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**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 locations. 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 trihydrate 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 total 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 its facilities. The carriers to service this market

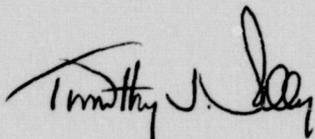
should be comparable in terms of their size, scope and ability to provide rail shippers and receivers with the greatest opportunity for seamless service and efficient equipment utilization.

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

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

Dear Secretary Williams:

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,

  
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

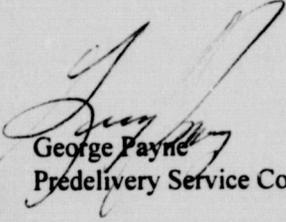
Dear Secretary Williams:

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 April, 1997.

  
George Payne  
Predelivery Service Corporation

 **PREMIER-ELKHORN  
COAL**  
A TECO COAL COMPANY

May 29, 1997

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

Dear Mr. Williams:

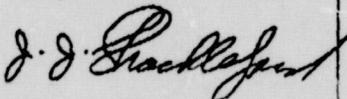
Premier Elkhorn Coal Company ships approximately 4.0 million tons annually on CSX railroad. We expect that to grow to 5.0 million tons over the next two years.

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

- 1). 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. Shackelford  
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

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

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**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 FACILITIES 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 RAILROADS, WE WOULD LIKE TO EXPRESS OUR SUPPORT OF NORTHFOLK SOUTHERN AND CSX IN THEIR EFFORTS 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 CONRAIL 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 INFLATED 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 CUSTOMERS.

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.

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 EFFORTS 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 CORRECT. 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.

# Premium Processing, Inc.

P.O. Box 9  
Thorn Hill, TN 37881  
Phone: (606) 248-2215  
Fax: (606) 248-2925

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May 20, 1997

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

RE: Norfolk Southern and CSX acquisition of Conrail

Dear Mr. Williams:

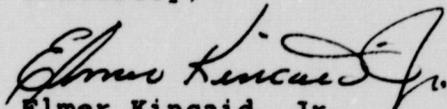
My name is Elmer Kincaid, Jr. I am president of Premium Processing Company and our coal loading facility is located at Middlesboro, KY. We ship coal to several industrial accounts in the South.

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.

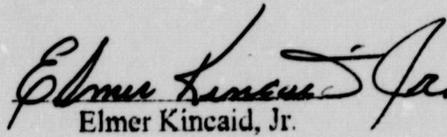
For these reasons, Premium Processing Company urges the Board to approve the joint application of NS and CSX.

Sincerely,

  
Elmer Kincaid, Jr.  
President

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

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, 1987.

  
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 Neai 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.

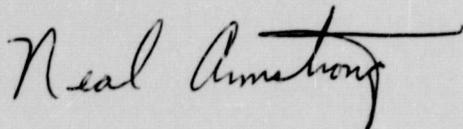
Now, the two major rail carriers covering the entire East will be able to compete with trucks by providing substantially better service. That has to be in the public interest.

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,

A handwritten signature in cursive script that reads "Neal Armstrong". The signature is written in dark ink and is positioned above the typed name and title.

Neal Armstrong  
Traffic Manager

# Prestage Farms, Inc.

## VERIFIED STATEMENT

Von Johnson on behalf of Prestage Farms, Inc.  
Finance Docket No. 33388  
CSX Corporation and CSX Transportation, Inc.  
Norfolk Southern Corporation and  
Norfolk Southern Railway Corporation  
--Control and Operating Lease/Agreements--  
Conrail Inc. and Consolidated Rail Corporation

My name is Von Johnson. I am purchasing manager of Prestage Farms, Inc. I have been with the company for twelve years. On behalf of Prestage Farms, please accept my support for the Conrail acquisition by CSX and Norfolk Southern.

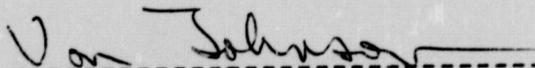
Prestage Farms is a swine and turkey producer (integrator). We are located at 4651 Taylors Bridge Highway in Clinton, NC. We have two feed manufacturing facilities in Clinton, NC, one in Cassett, SC, and one in West Point, MS.

We ship approximately seventy-five (75) percent of our raw materials by rail, constituting around 3500 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. Transportation by truck is significantly more expensive than rail transportation, and it is our preference to ship by rail when the service allows it. The efficiencies created by the merger and the new single-line service offered from many regions should allow us to reduce our reliance on trucking and lower our costs.

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

Again, please accept the support of Prestage Farms for the acquisition of Conrail by CSX and Norfolk Southern.

I, Von Johnson, 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.

  
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Von Johnson  
Prestage Farms, Inc.

PRINCE MACHINE

May 14, 1997

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

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

Dear Secretary Williams:

My name is Lorren Vanorder. I am the Materials Supervisor for Prince Machine Corporation, located in Holland, Michigan. My company is 32 years old. I have been asked by my company to express our support for the CSX and NS application to acquire Conrail, and to request the Board to approve it promptly.

My company manufactures Die Cast Machines, and I am in charge of shipping them to our customers. We ship large numbers of machines annually by CSX. We also use trucks and barges.

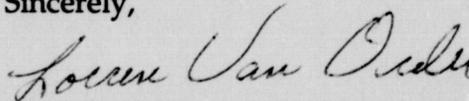
I believe the acquisition of Conrail by CSX and NS will result in more direct and efficient routes, leading to major mileage savings and faster, safer, more reliable service.

For this reason, I strongly support the acquisition, and request the Board to act expeditiously in approving it.

I, Lorren Vanorder, 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,



Lorren Vanorder

670 WINDCREST DR.  
HOLLAND, MICHIGAN 49423  
616-394-8248 FAX: 616-394-1250





# Producers Cooperative Feed Mill, Inc.

SUTTON PARK  
P. O. BOX 2229  
MONROE, N.C. 28111-2229  
(704) 283-7555

## VERIFIED STATEMENT

Samuel O. Stames on behalf of Producers Cooperative Feed Mill, Inc.  
Finance Docket No. 33388  
CSX Corporation and CSX Transportation, Inc.  
Norfolk Southern Corporation and  
Norfolk Southern Railway Corporation  
--Control and Operating Lease/Agreements--  
Conrail Inc. and Consolidated Rail Corporation

My name is Samuel O. Stames and I am President of Producers Cooperative Feed Mill, Inc. I have been with the company for 20 years. On behalf of Producers Cooperative Feed Mill, please accept my support of the Conrail acquisition by CSX and Norfolk Southern.

Producers Cooperative Feed Mill is a poultry feed manufacturer. We are located at 150 S. Bivens Road in Monroe, North Carolina.

We receive approximately 84% of our raw materials by rail, constituting 2500 cars per year. The remainder is received 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. Transportation by truck is significantly more expensive than rail transportation, and it is our preference to ship by rail when the service allows it. The efficiencies created by the merger and the new single-line service offered from many origins should allow us to reduce our reliance on trucking and lower our costs.

Further, the acquisition will open up new vendors in this area. Our ability to purchase in the southeast 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 non-competitive. The acquisition will solve this problem by providing single-line service to the area.

Again, please accept the support of Producers Cooperative Feed Mill for the acquisition of Conrail by CSX and Norfolk Southern.

I, Sam Stames 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 5, 1997.

Samuel O. Stames  
President  
Producers Cooperative Feed Mill, Inc.



7 May 1997

Mr. 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 Corp - Control and Operating Lease/Agreements - Conrail Inc. and Consolidated Rail Corporation

Dear Secretary Williams:

My name is Jim McDaniel. I am Manager of Transportation for Producers Rice Mill, Inc. in Stuttgart, AR. Our office address is 518 E. Harrison, Stuttgart, AR 72160. I am responsible for formulating transportation strategy for our company as well as purchasing and coordinating in respect to our transportation needs. I have been in my current position since 1989.

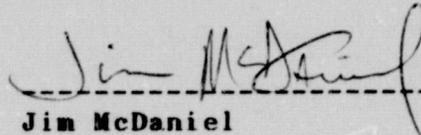
We have been neutral in reference to the above acquisition/merger because it seemed likely either the CSX or NS would assume Conrail's monopolistic control over rail service to the Northeast U.S. However, in light of recent developments whereby both railroads will be in direct and equal competition with each other, we would like to offer our support and ask the Board's approval.

Producers Rice Mill, Inc. is a mid sized shipper of rice and rice co-products, whose origin shipping point is located on the UP/SP. We handle 35 million bushels of rice and will ship over 1,500 railcars annually. Of our total rail traffic, approximately half of our volume will go into the markets in the Northeast U.S., making this obviously an important issue.

We believe the proposed acquisition of Conrail would be in our best interests, as well as that of our customers. Competition into New England markets, in particular the New York City market, should hold rail rates in check and provide options for better service. If this develops into the competitive environment that is proposed, it would seem likely that our business would grow.

I, Jim McDaniel, 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 7th day of May, 1997.

  
-----  
Jim McDaniel

bcc: John W. Snow  
CSX  
500 Water St. - J825  
Jacksonville, FL 32202



**PRODUCERS**  
*rice mill, inc.*

8 May 1997

Mr. 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 Corp - Control and Operating Lease/Agreements - Conrail Inc. and Consolidated Rail Corporation

Dear Secretary Williams:

My name is Jim McDaniel. I am Manager of Transportation for Producers Rice Mill, Inc. in Stuttgart, AR. Our office address is 518 E. Harrison, Stuttgart, AR 72160. I am responsible for formulating transportation strategy for our company as well as purchasing and coordinating in respect to our transportation needs. I have been in my current position since 1989.

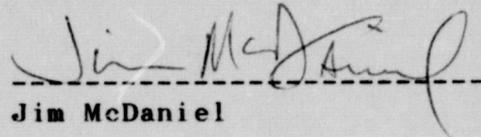
We have been neutral in reference to the above acquisition/merger because it seemed likely either the CSX or NS would assume Conrail's monopolistic control over rail service to the Northeast U.S. However, in light of recent developments whereby both railroads will be in direct and equal competition with each other, we would like to offer our support and ask the Board's approval.

Producers Rice Mill, Inc. is a mid sized shipper of rice and rice co-products, whose origin shipping point is located on the UP/SP. We handle 35 million bushels of rice and will ship over 1,500 railcars annually. Of our total rail traffic, approximately half of our volume will go into the markets in the Northeast U.S. making this obviously an important issue.

We believe the proposed acquisition of Conrail would be in our best interests, as well as that of our customers. Competition into New England markets, in particular the New York City market, should hold rail rates in check and provide options for better service. If this develops into the competitive environment that is proposed, it would seem likely that our business would grow.

I, Jim McDaniel, 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 8th day of May, 1997.

  
-----  
Jim McDaniel



AV. PONIENTE 140 No. 840  
COLONIA INDUSTRIAL VALLEJO  
MEXICO 02300. D.F.

PRODUCTORA E IMPORTADORA DE PAPEL, S. A. DE C. V.

APARTADO POSTAL 132 BIS  
MEXICO 06000. D.F.  
TELEX No. 1776247 PIPSME

CONMUTADOR 567-25-11  
VENTAS 567-06-52  
587-16-90  
CABLE "PIPSA"

**VERIFIED STATEMENT  
OF  
LIC. MANUEL SANTOS VILLANUEVA  
ON BEHALF OF  
PRODUCTORA E IMPORTADORA DE PAPEL, S.A. DE C.V. (P.I.P.S.A.)  
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 MANUEL SANTOS, PURCHASING MANAGER FOR PIPSA, I AM LOCATED IN MEXICO CITY, MEXICO. IN MY CAPACITY AS PURCHASING MANAGER, I HANDLE THE INBOUND LOGISTICS AND DISTRIBUTION OF FIBERS USED IN THE PRODUCTION OF PAPER AT PIPSA'S THREE PAPER MILLS. I HAVE BEEN WORKING IN THIS POSITION FOR SEVEN YEARS AND IN THE TRANSPORTATION INDUSTRY FOR THE SAME PERIOD.

PIPSA IS OWNED BY THE MEXICAN GOVERNMENT AND IS THE SECOND LARGEST PAPER COMPANY IN LATIN AMERICA AND IS THE COMMERCIAL AND ADMINISTRATIVE HEADQUARTERS FOR THE THREE SUBSIDIARY PAPER MILLS: FABRICAS DE PAPEL TUXTEPEC (FAPATUX), MEXICANA DE PAPEL PERIODICO (MEXPAPE) AND PRODUCTORA NACIONAL DE PAPEL DESTINTADO (PRONAPADE). THE TOTAL ANNUAL PRODUCTION CAPACITY OF THE THREE MILLS IS APPROXIMATELY OF 350 000 METRIC TONS. OF PRINTING PAPER/NEWSPRINT. MUCH OF PIPSA'S FIBER REQUIREMENTS ARE IMPORTED FROM THE U.S. WE EXPORT FINISHED PRODUCTS TO THE UNITED STATES AND TO SOME OTHER COUNTRIES IN LATIN AMERICA AND ARE IN THE PROCESS OF INCREASING THESE EXPORTATIONS. ALL OF OUR PRODUCTION FACILITIES ARE RAIL-SERVED, AND CURRENTLY IMPORT FIBERS FROM BOTH CSX, NS AND CONRAIL ORIGINS.

.../

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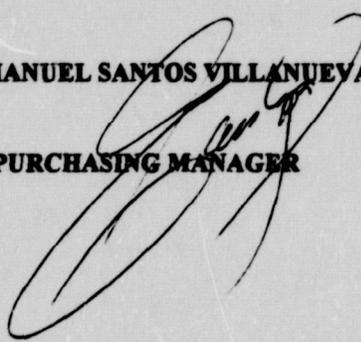
I AM AWARE THAT CSX AND NORFOLK SOUTHERN ARE SEEKING APPROVAL TO ACQUIRE CC RAIL AND WOULD LIKE TO EXPRESS MY STRONG SUPPORT FOR THIS ACQUISITION. I BELIEVE THAT PIPSA WOULD BENEFIT FROM THE NEW STRUCTURE, PARTICULARLY WHEN IT COMES TO SINGLE LINE SERVICE TO/FROM THE NORTHEAST. BY EXTENDING THE CSX AND NS SYSTEMS INTO THE NORTHEAST, I BELIEVE TRAFFIC TO AND FROM MEXICO WILL FLOW VIA A MORE NATURAL ROUTE AND MUCH OF THE COST AND INEFFICIENCIES OF THE PRESENT RAIL SYSTEM WILL BE ELIMINATED.

AGAIN, I WOULD LIKE TO EXPRESS MY SUPPORT FOR THE APPLICATION BEFORE YOU AS I BELIEVE THERE ARE RELEVANT BENEFITS THAT CAN BE OBTAINED FOR BOTH U.S. AND MEXICAN COMPANIES.

I, MANUEL SANTOS, 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 12th DAY OF MAY 1997.

**LIC. MANUEL SANTOS VILLANUEVA**

**PURCHASING MANAGER**





**VERIFIED STATEMENT OF Joel McDonald**

**PROFESSIONAL FOREST PRODUCTS, INC.**

April 25, 1997

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

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

Dear Mr. Williams:

My name is Joel McDonald, and I am President of Professional Forest Products, Inc., Statesville, NC. I have held my present position for eight (8) years. My duties include responsibility for rail transportation to and from our distribution facility.

Professional Forest Products is a buyer and seller of various lumber and related products. We also operate as a reload center and handle lumber for several major lumber companies. We have facilities located on Norfolk Southern at Statesville, NC. We receive from suppliers located in the State of Maine as well as the Canadian provinces of New Brunswick, Ontario, and Quebec, and other origins. These origins are served by various origin lines and many of the 488 carloads we received during 1996 were routed via Conrail. We receive shipments daily in centerbeam flatcars and boxcars. It is important to Professional Forest Products that reliable, safe, and expedited rail service be maintained to handle the products we receive.

We support the approval of the transaction which will allow Norfolk Southern and CSX to acquire Conrail and subsequently divide assets. Since our facility is located on the lines of Norfolk Southern, we would welcome the increased access to single line and faster and more reliable joint line service that would accrue from this merger.

We have used Norfolk Southern and Conrail for more than seven (7) years and are satisfied that our service would be even better than it is today with new single-line service. We are confident that this acquisition will create even more opportunities for expansion of our business through better service, improved costs and longer hauls for Norfolk Southern.

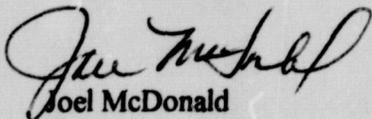
Expansion of Norfolk Southern will mean that our service from the Eastern Canadian provinces will be enhanced and that the various car tracing information and other services now provided can be done with one less railroad than required today. Equipment availability will also be enhanced because of better control mechanisms provided by single railroad ownership.

Lastly, Norfolk Southern supports competitive access that may, in the future, be of benefit to us if we should locate additional facilities on other railroads.

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

I, Joel McDonald, 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 25th day of April, 1997.

Sincerely,



Joel McDonald  
President  
Professional Forest Products Incorporated

cc: Mr. J. Lynn Brantley, Account Manager  
Norfolk Southern Corporation



May 14, 1997

VERIFIED STATEMENT OF PROFESSIONAL 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. 20423-001

Dear Mr. Williams:

My name is William L. Norris, and I am President of Professional Transportation Services, Inc. 3329 Kirby Parkway Suite 3, Memphis, TN 38115. I have held my present position for 9 years. My duties include responsibility for all phases of the company operations including pricing, operations, sales and accounting.

PRO TRANS is a I M C and broker. We ship intermodal traffic in all major lanes in the United States and have contracts with all of the major railroads. During 1996, we shipped 14,000+ trailer/containers within the United States.

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.

Continued on Page 2

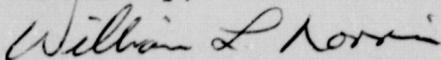
For too long, customers that ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is often non-competitive. While there may have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service

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 continued success in winning the Harriman Award.

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

I, William L. Norris, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 14, 1997.

Sincerely,



William L. Norris, President  
PROFESSIONAL TRANSPORTATION SERVICES, INC.



Better building through teamwork

May 15, 1997

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

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

Dear Secretary Williams:

My name is Todd Wierenga, and I am Logistics Manager at Progressive Affiliated Lumberman in Grand Rapids, Michigan. For 60 years, Progressive Affiliated has been the leading building materials cooperative in our area, moving more than 450 million board feet of lumber each year. I am writing the Surface Transportation Board on behalf of our company to support the proposed sale of Conrail to CSX and Norfolk Southern.

In my position, I see every day the advantages of competitive rail service -- as well as the disadvantages of the rail system in the Eastern U.S. As I see it, the sale of Conrail to CSX and NS would be a major step forward, for the following reasons:

*The Conrail sale will result in more direct shipping routes.* Right now, East Coast rail has one railroad too many -- resulting in needless interchanges and delays in the delivery of products from our suppliers. The breakup of the Conrail bottleneck will allow CSX and NS to rationalize their routes, and offer direct routes to markets like ours.

*The Conrail sale will help lower shipping costs.* With NS and CSX absorbing Conrail's lines, we'll see an increase in efficiency that will allow rail to win back some of the traffic that has gone to truck transport. In the process, the competition will create pressure to keep costs low and even reduce costs to some markets. That's a benefit that will have an impact on the overall economy, given the cost of transport built into so many of the goods we buy.

*The Conrail sale will help companies like mine offer more competitive prices and win new customers.* More timely transport at lower cost mean one thing: A chance to offer a more competitive product line to our customers. That's a competitive advantage we can use to keep our existing customers coming back, and new customers coming in -- and it's an advantage by no means limited to the construction materials industry.

**PROGRESSIVE AFFILIATED LUMBERMEN**

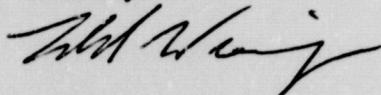
P.O. Box 823, Grand Rapids, Michigan 49518-0823 (616) 281-2626, FAX (516) 281-6823

Given the STB's responsibility to act in the best interests of the public as a whole, the reasons noted above all argue for government approval of the Conrail sale. On behalf of our cooperative, I urge the Board to grant approval for the Conrail transaction without delay.

I, Todd Wierenga, 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,

A handwritten signature in black ink, appearing to read "Todd Wierenga", written in a cursive style.

Todd Wierenga

## **PROKO INDUSTRIES INC.**

501 South Foote Street • Cambridge City, Indiana 47327 • (765) 478-3601 ext. 59 • FAX: (765) 478-5740

April 25, 1997

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

Dear Mr. Williams:

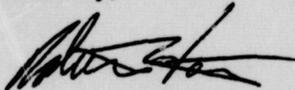
We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets.

Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint-line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which NS proposes would be of benefit to us.

With single line service, I believe our facility would be able to compete in these markets with other companies enjoying single-line service into the Northeast. We have used NS for many 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 the NS and CSX to acquire Conrail. I, Robert C. Waite, declare under penalty of perjury that they forgoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on April 25, 1997.

Sincerely,



Robert C. Waite  
Chairman & CEO

May 12, 1997



**Pronto Pig, Inc.**  
Innovative Intermodal Expeditors  
P.O. BOX 1419  
HILLSBORO, OR 97123  
(503) 648-7444 Fax (503) 693-1354

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:  
PRONTO PIG, INC.  
FINANCE DOCKET NO. 33388

My name is Terrance K. Black, and I am President of Pronto Pig, Inc. located at 527 S.E. Baseline Street, Hillsboro, Oregon. As President, my duties include the selection of railroads and direct negotiations for rates and service.

Pronto Pig, Inc., established in 1983, is an Intermodal Marketing Company. Our main Marketing emphasis is the movement of traffic between all points in the US and the Pacific Northwest. Included in that traffic is a considerable amount of traffic between the Northeast and the Northwest. We currently utilize Conrail in the upper Northeast, the CSX Railroad in the Philadelphia, Baltimore area, as well we utilize the Norfolk Southern in northern New York, and Virginia to the south. During 1996 these areas accounted for approximately 1500 trailers and containers.

It is my understanding that the CSX Railroad and the Norfolk Southern Railroad intend to file an application to control Conrail. Their intent is to divide and operate it's routes as part of their existing systems.

As a shipper, I think the proposed division of Conrail to these two strong Railroads is truly in the best interests of the shipping public. For many years we have had no competition in the Northeast. The rates via Conrail have been consistently higher than comparable rates utilizing a considerable amount of Trucking from distant points. By allowing the Norfolk Southern and CSX to compete in the Northeast the rates will certainly come down and the service to our customers will improve. Not only is the competition healthy in Conrail territory, but the including of the NS into CSX's territory will enhance competition in the Pennsylvania and Maryland markets.

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

I, Terrance K. Black, 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 on the 12th Day of May, 1997.

Sincerely,

A handwritten signature in black ink, appearing to read "Terrance K. Black", written in a cursive style with a long horizontal flourish extending to the left.

Terrance K. Black  
President  
Pronto Pig, Inc.

# Provico, Inc.

11800 Chelsea-Dexter Rd.  
Chelsea, MI 48118

Ph: 313-475-1386  
Toll Free: 800-325-6242  
FAX: 313-475-0085

May 27, 1997

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

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

VERIFIED STATEMENT OF PROVICO INC.  
CHELSEA, MI

My name is Klaus Bachmann, and I am Manager of Provico Inc. I have held my present position for eleven years. My duties include responsibility for buying and selling grain. Most of our corn goes out by rail as does some soybeans and wheat.

Provico Inc. is a grain elevator and we deal with buying and selling grain. Our facility is located at 11800 Chelsea-Dexter Rd. Chelsea, MI. This facility is presently served by Conrail. We sell to customers in the Northeastern U.S. These facilities are located on the lines of Conrail and some short-line carriers such as ST & BCLR. During 1996 we shipped 256 cars and received 241 cars of wheat. Depending on the grain production in our areas the shipment varies between 250 - 400 cars per year. Most grain is shipped in private cars at present. Our heaviest time of shipment is between Dec. - July.

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

**Provico Service Center - Provico Grain Merchandising  
Provico Seeds - Provico Fertilizer**

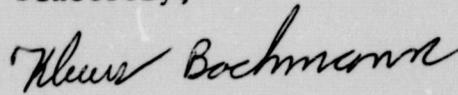


We are looking forward to being serviced by NS because Conrail made it almost impossible to switch to other major lines because of their excessive charges. We are eager to have NS service us here in Chelsea, MI because it will open up additional destinations that we cannot go to at present by CR. Therefore we urge the STB to move this process along on a fast track so that we can have smooth movement with this fall's corn & soybean harvest.

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

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

Sincerely,



Klaus Bachmann  
Manager

VERIFIED STATEMENT OF

PTR 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 Davis and I am Vice President and General Manager of PTR Services, 22604 31st Avenue, SE, Bothell, WA 98021. My responsibilities include the daily operation of Pacific Trailer Repair Services which provides intermodal terminal services to its clients. These services include: lift on/off, equipment maintenance and repair, clerical and equipment leasing.

PTR 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 50 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 Davis, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 22, 1997.

Sincerely,

*Mark Davis/k*

Mark Davis  
Vice President/General Manager  
PTR Services



## CARTAGE CO.

FREIGHT CONSOLIDATION  
CROSS DOCKING

May 27, 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:

I, James Janik, president of Q.D. Cartage Co. located at 2350 South Wood St. in Chicago, Ill. have held my position for 3 years.

Q.D. Cartage Co. is an intrastate and interstate intermodal carrier based in Chicago, Ill. We work with NS locations in Chicago, Ill. We also have contracts with Conrail, BNSF, CNV, Soo Line, GTW, etc.

Based upon our experience in providing the services described above and working with various railroads in the Chicagoland area, we would like to express our support of the NS 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 carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which 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 carrier for the intermodal industry. NS capital investment in its intermodal facilities and services are well known in the industry. Further we have been impressed with NS 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, James Janik, declare under perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed on May 27, 1997

Sincerely,



# Q. S. of Georgia, L.L.C.

A Hub Group Company

16 Peachtree Street  
Cartersville, GA. 30120  
Telephone 770-383-8755  
Fax 770-383-8770

May 29, 1997

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

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 Corporations, STB Finance Docket No. 33388.

Verified Statement  
on behalf of  
Q.S. of Georgia  
Finance Docket No. 33388

My name is Greg Smith, and I am president of QSI of Georgia, 16 Peachtree Street, Cartersville, Georgia. I have held my present position for less than a year. My duties include, but are not limited to our intermodal operations with all major railroads in Atlanta and across the nation. Intermodal business plays a vital role in all of our operations.

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

**Mr. Vernon A. Williams**

**May 29, 1997**

**Page 2 of 2**

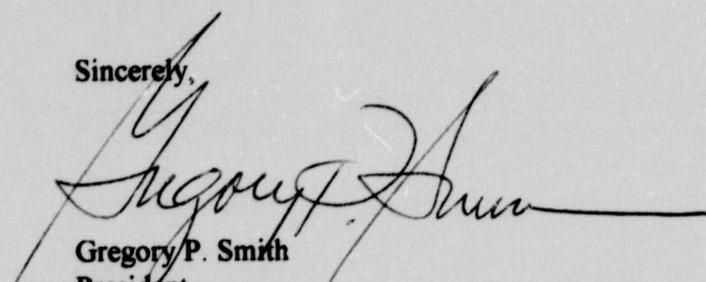
must be carriers which are of comparable size and scope, and provide a competitive service.

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

I, Greg 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 29, 1997

Sincerely,



Gregory P. Smith  
President  
Q.S. of Georgia, L.L.C.

GPS/ah



**SALES  
AND  
LEASING**

7000 W. 111th Street • Suite 200 • Worth, IL 60482 • Phone (708) 448-1660 • Fax (708) 448-1681

May 27, 1997

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

**RE: Verified Statement of Q-Sales & Leasing  
Finance Docket No. 33388**

Dear Mr. Williams:

My name is John Lanigan, Sr., and I am President of Q-Sales & Leasing. I have held my present position for 4 years. In addition, I have been CEO of Mi-Jack Products, Inc. for over 35 years. My current position includes overseeing the sales of cargo insulated quilts to intermodal customers.

Q-Sales & Leasing is a leading manufacturer of insulated cargo quilts. We work with NS at the following locations: Chicago, Kansas City, Columbus, Buffalo, Louisville, New Orleans, Atlanta, Charlotte and St. Louis. In addition, we work with all the major class one railroads at numerous locations from coast to coast.

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

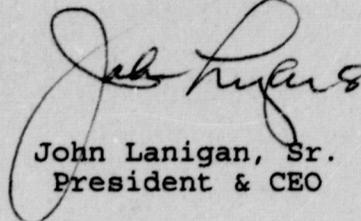
Mr. Vernon Williams  
May 27, 1997  
Page two (2)

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

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

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

Sincerely,



John Lanigan, Sr.  
President & CEO

JL/cb

May 19, 1997



QUAD/GRAPHICS

Vernon A. Williams  
Secretary  
Surface Transportation Board  
1201 Constitution Ave., N.W.  
Washington DC 20423

FAX TRANSMISSION



TO <sup>CSXFFI</sup> D.L. NOVAK  
COMPANY \_\_\_\_\_  
PHONE # \_\_\_\_\_ FAX # 322-7426  
FROM CHRIC RIWGO # PAGES 1  
PHONE # \_\_\_\_\_ FAX # 476-5128

Dear Secretary Williams;

My name is William S. Deja, Vice President of Distribution, for Quad/Graphics, Inc. I have been employed at Quad/Graphics for twenty-three years. Please accept my support for the Conrail acquisition by CSX and Norfolk southern.

Quad/Graphics, Inc. is the fourth largest printer in North America, located at N63 W23075 Hwy.74, Sussex WI. We have manufacturing facilities located in Hartford WI, Lomira WI, New Berlin WI, Pewaukee WI, Sussex WI, West Allis WI, Saratoga Springs NY, Rock GA, Thomaston GA, and Martinsburg WV.

On an annual basis we receive over one billion eight hundred million pounds of printing paper. Of that, seventy percent arrives via rail. We ship approximately twenty five percent of one billion five hundred million pounds of finished products via rail to various customers throughout the United States. Truck transportation is significantly more expensive than rail transportation and it is our preference to use rail whenever possible.

I feel the acquisition of Conrail by CSX and Norfolk Southern will improve our penetration into the Northeast and allow direct access to our newest plant located in Martinsburg WV. Consistent and reliable rail transportation is crucial to our logistics management. We anticipate the acquisition will improve equipment utilization, leading to better car availability, reduced empty miles, lower cost and improved transit times.

Once again, I would appreciate your support in this matter.

Sincerely,

*W.S. Deja*

William S. Deja  
Vice President, Distribution  
Quad/Graphics, Inc.

VERIFIED STATEMENT OF  
THOMAS D. HANSON  
on behalf of  
QUAD/GRAPHICS, 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 Thomas D. Hanson, Corporate Traffic Manager for Quad/Graphics, Inc. Quad/Graphics corporate office is located at N63 W23075 Hwy 74, Sussex, Wi. I am responsible for the outbound transportation of all product produced at Quad/Graphics. I have been in my current position since 1986 and have been in the transportation field for 19 years.

Quad/Graphics is the fourth largest commercial printer in the United States. We have production facilities located in Saratoga Springs, NY, Martinsburg, WV, Thomaston, Ga, The Rock, Ga, and the following cities in Wisconsin: Lomira, Hartford, Sussex, New Berlin, West Allis, and Pewaukee. We specialize in the production of magazines, catalogs, newspaper inserts and direct mail. We have been in business since 1971 and have annual sales in excess of one billion dollars.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. Quad/Graphics receives approximately 1.8 billion pounds of paper annually. Seventy percent of which is delivered either by boxcar or intermodal from paper mills all over the world. In addition, we ship over 6,000 intermodal loads of finished product to numerous destinations throughout the United States. The joint acquisition of Conrail will be in Quad/Graphics 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.



QUAD/GRAPHICS

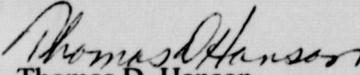
2. We also anticipate that the joint acquisition will result in expanded markets with an increased number of destinations and origins available. This benefit is important to Quad/Graphics because the enhanced CSX system will allow us more flexibility to expand the market reach for all our products.

3. We expect increased competitive access to ports in the New York and New Jersey areas as we expand our distribution capabilities internationally.

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, Thomas Hanson, 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 19th day of May, 1997.

  
Thomas D. Hanson  
Quad/Graphics, Inc.

May 7, 1997

The Honorable Vernon A. Williams  
Office of the Secretary  
Case Control Branch  
Surface Transportation Board  
Attn.: STB Finance Docket # 33388  
1201 Constitution Avenue, NW  
Washington, DC 20423-0001



QUAD/GRAPHICS

Dear Mr. Williams,

My name is Todd Ramsey, and I am a distribution manager at Quad/Graphics, Incorporated. I have held my present position for three years. My main responsibility is the overseeing of our paper warehouse and recycling departments for our two plants in Georgia. This includes all receipts and shipments of roll stock and recyclable waste.

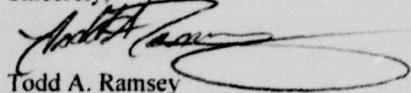
Quad/Graphics, Incorporated is a commercial printer of catalogs, magazines, inserts and books. We have printing facilities located in Wisconsin, New York, West Virginia and Georgia. The facilities in Wisconsin are serviced by the WC, UP and WSOR railroads. The New York facility is serviced by CP. Our West Virginia facility is serviced by CSXT, and Georgia is serviced by Norfolk Southern. We receive roll stock from mills located all over the United States and Canada. We also ship a great amount of recyclable waste to mills across the United States. In 1996, our Georgia facilities received over 132 million pounds of roll stock. Rail deliveries accounted for 70.6% of the total weight. This facility also produced over 25 million pounds of recyclable waste of which, over 13 million pounds were shipped via rail.

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 that has been described to me. This 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 or out of the Northeast have had the service of only one rail carrier. As in the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. There rail carriers can not be just any rail carriers. They must be competitive in terms of their size, scope, and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 1990s, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization, and seamless synergies.

In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide 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 NS and CSX to acquire Conrail should be approved by the STB.

Sincerely,

  
Todd A. Ramsey  
Distribution Manager, Quad/Graphics, Inc.

Verification

I, Todd Ramsey, 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.



# QUALITY FRUIT & PRODUCE CO.

2ND STREET & 7TH AVENUE • HUNTINGTON, W. VA. 25701

PHONES (304) 529-4113 — (304) 525-8751

May 12, 1997

WHOLESALE DISTRIBUTORS  
OF FRESH FRUITS  
AND VEGETABLES

HOME OF THE  
"CUSTOM PACKED"  
PRODUCTS

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:

I am writing today to urge you and the Surface Transportation Board to approve the proposed plan by CSX Corporation and Norfolk Southern to take over Conrail and divide that company's rail lines. This plan will benefit companies like ours -- Quality Fruit Produce located in Huntington, West Virginia -- by creating a more efficient rail network in the eastern United States.

Allow me to introduce myself. My name is Jack Thompson and I'm the President of Quality Fruit Produce. We've operated in the wholesale produce market here in West Virginia for the better part of 50 years. One of our primary products is Idaho potatoes. Every year we receive about 50 car loads using both rail service and trucking. Efficient shipping options are critical to us, both in terms of product quality and in terms of cost effectiveness.

Why do we support the CSX-Norfolk Southern plan? As I understand it, the plan will result in two strong rail carriers with the ability to reach every market east of the Mississippi while connecting us with major points in the South and Midwest. Each carrier will take over the Conrail lines that best match its existing network. The result will be more single line service and fewer interchanges and line switches.

Greater single line service means several things to us. First, it will create better, more flexible scheduling because both CSX and Norfolk Southern will be able to utilize their rail cars more efficiently. Second, it will reduce delays which endangers the quality of fresh produce. Third, it will reduce shipping time which cuts down on transportation costs -- savings which we can pass on to our wholesalers and they can pass on to consumers. Finally, this plan will create reliable competition for trucks in our region. More competition means better service at a lower price.

For these reasons, Quality Fruit Produce supports the plan by CSX and Norfolk Southern to acquire Conrail. We hope the Surface Transportation Board will take these considerations into account and act accordingly by approving the plan as soon as possible.

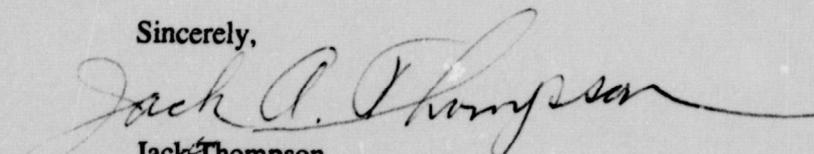
Thank you for the opportunity to share my views with the Board.



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

Executed this 12th day of May, 1997

Sincerely,

  
Jack Thompson



**VERIFIED STATEMENT**

**OF**

**FRED A. BEASLEY  
on behalf of  
QUALITY INTERMODAL CORPORATION**

**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**

My name is Fred A. Beasley and I am President of Quality Intermodal Corporation, a Texas Corporation headquartered in Humble, Texas. I have held this position since the company was founded on February 14, 1989. Prior to that time, I held sales and senior management positions from 1980 through 1988 with GST Corporation, a company which provides services similar to Quality Intermodal's. My background and experience make me familiar with the U. S. Rail transportation system. I submit this verified statement in support of the proposed joint acquisition of Conrail by CSX and NS and urge the Board to approve it promptly.

Quality Intermodal is an Intermodal Marketing Company. We provide complete door to door transportation services to our customers throughout North America. We sell rail carrier intermodal services to various shippers who ship packaged products or commodities in trailers and container load quantities.

Quality Intermodal has sales and operations offices in Bensalem, PA, Cleveland, OH, Chicago, IL, Los Angeles, CA, Dallas, TX, Pine Bluff, AR, Kansas City, MO, Atlanta, GA and Charlotte, NC. We have more than 600 customer accounts nationwide. An efficient and cost competitive transportation infrastructure is essential to the success of our company and the customers we serve. Quality Intermodal moves approximately 9,000 loads annually that originate or terminate in the eastern U.S. The joint acquisition of Conrail will be in our company's best interest since the enhanced system would be capable of providing a complete competitive intermodal product with associated efficiencies.

**Verified Statement**  
**Page 2**

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.

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 Quality Intermodal because the enhanced system will allow us more flexibility to expand our service offerings to our customers and generate additional business.

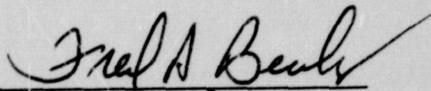
3. We expect increased competitive access to ports in the New York and New Jersey areas.

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.

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.

**VERIFICATION**

I, Fred A. Beasley, 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 12, 1997.

  
Fred A. Beasley

VERIFICATION

STATE OF TEXAS     )  
                          )     ss.  
COUNTY OF HARRIS )

Fred A. Beasley, being first duly sworn, deposes and says that he has read the foregoing documents, knows the facts asserted therein, and that the same are true as stated.

*Fred A. Beasley*  
Fred A. Beasley

Subscribed and sworn to before me this *12* day of *May* 1997

*Rebecca Ethridge*  
Notary Public

*2-26-2001*  
Commision Expires





May 30, 1997

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

RE: CSX Corporation and CSX Transportation, Inc., Petition for Waiver of 49 C.F.R. 1180.4 (c) (2) (vi), STB Finance Docket No. 33388

Dear Secretary Williams:

We understand that the Surface Transportation Board has invited public comment on a Petition of CSX Corporation requesting the Board give expedited consideration authorizing CSX to construct rail connections at four specified locations in Ohio and Indiana.

As we understand it, if this Petition is granted by the Board, CSX will be able to construct these four connections without delay so that the connections will be available for use immediately should the Board authorize the proposed joint acquisition of Conrail by CSX and Norfolk Southern.

Quality Intermodal Corporation is an Intermodal Marketing Company. We provide complete door to door transportation services to our customers throughout North America. We sell rail carrier intermodal services to various shippers who ship packaged products or commodities in trailer and container load quantities. Quality Intermodal moves approximately 9,000 loads annually that originate or terminate in the Eastern United States.

It appears that the Board's favorable consideration of the Petition would accelerate the CSX's ability to provide competitive rail transportation to and from the Northeastern United States, the Midwest and Chicago as well as Cincinnati and points in the mid-South.

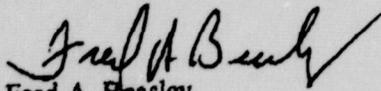
Quality Intermodal has sales and operations offices in Bensalem, PA, Cleveland, OH, Chicago, IL, Los Angeles, CA, Dallas, TX, Humble, TX, Pine Bluff, AR, Kansas City, MO, Atlanta, GA and Charlotte, NC. As previously mentioned we originate or terminate a considerable number of loads in the Eastern United States, and our company is extremely interested in all aspects of the new expedited service that CSX will

be able to provide. We accordingly urge the Board to grant the Petition and expedite the implementation of the new service in all appropriate ways.

Quality Intermodal Corporation supports the overall proposal for CSX and NS to acquire Conrail and divide it into parts of their two systems thus expanding their systems throughout the Northeastern United States. We also support the Petition in question since it will hasten the day when improved competitive CSX service will be brought to the public.

We appreciate the opportunity to provide comments to the Board.

Respectfully yours,



Fred A. Beasley  
President



## QUALITY SERVICES, L.L.C.

A HUB Group Company

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

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 Corporations, STB Finance Docket No. 33388.

Verified Statement  
on behalf of  
Quality Services, L.L.C.  
Finance Docket No. 33388

My name is Joe W. Egertson and I am President of Quality Services, L.L.C., 10420 Old Olive Street Road, St. Louis, MO 63141. I have worked in the transportation field for over 16 years. My duties include, but not limited to our intermodal operations with all major railroads in St. Louis, and monitoring our drayage service on a regular basis. I have meetings with all the key contacts with the various rail hub centers in St. Louis and across the nation. Intermodal business plays a vital role in all of our operations.

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.

055

Mr. Vernon A. Williams  
May 30, 1997  
Page two

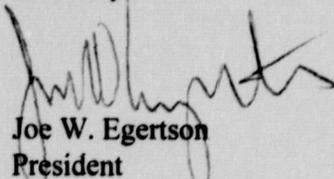
While there may have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast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

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 drayman 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, Joe W. Egertson, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed on May 30, 1997.

Sincerely,



Joe W. Egertson  
President  
Quality Services, L.L.C.



## QUALITY SERVICES OF KANSAS, L.L.C.

AHUB Group Company

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

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 Corporations, STB Finance Docket No 33388.

Verified Statement  
on behalf of  
QSI of Kansas  
Finance Docket No. 33388

My name is Mark Smith, and I am President of QSI of Kansas 9250 Glenwood Street, Overland Park, Kansas 66212. I have held my present position for less than 1 year. My duties include, but not limited to our intermodal operations with all major railroads in Kansas City, and monitoring our drayage service on a regular basis. I have meetings with all the key contacts with the various rail hub centers in Kansas City and across the nation. Intermodal business plays a vital role in all of our operations.

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.

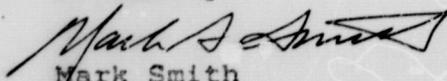
While there may have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast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

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 drayman 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, Mark 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 29, 1997.

Sincerely,



Mark Smith  
President  
QSI of Kansas



Andrew J. Grygiel  
President

John A. Grygiel  
Chairman

Laurie A. Grygiel  
Executive Vice President

**Verified Statement of John A. Grygiel**

**Quality Transportation Services, Inc.**

**Finance Docket No. 33388**

My name is John A. Grygiel, and I am Chairman of Quality Transportation Services, Inc., P.O. Box 31918, Tucson, AZ 85751. I have held my position for nine years. My prior service included forty years in marketing and sales with the AT&SF RY Co. retiring as Vice President of Traffic in 1989. My current duties include arranging intermodal transportation services for Arizona clients.

Quality Transportation Services is an Intermodal Marketing Company. We ship intermodal traffic in the following lanes throughout the United States:

- A. BNSF from Phoenix, AZ to Chicago, IL
- B. BNSF from Phoenix, AZ to ERAIL, NJ  
via BNSF-Chicago-Conrail
- C. BNSF from ERAIL, NJ to Phoenix, AZ  
via Conrail-Chicago-BNSF
- D. BNSF from Chicago, IL to Phoenix, AZ
- E. UP from Tucson, AZ to Chicago, IL

During 1996, we shipped 2200 45' and 48' containers/trailers within these lanes.

It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved service 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 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

# Quality Transportation Services i. c.

Andrew J. Grygiel  
President

John A. Grygiel  
Chairman

Laurie A. Grygiel  
Executive Vice President

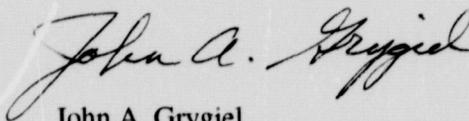
should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide competitive service.

Quality Transportation Services benefits from having two strong carriers (BNSF and UP) serving the Arizona Intermodal Market. I believe that NS and CSX would provide comparable benefits for the intermodal market in the Northeast quadrant, especially for the important NY/NJ area.

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.

I, John A. Grygiel, 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 5, 1997.

Sincerely,



John A. Grygiel  
Chairman  
Quality Transportation Service, Inc.

The logo for Quality Wood Treating, featuring the word "WOOD" in a large, stylized, bold font with a registered trademark symbol. The word "QUALITY" is written in a smaller, sans-serif font inside a rectangular box that is positioned over the "O" in "WOOD".

May 2, 1997

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

RE: CSX Corporation and CSX Transportation, Inc.  
Norfolk Southern Corporation and Norfolk Southern Railway  
Company - Central and Operating Leases/Agreements  
Conrail, Inc. and Consolidated Rail, Inc. and Consolidated  
Rail Corporation, STB Finance Docket 33388

Verified Statement of Rick Boylen - Quality Wood Treating Co., Inc.

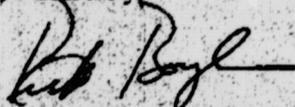
My name is Rick Boylen, and I am Purchasing Manager of Quality Wood Treating. I have held my present position for 15 years. My duties include the purchasing and routing of lumber and plywood to our six locations.

Quality Wood Treating is a CCA wood treating company with locations in Prairie du Chien, Wisconsin - Gahanna, Ohio - Janesville, Wisconsin - Lansing, Michigan - White Bear Lake, Minnesota - and Fombell, Pennsylvania. We receive over 1300 cars a year into our facilities.

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. The balance of rail competition will help open up new markets, provide better availability of equipment and improve transit times.

I, Rick Boylen, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 2, 1997.

Sincerely,

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

Rick Boylen  
Lumber Purchasing Manager



**QUEBECOR PRINTING**  
MEMPHIS INC.

May 21, 1997

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

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

Verified statement  
on behalf of  
Quebecor Printing Memphis, L.P.  
Finance Docket No. 33388

My name is Seth Schoenfeld, and I am Manufacturing Services Manager of Quebecor Printing, L.P., 828 East Holmes Road, Memphis, Tennessee. I have held this position for 11 years. My duties include coordinating shipping and delivery of 60,000 to 75,000 tons of paper annually used at our facility shipped primarily via boxcar and intermodal methods. I also handle transit related claims and service matters. This location is serviced by ICRR.

Our inbound boxcar and intermodal loads originate at several Canadian and Northeast mill locations as well as east coast ports including Philadelphia, Charleston, Norfolk, and Savannah. NS, CR and CSX are involved in several of these routes. We received 610 carloads from these origins in 1996.

We ship boxcar loads of scrap paper for recycling to destinations in Alabama, Texas, and Virginia frequently via NS linehaul. On occasion, we ship paper via rail to other Quebecor locations in Baltimore and Richmond. We shipped out 74 carloads during 1996.

While there may have been an historical reason for insulating northeastern railroading from competition, that time is behind us, and we feel that it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. The carriers involved must not be just any rail carriers. They must be comparable in terms of their size, scope





and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 1990s, two carriers of relatively equal size and scope provide the greatest opportunities for continuous and consistent service, efficient equipment utilization and seamless synergies.

These aspects of railroad operation as afforded by the Principles of Balanced Competition are of key interest to Quebecor Printing Memphis, L.P. with respect to our many inbound carloads originating in the Northeast and in the port cities of Philadelphia, Charleston, Norfolk, and Savannah. 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.

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

I, Seth Schoenfeld, 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,

Seth Schoenfeld  
Manufacturing Services Manager  
Quebecor Printing Memphis, L.P.



May 13, 1997

1900 Gardner Expressway  
Post Office Box 329  
Quincy, IL USA 62306-0329  
Telephone (217) 224-1800  
Facsimile (217) 224-2036

**QUINCY SOYBEAN CO.**

MR VERNON A WILLIAMS  
SECRETARY  
SURFACE TRANSPORTATION BOARD  
STB FINANCE DOCKET # 33388  
1925 K STREET N W  
WASHINGTON DC 20423-0001

RE: CSX CORPORATION AND CSX TRANSPORTATION, INC.; NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY-CONTROL AND OPERATING LEASES/AGREEMENTS-CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION, STB FINANCE DOCKET #33388

Dear Mr. Williams:

My name is Sheldon Shapiro, and I am Director of Transportation Services of Quincy Soybean Company. This is the second Customer Support Statement I have made on behalf of the Norfolk Southern Corporation's acquisition of the Conrail. My duties include responsibility for rail and barge contract negotiation and administration, supervision of all rail traffic to and from the Quincy plant, and representation of Quincy Soybean Company's transportation objectives at industrial meetings and conferences.

Quincy Soybean is a processor of soybeans, refiner of vegetable oils and merchandiser of feed and food grains with operations concentrated along the Mississippi River corridor from western Illinois to the Arkansas delta. The Quincy facility is the largest oilseed processing plant in the United States.

Quincy Soybean Company and C&T Refinery Company of Richmond, VA have a joint venture refinery, C&T/Quincy, located adjacent to the Quincy Soybean's processing plant. The Quincy refinery is one of the largest multi-oil single-site refineries in the U. S.

Both the processing plant and the refinery are served by the Norfolk Southern Railroad. The processing plant moves beans inbound in covered hopper cars from NS served

elevators through-out the Midwest, and moves meal outbound to NS served receivers. The refinery moves tank cars with crude vegetable oils, both domestic and import, inbound on the NS, and ships refined oils outbound on the NS.

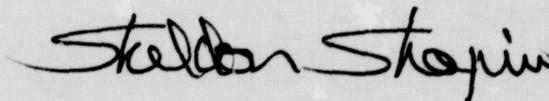
Both Quincy Soybean Company and C&T/Quincy support the proposed Conrail acquisition by the Norfolk Southern. Many of the refinery's largest customers are on the east coast, and these customers' shipments are currently routed NS/Conrail. We would welcome the benefit of increased market access for single-line rail transportation.

This acquisition will create a new NS which will allow both Quincy Soybean Company and C&T/Quincy Foods to serve many new markets, including New York, Philadelphia, Baltimore, and Pittsburgh. The NS will obtain more than 6,000 route miles, an increase of about 40%. This new single-line service should improve transit times and locomotive utilization by reducing interchanges. It should help to eliminate short-haul pricing that discourages rail shipments.

Quincy Soybean Company and C&T/Quincy Foods are not alone in our praise of the Norfolk Southern. It was chosen by FORTUNE magazine as the most admired railroad in the country; it has earned the Harriman Award for Safety for seven (7) years in a row.

For all the reasons described above, I support the acquisition of the Conrail by the Norfolk Southern.

Yours truly,



Sheldon Shapiro  
Director, Transp. Services  
Quincy Soybean Company

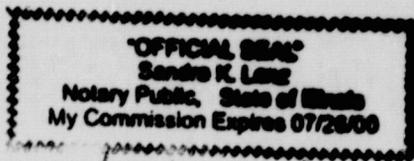
cc: Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA 23510-2191

Verified Statement  
on behalf of  
Quincy Soybean Company  
Finance Docket # 33388

I, Sheldon Shapiro, 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.

*Sheldon Shapiro*

Sheldon Shapiro



*Sandra K. Lem*

*R&E Consolidation Service, Inc.*

*2914 E. Joppa Road, Suite 204*

*Baltimore, Maryland 21234*

Tel: (410) 882-2595

Fax: (410) 882-2045

May 14, 1997

VERIFIED STATEMENT

ON BEHALF OF

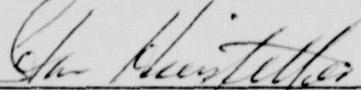
R & E CONSOLIDATION SERVICE

FINANCE DOCKET No. 33388

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1201 Constitution Ave., N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

I, Stan Hierstetter, 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.

  
\_\_\_\_\_

R & E Consolidation Service is a Shippers' Agent or Intermodal Marketing Company, (IMC). In that capacity we primarily provide door-door or any variation of rail intermodal service with all of the rail systems in the United States as well as providers of domestic containers for intermodal use. We are incorporated in the State of Maryland and throughout our twenty-five year history have worked very closely with the Norfolk-Southern for both domestic rail trailer shipments and international containers utilizing their entire intermodal network.

Mr. Vernon A. Williams

May 14, 1997

Page 2

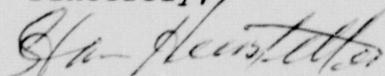
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Although our primary market focus is the East Coast and Mid-Atlantic area we do enjoy a significant volume of business to and from other geographic areas and much of this traffic is interlined with Norfolk Southern and CSX. Based on our experience in providing these variations of intermodal services we would like to express our support of Norfolk Southern and CSX in their equitable and competitive division of Con Rail. The survival of our business is dependent upon the availability of competitive rail systems and the subsequent creation of new intermodal markets and services. Although Con Rail has long provided excellent service, and, for the most part, provided competitive rates, there are situations in the heavily industrialized Northeast region where Con Rail represents the only choice for rail intermodal service.

Norfolk Southern and CSX are certainly the most obvious rail carriers to share in this market and provide the service that will be required. They have an unmatched history of working with shippers to enhance and encourage new business opportunities and provide dedicated rail service and support. In sharing the Con Rail system we see new service opportunities never previously available such as a complete East Coast, North-South intermodal network with international and domestic double stack services. We envision the introduction of intermodal service in what has traditionally been referred to as the "short-haul" markets, particularly in the growing market areas of Ohio. Equally important will be new transcontinental connections between Norfolk Southern and CSX with Western rail systems for domestic and international freight.

To summarize, we believe and encourage The Surface Transportation Board should act favorably on this application of Norfolk Southern and CSX to acquire Con Rail.

Sincerely,



Stan Hierstetter  
Vice President

*R&E Consolidation Service, Inc.*

*2914 E. Joppa Road, Suite 204*

*Baltimore, Maryland 21234*

TEL: (410) 882-2595

Fax: (410) 882-2045

VERIFIED STATEMENT

ON BEHALF OF

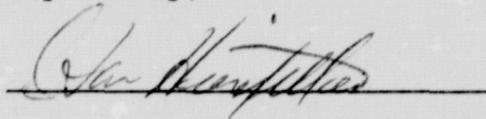
R & E CONSOLIDATION SERVICE

FINANCE DOCKET No. 33388

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1201 Constitution Ave., N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

I, Stan Hierstetter, 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.



R & E Consolidation Service is a Shippers' Agent or Intermodal Marketing Company, (IMC). In that capacity we primarily provide door-door or any variation of rail intermodal service with all or the rail systems in the United States as well as providers of domestic containers for intermodal use. We are incorporated in the State of Maryland and throughout our twenty-five year history have worked very closely with CSX for both domestic rail trailer shipments, domestic double-stack containers, and international containers utilizing their entire intermodal network.

STB

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33388

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Mr. Vernon A. Williams  
May 15, 1997  
Page 2

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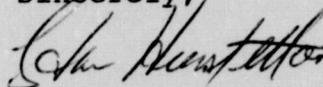
Although our primary market focus is the East Coast and Mid-Atlantic area we do enjoy a significant volume of business to and from other geographic areas and much of this traffic is interlined with CSX as well as Norfolk Southern. Based on our experience in providing these variations of intermodal services we would like to express our support of CSX in their equitable and competitive division of Con Rail with Norfolk Southern.

The survival of our business is dependent upon the availability of competitive rail systems and the subsequent creation of new intermodal markets and services. Although Con Rail has long provided excellent service and, for the most part, competitive rates, there are situations in the heavily industrialized Northeast region where Con Rail represents the only choice for rail intermodal service.

CSX and Norfolk Southern are certainly the most obvious rail carriers to share in this market and provide the service that will be required. They have an unmatched history of working with shippers to enhance and encourage new business opportunities and provide dedicated rail service and support. In sharing the Con Rail system we see new service opportunities never previously available such as a complete East Coast, North-South intermodal network with international and domestic double stack services. We envision the introduction of intermodal service in what has traditionally been referred to as the "short-haul" markets, particularly in the growing market areas of Ohio. Equally important will be new transcontinental connections between CSX with Western rail carriers for domestic and international freight.

To summarize, we believe and encourage The Surface Transportation Board should act favorably on this application of CSX and Norfolk Southern to acquire Con Rail.

Sincerely,



Stan Hierstetter  
Vice President

RF & B LUMBER CO., INC.  
100 PENN STREET  
QUINCY, MA 02169  
(617) 770-2810 FAX (617) 770-2908

May 20, 1997

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

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

Dear Mr. Williams:

My name is Robert F. Ronayne, and I am the President for R F and B Lumber Co., Inc. My business address is 100 Penn Street, Quincy, Ma. 02169. As President, my responsibilities include planning for rail service, negotiation of rail contracts, and arranging for carload shipments.

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

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

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

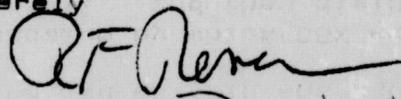
In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide increase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

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

I, Robert F. Ronayne, 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 20, 1997.

Sincerely

RF



President

RF+B Lumber

071

May 13, 1997

VERIFIED STATEMENT OF  
Tree Noel  
on behalf of  
R & L Carriers  
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 Tree Noel, Assistant Terminal Manager of R & L Carriers. R & L Carriers is located in Wilmington, Ohio. I am responsible for Terminal duties which oversees transportation requirements. I have been in my current position for 10 years.

R & L Carriers is an LTL Trucking Company

An efficient and cost competitive transportation infrastructure is essential to the success of our business. R & L Carriers moves approximately 1000 loads annually by rail via Chicago and Cincinnati. The joint acquisition of Conrail will be in R & L's best interest since the enhanced CSX system would be capable of providing a complete competitive intermodal product with associated efficiencies.

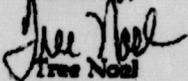
We strongly urge the Board to approve this application for the reasons detailed below:

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

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

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

Sincerely,

  
Tree Noel  
R & L Carriers

# **R & S Corporation**

5025 Troubador Court  
Cincinnati, Ohio 45238-6029

Office: (513) 922-0440 / Fax: (513) 922-0442

Wats: 1-800-952-3071

April 30, 1997

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

Re: Conrail

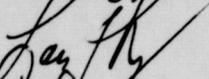
Dear Mr. Williams:

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint-line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which NS proposes would be a 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 CR lines which they acquire.

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

I, Lawrence J. Lay, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on April 30, 1997.

Thanking you in advance,



Lawrence J. Lay  
CEO and President  
R & S Corporation

*Dedicated "To the Pursuit of Excellence"*

## **R&T Coal Company, Inc.**

---

Carroll E. Mowery  
President  
11852 Kingston Pike  
Knoxville, TN. 37922

Telephone 423-966-0877  
Fax 423-966-0871

May 19, 1997

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

Re: CSX CORPORATION and CSXT 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  
R&T Coal Company, Inc.

My name is Carroll E. Mowery, and I am President of R&T Coal Company, Inc. with headquarters in Knoxville, Tennessee. My office is at 11852 Kingston Pike, Knoxville, TN. R&T Coal Company is a coal marketing group with sales of over 5 million dollars annually. Transportation is a vital factor to the success of our business, and we utilize truck, rail, and barge, with rail comprising 50% of our shipments. We primarily ship to utility and industrial customers in the Eastern and Southeastern sections of the United States. Some of our shipments are to locations in the Northeast.

I wrote to you in February stating that I was in favor of and supported the Norfolk Southern acquisition of Conrail. The primary reasons for our support was that the NS plan would enable us to expand our markets into areas which we have previously been unable to reach due to high joint-line rates. We also believed that the NS plan would introduce rail competition into areas which Conrail had enjoyed a monopoly since the mid 1970's. We understand that Norfolk Southern and CSXT have now formulated a plan which will result in both carriers acquiring Conrail and then divide the assets and trackage. This plan seems to also provide for greater rail competition and will still provide R&T Coal Company with opportunities to expand our markets.

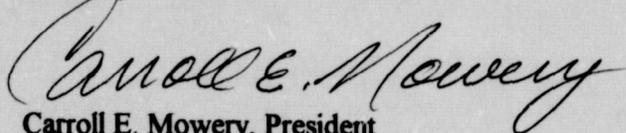
May 19, 1997

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
Page two

We support this new proposal and strongly urge the Surface Transportation Board to approve the joint application of Norfolk Southern and CSXT to acquire Conrail.

I, Carroll E. Mowery, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 19, 1997.

Sincerely,



Carroll E. Mowery, President  
R&T Coal Company, Inc.

**R. C. MILLER REFUSE SERVICE, INC.**

1800 NINTH ST. N.E.  
P.O. BOX 7909  
CANTON, OHIO 44705-7909  
(330) 452-5059 FAX (330) 452-1743

AKRON 825-8200  
DOVER/NEW PHILA. 339-5195  
SALEM 332-2566

May 29, 1997

**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:

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

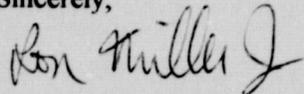
The transaction will increase rail business for both systems, which is to the benefit of all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East.

Because the transaction will create more efficient rail carriers, it will lead more freight traffic to divert from truck to rail, promoting more long-term capital investment and ensuring that rail service will grow in the future.

In conclusion, we support the joint application of CSX, Norfolk Southern and Conrail, 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, Ronald C. Miller, Jr., 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 29th day of May, 1997.

Sincerely,



Ronald C. Miller, Jr. Vice-President

R.C. Miller  
Refuse Service, Inc.

**THE ONE WAY  
TO RECYCLE**



**VERIFIED STATEMENT OF DANIEL L. STONE**  
**ON BEHALF OF**  
**RAHR MALTING CO.**

**IN THE MATTER OF:**  
**FINANCE DOCKET NO. 33388**

My name is Daniel L. Stone and I am Manager of Finished Products for Rahr Malting Co., located at 567 Grain Exchange Building in Minneapolis, Minnesota 55415. I have been with Rahr for 16 years and my responsibilities include Sales, Customer Service, Transportation and Market Development.

Rahr Malting Co. is a privately-owned, 150-year-old company which produces barley malt for use in the brewing, distilling and food industries. Production facilities are located in Shakopee, Minnesota and Alix, Alberta, Canada (operated in Canada under the name of Westcan Malting Ltd.). The Shakopee facility, served by both the Union Pacific and the Canadian Pacific, ships solely within North America. Barley, originating in the Red River Valley of Minnesota and North Dakota and throughout central Canada, is received by both truck and rail. Inbound rail volume is approximately 4,500 bulk rail cars annually, with the balance received by truck. Outbound shipments are virtually 100% bulk rail and total approximately 4,700 carloads annually. An additional 1,200 cars of by-products are shipped each year. Markets served by this facility are primarily brewers located in Texas and throughout the eastern United States.

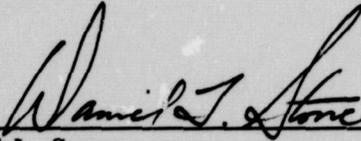
The Canadian facility serves both domestic western Canada and destinations throughout the Far East including Japan, Korea and the Philippines. This plant is served solely by the Canadian National. Barley intake is primarily truck received and outbound rail shipments, total approximately 1,400 cars annually.

Rahr Malting Co. supports the CSXT and Norfolk Southern in acquiring and splitting Conrail. This support is a result of the belief that single line service, provided by financially viable carriers in a more competitive environment, will result in improved service throughout the East. Additionally, some markets, which have been captive points in the past, will be opened up to strong competition.

Rail rationalization and competition in the East has been too long in coming and this is a unique opportunity for rail shippers and receivers to not only support this transaction but to demand better, more consistent, efficient and economical service from financially strong and able carriers.

As such, Rahr Malting Co. supports this application and petitions the Surface Transportation Board to approve this transaction in an expedited manner.

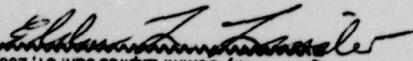
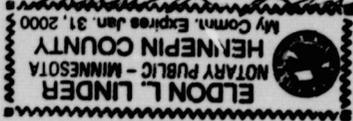
Sincerely

  
\_\_\_\_\_  
Daniel L. Stone

I, Daniel L. Stone, 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.



Attested: \_\_\_\_\_

  
5/28/97  


***RAIL DIRECT TRANSPORTATION CO.***

*Post Office Box 9605  
Chesapeake Va. 23321-9605*

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

**VERIFIED STATEMENT OF  
Rail Direct Transportation Company  
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 Bob Unmussig and I am the General Manager of Rail Direct Transportation Company. Rail Direct Transportation Company has been in business for 1 year. Rail Direct Transportation Company is a motor carrier and moves dray units locally for NS to and from piers. 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

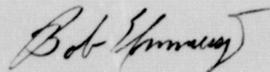
which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.

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, Bob Unmussig 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,



Bob Unmussig  
General Manager  
Rail Direct Transportation Company

# Rail Freight Transportation Co., Inc. —

724 Westland Drive • Lexington, Kentucky 40504 • Phone 606-225-9233 • Fax 606-225-9312  
MAY 19, 1997

AN INTERMODAL TRUCKING COMPANY SERVICING THE RAILROAD RAMPS.

RAIL FREIGHT TRANSPORTATION CO., 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 RANDAL COLLINS, AND I AM PRESIDENT OF RAIL FREIGHT TRANSPORTATION CO., INC. , 724 WESTLAND DRIVE, LEXINGTON, KY. 40504. I HAVE HELD MY PRESENT POSITION FOR SEVEN YEARS. MY DUTIES INCLUDE MANAGING A TRUCKING COMPANY THAT SERVICES THE RAILROAD RAMPS.

RAIL FREIGHT TRANSPORTATION CO., INC. IS A MOTOR CARRIER THAT OFFERS PIGGYBACK AND CONTAINER TRAFFIC TRANSPORTATION, LOCAL CARTAGE, AND CONTRACT CARRIAGE. WE WORK WITH NS AT THE FOLLOWING LOCATIONS:

GEORGETOWN, KENTUCKY  
LOUISVILLE, KENTUCKY  
CINCINNATI, OHIO

BASED UPON OUR EXPERIENCE IN PROVIDING THE SERVICES DESCRIBED ABOVE AND WORKING WITH THE RAILROAD, 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, RANDAL COLLINS, DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT. FURTHER, I CERTIFY THAT I AM QUALIFIED AND AUTHORIZED TO FILE THIS VERIFIED STATEMENT. EXECUTED ON MAY 19, 1997.

SINCERELY,

*Randal Collins*

RANDAL COLLINS  
PRESIDENT  
RAIL FREIGHT TRANSPORTATION CO., INC.

# MICHAEL J. McGEE

---

## RAIL INDUSTRY SPECIALIST

10674 GOLF ROAD

ORLAND PARK, ILLINOIS 60462 U.S.A.

May 5, 1997

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

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

### VERIFIED STATEMENT OF MICHAEL J. MCGEE RAIL INDUSTRY SPECIALIST

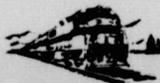
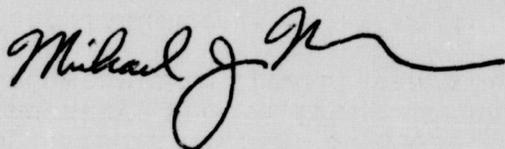
My name is Michael J. McGee, and I am the Managing Director of Rail Industry Specialist. I have been self employed in the Rail Industry for five(5) years and began my tenure in 1981.

Rail Industry Specialist is a General Contractor of Rail Related Services transacting business in the United States, Canada and Australia. These activities generate revenue earning loads over Conrail and Norfolk Southern of approximately 300 cars per year.

In this regard, 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 CSXT plan to acquire Conrail, divide its assets and improve the balance of rail competition in the Northeast.

I, Michael J. McGee, declare under the 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 5, 1997.

Very truly yours,





24600 Center Ridge Road  
Suite 200  
Westlake, Ohio 44145

(216) 899-1230 Fax: (216) 899-1235

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

Dear Mr. Williams:

My name is Thomas Novak, and I am President of Rail Logistics, Inc., 24600 Center Ridge Road, Westlake, Ohio 44145. I have held my present position for two years. I have also been involved in a variety of Transportation and Intermodal functions during my career over the past 25 years. My duties include management of containerized cargo's for steamship lines and domestic third parties at inland points in the continental United States.

Rail Logistics, Inc. is a service provider of ancillary services at rail ramps. We have facilities located at Atlanta, Georgia; Chicago, Illinois; Houston, Texas; Kansas City, Missouri; and Memphis, Tennessee. Kansas City, Missouri and Chicago, Illinois facilities are presently served by Norfolk Southern. We receive from Hanjin Shipping in Chicago, Illinois approximately 35,000 containers annually and service a variety of Shipper/Consignees in Kansas City, Missouri. In addition, Mitsui O.S.K. Line and Mitsui Intermodal are serviced in Atlanta, Georgia on CSX. Finally, NYK Line (North America) is serviced on UP/SP in Memphis, Tennessee and Houston, Texas.

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, Thomas Novak, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 19, 1997.

Sincerely,

A handwritten signature in black ink, appearing to read 'Thomas Novak', written in a cursive style.

Thomas Novak, President  
Rail Logistics, Inc.

VERIFIED STATEMENT OF  
RAIL MANAGEMENT SERVICES  
FINANCE DOCKET NO. 33388

May 19, 1997

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

Dear Mr. Williams:

My name is Kent Goldsworthy and I am Vice President and General Manager of Rail Management Services, 2040 S. Santa Cruz Avenue, Suite 245, Anaheim, CA 92805. I have held my position for 11 years. My responsibilities include the daily operation of Pacific Rail Services, Pacific Trailer Repair Services and Rail Terminal Services, all of which provide intermodal terminal services to their clients. These services include: lift on/off, equipment maintenance and repair, clerical and equipment leasing.

Rail Management 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 50 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 19, 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.

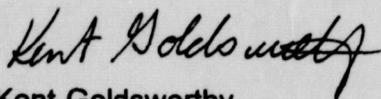
Our experience with the Norfolk Southern and the CSX is that they have been willing to invest in the infrastructure necessary to provide the highest levels of service at the lowest possible price.

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, Kent Goldsworthy, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 19, 1997.

Sincerely,



Kent Goldsworthy  
Vice President/General Manager  
Rail Management Services



## **RAIL OCEAN EXPRESS, INC.**

VERIFIED STATEMENT OF  
RAIL OCEAN EXPRESS, INC.  
FINANCE DOCKET NO. 33388

MR. VERNON A. WILLIAMS  
SECRETARY  
SURFACE TRANSPORTATION BOARD  
STB FINANCE DOCKET NO. 33388  
1925 K STREET, N.W.  
WASHINGTON, D.C. 20423-0001

DEAR MR. WILLIAMS;

MY NAME IS TIM DARWICK, AND I AM PRESIDENT OF RAIL OCEAN EXPRESS, INC. P.O. BOX 112767 HIALEAH, FL. 33011-2767. I HAVE HELD MY PRESENT POSITION FOR THREE YEARS. MY DUTIES INCLUDE EVERY ASPECT OF RUNNING A TRUCKING CO. AS FAR AS OVERSEEING BILLING, ACCTS PAYABLES AND RECEIVABLES, AND WATCHING OVER THE WHOLE OPERATION. ONE OF MY MAIN RESPONSIBILITIES IS WORKING CLOSELY WITH THE RAILROADS AS FAR AS TO RATING DRAYAGE RATES TO THE CUSTOMERS IN A COMPETITIVE WAY. ALL RATES COMBINED NEED TO BE VERY COMPETITIVE FOR INTERMODAL TRAFFIC TO CONTINUE COMPETITIVELY.

RAIL OCEAN EXPRESS, INC. IS A MOTOR CARRIER THAT AT THE PRESENT TIME IS INVOLVED WITH LOCAL DRAYAGE IN SOUTH FLORIDA OFF OF THE RAILROAD AND PORT TERMINALS. WE WORK WITH NS IN MIAMI AND FT. LAUDERDALE AT THE PRESENT TIME. IN ADDITION, WE WORK WITH THE FEC AT THE WEST PALM BCH., FT. LAUDERDALE, AND MIAMI, FL. TERMINALS. IN THE VERY NEAR FUTURE, APPROXIMATELY TWO MONTHS, WE WILL BE INVOLVED WITH THE NS, FEC, AND THE CSX RAILROADS IN JACKSONVILLE, FL. WITH THIS EXPANSION ON OUR PART, COMPETITIVE RATES WILL BE CRUCIAL.

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

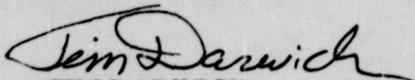
THE NORTHEAST HAVE HAD THE SERVICE OF ONLY ONE RAIL CARRIER. AND AS IS THE CASE WHEN ONLY ONE COMPANY IS ABLE TO OPERATE IN A PARTICULAR MARKET, SERVICE SUFFERS AND THE PRICE IS NON-COMPETITIVE. WHILE THERE MAY HAVE BEEN AN HISTORICAL REASON FOR INSULATING NORTHEASTERN RAILROADING FROM COMPETITION, THAT 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, TIM DARWICK, 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,



TIM DARWICK  
PRESIDENT  
RAIL OCEAN EXPRESS, INC.



**VERIFIED STATEMENT**

**Daniel Chojnowski on behalf of Rail Services, 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 Daniel Chojnowski, I am president of Rail Services, Inc. I have owned and have been President of my company for 12 years. In behalf of Rail Services, Inc., please accept my support for the Conrail acquisition by CSX and Norfolk Southern.

Rail Services, Inc. is a transportation logistics company. We are headquartered at 4123 Okemos Rd in Okemos, MI. We have or operate rail/truck transfer facilities in the States of New York, Michigan, Pennsylvania, Arizona and Virginia.

We and the customers we represent ship 35,000 rail cars per year or approximately 40 % of the products they ship. 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. Transportation by truck is significantly more expensive than rail transportation, and it is our preference to ship by rail when the service allows it. The efficiencies created by the merger and the new single-line service offered to many destinations should allow us to reduce our reliance on trucking and lower our costs.

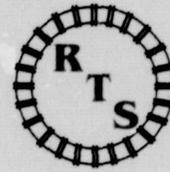
Further, the acquisition will open up new markets in the Eastern U.S. Our ability to compete in the Eastern U.S. has been hampered by the lack of direct access to the market. In many cases, the costs associated with an interchange has made our rail movements uncompetitive. The acquisition will solve this problem by providing single-line service to the area.

We would also like to see the Surface Transportation Board conclude this acquisition in an expedited manner.

Again, please accept the support of Rail Services, Inc. for the acquisition of Conrail by CSX and Norfolk Southern.

I, Daniel Chojnowski, 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 04-29-97.

Daniel Chojnowski  
Rail Services, Inc.



*RAIL  
TERMINAL  
SERVICES*

VERIFIED STATEMENT OF

RAIL TERMINAL 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 Mike List and I am Vice President and General Manager of Rail Terminal Services, 523 36th Court, Omaha, NE 68105. I have held my position for 9 years. My responsibilities include the daily operation of Rail Terminal Services which provides intermodal terminal services to its clients. These services include: lift on/off, equipment maintenance and repair, clerical and equipment leasing.

Rail Terminal 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 50 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, Mike List, 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,

*Mike List/te*

Mike List  
Vice President/General Manager  
Rail Terminal Services

**Rail Transport**  
**— Company, Inc. —**

1830 Jasper, P.O. Box 12372  
North Kansas City, MO 64116

PH: 816-221-5422  
FAX 816-221-5411

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May 15, 1997

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

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

FOR INTERMODAL SUPPLIERS WHO WANT TO INCREASE  
COMPETITION IN THE NORTHEAST

VERIFIED STATEMENT ON BEHALF OF  
RAIL TRANSPORT COMPANY, INC.  
STB FINANCE DOCKET NO. 33388

Dear Mr. Williams:

My name is Ronald J. Drown, and I am President of Rail Transport Company, Inc. I have held my present position for two and a half years and have been in the intermodal drayage business for twelve years. My duties include executive operations of an intermodal drayage corporation.

Rail Transport Company, Inc. is an intermodal drayage corporation that provides transportation services. We have facilities located at 1830 Jasper, North Kansas City, Missouri. We sell transportation services to customers throughout the United States. During 1996, we transported approximately 66,000 containers/trailers to and from points in Missouri, Kansas, Arkansas, Oklahoma, Nebraska and Iowa. With two of our major customers being, Kmart Corporation Distribution Center in Lawrence, Kansas and FMC Phosphate Production Facility in Lawrence, Kansas, which both have a large volume of

shipments going to and from the eastern portion of the United States. We work with NS at the following location: Kansas City, MO. In addition, we work with KC Southern Railroad at Kansas City, MO, Union Pacific Railroad at Kansas City, MO and KS, Iowa And Missouri Railroad at Kansas City, MO, Conrail Railroad at Kansas City, MO and Gateway Western Railroad at Kansas City, MO.

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

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, Ronald J. Drown, 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 Fifteenth day of May, 1997.

Sincerely,



Ronald J. Drown  
President, Rail Transport Company, Inc.



VERIFIED STATEMENT OF  
**RAIL VAN, INCORPORATED**  
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;

We are Jeffrey Brashares, President; Denis Bruncak, Chief Executive Officer; and William Lee, Chairman; Owners of Rail Van, Incorporated. Rail Van, Inc. is located at 400 West Wilson Bridge Road, Worthington, OH 43085. Together, we have over 70 years experience in transportation, 13 each as owners of Rail Van.

Rail Van, Inc. is a third party logistics company. We ship intermodal traffic in the following lanes throughout the United States. During 1996, we moved approximately 50,000 loads in lanes served by CSX, NS and CR.

It is our understanding that CSX and NS intend to file an application to control Conrail, and divide and operate its routes as part of their existing systems. We 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 marketing and hunting service. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable in size and scope, and provide a competitive service.



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

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

We, Jeffrey Brashares, Denis Bruncak, and William Lee, declare under penalty of perjury that the foregoing is true and correct. Further, we certify that we are qualified and authorized to file this verified statement. Executed on May 30, 1997.

Jeffrey Brashares  
President  
Rail Van, Inc.

Denis Bruncak  
Chief Executive Officer  
Rail Van, Inc.

William Lee  
Chairman  
Rail Van, Inc.

# **Railco Intermodal Services**

1 St. Clair Drive, Welland, Ontario L3B 6A7, Phone (416) 732-3747

## **VERIFIED STATEMENT OF RAILCO INTERMODAL SERVICES INC. FINANCE DOCKET NO. 33388**

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

*Dear Mr. Williams:*

*My name is Gordon Lance, and I am President of Railco Intermodal Services Inc., 1 St. Clair Drive, Welland, Ontario, L3B 6A7 Canada. I have held my present position for 11 years. My duties include the loading and off-loading of all shipping containers and trailers which enter our facility via Norfolk Southern Railway. We provide Canadian Custom Brokers with inspection assistance thru loading, unloading and reblocking of merchandise. Railco also provides Shunt Tractors for container and trailer movement within the yard.*

*Railco is an Intermodal Ramp Specialist Company working with NS at the Dain City Yard in Welland, Ontario, Canada. Our employees are well trained heavy equipment crane operators and transport truck drivers.*

*Based upon our experience in providing the services described above, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers*

*.....2*

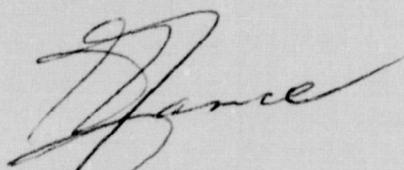
interested in this market to have service by more than one rail carrier which owns its facilities. The rail carriers which will compete in the Northeast should not be just any rail carriers, they must be carriers which are of comparable size and scope, and provide a competitive service. We believe competition is healthy in any industry. It provides customers with the best possible rates as well as encouraging superior 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 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, Gordon Lance, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 8, 1997.

Sincerely,



Gordon D. Lance  
President

GDL/ld



# **RAILWAY EXPRESS**

## **INTERMODAL SYSTEMS (MC 308562)**

1130 Polaris Street • Elizabeth, New Jersey 07201

Telephone: (908) 351-0900 • Fax: (908) 351-1533

**Verified Statement  
of  
Eric S. Strohmeyer  
on Behalf of  
Railway Express Intermodal Systems**

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

**May 23, 1997**

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

**Mr. Williams:**

This statement is prepared by myself, Eric S. Strohmeyer, for Railway Express Intermodal Systems. I currently hold the positions of Chairman of the Board and Chief Executive Officer. I have been with Railway Express since its inception in June of 1996. My current responsibilities include the overall monitoring of Railway's performance, developing corporate policy and handling all corporate administration.

I have over 8 years of experience in the field of transportation. My previous position was the Director of Intermodal for Target Transportation, a New Jersey based intermodal marketing company. My responsibilities included rating (revenue), routing, and pricing (costing) freight, coordinating the activities of their sales force, as well as contract negotiations. I am very familiar with railroad operations and was ultimately responsible for every piece of freight moving over their intermodal network.

I have held positions also with BC Transportation of Newark, NJ, an intermodal motor carrier (Manager - Company Truck Operations, Head Dispatcher - New England, Dispatcher, Customer Service.), Weldon Materials of Westfield, NJ, one New Jersey's largest suppliers of masonry and aggregate building supplies (Dispatch - Customer Service) and the Black River and Western RR of Ringoes, NJ. (Assistant to the Signal Maintainer).

Railway Express, a licensed FHWA common carrier, contract carrier, and property broker (shipper's agent) based in Elizabeth, New Jersey, has been in business since 1996. Railway Express is a wholly owned subsidiary of Central Railroad Systems of New Jersey Inc. Railway Express is a member of the Intermodal Association of North America and is recognized by many in New Jersey as one of the more aggressive transportation companies in the state.



## **RAILWAY EXPRESS**

INTERMODAL SYSTEMS (MC 308562)

Railway Express has been acting as a shippers agent / intermodal marketing company since January 1996 when we signed our first volume marketing agreement with the Norfolk Southern Railroad. Since that time, Railway Express has signed volume marketing agreements with other major railroads and steamship companies, including the Union Pacific Railroad and CSX Intermodal. Railway also maintains a brokerage division, which is currently tracking at handling over 1500 truckload and less than truckload shipments annually. Railway Express' current sales are tracking in excess of 2 million dollars annually.

Our rail traffic has grown since our inception, from 15 loads monthly to 50 loads monthly. Railway Express is on target to reach 1,500 loads by the end of calendar year 1997. Both Norfolk Southern and CSX Intermodal will be the primary carriers for the majority of this traffic. Since more than 70% of our traffic will either originate or terminate on either the Norfolk Southern or CSX Intermodal systems, we at Railway feel that we can make the following statements in regards to the proposed acquisition:

Railway Express supports the acquisition of Conrail by the Norfolk Southern and CSX railroads. We feel that the two new and improved systems will allow for major improvements in infrastructure and new single line service opportunities, especially on the Norfolk Southern. Important to us are the new and improved services that will be available in the following lanes:

- New York NY - Atlanta GA
- New York NY - Chicago IL
- New York NY - Kansas City MO
- New York NY - Memphis TN
- New York NY - New Orleans LA

Railway Express is currently moving traffic and negotiating with additional customers in all lanes mentioned above. We feel that the expanded Norfolk Southern system will provide us with additional opportunities that currently do not exist based on the lack of a single line services in these lanes. The two new systems (NS and CSX) will give Railway complete and competitive coverage throughout the eastern half of the United States. The following lanes though, are lanes in which we have the most interest.

Railway has been unable to penetrate the New York - Tennessee market because of the extreme competition from over the road truckers, which have a virtual lock on both volume and non volume shippers in that lane. The new Norfolk Southern will now provide shippers and their agents an opportunity to receive competitive rail service options in this lane because of this new, single line routing and competitive rates and transit times. We currently estimating our business in this lane to be valued at 1.3 million dollars in annual sales to us in the first year after the acquisition.

Railway has also been unable to penetrate the New York - Atlanta corridor because, once again, of the lack of a carrier that can provide single line service in the lane. We at Railway feel, with the new NS and CSX systems providing new, competitive single line services in this corridor, that we will be able to move approximately 900 loads in this lane in a single year after the acquisition. Our sales and marketing force has indicated strongly that the service will also have to be improved in this corridor in order to capture the business we are currently negotiating for in this lane. We feel the Norfolk Southern will make the necessary capital expenditures to insure that the improvements needed in this important corridor are made.

Over 50% of our business is transcontinental. We currently move most of this freight in containers. Our stack train services we offer to our customers are provided by various stack train



# RAILWAY EXPRESS

INTERMODAL SYSTEMS (MC 308562)

operators. We at Railway feel that the Norfolk Southern will make the necessary improvements in infrastructure and service that will improve service and reduce costs, therefore providing our shippers with a better transportation product than what they are receiving now. An added bonus is that the Norfolk Southern will be able to better utilize its gateway at Kansas City, MO. With improvements in our transcontinental service, Railway will be able to grow additional traffic in this market by 100%, from 1000 loads to 2000 loads annually, a piece of business valued at 2.4 million dollars a year in annual sales to Railway.

In conclusion, we at Railway Express feel that the benefits of this acquisition are going to far exceed the expectations of everyone involved. Railway will see continued growth, of which a major part of that growth will have been the direct result of the outcome of this proposed acquisition. We believe that the proposed acquisition will provide significant benefits to our customers. We support this joint application.

On Behalf of Railway Express,

A handwritten signature in cursive script, appearing to read "Eric S. Strohmeyer".

Eric S. Strohmeyer  
Chairman, CEO

I, Eric S. Strohmeyer, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this statement Executed on

5/23/97

A handwritten signature in cursive script, appearing to read "Eric S. Strohmeyer".

Eric S. Strohmeyer

ESS/njw

# **RAINIER EXPRESS LTD.**

2300 East 2nd Street  
Vancouver, WA 98661  
(360) 693-2000  
(503) 285-7710  
FAX (360) 693-9957

FOR INTERMODAL CUSTOMERS WHO WANT TO INCREASE COMPETITION IN  
THE NORTHEAST

VERIFIED STATEMENT OF:

**RAINIER EXPRESS, LTD.**

FINANCE DOCKET NO. 33388

My name is C.A. Wallner, and I am President of Rainier Express, LTD., 2300 E. 2nd St., Vancouver, WA 98661. I have held my present position for 1 1/2 years. My duties include: overall management of our company, including the solicitation and maintenance of our rail and intermodal customer, which compromise about 90% of our generated revenue.

Rainier Express is a full service, interstate motor carrier, with a strong emphasis, as noted before, on intermodal traffic, both domestic and international. We ship intermodal traffic in the following lanes throughout the United States: all major East-West corridors as well as the North-South corridor between Seattle, Washington and Los Angeles, California. All our traffic originates or destines to and from the Burlington Northern Santa Fe and the Union Pacific Railroads. Approximately 30% of the aforementioned traffic originates or is destined to a major interchange point in the Midwest for furtherance to any of the major East coast railroads.

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 out transportation needs throughout the territory now served by Conrail.

**QUALITY INTERMODAL DRAY SERVICE**

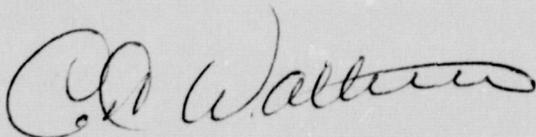
Opening Conrail markets to service by two rail carriers of comparable size and scope, each with its own tracks and terminals, will offer us the advantages of competitive service and pricing without fragmenting the market and hurting service. For too long, customers which ship or receive product into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

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

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

I, C.A. Wallner, 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,



C.A. Wallner  
President  
Rainier Express, LTD.

CAW:tlj

**Verified Statement**  
**on behalf of**  
**Ralston Purina Co.**  
**Finance Docket No. 33383**

My name is Peter Spanos, and I am Manager of Rail Transportation for Ralston Purina Co. I have held my present position for seven years. My duties include Rate negotiations with all U.S Rail Carriers as well as the monitoring of service related issues.

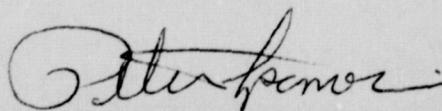
Ralston Purina Co. is a world wide manufacturer of pet foods under the Ralston Purina name , batteries under the Energizer name and cat litter under the Golden Cat name. We have facilities located throughout the world and have one operating facility located in Dunkirk, NY, and one facility scheduled to open in 1998 in Mechanicsburg, Pa that are currently served by ConRail. Each one of these facilities receives over 200,000 tons of raw materials via rail and ships over 25,000 truckloads annually to customers throughout the northeast.

We support approval of the transaction with an expedited review schedule which will allow CSX and Norfolk Southern to acquire ConRail and subsequently divide its assets. The expedited review process will ensure no deterioration of service in the Northeast. Since our facilities would be located on lines that will be serviced by Norfolk Southern at Mechanicsburg , PA and CSX at Dunkirk, NY, expanded single line origination will give us the ability to purchase our raw materials more competitively with increased service. We have been satisfied with the service the CSX and Norfolk Southern have provided at our other facilities, and are confident that this would be the case on any ConRail lines which they acquire.

For all the reasons described above, Ralston Purina supports the application of Norfolk Southern and CSX to acquire ConRail.

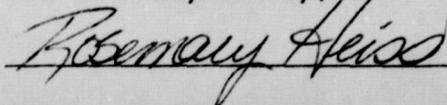
I, Peter Spanos, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 13, 1997.

Sincerely,



Peter Spanos

Subscribed and affirmed before me  
this 13th day of May, 1997.



ROSEMARY HEISS, NOTARY PUBLIC  
ST. LOUIS COUNTY, STATE OF MISSOURI  
MY COMMISSION EXPIRES JULY 21, 2000



# RAM EXTRUSIONS INC.

May 21, 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 Operatin Leases/Agreements --Conrail, Inc., and Consolidated Rail Corporation, STB Finance Docket No. 33388.

Verified Statement  
on behalf of  
RAM EXTRUSIONS, INC.  
Finance Docket No. 33388

Dear Mr. Williams:

My name is Paul Walker and I am President of Ram Extrusions, Inc. I have held this position for three years and have had similar positions with our related companies since 1983.

Among my may other duties, I arrange for the scheduling of our raw materials, which are shipped to us by rail.

Ram Extrusions is a manufacturer of polypropylene staple fiber for needlepunch carpet products and fiber for concrete reinforcement. We are located in Dalton, Georgia, and utilize the Dixie Transport Terminal for receiving bulk rail shipments of polypropylene. Dixie Transport is served by Norfolk Southern Railroad.

During 1996, Ram Extrusions and our sister companies received approximately 400 rail cars through Dixie Transport. Our raw materials require special railcars, which can be off-

May 21, 1997  
Mr. Vernon A. Williams  
-Page 2-

loaded using a vacuum pump into bulk trucks for the three mile trip to our plants. The bulk of our raw materials are shipped from the southeast Texas area.

We support the proposed purchase of Conrail by Norfolk Southern and CSX. Since our facility is located on the lines of Norfolk Southern, we would welcome the benefit of increased market access for single line rail transportation. 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.

For all the reasons described above, I support the proposed purchase of Conrail by Norfolk Southern /CSX.

Sincerely,

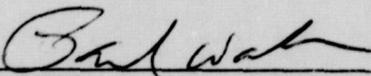
RAM EXTRUSIONS, INC.

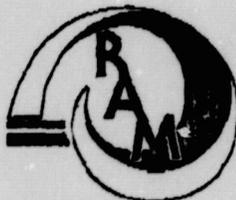
Paul Walker  
President

PW/cw

VERIFICATION

I, Paul 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 on May 21, 1997.

  
\_\_\_\_\_  
Paul Walker



## RAM Nationwide, Inc.

240 W. North Bend Rd.  
Phone: (513) 621-0010  
Fax (513) 621-9689

Cincinnati, Ohio 45216  
WATS: (800) 837-0110

Divisions:  
Queen City Traffic Service  
Ram Motor Freight  
NSCA Cartage

Verified Statement of  
Ronald P. Murphy  
on behalf of  
RAM Nationwide, 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 Ronald P. Murphy, President of RAM Nationwide, Inc. RAM Nationwide is located in Cincinnati, Ohio. I have been in my current position since January 1, 1984 and have worked in the transportation field for 26 years.

RAM Nationwide is a full service transportation company offering its customers a variety of services such as movement of trailerload shipments via highway and rail, LTL, rail drayage and local cartage.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. RAM Nationwide moves approximately 2800 loads annually by rail throughout the county. The joint acquisition of Conrail will be in RAM Nationwide's best interest since the enhanced CSX system would be capable of providing a competitive intermodal product with associated efficiencies.

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

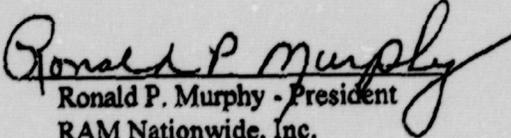
1. We believe that the joint acquisition of Conrail will produce better service and more competitive rates. We expect the joint acquisition to result in a more efficient system with more opportunities to triangulate, thereby allowing for more efficient equipment utilization.
2. We also anticipate that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

"YOUR TOTAL TRANSPORTATION COMPANY"

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, Ronald P. Murphy, 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 20th day of May, 1997.

  
Ronald P. Murphy - President  
RAM Nationwide, 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

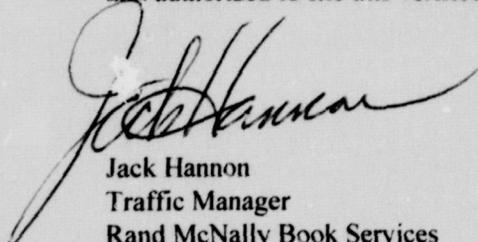
Dear Secretary Williams:

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



Jack Hannon  
Traffic Manager  
Rand McNally Book Services



Rasmussen Transportation, Inc.  
784 Oak Creek Drive  
Lombard, IL 60148  
630-620-8732 · Fax 630-620-9413

5/30/97

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

**VERIFIED STATEMENT OF**  
**RASMUSSEN TRANSPORTATION, INC.**

**FINACE DOCKET # 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 Joseph A. Pacella, and I am General Manager of Rasmussen Transportation, Inc., 784 Oak Creek Drive, Lombard, IL 60148. As General Manager, I oversee all aspects of Rasmussen Transportation.

Rasmussen Transportation, Inc. is a motor carrier, handling drayage in the local Chicago area. We work with Norfolk Southern in Chicago, as well as all other major railroads in the Chicago area.

Based upon our experience in providing the service described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier

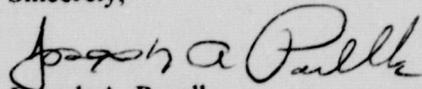
which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide competitive service.

Growth in the intermodal industry will benefit my company. Provide 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, Joseph A. Pacella, 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,



Joseph A. Pacella  
General Manager  
Rasmussen Transportation, Inc.

JAP/ff



1400 West 34th Street  
Chicago, Illinois 60608  
Tel. 312/ 523-0500  
Fax 312/ 523-0504

VERIFIED STATEMENT ON BEHALF OF

RAVEN TRAILER 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 Lenore Vaccaro, and I am President of Raven Trailer Transport, Inc. I have held my present position for 5 years. My duties include the ownership and overseeing the daily operation of a local truck transportation company that supports railroad traffic.

Raven Trailer Transport, Inc. is a local motor carrier specializing in railroad related traffic in the Chicago Commercial Zone, working with the NS and CSX in Chicago.

We would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. I believe 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.



1400 West 34th Street  
Chicago, Illinois 60608  
Tel. 312/ 523-0500  
Fax 312/ 523-0504

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, Lenore Vaccaro, 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,

Lenore Vaccaro  
President  
Raven Trailer Transport, Inc.

LV/lb

# Raw Coal Mining Company, Inc.

P. O. Box 1084

BLUEFIELD, VIRGINIA 24605

May 12, 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

Raw Coal Mining Company, Inc. is a company which mines and sells coal. We have facilities located in McDowell County. These facilities are located on the lines of Norfolk Southern. Our coal is sold mostly on the export market.

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. 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. It would help us compete in the markets with other companies which enjoy 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 these reasons, I support the application of NS and CSX to acquire Conrail.

Sincerely,



Richard L. Taylor  
President

I, RICHARD L. TAYLOR, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on MAY 12TH, 1997.



# Rayonier

*Transportation and Distribution*

May 16, 1997

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

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

Dear Secretary Williams:

My name is Terry Bunch. I am the Director of Transportation and Distribution at Rayonier. I have held my present position for two years. My responsibility is for the management and administration of Rayonier's worldwide transportation activities and programs. Rayonier produces Specialty Pulp and Chemical Cellulose, Lumber, and Timber. We have facilities located at Jesup, Baxley, Lumber City, and Swainsboro, Georgia, and Fernandina Beach, Florida. These facilities are presently served by the CSX and/or the Norfolk Southern Railroads.

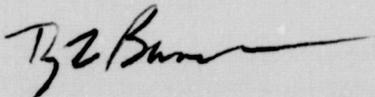
We support approval of the transaction which will allow CSX and the Norfolk Southern to acquire Conrail and subsequently divide its assets. Since we have facilities located on both the CSX and the Norfolk Southern, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which both CSX and Norfolk Southern propose would be of benefit to us. With single-line service, I believe our facilities would be able to compete in these markets with other companies enjoying single-line service into the Northeast. We have used both the CSX and the Norfolk Southern for many 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 expect that CSX/Conrail and Norfolk Southern/Conrail will be able to provide us with a greater range of transit schedules and better equipment availability than CSX or Norfolk Southern could individually. We also anticipate that the new through rail connections will provide much more competitive cost and service options along the I-95 corridor.

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

I, Terry Bunch, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 15, 1997.

Sincerely,





814 W. COLUMBIA ST. - PHONE: (606) 679-4455  
SOMERSET, KENTUCKY 42501

May 21, 1997

**The Honorable Vernon Al Williams**  
**Office of the Secretary**  
**Case Control Branch**  
**Surface Transportation Board**  
**Attn: STB Finance Docket #33388**  
**1925 K Street, N.W.**  
**Washington, DC 20423-0001**

**Dear Mr. Williams,**

***I am Vice President of Ready Mix Concrete, Inc. Our facility is located in Somerset, KY, served by the Norfolk Southern Railroad. Competitive rail service is important for Ready Mix. There is a distinct need for balanced rail competition in the East. In our business, we face competition from many sources. Because of the competition, we are continuously striving to improve our product and our services, as well as keep our cost down. This same competitive motivation applies in the rail industry. If we, as a shipper, are faced with a rail monopoly situation over most of the Northeast, we can expect to see declining service and increased prices. The incentive to provide quality service at low rates is lost.***

***Ready Mix Inc. supports the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of Norfolk Southern and CSX to control Conrail.***

***There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product 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 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 1990's, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies.***

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

**Sincerely,**

**Ransom D. Roberts,**  
**Vice President**  
**Ready Mix Inc.**

**VERIFICATION**

***I, Ransom D. Roberts, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on 5-21-97, 1997.***

***Date***

***Ransom D. Roberts***  
***Ransom D. Roberts***

# REAMES AND SON CONSTRUCTION COMPANY, INC.

1302 CYPRESS STREET, P. O. BOX 546  
VALDOSTA, GEORGIA 31603-0546  
TELEPHONE 912 244 9286

May 26, 1997

Mr. Greg E. Summy  
General Attorney  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, Virginia 23510-9241

RE: Support for Norfolk Southern & CSX  
Acquisition of Conrail

Dear Mr. Summy:

We are a corporation operating as a site contractor and operate asphalt and concrete plants.

Transportation is a vital factor to the success of our business. We utilize truck and rail. All of our stone requirements are shipped by rail. 80% of our cement requirements are shipped by rail. Primarily, we receive from Georgia and Alabama in the U.S. Some of our shipments are from mid-atlantic states.

We understand that Norfolk Southern and CSX are asking the Surface Transportation Board to approve their acquisition of Conrail with certain divestitures of Conrail lines and trackage rights to ensure rail competition in the northeastern United States for the future.

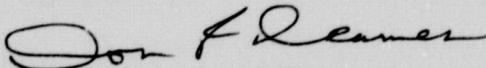
We support this joint plan. We think that it will enable us to expand our markets into areas we have hitherto been unable to reach. We sincerely believe that Norfolk Southern is a well-managed, efficient customer-oriented railroad and would very much like to see those attributes injected into Conrail territory.

Finally, we support and endorse Norfolk Southern and CSX's plan to introduce rail competition into areas in which Conrail has enjoyed a virtual monopoly since its formation in the 1970s.

If our company is to grow and prosper, we need a strong railroad serving our transportation needs. We think the joint application before the Surface Transportation Board does this and we, therefore, support it.

Sincerely,

REAMES AND SON CONSTRUCTION COMPANY, INC.

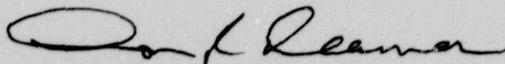


Don F. Reames  
President

**VERIFICATION**

I, Don F. Reames, 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 26, 1997.

A handwritten signature in cursive script, appearing to read "Don F. Reames".

Don F. Reames, President

# Red Hawk Mining, Inc.

P. O. Box 185  
Thorpe, WV 24888

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:

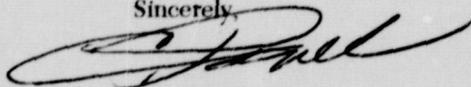
My name is Charles Powell, Owner and Director of Red Hawk Mining, Inc. Red Hawk Mining, Inc. is responsible for the production of approximately 150,000 tons annually from rail facilities located on the Norfolk Southern system in West Virginia. In order to expand our production, we will need the markets afforded Norfolk Southern shippers to the existing Norfolk Southern/Conrail served customers.

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.

Norfolk 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.

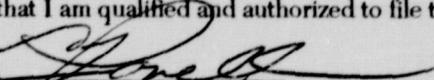
Sincerely,



Charles Powell  
Director

## VERIFICATION

I, Charles Powell, 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: 

Executed: May 15

VERIFIED STATEMENT OF  
KEN SHAW  
on behalf of  
RED RIVER INTERMODAL, 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 Ken Shaw, VP of Marketing of Red River Intermodal, Inc. Red River Intermodal is located at 6007 Financial Plaza, Ste. 411 Shreveport, LA. I am responsible for sales/marketing. I have been in my current position since May 01, 1990 and have worked in the transportation field for twenty years.

Red River Intermodal is a third party logistics company dedicated to excellent service.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. Red River moves approximately 1100 loads annually by rail via North - South - East - West. The joint acquisition of Conrail will be in Red River's best interest since the enhanced CSX system would be capable of providing a complete competitive intermodal product with associated efficiencies.

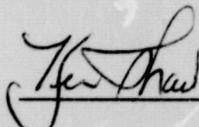
We strongly urge the Board to approve this application for the reasons detailed below:

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 Red River because the enhanced CSX system will allow us more flexibility to expand our inbound and outbound markets.
3. We expect increased competitive access to ports in the New York and New Jersey areas.
4. We are convinced that the joint acquisition of Conrail will result in more intermodal service lane options which, in turn, will benefit all the shippers that rely on rail. The enhanced CSX system will be able to achieve greater operational and terminal efficiencies. The

acquisition will promote more long term capital investment and ensure that rail service grows into the future. These developments are critically important to all freight shipments.

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, Ken Shaw, 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 16<sup>th</sup> day of May, 1997.



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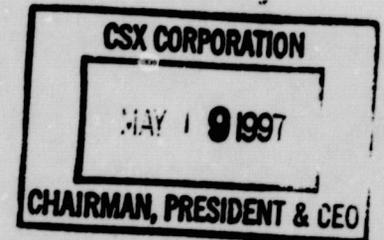
Ken Shaw  
Red River Intermodal, Inc.



UNIVERSAL *Foods* CORPORATION

May 12, 1997

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



Re: STB Finance Docket No. 33368 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 Paul F. Rasmussen. I am Manager, Commodities Procurement for Red Star Yeast & Products, a division of Universal Foods Corporation, 433 E. Michigan St., Milwaukee, WI 53202. I have been in my current position since 1988, and have worked in the transportation field for over thirty (30) years.

In my position, I am responsible for the purchasing and transportation of the basic raw material at four locations. Red Star Yeast owns and operates the largest yeast manufacturing facility in the world, located on Conrail, in Baltimore, MD. I am corresponding to offer my company's support of the CSX and NS application to acquire Conrail and to request the STB expedite the proceedings for the acquisition of Conrail by these two outstanding railroads.

Red Star Yeast is the largest producer of bakers yeast in North America. The basic raw material in the process is molasses, a by-product of the domestic and foreign sugar industry. Molasses is a commodity that is ideally suited to rail transportation because of its shipping characteristics and relatively low value. Red Star Yeast ships approximately 2,000 railcars, annually, in shipper leased tank cars.

Red Star Yeast & Products believes the proposed acquisition of Conrail would be in the shipping public's best interest, and the economics of transportation achieved through the acquisition will allow Red Star to compete more-effectively in the United States and globally. We strongly urge the Board to approve this application for two reasons detailed below:

- 1.) We believe that the acquisition of Control by CSX and NS will produce better service and more competitive pricing. With CSX and NS we will be able to take advantage of more single line routes from the South and the Midwest.

**Vernon A. Williams**  
**May 12, 1997**  
**Page 2**

**It has been my experience that the fewer number of railroads involved in a route the more cost-effective the shipment will be. Competition between two strong railroads will be heightened.**

- 2.) We are convinced that the Conrail acquisition will increase rail business in the East. Increased service and improved maintenance on CSX and NS will divert numerous trucks from already overcrowded highways to intermodal service. Because the East will be served by two (2) strong railroads of approximate size and scope of operations they will be able to achieve greater efficiencies, will return more rail susceptible products to the rails promoting more long term capital investment, and will ensure that rail service grows in the future.**

**In conclusion, Red Star Yeast & Products division of Universal Foods Corporation supports the application to acquire Conrail and requests that the Board move as expeditiously as possible to assure approval. We feel the acquisition is the best course of action to improve service in the East, promote the growth of rail usage and enhance operating efficiencies.**

**Sincerely,**

**Paul F. Rasmussen**  
**Manager, Commodities Procurement**

**bcc: John W. Snow - CSX Corporation**  
**David R. Goode - Norfolk Southern Corp.**

**PFR/jam**

I, Paul Rasmussen, 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.

Paul F. Rasmussen

Paul F. Rasmussen  
Manager, Commodities Procurement  
Red Star Yeast & Products  
A Division of Universal Foods Corporation

Executed this 13 day of May, 1997.

My commissions expires July 9, 2000.

Rochelle Ortiz

Notary

**REDBANK, INC.**  
P. O. Box 446  
Latrobe, Pennsylvania 15650  
Office: 412-537-5751  
Fax: 412-537-5820

April 28, 1997

The Honorable Vernon A. Williams  
Office of the Secretary  
Surface Transportation Board  
Attention: SIB Finance Docket #33388  
125 K Street N.W.  
Washington, DC 20423-0001

Subject: Proposed Acquisition of Conrail by Norfolk Southern/CSX

Dear Mr. Williams:

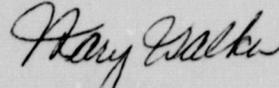
Redbank, Inc. is the owner of substantial mineral rights in the Pocahontas #3 coal seam in the Herndon area, Wyoming County, West Virginia which are subleased to Redbank Mining, Inc., an affiliated company of Redbank, Inc. Redbank Mining, Inc., under various sublease agreements has leased those reserves to Herndon Processing Company which is operating a coal preparation plant in the Herndon, West Virginia area (NS Mine #5510-Keystone #2 plant) as well as a total of three underground mines in the Pocahontas #3 coal seam leased from Redbank Mining, Inc., with a total production of around 800,000 to 900,000 clean tpy.

The coal in question is mostly shipped to various coking coal and foundry coke plants in the United States from the existing Herndon preparation plant-Norfolk Southern (NS) rail siding.

Since the operation is captive to the existing NS rail system and since there is no other economic and competitive means of transportation, the availability of an efficient, competitive and reliable rail carrier to bring this coal to market is essential for the continued success of the existing mining operations and the potential future growth of these operations. Therefore, we are very much in favor of the proposed CSX/Norfolk Southern transaction to acquire Conrail, giving us increased market access for single line rail transportation and a potentially increased competitive rail environment which we believe would offer the best chance for the continuous development of the coal reserves for which we have the corresponding mining rights, as well as other coal reserves in the area controlled by other parties.

In view of this, we are fully supporting the transaction proposed by Norfolk Southern and CSX to acquire Conrail and then divide its assets as presently before the Surface Transportation Board and kindly ask the Board for approval of this transaction.

Sincerely,

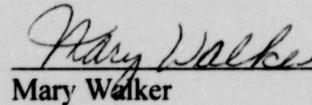


Mary Walker  
Secretary

#### VERIFICATION

I, Mary Walker, 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 April 28, 1997.



---

Mary Walker

**VERIFIED STATEMENT OF**  
**ROBERT E. RHODES**  
**on behalf of**  
**REED MINERALS**

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 Robert E. Rhodes, Manager-Purchasing/Transportation of Reed Minerals. Reed Minerals is located at 1011 Mumma Road, Wormleysburg, PA 17043. I am responsible for management of all rail and motor freight shipments of raw materials and finished product. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

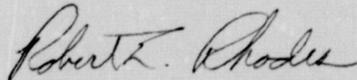
Reed Minerals processes electric utility slag and ships blasting abrasives and roofing granules to our customers, who are asphalt shingle producers and contractors located nationwide. We handle approximately 3,100 carloads of raw material and finished product annually via CSX.

We believe that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach in the north central and north eastern U.S. In particular, the acquisition will bring us improved access to Conrail served electric utilities and asphalt shingle producers in this region.

In our business, consistent and reliable rail transportation is crucial to our logistics management. Our processing 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, Reed Minerals urges the Board to approve the joint application of CSX and NS.

I, Robert E. Rhodes, declare under penalty of perjury that the foregoing is true and correct. Further, I certify I am qualified and authorized to file this verified statement. Executed this 6th day of May, 1997.



Robert E. Rhodes  
Manager-Purchasing/Transportation

May 1997

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

VERIFIED STATEMENT

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

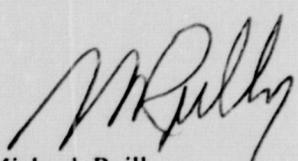
Dear Secretary Williams:

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

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

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

I, Michael Reilly declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 9 day of MAY, 1997.

  
Michael Reilly  
Reilly's Wholesale Produce, Inc.



1595 Calumet  
Chesterton, IN 46304

RELIABLE  
TRANSPORTATION  
SPECIALISTS  
INC.

VERIFIED STATEMENT OF  
RELIABLE TRANSPORTATION SPECIALISTS, 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 President of Reliable Transportation Specialists, Inc., 1595 S. Calumet Ave., Chesterton, Indiana, 46304. I have held my present position for three years. I am responsible for all decisions pertaining to rail contracts, rate structures, customer contracts, and daily operations.

Reliable Transportation Specialists, 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 non-competitive. While there may have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers.

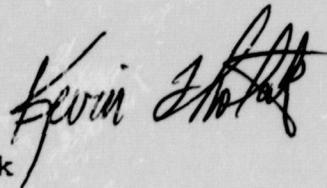
They must be carriers which are of comparable size and scope, and provide a competitive service.

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 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,



Kevin Lhotak  
President

Reliable Transportation Specialists, Inc

# Remtech Engineers

*Site Remediation Specialists*

## VERIFIED STATEMENT OF

**Remtech Engineers**

**Finance Docket No. 33388**

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

Mr. Williams:

My name is Larry Seabolt, Vice President, Operations of Remtech Engineers, 200 N. Cobb Parkway, Suite 124, Marietta, Georgia 30062. I have held my present position for 3 years. My duties include the management and implementation of environmental and remedial situations. Relating specifically to the intermodal transportation market, I have supervised and performed clean-up activities for emergency response of leaking containers (both hazardous and non-hazardous material), designed and oversaw the construction of intermodal crane wash facilities and water treatment systems and begun site bio-remediation studies for clean-up in both railroad freight terminals and intermodal yards.

Remtech Engineers, as a vendor performs emergency response to material releases from containers both on rail and in yards, crane wash facility design and construction to collect and treat wash waters for discharge and site remediation of yards and terminals. We work the Norfolk Southern Railroad primarily in Atlanta, Georgia. Remtech has also performed work for the Union Pacific Railroad at yards in Dolton and Dupo Illinois and North Little Rock, Arkansas. Work with Norfolk Southern in Atlanta has involved the response to and clean-up of leaking intermodal containers. Remtech is also studying the feasibility of bio-remediation of soils in the NS intermodal yard in Atlanta. Work with Union Pacific has included the design and construction management of crane wash facilities (including wash water treatment) in Dolton, Illinois and North Little Rock, Arkansas. Remtech has upgraded the oil / water separator at the Salem, Illinois yard.

Based on our experience in providing the services described above and working with other 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 the 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. By increasing the competition and service from the Northeast to the Southeast, additional rail traffic would be generated with these two systems. This would fortunately (or unfortunately) increase the potential need for response services at the rail yards in and around Atlanta. This

*Site Remediation, Emergency Response, and Remediation Equipment*

200 North Cobb Parkway, Suite 124, Marietta, Georgia 30062  
Phone: (800) 377-3648 or (770) 427-7766 Fax: (770) 427-7001  
Web Site: <http://www.remtech-eng.com>

STB NS/CSX Support  
May 23, 1997  
Page 2 of 2

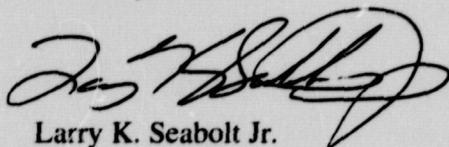
could also increase the additional environmental services provided by Remtech not directly related to the accidental release of material (site construction, washing facilities, etc.).

Growth in the intermodal industry will benefit Remtech Engineers. 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 Remtech's 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, Remtech believes that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

I, Larry K. Seabolt Jr., declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.  
Executed on May 23, 1997.

Sincerely,



Larry K. Seabolt Jr.  
Vice President  
Remtech Engineers

May 1997

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

VERIFIED STATEMENT

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

Dear Secretary Williams:

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

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

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

*BERTOK*  
I, Ben Butok declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 9<sup>th</sup> day of MAY, 1997.

*Ben L. Bertok*  
Ben Butok  
Republic Building Supply Co.

STB

FD

33388

6-23-97

A

180274V4E

4/14

Verified Statement  
of  
Joe Harris on Behalf of Republic Gypsum

Finance Docket No. 33306  
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

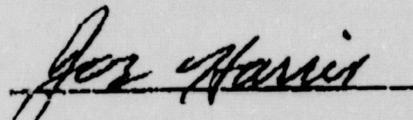
I am Joe Harris, Transportation Manager for Republic Gypsum Company. Republic Gypsum is located in Duke, OK. I have served Republic in my present position for seven years. My experience in this field includes sixteen years as sales manager.

Republic Gypsum has been in the business of making gypsum wallboard for 33 years. Republic Gypsum produces and ships 860 million square feet of board of which approximately 40 % moves on rail throughout the Southwest, Midwest and states east of the Mississippi river. In addition to trucks, all major rail carriers haul our product. When our present plant expansion project is completed, we will increase production to 1.2 billion square feet of wallboard annually.

Republic Gypsum anticipates that the combination of CSX's present system with portions of the Conrail system will result in improved blocking patterns that will benefit Republic Gypsum. Many of Republic's shipments are destined for points served by CSX, NS & CR. 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. Republic presently owns 75 rail cars and when our plant expansion is completed, we will increase to 155 private cars. We also believe that we can expand our markets in the Northeast.

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

I, Joe Harris declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 22nd day of NOV, 1997.

  
\_\_\_\_\_  
Joe Harris

**RESERVE ACQUISITION CORP.  
P.O. BOX 1720  
PRINCETON, WV 24740  
(304) 425-5173**

May 1, 1997

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

Re: Norfolk Southern and CSX Acquisition of Conrail

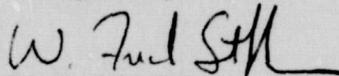
Dear Mr. Williams:

Reserve Acquisition Corp. manages coal reserves in McDowell County, WV. The royalty revenue from the mining and sale of these reserves is directly dependent on the rail transportation provided by Norfolk Southern. Although not directly involved in the sales or transportation for its coal reserves, Reserve recognizes that its business is best served if its lessees/sublessees have competitive access to all geographical markets. As its reserves are only served by NS, the merger of NS and Conrail would definitely provide increased access to the northeastern U. S. market.

Norfolk Southern has explained that it is asking the Surface Transportation Board to approve the transaction which allows the acquisition of Conrail by Norfolk Southern and CSX and the subsequent division of Conrail's assets between the two purchasers.

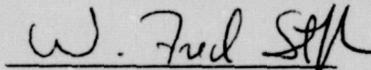
Given the preceding, Reserve Acquisition Corp. supports Norfolk Southern's plan before the Surface Transportation Board.

Respectfully,



W. Fred St. John  
Vice President

I, W. Fred St. John, 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 this 1st day of May 1997.



W. Fred St. John

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

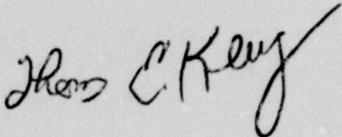
Dear Secretary Williams:

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, Thomas E. Klug, 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 13<sup>th</sup> day of May, 1997.



Thomas E. Klug  
President  
Reserve Lumber

L5/27  
F/L

**RESOURCE ENERGY MARKETING LTD.**

1488, Bow Valley Square 4  
250 - 6th Avenue S.W.  
Calgary, Alberta, Canada  
T2P 3H7  
Telephone: (403) 269-1668  
Fax: (403) 261-8994

May 23, 1994

**VERIFIED STATEMENT**

Steven M. Hibbard on behalf of Resource Energy Marketing Ltd.  
STB Finance Docket No. \_\_\_\_\_

*My name is Steven M. Hibbard. I am Vice President, Marketing of Resource Energy Marketing Ltd. I have been with the company for approximately 3-1/2 years. On behalf of Resource Energy Marketing Ltd., please accept my support for the Conrail acquisition by CSX and Norfolk Southern.*

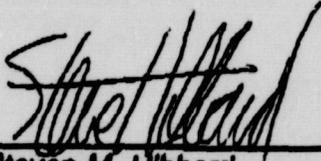
*Resource Energy Marketing Ltd. is a Wholesale LPG Marketing Company. We are located at 1488, 250 - 6 Avenue S.W. in Calgary, Alberta. We have approximately 150 railcars of LPG's moving throughout North America at all times.*

*We ship 100% of our product by rail, constituting over 2,000 carloads per year.*

*Further, the acquisition will open up new markets in Eastern North America. Our ability to compete in this 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 product uncompetitive. The acquisition will solve this problem by providing single-line service to the area.*

*Again, please accept the support of Resource Energy Marketing Ltd. for the acquisition of Conrail by CSX and Norfolk Southern.*

*I, Steven M. Hibbard, 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, 1994*

  
\_\_\_\_\_  
Steven M. Hibbard  
Resource Energy Marketing Ltd.

# Resource Logistics International

June 2, 1997

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

SUBJECT: 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.

ATTN: Mr. Williams

Verified Statement on behalf of  
Resource Logistics International  
Finance Docket No 33388

My name is Jerry D. Branch, and I am Vice President, Sales and Marketing, of Resource Logistics International. I have held my present position for three years. My duties include the sales of our services primarily to manufacturers through the rail industry and the negotiation of contracts.

Resource Logistics is a logistics company that receives metal and building materials primarily by rail and distributes to end users or prepares it for export. We have facilities located at Jacksonville, FL, and Conroe, TX. The Jacksonville facility is served by NS and receives material from a customer located in Tennessee. Their facilities are also located on the NS line. We began our Jacksonville operation in November, 1996, and received approximately 55 carloads of material by the end of the year. The Conroe facility, served by the UP, also receives material from Tennessee originating on the NS line. The Conroe volume was approximately 350 carloads in 1996.

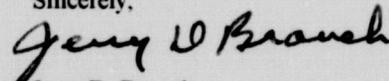
We support approval of the transaction that will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is on the NS line, we would welcome the benefit of increased market access for single-line rail transportation. The single-line service which NS proposes would be of benefit to us. With single-line service, I believe our facility would be able to compete with other companies enjoying single-line service into the Northeast.

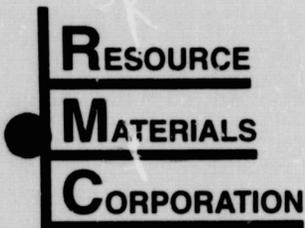
NS has shipped material to us for several years at our Conroe, Texas, facility and we are satisfied with their service. We are confident that they will provide good service on all CR lines that they acquire. NS has always given excellent customer service and has been available to assist with all special needs that we have had. They have provided high quality equipment.

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

I, Jerry D. Branch, 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 June 2, 1997.

Sincerely,

  
Jerry D. Branch



May 28, 1997

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

Verified Statement

Re: Proposed CSX/NS/Conrail Transaction: STB  
Financed Docket No. 33388

Dear Secretary Williams:

I am Dan Flagg, General Manager, for Resource Materials, Inc. in Kennesaw, Ga. which has been in business since 1983. My office address is 3210 Moon Station Road, Kennesaw, Ga. 30144. I am responsible for the overall management of Resource Materials Kennesaw operation, including rail and trucking of inbound raw material and outbound finished product. 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.

Resource Materials supplies nutritional additives to the animal feed industry. Our facilities are located at Kennesaw, Ga, Norwood, OH. and Reserve, LA. We receive liquid products which we blend into feed additives that are then shipped to feed mills located throughout the Southeast in addition to being exported overseas. Primary origins for raw materials are the Midwest and Northeast, and our finished product is used primarily in GA, NC, and SC. Inbound volume was approximately 300 carloads in 1996 and outbound volume was over 150 carloads. Revenue associated with rail shipments was over \$1 million in 1996.

3210 MOON STATION ROAD  
KENNESAW, GEORGIA 30144  
PHONE: (770) 424-6300  
FAX: (770) 425-2177

Mr. Vernon A. Williams  
May 28, 1997  
Page (2)

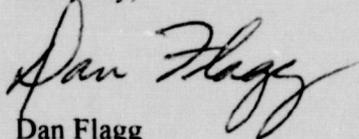
Resource Materials believes that the proposed joint acquisition would be in our best interests, as well as in the interests of our customers. We strongly urge the board to approve this application for the reasons detailed below:

1. Greater Purchasing Power -- by combining CSX's present network with approximately half of Conrail's network, CSX's new service will expand our supply base and give us more competitive options from which to source our product.
2. Expedited Routing/Tracking -- by expanding its operations CSX will be able to provide more single line service which should be more efficient, thereby a) expediting turn times for our private fleet, and b) allowing for better shipment tracking than joint carrier moves.
3. New Markets -- by enlarging its network CSX will be able to offer enhanced market coverage and put us in a position to competitively sell to customers outside of our truck distribution area.

In conclusion, Resource Materials supports the application of CSX and NS to jointly acquire Conrail and requests that the Board move as expeditiously as possible to assure approval. We feel that this is the best way to improve service, enhance efficiency and promote rail traffic in our market areas.

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

Sincerely,



Dan Flagg  
General Manager



Division of Middlesex Bottled Gas, Inc.  
P.O. Box 100  
Hartfield, VA 23071

May 9, 1997

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

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

**Verified Statement on Behalf of Revere Gas  
Finance Docket No 33388**

Dear Mr. Williams:

My Name is Charles Revere and I am President of Revere Gas. I have been President for the past 10 years and my duties include purchasing over six million gallons of propane. I arrange for the transportation and distribution of this propane to over 12,000 customers through our five retail locations located in eastern Virginia. Four of these locations have distribution plants.

At our West Point, VA location, we have a rail terminal where propane shipments from Canada, Ohio, Mississippi and Delaware are received and then transhipped by truck to our other distribution points. This system has allowed our company to be more competitive in our area and assure our customers of an uninterrupted supply.

From the inception of this rail terminal in 1993, Norfolk Southern has been very helpful and always responded to our needs. During the winter months, when weather conditions are at their worst, our transportation needs are at their greatest. Norfolk Southern is aware of these needs and has responded accordingly.

We view Norfolk Southern's acquisition of Conrail as an opportunity for us to access more supply origination points. In the past, we have been able to only use shipments from Texaco's Delaware City Refinery, DE on a limited basis due to the very poor rail service provided by Conrail. This situation is also the case with a refinery in Philadelphia, PA.

For these reasons and based on our past experiences with Norfolk Southern, we believe our interest will be better served if Norfolk Southern and CSX are allowed to acquire Conrail. I will be available at anytime to answer questions regarding our relationship with Norfolk Southern (804-776-9724 & FAX 804-776-7673).

I, Charles Revere, 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 8 day of May, 1997.

Sincerely,

Charles R. Revere

**Grafton Plant**  
P.O. Box 370  
Grafton, West Virginia 26354  
Phone: (304) 265-5100

# ***REX-HIDE***

**INDUSTRIES, INC.**

**Tyler Plant**  
P.O. Box 4726  
Tyler, Texas 75712  
Phone: (214) 593-7387

May 12th, 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 writing on behalf of the Rex Hide Dyna-Mix company, P.O. Box 370, Grafton, West Virginia, 26354-0370. I am the company's warehouse manager and supervise the flow of incoming materials and outgoing goods. Our firm specializes in the production of custom mix rubber, and our rail shipping volume is approximately 225,000 pounds a week which includes the shipment of carbon black.

I'm sure you can see why the Surface Transportation Board's decision on the CSX/Norfolk Southern application to acquire Conrail is of some interest to us. We currently use CSX for our rail shipping along with other forms of transportation particularly trucks.

For us, our support is based on the fact that adding portions of Conrail to each of these carriers will result in two stronger, better rail providers. We are familiar with CSX, and believe that the net result of this plan will be more efficient, cost-effective service. More direct routing and single-line service will be helpful to every shipper.

Now, we will be able to tap into either CSX or Norfolk Southern and reach every major market East of the Mississippi knowing that we will get our products to their destinations faster, safer and more reliably.

It also means less reliance on trucks which in West Virginia is certainly a plus. Some of our mountainous areas pose unavoidable risks by virtue of the topography of the region. The ability to ship chemicals and other hazardous materials by rail is a welcome alternative. In the past, rail has been unable to compete against trucks because of its delivery problems. With those solved or at least substantially decreased, shippers will have an option that was limited before.

This deal makes sense for shippers, and we hope that you will take action very soon to approve this request.

Thank you.

I, Roland McDaniels, 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 7th day of May, 1997.

Sincerely,

*Roland McDaniels 5/20/97*

Roland McDaniels  
Warehouse Manager

**Verified Statement  
of  
William H. Bartlett on Behalf of Reynolds Metals Company**

**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 William H. Bartlett and my job title is pricing manager in the Transportation Department at Reynolds Metals Company. I have over 36 years experience in the transportation industry, including employment by railroad and trucking companies. I began my career with Reynolds more than 28 years ago. I have a bachelors degree from the University of Richmond, with a major in transportation. I am generally familiar with the transportation needs of Reynolds Metals Company, and am familiar with the proposed acquisition and division of Conrail by CSX and NS.

Reynolds Metals Company is a leading global aluminum and packaging company and is headquartered in Richmond, Va.. Reynolds is a fully integrated manufacturer, distributor and marketer of primary and value-added fabricated aluminum products. Reynolds also produces a broad range of plastic products, primarily for our packaging and consumer products businesses.

Reynolds' six global business units produce products that serve key markets including aluminum beverage cans, flexible and foodservice packaging, consumer home food management, transportation, and construction.

*Assigned to Gil Barker*

*Faxed Dwight 05/21/95*

FAX TRANSMISSION		<b>CSX</b> TRANSPORTATION
CSXFTI		
TO	<i>Dwight</i>	VERIFY (Y/N)
COMPANY		
PHONE #	<i>Reg</i>	FAX #
FROM		# PAGES <i>4</i>
PHONE #		FAX # <i>145</i>

page - 2

Reynolds maintains a metal supply system with operations in bauxite mining , alumina refining, and primary and reclaimed aluminum production . These resources support our fabricating operations and serve a wide range of customers.

Reynolds Metals Company has facilities in the U.S. and foreign countries including Canada and Mexico.

Revenues in 1996 were \$7.016 billion.

Reynolds Metals Company supports the application for the acquisition and division of Conrail by CSX and NS.

Reynolds has plants located throughout the U.S. , including facilities located within the areas served by Conrail, CSX and NS. An aluminum reduction plant located at Rooseveltown, N.Y. and a can manufacturing plant located at Middletown, N.Y. are Conrail-served. Plants in Bristol, Grottoes, and Richmond, Va., Louisville, Ky., Reidsville and Salisbury, N.C. are served by NS. Plants in Tampa, Fl. and Bellwood, Va. are served by CSX.

Reynolds ships to customers located on Conrail, CSX and NS; some of these moves will become single line routes if the proposed acquisition and division is approved. Single line service, in almost all of my experience, is more economical, and produces more consistent and faster transit times.

MAY-21-1997 14:29

P.03

page - 3

Equipment supply, consistent plant switching and response to our requests and needs have been a problem at the Conrail-served plant at Rooseveltown, N.Y. As an example, we have a movement of aluminum billet that would require bulkhead flat cars for delivery to Bellwood, Va. These shipments move via truck because Conrail has not responded to requests for the needed flat cars. Our success with both CSX and NS for equipment needs has been very good.

Approval of the proposed application for the acquisition and division of Conrail by CSX and NS should provide improved service, including car supply, scheduled train service, customer service information on car tracking and service reports. Consistency of transit should improve due to fewer interchanges and chances for missed connections.

Opportunities for a more competitive marketplace in the Northeast will be possible with CSX and NS intermodal improvements over their expanded single line trackage.

Competitive access to points now only served by Conrail will afford increased business potential. This is especially true at Northeastern ports.

Improved service on interchange via Chicago switch carriers is much needed and is scheduled by CSX and NS .

page - 4

For all of the reasons described above, Reynolds Metals Company supports the application of CSX and NS to acquire Conrail.

VERIFICATION

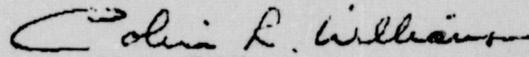
STATE OF VIRGINIA )  
 )  
COUNTY OF HENRICO )

William H. Bartlett, being duly sworn, deposes and says that he has read the forgoing document, knows the facts asserted therein, and that the same are true as stated.



William H. Bartlett

Subscribed and sworn to before me this 21<sup>st</sup> day of May, 1997



Notary Public

My Commission Expires :

June 30, 1998

May 27, 1997



VERIFIED STATEMENT OF  
REZ-1  
Transportation Information Technology 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 Bill Habeck and I am President of REZ-1 located at 395 Elliot Street, Newton Upper Falls, MA 02164. REZ-1 is a Transportation Information Technology Service Company that conducts business with Norfolk Southern Corporation system-wide.

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

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

Sincerely,

Bill Habeck  
REZ-1  
395 Elliot Street  
Newton Upper Falls, MA 02164



VERIFIED STATEMENT OF  
Robert Helgens  
on behalf of  
RFK Transportation  
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 Robert Helgens, Vice President of Marketing of RFK Transportation. RFK Transportation is located in Cedar Rapids, Iowa. I am responsible for marketing and operations at RFK. I have been in my current position since 1992 and have worked in the transportation field for 15 years.

RFK Transportation is a total transportation service provider.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. RFK Transportation moves 1000 loads annually by rail. The joint acquisition of Conrail will be in RFK Transportation's best interest since the enhanced CSX system would be capable of providing a complete competitive intermodal product with associated efficiencies.

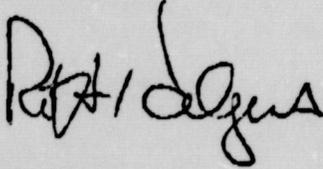
We strongly urge the Board to approve this application for the reasons detailed below:

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 RFK Transportation because the enhanced CSX system will allow us more flexibility to expand the market reach for our services.
3. We expect increased competitive access to ports in the New York and New Jersey areas.
4. We are convinced that the joint acquisition of Conrail will result in more intermodal service lane options, which, in turn, will benefit all 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.

**RFK** Transportation

I, Robert Helgens, 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 14th day of May, 1997.



Robert Helgens  
RFK Transportation



RICE, UNRUH, REYNOLDS CO.

FINANCE DOCKET NO. 33388

My name is Joseph Perez, and I am Line Manager for Rice, Unruh, Reynolds Co. I have held my present position for 5 years. My duties include Dispatching and Tracing of Import and Export equipment via use of the rail.

Rice, Unruh, Reynolds Co. is a Shipping Agency. We represent Farrell Lines Inc. Which is based on the East Coast. We operate as a Mini Landbridge operation out of the Gulf. We work with NS as the following locations: Norfolk, Va., Charleston, S.C. and New Orleans, La. In addition, we work with UP/SP at Houston, Tx. And the KCS in Dallas, Tx.

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 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 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, Joseph Perez, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 20, 1997.

Sincerely,

Joseph Perez  
Line Manager  
Rice, Unruh, Reynolds co.



# Richards Brick Company

MANUFACTURERS AND DISTRIBUTORS

3816 NORTH UNION BOULEVARD  
ST. LOUIS, MISSOURI 63115

TELEPHONE 383-1750

May 12, 1997

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

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

Dear Secretary Williams:

My name is Joe Semanisin, and I am Sales Manager with Richards Brick in St. Louis, MO, a mainstay in the brick business for more than 100 years. We manufacture and distribute almost 1.5 million bricks a year, which indicates the scope of our interest in affordable, reliable transport. We write to register our support for the sale of Conrail to CSX and Norfolk Southern.

The benefits we see include:

**More Direct Routes.** The problem with shipping to East Coast destinations has always been the number of needless interchanges that slow delivery and add to costs. The sale of Conrail would break up the biggest bottleneck in the system, and make more direct routes possible.

**Access to New Markets.** More direct routes and reliable delivery would open up new markets for our products. With Conrail split between NS and CSX, there would be plenty of competition for superior service and low cost.

**More Competition and lower prices** across all forms of transport. The benefits wouldn't stop with rail transport costs. Right now, we ship with NS and CSX, and by truck as well. Nothing would make more difference for us than to see rail become a more competitive alternative with truck transport. Like everyone in every business, prices tend to be what traffic will bear. What we see in the sale of Conrail is a chance to inject some competition that will lower prices for companies like ours -- and ultimately for the consumers who pay for our products.

For the reasons outlined above, we urge the STB to approve the sale of Conrail to CSX and Norfolk Southern without delay.

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

Executed this 12th day of May, 1997.

Sincerely,

*M. Joseph Semanisin*

M. Joseph Semanisin



May 15, 1997

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

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

Dear Secretary Williams:

My name is Charles Anderson, and I am President of Richmond Bonded Warehouse Inc., for 43 years the leading public warehouse serving Georgia and South Carolina from our base in Augusta, Georgia. I am writing to register my support for the proposed sale of Conrail to CSX and Norfolk Southern.

My company moves more than 100 railcars a year of paper, cotton, lumber and other goods to destinations up and down the East Coast. Given our interest in competitively-priced shipping services, I would like to highlight what seem to me to be the major benefits of the Conrail sale. They include:

*More direct route transport.* As a southern company, we are well acquainted with the inefficiencies of East Coast rail, particularly the unnecessary number of interchanges as shipments move north and to the Midwest. Given that Conrail's hamperlock on New Jersey/New York traffic has been the main source of this problem, the sale of Conrail to CSX and NS will provide an increase in direct routes with immediate benefits to companies like mine.

*More competitive shipping rates.* As rail's ability to offer better service increases, it's ability to pose a competitive threat to truck transport will create pressure to lower shipping costs across the board. Companies in every sector of the economy will benefit -- as will consumers.

*Better utilization of space and manpower.* The rise of a more competitive rail system will trigger efficiencies well beyond the transport sector. We should see benefits in terms of our ability to manage shipments and match manpower more efficiently to our day-to-day needs. That translates into a competitive advantage we can use to attract more customers.

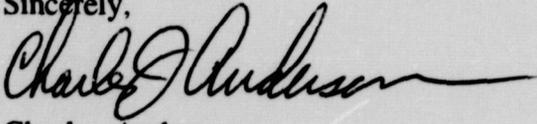
On behalf of everyone at Richmond Bonded Warehouse, I thank the Surface Transportation Board for this opportunity to comment on the pending Conrail sale. For the reasons outlined above, we urge the Board to act expeditiously to approve the transaction.



I, Charles Anderson, 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,

A handwritten signature in cursive script that reads "Charles Anderson". The signature is written in black ink and includes a long, sweeping horizontal flourish at the end.

Charles Anderson

# Richmond International

FOREST PRODUCTS, INC.

4050 Innslake Drive  
Suite 100  
Glen Allen, Virginia  
23060  
804/747-0111  
Toll Free: 800/767-0111  
Fax: 804/270-4547

May 13, 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

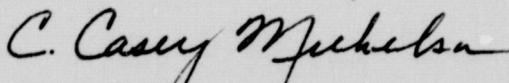
Dear Mr. Williams,

My name is C. Casey Mickelson and I am President of Richmond International Forest Products, Inc. My company is a wholesale lumber sales organization dealing in commodity building products shipped by rail to retail lumber dealers and wholesale distributors across the United States. We deal with producers and receivers of these products that are served by the Norfolk Southern, The CSX and the Conrail. I have served in my current capacity for 7 years, and have 19 years of experience in our industry.

I support the proposed joint acquisition of Conrail by NS and CSX. Balanced competition and efficient single-line service to and from my customers and suppliers are both important to my business and the health of our industry. Timely, competitive rail service is critical to our success. Norfolk Southern is a key partner in our marketing efforts. I expect that the joint acquisition will further enhance my company's ability to move product to market via rail.

The joint acquisition is a positive move for our industry. I support it.

Sincerely,



C. Casey Mickelson, President  
RICHMOND INTERNATIONAL FOREST PRODUCTS, INC.

## VERIFICATION

I, C. Casey Mickelson, 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

*C. Casey Mickelson*

C. Casey Mickelson, President  
RICHMOND INTERNATIONAL FOREST PRODUCTS, INC.



**RICHMOND POWER & LIGHT**

2600 U. S. 27 SOUTH  
P. O. BOX 908  
RICHMOND, INDIANA 47375-0908  
(317) 973-7200 FAX (317) 973-7286

March 3, 1997

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

RE: Proposed Acquisition of Conrail by CSX and Norfolk Southern.

Dear Secretary Williams:

My name is Dale Norris. I am Power Production Manager for Richmond Power and Light, a municipally owned utility in Richmond, Indiana 47374. In my position, I am responsible for recommending and helping to decide transportation strategy for shipment of coal for generation of electricity at our Whitewater Valley Generating station. I have been in my present position since 1990. I am writing to offer my company's support for the proposed acquisition of Conrail by CSX and Norfolk Southern.

Richmond Power and Light receives from 250,000 to 300,000 tons of coal per year. We currently receive all of our coal by truck but we do have the capabilities to receive by rail. We are served by CSX and are holding discussions with them at the present time as to the economics of returning to receiving coal by rail as we did at one time. We believe that the acquisition of Conrail by CSX and Norfolk Southern would offer us single-line service to the coal producers in the states of Ohio, West Virginia, Eastern Kentucky and Pennsylvania. Single line service should greatly increase the dependability of winter time shipment of coal. We in the business of generation of electricity are facing many unknown things at this time. But one thing is certain, transportation cost of fuel will play a very large role in keeping us competitive and helping the industry through the difficult times ahead.

To that end we feel that the acquisition of Conrail by CSX and Norfolk Southern is important to Richmond Power and Light.

The above statements are true and correct to the best of my knowledge.

Yours truly,

*Dale A. Norris*

Dale A. Norris  
Power Production Manager  
Richmond Power and Light

FAX TRANSMISSION  
CSXFFI



TO Ken Mitkowski  
COMPANY \_\_\_\_\_ VERIFY ( Y/N )  
PHONE # \_\_\_\_\_ FAX # \_\_\_\_\_  
FROM Anthony Mitkosh # PAGES 2  
PHONE # \_\_\_\_\_ FAX # \_\_\_\_\_

**RIDGE ENGINEERING INC.**  
1223 Budd St.  
Cincinnati, OH 45203

*doing business as:*



**For Intermodal Suppliers Who Want To Increase  
Competition In The Northeast**

**Verified Statement of**

**Ridge Engineering Inc.  
dba Delhi Welding Co.**

**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 Bernard H. Schlake, and I am President of Ridge Engineering Inc., 1223 Budd Street, Cincinnati, Ohio 45203. I have held my present position for 30 years. My duties include engineering, designing, fabrication, installation and welding/repair of equipment.

Ridge Engineering Inc. is a welding repair/fabrication shop in which we provide our welding services to the needs of NS. We work with NS at the Queensgate location at 1400 Gest Street, Cincinnati, Ohio 45203. In addition, we work with CSX at 2149 Western Avenue, Cincinnati, Ohio 45214. We provide our welding services to the needs of CSX.

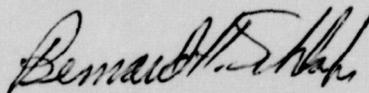
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by 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, Bernard H. Schlake, 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,



Bernard H. Schlake  
President  
Ridge Engineering Inc.

**THE RIDGE LAND COMPANY  
BLUEFIELD, VA 24605**

**W. G. SKEWES  
PRESIDENT**

**RT. 2, BOX 173-D  
Telephone: (703) 326-3613**

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

Verified Statement

Dear Mr. Williams:

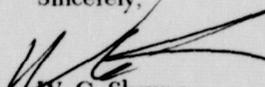
My name is W. G. Skewes, President of Ridge Land Co. I have held executive positions within the coal industry for over forty-five (45) years and involved exclusively with low volatile coal leasing, production, and shipping. We have generated and created new markets since 1981 for raw low volatile coal; coal that was never before considered marketable. As owner and President of Ridge Land, Inc., we are currently leasing large coal reserves and investing heavily in new coal mining operations located near Gary, West Virginia. Our production, for rail loading on the Norfolk Southern has been in excess of 1.1 million tons during 1995 and 1996.

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.

Norfolk 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.

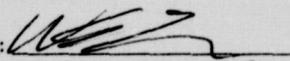
We urge the board to approve the joint application of CSX and Norfolk Southern.

Sincerely,

  
W. G. Skewes  
President

**VERIFICATION**

I, W. G. Skewes, 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:   
Executed: May 15, 1997

**RIDGE LUMBER & TREATING, INC.**

RIDGEWOOD - PRESSURE TREATED LUMBER

P.O. BOX 1651

LAKELAND, FLORIDA 33802

(813) 665-6311 800-282-3178

May 15, 1977

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 Ridge Lumber and Treating Company respectfully requests the Surface  
Transportation Board approve the joint acquisition of Conrail by CSX and Norfolk  
Southern Railroads.

Our business address is 2430 McJunkin, Eaton Park, Florida, 33840 and we have  
been in business for eleven years. We manufacture pressure treated lumber,  
and I am the President, Charles F. Poston. In that capacity, I oversee and am  
responsible for all company operations including shipping and receiving.

Generally, we have used approximately 12 rail cars a year to meet our  
transportation needs, and we have been customers of CSX.

Florida is known for its paper industry which includes production of tissue  
paper, pulpboard, wood pulp and pressure treated lumber such as we produce.

This proposed acquisition will mean access to new, direct markets in three  
areas: 1)the Midwest; 2)the Mid-Atlantic; and 3) the Northeast. It will also  
result in more options to secure raw materials for users of recycled pulp and  
paper products in the southeastern region of the country and also better  
sources for scrap paper backhauls from the Northeast to Florida paper mills.  
CSX has a lot of experience in paper hauling and serves more mill customers  
than any other railroad.

This new plan will provide much more direct routing through single line service-  
increasing the efficiencies of both railroads. The proposal gives lumber  
producers more choices in a market that has been dominated by trucks. More  
choices means more competition, and hopefully lower prices.

This plan was not easy to develop. It took a great deal of time and effort to reach a compromise that was fair to both CSX and Norfolk Southern; that made sense for Conrail shareholders; and would benefit shippers and consumers. But our company believes this final plan does achieve all of these important goals.

Some will say big isn't necessarily better. In some cases, this is true, but here size may be exactly the cure for the problems facing all three rail carriers. Each will be stronger as a result of this plan.

We urge you and the STB approve this proposed merger.

Thank you very much for giving those of us impacted a chance to comment.

I, Charles F. Poston, 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,

A handwritten signature in cursive script, appearing to read "Charles F. Poston".

Charles F. Poston  
President

# RIEMEIER LUMBER

May 1, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No.33288  
1925 K Street, NW  
Washington, D.C. 20423-0001

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

## VERIFIED STATEMENT OF Riemeier Lumber Company

My name is David A. Luecke, and I am President of Riemeier Lumber Company. I have held my present position for 7 years. My duties include insuring that the lumber we purchase is delivered to us by the quickest and most cost effective method. Our preferred method is by rail, rather than truck. As a result, I have a vested interest in the division of Conrail.

Riemeier Lumber Company is a large retail lumber dealer and wholesaler. We have facilities located at 1528 Gest Street Cincinnati, Ohio 45203. These facilities are presently served by NS. We sell to customers located in a 75 mile radius of Cincinnati. During 1996, we received 125 carloads from various lumber mills. We then unload the rail cars and deliver the lumber to our customer by our trucks.

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

Maine. 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.

I, David A. Luecke, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 2, 1997.

Sincerely,

*David A. Luecke*

David A. Luecke

DAL/mo

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.

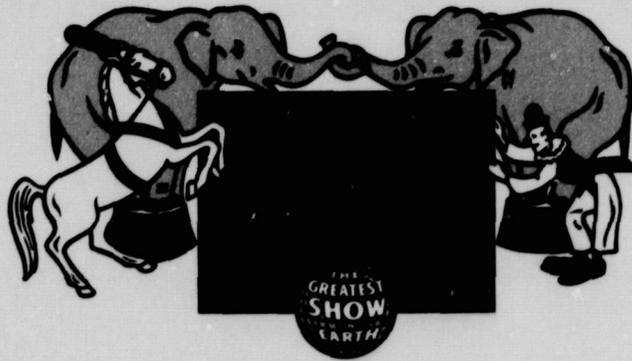
The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who rely on rail. Further, trucks dominate the nation's freight markets, especially in the East. Because the new systems would create greater efficiency, it would lead to more freight 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, Marlin R. Horst, 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 May 1997, 1997.

*Marlin R. Horst*

Marlin R. Horst  
Secretary/Purchasing  
Rigidply Rafters



May 19, 1997

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

J. WILLIAM MISIURA  
Director Transportation  
Domestic

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 to you today on behalf of Ringling Bros. and Barnum & Bailey to endorse the proposed acquisition of Conrail by CSX and NS. We hope that the Surface Transportation Board will approve this acquisition. We believe that companies such as ours that depend on reliable and efficient rail service would benefit.

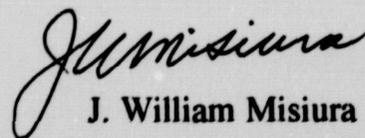
My name is J. William Misiura, my office address is 8607 Westwood Center Drive, Vienna, VA 22182. As the Director of Transportation for Ringling Bros., it is clear to me that there is much room for improvement in our nation's rail system. Every year we crisscross the country with some of the most fragile and time sensitive cargo of all --- people and animals.

We believe that this acquisition would facilitate our transportation needs by making available more locomotives and train crews and in general improve communications -- meaning fewer costly stoppages and interchanges. We feel that this acquisition would also mean that we would expect greater focus in moving our very unique cargo.

Thank you for your time and attention to this matter.

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

Executed this 19th day of May, 1997.

  
J. William Misiura

170

**RITE-WAY TRANSPORT COMPANY, INC.**

9850 Pelham Road  
Taylor, MI 48180-3852  
Phone (313) 295-1340  
Fax (313) 295-0871

**VERIFIED STATEMENT OF  
RITE-WAY TRANSPORT CO., INC.**

**Re: STB Finance Docket 33388**

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

*Dear Mr. Williams:*

*I am Stephen M. Klein, 28, President of Rite-way Transport Company, Inc. (ICC MC-212002), 9850 Pelham Road, Taylor, MI 48180-3852. I have been in this capacity since or about 1991. Rite-Way is part of a group of carriers under common control of the parent: FCS Industries, Inc., a Delaware corporation. Rite-Way markets itself as an 'intermodal' motor carrier and has sustained working relationship with various national railroads and steamship companies. Rite-Way has a special working relationship with Norfolk Southern Corporation in that NSC interacts with other siblings of FCS Industries in linking strategic intermodal network in the northeast quadrant.*

*We whole-heartedly favor the proposed split of ConRail's territory and express our support of Norfolk Southern and CSX in their efforts to acquire ConRail and create the proper divide.*

*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, Stephen M. Klein, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed on 23<sup>rd</sup> day of May, 1997.

Sincerely,

RITE-WAY TRANSPORT COMPANY, INC.



Stephen M. Klein  
President

SMK:jmn



**RIVER TERMINAL  
DISTRIBUTION &  
WAREHOUSE  
COMPANY**

100 CENTRAL AVE., BLDG. 30, 6<sup>TH</sup> FLOOR, SOUTH KEARNY, NJ 07032 • 201-465-1084 • FAX: 201-465-0089

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

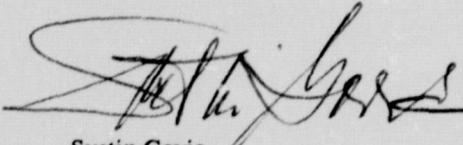
Dear Secretary Williams:

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

  
Svetin Govic  
General Warehouse Manager  
River Terminal Distributor & Warehousing Co.

Verified Statement of Michael C. Brett on behalf of River Trading Company, LLC.  
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 Michael C. Brett, and I am the Manager of Transportation & Distribution of River Trading Company. I have been with River Trading in this capacity since 1992 and have been in the transportation and distribution of coal since 1984.

River Trading Company, through its subsidiary River Services of West Virginia, LLC, operates and owns the Winifrede Dock in Kanawha County, West Virginia. In 1996, we shipped approximately 1.3 millions tons via our terminal to various major industrial and utility accounts in the Midwest, a great portion of which could have potentially moved through CSX rail lines.

River Trading Company strongly supports the acquisition of Conrail by CSX and Norfolk Southern. The single line service made possible by the acquisition will help River Trading and its affiliated docks in West Virginia and Kentucky expand its business into new geographic areas such as the Northeast, Great Lakes region, Southeast and export. While shipments to these regions are theoretically possible now, they are financially impracticable. Single-line service will make access into these areas a real possibility for River Trading Company.

The acquisition is also likely to make it more financially attractive to move on the expanded CSX lines coal to our terminals that is currently being hauled by truck. Use of rail service will eliminate a considerable number of truck miles for transportation to our facilities. Therefore, River Trading is giving its full backing to the acquisition of Conrail by CSX and Norfolk Southern.

I, Michael C. Brett, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 22nd day of May, 1997.

By: Michael C. Brett

**RIVERSIDE ENERGY, INC.**  
P. O. BOX 501  
PINEVILLE, WV 24874  
Tel: (304) 732-6422; Fax: (304) 732-6424

April 28, 1997

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

Subj.: Surface Transportation Board Finance Docket #33388  
Norfolk Southern/CSX Acquisition of Conrail

Dear Mr. Williams:

It is our understanding that Norfolk Southern (NS) and CSX is asking the Surface Transportation Board for approval of their proposed acquisition of Conrail, with a subsequent division of Conrail assets between NS and CSX. It is our belief that this division of Conrail assets would assure maximum rail competition in areas in which Conrail for a long time has enjoyed a virtual monopoly (northeastern region of the United States). By writing this letter, Riverside Energy, Inc., a major producer of metallurgical coal in Wyoming County, West Virginia, likes to indicate its full support for this transaction and is asking the STB for proper consideration.

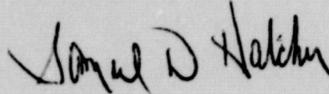
Riverside Energy, Inc., under corresponding subleases obtained from Guyandotte Pocahontas Energy, Inc. is operating a total of six underground mines located in the area between Pineville and Mullens, West Virginia with a total production of around 1.8 to 2.0 mil clean ton per year. The entire production coming from these mines is being processed by various coal preparation plants located in proximity to Riverside's mines for shipment to a wide range of customers, mostly located in the United States.

In order to continuously move our metallurgical coal products to market, we depend on a competitive, efficient and reliable rail carrier since due to our geographic location we do not have access to any other economic mode of transportation for our coal. Norfolk Southern which is serving

most of the southern West Virginia coal fields has done a good job in improving rail service to this region and we are hopeful that further improvements in service and competitiveness would come when the proposed division of Conrail assets is materializing.

Thank you for your cooperation and consideration.

Sincerely,

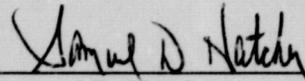


Samuel D. Hatcher  
President

#### VERIFICATION

I, Samuel D. Hatcher, 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 April 28, 1997.



\_\_\_\_\_  
Samuel D. Hatcher



May 16, 1997

Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K street, N.W.  
Washington, DC 20423

VERIFIED STATEMENT

RE: Proposed CSX, NS and Conrail Transaction;  
STB Finance Docket NO. 33388

Dear Secretary Williams:

My name is Richard A. Raffo. I am General Manager for the Riverside Materials, Inc. company in Philadelphia, PA. My office address is 2870 E. Allegheny Avenue, Phila., PA. In my position, I am responsible for coordinating the transportation strategy for aggregates. I have been in my current position since 1990 and have worked in the field for 15 years. I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly.

Our company is an asphalt manufacturer. We use aggregates in the production of asphalt. These aggregates are delivered to our facility by rail.

Riverside Materials, Inc. believes the 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 the division of Conrail's assets would produce better service, better equipment utilization and more competitive rates. With the enhanced CSX and NS systems, we expect more efficient reliable service.

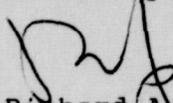
2. We also expect that with the increased number of origins/destinations able to be reached in single-line service, we are more likely to increase our presence in the market using rail than we can today.

3. We are convinced that the proposed transaction will increase rail business, and that would be good for all of the shippers who rely on rail. Riverside Materials, Inc. is well aware that trucks haul most of the nation's freight and that the trucks dominate the freight market 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 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, Riverside Materials, Inc. supports the joint application of Conrail, CSX, and NS and requests that the Board move as quickly 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 A. Raffo, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 16th day of May, 1997.

Sincerely,



Richard A. Raffo  
General Manager



**VERIFIED STATEMENT OF  
DONALD R. TIEKEN  
RIVERWOOD INTERNATIONAL CORPORATION  
STB Finance Docket No. 33388**

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

Background:

As the Vice President, Purchasing & Logistics for Riverwood International Corporation, I am responsible for all transportation and distribution. I have been in my current position since July 1992 and have worked in the transportation field for 10 years.

Riverwood International is an international packaging and paper products company which produces CUK Board and packaging products such as beverage carriers, folding cartons and containerboard.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. Riverwood International Corporation moves a large percentage of its product loads annually by rail. The joint acquisition of Conrail will be in Riverwood International's best interest since it would be capable of providing a complete competitive intermodal product with associated efficiencies to our customer base in the northeast.

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.
3. We expect increased competitive access to ports in the New York and New Jersey areas.
4. We are convinced that the joint acquisition of Conrail will result in more intermodal service lane options, which, in turn, will benefit all the shippers that rely on rail. The 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.

5. We expect to receive an enhance level of service such as tracking, predictability in delivery times, less product damage, etc.

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, Donald R. Ticken, 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 7th day of May, 1997.

  
Donald R. Ticken  
Riverwood International

P.O. Box 657  
Oak Grove  
Marietta, OH 45750  
Phone (614) 374-6400  
Fax (614) 373-5977

May 3, 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th & Constitution Ave., N.W.  
Washington, D.C. 30423

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 Thea Cochran. I am the Purchasing Agent for RJF International, located in Marietta, Ohio. My duties include buying and supplying materials for my company, which has been in business for 9 years. I am writing on behalf of my company to strongly support the CSX and NS application to acquire Conrail and to respectfully urge the Surface Transportation Board to approve it promptly.

RJF International manufactures plastics equipment. We receive large quantities of resins and oils by rail, mainly from CSX, and we also ship by truck and barge.

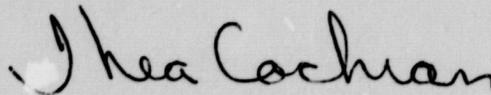
There are many reasons why RJF International supports the acquisition of Conrail by CSX and NS. For one thing, it would facilitate more direct and efficient routing, thus making for faster transit routes and more reliable service. For another, it should promote increased equipment availability and better utilization of cars and locomotives, thereby increasing the frequency of service to companies like ourselves. Finally, by creating more opportunities for single-line service, the acquisition should cut down sharply on the costs of delay due to interchange.

For all the above reasons, RJF International strongly supports the application to acquire Conrail. We feel that this is the best way to improve service and promote the growth of rail traffic in the East. We request that the Board move as quickly as possible to assure approval.

I, Thea Cochran, 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 3rd day of May, 1997.

Sincerely,



Thea Cochran

Paula J. Dudich, Notary Public  
State of Ohio  
My Commission Expires April, 3, 2001

5/9/97 Paula J. Dudich



VERIFIED STATEMENT OF  
ROANOKE CEMENT COMPANY

My name is John Summerbell, and I am President of Roanoke Cement Company. I have been in this position for one year and was previously President of Blue Circle Cement for five years. My duties involve responsibility for all production, procurement, marketing, and distribution of cement. Roanoke Cement produces and distributes over 1 million tons of cement per year, 600,000 tons of which are moved by rail and consumes 100,000 tons of coal each year which is shipped into the plant by rail.

Our facilities are located in Cloverdale, Virginia, and we ship cement both directly to our customers and to our terminals at Richmond, Virginia; Bristol, Tennessee; and Charlotte, Selma, Wilmington and Winston-Salem in North Carolina. The product, bulk powder, is moved in bulk and pressure discharge tankers, some of which are leased privately and some from NS.

To meet customer needs we have constructed a large cement import terminal at Norfolk. As the situation demands, cement is shipped to selected terminals by rail using Norfolk Southern.

In addition to outgoing finished product 100,000 tons of coal per year are moved into our plant by rail at competitive rates and in an environmentally friendly manner.

We have further plans to develop our business, and we have received good cooperation from Norfolk Southern in developing competitive transport costs to assist with our development process.

We support the proposed merger of Norfolk Southern and Conrail. Since our facility is located on the lines of NS we would welcome the benefit of increased market access for single-line rail transportation. 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.

In my experience, NS sets the benchmark for customer service and efficiency for other rail companies to follow, and I have every confidence that they would not become complacent through the acquisition of Conrail.

For all the reasons described above, I support the application of NS to merge with Conrail.

Sincerely,

A handwritten signature in cursive script that reads 'John Summerbell'.

John Summerbell  
President and General Manager

VERIFICATION

I, John Summerbell, 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.

A handwritten signature in cursive script that reads 'John Summerbell'.  
John Summerbell  
John Summerbell

**ROANOKE ELECTRIC STEEL CORPORATION**

May 29, 1997

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

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 Donald G. Smith, and I am Chairman and Chief Executive Officer of Roanoke Electric Steel Corporation, a mini-mill producer of steel products located at 102 Westside Boulevard, Roanoke, Virginia 24017, with sales of approximately \$250 million annually.

Transportation is a vital factor to the success of our business. My responsibilities as Chief Executive Officer include oversight of our transportation requirements, which include both inbound raw materials and outbound finished and semi-finished steel products. Our facility is presently served by NS. Although we utilize both rail and truck service, the majority of our inbound scrap metal requirements and a significant portion of our outbound finished and semi-finished shipments are handled by rail service.

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 NS lines, we would welcome the benefit of increased market access for single-line rail transportation. The single-line service which NS proposes would be of great benefit to us by allowing us to compete with other companies presently enjoying single line service into the Northeast, which is a major market for our company.

We sincerely believe that NS is a well-managed, efficient, customer-oriented railroad and are confident that they would provide good service on any CR lines which they acquire.

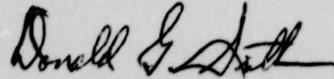
If our company is to continue to grow and prosper, we need a strong railroad serving our transportation needs. We believe the joint application of NS and CSX to acquire Conrail would greatly enhance our transportation needs and would allow us to increase market

Vernon A. Williams  
Surface Transportation Board  
May 29, 1997  
Page #2

penetration to areas in which we have been unable to compete adequately.

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

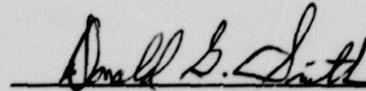
Sincerely,



Donald G. Smith  
Chairman and Chief  
Executive Officer  
Roanoke Electric Steel  
Corporation

VERIFICATION

I, Donald G. 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 this 29th day of May, 1997.



Donald G. Smith

*"From the Cheapest that's Good to the Best that's Made"*

# THE ROBERT LAKE COMPANY

— ESTABLISHED 1868 —

## BUILDING SUPPLIES AND BRICK

3475 WILDWOOD AVENUE  
P.O. BOX 220

JACKSON, MICHIGAN 49204

AREA CODE 517 788-6660  
FAX 517 788-6662

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

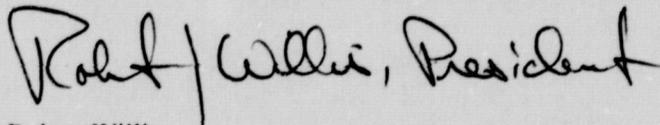
Dear Secretary Williams:

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 Willis, 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, 1997.



Robert Willis  
President  
The Robert Lake Co., Inc.

# Robins Interstate Carriers

1879 Federal Parkway  
Columbus, Ohio 43207  
(614) 443-2500  
Fax (614) 443-2881

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

Dear Mr. Williams

My name is Frank W. Robinson, owner of Robins Interstate Carriers, 1879 Federal Parkway, Columbus, Ohio 43207. We have been in the trucking business for about nine month's as a common carrier, our specified area is in intermodal transportation, the first company to embrace our company was Norfolk & Southern. As owner, I am also in charge of operations, and have been helped tremendously by the management and staff at N & S Columbus terminal. Robins Interstate Carriers is working with Customs Brokers, Shipping Lines, Norfolk & Southern, and Conrail Railways, and Import-Export customers in our business. We have also moved some Railvans.

Based upon our experience in trying to provide the services that are described above and working with the railroads, we would like to express our support of Norfolk & Southern and CSX in their effort to acquire Conrail, and then divide the Conrail system. We believe there is a need for competition in the area served by Conrail, and for two competing railroads in the Northeast which own their own tracks 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, many times this means prices are non-competitive and service tends to suffer. While there may have been a historical

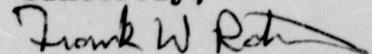
reason for insulating northeastern railroading from competition that time is past, and it is time for customers interested in the market to have service by more than one rail carrier which owns its own facilities, and these carriers should be comparative in size, scope and provide a competitive service.

Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong systems already, should promote the growth of the intermodal traffic, which will in turn enhance my business as a carrier both in interstate and intrastate commerce. Norfolk & Southern's rail facility in Columbus is excellent, and they have shown a desire to make strong capital investments in all its intermodal facilities and service. Further, we have been impressed with Norfolk & Southern's commitment to safety, as evidenced by continued success in winning the Harriman Award

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

I, Frank W. Robinson, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 20, 1997.

Sincerely,



Frank W. Robinson,  
Owner

Robins Interstate  
Carriers.

# ROBINSON TERMINAL WAREHOUSE CORPORATION

SHIP AGENTS  
STEVEDORING  
WAREHOUSING  
TRUCKING

POST OFFICE BOX 550  
ALEXANDRIA, VIRGINIA 22313-0550

PHONE (703) 836-8300  
TELEX NO. 89-9426  
FAX NO. (703) 836-8307

May 6, 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:

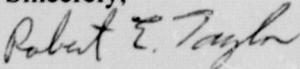
My name is Robert Taylor and I am Vice-President and General Manager of Robinson Terminal Warehouse Corporation. I have held my present position for the past 12 years. My responsibilities include the negotiation of rates for the handling, storage and truck delivery of newsprint to local consignees.

Robinson Terminal operates two large warehouse facilities located on Norfolk Southern at Springfield and Alexandria, VA. During 1996 we received over 2300 carloads of paper handled by Norfolk Southern.

We support the proposed joint acquisition of Conrail by NS and CSXT. Since the majority of our facilities are located on Norfolk Southern, we welcome the benefit of increased market access for single-line rail transportation. We have used NS for many years and have been satisfied with their service. We are confident that they would be able to provide good service on any Conrail lines they acquire.

For these reasons described above, I support the joint application by NS and CSXT to acquire Conrail.

Sincerely,



Robert E. Taylor  
Vice President/General Manager

# **ROBINSON TERMINAL WAREHOUSE CORPORATION**

SHIP AGENTS  
STEVEDORING  
WAREHOUSING  
TRUCKING

POST OFFICE BOX 550  
ALEXANDRIA, VIRGINIA 22313-0550

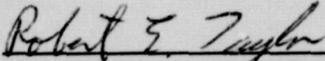
PHONE (703) 836-8300  
TELEX NO. 89-9426  
FAX NO. (703) 836-8307

## **VERIFICATION**

I, Robert E. Taylor, declare under penalty of perjury that the foregoing is true and correct.

Further, I certify that I am qualified and authorized to file this verified statement.

Executed on May 6, 1997.

  
\_\_\_\_\_  
Robert E. Taylor, Vice President  
Robinson Terminal Warehouse Corp.



**Personalized service for all your transportation needs**

817 N. Easton Road, P.O. Box 1749, Doylestown, PA 18901 • 215-230-0700 • Fax 215-230-0918 • 1-800-220-8587

May 27, 1997

**Verified Statement  
of  
Ted Kuriger  
on behalf of  
ROCKWELL TRANSPORTATION  
STB Finance docket No 33388**

***I am writing to offer my companies strong support for the proposed acquisition of Conrail by CSX and Norfolk Southern and to ask the board to approve it as soon as possible.***

**Background:**

***I am Ted Kuriger of Rockwell Intermodal. We are located in Doylestown, Pa. I am responsible for the Intermodal division of our company. Mainly, I concentrate on sales and contracts, however, I do oversee the rail division which is a part of Rockwell Transportation. We currently have three other division which include our LTL division, our truck brokerage division and our Trucking company. I have been in my current position for 2 years and have worked in the transportation industry for ten years.***

***An efficient and cost competitive transportation infrastructure is essential to our business. Rockwell moves thousands of trailers on the rail every year. Since we are based out of the northeast most of the freight originates or is destined to the Northeast. The joint acquisition of Conrail will be in Rockwell's best interest since the enhanced rail systems will be capable of providing a complete competitive intermodal product with associated efficiencies. We foresee better service and more lanes opening up as a result of this acquisition.***

***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 that 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 Rockwell because the enhanced NS system will allow us more flexibility to expand the Northeast and Southeast lanes.***
- 3. We expect increased competitive access to ports in the New York and New Jersey areas.***
- 4. We are convinced that 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***



**Personalized service for all your transportation needs**

817 N. Easton Road, P.O. Box 1749, Doylestown, PA 18901 • 215-230-0700 • Fax 215-230-0918 • 1-800-220-8587

**enhanced NS system will be able to acheive 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 Ted Kuriger, declare under penelty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 27th day of May.**

**Ted Kuriger**



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

**VERIFIED STATEMENT ON BEHALF OF ROCKWELL-FUMAGALLI**

**FINANCE DOCKET NO. 33388**

My name is Todd Callahan, and I am The Logistics Manager of Rockwell-Fumagalli at 2135 W. Maple Rd. Troy, MI. I have held my present position for 5 years. My duties include: Importing product from Brazil, railing it to various warehouses in Detroit, Chicago, St. Louis, & Baltimore for shipments to Automotive Manufacturers.

Rockwell Fumagalli is one of the largest importers of automotive parts in the US and our division uses 100% intermodal services. We ship intermodal traffic in the following lanes throughout the United States: Norfolk & Baltimore to Detroit, Chicago, & St. Louis as well as Laredo, TX to Detroit, Chicago, & St. Louis. NS serves the Norfolk lanes, while CR serves the Baltimore lanes, and CSX serves the Baltimore lanes. During 1996, we shipped 2726 containers/trailers within these lanes.

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

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

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

I, Todd Callahan, 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,



Todd Callahan  
Logistics Manager  
Rockwell Fumagalli

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

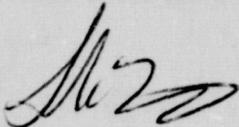
Dear Secretary Williams:

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, Clay Finney, 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 14 day of MAY, 1997.



Clay Finney  
Warehouse Superintendent  
Roll & Hold

May 1997

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

VERIFIED STATEMENT

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

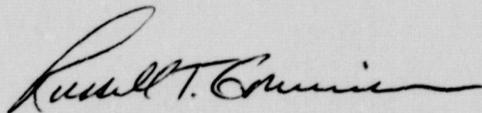
Dear Secretary Williams:

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

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

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

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



Russell T. Grimm  
General Manager  
Roll Coater, Inc.



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

Dear Secretary Williams,

My name is Joseph Gearin. I am the Vice President, Rail and Logistics Planning for Romar Transportation Systems, Inc. My business addresses are 90-100 Western Avenue, Allston, Ma. 02134, and 3500 So. Kedzie Avenue, Chicago, Il. 60632. My responsibilities include the planning for Rail and Truck services, negotiations of Rail and Truck contracts, and the establishment of Rail Car Distribution programs for our customers.

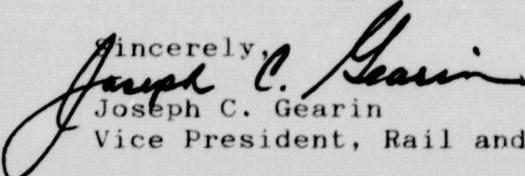
We have followed the Conrail story over the past several months with great interest as many of our Rail Car distribution programs and our Intermodal movements are on all three carriers, Conrail, CSX, and Norfolk Southern. The solution presented concerning the split up of Conrail between CSX and the Norfolk Southern appears to be fair and equitable in all areas and should bring a competitive balance to the New England marketplace. We at Romar have managed to build our business here in the Northeast with a single carrier in Conrail, and look forward to having options available to us in the movement to and from our facilities.

We support the approval of the transaction by which CSX and the Norfolk Southern will acquire control of Conrail, and the division of the assets and trackage of Conrail as described in their news releases. There is a distinct need for multiple carriers in the Northeast which own their own tracks and facilities, and can provide single line coverage to the areas of great need. The expansion of services offered by both carriers will open transportation competition to areas that have for too long been the domain of over the highway carriers. This seamless service, and more efficient equipment utilization, coupled with much needed additional services, will enable us to compete more strongly in the Rail end of our business.

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

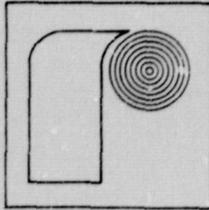
I, Joseph Gearin, declare under penalty of perjury that the foregoing is true and correct. Furthermore, I certify that I am qualified and authorized to file this verified statement. Executed on May 27, 1997.

Sincerely,

  
Joseph C. Gearin  
Vice President, Rail and Logistics Planning.

**ROMAR TRANSPORTATION SYSTEMS, INC.**

90-100 WESTERN AVENUE ALLSTON, MASSACHUSETTS 02134 617.783.1000 FAX 617.782.7137



# ROOSEVELT PAPER COMPANY

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May 5, 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,

My name is Steve Palka. I have been Traffic Manager of the Roosevelt Paper Company for the past sixteen years. I am directly responsible for the company's transportation requirements for all its locations.

Roosevelt Paper is a paper converter. We have facilities located at Philadelphia, PA, Richwood, Ky, Forest Park, IL, and a new facility being built in Mt. Laurel, NJ. These facilities are located on lines of Conrail, Norfolk Southern and Chicago Central. We ship and receive over 4,000 carloads to/from these locations throughout the United States and Canada.

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 on 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

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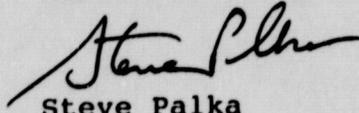
been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And there rail carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope, and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 1990s, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies.

In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide 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 NS and CSX to acquire Conrail should be approved by the STB.

I, Steve Palka, 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 5, 1997.

Sincerely,

ROOSEVELT PAPER COMPANY



Steve Palka  
Traffic Manager