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Before The  
SURFACE TRANSPORTATION BOARD

Washington, D. C.

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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 / Agreements - Conrail, Inc. and Consolidated Rail Corporation

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VERIFIED STATEMENT OF  
DAVID R. BENSON  
Director of Transportation  
Hampton Lumber Sales Co.

My name is David R. Benson, I am Director of Transportation for Hampton Lumber Sales Co., 9400 S. W. Barnes Road, Suite 400, Portland, OR 97225. I have been employed by Hampton Lumber Sales Co., for the past twenty-three years, and have been in the transportation industry since 1961. My present responsibilities include procuring the optimal means of transporting the products produced and sold by our company. I am thoroughly familiar with Hamptons' transportation requirements and have been authorized by my company to submit this verified statement.

Hampton Lumber Sales Co., is engaged in the production, buying and selling of lumber products throughout the United States and around the World. In our capacity as a manufacturer of lumber, we have mills located at Willamina,

OR; Ft. Hill, OR; Tillamook, OR; Pollock, TX; Centreville, AL and Vance AL.

Hampton Lumber Sales Co., also maintains two distribution/reload yards in Portland, OR; and one each in Oroville, CA; Wilmington, CA; and San Diego, CA. We are also a wholesaler of lumber products. Hampton purchases lumber from a majority of the mills located in California, Idaho, Oregon and Washington and sells this production to destinations throughout the United States. Hampton also exports a considerable amount of finished lumber to Australia and Asia.

Production from Hampton owned mills during our fiscal year 1996, exceeded 601 million board feet of lumber. From this production, we shipped a total of 3,001 rail carload shipments. The volume of our business, both as a manufacturer and wholesaler of lumber during the same fiscal year exceeded one billion board feet of lumber, totaling 6,532 rail carload shipments.

Production not shipped by rail was transported by steamship, piggyback, barge and irregular route motor carrier.

Hampton Lumber Sales Co., strongly supports the proposal which will allow the CSX and Norfolk Southern to acquire Conrail, and subsequently divide its assets.

As a shipper of Western produced lumber, in excess of 25% of our production moves to destinations in the Northeast. The proposal by the CSX and Norfolk Southern will provide for continued service to the Northeast and will expand competitive service to the metropolis area along the East Coast. There a need for two competing railroads in the Northeast and we will finally realize true competition which the CSX and Norfolk Southern can provide.



Our lumber mill at Vance, AL, which is served by the Norfolk Southern, would benefit from single-line service to the Northeast. We are aware that single line service provides the lowest operating cost and improves transit times. Acquisition by the Norfolk Southern will provide options and alternatives on shipments of our Alabama production which does not exist today. We presently ship a majority of our production by truck to destinations within a short distance of our mill. The only way to enhance additional shipments is for movement by rail. Single line routing will allow us to reach greater distances at more competitive rates.

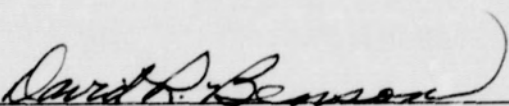
Hampton Lumber Sales Co., presently leases 492 rail cars (Centerbeam and Bulkhead flatcars), and has a considerable investment in this equipment. In order to justify this expenditure, we must receive the fastest transit time available. Single line service as proposed will further enhance this investment.

We believe the proposed transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets, will provide significant benefits to our company as well as other shippers and receivers and Hampton Lumber Sales Co., fully supports this application.



VERIFICATION

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

  
\_\_\_\_\_  
David R. Benson



**HANSON  
WILSON**  
INCORPORATED

June 9, 1997

VERIFIED STATEMENT ON BEHALF OF

HANSON WILSON INCORPORATED

STB FINANCE DOCKET NO. 33388

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

Dear Mr. Williams:

My name is Richard W. Miller, and I am President of Hanson Wilson Incorporated, 815 East State Street, Rockford, Illinois 61104. I have held my present position for four years. My duties include administrative and business development of professional civil engineering services for the design of intermodal facilities for railroads.

Hanson Wilson Incorporated is a broad-based, engineering and architectural firm providing full service design services to railroads. We design intermodal facilities, fueling stations, capacity improvements (double-track projects), waste water treatment facilities, inter-line connections, and other types of facilities for several railroads.

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 Northwest which own their own track and facilities. For too long, customers which ship or receive product into and

815 E. State Street ■ Rockford, Illinois 61104-1021 ■ 815/965-5600  
FAX: 815/965-5651

Albuquerque, NM ■ Colorado Springs, CO ■ Kansas City, MO ■ Peoria, IL ■ Phoenix, AZ

Rockford, IL ■ Salina, KS ■ San Diego, CA ■ Springfield, IL ■ Wichita, KS



PRINTED ON RECYCLED PAPER

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.

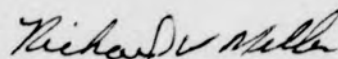
Our experience with the mergers of the BNSF and the UP-SP has been that a noticeable increase of capital investment as the railroads strive to compete and maximize the efficient use of their assets. Almost all of the projects which we design are a result of the need for greater efficiency, and the need to expand due to increased business resulting from competition and the resulting lower freight rates.

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

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

I, Richard W. Miller, declare under penalty 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 9, 1997.

Sincerely,



Richard W. Miller, P.E., S.E.  
President  
Hanson Wilson Incorporated



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HARRY GORDON **SCRAP** MATERIALS, INC.

Scrap Metal Division

(606) 255-1951

Processors of Scrap Iron,  
Tin, Wire and Metals

Paper Division

(606) 255-2445

Fax: (606) 231-7991

Natl: (800) 477-2442

Recycling - Newspapers • Cardboard  
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May 16, 1997

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

Dear Mr. Williams,

My name is Norman S. Gordon, I own and manage the Harry Gordon Scrap Materials, Inc. We are processors of scrap metal and waste paper and we also have a structural steel fabrication division. Our facility is located in Lexington, Kentucky on Norfolk Southern Railroad, open to switching. During 1996 we shipped 120 railcars of material to various destinations via various railroads.

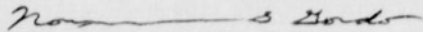
Harry Gordon Scrap Materials supports the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of NS and CSX to control Conrail.

There is a distinct need for two competing railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service and the price is noncompetitive. While there may have been 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 own its facilities. That rail carrier cannot be just any rail carrier they must be comparable in terms of size, scope and ability to provide a competitive service. From what I understand of railroading 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.



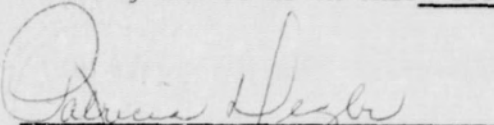
To summarize, we believe that approval of the joint application of NS and CSX to acquire Conrail should be approved by the STB.

Sincerely,



Norman S. Gordon  
President/Owner  
Harry Gordon Scrap Materials, Inc.

Sworn by and to me on this 23rd day of MAY 19 97

  
Notary Exp. Date 11/8/98





2829 Westown Parkway, Suite 350  
West Des Moines, Iowa 50266

June 4, 1997

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

**VERIFIED STATEMENT OF  
HEARTLAND CO-OP**

My name is Larry Petersen, and I am General Manager of Heartland Co-op. I have held my present position for four years. My duties include the oversight of operations and the long term direction of Heartland Co-op.

Heartland Co-op is primarily a grain purchaser and shipper of corn and soybeans in Central Iowa. We are owned by over 1600 producers located in a six county area surrounding Des Moines, Iowa. We also own and operate facilities that sell and apply crop fertilizer and pesticides in this same geographical area.

We have a grain shipping facility located at S.E. 18th Street in Des Moines, Iowa. This facility is presently served by NS. We predominately sell grain from this location to customers on the Mississippi River at St. Louis as well as feeders located in the Southeast section of the United States. These facilities are located on NS lines. During 1996, we shipped 4350 covered hopper cars of grain from this location. It is anticipated that our 1997 shipping schedule will surpass the 1996 car loading total.

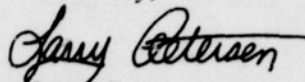
We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service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



We have used NS for several years and have been satisfied with their service. We are confident that they would be able to provide good service on any CR lines which they acquire. For all the reasons described above, I support the application of NS and CSX to acquire Conrail.

I, Larry Petersen, declare under penalty 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 4, 1997.

Sincerely,

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

Larry Petersen  
General Manager

HEAVY MACHINES, INC.  
P. BAWER 18986  
MEMPHIS, TENNESSEE  
38181-0986

901-366-2200  
Fax. 901-366-2206



**VERIFIED STATEMENT OF  
HEAVY MACHINES, INC.  
STB FINANCE DOCKET NO. 33388  
June 4, 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 Billy L. Baker and I am the Customer Support Manager (North Central Region) of the Intermodal Division of Heavy Machines, Inc. located at 8312 W. 123rd Place in Alsip, IL 60658. I have held my present position for 8 years and worked in Field Service with Railroads on the East Coast for Heavy Machines, Inc. during the prior 12 years. I currently manage the North Central Region with emphasis on Field Service, Contract Service, Parts and Sales support for Railroads in our area.**

**Heavy Machines, Inc. is a national distributor for several major manufacturing companies, namely -**

**LeTourneau, Inc. - Longview, TX  
Shuttlelift, Inc. - Sturgeon Bay, WI  
Sisu Terminal Systems, Inc. - Avenel, NJ  
Elme, North America - Wheaton, IL**

**Of the following locations Heavy Machines serves, our North Central Region Group provides equipment and after sale parts and contract service support to the Norfolk Southern specifically at the following asterisked (\*) locations:**

**Atlanta, GA  
Birmingham, AL  
Chesapeake, VA  
Charlotte, NC  
Chicago, IL \*  
Columbus, OH \*  
Detroit, MI \*  
Jacksonville, FL  
Kansas City, MO \*  
Louisville, KY \*  
Memphis, TN**

**Mr. Vernon A. Williams  
Surface Transportation Board  
June 4, 1997**

**In addition, we provide similar services to CSX at the following asterisked (\*) locations in the Heavy Machines support network:**

**Atlanta, GA  
Charleston, SC  
Chicago, IL \*  
Cincinnati, OH \*  
Evansville, IN \*  
Jacksonville, FL  
Memphis, TN  
Mobile, AL  
New Orleans, LA  
Savannah, GA  
Tampa, FL**

**Services are currently provided to Conrail at the following asterisked (\*) locations in the Heavy Machines support network:**

**Detroit, MI \*  
Toledo, OH \*  
Boston, MA  
Chicago, IL \*  
Croton, NJ  
Worcester, MA  
Indianapolis, IN \***

**Heavy Machines, Inc.'s North Central Group serves the following Railroads in various locations throughout the United States:**

**Burlington Northern Santa Fe \*  
Union Pacific \*  
Illinois Central \*  
Kansas City Southern \*  
Wisconsin Central \*  
Massachusetts Central  
Alaska Railroad \***

**Mr. Vernon A. Williams  
Surface Transportation Board  
June 4, 1997**

**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.**

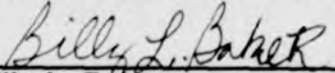
**There is a need for competition in the territory served by Conrail, and a need for two competing Railroads in the Northeast which own their own track and facilities. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one rail carrier. And as is the case when only one company is able to operate in a particular market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroading from competition, that time is past. It is now time for customers interested in this market to be served 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. This, 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, Billy L. Baker, declare under penalty 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 4, 1997 by:**

  
**Billy L. Baker  
Customer Support Manager  
North Central Region  
Heavy Machines, Inc.**

**FOR INTERMODAL SUPPLIERS WHO WANT TO INCREASE  
COMPETITION IN THE NORTHEAST**

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

**VERIFIED STATEMENT OF  
HI-LINE, 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 Bill Powers, and I am Distribution Manager of Hi-Line, Inc., 2121 Valley View Lane, Dallas, Texas 75234. I have held my present position for one year. My duties include supplying various consumable repair and maintenance parts to the intermodal transportation industry such as terminals, connectors, fasteners, abrasives, drill bits, insulating products, brass fittings, battery terminals and black pipe.

Hi-Line, Inc., is a supplier to the intermodal transportation industry, as described above. We work with NS at the following locations: Layette, IN; Bellevue, WA; Macon, GA; Decatur, IL; Louisville, KY; Columbus, OH; New Orleans, LA; Lexington, KY; Atlanta, GA; Fort Wayne, IN; Jacksonville, FL; Roanoke, VA; Milan, MI; Linwood, NC; Charlotte, NC; and Knoxville, TN. In addition, we work with Conrail, Burlington Northern and Southern Pacific at CSX, Great Western, etc.

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



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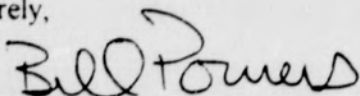
Growth in the intermodal industry will benefit my company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal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

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

I, Bill Powers, declare under penalty 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 4, 1997.

Sincerely,

A handwritten signature in cursive script that reads "Bill Powers".

Bill Powers  
Distribution Manager  
Hi-Line, Inc.



STB

FD

33388

8-4-97

A

V4G

180913

3/8



Hill Brothers Intermodal Logistics, Inc.  
A Hill Brothers Transportation Company  
13327 F Street  
Omaha, Nebraska 68137

VERIFIED STATEMENT OF  
BOB LEGRAND  
on behalf of  
HILL BROTHERS INTERMODAL LOGISTICS, INC.  
STB Finance Docket No. 33388

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

**Background:** My name is Bob LeGrand. I am President of Hill Brothers Intermodal Logistics, Inc. My office address is 13327 "F" Street, Omaha, Nebraska 68137. I have been in my current position since 1993, and have worked in the trucking industry for twelve years.

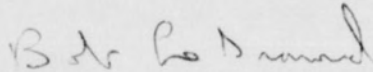
An efficient and cost competitive transportation infrastructure is critical to the success of our business. We ship approximately fifteen thousand truckloads of freight yearly. A merged Conrail and CSX would be in our best interests, as well as our customer's, since the combined organization would be capable of providing a competitive intermodal product and efficiencies that no intermodal carrier provides now.

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

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

I, Bob LeGrand, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 13<sup>th</sup> day of May, 1997.



Bob LeGrand  
President, Hill Brothers Intermodal Logistics, Inc.

HOCHSCHILD PARTNERS

250 PARK AVENUE  
NEW YORK, NY 10177

TELEPHONE: (212) 503-3102  
TELEX: RCA 279228  
FAX: (212) 503-3179

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

RE: NS/CSX Aquisition of Conrail

Dear Sir:

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

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


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

In addition, we are looking forward to experiencing not only the change from being served by one rail carrier 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've 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.

Very truly yours,

Hochschild Partners

  
Peter Hochschild  
Executive Vice President

# HOFFER PROPERTIES

110 Sunset Avenue

Harrisburg, PA 17112-3055

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 own a real estate development company located and operating in Central Pennsylvania. I am strongly in support of the proposed acquisition of Conrail by Norfolk Southern and CSX Transportation because I believe the division of Conrail will create a competitive freight rail system that will give myself and other business owners more choices and more efficient service.

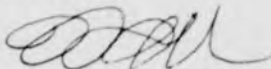
The restructuring of the eastern rail system in the United States will stimulate economic growth and will give consumers the benefit of having two strong railroads competing against each other. We all know that competition creates more choices, better service and lower prices.

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 of spur job growth.

I currently serve as chairman of the Dauphin County Industrial Development Authority. Although I am not writing this letter to you in my capacity as IDA chairman, I can say that my experience with the IDA over the past ten (10) years suggests strongly that Central Pennsylvania will benefit from your speedy approval to Norfolk Southern and CSX Transportation's plans for acquiring Conrail.

Sincerely,



Norman K.A. Hoffer  
Hoffer Properties

NKAH:lap



2455 Paces Ferry Road, N.W. • Atlanta, GA 30339-4024  
(770)433-8211

May 29, 1997

VERIFIED STATEMENT  
BRET RUDESEAL ON BEHALF OF THE HOME DEPOT

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

Re: STB Finance Docet No. 33388

Dear Secretary Williams:

My name is Bret Rudeseal. I am Director of Transportation with The Home Depot. In my position as Director of Transportation, I am responsible for coordinating the transportation strategy for The Home Depot. On behalf of The Home Depot, please accept my support for the joint acquisition of Conrail by CSX and Norfolk Southern.

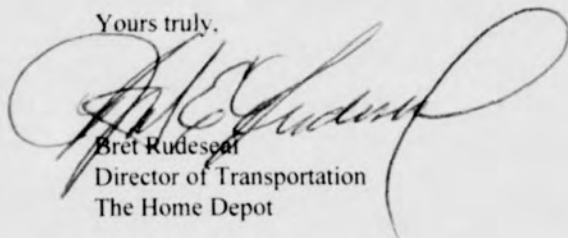
The Home Depot is the world's largest home improvement retailer. We are located at 2455 Paces Ferry Road in Atlanta, GA. We have 24 distribution sites and 512 stores located in 40 states and 28 stores in three Canadian provinces.

We ship approximately 51 percent of our lumber products by rail, constituting 16,000 carloads per year. The remainder is shipped by truck. We are enthusiastic about the prospects created by the joint acquisition of Conrail for using rail for more of our transportation needs. 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 transaction 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 joint acquisition will create single-line service to many destinations in the Northeast for the first time. Our ability to use rail in the Northeast has been hampered by lack of direct rail access to the market. In many cases, the costs associated with an interchange has made our product uncompetitive.

I, Bret Rudeseal, declare 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 this 29<sup>th</sup> day of May, 1997.

Yours truly,

  
Bret Rudeseal  
Director of Transportation  
The Home Depot





June 3, 1997

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

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

Allen A. Housh of Housh and Associates supports the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of 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 customer 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.

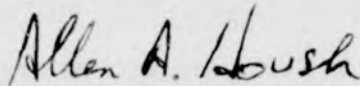
While there may have been an historical reason for insulating the northeastern railroading from competition, that time is past, and it is time for customer interested in this market to have service by more than one rail carrier which owns its facilities. And these rail carriers cannot be just any rail carriers. They must be comparable in terms of 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 service will allow us to provide increased market penetration to areas in which we have been unable to compete adequately.

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

I, Allen A. Housh, declare under penalty 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 June 3, 1997.

Sincerely,



President, Housh & Associates

JUNE 3, 1997

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

VERIFIED STATEMENT

Re: CSX/Conrail/NS Transaction;  
STB Financial Docket No. 33388

Dear Secretary Williams:

I am President of HPM Corporation. We manufacture machinery for the plastics and die cast industry and ship approximately 125 million. Many of our machines must ship by rail. It is imperative for our company that rail service be continued as these machines cannot be shipped by truck.

I support the planned joint acquisition of Conrail by CSX and Norfolk Southern 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 transportation options providing increased market reach at potentially lower costs. I also expect that CSX and NS would keep the line open serving HPM Corporation.

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 Ohio.

The proposed transaction 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. The enhanced CSX and NS systems will also increase the number of East Coast ports to which our state's

Vernon A. Williams, Secretary

                    , 1997

Page 2

companies will have efficient and cost effective access. This will create new possibilities for exporting Ohio's manufactured goods and agricultural commodities.

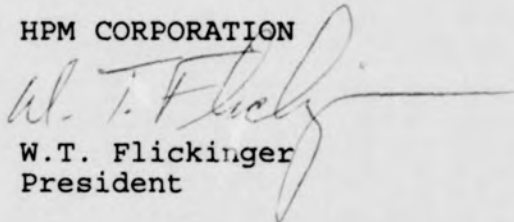
In short, the proposed transaction makes sense in terms of job growth for Ohio's residents, and success for Ohio's many businesses, industrial and agricultural interests. Without question, the proposed transaction would link three of America's premier rail transportation companies. This is an advantage for shippers in terms of both service and efficiency. CSX's global access via its Sealand subsidiary, its domestic barge line and international logistics company will generate many new commercial and employment opportunities for the people of Ohio.

The proposed transaction is a positive for Ohio and the United States. I urge the Surface Transportation Board to approve the merger as proposed.

I W.J. Flizking, declare under penalty of perjury that the foregoing is my true and correct opinion. Further, I certify that I am qualified and authorized to file this verifies statement. Executed this 3rd day of JUNE, 1997.

Sincerely,

HPM CORPORATION



W.T. Flickinger  
President

Hub Group, Inc.

Hub City Boston, L.P.  
225 Turnpike Road  
Southboro, MA 01772

Telephone 508-485-7300  
Fax 508-460-0962



Before the  
Surface Transportation Board

Finance Docket No. 33388

Verified Statement  
of  
Alan P. Marks

My name is Alan P. Marks and I am president of Hub City Boston Terminals, Inc., 225 Turnpike Road, Southboro, MA 01772. I have worked in the transportation field for over 19 years. Hub Boston, as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

Hub City Boston supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

Second, the expanded route structure offered by the CSX and Norfolk Southern systems will allow intermodal service to be competitive with over-the-road trucking over several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.

A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increase volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City Boston strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Alan P. Marks, 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 2nd day of June, 1997.

Alan P. Marks  
President  
Hub City Boston, Inc.

Hub Group, Inc.

Hub City Detroit, L.P.  
800 North Crooks Road  
Clawson, MI 48017

Telephone 810-280-6400  
Fax 810-280-6427



Before the  
Surface Transportation Board

Finance Docket No. 33388

Verified Statement  
of  
Hub City Detroit, L.P.

My name is Steven R. Gove and I am President of the Hub City Detroit, L.P. 800 North Crooks, Clawson, MI 48017. I have worked in the transportation field for over 18 years. Hub City Detroit, as an intermodal marketing company will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

Hub City Detroit supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do other carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

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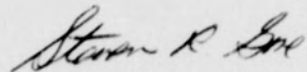


several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.

A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City Detroit strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Steven R. Gove, 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 3rd day of June, 1997.



Steven R. Gove, President  
Hub City Detroit, L.P.



Hub Group, Inc.

Hub City Rio Grande, L.P.  
1309 Roughter Suite 200  
San Antonio, TX 78239-2420

Telephone 210-656-5520  
Fax 210-656-1257



San Antonio, Texas  
May 29, 1997

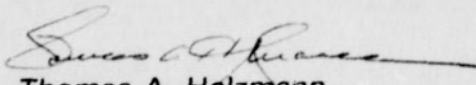
SUBJECT: Conrail acquisition by NS and CSX

Mr. W. A. Eckhardt  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, Va. 23510-2191

Dear Mr. Eckhardt:

Enclosing herewith verified statement in behalf of the proposed acquisition  
of Conrail by the Norfolk Southern and CSX Corp.

Yours very truly,

  
Thomas A. Holzmann,  
President

Before the  
Surface Transportation Board

Finance Docket No. 33388

Verified Statement  
of  
Thomas A. Holzmann

My name is Thomas A. Holzmann and I am President of Hub City Rio Grande, L. P., located at 8209 Roughrider - Suite 200 in San Antonio, Texas 78239. I have worked in the transportation field for over 37 years. Hub City Rio Grande, L. P., as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

Hub City Rio Grande, L. P. supports the proposed transaction and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

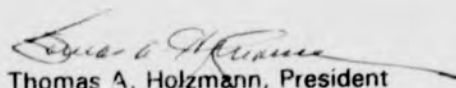
The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do other carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

Second, the expanded route structure offered by the CSX and Norfolk Southern systems will allow intermodal service to be competitive with over-the-road trucking over several important routes where intermodal is not competitive today. The lack of single-line service has hurt intermodal's competitiveness for this traffic.

A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City Rio Grande, L. P., strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Thomas A. Holzmann, 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 29th day of May, 1997.

  
Thomas A. Holzmann, President  
Hub City Rio Grande, L. P.

Hub Group, Inc.

Hub Group Canada, LLC  
O'Neill Inc. Authorized Agent  
2916 South Sheridan Way  
Suite 201  
Oakville, Ontario L6J 7J8

Customer Service 905-829-2070/2071  
Fax 905-829-4632



Tuesday, June 03, 1997

Norfolk Southern Corporation  
Attn: Lisa Smith – Intermodal  
Three Commercial Place  
Norfolk VA 23510-9208

Before the  
Surface Transportation Board

Finance Docket No. 33388

Verified Statement  
Of Tom O'Neill

My name is Tom O'Neill and I am Vice President of Hub City Canada, Oakville, ON. I have worked in the transportation field for over 20 years. Hub City Canada, as an intermodal marketing company, will be providing a large volume of intermodal traffic throughout the United States. Within the Northeast, we will be working with CR, CSX, and NS in all their intermodal lanes.

Hub City Canada supports the proposed transportation and believes that it will provide significant benefits to our company. First, we believe that the joint acquisition will significantly improve the supply and utilization of equipment. Because we are a non-asset based transportation provider, we rely on the equipment investments made by our rail partners to ensure our continued ability to provide service to our customers.

The transaction offers a major opportunity to improve the utilization and handling of intermodal rail cars. Due to Conrail's smaller route structure and the fact that it is a net receiver of intermodal rail cars, Conrail ships empty cars more miles than do other carriers, which decreases efficiency. The joint acquisition will allow for the improved handling of empty cars by allowing the expanded CSX and Norfolk Southern systems to benefit from greater densities. The joint acquisition offers the chance for rail to increase the utilization of its intermodal cars and to realize the same efficiencies enjoyed by trucks.

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Hub Group, Inc.

Hub Group Canada, LLC  
O'Neill Inc. Authorized Agent  
2916 South Sheridan Way  
Suite 201  
Oakville, Ontario L6J 7J8

Customer Service 905-829-2070/2071  
Fax 905-829-4632



A third benefit we expect to see as a result of the joint acquisition is improvements in service at intermodal terminals. Increased volumes created by the transaction should allow for terminal upgrades, where appropriate, and more dedication of facilities to intermodal use.

In conclusion, Hub City Canada strongly supports the joint acquisition of Conrail by CSX and Norfolk Southern. We believe it will allow for more efficient, more competitive intermodal service to the benefit of our customers and consumers nationwide.

I, Tom O'Neill, 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 3<sup>rd</sup> day of June, 1997.

Tom O'Neill  
Vice President  
Hub City Canada



May 22, 1997

The Honorable Vernon A. Williams  
Office of the Secretary  
Case Control Branch  
Surface Transportation Board  
Attn.: STB Finance Docket # 33286  
1201 Constitution Avenue, N. W.  
Washington, D. C. 20423-001

RE: Support for NS/CSXT Acquisition of Conrail

Dear Mr. Williams:

My name is Joe Taylor. I am Territory Manager/Transportation with Hunt Refining Company with its headquarters at Tuscaloosa, AL. My office is at 550 Greensboro Avenue, Suite 324, Tuscaloosa, AL 35401.

Hunt Refining Company has sales of approximately \$300,000,000 annually. Transportation is a vital factor to the success of our business. We utilize truck, rail and barge, divided 10% rail and 90% other modes. Primarily, we ship to Southeastern States and receive from the same in the U. S. Some of our shipments are to and from locations in the Northeast and Midwest.

We understand that Norfolk Southern/CSXT is 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.

We support Norfolk Southern/CSXT's plan. We think 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 be impediments placed in our way by Conrail with objectives and goals differing from those



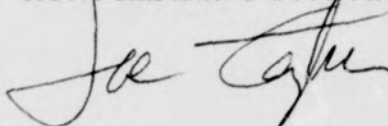
of Norfolk Southern/CSXT. We sincerely believe that Norfolk Southern/CSXT are well-managed, efficient customer-oriented railroads and would very much like to see those attributes injected into Conrail territory.

Finally, we support and endorse Norfolk Southern/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 Norfolk Southern/CSXT's plan before the Surface Transportation Board does this and we, therefore, support it.

Sincerely,

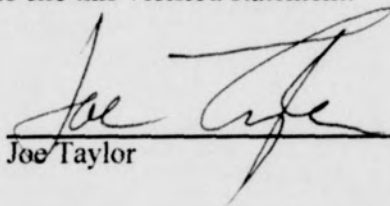
HUNT REFINING COMPANY



Joe Taylor  
Territory Manager/Transportation

#### VERIFICATION

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

  
Joe Taylor





## HURON VALLEY STEEL CORPORATION

820 WARE STREET • ANNISTON, ALABAMA 36201 • (205) 238-1746 • FAX: (205) 238-0069

June 4, 1997

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

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

Verified Statement on behalf of  
Huron Valley Steel Corp.  
Finance Docket No. 33388

I, T. R. Anderson, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed this 4<sup>th</sup> day of June, 1997.

Signed: T. R. Anderson

### Verified Statement of Huron Valley Steel

My name is T. R. Anderson, and I am Vice President of Operations (Anniston, Alabama facility) of Huron Valley Steel. I have held my present position for 15 years. My duties include responsibility for rail transportation and other operation responsibilities at our Anniston, Alabama plant.

Huron Valley Steel is a recycling company who buys shredded residue from shredders and recycles the metals from the residue for resale. We have a facility located at Anniston,



recycled paper

33

Alabama. This facility is now served by Norfolk Southern. We receive from suppliers located at Baltimore, Washington, New York, Jersey City, and Everett, Massachusetts and many other locations in the northeast. Many of these facilities are located on the lines of Conrail. During 1996, we received approximately 150 trailers from these origins. We would do more business if the rail was more competitive.

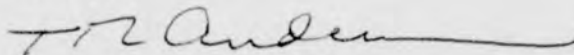
We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and Norfolk Southern to control Conrail. There is a distinct need for two competing railroads in the Northeast that 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 that 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. Balanced competition is needed to allow us to get competitive rates from both rail lines and trucks.

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 markets reach which single line service by Norfolk Southern 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 Norfolk Southern and CSX to acquire Conrail should be approved by the STB.

I, T. R. Anderson, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on June 4, 1997.

Sincerely,



T. R. Anderson  
V. P. Operations  
Huron Valley Steel



May 29, 1997

**IDAHO TIMBER CORPORATION**

5401 Kendall Street  
P.O. Box 67  
Boise, Idaho 83707  
(208) 377-3000

The Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket NO. 33220  
1201 Constitution Avenue N.W.  
Washington, D.C. 20423

RE: STB Finance Docket No. 33388

Dear Mr. Williams:

My name is Ann Knapton and I am Transportation Manager for Idaho Timber Corporation. I have held this position for 18 years. In this capacity, I negotiate transportation contracts for Idaho Timber's seven manufacturing plants and three sawmills.

Idaho Timber Corporation is a manufacturer and distributor of forest products, supplying wood products to the manufactured housing industry, retail lumber centers, home centers and other major users of wood products. These products are shipped to all states in the contiguous U.S. from our facilities in Weiser, Boise and Troy, ID; Whitefish, MT; Espanola, NM; Halstead, KS; Ft. Worth and Wiergate, TX; Carthage, AR and Lake City, FL. Idaho Timber has annual revenues of over 200 million dollars. We ship over 3,000 rail cars of lumber and spend in excess of 25 million dollars in freight per year.

Our facility at Lake City, FL is served by Norfolk Southern. We receive carload shipments of lumber from our suppliers who are located in the Northeast and throughout Canada. During 1996, we received 975 carloads of lumber at Lake City, FL via Norfolk Southern.

We support approval of the transaction which will allow CSXT 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 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



Mr. Vernon A. Williams  
May 29, 1997  
Page 2

benefit to us. With single line service, I believe our facility would be able to compete in these markets with other companies enjoying single line service into the Northeast.

We have used Norfolk Southern for several years and have been satisfied with their service. Norfolk Southern has been responsive to our transportation needs and their help has enabled us to compete in the marketplace. We are confident that they would be able to provide good service on any Conrail lines which they acquire.

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

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

Yours truly,

Ann Knapton  
Transportation Manager  
Idaho Timber Corporation



**PRODUCTION Inc.**

April 28, 1997

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

Dear Mr. Williams:

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 service and market access from single-line rail transportation. Joint line rail service into and out of the Northeast has tended to inhibit our ability to move product. The single-line service which NS proposes would be of benefit to us. I believe that the availability of single-line service to a larger network will enable us to grow our business more effectively than is presently the case.

We have shipped via NS for several years and have been satisfied with their service. We expect that they would be able to provide good service on any CR lines which they acquire.

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

If you have any questions please don't hesitate in contacting me.

Sincerely,

David Foulkes  
National Transportation Manager



**INDUSTRIAL LOGISTICS, INC.**

TRANSPORTATION CONSULTANTS

P.O. Box 251483

West Bloomfield, Michigan 48325

(810) 788-0234 • (810) 788-1827 Fax

May 22, 1997

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

**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.**

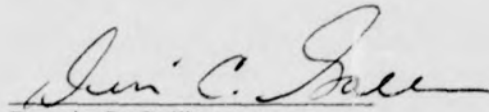
Dear Secretary Williams:

My name is Dennis C. Gallison, President of Industrial Logistics Inc., 30664 Ramblewood Club Dr., Farmington Hills, Mi., 48331. I have been in this position for eleven (11) and responsible for handling transportation for various industrial firms.

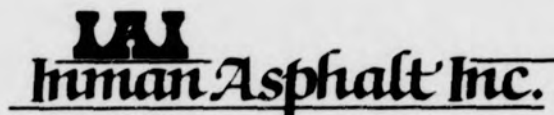
Industrial Logistics Inc., specializes in providing rail and marine transportation services for manufacturing and wholesale distribution firms in the U.S. and Canada. We represent firms that use the rail transportation services of Norfolk Southern and CSX Corporation and have a special interest in maintaining a high level of reliable, top quality rail service for our customers in the Northeast. I am writing to offer my company's strong support for the NS and CSX application to acquire Conrail and to urge the Surface Transportation Board approve it promptly.

I, Dennis C. Gallison, declare under penalty 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

  
Dennis C. Gallison





P. O. Box 531  
Inman, SC 29349-0531  
(803) 472-2816

**VERIFIED STATEMENT OF Warren C. Hughes**

**Inman Asphalt Incorporated**

May 29, 1997

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

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

Dear Mr. Williams:

My name is Warren C. Hughes, and I am Vice President of Inman Asphalt Incorporated. I have held my present position for thirteen (13) years. I am responsible for ordering and the coordination of inbound product to meet customers' orders, and the pricing of rail transportation and utilization of equipment.

Inman Asphalt Incorporated is a receiver and supplier of asphalt. We have facilities located at Inman, SC and Salisbury, NC. These facilities are presently served by Norfolk Southern. We sell to paving contractors located in North and South Carolina. During 1996, we received 2,612 carloads from these origins: Whiting, IN; Pt. Wentworth, GA; Tuscaloosa, AL; E. Chicago, IN; and Roxana, IL; 217 tank cars per month.

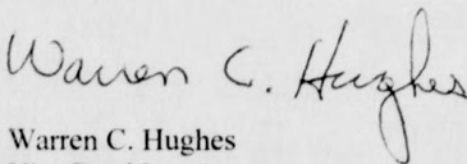
We support the acquisition of Conrail by Norfolk Southern and CSX. Since our facility is located on the lines of the Norfolk Southern, we would welcome the benefit of increased market access for single-line rail transportation. We have used Norfolk Southern for many years and have been satisfied with their service and their eagerness to create new opportunities which are mutually beneficial. We are confident they would be able to provide good service on any Conrail line which they acquire.

If Norfolk Southern and CSXT are allowed to acquire Conrail, this would open the possibility to receive product by single-line service from Paulsboro and Perth Amboy, NJ.

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

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

Sincerely,



Warren C. Hughes  
Vice President  
Inman Asphalt Incorporated

cc: Tony O. Gipson, National Account Manager  
Norfolk Southern Corporate

# **Integrated Computer Technologies, Inc.**

3001 Walnut Street  
Suite 500  
Philadelphia, Pa 19104  
(800) 428-2070

May 29, 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 Corporation, STB Finance Docket NO 33388**

Dear Mr. Williams:

As 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.

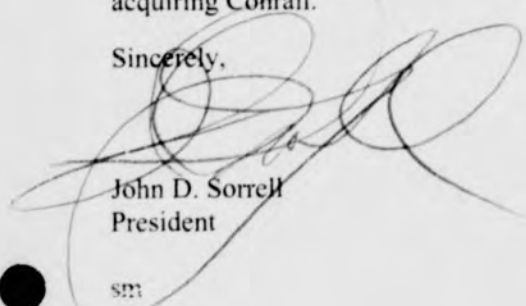
The restructuring of the eastern rail system in the United States will stimulate economic growth and will give us the benefit of having two strong railroads competing against each other. We all know that competition creates more choices, better service and lower prices.

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,



John D. Sorrell  
President

sm



Interstate Commodities, inc.

GRAIN AND FEED INGREDIENTS

Surface Transportation Board  
U. S. Department of Transportation  
Mercury Building  
1925 K Street N.W.  
Suite 500  
Washington, DC 20423

FO33388

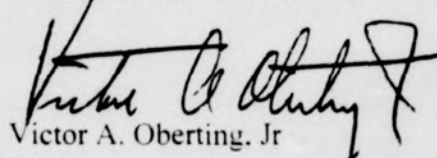
June 12, 1997



Interstate Commodities, Inc. is a substantial rail user in the New York - Pennsylvania - New England market area. This company also maintains grain and feed receiving facilities at Troy, New York and York, Pennsylvania. In our opinion, our market area has been subject to a quasi-monopoly by Conrail since April 1, 1976. Therefore, our company would like to record its support with the Surface Transportation Board for Norfolk Southern's initiative to install competitive rail service to this region in coordination with CSX Corporation.

Very truly yours,

Interstate Commodities, Inc.

  
Victor A. Oberting, Jr.  
President

VAO:lea

cc: D. R. Goode  
C. B. Sterzing  
Norfolk Southern Corporation  
3 Commercial Place  
Norfolk, VA 23510

50

42



May 15, 1997

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

VERIFIED STATEMENT OF  
**Gary I. Goldfein**  
on behalf of  
**INTERSTATE CONSOLIDATION, INC.**  
STB Finance Docket No: 33388

Please consider this letter our verified statement of support for the acquisition of Conrail jointly by CSX and Norfolk Southern Railroads.

By way of introduction Interstate Consolidation Service, Inc., is an intermodal marketing company that has been in business in Los Angeles, CA for twenty-five years. We also have locations in Chicago, IL, Oakland, CA and San Diego, CA. Affiliated companies are involved in intermodal drayage, freight consolidation and freight handling, as well as other services incidental to intermodal linehaul and property brokerage. We are an active member of the Intermodal Association of North America, Council of Logistics Management and the National Industrial Transportation League. Our prime business is as an intermodal marketing company and our 1997 budget for rail freight is \$50,000,000. This proposed acquisition is of utmost importance to our company and our future. Our company strongly supports the acquisition for reasons shown below:

1. The majority of our business moves in east/west corridors between the west coast and points Mississippi River and east, while an additional major part of our business moves between points in the Southeast and points in the Northeast as well as between points in the Southeast and the western states. The result of the combining of strong east/west and strong north/south routes with the elimination of the necessity to interchange freight at principal gateways will enhance the service offering of this intermodal service, taking valuable time out of the routes and eliminating points at which delays can occur. This will make the overall intermodal service more attractive to more shippers and thus make our business future brighter.
2. As a result of longer rail hauls into the Northeast, additional points could be served that would otherwise not offer attractive service from the standpoint of a northeastern based railroad.





3. Intermodal Terminals are heavy expense and heavy capital items in the intermodal system. With the synergism provided by the CSX-Norfolk Southern acquisition of Conrail the number of terminals necessary to serve the shipping public can be reduced, again creating a more efficient total system with better return on investment.
4. As the efficiency improves because of this acquisition the return on the investment in intermodal equipment and facilities will be enhanced, therefore, allowing these railroads to justify additional investment in intermodal equipment and technology. This will have the positive effect of allowing us to better compete to convert highway business to rail and to improve the fuel efficiency of freight transported throughout the United States.

In summary Interstate Consolidation Service, Inc., and its subsidiary corporations enthusiastically support the acquisition of Conrail by these two railroads and respectfully suggest that the Surface Transportation Board act quickly to ensure this approval is granted.

I Gary I. Goldfein 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 15th day of May 1997.

Sincerely,

INTERSTATE CONSOLIDATION SERVICE, INC.

Gary I. Goldfein  
President

GIG:GPK:ss





J. B. HUNT TRANSPORT, INC.

**VERIFIED STATEMENT OF  
J.B. HUNT TRANSPORT, INC.  
FINANCE DOCKET NO. 33388**

May 29, 1997

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

Dear Mr. Williams:

My name is Paul R. Bergant, and I am the Executive Vice President of Marketing of J. B. Hunt Transport, Inc., P.O. Box 130, Lowell, AR 72745. I have held my present position for twenty years. I am responsible for the company's sales activities including truck, intermodal and logistics.

J.B. Hunt Transport, Inc. is a motor carrier operating between all points in the United States and Canada. We ship intermodal traffic throughout the United States and Canada. It also serves Mexico through a joint venture agreement with TMM, a Mexican Corporation. In fact, in 1996 we shipped 502,000 loads intermodally. Norfolk Southern serves the southeast, midwest, and southwest lanes, while Conrail serves the northeast and midwest lanes, and CSX serves the eastern seaboard. During 1996, we shipped 181,000 containers/trailers within these lanes.

It is my understanding that CSX and NS intend to file an application to control Conrail, and to divide and operate its routes as part of their existing systems. I also understand that a key element of the NS plan is improved and expanded intermodal (and multimodal) services. Extended NS intermodal service will help 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 trucks 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 the market to have service by more than one rail carrier which owns its facilities. And, the rail carriers which will compete in the northeast should not be just any rail carriers. They must be carriers which are of comparable size and scope, and provide a competitive service. As a member

J.B. Hunt Transport, Inc.  
Finance Docket No. 33388  
May 29, 1997  
Page Two

of an industry that has over 40,000 competitors, we certainly understand and support strong competition.

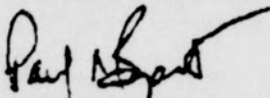
In addition to the competitive reasons stated above, my company would welcome the extension of Norfolk Southern service into the northeast. Norfolk Southern's capital investment in its intermodal facilities and service are well known in the industry, as are its strong commitments to growth and service.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

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

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

Sincerely,

J.B. HUNT TRANSPORT, INC.



Paul R. Bergant  
Executive Vice President Marketing

PRB:cg

**JAN COMMUNICATIONS  
AND ELECTRONICS CO., INC.**

6630 South Crescent Boulevard • Pennsauken, NJ 08109-1403  
609-663-4800 • 800-444-7233 • Fax 609-663-5377



June 23, 1997

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

Verified Statement

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

Dear Secretary Williams:

My name is Norman Levine. I am Director of Sales for Jan Communications in Pennsauken, New Jersey. My office address is 6630 South Crescent Boulevard, Pennsauken, New Jersey 08109-1403. In my position, I am responsible for marketing and sales to the railroad industry, such as two-way Radius and parts. I have been in my current position since 1976, and have worked in the field for 21 years. I am writing to offer my company's strong support for the proposed joint acquisition of Conrail by CSX and Norfolk Southern and to urge the Board approve it promptly.

Jan Communications is a small company that purchases directly from a variety of manufacturers, and retails them to railroads throughout the country. We have been doing business with the railroad for over 30 years. We are keen observers of the industry which makes up the bulk of our customer base. We have witnessed many similar railroad transactions in the past. The result of such transactions is to create a stronger, more competitive company that is able to meet the needs of its customers more efficiently.

We have also observed that transactions such as the one proposed here result in greater capital investment and improved communications. We have seen improved technology and information systems with respect to the business we conduct with the railroad and

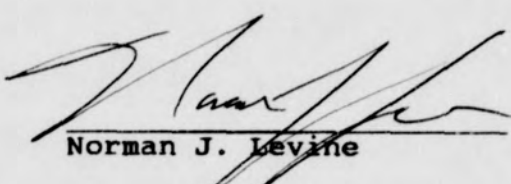
Vernon A. Williams  
June 23, 1997  
Page 2

believe that such investment and communication enhancements benefit the public in general.

We would also bring to the Board's attention Conrail's strong commitment to diversity. Expanding the reach of these business practices to other geographic regions provides an important competitive enhancement for the railroad system as it seeks to compete and win in the new global economy.

Jan Communications believes that the proposed joint acquisition of Conrail by CSX and Norfolk Southern would be in our best interests, as well as in the interest of the public. We strongly urge the Board to approve this application.

I, Norman J. Levine, declare under penalty 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 June, 1997.



Norman J. Levine

# JASPER LUMBER COMPANY INC.



2700 Highway 78 West  
P. O. Box 1425  
Jasper, AL 35502  
Phone: (205) 384-9088  
Fax: (205) 384-0000

## VERIFIED STATEMENT OF MIKE DAY

### JASPER LUMBER COMPANY

My name Mike Day, and I am Sales Manager of Jasper Lumber Company. I have held my present position for 2 years.

Jasper Lumber Company is a manufacturer of Southern Pine Lumber. We have facilities located at Jasper, AL. These facilities are presently served by NS. We sell to customers located in most states east of the Mississippi River. These facilities are located on the lines of NS and others. During 1996, we shipped 150 carloads to these destinations.

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



# JASPER LUMBER COMPANY INC.



2700 Highway 78 West  
P. O. Box 1425  
Jasper, AL 35502  
Phone: (205) 384-9088  
Fax: (205) 384-0000

Conrail.

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

Executed on 6-6, 1997.

Sincerely,

Mike Day  
Mike Day  
Sales Manager





600 Belview Street • Bessemer, AL 35020  
Corporate Fax: (205) 428-9947 • Sales Fax: (205) 426-6702  
Phone: (205) 428-9949

**VERIFIED STATEMENT OF JUSTIN KANE**

**JEMISON STEEL COMPANY, LLC**

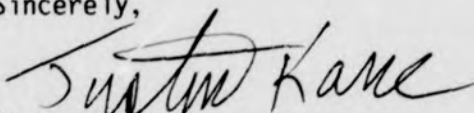
My name is Justin Kane and I am President of Jemison Steel Company, LLC. I have held my present position for 1-1/2 years. My duties include overall management of the company, including complete P&L of the company.

Jemison Steel is a processor and distributor of steel. Our facilities are located at Bessemer, Alabama. These facilities are presently served by Norfolk Southern. We sell/receive, from customers/suppliers located around the country. The facilities are located on the lines of all major rail carriers. During 1996, we shipped/received approximately 600 carloads/containers/trailers to/from these destinations/origins.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on the lines of ND, we would welcome the benefit on increased market access for single-line train 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 a 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 will continue to provide good service on any CR lines which they acquire.

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

Sincerely,

  
Justin Kane  
President

**VERIFICATION**

I, Justin Kane, declare that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on 6-9 1997.

Justin Kane

# Jered Brown Brothers Inc.



## INTERMODAL SUPPLIERS WHO WANT TO INCREASE COMPETITION IN THE NORTHEAST

### VERIFIED STATEMENT ON BEHALF OF JERED BROWN BROTHERS, INC.

STB FINANCE DOCKET NO. 33388

Jered Brown Brothers Inc.  
1608 Newcastle Street  
P.O. Box 904  
Brunswick, GA 31521-0904

Manufacturing Facility:  
103 Shipyard Drive  
P.O. Box 904  
Brunswick, GA 31521-0904

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

July 3, 1997

Dear Mr. Williams:

My name is Michael F. Tovar, and I am the Manager of Customer Support/Spares at Jered Brown Brothers, Inc., 1608 Newcastle Street, Brunswick, GA 31521. I have successfully held my present position for 5+ years. I oversee spare parts and service for intermodal equipment, quotations, warranties, sales orders, purchase requisitions, and purchase orders, as well as other various details in the Customer Support Department.

Jered is design/manufacture and supplier of Naval equipment. We work with Norfolk Southern(NS) at its Kansas City Intermodal Facility.

Based upon our experience in providing the services described above, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail System. There is a need for competition in the territory served by Conrail. For too long, customers which ship or receive product into and out of the Northeast have had the service of only one carrier. Service has suffered and the prices are noncompetitive. Customers interested in this market will benefit from service by more than one rail carrier which owns its facilities. These rail carriers which will compete in the Northeast should be carriers of comparable size and scope, and provide a competitive service.

Jered will benefit from growth in the intermodal industry. 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. This will enhance Jered ability 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. Their continued success as shown in winning the Harriman Award demonstrates a standard we acknowledge.



Commercial Department  
Phone: 912-262-2000  
Manufacturing Facility  
Phone: 912-262-2050

#### Fax Numbers:

Administrative: 912-262-2051  
Purchasing: 912-262-2052  
Engineering: 912-262-2053  
Customer Svc.: 912-262-2041  
Manufacturing: 912-262-2078

Jered - A Vickers Company  
Vickers PLC  
Registered Office Vickers House  
Millbank Tower London SW1P 4RA  
Registered in England under number 3543

**Jered Brown  
Brothers Inc.**

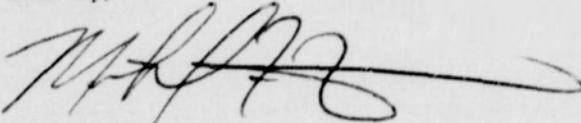
Verified Statement of Jered Brown Bros. Inc.  
Finance Docket No. 33388  
Page 2

7/3/9797

To summarize, we believe the application for NS and CSX to acquire Conrail should be approved by the Surface Transportation Board.

I, Michael F. Tovar, declare under penalty of perjury that the foregoing is true and correct. Further, I certify I am qualified and authorized to file this verified statement. Executed on July 3, 1997.

Sincerely,

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

Michael F. Tovar  
Manager, Customer Support  
Jered Brown Brothers, Inc.



P. O. Box 59  
524 Brogden Road  
Smithfield,  
North Carolina 27577

919-934-4115

919-934-4956 Fax

# *Jerry G. Williams & Sons, Inc.*

May 22, 1997

## VERIFIED STATEMENT OF

**Jerry G. Williams**

**on behalf of**

**Jerry G. Williams & Sons, Inc.**

**Finance Docket No. 33388**

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

**Norfolk Southern Railway Corporation**

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

*"Manufacturing  
Quality  
Lumber"*

I am submitting this statement in support of the transaction proposed by CSX, Conrail and NS on behalf of Jerry G. Williams & Sons, Inc. which is located in Smithfield, NC at 524 Brogden Road. My name is Jerry G. Williams and I have been the President at Jerry G. Williams & Sons, Inc. for 11 years. My prior experience includes 38 years of relevant experience at Coastal Lumber and Georgia-Pacific.

Our Company operates a sawmill in the lumber manufacturing industry and has been in the business of supplying chips and logs to paper mills for 11 years. During 1996 we shipped 751 carloads of woodchips and logs. Woodchips accounted for 277 loads to Acme, NC, Stone, SC and North Charleston, SC; and 474 shipments of logs moved to Acme, NC and Georgetown, SC. Some of our shipments move by truck due to car supply issues. We anticipate the acquisition will improve equipment utilization, leading to better car availability.

Jerry G. Williams & Sons, Inc. believes that the acquisition of Conrail by CSX and NS will allow us to expand and extend our market reach for lumber sales into the Northeastern region of the United States. Outbound shipments of lumber currently moves 100 percent by truck. Because the combined system that will result from the acquisition of Conrail by CSX and NS will provide increased competition with trucks, Jerry G. Williams & Sons, Inc. will benefit from lower cost and better service that a competitive environment should encourage.

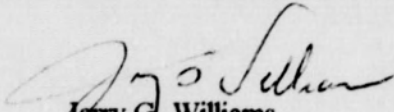
Jerry G. Williams & Sons, Inc. believes that the new single-line systems will result in improved blocking patterns, and reduce delays during handling at congested gateways. If blocking patterns can be structured such that interchange times are reduced, transit times and cost will go down accordingly.

For these reasons, Jerry G. Williams & Sons, Inc. urges the Surface Transportation Board to allow CSX, Conrail to complete the proposed transaction. Jerry G. Williams & Sons, Inc. is eager to begin realizing the benefits described above.





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



Jerry G. Williams  
President

JGW/je

cc: file



IMPORTERS • DISTRIBUTORS • WAREHOUSEMEN  
**JESSE C. STEWART COMPANY**  
OWNERS & OPERATORS OF IRON CITY WAREHOUSE & ELEVATOR

360 Broadmoor Avenue  
Pittsburgh, Pennsylvania 15228  
Telephone: 412-343-0600

May 30, 1997

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

RE: Support for NS Acquisition of Conrail

Dear Mr. Williams:

My name is Robert K. Danik and I am the President of Jesse C. Stewart Company with its headquarters at 360 Broadmoor Avenue, Pittsburgh, PA.

Jesse C. Stewart Company is a PA Corporation with sales of \$12 million annually. Transportation is a vital factor to the success of our business. We utilize truck, rail and barge, divided 50% rail and 50% other modes. My responsibilities as president include the direct oversight of our transportation requirements which include both inbound and outbound products to and from our plants, and direct shipments to our customers. Primarily, we ship to the Eastern U.S. and receive our grain from the Midwest U.S. Some of our shipments are to and from locations in the Northeast and Midwest on Conrail.

We understand that Norfolk Southern is asking the Surface Transportation Board to approve its 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.

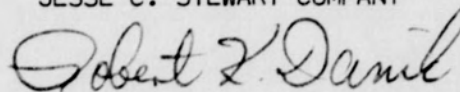
We support Norfolk Southern's plan. We think that it will enable us to expand our markets into areas we have hitherto been unable to reach because of what we can only perceive to be impediments placed in our way by Conrail with objectives and goals differing from those of Norfolk Southern. We sincerely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

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

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

Sincerely,

JESSE C. STEWART COMPANY



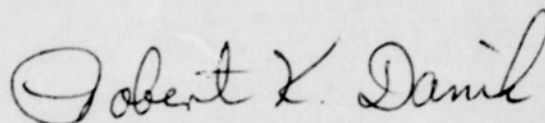
Robert K. Danik  
President

RKD/llc

#### VERIFICATION

I, Robert K. Danik, declare under penalty 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.



Robert K. Danik

JONES-HAMILTON CO.

8400 ENTERPRISE DRIVE, NEWARK, CALIFORNIA 94560-3310

TEL: (510) 797-2471  
FAX: (510) 797-0162

June 4, 1997

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



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

Dear Secretary Williams:

My name is Robert C. Messemer. I am a Consultant for the Jones-Hamilton CO., with Corporate Headquarters at 8400 Enterprise Drive, Newark, California 94560-3310. My office is located at 66 Scenic Hill Road, Trumbull, Connecticut 06611. As a Consultant for Jones-Hamilton CO., I assist them in developing Distribution and Transportation Strategy for the products they purchase and ship throughout the United States. I have been in the Distribution /Transportation Industry for over 35 years. My last position, prior to my Consulting Business, was Director of Distribution and Purchasing for a major international chemical corporation.

Jones- Hamilton CO. is a Chemical Company with manufacturing facilities in Newark, California and Toledo, Ohio. They ship Hydrochloric Acid, Sodium Bisulfate and Specialized Sulfuric Acid to the Chemical, Petroleum and Agricultural Industries. They also have partnerships with other major Chemical Companies throughout the United States. From these facilities, they ship thousands of tons of Hydrochloric Acid. Jones- Hamilton places several hundred thousand tons of product in the transportation pipeline every year by truck and rail. A good percentage of this business moves in rail.

The Toledo plant now served by Conrail will be affected by this merger. A great volume of Hydrochloric Acid presently moves into and is shipped from this plant by rail in joint line service with the CSX. We understand that if the CSX and Norfolk Southern gain control and divide assets and trackage in accordance with their application, that Jones-Hamilton's Toledo plant will be served by the CSX Railroad. Since a great volume of inbound material is now routed CSX-Conrail and outbound Conrail-CSX, joint line

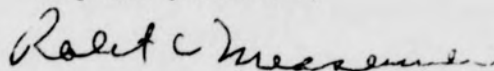
service will be eliminated and single line CSX service will be available. This should reduce transportation cost, improve service and improve efficiency of the Jones-Hamilton tank car fleet, which moves product in and out of the plant. The improved cycle times will, in addition to increased equipment utilization, reduce inventories and improve responsiveness to customer expectations.

The single line service via CSX should also permit the CSX to be more competitive with the tank truck carriers that move thousands of tons in and out of the Toledo plant. The current joint line service will not develop this competition because of the high cost of joint line service. With improved service and lower transportation cost Jones-Hamilton can penetrate new markets for Hydrochloric Acid and develop new rail business.

There is a need for balanced rail competition in the Northeast United States. This application, if approved, will create two eastern rail carriers of similar size and provide opportunities for seamless service, efficient equipment utilization and ongoing productivity opportunities.

Jones-Hamilton CO. supports the approval of the CSX/NS application to acquire Conrail. We respectfully request that the Surface Transportation Board expeditiously approve the CSX/NS application to acquire Conrail.

Respectfully submitted,



Robert C. Messemer  
Consultant  
Jones-Hamilton CO.

**Verified Statement**

**Donald E. Shaw on behalf of JTM Industries, Inc.  
STB Finance Docket No. 33388**

I am submitting this statement in support of the transaction proposed by CSX, Conrail and NS on behalf of JTM Industries, Inc. My name is Donald E. Shaw and my functions at JTM Industries includes management of our rail traffic movements.

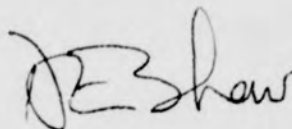
Our company has been in the coal combustion byproduct management business since 1978. We have operations that involve every Class 1 rail system in the country. We also ship to customers via truck when and where economics dictate.

Because the combined system that will result from the acquisition of Conrail by CSX and NS will provide increased competition with trucks, JTM hopes to benefit from lower costs and better service that a competitive environment would encourage. Additionally, improved rail service may divert some of JTM's present truck shipments to rail. The extension of CSX's network into the northeastern markets may also give JTM access to new markets which up to now had been logistically unfeasible.

For these reasons, JTM strongly urges the Surface Transportation Board to allow CSX, Conrail, and NS to complete the proposed transaction. JTM is eager to begin realizing the benefits described above.

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

Executed this 9<sup>th</sup> day of May, 1997





KEADLE LUMBER ENTERPRISES, INC.  
889 RAILROAD STREET  
THOMASTON, GEORGIA 30286

May 2, 1997

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

Dear Sir:

This is a verified statement of **KEADLE LUMBER ENTERPRISES, INC.**

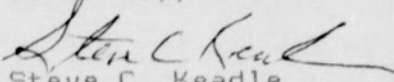
My name is Steve C. Keadle, and I am Vice President and Owner of Keadle Lumber Enterprises, Inc.

Keadle Lumber is a lumber manufacturer producing both southern yellow pine and hardwood lumber. We are located in Thomaston, Georgia. We service customers throughout the Southeast, Northeast and Midwest; virtually anywhere east of the Mississippi. During 1996 we shipped more than 700 carloads of product including daily shipments of wood chips and weekly shipments of lumber.

We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently to 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. We have used Norfolk Southern for several years and have been satisfied with their service.

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

Sincerely,

  
Steve C. Keadle  
Vice President



June 3, 1997



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

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

Dear Secretary Williams:

My name is Dennis Borawski, and I am Director, Transportation Services, Kellogg USA Inc. in Battle Creek, MI. My office address is One Kellogg Square, Battle Creek, MI 49016-3599. In my position I am responsible for coordinating the transportation strategy for our manufacturing plants, contract manufacturers, and distribution centers, encompassing both inbound raw materials and outbound finished product. I have been in my current position for one year, and have been employed at Kellogg for 16 years in a wide variety of transportation and logistics positions. I am writing to offer my Company's support for the CSX and NS applications to acquire Conrail and urge the Board to approve it promptly.

Kellogg Company is a Fortune 100 Industrial company with sales worldwide of approximately \$7 billion. We are the largest manufacturer and marketer of ready-to-eat cereals in the world; we also have a large and growing presence in convenience foods, as evidenced by such well known items as Pop-Tarts, Nutri-Grain Bars, Rice Krispies Treats, Eggo Waffles, and Lender's Bagels. We have several major rail-served production sites, including Battle Creek, MI (CN,CR), Lancaster, PA (CR), Omaha, NE (UP), and Memphis, TN (BNSF). We have seven regional distribution centers around the country, all rail served. Two of those D.C.s are located on Conrail--Columbus, OH, and Chapman, PA. In 1996 we shipped over 7,100 railcars of finished product and over 8,000 intermodal loads. In addition, we move large amounts of raw materials--especially rice, sugar, wheat, heavy bran and corn grits into our plants by rail. Most of the raw materials into Battle Creek and all the rail raw material into Lancaster move via Conrail.

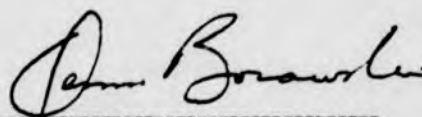
Kellogg believes that the proposed acquisition of Conrail by CSX and NS would be in the best interests of both Kellogg and its suppliers. We urge the Board to approve the application for the reasons outlined below:

1. We believe that the acquisition of Conrail by the CSX and NS would result in a stronger Eastern rail network that will provide better service, more and better equipment, better equipment utilization, and more competitive rates on many lanes. In particular, we look for opportunities to grow rail volume from Memphis to the East, and Lancaster and Battle Creek to the West. We feel that access to the Kansas City gateway in lieu of congested interchanges at Chicago and East St. Louis will materially improve service and transit consistency. We feel there are similar opportunities on intermodal with a broader traffic base and more equipment balance in a NS/CSX environment.
2. We also believe that the financial strength of the NS and CSX, combined with their expanded geographic reach, will serve Kellogg well through improved service, equipment supply and single line rate making on raw materials moving to Kellogg in covered hoppers. We see potential benefits on commodities like sugar, bran, and wheat, where expanded single line rate making and improved equipment supply will offer new vendor/sourcing options. We see additional food grade bulk transfer opportunities to assist in us in the management of raw material inventories.
3. We believe that the Conrail acquisition will increase rail business in the Conrail territory, and that is good news for all shippers who rely on rail. We feel that two strong rail providers in the East of roughly equal size and scope, the NS and the CSX, are well positioned to provide the service, equipment, and geographic reach to achieve the greater efficiency needed to return more traffic to the rails. This, of course, promotes more long term capital investment to provide for more capacity and infrastructure as rail service grows into the future. This is positive for all rail shippers.

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

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

Executed this 3rd day of June, 1997.



Dennis Borawski  
Director, Transportation Services  
Kellogg USA Inc.

104 NORTH WITCHDUCK ROAD  
P.O. BOX 62467  
VIRGINIA BEACH, VIRGINIA 23462  
PHONE (757) 497-9392  
FAX (757) 490-6438



YOUR ONE STOP  
BUILDING MATERIALS  
CENTER

3300 BUSINESS CENTER DRIVE  
CHESAPEAKE, VIRGINIA 23323  
PHONE (757) 485-0782  
FAX (757) 485-8587

June 10, 1997

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

Dear Mr. Williams

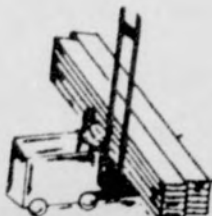
In 1996 Kempsville Building Materials received over 350 car loads of lumber and related products at our Sunray, VA location which is serviced by Norfolk Southern.

We support the proposed acquisition of Conrail by Norfolk Southern and CSXT. Since our facilities are located on the lines of Norfolk Southern, we would welcome the benefit of increased market access for single line rail transportation. I personally have been with Kempsville Building Materials for over 25 years and we have always been serviced very well by Norfolk Southern. We are confident that they would be able to provide good service on any Conrail line which they acquire.

For the reasons described above, I support the application of Norfolk Southern to merge with Conrail.

Sincerely,

Bobby Johnson  
Vice President of Purchasing & Operations  
Kempsville Building Materials





**Keystone**

**Keystone Railway Equipment Company**

3420 Simpson Ferry Road

P.O. Box 456

Camp Hill, Pennsylvania 17001-0456

717-761-3690

Fax: 717-763-9917

**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  
KEYSTONE RAILWAY EQUIPMENT COMPANY**

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**Keystone**

**Keystone Railway Equipment Company**

3420 Simpson Ferry Road

P.O. Box 456

Camp Hill, Pennsylvania 17001-0456

717-761-3690

Fax: 717-763-9917

**VERIFIED STATEMENT OF**

**KEYSTONE RAILWAY EQUIPMENT COMPANY**

My name is William P. O'Donnell, and I am Vice President Sales & Marketing of Keystone Railway Equipment Company. I have held my present position for five (5) years. My duties include developing and implementing programs related to our product and developing market opportunities as well as existing products services and strategies.

Keystone Railway Equipment Company is a supplier of cushion units, draft gears and outlet gates to all North America railroads, carbuilders and repair shops. We have a facility located at Camp Hill, PA. This facility is presently served by Conrail. We sell to Gunderson, located at Portland, OR. These facilities are located on the lines of U.P. During 1996, we shipped 25 carloads to this destination. Movements consisted of cushioned box cars and containers.

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



Keystone

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.



Keystone

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

William P. O'Donnell

cc: William A. Wiles, Norfolk Southern Corp.  
John W. Basso, CSX

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# Knox Brothers Fuels Limited

6628 Highway # 20  
P.O. Box 148  
Smithville ON  
L0R 2A0  
905-957-3925

1414 Burlington St. E  
P.O. Box 3066 Stn "C"  
Hamilton ON  
L8H 7J3  
905-547-6645

## Verified Statement of Knox Brothers Fuels Limited 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 Michael J. Knox, and I am president of Knox Brothers Fuels Limited located at 6628 Highway # 20, P.O. Box 148, Smithville, ON, L0R 2A0. I have held my present position for 6.5 years. My Duties include operating an Esso Sales Agency in Southern Ontario, supplying petroleum products to all types of customers.

Knox Brothers Fuels Limited is a vender supplying Diesel and lubricating oils. We work with NS at the following location : Dain City Welland Yard. In addition, we work with CN ,CP Rail, Pandoral Jackson as well as others from time to time at various locations within our trading area.

Based upon our experience in providing the services described above and working with various railroads, we would like to express our support of Norfolk Southern and CSX in their efforts to acquire Conrail, and then divide the Conrail system. There is a need for competition in the territory served by Conrail, and for two competing railroads in the Northeast who own their own track and facilities. For too long, customers which ship or receive product into or 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 own their own facilities. And the rail carriers who will compete in the Northeast should not be just any rail carriers, they should be comparable in size and scope, in order to provide a competitive service. This is similar to the fuel business, as has been demonstrated in the past one large supplier serving a specific market not only controls the price but can also eliminate small competitors before they have a chance to get established.

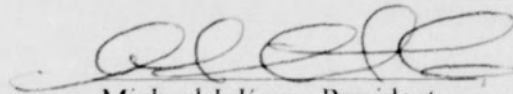
Growth in the intermodal industry will benefit my company because providing rail competition in the Northeast, particularly from the two competitors which have strong rail systems in the Southeast,

should promote the growth of intermodal traffic, thereby enhancing 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 commitment to growth and service. Further, we have been impressed with NS's commitment to safety, as evidenced by its evidence of continued success in winning the Harriman Award.

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

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

Sincerely

A handwritten signature in dark ink, appearing to read 'M. J. Knox', with a stylized flourish extending from the end.

Michael J. Knox, President  
Knox Brothers Fuels Limited





Kruger Inc.  
Newsprint Sales Division

June 10, 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.**

My name is Jacques Rancourt, and I am Corporate Director of Transportation of Kruger Inc. I have held my present position for 13 years. My duties include responsibility for the development, organization, coordination and control of all aspects of transportation for the company.

Kruger is a paper products manufacturer (newsprint, coated and specialty papers). We have facilities located at Bromptonville, Québec, Canada; Trois-Rivières, Québec, Canada; Corner Brook, Newfoundland, Canada; and Manistique, Michigan. These facilities are presently serviced by CN Rail, CP Rail and Wisconsin Central. We sell to 250 US customers located all across the United States. These facilities are located on the lines of various US railroads. During 1996, we shipped 3,500 carloads of papers to US destinations in 50' standard box cars.

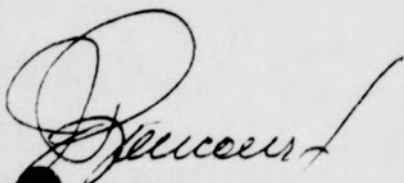
We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There is 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 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 increased market penetration to areas in which we have been unable to compete adequately.

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

I, Jacques Rancourt, declare under penalty 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,



Jacques Rancourt  
Corporate Director, Transportation  
Kruger Inc.

# FOSTER

## L.B.FOSTER COMPANY

Foster Plaza  
Transportation Department  
P.O. Box 2806  
Pittsburgh, PA 15230-2806  
(412) 928-3493  
(412) 928-3510 (FAX)

June 6, 1997

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

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

My name is David H. Steingraber. I am the manager of transportation and logistics for L. B. FOSTER COMPANY, located at 415 Holiday Drive, Pittsburgh PA, 15220. In this position, I have responsibility for overseeing all transportation issues for FOSTER. I have been employed in the field of industrial transportation for more than twenty five years, am a practitioner before the STB, hold certified membership in the American Society of Transportation and Logistics, and am degreed in this discipline.

L. B. FOSTER COMPANY manufactures, fabricates and distributes steel pipe and tubular products, railway track rails and trackwork, structural steel, and construction and highway products, with both national and international markets.

FOSTER has facilities located at and rail served by:

Birmingham AL	CSXT	NS	BNSF
Doraville GA	NS		
Washington WV	CSXT		
Niles OH	CSXT		
Seneca IL	CSXT		
Bethlehem PA	CR		
Steelton PA	CR		
Ft. Wayne IN	NS		

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

In addition, FOSTER sources product for its locations from many steel producing facilities in the U.S., and imports through Atlantic, Gulf Coast and Great Lakes Seaports, many of which are presently rail served by Conrail, CSXT and Norfolk Southern, either singly or jointly. Much of the product so sourced is transported by rail, either to our facilities or directly to our customers.

FOSTER relies heavily on rail service to get its products to market. In addition to basic gondola and flat cars, FOSTER requires specialized equipment such as modified flat cars for pipe loading, continuous welded rail trains, depressed center well cars, etc.

Due to the dimensional aspects of our product line, FOSTER often requires clearance routing and special train services.

Since a large part of our customer base is the construction industry, and since many of our customers require job site deliveries, FOSTER relies heavily on efficient, timely rail service to meet construction schedules.

Over the past few months, we have followed the Conrail story with great interest, along with some uncertainties.

The solution which CSXT and NS have arrived at has resolved many of those uncertainties. We support expeditious approval of the transaction which will allow CSX and NS to acquire Conrail and to subsequently divide its assets.

As a consumer of railroad services throughout the operating arenas of CR, CSXT and NS, we believe the single line service opportunities resulting from this merger will increase the overall efficiencies of rail service generally in this extremely important market area.

As a result of this merger, we believe that both CSXT and NS will be in a much stronger position to compete more effectively with motor carriers for a greater share of the market.

Clearly, the ability to divert business from the highways to rail will inure to the public interest from the perspectives of less traffic congestion on those highways; better rationalization of fuel economies; and, less air pollution resulting in a cleaner environment.

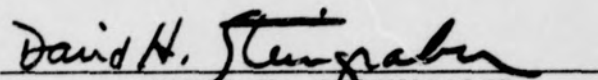
Mr. Vernon A. Williams  
Surface Transportation Board  
June 6, 1997  
Page 3

We believe this merger will benefit our company by providing better equipment utilization; more single line access to our existing markets and a greater opportunity to expand our markets; along with a greater opportunity to divert more business from truck to rail, and to realize some cost containment opportunities in the process.

From the perspective of competitive access, we see little downside risk associated with the merger. Further, we believe the market itself will resolve any anti-competitive issues.

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

I, David H. Steingraber, declare under 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 H. STEINGRABER



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

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

**Verified Statement of Mark P. Sinila**

**Lansing Grain Company**

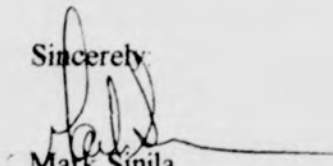
My name is Mark Sinila, and I am the Southeastern corn merchant for Lansing Grain Company. I have held my present position for 5 years. My duties include originating corn from Michigan, Ohio and Indiana and merchandise it to the East and Southeast to poultry producers.

Lansing Grain Company merchandises bulk grain, such as wheat, corn soybeans, oats and barley throughout the United States. We do not own facilities, however, we do service many customers served by the Conrail. During 1996, we shipped hundreds of corn and wheat hopper cars on the Conrail. We also have our own private equipment on the Conrail.

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

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

Sincerely,

  
Mark Sinila  
Lansing Grain Company

June 2, 1997

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

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

Dear Secretary Williams:

My name is Scott Langley. I am Chief Executive Officer of the Langley Pulpwood Company in LaFayette, Alabama, and I write the STB in order to register my support for the joint acquisition of Conrail by CSX and Norfolk Southern. Forty five years ago, when my family started the business, we supplied mills around Alabama. Over time, we've grown to ship to paper mills across the country -- making reliable, affordable transport one of our key concerns.

Without doubt, our company would be better served by the new consolidated systems than by the present patchwork of East Coast railways. As I see it, the transaction would provide:

More direct routes. Langley Pulpwood supplies the wood products -- 2000 plus boxcars per year -- that are transformed into thousands of pounds of paper annually. Depending on the final destination, we ship by CSX or Norfolk Southern. In either case, shipments north and to the Midwest are subject to needless interchange -- handling that drives up cost and guarantees delays. The enhanced new systems would give us better access we don't have today through New York to New England, and through Pennsylvania to the Midwest.

More efficient delivery. Our customers set their clocks by our product. Production schedules, shift staffing, distribution: They're all keyed to timely delivery of the pulp they turn to paper. And any worry of my customers is a worry of mine. The new systems

Vernon A. Williams  
June 2, 1997  
Page 2

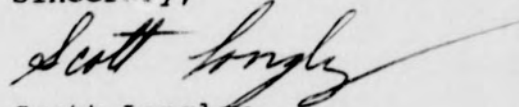
should make national routes the rule -- and transit time should improve.

More market reach. As owner and manager in charge of day-to-day operations, I am acutely aware of the potential customers we can't reach due to inefficiencies in transport. The transaction would open up new opportunities to take Langley Pulpwood to new customers. And when it comes to new customers, I know everyone in our company believes if we can reach them, we can win them.

The proposed transaction would be a tremendous benefit to my company and thousands like it that depend on competitive transportation. I urge the Surface Transportation Board to approve the transaction without delay.

I, Scott Langley, declare under penalty 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.

Sincerely,



Scott Langley  
President,  
Langley Pulpwood Co.

# LARSEN OF IDAHO

**P.O. Box 358 • Dubois, ID 83423**

**Phone 208-374-5660 • Fax 208-374-5656**

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



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

## VERIFIED STATEMENT OF RICHARD LARSEN

### LARSEN FARMS HAY TERMINAL, INC.

My name is Richard Larsen, and I am Manager of the Larsen Farms Hay Terminal. I have held my present position for 10 years. My duties include the buying, selling and shipment of alfalfa hay and cotton seed to different areas of the United States.

Larsen Farms produces and sells alfalfa hay and we purchase and sell cotton seed. We have facilities located at Dubois, Idaho and Lake City, Florida. These facilities are presently served by the Union Pacific. We sell to customers located in Florida, Texas, Washington, Louisiana, South Carolina and New York. These facilities are located on the lines of the Norfolk Southern and CSX. During 1996, we shipped 1260 carloads to these destinations.

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 their rail

STB

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8-4-97

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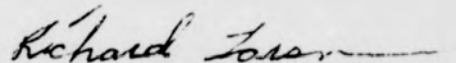
carriers cannot be just any rail carriers. They must be comparable in terms of their size, scope and ability to provide a competitive service. From what I understand of railroad operations, I believe that in the 1990's, two carriers of relatively equal size and scope provide the greatest opportunities 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've 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 Larsen, declare under penalty 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 16, 1997.

Sincerely,



Richard Larsen  
Manager  
Larsen Farms Hay Terminal, Inc.



LEIGH FIBERS, INC.

P.O. Box 1132, Spartanburg, S.C. 29304

Telephone: (803) 439-4111 / Fax: (803) 439-4116

## **VERIFIED STATEMENT OF Jim Hunter**

### **Leigh Fibers Incorporated**

May 30, 1997

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

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

Dear Mr. Williams:

My name is Jim Hunter. I am Traffic Manager with Leigh Fibers, Incorporated at Wellford, SC. Leigh Fibers Incorporated is a textile waste processor and transportation is a vital factor to the success of our business.

We utilize truck and rail for our shipments. 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 plant.

Some of our shipments are to and from locations in the Northeast and Midwest on Conrail. We understand that Norfolk Southern and CSX are asking the Surface Transportation Board to approve their acquisition of Conrail.



LEIGH FIBERS, INC.

P.O. Box 1132, Spartanburg, S.C. 29304

Telephone: (803) 439-4111 / Fax: (803) 439-4116

-2-

We support the Norfolk Southern/CSX 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 be impediments placed in our way by Conrail with objectives and goals differing from those of Norfolk Southern. 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 the Norfolk Southern/CSX 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 service for our transportation needs. We think the Norfolk Southern/CSX plan before the Surface Transportation Board does this and we, therefore, support it.

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

Sincerely,

A handwritten signature in cursive script that reads "Jim Hunter".

Jim Hunter  
Traffic Manager  
Leigh Fibers Incorporated

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**CERTIFIED STATEMENT**  
**of**  
**C. O. TURNER, III**  
**on behalf of**  
**Levcon, Inc.**  
**STB Finance Docket No. 33388**

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

My name is C. O. Turner, III. I am Chairman of the Board/President for Levcon, Inc. headquartered in Memphis, TN. I have been Chairman of the Board since August 22, 1990.

Levcon is a drayage company currently operating in Houston, Texas and Kansas City, Missouri. We currently work with the NS and Conrail providing drayage services at their Kansas City ramps. In Houston we are working with BNSF and UP/SP providing drayage services to and from their respective ramps.

Based upon our experience in providing the services described above and working with various railroads we would like to express our support of CSX and NS in their efforts to acquire and then divide and operate its routes as part of their existing systems. The joint acquisition should provide better transit times through the efficiencies created by the joint systems as well as creating a competitive atmosphere in the Northeast that will better serve customers.

In conclusion, we support the application of Conrail, CSX and NS and request that the Board issue its approval expeditiously.

I, C. O. Turner, III, declare under penalty of perjury that the foregoing is true and correct and that I am qualified and authorized to file this verified statement. Executed this 30th of May, 1997.


STATE OF TENNESSEE  
COUNTY OF SHELBY

C. O. Turner, III being first duly sworn, deposes and says he has read the foregoing document, knows the facts, asserted therein, and that the same are true as stated.



C. O. Turner, III

Subscribed and sworn to before me this 30th day of May, 1997.

  
Notary Public

My Commission Expires Dec. 21, 1998

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bcc: Norfolk Southern Corporation





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

**STAN BURATTO**

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**VERIFIED STATEMENT OF LIFELAST INC.**

My name is Stan Buratto, and I am Chairman/CEO of LifeLast, Inc. I have held my present position for eight (8) years. My duties include formation and management of our dealings with the railroad industry both as a supplier of coating and lining materials and as a customer of rail services.

LifeLast, Inc. is a manufacturer of urethane coatings used as liners and protective materials in many areas of the railroad industry. We also ship our raw materials and finished goods using a variety of rail services. We have manufacturing facilities in Vancouver, Washington and Atlanta, Georgia.

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:

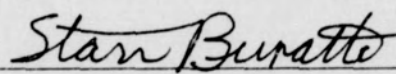
- bring efficient single-line service to more customers, improve service for existing customers and extend ability of both to reach new markets

- 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, Stan Buratto, declare under 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.



## LONE STAR STEEL COMPANY

June 3, 1997

The Honorable Vernon A. Williams  
Office of the Secretary  
Surface Transportation Board  
STB Finance Docket Number 33388  
1925 K Street, N.W.  
Washington, D.C. 20423-0001



***FOR CUSTOMERS WHO WANT TO INCREASE  
COMPETITION IN THE NORTHEAST***

***VERIFIED STATEMENT OF DAVID L. GREEN  
LONE STAR STEEL COMPANY***

My name is David L. Green, and I am Director of Transportation of Lone Star Steel Company. I have held my present position for four years. My duties include direct and oversight responsibilities for rail, truck and ocean transportation.

Lone Star Steel Company is a manufacturer of steel products, particularly pipe for the energy industry, as well as industrial products such as mechanical tubing and hot rolled coil products. We have facilities located at Lone Star, Texas. These facilities are presently served by the Kansas City Southern Railway. We sell to customers located in South Bend, Indiana and Camp Hill, Pennsylvania. These facilities are located on the Conrail. During 1996, we shipped 30 carloads to these destinations and have more potential with better freight rates.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail if these two companies 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. A distinct need exists for two competing railroads in the Northeast who will own their own track and facilities. For too long, customers who ship or receive goods into and out of the Northeast have had the service of only one rail carrier. When only one company is able to operate in a particular market, service suffers and the price becomes noncompetitive. While there may have been historical reasons for insulating northeastern rail service from competition, that time is past. It is time for customers interested in this market to have service by more than one rail carrier. And those 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

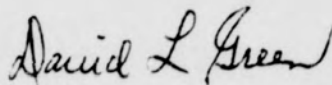
what I understand of railroad operations, I believe that in the 1990s, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies.

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

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

I, David L. Green, declare under penalty 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,



David L. Green  
Director of Transportation  
Lone Star Steel Company

DLG/sc

cc: Frank Mayhew - Norfolk Southern Corporation via fax (972)644-5755



CAPTAIN JOHN W. MURRAY  
SENIOR VICE PRESIDENT  
OPERATIONS

DIRECT (813) 276-4689  
MAIN (813) 276-4600  
FAX (813) 276-4669

VERIFIED STATEMENT OF  
LYKES BROS. STEAMSHIP CO., INC.  
FINANCE DOCKET NO. 33388

May 28, 1997

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
STB Finance Docket No. 33383  
1925 K Street, N.W.  
Washington, D.C. 20423-001

Dear Mr. Williams:

My name is John W. Murray, and I am Senior Vice President of Lykes Bros. Steamship Co., Inc., 111 East Madison Street, Tampa, Florida 33602-3244. I have held my present position for over two years. My duties include management of global vessel operations and intermodal logistics.

Lykes Bros. Steamship Co., Inc., is a ocean carrier with vessels calling the United States ports of Norfolk, Charleston, Miami, Houston, New Orleans, New York, and Baltimore. During 1996, we shipped 175,000 containers in rail intermodal movements using the services of Conrail, Norfolk Southern, CSX, IC, BNSF and UP/SP. In the West, we ship between Oakland/Los Angeles and Gulf via UP/SP and via BNSF for Pacific Northwest business. On our intermodal traffic in the East, Norfolk Southern is our primary carrier. We use Conrail from New York to Chicago and Ohio Valley. We use CSX in the Southeast. IC service is used in the Mississippi River corridor.

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 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.

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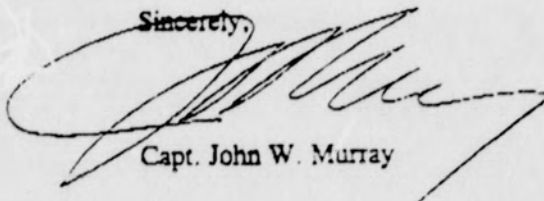
Mr. Vernon A. Williams  
May 28, 1997  
Page 2

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

Sincerely,

A handwritten signature in dark ink, appearing to be "John W. Murray", written over a horizontal line.

Capt. John W. Murray

JWM/kro



## MacMillan Bloedel Building Materials

MacMillan Bloedel of America, Inc.

5895 Windward Parkway, Suite 200

Alpharetta, Georgia 30005

Phone: 770/740-7100 Fax: 770/740-7513

June 10, 1997

VERIFIED STATEMENT  
DAVID L. HANCOCK  
ON BEHALF OF  
MACMILLAN BLOEDEL BUILDING MATERIALS

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

Re: STB Finance Docket No. 33388

Dear Secretary Williams,

My name is David L. Hancock. I am Manager, Physical Distribution of MacMillan Bloedel Building Materials. Please accept the support of MacMillan Bloedel Building Materials for the joint acquisition of Conrail by CSX and Norfolk Southern.

MacMillan Bloedel Building Materials is a forest products company located at 5895 Windward Parkway, Suite 200, Alpharetta, GA 30005. We have distribution sites located throughout the Eastern United States.

We currently ship approximately 75 percent of our product by rail, constituting 8,000 carloads per year. The remainder is shipped by truck. We are enthusiastic about the prospects created by the joint acquisition of Conrail for using rail for more of our transportation needs. 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 transaction 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 joint acquisition will create single line service to many destinations in the Northeast for the first time. Our ability to use rail as our transportation provider in the Northeast has been hampered by lack of direct rail access to the market. In many cases, the costs associated with an interchange has made our product not competitive.

Again, please accept the support of MacMillan Bloedel Building Materials for the joint acquisition of Conrail by CSX and Norfolk Southern.

I, David Hancock, declare under penalty of perjury the foregoing is true and correct. Further, I certify I am qualified and authorized to file this certified statement. Executed this 10th day of June, 1997.

Sincerely,

David L. Hancock





## **MACNY - The Employer Association**

*Manufacturers Association of Central New York, Inc.*

770 James Street Syracuse, NY 13203-2197

(315) 474-4201 Fax (315) 474-0524

June 6, 1997

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

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

Dear Mr. Williams:

On behalf of the Manufacturers Association of Central New York, Syracuse, New York, I wish to express support for the proposed acquisition of Conrail by Norfolk Southern and CSX. I am the president of the Manufacturers Association and I am duly authorized to speak on its behalf.

Many of the member companies of the Manufacturers Association of Central New York have had longstanding relationships with all of the parties in this proposed transaction. It is our view that the acquisition of Conrail by Norfolk Southern and CSX will allow industries in our community to reach markets by rail that they have heretofore either been unable to reach or can reach only at a competitive disadvantage.

The competitive package Norfolk Southern and CSX have offered would bring rail competition to areas where Conrail has, in effect, had an outright monopoly and 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 Norfolk Southern and CSX and we urge that it be approved promptly.

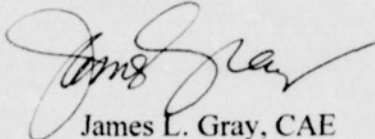
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Page 2

Mr. Vernon A. Williams

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,

A handwritten signature in cursive script, appearing to read "James L. Gray", with a checkmark at the end.

James L. Gray, CAE  
President



## MARION LANDMARK, INC.

730 Bellefontaine Avenue • Marion, Ohio 43302 • (614) 383-2158

May 20, 1997

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

Dear Mr. Williams,

We as customers of Conrail and Norfolk Southern support the purchase and subsequent division of the lines between CSX and NS. We know that NS is more progressive and aggressive than Conrail and suspect that CSX is also. In our case, CSX will take over the Conrail routes which should open a new set of potential customers for our grain. This should help us because over time Conrail's grain markets have, for some reason, diminished to the point where we no longer can utilize rail shipments at our Conrail served locations.

This joint acquisition should be approved by the STB because each of these railroads will build on the progress made by Conrail and ultimately provide better and more versatile service for most, if not all, Conrail customers.

Sincerely,

Tom Bostic  
General Manager  
Marion Landmark Inc.  
Marion, Ohio



# MARKLINE SYSTEMS, INC

Verified Statement of Markline Systems, Inc.

STB Finance Docket No. 33388

May 21, 1997

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

Dear Mr. Williams:

My name is Steve Bradley, and I am chief operating officer of Markline Systems, Inc., 1000 S. River Industrial Blvd., Atlanta, GA 30315. I am directly responsible for all intermodal transportation and systems support in addition to being chairman of the board.

Markline Systems, Inc. is a drayage motor carrier and intermodal support company involved in moving freight between the railroads and their customers. We work with Norfolk Southern primarily in the busy Atlanta area, but will soon be expanding our operations into Florida as well as other locations up and down the east coast. In Addition, we work with CSX in the Atlanta area. Our primary customers are intermodal marketing companies and suppliers who are in great need of a competitive arena in order to provide top flight service while keeping costs at a reasonable level.

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 or 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. Our customers all feel that a healthy competitive situation in the Northeast by carriers of comparable size has been sorely lacking and that by accommodating this move, the area will see vast economic improvements.

Mailing Address:  
P.O. Box 6987  
Atlanta, GA 30315

PH# (404) 622 - 5200  
FAX (404) 622 - 0555

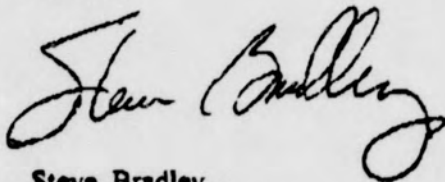
Terminal Address:  
1000 S. River Industrial  
Atlanta, GA 30315

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, Steve Bradley, declare under penalty 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,

A handwritten signature in cursive script, appearing to read "Steve Bradley".

Steve Bradley  
Chief Operating Officer  
Markline, Systems, Inc.

# *Martrans International*

2819 22nd Street  
Wyandotte, MI 48192  
(313) 282-1960

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

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

## VERIFIED STATEMENT ON BEHALF OF:

MARTRANS INTERNATIONAL  
FINANCE DOCKET NO. 33388

My name is John J. Di Cerbo and I am the Manager of Traffic Services for MARTRANS INTERNATIONAL that provides service to a number of steel end users in the United States and Canada. I have held this position since company was founded in 1985.

In 1996 we moved approximately 450 railcars of steel originating in central and eastern United States to western states, Mexico and Canada using specialized coil gondolas, single and multiple troughs provided by the railroads and open gondolas.

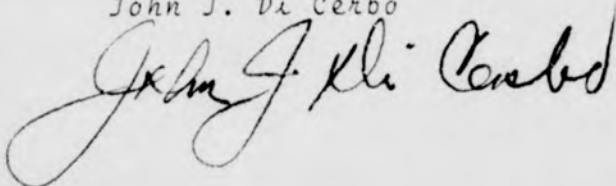
We support approval of the transaction which will allow CSX and Norfolk Southern to acquire CONRAIL and subsequently divide its assets.

We have utilized the services of both, CSX and NS for a good percentage of our movements and have found them to be very exceptional in their marketing departments and in the service that each provided.

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

Sincerely,

John J. Di Cerbo



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

THE MBK RAIL CAPITAL COMPANIES, INC.



The MBK Rail Capital Companies, Inc.  
One California Street, Suite 1500  
San Francisco, California 94111  
(415) 765-1130 Fax: (415) 765-1108

**VERIFIED STATEMENT OF**  
**THE MBK RAIL CAPITAL COPANIES, INC.**

My name is Mihihiro Nose, and I am Vice President of The MBK Rail Capital Companies, Inc. I have held my present position for 1.5 years. My duties include structuring and marketing freight rail car leasing business in the U.S.

The MBK Rail Capital Companies, Inc. is a holding company of various subsidiaries which are conducting short-term rail car operating lease to various rail customers in the U.S. Our office is located at One California Street, Suite 1500, San Francisco, California 94111. During 1996, we leased, through our subsidiaries, approximately 500 units of rail cars to various eastern and western railroads including CSX, Wisconsin Central, Union Pacific and Burlington Northern. The cars are served for carrying containerized cargo, paper products and other general merchandise between the states including Indiana, Illinois and Ohio.

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.

There is a distinct need for balanced rail competition in the East. Many rail customers 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



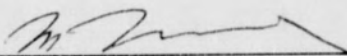
- improve equipment utilization through better, more-direct and faster service, which will
- reduce truck traffic on major interstate lanes, and
- extend CSX and NS's quality service to new markets.

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

May 29, 1997



Signature

cc: Mr. William A. Wiles, Norfolk Southern Corp.  
Mr. Niranjan B. Rao, CSX



# GRAIN EXCHANGE, INC.

P. O. BOX 190, DAVISBORO, GEORGIA 31018

912-348-6500

ELEVATORS IN ROSIER AND WADLEY



5-30-97

MR. GUY E. SUMMAY  
GENERAL ATTORNEY  
NORFOLK SOUTHERN CORP.  
THREE COMMERCIAL PLACES  
NORFOLK, VA 23510-9241

Dear Mr. Summay,

My name is JIMMY J. BROWN, I am the General Manager for MCCOY GRAIN EXCHANGE in DAVISBORO. I have held this position for 2 years, prior to that I was President and Part owner before my Partner and I sold out to MILLER MILLING INC. As General Manager, among my responsibilities is securing RAIL TRANSPORTATION FOR OUR GRAIN.

ALTHOUGH MCCOY GRAIN IS LOCATED IN DAVISBORO, WE HAVE OTHER RAIL LOCATIONS IN WADLEY AND A NEW LOCATION IN WRENS, GA. THE DESTINATIONS WE'VE SHIPPED TO THE PAST YEAR INCLUDES: SOUTHEASTERN MILLS, ROME, GA., MILLER MILLING, MILWAU, GA., CON AGRA, MACON, GA., CANYON - GAINESVILLE, GA., CHATMOGA TN, WHITE LILLY - KNOXVILLE TN, GOLDKIST - GAINESVILLE, GA, ARCHEE DAVIES MIDLAND - JACKSON, JUST TO NAME A FEW.

WE WOULD LIKE TO GIVE OUR APPROVAL ON THE CURRENT TRANSACTION, IN WHICH NS + CSX DIVIDED ITS ASSETS. THIS CAN CERTAINLY BENEFIT OUR AND OUR PARENT COMPANY, BY PROVIDING US ACCESS INTO THE NORTHEAST. KEEP US THE CORD WORK AND YOU HAVE MY FULL SUPPORT.

I BELIEVE THAT THIS IS TRUE AND CORRECT ON 5-30-97  
UNDER PENALTY OF PERJURY AND THAT I AM AUTHORIZED AND QUALIFIED  
TO SIGN THIS STATEMENT.

General Mgr  
MCCOY GRAIN EXCHANGE.



Mercedes-Benz

Mercedes-Benz  
of North America, Inc.

June 3, 1997

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

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

Dear Secretary Williams:

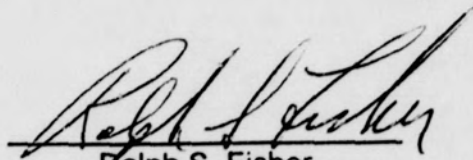
My name is Ralph Fisher. I am General Manager - Vehicle Logistics/Distribution for the Mercedes-Benz of North America, Inc. My office address is One Mercedes Drive Montvale, NJ 07645. In my position, I am responsible for vehicle logistics, transportation planning and strategy for our product imported from Germany and distributed within the U.S. and the vehicle traffic from our plant in Vance, Alabama. I have been in my current position since 1995 and have worked in the logistics, distribution and field operations areas for the majority of my 19 years with MBNA. I am writing to offer my company's strong support for the CSX and NS application to acquire Conrail and to urge the Board's prompt approval of Docket No. 33388.

Mercedes-Benz of North America, Inc. has been a medium-sized importer and distributor of motor vehicles in the U.S. since 1955. We recently established a production plant in Vance, Alabama which will produce approximately 65,000 units annually and is served by the N.S. The nationwide distribution will require heavy reliance on rail service particularly into the Northeast and Midwest. We are also actively investigating the possibility of land-bridging vehicles from the east coast to the west coast for improved transit time and inventory efficiencies. Our objective in supporting this docket is to seek improvement in rail service and hopefully gain cost efficiencies in the future.



I, Ralph Fisher, declare under penalty 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 3<sup>rd</sup> day of June, 1997

  
Ralph S. Fisher

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

Dale R. Hawk  
Vice President & General Mgr.  
Automotive Business Unit  
CSX  
500 Water St. - J885  
Jacksonville, FL 32202

David R. Goode  
Norfolk Southern Corp.  
Three Commercial Place  
Norfolk, VA 23510-2191



## **MERRITT BROS. LBR. CO. INC.**

Remanufacturing Division

P.O. Box 190  
Athol, ID 83801-0190  
Phone (208) 683-3321  
FAX (208) 683-3328

**May 29, 1997**

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

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

**Dear Mr. Williams:**

**My name is Jim Warren, and I am the General Manager of Merritt Brothers Lumber Company, in Athol, Idaho. I have held my present position for 13 years. My duties include managing 140 employees at our remanufacturing facility, which produces 150 million board feet of finished lumber products annually. My responsibilities include negotiating contracts with all the Railroads for our location, and three other subsidiary corporations owned by the Merritt family.**

**Merritt Brothers Lumber Company sells lumber to U.S. and Canadian customers with a modest percentage of our production being exported. We also receive several hundred cars of lumber annually at our plant in Athol, Idaho. During 1996 we shipped 1000 cars and received approximately 300 cars. This facility is presently served by U.P.R.R. & B.N.R.R..**

**We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner that has been described to me, 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. As is the case when only one company is able to operate in a particular**



May 29, 1997



## **MERRITT BROS. LBR. CO. INC.**

Remanufacturing Division

P.O. Box 190  
Athol, ID 83801-0190  
Phone (208) 683-3321  
FAX (208) 683-3328

***market, service suffers and the price is non-competitive. While there may have been an historical reason for insulating northeastern railroads from competition, that time is past, and it is time for customers interested in this market to have more than one rail carrier that owns its facilities. The rail carriers for these customers 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 excellent service, efficient equipment utilization and seamless synergies.***

***In addition, we are looking forward to the change from being served by one rail carrier to two, and also the greatly expanded market reach that single line service by NS and CSX will offer. An extensive addition of single line rail service will allow us to provide increased market penetration to areas in which we have been unable to compete adequately.***

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

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

**Sincerely,**

**James W. Warren, General Manager**

**MERRITT BROS. LBR. CO., INC.**

June 17, 1997

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



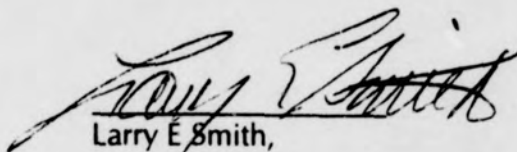
3280 Charleston Highway • Aiken, SC 29801  
Tel: (803) 649-3090 • FAX (803) 649-5248

**METAL SERVICE  
SUPPLY INC.**

SUBJECT 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  
Metal Service & Supply, Inc.  
Finance Docket No 33388

I, Larry E Smith, declare under penalty of perjury that the foregoing is  
true and correct. Further I certify that I am qualified and authorized to  
file this verified statement. Executed this 17th day of June, 1997.

  
Larry E Smith,  
Vice President

Verified Statement of  
Metal Service & Supply, Inc.

Dear Mr Williams:

My name is Larry E Smith, and I am Vice President of Metal Service & Supply, Inc. I have held my position for 3 years. My duties include total management of the Aiken facility including, but not limited to inbound shipments from our suppliers.

Metal Service & Supply is a processor of steel coils used in the metal stamping industry. We have facilities located at Indianapolis, IN, Louisville, KY and Aiken, SC. These facilities are located on the lines of NS & CSX. During 1996 we received approximately 500 carloads from our steel mills to the Aiken Plant.

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 NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service 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 from 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. Due to the competitive nature of our product and sensitive freight costs and service, we prefer that all inbound freight be made by one line - Norfolk Southern.

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

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

METRO EAST INDUSTRIES, INC.

VERIFIED STATEMENT  
OF

**Gayle L. Ortyl**

President

**VERIFIED STATEMENT OF**  
**METRO EAST INDUSTRIES, INC.**

My name is Gayle L. Ortyl, and I am **President of Metro East Industries, Inc.** I have held my present position for 7 years. My duties include all administrative transactions related to the receipt and release of equipment to and from various Railroads.

Metro East Industries, Inc. is a Freight car repair facility that performs extensive Modifications and repairs on all types for freight equipment for the major railroads. We have facilities located at East St. Louis and Alorton, Illinois.

These facilities are presently served by The Alton & Southern Railway, which in turn is served by the following railroads. Burlington Northern, Chicago & North Western, Consolidated Rail, CSX Transportation, Gateway Western, Illinois Central, Manufacturers, Missouri Pacific, Norfolk Southern, St. Louis Southwestern, and Terminal R. R. Assn. of St. Louis.

During 1996, we shipped/received 2,702 freight cars from this facility that went into direct service of hauling various types of freight. Types of freight services our end product serve include automobiles, automobile parts, paper, food products, coal, containers, various steel products, and grain.

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



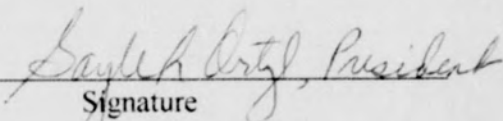
transportation expenses are a major product cost item for most companies and many short-haul movements will not support two-line service, approval will:

- 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, Gayle L. Ortyl, declare under 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

# MICHIGAN SUGAR COMPANY

## GENERAL OFFICES

4800 Fashion Square Boulevard

P. O. Box 1348

SAGINAW, MICHIGAN 48605

Telephone (517) 799-7300

FAX (517) 799-7313

RICHARD H. BURN

CTL

Director of Transportation  
and Logistics

May 28, 1997

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


Dear Mr. Williams:

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

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

Thank you for your consideration.

Sincerely,



Richard H. Burn

bcc: Michelle Martin, CSX  
Carl Turney, Norfolk Southern ✓

MIDWEST LOGISTICS COMPANY

PHONE 708 422-7210      FAX 708 422-4714  
8733 S. Francisco \* Evergreen Park, IL 60642

Verified Statement on behalf of Midwest Logistics Company-Evergreen Park,  
IL 60642

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 Docket Number 33388

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

FROM: Ron L. Furry  
President  
MIDWEST LOGISTICS

Attachment

VERIFIED STATEMENT OF RONALD L. FURRY

MIDWEST LOGISTICS COMPANY

My name is Ronald L. Furry and I am president of MIDWEST LOGISTICS. I started this company 3 years ago. In the operation of this company I gather rate quotations, determine the best cost/service route, and make proposals to the shippers of record.

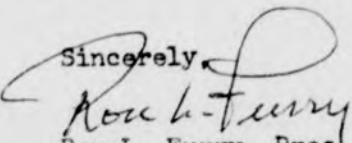
MIDWEST LOGISTICS COMPANY is a broker of transportation, often working as an independant contractor for Tras Trade Inc., Palatine, IL., American Carriers of Minnesota, Logicorp Inc., Ann Arbor, MI., and Peter Wittwer, USA, Largo, FL. Services for these companies are described above. The majority of business originates in the midwest and moves via an East coast port to various countries throughout the world, mostly in ocean carrier's 20, 40, and 45 foot containess, although rail carload shipments are also made.

We suport the approval of the transation by which CSX and Norfolk Southern will acquire control of Conrail, and divide the assets and trackage in the manner described to me, and would be in a joint application of CSX and NS to control Conrail. There is a distinct need for two competing railroads in the Northeast which are responsible for maintainance and operation of their own track and facilities. For too long, shippers have been subjected to the whims and pricing of one railroad in the Northeast. When only one carrier is allowed to operate in a market area, service suffers and the pricing is not competitive. While there may have been historical reasons for insulating northeast railroading from competition, that time is past. Customers using the Northeast corridor need competition from two railroads of equal size and scope, therefore I support a joint application by the NS and CSX to acquire Conrail.

I, Ronald L. Furry, declare under penalty of perjury that the foregoing is true and correct, I certify that I am qualified to file this statement.

Executed May 31, 1997.

Sincerely,

  
Ron L. Furry, Pres.  
MIDWEST LOGISTICS COMPANY

## VERIFIED STATEMENT OF FRANK J. KOMBEREC

### MILLER BREWING COMPANY

My name is Frank J. Komberec and I'm the Transportation Manager for the Miller Brewing Company which is located at 3939 W. Highland Blvd. in Milwaukee, Wisconsin. I've held my present position for 21 years. My duties include responsibility for freight costs, service requirements and policies for all transportation modes (air freight, ocean, railroads and trucking) relating to Miller.

The Miller Brewing Company is a manufacturer of beer products which we produce at 6 major regional plants located in Milwaukee, WI, Eden, NC, Albany, GA, Trenton, OH, Ft. Worth, TX and Irwindale, CA. The facilities at Albany, GA and Eden, NC are serviced by the Norfolk Southern Railway and the facility at Trenton, OH is served by CSX.

These facilities shipped 15,094 rail cars and 286,162 truckloads of beer during 1996. Additionally, Miller receives significant numbers of trucks and rail cars of raw materials and packaging supplies to support our manufacturing operations. Beer shipments are made to approximately 700 destinations scattered throughout the United States.

Our manufacturing facilities operate 24 hour per day with a 5 or 6 day work week depending on the volume of sales. Inventories are carefully managed to minimize costs and ensure product availability on the retail shelves.

As a result of the magnitude of our operations and the time sensitiveness of the deliveries we make, Miller requires superior service from our transportation vendors. We support the acquisition of Conrail by Norfolk Southern and CSX because we believe they can provide improved single line rail service in the East and become viable competitors with motor carriage in this region of the country.

Nearly all of our major customers in the East are serviced by Conrail while manufacturing for this region is done in Southern (Albany and Eden) or Mid-East (Trenton) facilities.

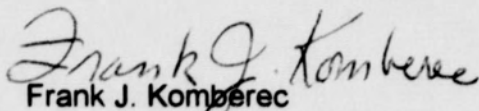
During the past 17 years Conrail has been unable to provide Miller with an acceptable level of service. This has resulted in a steady erosion of traffic from rail to truck. Miller rail shipment levels in the East have fallen from 30% in 1980 when we operated a plant in Fulton, NY to 10% today. This erosion occurred even though we closed the Fulton facility in 1993 which significantly increased our shipping distances into the East.



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

I, Frank J. Komberec, declare under penalty 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 5, 1997.

Sincerely,

  
Frank J. Komberec



734 RIDGEWAY AVENUE • ROCHESTER, NEW YORK 14615  
(716) 458-7745 • FAX (716) 458-1411

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

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

VERIFIED STATEMENT OF STEPHEN M. LYNCH  
MILLER BRICK COMPANY, INC.

My name is Stephen M. Lynch and I am Traffic Manager of Miller  
Brick Co. I have held my present position for 20 years. My  
duties include management of shipping, receiving and warehousing.

Miller Brick is a distributor of bricks and we have facilities  
located at Rochester, New York. Our facilities are currently  
served by NSRR, CR, AND RSR and we ship/receive approximately  
50 cars per year.

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

I, Stephen M. Lynch, declare under penalty 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.

Sincerely  
MILLER BRICK COMPANY



Stephen M. Lynch  
Traffic Manager

**MIMCO**  
INCORPORATED

May 22, 1997

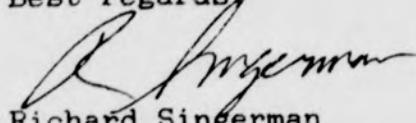
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
STB Finance Docket No. 33388  
1925 K Street, N. W.  
Washington, DC 20423-0001

My name is Richard Singerman and I am Vice President of Mimco, Inc. I've held my present position for eleven years.

As scrap buying brokers for the steel and foundry industry we are responsible for large tonnages of scrap movements to various steel consumers. Although some scrap metal of this is moved by truck, a predominant amount is done by rail. Most of our large consumers are serviced by the NS railroad, Conrail and/or the CSX railroad. Our current consumers use approximately 300 carloads of scrap per month. These 300 carloads are predominately on the CSX and Conrail with direct switches to one consumer on the NS.

There is a distinct need for two competing railroads in the Northeast. Mimco, Inc supports the STB approval of the joint application by which Norfolk Southern and CSX plan to acquire control of Conrail, divide assets and improve to a much greater extent the balance of rail competition in the Northeast. Should this proposal be approved it will open up to some of our consumers of the Northeastern part of the country now serviced by Conrail.

Best regards,



Richard Singerman  
Mimco, Inc.  
Vice President



## MINDIS RECYCLING

897 Adamson Street  
P.O. Box 12538  
Atlanta, Georgia 30315

June 2, 1997

Telephone: (404) 332-1750  
Fax: (404) 332-1719  
(800) 66MINDIS

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

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

Dear Mr. Williams:

My name is Lenny Fine and I am Vice President of Mindis Recycling. My duties include overseeing rail rate negotiations and managing scrap facilities.

Mindis Recycling processes scrap metal for recycling purposes. We have facilities located in Atlanta, GA, Attalla, AL and McRae, GA. These facilities are presently served by NS. We receive from scrap suppliers located at various origins in the Southeast and Midwest and we sell to scrap customers in the Southeast. These facilities are located on the lines of CSX, CR, BNSF and UPSP. During 1996, we shipped and received 2,654 carloads between various destinations and origins. Mindis ships railroad and private gondolas of scrap metal to steel mills.

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, Lenny Fine, declare under penalty 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,

Lenny Fine  
Vice President  
Mindis Recycling

119



recycled paper

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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FINANCE DOCKET NO. 33388

---

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

---

VERIFIED STATEMENT  
OF

---

Miner Enterprises, Inc.





**W. H. MINER DIVISION**

1200 EAST STATE STREET  
P.O. BOX 471  
GENEVA, ILLINOIS 60134  
630/232-3000  
Telefax 630/232-3123

**VERIFIED STATEMENT OF**

**MINER ENTERPRISES, INC.**

My name is Joseph G. Stark, and I am Vice President/Sales of W. H. Miner Division. I have held my present position for 29 years. My duties include the responsibility for sale of component parts that Miner supplies to the railroad industry.

Miner Enterprises is a 103-year old company that manufactures draft gears, outlet gates, and constant contact side bearings. We have facilities located at Geneva, Illinois, and Kenosha, Wisconsin. These facilities are presently served by the Union Pacific Railroad. During 1996, we shipped several carloads and 2,500 trailers from our Geneva plant. The Kenosha facility shipped and received 950 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.

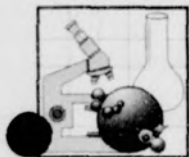
We ask that the Surface Transportation Board approve the application of NS and CSX to acquire Conrail.

I, Joseph G. Stark, declare under 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 dark ink, appearing to read 'J. Stark', is written over a horizontal line.

Signature

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



## MINERAL RESOURCE TECHNOLOGIES, LLC

*A member of the Philipp Brothers Chemicals family of companies*

June 3, 1997

120 Interstate North Parkway East • Suite 440  
Atlanta, GA 30339  
(770) 989-0089  
Fax (770) 989-0079

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 Hugh P. Shannonhouse, and I am President of Mineral Resource Technologies (MRT).

MRT sells fly ash produced from coal combustion 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 Hugh P. Shannonhouse, declare under penalty 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,

Hugh P. Shannonhouse, President  
Mineral Resource Technologies, LLC

cc: Ms. Rosa Tarbutton





## MINNESOTA CORN PROCESSORS

901 NORTH HIGHWAY 59 • MARSHALL, MN 56258-2744 • PHONE 507-537-2676

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

### VERIFIED STATEMENT OF Minnesota Corn Processors

My name is Richard Jurgenson and I am the President/General Manager for Minnesota Corn Processors and have held this position for the past seven years.

Minnesota Corn Processors is a corn wet-milling operation manufacturing high fructose corn syrup, corn syrup, corn starch and ethanol. In 1996 Minnesota Corn Processors shipped 12,000 carloads via rail.

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

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

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

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

Richard Jurgenson  
President/General Manager

June 18, 1997



**MOBILE ASPHALT COMPANY, L.L.C.**

June 02, 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:

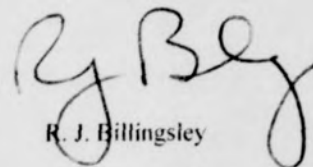
My name is R. J. Billingsley, and I am President of Mobile Asphalt Company, L.L.C. I have held my present position for 5 1/2 years. Under this title, I oversee all activities and operations concerning Mobile Asphalt Co.

Mobile Asphalt Company produces and installs asphalt. Thus, we rely heavily on the delivery of aggregate products through rail service. Without prompt and timely delivery of this aggregate to our unloading facilities (Mobile, AL. & Jackson, AL.), our day to day operations are jeopardized. Presently, these facilities are served by NS, and our suppliers are primarily located in Calera, AL. and Maylene, AL. These facilities are located on the lines of NS and CSX. During 1996 we received a total of 1,856 containers of aggregate products from these suppliers.

I support approval of the transaction which will allow NS and CSXT to acquire Conrail and subsequently divide its assets. I am confident that the purchase of CR lines by sound financial carriers will provide quality rail service to this area.

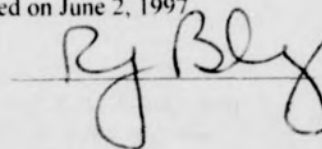
For all reasons described above, I support the application of NS to merge with Conrail

Sincerely,

  
R. J. Billingsley

**VERIFICATION**

I, R. J. Billingsley, declare under penalty 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



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**SOUTHERN, INC.**

**VERIFIED STATEMENT OF  
MORGAN SOUTHERN, 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 David G. Morgan and I am President of Morgan Southern, Inc. located at 1500 Cedar Grove Road, Conley, Georgia 30027. Morgan Southern, Inc. is a motor carrier / drayman that operates out of many Norfolk Southern Intermodal facilities.

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

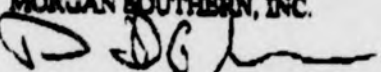
Growth in the intermodal industry will benefit my Company. Providing rail competition in the Northeast, particularly from two competitors which have strong rail systems in the Southeast, should promote the growth of intermodal traffic, which in turn will enhance my business as a supplier to the intermodal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

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

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

Sincerely,

**MORGAN SOUTHERN, INC.**

  
David G. Morgan  
President and Chief Executive Officer

DGM/lal

(404) 366-1348

P.O. Box 150190  
Atlanta, Georgia 30315

Fax (404) 366-1225

M S P FEED SERVICE, INC.



P. O. BOX 3968

WAYNE

FEED

EATONTON, GA 31024

PHONE (404) 485-8539

FAX (404) 485-8530

NIGHTS: VERNON POWERS (404) 485-4296

May 22, 1997

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

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

Dear Mr. Williams:

My name is Vernon Powers. I am President of MSP Feed Services, Inc. Eatonton, Ga. a job I have held of 25 years. My duties include responsibility for rail transportation.

MSP Feed Services is a supplier of feeds and feed ingredients for the dairy and poultry industries and other consumers to a lesser degree. We have facilities located in Eatonton, Ga., served by Norfolk Southern. We receive grain products from suppliers located in the Midwest. During 1996 we received approximately 100 covered hopper car loads of these ingredients.

We support the joint acquisition of Conrail by CSX and Norfolk Southern and request that the Surface Transportation Board give this matter expedited handling. We feel this acquisition will benefit MSP Feed Service by giving us single line access to additional ingredient suppliers.

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

Sincerely,

Vernon Powers  
President

N.Y. BLUESTONE  
FLAGGING  
TREADS  
VENEER  
BRICK  
FACE  
FIRE  
PAVING  
CEMENT COLORS  
COLUMNS  
CONCRETE TUBES

# MSR INC.

*Mason Supply Reserve*

110 NORTH MAIN STREET • MIDDLETOWN, CONNECTICUT 06457  
203 / 346-9234

FLUE LINING  
LOUVERS & VENTS  
PLASTIC PIPE  
SEWER PIPE  
SLATE, FLAGGING  
GAUGED  
VERMONT  
PENNA.  
STEEL DOORS  
VERMICULITE  
WIRE MESH

June 3, 1997

Mr. Vernon A. Willaims,  
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 - Conrail, Inc. and Consolidated  
Rail Corporation, STB Finance Docket No. 33388

Dear Mr. Williams:

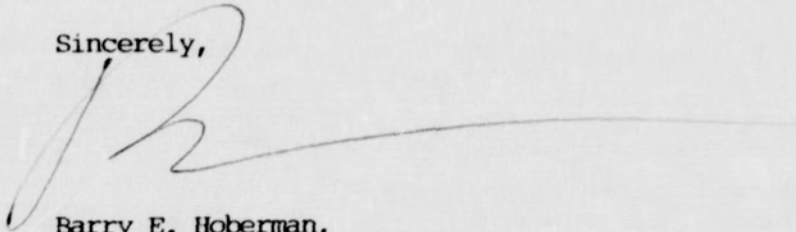
My name is Barry E. Hoberman, General Manager of Mason Supply Reserve, Inc. (MSR Inc.), with its headquarters at 110 N. Main Street, Middletown, Ct. 06457. My responsibilities as General Manager include the direct oversight of our transportation requirements which include inbound rail shipments of brick which are delivered to our customers via motor carrier locally.

We are a Brick Distributor with sales of \$3,500,000.00 annually. Transportation is a vital factor to the success of our business since we receive approximately 75 to 100 carloads per year. Brick is received from Virginia, Georgia, North and South Carolina in the USA. We are located on the CCCL/PW (Conn. Central RR/Providence & Worcester RR) connecting only with Conrail.

MSR, Inc. feels Conrail could use a little competition since they have been a monopoly from the early 1970's. Perhaps we will receive our brick in better condition.

Finally, we support Norfolk Southern Corporation's plan for the acquisition and division of Conrail by NS and CSX as explained and described in its application. It will meet our competitive needs.

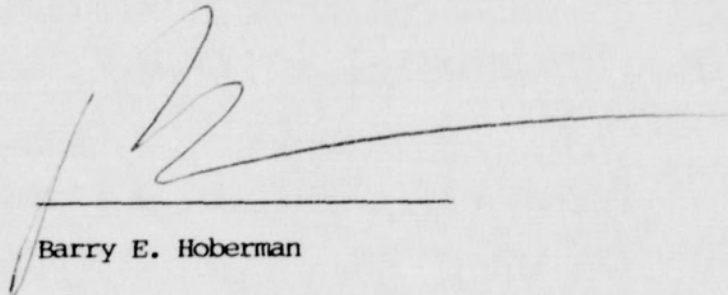
Sincerely,

A handwritten signature in dark ink, consisting of a stylized 'B' followed by a long horizontal stroke.

Barry E. Hoberman,  
General Manager  
MSR, Inc.

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

Executed this 3rd day of June, 1997.

A handwritten signature in dark ink, consisting of a stylized 'B' followed by a long horizontal stroke, positioned above a horizontal line.

Barry E. Hoberman

# MULBERRY RAILCAR REPAIR COMPANY

---

P.O. BOX 706  
1200 PRAIRIE MINE ROAD  
MULBERRY, FLORIDA 33860  
PHONE: 941-425-4986  
FAX: 941-425-1604

BEFORE THE  
SURFACE TRANSPORTATION BOARD

---

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  
R. F. DONHAM

---



# MULBERRY RAILCAR REPAIR COMPANY

P.O. BOX 706  
1200 PRAIRIE MINE ROAD  
MULBERRY, FLORIDA 33860  
PHONE: 941-425-4986  
FAX: 941-425-1604

May 28, 1997

## VERIFIED STATEMENT OF MULBERRY RAILCAR REPAIR COMPANY

My name is R. F. Donham, and I am Vice President of Mulberry Railcar Repair Company located in Mulberry, Florida, served by the CSXT Railroad Company.

Our company is in the business of repairing railcars for both railroad and privately owned railcars, cleaning and transferring hopper cars and fabrication of car parts.

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

Since we market railcar services to both railroads and privately owned customers, we would welcome the benefit of increased eastern rail market competition which should stimulate the demand for more railcars and railcar products.

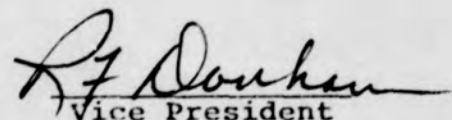
There is a need for balanced rail competition in the East. Many customers operate private cars which use our services.

It is our understanding that approval will provide equal market share for both CSXT and Norfolk Southern and would meet the Principles of Balanced Competition.

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

I, R. F. Donham, declare under penalty of perjury that the foregoing is true and correct.

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

  
Vice President

cc: William A. Miles, Norfolk Southern Corp.  
CSX Transportation Corp.

May 15, 1997

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

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

Dear Secretary Williams:

Please accept the support of Nashville Electric Service for the proposed joint acquisition of Conrail by CSX and Norfolk Southern rail systems. We believe that the citizens of Tennessee will benefit from more efficient, reliable, and safer rail service throughout the eastern half of the United States.

The expanded systems of the two carriers will offer new single-line service on a rail network of nearly 30,000 miles, covering a territory stretching from Chicago, New York, and Boston to Miami and New Orleans. In particular, the acquisition will, for the first time, allow for direct, single line rail service to compete for truck traffic now moving along the I-95, I-85, and I-81 corridors. This diversion of freight from the highways to the rails, in addition to lowering shipping costs, will mean less congestion on some of the nation's most crowded highways, fewer automobile accidents, less wear on the roads, and less air pollution.

The shippers and producers of Tennessee will benefit from more frequent and reliable service, more direct and efficient routes, an improved cost structure, better equipment supply and utilization, and increased capital investment and capacity expansion that neither railroad could undertake alone. Also, the synergies associated with the integration of the rail and other transportation business operations of the railroads will increase the international competitiveness of the region's industry, as shippers and producers are given rail, truck, container, and barge shipping options in a single company.

Mr. Vernon A. Williams

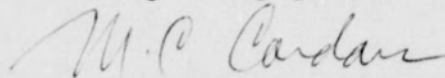
May 15, 1997

Page 2

In short, we believe the joint acquisition will be of great benefit to Tennessee and urge the Surface Transportation Board to grant speedy approval to the acquisition of the Conrail rail system.

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

Very truly yours,

A handwritten signature in cursive script, appearing to read "M.C. Cordaro".

Matthew C. Cordaro  
President & CEO

**National** Starch and Chemical Company

10 Finderne Avenue  
P.O. Box 6500  
Bridgewater, New Jersey 08807-0500  
908-685-5000  
Cable Address: NASPROD, BRIDGEWATER, NEW JERSEY

Writer's Direct Dial Number: 903-685-5547  
Fax Number: 908-685-6520

June 4, 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 Albert R. Rega, and I am Manager, Transportation Planning and Economics of National Starch and Chemical Company. I have held my present position for ten years and have been involved with my companies transportation functions for 32 years. My duties include responsibility for rail transportation services and rates.

National Starch and Chemical Company manufactures industrial chemicals and starches. We have rail facilities located throughout the area now served by NS, CSX and CR. We sell to and also buy from customers and suppliers located at many destinations/origins combinations served by all three railroads.

We support the approval of the transaction by which CSX and Norfolk Southern will acquire control Conrail, and then divide the assets and trackage of Conrail in the manner which has been describe 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 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.

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

Sincerely,

*Albert R. Rega*

Albert R. Rega  
Manager, Transportation Planning and  
Economics

I, Albert R. Rega, declare under penalty 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 4th

day of June, 1997.

*Albert R. Rega*

Albert R. Rega

ARR/nek



# NEWCO FIBRE COMPANY

POST OFFICE BOX 5585 • 430 EAST 36TH STREET • CHARLOTTE, NORTH CAROLINA 28225 • TELEPHONE 704/333-0751 • FAX 704/332-2425

## VERIFIED STATEMENT OF NEWCO FIBRE COMPANY

My name is Ashley H. Jerman, and I am traffic manager of Newco Fibre Company. I have held my present position for 16 years. My responsibilities include carrier selection and routing for all our overland rail and truck traffic in the U.S., Canada and Mexico, our water export traffic as well as our private trucking operation.

Newco Fibre Company is a distributor of textile fibers and textile waste materials. We have facilities located at Charlotte, NC and our plant is served by NS.

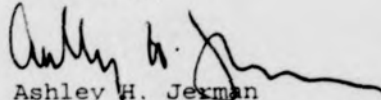
Although today we ship only between 20-30 carloads per year, at one time our annual carloadings numbered in the hundreds. This reduction in carload volume is due, in part, to the unavailability of single-line rail service to the northeast and the subsequent uncompetitive rate structure of joint-line service we have found.

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

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

I, Ashley H. Jerman, declare under penalty 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,

  
Ashley H. Jerman

May 5, 1997

**VERIFIED STATEMENT OF**

**NORFOLK CO-OPERATIVE COMPANY LIMITED  
BOX 368  
SIMCOE, ONTARIO  
N3Y 4L3**

**My name is Dave Kohl, and I am the Commodity Manager of Norfolk Co-operative Co. Ltd. I have held my present position for 17 years. My duties include freight logistics for rail and truck movements of bulk grains.**

**Norfolk Co-operative Co. Ltd. is an agricultural co-operative dealing in grains and fertilizer materials. We have six elevators and three fertilizer blenders. One of our facilities is located in Courtland and is served by NorfolkSouthern/CNR. During 1996 we shipped approximately 180 carloads of grains, of which 102 cars during Aug/Sept went to markets served by Norfolk Southern in covered hopper cars.**

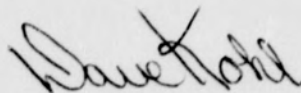
**We support the approval of the transaction by which CSX and Norfolk Southern will acquire control of Conrail, and then divide the assets and trackage of Conrail in the manner which has been described to me, and which will be described in the joint application of CSX and NS to control Conrail. There 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 1990s, two carriers of relatively equal size and scope provide the greatest opportunities for seamless service, efficient equipment utilization and seamless synergies.**

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

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

Sincerely,



**Dave Kohl**  
**Grain Commodity Manager**  
**NORFOLK CO-OPERATIVE CO. LTD**

cc: **Mr. Vernon A. Williams**  
**Washington, DC**  
**Mr. David W. Ross**  
**Burlington, Ont**

# North American Paper Co.

170 Lockhouse Road, Westfield, MA 01085-1236, 413-568-7300  
Fax No. 413-572-1282

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

## VERIFIED STATEMENT OF ROBERT SNYDER

### NORTH AMERICAN PAPER COMPANY

My name is Robert Snyder, Vice President of Sales, North American Paper Company. We are located at 170 Lockhouse Rd., Westfield, MA, 01085, with headquarters at Suite 250, 150 E. Wilson Bridge Rd., Worthington, OH, 43085. North American Paper Company is a division of Mississippi River Corp., 30 Majorca Rd., Natchez, MS, 39120. Our annual sales are in excess of \$90,000,000. Transportation is a vital factor to the success of our business. We utilize both rail and truck which include 60% incoming rail and 40% outbound truck for local service. We currently handle approximately 200 rail cars per year of recycled scrap paper and pulps at our Westfield facility. We ship to customers in the United States and Canada. We are served by the PVRP in Westfield, MA.

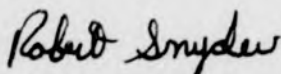
We support approval of the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. Since our facility is located on lines connected to NS, we would welcome the benefit of increased market access for single-line rail transportation. Joint line rail service into and out of the Northeast has tended to inhibit our ability to move this traffic, and 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 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 never had a problem with equipment availability or customer service.

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

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

Sincerely



Robert Snyder

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NORTH AMERICAN ROYALTIES, INC.  
*200 East Eighth Street, Chattanooga, Tennessee 37402*

June 3, 1997

PRESIDENT AND CHAIRMAN OF THE BOARD

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 Gordon P. Street, Jr. and I am President, Chairman and CEO of  
North American Royalties, Inc.

Wheland Foundry, a division of North American Royalties, Inc., produces  
gray iron castings for the automobile industry, and rail transportation plays a vital  
role in our business as we greatly depend on railroads to meet our customers'  
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 fee it is in everyone's interest that this  
approval be granted in an expeditious manner.



June 3, 1997

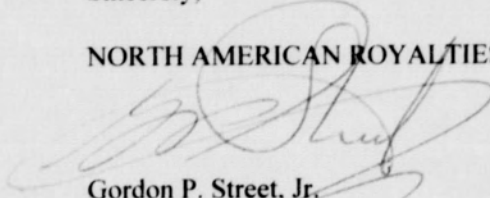
Mr. Vernon A. Williams, Secretary

Page 2 -

I, Gordon P. Street, Jr., declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on June 3, 1997.

Sincerely,

NORTH AMERICAN ROYALTIES, INC.



Gordon P. Street, Jr.,  
President, Chairman and CEO

GPSJr:mas

cc: CSX Representative  
Mr. Larry T. Rasche



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  
NORTH DAKOTA MILL

My name is Rick Dombovy I am Director of Transportation and Logistics for North Dakota Mill. I have held my position for two years, my duties include rate negotiations and carrier selection. North Dakota Mill is a producer of high quality flour for the baking industry. In 1996 the mill shipped 3000 carloads via rail.

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

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

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

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

Rick Dombovy  
Director Transportation and Logistics  
North Dakota Mill  
June 12, 1997



June 12, 1997

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

Dear Mr. Williams:

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

I, Rick Dombovy, declare under the penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed the 12<sup>th</sup> day of June, 1997.

Rick Dombovy, Director of Transportation and Logistics, North Dakota Mill



*NORTHEAST TREATERS, INC.*

*201 Old Springfield Road, P.O. Box 802, Belchertown, MA 01007 (413) 323-7811*

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

May 27, 1997

To whom it may concern:

The purpose of this letter is to show my support for the transaction which will allow CSX and Norfolk Southern to acquire Conrail and subsequently divide its assets. My companies ( Northeast Treeters, Inc. and Northeast Treeters of New York LLC ) located in Massachusetts and New York are in the business of manufacturing pressure treated lumber. Each year we purchase approximately 75 million board feet (830 rail car loads) of Southern Yellow Pine lumber that is shipped via rail to the northeast, pressure treated and subsequently re-sold.

Historically, I have always had some degree of difficulty negotiating reasonable joint-line rail agreements from originating carriers to the gateways and then with delivering carriers from the gateways to our plants. In fact, I often send my rail traffic all the way up to Canada and then back down to our locations in order to achieve competitive pricing. This circuitous routing leads to extra transit time for our raw materials which drives up costs and reduces our ability to service customers promptly.

It is my belief that the single line service which the NS proposes will be a benefit to our companies. The transit time of raw materials should decrease significantly and hopefully, the efficiencies this transaction should create should reduce our in-bound costs for lumber and allow us to compete more successfully. Our business is a freight business where the combination of in-bound freight costs for lumber and out-bound freight costs for finished goods determine our geographical market presence. By recognizing this fact, I can not state strongly enough how much the NS has helped our our companies in the past.

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

Sincerely,

David A. Reed  
President

VERIFIED STATEMENT OF  
NOVA COR LTD  
FINANCE DOCKET NO. 33388

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

June 3, 1997

Dear Mr. Williams:

My name is Ronald C. Meyer, and I am the Marketing Manager of Nova Cor Ltd., 360 Dingens Street, Buffalo, New York 14206. I have held my present position for several years. My duties include the sales and marketing of intermodal transportation for many large companies in the Western New York area.

Nova Cor Ltd is a motor carrier which works with Norfolk Southern at its Buffalo, New York facilities. In addition, we work with Conrail at there Buffalo ramp.

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 tracks and facilities. For too long, customers which ship or receive products into and out of the Northeast have had the service of only one rail carrier. 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. Our customers are looking for a more competitive price in moving freight in our area, the Northeast.

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