

STB FD 33388 (Sub 80) 10-21-97 A 182886 5/6

know of its efforts to find additional traffic opportunities, for which it asks only the ability to compete, to offset the traffic it will lose when NS takes over Conrail's franchise in W&LE territory and diverts it to NS single system routing. We fully support W&LE in this corrective effort.

To put it simply, we need W&LE as both a provider of essential services, and as a competitive ratemaker. We fully support W&LE's efforts to find a solution to its crippling loss of traffic as a result of a NS takeover of Conrail properties. We particularly support W&LE's request for (tailor the verified statement to particular condition which would effect shipper--- must have conference with W&LE management on this).

Signed Jim Kettlewell
Jim Kettlewell
V.P., Purchasing

State of)
)
County of)

Verification

JIM KETTLEWELL being duly sworn on 14th day of October, deposes and says that he has read the foregoing, and that it is true and accurate to the best of his knowledge and belief.

James A. Croft
(Notary Public)

My Commission expires Oct. 2, 2001



AMERICAN REFINING GROUP

LUBRICANTS AND SPECIALTY PRODUCTS DIVISION

October 16, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attention: STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20423-001

Reference: CSX Corp. and CSX Transportation Inc.; Norfolk Southern Corp. and Norfolk Southern Railway Co. - Control and Operating Leases/Agreements; Conrail Inc. and Consolidated Rail Corp., STB Finance Docket No. 33388.

Honorable Vernon Williams:

I am Susan Lerch, Manager Transportation and Logistics for American Refining Group, Inc. in Bradford, PA. I have been in transportation for twelve years, and currently I am responsible for transportation of all products and equipment in and out of this facility. I handle both domestic and international shipments.

American Refining Group, Inc. (ARG) in Bradford is a refinery of Pennsylvania grade crude oil. ARG manufactures premium Penn grade motor oil and markets all bi-products.

The majority of crude oil delivered to this refinery is brought in via rail service. This service originates on the Wheeling & Lake Erie Railway (W&LE). The W&LE provides essential rail service to our company. The W&LE provides competition, and without W&LE's competitive presence rail service and rates could deteriorate. W&LE's viability will be severely jeopardized by the Conrail Control proceeding.

Please take this into serious consideration. The competition is extremely important.

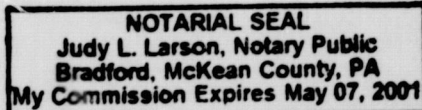
Thank you.

Yours truly,

Susan M. Lerch
Mgr. Transportation & Logistics

Subscribed and sworn to before
me this 16th day of October, 1997

Notary Public





VERIFIED STATEMENT OF SUPPORT FOR THE
WHEELING AND LAKE ERIE RAILWAY COMPANY

STB Finance Docket No. 33388

October 16, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-001

Attention: STB Finance Docket No. 33388

Dear Secretary Williams:

ANNACO

Creating
new standards
in quality
scrap metal
processing.

943 Hazel Street
P.O. Box 1148
Akron, Ohio 44309
(330) 376-1400
Fax (330) 376-9696

My name is William Lowery and I am the Executive Vice President of Annaco, Inc. in Akron Ohio. I have 19 years experience in the scrap recycling business and have had the responsibility for dealing with Annaco's transportation matters for the last 11 years.

Annaco is one the larger scrap processors in the State of Ohio. We average over 80 rail shipments per month as well as 30 or so inbound loads. All of these loads are handled by the Wheeling and Lake Erie Railway. Of this traffic, about 50 % of our shipments are joint line connections for delivery throughout the United States and all of our inbounds are joint movements.

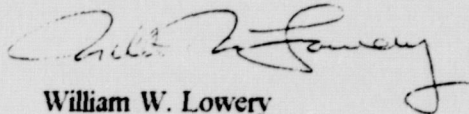
We are very concerned about the Conrail control proceeding and its effect on the Wheeling and Lake Erie Railway Company. As I understand it, The NS will take over Conrail's franchise in W&LE's territory and will divert to a single line routing. W&LE will lose a substantial amount of the traffic it now handles with NS. Without some solution, this would bankrupt the W&LE and most probably force our service to be handled by NS or CSXT.

We have dealt with both of these railroads and we have learned that customers of our size are not very important to them. Both the NS and CSXT have raised rates on our movements considerably over the last three years. Some by as much as 60 %! In the scrap business we compete for limited quantities of unprepared material against other markets. If we cannot offer a competitive price for our material f.o.b. shipping point, we do not get the material. Recent large increases in rail rates by the NS and CSXT have caused us to lose substantial amounts of business because it lowered the price we were able to offer for the material. On the other side, we have had to absorb healthy reductions in gross margins on shipments to accounts we have west of Akron that are on the NS.

Besides freight rates, we have major concerns with service. I constantly hear of problems with car availability and timely switches from those in our industry that are served by the major carriers. We have requirements to ship certain customers every day. If we don't perform, we will lose that business. The W&LE though not perfect has worked closely with us to give us dependable service. The glitches that we have are minor when compared to the experience of many of our acquaintances that are serviced directly by the major carriers.

In short, we are scared of the effects this merger will have on our ability to compete. We do business in over 20 states and we would not survive without competitive and reliable rail services. We need the W&LE as both a provider of essential services and as a competitive ratemaker. We fully support W&LE's efforts to find a solution to its crippling loss of traffic as a result of a NS takeover of Conrail properties.

Very truly yours,



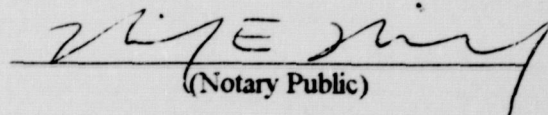
William W. Lowery
Executive Vice President

State of)

County of)

Verification

NICK REINFELD being duly sworn on 10-16 October,
deposes and says that he has read the foregoing, and that it is true and
accurate to the best of his knowledge and belief.


(Notary Public)

My Commission expires Sept 5, 2001.

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

VERIFIED STATEMENT
OF

WILLIAM MILLIKEN

My name is William Milliken. I am President of The Bowerston Shale Company. I have 40 years of experience in transportation matters and am qualified to make this statement on behalf of our company.

I am authorized to submit this statement to stress the essential nature of Wheeling & Lake Erie's service. Last year we shipped 20, 75 ton cars over the W&LE. 100% of this moved on to joint line connections for delivery throughout the United States.

But more important than this volume was the very presence of W&LE as a competitive alternative to NS. Without W&LE's competitive presence, I am convinced that The Bowerston Shale Co. rail service and rates would deteriorate. Unfortunately, W&LE's viability has been severely jeopardized by the Conrail control proceeding.

It is well known in the shipper community that Wheeling & Lake Erie has made tremendous efforts to provide excellent

rail service despite its heavy debt load. We who depend on W&LE also know of its efforts to find additional traffic opportunities, for which it asks only the ability to compete, to offset the traffic it will lose when NS takes over Conrail's franchise in W&LE territory and diverts it to NS single system routing. We fully support W&LE in this corrective effort.

To put it simply, we need W&LE as both a provider of essential services, and as a competitive ratemaker. We fully support W&LE's efforts to find a solution to its crippling loss of traffic as a result of a NS takeover of Conrail properties. We particularly support W&LE's request for relief in this matter, without a viable W&LE we would lose our rail siding. We lost Conrail siding years ago and losing W&LE would put us without any siding. With better conditions, our rail volume would increase.

State of)
)
County of)

Jim Miller

Verification

Tanya S. Gartrell being duly sworn on 10th October, deposes and says that she has read the foregoing, and that it is true and accurate to the best of her knowledge and belief.

My Commission expires

Feb 28, 1999

Tanya S. Gartrell
(Notary Public)

TANYA S. GARTRELL
Notary Public, State of Ohio
My Commission Expires Feb. 28, 1999
(Recorded in Carroll County)



BUCKEYE INDUSTRIAL MINING CO.

4719 INDUSTRIAL ROAD
P.O. BOX 389
LISBON, OHIO 44432

SALEM, OHIO (330) 337-9511
LISBON, OHIO (330) 424-7281
FAX (330) 337-3730

October 13, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attention: STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20423-001

Reference: CSX Corporation, N.S. Corporation etc.,
Control and Operation Leases/Agreements
Conrail etc. STB Finance Docket No. 33388

To The Honorable Vernon A. Williams:

As a means of introduction, my name is Jack M. Grinwis and I am the Vice President in charge of Marketing and Sales for Buckeye Industrial Mining Company. I have been active in the mining industry since 1975 and specifically with Ohio coal production since 1980.

Industrial Mining Co. was founded in 1948, and merged with its sister Company, Buckeye Coal Mining Co. (1938) in 1971 under the umbrella ownership of the Keller Group of Chicago, Illinois. Surface and underground mining is conducted in five northern Ohio counties, with the headquarter county being Columbiana. The seams currently mined include the Ohio #6 (Middle Kittanning), #6 (Lower Freeport), #5 (Lower Kittanning), #7 (Upper Freeport), and #7A (Mahoning). Reserves are approximately 22 million tons and are being continuously expanded. Normal raw coal production is over 80,000 tons/month.

Historically, Buckeye Industrial Mining Company has been the largest volume spot rail coal shipper in the State of Ohio. We own and operate a unit train siding and loadout on the Conrail at Kensington, Ohio. Unequivocally, in recent years, the major carriers corporate strategy has been to shift from Ohio origin coal loadings to favor West Virginia, Southern Pennsylvania and Kentucky origins by improving rates and quality of service. With shifting such as this in major carrier strategies, the extreme importance of efficient, smaller railroads such as Wheeling & Lake Erie Railroad Company needs to be emphasized. These companies serve to fill the voids left by the major carriers and keep Ohio coal viable in the marketplace with competitive presence.

Honorable Vernon A. Williams
page 2

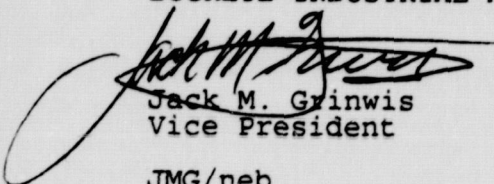
Buckeye Industrial Mining Co. has direct shipping experience with the Wheeling & Lake Erie Co. over the past years originating from our Canton facility. The difference in service between the Wheeling & Lake Erie Co. and Conrail is significant. W&LERR's responsiveness and reaction to shippers needs are excellent with continuous full cooperation from their management team.

In conclusion, Buckeye Industrial Mining Company supports the continued presence of the Wheeling & Lake Erie Railway Company in the marketplace. We do not support Conrail's control of any of the preceding assets, lease, or rights.

Please feel free to contract me should you have any questions.

Sincerely,

BUCKEYE INDUSTRIAL MINING CO.

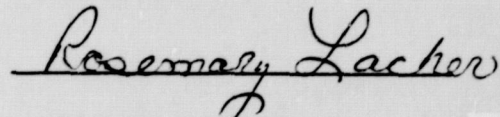


Jack M. Grinwis
Vice President

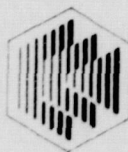
JMG/neb

Subscribed and sworn to
before me this 13th
day of October

Seal of Notary



ROSEMARY LACHER, Notary Public
STATE OF OHIO
My Commission Expires April 18, 2001



CROWLEY CHEMICAL COMPANY

INCORPORATED

261 MADISON AVENUE, NEW YORK, N.Y. 10016 (212) 682-1200 FAX: (212) 953-3487 CABLE: CROWLEYTAR TELEX: 12-7662

October 15, 1997

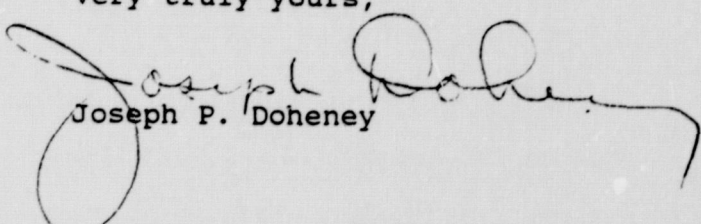
The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
1925 K. Street, N. W.
Washington, DC 20423

RE: STB Finance Docket No. 33388
CSX Corp./Norfolk Southern Corp.
Control and Operating Leases Agreement
Conrail Incorporated

I, Joseph Doheney, Traffic Manager for Crowley Chemical for the past eleven years do hereby state that we ship rail cars from our plant in Kent, Ohio and also receive rail cars at that location do hereby state that without W & LE providing essential services and competitive presence could prevent us from receiving rail rates needed to keep our business sales at the level it is now.

Kindly take the above paragraph into consideration when the Surface Transportation Board works on Docket No. 33388.

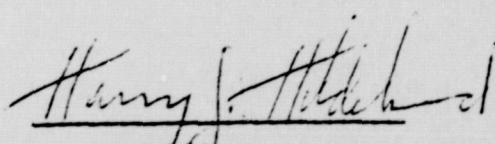
Very truly yours,


Joseph P. Doheney

JPD:dg

State of New York
County of New York

Subscribed and sworn to before me this 15th day of October, 1997.


Notary Public

HARRY J. HILDEBRAND
Notary Public, State of New York
No. 01HI6835150
Qualified in New York County
Commission Expires Dec. 31, 1998



EMPIRE WHOLESALE LUMBER CO.

P.O. BOX 249 • AKRON, OHIO 44309-0249

TELEPHONE
330-434-4545
FAX
330-376-8741

Direct-, Mill Carload & Truckload Wholesalers, Serving 34 States With Forest Products

October 10, 1997

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street NW
Washington, D.C. 20423

RE: Finance Docket 33388
Verified Statement

Dear Secretary Williams:

Enclosed is a verified statement entering general comments in the referenced proceeding and supporting the inconsistent application of the Wheeling & Lake Erie.

Sincerely,

James Johnson
Traffic Manager



BRANCH
OFFICES

RELOAD
DISTRIBUTION

CORPORATE HEADQUARTERS AKRON, OHIO
BEDFORD, NEW HAMPSHIRE TAMPA, FLORIDA STEVENSON, WASHINGTON OKEMOS, MICHIGAN TAYLORS, SOUTH CAROLINA ROCKVILLE, MARYLAND

CHICAGO, ILLINOIS
WINDSOR, ONTARIO
MINNEAPOLIS, MINNESOTA

GAINESVILLE, VIRGINIA
NIAGARA FALLS, ONTARIO
SIOUX FALLS, SD DAKOTA

CINCINNATI, OHIO
COATICOOK, QUEBEC
INDIANAPOLIS, INDIANA

ATLANTA, GEORGIA
KNOXVILLE, TENNESSEE
JACKSONVILLE, FLORIDA

N A W
NATIONAL ASSOCIATION
OF WHOLESALE LUMBER DEALERS

*Before
the
Surface Transportation Board*

Verified Statement

in the matter of

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

By:

James Johnson
Traffic Manager
Empire Wholesale Lumber Company
P. O. Box 249
Akron, OH 44309

Dated: October 10, 1997

Verified Statement

in the matter of

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

Comes now Empire Wholesale Lumber Company and makes this statement before the Surface Transportation Board in the above entitled proceeding.

Identity of Witness

My name is James Johnson. I have over 30 years of transportation experience, including four years service in the Interstate Commerce Commission Cleveland District Office as District Supervisor. I have represented several employers before the Department of Transportation and the Interstate Commerce Commission in both oral and modified procedures. I am currently a shipper representative on this Board's Railroad-Shippers Transportation Advisory Council created with the Board by the Interstate Commerce Commission Termination Act of 1995 and serve on the Board of Directors of the Summit County Port Authority. I have been employed for over ten years as Traffic Manager for Empire Wholesale Lumber Company and I act as Traffic Manager for our affiliates Brown-Graves Company and Buy-Rite Lumber Co.

Interest in Instant Case

Empire is one of the largest privately held lumber wholesalers in the Eastern United States. We maintain sales offices in: Akron OH; Bedford NH; Lansing MI; Greenville SC; Portland OR; and Tampa, FL. Affiliated operations include: Brown Graves Lumber Company (the largest contractor yard in Ohio, with integral truss plant and complete milling operation); Buy Rite Lumber (with 2 northeastern Ohio retail yards); Gulfstream Lumber (5 contractor and retail yards in Florida with headquarters in Boynton Beach FL); and Great Northern Wood Preserving Company of Lodi, OH. Empire uses reload operations in: Niagara Falls and Windsor, ON; Coaticook PQ; Atlanta GA; Chicago IL; Detroit MI; Federalsburg MD; Gainesville VA; Indianapolis IN; Island Pond VT; Jacksonville FL; Knoxville TN; Minneapolis MN; Pittsburgh PA; and Sioux Falls SD. Empire's annual sales exceed \$200 Million not including affiliates.

Empire trades in U. S. domestic and Canadian lumber, plywood, orientated strand board, waferboard, siding, sheathing, roofing, decking and building materials. Our traditional customer base is located in the Eastern $\frac{3}{4}$ of the United States. Within the last year we have been adding new customers on the Union Pacific and Southern Pacific in the Los Angeles basin, and in the vicinity of Phoenix and Tuscon AZ, Las Vegas NV and Denver CO. Several of our Hem Fir and Douglas Fir suppliers are located on the UP/SP or BNSF system or shortlines connecting to UP/SP or BNSF.

Brown-Graves Company is located in Akron OH off track now owned by the Akron Barberton Cluster Railway (AB) which is an affiliate of the Wheeling & Lake Erie Railroad (WE). This property consists of 60 acres with three rail sidings. One siding is off the AB track formerly owned and operated by the Akron Barberton Belt, two sidings are off former Pennsylvania Railroad track that was included in the Conrail Akron Cluster sale to AB in 1994. Buy-Rite Lumber in Copley OH is rail served off the WE mainline.

I was the individual who organized 64 Akron area shipper/receivers into a cohesive response to the 1991 Conrail abandonment of some 62 miles of track dubbed "the Akron Cluster Sale". In examining the impact of an abandonment of Akron we quickly realized the net of essential rail services upon which we depend for economic development is very fragile. Economic development in this area is generally spearheaded by the Akron Regional Development Board (ARDB), a tri-county joint economic development agency. In the several years immediately preceding the Akron Cluster Sale ARDB had generated over 35,000 new jobs in the three county area by attracting new employers. The proposed 1991 Conrail abandonment of rail service in this area threatened the future viability of thousands of acres of prime industrial sites and the economic future of the community. Indeed, the sites along the Freedom Secondary track are **still** questionable as Conrail severed that track from the Akron Cluster once a viable operator expressed interest in acquiring the Cluster, **and Conrail still continues to resist sale** to the Ohio Rail Development Commission.

Our local dilemma began to be resolved when Mr. Larry Parsons, the then new owner of WE, announced that he intended to purchase the Akron Cluster from Conrail. That purchase (minus the Freedom Secondary) was finalized in 1994 and has resulted in stabilizing the net of essential rail services in this area. **Service has improved significantly in spite of the loss of direct class I service.** The WE and AB have repeatedly proven themselves open to economic development ventures, including investment in rail access to new sites. Further, they have repeatedly striven to accommodate unusual service demands and have demonstrated their understanding of how they fit as essential links in their customers' supply chains.

The instant proceeding has significant potential to threaten several shortline operators including the WE and AB upon which the Greater Akron area and the Northeast are dependent for future industrial growth. It is imperative that the Board recognize and address the threat that this proceeding represents to currently viable shortline railroads operating in the Northeast. I have personally attempted to not take sides in this proceeding, but this threat to the viability of shortline and regional operators in the Northeast transcends my desire to remain neutral. Generally, I believe that the demise of Conrail will benefit many customers frustrated with the imperial attitude that permeated Conrail; and generally I believe that both Norfolk Southern and CSX will provide shippers with more responsive service. However, those communities, like Akron, that depend upon healthy

regional or shortline rail operators stand to lose if those regional and shortline railroads are not protected in this proceeding. Much ado is being made by residents of Lakewood OH and Congressman Dennis J. Kucinich (D-10-OH) about the increase in traffic through the western suburbs of Cleveland. The WE is poised to resolve that issue by rerouting of all the additional overhead traffic from Bellevue OH to Bedford OH over the WE. WE could be used as an alternate, mainly rural, route (please read that as "less intrusive hazmat route") between western connections with NS and CSX and eastern connections at Canton OH or Connellsville PA. The additional revenues realized by the WE would go far to insure continued healthy operations. This is a classic win-win situation of the type that the Board should promote.

It is imperative that full weight of the Board be used to protect the interests of regional and shortline rail operators in this proceeding. Those operators are valuable - and probably irreplaceable - assets to the communities they serve. And, generally they only serve the communities that the class I carriers elected to walk away from after Staggers. No class I has been as cavalier as Conrail in shucking social responsibility, but **no community currently served by and dependent upon a regional or shortline operator was captured by a competing class I in the abandonment process.** The economic fortunes of the communities and industries who depend upon those operators will literally live or die by how the shortline and regional operators fare in this merger. In the case of the Greater Akron area, WE and AB provide essential rail services to our company and to the communities along their lines. Through aggressive ratemaking with their class I partners the multiple class I connections of the WE, AB and other shortline operators police monopolistic pricing abuses by the class I carriers. For the shippers on the WE and AB this arrangement has added a whole new dimension to rail service. We enjoy a close and comfortable relationship with a rail operator who understands that we mutually prosper in lockstep with each other's fortunes. It is highly ironic that the WE was created by the spin-off of NS trackage and now, just when the promise of success is at hand, this merger threatens the very survival of the WE and the industries in the Greater Akron area that the WE rescued from Conrail abandonment.

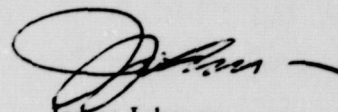
Closing Statement

Empire Wholesale Lumber Company supports the approval of the instant finance case, and encourages the Commission to so rule. However, as taxpaying consumers dependent upon continued **viable and competitive** rail service, we demand that the Board take whatever pro-competitive measures within its means to protect and enhance the currently operating regional and shortline carriers - particularly the WE and AB. We cannot afford to allow the same mistakes east of the Mississippi that have recently gridlocked the system west of the Mississippi. The continued survival of the regional and shortline operators in and around the Conrail system will insure alternate avenues of freight movement and maximize shipper/receiver alternatives to monopoly class I service. The viable shortline railroad operator with multiple class I connections is a reasonable and pro-competitive free market solution to the captive shipper syndrome so prevalent in the mega-mergers before the Board. I believe that this Board's mandate from Congress is to either promote and nurture reasonable and pro-competitive free market solutions to the captive shipper dilemma, or to protect captive shippers through aggressive regulatory and enforcement action. And finally, I believe that this Board needs to insure the preservation of essential rail services to small shippers in the Northeast

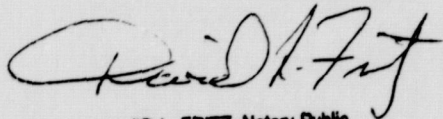
region by imposing sufficient conditions on the merger to insure the continued viability of the Wheeling and Lake Erie Railroad and similarly situated shortline and regional carriers.

Verification

I have read the foregoing statement and declare that it is true and correct to the best of my knowledge.



James Johnson



DAVID L. FRITZ, Notary Public
STATE OF OHIO
Resident Summit County
My Commission Expires March 29, 2000

Notary



LUMBER CO.

2501 FULTON RD., N.W. - AT B. & O.
CANTON, OHIO 44709
PHONE (216) 456-4378

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 33388

**VERIFIED STATEMENT
OF
CHARLES S. BOLENDER**

My name is Charles S. Bolender. I am President of Fulton Lumber Co., Inc. I have 40 years of experience in transportation matters regarding shipment of lumber and am qualified to make this statement on behalf of Fulton Lumber Company.

Fulton Lumber Co. has authorized me to submit this statement to stress the essential nature of Wheeling & Lake Erie's service. Last year we received approximately 15 cars over the W&LE.

But more important than this volume was the very presence of W&LE as a competitive alternative to NS. Without W&LE's competitive presence, I am convinced that Fulton Lumber Company's rail service and rates would deteriorate. Unfortunately, W&LE's viability has been severely jeopardized by the Conrail control proceeding.

It is well known in the shipper community that Wheeling & Lake Erie has made tremendous efforts to provide excellent rail service despite its heavy debt load. We who depend on W&LE also know of its efforts to find additional traffic opportunities, for which it asks only the ability to compete, to offset the traffic it will lose when NS takes over Conrail's franchise in W&LE territory and diverts it to NS single system routing. We fully support W&LE in this corrective effort.



LUMBER CO.

2501 FULTON RD.. N.W. - AT B. & O.

CANTON, OHIO 44709

PHONE (216) 456-4378

To put it simply, we need W&LE as both a provider of essential services, and as a competitive ratemaker. We fully support W&LE's efforts to find a solution to its crippling loss of traffic as a result of a NS takeover of Conrail properties.

State of Ohio

County of Stark

Sincerely,

Charles S. Bolender PRES
Charles S. Bolender, President

Karen Sedowick
Notary

My Commision expires July 24, 2002.



Specialty Polymers Division

Mogadore Plant
165 South Cleveland Avenue
Mogadore, Ohio 44260-1505

Tel: 330-628-9925

October 15, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
STB Finance Docket No. 33388
1925 K Street, NW
Washington, DC 20423-0001

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

Dear Secretary Williams:

GenCorp Inc., Specialty Polymers Division produces styrene/butadiene latices at Mogadore, Ohio. My name is Stanford D. Hagler and I am Director of Purchases and Traffic for the Specialty Polymers Division, which includes distribution responsibility for both inbound and outbound rail shipments at the Mogadore facility. I have had this responsibility for the last ten years.

The Wheeling and Lake Erie Railway Company (W&LE) which has direct access to the Norfolk Southern Railway Company, the CSX Corporation, and the Conrail, Inc serve the Mogadore facility. During 1996, our facility received approximately 550 inbound shipments of raw materials and made approximately 1400 outbound shipments of product by rail, which represented approximately 60% and 80% of the volumes shipped, respectively.

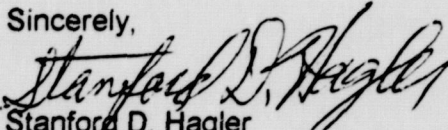
The W&LE has provided excellent rail service to satisfy the needs of our facility as we strive to meet the service expectations of our customers in other regions. This level of service is essential and has been provided in spite of its heavy debt load. They have been able to grow their business to remain a viable and cost effective provider of services. Essential to GenCorp is the continued presence of a financially viable W&LE who could be damaged by the Conrail control proceeding if their needs to compete in the markets are not given proper consideration.

GenCorp had previously voiced support of the acquisition and division of the Conrail by the NS and CSX and felt that overall service to our key customers that will be impacted by the acquisition should be enhanced. GenCorp still supports the acquisition, provided that the W&LE maintains their ability to compete in their markets.

As a result, GenCorp strongly supports the W&LE's effort to find a solution to its crippling loss of traffic as a result of the NS takeover of Conrail properties and diverting of traffic to a single system routing for customers currently served by the W&LE.

I, Stanford D. Hagler, declare that the foregoing is true and correct. I certify that I am qualified and authorized to file the verified statement executed on October 15, 1997.

Sincerely,


Stanford D. Hagler
Director of Purchases & Traffic

GILCHRIST POLYMER CENTER, INC.

SPECIALIZING IN SERVICES TO THE POLYMER INDUSTRY

... An Affiliate of ASW Services ...

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COLUMBIA, OH 43260
PHONE: (614) 330-1300
FAX: (614) 330-7130

670 SOUTH 20RD STREET
BEAUMONT, TX 77707
PHONE: (409) 340-4439
FAX: (409) 340-4383

ADMINISTRATIVE:

3200 GILCHRIST ROAD
COLUMBIA, OH 43260
PHONE: (614) 330-1300
FAX: (614) 330-7130

October 16, 1997

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

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

The Honorable Vernon A. Williams:

I am the vice president of ASW Technologies Inc., the parent company of Gilchrist Polymer Center, Inc. We have been in the third-party logistics and plastic-packaging business for over 15 years. As you may be aware, transportation is a significant portion of the third-party logistics industry. In our particular case, the rail system is a vital component of the Gilchrist Polymer Center's livelihood.

The Gilchrist Polymer Center specializes in providing services to the plastic-resin industry, specifically storage, handling and packaging of bulk plastic resins. The majority of the plastic resins received for packaging arrive via bulk hopper rail cars. We receive approximately 2,600 hopper rail cars annually at our facility via The Wheeling & Lake Erie Railway Company.

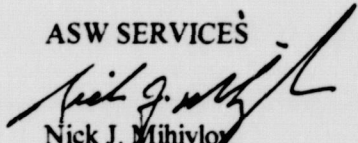
As you can quickly determine with this type of rail volume, we depend heavily upon The Wheeling & Lake Erie Railway Company; and our business and ability to provide these services would significantly be jeopardized should they not survive this purchase attempt.

I urge you to ensure that with whatever actions are taken that the effect on The Wheeling & Lake Erie Railway Company's ability to survive is taken into consideration.

I feel that the Wheeling's viability will be severely jeopardized by the Conrail control proceeding.

Sincerely,

ASW SERVICES


Nick J. Mihylor
Vice President

NJM:ldhs

c:\mihylor\wheel-1.doc

Visit our web site at: <http://www.aswservices.com>

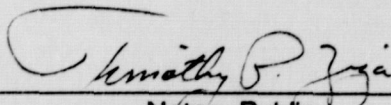
STATE OF OHIO)
)SS:
COUNTY OF SUMMIT)

Before me, a Notary Public in and for said County and State, personally appeared the above-named ASW Technologies, Inc., by Nick J. Mihiylov, its Vice President, who acknowledged that he did sign the foregoing instrument and that the same is the authorized act and deed of the corporation and his free act and deed personally and as an officer of the corporation.

In Testimony Whereof I have hereunto set my hand and official seal at Mogadore, Ohio, this 16th day of October, 1997.



TIMOTHY P. ZIGA, Attorney at Law
Notary Public - State of Ohio
My commission has no expiration
date. Section 147.03 R.C.



Notary Public

Countrymark



GROWMARK



BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

VERIFIED STATEMENT
OF
COUNTRYMARK CO-OP

My name is Gary Hauenstein. I am Plant Manager of Countrymark Co-op Feed Plant, Massillon. I have 23 years of experience in transportation matters and feed manufacturing and am qualified to make this statement on behalf of Countrymark.

Countrymark has authorized me to submit this statement to stress the essential nature of Wheeling & Lake Erie's service. Last year we shipped 400 cars over the W&LE. 100% of this moved on to joint line connections for delivery throughout the United States.

But more important than this volume was the very presence of W&LE as a competitive alternative to NS. Without W&LE's competitive presence, I am convinced that Countrymark's rail service and rates would deteriorate. Unfortunately, W&LE's viability has been severely jeopardized by the Conrail control proceeding.

It is well known in the shipper community that Wheeling & Lake

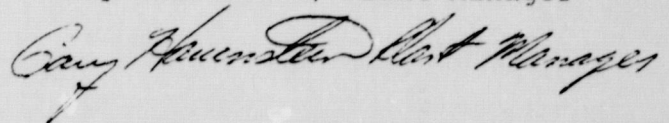
Mark II PLAN
Production Livestock Animal Nutrition

8485 Navarre Rd. SW • Massillon, Ohio 44646 • (330) 879-2158 • Fax (330) 879-5804

Erie has made tremendous efforts to provide excellent rail service despite its heavy debt load. We who depend on W&LE also know of its efforts to find additional traffic opportunities, for which it asks only the ability to compete, to offset the traffic it will lose when NS takes over Conrail's franchise in W&LE territory and diverts it to NS single system routing. We fully support W&LE in this corrective effort.

To put it simply, we need W&LE as both a provider of essential services, and as a competitive ratemaker. We fully support W&LE's efforts to find a solution to its crippling loss of traffic as a result of a NS takeover of Conrail properties. We particularly support W&LE's request for what it needs to remain a competitive rail server.

Gary Hauenstein, Plant Manager

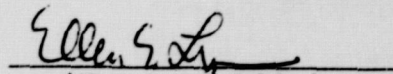


State of Ohio

County of Stark

Verification

being duly sworn on the 14th day of October, 1997
deposes and says that he has read the foregoing, and that it is
true and accurate to the best of his knowledge and belief.


(Notary Public)

My Commission expires Notary Public, State of Ohio 1999

HUNTSMAN

October 15, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attention: STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20423-001

RE: Finance Docket No. 33388
Verified Statement of Jerry E. Barton

My name is Jerry E. Barton. I am Plant Manager of Huntsman Packaging Corporation in Carrollton, Ohio. I have 26 years of experience in the PVC and polyethylene converting business and am qualified to make this statement on behalf of Huntsman.

Huntsman has authorized me to submit this statement to stress the essential nature of Wheeling & Lake Erie's service. Last year, we received 135 railcars, or approximately 24,975,000# of polyethylene resin, our basic raw material over the Wheeling & Lake Erie. One hundred percent of these railcars moved on joint line connections to arrive in Carrollton.

More important than the volume, was the very presence of Wheeling & Lake Erie as a competitive alternative to Norfolk Southern. Without Wheeling & Lake Erie's competitive presence, I am convinced that Huntsman's rail service and rates would deteriorate. Unfortunately, Wheeling & Lake Erie's viability has been severely jeopardized by the Conrail control proceeding.


It is well known in the local shipper community that Wheeling & Lake Erie has made tremendous efforts to provide excellent rail service despite its heavy debt load. We who depend on Wheeling & Lake Erie also know of its efforts to find additional traffic opportunities, for which it asks only the ability to compete to offset the traffic it will lose when Norfolk Southern takes over Conrail's franchise in Wheeling & Lake Erie territory and diverts it to the Norfolk Southern single system routing. We fully support Wheeling & Lake Erie in this corrective effort.

HUNTSMAN CORPORATION

750 Garfield Avenue, N.W. • Carrollton, Ohio 44615 • 330-627-2111 • Fax 330-627-6206

To put it simply, we need Wheeling & Lake Erie as both a provider of essential services, and as a competitive rate maker. We fully support Wheeling & Lake Erie's efforts to find a solution to its crippling loss of traffic as a result of a Norfolk Southern takeover of Conrail properties. We particularly support Wheeling & Lake Erie in order to maintain Huntsman as a viable business in the local community.

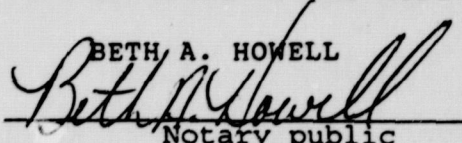
HUNTSMAN PACKAGING CORPORATION


JERRY E. BARTON

State of Ohio)
)
County of Carroll)

Verification

JERRY E. BARTON, being duly sworn on the 15 day of October, 1997, deposes and says that he has read the foregoing, and that it is true and accurate to the best of his knowledge and belief.


BETH A. HOWELL

Notary public

My commission expires 10/18/98.



"Distinctively the Best"

HVC Inc.
909 West Smith Road
Medina, Ohio 44256
(330) 723-2020
1-800-825-3939
FAX (330) 725-2473

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attention: STB Finance Docket No. 33388
1925 K Street N.W.
Washington, D.C. 20423-001

Dear Mr. Williams:

My name is Tim Maegly, General Manager of HVC, Inc. I have 20 years of experience managing a chemical distribution company. As general manager, part of my duty is to oversee the transportation of raw materials into our facility in Medina, Ohio. HVC transports various chemical products which originate at points from all areas of the U.S.

HVC has grown over the years and currently handles large quantities of products, most of which are transported by railroads. In 1996, HVC acquired property located adjacent to the Wheeling & Lake Erie railroad in order to build a new facility. This facility was completed in March, 1997.

I am very concerned about the CXS-Norfolk Southern-Conrail agreement, STB Finance Docket 33388. You cannot approve of such a merger if it is to the detriment of the Wheeling & Lake Erie. The Wheeling & Lake Erie provides essential rail service at a rate structure which is competitive. Furthermore, Wheeling & Lake Erie has the connections with CXS, Conrail, and Norfolk Southern which means competition for the longhaul end of the business. Without the Wheeling & Lake Erie this competition would surely deteriorate. HVC actively sought out to locate on a short line carrier with multiple interchange points to promote competition. I feel that the viability of the Wheeling & Lake Erie will be jeopardized by the Conrail control proceeding.

Please do not let our competitive local carrier be swept aside in this merger mania!

Sincerely,

Tim Maegly
General Manager, HVC Inc.

Notary Public

ANITA L. BOWMAN
Notary Public, State of Ohio
My Commission Expires 4-2-2001



INDUSTRIAL CHEMICAL CORP.

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 33388

**VERIFIED STATEMENT
OF
E. JAMES CAMAGLIA**

My name is E. James Camaglia, Jr. I am President of Industrial Chemical Corp. I have 25 years experience in transportation matters with the last 14 years involving rail and truck movements, and I am qualified to make this statement on behalf of Industrial Chemical Corp.

Industrial Chemical Corp. has authorized me to submit this statement to stress the essential nature of Wheeling & Lake Erie's service. We handled over 25 million pounds over the W&LE during 1996 and a similar volume in 1997 all of which moved on to joint line connections throughout the United States.

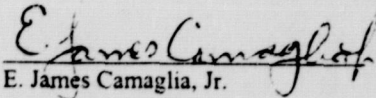
But more important than this volume is the continuing existence of W&LE as a competitive alternative to Norfolk & Southern. Without W&LE's competitive presence, I am convinced that Industrial Chemical Corp.'s rail service would deteriorate and rates would increase. Unfortunately, W&LE's viability has been severely jeopardized by the Conrail control proceeding.

Wheeling & Lake Erie has made tremendous efforts to provide excellent rail service despite its heavy debt load. We could not be happier with their service. It has been exceptional in every regard. We who depend upon the W&LE are well aware of its efforts to find additional traffic opportunities. Wheeling & Lake Erie is only asking for the ability to compete so that it can offset the traffic it will lose when NS takes over Conrail's franchise in W&LE territory and diverts it to Norfolk & Southern's single system routing. We staunchly offer our complete and full support for W&LE in this corrective effort.

It is of utmost importance to maintain a fair and equitable system. We are very aware of the enormous problems created after the merger of the Union Pacific and Southern Pacific Railroads. We fear

that similar problems may occur in this area if the W&LE cannot maintain its viability.

We vitally need W&LE as both a provider of essential services, and as an entity that can help foster a truly competitive environment. We fully support W&LE's efforts to find a solution to its crippling loss of traffic as a result of a NS takeover of Conrail properties. We particularly support W&LE's request so that we can continue to receive the exemplary service which is so vital to us.


E. James Camaglia, Jr.

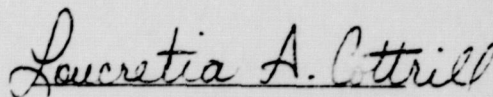
State of Ohio)
)
County of Medina)

Verification

E. James Camaglia, Jr. being duly sworn on the 16th day of October, 1997, deposes and says that he has read the foregoing and that it is true and accurate to the best of his knowledge and belief.

My commission expires

April 23, 2000



LOUCRETIA A. COTTRILL
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES
APRIL 24, 2000

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 33388

**VERIFIED STATEMENT
OF**

Gregory W. Luntz

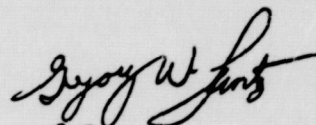
My name is Gregory W. Luntz. I am Chief Financial Officer of Luntz Corporation. I have 22 years of experience in the scrap metal industry and related railroad freight issues, and am qualified to make this statement on behalf of Luntz Corporation.

Luntz Corporation has authorized me to submit this statement to stress the essential nature of Wheeling & Lake Erie's service. Last year we shipped hundreds of thousands of tons over the W&LE. Some of this tonnage moved on to joint line connections for delivery throughout the United States.

But more important than this volume was the very presence of W&LE as a competitive alternative to NS. Without W&LE's competitive presence, I am convinced that Luntz Corporation's rail service and rates would deteriorate. Unfortunately, W&LE's viability has been severely jeopardized by the Conrail control proceeding.

It is well known in the shipper community that Wheeling & Lake Erie has made tremendous efforts to provide excellent rail service despite its heavy debt load. We who depend on W&LE also know of its efforts to find additional traffic opportunities, for which it asks only the ability to compete, to offset the traffic it will lose when NS takes over Conrail's franchise in W&LE territory and diverts it to NS single system routing. We fully support W&LE in this corrective effort.

To put it simply, we need W&LE as both a provider of essential services, and as a competitive ratemaker. We fully support W&LE's efforts to find a solution to its crippling loss of traffic as a result of a NS takeover of Conrail properties. We particularly support W&LE's request.


C.F.O.
LUNTZ CORPORATION

State of Ohio)
)
County of Stark)

Verification

Gregory L. Lutz being duly sworn on 16 October, deposes and says that he has read the foregoing, and that it is true and accurate to the best of his knowledge and belief.

Paula Keller
(Notary Public)

My Commission expires _____
PAULA KELLER
Notary Public, State of Ohio
No. 151124
Commission Expires Oct. 19, 2000



Ohio Packaging Corporation

777 Third Street NW, P.O. Box 812, Massillon, Ohio 44648

(330) 833-2884

FAX: (330) 833-0109

October 17, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attention: STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20423-001

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

Dear Mr. Williams:

The Ohio Packaging Corporation is an independent manufacturer of corrugated sheets for the packaging industry. Our Company has been in business since 1964 and we rely upon rail transportation for the delivery of linerboard (our raw material) to our facilities. Systemwide we produce approximately three billion square feet of packaging material each year. Our customers are located primarily in Ohio, New York, Pennsylvania, Michigan, Indiana, Kentucky, Tennessee and Illinois.

Our main plant in Massillon, Ohio is currently served by CONRAIL. Six years ago we built a warehouse facility in Massillon served by the Wheeling and Lake Erie Railroad. We did so to create a competitive situation where we would have two rail carriers servicing our business. We would always be able to get our raw material from the paper mills if there were a service interruption in one of the rail lines. We also would benefit from competitive freight rates. We will lose both of these advantages if the CONRAIL control proceeding has the effect of forcing W & LE out of business.

In 1996 and thus far in 1997, our suppliers have shipped us 38,340 tons of paper into our Navarre Road facility that is serviced by the W&LE. Most of this paper comes from mills in the deep South. If we were forced to truck this paper to Massillon, Ohio, our raw material costs would increase and our product would become less competitive in the marketplace. If we have a single rail carrier, freight rates will also increase and we will experience the same deterioration in our competitive position. We simply must have the W&LE operating as a viable alternative to the Norfolk and Southern in our market. For

that reason, we fully support W&LE's efforts to find a solution to find alternative markets to replace the loss of traffic resulting from the CONRAIL takeover.

As you discuss these issues, we hope you will be mindful of the havoc currently being caused by the recent merger of the Union Pacific and Southern Pacific. The shipping delays caused by this combination have resulted in the pulp and paper industry losing millions of dollars. Like the situation we are facing with the W&LE, the Union Pacific merger has caused paper companies to incur significantly higher costs because of having to ship by truck. In this case, please consider in advance the potential adverse consequences to the rail customer and eliminate them by maintaining competition in the industry.

Sincerely,

R. Dean Jollay Jr.

R. Dean Jollay, Jr.
Vice President

State of Ohio }
 }
County of Stark }

Verification

R. Dean Jollay, Jr. being duly sworn on October 17, 1997 deposes and says that he has read the foregoing, and that it is true and accurate to the best of his knowledge and belief.

Dorothy R. Smith
(Notary Public)

My Commission Expires 11-30-2000

NOTARY PUBLIC
STATE OF OHIO
11-30-00

OWENS-BROCKWAYGLASS CONTAINERS
a unit of Owens-Illinois

October 14, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attn: STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20423-001

VERIFIED STATEMENT

RE: CSX Corporation and CSX Transportation Incorporated; Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operation Leases/Agreements; Conrail Incorporated and Consolidated Rail Corporation, STB Finance Docket No. 33388.

Dear Secretary Williams:

My name is Donald R. Krause. I am Purchasing Manager Glass Raw Materials and Transportation. I have thirty years experience in purchasing and transportation matters, and am qualified to make this statement on behalf of Owens-Brockway Glass Containers, a unit of Owens-Illinois.

Essential to Owens-Brockway is the presence of the Wheeling & Lake Erie Railway Company (W&LE) as a competitive alternative to the Norfolk Southern Railway Company (NS). Unfortunately, the W&LE's viability has been severely jeopardized by the Conrail control proceeding.

It is well known in the shipper community the W&LE has made tremendous efforts to provide excellent rail service despite its heavy debt load. We who depend on the W&LE also know of its efforts to find additional traffic opportunities, for which it asks only the ability to compete, to offset the traffic it will lose when NS takes over Conrail's franchise in W&LE territory and diverts it to NS single system routing. We fully support the W&LE in this corrective effort.

To put it simply, we need the W&LE as both a provider of essential services, and as a competitive rate maker. We fully support the W&LE's efforts to find a solution to its crippling loss of traffic as a result of a NS takeover of Conrail properties.

I, Donald R. Krause, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 14th day of October, 1997.

Sincerely,

Donald R. Krause
Purchasing Manager
Glass Raw Materials and Transportation

/dw



CORPORATE OFFICE
PEOPLES SERVICES, INC.
2207 Kimball Rd. S.E.
Canton, Ohio 44707
Mail:
PO Box 20109
Canton, OH 44701
Phone (330) 453-3709
Fax (330) 453-5170

PEOPLES CARTAGE, INC.
Massillon, Ohio
Parkersburg, West Virginia

P-C SALES & SERVICE, INC.
Barberton, Ohio
Brewster, Ohio

S & H GROUP CORPORATION
Akron, Ohio

TOTAL DISTRIBUTION, INC.
Charleston, West Virginia
Nitro, West Virginia

**PITZER TRANSFER &
STORAGE CORP.**
Roanoke, Virginia

**CAROLINA TRANSFER &
STORAGE CO.**
Charlotte, North Carolina

**CITY VIEW TRANSFER &
STORAGE, INC.**
Greenville, South Carolina

**ADMIRAL MOVING &
STORAGE CO., INC.**
Atlanta, Georgia

WAREHOUSING

TRUCKING

TRANSLOADING

PACKAGING



REGISTERED TO ISO 9002
CERTIFICATE NO. A4120

Peoples Services, Inc.



October 7, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attention: STB Finance Docket No. 33388
1925 K Street, NW
Washington, D.C. 20423-001

RE: Conrail Control Proceedings - STB Finance Docket No. 33388

Dear Secretary Williams,

We would like to share our thoughts and concerns regarding the planned acquisition and break-up of Conrail Incorporated by Norfolk Southern Corporation and CSX Corporation, and the impact on the service to the NEOMODAL terminal and the Greater North East Ohio Region.

Peoples Services, Inc., is a holding company of related logistic companies providing rail-to-truck transfer, bulk transportation, packaging, drumming, warehousing and related services. We operate almost 3,000,000 square feet of distribution facilities in six states and employ over 250 individuals. Originally started in 1914, Peoples Cartage, Inc., a wholly owned subsidiary of Peoples Services, Inc., and its related companies rely heavily on rail services to serve our customers. As the Executive Vice President, my responsibilities include sales, marketing, operations and community involvement. I also serve on the Board of Directors and am part of the third generation to help manage the organization.

One of our current projects includes over a \$2,000,000 investment in a 62,500 square foot cross-dock facility with direct access to the NEOMODAL intermodal facility in Navarre, Ohio. Our Navarre distribution facility is strategically placed to supplement the services offered at the NEOMODAL terminal. By "stripping and stuffing" containers and staging product for final shipping and delivery, we hope to assist local customers in taking advantage of intermodal services and the related benefits. By receiving and staging product from the NEOMODAL terminal, we plan to enable our customers to maximize their manufacturing space for manufacturing versus the holding of inventory.

Furthermore, because our facility has direct access to the NEOMODAL, we are in a unique position to ship and receive overweight containers. Due to current weight restrictions which are not likely to change, trucks are limited to twenty tons gross vehicle weight. This results in many containers having room for more cargo but not able to utilize the full capacity of the container. By utilizing the NEOMODAL terminal and our cross-dock facility, we could ship and receive fully loaded 40 ton containers since these containers would ship via rail. Not only would this activity offer significant freight savings to local customers and potentially open new markets, it would greatly reduce the number of trucks on the road. **Should service to the NEOMODAL terminal be negatively impacted by the break-up, local companies would have to transport their products to alternative locations farther away, thus potentially adding cost, time, congestion at those facilities and reducing local companies competitiveness.**

A significant portion of our business and most active rail provider relationship is with the Wheeling & Lake Erie Railway Company in Brewster, Massillon and Barberton, Ohio. We transload product from rail cars into tank trucks for delivery to customers. We currently have on hand over 100 rail cars amounting to 400 truck loads of product on location. We average almost twenty-five loads each day. Over 50% of our orders are same day or next business day deliveries. Many times we must meet very tight delivery windows or our customers may have to shut down production due to lack of product. Furthermore, this service reduces total transportation costs, thus enabling our customers to compete. Through these rail facilities we serve many large customers and employers including Rubbermaid and its many outside molders, Sterilite, MA Hanna, The Hoover Company, The Flood Company, US Chemical, Malco Products, Ashland Chemical, Buckeye Paper and many others.

Our concerns revolve around four key areas including but not limited to **service, competition, the environment and congestion**. We will attempt to outline our concerns as follows:

SERVICE - Without alternative access, our customers would be at the mercy of the railroad's schedule. Competition encourages customer-driven scheduling versus railroad's convenience. We must retain reasonable service schedules for access to markets worldwide. Without this access and consistent service schedules, additional time and costs would be added to the supply chain for many area business and our customers. **As we have seen from direct past experience, deterioration in rail rates and rail service negatively impact our business and our customers.**

COMPETITION - Due to the Wheeling & Lake Erie's access to more than one Class I rail provider, our customers are able to obtain competitive rail pricing to the local area. Should this access be limited to one provider, our customers would be at the mercy of the resulting monopoly. Therefore, a viable Wheeling & Lake Erie Railroad provides essential competitive rail service to otherwise captive rail

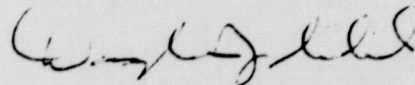
customers. Furthermore, should the railroads divert traffic to facilities farther away, it would severely impact transit time and costs. Such costs would obviously hurt local companies and their ability to compete.

THE ENVIRONMENT - Should the local access be diverted to facilities farther away, we would be adding significantly to truck traffic and related fuel consumption versus the fuel consumed by rail and our current delivery configuration. As a result, fuel consumption and related emissions would greatly increase. Most of our deliveries are within a 50 mile radius. Each rail car we receive is equivalent to four truckloads of product. We estimate fuel consumption could double due to greater distances and more trucks being required to make the same number of deliveries.

CONGESTION - By utilizing the NEOMODAL terminal and our current transload facilities, we avoid traffic and congestion of having to travel to and from similar facilities in larger cities. Furthermore, we would be placing a significant burden on those facilities that could be better handled at more conveniently located facilities. Since much of our equipment makes multiple truckload deliveries in a day, we would have to increase the number of trucks required to make the same number of deliveries if services were relocated to facilities farther away.

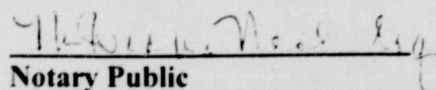
Due to the above reasons we are very much concerned with how service would be impacted to our existing facilities and the NEOMODAL terminal. **Provided competition and service would be enhanced and the Wheeling & Lake Erie remains a viable rail carrier, we would support the proposed merger of Conrail to Norfolk Southern and CSX.** We hope these comments help maintain and improve the rail service our customers demand in the Greater North East Ohio Region.

Respectfully submitted,



Douglas J. Sibila
Executive Vice President, PSI

Sworn to and subscribed before me on this day of October 15, 1997.


Notary Public

cc: Ronald R. Sibila, CEO, PSI

M. DIANE NEAL, Attorney at Law
Notary Public, State of Ohio
My Commission Has No Exp. Date
Under Section 147.03 R. C.

plasti-kote CO., INC.

October 16, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attention: STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20423-001

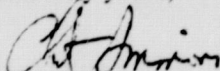
Dear Sir:

Plasti-Kote Co., Inc. is a manufacturer of aerosol spray paint located in Medina, Ohio. We receive acetone and propane to supply our production lines via the railroad. We are very concerned about the Norfolk Southern taking over the Conrail franchise in the Wheeling & Lake Erie territory. Our concerns are with competitive pricing and service to our rail location.

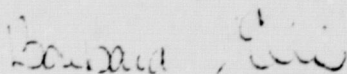
In March, 1985 there was a lease agreement made between the Baltimore and Ohio Railroad Company and the City of Medina to lease 3.76 miles of track to benefit the industrial base in the City of Medina. That section of track is critical to Medina for employment to its residents, payroll taxes to support city services, personal property and real estate taxes to support schools and government services, etc. We are concerned that without the W&LE's presence, our rates and service would suffer and worst case, our section of line abandoned.

The Wheeling & Lake Erie Railway Company has served us well and we would like to continue that relationship. Thank you for your consideration in this matter.

Sincerely yours,


Chet Simmons
Controller

BARBARA J. ELLIS
Notary Public, State of Ohio
My Commission Expires July 30, 2001





1000 Lake Road • P.O. Box 708, Medina, Ohio 44258 USA • Telephone (330) 725-4511 • Toll Free (800) 431-5928
Correspondence FAX (330) 723-3674 • Orders Only FAX (330) 722-4382

The Winning Finish.



PORTAGE LIMESTONE, INC.

P.O. Box 1133 • Kent, Ohio 44240 • (330) 673-3646

October 17, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attn: STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20423-001

In re: STB Finance Docket No. 33388

Dear Honorable Vernon A. Williams:

My name is Gail Thomas. Let me introduce myself and Portage Limestone, Inc. to you. I have owned and operated Thomas Asphalt Co. since 1960 and in 1995 formed Portage Limestone, Inc. to supply limestone aggregate to Thomas Asphalt Co. as well as other contractors in the area. As gravel aggregate becomes less readily available, it is very important to have a readily available source of other aggregate and a dependable, economical method to transport the aggregate, thus the Wheeling and Lake Erie Railway is very essential to us for procuring the aggregates we need.

Since the inception of Portage Limestone, Inc. our annual volume of limestone aggregate shipped on the Wheeling and Lake Erie has risen to 400,00 tons. We expect this to increase steadily each year. We receive rail shipments from three different quarries in Western Ohio and the Wheeling and Lake Erie serves all three of them.

The survival of the Wheeling and Lake Erie is of primary importance to us to protect our supply of aggregate. When Norfolk Southern acquires Conrail's operations in the Wheeling and Lake Erie territory, the Wheeling and Lake Erie will lose a substantial amount of traffic and their survival becomes jeopardized.

The Honorable Vernon A. Williams
October 17, 1997
Page 2

Likewise, Portage Limestone, Inc.'s one million dollar investment becomes jeopardized. The Wheeling and Lake Erie Railway provides competition, its demise could affect rail service and competitive rates. It is essential that the Wheeling and Lake Erie survive!

We support the Wheeling and Lake Erie's efforts to find a solution to its crippling loss of traffic as a result of a Norfolk Southern take over of Conrail. Our survival is at stake.

Sincerely,

Gail E. Thomas Pres

Gail Thomas
President

GT/kg

State of Ohio)
) SS:
County of Portage)

On this 17th day of Oct, 1997, before me personally appeared Gail Thomas, President of Portage Limestone, Inc. who did acknowledge the signing of the foregoing instrument.

Kimberly S. Dean - Gunkle
Notary Public, State of Ohio

KIMBERLY S. DEAN
Notary Public, State of Ohio
My Comm. Exp. 3-11-2001



PVS CHEMICALS, INC. (OHIO)

SUBSIDIARY OF PVS CHEMICALS, INC.

P.O. Box 4143 • 3149 Copley Road • Copley, Ohio 44321 • (330) 666-0888

October 14, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
ATT: STB Finance Docket No. 33388
1925 K. Street N.W.
Washington, DC 20423-001

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

Dear Mr. Williams:

I, Dean Larson am President of PVS Chemicals, Inc. (Ohio). With 14 years experience in transportation related matters I feel I am qualified to make a statement on behalf of PVS Chemicals, Inc.


Our company operates a large terminaling operation for hydrochloric and sulfuric acid. Both of these products are produced outside of our region and are shipped to us via rail and put into our storage tanks, then shipped to customers via tank trucks. Last year we shipped 35,000 tons of acid over the W&LE. We are completely dependent on the service of the Wheeling and Lake Erie Railway to keep our business viable. Without W&LE's competitive presence, I am convinced that PVS Chemicals' rail service and rates would deteriorate. We have several million dollars invested in our infrastructure and should our rail rates become uncompetitive, or should we lose our rail service it would cause us to go out of business at this location. Unfortunately, W&LE's viability has been severely jeopardized by the Conrail control proceeding.

Reply directly to:

W&LE continues to provide excellent rail service to PVS Chemicals in spite of financial difficulties. We need W&LE as a provider of essential services, and as a competitive ratemaker. We fully support W&LE's efforts to find a solution to its crippling loss of traffic as a result of NS takeover of Conrail properties.

Feel free to contact the undersigned if you require additional information.

Yours truly,



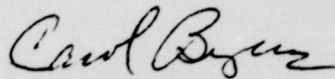
Dean Larson
President

State of Ohio

County of Summit

Verification

Carol Byers being duly sworn, on 14th day of October, 1997, deposes and says that she has read the foregoing, and that it is true and accurate to the best of her knowledge and belief.



Carol Byers
Notary Public

My Commission expires February 15, 2001

REILLY INDUSTRIES, INC.

TELEPHONE 317/247-8141
TELEX 27-404
FAX 317/248-6413



1500 SOUTH TIBBS AVENUE
P.O. BOX 42912
INDIANAPOLIS INDIANA 46242-0912

October 14, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attention: STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20423-001

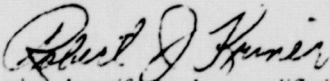
Dear Secretary Williams:

My name is Robert J. Kriner. I am the Corporate Rail Specialist for Reilly Industries, Inc.. In my position I am responsible for negotiating contracts with rail carriers for transportation of raw materials and finished products. I have been with Reilly for 37 years as Plant Production Manager, Business Unit Production Manager, and the last two years in my current position.

Reilly Industries, Inc. is a family owned company founded in 1896 and employs over 1,000 people worldwide. Reilly, headquartered in Indianapolis, Indiana, is comprised of four business groups. The four groups are the pyridine and derivatives product group, the coal tar refining group, the brine group, and the citric acid ester group.

The Wheeling & Lake Erie Railway Company brings crude coal tar feedstock from Clairton, PA and Mingo Junction, OH to our Cleveland, OH refinery. Since crude material costs represent the majority of plant expenses, competitive rates and service are necessary for the operation of the Cleveland refinery. The W&LE provides competitive rates and service for this movement. The takeover of Conrail by CSX and Norfolk Southern will severely jeopardize W&LE's viability which could cause a deterioration of this service and rates.

Therefore, we request the Surface Transportation Board to protect the competitive environment that currently exists.

I, , declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 14th day of October, 1997.



RESCO PRODUCTS, INC.

CRESCENT BRICK DIVISION

P.O. BOX 30169 EAST CANTON, OHIO 44730-0169 PHONE: 330-488-1226
FAX: 330-488-1240

October 15, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attention: STB Finance Docket No. 33388
1925 K Street N.W.
Washington, DC 20423-001

Finance Docket No. 33388
Verified Statement of Morgan L. Williams

My name is Morgan L. Williams. I am the Plant Manager of Resco Products, Inc. Crescent Brick Division, East Canton, Ohio plant. I have been employed by Resco for over 28 years and have been Plant Manager of this facility for the past 16 years.

Resco Products, Inc has authorized me to submit this statement to stress the essential nature of Wheeling & Lake Erie's service. Last year we shipped and or received 37 cars and 33 cars to date in 1997. 100% of this traffic moved on to or received from joint lines connections. More important than this volume is the very presence of W&LE as a competitive alternative. Without W&LE's competitive presence, I am convinced that our rail service and rates will deteriorate. Unfortunately, W&LE's viability has been severely jeopardized by the Conrail control proceeding.

It is well known in the shipper community that Wheeling & Lake Erie has made tremendous efforts to provide excellent rail service despite its heavy debt load. We who depend on W&LE also know of its efforts to find additional traffic opportunities, for which it asks only the ability to compete, to offset the traffic it will lose when NS takes over Conrail's franchise in W&LE territory and diverts it to NS single system routing. We fully support W&LE in this corrective effort.

To put it simply, we need W&LE as both a provider of essential service, and as a competitive ratemaker. We fully support W&LE's efforts to find a solution to its crippling loss of traffic as a result of a NS takeover of Conrail properties. We support W&LE's request because they provide essential rail service for our East Canton plant.

Thank you for your consideration in this matter.

Yours truly,
RESCO PRODUCTS, INC.
CRESCENT BRICK DIVISION

Morgan L. Williams
Plant Manager

State of
County of

Verification

Morgan L. Williams being duly sworn on 15 October, ¹⁹⁹⁷ Deposes

and says that he has read the foregoing, and that it is true and accurate to the
best of his knowledge and belief.

Patricia A. Wilson
(Notary Public)

PATRICIA A. WILSON
Notary Public, State of Ohio
My Commission expires My Commission Expires Feb. 23, 2000

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attention: STB Finance Docket No. 33388
1925 K Street, NW
Washington, DC 20423-001

October 13, 1997

Dear Sir,

My name is David A. Carlson, President of Rub-R-Road, Inc. since 1980 and as such, have directed the efforts of our corporation in one way or another since it's inception. On behalf of our company, I'm writing this letter to you to stress the essential aspect of Wheeling & Lake Erie's service to our freight needs. This year we have had 9 rail cars, approx. 1.5 million lbs., shipped to us over the W&LE. 100% of this moved from joint line connections for us to receive.

More important than volume, was being able to even have rail service to our facility. In the past Conrail was not interested in our small business and offer no services even though we have a rail facility in place on our property. Our growth during the years that W&LE has serviced our facility, is due in part to their outstanding service and willingness to work with a small businesses like Rub-R-Road, Inc.

Our concern for a large rail shipper like Norfolk & Southern is that rates will go higher, with less prompt and accurate service and even the possibility for no rail service for small businesses. This would severely jeopardize our company. Therefore, we fully support W&LE in their efforts to compete to offset the traffic it will lose so that it can continue to meet our rail freight needs.

David A. Carlson

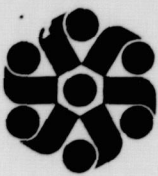
State of Ohio
County of Portage

Before me, a Notary Public, personally appeared the above named David A. Carlson who acknowledged that he did sign the foregoing instrument and that the same is his free act and deed.

In Testimony Whereof, I have hereunto affixed my hand and official seal at Kent, Ohio this 13th day of October, 1997.



SUSAN H. LARSON, Notary Public
STATE OF OHIO
My Commission Expires Aug. 18, 2001



River Valley Paper Company

P.O. Box 1911
Akron, OH 44309-1911
(330) 535-1001
Fax (330) 535-7952
Fax (330) 535-6209

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attention: STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, D.C. 20423-001

Verified Statement of Janet M. Zwisler

My name is Janet M. Zwisler. I am a Transportation Coordinator with River Valley Paper Company. I have seven years experience in transportation matters and am authorized by John R. Sharp, the owner and President of River Valley Paper Company to make a statement on their behalf.

River Valley Paper Company has asked me to submit this statement to stress the **essential nature** of Wheeling Lake Erie's service to our business. Over the 25 years that Mr. Sharp has been in the business and that includes the last 10 years as owner of his company the Wheeling Lake Erie has been an integral part of his transportation needs. Our rail siding is on the Wheeling Lake Erie and we are extremely concerned that our needs and requests would not be given the same consideration by the Norfolk Southern that we have received from Wheeling Lake Erie.

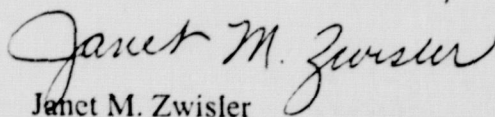
At the present time we have accessibility to Conrail and CSXT which most of our customers use. We have no idea how a rail giant such as the NS will treat us with regard to competitive rates and how

we will be treated with them as sole carrier to our siding. As we see it, without the presence of the Wheeling Lake Erie our rail service and rates are in jeopardy. Unfortunately, Wheeling Lake Erie's viability has been severely affected by the Conrail proceeding.

It is well known in the shipper community that Wheeling Lake Erie has made tremendous efforts to provide excellent rail service despite its heavy debt load. We who depend upon Wheeling Lake Erie also know of its efforts to find additional traffic opportunities, for which it asks only the ability to compete, to offset the traffic it will lose when the Norfolk Southern takes over Conrail's franchise in Wheeling Lake Erie territory and diverts it to Norfolk Southern single system routing. We **fully support** Wheeling Lake Erie in this corrective effort.

Simply put, we badly need Wheeling Lake Erie as both a provider of essential services and as a competitive ratemaker. We fully support Wheeling Lake Erie's efforts to find a solution to its crippling loss of traffic as a result of a Norfolk Southern takeover of Conrail properties. We urge you to listen carefully and react appropriately to the Wheeling Lake Erie in this most serious situation.

Sincerely,


Janet M. Zwisler

State of Ohio)

County of Summit)

Verification

Janet M. Zwisher being duly sworn on 16 October, 1997
deposes and says that she has read the foregoing, and that it is true
and accurate to the best of her knowledge and belief.

Sandra L. Fink
(Notary Public)

My Commission expires

SANDRA L. FINK
Notary Public, State of Ohio
My Commission Expires Jan. 15, 2002
Resides in Summit County



The Schneider Lumber Company

400 SCHROYER AVENUE S.W. • CANTON, OHIO 44702-2013

PHONE 330-455-5273

FAX 330-455-5500

**The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Att: STB Finance Docket No. 33388
1925 K Street N. W.
Washington, DC 20423-001**

RE: CSX and Norfolk Southern control of Conrail

My name is Donald Schneider, I am the President of the Schneider Lumber Co.

I have been associated with this Company 46 years, 31 of those years as its President.

**I believe I am qualified to make a statement regarding the state of Rail
Transportation available to us.**

When I first started in this business, the B & O served us, and this carrier transported virtually all of our lumber, plywood, and other building supplies. Then in the terrible 50's and 60's rail transportation declined to a deplorable state, the B & O disappeared by being blended into the C & O. That was bad enough, but when the next mutation took place in the form of CSX our rail service literally disappeared. They were inattentive and at times downright hostile. This relationship ended when they abandoned our section of track, once the mainline to Akron and Willard.

We saw our shipments drop from about 100 to 110 40ft box cars in the 60's to nothing in the 80's. Last year, 233 trucks and 14 railcars provided us with our inventory.

Why would you even consider for a moment, crippling the W&LE with an ill-advised merger of two rail giants that have no feeling for customers our size! Our service would once again disappear.

The Conrail Mainline, as you know, runs through Canton, about six blocks from our lumberyard and they were never interested in reciprocal switching to us, can you imagine what N S would be like? They are not even close to Canton.

I guess if I were you, I'd let the little guy do what he's trying to do, and probably try to help him as much as I could. I know we are.

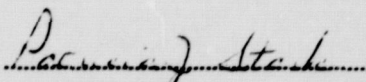
Which brings me to another touchy subject. Why would the Federal, State, and Local Governments subsidize a beautiful Neomodel Facility in Canton. Put W&LE in possession of the trackage and then even consider allowing CSX to propose strengthening their facility in Cleveland to the detriment of this budding enterprise. It makes no sense at all!

Sincerely,


Donald W. Schneider
President, Schneider Lumber Co.

State of Ohio
County of Stark

Donald W. Schneider being duly sworn on October 13th deposes and says that he has read the foregoing, and it is true and accurate to the best of his knowledge and belief.


(Notary Public)

My Commission expires Aug 8, 1999

PATRICIA J. STARK
Notary Public, State of Ohio
My Commission Expires Aug. 8, 1999
Recorded in Stark County



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 33388

**VERIFIED STATEMENT
OF
STANLEY SLESNICK**

My name is Stanley Slesnick. I am President of Slesnick Iron & Metal Co, Inc. I have 35 years of experience in transportation matters and am qualified to make this statement on behalf of Slesnick Iron & Metal Company.

Slesnick Iron & Metal has authorized me to submit this statement to stress the essential nature of Wheeling & Lake Erie's service. Last year we shipped 26850 NT / 442 rail cars over the W&LE.

But more important than this volume was the very presence of W&LE as a competitive alternative to NS. Without W&LE's competitive presence, I am convinced that Slesnick Iron & Metal rail service rates would deteriorate. Unfortunately, W&LE's viability has been severely jeopardized by the Conrail control proceeding.

It is well known in the shipper community that Wheeling & Lake Erie has made tremendous efforts to provide excellent rail service despite its heavy debt load. We who depend on W&LE also know of its efforts to find additional traffic opportunities, for which it asks only the ability to compete, to offset the traffic it will lose when NS takes over Conrail's franchise in W&LE territory and diverts it to NS single system routing. We fully support W&LE in this corrective effort.

To put it simply, we need W&LE as both a provider of essential services, and as a competitive ratemaker. We fully support W&LE's efforts to find a solution to its crippling loss of traffic as a result of NS takeover of Conrail properties.

State of (OHIO))
County of STARK,)

Verification

JEFFREY D. SLESNICK being duly sworn on 10/15 October, deposes and says that he has read the foregoing, and that it is true and accurate to the best of his knowledge and belief.

Jeffrey D. Slesnick
(Notary Public)

My Commission expires _____.

JEFFREY D. SLESNICK
Notary Public, State of Ohio
My Commission Expires March 3, 2001

*Schuettle & Associates, Inc.
25935 Detroit Road - # 140
Cleveland, OH 44145-2426*

Phone: (440) 779-9700

Fax: (440) 779-4883

October 15, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attention: STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20423-0001

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

Dear Mr. Williams:

My name is Raymond N. Schuettle, President of Schuettle & Associates, Inc., a Manufacturers' Representatives agency that I opened in March 1992. In this capacity I represent various companies that move freight because of manufacturing capabilities as well as an intermodal freight carrier.

Prior to being self-employed, I worked 28 1/4 years for the Union Pacific Railroad in various capacities but primarily in sales.

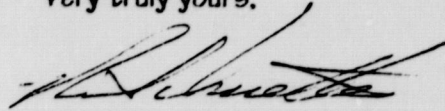
The Wheeling and Lake Erie Railway has a new intermodal facility on their property in Navarre, OH that was funded by tax dollars. I believe it essential and indeed common sense to have the Wheeling remain as competitive as possible to insure competitive freight rates and an alternative to over-the-road transportation.

Without true competition and cooperation between smaller railroads and their class I bretherens, not only will Ohio intermodal rates be in jeopardy but bulk rates could be adversely effected as well.

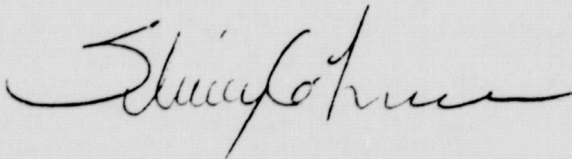
As pointed out in recent newspaper articles, rail services has been bogged down as result of mergers and without protection afforded regional carriers, that service may well continue to deteriorate.

I appreciate your due consideration of my concerns.

Very truly yours,



Raymond N. Schuette
President



SHIRLEY A. LANE
Notary Public, State of Ohio
Recorded in Cuyahoga Cty.
My Comm. Expires 8/17/98



Sunrise Cooperative, Inc.
82 Townsend Avenue
Norwalk, Ohio 44857-9708

419 668-3336
800 831-1351

Branches at:

Clarksville
Kipton
Monroeville

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attention: STB Finance Docket No. 33388
1925 K Street, N. W.
Washington, DC 20423-001

RE: STB Finance Docket No. 33388

Dear Sir,

Sunrise Cooperative, Inc. has already sent a letter in support of the proposed divestiture of Conrail to NS and CSX. It would open some new markets for our rail grain shipments from our elevators and our SunMark elevator. We still support that stance, however, we are concerned that any such transaction that would have an adverse affect on The Wheeling and Lake Erie Railway, our regional carrier, would not be in the best interest of the two Sunrise grain elevators that are located on the W&LE.

We depend on the viability of the W&LE line from Bellevue, OH to Connellsville PA to carry our grain east. We would hope that as you work through the process, you would ensure that the line that currently services our facilities remains viable. A grain elevator without rail service is doomed!

Sunrise Cooperative, Inc. will ship about 2,000 cars in a normal year. And being the President of the company for the last 20 years, I have seen our shipments increase from 175 cars annually to the present quantity. I certainly would hate to see that progress disappear and the effect it would have on the employees, and our farmer owners.

Respectfully,

Robert J. Sunderman
President
Sunrise Cooperative, Inc.

Sworn to and subscribed in my presence by Robert J. Sunderman
this 13 th day of October, 1997.

Constance F. Jackson
Notary

CONSTANCE F. JACKSON
Notary Public, State of Ohio
My Commission Expires June 8, 1999



Thomas G. Murdough, Jr.
President

October 15, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attention: STB Finance Docket No. 33388
1925 K Street NW
Washington, DC 20423

REFERENCE: STB Finance Docket No. 33388

Dear Mr. Williams:

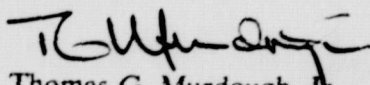
As the president of an Ohio manufacturing company which employs approximately 1,000 people, I am writing to express my concerns with regard to the Norfolk Southern Corporation and Norfolk Southern Railway Company Control and Operating Leases and Agreements, and the Conrail Incorporated and Consolidated Rail Corporation control proceedings.

The Step2 Company is a manufacturer of quality plastic consumer products for children and the home and garden. We have three manufacturing facilities in Ohio, two of which utilize rail service as the chief means of transporting the plastic resin pellets we require for our manufacturing process. We receive a combined total of approximately five rail cars of plastic resin pellets per week at our Streetsboro and Perrysville plants; and through September of this year alone, we have shipped 1,016 rail cars of finished products to various customers from our Streetsboro and Perrysville facilities.

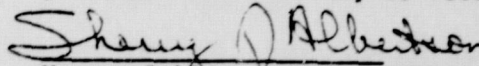
The Wheeling & Lake Erie Railway Company is the sole provider of rail service for our location, and my concern is that without their competitive presence, rail service and rates could deteriorate, which will ultimately result in higher costs to us; and ultimately, the Conrail control proceeding will severely jeopardize the viability of The Wheeling & Lake Erie Railway Company.

Thank you for considering these concerns.

Sincerely,


Thomas G. Murdough, Jr.
President

Sworn to before me and signed in my
presence this 15th day of October, 1997.


Notary Public

SHERRY J. ALBERTSON, Notary Public
The Step2 Company, 10010 Aurora-Hudson Road, PO Box 2412, Streetsboro, OH 44224
☎ (216) 656-0440 ☎ Fax (216) 655-9685
President Summit County
My Commission Expires May 8, 2002

IMPORTERS • DISTRIBUTORS • WAREHOUSEMEN
JESSE C. STEWART COMPANY
OWNERS & OPERATORS OF IRON CITY WAREHOUSE & ELEVATOR

360 Broadmoor Avenue
Pittsburgh, Pennsylvania 15228
Telephone: 412-343-0600

October 16, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attention: STB Finance Docket No. 33388
1925 K. Street, N.W.
Washington, DC 20423-0001

VERIFIED STATEMENT

RE: CSX Corporation and CSX Transportation Incorporated; Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operation Leases/Agreements; Conrail Incorporated and Consolidated Rail Corporation, STB Finance Docket No. 33388.

Dear Secretary Williams:

My name is Robert K. Danik. I am President of Jesse C. Stewart Co. I have thirty-five years of experience in originating grain from the Midwest and shipping it to the East, and am qualified to make this statement on behalf of Jesse C. Stewart Co.

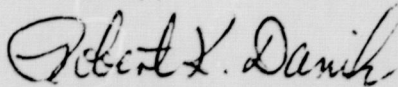
Essential to Jesse C. Stewart is the presence of the Wheeling & Lake Erie Railway Company (W&LE) as a competitive alternative to the Norfolk Southern Railway Company (NS). Unfortunately, the W&LE's viability has been severely jeopardized by the Conrail control proceeding.

It is well known in the shipper community the W&LE has made tremendous efforts to provide excellent rail service despite its debt load. We who depend on the W&LE also know of its efforts to find additional traffic opportunities, for which it asks only the ability to compete, to offset the traffic it will lose when NS takes over Conrail's franchise in W&LE territory and diverts it to NS single system routing. We fully support the W&LE in this corrective effort.

To put it simply, we need the W&LE as both a provider of essential services, and as a competitive rate maker. We fully support the W&LE's efforts to find a solution to its crippling loss of traffic as a result of a NS takeover of Conrail properties

I, Robert K. Danik, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 16th day of October, 1997.

Sincerely,

A handwritten signature in cursive script, reading "Robert K. Danik". The signature is written in dark ink and is positioned above the printed name and title.

Robert K. Danik
President

THE HONORABLE VERNON A. WILLIAMS
OFFICE OF THE SECRETARY
SURFACE TRANSPORTATION BOARD
ATTN: STB FINANCE DOCKET NO. 33388
1925 K STREET, N.W.
WASHINGTON, DC 20423-001

Dear Sir,

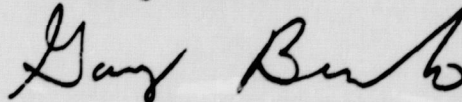
My name is Gary Bernardo, I am Vice President of Trelleborg Monarch Inc., in Hartville, Ohio. Our company makes solid industrial tires and we do all of our own mixing of natural rubber and carbon blacks. We have been in operation in the Hartville area since 1926 and during those years have been very dependent on the Railroad.

Wheeling & Lake Erie provides essential services in that they deliver carbon blacks in rail cars to our company. We receive approximately 3.5 to 4.0 million pounds per year of carbon black through the W & L E, Railroad from The Cabot Corporation and it would be very costly to all parties involved if this operation should discontinue.

We have had our differences in the past and worked through them. Over the last two years we have received excellent service from W & L E and have made an effort to pass this on to them. We need W & L E both as a provider of services and as a competitive rate maker to keep our costs down and make us competitive in a very cost focused solid industrial tire business.

Thank you,

Trelleborg Monarch Inc.



Mr. Gary Bernardo
Vice President, Manufacturing

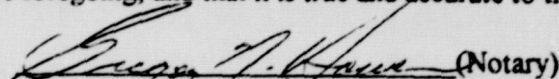
State of Ohio

County of Portage

Verification

Gary Bernardo being duly sworn on 14TH October, 1997,

deposes and says that he has read the foregoing, and that it is true and accurate to the best of his knowledge and belief.

 (Notary)
Gregory A. Hower
My Commission Expires
9-11-2000



United States Ceramic Tile Company

A LAUFEN COMPANY

October 17, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attn: STB Finance Docket #33388
1925 K Street, NW
Washington, DC 20423-001

Dear Sir,

I am writing on the behalf of United States Ceramic Tile Company and WL&E concerning the NS takeover of Conrail's franchise in WL&E's territory. United States Ceramic Tile Company is the third largest producer of ceramic wall and floor tile nationwide and services distributors, architects, and home centers. We employ five hundred (500) hourly and salary people at our location in East Sparta, Ohio. I have been Purchasing Manager for U.S.C.T. for nearly ten (10) years and have enjoyed the relationship and service supplied by WL&E. I am responsible for all inbound traffic to insure that my plant's productivity and viability is never compromised. But from what I have heard and read in a few of the transportation journals, I have a sense that my company's economic position may well be jeopardized if the NS diverts to single line routing within WL&E's territory.

I consume twenty-five (25) to thirty (30) carloads of Soapstone from West Texas monthly. This material comprises twenty-five percent (25%) of our body formula and can not be substituted with any other product without compromising our high quality standards of selling only Standard Grade or First Run Quality tile. Our stature in the market place is well known and revered for our quality and production standards. But to maintain these standards we must remain competitive and have the ability to negotiate freely on the open market.

Therefore, it is essential that the WL&E maintain their current access to competitive switching points. This would insure that any company which is serviced by a short line railroad can be assured of competitive rates, regular service, and hometown customer relations.

United States Ceramic Tile Company used to be serviced by a single line operator, CSX, many years ago and since WL&E took over, our rates have dropped and service levels and cooperation have been enhanced. I do not wish to step backwards and jeopardize my company's position in today's fast paced marketplace. Our 24 hour/7 day continuous operation has never been shutdown by the WL&E and I could not say that about our previous single line carrier. I also would not want to see WL&E's existence be jeopardized through the NS takeover because they are integral to our local community's interests. WL&E pulled themselves up by their bootstraps to emerge as a viable company and offer our county and state competitive and marketable services. For this, they should be recognized and not fall into the abyss of a large business takeover.

Thank you for listening to me and I hope that you deem my opinions and facts concerning this matter with all due respect in your upcoming judgement.

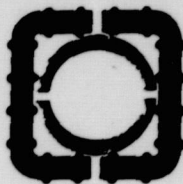
Sincerely,
United States Ceramic Tile Co.

Daniel R. Spadafora

Daniel R. Spadafora
Purchasing Manager

Sharelle J. Miller

SHARELLE J. MILLER
Notary Public, State of Ohio
My Commission Expires Jan. 24, 2004



THE WHITACRE ENGINEERING COMPANY

P.O. BOX 8444
CANTON, OHIO 44711

3833 PROGRESS ST. N.E.
CANTON, OHIO 44705

PHONE (330) 455-8505
FAX (330) 455-4446

October 14, 1997

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attention: STB Finance Docket No. 33388
1925 K Street N.W.
Washington, DC 20423-001

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

Gentlemen:

The Whitacre Engineering Co. was incorporated in 1920 for the purpose of buying and selling of construction materials. Through the years we have evolved into a reinforcing steel fabricator and installer. We fabricate around 10,000 tons of rebar per year at our Magnolia, Ohio facility (just south of Canton), and another 8000 tons at our Syracuse, NY shop. Major recent projects are Jacobs Field, Home of the Cleveland Indians, The Rock-N-Roll Hall of Fame, and Society Tower. Currently we are providing the foundations and superstructure steel for the Cleveland Browns Stadium.

We have been a customer of the Wheeling and Lake Erie Railroad for the past five (5) years. Prior to that we received all of our material by truck. Having our 60 foot stock material delivered via rail has allowed us to do business with two additional mills that were not competitive via truck. We are buying all our material more competitively and are able to control our inventory more closely. These improvements are attributed solely to rail.

The service provided to us by the Wheeling and Lake Erie RR now is an essential part of our business. We would not be able to handle our current volume without their existence. The rail rates compared with those of the larger railroads we work with in Syracuse are much more competitive. The service is much better as well. A larger rail company taking over the W & LE's lines would create a major negative impact on service and rates.

Sincerely,

WHITACRE ENGINEERING CO.

Keith LePage
Keith LePage
President

KDL:jk

Sworn to before me and subscribed in my presence this 14th day of October, 1997, at Canton, Ohio.

Notary
Notary

Wyandot Dolomite, Inc.

GENERAL OFFICE AND PLANT
P.O. Box 99, Carey, OH 43316-0099
Tel: 419/396-7641
Fax: 419/396-6094

SUBSIDIARY

HANCOCK ASPHALT & PAVING, INC.
FINDLAY & CAREY, OH

BEFORE THE SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388

CONDITIONAL LETTER OF SUPPORT FOR THE WHEELING & LAKE ERIE RAILWAY COMPANY

**VERIFIED STATEMENT OF
TIMOTHY A. WOLFE
EXECUTIVE VICE PRESIDENT
OF
WYANDOT DOLOMITE, INC.**

The Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
Attention: STB Finance Docket No. 33388
1925 K Street, N.W.
Washington, DC 20423-001

My name is Tim Wolfe. I am the Executive Vice President of Wyandot Dolomite, Inc. I have 15 years of experience in transportation matters and am qualified to make this statement on behalf of Wheeling & Lake Erie Railway Company.

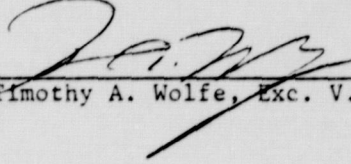
Wyandot Dolomite, Inc. has authorized me to submit this statement to stress the essential nature of Wheeling & Lake Erie's service. Last year we shipped 700,000/tons over the W&LE.

Without W&LE's competitive presence, I am convinced that Wyandot Dolomite's rail service and rates would deteriorate and would have a severe impact on my Company. Unfortunately, W&LE's viability has been severely jeopardized by the Conrail control proceeding.

It is well known in the shipper community that Wheeling & Lake Erie has made tremendous efforts to provide excellent rail service despite its heavy debt load. We who depend on W&LE also know of its efforts to find additional traffic opportunities, for which it asks only the ability to compete, to offset the traffic it will lose when NS takes over Conrail's franchise in W&LE territory and diverts it to NS single system routing. We fully support W&LE in its request for STB conditions to make it viable.

Vernon A. Williams
Surface Transportation Board
Finance Docket No. 33388
October 16, 1997
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To put it simply, we need W&LE as both a provider of essential services, and as a competitive ratemaker. We fully support W&LE's efforts to find a solution to its crippling loss of traffic as a result of a NS takeover of Conrail properties. As for their request of additional trackage rights and commercial access for stone movements in Ohio, we can only support the stone origins of Bucyrus (Spore siding) and the destination of Alliance, Ohio, and Wooster, Ohio.

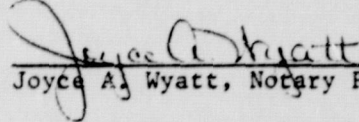

Timothy A. Wolfe, Exc. V. Preident

State of OHIO

County of Wyandot

Verification

Timothy A. Wolfe, being duly sworn on the 16th day of October, 1997, deposes and says that he has read the foregoing and that it is true and accurate to the best of his knowledge and belief.


Joyce A. Wyatt, Notary Public

My Commission Expires May 22, 1999.

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 33388 (Sub. No. 80)

VERIFIED STATEMENT

OF

EDWARD J. DESALVIO

My name is Edward J. DeSalvio. I am a Vice President with The Bank of New York. I want to take this opportunity to comment regarding The Bank of New York's interests as they relate to Wheeling & Lake Erie Railway Company ("W&LE") in this important case.

The Bank of New York and Bank of America National Trust and Savings Association ("Bank of America") loaned W&LE \$42 million in 1990. The projections on which the banks relied did not take into account various operational problems which resulted in W&LE defaulting on virtually every covenant within six months of the making of the loans. After seeing little hope of restructuring the debt in 1991, a new management team headed by L. R. Parsons took over for W&LE in 1992 and quickly increased revenues and reduced costs. As a result, the newly stabilized operations (which were achieved despite the loss of coal revenues) encouraged The Bank of New York to agree to restructure the debt of W&LE in 1994. Since then W&LE has worked hard to meet its restructured debt obligations and has kept The Bank of New York informed of the challenges facing W&LE and the opportunities

STB

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available to W&LE, including the recent challenge of the loss of revenues from W&LE's largest customer during the 10-1/2 month strike of Wheeling Pittsburgh Steel.

The Bank of New York is naturally very concerned about the impact on W&LE of the merger of Conrail with other railroads, and it regards the potential loss of a substantial part of the traffic on W&LE from the merger as a significant development which could have an impact on the ability of W&LE to meet its obligations to the banks, W&LE needs the opportunity to compete for sufficient new traffic to replace revenues lost through the merger. We urge the Surface Transportation Board to grant the relief requested by W&LE in order to keep W&LE viable.

Edward J. DeSalvio

Edward J. DeSalvio

Verification

Edward J. DeSalvio

being duly sworn on 16 October, 1987

deposes and says that he has read the foregoing and that it is true and accurate to the best of his knowledge and belief.

Dan J. Schulman

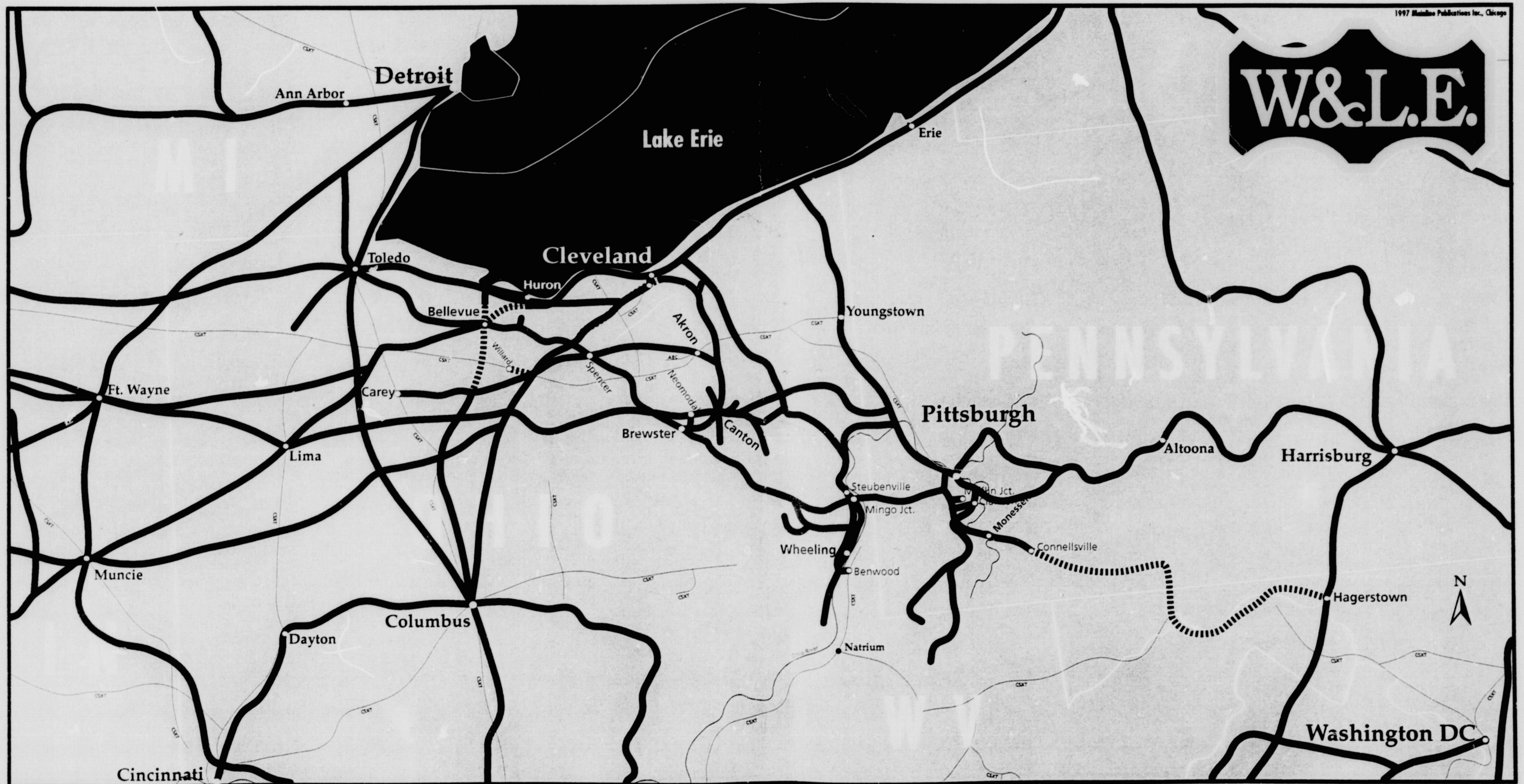
DAN J. SCHULMAN, ESQ.
Notary Public, State of New York
No. 02SC4941444
Qualified in Westchester County
Commission Expires August 15, 1988

Edward J. DeSalvio

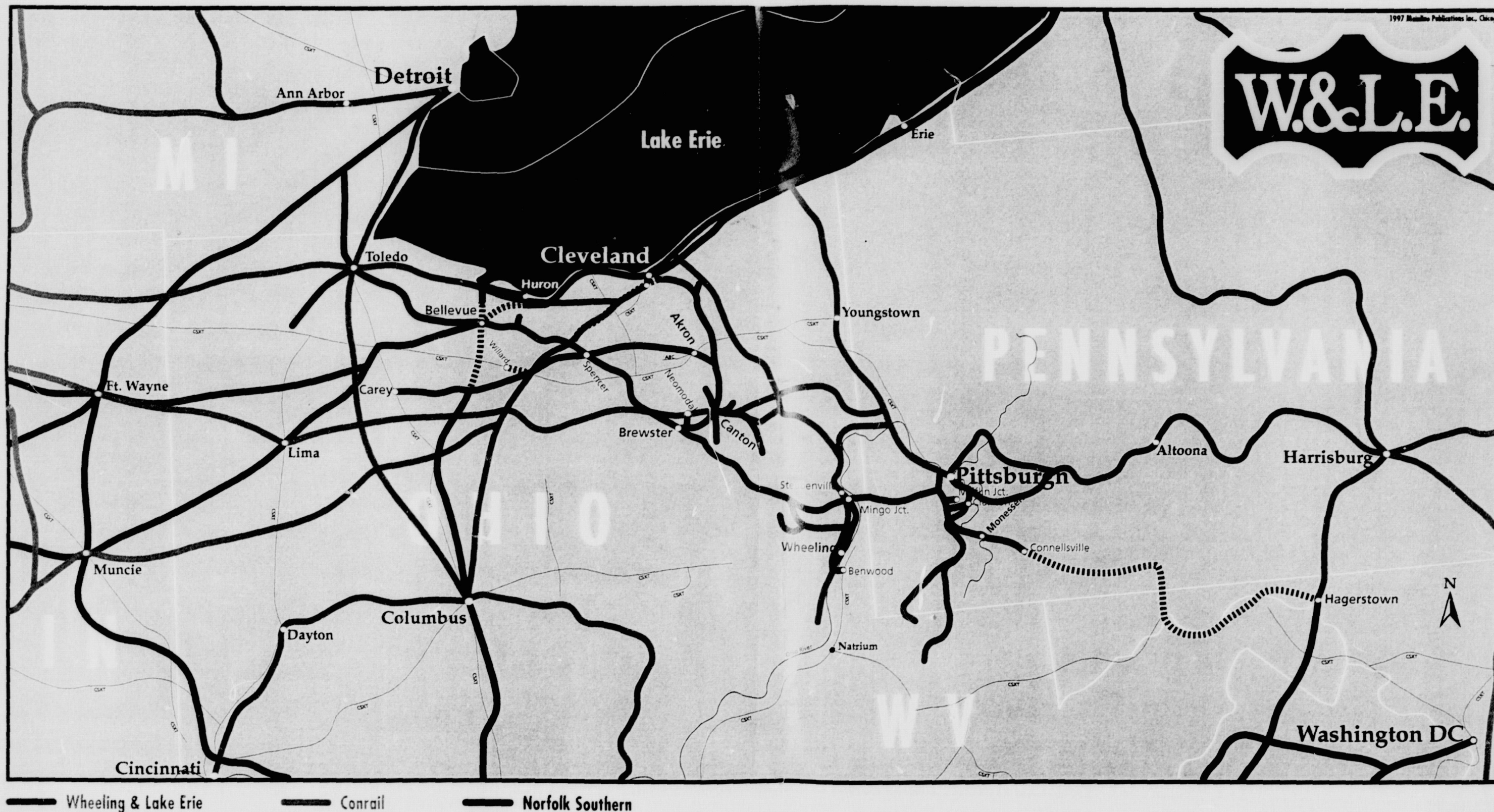
(Notary Public)

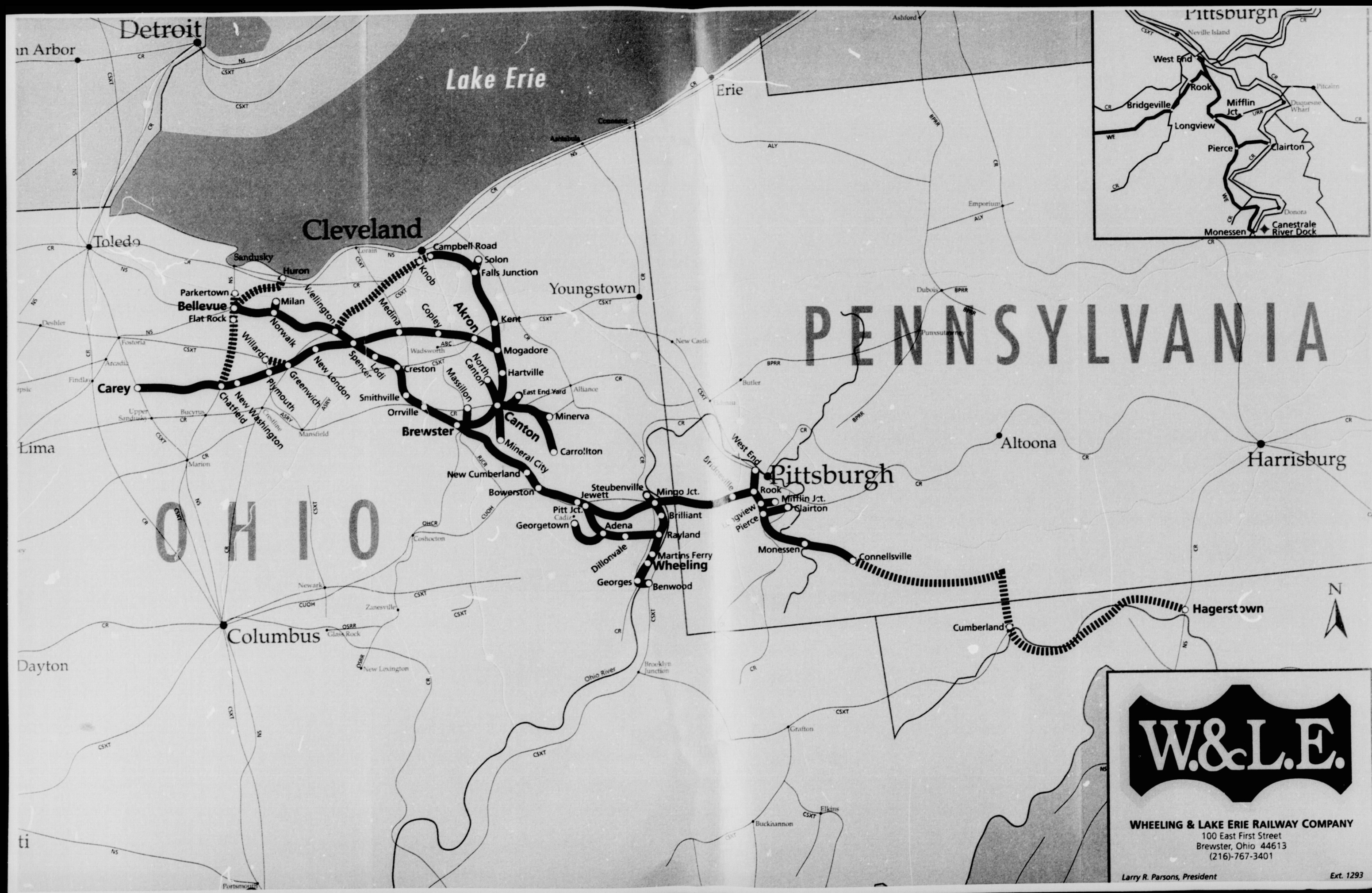
My Commission expires August 15, 1988

Post Acquisition of Conrail by Norfolk Southern



Current Wheeling & Lake Erie, Conrail, and Norfolk Southern





WHEELING & LAKE ERIE RAILWAY COMPANY
100 East First Street
Brewster, Ohio 44613
(216)-767-3401

Larry R. Parsons, President

Ext. 1293