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BOSTON & MAINE CORPORATION
MAINE CENTRAL RAILROAD COMPANY
SPRINGFIELD TERMINAL RAILWAY COMPANY

IRON HORSE PARK
NO. BILLERICA, MASS. 01862

181109

LAW DEPARTMENT
(508) 663-1029

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.

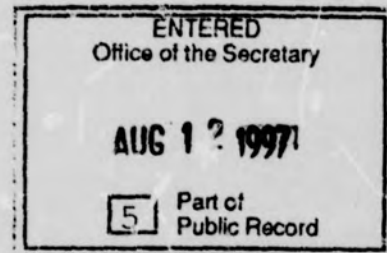
If there are any questions, please contact the undersigned. Thank you for your anticipated assistance.

Sincerely,

John R. Nadolny
Vice President and
General Counsel

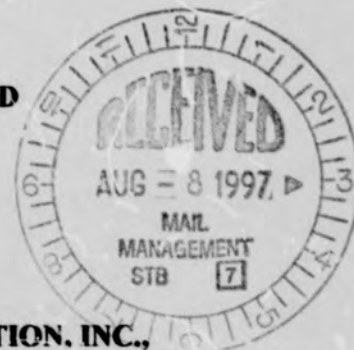
enc.

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



**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 Guilford 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.

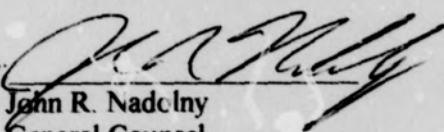
Service or other correspondence in this matter can be directed to this participant's representative at the following address:

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

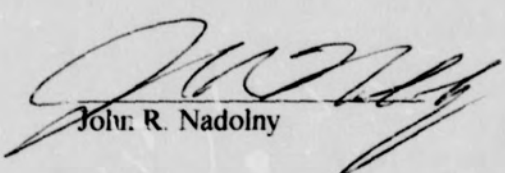

John R. Nadolny
General Counsel

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

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OPPENHEIMER WOLFF & DONNELLY

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

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

William C. Sippel
(312) 616-5874

VIA FEDERAL EXPRESS

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

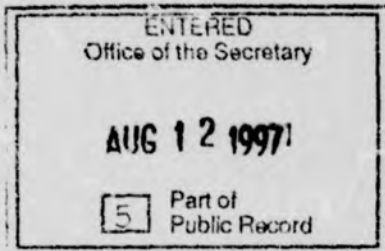
Re: **Finance Docket No. 33388**
CSX Corporation and CSX Transportation, Inc.,
Norfolk Southern Corporation and Norfolk Southern
**Railway Company -- Control and Operating Leases/
Agreements -- Conrail Inc. and Consolidated Rail**
Corporation

Dear Secretary Williams:

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

WCS:tjl

Enclosures

cc. Parties on Certificate of Service

181110

D

- Brussels
- Chicago
- Minneapolis
- New York
- Paris
- Saint Paul
- Washington, D.C.

August 6, 1997



ORIGINAL

181110

BEFORE THE
SURFACE TRANSPORTATION BOARD

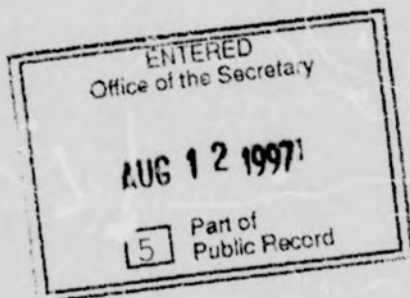


FINANCE DOCKET NO. 33388

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

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

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
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.

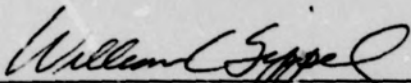
BLE requests that all decisions, pleadings and correspondence in this proceeding be sent to BLE's representatives at the following addresses:

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.
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) 616-2800

**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, Scoutt & Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Suite 600
Washington, DC 20006-3939

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

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



Thomas J. Litwiler

STB

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OPPENHEIMER WOLFF & DONNELLY

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

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

William C. Sippel
(312) 616-5874

18111

Brussels

Chicago

Minneapolis

New York

Paris

Saint Paul

Washington, D.C.

August 6, 1997



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VIA FEDERAL EXPRESS

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

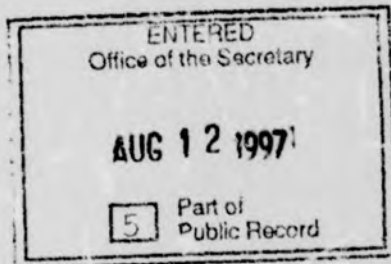
Re: **Finance Docket No. 33388**
CSX Corporation and CSX Transportation, Inc.,
Norfolk Southern Corporation and Norfolk Southern
**Railway Company -- Control and Operating Leases/
Agreements -- Conrail Inc. and Consolidated Rail**
Corporation

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

WCS:tjl

Enclosures

cc: Parties on Certificate of Service

ORIGINAL

18111

BEFORE THE
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. 33388

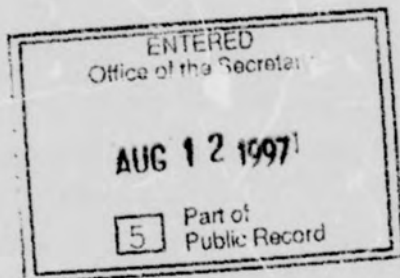
CSX CORPORATION AND CSX TRANSPORTATION, INC., NORFOLK
SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY
-- CONTROL AND OPERATING LEASES/AGREEMENTS --
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

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. 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, JOIJET 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.

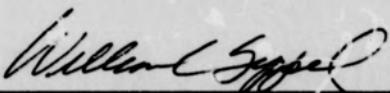
EJE requests that all decisions, pleadings and correspondence in this proceeding be sent to EJE's representatives at the following addresses:

Robert H. Gentile
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, 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

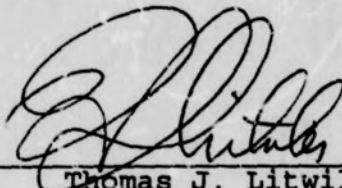
I hereby certify that on this 6th day of August, 1997, a copy of the foregoing Notice of Intent of Transtar, Inc. and Elgin, Joliet and Eastern Railway Company to Participate in Proceeding (EJE-2) was served by first class mail, postage prepaid, upon:

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

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

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

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



Thomas J. Litwiler

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OPPENHEIMER WOLFF & DONNELLY

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

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

August 6, 1997

181112
Brussels
Chicago
Minneapolis
New York
Paris
Saint Paul
Washington, D.C.

VIA FEDERAL EXPRESS

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

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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:

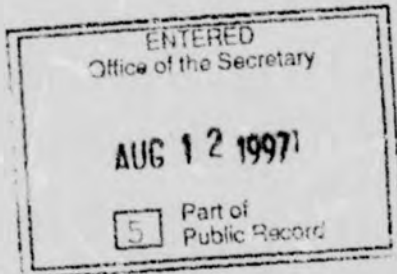
Enclosed for filing in the above-captioned proceeding are an original and twenty-five copies of the Notice of Intent of Illinois Central Railroad Company, Chicago, Central & Pacific Railroad Company and Cedar River Railroad Company to Participate in Proceeding (IC-1), dated August 6, 1997.

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:tjl

Enclosures

cc: Parties on Certificate of Service

ORIGINAL

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BEFORE THE
SURFACE TRANSPORTATION BOARD

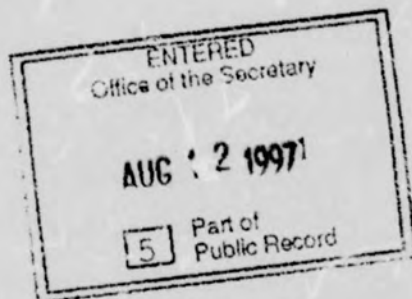


FINANCE DOCKET NO. 33388

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

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

IC-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

**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.

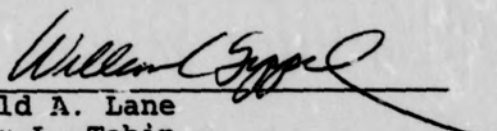
IC requests that all decisions, pleadings and correspondence in this proceeding be sent to IC's representatives at the following addresses:

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, 1977

CERTIFICATE OF SERVICE

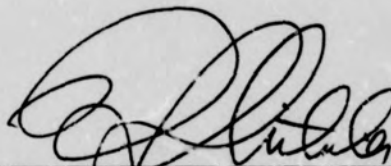
I hereby certify that on this 6th day of August, 1997, a copy of the foregoing Notice of Intent of Illinois Central Railroad Company, Chicago, Central & Pacific Railroad Company and Cedar River Railroad Company (IC-1) was served by first class mail, postage prepaid, upon:

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

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

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

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



Thomas J. Litwiler

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OPPENHEIMER WOLFF & DONNELLY

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

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

Thomas J. Litwiler
(312) 616-5861

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

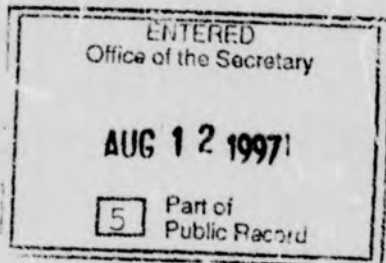
Re: **Finance Docket No. 33388**
CSX Corporation and CSX Transportation, Inc.,
Norfolk Southern Corporation and Norfolk Southern
**Railway Company -- Control and Operating Leases/
Agreements -- Conrail Inc. and Consolidated Rail**
Corporation

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are an original and twenty-five copies of the Notice of Intent of 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.

TJL:tl

Enclosures

cc: Parties on Certificate of Service

ORIGINAL

181113

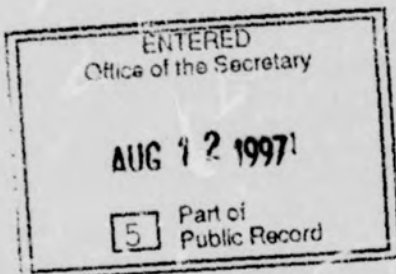
BEFORE THE
SURFACE TRANSPORTATION BOARD



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

WC-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

**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,

By: 

Janet M. 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

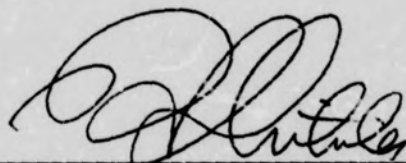
I hereby certify that on this 6th day of August, 1997, a copy of the foregoing Notice of Intent of Wisconsin Central Transportation Corporation, Wisconsin Central Ltd., Fox Valley & Western Ltd. and Sault Ste. Marie Bridge Company to Participate in Proceeding (WC-1) was served by first class mail, postage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

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

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

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

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



Thomas J. Litwiler

STB

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33388

8-8-97

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GRIFFINHEIMER WOLFF & DONNELLY

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

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

Thomas J. Litwiler
(312) 616-5861

VIA FEDERAL EXPRESS

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

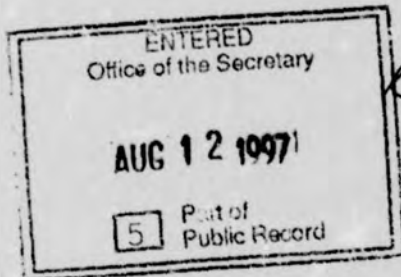
Re: **Finance Docket No. 33388**
CSX Corporation and CSX Transportation, Inc.,
Norfolk Southern Corporation and Norfolk Southern
**Railway Company -- Control and Operating Leases/
Agreements -- Conrail Inc. and Consolidated Rail**
Corporation

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are an original and twenty-five copies of the **Notice of Intent of 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,

Thomas J. Litwiler
Thomas J. Litwiler
Attorney for
R.J. Corman Parties

TJL:tl

Enclosures

cc: Parties on Certificate of Service

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D

- Brussels
- Chicago
- Minneapolis
- New York
- Paris
- Saint Paul
- Washington, D.C.

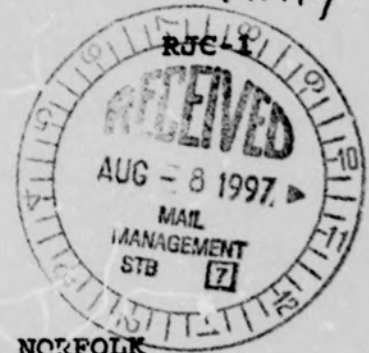
August 6, 1997



ORIGINAL

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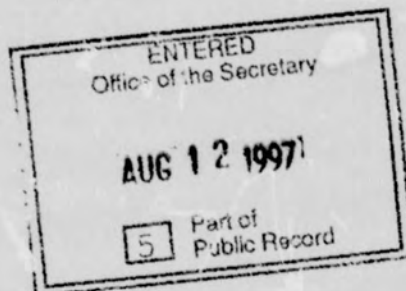
BEFORE THE
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. 33388

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

**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

M.W. Grubb, Jr.
President
R.J. Corman Companies
One Jay Station, Box 788
Nicholasville, KY 40356
Ph: (606) 885-9457, ext. 206
Fax (606) 885-7804

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.F. 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, Scoutt & Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Suite 600
Washington, DC 20006-3939

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

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



Thomas J. Litwiler

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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 33388



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

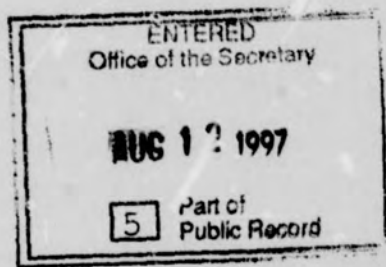
NOTICE OF INTENT TO PARTICIPATE

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 Gentry Lane, No. 104
Tinley Park, IL 60477



CERTIFICATE OF SERVICE

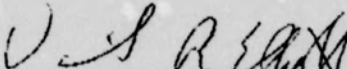
I hereby certify that on August 1, 1997, a copy of the foregoing Notice of Intent to Participate was served by first-class, U.S. mail, postage prepaid upon the following.

John V. Edwards
Patricia E. Bruce
Zuckert, Scoutt & Rasenberger, L.L.P.
888 17th Street, N.W. Suite 60C
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
Harkins Cunningham
1300 19th Street, NW, Ste. 600
Washington, DC 20036


Daniel R. Elliott, III

STB

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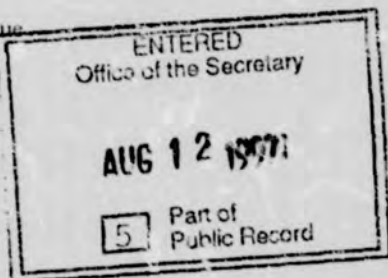
181116

OPPENHEIMER WOLFF & DONNELLY

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

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

Thomas J. Litwiler
(312) 616-5861



August 6, 1997



18116

- Brussels
- Chicago
- Minneapolis
- New York
- Paris
- Saint Paul
- Washington, D.C.

D

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-captioned 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)

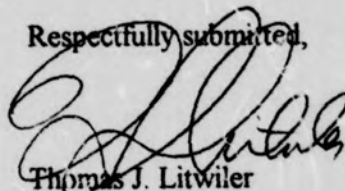
Mr. Vernon A. Williams
August 6, 1997
Page 2

- 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.

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8-7-97

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Eastern Shore Railroad, Inc.

The Norfolk Gateway

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:

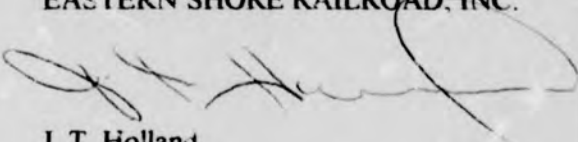
Based on a preliminary review of the primary application filed with the STB, the Eastern Shore Railroad, Inc. (ESHR) believes that the agreement reached by CSX and Norfolk Southern, as set forth in the primary application, will bring more competition and better access for industries located on our line. 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.

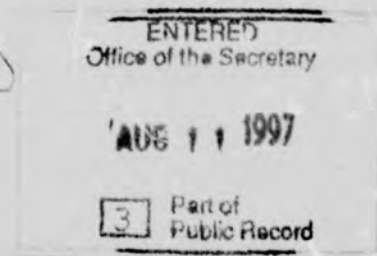
If you should have any questions regarding this letter of ESHR's intent to participate in these proceedings, please let me know.

Sincerely,

EASTERN SHORE RAILROAD, INC.


J. T. Holland
President

JTH/sic



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

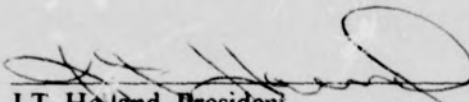
Dennis G. Lyons, Esquire
Arnold & Porter
555 12th Street, N. W.
Washington, D. C. 20004-1202

Richard A. Allen, Esquire
Zuckert Scoutt & 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

I hereby certify that a copy of this letter was mailed USPS Express Mail to 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 Scoutt & 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 this 6th day of August, 1997.


J.T. Holland, President

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8-7-97

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HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

888 SIXTEENTH STREET, N.W., WASHINGTON, D.C. 20006-4103 (202) 835-8000
FACSIMILE (202) 835-8136
INTERNET <http://www.hopsu.com>

CHICAGO OFFICE THREE FIRST NATIONAL PLAZA 60602-4203
DETROIT OFFICE 2800 LIVERNOIS SUITE 220 TROY, MI 48063-1720

D

CHARLES A. SPITULNIK
(202) 835-8196

August 7, 1997



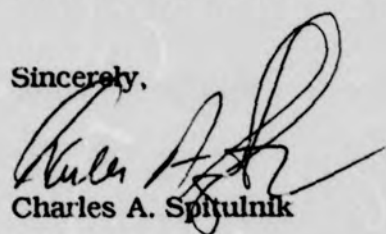
Vernon A. Williams, Secretary
Office of the Secretary
Case Control Branch
ATTN: STB Finance Docket No. 33388
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

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:

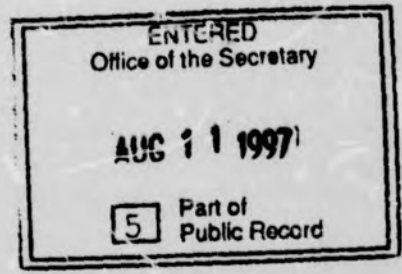
Enclosed are an original and twenty-five (25) copies of the Florida Power & Light Company's Notice of Intent to Participate for filing in the above-referenced proceeding. An additional copy is enclosed for file stamp and return with our messenger. Please note that a copy of this pleading is also enclosed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

Sincerely,


Charles A. 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 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,

A handwritten signature in black ink, appearing to read "Charles A. Spitudnik". The signature is written over a horizontal line.

Charles A. Spitudnik
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 Leventhal
Administrative Law Judge
Federal Energy Regulatory Commission
838 First Street, N.E.
Suite 11F
Washington, D.C. 20426

John M. Nannes
Skadden, 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, Scoutt & Raseberger, 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

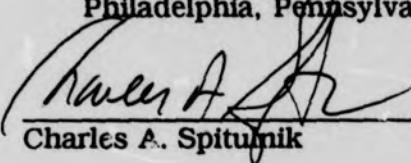
and by first class mail upon the following:

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 East Cary Street
Richmond, Virginia 23219

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



Charles A. Spitulnik

STB

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8-7-97

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181080

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N.W.

WASHINGTON, D. C. 20036

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

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
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

ENTERED
Office of the Secretary

AUG 11 1997

Part of
Public Record

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. Pastrick
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


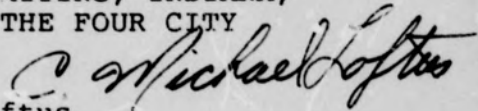
The Honorable Scott L. King
Attention: Michael Cervay, Director of
Community Development
475 Broadway
Gary, Indiana 46402

The Honorable Robert J. Bercik
Attention: Daniel Botich, City Planner
1443 119th Street
Whiting, Indiana 46394-1742

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:

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

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

Dated: August 7, 1997

Attorneys and Practitioners

CERTIFICATE OF SERVICE

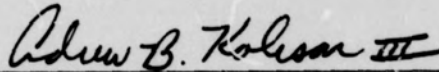
I hereby certify that copies of the foregoing Notice of Intent to Participate were served this 7th day of August, 1997, by first-class mail, postage pre-paid, upon:

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, Scoutt & 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



Andrew B. Kolesar III

STB

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8-7-97

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20039

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

181081
ENTERED

AUG 11 1997

3 Part of Public Record



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 Vaughan 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 G. 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.)

Finance Docket No. 33368

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 notice¹ 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

¹Amvest/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.

C. Michael Loftus
Donald G. Avery
Slover & Loftus
1224 Seventeenth Street, NW
Washington, DC 20036
(202) 347-7170

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.

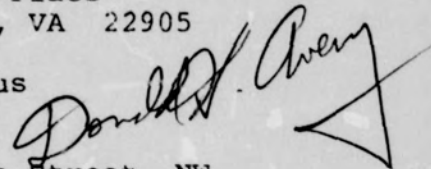
Respectfully Submitted,

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

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



Dated: August 7, 1997

Attorneys and Practitioners

Certificate of Service

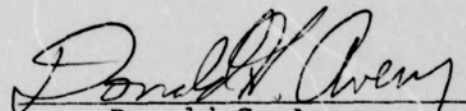
I hereby certify that I have this 7th day of August, 1997, caused copies of the foregoing document to be served by first-class mail upon Administrative Law Judge Jacob Leventhal and upon counsel for Applicants, as follows:

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, Scutt & Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Washington, D.C. 20006-3939


Donald G. Avery

STB

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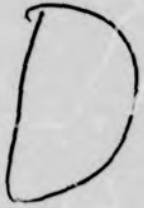
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HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

888 SIXTEENTH STREET, N.W., WASHINGTON, D.C. 20004-4103 (202) 335-8000
FACSIMILE (202) 835-8114
INTERNET <http://www.hopsu.com>

CHICAGO OFFICE THREE FIRST NATIONAL PLAZA 60602-1205
DETROIT OFFICE 2800 LIVERNOIS SUITE 220 TROY, MI 48063-1220



CHARLES A. SPITULNIK
(202) 835-8196

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 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.

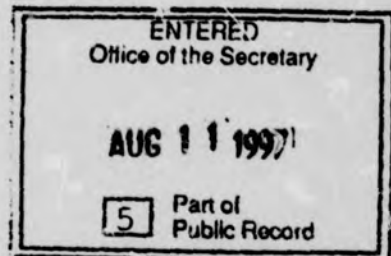
Sincerely,

Charles A. Spitulnik

Enclosure

cc: The Honorable Jacob Leventhal
Applicants' Representatives

Q52069-1



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

Michael Noland
General Counsel
Metra
547 W. Jackson Blvd.
Chicago, IL 60661
(312) 322-6699

Respectfully submitted,

Charles A. Spitulnik
Alicia M. Serfaty
Jamie Palter Rennert
HOPKINS & SUTTER
888 Sixteenth Street, NW
Washington, D.C. 20006
(202) 835-8000

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

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. Narves
Skadden, 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, Scutt & 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

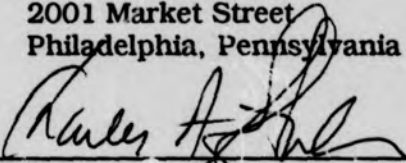
and by first class mail upon the following:

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



Charles A. Spitulnik

STB

FD

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SONNENSCHEIN NATH & ROSENTHAL

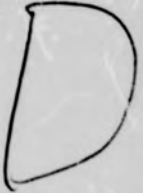
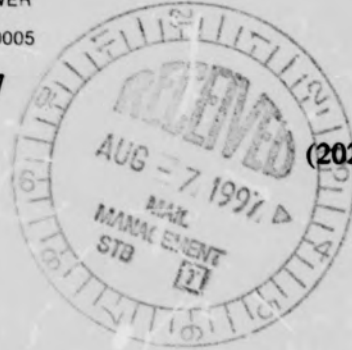
CHICAGO
LOS ANGELES
NEW YORK
SAN FRANCISCO
ST. LOUIS

1301 K STREET N.W.
SUITE 600, EAST TOWER
WASHINGTON, D.C. 20005

August 7, 1997

(202) 408-6400
FACSIMILE
(202) 408-6395

DIRECT LINE
(202) 408-6351



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

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

Dear Secretary Williams:

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

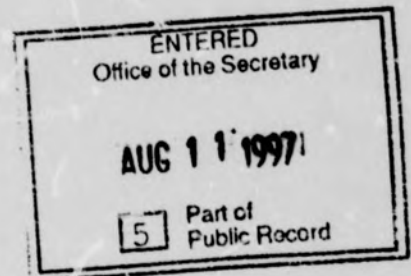
Kindly stamp the enclosed additional copy of this letter at the time of filing and return it to our messenger.

Sincerely yours,

L. John Osborn

Enclosures

cc: Director David M. Konschnik
Administrative Law Judge Leventhal
Counsel for all known parties



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ENTERED
Office of the Secretary

AUG 11 1997

5 Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

CN-1
AUG - 7 1997
MANAGEMENT
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 -- 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.

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

Respectfully submitted,
L. John Osborn
L. John Osborn
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
L. John Osborn

STB

FD

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8-7-97

D

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BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

DVRC-1
H&ER-1
SVRC-1

lgitomec@bjllp.com



LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

August 7, 1997



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. Laakso, Esq.
General Counsel
Delaware Valley Railway Co., Inc.
Huron and Eastern Railway Co., Inc.
Saginaw Valley Railway Co., Inc.
301 Yamato Road
Boca Raton, FL 33431

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

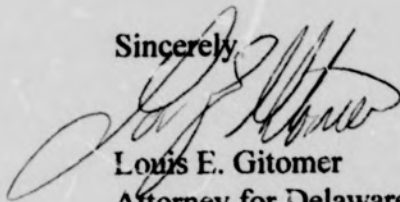
Please add our names to the service list for receipt of all decisions of the Surface Transportation Board and the presiding Administrative Law Judge.

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.

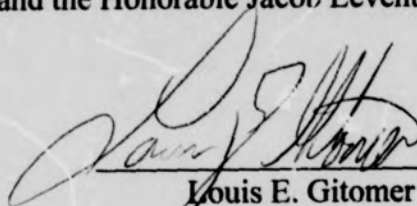
Sincerely,



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 applicants' representatives and the Honorable Jacob Leventhal by first class mail postage pre-paid.



Louis E. Gitomer
August 7, 1997

STB

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8-7-97

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U.S. Department of
Transportation
Office of the Secretary
of Transportation

GENERAL COUNSEL

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

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. 33388

D

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,

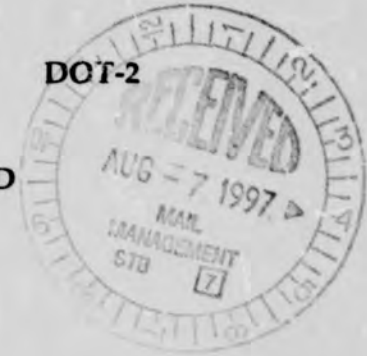
Paul Samuel Smith
Senior Trial Counsel

Enclosures

cc: Hon. Jacob Leventhal
Counsel for Applicants

ORIGINAL

**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.¹ 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.²

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 "Applicants."

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

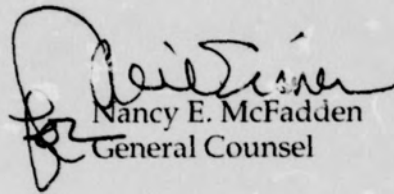
The Department intends to participate actively in this case. We will address critical issues relevant to safety, particularly between now and the prospective completion of the Applicants' operational plans, as well as matters traditionally of concern to DOT in rail consolidation proceedings.

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

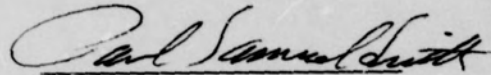
Joseph Pomponio
Federal Railroad Administration
400 Seventh Street, S.W.
RCC-20
Washington, D.C. 20590

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

STB

FD

33388

8-7-97

D

18186

181086

SLOVER & LOFTUS

ATTORNEYS AT LAW

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

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

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
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 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.

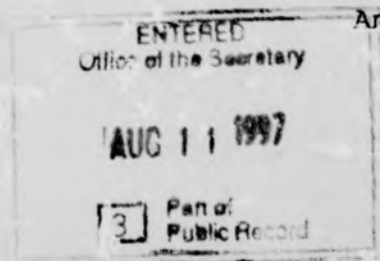
We have included an extra copy of the filing. Kindly
indicate receipt by time-stamping this copy and returning it with
our messenger.

Thank you for your attention to this matter.

Sincerely,

C. Michael Loftus
An Attorney for The Detroit
Edison Company

CMI:raw
Enclosures



ENTERED
Office of the Secretary

AUG 11 1997

3 Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

DE-01



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 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

OF COUNSEL:

By:

C. Michael Loftus
Frank J. Pergolizzi
Jean M. Cunningham

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

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

Dated: August 7, 1997

Attorneys and Practitioners

. . . .

CERTIFICATE OF SERVICE

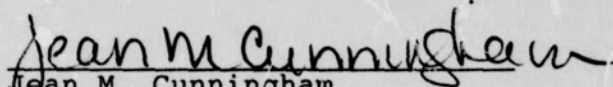
I hereby certify that copies of the foregoing Notice of Intent to Participate were served this 7th day of August, 1997, by first-class mail, postage pre-paid, upon:

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, Scott & Rosenberger, 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

STB

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8-7-97

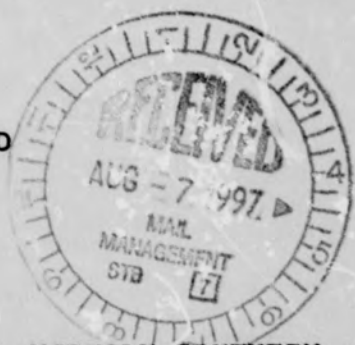
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ORIGINAL

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

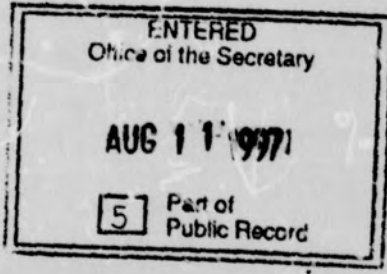
NOTICE OF INTENT TO PARTICIPATE

D

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

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

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

Charles D. Bolam (app)

August 7, 1997

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The Commonwealth of Massachusetts
Executive Office of Transportation and Construction
Ten Park Plaza, Boston, MA 02116-3969
Office of the Secretary

William F. Weld
Governor

Argeo Paul Cellucci
Lieutenant Governor

Patrick J. Moynihan
Secretary and MBTA Chairman



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

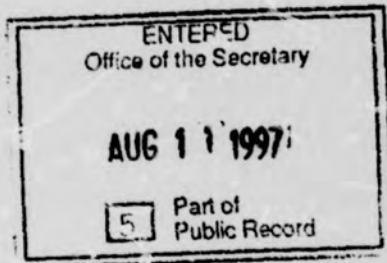
Dear Secretary Williams:

Presented herewith for filing are an original and 25 copies of the Commonwealth of Massachusetts Executive Office of Transportation and Construction's (EOTC) 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 CONSOLIDATED PAIL 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 3100
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, Scoutt & 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, DC 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

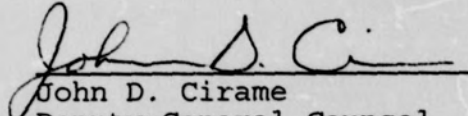
John M. Nannes, Esq.
Scot B. Hutchins, Esq.
Skadden, Arps, Slate, Meagher & Flom, LLP
1440 New York Avenue, N.W.
Washington, DC 20005-2111

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

STB

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8-7-97

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RUTGERS ENVIRONMENTAL LAW CLINIC

181051

15 Washington Street, Room 304
Newark, New Jersey 07102-3192
(973) 353-5695
(973) 353-1249 (FAX)

Rutgers, The State University of New Jersey
School of Law-Newark

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.

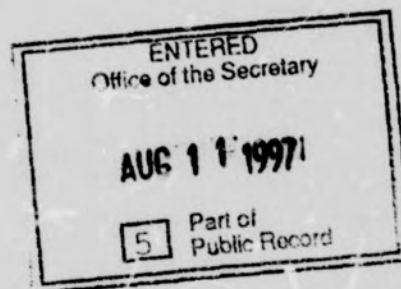
Thank you.

Respectfully submitted,

Edward Lloyd, Esq.

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

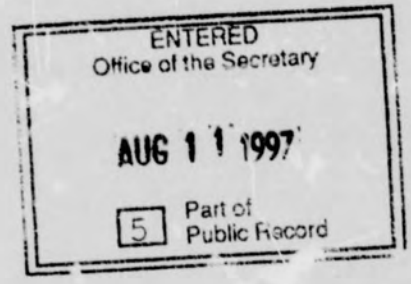
CSX Corporation and CSX Transportation Inc.
Norfolk Southern Corporation and
Norfolk Southern Railway Company
--Control and Operating Leases/Agreements--
Conrail, Inc. and Consolidated Rail Corporation--
Transfer of Line By Norfolk Southern Railway Company
To CSX Transportation Inc.

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
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. Eishop, 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, Scoutt &
Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Washington, D.C. 20006-3939

John M. Nannes
Scot B. Hutchins
Skadden, Arps, Slate,
Meagher & Florn 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

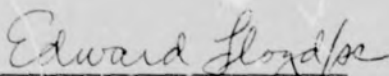
P. Michael Giftos
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Speed Code J-120
Jacksonville, FL 32202

Dennis G. Lycns, 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

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Illinois Department of Transportation

Office of Planning and Programming
2300 South Dirksen Parkway / Springfield, Illinois / 62764

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

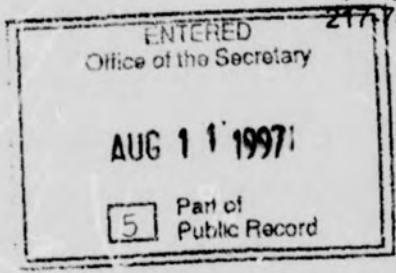
Dear Secretary:

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. Cottrell
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

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



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 joint 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,

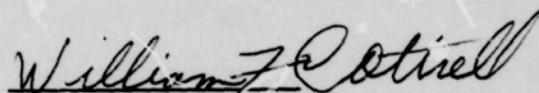
A handwritten signature in cursive script, appearing to read "Merrill L. Travis".

Merrill L Travis,
Chief, Bureau of Railroads

August 6, 1997

CERTIFICATE OF SERVICE

I hereby certify that on the 6 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, Scutt & 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

STB

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8-7-97

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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

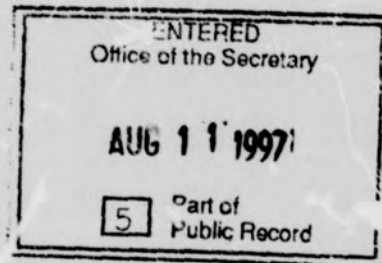
Please enter the appearance of the undersigned, acting on behalf of the citizens of the 10th Congressional District of Ohio, who intends to participate and become a party of record in this proceeding. Pursuant to 49 C.F.R. Sect. 1104.12, service of all documents filed in this proceeding should be made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

Dated: August 7, 1997

Respectfully submitted

Dennis J. Kucinich

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 Commerical Place
Norfolk, VA 23510-9241

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

John M. Nannes
Scott 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

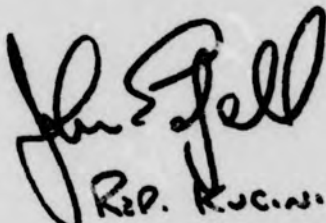
P. Michael Giftos
Paul R. Hitchcock
CSX Transportation, Inc.
500 Water Street
Speed Code J-120
Jacksonville, FL 32202

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

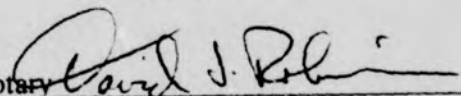
Samuel M. Sipe, Jr.
Timothy M. Walsh
Steptoe & Johnson L.L.P.
1330 Connecticut Avenue
Washington, D.C. 20036-1795

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

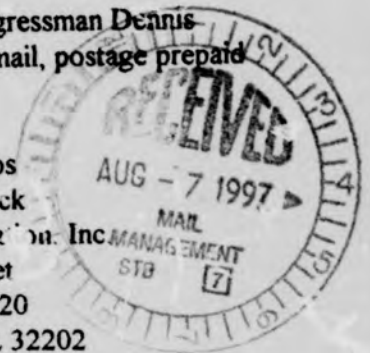
Paul A. Cunningham, Esquire
Suite 600
1300 Nineteenth Street, N.W.
Washington, D.C. 20036


Paul R. Hitchcock
202/225-5871

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

Notary 

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 E. DEBELL
THIS 7TH DAY OF AUGUST 1997

Notary David J. Robinson

John E. Debell
R.P. Kucinich
202/225-5781

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

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8-7-97

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BEFORE THE
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. 33388

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

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



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 11 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

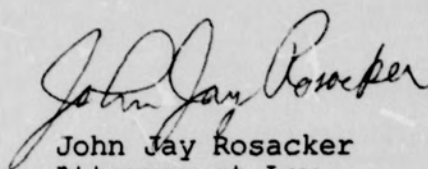
Comes now the Kansas Department of Transportation (KDOT) on behalf of the State of Kansas before the Surface Transportation Board (Board) and hereby give notice of its intent to participate as a Party of Record (POR) in this proceeding.

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

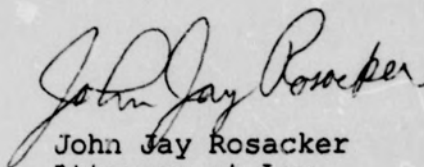


John Jay Rosacker
Attorney at Law
Bureau of Transportation
Planning
Office of Rail Affairs
Kansas Department of
Transportation
217 SE 4th.
Topeka, KS 66603
913-296-0342

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, Scoutt & 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 Jay Bennett

STB

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WEINER, BRODSKY, SIDMAN & KIDER

ATTORNEYS AT LAW

PROFESSIONAL CORPORATION

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

H. GERPY ANDERSON*
RICHARD J. ANDREANO, JR.
JAMES A. BRODEUR
JENNIFER A. COHN
JO A. DeROCHE
CYNTHIA L. GILMAN
DON J. HALPERN
CHRISTOPHER E. KACZMAREK
MITCHEL H. KIDER
SUSAN L. KORYTKOWSKI
SHERRI L. LEDNER
PAUL C. OAKLEY
MARK H. SIDMAN
RUCGENIA SILVER
HARVEY E. WEINER
ROSE-MICHELE WEINRYB*
JOSEPH F. YENOUSKAS



August 7, 1997

BY HAND

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

NYAR No. 1

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*NOT ADMITTED IN D.C.

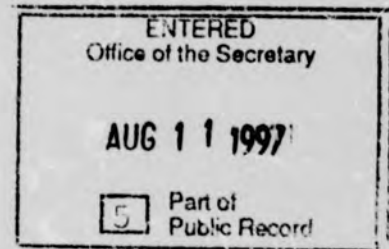
Re: STB Finance Docket No. 33388, CSX Corp. and CSX Transp., Inc., Norfolk Southern Corp. and Norfolk Southern Ry. Co. -- Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated Rail Corp.

Dear Secretary Williams:

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 Word Perfect. 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)



WEINER, BRODSKY, SIDMAN & KIDER, P.C.

Hon. Vernon A. Williams

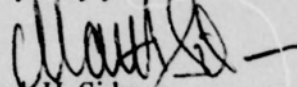
- 2 -

August 7, 1997

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

\\94037\001\trmw206let.doc

CERTIFICATE OF SERVICE

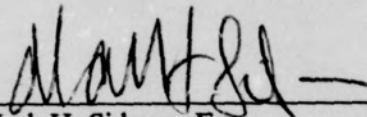
I hereby certify that on August 7, 1997, a copy of the foregoing Request was served by first-class mail, postage pre-paid, on the following addressees:

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. Allen, Esq.
Zuckert Scoutt & 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.

STB

FD

33388

8-7-97

D

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LAW OFFICES

REA, CROSS & AUCHINCLOSS

SUITE 420

1920 N STREET, N.W.

WASHINGTON, D. C. 20036

(202) 785-3700

FACSIMILE: (202) 659-4934

DONALD E. CROSS (1923-1986)

D

THOMAS D. AUCHINCLOSS, JR.
LEO C. FRANLEY
JOHN D. HEFFNER
KEITH G. O'BRIEN
BRYCE R. JR.
BRIAN L. TROIANO
ROBERT A. WIMBISH

August 7, 1997



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

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:

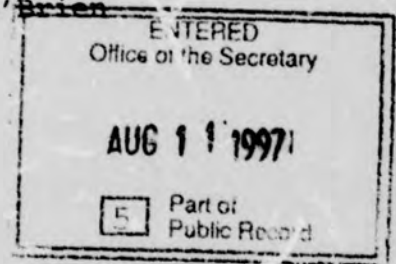
Acting on behalf of the separate and distinct interests of the Ohio Rail Development Commission and the Public Utilities Commission of Ohio, the Assistant Attorney General of the State dispatched a notice of intent to participate in the above matter on August 6, 1997 for delivery by overnight service. 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



ORIGINAL

181056



Attorney General
Betty D. Montgomery

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:

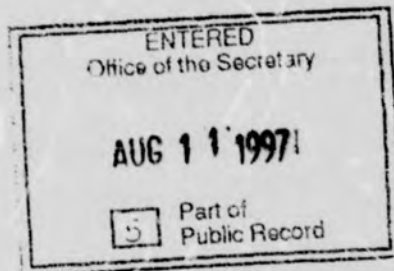
Enclosed are the original and 30 copies of the above-captioned pleading for filing in this docket. Please date stamp and return the extra copies in the enclosed postage prepaid envelope. Please note that although the enclosed notice is filed jointly, the Ohio Rail Development Commission and the Public 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
by Wilton L. Long
s/s Keith R. O'Brien

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



WLW/kja

cc: Thomas O'Leary
Alfred P. Agler
Daniel A. Malkoff

State Office Tower / 90 East Broad Street / Columbus, Ohio 43215-3428
An Equal Opportunity Employer

Printed on Recycled Paper

Before the
SURFACE TRANSPORTATION BOARD ORDC-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) 466-3392
Fax: (614) 752-8349

Respectfully submitted,

Betty D. Montgomery
Attorney General

Duane W. Luckey s/s Keith R. Brown

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 s/s Keith R. Brown

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.

Duane W. Luckey by (with name if changed)
Duane W. Luckey
Assistant Attorney General *St. Louis MO 63101*

PARTIES OF RECORD:

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

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

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

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

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LAW OFFICES

REA, CROSS & AUCHINCLOSS

SUITE 420

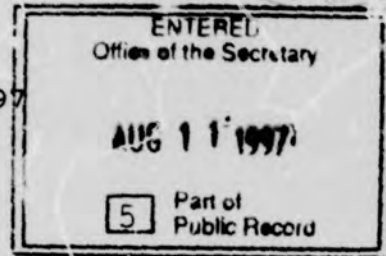
1920 N STREET, N.W.

WASHINGTON, D. C. 20029

(202) 785-3770

FACSIMILE: (202) 658-4934

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



D

August 7, 1997

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**

Dear 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.

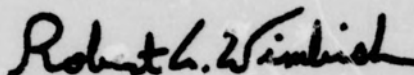
CCCR understands that, by virtue of this submission, it will be added to the appropriate service lists, and that the Board will furnish it with all relevant notices hereafter. Correspondence should be sent to CCCR's counsel as follows:

Vernon A. Williams
August 7, 1997
Page Two

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,



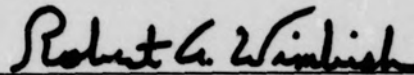
Robert A. Wimbish

Counsel for the Connecticut Central
Railroad

cc: Russell G. St. John
Robert Bass

CERTIFICATE OF SERVICE

I hereby certify that I have this 7th day of August, 1997, served a copy of the foregoing Notice of Intent to Participate on (1) Administrative Law Judge Jacob Leventhal, Federal Energy Regulatory Commission, 888 First Street, N.E., Suite 11F, Washington, D.C. 20426; (2) Dennis G. Lyons, Esq., Arnold & Porter, 555 12th Street, N.W., Washington, D.C. 20004-1202; (3) Richard A. Allen, Esq., Zuckert, Scout & Rasenberger, L.L.P., Suite 600, 888 Seventeenth Street, N.W., Washington, D.C. 20006-3939; and (4) Paul A. Cunningham, Esq., Harkins Cunningham, Suite 600, 1300 Nineteenth Street, N.W., Washington, D.C. 20036.



Robert A. Wimbish

STB

FD

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LAW OFFICES

REA, CROSS & AUCHINCLOSS

SUITE 420

1920 N STREET, N.W.

WASHINGTON, D. C. 20036

THOMAS M. AUCHINCLOSS, JR.

LEO C. FRANKE

JOHN D. HEFFNER

KEITH C. O'BRIEN

BRUCE REA, JR.

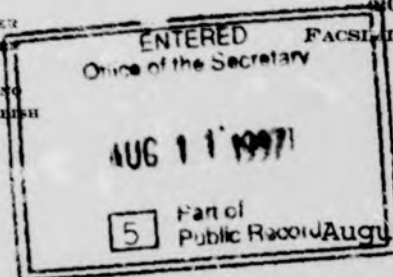
BRIAN L. TROIANO

ROBERT A. WIMBUSH

PHONE: (202) 785-3700

FACSIMILE: (202) 659-4934

DONALD E. CROSS (1923-1986)



D

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.

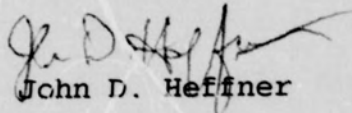
MSRR understands that, by virtue of this submission, it will be added to the appropriate service lists, and it requests that the Board will furnish it with all relevant notices hereafter. Correspondence should be sent to MSRR's counsel as follows:

Vernon A. Williams
August 7, 1997
Page Two

John D. Heffner
Robert A. Winovich
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,



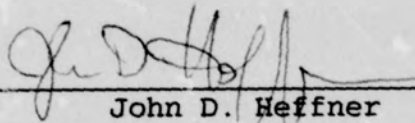
John D. Heffner

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

cc: Daniel LaKemper, Esq.

CERTIFICATE OF SERVICE

I hereby certify that I have this 7th day of August, 1997, served a copy of the foregoing Notice of Intent to Participate on (1) Administrative Law Judge Jacob Leventhal Federal Energy Regulatory Commission, 888 First Street, N.E., Suite 11F, Washington, D.C. 20426; (2) Dennis G. Lyons, Esq., Arnold & Porter, 555 12th Street, N.W., Washington, D.C. 20004-1202; (3) Richard A. Allen, Esq., Zuckert, Scout & Rasenberger, L.L.P., Suite 600, 888 Seventeenth Street, N.W., Washington, D.C. 20006-3939; and (4) Paul A. Cunningham, Esq., Harkins Cunningham, Suite 600, 1300 Nineteenth Street, N.W., Washington, D.C. 20036.



John D. Heffner

STB

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8-7-97

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ORIGINAL



Finance Docket No. 33388

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

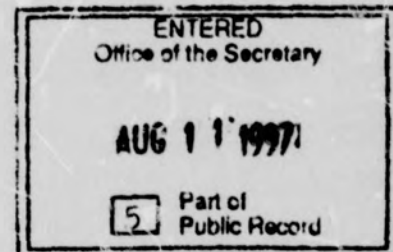
D

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
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 Scoutt & Rasenberger
888-17th Street, N.W.-#600
WASHINGTON DC 20006-3939

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

Frank R. Pickell
1997.1

August 7, 1997

FRANK R. PICKELL

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8-7-97

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Before The
SURFACE TRANSPORTATION BOARD
Washington, D.C.



ENTERED
Office of the Secretary

Finance Docket No. 33388

AUG 11 1997

3 Part of
Public Record

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.

D

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 (#C 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:

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 Scott & 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

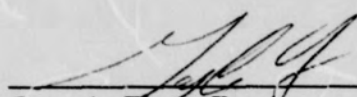
Dennis G. Lyons
Richard L. Rosen
Paul T. Denis
Arnold & Porter
555-12th Street, N.W.
Washington, DC 20004-1202

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

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

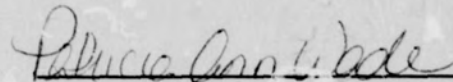
Paul A. Cunningham
Harkins Cunningham
Suite 600
1300-19th Street, N.W.
Washington, DC 20036

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 6th day of August, 1997



Notary Public

PATRICIA ANN WADE
Notary Public, State of Ohio
Recorded in Medina County
My Commission Expires Dec. 29, 1999

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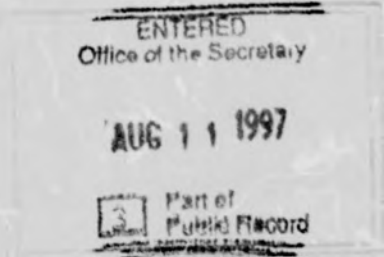
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Before The
SURFACE TRANSPORTATION BOARD
Washington, D.C.



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.

D

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 44116-3398

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
Zucker Scoutt & 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

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

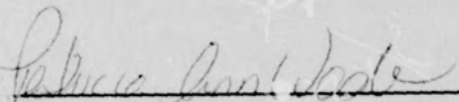
Paul A. Cunningham
Harkins Cunningham
Suite 600
1300-19th Street, N.W.
Washington, DC 20036

CITY OF ROCKY RIVER



Gary A. Ebert (#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



Notary Public

PATRICIA ANN WADE
Notary Public, State of Ohio
Recorded in Medina County
My Commission Expires Dec. 29, 1999

H:\HOME\ALEX\91-0476B.PLD

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8-7-97

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**THE WEST VIRGINIA ASSOCIATION FOR ECONOMIC
DEVELOPMENT THROUGH THE JOINT USE OF
CONRAIL TRACKS BY NORFOLK SOUTHERN AND CSXT**
P. O. Box 149, 200 Greenbrier Road, Summersville, WV 26651 (Phone 304-872-3000; Fax 304-872-3032)

ENTERED
Office of the Secretary

WVED-1

D

AUG 11 1997

August 6, 1997

Part of
Public Record



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
- CAEZ WV - Ms. Terrell Ellis
- Charleston Steel - Mr. Michael Hamon

August 6, 1997

Page 2

Clay County Bank - Mr. Don Moore
Coal ARBED International Trading - Mr. James F. Roberts
Dupont - Mr. Dave Davison
Eastern Leasing & Equipment, Inc. - Mr. Eric Meador
Elkem Metals - Mr. Greg Samples
Flexsys America LP - Mr. Jim Cochran
Flexsys America LP - Mr. Rodney Booker
FNG Industries, Inc. - Mr. Joe Fuqua
Gauley Sales Company - Mr. Frank Hill
Mr. Morgan Gibson
Gould's Electric - Mr. Jerry Gould
Northland Resources - Mr. Jim Bunn
Pevler Coal Sales, Inc. - Mr. Mark Campbell
Pittston Coal Company - Mr. Mike Quilien
Reagent Chemical & Research Inc. - Mr. Dave Matuszkiewicz
The Elk River Railroad, Inc. - Mr. Frank Jorgensen
Thurmond/Glenn Jean Railroad - Mr. John Dragan
Tim Salvati, Inc. - Mr. Tim Salvati
Tyler Fuels - Mr. Dirk Johnson
Union Carbide Corp. - Mr. H. M. Agee
Union Carbide Corp. - Mr. Mike Eastone
Valley Brook Concrete & Supply - Mr. Howard Bechtle
Vecellio & Grogan, Inc. - Mr. Leo A. Vecellio, Jr.
WV Coal Association - Mr. Bill Rainey
WV Mining & Reclamation Assoc. - Mr. Ben Greene

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:

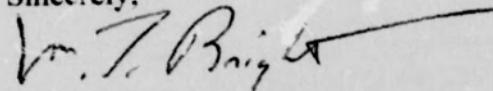
August 6, 1997
Page 3

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,



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

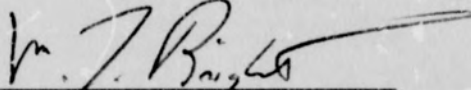
I hereby certify that I have this 6th day of August, 1997, caused copies of the foregoing document to be served by first-class mail upon Administrative Law Judge Jacob Leventhal and upon counsel for Applicants, as follows:

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, Scutt & Rasenberger, L.L. P.
888 Seventeenth Street, N.W.
Washington, DC 20006-3939



William T. Bright

STB

FD

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8-7-97

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Tuscola and Saginaw Bay Railway Company, Inc.
300 Main Street
Owosso, Michigan 48867



August 6, 1997

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

D

Re: STB Finance Docket No. 33388

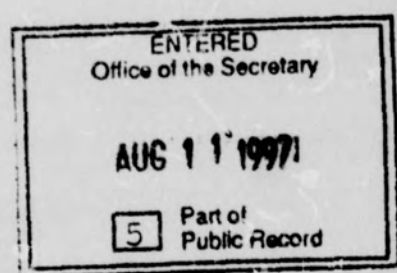
Dear Secretary,

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

Very truly yours,

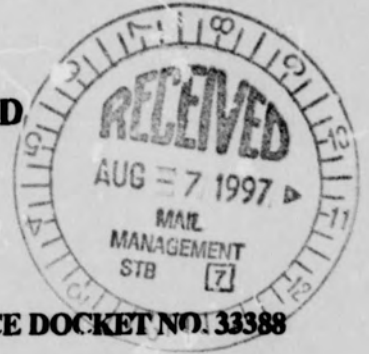
James E. Shepherd
James E. Shepherd, CEO

cc: ALJ Jacob Leventhal
Dennis G. Lyons, Esq.
Richard A. Allen, Esq.
Paul A. Cunningham, Esq.



181063

**UNITED STATES OF AMERICA
SURFACE TRANSPORTATION BOARD**



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

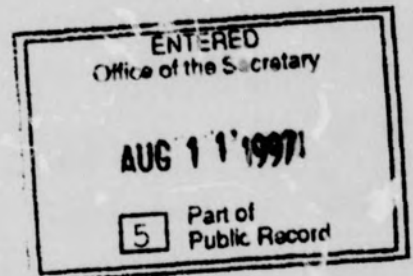
STB FINANCE DOCKET NO. 33388

NOTICE OF INTENT TO PARTICIPATE

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

8/6/97
Dated

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



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8-7-97

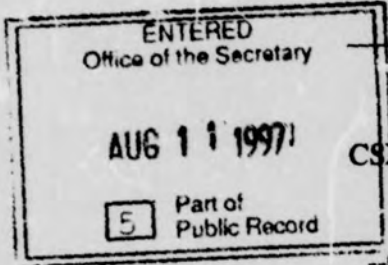
D

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ARCO-1

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,

Martin W. Bercovici

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

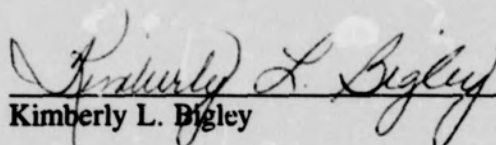
I, Kimberly L. Bigley, a secretary at the law firm of Keller and Heckman LLP, hereby certify that a copy of the foregoing Notice of Appearance was served by first-class mail, postage prepaid, on this 7th day of August, 1997, upon:

Administrative Law Judge Jacob Leventhal
Federal Energy Regulatory Commission
858 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 Scott & 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

STB

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8-7-97

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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



D

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:

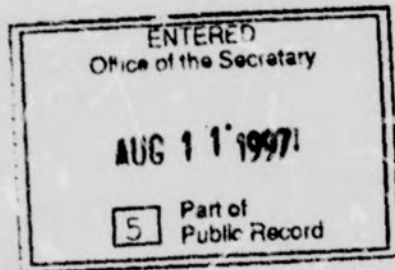
Enclosed for filing in the above-referenced docket are an original and twenty-five copies of Regional Railroad of America's Notice of Intent to Participate. Also enclosed is a 3.5-inch diskette, formatted for Word for Windows, containing the pleading.

Thank you for your assistance.

Sincerely,

Peter A. Gilbertson

Peter A. Gilbertson
President
Regional Railroads of America



Enclosures

cc: All Counsel of Record
The Honorable Jacob Leventhal

181065

BEFORE THE
SURFACE TRANSPORTATION BOARD

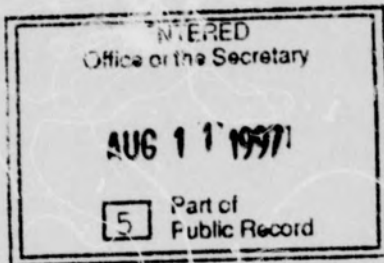
Finance Docket No. 33388



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

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

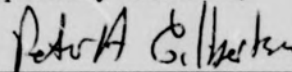
CSX CORPORATION AND CSX TRANSPORTATION, INC.,
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY
-- CONTROL AND OPERATING LEASES/AGREEMENTS --
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

REGIONAL RAILROADS OF AMERICA'S
NOTICE OF INTENT TO PARTICIPATE

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,



Peter A. Gilbertson
President
Regional Railroads of America

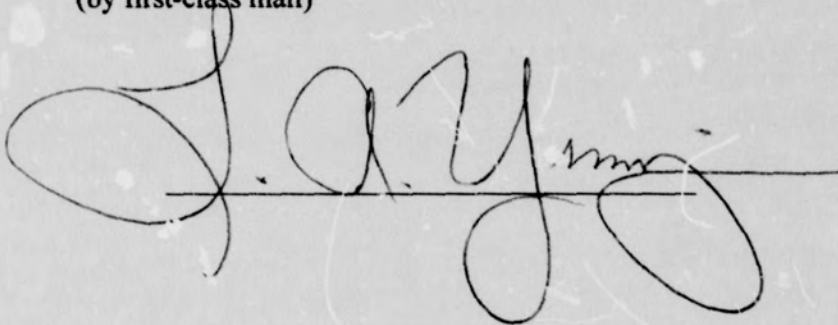
CERTIFICATE OF SERVICE

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
803 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)

A handwritten signature in black ink, appearing to read "J. A. Young", is written over a horizontal line. The signature is stylized and cursive.

STB

FD

33388

8-7-97

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THE ACKERSON GROUP

CHARTERED
ATTORNEYS & COUNSELLORS

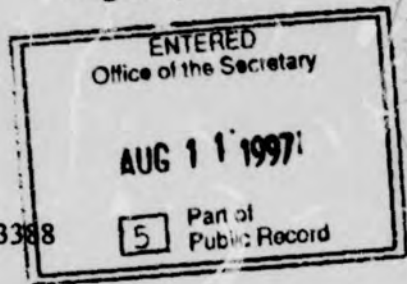
1275 PENNSYLVANIA AVENUE, N.W. ■ SUITE 1100 ■ WASHINGTON, D.C. 20004-2417
TELEPHONE: 202-1100 ■ FACSIMILE: 202-628-0242



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

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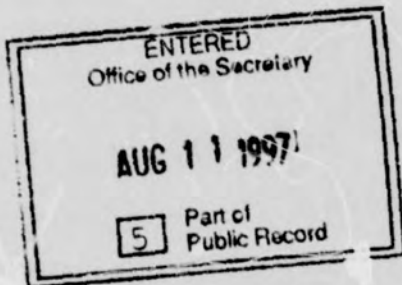
BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Docket No. 33388

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

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 CROUP, 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. 54C01 9406 CP 0.87 (Montgomery Circuit
Court, Indiana).

Dated: August 7, 1997

BEFORE THE
SURFACE TRANSPORTATION BOARD

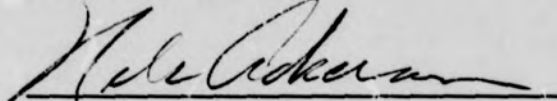
Finance Docket No. 33388

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,



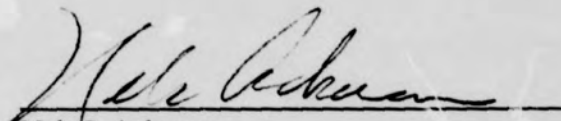
Nels J. Anderson

Nels J. Ackerson, Esq.
James R. Baarda, Esq.
Susan E. Chamberlin, Esq.
THE ACKERSON GROUP, CHARTERED
1275 Pennsylvania Ave., N.W.
Suite 1100
Washington, DC 20004-2417
(202)628-1100

On behalf of the
National Association of Reversionary Property Owners
and Landowners who are Members of Plaintiffs Class in Indiana

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, Scott & 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

STB

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33388

8-7-97

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P.O. BOX 460, 300 GREENBRIER RD., SUMMERSVILLE, WV 26651
PHONE: 304-872-3000 FAX: 304-872-3040



(81067)

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

D

ENTERED
Office of the Secretary

AUG 11 1997

3 Part of
Public Record

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

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) 872-3032

Thank you for your attention to this matter.

Sincerely,

Frank N. Jorgensen
President

FNJ:am



P.O. BOX 460, 300 GREENBRIER RD., SUMMERSVILLE, WV 26651
PHONE: 304-872-3000 FAX: 304-872-3040

Certificate of Service

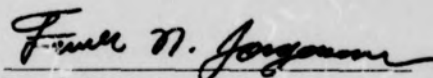
I hereby certify that I have this 6th day of August, 1997, caused copies of the foregoing document to be served by first-class mail upon Administrative Law Judge Jacob Leventhal and upon counsel for Applicants, as follows:

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, Scottt & Rasenberger, L.L. P.
888 Seventeenth Street, N.W.
Washington, DC 20006-3939


Frank N. Jorgensen
President

STB

FD

33388

8-7-97

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198/068

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LAW OFFICES

KELLER AND HECKMAN LLP

1001 G STREET, N.W.
SUITE 500 WEST
WASHINGTON, D.C. 20001
TELEPHONE (202) 434-4100
FACSIMILE (202) 434-4646
—
BOULEVARD LOUIS SCHMIDT 87
B-1040 BRUSSELS
TELEPHONE (32(2) 732 52 80
FACSIMILE (32(2) 7 32 53 92

WWW.KHLAW.COM

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

C. DOUGLAS JARRETT
SHEILA A. MILLAR
GEORGE G. MITCHELL
GAREN E. DODGE
PATRICK J. HURD
KATHA A. SIEVERS
CATHARINE R. NIELSEN
JEAN-FRANÇOIS MONTFORT
JUSTIN C. POWELL
DAVID J. SARVAZI
JONATHAN R. SPENCER
SUSAN M. HOFFER
AMY N. ROD JERS
ELLOT BELLOS
MARY L. ITZOFF
ROSEMARIE A. KELLEY
BRIAN T. ASHBY
ARTHUR S. GARRETT III
ELIZABETH N. HARRISON
ROBERT W. LOCKWOOD
CAROL MOORS TOTH
JOAN C. SYLVAIN
MARTHA E. HARRAPES

DONALD T. WURTH
DAVID B. BERRY
NICOLE S. DONATH
DEBORAH ROSEN WHITE
DAVID R. JOY
FREDERICK A. STEARNS
TONY RUSSELL EPPS
THOMAS C. BERGER
JOHN F. FOLEY
JENNIFER A. BONANNO
JOHN REARDON
PATRICK W. RATKOWSKI
JOHN F. C. LUEDKE
PAULA DEZAR
JOHNE W. HOPKINS, JR.
MICHAEL C. HOCHEMAN
JOHN B. OLOUGHLIN, JR.
DAWN M. RAINEY
DEVON W. HILL
DANIEL QUINTANA
MICHAEL A. PETTI

*NOT ADMITTED IN D.C.
RESIDENT BRUSSELS

SCIENTIFIC STAFF
DANIEL S. DIXLER, Ph.D.
CHARLES V. BREDER, Ph.D.
ROBERT A. MATHEWS, Ph.D., D.A.B.T.
JOHN P. WODDERMAN, Ph.D.
TOLLY HUTNIRE FOLEY
JANETTE HOUK, Ph.D.
LESTER BORODINSKY, Ph.D.
THOMAS C. BROWN
MICHAEL T. FLOOD, Ph.D.
ANDREW P. JOVANO VICH, Ph.D.
ANNA GERGE
TELECOMMUNICATIONS
ENGINEER
RANDAL D. YOUNG
WRITER'S DIRECT ACCESS

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



(202) 434-434-4179
jones@khlaw.com

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, Incorporated, 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,

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.

STB

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8-7-97

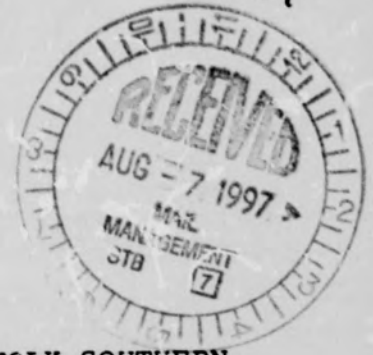
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ORIGINAL

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

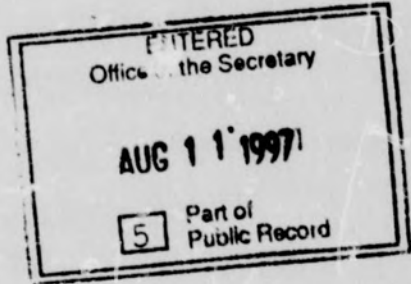
D

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 (gn)
JOHN D. FITZGERALD
United Transp. Union
400 E. Evergreen Blvd.-#217
Vancouver WA 98660

August 7, 1997



CERTIFICATE OF SERVICE

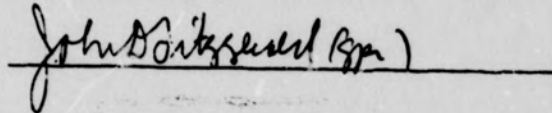
I hereby certify I have served a copy of the foregoing upon
the following by first class mail postage-prepaid:

Jacob Leventhal, ALJ
Federal Energy Regulatory Commission
888 First Street, N.E.-611F
WASHINGTON DC 20426

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

Richard A. Allen
Zuckert Scoutt & 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

STB

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ENTERED
Office of the Secretary

August 6, 1997

AUG 11 1997

3 Part of
Public Record

Commonwealth
Consulting
Associates



D

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 App'e Grove, West Virginia, Shell will vigorously oppose the mergers.

Copies of this letter are also being transmitted to the 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

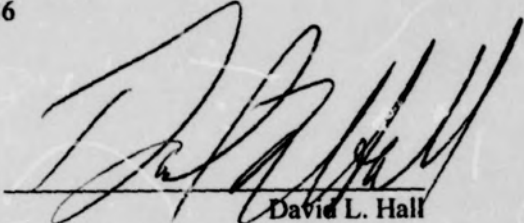
I hereby certify that on this 6th day of August, 1997, copies of the foregoing NOTICE OF INTENT TO PARTICIPATE were served by first class mail, postage prepaid, in accordance with the rules of the Surface Transportation Board on the following persons specified in Decision No. 6. and upon the parties 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, Scoutt & 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

STB

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8-7-97

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181071

ORIGINAL

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

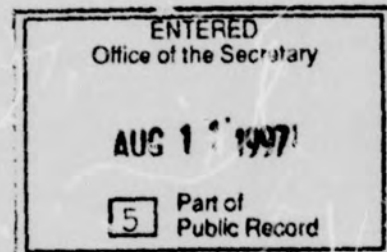
NOTICE OF INTENT TO PARTICIPATE

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 (signature)
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 Scoutt & Rasenberger
888-17th Street, N.W.-#600
WASHINGTON DC 20006-3939

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

Thomas R. Bobak (gpm)

August 7, 1997

THOMAS R. BOBAK

STB

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8-7-97

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**Attorney General
Betty D. Montgomery**

181072

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August 6, 1997



D

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 / WLW

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

ENTERED
Office of the Secretary

AUG 11 1997

3 Part of
Public Record

WLW/kja

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 / by WLD

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

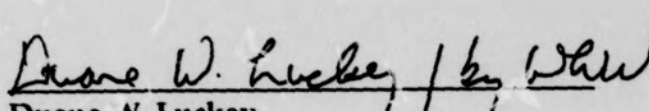
Daniel A. Maikoff / by WLD

Daniel A. Maikoff
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 W. 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

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

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

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

STB

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8-7-97

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ORIGINAL 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

D

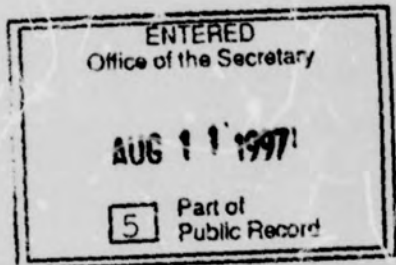
NOTICE OF INTENT TO PARTICIPATE

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

August 7, 1997

Attorney for Joseph C. Szabo



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 Scoutt & Rosenberger
888-17th Street, N.W.-#600
WASHINGTON DC 20006-3939

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

Antoin MacDougal

August 7, 1997

STB

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8-7-97

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181074



CITY OF PHILADELPHIA

181074

LAW DEPARTMENT
1600 Arch Street
Philadelphia, PA 19103-2081

STEPHANIE L. FRANKLIN-SUBER
CITY SOLICITOR

WILLIAM R. THOMPSON
(215) 686-0923
FAX: (215) 686-0929



181074

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.

Mr. Vernon A. Williams
August 6, 1997
page 2

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/a'b

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, IDIC
Eugene N. Cipriani, Assistant Deputy Counsel, SEPTA

181074

PHIL-1

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:

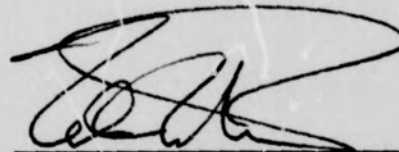
Administrative Law Judge Jacob Leventhal
Federal Energy Regulatory Commission
888 First Street, N.E.
Suite 11F
Washington, D.C. 20426

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

Richard A. Allen, Esquire
Zuckert, Scutt & 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**

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OPPENHEIMER WOLFF & DONNELLY

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

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

Direct Dial. 202-496-4909

181075

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

August 7, 1997



D

VIA HAND DELIVERY

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

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

Dear Secretary Williams:

Enclosed you will find an original and 25 copies of the 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.

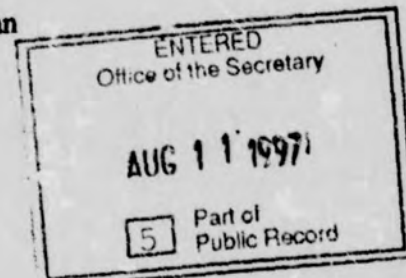
Please contact the undersigned if you have any questions regarding this matter.

Respectfully submitted,

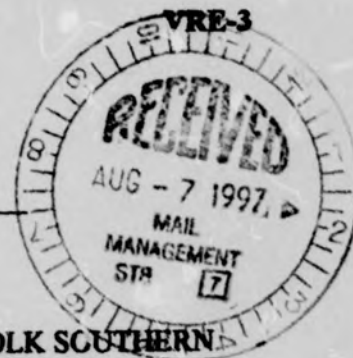
Edward J. Fishman

Enclosures

cc: All Parties on Certificate of Service



BEFORE THE
SURFACE TRANSPORTATION BOARD



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

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**

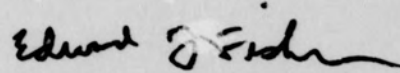
Finance Docket No. 33388

**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,



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 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
Fax: 202-293-6200

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

Dated: August 7, 1997

CERTIFICATE OF SERVICE

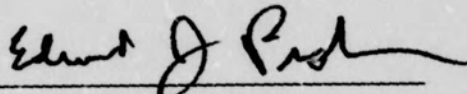
I hereby certify that on this 7th day of August, 1997, a copy of the foregoing Notice of Intent to Participate was served upon the following people by first class mail, postage prepaid:

Richard A. Allen
Zuckert, Scoutt & 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 L. Leventhal
Office of Hearings
Federal Energy Regulatory Commission
888 First Street, N.E., Suite 11F
Washington, D.C. 20426



Edward J. Fishman

STB

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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*

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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 (POR) and include the undersigned representative on the service list as follows:

David W. Donley
Attorney at Law
3361 Stafford Street
Pittsburgh PA 15264

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.

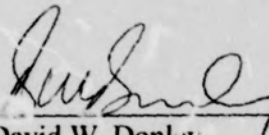
Administrative Law Judge Jacob Leventhal
Federal Energy Regulatory Commission
888 First Street, NE, Suite 11F
Washington, DC 20426

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

Richard A Allen, Esquire
Zuchert Scoutt & 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

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8-7-97

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181077

OPPENHEIMER WOLFF & DONNELLY

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

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

Direct Dial: 202-496-4909



August 7, 1997

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- 181077
- Brussels
 - Chicago
 - Detroit
 - Geneva
 - Irvine
 - Los Angeles
 - Minneapolis
 - New York
 - Paris
 - Saint Paul
 - San Jose
 - Washington, D.C.

VIA HAND DELIVERY

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

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

Dear Secretary Williams:

Enclosed you will find an original and 25 copies of the 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.

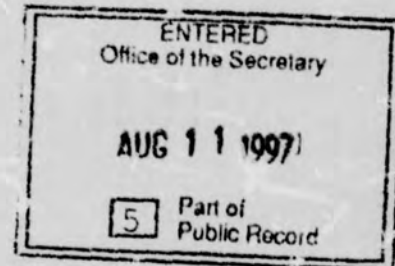
Please contact the undersigned if you have any questions regarding this matter.

Respectfully submitted,

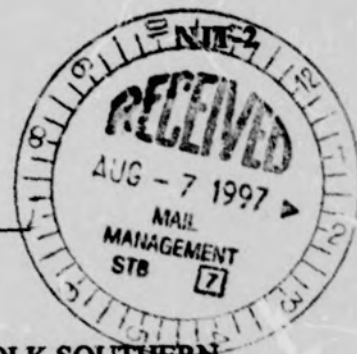
Edward J. Fishman

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:

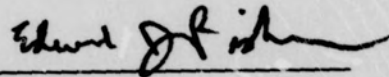
**Ted Matthews
State of New Jersey
Department of Transportation
CN 600
Trenton, New Jersey 08625-0600
Ph: 609-530-8026
Fax: 609-530-4549**

G.W. Herkner, Jr.
New Jersey Transit Corporation
One Penn Plaza
Newark, New Jersey 07111
Ph: 201-491-7874
Fax: 201-491-7666

Robert Shire
State of New Jersey
Department of Law and Public Safety
Division of Law
One Penn Plaza East
Newark, New Jersey 07105-2246
Ph: (201) 491-7037
Fax: (201) 491-7044

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

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) 491-7077

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

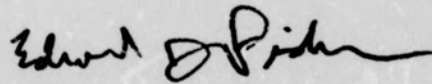
I hereby certify that on this 7th day of August, 1997, a copy of the foregoing Notice of Intent to Participate was served upon the following people by first class mail, postage prepaid:

Richard A. Allen
Zuckert, Scoutt & 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 Leventhal
Office of Hearings
Federal Energy Regulatory Commission
888 First Street, N.E., Suite 11F
Washington, D.C. 20426



Edward J. Fishman

STB

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8-6-97

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ORIGINAL

ISRR-1

ELFORE 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.

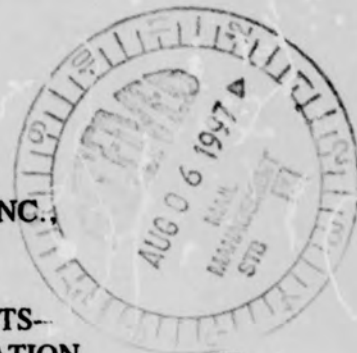
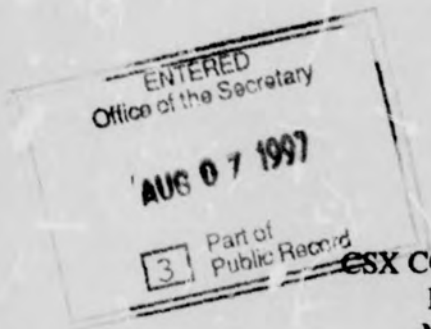
Respectfully submitted,

Karl Morell

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



D

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, Scoutt & Rasenberger, L.L.P.
888 Seventeenth Street, N.W., Suite 600
Washington, D.C. 20006-3939

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

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

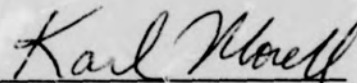
PAUL A. CUNNINGHAM
Harkings Cunningham
1300 Nineteenth Street, N.W., Suite 600
Washington, D.C. 20036

MARK G. 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, D.C. 20004-1202

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



Karl Morell

STB

FD

33388

8-6-97

D

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181031

ORIGINAL

NECR-1

BEFORE THE

SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 33388



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

NOTICE OF INTENT TO PARTICIPATE

Please 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) 466-6530

Attorneys for:
NEW ENGLAND CENTRAL
RAILROAD, INC.

Dated: August 6, 1997

ENTERED
Office of the Secretary

AUG 07 1997

3 Part of
Public Record

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

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JAMES. A. CALDERWOOD
ANDREW R. PLUMP
JOHN V. EDWARDS
Zuckert, Scout & 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
Stepce & Johnson LLP
1330 Connecticut Avenue
Washington, D.C. 20036-1795

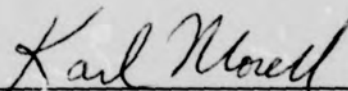
PAUL A. CUNNINGHAM
Harkings Cunningham
1300 Nineteenth Street, N.W., Suite 600
Washington, D.C. 20036

MARK G. ARON
PETER J. SHUDTZ
CSX Corporation
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Richmond, VA 23129

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

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

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



Karl Morell

STB

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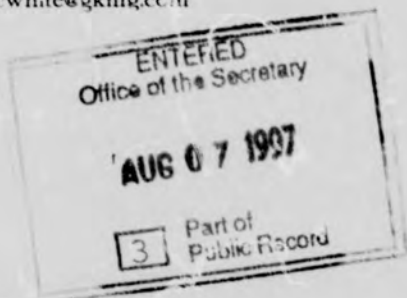
D

181035

GALLAND, KHARASCH & GARFINKLE, P.C.
ATTORNEYS AT LAW

CHARLES H. WHITE, JR.
E-MAIL: cwhite@gkmg.com

18/1035



August 6, 1997

CANAL SQUARE
1054 THIRTY-FIRST STREET, N.W.
WASHINGTON, D.C. 20007-4492
TELEPHONE: (202) 342-5200
FACSIMILE: (202) 342-5219
(202) 337-787

E-MAIL: gkmg@gkmg.com

ROBERT N. KHARASCH
OF COUNSEL

GEORGE F. GALLAND (1910-1985)

WRITER'S DIRECT DIAL NUMBER

(202) 342-6789

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. 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

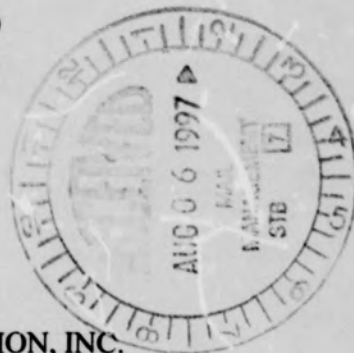
cc: Counsel of Record

XINJIYUAN-GKMG LAW OFFICE
AFFILIATED FIRM
SUITE A-1603, VANTONE NEW WORLD PLAZA
NO. 200 CHENG MEN WAI AVENUE
BEIJING 100037 PEOPLE'S REPUBLIC OF CHINA
TEL: 011-86-10-858-8501 FAX: 011-86-10-6858-8505
INTERNET: xjyl.w@pku.edu.cn

WLE-1

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,

A handwritten signature in cursive script, appearing to read 'Charles H. White, Jr.'.

Charles H. White, Jr.
GALLAND, KHARASCH & 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, Scoutt & 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

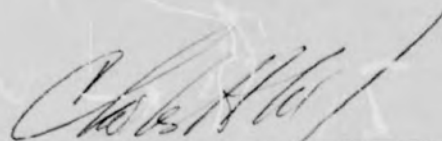
James L. Howe, III
George A. Aspatore
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510

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.

STB

FD

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8-6-97

D

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GALLAND, KHARASCH & GARFINKLE, P.C.
ATTORNEYS AT LAW

CHARLES H. WHITE, JR.
E-MAIL: cwhite@gkmg.com

CANAL SQUARE
1054 THIRTY-FIRST STREET, N.W.
WASHINGTON, D.C. 20007-4492
TELEPHONE: (202) 342-5200
FACSIMILE: (202) 342-5219
(202) 337-8787

E-MAIL: gkmg@gkmg.com

ROBERT N. KHARASCH
OF COUNSEL

GEORGE F. GALLAND (1910-1935)

WRITER'S DIRECT DIAL NUMBER

(202) 342-6789



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

XINJIYUAN-GKMG LAW OFFICE
AFFILIATED FIRM
SUITE A-1603, VANTONE NEW WORLD PLAZA
NO. 2, FU CHENG MEN TING AVENUE
BEIJING 100037 PEOPLES REPUBLIC OF CHINA
TEL: 011-86-10-6858-8501 FAX: 011-86-10-6858-8505
INTERNET: xjylaw@pku.edu.cn

SDB-1

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35383



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.
GALLAND, 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, Scout & 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
Farkins 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

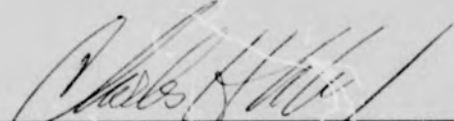
James L. Howe, III
George A. Aspatoro
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510

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
Stephoe & 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.

STB

FD

33388

8-6-97

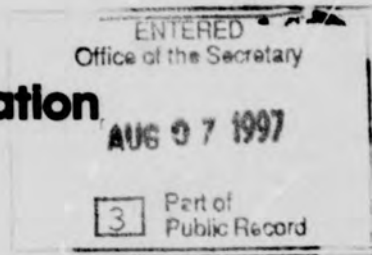
D

181033

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Mobil Oil Corporation

August 4, 1997



3227 GALLOWS ROAD
FAIRFAX, VIRGINIA 22037-0001



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:

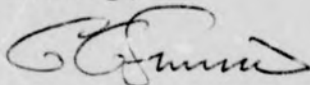
This letter serves as our notice of intent to participate in the above referenced proceeding. Please add the following name and address to the service list as a Party of Record (POR):

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.

D

STB

FD

33388

8-6-97

D

181029

ORIGINAL

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PIRR-1

BEFORE THE

SURFACE TRANSPORTATION BOARD

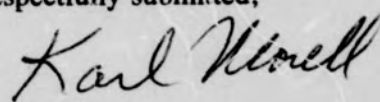
STB FINANCE DOCKET NO. 33388

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

NOTICE OF INTENT TO PARTICIPATE

Please 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
Of 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

ENTERED
Office of the Secretary
AUG 07 1997
3 Part of
Public Record



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, Scutt & Rasenberger, L.L.P.
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JOHN M. NANNES
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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

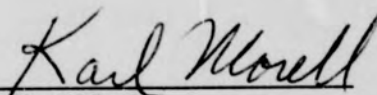
PAUL A. CUNNINGHAM
Harkins Cunningham
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Washington, D.C. 20036

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PETER J. SHUDTZ
CSX Corporation
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Richmond, VA 23129

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

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

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


Karl Morell

STB

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33388

8-6-97

D

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D

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

ENTERED
Office of the Secretary

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-2934

OFFICE: (202) 371-9500
AUG 07 1997

TELEPHONE: (202) 371-0900

3 Part of Public Record

August 6, 1997



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. § 1180.1(a)(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:

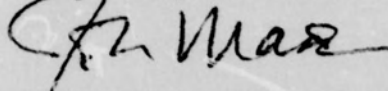
John K. Maser III
Frederic L. Wood
Donelan, Cleary, Wood & Maser, P.C.
1100 New York Avenue, N.W., Suite 750
Washington, D.C. 20005-3934

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,



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

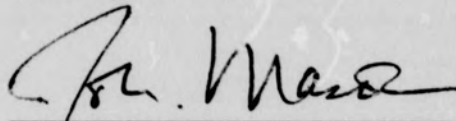
I hereby certify that I have this 6th day of August, 1997, served a copy of the foregoing notice upon the following persons, by telecopy and by first-class mail, postage prepaid, in accordance with the Board's Rules of Practice:

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
828 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

STB

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BEFORE THE
SURFACE TRANSPORTATION BOARD



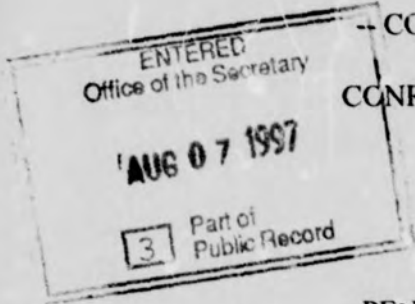
Finance Docket No. 33388

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

-- CONTROL AND OPERATING LEASES/AGREEMENTS --

CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

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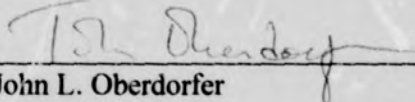


NOTICE OF INTENT TO PARTICIPATE
OF COMMONWEALTH OF PENNSYLVANIA,
GOVERNOR THOMAS J. RIDGE AND
PENNSYLVANIA DEPARTMENT OF TRANSPORTATION

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, I.L.P.
2550 M Street, N.W.
Washington, DC 20037
(202) 457-6335

Dated: August 6, 1997

CERTIFICATE OF SERVICE

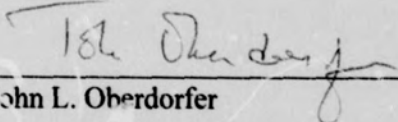
I hereby certify that I have, in accordance with the Board's Decision No. 2 in this proceeding, served copies of the foregoing Commonwealth of Pennsylvania's Notice of Intent to Participate by first class mail upon the following:

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, Scutt & Rasenberger, 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

STB FD

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8-6-97

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Nixon, Hargrave, Devans & Doyle LLP

Attorneys and Counselors at Law

ONE KEYCORP PLAZA
ALBANY, NEW YORK 12207
(518) 427-2650

1800 MAIN PLACE TOWER
BUFFALO, NEW YORK 14202
(716) 853-8100

990 STEWART AVENUE
GARDEN CITY, NEW YORK 11530
(516) 932-7500

CLINTON SQUARE
POST OFFICE BOX 1051
ROCHESTER, NEW YORK 14603-1051

(716) 263-1000
FAX: (716) 263-1600

437 MADISON AVENUE
NEW YORK, NEW YORK 10022
(212) 940-3000

SUITE 700
ONE THOMAS CIRCLE
WASHINGTON, D.C. 20005
(202) 457-5300

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

ENTERED
Office of the Secretary

AUG 07 1997

3 Part of
Public Record

Re: CSX Corporation and CSX
Transportation, Inc., Norfolk Southern
Corporation and Norfolk Southern
Railway Company-Control and
Operating Leases/Agreements-
Conrail Inc. and Consolidated Rail
Corporation (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.
Ernest J. Ierardi, P.C. *fw*

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. § 1104.12, 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 6, 1997

Respectfully submitted

Ernest J. Ierardi, P.C.
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:

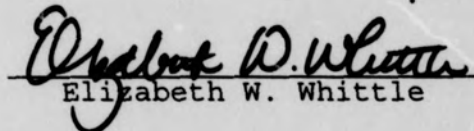
Hon. Jacob Leventhal
Administrative Law Judge
Federal Energy Regulatory
Commission
888 First Street, N.E.
Suite 11F
Washington, D.C. 20426

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, Scutt &
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


Elizabeth W. Whittle

STB

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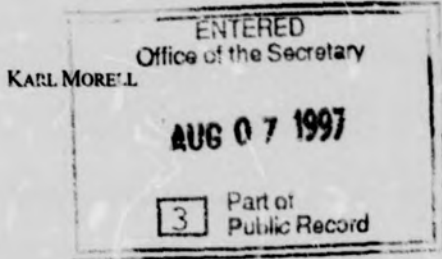
181038

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BALL JANIK LLP
ATTORNEYS

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947



August 6, 1997

D

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

ORIGINAL

CSO-1

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 33388

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



NOTICE OF INTENT TO PARTICIPATE

Please 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,

Handwritten signature of Karl Morell in cursive script.

Karl Morell
Of Counsel
Bali 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. HOWE, III
ROBERT J. COONEY
GEORGE A. ASPATORE
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9241

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

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

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

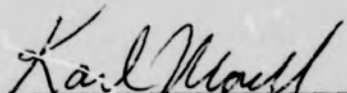
PAUL A. CUNNINGHAM
Harkings Cunningham
1300 Nineteenth Street, N.W., Suite 600
Washington, D.C. 20036

MARK G. ARON
PETER J. SHUTZ
CSX Corporation
One James Center
902 East Cary Street
Richmond, VA 23109

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

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

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


Karl Morell

STB

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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

ENTERED
Office of the Secretary

AUG 07 1997

3 Part of
Public Record

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

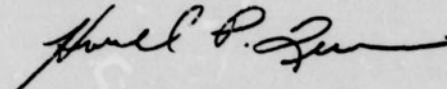
National Mining Association (NMA) is the industry association representing companies engaged in mining and minerals processing, manufacturing and supplying mining and minerals processing machinery, equipment, materials, and services, and others associated with extracting and processing coal, metallic 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,



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

CERTIFICATE OF SERVICE

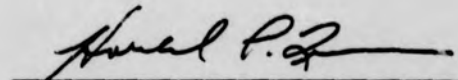
I hereby certify that I have served this 6th day of August, 1997, a copy of the foregoing "Notice of Intent to Participate in Surface Transportation Board (STB) Finance Docket No. 33388 by the National Mining Association" upon the following:

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, Scoutt & Rasenberger, L.L.P.
888 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.

STB

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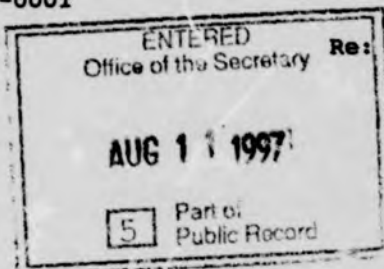
LAW OFFICES
JACKSON & JESSUP, P.C.
3426 NORTH WASHINGTON BOULEVARD
POST OFFICE BOX 1240
ARLINGTON, VIRGINIA 22210
(703) 525-4050
TELECOPIER
(703) 525-4054
INTERNET
POSTMASTER@TRANSNLAW.COM



WILLIAM P. JACKSON, JR.
DAVID C. BEVINS

August 6, 1997

Vernon A. Williams, Secretary
Surface Transportation Board
Attention: Case Control Unit
1925 K Street, N.W.
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 Corp.
STB Finance Docket No. 33388

Dear Mr. Williams:

Enclosed for filing herewith are an original and twenty-five copies of APMC-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; Omega 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; 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 P. Jackson, Jr.

WPJ/jm
Enclosures
cc: James L. Gardner, Esquire

181048

ENTERED
Office of the Secretary

AUG 11 1997

5 Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.



CSX CORPORATION AND CSX)
TRANSPORTATION, INC., NORFOLK)
SOUTHERN CORPORATION AND)
NORFOLK SOUTHERN RAILWAY) STB Finance Docket No. 33388
COMPANY--CONTROL AND OPERATING)
LEASES/AGREEMENTS-- CONRAIL)
INC. AND CONSOLIDATED RAIL)
CORPORATION)

NOTICE OF INTENT TO PARTICIPATE

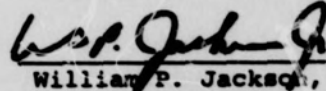
The undersigned hereby notifies the Surface Transportation Board (STB) of the intent of the following companies to participate as parties of record in the above-captioned matter:

- | | |
|--------------------------------------|-------------------------------------|
| Bandytown Coal Company | Massey Coal Sales Company, Inc. |
| Central West Virginia Energy Company | New Ridge Mining Company |
| Eagle Energy, Inc. | Omar Mining Company |
| Elk Run Coal Company, Inc. | Peerless Eagle Coal Co. |
| Goals Coal Company | Performance Coal Company |
| Green Valley Coal Company | Rawl Sales & Processing Co. |
| Hillsboro Coal Company | Sidney Coal Company, Inc. |
| Independence Coal Company, Inc. | Stirrat Coal Company |
| Knox Creek Coal Corporation | Stone Mining Company |
| Long Fork Coal Company | Tennessee Consolidated Coal Company |
| Marfork Coal Company, Inc. | United Coal Company |
| Martin County Coal Corporation | Vantage Mining Company |
| A.T. Massey Coal Company, Inc. | 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,



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

CERTIFICATE OF SERVICE

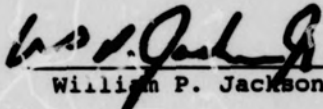
I, William P. Jackson, Jr., hereby certify that on this 6th day of August, 1997, a copy of the foregoing notice of intent to participate, ATMC-1, was served upon the following required parties of record to this proceeding by first class mail, postage prepaid, addressed as follows:

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, Scoutt & Rasenberger, L.L.P.
Suite 600
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



William P. Jackson, Jr.