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May 9, 1997

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

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

Dear Mr. Williams:

As President of the Tennessee Association of Business, I wish to express support for the proposed acquisition of Conrail by Norfolk Southern Corporation and CSX Transportation.

Tennessee has a longstanding relationship with both NS and CSX which together comprise approximately 90 percent of the total Class I rail miles in the state. I believe the acquisition of Conrail by NS and CSX will benefit Tennessee by making both railroads stronger. Such a combination will allow industries in our state 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. Shippers will receive more competitive rail service and single line access to many more customers and suppliers in new markets in the northeast. The enhanced transportation service resulting from this new rail network will generate significant new business and industrial growth for Tennessee.

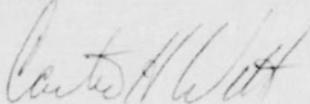
Additionally, the enlarged CSX and NS system will be able to compete more effectively with motor carriers because of improved equipment utilization and single line service. Motor carriers will always retain a major share of the freight business because of their speed and flexibility; and good truck service is as important as good rail service. However, a diversion of freight traffic from the highways to the rails would help reduce highway traffic to more acceptable levels.

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Mr. Williams  
Page Two  
May 9, 1997

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

Sincerely,



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

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

# City of Terre Haute



## OFFICE OF THE MAYOR, City Hall

17 Harding Avenue, Terre Haute, Indiana 47807  
812-232-9467  
FAX 812-232-6346

James R. Jenkins  
Mayor

June 5, 1997

Vernon A. Williams, Secretary  
Surface Transportation Board  
12<sup>th</sup> & Constitution Avenue, NW  
Washington DC 20423

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

Dear Secretary Williams,

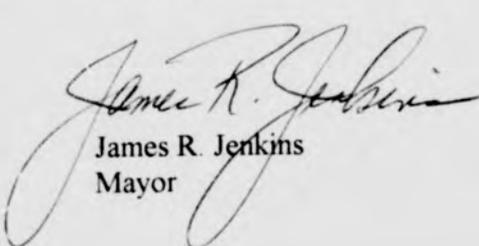
I am writing to express my support for the planned control of Conrail by CSX Corporation and Norfolk Southern Corporation as proposed in the above referenced docket. Terre Haute's industrial, business and agricultural interests need the best possible rail transportation. I firmly believe this merger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

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

In short, the CSX and Norfolk Southern control of Conrail makes sense in terms of job growth for the Terre Haute's residents, and success for Terre Haute's many business, industrial and agricultural interests.

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

Sincerely,

  
James R. Jenkins  
Mayor

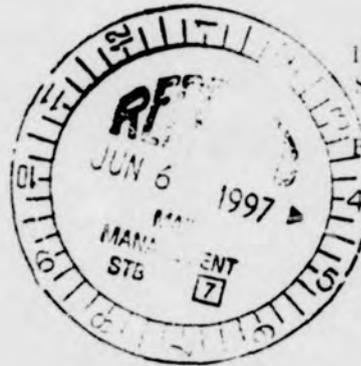
**County of Union**  
**Board of Chosen Freeholders**  
**Elizabeth, New Jersey 07207**

OFFICE OF FREEHOLDER  
**FRANK H. LEHR**

RESIDENCE  
16 MYRTLE AVENUE  
SUMMIT, N.J. 07901  
(908) 527-4117  
FAX (908) 289-4143

June 2, 1997

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



Re: Conrail Merger, Finance Docket  
No. 33388

Dear Mr. Williams:

I am a member of the Union County Board of Chosen Freeholders Freeholders (County Commissioner) and have been a member for many years and Chairman of the Planning Committee of the North Jersey Transportation Planning Authority.

The Port Authority of New York maintains the largest and most important deep water docking slip in Union County. This Port in New Jersey is the Gateway to the U.S.A.

I am familiar with the proposed Norfolk Southern/CSX purchase of Conrail because of rail service to the Port and service throughout my County of Union.

I urge the Surface Transportation Board to approve the proposed Norfolk Southern/CSX takeover of Conrail because it will:

- 1) create competition by opening up the New Jersey market and ports to two Class I railroads:
- 2) ensure that businesses moving goods to and from New Jersey will be able to make transportation choices based on price, service and safety-which is particularly important to the chemical and pharmaceutical manufacturers who have facilities in our County;

- 3) offer competitive east-west routes and north-south routes from Northern New Jersey; and
- 4) provide access to two modern and efficient intermodal rail/truck transportation systems to serve the region's intermodal terminals.

We also look forward to the infrastructure improvements that will be a part of a truly competitive railroad system serving our State.

For too long businesses based in Union County have had to endure the inefficiencies and lack of rate competition created by Conrail's monopoly on railroad transportation in the state. We urge the Surface Transportation Board to act quickly and favorably on the Norfolk Southern/CSX proposal so that we in Union County can begin to receive the benefits of a truly competitive railroad industry serving our state and region.

Sincerely,

*Frank H. Lehr*  
FRANK H. LEHR  
FREEHOLDER

FHL:mo

# UNION TOWNSHIP BUTLER COUNTY



9113 CINCINNATI-DAYTON ROAD • WEST CHESTER, OHIO 45069 • 513-777-5900 • FAX 779-9369

TRUSTEES  
Jose T. Alvarez  
Thomas I. Hayden  
Catherine Stoker

CLERK-TREASURER  
Patricia Williams

TOWNSHIP ADMINISTRATOR  
David R. Gully

Thursday, June 12, 1997

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

Dear Secretary Williams:

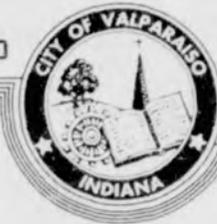
We are writing to express our support regarding the best possible rail service being made available to Ohio's industrial, business and agricultural interests. The transaction between Conrail and CSX Corporation and Norfolk Southern Corporation will provide our key industries with new transportation options and increase marketing avenues.

Ohio will be able to offer residents opportunities for new business and industrial growth which would result in new jobs. Union Township is always interested in improvements that will insure a better quality of life for the township, state and country.

Sincerely,

David Gully  
Administrator

CITY OF VALPARAISO



INDIANA 46383

OFFICE OF

*David A. Butterfield*

MAYOR

166 LINCOLNWAY  
VALPARAISO, INDIANA 46383  
(219) 462-1161  
FAX: (219) 464-4273

June 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

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 David A. Butterfield. On behalf of the City of Valparaiso, I wish to express support for the proposed acquisition of Conrail by Norfolk Southern and CSX. I am the Mayor of Valparaiso, Indiana and have been duly authorized to speak on its behalf.

The City of Valparaiso has a longstanding relationship with Norfolk Southern and, before their merger, the Norfolk & Western. In addition, NS's strong and effective industrial development efforts have proved to be invaluable to our community, as well as other areas in our state.

We truly believe that the proposed acquisition of Conrail by NS and CSX will benefit our community by making NS a stronger railroad. Such a combination will allow industries in our community to reach markets by rail that they have heretofore either been unable to reach or have been able to reach only at a competitive disadvantage. The City of Valparaiso looks forward to working with CSX when they begin operations on the old Conrail line which NS recently purchased. This addition of CSX into the railroads serving Valparaiso will be a strong economic development for our area.

The competitive package NS and CSX have offered rail competition to areas where Conrail has, in effect, had an



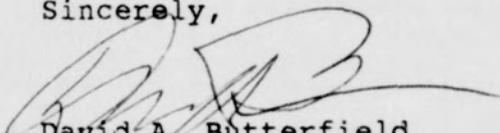
Mr. Vernon A. Williams  
June 17, 1997  
Page 2

outright monopoly. This proposed acquisition should provide the benefits of competitive rail service to those in our community who ship or receive goods to and from these areas.

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

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

Sincerely,



David A. Butterfield  
Mayor

DAB/dk



# CITY of VAN WERT

515 EAST MAIN STREET • VAN WERT, OHIO 45891

"Vincit Amor Patriae"

The Love of Country Conquers

EUGENE BAGLEY  
MAYOR  
419-238-0308

WARREN L. FOY  
SAFETY SERVICE DIRECTOR  
CITY ENGINEER  
419-238-1237

June 5, 1997

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

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

Dear Secretary Williams:

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

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

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

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

Sincerely,

Eugene Bagley  
Mayor

*The* VILLAGE OF

FOUNDED IN

POULTRY • TEXTILE AND



VERSAILLES  
1814 OHIO

TRUCKING INDUSTRIES

P. O. Box 166  
VERSAILLES, OHIO 45380-0166

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

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

June 4, 1997

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

Dear Secretary Williams:

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

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

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

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

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

**PEOPLE-PRIDE-PROGRESS**

Sincerely,

A handwritten signature in dark ink, appearing to read "Randy A. Gump", is written over a circular stamp or seal.

Randy A. Gump  
Village Administrator

RAG/wp

cc: Mr. Michael Scime, Consolidated Rail Corporation



**CITY OF WARSAW**

ERNEST B. WIGGINS  
MAYOR

June 6, 1997

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

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

Dear Secretary Williams:

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

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

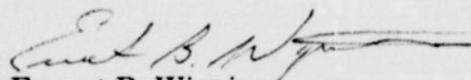
CSX and Norfolk Southern's control of Conrail also offers residents of Indiana opportunities for new business and industrial growth with the resultant new jobs. This is crucial for our ability to compete in the global economy. Approval of this control application will also increase the number of East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

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Vernon A. Williams, Secretary  
Surface Transportation Board  
Page 2  
June 6, 1997

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

Sincerely,



Ernest B. Wiggins  
Mayor, City of Warsaw



**CITY OF WEIRTON**  
**OFFICE OF THE MAYOR**

DEAN M. HARRIS  
Mayor

200 Municipal Plaza  
WEIRTON, WEST VIRGINIA 26062

June 2, 1997

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

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

Dear Mr. Williams:

On behalf of the City of Weirton, West Virginia, I wish to express support for the propose acquisition of Conrail by Norfolk Southern and CSX. As the Mayor of the City of Weirton I am duly authorized to speak on its behalf.

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

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

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

**MAYOR**  
Jerry G. Matheny



"THE CITY YOU'LL TAKE TO HEART"

230 CLINTON STREET  
WAUSEON, OHIO 43567

Phone 419 - 335-9022  
Fax 419 - 335-3887  
Fax 419 - 335-3866 Office

**Director of Law**  
Jeffrey L. Robinson

**Ass't. Director of Law**  
Jan H. Stamm

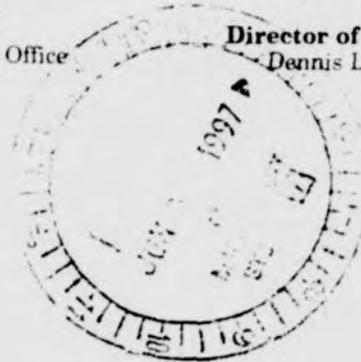
**Director of Finance**  
Wayne J. Badenhop

**Director of Public Service**  
Dennis L. Richardson

**CITY COUNCIL**  
Clair W. Clark, President  
Robert Distler  
Richard Hasselschwert  
Wayne Massau  
Lisa Smith  
Eugene Vanderbunt

June 5, 1997

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



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

Dear Secretary Williams:

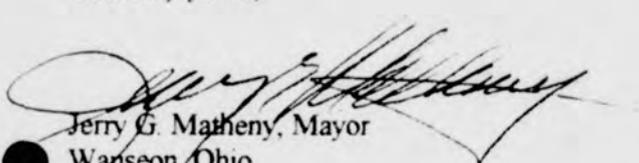
I am writing to express my strong support for the planned control of Conrail by CSX Corporation and Norfolk Southern Corporation as proposed in the above referenced docket. Ohio's industrial, business, and agricultural interests need the best possible rail transportation. I feel this transaction will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

Many industries will be able to access key Eastern, Midwestern, Southern and even international customers and supplies with a single line service. This will make rail service faster, more reliable, and more efficient, which will benefit Ohio tremendously.

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

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

Sincerely yours,

  
Jerry G. Matheny, Mayor  
Wauseon, Ohio

JGM/tlm

# Village of West Jefferson

Office Of The Mayor  
28 E. Main Street  
West Jefferson, Ohio 43162



Charlie M. Miller  
Mayor  
879-7674

May 22, 1997

INCORPORATED 1834  
"ON THE NATIONAL TRAIL"

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

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

Dear Secretary Williams:

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

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

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

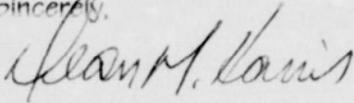
The control of Conrail by CSX and Norfolk Southern is a positive for Ohio and the United States. I urge the Surface Transportation Board to approve the control application as proposed.

Sincerely,

Charlie M. Miller, Mayor  
Village of West Jefferson

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

Sincerely,

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

Dean M. Harris  
Mayor

THE TUG VALLEY CHAMBER OF COMMERCE

P.O. BOX 376

WILLIAMSON, W.V. 25661

(304) 235-5240

May 8, 1997

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

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

Dear Mr. Williams:

On behalf of the Tug Valley Chamber of Commerce of Williamson, Mingo County, West Virginia, I wish to express support for the proposed acquisition of Conrail by Norfolk Southern and CSX. I am Executive Director of TVCC and have been duly authorized to speak on its behalf.

Williamson and Mingo County has a longstanding relationship with NS and, before their merger, the [NW] [Southern]. NS has been a valuable corporate citizen through its support of various civic and philanthropic projects. In addition, NS' strong and effective industrial development efforts have proven to be invaluable to our community, as well as other areas in our state.

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

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

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

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

Cecil E. Hatfield



**JACK L. FOWLER, Mayor**

CITY OF WINCHESTER  
MAYOR'S OFFICE  
WINCHESTER, INDIANA 47394

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

June 4, 1997

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

Dear Secretary Williams:

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

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

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

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

Sincerely,

*Jack L. Fowler*  
Mayor, Jack L. Fowler

# Arcade and Attica Railroad Corporation

278 MAIN STREET  
ARCADE, NEW YORK 14009

May 23, 1997

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

RE: CSX Corporation and Norfolk Southern Corporation  
Control & Operating Leases/Agreements - Conrail, Inc.  
STB Finance Docket No. 33388

Verified Statement on behalf of The Arcade & Attica Railroad

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

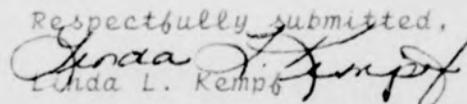
The Arcade and Attica Railroad is a Class III Railroad which operates in Western New York State and currently is connected in interchange with Consolidated Rail exclusively. We service four (4) customers with inbound traffic only.

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

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

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

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

Respectfully submitted,  
  
Linda L. Kempf

# CALDWELL COUNTY RAILROAD COMPANY

19 Williams Drive  
Morganton, NC 28655  
704-433-7409

STB FINANCE DOCKET NO. 33388

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

**VERIFIED STATEMENT OF CALDWELL COUNTY RAILROAD COMPANY**

My name is Don J. McGrady, and I am President of Caldwell County Railroad Company. I have held my present position for three years. My duties include marketing, relations with connecting lines, administration, daily operations, and management.

Caldwell County Railroad Company is a Class III railroad which operates over twenty three miles of main line track between Hickory, North Carolina and Lenoir, North Carolina. Customers which we serve on our line include Sealed Air Corporation, Boone Lumber, Frye Grain, Hickory Iron and Metal, and AVI located at various locations between Hickory and Lenoir. These customers ship and/or receive plastics, lumber, soy beans, and scrap iron. During 1996, we handled 375 carloads over our line. Our line is strictly customer based for our movements over the line and is on an "as needed" basis. Most of our shipments utilize covered hoppers, gondolas, box cars, and lumber flats.

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

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

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

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

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

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

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

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

I, Don J. McGrady, declare under penalty 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 13, 1997.

*Don J. McGrady*

# Canton Railroad Company

---

May 30, 1997

Suite 204  
6610 Tributary Street  
Baltimore, MD 21224-6514  
Phone: (410) 633-9200  
Fax: (410) 633-8720

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

## VERIFIED STATEMENT

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

Dear Secretary Williams:

My name is John C. Magness, and I am President & CEO of the **Canton Railroad Company, Baltimore, Maryland**. As President & CEO I am responsible for the overall management and direction of the company.

The Canton Railroad is a shortline rail carrier which operates seventeen (17) miles of track in the Baltimore area and we currently connect with CSX Transportation (CSXT) and Conrail (CR), and handle jointly with them a approximately 5,200 inbound and 2,000 outbound carloads per year. The principle commodities we handle are minerals, chemicals, forest products and finished automobiles.

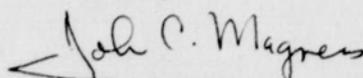
While we have not seen the specific details of the proposed operating plans by CSXT and Norfolk-Southern (NS) we support the proposed acquisition and control by them based upon the information disseminated to us concerning the distribution of the key traffic lanes. We are still unsure at this time, that despite the apparent agreements on these major lanes, what impact we will experience locally. Until such time that we are advised of the Baltimore Region operating plan we reserve the right to comment at a later date.

The Canton Railroad is confident that both Class I carriers involved, CSXT and NS will work with both The State of Maryland and us to bring the competitive concerns to a close. I encourage the Surface Transportation Board (STB) evaluate the competitive aspects of this agreement for the long term effect they will have on the region, since this may well be the last major reorganization on the east coast. The realization of competitive rail service in most of the major markets in the east and northeastern United States would be a benefit to shippers and promote

true competition with motor carrier in many of the key business lanes for the first time. The Canton Railroad strongly suggests that an expedited timetable be implemented in the control case that is before the board in this captioned proceeding.

I, John C. Magness, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of The Canton Railroad Company.

Sincerely,

Handwritten signature of John C. Magness in cursive script.

John C. Magness  
President & CEO

**FINANCE DOCKET NO. 33388**

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

**VERIFIED STATEMENT OF ROGER D. BELL**

**COLUMBUS AND GREENVILLE RAILWAY COMPANY**  
**201 NINETEENTH STREET NORTH**  
**COLUMBUS, MS 39701**

My name is ROGER D. BELL, and I am President and Chief Executive Officer of the Columbus and Greenville Railway Company (C & G Railway). I have been an employee of the C & G Railway for more than twenty five years and have held my present position for ten years. My duties include the responsibility for the overall administration, management, and operation of the C & G Railway. As a small railroad company, this responsibility includes oversight and direct involvement of daily activities throughout the operation, including matters relating to finance and accounting, marketing and sales, transportation, mechanical, maintenance of track and bridges, labor relations, as well as political and public relations.

The Columbus and Greenville Railway is a Class III railroad which operates a 175 mile rail line between Columbus and Greenville, MS. The C & G Railway has direct interchange connections with four Class I carriers and two Class III short lines. At Columbus, MS connecting carriers include the Norfolk Southern, Burlington Northern, Kansas City Southern (also at Artesia and West Point, MS), Luxapalila Valley RR, and Golden Triangle RR. Interchange connections with the Illinois Central exist at Greenwood and Winona, MS. Also, the C & G Railway has an indirect interchange with the CSXT at Brockwood, AL, through a haulage agreement with KCS.

Attached is a list of our customers on the C & G Railway along with the products they ship and receive. During 1996, we handled 12,800 carloads of freight on the C & G Railway. As the attached customer list indicates, our traffic base is heavily agricultural and food products, however it includes a variety of other products as well. A significant portion of the traffic which originates on the C & G Railway, food and kindred products in particular, is destined to the consumer markets in the northeast, most of which are located on Conrail. In fact, Conrail is normally our third largest interline freight settlement partner.

As a short line which connects with NS and CSXT, we strongly support the acquisition of competitive routes in the northeast by NS and CSXT. For years Conrail has had a virtual monopoly on service into and out of the northeast, and we believe an acquisition by NS and CSXT will give our customers an opportunity to benefit from the competition which will undoubtedly result; something that has not existed for more than two decades. Additionally, the monopolistic attitude of Conrail's management and employees has limited and restricted our shippers not only the opportunity to be competitive, but in some instances were completely blocked out of those markets because of Conrail's protection of its "long haul" routes.

We have had a long standing relationship with NS and I am convinced they are a reliable and capable Class I carrier that is interested in business which originates and terminates on our line. I believe NS is totally committed to a long term, mutually profitable partnership with its short line connections that provide it with line-haul freight traffic.

Additionally, the Columbus and Greenville Railway has three sister Class III operations, all of which are the result of the "handling line" concept which NS pioneered in 1985. This concept allowed short lines throughout the NS system to focus on local operations and growth opportunities without the enormous capital outlay for the acquisition of the property. With the continued support from NS in marketing, administrative, and industrial development, these NS short line partners have not only preserved rail service to thousands of customers, but the vast majority of these operations have grown and prospered and are providing dependable, consistent transportation services. NS has the reputation of working closely with its short line connections to grow their carload business. Short line and Regional railroads are important NS partners for carload traffic.

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

The addition of more points served by NS or CSXT direct would be of great benefit to us, since single line service is far more efficient than joint line service. Reaching more points direct through our NS or CSXT connections should increase the rail traffic which we receive from our customers, since our service to those points should improve. Also, we expect the NS and CSXT to expand their aggressive marketing and pricing policies into these new markets which will

greatly enhance the opportunities for our customers to sell and deliver their goods in the former Conrail points.

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

I, Roger D. Bell, declare under penalty 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 25, 1997.

Roger D. Bell  
Roger D. Bell

## MAJOR CUSTOMERS LOCATED ON C&G RAILWAY

**Yazoo Valley Oil Mill, Greenwood, MS - Processes whole cottonseeds in manufacture of cottonseed oil, cottonseed meal, cottonseed hulls and cotton linters.**

**USG Interiors, Greenville, MS - Inbound raw materials (perlite rock, mineral wool, clay slurry, scrap and waste paper, mainly) for producing acoustical tiles.**

**Cargill Rice Milling, Greenville, MS - Produces an assortment of processed rice, rice flour, brewers rice, and resultant by-products (rice bran, hulls and mill feed)**

**Delta Western, Heathman, MS - Produces fish feed for the farm raised catfish industry. Very large volumes inbound of such materials as grain screenings, wheat middlings, soybean meal, cottonseed meal, and nutrient supplements.**

**Prestage Farms, West Point, MS - Produces feed for growing hog farming operations in the area. Large volumes inbound of, primarily, corn, and lesser amounts of soybean meal, and nutrient supplements.**

**Cooperative Elevator, Greenwood, MS - Increasing participation in outbound shipments of corn and other whole grains, using rail for both inbound and outbound shipments.**

**Morris Brothers Scrap, Greenwood, MS - Outbound shipments in rail of scrap iron or steel.**

**Columbus Scrap Materials, Columbus, MS - Outbound shipments of scrap iron or steel.**

**Columbus Brick Company, Columbus, MS - Receives some inbound bricks from other sources to augment their own production, as well as shipping some rail outbound.**

**Uncle Ben's, Greenville, MS - Outbound specialty rice products to assorted distribution complexes.**

Scranton Operations Center  
Box 140-701 Wyoming Ave.  
W. Scranton, PA 18504-0140  
Phone: 717-343-4580  
Fax: 717-343-4583



General Offices  
8364 Lewiston Rd.  
Batavia, NY 14020-1245  
Phone: 716-343-5398  
Fax: 716-343-4369

A GVT RAIL Subsidiary

FINANCE DOCKET NO. 33388

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

VERIFIED STATEMENT

My name is David J. Monte Verde. I have been President of "the" Delaware-Lackawanna Railroad Co., Inc. (DL) since its inception in 1993, and have been involved in the railroad industry the past 28 years.

The purpose of this letter is to express this company's support of the proposed acquisition of Consolidated Rail Corporation (CR) by Norfolk Southern (NS) and CSX Transportation (CSX) and to urge the Surface Transportation Board (STB) to promptly approve this acquisition. I believe that it would be in the best interests of the DL and its customers if this acquisition can be quickly concluded. The resulting restructuring of the northeast rail system would improve rail service, equipment availability and utilization while creating a competitive rate structure for our customers on the all important north/south traffic.

The DL is a subsidiary of the Western New York based Genesee Valley Transportation Co., Inc. (GVT Rail), a privately held corporation established in 1989. GVT Rail has provided industrial development opportunities throughout its growing system. GVT Rail consists of 5 subsidiary railroads: the Lowville and Beaver River Railroad Company (LBR); Mohawk, Adirondack & Northern Railroad Corporation (MHWA); "the" Delaware-Lackawanna Railroad Co., Inc. (DL); Falls Road Railroad Co., Inc. (FRR); and Depew, Lancaster & Western Railroad Co., Inc. (DLWR). GVT Rail's 5 railroads encompass 272 miles servicing 92 companies which employs 6,400 people.

All of GVT Rail's railroads, with the exception of "the" Delaware-Lackawanna Railroad, are based in New York State. The DL operates 79 miles of track in the Scranton-Pocono Mountain area of Pennsylvania and presently interchanges with both Conrail and the St. Lawrence & Hudson (CP Rail) at Scranton, PA. The DL carries a wide variety of commodities such as lumber, plastics, salt/de-icers, produce, frozen food products, steel, government vehicles, projectiles, brick, pulpboard, scrap paper and propane, serving 20 companies which employ over 2,000 people and generating over 2,000 cars of general freight annually.

The DL is confident that the acquisition of Conrail by NS and CSX would suit its needs along with those of its shippers and receivers. The DL is in full support of this acquisition as it is presently proposed. Several examples of how this merger will benefit the DL and its customers are:

1. The DL serves customers with origins in Florida, Michigan, Georgia, West Virginia and North and South Carolina. The inbound commodities from these origins are bridge beams, salt, pulpboard and lumber with outbound traffic destined to North and South Carolina. A NS connection in Scranton would allow better rate structures for DL's customers by allowing single line rail service directly to the DL thus eliminating the need to negotiate rates with 2 Class I carriers.

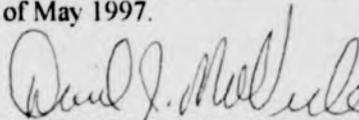
2. Our previous contacts with the NS have been minor, however, since our initial meeting with NS in early April they have been nothing short of dynamic in the energies which they have spent on the formulation of a marketing plan to address our customers' needs and to access the potential of developing business on the DL.

NS sent a team of marketing personnel to Scranton to visit our customers and to inventory both the warehouses and green sites. Plans are currently underway to formulate marketing strategies with DL and NS marketing personnel.

3. The Scranton area is quickly becoming a major hub for north/south, as well as east/west, traffic that is destined for the huge northeast consumer markets. NS brings direct single Class I routing to Scranton's numerous warehouses. In addition to increasing the long hauls into Scranton, NS is also interested in the short haul, 300 miles or less, of outbound commodities which flow out from Scranton.

The above are but a brief summary of the reasons that "the" Delaware-Lackawanna Railroad Co., Inc. is filing this letter in support of the CSX/NS acquisition of Conrail. We respectfully request that the Surface Transportation Board's approval process be put on the 'fast track' so as to expedite this acquisition in no more than 255 days so that the benefits outlined above can be realized by the present and future customers of the DL in northeastern Pennsylvania.

I, David J. Monte Verde, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized as an officer of "the" Delaware-Lackawanna Railroad Co., Inc. to file this verified statement executed on this 29<sup>th</sup> day of May 1997.



David J. Monte Verde, President  
"the" Delaware-Lackawanna Railroad Co., Inc.



RUBIE K. LEVINS  
NOTARY PUBLIC, STATE OF NEW YORK  
QUALIFIED IN GENESEE COUNTY  
MY COMMISSION EXPIRES 6/30/97

Notary: Rubie K. Levins

Dated: May 29, 1997

FINANCE DOCKET NO. 33388

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

VERIFIED STATEMENT OF ALAN W. MAPLES

THE EVERETT RAILROAD COMPANY

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

The Everett Railroad Company is a Class III railroad which operates a total of 25 miles of track (including lines owned, leased, and operated under trackage rights) in Blair County Pennsylvania. Interchange is made with Conrail at Hollidaysburg, PA, approximately eight miles south of Altoona, PA. Customers we serve on our railroad include Westvaco (Recycling Center) at Roaring Spring, PA; A.P. Green Refractories at Sproul, PA; Roaring Spring Blank Book Company, Roaring Spring, PA; Martinsburg Milling Company, Martinsburg, PA; and Young's, Inc. (Cargill), at Martinsburg, PA. These customers ship and/or receive a variety of commodities including Scrap Paper; Bauxite Ore; Printing Paper; Feed Grains; and Feed Grade Minerals. In 1993, we handled 1,637 carloads over our lines. We operate one train per day, five days a week and work closely with our customers to meet their schedule needs.

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

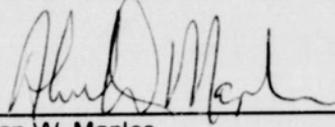
In addition to improvements to existing service, Norfolk Southern's greater rolling stock fleet should allow us to market new services, such as steel and cement transloading, which to date we have not been able to pursue due to Conrail's lack of suitable equipment.

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

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

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

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



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Alan W. Maples



A GVT RAIL Subsidiary

## GVT RAIL SYSTEM

June 10, 1997

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

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

### VERIFIED STATEMENT

Dear Mr. Williams:

My name is David J. Monte Verde. I have been President of the Falls Road Railroad Co., Inc. (FRR) since its inception in 1996, and have been involved in the railroad industry the past 28 years.

The purpose of this letter is to express this company's support of the proposed acquisition of Consolidated Rail Corporation (CR) by CSX Transportation (CSXT) and Norfolk Southern (NS) and to urge the Surface Transportation Board (STB) to promptly approve this acquisition. I believe that it would be in the best interests of the FRR and its customers if this acquisition can be quickly concluded. The resulting restructuring of the northeast rail system would improve rail service, equipment availability and utilization while creating a competitive rate structure for our customers on the all important north/south traffic.

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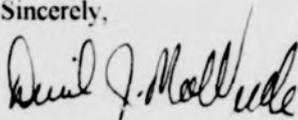
The FRR is a subsidiary of the Western New York based Genesee Valley Transportation Co., Inc. (GVT Rail System), a privately held corporation established in 1989. GVT Rail System has provided industrial development opportunities throughout its growing system, which consists of 5 subsidiary railroads: the Lowville and Beaver River Railroad Company (LBR); Mohawk, Adirondack & Northern Railroad Corporation (MHWA); "the" Delaware-Lackawanna Railroad Co., Inc. (DL); Falls Road Railroad Co., Inc. (FRR); and Depew, Lancaster & Western Railroad Co., Inc. (DLWR). GVT Rail's 5 railroads encompass 272 miles servicing 92 companies which employ 6,400 people.

We feel that the acquisition of Conrail, by CSX and NS, will increase rail business for the combined systems and for the North American rail system. The greater efficiencies that this acquisition will make possible will allow CSX and NS to more effectively compete with the dominant north/south trucking industry, and by that reduce the number of trucks clogging the nation's highway system. Any lessening of highway truck traffic should result in lower taxes paid to subsidize the trucking industry's highway use.

In conclusion, the Falls Road Railroad wholeheartedly supports the acquisition of Conrail by CSX and NS and requests the STB move as expeditiously as possible to assure this approval. We feel this is the best way to improve service, enhance efficiency, and promote the growth of rail traffic in the East.

I, David J. Monte Verde, 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 10<sup>th</sup> day of June 1997.

Sincerely,



David J. Monte Verde  
President

The Lowville & Beaver  
River Railroad Co.

Mohawk Adirondack &  
Northern Railroad Corp.



Depew Lancaster & Western  
Railroad Co., Inc.

GVR Associates Inc.

"the" Delaware-Lackawanna  
Railroad Co., Inc.

## GVT RAIL SYSTEM

June 10, 1997

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

Subject: VERIFIED STATEMENT

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

My name is David J. Monte Verde. I have been the President of Genesee Valley Transportation Co. Inc. (GVT Rail System) since its inception in 1989, and have been involved in the railroad industry for 28 years. GVT operates five (5) subsidiary railroads serving 92 customers over 272 miles of track in New York State and the Commonwealth of Pennsylvania. As President of GVT Rail System, I have overall executive and managerial responsibility for GVT and its operating rail lines.

The purpose of this letter is to express this company's support of the acquisition of CONRAIL by CSX Transportation (CSX) and Norfolk Southern (NS), and to urge the STB to promptly approve this acquisition. I believe that it would be in the best interests of GVT and its customers if this acquisition can be quickly concluded. The resulting restructuring of the northeast rail system would improve rail service, equipment availability and utilization while creating a competitive rate structure for our customers on the all important north/south traffic.

GVT's five (5) subsidiary railroads are the Depew, Lancaster & Western Railroad (DLWR); Lowville & Beaver River Railroad (LBR); Mohawk, Adirondack & Northern Railroad (MHWA); "the" Delaware-Lackawanna Railroad (DL); and the Falls Road Railroad (FRR).

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GVT's five (5) railroads have provided industrial development opportunities throughout its system growing business on its initial line, the DLWR, from zero cars in 1989 to over 700 in 1996 and a growth rate of over 40% on GVT's 5-year old MHW. All of GVT's railroads, with the exception of the Pennsylvania based DL, perform their sole interchange function with mainlines or branches of Conrail. The DL, in Scranton, PA, also maintains an interchange with the St. Lawrence & Hudson Railroad (CP/D&H).

Presently, GVT's railroads receive and deliver over 10,000 rail cars to/from Class I carriers, with approximately 98% of its traffic flowing through Conrail connections. The majority of the products handled by GVT's railroads are agriculture, chemical, food products, and a very heavy concentration of forest products. Currently GVT serves over 92 companies on its subsidiary railroads.

It is the position of GVT that the acquisition of Conrail by CSX and NS would best suit the needs of the shippers and receivers served by its rail lines. Therefore, predicated on the facts as they present themselves, GVT is in full support of this merger, and herein lists examples of how this merger will benefit our railroads and our customers.

1.) As I have stated, a large percentage of the 10,000 cars which GVT's railroads handle are from the forest products group. GVT's railroads have a large concentration of lumber destined to four (4) lumber transloaders; rolled paper/ liner board; chemicals and pulp which are used in the paper producing process at the eight (8) paper mills located on our MHW.

GVT's railroads also have large users of phosphates which are used as crop fertilizers. Over all, the products which originate on CSX and NS, and are routed to Conrail and then to GVT's railroads, represent approximately 35% of the traffic which GVT's railroads handle. The acquisition would produce a single line service for many GVT customers, allowing better equipment turns and better rate structures for its customers.

2.) The majority of the traffic handled by GVT's railroads is inbound raw materials and consumables. Just recently GVT has begun to reverse the 30 year decline in outbound loadings on its lines. With greater amounts of GVT's customers' finished products destined for the Carolinas and the deep south, the natural fit would be a CSX and NS acquisition of Conrail.

This consolidation would afford us the opportunity to provide GVT's customers with one line service to their customers and warehouses. This can be accomplished by the fact that GVT's railroads, which generate most outbound traffic to these locations, are Feeder Lines for Conrail and all rates are absorbed by Conrail with the customer appearing as a Conrail origin. Thus, the routing becomes 'seamless' and easy for GVT's railroads to compete against trucks and begin to build its outbounds while saving its customers shipping expenses while opening up the north/south market to rail.

3.) GVT's railroads have been a 'growth industry' in the regions of New York and Pennsylvania. Most of this growth was made possible by GVT's innovated approach to marketing and Conrail's willingness to help GVT "make the deals". GVT's railroads were among

the first to subscribe to the Conrail Feeder and Express Programs. These programs worked to help GVT build two (2) large lumber transload operations in Buffalo and Niagara Falls, New York. GVT's 1997 projections are for well over 1,000 cars of lumber which will be coming off the highway and into these reload centers for local distribution. Approximately 40% of this inbound lumber originates on CSX or NS locations and, again, will afford GVT's transloaders single line service. The Niagara Falls transloader is seeking single line service to the south as a destination of Canadian lumber products.

In summary, GVT is very pleased and proud of the seamless partnership it has with Conrail and looks forward to continue this relationship for the benefit of CSX and NS, GVT, its transloaders, and other on line customers. I, therefore, would like to encourage the Board to move as expediently as possible for the approval of the acquisition of CR. by CSX and NS.

THEREFORE: I, David J. Monte Verde, declare under penalty 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 10 th day of June 1997.

Notary:



*Rubie K. Levins*  
**RUBIE K. LEVINS**  
NOTARY PUBLIC, STATE OF NEW YORK  
QUALIFIED IN GENESSEE COUNTY  
MY COMMISSION EXPIRES 4/30/99

*David J. Monte Verde*

David J. Monte Verde, President  
Genesee Valley Transportation

Dated:

June 10, 1997

Date:

6/10/97

**FINANCE DOCKET NO. 33388**

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

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

**THE GREAT WALTON RAILROAD COMPANY**

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

The Great Walton Railroad is a Class III railroad which operates in mideastern Georgia between the towns of Covington and Shady Dale. We operate 27 miles of track and interchange with Norfolk Southern in Shady Dale. Customers that we serve include Hudson Farms in Newborn, Brain Mask Fertilizer in Newborn, Georgia Lumber in Covington, Morgan Timber in Covington, and U. S. Enviro in Farrar. These customers ship and receive various commodities such as grain, plastic, fertilizer, woodchips, and pulpwood. During 1996 we handled 1164 carloads over our line.

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

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

Verified Statement  
B. R. Anderson, Sr.  
May 27, 1997

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

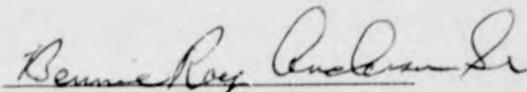
Finally, NS is an industry leader in acquiring, maintaining and managing its rail fleet and also leads in innovative programs to meet customers' equipment needs. NS is committed to providing short lines with access to its fleet. Overall car availability will improve as a result of NS's expanded network.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

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

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

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

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

  
Bennie Ray Anderson, Sr.

FINANCE DOCKET NO 33388

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

VERIFIED STATEMENT OF JACK CONSER  
HURON AND EASTERN RAILWAY COMPANY, INC.  
SAGINAW VALLEY RAILWAY COMPANY, INC.  
SOUTH CENTRAL TENNESSEE RAILROAD CORPORATION

My name is Jack Conser and I am the Senior Vice President-Rail Operations of RailAmerica, Inc., a railroad holding company with 13 rail subsidiaries, a trailer manufacturing company and a financial services group. Included with the rail subsidiaries are the Huron and Eastern Railway Company, Inc. ("H&E"), Saginaw Valley Railway Company, Inc. ("SV") and South Central Tennessee Railroad Corporation (SCT"). I am authorized to file this statement on behalf of each of said Class III carriers.

The H&E and the SV operate in the thumb portion of Michigan, handling a wide variety of commodities, including grain, food products, beet sugar and by-products, automotive parts, chemicals, fertilizer, railroad ballast and construction aggregate. The H&E operates over 180 miles of former CSX branches while the SV operates over 10 miles of line. The SCT operates a 52 mile line former owned by CSX near Nashville, Tennessee, handling commodities such as wood chips, railroad ties, printing paper, chemicals and processed food products. Combined, these three carriers transported more than 17,000 revenues carloads in 1996.

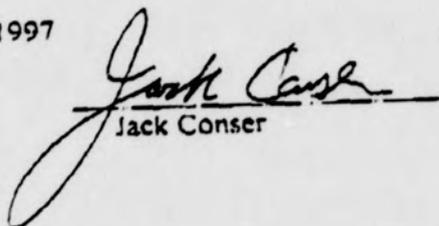
After reviewing the proposed acquisition of Conrail by CSX and NS, we believe

that it is in the best interests of our customers. The proposed transaction will significantly expand the markets that can be reached by CSX and thereby help our customers reach more markets more effectively and increasing competition in the area now served by Conrail. The proposed transaction by increasing the areas that our customers can reach will increase our customers' business and our service.

We see other benefits flowing from the proposed transaction such as improved equipment utilization, better transit times, improved service, more attractive rates, more consistent service and more incentives to work towards restoring traffic lost over the years to trucks.

The H&E, SV and SCT all support the application of NS and CSX to acquire Conrail and improve rail service in the Conrail served territory

I, Jack Conser, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am authorized to file this verified statement on behalf of H&E, SV and SCT. Executed on June 2, 1997

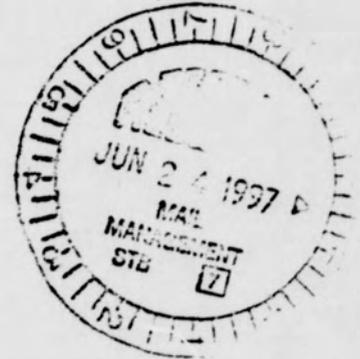
  
\_\_\_\_\_  
Jack Conser

# KBS

KANKAKEE, BEAVERVILLE  
& SOUTHERN RAILROAD

June 13, 1997

Surface Transportation Board  
U.S. Dept of Transportation  
Mercury Bldg.  
1925 D. St. NW  
Washington DC 20423



Dear Sir,

KBS is a short line railroad serving a substantial number of customers in the eastern Illinois/western Indiana geographical area, and connects with the Norfolk Southern and the CSX for thru routes to and from our various markets. Therefore, KBS would like to express support for the NS's and CSX's joint proposal to acquire Conrail. This will afford KBS and other short lines similiarly situated an opportunity to obtain competitive routings to and from the upper midwest and northeastern parts of the U.S.

Sincerely,

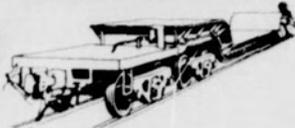
A handwritten signature in cursive script that reads 'F.R. Orr'.

F.R. Orr, President

185



Specialty Railcars - 320 East Cherry Street - New Castle, PA 16102 - (412) 658-9061 - FAX (412) 658-7639



BEFORE THE  
SURFACE TRANSPORTATION BOARD

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FINANCE DOCKET NO. 33388

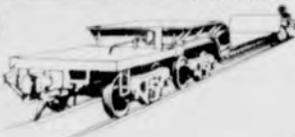
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CSX CORPORATION AND CSX TRANSPORTATION, INC.  
NORFOLK SOUTHERN CORPORATION AND  
NORFOLK SOUTHERN RAILWAY COMPANY  
-- CONTROL AND OPERATING LEASES/AGREEMENT --  
CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION

---

VERIFIED STATEMENT  
OF  
KASGRO RAIL CORP.

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## **VERIFIED STATEMENT OF KASGRO RAIL CORP**

My name is Gabe M. Kassab, and I am President of KASGRO RAIL CORP. I have held my present position for four years. My duties include overall management of a fast growing corporation which designs, manufactures and repairs railcars for industry and major railroads.

KASGRO RAIL CORP is a leading producer of specialty railcars. Our facility is located at New Castle, Pennsylvania. This facility is presently served by CSX. We sell railcars and service railcars for Class I Railroads and industrial firms. This facility is located on the lines of CSX. During 1996, we shipped and received over 200 railcars from customers throughout the United States, Canada and Mexico. Several cars are also received with steel and components used in the manufacture and repair of the railcars we produce or service.

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

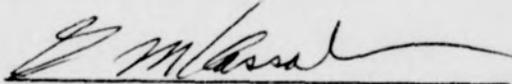
There is a distinct need for balanced rail competition in the East. Many rail customers operate private cars and use our products. These companies must compete on a global basis and look to railroads for cost savings whenever possible. Because transportation expenses are a major product cost item for most companies and many short-haul movements will not support two-line service, approval will:

- o bring efficient single-line service to more customers, improve service for existing customers and extend ability of both to reach new markets
- o improve equipment utilization through better, more-direct and faster service, which will
- o reduce truck traffic on major interstate lanes, and
- o extend CSX and NS's quality service to new markets.

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

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

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



Gabe M. Kassab, President

5/30/97  
Date

C: William A. Wiles, Norfolk Southern Corp.

Lowville Operations Center  
Box 261-5515 Shady Ave.  
Lowville, NY 13367  
Phone: 315-376-2021  
Fax: 315-376-7796



General Offices  
8364 Lewiston Rd.  
Batavia, NY 14020-1245  
Phone: 716-343-5398  
Fax: 716-343-4369

A Genesee Valley Transportation Company

## GVT RAIL SYSTEM

June 10, 1997

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

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

### VERIFIED STATEMENT

Dear Mr. Williams:

My name is David J. Monte Verde. I have been President of the Lowville and Beaver River Company (L&BR) since its inception in 1991, and have been involved in the railroad industry the past 28 years.

The purpose of this letter is to express this company's support of the proposed acquisition of Consolidated Rail Corporation (CR) by CSX Transportation (CSXT) and Norfolk Southern (NS) and to urge the Surface Transportation Board (STB) to promptly approve this acquisition. I believe that it would be in the best interests of the L&BR and its customers if this acquisition can be quickly concluded. The resulting restructuring of the northeast rail system would improve rail service, equipment availability and utilization while creating a competitive rate structure for our customers on the all important north/south traffic.

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**Friendly Customized Rail Service**

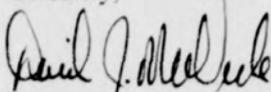
The L&BR is a subsidiary of the Western New York based Genesee Valley Transportation Co., Inc. (GVT Rail System), a privately held corporation established in 1989. GVT Rail System has provided industrial development opportunities throughout its growing system, which consists of 5 subsidiary railroads: the Lowville and Beaver River Railroad Company (LBR); Mohawk, Adirondack & Northern Railroad Corporation (MHWA); "the" Delaware-Lackawanna Railroad Co., Inc. (DL); Falls Road Railroad Co., Inc. (FRR); and Depew, Lancaster & Western Railroad Co., Inc. (DLWR). GVT Rail's 5 railroads encompass 272 miles servicing 92 companies which employ 6,400 people.

We feel that the acquisition of Conrail, by CSX and NS, will increase rail business for the combined systems and for the North American rail system. The greater efficiencies that this acquisition will make possible will allow CSX and NS to more effectively compete with the dominant north/south trucking industry, and by that reduce the number of trucks clogging the nation's highway system. Any lessening of highway truck traffic should result in lower taxes paid to subsidize the trucking industry's highway use.

In conclusion, the Lowville and Beaver River Railroad wholeheartedly supports the acquisition of Conrail by CSX and NS and requests the STB move as expeditiously as possible to assure this approval. We feel this is the best way to improve service, enhance efficiency, and promote the growth of rail traffic in the East.

I, David J. Monte Verde, 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 10<sup>th</sup> day of June 1997.

Sincerely,



David J. Monte Verde  
President



**MERIDIAN & BIGBEE RAILROAD COMPANY**

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

May 30, 1997

L. DALE JEFFERSON  
PRESIDENT &  
CHIEF EXECUTIVE OFFICER

601-693-4351  
FAX 601-693-6055

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

**VERIFIED STATEMENT**

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

Dear Secretary Williams:

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

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

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

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

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

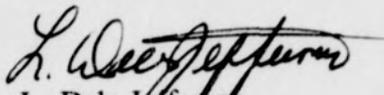
the Southwest/Mexico. The merger can and should benefit short line operations and many communities who have been main stays for the NS and CSXT. This new rail operation can make better the relationship of the NS/CSXT/CR with the short lines and communities. This should, in my opinion, be the basis for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

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

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

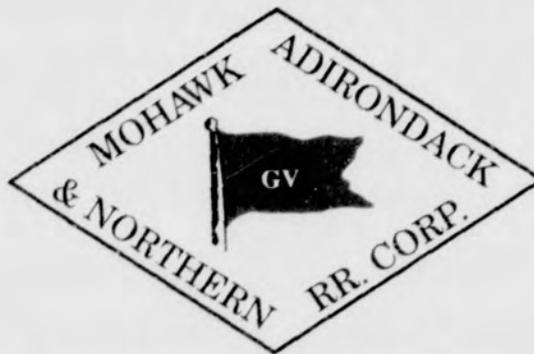
Executed this 30th day of May, 1997.

Sincerely,

  
L. Dale Jefferson

LDJ/pb

Lowville Operations Center  
Box 261-5515 Shady Ave.  
Lowville, NY 13367  
Phone: 315-376-2021  
Fax: 315-376-7796



General Offices  
8364 Lewiston Rd.  
Batavia, NY 14020-1245  
Phone: 716-343-5398  
Fax: 716-343-4369

A Genesee Valley Transportation Company

## GVT RAIL SYSTEM

June 10, 1997

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

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

### VERIFIED STATEMENT

Dear Mr. Williams:

My name is David J. Monte Verde. I have been President of the Mohawk, Adirondack & Northern Railroad Corporation (MA&N) since its inception in 1991, and have been involved in the railroad industry the past 28 years.

The purpose of this letter is to express this company's support of the proposed acquisition of Consolidated Rail Corporation (CR) by CSX Transportation (CSXT) and Norfolk Southern (NS) and to urge the Surface Transportation Board (STB) to promptly approve this acquisition. I believe that it would be in the best interests of the MA&N and its customers if this acquisition can be quickly concluded. The resulting restructuring of the northeast rail system would improve rail service, equipment availability and utilization while creating a competitive rate structure for our customers on the all important north/south traffic.

193

**Friendly Customized Rail Service**

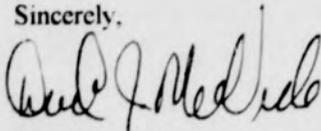
The MA&N is a subsidiary of the Western New York based Genesee Valley Transportation Co., Inc. (GVT Rail System), a privately held corporation established in 1989. GVT Rail System has provided industrial development opportunities throughout its growing system, which consists of 5 subsidiary railroads: the Lowville and Beaver River Railroad Company (LBR); Mohawk, Adirondack & Northern Railroad Corporation (MHWA); "the" Delaware-Lackawanna Railroad Co., Inc. (DL); Falls Road Railroad Co., Inc. (FRR); and Depew, Lancaster & Western Railroad Co., Inc. (DLWR). GVT Rail's 5 railroads encompass 272 miles servicing 92 companies which employ 6,400 people.

We feel that the acquisition of Conrail, by CSX and NS, will increase rail business for the combined systems and for the North American rail system. The greater efficiencies that this acquisition will make possible will allow CSX and NS to more effectively compete with the dominant north/south trucking industry, and by that reduce the number of trucks clogging the nation's highway system. Any lessening of highway truck traffic should result in lower taxes paid to subsidize the trucking industry's highway use.

In conclusion, the Mohawk, Adirondack & Northern Railroad wholeheartedly supports the acquisition of Conrail by CSX and NS and requests the STB move as expeditiously as possible to assure this approval. We feel this is the best way to improve service, enhance efficiency, and promote the growth of rail traffic in the East.

I, David J. Monte Verde, 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 10<sup>th</sup> day of June 1997.

Sincerely,



David J. Monte Verde  
President

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

VERIFIED STATEMENT OF M. P. SILVER  
PIONEER VALLEY RAILROAD COMPANY

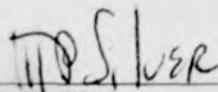
My name is M. P. Silver, and I am President of Pioneer Valley Railroad Company (PVRR). I have held my present position for twenty years. I am involved in the basic overall financial condition and operation of the company. The relationship between PVRR and its connecting Class I railroads and the company's political position with various federal, municipal, and governmental agencies also require my attention.

Pioneer Valley Railroad is a Class III railroad with base operations in Westfield, Massachusetts. PVRR interchanges with Conrail in Westfield, and a separate line segment runs from Westfield to Holyoke and interchanges with Springfield Terminal in Holyoke. Customers served on our line include Jen-Coat, North American Paper, and Pond Distribution in Westfield and BASF in Holyoke, Massachusetts. These customers ship and/or receive scrap paper, plastic, wood pulp, lumber products and steel. During 1996, we handled approximately 2,750 carloads over our lines.

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

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

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

  
\_\_\_\_\_  
M. P. Silver

TERMINAL RAILROAD ASSOCIATION OF ST. LOUIS

C. T. SHURSTAD  
PRESIDENT



700 NORTH SECOND STREET  
ST. LOUIS, MISSOURI 63102  
(314) 539-4704  
FAX (314) 539-4795

May 23, 1997

Surface Transportation Board  
1925 K Street, N.W.  
Suite 700  
Washington, D.C. 20423

RE: Terminal Railroad Association of St. Louis - Finance Docket No. 33388  
CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation  
and Norfolk Southern Railway Company, Control and Operating Leases/Agreements  
Conrail, Inc. and Consolidated Rail Corporation

Verified Statement of C.T. Shurstad, President of Terminal Railroad Association  
of St. Louis

Dear Sir/Madame:

I, C.T. Shurstad, have been the President of Terminal Railroad Association of St. Louis for 1½ years. This position reports to a 14 member Board of Directors and has bottom line accountability for the corporation. In 1996, operating income was approximately \$43 million.

Terminal Railroad Association of St. Louis ("TRRA") is owned by 5 Class I Railroads consisting of UP, BNSF, IC, NS and CSX. We provide industry switching, car classification, car repair, locomotive servicing and repair, trackage rights, Mississippi River bridge crossings and real estate development for our owners and customers.

TRRA is a Class III switching and terminal railroad which operates by serving the St. Louis Gateway to the west and southwest. TRRA offers access to more than 90 St. Louis area industries located on 205 miles of track, direct connections with the 7 trunk line railroads and 2 switching lines, plus 3 barge terminals serving the St. Louis-East St. Louis Gateway in 4 hours or less service through the Gateway with pre-blocked movements and professional counsel and assistance in obtaining ideal industrial locations.

A few of the customers we serve on our lines include National Steel Corporation which receives iron ore and scrap materials and ships out finished steel products; Peavey Company which ships coal/grain products; and ADM Milling which receives wheat and ships out flour products. These companies are located in the Metropolitan St. Louis area. During 1996, we handled over 2.1 million carloads over our lines. TRRA's principal function is the handling of freight cars between the railroads serving the St. Louis-East St. Louis Gateway. It handles cars in what is known as

"trans-river" service, that is it handles cars from east side railroads to railroads located on the west side, and vice-versa. It also handles cars in intermediate switching between railroads located wholly on either side of the river. Intermediate service constitutes about 53% of TRRA's switching business, therefore, its principal source of income is paid to it by its proprietary and other lines for which TRRA performs services. The balance, amounting to approximately 47%, is attributable to the handling of freight cars to and from industries located on its rails in the metropolitan St. Louis area.

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

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

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

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

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

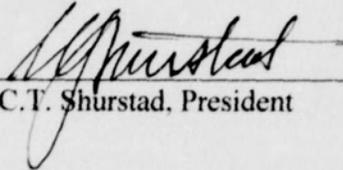
Surface Transportation Board  
May 23, 1997  
Page 3

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

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

Dated this 23 day of May 1997.

**Terminal Railroad Association of St. Louis**

By   
C.T. Shurstad, President

CTS/rft

THERMAL BELT RAILWAY

2114 Williams Wood Drive  
Morganton, NC 28655

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

**VERIFIED STATEMENT OF THERMAL BELT RAILWAY**

**Re: PROPOSED NS/CSX CONRAIL TRANSACTION  
STB FINANCE DOCKET NO. 33388**

My name is Don J. McGrady, and I am President of Thermal Belt Railway. I have held my present position for seven years. My duties include marketing, relations with connecting lines, administration, daily operations, and management.

Thermal Belt Railway is a Class III railroad which operates over sixteen and one half miles of main line track between Bostic and Gilkey in the state of North Carolina. Customers which we serve on our line include AFA, A&E Products Group, United Southern Industries, and Henson Timber located at various locations between Bostic and Gilkey. These customers ship and/or receive plastics and lumber. During 1996, we handled 200 carloads over our line. Our line is strictly customer based for our movements over the line and is on an "as needed" basis. Most of our shipments utilize covered hoppers, box cars, and lumber flats. In

addition to me, we have three employees, and one locomotive. Our railroad connects with CSX at Bostic, North Carolina.

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

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

I, Don J. McGrady, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of Thermal Belt Railway.

Executed this 14<sup>th</sup> day of June, 1997

Sincerely,

*Don J. McGrady*



# TURTLE CREEK INDUSTRIAL RAILROAD, INC.

P.O. DRAWER 518 • EXPORT, PENNSYLVANIA 15632

Phone 412 327-0280

FAX 412 327-0113

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

## **Verified Statement of Wayne Norris Turtle Creek Industrial Railroad, Inc.**

My name is Wayne Norris, and I am President of Turtle Creek Industrial Railroad, Inc. I have held my position for 15 years. My duties include the overall management of the railroad, setting rates and all interchange relationships with Conrail.

Turtle Creek Industrial Railroad is a Class III railroad that operates an 11 mile Shortline Railroad between Export, PA and Trafford, PA. We connect with Conrail at Trafford, PA. Customers that we serve on our line include Weyerhaeuser Lumber Co. located at Murrysville, PA; Dura-Bond Steel at Export, PA; Trusco, located in Murrysville, PA; 84 Lumber Co. located in Murrysville, PA. These customers ship and receive lumber, steel and heavy machinery products. During 1996, we handled over 500 carloads on our line, utilizing all types of car equipment from flatcars, gondolas and boxcars. We operate this line on a daily basis.

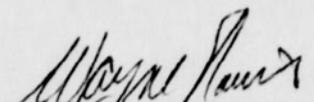
As a Shortline which connects with Conrail, we support the acquisition of Conrail by NS and CSX. As is well known, Conrail has a limited market reach while the NS and CSX, after the acquisition, will be able to provide a single line connection to points as far away as New Orleans and Jacksonville, Florida.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

A great deal of our business opportunities appear to be located South in the NS official territory. With the availability of the specialized equipment such as 89' flat cars, we hope to be able to offer better and more competitive service to the Southern regions.

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

Page 2  
May 28, 1997

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

  
Wayne Norris  
President

WN/ct  
file:wnnscsx



# Ace World Wide Air Freight

d/b/a Intercontinental Transportation Systems  
1925 East Kelly Lane Cudahy, WI 53110  
ph (414) 764-2111 fax (414) 764-1369

VERIFIED STATEMENT ON BEHALF OF  
ACE WORLD WIDE AIR FREIGHT CO. INC.  
D/B/A INTERCONTINENTAL TRANSPORTATION SYSTEMS  
FINANCE DOCKET NO. 33388

My name is Chris Winkler, and I am General Manager of Intercontinental Transportation Systems, located at 1925 East Kelly Lane, Cudahy, WI 53110. I have held my present position for 10 years. My responsibilities are to oversee the entire operation from dispatch to financials.

Ace World Wide Air Freight co. inc d/b/a/ Intercontinental Transportation Systems is a motor carrier for intermodal transportation. We also provide warehousing and distribution services. We work with NS at the following locations: Chicago, IL. In addition, we work with CP, BNSF, Southern Pacific, and Union Pacific in Chicago, IL.

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 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 that 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 that have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal industry. NS's capital investment in it's intermodal facilities and service are well known in



# Ace World Wide Air Freight

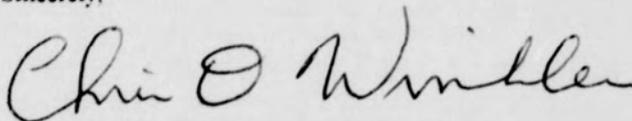
d/b/a Intercontinental Transportation Systems  
1925 East Kelly Lane Cudahy, WI 53110  
ph (414) 764-2111 fax (414) 764-1369

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, Chris Winkler, declare under penalty 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,



Chris Winkler  
General Manager  
Ace World Wide Air Freight  
d/b/a Intercontinental Transportation Systems



STEEL DIVISION

## ADC INC.

8500 Clinton Road  
Cleveland, Ohio 44111  
216-631-9300 • Fax. 216-631-8426

### VERIFIED STATEMENT OF ADC INC.

#### FINANCE DOCKET NO. 33388

My name is Charles P. Colletti, and I am Vice President of ADC Inc. Division of Steel. I've held my position for two years. My duties include marketing our warehouse for use in the steel industry, this involves pricing for not only storage but also transportation rates of both truck and rail service.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. We feel this situation would enable ADC Inc. to have access to other mills currently being serviced by other lines not to our access. We have been using Norfolk Southern for several years and are extremely satisfied with the quality of their service. We are confident that they would be able to provide good service on any Conrail lines they acquire.

For these reasons, I support the application of Norfolk Southern and CSXT to acquire Conrail.

I, Charles P. Colletti, declare under penalty 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,

Charles P. Colletti



3300 RIVERSIDE DRIVE, PO BOX 218902, COLUMBUS, OH 43221  
(614) 457-3051 FAX: (614) 459-0169 <http://www.ads-pipe.com>

June 26, 1997



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

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

Dear Mr. Williams:

Advanced Drainage Systems Inc., is a manufacturer of polyethelene drainage pipe, and we have 19 plants in 14 states. We use all three of the carriers involved in this action for our 1500 carload/year of inbound plastics. Reliable rail service is of great importance to our production at ADS.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Two of our largest plants are serviced by Conrail, and we want to ensure that the transition of carriers is swift and smooth. Norfolk Southern has been a good partner for our business in the past, and we are confident that they will be able to provide improved service on any of the CR lines they acquire.

For the good of the shippers and the involved railroads, we urge the STB to move quickly in approving the joint NS/CSX application to acquire Conrail.

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

Sincerely,

*Robert M. Klein*  
Bob Klein  
Director of Purchasing

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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FINANCE DOCKET NO. 33388

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

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VERIFIED STATEMENT  
OF

PAUL. T. LYON  
CHAIRMAN AND CEO  
OF  
AERO TRANSPORTATION PRODUCTS, INC.

VERIFIED STATEMENT OF PAUL T. LYON  
AERO TRANSPORTATION PRODUCTS, INC.

My name is Paul T. Lyon, and I am Chairman and CEO of Aero Transportation Products, Inc. ("ATP"). I have held my present position for 13 years. I have overall management responsibility for ATP.

ATP is a supplier of hopper car components to railcar builders, all Class I railroads, short line railroads and shippers of grain and other commodities who own and operate private railcar fleets. We have facilities located at Independence, Missouri. We sell to customers located throughout the United States and Canada.

We support the approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since we market railcar products to both railroads and their shipper customers, we would welcome the benefit of increased eastern rail market competition which will ultimately, in our opinion, stimulate the demand for more railcars and thus railcar products. There is a shortage of grain hopper cars. As domestic usage and exports of grain grow, the shortage will become more acute. Trucks are not a viable option. Also, in most areas of the east, barges cannot operate. Those that do depend heavily on rail.

STB

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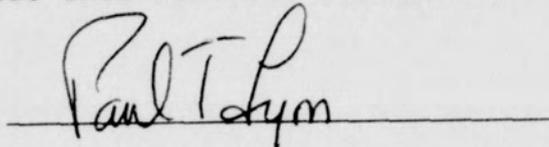
There is a distinct need for balanced rail competition in the East. Many rail customers own and operate private cars and use our products. These companies must compete on a global basis and look to railroads for cost savings whenever possible. Grain and other commodities are critically dependent upon rail movement, particularly those destined for export. Trucks simply don't have the capacity for moving large quantities of grain at anything close to a reasonable cost. Because transportation expenses are a major product cost item for most companies and many short-haul movements will not support two-line service, approval will:

- open up more foreign markets for shippers who need to move large quantities of grain and other commodities at lower costs;
- bring efficient single-line service to more customers, improve service for existing customers and extend ability of both to reach new markets;
- create shipper demand for more rail equipment and improve equipment utilization through better, more-direct and faster service, which will
- reduce truck traffic on major interstate lanes, and
- extend CSX and NS's quality service to new markets.

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

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

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

A handwritten signature in cursive script, reading "Paul T. Lyon", is written over a horizontal line.

Paul T. Lyon

cc: William A. Wiles, Norfolk Southern Corp.

VERIFIED STATEMENT OF  
AEROPRES CORPORATION

My name is Ferrell Person. I am the Manager-Logistics for Aeropres Corporation. My business address is 1324 N. Hearne Avenue, Suite 200, Shreveport, LA 71137. As Manager-Logistics, my responsibilities include planning for rail service, negotiation 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 15 years.

Aeropres Corporation operates four facilities, two of which are served by CR and NS, at the following locations: Royce, NJ, Manhattan, IL. We produce natural gas liquids at each of these locations. In 1996 we shipped 92,000 tons of this product by rail. We ship to numerous points in the U.S. In 1996, we paid over \$2,283,746.54 in rail freight charges.

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. Initially, we were concerned that our industry would, in essence, lose the services of a rail carrier when CSX was to acquire all of Conrail. However, since NS has acquired the portion of Conrail which serves our facility, we will continue to enjoy competitive rail service at this location.

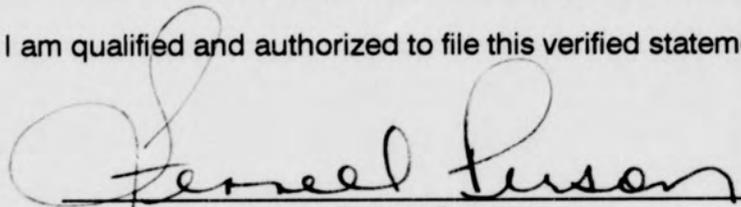
Competitive rail service is important for Aeropres. There is a distinct need for balanced rail competition in the East. Aeropres must compete on a global basis. Both our domestic and international competitors look for cost savings whenever possible. Because transportation expenses are a major product cost item for Aeropres, we need

to have two rail providers available in order to provide a competitive force to keep rail rates in check. We believe that the ability to access two rail carriers is the optimum for our needs. Seamless service, equipment utilization and systems synergies are highest when there are two carriers of comparable size and scope. From what I understand of the competitive situation, this has worked well in the Southeast where NS and CSX compete directly. Motor carrier service is not an economically viable alternative for shipping our product.

In addition, replacing Conrail with NS will assist us in adding additional points to/from which our products may be shipped/received. Single line service provides us with an effective sales tool to increase the territory into which we are able to market our products.

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

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.

  
Ferrell Person

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.

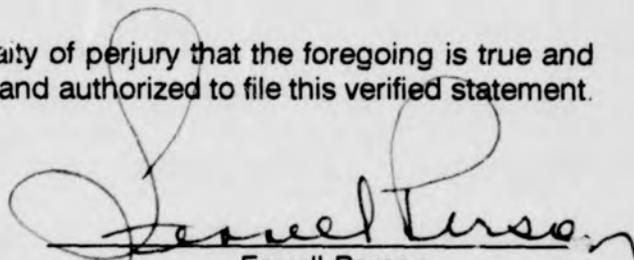
Aeropres Corporation manufactures hydrocarbon propellant. We have manufacturing plants at Royce, NJ and Manhattan, IL points served by Conrail and Norfolk Southern.

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



Agri-Business Supply, Inc.

1102 THIRD AVENUE, ALBANY, GEORGIA 31707  
OFFICE PHONE (912) 436-4677  
FAX (912) 883-0452

June 12, 1997

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 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.

Dear Mr. Williams,

My name is Howard L. Holton. I am President of Agri-Business Supply, Inc., headquartered in Albany, Georgia.

Agri-Business Supply, Inc. is a wholesale fertilizer sales business with sales of \$6,000,000 annually. Transportation is a vital factor to the success of our business. We utilize truck, rail and barge, divided 25% rail and 75% other modes. My responsibilities as President include the direct oversight of our transportation requirements, which include both inbound raw materials and outbound finished products to and from our plants, receipt and shipment of inbound and outbound materials to and from our plants.

We respectfully request approval of the transaction by which Norfolk Southern and CSXT will acquire Conrail and then divide the assets in a manner described to me. There is a definite need for two competing railroads in the Northeast which own their own tracks and facilities. Two competing rail systems will result in increased competition in areas of rates and service, benefiting shippers and receivers of products from and to the northeastern United States.

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

Sincerely,

A handwritten signature in cursive script that reads "Howard L. Holton".

Howard L. Holton



P. O. BOX 10032 / BIRMINGHAM, ALABAMA 35202 / (205) 841-6743

## VERIFIED STATEMENT OF JEFF CARLISLE

Alabama Freight Inc.

My name is Jeff Carlisle, and I am President of Alabama Freight, Inc. I have held my present position for six years. My duties include overall management of the company, including marketing, purchasing and transportation.

Alabama Freight, Inc. is a motor carrier with operating rights in 48 states. We transload iron and metal products between railcars and flatbed trucks for movement over the roads in conjunction with long-haul rail transportation. We have facilities located at 3908 28th Way North, Birmingham, Alabama. These facilities are presently served by NS. We receive from suppliers located around the country. These facilities are located on the lines of NS and its affiliates. During 1996, we moved a total of 111 carloads from these companies.

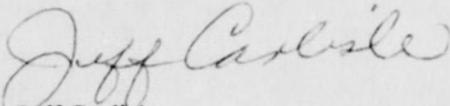
We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for signal-line rail transportation. Joint line rail service 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. Currently we are unable to serve a significant amount of the North and Northeast and feel without the acquisition of the proposed new lines we would be relegated to a dismal position in the market place. 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 have found NS to be aggressive in service, pricing and availability.

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

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

Sincerely,

A handwritten signature in cursive script that reads "Jeff Carlisle".

Jeff Carlisle  
President



# Albany Recycling Services, Inc.

P.O. Box 1584 • Albany, Georgia 31702-1584 • Phone (912) 432-6255 • Fax (912) 438-8638

May 30, 1997

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

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

Dear Mr. Williams:

My name is Karen Evans, and I am Office Manager of Albany Recycling Services, Inc.. My duties include ordering and shipping all rail cars, all rail car rates and charges.

Albany Recycling Services, Inc. produces /sells Scrap Iron and rail transportation plays a vital role in our business as we greatly depend on railroads to meet our customer's expectations.

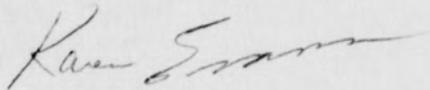
We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There is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

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

I, Karen Evans, declare under penalty 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,

ALBANY RECYCLING SERVICES, INC.



Karen Evans  
Office Manager

cc: Ms. Rosa Tarbutton

ALL-SOUTH WAREHOUSE D/C, Inc.

June 6, 1996

P. O. BOX 740015

ATLANTA, GA 30374

PHONE (404) 243-7566

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

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 Don Powell, and I am the sales manager for All-South Warehouse D/C, Inc. My duties include business development, marketing, and service standards, including rail and truck transportation for our customers.

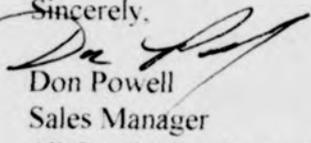
All-South Warehouse receives and ships paper, forest products, food, and general commodities and rail transportation plays a vital role in our business as we greatly depend on railroads to meet our customer's expectations.

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

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

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

Sincerely,

  
Don Powell  
Sales Manager

All-South Warehouse D/C, Inc.

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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FINANCE DOCKET NO. 33388

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

---

VERIFIED STATEMENT  
OF

**Marc S. Johnson**  
**Allegheny Industrial Associates, Inc.**

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**Allegheny Industrial Associates**

*311 Plus Park Boulevard, Suite 110, Nashville, Tennessee 37217 Tel: (615) 399-9987, (800) 444-6337 Fax: (615) 399-9982*

**VERIFIED STATEMENT OF MARC S. JOHNSON**

**ALLEGHENY INDUSTRIAL ASSOCIATES, INC.**

My name is **Marc S. Johnson**, and I am **President** of **Allegheny Industrial Associates, Inc.** I have held my present position for two (2) years. My background consists of twenty-two years of expertise in damage prevention. I am responsible for the direction and growth of Allegheny.

**Allegheny Industrial Associates** is a marketing firm that designs and sells customized load securement systems through professionally trained and highly experienced personnel. Our team of professionals has a combined damage prevention and transportation experience of more than seventy-five years. Allegheny Industrial Associates was incorporated in 1991 to market an innovative new product. Prevention of transit damage in trucks, TOFC, and boxcars in the paper industry was the goal. This was accomplished with a load securement product made of 100% recycled, rebonded rubber known as **TransMat®**. Since then, AIA has been in a rapid growth process expanding our line of securement products and markets that we service. Some of our products include **TransMat®**, **GripSheet™** anti-skid sheets, **Cougar Pads™**, Non-Metallic strapping, corrugated fillers and D.I.D bags. Our markets have expanded to the paper, metals, beverages, roofing shingles, super sacs, palletized loads and chemical industries. We have facilities located in Pennsylvania and Tennessee. These facilities are presently served by CSX/NS. We supply products to shippers throughout the Continental U.S. and Canada. These facilities are located on the lines of CP, CN, ST, CR, BNSF, CSX and NS. During 1996, we shipped three to four hundred trailer loads.

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

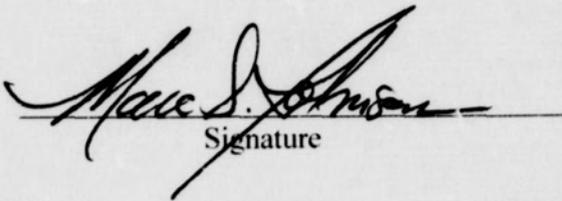
There is a distinct need for balanced rail competition in the East. Many rail customers operate private cars and use our products. These companies must compete on a global basis and look to railroads for cost savings whenever possible. Because transportation expenses are a major product cost item for most companies and many short-haul movements will not support two-line service, approval will:

- bring efficient single-line service to more customers, improve service for existing customers and extend ability of both to reach new markets
- improve equipment utilization through better, more-direct and faster service, which will
- reduce truck traffic on major interstate lanes, and
- extend CSX and NS's quality service to new markets.

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

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

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

  
Signature

cc: William A. Wiles, Norfolk Southern Corp.  
\_\_\_\_\_, CSX



P. O. BOX 269 • DELMAR, DELAWARE 19940

302/846-9511

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

5/1/97

My name is Dennis Cross, I am the Director of Purchasing for Allen's Milling Co. I am responsible for purchasing all of the commodities we use in Delmar, De. for use in manufacturing poultry feed .

Allen's milling produces over 700,000 tons of poultry feed annually from our Delaware feed mill which makes Allen's the largest single mill on the De-Mar-Va Peninsula. During 1996, we received over 2,000 rail cars of corn, over 250 rail cars of soybean meal, and over 100 rail cars of gluten meal. There is room for increasing the above numbers of rail cars, if in the future rail freight can be more competitive.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire and subsequently divide its assets. Since our facility would be 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 NS single line service, I believe our facility will have better access to the Northeast grain markets.

Allen's has a small operation in Liberty, NC, which is serviced by the NS. rail road. I have been very satisfied with their service in North Carolina. I am confident that they would be able to provide good service on any CR lines which they acquire. I also believe that the NS will be more efficient in transit time from the mid-west to the eastern shore than CR has been in the past. I feel that NS will also be more competitive with freight rates to the eastern shore than CR has been.

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

Sincerely,  
Dennis Cross

Director of Purchasing  
Allen's Milling Comp.



11350 Norcom Road  
Philadelphia, PA 19154  
(215) 676-6464

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 Corporations, STB Finance Docket No 33388**

**Verified Statement of Michael A. McTague  
on behalf of  
Allied Tube & Conduit  
Finance Docket No. 33388**

My name is Michael A. McTague, and I am Manager - Traffic of Allied Tube & Conduit. I have held my present position for 15 years. My duties include; managing Philadelphia Division's Transportation activities; negotiate all price and service contracts with rail and motor carriers with annual freight expenditure of \$15,000,000; process, dispute and rescive all freight claims, coordinate all international shipments and receipts; develop storage and site selection alternatives, coordinate freight payment proces with third party logistics provider.

Allied Tube & Conduit is a manufacturer of seamless welded tubing for the electrical, fencing, sprinkler and mechanical tube industries. Receipts consist of flat rolled sheet steel in coils and galvanized steel pipe 20' in length which is further processed. We have facilities located at Philadelphia and Bristol, Pennsylvania. These facilities are presently served by Conrail. At our Philadelphia plant, we ship to and receive rail shipments from and to the following cities: Ambridge, PA; Sharon, PA; Weirton, WV; Warren, OH; Cleveland, OH; Monroe, OH; Middletown, OH; Chicago, IL; Ecorse, MI; Indiana Harbor, IN; Midwest Portage, IN; Burrs Harbor, IN; East Chicago, IN; Houston, TX; Federal, IL; Harvey, IL; Miami, FL; and Norcross, GA. These facilities are located on the lines of CR, BNSF, IHB, CSX, FEC, IC, NS. During 1996 we shipped/received 1,705 rail cars and 590 intermodal containers. The equipment utilized is open gondolas, covered gondolas, box cars, and flat cars. Our frequency of shipment is daily.



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

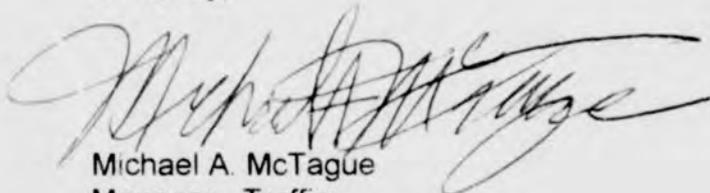
In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide increase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

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

**THIS SUPPORT STATEMENT IS CONTINGENT ON THE IMPLEMENTATION OF COMPETITIVE RAIL ACCESS TO THE PHILADELPIA AND SOUTH JERSEY SHIPPING COMMUNITY. ABSENT OF ANY SUCH COMPETITIVE SERVICE, MY SUPPORT WILL BE RESPECTIVELY WITHDRAWN.**

I, Michael A. McTague, declare under penalty 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 3, 1997.

Sincerely,



Michael A. McTague  
Manager - Traffic  
Allied Tube & Conduit  
11350 Norcom Road  
Philadelphia, PA 19154

June 2, 1997

VERIFIED STATEMENT OF

Robert L. Merrifield

on behalf of

Alumax Materials Management, 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

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

Dear Secretary Williams:

My name is Robert L. Merrifield and I am the Director of Transportation for Alumax Materials Management, Inc. located at 6625 The Corners Parkway, Suite 500, Norcross, Georgia 30092. I have been in this position for six (6) months, which is a newly created position. I am responsible for overseeing all transportation related activities to and from the various Alumax subsidiary locations throughout North America. Previously I was employed by Intalco Aluminum Corporation, an Alumax Primary Aluminum manufacturing facility located at Ferndale, Washington. While there I held the positions of Assistant Traffic Manager for thirteen (13) years and Traffic Manager for twelve (12) years.

Alumax, Inc., a Fortune 200 corporation, is the nation's third largest integrated aluminum producer with five (5) primary aluminum smelters in North America producing aluminum ingot, billet, and slab to support subsidiary fabricating and customer facilities for their production of value-added aluminum products for the transportation, building and construction, packaging and consumer durable markets throughout North America.

Alumax, Inc. has subsidiary fabricating facilities through North America at the following locations.

- \* Alumax Primary Aluminum Corporation
  - Products: Aluminum Ingots
  - Locations: Intalco aluminum Corporation, Ferndale, Washington
  - Eastalco Aluminum Corporation, Frederick, Maryland
  - Alumax of South Carolina, Goose Creek, South Carolina
  - Aluminerie Lauralco, Inc., Deschambault, Québec
  - Aluminerie de Bécancour, Québec
  
- \* Alumax Mill Products, Inc.
  - Products: Aluminum Coil, Sheet, and Plate
  - Locations: Lancaster, Pennsylvania
  - Texarkana, Texas
  
- \* Alumax Extrusions, Inc.
  - Products: Multi-Port Hollow Shape Extrusions, Thin Wall Tubing, Specialty Extruded Profiles
  - Locations: Magnolia, Arkansas
  - Plant City, Florida
  - Fairburn, Georgia
  - West Chicago, Illinois
  - Monterey, Mexico
  - Hernando, Mississippi
  - Catawba, North Carolina
  - Cressona, Pennsylvania
  - Yankton, South Dakota
  - Elizabethton, Tennessee
  - Spanish Fork, Utah
  
- \* Alumax Foils, Inc.
  - Products: Aluminum Composition Foils
  - Locations: Russellville, Arkansas
  - St. Louis, Missouri
  
- \* Alumax Engineered Metal Processes, Inc.
  - Products: Near Net-Shape Semi-Solid Aluminum Forgings
  - Locations: Bentonville, Arkansas
  - Jackson, Tennessee

\* Kawneer Company, Inc.

Products: Architectural Aluminum Products, Commercial  
Store Fronts, Curtain Wall, Window Systems

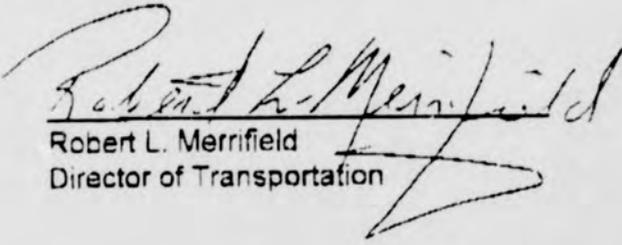
Locations: Lethbridge, Alberta  
Springdale, Arkansas  
Jonesboro, Georgia  
Bristol, Indiana  
Franklin, Indiana  
Eau Claire, Michigan  
Scarborough, Ontario  
Bloomsburg, Pennsylvania  
Johnson City, Tennessee

Alumax, Inc. is a large user of rail transportation. During 1996 Alumax facilities generated over 15,370 carloads of inbound/outbound raw materials, supplies, and primary ingot shipments. Consistent and reliable rail transportation is crucial to our logistics management. The cost of transportation is a significant component of the overall cost of our inbound materials and supplies as well as finished products. The additional expense associated with joint-lint rail service, especially in the Eastern portion of the United States, is a disadvantage to us. However, new single-line rail service created by the acquisition of Conrail by CSX and Norfolk Southern will make rail transportation a more attractive option for Alumax, Inc.

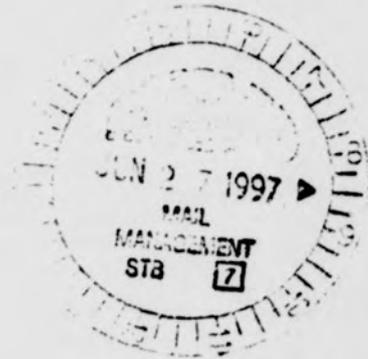
We believe that the acquisition of Conrail by CSX and Norfolk Southern will allow us to expand our use of rail transportation within the eastern United States.

For these reasons, Alumax Materials Management, Inc. strongly endorses the proposed joint acquisition of Conrail by CSX and NS, and urges the Board to approve the joint application of CSX and Norfolk Southern in a timely fashion.

I, Robert L. Merrifield, declare under penalty 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 second day of June, 1997.

  
Robert L. Merrifield  
Director of Transportation

AMERICAN METALS & COAL



June 20, 1997

Surface Transportation Board  
U. S. Department of Transportation  
Mercury Building, Suite 500  
1925 K Street, NW  
Washington, D. C. 20423

RE: Conrail Acquisition

Dear Sirs:

I am writing this letter on behalf of my company, American Metals & Coal International, in support of the joint acquisition of Conrail by Norfolk Southern Corporation and CSX. American Metals and Coal International is through subsidiary or affiliated companies extensively involved in the production and marketing of coal both domestically and internationally. After studying the proposal, it is apparent that the coal industry will benefit significantly through better market accessibility and lower transportation charges as a result of the consolidation of Conrail into NS and CSX.

As you know the coal industry is a very competitive industry on both a domestic and world wide basis. This company is of the opinion that the proposed plan as put forth by the rail carriers is vital to the long term well being of the coal business.

My company respectfully request that you approve the proposed division of Conrail as presented to you by Norfolk Southern and CSX both of which have demonstrated their ability to be reliable and efficient carriers

Very truly yours,

American Metals & Coal International, Inc.

A handwritten signature in cursive script that reads "Paul S. Barbery".

Paul S. Barbery  
Vice President and General Counsel

cc: David R. Goode  
Bruce B. Sterzing



**AMERICAN  
SAFETY  
SERVICE**

1244-A Ridge Road  
Apollo, PA 15613  
(412) 478-3737

May 28, 1997

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

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

Dear Mr. Williams:

I am writing in support of the proposed acquisition of Conrail by Norfolk Southern and CSX Transportation.

The division of Conrail among Norfolk Southern and CSX Transportation will create two healthy, competitive rail systems throughout the eastern United States. This is good news for shippers, customers and for our economy in general.

The consolidation of rail lines is a natural, healthy trend which is a necessary response to the forces of global competition. Five giant rail systems have developed from the approximately 40 Class I railroads which were in business in 1980 when the industry was deregulated.

Not all of these mergers have been equal in terms of benefit and harm. The proposed division of Conrail's operations, however, is one of the best mergers ever to be proposed. It will restore rail competition to parts of the nation which have not had such competition for more than two decades.

Pennsylvania is a state which has depended on quality rail service throughout its history. The acquisition of Conrail by Norfolk Southern and CSX Transportation will establish a rail system capable of handling our state's rail transportation needs well into the twenty-first century.

Sincerely yours,

Kathryn Swank Curran  
President

231

manufacturer of construction signage  
rental of barricades, warning lights and arrowboards  
supplier of items used in the maintenance and protection of traffic

# American Synthetic Rubber Corporation



Post Office Box 32960  
PHONE: 502-449-8300

Louisville, KY 40232-2960  
FAX: 502-449-8468

June 3, 1997

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

Dear Mr. Williams:

We support 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 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 the NS proposes would be of benefit to us. With single-line service, I believe we would be able to compete in these markets with other companies enjoying single-line service to the Northeast. We have used the 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, Peter Clear, declare under penalty 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 3, 1997.

Sincerely,

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

Peter Clear  
Director of Materials Management

**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 Norfolk Southern (NS) and CSX 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 Norfolk Southern 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:

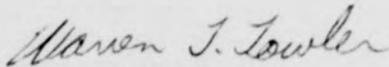
1. We believe that the joint acquisition of Conrail will produce better service and more competitive rates. We expect the joint acquisition to result in a more efficient system with more opportunities to triangulate, thereby allowing for more efficient equipment utilization.
2. We also anticipate that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



**ARIZONA  
RAIL CAR INC.**

P.O. Box 26381, Tucson, AZ 85726  
(602)748-1786  
FAX (602)747-0378

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FREIGHT AND PASSENGER CAR REPAIRS

**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

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**FINANCE DOCKET NO. 33388**

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

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**VERIFIED STATEMENT  
OF  
ARIZONA RAIL CAR, INC.**

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VERIFIED STATEMENT OF

ARIZONA RAIL CAR, INC.

My name is Rolando S. Figueroa, and I am General Manager of **Arizona Rail Car, Inc.** I have held my present position for 8 years. My duties include - general management of 15 men contract car repair facility at Tucson, Arizona and 2 men satellite shop at Cochise, Arizona.

**Arizona Rail Car, Inc.** is a contract repair shop for freight rail cars. we have facilities located at Tucson, AZ and Cochise, AZ. We repair Bad Order cars of the Norfolk Southern at our Tucson Repair Shop. These facilities are located on the lines of UNION PACIFIC. From 1992 to 1996, we repaired 50 railroad cars in the Tucson area for Norfolk Southern.

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

There is a distinct need for balanced rail competition in the East. Many rail customers operate private cars and use our services. These companies must compete on a global basis and look to railroads for cost savings whenever possible. Because transportation expenses are a major product cost item for most companies and many short-haul movements will not support two-line service, approval will:

- bring efficient single-line service to more customers, improve service for existing customers and extend ability of

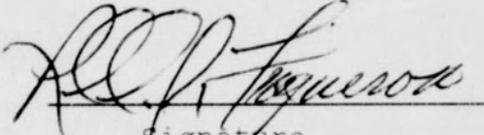
both to reach new markets

- ▶ improve equipment utilization through better, more-direct and faster service, which will
- ▶ reduce truck traffic on major interstate lanes, and
- ▶ extend CSX and NS's quality service to new markets

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

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

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

  
Signature

cc: William A. Wiles, Norfolk Southern Corp.

\_\_\_\_\_, CSX



ARM & HAMMER Division  
Church & Dwight Co., Inc.  
1416 Willis Avenue  
PO Box 751  
Syracuse, NY 13201  
Phone: (315) 488-2961  
Fax: (315) 487-1985

July 11, 1997

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

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

Dear Secretary Williams:

I wish to express my strong support for the planned control of Conrail by CSX Corporation and Norfolk Southern Corporation as proposed in the above referenced docket.

New York State's manufacturing, business and agricultural interests need the best possible rail transportation, and I believe this transaction will provide our key industries with vital new transportation options and increased market reach with faster service and potentially lower costs.

In addition to improving rail access to key midwestern and western markets, New York State would now also benefit from greatly improved service to markets in the south, southeast and along the Gulf Coast via a single-line for the first time in history. The resultant elimination of delays means lowered shipping costs and faster transit times, which will create important new opportunities for New York business and industry.

In addition, the prospect of single-line rail service to nearly all the major East Coast and Gulf Coast ports is vitally important to the many New York businesses engaged in importing or exporting, and will greatly enhance the global competitiveness of this large sector of our economy.

Faster, less costly and more reliable rail service is a much-needed advantage for the economic development and job growth of our region and the entire state of New York.

I urge the Surface Transportation Board to approve the control application as proposed.

Very truly yours,

Mario P. Tarolli  
Plant Manager



ASSOCIATED BUILDERS  
AND CONTRACTORS OF  
WESTERN PENNSYLVANIA

3500 SPRING GARDEN AVENUE • PITTSBURGH, PENNSYLVANIA 15212  
(412) 231-1446 • Fax (412) 231-3201

May 28, 1997

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

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

Dear Mr. Williams:

As President of ABC of Western Pennsylvania and the owner of a small business, I am strongly in support of the proposed acquisition of Conrail by Norfolk Southern and CSX Transportation. This division of Conrail will create a competitive freight rail system that will give myself and other shippers more choices and more efficient service.

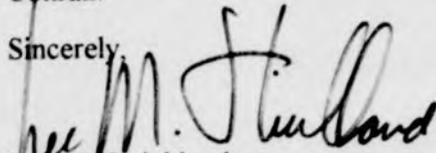
The restructuring of the eastern rail system in the United States will stimulate economic growth and will give us the benefit of having two strong railroads competing against each other. We all know that competition creates more choices, better service and lower prices.

The presence of two major railroads will particularly stimulate the economy of Pennsylvania which has lagged behind other states in terms of job growth. New single-line services and increased competition will encourage companies to consider plant sites in areas previously shunned because they lacked balanced rail competition.

The expanded Norfolk Southern will bring to employees and communities the benefits of a consistently aggressive and successful industrial development department. Norfolk Southern's economic development efforts, in conjunction with states and local communities resulted in eight of eleven new auto assembly plants in the United States being located along Norfolk Southern lines. This is just the sort of corporate citizen Pennsylvania needs to spur job growth.

I urge you to grant speedy approval to Norfolk Southern and CSX Transportation's plans for acquiring Conrail.

Sincerely,



Lee M. Strickland  
President

LMS/cd

CC: File

H:\WP61\LMS\ABC\CONRAIL.ACQ



May 30, 1997

FINACE 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

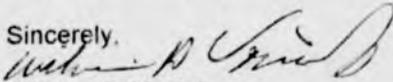
VERIFIED STATEMENT OF:  
ASSOCIATED GROCERS OF FLORIDA  
(FINANCE DOCKET NO. 33388)  
WAV

Dear Mr. Williams:

My name is William Vonick, and I am Transportation Manager of ASSOCIATED GROCERS OF FLORIDA, 7000 N.W. 32 Avenue, Miami, Fl. 33147. I have held my present position for four years. My duties include all routing responsibilities including over the road and intermodal transportation, in addition to general logistics control of our fleet and all transportation related matters. I am in charge of all "backhaul" programs related to the transportation of products coming into our warehouse for distribution to various grocery stores in the state of Florida.

As transportation Manager for ASSOCIATED GROCERS OF FLORIDA, I have full responsibilities in the routing of our freight, as stated above. We ship intermodal traffic in the following lanes throughout the United States: into South Florida from Atlanta, Ga. (our most significant and highest volume lane), New Jersey, Pittsburgh and Harrisburg, Pa. areas, Columbus, Oh., Chicago, Il., Memphis, Tn., Charlotte, N.C, Dallas Tx. area, and expect considerable growth in various other lanes. Our success in our growth plans depends on competitive rates within our allowance factors, out of California, the Midwest, and North East areas. As always, we are still depending on our IMC/rail partners to offer the best possible rates out of our major lane, Atlanta, Ga., in exchange for routing consideration as we increase our volumes and new lanes out of the areas mentioned above. We also have opportunities in the Allentown, Philadelphia, Baltimore areas, although our current concern has been the Atlanta area, where current rail rates are dangerously close to over the road rates where service benefit is already a major consideration versus intermodal. We have given preference to NS as we grow our longer haul lanes in exchange for considerations out of Atlanta (and we're still negotiating). In other words, we and our IMC partners offer NS first opportunities out of all lanes mentioned above. Currently, CR is not included in our routing, but CSX rates and service does control the Northeast along with various over the road carriers in the Pennsylvania area. During 1996, we controlled approximately eight hundred loads out of the various lanes mentioned above. We just began our expansion program during 1996, therefore, we expect to at least double the amount of loads I intend to control in 1997/98. My plans to further increase my lanes and volume beyond our 1997/98 goals are very realistic. Intermodal transportation best fits many of our needs, but competitive pricing and services are an issue for us as well when using our over the road partners. The CSX/NS plans to control Conrail, divide routes, and expand intermodal services is of great interest to ASSOCIATED GROCERS OF FLORIDA. I feel that in the past, through my IMC partners, we have proven my commitment to NS. Although some of our issues (Atlanta areas) are still being discussed, I strongly approve of the application of CSX and NS to acquire Conrail and should be approved by the STB. Furthermore, I would like to see the EMP programs extend to the South Florida area. Safety, Service, and rate issues play a major role in my approval and encouragement in NS's capital investments in the industry.

Sincerely,

  
William A. Vonick

Transportation and Traffic Manager

240

7000 N.W. 32 Avenue, Miami, Florida 33147  
Phone: (305) 696-0080

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

May 14, 1997

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 James Sturgis, and I am the Newsprint Manager of The Atlanta Journal And Constitution. My duties include ordering newsprint, much of which is delivered by rail and ordering in and out of railcar shipments.

The Atlanta Journal produces /sells a daily newspaper and rail transportation plays a vital role in our business as we greatly depend on railroads to meet our customer's expectations.

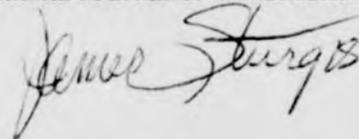
I support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There is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

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

I James Sturgis, declared under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file the verified statement.  
Executed on May 16, 1997.

Sincerely,

James Sturgis  
Newsprint Manager  
The Atlanta Journal & Constitution



cc:  
CSX Representative  
Mr. Al Williams



**ATLANTIS  
PLASTICS**  
PLASTIC FILMS • MOLDED PLASTICS

May 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

Dear Mr. Williams:

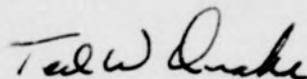
My name is Ted Drake, I am Plant Manager of the Atlantis Plastics plant in Nicholasville, Kentucky.

Atlantis Plastics supports the approval of the transaction by which CSX and Norfolk Southern acquire control of Conrail and then divide the assets and trackage of Conrail in the manner described in the joint application of NS and CSX to control Conrail.

There is a need for competitive railroads in the Northeast which own their own track and facilities. Customers which ship or receive product into and out of the northeast have the service of only one rail carrier. In the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. I believe that multiple carriers provide opportunities for seamless service, efficient equipment utilization and seamless synergies.

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

Sincerely,



Ted W. Drake  
Plant Manager

242



# Auburn Bean & Grain Companies

Member of  
MABA MBSA NGEA



Auburn Bean & Grain • Auburn Facilities • Franchise Feed & Seed • Franchise Bean • Office • Honors • Picator • Heritage Equipment

May 23, 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 Sir:

My name is Henry Petrosky. I am Vice President and Marketing manager for our firm and have held this position for twenty-three years.

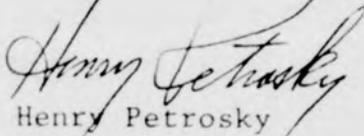
In our business we receive grain from producers and ship this grain into the northeast and southeast for feed for animals and other processing operations. With our plants being located on short lines in Michigan we need as many outlets as possible so we can provide a market for our producers at a competitive price. I feel the acquisition and division of Conrail by NS CSX as explained to me and described in its application meets our competitive expectations and needs.

Short line railroads which serves a great deal of Michigan's agriculture needs this access of main line railroads that serve the end user today. In my opinion both NS and CSX have done a tremendous job to get our products to the marketplace. With this breakup of Conrail with NS and CSX taking the divisions that were outlined I feel this will give us access to other markets for our products that we have not had in the past.

We would encourage that this Finance Docket No. 33388 given immediate attention as it is utmost importance for shippers in agriculture to get customers in line prior to harvest season.

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

Executed this 23 day of May, 1997.

  
Henry Petrosky

243



Perimeter Place One  
518 Old Kentucky Road  
P.O. Box 3166

5/30/97 Cookeville, TN 38502-3166

Verified Statement of  
Averitt Express  
Finance Docket No. 33388

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

Dear Mr. Williams

My name is Michael E. Floyd and I am an Operations Leader for Averitt Express, 518 Old Kentucky Road, P.O. Box 3166, Cookeville, TN, 38502-3166. We ship intermodal traffic from Chicago Il to Florida, Nashville to Florida, Atlanta to Florida and between North Bergen NJ. and Charlotte NC. Both Norfolk Southern and CSX serve the Chicago and Atlanta lanes. With CSX serving the Nashville to Florida and Norfolk Southern serving the northeast lane. During 1996, we shipped over 500 trailers on these lanes.

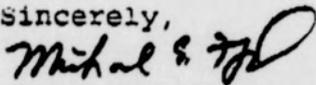
It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service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

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

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

I, Michael E. Floyd, declare under penalty 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,



Michael E. Floyd  
Operations Leader  
Averitt Express



## Baltimore Recycling, L.L.C.



**CONRAIL CUSTOMERS WHO WILL  
BE SERVED BY NS & CSX  
(2 TO 2)**

**VERIFIED STATEMENT OF  
BALTIMORE RECYCLING L.L.C.**

My name is Dennis Potts. I am the General Manager for Baltimore Recycling L.L.C. My business address is 1657A S. Highland Avenue, Baltimore Maryland 21224. As the General Manager, my responsibilities include planning for rail service, negotiation 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 seven years.

Baltimore Recycling L.L.C. operates one facility at the following location 1657A S. Highland Avenue, Baltimore, Maryland 21224. We produce recycled paper at this location. We ship to numerous points in the U.S.

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. Initially, we were concerned that our industry would, in essence, lose the services of a rail carrier when CSX was to acquire all of Conrail. However, since NS has acquired the portion of



## Baltimore Recycling, L.L.C.



Conrail which serves are facility, we will continue to enjoy competitive rail service at this location.

Competitive rail service is important for Baltimore Recycling L.L.C. There is a distinct need for balanced rail competition in the East. Baltimore Recycling L.L.C. must compete on a global basis. Both are domestic and international competitors look for cost savings whenever possible. Because transportation expenses are a major product cost item for Baltimore Recycling L.L.C., we need to have two rail providers available in order to provide a competitive force to keep rail rates in check. We believe that the ability to access two rail carriers is the optimum for our needs. Seamless service, equipment utilization and systems synergies are highest when there are two carriers of comparable size and scope. From what I understand of the competitive situation, this has worked well in the Southeast where NS and CSX compete directly. Motor carrier service is not an economically viable alternative for shipping our product.



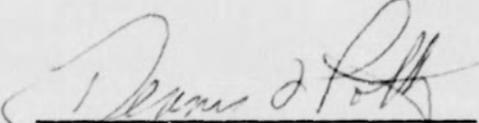
## Baltimore Recycling, L.L.C.



In addition, replacing Conrail with NS will assist us in adding additional points to/from which our products may be shipped/received. Single line service provides us with an effective sales tool to increase the territory into which we are able to market our products.

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

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

  
\_\_\_\_\_  
Signature

VERIFIED STATEMENT OF  
GARY L. MILLS  
BARTLETT AND COMPANY  
4800 MAIN STREET, SUITE 600  
KANSAS CITY, MISSOURI 64112

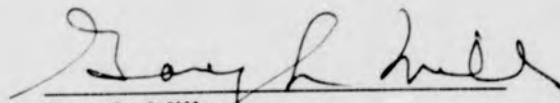
My name is Gary L. Mills, and I am a Vice President of Bartlett and Company ("Bartlett"). I have been involved in the grain business for 34 years and have held my current position for almost two years. My duties include supervision of all areas involving transportation of grain and/or grain products by rail and water, including rate making, market analysis, forecasting, leasing and operation of rail equipment, and logistics. I am qualified and authorized to make this Verified Statement and declare that it is true and correct.

Bartlett is a grain merchandising, flour milling and cattle feeding company operating facilities in nine states. Bartlett has facilities located at Kansas City, Missouri; Kansas City, Kansas; Statesville, North Carolina; and Cincinnati, Ohio that are either served by Norfolk Southern ("NSC") or to which NSC has access via reciprocal switching.

NSC is actively involved with Bartlett in the movement of wheat and wheat flour from Kansas to Statesville, North Carolina and Cincinnati, Ohio and wheat flour and wheat mill products from Statesville and Cincinnati to Bartlett's customers located in the Southeastern United States.

Bartlett supports the transaction between CSX and NSC which will allow CSX and NSC to jointly acquire Conrail and divide its assets along lines as publicly proposed. Bartlett believes this transaction can dramatically improve its access to expanded markets because of the elimination of joint line service to major portions of the Northeastern United States. Bartlett expects continued good service by NSC and competitive rates will allow Bartlett to compete in this expanded area of the Northeast.

For the reasons described above, Bartlett supports the application of NSC and CSX to acquire Conrail.

  
Gary L. Mills

VERIFICATION

STATE OF MISSOURI     )  
  ) ss.  
COUNTY OF JACKSON    )

On this 29th day of May, 1997, before me the undersigned, a Notary Public, appeared Gary L. Mills, who is personally known by me to be a Vice President of Bartlett and Company, a Missouri corporation, and who is personally known by me to be the same person who executed as such officer the within instrument on behalf of said corporation, and the said Gary L. Mills duly acknowledged the execution of the same to be the act and deed of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year last written above.

*Carolyn B. Thomas*  
Notary Public

My Commission Expires:

**CAROLYN B. THOMAS**  
Notary Public - State of Missouri  
Commissioned in Platte County  
My Commission Expires April 12, 2001

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**BC/CAL/KAL**

1033385



RESOLUTION

WHEREAS, BC/CAL/KAL Inland Port Development Corporation, representing the City of Battle Creek and Calhoun and Kalamazoo Counties, administers Foreign Trade Zone 43 and markets a U.S. Customs Inland Port of Entry, and maintains an inherent interest in facilitating international trade through an adequate and competitive transportation infrastructure; and

WHEREAS, Norfolk Southern has the reputation as a valuable corporate citizen supporting effective industrial development efforts; and

WHEREAS, we believe that acquisition of Conrail by NS and CSX will benefit our region by making NS a stronger railroad, allowing industries in our community to reach markets by rail in a competitive manner; and

WHEREAS, the competitive package NS and CSX have offered to bring rail competition should provide the benefits of competitive rail service to this in our community who ship or receive goods to these areas; and

NOW, THEREFORE, BE IT RESOLVED, that the BC/CAL/KAL Inland Port of Development Corporation Board of Directors strongly supports the proposed acquisition of Conrail by NS and CSX and we urge that it be promptly approved.

DATED: June 18, 1997

  
Eric V. Brown, Jr., President

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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FINANCE DOCKET NO. 33388

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

---

VERIFIED STATEMENT  
OF

**David R. Turner**

**BERWIND RAILWAY SERVICE COMPANY, L.P.**



# *Berwind Railway Service Company, L.P.*

P.O. Box 349

Hollidaysburg, PA 16648

Phone (814) 695-5691

FAX (814) 695-5801

## **VERIFIED STATEMENT OF**

### **BERWIND RAILWAY SERVICE COMPANY, L.P.**

My name is David R. Turner, and I am President of Berwind Railway Service Company, L.P. I have held my present position for 7 years. My duties include overseeing the operation of our five railcar repair facilities including the one in Hollidaysburg, PA serviced by Conrail. In addition, I direct the activity of our Sales and Marketing group and meet with specific railcar owners for whom we provide service.

Berwind Railway Service Company, L.P. is a full service railcar repair company. We service private car owners such as chemical and oil companies as well as provide repair service to Shortline Railroads and Class I's like the N.S. We have facilities located at Hollidaysburg, PA, Neodesha, KS, Junction City, KS, Council Bluffs, IA and Marshall, TX. The facility at Hollidaysburg is presently served by Conrail. We receive railcars from customers located at Roanoke, VA and Johnson City, TN. These facilities are located on the lines of the Norfolk Southern. During 1996, we repaired several cars for these customers. We feel there is an opportunity to do more for these customers if we are serviced by the Norfolk Southern thus eliminating transportation and switching fees charged by Conrail.

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

There is a distinct need for balanced rail competition in the East. Many rail customers operate private cars and use our services. These companies must compete on a global basis and look to railroads for cost savings whenever possible. Because transportation expenses are a major product cost item for most companies and many short-haul movements will not support two-line service, approval will:

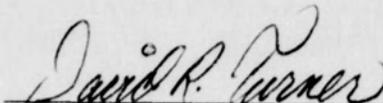
- bring efficient single-line service to more customers, improve service for existing customers and extend ability of both to reach new markets
- improve equipment utilization through better, more-direct and faster service, which will
- reduce truck traffic on major interstate lanes, and
- extend CSX and NS's quality service to new markets.

*Berwind Railway Service Company, L.P.*

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

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

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

  
David R. Turner

cc: William A. Wiles, Norfolk Southern Corp.  
\_\_\_\_\_, CSX



May 28, 1997

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

RE: Support for NS and CSX joint Acquisition of Conrail

Dear Mr. Williams,

My name is John Barney. I am the Traffic Manager with BF Energy Corporation with its headquarters at Newport Beach, CA. My office is at 23 Corporate Plaza Dr. #225.

BF Energy Corporation is a Oil Marketing Company with sales of \$16 Million annually. Transportation is a vital factor to the success of our business. We utilize truck, rail and barge, divided 60% rail and 40% other modes. My responsibilities as Traffic Manager include the direct oversight of our transportation requirements which include (both inbound raw materials and outbound finished products to and from our plants, receipt and shipment of inbound and outbound materials to and from our plants). Primarily, we ship to the East Coast and receive from the South. In the U.S. most of our shipments are to and from locations in the Northeast and Midwest on Conrail.

We understand that Norfolk southern and CSX will be asking the Surface Transportation Board to approve their acquisition of Conrail. We support this joint plan. We think that it will enable us to expand our markets into areas we have hitherto been unable to reach because of what we can only perceive to e 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 are well-managed, efficient customer-oriented railroad and would very much like to see those attributes injected into Conrail territory.

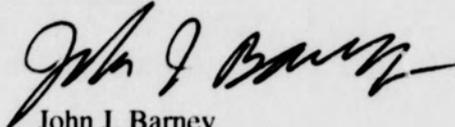
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BF ENERGY CO. INC.

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

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

Sincerely,

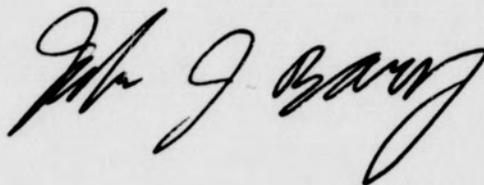


John J. Barney  
Traffic Manager  
BF Energy Co., Inc.

#### VERIFICATION

I, John J. Barney, declare under penalty 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.

John J. Barney





Gravelite, Livlite, Bayou Ash

## Big River Industries, Inc.

375 Northridge Rd  
Suite 250  
Atlanta, Georgia 30350  
(770) 804-8070  
1-800-342-LITE (5483)  
Fax: (770) 804-1953

June 2, 1997

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

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.

Dear Mr. Williams:

I am Joel D. Hammond, and I am Vice President of Big River Industries, Inc. I have held this position since 1975 and my responsibilities are over the four Western Division companies controlled by my organization. I am also the top transportation officer in our company with the responsibilities over this department from the same period to the present.

Big River Industries, Inc., a division of Oldcastle, is a manufacturer of rotary kiln fired expanded lightweight aggregate and we ship nationally, however our primary market is the Eastern half of the United States. Our largest plant is located Livingston, Alabama and is served by the Norfolk Southern Railway Company. We daily ship to customers eastward via open and closed top hopper cars supplied by this excellent railroad to all the Southeastern States. It must be noted that our other plants are rail served so our experience with other rail lines and other means of transportation such as barge and trucks give us an overall bulk transportation perspective of the entire Eastern United States. A combination of our sister companies makes us the largest concrete product producer in the United States thereby giving us experience in both the shipping and receiving of products.

We support the approval of the transaction which will allow NS and the CSX to acquire Conrail and subsequently divide its assets. This action will open up the Northeast United States to a competitive arena that benefits all shippers and receivers. The change in this market is long overdue, the Northeast has been suffering under a system similar to the discriminatory rate practices the South inherited after the Civil War. Joint lines rates, especially with an uninterested partner, have prohibited the competitive development of goods and services. Single line rates provided by the NS and CSX with superior equipment, safety and service records will benefit the economy as a whole.

With this possibility our company has altered its marketing plans to concentrate in this area and expect to see gains in sales that before were only reachable by other means of transportation making us non-competitive.

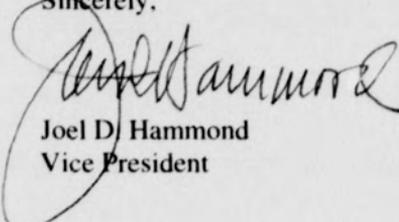
Our experience with the Norfolk Southern Railroad convinces us that providing attention to modern equipment, service, and safety pays off to their stockholders and customers, and it can be done competitively.

It stands to reason, and merits repeating, that I and my organizations support the application of NS and CSX to acquire Conrail. We beseech you to approve this acquisition as expeditiously as possible.

I, Joel D. Hammond, declare under penalty 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,



Joel D. Hammond  
Vice President

# BIG RIVER ZINC

Route 3 & Monsanto Ave.  
SAUGET, IL. 62201

June 2, 1997

## VERIFIED STATEMENT OF DALLAS E. NICHOLS BIG RIVER ZINC CORPORATION

My name is Dallas Nichols, and I am the Traffic Manager for Big River Zinc Corporation. I have been the Traffic Manager at Big River for over three years. I am responsible for all of the transportation functions for Big River as well as the Customer Service function. Specifically I negotiate all rates and develop all carriers that we use to transport and establish the best way to deliver our products to end users. Our main facility is at Sauget, IL. We are served by the GWR and the TRRA for switch service and by the NS in roadhaul service.

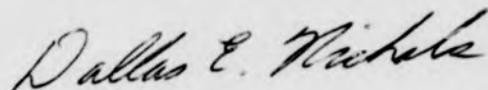
Big River Zinc Corporation produces Zinc Metal, Sulfuric Acid and several other products at our facility in Sauget, IL. We ship car loads of Sulfuric Acid, in 72 leased rail cars, to our customers located through out the Midwest.

We support approval of the transaction which would allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since we ship via NS we would welcome the benefit of increased market access for single line transportation. Norfolk Southern has shown us that they are an aggressive company that has helped us to expand our marketing area by providing us with excellent service and competitive pricing. Most of all we want the added competition which we think will result between CSX and NS serving cities in the Northeast. We have used NS for all of my time at Big River and we are confident that they would be able to provide good service at reasonable rates on any of the Conrail lines which they acquire.

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

I, Dallas E. Nichols, declare under penalty 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 3, 1997

Sincerely



Dallas E. Nichols  
Traffic Manager



## BIRMINGHAM STEEL CORPORATION

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

Verified Statement on behalf of Birmingham Steel Corporation.

My name is Don Wilson, and I am Director of Transportation/Logistics for Birmingham Steel Corporation. I have held my present position for 15 years. My duties include full corporate responsibility for all transportation. Also I have site location responsibility for warehousing and new plant locations.

Birmingham Steel Corporation is a manufacturer of steel products operating mini-mills in Kankakee, IL (ICRR), Joliet, IL (IC&EJE) Jackson, MS (IC) Memphis, TN (IC) Birmingham, AL (NS) Cleveland, OH (NSS) Cartersville, GA (CSX) and Seattle, WA (BN&UP). We presently ship/receive in excess of 8 million tons with railroad expenditure of approximately \$40 million.

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

In addition, we are looking forward to experiencing not only the change from being served by one rail carrier increasing to two, but also the greatly expanded market reach which single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide increase market penetration to areas in which we 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 Don Wilson, declare under penalty 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 9 JUNE, 1997.

Sincerely,

Don Wilson

Don Wilson  
Director of Transportation/Logistics  
Birmingham Steel Corporation



June 3, 1997

Two Parkway Center  
1800 Parkway Place  
Suite 1100  
Marietta, Georgia 30067  
Telephone (770) 423-4700

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

Dear Mr. Williams:

Please find attached my verified statement regarding Blue Circle's concerns over balanced rail competition in the Eastern United States.

Should you have any questions concerning this verified statement, please do not hesitate to call me at my Atlanta office 770-423-4786.

Sincerely,

Mark T. Newhart  
Director Distribution

MTN/elh



Two Parkway Center  
1800 Parkway Place  
Suite 1100  
Marietta, Georgia 30067  
Telephone (770) 423-4700

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VERIFIED STATEMENT OF MARK T. NEWHART  
BLUE CIRCLE CEMENT

My name is Mark T. Newhart, and I am Director of Distribution for Blue Circle Cement. I have held my present position for six years. My duties include organizing and directing all logistics activities for Blue Circle Cement.

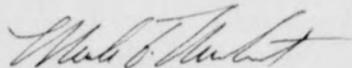
Blue Circle Cement is a division of Blue Circle America of Marietta, Georgia. Blue Circle Cement, along with sister companies Blue Circle Williams, Blue Circle Materials, and Blue Circle Aggregates produces and markets construction materials in 32 states. We have facilities located at Ravena, New York and Sparrows Pt., Maryland. These facilities are presently served by ConRail and the PBR Railroad (with access to ConRail and CSXT) respectively. Specifically, at Sparrows Pt. we distribute product from the Mid-Atlantic States through the Carolinas for final destination to customers located on Norfolk Southern and CSXT. During 1996, we shipped from Sparrows Pt. approximately 25,000 tons of Blue Circle's NewCem product to these destinations. Blue Circle Cement is extremely concerned that the balance of competition in these traffic lanes will be negatively altered without a joint NS/CSX acquisition of ConRail.

We support the proposed joint application of Norfolk Southern and CSX for ConRail. My company is impressed with the Principles of Balanced Competition, which describe the need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers like Blue Circle Cement

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.

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

Sincerely,



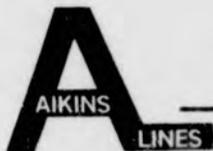
Mark T. Newhart  
Director Distribution  
MTN/elh

VERIFICATION

I, Mark T. Newhart, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorize to file this verified statement. Executed on June 3, 1997.



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# BOB AIKINS LINES, INC.

P. O. BOX 264

LAWRENCEBURG, IND. 47025-0264

PHONES:  
LAWRENCEBURG (812) 537-0751  
CINCINNATI  
DIAL DIRECT 421-4030  
1-800-457-5290  
FAX (812) 537-5618

## VERIFIED STATEMENT OF:

**BOB AIKINS LINES, INC.**

**FINANCE DOCKET NO. 33388**

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

Dear Mr. Williams:

My name is Michael Kron, and I am the Interline Mgr. of Bob Aikins Lines, Inc. - 580 W. Eads Pkwy. - Lawrenceburg, In. . I have held my present position for 13 years. My duties include the procurement of intermodal transportation for my customers in the Southeastern Indiana area.

Bob Aikins Lines, Inc. is a provider of drayage between Lawrenceburg, In. and the Railhead at Cincinnati, Ohio. We work with the Norfolk Southern Railway Co. at Cincinnati, Ohio. In addition we interchange intermodal equipment with CSX and the BNSF at Cincinnati, Ohio.

When I first came to work at Bob Aikins Lines in 1984 our company was actively interchanging with Conrail at Cincinnati, Ohio. At that time Conrail had an intermodal interchange facility at their own railhead located at Cincinnati, Ohio. A few years later Conrail quit putting equipment on the railhead at Cincinnati, Ohio and instead had a "paper" ramp and the intermodal trailers had to be shuttled to the next nearest railhead where they could be physically put on the tracks. This was over 100 miles from the Greater Cincinnati area. Gradually over the years the number of moves our company handled involving Conrail dwindled until now it simply no longer exists as part of our business.

Based upon our experience in providing the services described above and working with various other railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. As it exists now there is no

intermodal competition into the Northeast from our part of the country. If you wish to ship intermodal to the Northeast you are limited to Conrail's service and price. It is my opinion that a large amount of intermodal business is being lost to motor carriers who can provide better service at not much more of a price. I believe that if there were more than one rail carrier serving this territory and especially if they were about the same size and owned their own facilities and tracks that this would definitely stimulate and promote the growth of intermodal transportation from our area and thereby increase our business.

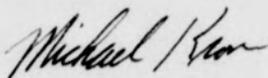
Our company has had a long lasting and mutually satisfying relationship with the Norfolk Southern Railway Co. for many years. We have literally put thousands of intermodal truckloads into their hands and have seen them perform efficiently and safely.

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

I, Michael Kron, declare that under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this certified statement. Executed on June 6, 1997.

Sincerely,

Bob Aikins Lines, Inc.



Michael Kron  
Interline Mgr.

**BORDEN CHEMICAL, INC.**

JOHN R. TODD  
Director, Distribution  
Ph 502 560 5217  
Fx 502 560 5250



June 2, 1997

Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th & Constitution Ave., N.W.  
Washington, D.C. 20243

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 John R. Todd. I am Director, Distribution for Borden Chemical, Inc. in Louisville, Kentucky. My office address is 610 Meidinger Tower, Louisville, KY 40202. In my position I am responsible for the coordinating the transportation strategy for the 22 manufacturing locations owned by Borden Chemical, Inc., including the transportation of inbound raw materials as well as the outbound finished goods. I have been in my current position since November 1995, and have worked in the distribution industry for 30 years. I am writing to offer my companies support for the CSX and NS application to acquire Conrail and to urge the Board to approve it promptly.

Borden Chemical, Inc. is a worldwide manufacturer of resins and chemicals marketed to large industrial customers in the Automotive, Foundry, Forest products and Chemical industries. While we utilize all modes of transport, a major portion of our raw materials are transported via rail. An increasing number of our finished goods are shipped by rail in tank and covered hopper cars. I believe both our facilities and customers can be better served at present and in the future by the proposed acquisition of Conrail by the CSX And the NS.

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

I, John R. Todd, 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 2nd day of May, 1997

A handwritten signature in cursive script that reads "John R. Todd".

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**NORTH AMERICAN RESINS**

610 MEIDINGER TOWER, LOUISVILLE, KENTUCKY 40202 • TELEPHONE 502-560-5200 • FAX 502-560-5270



**BP CHEMICALS**

BP Chemicals Inc  
4440 Warrensville Center Road  
Cleveland, Ohio 44128-2837  
(216) 586-4141

June 16, 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, etc. -  
Request for Comments on "Petition for Waiver of  
49 C.F.R. 1180.4(c) (2) (vi)"



Dear Secretary Williams:

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

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

BP is the top producer of crude oil in the US due in large part to its 51 percent interest in Prudhoe Bay oil field on Alaska's North Slope. The company also refines crude oil at three U.S. refineries and markets petroleum products mainly East of the Mississippi River. BP Oil refineries are situated in Lima and Toledo, OH and Alliance, LA. Our Ohio refineries ship in excess of 6,000 carloads annually with CSX. BP Chemicals is the worlds leading producer and marketer of Acrylonitrile with annual production capacity of 1.75 billion pounds. At our Lima Ohio manufacturing facility, we produce 450 million pounds annually. Rail is our chief mode of chemical delivery (95% of all volumes produced). It is critical to BP that we have superior rail service to allow us to compete in today's challenging markets.

BP believes that favorable consideration by the Board would expedite the time in which CSX would be able to provide competitive rail transportation in the Midwest and East Coast of the United States.

Given our Company's location and the 7000+ cars that we move annually via CSX and the anticipated service improvement, BP urges the Board to grant the petition and expedite the implementation of the new service.

We appreciate this opportunity to provide comments to the Board.

Respectfully yours,

Michael J. Garrigan  
Director, Distribution  
BP Chemicals Inc.

Robert C. Nissen  
Sr. Traffic Consultant  
BP Oil Company

# BRASWELL MILLING COMPANY

P. O. Box 669 • NASHVILLE, NORTH CAROLINA 27856 • PHONE (919) 459-2143

Russ Powell on behalf of Braswell Milling Company  
Finance Docket No. 33388  
CSX Corporation and CSX Transportation, Inc.  
Norfolk Southern Corporation and  
Norfolk Southern Railway Corporation  
---Control and Operating Lease/Agreements---  
Conrail Inc. and Consolidated Rail Corporation

My name is Russ Powell. I am the V.P. of Braswell Milling Company. I have been with the company for 20 years. On behalf of Braswell Milling Company, please accept my support for the Conrail acquisition by CSX and Norfolk Southern.

Braswell Milling Company is a poultry and swine feed manufacturing company. We are located at 105 Cross Street, Nashville, North Carolina. We have a manufacturing plant in Nashville, North Carolina.

We receive approximately 35% of our raw materials by rail, constituting 500 car loads per year. The remainder is received by truck. We are enthusiastic about the prospects created by the acquisition of Conrail by CSX and Norfolk Southern for moving more of our current business by rail. Transportation by truck is significantly more expensive than rail transportation, and it is our preference to receive by rail when the service allows it. The efficiencies created by the merger and the new single-line service offered from many origins should allow us to reduce our reliance on trucking and lower our costs.

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

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

I, Russ Powell, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on 5/7/97.

  
\_\_\_\_\_  
Russ Powell  
Braswell Milling Company

# BUILDERS SQUARE<sup>®</sup>

May 13, 1997

The Honorable Vernon A. Williams  
Office Of The 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 Railway Company - Control and Operating Leases/ Agreements - Conrail Inc., and Consolidated Rail Corporation, STB Finance Docket No. 33388.

Dear Mr. Williams:

I am writing to you to voice the support of Builders Square for the Norfolk Southern / CSXT joint application to the Surface Transportation Board to acquire and divide Consolidated Rail Corporation ( Conrail).

Builders Square is a leading retailer in the home improvement industry. We have a number of public warehousing firms that we use as reload centers where we ship in lumber, bagged goods, pipe, salt, and various other materials for storage until they are eventually shipped via motor carrier into our retail stores for sale. This material moves inbound to the reload center via rail, truck, and piggyback and in many cases both the Norfolk Southern and CSXT participate either jointly or as single line carriers. Their participation may be as an origin or destination road haul carrier; a bridge carrier; or perhaps a switch road.

We have used both Norfolk Southern and CSXT for several years and have been very satisfied with their service, equipment, and rates. We are confident that both carriers will provide their customers with the same high quality of service on any Conrail lines they acquire.

To summarize, we believe that the Norfolk Southern/ CSXT joint application to acquire and divide Consolidated Rail Corporation (Conrail) should be approved by the Surface Transportation Board.

Sincerely,

*Richard A. Goodnow*  
Richard A. Goodnow  
Assistant Traffic Manager / Lumber



**BURNETT POULTRY COMPANY**  
**Pride of the Valley**

225 West Central Avenue • P.O. Box 606 • Jamestown, TN 38556 • 615-879-8156 • FAX 615-879-8146  
Talbot Mill: 450 Kansas-Talbot Road • Talbot, TN 37877 • 615-581-3275 • FAX 615-475-6562  
Jamestown Mill: 1040 Taylor Place Road • Jamestown, TN 38556 • 615-879-8711 and 7011 • FAX 615-879-1758

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

VERIFIED STATEMENT OF

Burnett Poultry Company  
Finance Docket No. 33388

My name is James W. Burnett, and I am the Chairman of Burnett Poultry Company. I have been a part of this company for more than fifty years and have owned the company for over twenty years.

Burnett Poultry Company and its various operating companies are a completely integrated producer of broiler chickens grown in East Tennessee and North Georgia. We have feed milling facilities located at Jamestown and Talbot, Tennessee, and a rail-truck transfer point at Helenwood, Tennessee. These facilities are served by Norfolk Southern Railway. We receive corn and soybean meal from suppliers located in Illinois, Indiana and Ohio on the Norfolk Southern Railway. During 1996, we received 1,255 carloads from these origins in hopper car units of three or more.

We support the proposed acquisition of Conrail by Norfolk Southern and CSX. Since our mills and receiving points are located on the NS line, we would like the opportunity of increased market access for single-line rail transportation. We would expect shorter travel time of two to three days from Conrail points such as Decatur and Indianapolis, Indiana, also Marion and Cincinnati, Ohio. We have used NS all years that we have been in business and are satisfied with their service. We are confident they will provide good service on any Conrail lines which they acquire.

Southern Railway was instrumental in the development of Big John hopper cars and establishing rates that are competitive with barge and trucks for grain and processed commodities.

Mr. Vernon A. Williams  
Surface Transportation Board  
Washington, D.C.

page 2

June 2, 1997

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

Sincerely,

*James W. Burnett*

James W. Burnett, Chairman  
Burnett Poultry Company, Inc.

VERIFICATION

I, *James W. Burnett*, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 2nd day of June 1997.

# THE C. REISS COAL COMPANY

PHONE (414) 457-4411  
FAX (414) 457-4417



BOX 688  
SHEBOYGAN, WI 53082-0688

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

Re: 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 Mr. Williams:

My name is Bill Reiss and I am President of The C. Reiss Coal Company. I have served as President since 1987.

The C. Reiss Coal Company operates and owns five active coal facilities located on Lake Michigan and Lake Superior in the states of Wisconsin, Michigan and Minnesota. In addition to that, we ship coal from lower Lake Erie to many third-party dock locations on the Great Lakes. In 1996, Reiss shipped approximately 625,000 tons on CSX lines to industrial customers and small utilities located in the Midwest.

Reiss strongly supports the acquisition of Conrail by CSX and Norfolk Southern. The single-line service made possible by the acquisition will help Reiss expand its business into new geographic areas as well as provide additional economically-produced coal to be shipped to our coal dock facilities.

The acquisition is also likely to make it more financially attractive for our company to move coal on the expanded CSX lines that currently is being hauled to the river by truck. Therefore, Reiss is giving its full backing to the acquisition of Conrail by CSX and Norfolk Southern.

Cordially,

THE C. REISS COAL COMPANY

*Bill Reiss, Jr.*

W. A. Reiss, Jr.  
President

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# **CAL LOGISTICS CORP**

4315 Country Lane  
Grapevine, TX 76051  
817-421-2323

VERIFIED STATEMENT OF  
CHARDY BARKER  
on behalf of  
CAL LOGISTICS CORPORATION  
STB Finance Docket No. 33388

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

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

Dear Mr. Williams

My name is Chardy Barker and I am President of Cal Logistics Corporation, 4315 Country Lane, Grapevine, TX 76051 and have owned this company for 4 years. We are an agency for Mark VII Incorporated, Memphis, TN. My job duties range from answering phones, customer service, pricing, dispatch, billing and everything else through financial statements. Previous to Cal Logistics, I was employed by four other Intermodal Marketing Companies since June of 1972 (Streamline Shipper's Assn, FDSI, Los Angeles Piggyback and Conway Intermodal). Job functions with these companies for the last 25 years have ranged from secretarial through financial statements as well as everything in between.

Cal Logistics is a Intermodal Marketing Company(formerly known as Shipper's Agents) operating through Mark VII Incorporated as an agency office selling rail & truckload services to our manufacturing and importing customers across the United States, Canada & Mexico. We primarily specialize in Rail Intermodal but do offer our customers a full range of services including Truck, LTL, LCL and air freight.

We ship intermodal traffic from almost every city within the United States as we are not restricted to geographical areas, and with all railroads, not just NS, CR or CSX) NS serves our Kansas City to Southeast Lanes, Con Rail serves our St Louis to Northeast Lanes and CSX serves our New Orleans to Florida Lanes (as a few examples). During 1996, we shipped well over 2000 trailers/containers within these lanes.

## **CAL LOGISTICS CORP**

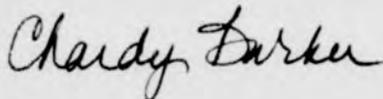
4315 Country Lane  
Grapevine, TX 76051  
817-421-2323

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

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

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

I, Chardy Barker, 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 17th day of June, 1997.



Chardy Barker  
President  
Cal Logistics Corporation

**VERIFIED STATEMENT OF BEHALF OF  
CALLAWAY CHEMICAL COMPANY  
FINANCE DOCKET NO. 33388**

**My name is Don McCollum, and I am Vice President of Manufacturing of Callaway Chemical Company, Columbus, GA. I have held my position for one year. My duties include responsibility for rail transportation, manufacturing and engineering oversight for six manufacturing plants for Callaway Chemical Company.**

**Callaway Chemical Company is a manufacturer of specialty process chemicals for the Pulp and Paper, Textile and Water Treating Industries. We also custom manufacture chemicals for a number of companies in the Coating Industry. We have facilities located at Columbus, Smyrna, and Dalton, Georgia that are presently served by Norfolk Southern. We receive chemicals from Dow Chemical in Midland, Michigan located on CSX and Freeport, Texas located on Union Pacific. We receive industrial process oil from Sun Oil in Nederland, Texas located on Kansas City Southern; Vista in Lake Charles, LA located on Kansas City Southern; P&G in Cincinnati, OH located on Norfolk Southern and Pennzoil in Shreveport, LA located on Union Pacific. In 1996 we received 310 railcar loads and shipped 25 railcar loads.**

**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 facilities would be able to compete in these markets with other companies enjoying single line service into the Northeast and will give us better access to the Northeast Pulp and Paper Market and allow us to be more competitive. We have used NS for several**

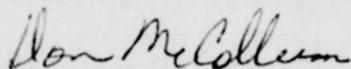
years and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire.

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

I, Don McCollum, declare under penalty 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 19, 1997.

Sincerely,

**CALLAWAY CHEMICAL COMPANY**



**Don McCollum**

**Vice President of Manufacturing**

c:\word\jdm\ms.doc  
June 19, 1997



Canandaigua Wine Company

VERIFIED STATEMENT OF CANANDAIGUA WINE COMPANY, INC.

FINANCE DOCKET NO. 33388

My name is Rodney L. Dutton, and I am Director of Transportation of Canandaigua Wine Company, Inc., 116 Buffalo Street, Canandaigua NY 14424. I have held my present position for 3 years and was the Manager of Transportation for 24 years prior. My duties include the strategic planning and management of the transportation needs of the Wine Division which involves boxcar, intermodal, truck, bulk, and case goods for approximately 35,000 equivalent truckloads of freight per year.

Canandaigua Wine Company, Inc. is a producer and shipper of alcoholic beverages. We ship intermodal traffic in the following lanes throughout the United States: Madera, CA to most major metropolitan cities in the United States, Canandaigua, NY to many major cities in the United States. We utilize UP, BNSF, CR, CSX, and NS. NS serves the New York to southeast while CR serves none. During 1996, we shipped approximately 15,000 containers/trailers within all of these lanes.

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

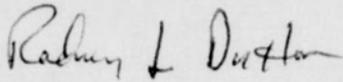
Canandaigua Wine Company, Inc. would welcome the extension of NS service into the northeast. NS's capital investment in its intermodal facilities and service are well known, as are its strong commitments to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its continued success in winning the Harriman Award.

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

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I, Rodney L. 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 on June 11, 1997.

Sincerely,  
Canandaigua Wine Company, Inc.



Rodney L. Dutton  
Director of Transportation

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# CARAUSTAR PAPER SALES, INC.

A CARAUSTAR INDUSTRIES Company



PHONE (770) 948-3101

P.O. BOX 519

AUSTELL, GA 30001

June 6, 1997

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

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 Tom Gorman and I am a scrap paper buyer for Caraustar Paper Sales, Inc. My duties include responsibility for procurement of all rail transportation and truck transportation of our raw materials and finished product.

Caraustar Paper Sales, Inc. recycles scrap paper into folding cartons, tubes and paper used to back drywall and rail transportation plays a vital role in our business as we greatly depend on railroads to meet our customer's expectations.

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

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

I, Tom Gorman, declare under penalty 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 6, 1997.

Sincerely,

  
Tom Gorman

Caraustar Paper Sales, Inc.



**VERIFIED STATEMENT ON BEHALF OF  
CARDINAL FG  
FINANCE DOCKET NO. 33388**

June 11, 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 David Cunningham, and I am the Materials Manager of Cardinal FG. I have held my present position for 3 years. My duties include the purchasing of all raw materials for Cardinal FG Portage.

Cardinal FG is a Glass Manufacturing Plant, We receive dolomite from Portland, IN. We have facilities located at 1650 Mohr Road, Portage, WI 53901. These facilities are located on the lines of NS. During 1996, we received 286 carloads from this origin.

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 a historical reason for insulating northeastern railroading from

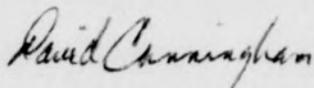
competition, that time is past, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And there rail carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope and ability to provide a competitive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

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

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 Cunningham declare under penalty 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 11, 1997.

Sincerely,



David Cunningham  
Materials Manager  
Cardinal FG

# **CAROLINA NATIONAL TRANSPORTATION, INC.**

P.O. Box 1510 • Mt. Pleasant, SC 29465 • (803) 849-0451 • FAX (803) 881-5702

## VERIFIED STATEMENT OF

CAROLINA NATIONAL TRANSPORTATION, INC.

May 24, 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 Martin F. Chitty, Sr., and I am President of Carolina National Transportation, Inc., 950 Houston Northcutt Blvd Suite 100, Mt. Pleasant, SC 29464. I have held my present position for one year. I am responsible for day to day operations of Carolina National Transportation.

Carolina National Transportation is a motor carrier. We work with NS at the following locations: Jacksonville, FL and Detroit, MI. In addition, we work with seven other railroads at seven other locations.

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

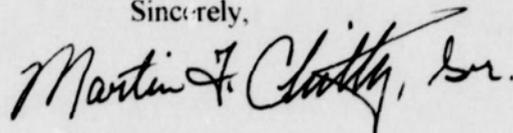
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal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

Page 2.

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

I, Martin F. Chitty, Sr., 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 on May 24, 1997.

Sincerely,

A handwritten signature in cursive script that reads "Martin F. Chitty, Sr." with a large, sweeping flourish at the end.

Martin F. Chitty, Sr.  
President  
Carolina National Transportation

# Central Bridge

C O M P A N Y

May 23, 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: Verified Statement on Behalf of Central Companies

Dear Mr. Williams,

My name is William D. Eckhoff, and I am the CEO of Central Companies. I have held my present position for twenty-nine years.

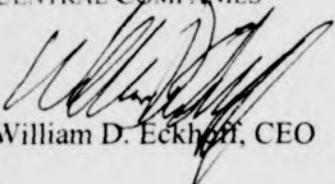
Central Companies is a construction and development company. We have a facility located in Columbia, Missouri that is rail served by Columbia Terminal (COLT) Railroad. The Columbia Terminal is a shortline, which connects with Norfolk Southern. In 1996 we received 294 carloads, primarily coil steel from origins in the eastern United States. In Columbia we transload the steel to trucks for delivery to our customers in the area.

Central Companies supports the approval of the transaction that will allow Norfolk Southern and CSX to acquire Conrail and subsequently divide its assets. Since our facility is located on a shortline that connects with Norfolk Southern, we would welcome the opportunity for increased competition and greater sourcing via single-line rail transportation. Joint-line rail service into and out of the northeast United States has not helped our ability to move traffic from that area, and the single-line service Norfolk Southern proposes would be of benefit to us. We have used Norfolk Southern for several years and have been satisfied with their service. I am confident Norfolk Southern is capable of expanding this level of service to any Conrail lines they acquire.

For these reasons, I support the application of Norfolk Southern and CSX to acquire Conrail. Also, I respectfully request that the Surface Transportation Board set the hearings on the above-mentioned docket at the earliest possible date.

I, William D. Eckhoff, declare under penalty of perjury that the foregoing is true and correct. I further certify that I am qualified and authorized to file the verified statement and have executed this on May 23, 1997.

Respectfully submitted,  
CENTRAL COMPANIES

  
William D. Eckhoff, CEO

BRIDGE CONSTRUCTION • PILE DRIVING • STEEL CONSTRUCTION

P.O. Box 1246 • Columbia, Missouri 65205

TELEPHONES 314-449-0806, 449-0887 • Fax 449-2980 • After Hours 449-7033



William D. Eckhoff, President  
Bob Nichols, Vice President  
John Pasley, General Manager



**CENTRAL DISTRIBUTORS OF BEER, INC.**  
28100 GORSUCH AVENUE • ROMULUS, MICHIGAN 48174 • (313) 946-6250

June 3, 1997

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

Dear Mr. Williams:

My name is Tim Bouchard, I am the Inventory Clerk at Central Distributors of Beer, Inc.. I am responsible for Inventory Control and also for scheduling of any incoming loads. We are the largest Anheuser-Busch wholesaler in Michigan, and one of the largest in the country. We mainly service Wayne county and the western suburbs of Detroit.

We receive an average of 50 truckloads of beer a week, mainly from the Columbus OH, brewery, but also from breweries in New York, Missouri, New Jersey, and Georgia.

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 there rail carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 1990's two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies.

I, Tim Bouchard, declare under penalty 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 3, 1997.

Sincerely,

Tim Bouchard  
Inventory Clerk

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# CENTRAL JERSEY PROPANE, INC.

T/A ACE GAS COMPANY

1111 ROUTE 37 WEST • TOMS RIVER, NEW JERSEY 08755-4999 • 908-349-1586 • FAX 908-349-0380

June 5, 1997

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

### Verified Statement

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

Dear Secretary Williams:

I want to offer my company's support for the joint acquisition of Conrail by CSX and Norfolk Southern.

Over 60 years ago, my father founded this company. As our company sales volume grew, receiving propane by rail was the only viable way to get product to our East Central New Jersey location. As the trucking industry grew, our economies changed and truck freight became more responsive and cost effective.

In the last few years the complexion of the propane gas industry has changed again. I have once again turned to the railroad for supplies outside of my local region, in order to guarantee supplies of this increasingly popular product, thereby protecting my customers. Many other propane marketers in the east have done the same thing in the past two or three years.

Since Conrail and CSX each serve our supply line, after the transition, I would expect to have more efficient single-line service and more options overall. Resultant cost savings not only go to our bottom line, they will pass on to the consumer, too.

I have 32 years of personal experience with shipping propane. In my opinion, shipping propane by rail is far safer than shipping propane by truck. If a CSX/NS/Conrail transaction can create better shipping economies, shorten transit time, and be accessible to a larger sector of this industry, then I believe it will greatly reduce the potential for accidents in shipping propane that currently exists.

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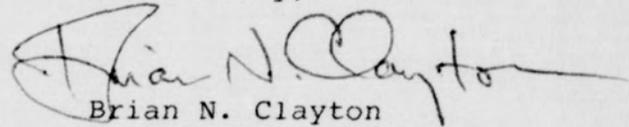
By reducing truck freight in general, our highways will be safer and our air will be cleaner.

Of course, along with this potential increase in rail traffic must go repair and reconditioning of many substandard rail lines.

In conclusion, I support the application of CSX/NS/Conrail and urge the Board to move as quickly as possible to assure approval.

I, Brian N. Clayton, declare under penalty of perjury that the foregoing is true and correct and I am qualified and authorized to file this verified statement.  
Executed this 5th day of June, 1997.

Yours truly,

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

Brian N. Clayton  
President



June 2, 1997

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

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

Dear Mr. Williams:

My name is Richard C. Shura, and I am President of Central States Enterprises, Inc. I have held my present position for over 22 years, and am Chief Operating Officer.

Central States Enterprises, Inc. is a grain and feed company. We have facilities located in New Haven and Montpelier, Indiana, and Lake City, Florida. These facilities are presently served by Norfolk Southern. We sell and receive from customers located on the NS, CSX, Conrail, and IC railroads. During 1996, we shipped or received over 10,000 carloads of grain to and from these destinations or origins.

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

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**CENTRAL STATES ENTERPRISES, INC.**

300 International Parkway • Heathrow, Florida 32746 • 407-333-3503 • Fax 407-333-2022

Mr. Vernon A. Williams  
June 2, 1997  
Page 2 of 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 increase market penetration to areas in which we have been unable to compete adequately.

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

I, Richard C. Shura, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorize to file this verified statement. Executed this 2<sup>nd</sup> day of June, 1997.

Richard C. Shura  
Richard C. Shura

State of Florida  
County of Seminole

The foregoing instrument was acknowledged before me this 2<sup>d</sup> day of June, 1997 by Richard C. Shura, who is personally known to me.

Coleen P. Francis  
Coleen P. Francis - Notary Public State of Florida

 COLEEN P. FRANCIS  
My Comm Exp. 9/16/97  
Bonded By Service Ins  
No. CC31631  
 Personally Known     Other I.D.

**VERIFIED STATEMENT OF**  
**CHAMBERLAIN MANUFACTURING**

My name is John Morgan. I am the shipping/receiving foreman for Chamberlain Manufacturing Corporation. My business address is 156 Cedar Ave. Scranton, PA 18505. As shipping/receiving foreman, my responsibilities include planning for rail service, negotiation of rail contracts, rail property equipment leases, and arranging for carload and container on flatcar shipments. I have worked in the transportation field for 16 years.

Chamberlain Manufacturing operates 1 facility in Scranton, PA. We produce projectiles in Scranton and in 1996, we shipped 4,545 tons of this product by rail. We ship to numerous points in the U.S. In 1996, we paid over \$187,000 in rail freight charges.

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. Initially, we were concerned that our industry would, in essence, lose the services of a rail carrier when CSX was to acquire all of Conrail. However, since Norfolk Southern has acquired the portion of Conrail which serves our facility, we will continue to enjoy competitive rail service at this location.

Competitive rail service is important for Chamberlain Manufacturing. There is a distinct need for balanced rail competition in the East. Chamberlain Manufacturing must compete on a global basis. Both our domestic and international competitors look for cost savings whenever possible. Because transportation expenses are a major product cost item for Chamberlain Manufacturing, we need to have two rail providers available in order to provide a competitive force to keep rail rates in check. We believe that the ability to access two rail carriers is the optimum for our needs. Seamless service, equipment utilization and systems synergies are highest when there are two carriers of comparable size and scope. From what I understand of the competitive situation, this has worked well in the Southeast where NS and CSX compete directly. Motor carrier service is not an economically viable alternative for shipping our product.

In addition, replacing Conrail with NS will assist us in adding additional points to/from which our products may be shipped/received. Single line service provides us with an effective sales tool to increase the territory into which we are able to market our products.

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

I, John 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.

*John Morgan*  
-----

# CHATHAM OIL COMPANY

P.O. Box 879 ■ Chatham, Virginia 24531  
(804) 432-0251 ■ FAX (804) 432-2133

June 10, 1997

The Honorable Vernon A. Williams  
Office of the Secretary  
Case Control Branch  
Surface Transportation Board  
Attn: STB Finance Docket #33286  
1925 K Street, N. W.  
Washington, DC 20423-0001

Dear Mr. Williams:

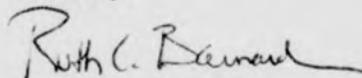
My name is Ruth C. Barnard, and I am Assistant Treasurer of Chatham Oil Company. I have held my present position for 10 years. My duties include supply, distribution and transportation of all petroleum products.

Chatham Oil Company receives propane by rail at Ridgeway, Virginia. These facilities are currently serviced by Norfolk Southern. We supply customers in Virginia and North Carolina. The propane is sold to industries, consumers for home heat, and farmers. In 1996 we received 21 carloads of propane, for a total of 630,000 gallons.

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 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 intended 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.

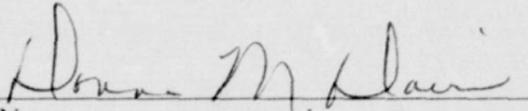
Sincerely,



Ruth C. Barnard  
Assistant Treasurer  
Chatham Oil Company

VERIFICATION

I, Donna M. Davis, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on June 10, 1997.

  
Name

**CHEM-RAIL TRANSPORT INTERNATIONAL, INC.**

1120 Sunshine Road  
Kansas City, Kansas 66115  
(913) 281-2803 - FAX (913) 281-2795

May 27, 1997

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

Re: Support for Joint Acquisition of Conrail by  
CSXT and Norfolk Southern

Dear Mr. Williams:

My name is Duane Grismore. I am President of Chem-Rail Transport International, Inc., with headquarters at 1120 Sunshine Road, Kansas City, Kansas 66115.

Chem-Rail Transport International, Inc., conducts a business which transports hazardous waste by rail. We utilize rail in 100% of our movements.

My responsibilities involve direct oversight of our transportation requirements, which includes moving hazardous waste from generators to various disposal companies.

Our shipments originate in all continental states and Canada and the destinations of these shipments are widespread. We do have a large number of shipments to areas served by Conrail, in fact, 20% of them are to Deepwater, New Jersey. Service to our customers not served by rail includes finding transloading areas on the railroads. This service has been very difficult with Conrail and as a result we have lost business to trucking companies.

In addition, it has been very difficult to perform daily tracing on railcars on Conrail lines since Conrail is usually tardy in reporting car locations to the tracing computers.

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

Page 2  
Letter to Surface Transportation Board  
May 27, 1997

Since we have had none of the difficulties described above with either Norfolk Southern or CSXT we support their plan. We are certain it will allow us to expand our activities into areas where we have had little presence due to what we perceive as impediments placed in our way by Conrail.

We sincerely believe that Norfolk Southern and CSXT are well managed, efficient and responsive to their customers' requirements and would very much like to see those qualities in Conrail territory.

Finally, we support and endorse the Norfolk Southern and CSXT plan to introduce rail competition into areas where Conrail has enjoyed a virtual monopoly since the early 70's.

If Chem-Rail Transport International, Inc., is to prosper and complete its mission of moving hazardous waste in the safest manner possible, we need strong railroads serving our transportation needs. We think the plan before you does this and we, therefore, support it.

Sincerely,

CHEM-RAIL TRANSPORT INTERNATIONAL, INC.

By: *Duane Grismore*  
Duane Grismore President

VERIFICATION

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

Executed on May 27, 1997

*Duane Grismore*  
Duane Grismore



**CHEMCENTRAL/Atlanta** P.O. Box 47280, Atlanta, GA 30362  
1 Alchemy Place Doraville, Georgia 30360 (770) 448-7123

June 3, 1997

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

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

Dear Mr. Williams:

My name is Wilson Cox. I am General Manager with CHEMCENTRAL/Atlanta. My responsibilities as General Manager include the direct oversight of our transportation requirements which include (both inbound raw and outbound finished products to and from our plants, receipt and shipment of inbound and outbound materials to and from our plants). Primarily, we ship to Georgia, Tennessee, South Carolina, and Alabama, and receive from Chemical Manufacturers all over the United States.

CHEMCENTRAL/Atlanta is a Chemical Distributor with sales of \$50 mm annually. Rail transportation plays a vital role in our business as we greatly depend on railroads to meet our customer's expectations.

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

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

I, WILSON COX, declare under penalty 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 3, 1997.

Sincerely,

F. Wilson Cox  
General Manager  
CHEMCENTRAL/Atlanta



**Cherokee Sanford Brick**

A Division of Cherokee Sanford Group

1600 Colon Road  
Sanford, NC  
27330

**VERIFIED STATEMENT OF**

**Donald P. Herweyer**

**on behalf of**

**Cherokee Sanford Brick, Inc.**

Finance Docket No. 33388

CSX Corporation and CSX Transportation, Inc.

Norfolk Southern Railway Corporation

--Control and Operating Lease/Agreements--

I am Donald P. Herweyer, Vice President of Sales & Marketing, for Cherokee Sanford Brick, Inc. Cherokee Sanford Brick, Inc. is located at 1600 Colon Road, Sanford, NC 27330. I am responsible for the company's sales, which includes transportation and delivery of product to our customers. I am writing to express our company's support for the acquisition of Conrail by CSX and NS.

919•775•2121

800•277•2700

FAX: 919•774•6634

Cherokee Sanford Brick, Inc. manufactures bricks for commercial and residential construction. During 1996 we shipped 756 carloads to customers and received 47 inbound loads of raw product. Our shipments are dispatched to customers in the Northeast on CSX and Conrail, as well as to customers in the Midwest, Southwest, and Southeastern United States. We have been non-competitive in the recent past when attempting to ship into the Northeast on a joint-line haul.

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 single line access to Conrail serving brick customers in the Northeast and solve the problem associated with the higher cost of joint line interchange.

Gaithersburg, MD

Charlotte, NC

Raleigh, NC

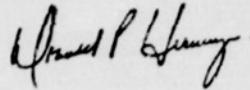
Sanford, NC

Wilmington, NC

In our business, consistent and reliable rail transportation is crucial to our logistics management. The brick industry often experiences equipment shortages. The acquisition will increase the equipment supply available for our shipments.

For these reasons, Cherokee Sanford Brick, Inc. urges the Board to approved the joint application of CSX and NS.

I, Donald P. Herweyer, declare under penalty 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 22<sup>nd</sup> day of May, 1997.



Donald P. Herweyer  
Vice President Sales & Marketing



Jack C. King  
President

May 29, 1997

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

Dear Mr. Williams:

Re: Support for NS and CSXT Acquisition of Conrail

My name is Jack C. King, and I am President of Chesapeake Forest Products Company with offices in West Point, Virginia. Chesapeake Forest Products Company is a subsidiary of Chesapeake Corporation with its corporate headquarters located in Richmond, Virginia.

Chesapeake Forest Products Company operates in Virginia, North Carolina, and the Eastern Shore of Maryland, Delaware, and Virginia. Many of our operations are located on Norfolk Southern railroad lines. In 1996, Chesapeake Forest Products Company shipped about 6,600 carloads of material to Chesapeake Paper Products Company's pulp and paper mill in West Point, Virginia. In addition, we shipped 150-200 carloads to other paper mills. We also operate three sawmills and lumber processing facilities. Our concern is that any decision other than one in favor of the Norfolk Southern and CSXT Conrail acquisition could negatively impact future business.

We support the proposed acquisition of Conrail by Norfolk Southern and CSXT. We understand that Norfolk Southern and CSXT are asking the Surface Transportation Board to approve their acquisition of Conrail. We fully support this kind of approach.

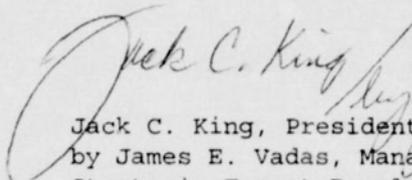
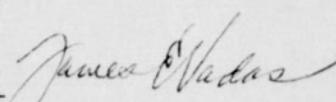
The acquisition would allow Forest Products the potential expansion for our operations to integrate rail usage in areas presently not served by Norfolk Southern. At present, we believe it cost-prohibitive to deal with Conrail.

The Principles of Balanced Competition is one that we support. It is important that two competing railroads in the Northeast own their own track and facilities, rather than one carrier as in the past.

The Honorable Vernon A. Williams  
Page Two  
May 29, 1997

In summary, we believe that approval of the application of Norfolk Southern and CSXT to acquire Conrail should be approved by the Surface Transportation Board.

Sincerely,

  
by   
Jack C. King, President  
by James E. Vadas, Manager,  
Strategic Forest Development

JCK/tld

**Corporate Office**

P.O. Box 2710  
Chandler, Arizona 85244-2710  
(602) 963-5300

June 3, 1997

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

**VERIFIED STATEMENT OF DENNIS LARD  
CHICKASHA COTTON OIL COMPANY**

My name is Dennis Lard, I am Manager of Commodity Trading with Chickasha Cotton Oil Company. I have held my present position for five years. My duties include all commodity trading and I also manage all tank car rail traffic.

Chickasha Cotton Oil Company is an oilseed crushing corporation with sales of \$150 million annually. We have facilities located at Tifton, Georgia. These facilities are presently served by NS. We sell to customers throughout the eastern U.S.. These facilities are located on the lines of NS, CSX and Conrail.

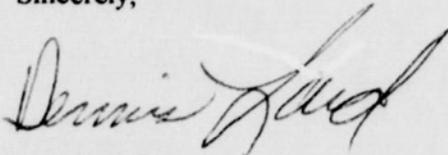
We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service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

Page 2  
June 3, 1997

I, Dennis Lard, declare under penalty 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 3, 1997.

Sincerely,

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

Dennis Lard  
Manager of Commodity Trading

# CHIPS, INC.

P. O. BOX 359  
GLEN, MS 38846

601-287-6004

May 23, 1997

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

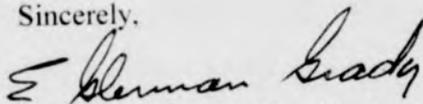
RE: CSX Corporation and CSX Transportation, Inc; Norfolk Southern Railway  
Company-Control and Operating Leases Agreements-Conrail, Inc. and  
Consolidated Rail Corporation, STB Finance Docket No. 33388

As President of Chips, Inc. Glen, MS. I have overall responsibility for operations, sales and financial needs of our company. Chips, Inc. is a service contractor for the forest products industry and have been in business for 5 years. Our annual sales exceed \$6,000,000.

Chips, Inc. provide woodchips to the paper mill industry. We source logs locally and produce woodchips that are transported via rail and truck service to paper producing points. We are located on NS and load our chips into their woodchip hopper cars. We also use our truck fleet to supplement rail shipments.

We are very pleased with the level of service NS provides and I have confidence that they and CSXT will operate Conrail lines with improved service. We must return northeast markets to balanced rail competition. I am convinced that NS and CSXT consolidation of Conrail lines into their respective systems under the current plan will bring about this long waited balance of competition to current and future rail customers. These rail carriers are committed to tapping new markets that will add justification to this unification and provide highway carriers with meaningful competition. I know NS and CSXT will continue to operate with the highest degree of integrity by continuing to be aware of fulfilling their daily operating safety responsibilities and dealing with the shipping public in a fair manner. This country cannot afford obstacles that slow logical and beneficial growth to the rail industry. By approving NS and CSXT plan to divide Conrail you will allow this industry to advance into the next century.

Sincerely,



E. Glennan Grady - President



## **CITGO Asphalt Refining Company**

Two Valley Square  
Suite 210  
512 Township Line Road  
Blue Bell, PA 19422

May 22, 1997

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N.W.  
Washington, D.C. 2023-0001

Dear Mr. Williams:

On behalf of CITGO Asphalt Refining Company, I am writing to express my strong support for the acquisition and division of Conrail by Norfolk Southern and CSX.

CITGO Asphalt Refining Company ships asphalt to customer destinations located on both the Conrail and Norfolk Southern systems. CITGO currently has two asphalt refineries, one in Paulsboro, NJ (served by Conrail) and one in Savannah, GA (served by the NS) which process 18 million barrels of crude oil into 11.5 million barrels of asphalt. Transportation is a vital factor to the success of our business.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since one of our plants is currently located on the Norfolk Southern in Savannah, GA and our Paulsboro, NJ facility will have joint access by both carriers, we would welcome the benefit of increased market access. 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 would be available would benefit us. I sincerely believe that the availability of single line service to a larger network will enable us to grow our business much more effectively than is presently the case.

Because transportation expenses are a major product cost item for CITGO Asphalt Refining Company, we need to have two rail providers available in order to provide a competitive force to keep rail rates in check. We believe that the ability to access two rail carriers is the optimum for our needs. Seamless service, equipment utilization and systems synergies are highest when there are two carriers of comparable size and scope. From what I understand of the competitive situation, this has worked well in the Southeast where Norfolk Southern and CSX compete directly.

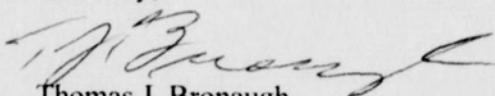
May 27, 1997

Page 2

In addition, replacing Conrail with Norfolk Southern will assist us in adding additional points from which our products may be shipped. Single line service provides us with an effective sales tool to increase the territory into which we are able to market our products.

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

Sincerely,



Thomas J. Bronaugh  
President



# CITY DELIVERY *Service, Inc.*

1 PASSAN DRIVE • WILKES-BARRE, PENNSYLVANIA 18702-7398 • PHONE (717) 654-6736 • (800) 233-0352

May 30, 1997

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

**RE: Finance Docket No. 33388**

Dear Mr. Williams:

My name is Stanley J. Gutkowski, and I am Director of Sales of City Delivery Service, Inc., 1 Passan Drive, Wilkes-Barre, PA 18702. I have held my present position for four years. My duties include warehousing and trucking sales and administration.

City Delivery Service, Inc. is a common and contract carrier involved in all types of transportation including intermodal services. We work with NS at the following location: Taylor, PA. In addition, we work with C. P. Rail System at Taylor, PA.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive products into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been a historical reason for insulating northeastern railroading from competition, that time has passed, and it is time for customers interested in this market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the Northeast should not just be any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service. We must have services to and from our 13 warehouses located in Luzerne and Lackawanna Counties.

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



CITY DELIVERY *Service, Inc.*

Mr. Vernon A. Williams

**RE: STB Finance Docket No. 33388**

May 30, 1997

Page - 2 -

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, Stanley J. Gutkowski, declare under penalty of perjury that the foregoing verified statement. Executed on May 30, 1997.

Sincerely,

CITY DELIVERY SERVICE, INC.

Stanley J. Gutkowski  
Director of Sales

SJG/bjr

cc: Ms. Lisa Smith(NSC-Norfolk, VA)  
Ms. Sharon Stewart(NS-Atlanta, GA)

**Clay Barton Woodyard, Inc.  
970 Dorset Road  
Powhatan, VA 23139**

OWNER:  
Clay Barton



Office (804) 598-3718  
Home (804) 696-3261

*May 6, 1997*

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

*Re. Support for NS Acquisition of Conrail*

*Dear Mr. Williams:*

*My name is Clay Barton. I own Clay Barton Woodyard located at Powhatan, VA. My office is at 970 Dorset Road. Last year we moved over 500 carloads of pulpwood by Norfolk Southern. My responsibilities include the direct oversight of our transportation requirements which include inbound pulpwood shipments by truck and outbound shipments by rail from Dorset, VA to West Point, VA.*

*We understand that Norfolk Southern and CSXT are asking the Surface Transportation Board to approve its joint acquisition of Conrail. We support this plan. We sincerely believe that Norfolk Southern is a well-managed, efficient customer-oriented railroad and would very much like to see those attributes injected into Conrail territory. Finally, we support and endorse NS-CSXT'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 this plan before the Surface Transportation Board does this and we, therefore, support it.*

*Sincerely,*

A handwritten signature in cursive script that reads "Clay Barton".

*Clay Barton, Owner*



**Clay Ingels  
Company, Inc.**

BRICK &

June 2, 1997

BUILDING

MATERIALS.

The Honorable Vernon A. Williams

CUSTOM

Office of the Secretary

WINDOWS.

Case Control Branch

DOORS &

Surface Transportation Board

HARDWARE

Attention: STB Finance Docket # 33388

1925 K. Street, N. W.

Washington, DC 20423-0001

Dear Mr. Williams:

Our company is a building material wholesale and retail operation. We have plants in Kentucky and Florida. Consequently, we use both Norfolk Southern and CSX to ship material. I support a competitive transportation system not only to promote the best service but to also keep costs in line. Government granted monopolies and other protective legislation have certainly hurt the Northeast's competitive picture not only domestically but also internationally.

The joint application of Norfolk Southern and CSX is a giant step forward in promoting business, industry, jobs and long term viability of the Northeast. Furthermore, a seamless system will improve service and will utilize assets in the most efficient manner for both railroads.

In summary, I believe this is a win-win for transportation interests and for the general public.

Sincerely,

William S. Chapman

WSC/pf

P. O. BOX

2120

LEXINGTON

KENTUCKY

40594-2120

309



# COAL ARBED INTERNATIONAL TRADING

CoalARBED INTERNATIONAL TRADING, 210 East Lombard Street  
Baltimore, Maryland 21202 USA  
Tel (410) 727-4600 • Fax (410) 659-0894

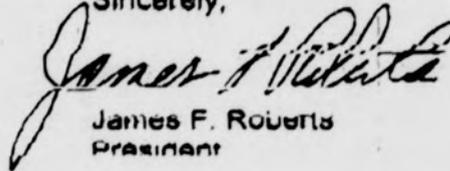
June 3, 1997

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

Dear Mr. Williams:

As president of CoalARBED International Trading, I am writing you about the proposed acquisition of Conrail by CSX Corporation and Norfolk Southern Corporation. Based on our analysis, we believe that the merger will be beneficial to our company and the general export coal market. I understand that CSX and Norfolk Southern's application will be carefully reviewed by the Surface Transportation Board (STB) and that these details will be made available to all interested parties, including the general public and all railroads. We appreciate your careful consideration of our company's views.

Sincerely,



James F. Roberts  
President

copy: CSX Transportation, Inc.  
Attn.: Mr. Matthew Tobin, Director



**Coastal**  
The Energy People

June 4, 1997



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

FD 33388

Re: Conrail, Norfolk Southern and CSX

Dear Secretary Williams:

I am writing on behalf of The Coastal Corporation, a Fortune 500 Company with \$11 billion in assets and a strategic interest in the availability of economical transportation. We are a significant user of rail services and have been following the proposed transaction among Conrail, Norfolk Southern and CSX through its various stages.

Coastal is strongly supportive of the proposed division of Conrail assets between Norfolk Southern and CSX. This transaction should provide us with major benefits in terms of faster, more direct and more reliable service. The scope and overlap of the two systems will guarantee both meaningful competition between the two carriers and significant economies for them as well. Both should be able to serve our eastern markets efficiently and cost effectively. We expect enhancements in both product movements, carrier service and transportation expense.

We encourage the Board to give this transaction expedited consideration and approve this needed improvement in freight traffic by rail in the Northeast.

Please file this letter of support in any proceeding brought with regard to this transaction, and advise me whether any further action on my part is required.

Sincerely,

Leslie Wm. Adams  
Director, Corporate Law

/lwa

cc: Mr. Vern G. Bauer  
Norfolk Southern Rwy.

Ms. Heidi M. Shattuck  
C.S.X. Rwy.

311

**The Coastal Corporation**

COASTAL TOWER • NINE GREENWAY PLAZA • HOUSTON TX 77046-0995 • 713/877-1400 • TLX 166008



# Coastal Cottonseed, Inc.

COTTONSEED — WESTERN ALFALFA HAY

## Verified Statement of W. C. Cox, President: Jones Co. Cotton, Inc. and Coastal Cottonseed Inc.

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 CSX Transportation, Inc.: Norfolk Southern Corporation and Norfolk Southern Railing Company—Central and Operating Lease/Agreements. Conrail Inc. and Consolidated Rail Corporation, STB Finance Docket no. 33328.

Mr. Williams,

My name is W.C. Cox, and I am president of Coastal Cottonseed Inc., Kinston, NC; Jones Co. Cotton Gin, Inc., Trenton, NC; and Cox & Cox Farms, Richlands, NC. I have been president of Coastal Cottonseed, Inc. since its inception in 1992. I have been president and general manager of Jones Co. Cotton Gin, Inc. since January 1991. I have been president of Cox & Cox Farms since 1990.

Cox and Cox Farms is one of many eastern NC farms to turn to production and cultivation of extensive acreage of cotton. Jones County Cotton Gin was the first of seven or eight new and high capacity cotton gins erected in East Central NC beginning in 1990.

There are significantly more volumes of cottonseed produced locally than can be used. Available markets for excess production of this feed commodity are distant enough as to require rail transportation to be able to generate favorable enough pricing so as to render the production profitable.

The N.S. Corporation has demonstrated their ability and interest in helping to service our needs; even in these early stages of production diversification. Their support is sorely needed and is critical to our continued success.

At the present, even in initial start-up stages, we need 500 rail cars annually. Since we have demonstrated to the markets, along with N.S. support, our ability to ship seed by rail, extensive interest has been shown by buyers in the past three to six months. We have reason to believe this business can double in size annually until it reaches a size of ten-fold today's business.

Critical to this coming to fruition would be for N.S. Corporation to have access to a portion of the Conrail system along with CSX.

We respectfully ask that you consider our situation and it's resulting positive impact on a large segment of agricultural business in East Central NC. As much single line shipment as possible will support us. We know NS has proven their willingness and commitment to help us.

Should you need, or desire, more data, please advise. Your disposition will weigh heavy on our continued success.

I may be contacted at: Coastal Cottonseed, Inc. Address & Phone Numbers below

PO BOX 3446 • KINSTON, NC 28502 • PHONE (919) 523-0300 • MOBILE (919) 559-0173 • FAX (919) 523-0100 • WATS 1-800-849-6999

Jones County Cotton Gin, Inc.

Phone: (919)448-1502

Fax: (919)448-1582

Address: P.O. Box 190  
Trenton, NC 28585

Sincerely,



W. C. Cox,

President



222 S.W. Columbia, Suite 1575  
Portland, Oregon 97201  
(503) 224-5300  
FAX (503) 224-5294

The Honorable Vernon A. Williams  
Office of the Secretary  
Case Control Branch  
Surface Transportation Board  
1201 Constitution Ave., N. W.  
Washington D. C. 20423-0001

May 28, 1997

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:

Below, please find the verified statement of Mr. George W. Mitchener of Columbia Forest Products, Inc. in support of the proposed transaction to allow the Norfolk Southern and the CSX to acquire Conrail and divide its assets.

VERIFIED STATEMENT OF GEORGE W. MITCHENER  
COLUMBIA FOREST PRODUCTS, INC.  
PORTLAND, OR

My name is George W. Mitchener, and I am the Director of Corporate Transportation for Columbia Forest Products, Inc. in Portland, Oregon. I have held my present position for 3+ years. I have responsibility for all the logistics issues for the company, including management of all aspects of rail transportation. These duties include rail rate negotiation, side track agreements, mill locations, equipment utilization and the like.

Columbia Forest Products, Inc. is a North American wide manufacturer of hardwood plywood and veneers. We have plants in seventeen locations, four of which are served by the NS. These locations are Old Fort, NC (Greenlee), Chatham, VA, Danville, VA and Cuthbert, GA. During 1996 we shipped approximately 300+ carloads from the NS locations and receive another 100+ carloads. We primarily utilize standard 50' boxcars and log flats. In addition we ship a substantial volume of intermodal that moves via the NS and CR.

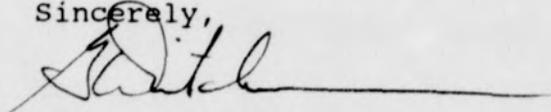
Although we would have preferred the outright purchase of or merger between NS and Conrail; as an alternative we are in

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

We currently supply product to many of our customers located on the lines of CR from our NS mills. Our experiences with the NS has been excellent and we anticipate that this level of service will continue on the lines to be purchased by NS. The improved service to the Northeast and the competition to be brought on by the joint service to many areas will be an improvement over today's situation.

For the above and other reasons, we are supporters of the transaction proposed above.

Sincerely,



G. W. Mitchener  
Director, Corporate Transportation

VERIFICATION

I, George W. Mitchener, declare under penalty 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 28th, 1997.



George W. Mitchener



# Steel Warehouse Division

**COLUMBUS PIPE & EQUIPMENT COMPANY**

Warehouse and Fabrication  
773 EAST MARKISON AVE.  
COLUMBUS, OHIO 43207  
TELEPHONE: 614-444-7871  
FAX: 614-444-0949



Member Steel Service Center Institute

June 12, 1997

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



Dear Mr. Williams:

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

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

Very truly yours,

Bruce J. Silberstein, President  
Columbus Pipe & Equipment Company



June 2, 1997

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

Re: STB Finance Docket No. 33388

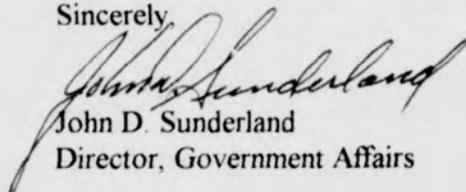
Dear Mr. Williams:

Consolidated Freightways Corp. (CF) is a freight transportation company providing primarily less-than-truckload (LTL) services throughout North America. CF employs 21,000 people, operating 350 freight handling terminals and a fleet of approximately 4300 tractors and 26,000 trailers. In 1996 CF had revenues of \$2.1 billion and moved a total of 14 billion pounds.

In 1996 CF used intermodal services on a nationwide basis to move approximately 20% of total weight. The trucking industry's more common yardstick is intercity miles: in 1996 about 23% of CF's total intercity miles moved intermodally (157 million miles, as reported to the STB). About 27% of CF's intermodal activity is in territory currently served by Norfolk Southern (NS), CSX, and/or Conrail (CR).

It is our understanding that NS and CSX intend to file an application to acquire Conrail and integrate Conrail's operations into their current systems. NS and CSX have shared with us their preliminary operating plans and their preliminary plans for upgrading the portions of Conrail's system that they will acquire. Based on these plans and both railroads' commitment to CF to maintain and improve upon Conrail's current level of services to CF, CF is inclined to support NS's and CSX's application to acquire Conrail, and believe the application should be approved by the STB.

Sincerely,



John D. Sunderland  
Director, Government Affairs

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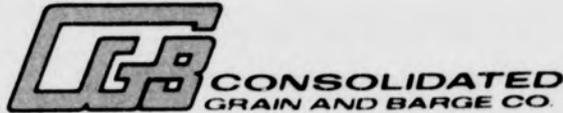
I, JOHN D. SUNDERLAND, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.  
Executed on JUNE 2, 1997.

Sincerely,

A handwritten signature in cursive script that reads 'John D. Sunderland'.

John D. Sunderland  
Director, Government Affairs  
Consolidated Freightways Corp.

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Post Office Box 548 / Mt. Vernon, Indiana 47620

Southwind Maritime Centre / Bluff Road

May 30, 1997

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

Dear Mr. Williams:

My name is Charlie Threlkeld and I am writing to you regarding the proposed breakup of the Conrail between the Norfolk Southern and the CSXT. I am the General Manager of Rail Transportation for Consolidated Grain and Barge Company. Consolidated Grain is a regional grain company with more than 60 elevators primarily in Illinois, Indiana and Ohio. Each year, we ship or receive several thousand carloads of grain or grain products on each of the 3 carriers involved in the breakup.

Consolidated Grain and Barge Company does support the proposed breakup of the Conrail. However, we are concerned about the effect the breakup will have on the shortlines in Indiana and Ohio and we ask that they be given every consideration in this matter. We also ask that the filing be put on an expedited schedule to allow shippers direction in their marketing efforts.

Thank you for your time.

Sincerely,

Charlie Threlkeld  
GM Bulk Sales & Rail Trans.

I Charlie Threlkeld, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 30 day of MAY 1997.

(Signature of the person)

319

# CONSOLIDATED PAPERS, INC.

CORPORATE OFFICES  
P.O. BOX 8050, WISCONSIN RAPIDS, WI 54495-8050  
PHONE (715) 422-3111

May 12, 1997

The Honorable Vernon A. Williams  
Office of the Secretary  
Surface Transportation Board  
Attention: STB Finance Docket 33388  
1925 K Street NW  
Washington D.C. 20423-0001

Dear Mr. Williams:

VERIFIED STATEMENT OF DUANE MAYER  
CONSOLIDATED PAPERS, INC.

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

My name is Duane Mayer. I am Director of Transportation for Consolidated Papers, Inc. with offices at 231 1st Avenue North, Wisconsin Rapids, WI 54494. As Director of Transportation, a position I've held for four years, I am responsible for overall supervision and management of the company's distribution activities, including addressing the company's present and future transportation needs, advising the company on all transportation matters and developments, coordinating with other departments on all matters relating to the transportation of inbound and outbound commodities, negotiating major transportation contracts, and representing the company's interest in transportation-related associations and industry trade groups. My responsibilities include management responsibility for the operation of the company's fleet of 15 private trucks. I have been employed by Consolidated for 28 years.

Consolidated was founded in 1894 and is one of the largest paper companies in the United States with 1996 sales in excess of \$1.5 billion. It owns and operates six major paper mills in Wisconsin and Minnesota and owns approximately 673,000 acres of timberlands in Wisconsin, Michigan, Minnesota, and Ontario, Canada. Consolidated is a leader in the production of coated printing, coated specialty, and supercalendered paper, and is a recognized innovator in the introduction of new papermaking technology, having invested over \$1 billion in new equipment over the past six years. In 1996, Consolidated's six paper mills together shipped approximately 1.4 million tons of paper including approximately 1.1 million tons of coated printing paper, .2 million tons of supercalendered paper, and .1 million tons of coated specialty paper. The same six mills consumed approximately 1.1 million cords of pulpwood and woodchips, and 160,000 tons of wastepaper was recycled.

May 12, 1997

Mr. Vernon A. Williams

Page 2.

Consolidated is a major purchaser of transportation services -- rail, truck, and intermodal -- on its inbound and outbound traffic. For example, in 1996, Consolidated's facilities received approximately 30,000 carloads of inbound pulpwood, coal, woodchips, clay, woodpulp, latex, and other miscellaneous materials and commodities by rail. Consolidated also received 80,000 trailer loads of raw materials (primarily pulpwood) by truck. Outbound, Consolidated's mills shipped approximately 9,000 carloads of finished paper products by rail, approximately 34,000 trailer loads by truck, and approximately 3,000 containers and piggyback trailers intermodally. In addition, movements between the mills and between the mills and warehouses amounted to approximately 2,000 carloads and 31,000 trailer loads. In 1996, Consolidated paid over \$150 million in transportation-related charges to rail, motor, and intermodal carriers.

As a significant rail shipper with customers located on or near virtually every railroad in North America, we've watched closely as recent rail mergers developed. We supported the UP/SP combination because it offered service improvements we hope to enjoy. We've been very interested in the BN/SF plan to utilize UP/SP trackage rights and haulage agreements resulting from customer concerns following that merger.

We've assumed a proactive role in these mergers based on the particular circumstances revolving around each situation. From a shipper's perspective, with everything else being equal, we're not in favor of these mergers as a whole, but specific circumstances have directed us to be a selective supporter. Recent activities on Conrail, specifically staffing reductions and capital improvement cutbacks, force us to take a supporting role in the CSX and Norfolk Southern's proposed acquisition of the Conrail properties. As previously stated, we are very dependent on rail transportation in the East and feel that a diminished Conrail won't be able to continue the fine service at competitive pricing that we've learned to expect.

While we offer our support for this transaction, our concerns are twofold. First, we need assurance that both acquiring railroads have good operating/transition plans in place so as to minimize the service lapses that we've experienced with the Western mergers. Consolidated and our customer base can't afford to have a repeat of our previous experiences! Secondly, with the tremendous debt load the purchasing railroads are absorbing, we've concerned with future pricing levels.

We believe railroads compete with each other and not just other modes. Rail-to-rail competition must not be eliminated by mergers. Our customers require full rail route networks with direct rail service or service via nearby warehousing. Mergers should result in balance within regions, not dominance.

In the Northeast, this balance can best be achieved by carriers that own the facilities and have systems of comparable size and scope. These carriers must be able to compete head to head. We believe the NS/CSX acquisition and proposed division of Conrail will satisfy this requirement.

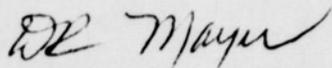
May 12, 1997

Mr. Vernon A. Williams  
Page 3.

Notwithstanding our concerns and realizing Conrail, because of recent actions will not remain healthy on their own, we believe this transaction is necessary to preserve rail competition; therefore, we endorse the NS/CSX application and urge the Board to grant approval.

Yours very truly,

CONSOLIDATED PAPERS, INC.



D.R. Mayer  
Director of Transportation

tm





# CONTINENTAL PAPER GRADING CO.

## PAPER MILL SUPPLIES

1623 LUMBER ST.

CHICAGO, ILLINOIS 60616

May 29, 1997

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

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

Verified Statement on behalf of  
Continental Paper Grading  
Finance Docket No. 33388

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

My name is Paul Carlson, and I am the Operations Manager of Continental Paper Grading. I have held my position for 5 years. My duties include that of the traffic manager which has responsibility for moving railcars all over the country.

Continental Paper Grading is a scrap paper broker. We buy and sell scrap paper and move it all over the country. Our services greatly help in the recycling of paper. We shipped almost 5000 cars in 1996.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. We actually support the joint purchase from a competition standpoint, not necessarily supporting one railroad or the other. We feel the joint purchase does support competition and does not give one railroad an unfair advantage over the other. Since our facility is located on the lines of the NS, we would welcome the benefit of increased market access for single-line rail transportation. We have used both railroads for many

years and have been satisfied with both NS and CSXT's service. We are confident that both railroads 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.

*Paul Carlson*

VERIFIED STATEMENT OF  
CONTRACT TRANSPORT SERVICES, INC.  
FINANCE DOCKET NO. 33388

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

Dear Mr. Williams:

My name is Brian Roberts, and I am Executive Vice-President of Contract Transport Services, Inc. at 2020 Angie Avenue, Green Bay, WI 54302. I have held my present position for five months. My duties include: Sales & Marketing, responsibility for intermodal transportation, driver recruitment and other areas of the company as well.

Contract Transport Services, Inc. is a motor carrier moving intermodal trailers between Chicago and Green Bay. We work with NS at the following location: Chicago, IL. In addition, we work with Union Pacific Railroad at Dolton, IL.

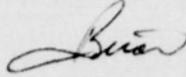
Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by 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 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, Brian Roberts, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on May 29th, 1997.

Sincerely,

A handwritten signature in cursive script, appearing to read "Brian", written in dark ink.

Brian Roberts  
Executive Vice-President  
Contract Transport Service, Inc.

**VERIFIED STATEMENT OF TERRANCE L. PRIEST**

**COORS BREWING COMPANY  
GOLDEN, COLORADO 80401**

TO: The Honorable Vernon A. Williams  
Secretary  
SURFACE TRANSPORTATION BOARD  
Re: STB Finance Docket Number 33388  
1925 K Street, N.W.  
Washington, DC 20423-0001

**SUPPORT OF THE APPLICATION PROCEEDING AS:  
FINANCE CONTROL DOCKET NUMBER 33388  
CSX CORPORATION AND CSX TRANSPORTATION, INC.  
AND NORFOLK SOUTHERN RAILWAY COMPANY  
--CONTROL AND OPERATING LEASES/AGREEMENTS--  
CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION**

**BEFORE THE SURFACE TRANSPORTATION BOARD**

**THE MERGER PROCEEDING AS:  
FINANCE DOCKET NUMBER 33388  
CSX CORPORATION AND CSX TRANSPORTATION, INC.  
AND NORFOLK SOUTHERN RAILWAY COMPANY  
--CONTROL AND OPERATING LEASES/AGREEMENTS--  
CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION**

**Terrance L. Priest  
Corporate Commerce Manager - Logistics  
Registered STB Practitioner  
Coors Brewing Company  
Mail Number BC410  
12th and Ford Streets  
P.O. Box 4030  
Golden, CO 80401-0030**

## **VERIFIED STATEMENT OF TERRANCE L. PRIEST**

### **SUPPORT OF THE APPLICATION PROCEEDING AS: FINANCE CONTROL DOCKET NUMBER 33388 CSX CORPORATION AND CSX TRANSPORTATION, INC. AND NORFOLK SOUTHERN RAILWAY COMPANY --CONTROL AND OPERATING LEASES/AGREEMENTS-- CONRAIL, INC. AND CONSOLIDATED RAIL CORPORATION**

My name is Terrance L. Priest, Corporate Commerce Manager of Logistics for Coors Brewing Company, whose headquarters are located in Golden, Colorado. I have been employed by Coors Brewing Company since 1982. During my entire tenure at Coors Brewing Company, I have been in the transportation, physical distribution, logistics and commerce departments as part of our Operations and Technology group, and I am familiar with the transportation/distribution and logistics requirements of Coors Brewing Company and its various divisions and subsidiary companies. I have held management positions in the transportation industry since 1961, and I am authorized to prepare this statement for Coors Brewing Company.

Coors Brewing Company is a brewery and we make malt beverage products. In 1996, we ranked as the third largest brewer in the United States and 9th largest in the world. In fact, we are the largest single site brewery in the United States at Golden, Colorado. Coors beers are distributed in all 50 states and the District of Columbia by 629 independent distributors and five company-owned and operated outlets. We are in 48 international markets and use 15 satellite distribution centers strategically located across the United States in our distribution process. Coors is a fully integrated company consisting of company-owned and operated container, glass and related facilities. We sold about 20 million barrels of beer in 1996 and in recent years. In 1996, we shipped about 27,000 railcar loads and received about 12,500 railcar loads; we shipped 148,000 truckloads and 8,500 domestic intermodal shipments; 19,000 less than truckload shipments and 6,800 international containers. We employ about six thousand people, and we are engaged in a consistent and controlled expansion program. Coors beers are currently brewed in Golden, Colorado and Memphis, Tennessee. We own 52% of a brewery in Zaragoza, Spain and we are 50% owners of a brewery in Seoul, Korea. We package our products in cans, bottles, kegs and party balls at Golden, Colorado; Coors Crossing (Elkton), Virginia and Memphis Tennessee. Coors Brewing Company was founded in 1873, and for the first 105 years we were content to be a regional brewery operating from our headquarters in Golden, Colorado (about 20 miles west of Denver, Colorado). To compete in the 1980s, Coors Brewing Company expanded to all 50 states and started international markets.

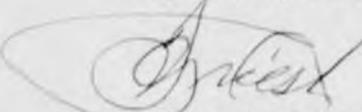
We support the CSX/NS Control and Operating Leases/Agreements of ConRail. We see opportunities for shorter routes and a lot of "new" single-line service. This will allow for improved car handling, reduction and possible elimination of terminal bottlenecks, new access to ports and, overall, more competitive rail availability for our company.

Coors Brewing Company strongly believes in railroad transportation. Fundamentally, we see the competition for transportation of our products as between railroads and motor carriers. The CSX/NS control of ConRail will enhance that competition and give the rail carriers a more level playing field.

We are thankful that ConRail evolved during the 1970s and grateful that it could satisfy its debt (thanks to the Staggers Rail Act of 1980) during the 1980s. We expanded into the northeastern part of the United States during the 1980s because a healthy rail system existed there. We rely on that system. We did not believe the Norfolk Southern alone should control ConRail during the 1980s, and we did not think CSX alone should during the 1990s. We have carefully watched ConRail since its creation. We support approval of the transaction which will allow CSX and Norfolk Southern to acquire ConRail and then divide its assets. We need to have healthy motor carriers and competitive rail service in the Northeast. This solution will provide that service. Recent mergers allowed by the ICC/STB, namely, BN/SF and UP/SP, have allowed us to keep shipping our markets by rail and railroads to be more price and service competitive.

Our company depends on quality rail transportation. We believe we supported the BN/SF and the UP/SP mergers. We have seen positive results from those mergers and expect to enjoy new improved rail transportation opportunities for us if you allow CSX and Norfolk Southern to acquire ConRail and subsequently divide its assets. We see a better logistics infrastructure for America as well. This will establish two solid major railroads in the East and balance the two which now exist in the West. We encourage the STB to approve this request.

Respectfully submitted,



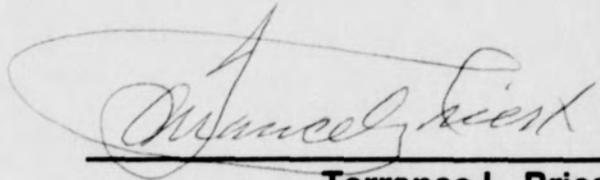
Terrance L. Priest  
Corporate Commerce Manager - Logistics

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VERIFICATION

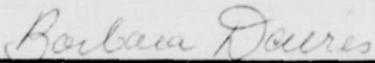
STATE OF COLORADO            )  
  )  
  )        SS.  
COUNTY JEFFERSON            )

Terrance L. Priest, being duly sworn, deposes and says that he had read the foregoing statement, knows the facts asserted therein and that the same are true as stated.



**Terrance L. Priest**  
**Corporate Commerce**  
**Manager - Logistics**  
**Coors Brewing Company**

Subscribed and sworn to before me this 29<sup>th</sup> day of May 1997.

  
\_\_\_\_\_  
**Notary Public**  
**Coors Brewing Company**

My Commission or Appointment Expires: 5/27/2001

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# **CORE INDUSTRIES, INC.**

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**Verified Statement  
on behalf of  
Norfolk Southern Corporation and CSX  
Finance Docket No. 33388**

My name is R. E. Myles, and I am on the Board of Directors of CORE Industries, Inc. I have been on the Board for the past 10 years. In this capacity I am involved in new site development and business opportunities in various regions.

CORE Industries Inc. is a material handling company. We have facilities located at Theodore, Alabama and are currently working on a proposed facility in the Northeast that offers rail service.

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

There is a distinct need for two competing railroads in the Northeast who own their own track and operating facilities. For too long, customers who ship or receive products into and out of the Northeast have had limited rail carrier service. Usually when only one company operates 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. These rail carriers cannot be just any rail carrier, they must be comparable in terms of scope, size and the ability to provide competitive service. From what I understand of railroad operations, I believe that in the 1990's, two carriers of relatively equal size and scope can provide the greatest opportunities for seamless service and efficient equipment utilization.

We are looking forward to the prospect that this acquisition promises to provide, not only the expanded service, but also a greatly expanded market reach. An extensive addition of single line rail service will allow us to provide increased market penetration to areas where we are interested in doing business.

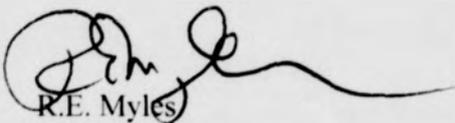
To summarize, we believe that approval of the joint application of Norfolk Southern and CSX to acquire Conrail should be approved by the STB.

I, R. E. Myles, declare under penalty 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,

  
R.E. Myles



5 Garret Mountain Plaza  
West Paterson, NJ 07424  
Tel: (201) 357-3478  
Fax: (201) 357-3054

May 30, 1997

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

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

Dear Secretary Williams:

I am writing to you as President of Core Logistics Management, Inc. (CLM). CLM is a third party logistics company, responsible for managing the transportation activities of multiple shippers, primarily in the chemicals industry. Our headquarters is located at 5 Garret Mountain Plaza, West Paterson, NJ 07424.

CLM supports the proposed acquisition of Conrail by CSX and Norfolk Southern for the following reasons:

1. Faster, more consistent service. The expanded CSX and NS systems will generate efficiencies which should translate to greater service reliability for our customers.
2. Balanced rail competition.
3. Competitive, single line rates which should support greater modal competition between rail and motor freight.

CLM supports the application of Conrail, CSX and Norfolk Southern and requests that the Board move swiftly to assure approval.

Very truly yours,

A handwritten signature in cursive script that reads "Gerard B. Kollé".

Gerard B. Kollé  
President

# COSHOCTON GRAIN COMPANY

P.O. BOX 606 • COSHOCTON, OHIO 43812 • 614/622-0941



Verified Statement  
on behalf of

Coshocoton Grain Company

Finance Docket No. 33388

My name is Todd A. Willeke, I am the manager of Coshocoton Grain Company, located in Coshocoton, Ohio. I have held my present position for 2 1/2 years. My responsibilities relative to rail transportation include contract negotiation, all rail logistics with both the Class 1 railroads and our local shortline (Columbus and Ohio River Railroad), operate a growing fleet of leased cars (presently 32), and all other transportation issues relative to our daily grain merchandising program.

Coshocoton Grain Company is a terminal grain elevator located in eastern Ohio. We currently have one facility located at 475 Browns Lane Coshocoton, OH. We also load cars at 2 NS main line sidings located at Troyton, OH and Circleville, OH. We are currently building another grain facility in Hebron, OH. We receive truck grain from local farmers and small elevators and ship rail grain to feedmills, processors, and livestock feeders throughout the eastern United States. We ship single cars to 65 car trains. We have track capacity for 50 cars and are equipped to load 50 cars in 12 hours. The list of customers that we ship to is extremely long but here are a few selected at random:

Cargill at Raleigh, NC serving carrier is the NS  
Central States at Liberty, NC serving carrier is the NS  
Hudson Foods at Kingscreek, MD serving carrier is Conrail  
Perdue Farms at Burch, NC serving carrier is the NS  
Perdue Farms at Ansonville, NC serving carrier is the CSX  
Allens Milling at Delmar, DE serving carrier is the Conrail  
ADM at Kershaw, SC serving carrier is the NS

During 1996 we shipped approximately 800 cars of corn, 120 cars of beans, and 50 cars of wheat. These shipments went to over 50 different locations. We shipped several NS 50 car unit trains of corn. We also used our cars (32 private leased cars) to move grain from the above locations.

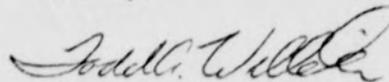
We support approval of the transaction which will allow CSX and the Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is served by the NS through a handling shortline, we would welcome the benefit of increased market access for single line rail transportation.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

We have been impressed over the years with the timely service that the NS has been able to provide. Operating a facility that utilizes three class 1 railroads to move loads, we have first hand knowledge of the efficiencies and customer service that each offers. When we compare the Conrail, CSX, and the NS, the NS provides the best service overall. The NS has provided us with cars as per our requests. Interchange services to our shortline in Columbus, OH have been excellent and the overall customer service has been exceptional.

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

I, Todd A. Willeke, declare under penalty 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,



Todd A. Willeke



## **COWLITZ STUD CO.**

MORTON DIVISION  
POST OFFICE BOX P  
MORTON, WASHINGTON 98356-0080  
Phone **360**-496-5115 • Fax **360**-496-6260

March 27, 1997

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

Dear Mr. Williams:

My name is Judy E. Ramsey, Sales Manager of Cowlitz Stud Company, a subsidiary of Pacific Lumber & Shipping Company, headquarters at 1301 5<sup>th</sup> Avenue Suite 3131, Seattle, WA 98111. My office is at 302 State Route 7, Morton, WA 98356.

Cowlitz Stud Company has been a rail shipper for 37 years and in that I started with the company in 1977 I have been actively involved in the transportation for 20 years and sales for 11 years.

Cowlitz Stud Company is a lumber company manufacturing framing lumber that is distributed in excess of 40 states in the USA. We use truck, piggyback vans, boxcars, flatcars, and occasionally ship containers over seas.

We ship over 65% of our product by boxcar and out of that 65% , 52% is shipped over both major gateways, Chicago and Memphis. We sell our product on a delivered basis so we have worked closely with all three rail carriers, Conrail, Norfolk Southern, and CSXT.

Our total amount of box cars shipped in 1996 was in excess of 1800 box cars.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail. We also approve of the division of 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