

Sincerely,

Robert P. O'Malley, President O'Malley Grain Inc.

VERIFICATION

I, Robert P. O'Malley, 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 29, 1997.



1610 North Calhoun Sireet Fort Wayne, Indiana 46808 (219) 422-5541

VERIFIED STATEMENT ON BEHALF OF OMNISOURCE CORPORATION FINANCE DOCKET #33388

May 14, 1997

Mr. Vernon A. Williams Secretary Surface Transportation Board STB - Finance Docket #33388 1201 Constitution Ave. N.W. Washington, DC 20423

Dear Mr. Williams:

My name is Phillip R. Bedwell, and I am the Corporate Director of Rail Transportation for OmniSource Corporation. My business address is 1610 N. Calhoun Street, Fort Wayne, IN 46808. My responsibilities include planning and forecasting for rail service, negotiations of rail contracts, rail property leases, and the coordination of our rail private fleet. I have been working in the transportation field for 25 years.

OmniSource operates facilities in Fort Wayne, IN, Auburn In, Argos, IN Goshen, IN, Marion, IN, Corydon, IN, Winchester, IN, Butler, IN, Defiance, OH, Lima, OH, St. Mary's, OH, Toledo, OH, Mansfield, OH, Twinsburg, OH Detroit, MI, Warren, MI and Belvidere, IL. We handled over 22,000 rail cars in 1996. Our shipping area is namely the Midwest and South. In 1996 we paid over 18 million dollars in rail freight charges.

We are in support of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and the subsequent division of its assets and trackage. It must still be maintained and perceived that the two railroads compete in order for our industry to remain competitive. The plan presented to us seem to meet this need of competitive rail service. Service, equipment utilization and system synergy are the highest when there are two carrier of comparable size and scope.

For the best interest of all parties and industries a quick and decisive decision must be made on the docket.

I, Phillip R. Bedwell, declare under penalty and 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,

Atok Bedel

Phillip R. Bedwell Corporate Director Rail Transportation



OMNISPHERE CORPORATION of Massachusetts, 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 is, the East.

I, John J. Schultz, 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 30 day of April ,

1997. John & Schultz Jr

Senior Vice President Omnisphere Corporation of MA, Inc.

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May 23, 1997

fic Manager

Verified Statement of Harry L. Clark O'Neal Steel, Inc.

My name is Harry L. Clark, and I am Traffic Manager of O'Neal Steel, Inc. I have held my present position for 13 years. My duties include negotiating rates and routes for outbound, inbound and inter-company shipments via rail, motor, water or intermodal. I also have the responsibility of managing a large tractor/trailer fleet for our twenty-five (25) locations.

O'Neal Steei, Inc. is a metal service company with twenty-five (25) service centers located in fifteen (15) states. Our business functions include procuring large quantities metal products from numerous origins, maintaining these products in inventory, processing these products to customer specifications and in accordance with customer's delivery requirements. We have great need for inbound rail service but our outbound transportation is mostly truck. We have facilities located in Birmingham, Alabama; Norcross, Georgia; Chattanooga, Tennessee; Greensboro, North Carolina and Mobile, Alabama that are served by the Norfolk Southern Railroad. Our facilities in Jacksonville, Florida; Knoxville, Tennessee; Louisville, Kentucky; Tampa, Florida and Toledo, Ohio are served by the CSX. Our facilities in Ambridge, Pennsylvania and Shelbyville, Indiana are served by Conrail. We have six (6) locations that are not rail served and seven other facilities served by other railroads.

We receive flat-rolled (coils and plate) and structural products from various mills in the midwest, northeast and southwest. Most of our products are received in open coil gondola cars, regular gondolas and flat cars. There is also a need to receive product in covered gondola cars.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. We 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 would be of benefit to us. With single-line service, I believe our service centers would be able to compete in these markets with other companies enjoying singleline service to and from the Northeast. We have used NS and CSX for several years and have been satisfied with their service. We are confident that they would be able to enhance the service on any CR lines which they acquire.

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

I, <u>Hangh</u> <u>Clash</u> 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 <u>May 23</u>, 1997.

Sincerely,

Harry h. Clark

Harry L. Clark



706 S.W. COMMERCIAL ST.

PEORIA, IL 61602

PH: 309-674-4176

FAX: 309-674-1851 TELEX: 753241

VERIFIED STATEMENT OF

O'NEILL BROTHERS TRANSFER & STORAGE CO.

STB FINANCE DOCKET NO. 33388

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

The Honorable Mr. Williams:

My name is William J. O'Neill, and I am president of O'Neill Brothers Storage & Transfer Company. I have held my present position for 30 years. My duties include the supervision and management of all daily activities in which my company is engaged.

O'Neill Brothers Storage & Transfer Company is a motor carrier and transportation logistics provider focused on intermodel services in conjunction with the NS and maintains operating interests in Peoria and Chicago, Illinois. Our 20 plus years of association with the NS has encompassed services performed by us as a drayman, ramp operator at the P&PU Railroad in Creve Couer, Illinois and through my IMC company, River City Intermodal Consolidators, Inc.

Based upon our experience in providing the services described above and working with the BNSF, CSX, ICG, FEC, UP, CN and CP railroads, I would like to express my 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 marked, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time has passed and it is time for customers interested in this market to have service by more that one rail carrier which owns its facilities. And, the 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

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provide competitive service. This would be a huge advantage to my IMC company as we currently are not a Conrail contract holder.

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 continued success in winning the Harriman Award.

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

I, William J. O'Neill, 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 16, 1997.

Sincerely,

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- Villeam & Mell

William J. O'Neill President O'Neill Brothers Storage & Transfer Company



VERIFIED STATEMENT OF Paul M. Devine on behalf of OOCL (USA) 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 Paul M. Devine, Director of Rail Transportation of OOCL (USA) Inc. OOCL (USA) Inc. is located in Pleasanton, California. I am responsible for North American rail transportation operations. I have been in my current position since September 1996 and have worked in the transportation field for sixteen years.

OOCL is on of the world's largest international integrated containerized transportation companies with offices and agents in over 145 countries around the world. OOCL was one of the first shipping companies to provide fully containerized services in the Trans - Pacific trade.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. OOCL (USA) Inc. moves approximately 280,000 ocean containers annually by rail to North America markets. The joint acquisition of Conrail will be in OOCL'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 benefits is important to OOCL because the enhanced CSX system will allow us more flexibility to expand our market reach.

3. We exploit 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, Paul M. Devine, 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 22nd day of May, 1997.

Part M. Devine Director of Rail Transportation OOCL (USA) Inc.



VERIFIED STATEMENT OF

OOCL (USA) Inc.

FINANCE DOCKET NO. 33388

My name is Paul M. Devine, and I am Director of Rail Transportation at OOCL (USA) Inc., Pleasanton, California. I have held my present position for since September, 1996. My duties include managing all aspects of OOCL's North American intermodal railroad services.

OOCL (USA) Inc. is one of the world's largest international containerized transportation companies with offices and agents in over 145 countries around the world. We work with NS at the following locations: New Orleans, Atlanta, Norfolk, VA, and Charlotte, NC. In addition, we work with most other North American railroads to manage the intermodal transport of over 280,000 annual container moves.

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 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. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Hat iman Award.

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

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Sincere Paul M. Devine

Director of Rail Transportation OOCL (USA) Inc.



OPEN FORK, INC. P.O. Box 387 Gilbert, WV 25621

May 19, 1997

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

Re: CSX Corporation and CSX Transporation, 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 Carey Cline, and I am President of Open Fork, Inc. I have held my present position for three years. My duties include overseeing mining operation, coal preparation, coal sales, and coal transporation.

Open Fork, Inc. is a coal leasing and coal sales company. We have coal properties in Fayette County West Virginia. This property is located on the Norfolk Southern Line. During 1996, this newly accquired property had no production.

We support 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 products 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 in 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 would own its facilities. These rail carriers connct 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 alos 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 adequately.

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

Sincerely,

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OPEN FORK, INC.

Carey Cline

Carey Cline, President

I, Carey Cline, 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.

Cline, President

Carey

FROM : Panasonic FAX SYSTEM MAY 07 '97 10:15 FR ORANGEBURG FOODS

803 5340016 TO 19107910552

P.01/02



ORANGEBURG FOODS, INC.

443 J. C. Calhoun Drive, P.O. Box 286, Orangeburg, SC 29116-0286 (803) 534-4905 · FAX: (803) 534-0016

May 7,1997

Vernon A. Williams Secretary Surface Transportation Board 1201 Constitution Avenue N.W. Washington, D.C. 20423

RE: CSX Xcorp. And Norfolk Southern - Application to Control and Operate Lines of Consolidated Rail Corporation, STB Finance Docket No. 33388.

Dear Mr. Williams;

VERIFIED STATEMENT

Donald A. Smith on behalf of Orangeburg Foods, Inc. Finance Docket No. 33388 CSX Corporation and CSX Transportation, Inc. Norfolk Southern Corporation and Norfolk Southern Railway Corporation --Control and Operation Lease/Agreements--Conrail Inc. and Consolidated Rail Corporation

My name is Donald A. Smith. I am Operations Manager of Orangeburg Foods, Inc. I have been with the company for one and one quarter years. On behalf of Orangeburg Foods, Inc., please accept my support for the Conrail acquisition by CSX and Norfolk Southern.

Orangeburg Foods is an integrated swine production company. We are located at 443 John C. Calhoun Drive, P.O. Box 286, Orangeburg, SC 29116-0286. We have a manufacturing plant in Orangeburg, SC and other facilities throughout South Carolina and Georgia.

We ship approximately 35% of our raw materials by rail, constituting 205 carloads per year. The remainder is shipped by truck. We are enthusiastic about the prospects created by the acquisition of Conrail by CSX and Norfolk Southern for moving more of our current business by rail when the service allows it. The efficiencies created by the merger and the new single-line service to be offered from many origins should allow us to reduce our reliance on trucking and lower our

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costs.

Further, the acquisition will open up new vendors in the Illinois, Indiana, Ohio region. Our ability to purchase in the Illinois, Indiana, Ohio region has been hampered by the lack of direct access to the market. In many cases, the costs associated with an interchange has made our vendor uncompetitive. The acquisition will solve this problem by providing single-line service to the area.

Again, please accept the support of Orangeburg Foods, Inc. for the acquisition of Conrail by CSN and Norfolk Southern.

I, Donald A. 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 on May 7, 1997.

Donald A. Smith Operations Manager Orangeburg Foods, Inc.



Orchard Coal Company

POST OFFICE BOX 1085 BECKLEY, WEST VIRGINIA 25802-1085

PHONE AREA CODE 3 34 252-8528

May 9, 1997

The Honorable Vernon A. Williams Office of the Secretary Case Control Branch Surface Transportation Board Attn: STB Finance Docket #33286 1201 Constitution Avenue, NW Washington, DC 20423-0001

RE: SUPPORT FOR NS ACQUISITION OF CONRAIL

Dear Mr. Williams:

My name is Byrd E. White III. I am the Vice President of Orchard Coal Company with its headquarters at Beckley, West Virginia. My office is at 818 N. Eisenhower Drive, Beckley, West Virginia.

Orchard Coal Company is a company with sales in excess of \$1,000,000 annually. Transportation is a vital factor to the success of our business. We utilize truck and rail, divided 99% rail and 1% by truck. My responsibilities as Vice President include the direct oversight of our transportation requirements which includes outbound finished products from our plants. Primarily, we presently ship metallurgical coal to both domestic steel plants and various overseas markets.

We support approval of the transaction which will allow CSX and Norfolk southern to acquire Conrail ans 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. We are confident that they would be able to provide good service on any Conrail lines which they acquire.

NS Railroad always has the proper equipment available for our needs and their service is timely.

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Mr. Vernon A. Williams May 9, 1997 Page -2-

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

Sincerely,

ORCHARD COAL COMPANY

Byrd E. White III Vice President

BEWIII/slm

I, Byrd E. White, III 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 9, 1997.

Byrd E. White III, Vice President

OSBORNE'S AMOCO

12707 ADAMS RD. GRANGER, IND. 46530

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 Cons/jiidated Rail Corporation, STB Finance Docket No 33388.

Dear Mr. Williams.

My name is Dave Osborne, and I am the owner of Osborne's Amoco and Osborne's Transporting. I have held my present position for 13 years. My duties include loading, unloading, and transporting Hummers (HUMVEE Military Vehicles) from the AM General Plant in Mishawaka, Indiana to Norfolk Southern loading facility in South Bend, Indiana. During 1996, we have handled 300 of these vehicles.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. We would welcome the benefit of increased market access for single-line transportation. Joint line rail service into and out of the Northeast has tended to inhibit our ability, and the single-line service which 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 an CR lines which they acquire.



We look forward to handling additional levels of business, after completion of the sale of Conrail to Norfolk Southern and CSX.

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

I, Dave Osborne, 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.

hue Claine

Dave Osborne

May 27, 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:

My name is Dick Deluca and I am employed as the Transportation Manager for Osram Sylvania, Inc., a 75-year old light bulb manufacturer located in Central Falls, Rhode Island. My purpose in writing to you today is to inform the Surface Transportation Board of our company's strong support for the proposed plan by CSX Corporation and Norfolk Southern to acquire Conrail. We believe this plan -- and the new rail networks that will result from it -- will help our company become more competitive, and we urge the Board to give it timely approval.

As Transportation Manager, my job is to coordinate the large shipments of sand, limestone, and soda ash we use in our manufacturing process. We currently rely on rail service provided by both CSX and Conrail and on truck transportation as well. Many Northeast manufacturers have learned the hard way that it is difficult for our products to compete in the marketplace due to the high cost of freight transportation. Steep shipping costs drive up our prices which make our products less competitive compared to manufacturers who have access to less expensive transportation options.

The CSX-Norfolk Southern plan to acquire Conrail and subsequently divide its rail lines will create a far more efficient transportation network for shippers in the Northeast. Right now, if we want access to a supplier beyond Conrail's reach, we have to pay for costly line switches at rail interchanges. Every line switch -- say from Conrail to CSX -- slows down our shipments

and increases freight costs. After acquiring Conrail, both CSX and Norfolk Southern will be able to create more single line routes, minimizing interchanges, speeding delivery, and lowering shipping prices.

With the ability to offer efficient, cost effective north-south single line service, the two new rail networks will also be able to compete directly with trucks. As I'm certain the Board is aware, trucking dominates freight transportation, particularly in the Northeast, because up until now the rail companies have not been able to offer a flexible, cost competitive alternative. That will change if the Board approves the CSX-Norfolk Southern plan. More competition with trucks means lower prices and less congestion on our crowded highways.

Osram Sylvania, Inc. believes that the CSX-Norfolk Southern plan will lower our shipping costs and therefore make our products more competitive in the marketplace. The plan will create a more seamless rail network, leading to more competition in the freight transportation system as a whole. We hope these reasons will persuade you that the CSX-Norfolk Southern proposal is worthy of the Board's approval. Thank you for the opportunity to share our company's views on what we believe is a critical economic issue.

Sincerely,

Acolfun

Dick Deluca

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May 16, 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 20423-001

Dear Mr. Williams:

My name is Dale Hippe and I am Senior Buyer for Osram Sylvania Products Inc. glass plant in Versailles, Kentucky. I have held my present position for nine years. My duties include the day to day purchasing functions which includes scheduling and tracing all inbound rail shipments.

Osram Sylvania Products Inc. glass plant is a producer of glass tubing for the lighting industry. Our facility is serviced by NS in conjunction with a local carrier, Gulf and Ohio. We receive raw materials from many locations across the country that are serviced by NS, CSX, UP, and CP. During 1996 we received over 600 carloads from various suppliers in Tennessee, Illinois, Indiana, Wyoming, and Ontario, Canada.

Osram Sylvania Products Inc. glass plant, Versailles, Kentucky, 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 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 noncompetitive. While there may 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 which owns it's 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 summerize, I belive that approval of the joint application of NS and CSX to acquire Conrail should be approved by the STB.

Sincerely chope

Dale Hippe Senior Buyer, Osram Sylvania Products Inc.- Glass Plant

OSRAM

SYLVANIA

Glass Technologias

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I, Dale Hippe, declare under penalty of perjury that the forgoing is true and correct to the best of my knowledge. Further, I certify that i am qualified and authorized to file this certified statement. Executed on May 16, 1997.

appe Dale Hippe



Ottawa River Steel Company P.O. Box 80188 Toledo, Ohio 43608-0188 419-729-1655 FAX 419-729-1669 1-800-729-1655



May 15, 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 Ottawa River Steel Co.

My name is William O. Newhouse, traffic manager of Ottawa River Steel Co. I have held this position for three years.

Ottawa River Steel is a full service center as well as a steel broker. We buy trom eight major mills. We sell as is coils/sheets and will also pickle, slit, and level coils. We have our main brokerage plant located in Toledo, Ohio, a processing plant in Detroit, Michigan, and a processing plant in Gary, Indiana. Our Toledo plant is serviced by Norfolk & Southern.

We primarily receive via rail to our Toledo plant only. We also receive material at two outside locations, Voss Steel, Taylor, Michigan and Lantz Steel, Detroit, Michigan.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire and subsequently divide it's assets. Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for single line rail service. Joint line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the proposed single line service would benefit us. With single line service, our facility would be able to compete in these markets. Page 2

Sincerely,

William O. Newhouse Ottawa River Steel Co. Traffic Manager

I, William O. Newhouse, declare under penalty of perjury that the above is true and correct. I further certify that I am qualified and authorized to file this statement executed on Monday, February 24, 1997.

Tewhouse

William O. Newhouse



P.T. O'MALLEY LUMBER CO., INC.

4242 NORTH POINT RD. P.O. BOX 9027 BALTIMORE, MARYLAND 21222-0727

May 27, 1997

VERIFIED STATEMENT

Mr. 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 Michael J. O'Malley. I am the President of P. T. O'Malley Lumber Company, Inc. in Baltimore, Maryland. My office address is 4242 North Point Road, Baltimore, Maryland 21222. Our business encompasses manufacturing and sales of ties, blocks, wedges, tie plugs, car flooring, and plywood to the railroad industry. As President of O'Malley Lumber, I am responsible for the total operation of the company, including manufacturing, sales, and strategic planning. I have over 30 years of experience in the lumber industry and have been in my current position since 1994.

O'Malley Lumber is a medium-sized company that purchases directly from saw mills across the country and manufactures the products previously listed. Conrail is our largest customer and we enjoy an excellent relationship that has lasted for over 40 years. Because the railroad industry represents an integral part of our business, we keep in tune to any changes which impact this area of commerce. The proposed acquisition of Conrail by CSX and Norfolk Southern is one such event. We believe that this acquisition would create stronger, more competitive rail carriers that will more efficiently meet their customers' needs.

It is also apparent that transactions, such as this, often generate significant capital investment and enhancements to communication systems. Naturally, the investment and improvements would not only benefit the railroad industry but would spill over to improve the overall business environment and thereby benefit the general public as well. Mr. Vernon A. Williams May 27, 1997 Page 2

We, at P. T. O'Malley Lumber Company, believe that the proposed transaction would be in our best interest as well as in the interest of the public. We strongly urge the Board to approve this application.

I, Michael J. O'Malley, 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 27th day of May, 1997.

Sincerely,

Michael J. O'Malley President

VERIFIED STATEMENT OF P&E Trucking, Inc. FINANCE DOCKET NO. 33388

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 Nathaniel Partee, and I am President of P&E Trucking, Inc. 2448 Lamar Ave., Memphis, Tn. 38114. I have held my position for nine years. My duties include direction of company owned tractors, and all aspects of managing a local drayage firm.

P&E Trucking, Inc. Is a local intermodal drayage firm, providing drayage services between local industries and various intermodal centers in the Memphis area. We work with NS in Memphis. In addition, we work with IC, BNSF and UP in the Memphis area.

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 intermodul 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, Nathaniel Partee, 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 28, 1997.

Sincerely athaniel Partee.

President, P&E Trucking, 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, Richard K. Byrne, 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 25^{16} day of 400^{10} , 1997.

Richard K Byrhe Manager, Terminal Services Pacific Great Lakes Logistics, Inc.





VERIFIED STATEMENT OF

PACIFIC RAIL SERVICES

FINANCE DOCKET NO. 33388

May 22, 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 Mark Hansen and I am Vice President and General Manager of Pacific Rail, 7000 West 71st Street, Bedford Park, IL 60638. My responsibilities include the daily operation of Pacific Rail Services which provides intermodal terminal services to its clients. These scrvices include: lift on/off, equipment maintenance and repair, clerical and equipment leasing.

Pacific Rail Services and its affiliates provide intermodal terminal services to Norfolk Southern at Atlanta and Savannah, GA; Chicago, IL; Columbus, OH; St. Louis, MO and New Orleans, LA. In addition, we work with the Union Pacific, CSX, Conrail, Burlington Northern Santa Fe, K Line and the Port of Tacoma at more than 60 locations across the United States.

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 track and facilities. For too long, customers which ship or receive products into and out of the Northeast have had the service of only one 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

Mr. Vernon A. Williams May 22, 1997 Page Two

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.

Our experience with the Norfolk Southern and the CSX is that they have been willing to invest in the infrastructure necessary to provide the highest levels of service at the lowest possible price.

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 services 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, Mark Hansen, 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,

mark-Hanser/k

Mark Hansen Vice President/General Manager Pacific Rail Services





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 CST Transportation Inc.; Norfolk Southern Corporation and Norfolk Southern Rail Corporation - Control and Operating Lease/Agreements - Conrail Inc. and Consolidated Rail Corporation

Dear Secretary Williams:

My name is Jack Schlag. I am Traffic Manager for Packerland Packing Co., Inc., of Green Bay, Wisconsin. I am responsible for the shipment of products by rail from our two (2) plants in Green Bay, Wi., one plant in Gering, Ne., and the Cold Storage facaltiy in Le Mars, Ia. where the product from our Hospers, Ia. plant is stored.

I have had these responsiblities at Packerland Packing Co for 25 years and am writing to offer my company's support for the CSX and NS application to acquire Conrail. I urge the Board to approve it promptly.

Packerland Packing Co is a beef slaughter and processer. We ship between 900 and 1,000 carloads of product per year. These shipment are made to points throughout the United States. The majority of our shipments are made from Green Bay, Wi and we are located on the Wisconsin Central Railroad. We currently are shipping to locations using the Conrail, CSX and NS. Our inbound shipments are primarily by truck.

Packerland Packing believes that the proposed acquisition of Conrail would be in our best interest as well as the interest of our customers. We strongly urge the Board to approve this application.

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We are convinced that this acquisition will produce better service and more competitive rates. Your approval of this application will also produce better equipment utilization and greater efficiencies in the movement of our Treight.

In conclusion, Packerland Packing Co supports the application to acquire Conrail and believes that it is in the best interest of shippers, receivers and the railroads.

I, Jack Schlag, 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.

Excuted this 8th day of May, 1997.

664



"STEER HEAD" ANIMAL PROTEINS

PACKERS BY-PRODUCTS COMPANY

P. O. BOX 66 - NATIONAL STOCK YARDS. ILLINOIS 62071

618 271.0660

VERIFIED STATEMENT OF PACKERS BY-PRODUCTS CO.

My name is Ralph M. Schaefer, Jr., president of Packers By-Products Co., for the past ten years. My duties include setting up rail transportation rates that are competitive and buy and selling product.

Packers By-Products Co. manufactures animal by products used in the making of animal feeds. Product is brought in from across the country to National City and shipped out to numerous locations throughout the country. During 1996 we shipped approximately 60,000 into and out of this location. We utilize mainly jumbo hopper cars, but have recently been using quite a lot of container equipment in addition to our regular hopper cars.

We strongly support the approval of the transaction which will let CSX and Norfolk Southern acquire Conrail and subsequently divide its assets. Since our facility if on the lines of NS, we would welcome the benefit of increased market access of single-line rail transportation. Joint line service into the Northeast has been a major hindrance to additional and existing business, a single line service would undoubtedly ensure increased business and efficiency for ourselves. We have used NS of many years and have been happy with theta efficient service. We are confident that good service would carry over to any CR lines they might acquire.

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

Ralph M. Schae fer procedure 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, 1. 1997.

Sincerely,

Kalph M. Scharff Ralph M. Schaefer, Jr.


P.O. Box 796, 2305 Fourth St., Tucker, GA 30085-0796, 770/934-7623

May 19, 1997

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

Re: Verified Statement of Palmer Brick & Tile Co. Proposed CSXT/NS/Conrail Transaction Surface Transportation Docket No. 33388

Dear Secretary Williams:

My name is Mack Palmer. I am President for Palmer Brick & Tile Company. In my position, I am responsible for purchasing and shipping Clay Products from various locations across the United States and distributing in Georgia.

I am writing to offer my strong support for the proposed joint acquisition of Conrail by CSXT and Norfolk Southern and urge the Board to approve it promptly. I believe that proposed acquisition would be in the best interest of Palmer Brick & Tile.

I, Mack Palmer, declare under penalty of perjury that the foregoing is true and accurate. Further, I certify that I am qualified and authorized to file this verified Statement.

Executed this 19th day of May, 1997.

Sincere Mack E. Palmer

President



MEP/slm

Member of National Association of Brick Distributors

PAN-HELLENIC FOOD OF N.Y. CORP.

442-444 NYC Terminal Market Row D Hunts Point Bronx, N.Y. 10474 Tel.: 718-328-8701 Fax: 718-328-8853

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, Harry Dilos, 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 <u>28</u> day of <u>April</u>, 1997.

Strely Dily the

Harry Dilos President Pan Hellenic Food of NY Corp.

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

VERIFIED STATEMENT OF PAPCO 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 Clay Coupland and I am the Sales Manager of PAPCO. I have held my present position for 11 years. PAFCO is a supplier of fuel oil 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.



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, Clay Coupland 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,

lay longh

Clay Coupland Sales Manager PAPCO

May 14, 1997

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

Dear Mr. Williams:

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divideits assets. Since our facility is located on lines which will belong to Norfolk Southern, we would welcome the benefits the Norfolk Southern proposes.

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 on any Conrail lines which they acquire.

We support Norfolk Southern's plan and urge your approval.

Sincerely,

PAPER & PULP EXCHANGE, INC.

Glenda E. Sheets Vice President

VERIFICATION

I, Glenda Sheets, declare under penalty of perjury, that the foregoing is true and orrect. Further, I certify that I am qualified and authorized to file this verified statement executed this 14th day of May, 1997.

Skeets 100 Glenda E. Sheets

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

Dear Sir:

For your information and guidance Parrish & Heimbecker is a private Canadian company established in 1909 with offices and facilities from coast to coast here in Canada.

We operate Grain Elevators, Feed Mills, Flour Mills, Killing Plants, etc. and have a very active Trading Operation.

Our gross sales are in excess of 1 Billion dollars per year, with our products finding homes not only in Canada, but throughout the world.

As is the case with most Canadian companies, the United States is our second largest customer after our domestic market.

For the past 15 years I have been the Sales and Export Manager for Eastern Canada and hence am actively involved in the transportation of Commodities by rail, vessel and truck to our customers through North America.

Our own facilities and those of our suppliers are located on the CNR and CPR which must connect with U.S. railways as efficiently as possible to service our U.S. customer base.

With this in mind 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.

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Page 2 May 20, 1997. Mr. Vernon A. Williams

There is a distinct need for 2 competing railroads in the north-east, which own their own track and facilities.

For far too long customers who ship or receive product into and out of the north-east have had the service of only one rail carrier, which ultimately has led to poor service and non-competitive rates.

We believe that the approval of the joint application of NS and CSX to acquire Conrail should be approved by the Surface Transportation Board as soon as possible so that our customers and suppliers in the north-east and of course ourselves can take advantage of the opportunities of seamless service, efficient equipment utilization along with the synergies of two great railways.

I, Daniel A. Clark, 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.

Yours truly,

PARRISH & WEIMBECKER, LIMITED D.A. Clark

Export Manager

DAC/evg

PARISH LIGHT VEHICLE STRUCTURES DIVISION



May 20, 1997

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

VERIFIED STATEMENT

Re: STB Finance Docket Number 33388

Dear Secretary Williams:

My name is Jack Quinter. I am traffic manager for the Dana Corp. Parish Division located in Reading, Pa. My office address is P. O. Box #13459, Reading, Pa. 19612-3459. In my position, I am responsible for the coordination and transportation of automotive frames and components to the automotive industry. I have been in my current position since 1985 and have worked in the logistics field for 34 years. I am writing to offer my company's strong support for the proposed division of Conrail's assets between CSX and NS and to urge the Board to approve it promptly.

The Dana Parish Division is a major manufacturer of automotive frames and components, shipping between 7000 and 9000 carloads annually from our facilities in Reading, Pa. Elizabethtown and Hopkinsville, Ky. to various automotive assembly plants throughout the US, Canada, and Mexico. Our Reading, Pa. facility is served by Conrail and cur Hopkinsville KY facility is servied by CSX.

Dana believes that the proposed transaction would be in our best interests, as well as our customers. We strongly urge the Board to approve the joint application for the reasons outlined below.

1. We believe that the proposed transaction would produce better service, better equipment utilization, and more competitive rates. We would have more efficient, single-line service to more of our automotive customers with the expanded systems. It has been our experience that single-line service is faster, more reliable and allows for better shipment tracking than joint carrier moves.

2. We are convinced that the proposed transaction would increase rail business for the expanded systems, and that would be a good for all of the shippers who rely on rail. Dana is well aware that motor carriers haul most of the nations's freight, and that trucks do dominate the freight markets, especially in the east. Vernon A. Williams May 20, 1-97 Page #2

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Since the expanded systems would be able to achieve greater efficiencies, they would return more freight traffic to the rails promoting more long term capital investment and ensuring that rail service would grow in the future. These developments are, and should be, important to all rail shippers.

In conclusion, Dana Parish Division supports the joint 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 east.

I, Jack Quinter, 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 20th day of May, 1997

Sincerely,

Jack Quinter Traffic Manager

PARKER BROKERAGE CO., INC. 5410 Homberg Dr. #28 Knoxville, TN 37919

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Mr. Vernon A. Williams Secretary Surface Transportation Board STB Finance Docket No. 3338 8 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 Parker Brokerage Co., Inc Finance Docket No. 33388

Dear Mr. Williams;

We support the Joint Application of Norfolk Southern Railway and CSX Corporation to purchase and operate the rail lines owned by Consolidated Rail Corporation.

Sincerely,

PARKER BROKERAGE CO., INC.

Charles Manufard

Charles P. Crawford. President

I, Charles P. Crawford, declare under the 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 30 day of May 1997.

Charles Carofact

May 27, 1997

VERIFIED STATEMENT OF PARSEC, 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 Frank Barnes and I am the Vice President of Intermodal Operations for Parsec, Inc. Our company has been serving the railroads as an intermodal ramp operator for over 35 years. I have been involved in the growth of our company for thirty (30) years and am responsible for forty (40) operations in the United States, Mexico, Canada and Great Britain.

Parsec currently operates four facilities for the Norfolk Southern Railroad at the following locations:

Detroit, Michigan Charleston, South Carolina Memphis, Tennessee Jacksonville, Florida

In addition to the above facilities, we provide services that range from lift on/lift off to full turn key operations (gate, clerical, lift on/lift off, trailer repair and mechanical) at the following locations:

CSX Railroad:

Atlanta, Georgia Cincinnati, Ohio Little Ferry, New Jersey Mobile, Alabama Philadelphia, Pennsylvania

Conrail:	East St. Louis, Illinois
	Indianapolis, Indiana
	Columbus, Ohio
	Baltimore, Maryland
	Morrisville Pennsylvania
SP/UP	Kansas City, Kansas
	Memphis, Tennessee
	Barbours Cut, Texas
	San Antonio, Texas
	City of Industry, California
	LATC (Los Angeles), California
	Fresno
Florida East Coast	Miami, Florida
	Fort Lauderdale, Florida
	West Palm Beach, Florida
	Jacksonville, Florida
Triple Crown	Kansas City, Missouri
	Harrisburg, Pennsylvania
	Rochester, New York
	Portside, New Jersey
	Jacksonville, Florida
	Atlanta, Georgia
	Ft. Wayne, Indiana
	Toronto, Canada
Canadian Pacific	Detroit, Michigan
	Vancouver, British Columbia
Illinois Central	Jackson, Mississippi
BNSF	Hobart (Los Angeles), California
	n New Orleans, Louisiana
NYK Depot	Forest Hill (Chicago), Illinois
Great Britain	Suttoncoldfield, Great Britain

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

Growth in the intermodal industry will benefit Parsec. Providing rail competition in the Northeast, particularly from two competitors that 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, Frank Barnes, 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 as executed on May 27, 1997.

Sincerely,

Frank Barnes Vice President - Intermodal Operations

"Light Years Ahead"

May 20, 1997

VERIFIED STATEMENT OF PARSEC, 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 David H. Budig and I am the General Manager of Intermodal Operations for Parsec, Inc. Our company has been serving the railroads as an intermodal ramp operator for over 35 years. I have been involved in our company for eight years and am currently responsible for operations of twenty-two (22) of our forty (40) operations. Prior to my employment with Parsec, I was involved in the distribution of goods for the Procter & Gamble Company and am familiar with the need for competition within the northeastern segment of the railroad industry.

Parsec currently operates four facilities for the Norfolk Southern Railroad at the following locations:

Detroit, Michigan Charleston, South Carolina Memphis, Tennessee Jacksonville, Florida

In addition to the above facilities, we provide services that range from lift on/lift off to full turn key operations (gate, clerical, lift on/lift off, trailer repair and mechanical) at the following locations:

CSX Railroad:

Atlanta, Georgia Cincinnati, Ohio Little Ferry, New Jersey Mobile, Alabama Philadelphia, Pennsylvania

Conrail:	East St. Louis, Illinois Indianapolis, Indiana Columbus, Ohio
	Baltimore, Maryland
	Morrisville, Pennsylvania
SP/UP	Kansas City, Kansas
	Memphis, Tennessee
	Barbours Cut, Texas
	San Antonio, Texas
	City of Industry, California
	LATC (Los Angeles), California
	Fresno
Florida East Coast	Miami, Florida
	Fort Lauderdale, Florida
	West Palm Beach, Florida
	Jacksonville, Florida
Triple Crown	Kansas City, Missouri
	Harrisburg, Pennsylvania
	Rochester, New York
	Portside, New Jersey
	Jacksonville, Florida
	Atlanta, Georgia
	Ft. Wayne, Indiana
	Toronto, Canada
Canadian Pacific	Detroit, Michigan
	Vancouver, British Columbia
Illinois Central	Jackson, Mississippi
BNSF	Hobart (Los Angeles), California
	New Orleans, Louisiana
NYK Depot	Forest Hill (Chicago), Illinois
Great Britain	Suttoncoldfield, Great Britain

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 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 carriers that are of comparable size and scope, and provide a competitive service.

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Growth in the intermodal industry will benefit Parsec. Providing rail competition in the Northeast, particularly from two competitors that 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, David H. Budig, 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 as executed on May 20, 1997.

Sincerely,

David H. Bueng General Manager of Intermodal Operations

"Light Years Ahead"

May 20, 1997

VERIFIED STATEMENT OF PARSEC, 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 Otto M. Budig, Jr. and I am the President of Parsec, Inc. Our company has been serving the railroads as an intermodal ramp operator for over 35 years. I have had the opportunity to guide our company from handling a single intermodal facility for the L&N railroad in 1962 to our current position of handling over 4.0 million lifts annually at 40 locations for the majority of the railroads in the United States, Canada and Great Britain.

We currently handle the ramp operations for the Norfolk Southern Railroad at the following locations:

Detroit, Michigan Charleston, South Carolina Memphis, Tennessee Jacksonville, Florida

In addition to the above facilities, we provide services that range from lift on/lift off to full turn key operations (gate, clerical, lift on/lift off, trailer repair and mechanical) at the following locations:

CSX Railroad:

Atlanta, Georgia Cincinnati, Ohio Little Ferry, New Jersey Mobi'e, Alabama Philadelphia, Pennsylvania

Conrail:	East St. Louis, Illinois Indianapolis, Indiana
	Columbus, Ohio
	Baltimore, Maryland
	Morrisville, Pennsylvania
SP/UP	Kansas City, Kansas
51/01	Memphis, Tennessee
	Barbours Cut, Texas
	San Antonio, Texas
	City of Industry, California
	LATC (Los Angeles), California
	Fresno
Florida East Coast	Miami, Florida
	Fort Laude lale, Florida
	West Palm Beach, Florida
	Jacksonville, Florida
Triple Crown	Kansas City, Missouri
	Harrisburg, Pennsylvania
	Rochester, New York
	Portside, New Jersey
	Jacksonville, Florida
	Atlanta, Georgia
	Ft. Wayne, Indiana
	Toronto, Canada
Canadian Pacific	Detroit, Michigan
	Vancouver, British Columbia
Illinois Central	Jackson, Mississippi
BNSF	Hobart (Los Angeles), California
	New Orleans, Louisiana
NYN Depot	Forest Hill (Chicago), Illinois
Great Britain	Suttoncoldfield, Great Britain

Based upon our experience in providing the services cescribed 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 sysem. 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 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 carriers that will compete in the Northeast should not be just any rail carriers. They must be carriers that are of comparable size and scope, and provide a competitive service.



683

Growth in the intermodal industry will benefit Parsec. Providing rail competition in the Northeast, particularly from two competitors that 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, Otto M. Budig, 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 as executed on May 20, 1997.

Sincerely,

.

. . ..

Otto M. Budig, Jr.

Otto M. Budig, Jr. President





TOTAL LOGISTICS • TRANSPORTATION BROKER • LTL CONSOLIDATION AND DISTRIBUTION

450 Sentry Parkway · Blue Bell, PA 19422 · (610) 828-0321 · 1-800-828-0321 · FAX (610) 834-7937

VERIFIED STATEMENT OF Douglas J. Pavone on behalf of Part IV Associates 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 to urge the Board to approve it promptly.

Background:

I am Douglas J. Pavone, Vice President of Part IV Associates. Part IV is located in Blue Bell, PA. I am responsible for overseeing the transportation requirements for my company. I have been in my current position since 1982 and have worked in the transportation field for 23 years.

Part IV is a third party logistics Company.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. The joint acquisition of Conrail will be in Part IV'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 Part IV because the enhanced CSX system will allow us more flexibility to expand our market reach.

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, Douglas J. Pavone, 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.

Douglas J. Pavone Part IV Associates Inc.

May 2, 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:

California's San Joaquin Valley may seem a little removed from the question of whether or not two Eastern railroads, CSX and Norfolk Southern, should be allowed to acquire Conrail. The truth is my company, Patterson Frozen Foods, is vitally interested in this question. In fact, we urge you to approve this proposed acquisition as soon as you can.

I'm Patterson's Manager of Transportation and Distribution, responsible for more than 100 carloads of frozen bulk products year. At Patterson, we've learned two things about rail service.

1) On the East Coast, where the lines between freight railroads cut off routes, costly and confusing delays are common.

2) On the West Coast, where the routes have been simplified, direct, single-line service can make all the difference in the world.

Now I know that the current proposal before the Surface Transportation Board is not a West Coast-style rail merger, but an acquisition. In the end it doesn't matter. What does matter is that we get the most direct service, involving the fewest interchanges possible from the West Coast to the East.

I urge you to approve this acquisition as soon as you can.

I, Dick Fetzer, 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 2nd day of May, 1997.

Sincerely,

Dick Fetzer



May 8, 1997

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

Re: CSX Corporation and CSX Transportation, Inc. 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 Dann Bunn. I am President of Pave-Tec, Inc. located in Garden City, Georgia. Our company has purchased an asphalt plant which will be located on a rail siding.

Our annual requirement will be approximately 250,000 tons of aggregate shipped via rail from Macon, Georgia. Of this amount, 100,000 tons of base stone will be used or sold. The remainder will be used to manufacture asphalt mix.

We take the position to support the transaction, because there is a need for strong competitive railroads which own their own track and facilities. The other benefit is that rail merges bring efficient single-line service to more customers, improving service and extending their ability to reach new markets.

Hopefully, this will improve equipment utilization through better, more direct and faster service.

Yours Very Truly,

R. B. BAKER CONSTRUCTION, INC.

kin m Bun

Dann M. Bunn President



cc: Mr. Robert Baker, RBBC

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Paxton Bonded Storages, Inc.

P.O. Box 487 - 225 W. Walnut Street - Wilson, NC 27894-0487 - (919) 243-4454 - Fax (919) 243-3942

Tuesday, May 13, 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 Coalter Paxton, III

Paxton Bonded Storages, Inc.

My name is Coalter Paxton, III and I am Manager of Paxton Bonded Storages, Inc. I have held my present position for 8 years. My duties include overall management of Paxton Bonded Storages, Inc.

Paxton Bonded Storages, Inc. is a full service warehouse offering rail unloading and storage, and truck unloading and storage. We have facilities located at 225 W. Walnut Street in Wilson, NC. These facilities are presently served by NS. We receive cotton and lumber by rail located at 225 West Walnut Street. These facilities are located on the lines of Norfolk Southern. During 1996, we shipped and received five to six carloads of cotton a week and a dozen cars of lumber.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its sets. Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for singleline rail transportation. Joint line rail service into and our of the Northwest 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.

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

I, Coalter Paxton, III, 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,

N. Cutt Patro

W. Coalter Paxton, III

PB EXPRESS 21010 CENTER RIDGE RD. SUITE 306 ROCKY RIVER, OHIO 44116 216-356-8988

VERIFIED STATEMENT OF PB EXPRESS FINANCE DOCKET NO. 33388

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

Dear Mr. Williams:

My name is Marcia Hite, and I am the Administrator for PB EXPRESS of 21010 Center Ridge Road, Rocky River, Ohio. I have held my present position for 2 years. My duties include coordination of Intermodal sales, administration, safety and customer Quality control. I oversee all projects within our system, including rail and container services.

PB EXPRESS is a Intermodal Drayman (motor carrier) involved in the draying of rail and overseas equipment. We work with NS at the following locations: Cincinnati, Ohio, Chicago, III, Columbus, Ohio, Cleveland, Ohio, . In addition, we work with Conrail, Southern Pacific, Mopac, Santa Fe, in Chicago, II. and other 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 operaate in a particular market, service suffers and the price is Non-competitive. While there may have been an historical reason for insulation northeastern railroding 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 not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service. (Here you could ask the customer about other aspects of competition which are appealing, and ask the customer to discuss these points in some detail, relating them to their business if at all possible.)

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitions 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, Marcia Hite, 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 statemen. Executed on May 29, 1997.

Sincerely,

Jarcia

Marcia Hite Manager PB EXPRESS

VERIFIED STATEMENT OF PEACHTREE TRUCK & TRAILER REPAIR

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 Travis Maddox and I am President of Peachtree Truck & Trailer Repair located in Suwanee, Ga.

Peachtree Truck & Trailer repair is as the name says in the truck and trailer repair bussiness. Our company has been in existence for over seven years. A significant portion of our business involves repair of trucks and trailers involved with rail intermodal shipments.

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.

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

I, Travis Maddox, 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 ___________, 1997.

Sincerely, us Al Nallo Travis Maddox

President - Peachtree Truck & Trailer Repair

PECHINEY D

PTC DIVISION

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 Gabby Limardi. I am the Traffic Manager for Pechiney World Trade, PTC Division. My business address is 475 Steamboat Road, Greenwich, CT 06830. As Traffic 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 Norfolk Southern and CSX have presented to the questions of "who gets Conrail" appears to be fair and equitable.

We support the approval of the transaction by which CSX and NS will acquire control of Conrail, and then divide the assets and trackage of Conrail on the manner which has been described to me, in 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 track and facilities. for too long, customers who 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 ena rail carrier increasing to two, but also the greatly expanded market reach which single line 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 been unable to complete adequately.

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

I, Gabby Limardi, declare under penalty of 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 20, 1997.

Sincerely,

Pechiney World Trade (PTC Division)

ably timarch.

Gabby Limardi Traffic Manager



Pechiney World Trade (U.S.A.), Inc. - 475 Steamboat Road, Greenwich, CT 06830 tel: (203) 625-9043 - telefax: (203) 622-4306



PECK RECYCLING COMPANY

Central Virginia Railroad & Waterfront Facility 3220 Deepwater Terminal Rd. Richmond, Virginia 23234-1838 (804) 232-5601 800-762-6325 FAX #804-233-6807

Hampton Roads, Virginia

3850 Elm Avenue Portsmouth, Virginia 23704-7199 (804) 399-4075 FAX #804-399-2625 and Pairoad & Watertront Facility East Ohio Streot sapeake, Va. 23324-1313

Northern Virginia

14144 Jefferson Davis Hwy. Woodtord, Virginia 22580-2210 (800) 647-7325 (804) 448-4746 FAX #804-448-3023 VERIFIED STATEMENT OF B. David Peck on behalf of Peck Recycling Company STB Finance Docket No. 33388

I am B. David Peck, President of Peck Recycling Company in Richmond, Virginia. As President, I am familiar with our company's transportation requirements. Peck Recycling has done business with CSX for over 50 years, and is pleased to have this opportunity to express one support for the joint acquisition of Conrail by CSX and NS.

Our company processes scrap metal. We serve more than 35 steel mills and foundries in Maryland, Pennsylvania, Ohio, Virginia, and the Carolinas. Peck Recycling is served by CSX, and we ship more than 250,000 tons of scrap metal material via CSX each year.

The division of Conrail's assets between CSX and NS would open new markets for our scrap metal in the Northeast. We also believe that we would receive better service with the new singleline routings that will be available in some of the regions in which our customers are located, helping us to remain competitive and to continue our growth.

CSX has proved a dependable partner during the past 50 years. CSX has always been responsive and helpful when we have encountered the inevitable problems of our growing business. As the Board deliberates the complicated issues surrounding this transaction, we hope that it will keep in mind the interests of rail shippers such as Peck Recycling Company. We believe that the proposed transaction would allow CSX to maintain, and ultimately enhance, the quality and reliability or our rail transportation.



I, B. David Peck, 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 12 day of MAY 1997

B David Rech B. David Peck



The TransBridge Group ConBulk Marine Terminals Group TransIndustrial Development Group TransContinental Agencies Group

June 2, 1997

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

Re: VERIFIED STATEMENT OF PEEPLES INDUSTRIES, INC. Finance Docket No. 33388

Dear Sir:

My name is E. Gay Mayfield, Jr. and I am President of Peeples Industries, Inc. I have held my present position for 5 years. My duties include full operating responsibilities of Peeples Industries, Inc. and its subsidiaries, which include Southern Bulk Industries, Inc., an export clay facility in Savannah, Georgia, serviced by the Norfolk Southern.

During 1996, Southern Bulk Industries, Inc. received 5,000 carloads of kaolin products for export to the European and Far East Markets. The kaolin shipments originated from the Fall Line Region in middle Georgia.

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 belong to NS, we would welcome the benefit of increased market access for single-line rail transportation, especially into the North Atlanta and Midwest Regions. 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 in commodity specific markets that we have not had access to in the past due to the inefficiencies of corridors operated by multiple railroads. 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.

There is no doubt that Norfolk Southern's expanded involvement in other corridors will further enhance the efficiencies of the corridor as a whole. The NS is an excellent operator and their innovative and visionary methodology in meeting the needs of the transportation industry is a catalyst to economic growth and operating efficiencies. Their
Verified Statement June 2, 1997 Page Two

proactive approach to problem solving creates an environment of constant improvement in systems and services in general, which gives us a comfort level that our business relationships with commercial customers will have longevity. Peeples Industries, Inc. operates under the premise that once a customer is secured, that customer will become a part of our operating family indefinitely. Therefore, having the NS involved in the transportation services provided those customers supports our ability to create continuity and longevity with our commercial clientele.

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

I, E. Gay Mayfield, Jr., declare under penalty of perjury that the foregoing in true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on the 2nd day of June, 1997.

Sincerely,

PEEPHES INDUSTRIES, INC.

E./Gay Mayfield

President

EGM:dms



Verified Statement of THE PEERLESS TRANSPORTATION COMPANY

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

I am Carl M. Bridges, President, of Peerless Transportation Company. Peerless Transportation is located at 1440 Miami Chapel Road, Dayton, Ohio. I have served Peerless as president and general Manager for fifteen years, Manager for twenty years, and as Freight Agent for the B & O Railroad for ten years.

Peerless Transportation has been in the business of warehousing for seventy-five years. Peerless Transportation receives freight of all kinds, last year 4023 cars via rail. These shipments originate in the west and south.

Peerless Transportation anticipates that the combination of CSX's present system with portions of the Conrail system will result in improved blocking patterns that will benefit Peerless Transportation. Many of Peerless Transportation a cars come from points served by Western carriers or originate from points served by Western carriers. Our present shipments are often delayed during handling at congested gateways. If blocking patterns can be structured such that interchange times are reduced, transit times and costs will go down accordingly.

Thus, Peerless Transportation looks forward to the consummation of the transaction between CSX NS and Conrail and urges the Surface Transportation Board to approve their application.

I, Carl M. Bridges, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file the verified statement. Executed this 7 day of May, 1997.

Sudger



Affiliates: CUSTOM FREIGHT SALES THE PEERLESS STORAGE COMPANY MAD RIVER TRANSPORTATION, INC.



Pegasus Transportation Group Inc.

May 13, 1997

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

RE: <u>CSX Corporation and CSX Transportation, Inc.</u>; 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 Jack McFadden, President and CEO for Pegasus Transportation Group, Inc. 8111 LBJ Freeway, Suite 1210, Dallas, TX 75251. Pegasus Transportation Group, Inc. operates as a shippers agent for Landstar Logistics intermodal, drayage, and long haul OTR services. Pegasus Transportation Groups corporate office is located in Dallas with branch offices in San Antonio, Joplin, and our truck operation in Grand Prairie, Texas. We ship a variety of commodities in carload & intermodal involving all major lanes utilizing BNSF, UPSP, NS, CSXT, KCS, APL, CP and the CNRR. The majority of our customers use rail with OTR support where applicable. We utilize EMPU, BNAU/SFTU containers as the majority of our equipment needs with 45'/48' tra lers filling out the remainder of our needs.

The acquisition and division of Conrail by NS and CSX as explained to me and described in its application, meets our competitive expectations and needs for strong competitive railroads which own their own track and facilities. Also, to bring efficient single-line service to more customers, improving service for those customers and extending their ability to reach new markets as NS has provided with the REZ1/EMPU program.

NS has proven its worth in competitive pricing to remove truck traffic on major interstate lanes while maintaining their service excellence and profitability while working with our agency. NS's outstanding safety record, evident by the Harriman Award is a result of fewer interchanges resulting from single-line service, and therefore fewer opportunities for damage to lading or spills.

We believe that approval of the application of CSX an NS to acquire Courail will greatly improve transportation service and strongly I request its approval by the STB.

I, Jack McFadden, 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.

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Executed on <u>May 13</u>, 1997.

Sincerely,

Jack metadden

Jack M Fadden President Pegasus Transportation Group, Inc.



Chicago Office, 2625 Butterfield Rd, Suite 101N, Oakbrook, Illinois 60521-1237 Phone: 630.571.2277 Fax: 608.571.3268

May 20, 1997

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

> Verified Statement On behalf of The Peltz Group Finance Docket No. 33388

My name is Brian Lavin; I am the Vice President of Transportation for The Peltz Group. My business address is 2625 Butterfield Road, Suite 101N, Oak Brook, IL 60521. As the Vice President of Transportation, my responsibilities include planning for rail service, negotiation of rail contracts, and negotiation of truckload and container shipments.

The Peltz Group is the largest independent paper recycler in the nations serving customers around the globe. We have four sales offices located Milwaukee, Wisconsin, Oakbrook, Illinois, Atlanta, Georgia, and Los Angeles, California. We also have five processing plants located throughout the Wisconsin area. The Peltz Group sells to over 150 mills across the country and around the world. As a major supplier, The Peltz Group keeps scrap paper flowing while others keep searching for customers. In 1996, we shipped 800,000 tons of paper by rail to numerous points in the U.S., Canada, and Mexico. In 1996, the associated freight cost was well over 20 million dollars.

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 get Conrail" appears to be fair and equitable. Initially, we were concerned that our industry would, in essence, lose the services of a rail carrier when CSX was to acquire all of Contrail. However, since NS has acquired the portion of Conrail, we will continue to enjoy competitive rail service.

Competitive rail service is important for The Peltz Group. Because transportation expenses play a major portion for The Peltz Group, we need to have two rail providers available in order to provide a competitive force to keep rail rates in check. We believe that the ability to access two rail carriers is the optimum for our needs. From what I understand of the competitive situation, this had worked well in the Southeast where NS and CSX compete directly.

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 increase market penetration to areas in which we been unable to compete adequately.

A-1 Recycling Center 2101 W. Morgan Avenue Milwaukee, Wisconsin 53221-1534 Phone: 414.281.8900 Fax: 414.281.5682

Janesville Recycling Center 340 Black Bridge Road Janesville, Wisconsin 53545-0707 Phone: 608.756.0001 Fax: 608.756.2950

Madison Recycling Center 2200 Fish Hatchery Road Madison, Wisconsin 53713-2494 Phone: 608.251.2115 Fax: 608.251.0357

Milwaukee Office 4600 N. Port Washing on Road Milwaukee, Wisconsin 53212-1039 Phone: 414.967.1800 Fax: 414.967.1801 Sales Fax: 414.967.1808

Paper Valley Recycling Center 1420 Earl Street Menasha, Wisconsin 54952-1417 Phone: 414.729.5005 Fax: 414.729.6566

Peltz Recycling Center 4875 N 32nd Street Milwaukee, Wisconsin 53209-5423 Phone: 414.445.6279 Fax: 414.449.9099



We ask that the Surface Transportation Board approve the application of NS and CSX to acquire Conrail.

I, Brian Lavin, declare under penalty that the foregoing is true and correct. Fur her, I certify that I am qualified and authorized to file this verified statement.

Sincerely, nan

Brian Lavin Vice President of Transportation The Peltz Group

Enclosure

BL:kl

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VERIFIED STATEMENT OF JOSEPH A. DAVIS. JR. on behalf of PEN COAL CORPORATION Finance Docket No. 33388 CSX Corporation and CSX Transportation, Inc. Norfolk Southern Corporation and Norfolk Southern Rallway Corporation Control and Operating Lesse/Agreements-Control and Consolidated Rail Corporation

I am Joseph A. Davis, Jr., Senior Vice President of Sales and Marketing of Pen Coal Corporation. Pen Coal Corporation is located in Brentwood, Tennessee at 5110 Maryland Way. I am responsible for overseeing sales and marketing of our coal, in addition to transportation requirements. I am writing to express our company's support for the acquisition of Conrail by C&X and NS.

Pen Coal Corporation produces and sells coal and ships coal to our customers, who are domestic and foreign utilities located in Kentucky, Florida, Europe, and Taiwan. We handle approximately 2,500 carlpads 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 southeast. In particular, the acquisition will bring us new access to CSX-served utility customers in this region.

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

For these reasons, Pen Coal Corporation urges the Board to approve the joint application of CSX and NS.;

I, Joseph A. Davis, Jr., declars under pensity 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 Mity, 1997.

adeph A. Devis, Jr.

Senior Vice President of Sales & Marketing

07

Center Courr Building = 5110 Maryland Way + Post Office Box 2128 + Bronswood, Tennessee 37027

Phone (615) 371-7330 . Telex: 555187 . Fax (615) 371-7388



PENNINGTON SEED, INC.

P.O. Box 290 • Madison, Georgia 30650 • (706) 342-1234 CORPORATE HEADQUARTERS

May 5, 1997

Reference: Finance Docket No. 33388

Verified Statement of Robert Pennington on behalf of Pennington Seed, Inc.

I am Robert Pennington, Senior Vice President of Pennington Seed, Inc. Pennington Seed, Inc. is located at 1280 Atlanta Hwy., Madison, GA 30650. I have served Pennington Seed, Inc. in my present position for 20+ years. My experience in this field includes purchasing all grain and managing all rail traffic that service my Penn Pak facilities in Madison, GA, Greenfield, MO and Sidney, NE.

Pennington Seed, Inc. has been in the business of making bird seed, grass seed, vegetable seed, flower seed, fertilizers, liquid chemicals, granular chemicals, potting soils, pine barks, clay pots, and any type of seed that is grown in the world for over 20 years. Pennington Seed, Inc. receives shipments of different commodities via rail. These shipments originate from the northwest - mostly from Minnesota, the Dakotas, and Colorado off of the DME, UP, CPRS, BN, NS, and CSXT lines.

Pennington Seed, Inc. anticipates that the combination of CSX's present system with portions of the Conrail system will result in improved blocking patterns that will benefit Pennington Seed. Many of Pennington's shipments are destined for points served by Western carriers. Our present shipments are often delayed during handling at congested gateways. If blocking patterns can be structured such that interchange times are reduced, transit times and costs will go down accordingly.

Thus, Pennington Seed, Inc. looks forward to the consummation of the transaction between CSX, NS, and Conrail and urges the Surface Transportation Board to approve their application.

I, Robert Pennington, 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 day 5th day of May, 1997.

Sincerely,

Robert Pennington Senior Vice President

RP:kdh



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Subject to the limitation of liability herein set forth, Seller warrants that the seeds or other merchandise sold are as described on the container, within recognized tolerances. LIABILITY ON THIS WARRANTY IS LIMITED TO THE PURCHASE PRICE OF THE SEEDS OR OTHER MERCHANDISE. In no event shall we be liable for the crop, or lack thereor, whether such loss results from the breach of the foregoing warranty, from breach of any other croussion of the buyer's contract for the purchase of suid seeds or the other merchandise, or from any other cause. SELLER MAKES NO OTHER WARRANTY EITHER EXPRESS OR CHER ALS NO OTHER MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OF SEED OR OTHER WARRANTY EITHER EXPRESS or other merchandise are sold at the price quoted only upon the condition that the above disclaimer of warranty and the limitation of damages are part of the basis of the bargain. Seeds or other merchandise not accepted under these terms should be returned within 20 days in the original, unopend container and Buyer will receive return of purchase price. Quotations and sales are subject to immediate acceptance, stock unoid, the company's control and the graphic errors and omissions, delays and contingencies beyond the company's control and the company's c



Pennsylvania Power & Light Company

Two North Ninth Street • Allentown, PA 18101-1179 • 610/774-5151

Frank A. Long Executive Vice President and Chief Operating Officer 610/774-5792 FAX: 610/774-5019

May 29, 1997

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

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

VERIFIED STATEMENT ON BEHALF OF PENNSYLVANIA POWER & LIGHT

My name is Frank A. Long, and I am Executive Vice President and Chief Operating Officer of Pennsylvania Power & Light Company. I have held my

present position since 1993. My duties include supervisory responsibility for rail

transportation to our coal-fired plants in central Eastern Pennsylvania.

Pennsylvania Power & Light Company ("PP&L"), the principal

subsidiary of PP&L Resources, Inc., is headquarted in Allentown, Pennsylvania. It is

an electric utility that provides service to 1.2 million homes and businesses

throughout a service area of 10,000 square miles in 29 Pennsylvania counties. The

principal cities served include Allentown, Bethlehem, Harrisburg, Hazleton,

Lancaster, Scranton, Williamsport and Wilkes-Barre.

Mr. Vernon A. Williams

May 29, 1997

PP&L receives rail shipments of bituminous coal at four generating stations located at Strawberry Ridge, Sunbury, York Haven, and Martins Creek, PA. These facilities are presently served solely by Conrail. We receive approximately 8 million tons of coal per year or 80,000 carloads. PP&L is Conrail's largest coal delivery customer and we pay Conrail about \$70 million a year for that service. Our understanding of the joint merger proposal among Norfolk Southern, CSX and Conrail is that Norfolk Southern will serve our coal-burning facilities in the Commonwealth of Pennsylvania.

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PP&L supports approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Because our facilities are located along rail lines which will belong to NS, we would welcome the benefit of the cost-effective service which NS would bring to our plants. PP&L needs access to Central Appalachia mines for a substantial portion of our coal supply in order to comply with the Clean Air Act and thereby lower sulfur dioxide emissions. The joint proposal would provide single-line service from a large part of Central Appalachia served today by NS where there is now only joint-line service. That will benefit our customers as well as the environment. In addition, we believe that Norfolk Southern will work closely with PP&L to provide needed flexibility in meeting the challenges of utility deregulation.

Mr. Vernon A. Williams

May 29, 1997

We have used NS in the past on joint-line service in conjunction with Conrail and have been satisfied with its service. We are confident that NS will be able to provide timely, reliable service on any CR lines which it acquires.

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For all of the above given reasons, PP&L supports the application of NS and CSX to acquire Conrail.

I, Frank A. Long, 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,

COMMONWEALTH OF PENNSYLVANIA COUNTY OF LEHIGH

Subscribed to and sworn before me this 30 day of May, 1997.

}

}

My commission expires October 29, 1998

NOTARIAL SEAL FRANCINE A. GREENZWEIG, Notary Public City of Allentown, Lehigh County, PA My Commission Expires Oct. 29, 1996



PEROLES METALS & CHEMICALS, INC.

TWO STAMFORD PLAZA 12TH FLOOR 281 TRESSER BOULEVARD, STAMFORD, CT 06901 TEL: (203) 359-6775 - 800-331-4709 FAX. (203) 359-3692

May 27, 1997

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

Dear Secretary Williams:

My name is Elizabeth Murray. I am the Traffic Manager for PEÑOLES METALS & CHEMICALS, INC. My business address is 281 Tresser Blvd., Two Stamford Plaza, Stamford, CT 06901. As Traffic Manager, my responsibilities include planning for rail service, negotiation of rail contracts, and arranging 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 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 approval of the joint application of NS and CSX to acquire Conrail should be approved by the STB.

I, Elizabeth Murray, 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 27, 1997.

Sincerely,

PEÑOLES METALS & CHEMICALS, INC.

wran Elizabeth Murray



PEORIA MIDWEST TRANSPORTATION SERVICES

VERIFIED STATEMENT OF JACK B. REESER

PEORIA MIDWEST TRANSPORTATION SERVICES

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 Jack B. Reeser, and I am President of Peoria Midwest Transportation Services, 305 Wesley Road, Creve Coeur, Illinois 61610. I have held my present position for five months. Prior to my recent appointment, I was Vice President for four and one-half years. My duties include activities related to sales, marketing, operations and personnel. I also have supervision of these responsibilities.

Peoria Midwest Transportation Services is a motor carrier and ramp operator. We work with the NS in Creve Coeur, Illinois. In addition, we work with the TPW in Peoria, Illinois, as well as with the BNSF in Peoria and Galesburg, Illinois. We primarily provide drayage service from Central Illinois to ramps at these points.

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. It is our feeling that 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 Mr. Vernon A. Williams Page 2 May 23, 1997

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

I, Jack B. Reeser, 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,

Jub B Rau

Jack B. Reeser President Peoria Midwest Transportation Services



P.O. Box 15487 • Augusta, Georgia 30919-1487 • Phone (706) 737-0661 • FAX (706) 737-5849

May 30, 1997

Mr. Vernon A. Williams Secretary Surface Transportation Board STB Finance Docket No. 33388 1925 K Street, N.W. Washington, DC 204230-001

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 W. Randles, and I am President of Peridot Chemicals (Georgia), Inc. My duties include freight negotiations for inbound and outbound rail transportation.

Peridot Chemicals (Georgia), Inc. produces/sells sulfuric acid and water treatment chemicals and rail transportation plays a vital role in our business as we greatly depend on railroads to meet our production needs and our customer's expectations.

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 connecting railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive products into and out of the Northeast have had the service of only one carrier, which causes service to suffer and noncompetitive prices.

TO SUMMARIZE, WE BELIEVE THAT APPROVAL OF THE JOINT APPLICATION ON NS AND CSX TO ACQUIRE CONRAIL SHOULD BE APPROVED BY THE STB. We also feel it is in everyone's interest that this approval be granted in an expeditious manner. I, Gary W. Randles, 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.

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Sincerely,

Kandle

Gary W. Randles President

GWR:cwg GWR-97-35

cc: Mr. Ron Kopp Mr. Rick Lentz MAY 29 '97 10:52

SENT BY:Xerux Telecopier 7020 : 5-14-97 : 12:41 :

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P.O. Box 5001 Hazard, Kentucky 41702 Phone (608) 439-1891 Fax (608) 438-9119

> Verification Statement of Cecil Lewis on behalf of Perry County Coal 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 Perry North, and I am General Manager of Perry County Coal Corporation. I have served in this position since 1996.

Perry County Coal Corporation mines and markets coal from mines located in the East Kentucky Region 8 in Perry and Leslie Counties of Kentucky.

In 1996, Perry County Coal shipped approximately 75,000 tons on CSX lines to various customers in the Southeast, Midwest, and Export. Projected shipments for 1997 to these same markets is in excess of one million tons.

Perry County Coal Corporation strongly supports the acquisition of Conrail by CSX and Norfolk Southern. The single-line service made possible by the acquisition will help Kentucky Processing Company to expand its business into new geographic areas. While shipments into Region 8 are theoretically possible now, they are financially impracticable. Single-line service will make access into the Region 8 a real possibility for the company.

I, Perry North, 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 _/// day of _//// 1997.

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Verified Statement of Frank Petrat

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. 2043-0001

Dear Mr. Williams;

My name is Frank Petrat, and I am the sole proprietor of my own company. I have been in business since 1984, 13 years. My duties include soliciting work for my company as well as performing a great deal of the labor. Additionally, I provide services to the private sector, including Norfolk Southern Railway Company.

I offer surface grading, snow removal, equipment rental, asphalting and general terminal maintenance. I perform various services for NS in Detroit, MI. I also perform the same services for other companies in the area.

Based upon my experience in providing the services described above and working with the various railroads, I would like to express my 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 on 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 NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

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

I, Frank Petrat, 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, and Petrot Frank Petrat

Sole Proprietorship 2545 David Melvindale, MI 48122

*





Monterrey.N.L., May 8, 1997.

VERIFIED STATEMENT OF Lic. J. Arnoldo Lozano A. on behalf of PETROCEL,S.A. DE C.V. 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 Sir :

i am Arnoldo Lozano, Distribution and Logistics Manager for Petrocel/Temex located in Monterrey, México. Reporting to the Commercial Vice President, I handle all logistics and distribution for our two plants-Petrocel and Teme. (Tereftalatos Mexicanos). I have been working in this position for 9 years and in the transportation industry for 23 years.

Petrocel is a member of Grupo Alfa. one of the largest consolidated companies in México. Generating in excess of 21 billion pesos (approximately 2.7 billion dollars) in revenues in 1995, Grupo Alfa's activities range from steel to telecommunications to petro-chemical production. Both Petrocel and Temex, with plants in Altamira, Tamaulipas and Cosoleacaque, Veracruz, respectively manufacture chemical products which include PTA (Pure Terephthalic Acid) and DMT (Dimethyl Terephthalate).

Petrocel is currently exporting much of its production and sells its products in approximately 20 countries throughout the world, including the United States. Grupo Alfa is the largest Mexican exporter behind the automotive industry. Both of our chemical plants are rail-served, and we use a combination of rail, truck, and ocean transportation to reach our markets and move raw materials .

Petrocel/Temex wholeheartedly supports the joint application of CSX and NS. The acquisition of Conrail by these companies will be a strong step toward bringing the two markets (Mexican and U.S.) together, a common goal under the North American Free Trade Agreement (NAFTA). Foremost among the benefits we anticipate from the acquisition is single line service to/from the Northeast, reducing handling and transit costs.

The current rail map of the U.S. forces most traffic associated with Mexican to be routed over gateways such as Chicago, a routing that causes needless cost and delay. With a combined CSX/NS/Conrail, traffic could be routed via a more ''natural'' north-south route.

Also, as Petrocel currently ships via water to East Coast ports, the ability to reach more inland points via single line service will make rail a much more competitive option for us and our customers.

Again, I would like to express my support for the application before you as I believe there are significant benefits to be realized by both U.S. and Mexican companies.

I, Arnoldo Lozano, declare under the penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized person to file this verified statement. Executed this 8th day of May of 1997.

Truly yours,

huld your G.



Pevler Coal Sales Co., Inc. P. O. Box 3368 Charleston, WV 25333

May 22, 1997

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

Subject: Support for CSX and NS Acquisition of Conrail

Dear Mr. Williams:

My name is J. Mark Campbell, I am President of Pevler Coal Sales Company which is the exclusive sales agent for Beech Fork Processing, Inc. and Czar Coal Corporation which have operations in Johnson and Martin Counties of Kentucky. My office is located in Charleston West Virginia and my address is listed above.

Pevler Coal Sales Co., Inc. is a Kentucky Corporation with annual sales of \$100 MM. Transportation is a vital factor to the success of our business. We utilize truck, barge and rail which is prorated 10%, 30% and 60% respectively. My responsibilities as sales manager is the direct sales and oversight of transportation as listed above. Our facilities are presently served by NS. Our primary customers are southeastern utilities with river shipments to the northeast and midwest to both utilities and industrial customers. During 1996 we shipped 19,500 car loads from the Pevler facility.

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 proposed 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.

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

(304) 345-1276 Fax: (304) 345-1278 I, J. Mark Campbell, 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, 4 U J. Mark Campbel President

C.\word\wpdocs\nsconrail



PHILLIPS PETROLEUM COMPANY BARTLESVILLE, OKLAHOMA 74004 918 661-6600

TRANSPORTATION SERVICES

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

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

VERIFIED STATEMENT OF PHILLIPS PETROLEUM COMPANY

My name is Fred E. Watson, and I am Transportation Supervisor at Phillips Petroleum Company (Phillips). My duties include responsibilities for all rail contracts, rail service agreements, and other rail related projects for Phillips. I have been in this specific position for over ten years.

Phillips is an integrated oil and petrochemical company with major rail shipping facilities in Texas and Utah. Annually, Phillips will ship over 20,000 rail cars of various products to all points in the U.S., Canada, and Mexico. A large percentage of our customer base falls in the densely populated eastern half on the U.S. A reliable, cost efficient rail system is essential if we are to be an effective marketer of our products.

We support approval of the transaction which would allow the CSX and Norfolk Southern (NS) to acquire and divide the assets of Conrail. This is not to say Phillips is without concerns, but if the NS and CSX truly aspire to provide <u>increased</u> competition in the affected territory, then support is justified. The STB should pay close attention to evidence filed and through future oversight to assure increased competition does in fact materialize.

As for Phillips concerns, our very recent experience with railroad consolidations in the western U.S. is providing grounds for the following comment. We are hearing more often that proposed rates are "market based". The problem with this response is that many times there is not adequate competition to properly regulate and establish a fair market. What shippers want are reasonable rates, not "market based" rates. This is why a <u>cost</u> and <u>time</u> effective process of dealing with unreasonable rail rates will be well received by the shipping public. It is hoped that recent STB action on this matter will truly address this problem.

The Norfolk Southern, specifically, has been a top-notch carrier for Phillips for many years. We are confident the NS will continue that reliable service over any newly acquired Conrail lines. Phillips believes the expeditious approval of this joint application of the NS and CSX to acquire Conrail should be approved by the STB.

I, Fred E. Watson, 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,

Fred E. Watson Transportation Supervisor Phillips Petroleum Company



PHOENIX ENTERPRISES, INC.

RONALD L. WHALEN JR.

1008 Southwood Lane P.O. Box 1451 Bluefield, WV 24701

TEL 304-327-2596 FAX 304-325-3708

May 15, 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. 20423-0001

Dear Mr. Williams:

My name is Ronald L. Whalen Jr., President of Phoenix Enterprises, Inc. I have held executive sales positions within the coal industry for over thirty (30) years and involved exclusively with coal sales during the last seventeen (17) years. As owner of Phoenix Enterprises, Inc. we are currently leasing large coal reserves and preparing to invest in a mining operation for coal from the Berwind, West Virginia area.

Joint line rail service into the Northeast has not allowed full access to markets that could be valuable to us. We support approval of the transaction which will allow Norfolk Southern and CSX to acquire Conrail and divide the assets. We would welcome the benefit of increased market access from single line rail transportation that will provide us an additional customer base previously unattainable.

Noriolk Southern has served us well for many years and since deregulation the Norfolk Southern has proven to be a valuable partner in the transportation and marketing of our coal domestically and worldwide. We urge the board to approve the joint application of CSX and Norfolk Southern.

We anticipate production of up to 250,000 tons per year from this new operation.

Sincerely, Kentelling Ronald L. Whalen, Jr.

President

VERIFICATION

I, Ronald L. Whalen, 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.

Signed: Konthe



VERIFIED STATEMENT OF

PHOENIX MOTOR EXPRESS, INC.

STB 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 Kevin Lhotak, and I am an agent for Phoenix Motor Express, Inc., I-71 North Avenue East, Elizabeth, NJ, 07201,. I have held my present position for six years. I am responsible for all decisions pertaining to rail contracts, rate structures, customer contracts, and daily operations.

Phoenix Motor Express, Inc. is an intermodal motor carrier. We work with NS at the following locations: Chicago and Detroit. In addition to the NS, we have contracts with the BN/ATSF, CSX UP, Wisconsin Central, Conrail, GTW, ICG, SooLine, and Iowa Interstate. We work out of the ramps in Chicago, Detroit, Toledo, Columbus, and Cincinnati.

Based upon our experience in working with the 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 noncompetitive. 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.

1595 S. CALUMET AVE.

CHESTERTON, IN 46304

PHONE: 219-926-8850

FAX: 219-926-5174

728

Page -2-

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, Kevin Lhotak, 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 May 22, 1997.

Sincerely,

Kevin Lhotak Agent for Phoenix Motor Express, Inc.

PIEDMONT DISTRIBUTION CENTERS P. O. Box 7123 • Charlotte, NC 28241-7123 • Phone 704/588-2867

VERIFIED STATEMENT OF Robert Isenhour

Piedmont Distribution Centers, Inc.

May 30, 1997

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

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

Dear Mr. Williams:

My name is Robert D. Isenhour, and I am General Manager of Piedmont Distribution Centers. Inc. I have held my present position for 16 years. My duties include arranging distribution packages for our customers which includes selection of modes of transportation.

Piedmont Distribution Centers, Inc. is a full service warehouse and distribution company. We have facilities located at Charlotte, North Carolina and Atlanta, Georgia. These facilities are presently served by Norfolk Southern and CSX, respectively. We warehouse and distribute food products and other dry freight as well as provide chilled storage for our customers. During 1996, we handled more than 1500 carloads and trailers for our customers via 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 Norfolk Southern, we would welcome the benefit of increased market access for single-line rail transportation. 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 many 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.

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

A DIVISION OF DISTRIBUTION TECHNOLOGY INC.



I, Robert D. Isenhour, 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,

Robert D. Josehown

Robert D. Isenhour, General Manager Piedmont Distribution Centers, Inc.



May 19, 1997

Mr. Vernon A. Williams Secretary Surface Transportation Ave. N.W. Washington, DC 20423

RE: STB Finance Docket No. 33388, CXS Corporation and CSX Transporation, Inc.; Northern Southern Corporation and Norfork Railway Corporation -Control and Operating Lease/Agreements - Conrail, Inc. and **Consolidated Rail Corporation**

Dear Secretary Williams:

My name is Bob Hirling. I am writing to encourage the Surface Transportation Board to vote yes on the acquisiton of Conrail by CSX and Norfolk Southern Railroad. The company I work for, Piedmont Laboratories, is a CSX customer. We see much in this plan that will benefit both our company and other companies who ship by rail.

Piedmont Laboratories is located in Gainesville, Georgia. We've been in the petroleum distillates business for 12 years. My responsibilities are as a chemical buyer. This brings me into direct contact with CSX, which ships around 125 cars yearly for us. The railroad does a good job but nobody denies that there is room for improvement throughout the rail system, as presently constituted. Timeliness can be a problem, which is a result of the lack of direct routing. The plan would also expand the opportunities to enter new markets. These are all important improvements.

In addition, by approving this proposal, you would help the railroads become more competitive with other shipping alternatives. That would be of additional benefit to companies, like ours, and ultimately to our customers.

We hope the Surface Transportation Board, under your guidance, will approve the issue when it comes before you. Thank you for your time.

Sincerely.

Bob Hirling

BH/ae

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 N^C and request that the Board move as expeditiously as possible to assure approval. We feel this is the b₂₅t way to improve service, enhance efficiency and promote the growth of rail traffic in the East.

I, Jeffrey Osborne, 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 1997 Hprick 1997.

Joffrey Osborne Pig-Tainer





Verified Statement of Brent Fawley on behalf of Piggyback Consolidators, 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.

My name is Brent Fawley, and I am the General Manager of Piggyback Consolidators, Inc. located at 15501 Heron Ave in La Mirada, CA. I am responsible for the day to day operation of the company. My duties are to make sure that all our customers transportation needs are met. I have been in my current position for the past 6 years and in the Intermodal side of transportation for the past 12 years.

Piggyback Consolidators, Inc. has been in business since 1969. It was started on a Ping-Pong table in the garage of Lou and Sara Bilandzija. We have grown into a strong and viable company by listening to our customers needs, doing what they asked and not forcing on them what we feel they need.

An efficient and cost competitive transportation infrastructure is essential to the success or our business. PBC moves 7,000 to 10,000 loads Intermodaly a year of various commodities. Our transportation lanes vary from customer to customer, we are very strong into the Boston, Keamy and Philadelphia areas ε s well as the Southeast, such as Florida and the Carolinas. The joint acquisitions of Conrail will be in PBC'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 the 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 PBC because the enhanced CSX system will allow us more flexibility to expand our customers transportation needs.

3) We expect increased competitive access to points in 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 shippers that rely on rail. The enhanced CSX systems 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 pc_sible 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, Brent Fawley, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this statement. Executed this 15th day of May, 1997

Brent Fawley

Piggyback Consolidators, Inc.

VERIFIED STATEMENT OF

PIGGYBACK SERVICE COMPANY

FINANCE DOCK T, NO. 33388

Piggyback Service Company P. O. Box 5262 Charlotte, NC 28225 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 C. R. Beaver, and I am President of Piggyback Service Company. My company has been in business for 18 years as an intermodal contractor for Norfolk Southern. We operate the intermodal facility at Greenville, SC, handling approximately 9,000 intermodal trailers per year.

Based upon our experience in providing the services described above and working with Norfolk Southern, 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
Mr. Vernon A. Williams

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. Extending Norfolk Southern's quality service would remove truck traffic from the major highways. 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.

-2-

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

I, C. R. Beaver, 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,

(A beaver

C. R. Beaver President Piggyback Service Company

/sfb

THE PILLOW COMPANY

P. O. BOX 4108

DALTON, GEORGIA 30719

706-277-3178

May 27, 1997

Mr. Vernon A. Williams Secretary Surface Transportation Board STB Finance Docket No. 33388] 1925 K Street, N.W. Washington, D. C. 30423-00001

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

Verified Statement on behalf of THE PILLOW COMPANY Finance Docket No. 33388

Dear Mr. Williams:

My name is Billy P. Holton, and I am the President of The Pillow Company, in Dalton, Georgia. I have held my position for six (6) years.

We manufacture bed pillows, chair pads, floor pillows, and toss pillows. We ship approximately twelve (12) truckloads of pillows per week.

We are in favor of the proposed purchase of Conrail by Norfolk Southern and CSX, due to the fact, that our fiber supplier is now using rail to the Carolina's, and we would like to have the rail come to Dalton for a better price.

Sincerely,

THE PILLOW COMPANY

Billy P. Holton, President BPH: jsh



Vernon A. Williams -Page 2-May 27, 1997

VERIFICATION

I, BILLY P. HOLTON, 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 day of February, 1997.

BIL



Pine Branch Coal Sales, Inc.

P.O. BOX 246 . CHAVIES, KY 41727 . (606) 436-3712

May 6, 1997

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

MAY . 3 197 13:34 ... FROM CBX COAL DEU

Dear Mr. Williams:

I am David A. Duff, Vice President of Pine Branch Coal Sales, Inc., located in Chavies, Kentucky. I am responsible for the total operation of our company which is a coal mining and production company. I am writing to express our company's support for the acquisition of Conrall by CSX and NS.

Fine Brench Coal Sales, Inc. produces and ships coal to our customers, who are public utility and industrial accounts located in the south-central, central, and north-central areas of the U.S.. We load approximately 14,000 carloads 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, east-central, and southeastern areas of the U.S.. in particular, the acquisition may bring us new access to Conrail served utility and industrial coal users in these regions.

In our business, consistent and reflable 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, Pine Branch Coal Sales, Inc., urges the board to approve the joint application of CSX and NS.

I, David A. Duff, 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 this sixth day of May 1997.

Sincerely.

Vice President, Pine Branch Coal Sales, Inc.



C. Ron Griffin, Vice-President of Sales

VERIFIED S'I ATEMENT OF RON GRIFFIN PINE HALL BRICK COMPANY, INC.

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

Dear Mr. Williams:

My Name is Ron Griffin, and I am Vice President of Sales for Pine Hall Brick Company, Inc., headquartered at Winston-Salem, NC. Pine Hall Brick is a brick manufacturer with production of more than 200 million brick per year. We have four (4) plants on the Norfolk Southern at Mabrico and Kings Mountain, NC. We use both rail and truck to reach customers in thirty-eight (38) states. Many of our customers are in Conrail territory in the Northeast and Midwest.

We understand that CSX and Norfolk Southern have an application before your agency requesting permission to acquire Conrail and then divide its assets. We believe this plan will foster competition by allowing two strong railroads that own their own tracks and facilities to compete head to head for business.

We also feel that we, particularly, can expand our market into this area with greater single-line service that would be provided should Norfolk Southern have access to this territory. Approximately two years ago, Conrail withdrew its participation from through rates on brick, forcing brick shipments to move by Rule 11. We feel Conrail was saying by their actions that they didn't care if they handled our business or not. We feel we must have a rail option open to us to grow our business. Therefore, we urge the STB to approve CSX and Norfolk Southern's application.

I, Ron Griffin, 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 day 29th day of April 1997.

Sincerely, PINE HALL BRICK COMPANY, INC.

C. Ron Griffin Vice President-Sales

Tel. (910) 721-7500



615) 729-5151

472 Simmons Branch Road

Centerville, Tn. 37033

May 11, 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 Howard Camp. I am Manager of Pine Wood Products, in Centerville, Tennessee. My office address is 472 Simmons Branch Rd., Ce. terville, TN 37033. I am writing to express my company's strong support for the CSX and NS application to acquire Conrail. We urge the Board to approve the acquisition expeditiously.

For 27 years, Pine Wood has been in the wood chip business. We ship 1,440 cars of chips by rail every year. We expect that the Conrail acquisition will create more direct and efficient routing for our product, as well as more efficient equipment utilization.

We believe that the concentration of traffic on more direct routs will yield faster transit times and more reliable service. And we feel that the unique breadth of the acquisition's balanced network will help us reach new markets.

We are convinced that improved service and increased competition will lead to lower costs. And that , along with the more efficient service, will grow business on the railroad in a way that will benefit us and all businesses that use the rails for shipping.

We also support the acquisition because we believe it will introduce new rail competition where it hasn't existed in twenty years. More single-line service will also mean a greater opportunity to penetrate the truck-freight markets that currently dominate freight shipping. We hope that the Board will approve the acquisition expeditiously.

I.Howard Camp, 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

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Eward Camp Howard Camp

MAY. -14' 97 (WED) 12:03 CSX TRANS B' WOOD

TEL: 615 371 6313

P. 009

VERIFIED STATEMENT Howard Camp on behalf of Pine Wood Products 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 Howard Camp and I am Manager of Pine Wood Products Company Incorporated. I have been with the company for 20 years. Please accept the support of Pine Wood Products Company for the acquisition of Conrail by CSX and Norfolk Southern.

Pine Wood Products, located at 472 Simmons Branch Road, Centerville, Tennessee, is a chipmill. In 1996, we shipped 1,666.67 carloads on CSX.

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 Pine Wood Products Company for the acquisition of Conrail by CSX and Norfolk Southern.

I, Howard Camp, 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 9, 1996.

Pine Wood Products Company

PIQUA MINERALS



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:

I am writing on behalf of my company, Piqua Material, to your board's favorable consideration of the proposed acquisition of Conrail by CSX and NS.

Piqua Material, located at 1750 W Statker Road, Piqua OH 45356, has been in the limestone business for some 103 years now. We strongly feel that the acquisition, by improving the efficiency and dependability of rail service, will provide needed competition to trucking, lowering costs to producers and consumers alike.

Thank you for your attention.

I, Robert DeBrosse, 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

R. DeBrosse



Pitts Pulpwood Company Peebles Timber, Inc. P. O. BOX 207 PITTS, GEORGIA 31072 (912) 648-6621 FAX (912) 648-6423

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,

I am the owner of Pitts Pulpwood Company in Pitts, Georgia. We are pulpwood shippers and have been for over 30 years. As you probably know, the paper industry is one our state's major industries frequently served by rail shipping. Our company is a good example. We use approximately 250 rail cars a year to ship our pulpwood and for the most part have been very satisfied CSX customers. We would like to see that relationship strengthened and expanded, and the opportunity to do just that is before the Surface Transportation Board--the proposed merger acquisition of CSX and Northfolk Southern with Conrail.

I have followed the events leading up to this proposal, and I am confident that the current plan under consideration by the STB is a good one. For those of us involved in the paper industry, this plan will open many new markets to us--markets that were simply not cost effective to pursue before. Moreover, these new markets will provide more options for raw material sourcing for users of recycled pulp and paper products in this region and scrap paper backhauls from the Northeast to paper mills here in Georgia.

It also opens the door to more competition with the trucking industry. Right now CSX is the main shipper for paper mills in the East; and with the addition Conrail's lines and other proposed changes, it will be in a position to really challenge trucks. I have always been pleased with the kind of service CSX has provided, and although I occasionally use other forms of transportation, strengthening rail shipping will be of great benefit to us.

It will also benefit the country to see more balanced competition in the Eastern U.S. between two major railroads. That will bring more choices, better service and lower rates for current and potential customers. It also means economic growth--something we are all concerned about.

I know that CSX and Northfolk Southern employ significant economic development programs to work with state and local agencies to encourage growth. CSX, for example, has helped more than 500 industries locate or grow their business across its service network. Helping these railroads solidify their own economic futures means that they will be in a stronger position to continue and expand economic development efforts which help the region's economic future.

To me, this proposed acquisition plan is a win-win situation for everyone, and I urge you to approve as expeditiously as possible.

I, L. O. Peebles, 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 this 15th day of May, 1997.

Sincerely,

SO. Publicas

L. O. Peebles, Jr.

April 1997

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

VEF!FIED 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 Contail, 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 Eas

I, John W. Greco, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Exccuted this 13 day of 1997.

John W. Greco Jr. PJ Greco Sons, Inc.

PLAINVILLE

OFFICE & VARO - 3 BRIGGYARD ROAD PLANVILL, GEORGIA 00703 (706) 295-2705 P.02

BRICK COMPANY, Inc.

DISTRIBUTORS OF FACE BRICK Smooth • Vertex • Velvet • Sand Finish Reds and Flashed Shades

Nr. Vernon A. Williams Secretary Surface Transportation Board STB Finance Docket No. 33388 Washington, Ga 20423-0001

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

VERIFIED STATEMENT OF POLLY W. AUTRY.

PLAINVILLE BRICK COMPANY, INC.

My name is Polly W. Autry and I am Traffic Manager of Plainville Brick Company, Inc. I have held my present position for <u>30</u> years. My duties include management of shipping, receiving and warehousing.

Plainville Brick Company. Inc. is a distributor of masonary products. Our facility is located at Plainville, Ga. Our facility is currently served by <u>NS RR and CR and we receive approximately 100 cars</u> 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.

1, Polly W. Autry declare under pentalty of perjury that the foregoing is true and correct. I certify that I am qualified and authorized to file this verfied statement. Executed on May 21, 1997.

Sincerely, Polly LO. (Soby Polly W. Autry Plainville Brick Company, 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, Warren E. Anderson, 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 <u>30[±]</u> day of <u>Deci</u>, 1997.

Warren E. Anderson Jr. Maintenance/Purchasing Manager Plastic Packaging Corporation

What

PLYMOUTH INDUSTRIAL CENTER, INC.

PLYMOUTH INDUSTRIAL WAREHOUSING, INC.

13101 ECKLES ROAD, PLYMOUTH, MI 48170 (313) 455-8333 / 471-1695

May 15th, 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,

The Plymouth Industrial Center of 13101 Eckles Road, Plymouth, Michigan, 48170-4295 wishes to be on record in support of the proposed acquisition of Conrail by CSX and Norfolk Southern.

I am Dennis Walker and I serve as General Manager of the Center which provides commercial rental space. We have been in this business for approximately 20 years.

We are CSX customers using it for shipping steel and lumber, and as a result, any decision by the Surface Transportation Board will have a direct impact on our business. This proposed plan will create increased direct singleline service between the North and South and to Midwest markets which we strongly favor.

This also means more modal alternatives to Michigan steel producers who need to get their products to Southern automobile and appliance manufacturers. Steel producers will also have easier, more efficient access to scrap metal, most of which comes from Conrail's Northeast service area.

This expansion is an idea whose time has come. We will see a more diverse traffic base that will reduce the impact of economic cycles on both the 751

revenues and cash flow of the two carriers. That kind of financial stability is important. Those of us who have experienced the impact of the national economy on our local economy, which is so influenced by the automobile market, welcome any kind of stability.

We believe this is a deal we can count on to bring more prosperity and opportunity to this region. It will expand our reach, our markets and our options.

Please approve this plan as soon as possible.

I, Dennis Walker, 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,

Dennis Walker

General Manager



17475 Jovanna Street Homewood, IL 60430 708 / 206-2030 Fax 708 / 206-1340

May 12, 1997

Vernon A. Williams Secretary Surface Transportation Board 12 th & 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 Dennis C. Wood. I am Manager - Purchasing & Logistics for PM Ag Products, Inc. My office address is shown above. I am responsible for the acquisition and operation of our 400 car rail fleet, negotiation of barge, truck and rail rates, and resolution of carrier service problems. I have worked for PM Ag for over eight years and have over 25 years experience in rail transportation.

I am writing to offer my company's support for the CSXT and NS application to acquire Conrail and strongly urge the board to approve it as soon as possible.

PM Ag Products is an international agribusiness firm involved in the purchasing, transportation and manufacturing of over 2,000,000 tons per year of products. While we use all modes of transportation, that is equivalent to over 20,000 carloads. The cost of operating our rail fleet is over \$1,500,000 per year. We perform an important distribution function for the by products of larger sister companies which include Domino Sugar and A. E. Staley Corporation. Attached is a systems map which shows the locations of our offices and plants.

Because the majority of our customers are in the animal feed business, it is important that we can continue to receive quality rail service at competitive freight rates. We have had eleven consecutive years of earnings growth and rail transportation is critical to our continued success.

We strongly believe that the proposed acquisition will improve rail efficiencies and the safe operation of freight trains in the area because it will be served by two financially strong carriers. Also, we expect to obtain more competitive freight rates because many locations will be served by more than one carrier.

In summary, there is a distinct need for two strong competiting railroads in the Northeast and I support the STB docket.

I Dennis C. Wood 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 12, 1997.

Sincerely,

Demi C. Wood

Dennis C. Wood Manager - Purchasing & Logistics



Block Plants

755

Bulk Dairy Feed

POCAHONTAS COAL ASSOCIATION, INC.

May 8, 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:

The Pocahontas Coal Association is a voluntary organization made up of small coal operators and service organizations which are directly involved in the coal industry. The majority of the operators in our organization, which are concentrated in the Southern West Virginia and Southwestern Virginia areas, ship coal on the Norfolk Southern rail line.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its as ets. 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 are confident that they would be able to provide good service on any Conrail lines which they acquire.

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

Sincerely, Rick Taylor

Rick Taylor, President

I, <u>RICHARD L. TAVLOR</u>, 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 statements. Executed on <u>MAV 8</u>, 1997.

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Jel Signature

VERIFIED STATEMENT OF

POLITIONS EQUIPMENT MANAGEMENT

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 Art Dugger, owner of Polutions Equipment Management located in Marietta, Ga. My company has been in existence for 26 years and I have dealt with the Norfolk Southern in the areas of waste management, water quality, oil spills and all other types of polution including derailments.

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. With this acquisition we look for NS and CSX business to prosper which in return would require additional equipment repair and services that my company could provide.

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. We look forward to a prosperous future doing business with both NS and CSX.

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

I, Art Dugger, 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 on behalf of my company. Executed on this 28th day of May, 1997.

Sincerely,

art Alua

Art Dugger Owner Polutions Equipment Management



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, Robert E. Joswick, 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 400, 1997.

Robert E. Joswick Logistics Manager Polychem



May 19, 1997

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

VERIFIED STATEMENT

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

Dear Secretary Williams:

My name is Lawrence E. Welsh and I am the Executive Vice President of Polycom Huntsman, Inc., Washington, PA. My office address is 90 West Chestnut St. Washington, PA 15301. In my position, I am responsible for our logistics and product freight contracts both rail and over road. 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.

Polycom Huntsman, Inc. is a compounder of thermoplastics serving the automotive, consumer electronics, small appliance and packaging markets from 8 plants in the United States. As almost all of our raw materials and much of our finished product ships by rail, excellent and dependable rail service is critical to our business.

Polycom 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:

1. We believe that a division of Conrail's assets would produce better service, better equipment utilization, and more competitive rates.

Vernon A. Williams May 19, 1997 Page 2

2. We are convinced that the proposed joint acquisition of Conrail will increase rail business, and that would be good for all of the shippers who rely on rail. Polycom is well aware that motor carriers haul most of the nation's freight, and that trucks dominate the freight markets especially in the East. Because the enhanced CSX and NS systems will be able to achieve greater efficiency, they will return more freight traffic to the rails 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, Polycom Huntsman Inc., supports the joint 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, Lawrence E. Welsh, 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.

Sincerely,

awkence E. Weish

Executive Vice President

LEW/slb

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, Earl Stoyer, 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.

Earl Stoyer Vice President Manufacturing Polystar, Inc.

Ealstogen



POPE & TALBOT, INC.

April 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

CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Re: 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 Karen L. Anderson, and I am the Transportation Manager for the wood products division of Pope & Talbot, Inc.. I have been employed with Pope & Talbot for 14 years and held my current position for 13 years. My responsibilities include overseeing the transportation for five sawmills and one fuel wood pellet plant, which Pope & Talbot owns and operates.

Pope & Talbot has sawmills in Grand Forks, Midway, and Castlegar British Columbia, Spearfish, South Dakota and New Castle Wyoming. Transportation is a vital factor to our business. In 1996 we shipped 3100 carloads and 7500 truckloads of lumber. We ship to various destinations within the United States and Canada. Approximately 20% of our shipments are to locations in the Northeast and Midwest on Conrail.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, then divide the assets and trackage of Conrail in the manner that has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There is definitely a need to have two competing railroads in the Northeast which own and operate their own tracks and facilities. Customers who ship or receive their product in the Northeast have had the service of only one carrier and have not been able to compete in the marketplace. When there is only one company providing a service in a particular market, service suffers and price becomes non-competitive. It is now time for these customers to become competitive and that will only happen if there are two viable carriers in that market. The two carriers must be comparable in size, scope and ability to provide the greatest opportunities. The CSX and the Norfolk Southern meet these requirements.

We are looking forward to experiencing the change from one carrier in the Northeast to two well-managed companies and increase the service and competition in our marketing area.

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

Sincerely,

Hara Landerson

Karen L. Anderson Transportation Manager Pope & Talbot, Inc.

P.O. BOX 8171 • 1500 S.W. FIRST AVENUE • PORTLAND, OREGON 97207 • AREA CODE 503 228-9161

EF I

POPE & TALBOT, INC.

VERIFICATION

STATE OF OREGON) COUNTY OF MULTNOMAH)

Karen L ANDERSON, being first duly sworn, deposes and says that s he has read the foregoing document, knows that facts asserted therein, and that the same are true as stated.

Karen L. Anderson

Subscribed and sworn to before me this 29 day of APRIL, 1997.

Vorene De Lance

My Commission Expires:

1/18/00



P.O. BOX 8171 • 1500 S.W. FIRST AVENUE • PORTLAND, OREGON 97207 • AREA CODE 503 228-9161

Pope Transport, Inc.

VERIFIED STATEMENT OF POPE TRANSPORT, 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 Ronald G. Pope, and I am Managing General Partner of Pope Transport, Inc. I have held my position for ten years. My duties include all aspects of the intermodal transportation business.

Pope Transport, Inc. is an intermodal motor carrier. We work with the NS at their Chicago, IL., Cincinnati, OH., and Columbus, OH. locations. In addition, we work with all other railroads in the same 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 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

Pope Transport, Inc.

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, Ronald G. Pope, 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,

Ronald G. Pope Managing General Partner Pope Transport, Inc. 5533 W. 109th Street Suite 202 Oak Lawn, IL 60453



45 FREIGHT STREET WATERBURY, CONNECTICUT 06702 (203) 753-2323 FAX: (203) 575-1768

May 19, 1997

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

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

Dear Mr. Williams:

My name is Anthony D. Portanova, and I am President of Portanova inc. I have held my present position for 30 years and am responsible for all negotiations and communication regarding any and all rail traffic being handled at our facility.

Portanova Inc. is a warehousing and distribution service company which caters primarily to the lumber and paper industry, unloading well over 1600 freight cars per year. We are located in Waterbury, CT and are serviced by the Springfield Terminal Railroad.

Freight destined for our terminal originates from both the south and west and Portanova is reliant on the best rail system to satisfy customers such as Georgia-Pacific, Stone Container, Louisiana Pacific, Furmer Lumber and numerous other shippers and wholesalers.

The nature of our industry is such that timing, interest and financial strength of the carriers mentioned above, are of paramount importance to the shippers.

Accordingly, it is in the best interest of Portanova, Inc. to move the above merger review process forward as expeditiously as possible. We are concerned that a protracted merger proceeding could lead to service failures by the involved railroads.

Portanova, Inc. respectfully requests that the Board accept the 255-day procedural schedule as published in the Monday, April 21, 1997 edition of the Federal Register.

I, Anthony D. Portanova, 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.

Sincere

Anthony D. Portanova President

Potomac Railway Supply Company

1 2.

VIRGINIA OFFICE - P.O. Box 12127 • Roanoke 24023 • (540) 345 1933 /4532 FAX PENNSYLVANIA OFFICE - P.O. Box 71 • Greenville 16125 • (412) 588-7536 / 4869 FAX

BEFORE THE

SURFACE TRANSPORTATION BOARD

FINANCE DOCKFT NO. 33388

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

> VERIFIED STATEMENT OF

DAN S. WOOLDRIDGE

Potomac Railway Supply Company

VIRGINIA OFFICE — P.O. Box 12127 • Roanoke 24023 • (540) 345-4933 /4932 FAX PENNSYLVANIA OFFICE — P.O. Box 71 • Greenville 16125 • (412) 588-7536 / 4869 FAX

VERIFIED STATEMENT OF DAN S. WOOLDRIDGE

POTOMAC RAILWAY SUPPLY COMPANY

My name is Dan S. Wooldridge, and I am president of Potomac Railway Supply Company. I have held my present position for 20 years. My duties include design, sales, service, and consulting with various railroads concentrating on matters dealing with rolling stock.

Potomac Railway Supply Company operates predominently in the Eastern half of the United States as manufacturers' agents. Our facilities are located in Roanoke, VA, and Greenville, PA. We sell to customers throughout the United States and many of their facilities are located on the lines of NS, Conrail and CSX.

During calendar 1996, we shipped a total of approximately \$15,000,000.00 worth of freight car parts to such destinations as Greenville, PA, Hollidaysburg, PA, Roanoke, VA, Decatur, IL, Linwood, NC, Erwin, TN, Grand Rapids, MI, Waycross, GA, Tampa, FL and others.

We very strongly support dividing the assets of Conrail among the Norfolk Southern and CSX systems. We feel this improved transportation facility will increase the railroad demand for equipment and we would expect to profit thereby. We also feel that the proposed division of Conrail will result in no dominant position for either NS or CSX which is desirable to maintain competition.

More on a personal basis, rathan than business, I strongly urge your approval from a safety standpoint. Both CSX and NS have stated that with one-line service into the large population centers of the East, they can very aggressively expand their piggy-back operations along the North-South corridors that parallel I-81 and I-95. These are, in my opinion, the two most dangerous interstate highways in the U. S. I feel many lives would be saved by decreasing the truck volume in these routes.

Therefore, for both business and personal reasons, I request that the Surface Transportation Board approve the application of NS and CSX to acquire Conrail.

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

Dan A Warlanidge 119/97

cc: William A. Wiles, Norfolk Southern Corp. John Basso, CSX

VERIFIED STATEMENT

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

RE: STB Finance Docket No. 33388

Dear Secretary Williams:

My name is Alan Richardson. I am the President of Potomac Valley Brick. My office address is 3 Derwood Circle, Rockville, MD 20850-1263. In my position, I am responsible for planning and coordinating the transportation strategy of brick purchases. I have been in my current position for 10 years. I am writing to offer my company's strong support for the proposed acquisition of Conrail by CSX and Norfolk Southern and to urge the Board to approve it promptly.

Potoma. Valley Erick is a large distributor of brick in the Washington and Baltimore markets. We receive approximately 400 carloads annually of brick at our Newington, VA, Rockville, MD, and Rossville, MD facilities. All three of these facilities are served by CSX Transportation and depend on reliable rail service.

Potomac Valley Brick believes that the proposed transaction would be in our best interests, as well as the interest of our customers. We strongly urge the Board to approve this application for the reasons detailed below

- We believe that proposed transaction would produce better rail service from our brick manufacturers. The expanded CSX system would be able to take advantage of a much larger pool of locomotives, railcars, and crews, which would minimize the number of delays created by such shortages. The would improve the transit time of our inbound brick shipments.
- We also expect that the proposed transaction would increase the strength and efficiency of both CSX and Norfolk Southern, enabling them to become more competitive with the trucking industry. This will, in turn, enable Potomac Valley Brick to transfer more of its transportation business from truck to rail.

In conclusion, we feel that the proposed transaction would improve our rail service and enable us to better utilize rail transportation. We request that the board move as expeditiously as possible to assure approval.

I, Alan Richardson, declare that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement of support. Executed the 7th day of May, 1997.

Alan Richardson Potomac Valley Brick


JUN 2 3 1997

Part of

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BEFORE THE SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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

RAILROAD CONTROL APPLICATION

VOLUME 4F OF 8

STATEMENTS OF SHIPPERS, PUBLIC OFFICIALS AND OTHERS IN SUPPORT OF THE APPLICATION

JAMES C. BISHOP, JR. WILLIAM C. WOOLDRIDGE J. GARY LANE JAMES L. HOWE, III ROBERT J. COONEY A. GAYLE JORDAN GEORGE A. ASPATORE JAMES R. PASCHALL ROGER A. PETERSEN GREG E. SUMMY JAMES A SQUIRES Norfolk Southern Corporation Three Commercial Place Norfolk, VA 23510-2191 (757) 629-2838

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P. MICHAEL GIFTOS DOUGLAS R. MAXWELL PAUL R. HITCHCOCK NICHOLAS S. YOVANOVIC FRED R. BIRKHOLZ JOHN W. HUMES, JR. R. LYLE KEY, JR. CHARLES M. ROSENBERGER PAMELA E. SAVAGE JAMES D. TOMOLA CSX Transportation, Inc. 500 Water Street Jacksonville, FL 32202 (904) 359-3100

DENNIS G. LYONS JEFFREY A. BURT **RICHARD L. ROSEN** MARY GABRIELLE SPRAGUE PAUL T. DENIS DREW A. HARKER SUSAN T. MORITA SUSAN B. CASSIDY SHARON L. TAYLOR JEFFREY R. DENMAN JODI B. DANIS CHRIS P. DATZ AMANDA J. PARACUELLOS Arnold & Porter 555 12th Street, N.W. Washington, DC 20004-1202 (202) 942-5000

SAMUEL M. SIPE, JR. BETTY JO CHRISTIAN TIMOTHY M. WALSH DAVID H. COBURN CAROLYN D. CLAYTON Steptoe & Johnson LLP 1330 Connecticut Avenue, N.W. Washington, DC 20036-1795 (202) 429-3000

CSX/NS-21

JUN 2 3 1997

MAIL

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Counsel for CSX Corporation and CSX Transportation, Inc.

TIMC THY T. O'TOOLE CONSTANCE L. ABRAMS Consolidated Rail Corporation Two Commerce Square 2001 Market Street Philadelphia, PA 19101 (215) 209-4000

PAUL A. CUNNINGHAM Harkins Cunningham 1300 Nineteenth Street, N.W. Suite 600 Washington, D.C. 20036 (202) 973-7600

Counsel for Conrail Inc. and Consolidated Rail Corporation



JUN 2 3 1997

SURFACE TRANSPORTATION BOARD

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Powder Horn Petroleum Company

4200 East Skelly Drive/P.O. Box 33057/Tulsa, Oklahoma 74153-1057/(918) 664-6699

May 8, 1997

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

RE: STB Finance Docket No. 33388

Dear Secretary Williams:

My name is Don Bertalotto. I am Vice President of Powder Horn Petroleum Company in Tulsa, Oklahoma. I am responsible for the selling of Fropane to our various accounts across the country. I have worked in the liquids industry for over 20 years in sales and transportation. I am writing to support the proposed acquisition and division of Conrail by Norfolk Southern and CSX.

We have worked effectively with the Norfolk Southern and we think that this merger would only enhance the opportunity to do more. In short, we support this joint application of Norfolk Southern, CSX and Conrail, and request that the Board move as quickly as possible to assure approval.

I, Don Bertalotto, 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.

1

Sincerely,

Don Bertalotto

Vice President

DB:ms

VERIFIED STATEMENT OF

Power Service, INC.

P.O. Box 93

Bedford Park, IL. 60499

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 John LeVoy, and I am President of Power Service, INC., Bedford, IL. 60499. I have held my present position for 6 years. My duties include heavy equipment repairs and overseeing daily operations of my business.

Power Service, INC. is a vendor for NS and we adjust and transfer shifted inbound and outbound loads for safe transit. We work with NS at the following locations: Chicago, II (Landers Intermodal Yard).

Based upon our experience in providing the services described, 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, John LE Voy, 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.

incerely.

John LeVoy, Pfesident Power Services, INC.



Southpoint Corporate Headquarters P.O. Box 840 Valley Forge, PA 19482-0840 (610) 651-4200

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May 13, 1997

Ms. Sue McKamy CSX Intermodal 301 Route 17 North, 9th Floor Rutherford, NJ 07070

RE: Finance Decket No. 33388

Dear Sue:

Enclosed, on behalf of PQ Corporation, is a verified statement in support of CSX and Norfolk Southern's efforts to acquire Conrail.

If you have any questions on this, or any suggested revisions to the verified statement, please give me a call.

Sincerely,

Imothy

Timothy J. Sally Manager-Transportation



VERIFIED STATEMENT

OF

TIMOTHY J. SALLY ON BEHALF OF PQ 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 Timothy J. Sally. I am the Manager-Transportation at PQ Corporation which is located at P. O. Box 840, Valley Forge, PA 19482. I have served in my present position for 17 years. My duties include corporate responsibility for the safe, economic, and efficient movement of inbound raw materials to PQ plant locations and outbound finished products to our customers via all modes of transportation.

PQ Corporation, founded in 1831, is the world's largest volume producer of sodium silicates. Our major product lines include sodium and potassium silicates, detergent zeolites, silica and zeolite catalysts, silica gels, precipitated silicas, hollow spheres, solid glass spheres, magnesium sulfate, inorganic colloids, and aluminum sulfate. Domestically, we have facilities at Anderson, IN; Augusta, GA; Baltimore, MD; Berkeley, CA; Butler, NJ; Chester, PA; Chattanooga, TN; Gurnee, IL; Jeffersonville, IN; Kansas City, KS; Pineville, LA; Rahway, NJ; St. Louis, MO; South Gate, CA; Tacoma, WA; and Utica, IL. Our Anderson, IN; Chester, PA; and Rahway, NJ facilities are presently served by Conrail, while CSX serves our Baltimore,

MD; Jeffersonville, IN and Utica, IL sites. Norfolk Southern services our Augusta, GA and Chattanooga, TN location . Approximately 89% of all PQ inbound raw materials move via rail. Our major raw materials are soda ash, sand, alumina trihydrate and magnesium hydroxide which are received almost exclusively via bulk railcar. Soda ash shipments originate at either Green River, WY or Trona, CA; while alumina trihyrate shipments originate from Gramercy, LA; Gregory, TX or Pt. Comfort, TX. Magnesium hydroxide is sourced from Ludington, MI. Inbound sand movements originate from various locations throughout the U.S. During 1996, we received more than 2,500 carloads from these origins. Outbound finished product movements via bulk railcar for 1996 totaled more than 3,840 shipments.

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, it is time for customers interested in this market to have service by more than one rail carrier which owns it facilities. The carriers to service this market should be comparable in terms of their size, scope and ability to provide rail shippers and receivers with the greatest opportunity for seamless service and efficient equipment utilization.

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 CSX and NS will offer. An extensive addition of single line service will allow us to increase market penetration to areas in which we have been unable to compete adequately.

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

I, Timothy J. Sally, 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,

Timothy J. Sally Manager-Transportation PQ Corporation



May 15, 1997

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



Dear Secretary Williams:

I am writing to endorse the acquisition of Conrail by CSX Railroad and Southern Railroad. I am writing as transport manager and material handling supervisor for Precoat Metals, which is in the business of coating metal coils. We have been in this business for 20 years and have solid experience with the railroads. Our experience tells us that this plan would improve the rail system.

With CSX, we ship approximately 50 cars a year, which transport steel coils on skids. For us, one of the main gains from the acquisition would be the ability to better utilize our equipment. Sometimes the unpredictability of the rails makes it very hard to utilize equipment and people as efficiently as we would like. It is our belief that the merger plan would help work out many of these inefficiencies on the rail lines, thus making for a smoother operation.

The plan also is designed to keep both CSX and Norfolk Southern from having a monopoly. That is in the best interest of businesses like ours and the American consumer. Our belief is that the plan would put both CSX and Norfolk Southern pretty much on an equal footing. They could compete against each other and against other shipping companies.

From every angle this plan looks like a winner. I hope you and the Surface Transportation Board will agree. We here at Precoat Metals appreciate that you have taken the time to hear our viewpoint.

Thank you very much.

I, Ernest F. DeRose, 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 of May, 1997.

Sincerely,

cherz

Ernest F. DeRose Material Handling Supervisor Precoat Metals 3500 Walnut Street McKeesport, PA. 15132







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, George Payne, 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 $AP_{cr}/1$, 1997.

Predelivery Service 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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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, George Payne, 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 $AP_{cr. l}$, 1997.

Predelivery Service Corporation



May 29, 1997

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

Dear Mr. Williams:

Premier Elkhorn Coal Company ships approximately 4.0 million tons annually on CSX railroad. We expect that to grow to 5.0 million tons over the next two years.

Our company supports the acquisition of Conrail by CSX and NS for the following reasons:

- There is a need for competition between railroads wherever possible to assure good service and appropriate transportation rates. This is particularly important for coal producers since our products are sold on a delivered basis and transportation is a very significant component of the total delivered price.
- 2). Reliable rail transportation, including availability of equipment, is essential for us to fulfill our commitments to our customers on a timely basis and it is our understanding that this merger will result in more equipment being available and its utilization improved.
- 3). Direct rail service from our shipping points into the northeast should enhance our potential to market coal in to that region.

Thank you for your consideration.

Respectfully submitted.

J.J. Shackleford President

cc: John Snow, CSX, 500 Water Street - J120, Jacksonville, FL 32202 David Goode, CSX, 500 Water Street - J120, Jacksonville, FL 32202 Jim Oaks, CSX, 333 West Vine Street, Suite 310, Lexington, KY 40507

TECO COAL CORPORATION P.O. Box 39, Nevisdole, Kentucky 40754 (606) 549-5452

PREMIER VENDING SERVICE INC. 1510 MONTANA AVE. JACKSONVILLE, FLORIDA 32207

VERIFIED STATEMENT OF PREMIER VENDING SERVICE, INC. FINANCE DOCKET NO. 33388

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

DEAR MR. WILLIAMS,

MY NAME IS STEVEN E. PEEL, AND I AM THE PRESIDENT, CHIEF EXECUTIVE OFFICER AND FOUNDER OF PREMIER VENDING SERVICE, INC. LOCATED AT 1510 MONTANA AVENUE IN JACKSONVILLE, FLORIDA. I HAVE HELD MY PRESENT POSITION FOR TEN YEARS.

MY CORPORATION IS RESPONSIBLE FOR FOOD SERVICE VENDING FOR ALL NORTHFOLK SOUTHERN FACIL-ITIES IN THE METROPOLITAN JACKSONVILLE AREA. ADDITIONALLY, WE PROVIDE ALL FOOD SERVICE VENDING FOR THE AMTRAK FACILITIES IN THE JACKSONVILLE MARKET.

BASED UPON OUR TEN YEARS OF EXPERIENCE OF PROVIDING GOODS AND SERVICES TO VARIOUS RAIL-ROADS, WE WOULD LIKE TO EXPRESS OUR SUPPORT OF NORTHFOLK SOUTHERN AND CSX IN THEIR EF-FORTS TO ACQUIRE CONRAIL, AND THEN DIVIDE THE CONRAIL SYSTEM.

I SEE A NEED FOR COMPETITION IN THE TERRITORY SERVED BY CONRAIL, AND THE NEED FOR TWO COMPETING RAILROADS IN THE NORTHEAST.

UNDER THE EXISTING CONRA'L STRUCTURE, CUSTOMERS WHICH SHIP AND RECEIVE PRODUCT INTO AND OUT OF THE NORTHEAST HAVE HAD TO RELY ON THE SERVICE OF ONE RAIL CARRIER. AS IS THE CASE WHEN ONLY ONE COMPANY OPERATES IN A GIVEN MARKET, SERVICE IS RETARDED AND PRICING IS IN-FLATED AND NON COMPETITIVE.

AT ONE TIME THEIR MAY HAVE BEEN A REASON FOR PROTECTING NORTHEASTERN RAILROADS FROM COMPETITION, HOWEVER AS A BUSINESS OWNER I FEEL THE FREE ENTERPRISE SYSTEM WILL BENEFIT RAIL CUSTOMERS AND END USERS.

ADDITIONALLY, I FEEL THE RAIL CARRIERS IN THE NORTHEAST SHOULD OWN THEIR OWN FACILITIES, SHOULD BE COMPARABLE IN SIZE, AND ALLOWED TO COMPETE IN THE FREE ENTERPRISE ARENA.

GROWTH IN THE INTERMODEL INDUSTRY WILL BENEFIT MY COMPANY, OUR ASSOCIATES AND OUR CUS-TOMERS.

PROVIDING RAIL COMPETITION IN THE NORTHEAST, PARTICULARLY FROM TWO COMPETITORS WHICH HAVE PROFESSIONAL, PROFICIENT OPERATIONS IN THE SOUTHEAST, SHOULD PROMOTE THE GROWTH OF INTERMODEL TRAFFIC, WHICH WILL ENHANCE MY BUSINESS AS A SUPPLIER TO THIS INDUSTRY.

Phone: (904) 393-7900

Fax: (904) 393-9009

NORTHFOLK SOUTHERN'S CAPITAL INVESTMENTS IN IT'S INTERMODEL FACILITIES AND SERVICE ARE WELL KNOWN IN THE INDUSTRY, AS ARE ITS COMMITMENTS TO SERVICE AND GROWTH. WE HAVE ALSO BEEN IMPRESSED WITH NORTHFOLK SOUTHERNS COMMITMENT TO SAFETY, WHICH IS EVIDENT IN THEIR WINNING THE HARRIMAN AWARD.

IN SUMMARY, MY CORPORATION SUPPORTS THE APPROVAL OF NORTHFOLK SOUTHERN AND CSX EF-FORTS TO ACQUIRE CONRAIL. ACCORDINGLY WE FEEL APPROVAL BY THE STB IS WARRANTED.

I, STEVEN E. PEEL, DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND COR-RECT. FURTHER, I CERTIFY THAT I AM QUALIFIED AND AUTHORIZED TO FILE THIS VERIFIED STATEMENT. EXECUTED ON MAY 23, 1997.

SINCERELY,

S. E. PEEL PRESIDENT AND C.E.O.
P.O. Box 9 Thorn Hill, TN 37881 Phone: (606) 248-2215 Fax: (606) 248-2925

May 20, 1997

Mr. Vernon A. Williams Secretary Surface Transportation Board STB Finance Docket No. 33088 1925 K. Street, NW Washington, DC 20423-0001

RE: Norfolk Southern and CSX acquisition of Conrail

Dear Mr. Williams:

My name is Elmer Kincaid, Jr. I am president of Premium Processing Company and our coal loading facility is located at Middlesboro, KY. We ship coal to several industrial accounts in the South.

We understand that Norfolk Southern is asking the Surface Transportation to approve the proposed application of NS/CSX to acquire Conrail and subsequently divide its assets. As a result of this venture, we welcome the possible benefit of increased market access to areas we have previously been unable to reach.

Our relationship with Norfolk Southern has been excellent and we anticipate this transaction will improve the service they provide to our facility. The logistics management of the coal industry requires consistent and reliable rail transportation. We expect that the proposed acquisition will result in improvement of equipment availability which can only enhance the efficient service we now receive.

For these reasons, Premium Processing Company urges the Board to approve the joint application of NS and CSX.

Sincerely,

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Elmer Kincaid, Jr. President

VERIFIED STATEMENT On Behalf of Premium Processing Co. Finance Docket No. 33388

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I, Elmer Kincaid, 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 May 20, 1997.

Elmer Kincaid, Jr.

May 14th, 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 Neal Armstrong, and I serve as Traffic Manager for the President Baking Company, 2287 Ralph Avenue, P.O. Box 16159, Louisville, Kentucky, 40256-5034. We have been baking cookies for over 40 years and use rail and other forms of transportation including truck freight for both shipping cookies and receiving raw materials such as sugar.

We use approximately 250 rail cars a year, and our main shipper is Norfolk Southern. I am writing to you today to tell you that President Baking Company is solidly backing the proposed acquisition of Conrail by Norfolk Southern and CSX.

We do so because we want to see more direct and efficient routing. Long periods of transit time and fresh cookies don't mix so Norfolk Southern and CSX's plans to improve service by creating a network system of direct, single-line service to the major market points in the Eastern half of the United States is a welcome change. Food shipping also requires reliability and faster transit times to meet the demands of local retailers who can wait a day or two when the cookie shelf is empty anymore than the mom who has to fill the lunch box every morning. Trucking has a better record on delivery reliability, but we pay a heavy price for that predictability. And those shipping costs are usually passed on to consumers eventually.

Now, the two major rail carriers covering the entire East will be able to compete with trucks by providing substantially better service. That has to be in the public interest.

Your support of this acquisition along with the full Surface Transportation Board can make the benefits of this proposal a reality. We know that you will deliberate thoughtfully before taking action, but we respectfully request that you move as expeditiously as possible.

Thank you very much.

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

Sincerely,

Neal ametion

Neal Armstrong Traffic Manager

-	Sitics of the Secretary
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BEFORE THE SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388

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

RAILROAD CONTROL APPLICATION

VOLUME 4E OF 8 STATEMENTS OF SHIPPERS, PUBLIC OFFICIALS AND OTHERS IN SUPPORT OF THE APPLICATION

JAMES C. BISHOP, JR. WILLIAM C. WOOLDRIDGE J. GARY LANE JAMES L. HOWE, III ROBERT J. COONEY A. GAYLE JORDAN GEORGE A. ASPATORE JAMES R. PASCHALL ROGER A. PETERSEN GREG E. SUMMY JAMES A. SQUIRES Norfolk Southern Corporation Three Commercial Place Norfolk, VA 23510-2191 (757) 629-2838

RICHARD A. ALLEN JAMES A. CALDERWOOD ANDREW R. PLUMP JOHN V. EDWARDS Zuckert, Scoutt & Rasenberger, L.L.P. 888 Seventeenth Street, N.W. Suite 600 Washington, DC 20006-3939 (202) 298-8660

JOHN M. NANNES SCOT B. HUTCHINS Skadden, Arps, Slate, Meagher & Flom LLP 1440 New York Avenue, N.W. Washington, DC 20005-2111 (202) 371-7400

Counsel for Norfolk 5 athern Corporation and Norfolk Southern Railway Company MARK G. ARON PETER J. SHUDTZ ELLEN M. FITZSIMMONS CSX Corporation One James Center 901 East Cary Street Richmond, VA 23129 (804) 782-1400

P. MICHAEL GIFTOS DOUGLAS R. MAXWELL PAUL R. HITCHCOCK NICHOLAS S. YOVANOVIC FRED R. BIRKHOLZ JOHN W. HUMES, JR. R. LYLE KEY, JR. CHARLES M. ROSENBERGER PAMELA E. SAVAGE JAMES D. TOMOLA CSX Transportation, Inc. 500 Water Street Jacksonville, FL 32202 (904) 359-3100

DENNIS G. LYONS JEFFREY A. BURT **RICHARD L. ROSEN** MARY GABRIELLE SPRAGUE PAUL T. DENIS DREW A. HARKER SUSAN T. MORITA SUSAN B. CASSIDY SHARON L. TAYLOR JEFFREY R. DENMAN JODI B. DANIS CHRIS P. DATZ AMANDA J. PARACUELLOS Arnold & Porter 555 12th Street, N.W. Washington, DC 20004-1202 (202) 942-5000

SAMUEL M. SIPE, JR. BETTY JO CHRISTIAN TIMOTHY M. WALSH DAVID H. COBURN CAROLYN D. CLAYTON Steptoe & Johnson LLP 1330 Connecticut Avenue, N.W. Washington, DC 20036-1795 (202) 429-3000

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MAIL

MANAGEMENT

STB

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CSX/NS-21

Counsel for CSX Corporation and CSX Transportation, Inc.

TIMOTHY T. O'TOOLE CONSTANCE L. ABRAMS Consolidated Rail Corporation Two Commerce Square 2001 Market Street Philadelphia, PA 19101 (215) 209-4000

PAUL A. CUNNINGHAM Harkins Cunningham 1300 Nineteenth Street, N.W. Suite 600 Washington, D.C. 20036 (202) 973-7600

Counsel for Conrail Inc. and Consolidated Rail Corporation



JUN 2 3 1997

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Powder Horn Petroleum Company

4200 East Skelly Drive/P.O. Box 33057/Tulsa, Oklahoma 74153-1057/(918) 664-6699

May 8, 1997

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

RE: STB Finance Docket No. 33388

Dear Secretary Williams:

My name is Don Bertalotto. I am Vice President of Powder Horn Petroleum Company in Tulsa, Oklahoma. I am responsible for the selling of Propane to our various accounts across the country. I have worked in the liquids industry for over 20 years in sales and transportation. I am writing to support the proposed acquisition and division of Conrail by Norfolk Southern and CSX.

We have worked effectively with the Norfolk Southern and we think that this merger would only enhance the opportunity to do more. In short, we support this joint application of Norfolk Southern, CSX and Conrail, and request that the Board move as quickly as possible to assure approval.

I, Don Bertalotto, 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.

1

Sincerely,

Don Bertalotto

Vice President

DB:ms

VERIFIED STATEMENT OF

Power Service, INC.

P.O. Box 93

Bedford Park, IL. 60499

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 John LeVoy, and I am **President** of **Power Service, INC., Bedford, IL. 60499.** I have held my present position for 6 years. My duties include heavy equipment repairs and overseeing daily operations of my business.

Power Service, INC. is a vendor for NS and we adjust and transfer shifted inbound and outbound loads for safe transit. We work with NS at the following locations: Chicago, II (Landers Intermodal Yard).

Based upon our experience in providing the services described, 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, John LE Voy, 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.

incerely

John LeVoy, President Power Services, INC



Southpoint Corporate Headquarters P.O. Box 840 Valley Forge, PA 19482-0840 (610) 651-4200

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May 13, 1997

Ms. Sue McKamy CSX Intermodal 301 Route 17 North, 9th Floor Rutherford, NJ 07070

RE: Finance Docket No. 33388

Dear Sue:

Enclosed, on behalf of PQ Corporation, is a verified statement in support of CSX and Norfolk Southern's efforts to acquire Conrail.

If you have any questions on this, or any suggested revisions to the verified statement, please give me a call.

Sincerely,

Timothy

Timothy J. Sally Manager-Transportation

