

STB

FD

33388

6-23-97

A

180274V4B

11/14



# **TRANS *M* EX/USA, INC.**

*Intermodal Marketing and Technical Services*

May 15, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No 33388  
1925 K. Street, N.W.  
Washington, DC 20425-0001

Dear Mr. Williams:

**VERIFIED STATEMENT OF RAYMOND F. ASCENCIO  
TRANSMEX/USA, INC.  
FINANCE DOCKET NO. 33388**

My name is Ray F. Ascencio, and I am President & C.E.O. of TransMex/USA, Inc. 8072 W. 95<sup>th</sup> Street, Hickory Hills, IL 60452. I have held my present position for five years. My duties include all decision making on carriers, marketing policies and general operations of the company.

TransMex is an Intermodal Marketing Company specializing in cross border trade between the USA and Mexico. We wholesale our services to other third parties such as custom house brokers, freight forwarders, IMC's and carriers and act as their operating agent in Mexico. We are also participants in the UPRR's circular 65 through rates to and from Mexico, acting as the Mexican carrier for this program. TransMex and our customers ship intermodal traffic through all lanes and corridors throughout Canada, the USA and Mexico. NS serves the US Southeast corridor and CR serves the US Northeast corridor. During 1996, we shipped 500 trailers within these lanes. Since the majority of our clients are IMC's, they utilize their own rail contracts within the USA and therefore TMU does not have specifics on volumes shipped via NS, CR or CSX during 1996. Prior to Jan. 1, 1996 through, we were the Mexican carrier for the UPRR's Passport service and handled 100% of all Passport shipments to and from Mexico. NSRR participated in Passport in 1996 via through rates with UPRR/Transmex.

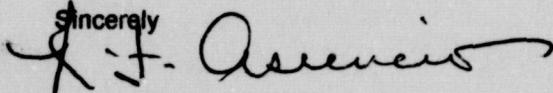
It is my understanding that CSX and NS intent to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal ( and multimodal) services. Extended NS intermodal service 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, service and the Mexican market. NS is the one eastern carrier that has shown TransMex a decided interest in expanding their Mexican market and in working with us on new opportunities, services and products. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Herriman Award.

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

I, Ray F. Ascencio, 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



R.F. Ascencio  
President & CEO

**TRANSMODAL CORPORATION  
1256 INDUSTRIAL PKWY  
BRUNSWICK, OH 44212-9935  
FAX # 330-253-6543  
330-253-6672**

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 Paul Misch, and I am the Chairman of Transmodal Corporation located at the above address. I have held my position for 5 years. My duties include the development of intermodal within our organization as well as developing opportunities for our various customers to utilize intermodal transportation.

Transmodal corporation is multi transportation company providing services for the movement of low level hazardous waste, general commodities and exports. We work with the NS as a Transportation partner as well as a Customer of the railroad moving goods of various NS ramp locations. We also work with other carriers as well as NS, we maintain contracts with there counter part CSX, Western rail carriers, and Steamship lines.

Based upon our experience in providing the services described above and working with various railroads and steamship lines, 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.

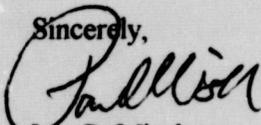
Based on this rail competition in the Northeast, in our opinion it will create opportunities to develop short haul moves via the rail, which would will enable carriers to use there drivers in other selected areas of their business.

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 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, Paul Misch, 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,



Mr. P. Misch  
Chairman  
Transmodal Corporation

**TRANSPORTATION CONCEPTS, INC.**100 RIVERPOINT CORPORATE CENTER DRIVE  
SUITE 210  
BIRMINGHAM, ALABAMA 35243**VERIFIED STATEMENT OF**Phone 205/970-1066  
Fax 205/970-0337**TRANSPORTATION CONCEPTS, 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 Lisa Thompson, and I am President of Transportation Concepts, Inc. 100 RiverPoint Corporate Center Drive, Suite 210, Birmingham, Alabama 35243. I have held my position as President for 1 year and Regional Manager for 13 years prior. My duties include Sales and Marketing, price negotiating, approving carriers for routing via Intermodal, all decisions regarding movement of freight via Intermodal.

Transportation Concepts is a Agent, representing Landstar Logistics with extensive involvement in shipping traffic via Intermodal Transportation. We ship Intermodal traffic in the following lanes throughout the United States: 1) Southeast to West Coast, 2) Southeast to East Coast 3) Southeast to Chicago, IL 4) Southeast to New England States 5) Southeast to Florida 6) West Coast to Florida 7) Michigan to Florida. The Norfolk Southern serves all lanes from my primary shipping point Birmingham, AL to points on East Coast, Midwest, and Florida. The CSX serves business out of Mobile, AL to points of the same and also points from East Coast to Orlando, Florida. During 1996 we shipped approximately 6000 units within these Intermodal 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.

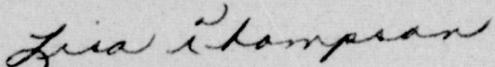
In addition to the competitive reasons stated above, my company would welcome the extension of NS service into the northeast. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed 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, Lisa 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 on May 29, 1997.

Sincerely,

TRANSPORTATION CONCEPTS, INC.

A handwritten signature in cursive script that reads "Lisa Thompson".

Lisa Thompson  
President



**TRANSPORTATION  
RESOURCES GROUP, INC.**

**VERIFIED STATEMENT OF  
WILLIAM B. WHEELER JR.  
ON BEHALF OF  
TRANSPORTATION RESOURCES GROUP, INC.  
a.k.a. TRG  
PORTLAND, OREGON**

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

Background

I am William B. Wheeler Jr., Director of Carrier Development and Pricing for TRG. TRG is located at 1750 NW Front Ave. Suite 114 in Portland, Oregon. I am responsible for carrier development, pricing and carrier contracts. I have been in my current position since January 1989 and have worked in the transportation field for 10 years.

TRG is a third party logistics company that provides intermodal services to our customers.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. TRG moves thousands of truckload and intermodal loads annually in all directions and lanes within the U.S. and Mexico. The joint acquisition of Conrail will be in TRG'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 TRG because the enhanced CSX system will allow us more flexibility to expand the market reach for our diverse customer base.

597



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 Norfolk Southern 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, William B. Wheeler Jr., declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this statement. Executed this 13<sup>th</sup> day of May, 1997.

A handwritten signature in black ink, appearing to read "William B. Wheeler Jr.", written in a cursive style.

William B. Wheeler Jr.  
Transportation Resources Group, Inc.



**TRANSPORTATION SYSTEMS INCORPORATED**

General Office: 17220 Newhope Street, Suite 121  
P.O. Box 8689  
Fountain Valley, California 92708  
(714) 754-7121

Terminal: 301 Tipton Place  
Greensboro, North Carolina 27406  
(910) 275-6092

April 30, 1997

Mr. Vernon Williams, Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 "k" St. N.W.  
Washington, DC 20423-001

Dear Mr. Williams,

My name is C. A. Stallings, and I am the owner of Transportation Systems, Inc. I have owned and presided as President of my company for 22 years. My duties include the responsibility for all transportation policy decisions for our freight services.

Transportation Systems, Inc., is a freight company that specializes in the consolidation and shipping of new furniture from the manufacturer to the retail stores. Our service involves providing programs for handling LTL, Piggyback, Container, and Railcar shipments.

We support approval of the transaction which will allow the CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the Norfolk Southern in Greensboro, NC, 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 limit our ability to effectively compete for this traffic. I believe that this single line service which NS proposes would be of benefit to us and will allow us to compete with other companies that enjoy such service.

We have been using Norfolk Southern for over 15 years and have been satisfied with all areas of their services. Norfolk Southern has continued to maintain the highest caliber of service in providing equipment, competitive rates and customer service support.

We would welcome the opportunity to work with Norfolk Southern on any Conrail lines that they acquire.

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

Mr. Vernon Williams

April 30, 1997

Page 2

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

Sincerely,

TRANSPORTATIONS SYSTEMS, INC.

*C. A. Stallings*

C. A. Stallings  
President

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. 93388.

VERIFIED STATEMENT OF  
Travell Transport  
FINANCE DOCKET NO. 93388

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 93388  
1025 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

My name is Terry Ellett, and I am President of Travell Transport, 119 1/2 North Scioto Street, Circleville, Ohio 43113. I have held my present position for seven (7) years. Travell Transport provides intermodal drayage services. We work with NS at the Columbus, Ohio 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 products into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is noncompetitive. While there may

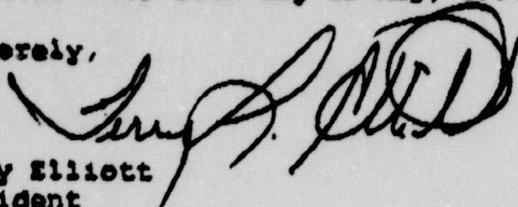
have been a historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are comparable in 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 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 proof 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, Terry Elliott, declare under a 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 30th day of May, 1997.

Sincerely,



Terry Elliott  
President  
Travell Transport

TE

May 19, 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 Bill Harlan, and I am Vice President of Tri State Pole and Piling Inc., in Lucedale, Mississippi. For 25 years, Tri State has been providing poles and pilings to customers throughout the south and across the U.S. I am writing the STB to indicate our strong support for Norfolk Southern and CSX's acquisition of Conrail.

The sale of Conrail would bring enormous dividends to companies like Tri State and thousands of others that depend on reliable rail shipping. Let me focus on three benefits I see:

*More single-line rail shipping.* Shipping from Mississippi to customers up the East Coast is far less efficient than it could be, due largely to the need to interchange on and off Conrail lines in New Jersey. The sale of Conrail would reduce the number of transfers -- each of which can add another day's delay. The benefits to our customers would be significant.

*Lower cost through competition.* More competitive East Coast rail would finally give companies a cost-effective, reliable alternative to truck transport to many markets. That would bring some much-needed competition to the shipping industry, with lower

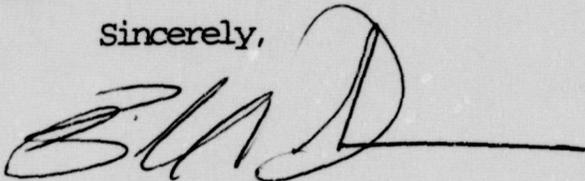
prices the result. Every other industry sector lives with competition. It's time we get some gains in the transportation sector as well.

*More access to markets.* More affordable, efficient rail transport would allow Tri State to expand its customer base. Markets that were effectively out of reach for us before the sale of Conrail may be prime targets for us once NS and CSX rationalize their routes. That's the best reason I know to support this deal.

The advantages I've outlined here would help companies like Tri State and in unrelated industries not just on the East Coast, but across the U.S. For that reason, I urge the Surface Transportation Board to grant approval to the acquisition of Conrail by NS and CSX without delay.

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

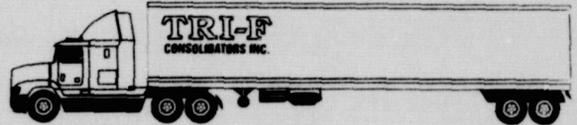
Sincerely,

A handwritten signature in black ink, appearing to read 'Bill Harlan', with a long horizontal flourish extending to the right.

Bill Harlan

# **TRI-F**

**CONSOLIDATORS INC.**



SPECIALIZING IN INTERMODAL

8737 E. CENTRAL AVENUE, DEL REY, CALIFORNIA 93616 PHONE (209) 485-0780 FAX (209) 485-4063

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

### VERIFIED STATEMENT OF TRI-F CONSOLIDATORS

My name is Tom Freund, and I am Vice President of Tri-F Consolidators, 8737 E. Central Avenue, Del Rey, CA. I have held my present position since 1987. My duties include pricing and customer service.

Tri-F Consolidators is an intermodal transportation motor carrier. We ship intermodal traffic in the following lanes throughout the United States: BNSF, UPSP, NS, CR AND CSX. NS serves the NE lanes, while CR serves the NE lanes, and CSX serves the Southern lanes. During 1996, we shipped 9000 containers/trailers within these lanes. Frequent shipment utilizing BNSF; Fresno, CA to Chicago, IL, and utilizing UPSP; Fresno, CA to the Northwest.

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 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

May 29, 1997  
Page Two

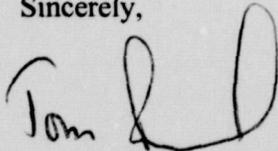
market and hurting service. For too long, customers which ship or receive product into and out of the Northeast have had service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there 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 and rail carries. 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.

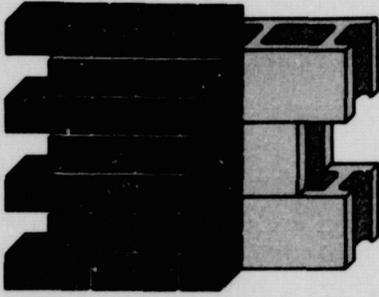
To summarize, we believe that approval of the application of CSX and NS to acquire Conrail should be approved by the STB.

I, Tom Freund, 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,



Tom Freund  
Vice President  
Tri-F Consolidators, Inc.



# Tri-State Brick & Building Materials, Inc.

April 30, 1997

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

My name is Anthony Colabella. I am the Traffic Manager for Tri-State Brick & Building Materials, Inc. My business address is 151 West 25th Street, 9th Floor, New York, NY 10001. As Traffic Manager my responsibilities include planning for rail service, negotiation of rail contracts and arranging for carload shipments.

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

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

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

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

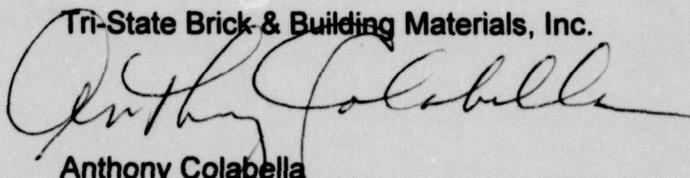
607

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

I, Anthony Colabella, 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 1, 1997.

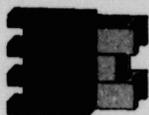
Sincerely,

Tri-State Brick & Building Materials, Inc.

A handwritten signature in cursive script, appearing to read "Anthony Colabella", written over the typed name.

Anthony Colabella  
Traffic Manager

AC/sk



# Tri-State Brick & Building Materials, Inc.

May 15, 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 Anthony Collabella. I am with Tri-State Brick and Building Materials in New York City, and I am writing in support of the proposed sale of Conrail to CSX and Norfolk Southern.

I am in charge of rail traffic at Tri-State, where we ship through Union Pacific, CSX, and Conrail. From my vantage point, I see at least three key benefits from the sale of Conrail, which I note below.

*More timely delivery through direct routes.* It's my job to weave through the maze that is the rail "system" in the New York/New Jersey area. We've got three major railroads -- CSX, NS, and Conrail -- doing a job that two railroads could do with far more efficiency. The sale of Conrail to CSX and NS would eliminate a large number of the unnecessary interchanges that we experience now, which do nothing but add delays and increase costs.

*Lower transportation costs.* This benefit is a direct result of more rational routes that will be possible when NS and CSX absorb the Conrail lines. Single-line service will put rail back in the game versus truck transport, and create pressure for all forms of shipping to keep costs down to stay competitive. Tri-State will be the beneficiary, and so will our customers.

*More access to new customers.* Reduced transport time and lower transport costs are going to translate into new opportunities for Tri-State to connect with new customers. It's part of the overall improvement in competitiveness that starts with more rational, reliable service and radiates throughout the economy. That's why we see the sale of Conrail to CSX and NS as a win-win proposition worthy of the government approval.

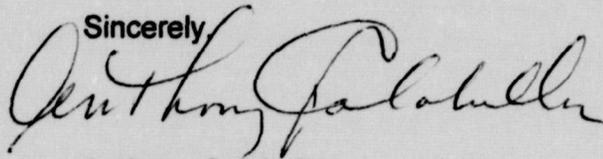
609

On behalf of Tri-State and for reasons outline above, I urge the Surface Transportation Board to grant approval for the Conrail transaction as promptly as possible.

I, Anthony Colabella, 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 "Anthony Colabella". The signature is written in dark ink and is positioned above the typed name and title.

Anthony Colabella  
Traffic Manager

AC/sk



# TRI-STATE WAREHOUSE

Dale R. Ledford, Gen. Mgr.

May 20, 1997

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
STB Finance Docket #33388  
1925 K Street, NW  
Washington, D.C. 20423-001

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

Dear Mr. Williams:

My name is Dale R. Ledford. I am General Manager of Tri-State Warehouse, Inc., with its headquarters located at Cleveland, TN. I have held my position for 14 years.

Westvaco, M&M Mars, Georgia Pacific and Bowater Southern Paper are customers of Tri-State Warehouse, Inc. These customers require access to Tri-State's rail siding on Norfolk Southern Railway. Without access to the Norfolk Southern rail siding my company would lose these customer's business which has accounted for over 50% of our business.

As General Manager I am responsible for all Tri-State's warehouse operations. We are looking to expand our services to our customers and we see that the proposed acquisition of Conrail by Norfolk Southern and CSX Transportation would help achieve our objectives. We, therefore, support Norfolk Southern and CSX Transportation in their endeavor to acquire Conrail.

NS and CSXT will give customers the benefits of balanced rail competition and better service over an increased number of single-line routes. Such combinations will allow us to reach markets by rail that we have been unable to reach or have been able to reach only at a competitive disadvantage.

We endorse Norfolk Southern's and CSX Transportation's plan to introduce rail competition into area which Conrail has enjoyed a virtual monopoly since the 1970s.

Sincerely,

Dale R. Ledford, General Manager  
Tri-State Warehouse, Inc.

## VERIFICATION

I, Dale R. Ledford, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 20th day of May 1997.

Dale R. Ledford

611

# **Triad Plastics, Inc.**

600 EAST CRESCENT AVE. UPPER SADDLE RIVER, NJ 07458 / TELEPHONE 201-825-7000  
FAX 201-825-0999

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 Kathleen Loeffelman of Triad Plastics in Upper Saddle River, New Jersey. For the past 20 years, Triad Plastics has been a mainstay in the plastic raw material market not just on the East Coast but nationwide. I am writing the STB in support of the proposed sale of Conrail to CSX and Norfolk Southern.

Companies like ours depend on cost-effective transportation. At present, the East Coast rail system is far too fragmented to provide the kind of consistent, competitive service we'd prefer. The sale of Conrail to CSX and NS would inject far more competition into the system, providing:

Less delay. Every element of our operations is tied to the transport schedule. Right now, we are too often at the mercy of the inefficient East Coast rail system -- in particular, the delays resulting from interchanges from NS and CSX to Conrail as goods move into the New Jersey/New York area. The sale of Conrail will mean more single-line service, which will be a big plus for us.

Lower costs. At present, we ship with a number of railroads and by truck transport as well. But that seemingly diverse supply system is deceptive: Because East Coast rail just isn't as competitive as it could be in terms of cost, truck transport wins by default. A more competitive rail system like the one that will result from the CSX/NS deal will create more competition and lower costs for all types of transport in the East.

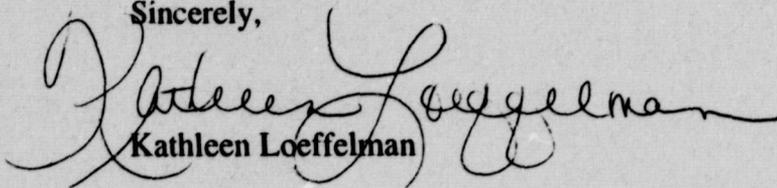
More productivity. Less delay and lower costs will help Triad be even more productive -- and increased productivity is going to translate into increased market advantage. We see the sale of Conrail to CSX/NS as an opportunity not simply to serve our existing customers better -- but to go after new markets for our plastics.

In short, the CSX/NS Conrail acquisition would be a tremendous benefit to my company and thousands like it that depend on competitive transportation. I urge the Surface Transportation Board to approve the merger without delay.

I, Kathleen Loeffelman, 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,

  
Kathleen Loeffelman

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 Federle, and I am a owner of Trimex International, 3121 River Road, Cincinnati, OH. 45204. I have been in business for 3 ½ years as a drayman working with the Norfolk Southern Corporation and CSX Corporation at Cincinnati.

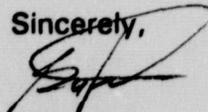
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by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

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

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

I, Bill Federle, 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 Federle

**Verified Statement of  
Trimodal, Inc.  
1700 Dix Avenue  
Detroit, MI 48209  
Finance Docket No. 33388**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 2043-0001

Dear Mr. Williams:

My name is Robert L. Newlin, and I am National Sales Representative/General Manager of Trimodal, Inc.. I have held my present position for 5 years. My duties include soliciting of new business for my company, as well as performing the various services associated with the container station depot industry.

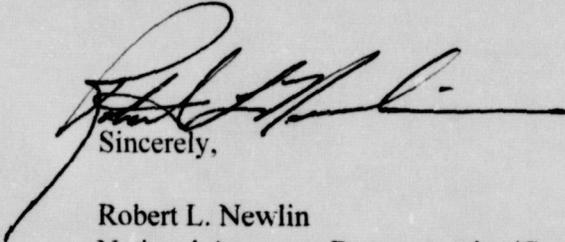
My company, Trimodal, Inc. does business with Norfolk Southern in Detroit, MI. We also do work for the CSX and Conrail in the Detroit area. Our primary function is as a container station depot. We also are involved in local and distance trucking. On our depot sites, we perform repair work for several ocean carriers or steamship lines. We also operate a consolidation dock for various customers at our Detroit depot.

Based upon my experience in providing the services described above and working with the various railroads, I would like to express my support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only 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 NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

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

I, Rober L. Newlin, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 30, 1997.



Sincerely,

Robert L. Newlin  
National Accounts Representative/General Manager  
Trimodal, Inc.



## Trinity Transport, Inc.

P.O. Box 220  
Bridgeville, DE 19933  
Phone 302-337-3900  
Fax 302-337-3919

### Trinity Transport, Inc.

#### FINANCE DOCKET NO. 33388

My name is Jeff Banning, and I am president of Trinity Transport, Inc., Bridgeville, DE. I have held my present position for five years. My duties include overseeing all Intermodal and other transportation operations.

Trinity Transport, Inc. has been in the transportation business since 1979. To better serve our International customer base, we have committed our resources in becoming an Intermodal carrier (IMC). We work closely with the NS in the following locations: Alexandria, VA, Atlanta, GA, Cincinnati, OH, Columbus, OH, Detroit, MI, Jacksonville, FL, Kansas City, MO, Knoxville, TN, New Orleans, LA, Norfolk, VA and Taylor, PA.

In addition, we work with Conrail, BNSF, CSX, KSC, UP and the Wisconsin Central Limited throughout the North American Continent. Our experience has been to provide a better service to our customer, and with more competition we will be better able to serve our customers' needs.

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

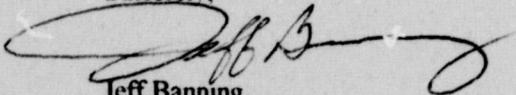
With two major rail lines, NS and CSX, serving the Northeast, this will allow Trinity to "price compare" with two different rail lines versus the current ONE. At present, Conrail may have a surplus in one lane and not offer a savings in that lane. With two lines to "compare", it may well better serve the customer by draying one load across state for better service and cost savings.

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, Jeff Banning, 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,



Jeff Banning  
President

**VERIFIED STATEMENT OF  
LEO R. HAHN  
on behalf of  
TROPICAL SHIPPING & CONSTRUCTION CO., LTD.  
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 in an expeditious manner.

My name is Leo R. Hahn, Intermodal Manager of Tropical Shipping. Tropical Shipping is located at 4 East Port Road, Riviera Beach, FL 33404. I am responsible for formulating and managing all intermodal transportation requirements for customers of Tropical Shipping. I have been in my current position since November 1986 and have worked in the transportation field for thirty one (31) years.

Tropical Shipping transports containerized freight between Florida (Port Of Palm Beach, Tampa and Port Everglades) and twenty six (26) ports in the Caribbean region. Tropical Shipping has leading market shares in most of the ports it serves. Key markets served are: Antigua, Bahamas, Barbados, Cayman Islands, Dominican Republic, St. Croix, St. Lucia, St. Maarten, St. Thomas and Tortola. In addition to the offices located at our Florida ports, Tropical has outside offices located in Atlanta, GA; Rochelle Park, NJ; Chicago, IL; Houston, TX; Montreal, QUE and Toronto, ONT.

During 1996, Tropical Shipping shipped in excess of 13,000 containers/trailers in intermodal service. The preponderance of these shipments originated and/or terminated at points located east of the Mississippi River.

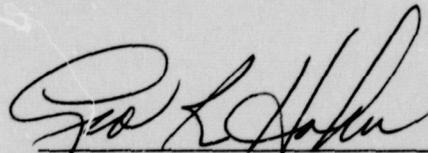
An efficient and cost competitive transportation infrastructure is essential to the success of our business and to the economics of the areas served by Tropical Shipping. It is my understanding that the key element of the proposed plan is improved and expanded intermodal services and facilities. Extended service and facilities will help to meet our transportation needs and extend our markets to areas not now open to us throughout the territory now served by Conrail. The joint CSX-NS acquisition of Conrail will be in Tropical's best interest since the enhanced system will provide a complete competitive intermodal product and associated efficiencies.

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

1. We believe 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 expanded opportunities to triangulate, thereby allowing for more efficient equipment utilization.
2. We also anticipate the joint acquisition will result in expanded markets with an increased number of rail destinations and origins available to us.
3. We are certain 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 for their intermodal shipping requirements.

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

I, Leo R. Hahn, 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 the 23rd of May, 1997.



Leo R. Hahn, Intermodal Manager  
Tropical Shipping & Construction Co., LTD.

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, Oleg Mitnik, 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 15 day of MAY, 1997.

  
Oleg Mitnik  
President  
TRT International, Ltd.

**T E C S**  
**True Energy Coal Sales, Inc.**

P.O. BOX 1740 PRINCETON, WEST VIRGINIA 24740  
(304) 425-5173 FAX (304) 487-3678

April 30, 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

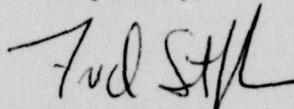
Dear Mr. Williams:

True Energy Coal Sales, Inc. is a small mining operation in McDowell County, WV with annual sales in excess of \$12,000,000. These sales are captive (99%) to the rail transportation initiated by Norfolk Southern. Their competitive single-line access to markets in the northeastern U. S. is critical to True Energy's future. In 1996, 25% of True Energy's tonnage was shipped to customers whose facilities were served by Conrail.

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.

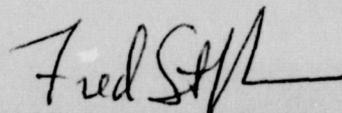
True Energy Coal Sales, Inc. supports Norfolk Southern's plan before the Surface Transportation Board so as to enhance and expand its existing markets in the northeastern U.S.

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 the 30th day of April 1997.



W. Fred St. John

**VERIFIED STATEMENT OF TRUS JOIST MACMILLAN**

**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.**

**MR. VERNON A. WILLIAMS**

SECRETARY  
SURFACE TRANSPORTATION BOARD  
STB FINANCE DOCKET NO. 33388  
1925 K. STREET N. W.

**WASHINGTON, D. C. 20423-0001**

MY NAME IS RON ANDREWS , AND I AM SHIPPING MGR FOR TRUS JOIST MACMILLAN. I HAVE HELD MY PRESENT POSITION FOR 8 YEARS. MY DUTIES INCLUDE IN THE SHIPPING OF ALL INBOUND AND OUTBOUND SHIPMENTS FROM THE LOWNDES CO PLANT.

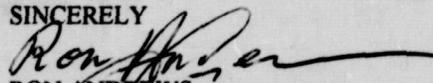
TRUS JOIST MACMILLAN IS A FLOOR TRUS CO . WE HAVE FACILITIES LOCATED AT BUCKHANNON W.V. , COLBERT GA., BOSIE ID., EUGENE OR., DEERWOOD MN., DELAWARE OH., HAZARD KY., EASTERN CANADA, NATCHITOCHES LA., STAYTON OR. THESE FACILITIES ARE PRESENTLY SERVED BY NS/CSXT/CONRAIL/CHICAGO N. W./CIRR/C&N/UNION PACIFIC RAILROAD.

WE SUPPORT APPROVAL OF THE TRANSACTION WHICH WILL ALLOW CSX AND NORFOLK SOUTHERN TO ACQUIRE CONRAIL AND SUBSEQUENTLY DIVIDE ITS ASSETS. SINCE OUR FACILITY IS ON THE LINES OF NS , WE WOULD WELCOME THE BENEFIT OF INCREASED 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 NORFOLK SOUTHERN PROPOSES WOULD BE OF BENEFIT TO US. WITH SINGLE-LINE SERVICE , I BELIEVE OUR FACILITY WOULD BE ABLE TO COMPETE IN THESE MARKETS WITH OTHER COMPANIES ENJOYING SINGLE-LINE SERVICE INTO THE NORTHEAST. WE HAVE USED 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 LINE WHICH THEY ACQUIRE.

FOR ALL THE REASONS DESCRIBED ABOVE , I SUPPORT THE APPLICATION OF NS AND CSX TO ACQUIRE CONRAIL.

I RON ANDREWS , 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 6/2/1997.

SINCERELY

  
RON ANDREWS



Patrick D. Smith  
 Senior Vice President  
 Manufacturing Operations

May 29, 1997

Verified Statement  
 Patrick D. Smith  
 on behalf of  
 Trus Joist MacMillan

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

Re: STB Finance Docket No. 33386

Dear Secretary Williams:

My name is Patrick D. Smith. I am Senior Vice President, Manufacturing Operations of Trus Joist MacMillan. On behalf of Trus Joist MacMillan, please accept my support for the joint acquisition of Conrail by CSX and Norfolk Southern.

Trus Joist MacMillan is the world's leading manufacturer and marketer of engineered lumber products. We are located at 4275 Shackleford Road, Suite 220, Norcross, Georgia 30093. We have manufacturing plants located throughout the United States and Canada.

Our company ships approximately 3000 carloads of engineered lumber products across North America annually via rail.

The joint acquisition of Conrail will make more single-line service available to more destinations, particularly in the Northeast, and should result in better overall service. The acquisition can also be expected to improve rail car supply and locomotive utilization to the benefit of all rail customers who use Conrail.

Stability and reliability of transportation is critical to our logistics management. An amicable acquisition of Conrail by CSX and Norfolk Southern will provide for that continued stability.

Again, please accept the support of Trus Joist MacMillan for the joint acquisition of Conrail by CSX and Norfolk Southern.

Sincerely,

Patrick D. Smith  
 Senior Vice President  
 Manufacturing Operations

:mb

**TRUTONE PRESS**

1015 BRIGHTSEAT ROAD  
LANDOVER, MD 20785

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

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:

I, William R. Beall, President of TruTone Press, support the above merger and urge the STB to accept this letter as testimony.

TruTone Press is a printing and graphics company doing business in Maryland with affiliated companies in the District of Columbia. Some of our products and services are shipped by rail. We have followed the proposed merger with great interest, and are very pleased to endorse the Norfolk Southern/Conrail merger.

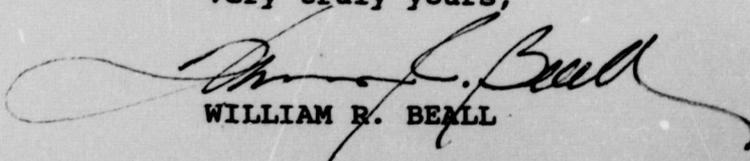
Norfolk Southern has an outstanding safety record and will be a great competitor bringing creative competitive solutions and opportunities to Maryland.

On behalf of our ownership and employees, we urge approval of the merger.

I, William R. Beall, 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 30th day of May, 1997.

Very truly yours,

  
WILLIAM R. BEALL

626



# TUCKER MATERIALS (GEORGIA), INC.

2014 STEEL DRIVE  
TUCKER, GEORGIA 30084

TEL 770 938-9050  
FAX 770 939-9694

## *Drywall & Acoustical Supply Center*

### LETTER OF SUPPORT

Skip Phebus on behalf of Tucker Materials, Inc.  
STB Finance Docket No. 33388

My name is Skip Phebus. I am Executive Vice President of Tucker Materials, Inc.. I have been with the company for 17 years. On behalf of Tucker Materials, please accept my support for the Conrail acquisition by CSX and Norfolk Southern.

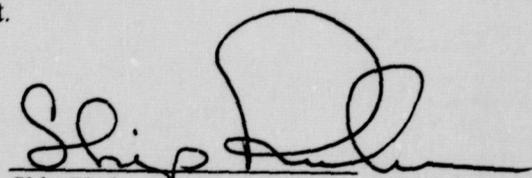
Tucker Materials is a wallboard supply company. We are located at 2014 Steel Drive in Tucker, GA. We receive approximately 55% of our product by rail, constituting 246 carloads per year. The remainder is received by truck. We are enthusiastic about the prospects created by the acquisition of Conrail by CSX and Norfolk Southern for moving more of our current business by rail. Transportation by truck is more expensive than rail transportation, and it is our preference to receive 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 allow for decreased and better transit times. These decreased transit times will allow for more equipment turns and better utilization. Our ability to receive material from our suppliers has been hampered by the lack of equipment availability. In many cases, the time associated with an interchange has made wallboard difficult to receive via rail. The acquisition will solve this problem by providing single-line service and less congestion during interchange with western carriers.

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

I, Skip Phebus, declare that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this letter of support.

Executed on 5-5-97

  
Skip Phebus

Tucker Materials, Inc.

627



"An Employee Owned Company"

1300 Godward St. • Suite 2200 • Minneapolis, MN 55413 • (612) 379-4900 • 1-800-366-8946

VERIFIED STATEMENT OF ROBERT J. SMITH

TWIN MODAL, INCORPORATED

FINANCE DOCKET NO. 33388

My name is Robert J. Smith and I am President and Chief Executive Officer of Twin Modal, Incorporated. Twin Modal is an intermodal marketing company headquartered in Minneapolis, MN with branch offices in Atlanta, GA and Sioux Falls, SD. We arrange approximately 21,000 truckload shipments per year for manufacturers, wholesalers and retailers throughout the midwest, southeast and west coast states. About 7,300 of those are rail intermodal shipments moving in containers or highway-type dry van trailers.

I understand that Norfolk Southern (NS) and Chessie System (CSX) are filing a plan with the Surface Transportation Board to control Conrail and divide its routes and existing systems. I believe this plan will provide numerous benefits for our customers.

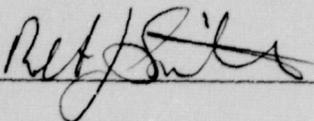
Since the early 1980's, our primary use of Conrail has been on traffic originating in Illinois, Minnesota, and Wisconsin moving via Chicago to points in northern New Jersey, New York City, Connecticut and New England. Conrail has been our only choice for rail service in these lanes. If Conrail's prices or services do not meet our customer's needs, we have no other options. In lanes where they have competition from CSX (e.g.: Philadelphia, Baltimore) or NS (e.g.: Buffalo, NY) Conrail been much more responsive to our customers' needs. True rail-to-rail competition has always motivated railroads to provide lower rates and improved service. The NS/CSX plan would provide such competition.

Another important benefit provided by the NS/CSX plan would be single line service between the southeast and northeast. Currently we are limited to joint line service in this lane with Conrail and CSX or NS and only in specific narrowly defined situations. Prices and service levels are only marginally competitive with highway trucks giving us little to offer our customers in this corridor. The NS/CSX plan would provide each railroad with the full length of haul rather than just the portion they currently receive when interlining with Conrail. The additional miles would help them amortize their costs and make it more feasible to expand the reach of the service. This, combined with competition from each other, would incent them to price the service more competitively. Service is also easier to control with single line service than interline service.

CSX and NS are comparable in size, scope and resources and have historically competed vigorously with each other in other lanes where their networks overlap. We expect them to continue that trend over the Conrail network. Conrail's network today has a very limited reach. Both NS and CSX would be able to greatly expand this network resulting in service and cost benefits to our customers.

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

I, Robert J. 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 this 21st day of May, 1997.

  
\_\_\_\_\_



**Tyson Foods, Inc.** 2210 Oaklawn Drive • Springdale, AR 72762-6999 • (501) 290-4000

VERIFIED STATEMENT

OF

DONNIE SMITH

My name is Donnie Smith. I am Vice-President Purchasing for Tyson Foods, Inc. My duties include, among other things, the purchase and maintenance of a sufficient inventory of feed ingredients, including feed grains and soybean meal, at all feed mills operated by Tyson Foods, Inc.

Tyson is engaged in the business of growing, processing and marketing poultry and other food products as well as growing swine. We are an integrated food product operation, operating hatcheries, farrowing houses and feed mills producing broilers and swine as well as other food items. We are the largest poultry producer in the United States, processing in excess of 36 million birds weekly. In addition to our poultry operations, we are a leader in the production of pork. To maintain our poultry and hog operations, we operate feed mills in the States of Alabama, Arkansas, Florida, Georgia, Maryland, North Carolina, Oklahoma, Tennessee, Texas and Virginia. We manufacture in excess of 10,000,000 tons of feed annually. Six of our feed mills are served by the CSXT or its short line connections, four by the NS or its short line connections and one is served by the MDDE which interchanges only with Conrail at Frankfort, DE.

*Feeding you like family.®*

In addition to the carload shipments of whole grain, soybean meal and other feed ingredients which we receive daily by the CSX, NS or Conrail, we ship substantial quantities of frozen poultry. For the most part, barge and truck transportation are not viable alternatives to rail transportation for our ingredients because of volume, economic factors or service.

We are aware that the CSX and NS have proposed to acquire Conrail. We support this proposed transaction.

At present the cost of feed represents approximately sixty percent of the cost of producing poultry and pork. Even a small increase in rail transportation costs or a reduction in the drawing area of feed ingredients substantially affects our competitive posture. On the other hand, a reduction in rail transportation costs or an expansion in the area from which we are able to source ingredients reduces our production costs.

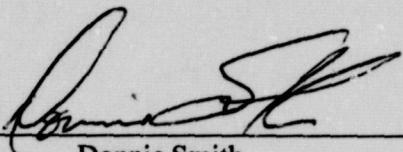
The service area of a particular railroad limits the area from which we can draw our ingredients. This is due to single-line pricing economics which, for the most part, limits us to originations on the road that provides service to our mills, either directly or through short-line connections.

Although large quantities of high quality feed grains are available at origins on the CSX, NS and Conrail, for the most part we can not draw our ingredients from all three roads to a particular mill because of the single line pricing concept. In addition to pricing economics as the result of acquisitions of Conrail by the CSX and NS, we stand to benefit by improved car supply and utilization by coordinating the car fleets.

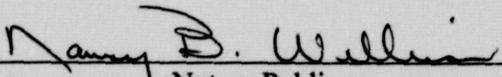
STATE OF ARKANSAS

COUNTY OF WASHINGTON

Donnie Smith, being duly sworn, deposes and says that he has read the foregoing statement, knows the contents thereof, and that the same are true and accurate.

  
\_\_\_\_\_  
Donnie Smith

Subscribed and sworn to before me this 22 day of May, 1997.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: June 1, 2005

**U. S. Coal, Inc.**  
**130 Coal Street**  
**Huntsville, Tennessee 37756**

James K. Bale, C.E.O.  
W.M. Bale, President  
L.D. Bale, Sec.-Treas.

~~Office~~ (423)663-2046  
Fax (423)663-9476

May 15, 1997

The Honorable 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  
U.S. Coal, Inc.

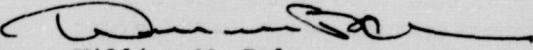
My name is William Bale, and I am President of U.S. Coal, Inc., Huntsville, Tennessee. We are a coal mining company which sells coal to utility customers located in the eastern United States, and our facility, which is located at Smokey Junction, TN, is served by the Norfolk Southern Railway. We ship about 4,000 cars annually.

I wrote to you on February 24, 1997 asking that the Surface Transportation Board approve the Norfolk Southern proposal to buy Conrail, because we felt this plan would best ensure balanced rail competition in the northeastern United States. A primary concern of ours was that one railroad could end up serving the majority of coal-fired utilities in the East, and this could result in higher rate levels and poorer quality of service.

I have been advised that CSXT and NORFOLK Southern have recently formulated a new plan for the acquisition of Conrail. We are pleased that this plan will include a "joint" acquisition and then a relatively equal division of Conrail's assets and tracks. We are also pleased that this plan will apparently result in balanced rail competition. We support this new plan, and it is our position that the STB should approve the NS/CSXT proposal.

I, William M. Bale, 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 May 15, 1997.

Sincerely,

  
William M. Bale  
President  
U.S. Coal, Inc.



# U.S. Materials Handling CORPORATION

6624 JOY ROAD • E. SYRACUSE, NEW YORK 13057  
(315) 437-2978  
FAX (315) 437-0808

May 15, 1997

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 Finance Docket No. 33388

Dear Secretary Williams:

On behalf of U.S. Materials Handling Corporation I am writing to request the Board approve the proposed joint acquisition of Conrail by CSX and NS.

U. S. Materials Handling Corporation is a family owned business located in Central New York. We have enjoyed a long term business relationship with Conrail, supplying forklift trucks, pallet racks, steel shelving, safety storage cabinets and many other types of materials handling equipment to their various locations.

I have a difficult time trying to understand the complexities of the multi-billion dollar transactions such as the one proposed here but I fully understand the impact Conrail has had on our company. We are a minority owned business and Conrail reached out to give us the opportunity to compete for their materials handling needs. They were also instrumental in encouraging and assisting us to install an EDI-Electronic Data Interchange system which in turn has given us opportunities with many other major corporations and the U. S. Government.

My personal opinion is that Conrail will maintain their philosophy of helping "The Little Guy" and bring this to the transaction with CSX and NS. What a truly ideal business atmosphere would be created if all large corporations were to emulate Conrail's value system.

**the material handling company**

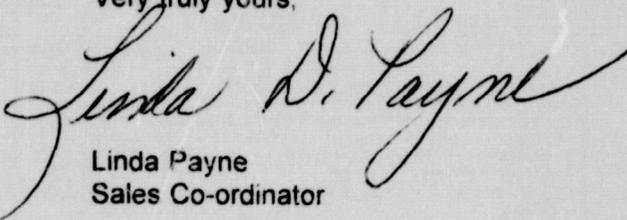
**U.S. Materials Handling**  
CORPORATION

Hopefully, all aspects of the transaction are being given equal consideration, the impact on society, having the same magnitude as the monetary net result.

I, Linda Payne, 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 15<sup>th</sup> day of May, 1997.

Very truly yours,

  
Linda Payne  
Sales Co-ordinator



May 29 1997

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1201 Constitution Avenue  
Room 2215  
Washington, DC 20423

RE: Finance Docket No. 33388

Dear Mr. Secretary:

My name is Gordon L. Rulong. I am Director of Transportation for U. S. Silica Company. My business address is P. O. Box 187, Berkeley Springs, WV 25411. As director of transportation, my responsibilities include planning for rail service, negotiation of rail contracts, rail property equipment leases and arranging for carload transportation. I have worked in the transportation field for thirty-six (36) years and have been responsible for U. S. Silica Company transportation matters for twenty-nine (29) years.

U. S. Silica Company operates industrial sand plants at numerous locations. Plants effected by the acquisition are located in Millville, NJ, Mapleton, PA, Berkeley Springs, WV, Columbia, SC and Ottawa, IL. Silica sand is produced at each of these locations. During 1996, from the effected shipping points, U. S. Silica Company originated approximately 10,500 covered hoppers averaging 98 tons per car to numerous rail destinations in the United States.

Over the past several months, we have followed with interest the proposed acquisition of Conrail by CSXT and NS. Early merger plans by the CSXT had given U. S. Silica Company significant concerns particularly as it related to maintaining rail competition in the East. However, since the latest acquisition developments, it is U. S. Silica Company's position that rail competition not only will be maintained but in many instances enhanced.

Rail competition in the East is extremely important to U. S. Silica Company. There is a distinct need for balanced rail competition in order for U. F. Silica Company

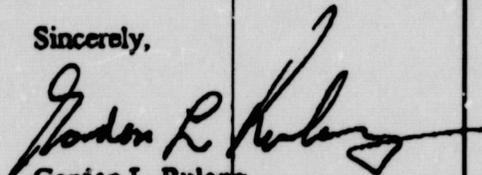
636

to compete on a global basis. Because silica sand transportation expenses often meet or exceed product costs, two rail providers to maintain competition is necessary to keep transportation costs in check. Being able to access competitive carriers, seamless service, equipment utilization and system synergies are most important transportation benefits to U. S. Silica Company and because the proposed acquisition brings together two carriers comparable in size and scope, these benefits can be maximized for better rail transportation service at competitive rates.

In view of the above, it is requested that the Surface Transportation Board approve the application of NS and CSXT to acquire Conrail.

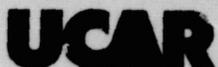
Your consideration is most appreciated.

Sincerely,



Gordon L. Rulong  
Director-Transportation

C: R. H. Morrow



UCAR CARBON COMPANY INC.

P.O. Box 513, Columbia, TN 38402-0513

(615) 388-1410

May 14, 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 interest, and ultimately, in the best interest of our customers because it would produce better service, better equipment utilization and more competitive rates.

The proposed transaction would increase rail business for the combined system that would be good for all of the shippers who 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 growth of rail traffic in the East.

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

John F. Fox  
Manager, Transportation Services  
UCAR Carbon Company Inc.

Unicon Concrete  
Post Office Box 62289  
2463 South Aviation Avenue  
Charleston, South Carolina 29419-2289

Telephone 803/744-3535  
FAX 803/747-0478

**UNICON** ///  
Concrete

May 28, 1997

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

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

Dear Mr. Williams:

My name is Roy Spivey. I am Vice President of Unicon Tri-County, a concrete company located in Charleston, SC.

In 1996, we received 540 cars of aggregates via rail. We have received approximately 325 cars through April of this year. We have used Norfolk Southern to meet our transportation needs for many years. We are satisfied with the rail service they have provided for our company.

We support the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and divide its assets. Since our facility is located on the lines of Norfolk Southern, we would welcome the opportunity to increase our market access for single line rail service.

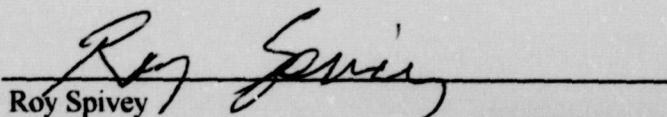
Sincerely,



Roy Spivey,  
Vice President

VERIFICATION

I, Roy Spivey, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified to file this verified statement. Executed on May 28, 1997.

  
Roy Spivey



VERIFIED STATEMENT OF: Dr. Anil Vitharana, Acting President  
United Arab Agencies, Inc.

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 27, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street N.W.  
Washington, D.C. 20423-0011

Mr. Williams,

**VERIFIED STATEMENT OF DR. ANIL J. VITHARANA**

**UNITED ARAB AGENCIES, INC.**

**FINANCE DOCKET NO. 33388**

My name is Anil J. Vitharana, and I am the Acting President of United Arab Agencies, Inc., 511 South Avenue, Cranford, New Jersey 07016. I have held my present position for two years. My duties include the operation of the general agency in North America for United Arab Shipping Company (UASC) and maintaining the Trade Office responsible for UASC's American Services.

UASC is an ocean carrier providing worldwide container services with a vessel fleet in excess of 50 and a container inventory exceeding 80,000 units. We work with NS at the following locations: ex. Norfolk to several Mid-West locations, including Chicago, Detroit, Cincinnati, Minneapolis and Kansas City. In addition, we work with CSX from Houston to Savannah, New Orleans to Savannah and also for some movements to the Mid-West. We also use Conrail's Expressrail service to the Mid-West ex. Newark.

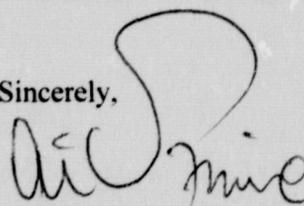
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by 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 carrier. They must be carriers which are comparable size and scope, and provide a competitive service. In my opinion, the deregulation of the railroads were specifically aimed at creating this type of competition under which customers have a choice and hopefully more competitive rates and an improved quality of 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.

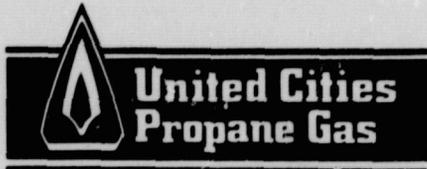
To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

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

Sincerely,

A handwritten signature in cursive script, appearing to read "Anil J. Vitharana".

Dr. Anil J. Vitharana  
Acting President  
United Arab Agencies, Inc.



May 7, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33386  
1925 K Street, NW  
Washington, DC 20423-0001

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

Dear Mr. Williams:

My name is Joel Pedrick and I am the Assistant Manager of Supply and Transportation for United Cities Propane Gas. I have held my present position for seven years. My duties include managing the propane supply and transportation for 60,000,000 gallons of propane annually.

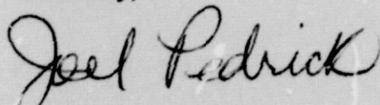
United Cities Propane Gas receives propane and distributes the product to residential, commercial and industrial customers. We have facilities located at Bristol, TN., Morristown, TN., and Chattanooga, TN. These facilities are presently served by Norfolk Southern. We receive propane from suppliers located at Gallatin, TN., Maryville, TN., Decherd, TN., and Johnson City, TN. These facilities are located on the lines of CSX. During 1996, we received 500 containers to these destinations.

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 Norfolk Southern proposes would be of benefit to us. With single line service, I believe our facility would be able to compete in these markets with other companies enjoying single line service into the Northeast. We have used NS for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any Conrail lines which they acquire.

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

I, Joel Pedrick, 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.

Sincerely,

A handwritten signature in cursive script that reads "Joel Pedrick".

Joel Pedrick  
Assistant Manager, Supply & Transportation



**United Clays**

May 27, 1997

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

RE: CSX Corporation and Norfolk Southern Application to control and operate lines of Consolidated Rail Corporation.

Dear Secretary Williams:

My name is Phil Boyd. I am Operations Manager for United Clays, Inc. In Gleason, TN My office address is 5110 Old State Route 22; Gleason, TN; 38229. In my position, I am responsible for coordinating the transportation strategy for the Gleason Operation including the transportation of inbound raw materials as well as outbound product. I have been in my current position since 1987, and have worked in the logistics field for 24 years. I am writing to offer my company's strong support for the CSX and NS application to acquire Conrail and to urge the Board to approve it promptly.

United Clays, Inc. Mines and processes ceramic clays for various ceramic applications and fiberglass. These clays are used in making bathroom fixtures, wall and floor tile, electrical insulators, refractory, asphalt emulsions, and fiberglass roofing shingles. We ship approximately 2500 carloads annually out of our Gleason operation which is served by CSX. We have a diverse customer base and our products are shipped all over the United States, as well as Mexico and Canada. While almost 70% of our outbound product is shipped by rail; all of our inbound product is shipped by truck.

United believes that the proposed acquisition of Conrail would be in our best interest, as well as in the interest of our customers. We strongly urge the Board to approve this application for the reasons detailed below:

(1) We believe that the acquisition of Conrail by CSX and NS would produce better service, better equipment utilization, and more competitive rates. Since Conrail and CSX each services many of our customers in the Northeast, we would have more efficient single line service. It has been our experience that single line service is faster, more reliable, and allows for better shipment tracking than joint carrier moves.

(2) We are convinced that the Conrail acquisition will increase rail business, and that would be good for all of the shippers who rely on rail. United is well aware that the motor carriers haul most of the nations freight, and that trucks dominate the freight markets especially in the East. Because the East will be served by two strong railroads of roughly equal size and scope, they will be able to achieve greater efficiency, will return more freight traffic to the rails promoting more long term capital investment, and will ensure that rail service grows into the future. These developments are and should be important to all rail shippers.



In conclusion, United Clays supports the application to acquire Conrail and requests that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency, and promote the growth of rail traffic in the East.

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

EXECUTED THIS 27TH DAY OF MAY, 1997



Phil Boyd,  
United Clays, Inc.  
Gleason Operations

cc: Jill E. Ruykhaber  
5200 Maryland Way  
Suite 350  
Brentwood, TN 37027

# UNITED FEED CO-OP, INC.



P.O. Box 485 • Okeechobee, Florida 34973-0485 • Telephone: (813) 763-2145 • FAX: (813) 763-7334

VERIFIED STATEMENT OF  
SHARON WILLIAMS  
on behalf of  
UNITED FEED CO-OP

My name is Sharon Williams. I am a Purchasing Agent of United Feed CO-OP. I am responsible for the purchase and transportation of grain going into our feed mill at Okeechobee, FL, located on the CSXT. I have been at this capacity for four years, and I would like to express our support for the proposed division of Conrail's assets. We are hopeful the Board will approve the application of CSXT and NS.

United Feed CO-OP operates a feed mill to support the dairy farming operations located in South Florida. We feel the division of Conrail's assets between CSXT and NS will greatly help us source grain by having single line service to those elevators now located on Conrail. This increase in market area will help us remain competitive, and cost effective.

I, Sharon Williams, 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 ninth day of May, nineteen hundred-ninty seven.

  
Sharon Williams

# United Materials United Materials & Services, Inc.

VERIFIED STATEMENT OF JOSEPH W. SUMLER, JR.

UNITED MATERIALS & SERVICES, INC.

My name is Joseph W. Sumler, Jr., and I am Executive Vice President of United Materials & Services, Inc. I have held my present position for four (4) years. My duties include acquiring building material for redistribution in the Washington, D.C. and Richmond markets.

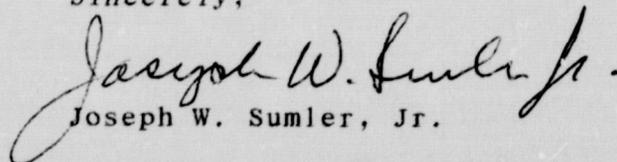
United Materials & Services, Inc. is a Building Material Distributor. We have facilities located at Manassas and Richmond Virginia. These facilities are presently served by Norfolk Southern. We receive from suppliers located at locations throughout the United States. These facilities are located on the lines of Norfolk Southern. During 1996, we received five hundred (500) carloads from these origins.

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

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

I, Joseph W. Sumler, Jr., declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am authorized to file this verified statement. Executed on May 6, 1997.

Sincerely,

  
Joseph W. Sumler, Jr.



**United Roofing** Mfg. Co., Inc.

**VERIFIED STATEMENT OF UNITED ROOFING**

My name is Judy Livingston and I am Vice President of United Roofing Manufacturing Company, Inc. I have held this position for nine years. I am also head of all sales, which includes quoting the product delivered.

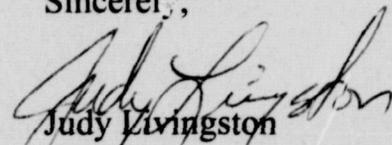
United Roofing is quality manufacturer of roofing felt of several different grades. We have a facility located at Finches Ferry Road in Eutaw, Alabama. This facility is presently served by NS. During 1996, we shipped and received carloads both to and from this location. We utilize approximately 3 carloads a week.

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 compare in these markets with other companies enjoying single line service into the northeast. We have used NS for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire. NS has provided United Roofing with quality service and timely deliveries.

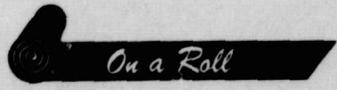
For all the reasons described above, I support the application of NS and CSX to acquire Conrail.

I, Judy Livingston, 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, 1997.

Sincerely,

  
Judy Livingston

JL:rr





**UNITED STATES  
SHIPPERS, INC.**

May 7, 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

Verified Statement of : **HARRY D. BERESFORD**  
**UNITED STATES SHIPPERS, INC.**  
**RE: FINANCE DOCKET #33388**

Dear Sir,

My name is Harry D. Beresford and I am President and Chief Executive Officer of United States Shippers, Inc., 145 3rd Avenue S., Edmonds, WA 98020. I have held my present position for fifteen years. As President of United States Shippers, I am responsible for the overall performance of my company. This responsibility includes supporting those initiatives that expand market development and foster company growth.

United States Shippers was founded as an intermodal marketing company and revenues generated from this activity continue to represent the bulk of our annual sales. As an intermodal marketing company, United States Shippers ships intermodal traffic throughout the United States, Canada and recently Mexico. Our service involves all major corridors and serving railroads including The Burlington Northern Santa Fe, Union Pacific/Southern Pacific, Conrail, The Norfolk Southern and CSX. During 1996 we moved 28,696 intermodal loads which involved all major rail lanes including those served by the Norfolk Southern, Conrail and CSX.

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 need 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 products into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price 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.

649

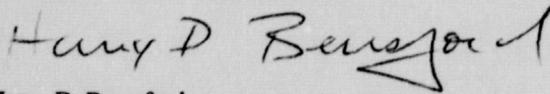
In addition to the competitive reasons stated above, my company would welcome the extension of NS service into the northeast. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed 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, Harry D. Beresford, 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.

Sincerely,

UNITED STATES SHIPPERS, INC.



Harry D. Beresford  
President



Vernon A. William  
Secretary of Surface Transportation Board  
1925 K Street NW  
Washington, DC 20243

1702 11 Street North

Moorhead, MN

Reference: Finance Docket No. 33388

56560

VERIFIED STATEMENT OF

218-236-4740

UNITED SUGARS CORPORATION

My name is Lee Glass, I am Transportation Manager of United Sugars Corporation. I have held my position for 3 years, my duties include management of all trucks and rail transportation.

United Sugars Corporation is a major producer of sweetener and co-products. In 1996 United Sugars shipped in excess of 15,000 carloads via rail.

We have followed the Conrail story the last several months. The solution which NS and CSXT have presented to the questions of who gets Conrail appears to be and equitable. We were concerned that our industry would lose the service of a rail carrier when CSXT was to merge with Conrail exclusively. Since the NS is acquiring a portion of the Conrail system, we will continue to enjoy competitive rail service.

Competitive rail service is important for United Sugars Corporation. There is a need for balanced rail competition in the East. United Sugars Corporation must compete on a world wide basis. Both our domestic and international customers look for cost savings whenever possible. Transportation expenses are a major cost item, we need to have two rail providers available in order to provide a competitive force to keep rail rates in check. The ability to access two rail carriers is the best for our needs.

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

I, Lee Glass, 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.

A handwritten signature in black ink, appearing to read "Lee Glass", is written over the typed name.

Lee Glass  
Transportation Manager  
United Sugars Corporation

May 29, 1997

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, Steven J. Persson, 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 1<sup>st</sup> day of May, 1997.



Steven J. Persson  
President  
United Transportation Corporation



UNIVERSAL AM-CAM LTD.  
1985 E. CRESCENTVILLE ROAD  
WEST CHESTER, OHIO 45069  
PHONE (513) 671-6047  
FAX (513) 671-6748  
**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 Bob Menkhaus, and I am Terminal Manager for Universal AM-Can Ltd., 1985 Crescentville Road, Westchester, Ohio 45069. Universal Am-Can Ltd. has been in business for over 10 years as a drayman. We work with the Norfolk Southern Corporation and the CSX Corporation at Cincinnati, Ohio.

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

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

To summarize, we believe that approval of the application of N3 and CSX to acquire Conrail should be approved by the STB.

I, Bob Menkhaus, 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,

*Bob Menkhaus*

Bob Menkhaus



UNIVERSAL AM-CAN LTD.

**Universal Am-Can, Ltd.**

Marine Container Division  
4920 Wyoming Avenue  
Dearborn, Michigan 48126

VERIFIED STATEMENT OF

UNIVERSAL AM-CAN LTD.

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 Randy Ouellette, and I am Director of Operations for Universal Am-Can Ltd. I have held my present position for 16 years. My duties include operations of all terminal facilities located in the Midwest.

Universal Am-Can Ltd. is a intermodal carrier and depot operator. We work with NS at the following locations: Detroit, Chicago, Norfolk and Columbus. In addition, we work with CP Rail at Detroit, Chicago, Toronto, and Montreal PQ.

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 insulation 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

STB

FD

33388

6-23-97

A

180274V4B

12/14

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

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

I Randolph J. Ouellette, 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,

*Randolph J. Ouellette*

Randolph J. Ouellette  
Director of Operations  
Marine Container Division

**UNIVERSAL APPLICATORS, inc.** \_\_\_\_\_→

May 13, 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 Operation  
Lease/agreements-Conrail Inc. and Consolidated  
Rail Corporation

Dear Secretary Williams:

My name is Randall W. Thomas Sr., Material Control Manager for Universal Applicators Inc. in Grand Blanc, Michigan. My office address is 3085 Reid Rd., P.O. Box 642, Grand Blanc, MI 48439. My responsibilities include developing and coordinating the transportation strategy for four of the six manufacturing locations owned by Universal Applicators, including inventory control, traffic management, purchasing, customer service and all shipping and receiving functions. I have been in my current position for four months, and have been materials and logistics field for 10 years. I am writing to offer my company's strong support for the CSX & NS application to acquire Conrail and to urge the Board to approve it promptly.

Universal Applicators Inc. is a medium to large-sized finisher of stamped, fabricated and cast metal products as a rust-proofing measure for several large industrial customers, most notably the Automotive Industry. We ship approximately 3,000 rail cars annually of finished product from our main facility in Grand Blanc, and with 3 new plants scheduled to be opened in the '97-'98 fiscal year, we plan on quadrupling this amount. We have a diverse customer base and our products are shipped all over the United States, Canada and Mexico. While a third of our product is shipped by rail, most of our product is currently shipped via truck.

Universal believes that the proposed acquisition of Conrail would be in our best interests, as well as in the interest of our customers. We believe that the acquisition would produce better service, equipment utilization and more competitive rates. The current lack of cost effective shipping options which I have to offer my customers would be markedly improved by the more efficient, single-line service of the larger network. It has been our experience that single-line service is faster, more reliable, and more cost effective than joint carrier moves.

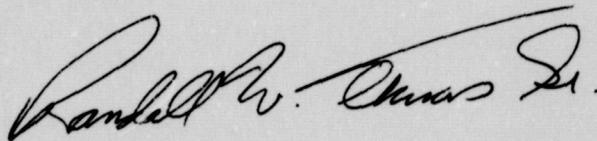
With the increased number of destinations which become available by single-line service, we can drastically increase the amount of freight shipped via rail, reducing both our own and our customer's costs. Currently, we have only one destination which is single-line serviced. With the new acquisition, three more General Motors plants will be added at an estimated cost savings of 17% of our current trucking charges.

We firmly believe that the Conrail Acquisition will increase rail business, and that would be good for all shippers who rely not only on rail, but on trucking also. Because we will now be served by two railroads of roughly equal size and scope, they will be able to achieve greater efficiency and thus a larger share of the shipping market. This benefits not only the individual companies through out the United States, but also the citizenry who will reap the benefits of a less damaged roadway transportation system. This will save millions of tax dollars in highway repairs and maintenance.

In conclusion, Universal Applicators Inc. supports the application to acquire Conrail and requests that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency and promote competitiveness in the shipping industry.

I, Randall W. Thomas, 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 this 12th day of May, 1997



Randall W. Thomas, Sr.

bcc: John W. Snow, CEO CSX

David R. Goode, CEO NS



**Henry A. Justice, III**  
Executive Vice President Sales & Marketing  
May 5, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th and Constitution Ave., NW  
Washington, DC 20423

RE: Acquisition of Conrail by CSXT and Norfolk Southern —  
Control — Conrail; STB Finance Docket Nos. 33388

Dear Secretary Williams:

My name is Hal Justice. I am the Executive Vice President of Sales and Marketing for URS Logistics, Inc., located in Atlanta, GA. My office is One Concourse Parkway, Suite 450, Atlanta, GA 30328. I am responsible for the sales and marketing of all 31 of our facilities nationwide, which includes the development of distribution programs for manufacturers, retailers, and distributors using our technology, warehouse services, as well as truck and rail transportation. I have been in my present position since 1989, and have worked in the logistics field for 12 years. I am writing to offer my company's strong support for the proposed acquisition of Conrail by the CSXT and Norfolk Southern and to urge the Board to approve it.

Our company is a third party provider of logistical services, primarily servicing the food industry. Out of a nationwide network of 31 refrigerated, frozen, and dry facilities, three of our largest regional distribution facilities are located on Conrail, three of our distribution centers are located on Norfolk Southern, and ten of our distribution centers are located on the CSX. URS receives and/or reloads over 7,000 railcars of product annually.

We believe that an acquisition of Conrail by CSX and Norfolk Southern will provide benefits to our customers as well as ourselves in improving routing structures and service levels compared to a takeover of Conrail by Norfolk Southern. We believe that the acquisition will bring efficient single line service to more shippers, improving the service for those shippers, and extending their ability to reach new markets as well as promote competition with the trucking industry, which dominates the movement of freight in the Eastern United States. The links that the merged companies could provide with railcars originating in California and the Pacific Northwest will vastly improve our service levels and allow us to continue to grow our business.

URS has over \$225,000,000 of warehouse investments tied to Conrail Norfolk Southern, and CSX; therefore, rail service and the cost of that service are critical to the continued success of our company. We believe the benefits of this combination will better serve our interests and those of our customers as well as larger, Eastern markets of the United States.

I, Hal Justice, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 5th day of May, 1997.



---

Henry A. Justice, III



9921 Governor Lane Blvd.  
Williamsport, Maryland 21795  
(301) 223-7112  
Fax (301) 223-8204

---

28 May 1997

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

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

Dear Mr. Williams:

My name is Ralph Richmond, and I am President of USA CARTAGE, INC. I have held my present position for 10 years. My responsibilities include both operations and sales for USA CARTAGE.

USA CARTAGE, INC., is a trucking company. We operate a RAIL TRUCK TRANSLOAD facility at CHARLES TOWN, WV. This facility is presently served by NORFOLK SOUTHERN.

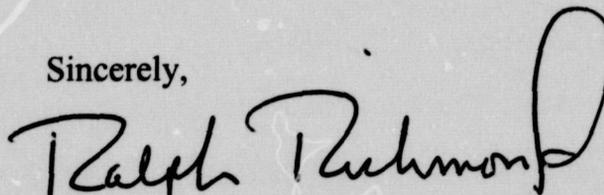
We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service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

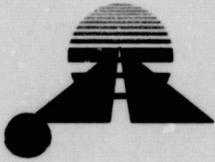
I, Ralph W. Richmond, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on this the 28<sup>th</sup> day of May 1997.

Sincerely,

A handwritten signature in cursive script that reads "Ralph W. Richmond". The signature is written in dark ink and is positioned above the printed name.

Ralph W. Richmond

RWR/jam



**USA-1-WAY**  
*America's Transportation Choice*

1-800-487-2192 • Local Phone 216-816-0021

Fax 216-816-0028

7550 Lucerne Drive, #400 • Middleburg Heights, Ohio 44130

**VERIFIED STATEMENT OF**

**USA-1-WAY, INC.**

**FINANCE DOCKET NO. 33388**

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

Dear Mr. Williams,

My name is Edward W. Tovey and I am the President/CEO of USA-1-WAY, 7550 Lucerne Drive, Suite 400, Middleburg Hts, Ohio 44130. I have held this position for the last three years. We are a National Third Party Transportation Services supplier.

USA-1-WAY provides rail line haul services to most of America's major railroads, including: BN/SF, Conrail, Union Pacific, Southern Pacific, and the Norfolk Southern. In addition we provide service recovery for many of the major steamship lines such as APL & Matson Intermodal. Our largest customer is United Parcel Service, who relies on our people for service recovery as well. We have provided these services at most ramps in the United States.

I spent nineteen years with United Parcel Service, as an Intermodal Manager. Based on that experience along with the past three years of running this company, 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 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 has 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.



INTERMODAL ASSOCIATION OF NORTH AMERICA MEMBER



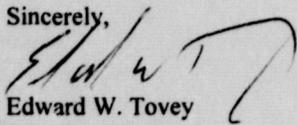
AMERICAN TRUCKING ASSOCIATION MEMBER

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 growth in Intermodal traffic which, in turn, will enhance my business as a supplier to this industry. Norfolk Southern's capital investment in its Intermodal facilities and service are well known in the industry, as are its strong commitment to safety, as evidenced by its continued success in winning the Harriman Award.

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

I, Edward W. Tovey, 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 nineteenth day of May, 1997.

Sincerely,



Edward W. Tovey  
President/CEO  
USA-1-WAY, Inc.



U. S. Steel  
600 Grant Street  
Pittsburgh, PA 15219-2749  
412 433 3155  
Fax 412 433 3085

G. H. Bokelberg  
General Manager-Traffic

May 1, 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/Agreements - Conrail, Inc. and Consolidated Rail Corporation

Dear Mr. Williams:

My name is George H. Bokelberg, and as General Manager - Traffic for USX Corporation - U.S. Steel Group (U.S. Steel), I am responsible for all rail, truck and water activities associated with the global distribution of our finished and semi-finished steel product line. I have held my present position for 3.5 years. Relative specifically to rail, personnel under my direction handle all car supply activities, monitor service and expedite transit, coordinate packaging and equipment design issues, negotiate contract rail rates, designate routings and administrate the filing and collection of loss and damage claims.

U.S. Steel is the world's 6th largest steel producer and this country's largest integrated steel producer. Principal finished products include sheet steel, tin plate, pipe and plates. We also ship steel in various forms between our facilities and our joint ventures for further processing. Our annual finished steel shipments of over twelve million net tons are dwarfed by inbound raw materials (iron ore, coal, coke and limestone) which total almost three tons for every one ton of finished product. Conrail, as the sole service railroad at our Fairless, PA operation, and as a direct service carrier - through switching or short-haul interchange - at the Pittsburgh, PA and Gary, IN locations, plays a critical role in our daily operations. During calendar year 1996, Conrail handled 64,559 loaded rail cars into and out of U.S. Steel facilities. This included the movement of 975,000 tons of semi-finished steel to Fairless, PA for further processing and the movement of over 1.5 million tons of coal and coke and over half a million tons of iron ore in support of our blast furnace operations.





Mr. Vernon A. Williams

Page 2

May 1, 1997

Conrail's steel hauling fleet is vital to our operations as we rely on their coil car fleet (open as well as covered) for our coil distribution; unequipped gondolas for pipe, plate and semi-finished; flatcars for plate and pipe; and box cars for palletized tinplate.

U. S. Steel supports the acceleration of the merger review process to whatever degree it is procedurally and practically possible. A protracted proceeding will result in diminished service as employees struggle with the uncertainties of impending change. Even marginally diminished service translates into increased cycle times and creates equipment shortages which can not be quickly corrected.

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

I, George H. Bokelberg, 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 1, 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read "G. H. Bokelberg".

G. H. Bokelberg  
General Manager-Traffic

GHB:sms





17600 Lappans Road (Rt. 68)  
St. James, Maryland 21781  
Phone: (301) 223-7416 • Fax: (301) 223-7430

**VERIFIED STATEMENT OF UTILITY SUPPLY COMPANY, INC.  
Finance Docket No. 33388**

**My name is Douglas M. Mills, and I am President of Utility Supply Company, Inc.. I have held my present position for 6 years. My duties include business organization and management which also includes operations relating to railway shipments from southern states to our facility at St. James, Maryland.**

**Utility Supply Company distributes pressure treated utility poles throughout the Northeast via truck. This commodity is received at our St. James, Maryland facility from southern manufacturers located in Louisiana, Alabama and Georgia. These facilities are presently serviced by Norfolk Southern. Generally, the rail shipments are the responsibility of our suppliers located in the states mentioned above.**

**Recently, Utility Supply Company has entered into agreements with heavy equipment manufacturers and Florida East Coast Railway to ship equipment from our loading facility to Miami, Florida for subsequent export. Our strategic location to heavy equipment manufacturers as Grove Manufacturing, Ingersoll Rand and Caterpillar affords USC an opportunity to enter into a complimentary business activity. It is possible that southbound shipments may utilize the flat cars normally used to ship utility poles north.**

**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 our commodity closer to the eventual user. With single line service into Pennsylvania, USC will have a new opportunity to locate another utility pole distribution facility in the Philadelphia region. At the present time, we are trucking utility poles from our St. James, Maryland facility to the Philadelphia area. This procedure is less expensive when compared to the present rail service by NS from the south to Hagerstown and then switch to Conrail into the Pennsylvania areas.**

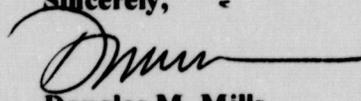
**We have used NS for many years and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire.**

**To us, Norfolk Southern has demonstrated a high level of professionalism servicing Utility Supply Company. NS is timely with scheduling and negotiating.**

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

**I, Douglas M. Mills, 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 29 May, 1997.**

Sincerely,    -

A handwritten signature in cursive script, appearing to read "D Mills", with a long horizontal flourish extending to the right.

**Douglas M. Mills  
President**

**FINANCE DOCKET NO. 33388**

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

**Dear Mr. Williams:**

**My name is Tom Bingham, and I am Vice President of The V. N. Devou Supply Co., 656 Carr Street, Cincinnati, OH, 45203. We have been in business for 100 years. We are a supplier of machine parts and supplies for Norfolk Southern Corporation at Cincinnati.**

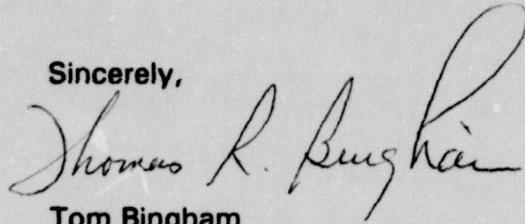
**Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by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

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

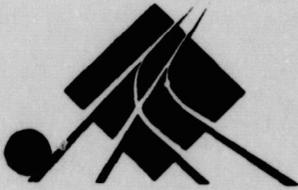
To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

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

Sincerely,

A handwritten signature in cursive script that reads "Thomas R. Bingham". The signature is written in dark ink and is positioned above the printed name.

Tom Bingham



**NORTRAK**  
VAE NORTRAK LTD.

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



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

**VERIFIED STATEMENT OF PAUL VALASTIN  
VAE NORTRAK LTD.**

My name is Paul Valastin, and I am Customer Service Representative of VAE Nortrak Ltd. I have held my present position for 5 years. My duties include sales to Class I Railroad of trackwork components, also the supply of track spikes to the CNR and BCR.

VAE Nortrak Ltd. is a manufacturer of trackwork material such as crossings, frogs, turnouts and we have facilities located at Birmingham, AL, Cheyenne, WY, and Richmond, British Columbia. These facilities are currently served by NS RR and CR and we ship approximately 100 cars per year.

There is a distinct need for two competing railroads in the Northeast, and I support STB approval of the joint application by which Norfolk Southern and CSX plan to acquire control of Conrail, divide assets and improve to a much greater extent the balance of rail competition in the Northeast.

I, Paul Valastin, 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,

Paul Valastin, Customer Service  
VAE Nortrak Ltd.

671

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

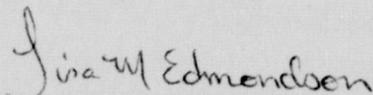
Dear Secretary Williams:

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, Lisa M. Edmondson, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 30<sup>th</sup> day of April, 1997.



Lisa M. Edmondson  
Administrative Assistant  
Valley Warehouse, Inc.



300 East 42nd Street ■ New York, New York 10017 ■ 212-818-9090

May 2, 1997

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

VERIFIED STATEMENT

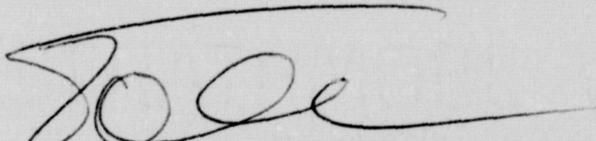
RE: Proposed CSX/NS/Conrail Transportation  
STB Finance Docket No.33388

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 that nation's freight markets, especially in the East. Because the new system would create greater efficiency, it would lead to more freight traffic on the rails diverted from truck prompting 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 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.



Louis Tallarini  
Executive Vice President  
Value Properties, Inc.



**VANGUARD PLASTICS INC.**

500-A North Ellis Road  
Jacksonville, FL 32254  
Tel. 904 - 783-9985  
FAX: 904 - 783-9987

**VERIFIED STATEMENT  
OF  
LAWRENCE G. JOHNSON  
on behalf of  
VANGUARD PLASTICS, INC.  
Finance Docket No. 33388**

My name is Lawrence G. Johnson. I am a Managing Partner of Vanguard Plastics, Inc. and have been since 1989.

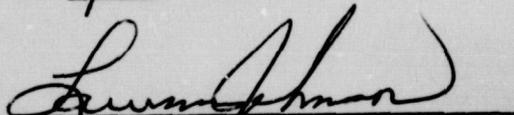
Vanguard Plastics manufactures plastics grocery sacks and merchandise bags for virtually all the supermarkets and major retail merchandising chains in the United States. We receive approximately five thousand tons, per month, of raw material in the three plants affected by this transaction.

This statement is in support of the proposed joint acquisition of Conrail by CSX and NS. Vanguard Plastics has six manufacturing plants in the United States. Three of these facilities, St. Louis, MO, Jacksonville, FL and Richmond, VA will be served by the expanded CSX or NS systems. Each facility processes forty million pounds per year of polyethylene raw material which, by economic necessity, must be delivered by rail. JIT requirements, supply restrictions and existing plant site storage limitations mandate a steady, reliable and uninterrupted rail service.

In addition, during peak demand periods, we often transship product between plants in order to efficiently utilize production capacity. The efficiencies created by this transaction will greatly facilitate and reduce the cost of intermodal shipments between the three affected locations.

It is for these reasons that Vanguard Plastics supports the proposed acquisition.

I, Lawrence G. 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 5/14, 1997.

  
\_\_\_\_\_  
Lawrence G. Johnson



*for your better buy*

(205) 264-2284  
WATS 1-800-392-1547

**VAUGHN PLYWOOD INCORPORATED**

P.O. BOX 987 • 1085 N. McDONOUGH STREET • MONTGOMERY, ALABAMA 36102

MAY 23RD, 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 RAILWAY CORPORATION--  
CONTROL AND OPERATING LEASE/AGREEMENT--CONRAIL INC. AND CONSOLIDATED RAIL  
CORPORATION.

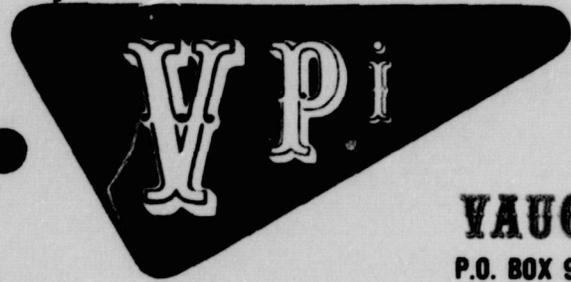
DEAR SECRETARY WILLIAMS,

I AM THE OWNER, ROBERT B. VAUGHN, OF VAUGHN PLYWOOD INC., 1085 N.  
McDONOUGH ST. IN MONTGOMERY, ALABAMA, 36104. THE REASON FOR MY LETTER  
TODAY IS TO EXPRESS MY FULL SUPPORT FOR THE PROPOSAL WHICH WOULD ALLOW CSX  
AND NORFOLK SOUTHERN TO ACQUIRE CONRAIL.

MY COMPANY WHICH HAS BEEN IN BUSINESS FOR TWENTY-FOUR YEARS, BOTH BUYS  
AND SELLS LUMBER AND PLYWOOD. THAT MEANS WE MUST SHIP SIGNIFICANT AMOUNTS  
OF LUMBER AND PLYWOOD EVERY YEAR. IN FACT, WE DO SHIP ALMOST \$3 MILLION  
ANNUALLY BY RAIL USING BOTH CSX AND NORFOLK SOUTHERN. SO I BELIEVE WE ARE  
KNOWLEDGEABLE IN THE AREA OF RAIL SHIPPING AND HAVE FIRST HAND EXPERIENCE  
WITH BOTH OF THE COMPANIES INVOLVED IN THE PROPOSED MERGERS.

AS A RESULT, I CAN TELL YOU THAT THIS PLAN WILL BE A BIG BOOST FOR SHIPPING  
HERE IN THE SOUTH, ESPECIALLY FOR THOSE OF US INVOLVED IN THE LUMBER OR  
PLYWOOD BUSINESS.

FOR TOO LONG, WE HAVE BEEN TO DEPENDENT ON TRUCKING WHICH HAS AN  
IMPORTANT ROLE TO PLAY IN ANY DISTRIBUTION SYSTEM, BUT HAS CONSISTENTLY  
CHARGED HIGH RATES. NOW, CSX AND NORFOLK SOUTHERN WILL HAVE THE BENEFIT OF  
MUCH MORE DIRECT, SINGLE LINE SERVICE ROUTING BRINGING IMPROVED EFFICIENCY  
TO BOTH CARRIERS. FOR SHIPPERS, WE WILL SEE OUR PRODUCTS ARRIVE SOONER TO  
OUR CURRENT MARKETS WHILE ALSO GIVING US NEEDED ACCESS TO NEW MARKETS.



*for your better buy*

(205) 264-2284  
WATS 1-800-392-1547

**VAUGHN PLYWOOD INCORPORATED**

P.O. BOX 987 • 1085 N. McDONOUGH STREET • MONTGOMERY, ALABAMA 36102

CSX ALONE WILL PROVIDE RAIL TRANSPORTATION AND DISTRIBUTION SERVICES OVER A 22,000 ROUTE-MILE NETWORK IN 23 STATES EAST OF THE MISSISSIPPI AND NORTH INTO CANADA. TOGETHER, THE NEW RAIL SYSTEMS OF CSX AND NORFOLK SOUTHERN WILL REACH EVERY MAJOR MARKET FROM THE ATLANTIC COAST TO THE MISSISSIPPI RIVER. MORE TRANSPORTATION OPTIONS, FASTER SERVICE, MORE DIRECT SERVICE AND ACCESS TO NEW MARKETS ARE FOUR GOOD REASONS TO RECOMMEND THE ADOPTION OF THIS PLAN.

I HOPE THAT THE SURFACE TRANSPORTATION BOARD WILL AGREE THAT THIS PROPOSED ACQUISITION PLAN IS NEEDED AND IN THE BEST INTEREST OF EVERYONE--IN ALABAMA AND THE REST OF THE COUNTRY.

I THANK YOU FOR YOUR CONSIDERATION OF MY VIEWS.

I, ROBERT B. VAUGHN, 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 23RD DAY OF MAY, '97.

SINCERELY,

A handwritten signature in black ink, appearing to read 'Robert B. Vaughn', written in a cursive style.

ROBERT B. VAUGHN



DIAPER TO THE  
WHOLE, WIDE  
WORLD

# VECKRIDGE CHEMICAL COMPANY, INC.

60 - 70 CENTRAL AVENUE • Kearny, New Jersey 07032

Phone: 201-344-1818

Fax: 201-690-5936

May 7, 1997

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

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

Dear Secretary Williams:

I understand that the Surface Transportation Board will soon rule on the proposal between CSX Corporation and Norfolk Southern to acquire Conrail. My name is Mark Veca and on behalf of the Veckridge Chemical Company in Kearny, New Jersey, I urge you to approve this combination as soon as possible.

I currently serve as Transportation Manager for Veckridge Chemical, a wholesale distributor of salt, lime, and speedy dry that has been operating continuously for the past 35 years. My main responsibility is to coordinate the transportation and delivery activities for our firm. Every week, we ship about two car-loads of product to customers throughout the east coast using both Conrail rail service and truck transportation as well.

Let me explain to you why I believe the CSX-Norfolk Southern plan to acquire Conrail would benefit our company.

First, the CSX-Norfolk Southern proposal, if approved by the Surface Transportation Board, will create more direct and efficient routing over a larger rail network. More direct routing saves us time and money through lower prices and better service -- savings that we can pass along to our customers.

Second, by creating more direct shipping routes, the CSX-Norfolk Southern proposal will reduce the number of interchanges and handlings of the chemicals we ship. This will improve safety and lower the risk of spillage when switching from one carrier to another.

Third, the CSX-Norfolk Southern plan will strengthen both rail networks and create a flexible, cost effective alternative to truck transportation. As you know, trucking service

currently dominates freight transportation along the east coast. With two balanced rail services competing against the trucks, we expect to see lower prices and better service within the entire freight transportation system.

For all these reasons, I urge the Surface Transportation Board to rule favorably on the proposal by CSX and Norfolk Southern to acquire Conrail. The sooner you move, the sooner companies like ours will be able to enjoy the benefits of a more competitive freight transportation system.

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

Executed this 8th day of May, 1997

Sincerely,

Mark Veca



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

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

Verified Statement  
on behalf of  
Velsicol Chemical Corporation  
Finance Docket No. 33388

My name is John J. Francis, and I am the Transportation Manager of Velsicol Chemical Corporation. I have held my present position for 9 years. I am responsible for worldwide logistics which includes inventory, warehousing and transportation costs. In terms of rail transportation I am responsible for all associated costs.

Velsicol Chemical Corporation is a manufacturer of specialty chemicals. Most of our products are derivatives of benzoic acid or dicyclopentadiene. Toluene is a large volume raw material used at our Chattanooga plant. Liquid plasticizers are large volume finished goods produced at Bayport, TX., Chattanooga, TN. and Chestertown, MD. We have a fourth U.S. manufacturing facility in Memphis, TN. During 1996, approximately 1000 tank car shipments either originated or were received at our Chattanooga plant which is served by the NS. Several hundred other loads were handled at our other manufacturing sites.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since one of our facilities is currently served by the NS and another will be if this transaction is approved, we would welcome the benefit of increased market access for single-line transportation. Joint line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which NS proposed would be of benefit to us. With single line service, I believe our facility would be able to compete in these markets with other companies enjoying single line service into the Northeast. Two particular markets which are currently served by joint-line service are the

**VELSICOL**  
CHEMICAL CORPORATION

Newark, NJ. market and our Chestertown, MD. manufacturing plant. We would expect to see better service and lower cost if these markets were served by single-line service. 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.

The NS has been very responsive to our needs especially in the areas of customer service, reliable switching operations, and on-time deliveries.

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

I, John J. Francis, 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,

  
John J. Francis



VENTURE COMMODITIES  
I N C O R P O R A T E D

May 16, 1997

CSX Transportation  
Attention: Barbara Newbern  
11th Floor, J 865  
500 Water ST  
Jacksonville FL 32202

VERIFIED STATEMENT  
OF  
ROGER K. NICKOL ON BEHALF OF VENTURE COMMODITIES, INC.

STB Finance Docket No. 33388

My name is Roger K. Nickol. I am the Rail Traffic Manager at Venture Commodities, which is located at 144 Goss St., Canton, GA 30114. I have served Venture Commodities in my present position for four (4) years. Prior to gaining this position, I also worked as Auditor/Traffic Manager for National Vending Company.

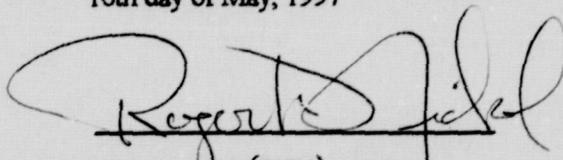
Venture Commodities, Inc. has been producing animal feed ingredients for about five years. To manufacture our product, we receive approximately 17,500 tons per year via rail (Norfolk Southern, CSXT, Conrail, and Burlington Northern). These shipments originate from various locations covering most states east of the Mississippi River. We presently send our outbound shipments by CSXT, NS, and BN to Texas, Oklahoma, Kansas and the southeastern states.

Venture Commodities, Inc. will benefit from the efficiencies of single-line service with regards to the shipments it receives from the Northeast and Atlantic coast. For example, Venture Commodities, Inc. receives shipments from suppliers in Massachusetts that originate on Conrail and must be switched at Potomac Yard, VA to CSXT. Once CSX combines its operations with Conrail lines, these shipments will get to us more quickly.

In addition, because Venture Commodities, Inc. owns its own railcars, the efficiencies of single-line service will return cars to the origination point more quickly. This improved equipment utilization will reduce our transportation costs.

For the reasons I have stated above, I can say, on behalf of Venture Commodities, Inc. that the company supports the transaction planned by CSX, NS, and Conrail.

I, Roger Nickol, 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 the 16th day of May, 1997

  
\_\_\_\_\_  
(name)

# Venture Milling Co., Ltd.

PHONE: 302-628-3114 FAX: 302-628-3110  
P.O. Box 29 • Seaford, Delaware 19973

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 Betton, 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.

*George Betton*

George Betton  
President  
Venture Milling Co., Ltd

# VERSON ALLSTEEL PRESS

A DIVISION OF  
**ALLIED PRODUCTS CORPORATION**

1355 EAST NINETY-THIRD STREET • CHICAGO, ILLINOIS 60619  
(312) 933-8200 • TELEX 02-53444 • TELEFAX (312) 933-8225

May 30, 1997

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1926 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.

My name is Pete Renteria and I am Supervisor Traffic for Verson Allsteel Press. Verson is the sole remaining fully American owned machine press manufacturer in the United States. Our finished product is usually highly dimensional in nature, and can approach weights in excess of 400,000 pounds. Needless to say, traffic of this nature requires a strong competitive rail system for Verson to move its product to final destination.

It is my belief the CSXT/NS Acquisition of CR will promote a more balanced competitive rail structure - allowing Verson better opportunities to grow our business and more fully compete with off-shore press manufacturers.

Please accept this letter as my support for the CSXT/NS acquisition of ConRail, and also an expedited process to complete the acquisition as soon as possible.

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



Pete Renteria  
Supervisor, Traffic

# Verst Group Logistics

Verst Group Logistics  
340 Shorland Drive  
Walton, KY 41094

Phone: (606) 485-1212  
Fax: (606) 485-1428

---

Thursday, April 24, 1997

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

*My name is Robert Jackson, and I am Executive Vice President of Verst Group Logistics. I have held my present position for eight years. My duties include the direct management of approximately 2.8 million square feet of warehouse space and 300 hourly employees. My management group number approximately 45 people. This warehouse space is located in the Greater Cincinnati and Louisville areas.*

*Verst Group Logistics is a public warehouse and transportation company. We have facilities located at:*

*340 Shorland Drive, Walton Ky. 41094  
7090 Industrial Road, Florence Ky. 41042  
7180 New Buffington Road, Florence Ky. 41042  
300 Shorland Drive, Walton Ky. 41094*

*These facilities are presently served by NS. We receive products from:*

<i>Mead Corp.</i>	<i>Mhart Alabama</i>
<i>Boise Cascade</i>	<i>Louisiana</i>
<i>Riverwood</i>	<i>Southern Ga.</i>
<i>Kruger</i>	<i>Canada</i>
<i>Quno</i>	<i>Canada</i>
<i>Abitibi Price</i>	<i>Canada</i>
<i>Champion</i>	<i>Carolinas</i>
<i>Appleton</i>	<i>Wisconsin</i>

Tenneco

Tenn.

*These facilities are located on the lines of Norfolk Sounthern.*

*During 1996, we received approximately 2000 carloads.*

*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 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, Robert Jackson, 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 24, 1997.*

Sincerely,

A handwritten signature in black ink, appearing to read "Robert Jackson", with a long horizontal flourish extending to the right.

Robert Jackson

# **Verst Group Logistics**

*Verst Group Logistics  
340 Shorland Drive  
Walton, KY 41094*

*Phone: (606) 485-1212  
Fax: (606) 485-1428  
E-mail: bob@verstgroup.com*

---

*Thursday , April 24, 1997*

*Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street  
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 Corporation, STB Finance Docket  
No 33388*

# Verst Group Logistics

Verst Group Logistics  
340 Shorland Drive  
Walton, KY 41094

Phone: (606) 485-1212  
Fax: (606) 485-1428  
E-mail: bob@verstgroup.com

---

Thursday, April 24, 1997

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

*My name is Robert Jackson, and I am Executive Vice President of Verst Group Logistics. I have held my present position for eight years. My duties include the direct management of approximately 2.8 million square feet of warehouse space.*

*Verst Group Logistics is a public warehouse and transportation company. We have facilities located at 9696 International Boulevard, Cincinnati Oh. 45246 and 11880 Enterprise Avenue, Cincinnati Oh. 45241. These facilities are presently served by Conrail. We receive from customers carloads of sugar, plywood and paper from United Sugars/Canada---La. Pacific/ Ca.---Mead/Ga. These facilities are located on the lines of Conrail. During 1996, we received approximately 500 carloads.*

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

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

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

*I, Robert Jackson, 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 24, 1997.*

*Sincerely,*

A handwritten signature in black ink, appearing to read "Robert Jackson", with a long horizontal flourish extending to the right.

*Robert Jackson*

# **Verst Group Logistics**

*Verst Group Logistics  
340 Shorland Drive  
Walton, KY 41094*

*Phone: (606) 485-1212  
Fax: (606) 485-1428  
E-mail: bob@verstgroup.com*

---

*Thursday, April 24, 1997*

*Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street  
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 Corporation, STB Finance Docket  
No 33388*

# Vestal Asphalt, 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, Michael J. 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 30 day of April, 1997.



Michael J. Murphy  
Vestal Asphalt, Inc.

690



May 9, 1997

VERIFIED STATEMENT OF DALE OWEN

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.**

My name is Dale Owen, and I am Director of Transportation of Vicksburg Chemical Company, with headquarters at 5100 Poplar Ave., Memphis, Tennessee. I have held my present position for 10 years. My duties include negotiating with the railroads for rates and service, and I oversee all of the logistic activities of our company.

Vicksburg Chemical Co., manufactures Potassium Nitrate, a fertilizer, and an ingredient in the production of glass. Chlorine and Nitrogen Tetrioxide are a by-product of our Potassium Nitrate production. Vicksburg Chemical recently began producing Potassium Carbonate that is also used by the glass industry. Our plant is located in Vicksburg, MS, served by the Kansas City Southern Railway.

During 1996 we shipped 207 carloads to customers served by Conrail:

<u>Destination</u>	<u>Carloads</u>
Vineland, NJ	4
Buffalo, NY	1
Hanover, PA	1
E. Windsor Hill CT	1
Manchester, CT	1
Laurel, DE	1
Salisbury, MD	3
Detroit, MI	12
Columbus, OH	37
Orrville, OH	4
Chapman, PA	49
Lemont, PA	20
Oakmont, PA	1
Oliver Mills, PA	57
Pittsion, PA	<u>15</u>
Total Carloads	207

***The Potassium People***

5100 Poplar Ave. • 24th Floor • Memphis, TN 38137  
Bus: (901) 685-5348 • Fax: (901) 684-5397 • (800) 423-8629

These shipments are primarily in private box cars or hopper cars and shipped on a regular basis.

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 described to me, and described in the joint application of CSX and NS to control Conrail. The Northeast has been dominated by one carrier for too long. The addition of two carriers in this market will enhance our competitiveness by allowing us to deal with two carriers rather than three. It also allow us to be more competitive with imports moving through the eastern ports.

While most of our business is to points served only Conrail, the consolidation of rail lines reduces cost for the carriers as well as shippers allowing the railroads to be more competitive with other modes of transportation. The fact that trucks can transport our products to markets served by Conrail, provides an alternative means of transportation. Customers frequently become frustrated with rail service and pay a premium for truck delivery.

Our primary reason for supporting this transaction is the potential for improved service. Rail consolidation removes the number of terminals and transfer points between carriers, thus improving service. In this modern day of instant communication and information, good consistent rail service is an absolute necessity for the railroads to remain an economical means of transportation. By approving the acquisition of Conrail by the CSX and NS, you move this industry into the 21st century.

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

Sincerely,



Dale Owen

Director of Transportation

May 30, 1997

 Viking Forest Products, Inc.

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

Dear Mr. Williams:

My name is James Kjellberg and I am Transportation Manager for Viking Forest Products. I have been employed by Viking Forest Products for 15 years.

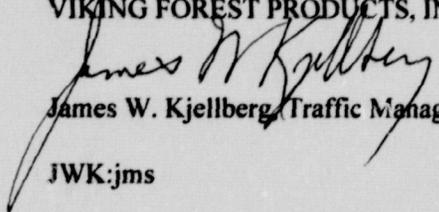
Viking Forest Products is a wholesaler of lumber and panel products used in all facets of home construction and industrial usage. We sell throughout the United States and have many customers served by NS, CR and CSXT Lines. It is of great importance to us and our customers to maintain balanced rail competition in that area.

We support the proposed merger of Conrail and the Norfolk Southern. It is vital to have at least two railroads competing for business in the Northeast and operating their own track and facilities. We have been captive to one carrier in trying to serve our customers in the Northeast resulting in non-competitive pricing and service. We are well aware of the concerns over protecting the carriers in that area in the past but those concerns are no longer valid. It is not in the best interest of commerce in this area to have no options for rail service. We need two carriers of basically equal size and strength as that of the CSXT to provide competition to the CSXT.

In conclusion we believe that it is necessary for the STB to approve the application of the NS to merge with Conrail.

Yours truly,

VIKING FOREST PRODUCTS, INC.

  
James W. Kjellberg, Traffic Manager

JWK:jms

VERIFICATION

I, James Kjellberg, 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.



# Vincennes Steel CORPORATION

P.O. BOX 236 • 2007 OLIPHANT DRIVE  
VINCENNES, INDIANA 47591  
(812) 882-4550 FAX (812) 882-4525

May 20, 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 Corp. 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 Joseph P. Day, and I am writing you in my capacity as Chairman of the Board of Vincennes Steel to strongly urge your board's approval of the acquisition of Conrail by CSX and NS.

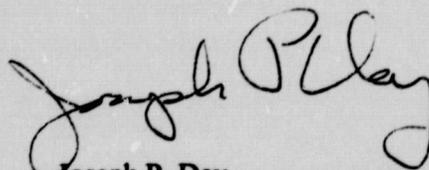
Vincennes Steel (address: P.O. Box 236, 2007 Oliphant Drive, Vincennes, IN 47591-0236) has been in business for almost an entire century now, fabricating high-quality steel for bridges. We ship some 9,000 tons of steel every year by both rail and road. We now rely on CSX for our rail transportation needs.

We at Vincennes feel that the acquisition would help create more direct and efficient routing for our steel shipments, increasing reliability, avoiding costly delays, lowering shipping costs overall and increasing customer satisfaction.

For these reasons, we hope you will act soon to approve this acquisition.

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

Executed this 20th day of May, 1997.



Joseph P. Day

JPD:als



Verified Statement

Richard G. Gabriel on behalf of Vinings Industries, Inc.

STB Finance Docket #33388

This letter will serve as my Company's support of the acquisition of Conrail by CSX and Norfolk Southern.

I am Richard G. Gabriel, Purchasing Agent for Vinings Industries, Inc. I also have responsibility for the transportation functions of our Company. I have been employed by Vinings for 26 years. Our Company is a manufacturer of specialty chemicals for the pulp and paper, water treating, industrial and related industries, with corporate offices at 2303 Cumberland Parkway, Atlanta, Georgia 30339. We also have a sales office in Washougal, Washington. Our manufacturing facilities are located at Marietta, Georgia; Atlanta, Georgia; Midway, Georgia; Fortville, Indiana; Snowflake, Arizona; Washougal, Washington, and Vancouver, Washington.

All of the east coast facilities would benefit by the acquisition of Conrail by CSX and Norfolk Southern by providing more competition in the northeast between the railroads themselves and in particular, providing greater competition and efficiencies over many shipments that are currently moved by rail. There could also be additional benefits between our east coast plants and our west coast facilities through seamless transportation with these two railroads and partnerships which they have developed with carriers serving west of the Mississippi.

In many cases, railroads have been uncompetitive because of the involvement of two or more carriers, especially deliveries of 400 miles or less. The sale of Conrail to these two lines will result in opportunities for a single-line haul, allowing each of the railroads to be more competitive with trucks on these shorter hauls.

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

I, Richard Gabriel, 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.

A handwritten signature in cursive script, reading "Richard G. Gabriel", written over a horizontal line.

Richard G. Gabriel  
Vinings Industries, Inc.



ISO 9002

Vinings Industries, Inc. • 2303 Cumberland Parkway • Atlanta, Georgia 30339-4501  
Telephone 770-436-1542 • Toll Free 800-347-1542 • Fax 770-436-3432

VININGS INDUSTRIES



695

# VINTON SCRAP & METALS CO., INC.

**MAILING ADDRESS:**

P. O. BOX 14225  
ROANOKE, VIRGINIA 24038-4225  
FAX (703) 342-5024

282 WAYLAND STREET  
VINTON, VIRGINIA 24179  
PHONE (703) 342-9772

**MAY 6, 1997**

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

**RE: CSX CORPORATION AND CSX TRANSPORTATION, INC.; NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY CONTROL AND OPERATING LEASES/AGREEMENTS-CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION, STB FINANCE DOCKET NO. 33388**

**VERIFIED STATEMENT OF  
VINTON SCRAP & METALS CO INC.**

**MY NAME IS GERALD R. HARRIS, I AM THE CONTROLLER OF VINTON SCRAP & METALS CO. INC. I HAVE HELD MY PRESENT POSITION FOR 18 YEARS. MY DUTIES INCLUDE THE RESPONSIBILITIES FOR ALL INCOMING AND OUTGOING SHIPMENTS BY TRUCK AND BY RAIL, AND THE MANAGEMENT OF THE DAY TO DAY OPERATION OF THE ENTIRE COMPANY.**

**VINTON SCRAP & METALS CO., INC. IS A RECYCLING COMPANY AND HAS BEEN RECYCLING ALL TYPES OF SCRAP METALS FOR THE PAST 21 YEARS. OUR FACILITY OCCUPIES APPROXIMATELY 12 ACRES OF COMMERCIAL LAND LOCATED AT 282 WAYLAND ST., VINTON, VA. AND THIS FACILITY IS LOCATED ON THE LINES OF NORFOLK AND SOUTHERN RAILWAY COMPANY. DURING THE FISCIAL YEAR OF 1996 WE SHIPPED APPROXIMATELY 200 CAR LOADS OF SCRAP METAL FROM OUR FACILITY AND WE EXPECT FOR THE CALENDAR YEAR 1997 OUR SHIPMENTS SHOULD INCREASE APPROXIMATELY 25 - 30% FOR THIS FISCIAL YEAR.**

**WE SUPPORT APPROVAL OF THE TRANSACTION WHICH WILL ALLOW CSX AND NOROLK 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 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.**

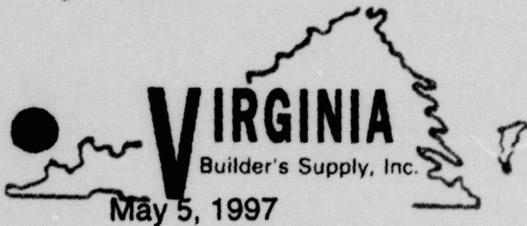
**FOR ALL THE REASONS DESCRIBED ABOVE, I SUPPORT THE APPLICATION  
OF NS AND CSX TO ACQUIRE CONRAIL.**

**I, GERALD R. 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 ON MAY 6, 1997.**

**SINCERELY,**

*Gerald R. Harris*  
**GERALD R. HARRIS  
CONTROLLER**

**GRH/ch**



3008 IMPALA PLACE • RICHMOND, VIRGINIA 23228-4225  
PHONE (804) 264-2572 • FAX (804) 262-6702

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 Jerry Poh, Assistant Manager of Virginia Builders Supply Inc. located at 3008 Impala Place, Richmond, Virginia, 23228-4206. We are in the business of distributing sheet rock and have been for over 15 years. In my capacity, I oversee accounts and I am familiar with the company's shipping and transportation needs and problems. Virginia Builders ships over \$1.5 million in goods annually -- all by rail.

We have come to rely on CSX to ship our gypsum board and, as a result, we strongly favor the approval of the acquisition of Conrail by CSX and Norfolk Southern. This new rail system offers companies like ours the ability to reach every major market east of the Mississippi faster and with improved service and reliability. Equally important for us, we will now have two first class railroads serving the New York/New Jersey corridor into New England and its important markets.

Beyond expanded markets and reliability, this proposal will increase freight car availability which is particularly important to a company like ours that relies almost solely on rail transportation to meet its shipping needs. Increased and improved rail service also means that CSX and Norfolk Southern will become much more competitive in terms of the trucking industry. Real competition is

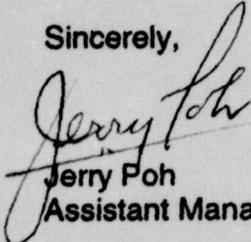
badly needed in the Mid-Atlantic for a number of reasons not the least of which is the need for lower prices for customers resulting, in all likelihood, in fewer trucks on the congested highways of this region. Anyone who has traveled to or from Richmond on I-95 has witnessed the growing truck traffic that is causing major problems in metropolitan areas. Rail is a welcome answer to the congestion and pollution.

We believe that the proposed acquisition merger is good for our company as it is for shippers around the country. With the kind of competition guaranteed by this plan, it is a winner for everyone involved.

We respectfully ask the Board to consider and approve this plan as quickly as possible. Thank you very much for the chance to communicate our thoughts on this proposal.

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

Sincerely,

  
Jerry Poh  
Assistant Manager

# **Virginia Crews Coal Company**

**770 Stewart Street**

**P.O. Box 1216**

**Welch, West Virginia 24801**

**Tel: (304) 436-8451**

**TWX: 7109388294 VCCC WELC**

April 29, 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

Re: Norfolk Southern/CSX Proposed Acquisition of Conrail - Letter of Recommendation

Dear Mr. Williams:

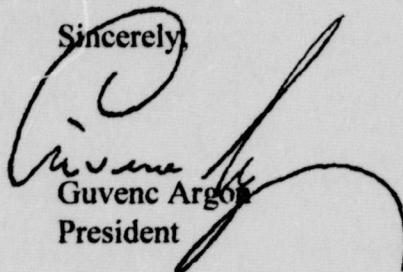
With regard to the proposed Norfolk Southern (NS)/CSX acquisition presently on the above Docket at the Surface Transportation Board, we would like to express our support for the proposed plan by NS/CSX. Since 1990, I am the President of Virginia Crews Coal Company (VCCC) which is operating two coal preparation plants in southern West Virginia which are producing approximately 1.5 mil tpy of mid-volatile and low-volatile coking coal products to customers in the steel industry and the domestic foundry coke markets.

The two plants in question are VCCC's Litwar plant in Hull, WV (NS Mine #0855) and the VCCC Iaeger plant in Iaeger, WV (NS Mine #1942) and I am in charge and have full responsibility for both operations, including transportation requirements. Since we have no economic means of shipping our coal other than by rail, we are captive to the existing NS rail connection. A large portion of our production is shipped to the domestic coking coal market through either Metcoal Sales, Inc. or by VCCC directly (export via Hampton Roads only about 25%) and we, therefore, depend on a "competitive and service" oriented railroad to ship our products to various domestic customers in the US at competitive rates. In order to successfully market our various "niche" products, we need access to a potentially large and diversified customer base and actual rail rates charged by a particular rail carrier have a major influence on whether we can be competitive and obtain business from a particular customer.

We believe that the limited competition which so far is existing in the Northeastern and Midwestern markets in the US (many connections either controlled by CSX or Conrail with no direct NS link) has been a detriment to our competitiveness and that access to rail lines presently controlled by Conrail via a potential NS/CSX acquisition of Conrail and the subsequent division of rail lines between NS/CSX would ultimately benefit VCCC and its potential market penetration through better rail service and potentially more competitive rail rates.

We are, therefore, in favor of the proposed NS/CSX acquisition of Conrail and the associated plan to divide its rail assets between those carriers and would appreciate if due consideration would be given to the competitive situation of companies like VCCC by the Surface Transportation Board in reaching a final decision in this matter. The service and competitiveness provided by NS to its shippers has continued to improve over the years and we believe that the proposed plan would have a positive effect on the future competitiveness of our operations and products, allowing us to penetrate markets which we were unable to serve in the past. Thank you for your time and consideration.

Sincerely,

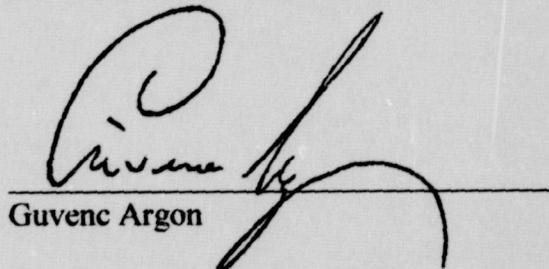


Guvenc Argon  
President

#### VERIFICATION

I, Guvenc Argon, 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 April 29, 1997.



Guvenc Argon



# Virginia International Terminals, Inc.

P.O. BOX 1387 • NORFOLK, VA 23501-1387 • (757) 440-7000

May 15, 1997

Dr. Raymond G. Heinzelmann  
President  
North Atlantic Ports Association, Inc.  
Port of Philadelphia & Camden  
3460 N. Delaware Ave., Rm 207  
Philadelphia, PA 19134

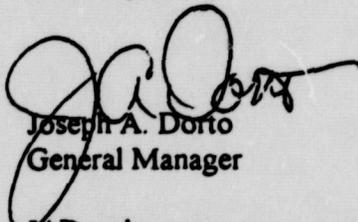


Dear Dr. Heinzelmann:

We are writing you regarding the letter which you sent to Ms. Linda J. Morgan, Chairman of the Surface Transportation Board on May 9, 1997. This letter is of great concern to us because it represents that Virginia International Terminals, a voting member of NAPA, was in agreement with the NAPA's position apposing the proposed purchase, dissolution and distribution of assets of Conrail, by CSX and Norfolk Southern Corporation.

As you knew at the time you wrote this letter, Virginia International Terminals had informed NAPA that it was not in favor of sending the letter to Chairman Morgan (See Attached). We believe that our position should have been made clear to the chairman. The letter you sent was misleading in that it would lead one to believe that the membership was unanimous in sending the Surface Transportation Board the letter which is not true. It is our understanding also the other two ports which are members of NAPA, Lamberts Point Docks and the Port of Richmond did not agree to send the letter as well. By copy of this letter to Chairman Morgan, Virginia International Terminals would like to go on record supporting the proposed acquisition of Conrail by N.S. and CSX.

Sincerely,



Joseph A. Dorto  
General Manager

JAD:mrb  
Attachment

cc: ✓ John W. Snow, President & CEO, CSX  
David R. Goode, Chairman, President & CEO, Norfolk Southern Corp.  
Secretary Martinez  
J.R. Bray  
M. Meiggs



Plant & Offices  
3306 Peterson Street  
Norfolk, Virginia 23509  
(804) 855-0155

# Virginia Materials



Mailing Address  
P.O. Box 7400  
Norfolk, Virginia 23509  
FAX (804) 857-5631

May 19, 1997

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

RE: Verified Statement; Proposed CSX/NS/Conrail Transaction;  
STB Finance Docket No. 33220

Dear Secretary Williams:

My name is John Burns. I am President of Virginia Materials & Supplies, Inc. I have owned this company for 6 years.

Virginia Materials is an abrasives manufacturer and distributor located in Norfolk, Virginia. The company has been in business for more than 40 years. We manufacture sandblasting abrasives from raw material and recycle spent abrasives. In doing so, we receive inbound shipments of about 100,000 tons each year, and ship out approximately 100,000 tons a year. Currently, we use rail, truck, and barge to transport our raw material.

Virginia Materials strongly supports the joint acquisition of Conrail for many reasons.

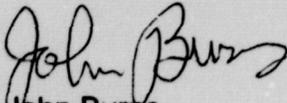
The acquisition would mean that we would acquire single-line service, allowing us to use the same cars that are sent off full of product to return with raw material for us from the Baltimore area. Now, cars are sent out full, and have to return empty to refill with product. Single line service would eliminate this problem. In addition, the cars would be easier to track with a single-line service.

In addition, Virginia Materials would benefit from increased rail flow, which would allow us to have more flexibility in deciding what mode of hauling to use. We currently use a lot of trucks. With a single line service, we would be able to eliminate many of our truck loads, thereby decreasing traffic on the interstate and making the process more efficient for us.

Mr. Vernon A. Williams  
May 19, 1997  
Page 2

I, John W. Burns, declare under penalty of perjury that the above is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed this nineteenth day of May, 1997.

  
John Burns  
President



May 29, 1997

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

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

My name is Clifford J. Ladzinski, and I am an Account Executive at Vista Fibers. I have held my present position for 8 years. My duties include transportation management.

One of my company's primary businesses is Waste Paper Brokerage. As a waste paper broker, I identify potential consumers who are within a practical shipping distance from my company's sources of supply. The next process is to present the waste paper's economic and quality benefits well enough so that sales can be made and the waste paper shipped in a timely manner. In this regard, enhanced competitive among freight carriers is extremely important. I believe that increasing competition helps to improve customer servicing and bring freight rates closer to their economic minimums. In so doing, business is expanded. Sources of supply now become closer to consumers based on reduced freight cost and transit time.

I support STB approval of the joint application by which Norfolk Southern and CSX plan to acquire control of Conrail, divide assets and improve the balance of rail competition. In the areas jointly served by the NS and CSXT after the division of Conrail's trackage, competition should be enhanced. Further, NS transit times, which are now excellent in joint movements, are expected to be quicker as a result of more single line moves to a broader area of the country.

I, Clifford J. Ladzinski, 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,

Clifford J. Ladzinski, Account Executive

**VOLKSWAGEN**



3800 Hamlin Road  
Auburn Hills, MI 48326

May 8, 1997

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

FAX TRANSMISSION  
CSX/FI



TO Dwight Weatherholtz  
COMPANY \_\_\_\_\_ VERILITY (Y/N)  
PHONE # \_\_\_\_\_ FAX # \_\_\_\_\_  
FROM Doug Kei # PAGES 2  
PHONE # \_\_\_\_\_ FAX # \_\_\_\_\_

Re: STB Finance Docket No. 33388

Dear Secretary Williams:

My name is Ken Fletcher, I am employed by Volkswagen of America, Inc. My office is located at 3800 Hamlin Rd, Auburn Hills, MI 48326. I have been with Volkswagen since 1976.

In my present capacity, it is my duty to route new vehicles from our production facility in Puebla, Mexico to various destinations in the United States and Canada.

Volkswagen is in support of the proposed joint acquisition of Conrail by CSX and Norfolk Southern. Volkswagen will produce over 200,000 units for U.S. and Canadian consumption in 1998, growing to over 300,000 entering into the new millennium. In 1996 we railed over 70,000 units from Mexico. Another 70,000 were shipped via Ocean freight to the United States. We rely heavily on the rail transportation mode as our preferred method of shipment. We rail from Mexico to our vehicle processing centers located near major metro market areas, such as Houston, TX, San Diego, CA, Brunswick, GA, Montreal, PQ, Toronto, ON and Vancouver, BC. From Houston we rail to Portland, OR, Denver, CO, Chicago, IL, Kansas City, MO, Toledo, OH and Minneapolis, MN.

Currently, our vehicles that are shipped via rail to the eastern United States are routed via either Chicago or St. Louis for interchange with eastern rail carriers. We believe that the Acquisition will be of particular benefit to our company by creating two carriers of similar size and scope, each with connections to the Western railroads, able to compete aggressively for our business.

Additionally, we will re-establishing a port operation at Wilmington, DE beginning late June this year. This facility will use rail in the future. Because both CSX and Norfolk Southern have rail loading facilities in the Wilmington area, the transaction will allow for intense competition between the carriers from Wilmington to all major markets in the Northeast and South.

Because we depend on rail to transport our cars assembled in Mexico to the United States, stability and reliability of transportation in a competitive market environment is critical to our logistics success. Therefore, Volkswagen supports the joint application by CSX, Norfolk Southern and Conrail and urges the Board to approve it promptly.

I, Kenneth S. Fletcher, 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.

Sincerely,



Kenneth S. Fletcher

706



*"Get It Done Better With"*

## VOWELL & SONS, INC.

P. O. BOX 380 - 1000 BROADWAY ST. AT THE RAILROAD  
MARTIN, TN 38237 (901) 587-3828 FAX (901) 587-3399

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

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

### VERIFIED STATEMENT OF Morris A. Vowell Vowell & Sons

My name is Morris A. Vowell, and I am President, General Manager of Vowell & Sons. I have held my present position for 51 years. My duties include Direct oversight of transportation.

Vowell & Sons is a distributor of brick and we have facilities located at Martin, TN. These facilities are currently served by NS and we receive an average of 30 cars per year.

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

I, Morris A. Vowell, declare under penalty of perjury that the foregoing is true and correct.

*"Get It Done Better With"*

# VOWELL & SONS, INC.

P. O. BOX 380 - 1000 BROADWAY ST. AT THE RAILROAD  
MARTIN, TN 38237 (901) 587-3828 FAX (901) 587-3399



Carolina Building Material  
Association, Inc.

I certify that I am qualified and authorized to file this verified statement. Executed  
on May 07, 1997.

Sincerely,

Morris A. Vowell, President - General Manager

Vowell & Sons

*Mailed  
11 May  
M A*

**Verified Statement**

**on behalf of**

**Vulcan Materials Company**

**Birmingham, Alabama**

**Finance Docket No. 33388**

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

My name is Van L. Hayes, Jr. My address is Post Office Box 530187, Birmingham, Alabama, 35253. Since December 1, 1980, I have been Manager, Transportation and Distribution Services, for the Construction Materials Group of Vulcan Materials Company in its corporate headquarters located at the address stated above. My background includes a B.S. in Transportation, an M.B.A. and thirty-four years of experience in the transportation field.

Vulcan Materials Company is the largest producer of construction aggregates in the United States. Our customers are served by 127 permanent crushed stone plants and 93 other production and distribution facilities (including joint ventures).

Vulcan is interested in this proceeding because we are a substantial user of rail transportation in many of our construction materials operations. Our construction aggregates group shipped over 100,000 carloads during 1996.

The purpose of my statement is to express the support of Vulcan Materials Company's Construction Materials Group for the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets.

From facilities located on the lines of CSX and/or short lines, we would welcome the benefit of increased market access for single-line rail transportation. Our plant in Francesville, Indiana will have a larger single-line rail market into which we expect to compete. From a plant in the Chicago area served by the IHB, we think CSX will offer better service at better rates than our current experience with Conrail. In fact as a result of being a "shipping partner" with CSX for many years, we are confident they will be able to provide good service on any Conrail lines they acquire.

In addition to the benefits of single line service, we anticipate the acquisition of Conrail lines by a financially sound carrier will result in improved equipment utilization, lead to better car availability, faster service, and reduced cost.

For reasons cited above, we believe the proposed acquisition of Conrail by CSX and Norfolk Southern and the subsequent division of its assets will provide positive benefits to our operation. Therefore, Vulcan Materials Company's Construction Materials Group supports the subject merger.

VERIFICATION

STATE OF ALABAMA

COUNTY OF JEFFERSON

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

*Van L. Hayes Jr.*

Van L. Hayes, Jr.

Subscribed and sworn to me this 15<sup>th</sup> day of May, 1997.

*Janet O. Olive*

Notary Public

*v.k.a. Janet O. Callan*

My Commission expires:

10/17/98





W.G. Thompson & Sons Ltd.  
122 George St.  
Box 250, Blenheim  
Ontario, N0P 1A0

Telephone 519-676-5411  
Fax 519-676-3185

#### VERIFIED STATEMENT OF W. G. THOMPSON & SONS LTD.

My name is Wesley T. Thompson and I am the President of W. G. Thompson & Sons Ltd. I have held my present position for four (4) years.

W. G. Thompson & Sons Ltd. is a Canadian grain company, which handles corn, soyabeans, wheat, barley, oats and crop inputs including fertilizers. We have facilities located at Blenheim, Rodney, Kent Bridge, Hensall and Mitchell, all in the Province of Ontario. These facilities are presently served by the CSX, Canadian National and the Canadian Pacific Railroad. We deliver and receive commodities with numerous customers located on both the CSX, Norfolk Southern, and the present Conrail.

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

**Verified Statement**

**May 6, 1997**

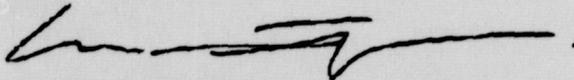
**-2-**

In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide increased market penetration to areas in which we have been unable to compete 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, Wesley T. 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 on May 6, 1997.

Sincerely,



Wesley T. Thompson  
W. G. Thompson & Sons Ltd.

# W. H. BOWLIN COAL CO.

Route 1, Box 84  
JELICO, TENNESSEE 37762

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:

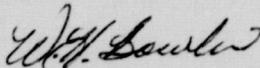
My Name is W.H. Bowlin. I am president of W.H. Bowlin Coal Company and our coal loading facility is located at Jellico, TN. We ship coal to several southern industrial accounts over Norfolk Southern rail lines.

We understand that Norfolk Southern is asking the Surface Transportation Board to approve the proposed application of NS/CSX to acquire Conrail and subsequently divide its assets. As a result of the 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 our facility. The proposed acquisition should result in improvement of equipment availability which can only enhance the already efficient service we now receive. There is a distinct need for balanced competition and we believe the plan as set forth by these two companies will provide this balance and meet competitive expectations.

For these reasons, W.H. Bowlin Coal Company supports the application of NS and CSX to acquire Conrail.

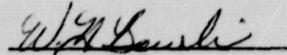
Sincerely,



W.H. Bowlin

VERIFIED STATEMENT  
On Behalf of  
W.H. Bowlin Coal Company  
Finance Docket No. 33388

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



W.H. Bowlin

W. J. DILLNER TRANSFER CO.  
JONES STREET  
WEST ELIZABETH, PA 15088

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, Andrew L. Millington, 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 1<sup>st</sup> day of May, 1997  
1997.

*Andrew L. Millington*

Andrew L. Millington  
Terminal Manager  
W. J. Dillner Transfer Co.

Meade G. Stone, Jr., President  
Stuart C. Stone, Vice-President

# W. M. STONE & CO., INC.

Import Dept. FAX (757) 624-9114  
Export Dept. FAX (757) 623-9567

Established 1907



F.M.C. Registration No. 156

International Freight Forwarders - Custom House Brokers  
Post Office Box 3160 - Norfolk, Virginia 23514  
838 Granby Street - Norfolk, Virginia 23510  
Phone (757) 622-3293

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**  
**W. M. Stone & Co., Inc.**  
**FINANCE DOCKET NO. 33388**

May 28, 1997

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

Dear Mr. Williams;

My name is Meade Stone and I am President of W. M. Stone & Co., Inc. 838 Granby Street, Norfolk, VA 23510. W. M. Stone & Company is a International Freight Forwarder and Custom House Broker and has been in business since 1907, the longest of any local International Freight Forwarder or Custom House Broker. Our firm represents international shippers and importers in the transportation process of products from origin to destination.

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

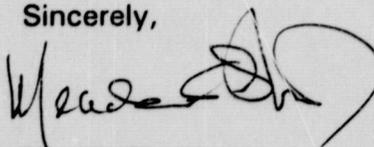
carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested 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, Meade 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. Executed on May 28, 1997.

Sincerely,

A handwritten signature in dark ink, appearing to read "Meade Stone", with a large, sweeping flourish at the end.

Meade Stone  
President  
W. M. Stone & Co., Inc.

May 21, 1997

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

RE: CSX Corporation and Norfolk Southern - Application  
to Control and Operate Lines of Consolidated Rail  
CORR.

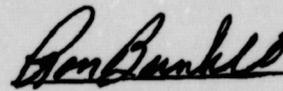
Dear Secretary Williams:

My name is Ron Barnhill. I am Sales and Operation Manager for the  
W.R. Bonsal Company/Mining Division in Lilesville N.C.. My  
office address is P.O. Box 99 Lilesville, N.C. 28091. In my  
position, I am responsible for coordinating the transportation  
strategy for our mining facility. I have been in my current  
position since 1977, and have worked in the mining field for 33  
years. I am writing to offer my company's strong support for the  
CSX and NS application to acquire Conrail and to urge the Board  
approve it promptly.

W.R.Bonsal Company is a producer of aggregates necessary for the  
production of Silicon Metal. We ship approximately 3,000 cars per  
year.

Bonsal believes that the proposed acquisition of Conrail 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 acquisition of Conrail by CSX and NS  
would produce better service, better equipment utilization,  
and more competitive rates and allows for better shipment  
tracking than joint carrier moves.
2. We also expect that with the increased number of destinations  
able to be reached in single-line service, we are more likely  
to be able to move outbound finished product by rail than we  
can today, to more distant markets.
3. We are convinced that the Conrail acquisition will increase  
rail business, and that would be good for all of the shippers  
who rely on rail.



Ron Barnhill

STB

FD

33388

6-23-97

A

180274V4B

13/14



W.W. Rowland Trucking Co., Inc.

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 Michael A. Mallory, and I am President of W.W. Rowland Trucking Company, Inc. 10,000 Wallisville Rd. Houston, Tx. 77013. I have held my position for 5 years. My duties include the overall responsibility for service and profitability of our trucking company who's primary business is intermodal trucking.

W.W. Rowland Trucking Company has been deeply associated with the intermodal industry for over 20 years. Our customers who are primarily steamship lines utilize our services not only as a trucking company but also as a container depot under our subsidiary company WWinners Container Services. We have facilities located in Houston, Dallas, Ft. Worth, San Antonio, Laredo, New Orleans and Memphis. At these locations we provide trucking services as well as, container, trailer, chassis maintenance and repair at all of the rail facilities. We work closely with the Norfolk Southern and the CSX in all of the cities where terminals are located but our Memphis Terminal is where we have the most interaction. We perform as agents for various steamship lines in Memphis thereby we are constantly working with the NS & the CSX.

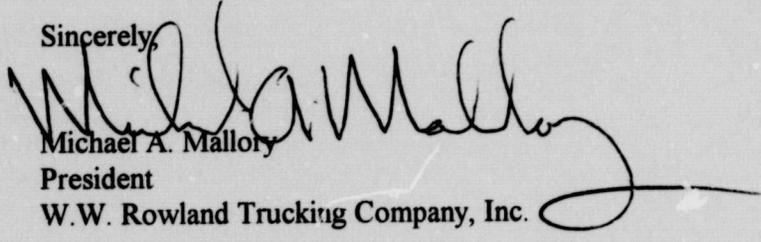
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divest the Conrail system. There is a need for competition in the territory served by 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's 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, Michael A. Mallory, 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,  
  
Michael A. Mallory  
President  
W.W. Rowland Trucking Company, Inc.

**ROBIN A. WADE III**  
PRESIDENT

**WADE SAND & GRAVEL CO., INC.**

P. O. BOX 39048  
BIRMINGHAM, ALABAMA 35208  
TELEPHONE 205/324-6691  
FACSIMILE 205/323-4907

April 28, 1997

Verified Statement of: Robin A. Wade III  
on Behalf of Wade Sand & Gravel Co., Inc.  
STB Finance Docket No. 33388

To Whom It May Concern:

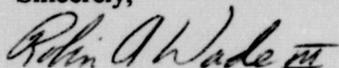
I am submitting this statement in support of the transaction proposed by CSX, Conrail and NS on behalf of Wade Sand & Gravel Co., Inc. which is located in Birmingham, Alabama at 1200 10th Street W., zip code 35204.

Our company has been in the crushed stone business for over 65 years. Our company sends shipments of stone to various parts of the southeast via CSX. We also load materials that are shipped via truck.

Because the combined system that will result from the acquisition of Conrail by CSX and NS will provide increased competition with trucks, our company should benefit from lower costs and better service that a competitive environment should encourage. Moreover, improved rail service may divert some present truck shipments to rail.

For these reasons, we strongly urge the Surface Transportation Board to allow CSX, Conrail and NS to complete the proposed transaction.

Sincerely,



**Robin A. Wade III**  
President  
**Wade Sand & Gravel Co., Inc.**

RAW/rjw



## WAHL REFRACTORIES, INC.

GREEN SPRINGS RD. • P.O. BOX 530 • FREMONT, OHIO 43420 • 419-334-2658 • FAX 419-334-9445

Verified Statement on behalf of  
Wahl Refractories Inc.  
Finance Docket No. 33388

My name is Dave Newsom, and I am the Buyer/Planner of Wahl Refractories Inc. I have held my present position for 3 years. My duties include ordering raw materials and when ordering specify the means of transportation.

Wahl Refractories Inc. is a manufacture of castables and precast shapes use in heat related applications. We have a facility a 767 State Route 19 South Fremont, OH 43420. This facility is presently served by NS. We receive from suppliers located at Andersonville GA. During 1996, we received 18 carloads and 90 trailers from this origin. We receive 1 or 2 Hopper cars per month. We also receive 1 or 2 trailers per week.

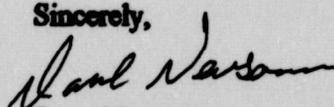
We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service 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 enjoy single line service into the Northeast. We have used NS for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire.

The reason we support NS whole heartily is because of their equipment availability and their excellent customer service.

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

I, Dave Newsom, 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.

Sincerely,

  
Dave Newsom



Walker-Williams Lumber Company Inc.

930 2nd Ave.

Columbus, GA 31901

(706) 323-4491 Fax: (706) 322-2635

May 30, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K St., N.W.  
Washington, DC 204230-0001

RE: CST 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 Jed Roberts, and I am Manager of Transportation for Walker-Williams Lumber Co. My duties include rail and truck transportation of lumber materials.

Walker-Williams Lumber Co. produces and sells lumber products and rail transportation plays a vital role in our business as we greatly depend on railroads to meet our customer's expectations.

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

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

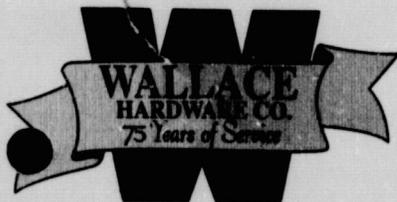
I, Jed Roberts, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 30, 1997.

Sincerely,

A handwritten signature in dark ink that reads "Jed Roberts".

Jed Roberts  
Manager of Transportation  
Walker-Williams Lumber Co., Inc.

cc: CSX Representative  
Mr. AL Williams



75th Anniversary, 1922-1997  
**WALLACE HARDWARE CO., INC.**  
5050 S. Davy Crockett Parkway  
Morristown, Tennessee 37815-6004  
Phone: (423) 586-5650 • FAX (423) 581-0766



May 22, 1997



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



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

Dear Mr. Williams;

My name is Gary Hardin and I am Vice President Lumber & Building Materials with Wallace Hardware Company, Morristown, TN. A competitive rail system is imperative to our business involving selling and distributing lumber and other building materials. We receive these products from various origins with occasional movements from eastern Canada in connection with Conrail. With a single line move from Conrail points in the northeast to the south, the reduced service time and costs should enable us to source more material from the northeast.

We are served by NS in Morristown and feel that the CSX/NS proposal to purchase and divide Conrail offers the most competitive climate possible in the northeast. This plan offers a competitive service by two major carriers and this should greatly improve trade between the northeast and south. For this reason we strongly support the CSX/NS proposal.

Sincerely,

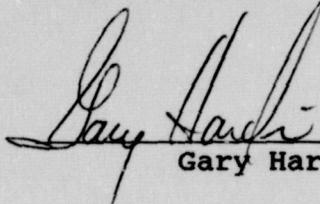
A handwritten signature in cursive script that reads 'Gary Hardin'.

Gary Hardin  
Vice President LBM

**VERIFICATION**

I, Gary Hardin, 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

  
\_\_\_\_\_  
Gary Hardin

May 6, 1997



**WAREHOUSE  
SPECIALISTS, INC.**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, DC 20423-00011

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

Dear Mr. Williams:

The following is the Verified Statement on behalf of Warehouse Specialists Inc. (Finance Docket #33388).

**Verified Statement of  
WAREHOUSE SPECIALISTS, INC.**

My name is Robert J. Schroeder, and I am Vice President/General Manager of Warehouse Specialists, Inc. ("WSI"). I have held my position for 13 years. My duties include the overall administration of company operations, facility expansions, contract negotiations and financial dealings.

WSI is a public warehousing/distribution company with over 7.5 millions square feet nationwide. We have facilities located in Allentown, PA; Appleton, Neenah, Menasha, Fond du Lac, Wisconsin Rapids, Plover, Stevens Point, Green Bay and Combined Locks, WI; Phoenix, AZ; Littleton (Denver), CO; Portland, OR; and, National City (San Diego area), Pomona (Los Angeles area) and Montebello, CA. Our facility in Allentown, PA, is presently served by the Conrail. We receive and ship inventory for our customers to/from points in Canada and throughout the United States.

2525 N. CASALOMA DRIVE, P.O. BOX 2397, APPLETON, WI 54913-2397  
PHONE 414-830-5000, TOLL FREE 800-999-2545, FAX 414-830-5199

MEMBER OF AMERICAN WAREHOUSE ASSOCIATION • MEMBER OF WISCONSIN WAREHOUSE ASSOCIATION

Mr. Vernon A. Williams  
May 6, 1997  
Page Two

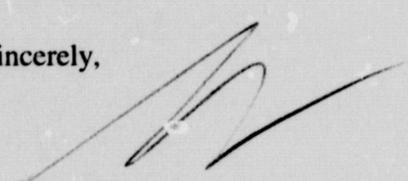


We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of Conrail and would ultimately be served by NS, we would welcome the benefits of increased market access for single-line 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 and CSX for several years in various multi-line transactions and have been satisfied with their service. We are confident that they would be able to provide good service on any Conrail lines which either railroad acquires.

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

I, Robert J. Schroeder, 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 6<sup>th</sup> day of May, 1997.

Sincerely,



Robert J. Schroeder  
Vice President/General Manager

RJS:epg



**WARREN PETROLEUM COMPANY,**  
Limited Partnership

An NCC Company

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

RE: STB Finance Docket Number 33388

Dear Secretary Williams:

My name is Janice Rowland, I am Rail Operations Manager for Warren Petroleum Company, Limited Partnership in Houston, Texas, our office address is 1000 Louisiana Suite 5800, Houston, Texas 77002-5050. Our company ships Propane and Butanes in the United States and Canada. We ship via Rail, Barge, and Truck. We are considered the largest gas liquids company in the United States. I am writing to offer our support for the proposed joint acquisition of Conrail by CSX and NS.

Although, Conrail does not handle a significant volume of direct shipments, with the merger of the CSX and the Conrail this would increase our direct movements on both rail systems. All of our North and Northeastern supply points are served by either CSX or Conrail. By dividing Conrail's assets between CSX and NS, we feel that we can get a more favorable rates that would result from single-line service and enhanced competition between CSX and NS. Therefore creating more business not only for the CSX and Conrail but enable us to capture a larger market share in the eastern United States.

We hope that with this transaction, with the increased number of destinations able to be reached in single-line service, we are more likely to be able to move outbound finished product by rail into the Eastern United States than by other modes of transportation. With a single line we are also looking for less delays so that we are able to deliver valuable propane in the winter months to customers in desperate need.

Warren supports the joint application of CSX, NS, and Conrail and requests that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency, and offer more competitive rates.

I, Janice Rowland, 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

Janice Rowland

cc: David M. LeVan  
Chairman  
Consolidated Rail Corporation  
2001 Market Street, 17-N  
Philadelphia, PA 19101-1417

1000 Louisiana • Suite 5800  
Houston, Texas • 77002-5050  
Tel 713.507.6590  
Fax 713.507.3715



**Warrenton Resources, Incorporated**

**May 19, 1997**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket # 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 #33388.

Dear Mr. Williams,

My name is Robert J. Hartman, I am the Traffic Manager for Warrenton Resources Inc. located at 1710 Daniel Boone Industrial Park, Warrenton, MO 63383. As Traffic Manager, my responsibilities include arranging for rail service and negotiation of rail contracts. I have been employed in the transportation field for 25 years.

My company is a secondary copper remelt facility, producing fire refined copper ingots. Our customer base includes brass mills, aluminum foundries and steel mills. Presently we produce 7MM pounds of product per month, of which 20% is planned for shipment via rail.

The NS Railroad has provided excellent customer service and support over the years to my company. I believe the proposed split-up of Conrail to the NS and CSX would enhance service.

After reviewing the proposed division of the Conrail route system, it appears to be a fair and equitable solution. Having a healthy competition in this proposed area is helpful not only for my company but for all companies served by these two railways.

I ask that the Surface Transportation Board expedite the approval of the application detailing the NS/CSX acquisition of Conrail.

I, Robert J. Hartman 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.

*Robert J. Hartman*

730



# Warrior Coal Corporation

P.O. Box 1223  
Madisonville, Kentucky 42431  
Telephone: 502-825-4600  
Fax: 502-825-3601

## VERIFIED STATEMENT OF

**Steven A. Hicks**

on behalf of

**Warrior Coal Corporation**

**Finance Docket No. 33388**

**CSX Corporation and CSX Transportation, Inc.**

**Norfolk Southern Corporation and**

**Norfolk Southern Railway Corporation**

**-Control and Operating Lease/Agreements-**

**Conrail Inc. and Consolidated Rail Corporation**

I am, Steven A. Hicks, Vice President, of sales for Warrior Coal Corporation. I am responsible for overseeing all transportation requirements. I am writing to express my company's support for the acquisition of Conrail by CSX and NS.

Warrior Coal Corporation sales coal and arranges transportation to our customers, who are industrial users and power plants located all over the eastern United States. We handle approximately 3,000 to 7,500 carloads of coal annually.

We believe that the acquisition of Conrail by CSX and NS will allow us the opportunity to expand and extend our market reach in the southeast. In our business, consistent and reliable rail transportation is crucial to our logistics management. The coal industry often experiences unexpected shortages. The acquisition will increase the number of rail cars available for our shipments, thereby enhancing the consistency of our transit times.

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

I, Steven A. Hicks, declare under penalty of perjury that the forgoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 15th day of May, 1997.



## Warrior Coal Corporation

P.O. Box 1223  
Madisonville, Kentucky 42431  
Telephone: 502-825-4580  
Fax: 502-825-3601

May 14, 1997

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

I am David L. Roberts, President of Warrior Coal Corporation. Our company is located in Hopkins Co., Ky. I am writing to show our support for the acquisition of Conrail by CSX and NS.

Warrior produces and ships coal to utilities located in Alabama, Kentucky, and Tennessee. We load approximately 10,000 carloads of coal annually on CSX.

This acquisition should improve equipment availability and potentially open up new markets for Warrior. Accordingly, I support the acquisition and am hopeful the Board will approve the joint application of CSX and NS.

Respectfully,

  
David L. Roberts  
President

I, David L. 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 this 14th day of May, 1997.

DLR/rv

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

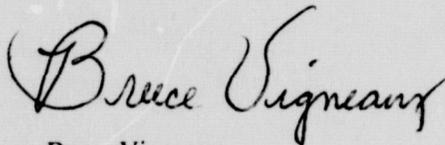
Dear Secretary Williams:

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, Bruce Vigneaux, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 6 day of MAY, 1997, 1997.



Bruce Vigneaux  
Plant Manager  
Washington Mills



PO Box 70971 • Charleston, SC 29415  
(803) 566-7067 • FAX: (803) 566-7066

May 15, 1997

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

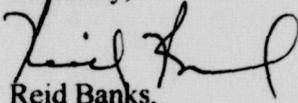
RE: CSX Corporation and CSX Transportation, Inc.; Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements-Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388.

Dear Mr. Williams:

My name is Reid Banks. I am President of Water Recovery Systems. We are located in Charleston, SC. We specialized in the treatment and disposal of industrial wastewater.

If our company is to continue to grow and prosper, we need a strong railroad system to meet our transportation needs. We believe the CSX Corporation and Norfolk Southern Corporation plan will create this type of transportation system.

Sincerely,

  
Reid Banks,  
President

VERIFICATION

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

  
Reid Banks

# WATKINS MARKETING & ASSOCIATES, INC.

804 PARKWAY 575  
WOODSTOCK, GEORGIA 30188  
770-591-9438  
FAX 770-591-4633

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 - and Consolidated Rail Corporation.

Dear Secretary Williams:

My name is Steve Khan, and I am Vice President of Watkins Marketing & Associates, Inc. located in Woodstock, Georgia. Among my various responsibilities with Watkins Marketing, I am in charge of tracking expenses and coordinating shipping strategies for our company's materials. The purpose of this letter is to offer my company's support for the application from CSX and Norfolk Southern to acquire Conrail. I hope the Surface Transportation Board will carefully consider and approve it.

Our company has been in the business of buying and selling chemicals for 10 years. We are located just north of Atlanta, and we haul quantities of chemicals - - primarily chlorine and caustic soda - - both by rail and by truck. Our primary rail carrier right now is CSX.

Watkins Marketing & Associates believes the proposed acquisition of Conrail by CSX and Norfolk Southern would benefit our company and our customers for many reasons:

- Better routing and better rates. The Conrail acquisition would greatly expand Watkins' access to single-line rail service, giving us better and more direct service to more shipping points, plus reducing many of the costs and inconvenience we now face due to delays at different interchanges. Expanded single-line service would also offer us some of the more flexible routing we now rely on trucking for. The STB knows better than anyone that the various railroad mergers that have taken place since 1980 have led to greater efficiency and lower costs for railroads and their customers across the country. Our company would certainly look forward to better service and better rates.
- More competitive with trucking. The trucking industry now controls close to ninety percent of the cargo hauling business in the eastern US, mostly due to their ability to deliver goods quickly and directly. The expanded single-line rail service that would result from the Conrail acquisition would make transport much more competitive with truck transport, which would lead to a more competitive freight transportation industry overall.

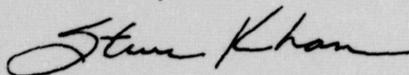
- Access to more markets. While our company relies primarily on CSX right now, the addition of Conrail's and Norfolk Southern's rail-lines in northern and southern markets would offer our company new opportunities and better direct access to new regions. Direct routes from our part of the country to the Northeast simply do not exist right now. The Conrail acquisition would make such routes available.
- Better Service. The creation of two competitive and balanced rail companies that would result from this acquisition would most likely provide better-integrated service and facilities for customers like Watkins Marketing. CSX, for example, does not weigh cars in Atlanta - - one of our primary points for sending and receiving materials - meaning we have to rely on another railroad to weigh our loads for us. This adds to the cost and time of our shipments. The bigger equipment supply and better coordination that would result from the Conrail acquisition would most likely lead to better-coordinated and better availability of equipment, cars and facilities.

Overall, the acquisition of Conrail by CSX and Norfolk Southern would lead to rail service for my company that is more direct, more time sensitive, and less expensive. I strongly encourage the STB to consider and approve this application.

I, Steve Khan, 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,



Steve Khan

May 8, 1997

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



Incorporated 1909

watseka  
farmers  
grain  
company  
co-operative

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 Cameron Charles. I am the General Manager of Watseka Farmers Grain Company, located in Watseka, Illinois. My company has been in business for 90 years. I am writing to express our support for the application, by CSX and NS, to acquire Conrail. We believe this serves the interests of all rail users, and we strongly urge the Surface Transportation Board to approve it.

The Watseka Farmers Grain Company ships corn and soybeans to end users. We ship about 830 carloads of corn and soybeans by rail annually. Our carriers are CSX and Union Pacific. We also use trucks and barges.

From my company's viewpoint, the great advantage of the proposed acquisition of Conrail is that it will significantly increase our market reach. In particular, we look forward to obtaining greater, more direct rail access to Southeastern consumption points. This should enlarge our customer base considerably.

In conclusion, Watseka Grain Company strongly supports the application to acquire Conrail. We request the Board to grant its approval promptly.

I, Cameron Charles, 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.

737



Incorporated 1909  
watsaka  
farmers  
grain  
company  
co-operative

Executed this 8th day of May, 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Cameron Charles'.

Cameron Charles



45 SHARPE DRIVE • CRANSTON, RI 02920 • 401/463-7020 • FAX 401/463-3466

Miller  
HIGH LIFE



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

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

**VERIFIED STATEMENT OF TERRANCE J. PHILBIN  
WAYNE DISTRIBUTING CO.**

My name is Terrance J. Philbin and I am Operations Manager of Wayne Distributing Co. I have held my present position for 25 years. My duties include management of shipping, receiving and warehousing.

Wayne Distributing Co. is a distributor of beer and wine and we have breweries located at Trenton, Ohio and Eden, NC. We are serviced from these breweries by NS & CR and we ship/receive approximately 200 cars per year.

There is a distinct need for two competing railroads in the Northeast, and I support STB approval of the joint application by which Norfolk Southern and CSX plan to acquire Conrail, divide its assets and improve the balance of rail competition in the Northeast.

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

Sincerely,

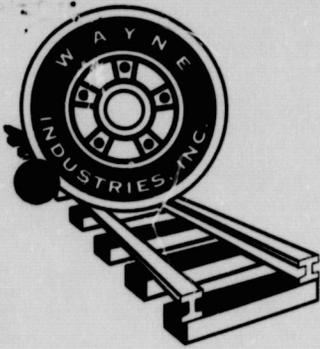
Terrance J. Philbin, Operations Manager  
Wayne Distributing Co.



Colt U  
45 001

CRIBARI

739



**WAYNE INDUSTRIES, INC.**

A SteelPro Affiliate

May 20 , 1997

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

**VERIFIED STATEMENT**

Re: STB Finance Docket Number 33388

Dear Secretary Williams:

My name is James A. Russo. I am the owner of Wayne Industries, 36253 Michigan Avenue, Wayne, Michigan 48184.

My firm is responsible for coordinating and providing transportation and warehousing services exclusively for the automobile manufacturers from three separately-operated facilities.

My firm has been in existence for 35 plus years and I am writing to offer my companies strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly.

Wayne Industries is a medium-sized provider of warehousing and trucking services of steel products. These products are integrated with rail transportation of both Conrail and CSX Transportation that supports just-in-time delivery of materials to the assembly and manufacturing lines of the automobile manufacturers.

We receive approximately 10,000 carloads annually of steel products to our warehouse facilities in Grand Rapids, Michigan, Macedonia, Ohio and here in Wayne, Michigan. Our Grand Rapids facility is served by CSXT; our Macedonia, Ohio facility is served by Conrail, while our Wayne, Michigan facility is served directly by both Conrail and CSXT. Most of our inbound material is

Vernon A. Williams

May 20, 1997

Page 2

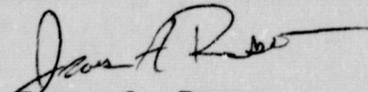
received by rail, while the outbound material is primarily shipped by truck.

Wayne Industries believes that the proposed transaction would be in our overall best interest as well as the customers we serve. We strongly urge the Board to approve this application for the reasons illustrated below:

1. We believe that the joint acquisition of Conrail would produce better service, better equipment utilization and more competitive rates due to enhanced competition between CSX and NS and new single-line service. Conrail and CSXT each serve a number of the steel mills and as such, we would have more efficient single-line service from more steel mills with the expanded CSX and NS systems. Our experience is that single-line service is faster, more reliable, less costly and easier to track car-in-train movements.
2. We believe that the transaction would increase rail business and because of the integration of rail into our warehousing services, Wayne Industries will also see an increase in business.

In conclusion, Wayne Industries supports the joint application of CSX, NS and Conrail and requests that the Board move as quickly as possible to assure approval.

I, James A. Russo declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 20th day of May, 1997.

  
James A. Russo

VERIFIED STATEMENT OF WEIL BROTHERS COTTON COMPANY

My name is Tommy Miller, and I am Traffic Manager, Weil Brothers Cotton Company. I have held my present position for ten years. My duties include responsibility for all transportation of my company.

Weil Brothers is a merchandiser, receiver and shipper of baled cotton. We have facilities located at many cotton warehouses in the United States. These facilities are presently served by several railroads. We receive and ship from customers in many areas of the country, located on several railroads. During 1996 we received and shipped over 1000 car loads cotton to and from these locations.

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

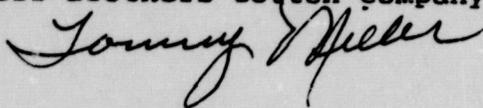
In addition, we looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide increased market penetration to areas in which we have been unable to compete 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, Tommy Miller, declare uner penalty of perjury that the foregoing is true and correct. Futher, I certify that I am qualified and authorized to file this verified statement. Executed on April 30, 1997.

Sincerely,

Tommy Miller, Traffic Manager  
Weil Brothers Cotton Company



# WELL LUCK CO., INC.

302 MORRIS PESIN DRIVE  
JERSEY CITY, N.J. 07305

TEL: (201) 434-1177 Fax: (201) 434-2540

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

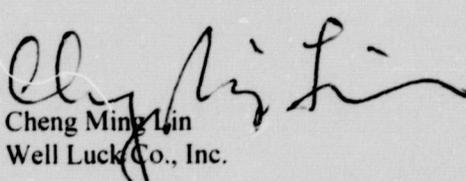
Dear Secretary Williams:

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, Cheng Ming Lin, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 29<sup>th</sup> day of April, 1997.

  
Cheng Ming Lin  
Well Luck Co., Inc.



WELLSVILLE *Fire Brick* COMPANY

(573) 684-2222  
FAX: (573) 684-2946

P.O. Box 71, W. Hwy. 19  
WELLSVILLE, MO 63384

May 22, 1997

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

Dear Mr. Williams:

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

Wellsville Fire Brick Company is a manufacturer of refractory products, which are used worldwide by steel mills, cement companies, foundries, glass producers, and many other industries where high temperatures are a part of their manufacturing processes.

As Comptroller for Wellsville Fire Brick Company, my responsibilities include overseeing the Purchasing Department and the Order/Customer Service Department. As a result, I am directly involved in movement of raw materials into our facility and movement of finished goods out of our facility.

Our facilities are located at Wellsville, Missouri, and are currently served by Norfolk Southern. During calendar 1996, we received approximately 16,000 tons of raw materials by truck and rail, 10,000 tons by truck and 6,000 by rail. These figures do not include another 30,000 tons of locally mined clay which was hauled by a local mining contractor.

The outbound freight leaving our facility is primarily handled by trucks. We do, however, ship a growing number of export orders in containers, and have acquired a few more accounts in the western part of the country who request we ship by rail.

The acquisition and division of Conrail by Norfolk Southern and CSX, as explained to me, will give our company more competitive alternatives in moving material around the country, both in terms of inbound freight and outbound freight. The raw materials used at our facility originating in the Northeastern part of the country are moved by truck, because of our uniformly bad experiences with Conrail. We are looking forward to using rail from that part of the country again. There is a need for strong competitive railroads in the Northeastern part of the country.

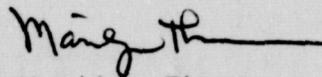
Norfolk Southern has done an excellent job delivering freight to our company. We also rely on CSX for moving inbound raw materials from one of our vendors, for the first few hundred miles until the loads transfer to Norfolk Southern for the final leg, and have found their service to be outstanding.

We look forward to and support the acquisition and division of Conrail by Norfolk Southern and CSX. We would expect the result of this acquisition and division to be more competitive pricing and more reliable service, thus allowing us to once again utilize rail service from the Northeastern part of the country.

We look forward to the finalization of this acquisition and division so we can expand our use of economical, reliable rail service.

Sincerely,

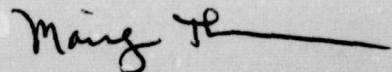
WELLSVILLE FIRE BRICK COMPANY



Marilyn Thomas  
Comptroller

VERIFICATION

I, Marilyn Thomas, 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 22, 1997.





## FARM PRODUCTS

P.O. BOX 40 • TEMPLE, TEXAS 76503-0040 • (817) 773-5211 • 800-792-3038

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, Dennis A. Jupe, 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<sup>th</sup> day of May, 1997.

Dennis A. Jupe  
President  
Wendland's Farm Products

April 1997

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

VERIFIED STATEMENT

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

Dear Secretary Williams:

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

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

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

I, Charles McGrane, 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 1 day of MAY, 1997.



Charles McGrane  
Director of Purchasing  
West Haven Lumber

**WEST MICHIGAN CONSOLIDATORS  
901 FREEMAN AVE. S.W.  
GRAND RAPIDS, MI 49503**

**616-459-4380  
616-459-4820 FAX**

May 8, 1997

**Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1201 Constitution Avenue 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 Frederick G. Holland, and I am the General Manager of West Michigan Consolidators, 901 Freeman Avenue, Grand Rapids, Michigan. I have held my present position for approximately fifteen years. My duties include selecting the rail routings for our customers with regard to their International Inland Transportation.

West Michigan Consolidators is a shipper's agent dedicated exclusively to moving containers, in Export and Import service, to or from any point in the Continental United States to or from any port. For this reason, we use the services of all the major railroads in the country. During 1996, we shipped 2500 containerloads combined in all rail lanes.

It is my understanding that CSX and the NS intend to file an application to control Conrail, and to divide and operate it's routes as part of their existing systems. Opening Conrail markets to service by two rail carriers of comparable size and scope, each of which have current rail contracts with our company, will offer us the advantages of competitive service and pricing. For too long, customers which ship or receive into and out of the Northeast have had the service of one powerful rail carrier, who blocked participation in volume contracts of small- medium consolidators. This particular carrier had the strongest service and pricing advantages, that West Michigan Consolidators could utilize only through co-loading arrangements.

Since we hold current international contracts with both CSX and NS, this should no longer be a problem, regardless of the fate of the Conrail.

In addition to the reason stated above, my company would welcome a swift and fair decision on the Conrail situation, so that both CSX and NS could begin to plan for the future accordingly. The emphasis should now shift from the purchase of the Conrail, to the proper use of the traffic lanes for the customers we represent. Both are fine railroads and we are committed to Intermodal transportation. Splitting the trackage seems like the logical solution to keep both railroads viable, and in turn, we hope to see any capital improvements, service and price competition that results, reflect favorably on the container movements of our customer base.

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

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

Sincerely,

Frederick G. Holland  
General Manager  
West Michigan Consolidators



☐ 3504 Shipwright St. (23703)  
P.O. Box 7788  
Portsmouth, VA 23707  
(757) 484-6230  
FAX (757) 484-4937

☐ I-95 at Atlee Road (23005)  
P.O. Box 9730  
Richmond, VA 23228  
(804) 550-2816  
FAX (804) 550-2677

☐ 8102 Alban Road  
Springfield, VA 22150  
(703) 569-5650  
FAX (703) 569-8647

☐ 4546 Thirlane Road, NW  
Roanoke, VA 24019  
(540) 362-1608  
FAX (540) 362-7183

☐ 3100 MacCorkle Avenue, SW  
P.O. Box 8245  
South Charleston, WV 25303  
(304) 744-1511  
FAX (304) 744-3584

1616 Metric Avenue, SW  
Canton, OH 44706  
(330) 454-8800  
FAX (330) 454-6126

☐ 14701 Highway 15 South  
Lost Creek, KY 41348  
(606) 666-4981  
FAX (606) 666-2474

☐ 286 Luray Drive  
P.O. Box 2069  
Wintersville, OH 43952  
(614) 264-7121  
FAX (614) 264-4712

VERIFIED STATEMENT OF  
WESTERN BRANCH DIESEL, INC.  
FINANCE DOCKET NO. 33388

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

Dear Mr. Williams:

My name is Herb Haneman, and I am President of Western Branch Diesel, Inc., 3504 Shipwright Street, Portsmouth, VA 23703. I have held my present position for 24 years. My duties include complete responsibility for all aspects of the distribution of diesel engines, parts and service.

Western Branch Diesel, Inc. is an authorized distributor of Detroit Diesel engines, parts and service. We work with NS at the following locations: Chesapeake, VA; Norfolk, VA; and Roanoke, VA. In addition, we work with Conrail and CSX.

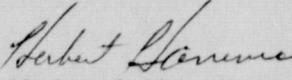
Based on our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail,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

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. 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, Herbert A. Haneman, 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,

  
Herbert A. Haneman  
President

HAH:clk

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 Billy Ezernack, and I am Dispatcher for Western Brick Company in Houston, Texas, for nearly 30 years a supplier of bricks and building materials across Texas. I am writing on behalf of Western Brick to show our strong support for the acquisition of Conrail by Norfolk Southern and CSX.

As we see it, the transaction will create significant benefits, including:

*More direct line shipping.* At present, we ship through Southern Pacific and UP, as well as utilizing truck transport. CSX and NS have not been competitive alternatives for us simply because their route system requires puts too many interchanges between us and our suppliers. CSX and NS's purchase of Conrail's lines will mean more direct service, expanding our shipping options.

*Lower costs.* As CSX and NS absorb Conrail routes into a more rational system, we'll see more competition which will lower costs, particularly costs for truck transport. That will be great news for companies like ours that depend on transport, and for consumers as well as price savings are passed along in our competitive economy.

*Better equipment and space utilization.* Like other companies, Western Brick will benefit from more timely transport in terms of its production schedule and space utilization. Again, efficiencies in one industry tend to create efficiencies in related sectors of the economy, just as efficiencies in one part of a company's operations can

create efficiencies up and down the line. That may be the best reason for the STB to look favorably on the Conrail sale.

On behalf of our company, I thank the STB for allowing this opportunity to comment. We urge the Board to approve the sale of Conrail without delay.

I, Billy Ezernack, 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 "Billy Ezernack". The signature is written in dark ink and is positioned above the printed name.

Billy Ezernack

VERIFIED STATEMENT ON BEHALF OF WESTRAN SERVICES LIMITED  
FINANCE DOCKET NO. 33388

My name is Heward C. Little, and I am President of Westran Services Limited. I have held my present position for 15 years.

Westran Services Limited (Westran) provides transportation services for lumber from British Columbia mills to destinations throughout the United States, using trucks to our transload and storage facility served by Burlington Northern Santa Fe at New Westminster, B.C. and rail beyond.

Westran operates 126 railcars including seventy 73' Centerbeam Cars under long term lease and fifty-six 53' Bulkhead Flats purchased in 1994. Since 1983 Westran has shipped more than 25,000 carloads including 3352 in 1996.

Beginning in 1993, Westran worked closely with Conrail and BNSF to attract lumber shipments which had traditionally moved by vessel from Vancouver, B.C. to East Coast ports in New York, New Jersey, Delaware and Maryland. In 1994 Westran purchased 56 bulkhead flats and equipped them with a belt tie down system to achieve lower loading and unloading costs. Westran has been granted a U.S. patent for its design. The cars were specifically acquired and converted to handle lumber to the Northeastern U.S.

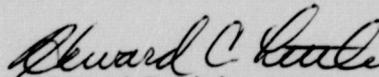
The joint efforts of Westran, Conrail and BNSF have been effective. In both 1995 and 1996 Westran shipped over 900 carloads to Conrail destinations. Westran clearly has a significant commitment to, and interest in, rail service to the area served by Conrail.

Westran has been well served by Conrail on traffic into the Northeast. When plans were announced in 1996, whereby Conrail would be acquired by CSX, we were very concerned since we had never been able to develop any joint business with CSX.

The subsequent proposals by Norfolk Southern addressed most of Westran's concerns. The current application for the acquisition and division of Conrail by NS and CSX as explained to me and described in their application meets our competitive expectations and needs. The presence of at least two strong carriers in the Northeast should encourage healthy competition and enhance Westran's ability to attract and maintain lumber traffic for rail movement which has traditionally been handled by water via the Panama Canal.

I appreciate the opportunity of making our views on this application known and would be pleased to provide additional information if required.

I, Heward C. Little, 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.

  
Heward C. Little.  
President.

755



# Western Sunset International

May 22, 1997

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

Dear Mr. Williams,

Western Sunset International is a warehouse, distribution and transportation company located in Rancho Dominguez, California.

My name is Richard D. Hendricks; I am the managing general partner with responsibilities through my Director of Operations and Transportation Manager for warehouse operations, local and inland transportation and finance.

We strongly support expedited approval of the transaction which will allow Norfolk Southern and CSX to acquire Conrail and divide its assets. The single line service proposed by Norfolk Southern would benefit our company, allowing us to better compete into and from the Northeast. Presently the joint line rail service to and from the Northeast does not provide truck competitive service or rates.

The Norfolk Southern is well known for providing superior service. Their operational capabilities extended to any Conrail Lines would be very welcome.

Again, I strongly support expedited approval of the application of Norfolk Southern and CSX to acquire Conrail.

I, Richard D. Hendricks, 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 on May 22, 1997.

Sincerely,

**WESTERN SUNSET INTERNATIONAL**

Richard D. Hendricks  
General Partner

RDH:dw

**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

---

**FINANCE DOCKET NO. 33388**

---

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

---

**VERIFIED STATEMENT  
OF**

**James C. Pontious**

---

**WABCO WESTINGHOUSE AIR BRAKE COMPANY**  
Freight Marketing Department  
Wilmerding, PA 15148-0001

Phone: (412) 825-1102  
Fax: (412) 825-1499

**VERIFIED STATEMENT OF James C. Pontious**

**Westinghouse Air Brake Company**

My name is James C. Pontious, and I am Vice President of Sales and Marketing for the Westinghouse Air Brake Company. I have held my present position for seven (7) years. My duties include responsibility for Sales and Marketing of our products from ten (10) different plants located throughout the eastern U.S. and Ontario, Canada. We make daily shipments from all of our facilities by truck and intermodal carriers. Our annual budget for transportation exceeds \$2 Million.

We support the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since we market railcar products to both railroads and their customers, we would welcome the benefit of increased eastern rail market competition which will stimulate the demand for more rail cars and thus railcar products.

There is a distinct need for balanced rail competition in the East. Many rail customers operate private cars and use our products. These companies must compete on a global basis and look to railroads for cost savings whenever possible. Transportation expenses are a major product cost item for most companies and improved competition will continue to lower the cost of transportation. We are pleased that the average cost of transportation has dropped considerably since deregulation of the railroads occurred in 1980 and we believe that the planned purchase of Conrail by CSX and Norfolk Southern Railroads will further improve rail competition and related efficiencies in the northeast US. We believe approval will:

- improve the efficiency of single line service to more customers including ourselves and

**WABCO WESTINGHOUSE AIR BRAKE COMPANY**  
Freight Marketing Department  
Wilmerding, PA 15148-0001

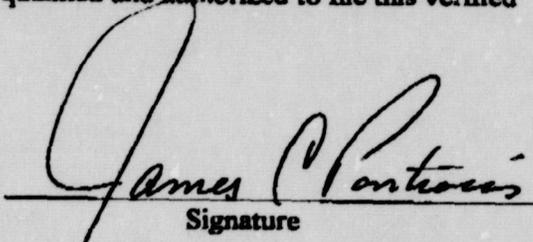
Phone: (412) 825-1102  
Fax: (412) 825-1499

- improve equipment utilization through better, more-direct and faster service, which will also help to reduce truck traffic on major interstate highways through increased use of intermodal services and
- extend CSX and NS's quality service to new markets.

It is our understanding that approval will provide almost equal market share for CSX and NS east of the Mississippi. The proposed division of Conrail seems to clearly meet the Principles of Balanced Competition as large markets need two railroads which own their own routes and terminal areas.

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

I, James C. Pontious, 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.

  
Signature

cc: William A. Wiles, Norfolk Southern Corp.  
John W. Basso, VP Supply and Service Management, CSX

VERIFIED STATEMENT OF  
WESTVACO 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 John R. Smith, and I am the Director of Transportation for Westvaco Corporation. Westvaco is located at 1011 Boulder Springs Drive, Richmond, VA 232250. I have held my present position for 7 years and have worked for Westvaco for 29 years. My duties include responsibility for Westvaco's transportation and include the presentation of verified statements before regulatory bodies on behalf of Westvaco.

Westvaco supports the acquisition and subsequent division of Conrail by CSX Corporation and the Norfolk Southern Corporation. This transaction will improve Westvaco's Rail Transportation service to the area now served by Conrail, and will create new and balanced competition to the largest markets in the east. In 1996, Westvaco originated or destined over 4,200 cars on Conrail.

Westvaco is a major manufacturer of papers for high-quality graphic reproduction, consumer and industrial packaging, and specialty chemicals for a host of industrial and environmental applications. All of our products are supported with aggressive research and development and responsive customer service. Throughout our worldwide marketing and distribution network, we

supply many of our domestic products to the markets of the world through our sales offices in over 50 cities throughout the world. We have facilities located at Covington, VA, Charleston, SC, Luke, MD, Newark, DL and Richmond, VA, served by either the Norfolk Southern, CSX Transportation, or both. In addition, Westvaco has a paper mill in Tyrone, PA located on the Nittany and Bald Eagle railroad, whose only connection is Conrail.

It is clear that today, we are in an era of significant structural change for railroads. We have seen railroad consolidation on an unprecedented scale. This acquisition and division of Conrail continues that structural change, and rationalizes the operations of the eastern rail system. The choice of the acquiring partners is a good choice for this transaction. Both, the Norfolk Southern and CSX bring financial strength to the transaction and they are excellent operating railroads.

This acquisition significantly increases the scope of each carrier and creates significantly greater competition in the rail markets that are now part of Conrail.

For Westvaco, this transaction will bring improved service not only because it will be single line and will avoid interchange, but because it will replace Conrail's service, that while adequate, is not equal to the service provided by the Norfolk Southern or CSX Transportation. Further, the new rail service will be rationalized as part of a greater system which should bring substantial improvements to our medium to long haul shipments.

We have used Norfolk Southern and CSX Transportation (and their predecessor companies) for over 100 years and have been satisfied with their service. We are confident that they would be able to provide good service on any Conrail lines which they acquire.

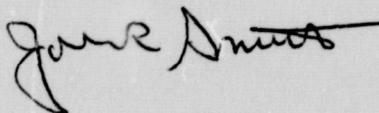
We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facilities are located on the lines of both Norfolk Southern and CSX Transportation, we would welcome the benefit of increased competition to markets that had been only served by Conrail. Joint line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which Norfolk Southern and CSXT proposes would be of benefit to us. With single line service, our facilities would be better able to compete in these markets with other companies now enjoying single line service into the Northeast.

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

I, John R. 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 23, 1997.

Sincerely,

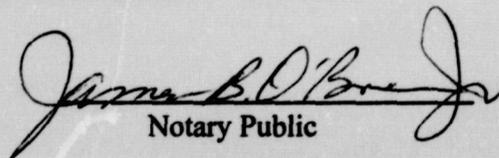


Certificate of Acknowledgment:

City/County of Richmond

Commonwealth of Virginia

The foregoing instrument was acknowledged before me this 22nd day of May, 1997,  
by John R. Smith.



Notary Public

My commission expires: DECEMBER 31, 1997

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

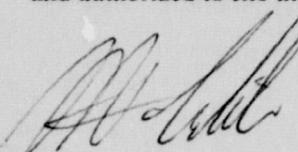
Dear Secretary Williams:

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, Susan Fedak, 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 9th day of May, 1997.



Susan Fedak  
Westway Terminal Company

**MAY 14, 1997**

**BEFORE THE  
SURFACE TRANSPORTATION BOARD  
FINANCE DOCKET NO. 33388  
VERIFIED STATEMENT OF  
WESTWAY TRADING CORPORATION  
ON BEHALF OF  
CSX AND NORFOLK SOUTHERN RRS**

**MY NAME IS RICHARD C. SHEPHERD, JR. I AM TRANSPORTATION DIRECTOR AT WESTWAY TRADING CORPORATION - 365 CANAL STREET, SUITE 2200, NEW ORLEANS, LA 70130. WESTWAY TRADING CORP. SUPPORTS THE PROPOSED JOINT ACQUISITION OF CONRAIL BY CSX AND NORFOLK SOUTHERN AND STRONGLY URGES THE BOARD TO APPROVE IT PROMPTLY.**

**I HAVE BEEN EMPLOYED WITH WESTWAY TRADING CORPORATION FOR THE PAST TEN YEARS. PRIOR TO THAT TIME, I HAVE HELD SIMILAR TRANSPORTATION POSITIONS WITH OTHER SHIPPERS FOR A TOTAL OF TWENTY-FIVE YEARS. AS TRANSPORTATION DIRECTOR, I AM RESPONSIBLE FOR THE ADMINISTRATION OF ALL RAIL ACTIVITIES AND FUNCTIONS WITHIN THE COMPANY.**

**WESTWAY TRADING CORPORATION IS A MAJOR DISTRIBUTOR OF MOLASSES PRODUCTS THROUGHOUT THE U.S. WITH 300+ EMPLOYEES. OUR PARENT, MAN GROUP, IN LONDON IS A WORLDWIDE TRADER OF BULK AND LIQUID COMMODITIES. WESTWAY TRADING SPENDS \$3 MILLION IN FREIGHT ANNUALLY. WITH OUR RECENT ACQUISITION OF CARGILL MOLASSES LIQUID PRODUCT DIVISION, WESTWAY WILL BE THE LARGEST DOMESTIC DISTRIBUTOR OF MOLASSES WITH SIGNIFICANT FUTURE GROWTH. AS TRADER, WESTWAY BUYS MOLASSES FROM VARIOUS DOMESTIC AND INTERNATIONAL**

**SUPPLIERS, TAKES TITLE TO GOODS AT ORIGIN THEN SHIPS TO VARIOUS WESTWAY DISTRIBUTION FACILITIES FOR STORAGE EN ROUTE OR DIRECT TO RECEIVERS. MOST OF OUR LIQUID PRODUCT IS CONSUMED BY CATTLE FEED INDUSTRY AND SOME IN YEAST FERMENTATION INDUSTRIES.**

**IN MAKING LOGISTICS DECISIONS, FREIGHT RATES (RAIL, BARGE & TRUCK) AS WELL AS SERVICE ARE IMPORTANT CRITERIA. WESTWAY HAS A \$2 MILLION INVESTMENT IN A HUGE LEASED PRIVATE TANK CAR FLEET.**

**WESTWAY SUPPORTS THE ACQUISITION AND FEELS THAT THESE PRICE/SERVICE CONCERNS WILL BE ADDRESSED BY THE CSX/NS SYSTEM. SOME OF THE OBVIOUS ADVANTAGES WILL BE SINGLE LINE HAULS FROM BLACKSTRAP MOLASSES SUPPLIERS IN FLORIDA TO VARIOUS CONRAIL DESTINATIONS IN EAST, NOW CLOSED TO RECIPROCAL SWITCHING. IT WILL ALSO PROVIDE ACCESS TO VARIOUS CANE REFINERS ON EAST COAST, YONKERS, ETC. THAT ARE NOW ON CONRAIL CLOSED. IN ADDITION TO BETTER RATES AND SERVICE AS A RESULT OF SINGLE-LINE MOVES, THE BENEFITS IN EQUIPMENT UTILIZATION SHOULD REDUCE OUR OVERALL TRANSPORTATION COSTS.**

**BESIDES STIMULATING INTRA-MODAL COMPETITION, THE ACQUISITION WILL RESULT IN MORE INTRA-MODAL COMPETITION WITH TRUCK AND BARGE ALTERNATIVES. ONE BENEFITING LOCATION IS OUR PORT RICHMOND (PHILADELPHIA) WHICH IS A HUGE WESTWAY DISTRIBUTION FACILITY AND IS CURRENTLY CLOSED ON CONRAIL. COMPETITIVE ACCESS AT THIS TERMINAL SHOULD GREATLY EXPAND RAIL BUSINESS.**

IN CONCLUSION, WESTWAY TRADING STRONGLY URGES THE BOARD TO APPROVE THE JOINT ACQUISITION OF CONRAIL BY CSX ANF NORFOLK SOUTHERN. WE BELIEVE IT WILL RESULT IN A MORE EFFICIENT, COMPETITIVE RAIL SYSTEM AND WILL BE IN THE BEST INTEREST OF SHIPPING INDUSTRY NATIONWIDE.

I, RICHARD C. SHEPHERD, JR. DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT. FURTHER, I CERTIFY THAT I AM QUALIFIED AND AUTHORIZED TO FILE THIS VERIFIED STATEMENT. EXECUTED THIS 14TH DAY OF MAY 1997.

*Richard C. Shepherd Jr*

SWORN TO AND SUBSCRIBED  
BEFORE ME THIS 15<sup>th</sup> DAY  
OF May, 1997.

  
NOTARY PUBLIC

WM

**WESTWOOD MINING CO., INC.**

P. O. Box 1084 • Bluefield, VA 24605 • (703) 322-4066

May 12, 1997

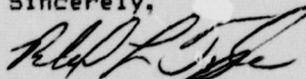
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, NW  
Washington, DC 20423-0001

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

Westwood 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.



May 23, 1997

206-924-4399  
Telex 152433  
Fax: 206-924-5956

Mr. Paul Flannery  
Account Executive - International Sales  
CSX Intermodal  
111 West Ocean Boulevard, Suite 1600  
Long Beach, CA 90802

Re: Joint Acquisition of Conrail by Norfolk Southern and CSX

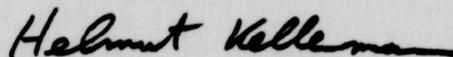
Dear Mr. Flannery:

Westwood Shipping Lines is an ocean carrier engaged in the transportation of international cargoes in containers and, as such, is a sizable user of rail services in performing the delivery of cargo in accordance with its intermodal bills of lading.

Westwood is a wholly owned subsidiary of Weyerhaeuser Company which has recently issued a statement to the STB in support of the agreement between the Norfolk Southern and the CSX Corporation to acquire the assets of Conrail Corporation.

A copy of Weyerhaeuser's statement of approval is attached and Westwood endorses the support of its parent company.

Yours truly,



Helmut Kellermann  
Director of Logistics

attachments



WHEELER TRAILER, INC.  
YARDS CONTAINER POOL

459 West 47th Street, Chicago, Illinois 60609  
4631 South Racine, Chicago, Illinois 60609

(312) 924-2300  
(312) 523-7400

**VERIFIED STATEMENT ON BEHALF OF WHEELER TRAILER, 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 Randy Wheeler, and I am the President of Wheeler Trailer, Inc., 4631 S. Racine, Chicago, IL 60609. I have held my present position for 25 years. My duties include ownership and supervision.

Wheeler Trailer and its subsidiaries store and repair overseas marine containers and have a Trucking company. We work with NS at the following locations: Lander's. In addition, we work with Conrail, CSX, BNSF and UP at Chicago.

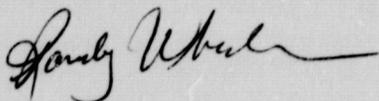
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by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



Randall E. Wheeler  
President  
Wheeler Trailer, Inc.

REW:sk



Verified Statement of  
Jack Bentley  
on behalf of  
Wheels International Freight Systems  
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 Jack Bentley of Wheels International Freight Systems Inc. Wheels International is located in Etobicoke, ON. I am responsible for Intermodal Management. I have been in my current position since 1988, and have worked in the transportation field for 25 years.

Wheels International is a Freight broker, providing all modes of transportation, both Internationally and Domestic.

An efficient and cost competitive transportation infrastructure is essential to the success of our business.

Wheels International moves approximately 5500 loads annually by rail. The joint acquisition of Conrail will be in Wheel'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.

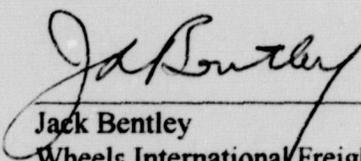
- 1) We believe that the joint acquisition of Conrail will produce better service and more competitive rates. We expect the joint acquisition to result in a more efficient system with more opportunities to triangulate, thereby allowing for more efficient equipment utilization.
- 2) We also anticipate that the joint acquisition will result in expanded markets with an increased number of destinations and origins available. The benefit is important to Wheels International 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 Jack Bentley, declare under perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement.  
Executed this 15th day of May, 1997.

  
\_\_\_\_\_  
Jack Bentley  
Wheels International Freight System Inc.

# Whitacre

Trucking Inc.

May 27, 1997

**VERIFIED STATEMENT OF  
WHITACRE TRUCKING, 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 Gary Whitacre, and I am President of Whitacre Trucking Inc, 12602 South Dixie Highway, Portage, OH 43451. I have held my present position for 9 years. My duties include soliciting and maintaining intermodal drayage in the Ohio market for our fleet of 80 trucks.

Whitacre Trucking is a motor carrier providing drayage services for third parties and railroads in Ohio, Michigan, and Indiana. We work with NS at the following locations. Chicago, Detroit and Cincinnati. In addition, we work with all class 1 railroads. Chicago, Toledo, Detroit, Columbus, and Cincinnati.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail System. There is a need for service 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. Specifically, the ramp in Toledo, Ohio needs to be more price competitive, East and Westbound in order for our business to grow.

12602 South Dixie Hwy. • Portage, Ohio 43451 • (419) 686-2113 or (800) 686-9448

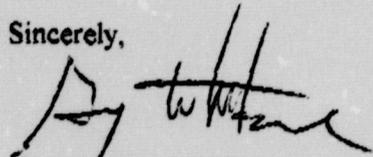
773

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, Gary Whitacre, 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 27th of May, 1997.

Sincerely,



Gary A. Whitacre  
President  
Whitacre Trucking, Inc

GAW/nrl

# **WHITAKER LOGISTICS CORPORATION**

**A wholly-owned subsidiary of Carroll Fulmer Group, Inc.**

**3217 Alton Park Blvd. Suite A.**

**Chattanooga, TN 37410**

**Telephone (423) 756-5623 Fax (423) 266-1116**

## **VERIFIED STATEMENT OF WHITAKER LOGISTICS CORP.** **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:

May 19, 1997

My name is Janie Wandell, and I am President of Whitaker Logistics Corporation, 3217 Alton Park Blvd., Suite A, Chattanooga, TN 37410. I have held my present position for the last 6 months. Prior to my current position, I was owner of a truckload carrier for over 7 years. My duties include operational control of an Intermodal Transportation Port in Chattanooga, TN.

Whitaker Logistics Corporation is a Truckload Regional, "For Hire", Carrier with an Intermodal Port in Chattanooga, TN serving 32 states east of I-35. We work with NS in Chattanooga, TN and Atlanta, GA. In addition, we work with CSX in Atlanta, GA.

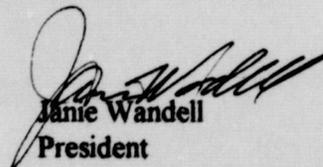
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail System. There is a need for competition in the territory served by Conrail, and two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive products into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price 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 on 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, Janie Wandell, 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



Janie Wandell

President

Whitaker Logistics Corporation

# THE WHITE LILY FOODS COMPANY

May 28, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket #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 #33388.

Dear Mr. Williams:

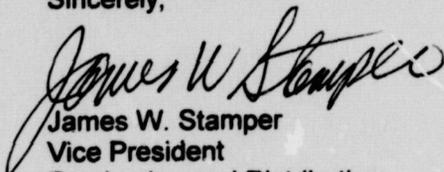
My name is James W. Stamper and I am Vice President, Purchasing and Distribution, of The White Lily Foods Company. I have held my present position for 15 years. My duties include purchasing, arranging transportation for and scheduling all flour ingredients for our flour mill. I also handle contract/rate negotiations with our rail carriers.

White Lily operates a flour mill located at Knoxville, Tennessee. The flour mill is served directly by the Norfolk Southern Railroad but open to reciprocal switching to CSX. Primarily we receive bulk shipments of wheat from numerous elevators located in Georgia, Indiana, Illinois, Kentucky, Michigan, Ohio and Wisconsin via both NS and CSX. In 1996, we received approximately 1,700 carloads of wheat and corn. We ship all of our wheat midds outbound via rail.

We strongly support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. The acquisition of Conrail by both lines would significantly increase the geographical area from which we originate wheat and possibly corn. It should benefit elevators located on the Conrail by allowing them to be more competitive at shipping grain into the southeastern states. We are long time customers of NS and expect to continue our good relationship. We are confident that they would be able to provide good service on any Conrail lines which they acquire.

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

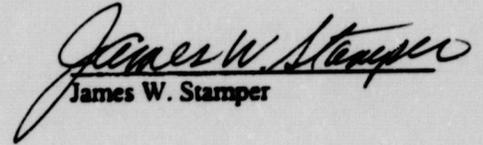
Sincerely,

  
James W. Stamper  
Vice President  
Purchasing and Distribution

pl

VERIFICATION

I, James W. Stamper, 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

  
James W. Stamper



# Wholesale Wood Products

A DIVISION OF LUMBER GROUP, INC.

May 13, 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:

As a rail customer of CSX, and a solid believer in the railroad system, I am writing to you regarding your upcoming decision on the CSX, Norfolk Southern, and Conrail matter. From my perspective as an executive of a lumber products company, and a person who has worked with the rail system for many years, I can say with confidence that this plan would bring vast improvements to the system. It is my hope that you will vote to approve this plan at the proper time.

I am a purchasing agent for Wholesale Wood Products here in Dothan, Alabama. We have a 15 year history, and pride ourselves on serving the people of our region in a highly successful way. We see two major improvements coming out of this acquisition plan. One is that it will provide more direct shipping routes, which you must know are in some scarcity in the current system. As the system now operates, the exact arrival and departure time of rail cars can be a mystery, and that is a mystery we'd like to get rid of as soon as possible.

In addition, we believe that the rail system that would result from this plan would be more competitive, both within the rail industry itself and with other shipping companies, including trucking. The result of that would be lower shipping prices. That also has our vote.

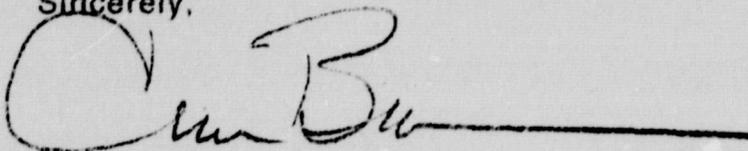
ONE OF  
CSX is <sup>our</sup> rail service company and <sup>185</sup> handles about <sup>WE RAIL</sup> ~~45~~ <sup>180 UNITS</sup> ~~units~~ a year of lumber ~~in~~ ~~the~~. I understand that its officials are also convinced that this plan is all for the better. We look forward to hearing about the decision you reach there in Washington. We hope you will go along with this plan, and trust you will make that decision with enthusiasm.

Thank you for reading this letter, Mr. Secretary, and good luck to you.

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

Executed this 13th day of May, 1997.

Sincerely,



Jim Bowers  
Purchasing Agent  
Wholesale Wood Products  
819 Cowarts Rd. Po Box 1325  
Dothan, AL  
36303

WILHOIT TRANSPORTATION  
6221 N. AMES AVENUE  
KANSAS CITY, MO. 64151  
TELEPHONE: (816) 746-0640

VERIFIED STATEMENT OF

Wilhoit Transportation  
6221 N. Ames Avenue  
Kansas City, MO. 64151

Finance Docket No. 33388

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

RE: Support for Norfolk Southern and CSXT division of Conrail.

Dear Mr. Williams:

My name is Samuel G. Wilhoit and I am a Transportation Consultant representing manufactures, shippers and receivers of domestic intermodal, import/export and truck freight.

Wilhoit Transportation is a non-asset based company responsible for directing the movement of freight via the above modes.

The benefits of the combined NS/CSX takeover of Conrail far outweighs any previous proposals.

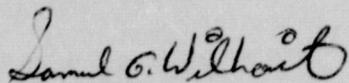
The equal division of Conrail between these two railroads will achieve improved access to Chicago for both. Also both railroads will gain access to the New York Metropolitan Market from west to south.

By direct access or truckage rights the ports will be better served by two carriers increasing competition for international trade.

The overall result will be two strong carriers providing a competitive balance of competition in regions now served only by Conrail. This will vastly improve service to customers.

In view of the above comments and the combined carriers plans. I fully support this division of Conrail for the good of all. This plan should bring new business and new jobs to the rail industry and the regions now served by both companies.

Sincerely,



Sam. Wilhoit  
Wilhoit Transportation

VERIFICATION

I Samuel G. Wilhoit, declare under penalty of perjury that the forgoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed on May 21, 1997.

Samuel G. Wilhoit, Owner  
Wilhoit Transportation

## BALTIMORE

*WILHELMSEN LINES (USA) INC.*

World Trade Center  
Suite 1400  
401 East Pratt Street  
Baltimore, MD 21202  
Telephone: 410 659-7900  
Telex: 7608343  
Telefax: 410 659-7994 / 7995

May 30, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street NW  
Washington, DC 20433-0001

Dear Mr. Williams:

### VERIFIED STATEMENT OF:

WILHELMSEN LINES (USA), INC.  
401 E. Pratt Street - Suite 1400  
Baltimore, Maryland 21202

FINANCE DOCKET NO. 33388

My name is Michael W. Miller, and I am the Logistics Manager of Wilhelmsen Lines (USA), Inc.; 401 East Pratt Street; Suite 1400; Baltimore, Maryland 21202. I have held my present position for 7 years. My duties include: Intermodal Equipment Management, Intermodal Transport, Contracting and Cost Control for the Americas.

Wilhelmsen Lines is the world's largest deep sea ro/ro container operator. We ship intermodal traffic in the following lanes throughout the United States: USEC to/from points West and North. NS serves the USEC to/from points West, while CR serves the Northeast corridor, and CSX serves the USEC to/from points West. During 1996, we shipped approximately 6,500 containers/trailers within these lanes.