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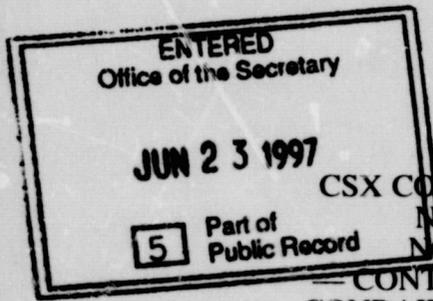
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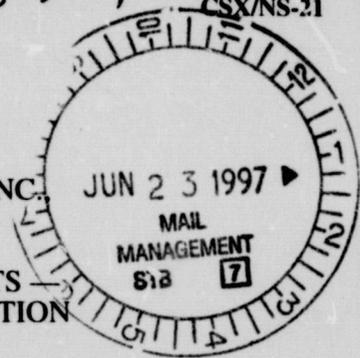


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CSX/NS-21

BEFORE THE SURFACE TRANSPORTATION BOARD

Finance Docket No. 33388



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

RAILROAD CONTROL APPLICATION

VOLUME 4B OF 8

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

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SURFACE TRANSPORTATION BOARD

**VOLUME 4**

**SUMMARY: MASTER TABLE OF CONTENTS**

|  | <b>Volume (s)</b> |
|--|-------------------|
| Governors and Other Public Officials ..... | 4A                |
| Other Railroads .....                      | 4A                |
| Shipper Verified Statements .....          | 4B-4E             |

**VOLUME 4B**

**TABLE OF CONTENTS**

**SHIPPER VERIFIED STATEMENTS**

| <b><u>Shipper</u></b>                           | <b><u>Witness</u></b> | <b><u>Page</u></b> |
|---|-----------------------|--------------------|
| 10-S Tennis Supply                              | David Buerkle         | 1                  |
| 138 Scrap, Inc.                                 | Pete Christensen      | 3                  |
| 3M Company                                      | Patrick L. Gonda      | 5                  |
| A+ Welding & Fabrication, PLL                   | Cynthia Norwood       | 6                  |
| A. & J. Produce Corporation                     | Thomas Tramutola      | 7                  |
| A. Anastasio & Sons Trucking Company,<br>Inc.   | Andrew Anastasio      | 8                  |
| A. Zerega's Sons, Inc.                          | John B. Vermynen      | 9                  |
| A.& P. Reloads                                  | George O'Donnel       | 10                 |
| A.C. Dutton Lumber Corporation                  | Kevin Hamel           | 11                 |
| AAA Warehouse                                   | Tom Coble             | 13                 |
| ABC Coke  | Charles E. Mitchell   | 14                 |
| ABL-Trans                                       | Gregory L. Erion      | 16                 |
| ABTco, Inc.                                     | Wayne Pardue          | 18                 |
| Academy of Industrial Training                  | William Z. Zanow      | 20                 |
| ACF Industries, Inc.                            | Roger D. Wynkoop      | 21                 |
| Ackerman, Beardsley and, Bennett<br>Corporation | David Littleton       | 22                 |
| Addlestone International Corporation            | N.S. Addlestone       | 23                 |
| Advance Trailer Repair                          | Derrick Janociak      | 24                 |
| Advanced Control Technologies, Inc.             | Gary D. Colip         | 25                 |
| Advanced Design and Packaging                   | Brenda Radcliff       | 26                 |
| Advanced Textile Recycling                      | Tom McNiff            | 27                 |

| <u>Shipper</u>                     | <u>Witness</u>         | <u>Page</u> |
|------------------------------------|------------------------|-------------|
| Aeropres Corporation               | Ferrell Person         | 28          |
| The Aerostructures Corporation     | George Hardy           | 29          |
| Affton Trucking, Inc.              | Floyd Wright           | 30          |
| AFG Industries Inc.                | Robert T. Gouge        | 32          |
| AG/GRO Fertilizer Company          | William L. Quisenberry | 35          |
| Agmark Foods, Inc.                 | Richard Hagemeyer      | 37          |
| Agmark Intermodal Systems Inc.     | Duncan Hagemeyer       | 38          |
| Agri-Empressa, Inc.                | Steve Goree            | 39          |
| Agri-Mark, Inc.                    | Ellen Fitzgibbons      | 40          |
| Agri Trading Corporation           | Richard J. Breza       | 41          |
| Agricultural Commodities, Inc.     | Daniel Sharrer         | 43          |
| AIMCOR                             | Annie Laurie Foust     | 44          |
| Air Liquide                        | Dave Wedel             | 45          |
| Ajax Turner Company, Inc.          | Todd D. Williams       | 46          |
| Akro Corporation                   | Dale E. Trachsel       | 48          |
| Alabama Land & Mineral Corporation | Dwight D. McCoy        | 49          |
| Alabama River Pulp Company, Inc.   | Glenn G. Wiegel        | 51          |
| Alabama River Woodlands, Inc.      | Billy C. Bond          | 53          |
| Alan Ritchey, Inc.                 | Robby Ritchey          | 54          |
| Albion Kaolin Company              | Dr. Thomas D. Thompson | 55          |
| Alchem Chemical Company            | Chuck Mathews          | 57          |
| Alco Chemical                      | W.L. Bales             | 59          |
| Alex Trading, Inc.                 | Rocio F. Garza         | 60          |
| Alger Farms, Inc.                  | Richard Alger          | 61          |
| Algoma Steel, Inc.                 | J.W. Ross              | 63          |
| All Purpose Warehouse              | William Allen          | 65          |
| Alliance Shippers Inc.             | Ronald Lefcourt        | 66          |

| <u>Shipper</u>                            | <u>Witness</u>       | <u>Page</u> |
|---|----------------------|-------------|
| Allied Plywood                            | Robert Yvon          | 68          |
| AlliedSignal Inc.                         | Frederic M. Poses    | 69          |
| Allied Van Lines, Inc.                    | Michael P. Fergus    | 71          |
| Allied Warehousing                        | Edward L. Canterbury | 73          |
| Allstate Steel Company, Inc.              | James Strickland     | 75          |
| Almont Shipping Terminals                 | Sidney H. Camden     | 77          |
| Alox Corporation                          | A.J. MacDonald       | 78          |
| Alpha Bulk Carriers, Inc.                 | John C. Pocock       | 79          |
| Alpha/Owens-Corning                       | Leanne Meeker        | 80          |
| Alpine Development, Company               | Morris K. Davis      | 82          |
| Alterman Transport Lines, Inc.            | Sidney Alterman      | 84          |
| Altoona Welding Supply Company, Inc.      | Andy Goldberg        | 88          |
| AluChem, Inc.                             | David E. Skaggs      | 89          |
| Alumax                                    | Gordon J. Sarver     | 90          |
| Ambridge Regional Center                  | Gene Pash            | 92          |
| American Allied Railway Equipment Company | Gary Schoenfeldt     | 93          |
| American Backhaulers                      | Sean Kelly           | 94          |
| American Banana Company, Inc.             | Demetrios Contos     | 95          |
| American Cargo Systems                    | Chris Ellis          | 96          |
| American Carriers of Minnesota            | Gary A. Nelson       | 98          |
| American Cast Iron Pipe Company           | Walter M. Boyce      | 100         |
| American Cold Storage                     | Kenny Bradford       | 102         |
| American Colloid Company                  | John G. Maginot      | 103         |
| American Compressed Steel Corporation     | Bruce Post           | 104         |
| American Delivery Service Company         | Donald J. Morgan     | 105         |
| American Eagle Signworks, Inc.            | James Aten           | 107         |
| American Energy, Inc.                     | Don M. Rich          | 109         |

| <u>Shipper</u>                           | <u>Witness</u>        | <u>Page</u> |
|--|-----------------------|-------------|
| American Extrusions, Inc.                | Robert W. Neuls       | 111         |
| American Fertilizer Exchange             | Bob Taliaferro        | 113         |
| American Honda Motor Company, Inc.       | Gerald R. Bengtson    | 114         |
| American Industries, Inc.                | Donald E. Needler     | 116         |
| American Isuzu Motors Inc.               | Jack C. McKinney, II  | 117         |
| American Italian Pasta Company           | David B. Potter       | 118         |
| American Lumber Company                  | Mark A. Bartoe        | 119         |
| American Paper Recycling Corporation     | David Beesley         | 120         |
| American Premier, Inc.                   | Charles M. Van Sickle | 122         |
| American RRT Fiber Supply, L.P.          | Edward Kennedy        | 128         |
| American Shipper Transportation Services | Pilar Gilbert         | 130         |
| American Stud Company                    | Howard Dutton         | 132         |
| American Sweeteners, Inc.                | Ray McCormick, Jr.    | 134         |
| American Water Heater Group              | Robert L. Trobaugh    | 137         |
| American Weiding & Tank Company          | James T. Mercer       | 138         |
| AmeriGas Propane, L.P.                   | Thomas W. Livingston  | 139         |
| Ameripol Synpol Corporation              | M.L. McClintock       | 140         |
| Ameripol Synpol Corporation              | W.B. Van Breeman      | 141         |
| Ameriscape Inc.                          | Kenny Grant           | 142         |
| AmeriSteel Corporation                   | J.L. McLendon         | 144         |
| Ampro Products, Inc.                     | E. Scott DuChette     | 147         |
| AMSER Logistics, Inc.                    | Roy M. Delao          | 149         |
| Amy's Transfers                          | Sergio Gomez          | 152         |
| Anchor Glass Container Corporation       | Bill Beveridge        | 154         |
| Anchor Paper Corporation                 | Sam Woods             | 156         |
| ANDALEX Resources, Inc.                  | Larry A. Washington   | 158         |
| Anderson Columbia Company, Inc.          | T.H. McRae            | 159         |

| <u>Shipper</u>                       | <u>Witness</u>       | <u>Page</u> |
|--------------------------------------|----------------------|-------------|
| The Andersons, Inc.                  | Mike Anderson        | 160         |
| The Andrew Jergens Company           | Michael P. Emerine   | 162         |
| Antique Brick Company, Inc.          | Jerry Roth           | 163         |
| APG Lime Corporation                 | Joe D. Shortt        | 165         |
| Appalachian Timber Services, Inc.    | Dave Lane            | 167         |
| Appleton Papers, Inc.                | Warren T. Towler     | 169         |
| Appolo Fuels, Inc.                   | Gary Asher           | 171         |
| Aqua-Gulf Transport, Inc.            | Anthony Damelio      | 173         |
| Archer Truck Center, Ltd.            | Scott McGhie         | 175         |
| Arco Aluminum, Inc.                  | Richard L. Hayden    | 177         |
| Arling Lumber, Inc.                  | P.J. Arling          | 178         |
| Armco Inc.                           | Daniel E. Smigielski | 179         |
| Armstrong World Industries, Inc.     | John B. Suess        | 180         |
| Arnold Precision Manufacturers       | Jack Arnold          | 181         |
| Arrow Industries                     | Bobby Mangrum        | 182         |
| Arrow Terminals Company              | Michael J. Chutz     | 183         |
| ASAP Lines, Inc.                     | Gary Wiegele         | 186         |
| Asbury Graphite Mills Inc.           | Sandra Rizzo         | 188         |
| Ashland Coal, Inc.                   | C. Henry Besten, Jr. | 190         |
| Asset Based Intermodal, Inc.         | Jim L. Ingram        | 191         |
| Associated Industries of Florida     | Jon L. Shebel        | 192         |
| Associates Warehouse, GFV            | Bobby Dunn           | 194         |
| Astro-Valcour, Inc.                  | Gary M. Hamm         | 195         |
| Athenia Mason Supply, Inc.           | Kenneth P. Kievit    | 196         |
| Athens-Atlanta Asphalt Company, Inc. | Mark Rittenhouse     | 197         |
| ATIC Services                        | Michel Bellissant    | 199         |
| Atlanta Beverage & Bottled Water     | Rick South           | 201         |

| <u>Shipper</u>                                | <u>Witness</u>         | <u>Page</u> |
|---|------------------------|-------------|
| Atlanta TOFC Services Company                 | Tommy Carpenter        | 203         |
| Atlantic Brick Corporation                    | Dorothy Garippa        | 205         |
| Atlantic Coast Demolition and Recycling, Inc. | Marvin A. Robon        | 206         |
| Atlantic Container Service, Inc.              | Ernest A. Rubadue      | 207         |
| Atlantic Forest Products, Inc.                | Russell W. Johnson     | 209         |
| Atlantic Machinery & Equipment                | James F. Spangler, III | 210         |
| Atlantic Systems Transport, Inc.              | Philip E. Ingaglio     | 212         |
| Atlantic Track & Turnout Company              | Charles A. Killeen     | 216         |
| Atlantic Wood Industries                      | William L. Crossman    | 218         |
| Atlas Distributing, Inc.                      | Peter E. Sykes         | 219         |
| Atlas Intermodal Trucking Service             | Michael J. Thompson    | 220         |
| Atlas Machine and Supply, Inc.                | Gregg Owen             | 222         |
| Atlas Minerals & Chemicals, Inc.              | Mary Lynn Moses        | 224         |
| Atlas Steel & Wire                            | Anita B. James         | 225         |
| Atlas Waste Paper Corporation                 | Les Parker             | 226         |
| Atomic Distributing Company                   | Paul Hall              | 228         |
| Auburn Bean & Grain Companies                 | Ron Balzer             | 230         |
| Audubon Metals LLC                            | James Butkus           | 232         |
| Austin Powder Company                         | Michael C. Leppla      | 234         |
| Auto Rail Services Inc.                       | Steve Renne            | 236         |
| Automatic Textile Products                    | Brian Bailey           | 238         |
| Avebe America Inc.                            | Mary Newman            | 240         |
| Azcon Corporation                             | Jerry Blazek           | 242         |
| Azcon Corporation                             | Richard C. Spine       | 244         |
| B.E. Kluttz Lumber Co., Inc.                  | Charles Kluttz         | 245         |
| B.T. Produce Company, Inc.                    | Bill Taubenfeld        | 246         |
| B-V Associates, Inc.                          | Robert M. Vincent      | 247         |

| <b><u>Shipper</u></b>                          | <b><u>Witness</u></b> | <b><u>Page</u></b> |
|--|-----------------------|--------------------|
| B&B Farm Service                               | Terry S. Bass         | 249                |
| Bacardi-Martini U.S.A., Inc.                   | Jorge Lopez           | 250                |
| Badger Mining Corporation                      | Robert Bartol         | 252                |
| Badger Paper Mills, Inc.                       | Alan R. Steffen       | 253                |
| Bailey Feed Mill, Inc.                         | Jennifer L. Daniel    | 255                |
| Bakery Feeds, Inc.                             | Bill Reagor           | 256                |
| BAL Metals International, Inc.                 | Patti C. Doyle        | 258                |
| Balcones Recycling                             | Todd Parson           | 260                |
| Balfour Lumber Company                         | Mike B. Jones         | 261                |
| Ball-Foster Glass Container Company,<br>L.L.C. | Peter J. Walters      | 262                |
| Bamberger Polymers, Inc.                       | Paul Cavazos          | 265                |
| Bankhead Enterprises, Inc.                     | Glenn Taylor          | 266                |
| Banks Construction Company                     | Reid Banks            | 268                |
| Banner Fibreboard Company                      | D.L. Laughlin         | 270                |
| Barclay-Moore Inc.                             | David R. Moore        | 271                |
| Bareco Products                                | George A. Anderson    | 273                |
| The Barn Yard                                  | Daniel Allgyer        | 276                |
| Barnes & Wallace Building Supply Co.           | Travis L. Wallace     | 277                |
| Barnes Environmental International             | Peter T. Barnes       | 278                |
| Baron's Express, Inc.                          | Robert J. Mahacek     | 280                |
| Barre Reload & Storage, Inc.                   | Charles Trihias       | 284                |
| Barrette Enterprises Ltd.                      | Bruno Saint-Laurent   | 286                |
| Basil Lumber & Millwork, Inc.                  | Rick Foreman          | 287                |
| Bass Transportation Company, Inc.              | James P. O'Donnell    | 288                |
| Bay Area Piggyback, Inc.                       | George W. Francis     | 290                |
| Bay Chemical Company                           | Joseph M. Carroll     | 292                |
| The Bay Ridge Companies                        | Aaron Mansbach        | 294                |

| <u>Shipper</u>                              | <u>Witness</u>      | <u>Page</u> |
|---|---------------------|-------------|
| Bay Star Coal Company, Inc.                 | Richard L. Taylor   | 295         |
| Bay West Transport                          | Mark Bailey         | 296         |
| Bayou Steel Corporation                     | Roger A. Malehorn   | 298         |
| Bayport Trailer Repair, Inc.                | Jan Oliszewicz      | 301         |
| BCI Market Services, Inc.                   | Rick Reynolds       | 302         |
| Bear Transportation Services                | Andy Pierce         | 303         |
| Bearden Trucking Company                    | Frank Mendemay      | 305         |
| Beaulieu of America                         | W.K. Stewart        | 307         |
| Becker Minerals, Inc.                       | W.C. Lundy          | 308         |
| Becker Minerals, Inc.                       | David M. Saleeby    | 310         |
| Beech Fork Processing, Inc.                 | James H. Booth      | 311         |
| Behr Iron and Steel, Inc.                   | Roger Little        | 313         |
| Bell Container Corrugated Cartons           | Arnold Kaplan       | 315         |
| Bell County Coal Corporation                | Charles G. Snavelly | 316         |
| Bellevue Builders Supply, Inc.              | Don Lucarelli       | 318         |
| Bement Grain Company                        | Richard Thomas      | 319         |
| Benson-Quinn Company                        | Tom Chevalier       | 321         |
| Bentonite Corporation                       | Richard L. Jones    | 323         |
| The Bercline Corporation                    | Larry L. Winstead   | 325         |
| Berwind Coal Sales Company                  | Robert R. Brumbaugh | 326         |
| Best Eastern Storage & Transfer Corporation | Stephen R. Jones    | 327         |
| Bestway Distribution Services               | John Stinson        | 329         |
| Betty, Inc.                                 | Ira Sved            | 331         |
| Bi-State Storage                            | Richard Moretti     | 332         |
| Big Bend Agri Services, Inc.                | Monty C. Ferrell    | 333         |
| Big Creek Mining, Inc.                      | Terry Marshall      | 334         |
| Big Spring Mill, Inc.                       | W.R. Long           | 336         |
| Billy L. Lockhart Trucking Company, Inc.    | James G. Lockhart   | 337         |

| <u>Shipper</u>                                       | <u>Witness</u>         | <u>Page</u> |
|--|------------------------|-------------|
| Birdsong Peanuts                                     | N.B. Brothers          | 340         |
| Biscontini Distribution Centers                      | William K. Maxson      | 341         |
| Black Beauty Coal Company                            | Eugene D. Aimone       | 343         |
| Blackbird Terminal, Inc.                             | Lenore Vaccaro         | 344         |
| Blackwell Portable Welding                           | Lee Blackwell          | 346         |
| The Blitz Corporation                                | Art Mackie             | 348         |
| Blue Diamond Coal Company                            | Ted B. Helms           | 350         |
| Blue Ridge Stone Corporation                         | Abney S. Boxley, III   | 351         |
| Blue River Fleet Service, Inc.                       | Tamara S. Kuhn         | 353         |
| Blue Star Line (North America) Ltd.                  | Robert M. Gormley      | 355         |
| Bluebonnet Milling Company & American Superior Feeds | Mark Urbanosky         | 357         |
| Bluestone Coal Corporation                           | Byrd E. White III      | 358         |
| BMCA Insulation Products, Inc.                       | Bob Underwood          | 360         |
| BMI-France   | Ronald V. Kilgore      | 361         |
| Bo-Mac Agency & Leasing                              | Bob McMullen           | 362         |
| Bo-Mark Transport, Inc.                              | John R. Phillips       | 364         |
| Bo Mar Enterprises, Inc.                             | Keith Bohlman          | 365         |
| Bob McGaughey Lumber Sales, Inc.                     | Kevin McGaughey        | 367         |
| BOC Gases  | Howard Ditkof          | 369         |
| Boland Maloney Lumber Company                        | Parker White           | 371         |
| Boliden Intertrade Inc.                              | William F. Mason       | 373         |
| Boral Bricks   | George L. Herd         | 375         |
| Borden & Remington                                   | Scott Medeiros         | 376         |
| Borden Chemical, Inc.                                | John R. Todd           | 377         |
| Boston Lumber Company                                | Raleigh M. Felton, III | 378         |
| Bowater Inc.   | Oliver C. Faris, Jr.   | 380         |
| Bowater Newsprint                                    | Michael A. Childress   | 382         |

| <u>Shipper</u>                           | <u>Witness</u>       | <u>Page</u> |
|--|----------------------|-------------|
| Braswell Milling Company                 | Russ Powell          | 385         |
| Bredero Price Company                    | Donald Barder        | 386         |
| Brendamour                               | Marshall J. Ivey, II | 387         |
| Bright's Bottle Gas Company              | Thomas B. Bright     | 389         |
| Bristol Asphalt Products, Inc.           | Louis S. Rainero     | 390         |
| Bristol-Myers Squibb Company             | Tim E. Skinner       | 392         |
| Bristol Van and Storage Corporation      | Andy Rutherford      | 394         |
| Broan Manufacturing Company, Inc.        | Gerard J. Auriemma   | 395         |
| Brock Scrap Steel                        | Larry J. Brock       | 397         |
| Brockton Iron & Steel Company            | David Stone          | 398         |
| Brodnax Cartage, Inc.                    | William D. Brodnax   | 399         |
| Brown & Company, Inc.                    | Bobby Gaston         | 400         |
| Brown Brothers Sand Company              | Daryl Brown          | 401         |
| Brown Printing Company                   | Dreux Day            | 402         |
| Brown's Concrete and Block Company, Inc. | Steve Burger         | 403         |
| Brown's of Carolina                      | John Wilson          | 405         |
| Brown Wood Preserving Company, Inc.      | David L. Stanley     | 406         |
| Bruce Hardware Floors                    | Shannon L. Finley    | 407         |
| Brunk Corporation                        | Steven Bartow        | 408         |
| Brunswick River Terminal, Inc.           | W.P. Jackson         | 409         |
| Bryce-Milford Grain Corporation          | Robert Zordani       | 410         |
| BTR Trailer Repair, Inc.                 | Leslaw Michalski     | 412         |
| Buckland Co-Operative, Inc.              | David Krites         | 414         |
| Buffalo Toronto Transport, Limited       | Jack Mayes           | 415         |
| Builders Gypsum Supply Company, Inc.     | Billy Cornelius      | 418         |
| Bulk Service Company                     | Thomas D. Butts      | 419         |
| Bulkmatic Transport Company              | Horst Gwinner        | 421         |

| <u>Shipper</u>                          | <u>Witness</u>                       | <u>Page</u> |
|---|--------------------------------------|-------------|
| Bullet Transportation Services, Inc.    | Cary M. Vanettes                     | 423         |
| Burgess Pigment Company                 | Malcom S. Burgess                    | 425         |
| Burgin Lumber Company                   | Jack Schaberg                        | 427         |
| The Burke-Parsons-Bowlby Corporation    | W.G. Downey, Jr.                     | 428         |
| Burlington Industries, Inc.             | James A. Sprague                     | 429         |
| Burrows Paper Corporation               | Ralph A. Renzulli                    | 430         |
| Butler Paper Recycling Inc.             | Randy A. Ward                        | 432         |
| C & C Services                          | Tommy Carpenter                      | 434         |
| C & K Trucking, Inc.                    | Gerald W. McIntyre                   | 436         |
| C. & T. Refinery, Inc.                  | Scot W. Jansen                       | 438         |
| C. Brown Trucking Company               | Robert Shepherd                      | 440         |
| C.C. Transport, Inc.                    | Juanita Campagna                     | 442         |
| The C.F. Sauer Company                  | Scot W. Jansen                       | 444         |
| C.I. International, Inc.                | Catherine A. Cole                    | 446         |
| C.M. Tucker Lumber Company              | Trae McElheny                        | 448         |
| C.R. Mullis Oil & Heating Company, Inc. | Stefan Wisnoski                      | 450         |
| C. Van Boxell Transportation Inc.       | Kevin Van Boxell                     | 452         |
| C.W.S. Dedicated Service, Inc.          | Richard L. Toweson & George A. Klein | 454         |
| C-E Minerals                            | Philip J. Scanlan                    | 456         |
| Cabot Corporation                       | Arthur T. Smith                      | 458         |
| Cagle's Farms, Inc.                     | Lamar Nance                          | 459         |
| Cahokia Marine Service                  | John C. Brereton                     | 461         |
| Cal-Maine Foods                         | Don Morgan                           | 463         |
| Calcium Silicates Corporation           | Donald E. Beatty                     | 464         |
| Cali Chemical Corporation               | Cappey Waters                        | 466         |
| Callaway Building Products, Inc.        | Doyle O. Holbert                     | 468         |
| The Calumite Company                    | R.W. Hopkins, II                     | 469         |
| The Calumite Company                    | David D. Myers                       | 471         |

| <u>Shipper</u>   | <u>Witness</u>          | <u>Page</u> |
|--|-------------------------|-------------|
| Cambridge Iron & Metal Company, Inc.                           | Tammy L. Welsh          | 472         |
| Cameron Brokerage Company                                      | Paul Cameron            | 474         |
| Camp Chemical Corporation                                      | Thomas R. Gilliam       | 475         |
| Camp Transportation, Inc.                                      | Richard E. Camp         | 476         |
| Camway Transportation Corporation                              | Mark A. Martin          | 477         |
| Canada's Best Carriers   | J. Hale-Sanders         | 479         |
| Canadian Paper Connection Inc.                                 | Mark Moness             | 481         |
| Cantwell Machinery   | Carl Vest               | 482         |
| Canusa Corporation, Inc.                                       | Lynn Watkins            | 484         |
| Capes Shipping Agencies, Inc.                                  | Stephen L. Parks        | 486         |
| Capitol Excavating & Paving Company, Inc.                      | Richard Geor Hayhoe     | 488         |
| Capitol Fence, Inc.  | Robert W. Hulvey        | 489         |
| Capitol Materials, Inc.  | Jeffrey Johnson         | 490         |
| Capitol Soap Corporation                                       | James F. Capobianco     | 492         |
| Caplugs  | Charles Cole            | 493         |
| Caravan Trailer  | Brad L. Basye           | 494         |
| Carbonic Industries Corporation                                | Michael Lee Albert      | 495         |
| Cargo Transport Corporation                                    | Malcolm James Newbourne | 499         |
| Caribbean International Transportation and Consolidation, Inc. | Wendell Davis           | 501         |
| Carmeuse Pennsylvania, Inc.                                    | Carol L. Glorioso       | 503         |
| Carmichael Cartage Company                                     | Randy Zielinski         | 504         |
| Carolina Auto & Truck Service, Inc.                            | Jay Helson              | 506         |
| Carolina Consolidators, Inc.                                   | Roger H. Carpenter      | 508         |
| Carolina Fibre Corporation                                     | Carol A. Becker         | 510         |
| Carolina Public Warehouse, Inc.                                | Edward L. Hicks         | 511         |
| Carolina Quality Block Company                                 | Donald L. Cockerham     | 512         |
| Carolina Square, Inc.  | Jim Haynes              | 513         |

| <u>Shipper</u>                           | <u>Witness</u>          | <u>Page</u> |
|--|-------------------------|-------------|
| Carolina Stalite Company                 | Paul M. Hoben           | 514         |
| Carolina Steel Corporation               | Don R. Faucette         | 515         |
| Carrier Truck Repair, Inc.               | Norman L. Carrier       | 516         |
| Carroll & Carroll, Inc.                  | Kenneth L. Pate         | 518         |
| Carroll's Foods, Inc.                    | Billy Holt              | 519         |
| Carter & Burgess, Inc.                   | Robert Pettitt          | 520         |
| Carter Distributing Company              | Robert N. Garrett       | 522         |
| Carter Express Inc.                      | John Paugh              | 523         |
| Cartwright Van Lines, Inc.               | Roland Borders          | 525         |
| Casa Concrete, Inc.                      | Steve Casa              | 527         |
| Case Paper Company, Inc.                 | Lee Cohn                | 529         |
| Casey Fence Company, Inc.                | Patrick Casey           | 532         |
| Cast North America Inc.                  | John M. Majchrowicz     | 534         |
| Castrol North America Automotive Inc.    | Raymond Kuri            | 537         |
| Caterpillar, Inc.                        | Michael L. Lesko        | 539         |
| Cauthen Wood Products, Inc.              | Carey Cauthen           | 541         |
| CBL Trucking                             | Tom Yoos                | 542         |
| The CCW Company                          | Richard R. Kern         | 543         |
| Celanese Mexicana                        | Alfredo Romero Ojeda    | 545         |
| Center Heights Lumber Company, Inc.      | Jane A. Fehrenbacher    | 546         |
| Central Bi-Products                      | Don Davis               | 547         |
| Central Carolina Warehouses, Inc.        | Robert S. Crenshaw, Jr. | 549         |
| Central Coal Company                     | Clark Wisman            | 551         |
| The Central Erie Supply & Elevator Ass'n | James D. Hall           | 553         |
| Central Illinois Public Service Company  | Mark S. Cochran         | 555         |
| Central Ohio Shippers                    | John R. Weisenberger    | 556         |
| Central Rock & Supply (CRS)              | Don Sandargas           | 558         |

| <u>Shipper</u>                          | <u>Witness</u>          | <u>Page</u> |
|---|-------------------------|-------------|
| Central States Trucking Company         | George G. Baima         | 560         |
| Century                                 | Doug Swallen            | 562         |
| Ceres Terminals Inc.                    | Peter Hahn              | 563         |
| Cerro Copper Products Company           | William Blacksher       | 564         |
| CertainTeed Corporation                 | George F. Milligan, Jr. | 565         |
| CertainTeed Corporation                 | Nancy C. Wease          | 566         |
| Ceylion Shipping Inc.                   | Nihal Mendis            | 569         |
| Chandler Concrete Company, Inc.         | Donnie Brady            | 571         |
| Chassis Systems, Inc.                   | Nelson H. Corbett       | 572         |
| Chemical Lime Company                   | Gary D. Waller          | 574         |
| Chemical Products Corporation           | Stanley E. Davis        | 575         |
| Chemtech Products, Inc.                 | James R. Winkler        | 577         |
| Chemetron True Temper                   | Tom Brewster            | 579         |
| Cheney Lime & Cement Company            | Robert P. Pruett        | 580         |
| Cherokee Brick & Tile Company           | Michael E. Peavy        | 581         |
| Cherokee Distribution Services, Inc.    | Wilbur Dean             | 583         |
| Cherokee Marine Terminal                | Sam Albert              | 585         |
| Cherokee Sanford Brick, Inc.            | Donald P. Herweyer      | 587         |
| Cherokee Warehouses, Inc.               | Robert P. Hellerstedt   | 589         |
| Cherokee Wood Preserves, Inc.           | June Colyer             | 591         |
| Chesapeake Fence & Awning Company, Inc. | Ronald L. Saunders      | 593         |
| Chesapeake Forest Products Company      | Charles J. Kerns, Jr.   | 595         |
| Chesapeake Paper Products Company       | Patric K. Barron        | 597         |
| Chester County Grain, Inc.              | Marvin Pickens          | 598         |
| Chicago Consolidators Inc.              | Raymond J. Hamilton     | 599         |
| Chicago Heights Steel                   | William Wiater          | 601         |
| Chicago Salt Service Company            | Henry Green             | 603         |

| <u>Shipper</u>                            | <u>Witness</u>         | <u>Page</u> |
|---|------------------------|-------------|
| Chicago Steel                             | Dan Phillips           | 605         |
| Chisholm Coal Company                     | Robert C. Miser        | 606         |
| Chrysler Corporation                      | Edward J. Krajca       | 607         |
| Church Brick Company                      | Robert C. Charlton     | 610         |
| CIBA Specialty Chemicals Corporation      | Joseph Pecoraro        | 611         |
| Cincinnati Belting & Transmission Company | Dan Corbett            | 613         |
| Cincinnati Blacktop Company               | Paul A. Seta           | 615         |
| Cincinnati Cullet Company                 | Rod Gibbons            | 617         |
| The Cincinnati Enquirer                   | Frank H. Woesman       | 619         |
| Circle (S) Ranch, Inc.                    | Samuel O. Starnes, Jr. | 620         |
| Citgo Petroleum Corporation               | Antonio S. Tepedino    | 621         |
| CKS Packaging, Inc.                       | William Andrew Sewell  | 623         |
| Clark Henry Company                       | Robert C. Johnson      | 625         |
| Clarke Sunac                              | W. Dennis Hunter       | 627         |
| Classic Coal Sales, Inc.                  | Richard L. Taylor      | 628         |
| Claude Howard Lumber Company, Inc.        | William C. Howard      | 629         |
| Claxton Poultry Farms                     | Harry McDonald         | 631         |
| Cline Delivery Service, Inc.              | Jim Cline              | 633         |
| Cline Maxey of Memphis                    | Wayne Maxey            | 635         |
| Clorox                                    | Sandra Parcell         | 637         |
| Co-Op Trading                             | David Denué            | 638         |
| Coal Products Limited                     | David E. Foster        | 639         |
| Coast & Valley Company                    | Tom Daughtry           | 641         |
| Coastal Materials of Alabama, Inc.        | Carolyn Fleming        | 643         |
| Cogentrix Energy, Inc.                    | Ronald A. Munse        | 644         |
| Coid Spring Granite Company               | Gene Patnoe            | 647         |
| Collings Industrial Supply, Inc.          | Issac E. Oribabor      | 648         |

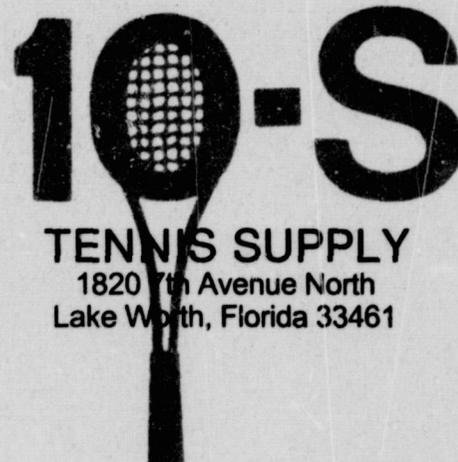
| <u>Shipper</u>                                 | <u>Witness</u>           | <u>Page</u> |
|--|--------------------------|-------------|
| Colona Terminal Services                       | Bruce M. Rosen           | 650         |
| Colonial Brick Company, Inc.                   | Kevin L. Gurican         | 652         |
| Colonial Coal Company, Inc.                    | B.W. McDonald            | 654         |
| Colorite Plastics Company                      | Ted Borshe               | 656         |
| Columbia Grain & Ingredients, Inc.             | Mattox Ward              | 657         |
| Columbus Diesel Supply Company, Inc.           | Howard S. Robertson      | 658         |
| Columbus Roof Trusses, Inc.                    | Tony Iacovetta           | 660         |
| Comcast Cablevision of Indianapolis, Inc.      | David A. Wilson          | 661         |
| Commerce/Express, Inc.                         | Duane Miller             | 662         |
| Commercial Cartage, Inc.                       | David Wilson             | 664         |
| Commercial Cold Storage, Inc.                  | Robert E. Strange        | 666         |
| Commodity Specialists Company                  | Dierdre L. Rains         | 667         |
| Commonwealth Aluminum Corporation              | William L. Mallonee      | 669         |
| Commonwealth Gin                               | Tom Alphin, Jr.          | 670         |
| Commonwealth Inc.                              | Mike Sullivan            | 671         |
| Commonwealth Industrial Services, Inc.         | William L. Broaddus, Jr. | 672         |
| Community-Suffolk, Inc.                        | Lawrence P. Piazza       | 673         |
| Compagnie Maritime D'Affretement               | Edward F. O'Callaghan    | 674         |
| Compass Consolidators Inc.                     | Emile John Buteau        | 675         |
| Compass Consolidators Inc.                     | John M. Pollack          | 677         |
| Complete Logistics Distribution, Inc.          | Douglas C. Burkhardt     | 679         |
| Comtrak, Inc.                                  | Michael J. Bruns         | 681         |
| Con-Am Warehouse & Distribution Services, Inc. | Anthony J. Vallus        | 683         |
| Concept Mining, Inc.                           | M.E. Walker              | 684         |
| Conex Freight Systems, Inc.                    | Michael W. Keller        | 685         |
| Connecticut Logistics, Inc.                    | Roger L. Desrosier       | 690         |
| Connecticut Logistics, Inc.                    | Denis Roy                | 692         |

| <u>Shipper</u>                                       | <u>Witness</u>           | <u>Page</u> |
|--|--------------------------|-------------|
| Connecticut Plywood Corporation                      | Charles Dionisio         | 694         |
| Connelly Paper Mill                                  | Randy Ellithorpe         | 695         |
| Consolidated Lumber Corporation                      | Stanley Shirvan          | 696         |
| Container Strapping, Inc.                            | Robert Rowan             | 697         |
| Containerbase, Inc.                                  | Kenneth D. Harrington    | 699         |
| ContainerPort Group, Inc.                            | Richard C. Coleman       | 701         |
| Conte Luna Foods                                     | Joseph Rees              | 703         |
| Contico International Inc.                           | Lee R. Gregory           | 704         |
| Continental Paper Grading Company                    | Paul Carlson             | 706         |
| Continental Paper Grading Company of<br>Canada, Inc. | Nicolina Tantalo         | 707         |
| Continental Traffic Service, Inc.                    | James A. Van Eynde       | 709         |
| Continental Web Press                                | William Scarpaci         | 711         |
| Contract Hauling Company, Inc.                       | R.J. Pope, Jr.           | 713         |
| Contship Containerlines, Inc.                        | John P. Zimmerly         | 715         |
| Cooper/T. Smith Stevedoring Company, Inc.            | Patrick C. Hall          | 717         |
| Cope/Bestway Express Inc.                            | Michael Cope             | 719         |
| Copeland Trucking Company, Inc.                      | Linwood L. Copeland, Jr. | 721         |
| Cordova Clay Company, Inc.                           | Gail Beard               | 723         |
| Coreslab Structures (TAMPA), Inc.                    | Cecil Lines              | 725         |
| Cornerstone Systems                                  | Ronald C. MacDonald      | 727         |
| Cornerstone Transportation, Inc.                     | Robert Locke             | 728         |
| Country Star Co-Op                                   | Ron Dentinger            | 730         |
| Crane Plastics Company                               | Theodore C. Partridge    | 731         |
| Crane Plumbing                                       | Everett Randall          | 732         |
| Crate & Barrel                                       | Joel Kligerman           | 734         |
| Cresline Plastic Pipe Company                        | Gary Johnson             | 735         |
| Crist Maintenance, Inc.                              | Dalton H. Crist          | 736         |

| <b><u>Shipper</u></b>                 | <b><u>Witness</u></b>      | <b><u>Page</u></b> |
|---------------------------------------|----------------------------|--------------------|
| Crittendon Commodities, Inc.          | William B. Crittendon, Jr. | 738                |
| Crosfield Company                     | Jan Formeris               | 739                |
| Cross Con Terminals, Inc.             | Richard P. Hyland          | 741                |
| Crosskoad Carriers Intermodal Company | Daniel T. Yoest            | 745                |
| Crowley American Transport, Inc.      | Thomas J. Eager            | 748                |
| Crowley Chemical Company              | Joseph Doheny              | 750                |
| Crown Products Company, Inc.          | William P. Tuggle Jr.      | 751                |
| Crystal Farms Mills, Inc.             | Jim Brock                  | 753                |
| CSR-Southern Aggregates Company       | William McCall             | 754.               |
| CT Services                           | Robert C. Chambers         | 756                |
| Cullman Cabinet and Supply Company    | Danny McAfee               | 758                |
| Cumberland Coal Company, LLC          | H.E. Hearn                 | 760                |
| Cumberland Creek Coal Corporation     | Frank H. Ikerd, III        | 762                |
| Cushing Stone Company Inc.            | Duane A. Yager             | 764                |
| Custom Freight Sales, Inc.            | Cathy J. McCoy             | 765                |
| Custom Shortenings & Oils             | Scot W. Jansen             | 766                |
| Customized Paper Services, Inc.       | Harold G. Andrews          | 768                |
| CXY Chemicals Canada Ltd.             | Terry W. Litchfield        | 769                |
| Cycle Systems Inc.                    | Jay R. Brenner             | 771                |
| Cypress Foods, Inc.                   | James R. Biggers           | 772                |
| Cypress Truck Lines, Inc.             | David V. Penland           | 773                |

May 2, 1997

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



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

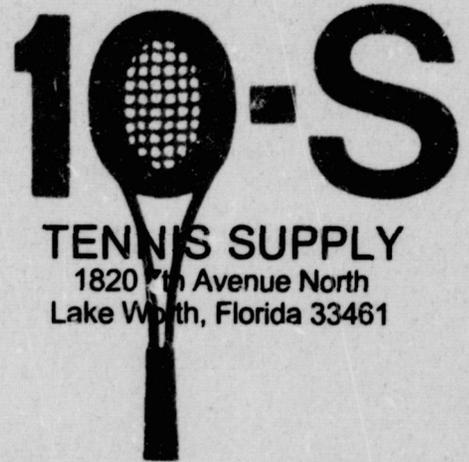
Dear Secretary Williams:

I'm the President of the Tennis Supply Company of Lake Worth, Florida, which has sold court supplies to America for 33 years. Over the years, business has grown steadily throughout much of the United States as the popularity of tennis has grown in every region of the country.

We rely on smooth shipments of crushed stone by rail. And this is where a major problem arises, since our freight rail service leaves us feeling like a tennis ball, bounced around from place to place.

CSX is our freight rail company, and they do a good job. I hear good things about Conrail up East. But the quality of service does us no good when our goods have are forced through an interchange, from one railroad to another.

This adds at least one day's delay to our shipments.



Even worse, it adds paperwork and management time needed to oversee the transition and to make sure that our goods are on track to our customers. We need for the proposed acquisition of Conrail by CSX Transportation and Norfolk Southern to take place -- the sooner the better.

I want to see more competition between two evenly balanced freight railroads. And although I also rely on trucks for some of my business, I'd like to see freight rail give them a needed jolt of competition.

In short, I urge you to expedite the approval of this acquisition.

Sincerely,

David Buerkle

May 15, 1997

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

Verified Statement

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

Dear Secretary Williams:

My name is Pete Christensen. I am the traffic manager for 138 Scrap, Inc. in Riverdale, Il. My purpose in writing you this letter is to voice my support for the joint acquisition of Conrail by CSX and Norfolk Southern. This is a great idea. This transaction would allow for some very much needed changes in the way we do our shipping. I cannot see a single downside in it.

We have been in business 20 years buying and selling scrap metal. My personal job is to receive and ship the scrap, which puts me right in the thick of our association with the railroads. The railroads are an important part of our business, and because of that we would like to streamline the situation as much as possible.

In particular, the proposed transaction would make it easier for us to use our equipment in the most efficient manner. That is harder to do right now than it should be because of the way cars come and go. Sometimes, you just don't know when they are going to show up. If we got the transaction, then we would have a better idea of when cars would be arriving and departing. You can see how that would make planning much easier and more efficient. We really do need this improvement.



**VERIFIED STATEMENT OF**  
**Patrick L. Gonda**  
**ON BEHALF OF 3M COMPANY**  
**STB Finance Docket No. 33388**



I am Patrick L. Gonda, the Rail Specialist of Minnesota Mining and Manufacturing (3M). I have been with the 3M since 1979 and have worked directly with rail transportation since 1980. 3M produces over 60,000 products produced at over 150 locations in the U.S. with domestic sales of \$6,655,000,000 and worldwide sales of \$14,236,000,000.

One particular product moved most economically by rail is roofing granules. We quarry, process, and color specific types of quartz rock for the roofing (shingle) manufacturers. A significant portion of this product's delivered cost is transportation, 20 to 30 percent. We have quarries/plants at Corona, CA, Wausau, WI, Little Rock, AR, and Belle Mead, NJ. The first three locations ship approximately 19,000 carloads per year at a cost of \$30,000,000. Belle Mead which is served by Conrail ships only via truck. High cost and poor service has prohibited us from serving any customer via rail from Belle Mead. We believe that the acquisition of Conrail by CSX and NS will lower costs and improve rail service at our Belle Mead location and make rail transportation a more viable option. We have the following roofing customers on the CSX; Celotex - Goldsboro, NC and Owens Corning - Jessup, MD.

Furthermore we receive approximately 2,500 carloads per year of purchased materials at our other plants at a cost of \$8,000,000. Approximate numbers are listed below.

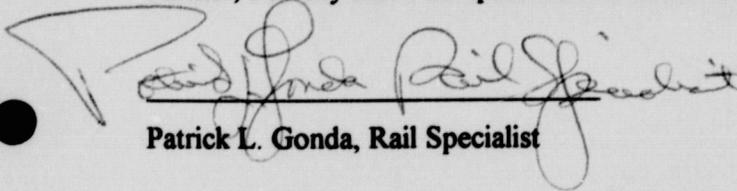
| <u>Plant Location</u> | <u>Railroad</u> | <u>Commodity</u> | <u>Carloads/yr.</u> | <u>Revenue</u> |
|-----------------------|-----------------|------------------|---------------------|----------------|
| Decatur AL            | NS              | Chemicals        | 500                 | \$1,500,000    |
| Greenville, NC        | NS              | Chemicals        | 300                 | \$900,000      |
| Cordova, IL           | IMRL            | Chemicals        | 800                 | \$2,600,000    |
| Cottage Grove, MN     | CPRS            | Chemicals        | 500                 | \$1,800,000    |
| St. Paul. MN          | UP              | Minerals         | 400                 | \$1,200,000    |

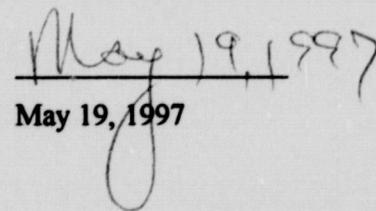
These locations could benefit from a more competitive rail system in the eastern part of the United States. In many cases, our plants buy commodities in bulk trucks that could be delivered by rail. The keys will be cost and service.

Furthermore, 3M ships 20,000 TEUs export containers a year, 50% percent are east bound via Atlantic ports. Again, we believe that the acquisition could materially improve our cost and service on that traffic.

We believe that the proposed acquisition will have important benefits to our company and wholeheartedly support it.

I, Patrick L. Gonda, declare under penalty of perjury that the forgoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

  
Patrick L. Gonda, Rail Specialist

  
May 19, 1997

A+

WELDING & FABRICATION, PLL

606 Oak Gale Lane  
Columbus, OH 43228  
(614) 870-6446  
(614) 870-FAXX (3299)

VERIFIED STATEMENT OF  
A+ WELDING & FABRICATION, P.L.L.  
FINANCE DOCKET NO. 33388

May 29, 1997

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

Dear Mr. Williams:

My name is Cynthia Norwood, President of A+ Welding & Fabrication P.L.L., 606 Oak Gale Lane, Columbus, OH 43228. We are a vendor of Norfolk Southern in Columbus, OH, performing their on-site welding repair needs.

I am writing to express my support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. We strongly believe in the benefits of open market competition and this has not happened in the Northeast for many years. When only one company is allowed to operate in a particular market, service suffers and the price has a tendency to be non-competitive.

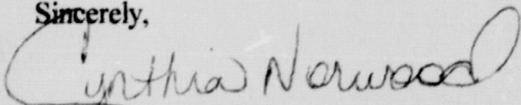
In the past, there were viable reasons to insulate northeastern railroading from competition, but those reasons are no longer valid. It is time for customers to have a choice between rail carriers of comparable size and scope in this territory. My company operates in a competitive atmosphere and it is my belief that our customers benefit in the form of better service and better pricing. I believe that would be the case in the rail industry as well.

Growth in the intermodal industry will benefit A+ Welding in several ways. Competition in the industry should promote growth, necessitating more welding repairs. I would also expect it to improve our shipping service and the cost to do so. Norfolk Southern's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed with their commitment to safety in their industry and ours.

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

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

Sincerely,



Cynthia Norwood  
President, A+ Welding & Fabrication, P.L.L.

April 1997

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

VERIFIED STATEMENT

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

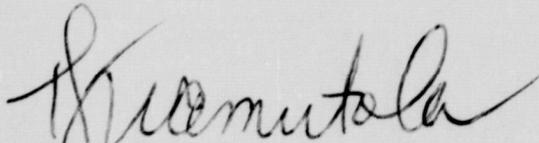
Dear Secretary Williams:

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

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

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

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



Thomas Tramutola  
Secretary/Treasurer  
A. & J. Produce Corp.

# *A. Anastasio & Sons Trucking Co., Inc.*

"IN GOD WE TRUST"

Reloading & Distribution Center

80 MIDDLETOWN AVENUE  
NEW HAVEN, CONNECTICUT 06513

(203) 787-5746 • FAX (203) 782-9354

April 1997

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

## VERIFIED STATEMENT

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

Dear Secretary Williams:

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

I, Andrew Anastasio, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 1 day of may, 1997.

  
Andrew Anastasio  
Vice President  
A. Anastasio & Sons

# Zerega

SINCE 1848

Custom Pasta Products

April 1997

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

## VERIFIED STATEMENT

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

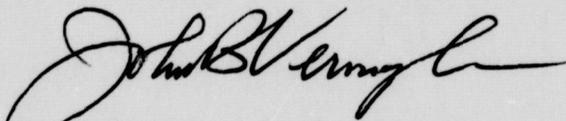
Dear Secretary Williams:

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

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



John B. Vermylen  
President  
A. Zerega's Sons, Inc.

**A. Zerega's Sons, Inc.**

20-01 Broadway, P.O. Box 241, Fair Lawn, NJ 07410 (201) 797-1400, (212) 244-7534 Fax 201-797-0148

009


**A. & P. RELOADS**

**May 16, 1997**

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

**Dear Mr. Williams:**

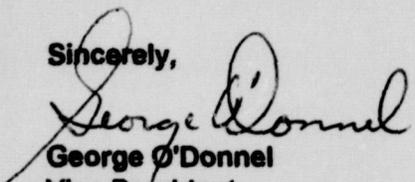
**I support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since A & P Reloads, Inc. is located on Norfolk Southern lines, I would welcome the benefit of increased market access for single-line rail transportation.**

**Joint-line rail service into and out of the Northeast has tended to inhibit the ability to move traffic, and the single-line service which NS proposes would be of benefit to A & P Reload. I believe A & P Reloads would be able to compete in these markets with other companies enjoying single-line service from the Northeast. I have used NS for several years and have been satisfied with their service and confident NS would be able to provide good service on any CR lines which they acquire.**

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

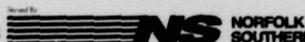
**I, George O'Donnel, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 16, 1997.**

**Sincerely,**



**George O'Donnel  
Vice President**

RELOAD OF PRODUCTS FROM ALL POINTS BETWEEN THE ATLANTIC AND PACIFIC OCEANS



**A. & P. RELOADS INCORPORATED**

**P.O. BOX 163488, COLUMBUS, OH 43216-3488**

**PH. 614-294-4911**

**FAX 614-294-1695**

**010**



# A. C. DUTTON LUMBER CORPORATION

1 HOFFMAN STREET

POUGHKEEPSIE, NEW YORK 12601

914/454-7000

May 11, 1997

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

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

Dear Secretary Williams,

My name is Kevin Hamel. I am Operations Manager for A.C. Dutton Lumber, in Poughkeepsie, New York. My office address is 1 Hoffman Street, Poughkeepsie, NY 12601-1712. I am writing to express my company's strong support for the CSX and NS application to acquire Conrail, and to urge the Board to approve the acquisition quickly.

Dutton is a lumber manufacturer that has been in business--and been shipping by rail--for 65 years. We believe the Conrail acquisition will lead to improved equipment on the railroads we ship with, as well as far more efficient utilization of equipment.

We also believe that the concentration of traffic on more direct routes will yield faster transit times and more reliable service. And we are convinced that more single-line service will mean a greater opportunity to penetrate the truck-freight markets that currently dominate freight shipping. Altogether, we are convinced that the acquisition will be of great benefit to us and to our customers.

Furthermore, we support the acquisition because it will introduce new rail competition for the first time since 1976. We believe that improved service and increased competition will lead to lower costs and increase business on the railroad in a way that will benefit us and all businesses that use the rails for shipping.

We hope that the Board will approve the acquisition expeditiously.

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



**A. C. DUTTON LUMBER CORPORATION**

1 HOFFMAN STREET

POUGHKEEPSIE, NEW YORK 12601

914/454-7000

Executed this 11th day of May, 1997

A handwritten signature in black ink, appearing to read 'Kevin Hamel', written over a horizontal line.

Kevin Hamel



**AAA WAREHOUSE**

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

Dear Mr. Williams:

I am writing to express support for approval of the transaction which will allow Norfolk Southern and CSXT to acquire and subsequently divide its assets.

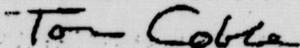
My name is Tom Coble, and I am Vice President and General Manager of AAA Warehouse. In this position, I oversee those responsible for the procurement of transportation services.

AAA Warehouse is located in Indianapolis on Conrail and open to reciprocal switch. We receive approximately 100 carloads of paper by rail annually.

I believe Norfolk Southern's and CSXT's joint application to control Conrail describes the idea of two strong railroads with equal size and scope competing in the eastern United States. Such competitive environment will help AAA Warehouse to expand our markets.

For these reasons, I believe that the Surface Transportation Board should approve Norfolk Southern's and CSXT's joint application for the acquisition of Conrail.

Sincerely,



Tom Coble  
Vice President  
AAA Warehouse

**VERIFICATION**

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

  
(Signed)

3500 DEPAIHW BIVD.  
SUITE 2100  
INDIANAPOLIS, IN 46268  
317-334-0700  
317-334-0714 FAX

P O Box 10246  
Birmingham, Alabama 35202  
Telephone: 205 849-1300  
Fax: 205 849-1322

May 30, 1997



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

**VERIFIED STATEMENT OF CHARLES E. MITCHELL  
ABC COKE DIVISION, DRUMMOND COMPANY, INC.**

My name is Charles E. Mitchell and I am Traffic Manager of ABC Coke Division, located at Tarrant, Alabama. On behalf of ABC Coke Division, please accept my support for the Conrail acquisition by CSX and Norfolk Southern.

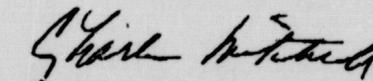
ABC Coke Division produces 700,000 tons of coke annually and utilizes over 1,000,000 tons of coal in the process. ABC Coke is sold in markets throughout the United States, Canada, and Mexico.

ABC Coke ships approximately 75 percent of our product by rail, constituting 8,600 carloads per year. We have been a shipper of the CSX for many years and we are pleased with their commitment to efficient operation and service. While they are tough negotiators from a rate standpoint, they do recognize the competitive realities of today's business environment.

The coke producing and consuming industries of the U.S. need cost effective transportation service and I am convinced, balanced rail competition is a necessary ingredient for that to happen. From my point of view, the merger is a positive development and will be beneficial to our company.

Again, please accept the support of ABC Coke Division for the acquisition of Conrail by CSX and Norfolk Southern.

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

  
Charles E. Mitchell

P.O. Box 10246  
Birmingham, Alabama 35202

Telephone: 205 849-1300  
Fax: 205 849-1322



May 30, 1997

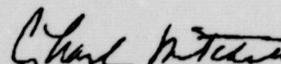
Mr. Henry Rupert, Director Steel, Coal, and Lake Marketing  
CSX Transportation  
500 Water Street J 842  
Jacksonville, FL 32202-4057

Dear Henry:

Attached, please find a Verified Statement on behalf of ABC Coke Division supporting approval of the CSXT-Norfolk Southern acquisition of Conrail.

If I can help further, please let me know.

Very Truly Yours,

  
Charles Mitchell  
Traffic Manager

**VERIFIED STATEMENT OF GREGORY L. ERION**

**ABL-TRANS**

**FINANCE DOCKET NO. 33388**

**My name is Gregory L. Erion, and I am General Manager of ABL-Trans located at 3746 Mt. Diablo Blvd., Lafayette, CA 94549. I have held this position since 1994. I am responsible for Operations and Pricing activities at ABL-Trans.**

**ABL-Trans is an Intermodal Carrier, generating over \$80 million in revenue in 1996. We arrange for the movement of freight in containers and trailers using a combination of rail and local dray operations to effect delivery of product to customer. We have volume agreements in place with all railroads including the Burlington Northern SantaFe, Conrail, CSX Intermodal, Norfolk Southern and Union Pacific. A significant portion of our traffic is transcontinental in nature both foreign and domestic, in trailers and containers. We use Conrail to move traffic between the midwest (i.e. Chicago, St. Louis) and the Northeast (i.e. Harrisburg, Kearny and Philadelphia). We use CSX Intermodal to move traffic between the West and East & Gulf Coast as well as between the East & Gulf Coast and "gateway" points such as Chicago and New Orleans. The Norfolk Southern provides service between many of the points CSX Intermodal serves with the exception of corridors involving the Northeast.**

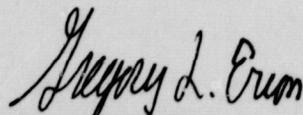
**It has been made apparent CSX and Norfolk Southern intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand a key element of this process is to expand intermodal services. This, particularly includes the Norfolk Southern's plan to expand capacity in the territory currently served by Conrail. This will allow markets presently served by Conrail to be served by two railroads of comparable size and scope, each with its own tracks and terminals. This dual presence will allow us the advantage of competitive service and price without creating smaller and less effective rail entities. It will be an advantage over the present scenario which allows the main Northeast rail corridors to be served by one rail carrier. While there may have been historic reasons for one rail carrier to serve this geographic area in the 1960's and 1970's in an effort to resolve economic deficiencies the situation has such changed that competitive forces are needed. Competition is required to insure timely rail service as well as responsive customer support efforts in the areas of claims, tracing, billing and other disciplines so necessary to meet the shipping publics needs. One carrier without competition does not accomplish this; two can.**

**Both CSX Intermodal and Norfolk Southern offer quality intermodal services. The potential to expand their operations into the Northeast to provide a balanced competitive presence would be welcomed by ABL-Trans.**

**We urge the approval of the application by CSX Intermodal and Norfolk Southern to acquire Conrail should be approved by the Surface Transportation Board.**

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

**Sincerely,**



**Gregory L. Erion  
General Manager  
ABL-Trans**

**file: nscsx**



ABTco, Inc.  
Exterior Products Group  
P.O. Box 98 Highway 268  
Roaring River, North Carolina 28669

## VERIFIED STATEMENT OF Wayne Pardue

### ABTco, INCORPORATED

April 23, 1997

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

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

Dear Mr. Williams:

My name is Wayne Pardue. I am Customer Service/Traffic Manager with ABTco, Incorporated with headquarters at Neenah, Wisconsin. My office is located at Roaring River, NC.

ABTco, Incorporated is a manufacturer of exterior siding and other wood products with annual sales exceeding \$123 million. Transportation is vital to the success of our business. We utilize truck and rail modes. My responsibility is to direct the customer service and transportation of ABTco's products manufactured at Roaring River, NC. Primarily, we ship rail to points west of the Mississippi River. However, we have shipped some rail shipments to the Midwest on Conrail, and have plans to market products from a new plant at Roaring River, NC into the Midwest.

We understand CSX Corporation and Norfolk Southern Corporation are asking the Surface Transportation Board to approve their joint acquisition of Conrail with certain divestitures of track and trackage rights to each other so that competition will be created and preserved in areas now served by Conrail.

We support Norfolk Southern in this effort. With the opportunities created by the merger of Conrail into CSX and Norfolk Southern, our marketing areas by rail will be expanded. We will continue to need an efficient customer-oriented railroad that is able to provide the service we need. We believe this acquisition will provide the competitive benefits needed to allow us to expand our markets.



ABTco, Inc.  
Exterior Products Group  
P.O. Box 98 Highway 268  
Roaring River, North Carolina 28669

-2-

Finally, we support the plan to introduce rail competition into areas that have not enjoyed rail competition in many years. Strong, competing railroad systems provide healthy competition and benefit their customers and the public.

I, Wayne Pardue, declare under penalty 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 23 day of Apr., 1997.

Sincerely,

Wayne Paudue  
Customer Service/Traffic Manager  
ABTco, Incorporated

cy: Mr. Lynn Brantley, Account Manager  
Norfolk Southern Corporation



## ACADEMY OF INDUSTRIAL TRAINING

10 Industrial Highway, Tinicum Industrial Park, 1000 North Loop, Philadelphia, PA 19113

April 1997

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

### VERIFIED STATEMENT

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

Dear Secretary Williams:

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

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

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

I, William Z. Zanow, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 8 day of May, 1997.

William Z. Zanow  
Academy of Industrial Training



# ACF INDUSTRIES

INCORPORATED

620 NORTH SECOND STREET, ST. CHARLES, MISSOURI 63301-2081 • (314) 940-5203

May 8, 1997

ROGER D. WYNKOOP  
PRESIDENT

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

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

Dear Secretary Williams:

My name is Roger Wynkoop. I am President of ACF Industries, Inc. in St. Charles, Missouri. My office address is 620 North Second Street, St. Charles, MO 63301-2081. As Chief Operating Officer, I have the responsibility to review the transportation strategy for our Milton, Pennsylvania manufacturing location, including the transportation of inbound raw materials as well as outbound product. This plant is presently served by Conrail. I am writing to offer my company's strong support for the CSX and NS application to acquire Conrail and to urge the Board approve it promptly.

ACF Industries is a manufacturer and lessor of specialized railway freightcars, most of which are manufactured in Milton, PA. Obviously we are dependent upon rail service and believe that the proposed acquisition of Conrail would be in our best interest.

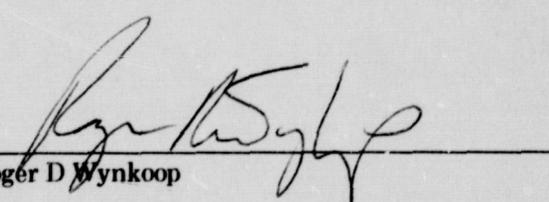
We believe that both CSX and NS will provide better service and create a more efficient network by which to move our railcars. We have enjoyed excellent working relationships with both carriers.

We also feel that increased competition in the Northeast will create a need for additional railcars by attracting some of the traffic presently moving by truck. This would also be beneficial to ACF.

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

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

Executed this 8<sup>th</sup> day of MAY, 1997.

  
\_\_\_\_\_  
Roger D Wynkoop

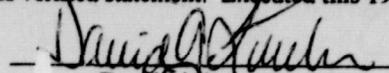
0021



**ACKERMAN • BEARDSLEY • BENNETT, INC.**

HEADQUARTERS BUILDING 168 BATTERY STREET BURLINGTON, VERMONT 05401

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

  
David Littleton

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

My name is David Littleton. I am the Sales Manager for Ackerman, Beardsley and Bennett Corporation. My business address is 168 Battery Street, Burlington, Vermont. As Sales Manager, my responsibilities include planning for rail service, negotiation of rail contracts, and arranging for carload shipments.

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

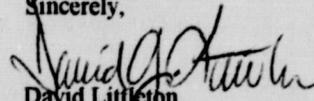
We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There is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

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

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

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

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

Sincerely,  
  
David Littleton  
Sales Manager

TELEPHONE (802) 863-9800

FACSIMILE (802) 863-5123



**Addlestone INTERNATIONAL CORPORATION**

P. O. DRAWER 979

CHARLESTON, S. C. 29402

(803) 577-9300

FAX: (803) 577-9290

May 8, 1997

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

Re: Verified Statement on behalf of Addlestone  
International Corporation; STB Finance  
Docket No. 33388

Dear Secretary Williams:

We have been made aware of the proposed division of Conrail's assets between CSX and NS and feel that it is a good idea.

At the moment we are pretty well shut out of some of the Northeastern markets due to extremely high trucking costs and the inability to ship directly to prospective customers via CSX.

We can see the possibility of this transaction bringing presently inaccessible markets within our reach with affordable rates while, at the same time, forcing truckers to be more reasonable with their rates.

We hope this proposal will become a fact and look forward to better, cheaper service in the future.

I, N. S. Addlestone, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am Qualified and authorized to file this verified statement. Executed this 8th day of May, 1997.

  
N. S. Addlestone  
President

**ADVANCE TRAILER REPAIR, INC.**

---

7623 West 59th Street  
Summit, IL 60501  
(708)728-1094

PO BOX 315  
Willow Springs, IL 60480

May 17, 1997

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

Dear Mr. Williams:

My name is Derrick Janociak, and I am President of Advance Trailer Repairs, Inc., 7623 West 59th Street, Summit, IL and have been involved with intermodal equipment repair for 18 years. Advance Trailer Repair provides high quality, cost-effective maintenance and repair services to the railroads, and their customers.

We have worked with NS and CSX at their Chicago Intermodal Yards.

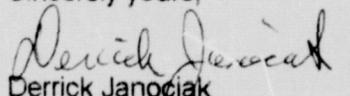
We would like to offer our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. We feel there is a need for competition in Conrail's territory - we feel for too long shippers have only had one rail carrier to service their needs. NS and CSX have the size and scope to provide competitive service in the Conrail territory.

Intermodal growth will benefit my company. With two strong rail carriers competing for service from the Northeast will make intermodal grow, and therefore require more equipment that companies like mine will need to maintain and repair.

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

I, Derrick Janociak, declare under penalty 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 17, 1997.

Sincerely yours,

  
Derrick Janociak  
President  
Advance Trailer Repair, Inc.



# ADVANCED CONTROL TECHNOLOGIES, INC.

May 1, 1997

Mr. Vernon A. Williams  
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:

My name is Gary D Colip and I live at 836 Cedar Wood, Carmel, IN 46032. I am a private citizen whose tax dollars were spent in the creation of Conrail and I have a keen interest in railroads in the Eastern United States. I am also President and CEO of Advanced Control Technologies, Inc., located at 8076 Woodland Drive, Indianapolis, IN 46278. I am authorized to speak on behalf of my company.

My company receives electrical products and components from Asian countries and from many diverse points in the United States. In addition, my company ships our products to points throughout the United States in many intermodal combinations.

I am personally aware of the quality and reputation of Norfolk Southern. In addition NS's strong and effective industrial development efforts have proven to be invaluable to many areas in Indiana.

I truly believe that the proposed acquisition of Conrail by Norfolk Southern and CSX will benefit our community by making Norfolk Southern a stronger competitor. Such a combination will allow industries in this 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 bring rail competition to areas where Conrail has, in effect, had an outright monopoly. The proposed acquisition should provide the benefits of competitive rail service to those in our community who ship or receive goods to and from these areas.

I strongly support the proposed acquisition of Conrail by Norfolk Southern 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 it is true and correct. Further, I certify that I am qualified to make this statement.

Sincerely,

Gary D Colip

**MANUFACTURER OF CONTROL INTERFACES AND POWERLINE CONTROL COMPONENTS**

P.O. BOX 78095

• 8076 WOODLAND DRIVE

• INDIANAPOLIS, INDIANA 46278

TEL: (317) 337-0100

• FAX: (317) 337-0200

025



P.O. Box 43548  
5090 MacDOUGALL DR., S.W.  
ATLANTA, GEORGIA 30336  
(404) 699-1952

May 14, 1997

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

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

Dear Secretary Williams,

My name is Brenda Radcliff. I am Office Manager of Advance Design Pack, in Atlanta. My office address is 5090 McDougall Drive, Atlanta, GA 30336-2133. I am writing to offer my company's strong support for the CSX and NS application to acquire Conrail. We urge the Board to approve the acquisition expeditiously.

Advance Design Pack is a corrugated box company, in business for 15 years. We receive our shipments of rolls of paper by rail, via CSX. We support the acquisition because we think it will create more direct and efficient routing. It will also offer a larger car fleet, more efficiently utilized equipment and faster service. We believe all that will make the railroads more competitive, improve efficiency and lower costs.

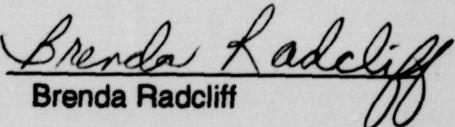
We also support the acquisition because we believe the new network will open new markets and offer growth opportunities for our business.

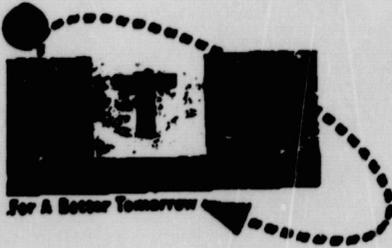
The breadth of the network, together with improved service and lower costs, will lead to the kind of growth in the railroad business that will benefit us, our customers and all businesses that ship and receive goods by rail.

We urge the Board to approve the acquisition as quickly as possible.

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

Executed this 14th day of May, 1997

  
Brenda Radcliff



Wednesday, May 07, 1997  
Via Fax # (904)279-6254

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

Re: Verified Statement of ATR  
Proposed CSX/NS/Conrail Transaction  
Surface Transportation Docket No. 33388

Dear Secretary Williams:

My name is Tom. I am market manager for ATR. In my position, I am responsible for selling and shipping plastic materials.

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

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

Sincerely,

Tom McNiff

707 S. Erwin Street, Cartersville, GA 30120-4112 • (770)382-0336 fax (770)387-4390

027

06/02/97 15:47

1 318 429 6739

AEROPRES

002/002

**VERIFIED STATEMENT**

Ferrell Person on behalf of Aeropres Corporation  
Finance Docket No. 33388  
CSX Corporation and CSX Transportation, Inc.  
Norfolk Southern Corporation and  
Norfolk Southern Railway Corporation  
—Control and Operating Lease/Agreements—  
Conrail Inc. and Consolidated Rail Corporation

My name is Ferrell Person. I am Manager-Logistics of Aeropres Corporation. I have been with the company for 16 years. On behalf of Aeropres Corporation, please accept my support for the Conrail acquisition by CSX and Norfolk Southern.

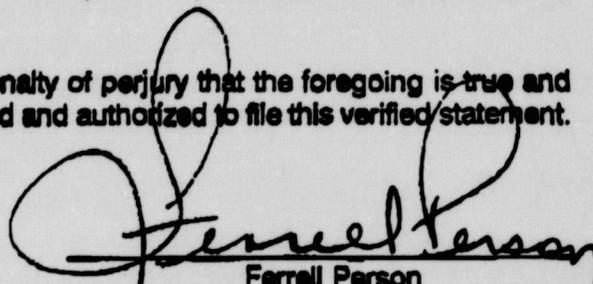
Aeropres Corporation manufactures hydrocarbon propellant. We have manufacturing plants at Royce, NJ and Manhattan, IL points served by Conrail and Norfolk Southern.

We ship approximately 35% of our product by rail, constituting 1,200 carloads per year. The remainder is shipped by truck. We are enthusiastic about the prospects created by the acquisition of Conrail by CSX and Norfolk Southern for moving more of our current business by rail. Transportation by truck is significantly more expensive than rail transportation, and it is our preference to ship by rail when the service allows it. The efficiencies created by the merger and the new single-line service offered to many destinations should allow us to reduce our reliance on trucking and lower our costs.

Further, the acquisition will help open up new markets in the northeast.

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

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

  
Ferrell Person  
AEROPRES CORPORATION

THE  
**AEROSTRUCTURES**  
CORPORATION

5/14/97

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 THE TRAFFIC ADMINISTRATOR FOR THE AEROSTRUCTURES CORPORATION OF NASHVILLE, TENNESSEE, A COMPANY THAT MANUFACTURES AIRCRAFT COMPONENTS.

WE'VE BEEN IN BUSINESS FOR SIXTY YEARS BECAUSE WE MAKE A GOOD PRODUCT, INCLUDING HIGH PERFORMANCE, HIGH QUALITY AIRCRAFT WINGS. BUT WHEN IT COMES TO MY JOB -- GETTING THE GOODS TO MARKET -- OUR CONCERNS ARE A LITTLE CLOSER TO THE GROUND, SPECIFICALLY THE RAILROADS THAT SERVE US.

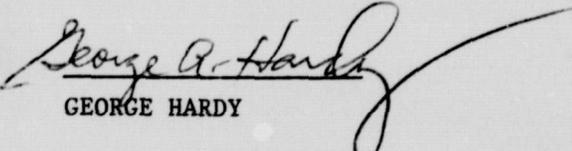
CSX IS OUR FREIGHT RAILROAD AND THEY PROVIDE PRETTY GOOD SERVICE. PROBLEMS ARISE WHEN WE TRY TO GET SOMETHING ACROSS THE COUNTRY. AT TIMES I THINK IT'S EASIER TO SEND SOMETHING TO BANGLADESH THAN TO BOSTON.

THE REASON FOR THIS IS THE CONFUSED, TANGLED NATURE OF THE EASTERN RAIL LINES. I BELIEVE THAT THE PROPOSED ACQUISITION OF CONRAIL BY NORFOLK SOUTHERN WILL BE AN ENORMOUS BENEFIT TO MANUFACTURES LIKE AEROSTRUCTURES, ALLOWING US TO HAVE THE KIND OF DIRECT ACCESS TO OUR CUSTOMERS THAT WE NEED.

HERE IN TENNESSEE, THE SAME PLEA COULD ALSO BE HEARD FROM SOME OF MY FRIENDS IN LOCAL AUTOMOTIVE, STEEL, OR PAPER BUSINESS. AS THE RAILROADS ARE CURRENTLY CONFIGURED, WE'RE PUT OFF BY AN ARTIFICIAL DISADVANTAGE.

I ASK THE BOARD TO ACT SWIFTLY TO LIFT THIS OBSTACLE, TO ALLOW FOR DIRECT, SINGLE-LINE FREIGHT RAIL TO OUR MARKETS BY APPROVING THE PROPOSED ACQUISITION OF CONRAIL BY CSX AND NORFOLK SOUTHERN.

I, GEORGE HARDY, DECLARE THAT THE FOREGOING IS TRUE AND CORRECT. FURTHUR, I CERTIFY THAT I AM QUALIFIED AND AUTHORIZED TO FILE THIS VERIFIED STATEMENT. EXECUTED THIS 14TH DAY OF MAY, 1997.

  
GEORGE HARDY

**VERIFIED STATEMENT OF  
AFFTON TRUCKING, INC.  
FINANCE DOCKET NO. 33388**

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

**Dear Mr. Williams:**

**My Name is Floyd Wright, and I am President of Affton Trucking, Inc., 7301 Hall Street, St. Louis, Mo. 63147. I have held my position for twenty years. My Duties include direction of seventy company owned tractors, sales, operations and all other aspects of managing a regional drayage company.**

**Affton Trucking, Inc. Is a regional intermodal drayman, providing drayage services between local industries and various intermodal centers in the St. Louis area. We work with NS in St. Louis. In addition, we work with CR, IC BNSF and UP in the St. Louis area.**

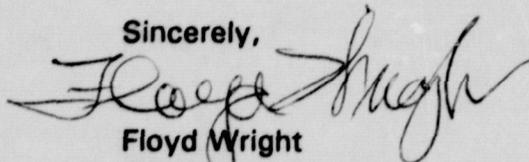
**Based upon our experience in providing the services described above and working with various railroads we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by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

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

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

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

Sincerely,

A handwritten signature in cursive script, appearing to read "Floyd Wright".

Floyd Wright  
President

Affton Trucking, Inc.

**AFG INDUSTRIES INC.**

CORPORATE HEADQUARTERS - P. O. BOX 929, KINGSPORT, TN 37662, (423) 229-7200

May 27, 1997

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

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

Dear Secretary Williams:

I am writing as the Director of Purchasing and Transportation for AFG Industries. In this role I am responsible for the purchase of raw materials used in the glass manufacturing process and the transportation of these materials to our facilities. Major raw materials used in the manufacture of flat glass include silica sand, soda ash, limestone, and dolomite. The majority of these materials for the glass manufacturing process are transported in bulk by rail. In 1996 transportation dollars spent with rail carriers exceeded \$16,000,000.

AFG Industries is the second largest flat glass producer in North America with 6 U.S. manufacturing locations. These locations include Cinnaminson, NJ, Bridgeport, WV, Kingsport, TN, Spring Hill, KS, Victorville, CA and Church Hill, TN. AFG currently has two manufacturing locations served by CSX, one location served by the Norfolk Southern, and one location served by Conrail.

I am writing on behalf of AFG Industries to support the purchase of Conrail by CSX and Norfolk Southern for the following reasons:

- The acquisition as outlined will provide increased rail competition at our Cinnaminson, NJ plant and help that plant location continue to be economically viable. Additionally, more raw material sources will be available with access to more than one rail service.

Vernon A. Williams

Page 2

May 27, 1997

- ◆ This acquisition will also serve to strengthen both the CSX and Norfolk Southern and maintain their individual long term viability. This is important since AFG has manufacturing sites on both railroads and a weakening of either railroad would be to AFG's detriment.
- ◆ I also believe that a benefit of this acquisition will be capital investment in equipment. AFG has experienced problems resulting from rail equipment in poor condition from Conrail in the past and this acquisition by financially stronger companies should help alleviate this problem.

In conclusion, AFG Industries supports the application to acquire Conrail. We believe that this acquisition will not only benefit AFG but also the eastern region of the United States.

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

Executed this 27th day of May, 1997.



Robert T. Gouge

Verion A. Williams

Page 3

May 27, 1997

Personally appeared before me, the undersigned, a Notary Public for the State of Tennessee, County of Sullivan, Robert T. Gouge, with whom I am personally acquainted and who acknowledged he executed the foregoing instrument for the purposes contained therein.

This 27th day of May, 1997.

*Billie A. Breeding*  
Notary Public

My commission expires: August 27, 1997

AG/GRO FERTILIZER CO.

28 HILL STREET  
WINCHESTER, KENTUCKY 40391  
(606) 744-3759

May 14, 1997

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

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

Dear Secretary Williams,

My name is Bill Quisenberry. I am President of Ag/Gro Fertilizer Company, Inc., in Winchester, Kentucky. My office address is 303 Hill Street, Winchester, KY 40391-1510. I am writing to offer my company's strong support for the CSX and NS application to acquire Conrail. We urge the Board to approve the acquisition expeditiously.

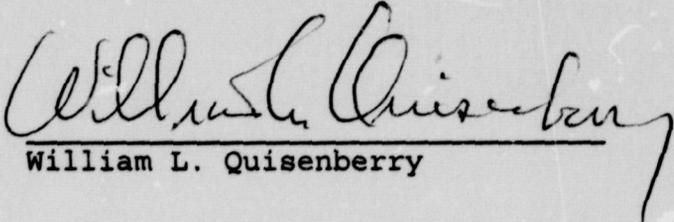
Ag/Gro Fertilizer has been in business for 25 years. We ship about 300 cars of chemicals and fertilizer by rail, via CSX, every year. We support the Conrail acquisition because we believe it will improve the competitive position of the railroads in relation to other transportation modes. In particular, more single-line service will offer a greater opportunity to penetrate the truck-freight markets.

We believe it will also foster more direct and efficient routing, which will lead to more efficient equipment utilization through better, more direct and faster service. And higher efficiency together with faster, more direct service will lower the cost of shipping by rail.

The new network created by the Conrail acquisition will open new markets, improve service and increase railroad business in a way that will benefit us and all businesses that use the rails for shipping. We urge the Board to approve the acquisition as quickly as possible.

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

Executed this 14th day of May 1997

  
William L. Quisenberry



**Agmark  
Foods, Inc.™**

**VERIFIED STATEMENT**

**Richard Hagemeyer  
on behalf of Agmark Foods, Inc.  
Finance Docket No. 33388**

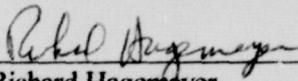
I am **Richard Hagemeyer**, Vice President of Agmark Foods, Inc. and have been an owner for 9 years. Please accept the support of Agmark Foods, Inc. for the acquisition of Conrail by CSX and Norfolk Southern and urge the board to approve it promptly.

Agmark, located at 150 Fourth Avenue North, Suite 1030 in Nashville, Tennessee, is a Tank Container Operator, shipping bulk liquid food products in North America. We have terminals or operations in several locations, including New York, New Jersey, Florida, Illinois, California, Hawaii and Puerto Rico. In 1996, we shipped over 2000 containers on CSX and Conrail.

The acquisition of Conrail by CSX and Norfolk Southern will benefit our company by providing new single-line service from the west and south. We believe that the acquisition will produce better service and more competitive rates. We believe that by increasing the length of the haul on a single line, more opportunities exist to move more freight on the railroads. We believe that the Northeast consumer will benefit by a new competitive service.

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

I, Richard Hagemeyer, declare under penalty 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 Hagemeyer  
Agmark Foods, Inc.



**Agmark  
Intermodal  
Systems, Inc.™**

Verified Statement  
of  
Duncan Hagemeyer  
on Behalf of  
Agmark Intermodal

STB Finance Docket No. 33388

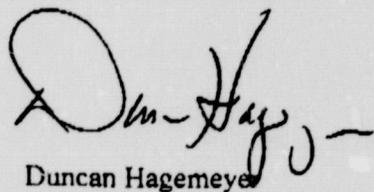
I am Duncan Hagemeyer, Vice President Marketing of Agmark Intermodal. Agmark Intermodal is located at 308 Broadway, Nashville, TN. I have served Agmark Intermodal and the feed industry in the Eastern United States for over 20 years.

Agmark has been in the grain origination business for over a decade. Agmark annually receives feed grains equating to over 2000 railcars. Shipments originate in the Northern grain producing States destined for the feed depleted areas of the Eastern United States.

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

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

I, Duncan Hagemeyer, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 15<sup>th</sup> day of May, 1997.



Duncan Hagemeyer

**Verified Statement of Steve Goree**  
**on behalf of**  
**Agri-Empressa, Inc.**  
STB Finance Docket No. 33388

My name is Steve Goree. I am the President of Agri-Empressa, Inc., located at 6001 West Industrial, Midland, TX 79706.

Agri-Empressa is in the oil field chemical distribution business, and has plants at Midland, Texas and Carlsbad, New Mexico. We use CSX rail transportation services to bring ground clay from Florida to our plant in Texas. Agri-Empressa supports the joint acquisition of Conrail by CSX and NS, and respectfully urges the Surface Transportation Board to approve the proposed transaction.

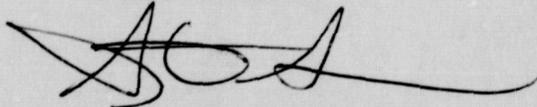
Agri-Empressa receives ground clay in bulk on hopper cars moving over CSX lines from Quincy, Florida. The clay moves on CSX lines to New Orleans, where CSX interchanges with UPSP. When Agri-Empressa receives the clay, it processes and bags it for local distribution by truck in West Texas and bordering states. We receive about 8,000 tons of clay, brought by CSX from Florida to New Orleans, each year.

The proposed transaction would improve our service from CSX because the new expanded CSX system would have a larger combined car fleet than CSX now has. This larger fleet would make more equipment available for our shipments, and help to get our clay to the plant more efficiently. The proposed division of Conrail's assets also would generally strengthen the railroad network on the East Coast and Southeast, with competitive benefits for all customers.

Our company appreciates this opportunity to offer our opinion about the proposed transaction, and supports the joint application of CSX, NS and Conrail.

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

Steve Goree





Agri-Mark, Inc.  
958 Riverdale Street  
W. Springfield, Mass. 01089  
413/732-4169

April 1997

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

### VERIFIED STATEMENT

RE: Proposed CSX/NS/Conrail Transaction  
STB Finance Docket No. 3338E

Dear Secretary Williams:

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

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

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

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

Ellen Fitzgibbons  
Quality Control Manager/Export Sale  
Agri-Mark

# AGRI TRADING CORPORATION

Cabriole Center • Suite 230  
9531 West 78th Street  
Eden Prairie, MN 55344-3894

Phone: (612) 944-9512

Fax: (612) 829-8819

TO: Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33286  
1201 Constitution Ave., N.W.  
Washington, D.C. 20423

From: Richard J. Breza  
Merchant  
Agri Trading Corporation  
9531 West 78th street  
Eden Prairie, MN 55344

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

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

 4/28/97  
Richard J. Breza - Agri Trading

# AGRI TRADING CORPORATION

Cabriole Center • Suite 230  
9531 West 78th Street  
Eden Prairie, MN 55344-3894

Phone: (612) 944-9512

Fax: (612) 829-8819

## Verified Statement of Agri Trading

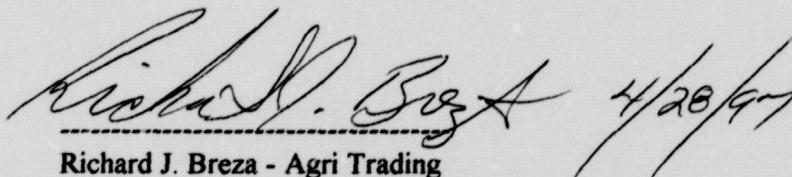
My Name is Rick Breza . I am the representative for Agri Trading Corporation . My business address is 9531 west 78th street Eden Prairie, MN 55344. My responsibilities include planning for rail service, negotiations of rail contracts, rail property equipment leases, and arranging for carload and container on flat car shipments. I have worked in the transportation field for 9 years .

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

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

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

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

 4/28/97  
Richard J. Breza - Agri Trading



**AGRICULTURAL COMMODITIES INC.**

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

My name is Daniel Sharrer. I am the Vice-President of Agricultural Commodities, Inc. I have been with the company since 1983. On behalf of Agricultural Commodities, please accept my support for the Conrail acquisition by CSX and Norfolk Southern.

Ag Com is an agricultural based company, which sells a large volume of poultry feed and other feed commodities. We are located at 2224 Oxford Rd in New Oxford, PA. We have manufacturing plants, facilities, and distribution sites in both New Oxford and Gettysburg.

We ship approximately 70% of our product by rail, constituting 2700 carloads per year. The remainder is shipped by truck. We are enthusiastic about the prospects created by the acquisition of Conrail by CSX and Norfolk Southern for moving more of our current business by rail. Transportation by truck is significantly more expensive than rail transportation, and it is our preference to ship by rail when the service allows it. The efficiencies created by the merger and the new single-line service offered to many destinations should allow us to reduce our reliance on trucking and lower our costs.

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

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

I, Daniel Sharrer, declare under penalty 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.

A handwritten signature in cursive script that reads 'Daniel Sharrer'.

Daniel Sharrer  
Vice-President



May 13, 1997

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

Dear Mr. Secretary:

AIMCOR supports the acquisition of Conrail by CSX and Norfolk Southern. We believe this proposed merger is positive, and if approved will offer better and expanded service opportunities. This would permit our company to keep transportation costs down while receiving faster service.

We hope this matter will receive early consideration by the Surface Transportation Board and that Congress will not act to block or delay deliberation of this matter.

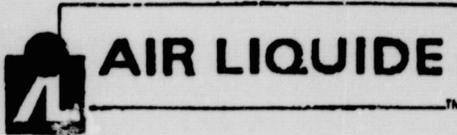
Thank you for your consideration.

Sincerely,

A handwritten signature in cursive script that reads "Annie Laurie Foust".

Annie Laurie Foust  
Traffic Supervisor

Metals Group



VERIFIED STATEMENT  
OF  
Dave Wedel ON BEHALF OF Air Liquide America

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

My name is Dave Wedel. I am the Manager CO2 Product Supply & Distribution at Air Liquide America] which is located at 3535 West 12<sup>th</sup> St., Houston, TX 77008. I have served Air Liquide in my present position for 2 years. Prior to gaining this position, I also worked as Distribution Manager and Sr. Distribution Analyst for 8 years .

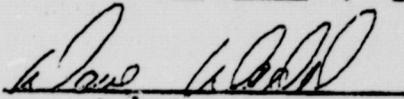
Air Liquide has been producing industrial gases since 1902, the world's first and largest producer. We ship and receive product by rail working with all the Class I carriers. These shipments originate from all regions of the U.S. We presently send our outbound shipments by all railroads to all regions, approximately 3000 carloads annually.

Air Liquide will benefit from the efficiencies of single-line service with regards to the shipments it receives from the Gulf Coast and Midwest to various Northeastern states. Once CSX combines its operations with Conrail lines, these shipments will get to us more quickly.

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

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

I, Dave Wedel, declare under penalty 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 13 day of May, 1997.

  
[name]

## **AJAX TURNER CO., INC.**

1045 Visco Drive • Nashville, TN 37210 • (615) 244-2424

Mr. Todd D. Williams  
Vice President  
1045 Visco Drive  
Nashville, TN 37210

May 8, 1997

Vernon Williams  
Secretary  
Surface Transportation Board  
12 Th & Constitution Ave., NW  
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

Ajax Turner Company, Inc. is the Anheuser-Busch beer distributor in Nashville, Tennessee. We have been in business at this location since my Grandfather started the business in 1961. We distribute 190 different brands and packages of beer, via truck, to two thousand retail customers in an eight-county area. Ajax Turner Company does not manufacture, brew, or bottle anything. They ship all of our products finished. We warehouse, market, sale, deliver, merchandise, provide quality control, and maintain relationships with our customers.

From our customers point of view, probably the most important task we do, is giving them the freshest beer possible without interrupting the supply. Striking this balance helps our customers contain their costs and ensures their health as ongoing businesses. Likewise, at Ajax Turner Company, Inc. controlling our costs (shipping, labor, and inventory levels) helps to ensure that we remain competitive and strong. This financial strength provides security and peace of mind for our 185 employees and their approximate one thousand family members.

We prefer rail shipments for several reasons: 1) less in transit damage, 2) it is more reliable, 3) it allows us to take advantage of staffing efficiencies. In 1995 we received 1150 cars of beer. We average unloading and returning five rail cars a day. Our annual freight budget is \$1,500,000. In 1995 more than 90% of our shipments were by rail. As you can see, we depend a great deal on rail and wholeheartedly support the proposed acquisition of Conrail by CSX and NS.



STB

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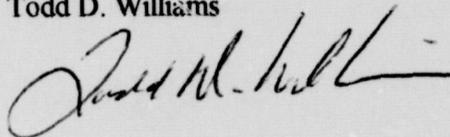
The benefits to our company are many:

1. We believe the acquisition of Conrail by CSX and NS would produce better service, better equipment utilization, and more competitive rates. Currently we can receive beer by rail from two Anheuser Busch Breweries. This merger could make it feasible for us to receive beer by rail from at least two other breweries in the North East.
2. Because our product is perishable, in transit time is extremely important to us. We have observed that single-line service is faster, more reliable, and allows for better shipment tracking than joint carrier moves. Also, it may help facilitate possible route specialization necessary for addressing our supplier's new quality and freshness directives. These directives dictate in transit times during certain peak times of the year. This would help us better compete with the increasing popularity of local "Micro-brews" which claim to be fresher because they brew them locally. Everyone loses when consumers switch to beers produced by these small breweries because they are not subject to the same excise tax treatment as larger breweries.

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

I, Todd Williams, declare under a penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement executed this eighth day of May 1997.

Todd D. Williams



cc: Randy Donelson  
5200 Maryland Way - Suite 350  
Brentwood, TN 37027



A Collins & Aikman Company

1212 7th Street SW, Canton, OH 44707  
P.O. Box 8650, Canton, OH 44711-8650  
Phone: (330) 456-4543 Fax: (330) 588-2856

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

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### VERIFIED STATEMENT OF THE AKRO CORPORATION

My name is Dale Trachsel, and I am the Traffic Manager of the Akro Corporation. I have held this position for 3.5 years. My duties include all aspects of transportation for the Akro Corporation, including LTL, truck load, expedited, and rail shipments.

The Akro Corporation is a manufacturer of original equipment for the automotive industry. We have a facility located in Canton, Ohio which is served by The Norfolk Southern Railway. We receive raw materials from suppliers in Texas and Georgia. During 1996, we received approximately 200 rail cars of raw materials into the Canton facility.

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

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

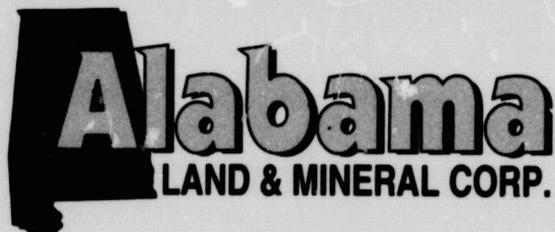
For reasons described above, I support the application of Norfolk Southern and CSX to acquire Conrail.

I, Dale E. Trachsel, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement executed on May 29, 1997.

Sincerely,

THE AKRO CORPORATION

Dale E. Trachsel  
Traffic Manager



May 12, 1997

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

SUBJECT: VERIFIED STATEMENT OF DWIGHT D. MCCOY OF ALABAMA LAND &  
MINERAL CORPORATION  
FINANCE DOCKET NO. 33388

Dear Mr. Williams,

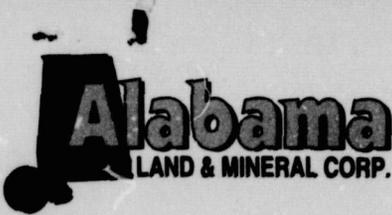
My name is Dwight D. McCoy and I am President of Alabama Land and Mineral Corporation. My responsibilities include the mining, engineering, marketing, administration, and transportation of coal.

We operate coal mine facilities and rail loadouts in Tuscaloosa, Bibb, and Walker Counties, Alabama. Rail service is provided by Norfolk Southern and CSX. Our Saragossa and Blocton, AL rail loadouts are located on Norfolk Southern. During 1996 Alabama Land and Mineral shipped 186,271 tons - 1,880 car loads to a utility customer.

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

Competitive rail service is important to Alabama Land and Mineral Corporation. Since our facility is located on the lines of Norfolk Southern, we would welcome the benefit of increased market access for single-line rail transportation.

We have used Norfolk Southern for many years and they are a well managed efficient customer oriented railroad. We are confident that they would be able to provide good service on any Conrail lines which they acquire.



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

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

Sincerely,

A handwritten signature in cursive script, reading "Dwight D. McCoy".

Dwight D. McCoy  
President  
Alabama Land and Mineral Corporation

I, Dwight D. McCoy, declare under penalty 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.

A handwritten signature in cursive script, reading "Dwight D. McCoy", positioned above a solid horizontal line.

Dwight D. McCoy

**ALABAMA RIVER PULP COMPANY, INC.**

P.O. Box 100  
Claiborne Mill  
Perdue Hill, Alabama 36470  
Telephone: (334) 575-2000

May 7, 1997



A2307  ISO 9002

Letter #GW97-253

**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 Glenn Wiegel. I am Manager of Traffic and Sales Distribution for Alabama River Pulp Company, Inc., P. O. Box 100, Claiborne Mill, Perdue Hill, Alabama 36470. My duties include the management and planning of all transportation service for the Alabama River Companies which include Alabama River Pulp Company, Inc., Alabama Pine Pulp Company, Inc., Alabama River Newsprint Company and Alabama River Recycling Company, all located on the same complex at Claiborne, Alabama.**

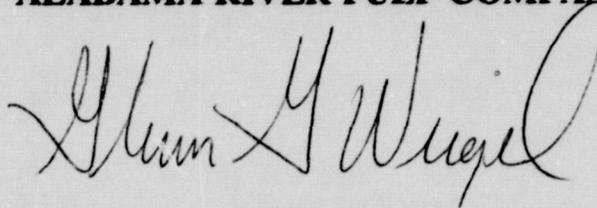
**Total freight for all four companies is in excess of one million (1,000,000) gross tons of Bleached Kraft woodpulp, standard newsprint and waste paper. Our inbound and outbound commodities encompass a wide geographical region of the United States. Due to our high freight volume and domestic sales marketing areas, we utilize many rail carriers including the Norfolk Southern Corporation and CSX Transportation.**

**The Alabama River Companies believe a highly competitive transportation network of rail carriers is in the best interests of all sectors of manufacturing. We therefore support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail and then divide the assets and trackage of Conrail which will be described in the joint application of NS and CSX.**

**I, Glenn G. Wiegel, declare under penalty 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,**

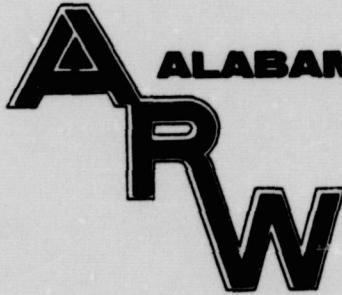
**ALABAMA RIVER PULP COMPANY, INC.**

A handwritten signature in cursive script that reads "Glenn G. Wiegel". The signature is written in dark ink and is positioned below the typed name of the sender.

**GLENN G. WIEGEL  
MANAGER - TRAFFIC/DISTRIBUTION**

**GGW:jp**

**cc: Mr. S. E. Hughes (ARP)**



**ALABAMA RIVER WOODLANDS, Inc.**

P. O. BOX 99  
PERDUE HILL, ALABAMA 36470

OFFICE 334 743-8222  
FAX 334 743-8401

BILLY C. BOND  
PRESIDENT

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 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 Billy C. Bond. I am president of Alabama River Woodlands, Inc. located in Perdue Hill, Alabama. Alabama River Woodlands, Inc. procures over four million tons of wood fiber annually and rail transportation is vital to our business.

Norfolk Southern is an efficient, customer-oriented company. The safety record and the large, modern car fleet of Norfolk Southern reflects their commitment to provide the capital investment needed to maintain the service we require.

We support the approval of the joint application of Norfolk Southern and CSX to acquire Conrail.

Very truly yours,



Billy C. Bond

BCB:jkw

I, Billy C. Bond, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 8<sup>th</sup> day of May, 1997.





America's Star of Transportation

April 1997

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

VERIFIED STATEMENT

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

Dear Secretary Williams:

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

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

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

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

Robby Ritchey  
Vice President, Feed Division Mgr.  
Alan Ritchey, Inc.

ALAN RITCHEY  
INCORPORATED  
P. O. BOX 249 • VALLEY VIEW, TEXAS 76272  
(817) 726-3276



**ALBION KAOLIN CO.**  
ISO 9002 CERTIFIED

#1 Albion Road  
Hephzibah, GA 30815 USA  
Telephone: 706-592-9121  
Fax: 706-592-9824

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--Conrails, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388.

**VERIFIED STATEMENT  
ON BEHALF OF  
ALBION KAOLIN COMPANY  
HEPHZIBAH, GEORGIA  
FINANCE DOCKET NO. 33388**

Dear Mr. Williams:

My name is Dr. Thomas D. Thompson. I am the Business Unit Manager with Albion Kaolin Company with its headquarters at Hephzibah, Georgia. My office address is at 1 Albion Road, Hephzibah, Georgia 30815.

Albion Kaolin Company is a producer of kaolin that ships approximately 4,500 railcars annually. Transportation is a vital factor to the success of our business. We utilize rail and truck, divided 90% rail and 10% other modes. My responsibilities as Business Unit Manager includes the direct oversight of our transportation requirements which includes (both inbound raw materials and outbound finished products to and from our plants, receipt and shipments of inbound and outbound materials to and from our plants.) Primarily, we ship to the Eastern half of the US and to Mexico. Some of our shipments are to locations in the Northeast and Midwest on Conrail.

We support approval of the transaction which will allow Norfolk Southern and CSX 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

Page Two  
May 21, 1997

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.

We support Norfolk Southern's and CSX's plan. We think that it will enable us to improve our service into areas we have had trouble reviewing, because of what we can only perceive to be impediments placed in our way by Conrail with objectives and goals differing from those of Norfolk Southern and CSX. We sincerely believe that Norfolk Southern and CSX is a well-managed, efficient customer-oriented railroad and would very much like to see those attributes injected into Conrail territory.

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

If our company is to grow and prosper, we need a strong railroad serving our transportation needs. We think Norfolk Southern's and CSX's plan before the Surface Transportation Board does this and we, therefore, support it.

Sincerely,



Dr. Thomas D. Thompson  
Albion Kaolin Company

#### VERIFICATION

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



Dr. Thomas D. Thompson

May 23 \_\_\_\_\_, 1997

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

VERIFIED STATEMENT

Re: Proposed CSX/NS/Conrail Transportation;  
Finance Docket No. 33388

Dear Secretary Williams:

My name is Chuck Mathews. I am the general manager of Alchem Chemical, located in Atlanta, Georgia. My company is 15 years old. I am responsible for overseeing all of Alchem Chemical's activities, including its transportation strategy.

I am writing on behalf of Alchem to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Surface Transportation Board to approve the transaction promptly.

Alchem Chemicals produces a variety of chemical products. The product we most frequently ship by rail is caustic soda. Our principal rail carrier is CSX.

Alchem Chemicals believes that the proposed transaction will be in our own best interests, as well as in the interests of our customers, for the following reasons:

1. We expect that the transaction will produce better service at more competitive prices. The expanded CSX will be able to utilize its equipment far more efficiently, reducing costs and making it easier for us to serve our customers in a timely manner.

Vernon A. Williams

May 23, 1997

Page 2

2. We expect that the transaction will enable us to reach a greater number of destinations by rail, and will attract more freight traffic in general to the rails.

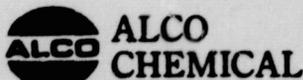
3. We think there are many advantages to single line service, including faster, more reliable service, less handling of the cargo, and a reduced potential for accidents.

In conclusion, Alchem Chemicals strongly supports the application of CSX, NS and Conrail and respectfully requests the Surface Transportation Board to approve it as soon as possible.

I, Chuck Mathews, declare under penalty 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 23 day of May, 1997.

Sincerely,

  
Chuck Mathews



a division of National Starch and Chemical Company

May 2, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33286  
1201 Constitution Ave., NW  
Washington, DC 20423

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

Verified Statement of W.L. Bales, C.P.M., A.P.P.  
Alco Chemical

My name is W.L. Bales, and I am Purchasing/Traffic Manager of Alco Chemical. I have held my present position for 30 years. My duties include responsibility for purchasing of raw materials and transportation of inbound and outbound materials. We have a facility located at Chattanooga, TN. This facility is located on the lines of Norfolk Southern. We receive 8 to 10 car loads per month of inbound raw materials.

The majority of these shipments originate on the CSX. We lose several days transit time due to the switching of these cars from CSX to NS. We support approval of the transaction which will allow CSX and NS to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of the NS, we would welcome the benefit for single line transportation. The single line service which NS proposes would be of benefit to us in that we would receive our inbound raw materials in a more timely manner. This would enable us to better support production and eliminate the possibility of production slowdowns.

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

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

Sincerely,

A handwritten signature in cursive script that reads "W.L. Bales".

W.L. Bales, C.P.M., A.P.P.  
Purchasing/Traffic Manager

WLB:kas

April 1997

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

VERIFIED STATEMENT

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

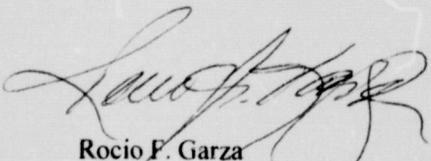
Dear Secretary Williams:

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

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

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

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



Rocio F. Garza  
Alex Trading, Inc.

## ALGER FARMS, INC.

P.O. BOX 1253  
HOMESTEAD, FL 33030

5-15-97

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

RE: STB Finance Docket 33388

Dear Secretary Williams:

My name is Richard Alger. I'm the owner and President of Alger Farms, our family business located in Homestead, Florida. We're growers of corn and potatoes. As you know, transportation is a key cost in agricultural production, not only to move produce to market, but to bring in feed and, in our case, the fertilizer we depend on to grow our crops. I write to support the joint acquisition of Conrail by CSX and Norfolk Southern because of the many benefits it will bring, not only to business in South Florida, but up and down the East Coast.

As I see it, the acquisition would:

1. Improve competition between rail and other modes of transportation. Put simply, at present we don't ship by rail. It's not cost-competitive for us. We've shipped by rail in the past, but we ship by truck today, primarily due to cost. The proposed transaction would give farms like ours a competitive rail alternative for shipping that, quite frankly, has been long overdue.
2. Improve convenience and speed. The single-line service that the proposed transaction may create will cut transit time and significantly reduce intermediate handlings of cargo. For destinations in the deep south, that can mean a savings of several days. Again, that convenience will also translate into costs saved.

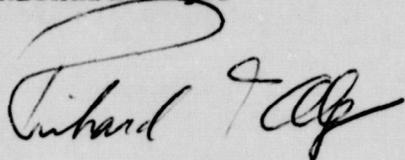
Vernon A. Williams  
[Date]  
Page 2

3. Serve the interests of my business and consumers interests as well. The increased competition that will come as a result of the joint acquisition of Conrail won't just lower costs for my farm -- in our competitive economy, that's going to lower produce costs for consumers, too. That's a sure sign that this transaction makes sense. For these reasons I strongly support the proposed joint acquisition of Conrail. The faster the Surface Transportation Board acts to issue final approval, the sooner we will all begin to benefit from the advantages and efficiencies the transaction will bring.

I, Richard Alger, declare under penalty 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 17 day of May, 1997.

Sincerely,

Richard Alger

A handwritten signature in cursive script, appearing to read "Richard Alger", written over a horizontal line.

**ALGOMA STEEL INC.**  
 P.O. Box 1400 Sault Ste Marie  
 Ontario, Canada  
 P6A 6P2

|                  |              |         |          |            |   |
|------------------|--------------|---------|----------|------------|---|
| Post-It Fax Note | 7671         | Date    | 5/06/97  | # of Pages | 3 |
| To               | Carol Kimm   | From    | Jack     |            |   |
| Co./Dept         | C.I.X        | Co      | ASL      |            |   |
| Phone #          |              | Phone # | (705)    |            |   |
| Fax #            | 904-359-1744 | Fax #   | 945-3112 |            |   |

May 6, 1997.

File PF19 - 31

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

**Re: Verified Statement; Proposed CSX/NS/Conrail  
 Transaction: STB Finance Docket No. 33388**

Dear Mr. Williams:

It is our understanding the CSX Corporation and the Norfolk Southern Corporation are progressing towards the joint acquisition of Conrail.

Algoma Steel Inc., located at Sault Ste. Marie, in the Province of Ontario, Canada has been a customer of CSX Corporation for a number of years. We have as well been a customer of Conrail on various occasions over the years specifically on the carriage of coal from mines in the West Virginia vicinity to the docks on Lake Erie.

Algoma Steel Inc. is the third largest steel mill in Canada located at the extreme east end of Lake Superior. Algoma is a fully integrated steel mill producing approximately 2,000,000 N.T. of steel products per year on sales of approximately \$1.2 billion dollars. We employ approximately 5,300 people in our operation at Sault Ste. Marie. We move our iron ore out of Wawa, Ontario and Marquette, Michigan to Sault Ste. Marie. As well we take approximately 1.4 million tons of coal out of various mines in West Virginia over the docks in Toledo, Ohio for furtherance by self-unloading vessels to Sault Ste. Marie.

For many years we have used CSX Transportation to move our coal from the coal fields to the docks at Toledo and have found CSX to be an efficient, responsive and competitive railway company. They presently haul 100% of our coal requirements over Toledo during the period April to November each year.

....2

Our experience with CSX Transportation in moving our coal has been excellent and this is to confirm our support for the joint acquisition of Conrail. This acquisition will be of benefit to Algoma from the standpoint of potential coal storage at Lake Erie which is not now available on CSX alone. As well, potential coal sources will be expanded for us with Conrail coal locations being amalgamated with the CSX locations we now use. Equipment supply expansion will enhance the entire operation with the potential ability to draw on both companies' fleets.

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

Sincerely,

ALGOMA STEEL INC.,



J. W. Ross,  
Manager,  
Traffic Department.

JWR:nst

April 1997

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

VERIFIED STATEMENT

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

Dear Secretary Williams:

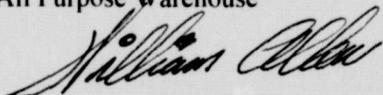
I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers because it would produce better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

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

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

I, William Allen, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 25 day of April 1997.

William Allen  
All Purpose Warehouse



**ALLIANCE shippers inc.**

Verified Statement of  
**RONALD LEFCOURT**  
 on behalf of  
**ALLIANCE SHIPPERS, INC.**  
 STB Finance Docket No. 33388

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

**Background:**

I am Ronald Lefcourt, President and CEO of Alliance Shippers Inc. Alliance Shippers Inc. is located at 560 - 60th Street, West New York, New Jersey 07093. I have held my current title since 1973 and have worked in the transportation field for 46 years.

Alliance Shippers Inc. is an intermodal marketing company.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. Alliance Shippers Inc. moves approximately 275,000 loads annually by rail via all directions. The joint acquisition of Conrail will be in Alliance Shippers' best interest since the enhanced CSX system would be capable of providing a complete competitive intermodal product with associated efficiencies.

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

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

General Offices: 560 - 60th Street • West New York, NJ 07093 • (201) 869-8220 • FAX: (201) 869-8287

Terminal: 10 Crows Mill Road • Kew-Forest, NJ 08832 • (908) 738-6300 • FAX: (908) 738-8839

**ALLIANCE Shippers inc.**

- page 2 -

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

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

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

*Ronald Lefcourt*  
\_\_\_\_\_  
Ronald Lefcourt  
ALLIANCE SHIPPERS INC.

TOTAL P.03

April 1997

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

VERIFIED STATEMENT

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

Dear Secretary Williams:

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

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

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

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

Robert Yvon  
Branch Manager  
Allied Plywood

MAY-30-1997 09:46

MTD MATERIALS MANAGEMENT



AlliedSignal Inc.  
P.O. Box 1087  
Morristown, NJ 07962-1087

201 455 3500  
201 455 6840 Fax

Frederic M. Poses  
President

May 23, 1997

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

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

Dear Mr. Williams:

On behalf of AlliedSignal Inc., I am writing in support of the acquisition of Consolidated Rail Corporation (Conrail) by CSX Corporation (CSX) and Norfolk Southern Corporation (NS) and to request that the Surface Transportation Board expedite the approval process which is of immediate interest to my Corporation.

AlliedSignal Inc. is a global manufacturer servicing customers within the Aerospace, Automotive, Polymers, Specialty Chemicals and Electronic Materials industries. We are a \$14B corporation that participates in fiercely competitive global markets and we depend upon efficient, timely, and economically priced rail shipments in order to both satisfy our customers and to reliably operate our plants. This acquisition is of immediate interest to us and is extremely important in defining our long term competitive posture. Presently, we have eleven (11) manufacturing facilities that during 1996 sent over 13,000 carloads via either Conrail, CSX, or NS rail lines.

This acquisition will add needed competition in areas where little exists today. As an example, AlliedSignal's Philadelphia (Frankford), PA facility is presently served only by Conrail. In 1996, we shipped approximately 3000 carloads from this plant, and with our recent \$20M expansion of this facility we will have an even greater dependence upon rail.

Therefore, we support the acquisition of Conrail by CSX and NS based on our understanding that the CSX/NS filing will include plans for joint rail access to our Frankford facility. Direct rail competition not only provides competitive rate and service offerings, but should reduce cycle times and increase transit time reliability. We believe

FAX TRANSMISSION



*Responsibility*  
*Dan Collins*

TO Dwight  
COMPANY \_\_\_\_\_ VERIFY (Y/N) \_\_\_\_\_  
PHONE # Page FAX # \_\_\_\_\_  
FROM \_\_\_\_\_ # PAGES (6)  
FAX # \_\_\_\_\_

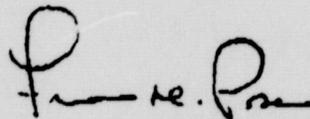
Page 2

that improved cycle times will increase equipment utilization, reduce inventories and improve responsiveness to customer's expectations. Furthermore, increased utilization of the rail infrastructure will likely lead to capital re-investment, thereby ensuring a viable rail system, which is critical to AlliedSignal's ongoing operations.

There is a distinct need for balanced rail competition in the Northeast United States and indeed throughout the entire country. AlliedSignal believes that two eastern rail carriers of relatively equal size and scope will provide the greatest opportunities for seamless service, efficient equipment utilization and ongoing productivity opportunities. The timely approval of the merger application will ensure that AlliedSignal and the shipping community will not only realize the positive benefits mentioned above, but may avoid possible service disruptions that are likely to occur should a protracted review/negotiation process take place.

AlliedSignal sincerely requests your assistance and support in expediting approval of the CSX/NS application to acquire Conrail and stands ready and willing to work with your department in accomplishing this goal.

Respectfully submitted,



Frederic M. Poses  
Executive Vice President and President  
AlliedSignal Engineered Materials

cc: Mr. David R. Goode  
Chairman, President and CEO  
Norfolk Southern Corporation  
3 Commercial Place  
Norfolk, VA 23510 - 2191

Mr. John W. Snow  
Chairman and CEO  
CSX Corporation  
901 E. Cary St.  
Richmond, VA 23219

|                   |            |         |              |            |   |
|-------------------|------------|---------|--------------|------------|---|
| Post-It® Fax Note | 7671       | Date    | 5/30         | # of pages | 2 |
| To                | Peggy Ball | From    | Ann Farrell  |            |   |
| Co./Dept.         |            | Co.     |              |            |   |
| Phone #           |            | Phone # | 201 455-4358 |            |   |
| Fax #             |            | Fax #   |              |            |   |



## MEMORANDUM

**DATE:** May 14, 1997

**TO:** Surface Transportation Board

**FROM:** Michael Fergus, President and CEO, Allied Van Lines, Inc.

**SUBJECT:** FINANCE DOCKET #33388

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

I am Michael Fergus, President and CEO for Allied Van Lines, Inc. I have been in my current position since 1994 and have worked in the transportation field for 23 years. Allied is located in Chicago, Illinois, and is the world's largest mover of household goods

An efficient and cost-competitive transportation infrastructure is essential to the success of our business. Allied moves 150,000 families domestically on a yearly basis. It is our objective to move 10% of those families via our U.S. rail system. We currently own 100 stack train containers and plan to expand this fleet. The joint acquisition of ConRail would be in Allied's best interest, since the enhanced CSX system would be capable of providing a complete, competitive intramodal product with associated efficiencies.

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

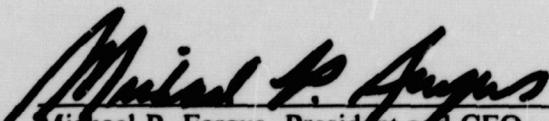
1. We believe that the joint acquisition of ConRail will produce better service and more competitive rates. We expect the joint acquisition to result in a more efficient system, with more opportunities to triangulate, thereby allowing for more efficient equipment utilization.
2. We also anticipate that the joint acquisition will result in expanded markets, with an increased number of destinations and origins available. This benefit is important to Allied, because the enhanced CSX system will allow us more flexibility to expand the markets in which we can offer our shippers rail service as an alternative to highway transport.

Surface Transportation Board  
Finance Docket #33388  
May 14, 1997  
Page 2

In conclusion, we support the application of ConRail, CSX and Norfolk Southern and request that the board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency, and promote the growth of transportation options in the Eastern United States.

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

Executed this 14th day of May, 1997.

  
\_\_\_\_\_  
Michael P. Fergus, President and CEO

MPF/jc

# **ALLIED WAREHOUSING**

AN ALLIED LOGISTICS COMPANY

May 22, 1997

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

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

VERIFIED STATEMENT OF EDWARD L. CANTERBURY  
ALLIED WAREHOUSING SERVICES, INC.

My Name is Edward L. Canterbury, and I am the Director Of Sales, Administration and Transportation of Allied Warehousing Services, Inc., whose corporate address is 20 26th Street, Huntington, West Virginia 25703. I have held this position for 16 years. My duties include the overall management of all modes of transportation relative to our warehousing business.

Allied Warehousing Services, Inc. is a Public Warehouse company with locations in Huntington, Kenova and Nitro, West Virginia. We are presently served by Norfolk Southern, CSXT and Conrail at these various locations. Overall we receive approximately 75 railcars per year, however in the past this amount was as high as 400.

There is a distinct need for two competing railroads in the Northeast, and I support STB approval of the joint application by which Norfolk Southern and CSX plan to acquire control of Conrail, divide assets and improve to a much greater extent the balance of rail competition in the Northeast. Our three warehouse locations are within a 40 mile radius of each other and yet each of these locations are served by one railroad, which takes away any competitive aspect for us to do business, in fact it allows a monopoly. This proposal will allow us increased market access which in turn will give us an opportunity to increase our overall business.

#20 26th Street  
Huntington, WV 25703  
(304) 523-2131  
(304) 523-9531 Fax

PAGE 2

I, Edward L. Canterbury, declare under penalty 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.

Very truly yours,

ALLIED WAREHOUSING SERVICES, INC.

*Edward L. Canterbury*  
Edward L. Canterbury  
Director Of Sales, Administration &  
Transportation



# ALLSTATE STEEL CO., INC.

## STRUCTURAL FABRICATION & ERECTION

MAIN FAX:  
904-783-3421



AISC Certified  
Category I  
Category II

PROJECT MANAGEMENT FAX:  
904-781-8863

P.O. BOX 61148 32236-1148

8202 W. BEAVER ST.  
JACKSONVILLE, FL 32220-2394  
PHONE: 904-781-6040

May 14, 1997

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

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

Dear Secretary Williams,

My name is Jimmy Strickland. I am Purchasing Manager for Allstate Steel, in Jacksonville, Florida. My office address is 8208 West Beaver, Jacksonville, FL 32220-2381. I am writing to offer my company's strong support for the CSX and NS application to acquire Conrail. We urge the Board to approve the acquisition expeditiously.

Allstate Steel fabricates structural steel. We have been in the business for 34 years. We ship only 6 cars a year of structural steel annually because for us truck service has been quicker. We believe that the Conrail acquisition will create more direct and efficient routing, a larger car fleet and more efficiently utilized equipment, and faster service.

Also, the acquisition will introduce new rail competition in the East for the first time since 1976. We are convinced that it will make the railroads more competitive with trucking, which will increase business on the rails and lower costs and improve service for us.

The new network created by the Conrail acquisition most likely will open new markets and offer new growth opportunities for our business. We believe that the breadth of the network, together with improved service and lower costs, will lead to the kind of growth in the railroad business that will benefit us, our customers and all businesses that ship and receive goods by rail. We urge the Board to approve the acquisition as quickly as possible.

CONYERS, GA  
PHONE: 770-860-1093  
FAX: 770-860-1306

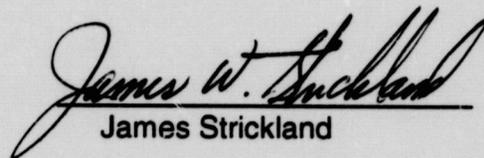
*Quality And Service Since 1963*

allstate@jax-inter.net

FT. LAUDERDALE  
PHONE: 305-761-8117

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

Executed this 14th day of May, 1997

  
James Strickland

# ALMONT SHIPPING TERMINALS



VERIFIED STATEMENT OF

SIDNEY H. CAMDEN

on behalf of

ALMONT SHIPPING TERMINALS

Finance Docket No. 33388

CSX Corporation and CSX Transportation, Inc.

Norfolk Southern Corporation and

--Control and Operating Lease/Agreements--

Conrail Inc. and Consolidated Rail Corporation

I am Sidney H. Camden, Vice President of Almont Shipping Terminals located at One Hanover Street, Wilmington, NC, 28401. I am responsible for all aspects of the terminal. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

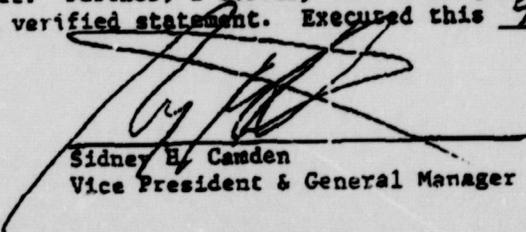
Almont Shipping Terminals loads and unloads dry bulk materials to/from ocean going vessels. We then ship the materials throughout the eastern half of the country. Our customers range from farmers (agriculture and live stock) to industry. We handle approximately 500 carloads of bulk products annually via CSX.

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

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

For these reasons, Almont Shipping Terminals urges the Board to approve the joint application of CSX and NS.

I, Sidney H. Camden, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 9<sup>th</sup> day of May, 1997.

  
 Sidney H. Camden  
 Vice President & General Manager

**Alox Corporation**

3943 Buffalo Avenue · P.O. Box 517 · Niagara Falls, NY 14302 · 716-282-1295 · FAX 716-282-2289

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April 1997

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

**VERIFIED STATEMENT**

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

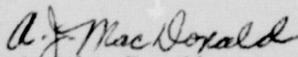
Dear Secretary Williams:

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

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

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

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

  
A. J. MacDonald  
Alox Corporation

April 1997

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

VERIFIED STATEMENT

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

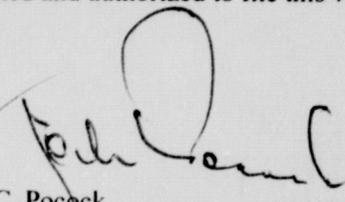
Dear Secretary Williams:

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

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

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

I, John C. Pocock, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 6 day of May 1997, 1997.



John C. Pocock  
President  
Alpha Bulk Carriers, Inc.



May 27, 1997

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

RE: CSX corporation and 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 Leanne Meeker. I am the Transportation Supervisor of Alpha/Owens Corning. I have held my position for 3 years. My duties include responsibility for negotiating transportation contracts and for managing materials and our product line inbound and outbound.

Alpha/Owens Corning is a manufacturer of Polyester Resin. We have facilities locate at Collierville, TN, Kathleen, FL, Perris, CA, Valparaiso, IN and Guelph, ONT. NS presently serves the Collierville facility. We export to Canada and Mexico. We are very pleased with their service.

There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers who ship or receive product into and out of the Northeast have had the service of only one rail carrier. I am looking forward to experiencing the change from being served by one rail carrier to two and also the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow me to provide increase market penetration to areas in which I have been unable to compete adequately. The rail must return to a more balanced market.

Norfolk Southern personnel give exceptional customer service and I am confident that they would be able to provide great service on any CR lines that they acquire.

I, *Leanne Meeker*, declare under penalty 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 *5/27/97* .

Sincerely,

*Leanne Meeker*

Leanne Meeker  
Transportation Supervisor  
Alpha/Owens Corning

# **ALPINE DEVELOPMENT COMPANY**

**P. O. Box 303  
WELCH, WEST VIRGINIA 24801**

April 29, 1997

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

Re: Support for Norfolk Southern/CSX Acquisition of Conrail

Dear Mr. Williams:

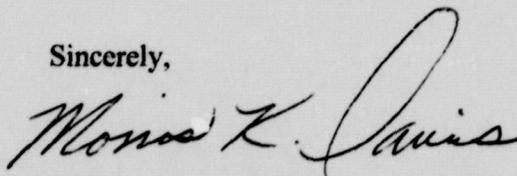
Alpine Development Company is a producer of high-grade metallurgical coal in the southern most region of West Virginia and is the owner of the Blue Boy preparation plant, NS Mine #1832. Due to our geographic location, rail transportation is the only economically feasible alternative for transporting our coal to market. The market for this type of coal is essentially located in the steel production areas of the Northeast and Midwest. It is for this reason that we are contacting your office to express our support for the proposed acquisition of Conrail by Norfolk Southern and CSX, with a subsequent division of the respective Conrail assets to both rail carriers, as proposed to the Surface Transportation Board.

Currently, coal is not being shipped in large volumes, however, plans for expansion are currently being implemented which most likely will increase the tonnage shipped by rail from this mining. Production at existing mines is on the increase, new mine expansion is planned for 1997 and beyond. Property acquisition and exploration to expand our reserve base is actively ongoing. The capital expenditures required to develop an integrated mining and processing operation are extremely large, therefore, we must have complete confidence in the rail transportation system which will carry our coal to market. Our past experience with Norfolk Southern has continually proven them to be a reliable, capable and efficient railroad. Having the knowledge that Norfolk Southern would be available to ship coal into markets now served by Conrail will give Alpine Development Company the confidence in continuing its plans for future expansion.

As previously stated, if our company is to grow and prosper, it is essential that our railroad service be of the highest quality and that the cost for rail transportation will be competitive. We feel

that the plan proposed by NS/CSX before the Surface Transportation Board will help us accomplish this goal, therefore, we are strongly in favor of this transaction. Thank you for your time and consideration regarding this matter.

Sincerely,

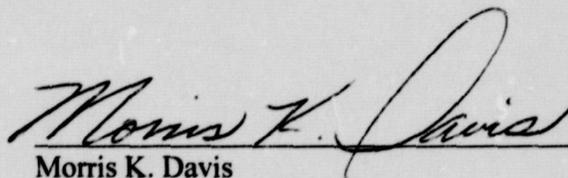


Morris K. Davis  
President

#### VERIFICATION

I, Morris K. Davis, declare under penalty of perjury that the foregoing is true and correct. Furthermore, I certify that I am qualified and authorized to file this verified statement.

Executed on April 29, 1997.



Morris K. Davis



# ALTERMAN TRANSPORT LINES, INC.

EXECUTIVE OFFICE: 12805 N.W. 42nd AVE., P.O. BOX 425, OPA LOCKA, FLA. 33054  
PHONE: (305) 688-3571

Verified Statement of:

Alterman Transport Lines, Inc.

Finance Docket No. 33388

May 16th, 1997

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

Dear Mr. Williams;

My name is Sidney Alterman, and I am President of Alterman Transport Lines, Inc., 12805 N.W. 42nd Avenue, Opa Locka, FL 33054. I have held my present position for 43 years. During these years, I have been involved in operation as a motor carrier and providing transportation service to the shipping and receiving public of general commodities, particularly specializing in refrigerated products in less-than-truckload and truck load quantities, nationwide between most points in the Continental U.S.A.

Alterman Transport Lines (ATL) as a motor carrier has been involved in intermodal transportation for many years. I strongly believe that since deregulation of the trucking industry, our nation's need for an efficient rail system with a strong intermodal component is even more compelling to serve the shipping and user public. Our company utilizes intermodal service throughout the United States. During 1996, we shipped over 5,000 containers/trailers by rail. Since ATL is providing regular departure service nationwide, with our highway vehicle fleet we look for feasible lanes to be used for Intermodal rail service. For example, on one particular traffic lane we use Norfolk Southern 60% of the time or about 100 trailers a week.

In addition, the use of Intermodal service has helped provide a solution to increased highway safety and helped us deal with the current lack of qualified truck drivers, particularly on long-distance. The driver shortage has not gone away, nor can we expect to see a lessening of the problem in the near future. The Norfolk Southern and CSX service as proposed can indeed open up lanes for us, specially to and from the Midwest and Northeast market area. If the application is approved, ATL can make new plans to regularly use the extended Intermodal Service.

— TERMINALS —

ATLANTA • BRIDGEPORT • CHARLOTTE • CHICAGO • DALLAS • FORT MYERS • JACKSONVILLE • KEY WEST • MACON • MIAMI  
ORANGE • ORLANDO • PENSACOLA • RIPON • ROCKY MOUNT • TALLAHASSEE • TAMPA • TOTOWA • WEST PALM BEACH • WINTER HAVEN

084

Verified Statement of Sidney Alterman  
May 16th, 1997  
Page Two...

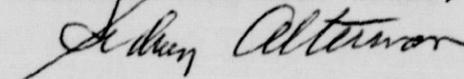
It is my understanding that CSX and Norfolk Southern intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the Norfolk Southern plan is improved and expanded intermodal (and multimodal) services.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

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

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

I, Sidney Alterman, declare under penalty 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 16th, 1997.

Sincerely,  
ALTERMAN TRANSPORT LINES, INC.



Sidney Alterman, President

SA/blm



# ALTERMAN TRANSPORT LINES, INC.

EXECUTIVE OFFICE: 12805 N.W. 42nd AVE., P.O. BOX 425, OPA LOCKA, FLA. 33054  
PHONE: (305) 688-3571

Verified Statement of  
Sidney Alterman  
on behalf of  
ALTERMAN TRANSPORT LINES, INC.

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

### Background:

I am Sidney Alterman, President, of Alterman Transport Lines, Inc. ("ATL"), 12805 N.W. 42nd Avenue, Opa Locka, FL 33054. I have been in my current position since 1954 and have worked in the transportation field for 43 years. I am responsible for the company's operation overall and I do oversee as a prime duty of mine the motor carriers requirements to service our customers nationwide. To provide our customers their full service needs requires us to be able to supply the required quantity of equipment as well. This is best accomplished by the combined use of our highway vehicles and the use of Intermodal. A success of customer requirements many times cannot be performed without the use of the Intermodal rail service. I express this because a customer requesting 75 to 100 extra vehicles at times can only be done with success by using Intermodal rail service along with highway to accomplish the on-time delivery and do so with safety.

An efficient and cost competitive transportation infrastructure is essential to success of our business. ATL ships approximately 100 truckloads of refrigerated food products a week and moves approximately 5,000 loads annually by rail. The joint acquisition of Conrail will be in ATL's best interest since the enhanced CSX system would be capable of providing a complete competitive Intermodal product with associated efficiencies.

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

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

2. We also anticipate that the joint acquisition will result in expanded markets with an increased number of destinations and origins available. This benefit is important to ATL because the enhanced CSX system will allow us more flexibility to expand the shippers' needs and reach additional markets with dependable service requirements.

— TERMINALS —

ATLANTA • BRIDGEPORT • CHARLOTTE • CHICAGO • DALLAS • FORT MYERS • JACKSONVILLE • KEY WEST • MACON • MIAMI  
ORANGE • ORLANDO • PENSACOLA • RIPON • ROCKY MOUNT • TALLAHASSEE • TAMPA • TOTOWA • WEST PALM BEACH • WINTER HAVEN

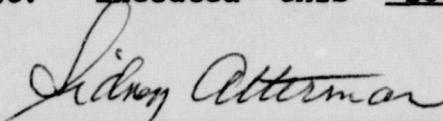
Verified Statement of Sidney Alterman  
Page Two...

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

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

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

I, Sidney Alterman, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 16th day of May, 1997.



Sidney Alterman, President  
ALTERMAN TRANSPORT LINES, INC.



# ALTOONA WELDING

**SUPPLY COMPANY, INC.**

2224 N. BRANCH AVE. • ALTOONA, PA 16601 • 814 944-9395 • FAX 814 942-7465

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

5-15-97

Dear Secretary Williams,

My name is Andrew Goldberg, President of Altoona Welding Supply Co., Altoona, Pa. My responsibilities here are sales, purchasing, marketing, short and long term planning. We market welding equipment, safety supplies and industrial gasses to the railroad industry. This has been a family business for over eighty years and I am the third generation involved with the business. The reason for this letter is to express my strong support for the joint acquisition of Conrail by CXS and Norfolk Southern.

As a medium size company Altoona Welding purchases equipment directly from manufacturers, and wholesales them to railroads and fabricators across our region. We have watched closely to similar transactions involving companies that we service. We see these transactions resulting in stronger, more competitive and more efficient companies. The result of this is better service to their customers.

We have also seen greater capital investment, improved communication and technology. This has made vendor/customer and customer/vender relationships better. This will ultimately result in better service to the general public.

The propose joint acquisition of Conrail by CSX and Norfolk and Southern would be in the best interest of Altoona Welding Supply as well as the public. We strongly urge the Board to approve this transaction.

Sincerely yours,

Andy Goldberg  
President

"80 Years of Service to the Welding Industry"

-----  
CC: G.T. Gates  
J.A. McKelvey  
T.T. O'Toole  
J.P. Sammon  
G.P. Turner  
B.B. Wilson  
R. D'Zuro



May 14, 1997

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

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

Dear Secretary Williams:

I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and NS and to urge the Board to approve it promptly. We believe that the proposed transaction would be in our best interests, as well as in the interest of our customers and vendors, because it would produce better service, better equipment utilization, and more competitive rates. With the enhanced CSX and NS systems, we expect to receive more efficient, reliable service.

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

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

I, David E. Skaggs, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 14 day of May 1997.

David E. Skaggs

Director, Purchasing

May 8, 1997

**Verified Statement  
on behalf of  
Alumax of South Carolina, Inc.  
Finance Docket No. 33388**

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

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

**Dear Secretary Williams:**

**My name is Gordon J. Sarver and I am the Traffic Manager for Alumax of South Carolina, Inc., located in Goose Creek, South Carolina, on the outskirts of Charleston. I have been the Traffic Manager of Alumax since the plant was built in 1979 and am responsible for coordinating all of the inbound and outbound carriers serving this plant. We screen the carriers for proper operating authority, negotiate rates, maintain contracts and tariffs, and handle any logistical problems as they arise.**

**Alumax of South Carolina is an aluminum smelter, one of five in the United States and Canada operated by Alumax, Inc. which is a Fortune 200 company. We produce in excess of 1,000,000 pounds of ingot per day which is consumed domestically and shipped out by truck and rail. In addition, we import approximately 40,000 metric tons of ore through our port facility in Charleston each month and transport that material by rail to our plant on a daily basis. We also ship inbound by rail in excess of 1,100 railcars of raw materials annually (petroleum coke, coal tar pitch, aluminum fluoride, etc). Our annual rail freight charges approach \$2,000,000. Alumax of South Carolina ships the majority of its outbound aluminum by both truck and rail to primarily the southeastern states. Limited quantities do go to the Northeast and Midwest.**

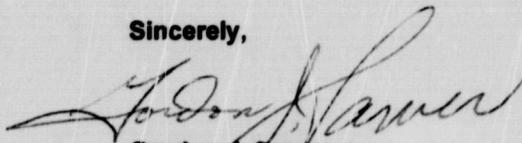
**Alumax of South Carolina, Inc. strongly endorses the proposed joint acquisition of Conrail by CSX and NS to promote competition with the trucking industry which dominates the movement of freight in the eastern United States. The proposed acquisition would also tend to reduce truck traffic on major interstate highways, as well as bringing efficient single-line service to more shippers.**

**Alumax of South Carolina, Inc. supports the application of CSX and NS to acquire Conrail jointly and requests that the Board move as expeditiously as possible to assure approval. We feel this is the best way to improve service, enhance efficiency, and promote the growth of rail traffic in the East.**

**Vernon A. Williams, Secretary**  
**Page 2**  
**May 8, 1997**

**I, Gordon J. Sarver, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement executed this 8th day of May 1997.**

**Sincerely,**



**Gordon J. Sarver**  
**Traffic Manager**



**Ambridge  
Regional  
Distribution & Manufacturing  
Center**

23rd Street & Duss Avenue / Ambridge, Pennsylvania 15003 / (412) 266-4661

April 29, 1997

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

**VERIFIED STATEMENT**

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

Dear Secretary Williams:

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

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

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

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

Gene Pash  
General Manager  
Ambridge Regional Center

**aare co | aare south**

**American Allied Railway Equipment Co. - South, LLC.**

7591 N.E. Industrial Blvd. • Macon, Georgia 31206-7727 • Phone 912-781-0700

May 7, 1997

Mr. Veron A. Williams  
Secretary Surface  
Transport Broad  
STB Finance  
1925 K St. NW  
Washington, DC 20423-001

VERIFIED STATEMENT OF GARY SCHOENFELDT  
AMERICAN ALLIED RAILWAY EQUIPMENT CO. - SOUTH L.L.C.

On February 25, 1997, I wrote you in support of the NS acquisition of CONRAIL .  
Now that both NS and CSXT have reached a mutual agreement on the division of  
CONRAIL , this will insure a more competitive market .

Please note that, as a matter of record that AMERICAN ALLIED RAILWAY EQUIPMENT  
CO. - SOUTH L.L.C. supports this division .

I, Gary Schoenfeldt, declare under penalty 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 5/8/97 , 1997 .

Sincerely,  
GARY SCHOENFELDT  
PLANT SUPERINTENDENT  
AARE - CO. - SOUTH L.L.C.  
MACON, GEORGIA . 31206

American Backhaulers

**VERIFIED STATEMENT OF SEAN KELLY  
ON BEHALF OF AMERICAN BACKHAULERS  
STB Finance Docket No. 33388**

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

**BACKGROUND:**

I am Sean Kelly, Intermodal Director of American Backhaulers, located at 1400 North Dayton, Chicago, IL 60622. I am responsible for the intermodal department of my company. I have held my current position since October, 1994 and have worked in the transportation field for five years.

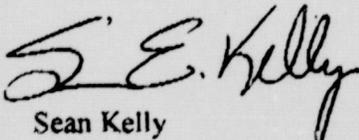
An efficient and cost competitive transportation infrastructure is essential to the success of our business. American Backhaulers moves approximately 5,000 loads annually by rail. The joint acquisition of Conrail will be in our best interest, since the enhanced CSX system would be capable of providing a complete competitive intermodal product with associated efficiencies.

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

1. We believe that the joint acquisition of Conrail will produce better service and more competitive rates. We expect the joint acquisition to result in a more efficient system with more opportunities to triangulate, thereby allowing for more efficient equipment utilization.
2. We also anticipate that the joint acquisition will result in expanded markets with an increased number of destinations and origins available. This benefit is important to American Backhaulers because the enhanced CSX system will allow us more flexibility to expand the entire intermodal business unit of our company.
3. We expect increased competitive access to ports in the New York and New Jersey areas.
4. We are convinced that the joint acquisition of Conrail will result in more intermodal service lane options, which in turn will benefit all of the shippers that rely on rail service. The enhanced CSX system will be able to achieve greater operational and terminal efficiencies. The acquisition will promote more long-term capital investment and ensure that rail service grows into the future. These developments are critically important to all freight shippers.

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

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

  
Sean Kelly  
American Backhaulers

April 1997

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

VERIFIED STATEMENT

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

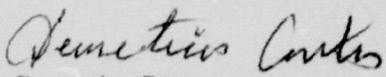
Dear Secretary Williams:

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

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

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

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

  
Demetrios Contos  
American Banana Company, Inc.

# American Cargo Systems

11020 King Street • Suite 350 • Overland Park, KS 66210 • (913) 345-2518 • (800) 367-3150 • FAX (800) 543-7701

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

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

Verified Statement  
on behalf of  
American Cargo Systems  
Finance Docket No. 33388

My name is Chris Ellis, and I am President of American Cargo Systems, 11020 King, Suite 350, Overland Park, Kansas 66210. I have held my present position for 10 years. My duties include managing all aspects of providing quality intermodal services to all of our customers.

American Cargo Systems is a provider of intermodal and truckload services throughout the United States, Canada and Mexico, with headquarters located in Overland Park, Ks. During 1996 we handled in excess of 150 trailer loads of various types merchandise in containers and various railroad vans.

It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service will help to meet our transportation needs throughout the territory now served by Conrail. Opening Conrail markets to service by two rail carriers of comparable size and scope, each with its own tracks and terminals, will offer us the advantages of competitive service and pricing without fragmenting the market and hurting service.

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

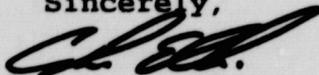
While there may have been a historical reason for insulating northeastern railroading from competition, that time is past and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast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

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

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

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

Sincerely,



Chris Ellis  
President  
American Cargo Systems

# AMERICAN CARRIERS OF MINNESOTA, INC.

---

14180 Highway 5 • Suite 114 • Eden Prairie, MN 55344  
Bus. (612) 949-6583 • FAX (612) 949-6587 • MC205418

5-19-97

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

**VERIFIED STATEMENT ON BEHALF  
OF  
AMERICAN CARRIERS, MN. INC.  
FINANCE DOCKET NO. 33388**

My name is Gary A. Nelson, and I am President of American Carriers, MN. INC. I have held the present position for 7 years. American Carriers is a third party shippers agent, and I am responsible for all functions that relate to the running of the company. As a third party (IMC) American Carriers ships over two hundred loads per week with various rail roads for our customers.

We support the approval if the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier. They must be comparable in terms of their size, scope and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 1990's two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient utilization and seamless synergies.

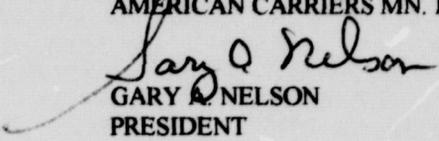
Page 2

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

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

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

SINCERELY:  
AMERICAN CARRIERS MN. INC.

  
GARY A. NELSON  
PRESIDENT



**AMERICAN  
CAST IRON PIPE COMPANY**

AMERICAN CENTRIFUGAL  
AMERICAN DUCTILE IRON PIPE  
AMERICAN FLOW CONTROL  
AMERICAN STEEL PIPE

TRAFFIC DEPARTMENT • P. O. BOX 2727 • BIRMINGHAM, ALABAMA 35202-2727 • TEL: 205/325-7765 • TELEX 5-9736 • FAX: 205/325-8093

WALTER M. BOYCE  
DIRECTOR OF TRAFFIC  
AND TRANSPORTATION

May 14, 1997

**VERIFIED STATEMENT ON BEHALF OF  
AMERICAN CAST IRON PIPE COMPANY**

The Honorable Vernon A. Williams  
Office of the Secretary  
Case Control Branch  
Surface Transportation Board  
ATTN: STB Finance Docket #33286  
1201 Constitution Avenue, N.W.  
Washington, D.C. 20423-0001

My name is Walter M. Boyce and I am Director of Traffic, American Cast Iron Pipe Company. I have held my present position for 33 years. My duties include overall management of the company's Traffic and Transportation Department.

American Cast Iron Pipe Company is a manufacturer of both cast iron and steel pipe with production and distribution of over 600,000 tons annually. We receive an equal amount of raw materials. Our principal facilities are located at Birmingham, Alabama, where we are physically served by BNSF, BS RR, CSXT and NS. During 1996, we moved a total of approximately 15,000 carloads.

I welcome the possibility of increased market access for single line rail service to and from the Northeast which does not now exist. I am pleased that under the proposed mergers the largest markets will be served by at least two rail carriers.

I believe that the proposed merger resulting in 58% NSRR total assets and 42% CSX Transportation total assets is fair and equitable.

The Honorable Vernon A. Williams  
Page 2  
May 14, 1997

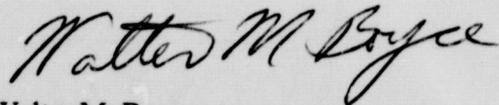
I support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service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

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

#### VERIFICATION

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

Sincerely,



Walter M. Boyce  
Director of Traffic and Transportation

WMB/jwf



# AMERICAN COLD STORAGE

Boonville Division  
888 American Way • P.O. Box 306  
Boonville, IN 47601-0306  
(812) 897-4713 • FAX/897-1687

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

Dear Mr. Williams,

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

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

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

Executed on 5/21/97, 1997.

Sincerely,

*Kenny Bradford*



with locations in Boonville, IN • Louisville, KY • Humboldt, TN • Jackson, TN





**AMERICAN COLLOID COMPANY**

One North Arlington • 1500 West Shure Drive  
Arlington Heights, Illinois 60004-7803 • U.S.A.  
Tel. (847) 392-4600 • Telex: iTT 4330321  
Fax. (847) 506-6199

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

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

VERIFIED STATEMENT OF AMERICAN COLLOID COMPANY  
FINANCE DOCKET NO. 33388

MY NAME IS JOHN G. MAGINOT. I AM VICE PRESIDENT - TRANSPORTATION AND VICE PRESIDENT - INTERNATIONAL SALES. MY BUSINESS ADDRESS IS 1500 WEST SHURE DRIVE, ARLINGTON HEIGHTS, IL. 60004.

AMERICAN COLLOID WOULD LIKE TO GO ON RECORD AS BEING IN FAVOR OF THE PROPOSED ACQUISITION OF CONSOLIDATED RAIL CORPORATION BY NORFOLK SOUTHERN AND CSX TRANSPORTATION. IT IS OUR BELIEF THAT THE PLANNED SPLIT OF THE ASSETS BETWEEN THE TWO PURCHASERS WILL ALLOW FOR CONTINUED RAIL COMPETITION IN THE EASTERN PART OF OUR COUNTRY.

IT IS ALSO OUR BELIEF THAT THIS CASE SHOULD BE HANDLED IN AN EXPEDITED MANNER. THE SOONER THAT THE SITUATION IS RESOLVED, THE SOONER THAT THE SHIPPERS AND THE RAILROADS CAN WORK ON PLANS TO EXPAND THEIR NEW RELATIONSHIPS. WE FEEL THAT IF THE SITUATION IS NOT EXPEDITED, THEN THERE ARE TOO MANY OPPORTUNITIES FOR SERVICE, EQUIPMENT AND OTHER ASSETS TO BE ALLOWED TO DETERIORATE. AS A SHIPPER ON ALL OF THE RAILROADS INVOLVED, WE CAN'T AFFORD TO LET THE SITUATION DETERIORATE.

I, JOHN G. MAGINOT, DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT. FURTHER, I CERTIFY THAT I AM QUALIFIED AND AUTHORIZED TO FILE THIS VERIFIED STATEMENT. EXECUTED THIS 28TH DAY OF APRIL, 1997.

JOHN G. MAGINOT  
VICE PRESIDENT



**AMERICAN COMPRESSED STEEL CORPORATION**

P.O. Box 1817 Cincinnati, Ohio 46201 (513) 879-7080 (513) 879-7086 fax



Verified statement of  
Bruce Post  
on behalf of  
American Compressed Steel Corporation  
STB Finance Docket No. 33388

My name is Bruce Post. I am a Trader for American Compressed Steel Corporation, located in Cincinnati, Ohio. My job duties include buying scrap metal and moving it to steel mills, as well as arranging rail transportation for our scrap metal shipments. I am writing to urge the Board to approve the division of Conrail's assets between CSX and NS. Our company believes the proposed transaction would provide significant benefits to our company.

Our company processes scrap metal for sale to steel mills located within approximately a 200-300 mile radius of our facility. American Compressed Steel owns its own scrap metal yard but also purchases additional scrap metal from other yards. We handle between 2,000 and 2,500 carloads of scrap metals, inbound and outbound, annually on CSX. We are served directly by CSX, and are open to Conrail and Norfolk Southern for reciprocal switching.

American Compressed Steel supports the joint acquisition of Conrail by NS and CSX because it would open new markets for our scrap metal. Specifically, the transaction would allow us to access steel mills currently served by Conrail through new single-line service. We believe that the new single line fees would be more attractive than the joint - line rates currently available, and would make it possible to grow our business.

Stability and reliability of transportation also are critical to our logistics management. We believe that the proposed joint acquisition of Conrail by CSX and NS would maintain consistent, reliable rail service and expand our geographic coverage. We therefore urge the Board to approve the joint application of CSX, NS and Conrail.

I, Bruce Post, declare under penalty of perjury that the forgoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.  
Executed this seventh day of May, 1997.

Bruce Post  
American Compressed Steel Corporation



Verified Statement of behalf of:  
AMERICAN DELIVERY SERVICE CO.  
STB Finance Docket No. 33388

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:

My name is Donald Morgan, and I am Director of Operations of American Delivery Service Company. I have held my present position for five years.

American Delivery Service Company is a shuttle and home delivery service company working with Norfolk Southern. In addition, we work with Atchison Topeka and Santa Fe, Southern Pacific Lines, Kansas City Southern, Union Pacific Railroad etc. at our locations in California, New York, Missouri, Texas, Colorado, Florida, Illinois, Arizona, and Indiana.

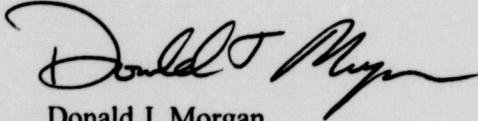
Based upon our experience in working with the various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and the divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads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

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

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

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

Sincerely,

A handwritten signature in cursive script, appearing to read "Donald J. Morgan".

Donald J. Morgan  
Director of Operations  
American Delivery Service Company

# **American Eagle Signworks, Inc.**

**7147 W. 79th St. Burbank, IL 60459**

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

## **VERIFIED STATEMENT OF AMERICAN EAGLE SIGNWORKS, INC. FINANCE DOCKET NO. 33388**

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

**Dear Mr. Williams;**

**My name is James Aten, and I am president of American Eagle SignWorks, Inc., 7147 W. 79<sup>th</sup> Street, Burbank, IL 60459. I have held my present position for four years. My duties include sales, design & overseeing the manufacture of different types of signage.**

**American Eagle SignWorks, Inc. is a commercial signage manufacturer. We work with NS at a number of locations, providing them with signage. We are also involved with many other customers in the trucking and intermodal industry.**

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

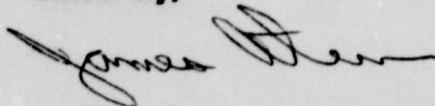
**market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service.**

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

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

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

**Sincerely,**



**James Aten  
American Eagle SignWorks, Inc.**

# AMERICAN ENERGY INCORPORATED



## MARKET EXTENSION

### VERIFIED STATEMENT OF DON M. RICH AMERICAN ENERGY INC.

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

May 6, 1997

Dear Mr. Williams:

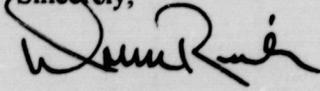
My name is Don M. Rich and I am President of American Energy, Inc. I have held my present position for two and a half years. My duties include profits, supply & sales of propane gas and logistics of rail & track supply. American Energy, Inc. is a wholesale propane company. We have a facility located at Sylva, N.C. This facility is presently being served by Norfolk Southern. We sell to customers located in the southeast U.S. These facilities are located on the lines of Norfolk Southern. During 1996, we received a total of 405 cars from these destinations.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of Norfolk Southern, we would welcome the benefit of increased market access for single-line transportation. Joint line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which Norfolk Southern proposes would be of benefit to us. With single line service, I believe our facility would be able to compete in these markets with other companies enjoying single-line service into the Northeast. We have used Norfolk Southern for several years and have been satisfied with their service. We are confident that they would be able to provide good service and also be more truck competitive on any Conrail lines which they acquire. Our service has been excellent with Norfolk Southern, In fact so much so that we are considering moving our Aberdeen, N.C. Terminal to a Norfolk Southern served site.

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

I, Don M. Rich, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 6, 1997.

Sincerely,

A handwritten signature in black ink, appearing to read "Don M. Rich", written in a cursive style.

Don M. Rich  
President  
American Energy, Inc.

# *American Extrusions, Inc.*

May 21, 1997

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

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

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

Dear Mr. Williams:

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

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

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

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

STB FD 33388 6-23-97 A 180274V4B 3/13

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

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

We support the proposed purchase of Conrail by Norfolk Southern and CSX. Since our facility is located on the lines of Norfolk Southern, we would welcome the benefit of increased market access for single line rail transportation. We have used Norfolk Southern for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any Conrail lines which they acquire.

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

Sincerely,

AMERICAN EXTRUSIONS, INC.

Robert W. Neuls  
President

RWN:cw

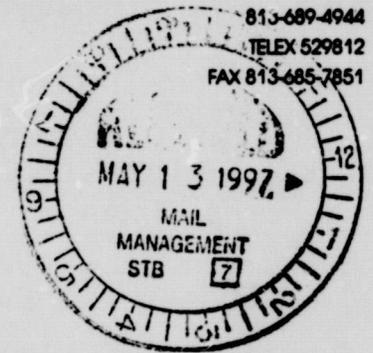
VERIFICATION

I, Robert W. Neuls, declare under penalty 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.



Robert W. Neuls

AMERICAN/FERTILIZER/EXCHANGE  
220 W. Brandon Boulevard, Suite 201  
Brandon, FL 33511-5116



May 9, 1997

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

Verified Statement

Re: STB Finance Docket No. 33388

Dear Secretary Williams:

My name is Robert R. Taliaferro. I am President and Owner of American Fertilizer Exchange, Inc. headquartered in Brandon Florida. AFE is one of the largest resellers of phosphates with customers throughout the United States.

Our opinion is that the joint acquisition of Conrail by CSX and NS would be in the best interest of customers in terms of cost efficiency and timely deliveries. The flow of rail traffic should become easier to manage and to trace cars. We strongly support the joint acquisition contract.

I, Robert R. Taliaferro, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I'm qualified to file this verified statement.

Sincerely,

Bob Taliaferro  
President

CC: Bruce Curtis, CSX Transportation

**AFE**  
AMERICAN/FERTILIZER/EXCHANGE

# **HONDA**

**AMERICAN HONDA MOTOR CO., INC.**  
1919 Torrance Boulevard • Torrance, CA 90501-2746  
(310) 783-2000

**Verified Statement  
on behalf of  
American Honda Motor Co., Inc.**

**Finance Docket No. 33388**

My name is Gerald R. Bengtson, and I am Vice President of Distribution and Logistics of American Honda Motor Co., Inc. I have held my present position for 9 years. My duties include responsibility for planning and physical distribution of all finished automobiles imported into or produced in the United States as well as shipments of exported vehicles to over 48 different countries.

American Honda Motor Co., Inc. is a sales and distribution company and is the exclusive distributor of Honda products in the United States. Import and export automobile volumes exceed 840,000 units per year. Honda and Acura retail dealers represent a network of approximately 1,300 locations in 50 states. American Honda Motor Co., Inc. also sells and distributes Honda motorcycles, ATV's, power equipment and Honda engines. Combined annual sales of Honda products exceeds \$18 billion.

We have facilities located at Ohio Distribution Center, 24500 Honda Parkway, Marysville, OH 43040 and East Liberty Distribution Center, 23901 Rogers Road, Raymond, Oh 43067. These facilities are presently served by Conrail. From these facilities we distribute to our 1,300 retail dealers in the 50 states and east and west coast export ports. These facilities are located on all the major rail lines of the United States. During 1996, we shipped 34,300 tri-level rail carloads from Marysville/East Liberty to dealers in U.S..

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint

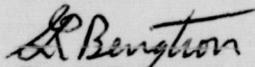
application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the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

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

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

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

Sincerely,



Gerald R. Bengtson  
Vice President  
Auto Distribution & Logistics  
American Honda Motor Co., Inc.



# AMERICAN INDUSTRIES, INC.

AMERICAN WAY  
412-981-4100

SHARON, PA 16146  
FAX 412-981-5032

April 1997

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

## VERIFIED STATEMENT

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

Dear Secretary Williams:

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

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

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

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

Donald E. Needler  
President & C.E.O.  
American Industries, Inc.



**VERIFIED STATEMENT OF  
AMERICAN ISUZU MOTORS INC.**

My name is Jack C. McKinney, II, and I am the Vehicle Logistics Manager for American Isuzu Motors Inc. located at 2300 Pellissier Place, Whittier, California, 90608. My responsibilities include overseeing the movement of approximately 120,000 Isuzu finished vehicles to approximately 800 dealer locations. To accomplish this, I administer all activities with our transportation vendors, both rail and truck, including contract negotiations.

In order to distribute our finished vehicles, American Isuzu Motors Inc. relies heavily on the U.S. rail network. Over 66% of our products begin their journey to our automobile dealers on rail. We have rail shipping facilities in Lafayette, Indiana (served by Norfolk Southern with reciprocal switching rights to Conrail and CSXT); Shreveport, Louisiana (served by the Union Pacific); Janesville, Wisconsin (served by the Union Pacific); Tacoma, Washington (served by the Tacoma Municipal Belt Line); National City, California (served by BNSF); Blount Island, Florida (served by CSXT); and Curtis Bay, Maryland (served by CSXT). From these locations, we rail to twenty-nine (29) automobile unloading facilities throughout the U.S. for the truck movement of our vehicles to local dealers. These facilities are located on the Norfolk Southern, Conrail, CSXT, BNSF, Union Pacific and Florida East Coast railroads. For the calendar year of 1996, we shipped over 6,800 bi-level railcar loads of vehicles. Our 1996 calendar year rail costs exceeded \$16,900,000.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail and then divide the assets and trackage of Conrail. This division of Conrail has been explained to us by CSX and Norfolk Southern and will be described in the joint application of CSX and Norfolk Southern to control Conrail.

We believe there is a distinct need for two competing railroads, of comparable scope and size, in the Northeast which own their own track and facilities. For too long, rail customers have had the service of only one carrier in the Northeast. As a result, we believe this area of the U.S. has lacked the competitive infrastructure to warrant improvements in service and price.

We urge the Surface Transportation Board (STB) to expeditiously review and approve the joint application of CSX and Norfolk Southern to acquire Conrail as quickly as possible so that we may enjoy the expected benefits and economics from this transaction.

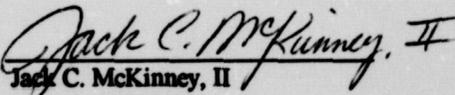
Sincerely,

Jack C. McKinney, II  
Vehicle Logistics Manager  
American Isuzu Motors Inc.

**VERIFICATION**

I, Jack C. McKinney, 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 on May 5, 1997.

  
Jack C. McKinney, II



Producers of the World's  
Finest Pasta

AMERICAN ITALIAN PASTA COMPANY  
1000 Italian Way  
Excelsior Springs, MO 64024, USA  
(816) 630-6400 • Fax: (816) 630-6416

**VERIFIED STATEMENT OF  
AMERICAN ITALIAN PASTA COMPANY**

**My name is David B. Potter, and I am Vice President of American Italian Pasta Company. I have held my present position for four years. My duties include purchasing, materials management and railroad transportation.**

**American Italian Pasta Company is the third largest and fastest growing producer of dry pasta products in North America. We have facilities located at Columbia, South Carolina and Excelsior Springs, Missouri. These facilities are presently served by NS. We distribute our products nationwide, and these facilities are located on the lines of BN, CPR, CR, CSX and NS. During 1996 we shipped or received over 2,000 grain railcars, and the equivalent of 6,600 trucks of pasta products. We continue to pursue additional shipping opportunities for intermodal and boxcar movements to the Northeast markets, in particular.**

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

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

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

Sincerely,

David B. Potter  
Vice President



## American Lumber Company

April 1997

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

### VERIFIED STATEMENT

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

Dear Secretary Williams:

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

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

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

I, Mark A. Bartoe, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 5 day of May, 1997.

Mark A. Bartoe  
American Lumber Company



May 7, 1997

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

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

Dear Secretary Williams:

My name is David Beesley. I am the Controller for the American Paper Recycling Corporation, located in Northlake, Illinois. My company has been doing business for 57 years. I am writing to express my company's support for the CSX and NS application to acquire Conrail. We request the Surface Transportation Board to approve it as quickly as possible.

American Paper Recycling Corporation ships waste paper for recycling. We receive about 20 rail cars of waste paper every month. The railroads we use are CW and UP. We also use trucks and barges.

The most important consideration for us at American Paper Recycling is getting our product to our customers on time. For this reason, we support the acquisition of Conrail. We hope that it will lead the carriers to utilize their equipment more efficiently, enhancing their capacity to meet their customers' needs.

In sum, the American Paper Recycling Corporation supports the application to acquire Conrail and requests the Board to move as expeditiously as possible to assure its approval.



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

Executed this 7th day of May, 1997.

Sincerely,

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

David Beesley



901 East Eighth Avenue  
King of Prussia, PA 19406  
Phone: (610) 337-1100  
Fax: (610) 337-2471

Charles M. Van Sickle  
Corporate Traffic Manager

May 8, 1997

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

Verified Statement

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

Dear Secretary Williams:

My name is Charles M. Van Sickle and I am Corporate Traffic Manager for American Premier, Inc., with offices at 901 East Eighth Avenue, King of Prussia, PA 19406. In this capacity, I am responsible for all logistics activities of the company, including Premier Refractories and Chemicals, American Minerals, Premier Services Corporation and Premier Industrial Products. The logistic function includes pricing, freight negotiations, site selection, customer service, and coordination of all movements to and from American Premier's facilities.

American Premier is a diversified manufacturer of refractory products for the aluminum, cement, copper, glass and steel industries; chemicals for waste water treatment, heavy metal precipitation, sewer coatings, animal feed and SO<sup>2</sup> scrubbers; mineral products for the agricultural industry, soil remediation and raw materials for ferrous and non-ferrous industries.

In the conduct of its operations, the company uses extensively rail, motor carrier, barge and vessel transportation for the movement of its inbound raw materials and the outbound movement of its finished products. We have facilities and/ or major suppliers that are served by CSX Transportation, Conrail and Norfolk Southern under all possible scenarios via; single-line (open and closed), joint-line; through switch lines and transload operations.

Vernon A. Williams  
May 8, 1997  
Page 2

American Premier strongly believes that the proposed joint acquisition of Conrail by CSX and NS is in its best interests and will enable us to better serve our customers. Our beliefs are founded in the following:

1. The joint acquisition of Conrail by CSX and NS is a win-win transaction for both the carriers and customers served. CSX will provide seamless transition of management styles and objectives with respect to those Conrail lines it will operate. The combination of CSX and Conrail operations will yield both new competitive services and rates which neither railroad can offer on its own.
2. CSX's and NS's expanded systems will be able to provide coordinated single-line service to more major markets in the northeast. Rail service between the South and East-Northeast has historically been slow, inefficient and overpriced on joint-line traffic. After the acquisition, CSX will be able to provide greater market coverage and greater opportunity to provide faster, more reliable and cost competitive service to a wider base of customers and our own facilities.
3. Transportation services and companies must move forward into the global economy and offer world-wide competition. After acquiring Conrail lines, CSX, together with ACBL and Sealand, will be capable of providing global services unlike any other carrier. American Premier purchases and competes in both the domestic and international marketplace. The proximity of plants to ports in the U.S. often leaves us at a distinct disadvantage in competing with both European and Far East producers where ports are closer and transportation services are often seamless. We feel that CSX's increased access to eastern ports (New York and New Jersey) will enable us to develop new services and expand our global export opportunities.

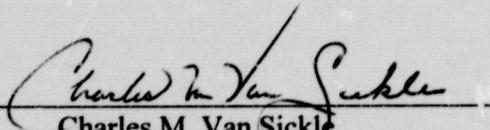
Vernon A. Williams

May 8, 1997

Page 3

In summary, American Premier, Inc. supports the joint application of CSX and NS to acquire Conrail and urges the Board to approve the proposed transaction giving my company greater market penetration through single-line service and competitive pricing to, from and within the eastern United States.

I, Charles M. Van Sickle, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement executed on May 8, 1997.

  
\_\_\_\_\_  
Charles M. Van Sickle  
Corporate Traffic Manager

CMV/ecs



901 East Eighth Avenue  
King of Prussia, PA 19406  
Phone: (610) 337-1100  
Fax: (610) 337-2471

Charles M. Van Sickle  
Corporate Traffic Manager

May 30, 1997

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

Verified Statement

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

Dear Secretary Williams:

My name is Charles M. Van Sickle and I am Corporate Traffic Manager for American Premier, Inc., with offices at 901 East Eighth Avenue, King of Prussia, PA 19406. In this capacity, I am responsible for all logistics activities of the company, including Premier Refractories and Chemicals, American Minerals, Premier Services Corporation and Premier Industrial Products. The logistic function includes pricing, freight negotiations, site selection, customer service, and coordination of all movements to and from American Premier's facilities.

American Premier is a diversified manufacturer of refractory products for the aluminum, cement, copper, glass and steel industries; chemicals for waste water treatment, heavy metal precipitation, sewer coatings, animal feed and SO<sup>2</sup> scrubbers; mineral products for the agricultural industry, soil remediation and raw materials for ferrous and non-ferrous industries.

In the conduct of its operations, the company uses extensively rail, motor carrier, barge and vessel transportation for the movement of its inbound raw materials and the outbound movement of its finished products. We have facilities and/ or major suppliers that are served by CSX Transportation, Conrail and Norfolk Southern under all possible scenarios via; single-line (open and closed), joint-line; through switch lines and transload operations.

Vernon A. Williams  
May30, 1997  
Page 2

American Premier strongly believes that the proposed joint acquisition of Conrail by CSX and NS is in its best interests and will enable us to better serve our customers. Our beliefs are founded in the following:

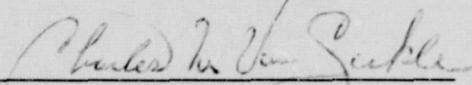
1. The joint acquisition of Conrail by CSX and NS is a win-win transaction for both the carriers and customers served. CSX will provide seamless transition of management styles and objectives with respect to those Conrail lines it will operate. The combination of CSX and Conrail operations will yield both new competitive services and rates which neither railroad can offer on its own. The NS acquisition of portions of Conrail will provide the balance needed in the Northeast for competitive service.
2. CSX's and NS's expanded systems will be able to provide coordinated single-line service to more major markets in the northeast. Rail service between the South and East-Northeast has historically been slow, inefficient and overpriced on joint-line traffic. After the acquisition, CSX and NS will be able to provide greater market coverage and greater opportunity to provide faster, more reliable and cost competitive service to a wider base of customers and our own facilities.
3. Transportation services and companies must move forward into the global economy and offer world-wide competition. After acquiring Conrail lines, CSX, together with ACBL and Sealand, will be capable of providing global services unlike any other carrier. American Premier purchases and competes in both the domestic and international marketplace. The proximity of plants to ports in the U.S. often leaves us at a distinct disadvantage in competing with both European and Far East producers where ports are closer and transportation services are often seamless. We feel that CSX's increased access to eastern ports (New York and New Jersey) will enable us to develop new services and expand our global export opportunities.

Vernon A. Williams  
May 30, 1997  
Page 3

4. Norfolk Southern's acquisition of roughly 58% of Conrail will meet our needs to have competition in the Northeast. NS will be capable of providing not only price competition but equipment availability, increased market access and reduced transit times to our customers. NS has demonstrated a willingness to invest in equipment, upgrade track and facilities and provide first class service in their current markets. We firmly believe they will bring this management style to the acquired portion of Conrail and set the service standard in the Northeast.

In summary, American Premier, Inc. supports the joint application of CSX and NS to acquire Conrail and urges the Board to approve the proposed transaction giving my company greater market penetration through single-line service and competitive pricing to, from and within the eastern United States.

I, Charles M. Van Sickle, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement executed on May 30, 1997.



---

Charles M. Van Sickle  
Corporate Traffic Manager

CMV/ecs

## VERIFIED STATEMENT

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

RE: STB Finance Docket No. 33388

Dear Secretary Williams:

My name is Ed Kennedy. I am the General Manager of American RRT Fiber Supply, L.P. My office address is 2904 Ellsworth Street, Philadelphia, PA 19146. In my position, I am responsible for planning and coordinating the transportation strategy of our outbound recyclable paper. I have been in my current position for 7 years. I am writing to offer my company's strong support for the proposed acquisition of Conrail by CSX and Norfolk Southern and to urge the Board to approve it promptly.

American RRT Fiber Supply, L.P. is a large shipper of recyclable paper. We ship recyclable paper to numerous receivers throughout the United States and Mexico. We ship approximately 200 carloads annually of recyclable paper from our Philadelphia facility, which is served by CSX Transportation.

American RRT Fiber Supply, L.P. believes that the proposed transaction would be in our best interests, as well as the interest of our customers. We strongly urge the Board to approve this application for the reasons detailed below:

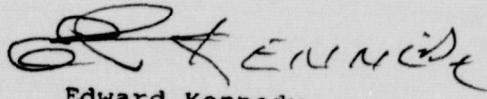
1. We believe that the transaction will produce better service to our shipping destinations throughout the United States and Mexico. The enhanced CSX system will be able to take advantage of a larger pool of locomotive power and crews, which would minimize the number of delays created by such shortages. This would improve the transit time of our shipments.

Vernon A. Williams  
Date  
Page 2

- 2. We also expect that we would see an improvement in the local switching service that we receive in Philadelphia because of the increased pool of equipment and crews that the transaction would produce.

In conclusion, we feel that the proposed transaction would improve our rail service. We request that the Board move as expeditiously as possible to assure approval.

I, Edward Kennedy, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this letter of support. Executed this \_\_\_ day of \_\_\_, 1997.

  
Edward Kennedy

# **AMERICAN SHIPPER**

**TRANSPORTATION SERVICES**

**VERIFIED STATEMENT OF  
AMERICAN SHIPPER  
FINANCE DOCKET NO. 33388**

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

**Dear Mr. Williams;**

**My name is Pilar Gilbert, and I am Vice President of American Shipper located at 6219 Gilbert Rd., Laredo, Texas 78041. American Shipper provides third party transportation services. Broker authority was granted by the Interstate Commission under MC 281698. Primary market coverage for American Shipper's operations involves shipping to or from Mexico.**

**My duties include responsibility for rail and intermodal transportation, as well as by motor carrier. Significant lanes are California and east of the Mississippi River.**

**It is my understanding that CSX and NS intent to file an application to control Conrail and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service will help meet our needs throughout the area now served by Conrail.**

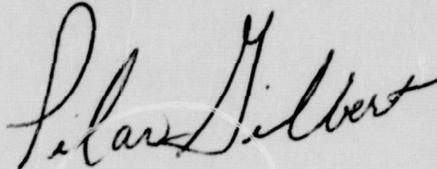
**The opening of the Conrail territory to two railroads of comparable size, each with their own tracks and terminals will provide for competitive service and pricing not presently available.**

In addition to the competitive reasons stated, we would look forward to the extension of NS service into the northeast. Capital investments by NS in its intermodal facilities and service are well known in the industry as well as its commitments to growth and service. We are impressed with NS commitment to safety as evidenced by winning the railroad industry's top safety award for the eighth consecutive year.

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

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

Sincerely,

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

Pilar Gilbert  
Vice President  
American Shipper

# AMERICAN STUD CO.

P. O. BOX 128

OLNEY, MONTANA 59927

PHONE: 406-881-2311

FAX# 881-2323



May 15th, 1997

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

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

Dear Secretary Williams,

This letter will serve to express the support of the American Stud Company for the proposed acquisition of Conrail by Norfolk Southern and CSX.

Our company's address is P.O. Box 128, Olney, Montana. 59927-0128. We manufacture lumber and have been in business for 50+ years. I serve as the company's superintendent, and am familiar with our transportation operations. We ship about 80 million feet of lumber a year using Burlington Northern/ Santa Fe, and also use trucks for shipping as well as for receiving raw lumber.

Although it might seem that we would not be directly impacted by this proposed merger, we believe the plan will promote better rail service nationwide. More direct routing will mean that CSX, for example, will be able to by-pass Chicago, which is usually congested, by interchanging trains with the two major western carriers.

CSX estimates that it can cut transit time to Union Pacific and BNSF destinations by at least one day. Even one day is a tremendous savings in terms of both time and money for shippers.

Better routing also means more efficient handling which is extremely important on cross-country hauls. Both carriers will also be able to provide better information on shipment locations as a result of real-time information systems that will be implemented as a result of the proposal. Again, this is important for long hauls.

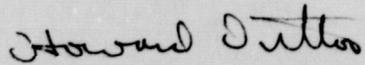
Additionally, the single line service this plan will bring will mean less dependence on truck-freight. This reliance on trucks is a problem here in the Far West, and more rail options are needed. This proposal can help make those options more available.

We urge the Surface Transportation Board take quick action to approve this proposal. It is a plan that is good for everyone involved.

Thank you giving us the opportunity to comment.

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

Sincerely,

A handwritten signature in cursive script that reads "Howard Dutton".

Howard Dutton  
Superintendent



# **American Sweeteners, Inc.**

MAIN LINE INDUSTRIAL PARK, LEE BOULEVARD, FRAZER, PA. 19355 (215) 647-2905

Raymond J. McCormick, Jr.  
Chairman

May 23, 1997

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

## VERIFIED STATEMENT

Dear Secretary Williams:

I am writing you to express my strong support for the proposed acquisition of Conrail by CSX and Norfolk Southern and urge the Board to approve it promptly.

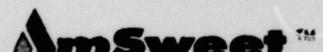
I have been the Chairman of American Sweeteners for twelve years and have worked closely with Conrail's Food and Agricultural Group since the company was formed.

American Sweeteners is a processor and distributor for industrial food sweeteners. Ninety percent of the product we buy is shipped by rail from refineries located in the Southern and Midwestern parts of the country.

The principle advantages of the proposed transaction for us will be improved service and reduced cost resulting from single line service and better equipment utilization. We will expect better access to single line service from the enhanced CSX and Norfolk Southern systems.

Again, American Sweeteners supports the application of CSX, Norfolk Southern, and Conrail and asks that the Board move as quickly as possible to assure approval. We feel this will lead to better service, improved operating efficiencies and will promote the growth of rail traffic in the East.

134

**AmSweet™**  
FOOD SWEETENERS

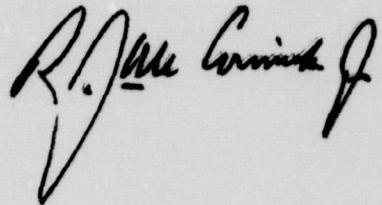
Mr. Vernon A. Williams

-2-

May 23, 1997

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

Sincerely,

A handwritten signature in black ink, appearing to read "R. McCormick, Jr.", written in a cursive style.

# American Sweeteners, Inc.

MAIN LINE INDUSTRIAL PARK, LEE BOULEVARD, FRAZER, PA. 19355 (215) 647-2905

Raymond J. McCormick, Jr.  
Chairman

May 22, 1997

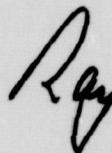
John Q. Anderson  
Executive Vice President  
Sales & Marketing  
CSX Transportation  
500 Water Street -J120  
Jacksonville, FL 32202

Dear John;

Enclosed is a revised copy of our letter to the STB that brings our previous letter up to date.

The current CSX-NS proposal has our full support and we are glad to do what we can to help move things along.

Sincerely,



136

**AmSweet™**  
FOOD SWEETENERS



May 16, 1997

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

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

Dear Mr. Williams:

My name is Robert L. Trobaugh and I am Director of Distribution for American Water Heater Company with its headquarters located in Johnson City, Tennessee. I have held my position for 1 year. My duties include all responsibilities for incoming raw materials and outbound finished products. All types of transportation are included.

American Water Heater Company is a major manufacturer of water heaters in the United States. We receive shipments from vendors throughout the U.S. and one of our major inbound products, coiled steel, originates in the Conrail served area of the east. We ship our water heaters throughout the U.S.

Our steel processing plant, located in Knoxville, Tennessee, is served by Norfolk Southern Railway and our water heater manufacturing facility, located in Johnson City Tennessee, is jointly served by NS and CSX. We would welcome the benefit of increased market access for single-line rail transportation for our inbound materials and outbound finished products.

We believe the acquisition of Conrail by NS and CSX will promote competition in the Northeast which has been dominated by one rail carrier for many years and expanded single-line service will only benefit shippers with lower rates and improved transit times.

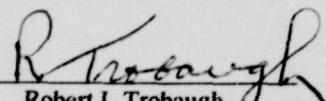
For all the reasons described above, I support the application of NS and CSX to acquire Conrail.

VERIFICATION

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

Executed this 16 day of MAY 1997.

Signature

  
Robert L. Trobaugh



**American  
Welding & Tank Co.**

111 TANK ROAD • P.O. DRAWER 1113 • JESUP, GA 31545  
TELEPHONE (912) 427-7711 • FACSIMILE (912) 427-7770



5-20-97

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

VERIFIED STATEMENT OF J.T. MERCER  
AMERICAN WELDING AND TANK COMPANY

MY NAME IS JAMES T. MERCER. I AM VICE PRESIDENT OF BUSINESS DEVELOPMENT AND MANUFACTURING FOR AMERICAN WELDING AND TANK COMPANY, JESUP, GA. I HAVE HELD MY PRESENT POSITION FOR TEN YEARS. MY DUTIES INCLUDE RESPONSIBILITY FOR ALL MANUFACTURING OF PROPANE GAS TANKS IN THIS FACILITY AND TWO OTHERS IN BLOOMFIELD, IOWA, AND SALT LAKE CITY, UTAH.

DEAR MR. WILLIAMS,

IN FEBRUARY, I WROTE YOU SUPPORTING NORFOLK SOUTHERNS' PURCHASE OF CONRAIL. UNFORTUNATELY, THEY WERE NOT SUCCESSFUL, BUT THEY DO SHARE IN THE DIVISION OF CONRAIL.

I AGREE STRONGLY WITH THE DIVISION OF CONRAIL BY NORFOLK SOUTHERN AND CSXT. THIS WILL INSURE A STRONG COMPETITIVE ENVIRONMENT IN THE NORTH EAST, AN ENVIRONMENT THAT HAS NOT EXISTED BEFORE.

AMERICAN WELDING AND TANK COMPANY WILL HAVE ACCESS TO NEW SUPPLIERS. WITH THESE NEW SUPPLIERS, OUR EFFORTS WILL BE AIMED AT BETTER PRICING FROM OUR OTHER VENDORS.

I, JAMES T. MERCER, DECLARE UNDER PENALTY 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,

*James T. Mercer*

JAMES T. MERCER  
VICE PRESIDENT BUSINESS DEVELOPMENT  
AMERICAN WELDING AND TANK COMPANY

JTM/scm

Verified Statement  
of  
Thomas W. Livingston on Behalf of AmeriGas Propane, L.P.

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

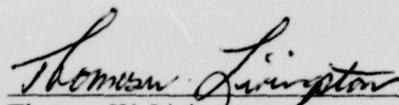
I am Thomas W. Livingston, Manager of Rail & Pipelines, of AmeriGas. Amerigas is located at 11757 Katy Freeway, Suite 1430, Houston, Texas, 77079. I have served AmeriGas in my present position for sever. (7) months. My experience in this field includes thirty (30) years of rail experience as a shipper. Positions held have been tracing clerk, rate analyst, assistant traffic manager, and consultant to shippers of Oil Country Tubular Goods and Liquefied Petroleum Gas.

Amerigas has been in the business of retailing propane for forty-one (41) years. Amerigas receives approximately 6900 tank cars per year via rail. These shipments originate at various gas plants and oil refineries throughout the USA and Canada. Our products are shipped via rail to points in the USA and Alaska. These shipments flow over all class one and two rail carriers in the USA.

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

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

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

  
\_\_\_\_\_  
Thomas W. Livingston

cc: CSX Transportation

TWL:mmb

# AMERIPOL SYNPOL CORPORATION

P.O. BOX 667  
1215 MAIN STREET  
PORT NECHES, TEXAS 77651

May 2, 1997

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

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

My name is M. L. McClintock, Traffic Manager for Ameripol Synpol Corporation located at 1215 Main Street, Port Neches, Texas. As Corporate Traffic Manager for ASC, I am responsible for the purchase of all transportation modes including ocean, motor and rail. Ameripol Synpol Corporation is a major producer of synthetic rubber and is the largest styrene butadiene rubber (SBR) manufacturing plant in the world.

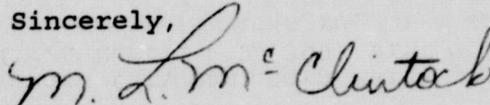
Our rail shipments originate on the Kansas City Southern Railway with average yearly volume of one thousand two hundred (1,200) sixty (60') foot rail boxcars moving to synthetic rubber consumers in various locations in the United States and Canada.

The acquisition and division of Conrail by NS and CSX as explained to me and described in its application meets our competitive expectations and needs. Dependable service and minimum transit time is of great importance to our rail shipments.

Experience has taught that efficient single-line service to more destinations with fewer interchanges make shipments easier to track, result in less damage and fewer mishandling of railcars. Recognizing the need for strong competitive railroads which own their own track and facilities compels ASC to support the acquisition of Conrail by CSX and Norfolk Southern.

I, M. L. McClintock, declare under penalty of perjury that the foregoing is true and correct. Further, that I am qualified and authorized to file this verified statement. Executed the 6<sup>th</sup> day of May 1997.

Sincerely,



M. L. McClintock  
Traffic Manager

WBV:MLM:ldc (7014.MLM)

# AMERIPOL SYNPOL CORPORATION

P.O. BOX 667  
1215 MAIN STREET  
PORT NECHES, TEXAS 77651

May 8, 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
12th & Constitution Ave. N.W.  
Washington, D.C. 20423-0001

Dear Secretary Williams:

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

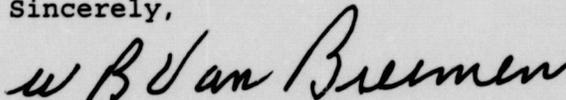
My name is W. B. Van Breemen. I am employed as Traffic Consultant for Ameripol Synpol Corporation located at 1215 Main Street, Port Neches, Texas 77651. Ameripol Synpol Corporation has been in business at this location for the past fifty-five (55) years and is the largest producer of styrene butadiene rubber (SBR) in the world.

Our rail shipments average 1,200 sixty foot (60') boxcars per year. Shipments originate on the Kansas City Southern Railway routed to various synthetic rubber consumers in the United States and Canada. Shipments to many destinations move via CSX and NS. Other shipments move motor and intermodal as well as export container shipments worldwide.

We strongly support the CSX and NS application to acquire Conrail and urge the members of your Board to approve this application. As a major rail shipper, our concern is having railcars available when we need them. The proposed acquisition of CSX and NS should result in a bigger railcar fleet, provide single-line service to more destinations with fewer interchanges, make shipments easier to track and result in less damage and mishandling of railcars. For these reasons, we support the CSX and NS application.

I, W. B. Van Breemen, declare under penalty of perjury that the foregoing is true and correct. Further, that I am qualified and authorized to file this verified statement executed this 8th day of May 1997.

Sincerely,



W. B. Van Breemen  
Traffic Consultant

WBVB:ldc (7036.WBV)

May 28, 1997 TO: ROD JACKSON



AMERISCAPE INC.

How's this?

P.O. BOX 439 • HARBOR SPRINGS, MI 49740

May 28, 1997

(616) 526-5131  
FAX (616) 526-0120VERIFIED STATEMENT OF  
AMERISCAPE, INC.  
FINANCE DOCKET NO. 33388

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

Dear Mr. Williams;

My name is Kenny Grant and I am President of Ameriscape, Inc.. I have held my position for 7 years. My duties include managing all intermodal shipments.

Ameriscape, Inc. is a volume supplier of bagged mulch products shipped throughout the continental United States, Ontario and the U.S. Virgin Islands. We make extensive use of the intermodal system and have shipped thousands of truckloads over the past couple of years.

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

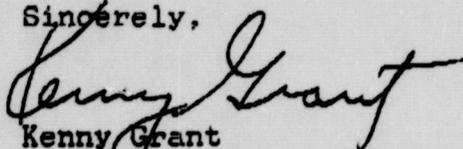
In addition to the competitive reasons stated above, my company would welcome the extension of NS service to the northeast. NS's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service. Further, we have been impressed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

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

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

Executed on May 28, 1997.

Sincerely,



Kenny Grant  
President  
Americascope, Inc.

**VERIFIED STATEMENT**  
**on behalf of**  
**J. L. McLendon**  
**AMERISTEEL CORPORATION**  
**FINANCE DOCKET NO. 33388**

My name is J. L. McLendon, and I am Transportation Director of AmeriSteel Corporation. I have held my present position for 25 years. My duties include the direct control and direction of both inbound and outbound freight to and from all AmeriSteel plants and to company customers via rail, truck and water.

AmeriSteel Corporation operates four minimills located in the southeastern United States that produce steel concrete reinforcing bar ("rebar"), merchant bars, and rods. The Company also operates the largest rebar fabricating group in the U.S. Rebar is used primarily for strengthening concrete in highway and building construction and other construction applications. Merchant bars and light structural shapes ("merchant bars"), which include rounds, squares, flats, angles and channels, are used in a wide variety of applications including floor and roof joists, transmission towers, and farm equipment. Rods are used in a variety of applications, including the manufacture of welded wire fabric and nails.

We have facilities located at the following rail stations:

**Mill Plants**

Baldwin, FL  
Croft, NC  
Carroll, TN  
Knoxville, TN

**Serving Carrier**

CSXT  
NS  
NS-CSXT  
NS-CSXT

**Fabricating Plants**

Dania, FL  
S. Jacksonville, FL  
Plant City, FL  
Duluth, GA  
Avoca, KY  
W. Charlotte, NC  
S. Raleigh, NC  
Aiken, SC  
Nashville, TN  
Collierville, TN  
St. Albans, WV  
Harahan, LA  
Caskey, SC  
Paragould, AR

**Serving Carrier**

CSXT  
FEC  
CSXT  
NS  
CSXT  
CSXT  
NS  
NS  
NS  
CSXT  
NS  
CSXT  
IC  
NS  
UP

During 1996, we received 8192 inbound carloads of scrap metal at our four steel mills from 163 shippers in the eastern and midwestern part of the U. S. Almost 100% of these cars were received from CSXT or Norfolk Southern origins or short line carriers that connect only with one of these carriers due to CSXT and Norfolk Southern's reluctance to participate in joint-line scrap metal rates.

Also, during 1996, our four steel mills shipped 5667 carloads in gondolas and flat cars that originated on the NS or CSX to destinations in the eastern and midwestern parts of the United States, including destinations served by Conrail.

Listed below are destinations to which we have shipped in recent years or where potential customers are located that include Conrail in the routing:

| State | Cities      |              |              |          |      |
|-------|-------------|--------------|--------------|----------|------|
| CT    | E. Hartford | New Haven    | Wallingford  |          |      |
| DE    | Wilmington  |              |              |          |      |
| IL    | Greenville  |              |              |          |      |
| IN    | Muncie      | Indianapolis |              |          |      |
| MA    | Westfield   |              |              |          |      |
| MD    | Baltimore   |              |              |          |      |
| MI    | Lansing     |              |              |          |      |
| NJ    | Elizabeth   | Keasbey      | Perth Amboy  |          |      |
| NY    | Rochester   | Syracuse     | Woodard      |          |      |
| OH    | Columbus    |              |              |          |      |
| PA    | Bethlehem   | Middlesex    | Milton       | Ambridge | Bath |
| PA    | Carlisle    | New Columbia | Philadelphia | York     |      |
| RI    | Pawtucket   |              |              |          |      |

Since our four steel mills are served by either the NS or CSXT, or both, only joint line service is available to the above destinations at higher per ton mile rates than is applicable to single line destinations on the NS and CSXT. On inbound scrap metal, joint line rates with Conrail are rarely available.

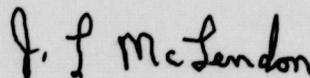
During my forty-three years in the transportation business as both a railroad employee and a customer, I have been involved in and observed a large number of railroad mergers. As a result of these mergers, the merged companies' costs were reduced and their customers benefited from lower rates, improved transit time and better car supply.

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

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

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

Sincerely,



J. L. McLendon  
Transportation Director

MAY 14TH, 1997

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

RE: Verified Statement of Ampro Products, Inc;  
Proposed CSX/NS/Conrail Transaction; STB  
Finance Docket No. 33388

Dear Secretary Williams:

My name is Scott DuChette. I am the president of Ampro Products in Gainesville, Georgia. Our office is at 2305 O'Kelly Road, Gainesville, GA 30507. I have been president of Ampro since June 1989. We are in the protein blending business and we ship our products all over the country and into the export market. I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and Norfolk Southern and to urge the Board to approve it promptly.

We have a very diverse customer base and our business is steady throughout the year. We have two plants which run 24 hours a day for 5 days a week. Our Gainesville, GA plant is on the CSX and our Pickensville, AL plant is on the Burlington Northern. We rely on the railroad to provide us with a lot of our raw supply. Our export containers are shipped by intermodal.

Ampro Products believes that the proposed acquisition of Conrail by CSX and Norfolk Southern would be in our best interests as well as the interests of our customers. We strongly urge the Board to approve this application. We feel that the acquisition would improve service, enhance efficiency and promote the growth of rail traffic in the East.

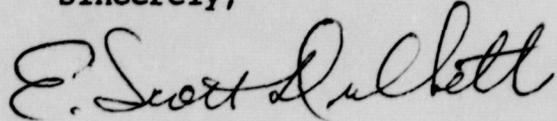
Vernon A. Williams

MAY 14TH, 1997

Page 2

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

Sincerely,



E. Scott DuChette  
President  
Ampro Products, Inc.

**VERIFIED STATEMENT OF  
ROY M. DELAO  
ON BEHALF OF  
AMSER LOGISTICS, INC.**

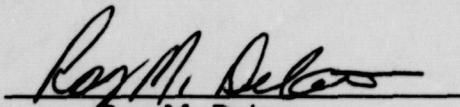
**My name is Roy M. Delao, and I am President of AMSER Logistics, Inc. domiciled at 3010 LBJ Freeway, Suite 717, Dallas, Texas 75234. I am authorized to furnish this statement of support for the contemplated joint acquisition of Conrail by CSX and Norfolk Southern. AMSER provides third-party logistics service, including those related to products moving via rail. Among the customers we serve are American Minerals Corporation, King of Prussia, PA; Arizona Chemical Company, Panama City, FL; DuPont, Wilmington, DE; Elf Atochem U.S.A., Philadelphia, PA; F&S trading, International, New York, New York; Pine Derivatives Marketing, Wilmington, DE; RGC USA Minerals, Inc., Titen, FL; and many others. We also provide logistics services to several companies located in Mexico which buy raw materials or sell finished goods from or to companies located on sites east of the Mississippi River.**

**The services AMSER Logistics provides its customers range from simple shipment coordination to total supply chain management, including freight payment. The products we handle include steel, machinery, minerals, chemicals, plastic products, and even textiles.**

We support the proposed transaction due to the potential benefits it could bring. The enhanced CSX and Norfolk Southern systems would be better able to provide single-line service to points which currently involve a joint haul. The enhanced systems would also be able to effect economies of scale with people, equipment, technology, and financial resources. The more efficient coordination of points of interchange and terminal yards would be yet another benefit. And, of course, the increased competition in the railroad industry - not only in the eastern corridor, but also with the merged lines recently approved by the Surface Transportation Board in the western sector of the U.S. - would also result in an added improvement. More direct and efficient routes could mean reduced or stable transportation pricing which would encourage our clients in Mexico to buy or sell more product in the U.S. The proposed transaction is a good thing for the North American railroad industry, and the Board should weigh the benefits such a transaction would bring to the eastern corridor.

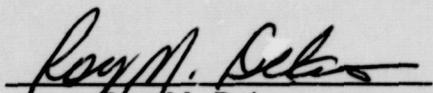
WHEREFORE, AMSER Logistics, Inc. requests the Surface Transportation Board approve the joint application of CSX, Norfolk Southern, and Conrail.

Respectfully submitted:

  
Roy M. Delao  
President

Verification

I, Roy M. Delao, depose and declare that the foregoing statement is true and correct to the best of my knowledge and belief, and that I am qualified and authorized to present this statement.

  
Roy M. Delao  
Registered Practitioner  
Before the Surface  
Transportation Board

Date: May 6, 1997  
=

# AMY'S TRANSFERS

P.O. BOX 832463

MIAMI, FL 33283

PH.: (305) 392-5404 FAX.: (305) 392-5406

VERIFIED STATEMENT OF

AMY'S TRANSFERS

FINANCE DOCKET NO. 33388

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

Dear Mr. Williams:

My name is Sergio Gomez, and I am President of Amy's Transfers, P.O. BOX 832463, Miami, Fl. 33283. I have held my present position for 4 years. My duties include managing all operations at our facilities, including, dispatching, sales, billing and collections.

Amy's Transfers is a motor carrier offering local drayage in South Florida from NS terminals at Miami and Ft. Lauderdale and between the Port of Miami and Port Everglades. In addition, we also work with the CSX and FEC railroads at the same locations. We also offer warehousing, transloading and interstate service.

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

Mr. Vernon A. Williams  
May 29, 1997  
Page 2

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

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

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

Sincerely,



Sergio Gomez  
President  
Amy's Transfers

One Anchor Plaza  
4343 Anchor Plaza Pkwy.  
Tampa, FL 33634

VERIFIED STATEMENT OF  
BILL BEVERIDGE  
on behalf of  
ANCHOR GLASS CONTAINER CORPORATION  
STB Finance Docket No. 33388

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

Background:

I am Bill Beveridge, Director of Transportation Logistics for Anchor Glass Container Corporation. Anchor Glass is located in Tampa, FL. I am responsible for overseeing the transportation requirements for Anchor Glass. I have been with Anchor Glass for 30 years.

Anchor Glass is a manufacturer of glass containers with nine plants in the Eastern United States.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. Anchor Glass moves approximately 3000 truckloads of finished products annually utilizing rail services. The joint acquisition of Conrail will be in Anchor's best interest since the enhanced CSX system would be capable of providing a complete competitive intermodal product with associated efficiencies.

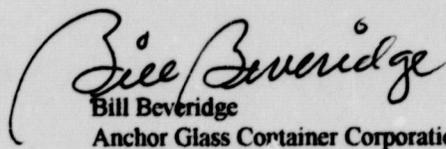
We strongly urge the Board to approve this application for the reasons detailed below:

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

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

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

I, Bill Beveridge, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 9th day of May, 1997.

  
Bill Beveridge  
Anchor Glass Container Corporation



## anchor paper corporation

telephone 333-4188 (area code 704)  
2107 thrift road : : charlotte, north carolina 28208

May 14, 1997

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

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

Dear Secretary Williams:

My name is Sam Woods, and I am writing you in my capacity as  
President of Anchor Paper Corporation, located at 2101 Thrift Road,  
Charlotte NC 28208-4448. It has come to our attention that the  
Surface Transportation Board will soon be deciding on the proposed  
acquisition of Conrail via CSX and NS. We at Anchor Paper  
Corporation hope that your decision will be positive. It would be a  
benefit for our company and all businesses such as ours that depend  
on the rails for their transportation needs.

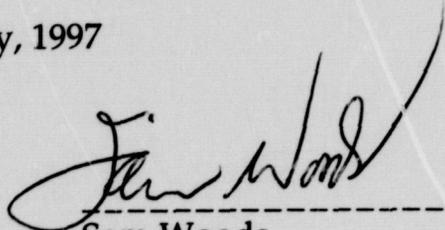
Anchor Paper Corporation has been in the business of buying and  
selling paper for 31 years now and we annually transport some 40 to  
45 cars of paper products via the Central Wisconsin railroad.

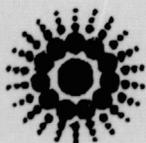
We believe that the acquisition of Conrail by CSX and NS would  
create more direct routing and other efficiencies which would tend to  
speed delivery times and lower costs to our company. We also ship  
via truck, and we believe that the improvements that are bound to  
result for the acquisition would tend to make rail more competitive  
with trucking, also lowering costs in the not-so-long run.

Thank you.

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

Executed this 14th day of May, 1997

  
-----  
Sam Woods



**ANDALEX**  
RESOURCES, INC.

9300 SHELBYVILLE RD STE 1200  
LOUISVILLE, KY 40222  
PHONE (502) 339-5000  
TELECOPIER (502) 339-5080

VERIFIED STATEMENT OF  
LARRY A. WASHINGTON  
on behalf of  
ANDALEX Resources, Inc.

Finance Docket No. 33388

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

I am Larry A. Washington, Director of Transportation of ANDALEX Resources, Inc. . ANDALEX is located at 9300 Shelbyville Road, Suite 1200, Louisville, Kentucky 40222. I am responsible for all transportation for the Company. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

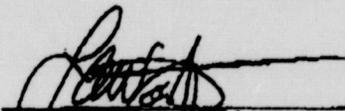
ANDALEX mines coal and ships to our customers, who are utilities located in the Midwest and Southeast. We handle approximately 10,000 carloads of coal annually via CSX.

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

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

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

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

  
\_\_\_\_\_  
Larry A. Washington



**ANDERSON COLUMBIA CO., INC.**

P.O. Box 1829 • Lake City, FL 32056-1829  
(904) 752-7585 • Fax # 755-5430

June 2, 1997

Mr. Vernon A. Williams  
Office of the Secretary  
SURFACE TRANSPORTATION BOARD  
STB Finance Docket No: 33388  
1925 K Street, NW  
Washington, D.C. 20423-0001

Dear Sir:

As President of ANDERSON COLUMBIA CO., INC since it was organized in 1988, and my previous eight years as Vice President & Operations Manager with Columbia Paving, Inc, a subsidiary that was one of the companies that were combined under our present name. In my capacity in both companies, dealing with railroads and stone suppliers have been very important to this paving company's competitive edge in a very competitive market.

Our headquarters office is located in Lake City, Florida. Our work area is generally in North Florida, from Jacksonville to Pensacola, and South Alabama & South Georgia. When feasible, we utilize Norfolk Southern Railway for deliveries to our Lake City plant, and any other location which they serve. Most of the other locations are served by CSX Transportation RR, since they have an East-West line convenient to our work area. We own a side track facility on each of those RR facilities in Lake City. During 1966, we received 3,560 carloads of paving materials via NS and we received 837 carloads from CSX during that same period. We anticipate that both will received an overall increase in the future, as the highway construction program indicates a that a lot of work will be performed in those areas.

**We are asking that the Surface Transportation Board approve the application of Norfolk Southern and CSX Transportation to acquire CONRAIL and accomplish the division of it, as explained to me.** The plan certainly meets the shipping public's needs for balanced competition in the Northeast. We have used Norfolk Southern RR and CSX Transportation RR for years and I am confident that they would be able to provide good service to any Conrail lines which they acquire.

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

Sincerely,

ANDERSON COLUMBIA CO., INC

T. H. McRae  
President



The Andersons, Inc.  
P.O. Box 119 • Maumee, Ohio 43537 • 419/893/5050

May 1, 1997

|                   |              |         |        |       |   |
|-------------------|--------------|---------|--------|-------|---|
| Post-It® Fax Note | 7671         | Date    | 5-6-97 | Pages | 2 |
| To                | Bruce Curtis | From    | STANCH |       |   |
| Co./Dept.         | CSX          | Co.     | TK     |       |   |
| Phone #           |              | Phone # |        |       |   |
| Fax #             |              | Fax #   |        |       |   |

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

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

VERIFIED STATEMENT ON BEHALF OF THE ANDERSONS, INC.  
FINANCE DOCKET NO. 33388

Dear Secretary Williams,

My name is Mike Anderson and I am President and Chief Operating Officer of The Andersons, Inc. I am responsible for the direction and administration of the policies of The Andersons, Inc., including rail transportation policy.

The Andersons, Inc. is an agribusiness, manufacturing and general merchandise firm which employs over 3,000 people. Our Agriculture Group operates over 35 fertilizer and grain handling facilities located in the states of Ohio, Illinois, Michigan and Indiana. Our Manufacturing and Processing Group operates a railcar marketing and repair business with a fleet of over 2,000 railcars. In addition, we process corn cobs for industrial use and manufacture lawn fertilizer for retail distribution. Of our 16 rail-served facilities, eight are located on Norfolk Southern, four are located on Conrail, one is located on CSX and three facilities are located on short line railroads. During 1996, we shipped over 30,000 carloads of grain and handled over one million tons of fertilizer.

The Andersons, Inc. supports the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. We believe the proposed division of Conrail's assets creates two competitive Class I carriers in the East that can provide more efficient rail service and broader market access for agricultural commodities. Further, the single line service our Conrail facilities will gain to Southeast grain receivers and fertilizer suppliers will enhance our competitive position in the marketplace.

We request that the Board move expeditiously to assure approval of this application. Ideally, our Conrail grain facilities and fertilizer terminals would garner the benefits of direct access to NS and CSX markets in time for the Fall Harvest of 1997. Realistically, the faster the application is processed, the sooner our facilities can gain the benefits of greater market access. Likewise, NS and CSX can speed their ability to recoup their significant investment in the Conrail system. The financial health of these carriers is vital to Eastern shippers and receivers.

Please understand that while we are offering our support of this proposal and its expeditious approval, we understand there are significant market issues to be resolved. Fair and equitable treatment of short line partners, competitive joint-line rates between Class I carriers, competitive gateway access, and rational reciprocal switch rates between rail carriers are some of the issues we will continue to monitor. We plan to provide thoughtful input and support to political and legislative processes as necessary. We believe balanced rail competition in the East is a necessity and we look to the appropriate government agencies to take whatever action is necessary to insure this result.

Thank you for the opportunity to express our viewpoint.

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



Mike Anderson  
President and Chief Operating Officer  
480 West Dussel Drive  
Maumee, OH 43537

CC: David Goode, Chairman & CEO, Norfolk Southern Corp.  
John Snow, Chairman & CEO, CSX Corporation  
David LeVan, Chairman & CEO, Consolidated Rail Corporation

# Jergens<sup>®</sup>

A Kao Group Company

THE ANDREW JERGENS COMPANY • P.O. BOX 145444 • CINCINNATI, OHIO 45250-5444

May 28, 1997

Subject: **VERIFIED STATEMENT RE: STB FINANCE DOCKET NO. 33388**

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

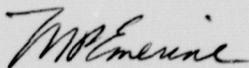
I am the Manager of Transportation Services for The Andrew Jergens Company, Cincinnati, OH. I have been in my current position for 8 months, and have worked in the transportation field for 15 years. I am currently responsible for transportation cost and service, and for providing the best transportation value for our supply chain operations.

An efficient and cost competitive transportation infrastructure is essential for our success. We receive approximately 450 tank cars of tallow and coconut oil, and ship approximately 800 truckloads of finished goods (skin care products) via intermodal rail, per year. The joint acquisition of Conrail will be in The Andrew Jergens Company's best interest. I expect that an enhanced CSX system would be capable of providing additional intermodal options to the Northeast, at a competitive price.

We strongly urge the Board to approve the application for the following reasons:

- It will produce better service and more competitive rates.
- We expect it will produce increased competitive access to ports in New York and New Jersey.
- It will result in more intermodal service lanes.
- It will promote more long term capital investment and insure that rail service grows in the future.

In conclusion, we support the application of Conrail, CSX, and NS, and request that the Board move expeditiously to assure approval. I declare under penalty of perjury that the foregoing is true and correct, and that I am qualified and authorized to file this verified statement.



Michael P. Emerine  
Manager, Transportation Services

# *Antique Brick Company, Inc.*

STA. 1 BOX 10035  
HOUMA, LA 70363  
(504) 872-2494  
May 13, 1997

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

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

Dear Secretary Williams:

My name is Jerry Roth and I am the owner of the Antique Brick and Supply Company. We've been operating in Houma, Louisiana for the past 27 years. Our company ships bricks using CSX's rail lines and we use truck transportation as well. The freight transportation industry provides a vital link between our company and our customers. We support any action that will create a stronger, more competitive freight system.

That is why I am writing to you today. I believe that the proposed acquisition of Conrail and CSX and Norfolk Southern will benefit our company by creating more competition and better service within the freight market. Our company supports this plan and we urge the Board to approve it as soon as possible.

If this plan is approved by the Board, both CSX and Norfolk Southern will be able to use Conrail's rail lines to create two stronger, more efficient rail networks with far more single line routes. We ship through CSX, so we can look forward to fewer rail interchanges and faster delivery times. Single line service is also more cost effective because your products can be shipped more directly without passing through costly interchanges.

I also believe that the acquisition of Conrail will put both companies in a better position to compete with trucks. Competition keeps companies on their toes. It forces you to keep costs down and service quality up. In this case, it will drive CSX, Norfolk Southern, and the trucking companies as well to offer better service at better rates.

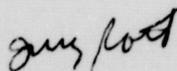
Thank you for taking the time to consider our company's views on this important issue. If the Board supports more competition, lower shipping prices, and better service, then I'm certain

you will vote to approve the CSX-Norfolk Southern plan in the near future.

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

Executed this 15th day of May, 1997

Sincerely,

A handwritten signature in cursive script, appearing to read "Jerry Roth".

Jerry Roth

**APG** Lime Corp.

3959 Electric Road Suite 330

Roanoke, Virginia 24018-4512

(540) 772-3158

Fax (540) 776-8556

**VERIFIED STATEMENT OF JOE D. SHORTT  
APG LIME CORP.  
FINANCE DOCKET NO. 33388**

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

Dear Mr. Williams

My name is Joe D. Shortt, and I am Vice President, Southeast Operations of APG Lime Corp. I have held by present position for 2 years. My duties include overall operations of our Southeast division including sales and transportation.

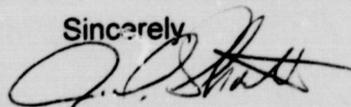
APG Lime Corp. is a major manufacturer of industrial lime products. We have facilities located at Kimballton, Virginia. These facilities are presently served by NS. We sell to customers located in Virginia, North Carolina, South Carolina, Georgia, West Virginia, Ohio and Pennsylvania. These facilities are located on the lines of NS, CR and CSXT. During 1996, we shipped over 1200 carloads to these destinations.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and the single-line service which NS proposes would be a benefit to us. With single line service, I believe our facility would be able to compete in these markets with other companies enjoying single line service into the Northeast. At present we cannot compete in the steel business in this region due to freight disadvantages. We have used NS for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any CR line which they acquire.

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

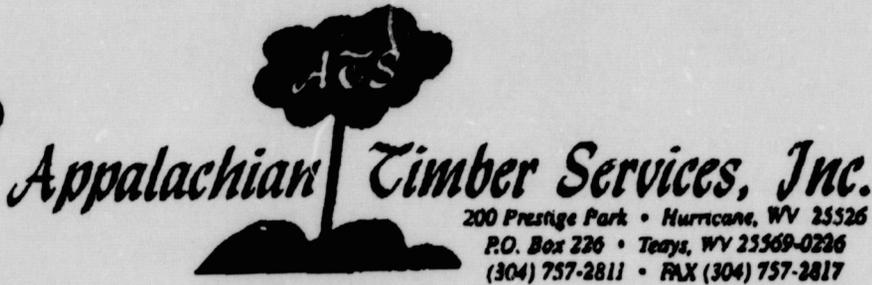
I, Joe D. Shortt, declare under penalty of perjury that he foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verification statement. Executed on April 29, 1997.

Sincerely,



J. D. Shortt

4 4/21



March 26, 1997

Mr. Vernon A. Williams, Secretary  
 Surface Transportation Board  
 1201 Constitution Avenue, N.W.  
 Room 2215  
 Washington, D.C. 20423

Dear Mr. Secretary:

Appalachian Timber Services, Inc. supports the acquisition of Conrail by CSX and Norfolk Southern. We believe this proposed merger is positive, and if approved will offer better and expanded service opportunities. This would permit our company to keep transportation costs down while receiving faster service.

We hope this matter will receive early consideration by the Surface Transportation Board and that Congress will not act to block or delay deliberation of this matter.

Thank you for your consideration.

Sincerely,

David Lane  
 Vice President

sh

[DATE]

VERIFIED STATEMENT

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

RE: STB Finance Docket No. 33388

Dear Secretary Williams:

My name is Dave Lane. I am Vice President for Appalachian Timber Services, Inc. I have worked for this company for eight years. My office address is 200 Prestige Park, Hurricane, WV 25526. In my position, I am responsible for selling ATS products to railroads, landscaping companies and consumers that need our products. I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and Norfolk Southern and to urge the Board approve it promptly.

Appalachian Timber Services is a privately owned company headquartered at the above address. Our manufacturing plant is located at Sutton, WV and is not rail served. We produce railroad crossties, grade crossings and bridge timbers. Almost all of our inbound and outbound materials/product are received and shipped by truck. Although ATS is not directly rail served, we have found that truck to team tracks for loading railroad cars is economically beneficial.

We believe the proposed transaction will benefit Appalachian Timber Services in a number of ways, including improved service, better access to eastern markets, and competitive efficiencies should increase when two railroads compete for the same customers on the same lanes, and single-line prices should put more volumes on rails vs. highways.

It is for the reasons I have stated above that Appalachian Timber Services supports the proposed acquisition.



APPLETON PAPERS INC.  
825 E. WISCONSIN AVENUE  
P.O. BOX 359  
APPLETON, WI 54912-0359

414-734-9841

**VERIFIED STATEMENT OF**  
***Warren T. Towler***  
**on behalf of**  
***Appleton Papers Inc.***  
**STB Finance Docket No. 33388**

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

Background:

I am Warren T. Towler, Transportation Team Leader of Appleton Papers Inc. Appleton Papers Inc. is located in Appleton, Wisconsin. I am responsible for the procurement and management of transportation services. I have been in my current position since May 1995 and have worked in the transportation field for 18 years.

Appleton Papers Inc. is a manufacturer of high value added paper (carbonless, thermal and specialty coated). Appleton Papers is the market share leader in the carbonless and thermal paper markets.

An efficient and cost competitive transportation infrastructure is essential to the success of our business. Appleton Papers Inc. (receives approximately 18,000 truckloads of base stock paper, pulp, chemicals, etc. and (moves approximately 4,000 loads annually by rail primarily south to north and east to west. The joint acquisition of Conrail will be in Appleton Papers Inc. best interest since the enhanced CSX system would be capable of providing a complete competitive intermodal product with associated efficiencies.

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

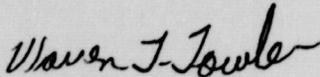
1. We believe that the joint acquisition of Conrail will produce better service and more competitive rates. We expect the joint acquisition to result in a more efficient system with more opportunities to triangulate, thereby allowing for more efficient equipment utilization.
2. We also anticipate that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

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

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

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

I, Warren T. Towler, declare under penalty of perjury, that the foregoing represents my belief based on my knowledge of the proposed acquisition and that I am qualified and authorized to file this verified statement. Executed this 27th day of May, 1997.



Warren T. Towler  
Appleton Papers Inc.

TELEPHONE:

OFFICE (800) 246-1686  
PARTS (800) 246-7888  
LUMP TRAIN (800) 246-6381

MINES LOCATED AT:

POPK RIDGE, TENNESSEE  
DANIELS, KENTUCKY

**APPOLO FUELS Inc.**

PRODUCERS & SHIPPERS OF QUALITY COAL

P.O. BOX 1727

MIDDLESBORO, KENTUCKY 40286

STERLING

HIGHTE COAL  
RED SPRINGS  
POPLAR LICK  
STRAY  
MASON

VERIFIED STATEMENT OF

GARY ASHER

on behalf of

APPOLO FUELS, INC.

Finance Docket No. 33388

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

I am Gary Asher, President of Appolo Fuels, Inc. Appolo is located in Middlesboro, Kentucky. I am responsible for acquiring new contracts, supplying our present contracts and various other duties, which may include overseeing transportation requirements. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

Appolo Fuels, Inc. mines and ships coal to our customers, who are buyers located in the Southeast Region of the United States.

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

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

For these reasons, Appolo Fuels, Inc. urges the Board to approve the joint application of CSX and NS.

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

*Gary Asher*

TELEPHONE:  
OFFICE (606) 248-1538  
PARTS (606) 248-1537  
UNIT TRAIN (606) 248-6361

MINES LOCATED AT:  
FORK RIDGE, TENNESSEE  
DAVISBURG, KENTUCKY

## APPOLO FUELS, Inc.

PRODUCERS & SHIPPERS OF QUALITY COAL

P. O. BOX 1727  
MIDDLESBORO, KENTUCKY 40965

STERLING  
HIGNITE COAL  
RED SPRINGS  
POPLAR LICK  
STRAY  
MASON

May 14, 1997

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

RE: CSX CORPORATION and CSXT TRANSPORTATION, INC.; NORFOLK SOUTHERN CORPORATION and NORFOLK SOUTHERN RAILWAY COMPANY - Control and Operating Leases/Agreements - Conrail, Inc. and Consolidated Rail Corporation, STB Finance Docket No. 33388

Verified Statement  
on behalf of  
Appolo Fuels, Inc.

My name is Gary Asher and I am President of Appolo Fuels, Inc., Middlesboro, Kentucky. My firm is a coal mining company which sells coal to utility and industrial customers located in the eastern half of the United States and our facility in Middlesboro is served by Norfolk Southern Railway.

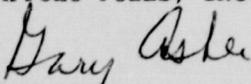
I previously wrote you expressing my support for Norfolk Southern's proposal to acquire Conrail because it would help ensure balanced rail competition in the East. It is my understanding that Norfolk Southern and CSXT have formulated a new plan which would result in both carriers acquiring control of Conrail and then dividing the assets and trackage of Conrail in the manner which has been described to me and will be described in the joint application of NS and CSXT to control Conrail. We strongly support the approval of this transaction. In addition to ensuring that balanced rail competition will exist in the Northeast, this plan will provide us with increased market access. Joint line service into and out of the Northeast has tended to inhibit our ability to sell our coal in that region. With single line service, we will be in a much stronger position to compete in these markets with other coal companies which enjoy single line service into the Northeast. We have shipped on Norfolk Southern for many years and have been satisfied with their service. We are confident that they will be able to provide good service on any Conrail lines which they acquire.

In summary, I support the application of NS and Conrail to acquire Conrail.

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

Sincerely,

APPOLO FUELS, INC.

  
Gary Asher  
President

GA:jj



# AQUA-GULF TRANSPORT, INC.

---

600 West Hillsboro Blvd.  
Deerfield Beach, FL 33441  
Phone: (954) 420-0222  
Fax: (954) 420-0889

**VERIFIED STATEMENT OF  
ANTHONY DAMELIO  
on behalf of  
AQUA-GULF TRANSPORT, INC.  
STB Docket No. 33388**

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

**Background:**

**I am Anthony Damelio, Director of Logistics of Aqua-Gulf Transport, Inc. Aqua-Gulf Transport, Inc. is located in 600 West Hillsboro Blvd., Deerfield. I am responsible for the overall implementation of Logistics operations and services, including cost analysis, routing and service requirements and expectations. I have been in my current position since 12/1/93 and have worked in the transportation field for 14 years.**

**Aqua-Gulf Transport, Inc. is an Intermodal Marketing Company that provides outsourced Logistics services to the foodservice and supermarket industry.**

**An efficient and cost competitive transportation infrastructure is essential to the success of our business. Aqua-Gulf Transport, Inc. moves approximately 2,000 loads annually by rail throughout the U.S. The joint acquisition on Conrail will be in Aqua-Gulf Transport, Inc. best interest since the enhanced CSX system would be capable of providing a complete competitive intermodal product with associated efficiencies.**

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

- 1. We believe that the joint acquisition on Conrail will produce better service and more competitive rates. We expect the joint acquisition to result in a more efficient system with more opportunities to triangulate, thereby allowing for more efficient equipment utilization.**
- 2. We also anticipate that the joint acquisition will result in expanded markets with an increased number of destinations and origins available.**

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

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

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

**I, Anthony Damelio, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 16th day of May, 1997.**

  
**Anthony Damelio**  
**Aqua-Gulf Transport, Inc.**



**ARCHER TRUCK CENTER (WELLAND) LTD.**

Highway No. 58, Welland, Ontario L3B 5X1  
Tel: (905) 735-6661 • Fax (905) 735-4733

May 7, 1997

Finance Docket No. 33388

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

Dear Mr. Williams;

My name is Scott McGhie, and \*I am Service Manager of Archer Truck Center, Welland, Ontario. I have held my present position for 5 years. My duties include managing the shop, estimating truck repairs and equipment, organizing service calls and ordering parts and supplies.

Archer Truck Center Ltd. is a Navistar Heavy Truck Dealer, selling International trucks. We are also an authorized repair shop for International, Cummins, Detroit and Caterpillar engine. We are an inspection station licensed by the Ministry of Transportation of Ontario caring out a full line of truck repairs. We work with Norfolk and Southern at the Welland, Ontario location. In addition we work with C.N.R. and C.P.R. at our Welland shop.

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 th Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is noncompetitive. While there may have been an historical reason for insulating northeastern railroading from



**ARCHER TRUCK CENTER (WELLAND) LTD.**

Highway No. 58, Welland, Ontario L3B 5X1  
Tel: (905) 735-6661 • Fax (905) 735-4733

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

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

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

I, Scott McGhie, declare under penalty 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,

Scott McGhie  
Service Manager, Archer Truck  
Center, Welland, Ontario