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SCOTT M. ZIMMERMAN

August 2, 2004

BY HAND DELIVERY

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

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Office of Proceedings

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Public Record

Re: CSX Corp. et al. – Control and Operating Leases/Agreements – Conrail Inc. et al., Finance Docket No. 33388 (Sub-No. 91) (General Oversight)

Dear Secretary Williams:

On behalf of Applicants Norfolk Southern Corporation, Norfolk Southern Railway Company, CSX Corporation and CSX Transportation, Inc., enclosed for filing in the public docket in the above-referenced proceeding are the original and 25 copies of:

1. CSX/NS-6, the "Joint Reply of CSX Corporation and CSX Transportation, Inc. And Norfolk Southern Corporation And Norfolk Southern Railway Company In The Fifth Annual Round Of Conrail Oversight"; and
2. The Public version of CSX/NS-7, "CSX's And Norfolk Southern's Supplement To CSX/NS-6".

Also enclosed for filing under seal are the original and 25 copies of the Highly Confidential version of CSX/NS-7, as well as a 3.5-inch computer disk containing the text of each of the foregoing documents.

Kindly date-stamp the enclosed additional 4 copies of each of the foregoing documents return them to our messenger.

Sincerely,

Scott M. Zimmerman

Enclosures
cc: all parties of record

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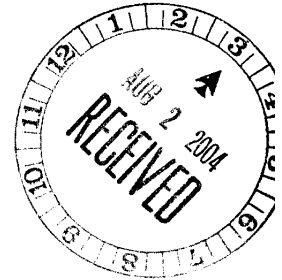
CSX/NS-7

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET No. 33388 (Sub-No. 91)

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

(GENERAL OVERSIGHT)



CSX'S AND NORFOLK SOUTHERN'S SUPPLEMENT TO CSX/NS-6

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CSX/NS-7

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SURFACE TRANSPORTATION BOARD**

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NORFOLK SOUTHERN CORPORATION AND
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-- CONTROL AND OPERATING LEASES/AGREEMENTS --
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CSX'S AND NORFOLK SOUTHERN'S SUPPLEMENT TO CSX/NS-6

As referenced at pages 47-48 and 50-51 of CSX/NS-6, the Joint Reply of CSX and Norfolk Southern in the Fifth Annual Round of Conrail Oversight, CSX and Norfolk Southern concurrently submit this Supplement with respect to economic development initiatives in Pennsylvania.

Following is a list, which is not intended to be exhaustive, of numerous economic development projects involving the location of new businesses or expansion of existing businesses on Norfolk Southern's lines in Pennsylvania (comprising 2,508 track miles) over the past five years, to which Norfolk Southern contributed direct financial assistance for construction or enhancement of rail infrastructure, or confidential in-kind assistance to the affected business (such as site selection, technical drawing and specifications, and other services necessary for location or expansion of a business in Pennsylvania), or both:

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Additionally, Norfolk Southern has also undertaken certain rehabilitation and upgrade projects designed to benefit one or more shippers. Examples of these include:

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Norfolk Southern's economic development activities in Pennsylvania are ongoing, and it is currently engaged in commercially-sensitive discussions with shippers regarding a number of possible future projects. Projects either in discussions or in progress include:

||

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CSX, too, has actively pursued efforts to attract new business and expand existing business on its lines in Pennsylvania. Since approval of the Conrail Transaction , the

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following companies have either located new facilities or expanded existing facilities on CSX's lines (comprising 1,058 track miles) in the Commonwealth:

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Norfolk Southern and CSX have also been working together to assist coal

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shippers located on the MGA [[

]] to improve the speed and efficiency of coal

loading. Completed projects include:

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Norfolk Southern and CSX expect that their contribution to economic development in Pennsylvania will exceed \$9 million within the next two years *through this initiative alone*.

In addition, Norfolk Southern and CSX have worked to facilitate the redevelopment of excess Conrail land in Philadelphia within the Shared Assets Area.

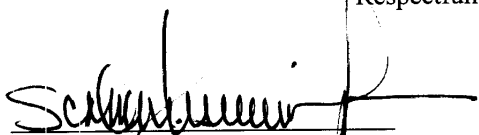
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Respectfully submitted,



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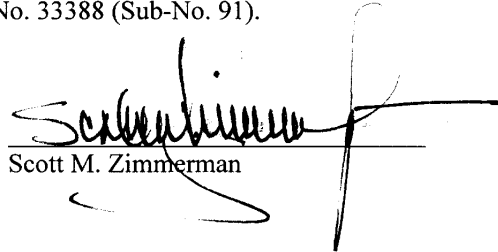
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CERTIFICATE OF SERVICE

I certify that on August 2, 2004 a true copy of CSX/NS-7 (Public Version) was served by first class U.S. Mail, postage prepaid, or by more expeditious means, upon all known parties of record in Finance Docket No. 33388 (Sub-No. 91).


Scott M. Zimmerman