

STB

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# THE HOMER C. GODFREY CO.

1360 CENTRAL AVE. • BRIDGEPORT, CONN. 06610

YOUR CENTRAL MASONRY SUPPLY HEADQUARTERS

April 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423

## VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction  
STB Finance Docket No. 33388

Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Martha L. MacDonald, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 22 day of May 1997, 1997.

*Martha Louise MacDonald*

Martha L. MacDonald  
The Homer C. Godfrey Co.



# THE HOMER LAUGHLIN CHINA Co.

ESTABLISHED 1871

NEWELL, W.VA. 26050-1299

TEL: 304/387-1300

FAX: 304/387-0593

May 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423

## VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction  
STB Finance Docket No. 33388

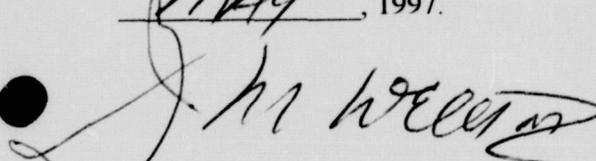
Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Joseph Wells III, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 12 day of MAY, 1997.

  
Joseph M. Wells III  
Executive Vice President  
The Homer Laughlin China Co.

568



Office: 437 N. Krome Avenue • Homestead, Florida 33036 • Telephone: (305) 247-7522

Service Center: 305 Parkway • Telephone: (305) 247-8447 • Fax: (305) 247-8446

May 8, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th and Constitution Ave. N.W.  
Washington, D.C. 20423

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

Dear Secretary Williams:

My name is Dave Browning, from Homestead Gas in Homestead, Florida. I am a rail customer and have been following the story about the CSX, Norfolk Southern, and Conrail situation with interest. I understand that your Surface Transportation Board has the final say on this deal. I'm writing to endorse the acquisition. I think you have the opportunity to make a big difference in the way companies like mine ship their freight.

My dealings with the railroad are as follows. We are in the aerosol business, and have been for 64 years. I'm the vice president, and like a lot of executives am very interested in growth opportunities for my company.

That's why I'm supporting this acquisition. The train system now just doesn't reach out to all the markets it could. There are too many obstacles to direct shipping and routing. It's easier for some companies to just say 'forget it' and maintain the status quo, or stick to trucking. But there's no reason why we shouldn't be able to

use the railroads to expand our reach in the marketplace. My reading of this acquisition proposal is that it would take care of much of this problem, opening up domestic and international markets for those who are interested.

We are CSX customers. They ship about 20 rail cars per year for us. They do a good job, but like anybody else in the business world I'd like to see more competition. The current system is not nearly competitive enough, especially when you consider Conrail's lock on its area.

I appreciate you taking the time to read this letter. I hope that you and the Surface Transportation Board will vote for competition, expanded opportunity, and this acquisition.

I, Dave Browning, 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 Eighth day of May, 1997.

Sincerely,



Dave Browning  
Homestead Gas  
305 Parkway Drive  
Homestead, FL  
33030



## Hoosier Wood Preservers, Inc.

3605 W. Farnsworth Avenue  
Indianapolis, Indiana 46241-5310

Phone (317) 247-6206 • Fax (317) 241-7712  
Midwest WATS (800) 762-4075



May 23, 1997

Mr. Vernon A. Williams  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. As in the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier. From what I understand of railroad operations, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service and efficiency.

We believe that the approval of the joint application of NS and CSX to acquire Conrail should be approved by the STB.

I, Michael Hamather, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement.

Executed on May 23, 1997.

Sincerely,

Michael J. Hamather  
Secretary/Treasurer



**TRANSPORTATION  
SERVICES, INC.**

VERIFIED STATEMENT OF  
HOOVER TRANSPORTATION SERVICES, INC.  
FINANCE DOCKET NO. 33388

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

My name is Tim Frye, Sr. and I am Regional Operations Manager for Hoover Transportation Services, Inc. located at 3500-B N. Graham Street, Charlotte, N.C. 28206. Hoover Transportation Services, Inc. is a motor carrier/drayman that operates out of the Norfolk Southern Intermodal facilities in Charlotte, NC; Charleston, SC; and Savannah, GA.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.



Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of NS and CSX to acquire Conrail should be approved by the STB.

I, Tim Frye, Sr., 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 on May 27, 1997

Sincerely,

A handwritten signature in cursive script, appearing to read 'Tim Frye Sr.', written in dark ink.

Tim Frye Sr.  
Hoover Transportation Services, Inc.  
3500-B N. Graham Street  
Charlotte, NC 28206



401 Delaware Avenue  
Palmertown, PA 18071

May 8, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, DC 20423-0001

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

Dear Mr. Williams:

My name is Wilbur O. Smith, and I am Manager of Transportation for Horsehead Resource Development Co., Inc. I have held my present position for approximately 10 years.

Horsehead Resource's primary business is the recycling of various commodities and selling the recovered products. We ship and receive various hazardous materials and have a plant in Rockwood, Tennessee that is served by Norfolk Southern. During 1996, we generated a total of 664 carloads via NS and move rail freight over all of the Class I railroads.

I support approval of the joint application of NS and CSX which will allow them to acquire Conrail and subsequently divide its assets. Since our Rockwood, Tennessee, facility is served by NS, we would welcome the benefit of increased single-line rail market access. We are also impressed with NS's industry-leading safety record, especially since we ship hazardous materials.

For the reasons stated above, I support the application of NS and CSX to acquire CR.

VERIFICATION

I, Wilbur O. Smith, 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 that 7th day of May, 1997.

*Wilbur O. Smith*  
Wilbur O. Smith

Very truly yours,

FORSEHEAD RESOURCE DEVELOPMENT CO., INC.

*Wilbur O. Smith*  
Wilbur O. Smith  
Manager of Transportation

WOS:dko



One Water Tower Drive  
P. O. Box 665  
Monon, Indiana 47959-0665

Tel 800 231 6413  
219-253-0621  
Fax 219-253-8033

**VERIFIED STATEMENT OF HPA MONON CORPORATION**

**FINANCE DOCKET No. 33388**

May 23, 1997

Mr. Vernon A. Williams,  
Secretary,  
Surface Transportation Board,  
STB Finance Docket No. 33388  
1925 K Street, N.W.,  
Washington, D.C., 20423-0001

Dear Mr. Williams,

My name is Vaughan Stuart James, and I am Vice President, Intermodal Sales of HPA Monon Corporation. I have held my present position for two years. My duties include the marketing and sale of capital equipment, including trailers, containers and container chassis, to the intermodal marketplace.

HPA Monon is an original equipment manufacturer involved in the production and sale of new trailer equipment to the shippers, rail carriers, steamship lines, draymen and leasing companies that comprise the intermodal transportation system. We work with Norfolk Southern as an equipment supplier, delivering our products to them throughout their entire rail network. In addition, we work with Burlington Northern Santa Fe, C.N. North America, Canadian Pacific Rail System, CSX Corporation, and Union Pacific Railroad, similarly delivering our products to them throughout the United States and Canada.

Based upon our experience in providing the products described above, and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide competitive services.

Mr. Vernon A. Williams,  
May 23, 1997  
Page 2 of 2

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities, service and equipment are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Vaughan Stuart James, 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 on May 23, 1997.

Sincerely,

*V. Stuart James*

V. Stuart James,  
Vice President, Intermodal Sales  
HPA Monon Corporation.

# HPE INC.

P.O. BOX 8028 • CINCINNATI, OHIO 45208  
2985 MADISON ROAD • CINCINNATI, OHIO 45209  
(513) 351-9966 • FAX (513) 351-9066

May 28, 1997

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

Dear Mr. Williams:

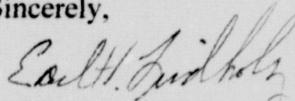
We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facilities are located on which belong to NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which NS proposes would be of benefit to us. I sincerely believe that the availability of single-line service to a larger network will enable us to grow our business much more effectively than is presently the case.

We have used NS for several years on joint-line service in conjunction with Conrail, and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire.

For all the reasons described above, I support the application of NS and CSX to acquire Conrail.

I, Earl H. Lindholz, 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 on May 28, 1997.

Sincerely,

  
Earl H. Lindholz

**Before the  
Surface Transportation Board**

**Finance Docket No. 33388**

**Verified Statement  
of  
John H. Beck**

My name is John H. Beck and I am President of Hub City Alabama, L.P., 2100 Riverchase Center, Suite 110, Birmingham AL 35244. I have worked in the transportation field for over 30 years. Hub City Alabama, L.P., as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with Conrail, CSX Transportation, and Norfolk Southern in all their intermodal lanes.

Hub City Alabama, L.P., supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and transportation provider, we will rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

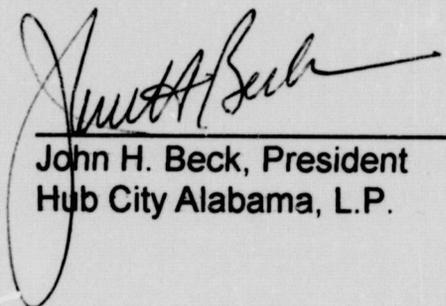
The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do other carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

Second, the expanded route structure offered by the CSX and NS systems will allow intermodal service to be competitive with over-the-road trucking over several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.

A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City Alabama, L.P. strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, John H. Beck, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed this 29th day of 1997.



John H. Beck, President  
Hub City Alabama, L.P.

Hub Group, Inc.

Hub City Atlanta, L.P.  
609 Beaver Run Road  
Lilburn, GA 30247

Telephone 770-564-3002  
Fax 770-564-0680



**Verified Statement of  
Hub City Atlanta, L.P.  
Finance Docket No. 33388**

May 28, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Secretary Williams:

My name is Gregory P. Smith and I am President of Hub City Atlanta, L.P. located at 609 Beaver Run Road, Lilburn, GA. I have worked in the transportation field for over 16 years. Hub City Atlanta, L.P., as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

Hub City Atlanta, L.P. supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do other carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

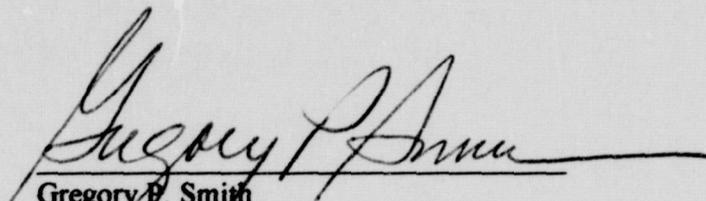
**Mr. Vernon A. Williams**  
**Verified Statement of Hub City Atlanta, L.P.**  
**Finance Docket No. 33388**  
**Page 2 of 2**

Second, the expanded route structure offered by the CSX and Norfolk Southern systems will allow intermodal service to be competitive with over-the-road trucking over several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.

A third benefit we expect to see as a result of the joint acquisition is improvement in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City Atlanta, L.P. strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Gregory P. Smith, declare under penalty of perjury that the forgoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed this 28th day of May, 1997.

  
Gregory P. Smith  
President  
Hub City Atlanta, L.P.

Hub Group, Inc.

Hub City Dallas Terminals, Inc.  
1700 Alma Drive, Suite 550  
Plano, TX 75075

Telephone 214-578-0272  
Fax 214-422-5876



Before the  
Surface Transportation Board

Finance Docket No. 33388

Verified Statement  
of  
Brian H. Bowers

My name is Brian H. Bowers and I am President of Hub City Dallas, L.P., 1700 Alma, Suite 550, Plano, Texas 75075. I have worked in the transportation field for over twenty-one years. Hub City Dallas, L.P., as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with Conrail, CSX and Norfolk Southern in all their intermodal lanes.

Hub City Dallas, L.P., supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investment made by our rail partners to ensure our continued ability to provide service to our customers.

The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do other carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

The expanded route structure offered by the CSX and Norfolk Southern systems will allow intermodal service to be competitive with over the road trucking over several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.

An additional benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City Dallas, L.P., strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more cost effective intermodal service to the benefit of our customers and consumers nationwide.

I, Brian H. Bowers, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed this twenty-eighth day of May, 1997.

Brian H. Bowers  
President  
Hub City Dallas, L.P.

**Hub Group, Inc.**

Hub City Florida, L.P.  
10199 Southside Boulevard  
Suite #203  
Jacksonville, FL 32256

Telephone 904-519-5696  
Fax 904-519-5694



**Before the  
Surface Transportation Board**

**Finance Docket No. 33388**

**Verified Statement  
of  
Robert H. Maisch, Jr.**

My name is Robert H. Maisch, Jr. and I am President of Hub City Florida, L.P., 10199 Southside Boulevard Suite #203 Jacksonville, Florida 32256. I have worked in the transportation field for over 15 years. Hub Florida, as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

Hub City Florida supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

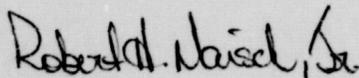
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Second, the expanded route structure offered by the CSX and Norfolk Southern systems will allow intermodal service to be competitive with over-the-road trucking over several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.

A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City Florida strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Robert H. Maisch, Jr., declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement.  
Executed this 30<sup>th</sup> day of May, 1997.



Robert H. Maisch, Jr.  
President  
Hub City Florida, L.P.

Hub Group, Inc.

Hub City Golden Gate, L.P.  
Hub Highway Services  
31 Panoramic Way  
Walnut Creek, CA 94595

Telephone 510-930-9368  
Fax 510-930-0299



May 29, 1997

**Before the Surface Transportation Board**

**Finance Docket No. 33388**

**Verified Statement  
of  
William F. Schmidt**

My name is William F. Schmidt and I am President of Hub City Golden Gate Terminals, Inc., 31 Panoramic Way, Walnut Creek, CA 94595. I have worked in the transportation field for over 33 years. Hub City Golden Gate Terminals, Inc., as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX and NS in all their intermodal lanes.

Hub City Golden Gate Terminals, Inc. supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do other carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

Second, the expanded route structure offered by the CSX and Norfolk Southern systems will allow intermodal service to be competitive with over-the-road trucking over several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.

Hub Group, Inc.

Hub City Golden Gate, L.P.  
Hub Highway Services  
31 Panoramic Way  
Walnut Creek, CA 94595

Telephone 510-930-9368  
Fax 510-930-0299



Surface Transportation Board  
Finance Docket No. 33388

May 29, 1997  
Page 2

A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City Golden Gate Terminals, Inc. strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, William F. Schmidt, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed this twenty ninth day of May, 1997.

*William F. Schmidt, Inc.*

William F. Schmidt  
Hub City Golden Gate Terminals, Inc.

Hub Group, Inc.

Hub City Houston, L.P.  
1770 St. James Place  
Suite 602  
Houston, TX 77056

Telephone 713-621-4477  
Fax 713-622-7775



May 29, 1997

Before the  
Surface Transportation Board  
Finance Docket No. 33388  
Verified Statement  
of  
Robert Weaver

My name is Robert Weaver and I am President of Hub Houston L.P. 1770 St. James Place, Suite 602, Houston, TX 77056. I have worked in the transportation field for over 20 years. Hub City Houston L.P., as an intermodal market company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

Hub City Houston L.P. supports the proposed transaction and believes it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made on our rail partners to ensure our continued ability to provide service to our customers.

The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do carriers, which decreases efficiency. The joint acquisition will be for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

Second, the expanded route structure offered by the CSX and Norfolk Southern systems will allow intermodal service to be competitive with over-the-road trucking over several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.

A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for term upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City Houston L.P. strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Robert Weaver, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed this 29th day of May 1997.

Robert Weaver, President

Hub City Houston L.P.

Before the  
Surface Transportation Board

Finance Docket No. 33388

Verified Statement  
of  
Hub City Indianapolis, L.P.

My name is Thomas Reisinger and I am President of Hub City Indianapolis, L.P.; 921 E. 86th St., Suite 100; Indianapolis, Indiana, 46240. I have worked in the transportation field for over 25 years. Hub Indianapolis, as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

Hub City Indianapolis supports the proposed transaction and believes it will provide significant benefits to our company. First, we believe the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

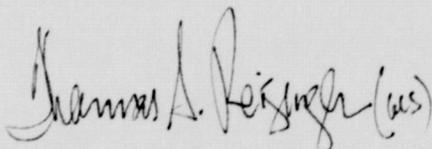
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Second, the expanded route structure offered by the CSX and Norfolk Southern systems will allow intermodal service to be competitive with over-the-road trucking over several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.

A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City Indianapolis strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Thomas Reisinger, declare under penalty of perjury that the foregoing is true and correct. Further, I certify I am qualified and authorized to file this statement. Executed this 30th day of May, 1997.



Thomas A. Reisinger, President  
Hub City Indianapolis, L.P.



**Hub  
Group, Inc.**

The Knowledge Driven Logistics Company

**HUB CITY KANSAS CITY, L.P.**

9250 Glenwood  
Overland Park, Kansas 66212  
(913) 381-2070

Before the  
Surface Transportation Board

Finance Docket No. 33388

Verified Statement  
of  
Mark S. Smith

My name is Mark S. Smith and I am President of HUB City Kansas City, L.P., 9250 Glenwood Street, Overland Park, Kansas 66212. I have worked in the transportation field for over 25 years. HUB City Kansas City, as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

HUB City Kansas City supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

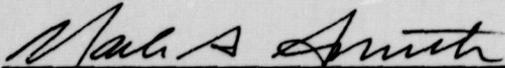
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Second, the expanded route structure offered by the CSX and Norfolk Southern systems will allow intermodal service to be competitive with over-the-road trucking over several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.

A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, HUB City Kansas City, L.P. strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Mark S. Smith, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed this 29th day of May, 1997.

  
\_\_\_\_\_  
Mark S. Smith, President  
HUB City Kansas City, L.P.

Hub Group, Inc.

Hub City Los Angeles, L.P.  
1698 Greenbriar Lane, Suite 224  
Brea, CA 92821

Telephone 714-671-0834  
Fax 714-671-0854



Before the  
Surface Transportation Board

Finance Docket No. 33388

Verified Statement  
of  
James G. Decker

My name is James G. Decker and I am President of Hub City Los Angeles L.P., 1698 Greenbriar Lane, Suite 224, Brea, CA 92821. I have worked in the transportation field for over 30 years. Hub City Los Angeles L.P., as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

Hub City Los Angeles L.P. supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do other carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

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A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City Los Angeles, L.P. strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customer and consumers nationwide.

I, James G. Decker, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed this 28th day of May, 1997.

James G. Decker  
President  
Hub City Los Angeles, L.P.

**Hub Group, Inc.**

Hub City Mid-Atlantic, L.P.  
8600 La Salle Road  
Oxford Building, Suite 633  
Towson, MD 21286

Telephone 410-337-8155  
Fax 410-583-5310



**Before the Surface Transportation Board**

**Finance Docket No. 33388**

**Verified Statement of Philip C. Bayle**

My name is Philip Bayle and I am President of Hub City Mid Atlantic Terminals, Inc., 8600 LaSalle Road, Oxford Building, Suite 633, Towson, MD 21286. I have worked in the transportation field for over 20 years. Hub City Mid Atlantic, as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

Hub City Mid Atlantic supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do other carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

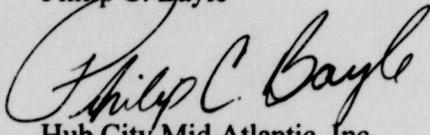
Second, the expanded route structure offered by the CSX and Norfolk Southern systems will allow intermodal service to be competitive with over-the-road trucking over several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.

A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City Mid Atlantic strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Philip Bayle, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed this 30th day of May, 1997.

Philip C. Bayle

A handwritten signature in cursive script that reads "Philip C. Bayle". The signature is written in dark ink and is positioned above the printed name and title.

Hub City Mid Atlantic, Inc.  
President

Hub Group, Inc.

Hub City New Haven, L.P.  
1771 Main Street, Suite 8  
P.O. Box 1085  
Branford, CT 06405

Telephone 203-481-5576  
Fax 203-481-8328



Before the  
Surface Transportation Board

Finance Docket No. 33388

Verified Statement  
of  
Richard Merrill

My name is Richard Merrill and I am President of Hub City New Haven Terminals, Inc., 500 East Main Street, Branford, CT 06405. I have worked in the transportation field for over 38 years. Hub New Haven Terminals, Inc., as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

Hub City New Haven Terminals Inc. supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do other carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks

Second, the expanded route structure offered by the CSX and Norfolk Southern systems will allow intermodal service to be competitive with over-the-road trucking over several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.

Hub Group, Inc.

**Hub City New Haven, L.P.**  
1771 Main Street, Suite 8  
PO Box 1085  
Branford, CT 06405

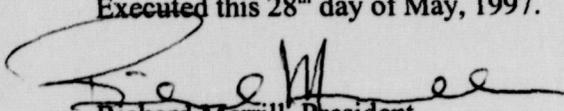
Telephone 203-481-5576  
Fax 203-481-8328



A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City New Haven Terminals, Inc. strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Richard Merrill, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement.  
Executed this 28<sup>th</sup> day of May, 1997.

  
Richard Merrill, President  
Hub City New Haven Terminals, Inc.

Hub Group, Inc.

Hub City New Orleans, L.P.  
285 West Esplanade Ave., Suite 406  
Kenner, Louisiana 70065

Telephone 504-469-4900  
Fax 504-469-4922



Before the  
Surface Transportation Board

Finance Docket No. 33388

Verified Statement  
of  
Jeffrey L. Badeaux

My name is Jeffrey L. Badeaux and I am President of Hub City New Orleans, L P, 285 West Esplanade Avenue Suite 406 Kenner, Louisiana 70065. I have worked in the transportation field for over 20 years. Hub City New Orleans, L P, as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX and NS in all their intermodal lanes.

Hub City New Orleans, L P supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

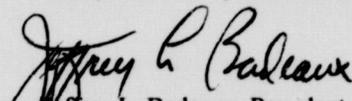
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Second, the expanded route structure offered by the CSX and Norfolk Southern systems will allow intermodal service to be competitive with over the road trucking over several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.

A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City New Orleans, L P strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient and more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Jeffrey L. Badeaux, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed this 29<sup>th</sup> day of May, 1997.

  
Jeffrey L. Badeaux, President  
Hub City New Orleans, L P

Hub Group, Inc.

Hub City New York - New Jersey, L.P.  
Suite 200  
1050 Wall Street West  
Lyndhurst, NJ 07071-3615

Telephone 201-933-7400  
Fax 201-933-5775



My name is Roger Monaco and I am President of Hub City New York-New Jersey Terminals, Inc, 1050 Wall Street West Suite #200 Lyndhurst, NJ 07070. I have worked in the transportation field for over 23 years. Hub City New York-New Jersey as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all intermodal lanes.

Hub City New York-New Jersey supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do other carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

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A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City New York-New Jersey strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Roger Monaco, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed this 30th day of May 1997.

Roger J. Monaco - President  
Hub City NY/NJ, Inc.

Hub Group, Inc.

Hub City New York State, L.P.  
150 Allens Creek Road  
Rochester, NY 14618

Telephone 716-271-0230  
Fax 716-271-1465



Before the  
Surface Transportation Board

Finance Docket No. 33388

Verified Statement  
of  
Richard C. Vara

My name is Richard C. Vara and I am President of Hub City New York State Terminals, Inc., 150 Allens Creek Rd., Rochester, NY 14618. I have worked in the transportation field for over 25 years. Hub New York State Terminals, as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

Hub City New York State Terminals, Inc. supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

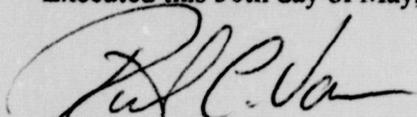
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A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City New York State Terminals, Inc. strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Richard C. Vara, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement.  
Executed this 30th day of May, 1997.



Richard C. Vara, President  
Hub City New York State Terminal, Inc.

**Hub Group, Inc.**

Hub City North Central, L.P.  
9242 W. National Avenue  
Milwaukee, WI 53227

Telephone 414-545-8100  
Fax 414-545-7424



May 29, 1997

**Mr. W.A. Eckhardt  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510-2191**

**Before the  
Surface Transportation Board**

**Finance Docket No. 33388**

**Verified Statement  
of  
Jim Gaw, President**

My name is Jim Gaw and I am President of Hub City North Central Terminals, Inc, 9242 W. National Avenue, Milwaukee, WI 53227. I have worked in the transportation field for over 20 years. Hub City North Central, as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

Hub City North Central supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do other carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

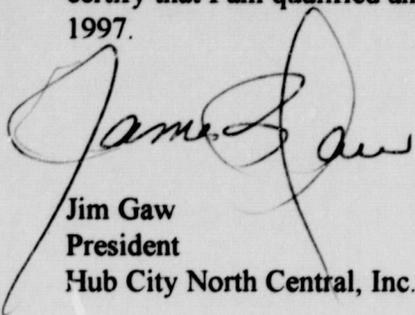
Norfolk Southern Corporation  
May 29, 1997  
Page 2

Second, the expanded route structure offered by the CSX and Norfolk Southern systems will allow intermodal service to be competitive with over-the-road trucking over several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.

A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City North Central strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Jim Gaw, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed this 29th day of May, 1997.



Jim Gaw  
President  
Hub City North Central, Inc.

JG/pz

Hub Group, Inc.

Hub City Ohio, L.P.  
7015 West Spring Meadows Drive, Suite 201  
Holland, Ohio 43528

Telephone 419-867-4100  
Fax 419-867-4110  
Service 800-686-4323



May 29, 1997

**Before the  
Surface Transportation Board**

**Finance Docket No. 33388**

**Verified Statement  
of  
Joseph Wallace**

My name is Joseph Wallace and I am President of Hub City Ohio Terminals, Inc. Holland, Ohio. I have worked in the transportation field for over 20 years. Hub City Ohio, as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

Hub City Ohio supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do other carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

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Page 2  
5/29/97

A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City Ohio strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Joseph Wallace, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed this 29th day of May, 1997.



---

Joseph Wallace  
President  
Hub City Ohio, Inc.

/sw

Hub Group, Inc.

Hub City Philadelphia, L.P.  
Exton Office Court  
300 North Pottstown Pike, Suite 160  
Exton, PA 19341  
Telephone 610-524-6400  
Fax 610-524-6405

Before the  
Surface Transportation Board

Finance Docket No. 33388

Verified Statement  
of  
Robert K. Bulack



My name is Robert K. Bulack and I am president of Hub City Philadelphia, L.P.; 300 North Pottstown Pike, Suite 160; Exton, PA 19341. I have worked in the transportation field for over 25 years. Hub City Philadelphia, L.P., as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

Hub City Philadelphia, L.P. supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do other carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

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A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City Philadelphia, L.P., strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Robert K. Bulack, declare under the penalty of perjury that the forgoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed this 29 day of May, 1997.

*Robert K. Bulack*

Robert K. Bulack  
President  
Hub City Philadelphia, L.P.

Hub Group, Inc.

Hub City Pittsburgh Terminals, Inc.  
2550 Boyce Plaza Road  
Suite 200  
Pittsburgh, PA 15241

Telephone 412-257-4200  
Fax 412-257-4224



**My name is Edward A. Peterson, and I am President of Hub City Pittsburgh Terminals, Inc., 2550 Boyce Plaza Road, Suite 200, Pittsburgh, Pa 15241. I have worked in the transportation field for over 25 years. Hub City Pittsburgh Terminals, as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.**

**Hub City Pittsburgh Terminals supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.**

**The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do other carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.**

**Second, the expanded route structure offered by the CSX and Norfolk Southern systems will allow intermodal service to be competitive with over-the-road trucking over several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.**

**A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.**

**In conclusion, Hub City Pittsburgh Terminals strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.**

**I, Edward A. Peterson, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed this 28th day of May, 1997.**

**Edward A. Peterson**

A handwritten signature in cursive script, appearing to read "Ed Peterson", written in dark ink.

**President  
Hub City Pittsburgh Terminals, Inc.**

Hub Group, Inc.

Hub City Portland, L.P.  
10550 SW Allen Boulevard  
Suite 211  
Beaverton, OR 97005

May 30, 1997

Telephone 503-626-8888  
Fax 503-626-4002



**Before the  
Surface Transportation Board  
Finance Docket No. 33388  
Verified Statement of  
Paul M. De Merit**

My name is Paul De Merit and I am president of Hub City Portland, L. P. I have worked in the transportation industry for over 26 years. Hub City Portland, as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

Hub City Portland, L. P. supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do other carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

Second, the expanded route structure offered by the CSX and Norfolk Southern systems will allow intermodal service to be competitive with over-the-road trucking over several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.

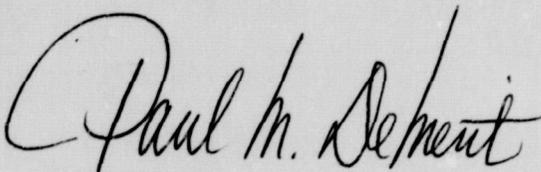
...continued

Page Two  
Hub City Portland, L. P.  
Verified Statement of Paul M. De Merit  
May 30, 1997

A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City Portland, L. P. strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Paul M. De Merit, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement.  
Executed this 30th day of May, 1997.



Paul M. De Merit  
President  
Hub City Portland, L. P.

**Hub Group, Inc.**

**Hub City St. Louis Terminals, Inc.**  
10420 Old Olive Street Road, 3rd Floor  
St. Louis, MO 63141-5939

Telephone 314-993-2525  
Fax 314-993-1317

**Before the  
Surface Transportation Board**

**Finance Docket No. 33388**

**Verified Statement  
of  
Joe W. Egertson**



 Registered to ISO 9002  
Certificate Number A3637

My name is Joe W. Egertson and I am President of Hub City St. Louis Terminals, Inc., 10420 Old Olive Street Road, St. Louis, MO 63141. I have worked in the transportation field for over 16 years. Hub St. Louis, as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

Hub City St. Louis supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

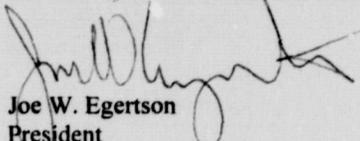
The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

Second, the expanded route structure offered by the CSX and Norfolk Southern systems will allow intermodal service to be competitive with over-the-road trucking over several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.

A third benefit we expect to see as a result of the joint acquisition is improvement in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City St. Louis strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Joe W. Egertson, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed this 28th day of May, 1997.

  
Joe W. Egertson  
President  
Hub City St. Louis

Hub Group, Inc.

Hub City Tennessee, L.P.  
65 Germantown Court, Suite 210  
Memphis, TN 38018

Telephone 901-758-0020  
Fax 901-758-0099



Before the

Surface Transportation Board

Finance Docket No. 33388

Verified Statement  
of  
Charles P. Herzog, Jr.

My name is Charles P. Herzog, Jr. and I am Principal of Hub City Tennessee, L.P., 65 Germantown Court, Suite 210, Memphis, TN 38018. I have worked in the transportation field for over 20 years. Hub Tennessee, as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

Hub City Tennessee supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

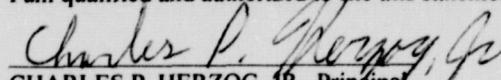
The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do other carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

Second, the expanded route structure offered by the CSX and Norfolk Southern systems will allow intermodal service to be competitive with over-the-road trucking over several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.

A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City Tennessee strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Charles P. Herzog, Jr. declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed this 30th day of May, 1997.

  
CHARLES P. HERZOG, JR., Principal  
Hub City Tennessee, L.P.

The Knowledge-Driven  
Logistics Company

Hub Group, Inc.

**Hub City Terminals, Inc.**  
333 E. Butterfield Road  
8th Floor  
Lombard, IL 60148

Telephone 630-435-3000  
Fax 630-435-3030



May 30, 1997

**Mr. W. A. Eckhardt**  
**Norfolk Southern Corporation**  
**Three Commercial Place**  
**Norfolk, VA 23510-2191**

**Before the**  
**Surface Transportation Board**  
**Finance Docket No. 33388**

**Verified Statement**  
**of**  
**Daniel F. Hardman**

My name is Daniel F. Hardman and I am president of Hub City Terminals, Inc., 333 E Butterfield Road, Lombard IL 60148. I have worked in the transportation field for over 30 years. Hub City Terminals, Inc., as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

Hub City Terminals, Inc., supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of our equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

Mr. W. A. Eckhardt  
Norfolk Southern Corporation  
May 30, 1997  
Page Two

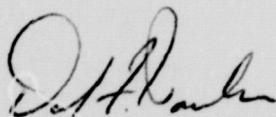
The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do other carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

Second, the expanded route structure offered by the CSX and Norfolk Southern systems will allow intermodal service to be competitive with over-the-road trucking over several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.

A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City Terminals, Inc., strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Daniel F. Hardman, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed this 30th day of May, 1997.



---

Daniel F. Hardman  
President  
Hub City Terminals, Inc.

**Before the  
Surface Transportation Board**

**Finance Docket No. 33388**

**Verified Statement  
of  
Phillip C. Yeager**

**on behalf of  
Hub Group, Inc.**

---

My name is Phillip C. Yeager. I am Chairman of Hub Group, Inc. Hub Group is pleased to offer its support of the application for the joint acquisition of Conrail by CSX and Norfolk Southern, and urges the Board to approve it promptly.

As Chairman, I am responsible for the overall management and operations of Hub Group. I have worked in the intermodal industry for 38 years, beginning with the Pennsylvania Railroad and Penn Central. My wife and I founded Hub City Terminals in 1971, which became the Hub Group in 1985.

Hub Group is the general partner in 28 Hub operating companies. We provide intermodal services to approximately 10,000 customers in the United States, Canada and Mexico. Last year, Hub Group generated \$754 million in total revenues, and moved over 655,000 truckloads. Hub Group is a non-asset based transportation provider, meaning that we purchase transportation services in volume from rail carriers, motor carriers and over 200 pick-up and delivery trucking partners to provide seamless, door-to-door intermodal service.

Hub Group supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers. While the supply of domestic containers and trailers has been adequate recently, we have experienced problems associated with a shortage of intermodal rail cars, particularly in the busy Chicago intermodal terminals.

The transaction offers a major opportunity to improve the utilization and handling of intermodal rail equipment, including cars as well as containers and trailers. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal equipment, Conrail ships empty equipment more miles than do other carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of all intermodal equipment, by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. For example, CSX will be able to ship intermodal containers on loaded cars from Chicago to destinations in the Northeast, where that equipment can be loaded with new business for destinations in the Southeast. The equipment can

then be loaded and carried back to Chicago, reducing the empty miles shipped and increasing efficiency. The motor carriers' ability to ship fewer empty miles has made it an effective competitor to rail. The joint acquisition offers the chance for rail to increase the utilization of its intermodal equipment and to realize these same efficiencies enjoyed by trucks.

Second, the expanded route structure offered by CSX and Norfolk Southern systems will allow intermodal service to be competitive with over-the-road trucking in several important routes where intermodal is not competitive today. Hub Group expects that traffic moving between Chicago to New York, one of the most heavily congested truck routes today, will provide significant opportunities for new intermodal business. Another important route that the joint acquisition will make competitive for intermodal service is traffic between the Southwest and Northeast, including containers to/from Mexico and the United States as a result of the NAFTA treaty. A third important route where we expect to see significant diversions from long haul trucking companies is the traffic between the Southeast, such as Florida or Georgia, and the Northeast markets. The lack of single line service has hurt intermodal's competitiveness for this traffic.

A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. The rapid growth in intermodal service in recent years, and the resulting congestion at some intermodal terminals, has resulted in slower service for some containers flowing through those terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

Further, service at the crowded Chicago intermodal terminals, the busiest intermodal terminals in the United States, should improve. Due to Conrail's high percentage of interline traffic, many containers that arrive in Chicago at one terminal must be transported by cartage across the city for delivery to Western carriers at their terminal. The expected increase in volume due to the transaction will allow for effective blocking of Eastbound and Westbound traffic, creating more run-through service and avoiding handling in Chicago and eliminating truck drayage. Not only will this reduce lift charges and costs associated with drayage, it will reduce transit times for containers shipped from the West coast to the East coast by as much as a full day.

In conclusion, Hub Group strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service, to the benefit of our customers and consumers nationwide.

I, Phillip C. Yeager, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed this 12th day of May, 1997.

Phillip C. Yeager



Kathleen Covone

615

5-12-97



## Hunt Plywood Company, Inc.

P.O. Box 1263  
Ruston, LA 71273-1263  
318-255-2245

May 14, 1997

Mr. Vernon A. Williams  
Secretary  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, DC 20423-0001

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

### VERIFIED STATEMENT OF STEVE NAPPER HUNT PLYWOOD COMPANY

My name is Steve Napper and I am Traffic Manager of Hunt Plywood Co., Inc. located in Ruston, La. I am a graduate of Louisiana Tech University with a Bachelors degree in Business Administration (Marketing). I am responsible for arranging transportation of all finished products, as well as rate negotiations for Hunt. I have held this position for five years, and have nine years experience in wood products marketing and distribution. My duties have led me into rate negotiations with most major rail carriers and numerous truck lines.

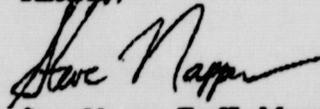
Hunt Plywood Co., Inc. is a privately owned wood products manufacturer. Our company maintains four operating facilities. We have two plywood mills and two lumber mills. The plywood plants are located in Pollock, La. and Natalbany, La. The Pollock facility is rail served by the Union Pacific, and the Natalbany facility is served by the Illinois Central Railroad. Our lumber mills are located in Castor, La. and Olla, La. Each is a non-rail facility which ships via truck or uses a UP lumber reload facility in Monroe, La.

Our company ships approximately 1,250 carloads per year. We ship via rail and truck throughout the United States as well as export to Europe, the Caribbean and Mexico. The plywood and lumber market which Hunt competes in is primarily a commodity market. Therefore, transportation costs play a large role in determining which areas of the U.S. we are able to be competitive in.

There is distinct need for two competing railroads in the Northeast, and I support STB approval of the joint application by which Norfolk Southern and CSX plan to acquire control of Conrail, divide assets and improve to a much greater extent the balance of rail competition in the Northeast. I believe shippers in the South will benefit from increased market access and improved customer service.

I, Steve Napper, 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 on May 14, 1997.

Sincerely,



Steve Napper, Traffic Manager  
Hunt Plywood Company Inc.

Service Center  
5027 N. County Rd. 1015, Blytheville, AR 72315  
PHONE 501-762-9956 • FAX 501-762-9957

May 19, 1997

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D. C. 20423-0001

VERIFICATION STATEMENT of HUNTCO STEEL, INC.

My name is Dan Vivian, and I am production manager of HUNTCO STEEL. I have held my present position for 2 years. My duties include all production scheduling for the Blytheville, AR division. Part of my responsibility is to schedule rail shipments out of this division.

HUNTCO STEEL is a steel service center. We have facilities at Madison, IL; Tulsa, OK; Houston, TX; Blytheville, AR; Ghent, KY; Chattanooga, TN and Charleston, SC. These facilities are presently served by the BN, NS and CXT railways.

During 1996 we shipped approximately 1200 rail cars to our other divisions and customers. We used both covered and open cars.

We support the approval of the transaction by which CSX and NORFOLK SOUTHERN will acquire control of CONRAIL and then divide the assets and trackage of CONRAIL in the manner which was described to me and which will be described in the joint application of CSX and NS to control CONRAIL. There is a distinct need for two competing railroads in the northeast which own their own track and facilities. For far too long, customers who ship or receive product into and out of the northeast have had only one rail carrier. And, as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past and it is time for customers interested in this market to have service by more than one rail carrier who owns it's facilities. And these rail carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope, and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 1990's two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization, and seamless synergies.

**Service Center Locations**

Springfield, MO

Tulsa, OK

Houston, TX

St. Louis, MO

Blytheville, AR

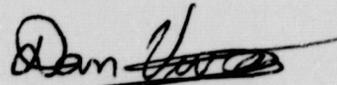
Chattanooga, TN

In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single line service by NS and CSX will offer.

To summarize, we believe that approval of the joint application of NS and CSX to acquire CONRAIL should be approved by the STB.

I, Dan Vivian, 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 on May 20, 1997.

Sincerely,

A handwritten signature in dark ink, appearing to read "Dan Vivian", with a stylized flourish extending to the right.

Dan Vivian  
Manager, Production  
HUNTCO STEEL, Inc.

MAY 15 1997 14:04

PAGE .001

# HUNTINGTON COAL TRANSPORTATION CORP.

First Street and Ohio River  
P. O. Box 7909  
Huntington, WV 25779  
(804) 523-8258

Larry Caldwell, President

Verified Statement of Larry Caldwell  
on behalf of  
Huntington Coal Transportation Corporation  
Finance Docket No. 33388  
CSX Corporation and CSX Transportation, Inc  
Norfolk Southern Corporation and  
Norfolk Southern Railway Corporation  
--Control and Operating Lease/Agreements--  
Conrail, Inc and Consolidated Rail Corporation

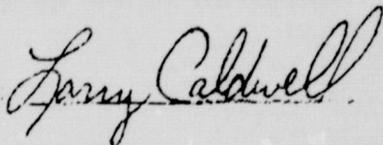
My name is Larry Caldwell, and I am President of Huntington Coal Transportation, Corp. I have served as President since 1991.

Huntington Coal Transportation operates and owns a barge-loading facility in Huntington, W. Va.

In 1996, Huntington Coal unloaded approximately 1,100,000 tons of coal into barges, that originated on CSX lines, for utilities and steel mills in the southeast and export markets.

Huntington Coal supports the acquisition of Conrail by CSX and Norfolk Southern. The single-line service made possible by the acquisition could help Huntington Coal attract new business in areas that are currently trucking coal to the rivers. Therefore, Huntington Coal is giving its full backing to the acquisition of Conrail by CSX and Norfolk Southern.

I, Larry Caldwell, 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 13th day May 1997

By 

May 8, 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
1201 Constitution Avenue, NW  
Washington, DC 20423

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

Dear Secretary Williams:

It is my understanding that the Surface Transportation Board will soon consider the proposed plan by CSX Corporation and Norfolk Southern to acquire Conrail and divide the company's rail routes. I write to you today on behalf of Hurst Boiler & Welding to offer our strong support for the plan and to urge the Board to approve it as quickly as possible.

My name is Gary Hunter and I serve as the Traffic Manager for Hurst Boiler & Welding. For the past 30 years, our company has built steam and hot water boilers at our facility in Coolidge, Georgia. We ship our products to customers throughout the region. One of my main responsibilities is to handle the traffic flow coming in and out of our plant. We currently utilize both rail service through CSX and trucking service to meet our transportation needs.

One of the biggest problems for most shippers is the lack of single-line routes which are the most direct and efficient means of transporting freight. Every interchange creates delays, adding substantially to shipping bills. High shipping bills mean higher prices for customers up and down the line.

The CSX-Norfolk Southern plan to acquire Conrail will accomplish two goals, both of which will lower shipping costs for companies like ours. First, the plan will create more direct and efficient single line routes. Second, the plan will create competition for trucks because it will give shippers more shipping options to choose from. Shorter routes and more competition will generate substantial savings for every company that uses freight transportation.

If the Board's goal is to create better freight service with more options for shippers at lower prices, then I'm certain that you will agree with us that the CSX-Norfolk Southern plan makes good sense. I'm sure there are thousands of other businesses throughout the region that share our views and urge you to approve this plan without delay.

I, Gary Hunter, 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 8th day of May, 1997

5-9-97

Sincerely,

*Gary Hunter*

Gary Hunter

**HUSKY**

Husky Injection Molding Systems Inc.  
One Plastics Avenue — PPDC, Pittsfield, Massachusetts, USA 01201  
Tel. (413) 445-6200 Fax (413) 445-6000

April 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction  
STB Finance Docket No. 33388

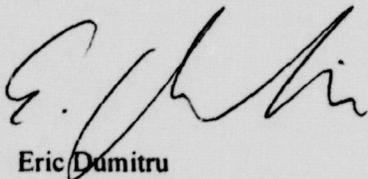
Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Eric Dumitru, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 28 day of APRIL, 1997.



Eric Dumitru  
Husky Injection Molding Sys., Inc.



# HUTCHERSON METALS, INC.



PHONE 836-9435  
AREA CODE 901  
FAX 901-836-5990

OLD HIGHWAY 51 N.  
P.O. BOX 218  
HALLS, TENNESSEE 38040

VERIFIED STATEMENT  
ON BEHALF OF  
HUTCHERSON METALS, INC.  
FINANCE DOCKET NO. 33388

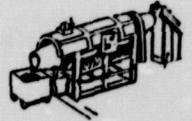
My name is Brenda Bluew, and I am Rail Transportation Manager of Hutcherson Metals, Inc. I have held my present position for 10 years. My duties include planning for rail service, negotiation of rail contracts, arranging for car load shipments (receiving and shipping), also accounts receivable and payable for three different rail served locations.

Hutcherson Metals, Inc. is a recycling company. Our company prepares the raw material in order for the mills to manufacture goods. We have facilities located at Jackson, TN. These facilities are presently served by NS. We sell and receive from suppliers located at Federal, IL, Granite City, IL and Birmingham, AL. These facilities are located on the lines of NS. During 1996 we shipped 192 carloads of iron and steel in open gondolas from this location.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which NS proposes would be of benefit to us. With single line service, I believe our facility would be able to compete in these markets with other companies enjoying single line service into the Northeast. We have used NS for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire.



## HUTCHERSON METALS, INC.



PHONE 836-9435  
AREA CODE 901  
FAX 901-836-5990

OLD HIGHWAY 51 N.  
P.O. BOX 218  
HALLS, TENNESSEE 38040

The NS has supplied our company with good customer service, the sales team in Memphis, TN has done an outstanding job in taking care of customer needs. Our company appreciates each and everyone for their job dedication. The equipment supply and service has also been good.

For all the reasons described above, I support the application of NS and CSX to acquire Conrail.

I, Brenda Bluew, 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 on May 22, 1997.

Sincerely,

*Brenda Bluew*

MAY -20' 97(TUE) 14:21

P.017

SENT BY:CSX RLTY/CHGO SALES ; 5-14-97 :10:15AM ;

OAK BROOK, IL-

MAY 13 '97 16:18 FROM:NUTSON CO.

802-752-8321

T-836 P.01/02 F-801

FAX TRANSMISSION



TO Mr. Haygood  
 COMPANY CSX VERIFY (Y/N)  
 PHONE # \_\_\_\_\_ FAX # 802-6290  
 FROM Mike Maslowe # PAGES 2  
 PHONE # 478-5099 FAX # \_\_\_\_\_

MAY 13, 1997

Post-It Fax Note	7671	Date	5-13-97	Page	2
To	Mike Maslowe	From	Don Hutson		
Co./Dept.		Co.			
Phone 1		Phone 2			
Fax 1		Fax 2			

Mr. Vernon A. Williams  
 Secretary  
 Surface Transportation Board  
 1025 K Street, N.W.  
 Washington, D.C. 20421

VERIFIED STATEMENT

Re: Proposed CSX/Genrail Transaction  
 ATR Finance Desk: No. 3328

Dear Secretary Williams:

My name is Moses W. Vernon, Jr. I am the Vice President of Purchasing for Nutson Company, Inc. in Murray, Kentucky. My office address is 406 North Fourth Street, Murray, Kentucky 42071. I am responsible for purchasing fertilizer for Nutson Company which also includes the transportation of that product to our warehouse. I am writing to offer my company's strong support for the joint acquisition of Genrail by CSX and Norfolk Southern and to urge the Board to approve it promptly.

Nutson Company, Inc. is a distributor of fertilizer in West Tennessee, West Kentucky, Illinois, and Indiana. We have terminals located in this area that are serviced by rail. Nutson supplies fertilizer to dealers and farmers in this market area. We receive approximately 100,000 tons of fertilizer by rail into our terminal at Danville, Illinois. Our terminal at Danville is served by CSX/Genrail service. Nutson believes that the proposed transaction would be in our best interest, as well as in the interest of our customers. We strongly urge the Board to approve this application for the reasons listed below:

626

5/13/97 16:22

MAY 13 '97 16:18

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MAY 13 '97 16:18

MAY 20 '97 15:29

PAGE.017

MAY -20 '97 (TUE) 14:22

SENT BY:CSX RLTY/CHGO SALES ; 5-14-97 :10:15AM ;  
MAY 13 '97 18:10 FROM:HUTSON CO.

OAK BROOK, IL-  
802-769-9321

T-898 P.02/02 F-561

P.018  
P. 2

Vernon A. Williams

5/13/1997

2

1. We believe that the joint acquisition would produce better service, better equipment utilization, and more competitive rates.
2. The ability to have a single line carrier to Danville out of Central Florida where phosphate fertilizers are produced would benefit the entire farming community around the terminal at Danville, Illinois.

In conclusion, Hutson company supports the acquisition and request the Board move expeditiously as possible to ensure approval.

I, Moses W. Vernon, Jr., declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to make this verified statement.

Executed this 13<sup>th</sup> day of May, 1997.

Sincerely,

Moses W. Vernon, Jr.

*Dan C. Hutson* *Moses W. Vernon Jr.*  
DAN C. HUTSON II President

627

5/14/97 5:23 PM  
D:\MAIL\HUTSON\HUTSON

113-00 00/00 00-1

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00 00000000000000 01:00 10-00-00

MAY 20 '97 15:29

PAGE.018

# **HYDRAULIC SERVICE** **COMPANY, INC.**

3215 VICTORY BOULEVARD PORTSMOUTH, VIRGINIA 23702  
PHONE (757) 487-2513 FAX (757) 487-4381  
E-mail: hyserco@pinn.net

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

**VERIFIED STATEMENT OF**  
**Hydraulic Service Company, Inc.**  
**FINANCE DOCKET NO. 33388**

May 30, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams;

My name is D.B. Short and I am President of Hydraulic Service Company, Inc. I have held my present position for 40 years. Hydraulic Service Company, Inc. rebuilds cylinders for cranes. We work with NS at the Norfolk, VA Intermodal facility.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

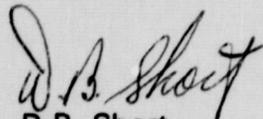
628

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, D.B. Short, 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 on May 30, 1997.

Sincerely,



D.B. Short  
President

Hydraulic Service Company, Inc.



May 15, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street N.W.  
Washington, D.C. 20423-0001

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

Verified Statement of Harold T. Feren  
International Commodities Export Corporation

My name is Harold T. Feren and I am General Mgr. - Chemicals of I.C.E.C. I have held my present position for 11 years. My duties include responsibility for tank car shipments of products manufactured by our principals - Productos Quimicos Coin, S.A. de C.V., Mexico City.

I.C.E.C. is a distributor of fertilizers, fertilizer raw materials, chemicals and plastics. We have offices in Tampa, Houston and Purchase, NY as well as 2 Canadian offices and overseas locations. We are shippers of several hundred tank cars per year of liquid sulfur, pentanes and fertilizers and currently use the facilities of all 3 railroads mentioned in the heading.

We consider that two competing railroads in the Northeast will achieve transit benefits and I support STB approval of the joint application by which Norfolk Southern and CSX plan to acquire control of Conrail, divide assets and improve to a much greater extent, the balance of rail competition in the Northeast. We are particularly interested in the fact that under the proposal, joint rail access will be available to both carriers for certain trackage in the State of New Jersey to which we ship regularly. This will offer us an opportunity for competitive pricing on our New Jersey customer destinations.

I, Harold T. Feren, 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 on May 15, 1997.

Sincerely,

Harold T. Feren  
General Mgr. - Chemicals

630



May 19, 1997

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

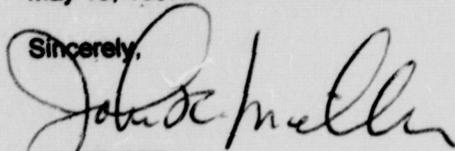
Dear Mr. Williams:

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint-line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which NS proposes would be of benefit to us. With single-line service, I believe our facility would be able to compete in these markets with other companies enjoying single-line service into the Northeast. We have used NS for 75 years and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire.

For all the reasons described above, I support the application of NS and CSX to acquire Conrail.

I, John R. Miller, 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 on May 19, 1997.

Sincerely,



John R. Miller  
General Manager

STB

FD

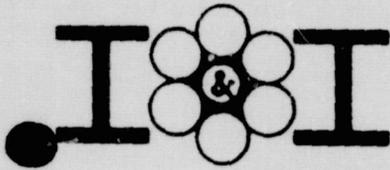
33388

6-23-97

A

180274V4C

11/12



# I & I SLING, INC.

SLINGMAX® RIGGING PRODUCTS

CERTIFIED PROOF TESTING  
SLINGS -- WIRE ROPE -- CHAIN -- NYLON -- FITTINGS

2625 MARKET STREET • P.O. BOX 2423 • ASTON, PA 19014-0423  
(610) 485-8500 • 1-800-TRI-FLEX  
FAX: (610) 494-5835

May 14, 1997

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

## VERIFIED STATEMENT

Re: CSX, NS and Conrail Transaction;  
STB Finance Docket No. 33388

Dear Secretary Williams:

I am Dennis St. Germain, the President of the I&I Sling Corporation. We are a small business engaged in selling slings used in the business of rigging and working on the railroads. We have been in this business for the past thirty-four years.

Among our customers we count many of the railroads of the United States and Canada. Our products are used in lifting railroad equipment for repair and during the removal of wreckage from the right of way.

Our company and myself personally are strong supporters of the proposed joint acquisition of Conrail by CSX and Norfolk Southern. I urge you and the Board to approve this transaction in a prompt manner. It is in the best interests of the employees, the companies, the stockholders and the suppliers to have this transaction accomplished.

## BRANCHES:

140 West Mountain St.  
Kernersville, NC 27284-7909  
(910) 993-6034 Fax: (910) 993-6037

7409-C Lockport Place  
Lorton, VA 22079-1536  
(703) 550-9405 Fax: (703) 550-9407

202 B North Main St.  
Bunnell, FL 32110  
(904) 586-6386 Fax: (904) 586-6382

70 Shawmut Road, Suite D  
Canton, MA 02021  
(88) TWIN-PATH Fax: (617) 575-8040

For — Wire Rope — Slings — And related hardware

632

Vernon A. Williams  
May 14, 1997  
Page 2

I, Dennis St. Germain, declare the above statements to be true and correct and further certify that I am qualified and authorized to file this verified statement. Executed this 14 day of MAY, 1997.

Sincerely,



Dennis St. Germain  
President

# IKERD-BANDY CO., INC.

P.O. Box 378

Manchester, Kentucky 40962

Office 606/598-7744  
Fax 606/598-7679

**VERIFIED STATEMENT OF**  
**WILLIAM S. BRYANT**

**on behalf of**

**IKERD-BANDY CO., INC.**

Finance Docket No. 33388

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

I am William S. Bryant, Vice President of Ikerd-Bandy. Ikerd-Bandy is located in Eastern Kentucky. I am responsible for sales and shipping coal. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

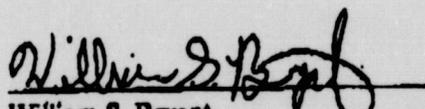
Ikerd-Bandy mines and ships coal to our customers, who are utilities, located in the southeast. We handle approximately 9700 car loads of coal annually via CSX.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach in the northeast. In particular, the acquisition will bring us new access to Conrail-served utilities customers in this region.

In our business, consistent and reliable rail transportation is crucial to our logistics management. The coal industry often experiences equipment shortages. The acquisition will increase the equipment supply available for our shipments, thereby enhancing the consistency of our transit times.

For these reasons, Ikerd-Bandy urges the Board to approve the joint application of CSX and NS.

I William S. Bryant 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 6th day of May, 1997.

  
William S. Bryant  
Vice President



The Honorable Vernon A. Williams  
Secretary of State  
STB Finance Docket nr 33388  
1925 K Street NW  
Washington, DC 20423-001

May 19, 1997

Re: CSX Corporation and CSX Transportation Inc.  
Norfolk Southern Corporation and Norfolk Southern Railway Company  
Control and Operating Leases/Agreements  
Conrail Inc. And Consolidated Rail Corporation  
STB Finance Docket N° 33388

Dear Mr. Williams,

Ilva Laminati Piani / Riva Group is the most important Italian steel producer with a production of 15 MT of steel and a total import of metallurgical coal in excess of 6,5 MT, of which about 3,0 MT from U.S. origin

For our company to continue importing coal from the U.S. at these tonnage levels, and even more in perspective, it is essential to have strong, competitive railroads in the northeastern United States which own their track and facilities.

The proposed acquisition and division of Conrail by NS and CSX meets our company's competitive expectations and needs. I believe the plan for Conrail lines will be beneficial for our company and for exports from United States.

NS and CSX have prepared a comprehensive plan to provide competitive rail service. Pennsylvania coal will be able to move by one railroad to the Virginia ports and more central Appalachian coals will be able to move single line to Baltimore for export. As a result coal importers, such as Ilva Laminati Piani, will have better access to more types of coal.

For the above reasons ILVA LAMINATI PIANI supports the proposed plan for Conrail and urges the Surface Transportation Board to approve it as expeditiously as possible.

Sincerely

  
ILVA LAMINATI PIANI S.P.A.



ILVA LAMINATI PIANI SPA

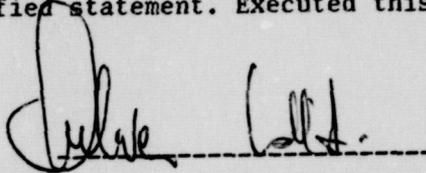
16128 GENOVA VIA CORSICA 4 (SEDE SECONDARIA) TEL. 010.55181 FAX 010.541790 TELEX 270039 CAS POST. 1727  
SEDE LEGALE VIALE CERTOSA, 249 20151 MILANO TEL. 02.307001 FAX 02.33400621 SEDE SECONDARIA VIA CORSICA 4 16128 GENOVA  
CAP. SOC. L. 700.000.000.000 INT. VERS. REG. IMPRESE MILANO N. 351602 MILANO COD. FISC. PART. IVA 11435690158

635



VERIFIED STATEMENT  
ON BEHALF OF  
ILVA LAMINATI PIANI S.P.A.  
FINANCE DOCKET NO. 33388

We, MARIO TURCO LIVERI and ALBERTO GALLI, declare under penalty of perjury that the foregoing is true and correct. Further we certify that we are qualified and authorized to file this verified statement. Executed this 19th day of May, 1997.



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6



**VERIFIED STATEMENT  
OF IMC AGRIBUSINESS, INC.  
FINANCE DOCKET 33388**

My name is Jeffrey L. Corrie and I am the Manager of Logistics for IMC AgriBusiness, Inc. I have held this position for 4 years. Prior to that I was the Assistant Traffic Manager for 13 years. My duties involve all rail transportation which includes negotiation of rail contracts, land and track leases, managing our lease railcar fleet and piggyback shipments. Some of my other responsibilities include water transportation, terminal storage and warehouse agreements, company employee moves, hazardous material training and experience in truck transportation.

IMC AgriBusiness, Inc. is a manufacturer and distributor of fertilizers, chemicals and a variety of agricultural products. We operate approximately 240 retail service centers which are located throughout the Midwest and Southeast. We also ship to wholesale customers located throughout the United States. IMC AgriBusiness has several facilities that are located on Conrail in Illinois, Indiana and Ohio. Also, we have several customers that are located on Conrail in these states as well as Michigan, Pennsylvania, New York, West Virginia, New Jersey and Maryland.

IMC AgriBusiness's product will move in covered hopper cars, tank cars and some containers. In 1996, IMC AgriBusiness paid approximately \$5,000,000 in rail freight charges.

IMC AgriBusiness agrees with the idea of the Norfolk Southern and CSX of splitting Conrail up between the two of them. By dividing Conrail it will keep competition in these various territories. Competitive rail service is very important and essential to IMC AgriBusiness. We feel that there must be a balance of competition between the railroads which will enable IMC AgriBusiness to compete on a domestic basis as well as globally.

Transportation expenses are a major cost item to IMC AgriBusiness when selling products in certain market areas. Again, competition allows rates to remain in balance. Thus, enabling IMC AgriBusiness to compete in these areas.

IMC AgriBusiness has found this type of competition between the Norfolk Southern and CSX in the Southeast and South has worked well. It has been sufficient in keeping prices in check. Thus, IMC AgriBusiness feels the same can be achieved in the East.

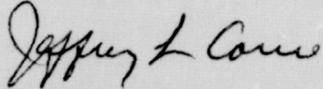
In addition, by splitting Conrail with the Norfolk Southern and CSX, it will provide single line service in some cases. Thus, IMC AgriBusiness will be able to ship and receive product in a efficient and timely manner.

IMC AgriBusiness asks that the Surface Transportation Board approve the application of Norfolk Southern and CSX to acquire Conrail.

IMC AgriBusiness also asks that the Surface Transportation Board expedite the approval. It is important to us as a shipper that the acquisition of Conrail by both Norfolk Southern and CSX is done in an efficient and timely manner. The sooner the better. It allows for us to begin to plan and address how we as a company can now compete within these market places.

I, Jeffrey L. Corrie, 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 on April 30, 1997.

Sincerely,

A handwritten signature in cursive script that reads "Jeffrey L. Corrie".

Jeffrey L. Corrie  
Manager of Logistics

MAY -21 97 (WED) 06:34

P. 001

SENT BY: CSX RLTY/CHGO SALES  
MAY-15-87 THU 01:29 PM IMC #

NAK BROOK IL-

# 1

P. 01/02

FAX TRANSMISSION



TO V. D. Westphal  
 COMPANY \_\_\_\_\_ VERIFY (Y/N)  
 PHONE # \_\_\_\_\_ FAX # 380-5679  
 FROM Mark Bear # PAGES 21  
 PHONE # 380-6419 FAX # 380-6290



Kallium Ltd.

2345 Waukegan Road, Suite E-200

Dannockburn, Illinois 60015-5516

847.607.3000

May 8, 1997

Mr. Vernon A. Williams  
 Secretary  
 Surface Transportation Board  
 STB Finance Docket No. 33388  
 1925 K Street, N.W.  
 Washington, D.C. 20423-0001

VERIFIED STATEMENT OF L. L. SHOEMAKE

IMC KALIUM LTD.

My name is Larry Shoemake, and I am Vice President, Logistics of IMC Kallium Ltd. I have held my present position for five (5) years. My duties include managing and directing all transportation, warehousing, traffic and fleet activities for the company.

IMC Kallium Ltd. is a manufacturer and seller of potassium chloride and sodium chloride. We have facilities located at Estahazy, Colonsay, and Belle Plaine, Saskatchewan; Carlsbad, NM; and Hershey, MI. During 1996, we shipped over 6 million tons of product from these origins. These facilities are presently served by CP, CN and BNSF railroads. We sell to customers located throughout the United States and Canada. Those customers are located on various rail lines.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier.

In addition, we are looking forward to experiencing the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide increase market penetration to areas in which we have been unable to compete adequately.

639

MAY -21' 97 (WED) 06:35

P. 002

SENT BY: CSX RLTY/CHGO SALES ; 5-15-97 ; 1:42PM ;  
MAY-15-97 THU 01:30 PM IMC KALIAM LTD

OAK BROOK, IL  
FAX NO. 1 847 807 3535

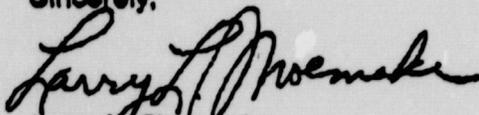
# 2  
P. 02/02

Finally, we would support the speediest review which could be conducted by the STB in this case. Service continues to deteriorate on the Conrail as these proceedings drag on.

To summarize, we believe that approval of the joint application of NS and CSX to acquire Conrail should be approved by the STB.

I, Larry Shoemake, 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 on May 8, 1997.

Sincerely,



Larry V. Shoemake  
V.P. Logistics

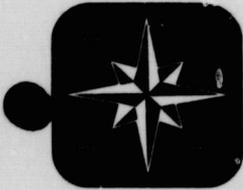
LLS:kg

cc: F. Moczulewski, NS  
M. Marlowe, CSX

640

MAY 21 '97 7:42

PAGE. 002



## Imeson Distribution Center Inc.

560 Heckscher Drive • Jacksonville, Florida 32226  
(904) 751-5500 • FAX (904) 751-5508

May 11, 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th and Constitution Ave., N.W.  
Washington, D.C. 20423

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

Dear Secretary Williams:

My name is Dave Easton, and I am with Imeson Distributors in Jacksonville, Florida. For the past 14 years, Imeson has been warehouse for products from paper to beans to lumber, moving more than 300 railcars of products each year. I am writing the Surface Transportation Board on behalf of our company in support of the sale of Conrail to CSX and Norfolk Southern.

At present, our company ships via CSX, while also using truck transport in many instances. East Coast transport is far less reliable and far less economical than transport in the western U.S. The sale of Conrail to CSX and NS would transform our transportation options, for at least three key reasons:

**Market Reach.** As a distributor, we are the classic middleman in the chain from producer to retailer. We can't win customers unless we can reach them -- and offer them reliable delivery without delay. The sale of Conrail to CSX and NS will make rail service more rational, giving us more access to more markets than we have today.

**More Rational Routes.** The sale of Conrail will also eliminate many of the unnecessary transfers for rail cars moving up or down the East Coast, particularly through the New Jersey/New York area, where Conrail's bottleneck creates problems. Selling off the Conrail lines to CSX and NS is going to make one of our biggest migraines vanish overnight.

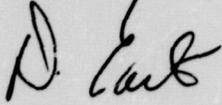
**Improved competition.** With the new direct routes made possible by the Conrail sale, we'll also see more competition between rail and truck transport. It's free market economics at its finest: Options go up, costs go down. That's not just good for our company, it's good for all of us as consumers who don't need to pay high transport costs hidden in every product we buy.

For these reasons, I urge the STB to make every effort to approve the sale of Conrail to CSX and Norfolk Southern as soon as possible.

I, Dave Easton, 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 11th day of May, 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read "D. Easton".

Dave Easton



3111 West 167th Street, Hazel Crest, Illinois 60429 . (708) 225-2400 . Fax (708) 225-2307

May 27, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, DC 20423-001

**RE: Verified Statement of In-Terminal Services Corporation  
Finance Docket No. 33388**

Dear Mr. Williams:

My name is Thomas J. Stangl, and I am Vice President of In-Terminal Services Corporation ("ITS"). I have held my position for 9 years and have been with the company for 13 years. My current position includes overseeing facility operations.

In-Terminal Services Corporation is a leading provider of intermodal terminal operating services. We provide these services at 50 plus locations across the country for most of the major class I railroads.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and price is non-competitive. While there may have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

Mr. Vernon Williams  
May 27, 1997  
Page two (2)

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitment to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Thomas J. Stangl, 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 on May 27, 1997.

Sincerely,

  
Thomas J. Stangl  
Vice President

TJS/cab



CONTAINER USA LTD.  
12765 WEST FOREST HILL BLVD.  
SUITE 1316  
WELLINGTON, FL 33414

(407) 791-4544

FAX: (407) 791-4550

VERIFIED STATEMENT OF CHET A. BIERNAT

INCON CONTAINER USA LTD.

FINANCE DOCKET NO. 33388

MY NAME IS CHET A. BIERNAT, AND I AM PRESIDENT OF INCON CONTAINER USA LTD., LOCATED AT 12765 WEST FOREST HILL BLVD., SUITE 1316, WELLINGTON, FLA. 33414. MY DUTIES INCLUDE THE TRANSPORTATION OF FREIGHT IN INTERMODAL SERVICE VIA RAIL AND TRUCK WITHIN THE 48 STATES AND CANADA AND MEXICO.

INCON CONTAINER USA LTD. IS A THIRD PARTY INTERMODAL SHIPPER AGENT SHIPPING FULL LOADS OF TRAILERS AND CONTAINERS THROUGHOUT ALL PARTS OF NORTH AMERICA AND IN SPECIFIC WITHIN THE NORTHEAST.

IT IS MY UNDERSTANDING THAT CSX AND NS INTEND TO FILE AN APPLICATION TO CONTROL CONRAIL, AND TO DIVIDE AND OPERATE ITS ROUTES AS PART OF THEIR EXISTING SYSTEMS. I ALSO UNDERSTAND THAT A KEY ELEMENT OF THE NS PLAN IS IMPROVE AND EXPANDED INTERMODAL AND MULTIMODAL SERVICES. EXTENDED NS INTERMODAL SERVICE WILL HELP TO MEET OUT TRANSPORTATION NEEDS THROUGHOUT THE TERRITORY NOW SERVED BY CONRAIL. OPENING CONRAIL MARKETS TO SERVICE BY TWO RAIL CARRIERS OF COMPARABLE SIZE AND SCOPE, EACH WITH ITS OWN TRACKS AND TERMINALS, WILL OFFER US THE ADVANTAGES OF COMPETITIVE SERVICE AND PRICING WITHOUT FRAGMENTING THE MARKET AND HURTING SERVICE. FOR TOO LONG, CUSTOMERS WHICH SHIP OR RECEIVE PRODUCT INTO AND OUT OF THE NORTHEAST HAVE HAD THE SERVICE OF ONLY ONE RAIL CARRIER. AND AS IS THE CASE WHEN ONLY ONE COMPANY IS ABLE TO OPERATE IN A PARTICULAR MARKET, SERVICE SUFFERS AND THE PRICE IS NON-COMPETITIVE. WHILE THERE MAY HAVE BEEN AN HISTORICAL REASON FOR INSULATING NORTHEASTERN RAILROADING FROM COMPETITION, THAT TIME IS PAST, AND IT IS TIME FOR CUSTOMERS INTERESTED IN THIS MARKET TO HAVE SERVICE BY MORE THAN ONE RAIL CARRIER WHICH OWNS ITS FACILITIES. AND, THE RAIL CARRIERS WHICH WILL COMPETE IN THE NORTHEAST SHOULD NOT BE JUST ANY RAIL CARRIERS. THEY MUST BE CARRIERS WHICH ARE OF COMPARABLE SIZE AND SCOPE, AND PROVIDE A COMPETITIVE SERVICE.

TO SUMMARIZE, WE BELIEVE THAT APPROVAL OF THE APPLICATION OF CSX AND NS TO ACQUIRE CONRAIL SHOULD BE APPROVED BY THE STB.

I, CHET A. BIERNAT, 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 ON THIS 28TH DAY OF MAY, 1997.

SINCERELY,  
*Chet A. Biernat*  
CHET A. BIERNAT  
PRESIDENT,

645

# **INDEPENDENCE TIRE** **INC**

**PARTNERS IN PROGRESS**

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

**VERIFIED STATEMENT OF**  
**Independence Tire, Inc.**  
**FINANCE DOCKET NO. 33388**

May 30, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

My name is John Kuklica and I am Vice President of Independence Tire, Inc. I have held my present position for 17 years. Independence Tire, Inc. sales and services work on tires for cranes. We work with NS at the Norfolk, VA Intermodal facility.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

525 Central Drive • Virginia Beach, Virginia 23454 • (804) 463-4700 • Fax (804) 463-9768

Retread Division

Moyock, North Carolina

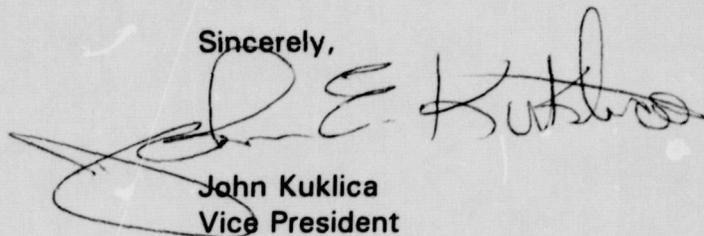
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Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, John Kuklica 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 on May 30, 1997.

Sincerely,

A handwritten signature in black ink, appearing to read "John E. Kuklica", written over a large, stylized scribble.

John Kuklica  
Vice President  
Independence Tire, Inc.

**VERIFIED STATEMENT OF  
Gregory M. Gilbert  
on behalf of  
INDEPENDENT DISPATCH, INC.  
STB Finance Docket No. 33388**

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly.

**Background.**

I am Greg Gilbert, Director-Intermodal Services of Independent Dispatch, Inc. IDI is located in Portland, Oregon. I am responsible for the sales, marketing, and operational efforts of IDI's intermodal division. I have been in my current position since 1995 and have worked in the transportation field for nine years.

Independent Dispatch, Inc. is an intermodal marketing company, freight forwarder and motor carrier.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. IDI moves approximately 20,000 loads annually by rail throughout North America. The joint acquisition of Conrail will be in IDI's best interest since the enhanced CSX system would be capable of providing a complete competitive intermodal product with associated efficiencies.

We strongly urge the Board to approve this application for the reasons detailed below:

1. We believe that the joint acquisition of Conrail will produce better service and more competitive rates. We expect the joint acquisition to result in a more efficient system with more opportunities to triangulate, thereby allowing for more efficient equipment utilization.

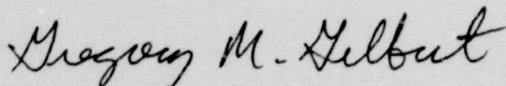
2. We also anticipate that the joint acquisition will result in expanded markets with an increased number of destinations and origins available. This benefit is important to IDI because the enhanced CSX system will allow us more flexibility to expand our market reach into the Northeast.

3. We expect increased competitive access to ports in the New York and New Jersey areas.

4. We are convinced that the joint acquisition of Conrail will result in more intermodal service land options, which, in turn, will benefit all the shippers that rely on rail. The enhanced CSX system will be able to achieve greater operational and terminal efficiencies. The acquisition will promote more long term capital investment and ensure that rail service grows into the future. These developments are critically important to all freight shippers.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of transportation options in the East.

I, Gregory M. Gilbert, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 13th of May, 1997.



Gregory M. Gilbert  
INDEPENDENT DISPATCH, INC.



## **INDEPENDENT DISPATCH, INC.**

---

214 N.E. MIDDLEFIELD ROAD • PORTLAND, OR 97211-1299  
(503) 285-4251 • FAX (503) 285-4035

May 13, 1997

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

### **VERIFIED STATEMENT OF Gregory M. Gilbert**

**INDEPENDENT DISPATCH, INC.**

**FINANCE DOCKET NO. 33388**

My name is Gregory M. Gilbert, and I am Director-Intermodal Services of Independent Dispatch, Inc., Portland, Oregon. I have held my present position for 2 years. My duties include leading Independent Dispatch, Inc.'s intermodal sales, marketing, and operational efforts.

Independent Dispatch, Inc. is a intermodal marketing company and freight forwarder. We ship intermodal traffic throughout the United States, Canada, and Mexico. The NS services the Southeast and Mid Atlantic lanes, as well as Buffalo and Albany, NY lanes, while CR serves the mainly the Mid-Atlantic and New England lanes, and CSX services the Southeast and Mid Atlantic lanes, including Little Ferry, NJ. During 1996, we shipped 3700 containers/trailers within these lanes.

It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal services. Extended NS intermodal service will help to meet our transportation needs throughout the territory now served by Conrail. Opening Conrail markets to service by two rail carriers of comparable size and scope, each with its own tracks and terminals, will offer us the advantages of competitive service and pricing without fragmenting the market and hurting service. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating

northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

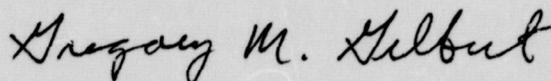
In addition to the competitive reasons stated above, my company would welcome the extension of NS service into the northeast. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of CSX and NS to acquire Conrail should be approved by the STB.

I, Greg Gilbert, 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 on May 13, 1997.

Sincerely,

INDEPENDENT DISPATCH, INC.



Gregory M. Gilbert  
Director-Intermodal Services

**Indiana Packing  
& Processing Company**

April 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423

**VERIFIED STATEMENT**

RE: Proposed CSX/NS/Conrail Transaction  
STB Finance Docket No. 33388

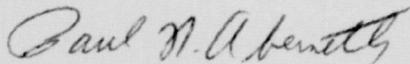
Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Paul W. Abernethy, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 29 day of April, 1997.



Paul W. Abernethy  
Plant Manager  
Indiana Packing & Processing Co.

Corporate Offices:  
Feralloy Corporation  
8755 W. Higgins Rd., Suite 970  
Chicago, IL 60631  
Tel: (312) 380-1500

I.P.P.C.  
6600 U.S. Highway 12  
Portage, IN 46368  
Tel: (219) 787-8889  
Fax: (219) 787-8834

**IMP**

INCORPORATED

P O Box 578

Lyman, SC 29365

Ph. 864-439-7039

Fax: 864-421-9831

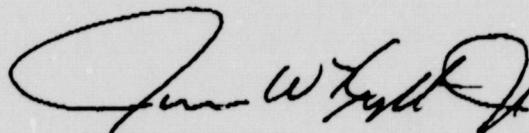
May 12, 1997

VERIFIED STATEMENT ON BEHALF OF  
INDUSTRIAL METAL PROCESSING, INC.  
STB FINANCE DOCKET NO. 33220

We endorse and support the approval of the joint  
acquisition of Conrail by CSX and NS.

As a shipper using both rail and trucks, we feel this  
transaction would vastly improve our market  
opportunities in other regions and promote a more  
competitive rate than we currently have available.

I, James W. Knight, 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 12th day of May,  
1997.



James W. Knight  
President

653



Verified Statement of  
John P. Ryan  
INET Logistics, Inc.

My name is John P. Ryan and I am Executive Vice President of INET Logistics, Inc. at 1111 Plaza Drive, Schaumburg, IL 60173. I have held my present position for one (1) year. My duties include overall management of the INET service center, dealing with all agent and customers involved in Intermodal and Brokerage.

INET is an intermodal IMC and Broker, license #MC311816B and has contractual agreements with all major railroads and water carriers engaged in intermodal transportation.

Since October 1996 (when INET was founded) we have shipped approximately 800 intermodal containers through December 1996. We use CSX, NS, and CR to the east and southeast as well as CRail to the northeast.

My understanding of the merger is that competition will continue through the Southern routes, but will be more limited or restricted into the Northeast. INET prefers, that at least two carriers share the Eastern market in order to preserve the competitive nature of the NS and CSX. For entirely too long, competition was restricted for historical reasons in the East but the reasons for these restriction are not now applicable.

I would welcome the head to head competition in all the territories of CR in order to promote healthy competitive prices and service.

To summarize, we believe that approval of the application of CSX and the NS to acquire Conrail should be approved by the Surface Transportation Board.

I, John P. Ryan, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed on May 27, 1997

Sincerely,

John P. Ryan  
Executive Vice President  
INET Logistics, Inc.

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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FINANCE DOCKET NO. 33388

---

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

--CONTROL AND OPERATING LEASE/AGREEMENT--

CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION

---

VERIFIED SUPPORT STATEMENT OF  
INLAND PAPERBOARD AND PACKAGING, INC  
INDIANAPOLIS, INDIANA

---

by: Donald A. Welch  
Inland Paperboard and Packaging, Inc  
4030 Vincennes Road  
Indianapolis, IN 46268

May 2, 1997

### VERIFIED STATEMENT

My name is Donald A. Welch. I am General Manager-Logistics for Inland Paperboard and Packaging, Inc. I have been employed with Inland Paperboard and Packaging, Inc. for nine years. My transportation experience totals over twenty years.

My business address is: Inland Paperboard and Packaging, Inc., 4030 Vincennes Road, Indianapolis, Indiana 46268.

Inland Paperboard and Packaging, Inc. is a vertically integrated paper products company with eight mills, forty corrugated container plants and twenty two warehouses throughout the United States. We produce kraft linerboard and medium at our mills, and various corrugated packaging containers and trays at our plants. Our net sales for 1996 exceeded 2.3 billion dollars and our total transportation costs were over 180 million dollars. Our products are marketed throughout the United States, Canada, Mexico, Europe and Asia, and rail shipments account for 35% of our total freight movements.

Inland Paperboard and Packaging supports the proposed acquisition of Conrail Inc. and the Consolidated Railway Corporation by the CSX Corporation and CSX Transportation, Inc. and the Norfolk Southern Corporation and Norfolk Southern Railway Corporation. The acquisition will allow single line pricing efficiencies to many of our Conrail-sited plants, and yield shorter delivery times. We believe that the acquisition will increase the equipment supply available for our facilities, and allow us to move more tonnage by rail in the Eastern United States. This is our preference due to price and volume parameters.

Inland Paperboard and Packaging, Inc. feels this acquisition will be very beneficial to industry in general and our company in particular. The economies of scale realized by both the NS and CSX will produce operating and competitive efficiencies that will enhance rail as a viable mode of transportation in the entire Eastern United States. We respectfully urge the Surface Transportation Board to approve the above mentioned Control and Operating Lease agreements.

I am authorized to submit this statement on behalf of Inland Paperboard and Packaging, Inc. in support of the approval of Finance Docket No. 33388.

Respectfully submitted,



Donald A. Welch  
General Manager-Logistics  
Inland Paperboard and Packaging, Inc.

**VERIFICATION**

County of Marion     )  
                                  )  ss  
State of Indiana     )

Donald A. Welch, being duly sworn, deposes and says he read the foregoing statement, knows the contents thereof, and that the same are true as stated.

*Donald Welch*

\_\_\_\_\_  
Donald A. Welch

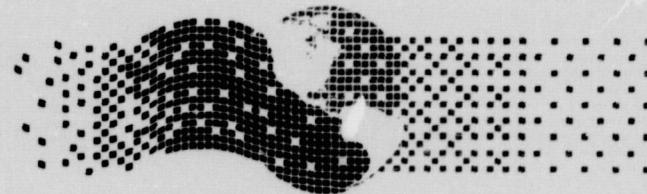
Subscribed and sworn to before me this 2nd day of May, 1997.

*Elaine E. Gray*  
\_\_\_\_\_  
Notary Public

My Commission expires

ELAINE E GRAY  
NOTARY PUBLIC STATE OF INDIANA  
MARION COUNTY  
MY COMMISSION EXPIRES AUG. 4, 1997

9400 Pelham Rd.  
Taylor, Michigan  
48180-3852



## Innovative Logistics Group

(313) 295-1531  
800 523-9280  
Fax (313) 291-1277

VERIFIED STATEMENT ON BEHALF OF  
INNOVATIVE LOGISTICS GROUP, INC. (ILG)

STB Finance Docket No. 33348

May 27, 1997

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423-0001

Dear Mr. Williams:

My name is Norman S. Klein. I am the president of Innovative Logistics Group, Inc. (ILG), 9400 Pelham Road, Taylor, MI 48180-3952. I am 39 years old and I have been involved in various facets of surface transportation for the past 15+ years. I came up the ranks from a mechanic's helper, forklift operator and then dispatcher. I have been involved in both the long-haul and regional traffic including strategically located freight pooling and redistribution operations where redistribution is accomplished as a truckload or a box-car load per destination. I am now holding the logistical end of transportation where I am involved in a nutshell to cover the most territory in the least amount of travel while maintaining time-windows for each pickup and/or delivery. It's challenging.

Now I am given to understand the both CSX and NS has an application before the STB to acquire and split Conrail and amalgamate routes in their own respective territories. I am being informed it will foster competition and improve multimodal services.

An expansion of the NS intermodal service will help meet our customer s' transportation needs in territory presently being serviced by Conrail as it will open Conrail markets to be serviced by two rail carriers of about equal caliber and talent. We believe it will provide competitive service without sacrificing quality. We are convinced there are definite advantages to this proposed split of Conrail's territory. ILG endorses the extension of NS services into the Northeast. NS' capital investment in its intermodal facilities and service are will known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS' commitment to safety as evidenced in their continued success in winning the Harriman Award.

This statement is written as our endorsement of the application of NS and CSX to acquire Conrail and divide the territory to the ultimate benefit of the shipping public.

I, Norman S. Klein, 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 on 27<sup>th</sup> day of May, 1997 at Taylor, MI.

Sincerely,

Norman S. Klein  
President

April 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction  
STB Finance Docket No. 33388

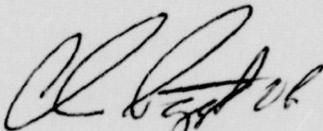
Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Charles Piggot, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 28<sup>th</sup> day of April, 1997.



Charles Piggot  
Vice President  
Integrated Tire



**INTEGRITY COAL SALES, INC.**

490 Wheeler Road · Suite 165M · Hauppauge, NY 11788

(516) 582 - 6340 · (516) 582 - 6362

Fax: (516) 582 - 6364

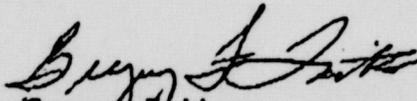
May 13, 1997

Surface Transportation Board  
1201 Constitution Avenue  
Washington, D.C. 20423

RE: Proposed CSX - NS Acquisition of Conrail

I would like to express our support for the pending CSX/NS acquisition of Conrail. We currently utilize the lines of these carriers for coal transshipment to domestic receivers as well as international receivers. We strongly urge that the STB view the proposal favorable as we feel this will create two CLASS 1 railroads, as opposed to one monopolistic carrier, which will generate competition and will aid transshipping companies such as ourselves.

Sincerely yours,

  
Gregory F. Licata  
President

GFL/rb



**INTEPLAST CORPORATION**

Amtopp Corporation  
World-Pak Corporation  
Integrated Bagging Systems Corporation

Corporate Address:  
9 Peach Tree Hill Road  
Livingston, New Jersey 07039  
Tel: 201-994-8000, Fax: 201-716-7298, 716-7338

May 15, 1997

Mr. Vernon A. William  
Secretary  
Surface Transportation Board  
STB Finance Docket 33388  
1925 K Street, N.W.  
Washington, D.C. 20423 - 0011

**Subject:** CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements - Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket # 33388

**Verified Statement of Hector B. Santiago**

Dear Mr. William:

I am the Traffic Manager for the INTEPLAST GROUP, Amtopp Corp., Integrated Bagging System Corp., Worldpak Corp., and I have held that position for one year. I am responsible for all transportation including rail and truckload shipments.

Inteplast ships and receives chemicals, intermediates, and plastics, via truck and rail. We have a manufacturing facility at Lolita, TX which is served by the UP Railroad. We also ship to various NS destinations. During 1996 we shipped/received 2320 carloads from/to these destinations/origins. We also ship to CSXT destinations in the Northeast.

It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service will help to meet our transportation needs throughout the territory now served by Conrail. Opening Conrail markets to service by two rail carriers of comparable size and scope, each with its own tracks and terminals, will offer us the advantages of competitive service and pricing without fragmenting the market and hurting service. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

Page 2 Letter to Mr. Vernon A. William

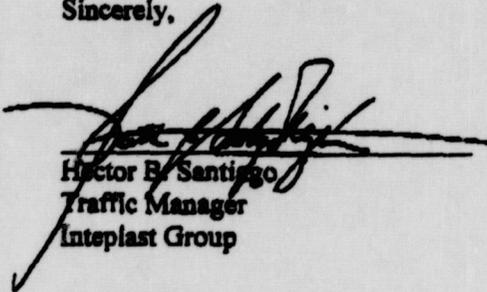
In addition to the competitive reasons stated above, Inteplast would welcome the extension of NS service into the northeast. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

The Norfolk Southern Railroad has provided Inteplast with reliable and competitive service and we are enthusiastic about the potential for new or improved access to markets and improved service offering that this merger can provide.

For these reasons, we believe that the proposed acquisition will provide significant benefits to shippers and will enhance competition. We therefore strongly support the merger in this proceedings.

I, Hector B. Santiago, 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 on May 15, 1997.

Sincerely,



Hector B. Santiago  
Traffic Manager  
Inteplast Group

663

TOTAL P.02



**Inter-Rail Transport, Inc.** 115 Lawyers Row/Centreville, Maryland 21617/(410) 758-2893

May 8, 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th & Constitution Ave., N.W.  
Washington, D.C. 20423

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

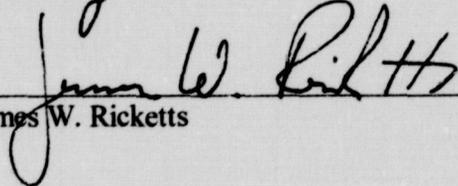
Dear Secretary Williams:

My name is James W. Ricketts. I am President and Owner of Inter-Rail Transport, Inc. in Centreville, Maryland. My office address is 115 Lawyers Row, Centreville, MD 21617. Inter-Rail Transport, Inc. is a service contractor to the railroad industry. Specifically, we load and unload vehicles on and off railcars. In addition, we perform miscellaneous services and repair work for the railroads. My company has been in existence in this capacity for 18 years. I am writing to offer Inter-Rail's strong support for the CSX and Norfolk Southern application to acquire Conrail and to urge the Board approve it promptly.

Inter-Rail Transport, Inc. currently operates 28 facilities around the country loading, unloading, and prepping railcars. The vehicles we unload are picked up by truckers, and, in turn, taken to dealerships to be sold. Last year we processed 2.4 million vehicles at our sites including 11 sites where we perform services for CSX or it's subsidiary, TDSI.

I, James W. Ricketts, 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 9<sup>th</sup> day of May, 1997

  
James W. Ricketts



**INTERDOM PARTNERS, LTD.**  
**"The Independent Stack Train Service"**

11800 S. 75th Ave. • Suite 2N • Palos Heights, IL 60463 • (800) 935-0851 • Fax (800) 935-5385

May 27, 1997

Mr. Vernon A. Williams  
Secretary Surface Transportation Board  
S.T.B. Finance Docket No. 33388  
1925 K Street Northwest  
Washington, DC 20423-0001

**Verified Statement of Interdom Partners, LTD. Finance Docket  
No. 33388**

Dear Mr. Williams,

My name is Steven R. Kranz, and I am the Vice President of Business Development for Interdom Partners, Ltd. Our corporate headquarters is located at 11800 S. 75th Ave. Palos Heights, Il. 60463. I have been an officer of Interdom for nearly 10 years. In the past 10 years I have actively solicited intermodal business from IMC's, Freight Forwarders, Brokers, and Steam Ship lines. Our company has been successful in securing some 60,000+ loads of intermodal cargos per annum. Our success can be attributed to our sales efforts and our strong relationships with rail carriers. I also participate directly with our President in the negotiations of various rail contracts.

Interdom Partners, LTD. is a Stack Operator which wholesales rail services and logistics to Intermodal Marketing Companies and companies performing Steam ship related business. Due to the wide variances of our customer needs Interdom Partners, LTD. provides inland services to/from all major ports in the U.S. It is vital for our firm to be able to offer our customers the opportunity to compete from all load and discharge ports. Interdom imports/exports @ 25,000 loads to/from the major West Coast Ports (LA, Oakland, Seattle, and Portland). Interdom also tenders 12,000 loads to the Conrail mainly through the port of New York, 5,000 loads to CSX mainly through Baltimore, and 5,000 to NS mainly through Norfolk. We also ship additional tonnages with the aforementioned carriers to provide jointline rates ie. Houston to/from Garden city, Ga.

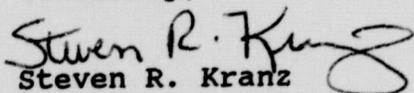
It is imperative to our future that Interdom has options to provide to our customers to get to/from the various load/discharge ports. It is my understanding that CSX and NS intend to file an application to take control of the Conrail system, and to divide and operate its routes as part of their existing systems. It is also my understanding that the NS plans to expand and improve the intermodal services currently provided by Conrail. Extended NS intermodal service will help Interdom's needs throughout the territory now served by Conrail. It has been Interdom's experience that those regions of the country that are served by two class 1 railroads, ie. California with the BNSF and the UP, offer the most reliable service with the most competitive pricing. Competition between rail carriers helps provide a well needed checks and balance system. It has been too long that customers which ship or receive product into and out of the Northeast have had only one viable intermodal option. We understood that there once was a need to insulate the Northeast from competition to insure a reliable rail service, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which has a vested interest in its own facilities. It is important to insure a competitive marketplace in the Northeast that there are two class 1 railroads competing for similar business.

Over and above the results of competition, Interdom welcomes the presence of a quality carrier such as the Norfolk Southern to compete for our business in the Northeast. The NS has a proven track record of providing a safe and reliable service. The NS has a history of providing capital improvements to maintain an efficient rail service, this is demonstrated in the way they run their current rail operations.

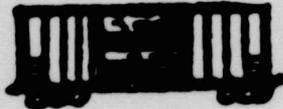
To summarize, we believe that approval of the application of CSX and NS to acquire Conrail should be approved by the STB.

I, Steven R. Kranz, 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 on May 27, 1997.

Sincerely,

  
Steven R. Kranz  
V.P. Business Development  
Interdom Partners, Ltd.

**I**ntermodal  
**B**oxcar  
**T**ransfer



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

**VERIFIED STATEMENT OF**  
**Intermodal Boxcar Transfer**  
**FINANCE DOCKET NO. 33388**

May 27, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K. Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams,

My name is Thomas Arcidiacono, and I am President of Intermodal Boxcar Transfer, 303 McCall, Houston, Texas 77220-5376. I have held my present position for 10 years. My duties include Warehousing and Drayage for various customers in Houston, TX and New Orleans, LA.

Intermodal Boxcar Transfer is a warehousing and drayage company. We work with NS as the following location: New Orleans, LA. In addition, we work with CSX at New Orleans, LA.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

667

303 McCall  
P. O. Box 15376

Houston, TX 77220-5376

713-225-6545  
Fax 225-6352

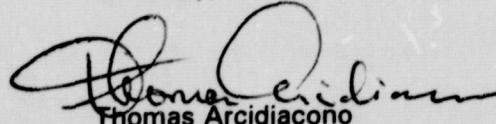
Page 2  
Support-I.B.T.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

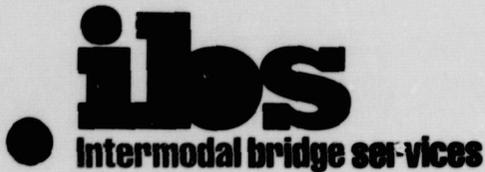
To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Thomas Arcidiacono, 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 on May 27, 1997.

Sincerely,



Thomas Arcidiacono  
President  
Intermodal Boxcar Transfer



May 22, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K. Street, N.W.  
Washington, DC 20423-0001

**VERIFIED STATEMENT OF**

**Intermodal Bridge Services Inc**

**FINANCE DOCKET NO. 33388**

Dear Mr. Williams

This letter is to express the view point of Intermodal Bridge Services Inc (IBS) in regards to the Norfolk Southern's and CSX's application to control Conrail and divide and operate existing routes as part of their own system. As Vice President and Representative of IBS we are strongly in favor of a swift process and decision to allow such a transformation to take place. We fully recognize the benefits that will result and would like to convey our desire to take advantage of them at the earliest.

Intermodal Bridge Services Inc, is a U.S. based corporation and wholly owned subsidiary of COSCO Americas Inc, which represents China Ocean Shipping Company (COSCO) a steamship company with container liner service calling U.S. ports of Long Beach, Oakland, Seattle, New York, Baltimore, Norfolk and Charleston. IBS an intermodal transportation company represents COSCO on all matters pertaining to inland transportation in the U.S. During 1996 we shipped over 100,000 containers on the railroad utilizing the services of the Union Pacific/SP, Burlington Northern Santa Fe, CSX, Conrail and the Norfolk Southern. As such we take a great interest in the development of the railroad industry and how it effect our business.

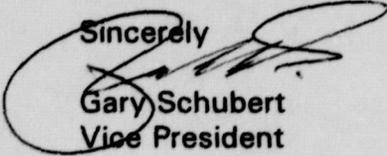
In support of CSX and NS desire to acquire Conrail's routings, we feel that steps will be taken by both parties to improve and expand intermodal services which will have a direct benefit to COSCO in the corridor now serviced by Conrail. Opening Conrail markets to the NS and CSX, two carriers of comparable size and resources, will offer us the advantage of competitive service and price without upper hand control by a single carrier. For too long this has been the case with Conrail's monopolistic control over a corridor which avoided fair competition and the interest of the customer.

In addition to the competitive reasons stated above, my company would welcome the extension of NS and CSX service in the northeast. The capital investment by both companies in its intermodal facilities and service is well know through the industry. We anticipated that their belief and dedication to quality service will carrier over to the territory soon to be vacated by Conrail.

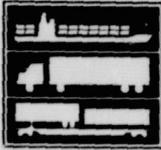
As a nation with a foundation based on the principles of competition and fair business practices we call upon the Service Transportation Board to support our cause and act quickly as possible to review and grant permission to the NS and CSX application to acquire conrail's system.

I, Gary Schubert, 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 on May 22, 1997

Sincerely



Gary Schubert  
Vice President



**Intermodal  
Container  
Logistics**

1340 Depot Street • Suite 104 • Cleveland, Ohio 44116

Phone: 216-333-2394 • 800-959-2121

Fax: 216-333-2028

May 20, 1997

**VERIFIED STATEMENT OF  
INTERMODAL CONTAINER LOGISTICS  
FINANCE DOCKET NO. 33388**

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, NW  
Washington, DC 20423-0001

Dear Mr. Williams:

My Name is Russel A. Graef, and I am the Senior Vice President of Intermodal Container Logistics located at 1340 Depot St., Suite 104; Cleveland, OH 44116. I have held my position for five (5) years. My duties include the procurement and management of rail and intermodal transportation services on behalf of our customers.

Intermodal Container Logistics is a Global Logistics Company specializing in the inbound transportation of international container shipments. We ship intermodal traffic in the following lanes throughout the United States: to and from all ports in North America but with concentration linking the Atlantic Seaports to the interior United States. NS serves the Norfolk and Southern lanes, while CR serves the NY/NJ lanes, and CSX serves none of our lanes. During 1997, we shipped 6,000 containers/trailers within these lanes.

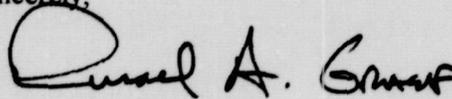
It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service will help to meet our transportation needs throughout the territory now served by Conrail. Opening Conrail markets to service by two carriers of comparable size and scope, each with its own tracks and terminals, will offer us the advantages of competitive service and pricing without fragmenting the market and hurting service. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating Northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which own its facilities. And, the rail carriers which will compete in the Northeast should not just be any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

In addition to the competitive reasons stated on the previous page, my company would welcome the extension of NS service into the Northeast. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of CSX and NS to acquire Conrail should be approved by the STD.

I, Russel A. Graef, 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 on May 20, 1997.

Sincerely,



Russel A. Graef  
Senior Vice President  
Intermodal Container Logistics

RCC:ams

**INTERMODAL**  
CONTAINER SYSTEMS

6301 East Mount Houston Road  
Houston, Texas 77050

P. O. Box 15344  
Houston, Texas 77220

Tel: 281/449-1066  
Fax: 281/449-1058

**VERIFIED STATEMENT OF  
INTERMODAL CONTAINER SYSTEMS  
HOUSTON, TEXAS  
FINANCE DOCKET NO. 33388**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

May 19, 1997

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

My name is David A. Meyer and for the past seven (7) years I have been employed with Intermodal Container Systems as the Operations Manager. I am responsible for operations/logistics planning and implementation inclusive of all traffic services which include rail, truck, air and water.

Intermodal Container Systems is a privately owned, asset based intermodal company providing our customers with a highly specific service. The service we provide is quite unique and totally dependent on the intermodal service network with rail transport a key element in allowing us to maintain a competitive posture. We work directly with the Norfolk Southern Rail in various locations such as New Orleans LA, Charlotte NC, Norfolk VA, Knoxville TN, Atlanta GA, Detroit MI, Buffalo NY, Cincinnati, Columbus and Cleveland OH. We utilize the services of the CSX Rail into and out of the Philadelphia area. In addition we work with the Union Pacific into and out of the Houston area as well as the Burlington Northern/Santa Fe involving intermodal shipments to and from the west coast, eastward.

Based on our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There has always been, and continues to be, a desperate need for competition in the territory served by Conrail and for two

**INTERMODAL**  
CONTAINER SYSTEMS

6301 East Mount Houston Road  
Houston, Texas 77050

P. O. Box 15344  
Houston, Texas 77220

Tel: 281/449-1066  
Fax: 281/449-1058

Vernon Williams  
Page 2

competing railroads in the Northeast, operating independently, on their own track, into and out of their own facilities. Customers who ship or receive products into and out of the Northeast have been and continue to be exposed to single carrier predominance and non-competitive pricing due to Conrails' sole existence.

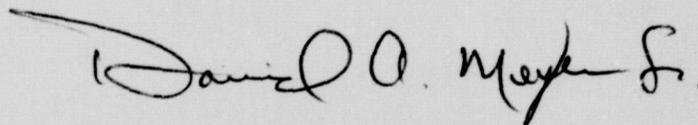
Our company, while on the rise, is not in the class of the GM, Ford, or Fortune 500 companies. However, the willingness of both the Norfolk Southern and CSX to work directly with us in developing cost effective and competitive intermodal pricing is in direct contrast with our attempted involvement with the Conrail. I believe the proposed acquisition and the incorporation of the Norfolk Southern and CSX lines will not only improve the service in the Northeast but will provide the opportunities for us and other companies such as ours who, due to the non-competitive atmosphere that has existed, have been heretofore unsuccessful.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast with two well established rail systems will promote the growth of intermodal traffic and will enhance my business as a supplier to the intermodal industry.

We believe that approval of the application of Norfolk Southern and CSX to acquire Conrail should be approved by the STB.

I, David A. Meyer Sr., 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 on May 19, 1997.

Sincerely,



David A. Meyer Sr.  
Operations Manager  
Intermodal Container Systems

FINANCE DOCKET NO. 33388

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams;

My name is W. L. Edwards, and I am President of Intermodal Inspections Inc., P. O. Box 17544, Covington, Ky. 41017. I have been in business for 12 years as an Intermodal Contractor. My duties include management of trailer inspections, verifications, tire procurement and shipping along with termination of railroad poole equipment for the Norfolk Southern Intermodal Facility at Cincinnati Ohio.

Intermodal Inspections Incorporated is an Railroad Intermodal Contractor with the duties of inspecting railroad trailers for the railroad and interfacing with various customers including truck lines, freight consolidators, steamship lines and other railroads. We work with the Norfolk Southern Railroad.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, W. L. Edwards, 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 on May 6, 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read "W. L. Edwards".

W. L. Edwards



**Intermodal  
Management  
System, LLC**

1129 Broad St., Suite 1  
Shrewsbury, N.J. 07702  
Tel: (908) 935-8400  
Fax: (908) 935-9555  
E-Mail: [IMS@IMSIRIS.COM](mailto:IMS@IMSIRIS.COM)

May 30, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Docket No. 33388  
1925 K St. N.W.  
Washington, D.C. 204423-0011

IMS conducts transportation on behalf of freight forwarders, exporters and importers. We ship intermodal traffic throughout the United States using all the major rail road companies, via rail consolidators.

It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service will help to meet our transportation needs throughout the territory now served by Conrail. Opening Conrail markets to service by two rail carriers of comparable size and scope, each with its own tracks and terminals, will offer us the advantages of competitive service and pricing without fragmenting the market and hurting service. For too long, customers who ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail



**Intermodal  
Management  
System, LLC**

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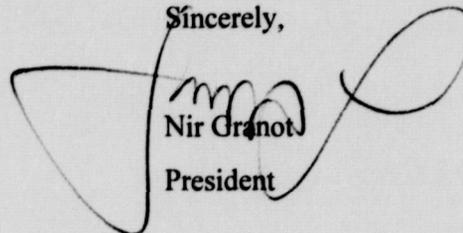
1129 Broad St., Suite 1  
Shrewsbury, N.J. 07702  
Tel: (908) 935-8400  
Fax: (908) 935-9555  
E-Mail: [IMS@IMSIRIS.COM](mailto:IMS@IMSIRIS.COM)

carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

In addition to the competitive reasons stated above, my company would welcome the extension of NS and CSX service into the northeast. Both rail road company's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of CSX and NS to acquire Conrail should be approved by the STB.

Sincerely,



Nir Granot  
President

**I** **NTERMODAL**  
**S** **SALES**  
**C** **CORPORATION**

May 30, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

I am writing this letter to strongly support the proposed joint acquisition of Conrail by CSX and NS and to urge the board to approve it for the benefit of our transportation industry.

I am President, chief executive officer and owner of Intermodal Sales Corporation which tenders several thousand container and trailers in intermodal service to all U.S. railroads, including Conrail, CSX and NS.

Having been in the transportation sector as an intermodal marketing company for 30 years, representing many small and large companies, I would strongly urge the Board to approve this application as expeditiously as possible.

We believe the joint acquisition of Conrail will produce improved service and more competitive rates. We expect the joint acquisition to result in a more efficient system with more opportunities to triangulate, thereby allowing for more efficient equipment utilization.

We also anticipate that the joint acquisition will result in expanded markets with an increased number of destinations and origins available. This benefit is important to Intermodal Sales because the enhanced CSX and NS system will allow us more flexibility to expand the intermodal market.

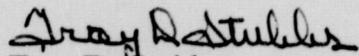
We expect increased competitive access to ports in the New York and New Jersey areas.

We are convinced that the joint acquisition of Conrail will result in more intermodal service lane options which, in turn, will benefit all the shippers that rely on rail. The enhanced CSX and NS system will be able to achieve greater operational and terminal efficiencies. The acquisition will promote more long term capital investment and ensure that rail service grows into the future. These developments are critically important to all freight shippers.

CSX and NS intermodal service will help to meet our transportation needs throughout the territory now served by Conrail. Opening Conrail markets to service by two rail carriers of comparable size and scope, each with its own tracks and terminals, will offer us the advantage of competitive service and pricing without fragmenting the market and hurting service. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

I, Troy D. Stubbs, 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 on May 30, 1997.

Sincerely,



Troy D. Stubbs

President & CEO

Intermodal Sales Corporation, Inc.

INTERMONT TERMINALS, INC.  
10910 Texland Blvd. - P.O. Box 1865  
Charlotte, N.C. 28273 - Bristol, VA 24203

(540)466-2275

Fax: (540)466-2275

May 28, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket #33388  
1925 K. Street, N.W.  
Washington, D.C. 20423-0001

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

Verified Statement on behalf of Intermont Terminals, Inc.  
Finance Docket No. 33388

I am Preston L. Martin, Treasurer of Intermont Terminals, Inc.

Our cement terminal is located in Pineville, North Carolina, and is served by Norfolk Southern. Cement is shipped to us from Chesapeake and Lone Star, Virginia. We are expecting 600 cars of cement in 1997.

We support the acquisition and division of Conrail by Norfolk Southern and CSX. Norfolk Southern has a very capable industrial development department which helped our North Carolina expansion. We are confident that the added lines could bring opportunities to companies like us.

Our company is happy with the service provided us by Norfolk Southern. Norfolk Southern is known to be the best run rail company in the country. This efficiency should help bring competitive rates to the Northeast along with good service.

Service, competitive pricing, and help with industrial development are all important to transportation customers. Norfolk Southern is the right choice to provide these services with CSX in the Northeast.

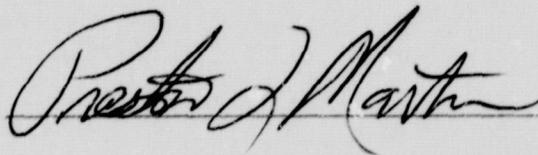
Sincerely,



Preston L. Martin, Treasurer  
Intermont Terminals, Inc.

#### VERIFICATION

I, Preston L. Martin, 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 28TH day of MAY, 1997.



---

# INTERNATIONAL CHEMICAL PROCESSORS, INC.

8800D Kelso Drive  
Baltimore, Maryland 21221  
U.S.A.

**VERIFIED STATEMENT OF**  
**Charles Patrick Vaillant**  
**on behalf of**

**International Chemical Processors, Inc.**

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

I am Charles Patrick Vaillant, President of International Chemical Processors, Inc.. ICP is located at 8800D Kelso Dr. Baltimore, MD 21221. I am responsible for all of the activities of the company. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

ICP is a small family owned and operated contract manufacturer. We do work for other large companies which supply the raw materials and market the finished products. For example, we package powders received in bulk into bags and also mix powders with water to make slurries which are shipped out in bulk.

We have used rail in the past but presently all inbound and outbound freight is by truck. We are currently negotiating for business from one customer who prefers rail to truck for outbound shipments and another who will use only rail for inbound shipments.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach east of the Mississippi. In particular, the acquisition will bring us new access to Conrail served customers who will ship their materials to us by rail for further processing and subsequent shipment to their customers.

In order to be successful in this business our costs must be low, especially in inbound bulk shipments such as can be achieved by rail.

For these reasons, International Chemical Processors, Inc. urges the Board to approve the joint application of CSX and NS.

I, Charles Patrick Vaillant, 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 15th day of April, 1997.

# INTERNATIONAL CHEMICAL PROCESSORS, INC.

8800D Kelso Drive  
Baltimore, Maryland 21221  
U.S.A.

**Mr. Vernon A. Williams, Secretary**  
Finance Docket No. 33220  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

VERIFIED STATEMENT  
OF  
Charles Patrick Vaillant  
on behalf of  
International Chemical Processors, Inc.

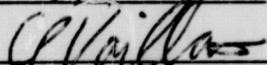
My name is Charles Patrick Vaillant. I am President of International Chemical Processors, Inc. I have worked for this company for nine years. International Chemical Processors is a contract manufacturer located at 8800D Kelso Drive Baltimore, MD 21221. The company has been in business for nine years. We are involved in blending and packaging products for our clients.

I am making this statement in support of the CSX/NS joint acquisition of Conrail. International Chemical Processors believes that this consolidation of operations will be beneficial because it will increase the number of potential clients on a single line trip basis.

It is for the reasons I have stated above, that International Chemical Processors supports the proposed joint acquisition.

I, Charles Patrick Vaillant, 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 on 5/6/97

  
Signature



**INTERNATIONAL  
FORWARDERS, INC.**

Custom House Brokers • Foreign Freight Forwarders • Cargo Concentrators

F.M.C. No. 751-R • C.H.B. No. 2837

CORPORATE OFFICE  
CHARLESTON, S.C. 29417-2428  
1350 Ashley River Road, P.O. Box 32428  
Telephone: (803) 769-7030  
FAX: (803) 769-7042

SAVANNAH, GA 31412-9027  
7 E. Congress St. Suite 501, P.O. Box 9027  
Telephone: (912) 233-9355  
FAX: (912) 233-9421

COLLEGE PARK, GA 30349  
510 Plaza Dr. Suite 1240  
Telephone: (404) 669-9755  
FAX: (404) 669-9800

WEST COLUMBIA, S.C. 29170  
101 Trade Zone Dr. Suite 5A  
Telephone: (803) 822-8344  
FAX: (803) 822-8345

CHARLOTTE, N.C. 28273  
8325-E Arrowridge Blvd.  
Telephone: (704) 357-6138  
FAX: (704) 357-6140

**VERIFIED STATEMENT OF  
INTERNATIONAL FORWARDERS, INC.  
FINANCE DOCKET NO. 33388**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington DC 20423-0001

Dear Mr. Williams:

My name is Jackson H. Daniel, Jr., and I am the president of International Forwarders, Inc. headquartered in Charleston, S.C. I have held my present position for four years.

International Forwarders, Inc. is a Customs Broker and foreign freight forwarder. We work with Norfolk Southern at the following locations: Savannah, Ga, Atlanta, Ga, and Charleston, S.C.

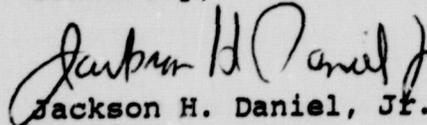
Based upon our experience in providing services and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and to divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive products through the northeast have had only one rail carrier service. As is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been historical reasons for insulating northeastern railroads from competition that time is past. It is time for customers interested in this market to have service by more than one rail carrier which owns its' facilities. The rail carriers which will compete in the northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope and provide competitive services.

Growth in the intermodal industry will benefit my company. Providing rail competition in the northeast, particularly from two competitors which have strong rail systems in the southeast, will promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. Norfolk Southern's capital investment in its' intermodal facilities and strong commitment to growth and service is well known in the industry. Further, we have been impressed with Norfolk Southern's commitment to safety as evidenced by winning the Harriman Award.

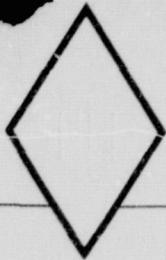
To summarize, we believe that approval of the application of Norfolk Southern and CSX to acquire Conrail should be approved by the STB.

I, Jackson H. Daniel, Jr., declare under penalty of perjury that the forgoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement executed on the 21st day of May, 1997.

Sincerely,



Jackson H. Daniel, Jr.  
President  
International Forwarders, Inc.



# INTERNATIONAL INDUSTRIES, INC.

P.O. BOX 1210 • GILBERT, WV 25621 • (304) 664-3227 • FAX 304-664-9194

May 2, 1997

Mr. Vernon A. Williams  
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 Leases/Agreements - Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388**

Dear Mr. Williams:

My name is Gary White, and I am President of International Industries, Inc. I have held my present position for five years. I am the Chief Executive Officer of the company.

Our company is engaged in coal mining, lumber production, equipment manufacturing and sales of each. We have facilities located in Mingo, McDowell, Wood, Kanawha and Wayne Counties in West Virginia, Letcher County, Kentucky and Scott County, Virginia. Two of our facilities have rail access to the CSX. The remaining facilities access to the NS. We market our products both domestically and internationally. Our customers are located on the lines of various carriers. During 1996, we shipped four and one half million tons of coal and nine million board feet of lumber by rail.

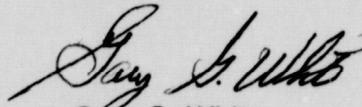
We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facilities are located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which NS proposes would be of benefit to us. With single-line service, I believe our facilities would be able to compete in these markets with other companies enjoying single-line

service into the Northeast. We have used NS for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any Conrail lines which they acquire.

Our relationship with the Norfolk Southern has been excellent and we fully expect this transaction to improve the services they provide to our facilities. We anticipate additional movements of our products by rail as a result of the new markets this transaction will allow Norfolk Southern to access.

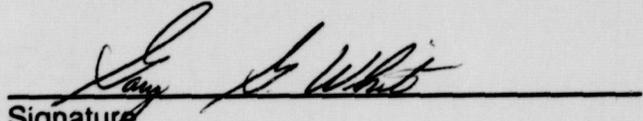
For all the reasons described above, I support the application of NS and CSX to acquire Conrail.

Sincerely,



Gary G. White  
President

I, Gary G. White, 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 on May 2, 1997.



Signature

# IMI

**International Materials, Inc.**

936 County Line Road  
Bryn Mawr, PA 19010 USA

Telephone 610-520-1980  
Telefax 610-520-1982  
Telex 497-4601

**VERIFIED STATEMENT OF INTERNATIONAL MATERIALS  
NORFOLK SOUTHERN LINES MARKET EXTENSION**

**Re: Docket #33388**

Dear Mr. Williams.

My name is Robert Walsh and I am a Trader at International Materials, Inc. (IMI) in Bryn Mawr, Pennsylvania. I am responsible for the sales and traffic of IMI's raw materials throughout the Southeastern United States.

IMI is one of the largest full service mineral and materials suppliers to the world wide cement and wallboard industry. IMI recently shipped our first cargo using the Norfolk Southern to a new client in Alabama. This business was won solely as a result of the flexibility, aggressiveness and forward thinking offered by the staff of the Norfolk Southern.

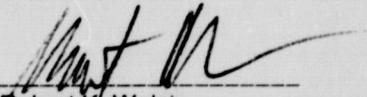
We support approval of the transaction which will allow NS and CSXT to acquire Conrail and subsequently divide its assets. We are confident that the purchase of CR lines by sound financial carriers will provide quality rail service to this area.

Sincerely,

Robert K. Walsh  
Trader  
International Materials, Inc.

**VERIFICATION**

I, Robert K. Walsh, 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 on 20 May, 1997.

  
Robert K. Walsh



VERIFIED STATEMENT OF  
Teeny Hodgson  
on behalf of  
INTERNATIONAL TOOL BOXES CORP.  
STB Finance Docket No. 33388

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly.

I am Teeny Hodgson, Customer Service Manager of International Tool Boxes. International Tool Boxes is located at 1175 Frontenac Road, Naperville, IL 60563. I am responsible for overseeing transportation requirements. I have been in my current position since February 1991 and have worked in the transportation field for six years.

International Tool Boxes is a distributor of tool boxes and is a subsidiary of SPG International Ltd., Drummondville (Quebec) Canada.

The joint acquisition of Conrail will be in International Tool Boxes best interest since the enhanced CSX system would be capable of providing a complete competitive intermodal product with associated efficiencies.

We strongly urge the Board to approve this application for the reasons detailed below:

1. We believe that the joint acquisition of Conrail will produce better service and more competitive rates. We expect the joint acquisition to result in a more efficient system with more opportunities to triangulate, thereby allowing for more efficient equipment utilization.
2. We also anticipate that the joint acquisition will result in expanded markets with an increased number of destinations and origins available. This benefit is important to International Tool Boxes because the enhanced CSX system will allow us more flexibility to expand the market reach for our entire product line.
3. We expect increased competitive access to ports in the New York and New Jersey areas.

Page 2 - continued-

4. We are convinced that the joint acquisition of Conrail will result in more intermodal service lane options, which, in turn, will benefit all the shippers that rely on rail. The enhanced CSX system will be able to achieve greater operational and terminal efficiencies. The acquisition will promote more long term capital investment and ensure that rail service grows into the future. These developments are critically important to all freight shippers.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of transportation options in the East.

I, Teeny Hodgson, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 23rd day of May, 1997.

---

Teeny Hodgson  
International Tool Boxes Corp.

## International Trading & Associates, Inc.

Post Office Box 3201 • Fort Mill, South Carolina 29715

May 13, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K. Street, NW  
Washington, DC 20423-0001

RE: 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

### VERIFIED STATEMENT OF GEORGE HICE INTERNATIONAL TRADING & ASSOCIATES, INC.

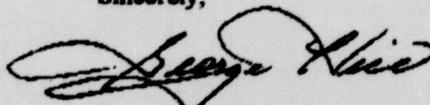
My name is George W. Hice, and I have been the CEO of International Trading & Associates, Inc. for the past four years. In addition to my administrative duties I oversee all sales and the shipment of those products, in and out of our warehouses.

International Trading & Associates, Inc. is a paper and board brokerage operation with associates located throughout the U.S., Canada, Mexico and Abroad. A large percentage of the paper products that we buy and sell are shipped to their final destinations or ports of export by rail. We would find it in our best interest to be serviced by two competing railroads in the Northeast.

I support STB approval of the joint application by which Norfolk Southern and CSX plan to acquire control of Conrail, divide assets and improve the balance of rail competition in the Northeastern U.S.

I, George W. Hice, declare under penalty of perjury that foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 13, 1997.

Sincerely,



George W. Hice, CEO  
International Trading & Associates, Inc.

(803) 548-3994 • FAX (803) 548-2266

692



**DWAYNE HOOD**  
PRESIDENT

5711 RICHARD STREET, SUITE 1  
JACKSONVILLE, FL 32216-5956  
(904) 737-0000  
FAX (904) 737-0102

VERIFIED STATEMENT OF  
INTERNATIONAL TRANSIT, INC.  
FINANCE DOCKET NO. 33388

May 28, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N. W.  
Washington, D. C. 20423-0001

Dear Mr. Williams:

My name is Dwayne Hood, and I am President of International Transit, Inc. I have held my position for six years. My duties include growing my company's intermodal drayage business.

International Transit, Inc. is a provider of intermodal drayage services as well as a provider of various other transportation services. We work with the Norfolk Southern at Cincinnati, Ohio; Atlanta, Georgia and Jacksonville, Florida.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. Further, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

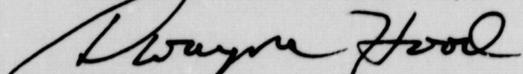
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the

Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. Norfolk Southern's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with Norfolk Southern's commitment to safety, as evidenced by its continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of Norfolk Southern and CSX to acquire Conrail should be approved by the Surface Transportation Board.

I declare that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 29, 1997.

Sincerely,  
INTERNATIONAL TRANSIT, INC.



Dwayne Hood  
President

DH/c

April 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction  
STB Finance Docket No. 33388

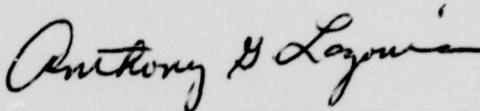
Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Anthony G. Lagonia, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 28 day of APRIL, 1997.



Anthony G. Lagonia  
Production Manager  
Interpak Terminals, Inc.



Interstate Commodities, inc.

GRAIN AND FEED INGREDIENTS

April 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction  
STB Finance Docket No. 33388

Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Victor A. Oberting, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 30th day of April 1997, 1997.

Victor A. Oberting Jr.  
President  
Interstate Commodities, Inc.

STB

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33388

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12/12



# Interstate Commodities, inc.

GRAIN AND FEED INGREDIENTS

May 13, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
925 K Street, N. W.  
Washington, DC 20423-0001

My name is Victor A. Oberting Jr. I am the responsible individual for Interstate Commodities, Inc. . My business address is 7 Madison Street Troy NY 12181. As general manager, my responsibilities include planning for rail service, negotiation of rail contracts, and arranging for carload shipments.

We have followed the Conrail story over the last several months with great interest. The solution which NS and CSX have presented to the question of "who gets Conrail" appears to be fair and equitable.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail , and then divide the assets and trackage of Conrail in the manner which has been described to me and which will be described in the joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier.

I believe two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies.

In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide increased market penetration to areas in which we been unable to compete adequately .

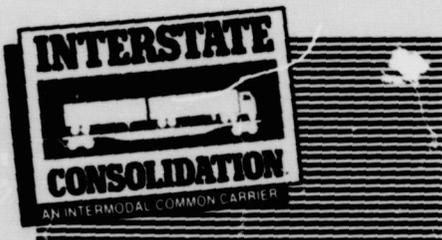
To summarize, we believe that the approval of the joint application of NS and CSX to acquire Conrail should be approved by the STB.

I, Victor A. Oberting Jr., declare under the perjury that the forgoing is true and correct. Furthermore I certify that I am qualified and authorized to file this verified statement. Executed on May 13, 1997.

Sincerely,

Victor A. Oberting Jr.  
President  
Interstate Commodities

1947 50 1997



May 15, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

VERIFIED STATEMENT OF  
**Gary L. Goldfein**  
on behalf of  
**INTERSTATE CONSOLIDATION, INC.**  
STB Finance Docket No: 33388

Please consider this letter our verified statement of support for the acquisition of Conrail jointly by CSX and Norfolk Southern Railroads.

By way of introduction Interstate Consolidation Service, Inc., is an intermodal marketing company that has been in business in Los Angeles, CA for twenty-five years. We also have locations in Chicago, IL, Oakland, CA and San Diego, CA. Affiliated companies are involved in intermodal drayage, freight consolidation and freight handling, as well as other services incidental to intermodal linehaul and property brokerage. We are an active member of the Intermodal Association of North America, Council of Logistics Management and the National Industrial Transportation League. Our prime business is as an intermodal marketing company and our 1997 budget for rail freight is \$50,000,000. This proposed acquisition is of utmost importance to our company and our future. Our company strongly supports the acquisition for reasons shown below:

1. The majority of our business moves in east/west corridors between the west coast and points Mississippi River and east, while an additional major part of our business moves between points in the Southeast and points in the Northeast as well as between points in the Southeast and the western states. The result of the combining of strong east/west and strong north/south routes with the elimination of the necessity to interchange freight at principal gateways will enhance the service offering of this intermodal service, taking valuable time out of the routes and eliminating points at which delays can occur. This will make the overall intermodal service more attractive to more shippers and thus make our business future brighter.
2. As a result of longer rail hauls into the Northeast, additional points could be served that would otherwise not offer attractive service from the standpoint of a northeastern based railroad.

**General Offices:** 5800 East Sheila Street • Los Angeles, CA 90040 • Phone: (213) 720-1771  
Post Office Box 91-1224 • Los Angeles, CA 90091  
WEB Page: <http://www.icsla.com>



3. Intermodal Terminals are heavy expense and heavy capital items in the intermodal system. With the synergism provided by the CSX-Norfolk Southern acquisition of Conrail the number of terminals necessary to serve the shipping public can be reduced, again creating a more efficient total system with better return on investment.
4. As the efficiency improves because of this acquisition the return on the investment in intermodal equipment and facilities will be enhanced, therefore, allowing these railroads to justify additional investment in intermodal equipment and technology. This will have the positive effect of allowing us to better compete to convert highway business to rail and to improve the fuel efficiency of freight transported throughout the United States.

In summary Interstate Consolidation Service, Inc., and its subsidiary corporations enthusiastically support the acquisition of Conrail by these two railroads and respectfully suggest that the Surface Transportation Board act quickly to ensure this approval is granted.

I Gary I. Goldfein declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 15th day of May 1997.

Sincerely,

INTERSTATE CONSOLIDATION SERVICE, INC.

Gary I. Goldfein  
President

CIG:GPK:ss



**Interstate Distributor Co.**

**VERIFIED STATEMENT OF  
JOHN M. CHASTEEN  
on behalf of  
INTERSTATE DISTRIBUTOR CO.  
STB Finance Docket No. 33388**

**I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly.**

**Background:**

**I am John M. Chasteen, the Director of Intermodal for Interstate Distributor Co. Interstate Distributor Co. is located at 11701 21st Ave. South in Tacoma, Washington, 98445. I am responsible for the management of the Intermodal Division. I have been in my current position since 1/9/95 and have worked in the transportation field for twenty years.**

**Interstate Distributor Co. is a privately held trucking company involved in a variety of transportation services, including intermodal.**

**An efficient and cost competitive transportation infrastructure is essential to the success of our business. Interstate Distributor Co. moves approximately 8,000 loads annually by rail. The joint acquisition of Conrail will be in Interstate Distributor Co.'s best interest since the enhanced CSX system would be capable of providing a complete competitive intermodal product with associated efficiencies.**

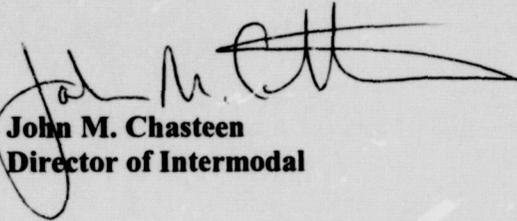
**We strongly urge the Board to approve this application for the reasons detailed below:**

- 1. We believe that the joint acquisition of Conrail will produce better service and more competitive rates. We expect the joint acquisition to result in a more efficient system with more opportunities to triangulate, thereby allowing for more efficient equipment utilization.**
- 2. We also anticipate that the joint acquisition will result in expanded markets with an increased number of destinations and origins available. This benefit is important to Interstate Distributor Co. because the enhanced CSX system will allow us more flexibility to expand the scope of our Intermodal program.**

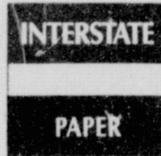
3. We expect increased competitive access to ports in the New York and New Jersey areas.
4. We are convinced that the joint acquisition of Conrail will result in more intermodal service lane options, which, in turn, will benefit all the shippers that rely on rail. The enhanced CSX system will be able to achieve greater operational and terminal efficiencies. The acquisition will promote more long term capital investment and ensure that rail service grows into the future. These developments are critically important to all freight shippers.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of transportation options in the East.

I, John M. Chasteen, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 15th day of May, 1997.



John M. Chasteen  
Director of Intermodal



*dlb*

INTERSTATE PAPER CORPORATION, RICEBORO, GEORGIA 31323/PHONE: 912-884-3371

April 18, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th & Constitution Avenue, N. W.  
Washington, D. C. 20423

RE: CSX Corporation and CSX Transportation, Inc.-  
Control - Conrail; STB Finance Docket Nos. 3338

Dear Secretary Williams:

My name is Eugene C. Millard. I am the Vice President and General Manager of Interstate Paper Corporation, which is located at 2366 Interstate Paper Road, Riceboro, Georgia 31323. I am writing to express Interstate Paper's support for the proposed division of Conrail.

I have been the Vice President and General Manager of Interstate Paper for the last two years, and was the General Manager for the two prior years. I have been employed in various capacities by Interstate Paper for a total of ten years. I have a Masters and Doctoral degree from the Institute of Pulp and Paper and Science Technology in Atlanta, Georgia.

Interstate Paper is a privately held corporation. Our mill was constructed in 1968, and has been served by CSXT (and its predecessor) as a local station since that time. Interstate Paper also operates box plants at Reading, PA, and Lowell, MA, as well as a recently acquired box plant at Cambridge, MD.

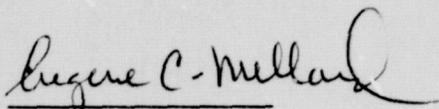
We produce approximately 750 tons of kraft paper (linerboard) each day at our mill at Riceboro, Georgia, or about 270,000 tons per year. Interstate Paper uses rail and truck transportation to receive raw materials and to ship the finished linerboard throughout the country. Last year, CSXT handled 423 inbound carloads of wood fiber, which is used to manufacture linerboard, for Interstate Paper. We also used CSXT to ship 2,189 outbound carloads of linerboard. Approximately 25% of this linerboard was shipped to our plants at Reading, Lowell, and Cambridge, where it is used to manufacture boxes. The rest was shipped to various locations in the Northeast.

Fast, reliable, and economical transportation is very important to our business. We believe that the acquisition of Conrail by CSX and NS will create important transportation benefits for Interstate Paper. Currently, many of our linerboard shipments handled by CSXT require joint-line service, with a hand-off to Conrail at Potomac Yard, Virginia. As part of the division of Conrail, CSX will acquire Conrail lines that run between Philadelphia and Massachusetts. This will mean that some of our shipments can move in single-line service to various locations in the Northeast. For example, shipments to our box plants at Lowell and Cambridge, which now require interchange with Conrail at Potomac Yard, will have single-line rail service. This single-line service will save us time and money, and will be a more direct and efficient means of transportation.

We also expect that CSX/Conrail will be able to provide us with a greater range of transit schedules, and better equipment availability, than CSX alone can give us. Finally, we anticipate that CSX's acquisition of Conrail lines will provide pricing options more competitive with trucking on the I-95 corridor.

In short, for the reasons outlined above, we believe that the division of Conrail between CSX and NS will be beneficial for Interstate Paper. We respectfully urge the approval of the application.

I, Eugene C. Millard, 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 18th day of April, 1997.



Eugene C. Millard

**Interstate Railcar Service, inc.**1555 State Street  
Chicago Heights, Illinois 60411William P. Benton  
President

May 9, 1997

(708) 758-6500

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

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

**VERIFIED STATEMENT OF WILLIAM P. BENTON  
INTERSTATE RAILCAR SERVICE, INC.**

My name is William P. Benton and I am President of Interstate Railcar Service, Inc. I have held my present position for 20 years. I have full responsibility for the total operation of the company I have founded. An extremely important element of my duties is the determination of the best inbound and outbound routing of the railroad cars that we service.

Interstate Railcar Service is an independent repair shop that has AAR technical certifications to repair and refurbish all railroad freight cars including tank cars. We are currently served by several trunk lines including Conrail and CSXT. There is a distinct need in our situation to have service from the NS. This will permit us to continue to offer transport options to our customers. We receive, repair, and return to service from 300 to 350 cars per year. They are both privately owned and railroad marked cars.

There is a need for two financially strong railroads in the Northeast, and I support STB approval of the joint application by which Norfolk Southern and CSXT plan to acquire Conrail, divide its assets and strengthen service and maintain a balance of rail competition in the Northeast.

I, William P. Benton, declare under penalty of perjury that the foregoing is true and correct. I certify that I am qualified and authorized to file this verified statement.  
Executed on May 9, 1997.

William P. Benton, President

*"The most complete repair shop in the Midwest"*

FINANCE DOCKET NO. 33388

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams;

My name is Tom Kruyer Vice President of Interstate Trailer & Equipment, 1755 Dreman Avenue, Cincinnati, OH., 45223. We have been in business for 21 years and we are a supplier of trailer parts and services for Norfolk Southern Corporation at Cincinnati, Ohio.

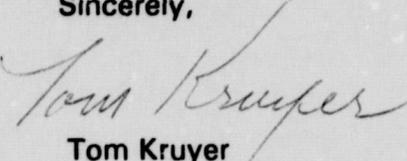
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Tom Kruyer, 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 on May 27, 1997.

Sincerely,



Tom Kruyer

May 19, 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th & Constitution Ave., N.W.  
Washington, D.C. 20423

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

Dear Secretary Williams:

My name is David Taylor, and I am writing you on behalf of Interstate Warehouse Service to urge you and your board to give favorable consideration to the proposed acquisition of Conrail by CSX and NS.

Interstate Warehouse Service, located at 1805 Colonial Drive, Thomasville, GA 31757-7704, has been in the warehouse business for some 30 years now. I presently serve as the companies Marketing Director.

We feel that the greater efficiencies that will result from the acquisition will be beneficial to companies like ours. Better equipment supply from a larger fleet, more flexibility, greater reliability and faster transit -- all these things will in the end save companies like our and our customers money. As Interstate Warehouse Service also ships by truck, we are of course also eager to see increased competition from rail which will tend to lower transportation costs

in general and provide a greater array of options for shippers and receivers.

Thank you.

I, David Taylor, 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 19th day of May, 1997

  
-----  
David Taylor

**INCREASE COMPETITION IN THE NORTHEAST**

**VERIFIED STATEMENT OF IRA D. LEVY**

**IRA LEVY & ASSOCIATES, INC.**

May 21, 1997

**Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, DC 20423-0001**

**Dear Mr. Williams:**

**My name is Ira D. Levy, and I am President of Ira Levy & Associates, Inc. We are a Paper Brokerage Company. We have facilities located at Rome, Georgia. These facilities are presently served by Norfolk Southern.**

**We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and Norfolk Southern to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And their rail carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope, and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 1990's, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies.**

In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single line service by Norfolk Southern and CSX will offer. An extensive addition of single line rail service will allow us to provide increase market penetration to areas in which we have been unable to compete adequately.

To summarize, we believe that the approval of the joint application of Norfolk Southern and CSX to acquire Conrail should be approved by the STB.

I, Ira D. Levy, 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 on May 21, 1997.

Sincerely,



Ira D Levy  
President  
Ira Levy & Associates, Inc.



## ISE NEWBERRY INC.

May 23, 1997

The Honorable Vernon A. Williams  
Secretary Surface Transportation Board  
ATT: STB Finance Docket # 33388  
1925 K Street N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams,

My name is Doug Wicker, and I am Vice President of ISE Newberry Inc., Newberry, SC. I have held my present position for 3 years. My duties include the purchase and transportation of feed and feed ingredients for poultry. Specific duties also include purchase of raw materials and rail and truck transportation rate negotiations to move product to destination.

ISE Newberry Inc, receives corn and other necessary feed ingredients to feed poultry farms. Our facility is located at Newberry, SC. This facility is located on lines of the NS. We receive from elevators located in Ohio, Indiana, and Illinois. These elevators are located on lines of NS, CSXT, and Conrail. During 1996 we received 530 carloads from these and other origins. Our main ingredient for feed is corn. We understand there are in excess of 70 elevators on Conrail that could become NS shipping points from which we could source product via NS single line rates and service. We could also benefit by using the NS covered hopper fleet.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which NS proposes would be of benefit to us. With single line service, I believe our facility would be able to compete in these markets with other companies enjoying single line service into and from the Northeast. We have used NS for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire.



## ISE NEWBERRY INC.

For all the reasons described above, I support the application of NS and CSX to acquire Conrail.

I, Doug Wicker, 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 on May 23, 1997.

Sincerely,

Doug Wicker  
Vice President  
ISE Newberry Inc.

# ISOLATEK

INTERNATIONAL

701 North Broadway  
Huntington, Indiana 46750  
TEL: (219) 356-2040  
FAX: (219) 356-2337

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N. W.  
Washington, DC 20423 - 0001

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

## **VERIFIED STATEMENT OF DOUGLAS WIGGINS**

### **ISOLATEK INTERNATIONAL**

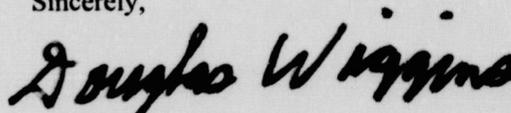
My name is Douglas Wiggins , and I am Logistics Manager of Isolatek International, Inc. I have held my present position for 2 years. My duties include management of transportation, inventory and warehousing.

Isolatek International is a fireproof manufacturer and we have facilities in Huntington, IN, Bethlehem, PA, Stanhope, NJ, Chandler, AZ and LaMirada, CA. Huntington, IN is currently served by NS RR and Bethlehem, PA by PBNE/CR and we ship/receive approximately 160 cars per year.

There is a distinct need for two competing railroads in the Northeast, and I support STB approval of the joint application by which Norfolk Southern and CSX plan to acquire control of Conrail, divide assets and improve to a much greater extent the balance of rail competition in the Northeast. We think it will enable us to expand our markets into areas we have hitherto been unable to reach, improved equipment availability and customer service .

I, Douglas Wiggins, 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 on May 15, 1997.

Sincerely,



Douglas Wiggins / Isolatek International



PRODUCTS FOR:  
FIRE PROTECTION  
THERMAL INSULATION  
SOUND CONTROL



**MINERAL PRODUCTS Inc.**

34 Charles Street • Hagerstown MD 21740-3899 • Tel: 301-733-4000 • Fax: 301-733-4003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N. W.  
Washington, D. C. 20423-0001

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

Dear Mr. Williams:

As the Traffic Manager for ISP Mineral Products Inc., I have the responsibility of overseeing the transportation requirements for our company which include, freight rate negotiations; carrier selection; equipment supply; and mode of transportation. I am writing to express our company's support for the acquisition of Conrail by Norfolk Southern and CSX.

ISP Mineral Products Inc., located at 34 Charles Street in Hagerstown, Maryland, manufactures colored mineral granules for the asphalt roofing industry. We have manufacturing facilities located in Annapolis, MO; Blue Ridge Summit, PA; and Pembine, WI. In 1996, we shipped approximately 3,000 carloads on CSX; 700 carloads on Norfolk Southern; and 300 carloads on Conrail.

We anticipate that the acquisition of Conrail by both Norfolk Southern and CSX will benefit our company as we expect that it will provide single-line service to selected markets that will offset the reduced rail competition. The current interchange process increases costs and transit times, reducing equipment utilization and adversely impacting equipment supply. We anticipate that after the acquisition, CSX who currently services our Blue Ridge Summit, PA facility will provide single-line service to selected markets eliminating the interchange and thereby reducing costs.

Additionally, we anticipate the acquisition will improve equipment utilization, leading to better car availability, reduced empty mileage, and lower costs.

Again, please accept the support of ISP Mineral Products Inc. for the acquisition of Conrail by both Norfolk Southern and CSX.

I Robert Toth, declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 19, 1997.

Robert Toth

ISP Mineral Products Inc.

**italgrani U.S.A. inc.**



7900 Van Buren Street  
St. Louis, Missouri, U.S.A. 63111  
Phone (314) 638-1447 Telex: 6974547  
FAX (314) 752-7621

May 29, 1997

**VERIFIED STATEMENT  
OF  
VERN W. WILLS  
ITALGRANI USA, INC.**

**VERNON A WILLIAMS  
SECRETARY  
SURFACE TRANSPORTATION BOARD  
12TH & CONSTITUTION AVE. N.W.  
WASHINGTON, D.C. 20423-0001**

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

**Dear Secretary Williams:**

My name is Vern W. Wills, Director of Transportation, Italgrani USA, Inc. My business address is 7900 Van Buren Street, St. Louis, Mo. 63111. My responsibilities include managing of all transportation aspects of the company. We are a grain and grain products company with flour mills located in St. Louis, Mo. and Ayer, Ma. We have a vital interest in the proposed CSX/N&S/CR merger with a large customer base located on all three carriers.

Italgrani USA believes that the proposed acquisition of Conrail would be in our best interests and we strongly endorse this proposed merger and urge the Board to approve this application for the reasons detailed below:

We believe that the acquisition of Conrail by CSX and NS would provide more efficient, quicker service which would equate into better equipment utilization and savings on our private railcar fleet.

With the possibility of two carriers serving some of our customers the situation exists for better competitive rates.

In conclusion, Italgrani USA supports the application to acquire Conrail and requests that the Board move as fast as possible to assure approval.

Sincerely,

*Vern W. Wills*

**Vern W. Wills  
Director of Transportation**

VERIFICATION

I, Vern W. Wills 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 on May 29, 1997

Vern W. Wills

SEDE LEGALE E DIREZIONE:  
17018 SAN GIUSEPPE DI CAIRO (SV) - Via Stalingrado, 25  
Tel. 019/506711 - Fax 019/5067900

UFFICI COMMERCIALI:  
41100 MODENA - Via Kennedy, 4  
Tel. 059/253155 - Fax 059/250054

20122 MILANO - Via Santa Sofia, 21  
Tel. 02/58315345 - Fax 02/58315392

S.Giuseppe di Cairo, May 14 1997

Mr. VERNON A.WILLIAMS  
Secretary of State  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street N.W.  
WASHINGTON, D.C. 20423-001  
U.S.A.

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

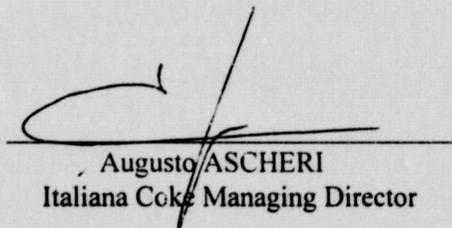
Dear Mr. Williams,

My name is Augusto Ascheri and I am Managing Director of Italiana Coke S.r.l. (Italian largest merchant coke producer). I have held my position since 1995 and I am responsible for the procurement and purchasing of coal and its logistic. Italiana Coke S.r.l. imports approximately 550,000 nt of coal annually from the United States. For my company to continue importing coal from the U.S. at these tonnage levels, and even more in perspective, it is essential to have strong, competitive railroads in the northeastern United States which own their own track and facilities. The proposed acquisition and division of Conrail by NS and CSX meets my company's competitive expectations and needs. I believe the plan for Conrail lines will be beneficial for my company and for coal exports from the United States.

NS and CSX have prepared a comprehensive plan to provide competitive rail service. Pennsylvania coal will be able to move by one railroad to the Virginia ports and more central Appalachian coals will be able to move single line to Baltimore for export. As a result coal importers, such as ENEL, will have better access to more types of coal.

For the above reasons Italiana Coke S.r.l. supports the proposed plan for Conrail and urges the Surface Transportation Board to approve it as expeditiously as possible.

Sincerely,



Augusto ASCHERI  
Italiana Coke Managing Director

## VERIFICATION

I, Augusto Ascheri 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 14 day of May 1997 in S.Giuseppe di Cairo (Savona - Italy).

\_\_\_\_\_  
Augusto Ascheri  
Italiana Coke Managing Director

# ITG TRANSPORTATION SERVICES, INC.

246 E. JANATA BLVD. SUITE 130

LOMBARD, IL 60148

PHONE 630-495-9779 FAX 630-495-4681

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

**VERIFIED STATEMENT OF**  
**ITG TRANSPORTATION SERVICES, INC.**  
**FINANCE DOCKET NO. 33388**

MR. VERNON A. WILLIAMS  
SECRETARY  
SURFACE TRANSPORTATION BOARD  
STB FINANCE DOCKET NO. 33388  
1925 K STREET, N.W.  
WASHINGTON, DC 20423-0001

DEAR MR. WILLIAMS;

MY NAME IS JOHN P. KOPP, AND I AM PRESIDENT OF ITG TRANSPORTATION SERVICES, INC., LOCATED AT 246 E. JANATA BLVD. SUITE #130 LOMBARD, IL 60148. I HAVE HELD MY PRESENT POSITION FOR 4 1/2 YEARS. MY DUTIES INCLUDE SUPERVISION OF ALL ASPECTS OF THIS COMPANY INCLUDING RAIL AND INTERMODAL MOVEMENT OF CONTAINERS THROUGHOUT THE UNITED STATES.

ITG TRANSPORTATION SERVICES, INC. IS AN INTERMODAL MARKETING COMPANY WORKING PRIMARILY WITH THE DOMESTIC MOVEMENT OF INTERNATIONAL CONTAINERIZED FREIGHT FOR STEAMSHIP LINES, FREIGHT FORWARDERS, AND SHIPPERS. WE SHIP INTERMODAL TRAFFIC PRIMARILY THROUGHOUT THE EASTERN, SOUTHEASTERN, SOUTHERN AND MIDWEST PORTIONS OF THE UNITED STATES. WE ASSIST IN MOVING SEVERAL THOUSAND CONTAINERS BY TRUCK AND BY RAILROAD EACH YEAR. OUR CONTAINER MOVEMENTS ARE MADE VIA CONRAIL, NORFOLK

SOUTHERN, CSX, BNSF, ICG, SOUTHERN PACIFIC AND OTHER STACK TRAIN SERVICES.

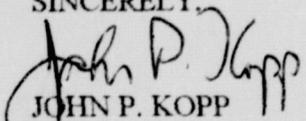
IT IS MY UNDERSTANDING THAT CSX AND NS INTEND TO FILE AN APPLICATION TO CONTROL CONRAIL, AND TO DIVIDE AND OPERATE ITS ROUTES AS PART OF THEIR EXISTING SYSTEMS. I ALSO UNDERSTAND THAT A KEY ELEMENT OF THE NS PLAN IS IMPROVED AND EXPANDED INTERMODAL (MULTI-MODAL) SERVICES. EXTENDED NS INTERMODAL SERVICE WILL HELP TO MEET OUR TRANSPORTATION NEEDS THROUGHOUT THE AREA NOW SERVED BY CONRAIL. OPENING CONRAIL MARKETS TO SERVICE BY TWO RAIL CARRIERS OF COMPARABLE SIZE AND SCOPE, EACH WITH ITS OWN TRACKS AND TERMINALS, WILL OFFER US THE ADVANTAGES OF COMPETITIVE SERVICE AND PRICING WITHOUT FRAGMENTING THE MARKET AND HURTING SERVICE. FOR TOO LONG, CUSTOMERS WHICH SHIP OR RECEIVE PRODUCT INTO AND OUT OF THE NORTHEAST HAVE HAD THE SERVICE OF ONLY ONE RAIL CARRIER. AND AS IS THE CASE WHEN ONLY ONE COMPANY IS ABLE TO OPERATE IN A PARTICULAR MARKET, SERVICE SUFFERS AND THE PRICE IS NON-COMPETITIVE. WHILE THERE MAY HAVE BEEN AN HISTORICAL REASON FOR INSULATING THE NORTHEASTERN RAILROADING FROM COMPETITION, THAT TIME IS PAST, AND IT IS TIME FOR CUSTOMERS INTERESTED IN THIS MARKET TO HAVE SERVICE BY MORE THAN ONE RAIL CARRIER WHICH HAS ITS OWN FACILITIES.

IN ADDITION TO THE COMPETITIVE REASONS, MY COMPANY WOULD WELCOME THE EXTENSION OF NS SERVICE INTO THE NORTHEAST. WE HAVE BEEN EXTREMELY PLEASED WITH THEIR OPERATIONS AND CUSTOMER SERVICE OVER THE PAST SEVERAL YEARS.

I STRONGLY FEEL THAT THE APPLICATION OF CSX AND NS TO ACQUIRE CONRAIL SHOULD BE APPROVED BY THE STB.

I, JOHN P. KOPP, 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 ON MAY 29, 1997.

SINCERELY,

  
JOHN P. KOPP  
PRESIDENT

ITG TRANSPORTATION SERVICES, INC.



9125 West Jefferson, Detroit, Michigan 48209 (313) 842-0042 FAX (313) 842-1055

April 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction  
STB Finance Docket No. 33388

Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Phil Irick, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 22 day of April, 1997.

*Phil Irick*

Phil Irick  
Ivex Corporation

April 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street NW  
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction  
STB Finance Docket No. 33388

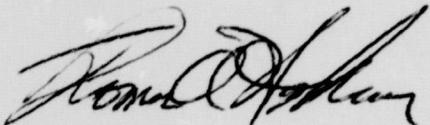
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The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Thomas A. Hockran, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 28 day of April, 1997.



Thomas A. Hockran  
Special Project Manager  
Ivorjlee, Inc.

STB

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JUN 23 1997  
  
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BEFORE THE  
SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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



**RAILROAD CONTROL APPLICATION**

**VOLUME 4D OF 8**

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FILED

JUN 23 1997

SURFACE  
TRANSPORTATION BOARD

**VOLUME 4**

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**J & F PRODUCE**  
3301 S. GALLOWAY ST.  
PHILADELPHIA, PA 19148-5455

JEFF PAGLIONE

(215) 336-2455

Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th & Constitution Ave., NW  
Washington, DC 10423

Re: CSX Corporation and CSX Transportation, Inc. - Control - Conrail;  
STB Finance Docket No. 33220

Dear Secretary Williams:

I am writing to offer J F Produce's strong support for the proposed merger of CSX and Conrail and to urge the Board to approve it promptly. We believe that the proposed merger of Conrail and CSX would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization and more competitive rates. Since our supply line is rail served, we expect to have more efficient, single-line service and more options with a merged system, creating faster, more reliable service which allows for better shipment tracking than joint carrier moves. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The CSX/Conrail merger will increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East.

Because the merged CSX/Conrail system will create greater efficiency, it will lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service will grow in the future.

In conclusion, J F Produce supports the application of Conrail and CSX and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, JEFFERY J. PAGLIONE, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 6 day of February, 1997.

Jeffery J. Paglione 2/6/97



# J&H Forest Products, Inc.

A Merritt Lumber Company

P.O. Box 8166  
Boise, Idaho 83707

Fax 208-344-2269

208-343-5988

May 19, 1997

The Honorable Vernon A. Williams  
Office of the Secretary  
Case Control Branch  
Surface Transportation Board  
Attn: STB Finance Docket # 33286  
1201 Constitution Avenue N. W.  
Washington, D. C.

Re: Support for NS Acquisition of Conrail

Dear Mr Williams:

My name is Bruce Bergquist. I am General Manager of J&H Forest Products located in Boise, Idaho. Our company headquarters are in Athol, Idaho.

J&H Forest Products is a wholesale lumber company with annual sales of sixty million dollars. We have the responsibility of selling the production for our parent company's mill located in Athol, Idaho. We also buy and sell commodity lumber on a daily basis. In both instances, we are the party which controls shipments and pays the freight bills.

Transportation is a vital factor to the success of our business. We utilize both rail and truck conveyance, with the rail traffic accounting for about 65% of our business. My responsibilities as manager include the oversight of our transportation requirements which include rate negotiation, and supervision of outbound freight shipments from our plants. Primarily, we ship from the Inland Northwest to the Southwest, Southeast, and Northeast. Some of our shipments are to locations in the Northeast serviced by Conrail.

We understand the Norfolk southern is asking the Surface Transportation Board to approve its acquisition of Conrail with certain divestitures of Conrail lines and trackage rights to other rail carriers to ensure rail **competition** in the Northeast.

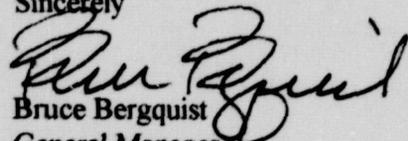
We support the Norfolk southern's proposal. We believe it will enable us to remain competitive, retain our market share, and expand into new areas. In our business, it is imperative to have competitive rail markets. All our product is sold on a delivered basis. Prices in non-competitive markets are artificially high, and these costs are born directly by us. We have experienced sloppy service and high rates in markets where there is no competition.

We believe the Norfolk Southern is a well- managed, customer oriented railroad and we would like to see these qualities injected into Conrail territory. We feel they are better suited to buying the Conrail as opposed to the CSXT.

Finally, We support and endorse the Norfolk Southern's plan to introduce rail competition into areas in which the Conrail has enjoyed a virtual monopoly.

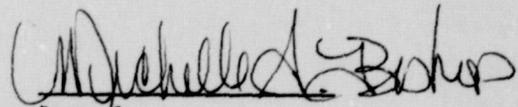
We believe that competition is the essence of good service and competitive rates. We need a strong railroad serving our transportation needs and believe the Norfolk Southern's plan does this.

Sincerely

  
Bruce Bergquist  
General Manager  
J&H Forest Products

VERIFICATION

I, Michelle S. Bishop, 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 on May 20, 1997

  
[name]

April 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction  
STB Finance Docket No. 33388

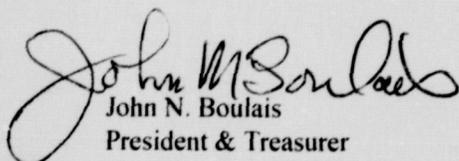
Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, John N. Boulais, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 28 day of April, 1997.

  
John N. Boulais  
President & Treasurer

J&J Warehouse & Distribution, Inc.

April 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction  
STB Finance Docket No. 33388

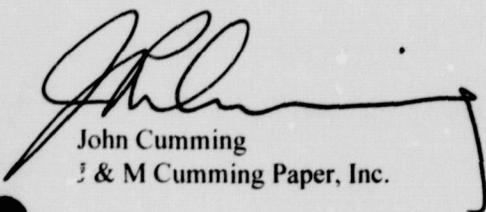
Dear Secretary Williams:

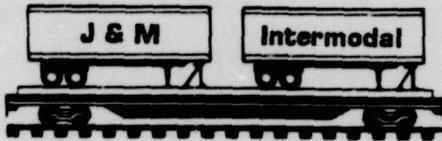
I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, John Cumming, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 29<sup>th</sup> day of APRIL, 1997.

  
John Cumming  
& M Cumming Paper, Inc.



**J&M INTERMODAL, INC.**

P.O. Box 13786  
Roanoke, Virginia 24037-3786

Phone (703) 345-1062  
WATS (800) 873-8632  
FAX (703) 342-1290

**VERIFIED STATEMENT OF  
J & M INTERMODAL, INC.  
FINANCE DOCKET NO. 33388**

Mr Vernon A Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street NW  
Washington DC 20423-0001

Dear Mr Williams:

My name is John J. Matheson, and I am owner of J & M Intermodal, Inc., 1924 Plantation Rd, Roanoke VA 24012. J & M Intermodal, Inc. is a Shipper's Agent that has been in business for 11 years. We work with the NS at many of their locations. In addition, we work with the BNSF, CSX, Southern Pacific, and Union Pacific Railroads at many of their locations.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail System. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns it facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

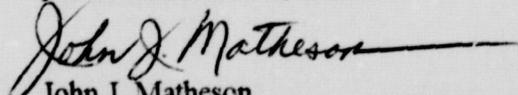
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, John J. Matheson, 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 on the 27th of May, 1997.

Sincerely,

J & M Intermodal, Inc.

  
John J. Matheson  
President

# J & S FARMS, INC.

GAINESVILLE, GEORGIA 30503

1125 AIRPORT PARKWAY, S.W.  
P.O. BOX 1377  
Telephone 404/534-1750

May 29, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1201 Constitution Avenue, N.W.  
Washington, D.C. 20423

## Verified Statement

RE: Proposed CSX Corp./NS/Conrail Transaction:  
STB Finance Docket No. 33388

Dear Secretary Williams:

My name is Ray C. Jones. I am Director of Purchasing for J & S Farms, Inc. (J&S). My office address is 1125 Airport Parkway, S.W., P. O. Box 1377, Gainesville, GA 30503. In my position, I am responsible for purchasing and coordinating the transportation of inbound raw materials. I have had this as one of my responsibilities since 1978, and have worked in our industry for over 30 years. I am writing to offer my company's **strong support** for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. J & S has been in business since 1969.

J&S is a medium-sized egg producer and feed manufacturer and seller. Our customers are large supermarket chains, wholesale grocers of varying sizes, restaurants and smaller egg producers. We receive approximately 1,100 carloads of corn and other poultry feed ingredients each year at our feed mill located in Gainesville, Georgia. Our total annual rail freight costs are approximately \$1.9 million. Outbound finished feed is shipped via truck to our poultry farms and customer farms.

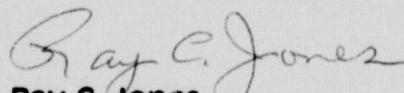
J & S **strongly believes** that the proposed joint acquisition of Conrail by CSX and NS would be in our best interests, as well as in the interest of our customers. We **strongly urge** the Board to approve this application for the reasons detailed below:

1. More Efficient Single Line Service/Improved Equipment Utilization -- Combined car fleets and having only one carrier covering a larger area would result in more predictable transit times and more efficient rail routes.
2. More Competitive Costs/Better Future Growth Opportunities -- Future growth and even continued existing operating levels are contingent upon obtaining more competitive costs with poultry operations based in the grain belt. The joint acquisition of Conrail by CSX and NS would **greatly increase** sources for grain which we believe would result in lower costs through reduction in grain basis. For example, we would be able to access sources in east central Ohio and northeastern portions of Illinois from a merged CSX, NS and Conrail.

In conclusion, J & S Farms, Inc. **strongly supports** the application of CSX, NS and Conrail and requests that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the South.

I, Ray C. Jones, 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 29th day of May, 1997.

Sincerely,

  
Ray C. Jones

**J. A. BESTEMAN CO.**  
**WHOLESALE PRODUCE**

May 19, 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th & Constitution Ave., N.W.  
Washington, D.C. 20423

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

Dear Secretary Williams:

My name is John Wood, and I am the purchaser for Besteman, a  
dealer in wholesale produce for some 65 years now. We are located  
at 1060 Hall Street, SW, Grand Rapids, MI 49503-4864.

I am writing you today to strongly support the proposed acquisition  
of Conrail by CSX and NS. We feel such an acquisition would be  
beneficial to our company.

**WHOLESALE PRODUCE**

We haul some 15000 tons of potatoes by rail every year, and we feel  
that the acquisition will provide more direct and efficient routing and  
handling, faster service, better service, fewer delays, which in our  
business can mean spoilage and loss of revenue. Clearly the  
acquisition will also strengthen the competitive position of the rails  
as against trucking, tending to lower costs to businesses like ours.

For these reasons, we hope that you will move expeditiously to  
approve the CSX-NS acquisition of Conrail.

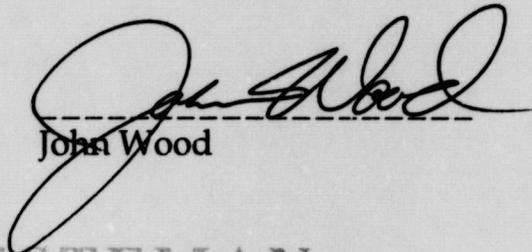
**J. A. BESTEMAN CO.**

**WHOLESALE PRODUCE**

Thank you for your time and consideration.

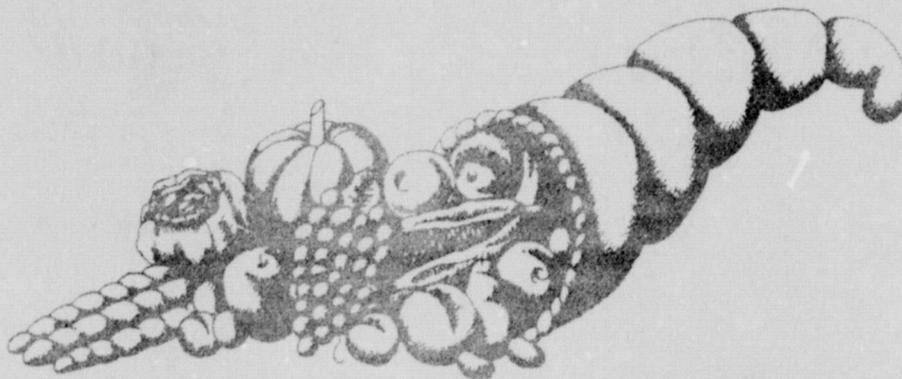
I, John Wood, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed this 19th day of May, 1997



John Wood

**JA BESTEMAN**



**WHOLESALE PRODUCE**

**FINANCE DOCKET NO. 33388**

**Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 20423-0001**

**Dear Mr. Williams;**

**My name is Edward Ruprecht, and I am President of The J.B. Doppes & Sons Lumber Co., Gest Street & Dalton Ave., Cincinnati, OH, 45203. J. B. Doppes & Sons has been in business for 128 years and is a supplier of machine parts and cleaning supplies for Norfolk Southern Corporation at Cincinnati.**

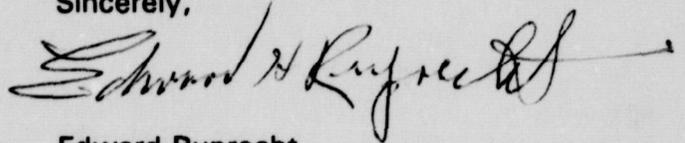
**Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.**

**Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.**

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Edward Ruprecht, 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 on May 27, 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read "Edward Ruprecht", with a long horizontal flourish extending to the right.

Edward Ruprecht

"DEPENDABLE MOTOR CARRIER SERVICE"

**J. L. Rothrock, Inc.**

P. O. Box 77257 • 1109 Merritt Drive  
Greensboro, North Carolina 27417

**VERIFIED STATEMENT OF**  
**J.L. Rothrock, Inc.**  
**FINANCE DOCKET NO. 33388**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

My name is W. D. Bondurant and I am President of J.L. Rothrock, Inc. located at 1109 Merritt Drive, Greensboro, NC 27417-7257. J.L. Rothrock, Inc. is a motor carrier/drayman that operates out of the Norfolk Southern Intermodal facilities in Atlanta, GA; Greensboro, NC; Charlotte, NC; and Greenville, SC.

Based upon our experience in providing the services described above and working with various railroads we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

GREENSBORO  
910/854-6050  
Fax 910/292-3076

CHARLOTTE  
704/597-7500  
Fax 704/598-0298

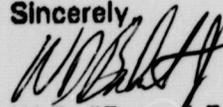
GREENVILLE SC  
864/877-0098  
Fax 864/877-9976

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, W.D. Bondurant, Jr., 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 on May 21, 1997.

Sincerely,



W.D. "Buzzy" Bondurant, Jr.  
J.L. Rothrock, Inc.  
1109 Merritt Drive  
Greensboro, NC 27417-7257



May 8, 1997

*Since 1897*

Mr. Vernon A. Williams  
Secretary, Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K. Street NW  
Washington D.C. 20423-0001

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

**VERIFIED STATEMENT OF JAMES M. CURTIS**  
**THE J. M. SMUCKER COMPANY**

My name is James M. Curtis, and I am Manager of Corporate Transportation at The J. M. Smucker Company. I have held my present position for 3 years.

The J. M. Smucker Company is a manufacturer of fruit spreads, ice cream toppings, and beverages. We have a facility located in Orrville, Ohio which is presently served by Conrail. During 1996, we received 483 railcars from various U.S. origin points.

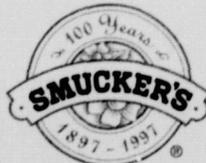
We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on lines which will belong to NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which NS proposes would be of benefit to us. I sincerely believe that the availability of single line service to a larger network will enable us to grow our business much more effectively than is presently the case. We have used NS for several years on joint line service in conjunction with Conrail, and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire.

For all the reasons described above, I support the application of NS and CSX to acquire Conrail.

I, James M. Curtis, 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 on May 8, 1997.

Sincerely,

James M. Curtis  
Manager, Corporate Transportation



*100 Years of Family - Made Goodness*

**J.M.S.  
WAREHOUSING CO., INC.**

*Distribution Specialist*

10 Access Road  
Albany, N.Y. 12205  
456-6021



April 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423

**VERIFIED STATEMENT**

**RE: Proposed CSX/NS/Conrail Transaction  
STB Finance Docket No. 33388**

Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Gerald J. Gregg, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 29<sup>th</sup> day of April, 1997.

A handwritten signature in cursive script, appearing to read "Gerald J. Gregg Sr.", written in dark ink.

Gerald J. Gregg Sr.  
President  
J.M.S. Warehousing Co., Inc.

# **J.M.V.** **CORP.**

**COMMERCIAL MAINTENANCE CONTRACTOR**

12738 W. 159th Street • Lockport, IL 60441  
Office 708-301-0370 • Office Fax 708-301-0371

Mobile 312-802-0694 • 24 Hr. 708-349-0855 • 24 Hr. Fax 708-460-2041

**VERIFIED STATEMENT OF  
J.M.V. CORPORATION  
FINANCE DOCKET NO. 33388**

May 23, 1997

Mr. Vernon A Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams;

My name is Brian Koch, and I am president of J.M.V. Corporation, 12738 W. 159th Street, Lockport, IL 60441. I have held my present position for twenty years. I oversee all snow removal and general maintenance operations throughout the yard.

J.M.V. Corporation is a vender. We work with NS at the following locations: Landers Yard, Triple Crown and the Torrence Avenue facility.

Based upon our experience in providing the services described above, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail System. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which shop or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one Company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

# **J.M.V.** **CORP.**

**COMMERCIAL MAINTENANCE CONTRACTOR**

12738 W. 159th Street • Lockport, IL 60441  
Office 708-301-0370 • Office Fax 708-301-0371

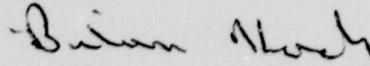
Mobile 312-802-0894 • 24 Hr. 708-349-0855 • 24 Hr. Fax 708-460-2041

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Brian Koch, 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 on May 23, 1997.

Sincerely,



Brian Koch  
President  
J.M.V. Corporation

May 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction  
STB Finance Docket No. 33388

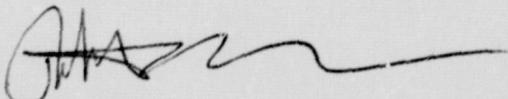
Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Robert Wing declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 9<sup>th</sup> day of MAY, 1997.



Robert Wing  
J. P. Noonan Transportation



FINANCE DOCKET NO. 33388

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams;

My name is Ron Edwards, and I am President of J. W. Express, 2735 Spring Grove Avenue, Cincinnati, OH., 45225. I have been in business for 12 years as a drayman for Norfolk Southern Corporation at Cincinnati.

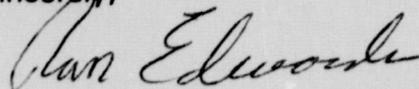
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Ron Edwards, 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 on May 27, 1997.

Sincerely,

A handwritten signature in cursive script that reads "Ron Edwards".

Ron Edwards

**JACK FREEMAN TRUCKING CO., INC.**  
4948 SOUTH WESTERN AVENUE  
CHICAGO, ILLINOIS 60609

May 29, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

My name is Jon Freeman, and I am the President of Jack Freeman Trucking Co., Inc. I have held my present position for twenty-eight years. My duties include sales, operations, and contracts for intermodal transportation.

Jack Freeman Trucking Co., Inc. is a local and shorthaul (250 mile radius) motor carrier based in Chicago, Illinois. We work with the NS in Chicago, Illinois and also with all of the other railroads in Chicago, Illinois and vicinity.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

May 29, 1997

Page 2

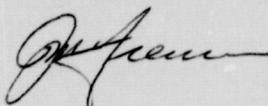
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To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Jon Freeman, 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 on May 29, 1997.

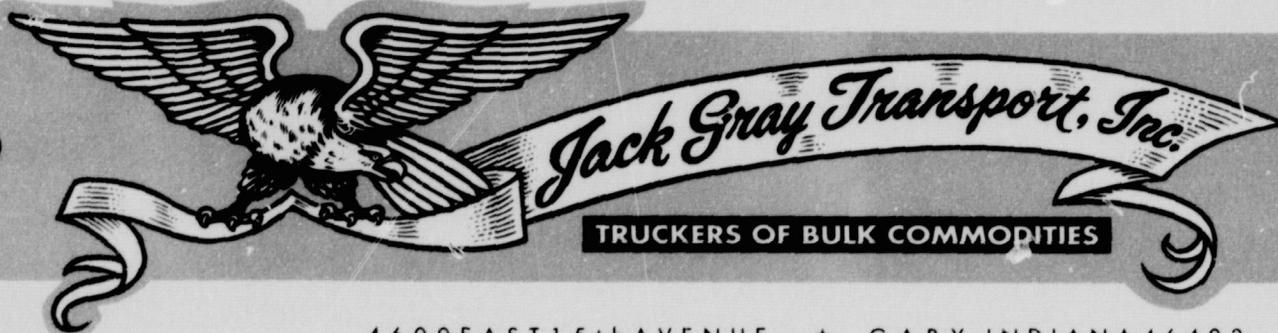
Very truly yours,

JACK FREEMAN TRUCKING  
COMPANY, INCORPORATED



Jon Freeman  
President

JF.db



4600 EAST 15th AVENUE ★ GARY, INDIANA 46403

Mr. Vernon A. Williams,  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

05 May, 1997.

*Telephones:*

GARY (219) 938-7020  
CHICAGO (773) 374-2303  
FAX (219) 938-6866

Dear Mr. Williams:

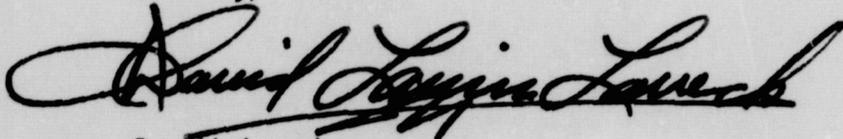
Jack Gray Transport, Inc. is a nationwide transportation company which is focused upon the handling and movement of bulk materials, as well as general cargoes relative to our port operations. Jack Gray Transport, Inc. currently is the nation's largest nationwide bulk haul trucking company, and one of the mid west's largest stevedoring companies.

We strongly suggest that your agency give due and timely notice, and expedite the process for the acquisition of the Conrail System by Norfolk Southern and CSXT. Our company has long term business liaisons that are necessary to further and to expand our business interests. Given the approved dissolution of the Conrail System, our company will be working closely with Norfolk Southern Corporation in linking cargoes, ports and material movements in an expanded utilization of intermodalism. Given the strength of the present national economy, these efforts will only add to that strength. Our company could not have selected a more appropriate partner than the Norfolk Southern Corporation in building these expanding business relationships. We ask your timely and expedited approval process so that together, the NS and Jack Gray Transport, Inc. can implement some very long term and positive national transportation developments.

Thank you for the consideration of our official position. I, David L. Laveck, declare under penalty of perjury that the preceding is true and correct. Further, I certify that I am qualified

and authorized to file this verified statement. Executed this fifth day of May, 1997, at Gary, IN  
46403.

Sincerely,

A handwritten signature in cursive script, reading "David L. Laveck". The signature is written in black ink and is positioned above the typed name and title.

David L. Laveck,  
Corporate General Manager  
JACK GRAY TRANSPORT, INC.



# Jackson Paper Manufacturing Company

---

Manufacturers of Stonewall Corrugating Medium

---

## VERIFIED STATEMENT OF JEFFREY L. MURPHY

### JACKSON PAPER MANUFACTURING CO.

May 20, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, DC 20423-0001

Dear Mr. Williams:

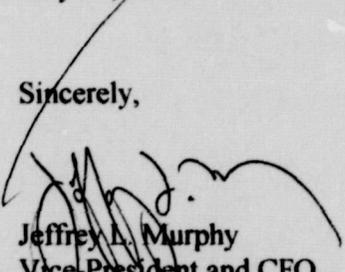
My name is Jeffrey L. Murphy. I am the Vice-President and CFO of Jackson Paper Manufacturing Co. in Sylva, NC. Jackson Paper produces corrugated medium for the cardboard box industry from 100% recycled scrap paper so transportation is a vital factor to the success of our business. We utilize rail for both inbound raw materials and outbound finished product.

We understand that Norfolk Southern and CSX are asking the Surface Transportation Board to approve their joint acquisition of Conrail. We support the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of Norfolk Southern, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which Norfolk Southern proposes would be of benefit to us. With single-line service, I believe our facility would be able to compete in these markets with other companies enjoying single-line service into the Northeast. We have used Norfolk Southern for several years and have been satisfied with their service. We are confident that they would be able to provide good service and also be more truck competitive on any Conrail lines which they acquire.

We sincerely believe that Norfolk Southern is a well-managed, efficient, customer-oriented railroad and would very much like to see those attributes injected into Conrail territory. If our company is to grow and prosper, we need a strong railroad serving our transportation needs. We think the NS/CSX plan before the Surface Transportation Board does this and we, therefore, support it.

I, Jeffrey L. Murphy , 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 on May 20, 1997.

Sincerely,



Jeffrey L. Murphy  
Vice-President and CFO  
Jackson Paper Manufacturing Co.



# JACKSONVILLE BOX & WOODWORK COMPANY, INC.

Established 1948

**Manufacturers** - Wooden and Plywood Containers

May 15, 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
1201 Constitution Ave. N.W.  
Washington, D.C. 20423

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

Dear Secretary Williams,

My name is Tom Moore, and I am the General Manager of Jacksonville Box and  
Woodwork, 5011 Buffalo Avenue, Jacksonville, Florida, 32206-1573. Our company  
has manufactured plywood and wooden containers for approximately 50 years.

As you may have already noted, our company is located in the headquarters town of  
CSX. But more importantly, you should know that we are CSX customers as well as  
Southern Pacific, and as a result, are very interested in a positive outcome of the  
proposed acquisition of Conrail by CSX and Norfolk Southern.

We ship wooden containers and receive lumber/plywood in large capacity annually,  
and so we strongly support the proposed plan to enlarge CSX and Norfolk Southern.  
For us, the key issue is time. We need to get our products to customers around the  
country as quickly as possible.

Like most shippers, we have experienced frustrating delays at times in the past. This  
plan would help eliminate those delays through a series of changes to improve service.

These changes would include:

- single-line service
- fewer interchanges
- increased reliability
- more direct routing
- reduced cycle time

- bigger fleets
- traffic concentration
- real-time information on shipment location
- a commitment to capital investment in equipment

We are particularly anxious to see the faster service through Western gateways that this plan will provide. It will also open markets in the Northeast to increased competition giving those of us in the South new opportunities for new customers.

Because we are located in Jacksonville, our company has firsthand knowledge of CSX, its commitment to quality and the quality of its leadership. It is a first class railroad that has worked to reach a compromise that will strengthen its economic future and, at the same time, benefit both consumers and customers.

This innovative plan deserves approval, and we urge the STB to take positive action as soon as possible.

Thank you for the opportunity to express our views.

I, Tom Moore, 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 15th day of May, 1997.

Sincerely,



Tom Moore  
General Manager

# JACKSONVILLE ELECTRIC AUTHORITY

21 WEST CHURCH STREET • JACKSONVILLE, FL 32202-3139



VERIFIED STATEMENT OF P. G. PARA  
on behalf of  
JACKSONVILLE ELECTRIC AUTHORITY

My name is P. G. Para, and I am Director of St. Johns River Power Park Fuels. I have held that position since 1995.

Jacksonville Electric Authority (JEA) provides electric utility service to approximately 328,000 customers in northeast Florida. JEA owns and operates the St. Johns River Power Park (SJRPP), a coal fired generating plant located in Jacksonville comprising two units each rated 624 MW net. Approximately 60% of the JEA's annual electrical requirements are generated using coal. Currently SJRPP primarily burns low and mid sulfur bituminous coals transported by CSX lines from central Appalachia and by water from South America. The costs of rail transportation to east coast ports and barge transportation to Jacksonville have combined to make water borne delivery of U.S. coals uneconomical to SJRPP.

We are looking forward to the new opportunities the joint acquisition of Conrail will bring. Single-line service on the enlarged CSX system and improved service from mines to east coast ports may open up new opportunities for shipments of northern Appalachian coal to SJRPP. Accordingly, JEA supports the acquisition of Conrail by CSX and Norfolk Southern.

I, P. G. Para, 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 15th day of May 1997.

By: \_\_\_\_\_

A handwritten signature in dark ink, appearing to be 'P. G. Para', written over a horizontal line.

P. G. Para, Director SJRPP Fuels

# JACKSONVILLE WAREHOUSE COMPANIES AND AFFILIATES

P.O. Box 6623  
Jacksonville, Florida 32236-6623  
904-781-4572

## VERIFIED STATEMENT OF JACKSONVILLE WAREHOUSE COMPANIES AND AFFILIATES FINANCE DOCKET NUMBER 33388

TO: MR. VERNON A WILLIAMS, SECRETARY  
SURFACE TRANSPORTATION BOARD  
STB FINANCE DOCKET NO. 33388  
1625 K STREET, N. W.  
WASHINGTON, D. C. 20423-0001

Dear Mr. Williams:

My name is Wendell Davis, and I am the Manager of Jacksonville Warehouse Companies and Affiliates 5330 W. 5th Street, Jacksonville, Florida 32254.

I have held my position for some time now. My duties include Managing the Trucking Facilities within our Company from overseeing Dispatch to Shipping containers to Saudi Arabia. We pull Rail Pigs for ourselves and other customers to and from the various Rail Heads in Jacksonville, Florida and we are a Contract Carrier for the State of Florida. We work with Norfolk Southern in the Jacksonville Florida area in addition we work with CSX Rail Road at Jacksonville, Florida.

Based on our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX Rail Road in their effort to acquire Conrail and then divide the Conrail System.

Growth in the Intermodal Industry will benefit my Company. Providing competition in the Northeast, particularly from two Competitors which have strong rail systems in the Southeast should promote the growth of Intermodal Traffic, which in turn will enhance my business as a supplier to the Intermodal Industry.

page one of two

Jacksonville Warehouse Company  
Jacksonville, Florida

Z-Trucking and Forwarders, Inc.  
Jacksonville, Florida  
Orlando, Florida

Alexander-Zell Warehouse  
Orlando, Florida

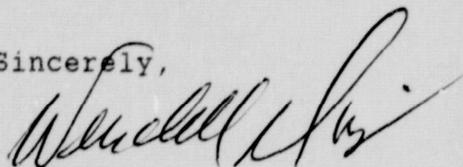
Southern Packaging and Distribution Center  
Jacksonville, Florida

Norfolk Southern's capital investment in its intermodal facilities and service are well known in the industry as are its strong commitment to growth and service. Further, we have been impressed with Norfolk Southern's commitment to safety, as evidenced by its evidence of continued success in winning the Harridan Award.

To summarize, we believe that approval of the application of Norfolk Southern and CSX Rail Road to acquire Conrail should be approved by the STB.

I, Wendell Davis, 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 on May 21, 1997.

Sincerely,



WENDELL DAVIS  
MANAGER  
JACKSONVILLE WAREHOUSE COMPANIES  
AND AFFILIATES



**Jacobs MANUFACTURING COMPANY**

H. G. JACOBS  
President & General Manager

W. S. MURRAY  
Vice President

H. G. JACOBS, Jr.  
Vice President

BESSIE B. GRAHAM  
Secretary

... GREY IRON CASTINGS ...

PHONE 495-2261 or 495-2263  
P. O. BOX D  
BRIDGEPORT, ALABAMA 35740

May 5, 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket 33220  
1201 Connecticut Avenue, N.W.  
Washington, D.C. 20423

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

Dear Secretary Williams:

Bridgeport is a busy little city at the northeastern tip of Alabama, just south of Chattanooga. Jacobs Manufacturing Company is a Bridgeport landmark, having been in business for 106 years.

I'm responsible for a little of everything at Jacobs Manufacturing, from the production line to the shipping. In regards to the latter, I oversee the shipping of vast quantities of raw material, including sand, much of it by truck.

As it stands, trucks handle most of the business around here. And to be fair, most truckers do a fairly good job. But no industry should operate without competition -- I certainly don't! It wouldn't hurt to stimulate competition between the various modes of transportation.



# Jacobs MANUFACTURING COMPANY

H. G. JACOBS  
President & General Manager

W. S. MURRAY  
Vice President

H. G. JACOBS, Jr.  
Vice President

BESSIE B. GRAHAM  
Secretary

... GREY IRON CASTINGS ...

PHONE 495-2261 or 495-2263  
P. O. BOX D  
BRIDGEPORT, ALABAMA 35740

That's why I'd like to see you quickly approve this proposed acquisition of Conrail by CSX and Norfolk Southern. The sooner it comes about, the quicker I hope to see more competitive pressure on transportation rates across the board.

It would also do my business and our part of Alabama a great deal of good to have rail service that is more direct, easier to manage (on a single line). For all these reasons, I hope you get around to approving the Conrail acquisition soon.

I, Buddy Jacobs, 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 5th day of May, 1997.

Sincerely,

Buddy Jacobs

# Jacobson Produce, Inc.

Row "C" 338-339-340

NEW YORK CITY TERMINAL MARKET—BRONX, N.Y. 10474-7479

April 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423

## VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction  
STB Finance Docket No. 33388

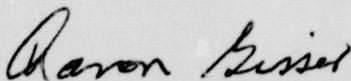
Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient, reliable service. We also expect that with the increased number of single-line destinations, we will be better able to penetrate new and more distant markets.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck promoting more long term capital investment and ensuring that rail service would grow into the future.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Aaron Gisser, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 28<sup>th</sup> day of April, 1997.



Aaron Gisser  
Jacobson Produce, Inc.

JAMES M. PEAVLER INC.  
"THE BRICKYARD"  
435 COGAR AVE.  
HARRODSBURG, KY. 40330  
606-734-3511

MAY 21, 1997

THE HONORABLE VERNON A. WILLIAMS  
OFFICE OF THE SECRETARY  
CASE CONTROL BRANCH  
SURFACE TRANSPORTATION BOARD  
ATTN: STB FINANCE DOCKET #33388  
1925 K STREET, N.W.  
WASHINGTON, DC 20423-0001

DEAR MR. WILLIAMS:

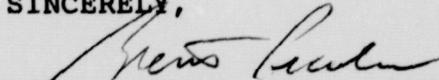
MY NAME IS BRENT PEAVLER. I AM THE VICE PRESIDENT OF JAMES M. PEAVLER, INC. I AM THIRD GENERATION IN A FAMILY OWNED BUSINESS THAT DISTRIBUTES BRICK IN A TEN COUNTY AREA. WE REPRESENT SIX OR MORE MAJOR MANUFACTURES.

JAMES M. PEAVLER, INC. SUPPORTS THE APPROVAL OF THE TRANSACTION BY WHICH CSX AND NORFOLK SOUTHERN WILL ACQUIRE CONTROL OF CONRAIL AND THEN DIVIDE THE ASSETS AND TRACKAGE OF CONRAIL IN THE MANNER THAT HAS BEEN DESCRIBE TO ME, AND WHICH WILL BE DESCRIBED IN THE JOINT APPLICATION OF CSC AND NS TO CONTROL CONRAIL.

THERE IS DISTINCT NEED FOR TWO COMPETING RAILROADS IN THE NORTHEAST WHICH OWN THEIR OWN TRACK AND FACILITIES. FOR TOO LONG, CUSTOMERS THAT SHIP OR RECEIVE PRODUCTS INTO AND OUT OF THE NORTHEAST HAVE HAD THE SERVICE ON ONLY ONE RAIL CARRIER. AND AS IS THE CASE WHEN ONLY ONE COMPANY CAN OPERATE IN A PARTICULAR MARKET, SERVICE SUFFERS AND THE PRICE IS NON-COMPETITIVE. WHILE THERE HAVE BEEN HISTORICAL REASONS FOR INSULATING NORTHEASTERN RAILROADING FROM COMPETITION, THAT TIME IS PAST AND IT IS TIME FOR CUSTOMERS INTERESTED IN THIS MARKET TO HAVE SERVICE BY MORE THAN ONE RAIL CARRIER THAT OWNS ITS FACILITIES. THAT RAIL CARRIER CANNOT BE JUST ANY RAIL CARRIER, THEY MUST BE COMPARABLE IN TERMS OF THEIR SIZE, SCOPE, AND ABILITY TO PROVIDE A COMPETITIVE SERVICE. FROM WHAT I UNDERSTAND OF RAILROADING OPERATIONS, I BELIEVE THAT IN THE 1990S, TWO CARRIERS OF RELATIVELY EQUAL SIZE AND SCOPE PROVIDE THE GREATEST OPPORTUNITIES FOR SEAMLESS SERVICE, EFFICIENT EQUIPMENT UTILIZATION AND SEAMLESS SYNERGIES.

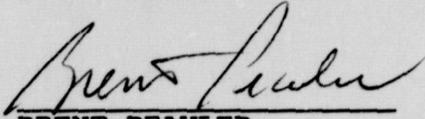
TO SUMMARIZE, WE BELIEVE THAT APPROVAL OF THE JOINT APPLICATION OF NS AND CSX TO ACQUIRE CONRAIL SHOULD BE APPROVED BY THE STB.

SINCERELY,

  
BRENT PEAVLER VICE PRESIDENT

VERIFICATION

I, BRENT PEAVLER, 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 ON MAY 21, 1997.

  
BRENT PEAVLER



# maclaren

Industries James Maclaren inc.

membre de foresterie noranda



May 23, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket #33388  
1925 K. Street N.W.  
Washington, DC 20423-0001

## VERIFIED STATEMENT OF JAMES MACLAREN INDUSTRIES INC.

Dear Mr. Williams,

My name is Suzanne Aubin-Rivard and I am Director of Traffic Service with James Maclaren Industries Inc. I have held my present position for over 6 years. My duties are to direct, administer and coordinate the movement of all materials, product and services; negotiate freight rates and tariffs; administer transportation and customs agreements.

James Maclaren Industries Inc. is a pulp and paper company with annual sales of several millions of dollars. We produce newsprint and woodpulp, which are primarily shipped to the Eastern Seaboard and Midwest of the US. We presently use three US railways: Conrail, CSX and NS. During 1996, we shipped over 1750 carloads of our commodities to our various clients.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me and which will be described in the joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And these rail carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 1990s, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies.

In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide increased market penetration to areas in which we have been unable to compete effectively.

To summarize, we believe that approval of the joint application of NS and CSX to acquire Conrail should be granted by the Surface Transportation Board.

Sincerely,

**JAMES MACLAREN INDUSTRIES INC.**

*Suzanne Aubin Rivard*  
Suzanne Aubin-Rivard, CITT, P. Log  
Director, Traffic Service

*Des gens de ressources*

SIÈGE SOCIAL : C.P. 2400, Buckingham (Québec) J8L 2X3 Tél. : (819) 986-3345 • Fax : (819) 986-5045



**maclaren**  
Industries James Maclaren inc.  
membre de foresterie noranda



## VERIFICATION

I, SUZANNE AUBIN-RIVARD, 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 on the twenty third day of May, 1997.

SUZANNE AUBIN-RIVARD

**JAMES RIVER COAL SALES, INC.**

701 EAST BYRD STREET  
SUITE 1100  
RICHMOND, VIRGINIA 23219-4529  
804-780-3003

**JOHN R. TELLMANN**  
PRESIDENT

**VERIFIED STATEMENT OF**

**John R. Tellmann**  
on behalf of  
**James River Coal Sales, Inc.**  
Finance Docket No. 33388  
**CSX Corporation and CSX Transportation, Inc.**  
**Norfolk Southern Corporation and**  
**Norfolk Southern Railway Corporation**  
**-Control and Operating Lease/Agreements-**  
**Conrail Inc. and Consolidated Rail Corporation**

May 6, 1997

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

Dear Mr. Williams:

I am John R. Tellmann, President of James River Coal Sales, Inc. We are located at 701 E. Byrd Street, Suite 1100, Richmond, Virginia 23219. I am responsible for the sale and transportation of all coal produced on behalf of James River Coal Company and subsidiaries. I am writing to express our companies support for the acquisition of Conrail by CSX and Norfolk Southern.

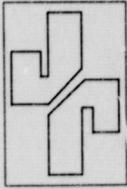
James River Coal Sales, Inc., sells coal produced by James River Coal Company and subsidiaries. We ship approximately 12.5 million tons per year to various utility, industrial and export customers who are located mainly in the Eastern half of the United States. We ship approximately 130,000 car loads annually of coal on the CSX system.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach in the Eastern portion of the United States. In particular, the acquisition will bring us new access to Conrail served utility and industrial customers in this region.

In our business, consistent, reliable rail transportation is crucial to our logistics management. The coal industry can experience equipment shortages. The acquisition will increase the equipment supply available for our shipments, thereby enhancing the consistency of our transit times. For these reasons, James River Coal Sales, Inc. urges the board to approve the joint application of CSX and NS.

I, John R. Tellmann, declare under the penalty of perjury, that the forgoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed the 6th day of May, 1997.

  
John R. Tellmann



JAMES RIVER CORPORATION  
NORWALK, CONNECTICUT  
CONSUMER PRODUCTS BUSINESS  
TRANSPORTATION STRATEGIC SOURCING  
Tommie Turner (203) 854-2835

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

May 28, 1997

VERIFIED STATEMENT OF  
TOMMIE A. TURNER  
JAMES RIVER CORPORATION

My name is Tommie A. Turner. I am Manager of Rail, Intermodal and Bulk Transportation for James River Corporation. My business address is 800 Connecticut Avenue, Norwalk, Ct. As Rail, Intermodal and Bulk Manager, my responsibilities include sourcing and monitoring rail service and pricing, and negotiating rail contracts.

James River Corporation has followed the Conrail story over the last several months with great interest. The solution which Norfolk Southern Corporation and CSX Corporation have presented to the question of "who gets Conrail" appears to be fair and equitable.

We support the approval of the transaction by which Norfolk Southern and CSX will acquire control of Conrail and divide the assets and trackage of Conrail in the manner which has been described to me and which will be described in the joint application of Norfolk Southern and CSX to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product to and from the Northeast have had the service of only a single railroad.

We believe two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and synergy exploitation.

In addition, we are looking forward to experiencing not only the change from being served by one railroad increasing to two, but also the greatly expanded market reach which single line service by Norfolk Southern and CSX will offer. An extensive addition of single line rail service will allow us to provide increased market penetration to areas in which we have been unable to compete adequately.

To summarize, we believe the joint application of Norfolk Southern and CSX to acquire Conrail should be approved by the Surface Transportation Board.

I, Tommie A. Turner, declare under penalty of perjury that the foregoing is true and correct. Furthermore, I certify that I am qualified and authorized to file this verified statement. Executed on May 28, 1997.

Tommie A. Turner  
Manager, Rail, Intermodal and Bulk Transportation  
James River Corporation

JASPER LUMBER COMPANY  
FRAMING SPECIALISTS  
POST OFFICE BOX 1418  
KENNESAW, GEORGIA 30144  
TELEPHONE (404) 428-2604

May 22, 1997

VERIFIED STATEMENT

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

RE: STB Finance Docket No. 33388

Dear Secretary Williams:

My name is John W. Adams Jr. President of Jasper Lumber Company in Kennesaw, Georgia. I am responsible for keeping our company competitive in a very competitive market, which includes the greater metropolitan Atlanta area, by purchasing quality lumber products at the most economical prices. I have been in this position for over thirty years. Much of the cost of these products is in freight charges, which must be kept at a minimum. I am writing to offer my strong support for the proposed acquisition of Conrail by CSX and Norfolk Southern and to urge the board to approve it promptly.

Jasper Lumber Company is one of the largest suppliers of framing lumber and engineered wood products in the Atlanta area, receiving approximately 800 carloads of lumber products annually. We have a diverse supply base and our lumber is shipped from all over the United States and Canada. While most of our inbound lumber is shipped by rail, the outbound product is primarily shipped by truck.

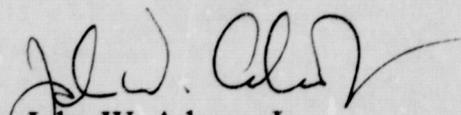
Jasper Lumber Company believes that the proposed transaction would be in our best interests, as well as in the interest of our customers. We strongly urge the Board to approve this application for the reasons detailed below:

Vernon A. Williams  
May 22, 1997  
Page 2

1. We believe that the proposed transaction would produce better equipment utilization, more competitive rates and more efficient service thereby lowering total freight costs.
2. We are convinced that the division of Conrail assets between CSX and Norfolk Southern would increase rail business for both enhanced systems, and that it would be good for all the shippers who rely on rail. Jasper Lumber Company is aware that motor carriers haul most of the nation's freight and that trucks dominate the freight market especially in the East. Because CSX and Norfolk Southern will be able to achieve greater efficiencies, more freight traffic will return to the rails, thereby promoting more long-term capital investment and ensuring that rail service will grow into the future. These developments are and should be important to all rail shippers.

In conclusion, Jasper Lumber Company supports the joint application of CSX, Norfolk Southern and Conrail, and requests that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency, and promote the growth of rail traffic in the East.

I, John W. Adams, 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 22nd day of May 1997.

  
John W. Adams, Jr.  
President

May 15, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N. W.  
Washington, DC 20424

Verified Statement

RE: Proposed SCX/NS/Conrail Transaction  
STB Finance Docket No. 33388

Dear Secretary Williams:

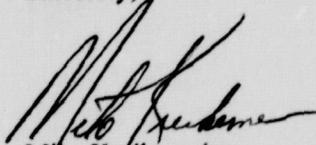
My name is Mike Kreikemeier. I am Vice President of JDR Enterprises, Inc. in Alpharetta, Georgia. My office is at 292 South Main Street, Suite 200, Alpharetta, Georgia 30201. I am writing to offer my company support for the proposed joint acquisition of Conrail by CSX and Norfolk Southern.

JDR Enterprises, Inc. is a manufacturing company of geonet and geocomposite drainage material for construction sites and landfills. The resin we use is brought in by rail and the finished product is shipped out via truck and rail.

We believe the joint acquisition of Conrail by CSX and Norfolk Southern would be in our best interest as it would produce better service and better rates. It would also give us access to more producers at competitive transportation costs.

I, Mike Kreikemeier, 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 15th day of May, 1997.

Sincerely,



Mike Kreikemeier  
Vice President  
JDR Enterprises, Inc.