of which was narrowed by ALJ Leventhal who was upheld on appeal by the Board, the other of which was denied in toto by the Board after being narrowed substantially by the ALJ, Movants now seek to prevent the Board from considering potentially probative evidence by virtue of these objectionable discovery requests by precluding use of the information by Applicants on rebuttal. Were the Board to issue the order sought by Movants, it would simply encourage in the future unreasonably broad discovery requests, the denial of which could be used by a requester to limit the introduction of evidence by the other party. The discovery process should not be applied to permit such abuse.

⁴ The Motion is denominated as ACE, et al. - 17. It will be cited herein as the "Motion."

Nor is the ruling necessary to protect the interests that Movants purport to protect. Rather than adopting the meat ax approach favored by Movants, which would preclude the introduction of evidence sight unseen before its probative value or prejudicial effect could be determined, the Board should delay any such ruling until comments and supporting evidence, and any rebuttal filings are made. There is no reason that such an approach would not adequately protect the interests of the Board and all parties to the proceeding.

BACKGROUND

On July 3, 1997, Movants submitted "broad discovery requests to Applicants, essentially asking for all documents concerning virtually all shipments of coal, concerning all negotiations involving rates for shipments of coal, for the years 1978 through the present." Decision No. 42 at 1. Citing the burden these broad requests would place on Applicants, Judge Leventhal limited the material to be produced to shipments for certain years to Movants' destinations that were served only by Conrail. See Decision No. 11. This decision was affirmed by the Board. See Decision No. 17. Applicants have fully complied with this decision.

On September 4, 1997, Movants served an additional request on Applicants seeking to discover the revenue masking factors applicable to the Waybill Samples filed by the Applicants with the Board for the years 1978 through the present. The Board denied this request, finding that the disclosure of the masking factors would undermine the Board's policies with respect to the confidentiality of the Waybill Samples. See

Decision No. 42 at 7. Moreover, in this decision, the Board noted that the information sought by Movants was "not relevant to any legitimate issue" in the proceeding. Id.

Movants' Motion requests that Applicants be restricted from including in their rebuttal any of the material which Movants were denied in the discovery process.⁵ Movants argue that their rights are "at risk if Applicants are allowed to present evidence in rebuttal that was denied to Movants during the discovery process." See Movants' Motion at 5. Movants claim that they will suffer "unfair prejudice" as that term is used in Federal Rule of Evidence 403 from the potential reaction the Board may have to materials and information that Movants have not yet seen. Id. at 9. They further contend that the granting of this motion will not harm the Applicants' ability to present rebuttal evidence,⁶ although neither the Applicant nor the Board have yet seen Movants' Comments and have no way of testing this conclusory claim. Lastly, Movants casually dismiss the use of a Motion to Strike in this case, expressing concern that the Board will not be able to later "unring the bell" if Movants were to successfully seek to exclude evidence in Applicants' rebuttal filing. None of this is true.

There are a number of bases to deny Movants' Motion.

⁵ Applicants read Movants' motion to request an order precluding the use of the denied material only in connection with Applicants' rebuttal to any comments submitted by Movants. Movants have not even purported to make a case for precluding Applicants from using the information in their rebuttal to other parties' filings.

⁶ Id.

ARGUMENT

I. The Rules of Evidence Followed by The Board and Used In Other Administrative Proceedings Favor Inclusion of All Probative Evidence

Movants' basic premise that the Board should follow the exclusionary rule of Rule 403 of the Federal Rules of Evidence is inconsistent with the weight of authority. Movants assert that the Board's Rules of Practice are consistent with the Federal Rules of Evidence, but misleadingly quote to 49 C.F.R. 1114.1 by dropping a critical reference. See Movants' Motion at 5. In its entirety, 49 C.F.R. 1114.1 reads:

Any evidence which is sufficiently reliable and probative to support a decision under the provisions of the Administrative Procedure Act, or which would be admissible under the general statutes of the United States, or under the rules of evidence governing proceedings in matters not involving trial by jury in the courts of the United States, will be admissible in hearings before the Commission. The rules of evidence will be applied in any proceeding to the end that necessary and proper evidence will be conveniently, inexpensively, and speedily produced, while preserving the substantial rights of the parties.

49 C.F.R. 1114.1 (1996) (emphasis added). It thus establishes a broad prescription of admissibility.

The Board's Rules of Practice clearly point to the Administrative Procedure Act ("APA") which has its own standard for admissibility of evidence less restrictive than the Federal Rules. The APA states that "[a]ny oral or documentary evidence may be received, but the agency as a matter of policy shall provide for the exclusion of irrelevant, immaterial, or unduly repetitious evidence." 5 U.S.C. 556(d) (1997). The APA recognizes that the Federal Rules of Evidence "are totally inappropriate for

application either to agency adjudications or to judge-tried cases." See Davis & Pierce, Administrative Law Treatise §10.1 (1994). The Supreme Court has long agreed with this proposition.⁷

Moreover, the APA standard is more liberal than the Federal Rules; agencies should receive all evidence which could "conceivably throw any light upon the controversy." Samuel H. Moss, Inc. v. FTC, 148 F.2d 378, 380 (2d Cir.), cert. denied, 326 U.S. 734 (1945); see also Multi-Medical Convalescent and Nursing Ctr. Of Towson v. NLRB, 550 F.2d 974, 978 (4th Cir.), cert. denied, 434 U.S. 835 (1977) ("[W]e strongly advise administrative law judges: if in doubt, let it in."). Accordingly, there is no support for the proposition that the Board should exclude any potential evidence on the basis of FRE 403.

II. Use of Motion In Limine Would Not Be Appropriate Even If the Federal Rules of Evidence Applied To This Proceeding

Even if Movants were correct that the Board should be guided by the Federal Rules of Evidence, the use of a motion in limine is not appropriate in the circumstances of this case. So far as Applicants are aware, the Board has never granted a motion in limine, excluding evidence in advance of the submission of Comments, Responsive and Inconsistent Applications, or Rebuttal thereto. A review of the authorities that address

⁷ See e.g. Opp Cotton Mills v. Adm'r, 312 U.S. 126, 155 (1941) ("[I]t has long been settled that the technical rules for the exclusion of evidence applicable in jury trials do not apply to proceedings before federal administrative agencies in the absence of a statutory requirement that such rules are to be observed."); ICC v. Louisville & Nashville R.R. Co., 253 U.S. 88, 93 (1913) ("The Commission is an administrative body and, even where it acts in a quasi-judicial capacity, it is not limited by the strict rules, as to admissibility of evidence, which prevail in suits between private parties.").

the exclusion of evidence from an adversary proceeding reveals that there is no authority for granting the motion in this particular case.

Federal district courts have the ability to exclude evidence in limine pursuant to their power to manage trials, particularly jury trials. Luce v. United States 469 U.S. 38, 41 n.4 (1984). The use of the motion in limine in federal courts takes two forms. See 21 Wright & Graham, Federal Practice and Procedure: Evidence §5037 (1997). The first of these forms, which Wright and Graham call the "prophylactic motion," is specifically authorized by Federal Rule of Evidence 103(c) and relates to jury trials only. See id.; Fed. R. Evid. 103(c).⁸ This sort of prophylactic use of preventing evidence from being heard by a jury is not relevant in a bench trial or in a case such as this one before the Board.⁹

The other recognized use of a motion in limine is to "procure a definitive ruling on the admissibility of evidence at the outset of the trial." See 21 Wright & Graham, Federal Practice and Procedure: Evidence §5037 (1997). However, here there will be no "trial." The Board will be making its decision based on the documentary record. Moreover, this use is not specifically authorized by either the Federal Rules of Civil

⁸ As noted above, the Board's Rules of Practice reference only the rules of evidence not applicable to jury trials and the Supreme Court has made clear that the rules on exclusion of evidence in a jury trial do not apply in administrative proceedings. See Opp Cotton Mills v. Administration, 312 U.S. 126, 155 (1941).

⁹ Movants cite a case from the Supreme Judicial Court of Maine in support of the notion that a motion in limine is a "widely recognized" "salutary device." See Movants' Motion in Limine at 3; Gendron v. Pawtucket Mut. Ins. Co., 409 A.2d 656, 659 (Me. 1979). What Movants' Motion neglects to state is that Gendron was decided in the context of a jury trial. Gendron, 409 A.2d at 659. (Purpose of motion in limine is "to avoid the impact of unfairly prejudicial evidence upon the jury.").

Procedure or the Federal Rules of Evidence. See id. Indeed, several courts have determined that motions in limine should not be used for this purpose at all and have limited their use to jury trials.¹⁰ Even when motions in limine are used by courts for this purpose, they have recognized that "[m]otions in limine are disfavored"¹¹ and evidence should be excluded "only when evidence is clearly inadmissible on all potential grounds."¹² When discussing motions in limine, courts have repeatedly stated that evidentiary rulings should be deferred until there is a more concrete evidentiary record, so that questions of foundation, relevancy and potential prejudice may be resolved in proper context." Id.¹³

In fact, this approach was taken by the Southern District of New York in a case cited by Movants in support of the Motion. See Movants' Motion at 4; Wagschal v.

¹⁰ See e.g. Shark v. Thompson, 373 N.W.2d 859, 864 (N.D. 1985) (finding that granting a motion in limine was not reversible error, but stating that "A motion in limine is a procedural tool used to ensure that potentially prejudicial evidentiary matters are not discussed in the presence of the jury. It can serve no useful purpose in a nonjury case."); Nebraska v. Tomrdle, 335 N.W.2d 279, 283 (Neb. 1983) (stating that a motion in limine is a "procedural step to prevent prejudicial evidence from reaching the jury" and holding that there can be no reversible error in a ruling on a motion in limine until the information reaches "the jury's ears"); Hawaii v. Miura, 730 P.2d 917, 919 (Haw. Ct. App. 1986) ("Since the case was to be tried without a jury, an in limine motion was unnecessary.").

¹¹ See McClain v. Anchor Packing Co., 1996 WL 164385, *1 (N.D. Ill. 1996) (granting in part and denying in part a motion in limine in a jury trial).

¹² See Hawthorne Partners v. AT&T Tech. Inc., 831 F. Supp. 1398, 1400 (N.D. Ill. 1983).

¹³ See also Jonasson v. Lutheran Child and Family Serv., 115 F.3d 436, 440 (7th Cir. 1997) ("Some evidentiary submissions, however, cannot be evaluated accurately or sufficiently by the trial judge in such a procedural environment. In these instances, it is necessary to defer ruling until during trial"); United States v. Rusin, 889 F. Supp. 1036, 1038 (N.D. Ill. 1995) (citing Hawthorne); Roberts v. Charter Nat'l Life Ins. Co., 105 F.R.D. 492, 493 (S.D. Fla. 1985) ("When these rulings are made at the time the exhibit is offered in evidence, the trial judge has the benefit of full development of all relevant facts constituting the introductory predicate for admission of the item or statement. Motions in limine rarely provide this factual background.").

Sea Ins. Co. Ltd., 861 F. Supp. 263, 265 (S.D.N.Y. 1994). In Wagschal, the court actually denied a motion in limine, stating that it is "difficult for the court to weigh the probative prejudicial balance before the commencement of a trial." See id. (citation omitted).

The Board should take the approach adopted by these courts. Movants come to the Board with an incredibly broad motion, asking that Applicants be prohibited from using a great deal of information before either the Applicants or the Board have had the opportunity to even see Movants' comments.¹⁴ As noted above, motions in limine in court are generally made at or shortly before the start of the trial, after extensive pretrial proceedings in which the contentions of the parties have been spelled out in substantial detail. Except for those few parties who have given notices of responsive or inconsistent applications, there has been little or no indication whatsoever of the positions that the various opposing parties in this case, including Movants, may take.¹⁵ The Board is accordingly being asked to pass on the Motion without full knowledge of what issues may be raised by the Movants. Thus, until the positions of the parties are

¹⁴ It is possible that Movants may put some matters in issue based on evidence outside of the materials that were denied to them, to which the materials that were denied might be directly relevant. Movants should not be permitted to do this without rebuttal from Applicants. Movants' proposal would bar the use of the materials for any and all purposes. It is premature for such a motion to be made because neither the Board nor the Applicants know what Movants' case is.

¹⁵ The exception to this is to the arguments Movants have made to the Board in arguing for the discovery of the evidence Movants now seek to exclude. These arguments -- which the Board clearly and succinctly discounted -- may never be made by Movants in their October 21 submission.

made known, it would be premature to consider foreclosing the Applicants in the way indicated.

III. If the Board Deems It Necessary, Movants' Interests
Can Be Protected After Applicants File Rebuttal

As noted above, while motions in limine are generally disfavored, particularly in proceedings tried without a jury, such motions are typically only considered at trial when the context of the evidence is clear and issues of relevancy and potential prejudice can best be assessed. Such matters cannot be analyzed in the abstract but must be viewed against the background of the issues in the case. Movants have not filed their Comments yet, but ask the Board to make a ruling on what is appropriate rebuttal evidence without seeing Movants' Comments or the Applicants' rebuttal. In essence, Movants ask the Board to make a ruling in the dark. Such a result is inappropriate and unnecessary.

To the extent that Movants believe that they have been unfairly prejudiced by the use of evidence by Applicants in their rebuttal filing, Movants may file a Motion to Strike after the rebuttal is filed. This is a well recognized procedural tool utilized by the Board which allows the Board to rule with the benefit of all of the facts. See e.g., Ashley Creek Phosphate Co. v. Chevron Pipe Line Co., 1996 WL 625471, *4 (S.T.B. 1996) (denying motion to strike surrebuttal materials); Chemtronics, Inc., 1994 WL 227349, *1 (I.C.C. 1994) (denying motion to strike rebuttal evidence); Seaboard Air Line R.R. Co., 1993 WL 536167 (I.C.C. 1993) (denying motion to strike rebuttal material, but granting in part request to reopen the record); Union Pacific R.R. Co.,

1992 WL 236728, *2 (I.C.C. 1992) (denying motion to strike). There is no indication that this procedure has not fairly protected the interests of all parties in past proceedings or that it would be inappropriate under the circumstances of the present proceeding.¹⁶

IV. The Logic of the Motion In Limine Is Inconsistent with the
Discovery Process and the Discovery Guidelines Issued in This Proceeding

While the Federal Rules of Civil Procedure generally contemplate an open process of discovery, overly broad discovery requests are prohibited.¹⁷ The Discovery Guidelines issued in this case require that parties seeking discovery "tailor [] [discovery requests] to be consistent with the procedural schedule adopted in the proceeding." Discovery Guidelines ¶ 1. However, granting Movants' Motion would be inconsistent with these principles. Under Movants' theory, parties to a proceeding

¹⁶ Movants' attempt to belittle the utility of a Motion to Strike in this case is unavailing. The situation is not remotely similar to the public disclosure of highly confidential information as suggested by Movants. Movants Motion at 11. The premise of Movants' position on the inadequacy of a Motion to Strike is that the Board will be unable to ignore Applicants' rebuttal evidence, even if the Board were to grant any Motion to Strike made by Movants after submittal of Applicants' rebuttal filing. In this manner, Movants appear to believe that the Board is similar to a jury made up of lay people, who will be swayed by some kind of emotional response to Applicants' rebuttal. This concern disregards the professionalism and expertise of the Board and its staff and is inconsistent with the consideration of such motions in other Board proceedings. "Because admissibility is not a question of applying rules but an exercise of sound discretion, a motion to strike at the end of the hearing often will be more appropriate than objection at the time of introduction." Charles H. Koch, Administrative Law and Practice §5.52 (1997).

¹⁷ Although the scope of discovery under the Federal Rules is liberal, courts have recognized that Rule 26(b)(1)'s relevance requirement provides some limitations. In denying a request to "walk through 84 clients' confidential financial transactions," a district court held that "it has long been the rule in [the Second] Circuit that 'the parties should not be permitted to roam in shadow zones of relevancy and to explore matter which does not presently appear germane on the theory that it might conceivably become so.'" Lemanik v. McKinley Allsopp, Inc., 125 F.R.D. 602, 608 (S.D.N.Y. 1989) (quoting Broadway & Ninety-Sixth St. Realty Co. v. Loew's Inc., 21 F.R.D. 347, 352 (S.D.N.Y. 1958)). See also Food Lion, Inc. v. United Food and Commercial Workers Int'l Union, 103 F.3d 1007, 1012-13 (D.C. Cir. 1997) (denying discovery of nonparty union's documents, holding that although "discovery in federal civil litigation casts a wide net, nevertheless there are some limits on what may reasonably be discovered.").

are incented to serve their adversaries with unnecessarily broad and objectionable discovery requests, even though the requests would likely be denied. The litigant could then return to the Board with a motion in limine, asking that its adversaries be barred from using any of the information requested, regardless of how broad or unnecessary the initial request was. Granting Movants' Motion would encourage the very sort of "fishing expedition" the Board noted disapprovingly that the Movants have been conducting. See Decision No. 42 at 8. Such discovery tactics are not in the Board's interest and should not be encouraged or rewarded by granting Movants' Motion.

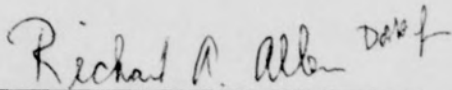
CONCLUSION

Neither the Board nor the Applicants have seen the evidence that Movants will file with their Comments. Nor is it known what evidence Applicants will tender in their rebuttal. It is premature for the Board to issue an order precluding introduction of rebuttal evidence prior to the filing of such Comments and such rebuttal. To issue such a ruling in the present circumstances would only reward Movants for filing earlier overbroad discovery requests which were properly denied and would no doubt encourage parties in future cases to file even broader requests, which would be contrary to the appropriate use of discovery in expedited Board proceedings. Moreover, the relief requested is unnecessary at this stage because the Board may strike the proffered evidence after assessing the relationship of such evidence to the issues raised by Movants' Comments and Applicants' rebuttal.

For the reasons stated, the Motion should be denied.

Respectfully submitted,

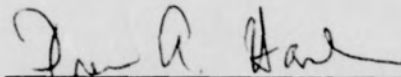
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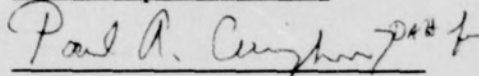
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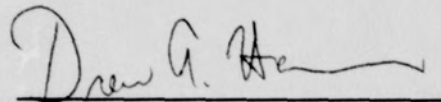
Counsel for Conrail Inc. and
Consolidated Rail Corporation

October 15, 1997

. . .

CERTIFICATE OF SERVICE

I, Drew A. Harker, certify that on October 15, 1997, I have caused to be served a true and correct copy of the foregoing CSX/NS-105, Response of Applicants to Motion In Limine of Atlantic City Electric Company, American Electric Power, Delmarva Power & Light Company and Indianapolis Power & Light Company, on all parties that have appeared in Finance Docket No. 33388, by first-class mail, postage prepaid, or by more expeditious means, as listed on the Service list.



Drew A. Harker

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SHEILA MECK HYDE
CITY ATTORNEY

October 10, 1997



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

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
Decision No. 43 dated October 7, 1997

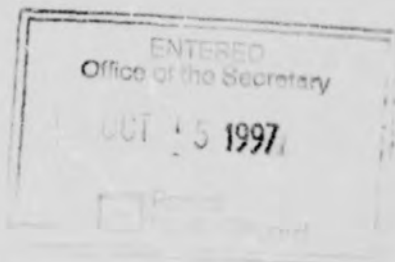
Dear Secretary Williams:

Pursuant to Decision No. 43 in the above-entitled matter, enclosed please find the original and ten (10) copies of the Certificate of Service of Notice of Intent to Participate by the City of Dunkirk, New York showing that this filing was served by mail on the additional parties of record listed in this Decision.

Very truly yours,

Sheila Meck Hyde
Sheila Meck Hyde
City Attorney

SMH:v
Enc.



182594

BEFORE THE
SURFACE TRANSPORTATION BOARD

=====

FINANCE DOCKET NO. 33388

=====

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

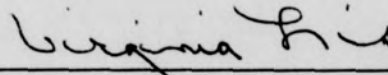
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CERTIFICATE OF SERVICE

=====

I hereby certify that, pursuant to the provisions of Decision No. 43, dated October 7, 1997, and received by this office on October 9, 1997 in the above-captioned case, a copy of the attached **Notice of Intent to Participate** was served on all parties of record identified in Decision 43, a copy of which list is hereto attached, via first class mail, postage prepaid, on this 10th day of October, 1997.

Respectfully submitted,



Virginia Lis, Secretary to
Sheila Meck Hyde, Esq.
Attorney for the City of Dunkirk
City Hall
342 Central Avenue
Dunkirk, New York 14048
Phone: 716-366-9866
Fax: 716-366-2049

Dated: October 10, 1997.



STB Finance Docket No. 33388

APPENDIX

PARTY OF RECORD

Christopher J. Burger, President
Central Railroad Company of Indianapolis
500 North Buckeye
Kokomo, IN 46903-0554

Represents: Central Railroad Company of
Indianapolis

PARTY OF RECORD

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UTU GO-851, General Chairperson
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Jacksonville, FL 32250

Represents: United Transportation Union
GO-851

PARTY OF RECORD

Martin T. Durkin
Durkin & Boggia, Esqs.
Centennial House
71 Mt. Vernon Street, P.O. Box 378
Ridgefield Park, NJ 07660

Represents: Village of Ridgefield Park,
New Jersey

PARTY OF RECORD

Gary Edwards
Superintendent of Railroad Operations
Somerset Railroad Corporation
7725 Lake Road
Barker, NY 14012

Represents: Somerset Railroad
Corporation

PARTY OF RECORD

Peter A. Gilbertson
Louisville & Indiana Railroad Company
Suite 350, 53 W. Jackson Boulevard
Chicago, IL 60604

Represents: Louisville & Indiana Railroad
Company

PARTY OF RECORD

R. Lawrence McCaffrey, Jr.
New York & Atlantic Railway
405 Lexington Avenue, 50th Floor
New York, NY 10 1 74

Represents: New York & Atlantic
Railway

PARTY OF RECORD

Samuel J. Nasca
Legislative Director
State of New York Legislative Board
United Transportation Union
35 Fuller Road, Ste. 205
Albany, NY 12205

Represents: State of New York Legislative
Board, United Transportation Union

PARTY OF RECORD

Scott A. Roney, Esq.
Archer Daniels Midland Company
P.O. Box 1470
4666 Faries Parkway
Decatur, IL 62525

Represents: Archer Daniels Midland
Company

PARTY OF RECORD,

Alice C. Saylor, Vice President & General
Counsel
American Short Line Railroad Association
1120 G Street, N.W., Suite 520
Washington, D.C. 20005-3889

Represents: American Short Line Railroad
Association

PARTY OF RECORD

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

Represents: Chemical Manufacturers
Association

STB Finance Docket No. 33388

APPENDIX (continued)

PARTY OF RECORD

Robert P. vom Eigen
Hopkins & Sutter
888 1611 Street, N.W., Suite 700
Washington, D.C. 20006

Represents: City of Cleveland, Ohio

PARTY OF RECORD

Leo J. Wasescha
Transportation Manager
Gold Medal Division
General Mills Operations, Inc.
Number One, General Mills Blvd.
Minneapolis, MN 55426

Represents General Mills, Inc.

182594

**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**

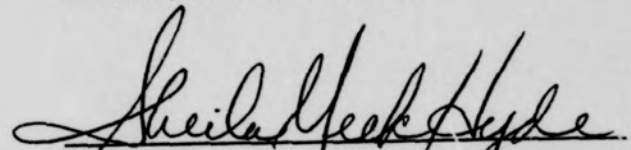
NOTICE OF INTENT TO PARTICIPATE

Please take notice that The City of Dunkirk intends to actively participate in this proceeding. The following should be added to the service list in this proceeding:

Margaret A. Wuerstle,
Mayor
City Hall
342 Central Avenue
Dunkirk, New York 14048

Sheila Meck Hyde, Esq.
City Attorney
City Hall
342 Central Avenue
Dunkirk, New York 14048

Dated: July 25, 1997.


Sheila Meck Hyde, Esq.
Attorney for the City of Dunkirk
City Hall
342 Central Avenue
Dunkirk, New York 14048
Phone: 716-366-9866
Fax: 716-366-2049

CERTIFICATE OF SERVICE

I hereby certify that on this 25th day of July, 1997, copies of the foregoing **NOTICE OF INTENT TO PARTICIPATE** were served by first class mail, postage prepaid, in accordance with the rules of the Surface Transportation Board on the following persons specified in Decision No. 2, and upon the parties shown on the attached list:

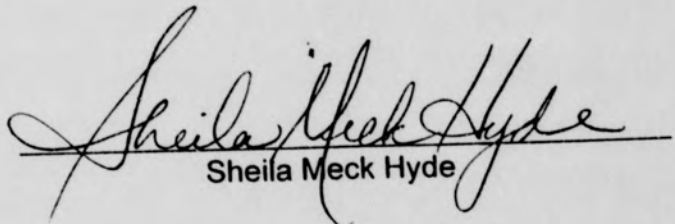
Administrative Law Judge Jacob Leventhal
Federal Energy Regulatory Commission
Suite 11 F, 888 First Street, N.E.
Washington, DC 20426

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

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

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

Dated: July 25, 1997.


Sheila Meck Hyde

STB

FD

33388

10-15-97

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182591

182591

OPPENHEIMER WOLFF & DONNELLY

Two Prudential Plaza
45th Floor
180 North Stetson Avenue
Chicago, IL 60601-6710

(312) 616-1800
FAX (312) 616-5800

Thomas J. Litwiler
(312) 616-5861

October 13, 1997

VIA FEDERAL EXPRESS

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

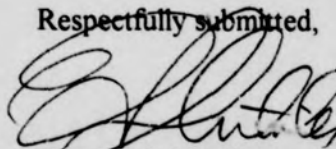
Re: **Finance Docket No. 33388**
CSX Corporation and CSX Transportation, Inc., Norfolk
Southern Corporation and Norfolk Southern Railway Company --
Control and Operating Leases/Agreements -- Conrail Inc. and
Consolidated Rail Corporation

Dear Secretary Williams:

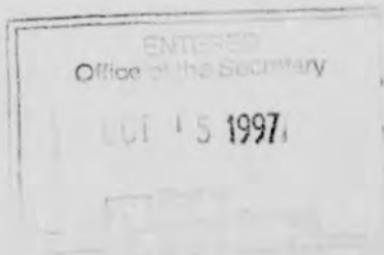
Pursuant to Decision No. 43, served on October 7, 1997, I hereby certify that on October 13, 1997, the prior non-discovery pleadings of Transtar, Inc., Bessemer and Lake Erie Railroad Company and Elgin, Joliet and Eastern Railway Company in this proceeding were served by first class mail, postage prepaid, under cover of the attached letter on all parties of record added to the official service list herein by Decision No. 43 (to the extent such parties had not previously been served with such filings).

Ten copies of this certificate, with attachment, are enclosed for filing at the Board. Please feel free to contact me should any questions arise regarding this matter.

Respectfully submitted,



Thomas J. Litwiler
Attorney for Transtar, Inc.,
Bessemer and Lake Erie Railroad Company
and Elgin, Joliet and Eastern Railway Company



TJL:tl

Attachment

Brussels

Chicago

Minneapolis

New York

Paris

Saint Paul

Washington, D.C.

182591

COPY

OPPENHEIMER WOLFF & DONNELLY

Two Prudential Plaza
45th Floor
180 North Stetson Avenue
Chicago, IL 60601-6710

(312) 616-1800
FAX (312) 616-5800

Thomas J. Litwiler
(312) 616-5861

October 13, 1997

Brussels

Chicago

Minneapolis

New York

Paris

Saint Paul

Washington, D.C.

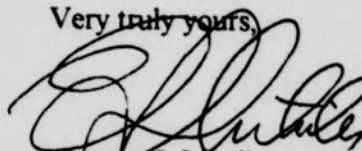
To All Newly-Added Parties of Record

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

Dear Sir/Madam:

Pursuant to Decision No. 43 served by the Surface Transportation Board on October 7, 1997, enclosed please find copies of all non-discovery filings made by **Transtar, Inc., Bessemer and Lake Erie Railroad Company and Elgin, Joliet and Eastern Railway Company** to date in the above-captioned proceeding.

Very truly yours,



Thomas J. Litwiler
Attorney for Transtar, Inc.,
Bessemer and Lake Erie Railroad Company
and Elgin, Joliet and Eastern Railway Company

TJL:tl

Enclosures

cc: Mr. Vernon A. Williams, STB

STB

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10-15-97

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OPPENHEIMER WOLFF & DONNELLY

Two Prudential Plaza
45th Floor
180 North Stetson Avenue
Chicago, IL 60601-6710

(312) 616-1800
FAX (312) 616-5800

Thomas J. Litwiler
(312) 616-5861

October 13, 1997

VIA FEDERAL EXPRESS

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

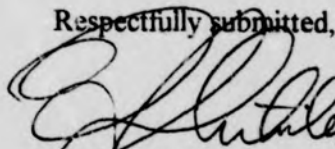
Re: **Finance Docket No. 33388**
CSX Corporation and CSX Transportation, Inc., Norfolk
Southern Corporation and Norfolk Southern Railway Company --
Control and Operating Leases/Agreements -- Conrail Inc. and
Consolidated Rail Corporation

Dear Secretary Williams:

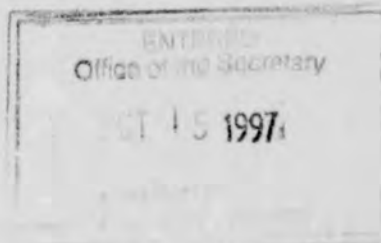
Pursuant to Decision No. 43, served on October 7, 1997, I hereby certify that on October 13, 1997, the prior non-discovery pleadings of Wisconsin Central Transportation Corporation, Wisconsin Central Ltd., Fox Valley & Western Ltd. and Sault Ste. Marie Bridge Company in this proceeding were served by first class mail, postage prepaid, under cover of the attached letter on all parties of record added to the official service list herein by Decision No. 43 (to the extent such parties had not previously been served with such filings).

Ten copies of this certificate, with attachment, are enclosed for filing at the Board. Please feel free to contact me should any questions arise regarding this matter.

Respectfully submitted,



Thomas J. Litwiler
Attorney for Wisconsin Central Transportation
Corporation, Wisconsin Central Ltd., Fox Valley &
Western Ltd. and Sault Ste. Marie Bridge Company



TJL:tl

Attachment

Brussels

Chicago

Minneapolis

New York

Paris

Saint Paul

Washington, D.C.

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D



OPPENHEIMER WOLFF & DONNELLY

Two Prudential Plaza
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180 North Stetson Avenue
Chicago, IL 60601-6710

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Thomas J. Litwiler
(312) 616-5861

October 13, 1997



182590 COPY

Brussels

Chicago

Minneapolis

New York

Paris

Saint Paul

Washington, D.C.

To All Newly-Added 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

Dear Sir/Madam:

Pursuant to Decision No. 43 served by the Surface Transportation Board on October 7, 1997, enclosed please find copies of all non-discovery filings made by **Wisconsin Central Transportation Corporation, Wisconsin Central Ltd., Fox Valley & Western Ltd. and Sault Ste. Marie Bridge Company** to date in the above-captioned proceeding.

Very truly yours,

Thomas J. Litwiler
Attorney for Wisconsin Central Transportation
Corporation, Wisconsin Central Ltd., Fox Valley &
Western Ltd. and Sault Ste. Marie Bridge Company

TJL:tl

Enclosures

cc: Mr. Vernon A. Williams, STB

STB FD

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SPI-5; EFM-6; ARCO-4

BEFORE THE

Surface Transportation Board

WASHINGTON, D.C. 20423

STB Finance Docket No. 33388

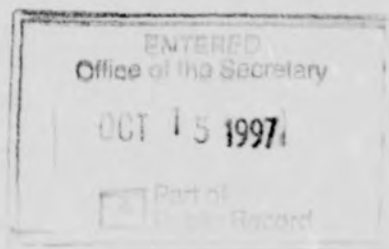
CSX Corporation and CSX Transportation, Inc.,
Norfolk Southern Corporation and
Norfolk Southern Railway Company
--Control and Operating Leases/Agreements--
Conrail, Inc. and Consolidated Rail Corporation

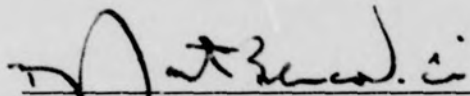


CERTIFICATE OF SERVICE

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 by first-class mail, postage prepaid, on this 10th day of October, 1997, upon the Parties of Record added to the service list as shown in the Appendix to STB Decision No. 43, dated October 7, 1997.

Respectfully submitted,




Martin W. Bercovici
Keller and Heckman LLP
1001 G Street, NW, Suite 500 West
Washington, DC 20001
(202) 434-4144

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

October 10, 1997

LAW OFFICES

KELLER AND HECKMAN LLP

1001 G STREET, N.W.
SUITE 500 WEST
WASHINGTON, D.C. 20001
TELEPHONE (202) 434-4100
FACSIMILE (202) 434-4646

BOULEVARD LOUIS SCHMIDT 87
B-1040 BRUSSELS
TELEPHONE 32(2) 732 52 80
FACSIMILE 32(2) 732 53 92

WWW.KHLAW.COM

JOSEPH E. KELLER (1907-1994)
JEROME H. HECKMAN
WILLIAM H. BORGESANI, JR.
MALCOLM D. MACARTHUR
WAYNE V. BLACK
TERRENCE D. JONES
MARTIN W. BERCOVICI
JOHN S. ELDRED
RICHARD J. LEIGHTON
ALFRED S. REGNIER
WILLIAM L. ROVACS
DOUGLAS J. BEHR
RAYMOND A. KOWALSKI*
SHIRLEY A. COFFIELD
MICHAEL F. MORRONE
JOHN B. RICHARDS
JEAN SAVIGNY**
JOHN B. DUBECK
PETER L. DE LA CRUZ
MELVIN S. DROZEN
LAWRENCE P. HALPRIN
RALPH A. SIMMONS
RICHARD F. MANN

C. DOUGLAS JARRETT
SHEILA A. MILLAR
GEORGE G. MISKO
GAREN E. DODGE
PATRICK J. HURD
MARK A. SIEVERS
CATHERINE R. NIELSEN
JEAN-PHILIPPE MONTFORT**
JUSTIN C. POWELL
DAVID G. SARVADI
JONATHAN R. SPENCER
SUSAN M. HAFELT
AMY N. RODGERS
ELLIOT BELILOS
MARK L. ITZKOFF
ROSEMARIE A. KELLEY
BRIAN T. ASHEY
ARTHUR S. GARRETT III
ELIZABETH N. HARRISON
ROBERT H.G. LOCKWOOD
CAROL MOORS TOTH
JOAN C. SYLVAIN
MARTHA E. MARRAPESE

DONALD T. WURTH
DAVID B. BERRY
NICOLE B. DONATH
DEBORAH ROSEN WHITE
DAVID R. JOY
FREDERICK A. STEARNS
TONY RUSSELL EPPS
THOMAS C. BERGER
JOHN F. FOLEY
JENNIFER A. BONANNO
JOHN TEARDON
PAT N. RATKOWSKI
JOHN F. LUEDKE*
PAULA DEZA*
JOHNS W. HOPKINS, JR.*
MICHAEL C. HOCHMAN*
JOHN B. O'LOUGHLIN, JR.*
DAWN M. RANES*
DEVON WM. HILL*
DANIEL QUINTART**
MICHAEL A. PETRUZZI**

*NOT ADMITTED IN D.C.
**RESIDENT BRUSSELS

SCIENTIFIC STAFF
DANIEL S. DIXLER, Ph.D.
CHARLES V. BREDER, Ph.D.
ROBERT A. MATHEWS, Ph.D., D.A.B.T.
JOHN P. MODDERMAN, Ph.D.
HOLLY HUTMIRE FOLEY
JANETTE HOUK, Ph.D.
LESTER BORODINSKY, Ph.D.
THOMAS C. BROWN*
MICHAEL T. FLOOD, Ph.D.
ANDREW P. JOVANOVICH, Ph.D.
ANNA GERGELY*
TELECOMMUNICATIONS
ENGINEER
RANDALL D. YOUNG
WRITER'S DIRECT ACCESS

October 10, 1997

(202) 434-4144
Bercovici@khlaw.com

To: Parties of Record Added to the Service List Shown in Appendix to STB Decision No. 43

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. 43 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 Comments Regarding Procedural Schedule
SPI-2 Notice of Appearance
SPI-3 Certificate of Service Re Notification of All Filings Submitted to STB
SPI-4 Certificate of Service Re Service of All Filings on POR Robert Cooper

On behalf of Eighty-Four Mining Company

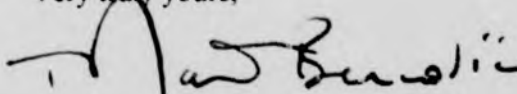
EFM-1 Notice of Appearance
EFM-3 Certificate of Service Re Notification of All Filings Submitted to STB
EFM-4 Certificate of Service Re Service of All Filings on POR Robert Cooper

On behalf of ARCO Chemical Company

ARCO-1 Notice of Appearance
ARCO-2 Certificate of Service Re Notification of All Filings Submitted to STB
ARCO-3 Certificate of Service Re Service of All Filings on POR Robert Cooper

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

Very truly yours,



Martin W. Bercovici

STB

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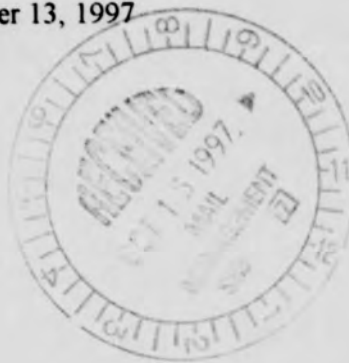
OPPENHEIMER WOLFF & DONNELLY

Two Prudential Plaza
45th Floor
180 North Stetson Avenue
Chicago, IL 60601-6710

(312) 616-1800
FAX (312) 616-5800

Thomas J. Litwiler
(312) 616-5861

October 13, 1997



Brussels

Chicago

Minneapolis

New York

Paris

Saint Paul

Washington, D.C.

VIA FEDERAL EXPRESS

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

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

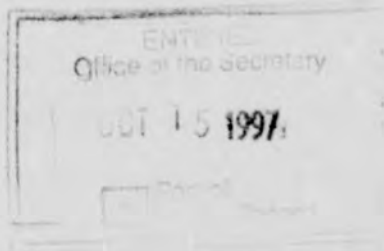
Dear Secretary Williams:

Pursuant to Decision No. 43, served on October 7, 1997, I hereby certify that on October 13, 1997, the prior non-discovery pleadings of Illinois Central Railroad Company, Chicago, Central & Pacific Railroad Company and Cedar River Railroad Company in this proceeding were served by first class mail, postage prepaid, under cover of the attached letter on all parties of record added to the official service list herein by Decision No. 43 (to the extent such parties had not previously been served with such filings).

Ten copies of this certificate, with attachment, are enclosed for filing at the Board. Please feel free to contact me should any questions arise regarding this matter.

Respectfully submitted,

Thomas J. Litwiler
Attorney for Illinois Central Railroad Company,
Chicago, Central & Pacific Railroad Company
and Cedar River Railroad Company



TJL:tl

Attachment

OPPENHEIMER WOLFF & DONNELLY

Two Prudential Plaza
45th Floor
180 North Stetson Avenue
Chicago, IL 60601-6710

(312) 616-1800
FAX (312) 616-5800

Thomas J. Litwiler
(312) 616-5861

October 13, 1997

COPY

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Paris

Saint Paul

Washington, D.C.

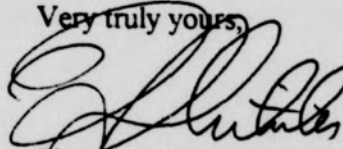
To All Newly-Added Parties of Record

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

Dear Sir/Madam:

Pursuant to Decision No. 43 served by the Surface Transportation Board on October 7, 1997, enclosed please find copies of all filings made by **Illinois Central Railroad Company, Chicago, Central & Pacific Railroad Company and Cedar River Railroad Company** to date in the above-captioned proceeding.

Very truly yours,



Thomas J. Litwiler
Attorney for Illinois Central Railroad Company,
Chicago, Central & Pacific Railroad Company
and Cedar River Railroad Company

TJL:tl

Enclosures

cc: Mr. Vernon A. Williams, STB

STB

FD

33388

10-14-97

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182593

OPPENHEIMER WOLFF & DONNELLY

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

(202) 293-6300
FAX (202) 293-6200

Direct Dial: 202-496-4909

October 14, 1997

VIA HAND DELIVERY

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

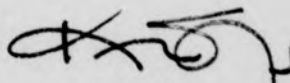
**Re: Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc.,
Norfolk Southern Corporation and Norfolk Southern Railway Company --
Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated
Rail Corporation -- Transfer of Railroad Line by Norfolk Southern Railway
Company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

Dear Secretary Williams:

Enclosed you will find an original and 10 copies of a Certificate of Service attesting to service of prior pleadings on behalf of New Jersey Department of Transportation/New Jersey Transit Corporation, Northern Virginia Transportation Commission/Potomac and Rappahannock Transportation Commission, R.J. Corman Railroad Company, Livonia, Avon and Lakeville Railroad Corporation and Vermont Railway, Inc. on all parties which have been added to the official service list as indicated in the Appendix to Decision 43.

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

Respectfully submitted,

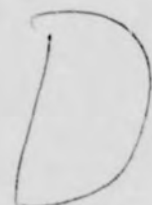


Kevin M. Sheys

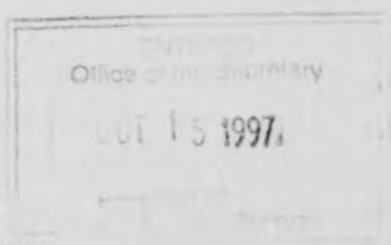
Enclosure

cc: Parties added to the Service List

182593



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



CERTIFICATE OF SERVICE

I hereby certify that on this 14th day of October, 1997, a copy of all pleadings previously submitted in this proceeding by New Jersey Department of Transportation/New Jersey Transit Corporation, Northern Virginia Transportation Commission/Potomac and Rappahannock Transportation Commission, R.J. Corman Railroad Company, Livonia Avon and Lakeville Railroad Corporation and Vermont Railway, Inc. was served upon the following parties of record by first class mail, postage prepaid pursuant to Decision 43:

Christopher J. Burger, President
Central Railroad Company of Indianapolis
500 North Buckeye
Kokomo, IN 46903-0554

M. W. Currie
UTU GO-851, General Chairperson
3030 Powers Avenue, Suite 2
Jacksonville, FL 32250

Martin T. Durkin
Durkin & Boggia, Esqs.
Centennial House
71 Mt. Vernon Street
P.O. Box 378
Ridgefield Park, NJ 07660

Gary Edwards
Superintendent of Railroad Operations
Somerset Railroad Corporation
7725 Lake Road
Barker, NY 14012

Peter A. Gilbertson
Louisville & Indiana Railroad Company
Suite 350, 53 W. Jackson Boulevard
Chicago, IL 60604

R. Lawrence McCaffrey, Jr.
New York & Atlantic Railway
405 Lexington Avenue, 50th Floor
New York, NY 10174

Samuel J. Nasca
Legislative Director
State of New York Legislative Board
United Transportation Union
35 Fuller Road, Suite 205
Albany, NY 12205

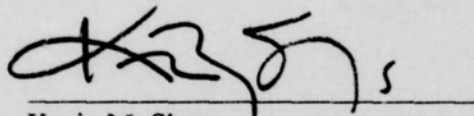
Scott A. Roney, Esq.
Archer Daniels Midland Company
P.O. Box 1470
4666 Faries Parkway
Decatur, IL 62525

Alice C. Saylor, Vice President & General Counsel
American Short Line Railroad Association
1120 G Street, N.W., Suite 520
Washington, D.C. 20005-3889

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

Robert P. Von Eigen
Hopkins & Sutter
388 16th Street, N.W., Suite 700
Washington, D.C. 20006

Leo J. Wasescha
Transportation Manager
Gold Medal Division
General Mills Operations, Inc.
Number One, General Mills Blvd.
Minneapolis, MN 55426


Kevin M. Sheys

STB

FD

33388

10-14-97

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RSR-6



BEFORE THE

STB FINANCE DOCKET NO. 33388

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

CERTIFICATE OF SERVICE

In accordance with Decision No. 43, I hereby certify that a copy of all pleadings (other than discovery) filed so far in this proceeding by Rochester & Southern Railroad, Inc. ("RSR") have been served on all Parties of Record that have been added to the service list pursuant to Decision No. 43.

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

Dated: October 13, 1997

Attorneys for Rochester & Southern Railroad, Inc.

STB

FD

33388

10-14-97

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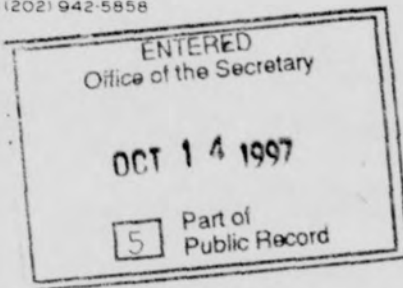
ARNOLD & PORTER

555 TWELFTH STREET, N.W.
WASHINGTON, D.C. 20004-1206

(202) 942-5000
FACSIMILE (202) 942-5999

DENNIS G. LYONS
(202) 942-5858

NEW YORK
DENVER
LOS ANGELES
LONDON



October 14, 1997



BY HAND

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

Re: Certification of Service Pursuant to
Decision No. 43 in Finance Docket No. 33388

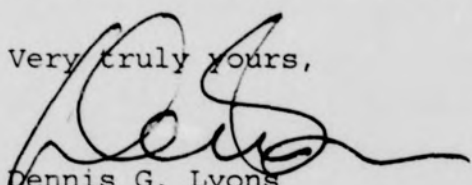
Dear Secretary Williams:

On behalf of the Applicants in the above-referenced proceeding, pursuant to Decision No. 43, enclosed please find an original and 10 copies of Applicants' "Certificate of Service Pursuant to Decision No. 43 in Finance Docket No. 33388."

Please contact myself ((202) 942-5858) or Helene Krasnoff ((202) 942-5289) 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,

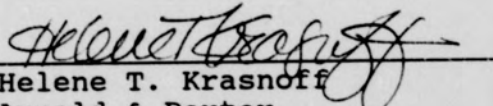

Dennis G. Lyons
ARNOLD & PORTER
Counsel for CSX Corporation
and CSX Transportation, Inc.

Enclosures

. . .

CERTIFICATE OF SERVICE
PURSUANT TO DECISION NO. 43 IN FINANCE DOCKET NO. 33388

I, Helene T. Krasnoff, certify that on October 14, 1997, I caused to be served by first class mail on the designated Parties of Record that were added to the service list in the Appendix to Decision No. 43, a true and correct copy of all filings previously submitted by CSX Corporation, CSX Transportation, Inc., Norfolk Southern Corporation, Norfolk Southern Railroad Company, Conrail Inc. and Consolidated Rail Corporation ("Applicants") in the above-referenced proceeding.



Helene T. Krasnoff
Arnold & Porter
555 - 12th Street, N.W.
Washington, DC 20004-1202
(202) 942-5289

On behalf of Applicants

Dated: October 14, 1997

STB

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10-14-97

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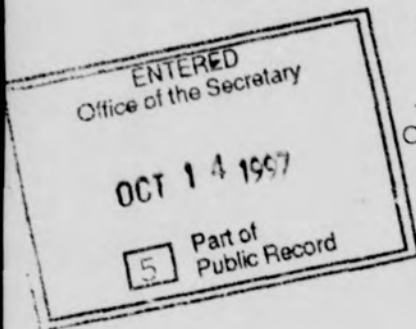


BEFORE THE
SURFACE TRANSPORTATION BOARD



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



UNION PACIFIC'S CERTIFICATE OF SERVICE

In accordance with the Decision No. 43, served October 7, 1997, in the above-captioned matter, Union Pacific Corporation and Union Pacific Railroad Company hereby certify that they have served on each Party of Record added to the service list by Decision No. 43 copies of all filings they have submitted so far in this proceeding by first-class mail, postage prepaid.

Respectfully submitted,

Arvid E. Roach II, per
ARVID E. ROACH II
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044-7566
(202) 662-5388

Attorney for Union Pacific
Corporation and Union Pacific
Railroad Company

October 14, 1997

STB

FD

33388

10-14-97

D

182550

182550

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

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

202 347-7170

October 14, 1997

BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
ATTN: STB Finance Docket 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 Williams:

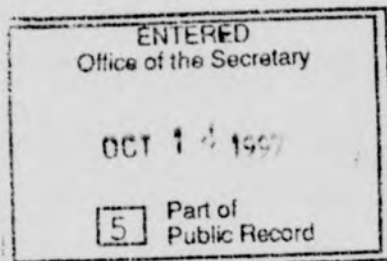
Pursuant to Decision No. 43 in the above-referenced proceeding, enclosed please find an original and ten (10) copies of the Certificate of Service of the Cities of East Chicago, Indiana; Hammond, Indiana; Gary, Indiana; and Whiting, Indiana (collectively "The Four City Consortium") (FCC).

We have included an extra copy of the Certificate of Service. Kindly indicate receipt by time-stamping this copy and returning it with our messenger.

Sincerely,

C. Michael Loftus

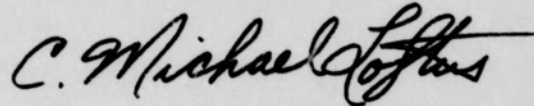
C. Michael Loftus
An Attorney for the Cities of
East Chicago, Indiana
Hammond, Indiana
Gary, Indiana
Whiting, Indiana
Collectively "The Four City
Consortium"



Enclosures

CERTIFICATE OF SERVICE

Pursuant to Decision No. 43 in 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, I hereby certify that on this 14th day of October, 1997, I caused copies of all filings submitted thus far in this proceeding by the Cities of East Chicago, Indiana; Hammond, Indiana; Gary, Indiana; and Whiting, Indiana (collectively "The Four City Consortium") to be served by first-class mail, postage pre-paid on each Party of Record added to the Board's service list.



C. Michael Loftus

STB

FD

33388

10-14-97

D

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

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

October 14, 1997

BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
ATTN: STB Finance Docket 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

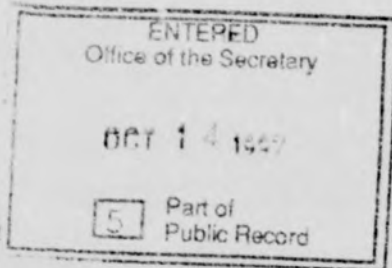


Re: Finance Docket No. 33388
CSX Corporation and CSX Transportation Inc.,
Norfolk Southern Corporation and Norfolk
Southern Railway Company -- Control and Operating
Leases/Agreements -- Conrail Inc.
and Consolidated Rail Corporation

Dear Secretary Williams:

Pursuant to Decision No. 43 in the above-referenced proceeding, enclosed please find an original and ten (10) copies of the Certificate of Service of the Potomac Electric Power Company (PEPC).

We have included an extra copy of the Certificate of Service. Kindly indicate receipt by time-stamping this copy and returning it with our messenger.



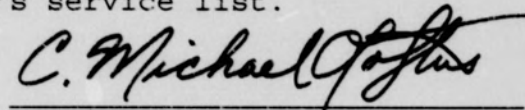
Sincerely,

C. Michael Loftus
An Attorney for Potomac Electric
Power Company

Enclosures

CERTIFICATE OF SERVICE

Pursuant to Decision No. 43 in 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, I hereby certify that on this 14th day of October, 1997, I caused copies of all filings submitted thus far in this proceeding by the Potomac Electric Power Company (PEPC) to be served by first-class mail, postage pre-paid on each Party of Record added to the Board's service list.


C. Michael Loftus

STB

FD

33388

10-14-97

D

182547

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

D

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

202 347-7170

October 14, 1997

BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
ATTN: STB Finance Docket 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

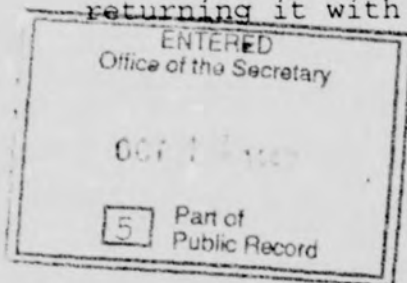


Re: Finance Docket No. 33388
CSX Corporation and CSX Transportation Inc.,
Norfolk Southern Corporation and Norfolk
Southern Railway Company -- Control and Operating
Leases/Agreements -- Conrail Inc.
and Consolidated Rail Corporation

Dear Secretary Williams:

Pursuant to Decision No. 43 in the above-referenced proceeding, enclosed please find an original and ten (10) copies of the Certificate of Service of the Detroit Edison Company (DE).

We have included an extra copy of the Certificate of Service. Kindly indicate receipt by time-stamping this copy and returning it with our messenger.



Sincerely,

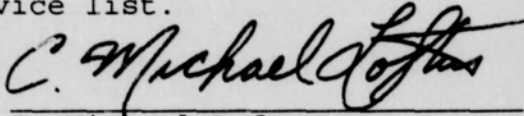
C. Michael Loftus

C. Michael Loftus
An Attorney for the Detroit Edison
Company

Enclosures

CERTIFICATE OF SERVICE

Pursuant to Decision No. 43 in 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, I hereby certify that on this 14th day of October, 1997, I caused copies of all filings submitted thus far in this proceeding by the Detroit Edison Company (DE) to be served by first-class mail, postage pre-paid on each Party of Record added to the Board's service list.


C. Michael Loftus

STB

FD

33388

10-14-97

D

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

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

ENTERED
Office of the Secretary

OCT 14 1997

5 Part of
Public Record

October 14, 1997

202 347-7170

BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
ATTN: STB Finance Docket 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 Williams:

Pursuant to Decision No. 43 in the above-referenced proceeding, enclosed please find an original and ten (10) copies of the Certificate of Service of Centerior Energy Corporation (CEC).

We have included an extra copy of the Certificate of Service. Kindly indicate receipt by time-stamping this copy and returning it with our messenger.

Sincerely,

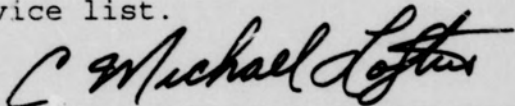
C. Michael Loftus

C. Michael Loftus
An Attorney for Centerior
Energy Corporation

Enclosures

CERTIFICATE OF SERVICE

Pursuant to Decision No. 43 in 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, I hereby certify that on this 14th day of October, 1997, I caused copies of all filings submitted thus far in this proceeding by Centerior Energy Corporation (CEC) to be served by first-class mail, postage pre-paid on each Party of Record added to the Board's service list.


C. Michael Loftus

STB

FD

33388

10-14-97

D

182545

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SLOVER & LOFTUS

ATTORNEYS AT LAW

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

ENTERED
Office of the Secretary

1704 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

OCT 14 1997

5 Part of
Public Record

October 14, 1997

202 347-7175

BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
ATTN: STB Finance Docket 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001



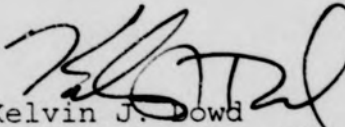
Re: Finance Docket No. 33388
CSX Corporation and CSX Transportation Inc.,
Norfolk Southern Corporation and Norfolk
Southern Railway Company -- Control and Operating
Leases/Agreements -- Conrail Inc.
and Consolidated Rail Corporation

Dear Secretary Williams:

Pursuant to Decision No. 43 in the above-referenced proceeding, enclosed please find an original and ten (10) copies of the Certificate of Service of GPU Generation, Inc. (GPU).

We have included an extra copy of the Certificate of Service. Kindly indicate receipt by time-stamping this copy and returning it with our messenger.

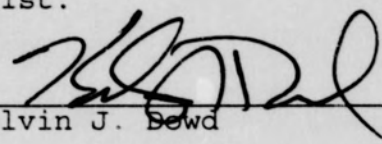
Sincerely,


Kelvin J. Dowd
An Attorney for GPU
Generation, Inc.

Enclosures

CERTIFICATE OF SERVICE

Pursuant to Decision No. 43 in 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, I hereby certify that on this 14th day of October, 1997, I caused copies of all filings submitted thus far in this proceeding by GPU Generation, Inc. (GPU) to be served by first-class mail, postage pre-paid on each Party of Record added to the Board's service list.



Kelvin J. Dowd

STB

FD

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10-14-97

D

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

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

D

202 347-7170

October 14, 1997

BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
ATTN: STB Finance Docket 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001



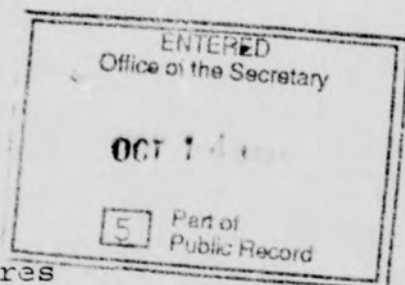
Re: Finance Docket No. 33388
CSX Corporation and CSX Transportation Inc.,
Norfolk Southern Corporation and Norfolk
Southern Railway Company -- Control and Operating
Leases/Agreements -- Conrail Inc.
and Consolidated Rail Corporation

Dear Secretary Williams:


Pursuant to Decision No. 43 in the above-referenced proceeding, enclosed please find an original and ten (10) copies of the Certificate of Service of Consumers Energy Company (CE).

We have included an extra copy of the Certificate of Service. Kindly indicate receipt by time-stamping this copy and returning it with our messenger.

Sincerely,




Enclosures


Kelvin J. Dowd
An Attorney for Consumers
Energy Company

CERTIFICATE OF SERVICE

Pursuant to Decision No. 43 in 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, I hereby certify that on this 14th day of October, 1997, I caused copies of all filings submitted thus far in this proceeding by Consumers Energy Company (CE) to be served by first-class mail, postage pre-paid on each Party of Record added to the Board's service list.


Kelvin J. Dowd

STB

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10-14-97

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SLOVER & LOFTUS

ATTORNEYS AT LAW

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

ENTERED
Office of the Secretary

SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

Part of
Public Record

October 14, 1997

202 347-7170

BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
ATTN: STB Finance Docket 33388
1925 K Street, N.W.
Washington, D.C. 20423-0001

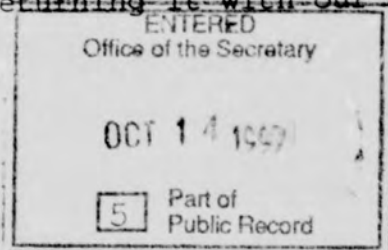


Re: Finance Docket No. 33388
CSX Corporation and CSX Transportation Inc.,
Norfolk Southern Corporation and Norfolk
Southern Railway Company -- Control and Operating
Leases/Agreements -- Conrail Inc.
and Consolidated Rail Corporation

Dear Secretary Williams:

Pursuant to Decision No. 43 in the above-referenced proceeding, enclosed please find an original and ten (10) copies of the Certificate of Service of the State of New York, by and through its Department of Transportation (NYS).

We have included an extra copy of the Certificate of Service. Kindly indicate receipt by time-stamping this copy and ~~returning it with our messenger.~~



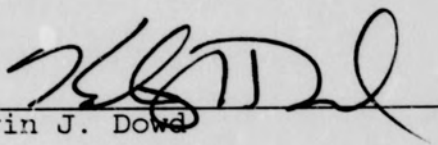
Sincerely,

Kelvin J. Dowd
An Attorney for the State of
New York by and through its
Department of Transportation

Enclosures

CERTIFICATE OF SERVICE

Pursuant to Decision No. 43 in 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, I hereby certify that on this 14th day of October, 1997, I caused copies of all filings submitted thus far in this proceeding by the State of New York, by and through its Department of Transportation (NYS) to be served by first-class mail, postage pre-paid on each Party of Record added to the Board's service list.


Kelvin J. Dowd

STB

FD

33388

10-14-97

D

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

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

202 347-7170

October 14, 1997

BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
ATTN: STB Finance Docket 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 Williams:

Pursuant to Decision No. 43 in the above-referenced proceeding, enclosed please find an original and ten (10) copies of the Certificate of Service of Amvest Corporation and the Vaughan Railroad Company (AMVT/VGN).

We have included an extra copy of the Certificate of Service. Kindly indicate receipt by time-stamping this copy and returning it with our messenger.

Sincerely,

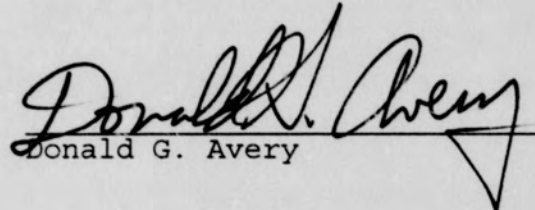
Donald G. Avery

Donald G. Avery
An Attorney for Amvest Corporation
and the Vaughan Railroad Company



CERTIFICATE OF SERVICE

Pursuant to Decision No. 43 in 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, I hereby certify that on this 14th day of October, 1997, I caused copies of all filings submitted thus far in this proceeding by Amvest Corporation and the Vaughan Railroad Company (AMVT/VGN) to be served by first-class mail, postage pre-paid on each Party of Record added to the Board's service list.


Donald G. Avery

STB

FD

33388

10-14-97

D

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

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

202 347-7170

October 14, 1997

BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
ATTN: STB Finance Docket 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 Williams:

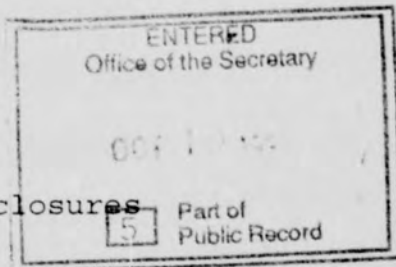
Pursuant to Decision No. 43 in the above-referenced proceeding, enclosed please find an original and ten (10) copies of the Certificate of Service of the National Railroad Passenger Corporation ("AMTRAK") (NRPC).

We have included an extra copy of the Certificate of Service. Kindly indicate receipt by time-stamping this copy and returning it with our messenger.

Sincerely,

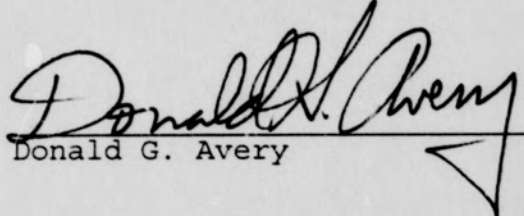
Donald G. Avery
An Attorney for the National
Railroad Passenger Corporation

Enclosures



CERTIFICATE OF SERVICE

Pursuant to Decision No. 43 in 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, I hereby certify that on this 14th day of October, 1997, I caused copies of all filings submitted thus far in this proceeding by the National Railroad Passenger Corporation ("AMTRAK") (NRPC) to be served by first-class mail, postage pre-paid on each Party of Record added to the Board's service list.


Donald G. Avery

STB

FD

33388

10-14-97

D

182538

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

SLOVER & LOFTUS
ATTORNEYS AT LAW
1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

D

202 347-7170

October 14, 1997

BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
ATTN: STB Finance Docket 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

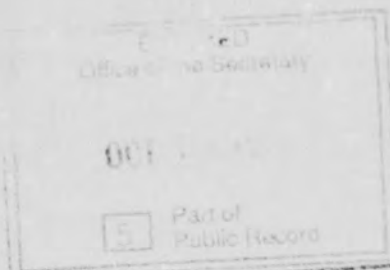
Dear Secretary Williams:

Pursuant to Decision No. 43 in the above-referenced proceeding, enclosed please find an original and ten (10) copies of the Certificate of Service of East Jersey Railroad and Terminal Company (EJRR).

We have included an extra copy of the Certificate of Service. Kindly indicate receipt by time-stamping this copy and returning it with our messenger.

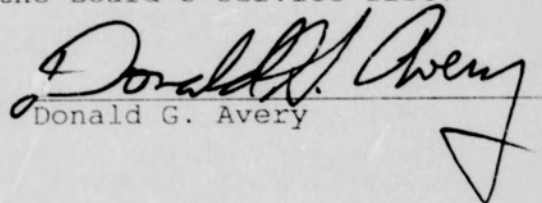
Sincerely,

Donald G. Avery
An Attorney for East Jersey
Railroad and Terminal Company



CERTIFICATE OF SERVICE

Pursuant to Decision No. 43 in 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, I hereby certify that on this 14th day of October, 1997, I caused copies of all filings submitted thus far in this proceeding by East Jersey Railroad and Terminal Company (EJRR) to be served by first-class mail, postage pre-paid on each Party of Record added to the Board's service list.


Donald G. Avery

STB

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10-14-97

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ORIGINAL

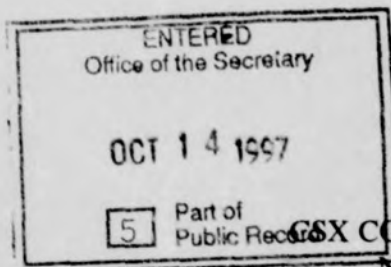


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BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 33388



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

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 Decision No. 43, served October 7, 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 October 10, 1997, they served on all Parties of Record added to the service list 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, D.C. 20005
202-638-3307

STB

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10-10-97

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BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

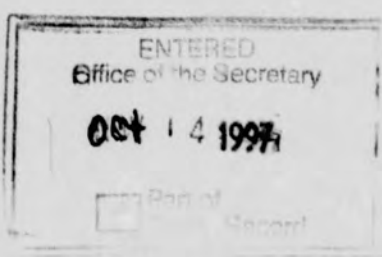
CSX CORPORATION AND CSX TRANSPORTATION, INC., NORFOLK SOUTHERN
CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY

-- CONTROL AND OPERATING LEASES/AGREEMENTS --

CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

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, GRA's Certificate of Service of Prior Filings, (3) GRA-3, GRA's Certificate of Service of Prior Filings on Robert J. Cooper, General Chairperson of the United Transportation Union General Committee of Adjustment, GO-348, and (4) GRA-4 this Certificate of Service of Prior Filings on the parties of record added to the service list of this proceeding on October 7, 1997, as designated by the Board's Decision No. 43.



Respectfully submitted,

John J. Grocki

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

Dated: October 10, 1997

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10-10-97

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BEFORE THE
SURFACE TRANSPORTATION BOARD

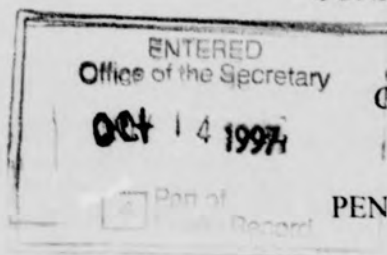
Finance Docket No. 33388



CSX CORPORATION AND CSX TRANSPORTATION, INC., NORFOLK SOUTHERN
CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY

-- CONTROL AND OPERATING LEASES/AGREEMENTS --

CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION



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

D

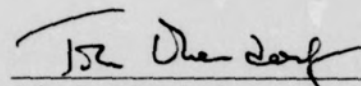
The Commonwealth of Pennsylvania, Governor Thomas J. Ridge and the Pennsylvania Department of Transportation hereby certify that they have served the following on the parties of record added to the service list of this proceeding on October 7, 1997, as designated by the Board's Decision No. 43:

- 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
- PA-5 Certificate of Service of Prior Filings of Commonwealth of Pennsylvania, Governor Thomas J. Ridge and Pennsylvania Department of Transportation (to Robert J. Cooper)
- PA-6 First Interrogatories and Document Request of the Commonwealth of Pennsylvania, Governor Thomas J. Ridge and Pennsylvania Department of Transportation to NS and CSX

Respectfully submitted,

Paul A. Tufano, General Counsel
Commonwealth of Pennsylvania
Room 225, Main Capitol Building
Harrisburg, PA 17120
(717) 787-2551



John L. Oberdorfer
Patton Boggs, L.L.P.
2550 M Street, N.W.
Washington, DC 20037
(202) 457-6424

Counsel for Commonwealth of
Pennsylvania, Governor Thomas J. Ridge,
and Pennsylvania Department of
Transportation

Dated: October 10, 1997

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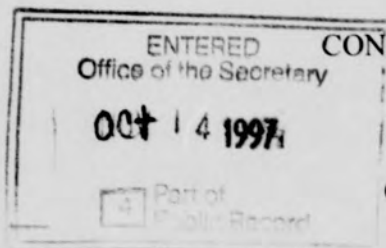
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388



CSX CORPORATION AND CSX TRANSPORTATION, INC., NORFOLK SOUTHERN
CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY

-- CONTROL AND OPERATING LEASES/AGREEMENTS --



CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

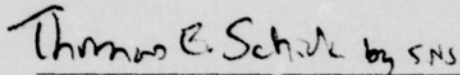
CERTIFICATE OF SERVICE OF PRIOR FILINGS OF
CHEMICAL MANUFACTURERS ASSOCIATION

Chemical Manufacturers Association ("CMA") hereby certifies that it has served the following on the parties of record added to the service list in this proceedings on October 7, 1997, as designated by the Board's Decision No. 43:

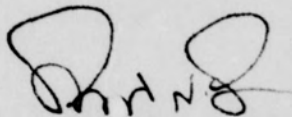
- CMA-1 Comments of the Chemical Manufacturers Association
- CMA-2 CMA's First Interrogatories to CSX Parties
- CMA-3 CMA's First Interrogatories to NS Parties
- CMA-4 CMA's First Interrogatories to Conrail Parties
- CMA-5 Notice of Intent to Participate of the Chemical Manufacturers Association
- CMA-6 Certificate of Service of Prior Filings of Chemical Manufacturers Association

- CMA-7 Certificate of Service of Prior Filings of Chemical Manufacturers Association (Robert J. Cooper)
- CMA-8 CMA's Second Interrogatories and First Document Request to NS and CSX

Respectfully submitted,

by SNS

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



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

Dated: October 10, 1997

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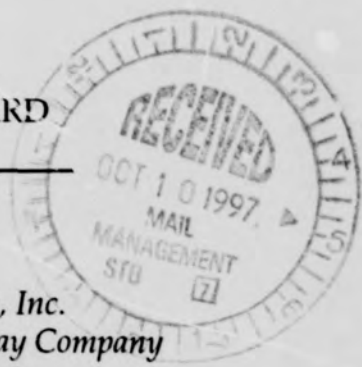
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ANK-6

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
ANKER ENERGY CORPORATION, ET AL.

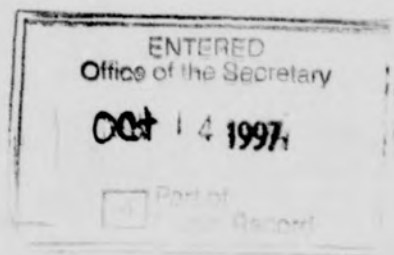
In accordance with Decision No. 43, served October 7, 1997, in the above-captioned matter, Anker Energy Corporation, et al. hereby certifies that it has served on each party of record as listed in Decision No. 43 copies of all filings it has submitted so far in this proceeding by first-class mail, postage prepaid, this 10th day of October, 1997.

Respectfully submitted,

Nicholas J. DiMichael

Nicholas J. DiMichael
Karyn A. Booth
Donelan, Cleary, Wood & Maser, P.C.
1100 New York Avenue, N.W., Suite 750
Washington, D.C. 20005-3934
(202) 371-9500

Attorneys for
Anker Energy Corporation, et al.



October 10, 1997

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AKSC-5

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
AK STEEL CORPORATION**

In accordance with Decision No. 43, served October 7, 1997, in the above-captioned matter, AK Steel Corporation hereby certifies that it has served on each party of record as listed in Decision No. 43 copies of all filings it has submitted so far in this proceeding by first-class mail, postage prepaid, this 10th day of October, 1997.

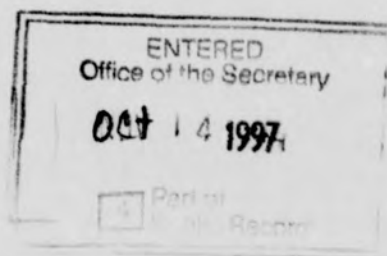
Respectfully submitted,

Karyn A. Booth

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

*Attorneys for
AK Steel Corporation*

October 10, 1997



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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*

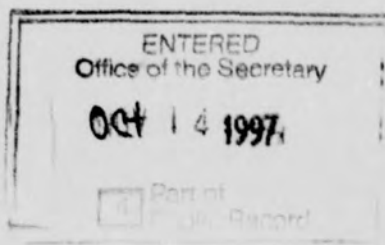
**CERTIFICATE OF SERVICE OF
ACME STEEL COMPANY**

In accordance with Decision No. 43, served October 7, 1997, in the above-captioned matter, Acme Steel Company hereby certifies that it has served on each party of record as listed in Decision No. 43 copies of all filings it has submitted so far in this proceeding by first-class mail, postage prepaid, this 10th day of October, 1997.

Respectfully submitted,

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

*Attorneys for
Acme Steel Company*



October 10, 1997

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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
THE NATIONAL INDUSTRIAL TRANSPORTATION LEAGUE

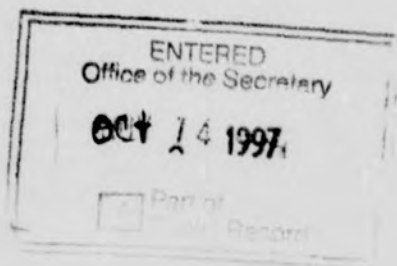
In accordance with Decision No. 43, served October 7, 1997, in the above-captioned matter, The National Industrial Transportation League hereby certifies that it has served on each party of record as listed in Decision No. 43 copies of all filings it has submitted so far in this proceeding by first-class mail, postage prepaid, this 10th day of October, 1997.

Respectfully submitted,

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

Attorneys for
The National Industrial Transportation League

October 10, 1997



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BEFORE THE
SURFACE TRANSPORTATION BOARD

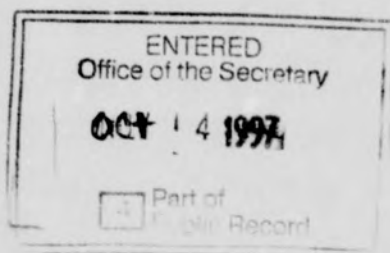
STB Finance Docket No. 33388

*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
JOSEPH SMITH & SONS, INC.

In accordance with Decision No. 43, served October 7, 1997, in the above-captioned matter, Joseph Smith & Sons, Inc. hereby certifies that it has served on each party of record as listed in Decision No. 43 copies of all filings it has submitted so far in this proceeding by first-class mail, postage prepaid, this 10th day of October, 1997.



Respectfully submitted,

John K. Maser III

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

*Attorneys for
Joseph Smith & Sons, Inc.*

October 10, 1997

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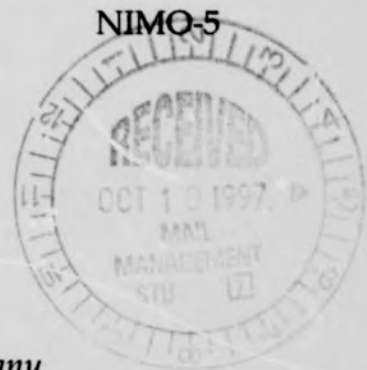
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BEFORE THE
SURFACE TRANSPORTATION BOARD

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STB Finance Docket No. 33388

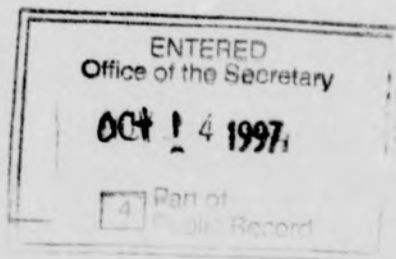
*CSX Corporation and CSX Transportation, Inc.
Norfolk Southern Corporation And Norfolk Railway Company
—Control And Operating Leases/Agreements—
Conrail Inc. And Consolidated Rail Corporation*

**CERTIFICATE OF SERVICE OF
NIAGARA MOHAWK POWER CORPORATION**

In accordance with Decision No. 43, served October 7, 1997, in the above-captioned matter, Niagara Mohawk Power Corporation hereby certifies that it has served on each party of record as listed in Decision No. 43 copies of all filings it has submitted so far in this proceeding by first-class mail, postage prepaid, this 10th day of October, 1997.

Respectfully submitted,

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



*Attorneys for
Niagara Mohawk Power Corporation*

October 10, 1997

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

ATTORNEYS AND COUNSELORS AT LAW
SUITE 750

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

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

October 10, 1997

Via Hand Delivery

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

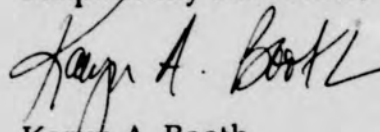


Re: STB Finance Docket No. 33388, *CSX Corporation, et al., Norfolk Southern Corporation, et al.—Control And Operating Leases/Agreements—Conrail Inc., et al.*

Dear Secretary Williams:

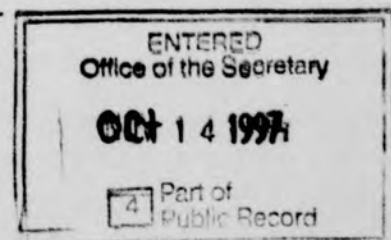
Please find enclosed for filing in the above-reference proceeding an original and ten (10) copies of the Certificates of Service of Erie-Niagara Rail Steering Committee, designated as ENRS-5; Institute of Scrap Recycling Industries, Inc., designated as ISRI-5; Joseph Smith & Sons, Inc., designated as JSSI-4; Niagara Mohawk Power Corporation, designated as NIMO-5; The National Industrial Transportation League, designated as NITL-6; Acme Steel Company, designated as ACME-4; AK Steel Corporation, designated as AKSC-5; Anker Energy Corporation, et al., designated as ANK-6; and Cargill, Incorporated, designated as CARG-4.

Respectfully submitted,


Karyn A. Booth

Enclosures

cc: All Added Parties of Record



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
ERIE-NIAGARA RAIL STEERING COMMITTEE**

In accordance with Decision No. 43, served October 7, 1997, in the above-captioned matter, Erie-Niagara Rail Steering Committee hereby certifies that it has served on each party of record as listed in Decision No. 43 copies of all filings it has submitted so far in this proceeding by first-class mail, postage prepaid, this 10th day of October, 1997.

Respectfully submitted,

John K. Maser III

Karyn A. Booth

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

*Attorneys for
Erie-Niagara Rail Steering Committee*

October 10, 1997

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10-10-97

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WEINER, BRODSKY, SIDMAN & KIDER
ATTORNEYS AT LAW

PROFESSIONAL CORPORATION

1350 NEW YORK AVENUE, N.W., SUITE 800
WASHINGTON, D.C. 20005-4797
(202) 628-2000
TELECOPIER (202) 628-2011



H. GERRY ANDERSON*
RICHARD J. ANDREANO, JR.
JAMES A. BRODSKY
JENNIFER A. COHN
JOA. D'ROCHE
CYNTHIA L. GILMAN
KARIN R. GUSTAVSON*
DONI HALPERN
CHRISTOPHER E. KACZMAREK
MICHAEL H. KIDER
STAN L. KORYTKOWSKI
SHERRI L. LEDNER
MARK H. SIDMAN
RUGENIA SILVER
HARVEY E. WEINER
ROSE MICHELE WEINRYB*
JOSEPH F. YENOUSKAS

*NOT ADMITTED IN D.C.

October 10, 1997

BY HAND

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

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

Dear Secretary Williams:

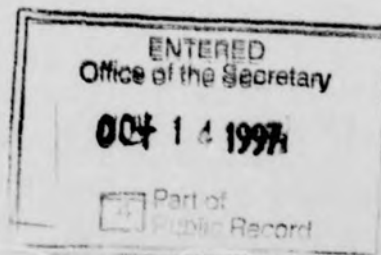
Decision No. 43, dated October 7, 1997 ("Decision"), in the above-referenced proceeding, requires that filings made with the Surface Transportation Board (the "Board") prior to the service date of the Decision be served on certain newly added Parties of Record ("New Parties"). Accordingly, enclosed for filing in this proceeding are the original and 10 copies of the Certificate of Service showing that the letter, filed at the Board on October 2, 1997, by Chicago SouthShore & South Bend Railroad, in support of the primary application filed in this proceeding, has been served on the New Parties as of today's date.

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

Very truly yours,

Rose-Michele Weinryb
Rose-Michele Weinryb

Enclosures
M:\8477\1\trmw300let.doc



CERTIFICATE OF SERVICE

I hereby certify that on October 10, 1997, a copy of the letter by Chicago SouthShore & South Bend Railroad, in support of the primary application filed in this proceeding, was served by first-class mail, postage pre-paid, on the following Parties of Record, added to the service list in Decision No. 43, issued by the Surface Transportation Board on October 7, 1997:

Christopher J. Burger, President
Central Railroad Company of Indianapolis
500 North Buckeye
Kokomo, IN 46903-0554

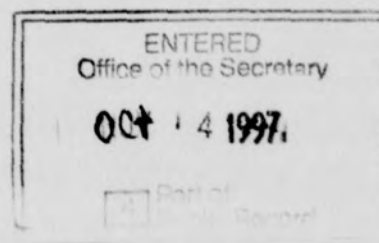
M.W. Currie
UTU GO-851, General Chairperson
3030 Powers Avenue, Suite 2
Jacksonville, FL 32250

Martin T. Durkin
Durkin & Boggia, Esqs.
Centennial House
71 Mt. Vernon Street
P.O. Box 378
Ridgefield Park, NJ 07660

Gary Edwards
Superintendent of Railroad Operations
Somerset Railroad Corporation
7725 Lake Road
Barker, NY 14012

Samuel J. Nasca
Legislative Director
State of New York Legislative Board
United Transportation Union
35 Fuller Road, Suite 205
Albany, NY 12205

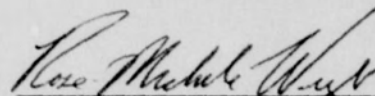
Scott A. Roney, Esq.
Archer Daniels Midland Company
P.O. Box 1470
4666 Faries Parkway
Decatur, IL 62525



Alice C. Saylor, Vice President & General
Counsel
American Short Line Railroad Association
1120 G Street, N.W., Suite 520
Washington, D.C. 20005-3889

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

Leo J. Wasescha
Transportation Manager
Gold Medal Division
General Mills Operations, Inc.
Number One, General Mills Blvd.
Minneapolis, MN 55426


Rose-Michele Weinryb, Esq.

STB

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WEINER, BRODSKY, SIDMAN & KIDER
ATTORNEYS AT LAW

PROFESSIONAL CORPORATION

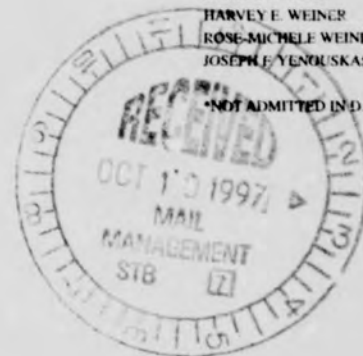
1350 NEW YORK AVENUE, N.W., SUITE 800
WASHINGTON, D.C. 20005-4797
(202) 628-2000
TELECOPIER (202) 628-2011

H. GERRY ANDERSON*
RICHARD J. ANDREANO, JR.
JAMES A. BRODSKY
JENNIFER A. COHN
JO A. DeROCHE
CYNTHIA L. GILMAN
KAREN R. GUSTAVSON*
DON J. HALPERN
CHRISTOPHER E. KACZMAREK
MITCHEL H. KIDER
SUSAN L. KORYTKOWSKI
SHERRI L. LEDNER
MARK H. SIDMAN
RUGENIA SILVER
HARVEY E. WEINER
ROSE-MICHELE WEINRYB*
JOSEPH E. YENOUSKAS

October 10, 1997

BY HAND

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



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

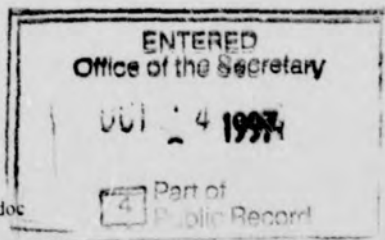
Dear Secretary Williams:

Decision No. 43, dated October 7, 1997 ("Decision"), in the above-referenced proceeding, requires that filings made with the Surface Transportation Board (the "Board") prior to the service date of the Decision be served on certain newly added Parties of Record ("New Parties"). Accordingly, enclosed for filing in this proceeding are the original and 10 copies of the Certificate of Service showing that the request to be named a Party of Record, filed with the Board on August 7, 1997, by New York & Atlantic Railway, has been served on the New Parties as of today's date.

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

Very truly yours,

Rose-Michele Weinryb
Rose-Michele Weinryb



Enclosures

M:\8790\1 trmw294let.doc

CERTIFICATE OF SERVICE

I hereby certify that on October 10, 1997, a copy of the request by New York & Atlantic Railway to become a Party of Record was served by first-class mail, postage pre-paid, on the following Parties of Record, added to the service list in Decision No. 43, issued by the Surface Transportation Board on October 7, 1997:

Christopher J. Burger, President
Central Railroad Company of Indianapolis
500 North Buckeye
Kokomo, IN 46903-0554

M.W. Currie
UTU GO-851, General Chairperson
3030 Powers Avenue, Suite 2
Jacksonville, FL 32250

Martin T. Durkin
Durkin & Boyia, Esqs.
Centennial House
71 Mt. Vernon Street
P.O. Box 378
Ridgefield Park, NJ 07660

Gary Edwards
Superintendent of Railroad Operations
Somerset Railroad Corporation
7725 Lake Road
Barker, NY 14012

Samuel J. Nasca
Legislative Director
State of New York Legislative Board
United Transportation Union
35 Fuller Road, Suite 205
Albany, NY 12205

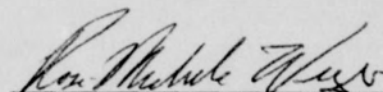
Scott A. Roney, Esq.
Archer Daniels Midland Company
P.O. Box 1470
4666 Faries Parkway
Decatur, IL 62525



Alice C. Saylor, Vice President & General
Counsel
American Short Line Railroad Association
1120 G Street, N.W., Suite 520
Washington, D.C. 20005-3889

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

Leo J. Wasescha
Transportation Manager
Gold Medal Division
General Mills Operations, Inc.
Number One, General Mills Blvd.
Minneapolis, MN 55426

A handwritten signature in cursive script, appearing to read "Rose-Michele Weinryb", written over a horizontal line.

Rose-Michele Weinryb, Esq.

STB

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10-10-97

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BEFORE THE
SURFACE TRANSPORTATION BOARD



STB Finance Docket No. 33388

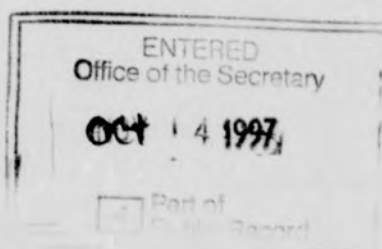
*CSX Corporation and CSX Transportation, Inc.
Norfolk Southern Corporation And Norfolk Railway Company
—Control And Operating Leases/Agreements—
Conrail Inc. And Consolidated Rail Corporation*

**CERTIFICATE OF SERVICE OF
INLAND STEEL INDUSTRIES, INC.**

In accordance with Decision No. 43, served October 7, 1997, in the above-captioned matter, Inland Steel Industries, Inc. hereby certifies that it has served on the designated Parties of Record which have been added to the service list copies of all filings it has submitted so far in this proceeding by first-class mail, postage prepaid, this 14th day of October, 1997.

10th

Respectfully submitted,



Edward C. McCarthy

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

October 14, 1997

10th

STB FD

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10-10-97

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WEINER, BRODSKY, SIDMAN & KIDER
ATTORNEYS AT LAW

PROFESSIONAL CORPORATION

1350 NEW YORK AVENUE, N.W., SUITE 800
WASHINGTON, D.C. 20005-4797
(202) 628-2000
TELECOPIER (202) 628-2011

H. GERRY ANDERSON*
RICHARD J. ANDREANO, JR.
JAMES A. BRODSKY
JENNIFER A. COHN
JO A. DeROCHE
CYNTHIA L. GILMAN
KAREN R. GUSTAVSON*
DON J. HALPERN
CHRISTOPHER E. KACZMAREK
MITCHEL H. KIDER
SUSAN L. KORYTKOWSKI
SHERRIL L. LEDNER
MARK H. SIDMAN
RUGENIA SILVER
HARVEY E. WEINER
ROSE-MICHELE WEINRYB*
JOSEPH F. YENOUSKAS

*NOT ADMITTED IN D.C.

October 10, 1997

BY HAND

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

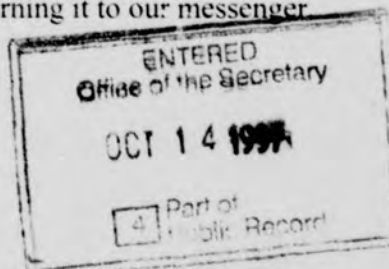


Re: STB Finance Docket No. 33388, CSX Corp. and CSX Transp., Inc.,
Norfolk Southern Corp. and Norfolk Southern Ry. Co. -- Control and
Operating Leases/Agreements -- Conrail Inc. and Consolidated Rail Corp.

Dear Secretary Williams:

Decision No. 43, dated October 7, 1997 ("Decision"), in the above-referenced proceeding, requires that filings made with the Surface Transportation Board (the "Board") prior to the service date of the Decision be served on certain newly added Parties of Record ("New Parties"). Accordingly, enclosed for filing in this proceeding are the original and 10 copies of the Certificate of Service showing that the following filings by **Central Railroad Company** of Indianapolis have, as of today's date, been served on the New Parties: (i) Request to be a Party of Record, filed August 7, 1997, (ii) Description of Anticipated Responsive Application and Petition for Clarification and Waiver, filed August 22, 1997, and (iii) Verified Statement of No Significant Impact, filed October 1, 1997.

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



Very truly yours,

Rose-Michele Weinryb
Rose-Michele Weinryb

Enclosures

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CERTIFICATE OF SERVICE

I hereby certify that on October 10, 1997, a copy of Central Railroad Company of Indianapolis' (i) request to become a Party of Record, (ii) Description of Anticipated Responsive Application and Petition for Clarification and Waiver, and (iii) Verified Statement of No Significant Impact were served by first-class mail, postage pre-paid, on the following Parties of Record, added to the service list in Decision No. 43, issued by the Surface Transportation Board on October 7, 1997:

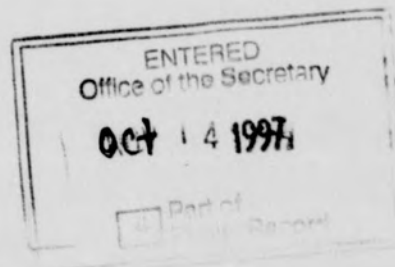
M.W. Currie
UTU GO-851, General Chairperson
3030 Powers Avenue, Suite 2
Jacksonville, FL 32250

Martin T. Durkin
Durkin & Boggia, Esqs.
Centennial House
71 Mt. Vernon Street
P.O. Box 378
Ridgefield Park, NJ 07660

Gary Edwards
Superintendent of Railroad Operations
Somerset Railroad Corporation
7725 Lake Road
Barker, NY 14012

Peter A. Gilbertson
Louisville & Indiana Railroad Company
Suite 350, 53 W. Jackson Boulevard
Chicago, IL 60604

R. Lawrence McCaffrey, Jr.
New York & Atlantic Railway
405 Lexington Avenue, 50th Floor
New York, NY 10174



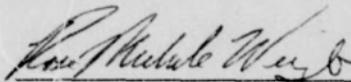
Samuel J. Nasca
Legislative Director
State of New York Legislative Board
United Transportation Union
35 Fuller Road, Suite 205
Albany, NY 12205

Scott A. Roney, Esq.
Archer Daniels Midland Company
P.O. Box 1470
4666 Faries Parkway
Decatur, IL 62525

Alice C. Saylor, Vice President & General
Counsel
American Short Line Railroad Association
1120 G Street, N.W., Suite 520
Washington, D.C. 20005-3889

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

Leo J. Wasescha
Transportation Manager
Gold Medal Division
General Mills Operations, Inc.
Number One, General Mills Blvd.
Minneapolis, MN 55426


Rose-Michele Weinryb, Esq.

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WEINER, BRODSKY, SIDMAN & KIDER
ATTORNEYS AT LAW

PROFESSIONAL CORPORATION

1350 NEW YORK AVENUE, N.W., SUITE 800
WASHINGTON, D.C. 20005-4797
(202) 628-2000
TELECOPIER (202) 628-2011

October 10, 1997

BY HAND

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



H. GERRY ANDERSON*
RICHARD J. ANDREANO, JR.
JAMES A. BRODSKY
JENNIFER A. COHN
JO A. DeROCHE
CYNTHIA L. GILMAN
KAREN R. GUSTAVSON*
DON J. HALPERN
CHRISTOPHER E. K. CZMAREK
MITCHEL H. KIDER
SUSAN L. KORYTKOWSKI
SHERRILL L. LEDNER
MARK H. SIDMAN
RUGENIA SILVER
HARVEY E. WEINER
ROSE-MICHELE WEINRYB*
JOSEPH F. YENOUSKAS

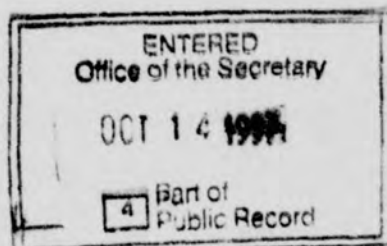
*NOT ADMITTED IN D.C.

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

Dear Secretary Williams:

Decision No. 43, dated October 7, 1997 ("Decision"), in the above-referenced proceeding, requires that filings made with the Surface Transportation Board (the "Board") prior to the service date of the Decision be served on certain newly added Parties of Record ("New Parties"). Accordingly, enclosed for filing in this proceeding are the original and 10 copies of the Certificate of Service showing that the following filings by Central Railroad Company of **Indiana** have, as of today's date, been served on the New Parties: (i) Request to be a Party of Record, filed August 7, 1997, (ii) Description of Anticipated Responsive Application and Petition for Clarification and Waiver, filed August 22, 1997, and (iii) Verified Statement of No Significant Impact, filed October 1, 1997.

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



NEnclosures

Very truly yours,

Rose-Michele Weinryb
Rose-Michele Weinryb

CERTIFICATE OF SERVICE

I hereby certify that on October 10, 1997, a copy of Central Railroad Company of Indiana's (i) request to become a Party of Record, (ii) Description of Anticipated Responsive Application and Petition for Clarification and Waiver, and (iii) Verified Statement of No Significant Impact were served by first-class mail, postage pre-paid, on the following Parties of Record, added to the service list in Decision No. 43, issued by the Surface Transportation Board on October 7, 1997:

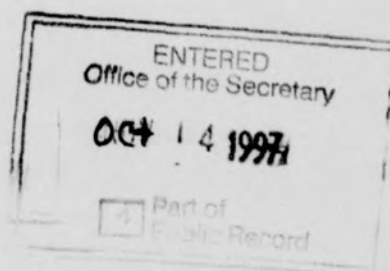
M.W. Currie
UTU GO-851, General Chairperson
3030 Powers Avenue, Suite 2
Jacksonville, FL 32250

Martin T. Durkin
Durkin & Boggia, Esqs.
Centennial House
71 Mt. Vernon Street
P.O. Box 378
Ridgefield Park, NJ 07660

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Superintendent of Railroad Operations
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Peter A. Gilbertson
Louisville & Indiana Railroad Company
Suite 350, 53 W. Jackson Boulevard
Chicago, IL 60604

R. Lawrence McCaffrey, Jr.
New York & Atlantic Railway
405 Lexington Avenue, 50th Floor
New York, NY 10174



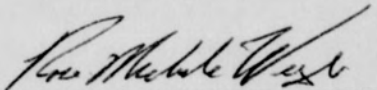
Samuel J. Nasca
Legislative Director
State of New York Legislative Board
United Transportation Union
35 Fuller Road, Suite 205
Albany, NY 12205

Scott A. Roney, Esq.
Archer Daniels Midland Company
P.O. Box 1470
4666 Faries Parkway
Decatur, IL 62525

Alice C. Saylor, Vice President & General
Counsel
American Short Line Railroad Association
1120 G Street, N.W., Suite 520
Washington, D.C. 20005-3889

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

Leo J. Wasescha
Transportation Manager
Gold Medal Division
General Mills Operations, Inc.
Number One, General Mills Blvd.
Minneapolis, MN 55426


Rose-Michele Weinryb, Esq.

STB

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LAW OFFICES

REA, CROSS & AUCHINCLOSS

SUITE 420

1920 N STREET, N.W.

WASHINGTON, D. C. 20036

(202) 785-3700

FACSIMILE (202) 650-4934

THOMAS M. AUCHINCLOSS, JR.
LEO C. FRANEY
JOHN D. HEFFNER
KEITH G. O'BRIEN
BRYCE REA, JR.
BRIAN L. TROLANO
ROBERT A. WIMBISH



DONALD E. CROSS (10034986)

October 9, 1997

D

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

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

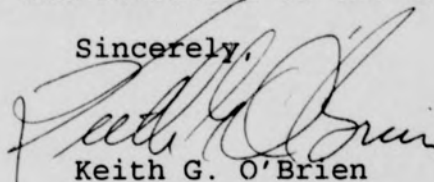
**Ohio Rail Development Commission/Public Utilities
Commission of Ohio
Notice of Appearance of Counsel**

Dear Secretary Williams:

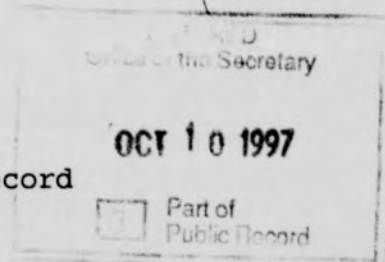
Please clarify our appearance on behalf of the Ohio
Rail Development Commission and the Public Utilities Commission
of Ohio to include the Attorney General's Office of the State of
Ohio.

We appreciate your consideration in the matter.

Sincerely,


Keith G. O'Brien

cc: Parties of Record



STB

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10-9-97

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**VanNess
Feldman**
ATTORNEYS AT LAW

A PROFESSIONAL CORPORATION
1050 Thomas Jefferson Street NW
Washington, D.C. 20007-3877
(202) 298-1800 Telephone
(202) 338-2410 Facsimile

Seattle, Washington
(206) 623-9372

Robert G. Szabo
(202) 298-1920

October 9, 1997

VIA HAND DELIVERY

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

Office of the Secretary

OCT 10 1997

☐ Part of
Public Record



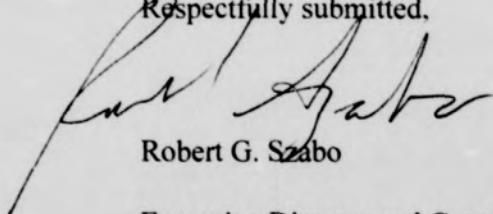
Re: CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated Rail Corporation; Finance Docket No. 33388

Dear Secretary Williams:

Pursuant to Decision 43 in the above referenced proceeding, Consumers United for Rail Equity (C.U.R.E.) has hereby served a copy of all filings submitted so far in this proceeding on each Party of Record added to the service list in Decision 43, served on October 7, 1997.

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,

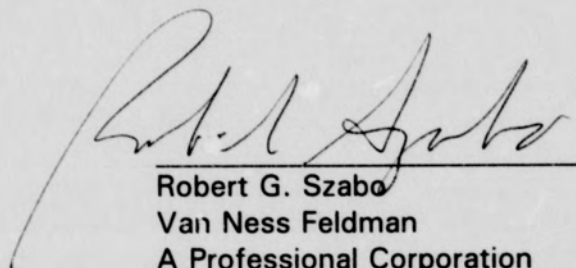

Robert G. Szabo

Executive Director and Counsel
Consumers United for Rail Equity

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 added to the official service list compiled by the Secretary in this proceeding by first-class mail, postage pre-paid.

Dated at Washington, D.C. this 9th day of October, 1997



Robert G. Szabo
Van Ness Feldman
A Professional Corporation
1050 Thomas Jefferson Street, N.W.
Washington, D.C. 20007
(202) 298-1800

