

NS-13
237583

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ENTERED
Office of Proceedings
January 21, 2015
Part of
Public Record

WILLIAM A. MULLINS

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E-Mail: wmullins@bakerandmiller.com

January 21, 2015

VIA E-FILING

Cynthia T. Brown, Chief
Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington DC 20423-0001

Re: *Norfolk Southern Railway Company – Acquisition and Operation -
Certain Rail Lines of the Delaware and Hudson Railway Company, Inc.*, STB
Docket FD 35873

Dear Ms. Brown:

Enclosed is Norfolk Southern Railway Company's "Additional List Of Supporting Parties And Submission Of Statements In Support Of The Transaction" (NS-13) to be submitted in the above referenced proceeding. If there are any questions concerning this filing, please contact me at the address and phone listed above or at wmullins@bakerandmiller.com.

Respectfully submitted,



William A. Mullins
Attorney for Norfolk Southern Railway Company

Enclosures

cc: Parties of Record

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 35873

NORFOLK SOUTHERN RAILWAY COMPANY

- ACQUISITION AND OPERATION -

**CERTAIN RAIL LINES OF THE DELAWARE AND HUDSON RAILWAY
COMPANY, INC.**

**ADDITIONAL LIST OF SUPPORTING PARTIES AND SUBMISSION OF
STATEMENTS IN SUPPORT OF THE TRANSACTION**

**James A. Hixon
William A. Galanko
John M. Scheib
Maquiling B. Parkerson
Aarthy S. Thamodaran
NORFOLK SOUTHERN CORPORATION
Three Commercial Place
Norfolk, VA 23510
Tel: (757) 533-4939
Fax: (757) 533-4872**

**William A. Mullins
Amber L. McDonald
Crystal M. Zorbaugh
BAKER & MILLER PLLC
2401 Pennsylvania Ave, NW
Suite 300
Washington, DC 20037
Tel: (202) 663-7820
Fax: (202) 663-7849**

**Attorneys for Norfolk Southern
Railway Company**

January 21, 2015

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 35873

NORFOLK SOUTHERN RAILWAY COMPANY

– ACQUISITION AND OPERATION –

**CERTAIN RAIL LINES OF THE DELAWARE AND HUDSON RAILWAY
COMPANY, INC.**

**LIST OF SUPPORTING PARTIES AND SUBMISSION OF STATEMENTS IN
SUPPORT
OF THE TRANSACTION**

On November 17, 2014, Norfolk Southern Railway Company (“NS” or “Applicant”) submitted a Minor Application (NS-1) seeking approval for NS’s acquisition and operation of 282.55 miles of Delaware and Hudson Railway Company, Inc.’s (“D&H”) rail lines located in Pennsylvania and New York (the “D&H South Lines”), including any and all other tracks related to or auxiliary to the acquired lines, and for approval of certain other related actions, collectively the “Transaction” as further explained and set forth in the Application. As noted at page 47 and in footnote 34, because the filing of the Application was occurring at the same time as the public announcement of the proposed Transaction, NS was not able to provide shippers, government agencies, political officials, or short lines with advance notice of the filing of the Application or to gauge whether such entities would support or oppose the Transaction. On December 8, NS, in NS-5, was pleased to provide the Board with a substantial list of the supporting parties and copies of the various support statements and letters which NS had received as of that date. Since that time, NS has received additional support letters and statements.

Attached as Exhibit 1 to this filing, NS hereby submits these additional statements for inclusion in the record.¹ The statements represent support for the Transaction from several members of the shipping public, including intermodal and merchandise companies; several short lines, including all of the short lines benefitted by the Direct Short Line Access Agreement;² and several public agencies and government officials, including several U.S. Congressmen from New York and Pennsylvania and both U.S. Senators from Pennsylvania. Given this broad range of support, NS is hopeful that the Board will approve the Transaction without conditions.

Respectfully submitted,

James A. Hixon
 William A. Galanko
 John M. Scheib
 Maquiling B. Parkerson
 Aarthy S. Thamodaran
 NORFOLK SOUTHERN CORPORATION
 Three Commercial Place
 Norfolk, VA 23510
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Attorneys for Norfolk Southern Railway Company

January 21, 2015

¹ Some of these letters have been independently filed with the Board, but are included herein in order to provide a comprehensive listing and a complete record to date.

² Support letters from two of the short lines benefitted by the Direct Short Line Access Agreement were previously submitted to the Board by NS in NS-5, and are not included again herein.

CERTIFICATE OF SERVICE

I hereby certify that I have served a copy of the foregoing Additional List Of Supporting Parties And Submission Of Statements In Support Of The Transaction (NS-13) in STB Finance Docket No. 35873, by first class mail, properly addressed with postage prepaid, or via more expeditious means of delivery, upon all parties of record.


William A. Mullins
Attorney for Norfolk Southern Railway Company

January 21, 2015

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 35873

NORFOLK SOUTHERN RAILWAY COMPANY

- ACQUISITION AND OPERATION -

**CERTAIN RAIL LINES OF THE DELAWARE AND HUDSON RAILWAY
COMPANY, INC.**

EXHIBIT 1

**ADDITIONAL LIST OF SUPPORTING PARTIES AND SUBMISSION OF
STATEMENTS IN SUPPORT OF THE TRANSACTION**

Shippers

1. Alfacreen Supreme
2. American Rock Salt Co. LLC
3. Devens Recycling Center, LLC
4. Evonik Industries
5. Murphy Energy Corp.
6. PVS Chemicals, Inc.
7. Sappi Fine Paper North America
8. Suit-Kote Corp.
9. Thiele Kaolin Co.
10. UPS
11. WoodPerfect of NC (signed version)

Short Lines

12. Clarendon and Pittsford Railroad Co.
13. Delaware-Lackawanna Railroad Co. Inc.
14. East Penn Railroad LLC
15. Green Mountain Railroad Corp.
16. Lehigh Valley Rail Management LLC – Bethlehem Division
17. Livonia, Avon & Lakeville Railroad Corp.
18. Lycoming Valley Railroad Co.
19. Middletown & New Jersey Railroad LLC
20. New York, Susquehanna and Western Railway Corp.
21. Nittany & Bald Eagle Railroad Co.
22. North Shore Railroad Co.
23. Sandersville Railroad Co.
24. Shamokin Valley Railroad Co.
25. SMS Rail Service, Inc.
26. Tyburn Railroad LLC
27. Union County Industrial Railroad Co.
28. Vermont Railway, Inc.
29. Washington County Railroad Co.
30. Western New York & Pennsylvania Railroad, LLC

Public Agencies and Government Officials

31. Berkshire Regional Planning Commission
32. City of Oneonta, NY
33. Congressmen Bill Shuster, Tom Marino, Charles Dent, Lou Barletta, Matt Cartwright, Pat Meehan (PA)

34. Congressmen Chris Collins, Brian Higgins, Paul D. Tonko, Tom Reed, Richard L. Hanna, Christopher Gibson (NY)
35. Congressman Richard L. Hanna (NY)
36. Franklin Regional Council of Governments
37. Massachusetts Department of Transportation
38. Pennsylvania Northeast Regional Railroad Authority
39. Pioneer Valley Planning Commission
40. SEDA-COG Joint Rail Authority
41. Senator Patrick J. Toomey (PA)
42. Senator Robert P. Casey, Jr. (PA)
43. State of Connecticut, Department of Transportation
44. State of Maine, Department of Transportation
45. State of New Hampshire, Department of Transportation
46. Vermont Agency of Transportation



December 8, 2014

Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington DC 20423-0001

RE: Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail Lines of
the Delaware and Hudson Railway Company, Inc.
STB Docket No. FD 35873

Dear Ms. Brown:

I am writing on behalf of Alfagreen Supreme as I want to express our strong support of the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (“D&H”).

Alfagreen Supreme supports the proposed acquisition because the NS is a highly regarded Class I carrier with a history of strong reinvestment practices, which should ensure the continued viability of the D&H South Lines. Currently, NS is the primary user of the D&H South Lines with daily operations over these lines, so the proposed acquisition should result in minimal disruption of service. By aligning ownership with usage, the proposed acquisition also creates operating efficiencies that should improve the reliability and sustainability of service. In addition, the proposed acquisition enhances overall competition in the Northeast surface transportation market as it enables NS and D&H to more effectively compete with rail and non-rail transportation modes by strengthening their respective rail systems in the region. As there are no competitive harms that would arise from this acquisition, our company fully supports this proposal.

For the above reasons, we strongly support the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,

A handwritten signature in black ink that reads "Ty Vaupel".

Ty Vaupel
Sales & Marketing Manager



December 10, 2014

Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington DC 20423-0001

RE: Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail Lines of the Delaware and Hudson Railway Company, Inc.
STB Docket No. FD 35873

Dear Ms. Brown:

I am writing on behalf of American Rock Salt Company LLC (“ARSC”), to express our strong support of the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (“D&H”).

ARSC supports the proposed acquisition because NS is a highly regarded Class I carrier with a history of strong reinvestment practices, which should ensure the continued viability of the D&H South Lines. Currently, NS is the primary user of the D&H South Lines with daily operations over these lines, so the proposed acquisition should result in minimal disruption of service. By aligning ownership with usage, the proposed acquisition also creates operating efficiencies that should improve the reliability and sustainability of service. In addition, the proposed acquisition enhances overall competition in the Northeast surface transportation market as it enables NS and D&H to more effectively compete with rail and non-rail transportation modes by strengthening their respective rail systems in the region. As there are no competitive harms that would arise from this acquisition, our company fully supports this proposal.

For the above reasons, we strongly support the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Warm Regards,

Ann M. Blake
Chief Financial Officer
Chief Administrative Officer
American Rock Salt Company LLC

BERKSHIRE REGIONAL PLANNING COMMISSION
1 FENN STREET, SUITE 201, PITTSFIELD, MASSACHUSETTS 01201
TELEPHONE (413) 442-1521 · FAX (413) 442-1523
Massachusetts Relay Service: TTY: 771 or 1-800-439-2370
www.berkshireplanning.org

SHEILA IRVIN, Chair
KYLE HANLON, Vice-Chair
MARIE RAFTERY, Clerk
CHARLES P. OGDEN, Treasurer

NATHANIEL W. KARNS, A.I.C.P.
Executive Director

December 12, 2014

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20024

*Re: Norfolk Southern Railway Company—Acquisition and Operation—Certain Rail Lines of the
Delaware and Hudson Railway Company, Inc.
STB Finance Docket No. 35873*

Dear Ms. Brown:

On behalf of the Berkshire Regional Planning Commission, I am pleased to offer this letter of support of the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (“D&H”). The planned acquisition will improve capacity for rail users in Massachusetts and beyond, and will also increase competitive options for those shippers. Since the majority of freight traffic moving to and from the Commonwealth travels through New York State, the planned transaction will directly benefit shippers through improved connections with NS and the transportation efficiencies arising from the acquisition and operation by NS of certain D&H rail lines.

The proposed transaction will also benefit previous infrastructure investment by NS in Massachusetts in the manner of capacity and track improvements to the Patriot Corridor. Through the planned acquisition, NS would be in a position to more efficiently transport freight to and from Massachusetts and beyond, a significant improvement to an already competitive freight network.

Accordingly, the Berkshire Regional Planning Commission respectfully requests that this minor transaction be approved as expeditiously as possible.

Sincerely,



Nathaniel W. Karns, AICP
Executive Director

ROBERT P. CASEY, JR.
PENNSYLVANIA

COMMITTEES:
AGRICULTURE, NUTRITION,
AND FORESTRY

FINANCE

HEALTH, EDUCATION,
LABOR, AND PENSIONS

SPECIAL COMMITTEE ON AGING
JOINT ECONOMIC

United States Senate

WASHINGTON, DC 20510

December 17, 2014

The Honorable Dan Elliott
Chairman
Surface Transportation Board
395 E Street SW, Suite 1220
Washington, DC 20423-0001

RE: Finance Docket No. 35783
Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail Lines of
The Delaware and Hudson Railway

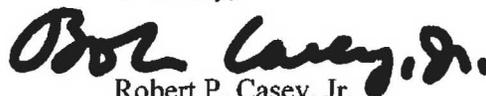
Dear Chairman Elliott:

I am writing in support of Norfolk Southern Railway Company's application to acquire and operate certain rail lines of The Delaware and Hudson Railway Company (D&H). It is my understanding that this acquisition will ensure the continued viability of the D&H South lines and benefit the Northeast rail network, customers and industries. I respectfully urge you to give full and fair consideration to this application.

Many businesses and industries in Pennsylvania rely on dependable rail services to transport goods and commodities to locations throughout the United States. The 127-mile Delaware and Hudson line is an important piece of Pennsylvania's extensive rail network. It is critical that the owner and operator of this line provide a high level of service and expertise, as well as demonstrate a commitment to the continued success and future of freight rail in the Commonwealth. Norfolk Southern's success as a strong Class I carrier would ensure the continued viability of the D&H lines. I have been advised that Norfolk Southern already operates daily on the D&H line, and this familiarity should cause little to no disruption of service for industries. This acquisition will also preserve existing jobs and has the potential to create new job opportunities.

Thank you in advance for your consideration of my views. Consistent with all applicable laws, rules and regulations, I also respectfully request that you keep me informed of the status of this application. If you have any questions, comments or concerns, please feel free to contact me or Jack Groarke on my staff at (202) 224-6324.

Sincerely,



Robert P. Casey, Jr.
United States Senator

Cc: Vice Chairman Deb Miller, Commissioner Ann Begeman

PRINTED ON RECYCLED PAPER



1 Railway Lane
Burlington, Vermont 05401
802-658-2550

December 18, 2014

Chairman Dan Elliott
Vice Chairman Deb Miller
Commissioner Ann Begeman
Surface Transportation Board
395 E Street, SW
Suite 1220
Washington, DC 20423-0001

RE: Finance Docket No. 35873
Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail Lines of
The Delaware and Hudson Railway (Application)

Dear Board Members:

The Clarendon and Pittsford Railroad Company (CLP) submits this letter of support for the Application filed on November 17, 2014, by Norfolk Southern Railway Company (NS) to acquire and operate certain rail lines of The Delaware and Hudson Railway (D&H).

The CLP is a privately-owned and operated railroad with 25.97 miles of track, 16.02 of which are in Vermont and 9.95 in New York State. The CLP connects with the Vermont Railway, Inc. (VTR), one of CLP's sister railroads, at Rutland, Vermont and Florence, Vermont and with the Canadian Pacific Railway Company (CP) at Whitehall, New York. The CLP operates between Rutland, Vermont and Whitehall, New York, acting as a "bridge line" carrier for commodities moving between the CP and the VTR and as a line haul carrier for commodities moving between the CLP stations and the CP. The CLP's sister railroad, VTR, currently enjoys, on paper, a Rule 260 interchange with the Applicant, NS, at Hoosick, Junction, New York.

By virtue of VTR's direct connection to the NS the CLP currently has, in theory, service via the D&H South Lines. However, CLP traffic has not been permitted to utilize the existing VTR to NS direct connection at Hoosick Junction, New York, due to direct interference from the CP preventing it and forcing the CLP to route its west bound traffic to the CP at Whitehall, New York. The CLP directly serves Vermont's largest rail shipper, OMYA, Inc., at Florence by a branch line. Having a direct unfettered NS connection through the VTR at Hoosick Junction would be a major benefit to both the CLP and its customers by reducing time in transit and in some instances reduced freight rates.

The CLP, together with its sister railroads of the Vermont Rail System (VRS), have met with authorized agents of the Applicant, NS, and have been given assurances that the existing CP

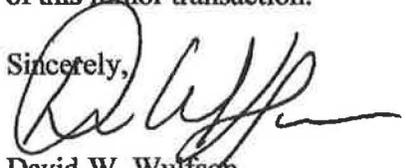
interference with VTR's connection to NS at Hoosick Junction, New York will no longer take place, in part as a result of the instant NS Application being considered by the Board.

The CLP supports the proposed acquisition provided especially given the fact that the VTR will have direct and unfettered access to the NS without interference from the CP, the parent company of the D&H, a party to the transaction for which STB approval is being sought. The CLP unfettered access to the NS will bring about the following benefits:

- Give the CLP via sister railroad VTR direct unfettered access to the rail network of NS, a strong Class I carrier;
- Should improve the reliability and sustainability of service on the lines by creating operating efficiencies;
- Result in minimal disruption of service, since NS already operates daily over the lines; and
- Produce no competitive harms, as it is essentially an end-to-end transaction

For the above reasons, the CLP supports the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,



David W. Wulfson
President

cc: Norfolk Southern Railway Company

Congress of the United States
Washington, DC 20515

December 18, 2014

Chairman Dan Elliott
Vice Chairman Deb Miller
Commissioner Ann Begeman
Surface Transportation Board
395 E Street, SW
Suite 1220
Washington, D.C. 20423-0001

RE: Finance Docket No. 35873
Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail Lines of
the Delaware and Hudson Railway Company, Inc.

Dear Board Members:

We submit this letter in strong support of the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (“D&H”).

Over the past decade, New York State has seen some modest growth in freight rail. In 2011, a new intermodal rail yard opened near Albany and in the past three years there have been several new bulk transfer facilities added along the Southern Tier. These modest investments by the private sector in the state of New York are helping grow freight rail’s presence in New York.

Continuing the growth of the freight rail industry in New York and New England is important for domestic manufacturers and the movement of commerce in our state. The proposed transaction submitted to the board in November will insure that these past investments are positioned for continued growth and will set the stage for a competitive freight rail network. We support the proposed acquisition for the following reasons:

- Insures that the D&H is integrated into a Class I carrier with a history of strong reinvestment practices, which should ensure the continued viability of the D&H South Lines for our industries;
- Preserves, and may even increase, jobs for our citizens currently working on these lines;
- Aligns ownership with usage, today approximately 80 percent of the traffic currently on the D&H lines south of Albany, New York is NS traffic;
- Creates operating efficiencies that should improve the reliability and sustainability of service on the lines;
- Produces no competitive harms for any of our industries, as it is essentially an end-to-end transaction;
- Creates a seamless transition resulting in minimal disruption of service for New York shippers using the line;

- Enhances overall competition by eliminating interchanges in the Northeast surface transportation market to the benefit of shippers in the Northeast and New York.

As stated above, we believe this application of NS before the STB to acquire and operate certain rail lines of D&H is in the public interest and we respectfully request your expedited review and approval of this minor transaction.

Sincerely,



CHRIS COLLINS
Member of Congress



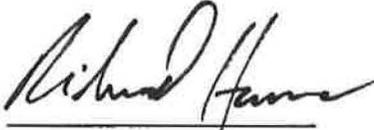
BRIAN HIGGINS
Member of Congress



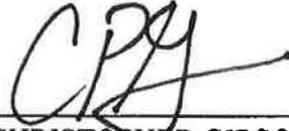
PAUL D. TONKO
Member of Congress



TOM REED
Member of Congress



RICHARD L. HANNA
Member of Congress



CHRISTOPHER GIBSON
Member of Congress



STATE OF CONNECTICUT

DEPARTMENT OF TRANSPORTATION

2800 BERLIN TURNPIKE, P.O. BOX 317546
NEWINGTON, CONNECTICUT 06131-7546



Office of the
Commissioner

An Equal Opportunity Employer

December 12, 2014

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20024

*Re: Norfolk Southern Railway Company—Acquisition and Operation—Certain
Rail Lines of the Delaware and Hudson Railway Company, Inc.
STB Finance Docket No. 35873*

Dear Ms. Brown:

I am writing to express the support of the Connecticut Department of Transportation (Department) for the application filed on November 17, 2014 by Norfolk Southern Railway Company (NS) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (D&H). The Department submits its support for the transaction in light of the improved efficiencies and competitive routing options that would result from the NS acquisition and operation of the D&H rail lines, improvements that would in turn benefit Connecticut rail users seeking the most efficient transportation options.

The Department is the lead agency in Connecticut for the development and support of both freight and passenger rail service. The Department maintains positive working relationships with several freight providers, Amtrak and Metro-North that are aimed at maximizing the utility of rail service. The Department believes that competition among all transportation modes produces a significant benefit by providing rail users with multiple options to best transport goods to and from markets. The Department also appreciates the willingness and ability of NS to invest in the necessary infrastructure and capacity for efficient freight service, as evidenced by the prior capital investment by NS in New York, Vermont and Massachusetts.

Accordingly, the Department respectfully requests that this minor transaction be approved as expeditiously as possible.

Sincerely,

James Redeker
Commissioner

CERTIFICATE OF SERVICE

I hereby certify that on this date a copy of the foregoing document was mailed by US first class mail, postage prepaid, to the following Parties of Record:

Steven M. Golich
Celtic International
7840 Graphics Drive, Suite 100
Tinley Park, IL 60477

Peter R. Leishman
Milford-Bennington Railroad Co., Inc.
62 Elm Street
Milford, NH 03055

Terrence D. Matthews
JB Hunt Transport Services, Inc.
P.O Box 130
Lowell, AR 72745

William A. Mullins
Baker & Miller PLLC
2401 Pennsylvania Ave., NW Suite 300
Washington, DC 20037

Michael Radak
Hanjin Shipping America, LLC
80 Route 4 East
Paramus, NJ 07652

P. Scott Conti
Providence & Worcester Railroad Co.
75 Hammond Street
Worcester, MA 01610

Jeffrey A. Bartos
Guerrieri, Clayman, Bartos & Parcelli, PC
1900 M Street, NW, Suite 700
Washington, DC 20036

David A. Fink
Pan Am Southern LLC
1700 Iron Horse Park
North Billerica, MA 01862

Michael P. Bostwick
Springfield Terminal Railway Company
1700 Iron Horse Park
North Billerica, MA 01862

December 12, 2014



December 5, 2014

Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington DC 20423-0001

RE: Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail
Lines of The Delaware and Hudson Railway
STB Docket No. FD 35873

Dear Ms. Brown:

I am writing on behalf of Devens Recycling Center, LLC to express our strong support of the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of The Delaware and Hudson Railway (“D&H”).

Devens Recycling supports the proposed acquisition because Norfolk Southern is a highly regarded Class I with a history of strong reinvestment practices, which ensures the continued viability of the D&H South Lines. Currently, NS is the primary user of the D&H South Lines with daily operations over these lines, so the proposed acquisition results in minimal disruption of service and better aligns ownership with usage, creating operating efficiencies that should improve the reliability and sustainability of service. In addition, the proposed acquisition enhances overall competition in the Northeast surface transportation market as it enables NS and D&H to more effectively compete with rail and non-rail transportation modes by strengthening their respective rail systems in the region. As there are no competitive harms that would arise from this acquisition, our company fully supports this proposal.

For the above reasons, we strongly support the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,

A handwritten signature in black ink, appearing to read "John P. Curtin".

John P. Curtin
Chief Financial Officer



“the” Delaware-Lackawanna Railroad Company, Incorporated
a Subsidiary of
GENESEE VALLEY TRANSPORTATION COMPANY, INC.
GENERAL OFFICES: 1 MILL STREET, SUITE 101, BATAVIA, NEW YORK 14020-3141
TELEPHONE: 585-343-5398 FAX 585 343-4369 Email: David@gvtrall.com

January 9, 2015

Surface Transportation Board
395 East Street, South West
Suite 1220
Washington, District of Columbia 20423-001

Attention:
Acting Chairman Deb Miller
Vice Chairman Ann D. Begeman

Subject: Finance Docket No. 35873 NS Acquisition of Certain D&H Lines

Dear Members:

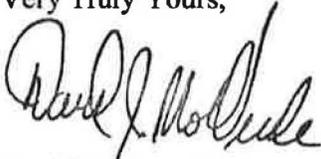
The Delaware-Lackawanna Railroad Company Inc. (DL) would like to submit a letter in support of the Norfolk Southern Railway Company (NS) acquisition of certain Delaware & Hudson Lines (D&H) outlined in the subject filing.

Our relationship with NS started with their acquisition of Conrail, creating an improved interchange for cars destined to the DL. NS has displayed a professional, regimented approach to the operation of their train services with the DL. On most days DL and NS trains arrive at interchange at the same time exchanging cars with great efficiency. The DL currently has an interchange with both the D&H and NS; following the acquisition by NS the DL will still retain an interchange with D&H via haulage over NS.

NS's Industrial Development and Marketing personnel have been instrumental in arranging programs that have allowed the DL to experience a 14% growth in business in 2014. The DL has been informed that it will be assigned a marketing executive that will continue working with DL personnel in the development of new traffic. These opportunities that DL and NS are currently working on will insure that new traffic comes on line in the next 2-3 years, increasing car loadings for both DL and NS.

The DL operates over ninety miles of railroad and employs thirty people in northeast Pennsylvania, on the edge of the Marcellus gas drilling area, and within ninety miles of the densest population centers in the United States. We believe that the NS's business practices will improve the reliability and quality of rail service in this northeast quadrant of Pennsylvania. The DL respectfully requests the board's expedient review and approval of the NS acquisition of certain D&H rail lines in New York and Pennsylvania.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "David J. Monte Verde". The signature is fluid and cursive, with the first name "David" being the most prominent.

David J. Monte Verde
President Delaware Lackawanna Railroad
Office 585 343-5398
Cell 716 474-2014



East Penn Railroad, LLC.
505 South Broad Street
Kennett Square, PA 19348
(610) 925-0131 Phone
(610) 925-0135 Fax
www.regional-rail.com

December 18, 2014

Chairman Dan Elliott
Vice Chairman Deb Miller
Commissioner Ann Begeman
Surface Transportation Board
395 E Street, SW
Suite 1220
Washington, DC 20423-0001

RE: Finance Docket No. 35873
Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail
Lines of the Delaware and Hudson Railway Company, Inc.

Dear Board Members:

East Penn Railroad LLC (ESPN) submits this letter in strong support of the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (“D&H”).

ESPN depends on reliable and sustainable service over the D&H South Lines. ESPN connects with NS at several locations throughout southeastern PA. ESPN operates 114 miles of track in southeastern PA, and serves a variety of shippers and receivers in the steel, paper, lumber, grain, food manufacturing, energy, and recycling industries.

ESPN supports the proposed acquisition because it gives us direct access to the expanded rail network of NS, a highly regarded Class I carrier. As NS currently is the primary user of the D&H South Lines with daily operations over these lines, the proposed acquisition should result in minimal disruption of service. And by aligning ownership of the D&H South Lines with usage, the proposed acquisition creates operating efficiencies that should improve the reliability and sustainability of service. In addition, the proposed acquisition produces no competitive harms, as it is essentially an end-to-end transaction.

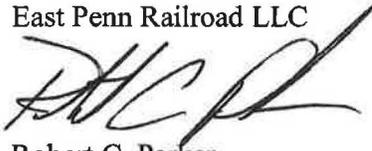
For the above reasons, ESPN strongly supports the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

● NS-D&H Support Letter

December 17, 2014

Sincerely,

East Penn Railroad LLC

A handwritten signature in black ink, appearing to read 'RCP', is written over the printed name of Robert C. Parker.

Robert C. Parker
CEO and President



December 5, 2014

Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington DC 20423-0001

RE: Norfolk Southern Railway Company - Acquisition and Operation - Certain Rail Lines of
The Delaware and Hudson Railway
STB Docket No. FD 35873

Dear Ms. Brown:

I am writing on behalf of Evonik Industries to express our strong support of the application filed on November 17, 2014 by Norfolk Southern Railway Company ("NS") to acquire and operate certain rail lines of The Delaware and Hudson Railway ("D&H").

Evonik supports the proposed acquisition because Norfolk Southern is a highly regarded Class I with a history of strong reinvestment practices, which ensures the continued viability of the D&H South Lines. Currently, NS is the primary user of the D&H South Lines with daily operations over these lines, so the proposed acquisition results in minimal disruption of service and better aligns ownership with usage, creating operating efficiencies that should improve the reliability and sustainability of service. In addition, the proposed acquisition enhances overall competition in the Northeast surface transportation market as it enables NS and D&H to more effectively compete with rail and non-rail transportation modes by strengthening their respective rail systems in the region. As there are no competitive harms that would arise from this acquisition, our company fully supports this proposal.

For the above reasons, we strongly support the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,

A handwritten signature in cursive script that reads 'Wendy Morales'.

Wendy Morales
Lead Buyer



Franklin Regional Council of Governments

December 12, 2014

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20024

RE: Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail Lines of the Delaware and Hudson Railway Company, Inc. STB Finance Docket No. 35873

Dear Ms. Brown:

On behalf of the Franklin Regional Council of Governments I would like to offer my full support for the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (“D&H”). Freight rail transport is critical to the businesses and consumers of Massachusetts. The proposed acquisition and improvements will enhance capacity and connections making freight rail transport more efficient and more competitive for our region and the Commonwealth as a whole. I urge you to act favorable on this application, and continue to support the efficient use of freight transport in Massachusetts and beyond.

Sincerely,

A handwritten signature in cursive script that reads "Linda L. Dunlavy".

Linda L. Dunlavy
Executive Director



1 Railway Lane
Burlington, Vermont 05401
802-658-2550

December 18, 2014

Chairman Dan Elliott
Vice Chairman Deb Miller
Commissioner Ann Begeman
Surface Transportation Board
395 E Street, SW
Suite 1220
Washington, DC 20423-0001

RE: Finance Docket No. 35873
Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail
Lines of The Delaware and Hudson Railway (Application)

Dear Board Members:

The Green Mountain Railroad Corporation (GMRC) submits this letter of support for the Application filed on November 17, 2014, by Norfolk Southern Railway Company (NS) to acquire and operate certain rail lines of The Delaware and Hudson Railway (D&H).

The GMRC is a privately-owned and operated railroad with 52.95 miles of track, 52.2 of which are in Vermont and 0.75 in the State of New Hampshire. The GMRC connects with the Vermont Railway, Inc. (VTR), one of GMRC's sister railroads, at North Clarendon, Vermont and with the New England Central Railroad (NECR) and Pan Am Southern (PAS) at Bellows Falls, Vermont. The GMRC operates between North Clarendon, Vermont and Cold River, New Hampshire, acting as a "bridge line" carrier for commodities moving between the NECR and PAS to the VTR and as a line haul carrier for commodities moving between the GMRC stations and the NECR and PAS. The GMRC's sister railroad, VTR, currently enjoys, on paper, a Rule 260 interchange with the Applicant, NS, at Hoosick, Junction, New York.

By virtue of VTR's direct connection to the NS the GMRC currently has, in theory, service via the D&H South Lines. However, GMRC traffic has not been permitted to utilize the existing VTR to NS direct connection at Hoosick Junction, New York, due to direct interference from the Canadian Pacific Railway (CP) preventing it and forcing the GMRC to route its west bound traffic to the CP at Whitehall, New York through its sister railroad The Clarendon and Pittsford Railroad Company (CLP). Having a direct unfettered NS connection through the VTR at Hoosick Junction would be a major benefit to both the GMRC and its customers by reducing time in transit and in some instances reduced freight rates.

The GMRC, together with its sister railroads of the Vermont Rail System (VRS), have met with authorized agents of the Applicant, NS, and have been given assurances that the existing CP interference with VTR's connection to NS at Hoosick Junction, New York will no longer take place, in part as a result of the instant NS Application being considered by the Board.

The GMRC supports the proposed acquisition especially given the fact that the VTR will have direct and unfettered access to the NS without interference from the CP, the parent company of the D&H, a party to the transaction for which STB approval is being sought. The GMRC unfettered access to the NS this will bring about the following benefits:

- Give the GMRC via sister railroad VTR direct unfettered access to the rail network of NS, a strong Class I carrier;
- Should improve the reliability and sustainability of service on the lines by creating operating efficiencies;
- Result in minimal disruption of service, since NS already operates daily over the lines; and
- Produce no competitive harms, as it is essentially an end-to-end transaction

For the above reasons, the GMRC supports the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,



David W. Wulfson
President

cc: Norfolk Southern Railway Company

RICHARD L. HANNA
22ND DISTRICT, NEW YORK
COMMITTEE ON
TRANSPORTATION & INFRASTRUCTURE
RAILROADS, PIPELINES, AND
HAZARDOUS MATERIALS SUBCOMMITTEE
VICE CHAIR
COMMITTEE ON
SMALL BUSINESS
CONTRACTING AND WORKFORCE SUBCOMMITTEE
CHAIRMAN
JOINT ECONOMIC COMMITTEE

Congress of the United States
House of Representatives
Washington, DC 20515-3222

WASHINGTON OFFICE:
319 CANNON H.O.B.
WASHINGTON, D.C. 20515
PHONE: 202-225-3665
FAX: 202-225-1891

DISTRICT OFFICES:
49 COURT STREET, SUITE 230
BINGHAMTON, NY 13901
PHONE: 607-723-0212
FAX: 607-723-0215
258 GENESEE STREET
UTICA, NY 13502
PHONE: 315-724-9740
FAX: 315-724-9746
<http://hanna.house.gov>

December 17, 2014

Surface Transportation Board
395 E Street, SW
Suite 1220
Washington, D.C. 20423-0001

RE: Finance Docket No. 35873
Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail Lines of the Delaware
and Hudson Railway Company, Inc.

Dear Board Members:

As Vice Chair of the Subcommittee on Railroads, Pipelines, and Hazardous Materials, I support the application filed by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (“D&H”).

Continuing the growth of the freight rail industry is important for American manufacturers and commerce in upstate New York. I support the proposed acquisition for the following reasons:

- Constituent businesses in the 22nd Congressional District favor the transaction;
- D&H will be integrated into a Class I carrier which should ensure the continued viability of the D&H South Lines for New York industries;
- Jobs for my constituents currently working on these lines will be preserved and potentially increased;
- Ownership will be aligned with usage. Today approximately 80 percent of the traffic currently on the D&H lines south of Albany is NS traffic;
- Operating efficiencies will be created that should improve the reliability and sustainability of service on the lines;
- A seamless transition should result in minimal disruption of service for shippers using the line;
- Enhances competition by eliminating interchanges in the Northeast surface transportation market to the benefit of shippers in New York.

I believe this application is in the public interest and stands to benefit individuals and businesses in New York. I respectfully request your review and approval of this transaction.

Sincerely,



RICHARD HANNA
U.S. Representative



LIVONIA, AVON & LAKEVILLE RAILROAD CORP.

P.O. Box 190-B 5769 Sweeteners Blvd.
Lakeville, NY 14480
Ph. (585) 346-2090 • Fax (585) 346-2092
www.lalrr.com

December 11, 2014p

Chairman Daniel Elliott
Vice Chairman Deb Miller
Commissioner Ann D. Bergeman
Surface Transportation Board
395 E. Street ,S.W.
Washington, DC 20423

Re: Finance Docket No. 35873
Norfolk Southern Railway Co. - Acquisition and Operation of certain rail lines of Delaware & Hudson
Railway Co., Inc.

Dear Board Members:

Livonia, Avon & Lakeville RR Corp. ("LAL"), and its wholly-owned subsidiary, B&H Rail Corp. ("B&H"), firmly support the proposed acquisition of certain Delaware & Hudson Railway Co. ("D&H") lines by Norfolk Southern Railway Co.,

We currently interchange a total of 10,000 cars annually with NS at Painted Post, NY and Silver Spring, NY. These stations are on the NS Southern Tier line between Buffalo and Binghamton. Some of our interchange traffic moves to New England points via the D&H at Binghamton.

Under Canadian Pacific Railway ("CPR") control, D&H has become something of an orphan. Decades of poor financial performance, including a bankruptcy that led to CPR control, cast dark shadows over the D&H. The future of routes south of Schenectady, NY seems particularly bleak since the routes have little strategic value to the CPR system. On the other hand, the lines that are the subject of this acquisition application are of considerable strategic value to NS.

Since NS is the principal user of the D&H trackage south of Schenectady it seems appropriate that they own and maintain the infrastructure over which their trains operate. We trust that the Board sees the logic underlying this proposal- and that this end-to-end transaction receives prompt approval.

Sincerely yours

Eugene H. Blabey II
President/CEO



WESTERN NEW YORK & PENNSYLVANIA RAILROAD, LLC

3146 Constitution Avenue
Clean, NY 14760
(716) 372-8136 ph. 372-8256 fax
www.wnypr.com

10 December 2014

Chairman Daniel Elliott III
Vice Chairman Deb Miller
Commissioner Ann D. Bergeman
Surface Transportation Board
Suite 1220 – 395 E Street, S.W.
Washington, DC 20423

Re: Finance Docket No. 35873
Norfolk Southern Railway Co. – Acquisition and Operation – Certain Rail Lines of
Delaware & Hudson Railway Company, Inc.

Dear Board Members:

Western New York & Pennsylvania RR, LLC (“WNYP”) submits this letter in support of an application by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines owned by Delaware & Hudson Railway Company (“D&H”).

WNYP is a Class III carrier interchanging traffic with NS at two New York State points and two locations in the Commonwealth of Pennsylvania. Our primary interchange for traffic originating in, or destined to, New England and Quebec is Hornell, NY on the NS Southern Tier line. Our interchange traffic moves via Binghamton and the D&H. We have concerns about the long-range future of the route under current ownership. We feel it will be more secure if it is in NS hands.

Since NS is already the primary user, the acquisition should not result in service disruptions or other problems. NS is bound to achieve operating efficiencies that improve sustainability, our main concern.

This minor end-to-end transaction is in the public interest. We urge its approval.

Sincerely yours,

A handwritten signature in cursive script that reads "E.H. Blabey II".

Eugene H. Blabey II
Chairman/CEO



Lehigh Valley Rail Management LLC

313 East Broad Street
Bethlehem, PA 18018-6326

January 12, 2015

Chairman Dan Elliott
Vice Chairman Deb Miller
Commissioner Ann Begeman
Surface Transportation Board
395 E Street, SW
Suite 1220
Washington, DC 20423-0001

RE: Finance Docket No. 35873
Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail
Lines of the Delaware and Hudson Railway Company, Inc.

Dear Board Members:

Lehigh Valley Rail Management LLC – Bethlehem Division (LVRB) submits this letter in strong support of the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (“D&H”).

LVRB is a shortline railroad that connects with NS and D&H/Canadian Pacific at Bethlehem, Pennsylvania. LVRB is located in south Bethlehem at the center of the Lehigh Valley. LVRB serves the former Bethlehem Steel, Bethlehem Plant site, which once was one of the largest brownfield redevelopment sites in the country. Excellent rail freight access and service have been key drivers of economic growth and industrial real estate development in the Lehigh Valley. LVRB depends on reliable and sustainable service over the D&H South Lines. NS is a highly regarded Class I and a valued partner to LVRB.

As NS currently is the primary user of the D&H South Lines with daily operations over these lines, the proposed acquisition should result in minimal disruption of service. By aligning ownership of the D&H South Lines with usage, the proposed acquisition creates operating efficiencies that should improve the reliability and sustainability of service.

It is imperative that shippers and receivers served by LVRB maintain future access to D&H/CP routings. NS and D&H voluntarily have agreed to preserve this future access through the Direct Short Line Access Agreement.

For the above reasons, LVRB strongly supports the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,

A handwritten signature in cursive script that reads "Patrick A. Sabatino".

Patrick A. Sabatino
Manager



LYCOMING VALLEY RAILROAD COMPANY



356 Priestley Avenue, Northumberland, PA 17857

Phone: (570) 473-7949

Fax: (570) 473-8432

January 12, 2015

Mr. Dan Elliot, Chairman
Ms. Deb Miller, Vice-Chairman
Ms. Ann Begeman, Commissioner
Surface Transportation Board
395 E. Street, SW, Ste. 1220
Washington, DC 20423-0001

Re: Finance Docket No. 35873 – Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail Lines of the Delaware and Hudson Railway

Dear Board Members:

Lycoming Valley Railroad (“LVRR”), the undersigned Class III short line railroad, substantially supports the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railroad (“D&H”).

The LVRR depends upon reliable and sustainable rail service over the D&H south line which connects with the NS Harrisburg-Buffalo line at Sunbury, PA, to provide access for its customers to D&H, which does business as Canadian Pacific Railway (“CP”). The LVRR interchanges with NS at Northumberland, PA, and with the CP D&H south line at Sunbury, PA. The LVRR operates on tracks owned by the SEDA-COG Joint Rail Authority. This short line provides quality rail service to a variety of businesses and industries located in Central Pennsylvania. The commodities it handles are as varied as the businesses themselves.

The LVRR supports the proposed acquisition of the D&H south line by NS because it will improve the reliability and sustainability of service via that rail line by creating operating efficiencies and placing ownership of the line in the hands of NS which most utilizes that line. Furthermore, we are confident that after consultations with NS and CP, those carriers have voluntarily agreed to preserve our current and future access to CP routings over our Sunbury, Pennsylvania interchange without restrictions.

For the reasons stated above, the LVRR strongly supports the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,

Gary R. Shields, President & CEO
Lycoming Valley Railroad Company

/GS

xc: SEDA-COG Joint Rail Authority
Norfolk Southern Railway Company



NITTANY & BALD EAGLE RAILROAD COMPANY



356 Priestley Avenue, Northumberland, PA 17857

Phone: (570) 473-7949

Fax: (570) 473-8432

January 12, 2015

Mr. Dan Elliot, Chairman
Ms. Deb Miller, Vice-Chairman
Ms. Ann Begeman, Commissioner
Surface Transportation Board
395 E. Street, SW, Ste. 1220
Washington, DC 20423-0001

**Re: Finance Docket No. 35873 – Norfolk Southern Railway Company – Acquisition and Operation –
Certain Rail Lines of the Delaware and Hudson Railway**

Dear Board Members:

Nittany & Bald Eagle Railroad (“NBER”), the undersigned Class III short line railroad, substantially supports the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railroad (“D&H”).

The NBER depends upon reliable and sustainable rail service over the D&H south line which connects with the NS Harrisburg-Buffalo line at Sunbury, PA, to provide access for its customers to D&H, which does business as Canadian Pacific Railway (“CP”). The NBER interchanges with NS at Northumberland, PA, and with the CP D&H south line at Sunbury, PA. The NBER operates on tracks owned by the SEDA-COG Joint Rail Authority. This short line provides quality rail service to a variety of businesses and industries located in Central Pennsylvania. The commodities it handles are as varied as the businesses themselves.

The NBER supports the proposed acquisition of the D&H south line by NS because it will improve the reliability and sustainability of service via that rail line by creating operating efficiencies and placing ownership of the line in the hands of NS which most utilizes that line. Furthermore, we are confident that after consultations with NS and CP, those carriers have voluntarily agreed to preserve our current and future access to CP routings over our Sunbury, Pennsylvania interchange without restrictions.

For the reasons stated above, the NBER strongly supports the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,

Gary R. Shields, President & CEO
Nittany & Bald Eagle Railroad Company

/GS

xc: SEDA-COG Joint Rail Authority
Norfolk Southern Railway Company



NORTH SHORE RAILROAD COMPANY



356 Priestley Avenue, Northumberland, PA 17857

Phone: (570) 473-7949

Fax: (570) 473-8432

January 12, 2015

Mr. Dan Elliot, Chairman
Ms. Deb Miller, Vice-Chairman
Ms. Ann Begeman, Commissioner
Surface Transportation Board
395 E. Street, SW, Ste. 1220
Washington, DC 20423-0001

Re: Finance Docket No. 35873 – Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail Lines of the Delaware and Hudson Railway

Dear Board Members:

North Shore Railroad (“NSHR”), the undersigned Class III short line railroad, substantially supports the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railroad (“D&H”).

The NSHR depends upon reliable and sustainable rail service over the D&H south line which connects with the NS Harrisburg-Buffalo line at Sunbury, PA, to provide access for its customers to D&H, which does business as Canadian Pacific Railway (“CP”). The NSHR interchanges with NS at Northumberland, PA, and with the CP D&H south line at Sunbury, PA. The NSHR operates on tracks owned by the SEDA-COG Joint Rail Authority. This short line provides quality rail service to a variety of businesses and industries located in Central Pennsylvania. The commodities it handles are as varied as the businesses themselves.

The NSHR supports the proposed acquisition of the D&H south line by NS because it will improve the reliability and sustainability of service via that rail line by creating operating efficiencies and placing ownership of the line in the hands of NS which most utilizes that line. Furthermore, we are confident that after consultations with NS and CP, those carriers have voluntarily agreed to preserve our current and future access to CP routings over our Sunbury, Pennsylvania interchange without restrictions.

For the reasons stated above, the NSHR strongly supports the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,

Gary R. Shields, President & CEO
North Shore Railroad Company

/GS

xc: SEDA-COG Joint Rail Authority
Norfolk Southern Railway Company



SHAMOKIN VALLEY RAILROAD COMPANY



356 Priestley Avenue, Northumberland, PA 17857

Phone: (570) 473-7949

Fax: (570) 473-8432

January 12, 2015

Mr. Dan Elliot, Chairman
Ms. Deb Miller, Vice-Chairman
Ms. Ann Begeman, Commissioner
Surface Transportation Board
395 E. Street, SW, Ste. 1220
Washington, DC 20423-0001

Re: Finance Docket No. 35873 – Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail Lines of the Delaware and Hudson Railway

Dear Board Members:

Shamokin Valley Railroad (“SVRR”), the undersigned Class III short line railroad, substantially supports the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railroad (“D&H”).

The SVRR depends upon reliable and sustainable rail service over the D&H south line which connects with the NS Harrisburg-Buffalo line at Sunbury, PA, to provide access for its customers to D&H, which does business as Canadian Pacific Railway (“CP”). The SVRR interchanges with NS at Northumberland, PA, and with the CP D&H south line at Sunbury, PA. The SVRR operates on tracks owned by the SEDA-COG Joint Rail Authority. This short line provides quality rail service to a variety of businesses and industries located in Central Pennsylvania. The commodities it handles are as varied as the businesses themselves.

The SVRR supports the proposed acquisition of the D&H south line by NS because it will improve the reliability and sustainability of service via that rail line by creating operating efficiencies and placing ownership of the line in the hands of NS which most utilizes that line. Furthermore, we are confident that after consultations with NS and CP, those carriers have voluntarily agreed to preserve our current and future access to CP routings over our Sunbury, Pennsylvania interchange without restrictions.

For the reasons stated above, the SVRR strongly supports the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,

Gary R. Shields, President & CEO
Shamokin Valley Railroad Company

/GS

xc: SEDA-COG Joint Rail Authority
Norfolk Southern Railway Company



356 Priestley Avenue, Northumberland, PA 17857

Phone: (570) 473-7949

Fax: (570) 473-8432

January 12, 2015

Mr. Dan Elliot, Chairman
Ms. Deb Miller, Vice-Chairman
Ms. Ann Begeman, Commissioner
Surface Transportation Board
395 E. Street, SW, Ste. 1220
Washington, DC 20423-0001

Re: Finance Docket No. 35873 – Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail Lines of the Delaware and Hudson Railway

Dear Board Members:

Union County Industrial Railroad (“UCIR”), the undersigned Class III short line railroad, substantially supports the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railroad (“D&H”).

The UCIR depends upon reliable and sustainable rail service over the D&H south line which connects with the NS Harrisburg-Buffalo line at Sunbury, PA, to provide access for its customers to D&H, which does business as Canadian Pacific Railway (“CP”). The UCIR interchanges with NS at Northumberland, PA, and with the CP D&H south line at Sunbury, PA. A portion of the tracks UCIR operates on is owned by the SEDA-COG Joint Rail Authority. This short line provides quality rail service to a variety of businesses and industries located in Central Pennsylvania. The commodities it handles are as varied as the businesses themselves.

The UCIR supports the proposed acquisition of the D&H south line by NS because it will improve the reliability and sustainability of service via that rail line by creating operating efficiencies and placing ownership of the line in the hands of NS which most utilizes that line. Furthermore, we are confident that after consultations with NS and CP, those carriers have voluntarily agreed to preserve our current and future access to CP routings over our Sunbury, Pennsylvania interchange without restrictions.

For the reasons stated above, the UCIR strongly supports the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,

Gary R. Shields, President & CEO
Union County Industrial Railroad Company

/GS

cc: SEDA-COG Joint Rail Authority
Norfolk Southern Railway Company



STATE OF MAINE
DEPARTMENT OF TRANSPORTATION
16 STATE HOUSE STATION
AUGUSTA, MAINE 04333-0016

Paul R. LePage
GOVERNOR

December 10, 2014

David Bernhardt
COMMISSIONER

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20024

*Re: Norfolk Southern Railway Company—Acquisition and Operation—Certain
Rail Lines of the Delaware and Hudson Railway Company, Inc.
STB Finance Docket No. 35873*

Dear Ms. Brown:

We are writing this letter on behalf of the State of Maine, Department of Transportation (“MaineDOT”) to express our support of the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (“D&H”). MaineDOT recognizes that an efficient and dependable transportation network is integral to long term economic growth, and that a key component of such a network is competition among all transportation modes. The planned acquisition of D&H rail lines by NS will result in additional direct routing options for Maine rail users to the national rail network, while also improving the reliability of rail service through increased competition and investment by NS. MaineDOT is also aware of the significant investment that NS has previously made in the Patriot Corridor that has already provided benefits for Maine rail users, and additional investment by NS in the rail network can only increase those benefits for shippers in Maine, notwithstanding the fact that the NS investment will be primarily in New York State.

Accordingly, MaineDOT respectfully requests that this minor transaction be approved as expeditiously as possible.

Sincerely,

David Bernhardt
Commissioner



RECYCLING

CERTIFICATE OF SERVICE

I hereby certify that on this date a copy of the foregoing document was served by US first class mail, postage prepaid, to the following Parties of Record:

Steven M. Golich
Celtic International
7840 Graphics Drive, Suite 100
Tinley Park, IL 60477

Peter R. Leishman
Milford-Bennington Railroad Co., Inc.
62 Elm Street
Milford, NH 03055

Terrence D. Matthews
JB Hunt Transport Services, Inc.
P.O Box 130
Lowell, AR 72745

William A. Mullins
Baker & Miller PLLC
2401 Pennsylvania Ave., NW Suite 300
Washington, DC 20037

Michael Radak
Hanjin Shipping America, LLC
80 Route 4 East
Paramus, NJ 07652

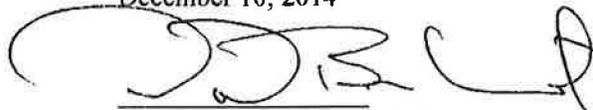
P. Scott Conti
Providence & Worcester Railroad Co.
75 Hammond Street
Worcester, MA 01610

Jeffrey A. Bartos
Guerrieri, Clayman, Bartos & Parcelli, PC
1900 M Street, NW, Suite 700
Washington, DC 20036

David A. Fink
Pan Am Southern LLC
1700 Iron Horse Park
North Billerica, MA 01862

Michael P. Bostwick
Springfield Terminal Railway Company
1700 Iron Horse Park
North Billerica, MA 01862

December 10, 2014



David Bernhardt, Commissioner



Deval L. Patrick, Governor
Frank DePaola, Acting Secretary & CEO

massDOT
Massachusetts Department of Transportation

December 10, 2014

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20024

*Re: Norfolk Southern Railway Company—Acquisition and Operation—Certain
Rail Lines of the Delaware and Hudson Railway Company, Inc.
STB Finance Docket No. 35873*

Dear Ms. Brown:

The Massachusetts Department of Transportation (“MassDOT”) is the lead agency in Massachusetts for the development and improvement of both passenger and freight rail service in the Commonwealth and the Northeast. In this role, MassDOT recognizes the importance of rail service to the regional economy and has expended significant resources to promote the use of freight and passenger rail by consumers, as well as to improve the ability of freight carriers to transport traffic throughout the region.

In light of MassDOT’s interest in efficient and competitive regional freight rail service, I am writing to you in support of the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (“D&H”). The planned acquisition will improve capacity for rail users in Massachusetts and beyond, and will also increase competitive options for those shippers. Since the majority of freight traffic moving to and from the Commonwealth travels through New York State, the planned transaction will directly benefit shippers through improved connections with NS and the transportation efficiencies arising from the acquisition and operation by NS of certain D&H rail lines.

The proposed transaction will also benefit previous infrastructure investment by NS in Massachusetts in the manner of capacity and track improvements to the Patriot Corridor. Through the planned acquisition, NS would be in a position to more efficiently transport freight to and from the Commonwealth and beyond, a significant improvement to an already competitive freight network.

Ten Park Plaza, Suite 4160, Boston, MA 02116
Tel: 857-368-4636, TTY: 857-368-0655
www.mass.gov/massdot

Ms. Brown
Page Two

Accordingly, MassDOT respectfully requests that this minor transaction be approved as expeditiously as possible.

Sincerely,



Frank DePaola
Acting Secretary & CEO

CERTIFICATE OF SERVICE

I hereby certify that on this date a copy of the foregoing document was served by US first class mail, postage prepaid, to the following Parties of Record:

Steven M. Golich
Celtic International
7840 Graphics Drive, Suite 100
Tinley Park, IL 60477

Peter R. Leishman
Milford-Bennington Railroad Co., Inc.
62 Elm Street
Milford, NH 03055

Terrence D. Matthews
JB Hunt Transport Services, Inc.
P.O Box 130
Lowell, AR 72745

William A. Mullins
Baker & Miller PLLC
2401 Pennsylvania Ave., NW Suite 300
Washington, DC 20037

Michael Radak
Hanjin Shipping America, LLC
80 Route 4 East
Paramus, NJ 07652

P. Scott Conti
Providence & Worcester Railroad Co.
75 Hammond Street
Worcester, MA 01610

Jeffrey A. Bartos
Guerrieri, Clayman, Bartos & Parcelli, PC
1900 M Street, NW, Suite 700
Washington, DC 20036

David A. Fink
Pan Am Southern LLC
1700 Iron Horse Park
North Billerica, MA 01862

Michael P. Bostwick
Springfield Terminal Railway Company
1700 Iron Horse Park
North Billerica, MA 01862

Rudy Husband
Resident Vice President--Pennsylvania & New England
Norfolk Southern Corp.
4600 Deer Path Road
Harrisburg, PA 17110

December ____, 2014



**Middletown & New Jersey
Railroad LLC.**

505 South Broad Street
Kennett Square, PA 19348
(610) 925-0131 Phone
(610) 925-0135 Fax

December 18, 2014

Chairman Dan Elliott
Vice Chairman Deb Miller
Commissioner Ann Begeman
Surface Transportation Board
395 E Street, SW
Suite 1220
Washington, DC 20423-0001

RE: Finance Docket No. 35873
Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail
Lines of the Delaware and Hudson Railway Company, Inc.

Dear Board Members:

Middletown & New Jersey Railroad LLC (MNJ) submits this letter in strong support of the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (“D&H”).

MNJ depends on reliable and sustainable service over the D&H South Lines. MNJ connects with NS at several locations in Orange County, NY. MNJ operates 43 miles of track in southern NY, and serves a variety of shippers and receivers in the chemicals, paper, lumber, grain, food distribution, and manufacturing industries.

MNJ supports the proposed acquisition because it gives us direct access to the expanded rail network of NS, a highly regarded Class I carrier. As NS currently is the primary user of the D&H South Lines with daily operations over these lines, the proposed acquisition should result in minimal disruption of service. And by aligning ownership of the D&H South Lines with usage, the proposed acquisition creates operating efficiencies that should improve the reliability and sustainability of service. In addition, the proposed acquisition produces no competitive harms, as it is essentially an end-to-end transaction.

For the above reasons, MNJ strongly supports the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,

Middletown & New Jersey Railroad LLC

A handwritten signature in black ink, appearing to read 'RCP', is written over the company name.

Name: Robert C. Parker
Its: CEO and President



Murphy Energy Corporation
1450 Lake Robbins Dr.
The Woodlands, TX
77380

December 5, 2014

Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington DC 20423-0001

RE: Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail
Lines of the Delaware and Hudson Railway Company, Inc.
STB Docket No. FD 35873

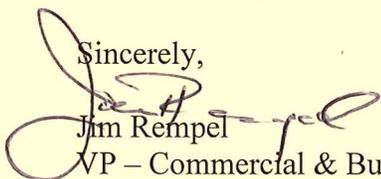
Dear Ms. Brown:

I am writing on behalf of Murphy Energy Corporation to express our strong support of the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (“D&H”).

Murphy Energy Corporation supports the proposed acquisition because NS is a highly regarded Class I carrier with a history of strong reinvestment practices, which should ensure the continued viability of the D&H South Lines. Currently, NS is the primary user of the D&H South Lines with daily operations over these lines, so the proposed acquisition should result in minimal disruption of service. By aligning ownership with usage, the proposed acquisition also creates operating efficiencies that should improve the reliability and sustainability of service. In addition, the proposed acquisition enhances overall competition in the Northeast surface transportation market as it enables NS and D&H to more effectively compete with rail and non-rail transportation modes by strengthening their respective rail systems in the region. As there are no competitive harms that would arise from this acquisition, our company fully supports this proposal.

For the above reasons, we strongly support the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,


Jim Rempel
VP – Commercial & Business Development



THE STATE OF NEW HAMPSHIRE
DEPARTMENT OF TRANSPORTATION



JEFF BRILLHART, P.E.
ACTING COMMISSIONER

December 17, 2014

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20024

Re: *Norfolk Southern Railway Company—Acquisition and Operation—Certain
Rail Lines of the Delaware and Hudson Railway Company, Inc.
STB Finance Docket No. 35873*

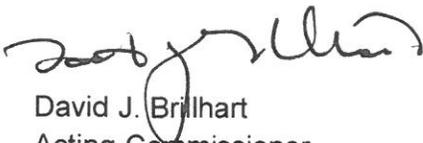
Dear Ms. Brown:

On behalf of the State of New Hampshire, Department of Transportation (“NHDOT”), I am writing to express support for the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (“D&H”). NHDOT oversees freight rail transportation and is responsible for the development and support of an efficient and competitive multimodal transportation network in the State of New Hampshire. NHDOT believes that the NS acquisition of the D&H lines will result in improved transportation options for New Hampshire rail users.

NHDOT also recognizes the willingness and ability of NS to invest in the necessary infrastructure to support its service, as evidenced by the significant NS investment in the Patriot Corridor. The Patriot Corridor investment has resulted in improved freight rail efficiencies for New Hampshire shippers, and NHDOT expects that similar results will flow from the acquisition and improvement of the acquired D&H lines by NS.

Accordingly, NHDOT respectfully requests that this minor transaction be approved as expeditiously as possible.

Sincerely,



David J. Brillhart
Acting Commissioner

JOHN O. MORTON BUILDING • 7 HAZEN DRIVE • P.O. BOX 483 • CONCORD, NEW HAMPSHIRE 03302-0483
TELEPHONE: 603-271-3734 • FAX: 603-271-3914 • TDD: RELAY NH 1-800-735-2964 • INTERNET: WWW.NHDOT.COM

CERTIFICATE OF SERVICE

I hereby certify that on this date a copy of the foregoing document was served by US first class mail, postage prepaid, to the following Parties of Record:

Bartos, Jeffrey A.
Guerrieri, Clayman, Bartos & Parcelli, P.C.
1900 M Street, N.W., Suite 700
Washington, DC 20036

Bernhardt, David
Main Department Of Transportation
16 State House Station
Augusta, ME 04333

Blabey, Eugene H
Western New York & Pennsylvania Railroad, Llc
3146 Constitution Ave
Olean,, NY 14760

Conti, P. Scott
75 Hammond Street
Worcester, MA 01610

Depaola, Frank
Ten Park Plaza, Suite 4160
Boston, MA 02116

Edelman, Richard S.
O'donnell, Schwartz And Anderson, P.C.
1300 L Street, N.W., Suite 1200
Washington, DC 20005

Golich, Steven M.
Celtic International.
7840 Graphics Drive, Suite 100
Tinley Park, IL 60477

Hocky, Eric M.
Clark Hill, Plc
One Commerce Square 2005 Market Street, Suite 1000
Philadelphia, PA 19103

Leishman, Peter R
Milford-Bennington Railroad Co., Inc.
62 Elm Street
Milford, NH 03055

Macdougall, Gordon P
1025 Connecticut Avenue, Nw, Suite 919
Washington, DC 20036-5444

Martin, Keith D.
New York State Department Of Transportation
50 Wolf Road, 6Th Floor
Albany, NY 12232

Matthews, Terrence D.
Jb Hunt Transport Services, Inc.
130
Lowell, AR 72745-0130

Mcfarland, Thomas F
Thomas F. Mcfarland, P.C.
208 South Lasalle St Suite 1890
Chicago, IL 60604

Michel, Wayne A.
Reading Blue Mountain And Northern Railroad Company
P.O. BOX 218
Port Clinton, PA 19549

Mukherji, Raj
PO Box 1
Jersey City, NJ 07303

Mullins, William A
Baker & Miller Pllc
2401 Pennsylvania Ave, Nw-Suite 300
Washington, DC 20037

Niness, Sam
Thoroughbred Direct Intermodal Service, Inc.
5165 Campus Drive, Suite 400
Plymouth Meeting, PA 19462

Radak, Mike
Hanjin Shipping America, L.L.C.
80 Route 4 East
Paramus, NJ 07652-4600

Shefchik, Joe
Pti Logistics Llc
2701 Executive Dr.
Green Bay, WI 54304

Strausbaugh, Gary
Perdue Inc
P O Box 1537
Salisbury, MD 21801

December 17, 2014

THE NEW YORK, SUSQUEHANNA AND WESTERN RAILWAY CORPORATION

**1 Railroad Avenue
Cooperstown, NY 13326
607-547-2555 ph.
607-547-5658 fax
www.nysw.com**

Nathan R. Fenno
President
nfenno@nysw.com

January 8, 2015

Deb Miller, Acting Chairman
Ann D. Begeman, Vice Chairman
Surface Transportation Board
395 E Street SW, Suite 1220
Washington, DC 20423

RE: Finance Docket No. 35873
Norfolk Southern Railway Co. - Acquisition and Operation - Certain Rail Lines of
Delaware & Hudson Railway Company, Inc.

Dear Board Members:

The New York, Susquehanna and Western Railway Corporation ("NYS&W") submits this letter in support of the application by Norfolk Southern Railway Company ("NS") to acquire and operate certain rail lines owned by Delaware & Hudson Railway Company ("D&H").

NYS&W is a Class III carrier interchanging traffic with both NS and D&H at Binghamton, NY. NYS&W also interchanges traffic with CSX Transportation at Syracuse, NY and North Bergen, NJ, and with NS at Jersey City, NJ. Although NYS&W's railcar volumes have increased in recent years, NYS&W's interchange traffic with D&H has declined significantly to the point that it is de minimus; accordingly, NYS&W anticipates no negative impact of a loss of the D&H routing alternative.

Currently, NYS&W's tracks cross both NS and D&H lines in Binghamton, NY with each railroad controlling different parts of the terminal area. NYS&W anticipates that NS' control of the D&H lines in the Binghamton terminal area, reducing the number of controlling railroads from three to two, will improve operating efficiencies and reduce delays to NYS&W trains.

Accordingly, NYS&W believes the proposed transaction is in the public interest. We urge its approval.

Sincerely,



Nathan R. Fenno
President

NRF:ksp

cc: All parties of record



Martin D. Murphy, ICMA-CM
City Manager

THE CITY MANAGER

all, 258 Main Street
ta, NY 13820-2589

Phone: 607.432.6450
Fax: 607.433.3420
Internet Address:
www.oneonta.ny.us
E-Mail Address:
mmurphy@oneonta.ny.us

258 Main Street
Oneonta, NY 13820
Phone: (607) 432-6450

Fax: (607) 433-3420
E-Mail: mmurphy@oneonta.ny.us
Internet: http://www.oneonta.ny.us

November 24, 2014

Mr. Frank R. Sowers, Sr. Planning Engineer
Norfolk Southern Corporation
4600 Deer Path Rd.
Harrisburg, PA 17110

Dear Mr. Sowers:

As City Manager of Oneonta, NY, I was very excited to read the Norfolk Southern Corporation has proposed purchasing almost 238 miles of Delaware & Hudson Railway line that runs through Oneonta, NY.

As you know, Oneonta has rail yard has a maintenance of way building and other advantages that would support your vision to consolidate freight operations with a single carrier and connect businesses in central Pennsylvania, upstate NY, Albany and New England with domestic and international markets.

I would welcome the opportunity to learn more about your plans and discuss how the City Oneonta can be assistance to you as you embark on this exciting new venture. Please feel free to call on me at your convenience.

Sincerely,

Martin D. Murphy
City Manager

Cc: Russ Southard, Acting Mayor
D. Kendall, City Clerk



December 11, 2014

Timothy W. Brennan, Executive Director

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20024

*Re: Norfolk Southern Railway Company—Acquisition and Operation—Certain
Rail Lines of the Delaware and Hudson Railway Company, Inc.
STB Finance Docket No. 35873*

Dear Ms. Brown:

On behalf of the Pioneer Valley Planning Commission, I am pleased to offer this letter of support for the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (“D&H”). The planned acquisition will improve capacity for rail users in the Pioneer Valley region of Massachusetts and beyond, and will also increase competitive options for those shippers. Since the majority of freight traffic moving to and from the Commonwealth travels through New York State, the planned transaction will directly benefit shippers through improved connections with NS and the transportation efficiencies arising from the acquisition and operation by NS of certain D&H rail lines.

The proposed transaction will also benefit previous infrastructure investment by NS in Massachusetts in the manner of capacity and track improvements to the Patriot Corridor. Through the planned acquisition, NS would be in a position to more efficiently transport freight to and from Massachusetts and beyond, a significant improvement to an already competitive freight network.

Thank you for your favorable review of this worthy application.

Sincerely,

A handwritten signature in blue ink that reads "Timothy W. Brennan". The signature is written in a cursive style and is positioned above the printed name.

Timothy Brennan
Executive Director

Pennsylvania Northeast Regional Railroad Authority
(formerly Monroe County Railroad Authority and Lackawanna County Railroad Authority)

Lawrence C. Malski, Esq.
President

Board of Directors
Dave Brojack, Chairman
Robert C. Hay
Paul Canevari
Richard Kane
Greg Christine
Jerry Weinberger
Andy Forte
Dominic Keating

January 12, 2015

Cynthia T. Brown, Chief
Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

RE: **Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail Lines of the Delaware and Hudson Railway Company, Inc., STB Docket No. FD 35873**

Dear Ms. Brown:

The Pennsylvania Northeast Regional Railroad Authority is the owner of an approximately 100-mile regional rail system in Northeastern Pennsylvania which provides rail service through its designated common carrier rail operator, the Delaware-Lackawanna Railroad (“DL”). From our first acquisition of lines that were being abandoned by private rail carriers in the 1980’s our carloadings have risen from 393 to over 8,000 revenue carloads in 2014.

Our designated rail operator, the DL, has direct interchange connections with Delaware & Hudson Railway Company, Inc. (“D&H”) at Taylor, PA and with Norfolk Southern Railway Company (“NS”) at Slateford, PA thereby providing our shippers and receivers with rail freight service options.

We have fostered a very good working relationship with the NS during our thirty years of preserving rail service for Northeastern Pennsylvania industries and we look forward to a continuation of the close working relationship to the mutual benefits of all parties.

By way of this letter filing, Pennsylvania Northeast Regional Railroad Authority expresses its strong support for the NS acquisition of the south end of the D&H, which transaction is the subject of the above-referenced proceeding. We encourage the Board to act expeditiously on the subject application and approve the underlying line sale transaction.

We believe this transaction, as structured, will benefit the entire region as a result of the investments and operating acumen that the NS will bring to this acquired property which will produce long term benefits to the rail shipping public.

Sincerely,

Lawrence C. Malski

Lawrence C. Malski, President

280 Cliff Street, Scranton, Pennsylvania 18503
Phone: 570-963-6676 Fax: 570-963-6718 lmalski@pnrra.org



PVS CHEMICALS, INC.

10900 Harper Avenue • Detroit, Michigan 48213
Phone: 313-921-1200 • Fax: 313-921-1378

December 9, 2014

Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington DC 20423-0001

Dear Ms. Brown:

RE: Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail Lines of the Delaware and Hudson Railway Company, Inc.
STB Docket No. FD 35873

I am writing on behalf of PVS Chemicals, Inc. to express our support of the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (“D&H”).

Currently, NS is the primary user of the D&H South Lines with daily operations over these lines, so the proposed acquisition should result in minimal disruption of service. By aligning ownership with usage, the proposed acquisition also creates operating efficiencies that should improve the reliability and sustainability of service. As there are no competitive harms that would arise from this acquisition, our company fully supports this proposal.

For the above reasons, we support the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,

Beth A. Bania

Beth A. Bania
Director of Logistics

SANDERSVILLE RAILROAD COMPANY

POST OFFICE BOX 269
SANDERSVILLE, GEORGIA 31082

December 16, 2014

Chairman Dan Elliott
Vice Chairman Deb Miller
Commissioner Ann Begeman
Surface Transportation Board
395 E Street, SW
Suite 1220
Washington, DC 20423-0001

RE: Finance Docket No.35873
Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail Lines of
The Delaware and Hudson Railway

Dear Board Members:

The Sandersville Railroad submits this letter in strong support of the application filed on November 17, 2014, by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of The Delaware and Hudson Railway (“D&H”).

The Sandersville Railroad is an independent shortline railroad that began operation in 1893. We serve several kaolin clay shippers, a Weyerhaeuser wood chip mill, and several smaller shipper and receivers in Middle Georgia. We have 31 employees, ten miles of mainline, and own 150 covered hoppers, 70 wood chip cars, and five locomotives.

The Sandersville Railroad and its shippers depend on reliable and sustainable service over the D&H South Lines. Our kaolin shippers originate several hundred carloads of traffic destined for paper mills in Maine and eastern Canada. We have lost a substantial amount of volume in this corridor over the years, and this acquisition gives us new hope that we can regain volume due to some of the following factors:

- It furthers our direct access to the rail network of Norfolk Southern.
- The acquisition will improve the reliability and sustainability of service on the D&H South Lines by creating operating efficiencies, which will speed transit times for our shippers.
- We expect minimal disruptions to current service levels since Norfolk Southern already operates daily over the lines.
- The deal produces no competitive harms.

For the reasons listed above, the Sandersville Railroad strongly supports the application of Norfolk Southern before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,



Ben J. Tarbutton III
Assistant Vice President
Sandersville Railroad

Cc: Chip Meador – Norfolk Southern
Chris Spiceland – Norfolk Southern



Fine Paper
North America

255 State Street
Boston MA 02109

Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington DC 20423-0001

December 5, 2014

RE: Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail Lines of
The Delaware and Hudson Railway
STB Docket No. FD 35873

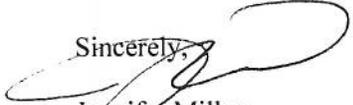
Dear Ms. Brown:

I am writing on behalf of S.D. Warren Company d/b/a Sappi Fine Paper North America (“Sappi”) to express our strong support of the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of The Delaware and Hudson Railway (“D&H”).

Sappi supports the proposed acquisition because Norfolk Southern is a highly regarded Class I with a history of strong reinvestment practices, which ensures the continued viability of the D&H South Lines. Currently, NS is the primary user of the D&H South Lines with daily operations over these lines, so the proposed acquisition results in minimal disruption of service and better aligns ownership with usage, creating operating efficiencies that should improve the reliability and sustainability of service. In addition, the proposed acquisition should enhance overall competition in the Northeast surface transportation market as it should enable NS and D&H to more effectively compete with rail and non-rail transportation modes by strengthening their respective rail systems in the region. In addition, the reduction of complexity through streamlining operating decisions, capital investments, and optimization of resources should benefit rail shippers.

For the above reasons, we strongly support the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,



Jennifer Miller

Executive Vice President Coated Business and Chief Sustainability Officer



January 13, 2015

Cynthia T. Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

**PRESERVING
RAIL FREIGHT
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Centre
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Union

**SEDA-COG JOINT
RAIL AUTHORITY**

201 Furnace Rd
Lewisburg
PA 17837

(570) 524-4491
fax 524-9190

jra@seda-cog.org
<http://jra.seda-cog.org>



Affiliated with
SEDA Council of Governments

**RE: *Norfolk Southern Railway Company – Acquisition and
Operation – Certain Rail Lines of the Delaware and Hudson
Railway Company, Inc., STB Docket No. FD 35873***

Dear Ms. Brown:

The SEDA-COG Joint Rail Authority (JRA) wishes through this letter filing to express its support for Norfolk Southern Railway Company's (NS) proposed acquisition of certain lines of the Delaware and Hudson Railway Company, Inc. (D&H). As information, the JRA Board of Directors previously authorized support the proposed line sale transaction, subject to certain conditions (tied to reserving the interests of JRA and the shippers located upon the lines that the JRA owns) which since have been satisfied through constructive dialogue among JRA, NS, and D&H.

As part of this proposed line sale transaction, NS has offered to preserve D&H's commercial access to customers located on JRA-owned lines by way of NS-supplied haulage service between Saratoga Springs, New York, and Northumberland, Pennsylvania. The terms of the proposed haulage agreement (the so-called Direct Short Line Access Agreement) are a matter of record in this proceeding. The haulage proposal, combined with post-transaction service changes that NS contemplates, should result in greater operating efficiency for traffic flowing between points on JRA-owned lines and certain points on the D&H and its rail carrier corporate affiliates, and it should yield operating efficiencies for traffic flowing between points on the JRA-owned lines and points on NS and connecting third-party railroads.

The JRA understands that there remain operational details that will need to be addressed should the Board approve the pending application, but the JRA is fully confident that NS and our short line operator will be able to resolve such operating issues amicably. The JRA values NS as its primary Class I railroad partner, and we appreciate the efforts that NS has undertaken to ensure that the rail customers on JRA-owned lines will continue to enjoy economic access to D&H (and, by extension, the entire Canadian Pacific Railway system) in addition to NS.

Sincerely,

Jeffery K. Stover, Executive Director
SEDA-COG Joint Rail Authority

cc: All parties of record
Mr. John Friedman, Norfolk Southern

BILL SHUSTER

9TH DISTRICT, PENNSYLVANIA

**COMMITTEE ON TRANSPORTATION
AND INFRASTRUCTURE**
CHAIRMAN

COMMITTEE ON ARMED SERVICES

SUBCOMMITTEE:
INTELLIGENCE, EMERGING THREATS
& CAPABILITIES

Congress of the United States
House of Representatives
Washington, DC 20515-3809

December 11, 2014

Chairman Dan Elliott
Vice Chairman Deb Miller
Commissioner Ann Begeman
Surface Transportation Board
395 E Street, SW
Suite 1220
Washington, DC 20423-0001

Dear Board Members:

We submit this letter in strong support of the application filed on November 17, 2014 by Norfolk Southern Railway Company ("NS") to acquire and operate certain rail lines (the "D&H South Lines") of the Delaware and Hudson Railway Company, Inc. ("D&H").

Pennsylvania is home to the fifth most rail lines in the United States and is in the top ten in railroad employment and retirees. Over the past decade rail traffic has continued to grow in our state with many of our newest expanding industries depending on a strong rail network as the primary means to transport goods and commodities to their customers throughout the United States.

In order to insure that Pennsylvania maintains a strong viable freight rail network we supports the proposed acquisition for the following reasons:

- This transaction will ensure that the D&H is integrated into a Class I carrier with a history of strong reinvestment practices, which should ensure the continued viability of the D&H South Lines for our industries;
- Preserves, and may even increase, jobs for our citizens currently working on these lines;
- Aligns ownership with usage, today approximately 80 percent of the traffic currently on the D&H lines in Pennsylvania is NS traffic;
- The transaction will create operating efficiencies that should improve the reliability and sustainability of service on the lines;
- NS currently operates over these lines daily, so this transaction should create a seamless transition resulting in minimal disruption of service for Pennsylvania industries;
- As proposed the transaction produces no competitive harms for any of our industries, as it is essentially an end-to-end transaction; and
- Enhances overall competition in the Northeast surface transportation market for the benefit of shippers in the Northeast and Pennsylvania.

2209 RAYBURN HOUSE OFFICE BUILDING
WASHINGTON, DC 20515-3809
(202) 225-2431
FAX: (202) 225-2486

310 PENN STREET
SUITE 200
HOLLIDAYSBURG, PA 16648
(800) 854-3035
(814) 696-6318
FAX: (814) 696-6726

827 Water STREET
SUITE 3
INDIANA, PA 15701
(724) 463-0516
FAX: (724) 463-0518

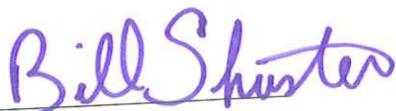
100 LINCOLN WAY EAST
SUITE B
CHAMBERSBURG, PA 17201
(717) 264-8308
FAX: (717) 264-0269

In support of these stated benefits, NS has made some important representations regarding the transaction to which the Board should hold them as a condition of approval, including:

- The representation that no shippers currently physically served by both NS and D&H would see a reduction in competitive alternatives from 2 to 1;
- NS and D&H's execution of two commercial agreements that (1) allow customers who currently receive service over the D&H South Lines pursuant to existing contracts or rate authorities to continue to receive that service until the contracts or rate authorities expire or are renewed or amended and (2) ensures that shippers located on short lines that currently connect with both NS and D&H South Lines continue to have such commercial access to both NS and D&H routes;
- NS's intent to increase levels of local service to at least five days per week from three days per week; and
- NS's intent to hire approximately 150 of the current active D&H employees subject to a collective bargaining agreement and that those employees adversely affected by the transaction will receive appropriate employee protective conditions.

As stated above, we believe this application of NS before the STB to acquire and operate certain rail lines of D&H is in the public interest and we respectfully request your expedited review and approval of this minor transaction based upon NS representations made regarding the transaction.

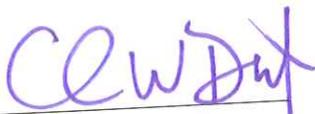
Sincerely,



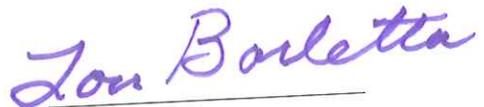
Bill Shuster
Member of Congress



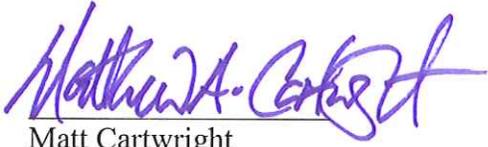
Tom Marino
Member of Congress



Charles Dent
Member of Congress



Lou Barletta
Member of Congress



Matt Cartwright
Member of Congress



Pat Meehan
Member of Congress



SMS Rail Service, Inc.
513 Sharptown Road
Logan Township, NJ 08085
Phone: (856) 467-4800
Fax: (856) 467-2121
www.smsrail.com

December 9, 2014

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

RE: Docket No. FD 35873, Norfolk Southern Railway Company—
Acquisition and Operation--Certain Lines of the
Delaware and Hudson Railway Company, Inc.

Dear Ms. Brown:

SMS Rail Service, Inc. ("SMS"), a Class III rail carrier subject to the jurisdiction of the Board, supports the application filed on November 17, 2014, by the Norfolk Southern Railway Company ("NS") to acquire and operate certain lines of the Delaware and Hudson Railway Company ("D&H").

SMS regularly conducts operations with both NS and D&H and has come to know both rail carriers. SMS is pleased that NS is seeking the Board's authorization to acquire and operate a number of the D&H lines in New York and Pennsylvania.

SMS looks forward to working with the enlarged NS, a highly regarded Class I rail carrier. SMS understands that NS currently is the primary user of the D&H lines sought to be acquired with daily operations over the lines. Hence, the Board's approval of the application should result in minimal disruption of service. Moreover, the proposed acquisition will result in no competitive harms, for essentially it is an end-to-end transaction.

An affiliate of SMS, SMS Rail Lines of New York, LLC, operates on 15 miles of the Voorheesville Running Track leased from the D&H between Voorheesville and Delanson, including the track affording access to the Northeast Industrial Park in the Town of Guilderland, Albany County, New York. In its application filed with the Board, NS stated that it will want SMS Rail Lines of New York, LLC to continue to operate the track under the existing lease following the Board's approval of the transaction, with NS merely replacing the D&H as lessor.

For the foregoing reasons, SMS supports the application of NS for Board authorization to acquire and operate certain lines of the D&H. SMS respectfully requests early review and approval of this minor transaction.

Sincerely yours,

A handwritten signature in blue ink, appearing to read "Jeffrey L. Sutch", is written over a blue ink stamp of the signature.

Jeffrey L. Sutch, President and CEO

December 8, 2014

Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington DC 20423-0001

RE: Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail
Lines of the Delaware and Hudson Railway Company, Inc.
STB Docket No. FD 35873

Dear Ms. Brown:

I am writing on behalf of Suit-Kote Corporation to express our strong support of the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (“D&H”).

Suit-Kote Corporation supports the proposed acquisition because NS is a highly regarded Class I carrier with a history of strong reinvestment practices, which should ensure the continued viability of the D&H South Lines. Currently, NS is the primary user of the D&H South Lines with daily operations over these lines, so the proposed acquisition should result in minimal disruption of service. By aligning ownership with usage, the proposed acquisition also creates operating efficiencies that should improve the reliability and sustainability of service. In addition, the proposed acquisition enhances overall competition in the Northeast surface transportation market as it enables NS and D&H to more effectively compete with rail and non-rail transportation modes by strengthening their respective rail systems in the region. As there are no competitive harms that would arise from this acquisition, our company fully supports this proposal.

For the above reasons, we strongly support the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,



Mike Guerin
Vice President

Thiele Kaolin Company
520 Kaolin Road
Sandersville, Georgia 31082
478-552-3951

December 22, 2014

Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington DC 20423-0001

RE: Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail Lines of the Delaware and Hudson Railway Company, Inc.
STB Docket No. FD 35873

Dear Ms. Brown:

I am writing on behalf of Thiele Kaolin Company to express our support of the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (“D&H”).

Thiele Kaolin Company supports the proposed acquisition as NS is a highly regarded Class I carrier with a history of strong reinvestment practices, which should ensure the continued viability of the D&H South Lines. Currently, NS is the primary user of the D&H South Lines with daily operations over these lines, so the proposed acquisition should result in minimal disruption of service. By aligning ownership with usage, the proposed acquisition also creates operating efficiencies that should improve the reliability and sustainability of service. In addition, the proposed acquisition enhances overall competition in the Northeast surface transportation market as it enables NS and D&H to more effectively compete with rail and non-rail transportation modes by strengthening their respective rail systems in the region. As there are no competitive harms that would arise from this acquisition, our company fully supports this proposal.

For the above reasons, we strongly support the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,


J. Eric Tillirson
Senior Vice President and Director of Sales Development

United States Senate

WASHINGTON, DC 20510

December 11, 2014

The Honorable Dan Elliott
Chairman, Surface Transportation Board
395 E Street SW, Suite 1220
Washington, DC 20423-0001

RE: Finance Docket No. 35873; Norfolk Southern Railway Company – Acquisition and Operation –
Certain Rail Lines of the Delaware and Hudson Railway Company, Inc.

Dear Chairman Elliott:

I am writing to you in support of the application filed on November 17, 2014 by Norfolk Southern Railway Company (NS) to acquire and operate the D&H South Lines of the Delaware and Hudson Railway Company (D&H).

Pennsylvania is home to significant rail operations which support many high quality jobs. Our expanding industrial sector depends heavily on a reliable rail network to receive inputs and move goods to market. The D&H South Lines are particularly important and connect manufacturers in central and northeastern Pennsylvania to key markets in New York and New England. Approving this transaction will ensure that the D&H South Lines are integrated into a Class I carrier with a history of strong reinvestment practices. This should protect the continued viability of the D&H South Lines and create operating efficiencies that benefit regional rail customers.

Further, I have been assured that NS plans to increase local service along the lines and retain a significant number of D&H employees. NS has also stated it will honor existing D&H contracts and continue to allow commercial access to lines. As a result, this transaction should increase overall competition and service choices for shippers in the Northeast and Pennsylvania.

I appreciate your prompt consideration of my request and I respectfully recommend that you review and approve this proposal in a timely manner.

Sincerely,



Pat Toomey
United States Senator

Cc: Vice Chairman Deb Miller, Commissioner Ann Begeman



TYBURN RAILROAD, LLC.

505 South Broad Street
Kennett Square, PA 19348
(610) 925-0131 Phone
(610) 925-0135 Fax

December 13, 2011

Chairman Dan Elliott
Vice Chairman Deb Miller
Commissioner Ann Begeman
Surface Transportation Board
395 E Street, SW
Suite 1220
Washington, DC 20423-0001

RE: Finance Docket No. 35873
Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail
Lines of the Delaware and Hudson Railway Company, Inc.

Dear Board Members:

Tyburn Railroad LLC (TYBR) submits this letter in strong support of the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (“D&H”).

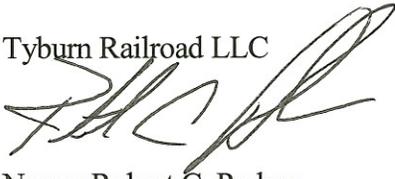
TYBR depends on reliable and sustainable service over the D&H South Lines. TYBR connects with NS at Fairless, PA. TYBR operates a sizeable rail yard and rail to truck transload facility, and serves a variety of shippers and receivers in the chemicals, energy, recycled vegetable oils, recycled bakery products, and emission reduction industries.

TYBR supports the proposed acquisition because it gives us direct access to the expanded rail network of NS, a highly regarded Class I carrier. As NS currently is the primary user of the D&H South Lines with daily operations over these lines, the proposed acquisition should result in minimal disruption of service. And by aligning ownership of the D&H South Lines with usage, the proposed acquisition creates operating efficiencies that should improve the reliability and sustainability of service. In addition, the proposed acquisition produces no competitive harms, as it is essentially an end-to-end transaction.

For the above reasons, TYBR strongly supports the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,

Tyburn Railroad LLC

A handwritten signature in black ink, appearing to read 'R. C. Parker', written over the text 'Tyburn Railroad LLC'.

Name: Robert C. Parker
Its: CEO and President

Corporate Transportation
55 Centlake Parkway NE
Atlanta, GA 30328



January 2, 2015

Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street SW
Washington, DC 20423-0001

RE: Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail Lines of the
Delaware and Hudson Railway Company, Inc.
STB Docket No. FD 35873

Dear Ms. Brown:

I am writing on behalf of UPS to express our support of the application filed on November 17, 2014 by Norfolk Southern Railway Company ("NS") to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. ("D&H").

UPS supports the proposed acquisition as we view the NS as a highly regarded Class I carrier with a history of strong reinvestment practices, which should ensure the continued viability of the D&H South Lines. Currently, NS is the primary user of the D&H South Lines with daily operations over these lines, so the proposed acquisition should result in minimal disruption of service. By aligning ownership with usage and by significantly improving NS's connection to its Pan Am Southern facilities, the proposed acquisition also creates operating efficiencies that should improve the reliability and sustainability of service. In addition, the proposed acquisition enhances overall competition in the Northeast surface transportation market as it enables NS and D&H to more effectively compete with rail and non-rail transportation modes by strengthening their respective rail systems in the region. As there are no competitive harms that would arise from this acquisition, our company fully supports this proposal.

For the above reasons, we support the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,

A handwritten signature in black ink, appearing to read "KBuenker".

Kenneth A. Buenker
Vice President, UPS Corporate Transportation Services

State of Vermont
Office of the Secretary
One National Life Drive
Montpelier, VT 05633-5001
www.aot.state.vt.us

[phone] 802-828-2657
[fax] 802-828-3522
[ttd] 802-253-0191

Agency of Transportation

December 10, 2014

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20024

*Re: Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail Lines of the Delaware and Hudson Railway Company, Inc.
STB Finance Docket No. 35873*

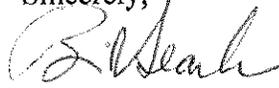
Dear Ms. Brown:

On behalf of the Vermont Agency of Transportation (VTrans), I am writing to express support for the application filed on November 17, 2014 by Norfolk Southern Railway Company (NS) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (D&H). VTrans is the principal agency in the State of Vermont for the development and support of freight rail transportation, and views the proposed transaction as beneficial for shippers located in Vermont and elsewhere because of the improved efficiencies and competitive routing options that would result from the NS acquisition and operation of the D&H rail lines identified in the application.

VTrans has a long standing commitment to the development of both freight and passenger rail service, working closely with freight providers and Amtrak to develop and support a rail system that meets the needs of a variety of rail users. Through this commitment, VTrans has learned that competition among all transportation modes produces a significant benefit by providing rail users with options to best transport goods to and from markets. VTrans also recognizes the critical importance of infrastructure and capacity investment by NS in the utility of rail service, and recognizes the previous significant capital investment by NS in the Patriot Corridor in New York, Vermont and Massachusetts. It is expected that this prior investment by NS will also benefit from the acquisition and operation of the D&H lines.

Accordingly, VTrans respectfully requests that this minor transaction be approved as expeditiously as possible.

Sincerely,



Brian R. Searles
Secretary of Transportation



CERTIFICATE OF SERVICE

I hereby certify that on this date a copy of the foregoing document was served by US first class mail, postage prepaid, to the following Parties of Record:

Steven M. Golich
Celtic International
7840 Graphics Drive, Suite 100
Tinley Park, IL 60477

Peter R. Leishman
Milford-Bennington Railroad Co., Inc.
62 Elm Street
Milford, NH 03055

Terrence D. Matthews
JB Hunt Transport Services, Inc.
P.O Box 130
Lowell, AR 72745

William A. Mullins
Baker & Miller PLLC
2401 Pennsylvania Ave., NW Suite 300
Washington, DC 20037

Michael Radak
Hanjin Shipping America, LLC
80 Route 4 East
Paramus, NJ 07652

P. Scott Conti
Providence & Worcester Railroad Co.
75 Hammond Street
Worcester, MA 01610

Jeffrey A. Bartos
Guerrieri, Clayman, Bartos & Parcelli, PC
1900 M Street, NW, Suite 700
Washington, DC 20036

David A. Fink
Pan Am Southern LLC
1700 Iron Horse Park
North Billerica, MA 01862

Michael P. Bostwick
Springfield Terminal Railway Company
1700 Iron Horse Park
North Billerica, MA 01862

December 10, 2014

A handwritten signature in cursive script that reads "John A. Maguire". The signature is written in black ink and is positioned to the right of the date.



1 Railway Lane
Burlington, Vermont 05401
802-658-2550

December 18, 2014

Chairman Dan Elliott
Vice Chairman Deb Miller
Commissioner Ann Begeman
Surface Transportation Board
395 E Street, SW
Suite 1220
Washington, DC 20423-0001

RE: Finance Docket No. 35873
Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail
Lines of The Delaware and Hudson Railway (Application)

Dear Board Members:

The Vermont Railway, Inc. (VTR) submits this letter of support for the Application filed on November 17, 2014, by Norfolk Southern Railway Company (NS) to acquire and operate certain rail lines of The Delaware and Hudson Railway (D&H).

The VTR is a privately-owned and operated railroad with two subdivisions, the Northern Subdivision with 68.78 miles of track in Vermont, and the B&R Subdivision with 58.68 miles of track in Vermont and 5 miles of track in New York.

VTR currently enjoys, on paper, a Rule 260 interchange with the Applicant, NS, at Hoosick Junction, New York. The Northern Subdivision of the VTR operates between Burlington, Vermont and Rutland, Vermont, as a line haul carrier for commodities moving between the VTR Northern stations and the NS. The B&R Subdivision (B&R) of the VTR operates between Rutland, Vermont, Bennington, Vermont and Hoosick Junction, New York as a line haul carrier for commodities moving between the VTR B&R stations and the NS.

The VTR B&R is also a critical “bridge line” to the NS at Hoosick Junction, New York for the VTR’s sister railroads of the Vermont Rail System (VRS). VTR connects to its sister railroads of the VRS as follows: 1) with the Green Mountain Railroad Corporation (GMRC) at North Clarendon, Vermont; 2) with the Clarendon and Pittsford Railroad Company (CLP) at Rutland, Vermont; and 3) with the Washington County Railroad Company Conn River Divison (WACR), by virtue of haulage agreements at Bellows Falls, Vermont and with the Washington County Railroad Company Montpelier & Barre Divison through line haul service via NECR from Montpelier Junction, Vermont to Burlington.

By virtue of VTR's direct connection to the NS the VTR currently has, in theory, service via the D&H South Lines. However, VTR traffic has not been permitted to utilize the existing VTR to NS direct connection at Hoosick Junction, New York, due to direct interference from the Canadian Pacific Railway (CP) preventing it and forcing the VTR to route its west bound traffic to the CP at Whitehall, New York through its sister railroad the CLP. Having a direct unfettered NS connection through the VTR at Hoosick Junction would be a major benefit to both the VTR and its customers by reducing time in transit and in some instances reduced freight rates.

The VTR, together with its sister railroads of the Vermont Rail System (VRS), have met with authorized agents of the Applicant, NS, and have been given assurances that the existing CP interference with VTR's connection to NS at Hoosick Junction, New York will no longer take place, in part as a result of the instant NS Application being considered by the Board.

The VTR supports the proposed acquisition especially given the fact that the VTR will have direct and unfettered access to the NS without interference from the CP, the parent company of the D&H, a party to the transaction for which STB approval is being sought. The VTR unfettered access to the NS will bring about the following benefits:

- Give the VTR direct unfettered access to the rail network of NS, a strong Class I carrier;
- Should improve the reliability and sustainability of service on the lines by creating operating efficiencies;
- Result in minimal disruption of service, since NS already operates daily over the lines; and
- Produce no competitive harms, as it is essentially an end-to-end transaction.

For the above reasons, the VTR supports the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,



David W. Wulfson
President

cc: Norfolk Southern Railway Company



**1 Railway Lane
Burlington, Vermont 05401
802-658-2550**

December 18, 2014

Chairman Dan Elliott
Vice Chairman Deb Miller
Commissioner Ann Begeman
Surface Transportation Board
395 E Street, SW
Suite 1220
Washington, DC 20423-0001

RE: Finance Docket No. 35873
Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail
Lines of The Delaware and Hudson Railway (Application)

Dear Board Members:

The Washington County Railroad Company (WACR) submits this letter of support for the Application filed on November 17, 2014, by Norfolk Southern Railway Company (NS) to acquire and operate certain rail lines of The Delaware and Hudson Railway (D&H).

The WACR is a privately-owned and operated railroad with two divisions, the Connecticut River Division with 105.48 miles of track in Vermont, and the Montpelier and Barre Division with 13 Miles of track also in Vermont. By means of a haulage agreement with the New England Central Railroad (NECR), the Connecticut River Division of the WACR connects with the Vermont Railway, Inc. (VTR), one of WACR's sister railroads, at North Clarendon, Vermont through its sister railroad the Green Mountain Railroad Corporation (GMRC) at Bellows Falls, Vermont. The Montpelier and Barre Division of the WACR connects with the VTR, at Burlington, Vermont through line haul service via the NECR from Montpelier Junction, Vermont to Burlington.

The Connecticut River Division of the WACR operates between Newport, Vermont and White River Junction, Vermont, acting as a "bridge line" carrier for commodities moving between the Central Maine and Quebec Railway (CM&Q) and the NECR and Pan Am Southern (PAS) and as a line haul carrier for commodities moving between the WACR stations and the CM&Q. The Montpelier and Barre Division of the WACR operates between Graniteville, Vermont and Montpelier Junction, Vermont as a line haul carrier for commodities moving between the WACR stations and the NECR. The WACR's sister railroad, VTR, currently enjoys, on paper, a Rule 260 interchange with the Applicant, NS, at Hoosick, Junction, New York.

By virtue of VTR's direct connection to the NS the WACR currently has, in theory, service via the D&H South Lines. However, WACR traffic has not been permitted to utilize the existing VTR to NS direct connection at Hoosick Junction, New York, due to direct interference from the Canadian Pacific Railway (CP) preventing it and forcing the WACR to route its west bound traffic to the CP at Whitehall, New York through its sister railroad The Clarendon and Pittsford Railroad Company (CLP). Having a direct unfettered NS connection through the VTR at Hoosick Junction would be a major benefit to both the WACR and its customers by reducing time in transit and in some instances reduced freight rates.

The WACR, together with its sister railroads of the Vermont Rail System (VRS), have met with authorized agents of the Applicant, NS, and have been given assurances that the existing CP interference with VTR's connection to NS at Hoosick Junction, New York will no longer take place, in part as a result of the instant NS Application being considered by the Board.

The WACR supports the proposed acquisition especially given the assurances that the WACR has received from the NS that the VTR will have direct and unfettered access to the NS without interference from the CP, the parent company of the D&H, a party to the transaction for which the above referenced STB approval is being sought. The WACR's unfettered access to the NS will bring about the following benefits:

- Give the WACR, via its sister railroad VTR, direct unfettered access to the rail network of NS, a strong Class I carrier;
- Should improve the reliability and sustainability of service on the lines by creating operating efficiencies;
- Result in minimal disruption of service, since NS already operates daily over the lines; and
- Produce no competitive harms, as it is essentially an end-to-end transaction.

For the above reasons, the WACR supports the application of the NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,



David W. Wulfson
President

cc: Norfolk Southern Railway Company

WoodPerfect of NC
131 Rhea St.
Richfield, NC 28137
704-637-1508

December 2, 2014

Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington DC 20423-0001

RE: Norfolk Southern Railway Company – Acquisition and Operation – Certain Rail
Lines of the Delaware and Hudson Railway Company, Inc.
STB Docket No. FD 35873

Dear Ms. Brown:

I am writing on behalf of WoodPerfect of NC to express our strong support of the application filed on November 17, 2014 by Norfolk Southern Railway Company (“NS”) to acquire and operate certain rail lines of the Delaware and Hudson Railway Company, Inc. (“D&H”).

WoodPerfect of NC supports the proposed acquisition because NS is a highly regarded Class I carrier with a history of strong reinvestment practices, which should ensure the continued viability of the D&H South Lines. Currently, NS is the primary user of the D&H South Lines with daily operations over these lines, so the proposed acquisition should result in minimal disruption of service. By aligning ownership with usage, the proposed acquisition also creates operating efficiencies that should improve the reliability and sustainability of service. In addition, the proposed acquisition enhances overall competition in the Northeast surface transportation market as it enables NS and D&H to more effectively compete with rail and non-rail transportation modes by strengthening their respective rail systems in the region. As there are no competitive harms that would arise from this acquisition, our company fully supports this proposal.

For the above reasons, we strongly support the application of NS before the STB to acquire and operate certain rail lines of D&H. We respectfully request your expedited review and approval of this minor transaction.

Sincerely,



Alicia A. Summers-Rummage
Shipping/Receiving Coordinator