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# Tennessee Coal Association

## FACT

Post Office Box 12248  
Knoxville, Tennessee 37912  
615-688-6080  
FAX 615-544-0777

May 30, 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket 33220  
1201 Connecticut Avenue, N.W.  
Washington, D.C. 20423

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

Dear Secretary Williams:

I'm writing in support of the proposed acquisition of Conrail  
by CSX Transportation and Norfolk Southern. It is a move  
that will make a major difference in the competitive strength  
of our industry, a major Tennessee employer and corporate  
taxpayer.

Why is Tennessee Coal Association taking such a strong stand?

When a Tennessee governor wanted to attract Japanese  
investment to our state, he presented them with a satellite  
photo of the United States taken at night. Blobs of light  
clearly showed the major urban centers of the Mid-Atlantic  
region, the Midwest and East Coast. All the governor had to  
do was to point to the short distance between all these major  
markets and Tennessee. The point was well taken and a new  
factory was opened.

Yet the truth is that this map means little for the coal industry and many other Tennessee industries (at times, including our neighbors who make autos, buy grain or manufacture paper). This map means little because we heavily rely on freight rail transportation.

We're so close to the big markets of the Mid-Atlantic, Northeast and Midwest. And yet increasingly we find that our coal--which is superior in grade, environmental quality and cost--is at a geographic disadvantage. The reason is that since 1976, we've had to put up with a costly, difficult, time-consuming process of navigating our coal through one interchange after another. Sometimes it seems as if it is easier to get coal from the other side of the Rockies than it is from the other side of the Appalachians.

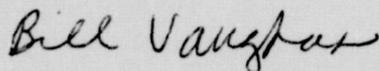
Clearly what is lacking is direct access to major markets. We need to allow the railroads to reduce empty-freight car miles, shorten and eliminate much of the delay at the interchanges. And in many cases, we need to eliminate the interchanges all together.

CSX Transportation and Norfolk Southern can do this. Both railroads are well known to us. We believe that if their acquisition proposal is allowed to go through, and these two railroads reach roughly equal size and scope, Tennessee coal will enjoy direct, single-line service.

In short, they can let us use our strategic position. They can let us take full advantage of that map.

I, William Vaughan, declare under penalty 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,



William Vaughan  
Executive Director



## Tri-City Regional Port District

2801 ROCK ROAD, GRANITE CITY, ILLINOIS 62040

(618) 877-8444 • (618) 452-3337

FAX (618) 452-3402



May 21, 1997

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

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 Robert Wydra, and I have been Port Director of Tri-City Regional Port District for the past 15 years. My duties include overall management of the Port's functional operations and strategic planning including market development initiatives.

Tri-City Regional Port District is an inland marine port which supports transfer of freight between water, rail and truck. Our facilities are located just above Lock 27 on the Mississippi River. Norfolk Southern Railroad is presently our facility's sole rail service provider. We receive products by rail from customers generally located within a 250 mile radius of the Port's Harbor. During 1996 the Port serviced approximately 2,500 barges, 35,000 rail cars, and 40,000 trucks. A key strength of the Port is its ability to efficiently transload

product. A major factor supporting this strength is Norfolk Southern's ability to deliver rail cars in a timely manner.

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 from manufacturing centers to our east. Joint line rail service into and out of the northeast has tended to inhibit our ability to attract traffic; however, the single-line service which Norfolk Southern proposes may be a benefit to our Port. With single-line services, I believe our port may become attractive to these markets in the Northeast, especially the steel manufacturing industry. We are comfortable with the service currently being provided to our port by Norfolk Southern and are confident that they will be able to provide good service on any Conrail lines which they may acquire.

We believe that balanced rail service availability for major industrial centers of the eastern half of the U.S. will ultimately benefit the customer who pays the shipping cost. Competition will keep costs in line while single-line service will enhance the movement of freight. These factors, if combined, with the cost effective inland waterway system, can make a Port such as our attractive to a wider range of customers than ever before.

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

#### VERIFICATION

I, Robert Wydra, declare under penalty 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.

Robert Wydra

Robert L. Wydra

**VILLAGE OF TEUTOPOLIS  
TEUTOPOLIS, IL 62467**

May 21, 1997

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

Re: CSX and Norfolk Southern Control - Conrail  
STB Finance Docket No. 33388

Dear Secretary Williams:

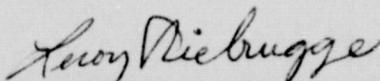
I am writing to express my strong support for the planned control of Conrail by CSX Corporation and Norfolk Southern Corporation as proposed in the above referenced docket. Illinois industrial, business and agricultural interests need the best possible rail transportation. I believe this transaction will provide our key industries with new transportation options and increased market reach at potentially lower costs.

Many of these industries will be able to access key Eastern, Midwestern, Southern and even international customers and suppliers with single line service. This will make rail service faster, more reliable and more efficient. This is a major benefit to Illinois.

CSX and Norfolk Southern's control of Conrail also offers residents of Illinois opportunities for new business and industrial growth with the resultant new jobs. This is crucial for our ability to compete in the global economy. Approval of this control application will also increase the number of East Coast Ports to which area companies will have efficient and cost effective access. This will create new possibilities for exporting Illinois manufactured goods and agricultural commodities.

The control of Conrail by CSX and Norfolk Southern is a positive for Illinois and the United States. I urge the Surface Transportation Board to approve the control application as proposed.

Sincerely,

  
Leroy Niebrugge, President  
Village of Teutopolis



# Unicoi County

Post Office Box 169 • Erwin, Tennessee 37650 • (423) 743-9391 • FAX (423) 743-8007

Paul C. Monk  
County Executive

May 22nd., 1997

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

Dear Mr. Williams:

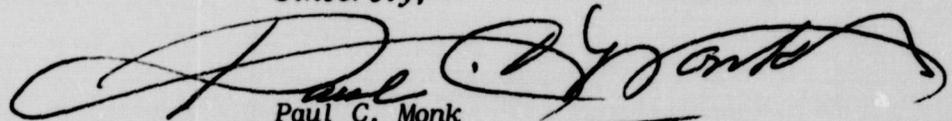
As County Executive of Unicoi County, Tennessee, I wish to express support for the proposed acquisition of Conrail by CSX Transportation and Norfolk Southern Corporation.

Unicoi County has a longstanding relationship with CSX Transportation. As the railroad grew and prospered, so did our County. CSX and NS together will comprise approximately 90 percent of the Class I rail miles in the state of Tennessee. Both companies have been valuable corporate citizens and have contributed greatly to industrial development and business growth in the state of Tennessee. The proposed merger will enable shippers to receive more competitive rail service and provide them with single line access to many more customers and suppliers in new markets in the northeast. The enhanced transportation service resulting from this new rail network will generate significant new business and industrial growth for Tennessee.

In conclusion, I strongly support acquisition of Conrail by CSX and NS and urge that their application be approved as expeditiously as possible.

If I, or this office, can be of assistance to you in any way, please do not hesitate to allow us the opportunity.

Sincerely,



Paul C. Monk  
County Executive

PCM:gs

306

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
May 22, 1997  
Page 2

cc: Mr. John W. Snow, Chairman  
CSX Corporation  
Post Office Box 85629  
Richmond, VA 23285-5629

Mr. David R. Good, Chairman  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA. 23510-9241

CLERK - TREASURER

Patricia C. Hunt

CHIEF OF POLICE

Monte Poling

OF FIRE

William Mangas

CITY ATTORNEY

Linda Stemmer

UNION



CITY

115 N. Columbia St.,  
Union City, Indiana 47390

MAYOR

Perry E. Miller

COUNCIL MEMBERS

Patrick Cook

John Mendenhall

Roberta Bennett

Dan Vinson

John Farmer

May 20, 1997

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

Re: CSX and Norfolk Southern Control-Conrail  
STB Finance Docket No. 33388

Dear Secretary Williams:

I am writing to express my strong support for the planned control of Conrail by CSX Corporation and Norfolk Southern Corporation as proposed in the above referenced docket. Indiana's industrial, business and agricultural interest need the best possible rail transportation. I believe this transaction will provide our key industries with new transportation options and increased market reach at potentially lower costs.

Many of these industries will be able to access key Eastern, Midwestern, Southern and even international customers and suppliers with single line service. This will make rail service faster, more reliable and more efficient. This is a major benefit to Indiana.

CSX and Norfolk Southern's control of Conrail also offers resident of Indiana opportunities for new business and industrial growth with the resultant new jobs. This is crucial for our ability to compete in the global economy. Approval of this control application will also increase the number of East Coast Ports to which area companies will have efficient and cost effective access. This will create new possibilities for exporting Indiana's manufactured goods and agricultural commodities.

The control of Conrail by CSX and Norfolk Southern is a positive for Indiana and the United States. I urge the Surface Transportation Board to approve the control application as proposed.

Sincerely,

Perry E. Miller, Mayor  
115 N. Columbia St.  
Union City, IN 47390



## City Of Utica

7550 AUBURN ROAD, UTICA, MICHIGAN 48317-5279  
(810) 739-1800 • FAX (810) 739-2867

May 28, 1997

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1915 K Street N.W.  
Washington, D.C. 20423-0001

RE: CSX Corporation and CSX Transportation Inc.  
Norfolk Southern Corporation and Norfolk Southern Railway  
-Control and Operating Leases/Agreements-  
Conrail Inc. And Consolidated Rail Corporation

Dear Mr. Williams:

On behalf of the City of Utica of Macomb County, Michigan, I wish to express support for the proposed acquisition of Conrail by Norfolk Southern and CSX. I am Mayor, Jacqueline K. Noonan, and have been duly authorized to speak on its behalf.

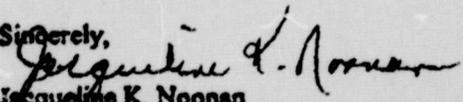
We truly believe that the proposed acquisition of Conrail by NS and CSX will benefit our community by making NS a stronger railroad. Such combination will allow industries in our community to reach markets by rail that they have heretofore either been unable to reach or have been able to reach or'y at a competitive disadvantage.

The competitive package NS and CSX have offered rail competition to areas where Conrail has, in effect, had a outright monopoly. This proposed acquisition should provide the benefits of competitive rail service to those in our community who ship or receive goods to and from those areas.

We strongly support the proposed acquisition of Conrail by NS and CSX and we urge that it be promptly approved.

By execution hereof I declare under penalty of perjury that I am familiar with the foregoing statement and that it is true and correct. Further I certify that I am qualified and authorized to make this statement.

Sincerely,

  
Jacqueline K. Noonan  
Mayor  
City of Utica

# The City of Vandalia

Sandra L. Leidner, Mayor  
Peggy Bowen, City Clerk

Marjorie Blythe, Treasurer  
Jack Johnston, Attorney

May 23, 1997

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

Re: CSX and Norfolk Southern Control - Conrail  
STB Finance Docket No. 33388

Dear Secretary Williams:

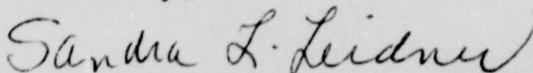
I am writing to express my strong support for the planned control of Conrail by CSX Corporation and Norfolk Southern Corporation as proposed in the above referenced docket. Illinois' industrial, business and agricultural interests need the best possible rail transportation. I believe this transaction will provide our key industries with new transportation options and increased market reach at potentially lower costs.

Many of these industries will be able to access key Eastern, Midwestern, Southern and even international customers and suppliers with single line service. This will make rail service faster, more reliable and more efficient. This is a major benefit to Central and Southern Illinois.

CSX and Norfolk Southern's control of Conrail also offers residents of Illinois opportunities for new business and industrial growth with the resultant new jobs. This is crucial for our ability to compete in the global economy. Approval of this control application will also increase the number of East Coast Ports to which area companies will have efficient and cost effective access. This will create new possibilities for exporting Illinois' manufactured goods and agricultural commodities.

The control of Conrail by CSX and Norfolk Southern is a positive for Illinois and the United States. I urge the Surface Transportation Board to approve the control application as proposed.

Sincerely,



Sandra L. Leidner, Mayor  
City of Vandalia

*The* VILLAGE OF

FOUNDED IN

POULTRY • TEXTILE AND



VERSAILLES  
1814 OHIO

TRUCKING INDUSTRIES

P. O. BOX 100  
VERSAILLES OHIO 45386-0100

TELEPHONE (513) 526-3294  
FAX (513) 526-4476

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

June 4, 1997

RE: CSX and Norfolk Southern Control - Conrail STB Finance Docket No. 33388

Dear Secretary Williams:

I am writing to express the Village of Versailles' support for the planned control of Conrail by CSX Corporation and Norfolk Southern Corporation as proposed in the above referenced docket. Versailles's industrial, business, and agricultural interests need the best possible rail transportation. We believe this transaction will open up opportunities for our key industries with transportation options providing increased market reach at potentially lower costs.

Many of these interests will be able to access key Eastern, Mid-western, Southern and even international customers and suppliers with single line service. This will make rail service faster, more reliable and more efficient. This is a major benefit to the Village of Versailles.

While we recognize the benefit of single rail line service to an expanded area, we also understand that there will be a minimal increase in the number of trains passing through Versailles on a daily basis. We certainly do not want to jeopardize the safety and general welfare of our citizens who live adjacent to the railroad and who travel across these tracks day in and day out. We anticipate that this merger will also expand and provide for continued safety improvements as deemed necessary along the railroad thoroughfare.

CSX and Norfolk Southern's control of Conrail also offers residents of Versailles opportunities for new business and industrial growth with the resultant new jobs. This is crucial for our ability to compete in the global economy. Approval of the control application will also increase the number of East Coast ports to which our state's companies will have efficient and cost effective access. This will create new possibilities for exporting Versailles's manufactured goods and agricultural commodities.

The control of Conrail by CSX and Norfolk Southern is a positive for the Village of Versailles, Ohio and the United States. We urge the Surface Transportation Board to approve the control application as proposed.

PEOPLE-PRIDE-PROGRESS

Sincerely,

Randy A. Gump  
Village Administrator

RAG/wp

cc: Mr. Michael Scime, Consolidated Rail Corporation



# The Virginia Chamber of Commerce

9 South Fifth Street / Richmond, Virginia 23219-3890 / (804) 644-1607 / (804) 783-6112 (FAX)

May 27, 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

Dear Mr. Williams:

On behalf of the Virginia Chamber of Commerce, I wish to express support for the proposed acquisition of Conrail by Norfolk Southern and CSX. I am President of the Virginia Chamber of Commerce and have been duly authorized to speak on its behalf. Norfolk Southern and CSX are distinguished corporate citizens in Virginia, their presence has very positively impacted the economic and cultural development of the Commonwealth, and we anticipate the benefits that the addition of the Conrail system will bring. If the transaction is approved, Virginia's industrial, business, and agricultural interests will have access to more efficient transportation. The most important benefit will be single-line service to a variety of new markets, including the Northeast for the first time. This means that shippers will no longer experience delays at interchange points nor have trouble tracking their merchandise.

The competitive package NS and CSX have offered to bring rail competition to areas where Conrail has, in effect, had an outright monopoly should provide the benefits of competitive rail service to those in our state who ship or receive goods to and from these areas.

We strongly support the proposed acquisition of Conrail by NS and CSX and we urge that it be promptly approved.

By my execution hereof, I declare under penalty of perjury that I am familiar with the foregoing statement and that it is true and correct. Further, I certify that I am qualified and authorized to make this statement.

Sincerely,

Hugh D. Keogh  
President



# The Virginia Chamber of Commerce

9 South Fifth Street / Richmond, Virginia 23219-3890 / (804) 644-1607 / (804) 783-6112 (FAX)

May 27, 1997

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

Re: Finance Docket 33388 - **CSX/Norfolk Southern Acquisition and Control of Conrail**

Dear Mr. Williams:

I am writing in support of the proposed CSX/Norfolk Southern acquisition of Conrail. If the transaction is approved, Virginia's industrial, business, and agricultural interest will have access to more efficient rail transportation. The most important benefit will be single-line service to a variety of new markets, including the Northeast for the first time. This means that shippers will no longer experience delays at interchange points nor have trouble tracking their merchandise.

I am confident that the enhanced transportation services will mean growth in the rail industry in the coming years. This will result in more railroad jobs in the coming years for CSX and Norfolk Southern and will have a major positive economic impact on Virginia.

Thank you for the opportunity of sharing these thoughts with you. Best regards.

Sincerely,

Hugh D. Keogh  
President

hDK;mwc;mjp



**ECONOMIC  
DEVELOPMENT  
CORPORATION**

*of Wayne County, Indiana*

May 8, 1997

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

Re: CSX Corporation and CSX Transportation, Inc.  
Norfolk Southern Corporation & Norfolk Southern  
Railway Company  
Control and Operating Leases/Agreements-Conrail, Inc.  
& Consolidated Rail Corporation

Dear Mr. Williams:

On behalf of the Economic Development Corporation of Wayne County, Indiana (EDCWC), I wish to express support for the proposed acquisition of Conrail by Norfolk Southern and CSX. I am the Director of Existing Business for the EDCWC and have the authorization of the organization's Board of Directors to speak on its behalf in the above-referenced matter.

The EDCWC has a longstanding positive relationship with Norfolk Southern Railroad and, before their merger, the Norfolk & Western Railroad. Norfolk Southern has a most effective and cooperative industrial development staff and the corporate policy of continuing to assist organizations such as the EDCWC in our business attraction, expansion and retention efforts is of great assistance to this county.

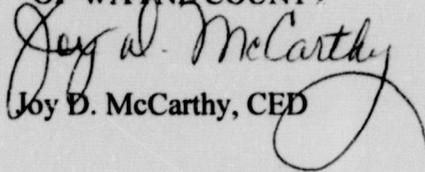
The proposed acquisition of Conrail by Norfolk Southern and CSX will be of benefit to this county in several ways. It will make Norfolk Southern a stronger competitor. It also will enable our existing companies to reach markets by rail that they previously have been either unable to reach or have been able to reach only at a prohibitive cost. This acquisition will also assist in our efforts in attracting new industrial rail users to the county when we can promote the ability for them to reach more of their markets in a cost effective manner.

The Economic Development Corporation of Wayne County strongly supports the proposed acquisition of Conrail by Norfolk Southern. Further, we ask that this matter be promptly approved.

By my execution hereof, I declare under penalty of perjury that I am familiar with the foregoing statement and that it is true and correct. Further, I certify that I am qualified and authorized to make this statement.

Sincerely,

ECONOMIC DEVELOPMENT CORP.  
OF WAYNE COUNTY

  
Joy D. McCarthy, CED

# City of Welch

Welch Municipal Building • 88 Howard Street • Welch, West Virginia 24801 • (304) 436-3113

April 30, 1997

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street NW  
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

Dear Mr. Williams:

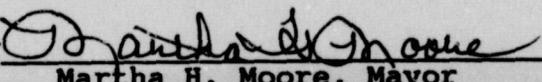
On behalf of the City of Welch, West Virginia, I wish to express support for the proposed acquisition of Conrail by Norfolk Southern and CSX. As Mayor for the City of Welch, I have worked hard to sustain basic city services and boost economic development in our area when it seemed almost impossible to do so because of the tough economic times we were living in. In order to further the great strides we have made we must continue to remove long standing obstacles such as Conrails' monopoly of rail service.

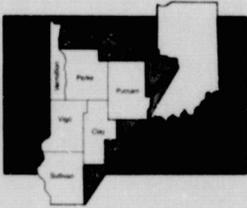
I truly believe that acquisition of Conrail by NS and CSX will benefit our community by making NS a stronger railroad. It will allow industries in our community to reach markets by rail that they have heretofore either been unable to reach or have been able to reach only at a competitive disadvantage.

The benefits of a competitive rail service in our community, for those who ship or receive goods to and from the areas to be served by NS and CSX, can only be good.

I strongly support the proposed acquisition of Conrail by NS and CSX and I urge that it be promptly approved.

By my execution hereof, I declare under penalty of perjury that I am familiar with the foregoing statement and that I am qualified and authorized to make this statement.

By   
Martha H. Moore, Mayor  
City of Welch, McDowell County  
West Virginia



WEST CENTRAL INDIANA  
ECONOMIC DEVELOPMENT DISTRICT, INC.

Post Office Box 359 1718 Wabash Ave. Terre Haute, IN 47808-0359  
Phone: (812) 238-1561 or 1-800-489-1561 Fax: (812) 238-1564

An Equal Opportunity  
Employer

June 2, 1997

John A. Scott, Pres.  
Vigo County

Harold Rieches, C.P.A., Treas.  
Vermillion County

Judy Harris, Sec.  
Sullivan County

Billy Joe McCammon, V.P.  
Sullivan County

Mike Costello, V.P.  
Vermillion County

Effie Miller, V.P.  
Vigo County

Richard Burger, V.P.  
Clay County

John Ringo, V.P.  
Clay County

Dale Gerrish, V.P.  
Parke County

Max Causey, V.P.  
Parke County

Gene McFarland, V.P.  
Putnam County

William Marley, V.P.  
Putnam County

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

**Subject:** CSX and Norfolk Southern Control;  
STB Finance Docket No. 33388.

Dear Secretary Williams:

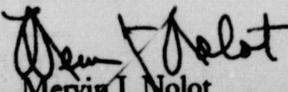
The purpose of this letter is to express our support for the planned control of Conrail by the CSX Corporation and the Norfolk Southern Corporation as proposed in the above referenced docket. West central Indiana's industrial, business and agricultural interests need the best possible rail transportation. We believe that this transaction will provide our key industries with new transportation options and increased market reach at potentially lower costs.

Single line service has the potential to provide many of our regional industries with access to eastern, midwestern, southern, and even international customers and suppliers. This will make rail service faster, more reliable and more efficient--a major benefit to west central Indiana.

CSX and Norfolk Southern's control of Conrail also offers residents of west central Indiana opportunities for new business and industrial growth. This is crucial for our ability to compete in the global economy. We also understand that approval of this control application will also increase the number of east coast ports to which area companies will have efficient and cost effective access. This will create new possibilities for exporting west central Indiana's manufactured goods and agricultural commodities.

The control of Conrail by CSX and Norfolk Southern appears to be very positive for west central Indiana provided that this action does not lead to wholesale abandonments in our region, Indiana, or the midwest. We urge the Surface Transportation Board to approve the control application.

Sincerely,

  
Mervin J. Nolot  
Executive Director

317

## Town of Whitesville

P. O BOX 475  
BOONE STREET  
WHITESVILLE, W. VA. 25209  
PHONE 854-2658

FRED V. HARLESS, JR., MAYOR  
Eloise Nicholls RECORDER

May 29, 1997

COUNCIL  
PEGGY WEBBER  
Louise Collins  
Wm. McCourt  
DWIGHT KILE  
GARY COOPER

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

Re: Finance Docket No. 33388-CSX/Norfolk Southern  
Acquisition and Control of Conrail

Dear Mr. Williams:

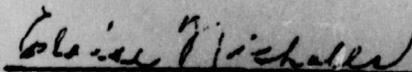
I am writing to convey the Town of Whitesville's wholehearted support for the proposal which is being brought before the Board in the captioned proceeding. The Town of Whitesville's industrial, business, and agricultural interests must have access to reliable rail transportation, and the proposed transaction will enable them to receive more competitive rail service and provide them with single line access to many more customers and suppliers.

I am confident that the enhanced transportation service resulting from the proposed transaction will generate significant new business and industrial growth in the Town of Whitesville. Such growth is crucial to us because it creates new jobs for Whitesville's residents. I also anticipate that the transaction will result in more railroad jobs on the expanded CSX and NS rail systems.

In addition to the direct and indirect benefits which will accrue to the Town of Whitesville by virtue of the proposed acquisition of Conrail by CSX and Norfolk Southern, the enlarged CSX and NS systems will be able to compete more effectively with motor carriers. The motor carriers will always retain a major share of the intercity freight business by virtue of their speed and flexibility, and good truck service is as important to us as good rail service, but some diversion of freight to highways to the railroads would help reduce highway traffic to more acceptable levels.

In conclusion, The Town of Whitesville urges the Board to approve the application filed in the captioned proceeding as expeditiously as possible and thereby enable its residents to begin realizing the benefits of the improved rail service which will result from this transaction.

Sincerely,

  
Eloise Nicholls Recorder

318



**LEROY GILBERT**  
WHITLEY COUNTY JUDGE EXECUTIVE  
P.O. BOX 237  
WILLIAMSBURG, KENTUCKY 40769

PHONE (606) 549-6004

FAX (606) 549-6095

Milton Prewitt  
First Dist.

Burley Foley  
Second Dist.

J.L. Cooper  
Third Dist.

Mike Howard  
Fourth Dist.

May 21, 1997

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

Re: Finance Docket No. 33388 - CSX/Norfolk Southern Acquisition and Control of Conrail

Dear Mr. Williams:

I am writing to convey Whitley County's full support for the proposed acquisition and control of Conrail by CSX and Norfolk Southern. As CSX is a major employer in this area, the company's well-being is vital to our community.

Economic development has been the focus of this administration. CSX employs nearly 700 of this region's residents, with a payroll of almost \$31 million. We expect the enhanced transportation service resulting from the proposed acquisition to generate significant economic growth. Such growth is crucial to us because it translates into jobs for Whitley County's residents. In addition, this growth may also have a positive effect on rail jobs here.

Kentucky's industries must have access to reliable rail transportation and this transaction will result in tremendous benefits. By eliminating many troublesome interchanges, the acquisition will result in better, faster, more reliable service; improved efficiency; and a broader geographic reach for all of Whitley County's rail customers. Our shippers will see reduced transit times for their shipments and will be able to expand into many new markets.

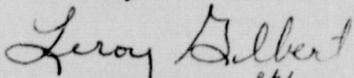
Mr. Vernon A. Williams

May 21, 1997

Page 2

I would urge the Surface Transportation Board to expeditiously review the application and give their approval. Whitley County anxiously awaits the opportunity to enjoy the benefits of this new balanced and stronger rail system.

Sincerely,



Leroy Gilbert

Whitley County Judge/Executive

Copies: Mr. John W. Snow  
Chairman  
CSX Corporation  
P.O. Box 85629  
Richmond, VA 23285-5629

Mr. Jay S. Westbrook  
Resident Vice President  
CSX Corporation  
333 West Vine Street, Suite 310  
Lexington, KY 40507

**CITY COUNCIL**

*Chet Riley  
Richard Foley  
Roger Harrison  
Joe Early  
Paul Estes  
Laurel West*

**CITY OF WILLIAMSBURG**

**MAYOR BILL NIGHBERT**  
COUNTY SEAT OF WHITLEY COUNTY  
WILLIAMSBURG, KENTUCKY 40769

Telephone (606) 549-6033

Fax (606) 549-6080

**CITY CLERK**

*Teresa H. Black*

**CITY ATTORNEY**

*Frank Atkins*

May 21, 1997

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

Re: Finance Docket No. 33388-CSX/Norfolk Southern Acquisition and Control of Conrail

Dear Mr. Williams:

The City of Williamsburg fully supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern. CSX is an important corporate citizen here and the company's future is vital to us.

With a payroll of nearly \$31 million, the 700 CSX employees dramatically impact Williamsburg's economy. The enhanced transportation service resulting from the proposed acquisition will likely generate significant economic growth. Such growth translates into jobs for our area. This growth may also have a positive effect on railroad jobs here.

Kentucky's industries must have access to reliable rail transportation and this transaction will result in tremendous benefits. By eliminating many troublesome interchanges, the acquisition will result in better, faster, more reliable service; improved efficiency; and a broader geographic reach for all of Williamsburg's rail customers. Our shippers will see reduced transit times for their shipments and will be able to expand into many new markets.

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

The City of Williamsburg urges the Surface Transportation Board to review the application and give their swift approval. The citizens of this region eagerly await the opportunity to enjoy the benefits of this new balanced and stronger rail system.

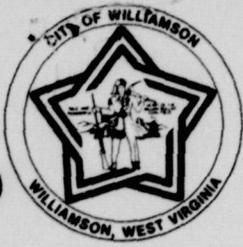
Sincerely,

*Bill Nighbert*

Mayor Bill Nighbert  
City of Williamsburg

Copies: Mr. John W. Snow  
Chairman  
CSX Corporation  
P.O. Box 85629  
Richmond Virginia 23285-5629

Mr. Jay S. Westbrook  
Resident Vice President  
CSX Corporation  
333 West Vine Street, Suite 310  
Lexington, Kentucky 40507



SAM G. KAPOURALES  
MAYOR

# *City of Williamson*

OFFICE OF THE MAYOR

P. O. BOX 1517 • PHONE (304) 235-1510

*Williamson, West Virginia 25661*

May 1, 1997

FRANCES K. FRYE  
CITY CLERK

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
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**

Dear Mr. Williams:

On behalf of the Council of the City of Williamson, Mingo County, West Virginia, I would like to express the City's support for the proposed acquisition of Conrail by Norfolk Southern and CSX. As Mayor, I am authorized to speak on behalf of the City and its Council.

The City of Williamson has a longstanding relationship with Norfolk Southern and, prior to its merger, the Norfolk/Western (Southern). Norfolk Southern has been a valuable corporate entity by and through its support of various civic and philanthropic projects. In addition, Norfolk Southern's strong and effective industrial development efforts have proven to be invaluable to our community, as well as other areas in the State of West Virginia.

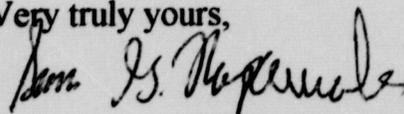
We sincerely believe that acquisition of Conrail by Norfolk Southern and CSX will be of great benefit to our City inasmuch as it will make Norfolk Southern a stronger railroad. Such a combination will afford industries in our community a more viable opportunity to reach markets by rail that they have heretofore either been unable to reach or have been able to reach only at a competitive disadvantage.

The competitive package Norfolk Southern and CSX have offered to bring rail competition to areas where Conrail has, in effect, had an outright monopoly, should provide the benefits of competitive rail service to those in our community who ship or receive goods to and from these areas.

Accordingly, we strongly support the proposed acquisition of Conrail by Norfolk Southern and CSX and urge that it be given your prompt consideration and approval.

By my execution hereof, I declare under penalty of perjury that I am familiar with the foregoing statement and that it is true and correct to the best of my knowledge. Further, I certify that I am qualified and duly authorized to make this statement.

Very truly yours,



**SAM G. KAPOURALES  
MAYOR**

SGK:fkf

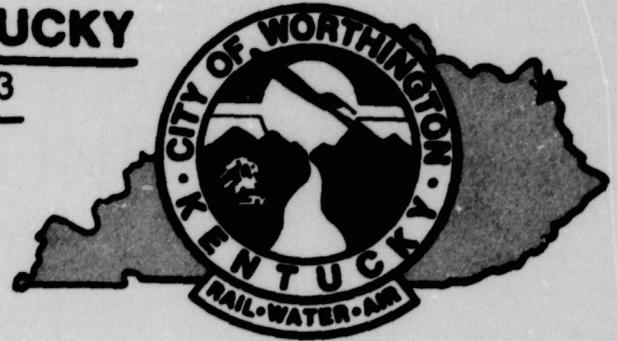
# **CITY OF WORTHINGTON, KENTUCKY**

**P.O.Box 366 • Worthington, Kentucky 41183**

Phone 606-836-6821      FAX 606-833-2593

For Hearing Impaired Call

TDD # 1-800-648-6056 (Toll Free)



May 28, 1997

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

Re: Finance Docket No. 33388  
CSX/Norfolk Southern  
Acquisition and Control of  
Conrail

Dear Mr. Williams:

The City of Worthington fully supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern. CSX is one of the region's largest employers. Additionally, Worthington's other industries depend on CSX for reliable rail transportation.

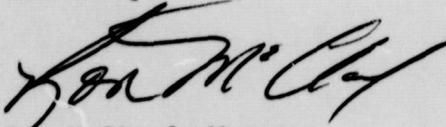
At the Raceland car shop, hundreds of our residents repair rail cars. Combined with the Russell yard next door, over 1,000 of our citizens are employed by the railroad earning a payroll of almost \$45 million. We expect the expanded market reach and enhanced transportation service resulting from the proposed transaction to generate significant economic growth in our area. Such growth is crucial to us because it creates new jobs for our county.

While this growth may have a dramatic effect on rail jobs here, other industries are likely to be affected, too. Ashland, Inc., the other large employer of our citizens, relies on CSX to move its petroleum and chemicals. Without question, CSX is the critical link delivering raw materials to our area's industries and moving the city's finished products to the rest of the nation and the world. By eliminating many of the troublesome interchanges, the acquisition will result in better, faster, more reliable service; improved efficiency; and a broader geographic reach for Northeastern Kentucky customers.

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

The acquisition of Conrail by CSX and Norfolk Southern will result in tremendous benefits for all. Because the value of this transaction is so significant to our city, I urge the Surface Transportation Board to quickly review the application and give their approval. Worthington wants to be able to enjoy the benefits of this new balanced and stronger rail system.

Sincerely,



Ron McCloud, Mayor  
City of Worthington, KY

cc: Mr. John W. Snow  
Chairman  
CSX Corporation  
P.O. Box 85629  
Richmond, Virginia 23285-5629

Mr. Jay S. Westbrook  
Resident Vice President  
CSX Corporation  
333 West Vine Street, Suite 310  
Lexington, Kentucky 40507

# CITY OF WURLAND

500 WURLAND AVENUE  
WURLAND, KY 41144  
Phone: (606) 836-9166  
Incorporated - September 15, 1970

May 23, 1997

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

RE: Finance Docket # 33388 - CSX/  
Norfolk Southern Acquisition and  
Control of Conrail

Dear Mr. Williams:

The City of Wurtland fully supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern. CSX is one of the region's largest employers. Additionally, Wurtland's other industries depend on CSX for reliable rail transportation.

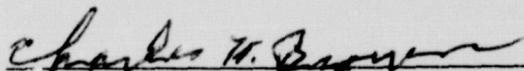
At Raceland, hundreds of our residents repair rail cars. Combined with the Russell yard next door, over 1,000 of our citizens are employed by the railroad earning a payroll of almost \$45 million. We expect the expanded market reach and enhanced transportation service resulting from the proposed transaction to generate significant economic growth in our area. Such growth is crucial to us because it creates new jobs for our county.

While this growth may have a dramatic effect on rail jobs here, other industries are likely to be affected, too. Ashland, Inc., the other large employer of our citizens, relies on CSX to move its petroleum and chemicals. Without question, CSX is the critical link delivering raw materials to our area's industries and moving the City's finished products to the rest of the nation and the world. By eliminating many of the troublesome interchanges, the acquisition will result in better, faster, more reliable service; improved efficiency; and a broader geographic reach for Northeastern Kentucky customers.

The acquisition of Conrail by CSX and Norfolk Southern will result in tremendous benefits for all. Because the value of this transaction is so significant to our city, I urge the Surface Transportation Board to quickly review the application and give their approval. Wurtland wants to be able to enjoy the benefits of this new balanced and stronger rail system.

Sincerely,

CITY OF WURLAND BOARD OF COMMISSIONERS

  
CHARLES H. BROWN, MAYOR

CHB/cb

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(SEE PAGE TWO FOR  
LIST OF COPIES)

PAGE TWO

MR. VERNON A. WILLIAMS  
MAY 23, 1997

Mr. John W. Snow, Chairman  
CSX Corporation  
P. O. Box 85629  
Richmond, VA 23285-5629

Mr. Jay S. Westbrook, Resident Vice President  
CSX Corporation  
333 West Vine Street Suite 310  
Lexington, KY 40507



# Ypsilanti

## Area Chamber of Commerce

301 West Michigan Avenue, Suite 101 • Ypsilanti, Michigan 48197 • 313-482-4920 • Fax 313-483-0400

May 27, 1997

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
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

Dear Mr. Williams:

On behalf of the Ypsilanti Area Chamber of Commerce, located in Ypsilanti, Michigan, I wish to express support for the proposed acquisition of Conrail by Norfolk Southern and CSX. I am President of the Chamber and have been duly authorized to speak on its behalf.

The Ypsilanti Area Chamber of Commerce has a longstanding relationship with Norfolk Southern. Norfolk Southern has been a valuable corporate citizen through its support of various civic and philanthropic projects. Norfolk Southern has been a valuable member of our Chamber. In addition, Norfolk Southern's strong and effective industrial development efforts have proven to be invaluable to our community, as well as other areas in our state.

We truly believe that acquisition of Conrail by NS and CSX will benefit our community by making NS a stronger railroad. Such a combination will allow industries in our community to reach markets by rail that they have heretofore either been unable to reach or have been able to reach only at a competitive disadvantage.

The competitive package NS and CSX have offered to bring rail competition to areas where Conrail has, in effect, had an outright monopoly should provide the benefits of competitive rail service to those in our community who ship or receive goods to and from these areas.

We strongly support the proposed acquisition of Conrail by NS and CSX and we urge that it be promptly approved.

By my execution hereof, I declare under penalty of perjury that I am familiar with the foregoing statement and that is true and correct. Further, I certify that I am qualified and authorized to make this statement.

Keith R. Peters, President



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

VERIFIED STATEMENT OF DANIEL R. FRICK

A. & R. LINE

My name is Daniel R. Frick, and I am President of A.& R. Line. I have held my present position for 2 (two) years. My duties include planning marketing, and financial management.

A. & R. Line is a Class III railroad which operates in Northern Indiana with a connection with Norfolk Southern at Logansport, Indiana. Customers which we serve on our line include Frick Services located at Winamac, Indiana. This customer ships and/or receives corn and soybeans. During 1996, we handled 1400 carloads over our line.

As a short line which connects with Norfolk Southern, we support the proposed acquisition of Conrail by NS and CSX. NS has proven to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need to simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provides marketing, operating, administrative and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff industrial development professionals available to inventory sites and assist short line in site planning, site promotion, track layout and track design. Most importantly for industrial development purposes, NS accords the same high level of development effort to a site located on a NS short line as to a site located on NS.

Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important NS partners for carload traffic.

Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also leads in innovative programs to meet customer's equipment needs. NS is committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of new single-line routings and reduction in terminal delays.

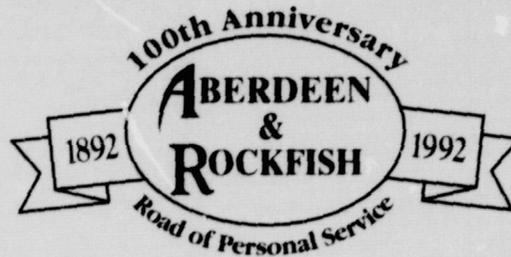
The addition of more points served by NS direct would be of great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS connection should increase the rail traffic which we receive from our customers, since our service to those points should be improved. There are attractive markets for grain in the Northeast which are currently Conrail destination points. We have been happy with the service which NS has provided, and we are confident that they would be able to provide good service on any CR lines which they acquire. Also, the competitive package in which NS has offered to bring rail competition to areas where Conrail has had a virtual monopoly should provide competitive rail service options to our company.

We currently have other facilities on Conrail and find that NS service is superior.

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

I, Daniel R. Frick, declare under penalty 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 5/5/97, 1997.

D. R. Frick  
(Name)



May 2, 1997

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

VERIFIED STATEMENT

Re: Proposed CSX/NS Conrail Transaction - STB F.D. No. 33388

Dear Secretary Williams:

My name is Edward A. Lewis and I am president of the Aberdeen & Rockfish Railroad Company. As president, I am responsible for the overall management of the A&R and its two affiliated shortlines: the Dunn-Erwin Railway and the Pee Dee River Railway.

Together, our lines operate a total of 70 miles of track in North and South Carolina. We carry more than 12,000 cars a year for our nearly two dozen customers. Some of the major commodities carried include paper, chemicals, wood chips, fertilizer, coal and lumber. Altogether, our shortline group has 38 employees and maintains a motive power fleet of ten units. Our lines connect with CSXT at Aberdeen, NC, Fayetteville, NC, Dunn, NC and McColl, SC as well as with NS at Fayetteville, NC.

The Aberdeen & Rockfish Railroad Company strongly supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern which is before the Board in the Above captioned proceeding. We look forward to the consummation of the transaction since we are confident that it will provide more competitive single line service for our customers to new markets and from new suppliers in the northeast. Customers should benefit from reduced transit times, better car supply and more attractive rates.

In conclusion, we anticipate that the proposed transaction will benefit our railroads, our shippers, the communities we serve and our employees. Aberdeen & Rockfish Railroad Company urges the Board to approve as expeditiously

**ABERDEEN AND ROCKFISH RAILROAD COMPANY**

101 East Main Street • P.O. Box 917 • Aberdeen, North Carolina 28315 • (910) 944-2341

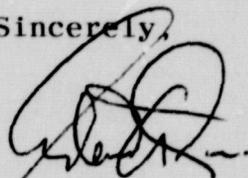
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as possible the proposed acquisition and control of Conrail  
by CSX and NS.

I, Edward A. Lewis, declare under penalty of perjury that the  
foregoing is true and correct. Further, I certify that I am  
qualified and authorized to file this verified statement on  
behalf of the Aberdeen & Rockfish Railroad Company.

Executed this 2nd day of May, 1997.

Sincerely,

A handwritten signature in black ink, appearing to be "Edward A. Lewis", written over a horizontal line.

Edward A. Lewis,  
President

FOR SHORT LINES ON NS & CSX

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**

**VERIFIED STATEMENT OF ROBERT MENZIES**  
**ABERDEEN CAROLINA & WESTERN**

My name is Robert Menzies, and I am President of Aberdeen Carolina & Western Railway Company. I have held my present position for ten years. As president, my duties include overseeing all operations.

Aberdeen Carolina & Western is a Class III railroad which operates from Star, NC. We connect with Norfolk Southern at Charlotte and Gulf, NC and with CSX at Aberdeen and Norwood, NC. Customers which we serve on our line include Perdue Farms, located in Candor, NC which receives grain and other food commodities from the southern states and the midwest. Cotton Creek Chip Company, Star NC which exports wood chips to various locations in the United States and abroad to Japan. Gulistan Carpets, Aberdeen, NC receives latex and limestone used for carpet making. NC Propane, located in Aberdeen NC, receives propane gas. Our customers also include Brick companies, lumber and building material distributors and others receiving various commodities. During 1996, we have handled over 10,000 carloads over our lines.

As a short line which connects with NS and CSX, we support the acquisition of competitive routes in the northeast by NS and CSX. Since Conrail has a virtual monopoly on service into and out of the northeast, we believe an acquisition of Conrail by our connecting Class I carriers will place us in the advantageous position of having competing rail carriers moving to and from the northeast from which to choose. We have found NS to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provided marketing, operating, administrative and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff industrial development professionals available to inventory sites and assist short lines in site planning, site promotion, track layout and track design. Most importantly, for industrial development purposes, NS accords the same high level of development purposes, NS accords the same high level of development effort to a site located on a NS short line as to a site located on NS.

Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important NS partners for carload traffic.

Finally, NS is an industry leader in acquiring, maintaining and managing its fleet and also leads in innovative programs to meet customers equipment needs. NS is committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of new single-line routings and reduction in terminal delays.

The addition of more points served by NS or CSX direct would be of great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS or CSX connections should increase the rail traffic which we receive from our customers, since our service to those points should be improved. Aberdeen Carolina & Westerns customers do not ship to or receive from any specific markets which presently are served by Conrail. We have been happy with the service which NS has provided, and we are confident that they will be able to provide good service on any CR lines which they acquire. Also, the competitive package in which NS has offered to bring rail competition to areas where Conrail has had a virtual monopoly should provide competitive rail service options to our company.

Perdue Farms, our largest company, will benefit by having more corn and soybean sources, greatly enhancing there purchasing power. Perdue Farms, purchases commodities in 50 car units, companies able to handle these purchasing amounts are limited at this time. With this expansion of services offered increases the availability of many cost comparison.

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

I, Robert Menzies, declare under penalty 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.



Robert Menzies  
President

# **ADRIAN & BLISSFIELD RAIL ROAD COMPANY**

---

One Heritage Place, Suite 440  
Southgate, Michigan 48195

General Office: (313) 246-5770  
Fax: (313) 246-8814

## **VERIFIED STATEMENT OF**

## **ADRIAN & BLISSFIELD RAIL ROAD COMPANY**

**FINANCE DOCKET NO. 33388**

May 23, 1997

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 Gabriel D. Hall, and I am President of Adrian & Blissfield Rail Road Company, One Heritage Place, Suite 440, Southgate, Michigan 48195. I have held my present position for six years. My duties include Chief Executive Officer.

Adrian & Blissfield Rail Road Company is a short line railroad. We work with NS at the following location: Adrian, Michigan. In addition, we work with Indiana & Ohio and Grand Trunk Western at Riga, Michigan.

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

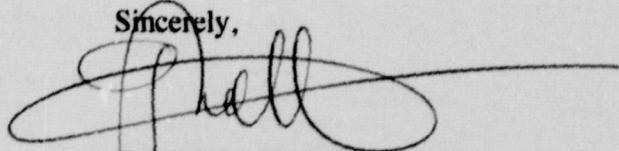
Vernon A. Williams  
Verified Statement Of  
Adrian & Blissfield Rail Road Company  
Docket No. 33388

carriers which are of comparable size and scope, and provide a competitive service. Following the integration of certain Conrail routes into Norfolk Southern, shippers can expect significant freight rate reductions that will reflect improved operating efficiencies that result from single line 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 commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

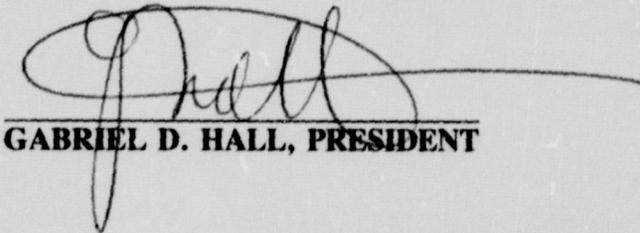
To summarize, we believe that approval of the application of NS and CSX to acquire Conrail should be approved by the STB.

Sincerely,



Gabriel D. Hall, President  
**ADRIAN & BLISSFIELD  
RAIL ROAD COMPANY**  
One Heritage Place, Suite 440  
Southgate, Michigan 48195

I, Gabriel D. Hall, declare under penalty 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.

  
**GABRIEL D. HALL, PRESIDENT**



Alexander Railroad Company  
145 Second Avenue, NE  
PO Box 277  
Taylorsville, NC 28681-0277  
(704) 632-2103  
FAX: (704) 585-6541

B. I. Zachary, General Manager

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 CORP.

VERIFIED STATEMENT OF B. I. ZACHARY  
ALEXANDER RAILROAD CO.

My name is B. I. Zachary, and I am general manager of Alexander Railroad Co. I have held my present position for 10 years. My duties include all management responsibilities, including relations with customers and connecting lines, marketing, operations, maintenance, and administration.

Alexander Railroad Co. is a Class III railroad which operates as a common carrier of car load rail freight over a 20-mile right of way between our connection with Norfolk Southern in Statesville, NC and our terminus in Taylorsville, NC. We have operated continuously since 1946 with NS (and predecessor Southern Railway Co.) as our only Class I railroad connection. Customers which we serve on our line include International Paper Co., Star Milling Co., Jet Corr Inc., Hunt Manufacturing Co., Toter Inc., Deal Rite Feeds Inc., Suburban Propane Gas Co., Epperson Lumber Co., G&M Milling Co., Unicon, Sipe Lumber Co., Carolina Woodworks, Shurtape Technologies Inc., and Piedmont Explosives Inc. Typical commodities handled include grain, pulpboard, plastics, cement, sand, liquid propane gas, fertilizer, and lumber.

As a short line which connects with Norfolk Southern, we support the proposed acquisition of Conrail by NS and CSX. NS has proven to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growing opportunities. Under this arrangement, NS provides marketing, operating, administrative and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff of industrial development professionals available to inventory sites and assist short lines in site planning, site promotion, track layout and track design. Most importantly for industrial development purposes, NS accords the same high level of development effort to a site located on a NS short line as to a site located on NS.

Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important NS partners for carload traffic.

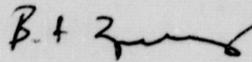
Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also leads in innovative programs to meet customers' equipment needs. NS is committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of new single-line routings and reduction in terminal delays.

The addition of more points served by NS direct would be of great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS connection should increase the rail traffic which we receive from our customers, since service to and from those points should be improved.

We have been happy with the service which NS has provided, and we are confident that they would be able to provide good service on any CR lines which they acquire. Also, the competitive package in which NS has offered to bring rail competition to areas where Conrail has a virtual monopoly should provide competitive rail service options to our customers.

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

I, B. I. Zachary, declare under penalty 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.



B. I. Zachary



**ALGERS, WINSLOW & WESTERN RAILWAY COMPANY**  
P. O. BOX 188 · OAKLAND CITY, INDIANA 47660  
(812) 749-4053 / (812) 749-4473

**FINANCE DOCUMENT 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**

**VERIFIED STATEMENT OF JOE W. HUEY**

**ALGERS, WINSLOW, & WESTERN RAILWAY**

**My name is Joe W. Huey, and I am Manager Operations of the A.W.&W. Railway. I have held my position for one year. My duties include overseeing the daily operations of this short line railroad, its employees, and all administrative duties. Planning and scheduling shipments and trains with three other railroads is a daily function.**

**The A.W.&W. Railway is a Class III railroad which operates in Pike County, Southern Indiana, and is a connecting line with the Norfolk Southern at Oakland City Jct. and the Indiana Southern Railroad which connects with the Norfolk Southern, CSX, and Conrail. Customers which we serve on our line include Southern Indiana Wood Preserving and Kindill #1 and Kindill #2 coal mines. These customers ship treated crossties and coal respectively. During 1996, we handled 191 shipments of crossties and 15,660 carloads of coal, basically on a Monday thru Friday operation with some Saturday activity. Types of equipment generally used are naturally center beams for tie loading and open top private owned hoppers for coal loading generally to electric power generating companies.**

**As a short line which connects with NS and CSX, we support the acquisition of competitive routes in the northeast by NS and CSX. Since Conrail has a virtual monopoly on service into and out of the northeast, we believe an acquisition of Conrail by our connecting Class I carriers will place us in the advantageous position of having competing rail carriers moving to and from the northeast from which to choose. We have found NS to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term, mutually**

profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provides marketing, operating, administrative and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff of industrial professionals available to inventory sites and assist short lines in site planning, site promotion, track layout and track design. Most importantly, for industrial development purposes, NS accords the same high level of development effort to a site located on a NS short line as to a site located on NS.

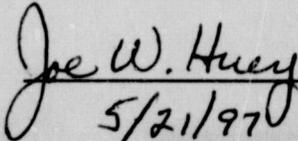
Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important NS partners for carload traffic.

Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also leads in innovative programs to meet customers equipment needs. NS is committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS' s expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of new single-line routings and reduction in terminal delays.

The addition of more points served by NS or CSX direct would be of great benefit to our railroad, since single service is more efficient than joint line service. Reaching more points direct through our NS or CSX connections should increase the rail traffic which we receive from our customers, since our service to those points should be improved. We look forward to quick approval of the division of Conrail by the NS and CSX.

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

I, Joe W. Huey, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 21, 1997.

  
5/21/97

**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**

**VERIFIED STATEMENT OF DARREL M. MORROW**  
**APPANOOSE COUNTY COMMUNITY RAILROAD**

My name is Darrel M. Morrow, and I am the General Manager and Secretary/Treasurer of the Appanoose County Community Railroad. I have held this position for 12 years. As general manager of a small Class III railroad, my duties are quite diverse. They include being responsible for all marketing, operations and administrative activities of the railroad. In addition, I am a licensed engineer and perform duties as such when required.

Appanoose County Community Railroad is a Class III railroad which operates in Southern Iowa between Centerville and Albia, Iowa. We have 36 miles of track previously owned by the Burlington, Rock Island, and Norfolk Western railroads. We connect with Norfolk Southern and the Burlington Santa Fe in Albia.

The customers we serve in Centerville, Iowa are: Rubbermaid Corp., Viskase Corp., Iowa Steel & Wire, and Centerville Iron and Metal. In Moravia, Iowa we serve Mahaska Farm Service.

These customers receive resin, wire, and fertilizer from various locations. Scrap metal is shipped by Iowa Steel & Wire to locations outside Iowa.

In 1996, we handled 270 carloads over our line, 216 of which were inbound plastic resin in covered hoppers from Louisiana and Texas, 15 were covered hoppers of fertilizer from Canada and Illinois, and 39 were gondolas of steel from Canada.

As a short line which connects with NS, we support the proposed merger of Norfolk Southern and Conrail. NS has proven to be a reliable connecting line that is interested in our business. NS has provided me with its "Ten Commandments for Short lines", a copy of which is attached. I am impressed with these principles, and enjoy working with NS consistent with these principles. The addition of more points served by NS direct would be of great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS connection should increase the rail traffic which we receive from our customers, since our service to those points should be improved. We have been happy with the service which NS has provided, and we are confident that they will be able to provide good service on any CR lines which they acquire. Also, the competitive package in which NS has offered to bring rail competition to areas where Conrail has had a virtual monopoly should provide competitive rail service options to our company.

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

I, Darrel M. Morrow, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 5, 1997.

A handwritten signature in cursive script, reading "Darrel M. Morrow", written over a horizontal line.

Signature

# Arcade and Attica Railroad Corporation

278 MAIN STREET  
ARCADE, NEW YORK 14009

May 23, 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 Norfolk Southern Corporation  
Control & Operating Leases/Agreements - Conrail, Inc.  
STB Finance Docket No. 33388

Verified Statement on behalf of The Arcade & Attica Railroad

My name is Linda L. Kempf, General Manager of the Arcade and Attica Railroad Corporation. I currently am in control of all operations, physical and managerial for the Corporation.

The Arcade and Attica Railroad is a Class III Railroad which operates in Western New York State and currently is connected in interchange with Consolidated Rail exclusively. We service four (4) customers with inbound traffic only.

As a short line which connects with Conrail, we support the acquisition of Conrail by NS and CSX. The Arcade and Attica Railroad view the future change in our connection with Conrail to a connection with the Norfolk Southern as a potential improvement to our operations providing the NS proceeds with the prospective operation plans that they have expressed to date. The acquisition should enhance our market reach and offer more efficient service to our customers than we are currently experiencing.

The AEARR would also like to state that while we are supporting the acquisition for more balanced competition, we are opposed to the elimination of current existing rail lines and any possible negotiations with other short line railroads to service, on behalf of the NS, any traffic directed to the AEARR.

On behalf of the AEARR, I urge the STB to expedite the final decision on the acquisition to bring closure and stability to the railroad industry as quickly as possible.

I, Linda L. Kempf, declare under penalty 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, 1997.

Respectfully submitted,  
  
Linda L. Kempf



## Gulf & Ohio Railways

401 Henley Street, Suite 5 • Knoxville, Tennessee 37902  
(423) 525-9400 • FAX (423) 546-3717

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

### VERIFIED STATEMENT

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

Dear Secretary Williams:

My name is K.V. Douglas, and I have been Vice President of the Atlantic & Gulf Railroad for the past 3 years. As Vice President, I have overall executive responsibility, including relationships with connecting carriers and marketing.

The Atlantic & Gulf Railroad is between Thomasville, Georgia, where it interchanges with the CSX and Albany, Georgia, where it interchanges with NS. We serve several large customers on the line including a Georgia Power Company power plant, a Proctor & Gamble paper mill, a Cooper Tire manufacturing plant, a U.S. Marine Corps Supply Depot, a large chicken feeding facility that supplies McDonald's and two kitty litter producers. Some of these facilities are also served by our sister railroad, the Georgia & Florida. The customer mentioned above ship or receive coal, corn and MRE's (Meals Ready to Eat) in unit trains as well as woodpulp, latex, carbon black, military impedimenta, soybean meal, CO2, frozen chicken, clay and kitty litter. The line also handles rock, fertilizer, pulpwood, paper, cottonseed and agricultural products. In 1996, it handled a total of 11,215 carloads. The Atlantic & Gulf operates six days per week and provides at least daily service to its two interchanges. It handles approximately 75 unit trains annually as special trains.

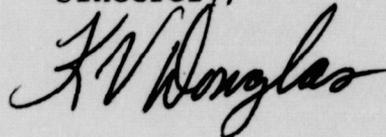
The Atlantic & Gulf Railroad strongly supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern which is before the Board in the captioned proceeding. I believe the acquisition of Conrail by CSX and NS will provide opportunities for our corn customer to have a number of elevators on Conrail open up as single line CSX or NS hauls to the Atlantic & Gulf. I also believe our woodpulp customer will have similar opportunities for woodpulp procurement. We handle a number of shipments on a regular basis, including woodpulp and kitty litter, to or from points on Conrail, and we believe the single line service to us that will result from these acquisitions should produce significantly improved service.

In conclusion, we anticipate that the proposed transaction will benefit the Atlantic & Gulf Railroad, our customers, our employees, and the communities we serve. The Atlantic & Gulf Railroad thus urges the Board to approve as expeditiously as possible the proposed acquisition and control of Conrail by CSX and NS.

I, K.V. Douglas, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of The Atlantic & Gulf Railroad Company.

Executed this 13th day of May, 1997.

Sincerely,

A handwritten signature in cursive script that reads "K.V. Douglas". The signature is written in dark ink and is positioned below the typed name "K.V. Douglas".

# **THE BLOOMER LINE**

Finance Docket No. 33388

CS Corporation and CS Transportation, Inc.  
Norfolk Southern Corporation and  
Norfolk Southern Railway Company  
Control and Operating Leases/Agreements  
Conrail Inc. and Consolidated Rail Corporation

## Verified Statement of Bloomer Shippers Connecting Railroad

My name is Steven Kelly, and I am the General Manager of the Bloomer Shippers Connecting Railroad. My duties include marketing, operations, and maintenance.

The Bloomer Line is a Class II railroad which operates in central Illinois. We have connections with the following railroads, at Gibson City, IL with the Norfolk Southern, and the Illinois Central. Chatsworth, IL with the Toledo, Peoria and Western. Customers we serve on our line are, Alliance Grain with facilities at Gibson City, Cropsey, Anchor, Colfax, and Charlotte, IL. Sibley Grain Co at Sibley, IL. Tri-Central Coop at Cullom, IL. Diller Tile Co at Chatsworth, IL. Terra Fertilizer at Colfax, IL. Crop Production Service at Strawn, IL. During 1996 we handled 4,000 carloads over our line. Grain movements are all in 50 car unit trains. Fertilizer also comes in 70 unit trains.

As a shortline which connects with Norfolk Southern, we support the proposed acquisition of Conrail by NS and CSX. NS has proven to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provides marketing, operating, administrative and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicated significant resources to make this a reality. NS has a sizeable in house staff industrial development professionals available to inventory sites and assist short lines in site planning, site promotion, track layout and track design.

Most importantly, for industrial development purposes, NS accords the same high level of development effort to a site located on a NS short line as to a site on NS.

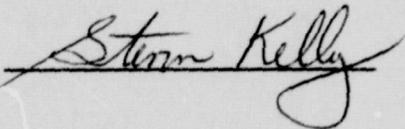
Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important NS partners for carload traffic.

Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also leads in innovative programs to meet customers' equipment needs. NS is committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of new single-line routings and reduction in terminal delays.

The addition of more points served by NS direct would be of great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS connection should increase the rail traffic which we receive from our customers, since our service to those points should be improved. We have been happy with the service which NS has provided, and we are confident that they would be able to provide good service on any CR lines which they acquire. Also, the competitive package in which NS has offered to bring rail competition to areas where Conrail has had a virtual monopoly should provide competitive rail service options to our company.

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

I, Steven Kelly, declare under penalty 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.





# CAROLINA RAIL SERVICE, INC.

3100 SMOKETREE COURT • SUITE 801 • RALEIGH, NC 27604  
TELEPHONE (919) 790-8244 • FAX (919) 790-8266

May 20, 1997

The Honorable Vernon A. Williams  
Office of the Secretary  
Case Control Branch  
Surface Transportation Board  
Attn: STB Finance Docket No. 33388  
1925 K Street, NW  
Washington, D.C. 20423-0001

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

Verified Statement on behalf of Carolina Rail Service, Inc. Finance Docket No. 33388. I, Sam Holcomb, declare under penalty 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.

Sam A. Holcomb

## Carolina Rail Service, Inc.

Dear Mr. Williams:

My name is Sam A. Holcomb, and I am President of Carolina Rail Service, Inc. (CRS). I have held my position for ten (10) years and I am responsible for the full range of managerial, financial and operational functions for CRS.

Carolina Rail Service, Inc. is a Class III railroad that provides rail car switching services for eight (8) customers at the North Carolina State Port in Morehead City, North Carolina. The Morehead City Port is served by Norfolk Southern.

Our customers include:

Canal Wood Corporation - Woodchips  
Potash Corporation of Saskatchewan - Phosphate  
Owens Corning Fiberglass - Borate  
PPG Industries - Borate  
Royster Clark - Potash/Urea  
Goldkist, Inc. Potash/Urea  
Waterman Steamship - Rubber  
Morehead City Ship & Cargo Agency - Poultry

During 1996, we received and shipped 8,057 rail cars at the Port of Morehead City that were interchanged with Norfolk Southern.

As a short line which connects with Norfolk Southern, we support the proposed acquisition of Conrail by NS and CSX. NS has proven to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provides marketing, operating, administrative and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff industrial development professionals available to inventory sites and assist short lines in site planning, site promotion, track layout and track design. Most importantly, for industrial development purposes, NS accords the same high level of development effort to a site located on a NS short line as to a site located on NS.

Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important NS partners for carload traffic.

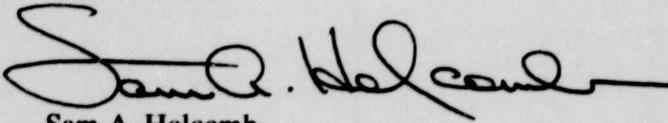
Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also leads in innovative programs to meet customers' equipment needs. NS is committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of new single-line routings and reduction in terminal delays.

The addition on more points served by NS direct would be of great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS connection should increase the rail traffic which we receive from our customers, since our service

to those points should be improved. We have been happy with the service which NS has provided, and we are confident that they would be able to provide good service on any CR lines which they acquire. Also, the competitive package in which NS has offered to bring rail competition to areas where Conrail has had a virtual monopoly should provide competitive rail service options to our company.

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

Sincerely,

A handwritten signature in black ink, appearing to read "Sam A. Holcomb". The signature is fluid and cursive, with a long horizontal stroke at the end.

Sam A. Holcomb



## CHATTOOGA & CHICKAMAUGA RAILWAY COMPANY

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413 West Villanow Street  
La Fayette, Georgia 30728  
Dept: 706-638-9552  
Fax 706-638-9553

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

VERIFIED STATEMENT OF HAROLD O. HOLIMAN

CHATTOOGA & CHICKAMAUGA RAILWAY

My name is Harold O. Holiman, and I am General Manager of the Chattooga & Chickamauga Railway. I have held my present position since our railroad was started in September, 1989. My duties include responsibility for all aspects of day to day operations of our 68 mile short line including: operations, maintenance of way, marketing, mechanical, and coordinating operations and relations with Norfolk Southern.

Chattooga & Chickamauga Railway is a Class III railroad which operates two former Norfolk Southern lines, primarily in the state of Georgia, and interchanges with Norfolk Southern in Chattanooga, Tennessee. The major customers we serve are; Reichhold Chemical Company in Kensington, Georgia, Roper Corporation in LaFayette, Georgia, and Mount Vernon Mills in Trion, Georgia. Our primary commodities handled are; chemicals, fertilizers, and metals. During 1996 we handled over 1200 carloads on our lines.

As a short line which connects only with Norfolk Southern,

we support the acquisition of Conrail by NS and CSX. NS has proven to be a reliable connecting line that is very interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provides marketing, operating, administrative, and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff of industrial development professionals available to inventory sites and assist short lines in site planning, site promotion, track layout, and track design. Most importantly, for industrial development purposes, NS accords the same high level of development effort to a site located on a NS short line as to a site located on NS.

Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important partners for carload traffic.

Finally, NS is an industry leader in acquiring, maintaining, and managing its rail fleet and also leads in innovative programs to meet customers' equipment needs. NS is committed to proving short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also car availability will improve as NS reduces transit times as a result on new single-line routing and reduction in terminal delays.

The addition of more points served directly by NS in the northeast could substantially increase our rail traffic, as we have one customer who ships large quantities to the northeast exclusively by truck, and having single line service to their destinations would greatly enhance our chance to convert this business from trucks to rail. We have been happy with the service which NS has provided, and we are confident that they would be able to provide good service on any CR lines which they acquire. Also, the competitive package in which NS has offered to bring competition to areas where Conrail has had a virtual monopoly should provide competitive rail service options to our company.

We have had excellent relations and cooperation with all departments of Norfolk Southern both locally and corporately

FD No. 33388 Page Four

since we have been in business and I believe Norfolk Southern will continue this type of relations with all of their customers and connections in the future.

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

I Harold O. Holiman, declare under penalty 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,

*Harold O. Holiman*

Harold O. Holiman  
General Manager

*Ralph B. Boyer*

Notary Public, Walker County, Georgia  
My Commission Expires April 10, 1999

## CHESTNUT RIDGE RAILWAY COMPANY

401 DELAWARE AVE.  
PALMERTON, PA 18071

May 8, 1997

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

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

Dear Mr. Williams:

My name is Wilbur O. Smith, and I am President of the Chestnut Ridge Railway Company. I have been with CHR for approximately 11 years and have held my present position for five (5) months. Previously, I was Vice President and General Manager of CHR for approximately 10 years.

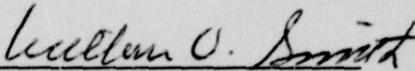
The CHR is a Class III railroad which operates in Palmerton, Pennsylvania, and connects only with Conrail there. We serve several customers at Palmerton, Pennsylvania and during 1996 originated or terminated 1,699 carloads of traffic. Of this total, 1,536 carloads were various hazardous materials.

As a short-line which connects with CR, we support the joint application of NS and CSX to acquire CR, and subsequently divide its assets. Should the application be approved, the preliminary map shows that our connection will be with NS. This would provide some of our customers with single-line rail access, which will hopefully create additional revenue opportunities for us. In addition, since the majority of our traffic is hazardous material, we would welcome working with NS as they have an excellent safety record.

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

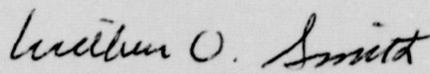
VERIFICATION

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

  
\_\_\_\_\_  
Wilbur O. Smith

Very truly yours,

CHESTNUT RIDGE RAILWAY COMPANY

  
Wilbur O. Smith  
President & General Manager

WOS:dko

Phone: 910-596-0844

**Clinton  
Terminal  
Railroad Co.**

Fax: 596-0233

**P.O. Box 11  
Elizabeth and Railroad St.  
Clinton, N.C. 28329**

May 19, 1997

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

VERIFIED STATEMENT

Re Proposed CSX/NS Conrail Transaction-STB Finance Docket 33388

Dear Secretary Williams:

My Name is L. Gray Tuttle and I am President and General Manager of the Clinton Terminal Railroad Co. As President and General Manager, I am responsible for all aspects of the management of the railroad. I have been President and General Manager since the company was formed in 1994 and was President of another CSX feeder line for the previous five years.

The Clinton Terminal Railroad Co. operates 3.5 miles of line in Sampson County, North Carolina. Our road expects to handle around three hundred cars this year with two additional customers expected to come on line later in 1997 or 1998. We primarily carry scrap steel, recycled paper, new coil steel and will add propane and lime stone later this year. At the present time we have three employees and operate two locomotives. Our only connection is with CSX.

The Clinton Terminal Railroad strongly supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern which is before the Board in the above captioned proceeding. As a result of the acquisition, we would expect our road to benefit from increased car supply, better freight rates for our customers to the northeast and midwest markets now served by Conrail and improved service to our customers.

For these reasons, the Clinton Terminal Railroad Co. urges the Board to expeditiously approve the acquisition application.

I, L. Gray Tuttle, declare under 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 this 19th day of May, 1997.

*L. Gray Tuttle*

**FINANCE DOCKET NO. 33383**

**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**

**VERIFIED STATEMENT OF  
COLONEL'S ISLAND RAILROAD**

My name is Robert D. Prescott, and I am Manager, Pricing & Logistics for the Georgia Ports Authority, which operates the Colonel's Island Railroad. I have held this position or a similarly titled one for six and one-half years. My duties include rail pricing, marketing and tariff publication.

The Colonel's Island Railroad (CISD) is a Class III railroad, which operates on Colonel's Island, Glynn County, Georgia. We connect with both Norfolk Southern Railway Company and CSX Transportation at Anguilla Junction, Georgia. Primary customers served by CISD and the commodities shipped and/or received are as follows:

Vehicles

General Motors  
Hyundai  
LandRover  
Saab Cars, USA  
Mitsubishi Motors  
Saturn Cars  
Volkswagen

Grain/Grain Products

Hansen-Mueller  
Foodonics  
MidSouth Feeds  
Ladish Malting

Chemicals/Sand

DuPont  
Allied-Universal

During our fiscal year 1996 (July 1, 1995 - June 30, 1996), we handled 1943 carloads over our line. For fiscal year 1997, we expect this volume to increase to over 3000 carloads. The majority for these shipments are for either import or export.

As a short line which connects with Norfolk Southern, we support the proposed acquisition of Conrail by NS and CSX. NS has proven to be a reliable connection which is very interested in our business. I believe NS is committed to a long-term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. This is particularly true in regards to international traffic, which is our primary focus, since we operate in a port environment.

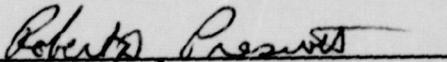
As a NS handling line, we have had access to the NS railcar fleet, particularly bi-level and tri-level cars. We believe that with an expanded NS territory, overall car availability will improve. This availability will also improve with new single-line routes and fewer terminal delays, which will reduce overall transit times.

The increase in NS direct served points, if this acquisition is approved, will be of benefit to CISD. With this increase, we expect our rail traffic to increase, particularly where this acquisition results in single-line service from/to current CR origins/destinations.

Also, we believe NS will be able to provide improved service in all areas where Conrail has had a virtual monopoly. This is because there will be legitimate rail competition in areas where there was none before.

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

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

  
Name

# THE COLUMBUS & OHIO RIVER RAIL ROAD COMPANY

136 South Fifth Street  
Coshocton, Ohio 4812  
614-622-8092/Fax 614-622-8097

William A. Strawn II - President

20 May 1997

File: OC-CR/CSXT/NS

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

Ref.: STB FD 33388 CSX/NS Control - Conrail

Dear Secretary Williams;

I am William A. Strawn II and I am the President of The Columbus & Ohio River Rail Road Company (C&OR). My business address is 136 South Fifth Street, Coshocton OH 43812. I have been in the business of managing, organizing, and acquiring so-called "short-line" and "regional" (Class III) railroads for the past 27 years. While I serve as President of several other Class III railroads each of these railroads is an independent corporation--my purpose in writing this letter is to clearly state the Columbus & Ohio River's support of the proposed acquisition and divestiture of Conrail as outlined in STB 33388 and to urge the Surface Transportation Board to promptly give its approval to the transaction.

The C&OR is a Class III railroad operating 163 road-miles between Columbus and Mingo Junction OH. The C&OR connects with the following railroads at the points indicated:

Conrail*	Columbus (Buckeye Yard) and Mingo Junction OH
CSXT	Newark OH
NS	(East) Columbus OH
Ohio Central	Coshocton (Morgan Run) OH
R J Corman	Uhrichsville OH
W&LE	Jewett OH

\* Norfolk Southern after Docket 33388 is implemented

The Ohio Central operates in Coshocton, Franklin, Harrison, Jefferson, Licking, Muskingum, and Tuscarawas Counties, Ohio.

Our latest Industrial Directory indicates that the OC provides sidetrack service to the following rail patrons:

- ARG Corporation - Black Run OH
- Armco, Incorporated (Coshocton Operations) - Coshocton OH
- Banner Fibreboard Company - Coshocton OH
- Bowerston Shale Company - Hanover OH

Mr. Vernon A. Williams

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20 May 1997

Box USA (4-M) Corporation - Newark OH  
Cardigan Coal & Coke Corporation - Nelms OH  
Consolidated Coal Corporation - Georgetown OH  
Constar Plastics, Inc. - Heath OH  
Coshocton Grain Company - Coshocton OH  
Dow Chemical Company - Heath OH  
Ecolab, Inc. - Heath OH  
Eighty-Four Lumber - Pataskala OH  
Empire Plastics, Inc. - Newcomerstown OH  
General American Transportation Company - Trinway  
General Electric Electromaterials, Inc. - Coshocton OH  
Groovfold, Inc. - Newcomerstown OH  
Harrison Processing Company - Nelms OH  
Holophane Company - Newark OH  
Kaiser Aluminum Company - Heath OH  
Koch Material Company - Heath OH  
Laminations, Inc. - Newcomerstown OH  
McGuire Car Repair Company - Dennison OH  
Medusa Cement Company - Black Lick OH  
Mid-Ohio Warehouses, Inc. - Heath OH  
Montell USA, Inc. - Taylor OH  
Mulch Manufacturing, Inc. - Reynoldsburg OH  
Ohio Oil Gathering, Inc. - Black Run OH  
Ohio Steel Industries, Inc. - Summit OH  
Pennzoil Corporation - Black Run OH  
Quality Wood Treating, Inc. - Taylor OH  
Quantum USI - Heath OH  
Sancast, Inc. - Coshocton OH  
Scio Laminated Products - Scio OH  
Scio Packaging Company - Scio OH  
Sprouse & Sons Drywall Company - East Columbus OH  
Stone Container Corporation - Coshocton OH  
Sutherland Lumber Company - Columbus OH  
Tamko Roofing Products, Inc. - Black Lick OH  
Tenneco - Newark OH  
Tusco Grocers, Inc. - Dennison OH  
Valley Mining Company - Dennison OH  
Vigoro, Inc. - East Columbus OH  
Warehouse Services - Columbus OH

Mr. Vernon A. Williams

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20 May 1997

The Columbus & Ohio River is an originating and terminating railroad in extremely truck-competitive territory. Because of this we are a service-intensive railroad offering daily service to customers seven days per week. The principal commodities handled by the C&OR are finished and semi-finished steel, crude oil, asphalt, cement, grain, coal, and plastics.

Personally and corporately I support the merger because:

1. Improved Single Line Service - Our competition is the over-the-road truck and the greater single-line reach of the expanded CSXT and NS systems will permit our customers (and thereby the C&OR) to offer improved carload service.

2. New and Improved Traffic Lanes - Over-the-road truckers using public highways frequently have the advantage of shorter routes to major markets--our review of many of our customers' current and potential routing indicates that the improved strategic routes and new internal connections of the restructured CSXT and NS systems will permit carload freight to successfully compete in markets it is now unable to.

Of particular interest to the C&OR and its customers is the ability of both CSXT and NS to compete with trucks in the existing east-west corridors and in the heretofore truck-dominated north-south corridors.

3. Improved Car Utilization - The C&OR's territory is increasingly a home to industries for whom adequate gondola and boxcar supply is the key to utilizing the railroad. My observation of the independent operation of Conrail is that the superior resources of both CSXT and NS will result in more railroad traffic through provision of more consistent and reliable equipment resources to the C&OR.

The Columbus & Ohio River Railroad is composed principally of tracks that were to be abandoned if not acquired by the C&OR in 1992. The success of the C&OR to date, measured in physical revitalization, traffic growth, and financial stability has been the result of intense and successful joint-line marketing and operation in conjunction with the Class I railroads. The opportunity to expand the Norfolk Southern's role in our traffic only reinforces the C&OR's commitment to intensely expand joint-line marketing and operation in conjunction with both Class I railroads. Based on our success to date I have great personal and corporate confidence that this transaction will most worthy of your support.

The success or failure of the C&OR is inexorably linked with the success of its Class I connections. Their ability to meet the needs of the C&OR's patrons will determine the future of railroading in this part of America--please give them the tool they need--the transaction outlined in STB 33388!

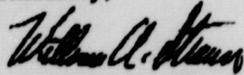
Mr. Vernon A. Williams

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20 May 1997

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

Sincerely,



William A. Strawn II  
President

cc: Mr. John Snow - Chairman, CSX Corporation  
Mr. David R. Goode, Chairman, President, and Chief Executive Officer,  
Norfolk Southern Corporation

JJJ:bc

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**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**

**VERIFIED STATEMENT OF RICHARD E. MALON**

**COLUMBIA TERMINAL RAILROAD**

My name is Richard E. Malon, and I am the Director of the City of Columbia Water and Light Utility and the Columbia Terminal Railroad. My duties are general management of the City owned electric, water and railroad utilities.

Columbia Terminal is a Class III railroad operating in the State of Missouri. The railroad operates approximately 22 miles of line serving northern Boone County and the City of Columbia, connecting with the Norfolk Southern Railroad at Centralia, Missouri. We serve a number of customers in the City of Columbia. These customers receive and ship coal, plastic pellets, lumber, brick, steel coils and various miscellaneous products. During 1996 we handled about 1,350 carloads over our line.

As a short line which connects with the Norfolk Southern, we have supported and continue to support the proposed acquisition of Conrail by NS and CSX. NS has proven to be a reliable connecting line interested in our business. The NS has shown their commitment to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement NS has provided marketing, operating, administrative and industrial development support to our short line to ensure its continued success.

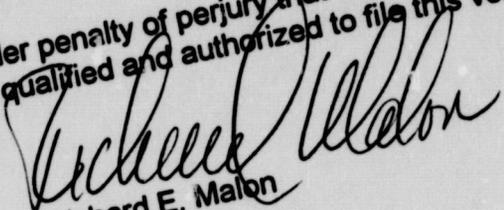
NS has also been committed to assisting us in attracting new customers and has dedicated significant resources to make this a reality. The NS has accorded the same high level of development effort to sites on our short line as to sites located on the NS.

NS has been an industry leader in acquiring, maintaining and managing its rail fleet and has been actively meeting our needs as a short line railroad. Overall car availability will improve as a result of expanding the NS network. With a larger territory and access to more customers, NS will be able to position the fleet optimally for loading and reloading.

Of particular interest to COLT is that the addition of more points served directly by the NS will be of great benefit to us since single line service is more efficient than joint line service. A number of products that we handle originate in Conrail territory. This includes brick and coil steel. We have a very good history of prompt service for any traffic originating on the NS and are confident that this same service will continue on any CR lines they acquire.

The Columbia Terminal was one of the first short lines started under the new NS policies in the 1980's. The NS has been supportive, cooperative, and in particular has assisted us in developing new traffic and in quoting competitive rates. Our line handled less than 400 cars per year when we first acquired it. Working with the NS we have increased our traffic levels to 1,350 cars last year. With possible new traffic we are working on right now, we may end up in a position where we will be expanding our equipment and personnel. We feel the NS has been a leader in providing customer service in the industry and support the application of the NS and CSX to acquire CR. Since any delays in processing an application for merger can result in confusion and morale problems on the CR, we would also urge that the proposed merger be handled on an expedited schedule. We believe that this is the best long term approach for rail service east of the Mississippi and hope you will take all necessary steps to assure the arrangement is consummated as early as possible.

I, Richard E. Malon, declare under penalty 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.

  
Richard E. Malon



One Park West Circle, Suite 203  
Midlothian, Virginia 23113

**FOR SHORT LINES ON NS & CSX**

**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**

**VERIFIED STATEMENT OF**

**COMMONWEALTH RAILWAY, INC.**

My name is James W. Benz and I am President of Commonwealth Railway, Inc. I have held my present position for 7 years. My duties include the general supervision of the company and establishment of policy.

Commonwealth Railway, Inc. is a Class III railroad which operates 16.5 miles of track between Suffolk, Virginia and Portsmouth, Virginia. Our interchange point is with Norfolk Southern at Suffolk, Virginia. Customers which we serve on our line include Allied Colloids, Suffolk, Virginia; Virginia Packaging Design, Suffolk, Virginia and Hoechst Celanese, Portsmouth, Virginia. These customers

ship and/or receive a large amount of hazardous materials (approximately 95% of all carloads) including caustic soda, acrylic acid and other chemicals. During 1996, we handled 1,378 carloads over our line.

As a short line which connects with Norfolk Southern, we support the acquisition of competitive routes in the northeast by NS and CSX. Since Conrail has a virtual monopoly on service into and out of the northeast, we believe an acquisition of Conrail by our connecting Class I carrier will place us in the advantageous position of having competing rail carriers moving to and from the northeast from which to choose. We have found NS to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provides marketing, operating, administrative and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff industrial development professionals available to inventory sites and assist short lines in site planning, site promotion, track layout and track design. Most importantly, for industrial development purposes, NS accords the same high level

of development effort to a site located on a NS short line as to a site located on NS.

Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important NS partners for carload traffic.

Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also leads in innovative programs to meet customers' equipment needs. NS is committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of new single-line routings and reduction in terminal delays.

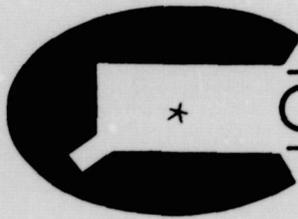
The addition of more points served by NS or CSX direct would be a great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS or CSX connections should increase the rail traffic which we receive from our customers, since our service to those points should be improved. Specifically, we currently receive shipments of caustic soda for Hoechst Celanese from a Conrail origination point in Reybold, Delaware. With the single line service, we are anticipating a reduction of 1-2 days transit time for these cars.

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

I, James W. Benz, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on MAY 21, 1997.

James W Benz  
JAMES W. BENZ

NS-CSX.F.OC



# CONNECTICUT CENTRAL RAILROAD

P.O. BOX 1022, MIDDLETOWN, CT 06457 (203) 346-8698/FAX (203) 344-9719

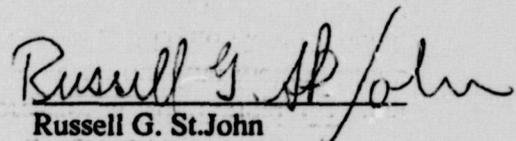
Mr. Vernon A. Williams  
Secretary Surface Transportation Board  
STB Finance Docket #33388  
1925 K St., N.W.  
Washington, DC 20423-0001

My name is Russell G. St.John, and I am President of the Connecticut Central Railroad Co., Inc. I have held my present position for 4 years. My duties include all administrative duties, including marketing.

The Connecticut Central Railroad Co., Inc. is a Class III railroad which operates in Central Connecticut, serving Middletown, Cromwell, Portland, and Middlefield. We interchange with the Providence & Worcester in Middlefield, CT and with Conrail in New Haven, CT. Customers which we serve on our line include Stone Container Corporation, Primary Steel, Masonry Supply Reserve and Dyno New England. These customers ship and/or receive Pulpboard, Steel, Brick, Ammonium Nitrate and Miscellaneous. During 1996, we handled 1,200 carloads over our lines.

As a short line which connects with Conrail, we support the acquisition of Conrail by NS and CSX. As is well known, Conrail has limited market reach, while NS and CSX, after the acquisition, will be able to provide a single line connection to points as far away as New Orleans and Jacksonville. Greater market access will help our customers and should create additional revenue opportunities for our company.

I, Russell G. St.John, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 21, 1997.

  
Russell G. St.John

**DUBOIS COUNTY RAILROAD  
P. O. Box 150  
FRENCH LICK, IN. 47432**

May 20, 1997

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

Dear Mr. Williams:

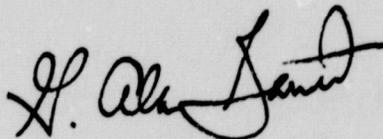
We support the approval of the transaction which would allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our railroad is located on the lines of Norfolk Southern, we would welcome the benefit of increased market access for single-line rail transportation. Joint-line 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 railroad would be able to compete in these markets with other companies enjoying single-line service in the Northeast. We have had a connection with Norfolk Southern for approximately four years and have been very satisfied with their service. We are confident that Norfolk Southern would be able to provide excellent service on any Conrail line which they acquire.

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

I, G. Alan Barnett, declare under penalty 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,



G. Alan Barnett  
President & General Manager

**Eastern Shore Railroad, Inc.**  
**The Norfolk Gateway**

May 19, 1997

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

**RE: 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:

By way of introduction, I am J. T. Holland, President of Eastern Shore Railroad, Inc. Further, I hereby certify that I have been authorized by the Eastern Shore Railroad Board of Directors to issue this statement concerning ESHR's position with regard to the proposed Norfolk Southern and CSXT purchase of Conrail.

The Eastern Shore Railroad operates over a span of approximately 65 miles, from the Town of Cape Charles, Virginia, to Pocomoke City, Maryland. At Pocomoke, we interchange with Conrail. From the Cape Charles terminus, we barge rail cars across the Chesapeake Bay to Virginia Beach, where we operate 7 miles of track and interchange with Norfolk Southern, CSX, and the Norfolk Portsmouth Beltline. ESHR is a Class III railroad, and handled approximately 7600 carloads in 1996.

As a shortline which connects with the indicated railroads, we support competitive routes in the northeast. Since Conrail has a virtual monopoly on service into and out of the northeast,

May 19, 1997

Mr. Vernon A. Williams  
Surface Transportation Board

Page 2

we believe that an acquisition of Conrail by NS and CSXT, coupled with the competitive packages to others such as NS has proposed, will place us in the advantageous position of having competing rail carriers in the northeast from which to choose.

Historically, we have been happy with the service which Norfolk Southern has provided. NS has been willing to cooperate with this Railroad in the furnishing of cars, competitive pricing, and marketing efforts. We are confident that NS and CSXT will provide good service on any Conrail lines which they may acquire. Also, the package through which NS and CSXT has offered to bring rail competition to areas where Conrail has had a virtual monopoly should provide competitive rail service options to our shortline company and the customers we serve.

For these reasons, the Eastern Shore Railroad, Inc. supports the application of Norfolk Southern and CSXT to purchase Conrail. Further, I, J. T. Holland, declare under penalty of perjury that the foregoing is true and correct. I also do certify that I am qualified and authorized to file this verified statement, executed on May 19, 1997.

  
J. T. Holland,  
President

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

VERIFIED STATEMENT OF ALAN W. MAPLES

THE EVERETT RAILROAD COMPANY

My name is Alan W. Maples, and I am President of The Everett Railroad Company. I have held my present position for 13 years. My duties include responsibility for all finance and accounting, general business administration, marketing and sales, including negotiation of all rates and contracts.

The Everett Railroad Company is a Class III railroad which operates a total of 25 miles of track (including lines owned, leased, and operated under trackage rights) in Blair County Pennsylvania. Interchange is made with Conrail at Hollidaysburg, PA, approximately eight miles south of Altoona, PA. Customers we serve on our railroad include Westvaco (Recycling Center) at Roaring Spring, PA; A.P. Green Refractories at Sprout, PA; Roaring Spring Blank Book Company, Roaring Spring, PA, Martinsburg Milling Company, Martinsburg, PA; and Young's, Inc. (Cargill), at Martinsburg, PA. These customers ship and/or receive a variety of commodities including Scrap Paper; Bauxite Ore; Printing Paper; Feed Grains; and Feed Grade Minerals. In 1996, we handled 1,637 carloads over our lines. We operate one train per day, five days a week and work closely with our customers to meet their schedule needs.

As a short line which connects with Conrail, we support the acquisition of Conrail by NS and CSX. At present, Conrail's east-west operating orientation has caused extreme problems with circuitous routing on traffic originating in the South. For example, Bauxite Ore originating on Norfolk Southern in Georgia is interchanged to Conrail at Hagerstown, MD. Conrail moves this traffic through Harrisburg to Allentown, then back through Harrisburg, through Altoona, to Pittsburgh (Conway Yard), then back to Altoona before making interchange to us. NS requires about four days to handle such shipments on its line; CR requires almost six days just in Pennsylvania. We expect substantial improvements in routing and service as a result of the NS operation of Conrail lines in Pennsylvania. Such service improvements and pricing efficiencies resulting from single line service will lead to additional marketing opportunities, especially in intermediate-length hauls, such as Virginia and North Carolina. Greater market access will help our customers and should create additional revenue opportunities for our company.

In addition to improvements to existing service, Norfolk Southern's greater rolling stock fleet should allow us to market new services, such as steel and cement transloading, which to date we have not been able to pursue due to Conrail's lack of suitable equipment.

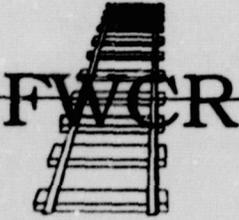
Our customers have continued to reduce inventories and as a result have become increasingly sensitive to transit times. We look forward to working with Norfolk Southern because of their record for prompt, reliable service.

For all the reasons described above, I support the application of NS and CSX to acquire Conrail, and hope that the Surface Transportation Board will consider this transaction on an

expedited schedule that will allow service improvements and business opportunities to proceed at the earliest possible date.

I, Alan W. Maples, declare under penalty 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.

  
\_\_\_\_\_  
Alan W. Maples



**FLORIDA WEST COAST RAILROAD COMPANY**

P.O. Box 1267 • 104 North West Lancaster Street  
Trenton, Florida 32693-1267  
(904) 463-1103 • FAX (904) 463-1104

May 14, 1997

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

VERIFIED STATEMENT

Re: Proposed CSX/NS Conrail Transaction - STB Finance  
Docket NO. 3338

Dear Secretary Williams:

My name is Clyde S. Forbes, and I am president of the FLORIDA WEST COAST RAILROAD COMPANY. As president, I am responsible for all operations of this railroad.

The FLORIDA WEST COAST RAILROAD COMPANY is a short-line rail carrier which operates 14 miles of rail line between Trenton and Newberry in the State of Florida. We handle about 800 inbound and 5 outbound carloads during a typical year, and our primary commodity is: feed. In addition to me, we have 5 employees, 2 locomotives, and do not own rail cars. Our railroad connects with CSX at Newberry, Florida.

The FLORIDA WEST COAST RAILROAD COMPANY strongly supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern which is before the Board in the captioned proceeding. We eagerly anticipate the consummation of that transaction since we are confident that it will result in improved car supply and more competitive single line service for our customers to new markets and from new suppliers. With the significantly expanded single line service which will be available on CSX, our customers should benefit from reduced transit times and more attractive rates to and from the former Conrail territory. The improvements resulting from CSX's expanded single line service and ratemaking should benefit the FLORIDA WEST COAST RAILROAD COMPANY along with CSX's other short-line connections, and those improvements should enable all of us to better compete for traffic which is currently hauled by motor carriers between our stations and stations on the Conrail lines which are being acquired by CSX.

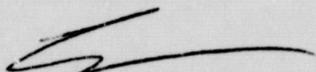
We feel that the merger of CSX with Conrail will give us better rate structures and service, which will connect with our short lines in New England.

In conclusion, we anticipate that the proposed transaction will benefit the FLORIDA WEST COAST RAILROAD COMPANY, our customers, our employees, and the communities we serve. The FLORIDA WEST COAST RAILROAD COMPANY thus urges the Board to approve as expeditiously as possible the proposed acquisition and control of Conrail by CSX and NS.

I, Clyde S. Forbes, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of the FLORIDA WEST COAST RAILROAD COMPANY.

Executed this 14th day of May, 1997

Sincerely,



Clyde S. Forbes  
President



## Gulf & Ohio Railways

1019 Coastline Avenue • Albany, Georgia 31705  
(912) 435-6629 • FAX (912) 436-4571

**W.T. Hart**  
Executive Vice President &  
Chief Operating Officer

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

### 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**

**VERIFIED STATEMENT OF**  
**GEORGIA & FLORIDA RAILROAD COMPANY, INC.**

Dear Secretary Williams:

My name is William T. Hart, and I am Executive Vice President of the Georgia and Florida Railroad. I have held my present position for eight (8) years. My duties include supervising operations of the railroad which includes transportation, mechanical, engineering and functions of the marketing and sales department. I also deal with connecting line negotiations and problem solving in legal affairs and interchange on a regular basis.

The Georgia & Florida Railroad is a Class III railroad which operates from Albany, in southwest Georgia to Sparks, Georgia, a distance of 58 miles. We then have trackage rights over Norfolk Southern from Sparks to Valdosta, Georgia, a distance of 28 miles. The Georgia & Florida also operates from Adel, Georgia to Foley, Florida, a distance of 86 miles. Also included in this operation is the Valdosta to Nashville, Georgia line which is approximately 28 miles long. I have included a list of customers served on this line. These customers ship and/or receive such goods as military equipment and supplies, logs, scrap metal, plastics, fuel, pulpwood, fertilizer, woodpulp, paper, cement, beer, grain, coal, cottonseed, cottonseed products, sand and rock to name a few. During 1996, Georgia & Florida Railroad handled 14,191 carloads over our line. We handled many tanks and other specialized equipment for the Marine Corps Logistics Base located in Albany, Georgia as well as overseas paper machines for Proctor & Gamble.

As a short line which connects with Norfolk Southern, we support the proposed acquisition of Conrail by NS and CSX. NS has proven to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provides marketing,

operating, administrative and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff of industrial development professionals available to inventory sites and assist short lines in site planning, site promotion, track layout and track design. Most importantly, for industrial development purposes, NS accords the same high level of development effort to a site located on an NS short line as to a site located on NS.

Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important NS partners for carload traffic.

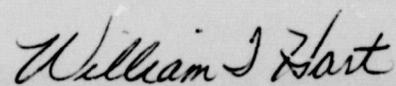
Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also leads in innovative programs to meet customers' equipment needs. NS is committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of new single-line routings and reduction of terminal delays.

The addition of more points served by NS direct would be of great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS connection should increase the rail traffic which we receive from our customers, since our service to those points should be improved. In areas where commodities are originated on Conrails' present day lines customers would reap the benefit of a direct NS origin or termination, a definite win-win for all concerned. We have been happy with the service which NS has provided, and we are confident that they would be able to provide good service on any CR lines which they acquire. Also, the competitive package in which NS has offered to bring rail competition to areas where Conrail has had a virtual monopoly should provide competitive rail service options to our company.

Norfolk Southern's dedication to customer service will only be enhanced by the availability of additional Conrail equipment and routes.

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

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



William T. Hart



# The Great Walton Railroad Co., Inc.

P.O. Box 711, 315 E. Lumpkin Street  
Monroe, Georgia 30655  
404-267-0070

**B.R. Anderson, President**

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

## VERIFIED STATEMENT

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

Dear Secretary Williams:

My name is Bennie Ray Anderson, Sr, and I am President of The Great Walton Railroad Company. As President, I am responsible for the long term viability of The Great Walton Railroad as well as looking out for the best interest of our present and future customers.

The Great Walton Railroad is a short-line rail carrier which operates 10 miles of rail line between Social Circle and Monroe in the state of Georgia. We handle about 850 inbound during a typical year, and our primary commodities are plastics, feldspar, clay, and kaolin. In addition to me, we have six employees, and two locomotives. Our railroad connects with CSX at Social Circle, GA.

The Great Walton Railroad strongly supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern which is before the Board in the captioned proceeding. We eagerly anticipate the consummation of that transaction since we are confident that it will result in improved car supply and more competitive single line service for our customers to new markets and from new suppliers. With the significantly expanded single line service which will be available on CSX, our Customers should benefit from reduced transit times and more attractive rates to and from the former Conrail territory. The improvements resulting from CSX's expanded single line service and ratemaking should benefit The Great Walton Railroad along with CSX's other short-line connections, and those improvements should enable all of us to better compete for traffic which is currently hauled by motor carriers between our stations and stations on the Conrail lines which are being acquired by CSX.

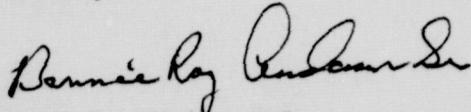
In conclusion, we anticipate that the proposed transaction will benefit The Great Walton Railroad, our customers, our employees, and the communities we serve. The Great Walton Railroad thus urges the Board to approve as expeditiously as possible the proposed acquisition and control of Conrail by CSX and NS.

Bennie Ray Anderson, Sr.  
May 1, 1997

I, Bennie Ray Anderson, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of The Great Walton Railroad Company.

Executed this 1st day of May, 1997.

Sincerely,

  
Bennie Ray Anderson, Sr.



## Gulf & Ohio Railways

401 Henley Street, Suite 5 • Knoxville, Tennessee 37902  
(423) 525-940 • FAX (423) 546-3717

**Pete Claussen**  
Chairman & C.E.O.

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

**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**

**VERIFIED STATEMENT  
GULF & OHIO RAILWAYS**

Dear Secretary Williams:

My name is Pete Claussen. I am Chairman & CEO of Gulf & Ohio Railways, a company I started in 1985. I have overall responsibility for the operation and management of Gulf & Ohio and its sister companies. The group of companies, which I will refer to in this statement as Gulf & Ohio, consists of Mississippi Delta Railroad, The Atlantic & Gulf Railroad, the Wiregrass Central Railroad, the H & S Railroad, the Georgia & Florida Railroad, the Live Oak, Perry and Georgia Railroad, the Nash County Railroad, Yadkin Valley Railroad, the Lexington & Ohio railroad and the Albany Bridge Company. The Georgia & Florida Railroad operates the Live Oak, Perry and Georgia Railroad and the Atlantic & Gulf Railroad operates the Albany Bridge Company.

In 1996, Gulf & Ohio operated just under 500 miles of railroad, had revenues of about \$13,000,000 and handled 55,894 carloads. Of its operating railroads, Mississippi Delta connects with Illinois Central; Wiregrass Central and Nash County connect with CSX only; Lexington & Ohio and Yadkin Valley connect only with Norfolk Southern; and H & S,

Atlantic & Gulf and Georgia & Florida connect with both CSX and Norfolk Southern. The management of all these railroads have submitted Verified Statements that describe more fully the operations on each railroad.

As a short line company that derives about 73% of its revenue from traffic interchanged with either the Norfolk Southern or the CSX, we strongly support the proposed acquisition of Conrail by Norfolk Southern and CSXT. First, the acquisition as proposed will provide for much greater efficiency in the movement of traffic to and from what is now Conrail. Second, the acquisition will create numerous opportunities for our customers to have new single line hauls between our NS and CSX connection and the origin or destination on Conrail, thereby opening up new sources for and outlets for goods and materials. Third, we believe the NS and CSX will be much more aggressive in marketing traffic to and from the Southeast which will benefit both our railroads and our customers.

As a short line which connects with Norfolk Southern and CSX, we support the proposed acquisition of Conrail by NS and CSX. NS has proven to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provides marketing, operating, administrative and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff industrial development professional available to inventory sites and assist short lines in site planning, site promotion, track layout and track design. Most importantly, for industrial development purposes. NS accords the same high level of development effort to a site located on a NS short line as to a site located on NS.

Likewise, CSX has worked closely over the years with its short line connections through a staff in Jacksonville. CSX provides quick responses to our requests for rates, it assists in new track projects for our customers, it provides specialized and general propose equipment, it has good

Page 3

service to our interchanges and it works well on the development of new traffic with us. We anticipate that this approach to short lines will help us extend markets and sources for our customers.

In conclusion, I believe the proposed transaction will benefit all of our railroads, our customers, our employees and the communities we serve. I urge the board to approve as expeditiously as possible the proposed acquisition and control of Conrail by Norfolk Southern and CSX.

I, H. Peter Claussen, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of Gulf & Ohio Railways.

Executed this 19th day of May, 1997.

Sincerely,

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



## Gulf & Ohio Railways

401 Henley Street, Suite 5 • Knoxville, Tennessee 37902  
(423) 525-9400 • FAX (423) 546-3717

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

### VERIFIED STATEMENT

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

Dear Secretary Williams:

My name is Johnny Stapleton, and I am Manager of the H & S Railroad Company, Inc. I have held my present position for 1 year. My duties include responsibility for relations with connecting lines, marketing, managing train operations and relationships with customers and connecting carriers.

The H & S Railroad is a Class III Railroad which operates an 8 mile line at Dothan, AL. All of our traffic is for a car repair shop.

As a short line which connects with NS and CSX, we support the acquisition of competitive routes in the northeast by NS and CSX. Since Conrail has a virtual monopoly on service into and out of the northeast, we believe an acquisition of Conrail by our connecting Class I carriers will place us in the advantageous position of having competing rail carriers moving to and from the northeast. We have several major industrial sites on our line and believe that their marketability will be improved by this acquisition. We have found NS to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operation in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provides marketing, operating, administrative and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff industrial development professional available to inventory sites and assist short lines in site planning, site promotion, track layout and track design. Most importantly, for industrial development purposes. NS accords the same high level of development effort to a site located on a NS short line as to a site located on NS.

Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important NS partners for carload traffic.

Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also lead in innovative programs to meet customers' equipment needs. NS is committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of new single-line routings and reduction in terminal delays.

The addition of more points served by NS or CSX direct would be of great benefit to us and to our potential future customers since single line service is more efficient than joint line service.

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

I, Johnny Stapleton, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of The H & S Railroad Company.

Executed this 14th day of May, 1997.

Sincerely,

*Johnny Stapleton*

**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**

**VERIFIED STATEMENT OF BENNIE RAY ANDERSON, SR.**

**HARTWELL RAILROAD COMPANY**

My name is Bennie Ray Anderson, Sr., and I am President of Hartwell Railroad Company. I have held my present position for nine years. My duties include all aspects of the Company from both a short and long term perspective. Since we are a short line I am involved in all functions of the railroad including marketing, connecting lines, operations, and sales.

Hartwell Railroad is a Class III railroad which operates in northeastern Georgia between the towns of Toccoa, Elberton, and Hartwell. We operate 58 miles of track and interchange with Norfolk Southern in Toccoa. Customers that we serve include among others Columbia Farms in Lavonia; Johnson & Johnson in Royston; Monroe Oil in Hartwell; Sonoco in Toccoa; Nampac in Toccoa; Vigoro in Airline; Goldkist in Hartwell; Amerigas in Royston; Tugalo Gas in Toccoa; Mearl Sand in Hartwell; Inland Rome in Hard Cash; and Franklin Wood in Canon. These customers ship and receive various commodities such as grain, plastic, starch, talc, oil, lumber, fertilizer, LP gas, sand, woodchips, and pulpwood. During 1996, we handled 4803 carloads over our line.

As a short line which connects with Norfolk Southern, we support the proposed acquisition of Conrail by NS and CSX. NS has proven to be a reliable connecting line interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provides marketing, operating, administrative, and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff of industrial development professionals available to inventory sites and assist short lines in site planning, site promotion, track layout and track design. Most importantly, for industrial development purposes, NS accords the same high level of development effort to a site located on a NS short line as to a site located on NS.

Verified Statement  
B. R. Anderson, Sr.  
May 12, 1997

Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroad are important NS partners for carload traffic.

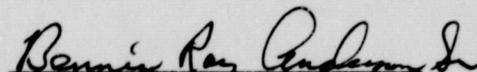
Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also leads in innovative programs to meet customers' equipment needs. NS is committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of new single-line routings and reduction in terminal delays.

The addition of more points served by NS direct would be of great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS connection should increase the rail traffic which we receive from our customers, since our service to those points should be improved. We have been happy with the service which NS has provided, and we are confident that they would be able to provide good service on any CR lines which they might acquire. Also, the competitive package in which NS has offered to bring rail competition to areas where Conrail has had a virtual monopoly should provide competitive rail service options to our company.

NS has proven to be a strong partner in regard to our short line operations. They are always ready to take a proactive stance in relations with us and this goes a long way in allowing us to develop and enhance our customer base.

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

I, Bennie Ray Anderson, Sr., declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 12, 1997.

  
Bennie Ray Anderson, Sr.



## Honey Creek Rail Road

Raymond Pasko

May 5, 1997

301 East Main, U.S. 36  
Sulphur Springs, IN 47388

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

Dear Mr. Williams:

We are pleased to know how many more areas of marketing this merger could bring. 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 reasons described above, I support the application of NS and CSX to acquire Conrail, I Raymond A. Pasko, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 5, 1997.

Sincerely,

Raymond A. Pasko

**FINANCE DOCKET NO. 33388**

**CSX CORPORATION AND CSX TRANSPORTATION, INC.  
NORFOLK SOUTHERN CORPORATION AND  
NORFOLK SOUTHRN RAILWAY COMPANY  
CONTROL AND OPERATION LEASES/AGREEMENTS-  
CONRAIL INC. AND CONSOLIDATED RAIL CORPORATION**

**VARIFIED STATEMENT OF THE HOOSIER SOUTHERN RAILROAD**

My name is Gerald D. Thomas, and I am Manager of the Hoosier Souther Railroad. I have held my present position since February 1, 1997. I am also Sec/Treasurer of the Perry County Port Authority, which owns the Hoosier Southern Railroad, since January 1, 1994 and presently hold that position. My duties include managing the operations of the railroad, relation with connection lines, the financial and marketing responsibilities of the railroad.

The Hoosier Southern Railroad is a Class III railroad which operates in Perry and Spencer Counties in Southern Indiana on the Ohio River. We connect with the Norfolk Southern Railroad at the Lincoln City switching yard located at Lincoln City, Indiana. We presently serve 4 major customers (American Flyash, Kimbair international, Inc., Consolidated Recycling Co. Inc., and Waupaca Foundries. We also serve several minor customer as required. These customer slip up and/or receive flyash, wood products, sand, clay, coke, scrap steel, recycled petroleum products, and farm products. During 1996, we handled 207 carloads over our lines and in 1997 our marketing assessment indicates that we will handle 1200 carloads over our lines. Our newest customer, Waupaca Foundries, which just started in production, has indicated that it will be shipping auto parts in the Northeast, East, Southwest and Southeast parts of the United States and Canada when they get to full production. We will be needing box cars from NS pool if at all possible due to the requirements of the business. We will need "accurate, just in time" delivery on these cars as we will be competing with trucking in order to secure this business.

As a short line which connects with Norfolk Southern, we support the proposed acquisition of Conrail by NS and CSX. NS has proven to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1995, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provides marketing, operation, administrative and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attraction new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff industrial development professionals available to inventory sites and assist short lines in site planning, site promotion, track layout and track design. Most importantly, for industrial development purposes, NS accords the same high level of development effort to a site located on a NS short line as to a site located on NS.

**FINANCE DOCKET NO. 33388**

Further, NS work closely with its short line connections to grow their carload business. Short lines and regional railroads are important NS partners for carload traffic.

Finally, NS is an industrial leader in acquiring, maintaining and managing its rail fleet and also leads in innovative programs to meet customers' equipment need. NS is committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position their fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of new single-line routings and reduction in terminal delays.

The addition of more points served by NS direct would be of great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS connection should increase the rail traffic which we receive from our customers, since our service to those points should be improved. One of our present customers ship into Pennsylvania, that require delivery by Conrail. We consider another 2 days for delivery due to the delays required for switching to Conrail. With the addition of the Waupaca Foundries to the shippers in this area, we feel we will have a marked improvement in deliveries if NS is allowed to proceed with the planned agreements on the Conrail lines. We have been happy with the service which NS has provided, and we are confident that they would be able to provide good service on any CR lines which they acquire. Also, the competitive package in which NS has offered to bring rail competition to areas where Conrail has had a virtual monopoly should provide competitive rail service options to our company.

We feel especially strong about this agreement because we are new in the business and find it difficult to get new car rate and required "just in time" deliveries to areas now served by Conrail. We do not have this problem with areas that have NS delivered areas. We have experienced great serve from NS in getting needed cars, rates, and deliveries from NS, when required by us and our customers.

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

I, Gerald D. 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 on May 5, 1997.

  
Gerald D. Thomas

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

VERIFIED STATEMENT OF  
THE HUNTSVILLE AND MADISON COUNTY RAILROAD AUTHORITY

My name is Laurali B. Moore, and I am General Manager of The Huntsville and Madison County Railroad Authority. I have held my present position for 13 years. My duties include all areas of responsibility in connection with the operation of a railroad. These duties include regulatory compliance, safety, marketing, pricing, contracts, land management, construction, engineering, testing, training, billing and political liaison.

The Huntsville and Madison County Railroad Authority is a Class III railroad which operates in Huntsville, Alabama interchanging with Norfolk Southern in Huntsville, Alabama. Customers which we serve on our line include Norton Company, General Shale Products, Coyne Cylinder Company, and Huntsville Lumber Company located at stations Norton, Rocket, Rocket, and Huntsville respectively. These customers ship and/or receive zircon sand, alumina, coke, bauxite ore, brick, earth and lumber. During 1996, we handled 358 carloads over our line.

As a short line which connects with NS, we support the proposed acquisition of Conrail by NS and CSX. NS has proven to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified

Docket No. 33388  
Verified Statement  
The Huntsville and Madison County  
Railroad Authority  
May 13, 1997

operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provides marketing, operating, administrative and industrial development support to each short line as needed to insure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff of industrial development professionals available to inventory sites and assist short lines in site planning, site promotion, track layout and track design. Most importantly, for industrial development purposes, NS accords the same high level of development effort to a site located on a NS short line as to a site located on NS.

Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important NS partners for carload traffic.

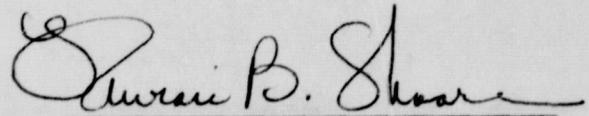
Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also leads in innovative programs to meet customers' equipment needs. NS is committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of new single-line routings and reduction in terminal delays.

Finance Docket No. 33388  
Verified Statement  
The Huntsville and Madison County  
Railroad Authority  
May 13, 1997

The addition of more points served by NS direct would be of great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS connection should increase the rail traffic which we receive from our customers, since our service to those points should be improved. We have been happy with the service which NS has provided, and we are confident that they would be able to provide good service on any CR lines which they acquire. Also, the competitive package in which NS has offered to bring rail competition to areas where Conrail has had a virtual monopoly should provide competitive rail service options to our company.

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

I, Laurali B. Moore, 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 13, 1997.



Laurali B. Moore

VERIFIED STATEMENT  
OF  
DANIEL R. FRICK  
ON BEHALF OF  
J.K.LINE

APRIL 30, 1997

Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20243

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

Dear Secretary Williams:

My name is Daniel R. Frick and I am the President of J.K.Line. As President, I am responsible for planning and financial management. I have been President since 1991.

The J.K. Line operates seventeen miles of line serving Northern Indiana. Our railroad handles about 1,000 carloads annually of grain. At the present time, we have two employees and operate one locomotive. Our connection is with CSX.

J.K.Line strongly supports the joint acquisition of Conrail by CSX and NS. We believe that the division of Conrail's assets will result in an increase in traffic essential to our business because of:

- \* improved, more competitive rail service
- \* more attractive rail rate levels
- \* expanded markets accessible via single line service
- \* increased equipment availability from improved transit lines

For these reasons, the J.K. Line urges the Board to expeditiously approve the proposed transaction.

I, Daniel R. Frick, declare under penalty 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 April, 1997.

Sincerely,

Daniel R. Frick

## **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**

#### **VERIFIED STATEMENT OF KENTUCKY & TENNESSEE RAILWAY**

My name is D. Dwayne King, and I am President & CEO of the Kentucky & Tennessee Railway, Inc. I have held my present position for over 8 years which includes many duties involved with most small lines. Those duties include but not limited to all responsibilities with connecting lines, marketing, and total operations.

The Kentucky & Tennessee Railway is a Class III railroad which operates in Stearns, Kentucky and connects with Norfolk Southern at that location. Customers which we serve on our line include Lumber King (lumber and building supplies), Wayne Supply (Caterpillar/heavy equipment), Chem-Source, Inc. (tanker), Central Speciality (lumber).

As a short line which connects with Norfolk Southern, we support the proposed acquisition of Conrail by NS and CSX. NS has proven to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provides marketing, operating, administrative and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff industrial development professionals available to inventory sites and assist short lines in site planning, site promotion, track layout and track design. Most importantly, for industrial development purposes, NS accords the same high level of development effort to a site located on a NS short line as to a site located on NS.

Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important NS partners for carload traffic.

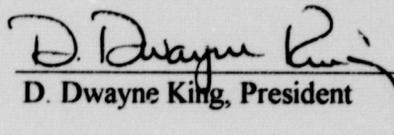
Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also leads in innovative programs to meet customers' equipment needs. NS is

committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of new single-line routings and reduction in terminal delays.

The addition of more points served by NS direct would be of great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS connection should increase the rail traffic which we receive from our customers, since our service to those points should be improved. We have been happy with the service which NS has provided, and we are confident that they would be able to provide good service on any CR lines which they acquire. Also, the competitive package in which NS has offered to bring rail competition to areas where Conrail has had a virtual monopoly should provide competitive rail service options to our company.

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

I, D. Dwayne King, declare under penalty 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 27th day of May, 1997.

  
D. Dwayne King, President



# Kiski Junction Railroad

(412) 295-KJRR  
Phone :

P.O. Box 48  
Schenley, PA 15682

May 12, 1997

Finance Docket No. 33388  
CSX CORP. AND CSX TRANSPORTATION, INC.  
NORFORK SOUTHERN CORP. AND  
NORFORK SOUTHERN RAILWAY CO.- CONTROL  
AND OPERATING LEASES/ AGREEMENTS-  
CONRAIL INC. AND CONSOLIDATED RAIL CORP.

## VERIFIED STATEMENT OF KISKI JUNCTION RAILROAD

I am Dale K. Berkley, Owner of the Kiski Junction Railroad in Schenley, Armstrong Co., Pa. I operate over the former Allegheny Secondary Line, from Schenley to Bagdad, and interchange with Conrail, Conemaugh Line, MP 47.8, Pittsburgh Division.

I purchased this line 2 years ago from Conrail and haul scrap silicon steel from Allegheny Teledyne Specialty Steel, Bagdad Plant. The KJR hauled 542 loaded gondolas of scrap in 1996. Some of this goes to Conway to be weighed and then to scrap dealers, the rest goes to their Brackenridge Plant to be recycled.

Allegheny Teledyne Bagdad Plant manufactures over 100,000 tons of finished steel a year for world wide markets, however 90% is produced for American housing and power companies. Their biggest customers are in Hickory, North Carolina, Shreveport, Louisiana., Florida and Virginia. Their steel is used in electric power transformers, distribution transformers and motor lamination. One hundred percent of their finished product is shipped by truck. By their own figures they could save thousands of dollars a year shipping by rail but it would require expedient, careful, shipping. Silicon steel is shipped shrink- wrapped on special kiln dried pallets [ also shipped in by truck].

Also located on our line is a 42 acre industrial park with a barge loading facility, several warehouses, an oil recycling plant and etc. for a total of 15 business all shipping by truck. Over 150 trucks a month are weighed on the scales alone. [ Not all trucks are weighed].

Kiski Junction Railroad supports the CSXT/NS joint application to the STB and is hopeful of an expedited schedule as I feel it will help my customers, [ both present and future ] therefor my own, business to grow and expand.

Gentlemen, it is time to get the show off the road and back on track.

I, Dale K. Berkley, declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and further certify I am qualified and authorized to file this verified statement.

Signed:

*Dale K. Berkley*

cc: STB/files



# LACKAWANNA COUNTY RAILROAD AUTHORITY

717 963-6676

FAX 717 963-6718

LAWRENCE C. MALSKI, ESQ.  
Executive Director  
and General Counsel

Commissioners:  
JOSEPH J. CORCORAN  
RAY A. ALBERIGI  
JOHN SENIO

Board Members:  
PAUL R. HART, Chairman  
DOMINIC T. SURACE  
RICHARD F. KANE  
EDWIN E. ROGERS  
JOHN M. MURGIA

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

VERIFIED STATEMENT OF LAWRENCE C. MALSKI  
LACKAWANNA COUNTY RAILROAD AUTHORITY

My name is Lawrence C. Malski, Esquire and I currently serve as Executive Director and General Counsel of the Lackawanna County Railroad Authority. The Lackawanna County Railroad Authority is a municipal authority incorporated under Pennsylvania Law which owns 60 miles of active regional rail lines in Northeastern Pennsylvania which provides rail service to approximately 20 industries in this region. The operation of common carrier freight service over the authority's rail lines is provided by a designated private rail corporation called "the" Delaware-Lackawanna Railroad Co., Inc. The principal commodities handled on our regional rail system are plastic pellets, lumber, steel, and food products. Our designated rail operator has interchanges with both Conrail and the Canadian Pacific through its subsidiary the D&H.

We support the acquisition of Conrail by Norfolk Southern and CSX because we believe that the ability to interchange with a carrier with the market reach and the excellence in marketing and industrial development abilities that Norfolk Southern will bring to our region of Pennsylvania, will provide positive benefits to our rail system and the shippers we serve.

Our previous marketing relationship with Norfolk Southern has been very productive in addressing shippers needs. The new contacts we have been fortunate to develop with Norfolk Southern in the last four months have provided us with a significant comfort level that Norfolk Southern will not only match but will far exceed the current levels of service, rate creativity and partnership in providing a better rail transportation system in the Commonwealth of Pennsylvania. For example, Norfolk Southern has already indicated a fresh willingness to work with us and our shippers on short haul "boxcar" movements of commodities in the east which predecessor railroads would not entertain. This aggressive marketing attitude will greatly benefit the shipping public by allowing a transportation option to shippers, short haul (300 miles) general commodity service, which currently does not effectively exist.

The foregoing is just a brief synopsis of reasons that the Lackawanna County Railroad Authority is filing this letter of support for the Norfolk Southern and CSX acquisition for Conrail.

We also respectfully request that the Surface Transportation Board approval process be expedited to the shortest schedule possible, no more than 255 days, so that the positive benefits as outlined herein and many others can be made available to the shipping public in Pennsylvania and the Northeast.

I, Lawrence C. Malski, declare under penalty 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.

Lawrence C. Malski  
Lawrence C. Malski, Esquire



## Lake State Railway Company

211 Newman Street • P.O. Box 232  
 East Tawas, MI 48730  
 (517) 362-3465 • (517) 362-4677 (FAX)

May 28, 1997

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

### VERIFIED STATEMENT

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

Dear Secretary Williams:

I, Richard L. Van Buskirk, Jr., am the President and owner of Lake State Railway Company.

Lake State Railway Company is a short-line carrier which operates 280 miles of rail between Bay City and Rogers City and Bay City and Gaylord in the State of Michigan. We handle about 3,646 inbound and 3,088 outbound carloads during a typical year, and our primary commodities are cement, gypsum and flyash. In addition, we have 50 employees, 10 locomotives, and a fleet of 350 rail cars. Our railroad connects with CSX at Bay City, Michigan.

Lake State Railway Company strongly supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern which is before the Board in the captioned proceeding. We eagerly anticipate the consummation of that transaction since we are confident that it will result in improved car supply and more competitive single line service for our customers to new markets and from new suppliers. With the significantly expanded single line service which will be available on CSX, our customers should benefit from reduced transit times and more attractive rates to and from the former Conrail territory. The improvements from CSX's expanded single line service and rate making should benefit Lake State Railway Company along with CSX's other short-line connections, and those improvements should enable all of us to better compete for traffic which is currently hauled by motor carriers between our stations and stations on the Conrail lines which are being acquired by CSX.

In conclusion, we anticipate that the proposed transaction will benefit Lake State Railway Company, our customers, our employees, and the communities we serve. Lake State Railway Company thus urges the Board to approve as expeditiously as possible the proposed acquisition and control of Conrail by CSX and NS.

I, Richard L. Van Buskirk, 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 on behalf of Lake State Railway Company.

Executed this twenty eighth day of May, 1997

Sincerely,

  
 Richard L. Van Buskirk, Jr.  
 President

Sworn to and subscribed before me this 28th day of May A.D. 1997, Mr. Richard L. Van Buskirk, Jr., President, of Lake State Railway Company.

bc: Carl Turney  
 Mr. Mark S. Bennett (J848)  
 Director-Interline Market Development  
 CSX Transportation, Inc.  
 500 Water Street  
 Jacksonville, FL 32202

  
 KATHY A. COOPER  
 Notary Public, Isoco County, MI  
 My Commission Expires Feb. 24, 2000

# LANCASTER AND CHESTER RAILWAY COMPANY

POST OFFICE BOX 1450

LANCASTER, SOUTH CAROLINA 29721-1450

803-286-2100

May 2, 1997

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

VERIFIED STATEMENT OF  
LANCASTER AND CHESTER RAILWAY COMPANY

My name is Stephen M. Gedney, and I am President of the Lancaster and Chester Railway Company. I have held my present position for seven (7) years.

Lancaster and Chester Railway Company is a Class III railroad which operates over 29 miles between Lancaster and Chester, South Carolina. We interchange with CSXT at East Chester, S.C., and with NS at Chester, S.C., and Lancaster, S.C.. Customers which we serve on our line include:

1. Builders Supply at Lancaster
2. McBride Lumber at Lancaster
3. Bowers Fibers, Inc., at Lancaster
4. Springs Industries at Lancaster, Grace and Warwick
5. Guardian Industries at Richburg
6. Porter Warner at Richburg
7. Thyssen Steel AG at Richburg
8. Pittsburgh Plate Glass at Warwick
9. GAF Corporation at Warwick
10. GAF Corporation at Chester
11. Sequa Chemicals at Chester

These customers ship or receive, finished lumber products, coal, cotton, chemicals, sand, cullet, limestone, soda ash, kaolin clay, chopped fiber glass, fibre glass mats, sheet steel, vinyl acetate, glyoxal, glycol and waste products. During 1996 we handled 6300 carloads excluding company freight over our line. Inbound loads for customers arrive in a wide range of rail equipment, including open top coal hoppers, covered hoppers for industrial sand and chemicals, 100 ton mill gond, 100 ton covered steel gond, 60' high cube boxcars, spine cars for finished lumber products, chemical tank cars and standard 70 ton 50' boxcars.

As a short line which connects with NS and CSX, we support the acquisition of competitive routes in the northeast by NS and CSX. Since Conrail has a virtual monopoly on service into and out of the northeast, we believe an acquisition of Conrail by our connecting Class I carriers will place us in the advantageous position of having competing rail carriers moving to and from the northeast from which to choose. We have found NS to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth operations. Under this arrangement, NS provides marketing, operating, administrative and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff industrial planning, site promotion, track layout and track design. Most importantly, for industrial development purposes, NS accords the same high level of development effort to a site located on a NS short line as to a site located on NS.

Further, NS works closely with its short line connections to grow their carloads business. Short lines and regional railroads are important NS partners for carloads traffic.

Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also leads in innovative programs to meet customer's equipment needs. NS is committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of a new single-line routings and reduction in terminal days.

The addition of more points served by NS or CSX direct would be a great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS and CSX connections should increase the rail traffic which we receive from our customers, since our service to those points should be improved. Shipments which we ship from our customers to Conrail destinations should receive faster handling and should reflect a more competitive rate structure. For example, we currently ship fiber glass mats from Warwick, S.C., to Mills, M.A., via CSX and also by NS. Competitive single line service from origin to destination will result due to this merger.

Many shippers and receivers (our customers) are on just-in-time delivery schedules. Equipment turnaround time is critical to meeting scheduled loading and unloading operating plans

Page 3

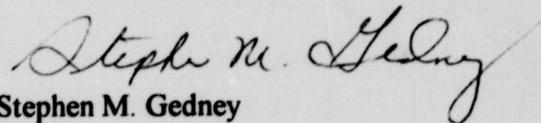
Finance Docket No. 33388

(continued)

of our customers. I believe that the merger will make available to our customers more equipment due to efficient car scheduling, car utilization and train operations.

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

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



Stephen M. Gedney  
President

SG:km

# LAURINBURG and SOUTHERN RAILROAD COMPANY

P.O. BOX 1929

Laurinburg, N.C. 28353

May 2, 1997

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

## VERIFIED STATEMENT

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

Dear Secretary Williams:

My name is Murphy Evans, and I am President of L&S Holding Company. As President, I am responsible for overall management of L&S Holding's family of short-line railroads.

L&S is a parent Company for a family of two short-line railroads which operate a total of 45 miles of rail lines in Southeastern North Carolina. We interchange with CSX Railroad. Our subsidiaries handle about 5750 carloads during a normal year, and some of our major commodities are: Corn, Soda Ash, Coal and Fertilizer Materials. Altogether, our short-line railroad group employs 33 people and maintains a motive power fleet of three locomotives. Our subsidiary railroads connect with CSX at Dixie, N.C. and Parkton, N.C.

L&S strongly supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern which is under consideration by the Board in the captioned proceeding. We eagerly anticipate the consummation of that transaction since we are confident that it will result in improved car supply and more competitive single line service for our customers to new markets and from new suppliers. With the significantly expanded single line service which will be available on CSX, our customers should benefit from reduced transit times and more attractive rates to and from the former Conrail territory. The improvements resulting from CSX's expanded single line service and ratemaking should benefit our family of short-line railroads, along with CSX's other short-line connections, and those improvements should enable all of us to better compete for traffic which is currently hauled by motor carriers between our stations and stations on the Conrail lines which are being acquired by CSX.



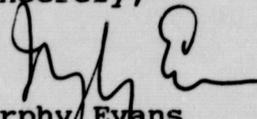
Mr. Vernon A. Williams, Secretary  
May 2, 1997  
Page 2

In conclusion, we anticipate that the proposed transaction will benefit L&S's short-line railroad group, our customers, our employees, and the communities we serve. We urge the Board to improve as expeditiously as possible the proposed acquisition and control of Conrail by CSX and NS.

I declare that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of L&S Holding Company.

Executed this 2nd Day of May, 1997

Sincerely,



Murphy Evans  
President  
L&S Holding Company

ME/pc



## Gulf & Ohio Railways

401 Henley Street, Suite 5 • Knoxville, Tennessee 37902  
(423) 525-9400 • FAX (423) 546-3717

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

### VERIFIED STATEMENT

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

Dear Secretary Williams:

My name is Cliff Bishop, and I am General Manager of the Lexington & Ohio Railroad. As General Manager, I am responsible for day to day operations, customer relations, marketing and relationships with our connecting carrier.

The Lexington & Ohio Railroad is a 15 mile long Class III carrier that handles about 1,500 carloads annually between Lexington and Versailles, KY. Customers on our line include a glass plant and a book publisher. Almost all of our traffic is inbound and a substantial amount of it is interline to our connecting carrier, Norfolk Southern.

The Lexington & Ohio Railroad strongly supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern which is before the Board in the captioned proceeding. We eagerly anticipate the consummation of that transaction since we are confident that it will result in substantial efficiency improvements in the southeast that it will result in improved car supply and more competitive single line service for our customers to new markets and from new suppliers. With the significantly expanded single line service which will be available, our customers should benefit from reduced transit times and more attractive rates to and from the former Conrail territory. The improvements resulting from CSX's expanded single line service and ratemaking should benefit Lexington & Ohio Railroad along with CSX's other short-line connections, and those improvements should enable all of us to better compete for traffic which is currently hauled by motor carriers between our stations and stations of the Conrail lines which are being acquired by CSX.

In conclusion, we anticipate that the proposed transaction will benefit the Lexington & Ohio Railroad, our customers, our employees, and the communities we serve. The Lexington & Ohio Railroad thus urges the Board to approve as expeditiously as possible the proposed acquisition and control of Conrail by CSX and NS.

I, Cliff Bishop, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of The Lexington & Ohio Railroad Company.

Executed this 13th day of May, 1997.

Sincerely,

*Cliff Bishop, General Manager*

# Louisville, New Albany & Corydon Railroad

P.O. Box 10  
Corydon, Indiana 47112  
(812) 738-3171

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

## VERIFIED STATEMENT OF LOUISVILLE NEW ALBANY & CORYDON RAILROAD

My name is Mr. Richard Pearson, and I am Vice President of Marketing/Sales, Louisville New Albany & Corydon Railroad. I have held this position for seven years. My duties include marketing and sales of our freight operation and sales, public relations for our scenic passenger train division.

The Louisville New Albany & Corydon Railroad is a class III railroad operating in Southern Indiana 17 miles West of Louisville Kentucky. Our railroad has 8 miles of main line and 8 miles of sidings. At the present time we handle 3800 car loads per year plus over 260 passenger trains and around 22,000 people per year. We have 4 diesel electric engines assigned to our freight operation plus 3 "RDC" engines for our passenger trains. Our operation is 365 days per year/24 hours a day. The following is our major shippers on our railroad.

TOWER INDUSTRIES	AUTO PARTS
LOBDELL EMERY/OXFORD IND	AUTO PARTS
EXIDE CORP.	SILCON SAND
ALPINE FERTILIZER CORP	FERTILIZER
VOGEL POPCORN	POPCORN
MIDSTATE STEEL CORP.	SCRAP METAL
NORSTRUM VENEER	WOOD PRODUCTS

The types of equipment used on our railroad is 86 foot auto parts box cars, 90 foot flats, 52 and 65 foot gons, cover hoppers, and 50 foot box cars. The auto parts industries on our line are set up for "JIT" movements and are suppliers for Ford Motor Corporation.

As a short line which connects with Norfolk Southern, we support the proposed acquisition of Conrail by NS and CSX. NS has proven to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth

opportunities. Under this arrangement, NS provided marketing, operating, administrative, and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff industrial development professionals available to inventory sites and assist short lines in site planning, site promotion, track layout and track design. Most importantly, for industrial development purposes, NS accords the same high level of development effort to a site located on a short line as to a site located on NS.

Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important NS partners for carload traffic.

Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also leads in innovative programs to meet customer's equipment needs. NS is committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, care availability will improve as NS reduces transit times as a result of new single-line routings and reduction in terminal delays.

The addition of more points served by NS direct would be of great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS connection should increase the rail traffic which we receive from our customers, since our service to those points should be improved.

At the present time our railroad receives shipments from Chester, PA and outbound "JIT" auto parts for Ford Motor Company at Edison, NJ, both being Conrail points. We expect faster transit times which would free up equipment, plus, with better service, this would insure the traffic to stay on the rails and not be shipped via highway.

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

I, Richard Pearson, declare under penalty 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.



Richard Pearson

**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**

**VERIFIED STATEMENT OF:**

**LUXAPALILA VALLEY RAILROAD, INC.**  
**201 19th Street North**  
**Columbus, MS 39703-1109**

My name is Donald J. Stier, and I am Director of Marketing and Pricing for the Luxapalila Valley Railroad. I have held this position since the company came into existence June 1, 1996. My duties involve all phases of marketing and pricing of freight on this railroad. While we are an allowance carrier on all traffic which moves in linehaul service with the Norfolk Southern, we are an interline settlement carriers with other carriers with whom we connect.

The Luxapalila Valley Railroad is a Class III railroad which operates over former Norfolk Southern trackage between Belk, AL and Columbus, MS, with mileage of 35.1 miles. All connections are in Columbus, MS, and include the Norfolk Southern, Kansas City Southern, Burlington Northern Santa Fe, the Columbus and Greenville Railway, and the Golden Triangle Railroad.

Our two main customers are Georgia-Pacific, located at Belk, AL and Weyerhaeuser Corporation at Millport, AL. GP ships lumber and woodchips. Virtually all cars for lumber shipments are supplied by Norfolk Southern, and the chips move in GP privately

owned or leased open top hopper cars. Weyerhaeuser ships lumber and plywood outbound, with the majority of the equipment likewise supplied by NS. For the first 19 weeks of 1997, Georgia-Pacific shipped 817 cars of freight. Of these, 113 cars moved in connection with the NS beyond Columbus, and 704 cars, all woodchips, were interchanged to Columbus and Greenville. During this same period, Weyerhaeuser shipped 434 cars outbound over NS, and only 1 car of 6 received on inbound timber, arrived by a carrier other than the NS. Other than the 704 cars over the C&G, only 6 other cars have moved outbound this year by another carrier (BNSF).

In addition to GP and Weyerhaeuser, we handle in connection with the NS outbound, treated poles, from the Brown Wood Preserving facility in Kennedy, AL. All of this is in NS supplied equipment, and 138 cars have been shipped through May 10 of this year. Pulpwood logs from Davis Woodyard (57 cars so far in 1997) moved over the NS and in NS furnished equipment.

As a short line which connects with Norfolk Southern, we support the proposed acquisition of Conrail by NS and CSXT. NS has proven to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provides marketing, operating, administrative and industrial development support to each short line as needed

to ensure its continued success.

We are aware, and this holds true for the Luxapalila Valley Railroad, that the NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important partners for carload traffic.

NS is apparently committed to providing short lines with access to its fleet, as we rarely have problems in obtaining sufficient equipment from them to meet the needs of our customers. Overall car availability should improve as a result of an expanded NS network. With a larger territory and access to more customers, NS can control their fleet optimally for loading and reloading. Also, with improved and reduced transit times resulting from less transit times due to new single-line routings, car availability should further be improved.

Additional points served by NS direct will be of benefit to us, since single line service is more efficient than joint-line service. Reaching more points direct through NS hopefully will increase rail traffic to and from our customers. At the present time, Conrail served stations are not an integral part of our traffic patterns, but extending single line service for NS may very well allow us to tap some new business in the new service areas.

There is no question that we, as a connecting line, are well satisfied with the level of NS service, and we keep in constant contact with our customers to make sure they have no areas of complaints. They are all very pleased with the joint services offered by the Luxapalila Valley Railroad in conjunction with traffic over the NS.

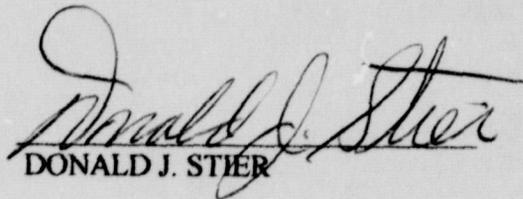
The Luxapalila Valley Railroad is a wholly owned subsidiary company of CAGY

Industries, who also operates three other short line railroads, and all of which connect with the Norfolk Southern..

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

I, DONALD J. STIER, 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 statement, with almost 42 years of service in the railroad industry..

Executed on May 16, 1997.

  
DONALD J. STIER

412  
FLC**MERIDIAN & BIGBEE RAILROAD COMPANY**

A James River Company  
P. O. Box 551, Meridian, Mississippi 39302-0551

May 30, 1997

L. DALE JEFFERSON  
PRESIDENT &  
CHIEF EXECUTIVE OFFICER

601-693-4351  
FAX 601-693-6055

Mr. Vernon A. Williams, Secretary  
SURFACE TRANSPORTATION BOARD  
1925 K Street, N. W.  
Washington, D.C. 20243

**VERIFIED STATEMENT**

**Re: Proposed CSX/NS Conrail Transaction - STB Finance Docket No. 33388**

Dear Secretary Williams:

My name is L. Dale Jefferson, and I am President and CEO of the Meridian & Bigbee Railroad Company. As President and CEO, I am responsible for the daily operations and future strategic plans of this railroad.

The Meridian & Bigbee Railroad is a short line rail carrier which operates 51 miles of rail line between Meridian in the State of Mississippi and Myrtlewood in the State of Alabama. We handle over 26,000 carloads annually and interchange with the NS at Meridian and CSX at Myrtlewood - two very key connections with traffic moving into the East and Mid-Atlantic states area. We are a growth railroad and NS and CSX are keys for that growth.

In addition to me, we have 48 employees, three locomotives and a fleet of over 700 rail cars.

The Meridian & Bigbee Railroad Company will support the proposed acquisition and control of Conrail by CSX Transportation and Norfolk Southern which is before the Board in the captioned proceeding. We anticipate that the consummation of that transaction will result in improved car supply and will initiate competitive single line service for our customers to new markets and from new suppliers. We will look upon this as a means to attract new improved service to/from competitive rates with Conrail Territory. The improved service will be seen over the entire routes of NS and CSXT. We urge that the merger not undo nor weaken the working relationships with short line railroads. This new rail operation with single line service and competitive rate making should enable all of us to better compete for traffic which is currently hauled by motor carriers. We can move business via MBRR route to/from the Northeast and

Page 2  
Verified Statement - Surface Transportation Board  
May 30, 1997

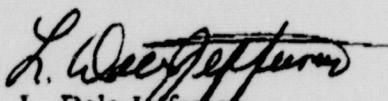
the Southwest/Mexico. The merger can and should benefit short line operations and many communities who have been main stays for the NS and CSXT. This new rail operation can make better the relationship of the NS/CSXT/CR with the short lines and communities. This should, in my opinion, be the basis for a new National Transportation Policy with the rail industry a key element.

In conclusion, we anticipate that the proposed transaction will benefit short line railroads, customers, employees and the communities we all serve. Meridian & Bigbee Railroad thus urges the Board to approve as expeditiously as possible the proposed acquisition and control of Conrail by CSX and NS.

I, L. Dale Jefferson, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of Meridian & Bigbee Railroad Company.

Executed this 30th day of May, 1997.

Sincerely,

  
L. Dale Jefferson

LDJ/pb



MIDDLETOWN & NEW JERSEY RAILWAY CO. INC.

140 EAST MAIN STREET

MIDDLETOWN, NEW YORK 10940

(914) 343-3435 - 343-1030

May 23, 1997

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

Dear Sir:

My name is Pierre T. Rasmussen and I am President and General Manager of Middletown and New Jersey Railway Co., Inc. My duties include supervision and maintenance of all phases of our operation. I have been with this railroad 36 years.

Customers on our line include Genpak, Middletown, NY manufacturers of disposable plastic food containers. Agway products, Middletown, New York dealers in fertilizers and herbicides. Balchem Corp., Slate Hill, New York, dealers in chemicals.

As a short line which connects with Conrail, we support the acquisition of Conrail by NS and CSA.

Very truly Yours,  
Middletown and N.J. Ry.Co., Inc.

*Pierre T. Rasmussen*  
Pierre T. Rasmussen  
Pres.-Gen. Mgr.

PTR/ES

**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**

**VERIFIED STATEMENT OF GUY L. BRENKMAN**

**MISSISSIPPI CENTRAL RAILROAD CO.**

May 2, 1997

My name is Guy L. Brenkman, and I am CEO of Mississippi Central Railroad Co. I have held my present position for 6 years. My duties include all responsibility for relations with connecting lines, marketing or operations and all other duties.

Mississippi Central Railroad Co. is a Class III railroad which operates between Grand Junction, Tennessee to Oxford, Mississippi, 52 miles. We connect with N.S. at Grand Junction and BNSF at Holly Springs, Mississippi. Customers which we serve on our line include Cargill at Grand Junction, Georgia Pacific at Oxford and several smaller customers. These customers ship and/or receive particle board, resins, cotton seed, and scrap metal. During 1996, we handled 2442 carloads over our lines.

As a short line which connects with Norfolk Southern, we support the proposed acquisition of Conrail by NS and CSX. NS has proven to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provides marketing, operating, administrative and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff industrial development professionals available to inventory sites and assist short lines in site planning, site promotion, track layout and track design. Most importantly, for industrial development purposes, NS accords the same high level of development effort to a site located on a NS short line as to a site

located on NS.

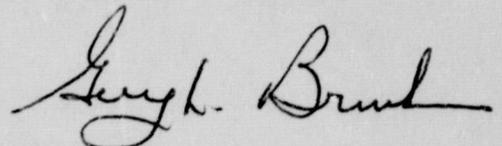
Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important NS partners for carload traffic.

Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also leads in innovative programs to meet customers' equipment needs. NS is committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of new single-line routings and reduction in terminal delays.

The addition of more points served by NS direct would be of great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS connection should increase the rail traffic which we receive from our customers, since our service to those points should be improved. We have been happy with the service which NS has provided, and we are confident that they would be able to provide good service on any CR lines which they acquire. Also, the competitive package in which NS has offered to bring rail competition to areas where Conrail has had a virtual monopoly should provide competitive rail service options to our company.

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

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



Guy L. Brenkman  
CEO



## Gulf & Ohio Railways

401 Henley Street, Suite 5 • Knoxville, Tennessee 37902  
(423) 525-9400 • FAX (423) 546-3717

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

### VERIFIED STATEMENT

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

Dear Secretary Williams:

My name is J.T. Jenkins, and I am General Manager of the Mississippi Delta Railroad. As General Manager, I am responsible for Day to Day Operations, Supervision of Locomotive Engineers, Track Inspection and Signal Maintenance.

The Mississippi Delta Railroad is a short-line rail carrier which operates 58 miles of rail line between Jonestown and Swan Lake in the State of Mississippi. We handle about 750 inbound and 2,500 outbound carloads during a typical year, and our primary commodities are: Soybeans, Soybean Meal, Cottonseed Meal, Cottonseed Oil.

In addition to myself, we have 7 employees, 2 locomotives, and a fleet of 30 rail cars assigned to us.

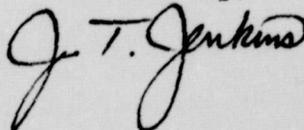
The Mississippi Delta Railroad strongly supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern which is before the Board in the captioned proceeding. We eagerly anticipate the consummation of that transaction since we are confident that it will result in substantial efficiency improvements in the southeast that can open new markets for our customers, especially via our connecting carrier, ICG, over Memphis. With the significantly expanded single line service which will be available, our customers should benefit from reduced transit times and more attractive rates to and from the former Conrail territory. The improvements resulting from the expanded single line service and ratemaking should benefit Mississippi Delta Railroad along with CSX's and NS's other short-line connections, and those improvements should enable all of us to better compete for traffic which is currently, or might otherwise in the future be hauled by motor carriers between our stations and stations of the Conrail lines which are being acquired by CSX and NS.

In conclusion, we anticipate that the proposed transaction will benefit the Mississippi Delta Railroad, our customers, our employees, and the communities we serve. The Mississippi Delta Railroad thus urges the Board to approve as expeditiously as possible the proposed acquisition and control of Conrail by CSX and NS.

I, J.T. Jenkins, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of The Mississippi Delta Railroad Company.

Executed this 13th day of May, 1997.

Sincerely,

A handwritten signature in cursive script that reads "J. T. Jenkins". The signature is written in dark ink and is positioned below the typed name "J. T. Jenkins".

**MONROE COUNTY RAILROAD AUTHORITY**  
**MONROE COUNTY COURTHOUSE**  
**STROUDSBURG, PA 18360**

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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**

**VERIFIED STATEMENT OF ROBERT C. HAY**  
**MONROE COUNTY RAILROAD AUTHORITY**

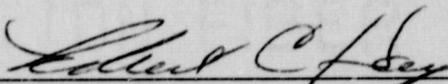
My name is Robert C. Hay and I am the Chairman of the Monroe County Railroad Authority, a municipal corporation located in Monroe County, Pennsylvania. The Monroe County Railroad Authority owns 17 miles of rail line between Mt. Pocono and East Stroudsburg, PA. The Authority contracts with "the" Delaware-Lackawanna Railroad Co., Inc., a private corporation, to perform common carrier freight service over this trackage.

The Monroe County Railroad Authority fully supports Norfolk Southern and CSX in their acquisition of Conrail. The main ingredient of successful shortline railroad development is industrial development and marketing. Norfolk Southern, in our opinion, has one of the most competent and aggressive industrial development departments of any railroad in the United States. This expertise and their willingness to meet and discuss industrial development opportunities is exactly the formula that is needed in Monroe County to make the rail industry a more competitive and well balanced mode of transportation.

Since we will have a direct interchange with Norfolk Southern, we believe the Norfolk Southern and CSX acquisition is in the best interest of the railroad and shipping industries in Pennsylvania and the Northeast in general.

The Monroe County Railroad Authority also respectfully requests that the acquisition procedure at the Surface Transportation Board be expedited and be given a schedule of no more than 255 days in schedule time.

I, Robert C. Hay, declare under penalty 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.

  
Robert C. Hay, Chairman



## Gulf & Ohio Railways

401 Henley Street, Suite 5 • Knoxville, Tennessee 37902  
(423) 525-9400 • FAX (423) 546-3717

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

### VERIFIED STATEMENT

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

Dear Secretary Williams:

My name is Ronnie McKenzie and I am General Manager of the Nash County Railroad. As General Manager, I am responsible for day to day Operations, Supervision Locomotive Engineers, Track Inspection & Signal Maintenance.

The Nash County Railroad is a short-line rail carrier which operates 20 miles of rail line between Rocky Mount and Spring Hope in the State of North Carolina. We handle about 3,205 inbound and 1,631 outbound carloads during a typical year, and our primary commodities are: Corn, Wood, Scrap, Slag, Wax, L.P. Gas, Jet Fuel.

In addition to myself, we have 5 employees, 3 locomotives, and a fleet of 15 rail cars assigned to us. Our railroad connects with CSX at Rocky Mount, North Carolina.

The Nash County Railroad strongly supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern which is before the Board in the captioned proceeding. We eagerly anticipate the consummation of that transaction since we are confident that it will result in improved car supply and more competitive single line service for our customers to new markets and from new suppliers. With the significantly expanded single line service which will be available on CSX, our customers should benefit from reduced transit times and more attractive rates to and from the former Conrail territory. The improvements resulting from CSX's expanded single line service and ratemaking should benefit Nash County Railroad along with CSX's other short-line connections, and those improvements should enable all of us to better compete for traffic which is currently hauled by motor carriers between our stations and stations of the Conrail lines which are being acquired by CSX. These benefits can be especially important to our two chicken feeder customers and our insulation manufacturing customer.

In conclusion, we anticipate that the proposed transaction will benefit Nash County Railroad, our customers, our employees, and the communities we serve. Nash County Railroad thus urges the Board to approve as expeditiously as possible the proposed acquisition and control of Conrail by CSX and NS.

I, Ronnie McKenzie, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of Nash County Railroad Company.

Executed this 13th day of May, 1997.

Sincerely,

*Ronnie McKenzie*

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9/9

Craig Wade  
Vice President/General Manager  
514 Knoxville Avenue  
Lebanon, TN 37087  
(615) 444-1434  
FAX (615) 444-4682



William J. Drunsic  
President  
P.O. Box 795  
Manchester Center, VT 05255  
(802) 362-1516  
FAX (802) 362-1918

## Nashville and Eastern Railroad Corp.

May 5, 1997

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

### VERIFIED STATEMENT

**Re: Proposed CSX/NS Conrail Transaction - STB Finance Docket No. 33388**

**Dear Secretary Williams:**

**My name is William J. Drunsic, and I am President of the Nashville & Eastern Railroad Company. As President, I am responsible for all aspects of what is necessary to make the NERR a viable operation.**

**The Nashville & Eastern Railroad is a short line rail carrier, which operates 110 miles of rail line between Nashville and Cookeville in the state of Tennessee. We handle about 5,200 inbound, 2,500 outbound and 1,200 on-line carloads during a typical year, with our primary commodities being: chemicals, foodstuff, lumber, steel products, pulp board and construction aggregates. In addition to myself, we have twenty-seven (27) employees, eight (8) locomotives, and a fleet of fifty-two (52) rail cars. Our railroad connects with CSX at Nashville, Tennessee.**

**The Nashville & Eastern Railroad strongly supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern, which is before the Board in the caption proceeding. Our past experience in dealing with Conrail makes us eagerly anticipate the consummation of that transaction, since we are confident that it will result in improved car supply, more competitive single-line service, and more responsive service for our customers, along with the opening of new markets and new suppliers for our customers. With the significantly expanded single line service, which will be available on CSX, our customers should benefit from reduced transit times and more attractive rates to and from the former Conrail territory. The improvements resulting from CSX's expanded single line service and rate making should benefit the Nashville & Eastern Railroad. The Railroad, along with CSX's other short line connections, and those improvements, should enable all of us to better compete for, and more efficiently handle, traffic, which is currently hauled by motor carriers between our stations and stations on the Conrail lines which are being acquired by CSX.**

Mr. Vernon A. William.

Page 2

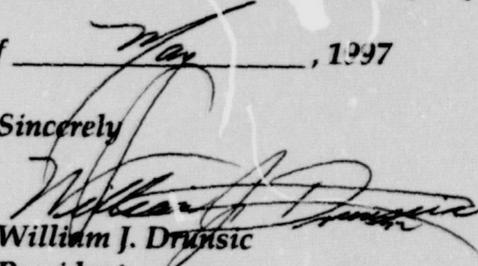
May 5, 1997

*In conclusion, we anticipate that the proposed transaction will benefit the Nashville & Eastern Railroad, our customers and the communities we serve. The Nashville & Eastern Railroad thus urges the Board to approve as expeditiously as possible, the proposed acquisition and control of Conrail by CSX and Norfolk Southern.*

*I, William J. Drunsic, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verified Statement on behalf of the Nashville & Eastern Railroad Company.*

Executed this 5<sup>th</sup> day of May, 1997

Sincerely

  
William J. Drunsic  
President

WJD:mem

cc: File (csxcorr21/22)

**FINANCE DOCKET NO. 33388**

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

**VERIFIED STATEMENT OF**

**NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY**

My name is Dennis Walker, and I am President and General Manger of the Norfolk and Portsmouth Belt Line Railroad Company. I have held my present position for just under 8 years. My duties include operations, legal, labor relations, customer relations, marketing, engineering, sales, maintenance-of-way, and any other duties that are generally performed by my position in a small company.

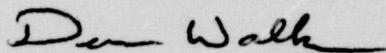
The Norfolk and Portsmouth Belt Line Railroad Company (hereafter referred to as "Belt Line") is a Class III railroad which operates in the Virginia Cities of Portsmouth, Chesapeake and Norfolk. The Belt Line interchanges cars with the CSX Corporation in its Chesapeake Berkley Yard and with the Norfolk Southern in the Chesapeake Portlock Yard. The interchanged products are diverse: Norfolk Assembly Plant truck parts, import/export containers, plastics, cement, aggregates, fertilizer, chemical, grain, rubber, cocoa beans, import/export high and wide loads, to name some. During 1996, the Belt Line handled 45,570 revenue loads between its connections.

As a short line which connects with NS and CSX, we support the acquisition of competitive routes in the northeast by NS and CSX. Since Conrail has a virtual monopoly on service into and out of the northeast, we believe an acquisition of Conrail by our connecting Class I carriers will place our customers in the advantageous position of having competing rail carriers moving to and from the northeast from which to choose. We have

found NS and CSX to be reliable connecting lines that are interested in our customer's business.

The addition of more points served by NS or CSX directly would be of great benefit to us. Reaching more points directly through our NS or CSX connections should increase the rail traffic which we move with our customers, since service to those points should be improved. The Belt Line is very much interested in growing the business and our customers tell us that there will be more opportunities for us with the proposed NS, CSX, acquisition of Conrail. For the reasons described herein, I support the application of NS and CSX to acquire Conrail.

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



Dennis Walker

## OHIO & PENNSYLVANIA RAILROAD COMPANY

136 South Fifth Street  
Coshocton, Ohio 4812  
614-622-8092/Fax 614-622-8097

William A. Strawn II - President

20 May 1997

File: O&P-CR/CSXT/NS

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

Ref.: STB FD 33388 CSX/NS Control - Conrail

Dear Secretary Williams:

I am William A. Strawn II and I am the President of the Ohio & Pennsylvania Railroad Company (O&P). My business address is 136 South Fifth Street, Coshocton OH 43812. I have been in the business of managing, organizing, and acquiring so-called "short-line" and "regional" (Class III) railroads for the past 27 years. While I serve as President of several other Class III railroads each of these railroads is an independent corporation--my purpose in writing this letter is to clearly state the Ohio & Pennsylvania's support of the proposed acquisition and divestiture of Conrail as outlined in STB 33388 and to urge the Surface Transportation Board to promptly give its approval to the transaction.

The O&P is a Class III railroad operating 42 road-miles between Youngstown OH and Darlington PA. The O&P connects with the following railroads at the points indicated:

Conrail*	Youngstown (Haselton) OH
CSXT	Youngstown OH
NS	(East) Columbus OH
MV	Youngstown OII
YB	Youngstown OH

\* Norfolk Southern after Docket 33388 is implemented

The Ohio & Pennsylvania operates in Columbiana and Mahoning Counties in Ohio and Beaver County in Pennsylvania.

Our latest Industrial Directory indicates that the O&P provides sidetrack service to the following rail patrons:

- ADD Iron - North Lima OH
- Allied Industrial Scrap - Youngstown OH
- Associated Paper Stock - North Lima OH
- Boardman Steel Company - Boardman OH
- Boardman Supply Company - Boardman OH



Mr. Vernon A. Williams

-3-

20 May 1997

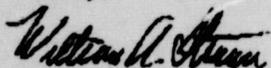
The Ohio & Pennsylvania Railroad is in an uphill struggle for survival against years of physical and commercial neglect. Any chance for its ultimate survival will be rooted in development of joint-line traffic with its Class I connections, especially CSXT and NS. The future success of the O&P and of the service we provide requires strong Class I customers.

The opportunity to expand the Norfolk Southern's role in our traffic only reinforces the O&P's commitment to intensely expand joint-line marketing and operation in conjunction with both Class I railroads. Based on our success to date I have great personal and corporate confidence that this transaction will most worthy of your support.

My railroad business career includes positions with the U. S. Steel railroads and senior operating positions in the Railtex organization. These perspectives together with nearly two years with the O&P have convinced me of the wisdom of the proposed acquisition and divestiture. The success or failure of the O&P is inexorably linked with the success of its Class I connections. Their ability to meet the needs of the O&P's patrons will determine the future of railroading in this part of America--please give them the tool they need--the transaction outlined in STB 33388!

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

Sincerely,



William A. Strawn II  
President

cc: Mr. John Snow - Chairman, CSX Corporation  
Mr. David R. Goode, Chairman, President, and Chief Executive Officer,  
Norfolk Southern Corporation

JJJ:bc

**OHIO CENTRAL RAILROAD, INCORPORATED**

136 South Fifth Street  
 Coshocton, Ohio 43812  
 614-622-8092/Fax 614-622-8097

Jerry J. Jacobson - Chairman and Chief Executive Officer

20 May 1997

File: OC-CR/CSXT/NS

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

Ref: STB FD 33388 CSX/NS Control - Conrail

Dear Secretary Williams;

I am Jerry J. Jacobson and I am the Chairman, Chief Executive Officer, and Principal Owner of the Ohio Central Railroad, Incorporated. My business address is 136 South Fifth Street, Coshocton OH 43812. I have been engaged for 12 years in acquiring, organizing, and managing so-called "short-line" (Class III) railroads. While I am also privileged to own several other Class III railroads each of these railroads is an independent corporation--my purpose in writing this letter is to clearly state the Ohio Central's support of the proposed acquisition and divestiture of Conrail as outlined in STB 33388 and to urge the Surface Transportation Board to promptly give its approval to the transaction.

The Ohio Central Railroad, Incorporated (OC) is a Class III railroad operating 90 road-miles between Warwick and Zanesville OH. The OC connects with the following railroads at the points indicated:

Conrail*	Massillon OH
C&OR	Coshocton (Morgan Run) OH
CSXT	Warwick OH
CSXT	Zanesville CH
R J Corman	North Beach City OH
OSRR	Zanesville OH (via CSXT)
W&LE	Brewster OH

\* Norfolk Southern after Docket 33388 is implemented

The Ohio Central operates entirely in Coshocton, Holmes, Muskingum, Stark, Summit, and Tuscarawas Counties, Ohio.

Mr. Vernon A. Williams

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20 May 1997

Indicative of the success we have had working with our Class I connections is the number of patrons we currently serve. Our latest Industrial Directory indicates that the OC provides sidetrack service to the following rail patrons:

- American Electric Power - Conesville OH
- Armco Advanced Materials (Zanesville Plant) - Zanesville OH
- Armco Advanced Materials (Coshocton Operations) - Coshocton OH
- Banner Fibreboard Company - Coshocton
- Belden Brick Company (6 Plants) - Sugar Creek OH
- Bio-Gro System (Wheelabrator Corporation) - Coshocton OH
- Buckeye Fabric Finishing Company - Coshocton OH
- Cedar Heights Clay Division (Resco Products, Inc.) - Zanesville OH
- Clow Water Systems Company - Coshocton OH
- Columbus Southern Power Company - Dresden OH
- Coshocton Lumber Company - Coshocton OH
- Flex Technologies, Inc. - Baltic OH
- France Stone Company - Barrs Mills OH
- Gerber & Sons Feed - Baltic OH
- Holmes Lumber Company - Baltic OH
- Keim Lumber Company - Baltic OH
- Kline Lumber Company - Baltic OH
- Landmark, Incorporated - Fresno OH
- Miller Lumber Company - Sugar Creek OH
- Miller Mining Company - Barrs Mills OH
- Ohio Whey Products, Inc. - Sugar Creek OH
- Pretty Products, Inc. - Coshocton OH
- Stark Truss Company - Beach City OH
- Sugar Creek Lumber Company - Sugar Creek OH
- United States Silica Company - Dundee OH

The Ohio Central is an originating or terminating railroad in extremely truck-competitive territory. Because of this we are a service-intensive railroad offering double-daily service to customers seven days per week. The principal commodities handled by the OC are finished and semi-finished steel, lumber, coal, aggregates, and plastics.

Personally and corporately I support the merger because:

1. Improved Single Line Service - Our competition is the over-the-road truck and the greater single-line reach of the expanded CSXT and NS systems will permit our customers (and thereby the Ohio Central Railroad) to offer improved curbside service.

Mr. Vernon A. Williams

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20 May 1997

2. New and Improved Traffic Lanes - Over-the-road truckers using public highways frequently have the advantage of shorter routes to major markets--our review of many of our customers' current and potential routing indicates that the improved strategic routes and new internal connections of the restructured CSXT and NS systems will permit carload freight to successfully compete in markets it is now unable to.

Of particular interest to the OC and its customers is the ability of both CSXT and NS to compete with trucks in the existing east-west corridors and in the heretofore truck-dominated north-south corridors.

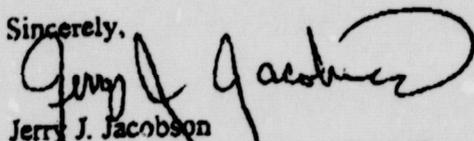
3. Improved Car Utilization - The Ohio Central's territory is increasingly a home to industries for whom adequate gondola and boxcar supply is the key to utilizing the railroad. My observation of the independent operation of C. & D. rail is that the superior resources of both CSXT and NS will result in more railroad traffic through provision of more consistent and reliable equipment resources to the OC.

I formed the Ohio Central in 1988 -- all of its property had been approved for abandonment and dismantling. Under Class III operation we have rehabilitated the OC's physical plant, attracted new industries and jobs to the line, significantly grown the traffic, and brought financial stability to the road. Indicative of our commitment to the line is the impending dedication (July 1997) of a \$1.7 Million engine house and locomotive service facility at Morgan Run OH--I would not have authorized this major investment if I doubted the ability of either of our Class I connections to continue to be strong traffic partners. The opportunity to bring Norfolk Southern into the Ohio Central picture only reinforces the OC's commitment to intensely expand joint-line marketing and operation in conjunction with both Class I railroads. Based on our success to date I have great personal and corporate confidence that this transaction will most worthy of your support.

The success or failure of the Ohio Central Railroad is inexorably linked with the success of its Class I connections. Their ability to meet the needs of the Y&A's patrons will determine the future of railroading in this part of America--please give them the tool they need--the transaction outlined in STB 33388!

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

Sincerely,

  
Jerry J. Jacobson  
Chairman and Chief Executive Officer

cc: Mr. John Snow - Chairman, CSX Corporation  
Mr. David R. Goode, Chairman, President, and Chief Executive Officer, NS

## OHIO SOUTHERN RAILROAD, INCORPORATED

136 South Fifth Street  
Coshocton, Ohio 4812  
614-622-8092/Fax 614-622-8097

Michael J. Connor - Vice-President

20 May 1997

File: OS-CR/CSXT/NS

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

Ref.: STB FD 33388 CSX/NS Control - Conrail

Dear Secretary Williams:

I am Michael J. Connor and I am the Vice-President of the Ohio Southern Railroad, Incorporated (OSRR). My business address is 136 South Fifth Street, Coshocton OH 43812. I have been in the business of managing, organizing, and acquiring so-called "short-line" and "regional" (Class III) railroads for the past 33 years. While I serve as Vice-President of several other Class III railroads each of these railroads is an independent corporation--my purpose in writing this letter is to clearly state the Ohio Southern's support of the proposed acquisition and divestiture of Conrail as outlined in STB 33388 and to urge the Surface Transportation Board to promptly give its approval to the transaction.

The OSRR is a Class III railroad operating 32 road-miles between Zanesville and New Lexington/Glass Rock OH. The OSRR connects with the following railroads at the points indicated:

Conrail *	New Lexington OH
CSXT	Zanesville OH
OC	Zanesville (via CSXT) OH

\* Norfolk Southern after Docket 33388 is implemented

The OSRR operates in Muskingum and Perry Counties, Ohio.

Our latest Industrial Directory indicates that the OSRR provides sidetrack service to the following rail patrons):

Carter Lumber Company - Avondale OH  
Cedar Heights Clay Company - East Fultonham OH  
Farro Corporation - Crooksville OH  
Friendship Pottery, Inc. - Roseville OH  
Graybill Hardwood Lumber Company - Roseville OH  
Higgins Lumber Company - Roseville OH

Mr. Vernon A. Williams

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20 May 1997

Muskingum Iron & Metal Company - Zanesville OH  
Oglebay-Norton Industrial Sands, Inc. - Glass Rock OH  
Owens-Brockway Glass Company - Zanesville OH  
Sidwell Brothers, Inc. - White Cottage OH

The Ohio Southern Railroad is an originating and terminating railroad in extremely truck-competitive territory. Because of this we are a service-intensive railroad offering, prior to a recent temporary embargo for track and traffic rehabilitation, demand-responsive service to most customers. The principal commodities handled by the OS are industrial sands, acid, and clay.

Personally and corporately I support the merger because:

1. Improved Single Line Service - Our competition is the over-the-road truck and the greater single-line reach of the expanded CSXT and NS systems will permit our customers (and thereby the OS) to offer improved carload service.

2. New and Improved Traffic Lanes - Over-the-road truckers using public highways frequently have the advantage of shorter routes to major markets--our review of many of our customers' current and potential routing indicates that the improved strategic routes and new internal connections of the restructured CSXT and NS systems will permit carload freight to successfully compete in markets it is now unable to.

Of particular interest to the OSRR and its customers is the ability of both CSXT and NS to compete with trucks in the existing east-west corridors and in the heretofore truck-dominated north-south corridors.

3. Improved Car Utilization - The W&T's territory is increasingly a home to industries for whom adequate covered hopper car supply is the key to utilizing the railroad. My observation of the independent operation of Conrail is that the superior resources of both CSXT and NS will result in more railroad traffic through provision of more consistent and reliable equipment resources to the OSRR.

The Ohio Southern Railroad is composed principally of tracks that were to be abandoned if not acquired by the State of Ohio and in 1983 and operated by the OSRR since then. The limited success of the OSRR to date, measured especially in physical revitalization and traffic growth has been the result of intense and successful joint-line marketing and operation in conjunction with the Class I railroads.

The opportunity to expand the Norfolk Southern's role in our traffic only reinforces the OSRR's commitment to intensely expand joint-line marketing and operation in conjunction with both Class I railroads. Based on our success to date I have great

Mr. Vernon A. Williams

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20 May 1997

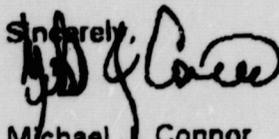
personal and corporate confidence that this transaction will most worthy of your support.

The success or failure of the OSRR is inexorably linked with the success of its Class I connections. Their ability to meet the needs of the OSRR's patrons will determine the future of railroading in this part of America--please give them the tool they need--the transaction outlined in STB 33388!

My railroad business career includes operating positions with the Erie Lackawanna, Penn Central, and Conrail--all Class I railroads and senior management positions with the Chicago, Central & Pacific Railroad, a Class II railroad. These perspectives, together with nearly nine years services with the W&T and affiliates, convince me of the wisdom and rightness of the proposed acquisition and restructuring of Conrail. The combination of the former New York Central and Pennsylvania into the Penn Central in 1968 clearly was not the optimal solution. Having served through that merger and its follow-through into Conrail I am convinced that the proposed transaction represents a truly better way to align and operate Eastern railroads. I urge you to support it.

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

Sincerely,



Michael J. Connor  
Vice-President

cc: Mr. John Snow - Chairman, CSX Corporation  
Mr. David R. Goode, Chairman, President, and Chief Executive Officer,  
Norfolk Southern Corporation

MJC:bc



F. L. CROSBY  
PRESIDENT

P. O. DRAWER 190  
PICAYUNE, MISSISSIPPI 39466

FINANCE DOCKET NO. 33388

VERIFIED STATEMENT OF EZELL LEE  
PEARL RIVER VALLEY RAILROAD COMPANY

May 19, 1997

My name is Ezell Lee, and I am General Manager of the Pearl River Valley Railroad Company. I have held my present position for 18 years. My duties include the general operation of the railroad, shipping and receiving loads in and out of Nicholson, MS where we connect with Norfolk/Southern. Me and my assistant Jerri Willis handle all of the paper work and marketing, contracts, rates, etc. of the railroad.

The Pearl River Valley Railroad Company is a Class III railroad which operates from Goodyear Station (in Picayune, MS) to Nicholson, MS (where our loads in and out or dropped off and picked up by Norfolk/Southern). Customers which we serve on our line include Arizona Chemical Company located at Picayune, MS and KENSON Wood Preserving also located in Picayune, MS. These customers ship and/or receive Tall Oil Fatty Acid and ship treated lumber products. During 1996, we handled approximately 105 loads over our lines.

As a short line which connects with Norfolk Southern, we support the proposed acquisition of Conrail by NS and CSX. NS has proven to be a reliable connecting line that is interested in our business and always very helpful in any requests that we may have. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provides marketing, operating, administrative and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff industrial development professionals available to inventory sites and assist short lines in planning, site promotion, track layout and track design. Most importantly, for industrial development purposes, NS accords the same high level of development effort to a site located on a NS short line as to a site located on NS.

Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important NS partners for carload traffic.

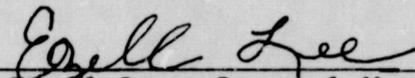
Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also leads in innovative programs to meet customers' equipment needs. NS is committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of new single-line routings and reduction in terminal delays.

The addition of more points served by NS direct would be of great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS connection should increase the rail traffic which we receive from our customers, since our service to those points should be improved. We have been happy with the service which NS has provided, and we are confident that they would be able to provide good service on any CR lines which they acquire. Also, the competitive package in which NS has offered to bring rail competition to areas where Conrail has had a virtual monopoly should provide competitive rail service options to our company.

NS has always been there for us each time we made a specific request to them. When we needed gondolas for the treated lumber/poles; moving our cars at Nicholson so we could get to them, they have always responded in a very positive manner and respected our wishes and eager to assist us any way that they could. We really appreciate all the service they have given us.

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

I, Ezell Lee, declare under penalty 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.



Ezell Lee, General Manager  
PEARL RIVER VALLEY RAILROAD CO.



**PEORIA AND PEKIN UNION RAILWAY COMPANY**

301 WESLEY RD. / CREVE COEUR, IL 61610 / PH: 309 694-8603 FAX: 309 694-8608

**JACK B. REESER**

*President*

**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

**VERIFIED STATEMENT OF JACK B. REESER**

**PEORIA AND PEKIN UNION RAILWAY COMPANY**

My name is Jack B. Reeser, and I am President of Peoria and Pekin Union Railway Company, 301 Wesley Road, Creve Coeur, Illinois 61610. I have held my present position for five months. Prior to my recent appointment, I was Vice President-Operations for four and one-half years. As president my duties include full responsibilities for all relations with connecting lines.

Peoria and Pekin Union Railway Company is a terminal railroad operating in Peoria, East Peoria, Bartonville and Pekin, Illinois. The NS terminates at our facilities in Creve Coeur, Illinois. Customers which we serve on our line and location are as contained in Exhibit A. These customers ship and/or receive scrap, potash, corn, grain and grain by-products, chemicals, steel rods, brick, lumber, salt, motor graders, tractors and parts, off-highway vehicles, beverage and industrial alcohol and ethanol. During 1996, we handled approximately 315,324 carloads over our lines.

As a short line which connects with NS and CSX, we support the acquisition of competitive routes in the northeast by NS and CSX. Since Conrail has a virtual monopoly on service into and out of the northeast, we believe an acquisition of Conrail by our connecting Class I carriers will place us in the advantageous position of having competing rail carriers moving to and from the northeast from which to choose. We have found NS to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth

opportunities. Under this arrangement, NS provides marketing, operating, administrative and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff industrial development professionals available to inventory sites and assist short lines in site planning, site promotion, track layout and track design. Most importantly, for industrial development purposes, NS accords the same high level of development effort to a site located on a NS short line as to a site located on NS.

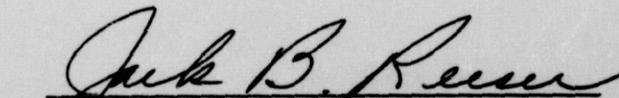
Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important NS partners for carload traffic.

Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also leads in innovative programs to meet customers' equipment needs. NS is committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of new single-line routings and reduction in terminal delays.

The addition of more points served by NS or CSX direct would be of great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS and CSX connections should increase the rail traffic which we receive from our customers, since our service to those points should be improved.

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

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

  
Jack B. Reeser, President  
Peoria and Pekin Union Railway Co.

**EXHIBIT A**

**Peoria and Pekin Union Railway Served Industries by District**

**PEORIA SWITCHING DISTRICT**

AMC  
American Allied  
Archer Daniel Midland  
A. Miller  
Builders Casf. & Carry  
Benson Farmers Elevator  
Cargo Carriers  
Caterpillar, Inc.  
Con-Agra  
IBS, Inc.  
Keystone Steel & Wire  
Koch Industries  
Illini Brick  
SPI  
Lauterbach Lumber  
W. R. Grace

**PEKIN SWITCHING DISTRICT**

Airco  
ADM/Growmark  
Midwest Grain Products of Illinois  
Pekin Energy Company  
Quaker Oats Company  
Sours Grain

**NORTH PEORIA SWITCHING DISTRICT**

Bemis  
Carver Lumber  
Komatsu Dresser  
Gateway Milling  
O'Brien Steel

# PICKENS RAILWAY COMPANY

Chipley H. Johnson, President  
Railway: 415 E. Cedar Rock St Pickens, SC 29671  
Office: 198 North Main St. Cornelia, GA 30531  
Shop Telephone: (864) 878-3581

Telephone 706-778-8004  
Fax 706-778-8243

May 8, 1997

## VERIFIED STATEMENT OF Chipley H. Johnson

### PICKENS RAILWAY COMPANY

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

Dear Mr. Williams:

My name is Chipley H. Johnson and I am President of Pickens Railway Company. I have held my present position for 1 year. My duties include management of all functions of the Pickens Railway, including operations, marketing and maintenance.

The Pickens Railway is a Class III railroad which operates between Easley and Pickens, SC and between Honea Path and Anderson, SC. We connect with Norfolk Southern at Easley and Anderson, SC and with CSXT at Belton, SC. Customers which we serve on our line include Frigidaire Div., Owens Corning, BASF Corp., located at Anderson, SC as well as other customers. These customers ship and/or receive appliances, chemicals, construction materials and other commodities. During 1996, 4200 carloads were handled over our lines. We handle freight in all types of equipment on a daily basis, providing transportation and switching service for our customers.

As a short line which connects with Norfolk Southern and CSX, we support the acquisition of competitive routes in the Northeast by Norfolk Southern and CSX. Since Conrail has a virtual monopoly on service into and out of the Northeast, we believe an acquisition of Conrail by Norfolk Southern and CSX will place us in the advantage position of having competing rail carriers in the Northeast from which to choose. There are many factors used to determine which carriers to use. Pricing is certainly one

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STB

Mr. Vernon A. Williams

consideration, but so are other incentives. We have found Norfolk Southern to be a reliable connecting line that is interested in our business. The addition of more points served by Norfolk Southern direct would be of great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our Norfolk Southern and CSX connections should increase the rail traffic which we receive from our customers, since our service to or from those points should be improved. The competitive package which Norfolk Southern and CSX have proposed will bring rail competition to areas where Conrail has had a virtual monopoly and should provide competitive rail service options to our company.

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

I, Chipley H. Johnson, President of Pickens Railway Company, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on this 8th day of May 1997.

Yours truly,

Chipley H. Johnson  
President  
Pickens Railway Company

FOR SHORT LINES ON NS LINES -- MARKET EXTENSION

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

VERIFIED STATEMENT OF PINE BELT SOUTHERN RAILROAD COMPANY

My name is Dick Abernathy, and I am President of Pine Belt Southern Railroad. I have held my present position for two years. My duties include daily operations, marketing, and financial responsibilities as president and owner.

PINE BELT SOUTHERN RAILROAD is a Class III railroad which operates in the State of Alabama, in two segments, Opelika to Lafayette, AL (16 miles) Hurtsboro, Alabama to Nuckols, Alabama (25 miles). The Pine Belt Southern Railroad connects with the Norfolk Southern at Opelika, Alabama and Nuckols, Alabama. Customers which we serve on our line include US Silica Sand Co. located at Hurtsboro, Alabama; Georgia Pacific located at Hurtsboro, Alabama; Walker Williams Lumber located at Hatchechubbee, Alabama; East Alabama Lumber Co. located at Lafayette, Alabama; and Langley Wood Yard located at Lafayette, Alabama. During 1996, we handled 2763 carloads over our lines. Pine Belt Southern Railroad moves:

Hurtsboro, Alabama to Nuckols, Alabama  
Two days service per week.

Outbound

Commodities

Type of Equipment

Long Logs  
Casting Sand

special long log cars  
covered hoppers

Inbound

Finished lumber

box cars

The Pine Belt Southern Railroad moves:

Opelika, Alabama to Lafayette, Alabama  
Three days service per week.

## Outbound

### Commodities

Wood Chips  
Pulpwood Logs

### Type of Equipment

Chip Hoppers  
Pulpwood cars

As a short line which connects with Norfolk Southern, we support the proposed acquisition of Conrail by NS and CSX. NS has proven to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provides marketing, operating, administrative and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff industrial development professionals available to inventory sites and assist short lines in site planning, site promotion, tract layout and track design. Most importantly, for industrial development purposes, NS accords the same high level of development effort to a site located on a NS short line as to a site located on NS.

Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important NS partners for carload traffic.

Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also leads innovative programs to meet customers' equipment needs NS is committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of new single-line routings and reduction in terminal delays.

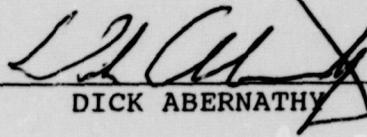
The addition of more points served by NS direct would be of great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS connection should increase the rail traffic which we receive for more customers, since our service to those points should be improved. The short line's customers do not ship to or receive from any specific markets which presently served by Conrail. We have been happy with the service which NS has provided, and we are confident that they would be able to provide good service on any CR lines which they acquire. Also, the competitive package in which NS has offered to bring rail competition to areas where Conrail has had a virtual monopoly should provide competitive rail

service options to our company.

The Norfolk Southern Railway has been an excellent Class 1 carrier to work with. Norfolk Southern has (1) provided good management leadership, (2) understands the limited capabilities of a Class 3 carrier, (3) has been very cooperative in furnishing equipment, and (4) has consistently furnished the Pine Belt Southern and its customers with good service.

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

I, Dick Abernathy, declare under penalty 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.



DICK ABERNATHY

corp:abernathy

# PIONEER RAILCORP

A RAILROAD HOLDING COMPANY

1318 SOUTH JOHANSON ROAD  
PEORIA, ILLINOIS 61607

TELEPHONE: (309) 697-1400  
FAX: (309) 697-5388

GUY L. BRENKMAN  
PRESIDENT AND CHIEF EXECUTIVE OFFICER

May 1, 1997

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

## VERIFIED STATEMENT

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

Dear Secretary Williams:

My name is Guy Brenkman, and I am Chairman-CEO of Pioneer Railcorp. As CEO, I am responsible for overall management of Pioneer's family of short-line railroads.

Pioneer Railcorp is the parent company for a family of 15 short-line railroads which operate a total of 410 miles of rail lines in 8 states including the following states served by CSX: Alabama, Illinois, Indiana, Michigan, and Tennessee. Our subsidiaries handle 35,000 carloads during a normal year, and some of our major commodities are grain, lumber, consumer products, finished steel, scrap steel, chemicals, resins, foods, and fertilizers. Altogether, our short-line railroad group employs 130 people and maintains a motive power fleet of 55 locomotives. Our subsidiary railroads connect with CSX at Flomaton, Alabama, Georgiana, Alabama, and Hartford, Michigan locations. I will be pleased to provide the Board with a complete list of those connections if desired, but for purposes of illustration, some of our major interchanges with CSX are located at Flomaton and Georgiana.

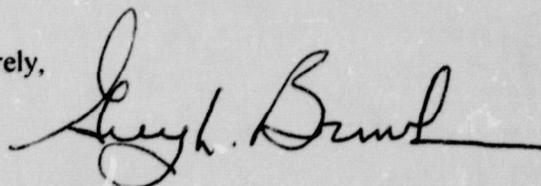
Pioneer Railcorp strongly supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern which is before the Board in the captioned proceeding. We eagerly anticipate the consummation of that transaction since we are confident that it will result in improved car supply and more competitive single line service for our customers to new markets and from new suppliers. With the significantly expanded single line service which will be available on CSX, our customers should benefit from reduced transit times and more attractive rates to and from the former Conrail territory. The improvements resulting from CSX's expanded single line service and ratemaking should benefit Pioneer's family of short-line railroads, along with CSX's other short-line connections, and those improvements should enable all of us to better compete for traffic which is currently hauled by motor carriers between our stations and stations on the Conrail lines which are being acquired by CSX.

In conclusion, we anticipate that the proposed transaction will benefit Pioneer's short-line railroad group, our customers, our employees, and the communities we serve. Pioneer Railcorp thus urges the Board to approve as expeditiously as possible the proposed acquisition and control of Conrail by CSX and NS.

I, Guy L. Brenkman, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of Pioneer Railcorp.

Executed this 1 day of May, 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read "Guy L. Brenkman", written in dark ink.

Guy L. Brenkman  
Chairman-CEO

# PIONEER RAILCORP

A RAILROAD HOLDING COMPANY

1318 SOUTH JOHANSON ROAD  
PEORIA, ILLINOIS 61607

TELEPHONE: (309) 697-1400  
FAX: (309) 697-5388

GUY L. BRENKMAN  
PRESIDENT AND CHIEF EXECUTIVE OFFICER

**FOR SHORT LINES ON NS & CSX**

**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**

**VERIFIED STATEMENT OF GUY L. BRENKMAN**

**PIONEER RAILCORP**

May 2, 1997

My name is Guy L. Brenkman, and I am Chairman-CEO of Pioneer Railcorp. I have held my present position for 12 years. My duties include all duties associated with the position of a CEO of a public company.

Pioneer Railcorp is a short line holding company with stock traded on the Chicago Stock Exchange and the NASDAQ small cap markets. Pioneer Railcorp has been in business since 1986 and owns and operates 15 short line railroads in eight states. Pioneer subsidiaries operate 410 miles of main line track, employs 130 people, owns 55 locomotives and 800 rail cars. During 1996, we handled 32,000 carloads over our lines.

Currently one Pioneer subsidiary, our Mississippi Central Railroad Co., interchanges directly with Norfolk Southern however, several other subsidiaries have indirect interchanges thru other carriers. Under the present plan to split up Conrail, other direct interchanges with NS would materialize.

As a short line which connects with NS and CSX, we support the acquisition of competitive routes in the northeast by NS and CSX. Since Conrail has a virtual monopoly on service into and out of the northeast, we believe an acquisition of Conrail by our connecting Class I carriers will place us in the advantageous position of having competing rail carriers moving to and from the northeast from which to choose. We have found NS to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a

need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provides marketing, operating, administrative and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff industrial development professionals available to inventory sites and assist short lines in site planning, site promotion, track layout and track design. Most importantly, for industrial development purposes, NS accords the same high level of development effort to a site located on a NS short line as to a site located on NS.

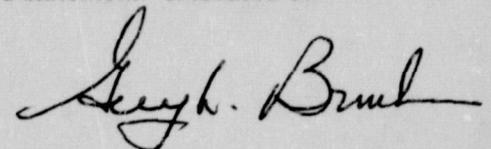
Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important NS partners for carload traffic.

Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also leads in innovative programs to meet customers' equipment needs. NS is committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of new single-line routings and reduction in terminal delays.

The addition of more points served by NS or CSX direct would be of great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS or CSX connections should increase the rail traffic which we receive from our customers, since our service to those points should be improved.

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

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



Guy L. Brenkman  
Chairman-CEO

# **PROGRESSIVE RAIL**

**I N C O R P O R A T E D**



PH (612) 985-7245 ■ FAX (612) 985-7626

**AIRLAKE INDUSTRIAL PARK ■ 21540 HAMBURG AVENUE ■ LAKEVILLE, MINNESOTA 55044**

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

VERIFIED STATEMENT OF

PROGRESSIVE RAIL, INC.

My name is Dave Fellon, I am President of Progressive Rail, Inc. I have held my present position for 2 years. My duties include marketing, contract administration and operation management.

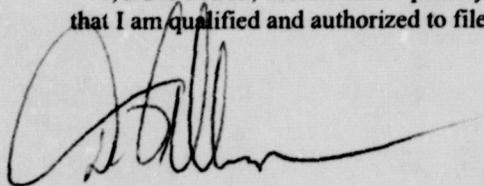
Progressive Rail, Inc. is a Class III railroad which operates and serves Airlake Industrial Park located at Lakeville, MN. Progressive Rail interchanges with CP and UP/SP at Northfield, MN. During 1996, we handled 158 carloads over our lines. Customers which we serve on our line include:

Customer	Commodity
Rexam Flexible Packaging	Plastic Resin
Menasha Corp.	Paper
Alcorn Beverage	Beer
Tasler Sales Group	Lumber
General Transport Inc.	Plastic Resin
Chem Central	Chemical Liquids
National Polymers	Plastic Resin
Grar.se and Assoc	Plastic Resin

Even though my company is a short line which connects with CP and UP/SP at Northfield, MN, we support the proposed acquisition of competitive routes in the northeast by NS and CSX. Since Conrail has a virtual monopoly on service into and out of the northeast, we believe an acquisition of Conrail by NS and CSX will place us in the advantageous position of having competing rail carriers moving to and from the northeast from which to choose. We believe that the availability of two strong rail carriers in the northeast would assist us in transporting our customers freight to the northeast. The competitive package in which NS and CSX has offered to bring rail competition to areas where Conrail has had a virtual monopoly should provide competitive rail service options to our company.

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

I, Dave Fellon, declare under penalty 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 23rd, 1997.

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

Dave Fellon, President-Progressive Rail, Inc.

**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**

**VERIFIED STATEMENT OF:**

**REDMONT RAILWAY COMPANY  
P. O. Box 1109  
Columbus, MS 39703**

My name is Donald J. Stier, and I am Director of Marketing and Pricing for Redmont Railway Company. I have held this position since the company was formed and began operations February 16, 1995. My duties include all phases of pricing freight, rate negotiations, developing new business, maintaining customer relations and miscellaneous related services.

The Redmont Railway Company is a Class III railroad which operates 44.1 miles of track between Corinth, MS and Red Bay, AL. Our only interchange with connections is Corinth, MS, where we connect with the Norfolk Southern and the Kansas City Southern. Customers which we serve on this line are Sunshine Mills, Crown Housing, Tiffin Motor Homes, Tiffin Building Supplies, and Tri-State Lumber. Westvaco, located at Dennis, MS, formerly shipped pulpwood logs outbound, but they ceased operations in mid-1996. All of the other companies named above are in Red Bay, AL.

During 1996, we handled approximately 700 cars of revenue freight on this line. As a short line connection with the Norfolk Southern at Corinth, MS, we support the proposed acquisition of Conrail by NS and CSX. NS has proven to be a reliable connection that is interested in our business. I believe NS is committed to a long term, mutually profitable partnership with its short line connections that provide it with some line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provides marketing, operating, administrative and industrial development support to each short line as needed to ensure its continued success.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff of industrial development professionals available to inventory sites and assist short lines in site planning, site promotion, track layout and track design. Most importantly, for industrial development purposes, NS accords the same high level of development effort to a site located on a NS short line as to a site location on NS.

Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important NS partners for carload traffic.

Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also leads in innovative programs to meet customers' equipment needs. NS is committed to providing short lines with access to its fleet. Overall car availability should

improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of new single-line routings and reduction in terminal delays. This is very important to Redmont, as we rely solely on Norfolk Southern for equipment required by customers we serve to load their shipments.

The addition of more points served by NS direct would be of great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS connection, should increase the rail traffic which we receive for our customers, since our service to or from those points should be improved. While we maintain and have an interchange agreement in effect with the Kansas City Southern Railway at Corinth, MS, we have never moved a single car inbound or outbound in connection with that line, clearly indicating the importance of the Norfolk Southern to our very existence.

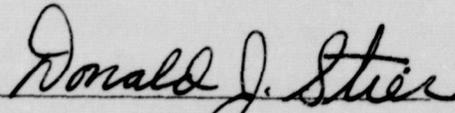
We at Redmont, as well as our customers, have been very happy with the service NS has provided, and we are confident that they would be able to provide good service on any CR lines which they acquire. Also, the competitive package in which NS has offered to bring rail competition to areas where Conrail has had a virtual monopoly should provide competitive rail service options to our company.

In addition to having the position of Director of Marketing and Pricing for the Redmont Railway Company, I hold the same position for three (3) other Class III

railroads, and have experienced the same high quality service from NS insofar as those carriers are concerned.

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

I, DONALD J. STIER, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on MAY 16, 1997.

  
Director of Marketing & Pricing

**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**

**VERIFIED STATEMENT OF  
SAVANNAH STATE DOCKS RAILROAD**

My name is Robert D. Prescott, and I am Manager, Pricing & Logistics for the Georgia Ports Authority, which operates the Savannah State Docks Railroad. I have held this position or a similarly titled one for six and one-half years. My duties include rail pricing, marketing and tariff publication.

The Savannah State Docks Railroad (SSDK) is a Class III railroad, which operates in Garden City, Chatham County, Georgia. We connect with both Norfolk Southern Railway Company and CSX Transportation at Savannah, Georgia, providing switching services for all industries located on the Georgia Ports Authority's Garden City Terminal.

During our fiscal year 1996 (July 1, 1995 - June 30, 1996), we handled over 53,000 cars (loads and empties) over our line. For fiscal year 1997, we expect this volume to increase to over 65,000 cars. The majority for these shipments are for either import or export. The commodities are primarily forest products, anhydrous ammonia, and containers.

As a short line which connects with Norfolk Southern, we support the proposed acquisition of Conrail by NS and CSX. NS has proven to be a reliable connection which is very interested in our business. I believe NS is committed to a long-term, mutually profitable partnership with its short line connections that provide it with line-haul traffic.

This is particularly true in regards to international traffic, which is our primary focus, since we operate in a port environment.

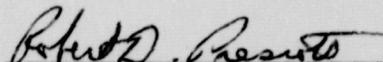
The increase in NS direct served points, if this acquisition is approved, will be of benefit to SSDK. With this increase, we expect our rail traffic to increase, particularly where this acquisition results in single-line service from/to current CR origins/destinations.

Also, we believe NS will be able to provide improved service in all areas where Conrail has had a virtual monopoly. This is because there will be legitimate rail competition in areas where there was none before.

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

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

Executed on May 23, 1997.

  
Name

## SOUTHERN ALABAMA RAILROAD

May 15, 1997

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

### VERIFIED STATEMENT

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

Dear Secretary Williams:

My name is Dick Abernathy, and I am President of Southern Alabama Railroad Company, Walking Horse and Eastern Railroad Company, and Sequatchie Valley Railroad Company. As President, I am responsible for overall management of three of short-line railroads.

I am a single owner for a family of three short-line railroads which operate a total of thirty-six miles of rail lines in Tennessee and Alabama states including the following states served by CSX: Tennessee and Alabama. Our subsidiaries handle about 3,200 carloads during a normal year, and some of our major commodities are: grain, plastic resin, processing oil, and propane gas. Altogether, our short-line railroad group employs ten people and maintains a motive power fleet of five locomotives. Our subsidiary railroads connect with CSX at three locations. I will be pleased to provide the Board with a complete list of those connections if desired, but for purposes of illustration, some of our major interchanges with CSX are located at Troy, Alabama; Bridgeport, Alabama; and Wartrace, Tennessee.

Walking Horse and Eastern Railroad, Southern Alabama Railroad, and Sequatchie Valley Railroad strongly support the proposed acquisition and control of Conrail by CSX and Norfolk Southern which is before the Board in the captioned proceeding. We eagerly anticipate the consummation of that transaction since we are confident that it will result in improved car supply and more competitive single line service for our customers to new markets and from new suppliers. With the significantly expanded single line service which will be available on CSX, our customers should benefit from reduced transit times and more attractive rates to and from the former Conrail territory. The improvements resulting from CSX's expanded single line service and ratemaking should benefit my three short-line railroads, along with CSX's other short-line

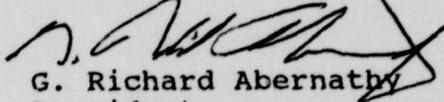
connections, and those improvements should enable all of us to better compete for traffic which is currently hauled by motor carriers between our stations and stations on the Conrail lines which are being acquired by CSX.

In conclusion, we anticipate that the proposed transaction will benefit my short-line railroad group, our customers, our employees, and the communities we serve, Shelbyville, Tennessee; Troy, Alabama; South Pittsburgh, Tennessee; and Kimball, Tennessee, thus urges the Board to approve as expeditiously as possible the proposed acquisition and control of Conrail by CSX and NS.

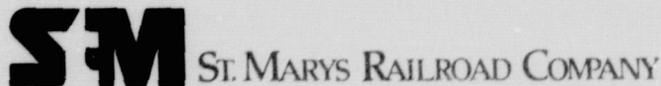
I, G. Richard Abernathy, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement of behalf of Southern Alabama Railroad, Walking Horse and Eastern Railroad, and Sequatchie Valley Railroad.

Executed this 15th day of May, 1997.

Sincerely,



G. Richard Abernathy  
President



Charles W. Chapman  
President  
St. Marys Railroad

May 16, 1997

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

**VERIFIED STATEMENT**

Re: **Proposed CSX/NS Conrail Transaction - STB Finance Docket No. 33388**

Dear Secretary Williams:

My name is Charles W. Chapman, and I am President of the St. Marys Railroad Company. As President, I am responsible for the general management of the Railroad.

The St. Marys Railroad is a short-line rail carrier which operates 11½ miles of rail line between St. Marys and Kingsland in the State of Georgia. We handle about 10,000 inbound and 4,000 outbound carloads during a typical year, and our primary commodities are coal, chemicals, minerals, wood, scrap paper and pulpboard inbound and paper and pulpboard outbound. In addition to me, we have 25-30 employees, three locomotives and a fleet of about 1000 rail cars. Our railroad connects with CSX at Kingsland, GA.

The St. Marys Railroad strongly supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern which is before the Board in the captioned proceeding. We eagerly anticipate the consummation of that transaction since we are confident that it will result in improved car supply and more competitive single line service for our customers to new markets and from new suppliers. With the significantly expanded single line service which will be available on CSX, our customers should benefit from reduced transit times and more attractive rates to and from the former Conrail territory. The improvements resulting from CSX's expanded single line service and ratemaking should benefit St. Marys Railroad along with CSX's other short-line connections, and those improvements should enable all of us to better compete for traffic which is currently hauled by motor carriers between our stations and stations on the Conrail lines which are being acquired by CSX.

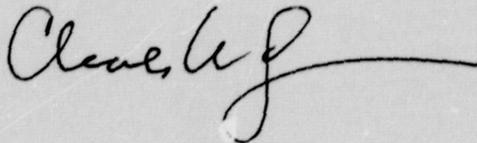
In conclusion, we anticipate that the proposed transaction will benefit St. Marys Railroad, our customers, our employees, and the communities we serve. St. Marys Railroad

thus urges the Board to approve as expeditiously as possible the proposed acquisition and control of Conrail by CSX and NS.

I, Charles W. Chapman, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of St. Marys Railroad Company.

Executed this 16th day of May, 1997.

Sincerely,

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

## TALLEYRAND TERMINAL RAILROAD

2700 Talleyrand Avenue  
Jacksonville, Florida 32206  
Telephone (904) 634-1884 Fax (904) 634-1610

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

May 30, 1997

### VERIFIED STATEMENT

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

Dear Secretary Williams,

My name is Don Moore, and I am the Manager of the Talleyrand Terminal Railroad Company. As manager, I am responsible for rail service to nine patrons at the Jacksonville Port Authorities' Marine Terminal. I am also responsible for continuous trackage improvements of our seven miles of track on which we operate.

The Talleyrand Terminal Railroad is a shortline carrier that operates seven miles of track between Jacksonvilles' Marine Terminal and F&J Yard (interchange point) in the State of Florida. We handle about 12,000 inbound and 2,500 outbound carloads during a typical year, and primary commodities are: automobiles, chemicals, lumber, scrapmetal, paper, chicken and intermodal containers. In addition to me, we have nine trainservice employees and a four man section crew. Talleyrand Terminal Railroad has three locomotives, three company trucks and a full array of track equipment. Our railroad connects with CSX and NS at the F&J Yard, located one mile west of Jacksonvilles' Port Authority Marine Terminal, off the St. Johns River, in Jacksonville Florida.

Talleyrand Terminal Railroad Strongly supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern that is before the board in the captioned proceeding. We eagerly anticipate the consummation of that transaction since we are confident that it will result in the improvement of car supply and more competitive single line service for our customers to new markets and from new suppliers. With the significantly expanded service that will be available on CSX and NS, our customers should benefit from reduced transit times and more attractive rates to and from the former Conrail territory. The improvements resulting from CSX and NS expanded single line service and ratemaking should benefit the Talleyrand Terminal Railroad along with other CSX and NS shortline connections. These improvements would enable all of us to better compete for traffic that is currently hauled by motor carriers between our station and stations on the Conrail Lines.

In conclusion, we anticipate that the proposed transaction would benefit Talleyrand Terminal Railroad, our customers, our employees, and the communities we serve. Talleyrand Terminal Railroad thus asks the board to approve as expeditiously as possible the proposed acquisition and control of Conrail by CSX and Norfolk Southern.

I, Don Moore declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of Talleyrand Terminal Railroad.

Executed this 30 day of May 1997

Sincerely,



Don Moore

Talleyrand Terminal Railroad Manager



May 1, 1997

C. Randall Clark  
President

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

**VERIFIED STATEMENT**

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

Dear Secretary Williams:

My name is C. Randall Clark and I am President of Transkentucky Transportation Railroad, Inc. As our President, I am responsible for all aspects of our business, from sales to operations.

The TTI Railroad is a short-line rail carrier which operates 50 miles of rail line between Paris and Maysville in the State of Kentucky. We handle about 35,000 inbound and 0 outbound carloads during a typical year, and our primary commodities are: unit train shipments of coal from East Kentucky destined to be transloaded through our affiliated river terminal at Maysville, Kentucky. In addition to me, we have 35 employees, 15 locomotives, and a fleet of 0 rail cars. Our railroad connects with CSX at both Paris and Maysville, Kentucky.

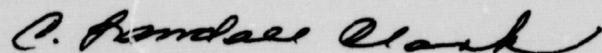
The TTI Railroad strongly supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern which is before the Board in the captioned proceeding. We eagerly anticipate the consummation of that transaction since we are confident that it will result in improved car supply and more competitive single line service for our customers to new markets and from new suppliers. With the significantly expanded single line service which will be available on CSX, our customers should benefit from reduced transit times and more attractive rates to and from the former Conrail territory. The improvements resulting from CSX's expanded single line service and ratemaking should benefit TTI Railroad along with CSX's other short-line connections, and those improvements should enable all of us to better compete for traffic which is currently hauled by motor carriers between our stations and stations on the Conrail lines which are being acquired by CSX.

In conclusion, we anticipate that the proposed transaction will benefit TTI Railroad, our customers, our employees, and the communities we serve. TTI Railroad thus urges the Board to approve as expeditiously as possible the proposed acquisition and control of Conrail by CSX and NS.

I, C. Randall Clark, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of Transkentucky Transportation Railroad, Inc. (TTI).

Executed this 1st day of May, 1997.

Sincerely,



C. Randall Clark

CRC/tm

## THE WARREN & TRUMBULL RAILROAD COMPANY

136 South Fifth Street  
Coshocton, Ohio 4812  
614-622-8092/Fax 614-622-8097

Michael J. Connor - Vice-President

20 May 1997

File: W&T-CR/CSXT/NS

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

Ref.: STB FD 33388 CSX/NS Control - Conrail

Dear Secretary Williams;

I am Michael J. Connor and I am the Vice-President of The Warren & Trumbull Railroad Company (W&T). My business address is 136 South Fifth Street, Coshocton OH 43812. I have been in the business of managing, organizing, and acquiring so-called "short-line" and "regional" (Class III) railroads for the past 33 years. While I serve as Vice-President of several other Class III railroads each of these railroads is an independent corporation--my purpose in writing this letter is to clearly state the Warren & Trumbull's support of the proposed acquisition and divestiture of Conrail as outlined in STB 33388 and to urge the Surface Transportation Board to promptly give its approval to the transaction.

The W&T is a Class III railroad operating 10 road-miles between Leavittsburg and Warren OH. The W&T connects with the following railroads at the points indicated:

Conrail*	Youngstown (Haselton) OH
CSXT	Youngstown (Ohio Junction) OH
YB	North Warren OH
* Norfolk Southern after Docket 33388 is implemented	

The W&T operates in Mahoning and Trumbull Counties, Ohio.

Our latest Industrial Directory indicates that the W&T provides sidetrack service to the following rail patrons (\* denotes new sidetracks constructed):

- A. P. Green, Inc. - Warren OH
- Armco Sawhill Tubular Division - Warren OH\*
- CSX, Ltd (Copperweld Steel Company) - Warren OH
- Delphi Packard Electric Division of General Motors Corporation - Warren OH
- K-Mart Corporation (Distribution Center) - North Warren OH
- Thomas Strip Steel - Warren OH\*

Mr. Vernon A. Williams

-2-

20 May 1997

The Warren & Trumbull Railroad is an originating and terminating railroad in extremely truck-competitive territory. Because of this we are a service-intensive railroad offering daily service to customers seven days per week. The principal commodities handled by the W&T are finished and semi-finished steel and scrap iron or steel.

Personally and corporately I support the merger because:

1. Improved Single Line Service - Our competition is the over-the-road truck and the greater single-line reach of the expanded CSXT and NS systems will permit our customers (and thereby the W&T) to offer improved carload service.

2. New and Improved Traffic Lanes - Over-the-road truckers using public highways frequently have the advantage of shorter routes to major markets--our review of many of our customers' current and potential routing indicates that the improved strategic routes and new internal connections of the restructured CSXT and NS systems will permit carload freight to successfully compete in markets it is now unable to.

Of particular interest to the W&T and its customers is the ability of both CSXT and NS to compete with trucks in the existing east-west corridors and in the heretofore truck-dominated north-south corridors.

3. Improved Car Utilization - The W&T's territory is increasingly a home to industries for whom adequate gondola and boxcar supply is the key to utilizing the railroad. My observation of the independent operation of Conrail is that the superior resources of both CSXT and NS will result in more railroad traffic through provision of more consistent and reliable equipment resources to the W&T.

The Warren & Trumbull Railroad is composed principally of tracks that were to be abandoned if not acquired by the W&T in 1993 and 1995. The success of the W&T to date, measured in physical revitalization, traffic growth, and financial stability has been the result of intense and successful joint-line marketing and operation in conjunction with the Class I railroads.

The opportunity to expand the Norfolk Southern's role in our traffic only reinforces the W&T's commitment to intensely expand joint-line marketing and operation in conjunction with both Class I railroads. Based on our success to date I have great personal and corporate confidence that this transaction will most worthy of your support.

The success or failure of the W&T is inexorably linked with the success of its Class I connections. Their ability to meet the needs of the C&OR's patrons will determine the future of railroading in this part of America--please give them the tool they need--the transaction outlined in STB 33388!

Mr. Vernon A. Williams

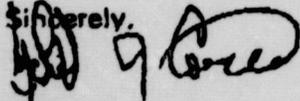
-3-

20 May 1997

My railroad business career includes operating positions with the Erie Lackawanna, Penn Central, and Conrail--all Class I railroads and senior management positions with the Chicago, Central & Pacific Railroad, a Class II railroad. These perspectives, together with nearly nine years services with the W&T and affiliates, convince me of the wisdom and rightness of the proposed acquisition and restructuring of Conrail. The combination of the former New York Central and Pennsylvania into the Penn Central in 1968 clearly was not the optimal solution. Having served through that merger and its follow-through into Conrail I am convinced that the proposed transaction represents a truly better way to align and operate Eastern railroads. I urge you to support it.

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

Sincerely,

  
Michael J. Connor  
Vice-President

cc: Mr. John Snow - Chairman, CSX Corporation  
Mr. David R. Goode, Chairman, President, and Chief Executive Officer,  
Norfolk Southern Corporation

MJC:bc



## Gulf & Ohio Railways

401 Henley Street, Suite 5 • Knoxville, Tennessee 37902  
(423) 525-9400 • FAX (423) 546-3717

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

### VERIFIED STATEMENT

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

Dear Secretary Williams:

My name is Neil Ethridge, and I am General Manager of the Wiregrass Central Railroad. As General Manager, I am responsible for Movement of Trains and Customer Relations.

The Wiregrass Central Railroad is a short-line rail carrier which operates 21 miles of rail line between Enterprise and Waterford in the State of Alabama. We handle about 3,800 inbound and 700 outbound carloads during a typical year, and our primary commodities are: Grain, Soybean Meal, Peanuts, Peanut Oil, Peanut Meal, Military Equipment.

In addition to myself, we have 4 employees, 5 locomotives, and a fleet of 20 rail cars assigned to us. Our railroad connects with CSX at Waterford, Alabama.

The Wiregrass Central Railroad strongly supports the proposed acquisition and control of Conrail by CSX and Norfolk Southern which is before the Board in the captioned proceeding. We eagerly anticipate the consummation of that transaction since we are confident that it will result in improved car supply and more competitive single line service for our customers to new markets and from new suppliers. With the significantly expanded single line service which will be available on CSX, our customers should benefit from reduced transit times and more attractive rates to and from the former Conrail territory. The improvements resulting from CSX's expanded single line service and ratemaking should benefit Wiregrass Central Railroad along with CSX's other short-line connections, and those improvements should enable all of us to better compete for traffic which is currently hauled by motor carriers between our stations and stations of the Conrail lines which are being acquired by CSX.

In conclusion, we anticipate that the proposed transaction will benefit Wiregrass Central Railroad, our customers, our employees, and the communities we serve. Wiregrass Central Railroad thus urges the Board to approve as expeditiously as possible the proposed acquisition and control of Conrail by CSX and NS.

I, Neil Ethridge, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of Wiregrass Central Railroad Company.

Executed this 13th day of May, 1997.

Sincerely,

*Neil Ethridge*

FINANCE DOCKET NO. 33388

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

VERIFIED STATEMENT OF H. E. ANDERSON, VP & GM

YADKIN VALLEY RAILROAD (YVRR)

My name is H. E. Anderson and I am Vice President & General Manager of the Yadkin Valley Railroad (YVRR), a subsidiary of Gulf & Ohio Railways, Knoxville, TN. I have held my present position for 5 years. My duties are all inclusive: YVRR administration and operations (safety, motive power, manpower, scheduling, maintenance), customer relations (new & old business, communications & education), public relations (city, county & state, communications), Norfolk Southern RR (interchange & coordination of traffic), & participate with Gulf & Ohio Railways and NS in the planning and implementation of expansion of the YVRR plant to meet growth.

YVRR is a Class III railroad which interchanges with the NS at Rural Hall, NC and operates two lines, the CF-Line to Mt Airy NC (30 miles), and the K-Line to North Wilkesboro, NC (60 miles). At present the traffic patterns are: one turn-around to Mt Airy, NC one day/week, one turn-around to Roaring River, NC five days/week, and one switch engine working out of Elkin, NC, East & West, five days/week, while any of these jobs will run extra days if the traffic requires it. Predicted growth will require a second job out of Elkin, NC.

During 1996 we handled 13,372 loads (coal, corn, soy, farm products, wax, plastic, chemicals, furniture & related components, scrap iron, LP gas, stone, cement, sand, fiber, steel, farm produce) servicing some 34 customers. Following is a tabulation of our major customers:

R. J. Reynolds	coal	2,499 loads	K-Line
Perdue	corn, soy, etc	925	K
Wayne	corn, soy, etc	1,725	K
Carolina Design	wax	60	K
Weyerhaeuser	wood products	337	K
Tyson	corn, soy, etc	4,209	K
ABTCO	wood products	3,114	K
Wellington-Puritan	plastic	49	CF-LINE
N C Foam	chemicals	168	CF
United-Tech.	plastic	20	CF

As a short line which connects with Norfolk Southern, we support the proposed acquisition of Conrail by NS and CSX. NS has proven to be a reliable connecting line that is interested in our business. I believe NS is committed to a long term mutually profitable partnership with its short line connections that provide it with line-haul traffic. In response to a need for simplified operations in the rapidly growing short line industry, NS pioneered the "handling line" concept in 1985, allowing short lines to focus on local operations and growth opportunities. Under this arrangement, NS provides marketing, operating, administrative and industrial development support to each short line as needed to ensure its continued success.

The YVRR is a prime example of the success of these policies. With the cooperation and assistance of NS, the YVRR traffic has increased from 10,200 loads in 1990 to 13,372 loads in 1996, utilizing the same plant. Together we (G&O, YVRR & NS RR) are planning expansion of the YVRR plant to handle the 16,000 loads predicted for 1997.

In addition, NS is committed to attracting new customers to rail and dedicates significant resources to make this a reality. NS has a sizable in-house staff of industrial development professionals available to inventory sites and assist short lines in site planning, site promotion, track layout and track design. Most importantly, for industrial development purposes, NS accords the same high level of development effort to a site on a NS short line as to a site located on NS.

Further, NS works closely with its short line connections to grow their carload business. Short lines and regional railroads are important NS partners for carload traffic.

Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also leads in innovative programs to meet customers' equipment needs. NS is committed to providing short lines with access to its fleet. Overall car availability will further improve as a result of NS's expanded network. With a larger territory and access to more customers, NS can position the fleet optimally for loading and reloading. Also, car availability will improve as NS reduces transit times as a result of new single-line routings and reductions in terminal delays.

The addition of more points served by NS direct would be of great benefit to us, since single line service is more efficient than joint line service. Reaching more points direct through our NS connection should increase the rail traffic which we receive from our customers, since our service to those points should be improved.

We have a customer (Expo Wire, Mt Airy, NC, CF-Line) that used to receive steel wire by rail. Their supplier is located on the present Conrail system in Pennsylvania. We lost the traffic to trucks three years ago, and repeated efforts to obtain an "inter-line rate" to compete with the trucks has failed. This acquisition should allow us to recover this traffic (approximately six loads/week).

We have another customer (ABTCO, Roaring River, NC, K-Line) that has just expanded their facilities to produce a new product that they plan to ship to the "Northeast". This acquisition should insure that we can keep the majority of this new output on rail.

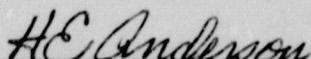
We have a potential customer (FAMCO, Rural Hall, NC, CF-Line) who is a steel fabricator, trucking in steel plate and trucking out steel plate scrap, with both origin and destination on the CR system. Again we have been unable to quote a competitive "inter-line rate". This acquisition should allow us to capture this traffic, estimated at six cars/month.

We have been happy with the service which NS has provided, and we are confident that they would be able to provide good service on any CR lines which they acquire. Also, the competitive package in which NS has offered to bring rail competition to areas where Conrail has had a virtual monopoly should provide competitive rail service options to our company.

NS is "always there and ready to respond as may be needed." Our customers have come to realize that we are not just a small short line with limited resources, but that we are partners with NS and that we have their full support.

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

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

  
H. E. Anderson, VP & GM  
Yadkin Valley Railroad

## YOUNGSTOWN & AUSTINTOWN RAILROAD, INCORPORATED

136 South Fifth Street  
Coshocton, Ohio 4812  
614-622-8092/Fax 614-622-8097

Jerry J. Jacobson - Chairman and Chief Executive Officer

20 May 1997

File: Y&A-CR/CSXT/NS

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

Ref: STB FD 33388 CSX/NS Control - Conrail

Dear Secretary Williams;

I am Jerry J. Jacobson and I am the Chairman, Chief Executive Officer, and Principal Owner of the Youngstown & Austintown Railroad, Incorporated. My business address is 136 South Fifth Street, Coshocton OH 43812. I have been engaged for 12 years in acquiring, organizing, and managing so-called "short-line" (Class III) railroads. While I am also privileged to own several other Class III railroads each of these railroads is an independent corporation--my purpose in writing this letter is to clearly state the Youngstown & Austintown's support of the proposed acquisition and divestiture of Conrail as outlined in STB 33388 and to urge the Surface Transportation Board to promptly give its approval to the transaction.

The Youngstown & Austintown Railroad, Incorporated (Y&A) is a Class III railroad operating 5 road-miles between Youngstown and Austintown OH. The Y&A connects with the following railroads at the points indicated:

Conrail*	Youngstown (Hazleton) OH
CSXT	Youngstown (Yanda) OH
YB	Youngstown (Leadville) OH

\* Norfolk Southern after Docket 33388 is implemented

The Youngstown & Austintown operates entirely in Mahoning County, Ohio. In a unique blend of private and public cooperation the underlying track and property was purchased from its former Class I owner by a unit of the Mahoning Valley Economic Development Corporation (MVEDC), a quasi-public agency. The Y&A operates the railroad under a long-term lease.

Our latest Industrial Director indicates that the Y&A provides sidetrack service to the following rail patrons:

ATD Corporation - Youngstown OH  
Danielli Wean, Incorporated - Youngstown OH  
Denman Tire Company (Warehouse) - Youngstown OH

Mr. Vernon A. Williams

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20 May 1997

Easco Vinyl, Incorporated - Youngstown OH  
Hearn Paper Company - Youngstown OH  
Hydro-Chem Industrial Services, Incorporated - Youngstown OH  
Hynes Steel Products Company - Youngstown OH  
Plytrim, Incorporated - Youngstown OH  
Stambaugh-Thompson Corporation - Youngstown OH  
United Freezer and Storage Company - Youngstown OH  
Walker-Williams (Treated Lumber) Company - Youngstown OH  
YSD Industries, Incorporated - Youngstown OH

The Youngstown & Austintown is an originating or terminating railroad in extremely truck-competitive territory. Because of this we are a service-intensive railroad offering double-daily service to customers seven days per week. The principal commodities handled by the Y&A are lumber and railway equipment

Personally and corporately I support the merger because:

1. Improved Single Line Service - Our competition is the over-the-road truck and the greater single-line reach of the expanded CSXT and NS systems will permit our customers (and thereby the Youngstown & Austintown Railroad) to offer improved carload service.

2. New and Improved Traffic Lanes - Over-the-road truckers using public highways frequently have the advantage of shorter routes to major markets--our review of many of our customers' current and potential routing indicates that the improved strategic routes and new internal connections of the merged CR-CSXT will permit carload freight to successfully compete in markets it is now unable to.

Of particular interest to the Y&A and its customers is the ability of both CSXT and NS to compete with trucks in the existing east-west corridors and in the heretofore truck-dominated north-south corridors.

3. Improved Car Utilization - The Mahoning Valley is still home to many industries for whom adequate gondola and boxcar supply is the key to utilizing the railroad. My observation of the independent operation of Conrail is that the superior resources of both CSXT and NS will result in more railroad traffic through provision of more consistent and reliable equipment resources to the Y&A.

I formed the Youngstown & Austintown in 1985 in conjunction with MVEDC -- all of the property we purchased had been approved for abandonment and dismantling. Under Class III operation we have rehabilitated the Y&A's physical plant, attracted new industries and jobs to the line, significantly grown the traffic, and brought financial stability to the road. Indicative of our commitment to the line was the 1994 dedication of a \$175,000 engine house and locomotive service facility--neither the Y&A nor MVEDC would have made this major investment if we doubted the ability of either Conrail or CSXT to continue to be strong traffic partners. The

Mr. Vernon A. Williams

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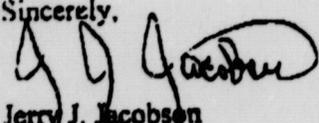
20 May 1997

opportunity to bring Norfolk Southern into the Mahoning Valley only reinforces the Y&A's commitment to intensely expand joint-line marketing and operation in conjunction with both Class I railroads. Based on our success to date I have great personal and corporate confidence that this transaction will most worthy of your support.

The success or failure of the Youngstown & Austintown Railroad is inexorably linked with the success of its Class I connections. Their ability to meet the needs of the Y&A's patrons will determine the future of railroading in this part of America--please give them the tool they need--the transaction outlined in STB 33388!

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

Sincerely,



Jerry J. Jacobson  
Chairman and Chief Executive Officer

cc: Mr. John Snow - Chairman  
CSX Corporation  
500 Water Street  
Jacksonville FL 32202

Mr. David R. Goode, Chairman, President, and Chief Executive Officer  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk VA 23510-2191

JJJ:bc

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F/L

# THE YOUNGSTOWN BELT RAILROAD COMPANY

136 South Fifth Street  
Coshocton, Ohio 4812  
614-622-8092/Fax 614-622-8067

20 May 1997

File: YB-CSXT/NS/CR

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

Ref: CSX and NS Acquisition of Conrail

Dear Secretary Williams;

I am Jerry J. Jacobson and I am the Chairman, Chief Executive Officer, and Principal Owner of The Youngstown Belt Railroad Company. My business address is 136 South Fifth Street, Coshocton OH 43812. I have been engaged for 12 years in acquiring, organizing, and managing so-called "short-line" (Class III) railroads. While I am also privileged to own several other Class III railroads each of these is an independent corporation--my purpose in writing this letter is to clearly state the Youngstown Belt's support of the proposed acquisition of Conrail by CSXT and Norfolk Southern and to urge the Surface Transportation Board to promptly give its approval to the transaction.

The Youngstown Belt Railroad Company (YB) is a Class III railroad operating 32 road-miles between Youngstown and Warren OH. The YB operates connects with the following railroads at the points indicated:

- Conrail\*      Youngstown (Haselton) Ori
- CSXT          Youngstown (Ohio Junction) OH
- O&P          Youngstown (Haselton) OH
- W&T          North Warren OH
- Y&A          Youngstown (Leadville) OH

\* NS connection following merger and restructuring

The Youngstown Belt operates in Mahoning and Trumbull Counties of Ohio.

Our latest Industrial Director indicates that the YB provides sidetrack service to the following rail patrons:

- A. G. Sharp Lumber - Youngstown OH
- Carter Lumber Company - North Warren OH
- Concord Steel Company - North Warren OH
- Delphi Packard Electric Company (Main Plant) - North Warren OH

Dietrich Steel Industries - North Warren OH  
General Electric Company (Lighting Division) - Niles OH  
Fagan's Lumber - Youngstown OH  
Frank Sherman Company - Youngstown OH  
North Star Steel Corporation - Youngstown OH  
Rogers Lumber Company - Niles OH  
Syro Steel Division of Trinity Industries - Youngstown OH  
Unimast Corporation - North Warren

\* Public Delivery (Team Track) Patrons at the Station Indicated

The Youngstown Belt is entirely an originating or terminating railroad in extremely truck-competitive territory. Because of this we are a service-intensive railroad (Double-daily service is offered to customers seven days per week). The principal commodities handled by the YB are finished and semi-finished steels, lumber, scrap steel, and sand.

Personally and corporately I support the merger because:

1. Improved Single Line Service - Our competition is the over-the-road truck and the greater single-line reach of the restructured CSXT-Conrail and NS-Conrail system will permit our customers (and thereby the Youngstown Belt Railroad) to offer improved carload service.

2. New and Improved Traffic Lanes - Over-the-road truckers using public highways frequently have the advantage of shorter routes to major markets--our review of many of our customers' current and potential routing indicates that the improved strategic routes and new internal connections of the restructured CSXT-Conrail and NS-Conrail systems will permit carload freight to successfully compete in markets it is now unable to.

I am particularly impressed with the ability of the restructured railroads to compete in the North-South traffic lanes, heretofore handicapped by due to Conrail's limited reach.

The Youngstown Belt commenced operation in late 1996--I would not have formed this railroad if I did not have confidence in the ability of its connecting Class I railroads to match the growth that we project for the line and its customers. Based on our experience (and success) to date I have great personal and corporate confidence that this merger is necessary and worthy of your support.

The Youngstown Belt is an operating affiliate of the Ohio Central Railroad System (OCRS), a seven-railroad 385-mile system in 14 east-central Ohio counties. I will further add that the success or failure of the Ohio Central Railroad System, an organization into which I have invested most of my lifetime earnings, is inexorably linked with the success of both CSXT and Norfolk Southern. Their ability to meet the needs of the YB's patrons will determine the future of railroading in this part of America--please give them the tool they need--the merger!

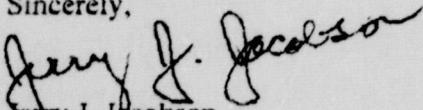
Mr. Vernon A. Williams

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20 May 1997

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

Sincerely,



Jerry J. Jacobson

Chairman and Chief Executive Officer

cc: Mr. John Snow - Chairman  
CSX Corporation  
500 Water Street  
Jacksonville FL 32202

Mr. David R. Goode - Chairman  
Norfolk Southern Rail Corporation  
Three Commercial Place  
Norfolk, Virginia 23510-2191

JJJ:bc

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# State of Indiana



## Indiana General Assembly

HOUSE RESOLUTION No. 33

Introduced by  
Representatives Gary L. Cook, Dean R. Mock, Philip T. Warner, and Richard W. McClain

Adopted by voice vote on April 24, 1997, during the First Regular Session of the 110th General Assembly

A HOUSE RESOLUTION to recommend the approval by the Surface Transportation Board of the joint application of CSX Corporation and Norfolk Southern to acquire and divide the routes and assets of Conrail, Inc.

- WHEREAS,* CSX and Norfolk Southern propose to acquire all the outstanding shares of Conrail;
- WHEREAS,* CSX and Norfolk Southern have reached an agreement on a division of the routes and assets of Conrail;
- WHEREAS,* CSX and Norfolk Southern will file a joint application with the Surface Transportation Board in June seeking approval of the Conrail acquisition and division; and
- WHEREAS,* The acquisition of Conrail by CSX and Norfolk Southern will produce a number of major benefits for Indiana citizens and rail customers such as faster, more reliable service, lower shipping costs, more efficient movement of goods to markets, improved rail competition in Indiana, greater economic development opportunities and a vastly improved access to new markets by Indiana rail customers:

THEREFORE, *Be it resolved by the House of Representatives of the General Assembly of the State of Indiana:*

SECTION 1. The the Indiana House of Representatives urges that the Surface Transportation Board approve the joint application of CSX Corporation and Norfolk Southern to acquire and divide routes and assets.

SECTION 2. That the Principal Clerk of the House of Representatives is directed to transmit copies of this resolution to Mr. Vernon A. Williams, Secretary of the Surface Transportation Board.



*Gary L. Cook*  
\_\_\_\_\_  
Gary L. Cook  
State Representative

*Philip T. Warner*  
\_\_\_\_\_  
Philip T. Warner  
State Representative

*Dean R. Mock*  
\_\_\_\_\_  
Dean R. Mock  
State Representative

*Richard W. McClain*  
\_\_\_\_\_  
Richard W. McClain  
State Representative

*John R. Gregg*  
\_\_\_\_\_  
John R. Gregg  
Speaker of the House

*Matt Pierce*  
\_\_\_\_\_  
Matt Pierce  
Principal Clerk