August 4, 1997

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

Re: Finance Docket No. 33388
CSX Corporation, et al. -- Control and
Operation Leases/Agreements -- Conrail, Inc.
and Consolidated Rail Corporation

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding please find the original and twenty (20) copies of the Guilford Rail System's Notice of Intent to Participate. Service has been made as reflected in the certificate which accompanies same.

If there are any questions, please contact the undersigned. Thank you for your anticipated assistance.

Sincerely,

John R. Nadolny
Vice President and
General Counsel

cc: Applicants
Secretary Rodney E. Slater
Attorney General Janet Reno

[Stamp: ENTERED Office of the Secretary]
AUG 17 1997
Part of Public Record
BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, D.C.

Finance Docket No. 33388

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

Notice of Intent to Participate

Boston and Maine Corporation, Springfield Terminal Railway Company and Maine Central Railroad Company (collectively the Guinord Rail System and referred to herein for purposes of simplicity and consistency with the Application as "B&M") hereby give notice of their intent to participate in this proceeding. At the present time, B&M is in the process of reviewing the voluminous Application and its related materials and B&M's position on the proceedings is undetermined. It is expected that B&M will submit formal comments and/or a request for conditions within the timeframe set forth by the Board.

Service or other correspondence in this matter can be directed to this participant's representative at the following address:

John R. Nadolny, Esq.
General Counsel
Law Department
Boston and Maine Corporation
Iron Horse Park
N. Billerica, MA 01862
Respectfully submitted,

Boston and Maine Corporation
Springfield Terminal Railway Company
Maine Central Railroad Company

By:  
John R. Nadolny
General Counsel

CERTIFICATE OF SERVICE

I, John R. Nadolny, hereby certify that on August 4, 1997 I did serve, by mailing a copy thereof, first class postage prepaid, the foregoing Notice of Intent to Participate to each of the Applicants, at the addresses set forth at page 10 of their Application, and on the following:

Rodney E. Slater
Secretary of Transportation
U.S. Department of Transportation
400 Seventh Street, S.W.
Washington, D.C. 20590

Honorable Janet Reno
Attorney General
U.S. Department of Justice
Room 5111
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

John R. Nadolny
August 6, 1997

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:

Enclosed for filing in the above-captioned proceeding  
are an original and twenty-five copies of the Notice of Intent of  
Transtar, Inc. and Bessemer and Lake Erie Railroad Company to  

One extra copy of the Notice and this letter are  
enclosed as well. Please date-stamp those items to show receipt  
of this filing and return them to me in the provided envelope.

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

Respectfully submitted,

William C. Sippel  
Attorney for Transtar, Inc.  
and Bessemer and Lake Erie  
Railroad Company

Enclosures

cc. Parties on Certificate of Service
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

NOTICE OF INTENT OF TRANSTAR, INC. AND
BESSEMER AND LAKE ERIE RAILROAD COMPANY
TO PARTICIPATE IN PROCEEDING

Dated: August 6, 1997

Robert N. Gentile
Colette Ferris-Shotton
Transtar, Inc.
135 Jamison Lane
P.O. Box 68
Monroeville, PA 15146
(412) 829-6890

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

ATTORNEYS FOR TRANSTAR, INC.
AND BESSEMER AND LAKE ERIE
RAILROAD COMPANY
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 OF TRANSTAR, INC. AND
BESSEMER AND LAKE ERIE RAILROAD COMPANY
TO PARTICIPATE IN PROCEEDING

Pursuant to Decision Nos. 6 and 12 herein, served by the Surface Transportation Board on May 30, 1997 and July 23, 1997, respectively, Transtar, Inc. and Bessemer and Lake Erie Railroad Company (collectively, "BLE") hereby provide notice to the Board and the Primary Applicants of their intent to participate as parties of record in this proceeding.

BLE requests that all decisions, pleadings and correspondence in this proceeding be sent to BLE's representatives at the following addresses:

Robert H. Gentile
Colette Ferris-Shotton
Transtar, Inc.
135 Jamison Lane
P.O. Box 68
Monroeville, PA 15146
Ph: (412) 829-6890
Fax: (412) 829-6607

William C. Sippel
Kevin M. Sheys
Oppenheimer Wolff & Donnelly
Two Prudential Plaza, 45th Floor
180 North Stetson Avenue
Chicago, IL 60601
Ph: (312) 616-1800
Fax: (312) 616-5800
WHEREFORE, BLE respectfully requests that it be included as a party of record on the service list in this proceeding.

Respectfully submitted,

By: 

Robert N. Gentile
Colette Ferris-Shotton
Transtar, Inc.
155 Jamison Street
P.O. Box 68
Monroeville, PA 15146
(412) 829-6890

William C. Sippel
Kevin M. Sheys
Oppenheimer Wolff & Donnelly
Two Prudential Plaza, 45th Floor
180 North Stetson Avenue
Chicago, Illinois 60601
(312) 616-8000

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

Dated: August 6, 1997
CERTIFICATE OF SERVICE

I hereby certify that on this 6th day of August, 1997, a copy of the foregoing Notice of Intent of Transtar, Inc. and Bessemer and Lake Erie Railroad Company to Participate in Proceeding (BLE-2) was served by first class mail, postage prepaid, upon:

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

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

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

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

[Signature]
Thomas J. Litwiler
August 6, 1997

VIA FEDERAL EXPRESS

M. 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:

Enclosed for filing in the above-captioned proceeding are an original and twenty-five copies of the Notice of Intent of Transtar, Inc. and Elgin, Joliet and Eastern Railway Company to Participate in Proceeding (EJE-2), dated August 6, 1997.

One extra copy of the Notice and this letter are enclosed as well. Please date-stamp those items to show receipt of this filing and return them to me in the provided envelope.

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

Respectfully submitted,

William C. Sippel
Attorney for Transtar, Inc.
and Elgin, Joliet and Eastern
Railway Company

WCS:tlj

Enclosures

cc: Parties on Certificate of Service
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

NOTICE OF INTENT OF TRANSTAR, INC. AND ELGIN, JOLIET AND EASTERN RAILWAY COMPANY
TO PARTICIPATE IN PROCEEDING

Robert N. Gentile
Colette Ferris-Shotton
Transtar, Inc.
135 Jamison Lane
P.O. Box 68
Monroeville, PA 15146
(412) 829-6890

William C. Sippey
Kevin H. Sheys
Oppenheimer Wolff & Donnelly
Two Prudential Plaza, 45th Floor
180 North Stetson Avenue
Chicago, Illinois 60601
(312) 616-1800

ATTORNEYS FOR TRANSTAR, INC.
AND ELGIN, JOLIET AND EASTERN RAILWAY COMPANY

Dated: August 6, 1997
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

NOTICE OF INTENT OF TRANSTAR, INC. AND ELGIN, JOLIET AND EASTERN RAILWAY COMPANY TO PARTICIPATE IN PROCEEDING

Pursuant to Decision Nos. 6 and 12 herein, served by the Surface Transportation Board on May 30, 1997 and July 23, 1997, respectively, Transtar, Inc. and Elgin, Joliet and Eastern Railway Company (collectively, "EJE") hereby provide notice to the Board and the Primary Applicants of their intent to participate as parties of record in this proceeding.

EJE requests that all decisions, pleadings and correspondence in this proceeding be sent to EJE's representatives at the following addresses:

Robert H. Gentile
Catherine Ferris-Sutton
Transtar, Inc.
135 Jamison Lane
P.O. Box 68
Monroeville, PA 15146
Ph: (412) 829-6890
Fax: (412) 829-6607

William C. Sippel
Kevin M. Sheys
Oppenheimer Wolff & Donnelly
Two Prudential Plaza, 45th Floor
180 North Stetson Avenue
Chicago, IL 60601
Ph: (312) 616-1800
Fax: (312) 616-5800
WHEREFORE, EJE respectfully requests that it be included as a party of record on the service list in this proceeding.

Respectfully submitted,

By:  

Robert N. Gentile  
Colette Ferris-Shotton  
Transtar, Inc.  
135 Jamison Street  
P.O. Box 68  
Monroeville, PA 15146  
(412) 829-6890

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

ATTORNEYS FOR TRANSTAR, INC.  
AND ELGIN, JOLIET AND EASTERN RAILWAY COMPANY

Dated: August 6, 1997
CERTIFICATE OF SERVICE

I hereby certify that on this 6th day of August, 1997, a copy of the foregoing Notice of Intent of Transtar, Inc. and Elgin, Joliet and Eastern Railway Company to Participate in Proceeding (EJE-2) was served by first class mail, postage prepaid, upon:

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

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

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

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

Thomas J. Litwiler
August 6, 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:

Enclosed for filing in the above-captioned proceeding are an original and twenty-five copies of the Notice of Intent of Illinois Central Railroad Company, Chicago, Central & Pacific Railroad Company and Cedar River Railroad Company to Participate in Proceeding (IC-1), dated August 6, 1997.

One extra copy of the Notice and this letter are enclosed as well. Please date-stamp those items to show receipt of this filing and return them to me in the provided envelope.

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

Respectfully submitted,

William C. Sippel
Attorney for Illinois Central Railroad Company, Chicago, Central & Pacific Railroad Company and Cedar River Railroad Company

WCS:tj1

Enclosures

cc: Parties on Certificate of Service
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

NOTICE OF INTENT OF ILLINOIS CENTRAL RAILROAD COMPANY, CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY AND CEDAR RIVER RAILROAD COMPANY TO PARTICIPATE IN PROCEEDING

Ronald A. Lane
Myles L. Tobin
Illinois Central Railroad Company
455 North Cityfront Plaza Drive
Chicago, IL 60611-5504
(312) 755-7500

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

ATTORNEYS FOR ILLINOIS CENTRAL RAILROAD COMPANY, CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY AND CEDAR RIVER RAILROAD COMPANY

Dated: August 6, 1997
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

NOTICE OF INTENT OF ILLINOIS CENTRAL RAILROAD COMPANY,
CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY AND
CEDAR RIVER RAILROAD COMPANY TO PARTICIPATE IN PROCEEDING

Pursuant to Decision Nos. 6 and 12 herein, served by
the Surface Transportation Board on May 30, 1997 and July 23,
1997, respectively, Illinois Central Railroad Company, Chicago,
Central & Pacific Railroad Company and Cedar River Railroad
Company (collectively, "IC") hereby provide notice to the Board
and the Primary Applicants of their intent to participate as
parties of record in this proceeding.

IC requests that all decisions, pleadings and
 correspondence in this proceeding be sent to IC's representatives
at the following addresses:

Ronald A. Lane
Myles L. Tobin
Illinois Central Railroad Company
455 North Cityfront Plaza Drive
Chicago, IL 60611-5504
Ph: (312) 755-7500
Fax: (312) 755-7669

William C. Sippel
Thomas J. Litwiler
Oppenheimer Wolff & Donnelly
Two Prudential Plaza, 45th Floor
180 North Stetson Avenue
Chicago, IL 60601
Ph: (312) 616-1800
Fax: (312) 616-5800
WHEREFORE, IC respectfully requests that it be included as a party of record on the service list in this proceeding.

Respectfully submitted,

By:  

Ronald A. Lane
Myles L. Tobin
Illinois Central Railroad Company
455 North Cityfront Plaza Drive
Chicago, IL  60611-5504
(312) 755-7500

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

ATTORNEYS FOR ILLINOIS CENTRAL RAILROAD COMPANY, CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY AND CEDAR RIVER RAILROAD COMPANY

Dated:  August 6, 1957
CERTIFICATE OF SERVICE

I hereby certify that on this 6th day of August, 1997, a copy of the foregoing Notice of Intent of Illinois Central Railroad Company, Chicago, Central & Pacific Railroad Company and Cedar River Railroad Company (IC-1) was served by first class mail, postage prepaid, upon:

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

Richard A. Allen, Esq.
Fundert, Scoott & Rasenberger, L.L.P.
8&8 Seventeenth Street, N.W.
Suite 600
Washington, DC 20006-3939

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

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

[Signature]
Thomas J. Litwiler
August 6, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 710
Washington, DC 20423-0001

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

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are an original and twenty-five copies of the Notice of Intent of Wisconsin Central Transportation Corporation, Wisconsin Central Ltd., Fox Valley & Western Ltd. and Sault Ste. Marie Bridge Company to Participate in Proceeding, dated August 6, 1997.

One extra copy of the Notice and this letter are enclosed as well. Please date-stamp those items to show receipt of this filing and return them to me in the provided envelope.

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

Respectfully Submitted,

Thomas J. Litwiler
Attorney for Wisconsin Central Transportation Corporation, et al.

Enclosures

cc: Parties on Certificate of Service
BEFORE THE SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

NOTICE OF INTENT OF WISCONSIN CENTRAL TRANSPORTATION CORPORATION, WISCONSIN CENTRAL LTD., FOX VALLEY & WESTERN LTD. AND SAULT STE. MARIE BRIDGE COMPANY TO PARTICIPATE IN PROCEEDING

Janet H. Gilbert
General Counsel
Wisconsin Central Ltd.
6250 North River Road, Suite 9000
Rosemont, IL 60018
(847) 318-4691

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

ATTORNEYS FOR WISCONSIN CENTRAL LTD., FOX VALLEY & WESTERN LTD., SAULT STE. MARIE BRIDGE COMPANY AND WISCONSIN CENTRAL TRANSPORTATION CORPORATION

Dated: August 6, 1997
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

NOTICE OF INTENT OF
WISCONSIN CENTRAL TRANSPORTATION CORPORATION,
WISCONSIN CENTRAL LTD., FOX VALLEY & WESTERN LTD. AND
SAULT STE. MARIE BRIDGE COMPANY TO PARTICIPATE IN PROCEEDING

Pursuant to Decision Nos. 6 and 12 herein, served by
the Surface Transportation Board on May 30, 1997 and July 23,
1997, respectively, Wisconsin Central Transportation Corporation,
Wisconsin Central Ltd., Fox Valley & Western Ltd. and Sault Ste.
Marie Bridge Company (collectively, "WC") hereby provide notice
to the Board and the Primary Applicants of their intent to
participate as parties of record in this proceeding.

WC requests that all decisions, pleadings and
correspondence in this proceeding be sent to WC's representatives
at the following addresses:

Janet H. Gilbert
General Counsel
Wisconsin Central Ltd.
6250 North River Road, Suite 9000
Rosemont, IL 60018
Ph: (847) 318-4691
Fax: (847) 384-5428

Robert H. Wheeler
Thomas J. Litwiler
Oppenheimer Wolff & Donnelly
Two Prudential Plaza, 45th Floor
180 North Stetson Avenue
Chicago, IL 60601
Ph: (312) 616-1800
Fax: (312) 616-5800
WHEREFORE, WC respectfully requests that it be included as a party of record on the service list in this proceeding.

Respectfully submitted,

[Signature]

By: Janet H. Gilbert
General Counsel
Wisconsin Central Ltd.
6250 North River Road, Suite 9000
Rosemont, IL 60018
(847) 318-4691

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

ATTORNEYS FOR WISCONSIN CENTRAL LTD.
FOX VALLEY & WESTERN LTD., SAULT STE.
MARIE BRIDGE COMPANY AND WISCONSIN CENTRAL TRANSPORTATION CORPORATION

Dated: August 6, 1997
CERTIFICATE OF SERVICE

I hereby certify that on this 6th day of August, 1997, a copy of the foregoing Notice of Intent of Wisconsin Central Transportation Corporation, Wisconsin Central Ltd., Fox Valley & Western Ltd. and Sault Ste. Marie Bridge Company to Participate in Proceeding (WC-1) was served by first class mail, postage prepaid, upon:

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

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

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

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

Thomas J. Lutwiler
August 6, 1997

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:

Enclosed for filing in the above-captioned proceeding are an original and twenty-five copies of the Notice of Intent of R.J. Corman Parties to Participate in Proceeding (RJC-1), dated August 6, 1997.

One extra copy of the Notice and this letter are enclosed as well. Please date-stamp those items to show receipt of this filing and return them to me in the provided envelope.

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

Respectfully submitted,

[Signature]
Thomas J. Litwiler
Attorney for
R.J. Corman Parties

Enclosures

cc: Parties on Certificate of Service
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

NOTICE OF INTENT OF R.J. CORMAN PARTIES
TO PARTICIPATE IN PROCEEDING

Kevin M. Sheys
Thomas J. Litwiler
Oppenheimer Wolff & Donnelly
1020 Nineteenth Street, N.W.
Suite 400
Washington, DC 20036
(202) 293-6300

ATTORNEYS FOR
R.J. CORMAN PARTIES

Dated: August 6, 1997
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

NOTICE OF INTENT OF R.J. CORMAN PARTIES TO PARTICIPATE IN PROCEEDING

Pursuant to Decision Nos. 6 and 12 herein, served by the Surface Transportation Board on May 30, 1997 and July 23, 1997, respectively, R.J. Corman Railroad Corporation, R.J. Corman Railroad Company/Memphis Line, R.J. Corman Railroad Company/Western Ohio Line, R.J. Corman Railroad Company/Cleveland Line, R.J. Corman Railroad Company/Pennsylvania Lines Inc., R.J. Corman Railroad Company/Allentown Lines, Inc. and R.J. Corman Material Sales Company (collectively, "RJC") hereby provide notice to the Board and the Primary Applicants of their intent to participate as parties of record in this proceeding.

RJC requests that all decisions, pleadings and correspondence in this proceeding be sent to RJC's representatives at the following addresses:

Kevin M. Sheys
Oppenheimer Wolff & Donnelly
1020 Nineteenth Street, N.W.
Suite 400
Washington, DC 20036
Ph: (202) 293-6300
Fax: (202) 293-6200
WHEREFORE, RJC respectfully requests that it be included as a party of record on the service list in this proceeding.

Respectfully submitted,

By:

Kevin M. Sheys
Thomas J. Litwiler
Oppenheimer Wolff & Donnelly
1020 Nineteenth Street, N.W.
Suite 400
Washington, DC 20036
(202) 293-6300

ATTORNEYS FOR
R.J. CORMAN PARTIES

Dated: August 6, 1997
CERTIFICATE OF SERVICE

I hereby certify that on this 6th day of August, 1997,
a copy of the foregoing Notice of Intent of R.C. Corman Parties
to Participate in Proceeding was served by first class mail,
postage prepaid, upon:

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

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

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

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

[Signature]

Thomas J. Litwiler
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

NOTICE OF INTENT TO PARTICIPATE

Please enter the appearance of the undersigned Richard A. Gavril who intends to participate and become a party of record in this proceeding. Pursuant to 49 C.F.R. § 1104.12, service of all documents filed in this proceeding should be made upon the undersigned.

Date: August 7, 1997

Respectfully submitted,

Richard A. Gavril
16700 S. Gentry Lane, No. 104
Tinley Park, IL 60477
CERTIFICATE OF SERVICE

I hereby certify that on August 1, 1997, a copy of the foregoing Notice of Intent to Participate was served by first-class, U.S. mail, postage prepaid upon the following:

John V. Edwards
Patricia E. Bruce
Zuckert, Scoutt & Rasenberger, L.L.P
888 17th Street, N.W. Suite 600
Washington, DC 20006

Drew A. Harker
Christopher P. Datz
Susan B. Cassidy
Arnold & Porter
555 12th Street, NW
Washington, DC 20004

David H. Coburn
Steptoe & Johnson
1330 Connecticut Avenue, NW
Washington, DC 20036

Gerald P. Norton
Harlins Cunningham
1300 19th Street, NW, Ste. 600
Washington, DC 20036

Daniel R. Elliott, III
August 6, 1997

VIA FACSIMILE AND 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:

I am one of the counsel for the several parties listed below who intend to participate in the above-cited proceeding. Pursuant to Decision Nos. 6 and 12 herein, notices of intent to participate are due tomorrow, August 7, 1997. This evening, at approximately 8:00 P.M. CDT, I attempted to drop off notices of intent for each of the parties below at the Federal Express office in my firm's building for delivery to the Board tomorrow. Although that office is open until 9:00 P.M. nightly, this evening a sign indicated that the office had reached its "maximum package capacity" and my packages were refused. I subsequently visited three other Federal Express offices in the Chicago Loop, each time with the same result. At the fourth office, I was informed that packages were not being accepted at any downtown Federal Express locations, apparently because of increased volume resulting from the work stoppage at United Parcel Service.

The notice of intent filings which are affected by this delay and which will not be delivered to the Board until Friday, August 8, 1997 are in the names of the following parties:

1) Transtar, Inc. and Bessemer and Lake Erie Railroad Company (BLE-2)

2) Transtar, Inc. and Elgin, Joliet and Eastern Railroad Company (EJE-2)
3) Illinois Central Railroad Company, Chicago, Central & Pacific Railroad Company and Cedar River Railroad Company (IC-1)

4) Wisconsin Central Transportation Corporation, Wisconsin Central Ltd., Fox Valley & Western Ltd. and Sault Ste. Marie Bridge Company (WC-1)

5) The R.J. Corman Railroad Companies (RJC-1)

The Board's regulations provide that filings will be accepted as timely if they are "received by [a] private express mail carrier at least one day prior to the due date . . . ." 49 C.F.R. § 1104.6. Technically, this provision is not applicable here, even though delivery was attempted, because Federal Express refused to accept the filings and thus they were not "received" as specified in the regulation. Under the circumstances, I would respectfully request that the Board grant whatever waiver or extension would be necessary to accept the above-listed pleadings as timely-filed.

The original and twenty-five copies of this letter will be forwarded to the Board via Federal Express (!). Copies also have been provided to counsel for Primary Applicants via facsimile and U.S. Mail. I appreciate any consideration the Board can give to this request, and deeply regret any inconvenience to the Board and other parties.

Respectfully submitted,

Thomas J. Litwiler

TJL:tl

cc: Dennis G. Lyons, Esq.
    Richard A. Allen, Esq.
    Paul A. Cunningham, Esq.
August 6, 1997

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

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

Dear Mr. Williams:

Based on a preliminary review of the primary application filed with the STB, the Eastern Shore Railroad, Inc. (ESHR) believes that the agreement reached by CSX and Norfolk Southern, as set forth in the primary application, will bring more competition and better access for industries located on our line. I am confident that the rail systems, as proposed in the primary application, will open new markets for products produced on our rail line. I am also aware, however, that issues will arise and changes may occur during the STB review process that may affect the ESHR.

As President of Eastern Shore Railroad, Inc., I assure you that this railroad intends to participate throughout the STB review process. Moreover, the ESHR intends to appear as its interest may require. As such, this letter should serve as the ESHR’s intent to participate in the proceedings before the STB.

If you should have any questions regarding this letter of ESHR’s intent to participate in these proceedings, please let me know.

Sincerely,

EASTERN SHORE RAILROAD, INC.

J. T. Holland
President

P.O. Box 312 • Cape Charles, VA 23310 • (757) 331-1094 • Fax (757) 331-2772
Mr. Vernon A. Williams  
August 6, 1997  
Page 2

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

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

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

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

CERTIFICATION


J.T. Holland, President
August 7, 1997

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

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

Dear Secretary Williams:

Enclosed are an original and twenty-five (25) copies of the Florida Power & Light Company's Notice of Intent to Participate for filing in the above-referenced proceeding. An additional copy is enclosed for file stamp and return with our messenger. Please note that a copy of this pleading is also enclosed on a 3.5-inch diskette in WordPerfect 5.1 format.

Sincerely,

Charles A. Spitanik

Enclosure

cc: The Honorable Jacob Leventhal
Applicants' Representatives
NOTICE OF INTENT TO PARTICIPATE

Please enter the appearance of the undersigned counsel on behalf of the Florida Power & Light Company ("FPL"), which intends to participate and become a party of record in this proceeding. Pursuant to 49 C.F.R. § 1104.12, service of all documents filed in this proceeding should be made upon the undersigned.

Dated: August 7, 1997

Respectfully submitted,

Charles A. Spilvink
Alicia M. Serfaty
HOPLINS & SUTTER
888 Sixteenth Street, NW
Washington, D.C. 20006
(202) 835-8000

Counsel for Florida Power & Light Company
CERTIFICATE OF SERVICE

I hereby certify that on August 7, 1997, a copy of the foregoing Florida Power & Light Company's Notice of Intent To Participate was served by hand delivery upon the following:

The Honorable Jacob Levenhaug
Administrative Law Judge
Federal Energy Regulatory Commission
838 First Street, N.E.
Suite 11F
Washington, D.C. 20426

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

John M. Nannes
Skadden, Arps, Slate, Meagher & Flom L.L.P.
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

Dennis G. Lyons
Dr. A. Harker
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202

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

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

and by first class mail upon the following:

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

Mark G. Aron
CSX Corporation
One James Center
901 East Cary Street
Richmond, Virginia 23219

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

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

Charles A. Spittulnik
August 7, 1997

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:

Enclosed for filing in the above-referenced proceeding, please find an original and 25 copies of the Notice of Intent to Participate of each of the Cities of East Chicago, Indiana; Hammond, Indiana; Gary, Indiana; and Whiting, Indiana, collectively referred to as "The Four City Consortium" (FCC-01). Also enclosed is a diskette containing the text of this Notice in WordPerfect 5.1 format.

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

Thank you for your attention to this matter.

Sincerely,

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

Enclosures
BEFORE THE
SURFACE TRANSPORTATION BOARD

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

NOTICE OF INTENT TO PARTICIPATE
OF THE CITIES OF EAST CHICAGO, INDIANA;
HAMMOND, INDIANA; GARY, INDIANA; AND WHITING, INDIANA

Each of the Cities of East Chicago, Indiana; Hammond, Indiana; Gary, Indiana; and Whiting, Indiana, (referred to collectively as "The Four City Consortium" or "Consortium"), hereby notify the Board of its and their intent to participate as parties of record in the above-captioned proceeding. Pursuant to 49 C.F.R. §1180.4(a)(2), the Consortium selects the acronym "FCC" to identify all documents and pleadings it submits in this proceeding.

The Consortium requests that the Board provide the following persons with copies of all pleadings, notices, and decisions in this proceeding:

The Honorable Robert A. Patsrick
C/O East Chicago Planning Department
Attention: Russell Taylor, City Planner
4525 Indianapolis Blvd.
East Chicago, Indiana 46312

The Honorable Duane W. Dedelow, Jr.
Attention: Donald Thomas, City Planner
649 Conkey Street
Hammond, Indiana 46324
The Honorable Scott L. King
Attention: Michael Cervay, Director of Community Development
475 Broadway
Gary, Indiana 46402

The Honorable Robert J. Bercik
Attention: Daniel Botich, City Planner
1443 119th Street
Whiting, Indiana 46394-742

C. Michael Loftus
Kelvin J. Dowd
Christopher A. Mills
Andrew B. Kolesar III
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Respectfully submitted,

THE CITY OF EAST CHICAGO, INDIANA
THE CITY OF HAMMOND, INDIANA
THE CITY OF GARY, INDIANA
THE CITY OF WHITING, INDIANA,
COLLECTIVELY THE FOUR CITY CONSORTIUM

OF COUNSEL:

Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Dated: August 7, 1997

Ey: C. Michael Loftus
Kelvin J. Dowd
Christopher A. Mills
Andrew B. Kolesar III
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Attorneys and Practitioners
CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing Notice of Intent to Participate were served this 7th day of August, 1997, by first-class mail, postage pre-paid, upon:

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

Dennis C. Lyons, Esq.
Arnold & Porter
515 12th Street, N.W.
Washington, D.C. 20004-1202

Richard A. Allen, Esq.
Zuckert, Scoull & Rasenberger, L.L.P.
588 17th Street, N.W.
Washington, D.C. 20006-3939

Paul A. Cunningham, Esq.
Harkins Cunningham
Suite 110
1300 19th Street, N.W.
Washington, D.C. 20036

Andrew B. Kolesar III
August 7, 1997

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

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

Dear Mr. Secretary:

Enclosed for filing in the captioned proceeding please find an original and twenty-five (25) copies of a "Notice of Intent to Participate" for Amvest Corporation and the Vathan Railroad Company.

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

Thank you for your attention to this matter.

Sincerely,

Donald C. Avery

Encl.

cc: Judge Leventhal (w/o diskette)
Applicants (w/o diskette)
BEFORE THE
SURFACE TRANSPORTATION BOARD

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

NOTICE OF INTENT TO PARTICIPATE
OF AMVEST CORPORATION AND THE VAUGHAN RAILROAD COMPANY

AMVEST Corporation ("AMVEST") and the Vaughan Railroad Company ("Vaughan") (collectively, "AMVEST/Vaughan") hereby give notice that they intend to participate in this proceeding as may be necessary to protect their interests, and ask that they be placed on the official service list as full parties of record (POR) at the addresses shown below:

Mr. Carl W. Smith
President
AMVEST Corporation
One Boar s Head Place
Charlottesville, VA 22905
(804) 977-3350

and

\(^1\)Amvest/Vaughan previously filed a Notice of Intent in this proceeding on May 27, 1997, but is filing this second notice in accordance with Decision Nos. 6 and 12.
Copies of this Notice of Intent to Participate are being served upon Judge Leventhal and upon counsel of record for Applicants, in accordance with Decision No. 12.

Respectfully Submitted,

AMVEST Corporation and the Vaughan Railroad Company
One Boar's Head Place
Charlottesville, VA 22905

Of Counsel:
Slover & Loftus
1224 Seventeenth Street, NW
Washington, DC 20036

Dated: August 7, 1997

Ev: C. Michael Loftus
Donald G. Avery
Slover & Loftus
1224 Seventeenth Street, NW
Washington, DC 20036

Attorneys and Practitioners
Certificate of Service

I hereby certify that I have this 7th day of August, 1997, caused copies of the foregoing document to be served by first-class mail upon Administrative Law Judge Jacob Leventhal and upon counsel for Applicants, as follows:

Honorable Jacob Leventhal  
Administrative Law Judge  
Federal Energy Regulatory Commission  
Suite 11F  
888 First Street, NE  
Washington, DC 20426

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

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

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

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

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

Dear Secretary Williams:

Enclosed are an original and twenty-five (25) copies of the Commuter Rail Division of the Regional Transportation Authority and the Northeast Illinois Regional Commuter Railroad Corporation, d/b/a Metra’s Notice of Intent to Participate for filing in the above-referenced proceeding. An additional copy is enclosed for file stamp and return with our messenger. Please note that a copy of this pleading is also enclosed on a 3.5-inch diskette in WordPerfect 5.1 format.

Sincerely,

Charles A. Spitulnik

Enclosure

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

Finance Docket No. 33388

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

NOTICE OF INTENT TO PARTICIPATE

Please enter the appearance of the undersigned counsel on behalf of the Commuter Rail Division of the Regional Transportation Authority and the Northeast Illinois Regional Commuter Railroad Corporation, d/b/a Metra, ("Metra") which intends to participate and become a party of record in this proceeding. Pursuant to 49 C.F.R. § 1104.12, service of all documents filed in this proceeding should be made upon the undersigned.

Dated: August 7, 1997

Respectfully submitted,

Michael Noland
General Counsel
Metra
547 W. Jackson Blvd.
Chicago, IL 60661
(312) 322-6899

Charles A. Spitznagel
Alicia M. Serfaty
Jamie Paltor Rennert
HOPKINS & SUTTER
888 Sixteenth Street, NW
Washington, D.C. 20006
(202) 835-6000

Counsel for Commuter Rail Division of the Regional Transportation Authority and the Northeast Illinois Regional Commuter Railroad Corporation, d/b/a Metra
CERTIFICATE OF SERVICE

I hereby certify that on August 7, 1997, a copy of the foregoing Commuter Rail Division of the Regional Transportation Authority and the Northeast Illinois Regional Commuter Railroad Corporation, d/b/a Metra's Notice of Intent To Participate was served by hand delivery upon the following:

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

John M. Narines
Siadden, Arps, Slate, Meagher & Flom L.L.P.
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

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

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

Dennis G. Lyons
Drew A. Harker
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202

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

and by first class mail upon the following:

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

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

Mark G. Aron
CSX Corporation
One James Center
901 Last Cary Street
Richmond, Virginia 23219

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

[Signature]
Charles A. Spitulnik
By Hand
Hon. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W., Room 714
Washington, D.C. 20423-0001

August 7, 1997

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

Dear Secretary Williams:

On behalf of Canadian National Railway Company ("CN") and Grand Trunk Western Railroad Incorporated ("GTW"), enclosed are the signed original and 25 copies of their Notice of Intent to Participate (CN-7). For your convenience, a 3.5-inch floppy diskette in Wordperfect 5.1 is enclosed.

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

Sincerely yours,

L. John Osborn

Enclosures
cc: Director David M. Konschnik
    Administrative Law Judge Leventhal
    Counsel for all known parties
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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

CANADIAN NATIONAL'S NOTICE OF INTENT TO PARTICIPATE

Canadian National Railway Company ("CN") and Grand Trunk Western Railroad Incorporated ("GTW") hereby provide notice that they intend to participate fully as parties of record in this proceeding. Service of all decisions, pleadings and correspondence should be made on the counsel for CN and GTW whose names appear below.

Respectfully submitted,

Jean Pierre Ouellet
Chief Legal Officer and Corporate Secretary
Canadian National Railway Company
935 de La Gauchetiere Street West
16th Floor
Montreal, Quebec
H3B 2M9
(514) 399-2100

Douglas E. Rosenthal
Elizabeth A. Ferrell
Sonnenschein Nath & Rosenthal
1301 K Street, N.W.
Suite 600 East
Washington, D.C. 20005
(202) 408-6351

Attorneys for:
CANADIAN NATIONAL RAILWAY COMPANY
GRAND TRUNK WESTERN RAILROAD INCORPORATED

Dated: August 7, 1997

Certificate of Service

The undersigned hereby certifies that on this 7th day of August, 1997, he served a true copy of the foregoing on counsel for all known parties by first-class mail, postage prepaid.

L. John Osborn
BY HAND

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

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

Dear Secretary Williams:

This is the notice of intent to participate of the Delaware Valley Railway Company, Inc. (“DVRC”), the Huron and Eastern Railway Company, Inc. (“H&ER”), and the Saginaw Valley Railway Company, Inc. (“SVRC”). The following are appearing in this proceeding on behalf of the DVRC, H&ER, and SVRC.

Gary A. Lackso, Esq.
General Counsel
Delaware Valley Railway Co., Inc.
Huron and Eastern Railway Co., Inc.
Saginaw Valley Railway Co., Inc.
301 Yarmato Road
Boca Raton, FL 33431

Louis E. Gitomer
Of Counsel
Ball Janik, LLP
Suite 225
1455 F Street, N.W.
Washington, D.C. 20005

Please add our names to the service list for receipt of all decisions of the Surface Transportation Board and the presiding Administrative Law Judge.
Honorable Vernon A. Williams  
August 7, 1997  
Page 2  

This letter is also a request of the applicants and all other known parties of record to serve us with all pleadings and correspondence filed to date, and filed hereafter in these proceedings and related matters.

Enclosed are an original and 25 copies of this letter, along with file dvrc.001 on a 3.5-inch floppy diskette formatted in Microsoft Word 6.0, which is convertible into WordPerfect 7.0. Please time and date stamp the extra original of this letter and return it with our messenger.

Sincerely,

Louis E. Gitomer  
Attorney for Delaware Valley Railway Co., Inc.,  
Huron and Eastern Railway Co., Inc., and  
Saginaw Valley Railway Co., Inc.

CERTIFICATE OF SERVICE

I hereby certify that I have this day served copies of this document upon each of the applicants' representatives and the Honorable Jacob Leventhal by first class mail postage pre-paid.

Louis E. Gitomer  
August 7, 1997
August 7, 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. 33338

Dear Secretary Williams:

Pursuant to Decision Nos. 6 and 12 in the above-referenced proceeding, the
United States Department of Transportation encloses herewith an original and
twenty-five copies of its Notice of Intent to Participate ("DOT-2") in this matter.
As requested, this document is also contained on the enclosed computer diskette,
formatted for WordPerfect 5.1 and therefore suitable for conversion into
WordPerfect 7.0.

I have also included an additional copy that I ask be date-stamped and returned
to the messenger.

Respectfully submitted,

Paul Samuel Smith
Senior Trial Counsel

Enclosures

cc: Hon. Jacob Leventhal
    Counsel for Applicants
BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.

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

F. D. No. 33388

NOTICE OF INTENT TO PARTICIPATE OF THE
UNITED STATES DEPARTMENT OF TRANSPORTATION

Introduction

Pursuant to Decision No. 6 of the Surface Transportation Board ("STB" or "Board") in the above-referenced matter, the United States Department of Transportation ("DOT" or "Department") hereby gives notice of its intent to participate in this proceeding. The Board herein will consider the application of CSX Corporation and CSX Transportation, Inc. ("CSXT"), Norfolk Southern Corporation and Norfolk Southern Railway Company ("NS"), and Conrail, Inc. and Consolidated Rail Corporation ("Conrail") to acquire control of Conrail and to divide its assets.

The proposed transaction is the first major railroad consolidation case in the Eastern United States since the Staggers Act. It encompasses over 44,000 miles of rail lines and related facilities and would fundamentally change all three of the major railroads in the East. If approved it will have major implications for transportation services, economic development, and community life in this, the most populated and heavily industrialized area of the country. The Department intends to review thoroughly all aspects of the proposed acquisition, as it has done in past mergers, and to make recommendations to the Board as appropriate. Additionally, as a result of our experience in other recent mergers of large railroad companies, the Department will also closely scrutinize the safety implications of the transaction.

1/ The Department selects the acronym "DOT" for use in this proceeding.

2/ Conrail, NS, and CSX are referred to herein collectively as "Applicant."
Safety and Rail Consolidations

CSXT, NS, and Conrail are widely recognized as successful and well-run transportation companies with long-standing commitments to safety. All have been responsive to the safety concerns of the Federal Railroad Administration ("FRA"), the operating administration of the Department responsible for overseeing the safety of railroad operations, and all have participated in FRA's Safety Assurance and Compliance Program, in which railroad and FRA officials jointly review carrier safety standards and practices. However, the proposed transaction is the most costly in the history of the industry and the first involving the division of a Class I carrier by two others. As noted, it also involves rail systems situated in the most populated and industrialized parts of the country. Consequently, the Department is aware that the negotiation and preparation of the proposed transaction, as well as the continuing planning and preparation necessary to the anticipated integration of these rail systems, have required a significant commitment of human and financial resources of the Applicants. The Department is committed to assuring that the task of the proposed acquisition not result in a diminution of resources necessary to guarantee continuing effective safety programs by the Applicants.

Previous mergers have given rise to concerns about the timely, effective integration of different corporate cultures as they relate to safety. To address similar concerns in connection with the proposed transaction, "safety action teams" are being established to focus on operational and safety issues on NS and Conrail. The CSXT safety team, instituted after a series of high-profile accidents, already is working in partnership with CSXT management and railroad labor to conduct a comprehensive review of operational and safety issues at CSXT. Although this CSXT effort was not initiated specifically because of the proposed transaction, its scope will be expanded consistent with those of the NS and Conrail reviews to assure continued safe operation of all of the Applicants' rail systems during this proceeding and any subsequent implementation and integration period.

As in previous mergers, if the application is approved the Applicants understandably will strive to realize the efficiencies projected in their operating plan as soon as possible. However, this goal cannot be reached at the expense of maintaining a safe railroad. Particularly when the transaction covers three rail systems as extensive as those of the Applicants, it is imperative that there be a fundamental commitment to safety throughout the new entities, with unified safety plans and programs over their entire systems. Integration of operations and services should proceed only when management and FRA are confident that safe and uniform operating practices have been implemented.
FRA has identified several specific areas in which safety concerns have arisen during the transition period in other recent mergers of large railroad companies, i.e., the Union Pacific ("UP") and Southern Pacific ("SP") railroads (collectively, "UPSP") and the Burlington Northern ("BN") and Acheson, Topeka & Santa Fe ("SF") railroads (collectively, "BNSF"). Among others, those areas include:

1) train control systems,
2) training and quality control at central dispatch centers,
3) train inspections and identification of hazardous material defects, and
4) hours of service for train crews.

The Department is concerned that the process of integrating the different corporate cultures of such large entities may have adversely affected the ongoing safety programs of the UPSP and BNSF, and we raised these issues in our filing in the UPSP oversight proceeding. F.D. No. 32761 (Sub-No. 21). The acquisition proposed in this case involves rail carriers of similar size, and it has generated similar concerns within DOT. The Department has therefore taken steps so that, if this application is approved by the Board, the safety programs of the three Applicants will not suffer during the implementation and integration period following approval.

To that end, the safety teams now assessing Conrail, CSXT, and NS will also scrutinize any proposed changes in operating and maintenance practices required by the integration process so that they will not result in adverse safety impacts. FRA intends to conduct an in-depth assessment of all these railroads as part of this process, and will deliver its findings to the Board, along with its action plans to address significant safety issues.

The Department may also submit recommendations addressing ways to ensure the safest possible integration of the merging railroads. These recommendations may include a request for the imposition of conditions that may be necessary to assure safety.
Conclusion

The Department intends to participate actively in this case. We will address critical issues relevant to safety, particularly between now and the prospective completion of the Applicants' operational plans, as well as matters traditionally of concern to DOT in rail consolidation proceedings.

Copies of pleadings should be served on the Department through the individuals listed below:

Paul Samuel Smith  
U.S. Department of Transportation  
400 Seventh Street, S.W.  
Room 4102  C-30  
Washington, D.C. 20590

Joseph Pomponio  
Federal Railroad Administration  
400 Seventh Street, S.W.  
RCC-20  
Washington, D.C. 20590

Respectfully submitted,

Nancy E. McFadden  
General Counsel
CERTIFICATE OF SERVICE

I hereby certify that I have on this day caused to be mailed a copy of the foregoing Notice of Intent to Participate of the United States Department of Transportation in Finance Docket No. 33388 on the Honorable Jacob Leventhal and on Counsel for the Applicants.

Paul Samuel Smith

August 7, 1997
August 7, 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
Lease/Agreements -- Conrail Inc.
and Consolidated Rail Corporation

Dear Secretary Williams:

Enclosed for filing in the above-referenced proceeding,
please find an original and 25 copies of The Detroit Edison
Company's Notice of Intent to Participate (DE-01). Also enclosed
is a diskette containing the text of this Notice in WordPerfect
5.1 format.

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

Thank you for your attention to this matter.

Sincerely,

C. Michael Loftus
An Attorney for The Detroit
Edison Company

CML 'raw
Enclosures
NOTICE OF INTENT TO PARTICIPATE OF THE DETROIT EDISON COMPANY

The Detroit Edison Company ("Detroit Edison") hereby notifies the Board of its intent to participate as a party of record in the above-captioned proceeding. Pursuant to 49 C.F.R. §1180.4(a)(2), Detroit Edison selects the acronym "DE" to identify all documents and pleadings it submits in this proceeding.

Detroit Edison requests that the Board provide the following persons with copies of all pleadings, notices, and decisions in this proceeding:

Gary Lapplander
Manager, Fuel Supply
The Detroit Edison Company
Room 1130/WCB
2000 Second Avenue
Detroit, Michigan 48226

C. Michael Loftus
Frank J. Pergolizzi
Jean M. Cunningham
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036
Respectfully submitted,

THE DETROIT EDISON COMPANY

C. Michael Loftus
Frank J. Pergolizzi
Jean M. Cunningham
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Dated: August 7, 1997

Attorneys and Practitioners
CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing Notice of Intent to Participate were served this 7th day of August, 1997, by first-class mail, postage pre-paid, upon:

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

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

Richard A. Allen, Esq.
Zuckert, Scoult & Rasenberger, L.L.P.
888 17th Street, N.W.
Washington, D.C. 20006-3939

Paul A. Cunningham, Esq.
Harkins Cunningham
Suite 600
1300 19th Street, N.W.
Washington, D.C. 20036

Jean M. Cunningham
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

Charles D. Bolam, for and on behalf of United Transportation Union-General Committee of Adjustment (A&LS), hereby gives notice of his intent to participate as a party of record.

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

August 7, 1997
CERTIFICATE OF SERVICE

I hereby certify I have served a copy of the foregoing upon
the following by first class mail postage-prepaid:

Jacob Leventhal, ALJ
Federal Energy Regulatory Commission
888 First Street, N.E.-#11F
WASHINGTON DC 20426

Dennis G. Lycns
Arnold & Porter
555-12th Street, N.W.
WASHINGTON DC 20004-1202

Richard A. Allen
Zuckert Scottt & Rasenberger
888-17th Street, N.W.-#600
WASHINGTON DC 20006-3939

Paul A. Cunningham
Harkins Cunningham
1300-19th Street, N.W.
WASHINGTON DC 20036

August 7, 1997
August 5, 1997

The Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
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:

Presented herewith for filing are an original and 25 copies of the Commonwealth of Massachusetts Executive Office of Transportation and Construction's (MOTC) intent to participate and become a party of record in the proceedings of Finance Docket No. 33388.

Thank you for your attention to this matter.

Sincerely,

Patrick J. Moynihan  
Secretary
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 CONSOLIDATEL PA. L CORPORATION

EXECUTIVE OFFICE OF TRANSPORTATION AND CONSTRUCTION'S
INTENT TO PARTICIPATE

The Commonwealth of Massachusetts through its Executive Office of Transportation and Construction (EOTC) hereby gives notice that it intends to participate as a party of record in the above-captioned proceeding. EOTC's participation may include submission of a responsive application, comments, a request for protective conditions or such other participation as it may deem appropriate.

EOTC hereby requests that it be made a party to this proceeding, that it be added to the appropriate service lists and that the Board furnish it with all relevant notices. Correspondence should be sent to James F. McGrail as counsel for the Executive Office of Transportation and Construction.

Respectfully submitted,

Patrick J. Moynihan, Secretary
COMMONWEALTH OF MASSACHUSETTS
EXECUTIVE OFFICE OF TRANSPORTATION
AND CONSTRUCTION
10 Park Plaza, Room 3170
Boston, MA 02116-3969

Date: August 5, 1997
CERTIFICATE OF SERVICE

I hereby certify that on the 5th day of August, 1997, I served a copy of the foregoing Executive Office of Transportation and Construction's Notice of Intent to Participate by first class mail, postage prepaid, upon:

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

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

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

Paul A. Cunningham, Esq.
Markins Cunningham
1300 19th Street, N.W., Suite 600
Washington, D.C. 20002

Richard G. Slattery, Esq.
National Railroad Passenger Corporation
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002

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

John M. Nannes, Esq.
Scot B. Hutchins, Esq.
Skadden, Arps, Slate, Meagher & Flom, LLP
1440 New York Avenue, N.W.
Washington, DC 20005-2111

Mark G. Aron, Esq.
Peter J. Schudtz, Esq.
Ellen M. Fitzsimmons, Esq.
CSX Corporation
One James Center
901 East Cary Street
Richmond, VA 23129
P. Michael Giftos, Esq.
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

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

Timothy O'Toole, Esq.
Constance L. Abrams, Esq.
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19101

John D. Cirame
Deputy General Counsel
Counsel for the Commonwealth of Massachusetts Executive Office of Transportation and Construction
August 6, 1997

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

Dear Sir/Madam:

Enclosed for filing please find an original and twenty five copies of a Notice of Intent to Participate and a Certificate of Service from the Rutgers Environmental Law Clinic on behalf of the Tri-State Transportation Campaign.

Thank you.

Respectfully submitted,

Edward Lloyd, Esq.

cc: James C. Bishop, Jr.
Richard A. Allen
John M. Nannes
Mark G. Aron
P. Michael Giftos
Dennis G. Lyons
Samuel M. Sipe, Jr.
Timothy T. O'Toole
Paul A. Cunningham
Before the
SURFACE TRANSPORTATION BOARD
Washington, D.C.

Finance Docket No. 33388

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

NOTICE OF INTENT TO PARTICIPATE

Please enter the appearance of the undersigned counsel on behalf of the Rutgers
Environmental Law Clinic, acting on behalf of the Tri-State Transportation Campaign which
intends to participate and become a party of record in this proceeding. Pursuant to 49 C.F.R. §
1104.12 service of all documents filed in this proceeding should be made upon the undersigned.

Dated: August 6, 1997

Respectfully submitted,

Edward Lloyd
Rutgers Environmental Law Clinic
15 Washington Street
Newark, New Jersey 07102-3192
(973) 353-5695
CERTIFICATE OF SERVICE

I hereby certify that on August 6, 1997, a copy of the foregoing Rutgers Environmental Law Clinic’s Notice of Intent To Participate was served by first-class, U.S. mail, postage prepaid upon the following:

James C. Bishop, Jr.
William C. Wooldridge
James L. Howe, III
Robert J. Cooney
George A. Aspatore
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9241

Richard A. Allen, Esquire
James A. Calderwood
Andrew R. Plump
John V. Edwards
Zuckert, Scoulis & Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Washington, D.C. 20006-3939

John M. Nannes
Scot B. Hutchins
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

Mark G. Aron
Peter J. Shudtz
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129

P Michael Giftos
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Speed Code J-120
Jacksonville, FL 32202

Lennis G. Lynch, Esquire
Richard L. Rosen
Paul T. Denis
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202

Samuel M. Sipe, Jr.
Timothy M. Walsh
Steptoe & Johnson LLP
1330 Connecticut Avenue
Washington, D.C. 20036-1795

Timothy T. O'Toole
Constance L. Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

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

Edward Lloyd
August 6, 1997

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

Attn: Case Control Branch, STB Finance Docket No. 33388

Dear Secretary:

Enclosed for filing are an original and twenty copies of the “Initial Comments of the Illinois Department of Transportation” (IDOT-1) with an accompanying Certificate of Service. The initial comments and this letter are a Notice of Intent to Participate in Finance Docket No. 33388.

It is requested that the following be added to the service list:

William F. Cottrill
Assistant Attorney General
100 W. Randolph St. - 12th Floor
Chicago, IL 60601
(312) 814-4323

Merrill L. Travis
Chief, Bureau of Railroads
Illinois Department of Transportation
2300 S. Dirksen Parkway - Room 302
Springfield, IL 62764
(217) 782-2835

Sincerely,

Merrill L. Travis
Chief, Bureau of Railroads
INITIAL COMMENTS ON BEHALF OF THE ILLINOIS DEPARTMENT OF TRANSPORTATION

The Department of Transportation, having received the above-referenced control application and Commission's notices, intends to participate formally in this proceeding, and become a party of record to the entire CSX and Norfolk Southern join application to acquire the Conrail System.

The department has no other comments at this time. The determination of a position will depend upon a review of comments and evidence submitted by other parties in response to the application. The Department of Transportation will indicate its position and submit evidence by the particular due dates established for subsequent filings.

Respectfully Submitted,

Merrill L Travis,
Chief, Bureau of Railroads

August 6, 1997
CERTIFICATE OF SERVICE

I hereby certify that on the 6th day of August, 1997, I served the foregoing
"Initial Comments on Behalf of the Illinois Department of Transportation" by first class
mail, postage prepaid, upon all parties as listed on the attached sheet.

William F. Cottrell
Assistant Attorney General
100 W. Randolph St. - 12th Fl.
Chicago, IL 60601
Service List

Finance Docket No. 33388

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

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

Richard A. Allen Esq.
Zuckert, Scott & Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Suite 600
Washington, DC 20003-3939

Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth Street N.W.
Suite 600
Washington, DC 20036
Before the
SURFACE TRANSPORTATION BOARD
Washington, D.C.

Finance Docket No. 33388

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

NOTICE OF INTENT TO PARTICIPATE

Please enter the appearance of the undersigned, acting on behalf of the citizens of the 10th Congressional District of Ohio, who intends to participate and become a party of record in this proceeding. Pursuant to 49 C.F.R. Sect. 1104.12, service of all documents filed in this proceeding should be made upon the undersigned.

Dated: August 7, 1997

Respectfully submitted

The Honorable Dennis J. Kucinich
United States House of Representatives
1730 Longworth House Office Building
Washington, DC 20515
CERTIFICATE OF SERVICE

I hereby certify that on August 7, 1997, a copy of the foregoing Congressman Dennis J. Kucinich’s Notice of Intent To Participate was served by first-class, U.S. mail, postage prepaid upon the following:

James C. Bishop, Jr.
William C. Wooldrige
James L. Howe, III
Robert J. Cooney
George A. Aspatore
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9241

Richard A. Allen, Esquire
James A. Calderwood
Andrew R. Plump
John V. Edwards
Zuckert, Scoult & Rosenberger, L.L.P.
888 Seventeenth Street, N.W.
Washington, D.C. 20006-3939

John M. Nannes
Scoi B. Hutchins
Skadden, Arps, Slate
Meagher & Flom L L.P.
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

Mark G. Aron
Peter J. Shudtz
CSX Corporation
902 East Cary Street
Richmond, VA 23129

P. Michael Giftos
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Speed Code J-120
Jacksonville, FL 32202

Dennis G. Lyons, Esquire
Richard L. Rosen
Paul T. Denis
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202

Samuel M. Sipe, Jr.
Timothy M. Walsh
Sieptoe & Johnson L.L.P.
1330 Connecticut Avenue
Washington, D.C. 20036-1795

Timothy T. O’Toole
Constance L. Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, P.A. 19103

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

[Signature]

DAVID J. ROBINSON
Notary Public
District of Columbia
My Commission Expires September 14, 1997
CERTIFICATE OF SERVICE

I hereby certify that on August 7, 1997, a copy of the foregoing Congressman Dennis J. Kucinich’s Notice of Intent To Participate was served by first-class, U.S. mail, postage prepaid upon the following:

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

DISTRICT OF COLUMBIA
SIGNED BEFORE ME BY JOHN EDCELL
THIS 7TH DAY OF AUGUST, 1997

Notary

DAVID J. ROBINSON
Notary Public
District of Columbia
My Commission Expires September 14, 1997

Rep. Kucinich
202(225-5781)
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

KANSAS DEPARTMENT OF TRANSPORTATION
NOTICE OF INTENT TO PARTICIPATE

John Jay Rosacker
Attorney at Law
Bureau of Transportation Planning
Office of Rail Affairs
Kansas Department of Transportation
217 SE 4th
Topeka, KS 66603

Date: JULY 25, 1997

ENTERED
Office of the Secretary

AUG 7 1997
5
Part of Public Record
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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

--CONTROL AND OPERATING LEASES/AGREEMENTS--
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

KANSAS DEPARTMENT OF TRANSPORTATION
NOTICE OF INTENT TO PARTICIPATE

Comes now the Kansas Department of Transportation (KDOT) on behalf of the State of Kansas before the Surface Transportation Board (Board) and hereby give notice of its intent to participate as a Party of Record (POR) in this proceeding.

KDOT is authorized by the State of Kansas to coordinate the planning, development and operation of the various modes and systems of transportation in Kansas. KDOT has represented the public interests of the State of Kansas in a number of ICC and Board proceedings. KDOT is the designated state rail planning agency pursuant to 49 U.S.C. 1654 and administers the Local Rail
Freight Assistance Program. The Bureau of Transportation Planning's Office of Rail Affairs within KDOT coordinates all rail transportation matters.

KDOT on behalf of the State of Kansas requests the Board allow it to be a party of record in this proceeding.

Respectfully submitted

John Jay Rosacker
Attorney at Law
Bureau of Transportation Planning
Office of Rail Affairs
Kansas Department of Transportation
217 SE 4th
Topeka, KS 66603
913-296-0342
Freight Assistance Program. The Bureau of Transportation Planning’s Office of Rail Affairs within KDOT coordinates all rail transportation matters.

KDOT on behalf of the State of Kansas requests the Board allow it to be a party of record in this proceeding.

Respectfully submitted

John Jay Rosacker
Attorney at Law
Bureau of Transportation Planning
Office of Rail Affairs
Kansas Department of Transportation
217 SE 4th
Topeka, KS 66603
913-296-0342
CERTIFICATE OF SERVICE

I hereby certify that on August 1, 1997 copies of KDOT’s notice of intent to participate was mailed to the following parties:

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

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

Richard A. Allan, Esq.
Zuckert, Scout & Rasenberger, L.L.P.
888 Seventeenth Street, NW
Suite 600
Washington, DC 2006-3939

Paul A. Cunningham, Esq.
Harkins Cunningham
1399 Nineteenth Street, NW
Suite 600
Washington, DC 20036

John J. B. Piatt
BY HAND

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

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:

On behalf of our client, New York & Atlantic Railway ("NYAR"), we request that R. Lawrence McCaffrey, Jr., chairman of NYAR, be placed on the service list of the above-referenced proceeding as a party of record ("Request"). In accordance with Decision No. 6 by the Surface Transportation Board ("Board"), dated May 30, 1997, regarding the submission of formal filings to the Board in this proceeding, enclosed are 25 copies of this Request and a certificate of service. Also enclosed is a 3.5 inch disk containing this Request formatted in WordPerfect. This pleading and the accompanying disk are designated as NYAR No. 1, in accordance with 49 C.F.R. § 1180.4(a)(2).

Material should be sent to the following addresses:

Mr. R. Lawrence McCaffrey, Jr. 
New York & Atlantic Railway  
405 Lexington Avenue  
50th Floor  
New York, NY 10174  
(212) 687-9500 (telephone)  
(212) 687-9501 (facsimile)
Mark H. Sidman, Esq.
Weiner, Brodsky, Sidman & Kider, P.C.
1350 New York Avenue, N.W.
Suite 800
Washington, D.C. 20005-4797
(202) 628-2000 (telephone)
(202) 628-2011 (facsimile)

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

Very truly yours,

Mark H. Sidman

cc: R. Lawrence McCaffrey, Jr., New York & Atlantic Railway
CERTIFICATE OF SERVICE

I hereby certify that on August 7, 1997, a copy of the foregoing Request was served by first-class mail, postage pre-paid, on the following addressees:

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

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

Richard A. A'len, Esq.
Zuckert Scoult & Rasenberger, L.L.P.
Suite 600
888 Seventeenth Street, NW.
Washington, DC 20006-3939

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

Mark H. Sidman, Esq.
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-000:

Re: Duplicate Notice of Intent to Participate
in STE Finance Docket No. 33388 submitted
on behalf of Ohio Rail Development Commercial
Public Utilities Commission of Ohio

Dear Secretary Williams:

Acting on behalf of the separate and distinct interests
of the Ohio Rail Development Commission and the Public Utilities
Commission of Ohio, the Assistant Attorney General of the State
dispatched a notice of intent to participate in the above matter
on August 6, 1997 for delivery by overnight service. Because of
the uncertainties of such service in the present situation, the
Attorney General’s office requested me to execute and file a
duplicate Notice in order to assure timely receipt of the Notice.
Acronyms ORDC and PUCO have been added to the duplicate Notice to
comply with the Board’s requirement in that regard.

The Board’s understanding in the circumstances is very
much appreciated.

Sincerely,

Keith O’Brien

cc: Duane W. Luckey
Assistant Attorney General
Public Utilities Section
August 6, 1997

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

Re: Ohio Rail Development Commission/Public Utilities Commission of
Ohio Joint Notice of Intent to Participate STB Finance Docket No.
33388.

Dear Secretary:

Enclosed are the original and 30 copies of the above-captioned pleading
for filing in this docket. Please date stamp and return the extra copies in the
enclosed postage prepaid envelope. Please note that although the enclosed
notice is filed jointly, the Ohio Rail Development Commission and the Public
Utilities Commission of Ohio have separate and distinct regulatory roles
under Ohio law and each is requesting to be served with all papers filed in the
above-captioned docket.

Thank you for your attention to this matter.

Very truly yours,

Duane W. Luckey
Assistant Attorney General
Public Utilities Section
180 East Broad Street
Columbus, OH 43215-3793
(614) 466-4396
FAX: (614) 464-8764

cc: Thomas O'Leary
Alfred P. Agler
Daniel A. Malkoff
Before the
SURFACE TRANSPORTATION BOARD ORPC - 1/PUCO - 1

FINANCE DOCKET NO. 33388

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

JOINT NOTICE OF INTENT TO PARTICIPATE
SUBMITTED ON BEHALF OF
THE OHIO RAIL DEVELOPMENT COMMISSION
AND
THE PUBLIC UTILITIES COMMISSION OF OHIO

In accordance with the Procedural Schedule issued by the Surface Transportation Board on May 30, 1997, the Ohio Rail Development Commission and the Public Utilities Commission of Ohio, through their respective counsel, hereby notify the Board of their intent to participate in this proceeding. We request that the following persons be added to the official service list maintained by the Board in this proceeding:

Ohio Rail Development Commission
Thomas M. O'Leary
Executive Director
50 West Broad St, Suite 1510
Columbus, OH 43215
(614) 644-0306
Fax: (614) 728-4520

Public Utilities Commission of Ohio
Alfred P. Agler
Director, Transportation
180 E. Broad St, 5th Floor
Columbus, OH 43215
(614) 686-3392
Fax: (614) 752-8349
Respectfully submitted,

Betty D. Montgomery
Attorney General

Duane W. Luckey
Assistant Attorney General
Public Utilities Section
180 East Broad Street
Columbus, OH 43215-3793
(614) 466-4396
FAX: (614) 644-8764

Attorney for the Public Utilities
Commission of Ohio

Daniel A. Malkoff
Assistant Attorney General
Transportation Section
37 West Broad Street - 3rd Floor
Columbus, OH 43215
(614) 466-4656
FAX: (614) 466-1756

Attorney for Rail Development
Commission
CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing JOINT NOTICE OF INTENT TO PARTICIPATE was served by regular U.S. mail, postage prepaid, or hand-delivered, upon the following parties of record, this 6th day of August, 1997.

PARTIES OF RECORD:

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

Richard A. Allen
Zuckert Scoutt & Rasenberger, LLP
Suite 600, 888 17th St., N.W.
Washington, D.C. 20006-3939

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

Paul A. Cunningham
Harkins Cunningham
Suite 600, 1300 19th St., N.W.
Washington, D.C. 20036

Duane W. Luckey
Assistant Attorney General
Office of the Secretary
Surface Transportation Board
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

CCCR - 1

Connecticut Central Railroad:
Notice of Intent to Participate in Proceeding

August 7, 1991

Lear Secretary Williams:

By this letter, the Connecticut Central Railroad ("CCCR") submits to the Surface Transportation Board notice of its intent to participate in the above-captioned proceeding. CCCR hereby requests that it be added to the Board's list of Parties of Record.

CCCR, a common carrier by railroad operating entirely within the State of Connecticut, has not yet determined the scope of its participation in this proceeding, but may, at the appropriate time and as circumstances warrant, issue comments, a request for protective conditions, or it may elect to submit a responsive application.

CCCR understands that, by virtue of this submission, it will be added to the appropriate service lists, and that the Board will furnish it with all relevant notices hereafter. Correspondence should be sent to CCCR's counsel as follows:
Robert A. Wimbish
John D. Heffner
REA, CROSS & AUCHINCLOSS
Suite 420
1920 "N" Street, N.W.
Washington, D.C. 20036

Please contact the undersigned if we may be of any assistance.

Sincerely,

[Signature]

Robert A. Wimbish
Counsel for the Connecticut Central Railroad

c:  Russell G. St. John
Robert Bass
CERTIFICATE OF SERVICE


Robert A. Wimbish
Office of the Secretary
Surface Transportation Board
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

MSRR - 1

Wabash & Western Railway Co. d/b/a Michigan Southern Railroad:
Notice of Intent to Participate in Proceeding

Dear Secretary Williams:

By this letter, the Wabash & Western Railway Co. d/b/a Michigan Southern Railroad ("MSRR") submits to the Surface Transportation Board notice of its intent to participate in the above-captioned proceeding. MSRR hereby requests that it be added to the Board’s list of Parties of Record.

MSRR, a short line rail common carrier operating lines in the States of Michigan and Indiana, has not yet determined the scope of its participation in this proceeding, but may, at the appropriate time and as circumstances warrant, issue comments, a responsive application, or a request for protective conditions.

MSRR understands that, by virtue of this submission, it will be added to the appropriate service lists, and it requests that the Board will furnish it with all relevant notices hereafter. Correspondence should be sent to MSRR’s counsel as follows:

Fax: (202) 659-4934
 Phone: (202) 785-3700
John D. Heffner  
Robert A. Wimosh  
REA, CROSS & AUCHINCROSS  
Suite 420  
1920 "N" Street, N.W.  
Washington, D.C. 20036

Please contact the undersigned if we may be of any assistance.

Sincerely,

John D. Heffner

Counsel for the Wabash & Western Railway Co. d/b/a Michigan Southern Railroad

cc: Daniel LaKemper, Esq.
CERTIFICATE OF SERVICE


John D. Heffner
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

Frank R. Pickell, for and on behalf of the United Transportation Union, General Committee of Adjustment—Conrail West & South/Norfolk Southern Railway Co. (GO-777), hereby gives notice of intent to participate as a party of record in this proceeding.

FRANK R. PICKELL
United Transportation Union
6797 North High Street—#108
Worthington, OH 43085

August 7, 1997
CERTIFICATE OF SERVICE

I hereby certify I have served a copy of the foregoing upon the following by first class mail postage-prepaid:

Jacob Leventhal, ALJ
Federal Energy Regulatory Commission
888 First Street, N.E.-#11F
WASHINGTON DC 20426

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

Richard A. Allen
Zuckert Scoultt & Rasenberger
888-17th Street, N.W.-#600
WASHINGTON DC 20006-3939

Paul A. Cunningham
Harkins Cunningham
1300-19th Street, N.W.
WASHINGTON DC 20036

August 7, 1997

FRANK R. PICKELL
Before The  
SURFACE TRANSPORTATION BOARD  
Washington, D.C.  

Finance Docket No. 33388  

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

NOTICE OF INTENT TO PARTICIPATE  

Please enter the appearance of the undersigned on behalf of the City of Bay Village,  
Ohio, acting on behalf of the municipality, which intends to participate and become a party  
of record in this proceeding. Pursuant to 49 C.F.R. §1104.12, service of all documents filed  
in this proceeding should be made upon the undersigned.  

Dated: August 6, 1997  

Respectfully submitted,  

Gary A. Ebert (#03394)  
Law Director  
City of Bay Village, Ohio  
350 Dover Center Road  
Bay Village, Ohio 44140
CERTIFICATE OF SERVICE

I hereby certify that on August 6, 1997, a copy of the foregoing City of Bay Village, Ohio’s Notice of Intent to Participate was served via regular U.S. Mail, postage prepaid upon the following:

<table>
<thead>
<tr>
<th>Administrative Law Judge Jacob Leventhal</th>
<th>Mark G. Aron</th>
</tr>
</thead>
<tbody>
<tr>
<td>Federal Energy Regulatory Commission</td>
<td>Peter J. Shudtz</td>
</tr>
<tr>
<td>888 First Street, N.E.</td>
<td>CSX Corporation</td>
</tr>
<tr>
<td>Suite 11F</td>
<td>One James Center</td>
</tr>
<tr>
<td>Washington, DC 20426</td>
<td>902 East Cary Street</td>
</tr>
<tr>
<td></td>
<td>Richmond, VA 23129</td>
</tr>
<tr>
<td>James C. Bishop, Jr.</td>
<td>P. Michael Giftos</td>
</tr>
<tr>
<td>William C. Wooldridge</td>
<td>Paul R. Hitchcock</td>
</tr>
<tr>
<td>James L. Howe, III</td>
<td>CSX Transportation, Inc</td>
</tr>
<tr>
<td>Robert J. Cooney</td>
<td>500 Water Street</td>
</tr>
<tr>
<td>George A. Aspatore</td>
<td>Speed Code J-120</td>
</tr>
<tr>
<td>Norfolk Southern Corporation</td>
<td>Jacksonville, FL 32202</td>
</tr>
<tr>
<td>Three Commercial Place</td>
<td></td>
</tr>
<tr>
<td>Norfolk, VA 23510-9241</td>
<td></td>
</tr>
<tr>
<td>Richard A. Allen</td>
<td>Dennis G. Lyons</td>
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<tr>
<td>James A. Calderwood</td>
<td>Richard L. Rosen</td>
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<tr>
<td>Andrew R. Plump</td>
<td>Paul T. Denis</td>
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<tr>
<td>John V. Edwards</td>
<td>Arnold &amp; Porter</td>
</tr>
<tr>
<td>Zuckert Sussen &amp; Rasenberger, L.L.P.</td>
<td>555-12th Street, N.W.</td>
</tr>
<tr>
<td>888-17th Street, N.W.</td>
<td>Washington, DC 20004-1202</td>
</tr>
<tr>
<td>Washington, DC 20006-3939</td>
<td></td>
</tr>
<tr>
<td>John M. Nannes</td>
<td>Samuel M. Sipe, Jr.</td>
</tr>
<tr>
<td>Scot B. Hutchins</td>
<td>Timothy M. Walsh</td>
</tr>
<tr>
<td>Skadden, Arps, Slate, Meagher &amp; Flom, L.L.P.</td>
<td>Steptoe &amp; Johnson, L.L.P.</td>
</tr>
<tr>
<td>1440 New York Avenue, N.W.</td>
<td>1330 Connecticut Avenue</td>
</tr>
<tr>
<td>Washington, DC 20005-2111</td>
<td>Washington, DC 20036-1795</td>
</tr>
</tbody>
</table>
CITY OF BAY VILLAGE

Gary A. Ebert, Esq.
Law Director
City of Bay Village
350 Dover Center Road
Bay Village, Ohio 44140

SWORN TO BEFORE ME and
subscribed in my presence
this 18th day of August, 1997

Notary Public

PATRICIA ANN WADE
Notary Public, State of Ohio
 Recorded in Medina County
 My Commission Expires Dec. 29, 1999
Before The
SURFACE TRANSPORTATION BOARD
Washington, D.C.

Finance Docket No. 33388

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

NOTICE OF INTENT TO PARTICIPATE

Please enter the appearance of the undersigned on behalf of the City of Rocky River,
Ohio, acting on behalf of the municipality, which intends to participate and become a party
of record in this proceeding. Pursuant to 49 C.F.R. §1104.12, service of all documents filed
in this proceeding should be made upon the undersigned.

Dated: August 6, 1997

Respectfully submitted,

Gary A. Ebert (#0003394)
signing for David J. Matty
Law Director
City of Rocky River
21012 Hilliard Road
Rocky River, OH 44116-3298
CERTIFICATE OF SERVICE

I hereby certify that on August 6, 1997, a copy of the foregoing City of Rocky River, Ohio’s Notice of Intent to Participate was served via regular U.S. Mail, postage prepaid upon the following:

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

James C. Bishop, Jr.
William C. Wooldridge
James L. Howe, III
Robert J. Cooney
George A. Aspatore
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9241

Richard A. Allen
James A. Calderwood
Andrew R. Plump
John V. Edwards
Zuckert Scutt & Rasenberger, L.L.P.
888 17th Street, N.W.
Washington, DC 20006-3939

John M. Nannes
Scot B. Hutchins
Skadden, Arps, Slate, Meagher & Flom, L.L.P.
1440 New York Avenue, N.W.
Washington, DC 20005-2111

Mark G. Aron
Peter J. Shudtz
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129

P. Michael Giftos
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Speed Code J-120
Jacksonville, FL 32202

Dennis G. Lyons
Richard L. Rosen
Paul T Denis
Arnold & Porter
555-12th Street, N.W.
Washington, DC 20004-1202

Samuel M. Sipe, Jr.
Timothy M. Walsh
Steptoe & Johnson, L.L.P.
1330 Connecticut Avenue
Washington, DC 20036-1795

2
CITY OF ROCKY RIVER

Gary A. Ebet (#C003394)
signing for David J. Matty,
Law Director, City of Rocky River
21012 Hilliard Road
Rocky River, OH 44116-3398

SWORN TO BEFORE ME and subscribed in my presence this 6th day of August, 1997

PATRICIA ANN WADE
Notary Public

M:\HOME\ALEX\91-0478B.PLD

My Commission Expires Dec. 29, 1999
August 6, 1997

Surface Transportation Board
Office of the Secretary
Case Control Unit
Attention STB Finance Docket #33388
1925 K Street, NW
Washington, DC 20423-0001

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

Dear Mr. Secretary:

The West Virginia Association for Economic Development Through the Joint Use of Conrail Tracks by Norfolk Southern and CSXT (WVED) is an informal, ad hoc organization consisting of shippers and interested parties in West Virginia with a concern and interest in competitive and viable rail service following the restructuring being proposed in this proceeding.

As of the date of this filing, the current members of WVED are as follows:

American Electric Power Company - Mr. Ron Young
Amherst Industries - Mr. Charles Jones
Appalachian Timber Service, Inc. - Mr. Rick Gibson
Appalachian Timber Service, Inc. - Mr. Dave Lane
CAEZWV - Ms. Terrell Ellis
Charleston Steel - Mr. Michael Hamon
The West Virginia Association for Economic Development Through the Joint Use of Conrail Tracks by Norfolk Southern and CSXT (WVED) hereby notifies the Surface Transportation Board, pursuant to Decision No. 12 served July 23, 1997, in this above captioned Docket that the WVED intends to participate in this proceeding as a full party of record. Please add WVED to the service list in this proceeding, at the following address:
The West Virginia Association for Economic Development Through the Joint Use of Conrail Tracks by Norfolk Southern and CSXT (WVED)
P. O. Box 149
200 Greenbrier Road
Summersville, WV 26651
Phone (304) 872-3000
Fax (304) 872-3022

Thank you for your attention to this matter.

Sincerely,

[Signature]

William T. Bright
The West Virginia Association for Economic Development Through the Joint Use of Conrail Tracks by Norfolk Southern and CSXT (WVED)
Certificate of Service

I hereby certify that I have this 6th day of August, 1997, caused copies of
the foregoing document to be served by first-class mail upon Administrative Law Judge
Jacob Leventhal and upon counsel for Applicants, as follows:

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

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

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

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

[Signature]

William T. Bright
August 6, 1997

Office of the Secretary
Case Control Branch
ATTN: STP Finance Docket 33388
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Re: STB Finance Docket No. 33388

Dear Secretary,

Enclosed please find original and 25 copies of Notice of Intent to Participate in the above referenced matter.

Very truly yours,

James E. Shepherd, CEO

cc: ALJ Jacob Leventhal
    Dennis G. Lyons, Esq.
    Richard A. Allen, Esq.
    Paul A. Cunningham, Esq.
NOTICE OF INTENT TO PARTICIPATE

PLEASE TAKE NOTICE of the intent to participate in the above proceedings of Tuscola & Saginaw Bay Railway Company, Inc.

Dated 8/14/97

James E. Shepherd
CEO, Tuscola & Saginaw Bay Railway Co., Inc.
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

NOTICE OF APPEARANCE

ARCO Chemical Company, by its undersigned counsel, respectfully herewith enters its appearance as a party of record in STB Finance Docket No. 33388, the proposed acquisition of Conrail by CSX and Norfolk Southern railroads.

ARCO Chemical Company adopts the acronym “ARCO” for identification of its pleadings in this proceeding.

Respectfully submitted,

Eugene M. Fitzmaurice
ARCO Chemical Company
3801 West Chester Pike
Newtown Square, PA 19073
(610) 359-3201

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

Attorney for ARCO Chemical Company

August 7, 1997
CERTIFICATE OF SERVICE

I, Kimberly L. Bigley, a secretary at the law firm of Keller and Heckman LLP, hereby certify that a copy of the foregoing Notice of Appearance was served by first-class mail, postage prepaid, on this 7th day of August, 1997, upon:

Administrative Law Judge Jacob Leventhal:
Federal Energy Regulatory Commission
888 First Street, NE, Suite 11F
Washington, DC 20426

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

Richard A. Allen, Esquire
Zuckert Scovel & Rasenberger, L.L.P.
Suite 600
888 Seventeenth Street, NW
Washington, DC 20006-3939

Paul A. Cunningham, Esquire
Harkins Cunningham
Suite 600
1300 Nineteenth Street, NW
Washington, DC 20036

Kimberly L. Bigley
August 7, 1997

BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary, Surface Transportation Board
Case Control Branch
ATTN: STB Finance Docket No. 33388
Surface Transportation Board
1925 K Street, N.W.
Washington, 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 for filing in the above-referenced docket are an original and
twenty-five copies of Regional Railroad of America’s Notice of Intent to Participate.
Also enclosed is a 3.5-inch diskette, formatted for Word for Windows, containing the
pleading.

Thank you for your assistance.

Sincerely,

Peter A. Gilbertson
President
Regional Railroads of America

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

Finance Docket No. 33388

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

REGIONAL RAILROADS OF AMERICA'S
NOTICE OF INTENT TO PARTICIPATE

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

August 7, 1997
REGIONAL RAILROADS OF AMERICA'S
NOTICE OF INTENT TO PARTICIPATE

Regional Railroads of America hereby provides notice of its intent to participate as an active party in this proceeding. Please include the following individual in the official Service List for the proceeding, so that copies of all pleadings and decisions are served on him:

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

Respectfully submitted,

[Signature]

Peter A. Gilbertson
President
Regional Railroads of America
CERTIFICATE OF SERVICE

I hereby certify that on this 7th day of August, 1997, I served by the means indicated below a copy of the foregoing Regional Railroad of America’s Notice of Intent to Participate on the following:

The Honorable Jacob Leventhal
Administrative Law Judge
Federal Energy Regulatory Commission
889 3 First Street, N.E., Suite 11F
Washington, D.C. 20426
(by hand)

Counsel for Applicants
(by first-class mail)

Counsel for all known parties of record
(by first-class mail)

[Signature]
August 7, 1997

VIA HAND DELIVERY

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

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

Dear Secretary:

Enclosed you will find an original and twenty-five copies of the Notice of Intent to Participate as Parties of Record: National Association of Reversionary Property Owners and Landowners who are Members of Plaintiffs Class in Indiana. This Notice is entered by Nels J. Ackerson, Esq., The Ackerson Group, Chartered, on behalf of the National Association of Reversionary Property Owners and Landowners who are Members of Plaintiffs Class in Lewellen v. Consolidated Rail Corp., Cause No. 54C01 9406 CP 0187 (Montgomery Circuit Court, Indiana).

Also enclosed is a 3.5 inch diskette containing the filing saved in WordPerfect 6.1 for Windows, which can be converted to WordPerfect 7.0. Also enclosed is an extra copy which we request that you time-stamp and return to our hand deliverer.

Sincerely,

THE ACKERSON GROUP, CHARTERED

Nels J. Ackerson

enclosures
cc: Administrative Law Judge Jacob Leventhal
Applicants' representatives
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
AS PARTIES OF RECORD:
NATIONAL ASSOCIATION OF REVERSIONARY PROPERTY OWNERS
AND LANDOWNERS WHO ARE MEMBERS
OF PLAINTIFFS CLASS IN INDIANA

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

On behalf of the National Association of Reversionary Property Owners and Landowners who are Members of Plaintiffs Class in Lewellen v. Consolidated Rail Corp., Cause No. S4C01 9406 CP 0.87 (Montgomery Circuit Court, Indiana).

Dated: August 7, 1997
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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

NOTICE OF INTENT TO PARTICIPATE
AS PARTIES OF RECORD:
NATIONAL ASSOCIATION OF REVERSIONARY PROPERTY OWNERS AND Landowners who are Members of Plaintiffs Class in Indiana

Please enter the appearance in this proceeding of the below-named attorneys on behalf of the National Association of Reversionary Property Owners ("NARPO") and Landowners who are Members of Plaintiffs Class in Lewellen v. Consolidated Rail Corp., Cause No. 54C01 9406 CP 0187 (Montgomery Circuit Court, Indiana) ("Class Action Plaintiffs"). NARPO and Class Action Plaintiffs intend to participate in this proceeding as parties of record. Accordingly, please place the named attorneys, at the address provided, on the service list to receive all pleadings and decisions in this proceeding.

Respectfully submitted,

Nels J. Acerson
CERTIFICATE OF SERVICE

I hereby certify that on this 7th day of August, 1997, a copy of the foregoing Notice of Intent to Participate as Parties of Record: National Association of Reversionary Property Owners and Landowners who are Members of Plaintiffs Class in Indiana was served upon the following by first class, postage prepaid U.S. mail.

Nels J. Ackerson

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

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

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

Paul A. Cunningham, Esq.
Harkins Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
August 6, 1997

Surface Transportation Board
Office of the Secretary
Case Control Unit
Attention STB Finance Docket #33388
1925 K Street, NW
Washington, DC 20423-0001

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

Dear Mr. Secretary:

The Elk River Railroad, Incorporated ("TERRI") hereby notifies the Surface Transportation Board, pursuant to Decision number 12 served July 23, 1997 in this above captioned Docket that TERRI intends to participate in this proceeding as a full party of record. Please add TERRI to the service list in this proceeding, at the following address:

The Elk River Railroad, Inc.
P. O. Box 460, 300 Greenbrier Road
Summersville, WV 26651
Phone (304) 872-3000
Fax (304) 872-3052

Thank you for your attention to this matter.

Sincerely,

Frank N. Jorgensen
President

FNJ:am
Certificate of Service

I hereby certify that I have this 6th day of August, 1997, caused copies of the foregoing document to be served by first-class mail upon Administrative Law Judge Jacob Leventhal and upon counsel for Applicants, as follows:

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

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

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

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

Frank N. Jorgensen
President
August 7, 1997

Surface Transportation Board
Office of the Secretary
Case Control Unit
ATTENTION: STB Finance Docket No. 33388
1025 K Street, N.W.
Washington, D.C. 20423-0001

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

Dear Mr. Secretary:

Pursuant to the Board’s Decision No. 12 served in the above-captioned proceeding on July 23, 1997, this is to advise that North American Logistic Services, a division of Mars, Inc., intends to participate in this proceeding.

An additional 25 copies of this letter are enclosed, along with a 3.5 inch diskette convertible into WordPerfect 7.0. In addition, copies of this letter have been served upon applicants’ representatives and upon Administrative Law Judge Jacob Leventhal by first-class mail, postage prepaid.

Yours very truly,

[Signature]
Terrence D. Jones
Attorney for North American Logistic Services, A Division of Mars, Incorporated

Enclosures

cc: Honorable Jacob Leventhal
Dennis G. Lyons, Esq.
Richard A. Allen, Esq.
Paul A. Cunningham, Esq.
Before the 
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388 

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

NOTICE OF INTENT TO PARTICIPATE

John D. Fitzgerald, for and on behalf of United Transportation Union—General Committee of Adjustment (GO 386), hereby gives notice of his intent to participate as a party of record.

JOHN D. FITZGERALD
United Transp. Union
400 E. Evergreen Blvd.—#217
Vancouver WA 98660

August 7, 1997
CERTIFICATE OF SERVICE

I hereby certify I have served a copy of the foregoing upon the following by first class mail postage-prepaid:

Jacob Leventhal, ALJ
Federal Energy Regulatory Commission
883 First Street, N.E.-11F
WASHINGTON DC 20426

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

Richard A. Allen
Zuckert Scoult & Rasenberger
888-17th Street, N.W.-#600
WASHINGTON DC 20006-3939

Paul A. Cunningham
Markins Cunningham
1300-19th Street, N.W.
WASHINGTON DC 20036

August 7, 1997
August 6, 1997

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

Re: Conrail Merger Proceedings set as Surface Transportation Board
Finance Dockets No. 33388

Dear Secretary Williams:

Please accept this letter as Notice of Intent to Participate in the docket referenced above and add my name to the service list as a party of record. Commonwealth Consulting Associates will file joint comments on behalf of Shell Chemical Company and Shell Oil Company.

Should the merger applications of CSX Transportation and Norfolk Southern Corporation fail to satisfactorily address the anti-competitive situation which now exists at the Shell polyester plant located in Apple Grove, West Virginia, Shell will vigorously oppose the mergers.

Copies of this letter are also being transmitted to the Applicants’ representatives and Administrative Law Judge, Jacob Levanthal.

Respectfully submitted,

David L. Hall

cc: Brian P. Felker, Shell Chemical Company
    Kris R. Mira, Esq., Shell Oil Company
    John W. Snow, CSX Corporation
    David R. Goode, Norfolk Southern Corporation
CERTIFICATE OF SERVICE

I hereby certify that on this 6th day of August, 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. 6, and upon the parties shown on the attached list:

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

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

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

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

David L. Hall
Commonwealth Consulting Associates
720 North Post Oak Road, Suite 400
Houston, TX 77024

720 North Post Oak Road · Suite 400 · Houston, Texas 77024 · Tel (713) 896-1300 · Fax (713) 686-6667
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

Village of Riverdale gives notice of its intent to participate and become a party of record in this proceeding. Service of all documents should be made upon the undersigned.

THOMAS R. BOBAK
313 River Oaks Drive
Calumet City IL 60409
(708) 862-0400

Attorney for Village of Riverdale

Dated: August 7, 1997
CERTIFICATE OF SERVICE

I hereby certify I have served a copy of the foregoing upon the following by first class mail postage-prepaid:

Jacob Leventhal, ALJ
Federal Energy Regulatory Commission
888 First Street, N.E.-#11F
WASHINGTON DC  20426

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

Richard A. Allen
Zuckert Scott & Rasenberger
888-17th Street, N.W.-#600
WASHINGTON DC  20006-3939

Paul A. Cunningham
Harkins Cunningham
1300-19th Street, N.W.
WASHINGTON DC  20036

August 7, 1997

THOMAS R. BOBAK
Office of the Secretary  
Case Control Unit  
Attn: STB Finance Docket No. 33388  
Surface Transportation Board  
1925 K Street N.W.  
Washington, DC 20423-0001  

Re: Ohio Rail Development Commission/Public Utilities Commission of Ohio Joint Notice of Intent to Participate STB Finance Docket No. 33388.

Dear Secretary:

Enclosed are the original and 30 copies of the above-captioned pleading for filing in this docket. Please date stamp and return the extra copies in the enclosed postage prepared envelope. Please note that although the enclosed notice is filed jointly, the Ohio Rail Development Commission and the Public Utilities Commission of Ohio have separate and distinct regulatory roles under Ohio law and each is requesting to be served with all papers filed in the above-captioned docket.

Thank you for your attention to this matter.

Very truly yours,

[Signature]

Duane W. Luckey  
Assistant Attorney General  
Public Utilities Section  
180 East Broad Street  
Columbus, OH 43215-3793  
(614) 466-4396  
FAX: (614) 644-8764

cc: Thomas O'Leary  
Alfred P. Agler  
Daniel A. Malkoff
Before the
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

JOINT NOTICE OF INTENT TO PARTICIPATE
SUBMITTED ON BEHALF OF
THE OHIO RAIL DEVELOPMENT COMMISSION
AND
THE PUBLIC UTILITIES COMMISSION OF OHIO

In accordance with the Procedural Schedule issued by the Surface Transportation Board on May 30, 1997, the Ohio Rail Development Commission and the Public Utilities Commission of Ohio, through their respective counsel, hereby notify the Board of their intent to participate in this proceeding. We request that the following persons be added to the official service list maintained by the Board in this proceeding:

Ohio Rail Development Commission
Thomas M. O'Leary
Executive Director
50 West Broad St., Suite 1510
Columbus, OH 43215
(614) 644-0306
Fax: (614) 728-4520

Public Utilities Commission of Ohio
Alfred P. Agler
Director, Transportation
180 E. Broad St., 5th Floor
Columbus, OH 43215
(614) 466-3392
Fax: (614) 752-8349
Respectfully submitted,

Betty D. Montgomery
Attorney General

Duane W. Luckey
Assistant Attorney General
Public Utilities Section
180 East Broad Street
Columbus, OH 43215-3793
(614) 466-4396
FAX: (614) 644-8764

Attorney for the Public Utilities
Commission of Ohio

Daniel A. Maikof
Assistant Attorney General
Transportation Section
37 West Broad Street - 3rd Floor
Columbus, OH 43215
(614) 466-4656
FAX: (614) 466-1756

Attorney for Rail Development
Commission
CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing JOINT NOTICE OF INTENT TO PARTICIPATE was served by regular U.S. mail, postage prepaid, or hand-delivered, upon the following parties of record, this 6th day of August, 1997.

Duane N. Luckey
Assistant Attorney General

PARTIES OF RECORD:

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

Richard A. Allen
Zuckert Scoult & Rasenberger, LLP
Suite 600, 888 17th St., N.W.
Washington, D.C. 20006-3939

Dennis G. Lyons
Arnold & Porter
555 17th St., N.W.
Washington, D.C. 20004-1202

Paul A. Cunningham
Harkins Cunningham
Suite 600, 1300 19th St., N.W.
Washington, D.C. 20036
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

Joseph C. Szabo, for and on behalf of United Transportation Union—Illinois Legislative Board, gives notice of intent to participate in this proceeding as a party of record. Service of all documents should be upon the undersigned.

GORDON P. MACDOUGALL
1025 Connecticut Ave., N.W.
Washington, DC 20036

August 7, 1997

Attorney for Joseph C. Szabo

Entered
Office of the Secretary

AUG 11 1997

5 Part of
Public Record
CERTIFICATE OF SERVICE

I hereby certify I have served a copy of the foregoing upon the following by first class mail postage-prepaid:

Jacob Leventhal, ALJ
Federal Energy Regulatory Commission
888 First Street, N.E.-#11F
WASHINGTON DC 20426

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

Richard A. Allen
Zucker Scott & Rosenberger
888-17th Street, N.W.-#600
WASHINGTON DC 20006-3939

Paul A. Cunningham
Harkins Cunningham
1300-19th Street, N.W.
WASHINGTON DC 20036

August 7, 1997
August 6, 1997

VIA FEDERAL EXPRESS
Mr. Vernon A. Williams
Office of the Secretary
Case Control Branch
Attn: STB Finance Docket No. 33388
Surface Transportation Board
1925 K Street, N.W., Room 714
Washington, DC 20423-0001

RE: Finance Docket No. 33388, CSX Corporation and
   CSX Transportation, Inc., et al. -- Control and Operating
   Leases/Agreements -- Conrail Inc. and Consolidated Rail Corporation

Dear Secretary Williams:

Enclosed please find the City of Philadelphia's Notice of Intent to Participate in the above-referenced matter together with 25 copies thereof. This will serve as notice of the intent of the City of Philadelphia to participate actively as its interests may appear and to become a party of record in this proceeding. Kindly add my name to the service list as a party of record to receive copies of decisions, orders, and notices as follows.

William R. Thompson
Chief Deputy City Solicitor
City of Philadelphia Law Department
1600 Arch Street, 10th Floor
Philadelphia, PA 19103-2081
Telephone - (215) 686-0923
FAX - (215) 686-0929

A copy of this letter and the enclosed Notice has been served, by first class mail, postage prepaid, on counsel for the applicants and on administrative Law Judge Jacob Leventhal as appears from the enclosed Certificate of Service.
An additional copy of the Notice is also enclosed for your attention. Please date stamp the additional copy and return it to me in the self-addressed stamped envelope enclosed for that purpose.

If you have any questions, please feel free to call me at (215) 686-0923.

Sincerely,

WILLIAM R. THOMPSON
CHIEF DEPUTY CITY SOLICITOR

WRT/a5

enclosures

cc: Edward G. Rendell, Mayor of Philadelphia
    John H. Estey, Deputy Chief of Staff
    Denise Goren, Deputy Mayor for Transportation
    Stephanie L. Franklin-Suber, City Solicitor
    William P. Hankowsky, President, P'IDC
    Eugene N. Cipriani, Assistant Deputy Counsel, SEPTA
Before The
SURFACE TRANSPORTATION BOARD
Washington, DC

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
to CSX Transportation, Inc.

CITY OF PHILADELPHIA'S
NOTICE OF INTENT TO PARTICIPATE

The City of Philadelphia hereby notifies the Surface Transportation Board and all parties of record of its intent to participate actively and become a party of record in this proceeding. Please enter the appearance of the undersigned on behalf of the City of Philadelphia. Service of all documents filed in this proceeding should be made upon the undersigned pursuant to 49 C.F.R. § 1104.12.

Dated: August 6, 1997

Respectfully submitted,

William R. Thompson
Chief Deputy City Solicitor
City of Philadelphia Law Department
1600 Arch Street, 10th Floor
Philadelphia, PA 19103-2081
Telephone - (215) 686-0923
FAX - (215) 686-0929
CERTIFICATE OF SERVICE

I certify that I have this day served a copy of the foregoing City of Philadelphia's Notice of Intent To Participate upon all parties of record in this proceeding by causing same to be sent by first-class, U.S. mail, postage prepaid to the following:

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

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

Richard A. Allen, Esquire
Zuckert, Scoull & Rasenberger, L.L.P.
Suite 600
888 Seventeenth Street, NW
Washington, DC 20006-3939

Paul A. Cunningham, Esquire
Harkins Cunningham
Suite 600
1300 Nineteenth Street, NW
Washington, DC 20036

Date: August 6, 1997

William R. Thompson
Chief Deputy City Solicitor
City of Philadelphia
August 7, 1997

VIA HAND DELIVERY

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


Dear Secretary Williams:

Enclosed you will find an original and 25 copies of the Notice of Intent to Participate of Northern Virginia Transportation Commission and Potomac and Rappahannock Transportation Commission. Also enclosed is a 3.5 inch diskette containing the filing in WordPerfect 5.1.

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

Respectfully submitted,

Edward J. Fishman

Enclosures

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

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.

NOTICE OF INTENT OF
NORTHERN VIRGINIA TRANSPORTATION COMMISSION AND
POTOMAC AND RAPPAHANNOCK TRANSPORTATION COMMISSION TO
PARTICIPATE IN PROCEEDING

Stephen A. MacIsaac
Deputy County Attorney
Prince William County
One County Complex Court
Prince William, VA 22192
703-792-6620

Kevin M. Sheys
Thomas Lawrence III
Thomas J. Litwiler
Edward J. Fishman
Oppenheimer Wolff & Donnelly
1020 Nineteenth Street, N.W.
Suite 400
Washington, D.C. 20036
202-293-6300

Counsel for Northern Virginia Transportation Commission and Potomac and Rappahannock Transportation Commission

Dated: August 7, 1997
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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

NOTICE OF INTENT OF
NORTHERN VIRGINIA TRANSPORTATION COMMISSION AND
POTOMAC AND RAPPAHANNOCK TRANSPORTATION COMMISSION TO PARTICIPATE IN PROCEEDING

Pursuant to Decision No. 6 herein, served by the Surface Transportation Board on May 30, 1997, Northern Virginia Transportation Commission and Potomac and Rappahannock Transportation Commission (the "Commissions") hereby provide notice to the Surface Transportation Board and Primary Applicants of their intent to participate as parties of record in this proceeding. The Commissions are political subdivisions of the Commonwealth of Virginia and co-owners of Virginia Railway Express. Accordingly, please place the named attorneys, at the addresses provided, on the service list to receive all pleadings and decisions in this proceeding.
Respectfully submitted,

[Signature]

Stephen A. MacIsaac  
Deputy County Attorney  
Prince William County  
One County Complex Court  
Prince William, VA 22192  
703-792-6620  
Fax: 703-792-6633

Kevin M. Sheys  
Thomas Lawrer III  
Thomas J. Litwiler  
Edward J. Fishman  
Oppenheimer Wolff & Donnelly  
1020 Nineteenth Street, N.W.  
Suite 400  
Washington, D.C. 20036  
202-293-6300  
Fax: 202-293-6200

Course for Northern Virginia  
Transportation Commission and  
Potomac and Rappahannock  
Transportation Commission

Dated: August 7, 1997
CERTIFICATE OF SERVICE

I hereby certify that on this 7th day of August, 1997, a copy of the foregoing Notice of Intent to Participate was served upon the following people by first class mail, postage prepaid:

Richard A. Allen
Zuckert, Scott & Rasenberger
888 17th Street, N.W., Suite 600
Washington, D.C. 20006-3939

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

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

Hon. Jacob J. Entenhal
Office of Hearings
Federal Energy Regulatory Commission
888 First Street, N.E., Suite 11F
Washington, D.C. 20426

[Signature]
Edward J. Fishman
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

Weirton Steel Corporation hereby gives notice of its intention to participate in the above-captioned proceeding. This notice is filed pursuant to the Board's decision served May 30, 1997, setting forth a procedural schedule (62 FR 29387). Please designate Weirton Steel Corporation as a party of record (COR) and include the undersigned representative on the service list as follows:

David W. Donley  
Attorney at Law  
3361 Stafford Street  
Pittsburgh PA 15204

Respectfully submitted,  
For Weirton Steel Corporation

David W. Donley  
Attorney at Law  
3361 Stafford Street  
Pittsburgh PA 15204

PA I.D. No. 19727  
(412) 331-8998 Telephone  
(412) 331-5720 Facsimile
Certificate of Service

I certify that the foregoing Notice of Intent to Participate has been served upon the following persons in accordance with the Board’s Rules of Procedure and decision served May 30, 1997, in STB Finance Docket No. 33388 by first-class mail, postage prepaid.

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

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

Richard A Allen, Esquire
Zuchert Scoult & Rasenberger, LLP
888 Seventeenth Street N.W.
Washington, DC 20006 3939

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

Dated: August 6, 1997

David W. Donley
Attorney at Law
3361 Stafford Street
Pittsburgh PA 15204

PA I.D. No. 19727
(412) 331-8998 Telephone
(412) 331-5720 Facsimile
August 7, 1997

VIA HAND DELIVERY

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


Dear Secretary Williams:

Enclosed you will find an original and 25 copies of the Notice of Intent to Participate of the New Jersey Transit Corporation and the New Jersey Department of Transportation. Also enclosed is a 3.5 inch diskette containing the filing in WordPerfect 5.1.

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

Respectfully submitted,

Edward J. Fishman

Enclosures

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

Finance Docket No 33388

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

NOTICE OF INTENT OF
NEW JERSEY TRANSIT CORPORATION AND NEW JERSEY DEPARTMENT OF TRANSPORTATION TO PARTICIPATE IN PROCEEDING

Robert Shire
State of New Jersey
Department of Law and Public Safety, Division of Law
One Penn Plaza East
Newark, New Jersey 07105-2246
(201) 491-7037

Kevin M. Sheys
Thomas Lawrence III
Thomas J. Litwiler
Edward J. Fishman
Oppenheimer Wolff & Donnelly
1020 Nineteenth Street, N.W.
Suite 400
Washington, D.C. 20036
Ph: 202-293-6300
Fax: 202-293-6200

Counsel for New Jersey Transit Corporation and New Jersey Department of Transportation

Dated: August 7, 1997
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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

NOTICE OF INTENT OF
NEW JERSEY TRANSIT CORPORATION AND NEW JERSEY DEPARTMENT OF TRANSPORTATION TO PARTICIPATE IN PROCEEDING

Pursuant to Decision No. 6 herein, served by the Surface Transportation Board on May 30, 1997, New Jersey Transit Corporation ("NJT") and New Jersey Department of Transportation ("NJDOT") hereby provide notice to the Surface Transportation Board and Primary Applicants of their intent to participate as parties of record in this proceeding. New Jersey Transit Corporation and New Jersey Department of Transportation are instrumentalities of the state of New Jersey.

NJT and NJDOT request that all decisions, pleadings and correspondence in this proceeding be sent to NJT’s and NJDOT’s representatives at the following addresses:

Ted Matthews
State of New Jersey
Department of Transportation
CN 600
Trenton, New Jersey 08625-0600
Ph: 609-530-8026
Fax: 609-530-4549
Respectfully submitted,

Robert Shire
State of New Jersey
Department of Law and Public Safety, Division of Law
One Penn Plaza East
Newark, New Jersey 07105-2246
(201) 491-7877

Kevin M. Sheys
Thomas Lawrence III
Thomas J. Litwiler
Edward J. Fishman
Oppenheimer Wolff & Donnelly
1020 Nineteenth Street, N.W.
Suite 400
Washington, D.C. 20036
202-293-6300

Counsel for New Jersey Transit Corporation and New Jersey Department of Transportation

Dated: August 7, 1997
CERTIFICATE OF SERVICE

I hereby certify that on this 7th day of August, 1997, a copy of the foregoing Notice of Intent to Participate was served upon the following people by first class mail, postage prepaid:

Richard A. Allen
Zuckert, Scott & Rasenberger
888 17th Street, N.W., Suite 600
Washington, D.C. 20006-1939

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

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

Hon. Jacob Leverthahal
Office of Hearings
Federal Energy Regulatory Commission
888 First Street, N.E., Suite 11F
Washington, D.C. 20426

Edward J. Fishman
ELFORD THE

SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 33388

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

NOTICE OF INTENT TO PARTICIPATE

Please enter the appearance of the undersigned on behalf of the Indiana Southern Railroad, Inc. ("ISRR"), which intends to participate and become a party of record in this proceeding. Service of all documents filed in this proceeding should be made upon the undersigned.

Respectfully submitted,

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

Attorneys for:
INDIANA SOUTHERN RAILROAD, INC.

Dated: August 6, 1997
CERTIFICATE OF SERVICE

I hereby certify that on this 6th day of August, 1997, I caused a copy of the foregoing

Notice of Intent to Participate to be served by first class mail, postage prepaid, on:

Administrative Law Judge Jacob Leventhal and on the following parties:

JAMES C. BISHOP, JR.
WILLIAM C. WOOLDRIDGE
JAMES L. HOWE, III
ROBERT J. COONEY
GEORGE A. ASPATORE
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9241

MARK G. ARON
PETER J. SHUDTZ
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129

RICHARD A. ALLEN
JAMES A. CALDERWOOD
ANDREW R. PLUMP
JOHN V. EDWARDS
Zuckert, Scutt & Rasenberger, L.L.P.
888 Seventeenth Street, N.W., Suite 600
Washington, D.C. 20006-3939

P. MICHAEL GIFTOS
PAUL R. HITCHCOCK
CSX Transportation, Inc.
590 Water Street,
Speed Code J-120
Jacksonville, FL 32262

JOHN M. NANNES
SCOT B. HUTCHINS
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-1211

DENNIS G. LYONS
RICHARD L. ROSEN
PAUL T. DENIS
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202

SAMUEL M. SIPE, JR.
TIMOTHY M. WALSH
Steptoe & Johnson LLP
1330 Connecticut Avenue
Washington, D.C. 20036-1795

TIMOTHY T. O'TOOLE
CONSTANCY L. ABRAMS
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

PAUL A. CUNNINGHAM
Harkings Cunningham
1300 Nineteenth Street, N.W., Suite 600
Washington, D.C. 20036

Karl Morell
BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 33-88

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 enter the appearance of the undersigned on behalf of the New England Central
Railroad, Inc. ("NECR"), which intends to participate and become a party of record in this
proceeding. Service of all documents filed in this proceeding should be made upon the
undersigned.

Respectfully submitted,

Karl Morell
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, D.C. 20005
(202) 465-6530

Attorneys for:
NEW ENGLAND CENTRAL
RAILROAD, INC.

Dated: August 6, 1997
CERTIFICATE OF SERVICE

I hereby certify that on this 6th day of August, 1997, I caused a copy of the foregoing Notice of Intent to Participate to be served by first class mail, postage prepaid, on Administrative Law Judge Jacob Leventhal and on the following parties:

JAMES C. BISHOP, JR.
WILLIAM C. WOOLDRIDGE
JAMES L. HOWE, III
ROBERT J. COONEY
GEORGE A. ASPATORE
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9241

RICHARD A. ALLEN
JAMES A. CALDERWOOD
ANDREW R. PLUMP
JOHN V. EDWARDS
Zuckert, Scouti & Rasenberge, L.L.P.
888 Seventeenth Street, N.W., Suite 600
Washington, D.C. 20006-3939

JOHN M. NANNES
SCOT B. HUTCHINS
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

SAMUEL M. Sipe, Jr.
TIMOTHY M. WALSH
Sterne & Johnson LLP
1330 Connecticut Avenue
Washington, D.C. 20036-1795

PAUL A. CUNNINGHAM
Harkings Cunningham
1300 Nineteenth Street, N.W., Suite 600
Washington, D.C. 20036

MARK G. ARON
PETER J. SHUDTZ
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129

P. MICHAEL GIFTOS
PAUL R. HITCHCOCK
CSX Transportation, Inc.
500 Water Street,
Speed Code J-126
Jacksonville, FL 32202

DENNIS G. LYONS
RICHARD L. ROSEN
PAUL T. DENIS
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202

TIMOTHY T. O'TOOLE
CONSTANCE L. ABRAHAM
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Karl Morell
August 6, 1997

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

Dear Mr. Williams:

Enclosed for filing please find an original and 25 copies of Wheeling & Lake Erie Railway Company's Notice of Intent to Participate in the above-titled proceeding. Copies have been served on counsel for applicants and counsel for parties known to be participating in this proceeding. Will you kindly stamp and return the enclosed copy of this service letter when the notice has been filed.

Very truly yours,

Charles H. White, Jr.

Counsel for Wheeling & Lake Erie Railway Company

cc: Counsel of Record
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

NOTICE OF INTENT TO PARTICIPATE
OF WHEELING & LAKE ERIE RAILWAY COMPANY

In accordance with the procedural schedule issued by the Board in its Decision No. 6 in this proceeding, Wheeling & Lake Erie Railway Company ("WLE") hereby notifies the Board and all known interested parties of its intent to participate in this proceeding as a party of record.

Respectfully submitted,

[Signature]

Charles H. White, Jr.
GALLAND, KARASCH & GARFINKLE, P.C.
1054 31st Street, N.W.
Washington, D.C. 20007
Tel: (202) 342-5200

Counsel for Wheeling & Lake Erie Railway Company

August 6, 1997
I hereby certify that I have this 6th day of August, 1997, caused the foregoing document to be served by first-class mail on counsel for the applicants and on the FERC Administrative Law Judge assigned to handle discovery matters, as indicated below. Copies have also been served by first-class mail on all known parties of record.

Richard A. Allen
James A. Calderwood
Zucker, Scoult & Rasenberger. LLP
888 17th Street, NW - Suite 600
Washington, DC 20006

Dennis G. Lyons
Richard L. Rosen
Arnold & Porter
555 12th Street, NW
Washington, DC 20004

Paul A. Cunningham
Robert M. Jenkins, III
Harkins Cunningham
1300 19th Street, NW - Suite 600
Washington, DC 20036

John M. Nannes
Scot B. Hutchins
Skadden, Arps, Slate, Meagher & Flom, LLP
1440 New York Avenue, NW
Washington, DC 20005

Mark G. Aron
Peter J. Shultz
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129

James L. Howe, III
George A. Aspatore
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510

P. Michael Giftos
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

Constance L. Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Samuel M. Sipe, Jr.
Timothy M. Walsh
Steptoe & Johnson, LLP
1330 Connecticut Avenue, NW
Washington, DC 20036

The Honorable Jacob Leventhal
Administrative Law Judge
Federal Energy Regulatory Commission
Suite 11F
888 First Street, NE
Washington, DC 20426

Charles H. White, Jr.
August 6, 1997

VIA HAND DELIVERY

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

Re: Finance Docket No. 3338b
CSX Corporation and CSX Transportation, Inc.
Norfolk Southern Corporation and
Norfolk Southern Railway Company
--Control and Operating Leases/Agreements--
Conrail Inc. and Consolidated Rail Corporation

Dear Mr. Williams:

Enclosed for filing please find an original and 25 copies of Stark Development Board, Inc.'s, Notice of Intent to Participate in the above-titled proceeding. Copies have been served on counsel for applicants and counsel for parties known to be participating in this proceeding. Will you kindly stamp and return the enclosed copy of this service letter when the notice has been filed.

Very truly yours,

Charles H. White, Jr.

Counsel for Stark Development Board, Inc.

cc: Counsel of Record
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

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

NOTICE OF INTENT TO PARTICIPATE
OF STARK DEVELOPMENT BOARD, INC.

In accordance with the procedural schedule issued by the Board in its Decision No. 6 in this proceeding, Stark Development Board, Inc. ("SDB") (owner of the Neomodal facility) hereby notifies the Board and all known interested parties of its intent to participate in this proceeding as a party of record.

Respectfully submitted,

Charles H. White, Jr.
GALLIANO, KHARASCH
& GARFINKLE, P.C.
1054 31st Street, N.W.
Washington, D.C. 20007
Tel: (202) 342-5200
Fax: (202) 342-5219

Randall C. Hunt, Esq.
KRUGLIAK, WILKINS, GRIFFITHS
& DOUGHERTY CO., L.P.A.
4775 Munson Street, NW
Canton, Ohio 44718
Tel: (330) 497-0700
Fax: (330) 497-4020

Counsel for Stark Development Board, Inc.

August 6, 1997
I hereby certify that I have this 6th day of August, 1997, caused the foregoing document to be served by first-class mail on counsel for the applicants and on the FERC Administrative Law Judge assigned to handle discovery matters, as indicated below. Copies have also been served by first-class mail on all known parties of record.

Richard A. Allen
James A. Calderwood
Zucker, Scour & Rasenberger, LLP
888 17th Street, NW - Suite 600
Washington, DC 20006

Dennis G. Lyons
Richard L. Rosen
Arnold & Porter
555 12th Street, NW
Washington, DC 20004

Paul A. Cunningham
Robert M. Jenkins, III
Harkins Cunningham
1300 19th Street, NW - Suite 600
Washington, DC 20036

John M. Nannes
Scot B. Hutchins
Skadden, Arps, Slate, Meagher & Flom, LLP
1440 New York Avenue, NW
Washington, DC 20005

Mark G. Aron
Peter J. Shudtz
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129

James L. Howe, III
George A. Aspatoe
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510

P. Michael Gifros
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

Constance L. Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Samuel M. Sipe, Jr.
Timothy M. Walsh
Steptoe & Johnson, LLP
1330 Connecticut Avenue, NW
Washington, DC 20036

The Honorable Jacob Leventhal
Administrative Law Judge
Federal Energy Regulatory Commission
Suite 11F
888 First Street, NE
Washington, DC 20426

Charles H. White, Jr
Surface Transportation Board  
Office of the Secretary  
Case Control Unit  
ATTN: STB Finance Docket No. 33388  
1925 K Street, NW.  
Washington, DC 20423-0001

RE: Notice of Intent to Participate  
Finance Docket No. 33388

Dear Mr. Secretary:

This letter serves as our notice of intent to participate in the above referenced proceeding. Please add the following name and address to the service list as a Party of Record (POR):

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

I certify that Judge Leventhal and the applicants’ representatives listed below have been copied on this letter via 1st class mail. In addition, a copy of this electronic file (WordPerfect 6.0) is enclosed and is being provided to the STB as instructed.

Thank you for your assistance in this matter. If there are any questions, I can be reached at (703) 846-7304.

Sincerely,

Garret G. Smith  
Manager, Rail Transportation  
Mobil Oil Corporation

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

STE 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 enter the appearance of the undersigned on behalf of the Pittsburgh Industrial
Railroad, Inc. ("PIRR"), which intends to participate and become a party of record in this
proceeding. Service of all documents filed in this proceeding should be made upon the
undersigned.

Respectfully submitted,

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

Attorneys for:
PITTSBURGH INDUSTRIAL
RAILROAD, INC.

Dated: August 6, 1997
CERTIFICATE OF SERVICE

I hereby certify that on this 6th day of August, 1997, I caused a copy of the foregoing Notice of Intent to Participate to be served by first class mail, postage prepaid, on Administrative Law Judge Jacob Leventhal and on the following parties:

JAMES C. BISHOP, JR.
WILLIAM C. WOOLDRIDGE
JAMES L. HOWE, Jr.
ROBERT J. COONEY
GEORGE A. ASPATORE
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9241

MARK G. ARON
PETER J. SHUDTZ
CSX Corporation
On. James Center
902 East Cary Street
Richmond, VA 23129

RICHARD A. ALLEN
JAMES A. CALDERWOOD
ANDREW R. PLUMP
JOHN V. EDWARDS
Zuckert, Scourt & Rasenberger, L.L.P
888 Seventeenth Street, N.W., Suite 600
Washington, D.C. 20006-3939

P. MICHAEL GIFTON
PAUL R. HITCHCCCK
CSX Transportation, Inc.
500 Water Street,
Speed Code J-120
Jacksonville, FL 32202

JOHN M. NANNES
SCOT B. HUTCHINS
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

DENNIS G. LYONS
RICHARD L. ROSEN
PAUL T. DENIS
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202

SAMUEL M. SIPE, JR.
TIMOTHY M. WALSH
Steptoe & Johnson LLP
1330 Connecticut Avenue
Washington, D.C. 20036-1795

TImOTHY T. O'TOOLE
CONSTANCE L. ABRAMS
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

PAUL A. CUNNINGHAM
Hyrkings Cunningham
1300 Nineteenth Street, N.W., Suite 600
Washington, D.C. 20036

Karl Morell
Via Hand Delivery
Honorable Vernon A. Williams
Secretary, Case Control Unit
ATTN: STB Finance Docket No. 33388
Surface Transportation Board
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:

Please find enclosed for filing in the above-reference proceeding an original and twenty-five (25) copies of the Notice of Intent to Participate, submitted to the Board on behalf of Acme Steel Company. In accordance with 49 C.F.R. § 1182.41(b)(2), this party selects the acronym “ACME” and, accordingly, the enclosed document is identified as ACME-1.

In accordance with Decision No. 2 in this proceeding, copies of this document are being served upon Applicants’ counsel and Administrative Law Judge Jacob Leventhal. Also enclosed is a 3.5-inch diskette containing the text of this pleading in WordPerfect 7.0 format. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Sincerely yours,

John K. Maser III
Attorney for Acme Steel Company

Enclosures
2900-020
BEFORE THE SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

CSX Corp. et al --- Control and Operating Leases/Agreements --- Conrail Inc. et al.

NOTICE BY ACME STEEL COMPANY OF INTENT TO PARTICIPATE

Pursuant to Decision No. 6 in this proceeding (served May 30, 1997), 62 Fed Reg. 29387, Acme Steel Company hereby notifies the Applicants and the Board of its intention to participate in this proceeding as a party of record. This will also serve as a request to the Applicants that, pursuant to 49 C.F.R. §1180.4(c)(5)(v), they serve a copy of their primary application on the following, as representatives of Acme Steel Company:

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

Joel R. Page, Jr.
Law Department
Acme Steel Company
13500 S. Perry Avenue
Riverdale, IL 60627-1182

This notice is also to request the Board to place Acme Steel Company and the above representatives on the list of all parties of record that will be prepared and issued under the provisions of 49 C.F.R. §1180.4(a)(4), as further amplified in Decision 6 at 4-5. In
accordance with 49 C.F.R. §1180.4(a)(2), Acme Steel Company selects the acronym "ACME-x" for identifying all documents and pleadings it submits in this proceeding.

Respectfully submitted,

[Signature]

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

Attorneys for:
Acme Steel Company

Dated: August 6, 1997
Due Date: August 7, 1997
CERTIFICATE OF SERVICE

I hereby certify that I have this 6th day of August, 1997, served a copy of the foregoing notice upon the following persons, by telecopy and by first-class mail, postage prepaid, in accordance with the Board's Rules of Practice:

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

Richard A. Allen
Zuckert, Scout & Rasenberger, L.L.P.
Suite 600
808 Seventh Street, N.W.
Washington, D.C. 20006-3939

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

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

John K. Maser III

[Signature]
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
OF COMMONWEALTH OF PENNSYLVANIA,
GOVERNOR THOMAS J. RIDGE AND
PENNSYLVANIA DEPARTMENT OF TRANSPORTATION

The Commonwealth of Pennsylvania, Governor Thomas J. Ridge and the Pennsylvania Department of Transportation hereby provide notice of their intent to participate as Parties of Record in this proceeding. Please enter the appearances of the attorneys named below on their behalf.

Respectfully submitted,

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

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

Dated: August 6, 1997
CERTIFICATE OF SERVICE

I hereby certify that I have, in accordance with the Board's Decision No. 2 in this proceeding, served copies of the foregoing Commonwealth of Pennsylvania's Notice of Intent to Participate by first class mail upon the following:

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

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

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

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

John L. Oberdorfer
August 6, 1997

Surface Transportation Board
Office of the Secretary
Case Control Unit
Attn: STB Finance Docket No. 33388
1925 K Street, NW
Washington, DC 20423-0001

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

Gentlemen:

Enclosed please find an original and 25 copies of a Notice of Intent to Participate in the above-captioned proceeding filed by our firm on behalf of its client Rochester Gas and Electric Corporation. Copies of this Notice are being served concurrently on Administrative Law Judge Jacob Leventhal at the Federal Energy Regulatory Commission and on each of the three counsel for the Applicants.

Very truly yours,

Ernest J. Ierardi, P.C.

Enclosure

cc: ALJ Jacob Leventhal
Counsel for Applicants
Lawrence J. Mandel
Fuels Buyer
Rochester Gas and Electric Corporation
Before the
SURFACE TRANSPORTATION BOARD
Washington, D.C.

STB Finance Docket No. 33388

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

NOTICE OF INTENT TO PARTICIPATE

Please enter the appearance of the undersigned counsel on behalf of Rochester Gas and Electric Corporation, which intends to participate and become a party of record in this proceeding. Pursuant to 49 C.F.R. § 1.04.12, service of all documents filed in this proceeding should be made upon the undersigned and

Lawrence J. Mandel
Fuels Buyer
Rochester Gas and Electric Corporation
89 East Avenue
Rochester, New York 14649
(716) 724-8042

Dated: August 5, 1997

Respectfully submitted

Ernest J. Ierardi, P.C.
Nixon, Hargrave, Devans & Doyle LLP
Clinton Square
Rochester, New York 14603
(716) 263-1526

Counsel for
Rochester Gas and Electric Corporation
CERTIFICATE OF SERVICE

I hereby certify that on August 6, 1997, a copy of the foregoing Rochester Gas and Electric Corporation Notice Of Intent To Participate was served by in-hand service on:

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

and by first class, U.S. mail, postage prepaid upon the following:

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

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

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

[Signature]

Elizabeth W. Whittle
VIA HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 600
Washington, DC 20423-0001

Re: STB FINANCE DOCKET NO. 33388 CSX CORPORATION AND CSX TRANSPORTATION INC., NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY --CONTROL AND OPERATING LEASES/AGREEMENTS-- CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

Dear Secretary Williams:

Enclosed for filing in the above-captioned matter are the original and twenty-five (25) copies of the Notice of Intent to Participate of the Connecticut Southern Railroad, Inc.

Please time and date stamp the extra copy of each of the pleadings and return them with our messenger.

If you have any questions, please contact me.

Sincerely yours,

Karl Morell
BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 33388

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

NOTICE OF INTENT TO PARTICIPATE

Please enter the appearance of the undersigned on behalf of the Connecticut Southern Railroad, Inc. ("CSO"), which intends to participate and become a party of record in this proceeding. Service of all documents filed in this proceeding should be made upon the undersigned.

Respectfully submitted,

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

Attorneys for:
CONNECTICUT SOUTHERN RAILROAD, INC.

Dated: August 6, 1997
CERTIFICATE OF SERVICE

I hereby certify that on this 6th day of August, 1997, I caused a copy of the foregoing Notice of Intent to Participate to be served by first class mail, postage prepaid, on Administrative Law Judge Jacob Leventhal and on the following parties:

JAMES C. BISHOP, JR.
WILLIAM C. WOOLDRIDGE
JAMES L. HUE, III
ROBERT J. COONEY
GEORGE A. ASPATORE
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9241

RICHARD A. ALLEN
JAMES A. CALDERWOOD
ANDREW R. PLUMP
JOHN V. EDWARDS
Zuckert, Scott & Rasenberger, L.L.P.
888 Seventeenth Street, N.W., Suite 600
Washington, D.C. 20006-3939

JOHN M. NANNES
SCOT B. HUTCHINS
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

SAMUEL M. SIPE, JR.
TIMOTHY M. WALSH
Steptoe & Johnson LLP
1330 Connecticut Avenue
Washington, D.C. 20036-1795

PAUL A. CUNNINGHAM
Harkings Cunningham
1300 Nineteenth Street, N.W., Suite 600
Washington, D.C. 20036

MARK G. ARON
MARK E. SHURTZ
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23129

P. MICHAEL GIFTOS
PAUL R. HITCHCOCK
CSX Transportation, Inc.
500 Water Street,
Speed Code J-120
Jacksonville, FL 32202

DENNIS G. LYONS
RICHARD L. ROSEN
PAUL T. DENIS
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202

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

Karl Morell
BEFORE THE
SURFACE TRANSPORTATION BOARD

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

Docket No. 33388

NOTICE OF INTENT TO PARTICIPATE IN
SURFACE TRANSPORTATION BOARD (STB)
FINANCE DOCKET NO. 33388
BY THE NATIONAL MINING ASSOCIATION

Harold P. Quinn, Jr.
Senior Vice President, Legal and
Regulatory Affairs & General Counsel
National Mining Association
1130 Seventeenth Street, N.W.
Washington, D.C. 20036
(202) 463-2652

Attorney for National Mining
Association

August 6, 1997
BEFORE THE
SURFACE TRANSPORTATION BOARD

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

Docket No. 33388

NOTICE OF INTENT TO PARTICIPATE IN
SURFACE TRANSPORTATION BOARD (STB)
FINANCE DOCKET NO. 33388
BY THE NATIONAL MINING ASSOCIATION

National Mining Association (NMA), in accordance with
STB Finance Docket No. 33388, Decision No. 6, Notice of
Issuance of Procedural Schedule, Effective Date May 30,
1997, expresses NMA's intent to participate in this
proceeding.

IDENTITY AND INTEREST OF THE
NATIONAL MINING ASSOCIATION

National Mining Association (NMA) is the industry
association representing companies engaged in mining and
minerals processing, manufacturing and supplying mining and
minerals processing machinery, equipment, materials, and
services, and others associated with extracting and processing
coal, metallic ores, and other nonmetallic minerals in the
United States. Coal producers together with producers of other
mine commodities such as phosphate rock must rely in many locations on dependable, efficient, and competitive rail carrier services for shipments from mines to utility and other industrial plants, to facilities engaged in producing an array of items for consumption in markets for commercial goods and agricultural chemicals, to construction operations, and to inland and coastal ports for transshipment of railroad freight using shallow-draft and deep-draft dry-bulk vessels utilized in domestic commerce and in U.S. export trade. The matter before the STB would lead to a massive restructuring of railroad transportation from the Atlantic Coast to the Mississippi River and from Canada to the Gulf of Mexico. Many of the states in the east which are located in that area have substantial mining and minerals processing operations; and, to varying degrees, all represent places where mine commodities, e.g. coal for fueling electric power and other minerals consumed in manufacturing and agriculture sectors, must rely on railroad transportation services for delivery.

CONCLUSION

It is imperative that companies functioning in the mining and minerals processing industry, along with the consumers of mine commodities, actively seek and support preservation and enhancement of dependable, efficient, and competitive rail carrier services essential for movement of freight in the eastern U.S. With that in mind, NMA hereby furnishes notification of NMA's intent to participate in STB Finance Docket No. 33388, realizing the matter has significant implications for railroad transportation.
Respectfully submitted,

[Signature]

Harold P. Quinn, Jr.
Senior Vice President, Legal and Regulatory Affairs & General Counsel
National Mining Association
1130 Seventeenth Street, N.W.
Washington, D.C. 20036
(202) 463-2652

Attorney for National Mining Association

August 6, 1997
NOTICE OF INTENT TO PARTICIPATE IN SURFACE TRANSPORTATION BOARD (STB) FINANCE DOCKET NO. 33388 BY THE NATIONAL MINING ASSOCIATION

CERTIFICATE OF SERVICE

I hereby certify that I have served this 6th day of August, 1997, a copy of the foregoing "Notice of Intent to Participate in Surface Transportation Board (STB) Finance Docket No. 33388 by the National Mining Association" upon the following:

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

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

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

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

Harold P. Quinn, Jr.
August 6, 1997

Dear Mr. Williams:

Enclosed for filing herewith are an original and twenty-five copies of AINC-1, a notice by the following companies of their intent to participate in the above-captioned matter as parties of record: Bandytown Coal Company; Central West Virginia Energy Company; Eagle Energy, Inc.; Elk Run Coal Company, Inc.; Goals Coal Company; Green Valley Coal Company; Hillsboro Coal Company; Independence Coal Company, Inc.; Knox Creek Coal Corporation; Long Fork Coal Company; Marfork Coal Company, Inc.; Martin County Coal Corporation; A.T. Massey Coal Company, Inc.; Massey Coal Sales Company, Inc.; New Ridge Mining Company; Oma Mining Company; Peeler's Eagle Coal Co.; Performance Coal Company; Rawl Sales & Processing Co.; Sidney Coal Company, Inc.; Stirratt Coal Company; Scone Mining Company; Tennessee Consolidated Coal Company; United Coal Company; Vantage Mining Company; Vesta Mining Company, and Wellmore Coal Corporation. The undersigned should be shown on the Board's records as representing each of these companies in this matter. Also enclosed is a 3.5-inch diskette containing the aforesaid notice of intent to participate in WordPerfect 7.0 format.

As can be seen from the certificate of service attached to the notice, a copy of said notice has been served upon Judge Leventhal and upon each of the applicants' representatives named in the Board's Decision No. 12 in this matter, published July 23, 1997.

Please acknowledge receipt of the accompanying materials by file-stamping the extra copy of this letter enclosed for that purpose and returning it to the person delivering this filing to the Board.

Very truly yours,

William J. Jackson, Jr.

WPJ/jmo
Enclosures
cc: James L. Gardner, Esquire
BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.

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

The undersigned hereby notifies the Surface Transportation Board (STB) of the intent of the following companies to participate as parties of record in the above-captioned matter:

Bandytown Coal Company
Central West Virginia Energy Company
Eagle Energy, Inc.
Elk Run Coal Company, Inc.
Green Valley Coal Company
Hillsboro Coal Company
Independence Coal Company, Inc.
Knox Creek Coal Corporation
Long Fork Coal Company
Marfork Coal Company, Inc.
Martin County Coal Corporation
A.T. Massey Coal Company, Inc.
Massey Coal Sales Company, Inc.
New Ridge Mining Company
Omar Mining Company
Peerless Eagle Coal Co.
Performance Coal Company
Rawl Sales & Processing Co.
Sidney Coal Company, Inc.
Stirrat Coal Company
Stone Mining Company
Tennessee Consolidated Coal Company
Un'ted Coal Company
Vantage Mining Company
Vesta Mining Company
Wellmore Coal Corporation

All of the named companies are affiliated, with A. T. Massey Coal Company, Inc. (Massey), being the parent corporation and the other named companies being direct or indirect subsidiaries of Massey. The foregoing named companies adopt the abbreviation "ATMC" for their filings, and designate this filing as ATMC-1. The undersigned should be shown as representing all of the aforesaid companies in this matter.
A copy of this notice has been served on the required persons, as recited in the accompanying certificate of service.

Respectfully submitted,

[Signature]

William F. Jackson, Jr.
JACKSON & JESSUP, P.C.
Post Office Box 1240
Arlington, VA 22210
Telephone: (703) 525-4050
Telex: (703) 525-4054
CERTIFICATE OF SERVICE

I, William P. Jackson, Jr., hereby certify that on this 6th day of August, 1997, a copy of the foregoing notice of intent to participate, ATMC-1, was served upon the following required parties of record to this proceeding by first class mail, postage prepaid, addressed as follows:

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

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

Richard A. Allen, Esquire
Zuckert, Scoult & Rasenberger, L.L.P.
Suite 600
888 Seventeenth Street, N.W.
Washington, DC 20006-3938

Paul A. Cunningham, Esquire
Harkins Cunningham
Suite 600
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Washington, DC 20036

William P. Jackson, Jr.